

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<br/>(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<br/>(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<br/>(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<br/>(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<br/>(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    | (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> |
|-------------|-------------|
|-------------|-------------|

|                 |                  | <b>Shares Purchased<br/>(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<br/>(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<br/>(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<br/>(Sold)</b> |
|---|-------------------|------------------------------------|
| Mayim Investment<br>Limited Partnership | March 23, 2007    | 5,000                              |
| Mayim Investment<br>Limited Partnership | March 22, 2007    | 5,000                              |
| Mayim Investment<br>Limited Partnership | March 22, 2007    | 5,000                              |
| Mayim Investment<br>Limited Partnership | March 22, 2007    | 5,000                              |
| Mayim Investment<br>Limited Partnership | March 21, 2007    | 5,000                              |
| Mayim Investment<br>Limited Partnership | February 15, 2006 | 336                                |
| Mayim Investment<br>Limited Partnership | January 25, 2006  | 100                                |
| Mayim Investment<br>Limited Partnership | September 2, 2005 | 8,770                              |
| Mayim Investment<br>Limited Partnership | July 21, 2005     | (1,000)                            |
| Mayim Investment<br>Limited Partnership | June 24, 2005     | 110                                |
| Mayim Investment<br>Limited Partnership | June 13, 2005     | 5,054                              |
| Mayim Investment<br>Limited Partnership | June 6, 2005      | 2,000                              |
| Mayim Investment<br>Limited Partnership | June 2, 2005      | (2,000)                            |
| Mayim Investment<br>Limited Partnership | May 31, 2005      | (2,500)                            |
| Mayim Investment<br>Limited Partnership | May 27, 2005      | (100)                              |
| Mayim Investment<br>Limited Partnership | May 27, 2005      | (100)                              |
| Mayim Investment<br>Limited Partnership | May 27, 2005      | (500)                              |
| Mayim Investment<br>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<br/>(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<br/>(Sold)</b> |
|---|-------------------|------------------------------------|
| Capital Asset Fund<br>Limited Partnership | September 1, 2006 | 2,000                              |
| Capital Asset Fund<br>Limited Partnership | July 20, 2006     | 1,000                              |
| Capital Asset Fund<br>Limited Partnership | December 29, 2005 | 2,000                              |
| Capital Asset Fund<br>Limited Partnership | December 12, 2005 | 1,000                              |
| Capital Asset Fund<br>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<br/>(Sold)</b> |
|---|-----------------|------------------------------------|
| Capital Asset Fund<br>Limited Partnership | October 4, 2005 | 1,000                              |
| Capital Asset Fund<br>Limited Partnership | August 4, 2005  | 1,000                              |
| Capital Asset Fund<br>Limited Partnership | June 23, 2005   | 1,000                              |
| Capital Asset Fund<br>Limited Partnership | May 9, 2005     | 600                                |
| Capital Asset Fund<br>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<br/>(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 |
| George Gaines | July 20, 2006 | 1,000 |
| George Gaines | July 20, 2006 | 1,000 |
| George Gaines | July 20, 2006 | 1,000 |
| George Gaines | July 20, 2006 | 1,000 |
| George Gaines | July 20, 2006 | 1,000 |
| George Gaines | July 20, 2006 | 1,000 |

