EXHIBIT “A”

Declaration of Richard W. Riley

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
YOGAWORKS, INC., *et al.*	Case No. 20-12599-KBO
Debtors.[1]	(Jointly Administered)

DECLARATION OF RICHARD W. RILEY

Richard W. Riley hereby declares:

1. I am Counsel at the law firm of Whiteford, Taylor & Preston LLC ([2]"WTP" or the "Firm"), which maintains offices for the practice of law at, among other places, 401 North. King Street, Suite 1600, Wilmington, Delaware 19801. I am admitted, practicing and a member in good standing of the bar of Delaware.

2. I submit this declaration (the "Declaration") in support of the Application to Employ and Retain WTP as Conflicts and Special Counsel Effective *nunc pro tunc* to the Petition Date (the "Application").[3] I am in all respects competent to make this Declaration pursuant to section 327 of Chapter 11 of the United States Code (the "Bankruptcy Code") and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"). I am also authorized to make this Declaration on behalf of WTP.

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number is (1) YogaWorks, Inc., a Delaware corporation (9105); and (2) Yoga Works, Inc., a California corporation (0457).

[2] Whiteford, Taylor & Preston LLC operates as Whiteford Taylor & Preston L.L.P. in jurisdictions outside of Delaware.

[3] Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the Application.

3. WTP is well-qualified to assist the Debtors in these Chapter 11 Cases as conflicts and special counsel.

4. To the best of my knowledge, except as set forth below, the partners, counsel and associates of WTP do not hold or represent an interest adverse to the Debtors or their estates, and each of its lawyers is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code with respect to the matters for which it is to be retained. To the best of my knowledge, information and belief, based on and as set forth herein, the partners, counsel and associates (with the exceptions noted below) of WTP do not have any connection with the Debtors, any of the Debtors' subsidiaries or affiliates, any creditors of the Debtors, the Debtors' estates, any United States Bankruptcy Judge for the District of Delaware, or any person employed in the office of the United States Trustee for this Region, or any other party in interest in these chapter 11 cases, or their respective attorneys, accountants and advisors.

5. WTP has represented, currently represents and in the future likely will represent certain of the Debtors' creditors and other parties in interest in matters unrelated to those for which the Debtors seek to employ WTP as conflicts and special counsel. WTP conducted a conflict review relating to the Debtors by submitting to WTP's computerized client and conflict database (the "Conflict Database") the following names: (i) the Debtors; (ii) the thirty largest creditors; (iii) equity security holders; and (iv) other creditors and parties in interest. A copy of the list of the parties searched by WTP is annexed hereto as Schedule 1 (collectively, the "Searched Parties").

6. The Conflict Database maintained by WTP is designed to include every matter on which the firm is now and has been engaged, by which entity the firm is now or has been engaged and, in each instance, the identity of related parties and adverse parties and certain of

the attorneys in the firm that are knowledgeable about the matter. WTP maintains and systematically updates this system in the regular course of business of the Firm, and it is the regular practice of the Firm to make and maintain these records.

REPRESENTATION OF PARTIES IN INTEREST

7. Set forth in Schedule 2 annexed hereto is a listing of those Searched Parties that WTP either (i) currently represents (the "Current Clients") or (ii) has represented in the past in matters wholly unrelated to the Debtors' chapter 11 cases. In connection with the services to be rendered to the Debtors, WTP will not commence a cause of action against any Current Client with respect to the Debtors' chapter 11 cases, unless WTP receives a waiver from the Current Client allowing WTP to commence such an action. In connection with these chapter 11 cases, to the extent any causes of action are commenced by or against any Current Client, and a waiver letter is not obtained permitting WTP to participate in such action, the Debtors will use co-counsel or other conflicts counsel to represent the interests of the Debtors.

OTHER CONNECTIONS AND GENERAL DISCLOSURES

8. WTP may have represented in the past and/or may currently represent or in the future represent entities (other than parties in the attached schedules) not currently known to WTP in matters wholly unrelated to the Debtors' chapter 11 cases who may be parties in interest in these cases. If WTP discovers any such information or needs to update the information disclosed herein, WTP will disclose such information by filing a supplemental declaration pursuant to Bankruptcy Rule 2014. To the best of my knowledge, WTP has never represented any of the Debtors' current shareholders/equity holders in their individual capacities.

