

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Delaware
(State)

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/25

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name FlexLending, LLC

2. All other names debtor used in the last 8 years
 Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 8 4 - 1 8 3 5 3 7 3

| | | |
|---------------------|--|---|
| 4. Debtor's address | Principal place of business | Mailing address, if different from principal place of business |
| | <u>901 Yamato Road</u> Number Street | _____ Number Street |
| | <u>Suite 260</u> | _____ P.O. Box |
| | <u>Boca Raton FL 33431</u> City State ZIP Code | _____ City State ZIP Code |
| | Location of principal assets, if different from principal place of business | |
| | <u>Palm Beach</u> County | _____ Number Street |
| | | _____ City State ZIP Code |

5. Debtor's website (URL) www.flexshopper.com

Debtor FlexLending, LLC
Name

Case number (if known) _____

6. Type of debtor

- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- Partnership (excluding LLP)
- Other. Specify: _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .

5 2 2 2

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9

Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,424,000 (amount subject to adjustment on 4/01/28 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

Debtor FlexLending, LLC
Name

Case number (if known) _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes. Debtor See attached Schedule 1 Relationship Affiliate

District Delaware When _____

MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property?

Number Street _____

City State ZIP Code _____

Is the property insured?

No

Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

Funds will be available for distribution to unsecured creditors.

After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

1-49

50-99

100-199

200-999

1,000-5,000

5,001-10,000

10,001-25,000

25,001-50,000

50,001-100,000

More than 100,000

Debtor FlexLending, LLC
Name

Case number (if known) _____

- 15. Estimated assets**
- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

- 16. Estimated liabilities**
- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/22/2025
MM / DD / YYYY

/s/ Matthew Doheny
Signature of authorized representative of debtor

Matthew Doheny
Printed name

Title Authorized Person

18. Signature of attorney

/s/ Robert J. Dehney
Signature of attorney for debtor

Date 12/22/2025
MM / DD / YYYY

Robert J. Dehney Sr.
Printed name

Morris, Nichols, Arsht & Tunnell LLP
Firm name

1201 North Market Street 16th Floor
Number Street

Wilmington DE 19801
City State ZIP Code

(302) 658-9200 rdehney@morrisnichols.com
Contact phone Email address

3578 DE
Bar number State

Schedule 1**Pending or Current Bankruptcy Cases Filed by Affiliates**

On December 22, 2025, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware. Substantially contemporaneously herewith, the Debtors will file a motion requesting that the chapter 11 cases of these entities be jointly administered for procedural purposes only.

| Entity Name | Federal Employer Identification Number (EIN) |
|----------------------|--|
| FlexShopper, Inc. | 20-5456087 |
| FlexShopper, LLC | 80-0930385 |
| FlexLending, LLC | 84-1834373 |
| Flex Revolution, LLC | 92-0644102 |
| FlexRetail, LLC | 87-2995129 |
| Flex TX, LLC | 93-1636818 |
| Flex TX Funding, LLC | 93-2492754 |
| Flex TX CAB, LLC | 93-2473656 |

Fill in this information to identify the case:

Lead Debtor's name **FlexShopper, Inc.**

United States Bankruptcy Court for the: **DISTRICT OF DELAWARE**

Case number (if known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders 12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

| Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|---|--|---|--|--|---|------------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| Powerscourt Investments 50, LP | c/o Mayer Brown LLP 71 South Wacker Drive, Chicago, Illinois 60606 Attn: Sean T. Scott, Esq. (STScott@mayerbrown.com) Joshua R. Gross (JGross@mayerbrown.com) T: (312) 782-0600 | Guaranty | | | | \$161,719,712.92 |
| Alvarez & Marsal Disputes and Investigations, LLC | | | | | | \$1,364,789.71 |
| Kasowitz LLP | 1633 Broadway New York, New York 10019 Attn: Barry Rutcofsky (BRutcofsky@kasowitz.com) T: (212) 506-1984 | | | | | \$322,153.02 |
| Lexisnexis Risk Management | | | | | | \$314,640.48 |
| Best Buy | | | | | | \$291,436.99 |
| Mavis | | | | | | \$287,320.28 |
| Monro | | | | | | \$228,854.02 |
| PayPossible Inc | | | | | | \$223,778.78 |
| Apollo Sales Group LLC | | | | | | \$181,369.83 |
| Sitecore USA inc | | | | | | \$168,185.07 |
| TrueML Products | | | | | | \$133,746.13 |
| World Connection | | | | | | \$111,008.77 |
| Olshan | | | | | | \$110,358.14 |
| Renn Labs LLC | | | | | | \$102,326.58 |
| Google LLC | | | | | | \$93,805.19 |

Lead Debtor **FlexShopper, Inc.**
Name

Case number (if known)

| Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|---|--|---|--|--|---|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| Benefit Marketing Solutions | | | | | | \$72,159.71 |
| AFCO | | | | | | \$69,370.35 |
| Terrace | | | | | | \$68,456.63 |
| GigaCloud Technology | | | | | | \$62,262.11 |
| MNTN | | | | | | \$60,570.39 |
| Logicbroker | | | | | | \$56,250.00 |
| Tire Agent | | | | | | \$48,975.60 |
| Experian | | | | | | \$46,763.69 |
| Marqeta, Inc. | | | | | | \$45,103.63 |
| Troutman Pepper Hamilton Sanders LLP | | | | | | \$44,942.90 |
| Amazon Web Services | | | | | | \$44,630.02 |
| Workiva | | | | | | \$44,625.00 |
| BloomReach, Inc | | | | | | \$41,812.07 |
| Connect Distributors | | | | | | \$37,544.05 |
| Katz Baskies & Wolf PLLC | | | | | | \$30,000.00 |

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

FLEXSHOPPER, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 25-____ (____)

Joint Administration Requested

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
AND LIST OF EQUITY INTEREST HOLDERS PURSUANT TO
FED. R. BANKR. P. 1007(a)(1), 1007(a)(3), AND 7007.1**

Pursuant to rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtors and debtors in possession hereby state as follows:

1. A list of Debtor FlexShopper, Inc.'s equity interest holders, their addresses, and the nature of their equity interests is attached hereto as **Exhibit A**.² No publicly traded corporation owns more than 10% of FlexShopper, Inc.'s equity interests.
2. Debtors FlexShopper, LLC, FlexLending, LLC, Flex Revolution, LLC, FlexRetail, LLC, and Flex TX, LLC, are each 100% owned by Debtor FlexShopper, Inc.
3. Debtors Flex TX Funding LLC and Flex TX CAB, LLC, are each 100% owned by Debtor Flex TX, LLC.

