

Cryoport, Inc.
Form SB-2/A
December 20, 2007

As filed with the Securities and Exchange Commission on December 20, 2007

Registration Number 333-147300

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

**Amendment No. 1
To
FORM SB-2
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

CRYOPORT, INC.
(Name of Small Business Issuer in its Charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

3086
(Primary Standard Industrial
Classification Code Number)

88-0313393
(I.R.S. Employer
Identification No.)

**20382 Barents Sea Circle
Lake Forest, California 92630**
(Address and telephone number of principal executive offices)

**Peter Berry
Chief Executive Officer
20382 Barents Sea Circle
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(Name, address and telephone number of agent for service)

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Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. x

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If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 (2)	5,604,411	\$ 0.98	\$ 5,492,323	\$ 587.68
Common Stock, par value \$0.001 (3)	8,966,981	\$ 0.98	\$ 8,787,641	\$ 940.28
Total	14,571,392			\$ 1,527.96 (4)

(1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended.

(2) Represents shares issuable upon conversion of convertible debentures.

(3) Represents shares issuable upon exercise of warrants.

(4) Previously paid.

The registrant hereby amends this registration statement on such date or date(s) as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the commission acting pursuant to said Section 8(a) may determine.

The information in this prospectus is not complete and may be changed. The securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

PROSPECTUS

Subject to Completion, Dated December 20, 2007

CRYOPORT, INC.

14,571,392 Shares of Common Stock

This prospectus relates to the resale by the selling stockholders of up to 14,571,392 shares of our common stock. The total number of shares sold herewith consists of: (i) 5,604,411 issuable upon conversion of convertible debentures and (ii) 8,966,981 shares issuable upon the exercise of warrants. We are not selling any shares of common stock in this offering and therefore will not receive any proceeds from this offering. We will, however, receive proceeds from the cash exercise, if any, of warrants to purchase an aggregate of 8,966,981 shares of common stock. All costs associated with this registration will be borne by us.

The selling stockholders may sell their shares in public or private transactions, at prevailing market prices or at privately negotiated prices. We will not receive any proceeds from the sale of the shares of common stock by the selling stockholders.

Our common stock is currently traded on the OTC Bulletin Board under the symbol CYRX. On December 18, 2007, the last reported sale price for our common stock was \$0.70 per share.

INVESTING IN THESE SECURITIES INVOLVES SIGNIFICANT RISKS. SEE "RISK FACTORS" BEGINNING ON PAGE 3.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus is _____, 2007

TABLE OF CONTENTS

	Page
Prospectus Summary	1
Risk Factors	3
Forward Looking Statements	8
Use of Proceeds	8
Management's Discussion and Analysis or Plan of Operation	9
Business	18
Description of Property	28
Legal Proceedings	28
Directors and Executive Officers	29
Executive Compensation	32
Security Ownership of Certain Beneficial Owners and Management	38
Market for Common Equity and Related Stockholder Matters	39
Selling Stockholders	40
Recent Financing	41
Certain Relationships and Related Transactions	47
Description of Securities	48
Plan of Distribution	49
Legal Matters	50
Experts	50
Where You Can Find More Information	51
Disclosure of Commission Position on Indemnification for Securities Act Liabilities	51
Index to Consolidated Financial Statements	52

You may only rely on the information contained in this prospectus or that we have referred you to. We have not authorized anyone to provide you with different information. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities other than the common stock offered by this prospectus. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any common stock in any circumstances in which such offer or solicitation is unlawful. Neither the delivery of this prospectus nor any sale made in connection with this prospectus shall, under any circumstances, create any implication that there has been no change in our affairs since the date of this prospectus or that the information contained by reference to this prospectus is correct as of any time after its date.

PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus. You should read the entire prospectus carefully, including, the section entitled "Risk Factors" before deciding to invest in our common stock. CryoPort, Inc. is referred to throughout this prospectus as "CryoPort," "the Company," "we" or "us."

General

Our principal focus is to develop and launch, the CryoPort Express® One-Way Shipper System, a line of one-time use dry cryogenic shippers for the transport of biological materials. A dry cryogenic shipper is a device that uses liquid nitrogen which is contained inside a vacuum insulated bottle as a refrigerant to provide storage temperatures below minus 150 ° centigrade. The dry shipper is designed such that there can be no pressure build up as the liquid nitrogen evaporates, or spillage of liquid nitrogen. A foam retention system is employed to ensure that liquid nitrogen stays inside the vacuum container. Biological specimens are stored in a "well" inside the container and refrigeration is provided by cold nitrogen gas evolving from the liquid nitrogen entrapped within the foam retention system. Biological specimens transported using the cryogenic shipper can include live cell pharmaceutical products; e.g., cancer vaccines, diagnostic materials, semen and embryos, infectious substances and other items that require continuous exposure to frozen or cryogenic temperatures (less than -150 ° C).

During the recent fiscal year ended March 31, 2007, we generated revenues of \$67,103 and we incurred a net loss of \$2,326,259. For the six month period ended September 30, 2007, we generated revenues of \$37,988. During that same period we incurred a net loss of \$1,374,578. At September 30, 2007 we had negative working capital of \$478,944 and an accumulated deficit of \$10,739,728. The Report of Independent Registered Public Accounting Firm on our March 31, 2007 consolidated financial statements includes a paragraph stating that the recurring losses incurred from operations, working capital deficit and accumulated deficit raise substantial doubt about our ability to continue as a going concern.

Our principal executive office is located at 20382 Barents Sea Circle, Lake Forest, California 92630 and our telephone number at that address is (949) 470-2300.

Recent Financing

On October 1, 2007, we issued to a number of accredited investors our Original Issue Discount 8% Senior Secured Convertible Debentures (the "Debentures") having a principal face amount of \$4,707,705 and generating gross proceeds to us of \$4,001,551. After accounting for commissions and legal and other fees, the net proceeds to us totaled \$3,436,551.

The entire principal amount under the Debentures is due and payable 30 months after the closing date. Interest payments will be payable in cash quarterly commencing on January 1, 2008. We may elect to make interest payments in shares of common stock provided, generally, that we are not in default under the Debentures and there is then in effect a registration statement with respect to the shares issuable upon conversion of the Debentures or in payment of interest due thereunder. If we elect to make interest payment in common stock, the conversion rate will be the lesser of (a) the Conversion Price (as defined below), or (b) 85% of the lesser of (i) the average of the volume weighted average price for the ten consecutive trading days ending immediately prior to the applicable date an interest payment is due or (ii) the average of such price for the ten consecutive trading days ending immediately prior to the date the applicable shares are issued and delivered if such delivery is after the interest payment date. The Debentures rank senior to all of our current and future indebtedness and are secured by substantially all of our assets.

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At any time, holders may convert the Debentures into shares of common stock at a fixed conversion price of \$0.84, subject to adjustment in the event we issue common stock (or securities convertible into or exercisable for common stock) at a price below the conversion price as such price may be in effect at various times (the "Conversion Price"). Following the effective date of the registration statement of which this prospectus forms a part, we may force conversion of the Debentures if the market price of the common stock is at least \$2.52 for 30 consecutive days. We may also prepay the Debentures in cash at 120% of the then outstanding principal.

In connection with the financing transaction, we issued to the investors five-year warrants to purchase 5,604,411 shares of our common stock at \$0.92 per share and two-year warrants to purchase 1,401,103 shares of common stock at \$0.90 per share and 1,401,103 shares of common stock at \$1.60 per share (collectively, the "Warrants").

Based on the market price of our common stock of \$0.80 on the date of the issuance of the Debentures, the total value of the shares underlying the Debentures and registered herewith is \$4,483,529.

