

## ENTERTAINMENT GAMES, INC.

### COMPENSATION COMMITTEE CHARTER

1. Purpose. The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Entertainment Games, Inc. (the “Company”) has been established for the primary purpose of reviewing and approving, on behalf of the Board, all compensation to be provided to the directors and executive officers of the Company, and supervising the administration of the Company’s compensation policies, plans and programs for all employees. The term “compensation” shall include salary, long-term incentives, bonuses, perquisites, equity incentives, severance arrangements, retirement benefits and other related benefits and benefit plans.

2. Structure and Membership.

2.1 Number. The Committee shall be composed of at least two members selected by the Board of Directors.

2.2 Committee Membership. Each member of the Committee shall satisfy: (i) any independence requirements imposed by any stock exchange or market on which the Company’s capital stock is listed or traded, (ii) unless otherwise approved by the Board, the “Non-Employee Director” standard as defined by Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (iii) unless otherwise approved by the Board, the “Outside Director” standard as defined by Section 162(m) of the Internal Revenue Code of 1986, as amended.

2.3 Chair. The Board shall elect a Chair of the Committee. The Chair shall, if present, preside at all meetings of the Committee and exercise and perform such other powers and duties as may be assigned to him or her by the Board or the Committee.

3. Authority. To allow the Committee to achieve its purpose and satisfy its responsibilities, the Committee shall have the authority described in this Section 3.

3.1 Subcommittees. The Committee may establish subcommittees of one or more members, and delegate its authority and responsibilities to such subcommittees, when appropriate and in accordance with applicable rules and regulations.

3.2 Consultants and Advisors. The Committee shall have the authority to engage compensation consultants and other advisors, from time to time, to advise the Committee on executive compensation practices and policies or any other matters within the scope of this Charter. The Committee will have the authority to approve the fees and other retention terms with respect to such outside compensation consultants or advisors. The Company shall adequately fund the operation of the Committee, including payments to such consultants and other advisors. The Committee shall have authority to pay, at the expense of the Company, ordinary administrative expenses, including expenditures for

external resources, that, as determined by the Committee, are necessary or appropriate in carrying out its duties. The Committee shall have authority to require that any of the Company's personnel, counsel, accountants or investment bankers, or any other consultant or advisor to the Company, attend any meeting of the Committee or meet with any member of the Committee or any of its special, outside legal, accounting or other advisors or consultants.

3.3 Other Actions. The Committee may take such other actions as the Committee deems necessary or appropriate to satisfy its responsibilities set forth in this Charter or as otherwise delegated by the Board.

4. Meetings. The Committee shall meet as often as it deems necessary to carry out its responsibilities. The Committee may invite members of management, compensation consultants or other advisors to attend meetings and provide pertinent information; provided, however, the Committee may meet in executive session at its discretion.

5. Responsibilities. To implement the Committee's purpose, the Committee shall have the following responsibilities, as is appropriate under the circumstances:

5.1 Equity Compensation Plans. The Committee shall be responsible for supervising the administration of the Company's employee stock option plans and any other equity plans and making recommendations to the Board regarding the reservation of shares available for issuance under such plans.

5.2 Compensation of Chief Executive Officer. The Committee, either as a committee, or together with the other independent directors of the Company (as determined by the Board), shall recommend to the Board for determination and approval, or, if required by a stock exchange or market on which the Company's capital stock is then listed or traded, shall determine and approve the compensation and other terms of employment of the Company's Chief Executive Officer and shall evaluate the Chief Executive Officer's performance in light of relevant corporate performance goals and objectives. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee should seek to achieve an appropriate level of risk and reward, taking into consideration the Company's performance, the potential benefits and costs to the Company of the award, and such other criteria as the Committee deems advisable. If required by a stock exchange or market on which the Company's capital stock is then listed or traded, the Chief Executive Officer may not be present during the voting or deliberations regarding his or her compensation.

5.3 Compensation of Other Executive Officers and Senior Management. The Committee shall be responsible for determining the annual compensation arrangements (including, without limitation, salaries, bonuses, equity grants and benefits) for the Company's executive officers and other senior management. The Committee shall determine and approve all elements of the compensation and other terms of employment of these executive officers and other senior management, taking into consideration the person's success in achieving his or her individual performance goals and objectives and

the corporate performance goals and objectives deemed relevant to the person as established by the Committee.

5.4 Compensation of Directors. The Committee shall review and recommend to the Board for approval the type and amount of compensation to be paid or awarded to Board members, including any Board meeting, committee meeting and chair fees and equity grants or awards

5.5 Performance of Chief Executive Officer and Other Executive Officers. The Committee shall be responsible for evaluating and making recommendations to the Board regarding the performance of the Company's Chief Executive Officer and other executive officers, as well as matters related to succession planning for the CEO and other executive officers.

5.6 Annual Incentive Plans. The Committee shall be responsible for supervising the administration of the Company's annual incentive plans, including determinations as to whether or not individual and Company performance objectives have been achieved.

5.7 Equity Awards to Directors and Executive Officers. The Committee shall be responsible for approving stock option grants and other equity-based awards to all persons who are members of the Board (upon ratification by the Board) and executive officers within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended.

5.8 Compensation Committee Report; Compensation Discussion and Analysis. The Committee shall be responsible for preparing a report, and for reviewing and discussing with management, the Compensation Discussion and Analysis, to be included in the Company's proxy statement, if required by the rules and regulations of the Securities and Exchange Commission.

5.9 Compensation and Benefit Policies. The Committee shall be responsible for reviewing, approving and modifying, as necessary, the Company's compensation and benefit policies to ensure that employees of the Company are rewarded appropriately for their contributions to the Company's growth and profitability.

5.10 Annual Performance Evaluation. The Committee shall complete an annual performance evaluation of itself and its members consistent with practices established by the Board (or any committee of the Board).

5.11 Additional Responsibilities. The Committee shall have such other responsibilities as may be delegated from time to time by the Board of Directors.

6. Reporting. The Committee's reporting responsibilities will include reports to the Board about Committee activities, issues and related recommendations, the preparation of written minutes of Committee meetings and preparation of the report to be included in the

Company's annual proxy statement describing the Committee and its activities, as required by the rules of the Securities and Exchange Commission.

7. Committee Charter. The Committee shall also perform other activities related to this Charter as requested by the Board, including: (i) a review and assessment of the adequacy of this Charter annually and request for Board approval of any proposed changes; and (ii) ensure that this charter is published or otherwise made publicly available as required by rules and regulations established by the Securities and Exchange Commission and any stock exchange or market on which the Company's capital stock is listed or traded.