

CRYO CELL INTERNATIONAL INC

Form DFAN14A

March 26, 2007

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**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a)**  
**of the Securities Exchange Act of 1934 (Amendment No. \_\_)**

- Filed by the Registrant  o  
Filed by a Party other than the Registrant  x  
Check the appropriate box:  
 o Preliminary Proxy Statement  
 o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 o Definitive Proxy Statement  
 o Definitive Additional Materials  
 x Soliciting Material Pursuant to ss. 240.14a-12

**CRYO-CELL INTERNATIONAL, INC.**

**(Name of Registrant as Specified In Its Charter)**

**David I. Portnoy**  
**Visual Investment Corp.**  
**PartnerCommunity, Inc.**  
**Jamie H. Zidell**  
**Mayim Investment Limited Partnership**  
**David Ruttenberg**  
**Lynne Portnoy**  
**Gilbert Portnoy**  
**Mark L. Portnoy**  
**Capital Asset Fund Limited Partnership**  
**George Gaines**  
**Scott D. Martin**  
**Steven Berkowitz**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (check the appropriate box):

- x No fee required.
- o Fee computed on table below per Exchange Act Rule 14a-6(i)(4) and 0-11.
- 1) Title of each class of securities to which transaction applies:
  - 2) Aggregate number of securities to which transaction applies:
  - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - 4) Proposed maximum aggregate value of transaction:
  - 5) Total fee paid:

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- o Fee paid previously with preliminary materials.
  
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - 1) Amount Previously Paid:
  
  - 2) Form, Schedule or Registration Statement No.:
  
  - 3) Filing Party:
  
  - 4) Date Filed:

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On March 26, 2007, PartnerCommunity, Inc. notified Cryo-Cell International, Inc. (the Issuer ) of its intention to propose the nomination of a slate of directors for election (each, a Nominee and collectively, the Slate ) at the forthcoming 2007 annual meeting of the Issuer s stockholders (the Annual Meeting ) by delivering a notice thereof to the Issuer. A copy of the notification letter delivered to the Issuer is attached hereto as Exhibit 2.

SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO SOLICITATION OF PROXIES BY THE PARTICIPANTS FROM THE STOCKHOLDERS OF CRYO-CELL INTERNATIONAL, INC. FOR USE AT ITS ANNUAL MEETING WHEN AND IF THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING INFORMATION RELATING TO THE PARTICIPANTS IN ANY SUCH PROXY SOLICITATION. WHEN AND IF COMPLETED, A DEFINITIVE PROXY STATEMENT AND A FORM OF PROXY WHICH WILL BE MAILED TO STOCKHOLDERS OF CRYO-CELL INTERNATIONAL, INC. AND WILL BE AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). INFORMATION RELATING TO THE POTENTIAL PARTICIPANTS IN A POTENTIAL PROXY SOLICITATION IS CONTAINED IN EXHIBIT 1 HERETO.

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POTENTIAL PARTICIPANTS**

In addition to each Nominee named in Exhibit 2 hereto (the contents of which are incorporated by reference herein), the potential participants in the potential solicitation of proxies (the Participants ) may include the following: Visual Investment Corp., PartnerCommunity, Inc. (the Nominating Party ), Jamie H. Zidell, Mayim Investment Limited Partnership, David Ruttenberg, Lynne Portnoy, Gilbert Portnoy, Capital Asset Fund Limited Partnership, George Gaines, and Steven Berkowitz.

SECURITYHOLDERS MAY OBTAIN THE INFORMATION RELATING TO THE DIRECT OR INDIRECT INTERESTS, WHETHER BY SECURITY HOLDINGS OR OTHERWISE, OF EACH NOMINEE IN THE SLATE, ALL OF WHOM ARE ALSO PARTICIPANTS, BY REFERRING TO EXHIBIT 2 HERETO, INCORPORATED BY REFERENCE HEREIN.

Visual Investment Corp. has an interest in the election of directors at the Annual Meeting (i) through the beneficial ownership of 53,850 shares of Common Stock, par value \$0.01 per share, of the Issuer (the Shares ) held in its name, as described in the Fourth Amendment to Schedule 13D, relating to the Issuer and filed with the Securities and Exchange Commission (the SEC ) on March 26, 2007 (the Fourth Filing Amendment ), incorporated herein by reference thereto, and (ii) pursuant to the following agreements: (A) a verbal agreement dated January 18, 2007 among Visual Investment Corp. and certain other reporting persons (each, a Reporting Person ) described in the Third Amendment to Schedule 13D, relating to the Issuer and filed with the SEC on February 1, 2007 (the Third Filing Amendment ), pursuant to which the parties agreed to share legal and other fees currently incurred or to be incurred in connection with the activities described in Item 4 of the Third Filing Amendment, incorporated herein by reference thereto, which activities include a shareholder proposal to the Issuer recommending the adoption of substantially equivalent provisions to those set forth in the SEC's Proposed Rule 14a-11 and the possible nomination of the Slate (the Fee Sharing Agreement ); and (B) a verbal agreement among Visual Investment Corp. and certain other Reporting Persons described in the Fourth Filing Amendment, incorporated herein by reference thereto, pursuant to which the parties agreed to vote all of each Reporting Person's Shares for the election of the Slate as directors of the Issuer at the Annual Meeting (the Voting Agreement ).