9. To the best of my knowledge, neither WTP nor any attorney at the firm is or was, within two years before the Petition Date, a director, officer, member, manager or employee of any Debtor.

10. To the best of my knowledge, WTP does not have an interest materially adverse to the interests of Debtors' estates, any class of creditors, or any equity security holders, by reason of any direct or indirect relationship to, connection with or interest in the Debtors, or for any other reason.

11. I am not related, and to the best of my knowledge, no attorney at WTP is related, to any United States Bankruptcy Judge in the District of Delaware or the United States Trustee for such district or any employee in the office thereof.

12. In light of the foregoing, WTP is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code for the limited purpose for which it is to be engaged.

13. The terms of the employment of WTP as agreed to by the Debtors, subject to the approval of the Court, are that certain attorneys and other personnel within WTP will undertake this representation at their standard hourly rates. The list of attorneys and other professionals at WTP who are currently contemplated to assist in these Chapter 11 Cases, with the 2020 billing rates, follows:

Name	**Title**	**2020 Standard Hourly Rate**
Michael J. Roeschenthaler	Partner	$635
Richard W. Riley	Counsel	$675
Daniel Schimizzi	Associate	$425
Christopher Lano	Paralegal	$335

14. These hourly rates are the standard 2020 rates and have not been adjusted due to the geographic location of these Chapter 11 Cases. These were the same rates charged for the limited pre-petition services provided to the Debtors in preparation for these Chapter 11 Cases. These hourly rates are subject to periodic adjustments to reflect economic and other conditions, and with respect to those below the level of partner, to reflect their increased experience and expertise in this area of the law. WTP may make periodic applications for compensation, and if, at the completion of the case the results merit it, may make application to the Court for the allowance of a premium above their designated hourly rates.

15. Neither I nor WTP has entered into any agreements, express or implied, with any other party-in-interest (i) for the purpose of sharing or fixing fees or other compensation to be paid to any such party-in-interest or its attorneys for services rendered in connection therewith, (ii) for payment of such compensation from the assets of the estate in excess of the compensation allowed by this Court pursuant to the applicable provisions of the Bankruptcy Code, or (iii) for payment of compensation in connection with these Chapter 11 cases other than in accordance with the applicable provisions of the Bankruptcy Code.

16. WTP intends to apply to the Bankruptcy Court for allowance of compensation for professional services rendered and reimbursement of expenses incurred in these cases in accordance with applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules and Orders of this Court.

Pursuant to 28 U.S. Code § 1746, I declare that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: November 2, 2020

/s/ Richard W. Riley
Richard W. Riley

SCHEDULE 1

Debtors

YogaWorks, Inc., a Delaware corporation
Yoga Works, Inc., a California corporation

Equity Holders

Serene Investment Management, LLC
CEDE & Co.
Vance Chang
Jay Decoons
Rosanna McCollough
Sky Meltzer
Phil Swain
Frannie Wong
Great Hills Equity Partners
Great Hills Investors

Creditors and Interested Parties

Avidbank
Great Hill Partners
Serene Finance
ACC Business
ACCO Engineered Systems, Inc
ADT LLC
AOR LLC
ASCAP
AT&T
Action Environmental Services, Inc
Air Performance Service of Houston, LLC
Alameda County Office of the Treasurer and Tax Collector
Alert 360
Alfonso Rivera
Alta Foodcraft
Alta Parking Service
Amazon Capital Services INC
AmeriPark, LLC
American Express
Anago of Atlanta
Anago of Baltimore
Ancient Healing Ways, Inc.