We also entered into a registration rights agreement with the investors that requires us to register the shares issuable upon conversion of the Debentures and exercise of the Warrants within 45 days after the closing date of the transaction. If the registration statement is not filed within that time period or is not declared effective within 90 days after the closing date (120 days in the event of a full review by the Securities and Exchange Commission), we will be required to pay liquidated damages in cash in an amount equal to 2% of the total subscription amount for every month that we fail to attain a timely filing or effectiveness, as the case may be.

This Offering

Shares offered by Selling Stockholders	Up to 14,571,392 shares, including 5,604,411 shares issuable upon conversion of convertible debentures and 8,966,981 shares issuable upon exercise of warrants
Common Stock to be outstanding after the offering	54,397,078*
Use of Proceeds	We will not receive any proceeds from the sale of the common stock hereunder. See "Use of Proceeds" for a complete description
Risk Factors	The purchase of our common stock involves a high degree of risk. You should carefully review and consider "Risk Factors" beginning on page 3

* Based on the current issued and outstanding number of shares of 39,975,686 as of December 18, 2007, and assuming issuance of all 14,571,392 shares upon conversion of convertible debentures and exercise of warrants issued to the investors and the placement agent and registered herewith, the number of shares offered herewith represents approximately 36% of the total issued and outstanding shares of common stock.

RISK FACTORS

An investment in our shares involves a high degree of risk. Before making an investment decision, you should carefully consider all of the risks described in this prospectus. If any of the risks discussed in this prospectus actually occur, our business, financial condition and results of operations could be materially and adversely affected. If this were to happen, the price of our shares could decline significantly and you may lose all or a part of your investment. Our forward-looking statements in this prospectus are subject to the following risks and uncertainties. Our actual results could differ materially from those anticipated by our forward-looking statements as a result of the risk factors below. See "Forward-Looking Statements."

Risks Related to Our Business

We have incurred significant losses to date and may continue to incur losses.

During the recent fiscal year ended March 31, 2007, we generated revenues of \$67,103 and we incurred a net loss of \$2,326,259. For the three month period ended September 30, 2007, we generated revenues of \$32,477. During that same period we incurred a net loss of \$629,070. At September 30, 2007 we had negative working capital of \$478,944 and an accumulated deficit of \$10,739,728. Continuing losses will have an adverse impact on our cash flow and may impair our ability to raise additional capital required to continue and expand our operations.

The Report of Independent Registered Public Accounting Firm on our March 31, 2007 consolidated financial statements includes an explanatory paragraph stating that the recurring losses incurred from operations, working capital deficit and accumulated deficit raise substantial doubt about our ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

If we are unable to obtain additional funding, we may have to reduce our business operations.

We anticipate, based on currently proposed plans and assumptions relating to our ability to market and sell our products, that our cash on hand including the proceeds from a recent financing transaction will satisfy our operational and capital requirements for the next 24 months. However, if we are unable to realize satisfactory revenue in the near future, we will be required to seek additional financing to continue our operations beyond that period. We will also require additional financing to expand into other markets and further develop and market our products. Except for the warrants issued in our recent offerings, we have no current arrangements with respect to any additional financing. Consequently, there can be no assurance that any additional financing on commercially reasonable terms or at all will be available when needed. The inability to obtain additional capital may reduce our ability to continue to conduct business operations. Any additional equity financing may involve substantial dilution to our then existing stockholders. Our future capital requirements will depend upon many factors, including:

- continued scientific progress in our products;
- competing technological and market developments;
- our ability to establish additional collaborative relationships; and
- the effect of commercialization activities and facility expansions if and as required.

We have limited financial resources and to date no positive cash flow from operations. There can be no assurance that we will be able to obtain financing on acceptable terms in light of factors such as the market demand for our

securities, the state of financial markets generally and other relevant factors. Raising additional funding may be complicated by certain provisions in the securities purchase agreements entered into in connection with our most recent financing.

If we experience delays, difficulties or unanticipated costs in establishing the sales, distribution and marketing capabilities necessary to successfully commercialize our products, we will have difficulty maintaining and increasing our sales.

We are continuing to develop sales, distribution and marketing capabilities in the Americas, Europe and Asia. It will be expensive and time-consuming for us to develop a global marketing and sales network. Moreover, we may choose, or find it necessary, to enter into additional strategic collaborations to sell, market and distribute our products. We may not be able to provide adequate incentive to our sales force or to establish and maintain favorable distribution and marketing collaborations with other companies to promote our products. In addition, any third party with whom we have established a marketing and distribution relationship may not devote sufficient time to the marketing and sales of our products thereby exposing us to potential expenses in exiting such distribution agreements. The Company, and any of its third-party collaborators, must also market its products in compliance with federal, state, local and international laws relating to the providing of incentives and inducements. Violation of these laws can result in substantial penalties. If we are unable to successfully motivate and expand our marketing and sales force and further develop our sales and marketing capabilities, or if our distributors fail to promote our products, we will have difficulty maintaining and increasing our sales.

We are dependent on new products.

Our future revenue stream depends to a large degree on our ability to bring new products to market on a timely basis. We must continue to make significant investments in research and development in order to continue to develop new products, enhance existing products and achieve market acceptance of such products. We may incur problems in the future in innovating and introducing new products. Our development stage products may not be successfully completed or, if developed, may not achieve significant customer acceptance. If we were unable to successfully define, develop and introduce competitive new products, and enhance existing products, our future results of operations would be adversely affected. Development and manufacturing schedules for technology products are difficult to predict, and we might not achieve timely initial customer shipments of new products. The timely availability of these products in volume and their acceptance by customers are important to our future success. A delay in new product introductions could have a significant impact on our results of operations.

Our success depends, in part, on our ability to obtain patent protection for our products, preserve our trade secrets, and operate without infringing the proprietary rights of others.

Our policy is to seek to protect our proprietary position by, among other methods, filing U.S. and foreign patent applications related to our technology, inventions and improvements that are important to the development of our business. We have three U.S. patents relating to various aspects of our products. Our patents or patent applications may be challenged, invalidated or circumvented in the future or the rights granted may not provide a competitive advantage. We intend to vigorously protect and defend our intellectual property. Costly and time-consuming litigation brought by us may be necessary to enforce our patents and to protect our trade secrets and know-how, or to determine the enforceability, scope and validity of the proprietary rights of others.

We also rely upon trade secrets, technical know-how and continuing technological innovation to develop and maintain our competitive position. We typically require our employees, consultants, advisors and suppliers to execute confidentiality agreements in connection with their employment, consulting, or advisory relationships with us. If any of these agreements are breached, we may not have adequate remedies available thereunder to protect our intellectual property or we may incur substantial expenses enforcing our rights. Furthermore, our competitors may independently develop substantially equivalent proprietary information and techniques or otherwise gain access to our proprietary technology, or we may not be able to meaningfully protect our rights in unpatented proprietary technology.

We cannot assure that our current and potential competitors and other third parties have not filed or in the future, will not file patent applications for, or have not received or in the future will not receive, patents or obtain additional proprietary rights that will prevent, limit or interfere with our ability to make, use or sell our products either in the U.S. or internationally. In the event we were to require licenses to patents issued to third parties, such licenses may not be available or, if available, may not be available on terms acceptable to us. In addition, we cannot assure that we would be successful in any attempt to redesign our products or processes to avoid infringement or that any such redesign could be accomplished in a cost-effective manner. Accordingly, an adverse determination in a judicial or administrative proceeding or failure to obtain necessary licenses could prevent us from manufacturing and selling our products, which would harm our business.

We are not aware of any other company that is infringing any of our patents or trademarks nor do we believe that it is infringing on the patents or trademarks of any other person or organization.

If we experience manufacturing delays or interruptions in production, then we may experience customer dissatisfaction and our reputation could suffer .

