Exhibit A

The Stipulation

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)
	)	

STIPULATION APPROVING OFFSET OF
SECURITY DEPOSIT FOR VALENCIA LEASE

This Stipulation is made this 20th day of July, 2021, by and between YogaWorks, Inc., a Delaware corporation ("**YogaWorks**"), and Yoga Works, Inc., a California corporation (collectively, the "**Debtors**") and AKF3 Valencia, LLC (**"Landlord"**).

WHEREAS, Landlord and the Debtors are parties to a certain lease dated March 2, 2018 (with all modifications and amendments, the "**Lease**"), for property consisting of approximately 6,428 square feet located at 24305 Town Center Drive, Suites 110-B, 120 and 170, Valencia, CA 91355 (the "**Premises**"); and,

WHEREAS, Debtors each filed for proceedings pursuant to Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware on October 14, 2020, entitled In re: YogaWorks, Inc., a Delaware corporation, case number 20-12599 (KBO) and In re: Yoga Works, Inc., a California corporation, case number 20-12600 (KBO), such cases being jointly administered pursuant to an order entered on October 16, 2020; and

WHEREAS, on October 15, 2020, Debtors filed their Motion for Entry of an Order (I) Authorizing Debtors to (A) Reject Certain Unexpired Leases of Nonresidential Property *Nunc Pro*

[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).

Tunc to the Petition Date and for related relief (the **"Motion"**), whereby Debtors propose to reject the Lease and abandon all property located at the Premises;

WHEREAS, on October 30, 2020, the Court entered an Order granting the Motion, including the rejection of the Lease as of the petition date;

WHEREAS, the Lease provides for a security deposit and the Landlord is currently holding a security deposit in the amount of $66,529.80 (the "**Security Deposit**");

WHEREAS, on December 4, 2020, the Landlord filed a general unsecured claim in the case of YogaWorks in the amount of $472,496.38 pursuant to 11 U.S.C. § 502(b)(6) and appearing on the Court's claims register as Claim No. 74 ("**Landlord Claim**"); and

WHEREAS, the Parties agree to offset the Landlord Claim with the amount of the Security Deposit.

NOW THEREFORE, with the foregoing recitals hereinafter incorporated by reference, the parties hereto agree as follows:

1. The automatic stay contained in 11 U.S.C. §362 is modified solely to the extent that the Landlord may offset the Landlord Claim with the Security Deposit.

2. After Landlord offsets the Security Deposit, Landlord Claim shall reduced by the amount of the Security Deposit, from $472,496.38 to $405,966.58.

(signatures continued on next page)

Dated: July 20, 2021

ARENT FOX LLP

/s/ Beth M. Brownstein

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- and-

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