

**LOCATION MANAGERS GUILD OF AMERICA
8033 Sunset Boulevard, Suite 1017
Hollywood, CA 90046**

Guild Members,

Attached is the corrected Proxy and Notice for the Annual General Meeting to be held Saturday May 16th, 3:00 PM, at The Crocker Club, 453 South Spring Street, Los Angeles, CA 90013

If you will not be able to attend the meeting of members, this Proxy allows you to participate in the election of the Board of Directors at the annual meeting.

You can vote for 0-10 candidates for seats on the Board of Directors.

Please indicate a "Yes" or "No" vote for each candidate. A blank line indicates abstention.

Sign the Proxy and give it to another member (PROXY HOLDER) to tender your vote, or you can complete the Proxy as if it were an absentee ballot and mail it to the LMGA in the envelope provided. Please sign the envelope.

Complete the Proxy per the instructions, sign it, date it, and **either**.

1. Give your Proxy to your Proxy Holder to bring to the meeting
- or**
2. Mail it to LMGA to be received before May 14th, 2009

Please vote, and thank you for your continued support of the LOCATION MANAGERS GUILD OF AMERICA.

Warm Regards,

Lori Balton

LOCATION MANAGERS GUILD OF AMERICA. REVOCABLE PROXY

The Undersigned member in good standing (Member) of the Location Managers Guild of America (Guild) hereby revokes all previous proxies and acknowledges receipt of the notice of the Members' meeting to be held on Saturday, May 16th, 2009 at 3pm at The Crocker Club, 453 S Spring St, Los Angeles, CA 90013, and appoints _____, or, if no appointment, the Board of Directors by a vote of the majority thereof, as proxy (hereinafter PROXY HOLDER) of the Member.

By this proxy, the PROXY HOLDER shall have the power and otherwise represent the Member at said meeting and any adjournments thereof in the manner set out below. This proxy shall be valid for 11 months from the date of execution unless earlier revoked. Any act the PROXY HOLDER shall take pursuant to this proxy shall have the same effect as if the Member were present and so acting. The PROXY HOLDER is hereby instructed to vote or use this proxy as follows:

PLEASE MARK ONLY ONE SECTION

Section I: Proxy To Establish Quorum Only

_____ This Proxy may be used for the purpose of establishing a quorum for all issues to be voted on at the meeting specified above or any adjournment and may not be used by anyone to vote on my behalf. If you check this section DO NOT complete Sections II or III.

Section II: Proxy Holder's Discretion

_____ Use and vote this proxy for all matters to be voted on at the meeting or any adjournment thereof as PROXY HOLDER deems proper. If you check this section DO NOT complete Sections I or III.

Section III Instructed Proxy

Election of Board of Directors

This election is for board members to serve a two-year term. **Vote for 0 –10**

candidates. Do not exceed 10 votes. Indicate a “yes” or “no” vote for each candidate. If unable to attend the Annual Meeting, please mail your vote or proxy via USPS to be received on Thursday May 14th, 2009 at the latest.

	YES	NO
Briana Burke	[]	[]
Robin Citrin *	[]	[]
Mike Fantasia	[]	[]
Marie Healy	[]	[]
Jim Maceo	[]	[]
Stevie Nelson *	[]	[]
Peter Orth *	[]	[]
Tony Salome *	[]	[]
William Sandidge	[]	[]
Veronique Vowell *	[]	[]
Kristan Wagner *	[]	[]

Asterisk (*) = incumbent

If there are nominations from the floor, proxy holder may:
(check to allow proxy holder to vote for nominations from the floor)

_____ write in eligible candidate: _____

_____ write in eligible candidate: _____

_____ write in eligible candidate: _____

C. Other Matters That May Be Voted On At The Meeting

_____ As PROXY HOLDER deems proper

_____ Abstain from voting.

THE PROXY WILL BE VOTED AS YOU HAVE INSTRUCTED ABOVE. IF NO VOTING INSTRUCTIONS HAVE BEEN GIVEN AS TO ANY MATTER SET OUT ABOVE, THIS PROXY WILL BE VOTED AS TO THAT MATTER AS THE PROXY HOLDER DEEMS PROPER.

This Proxy supersedes all proxies issued by the undersigned.

This Proxy shall be of no effect if the undersigned is present at the Annual Meeting and revokes the Proxy at that time.

DATE: _____, 2009

Print Last Name, First Name

Signature

Mailing Address

City, State, Zip