

Lake Holiday Country Club, Inc.
Proxy Form

Owner's Name: _____
(Please print)

Address: _____

Section/Lot(s): _____ Number of Votes: _____

Under the provisions of the bylaws of Lake Holiday Country Club, Inc. ("LHCC") and the Virginia Nonstock Corporation Act, the Owner named above hereby grants this revocable Proxy to Bill Masters ("Masters") for the sole purpose of casting all of the votes and making any nomination, request, or election which the Owner is entitled to cast or make with respect to holding office on or elections for LHCC's Board of Directors held on or before the Annual Meeting for 2011. The Owner authorizes Masters to withdraw any votes cast pursuant to this Proxy from any candidate in order to resolve ties or otherwise maximize the number of those nominated by Masters elected to serve on LHCC's Board of Directors.

With respect to representation on LHCC's board of directors, the Owner authorizes Masters to cast its votes to elect at the earliest possible opportunity individuals committed to the goals outlined by Masters. Further, to the extent seats become available on or before the 2011 Annual Meeting, the Owner hereby grants this Proxy to nominate and vote for other individuals to hold such seats.

If the Owner previously cast an absentee ballot, submitted another vote or selection, or executed another proxy, this Proxy rescinds all earlier absentee ballots, votes, selections, and all earlier proxies submitted by the Owner. Until revoked in writing to Masters or expired, this Proxy authorizes Masters to represent the Owner in person in order to rescind votes, to make any nominations, requests, or elections which could be made by the Owner in person, and to enter a new vote consistent with this Proxy.

To revoke this Proxy, Owner agrees to notify Masters in writing of Owner's decision to revoke prior to any election to which this Proxy applies. Owner and Masters agree that this is the sole means to revoke this Proxy. Owner acknowledges that LHCC may present forms or documents for signature by Owner that appear to revoke this Proxy, but execution of any such form or document by Owner is inadvertent and not intended to revoke this Proxy.

Owner's Signature

Owner's Signature

Date: _____

Date: _____

Return this Proxy by mail to Bill Masters, 511 Northwood Circle, Cross Junction, VA 22625 or by email to 1masters@comcast.net.