



**Form of Proxy — Special Meeting of the Beverly Oaks Homeowners Association
to be held on November 14, 2009**

Meeting location: 2023 Wilshire Lane, Irving Texas 75061, the Community Meeting Place and Garages
Time: 10:00 a.m. (Central Daylight Time)

Appointment of Proxyholder

I/We being owner(s) of home(s) in Beverly Oaks

Address(es)

Owner of Record

Your Name

hereby appoint:

[enter a name only if you wish to specify a proxyholder other than those listed below]

or failing him/her Kristen Mallory, or failing him Randy Ranew, or failing him, Robert Bauer,
all being directors of The Beverly Oaks Homeowner’s Association, Inc.,
as my/our proxyholder to attend, and on a poll, to vote for me/us and on my/our behalf in accordance with the following directions (or if no
directions have been given, as the proxyholder sees fit) and to vote at such proxyholder’s discretion with respect to any amendments to matters
referred to in the accompanying Notice of Special Meeting of Shareholders as well as all other matters that may properly come before the
Meeting of Owners, and at any adjournment or postponement thereof.

To vote as follows:

- Yes, I approve of the sale of the land know as Parcel 63, the last 11 feet of the Brentwood exit alley just before the driveway enters the 183 service road, to the Texas Department of Transportation for price to be negotiated by Brenda Madison, to be not less than \$2,546.00.**
- No, I disapprove of the price or the sale of the land known as Parcel 63**

Signature

_____/_____/_____
Date

Mail or Fax Proxy Forms

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Statement from the Board of Directors: The Board of Directors unanimously recommends approval of this transaction. The sale of the last 11 feet of the exit alley driveway is necessary for the Highway 183 expansion. There is currently 30 feet of drive between the screening walls and the public roadway, so neither the wall nor the Association owned traffic control devices will be affected by this transaction.

The Association's Covenants and Restrictions requires a 67% vote to transact property. **Failure to receive a 67% approval will force this matter into the courts** whereby the Association will need to hire legal representation to recover these funds.

1. Every owner has the right to appoint some other person of their choice, who need not be a owner, to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided.
2. In the case of joint owners, only one need sign this proxy form. The first vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint owners(s).
3. Where the owner is a corporation, this proxy form must be under its common seal or signed by an officer, attorney or other person duly authorized by the corporation.
4. If this proxy form is not dated, it will be deemed to bear the date on which it is mailed.
5. Appointing a proxy does not prevent you from attending the meeting in person if you so wish.
6. Please indicate in the appropriate box how you wish the proxy to vote in respect of the resolutions. The proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any resolution (if no instruction is given in respect of that resolution) and on any business or resolution considered at the meeting other than the resolutions.
7. To be effective, this form, must be delivered to Beverly Oaks Homeowners Association, 2025 Wilshire Lane, Irving, Texas 75061 or faxed to (866) 384-8014 not later than 5:00 p.m. on Friday November 13, 2009 (closing time).
8. This proxy may be changed or withdrawn at any time prior to the closing time.

Mail to:

Beverly Oaks Homeowners Association,
2025 Wilshire Lane,
Irving, Texas 75061

or fax proxy And to
(309) 439-6483

Proxy forms submitted must be received by 5:00 p.m. on Friday November 13, 2009.