

UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF FLORIDA
TAMPA DIVISION

CASE NO. 8:03-CV-1011-T-17 EAJ
JUDGE KOVACHEVICH

In re CRYO-CELL INTERNATIONAL, INC.
SECURITIES LITIGATION

PROOF OF CLAIM AND RELEASE

DEADLINE FOR SUBMISSION: MARCH 18, 2005.

IF YOU PURCHASED OR OTHERWISE ACQUIRED THE COMMON STOCK OF CRYO-CELL INTERNATIONAL, INC. ("CRYO-CELL") DURING THE PERIOD FROM MARCH 16, 1999 THROUGH AND INCLUDING JUNE 27, 2003 (THE "CLASS PERIOD"), YOU ARE A "CLASS MEMBER" AND YOU MAY BE ENTITLED TO SHARE IN THE SETTLEMENT PROCEEDS. (EXCLUDED FROM THE CLASS ARE DEFENDANTS IN THIS ACTION, MEMBERS OF THE IMMEDIATE FAMILIES (PARENTS, SPOUSES, SIBLINGS, AND CHILDREN) OF EACH OF THE INDIVIDUAL DEFENDANTS, ANY SUBSIDIARY OR AFFILIATE OF CRYO-CELL OR THE ACCOUNTING DEFENDANTS AND THE DIRECTORS AND OFFICERS OF CRYO-CELL AND THE ACCOUNTING DEFENDANTS OR THEIR SUBSIDIARIES OR AFFILIATES, OR ANY ENTITY IN WHICH ANY EXCLUDED PERSON HAS A CONTROLLING INTEREST, AND THE LEGAL REPRESENTATIVES, HEIRS, SUCCESSORS IN INTEREST OR ASSIGNS OF ANY EXCLUDED PERSON.)

IF YOU ARE A CLASS MEMBER, YOU MUST COMPLETE AND SUBMIT THIS FORM IN ORDER TO BE ELIGIBLE FOR ANY SETTLEMENT BENEFITS.

YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND RELEASE AND MAIL IT BY FIRST CLASS MAIL, POSTMARKED NO LATER THAN MARCH 18 2005 TO THE FOLLOWING ADDRESS:

In re Cryo-Cell International, Inc. Securities Litigation Claims Administrator
c/o RSM McGladrey
P.O. Box 1327
Blue Bell, PA 19422

YOUR FAILURE TO SUBMIT YOUR CLAIM BY MARCH 18, 2005 WILL SUBJECT YOUR CLAIM TO REJECTION AND PRECLUDE YOUR RECEIVING ANY

MONEY IN CONNECTION WITH THE SETTLEMENT OF THIS LITIGATION. IF YOU ARE A CLASS MEMBER AND DO NOT SUBMIT A PROPER PROOF OF CLAIM AND RELEASE, YOU WILL NOT SHARE IN THE SETTLEMENT BUT YOU NEVERTHELESS WILL BE BOUND BY THE ORDER AND FINAL JUDGMENT OF THE COURT. DO NOT MAIL OR DELIVER YOUR CLAIM TO THE COURT OR TO ANY OF THE PARTIES OR THEIR COUNSEL AS ANY SUCH CLAIM WILL BE DEEMED NOT TO HAVE BEEN SUBMITTED. SUBMIT YOUR CLAIM ONLY TO THE CLAIMS ADMINISTRATOR.

1. I purchased or otherwise acquired the common stock of Cryo-Cell International, Inc. ("Cryo-Cell") during the period from March 16, 1999 through and including June 27, 2003. (Do not submit this Proof of Claim and Release if you did not purchase Cryo-Cell common stock during this period).

2. By submitting this Proof of Claim and Release, I state that I believe in good faith that I am a Class Member as defined above and in the Notice of Pendency of Class Action, Hearing on Proposed Settlement and Attorneys' Fee Petition and Right to Share in Settlement Fund (the "Notice"), or am acting for such person; that I am not a Defendant in the Action or anyone excluded from the Class; that I have read and understand the Notice; that I believe that I am entitled to receive a share of the Net Settlement Fund; that I elect to participate in the proposed Settlement described in the Notice; and that I have not filed a request for exclusion. (If you are acting in a representative capacity on behalf of a Class Member (e.g., as an executor, administrator, trustee, or other representative), you must submit evidence of your current authority to act on behalf of that Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.)

3. I have set forth where requested below all relevant information with respect to each purchase of Cryo-Cell common stock during the Class Period, and each sale, if any, of such securities.

