

COMPENSATION PLAN

For U.S. Consultants

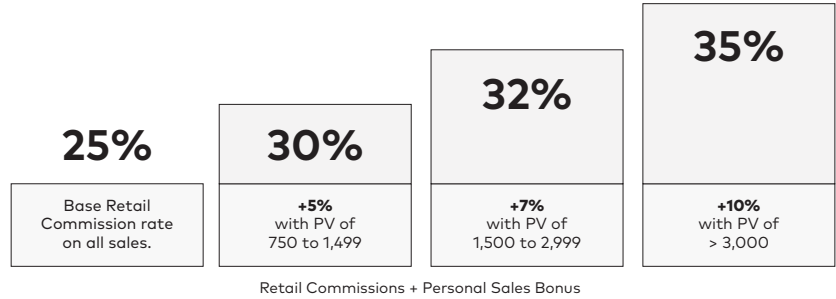
1. SELLING TO CLIENTS & MEMBERS

Earn up to 35% on your sales with Personal Sales Bonuses of up to 10%

Selling Commissions are based on Personal Volume, or PV.

PV is, in most cases, the dollar value of product you've sold to Clients or Members, including items they purchase in our retail stores.

Please note that items you purchase for yourself do not count toward your PV.



2. DEVELOPING A TEAM

Title Qualifications

Your Title is earned by accumulating Qualifying Volume (QV), New Volume (NV), and Business Volume (BV) each month.

To advance past Director, you should develop other Directors among those closest to you to form "Director Branches".

Paid-As Title	Consultant	Senior Consultant	Manager	Senior Manager	Director	Senior Director	Executive Director	Managing Director
QV	-	250	250	250	250	250	250	500
NV	-	-	250	250	250	250	250	-
BV	300*	1,250	2,500	5,000	10,000	25,000	50,000	100,000
Director Branches*	-	-	-	-	-	1	2	4

QV comes from the published value for each item you sell to a Client or Member.

NV is a special type of QV. You get it from selling to new Clients or Members, or from the QV of Consultants that you personally enroll.

BV is the total of all of the QV from yourself and all of the members of your downline team. You may receive credit for up to 50% of your BV requirement from a single Level 1 Consultant's team.

Team is the network of Consultants connected to you by direct and indirect enrollment relationships.

Director Branch is a unique series of Consultant-to-Consultant connections that contains at least one Director or higher.

Level Override Commissions

Level Overrides are calculated using the Commissionable Volume (CV) of the sales and purchases of your downline team members.

Paid-As Title	Consultant	Senior Consultant	Manager	Senior Manager	Director	Senior Director	Executive Director	Managing Director
Level 1	5%	7%	9%	9%	9%	9%	9%	9%
Level 2	-	5%	7%	9%	9%	9%	9%	9%
Level 3	-	-	5%	7%	9%	9%	9%	9%

CV is typically 75% of dollar value of the product that was sold by or purchased by a downline Consultant.

Level is a person-to-person relationship on your Team. If you personally enroll Cindy, she is on your Level 1. If she enrolls Lisa, Lisa is on your Level 2.

Please note: Items sold in our retail stores are eligible for Level 1 Overrides, but not for Level 2 or Level 3 Overrides.

3. DEVELOPING OTHER LEADERS

Generation Override Commissions

As a "Leader of Leaders," you may earn Generation Overrides when your downline team members advance to Director or higher Titles.

Each Director has a Generation that is made up of every Consultant on his/her team that counts him/her as their first upline Director.

Generation Overrides are calculated by adding up the CV of each Director and the members of his/her Generation, then applying the pay rate shown.

Please note: items sold in our retail stores are not eligible for Generation Overrides.

Paid-As Title	Director	Senior Director	Executive Director	Managing Director
1 st Generation	3%	3%	3%	3%
2 nd Generation	-	3%	3%	3%
3 rd Generation	-	-	3%	3%
4 th Generation	-	-	-	1%

Other Important Notes: PV, CV, and QV may be reduced on certain products for various reasons. These include discounts, promotions, use of Product Credits, and variations in item-by-item pricing. PV and CV are reduced by 50% on some products, including the sun care, baby, and kids lines. Use of product credits to purchase these products may result in a higher-than-expected reduction in QV.

* 300 BV required to earn an override / + Director Branch must form within Levels 1-4.

BEAUTYCOUNTER