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal EIN, are FlexShopper, Inc. (6087); FlexShopper, LLC (0385); FlexLending, LLC (5373); FlexRevolution, LLC (4102); FlexRetail, LLC (5129); Flex TX, LLC (6818); Flex TX Funding, LLC (2754); and Flex TX CAB, LLC (3656). The Debtors' mailing address is 901 W Yamato Road, Suite 260 Boca Raton, FL 33431.

² As of December 3, 2025.

Exhibit A

List of FlexShopper, Inc.'s Equity Interest Holders

| Name & Address | Number of Shares | Class of Stock |
|---|------------------|----------------|
| Cede & Co. | 24,028,551 | Common |
| NRNS Capital Holdings, LLC 7809 Galleon Ct. Parkland, FL 33067-2349 | 1,507,395 | Common |
| Waterfall Eden Master Fund Ltd. 1140 Avenue of the Americas 7th Floor, New York, NY 10036-5803 | 883,118 | Common |
| H. Russel Heiser Jr. 901 Yamato Road Ste 260 Boca Raton, FL 33434 | 770,277 | Common |
| Waterfall Delta Offshore Master Fund LP 1140 Avenue of the Americas 7th Floor, New York, NY 10036-5803 | 495,251 | Common |
| Waterfall Sandstone Fund LP 1140 Avenue of the Americas 7th Floor, New York, NY 10036-5803 | 251,178 | Common |
| Marc Malaga 1250 Spanish River Rd. Boca Raton, FL 33432-7706 | 174,749 | Common |
| Andrew Schwartz 7474 NE Bay Cove Ct. Boca Raton, FL 33487-1714 | 167,303 | Common |
| Middlemarch Partners LLC 125 Park Ave Ste 1700 NEW YORK, NY 10017-5529 | 137,500 | Common |
| Adolfo Carmona & Donna H. Carmona 99 Valley Rd. Unit E Cos Cob, CT 06807 | 45,455 | Common |
| BF Investments Enterprises Ltd. 17601 Middlebrook Way Boca Raton, FL 33496-1021 | 40,000 | Common |
| Premchand Beharry & Sacha Beharry 18-20 Orchid Dr. Endeavour Chaguanas 501101 | 25,000 | Common |
| Joseph O. Manzi 143 Campbell Ct. Shrewsbury, NJ 07702-4593 | 20,000 | Common |
| MK Family Holdings LLC 1250 Spanish River Rd. Boca Raton, FL 33432-7706 | 20,000 | Common |
| Bruce P. Inglis & Nancy M. Inglis 5587 Dutch St. Dundee, NY 14837-9746 | 18,519 | Common |
| RBC Capital Markets LLC 60 S 6th St. Fl 9 Minneapolis, MN 55402-4400 | 16,966 | Common |

| | | |
|--|--------|--------|
| B&C Family Partners LLC 2911 Banyan Boulevard Cir. NW Boca Raton, FL 33431-6327 | 15,000 | Common |
| AAR Account Family Limited 11 Rolling Hill Rd Old Westbury, NY 11568- 1013 | 12,500 | Common |
| Thomas A. Buck & Barbara A. Buck 7033 Oak Park Dr. Gibsonia, PA 15044-6184 | 10,000 | Common |
| David Cherry 12 Derryhirk Rd. Tullyroan Dungannon County, UK | 10,000 | Common |
| Chad Cook 8415 Big Bend Dr. Sugar Land, TX 77479-6940 | 10,000 | Common |
| Papken S Der Torossian 21978 Via Regina Saratoga, CA 95070-4864 | 10,000 | Common |
| Anthony Farello 19 E Carver St. Huntington, NY 11743 | 10,000 | Common |
| Calvin Haddad & Babette Haddad 400 SE 5th Ave Apt 604N Boca Raton, FL 33432-5620 | 10,000 | Common |
| Abdul M. Jamal 6065 Hillcroft St. Ste 109 Houston, TX 77081- 1005 | 10,000 | Common |
| Luanne Jones 13022 Elmington Dr. Cypress, TX 77429-2062 | 10,000 | Common |
| Cari Olson 4015 Bay Shore Dr. Missouri City, TX 77459- 1811 | 10,000 | Common |
| Roger Ramsey 6 Eaton Sq. Houston, TX 77027-3109 | 10,000 | Common |
| Russell Smith 5940 230th Ave Newell, IA 50568-7608 | 10,000 | Common |
| Clayton A Struve 175 W Jackson Blvd Ste 440 Chicago, IL 60604- 3029 | 10,000 | Common |
| Randall J Wolfe 4000 Kruse Way Pl, Ste 3-245 Lake Oswego, OR 97055-5596 | 10,000 | Common |
| Guy V. Wood 400 Inwood St. Benbrook, TX 76126-3056 | 10,000 | Common |
| William J. Bolt Trust 611 NW Wallula Ave Gresham, OR 97030 | 10,000 | Common |
| Imtwood Ltd. 58 Beaumont Drive East Lismore NSW 2480 New South Wales, Australia | 10,000 | Common |