4. I have enclosed photocopies of the stockbroker's confirmation slips, stockbroker's statements, relevant portions of my tax returns or other documents evidencing each purchase.

sale or retention of Cryo-Cell common stock listed below in support of my claim. (IF ANY SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN A COPY OR EQUIVALENT DOCUMENTS FROM YOUR BROKER OR TAX ADVISOR BECAUSE THESE DOCUMENTS ARE NECESSARY TO PROVE AND PROCESS YOUR CLAIM.)

5. I understand that the information contained in this Proof of Claim and Release is subject to such verification as the Court may direct, and I agree to cooperate in any such verification.

6. Upon the occurrence of the Effective Date (as defined in the Notice) my signature hereto will constitute a full and complete release, remise, discharge, and injunction from prosecution, by me or, if I am submitting this Proof of Claim and Release on behalf of a corporation, partnership, trust, estate or one or more other persons, by it, him, her or them, and by my, its, his, her or their heirs, executors, administrators, successors, and assigns of any and all claims, demands, rights, causes of action or liabilities, of every nature and description whatsoever, whether based in law or equity, on federal, state, local, statutory or common law, or any other law, rule or regulation, including both known claims and Unknown Claims, that have been or could have been asserted in any forum by me, or the successors or assigns of me, whether directly, indirectly, derivatively, representatively or in any other capacity, against any of the Released Parties, which arise out of, or relate in any way, directly or indirectly, to the allegations, transactions, facts, events, matters, occurrences, acts, representations or omissions involved in, set forth in, referred to, or that could have been asserted in this Securities Action, including without limitation, claims for negligence, gross negligence, breach of duty of care, breach of duty of loyalty, breach of duty of candor, fraud, negligent misrepresentation, and

breach of fiduciary duty, arising out of, based upon or related in any way to the purchase or acquisition of Cryo-Cell securities by any Class Member during the Class Period.

7. Upon the occurrence of the Effective Date (as defined in the Notice) my signature hereto will constitute a covenant to refrain from instituting, commencing or prosecuting either directly, indirectly, derivatively, representatively, or in any other capacity, by me or, if I am submitting this Proof of Claim and Release on behalf of a corporation, partnership, trust, estate or one or more other persons, by it, him, her or them, and by my, its, his, her or their heirs, executors, administrators, successors, and assigns of any and all claims, demands, rights, causes of action or liabilities, of every nature and description whatsoever, whether based in law or equity, on federal, state, local, statutory or common law, or any other law, rule or regulation, including both known claims and Unknown Claims, that have been or could have been asserted in any forum by me, or the successors or assigns of me, whether directly, indirectly, derivatively, representatively or in any other capacity, against any of the Released Parties, which arise out of, or relate in any way, directly or indirectly, to, or could have been asserted based upon, the allegations, transactions, facts, events, matters, occurrences, acts, representations or omissions involved in, set forth in, referred to, or which relate directly or indirectly to this Securities Action, including, without limitation, claims for negligence, gross negligence, breach of duty of care, breach of duty of loyalty, breach of duty of candor, fraud, negligent misrepresentation, and breach of fiduciary duty.

8. "Released Parties" means Defendants Cryo-Cell International, Inc., Mercedes Walton, Gerald F. Maass, Jill M. Taymans, Edward Modzelewski, Frederick C.S. Wilhelm, Wanda D. Dearth, Ronald Richard, Junior Winokur, Daniel D. Richard, Charles F. Nyberg, John V. Hargiss, Weinick Sanders Leventhal & Co. LLP and Mirsky Furst & Associates P.A.

(collectively, "Defendants"), and, past or present, Defendants' affiliates, subsidiaries, representatives, parents, predecessors, shareholders, creditors, partners, principals, officers, directors, agents, employees, insurers, reinsurers, professional advisors, attorneys, agents and successors in interest, including but not limited to a trustee appointed in a chapter 7 or 11 proceeding, a receiver, an assignee for the benefit of creditors, or any similar successor other than securities broker dealers who were not named as parties in the Complaint.

9. "Unknown Claims" means any and all Settled Claims, Settled Defendants' Claims and Inter-Defendant Claims released pursuant to the Stipulation of Settlement that any releasing party, including me, does not know or suspect to exist in his, her, or its favor at the time of the release, which, if known by him, her, or it might have affected his, her or its decision(s) with respect to the Stipulation. With respect to any and all claims released pursuant to this release and the Stipulation of Settlement, I stipulate and agree that upon the Effective Date, I expressly waive any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable, or equivalent to Cal. Civ. Code Section 1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his favor at the time of executing the release, which if known by him must have materially affected his settlement with the debtor.

I acknowledge that the inclusion of "Unknown Claims" in the definition of claims released hereby was separately bargained for and is a material element of this release.