As described in Item 5 of the Fourth Filing Amendment, incorporated herein by reference thereto, David I. Portnoy is the sole officer and director of Visual Investment Corp. and may be deemed the beneficial owner of the 53,850 Shares held by Visual Investment Corp. Based upon 11,624,629 Shares outstanding as of November 30, 2006, as reported in Form 10-KSB, filed by the Issuer with the SEC on February 28, 2007 ( Form 10-KSB ), this represents beneficial ownership of approximately 0.4% of Shares outstanding.

The following table indicates the date of each purchase and sale of Shares that may be beneficially owned by Visual Investment Corp. within the past two years, and the number of Shares in each such purchase and sale:

<b>Name</b>	<b>Date</b>	<b>Shares Purchased (Sold)</b>
Visual Investment Corp.	August 2, 2006	(1,000)
Visual Investment Corp.	June 22, 2006	1,350
Visual Investment Corp.	June 22, 2006	1,000
Visual Investment Corp.	June 21, 2006	5,000
Visual Investment Corp.	June 19, 2006	(5,000)
Visual Investment Corp.	June 19, 2006	(4,500)
Visual Investment Corp.	June 16, 2006	(500)
Visual Investment Corp.	June 14, 2006	10,000
Visual Investment Corp.	June 13, 2006	(4,000)
Visual Investment Corp.	June 13, 2006	(2,500)
Visual Investment Corp.	June 7, 2006	(3,083)
Visual Investment Corp.	May 31, 2006	(2,600)

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Visual Investment Corp	May 30, 2006	(5,200)
Visual Investment Corp	May 23, 2006	25,000

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<b>Name</b>	<b>Date</b>	<b>Shares Purchased (Sold)</b>
Visual Investment Corp	May 23, 2006	7,500
Visual Investment Corp	May 22, 2006	(20,000)
Visual Investment Corp	May 22, 2006	(10,000)
Visual Investment Corp	May 16, 2006	7,500
Visual Investment Corp	May 15, 2006	(10,000)
Visual Investment Corp	May 15, 2006	(5,000)
Visual Investment Corp	May 15, 2006	(1,650)
Visual Investment Corp	May 15, 2006	(550)
Visual Investment Corp	May 15, 2006	(500)
Visual Investment Corp	May 9, 2006	2,000
Visual Investment Corp	May 8, 2006	(3,500)
Visual Investment Corp	May 8, 2006	(2,230)
Visual Investment Corp	April 28, 2006	1,313
Visual Investment Corp	April 28, 2006	1,000
Visual Investment Corp	April 17, 2006	(2,500)
Visual Investment Corp	April 17, 2006	(1,814)
Visual Investment Corp	April 17, 2006	(1,500)
Visual Investment Corp	April 17, 2006	(1,000)
Visual Investment Corp	April 17, 2006	(1,000)
Visual Investment Corp	April 17, 2006	(5,000)
Visual Investment Corp	April 17, 2006	(1,000)
Visual Investment Corp	April 12, 2006	(1,000)
Visual Investment Corp	April 12, 2006	(1,000)
Visual Investment Corp	April 11, 2006	(1,000)
Visual Investment Corp	April 11, 2006	(1,000)
Visual Investment Corp	April 11, 2006	(1,000)
Visual Investment Corp	April 11, 2006	(500)
Visual Investment Corp	April 11, 2006	(1,000)
Visual Investment Corp	April 10, 2006	10,000
Visual Investment Corp	April 10, 2006	9,500
Visual Investment Corp	April 10, 2006	9,500
Visual Investment Corp	April 10, 2006	500
Visual Investment Corp	April 10, 2006	500
Visual Investment Corp	March 6, 2006	(2,000)
Visual Investment Corp	February 27, 2006	(10,000)
Visual Investment Corp	February 27, 2006	(5,000)
Visual Investment Corp	February 27, 2006	(3,000)
Visual Investment Corp	February 27, 2006	(1,100)
Visual Investment Corp	February 27, 2006	(1,000)
Visual Investment Corp	February 27, 2006	(500)
Visual Investment Corp	February 24, 2006	4,300
Visual Investment Corp	February 24, 2006	3,000
Visual Investment Corp	February 21, 2006	5,000
Visual Investment Corp	February 17, 2006	(5,000)
Visual Investment Corp	February 13, 2006	5,000



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Visual Investment Corp	February 10, 2006	(7,386)
Visual Investment Corp	February 10, 2006	(5,000)
Visual Investment Corp	February 10, 2006	5,000
Visual Investment Corp	February 9, 2006	2,000
Visual Investment Corp	February 1, 2006	3,500
Visual Investment Corp	February 1, 2006	1,000