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|---|-------|--------|
| Megan Irons 4789 NW 98th Ln. Coral Springs, FL 33076-2809 | 9,278 | Common |
| Ronald E Furrow & Anna C. Furrow 2290 County Road 34 S Quincy, OH 43343-9706 | 6,666 | Common |
| Richard Huckerby & Barbara Huckerby Manna Oast - Oast Court Yalding Maldstone Kent ME186JY, Uk | 6,331 | Common |
| Simon Mordzynski Trust 6 Birchwood Dr. Livingston, NJ 07039-3303 | 6,260 | Common |
| Babette Haddad Revocable Trust 400 SE 5th Ave Apt 604N Boca Raton, FL 33432-5620 | 6,260 | Common |
| Lawrence Geller 755 NE 32nd St. Boca Raton, FL 33431-6918 | 6,250 | Common |
| Constance Pradelli Irrevocable Trust 2911 Banyan Boulevard Cir NW Boca Raton, FL 33431-6327 | 6,250 | Common |
| Isamu Dekiya 1500 E Higgins Rd Ste C Elk Grove Village, IL 60007-1633 | 6,250 | Common |
| Malcolm David Hubbert 37 Manurere Rise Matakoho 0593, New Zealand | 6,229 | Common |
| Premchand Beharry & Sacha Beharry 18-20 Orchid Drive Endeavour Chaguanas 501101 | 6,224 | Common |
| Aki Hiraga Asao-Ku Kawasaki City Kanagana 215-0013, Japan | 5,888 | Common |
| Angelo Tigri 18 Benedict Rd. Staten Island, NY 10304-1202 | 5,888 | Common |
| Bruce Gibbard 52 Sir Joseph Banks Drive Pelican Waters QLD 45510, Australia | 5,464 | Common |
| Midos Investments Ltd. 147 Stamford Hill London N165LG, UK | 5,461 | Common |
| Peter John Edmonds S Spaxton Rd. Bridgewater Somerset TA67JG, UK | 5,461 | Common |
| Renea Johnson 18519 Ne 26th Dr. Vancouver, WA 98684 | 5,111 | Common |
| Trent Agnew 12411 Cobblestone Dr. Houston, TX 77024-4904 | 5,000 | Common |

| | | |
|---|-------|--------|
| Curt A. Christeson 11687 Savona Way Orlando, FL 32827-7241 | 5,000 | Common |
| Donald T. Clemetson 566 Saint George Rd. Danville, CA 94526-6230 | 5,000 | Common |
| RBC Capital Markets LLC Cust. FBO Jason Eisenbeis Integration Consulting SPE-IRA 60 S 6th St. Mailstop:P9 Minneapolis, MN 55402-4400 | 5,000 | Common |
| Marc H. Flicker 18 EDGEWOOD RD - - YARDLEY PA 19067-3166 | 5,000 | Common |
| Samuel Gaby 12 Spaulding St. Concord, NH 03301 | 5,000 | Common |
| Avijit Ghosh 205 E Sherwin Cir. Urbana, IL 61802-7127 | 5,000 | Common |
| Pamela Gingold 13 Landmark Northfield, IL 60093-3452 | 5,000 | Common |
| Charlie D. Langwell 3414 Amburst Dr. Amarillo, TX 79109 | 5,000 | Common |
| Kathleen Lockwood 551 Thomas St. Stroudsburg, PA 18360-2104 | 5,000 | Common |
| Adam McCarthy 2521 Technology Dr. Ste 205A Elgin, IL 60124- 7897 | 5,000 | Common |
| Justin Metzl 1521 S Palmway Lake Worth, FL 33460-5765 | 5,000 | Common |
| Florence K. Simons Trust 1912 Highway 72 Bridger, MT 59014-9596 | 5,000 | Common |
| Richard Vaclavik 2505 Pebble Dr. Granbury, TX 76048 | 5,000 | Common |
| Mark Whitmore 67 Rensselaer Rd. Essex Fells, NJ 07021-1403 | 5,000 | Common |
| Wayne Winget 3971 US Highway 60 Hereford, TX 79045-7291 | 5,000 | Common |
| Brett Wyland & Marci Wyland Trust 3823 E Summitridge Ln. Orange, CA 92867- 2122 | 5,000 | Common |
| Jacob L. Duzsik 4811 Bonvue Ave Los Angeles, CA 90027-1104 | 5,000 | Common |
| Stephen Lesser 11342 178th Pl. NE Redmond, WA 98052-2364 | 5,000 | Common |
| RBC Capital Markets LLC Cust. FBO Eugene L. Tinker 3238 Lakeside Dr. Eugene, OR 97401-1590 | 4,546 | Common |
| Yogesh Farswani | 4,546 | Common |

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|--|-------|--------|
| 400 Main St. MS 107-89 East Hartford, CT 06118-1873 | | |
| Howard Richmond 31913 SE 28th St. Fall City, WA 98024-7701 | 4,200 | Common |
| Gil Bakal 24 Spielman Rd. Fairfield, NJ 07004 | 4,137 | Common |
| Christopher Hermann 937 NW Glisan St. Unit 1037 Portland, OR 97209-3265 | 4,091 | Common |
| Cookie Joe 1415 Highway 6 # A-100 Sugar Land, TX 77478-4987 | 3,970 | Common |
| Carl Rosen 19808 Dinner Key Dr. Boca Raton, FL 33498- 4504 | 3,832 | Common |
| Abraham Bakal 24 Spielman Rd. Fairfield, NJ 07004-3412 | 3,750 | Common |
| Jason Eisenbeis 1617 Norwood Dr. Eagan, MN 55122-2724 | 3,637 | Common |
| Kamil Danczuk 6460 NW 41st St. Coral Springs, FL 33067-3010 | 3,637 | Common |
| Stacey Lyons 3825 Daphne Ave Palm Beach Gardens, FL 33410-4730 | 3,333 | Common |
| Marc Flicker 18 Edgewood Rd. Yardley, PA 19067-3166 | 3,333 | Common |
| James M. Parr PO Box 210567 Auke Bay, AK 99821-0567 | 3,130 | Common |
| George Blacklidge & James Blacklidge Dove Cote Farms - Clayton Lee Woods Chorlie Lancashire PR67EP, UK | 3,000 | Common |
| Geoffrey Goodwin Coombeshead Farmhouse Diptford Totnes Devon TQ97NG, UK | 2,977 | Common |
| John Schleyer 98 Twigkenham Dr. Richboro, PA 18954-1407 | 2,974 | Common |
| Andrew Roberts & Penny Roberts #52 Crossbones Close PO Box F60195 Freeport | 2,944 | Common |
| Fredric Mintz 11 E 86th St. #8C New York, NY 10028-0501 | 2,837 | Common |
| Amit Sanger 8 Berkeley St. Mayfair London W1J8DN, UK | 2,730 | Common |
| Joseph Chulick Revocable Living Trust 26 8th Ave Kirkland, WA 98033-5511 | 2,730 | Common |
| Jason Chiriano 12970 Sycamore Ln. Yucaipa, CA 92399-5733 | 2,546 | Common |

