

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

333 Pembroke Drive
Venice, Florida 34293 (USA)

PROXY AND NOTICE OF THE MEETING OF SHAREHOLDERS

NOTICE OF 2011 MEETING OF SHAREHOLDERS

Time: 7:00 p.m., Eastern Standard Time, on Wednesday, November 9th, 2011 (tentative)

Place: Hilton Garden Inn, 11149 Dowlin Drive, Sharonville, Ohio

Telephone for Directions: 513-772-2885

Items of

- Business:**
1. To ratify the appointment of our existing Board members who are Mr. James N. Allen, Mr. Edward R. Schauer and Ms. Sandra Mumm.
 2. To approve the efficiency of the Company's five (5) Corporate Governance Committees and their Incentive Plans.
 3. To transact such other business as may properly come before the meeting.

Record Date: You may vote if you are a Shareholder of Record of Leisure Lifestyles, Inc. / International World of Vacations (Company) as of the close of business on Tuesday, October 18th, 2011.

Proxy Voting: Your vote is important. You have the option to vote in one of three ways:

1. Visit the International World of Vacations Web site shown on your proxy card to vote via the Internet;
2. Call our telephone number toll free at (866) 498-6388; or
3. Mark, sign, date and promptly return your proxy card in the enclosed postage-paid envelope.

Regardless of whether you expect to attend the meeting in person, please vote your shares in one of the three ways outlined above.

By Order of the Board of Directors

Sandra Mumm
Secretary

*Logistics, IWW Technologies, IWW Finance, IWW Fundraiser, Customer Relationship Management
Affiliates, and Strategic Alliances*

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Cincinnati, Ohio
January 3, 2011

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**LEISURE LIFESTYLES INC.
INTERNATIONAL WORLD OF VACATIONS**

333 Pembroke Drive
Phone: 941 496-8766
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Venice, FL 34293 (USA)

PROXY STATEMENT

GENERAL INFORMATION

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors of Leisure Lifestyles, Inc. (the "Board") to be voted at our 2011 Meeting of Shareholders (the "Meeting") to be held on Wednesday, November 9th, 2011, at 7:00 p.m., Eastern Standard Time, at the Hilton Garden Inn, 11149 Dowlin Drive, Sharonville, Ohio. Telephone for directions: 513-772-2885. The mailing of proxy materials to shareholders will commence on or about October 1st, 2011.

Shareholders Entitled to Vote at the Meeting

In order to vote at the Meeting, you must be a shareholder of record of Leisure Lifestyles, Inc., and the Company's marketing focal point International World of Vacations hereinafter regarded as one and the same as of the close of business on December 31, 2011. As of that date, there were 1,000 shares of Leisure Lifestyles, Inc. Common Stock, which is a Delaware corporation. This consists of mainly Common and Preferred stock as outlined in the Company's "Offering Document" and our Business Development Plan, Version 47. There are no other classes of capital stock. For additional, specific, and privileged (updated monthly) information on Leisure Lifestyles, Inc., contact the Leisure Lifestyles, Inc. in writing for the Leisure Lifestyles Business Development Plan...Version 47. We will be happy to send you a hard copy of this updated plan or an electronic access link in PDF. Please see "*Communications with the Board*" below, or you can "E-mail the Board" for a Company's Business Development Plan; specify Version 47@ TheBoard@iwvnet.com or any questions or requests that you may have. We will be happy to honor your request.

Voting Procedures

Your shares will be voted at the Meeting according to your proxy instructions. You have one vote for each share you own and you can vote those shares for each item of business addressed at the Meeting. If you return a properly executed proxy without specific voting instructions, your shares represented by that proxy will be voted in accordance with the Board's recommendations.

Shareholders have the option to vote via the Internet, by telephone or by signing and returning the enclosed proxy card. We encourage you to take advantage of the option to vote your shares electronically through the Internet or by telephone. This will result in cost savings for us, thereby creating more value for our shareholders. If you want to vote using the Internet or by telephone, please read the instructions on the enclosed proxy card.

A majority of the outstanding shares of Leisure Lifestyles, Inc. Common Stock represented in person or by proxy is necessary to constitute a quorum. Each item of business to be voted on at the Meeting requires the affirmative vote by the holders of a majority of the shares of Leisure Lifestyles, Inc. Common Stock present at the Meeting and entitled to vote. Abstentions and "non-votes" are counted as present and entitled to vote for purposes of determining a quorum. A "non-vote" occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner. Abstentions will have the same effect as votes against each proposal. The non-votes will be deemed shares not entitled to vote and will not count as votes for or against the proposal.