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<b>Name</b>	<b>Date</b>	<b>Shares Purchased (Sold)</b>
Visual Investment Corp	February 1, 2006	500
Visual Investment Corp	January 30, 2006	800
Visual Investment Corp	January 19, 2006	3,600
Visual Investment Corp	January 19, 2006	2,600
Visual Investment Corp	January 13, 2006	2,000
Visual Investment Corp	January 11, 2006	1,000
Visual Investment Corp	January 6, 2006	2,000
Visual Investment Corp	December 29, 2005	2,000
Visual Investment Corp	December 16, 2005	1,000
Visual Investment Corp	December 13, 2005	3,000
Visual Investment Corp	December 13, 2005	2,000
Visual Investment Corp	December 8, 2005	1,000
Visual Investment Corp	November 17, 2005	(1,108)
Visual Investment Corp	November 17, 2005	(1,000)
Visual Investment Corp	November 14, 2005	5,000
Visual Investment Corp	October 27, 2005	500
Visual Investment Corp	October 20, 2005	1,000
Visual Investment Corp	October 20, 2005	718
Visual Investment Corp	October 14, 2005	(2,000)
Visual Investment Corp	October 6, 2005	700
Visual Investment Corp	September 27, 2005	1,000
Visual Investment Corp	August 11, 2005	(1,572)
Visual Investment Corp	August 11, 2005	(210)
Visual Investment Corp	May 26, 2005	(1,624)
Visual Investment Corp	May 26, 2005	(1,000)
Visual Investment Corp	May 26, 2005	(500)
Visual Investment Corp	May 26, 2005	(500)
Visual Investment Corp	May 19, 2005	1,000
Visual Investment Corp	May 19, 2005	1,000
Visual Investment Corp	May 17, 2005	1,000
Visual Investment Corp	May 10, 2005	(1,204)
Visual Investment Corp	April 18, 2005	1,000
Visual Investment Corp	April 12, 2005	(2,000)
Visual Investment Corp	April 1, 2005	1,624
Visual Investment Corp	March 30, 2005	2,500
Visual Investment Corp	March 30, 2005	500
Visual Investment Corp	March 21, 2005	900

The Nominating Party has an interest in the election of directors at the Annual Meeting (i) through the beneficial ownership of 90,787 Shares held in its name, as described in the Fourth Filing Amendment, incorporated herein by reference thereto, and (ii) pursuant to the following agreements: (A) the Fee Sharing Agreement, pursuant to which the Nominating Party and certain other Reporting Persons in the Third Filing Amendment verbally agreed to share legal and other fees currently incurred or to be incurred in connection with the activities described in Item 4 of the Third Filing Amendment, incorporated herein by reference thereto, which activities include a shareholder proposal to the Issuer recommending the adoption of substantially equivalent provisions to those set forth in the SEC's Proposed

Rule 14a-11 and the possible nomination of the Slate; (B) the Voting Agreement, pursuant to which the Nominating Party and certain other Reporting Persons in the Fourth Filing Amendment, incorporated herein by reference thereto, verbally agreed to vote all of each Reporting Person's Shares for the election of the Slate as directors of the Issuer at the Annual Meeting; and (C) an agreement between the Nominating Party and Mayim Management, LLC, a Delaware limited liability company whose owner and managing member is David I. Portnoy, as described in Item 6 of the Fourth Filing Amendment, incorporated herein by reference thereto, pursuant to which Mayim Management, LLC, is authorized to make investment and voting decisions relating to certain securities

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investments made by the Nominating Party, which include the Shares held by the Nominating Party (the Investment Advisory Agreement ).

As described in Item 5 of the Fourth Filing Amendment, incorporated herein by reference thereto, David I. Portnoy may be deemed the beneficial owner of the 90,787 Shares held by the Nominating Party, as the chairman of the board and secretary of the Nominating Party and as the managing member of Mayim Management, LLC, which may exercise investment and voting discretion over the Nominating Party's Shares under the Investment Advisory Agreement. Based upon 11,624,629 Shares outstanding as of November 30, 2006, as reported in Form 10-KSB, this represents beneficial ownership of approximately 0.7% of Shares outstanding.

The following table indicates the date of each purchase and sale of Shares that may be beneficially owned by the Nominating Party within the past two years, and the number of Shares in each such purchase and sale:

<b>Name</b>	<b>Date</b>	<b>Shares Purchased (Sold)</b>
PartnerCommunity, Inc.	June 30, 2006	(6,213)
PartnerCommunity, Inc.	June 22, 2006	(6,000)
PartnerCommunity, Inc.	June 21, 2006	(5,000)
PartnerCommunity, Inc.	June 16, 2006	9,500
PartnerCommunity, Inc.	June 16, 2006	500
PartnerCommunity, Inc.	June 15, 2006	(3,983)
PartnerCommunity, Inc.	June 14, 2006	(10,000)
PartnerCommunity, Inc.	June 14, 2006	(3,600)
PartnerCommunity, Inc.	June 14, 2006	(1,000)
PartnerCommunity, Inc.	May 31, 2006	(10,000)
PartnerCommunity, Inc.	May 31, 2006	(1,000)
PartnerCommunity, Inc.	May 30, 2006	5,000
PartnerCommunity, Inc.	May 23, 2006	(25,000)
PartnerCommunity, Inc.	May 23, 2006	(7,500)
PartnerCommunity, Inc.	May 22, 2006	20,000
PartnerCommunity, Inc.	May 22, 2006	10,000
PartnerCommunity, Inc.	May 22, 2006	4,000
PartnerCommunity, Inc.	May 17, 2006	(11,324)
PartnerCommunity, Inc.	May 17, 2006	(1,500)
PartnerCommunity, Inc.	May 17, 2006	(1,357)
PartnerCommunity, Inc.	May 9, 2006	(2,000)
PartnerCommunity, Inc.	April 11, 2006	(1,000)
PartnerCommunity, Inc.	April 11, 2006	(1,000)
PartnerCommunity, Inc.	March 13, 2006	(1,000)
PartnerCommunity, Inc.	March 8, 2006	1,000
PartnerCommunity, Inc.	March 3, 2006	(2,836)
PartnerCommunity, Inc.	March 3, 2006	(1,000)
PartnerCommunity, Inc.	March 3, 2006	(500)
PartnerCommunity, Inc.	February 27, 2006	4,000
PartnerCommunity, Inc.	January 27, 2006	4,500
PartnerCommunity, Inc.	January 26, 2006	500
PartnerCommunity, Inc.	January 24, 2006	3,000
PartnerCommunity, Inc.	January 24, 2006	1,500
PartnerCommunity, Inc.	January 23, 2006	500
PartnerCommunity, Inc.	January 5, 2006	10,000

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PartnerCommunity, Inc.	December 29, 2005	3,600
PartnerCommunity, Inc.	December 13, 2005	5,000
PartnerCommunity, Inc.	November 14, 2005	5,000
PartnerCommunity, Inc.	September 28, 2005	2,000

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<b>Name</b>	<b>Date</b>	<b>Shares Purchased (Sold)</b>
PartnerCommunity, Inc.	August 25, 2005	(1,800)
PartnerCommunity, Inc.	July 21, 2005	(3,000)
PartnerCommunity, Inc.	July 15, 2005	(1,000)
PartnerCommunity, Inc.	July 12, 2005	1,000
PartnerCommunity, Inc.	July 7, 2005	1,000
PartnerCommunity, Inc.	June 28, 2005	(300)
PartnerCommunity, Inc.	June 27, 2005	(1,900)
PartnerCommunity, Inc.	June 21, 2005	5,000
PartnerCommunity, Inc.	May 27, 2005	(1,000)
PartnerCommunity, Inc.	May 26, 2005	(1,000)
PartnerCommunity, Inc.	May 26, 2005	(1,000)
PartnerCommunity, Inc.	May 26, 2005	(1,000)
PartnerCommunity, Inc.	May 26, 2005	(1,000)
PartnerCommunity, Inc.	May 26, 2005	(1,000)
PartnerCommunity, Inc.	May 26, 2005	(1,000)
PartnerCommunity, Inc.	May 26, 2005	(940)
PartnerCommunity, Inc.	April 4, 2005	500
PartnerCommunity, Inc.	March 29, 2005	500
PartnerCommunity, Inc.	March 21, 2005	655

Jamie H. Zidell has an interest in the election of directors at the Annual Meeting (i) through the beneficial ownership of 174,430 Shares held in his name, as described in the Fourth Filing Amendment, incorporated herein by reference thereto, and (ii) pursuant to the following agreements: (A) two agreements with David I. Portnoy dated October 27, 2004 and December 20, 2004, the terms of which were disclosed in Item 6 and were included as Exhibits 2 and 3 to the initial filing of Schedule 13D, relating to the Issuer and filed with the SEC on January 25, 2005, incorporated herein by reference thereto, pursuant to which David I. Portnoy guarantees any shortfall below a certain amount in Mr. Zidell's investment accounts in return for the sharing of profits in such investment accounts; (B) an agreement with David I. Portnoy dated October 2006 amending their October 27, 2004 and December 20, 2004 agreements, the terms of which were disclosed in Item 6 and were included as Exhibit 3 to the Third Filing Amendment, incorporated herein by reference thereto, pursuant to which Mr. Zidell increases his investment and David I. Portnoy guarantees any shortfall below a certain amount in Mr. Zidell's investment accounts in return for the sharing of profits in such investment accounts; and (C) the Voting Agreement, pursuant to which Jamie H. Zidell and certain other Reporting Persons in the Fourth Filing Amendment, incorporated herein by reference thereto, verbally agreed to vote all of each Reporting Person's Shares for the election of the Slate as directors of the Issuer at the Annual Meeting.

