

CRYO CELL INTERNATIONAL INC  
Form SC 13D/A  
November 26, 2007

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 6)\***

**Cryo-Cell International, Inc.**

(Name of Issuer)

**Common Stock, Par Value \$.01**

(Title of Class of Securities)

**228895108**

(CUSIP Number)

**Gary M. Epstein, Esq.**

**Greenberg Traurig, PA**

**1221 Brickell Avenue**

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Miami, Florida 33130

Tel: (305) 579-0894

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 26, 2007

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box " ".

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):**

**David I. Portnoy**

**2. Check the Appropriate Box if a Member of a Group (See Instructions):**

(a)  x

(b)  ..

**3. SEC Use Only:**

**4. Source of Funds (See Instructions):**

PF, OO

**5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):** ..

**6. Citizenship or Place of Organization:**

United States of America

**7. Sole Voting Power:**

Number of

206,000

Shares

**8. Shared Voting Power:**

Beneficially

Owned by

0

Each

**9. Sole Dispositive Power:**

Reporting

Person

206,000

**10. Shared Dispositive Power:**

With

0

**11. Aggregate Amount Beneficially Owned by Each Reporting Person:**

206,000

**12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):** ..

13. Percent of Class Represented by Amount in Row (11):

1.7%

14. Type of Reporting Person (See Instructions):

IN, HC

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):

**Visual Investment Corp.**

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)  x

(b)  ..

3. SEC Use Only:

4. Source of Funds (See Instructions):

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): ..

6. Citizenship or Place of Organization:

Delaware

7. Sole Voting Power:

Number of

Shares 53,850

8. Shared Voting Power:

Beneficially

Owned by 0

Each 9. Sole Dispositive Power:

Reporting

Person 53,850

10. Shared Dispositive Power:

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

53,850

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): ..

13. Percent of Class Represented by Amount in Row (11):

0.4%

14. Type of Reporting Person (See Instructions):

CO

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):

**PartnerCommunity, Inc.**

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)  x

(b)  ..

3. SEC Use Only:

4. Source of Funds (See Instructions):

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

..

6. Citizenship or Place of Organization:

Delaware

7. Sole Voting Power:

Number of

90,787

Shares

8. Shared Voting Power:

Beneficially

Owned by

0

Each

9. Sole Dispositive Power:

Reporting

Person

90,787

10. Shared Dispositive Power:

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

90,787

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

13. Percent of Class Represented by Amount in Row (11):

0.7%

14. Type of Reporting Person (See Instructions):

CO



**1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):**

**Jamie H. Zidell**

**2. Check the Appropriate Box if a Member of a Group (See Instructions):**

(a)  x

(b)  ..

**3. SEC Use Only:**

**4. Source of Funds (See Instructions):**

**PF**

**5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):** ..

**6. Citizenship or Place of Organization:**

**United States of America**

**7. Sole Voting Power:**

Number of

174,430

Shares

**8. Shared Voting Power:**

Beneficially

Owned by

0

Each

**9. Sole Dispositive Power:**

Reporting

Person

174,430

**10. Shared Dispositive Power:**

With

0

**11. Aggregate Amount Beneficially Owned by Each Reporting Person:**

174,430

**12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):** ..

13. Percent of Class Represented by Amount in Row (11):

1.4%

14. Type of Reporting Person (See Instructions):

IN

**1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):**

**Mayim Investment Limited Partnership**

**2. Check the Appropriate Box if a Member of a Group (See Instructions):**

(a)  x

(b)  ..

**3. SEC Use Only:**

**4. Source of Funds (See Instructions):**

WC

**5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):** ..

**6. Citizenship or Place of Organization:**

Delaware

**7. Sole Voting Power:**

Number of

Shares 183,475

**8. Shared Voting Power:**

Beneficially

Owned by 0

Each

**9. Sole Dispositive Power:**

Reporting

Person 183,475

**10. Shared Dispositive Power:**

With

0

**11. Aggregate Amount Beneficially Owned by Each Reporting Person:**

183,475

**12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):** ..

13. Percent of Class Represented by Amount in Row (11):

1.5%

14. Type of Reporting Person (See Instructions):

PN

**1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):**

**David W. Ruttenberg**

**2. Check the Appropriate Box if a Member of a Group (See Instructions):**

(a)  x

(b)  ..

**3. SEC Use Only:**

**4. Source of Funds (See Instructions):**

**PF**

**5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):** ..

**6. Citizenship or Place of Organization:**

**United States of America**

**7. Sole Voting Power:**

Number of

**119,080**

Shares

**8. Shared Voting Power:**

Beneficially

Owned by

**0**

Each

**9. Sole Dispositive Power:**

Reporting

Person

**119,080**

**10. Shared Dispositive Power:**

With

**0**

**11. Aggregate Amount Beneficially Owned by Each Reporting Person:**

**119,080**

**12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):** ..

13. Percent of Class Represented by Amount in Row (11):

1.0%

14. Type of Reporting Person (See Instructions):

IN

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):

**Lynne Portnoy**

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)  x

(b)  ..

3. SEC Use Only:

4. Source of Funds (See Instructions):

**PF**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

..

6. Citizenship or Place of Organization:

**United States of America**

7. Sole Voting Power:

Number of

**16,150**

Shares

8. Shared Voting Power:

Beneficially

Owned by

**3,000**

Each

9. Sole Dispositive Power:

Reporting

Person

**16,150**

10. Shared Dispositive Power:

With

**3,000**

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

**19,150**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

13. Percent of Class Represented by Amount in Row (11):

0.1%

14. Type of Reporting Person (See Instructions):

IN



**1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):**

**Gilbert Portnoy**

**2. Check the Appropriate Box if a Member of a Group (See Instructions):**

(a)  x

(b)  ..