Revoking Your Proxy

You can revoke your proxy at any time before your shares are voted by written notice to Leisure Lifestyles / International World of Vacations at our principal offices at 333 Pembroke Drive Venice, FL 34293; by timely delivery of a later-dated proxy (by mail, Internet or telephone in accordance with the instructions set forth on the enclosed proxy card) prior to the voting of your shares, or if you vote by ballot at the Meeting.

Solicitation of Proxies

We will request that nominees, fiduciaries and other representatives of shareholders forward proxy materials and annual reports to the beneficial owners of our Common Stock. We pay all of the costs of preparing, printing and distributing proxy materials. We expect that the fee for these services will be approximately \$1,000, plus reimbursement for customary out-of-pocket expenses. We expect to solicit proxies primarily by mail, but directors, officers and other employees of Leisure Lifestyles, Inc. /International World of Vacations, may also solicit proxies in person, by telephone, electronic transmission and facsimile transmission. Directors and employees of Leisure Lifestyles, Inc. /International World of Vacations do not, however, receive additional compensation for soliciting shareholder proxies.

Electronic Access to Proxy Materials

We are pleased to offer shareholders the choice to receive our proxy materials electronically over the Internet instead of receiving paper copies through the mail. Choosing electronic delivery will save us the costs of printing and mailing these materials, thereby creating more value for shareholders. Our fiscal 2007 annual report and proxy statement are being mailed to all shareholders who have not already elected to receive these materials electronically. If you are a shareholder of record and would like to receive these materials electronically in the future, you may enroll for this service on the Internet after you vote your shares in accordance with the instructions for Internet voting set forth on the enclosed proxy card. Shareholders whose shares are held in street name by a broker or bank also may be eligible to receive copies of our proxy materials electronically. Please check the information provided in the proxy materials mailed to you by your bank or broker regarding the availability of this service. As with all Internet usage, the user must pay all access fees and telephone charges.



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Customer Relationship Management, Affiliates, and Strategic Alliances*
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CORPORATE GOVERNANCE AT INTERNATIONAL WORLD OF VACATIONS

The Board is elected by the shareholders to oversee our business and affairs. Members of the Board monitor and evaluate our business performance through regular communication with our Chairman, our Chief Executive Officer and other members, and by attending Board and Board committee meetings. In addition, the Board advises management regarding a broad range of subjects including International World of Vacations strategies and operating plans.

The Board believes in the value of effective corporate governance and adherence to high ethical standards. As such, as a result of the 2004 annual meeting of the shareholders, effective in January 2005, the Board adopted Corporate Governance Principles and the International World of Vacations Code of Business Ethics, both of which may be viewed on our Web site at www.iwvnet.com — under “Corporate Governance” link and then the “Code of Business Ethics” link. This password protected “Corporate Governance” section can be obtained by e-mail @ TheBoard@iwvnet.com.

Director Orientation and Continuing Education

Our Nominating, Corporate Governance and Public Policy Committee adopted by both the Board and shareholders at the 2004 “Annual Meeting of the Shareholders” set for complete implementation in January 2005, oversees the orientation and continuing education of our directors. Director orientation familiarizes directors with our strategic plans; significant financial, accounting and risk management issues; compliance programs and other controls; policies; principal officers; and internal and any independent financials. The orientation also addresses Board procedures, directors’ responsibilities, our Corporate Governance Principles and our Board committee charters. We also offer a variety of continuing education programs as outlined in more detail in the “Corporate Governance Principles” located on the International World of Vacations Web site (www.iwvnet.com) under the “Corporate Governance” link to assist the directors in maintaining their expertise in these matters.

Director Independence

With the adoption of our Corporate Governance Principles, the Board established independence standards. There will be no director or director nominee may be deemed independent if the director or director nominee

— has in the past three years:

- received (or whose immediate family member has received) more than \$100,000 per year in direct compensation from International World of Vacations, other than director or committee fees;
- been an employee of International World of Vacations;
- had an immediate family member who was an executive officer of International World of Vacations;
- been (or whose immediate family member has been) an affiliate or employee of a present or former of International World of Vacations; or
- been (or whose immediate family member has been) employed as an executive officer of another company whose compensation committee within the past three years has included a present executive officer of International World of Vacations; or

— is currently an employee or executive officer (or has an immediate family member who is an executive officer) of another company that makes payments to International World of Vacations, or receives payments from International World of Vacations, for property or services in an amount, which, in any single fiscal year, exceeds the greater of \$100,000.00.