As described in Item 5 of the Fourth Filing Amendment, incorporated herein by reference thereto, David I. Portnoy may be deemed the beneficial owner of the 174,430 Shares held by Jamie H. Zidell as a result of exercising investment (but not voting) discretion over such Shares in accordance with the agreements between David I. Portnoy and Jamie H. Zidell described in the paragraph above. Based upon 11,624,629 Shares outstanding as of November 30, 2006, as reported in Form 10-KSB, this represents beneficial ownership of approximately 1.5% of Shares outstanding.

The following table indicates the date of each purchase and sale of Shares that may be beneficially owned by Jamie H. Zidell within the past two years, and the number of Shares in each such purchase and sale:

<b>Name</b>	<b>Date</b>
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		<b>Shares Purchased (Sold)</b>
Jamie H. Zidell	January 16, 2007	5,000
Jamie H. Zidell	January 16, 2007	840
Jamie H. Zidell	October 27, 2006	10,000
Jamie H. Zidell	October 26, 2006	10,000
Jamie H. Zidell	October 26, 2006	10,000
Jamie H. Zidell	October 26, 2006	5,000

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<b>Name</b>	<b>Date</b>	<b>Shares Purchased (Sold)</b>
Jamie H. Zidell	October 26, 2006	5,000
Jamie H. Zidell	October 26, 2006	5,000
Jamie H. Zidell	October 25, 2006	5,000
Jamie H. Zidell	October 23, 2006	5,000
Jamie H. Zidell	October 20, 2006	3,600
Jamie H. Zidell	October 19, 2006	3,000
Jamie H. Zidell	October 18, 2006	3,000
Jamie H. Zidell	May 16, 2006	(11,500)
Jamie H. Zidell	April 11, 2006	(1,500)
Jamie H. Zidell	April 11, 2006	(1,000)
Jamie H. Zidell	April 11, 2006	(500)
Jamie H. Zidell	April 11, 2006	(500)
Jamie H. Zidell	April 10, 2006	(10,000)
Jamie H. Zidell	April 10, 2006	(10,000)
Jamie H. Zidell	April 10, 2006	(10,000)
Jamie H. Zidell	March 15, 2006	(1,186)
Jamie H. Zidell	March 8, 2006	(5,000)
Jamie H. Zidell	March 3, 2006	5,000
Jamie H. Zidell	March 3, 2006	5,000
Jamie H. Zidell	February 21, 2006	(11,751)
Jamie H. Zidell	February 21, 2006	(500)
Jamie H. Zidell	February 17, 2006	4,336
Jamie H. Zidell	February 16, 2006	572
Jamie H. Zidell	February 14, 2006	3,000
Jamie H. Zidell	February 10, 2006	(5,000)
Jamie H. Zidell	February 10, 2006	5,000
Jamie H. Zidell	February 10, 2006	4,500
Jamie H. Zidell	February 10, 2006	500
Jamie H. Zidell	January 13, 2006	2,872
Jamie H. Zidell	January 12, 2006	2,700
Jamie H. Zidell	January 12, 2006	(11,671)
Jamie H. Zidell	January 12, 2006	(500)
Jamie H. Zidell	January 11, 2006	5,000
Jamie H. Zidell	January 10, 2006	3,800
Jamie H. Zidell	January 10, 2006	2,300
Jamie H. Zidell	January 9, 2006	1,200
Jamie H. Zidell	January 5, 2006	5,000
Jamie H. Zidell	January 3, 2006	1,500
Jamie H. Zidell	December 30, 2005	4,000
Jamie H. Zidell	December 30, 2005	3,500
Jamie H. Zidell	December 30, 2005	1,000
Jamie H. Zidell	December 29, 2005	5,000
Jamie H. Zidell	December 29, 2005	3,100
Jamie H. Zidell	December 28, 2005	5,000
Jamie H. Zidell	December 28, 2005	2,600



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Jamie H. Zidell	December 28, 2005	1,900
Jamie H. Zidell	December 27, 2005	1,000
Jamie H. Zidell	December 23, 2005	5,000
Jamie H. Zidell	December 23, 2005	1,400
Jamie H. Zidell	December 22, 2005	3,600
Jamie H. Zidell	December 22, 2005	2,000

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<b>Name</b>	<b>Date</b>	<b>Shares Purchased (Sold)</b>
Jamie H. Zidell	December 21, 2005	4,500
Jamie H. Zidell	December 21, 2005	4,500
Jamie H. Zidell	December 21, 2005	500
Jamie H. Zidell	December 21, 2005	500
Jamie H. Zidell	December 20, 2005	200
Jamie H. Zidell	July 20, 2005	(1,000)
Jamie H. Zidell	July 11, 2005	1,000
Jamie H. Zidell	July 7, 2005	1,000
Jamie H. Zidell	June 27, 2005	(5,000)
Jamie H. Zidell	June 27, 2005	(300)
Jamie H. Zidell	June 22, 2005	2,000
Jamie H. Zidell	June 21, 2005	1,950
Jamie H. Zidell	June 20, 2005	1,800
Jamie H. Zidell	June 17, 2005	1,250
Jamie H. Zidell	May 26, 2005	(2,311)
Jamie H. Zidell	May 26, 2005	(500)
Jamie H. Zidell	May 26, 2005	(500)
Jamie H. Zidell	May 17, 2005	2,000
Jamie H. Zidell	April 29, 2005	3,000
Jamie H. Zidell	April 28, 2005	(3,662)
Jamie H. Zidell	April 28, 2005	(1,006)
Jamie H. Zidell	April 28, 2005	(500)
Jamie H. Zidell	April 18, 2005	(1,300)
Jamie H. Zidell	April 1, 2005	437
Jamie H. Zidell	March 30, 2005	615