**3. SEC Use Only:**

**4. Source of Funds (See Instructions):**

**PF**

**5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):**

..

**6. Citizenship or Place of Organization:**

**United States of America**

**7. Sole Voting Power:**

Number of

143

Shares

**8. Shared Voting Power:**

Beneficially

Owned by

3,000

Each

**9. Sole Dispositive Power:**

Reporting

Person

143

**10. Shared Dispositive Power:**

With

3,000

**11. Aggregate Amount Beneficially Owned by Each Reporting Person:**

3,143

**12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):**

..

13. Percent of Class Represented by Amount in Row (11):

0.0%

14. Type of Reporting Person (See Instructions):

IN

**1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):**

**Mark L. Portnoy**

**2. Check the Appropriate Box if a Member of a Group (See Instructions):**

(a)  x

(b)  ..

**3. SEC Use Only:**

**4. Source of Funds (See Instructions):**

**PF**

**5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):** ..

**6. Citizenship or Place of Organization:**

**United States of America**

**7. Sole Voting Power:**

Number of

**116,515**

Shares

**8. Shared Voting Power:**

Beneficially

Owned by

**0**

Each

**9. Sole Dispositive Power:**

Reporting

Person

**116,515**

**10. Shared Dispositive Power:**

With

**0**

**11. Aggregate Amount Beneficially Owned by Each Reporting Person:**

**116,515**

**12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):** ..

13. Percent of Class Represented by Amount in Row (11):

0.9%

14. Type of Reporting Person (See Instructions):

IN

**1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):**

**Capital Asset Fund Limited Partnership**

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)  x

(b)  ..

3. SEC Use Only:

4. Source of Funds (See Instructions):

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): ..

6. Citizenship or Place of Organization:

Delaware

7. Sole Voting Power:

Number of

40,000

Shares

8. Shared Voting Power:

Beneficially

Owned by

0

Each

9. Sole Dispositive Power:

Reporting

Person

40,000

10. Shared Dispositive Power:

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

40,000

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): ..

13. Percent of Class Represented by Amount in Row (11):

0.3%

14. Type of Reporting Person (See Instructions):

PN

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):

**George Gaines**

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)  x

(b)  ..

3. SEC Use Only:

4. Source of Funds (See Instructions):

**PF**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

..

6. Citizenship or Place of Organization:

**United States of America**

7. Sole Voting Power:

Number of

**200,000**

Shares

8. Shared Voting Power:

Beneficially

Owned by

**0**

Each

9. Sole Dispositive Power:

Reporting

Person

**200,000**

10. Shared Dispositive Power:

With

**0**

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

**200,000**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

13. Percent of Class Represented by Amount in Row (11):

1.7%

14. Type of Reporting Person (See Instructions):

IN



**1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):**

**Scott D. Martin**

**2. Check the Appropriate Box if a Member of a Group (See Instructions):**

(a)  x

(b)  ..

**3. SEC Use Only:**

**4. Source of Funds (See Instructions):**

**PF**

**5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):** ..

**6. Citizenship or Place of Organization:**

**United States of America**

**7. Sole Voting Power:**

Number of

**216,000**

Shares

**8. Shared Voting Power:**

Beneficially

Owned by

**0**

Each

**9. Sole Dispositive Power:**

Reporting

Person

**216,000**

**10. Shared Dispositive Power:**

With

**0**

**11. Aggregate Amount Beneficially Owned by Each Reporting Person:**

**216,000**

**12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):** ..

13. Percent of Class Represented by Amount in Row (11):

1.8%

14. Type of Reporting Person (See Instructions):

IN

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):

**Steven Berkowitz**

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)  x

(b)  ..

3. SEC Use Only:

4. Source of Funds (See Instructions):

**PF**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

..

6. Citizenship or Place of Organization:

**United States of America**

7. Sole Voting Power:

Number of

**150,000**

Shares

8. Shared Voting Power:

Beneficially

Owned by

**0**

Each

9. Sole Dispositive Power:

Reporting

Person

**150,000**

10. Shared Dispositive Power:

With

**0**

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

**150,000**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

13. Percent of Class Represented by Amount in Row (11):

1.2%

14. Type of Reporting Person (See Instructions):

IN

**1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):**

**Craig E. Fleishman, M.D.**

**2. Check the Appropriate Box if a Member of a Group (See Instructions):**

(a)  x

(b)  ..

**3. SEC Use Only:**

**4. Source of Funds (See Instructions):**

**PF**

**5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):** ..

**6. Citizenship or Place of Organization:**

**United States of America**

**7. Sole Voting Power:**

Number of

**9,100**

Shares

**8. Shared Voting Power:**

Beneficially

Owned by

**0**

Each

**9. Sole Dispositive Power:**

Reporting

Person

**9,100**

**10. Shared Dispositive Power:**

With

**0**

**11. Aggregate Amount Beneficially Owned by Each Reporting Person:**

**9,100**

**12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):** ..

13. Percent of Class Represented by Amount in Row (11):

0.0%

14. Type of Reporting Person (See Instructions):

IN

**1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):**

**Deborah Hadjaje**

**2. Check the Appropriate Box if a Member of a Group (See Instructions):**

(a)

(b)

