

**Fill in this information to identify your case:**

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known) \_\_\_\_\_ Chapter 11

Check if this an amended filing

**Official Form 201**

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/22

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 IronNet, Inc.

2. All other names debtor used in the last 8 years MTRON Systems Acquisition Corp.  
 Include any assumed names, trade names and doing business as names LGL Systems Acquisition Corp.

3. Debtor's federal Employer Identification Number (EIN) 83-4599446

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>7900 Tysons One Place</u> <u>Suite 400</u> <u>McLean, VA 22102</u> Number, Street, City, State & ZIP Code  <u>Fairfax</u> County	_____ P.O. Box, Number, Street, City, State & ZIP Code  <u>Location of principal assets, if different from principal place of business</u>  _____ Number, Street, City, State & ZIP Code

5. Debtor's website (URL) https://www.ironnet.com/

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other. Specify: \_\_\_\_\_

Debtor **IronNet, Inc.**  
Name

Case number (if known)

**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>.

5415

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

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- 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.

If more than 2 cases, attach a separate list.

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
 District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_

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

- No
- Yes.

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

Debtor See Schedule 1, attached Relationship \_\_\_\_\_  
 District \_\_\_\_\_ When \_\_\_\_\_ Case number, if known \_\_\_\_\_

Debtor IronNet, Inc. Case number (if known) \_\_\_\_\_  
Name

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 (on a consolidated basis)**

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 to unsecured creditors.

14. Estimated number of creditors

<input type="checkbox"/> 1-49	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 25,001-50,000
<input type="checkbox"/> 50-99	<input type="checkbox"/> 5001-10,000	<input type="checkbox"/> 50,001-100,000
<input checked="" type="checkbox"/> 100-199	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> More than 100,000
<input type="checkbox"/> 200-999		

15. Estimated Assets

<input 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 checked="" 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 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 checked="" 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

Debtor IronNet, Inc. Case number (if known) \_\_\_\_\_  
Name

**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 10/12/2023  
MM / DD / YYYY

**X** Cameron Pforr  
 Signature of authorized representative of debtor  
 Title President and Chief Financial Officer

Cameron Pforr  
 Printed name

**18. Signature of attorney**

**X** Sean M. Beach  
 Signature of attorney for debtor

Date 10/12/2023  
MM / DD / YYYY

Sean M. Beach  
 Printed name

Young Conaway Stargatt & Taylor, LLP  
 Firm name

Rodney Square  
1000 N. King Street  
Wilmington, DE 19801  
 Number, Street, City, State & ZIP Code

Contact phone (302) 571-6600 Email address sbeach@ycst.com

4070 DE  
 Bar number and State

**SCHEDULE 1****Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the affiliated entities listed below (collectively, the “Debtors”), including the debtor in this chapter 11 case, filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware. Contemporaneously with the filing of their voluntary petitions, the Debtors filed a motion requesting that the Court jointly administer their chapter 11 cases for administrative purposes only.

<b>Company</b>	<b>Tax ID #</b>
IronNet, Inc.	83-4599446
IronNet Cybersecurity, Inc.	46-5742655
IronNet International, LLC	83-3237621
IronCAD LLC	38-4141162
HighDegree, LLC	84-3938474

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

In re:	)	
	)	Chapter 11
IRONNET, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 23-____ (____)
Debtors.	)	(Joint Administration Requested)
	)	

**Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy Under Chapter 11**

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 001-39125.
2. The following financial data is the latest available information and refers to the debtor’s condition as of the dates noted in the comments below.

a. Total assets	\$ <u>77,389.04</u>
b. Total debts (including debts listed in 2.c., below)	\$ <u>33,833,108.68</u>
c. Debt securities held by more than 500 holders:	<u>None</u>
d. Number of shares of preferred stock	<u>0</u>
e. Number of shares of common stock	<u>121,506,784</u>

Comments, if any: The number of shares of common stock listed above are as of August 31, 2023. As of August 31, 2023, IronNet, Inc. also had 8,606,473 of warrants outstanding to purchase common stock.

3. Brief description of debtor’s business:

The above-captioned debtors and debtors in possession operate a cybersecurity business in the Network Detection and Response Category.

