

B1 (Official Form 1)(04/13)

**United States Bankruptcy Court  
Central District of California**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>ISC8 Inc., a Delaware corporation fka Irvine Sensors Corporation</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>FKA Irvine Sensors Corporation</b>	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) <b>33-0280334</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>151 Kalmus Drive, Suite A203 Costa Mesa, CA</b>	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code <b>92626</b>	ZIP Code
County of Residence or of the Principal Place of Business: <b>Orange</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

<b>Type of Debtor</b> (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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**Statistical/Administrative Information**

Debtor estimates that funds will be available for distribution to unsecured creditors.  
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

**Estimated Number of Creditors**

<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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	OVER 100,000

**Estimated Assets**

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

**Estimated Liabilities**

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

THIS SPACE IS FOR COURT USE ONLY

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): ISC8 Inc., a Delaware corporation fka Irvine Sensors Corporation	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)			
Name of Debtor: - None -	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.	<b>Exhibit B</b> <small>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</small> I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).  <input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) (Date)		
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, 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. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  _____ (Name of landlord that obtained judgment)    _____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

**Voluntary Petition**

*(This page must be completed and filed in every case)*

Name of Debtor(s):

ISC8 Inc., a Delaware corporation fka Irvine Sensors Corporation

**Signatures**

**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.  
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** \_\_\_\_\_  
Signature of Debtor

**X** \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

**X** \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

**Signature of Attorney\***

**X** /s/ Robyn B. Sokol  
Signature of Attorney for Debtor(s)

Robyn B. Sokol 159506  
Printed Name of Attorney for Debtor(s)

Ezra Brutzkus Gubner LLP  
Firm Name  
21650 Oxnard Street  
Suite 500  
Woodland Hills, CA 91367

\_\_\_\_\_  
Address

(818) 827-9000 Fax: (818) 827-9099  
Telephone Number

September 23, 2014                      159506  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

**X** \_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.*

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

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

**X** /s/ Kirsten Bay  
Signature of Authorized Individual

Kirsten Bay  
Printed Name of Authorized Individual

President and CEO  
Title of Authorized Individual

September 23, 2014  
Date

B 1A (Official Form 1, Exhibit A) (9/97)

[If debtor is required to file periodic reports (e.g. forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

**United States Bankruptcy Court  
Central District of California**

In re ISC8 Inc., a Delaware corporation fka Irvine Sensors Corporation Case No. \_\_\_\_\_  
Debtor(s) Chapter 11

**EXHIBIT "A" TO VOLUNTARY PETITION**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-08402.

2. The following financial data is the latest available information and refers to the debtor's condition on September 23, 2014.

a. Total assets		\$ <u>Unknown</u>	
b. Total debts (including debts listed in 2.c., below)		\$ <u>14,000,000.00</u>	
c. Debt securities held by more than 500 holders:			Approximate number of holders:
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
d. Number of shares of preferred stock		<u>3,826</u>	<u>51</u>
e. Number of shares common stock		<u>245,465,848</u>	<u>1,000</u>

Comments, if any:

3. Brief description of Debtor's business:

Debtor provides hardware, software and service offerings for Web Filtering, Deep Packet Inspection and Big Data Analytics, and Malware Threat Detection for Advanced Persistent Threats (APTs).

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Costa Brava Partnership III LP  
Griffin Fund LP  
Fundamental Master LP  
John Krieger

**CERTIFICATE OF ISC8, INC. AUTHORIZING  
FILING OF PETITION UNDER  
CHAPTER 11 OF THE BANKRUPTCY CODE**

I, Kirsten Bay, do hereby certify as follows:

1. I am the President, Chief Executive Officer and a director of ISC8, Inc. (the "Company").
2. At a special meeting of the Board of Directors (the "Board") of the Company held on September 5, 2014, the following resolutions were duly enacted by a unanimous vote of the Board, and the same remain in full force and effect, without modification, as of the date hereof:

RESOLVED, that the Corporation and its creditors would best be served by reorganization of the Corporation under chapter 11 of 11 U.S.C. § 101 *et seq.* (the "Bankruptcy Code").

FURTHER RESOLVED, that a petition under the provisions of chapter 11 of the Bankruptcy Code shall be filed by the Company with the United States Bankruptcy Court, Central District of California, on September 23, 2014 or such other date as is determined to be optimal for the Company by the Designated Officer of the Company.

