



GRANTED

**EFiled: Feb 27 2008 8:15AM EST
Transaction ID 18762549
Case No. 3142-VCS**



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

DAVID PORTNOY,)	
)	
Plaintiff,)	
)	
v.)	
)	
CRYO-CELL INTERNATIONAL, INC., a)	C.A. No. 3142-VCS
Delaware corporation, MERCEDES WALTON,)	
GABY W. GOUBRAN, JAGDISH SHETH,)	
Ph.D, ANTHONY P. FINCH and SCOTT)	
CHRISTIAN,)	
)	
Defendants.)	
)	

[PROPOSED] ORDER

Pursuant to the Court's January 15, 2008 Memorandum Opinion, the Order and Final Judgment entered on January 22, 2008, and the telephonic hearing on February 21, 2008:

IT IS HEREBY ORDERED THAT:

1. The special meeting of stockholders of Cryo-Cell International, Inc. (the "Company") to be held on March 4, 2008, in Oldsmar, Florida, shall not constitute an annual meeting of stockholders.
2. The Company shall hold its annual meeting of stockholders for 2008 on July 15, 2008.
3. Within one business day of the date of entry of this Order, the Company shall issue a press release in the form attached hereto as Exhibit A and file a Form 8-K with the Securities and Exchange Commission containing a copy of such press release.

SO ORDERED this ____ day of February, 2008.

The Honorable Leo E. Strine, Jr.
Vice Chancellor

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: Leo E Strine

**File & Serve
Transaction ID:** 18750781

Current Date: Feb 27, 2008

Case Number: 3142-VCS

Case Name: CLOSED 1/2/2008 CONF ORDER Portnoy, David vs Cryo Cell International Inc

Court Authorizer

Comments:

This order rectifies the defendants' attempt to take advantage of relief awarded against them by declaring that a special election to do over the tainted 2007 election would also constitute the company's annual meeting for 2008. This order clarifies that the company will hold a regular annual meeting again in the summer of 2008, giving stockholders another chance to elect directors.

/s/ Judge Leo E Strine