



Compensation Plan

Effective – 12/23/09

At AllXClub, our Associate Members are our most important asset,

and we reward them with one of the most generous compensation plans in Direct Selling.

The first step is simple: become an Associate Member and then help others to do the same in your AllXClub organization. The rest of the plan will take care of itself. As you review the following 5 ways to earn income through AllXClub's compensation plan, keep in mind that remaining active & qualified is the surest way to maximize your commission choices and take full advantage of our compensation plan.



RETAIL SALES

Retail sales allow you to earn income by selling AllXClub Memberships to customers. Our retail membership program allows customers to enjoy our services at tremendous discounted rates.

Monthly commissions paid to you for personal retail sales to customers:

Month 1 (first-order-bonus) - \$15.00 Each month thereafter - \$10.50

(You do not need to be qualified to earn profit from sales made to retail customers.)

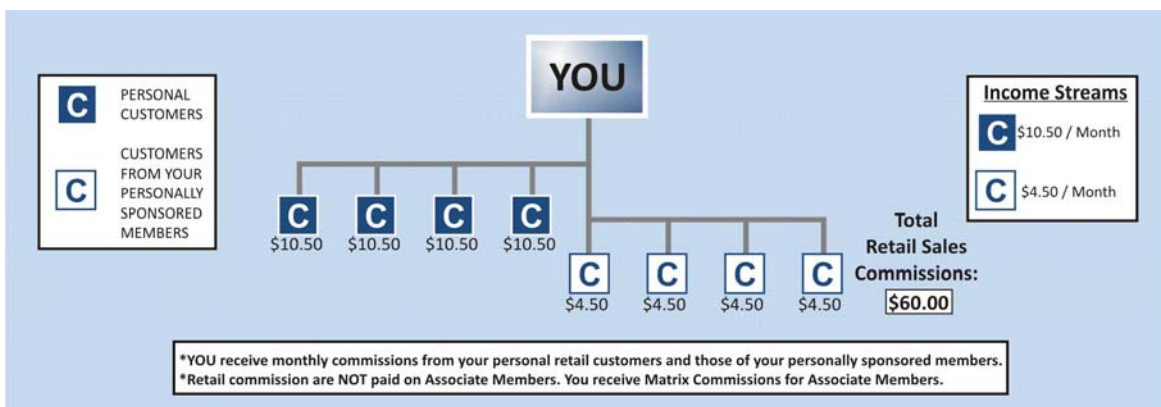
*** Retail commissions are NOT paid for Associate Members. You receive Matrix Commissions for Associate Members.**

You also receive monthly commissions for retail memberships made by the Associate Members you have personally sponsored in your organization:

2nd level commissions - \$4.50

(These are not paid on the 1st month of the retail sales due to the first-order-bonus)*

RETAIL SALES EXAMPLE (monthly regular commissions – no first-order-bonus)



ASSOCIATE COMMISSIONS

ASSOCIATE MEMBER SPONSORSHIP IS THE FUNDAMENTAL BUILDING BLOCK OF THE ALLXCLUB COMPENSATION PLAN. AS A NEW ASSOCIATE, YOUR FOCUS WILL BE ON CREATING RETAIL CUSTOMERS, AS WELL AS BUILDING AN ORGANIZATION OF ASSOCIATE MEMBERS.



Monthly commissions paid to you for Associate Member sponsorship:

Month 1 - \$15.00 (*first-order-bonus*)*

Each month thereafter, you will be paid 'Matrix Commissions' – see below:

MATRIX COMMISSIONS

After the first month of commissions (First-Order-Bonus period), monthly commissions are paid on our 3 x 9 Matrix compensation plan. All Associate Members are placed in the matrix.

Commissions are paid on the Business Volume (BV) of the product purchases and/or sales of the Associate Members. To receive matrix commissions you must remain active and qualified.

LEVEL	\$ per Member
1	\$1.00
2	\$2.00
3	\$1.00
4	\$0.50
5	\$0.50
6	\$0.50
7	\$0.50
8	\$0.50
9 – Bonus Level	\$1.00

*Commissions are converted to dollars for this example.