If we fail to produce enough products at our own manufacturing facility or at a third-party manufacturing facility, we may be unable to deliver products to our customers on a timely basis, which could lead to customer dissatisfaction and could harm our reputation and ability to compete. We currently acquire various component parts for our products from a number of independent manufacturers in the United States. We would likely experience significant delays or cessation in producing our products if a labor strike, natural disaster, local or regional conflict or other supply disruption were to occur at any of our main suppliers. If we are unable to procure a component from one of our manufacturers, we may be required to enter into arrangements with one or more alternative manufacturing companies which may cause delays in producing our products. In addition, because we depend on third-party manufacturers, our profit margins may be lower, which will make it more difficult for us to achieve profitability. To date, we have not experienced any material delays to the point that our ability to adequately service customer needs has been compromised. As the business develops and quantity of production increases, it becomes more likely that such problems could arise.

Because we rely on a limited number of suppliers, we may experience difficulty in meeting our customers' demands for our products in a timely manner or within budget.

We currently purchase key components of our products from a variety of outside sources. Some of these components may only be available to us through a few sources, however, management has identified alternative materials and suppliers should the need arise. We generally do not have long-term agreements with any of our suppliers.

Consequently, in the event that our suppliers delay or interrupt the supply of components for any reason, we could potentially experience higher product costs and longer lead times in order fulfillment. Suppliers that we materially rely upon are Spaulding Composites Company and Lydall Thermal Acoustical Sales.

Our Products May Contain Errors or Defects, which Could Result in Damage to Our Reputation, Lost Revenues, Diverted Development Resources and Increased Service Costs, Warranty Claims and Litigation.

Our products must meet stringent requirements. We warrant to our customers that our products will be free of defect for various periods of time, depending on the product. In addition, certain of our contracts include epidemic failure clauses. If invoked, these clauses may entitle the customer to return or obtain credits for products and inventory, or to cancel outstanding purchase orders even if the products themselves are not defective.

We must develop our products quickly to keep pace with the rapidly changing market, and we have a history of frequently introducing new products. Products and services as sophisticated as ours could contain undetected errors or defects, especially when first introduced or when new models or versions are released. In general, our products may not be free from errors or defects after commercial shipments have begun, which could result in damage to our reputation, lost revenues, diverted development resources, increased customer service and support costs and warranty claims and litigation which could harm our business, results of operations and financial condition.

Our management has limited experience in managing and operating a public company. Any failure to comply or adequately comply with federal securities laws, rules or regulations could subject us to fines or regulatory actions, which may materially adversely affect our business, results of operations and financial condition.

Our current management has limited experience managing and operating a public company and relies in many instances on the professional experience and advice of third parties including our consultants, attorneys and accountants. Failure to comply or adequately comply with any laws, rules, or regulations applicable to our business may result in fines or regulatory actions, which may materially adversely affect our business, results of operations, or financial condition.

If we fail to maintain effective internal controls over financial reporting, the price of our common stock may be adversely affected.

Our internal control over financial reporting may have weaknesses and conditions that need to be addressed, the disclosure of which may have an adverse impact on the price of our common stock. We are required to establish and maintain appropriate internal controls over financial reporting. Failure to establish those controls, or any failure of those controls once established, could adversely impact our public disclosures regarding our business, financial condition or results of operations. In addition, management's assessment of internal controls over financial reporting may identify weaknesses and conditions that need to be addressed in our internal controls over financial reporting or other matters that may raise concerns for investors. Any actual or perceived weaknesses and conditions that need to be addressed in our internal control over financial reporting, disclosure of management's assessment of our internal controls over financial reporting or disclosure of our public accounting firm's attestation to or report on management's assessment of our internal controls over financial reporting may have an adverse impact on the price of our common stock.

Standards for compliance with Section 404 of the Sarbanes-Oxley Act of 2002 are uncertain, and if we fail to comply in a timely manner, our business could be harmed and our stock price could decline.

Rules adopted by the SEC pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 require annual assessment of our internal controls over financial reporting, and attestation of our assessment by our independent registered public accounting firm. Currently, we believe these two requirements will apply to our annual reports for fiscal 2008 and 2009, respectively. The standards that must be met for management to assess the internal controls over financial reporting as effective are evolving and complex, and require significant documentation, testing, and possible remediation to meet the detailed standards. We expect to incur significant expenses and to devote resources to Section 404 compliance during the remainder of fiscal 2008 and on an ongoing basis. It is difficult for us to predict how long it will take to complete the assessment of the effectiveness of our internal control over financial reporting for each year and to remediate any deficiencies in our internal control over financial reporting. As a result, we may not be able to complete the assessment and remediation process on a timely basis. In addition, the attestation process by our independent registered public accounting firm is new and we may encounter problems or delays in completing the implementation of any requested improvements and receiving an attestation of our assessment by our independent registered public accounting firm. In the event that our Chief Executive Officer, Chief Financial Officer or independent registered public accounting firm determine that our internal control over financial reporting is not effective as defined under Section 404, we cannot predict how regulators will react or how the market prices of our shares will be affected; however, we believe that there is a risk that investor confidence and share value may be negatively impacted.

If we cannot compete effectively, we will lose business.

The market for our products, services and solutions is positioned to become competitive. There are technological and marketing barriers to entry, but we cannot guarantee that the barriers we are capable of producing will be sufficient to defend the market share we wish to gain against future competitors. The principal competitive factors in this market include:

- Ongoing development of enhanced technical features and benefits;
- Reductions in the manufacturing cost of competitors' products;
- The ability to maintain and expand distribution channels;
- Brand name;
- The ability to deliver our products to our customers when requested;
- The timing of introductions of new products and services; and
- Financial resources.

These and other prospective competitors have substantially greater resources, more customers, longer operating histories, greater name recognition and more established relationships in the industry. As a result, these competitors may be able to develop and expand their networks and product offerings more quickly, devote greater resources to the marketing and sale of their products and adopt more aggressive pricing policies. In addition, these competitors have entered and will likely continue to enter into business relationships to provide additional products competitive to those we provide or plan to provide.

Risks Relating to Our Current Financing Arrangements:

The variable price feature of our convertible debentures could require us to issue a substantially greater number of shares, which will cause dilution to our existing stockholders.

On October 1, 2007, we issued to a number of accredited investors our Original Issue Discount 8% Senior Secured Convertible Debentures having a principal face amount of \$4,707,705. The entire principal amount under the Debentures is due and payable 30 months after the closing date. Interest payments will be payable in cash quarterly commencing on January 1, 2008. In addition, we are required to make 24 equal monthly principal cash payments commencing February 1, 2008. We may elect to make such interest or principal payments in shares of common stock provided, generally, that we are not in default under the Debentures and there is then in effect a registration statement with respect to the shares issuable upon conversion of the Debentures or in payment of interest due thereunder. If we elect to make interest payments in common stock, the conversion rate will be the lesser of (a) \$0.84 or (b) 85% of the lesser of (i) the average of the volume weighted average price for the ten consecutive trading days ending immediately prior to the applicable date an interest payment is due or (ii) the average of such price for the ten consecutive trading days ending immediately prior to the date the applicable shares are issued and delivered if such delivery is after the interest payment date.

If we are unable to make payments in cash, we must make those payments in shares of our common stock at a discount to the market price of our common stock. The number of shares we will be required to issue upon conversion of the notes will increase if the market price of our stock decreases.

The lower the stock price, the greater the number of shares issuable under the convertible debentures.

If we elect make periodic principal and interest payments in stock in lieu of cash (or are unable to make cash payments), the number of shares issuable upon conversion of the convertible debentures is determined by the market price of our common stock prevailing at the time of each conversion. The lower the market price, the greater the number of shares issuable under the debentures. Upon issuance of the shares, to the extent that holders of those shares will attempt to sell the shares into the market, these sales may further reduce the market price of our common stock. This in turn will increase the number of shares issuable under the agreement. This may lead to an escalation of lower market prices and ever greater numbers of shares to be issued. A larger number of shares issuable at a discount to a continuously declining stock price will expose our stockholders to greater dilution and a reduction of the value of their investment.

