

Rain International, LLC Compensation Plan

Rain International has designed its Compensation Plan to reward our Rain Partners for gathering customers and helping others do the same.

The most successful Rain Partners take the time to do two things:

1. Learn as much about the Company's products as possible; and
2. Develop critical business building skills by following the Company's success systems.

The reason that these two activities are so critical is that you will need to teach and train those members of your marketing organization to do the same. What is certain is that exercising diligence, discipline, and demonstrating a willingness to work hard can turn into significant residual income for years to come.

The information contained in this document is intended to be an illustrative explanation of the Rain International Compensation Plan and not a guarantee or representation of the income you will actually earn as a Rain Partner. Any representation or guarantee of earnings can be misleading. Rain Partners should not attempt to persuade or recruit members of their organization by means of such guarantees or representations. Any earnings examples contained in this document are for illustration purposes and do not represent actual earnings or earnings potential.

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Section 1: Definitions

Active: In order to be Active, a RP must generate a minimum of fifty (50) PV in a MQP. PV is generated by a RP's personal and PC Product purchases.

Autoship: An optional program that authorizes the Company to automatically ship Product to RPs and PCs on a recurring monthly basis.

Dual Team Earnings Cap: Team Commissions are maximized at \$10,020, per BC per Qualification Period.

Dual Team Genealogy: The genealogically structured network of RPs that is created through placement of RPs on either Leg.

Dual Team Position: The genealogical position of a RP within the Dual Team Genealogy.

Carry Over Volume (COV): Any CV that is not paid to a RP in a Qualification Period will be carried over to the next Qualification Period if the RP, during the next Qualification Period, is Active. If a RP is Active, CV continues to carry over and bank until total CV reaches 2,000,000.

Commissionable Volume (CV): Each Product purchase is assigned a Volume value by the Company. CV is the basis for determining and calculating bonuses and commissions. The Compensation Plan pays 50% of all CV.

Commission Qualified: A RP who has at least one (1) Active Personal Enrollee in each Leg of his or her Dual Team Genealogy.

Compensation Plan: The specific plan used by the Company that details the requirements and benefits of the compensation structure for RPs.

Customer: An individual or company that purchases product through a RP's distributorship.

Enrollment Leg: The genealogy stemming from each Personal Enrollee of a RP in the Sponsor Tree Genealogy.

Genealogy: Comprising the Dual Team Genealogy and Sponsor Tree Genealogy, this determines most of a RP's compensation under the Compensation Plan.

Generation: Every RP between a RP and the next Paid As Bronze Executive or higher in an Enrollment Leg.

Greater Leg: A RP's Leg in the Dual Team Genealogy with the greater CV.

Group Volume (GV): The total amount of CV attributable to the RP's Sponsor Tree Genealogy. A RP's PV is included in the GV calculation. GV is equal to QV.

Initial Product Order: See the definition of this term in the Company's Policies and Procedures.

Dual Team Leg: One of two legs front line to a RP; one will be a Lesser Leg and the other will be a Greater Leg.

Lesser Leg: A RP's Leg in the Dual Team Genealogy with the lesser CV.

Monthly Qualification Period (MQP): A rolling monthly period calculated from the date of the RP's Initial Product Order.

Paid As: The Rank a RP is paid at under the Compensation Plan for a particular Qualification Period.

Personal Enrollee: A new RP placed on the enrolling RP's first level of the Sponsor Tree Genealogy.

Personal Volume (PV): The amount of CV generated by a RP's personal and PC's Product purchases.

Product: A Company-offered good or service that has Volume assigned to it. Sales tools and promotional materials are not included in this definition.

Qualifying Volume (QV): The assigned value to Enrollment Packages that is used for qualifying for ranks within the compensation plan. QV is equal to GV.

Qualification Period: The time period in which a RP needs to meet the qualifications in order to earn commissions or bonuses for a respective commission or bonus period. Qualification Periods are either weekly or monthly.

Rain Partner (RP): A person who has entered into a Distributor Agreement with the Company, purchased a Starter Kit, and meets all other required criteria.

