

LAKELINE OAKS HOMEOWNERS ASSOCIATION, INC.

c/o GOODWIN MANAGEMENT, INC.

11149 Research Blvd., Suite 100, Austin, TX 78759-5227

Voice (512) 502-7517 Cell (512) 431-2400 Fax (512) 346-4873

Proxy for 2007 Lakeline Oaks HOA Annual Meeting

The undersigned member(s) hereby appoint(s):

_____ as proxy agent with full power of substitution and with discretionary authority, to vote the number of votes to which I (we) am (are) entitled to vote at the Annual Membership Meeting of the Lakeline Oaks Homeowners Association, Inc. (the "Association") to be held at the time and place set forth above, and at any adjournment thereof, as fully and with the same effect that the undersigned would be entitled to if personally present, to vote upon any matter which may properly come before the members.

This proxy revokes all proxies previously granted by me (us) with respect to the Association. I (we) understand that unless I (we) give other instructions on this proxy, the proxy agent intends to vote the lots or living unites represented by this proxy at his or her discretion on the matters which come before the members.

If no member is specified as proxy agent above, my (our) proxy is (are) appointed to the Board member circled below:

Lila Lyckman, Director

Robert Kenny, Director

Don Carr, Director

Resident Name
(please print): _____

Lot Address
(please print): _____

Member Signature: _____

Date: _____

Please send this form to meeting with Proxy Agent, or return by mail or fax by 5/2/2007 this signed and dated form to:

Lakeline Oaks Homeowners Association
ATTN: Carl Gamble, Association Property Manager
PO Box 203310, Austin, TX 78720
Fax (512) 346-4873