

BIRNAM WOOD III COMMUNITY ASSOCIATION, INC.
23803 Birnam Wood Boulevard
Spring, Texas 77373

TELEPHONE (281) 350-8556
TELEFAX (281)288-8951

PROXY

Property Address: _____
(Birnam Wood or Villages of Spring Oaks Street Address)

Or Legal Description: Lot _____, Block _____, Section _____

I, _____, as owner of the above-described property located within Birnam Wood Subdivision or Villages of Spring Oaks Subdivision, Harris County, Texas, revoke any previous proxies and appoint the Corporation's Assistant Secretary, or _____, as my proxy to attend the Annual Meeting of the Members of BIRNAM WOOD III COMMUNITY ASSOCIATION, INC. (the "Association" or the "Corporation"), a Texas non-profit corporation, on Wednesday, the 4th day of November, 2009, and any continuation or adjournment thereof and to represent and vote for me in the same manner and with the same effect as if I were personally present. I authorize my proxy to substitute the Corporation to act under this proxy, to revoke any substitution, and to file this proxy and any substitution or revocation with the Corporation.*****

I am a member in good standing of the Association (i.e, all assessments, dues and/or charges have been paid, and my assessment account with the Corporation is paid current). **In order to be validated, this Proxy must be completed, signed and mailed or delivered (to the letterhead address above) so that it is received by the Corporation on or before November 4, 2009 or, alternatively, delivered to a proxy holder of your choice to be received by the Association prior to the 2009 Annual Meeting being called to order at 7:30 pm. [you may fill in one of the current Board Members as your designated proxy-List provided]**

DATED: _____, 2009.

Signature: _____

Printed Name: _____

*******If the above space for designating a proxy holder is left blank, by signing this Proxy you are automatically designating the Corporation's Assistant Secretary, as your proxy holder, and such Proxy will be used only for the establishment of a quorum. In order for your proxy holder to vote at the 2009 Annual Meeting of the Membership, you must designate the name of your proxy holder in the space provided above.**

*******This form is to be used only if you are unable to attend the 2009 Annual Meeting in person. This Proxy may be used for the purpose of establishing a quorum. This Proxy shall terminate immediately after the latter of: 1) the conclusion of the November 4, 2009 Annual Meeting of the Membership; or (2) the conclusion of any continuation or adjournment of the November 4, 2009 Annual Meeting of the Membership.**

******* ANY PROXY NOT RECEIVED BY THE ASSOCIATION PRIOR TO THE ANNUAL MEETING BEING CALLED TO ORDER WILL BE CONSIDERED INVALID, NULL AND VOID.**