Anna Kvansnicka
Aqua Line
Aramark Uniform Services
Arebesk Inc.
Arlington County Treasurer
Ashley Rideaux
Atma's Offerings
B Yoga Inc
BDO USA, LLP
BGE
Balanced Body, Inc.
Ballard Spahr LLP
Bay Alarm
Bay Cities Fire Equipment Co.
Bayside Distributors LLC
Beyond Yoga
Boon Administrative Services
Brazoria CO. M.U.D. #35
Brightcove Inc.
Britt Fohrman
CEP Communications
CLOUDPRO ERP LLC
Caitlin Elizabeth Green
California Department of Tax and Fee Administration
Callidus Software Inc
Camille Moses-Allen
Cappstone, Inc.
Capri Cleaners NYC Corp. - MT
Carolina Goldberg
CenterPoint Energy Resources Corp
Chanel Brennan
Charm City Beverage LLC.
Chaser
Checkr Inc
Christine Brown
Cintas Corporation # 0402
Cintas Fire 636525
City of Boston
City of Houston
City of Los Angeles - Office of Finance
City of Newton
City of Pasadena
City of Pasadena Water & Power
City of Pearland
City of Santa Monica
City of West Hollywood

City of Woburn
Coca-Cola Bottling Company
Columbia Valet Parking
Comcast
Commercial Express HVAC Inc
Compliance Poster Co.
ConEdison
Concept Service Window Cleaning
County of Ventura
DC Treasurer
Danielle Ibarra
Danlie's Inc
Danni Pomplun LLC
Darling Lawn Care LLC
Data Matrix, Inc
David Lynch
DecisionWise, LLC
Direct Energy Business
Direct Source
Dominion Energy Virginia
Donnelley Financial Solutions
Earth Speaks Organic Fashions Inc
Earthpack
Egemen Sanli
Elizabeth Carlile
EmiJay Inc
England Logistics
Epax Systems Inc
Erin Galvery
Eva Christopherson
Excel Elevator & Escalator
Facebook, Inc.
Feathers Custom Signs
Fitness Anywhere, LLC
Five Star Carting, Inc
Fontis Water Inc
Fresh Air (Rigo's)
Frontier Communications
Full Circle Recycling Company
Geoffrey Prather
Georgia Natural Gas
Girlfriend Collective LLC
Glyder, LLC
Gnomic Inc
Google, Inc
Gourmet Water

HEM Consulting, LLC
HEX Ferments LLC
Hague Quality Water of Maryland
Halfmoon Yoga Products Ltd
Hambrick Laundry
Hydro Flask
Ingram Publisher Services Inc
Integral Yoga Distribution
Integritek Holdings LLC
Intrado Digital Media, LLC
It's A Gas, Inc.
JRM Hauling & Recycling
Jack Hilliard Distributing Co., Inc
Jackson Lewis P.C.
Jade Industries Incorporated
Jennifer Elliott
Jennifer Jalalat
Jennifer Pierotti
Jill Lawrence
Jinjisfoodlove, LLC
Joah Brown LLC
Joan Hyman
John Daniel
Juan C Deniz (Lodestar Developers)
Just Energy Texas LP
KBF CPA's LLP
Karen Lesser
Karlie Harstad
Kea Beverages LLC
Kellermeyer Bergensons Services LLC
Kellie Livingstone
Kickin' Kombucha
LA Distributing Co, Inc
LADWP
LAZ/Valet Parking Service
LG Janitorial
Lace House Linen Supply
Land-Tek Maintenance, Inc
Las Colinas
Latham & Watkins LLP.
LeeMarie Kennedy
Lifefactory Inc
Loretta Kaye
Los Angeles County Tax Collector
M-F Athletic Co., Inc. (Perform Better)
Managed by Q LLC

Manduka LLC
Marin County Tax Collector
Matsana
Mia Togo
Michelle Johnson
Mimeo.com
Mission Cloud Services
Mobtown Fermentation
Momentfeed, Inc.
Monkeybrains
Montgomery County, MD
Morgan, Lewis & Bockius LLP
Mrs.Patels LLC
NUX
Nancy Bellantoni
Nardone Electrical Corporation
Natalie Dawn Samplia
Need It Now Delivers
Neptune Water Solutions, Inc.
Nfuse LLC
Nomadix SPC
NovaTime Technology, Inc.
Numi, Inc P.B.C.
Office Shines
Onzie Inc
Oracle America, Inc
Orange County Treasurer - Tax Collector
Orkin Inc
PG&E
PSR West Coast Builders
Paper Cuts, Inc.
Paypro Administrators
Pepco
Physician Endorsed, LLC.
Pitney Bowes
Power Systems
Power Vac America, Inc
Pressed Juicery, Inc.
Printing Palace
Prudential Overall Supply
Puja Chopra-Bhatti
Quench
RSGenius LLC
Ready Care Industries
Ready Refresh
Reg Hunter