Under our director independence standards described above, the majority of our Board members are independent.

Communications with the Board

Shareholders who wish to contact the Board, any individual director, the non-management or independent directors as a group or the Secretary who serves as the presiding director over the nonmanagement executive sessions of the Board, are welcome to do so by writing to International World of Vacations Secretary at the following address:

Ms. Sandra Mumm
Secretary
Leisure Lifestyles, Inc.
333 Pembroke Drive
Venice, FL 34293 (USA)

Comments or questions regarding International World of Vacations accounting, internal controls or other matters. Comments or questions regarding the nomination of directors and other corporate governance matters will be referred to members of the Nominating, Corporate Governance and Public Policy Committee.

Executive Sessions of Non-Management and Independent Directors

In order to promote open discussion among non-management directors, the Board implemented a policy in November 2004 of conducting executive sessions of non-management directors in connection with each scheduled Board meeting. Mr. Robert Sieble, who is a non-management director, presides over the executive sessions of non-management directors. Shareholders may communicate with the presiding director or the non-management directors as a group by following the procedures described above in *Communications with the Board of Directors*.

The Nominating, Corporate Governance and Public Policy Committee lead by committee leader and director Ms. Sandra Mumm who presides over executive sessions of the independent directors, which are held at least annually. The two other committee directors are Ms. Nancy Fella and Mr. Gregory Bryant. Shareholders may communicate with the presiding director or the independent directors as a group by following the procedures described above in *Communications with the Board*.

Compensation of Directors

Compensation of our employees and contractors are reviewed and determined by the Board of Directors on an annual basis, with consideration in some cases given to industry comparisons to compensation.

Directors' Non-Qualified Stock Option Plan

The 2003 Agreement with voting Common shareholders authorizes us to issue stock options in some cases as incentives to employees and contractors. As of November 1, 2004, the Company had granted options to purchase 45 shares of Leisure Lifestyles Common Stock under the 2003 Agreement that was universally approved by the shareholders. The Board of Directors determines the number of options to be granted for each Agreement. These options vest immediately in some cases, in other cases they can be exercised after the successful term of their Agreement with the Company. Effective in October 2004, the Plan was amended as 'standard' to provide that, in the event an employee or contractor of International World of Vacations resigns or is removed prior to the successful completion of their term to which he or she has been elected, contracted or appointed (the "Term End"), all of his or her outstanding options will expire at the Term End and go back to the Company, so long as the resignation or removal is not due to health reasons or the Company performs an IPO or would get acquired.

ITEM 1 — ELECTION OF DIRECTORS

General Information

Our Company provided that the Board would consist of three directors.

Management and the Board recommend and shareholders approved the re-election of Sandra Mumm, Edward R. Schauer, and elected Jim N. Allen, Chairman. Each will hold office until the election of directors at the 2009 Regular Meeting of Shareholders and until their successors have been duly elected and qualified, or until the director's earlier death, resignation or removal. All of the nominees are currently members of the Board. The shareholder officially nominated Mr. James N. Allen as Chairman at the Annual Meeting of the Shareholders held on December 15th, 2004.

The length of time each director has served on the Board is provided in the information about the nominees and directors.

Voting Information

You may vote for all, some or none of the nominees to be elected to the Board or ratified by the shareholders. However, you may not vote for more individuals than the number nominated. IF YOU RETURN A PROXY CARD THAT IS PROPERLY SIGNED BUT YOU HAVE NOT MARKED YOUR VOTE, THAT PROXY WILL BE VOTED TO ELECT AND APPROVE THE ELECTION OR RATIFICATION OF ALL OF THE NOMINEES. Each of the nominees has agreed to continue serving as a director if elected. However, if any nominee becomes unwilling or unable to serve, the Board of Directors named in the proxy will vote for an alternative person nominated by the Board. Our Amended and Restated Articles of Incorporation prohibit cumulative voting, which means you can vote only once for any nominee. The affirmative vote of a majority of the shares present and entitled to vote at the Meeting is required to elect each director nominee.

Nominees and Directors

There are no family relationships among the nominees or between any nominee and any of our other directors.