**3. SEC Use Only:**

**4. Source of Funds (See Instructions):**

**PF**

**5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):**

**6. Citizenship or Place of Organization:**

**France**

**7. Sole Voting Power:**

Number of

**14,700**

Shares

**8. Shared Voting Power:**

Beneficially

Owned by

**0**

Each

**9. Sole Dispositive Power:**

Reporting

Person

**14,700**

**10. Shared Dispositive Power:**

With

**0**

**11. Aggregate Amount Beneficially Owned by Each Reporting Person:**

**14,700**

**12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):**

13. Percent of Class Represented by Amount in Row (11):

0.1%

14. Type of Reporting Person (See Instructions):

IN



**1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):**

**Focus Financial Corp.**

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Florida

7. Sole Voting Power:

Number of

1,810

Shares

8. Shared Voting Power:

Beneficially

Owned by

0

Each

9. Sole Dispositive Power:

Reporting

Person

1,810

10. Shared Dispositive Power:

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

1,810

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

0.0%

14. Type of Reporting Person (See Instructions):

CO

**SCHEDULE 13D/A**

**Item 1. Security and Issuer**

The Schedule 13D filed with the Securities and Exchange Commission (the SEC) on January 25, 2005 (the Statement), by the Reporting Persons with respect to the shares of Common Stock, par value \$.01 (the Common Stock), issued by Cryo-Cell International, Inc. (CCII), is hereby amended for the sixth time to furnish the additional information set forth herein.

**Item 2. Identity and Background**

1. David I. Portnoy

- (a) **David I. Portnoy**
- (b) David I. Portnoy's business address is 52 Camden Drive, Bal Harbour, Florida 33154.
- (c) David I. Portnoy is the president of Focus Financial Corp., a Florida corporation. Focus Financial Corp.'s principal business is investing in various businesses. The address of Focus Financial Corp. is also 52 Camden Drive, Bal Harbour, Florida 33154.
- (d) During the last five years, David I. Portnoy has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, David I. Portnoy has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.
- (f) David I. Portnoy is a United States citizen.

2. Visual Investment Corp.

- (a) **Visual Investment Corp., a Delaware corporation**
- (b) Visual Investment Corp.'s address is 52 Camden Drive, Bal Harbour, Florida 33154.
- (c) Visual Investment Corp.'s principal business is to provide investment management services to individuals. David I. Portnoy is the sole officer and director of Visual Investment Corp.
- (d) During the last five years, Visual Investment Corp. has not been convicted in a criminal proceeding.

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- (e) During the last five years, Visual Investment Corp. has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.
  
- (f) Not Applicable.

3. PartnerCommunity, Inc.

- (a) **PartnerCommunity, Inc. a Delaware corporation**
- (b) PartnerCommunity, Inc. s address is 901 Yamato Road, Suite 115, Boca Raton, Florida 33431.
- (c) PartnerCommunity, Inc. s principal business is software development. David I. Portnoy is the chairman of the board of directors and secretary of PartnerCommunity, Inc.
- (d) During the last five years, PartnerCommunity, Inc. has not been convicted in a criminal proceeding.
- (e) During the last five years, PartnerCommunity, Inc. has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.
- (f) Not Applicable.

4. Jamie H. Zidell

- (a) **Jamie H. Zidell**
- (b) The business address of Jamie H. Zidell is 300 71st Street, Suite 605, Miami Beach, Florida 33141.
- (c) Jamie H. Zidell is an attorney employed by J.H. Zidell Attorneys. J.H. Zidell Attorneys principal business is providing legal services. The address of J.H. Zidell Attorneys is also 300 71st Street, Suite 605, Miami Beach, Florida 33141.
- (d) During the last five years, Jamie H. Zidell has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, Jamie H. Zidell has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.
- (f) Jamie H. Zidell is a United States citizen.

5. Mayim Investment Limited Partnership

- (a) **Mayim Investment Limited Partnership, a Delaware limited partnership**
- (b) Mayim Investment Limited Partnership's address is 52 Camden Drive, Bal Harbour, Florida 33154.
- (c) Mayim Investment Limited Partnership was formed for the purpose of making an investment in the Common Stock. Mayim Management Limited Partnership is Mayim Investment Limited Partnership's general partner and was formed principally for serving as its general partner. Mayim Management LLC is Mayim Management Limited Partnership's general partner and was formed principally for serving as its general partner. David I. Portnoy is the managing member and owns all equity interests in Mayim Management LLC.
- (d) During the last five years, Mayim Investment Limited Partnership has not been convicted in a criminal proceeding.
- (e) During the last five years, Mayim Investment Limited Partnership has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.
- (f) Not Applicable.

6. David W. Ruttenberg

- (a) **David W. Ruttenberg**
- (b) David W. Ruttenberg's business address is c/o Belgravia Group, Real Estate Development, 833 N. Orleans, Suite 400, Chicago, Illinois 60610.
- (c) David W. Ruttenberg is a real estate developer employed by Belgravia Group. Belgravia Group's principal business is real estate development. The address of Belgravia Group is 833 N. Orleans, Suite 400, Chicago, Illinois 60610.
- (d) During the last five years, David W. Ruttenberg has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, David W. Ruttenberg has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.
- (f) David W. Ruttenberg is a United States citizen.

7. Lynne Portnoy

- (a) **Lynne Portnoy**
- (b) Lynne Portnoy's business address is 52 Camden Drive, Bal Harbour, Florida 33154.
- (c) Lynne Portnoy is a retired private investor.
- (d) During the last five years, Lynne Portnoy has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, Lynne Portnoy has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.
- (f) Lynne Portnoy is a United States citizen.

8. Gilbert Portnoy

- (a) **Gilbert Portnoy**
- (b) Gilbert Portnoy's business address is 52 Camden Drive, Bal Harbour, Florida 33154.
- (c) Gilbert Portnoy is a retired private investor.
- (d) During the last five years, Gilbert Portnoy has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, Gilbert Portnoy has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.
- (f) Gilbert Portnoy is a United States citizen.

