

CARLISLE & CUMBRIA UNITED INDEPENDENT SUPPORTERS' SOCIETY LTD

(t/as CCUIST)

Reg office: Warwick House, Allenbrook Road, Rosehill Estate, CARLISLE CA1 2UT

IPS Registered no. 29220R

FORM OF PROXY

SPECIAL GENERAL MEETING – 18 April 2004

I, the undersigned, being a member of the above-named Society, hereby appoint....., or failing him, the Chairman of the meeting, as my proxy to vote for me on my behalf at the special general meeting of the Society, notice of which has been sent to members, and at any adjournment thereof. The proxy will vote on the under-mentioned resolution, as indicated.

RESOLUTION

THAT Carlisle and Cumbria United Independent Supporters Society Limited do and with immediate effect hereby relinquish the FIRST OPTION to subscribe for 20% of the issued share capital of C.U.F.C. Holdings Ltd., this being the FIRST OPTION referred to in the agreement relating to shares in C.U.F.C. Holdings Limited made between C.U.F.C. Holdings Limited, John Courtenay, Carlisle & Cumbria United Independent Supporters Society Limited and Toplion Sportswear Limited

FOR.....

AGAINST.....

If this form is signed and returned without any indication as to how the proxy shall vote, he or she will exercise his or her discretion both as to how he/she votes (and whether or not he/she abstains from voting).

Name:..... Signature:.....

CCUIST Membership no. Date:

NOTES

1. *To be valid, this form of proxy must be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting.*
2. *No person other than the Chair of the meeting can act as proxy for more than 3 members.*
3. *A proxy need not be a member of the Society.*
4. *Any question as to the validity of a proxy is to be determined by the Chair of the meeting.*