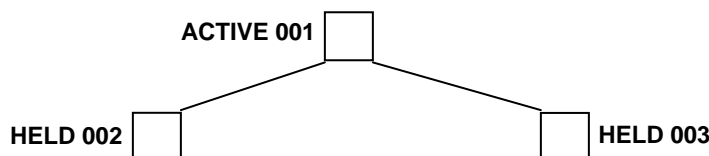


**SEC. \_\_\_ MARKET AMERICA UNLABEL OWNER (ULO) COMPENSATION PLAN**

The Market America UnLabel Owner (ULO) Compensation Plan is an opportunity for recording artists who have purchased a ULO package from Conquer Entertainment to earn commissions based on the purchases made by their fans from Market America or their favorite Internet stores. Any Distributor who has completed the Music Major training program and who is a Certified Artist Developer (CAD) may sponsor a recording artist into the ULO Compensation Plan.

- (A) **Qualification:** The ULO must submit the following document(s):
  - (1) A signed Terms and Conditions for the UnLabel Owner Compensation Plan; and
  - (2) If the ULO is a partnership, corporation, or other form of business organization (hereafter referred to as a business entity), the ULO must provide Market America with documentation detailing all trustees, partners, stockholders, officers and/or directors in the business, their respective Social Security numbers or Social Insurance numbers (for Canada), and their respective business interest. If the business entity is a corporation, a certified copy of the Articles of Incorporation must also be submitted. The partner or officer who submits the documentation must be authorized to enter into binding contracts on behalf of the business. However, an individual may not be registered as a Distributor and also as a ULO at the same time.
- (B) **Acceptance:** Upon acceptance by Market America of the signed Terms and Conditions for the ULO Compensation Plan, the ULO will be eligible to receive weekly and monthly commissions as described in the *ULO Compensation Plan* section below.
- (C) **ULO Compensation Plan:** The following policies apply to the ULO Compensation Plan, provided the ULO is not also a Market America Distributor:
  - (1) There is no additional subscription fee to Market America or initial order requirement to participate in the ULO Compensation Plan. The only requirements for ULOs to receive retail profit or commissions under the ULO Compensation Plan are the requirements indicated in the Terms and Conditions for the ULO Compensation Plan. ULOs **CANNOT** assign BV or IBV or sponsor Distributors or other ULOs. Representatives of the ULO do not have to attend any training classes, and ULOs are not required to renew the Terms and Conditions for the ULO Compensation Plan annually.
  - (2) All ULO Compensation Plan administration is performed by the ULO's sponsoring CAD. The ULO's sponsoring CAD is responsible for ensuring that all marketing, promotional and other activities conducted for the benefit of the ULO comply with the policies of Market America as set forth in this Career Manual.
  - (3) The ULO is assigned a unique 9-digit Distributor ID and placed in the MPCP sales tracking system according to the placement indicated by the sponsoring CAD. Also, a Virtual Account is established for crediting accrued retail profit and commissions. The ULO will not be able to log into an UnFranchise® Business Account. The ULO's sponsoring CAD will have access to UFMS and will be responsible for managing the ULO's fans (Preferred Customers).
  - (4) The ULO will have SHOP.COM and GETCONQUER.COM Web Portals assigned to it, with a name chosen by the ULO, subject to the approval of Market America and Conquer Entertainment, where the ULO's fans can shop to generate commissions for the ULO. The BV and IBV from orders placed on the ULO's Web Portals will automatically be assigned in rotation between the HELD 002 and HELD 003, in that order. All of the BV and IBV will flow up as usual to upline BDCs and BDCs. The ULO's sponsoring CAD cannot place BV or IBV directly into the ULO's BDC's.



- (5) When the ULO's fans purchase Market America-branded products from the ULO Web Portal, a dollar amount equal to the difference between (a) the purchase price and (b) "Distributor Cost" less shipping and handling and any transaction fees will be deposited into the ULO's Virtual Account to be issued as Monthly Commissions.
- (6) Weekly Commissions will be generated by accumulated BV and IBV in the ULO's BDC's. BV and IBV payouts and bonuses will be issued with the same criteria as in the Management Performance Compensation Plan (MPCP). The ULO may receive Weekly Commissions up to \$3,600 per weekly cycle (i.e., \$1,500 from BV, \$1,500 from IBV, and \$600 BV-based bonus).
- (7) Monthly Commissions will be issued for the full balance of the ULO's Virtual Account at the end of each month as long as the \$25 minimum payment threshold is met. If the \$25 threshold is not met, then the balance carries over to the next month.

**NOTE:** The ULO does not count as a personally sponsored or qualified Distributor for the sponsoring CAD, and ULOs cannot re-enter or be assigned more than one BDC.