9. Mark L. Portnoy

- (a) **Mark L. Portnoy**
- (b) Mark L. Portnoy's business address is 9801 Collins Avenue, Apt. 8E, Bal Harbour, FL 33154.

- (c) Mark L. Portnoy is the general partner of Capital Asset Fund Limited Partnership, a Delaware limited partnership. Capital Asset Fund Limited Partnership's principal business is investing in various businesses. The address of Capital Asset Fund Limited Partnership is also 9801 Collins Avenue, Apt. 8E, Bal Harbour, FL 33154.



- (d) During the last five years, Mark L. Portnoy has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
  - (e) During the last five years, Mark L. Portnoy has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.
  - (f) Mark L. Portnoy is a United States citizen.
10. Capital Asset Fund Limited Partnership

(a) **Capital Asset Fund Limited Partnership, a Delaware limited partnership**

- (b) Capital Asset Fund Limited Partnership's address is 9801 Collins Avenue, Apt. 8E, Bal Harbour, FL 33154.
  - (c) Capital Asset Fund Limited Partnership's principal business is investing in various businesses. Mark L. Portnoy is the general partner of Capital Asset Fund Limited Partnership.
  - (d) During the last five years, Capital Asset Fund Limited Partnership has not been convicted in a criminal proceeding.
  - (e) During the last five years, Capital Asset Fund Limited Partnership has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.
  - (f) Not Applicable.
11. George Gaines

(a) **George Gaines**

- (b) George Gaines' business address is 2207 Orrington Avenue, Evanston, IL, 60201.
- (c) George Gaines is a private equity professional.
- (d) During the last five years, George Gaines has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, George Gaines has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been or is subject to a judgment, decree or final order enjoining future violations of, or

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prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

- (f) George Gaines is a United States citizen.

12. Scott D. Martin

- (a) **Scott D. Martin**
- (b) Scott D. Martin's business address is 243 Trail Ridge Road, Rutherfordton, NC, 28139.
- (c) Scott D. Martin is a private investor.
- (d) During the last five years, Scott D. Martin has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, Scott D. Martin has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.
- (f) Scott D. Martin is a United States citizen.

13. Steven Berkowitz

- (a) **Steven Berkowitz**
- (b) Steven Berkowitz's business address is 514 W. Webster Ave., Chicago, IL, 60614.
- (c) Steven Berkowitz is a private investor.
- (d) During the last five years, Steven Berkowitz has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, Steven Berkowitz has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.
- (f) Steven Berkowitz is a United States citizen.

14. Craig E. Fleishman, M.D.

- (a) **Craig E. Fleishman, M.D.**

(b) The business address of Craig E. Fleishman, M.D. is 50 W. Sturtevant St., Orlando, FL, 32806.

- (c) Craig E. Fleishman, M.D. is a senior partner of the Congenital Heart Institute at Arnold Palmer Hospital and Miami Children's Hospital. The Congenital Heart Institute at Arnold Palmer Hospital and Miami Children's Hospital's principal business is providing children's cardiac care. The address of the Congenital Heart Institute at Arnold Palmer Hospital and Miami Children's Hospital is also 50 W. Sturtevant St., Orlando, FL, 32806.
  - (d) During the last five years, Craig E. Fleishman, M.D. has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
  - (e) During the last five years, Craig E. Fleishman, M.D. has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.
  - (f) Craig E. Fleishman, M.D. is a United States citizen.
15. Deborah Hadjaje

- (a) **Deborah Hadjaje**
- (b) The business address of Deborah Hadjaje is 52 Camden Drive, Bal Harbour, Florida 33154.
- (c) Deborah Hadjaje is a real estate sales agent employed by BeachFront Realty Inc. BeachFront Realty Inc.'s principal business is providing real estate services to buyers and sellers of real estate. The address of BeachFront Realty Inc. is 18205 Biscayne Boulevard, Suite 2205, Aventura, Florida 33160.
- (d) During the last five years, Deborah Hadjaje has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, Deborah Hadjaje has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.
- (f) Deborah Hadjaje is a French citizen.

16. Focus Financial Corp.

- (a) **Focus Financial Corp., a Florida corporation**
- (b) Focus Financial Corp. s address is 52 Camden Drive, Bal Harbour, Florida 33154.
- (c) Focus Financial Corp. s principal business is investing in various businesses. David I. Portnoy is the president of Focus Financial Corp.
- (d) During the last five years, Focus Financial Corp. has not been convicted in a criminal proceeding.
- (e) During the last five years, Focus Financial Corp. has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.
- (f) Not Applicable.

**Item 3. Source and Amount of Funds or Other Consideration**

(1) David I. Portnoy owns 206,000 shares of Common Stock acquired in open market purchases using personal funds. David I. Portnoy estimates that the total amount of funds used to acquire these shares was \$526,024. These Common Stock acquisitions were made between June 2004 and November 2007. No funds were borrowed to acquire these shares.

(2) Visual Investment Corp. owns 53,850 shares of Common Stock acquired in open market purchases using working capital. Visual Investment Corp. estimates that the total amount of funds used to acquire these shares was \$171,243. These Common Stock acquisitions were made between July 2004 and August 2006. No funds were borrowed to acquire these shares.

(3) PartnerCommunity, Inc. owns 90,787 shares of Common Stock acquired in open market purchases using working capital. PartnerCommunity, Inc. estimates that the total amount of funds used to acquire these shares was \$314,123. These Common Stock acquisitions were made between July 2004 and June 2006. No funds were borrowed to acquire these shares.