MATRIX BONUS LEVEL:

To receive commissions on the Level 9 'Bonus-Level' of the matrix you must have at least 180 PGV, personal gross volume - (ex. 6 active and qualified 'personally enrolled' associate members 30 BV x 6 = 180 PGV).

MATRIX EXAMPLE

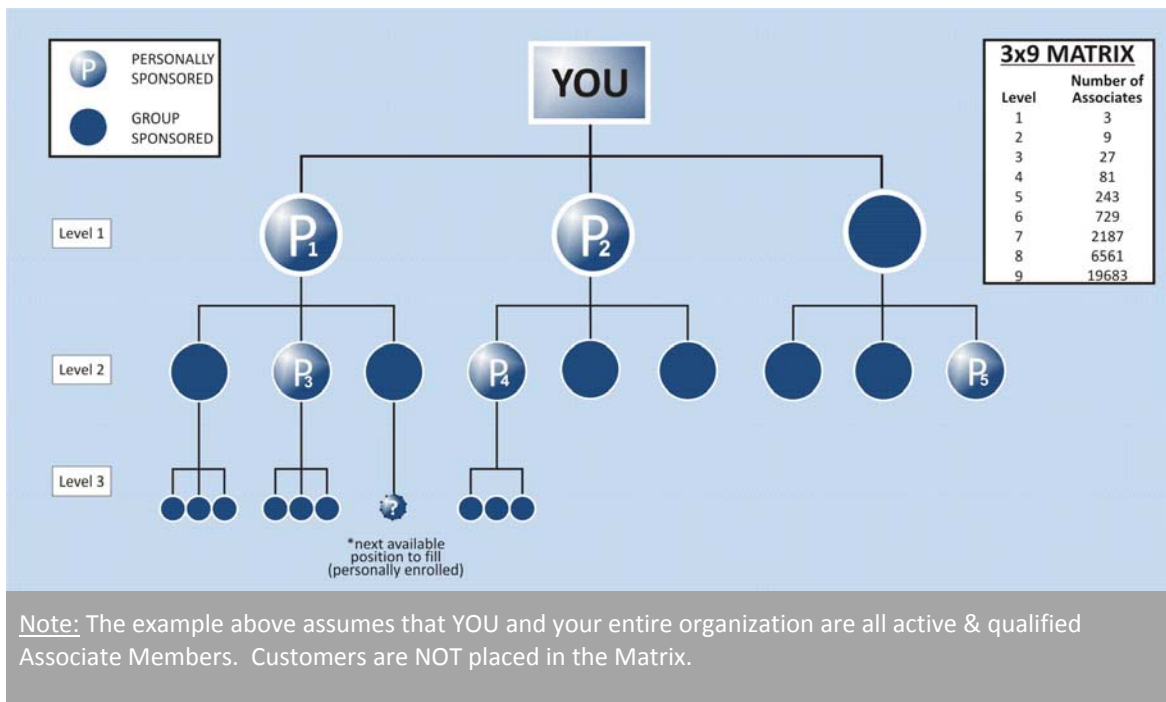
'Matrix' means a defined and structured grid. Each position must be filled before the next position can be filled with an associate member.

Retail customers are not placed in the matrix.

The AllXClub Compensation Plan, displayed below, is based on a 3 wide by 9 levels deep (3 x 9) matrix. The matrix structure is limited to 3 Associate Members on its first level, nine on its second... down through nine levels.

You are not limited to 'sponsoring' just three associates; it only means that only three can fit on your first level. Everyone you sponsor from that point on 'spills' below your first level, to your second, third, fourth, etc. This is called spillover.

'Spillover' occurs when an associate above you sponsors a new associate member and the next available position in the Matrix is below you. If this occurs, the new associate will be placed in your organization automatically.

