

Life Time Fitness, Inc.
Amended and Restated
Compensation Committee Charter
(Adopted February 16, 2005)

Purpose

The Compensation Committee is appointed by the Board of Directors to discharge the Board's responsibilities relating to the Company's executive compensation practices and policies.

Committee Membership

The Committee's members are determined by the Board and may be removed by the Board in its discretion. The Committee will be composed of at least three directors, all of whom meet the independence requirements of the listing standards of the New York Stock Exchange (NYSE), qualify as "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and satisfy the requirements of "outside directors" for purposes of Section 162(m) of the Internal Revenue Code. The Committee shall have the authority to delegate any of its responsibilities to sub-committees as the Committee may deem appropriate, provided the subcommittees are composed entirely of independent directors.

Meetings

The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities.

Committee Authority and Responsibilities

The Committee will have the authority, to the extent it deems necessary or appropriate, to retain a compensation consultant to assist in the evaluation of director, Chief Executive Officer (CEO) or senior executive compensation. The Committee shall have sole authority to retain and terminate any such consulting firm, including sole authority to approve the firm's fees and other retention terms. The Committee shall also have authority, to the extent it deems necessary or appropriate, to retain other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any consulting firm or other advisors employed by the Committee.

The Committee will make regular reports to the Board and will propose any necessary action to the Board. The Committee will review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval. The Committee will annually evaluate the Committee's own performance.

The Committee, to the extent it deems necessary or appropriate, will:

- Review and approve the Company’s goals and objectives relevant to CEO compensation, evaluate the CEO’s performance in light of those goals and objectives, and determine and approve the CEO’s compensation level based on this evaluation.
- 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 past years when determining the long-term component of the CEO’s compensation.
- Provide counsel and direction to the CEO to assure the on-going development of senior executives.
- Approve, or make recommendations to the Board, with respect to non-CEO executive officer compensation, and incentive-compensation and equity-based plans that are subject to Board approval.
- For senior executives, review performance target goals; assess techniques for measuring performance and achieving targets; and determine when performance goals have been achieved. Assess the overall level of awards and monitor the efficacy and appropriateness of the plans themselves and the manner for developing and approving the plans.
- Review the Company’s regulatory compliance with respect to compensation matters, including ensuring that reasonable efforts are made to structure compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.
- Review and approve recommendations from management on a wide range of compensation programs, including Director compensation, profit sharing 401(k) plan, stock purchase plan and other plans commonly referred to as “fringe benefits.”
- Produce an executive compensation committee report as required by the rules of the SEC to be included in the Company’s proxy statement.