(4) Jamie H. Zidell owns 174,430 shares of Common Stock acquired in open market purchases using personal funds. Jamie H. Zidell estimates that the total amount of funds used to acquire these shares was \$500,614. These Common Stock acquisitions were made between July 2004 and January 2007. No funds were borrowed to acquire these shares. As described in more detail below, David I. Portnoy exercises investment discretion over these shares.

(5) Mayim Investment Limited Partnership owns 183,475 shares of Common Stock acquired in open market purchases. Mayim Investment Limited Partnership estimates that the total amount of funds used to acquire these shares was \$455,696. These funds were raised by Mayim Investment Limited Partnership between October 2005 and June 2007 through the sale of limited partnership interests. These Common Stock acquisitions were made between October 2004 and September 2007. No funds were borrowed to acquire these shares.

(6) David W. Ruttenberg owns 119,080 shares of Common Stock held by The Crilly Court Trust and acquired in open market purchases using personal funds. David W. Ruttenberg estimates that the total amount of funds used to acquire these shares was \$401,300. These Common Stock acquisitions were made between January 2006 and May 2006. No funds were borrowed to acquire these shares. As described in more detail below, David I. Portnoy exercises investment discretion over these shares.

(7) Lynne Portnoy owns 16,150 shares of Common Stock acquired in open market purchases using personal funds. Lynne Portnoy also claims joint ownership of 3,000 shares of Common Stock with Gilbert Portnoy acquired in open market purchases using personal funds. Lynne Portnoy estimates that the total amount of funds used to acquire these shares was \$55,536. These Common Stock acquisitions were made approximately between August 2004 and January 2005. No funds were borrowed to acquire these shares. As described in more detail below, David I. Portnoy exercises investment and voting discretion over these shares.

(8) Gilbert Portnoy owns 143 shares of Common Stock acquired in open market purchases using personal funds. Gilbert Portnoy also claims joint ownership of 3,000 shares of Common Stock with Lynne Portnoy acquired in open market purchases using personal funds. Gilbert Portnoy estimates that the total amount of funds used to acquire these shares was \$13,277.52. These Common Stock acquisitions were made approximately between August 2004 and January 2005. No funds were borrowed to acquire these shares. As described in more detail below, David I. Portnoy exercises investment and voting discretion over these shares.

(9) Mark L. Portnoy owns 116,515 shares of Common Stock acquired in open market purchases using personal funds. Mark L. Portnoy estimates that the total amount of funds used to acquire these shares was \$317,445. These Common Stock acquisitions were made between August 2004 and September 2006. No funds were borrowed to acquire these shares.

(10) Capital Asset Fund Limited Partnership owns 40,000 shares of Common Stock acquired in open market purchases using working capital. Capital Asset Fund Limited Partnership estimates that the total amount of funds used to acquire these shares was \$105,866. These Common Stock acquisitions were made between August 2004 and May 2007. No funds were borrowed to acquire these shares.

(11) George Gaines owns 200,000 shares of Common Stock acquired in open market purchases using personal funds. George Gaines estimates that the total amount of funds used to acquire these shares was \$630,720. These Common Stock acquisitions were made between January 2005 and August 2006. Some of the shares of Common Stock were acquired pursuant to a margin account but there is currently no margin.

(12) Scott D. Martin owns 216,000 shares of Common Stock acquired in open market purchases using personal funds. Scott D. Martin estimates that the total amount of funds used to acquire these shares was \$535,171. These Common Stock acquisitions were made between August 2006 and February 2007. No funds were borrowed to acquire these shares.

(13) Steven Berkowitz owns 150,000 shares of Common Stock acquired in open market purchases using personal funds. Steven Berkowitz estimates that the total amount of funds used to acquire these shares was \$366,566. These Common Stock acquisitions were made between November 2006 and April 2007. No funds were borrowed to acquire these shares.

(14) Craig E. Fleishman, M.D. owns 9,100 shares of Common Stock acquired in open market purchases using personal funds except for 100 shares of Common Stock received as a gift from his brother, Adam Fleishman. Craig E. Fleishman, M.D. estimates that the total amount of funds used to acquire these shares was \$29,607. These Common Stock acquisitions were made between December 2005 and February 2007. No funds were borrowed to acquire these shares.

(15) Deborah Hadjaje owns 14,700 shares of Common Stock acquired in open market purchases using personal funds. Deborah Hadjaje estimates that the total amount of funds used to acquire these shares was \$23,357. These Common Stock acquisitions were made between July and October 2007. No funds were borrowed to acquire these shares. As described in more detail below, David I. Portnoy exercises investment discretion over these shares.

(16) Focus Financial Corp. owns 1,810 shares of Common Stock acquired in open market purchases using working capital. Focus Financial Corp. estimates that the total amount of funds used to acquire these shares was \$2,625. These Common Stock acquisitions were made between July and August 2007. No funds were borrowed to acquire these shares.

**Item 4. Purpose of Transaction**

Item 4 of the Statement is hereby amended by the addition of the following:

On August 2007, David I. Portnoy filed a lawsuit against CCII and its directors in the Delaware Chancery Court in New Castle County. Mr. Portnoy alleged breaches of fiduciary duties in connection with CCII's 2007 annual meeting of stockholders, held on July 16, 2007, and requested declaratory and injunctive relief related to the election of directors at that meeting, including a declaration that the slate comprised of David I. Portnoy, Mark L. Portnoy, Craig E. Fleishman, M.D., Harold D. Berger, Scott D. Martin and John Z. Yin, Ph.D. is entitled to be installed as members of CCII's board of directors. Trial commenced on November 14, 2007.