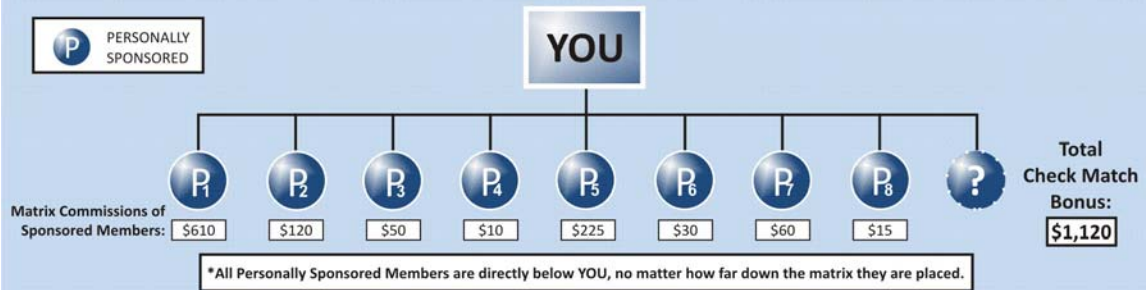


MATRIX EXAMPLE (continued in regards to the above image...)

- YOU have a total of 21 members in your organization:
(Level 1 = 3 members, Level 2 = 9 members, Level 3 = 9 members)
- YOU have personally sponsored and sold product (memberships) to 5 members in your organization. (P1 – P5)
- YOU have 16 additional members in your organization that have been sponsored by your personally sponsored members or have ‘spilled-over’ from the members above YOU in the matrix.
- The dark blue circle on Level-1 on the right is an example of spill-over. YOU did not sponsor that Member. Someone above you sponsored that Member and the next available position was on your Level-1. **IMPORTANT: That Member above You can be directly above or higher – it does not matter – you benefit.**
- The ‘?’ on Level 3 is the next available position to be filled in your Matrix. This position can be filled in one of three ways; YOU personally sponsoring, your personally sponsored member ‘P1’ sponsoring a new member, or, someone above you through ‘spill-over’. (Your other personally sponsored members cannot fill that position ‘P2 – P5’, as they are not connected – see black lines.)
- Your monthly matrix income, based on product (membership) sales, would be: Level 1 - \$3.00, Level 2 - \$18.00, Level 3 - \$9.00. TOTAL = \$30.00.
- This does not include income from: first-order-bonuses, retail customers, check match or leadership pools. (See next example.)

CHECK MATCH BONUS

To reward our 'business builders' we have created the Check Match Bonus program*. This program allows you to earn a 100% check match on the Matrix Commissions paid on the total product sales volume of the Associate Members you personally sponsored. Your income from Check Match may exceed the income generated by your matrix commissions because there is no limit to how many associate members you may sponsor.



Check Match is designed for wealth creation. Associate Members must be active* and qualified** with 60 PGV to be eligible for check match.

* Active: Must be paying their Associate Member fee every calendar month.

** Qualified: You must have at least 30 PV (personal product sales volume) monthly to be qualified to earn matrix commissions. Or, you can personally sell product (Memberships, both to associates and retail) with at least 30 BV.

CHECK-MATCH EXAMPLE

Personally Sponsored Associate Members	Associate Member's Matrix Commissions
John	\$ 610
Mary	\$ 120
Bill	\$ 50
Sue	\$ 10
Bob	\$ 225
Jane	\$ 30
Joe	\$ 60
Fran	\$ 15
Total Check-Match Bonus:	\$1,120

- You will receive a check-match-bonus paid on the total matrix commissions for all of the 8 Associate Members you have personally sponsored.
- The total bonus you would receive from the example above is **\$1,120!**

There is no limit to how many check-match-bonuses you can earn from personally sponsored associate members.

LEADERSHIP POOLS

To reward our leaders, we have created two Leadership Pools. The key to your personal financial freedom is the security you create through leadership development.

As your organization grows, AllXClub rewards you with bonuses that incorporate membership sales of the entire company and are based on the extent of the leadership you develop beneath you.



DIAMOND LEADERSHIP POOL

We have reserved 1% of the total company BV for our elite group of AllXClub Diamonds. As a qualified Diamond, you earn a share in this pool for being a Diamond and for each Diamond you personally enrolled. The more personally enrolled Diamonds you have the more shares you earn in our Diamond Pool. The 1% total company BV is then paid quarterly to qualified Diamonds based on their earned portion of this pool.

DOUBLE-DIAMOND LEADERSHIP POOL

We have reserved 2% of the total company BV for our premiere group of AllXClub Double-Diamonds. As a qualified Double-Diamond, you earn shares in this pool for being a Double-Diamond and for each Double-Diamond you personally enrolled. The more personally enrolled Double-Diamonds you have the more shares you earn in our Double-Diamond Pool. The 2% total company BV is then paid quarterly to qualified Double-Diamonds based on their earned portion of this pool.