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<sup>1</sup> The Debtors in the above captioned chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: IronNet, Inc. (9446), IronNet Cybersecurity, Inc. (2655), IronNet International, LLC (7621), IronCAD LLC (1162), and HighDegree, LLC (8474). The Debtors’ corporate headquarters is located at 7900 Tysons One Place, Suite 400, McLean, VA 22102

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:
  - Cede & Co. – 69.27%
  - Keith B. Alexander – 8.89%
  - C5 Partners, LLC – 5.59%

**WRITTEN CONSENT  
OF  
THE BOARD OF DIRECTORS  
OF  
IRONNET, INC.**

October 10, 2023

The undersigned, constituting the board of directors (the “Board”) of IronNet, Inc., a Delaware corporation (the “Company”), hereby take the following actions and adopt, approve, and consent to the following resolutions by written consent as of the date hereof and direct that this writing be filed with the minutes of proceedings of the Board -- all pursuant to the provisions of section 141(f) of the *General Corporation Law of the State of Delaware* (the “DGCL”):

**Restructuring Process**

**WHEREAS**, the Board has considered presentations made by, and has reviewed and had the opportunity to ask questions about the materials presented by, the management (the “Management”) and the legal and financial advisors (the “Advisors”) of the Company regarding the liabilities, liquidity, and prospects of the Company, the strategic alternatives available to the Company, and the impact of the foregoing on the Company’s business;

**WHEREAS**, the Board has had the opportunity to consult with the Management and the Advisors of the Company to fully consider, and has considered, the strategic alternatives available to the Company;

**WHEREAS**, the Board has supervised and directed the Management and Advisors of the Company in evaluating its strategic options, including a refinancing of funded debt, asset sales, equity sales (an asset sale or equity sale shall hereinafter be defined as a “Sale”), and a balance sheet and/or operational restructuring;

**WHEREAS**, the Company, with the assistance of its Advisors, is conducting a fulsome marketing and sale process, contacting, meeting with, and soliciting offers from numerous bidders, in order to receive the highest or otherwise best offer for the sale of the assets of the Company;

**WHEREAS**, the Board has reviewed and considered the financial and operational condition of the Company and the Company’s business on the date hereof, including the assets of the Company, the current and long-term liabilities of the Company, and the recommendations of the Company’s legal, financial, and restructuring advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of title 11 of the United States Code (the “Bankruptcy Code”);

**WHEREAS**, the Board has determined that it is in the best interests of the Company and the Company’s stakeholders, creditors, and other interested parties to commence a case (the “Bankruptcy Case”) under the provisions of chapter 11 of the Bankruptcy Code;



**Cybersecurity Board**

**WHEREAS**, the Company is the sole stockholder of IronNet Cybersecurity, Inc. (“Cybersecurity”), a Delaware corporation, with respect to all of the shares of Cybersecurity’s capital stock;

**WHEREAS**, pursuant to that certain *Action by Written Consent of the Sole Stockholder of IronNet Cybersecurity, Inc.*, effective August 26, 2021, the number of directors constituting the board of directors for Cybersecurity (the “Cybersecurity Board”) was fixed at two (2) directors; and

**WHEREAS**, the Board, acting on behalf of the Company in the Company’s capacity as the sole stockholder of Cybersecurity, has determined that it is advisable to amend the Bylaws of Cybersecurity to permit the number of directors constituting the board of directors of Cybersecurity to consist of a single director.

**NOW THEREFORE, BE IT:**

**Commencement and Prosecution of Bankruptcy Case**

**RESOLVED**, that, in the judgment of the Board, it is desirable and in the best interests of the Company and the Company’s stakeholders, creditors, and other interested parties that a voluntary petition (the “Petition”) be filed by the Company with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) under the provisions of chapter 11 of the Bankruptcy Code; and it is further

**RESOLVED**, that the filing of the Petition on behalf of the Company be, and hereby is, approved and adopted in all respects, and that any officer of the Company (each, an “Authorized Person,” and collectively, the “Authorized Persons”) be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered on behalf of the Company, to execute, acknowledge, deliver, and verify the Petition and to cause the same to be filed with the Bankruptcy Court at such time as such Authorized Persons may determine; and it is further