**Item 5. Interest in Securities of the Issuer**

**(a) - (b)**

With the exception of Lynne Portnoy and Gilbert Portnoy who claim joint ownership of 3,000 shares of Common Stock, each Reporting Person disclaims beneficial ownership of the shares of Common Stock owned by the other Reporting Persons.

David I. Portnoy may be deemed the beneficial owner of 863,425 shares of Common Stock, which number includes (i) 206,000 shares of Common Stock held directly by David I. Portnoy, as to which he has the sole power to vote and dispose or direct the disposition; (ii) 53,850 shares of Common Stock held by Visual Investment Corp., as to which David I. Portnoy may be deemed the beneficial owner as the sole officer and director of Visual Investment Corp.; (iii) 90,787 shares of Common Stock held by PartnerCommunity, Inc., as to which David I. Portnoy may be deemed the beneficial owner as chairman of the board and secretary of PartnerCommunity, Inc. and as managing member of Mayim Management, LLC, which may exercise investment and voting



discretion over such shares of Common Stock in accordance with the agreement between PartnerCommunity, Inc. and Mayim Management, LLC described under Item 6 of the Fourth Amendment to the Statement, filed with the SEC on March 26, 2007; (iv) 174,430 shares of Common Stock held by Jamie H. Zidell, as to which David I. Portnoy may be deemed the beneficial owner as a result of exercising investment (but not voting) discretion over such shares of Common Stock in accordance with the agreements between David I. Portnoy and Jamie H. Zidell described under Item 6 of the Statement and under Item 6 of the Third Amendment to the Statement, filed with the SEC on February 1, 2007; (v) 183,475 shares of Common Stock held by Mayim Investment Limited Partnership, as to which David I. Portnoy may be deemed the beneficial owner as 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; (vi) 119,080 shares of Common Stock held by The Crilly Court Trust, whose beneficiary is David W. Ruttenberg and as to which David I. Portnoy may be deemed the beneficial owner as a result of exercising investment (but not voting) discretion over such shares of Common Stock in accordance with the agreement between David I. Portnoy and David W. Ruttenberg described under Item 6 of the Second Amendment to the Statement, filed with the SEC on June 26, 2006; (vii) 16,150 shares of Common Stock held by Lynne Portnoy and 3,000 shares of Common Stock held jointly by Lynne Portnoy and Gilbert Portnoy, as to which David I. Portnoy may be deemed the beneficial owner as a result of exercising investment and voting discretion over such shares of Common Stock in accordance with the agreement between Lynne Portnoy, Gilbert Portnoy and David I. Portnoy described under Item 6 of the Third Amendment to the Statement, filed with the SEC on February 1, 2007; (viii) 143 shares of Common Stock held by Gilbert Portnoy and 3,000 shares of Common Stock held jointly by Gilbert Portnoy and Lynne Portnoy, as to which David I. Portnoy may be deemed the beneficial owner as a result of exercising investment and voting discretion over such shares of Common Stock in accordance with the agreement between Gilbert Portnoy, Lynne Portnoy and David I. Portnoy described under Item 6 of the Third Amendment to the Statement, filed with the SEC on February 1, 2007; (ix) 14,700 shares of Common Stock held by Deborah Hadjaje, as to which David I. Portnoy may be deemed the beneficial owner as a result of exercising investment (but not voting) discretion over such shares of Common Stock in accordance with the agreement between David I. Portnoy and Deborah Hadjaje described under Item 6 below; and (x) 1,810 shares of Common Stock held by Focus Financial Corp., as to which David I. Portnoy may be deemed the beneficial owner as the president of Focus Financial Corp. Based upon 11,669,629 shares of Common Stock outstanding as of August 31, 2007, as reported in CCII's Form 10-Q filed with the SEC on October 15, 2007 ( Form 10-Q ), this represents beneficial ownership of approximately 7.4% of the shares of Common Stock outstanding.

Visual Investment Corp. may be deemed the beneficial owner of the 53,850 shares of Common Stock held in its name. David I. Portnoy is the sole officer and director of Visual Investment Corp. Based upon 11,669,629 shares of Common Stock outstanding as of August 31, 2007, as reported in Form 10-Q, this represents beneficial ownership of approximately 0.4% of the shares of Common Stock outstanding.

PartnerCommunity, Inc. may be deemed the beneficial owner of the 90,787 shares of Common Stock held in its name. David I. Portnoy is chairman of the board and secretary of PartnerCommunity, Inc. and managing member of Mayim Management, LLC, which may exercise investment and voting discretion over such shares of Common Stock in accordance with the agreement

between PartnerCommunity, Inc. and Mayim Management, LLC described under Item 6 of the Fourth Amendment to the Statement, filed with the SEC on March 26, 2007. Based upon 11,669,629 shares of Common Stock outstanding as of August 31, 2007, as reported in Form 10-Q, this represents beneficial ownership of approximately 0.7% of the shares of Common Stock outstanding.

Jamie H. Zidell may be deemed the beneficial owner of the 174,430 shares of Common Stock held in his name. Under the agreements between Jamie H. Zidell and David I. Portnoy described under the Statement and under Item 6 of the Third Amendment to the Statement, filed with the SEC on February 1, 2007, David I. Portnoy has the right to make investment decisions relating to such shares of Common Stock, although Jamie H. Zidell retains the sole right to vote the shares of Common Stock held by him and the right to withdraw his assets from such agreements. Based upon 11,669,629 shares of Common Stock outstanding as of August 31, 2007, as reported in Form 10-Q, this represents beneficial ownership of approximately 1.4% of the shares of Common Stock outstanding.

