

5. The members of the management slate shall pay: (i) their own proxy solicitation costs in connection with the Special Stockholders' Meeting; (ii) any costs to the Company of holding the Special Stockholders' Meeting; and (iii) the costs of the Special Master to preside over the Special Stockholders' Meeting.

6. The Court shall retain jurisdiction over this matter pending the holding and completion of the Special Stockholders' Meeting and insofar as is necessary to enforce the provisions of this Order and Final Judgment and to resolve any disputes hereunder, and to hear and determine any other matters relating to the Special Stockholders' Meeting.

7. Each party shall bear its own costs, attorneys' fees and expenses.

8. For good cause shown, this Order and Final Judgment may be amended by application to the Court.

SO ORDERED this ____ day of January, 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: 18144332

Current Date: Jan 22, 2008

Case Number: 3142-VCS

Case Name: CONF ORDER Portnoy, David vs Cryo Cell International Inc

/s/ **Judge Leo E Strine**