Maximize your earnings by striving to reach our highest ranks.

* You can earn these bonuses each month of the quarter that you qualify. (pro-rated).

** Double-Diamonds only participate in the 2% Double-Diamond pool.

This is a summary only. All compensation plan explanations and representations are subject to the AllXClub Policies & Procedures. Only Active Associates are eligible to receive commissions and bonuses; and the amount of a Distributor's earnings is determined by performance against the applicable sales requirements and qualifications defined here and in the AllXClub Policies & Procedures.

ALLXCLUB RANKS

- QUALIFICATIONS -

- SPECIAL INCENTIVES -

RANK	LEGEND	PERSONALLY ENROLLED	PERSONAL GROUP VOLUME	GROUP VOLUME IN ORGANIZATION	ONE-TIME BONUS	LEADERSHIP POOL
MEMBER		0	0	0		
PLAYER		3	120 PGV	90 GV		
VIP		6	210 PGV	630 GV		
HIGH ROLLER		12	390 PGV	6,000 GV	\$200	
SUPERSTAR		18	570 PGV	30,000 GV	\$2,000	
DIAMOND		24	780 PGV	250,000 GV	\$5,000	1%
DOUBLE-DIAMOND		30	930 PGV	500,000 GV	\$10,000	2%

- * Personally Enrolled members must be active and qualified.
- * Members in Matrix is the total number of active members in your 9 level matrix including compression.
- * Each active member equals 30 BV (business volume).
- *GV – is group volume. The group volume is the total volume of your PV and PGV of your personally sponsored members

Note:

All commissions are paid on a percentage of Business Volume (BV), but are converted to dollar amounts for all the examples above.

All references to income, implied or stated, through the AllXClub Compensation Plan are for illustration purposes only. AllXClub does NOT guarantee any level of income or earnings to any associate. Earnings from the AllXClub Compensation Plan solely depend on product (membership) sales and each associate's skill, ability, and personal application.

Sample Compensation Plan

For Illustration Purposes Only – See Disclaimer*

The AllXClub Compensation Plan is based on a 3 wide and 9 level deep (3 x 9) matrix. For illustration purposes, the following sample is based on what your organization would look like with 3 personally sponsored Associate Members on your first level and qualified, active Members on all other spots in the Matrix. Please note that no Matrix Commissions are paid past the 9th level, however, with the 100% Check-Match-Bonus component of the AllXClub compensation plan, you can be paid infinitely deep.

Personal Matrix (perfectly filled)*:

Level	\$ per Member	Members per Level	\$ per Month
1	\$1.00	3	\$3.00
2	\$2.00	9	\$18.00
3	\$1.00	27	\$27.00
4	\$0.50	81	\$40.50
5	\$0.50	243	\$121.50
6	\$0.50	729	\$364.50
7	\$0.50	2,187	\$1,093.50
8	\$0.50	6,561	\$3,280.50
Bonus Level #9	\$1.00	19,683	\$19,683.00
		Personal Matrix Total Income:	\$24,631.50

Check-Match-Bonuses: An active, qualified Associate Member will earn a 100% check-match on the Matrix Commissions paid on the total product sales volume of all the associate members you personally sponsored.

Personal Matrix with 3 Check-Match-Bonuses (all perfectly filled)*:

	TOTAL
Personal Matrix Total Income	\$24,631.50
Check-Match-Bonuses 3 Members	\$73,894.50
Total Income:	\$98,526.00

***DISCLAIMER:** The examples set forth here are hypothetical examples that are intended to explain the components and operation of the AllXClub Compensation Plan. These hypothetical examples are not representative of the income, if any, that an AllXClub Member can or will earn through his or her participation in the AllXClub Compensation Plan. These figures should not be considered as guarantees or projections of your actual earnings or profits. Any representation or guarantee of earnings, whether made by AllXClub or a Member, would be misleading. Success with AllXClub results only from successful sales efforts, which require hard work, diligence, and leadership. Your success will depend upon how effectively you exercise these qualities. Because AllXClub is so young, it has not yet had the ability to determine either: (1) the average earnings for all its Members; or (2) the percent of AllXClub Members who achieved or exceeded the hypothetical earnings set forth above. As soon as this information is available, we will provide it on this page. Please return to the following web page periodically for updated information www.AllXClub.com.