The issuance of our stock upon conversion of the convertible debentures could encourage short sales by third parties, which could contribute to the future decline of our stock price and materially dilute existing stockholders' equity and voting rights.

The convertible debentures have the potential to cause significant downward pressure on the price of our common stock. This is particularly the case if the shares issued upon conversion and placed into the market exceed the market's ability to absorb the increased number of shares of stock. Such an event could place further downward pressure on the price of our common stock. The opportunity exists for short sellers and others to contribute to the future decline of our stock price. If there are significant short sales of our stock, the price decline that would result from this activity will cause the share price to decline more so, which, in turn, may cause long holders of the stock to sell their shares thereby contributing to sales of stock in the market. If there is an imbalance on the sell side of the market for the stock, our stock price will decline. If this occurs, the number of shares of our common stock that is issuable upon conversion of the debentures will increase, which will materially dilute existing stockholders' equity and voting rights.

Risks relating principally to our common stock and its market value:

Our stock price may be volatile.

The market price of our common stock is likely to be highly volatile and could fluctuate widely in price in response to various factors, many of which are beyond our control, including:

- technological innovations or new products and services by us or our competitors;
- additions or departures of key personnel;
- sales of our common stock;
- our ability to integrate operations, technology, products and services;
- our ability to execute our business plan;
- operating results below expectations;
- loss of any strategic relationship;
- industry developments;
- economic and other external factors; and
- period-to-period fluctuations in our financial results.

You may consider any one of these factors to be material. Our stock price may fluctuate widely as a result of any of the above listed factors. In addition, the securities markets have from time to time experienced significant price and volume fluctuations that are unrelated to the operating performance of particular companies. These market fluctuations may also materially and adversely affect the market price of our common stock.

We have not paid dividends on our common stock in the past and do not expect to pay dividends in the foreseeable future. Any return on investment may be limited to the value of our common stock.

We have never paid cash dividends on our common stock and do not anticipate paying cash dividends in the foreseeable future. The payment of dividends on our common stock will depend on earnings, financial condition and other business and economic factors affecting it at such time as the board of directors may consider relevant. If we do not pay dividends, our common stock may be less valuable because a return on your investment will only occur if our stock price appreciates.

7

Our stock is deemed to be penny stock.

Our stock is currently traded on the OTC Bulletin Board and is subject to the "penny stock rules" adopted pursuant to Section 15 (g) of the Securities Exchange Act of 1934, as amended, or Exchange Act. The penny stock rules apply to non-NASDAQ companies whose common stock trades at less than \$5.00 per share or which have tangible net worth of less than \$5,000,000 (\$2,000,000 if the company has been operating for three or more years). Such rules require, among other things, that brokers who trade "penny stock" to persons other than "established customers" complete certain documentation, make suitability inquiries of investors and provide investors with certain information concerning trading in the security, including a risk disclosure document and quote information under certain circumstances. Penny stocks sold in violation of the applicable rules may entitle the buyer of the stock to rescind the sale and receive a full refund from the broker.

Many brokers have decided not to trade "penny stock" because of the requirements of the penny stock rules and, as a result, the number of broker-dealers willing to act as market makers in such securities is limited. In the event that we remain subject to the "penny stock rules" for any significant period, there may develop an adverse impact on the market, if any, for our securities. Because our securities are subject to the "penny stock rules," investors will find it more difficult to dispose of our securities. Further, for companies whose securities are traded in the OTC Bulletin Board, it is more difficult: (i) to obtain accurate quotations, (ii) to obtain coverage for significant news events because major wire services, such as the Dow Jones News Service, generally do not publish press releases about such companies, and (iii) to obtain needed capital.

FORWARD-LOOKING STATEMENTS

Our representatives and we may from time to time make written or oral statements that are "forward-looking," including statements contained in this prospectus and other filings with the Securities and Exchange Commission, reports to our stockholders and news releases. All statements that express expectations, estimates, forecasts or projections are forward-looking statements within the meaning of the Act. In addition, other written or oral statements which constitute forward-looking statements may be made by us or on our behalf. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," "projects," "forecasts," "may," "should," variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions which are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in or suggested by such forward-looking statements. We undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Important factors on which such statements are based are assumptions concerning uncertainties, including but not limited to uncertainties associated with the following:

- (a) volatility or decline of our stock price;
- (b) potential fluctuation in quarterly results;
- (c) our failure to earn revenues or profits;
- (d) inadequate capital and barriers to raising the additional capital or to obtaining the financing needed to implement its business plans;
- (e) inadequate capital to continue business;
- (f) changes in demand for our products and services;

- (g) rapid and significant changes in markets;
- (h) litigation with or legal claims and allegations by outside parties;
- (i) insufficient revenues to cover operating costs.

USE OF PROCEEDS

We will receive no proceeds from the sale of shares of common stock offered by the selling security holders herewith. However, we will generate proceeds from the cash exercise of the warrants, if any. We intend to use those proceeds for general corporate purposes.

8

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Forward-Looking Statements

The information herein contains forward-looking statements. All statements other than statements of historical fact made herein are forward looking. In particular, the statements herein regarding industry prospects and future results of operations or financial position are forward-looking statements. These forward-looking statements can be identified by the use of words such as “believes,” “estimates,” “could,” “possibly,” “probably,” “anticipates,” “projects,” “expects,” “may,” “should” or other variations or similar words. No assurances can be given that the future results anticipated by the forward-looking statements will be achieved. Forward-looking statements reflect management’s current expectations and are inherently uncertain. Our actual results may differ significantly from management’s expectations.

The following discussion and analysis should be read in conjunction with our financial statements, included herewith. This discussion should not be construed to imply that the results discussed herein will necessarily continue into the future, or that any conclusion reached herein will necessarily be indicative of actual operating results in the future. Such discussion represents only the best present assessment of our management.

General Overview

We were originally formed with the intention to first develop a reusable line of cryogenic shippers and once underway, to begin the research and development of a disposable, one-way cryogenic shipper. Until recently, the Company did not have the funds to fully implement its business plan. The reusable line of cryogenic shippers has been in production since 2002, however, anticipated difficulties in penetrating the well established market for reusable cryogenic shippers, as well as a need for continuous redevelopment of the product line has allowed for only limited revenue generation from the sale of the reusable cryogenic shipper. During this time, we maintained research and development activities focused on the new product line of the CryoPort Express® One-Way Shipper System. Until the beginning of fiscal year 2006, the limited revenues produced from the reusable product line along with limited capital funding required us to assign only minimal resources to the development of the one-way cryogenic shippers. We continue to raise funds to allow us to focus on accelerating the development and launch of the CryoPort Express® One-Way Shipper System product line. We are focusing significant resources to the market research and product development of the CryoPort Express® One-Way Shipper System with the goal of launching the new product into the market during the second quarter of calendar year 2008. While it had been our plan to introduce the CryoPort Express® One-Way Shipper System product line in limited quantities to selective customers during the second quarter of fiscal year 2007, lack of adequate funding, has caused us to revise the estimates for the product release as well as for the ramp-up timetables related to the product manufacturing and sales and marketing activities. A broad launch to the general market expected to follow after feedback from this introductory distribution of the CryoPort Express® One-Way Shipper System is received and customer demand is further understood. A higher volume demand is expected to develop as pharmaceutical products requiring cryogenic or frozen protection come to market.