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|---|-------|--------|
| Francis E. Belmont 500 5th Ave Ste 2440 New York, NY 10110-1999 | 2,500 | Common |
| Euram International Inc. 500 5th Ave Ste 2440 New York, NY 10110-1999 | 2,273 | Common |
| Zorah Modi 11364 NW 65th Ct. Parkland, FL 33076-3705 | 2,273 | Common |
| Kennedy Covington Lobdell & Hickman LLP 214 N Tryon St. Fl 47 Charlotte, NC 28202-1078 | 1,667 | Common |
| Timothy Martin 21701 NE 73rd Pl. Redmond, VA 98053 | 1,500 | Common |
| Spring Sunshine Corporation 240 Central Park S Apt 14D New York, NY 10019-1458 | 1,333 | Common |
| Erika Ruth Rodwell 8488 Orhan St. Canton, MI 48187-4223 | 1,000 | Common |
| Kathryn Cheung 2232 Techny Rd. Northbrook, IL 60062-6636 | 1,000 | Common |
| Adrienne Grody 2100 DEER PARK AVE STE 1A - - DEER PARK NY 11729 | 500 | Common |
| Barbara Morse 2100 Deer Park Ave Ste 1a Deer Park, NY 11729 | 500 | Common |
| Brian Bathgate 15 New Battle Road Dalkeith EH223DA, UK | 500 | Common |
| Nerio Lara 1114 Legacy Oaks Cir. Roswell, GA 30076-4839 | 122 | Common |
| Stephen Lewin Unit 12a - Autumn Park Ind Estate Grantham Lincs NG317DD, UK | 45 | Common |
| Georgia Department of Revenue Unclaimed Property Section 4125 Welcome All Rd. Suite 701 Atlanta, GA 30349 | 27 | Common |
| Sysco USA I Inc. 1390 Enclave Pkwy. Houston, TX 77077-2025 | 11 | Common |
| SSM Health Care Corporation 12800 Corporate Dr. Saint Louis, MO 63131 | 9 | Common |
| Sunscript Pharmacy Corporation 101 E State St. Kennett Square, PA 19348-3109 | 8 | Common |
| US Dept. of the Treasury DMSOC West Bureau of Fiscal Service | 7 | Common |

| | | |
|---|-------|-------------|
| C/O D Vazquez Box 149058 Austin, TX 78714-9058 | | |
| Neary Penco PO Box 214 Trenton, NJ 08695-0214 | 7 | Common |
| Fedex Corp Services Inc 30 Fedex Pkwy. 1st Floor Collierville, TN 38017 | 6 | Common |
| Florida Dept. of Financial Services C/O Avenu Insights & Analytics 100 Hancock St Fl 10 Quincy, MA 02171-1794 | 4 | Common |
| Medclinic Texas 13722 Embassy Row San Antonio, TX 78216-2000 | 3 | Common |
| Waste Management 800 Capitol St Ste 3000 Houston, TX 77002 | 3 | Common |
| Ohio Department of Commerce Division of Unclaimed Property 77 S High St Fl 20 Columbus, OH 43215-6108 | 3 | Common |
| Flaghouse, Inc. 601 US Highway 46 W Hasbrouck Heights, NJ 07604-3118 | 2 | Common |
| SSM Health Care Corporation 12800 Corporate Dr. Saint Louis, MO 63131 | 1 | Common |
| Waste Management | 1 | Common |
| New Mexico Taxation and Revenue | 1 | Common |
| City of Salem 101 S Broadway Ave Salem, IL 62881-1600 | 1 | Common |
| Arizona Unclaimed Property Unit | 1 | Common |
| Gary Clarke C/O Docklands Auctions 2000 Park Wharf Evelyn St. London SE85RJ, UK | 4,939 | Preferred 1 |
| Hiroshi Kondo 535 Marriott Dr. Ste 600 Nashville, TN 37215-5093 | 671 | Preferred 1 |
| Bruce Gibbard 52 Sir Joseph Banks Dr. Pelican Water QLD 45510, Australia | 1,525 | Preferred 1 |
| Richard Binnie 18 Albert St. Kibworth Harcourt Leicestershire LE80NA, UK | 783 | Preferred 1 |
| Michael Phillips C/O Mike Phillips Associates Great Ballard Lodge Fernhill BH255ST, UK | 6,185 | Preferred 1 |