**RESOLVED**, that each Authorized Person be, and hereby is, authorized to: (i) execute and file all petitions, schedules of assets and liabilities, statements of financial affairs, lists, and other papers and to take any and all related actions that such Authorized Persons may deem necessary or proper in connection with the Bankruptcy Case; (ii) execute, acknowledge, deliver, and verify any and all documents necessary or proper in connection with the Petitions and to administer the Bankruptcy Case in such form or forms as such Authorized Persons may deem necessary or proper and in order to effectuate the foregoing resolutions; and (iii) engage any professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants, brokers, or other experts as such Authorized Persons deem necessary or proper to accomplish the purposes of the resolutions; and it is further

**RESOLVED**, that each Authorized Person be, and hereby is, authorized, directed, and empowered from time to time in the name and on behalf of the Company, to perform the obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices, and documents to be

executed and delivered in such form, as the Authorized Persons performing or executing the same shall approve, and the performance or execution thereof by such Authorized Persons shall be conclusive evidence of the approval thereof by such Authorized Persons and by the Company; and it is further

**RESOLVED**, that each Authorized Person be, and hereby is, authorized, directed, and empowered from time to time in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, to pay all expenses, including filing fees, and to take such other actions, as in the judgment of the Authorized Persons, shall be necessary, proper, or desirable to prosecute to a successful completion the Bankruptcy Case and to effectuate the restructuring or liquidation of the Company's debt, other obligations, organizational form, or structure and ownership of the Company, all consistent with the foregoing resolutions and to carry out and put into effect the purposes of these resolutions, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and it is further

### **Retention of Professionals**

**RESOLVED**, that the Company be, and hereby is, authorized, empowered, and directed to retain the law firm Young Conaway Stargatt & Taylor, LLP ("Young Conaway") to represent the Company, as a debtor, in connection with the Bankruptcy Case on the terms set forth in Young Conaway's engagement letter with the Company, which such engagement letter is hereby ratified and approved, and to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each of the Company's and certain of its affiliates' rights and obligations, including to (i) execute, acknowledge, deliver, and verify the Petition and all other ancillary documents, and to cause the Petition to be filed with the Bankruptcy Court and make or cause to be made, prior to execution thereof, any modifications to the Petition or any ancillary document as an Authorized Person deems necessary, desirable, or appropriate to carry out the intent and accomplish the purpose of these resolutions, (ii) execute, acknowledge, deliver, verify, and file or cause to be filed all petitions, schedules, statements, lists, motions, applications, and other papers or documents necessary or proper in connection with the foregoing, and (iii) execute, acknowledge, deliver, and verify any and all other documents necessary or proper in connection therewith and to administer each of the Company's and certain of its affiliates' chapter 11 cases in form or forms as any Authorized Person may deem necessary or proper in order to effectuate the purpose of the intent of the foregoing resolution; and in connection therewith, each of the Authorized Persons, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Young Conaway in the Bankruptcy Case; and it is further

**RESOLVED**, that the Company be, and hereby is, authorized, empowered, and directed to retain the law firm Arnold & Porter Kaye Scholer LLP ("Arnold & Porter"), to serve as general corporate counsel for the Company on the terms set forth in Arnold & Porter's engagement letter with the Company and in connection therewith, each of the Authorized Persons, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay

appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Arnold & Porter in the Bankruptcy Case; and it is further

**RESOLVED**, that the Company be, and hereby is, authorized, empowered, and directed to retain an investment banker for the purpose of providing services to the Company in connection with the Sale, on the terms set forth in such investment banker's engagement letter with the Company and in connection therewith, each of the Authorized Persons, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of such investment banker in the Bankruptcy Case; and it is further

**RESOLVED**, that Stretto, Inc. ("Stretto") be, and hereby is, authorized and empowered to represent and assist the Company as claims, noticing, and solicitation agent and to represent and assist the Company in connection with carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Persons, with powers of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Stretto in the Bankruptcy Case; and it is further

**RESOLVED**, that each Authorized Person be, and each hereby is, authorized and directed to employ any other professionals to assist the Company in carrying out the Company's duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Persons, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of any other professionals as necessary; and it is further

**RESOLVED**, that each Authorized Person be, and each hereby is, with power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Persons deems necessary, proper, or desirable in connection with the Bankruptcy Case, with a view to the successful prosecution of such case; and it is further