10. Statement of Claim

Name(s) of Beneficial Owner(s):

_____ Name

_____ Name

_____ Street No.

_____ City _____ State _____ Zip Code

() _____ Telephone No. (Day)

() _____ Telephone No. (Night)

Check one:

_____ Individual

_____ Estate

_____ Corporation

_____ IRA Account

_____ Trustee/Custodian

_____ Other _____ (specify)

_____ Joint Owner's Name (if any)

11. At the close of business on March 15, 1999, I owned _____ shares of Cryo-Cell common stock.

12. I made the following purchases of Cryo-Cell common stock during the period from March 16, 1999 through and including June 27, 2003 (list date of trade, not date of settlement):

Trade Date(s) of Purchase (List Chronologically) (Month/Day/Year)	Number of Shares of Common Stock Purchased	Purchase Price Per Share of Common Stock	Aggregate Cost (including commissions, taxes, and fees)
_____/_____/_____	_____	\$ _____	\$ _____
_____/_____/_____	_____	\$ _____	\$ _____
_____/_____/_____	_____	\$ _____	\$ _____

13. I made the following sales of Cryo-Cell common stock during the period from March 16, 1999 through and including June 27, 2003:

Date(s) of Sale (List Chronologically) (Month/Day/Year)	Number of Shares of Common Stock Sold	Sale Price Per Share of Common Stock	Amount Received (net of commissions, taxes, and fees)
____/____/____	_____	\$ _____	\$ _____
____/____/____	_____	\$ _____	\$ _____
____/____/____	_____	\$ _____	\$ _____

14. I made the following sales of Cryo-Cell common stock during the period from June 30, 2003, through and including September 25, 2003:

Date(s) of Sale (List Chronologically) (Month/Day/Year)	Number of Shares of Common Stock Sold	Sale Price Per Share of Common Stock	Amount Received (net of commissions, taxes, and fees)
____/____/____	_____	\$ _____	\$ _____
____/____/____	_____	\$ _____	\$ _____
____/____/____	_____	\$ _____	\$ _____

15. At the close of business on September 25, 2003, I still owned _____ shares of Cryo-Cell common stock.

16. Substitute Form W-9

Request for Taxpayer Identification Number:

Enter taxpayer identification number below for the Beneficial Owner(s). For most individuals, this is your Social Security Number. The Internal Revenue Service ("I.R.S.") requires such taxpayer identification number. If you fail to provide this information, your claim may be rejected.

Social Security Number (for individuals) or

Employer Identification Number
(for estates, trusts, corporations, etc.)

17. Certification

I submit this Proof of Claim and Release under the terms of the Stipulation and Agreement of Settlement described in the Notice. I also submit to the jurisdiction of the United States District Court for the Middle District of Florida, with respect to my claim as a Class member and for purposes of enforcing the release and covenant not to sue set forth herein. I further acknowledge that I am bound by and subject to the terms of any judgment that may be entered in this litigation. I have not submitted any other claim covering the same purchases or sales of Cryo-Cell common stock during the Class Period and know of no other Person having done so on my behalf.

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDED ON THIS FORM IS TRUE, CORRECT AND COMPLETE.

I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406 (a)(1)(c) of the Internal Revenue Code because: (a) I am (We are) exempt from backup withholding, or (b) I (We) have not been notified by the I.R.S. that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the I.R.S. has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the I.R.S. that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

Signature of Claimant (If this claim is being made on behalf of Joint Claimants, then each must sign)

(Signature)

(Signature)

Date: _____

THIS PROOF OF CLAIM AND RELEASE MUST BE SUBMITTED NO LATER THAN MARCH 18, 2005, AND MUST BE MAILED TO:

In re Cryo-Cell International, Inc. Securities Litigation Claims Administrator
c/o RSM McGladrey
P.O. Box 1327
Blue Bell, PA 19422

A Proof of Claim and Release received by the Claims Administrator shall be deemed to have been submitted when posted, if mailed by MARCH 18, 2005, and if a postmark is indicated on the envelope and it is mailed first class, and addressed in accordance with the above instructions. In all other cases, a Proof of Claim and Release shall be deemed to have been submitted when actually received by the Claims Administrator.

If you wish to be assured that your Proof of Claim and Release is actually received by the Claims Administrator, then you should send it by Certified Mail, Return Receipt Requested. No acknowledgment will be made as to the receipt of claim forms. You should be aware that it will take a significant amount of time to process fully all of the Proofs of Claim and to administer the Settlement. This work will be completed as promptly as time permits, given the need to investigate and tabulate each Proof of Claim and Release. Please notify the Claims Administrator of any change of address.