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| <b>Name</b>   | <b>Date</b>       | <b>Shares Purchased<br/>(Sold)</b> |
|---------------|-------------------|------------------------------------|
| George Gaines | July 20, 2006     | 1,000                              |
| George Gaines | July 20, 2006     | 1,000                              |
| George Gaines | July 20, 2006     | 1,000                              |
| George Gaines | July 20, 2006     | 200                                |
| George Gaines | July 19, 2006     | 2,000                              |
| George Gaines | July 19, 2006     | 800                                |
| George Gaines | May 8, 2006       | 3,000                              |
| George Gaines | May 5, 2006       | 3,000                              |
| George Gaines | May 5, 2006       | 1,700                              |
| George Gaines | May 5, 2006       | 1,300                              |
| George Gaines | May 4, 2006       | 2,500                              |
| George Gaines | May 3, 2006       | 3,000                              |
| George Gaines | May 3, 2006       | 500                                |
| George Gaines | May 2, 2006       | 1,800                              |
| George Gaines | April 27, 2006    | 700                                |
| George Gaines | April 26, 2006    | 3,000                              |
| George Gaines | April 26, 2006    | 2,500                              |
| George Gaines | April 24, 2006    | 2,300                              |
| George Gaines | April 24, 2006    | 200                                |
| George Gaines | April 21, 2006    | 2,300                              |
| George Gaines | April 21, 2006    | 2,000                              |
| George Gaines | April 21, 2006    | 1,500                              |
| George Gaines | April 21, 2006    | 1,375                              |
| George Gaines | April 21, 2006    | 825                                |
| George Gaines | April 21, 2006    | 700                                |
| George Gaines | April 19, 2006    | 800                                |
| George Gaines | April 18, 2006    | 3,000                              |
| George Gaines | April 18, 2006    | 2,000                              |
| George Gaines | April 18, 2006    | 2,000                              |
| George Gaines | April 18, 2006    | 2,000                              |
| George Gaines | April 18, 2006    | 2,000                              |
| George Gaines | April 18, 2006    | 2,000                              |
| George Gaines | April 18, 2006    | 1,200                              |
| George Gaines | April 18, 2006    | 1,200                              |
| George Gaines | April 18, 2006    | 1,000                              |
| George Gaines | April 18, 2006    | 800                                |
| George Gaines | April 18, 2006    | 800                                |
| George Gaines | December 5, 2005  | 2,700                              |
| George Gaines | December 5, 2005  | 2,000                              |
| George Gaines | December 2, 2005  | 4,000                              |
| George Gaines | December 2, 2005  | 3,000                              |
| George Gaines | December 2, 2005  | 300                                |
| George Gaines | December 1, 2005  | 1,800                              |
| George Gaines | December 1, 2005  | 1,100                              |
| George Gaines | November 30, 2005 | 3,000                              |

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|               |                   |       |
|---------------|-------------------|-------|
| George Gaines | November 30, 2005 | 1,800 |
| George Gaines | November 30, 2005 | 1,300 |
| George Gaines | November 30, 2005 | 800   |
| George Gaines | November 30, 2005 | 800   |
| George Gaines | November 30, 2005 | 400   |
| George Gaines | November 29, 2005 | 3,000 |

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| <b>Name</b>   | <b>Date</b>       | <b>Shares Purchased<br/>(Sold)</b> |
|---------------|-------------------|------------------------------------|
| George Gaines | November 29, 2005 | 2,000                              |
| George Gaines | November 29, 2005 | 1,700                              |
| George Gaines | November 29, 2005 | 1,300                              |
| George Gaines | November 28, 2005 | 2,000                              |
| George Gaines | November 28, 2005 | 2,000                              |
| George Gaines | November 28, 2005 | 1,000                              |
| George Gaines | November 23, 2005 | 4,000                              |
| George Gaines | November 22, 2005 | 5,000                              |
| George Gaines | November 17, 2005 | 4,400                              |
| George Gaines | November 17, 2005 | 3,000                              |
| George Gaines | November 17, 2005 | 2,300                              |
| George Gaines | November 17, 2005 | 2,200                              |
| George Gaines | November 17, 2005 | 300                                |
| George Gaines | November 17, 2005 | 200                                |
| George Gaines | November 16, 2005 | 9,500                              |
| George Gaines | November 16, 2005 | 5,000                              |
| George Gaines | November 16, 2005 | 5,000                              |
| George Gaines | November 16, 2005 | 4,000                              |
| George Gaines | November 16, 2005 | 2,400                              |
| George Gaines | November 16, 2005 | 1,700                              |
| George Gaines | November 16, 2005 | 1,500                              |
| George Gaines | November 16, 2005 | 1,300                              |
| George Gaines | November 16, 2005 | 1,300                              |
| George Gaines | November 16, 2005 | 1,000                              |
| George Gaines | November 16, 2005 | 1,000                              |
| George Gaines | November 16, 2005 | 1,000                              |
| George Gaines | November 16, 2005 | 1,000                              |
| George Gaines | November 16, 2005 | 1,000                              |
| George Gaines | November 16, 2005 | 1,000                              |
| George Gaines | November 16, 2005 | 800                                |
| George Gaines | November 16, 2005 | 700                                |
| George Gaines | November 16, 2005 | 700                                |
| George Gaines | November 16, 2005 | 500                                |
| George Gaines | November 16, 2005 | 500                                |
| George Gaines | November 16, 2005 | 500                                |
| George Gaines | November 16, 2005 | 300                                |
| George Gaines | November 16, 2005 | 300                                |
| George Gaines | November 16, 2005 | 300                                |
| George Gaines | November 16, 2005 | 300                                |