Mayim Investment Limited Partnership may be deemed the beneficial owner of the 183,475 shares of Common Stock held in its name. David I. Portnoy is 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 11,669,629 shares of Common Stock outstanding as of August 31, 2007, as reported in Form 10-Q, this represents beneficial ownership of approximately 1.5% of the shares of Common Stock outstanding.

David W. Ruttenberg may be deemed the beneficial owner of the 119,080 shares of Common Stock held by The Crilly Court Trust. David W. Ruttenberg is The Crilly Court Trust's beneficiary. Under the agreement between David W. Ruttenberg and David I. Portnoy described under Item 6 of the Second Amendment to the Statement, filed with the SEC on June 26, 2006, David I. Portnoy has the right to make investment decisions relating to such shares of Common Stock, although David W. Ruttenberg retains the sole right to vote the shares of Common Stock held by The Crilly Court Trust and the right to withdraw his assets from such agreement. Based upon 11,669,629 shares of Common Stock outstanding as of August 31, 2007, as reported in Form 10-Q, this represents beneficial ownership of approximately 1.0% of the shares of Common Stock outstanding.

Lynne Portnoy may be deemed the beneficial owner of the 16,150 shares of Common Stock held in her name and of the 3,000 shares of Common Stock held in joint ownership with Gilbert Portnoy. Under the agreement between Lynne Portnoy, Gilbert Portnoy and David I. Portnoy described under Item 6 of the Third Amendment to the Statement, filed with the SEC on February 1, 2007, David I. Portnoy is authorized to make investment and voting decisions relating to such shares of Common Stock, although Lynne Portnoy retains the right to withdraw her assets from such agreement. Based upon 11,669,629 shares of Common Stock outstanding as of August 31, 2007, as reported in Form 10-Q, this represents beneficial ownership of approximately 0.1% of the shares of Common Stock outstanding.

Gilbert Portnoy may be deemed the beneficial owner of the 143 shares of Common Stock held in his name and of the 3,000 shares of Common Stock held in joint ownership with Lynne Portnoy. Under the agreement between Gilbert Portnoy, Lynne Portnoy

and David I. Portnoy described under Item 6 of the Third Amendment to the Statement, filed with the SEC on February 1, 2007, David I. Portnoy is authorized to make investment and voting decisions relating to such shares of Common Stock, although Gilbert Portnoy retains the right to withdraw his assets from such agreement. Based upon 11,669,629 shares of Common Stock outstanding as of August 31, 2007, as reported in Form 10-Q, this represents beneficial ownership of approximately less than 0.1% of the shares of Common Stock outstanding.

Mark L. Portnoy may be deemed the beneficial owner of 156,515 shares of Common Stock, which number includes (i) 116,515 shares of Common Stock held in his name, as to which he has the sole power to vote and dispose or direct the disposition and (ii) 40,000 shares of Common Stock held by Capital Asset Fund Limited Partnership, as to which Mark L. Portnoy may be deemed the beneficial owner as its general partner. Based upon 11,669,629 shares of Common Stock outstanding as of August 31, 2007, as reported in Form 10-Q, this represents beneficial ownership of approximately 1.3% of the shares of Common Stock outstanding.

Capital Asset Fund Limited Partnership may be deemed the beneficial owner of the 40,000 shares of Common Stock held in its name. Mark L. Portnoy is the general partner of Capital Asset Fund Limited Partnership. Based upon 11,669,629 shares of Common Stock outstanding as of August 31, 2007, as reported in Form 10-Q, this represents beneficial ownership of approximately 0.3% of the shares of Common Stock outstanding.

George Gaines may be deemed the beneficial owner of 200,000 shares of Common Stock held in his name, as to which he has the sole power to vote and dispose or direct the disposition. Based upon 11,669,629 shares of Common Stock outstanding as of August 31, 2007, as reported in Form 10-Q, this represents beneficial ownership of approximately 1.7% of the shares of Common Stock outstanding.

Scott D. Martin may be deemed the beneficial owner of 216,000 shares of Common Stock held in his name, as to which he has the sole power to vote and dispose or direct the disposition. Based upon 11,669,629 shares of Common Stock outstanding as of August 31, 2007, as reported in Form 10-Q, this represents beneficial ownership of approximately 1.8% of the shares of Common Stock outstanding.

Steven Berkowitz may be deemed the beneficial owner of 150,000 shares of Common Stock held in his name, as to which he has the sole power to vote and dispose or direct the disposition. Based upon 11,669,629 shares of Common Stock outstanding as of August 31, 2007, as reported in Form 10-Q, this represents beneficial ownership of approximately 1.2% of the shares of Common Stock outstanding.

Craig E. Fleishman, M.D. may be deemed the beneficial owner of 9,100 shares of Common Stock held in his name, as to which he has the sole power to vote and dispose or direct the disposition. Based upon 11,669,629 shares of Common Stock outstanding as of August 31, 2007, as reported in Form 10-Q, this represents beneficial ownership of approximately less than 0.1% of the shares of Common Stock outstanding.

Deborah Hadjaje may be deemed the beneficial owner of 14,700 shares of Common Stock held in her name. Under the agreement between Deborah Hadjaje and David I. Portnoy described under Item 6 below, David I. Portnoy has the right to make investment decisions relating to such shares of Common Stock, although Deborah Hadjaje retains the sole right to vote the shares of Common Stock held by her and the right to withdraw her assets from such agreement. Based upon 11,669,629 shares of Common Stock outstanding as of August 31, 2007, as reported in Form 10-Q, this represents beneficial ownership of approximately 0.1% of the shares of Common Stock outstanding.