FURTHER RESOLVED, that the Designated Officer is hereby authorized and directed on behalf of and in the name of the Company to execute a chapter 11 bankruptcy petition and all related documents and papers on behalf of the Company in order to enable the Company to commence a chapter 11 bankruptcy case on September 23, 2014 or such other date as is determined to be optimal for the Company by the Designated Officer of the Company.

FURTHER RESOLVED, that the Designated Officer is hereby authorized and directed on behalf of and in the name of the Company to execute and file and to cause counsel to the Company to prepare with the assistance of the Company as appropriate all petitions, schedules, lists and other papers, documents and pleadings in connection with the Company's bankruptcy case, and to take any and all action which the Designated Officer deems necessary and proper in connection with the Company's bankruptcy case without further approval of the Board provided such action is within the ordinary course of the Company's business and bankruptcy case. Such ordinary course actions shall include, but not be limited to, employing counsel and other professionals (both prior to and after the Company's bankruptcy filing), seeking Bankruptcy Court approval for the Company to use cash collateral or post-bankruptcy financing, seeking Bankruptcy Court approval of a plan and disclosure statement, compensating employees, and negotiating with creditors, lenders, vendors, suppliers, landlords

and any other party in interest as needed and entering into agreements regarding the same.

FURTHER RESOLVED, that other than as set forth above, the Designated Officer shall be required to obtain the prior approval of the Board before causing the Company to engage in an action which is outside the ordinary course of the Company's business including, but not limited to, the sale of all or substantially all of the Company's assets.

FURTHER RESOLVED, that Kirsten Bay, the current President and Chief Executive Officer of the Company, shall be the Designated Officer for all matters unless Kirsten Bay either designates a different officer of the Company to be the Designated Officer for any particular purpose or purposes, or Kirsten Bay is unable or unwilling to serve as the Designated Officer in which case John Vong, the current Senior Vice President and Chief Financial Officer of the Company, shall be second in line to serve as the Designated Officer.

Dated: September 23, 2014

ISC8, Inc.

  
\_\_\_\_\_  
Kirsten Bay, President & Chief Executive Officer

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court  
Central District of California**

In re ISC8 Inc., a Delaware corporation fka Irvine Sensors Corporation  
Debtor(s)

Case No. \_\_\_\_\_  
Chapter 11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Alvin Fund LLC 60 Madison Avenue New York, NY 10010	Alvin Fund LLC 60 Madison Avenue New York, NY 10010	\$3.5 Million bridge note		214,005.48
Blackmore Partners, Inc. 5050 N. Broadway, Suite 101 Chicago, IL 60640	Gerald Odywer Blackmore Partners, Inc. 5050 N. Broadway, Suite 101 Chicago, IL 60640 (773) 728-2763	Recruiting fees		90,000.00
Bradley and Michelle Donner 5186 County Road 11 Rushville, NY 14544	Bradley and Michelle Donner 5186 County Road 11 Rushville, NY 14544	2013 senior subordinated secured convertible notes		58,219.18
Bradley J. Donner PSP 1981 Marcus Avenue Second Floor New Hyde Park, NY 11042	Bradley J. Donner PSP 1981 Marcus Avenue Second Floor New Hyde Park, NY 11042	2013 senior subordinated secured convertible notes		58,219.18
Brendalyn Norton 19137 Cudister Lake Lane Boca Raton, FL 33498	c/o John Ogradnick Brendalyn Norton 19137 Cudister Lake Lane Boca Raton, FL 33498 (248) 478-7731	2013 senior subordinated secured convertible notes		116,438.35
Brendan Burke 51 Forest Avenue, #22 CT 06871	c/o John Ogradnick Brendan Burke 51 Forest Avenue, #22 CT 06871 (248) 478-7731	2013 senior subordinated secured convertible notes		58,219.18
Brian Cooleen 769 Cherry Valley Road Princeton, NJ 08540	Brian Cooleen 769 Cherry Valley Road Princeton, NJ 08540 (609) 393-3604	2013 senior subordinated secured convertible notes		438,873.53
Cavium Networks 2315 N. First Street San Jose, CA 95131	Bob Turner Cavium Networks 2315 N. First Street San Jose, CA 95131 (919) 961-6490	Software	Disputed	204,800.00

B4 (Official Form 4) (12/07) - Cont.