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| Jack Busselle 900 Wilshire Dr. Ste 350 Troy, MI 48084-1646 | 12,408 | Preferred 1 |
| Jon Janisse 2305 Via Zafiro San Clemente, CA 92673-3901 | 1,591 | Preferred 1 |
| Andrew Fife 162 Chimin Du Rey D'Agneou Vidauban 83550, France | 3,806 | Preferred 1 |
| Michael James Lane 37 Woodlands Ave Walsall West Midlands WS5 3LN, UK | 1,525 | Preferred 1 |
| John Nicholson Charles Russell Speechlys LLP One London Square Cross Lanes Guildford Surrey GU1 1UN, UK | 855 | Preferred 1 |
| Humphrey Johnson 43 Danesway Walton Le Dale Preston PR5 4UK, UK | 783 | Preferred 1 |
| Rees Vernon Bartlett Hilton Lodge High Park Crescent Dudley West Midlands DY31QY, UK | 6,259 | Preferred 1 |
| Robert Gillings Ballaglonney Ronague Castletown IM94HG, UK | 725 | Preferred 1 |
| Premchand Beharry & Sacha Khem Beharry 18-20 Orchid Dr. Endeavour Chaguanas | 671 | Preferred 1 |
| Lets Go Summer School C/O Kevin O'Brien | 1,591 | Preferred 1 |
| David Cherry & Co 12 Derryhirk Rd. – Tullyroan Dungannon County Tryone BT716NH, UK | 6,871 | Preferred 1 |
| Buechel Family 1645 Village Center Cir. Ste 170 Las Vegas, NV 89134-6371 | 31,812 | Preferred 1 |
| Midos Investments Ltd 147 Stamford Hill London N165LG, UK | 1,521 | Preferred 1 |
| Philip Wiggins 268 Allerton Rd. Liverpool L186JP, UK | 762 | Preferred 1 |
| J Lowe Preston Farm Ind Estate Vickers Closer Stocton on Trees Cleveland TS181JK, UK | 916 | Preferred 1 |
| Daniel Carty Morwellon Staverton Road Daventry Northamts, UK | 1,281 | Preferred 1 |
| Nicholas Horniman Meredith Tibberton Gloucestershire GL28DZ, UK | 362 | Preferred 1 |

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| John Steward Maidstone Road Paddock Wood Kent TN126QN, UK | 2,370 | Preferred 1 |
| Stephen Lewin Unit 12A – Autumn Park Ind Estate Grantham Lincs NG317DD, UK | 671 | Preferred 1 |
| John Grant Allen Cranes Farm Road Basildon Essex SS143JD, UK | 762 | Preferred 1 |
| Julian C Bradely Shenley Rd. TN279HX, UK | 859 | Preferred 1 |
| John P Barnard & Joanne F. Barnard Unit 1 Northam Business Center Southampton SO145RP, UK | 362 | Preferred 1 |
| Leslie E Larson 8101 E Dartmouth Ave Unit 70 Denver, CO 80231-4260 | 762 | Preferred 1 |
| Yojiro Ishibashi 2-20-20 Goko Matsudo Cita Chiba 2702213, Japan | 6,223 | Preferred 1 |
| Kuldip Singh Hunjan 132 King Lane Leeds West Yorkshire LS176EH, UK | 12,370 | Preferred 1 |
| Geoffrey Goodwin Coombes Farmhouse Diptford Totnes Devon T!97NG, UK | 335 | Preferred 1 |
| Richard WH Gamble Unit 6-8 Victory Trad Estate Kiln Road Portsmouth Hamts PO35LD, UK | 2,355 | Preferred 1 |
| George Blacklidge & James Blacklidge Dove Cote Farms – Clayton Lee Woods Chorlie Lancashire PR67EP, UK | 366 | Preferred 1 |
| Aki Hiraga Asao-Ku Kawasaki City Kanagana 215-0013, Japan | 671 | Preferred 1 |
| Andrew Roberts & Penny Roberts PO Box 60195 Freeport | 362 | Preferred 1 |
| Scirard Roger Lancelyn Green Poulton Road Bebington Wirral Merseyside CH639LN, UK | 605 | Preferred 1 |
| Lalji Vekaria Unit 27 Cygnus Business Centre Dalmeyer Road Willesden London NW102XA, UK | 12,519 | Preferred 1 |
| Robert Gillings Ballaglonney Ronague Castletown IM94HG, UK | 654 | Preferred 1 |
| Lalji Vekaria & Vanita Vekaria | 391 | Preferred 1 |

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| Unit 27 Cygnus Business Centre Dalmeyer Road Willesden London NW102XA, UK | | |
| Jes Johansen 34 Joo Koon Rd. 628986, Singapore | 427 | Preferred 1 |
| Brian Bathgate 15 New Battle Road Dalkeith EH223DA, UK | 3,047 | Preferred 1 |
| David Martin 11 Westgate Southwell Notts NG250JN, UK | 391 | Preferred 1 |
| Rupert White New Barn Farm Liphook Hampts GU307JU, UK | 762 | Preferred 1 |
| Brian Mason Trust Anz House Main Rd. Avarua Rarotonga, Cook Islands | 4,000 | Preferred 1 |
| Efraim B Martina Ma Louisa Kaya B-7 Curacao | 362 | Preferred 1 |
| Peter John Edmonds S Spaxton Road Bridgewater Somerset TA67JG, UK | 855 | Preferred 1 |
| Robert Flavin 14 Markhams Stanford Le Hope SS177EP, UK | 795 | Preferred 1 |
| Daniel E Bush & Sue A Bush TTEES 4690 Wyatt Rd. Traverse City, MI 49684-8954 | 783 | Preferred 1 |
| Amit Sanger 8 Berkeley St. Mayfair London W1J8DN, UK | 726 | Preferred 1 |
| Jiu Ping Zhang 20511 43rd Ave Bayside, NY 11361-2619 | 2,562 | Preferred 1 |
| Shoichi Imazu & Theresa C. Imazu 106 Jarvis Ave Staten Island, NY 10312-5772 | 59 | Preferred 1 |
| William Bongiorno 690 Bay St. Staten Island, NY 10304-3830 | 732 | Preferred 1 |
| William Anthony 101 Wright Rd. Rockville Centre, NY 11570- 1238 | 795 | Preferred 1 |
| Mio Lum & Moon Lai Lum 161 Ritchie Dr. Yonkers, NY 10705-4516 | 12,519 | Preferred 1 |
| John Schleyer 98 Twigkenham Dr. Richboro, PA 18954-1407 | 335 | Preferred 1 |
| Angelo Tigri 18 Benedict Rd. Staten Island, NY 10304-1202 | 1,591 | Preferred 1 |
| Cor Clearing LLC 1299 Farnam St. Ste 800 Omaha NE 68102-1916 | 1,000 | Preferred 1 |
| Jean Desantis 60 Old Farmers Ln. Staten Island, NY 10304- 1439 | 1,525 | Preferred 1 |
| Isamu Dekiya | 1,591 | Preferred 1 |