Focus Financial Corp. may be deemed the beneficial owner of the 1,810 shares of Common Stock held in its name. David I. Portnoy is the president of Focus Financial Corp. Based upon 11,669,629 shares of Common Stock outstanding as of August 31, 2007, as reported in Form 10-Q, this represents beneficial ownership of approximately less than 0.1% of the shares of Common Stock outstanding.

(c)

The information provided below lists each transaction effected in the shares of Common Stock by each Reporting Person during the past sixty days.

Name	Date	Shares Purchased (Sold)	Price per Share
Focus Financial Corp.	November 15, 2007	(580)	\$ 1.60
David I. Portnoy	November 15, 2007	1,000	\$ 1.60
David I. Portnoy	November 13, 2007	2,000	\$ 1.65
David I. Portnoy	November 9, 2007	1,000	\$ 1.65
David I. Portnoy	November 2, 2007	(950)	\$ 1.72
David I. Portnoy	November 1, 2007	(2,050)	\$ 1.75
David I. Portnoy	November 1, 2007	(1,522)	\$ 1.75
Deborah Hadjaje	October 31, 2007	700	\$ 1.50
Deborah Hadjaje	October 30, 2007	2,500	\$ 1.59
Deborah Hadjaje	October 30, 2007	500	\$ 1.54
David I. Portnoy	October 26, 2007	1,000	\$ 1.42
David I. Portnoy	October 22, 2007	3,522	\$ 1.54
David I. Portnoy	October 22, 2007	1,000	\$ 1.50
David I. Portnoy	October 1, 2007	1,000	\$ 1.29
Deborah Hadjaje	September 25, 2007	1,300	\$ 1.36
Deborah Hadjaje	September 25, 2007	240	\$ 1.36
Deborah Hadjaje	September 24, 2007	1,000	\$ 1.42
Deborah Hadjaje	September 24, 2007	160	\$ 1.36

(d)

As described in the Statement, the Second Amendment to the Statement, filed with the SEC on June 26, 2006, and the Third Amendment to the Statement, filed with the SEC on February 1, 2007, Jamie H. Zidell and David W. Ruttenberg entered into agreements with David I. Portnoy, pursuant to which they agreed to share certain profits from their respective investment accounts with David I. Portnoy. David I. Portnoy exercises investment discretion over these shares.

As described in the Third Amendment to the Statement, filed with the SEC on February 1, 2007, Lynne and Gilbert Portnoy entered into a verbal agreement with David I. Portnoy, pursuant to which David I. Portnoy exercises investment and voting discretion over these shares.

As described in Item 6 below, Deborah Hadjaje entered into a verbal agreement with David I. Portnoy, pursuant to which David I. Portnoy exercises investment discretion over these shares.

(e)

Not Applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 of the Statement is hereby amended by the addition of the following:

On November 2006, David I. Portnoy entered into a verbal agreement with Deborah Hadjaje, pursuant to which David I. Portnoy is authorized to make investment (but not voting) decisions relating to the shares owned by Deborah Hadjaje, although Deborah Hadjaje retains her right to withdraw her assets from this agreement.

**Item 7. Material to be Filed as Exhibits**

Exhibit 1. Joint Filing Agreements and Powers of Attorney

**SIGNATURE**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 26, 2007

/s/ David I. Portnoy  
David I. Portnoy

Visual Investment Corp.

By: /s/ David I. Portnoy  
David I. Portnoy  
President

PartnerCommunity, Inc.

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

By: /s/ David I. Portnoy  
David I. Portnoy, for Jamie H. Zidell, pursuant to  
power of attorney

Mayim Investment Limited Partnership

By: Mayim Management Limited Partnership, its general  
partner

By: Mayim Management, LLC, its general partner

By: /s/ David I. Portnoy  
David I. Portnoy  
President

By: /s/ David I. Portnoy  
David I. Portnoy, for David W. Ruttenberg, pursuant  
to power of attorney

By: /s/ David I. Portnoy  
David I. Portnoy, for Lynne Portnoy, pursuant to  
power of attorney

By: /s/ David I. Portnoy  
David I. Portnoy, for Gilbert Portnoy, pursuant to  
power of attorney

/s/ Mark L. Portnoy  
Mark L. Portnoy

Capital Asset Fund Limited Partnership

By: /s/ Mark L. Portnoy  
Mark L. Portnoy  
General Partner

/s/ George Gaines  
George Gaines

/s/ Scott Martin  
Scott Martin

/s/ Steven Berkowitz  
Steven Berkowitz

/s/ Craig E. Fleishman, M.D.  
Craig E. Fleishman, M.D.

/s/ Deborah Hadjaje  
Deborah Hadjaje

Focus Financial Corp.

By: /s/ David I. Portnoy  
David I. Portnoy  
President

**EXHIBIT 1**

**Joint Filing Agreements and Powers of Attorney**

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13D referred to below) on behalf of each of them a statement on Schedule 13D (including amendments thereto) with respect to the Common Stock, par value \$.01 per share, of CRYO-CELL International, Inc., and that this Agreement be included as an Exhibit to such joint filing. The undersigned hereby authorize David Portnoy to sign the statement on Schedule 13D, and/or any amendment thereto, and file it with the Securities and Exchange Commission on their behalf. This Agreement may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement this 25th day of January 2005.

/s/ David Portnoy  
David Portnoy

Focus Financial Corp.

By: /s/ David Portnoy  
David Portnoy  
President

Visual Investment Corp.

By: /s/ David Portnoy  
David Portnoy  
President

PartnerCommunity, Inc.

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

/s/ Jamie H. Zidell  
Jamie H. Zidell



Mayim Investment Limited Partnership

By: Mayim Management Limited Partnership, its general partner

By: Mayim Management, LLC, its general partner

By: /s/ David Portnoy  
David Portnoy  
President