

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 Ogunquit Development LLC ("Ogunquit") 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 elections for LHCC's Board of Directors held on or before the Annual Meeting for 2006. The Owner authorizes Ogunquit 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 Ogunquit elected to serve on LHCC's Board of Directors.

With respect to representation on LHCC's board of directors, the Owner authorizes Ogunquit to cast its votes to elect at the earliest possible opportunity any of the following individuals: Lester Bates, Craig Fricke, Stan Mansfield, Bill Masters, Holly Sault, Mark Stivers, and John Van De Laar. Further, to the extent seats become available on or before the 2006 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 or expired, this Proxy authorizes Ogunquit 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.

Owner's Signature

Owner's Signature

Date: _____

Date: _____

Return this Proxy by mail to Ogunquit Development LLC, 601 Utterback Store Road, Great Falls, VA 22066; by facsimile to 703-948-6586; or by email to info@od-llc.com.