In re ISC8 Inc., a Delaware corporation fka Irvine Sensors Corporation

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Chiomentistudio Legale Via XXIV Maggio 43 00187 Rome, Italy	Vittorio Tadei Chiomentistudio Legale Via XXIV Maggio 43 00187 39-06 466221	Legal fees		68,967.50
Farnam Street Financial 240 Pondview Plaza 5850 Opus Parkway Hopkins, MN 55343	Ike Pohle Farnam Street Financial 240 Pondview Plaza 5850 Opus Parkway Hopkins, MN 55343 (952) 351-4365	Equipment rental		111,534.00
Honeywell 21725 Network Place Chicago, IL 60673	David Nielsen Honeywell 21725 Network Place Chicago, IL 60673 (763) 954-6885	License software.		150,000.00
Irving S. Schottz Family Trust 5185 Hoag Lane Fayetteville, NY 13066	Irving S. Schottz Family Trust 5185 Hoag Lane Fayetteville, NY 13066	2013 senior subordinated secured convertible notes		58,219.18
KC Gamma 112 Rt. 39 North Sherman, CT 06784	Kevin Casey KC Gamma 112 Rt. 39 North Sherman, CT 06784 (646) 825-4630	2013 senior subordinated convertible promissory note		241,740.63
Procera Networks Ltd. #302-1353 Ellis Street Kelowna, British Columbia V1Y 1Z9 Canada	Stuart Drummond Procera Networks Ltd. #302-1353 Ellis Street Kelowna, British Columbia (250) 448-1925	Software		166,670.00
Richard Core c/o JP Turner & Company LLC 37034 Aldgate Court Farmington, MI 48335	c/o John Ogradnick Richard Core c/o JP Turner & Company LLC 37034 Aldgate Court Farmington, MI 48335 (248) 478-7731	Subordinated secured convertible promissory note		83,790.94
Ronald Chez c/o JP Turner & Company LLC 37034 Aldgate Court Attn: John Ogradnick Farmington, MI 48335	Ronald Chez c/o JP Turner & Company LLC 37034 Aldgate Court Farmington, MI 48335 (312) 944-0987	Subordinated secured convertible promissory notes		856,439.22
Sheila and David Cohen 923 Harvard Court Woodmere, NY 11598	c/o John Ogradnick Sheila and David Cohen 923 Harvard Court Woodmere, NY 11598 (248) 478-7731	2013 senior subordinated secured convertible notes		81,947.61



B4 (Official Form 4) (12/07) - Cont.

In re ISC8 Inc., a Delaware corporation fka Irvine Sensors Corporation

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Tactical Flex Inc. 1516 154th Drive NE Snohomish, WA 98290	Loyal Moses Tactical Flex Inc. 1516 154th Drive NE Snohomish, WA 98290 (800) 921-2584	Consultant fees		91,950.00
Wall Street Associates 1200 Prospect Street, Suite 100 La Jolla, CA 92037	Paul Ariano Wall Street Associates 1200 Prospect Street, Suite 100 La Jolla, CA 92037 (858) 551-2111	Subordinated secured convertible promissory note		114,854.53
William Smith c/o JP Turner & Company LLC 37034 Aldgate Court Farmington, MI 48335	William Smith c/o JP Turner & Company LLC 37034 Aldgate Court Farmington, MI 48335 (312) 944-0987	Subordinated secured convertible promissory note		67,183.36

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President and CEO of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date September 23, 2014

Signature /s/ Kirsten Bay  
Kirsten Bay  
President and CEO

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**STATEMENT OF RELATED CASES  
INFORMATION REQUIRED BY LBR 1015-2  
UNITED STATES BANKRUPTCY COURT, CENTRAL DISTRICT OF CALIFORNIA**

1. A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, his/her spouse, his or her current or former domestic partner, an affiliate of the debtor, any copartnership or joint venture of which debtor is or formerly was a general or limited partner, or member, or any corporation of which the debtor is a director, officer, or person in control, as follows: (Set forth the complete number and title of each such of prior proceeding, date filed, nature thereof, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

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2. (If petitioner is a partnership or joint venture) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor or an affiliate of the debtor, or a general partner in the debtor, a relative of the general partner, general partner of, or person in control of the debtor, partnership in which the debtor is a general partner, general partner of the debtor, or person in control of the debtor as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of the proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

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3. (If petitioner is a corporation) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, or any of its affiliates or subsidiaries, a director of the debtor, an officer of the debtor, a person in control of the debtor, a partnership in which the debtor is general partner, a general partner of the debtor, a relative of the general partner, director, officer, or person in control of the debtor, or any persons, firms or corporations owning 20% or more of its voting stock as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

---

4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act of 1978, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

---

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

Executed at Costa Mesa, California.