**RESOLVED**, that each of the aforementioned retained advisors of the Company is hereby authorized to take any and all actions necessary or desirable to advance the Company's rights and obligations and facilitate the commencement of the Bankruptcy Case; and it is further

### **Postpetition Financing**

**RESOLVED**, that in connection with the commencement of the Bankruptcy Case by the Company, each Authorized Person shall be, and hereby is, authorized, directed, and empowered, in the name and on behalf of each of the Company, as debtor and debtor in possession, to negotiate, execute, and deliver agreements for the use of cash collateral in connection with the Bankruptcy Case, which agreement(s) may require the Company to acknowledge the debt and liens of existing

loans, grant liens, and pay interest to the Company's existing lender(s); and in connection therewith, each Authorized Person is hereby authorized and directed to execute appropriate agreements and related ancillary documents; and it is further

**RESOLVED**, that in connection with the commencement of the Bankruptcy Case by the Company and certain affiliates of the Company, each Authorized Person shall be, and hereby is, authorized, directed, and empowered, in the name and on behalf of the Company, as debtor and debtor in possession, to negotiate, execute, and obtain postpetition financing, including under debtor-in-possession credit facilities; and to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such postpetition financing; and in connection therewith, each Authorized Person is hereby authorized and directed to execute appropriate loan agreements and related ancillary documents; and it is further

### **Sale Process**

**RESOLVED**, that in connection with the commencement of the Bankruptcy Case by the Company and certain affiliates of the Company, each Authorized Person shall be, and hereby is, authorized, directed, and empowered, in the name and on behalf of the Company, as debtor and debtor in possession, to file a motion with the Bankruptcy Court (the "Sale Motion") seeking approval of (i) bidding procedures to be used to facilitate a Sale, (ii) form and manner of notice, (iii) the payment of certain bidding protections to a stalking horse bidder, if any (subject to the terms and conditions of the form of purchase agreement and approval of the Bankruptcy Court), and (iv) the Sale; and be it further

**RESOLVED**, that in the judgement of the Board, it is desirable and in the best interests of the Company, its creditors, and other parties in interest that the Company be, and hereby is, authorized to continue to engage in a marketing process for the Company's assets, to ensure the auction provides the highest or otherwise best offer for the Company's assets (the "Sale Process"), with such changes, additions, and modifications thereto as an Authorized Person shall approve; and be it further

**RESOLVED**, that in connection with the commencement of the Bankruptcy Case by the Company and certain affiliates of the Company, each Authorized Person shall be, and hereby is, authorized, directed, and empowered, in the name and on behalf of the Company, as debtor and debtor in possession, to pursue the Sale Process and to take any and all actions necessary or advisable to advance the Company's rights and obligations thereunder, including the filing of additional pleadings; and in connection therewith, each Authorized Person, with power of delegation, is hereby authorized and directed to take all necessary actions in furtherance of the foregoing resolutions; and be it further

**RESOLVED**, that, in the event the Sale Process and auction does not result in a satisfactory offer for the Company's assets, the Company shall be, and hereby is, and the Authorized Persons shall be, and each of them, acting alone, hereby is, in the name and on behalf of the Company, authorized, directed, and empowered to instead pursue a restructuring consistent with the provisions of the Bankruptcy Code; and be it further

**Number of Cybersecurity Directors**

**RESOLVED**, that Section 2 of Article III of the Bylaws of Cybersecurity is hereby amended by deleting the second sentence thereof and inserting the following in lieu thereof: “Until modified in accordance with these Bylaws, the Board of Directors shall consist of one (1) director”; and it is further

**RESOLVED**, that the foregoing resolution be filed with the minutes of proceedings of the stockholders of Cybersecurity; and it is further

**General Authorizing Resolutions**

**RESOLVED**, that the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, in the name of and on behalf of the Company, to perform the obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices, and documents to be executed and delivered in such form, as the Authorized Person performing or executing the same shall approve, and the performance or execution thereof by such Authorized Person shall be conclusive evidence of the approval thereof by such Authorized Person and by the Company; and it is further