Rain Partner Team (RPT): A RPT is the makeup of personally enrolling 2 customers & 2 RP's and those 2 RP's enrolling 2 of their own personally sponsored RP's.

Rank: The payout qualification level of a RP according to the Compensation Plan.

Rank Cap: The maximum amount of Team Commissions payable in any Qualification Period to a RP notwithstanding the actual amount of the Lesser Leg Volume.

Sponsor Tree Genealogy: The genealogically structured network of RPs consisting of all Enrollment Legs.

Starter Kit: An optional kit offered by the Company containing educational materials, sales tools and/or Products as posted on the RP's replicated website or back office and subject to change from time to time at the Company's discretion.

Upline: A single-line hierarchy of RPs extending upward from an RP.

Volume: The value assigned to a Product for commission purposes.

Weekly Qualification Period: The period from Wednesday 00:00 Central Time to Tuesday 23:59 Central Time.

Section 2: Bonuses and Commissions

A. Customer Program

Customers are able to purchase Company Products. A bonus of 40% of the half of the products CV is paid on each Customer order to the Customer's Sponsor. The other half of the products CV is put into the Dual Team Tree Genealogy every time Product is sold through the Customer Program and counts towards the Customer's Sponsor's PV. Each Customer purchase carries full QV and applies to the Sponsor's total QV/GV.

B. Customer Plus Program

When a RP has at least four (4) Customers with a minimum of 50 CV of products and unique households, the RP is qualified to earn commissions on their personally sponsored RP's enrolled Customers. 15%-5% on all Customer CV on levels 1 thru 3. The Customer Plus Program is paid with dynamic compression based upon the sponsor tree genealogy's active status.

* All Customer volume is based on 50% of the Products assigned CV.

Levels	Commission %
Personals	40%
Level 1	15%
Level 2	10%
Level 3	5%

C. MKR System Bonus

The MKR System rewards the RP with activity performed with in the first 16 weeks from their enrollment date. The RP can earn additional bonus by completing a RPT. For the first complete RPT the RP will earn 5% of the total enrollment CV. For the second complete RPT the RP will earn 7% of the total enrollment CV. For the third complete RPT the RP will earn 10% of the total enrollment CV. And for the fourth complete RPT the RP will earn 15% of the total enrollment CV.

Additionally, the RP can earn 15% of the combined CV from their first two enrolled RP if enrolled within 2 weeks from the sponsors personal enrollment date.

D. First Order Bonus (FOB)

If a Personal Enrollee of a RP purchases one of the optional Starter Kits, the Personal Enrollee's Sponsor and up to an additional 7 levels will earn a First Order Bonus (FOB). The FOB is paid weekly and the amount of the FOB is based on the amount of CV in the purchased optional Starter Kit. Starter Kit FOBs could vary depending on the country. FOB's are paid out at 40% of the Starter Kit's CV. FOB's are paid up to seven levels with a varying percentage based on the Rank of the RP in the WQP.

Levels	Rain Associate	Manager	Sr. Manger	Bronze Executive	Silver Executive	Gold Executive & above.
1	40%	40%	40%	40%	40%	40%
2	5%	5%	5%	5%	5%	5%
3		5%	5%	5%	5%	5%
4			5%	5%	5%	5%
5				2%	2%	2%
6					2%	2%
7						2%

E. FOB Compression

The FOB's will run dynamic compression on all seven levels. If a Rain Partner is not active or qualified to receive multiple levels of pay, the next Active Rep will receive the FOB. A business center cannot earn more than one FOB per newly enrolled RP.

F. Team Commissions

1. In order to receive Team Commissions, a RP must:
 - a) Be Active;
 - b) Be Commission Qualified; and
 - c) Have a minimum of 300-combined CV and COV for the Qualification Period in each Leg of the RP's Dual Team Genealogy.

Team Commissions are paid weekly in an amount equal to ten percent (10%) of the RP's Lesser Leg CV subject to Rank Cap amounts. Any new PV over 200 in the Qualification Period carries over to the Lesser Leg and paid in the Qualification Period it is earned.