/s/ Kirsten Bay

Date: September 23, 2014

Kirsten Bay

Signature of Debtor

\_\_\_\_\_  
Signature of Joint Debtor

Attorney or Party Name, Address, Telephone & FAX Nos., and State Bar No. & Email Address Robyn B. Sokol - Bar No. 159506 Susan K. Seflin - Bar No. 213865 Ezra Brutzkus Gubner LLP 21650 Oxnard Street, Suite 500 Woodland Hills, CA 91367 (818) 827-9000 Fax: (818) 827-9099 E-mail: rsokol@ebg-law.com sseflin@ebg-law.com	FOR COURT USE ONLY
<input checked="" type="checkbox"/> <i>Attorney for: Debtor-in-Possession</i>	
<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA</b>	
In re: ISC8 Inc., a Delaware corporation fka Irvine Sensors Corporation  Debtor(s), Plaintiff(s),  Defendant(s).	CASE NO.: ADVERSARY NO.: CHAPTER: 11  <div style="text-align: center; border: 1px solid black; padding: 5px;"> <b>CORPORATE OWNERSHIP STATEMENT PURSUANT TO FRBP 1007(a)(1) and 7007.1, and LBR 1007-4</b> </div> <div style="text-align: center;">                 [No hearing]             </div>

*Pursuant to FRBP 1007(a)(1) and 7007.1, and LBR 1007-4, any corporation, other than a governmental unit, that is a debtor in a voluntary case or a party to an adversary proceeding or a contested matter shall file this Statement identifying all its parent corporations and listing any publicly held company, other than a governmental unit, that directly or indirectly own 10% or more of any class of the corporation's equity interest, or state that there are no entities to report. This Corporate Ownership Statement must be filed with the initial pleading filed by a corporate entity in a case or adversary proceeding. A supplemental statement must promptly be filed upon any change in circumstances that renders this Corporate Ownership Statement inaccurate.*

I, Kirsten Bay, the undersigned in the above-captioned case, hereby declare  
*(Print Name of Attorney or Declarant)*  
 under penalty of perjury under the laws of the United States of America that the following is true and correct:

**[Check the appropriate boxes and, if applicable, provide the required information.]**

1. I have personal knowledge of the matters set forth in this Statement because:
- I am the president or other officer or an authorized agent of the Debtor corporation
  - I am a party to an adversary proceeding
  - I am a party to a contested matter
  - I am the attorney for the Debtor corporation
- 2.a.  The following entities, other than the debtor or a governmental unit, directly or indirectly own 10% or more of any class of the corporation's(s') equity interests: 1) Costa Brava Partnership III LP; 2) Griffin Fund LLP  
*[For additional names, attach an addendum to this form.]*
- b.  There are no entities that directly or indirectly own 10% or more of any class of the corporation's equity interest.

September 23, 2014  
 Date

By: /s/ Kirsten Bay  
 Signature of Debtor, or attorney for Debtor

Name: Kirsten Bay  
 Printed name of Debtor, or attorney for Debtor

**MASTER MAILING LIST**  
**Verification Pursuant to Local Bankruptcy Rule 1007-2(d)**

Name Robyn B. Sokol

Address 21650 Oxnard Street Suite 500 Woodland Hills, CA 91367

Telephone (818) 827-9000 Fax: (818) 827-9099

- Attorney for Debtor(s)  
 Debtor in Pro Per

<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA</b>	
List all names including trade names used by Debtor(s) within last 8 years: ISC8 Inc., a Delaware corporation fka Irvine Sensors Corporation FKA Irvine Sensors Corporation	Case No.:
	Chapter: 11

**VERIFICATION OF CREDITOR MAILING LIST**

The above named debtor(s), or debtor's attorney if applicable, do hereby certify under penalty of perjury that the attached Master Mailing List of creditors, consisting of 29 sheet(s) is complete, correct, and consistent with the debtor's schedules pursuant to Local Rule 1007-2(d) and I/we assume all responsibility for errors and omissions.

