

Exhibit VIII.C.10.a. (cont.)

AgeLess Integrative Medical Spa
3300 Chambers Road, Ste 5238
Horseheads, New York 14845
607.846.3962 Office

AgeLess SPA at Radisson Hotel Corning
130 Tioga Ave
Corning, New York 14830
607.684.6121 Office

AgeLess SPA at Tioga Downs Casino Hotel & Spa Resort

Situation -

The Casino and Hotel Resort at Tioga Downs wishes to develop spa services at their new hotel location, and to contract with AgeLess LLC to provide high quality ongoing service to their guests.

Mission -

AgeLess Spa will participate in the development and construction of a high quality, aesthetically pleasing, and full function spa within the Hotel at Tioga Downs, and will manage the ongoing operations of the spa to provide the requisite level of service and accommodation needed to comfortably meet the needs of the Hotel and Casino guests, as well as meeting the business needs of both the spa and the Hotel management.

Execution -

The Hotel at Tioga Downs will provide the construction for the proposed 2500 square foot spa located within the hotel. This will include all electrical and plumbing service and will include walls, ceilings, doors, flooring, insulation, wiring and electrical controls, toilet fixtures and shower facility and fixtures.

AgeLess Spa will review the architectural plans and ongoing construction for suitability as a spa facility.

AgeLess Spa agrees to lease the 2500 square foot space made available in its finished state at 10% of gross revenue or \$30,000 annually, whichever is greater.

AgeLess is requesting a (5) year lease term with an initial (3) month deferment, with an option of another lease renewal for an additional (5) year term.

AgeLess will pay for electric services used, and Tioga Downs will provide heat and air conditioning services.

Exhibit VIII.C.10.a. (cont.)

A customized receptionist desk that is an AgeLess Spa signature piece will be constructed off site, delivered and installed by an independent contractor.

AgeLess Spa will provide spa services for the guests at Tioga Downs which will include but are not limited to massage, facial and skin treatments, manicures, pedicures, hair care and styling. Boutique and gift shop will also be provided.

Ongoing efforts will be made to accommodate the needs of the hotel guests preferentially, while also focusing on accommodating the needs of local clients as part of ongoing co-promotional marketing efforts with the Hotel and Casino

Spa services will be available from 9 am to 9 pm daily. Subject to change based on clientele and business demands.

Laundry services to be provided daily by Tioga Downs hotel. Price structure to be negotiated.

Administration -

The services provided to guests will be priced at market rates and will be comparable to current AgeLess Spa rates at existing facilities. Comp rates and discount rates for Tioga Downs will be mutually agreed upon at a later date.

AgeLess Spa employees will be mandated to participate in any ongoing quality and customer service initiatives required of Hotel and Casino employees, appropriate to their positions.

AgeLess Spa employees will be otherwise separate and distinct from Hotel and Casino employees, and will be fully insured under the policies of the AgeLess Spa organization.

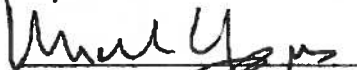
AgeLess Spa employees will be permitted on-site parking and use of employee break facilities in accordance with accepted policies for the employees of Tioga Downs Hotel and Casino.

Communication -

AgeLess Spa management will meet monthly or as determined with Hotel and Casino management to review ongoing service, management, and communication expectations and concerns.

The Hotel and Casino at Tioga Downs will include AgeLess Spa in marketing and communication efforts as appropriate.

Dispute resolution will remain the domain of the President of The Hotel and Casino at Tioga Downs.


Michael Cilip, M.D., President

/Date: 6/10/14 

/Date: 6.10.14

Michelle Z. Cilip, CEO


Thomas Osiecki, President/COO
Tioga Downs Racetrack, LLC

/Date: 6/11/14