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Board of Directors

James N. Allen (Chairman of the Board of Directors)

Mr. James Allen served as Vice President and President and owner of JMA Consultants until its sale in June 1999. He has been involved in the land development community his entire career. During that time Mr. Allen was responsible for all land surveying projects, for subdivisions, road Improvements, topographic and location surveys and numerous land developments. Mr. Allen was involved in all aspects of management of that company.

Mr. Allen also serves as Vice President of Nathaniel Development Co. responsible for Land acquisition, planning and development and manages numerous single-family subdivisions and condominium projects around the southwest Ohio area.

Mr. Allen is a major shareholder and realized companies in all spectrums of the travel industry – including online intermediaries, hotels and resorts, brick-and-mortar agencies, airlines, and more – often require expertise on-demand and is actively involved with all the facets involving the Company.

Sandra Mumm

Ms. Mumm joined IWV in 2003 in the Southwest Florida territory. She attended the University of Miami in Coral Gables, Florida majoring in Hispanic American Studies. During that time, she participated in a summer exchange program at the University of Chile in Santiago and attended the University of Brazil in Salvador through a program sponsored by New York University.

Ms. Mumm has spent over 30 years in the travel industry. She earned the professional designation, CTC (Certified Travel Counselor), from the Institute of Certified Travel Agents (ICTA) in the late 1970s and became a Life Member in 1986. During her career she has been an inside sales agent, outside sales agent, trainer and travel agency manager, working in both Miami and Venice, Florida. In 2001, she retired from AAA Auto Club South in Venice. She specialized in luxury travel and has traveled extensively in Africa and South America. Her duties included escorting groups to Europe, Australia/New Zealand, South America, the Orient and the Caribbean.

Edward R. Schauer

Mr. Schauer is a graduate of Kent State University with a Bachelor of Science degree. He has 30 years of supervisory experience with 15 years as a General Manager. Mr. Schauer has an entrepreneur background by previously starting a couple of businesses on his own. Mr. Schauer was introduced to International World of Vacations in 1998. He orchestrated an 'Ad Copy' campaign as well as implementing other advertising mediums on behalf of the Company. He handles a variety of critical functions including creation and implementation of marketing systems; product development; creating customer support and training materials; training and managing our customer service staff; and creating policies and procedures.

Alternative

Robert W. Seibel, CPA

Mr. Robert Seibel joined International World of Vacations as Chief Financial Officer in November, 2008. Mr. Seibel has a BBA in Accounting from the University of Cincinnati, he then obtained his MBA in Tax from Xavier; Mr. Seibel is also a member of the American Institute of CPAs. Mr. Seibel's services go far beyond making sure the numbers on the Company's balance sheet add up. He also formulated by customizing the Company's "Back Office Account Program;" also, Mr. Seibel provides the information and the systems, and the proven strategies to ensure that the Company will prosper and grow.

Committees of the Board

The Board has a total of five committees: the Financial, Allocation of Current Funds Committee; the Compensation Committee; the Finance and Investment Policy Committee; the Long-Range and Strategic Planning Committee; and the Nominating, Corporate Governance and Public Policy Committee.

The charters of the Financial, Allocation of Funds Committee, Compensation Committee and Nominating, Corporate Governance and Public Policy Committee may be viewed on our Web site at www.iwnet.com – under “Corporate Governance,” select the related link you wish to view. The charters include information regarding the committees’ composition, purpose and responsibilities.

The Board has determined that all members of the Financial, Allocation of Current Funds Committee, Compensation Committee, and Nominating, Corporate Governance and Public Policy Committee are independent directors.

The Board committees have responsibilities as follows:

Financial and Allocation of Funds Committee. – This committee assists in the Board’s oversight responsibility to the shareholders regarding: i) the integrity of our financial statements and financial reporting processes; ii) our internal accounting systems, financial and operational controls; iii) the qualifications and independence; iv) the performance of our internal accounting function; and v) our compliance with ethics programs, including the International World of Vacations Code of Business Ethics, and legal and regulatory requirements.

In carrying out these duties, this committee maintains free and open communication between the Board, the independent auditor, our internal auditors and management. This committee meets with management, the internal audit staff and the independent auditor at least quarterly.

In addition, this committee conducts quarterly conference calls with management prior to our earnings releases to discuss the results of the independent CFOs quarterly reviews and fiscal year-end.

