



January 5, 2010

Todd Twombly
The Sovereign Group
12 Blackburn Center
Gloucester, MA 01930

Dear Todd:

As you will recall, when we approached you in the fall of 2009, our goals for our new health club were simple but potentially difficult to achieve. We needed a facility of 6,000 to 10,000 square feet, reasonable rent to match our financial model, highly visible to the public and it had to have ample parking to accommodate our new members. Once tasked, you prepared portfolios on over 10 local properties. While we looked at each one in detail, it became apparent that you and your team came to fully understand the needs of our business and ultimately did a great job of directing us to the property at 7 Whistle Stop Way in Gloucester.

Subsequent to the decision to pursue this property, you worked tirelessly with several different parties, including co-tenants, condo landlords, local town officials, and the property landlord to successfully negotiate a parking arrangement that would allow us to successfully run our business. Without this agreement, the deal would not have materialized.

In addition to the successful lease negotiation, your firm's role as the General Contractor was clearly a good decision. We were particularly impressed with your group's willingness to work diligently with all of the subcontractors to build the club at the lowest cost possible while delivering a product that the buying public would respond to positively.

I'm pleased to say that all of the moving parts have come to fruition and the public response has been outstanding. We are well ahead of our operating plan and looking for a very successful first year of operation.

I don't think we would have had nearly the success story we have if it was not for your organization. Thank you again for all of the good advice and project support.

Best regards,

Keith Callahan
General Manager/Managing Partner
Manchester Athletic Club
MAC Fitness