We have discussed development of a shipper from the one-way product line under confidentiality agreements for drug delivery with several vaccine manufacturers. Although we have received and fulfilled purchase orders from these vaccine manufacturers, we do not currently have any pending purchase orders. These potential customers for the new CryoPort Express® One-Way Shipper System are currently using our reusable shippers in clinical trials. To address the high volume ramp up necessary to provide these customers with one-way shippers, we are currently involved in negotiations for a manufacturing and distribution partnership with two large, and well established manufacturing companies.

Going Concern

As reported in the Report of Independent Registered Public Accounting Firm on our March 31, 2007 and 2006 financial statements, the Company has incurred recurring losses from operations and has a stockholders' deficit. These factors, among others, raise substantial doubt about our ability to continue as a going concern.

There are significant uncertainties which negatively affect the Company's operations. These are principally related to (i) the limited distribution network for the Company's reusable product line, (ii) the early stage development of the Company's one-way product and the possible need to enter a strategic relationship with a larger manufacturer capable of high volume production and distribution, (iii) the absence of any commitment or firm orders from key customers in the Company's target markets for the reusable or the one-way shippers, (iv) the success in bringing products concurrently under development to market with the Company's key customers. Moreover, there is no assurance as to when, if ever, the Company will be able to conduct the Company's operations on a profitable basis. The Company's limited sales to date for the Company's product, the lack of any purchase requirements in the existing distribution agreements and those currently under negotiations, make it impossible to identify any trends in the Company's business prospects. There is no assurance the Company will be able to generate sufficient revenues or sell any equity securities to generate sufficient funds when needed, or whether such funds, if available, will be obtained on terms satisfactory to the Company.

We have not generated significant revenues from operations and has no assurance of any future significant revenues. We incurred net losses of \$1,374,578 and \$1,380,188 during the six month periods ended September 30, 2007 and 2006, respectively, and had a cash balance of \$160,310 at September 30, 2007. In addition, at September 30, 2007, our stockholders' deficit was \$2,033,976 and we had negative working capital of \$478,944. During the six month period ended September 30, 2007, we raised funds through private placement offerings in the amount of \$699,866, net of issuance costs of \$89,635. These factors, among others, raise substantial doubt about our ability to continue as a going concern.

Our management has recognized that we must obtain additional capital for the further development and launch of the one-way product and the eventual achievement of sustained profitable operations. In response to this need for capital, on October 1, 2007, we issued to a number of accredited investors Original Issue Discount 8% Senior Secured Convertible Debentures (the "Debentures") having a combined principal face amount of \$4,707,705 and generating gross proceeds of \$4,001,551. After accounting for commissions, legal and other fees, the net proceeds totaled \$3,436,551 (see Note 8 to the accompanying unaudited consolidated financial statements). Management projects that these proceeds will allow the launch of our new CryoPort Express® One-Way Shipper and provide us with the ability to continue as a going concern, which we expect to be reflected in our next quarterly reporting.

Management is committed to utilizing the proceeds of this October 2007 financing to fully execute its business plan and grow at the desired rate to achieve sustainable profitable operations. To further facilitate the ability of the Company to continue as a going concern the Company's management has begun taking the following steps:

- 1) Focusing all efforts on the successful launch of the CryoPort Express® One-Way Shipper. Now that funds have been made available management efforts will be focused on utilizing all resources towards the acquisition of raw materials to provide adequate inventory levels and towards the expansion of manufacturing and processing capabilities to support the launch of the CryoPort Express® One-Way Shipper.
- 2) Continuing to minimize operating expenditures as necessary to ensure the availability of funds until revenues generated and cash collections adequately support the continued business operations. The Company's largest expense for the six months ended September 30, 2007, relates to (i) consultant fees of \$382,500 which were paid with 375,000 common stock shares in lieu of cash for consulting services relating to achieving financing arrangements for the Company, (ii) \$286,084 non-cash expense recorded in selling, general and administrative costs related to the valuation of warrants issued to various consultants, directors, and employees, (iii) approximately \$46,000 for the audit fees related to the filing of the Company's annual and quarterly reports and (iv) approximately \$24,000 of moving expenses incurred for the relocation of the Company's operations from Brea, California to Lake Forest, California. The remaining operating expenses for the six months ended September 30, 2007 of approximately \$443,000 related primarily to minimal personnel costs, rent and utilities and meeting the legal and reporting requirements of a public company.
- 3) Utilizing part-time consultants and requiring employees to manage multiple roles and responsibilities whenever possible as the Company has historically utilized in its efforts to keep operating costs low.
- 4) Continuing to require that key employees and the Company's Board of Directors receive Company stock in lieu of cash as a portion of their compensation in an effort to minimize monthly cash flow. With this strategy, the Company has established a critical mass of experienced business professionals capable of taking the Company forward.
- 5) Maintaining current levels for sales, marketing, engineering, scientific and operating personnel and cautiously and gradually adding critical and key personnel only as necessary to support the successful launch and expected revenue growth of the of the CryoPort Express® One-Way Shipper and any further expansion of the

Company's product offerings in the reusable and one-way cryogenic shipping markets, leading it to additional revenues and profits.

- 6) Adding other expenses such as customer service, administrative and operations staff only commensurate with producing increased revenues.
- 7) Focusing current research and development efforts only on final development, production and distribution of the CryoPort Express® One-Way Shipper System.
- 8) Increasing sales and marketing resource efforts to focus on marketing and sales research into the bio-pharmaceutical, clinical trials and cold-chain distribution industries in order to ensure the Company is in a better position for a timely and successful launch of the CryoPort Express® One-Way Shipper System.

Research and Development

The Company has substantially completed the research and development efforts associated with its new product line, the CryoPort Express® One-Way Shipper System, a line of rent-and-return dry cryogenic shippers, for the transport of biological materials. The Company continues to provide ongoing research associated with the CryoPort Express® One-Way Shipper System, as it develops improvements both the manufacturing processes and product materials for the purpose of achieving additional cost efficiencies. As with any research effort, there is uncertainty and risk associated with whether these efforts will produce results in a timely manner so as to enhance the Company's market position. For the three months ended June 30, 2007 and 2006, research and development costs were \$28,587 and \$19,109, respectively. Company sponsored research and development costs related to future products and redesign of present products are expensed as incurred and include such costs as salaries, and prototype design and materials costs.

Results of Operations

Year Ended March 31, 2007 Compared to Year Ended March 31, 2006

Net Sales. During the year ended March 31, 2007 the Company generated \$67,103 from reusable shipper sales compared to revenues of \$152,298 during the year ended March 31, 2006, a decrease of \$85,195 (55.9%). This revenue decrease is primarily due to the Company's shift in its sales and marketing focus during fiscal 2007 from the reusable shipper product line to the further development and planned product launch of the CryoPort Express® One-Way Shipper System for its introduction into the biopharmaceutical industry sector and to the delays in the Company's securing adequate funding for the manufacturing and marketing launch of the new product line. Additionally, continued product manufacturing upgrades slowed production activities of the reusable shippers.

Cost of Sales. Cost of sales for the year ended March 31, 2007 decreased \$145,289 (46.0%) to \$176,939 from \$315,650 for the year ended March 31, 2006 as the result of decreased sales volumes related to the shift in sales and marketing focus to the CryoPort Express® One-Way Shipper System and to increased production overhead efficiencies related to the Company's continued cost containment efforts. During both periods, cost of sales exceeded sales due to fixed manufacturing costs and plant underutilization.

Gross Loss. Gross loss for the year ended March 31, 2007 decreased by \$53,516 (32.8%) to \$109,836 compared to \$163,352 for the year ended March 31, 2006. The decrease in the gross loss is due to increased production overhead efficiencies as a result of the Company's continued cost containment efforts, as well as the decrease in sales volume.