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| 1500 E Higgins Rd. Ste C Elk Grove Village, IL 60007-1633 | | |
| Fredric Mintz 11 E 86th St. #8C New York, NY 10028-0501 | 726 | Preferred 1 |
| Noburo Muto & Sumiko Muto 1625 Ardwick Dr. Hoffman Est, IL 60169-6738 | 4,270 | Preferred 1 |
| B2 FIE V LLC 650 Newport Drive, Newport Beach, CA 92660 | 20,000 | Preferred 2 |
| MCP-FS, LP 52 Lockwood Ave, Old Greenwich, CT 06870 | 1,802 | Preferred 2 |
| Middlemarch Defined Benefit Plan 52 Lockwood Ave, Old Greenwich, CT 06870 | 150 | Preferred 2 |

**JOINT WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF**

FLEXSHOPPER, INC.
(Delaware corporation),

**FOR ITSELF AND
AS THE SOLE MEMBER OF EACH
OF**

FLEXSHOPPER, LLC
(North Carolina limited liability company), and

FLEXLENDING, LLC
(Delaware limited liability company), and

FLEX REVOLUTION, LLC
(Delaware limited liability company), and

FLEXRETAIL LLC
(Florida limited liability company), and

FLEX TX, LLC
(Delaware limited liability company)

-AND-

**WRITTEN CONSENT OF
FLEX TX, LLC,
AS THE SOLE MEMBER OF**

FLEX TX FUNDING LLC
(Florida limited liability company),

-AND-

**WRITTEN CONSENT OF
FLEX TX FUNDING LLC,
AS THE SOLE MEMBER OF**

FLEX TX CAB, LLC
(Florida limited liability company)

December 22, 2025

Each of the undersigned, constituting all of the members of the board of directors (the “**Board**”) of FlexShopper, Inc., a Delaware corporation (the “**Company**”); the Company, acting in its capacity as sole member of each of Flex Shopper, LLC, a North Carolina limited liability company (“**FlexShopper**”), Flex Revolution, LLC, a Delaware limited liability company (“**Revolution**”), Flex TX, LLC, a Delaware limited liability company (“**Flex TX**”), FlexLending, LLC, a Delaware limited liability company (“**Lending**”), and FlexRetail LLC, a Florida limited liability company (“**Retail**”); Flex TX acting in its capacity as sole member of Flex TX Funding LLC (“**TX Funding**”), a Florida limited liability company; and TX Funding acting in its capacity as sole member of Flex TX CAB LLC, a Florida limited liability company (“**TX CAB**” and collectively with FlexShopper, Revolution, Flex TX, Lending, Retail, and TX Funding, the “**Subsidiaries**” and each, individually, a “**Subsidiary**”, and the Subsidiaries and the Company, collectively, the “**Company Group**” and each, individually, a “**Company Group Entity**”), do hereby, pursuant to, as applicable, Section 141(f) of the Delaware General Corporate Law, the Delaware Limited Liability Company Act, the North Carolina Limited Liability Company Act and the Florida Revised Limited Liability Company Act, vote for, adopt, approve and consent to the adoption of the following resolutions and the actions contemplated hereby, it being the understanding and intention that the execution of this written consent is in lieu of the holding of a meeting of the Board and a meeting of the sole member of each of the Subsidiaries:

WHEREAS, the Board having reviewed and considered certain materials presented by the management of the Company Group and the Company Group’s financial and legal advisors; including, but not limited to, materials regarding the liabilities and obligations of each Company Group Entity, the liquidity of the Company Group, strategic alternatives available to the Company Group, and the effect of the foregoing on the Company Group’s business, and the Board having had an adequate opportunity to consult such persons regarding the materials presented, obtain additional information, and to fully consider each of the strategic alternatives available to each Company Group Entity;

WHEREAS, the Board having been briefed on the proposed voluntary bankruptcy petition to be filed by each Company Group Entity in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) for relief under the provisions of chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”);

WHEREAS, management, legal advisors, and financial advisors having presented the Board with the material terms of an agreement for the certain debtor-in-possession financing agreement (together with all exhibits and schedules thereto, the “**DIP Credit Agreement**” and together with such financing obligations, the “**DIP Facility**”) with ReadySett LLC, as the lender (the “**DIP Lender**”), and associated use of cash collateral, to be further documented in proposed interim and final orders (together, the “**DIP Orders**,” and collectively with the DIP Credit Agreement, the “**DIP Documents**”) to be submitted for approval of the Bankruptcy Court;

WHEREAS, use of the DIP Facility is intended, among other things, for post-petition working capital, to fund fees and expenses in connection with a sale process and other general corporate purposes of the Debtors, including the payment of professional fees and expenses and

other administrative expenses in the Cases, as well as the other purposes set forth in the DIP Documents;

WHEREAS, in connection with seeking relief under the provisions of chapter 11 of the Bankruptcy Code, the Board proposes to continue the existing consumer leased and financed goods receivables securitization program (the “**Securitization Program**”), including authorizing the applicable Company Group Entities to, and/or to direct their non-debtor subsidiaries to, enter into and/or otherwise perform under all agreements, amendments, restatements, supplements, and instruments entered into in connection with the Securitization Program (collectively, the “**Securitization Transaction Documents**”), including that certain *Amendment No. 4 to Credit Agreement* (as may be amended, restated, supplemented or otherwise modified from time to time, the “**Warehouse Credit Agreement Amendment**”) by and among non-debtor FlexShopper 2, LLC, as borrower, Computershare Trust Company, National Association, as paying agent, the lenders from time to time party thereto, and Powerscourt Investments 50, LP, as administrative agent.