Compensation Committee. – The responsibilities of this committee are: i) to determine and approve the Chief Executive Officer’s compensation and benefits package; ii) to determine and approve executive and director compensation; iii) to appoint officers at the level of senior vice-president and above, other than the Chief Executive Officer; iv) to oversee incentive compensation and equity-based and other employee benefit plans; and v) to oversee our human capital policies and programs for our Independent Representatives (IRs), Contractors, and Support Center Administrators (SCAs).

Finance and Investment Policy Committee. – This committee advises the Board regarding our financial policies and financial condition to help enable us to achieve our long-range goals. This committee evaluates and monitors the: i) protection and safety of our cash and investments; ii) achievement of reasonable return on financial assets within acceptable risk tolerance; iii) maintenance of adequate liquidity to support our activities; iv) assessment of the cost and availability of capital; and v) alignment of our strategic goals and financial resources.

Long-Range and Strategic Planning Committee. – This committee works with management to develop our long-range plans. These plans may include forming strategic alliances, acquiring other companies, diversifying or eliminating product lines and expanding into new markets. This committee also reviews our long-term financial objectives and long-term development concepts. For more information on our strategic planning process, please visit www.iwnet.com—under “Corporate Governance,” select the “Corporate Governance” link.

Nominating, Corporate Governance and Public Policy Committee. – This committee formed in January of 2005 assists in the Board’s responsibilities related to general corporate governance, including Board organization, membership and evaluation. It also reviews and recommends to the Board corporate governance principles and presents qualified individuals for election to the Board. Finally, this committee oversees the evaluation of the performance of the Board and each standing committee of the Board. For further information regarding our director nomination process, see *Director Nomination Process* beginning on page 5.

Board Meetings and Attendance

The Board held four regular meetings and two special meetings during the fiscal year 2006. Each incumbent director attended, in person or by telephone, at least 75% of the meetings of both the Board and Board committees on which he or she served. Our Board does not have a formal policy relating to Board member attendance at regular meetings of shareholders; however, our directors generally, and are expected to attend the meeting each year. Each of the then-serving directors attended the 2004 Annual Regular Meeting of Shareholders.

The following table shows the date each committee was established, the number of meetings held in fiscal 2010 and 2011, as well as the names of the individuals currently leading each of these meetings.

Meetings	Date Established	Number of Meetings During Fiscal 2010	Number of Meetings During Fiscal 2011	Current Individuals
Financing Allocation of Funds	November 3, 2003	7	0	Robert Siebel* Edward R. Schauer James N. Allen
Compensation CEO, IRs and IRs and SCAs	September 8, 2003	5	0	Robert Siebel* Edward R. Schauer
Finance and Investment Policy	September 13, 2003	4	0	Sandra Mumm* Edward Schauer William LaSelle
Long-Range and Strategic Planning	August 22, 2003	10	0	Edward R. Schauer* William LaSelle Sandra Mumm
Nominating, Corporate Governance and Public Policy Committee	January 1, 2005	4	0	Sandra Mumm* James N. Allen

* Meeting Leader

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Rev. 10 – January 2011

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333 Pembroke Drive, Venice, FL 34293

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Nomination Process

The Nominating, Corporate Governance and Public Policy Committee is responsible for screening and recommending director candidates to the full Board for nomination. Effective with the publication of this proxy statement, when there is an opening on the Board, the Nominating, Corporate Governance and Public Policy Committee will consider nominations received from our shareholders, provided that proposed candidates meet the requisite director.

EXECUTIVE COMPENSATION

Compensation and Human Resources Committee Report on Executive Compensation

Overview

The Compensation Committee is responsible for the development and evaluation of our executive compensation policies and determines the compensation paid to our Chief Executive Officer and other executive officers.

The committee oversees the management and administration of all executive compensation programs. We currently maintain a variety of compensation and benefit plans in which our executive officers and other selected employees and contractors participate.

Executive Compensation Philosophy

Our executive compensation programs are guided by the following principles:

- Compensation should be directly and materially linked to increasing shareholder value;
- Compensation should be fairly balanced between cash and equity-based components to create strong individual motivation and alignment with shareholder interests;
- Compensation should be competitive in order to attract and retain superior management talent;
- The ratio of variable to fixed compensation should increase with the level of responsibility within the organization; and
- Compensation should reflect performance against external benchmarks and attainment of internal goals.

Consistent with these principles, the compensation of our executive officers is weighted towards annual incentives and long-term equity incentives. The mix of base salary, annual incentives and long-term incentives is consistent with our philosophy of providing competitive compensation overall and enhanced compensation for superior performance.