Mayim Investment Limited Partnership has an interest in the election of directors at the Annual Meeting (i) through the beneficial ownership of 106,521 Shares held in its name, as described in the Fourth Filing Amendment, incorporated herein by reference thereto, and (ii) pursuant to the following agreements: (A) the Fee Sharing Agreement, pursuant to which Mayim Investment Limited Partnership and certain other Reporting Persons in the Third Filing Amendment verbally agreed to share legal and other fees currently incurred or to be incurred in connection with the activities described in Item 4 of the Third Filing Amendment, incorporated herein by reference thereto, which activities include a shareholder proposal to the Issuer recommending the adoption of substantially equivalent provisions to those set forth in the SEC's Proposed Rule 14a-11 and the possible nomination of the Slate; and (B) the Voting Agreement, pursuant to which Mayim Investment Limited Partnership and certain other Reporting Persons in the Fourth Filing Amendment, incorporated herein by reference thereto, verbally agreed to vote all of each Reporting Person's Shares for the election of the Slate as directors of the Issuer at the Annual Meeting.

As described in Item 5 of the Fourth Filing Amendment, incorporated herein by reference thereto, David I. Portnoy may be deemed the beneficial owner of the 106,521 Shares held by Mayim Investment Limited Partnership as a result of being the managing member and owner of Mayim Management, LLC, which is the general partner of Mayim Management Limited Partnership, which is the general partner of Mayim Investment Limited Partnership. Based upon 11,624,629 Shares outstanding as of November 30, 2006, as reported in Form 10-KSB, this represents beneficial ownership of approximately 0.9% of Shares outstanding.

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The following table indicates the date of each purchase and sale of Shares that may be beneficially owned by Mayim Investment Limited Partnership within the past two years, and the number of Shares in each such purchase and sale:

<b>Name</b>	<b>Date</b>	<b>Shares Purchased (Sold)</b>
Mayim Investment Limited Partnership	March 23, 2007	5,000
Mayim Investment Limited Partnership	March 22, 2007	5,000
Mayim Investment Limited Partnership	March 22, 2007	5,000
Mayim Investment Limited Partnership	March 22, 2007	5,000
Mayim Investment Limited Partnership	March 21, 2007	5,000
Mayim Investment Limited Partnership	February 15, 2006	336
Mayim Investment Limited Partnership	January 25, 2006	100
Mayim Investment Limited Partnership	September 2, 2005	8,770
Mayim Investment Limited Partnership	July 21, 2005	(1,000)
Mayim Investment Limited Partnership	June 24, 2005	110
Mayim Investment Limited Partnership	June 13, 2005	5,054
Mayim Investment Limited Partnership	June 6, 2005	2,000
Mayim Investment Limited Partnership	June 2, 2005	(2,000)
Mayim Investment Limited Partnership	May 31, 2005	(2,500)
Mayim Investment Limited Partnership	May 27, 2005	(100)
Mayim Investment Limited Partnership	May 27, 2005	(100)
Mayim Investment Limited Partnership	May 27, 2005	(500)
Mayim Investment Limited Partnership	May 27, 2005	(1,800)

David Ruttenberg has an interest in the election of directors at the Annual Meeting (i) through the beneficial ownership of 119,080 Shares held in his name, as described in the Fourth Filing Amendment, incorporated herein by reference thereto, and (ii) pursuant to the following agreements: (A) a verbal agreement with David I. Portnoy, the terms of which were disclosed in Item 6 to the Second Amendment to Schedule 13D, relating to the Issuer and filed with the SEC on June 26, 2006, incorporated herein by reference thereto, pursuant to which David Ruttenberg agreed

to compensate David I. Portnoy with a percentage of David Ruttenberg's profits, if any, from his investment in the Shares; and (B) the Voting Agreement, pursuant to which David Ruttenberg and certain other Reporting Persons in the Fourth Filing Amendment, incorporated herein by reference thereto, verbally agreed to vote all of each Reporting Person's Shares for the election of the Slate as directors of the Issuer at the Annual Meeting.

As described in Item 5 of the Fourth Filing Amendment, incorporated herein by reference thereto, David I. Portnoy may be deemed the beneficial owner of the 119,080 Shares held by David Ruttenberg as a result of exercising investment (but not voting) discretion over such Shares in accordance with the agreements between David I. Portnoy and David Ruttenberg described in the paragraph above. Based upon 11,624,629 Shares outstanding as of November 30, 2006, as reported in Form 10-KSB, this represents beneficial ownership of approximately 1.0% of Shares outstanding.