**RESOLVED**, that the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, in the name of and on behalf of the Company, to take such actions and execute and deliver such documents as may be required or as the Authorized Persons may determine to be necessary, appropriate, or desirable to carry out the intent and purpose of the foregoing resolutions or to obtain the relief sought thereby, including, without limitation, the execution and delivery of any consents, resolutions, petitions, schedules, lists, declarations, affidavits, and other papers or documents, with all such actions to be taken in such manner, and all such petitions, schedules, lists, declarations, affidavits, and other papers or documents to be executed and delivered in such form as the Authorized Persons shall approve, the taking or execution thereof by any Authorized Persons being conclusive evidence of the approval thereof by the Authorized Persons; and it is further

**RESOLVED**, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions, which acts and transactions would have been authorized and approved by the foregoing resolutions except that such acts and transactions were taken prior to the adoption of such resolutions, be, and they hereby are, in all respects confirmed, approved, and ratified; and it is further

**RESOLVED**, that facsimile or photostatic copies of signatures to this consent shall be deemed to be originals and may be relied on to the same extent as the originals; and it is further

**RESOLVED**, that this Written Consent may be executed in multiple counterparts, all of which, taken together, shall constitute one and the same document, and shall be effective as of the date first written above when signed by all directors.

*[Signature Page Follows]*

**IN WITNESS WHEREOF**, the undersigned, constituting all of the members of the Board of Directors of the Company, hereby execute this Written Consent effective as of the date first written above when signed by all directors.

**BOARD OF IRONNET, INC.**

*Keith Alexander*

\_\_\_\_\_  
Name: General Keith B. Alexander  
Title: Director

*John M. McConnell*

\_\_\_\_\_  
Name: Vice Admiral John M. McConnell  
Title: Director

*Donald R. Dixon*

\_\_\_\_\_  
Name: Donald R. Dixon  
Title: Director

*Theodore E. Schlein*

\_\_\_\_\_  
Name: Theodore E. Schlein  
Title: Director

*John M. Keane*

\_\_\_\_\_  
Name: General John M. Keane  
Title: Director

*Jan E. Tighe*

\_\_\_\_\_  
Name: Vice Admiral Jan E. Tighe  
Title: Director

*Linda Zecher Higgins*

\_\_\_\_\_  
Name: Linda Zecher Higgins  
Title: Director

Debtor name <b>IronNet, Inc., et al.</b>
United States Bankruptcy Court for the: <b>DISTRICT OF DELAWARE</b>
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 the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	<b>3i, LP</b> Attn: Cahill Gordon & Reindel LLP 32 Old Slip New York, NY 10005	Attn: Joel Levitin jlevitin@cahill.com	Trade Debt				<b>\$7,900,000.00</b>
2	<b>Data 365</b> Attn: 365 Operating Company LLC 200 Connecticut Ave Norwalk, CT 06854	Attn: Susan Brooks and Thomas Caruso P: 866-365-6246; 203-664-8727 sbrooks@365datacenters.com; tom.caruso@365datacenters.com	Trade Debt				<b>\$1,968,566.55</b>
3	<b>Cooley LLP</b> 1299 Pennsylvania Avenue NW Suite 700 Washington, DC 2004-2400	Attn: Brooke Nussbaum P: 202-728-7115 F: 202-842-7899 bnussbaum@cooley.com	Professional Services				<b>\$1,657,652.86</b>
4	<b>Dell Financial Services</b> One Dell Way Round Rock, TX 78682	Attn: Alfredo Rabina P: 877-663-3355 alfredo_rabina@dellteam.com	Trade Debt				<b>\$539,428.99</b>
5	<b>Ecosystems Services LLC</b> PO Box 66 Lancaster, VA 22503	Attn: T Vagnucci P: 703-470-8775 tvagnucci@themckelveygroup.com	Trade Debt				<b>\$530,000.00</b>
6	<b>Korr Acquisitions Group, Inc.</b> 1400 Old Country Road, Suite 306 Westbury, NY 11590	Attn: Kenneth Orr ko@korrag.com	Trade Debt				<b>\$513,608.00</b>
7	<b>Amazon Web Services</b> PO Box 84023 Seattle, WA 98124	Attn: Rino David P: 833-448-2289 rinodavd@amazon.com	Trade Debt				<b>\$478,188.74</b>
8	<b>Riveron Consulting LLC</b> 2515 Mckinney Avenue Dallas, TX 75201	Attn: Sasha Morozova P: 214 891-5500 sasha.morozova@riveron.com	Professional Services				<b>\$423,431.76</b>
9	<b>NYSE</b> 11 Wall Street New York, NY 10005	Attn: Herman Singh P: 212-656-5307 herman.singh@nyse.com	Trade Debt				<b>\$315,395.00</b>



Debtor Name IronNet, Inc., et al.