Steven Berkowitz has an interest in the election of directors at the Annual Meeting (i) through the beneficial ownership of 114,000 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 Steven Berkowitz 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 Steven Berkowitz 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.

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Based upon 11,624,629 Shares outstanding as of November 30, 2006, as reported in Form 10-KSB, Steven Berkowitz beneficially owns approximately 0.9% of Shares outstanding. The following table indicates the date of each purchase and sale of Shares that may be beneficially owned by Steven Berkowitz 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<br/>(Sold)</b> |
|------------------|-------------------|------------------------------------|
| Steven Berkowitz | February 12, 2007 | 1,000                              |
| Steven Berkowitz | February 8, 2007  | 1,000                              |
| Steven Berkowitz | February 8, 2007  | 12,000                             |
| Steven Berkowitz | November 13, 2006 | 3,500                              |
| Steven Berkowitz | November 3, 2006  | 96,500                             |

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**EXHIBIT 2**

March 26, 2007

**VIA FEDERAL EXPRESS AND  
FACSIMILE TRANSMISSION**

Cryo-Cell International, Inc.  
700 Brooker Creek Blvd., Suite 1800  
Oldsmar, Florida 34677  
Attention: Corporate Secretary

Re: Stockholder s Notice for Nomination of Person for Election as Director of Cryo-Cell International, Inc. ( CCII )  
Ladies and Gentlemen:

PartnerCommunity, Inc., a Delaware corporation (the Record Holder ), hereby submits this notice (this Notice ) on the date hereof pursuant to the requirements (the Bylaw Requirements ) set forth in Article II, Section 10 of the Amended and Restated Bylaws of CCII, attached as Exhibit 3.1 to the Form 8-K filed by CCII with the Securities and Exchange Commission (the SEC ), on December 18, 2006 (the Bylaws ), for the nomination of the Slate (as defined below) for election as directors of CCII at the 2007 annual meeting of stockholders of CCII (the Annual Meeting ).

As of the date of this Notice, the Record Holder represents that it is the record owner of 90,787 shares of Common Stock, par value \$0.01 per share, of CCII (the Shares ) and that it is entitled to vote at the Annual Meeting. Please note that David I. Portnoy may be deemed the beneficial owner of the Record Holder s Shares as the chairman of the Record Holder s board of directors and secretary and as the managing member of Mayim Management, LLC, which may exercise investment and voting discretion over the Record Holder s Shares under the Investment Advisory Agreement (as defined below), pursuant to the information provided in Annex A. The address of the Record Holder is 901 Yamato Road, Suite 115, Boca Raton, Florida 33431. Please note that the Record Holder s stock certificate was issued in the name of PARTNER COMMUNITY, INC. and that the address set forth on such stock certificate is 61 Harbour Way, Bal Harbour, Florida 33154-1362.

The Record Holder hereby represents that it intends to appear in person or by proxy at the Annual Meeting to nominate for election as directors of CCII the following persons (each, a Nominee and collectively, the Slate ):

David I. Portnoy  
Mark L. Portnoy  
Craig E. Fleishman, M.D.  
Harold D. Berger  
Scott D. Martin

The Record Holder hereby further represents that it intends to solicit proxies in support of its nomination of the Slate by directly or indirectly delivering a proxy statement and form of proxy to holders of at least the percentage of Shares required to elect the Slate.