COMPENSATION PLAN Q&A

Q. When are commissions and bonuses paid?

A. Commissions and bonuses are paid monthly. The commission month ends on the final day of the month at exactly midnight (CST). All Checks will be processed and mailed by the 10th of the following month.

Q. If I go inactive or unqualified will I get paid commissions and bonuses?

A. No. If you are inactive or unqualified you are not eligible for commissions and bonuses. (Please see 'active' and 'qualified' definitions in the Glossary below.)

Q. Can I sponsor more than 3 people in the business?

A. YES! You want to sponsor as many associate members as possible. Your first level in the matrix has only 3 positions, but additional members are placed below those members on level 2 and so on...

Please review the FAQ's in the Member Center for more Q & A's.

TERMS & DEFINITIONS

VOLUME:

BV – is business volume. This is the volume value used to calculate commissions for each product. For example the product portion of an Associate Membership is \$29.95 and has a BV of 30.

PV – is personal volume (personal product purchases or sales). Volume refers to the points assigned to products. For example, an Associate Membership has 30 BV points of volume. PV is added to your GBV for purposes of qualification.

PGV – is personal group volume. This is the combined PV volume of your personal product purchases and the BV of your group product sales.

GV – is group volume. The group volume is the total volume of your PV and PGV of your personally sponsored members.

ACTIVE:

To remain active an Associate Member must be paying their monthly Associate fee.

An Associate must be active in order to sell product and earn commissions & bonuses.

QUALIFIED:

You must also be qualified to earn commissions. This means you must have at least 30 PV monthly to be qualified to earn matrix commissions. Or, you can personally sell product (Memberships, both to associates and retail) with at least 30 BV.

MATRIX BONUS LEVEL:

To receive commissions on the Level 9 'Bonus-Level' of the matrix you must have at least 180 PGV, personal gross volume - (ex. 6 active and qualified 'personally enrolled' associate members 30 BV x 6 = 180 PGV).

ORGANIZATION:

When we refer to your organization, we are referring to all associates in your downline. Other terms used for this are 'tree' and 'genealogy'.

AllXClub PRODUCT LIST:

AllXClub Membership Access: Cost \$29.95 Business Volume = 30BV

Included Member Benefits:

- Video On Demand Service (\$24.95 Value)
- Chat (\$12.00 Value)
- FREE: DVD per Month (\$20.00 Value)
- 1 FREE Month: Dating Website (\$19.95)
- 20% Member Exclusive Discount Product Store

Sales/Marketing Kit and Aids: Cost: \$10.00 Business Volume = 0 BV

This product includes your personal AllXClubPRO website to market your business and marketing materials (marketing tour, advertising messages, contact manager, etc). These Aids are used by Independent Sales Associate Members only.

No Commissions are paid on the Sales/Marketing Kit and Aids.

RETAIL CUSTOMER:

A Retail Customer is someone that purchases a product package (membership) and is NOT eligible to refer other members and earn commissions & bonuses.

Customers are NOT placed in the matrix.

ASSOCIATE MEMBER:

An Associate Member is someone that purchases the Sales/Marketing Kit and Aids and can sell products and or build an organization to earn commissions & bonuses. Associates are placed in the matrix. There are two types of Associate Members:

Basic Member – A basic member (Independent Sales Associate) only purchases the Sales/Marketing Kit. They have not purchased any product. This person may sell products to others and earn commissions & bonuses.

AllXClub Associate Member – This is a person that purchases both the Membership Access product and the Sales/Marketing Kit and Aids.

This person may sell products to others and earn commissions & bonuses.

SPECIAL NOTE CONCERNING –MAGIC POWER COFFEE

AllXClub Members may sell the Magic Power Coffee products to Customers.

60PGV is required to be qualified to receive commissions on Magic Power Coffee product sales.

To be qualified to earn commissions on the sale of Magic Power Coffee products you must either be a PLUS Member or have 60PGV in product sales.

International Members who cannot upgrade to PLUS will still receive commissions on their sales of Magic Power Coffee once they have achieved 60PGV.

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