RingCentral, Inc.
Rivington Media, Inc.
Robert's Key Service Inc.
Rumi X, LLC
SAA Shlemmer Algaze Associates Interiors & Architecture
SCC DTAC
SDGE
San Francisco Public Utilities Commission
Servpro of University Park
Seva Simran Sing Khalsa
Shareasale.com Inc
Sheila French
ShelterPoint Life (First Rehab Life)
Spiritual Gangster Holdings Inc
Staples Contract & Commercial, Inc.
State Corporation Commission
Superior Janitorial Service
Supreme Service Today
Susan Mcewen
Synergee Fitness Worldwide Inc
TALX Corporation
TEAM SOS - Special Order Systems
Tamika Caston-Miller
Texas AirSystems, LLC
Texas Divine Plumbing
Texas Office of Comptroller
The Family Business Distribution, Inc.
The Green Mop, Inc.
The O'Keefe Group LLC
The Ultimate Software Group, Inc.
Therma, LLC
Thirty Three Threads Inc
Town of Sudbury
Town of Watertown
Uline
VUORI
Verizon
Washington Gas Light Company
Waste Management
Water Techniques - All Studios
Waterloo Beverages
Worldwide Sports & Fitness
XCast Labs Inc
Yelp! Inc
Yoga Quarter LTD
Yoga Source, LLC (Tia Platte)

YogaBalance 1 LLC
Zevi Ramos
iKizmet Inc
SRPF A/2700 Apple Valley, L.L.C
Kirt Lattazne
Ward Bradshaw
Oekos Rivers Guilford, LLC
McHenry Partners, LLC
901 Fell Street, LLC
107 E. Preston, LLC
Commerce Centre Venture, LLP
Arnold Zenker as Trustee of Barjen Realty Trust
3MJ Associates, LLC
Horn Pond Plaza LLC
Don Hutchins
Stetson Management & Development
Paul Katrinas
Allen Jahromi
Uhlman Landow & Company Management, Inc.
Intervivos Trust and Oved Family Trust
Uplander Way
3460 W. 7th Street (CA) LLC
Gershwin Ventures, LLC
Precision Electronic Coil
Pacific Reistor Co.
American Commercial Equities LLC
PES Partners LLC
Iceberg Holdings, Inc.
The Village at Tarzana LP
American Commercial Equities LLC
AKF3 Valencia, LLC
Charles Gumbiner Enterprises and Valerie Kay Gumbiner Enterprises
Taltar-Westwood
West Valley Owner LLC
Marin Country Mart, LLC
The NINE FORTY FIVE MARKET Corp
Jeff Deaton
Rosenberg Family Fund
Cortese Investment Company
BCHJ Holdings, LLC
Les Natali
Dad One, LLC
Master Lease World Gym
Talmadge & Talmadge Inc.
Alan Tan
Birchtree props

474 Broadway Realty Corp.
210 Muni, LLC
Steven M. Fanelli
TR Costa Mesa Courtyards LLC
Aliso Creek Shopping Center Inc.
SAS Cayman Holding I Garden Plaza, LLC
230 Newport Center Drive, LLC
Ross Clark
DeGeorge Properties LP
DeGeorge Real Estate Services, Inc.
8411 AmReit SPF Shadow Creek LP
Daniela Caesar-Roden
Internal Revenue Service
Runway Owners, LLC
AEI Naperplace, LLC
Frederick H. Leeds
CIM Commercial Trust
Midtown Central Square LLC
Katinas Properties
Tompkins Family Limited
Alhouse Deaton

SCHEDULE 2

Debtors

WTP has not represented any of these entities.

Equity Holders

WTP has not represented any of these entities.

Thirty Largest Unsecured Creditors

WTP has not represented any of these entities.

Other Creditors or Parties in Interest

WTP currently represents the following companies on matters unrelated to the Debtors' Chapter 11 cases:

BGE (Baltimore Gas & Electric)
Verizon

WTP previously has represented the following companies, within the last 5 years, but does not currently represent, on matters unrelated to the Debtors' Chapter 11 cases:

AT&T
Direct Energy Business
Montgomery County, MD