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The following table indicates the date of each purchase and sale of Shares that may be beneficially owned by David Ruttenberg within the past two years, and the number of Shares in each such purchase and sale:

<b>Name</b>	<b>Date</b>	<b>Shares Purchased (Sold)</b>
David Ruttenberg	May 2, 2006	1,572
David Ruttenberg	May 1, 2006	10,000
David Ruttenberg	May 1, 2006	5,300
David Ruttenberg	April 28, 2006	5,000
David Ruttenberg	April 28, 2006	4,700
David Ruttenberg	April 27, 2006	2,000
David Ruttenberg	April 27, 2006	1,000
David Ruttenberg	April 27, 2006	1,000
David Ruttenberg	April 26, 2006	1,850
David Ruttenberg	April 26, 2006	1,150
David Ruttenberg	February 14, 2006	4,018
David Ruttenberg	February 10, 2006	3,600
David Ruttenberg	February 9, 2006	4,500
David Ruttenberg	February 9, 2006	4,500
David Ruttenberg	February 8, 2006	3,000
David Ruttenberg	February 8, 2006	500
David Ruttenberg	February 6, 2006	5,000
David Ruttenberg	February 1, 2006	2,000
David Ruttenberg	January 31, 2006	500
David Ruttenberg	January 27, 2006	5,000
David Ruttenberg	January 27, 2006	3,490
David Ruttenberg	January 24, 2006	5,000
David Ruttenberg	January 23, 2006	5,000
David Ruttenberg	January 20, 2006	5,000
David Ruttenberg	January 20, 2006	5,000
David Ruttenberg	January 19, 2006	4,000
David Ruttenberg	January 18, 2006	2,200
David Ruttenberg	January 18, 2006	1,000
David Ruttenberg	January 17, 2006	5,000
David Ruttenberg	January 13, 2006	3,600
David Ruttenberg	January 12, 2006	5,000
David Ruttenberg	January 12, 2006	3,600
David Ruttenberg	January 11, 2006	5,000

Lynne Portnoy has an interest in the election of directors at the Annual Meeting (i) through the beneficial ownership of 16,150 Shares held in her name and 3,000 Shares held in joint ownership with Gilbert Portnoy, as described in the Fourth Filing Amendment, incorporated herein by reference thereto; (ii) pursuant to a verbal agreement with David I. Portnoy and Gilbert Portnoy, the terms of which were disclosed in Item 6 to the Third Filing Amendment, incorporated herein by reference thereto, pursuant to which David I. Portnoy is authorized to make investment and voting decisions relating to the Shares owned by Lynne Portnoy and Gilbert Portnoy, although Lynne Portnoy and Gilbert Portnoy retain their right to withdraw their assets from this agreement; and (iii) pursuant to being the stepmother of David I. Portnoy and Mark L. Portnoy.

As described in Item 5 of the Fourth Filing Amendment, incorporated herein by reference thereto, David I. Portnoy may be deemed the beneficial owner of the 16,150 Shares held by Lynne Portnoy and of the 3,000 Shares held in joint ownership by Lynne Portnoy and Gilbert Portnoy, as a result of exercising investment and voting discretion over such Shares in accordance with the agreement among Lynne Portnoy, Gilbert Portnoy and David I. Portnoy described in the paragraph above. Based upon 11,624,629 Shares outstanding as of November 30, 2006, as reported in Form 10-KSB, this represents beneficial ownership of approximately 0.1% of Shares outstanding. Lynne Portnoy has not purchased or sold Shares within the last two years.

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Gilbert Portnoy has an interest in the election of directors at the Annual Meeting (i) through the beneficial ownership of 143 Shares held in his name and 3,000 Shares held in joint ownership with Lynne Portnoy, as described in the Fourth Filing Amendment, incorporated herein by reference thereto; (ii) pursuant to a verbal agreement with David I. Portnoy and Lynne Portnoy, the terms of which were disclosed in Item 6 to the Third Filing Amendment, incorporated herein by reference thereto, pursuant to which David I. Portnoy is authorized to make investment and voting decisions relating to the Shares owned by Lynne Portnoy and Gilbert Portnoy, although Lynne Portnoy and Gilbert Portnoy retain their right to withdraw their assets from this agreement; and (iii) pursuant to being the father of David I. Portnoy and Mark L. Portnoy.

As described in Item 5 of the Fourth Filing Amendment, incorporated herein by reference thereto, David I. Portnoy may be deemed the beneficial owner of the 143 Shares held by Gilbert Portnoy and of the 3,000 Shares held in joint ownership by Lynne Portnoy and Gilbert Portnoy, as a result of exercising investment and voting discretion over such Shares in accordance with the agreement among Lynne Portnoy, Gilbert Portnoy and David I. Portnoy described in the paragraph above. Based upon 11,624,629 Shares outstanding as of November 30, 2006, as reported in Form 10-KSB, this represents beneficial ownership of approximately 0.0% of Shares outstanding. Gilbert Portnoy has not purchased or sold Shares within the last two years.