WHEREAS, in connection with seeking relief under the provisions of chapter 11 of the Bankruptcy Code, the Board proposes to undertake a sale of certain of the Company Group’s assets and businesses memorialized by a purchase agreement, dated December [22], 2025 (the “**APA**”), by and between the Company, FlexShopper, and Lending (the “**Sellers**” and each, individually, a “**Seller**”) and ReadySett LLC, substantially in the form reviewed by the Board; and

WHEREAS, the Board having determined that the APA is fair and reasonable, and that it is in the best interests of the Sellers and the Company Group that the Sellers enter into the APA and seek approval of the APA by the Bankruptcy Court.

CHAPTER 11 FILING

NOW THEREFORE, BE IT RESOLVED, that each Company Group Entity file a petition in the Bankruptcy Court seeking relief under the provisions of chapter 11 of the Bankruptcy Code (the “**Chapter 11 Cases**”), in which the authority to operate as a debtor in possession will be sought, and the filing of such petition is authorized hereby; and it is further

RESOLVED, that Matthew Doheny and each other officer of each Company Group Entity (the “**Authorized Officers**”) be, and each acting individually hereby is, authorized, empowered and directed, directly in the name and on behalf of each Company Group Entity (and on behalf of any Company Group Entity acting on behalf of any Subsidiary thereof) to execute and verify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court at such time as the Authorized Officers executing the same shall determine it to be in the best interests of such Company Group Entity, the causing of such action to be conclusive evidence of such determination; and it is further

RESOLVED, that the Authorized Officers be, and each acting individually hereby is, authorized, empowered and directed in the name and on behalf of each Company Group Entity

directly (and on behalf of any Company Group Entity acting on behalf of any Subsidiary thereof), to cause each Company Group Entity, to execute and file or cause to be executed and filed and to delegate or direct others to do so on behalf of any Company Group Entity all documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants, financial advisors or other professionals and to take any and all other action which such Authorized Officers deem necessary or appropriate in connection with the Chapter 11 Cases contemplated hereby, the taking of any such action to be conclusive evidence of such determination and the authority therefor; and it is further

RETENTION OF ADVISORS

RESOLVED, that the law firm of Morris, Nichols, Arsht & Tunnell LLP be, and hereby is, employed to render legal services to, and to represent, the Company Group in connection with the Chapter 11 Cases and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that GlassRatner Advisory & Capital Group, LLC, be, and hereby is, employed to provide financial advisory services to the Company Group in connection with the Chapter 11 Cases, and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that Two Roads Advisors LLC, be, and hereby is, employed to provide investment banking services to the Company Group in connection with the Chapter 11 Cases, and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that Epiq Corporate Restructuring, LLC, be, and hereby is, employed to provide claims agent, administrative agent, and solicitation services to the Company Group in connection with the Chapter 11 Cases, and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve, and it is further

DIP DOCUMENTS

RESOLVED, that in connection with the Chapter 11 Cases, the Authorized Officers be, and each acting individually hereby is, authorized, directed and empowered in the name of and on behalf of each applicable Company Group Entity (and on behalf of any Company Group Entity acting on behalf of any Subsidiary thereof), as debtor and debtor in possession, to negotiate, agree to, and to the extent applicable, execute and deliver, and cause such Company Group Entity to perform its obligations under, the DIP Documents, with such changes therein and additions thereto as shall be deemed necessary, appropriate, or advisable by the Authorized Officer executing the

same in the name and on behalf of any such Company Group Entity, such approval to be evidenced conclusively by such execution thereof; and it is further

RESOLVED, that the Authorized Officers be, and each acting individually hereby is, authorized, directed and empowered in the name of and on behalf of each applicable Company Group Entity (and on behalf of any Company Group Entity acting on behalf of any Subsidiary thereof), to execute, deliver and cause such Company Group Entity to perform its obligations under such other agreements, certificates, instruments, collateral documents, mortgages, guarantees, notices and any and all other documents that any Authorized Officer may deem necessary or appropriate in connection with the DIP Documents and/or the pledge of collateral in connection therewith, the execution by an Authorized Officer to be deemed conclusive evidence of such determination, and such other agreements related to the DIP Documents that any Authorized Officer may deem appropriate for and in the best interests of each applicable Company Group Entity, each on terms that such Authorized Officer may deem necessary, appropriate or advisable for the consummation of the transactions contemplated thereby and hereby, the execution by such Authorized Officer to be deemed conclusive evidence of such determination; and it is further

SECURITIZATION TRANSACTION DOCUMENTS

RESOLVED, that in connection with seeking relief under the provisions of chapter 11 of the Bankruptcy Code, the Board proposes to continue the existing consumer leased and financed goods receivables securitization program (the “***Securitization Program***”), including authorizing the applicable Company Group Entities to, and/or to direct their non-debtor subsidiaries to, enter into and/or otherwise perform under all agreements, amendments, restatements, supplements, and instruments entered into in connection with the Securitization Program (collectively, the “***Securitization Transaction Documents***”), including that certain *Amendment No. 4 to Credit Agreement* (as may be amended, restated, supplemented or otherwise modified from time to time, the “***Warehouse Credit Agreement Amendment***”) by and among non-debtor FlexShopper 2, LLC, as borrower, Computershare Trust Company, National Association, as paying agent, the lenders from time to time party thereto, and Powerscourt Investments 50, LP, as administrative agent.

