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The Directors
Esporta Racquets and Non Racquets Holdings Limited
Trinity Court
Molly Millars Lane
Wokingham
Berkshire
RG41 2PY

14 July 2011

Ref. DOHIMIKIN

Direct line +44 (0) 1189 281037 Email dohanlon@uk ey.com

Dear Sirs

In accordance with section 516 of the Companies Act 2006, we write to notify you of our resignation as auditor of Esporta Racquets and Non Racquets Holdings Limited and its subsidiaries listed in the Appendix A. This resignation takes effect from the date on which you receive this letter

In accordance with section 519(2) of that Act, we confirm that there are no circumstances connected with our resignation which we consider should be brought to the attention of the members or creditors of the company

We draw your attention to the fact that Esporta Racquets and Non Racquets Holdings Limited and its subsidiaries listed in Appendix A have its own statutory obligations where we have ceased to hold office (as detailed, in particular, in Sections 517, 520 and 523 of the Act), including, depending on the circumstances, the requirement to notify the appropriate audit authority if we cease to hold office before the end of our term of office as auditors. Further guidance on this notification has been issued by the appropriate audit authorities - the Professional Oversight Board (POB) and the Institute of Chartered Accountants in England and Wales (ICAEW) and can be found on

http://www.frc.org.uk/pob/regulation/companies.cfm

Ernir & Young LLS

If you have any questions on your legal obligations we recommend that you seek legal advice

Yours faithfully

Ernst & Young LLP

MONDAY

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Appendix A

Esporta Chislehurst Ltd

Humberston Country Club Ltd

Esporta Tennis Clubs Ltd

Esporta Racquets Limited

Esporta Racquets & Non Racquets Holdings Ltd

Esporta Health & Fitness Ltd

Esporta Health & Racquets Club Gloucester Ltd

-Esporta Health & Racquets Club Hamilton Ltd

Esporta Health Club Peterborough Ltd

Invicta (Club Indigo) Ltd

Invicta Leisure (Brentwood) Ltd

Invicta Leisure (Brighton) Ltd

Invicta Leisure (Manchester) Ltd

Invicta Leisure (Plymouth) Ltd

Invicta Leisure (Sunderland) Ltd

Invicta Leisure (Swansea) Ltd

Invicta Leisure (Tennis) Ltd

Ocean Park Leisure Ltd

Riverside Croydon Ltd

Riverside Racquet Centre Ltd

The Riverside Health & Racquets Club Northwood Ltd

The Royal County of Berkshire Health & Racquets Club Limited

Northwood Developments Ltd

Riverside Childcare Ltd

Esporta Management Services Ltd

Riverside Chiswick Limited

Esporta Financial Services Limited

Esporta Health Clubs Limited

Esporta Limited

Esporta Non Racquets Limited

ISL Leisure Limited

Esporta Lifestyle Clubs Limited

-Riverside Limited