Selling, General and Administrative Expenses. Selling, general and administrative expenses increased by \$876,140 (85.6%) to \$1,899,228 for the year ended March 31, 2007 compared to \$1,023,088 for the year ended March 31, 2006 due mainly to increased general and administrative costs of \$1,021,209 which were offset by decreased selling expenses of \$145,069. The increase in general and administrative expenses was primarily due to option and warrant related charges totaling \$1,177,768 as the result of: i) issuances of warrants to employees and directors in accordance with the provisions of SFAS 123(R); ii) modifications for option expiration dates; and iii) the vesting of outstanding options and warrants during the fiscal year. These charges were offset by decreases of \$98,710 in consulting and outside services, \$41,033 in legal and accounting fees, and \$15,933 in other administrative overhead expenses. The decrease in sales expenses was primarily related to decreased expenses of \$50,633 in advertising and trade shows, \$48,440 in consulting fees, \$36,540 in salaries and related and \$9,456 in general sales expenses. The expense reductions in selling, general and administrative expenses are the result of continued cost containment measures taken by the Company to minimize overhead expenditures during the product development and launch preparation for the CryoPort Express® One-Way Shipper System.

Research and Development Expenses. Research and development expenses decreased by \$166,630 (65.5%) to \$87,857 for the year ended March 31, 2007 as compared to \$254,487 for the year ended March 31, 2006 in relation to the progression of the research and development activity for the CryoPort Express® One-Way Shipper System and to the continuation of cost containment measures taken by the Company to minimize overhead expenditures during the product development and launch preparation for the CryoPort Express® One-Way Shipper System. These research and development expense decreases included \$85,533 in salaries and consulting services expenses, \$32,959 in equipment depreciation, \$30,130 in prototype and testing expenses, and \$18,008 in travel and other research and development overhead costs.

Interest Expense. Interest expense increased by \$147,361 (183.3%) to \$227,738 for the year ended March 31, 2007 as compared to \$80,377 for the year ended March 31, 2006 as the result of \$93,503 of financing expenses related to the convertible debentures, consisting of \$87,430 of amortization of deferred financing fees and debt discounts and \$6,073 accrued interest, \$47,729 of interest expense related to the short term financing loan from Ventana Group, LLC utilized by the Company in fiscal 2007, and \$6,129 for other financing expenses of the Company.

Net Loss . As a result of the factors described above, the net loss for the year ended March 31, 2007 increased by \$804,158 (52.8%) to \$2,326,259 or (\$0.08) per share compared to \$1,522,101 or (\$0.05) per share for the year ended March 31, 2006.

Three months ended September 30, 2007 compared to three months ended September 30, 2006:

Net Sales. During the three months ended September 30, 2007, the Company generated \$32,447 from reusable shipper sales compared to revenues of \$8,214 in the same period of the prior year, an increase of \$24,233 (295%). This revenue increase is primarily as a result of increased sales of reusable shippers to a national distributor during the quarter and to the decline in sales during the same period of the prior year as a result of the Company's shift in its sales and marketing focus initiated during fiscal year 2006 to allow for the planning of the introduction of the one-way shipper into the bio-pharmaceutical and bio-tech industry sectors. This earlier shift allowed the marketing and sales efforts to focus on research into the bio-pharmaceutical, clinical trials and cold-chain distribution industries in order to better position the Company for a timely and successful launch of the CryoPort Express® One-Way Shipper System in anticipation of attaining adequate financing sources to support the product launch efforts.

Gross Profit/Loss. Gross loss for the three month period ended September 30, 2007 increased by \$25,042 (99%) to \$50,262 compared to \$25,220 for the three month period ended September 30, 2006. The increase in the gross loss is mainly attributable to the increased direct product costs in relation to higher sales volume, to increased manufacturing overhead costs incurred as the Company added personnel and incurred additional equipment maintenance and repair costs related to the planning and preparation for production of the CryoPort Express® One-Way Shipper and to the production shut-down for the move of the Company's operating facilities to Lake Forest in September 2007. During both periods cost of sales exceeded sales due to plant under utilization.

Cost of sales for the three month period ended September 30, 2007 increased \$49,275 (147%) to \$82,709 from \$33,434 for the three month period ended September 30, 2006 primarily as the result of increased direct product costs in relation to higher sales volume, to increased manufacturing overhead costs incurred as the Company added personnel and incurred additional equipment maintenance and repair costs related to the planning and preparation for production of the CryoPort Express® One-Way Shipper and to the production shut-down for the move of the Company's operating facilities from Brea to Lake Forest in September 2007.

Selling, General and Administrative Expenses. Selling, general and administrative expenses decreased by \$502,811 (48%) to \$536,449 for the three month period ended September 30, 2007 as compared to \$1,039,260 for the three month period ended September 30, 2006 due primarily to a decrease in consulting and compensation expense of \$553,669 related to the lower valuation factors of warrants issued to various consultants, employees and directors based on the Black-Scholes pricing model which uses average Company stock prices and to the lower overall number of warrants issued during the three month period ended September 30, 2007 compared to the number of warrants issued during the same period of the prior fiscal year. This reduction of general and administrative expense was partially offset by increased travel and related costs associated with the planning for the launch of the CryoPort Express® One-Way Shipper and increased administrative costs related to the relocation of the Company's operations to Lake Forest, California.

Research and Development Expenses. Research and development expenses increased marginally by \$1,763 (9%) to \$21,713 for the three month period ended September 30, 2007 as compared to \$19,950 for the three month period ended September 30, 2006 related to the costs associated with the increase in research and development activity in anticipation of the launch of the CryoPort Express® One-Way Shipper System expected for the second quarter of calendar year 2008, as the Company strives to develop improvements in both the manufacturing processes and product materials for the purpose of achieving additional product cost efficiencies.

Interest Expense. Interest expense decreased \$4,741 (19%) to \$20,646 for the three month period ended September 30, 2007 as compared to \$25,387 for the three month period ended September 30, 2006. This decrease is commensurate with the increased payments on the related party notes payable in addition to the absence in the current year of interest expense related to the Ventana bridge loan, an outstanding debt to the Company from May 2006 until February 2007.

Net Loss. As a result of the factors described above, the net loss for the three months ended September 30, 2007 decreased by \$481,547 (43%) to \$629,070 or (\$0.02) per share compared to \$1,110,617 or (\$0.04) per share for the three months ended September 30, 2006.

Six months ended September 30, 2007 compared to six months ended September 30, 2006:

Net Sales. During the six months ended September 30, 2007, the Company generated \$37,988 from reusable shipper sales compared to revenues of \$26,675 in the same period of the prior year, an increase of \$11,313, (42%). This revenue increase is primarily as a result of increased sales of reusable shippers to a national distributor from July through September 2007 and to the decline in sales during the same period of the prior year as a result of the Company's shift in its sales and marketing focus initiated during fiscal year 2006 to allow for the planning of the introduction of the one-way shipper into the bio-pharmaceutical and bio-tech industry sectors. This earlier shift allowed the marketing and sales efforts to focus on research into the bio-pharmaceutical, clinical trials and cold-chain distribution industries in order to better position the Company for a timely and successful launch of the CryoPort Express® One-Way Shipper System in anticipation of attaining adequate financing sources to support the product launch efforts.

Gross Profit/Loss. Gross loss for the six month period ended September 30, 2007 increased by \$66,929 (145%) to \$113,028 compared to \$46,099 for the six month period ended September 30, 2006. The increase in the gross loss is mainly attributable to the increased direct product costs in relation to higher sales volume, to increased manufacturing overhead costs incurred as the Company added personnel and incurred additional equipment maintenance and repair costs related to the planning and preparation for production of the CryoPort Express® One-Way Shipper and to the production shut-down for the move of the Company's operating facilities to Lake Forest in September 2007. During both periods cost of sales exceeded sales due to plant under utilization.

