

REVOCABLE PROXY/BALLOT
ANNUAL MEETING OF THE MEMBERSHIP
OCTOBER 10, 2009

Return this form in the enclosed self-addressed envelope to:

Bluebeard's Castle Hilltop Villas III, c/o SPM Resorts, Inc., Attn: Lin Packard, 1051 Shine Avenue, Myrtle Beach, SC 29577.

PRINT NAME _____

Unit(s)/Week #(s) owned

Address _____

(Please list ALL owned unit/weeks)

City, State, Zip _____

The undersigned hereby acknowledges receipt of the Notice of the 2009 Annual Meeting of the Owners of Bluebeard's Castle Hilltop Villas III Owners' Association to be held at the Embassy Suites Hotel, Philadelphia International Airport, 9000 Bartram Avenue, Philadelphia, PA 19153 on **Saturday, October 10, 2009. Registration is at 2:30 p.m. and the meeting is from 3:00 p.m. to 4:00 p.m., local time** ("Annual Meeting"), and hereby appoints _____ or, if no designation is made, then the President of the Board of Directors of the Association as of the date of the Annual Meeting (or any adjournment thereof) as the true and lawful agent and Proxy of the undersigned, with full power of substitution, to represent the undersigned with all the power that the undersigned would possess if personally present to vote at the Annual Meeting, and at any and all adjournments, postponements or re-scheduled meetings thereof, on the matters set forth below, and, in their discretion, upon all matters incident to the conduct of the Annual Meeting and upon such other matters as may properly be brought before the Annual Meeting. This Proxy revokes all prior proxies given by the undersigned for the purposes of voting at this Annual Meeting (or any adjournment thereof). This Proxy shall be valid for a period of one hundred twenty (120) days. If the required quorum is not present at the Annual Meeting, this Proxy may be used at any subsequent meetings called for the purposes described herein.

This Proxy, when properly executed, will be voted in the manner directed below by the undersigned owner. **If no direction is made herein, this Proxy shall be voted for quorum purposes only and shall be voted ABSTAIN from the election of directors and ABSTAIN from the vote on the proposals (if any).** Please be sure to sign and date this Proxy where indicated below.

1. ELECTION OF DIRECTORS.

I vote FOR the following five (5) candidates to serve on the Board of Directors:

Indicate your direction by placing an "X" in the box immediately preceding your selections. Please be sure to vote for five (5) candidates only. Voting for more than five (5) candidates will void this ballot.

- JOHN ENRIETTO (incumbent)**
- JUDGE MARK FARRELL (incumbent)**
- KENNETH GARDNER (incumbent)**
- W. ARLEN HARRIS**
- RANDOLPH KNIGHT**
- LARRY NEUENS**
- JUNE SCOTT**
- JULIUS ('BUTCH') VAN DE VOORDE (incumbent)**

OR

I ABSTAIN from the election of Directors. (I vote this proxy for quorum purposes only).

IN WITNESS WHEREOF, the undersigned, being the sole owner or designated owner for the purposes of voting, of the unit/interval identified above, have executed this Proxy on this ____ day of _____, 2009.

Owner's Signature: _____

Printed Name: _____

Owner's Signature: _____

Printed Name: _____

PLEASE NOTE:

ALL owners of record, including husband and wife, if the Deed is recorded in both names, must sign this form.

PLEASE CHECK THIS BOX IF AN OWNER OF RECORD IS DECEASED

REMINDER: PROXIES MUST BE RECEIVED BY 5:00 PM EDT ON OCTOBER 8, 2009.

IF YOU CANNOT RETURN YOUR PROXY BY THE DEADLINE DATE AND TIME,

PLEASE VOTE IN PERSON OR APPOINT AN INDIVIDUAL TO VOTE FOR YOU AT THE MEETING.