The committee annually reviews and evaluates the compensation and equity ownership of our executive officers. In its review, the committee considers market compensation and benefits data from a variety of sources. An independent compensation consultant to ensure the group of companies represents employers with which we compete for business and executive talent reviews this data.

Executive Compensation Program

The components of executive officer compensation, which are subject to the discretion of the committee on an individual basis goal is: include base salary, annual incentives, long-term incentives, broad-based employee benefits and miscellaneous fringe benefits. The sum of these components will provide a total compensation package that is comparable to that provided within our competitive market of large companies in the travel industry and companies in this stage of our business cycle.

Base Salary. The committee generally determines base salary levels for executive officers early in the fiscal year, with pay changes becoming effective during the first quarter of each fiscal year. Salaries are

established by considering the following factors: i) the range of base pay for the position or a similar position as reported by companies within our defined competitive market; ii) individual performance for the prior year; and iii) additional responsibilities assigned to the position based on individual skills and experience.

Annual Incentive. For fiscal 2008, our Chief Executive Officer and our Chief Information Officer participated in a shareholder-approved EVA Incentive Plan. The EVA Incentive Plan provides compensation based on a measure of "Economic Value Added," or "EVA," of International World of Vacations and attainment of individual performance goals. The purpose of the EVA Incentive Plan is to motivate performance by linking incentive pay to improvements in our EVA over the long-term. The EVA Incentive Plan is a annual incentive plan intended to motivate participants to make decisions that increase shareholder value over the long-term.

EVA measures the amount by which our after-tax profits, after certain adjustments, exceed our cost of capital. The amount of EVA Incentive Plan compensation that may be paid in a given year varies proportionately with the level of actual EVA achieved relative to targeted EVA. Certain minimum levels of EVA must be generated in order for EVA Incentive Plan compensation to be earned in any given year. EVA Incentive Plan payments are reduced if the participant fails to achieve other financial or non-financial individual performance objectives. The maximum amount of compensation payable under the EVA Incentive Plan to a participant during any one calendar year is \$500,000.00.

The three performance factors were: i) a company performance factor based on EVA achieved as compared to a goal approved by the committee; ii) a department or team performance factor based on achieving a specific selling, general and administrative expenses rate, operating income, operating income rate, customer loyalty score and strategic initiative development goals; and iii) an individual performance factor based on achieving individual goals related to the executive's operational or functional responsibilities.

Performance Awards. Performance awards are intended to qualify as "performance-based compensation." Performance awards give participants the right to receive payments in cash, stock or property based solely upon the achievement of certain performance goals during a specified performance period. The committee must designate all participants for each performance period, and establish performance goals and target awards for each participant. Performance goals must be based solely on one or more of the following business criteria:

- Revenue;
- Cash flow;
- Gross profit;
- Earnings before interest and taxes;
- Earnings before interest, taxes, depreciation and amortization;
- Net earnings;
- Diluted earnings per share;
- Margins, including gross profit, operating and net income margins;
- Returns, including return on assets, equity, investment, capital and revenue and total stockholder return;
- Stock price;
- Economic value added;
- Working capital;
- Market share;
- Web site overall progress
- Strategic plan development and implementation.

- Cost reductions;
- Workforce satisfaction and diversity goals;
- Employee and Contractor retention;
- Customer satisfaction;
- Completion of key projects; and

The measure of performance may be set by reference to an absolute standard or a comparison to specified companies or groups of companies, or other external measures, and may be applied at individual or organizational levels. The aggregate dollar value of performance awards paid to any recipient in any calendar year may not exceed \$200 thousand.

OTHER BUSINESS

Management and the Board are not aware of any other items of business that will be addressed at the Meeting. If any other items of business are properly brought before the Meeting, the people named in the enclosed proxy card will vote the shares they represent as the Board recommends. Please take advantage of this opportunity to offer suggestions to be brought up at our next Annual Regular Meeting of the Shareholders.

PROPOSALS FOR THE NEXT REGULAR MEETING

Shareholder proposals for consideration at the 2008 Regular Meeting of Shareholders must be received at our principal executive offices at 333 Pembroke Drive Venice, FL. 34293, no later than October 20th, 2009.

By Order of the Board of Directors

Sandra Mumm
Secretary

Dated: January 3rd, 2011



Since 1995

*Logistics, IWV Technologies, IWV Finance, IWV Fundraiser, Customer Relationship Management
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