Cost of sales for the six month period ended September 30, 2007 increased \$78,242 (107%) to \$151,016 from \$72,774 for the six month period ended September 30, 2006 primarily as the result of increased direct product costs in relation to higher sales volume, to increased manufacturing overhead costs incurred as the Company added personnel and incurred additional equipment maintenance and repair costs related to the planning and preparation for production of the CryoPort Express® One-Way Shipper and to the production shut-down for the move of the Company's operating facilities from Brea to Lake Forest in September 2007.

Selling, General and Administrative Expenses. Selling, general and administrative expenses decreased by \$111,563 (9%) to \$1,131,004 for the six month period ended September 30, 2007 as compared to \$1,242,567 for the six month period ended September 30, 2006 due primarily to a decrease in consulting and compensation expense of \$553,669 related to the lower valuation factors of warrants issued to various consultants, employees and directors based on the Black-Scholes pricing module which uses average Company stock prices and to the lower overall number of warrants issued during the six month period ended September 30, 2007 compared to valuation of warrants issued during the same period of the prior fiscal year. This reduction of general and administrative expense was partially offset by increased administrative costs related to consultant fees of \$382,500 for the issuance of 375,000 common stock shares in lieu of cash in April 2007 for consulting services relating to achieving financing arrangements for the Company, to increased travel and related costs associated with the planning for the launch of the CryoPort Express® One-Way Shipper, and to the relocation of the Company's operations to Lake Forest, California.

Research and Development Expenses. Research and development expenses increased by \$11,241 (29%) to \$50,300 for the six month period ended September 30, 2007 as compared to \$39,059 for the six month period ended September 30, 2006 related to the costs associated with the increase in research and development activity in anticipation of the launch of the CryoPort Express® One-Way Shipper System expected for the second quarter of calendar year 2008, as the Company strives to develop improvements in both the manufacturing processes and product materials for the purpose of achieving additional product cost efficiencies.

Interest Expense. Interest expense increased \$26,983 (52%) to \$78,646 for the six month period ended September 30, 2007 as compared to \$51,663 for the six month period ended September 30, 2006. This increase is primarily related to the approximate \$37,000 of combined amortization of discounts and deferred financing fees and interest expense related to the convertible debentures held by the Company since November 2006 which were all converted to shares during the six months ended September 30, 2007. This increase in interest expense was partially offset by decreases in related party note interest commensurate with the increased payments on the related party notes payable and to the absence in the current year of interest expense related to the Ventana bridge loan, an outstanding debt to the Company from May 2007 until February 2007.

Net Loss. As a result of the factors described above, the net loss for the six months ended September 30, 2007 decreased by \$5,610 (0.4%) to \$1,374,578 or (\$0.04) per share compared to \$1,380,188 or (\$0.05) per share for the six months ended September 30, 2006.

Assets and Liabilities

At September 30, 2007, the Company had total assets of \$596,806 compared to total assets of \$483,687 at March 31, 2007, an increase of \$113,119 (23%). Cash was \$160,310 as of September 30, 2007, a decrease of \$104,082 (39%) from \$264,392 in cash on hand as of March 31, 2007. During the six month period ended September 30, 2007, cash provided by financing activities of \$728,865 was offset by cash used in operations of \$731,297 and purchases of fixed assets of \$119,651. As of December 18, 2007, the Company's cash on hand was approximately \$3,084,000. The increase in current cash on hand is due to the Company's recent financing (see Note 8 of the accompanying unaudited consolidated financial statements).

Net accounts receivable at September 30, 2007 was \$28,520, an increase of \$18,348 (180%) from \$10,172 at March 31, 2007. This increase is due to the revenue increase primarily as a result of increased sales of reusable shippers to a national distributor from July through September 2007.

Net inventories decreased \$6,763 (5%), to \$139,245 as of September 30, 2007, from \$146,008 as of March 31, 2007. The decrease in inventories is due to the use of raw materials during the six months ended September 30, 2007 in order fulfill increased sales of reusable shippers to a national distributor from July through September 2007.

Net fixed assets increased to \$157,955 at September 30, 2007 from \$38,400 at March 31, 2007 as a result of purchases of additional production equipment during September 30, 2007 to support the anticipated increased manufacturing operations for the launch of the CryoPort Express® One-Way Shipper System.

Intangible assets decreased to \$2,362 at September 30, 2007 from \$4,696 at March 31, 2007 as a result of amortization in the amount of \$2,334 for the six months ended September 30, 2007.

Deferred financing costs decreased to \$0 at September 30, 2007 compared to \$4,699 at March 31, 2007 due to the expiration of the related convertible debentures and the amortization of the remaining deferred financing fees during the six months ended September 30, 2007.

Total liabilities at September 30, 2007 were \$2,630,782, a decrease of \$140,137 (5%) from \$2,771,519 as of March 31, 2007. Accounts payable was \$306,071 at September 30, 2007, a decrease of \$611 (<1%) from \$306,682 at March 31, 2007. The accounts payable decrease is primarily due to the decreased accounting, consultant, and legal fees payable resulting from the payments towards aged invoices which had previously been delayed due to cash restrictions. This decrease was offset by additional payables related to manufacturing equipment purchases during September 2007. Accrued expenses increased \$8,182 (8%) to \$105,409 at September 30, 2007 from \$97,227 at March 31, 2007, resulting from the accrual of vendor invoices related to materials and services received in September. Accrued warranty costs increased \$3,000 (5%) to \$58,407 at September 30, 2007 from \$55,407 as of March 31, 2007 relating to additional accrual for the higher number products shipped during the six months ended September 30, 2007. Accrued salaries were \$135,387 at September 30, 2007, a decrease of \$34,150 (20%) from \$169,537 at March 31, 2007. This decrease is due to partial payments made to Mr. Berry against the deferrals of his prior year salary and bonus.

In October 2006, the Company entered into an Agency Agreement with a broker to raise capital in a private placement offering of convertible debentures under Regulation D. From February 2006 through January 2007, the Company received a total of \$120,000 under this private placement offering of convertible debenture debt. Related to the issuance of the convertible debentures, the Company paid commissions to the broker totaling \$15,600, which were capitalized as deferred financing costs. During the six months ended September 30, 2007, the Company amortized \$4,699 of deferred financing costs to interest expense.

Per the terms of the convertible debenture agreements, the notes had a term of 180 days from issuance and were redeemable by the Company with two days notice. The notes bore interest at 15% per annum and were convertible into shares of the Company's common stock at a ratio of 6.67 shares for every dollar of debt converted. The proceeds of the convertible notes were used in the ongoing operations of the Company. During the six months ended September 30, 2007 the Company converted the full \$120,000 of principal balances and \$8,857 of accrued interest relating to these convertible debentures into 859,697 shares of common stock at a conversion price of \$0.15 per share. As of September 30, 2007, the remaining balance of the convertible debenture notes and accrued interest was zero. During the six months ended September 30, 2007, the Company recorded interest expense of \$2,784 related to these notes.

In connection with the issuance of the convertible debt, the Company recorded a debt discount totaling \$106,167 related to the beneficial conversion feature of the notes. The Company amortized the debt discount using the effective interest method through the maturity dates of the notes. As of September 30, 2007, the remaining balance of the debt discount was zero.

Current portion of related party notes payable increased \$22,500 from \$120,000 at March 31, 2007 to \$142,500 at September 30, 2007 due to the scheduled increase in the monthly payment amounts on these notes in accordance with the terms of the promissory notes, beginning October 1, 2006 and April 1, 2007 to total monthly payments due of \$5,000 and \$7,500 respectively as specified in the terms of the notes. On October 31, 2007, the Company paid the July 1 note payments, due on these related party notes. Management expects to continue to pay all payments due prior to the expiration of the 120-day grace periods.