RESOLVED, that in connection with the Chapter 11 Cases, the Authorized Officers be, and each acting individually hereby is, authorized, directed and empowered in the name of and on behalf of each applicable Company Group Entity (and on behalf of any Company Group Entity acting on behalf of any Subsidiary thereof), as debtor and debtor in possession, to negotiate, agree to, and to the extent applicable, execute and deliver, and cause such Company Group Entity to perform its obligations under, and/or to direct their non-debtor subsidiaries to perform their respective obligations under, the Securitization Transaction Documents, including the Warehouse Credit Agreement Amendment, with such changes therein and additions thereto as shall be deemed necessary, appropriate, or advisable by the Authorized Officer executing the same in the name and

on behalf of any such Company Group Entity, such approval to be evidenced conclusively by such execution thereof; and it is further

RESOLVED, that the Authorized Officers be, and each acting individually hereby is, authorized, directed and empowered in the name of and on behalf of each applicable Company Group Entity (and on behalf of any Company Group Entity acting on behalf of any Subsidiary thereof), to execute, deliver and cause such Company Group Entity or each of its non-debtor subsidiaries to perform its obligations under such other agreements, certificates, instruments, collateral documents, mortgages, guarantees, notices and any and all other documents that any Authorized Officer may deem necessary or appropriate in connection with the Securitization Transaction Documents and/or the pledge of collateral in connection therewith, the execution by an Authorized Officer to be deemed conclusive evidence of such determination, and such other agreements related to the Securitization Transaction Documents that any Authorized Officer may deem appropriate for and in the best interests of each applicable Company Group Entity, each on terms that such Authorized Officer may deem necessary, appropriate or advisable for the consummation of the transactions contemplated thereby and hereby, the execution by such Authorized Officer to be deemed conclusive evidence of such determination; and it is further

PROPOSED SALE TRANSACTION

RESOLVED, that it is appropriate and in the best interests of each applicable Company Group Entity to enter into, execute, deliver and, subject to approval by the Bankruptcy Court, perform the transactions, and any and all other agreements, instruments, and documents necessary, desirable or advisable to carry out the transactions contemplated by the APA, with such changes, additions, and modifications thereto as the Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by such Authorized Officer's execution and delivery thereof; and it is further

RESOLVED, that the form, terms, and provisions of, the execution and delivery of, and, subject to approval by the Bankruptcy Court, the performance of the transactions and obligations contemplated by the APA be, and they hereby are, authorized, approved, and adopted in all respects and the Authorized Officers be, and each acting individually hereby is, authorized, in the name and on behalf of each Company Group Entity (and on behalf of any Company Group Entity acting on behalf of any Subsidiary thereof) to (i) execute and deliver the APA, (ii) cause such Company Group Entity to perform its obligations thereunder, and (iii) take all actions contemplated thereby; and it is further

RESOLVED, that the Authorized Officers be, and each acting individually hereby is, authorized and empowered, on behalf of and in the name of each Seller and each other applicable Company Group Entity, to execute, deliver, verify and/or file, or cause to be executed, delivered, verified and/or filed the APA and all other documents (including without limitation, all petitions,

affidavits, statements, schedules, motions, lists, applications, pleadings, and other papers) with such changes therein and additions thereto as such Authorized Officers, in their sole discretion, may deem necessary, convenient, appropriate, advisable or desirable, the execution and delivery of such document with any changes thereto by such Authorized Officer to be conclusive evidence that such Authorized Officers deemed such changes or additions to meet such standard; and it is further

FEEES AND EXPENSES

RESOLVED, that the Authorized Officers be, and each acting individually hereby is, empowered and directed, in the name and on behalf of each Company Group Entity, to incur and pay or cause to be paid all such fees and expenses as in their or his judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions, the making of any such payment conclusively to evidence the due authorization; and it is further

GENERAL

RESOLVED, that the Authorized Officers be, and each acting individually hereby is, authorized, empowered and directed, directly in the name and on behalf of each Company Group Entity (and on behalf of any Company Group Entity acting on behalf of any Subsidiary thereof), to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, certificates, undertakings, instruments and any and all other documents and amendments as in their or his judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

RESOLVED, that the Authorized Officers be, and each acting individually hereby is, authorized, empowered and directed, on behalf of and for and in the name of each Company Group Entity, to amend, supplement or otherwise modify from time to time the terms of any agreements, undertakings, documents, certificates, instruments, agreements or other writings referred to in the foregoing resolutions; and it is further

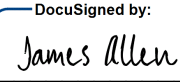
RESOLVED, that any and all actions heretofore taken by any member of the Board, any Authorized Officer or any agent of any Company Group Entity consistent with the purpose and intent of the foregoing resolutions are hereby authorized, ratified, approved, confirmed and adopted in all respects as the acts and deeds of the applicable Company Group Entity as fully as if such actions had been presented to the Board for their prior approval.

This written consent may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and all of which shall together constitute one and the same instrument. Counterparts and executed signature pages transmitted by facsimile or any other electronic means shall be valid as originals.

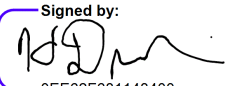
IN WITNESS WHEREOF, the undersigned have duly executed this written consent as of the date first mentioned above:

BOARD OF DIRECTORS OF FLEXSHOPPER, INC.

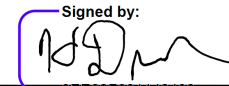
Signed by:
By: 
Howard S. Dvorkin
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DocuSigned by:
By: 
James D. Allen
01AE536E39B0461...


FLEX SHOPPER, INC., as the sole member of each of FlexShopper, LLC, FlexLending, LLC, Flex Revolution, LLC, FlexRetail LLC and Flex TX, LLC

Signed by:
By: 
Name: Howard S. Dvorkin
Title: Chairman of the Board of Directors, FlexShopper, Inc.
0EE62F681148400...

FLEX TX, LLC, as the sole member of Flex TX Funding LLC

Signed by:
By: 
Name: Howard S. Dvorkin
Title: Chairman of the Board of Directors, FlexShopper, Inc.
0EE62F681148400...

FLEX TX FUNDING LLC, as the sole member of Flex TX CAB LLC

Signed by:
By: 
Name: Howard S. Dvorkin
Title: Chairman of the Board of Directors, FlexShopper, Inc.
0EE62F681148400...