Date: September 23, 2014

/s/ Kirsten Bay  
Kirsten Bay/President and CEO  
Signer/Title

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Costa Mesa, CA 92626

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ADT Security Service  
3190 S Vaughn Way  
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ADT Security Services  
3190 S Vaughn Way  
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American Express  
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El Paso, TX 79998

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QHD, Australia

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1051 E Woodfield Road  
Schaumburg, IL 60173

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Dallas, TX 75265

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Bill Joll  
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BRE/DP TX LLC  
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BRE/DT TX LLC  
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Plano, TX 75074

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Brendan Burke  
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CT 06871

Brian Cooleen  
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Butzel Long  
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Cbeyond  
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Collin Central Appraisal District  
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Verizon Southwest  
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Saint Petersburg, FL 33733

Verizon Wireless  
Attn: Correspondence Team  
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Zvelo  
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Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number Robyn B. Sokol - SBN 159506 Susan K. Seflin - SBN 213865 Ezra Brutzkus Gubner LLP 21650 Oxnard Street, Suite 500 Woodland Hills, CA 91367 (818) 827-9000 Fax: (818) 827-9099 E-mail: rsokol@ebg-law.com; sseflin@ebg-law.com <input checked="" type="checkbox"/> Attorney for Debtor-in-Possession	FOR COURT USE ONLY
<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA</b>	
In re: ISC8 Inc., a Delaware corporation fka Irvine Sensors Corporation Debtor(s).	CASE NO.: CHAPTER: 11 ADV. NO.:

**ELECTRONIC FILING DECLARATION  
(CORPORATION/PARTNERSHIP)**

<input type="checkbox"/>	Petition, statement of affairs, schedules or lists	Date Filed: _____
<input type="checkbox"/>	Amendments to the petition, statement of affairs, schedules or lists	Date Filed: _____
<input checked="" type="checkbox"/>	Other: <u>Emergency Petition and related required documents</u>	Date Filed: <u>9/23/2014</u>

**PART I - DECLARATION OF AUTHORIZED SIGNATORY OF DEBTOR OR OTHER PARTY**

I, the undersigned, hereby declare under penalty of perjury that: (1) I have been authorized by the Debtor or other party on whose behalf the above-referenced document is being filed (Filing Party) to sign and to file, on behalf of the Filing Party, the above-referenced document being filed electronically (Filed Document); (2) I have read and understand the Filed Document; (3) the information provided in the Filed Document is true, correct and complete; (4) the "/s/," followed by my name, on the signature lines for the Filing Party in the Filed Document serves as my signature on behalf of the Filing Party and denotes the making of such declarations, requests, statements, verifications and certifications by me and by the Filing Party to the same extent and effect as my actual signature on such signature lines; (5) I have actually signed a true and correct hard copy of the Filed Document in such places on behalf of the Filing Party and provided the executed hard copy of the Filed Document to the Filing Party's attorney; and (6) I, on behalf of the Filing Party, have authorized the Filing Party's attorney to file the electronic version of the Filed Document and this Declaration with the United States Bankruptcy Court for the Central District of California.

  
 \_\_\_\_\_  
 Signature of Authorized Signatory of Filing Party


Kirsten Bay  
 \_\_\_\_\_  
 Printed Name of Authorized Signatory of Filing Party

President and CEO  
 \_\_\_\_\_  
 Title of Authorized Signatory of Filing Party

September 23, 2014  
 \_\_\_\_\_  
 Date

**PART II - DECLARATION OF ATTORNEY FOR FILING PARTY**

I, the undersigned Attorney for the Filing Party, hereby declare under penalty of perjury that: (1) the "/s/," followed by my name, on the signature lines for the Attorney for the Filing Party in the Filed Document serves as my signature and denotes the making of such declarations, requests, statements, verifications and certifications to the same extent and effect as my actual signature on such signature lines; (2) an authorized signatory of the Filing Party signed the Declaration of Authorized Signatory of Debtor or Other Party before I electronically submitted the Filed Document for filing with the United States Bankruptcy Court for the Central District of California; (3) I have actually signed a true and correct hard copy of the Filed Document in the locations that are indicated by "/s/," followed by my name, and have obtained the signature of the authorized signatory of the Filing Party in the locations that are indicated by "/s/," followed by the name of the Filing Party's authorized signatory, on the true and correct hard copy of the Filed Document; (4) I shall maintain the executed originals of this Declaration, the Declaration of Authorized Signatory of Debtor or Other Party, and the Filed Document for a period of five years after the closing of the case in which they are filed; and (5) I shall make the executed originals of this Declaration, the Declaration of Authorized Signatory of Debtor or Other Party, and the Filed Document available for review upon request of the Court or other parties.

  
 \_\_\_\_\_  
 Signature of Attorney for Filing Party

Robyn B. Sokol  
 \_\_\_\_\_  
 Printed Name of Attorney for Filing Party

September 23, 2014  
 \_\_\_\_\_  
 Date