2. Team Commission Rules

- a) Cycle Cap Rule: A “Cycle” is defined as a segment of 300 CV. Due to the Earnings Cap Rule, in any particular Qualification Period, Team Commissions will be paid on a maximum number of 334 Lesser Leg Cycles or \$10,020. Any CV in excess of 334 Cycles will be carried over to the next Qualification Period.
- b) Team Earnings Cap Rule: Team Commissions for each BC will be maximized at 334 Cycles or \$10,020 per Qualification Period.

- c) COV Rule: Any CV that was not paid as a Team Commission in the current Qualification Period will be carried over to the next Qualification Period, provided the RP is Active.
- d) Flushing Rule: Flushing occurs in two situations:
 - i) If a RP is not Active for any Qualification Period, all CV and COV in each Leg will be reduced to zero (“flushed”) in the next Qualification Period; or
 - ii) If a RP earns Team Commissions during a Qualification Period, the amount of CV on which the Team Commissions were paid will be flushed from each Leg.

G. Ownership Pool Bonus (OPB)

One and a half percent (1.5%) of total Company CV will be put into the OPB each week. RPs achieving and being Paid As Rank Diamond to Triple Rain Black Diamond qualify for shares in the Pool as shown in the table below. The OPB is calculated weekly and paid quarterly.

<u>Rank</u>	<u>Number of Shares</u>
Diamond	1
Double Diamond	2
Black Rain Diamond	3
Double Black Rain Diamond	4
Triple Black Rain Diamond	5

H. Generational Matching Bonus (GMB)

In order to receive the Generational Matching Bonus (GMB), a RP must be Commission Qualified and meet the following qualification criteria.

First through third Generation:

1. Paid As Rank Bronze Executive through Gold Executive;
2. Have two (2) Active PCs; and
3. Maintain at least 100 PV in the MQP.

Fourth through seventh Generation:

1. Paid As Rank Platinum Elite or higher;
2. Have four (4) Active PCs; and
3. Maintain at least 200 PV in the MQP.

The GMB is paid weekly as a floating percentage of the Team Commission earned in a RP's Sponsor Tree Genealogy up to seven (7) Generations. Because the Compensation Plan pays fifty percent (50%) of total Company CV, the floating percentage is based on CV after the Company pays all required commissions and bonuses.

The number of Generations available to a RP is determined by Paid As Rank, as summarized by the following table.

Rank	Generations Available for GMB
Associate	Not Available
Rain Associate	Not Available
Manager	Not Available
Senior Manager	Not Available
Bronze Executive	1
Silver Executive	2
Gold Executive	3
Platinum Elite	4
Pearl Elite	5
Sapphire Elite	6
Diamond Elite	7
Double Diamond	7
Black Rain Diamond	7
Double Black Rain Diamond	7
Triple Black Rain Diamond	7

I. Lifestyle Bonus

The requirements for earning the Lifestyle Bonus are:

1. Be Commission Qualified;
2. Be a Paid As Platinum Elite or higher; and
3. Have four (4) Active PCs.

The Lifestyle Bonus is paid weekly according to the following table.

Rank	Lifestyle Bonus
Platinum Elite	\$100
Pearl Elite	\$200
Sapphire Elite	\$300
Diamond Elite	\$400
Double Diamond	\$500
Black Rain Diamond	\$600
Double Black Rain Diamond	\$750
Triple Black Rain Diamond	\$1,000

J. Total Earnings Cap

For any Qualification Period, total weekly earnings from Team Commissions, Lifestyle Bonus and GMB are capped as described by the following chart.