Case Number \_\_\_\_\_

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured 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
10	<b>Tiempo Development LLC</b> PO Box 95906 Las Vegas, NV 89193-5906	Attn: Jeffrey Sperber Executive Vice President CFO 3Pillar Global jeffrey.sperber@3pillarglobal.com	Trade Debt				<b>\$277,148.75</b>
11	<b>Morvillo Abramowitz Grand Iason Anello PC</b> 565 Fifth Avenue Floor 9 New York, NY 10017	Attn: Kate Cassidy Esq P: 212-880-9413 kcassidy@maglaw.com	Trade Debt				<b>\$206,941.80</b>
12	<b>CORVID Cyberdefense</b> 153 Langtree Campus Drive Ste 401 Mooresville, NC 28117	Attn: Matt Hurley P: 703-731-5325 matt.hurley@corvidtec.com	Trade Debt				<b>\$172,672.77</b>
13	<b>CAST AI Group Inc</b> 111 NE 1st Street 8th Floor No 1041 Miami, FL 33132	Attn: Aida Barkauskaite aida@cast.ai	Trade Debt				<b>\$166,263.75</b>
14	<b>Cigna</b> 1700 Lincoln St Lower Level 3 Lock Box 59 Denver, CO 80274	Attn: Dawn Farrell P: 703 269-1826 dawn.farrell@cigna.com	Trade Debt				<b>\$156,879.09</b>
15	<b>Gartner</b> 12651 Gateway Blvd Fort Meyers, FL 33913	Attn: Lauren Hickey P: 237-270-7649 lauren.hickey@gartner.com	Trade Debt				<b>\$146,500.00</b>
16	<b>Tyson's Corner Office I LLC</b> 401 Wilshire Blvd Suite 700 Santa Monica, CA 90401	Attn: Nuchapan Glomdee P: 703-942-6650 nuchapan.glomdee@hines.com	Trade Debt				<b>\$145,824.57</b>
17	<b>Salesforcecom Inc</b> PO Box 203141 Dallas, TX 75320-3141	Attn: S Clermontchan sclermontchan@salesforce.com	Trade Debt				<b>\$134,190.00</b>
18	<b>SHI</b> 290 Davidson Avenue Somerset, NJ 08873	Attn: Andreas Poswencyk P: 800-736-0220 andreas_poswencyk@shi.com	Trade Debt				<b>\$133,780.50</b>
19	<b>Fitcheven</b> PO Box 3856 San Louis Obispo, CA 93403	Attn: Nancy Driscoll P: 805-548-1803 F: 805-980-3483 ndriscoll@fitcheven.com	Trade Debt				<b>\$125,164.62</b>
20	<b>PricewaterhouseCoopers LLP</b> PO Box 7247-8001 Philadelphia, PA 19170-8001	Attn: Priscilla R. Ramos P: 562-972-8051 priscilla.r.amos@pwc.com	Professional Services				<b>\$124,428.76</b>
21	<b>Informa Tech Holdings LLC</b> 1983 Marcus Avenue Suite 250 Lake Success, NY 11042	Attn: Rachel Caffrey P: 212-600-3255 rachel.caffrey@informa.com	Trade Debt				<b>\$107,000.00</b>

Debtor Name IronNet, Inc., et al.