As of the date hereof, based on information contained in the Bylaws, CCII s website and CCII s Form 10-KSB, filed with the SEC on February 28, 2007 ( Form 10-KSB ), the current Board of Directors of CCII (the Board ) consists of 5 directors and pursuant to CCII s Amended and Restated Certificate of Incorporation, as executed on July 10, 2000, filed by CCII with the SEC on July 19, 2002 as Exhibit 3.1 to CCII s Form 10-QSB and the Bylaws, the number of directors shall consist of such number as from time to time shall be fixed by the Board. Based on the size of the Board during 2006, the Record Holder is assuming that 5 directors are to be elected at the

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Annual Meeting. If, for any reason, more than 5 directors are to be elected at the Annual Meeting, the Record Holder reserves the right to nominate additional persons to be so elected (each, an Additional Nominee ). Additionally, if, for any reason, any Nominee or Additional Nominee is unable to stand for election at the Annual Meeting, the Record Holder intends to nominate a person in the place of such Nominee or Additional Nominee (a Substitute ). Finally, if fewer than 5 directors are to be elected at the Annual Meeting, the Record Holder will designate which of the Nominees will be placed in nomination. In any of those events, the Record Holder at the earliest practicable time will give notice to CCII of any Additional Nominee, the Substitute or the Nominees who will be placed in nomination.

Pursuant to the Bylaw Requirements: (i) certain information relating to the Record Holder is set forth in the body of this Notice and Annex A; (ii) certain information relating to each Nominee is set forth in the body of this Notice and Annex A; and (iii) the written consent of each Nominee to being named in the proxy statement as a nominee and to serving as a director of CCII, if elected, is attached as Annex B.

The Record Holder and other stockholders (each, a Reporting Person ) filed on January 25, 2005 a Schedule 13D under the Securities Exchange Act of 1934, as amended (the Exchange Act ), with the SEC relating to CCII (the Filing ). The first amendment to the Filing was filed with the SEC on February 2, 2006 (the First Filing Amendment ). The second amendment to the Filing was filed with the SEC on June 26, 2006 (the Second Filing Amendment ). The third amendment to the Filing was filed with the SEC on February 1, 2007 (the Third Filing Amendment ). The fourth amendment to the Filing was filed with the SEC on March 26, 2007 (the Fourth Filing Amendment and collectively with the Filing, the First Filing Amendment, the Second Filing Amendment and the Third Filing Amendment, the 13D Filings ).

The 13D Filings, all attachments thereto and all future amendments thereto, are hereby incorporated into and made a part of this Notice (but only to the extent that the information disclosed therein constitutes information regarding the Record Holder or each Nominee that is required to be set forth in this Notice pursuant to Bylaw Requirements). Accordingly, all such matters disclosed in any part of the 13D Filings, including all attachments thereto, should be deemed disclosed for all purposes of this Notice.

The Fourth Filing Amendment, a copy of which was previously delivered to CCII pursuant to Rule 13d-7 under the Exchange Act, is available at no charge at the SEC's website at <http://www.sec.gov>. If CCII requests additional copies of the Fourth Filing Amendment, the Record Holder will provide them.

The Record Holder and each Nominee have an interest in the election of directors at the Annual Meeting:

- (i) through the beneficial ownership (if any) of Shares, as described on the applicable attachment to Annex A and
- (ii) pursuant to certain agreements or relationships disclosed within this Notice and in the 13D Filings incorporated herein by reference, which include, if applicable to such Record Holder or Nominee: (A) a verbal agreement dated January 18, 2007 among the Record Holder, David I. Portnoy, Mark L. Portnoy, Scott D. Martin and certain other Reporting Persons, as described in the Third Filing Amendment, pursuant to which the parties agree to share legal and other fees currently incurred or to be incurred in connection with the activities described in Item 4 of such Third Filing Amendment, incorporated herein by reference thereto, which activities include a shareholder proposal to CCII 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 ); (B) a verbal agreement among the Record Holder, David I. Portnoy, Mark L. Portnoy, Scott D. Martin and certain other Reporting Persons in the Fourth Filing Amendment, incorporated herein by reference thereto, pursuant to which the parties agree to vote all of each Reporting Person's Shares for the election of the Slate as directors of CCII at the Annual Meeting (the Voting Agreement ); (C) a verbal agreement among each Nominee, with the exception of Harold D. Berger who is not a CCII stockholder (each, a Stockholder Nominee ), pursuant to which the parties agree to vote all of each Stockholder Nominee's Shares for the election of the Slate as directors of CCII at the Annual Meeting (the Stockholder Nominee Voting Agreement ); (D) an accounting relationship where Harold D. Berger provides accounting services to Mark L. Portnoy and to Capital Asset Fund Limited Partnership, a Delaware limited partnership, as to which Mark L. Portnoy may be deemed the beneficial owner as its general partner, on a regular basis and receives customary fees for such accounting services (the Accounting Services Relationship ), which are currently expected to continue; and (E) an agreement between the Record Holder 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,  
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LLC, is authorized to make investment and voting decisions relating to certain securities investments made by the Record Holder, which include the Shares held by the Record Holder (the Investment Advisory Agreement ).

With respect to each Nominee, other than as disclosed in this Notice and in the 13D Filings incorporated herein by reference, (i) such Nominee is not, nor was within the past year, a party to any contract, arrangement or understanding with any person with respect to any securities of CCII, including, but not limited to, joint ventures, loan or option arrangements, puts or calls, guarantees against loss or guarantees of profit, division of losses or profits, or the giving or withholding of proxies; and (ii) neither such Nominee nor any of such Nominee's associates have any arrangement or understanding with any person with respect to (A) any future employment by CCII or its affiliates or (B) any future transactions to which CCII or any of its affiliates will or may be a party.

With respect to each Nominee, such Nominee is independent under the independence standards applicable to CCII under paragraph (a)(1) of Item 407 of Regulation S-K.

The Annexes and all attachments thereto are hereby incorporated into and made a part of this Notice. Accordingly, all matters disclosed in any part of this Notice, including the Annexes and all attachments thereto should be deemed disclosed for all purposes of this Notice. All upper case terms appearing in the Annexes and all attachments thereto that are not defined in such Annexes and attachments shall have the meanings given in the body of this Notice or the Annexes, as applicable.

Information is set forth herein as of the date hereof and neither the delivery of this Notice in accordance with the Bylaw Requirements nor any delivery by the Record Holder of additional information to CCII from and after the date hereof shall be deemed to constitute an admission by the Record Holder or any of its respective affiliates that such delivery is required or that each and every item of information is required by the Bylaws or as to the legality or enforceability of the Bylaws or any other matter, or a waiver by the Record Holder or any of its respective affiliates of their right to contest or challenge, in any way, the validity or enforceability of the Bylaws or any other matter (including actions taken by the Board in anticipation of or following receipt of this Notice).

[Signature page follows]

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Very truly yours,

PartnerCommunity, Inc.

By: /s/ David I. Portnoy  
David I. Portnoy  
Chairman of the Board

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**ANNEX A**

Certain information about the Record Holder and each Nominee is set forth in the attachments to this Annex A.  
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**ANNEX A  
ATTACHMENT 1  
INFORMATION ABOUT THE RECORD HOLDER PURSUANT TO  
ARTICLE II, SECTION 10 OF THE BYLAWS**

**NAME:** PartnerCommunity, Inc.  
**BUSINESS ADDRESS:** 901 Yamato Road, Suite 115  
Boca Raton, Florida 33431

**PRINCIPAL BUSINESS:** See below

PartnerCommunity, Inc., a Delaware corporation (the Record Holder ), has an interest in the election of directors at the Annual Meeting pursuant to the Fee Sharing Agreement, Voting Agreement, Investment Advisory Agreement and its beneficial ownership of securities, as described below.

The Record Holder s principal business is providing software and hardware integration solutions to telecommunication companies. David I. Portnoy may be deemed the beneficial owner of the Record Holder s Shares as the chairman of the board and secretary of the Record Holder and as the managing me