Rank	Weekly Earning Cap Amount
Manager	\$1,000
Senior Manager	\$1,000
Bronze Executive	\$1,500
Silver Executive	\$2,000
Gold Executive	\$4,000
Platinum Elite	\$6,000
Pearl Elite	\$8,000
Sapphire Elite	\$10,000
Diamond Elite	\$20,000
Double Diamond	\$30,000
Black Rain Diamond	Unlimited*
Double Black Rain Diamond	Unlimited*
Triple Black Rain Diamond	Unlimited*

*See Team Commission rules

K. Rolling Group Volume

Once a RP has hit an Elite Rank, any excess GV that was not used in the current WQP for Rank qualifications will roll forward to the following WQP. Excess GV will roll forward for four (4) consecutive weeks to help with qualification in other WQPs before it expires. Rolling Group Volume is calculated on an individual RP basis, taking into account that only fifty percent (50%) can come from any one Enrollment Leg up to Black Rain Diamond, 30% from any one enrollment leg for Double Black Rain Diamond, 25% from any one enrollment leg for Triple Black Rain Diamond.

L. The 110% Rule

The 110% Rule applies to any Dual Team Position who's Lesser Leg has COV. In this circumstance, the Team Commission payout will be based on all of the new Lesser Leg Volume plus up to ten percent (10%) of the COV.

Section 3: Distributor Ranks and Qualifications

A. Associate

No qualification requirements.

B. Rain Associate

The qualifications to achieve the Rank of Rain Associate are as follows:

1. Be Active during the Qualification Period.

C. Manager

The qualifications to achieve the Rank of Manager are as follows:

1. Be Active during the Qualification Period;
2. Have at least 300 CV in the Lesser Leg for the WQP; and
3. Be Commission Qualified.

D. Senior Manager

The qualifications to achieve the Rank of Senior Manager are as follows:

1. Be Active during the Qualification Period;
2. Have at least 700 CV in the Lesser Leg for the WQP; and
3. Be Commission Qualified.

E. Bronze Executive

The qualifications to achieve the Rank of Bronze Executive are as follows:

1. Have at least one (1) Paid As Active Manager (or above) Enrollment Leg;
2. Have at least 1,500 CV in the Lesser Leg for the WQP;
3. Have at least 100 PV for the MQP; and
4. Be Commission Qualified.

F. Silver Executive

The qualifications to achieve the Rank of Silver Executive are as follows:

1. Have at least two (2) Paid As Active Manager (or above) Enrollment Legs;
2. Have at least 3,000 CV in the Lesser Leg for the WQP;
3. Have at least 100 PV for the MQP; and
4. Be Commission Qualified.

G. Gold Executive

The qualifications to achieve the Rank of Gold Executive are as follows:

1. Have at least three (3) Paid As Active Manager (or above) Enrollment Legs;
2. Have at least 5,000 CV in the Lesser Leg for the WQP;
3. Have at least 100 PV for the MQP; and
4. Be Commission Qualified.

H. Platinum Elite

The qualifications to achieve the Rank of Platinum Elite are as follows:

1. Have at least four (4) Paid As Active Manager (or above) Enrollment Legs;
2. Have at least 10,000 total GV of which no more than fifty percent (50%) can come from any one Enrollment Leg for the WQP;
3. Have at least 5,000 CV in the Lesser Leg for the WQP;
4. Have at least 200 PV for the MQP; and
5. Be Commission Qualified.

I. Pearl Elite

The qualifications to achieve the Rank of Pearl Elite are as follows:

1. Have at least five (5) Paid As Active Manager (or above) Enrollment Legs;

2. Have at least 15,000 total GV of which no more than fifty percent (50%) can come from any one Enrollment Leg for the WQP;
3. Have at least 5,000 CV in the Lesser Leg for the WQP;
4. Have at least 200 PV for the MQP;
5. Be Commission Qualified; and
6. These requirements must be met for two (2) consecutive WQPs.

J. Sapphire Elite

The qualifications to achieve the Rank of Sapphire Elite are as follows:

1. Have at least six (6) Paid As Active Manager (or above) Enrollment Legs;
2. Have at least 20,000 total GV of which no more than fifty percent (50%) can come from any one Enrollment Leg for the WQP;
3. Have at least 5,000 CV in the Lesser Leg for the WQP;
4. Have at least 200 PV for the MQP;
5. Be Commission Qualified; and
6. These requirements must be met for three (3) consecutive WQPs.