Case Number \_\_\_\_\_

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured 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
22	<b>Public Strategies Washington Inc</b> 701 8th St NW Ste 600 Washington, DC 20001	Attn: J Hallauer P: 202-783-2596 jhallauer@psw-inc.com	Trade Debt				<b>\$100,000.00</b>
23	<b>Donnelly Financial</b> 35 W Wacker 35th Floor Chicago, IL 60601	Attn: Kelly Strache P: 855 542-9011 kelly.strache@dfoinsolutions.com	Professional Services				<b>\$93,949.50</b>
24	<b>HCL Technologies Corporate Services Ltd</b> 70 Gracechurch Street 6th Floor London, UT EC3V0XL GB	Attn: Suyash Mishra P: 917275720142 suyash.mishra@hcl.com; dask@hcl.com; kamna.soni@hcl.com; santosh.pilkhane@hcl.com	Trade Debt				<b>\$91,459.20</b>
25	<b>LinkSquares</b> 60 State Street Suite 1200 Boston, MA 02109	Attn: Kaitlyn Murray Sr Customer Success Manager P: 845-701-5446 kmurray@linksquares.com	Trade Debt				<b>\$90,000.00</b>
26	<b>KirkpatrickPrice Inc</b> 1945 Scottsville Road B2-145 Bowling Green, KY 42104	Attn: Ashton Kreps P: 800-977-3154 X239 a.kreps@kirkpatrickprice.com	Trade Debt				<b>\$82,192.74</b>
27	<b>Sacumen Division of Clarion Technologies Pvt Ltd</b> 4th Floor Cybercity Tower S4 Magarpatta Hadapsar Pune, Maharashtra 411028 IN	Attn: Anjali Menon and Gowri Sirsi P: 91 99453 88877 anjali.menon@expresslaw.in	Trade Debt				<b>\$80,060.00</b>
28	<b>The Open Information Security Foundation</b> 292 Newbury St No157 Boston, MA 02115	Attn: Kelley Misata PhD kmisata@oisf.net	Trade Debt				<b>\$80,000.00</b>
29	<b>Forvis LLP</b> 910 E St Louis Street Suite 400 Springfield, MO 65806-2570	Attn: Ben Sady P: 704-367-7020 ben.sady@dhg.com	Trade Debt				<b>\$78,382.50</b>
30	<b>Morrison Foerster LLP</b> 425 Market Street San Francisco, CA 94105	Attn: Joseph C Folio III Esq P: 202-887-1578 jfolio@mofo.com	Professional Services				<b>\$75,578.85</b>

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

In re:	)	
	)	Chapter 11
IRONNET, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 23-____ (____)
Debtor.	)	(Joint Administration Requested)
	)	

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT  
PURSUANT TO FED. R. BANKR. P. 1007(a)(1) AND 7007.1**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtors and debtors in possession (each a “**Debtor**,” and collectively, the “**Debtors**”) hereby state as follows:

1. Debtor IronNet, Inc., whose address is 7900 Tysons One Place, Suite 400, McLean, VA 22102, is a publicly traded company. The following individuals or entities own 10% or more of the equity of Debtor IronNet, Inc.:

Name	Address	Number of Shares
Cede & Co.	570 Washington Blvd. Jersey City, NJ 07310	84,165,338

2. Debtor IronNet, Inc. owns 100% of the equity interests in Debtor IronNet Cybersecurity, Inc., whose address is 7900 Tysons One Place, Suite 400, McLean, VA 22102.

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<sup>1</sup> The Debtors in the above captioned chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: IronNet, Inc. (9446), IronNet Cybersecurity, Inc. (2655), IronNet International, LLC (7621), IronCAD LLC (1162), and HighDegree, LLC (8474). The Debtors’ corporate headquarters is located at 7900 Tysons One Place, Suite 400, McLean, VA 22102.

3. Debtor IronNet Cybersecurity, Inc. owns 100% of the membership interests in Debtor IronNet International, LLC, whose address is 7900 Tysons One Place, Suite 400, McLean, VA 22102.

4. Debtor IronNet Cybersecurity, Inc. owns 100% of the membership interests in Debtor IronCAD LLC, whose address is 7900 Tysons One Place, Suite 400, McLean, VA 22102.

5. Debtor IronCAD LLC owns 51% of the membership interests in Debtor HighDegree, LLC, whose address is 7900 Tysons One Place, Suite 400, McLean, VA 22102, and Debtor IronNet Cybersecurity, Inc. owns the remaining 49% of the membership interests in Debtor HighDegree, LLC.

**Fill in this information to identify the case:**

Debtor name IronNet, Inc., et al.

United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) \_\_\_\_\_

Check if this is an amended filing

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud 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.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule \_\_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration Consolidated Corporate Ownership Statement

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

Executed on 10/12/2023

**X Cameron Pforr**  
Signature of individual signing on behalf of debtor

**Cameron Pforr**  
Printed name

**President and Chief Financial Officer**  
Position or relationship to debtor