

IGAMBIT INC.
COMPENSATION COMMITTEE CHARTER

1 – Mission Statement

The Compensation committee shall evaluate the compensation of the executive officers of the company and its affiliates (and their performance relative to their compensation) and assure that they are compensated effectively in a manner consistent with the stated compensation strategy of the company, internal equity considerations, competitive practice, and the requirements of the appropriate regulatory bodies. The committee also shall communicate to shareholders regarding the company’s compensation policies and the reasoning behind such policies as required by the Securities and Exchange Commission. In addition, the committee shall evaluate and make recommendations regarding the compensation of the directors, including their compensation for services on board committees.

2 – Membership and Qualification

The committee shall consist of three or more independent directors as defined in and determined pursuant to the rules and regulations of the New York Stock Exchange. The committee members shall be elected annually by the board of terms of one year, or until their successors shall be duly elected and qualified. Unless a committee chairman is elected by the full board, the committee members may designate a chairman.

In addition to satisfying the requirements necessary to be independent directors, each member of the committee also shall satisfy all requirements necessary from time to time to be “non-employee directors” under SEC rule 16b-3 and qualified “outside directors” under Section 162(m) of the Internal Revenue Code and related regulations, all as amended from time to time.

3 - Meetings and Other Actions

The committee will meet at least once a year and at such additional times as may be necessary to carry out its responsibilities. Meeting may be called by the chairman of the committee, the chairman of the board and/or the chief executive officer of the company. All meetings of and other actions by the committee shall be held and taken pursuant to the Bylaws of the Company, including Bylaw provisions governing notice of meetings and waiver thereof, the number of Committee members required to take actions at meetings and by written consent, and other related matters.

- Unless otherwise authorized by the full Board, the committee shall not delegate any of its authority to any subcommittee.
- Reports of meetings of and actions taken at meetings or by consent by the committee since the most recent board meeting (except to the extent covered in an interim report circulated to the board) shall be made by the committee chairman or his/her delegate to the board at its next regularly scheduled meeting following Committee meeting or action and shall be accompanied by any recommendations from the committee to the Board. In addition, the committee chairman or his/her delegate shall be available to answer any questions the other Directors may have regarding the matters considered and actions taken by the committee.

4 – Goals, Responsibilities and Authority

In carrying out its mission, the Committee shall have the following responsibilities and authority (it being understood the Committee may condition its approval of any compensation on board ratification to the extent so required to comply with applicable tax law such as Rule 162(m) of the Internal Revenue Service):

- Review from time to time, modify if necessary, and approve: (a) the Company's corporate goals and objectives relevant to executive compensation; (b) the structure of the Company's executive compensation to ensure that such structure is appropriate to achieve the Company's objectives of rewarding the Company's executive officers appropriately for their contributions to the Company's growth and profitability and the Company's other goals and objectives and linking the interests of the company's executive officers to the long-term interests of the Company's equity owners through a mix of long-and short-term incentives and features that include downside risks as well as upside potential; and (c) provide input to management on whether compensation arrangements for Company executives incentivize unnecessary and excessive risk taking.
- Annually evaluate the compensation (and performance relative to compensation) of the CEO and determine the amounts and individual elements of total compensation for the CEO consistent with the company's corporate goals and objectives and communicate in the annual compensation committee report to shareholders the factors and criteria on which the CEO's compensation for the last year was based, including the relationship of the Company's performance to the CEO's compensation.
- In determining the long-term incentive component of the CEO's compensation, the committee should consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the company's CEO in prior years.
- Annually evaluate (in conjunction with the CEO) the compensation (and performance relative to compensation) of other executive officers and approve the individual elements of total compensation for each such person and communicate in the annual compensation committee report to share holders the specific relationship of the company's performance to executive compensation.
- Periodically evaluate the terms and administration of the Company's annual and long-term incentive plans to assure that they are structured and administered in a manner consistent with the Company's goals and objectives as to participation in such plans, target annual incentive awards, corporate financial goals, actual awards paid to the company's executive officers, and total funds reserved for payment under the compensation plans.
- Periodically evaluate (and approve and proposed amendments to) existing equity-related plans and evaluate and approve the adoption of any new equity-related plans and determine when it is necessary (based on advice of counsel) or otherwise desirable: (a) to modify, discontinue or supplement any such plans; or (b) to submit such amendment or adoption to a vote of the full Board and/or the Company's shareholder.
- Periodically evaluate the compensation of directors, including for service on Board committees and taking into account the compensation of directors at other comparable companies. Make

recommendations to the Board regarding any adjustments in director compensation that the committee considers appropriate.

- Approve annual retainer and meeting fees for Board and committees of the Board and fix the terms and awards of any stock compensation for members of the Board.
- Approve revisions to the Company's executive salary range structure, annual salary increase guidelines, and discuss all such compensation arrangements with the CEO.
- Periodically evaluate the Company's employee benefit programs and approve any significant changes therein and determine when it is necessary (based on advice of counsel) or otherwise desirable to submit any such changes to a vote of the full Board and/or the Company's shareholders.
- Have sole authority to retain and terminate any compensation consultant engaged to assist in evaluating the compensation of the company's directors, CEO or other executive offices and to approve such consultants' fees and other terms of retention.
- Perform an annual self-evaluation of the committee performance and annually reassess the adequacy of and, if appropriate, propose to the Board, any desired changes in, the committee's charter, all to supplement the oversight authority by the Corporate Governance/Nominating Committee with respect to such matters.
- Perform such other duties and responsibilities as may be assigned to the committee, from time to time, by the Board of the Company and/or the Chairman of the Board, or as designated in plan documents.

5 – Additional Resources

The committee shall have the right to use reasonable amounts of time of the Company's internal and independent accountants, internal and outside lawyers and other internal staff and also shall have the right to hire independent compensation experts, lawyers and other consultants to assist and advise the Committee in connection with its responsibilities. The committee shall keep the Company's Finance Department advised as to the general range of anticipated expenses for outside consultants, and shall obtain the concurrence of the full Board in advance for expenditures exceeding \$15,000 in any year.