K. Diamond Elite

The qualifications to achieve the Rank of Diamond Elite are as follows:

1. Have at least seven (7) Paid As Active Manager (or above) Enrollment Legs;
2. Have at least 25,000 total GV of which no more than fifty percent (50%) can come from any one Enrollment Leg for the WQP;
3. Have at least 5,000 CV in the Lesser Leg for the WQP;
4. Have at least 200 PV for the MQP;
5. Be Commission Qualified; and
6. These requirements must be met for four (4) consecutive WQPs.

L. Double Diamond

The qualifications to achieve the Rank of Double Diamond are as follows:

1. Have at least seven (7) Paid As Active Manager (or above) Enrollment Legs;
2. Have at least 50,000 total GV of which no more than 50% GV can come from any one Enrollment Leg for the WQP;
3. Have at least 5,000 CV in the Lesser Leg for the WQP;
4. Have at least 200 PV for the MQP;
5. Be Commission Qualified; and
6. These requirements must be met for four (4) consecutive WQPs.

M. Black Rain Diamond

The qualifications to achieve the Rank of Black Rain Diamond are as follows:

1. Have at least seven (7) Paid As Active Manager (or above) Enrollment Legs;
2. Have at least 75,000 total GV of which no more than 50% GV can come from any one Enrollment Leg for the WQP;
3. Have at least 5,000 CV in the Lesser Leg for the WQP;
4. Have at least 200 PV for the MQP;
5. Be Commission Qualified; and
6. These requirements must be met for four (4) consecutive WQPs.

N. Double Black Rain Diamond

The qualifications to achieve the Rank of Double Black Rain Diamond are as follows:

1. Have at least seven (7) Paid As Active Manager (or above) Enrollment Legs;
2. Have at least 120,000 total GV of which no more than 30% GV can come from any one Enrollment Leg for the WQP;
3. Have at least 5,000 CV in the Lesser Leg for the WQP;
4. Have at least 200 PV for the MQP;
5. Be Commission Qualified; and
6. These requirements must be met for four (4) consecutive WQPs.

O. Triple Black Rain Diamond

The qualifications to achieve the Rank of Triple Black Rain Diamond are as follows:

1. Have at least seven (7) Paid As Active Manager (or above) Enrollment Legs;
2. Have at least 180,000 total GV of which no more than 25% GV can come from any one Enrollment Leg for the WQP;
3. Have at least 5,000 CV in the Lesser Leg for the WQP;
4. Have at least 200 PV for the MQP;
5. Be Commission Qualified; and
6. These requirements must be met for eight (8) consecutive WQPs.

P. Business Centers (BC)

BCs are only eligible to earn Team Commissions. Upon enrollment, a RP is given one (1) BC (BC #1). A RP can earn Team Commissions on up to three (3) BCs. To

earn on BC #1, the RP must be Active and Commission Qualified. A RP may obtain two (2) additional BCs (BC #2 and #3) by enrolling with a qualifying Starter Kit or upgrading after enrollment. To earn Team Commissions on BCs #2 or #3, a RP must be Active, Commission Qualified, and generate at least 300 CV on that BC's Lesser Leg. BCs #2 and #3 can bank COV up to 500,000 CV per BC as long as BC #1 is Active.

BC #1 is considered to be the same position as the RP position for purposes of calculating Team Commissions. BCs #2 and #3 are considered at the head of each Leg of the RP's Dual Team Genealogy for purposes of calculating Team Commissions. BCs have no position in the Sponsor Tree Genealogy.

Q. Rank Advancement Bonuses

When a RP qualifies at the rank of Diamond and above, they qualify to earn a one-time Rank Advancement Bonus. The amount of the Rank Advancement Bonus is as follows:

Platinum	\$700
Pearl	\$1,000
Sapphire	\$2,000
Diamond	\$5,000
Double Diamond	\$7,500
Black Rain Diamond	\$10,000
Double Black Rain Diamond*	\$100,000
Triple Black Rain Diamond*	\$250,000

*Will be paid in weekly installments.