

**SALT POND HOMEOWNERS ASSOCIATION
ANNUAL MEETING
JUNE 6, 2009
PROXY**

The undersigned hereby appoints Gerry Buckley, President of the Salt Pond Board of Directors of the Salt Pond Homeowners Association, Inc. (the "Association), Gary Clipp, Secretary and Chuck Gularson, Treasurer of Board of Directors of the Association, as proxies for the undersigned to vote for three (3) candidates marked below for Directors of the Association, and to vote at their sole discretion on procedural issues that may arise during the Annual Meeting of the Members of the Association. This meeting will be held on Saturday, June 6, 2009 at Northside Park Meeting Room on 127th Street, in Ocean City, Maryland.

ELECTION OF DIRECTORS

Select no more than three (3) candidates. Selection of more than three (3) candidates will invalidate this Proxy. **Return this Proxy even if you intend to attend the meeting.**

_____ Tom Anfinson	_____ Gerry Buckley	_____ Jeff Rupprecht
_____ Steve Bartlett	_____ Bill Johnstone	_____ Loeda Stango
_____ Jim Beachboard	_____ Bill Loschmann	

I do _____, do not _____ wish to Amend the Declaration of Covenants regarding the sale/lease of the golf course.

This Proxy shall expire as of the time of the final adjournment of the Annual Meeting unless sooner revoked by the undersigned.

Lot Number _____ Owner of Record _____

Unit No. (Villages) _____ Owner of Record _____

Date: _____ Signature: _____

Signature: _____

*****Please fill out, sign and date the enclosed Proxy and return to:
Mary Davis, SPHA Management Office, 400 Bethany Loop,
Bethany Beach, DE 19930 or Fax Number: 302-539-7528**