Capital Asset Fund Limited Partnership has an interest in the election of directors at the Annual Meeting (i) through the beneficial ownership of 35,000 Shares held in its name, as described in the Fourth Filing Amendment, incorporated herein by reference thereto, and (ii) pursuant to the following agreements: (A) the Fee Sharing Agreement, pursuant to which Capital Asset Fund Limited Partnership and certain other Reporting Persons in the Third Filing Amendment verbally agreed to share legal and other fees currently incurred or to be incurred in connection with the activities described in Item 4 of the Third Filing Amendment, incorporated herein by reference thereto, which activities include a shareholder proposal to the Issuer recommending the adoption of substantially equivalent provisions to those set forth in the SEC's Proposed Rule 14a-11 and the possible nomination of the Slate; and (B) the Voting Agreement, pursuant to which Capital Asset Fund Limited Partnership and certain other Reporting Persons in the Fourth Filing Amendment, incorporated herein by reference thereto, verbally agreed to vote all of each Reporting Person's Shares for the election of the Slate as directors of the Issuer at the Annual Meeting.

As described in Item 5 of the Fourth Filing Amendment, incorporated herein by reference thereto, Mark L. Portnoy may be deemed the beneficial owner of 35,000 Shares held by Capital Asset Fund Limited Partnership as a result of being Capital Asset Fund Limited Partnership's general partner. Based upon 11,624,629 Shares outstanding as of November 30, 2006, as reported in Form 10-KSB, this represents beneficial ownership of approximately 0.3% of Shares outstanding.

The following table indicates the date of each purchase and sale of Shares that may be beneficially owned by Capital Asset Fund Limited Partnership within the past two years, and the number of Shares in each such purchase and sale:

<b>Name</b>	<b>Date</b>	<b>Shares Purchased (Sold)</b>
Capital Asset Fund Limited Partnership	September 1, 2006	2,000
Capital Asset Fund Limited Partnership	July 20, 2006	1,000
Capital Asset Fund Limited Partnership	December 29, 2005	2,000
Capital Asset Fund Limited Partnership	December 12, 2005	1,000
Capital Asset Fund Limited Partnership	December 9, 2005	1,000
	October 4, 2005	2,000

Capital Asset Fund Limited Partnership		
Capital Asset Fund Limited Partnership	October 4, 2005	1,000



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<b>Name</b>	<b>Date</b>	<b>Shares Purchased (Sold)</b>
Capital Asset Fund Limited Partnership	October 4, 2005	1,000
Capital Asset Fund Limited Partnership	August 4, 2005	1,000
Capital Asset Fund Limited Partnership	June 23, 2005	1,000
Capital Asset Fund Limited Partnership	May 9, 2005	600
Capital Asset Fund Limited Partnership	May 3, 2005	400

George Gaines has an interest in the election of directors at the Annual Meeting (i) through the beneficial ownership of 200,000 Shares held in his name, as described in the Fourth Filing Amendment, incorporated herein by reference thereto, and (ii) pursuant to the following agreements: (A) the Fee Sharing Agreement, pursuant to which George Gaines and certain other Reporting Persons in the Third Filing Amendment verbally agreed to share legal and other fees currently incurred or to be incurred in connection with the activities described in Item 4 of the Third Filing Amendment, incorporated herein by reference thereto, which activities include a shareholder proposal to the Issuer recommending the adoption of substantially equivalent provisions to those set forth in the SEC's Proposed Rule 14a-11 and the possible nomination of the Slate; and (B) the Voting Agreement, pursuant to which George Gaines and certain other Reporting Persons in the Fourth Filing Amendment, incorporated herein by reference thereto, verbally agreed to vote all of each Reporting Person's Shares for the election of the Slate as directors of the Issuer at the Annual Meeting.

Based upon 11,624,629 Shares outstanding as of November 30, 2006, as reported in Form 10-KSB, George Gaines beneficially owns approximately 1.7% of Shares outstanding. The following table indicates the date of each purchase and sale of Shares that may be beneficially owned by George Gaines within the past two years, and the number of Shares in each such purchase and sale:

<b>Name</b>	<b>Date</b>	<b>Shares Purchased (Sold)</b>
George Gaines	August 7, 2006	3,200
George Gaines	August 7, 2006	2,315
George Gaines	August 7, 2006	2,185
George Gaines	August 7, 2006	2,000
George Gaines	August 7, 2006	800
George Gaines	August 4, 2006	3,000
George Gaines	August 4, 2006	2,500
George Gaines	August 3, 2006	2,350
George Gaines	August 1, 2006	750
George Gaines	July 31, 2006	1,300
George Gaines	July 28, 2006	2,600
George Gaines	July 27, 2006	3,000
George Gaines	July 25, 2006	3,000
George Gaines	July 25, 2006	2,050
George Gaines	July 25, 2006	150
George Gaines	July 24, 2006	800

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George Gaines	July 21, 2006	2,000
George Gaines	July 20, 2006	1,000