Due to a recent rescheduling of note payments on the note payable to Falk Shaff and Ziebell, the outstanding balance of \$54,440 is currently reflected as a short term note payable as of September 30, 2007 as compared to the balances as

of March 31, 2007 of current portion of notes payable of \$24,000 and long term note payable of \$35,440. The \$5,000 decrease in the balance of this note is due to payments made during the six month period ended September 30, 2007. The Company is expected to make \$5,000 monthly payments on the note until paid in full.

Current portion of notes payable to officer increased \$18,000 from \$45,000 as of March 31, 2007 to \$63,000 as of September 30, 2007 due to the scheduled increase in monthly payments from \$3,000 to \$6,000 beginning in January 2008.

Long-term related party notes payable decreased \$20,223 to \$1,603,618 at September 30, 2007 from \$1,623,841 at March 31, 2007 due to the transfer of an additional \$22,500 to the current portion in addition to aggregate payments made of \$37,500 against the principal note balances which were offset by additional interest accrued of \$39,777 for the six month period ended September 30, 2007.

Notes payable to officer decreased \$36,000 from \$197,950 as of March 31, 2007 to \$161,950 as of September 30, 2007 due to the \$18,000 increase in the current portion of the note and to the \$18,000 paid against the principal balance during the six months ended September 30, 2007.

Liquidity and Capital Resources

As of September 30, 2007, our current liabilities of \$865,214 exceeded current assets of \$386,270 by \$478,944. Approximately 23% of current liabilities represent accrued salaries and current portion of note payable to officer for executives who have opted to defer taking salaries until we have achieved positive operating cash flows.

Total cash decreased \$104,082 to \$160,310 at September 30, 2007 from \$264,392 at March 31, 2007 as a result of \$630,140 of funds used in operating activities of \$731,297 and purchases of fixed assets of \$119,651 which were offset by cash provided by financing activities due to proceeds from the issuance of common stock and exercise of warrants during the six month period ended September 30, 2007.

Total assets increased \$113,119 to \$596,806 as of September 30, 2007 compared to \$483,687 as of March 31, 2007 mainly as a result of the increase in fixed assets, other assets and accounts receivable which were offset by the decrease in cash.

Our total outstanding indebtedness decreased \$140,737 to \$2,630,782 at September 30, 2007 from \$2,771,519 at March 31, 2007 primarily from the conversion of convertible notes payable to common stock and the decrease in accrued salaries for the payment of accrued salary and bonus.

We expect to incur approximately \$100,000 of capital expenditures over the next 6 to 12 months for production equipment to support the anticipated increased manufacturing operations for the launch of the CryoPort Express® One-Way Shipper System.

In connection with Agency Agreements with a broker to raise funds in private placement offerings of common stock under Regulation D, during the six months ended September 30, 2007, we sold 3,652,710 shares of our common stock to investors at an average price of \$0.22 per share for proceeds of \$699,865, net of issuance costs of \$89,635.

On October 1, 2007, we issued to a number of accredited investors our Original Issue Discount 8% Senior Secured Convertible Debentures having a principal face amount of \$4,707,705 and generating gross proceeds to us of \$4,001,551. After accounting for commissions and legal and other fees, the net proceeds to us totaled \$3,436,551.

The entire principal amount under the Debentures is due and payable 30 months after the closing date. Interest payments will be payable in cash quarterly commencing on January 1, 2008. We may elect to make interest payment in shares of common stock provided, generally, that we are not in default under the Debentures and there is then in effect a registration statement with respect to the shares issuable upon conversion of the Debentures or in payment of interest due thereunder. If we elect to make interest payments in common stock, the conversion rate will be the lesser of (a) the Conversion Price (as defined below), or (b) 85% of the lesser of (i) the average of the volume weighted average price for the ten consecutive trading days ending immediately prior to the applicable date an interest payment is due or (ii) the average of such price for the ten consecutive trading days ending immediately prior to the date the applicable shares are issued and delivered if such delivery is after the interest payment date. The Debentures rank senior to all of our current and future indebtedness and are secured by substantially all of our assets.

We intend to and, based on our current cash position and expected results of operations, we anticipate that we will be able to pay off in cash all amounts due under the Debentures. Nevertheless, we may elect to issue shares of our common stock to satisfy our obligations thereunder.

At any time, holders may convert the Debentures into shares of common stock at a fixed conversion price of \$0.84, subject to adjustment in the event we issue common stock (or securities convertible into or exercisable for common stock) at a price below the conversion price as such price may be in effect at various times (the "Conversion Price").

Following the effective date of the registration statement of which this prospectus forms a part, we may force conversion of the debentures if the market price of the common stock is at least \$2.52 for 30 consecutive days. We may also prepay the debentures in cash at 120% of the then outstanding principal.

In connection with the financing transaction, we issued to the investors five-year warrants to purchase 5,604,411 shares of our common stock at \$0.92 per share and two-year warrants to purchase 1,401,103 shares of common stock at \$0.90 per share and 1,401,103 shares of common stock at \$1.60 per share.

Critical Accounting Policies

The Company's consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis of making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions, however, in the past the estimates and assumptions have been materially accurate and have not required any significant changes. Specific sensitivity of each of the estimates and assumptions to change based on other outcomes that are reasonably likely to occur and would have a material effect is identified individually in each of the discussions of the critical accounting policies described below. Should the Company experience significant changes in the estimates or assumptions which would cause a material change to the amounts used in the preparation of the Company's consolidated financial statements, material quantitative information will be made available to investors as soon as it is reasonably available.

The Company believes the following critical accounting policies, among others, affect the Company's more significant judgments and estimates used in the preparation of the Company's consolidated financial statements:

Allowance for Doubtful Accounts. The Company maintains allowances for doubtful accounts for estimated losses resulting from the inability of the Company's customers to make required payments. The allowance for doubtful accounts is based on specific identification of customer accounts and the Company's best estimate of the likelihood of potential loss, taking into account such factors as the financial condition and payment history of major customers. The Company evaluates the collectability of the Company's receivables at least quarterly. Such costs of allowance for doubtful accounts are subject to estimates based on the historical actual costs of bad debt experienced, total accounts receivable amounts, age of accounts receivable and any knowledge of the customers' ability or inability to pay outstanding balances. If the financial condition of the Company's customers were to deteriorate, resulting in impairment of their ability to make payments, additional allowances may be required. The differences could be material and could significantly impact cash flows from operating activities

Inventory. The Company writes down its inventory for estimated obsolescence or unmarketable inventory equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand, future pricing and market conditions. Inventory reserve costs are subject to estimates made by the Company based on historical experience, inventory quantities, age of inventory and any known expectations for product changes. If actual future demands, future pricing or market conditions are less favorable than those projected by management, additional inventory write-downs may be required and the differences could be material. Such differences might significantly impact cash flows from operating activities. Once established, write-downs are considered permanent adjustments to the cost basis of the obsolete or unmarketable inventories.

Impairment of Long-Lived Assets. The Company assesses the recoverability of its long-lived assets by determining whether the depreciation and amortization of long-lived assets over their remaining lives can be recovered through projected undiscounted cash flows. The amount of long-lived asset impairment is measured based on fair value and is charged to operations in the period in which long-lived asset impairment is determined by management. Manufacturing fixed assets are subject to obsolescence potential as result of changes in customer demands, manufacturing process changes and changes in materials used. The Company is not currently aware of any such changes that would cause impairment to the value of its manufacturing fixed assets.

Accrued Warranty Costs. The Company estimates the costs of the standard warranty, included with the reusable shippers at no additional cost to the customer for a period up to one year. These estimated costs are recorded as

accrued warranty costs at the time of product sale. These estimated costs are subject to estimates made by the Company based on the historical actual warranty costs, number of products returned for warranty repair and length of warranty coverage.

Revenue Recognition. Product sales revenue is recognized upon passage of title to customers, typically upon shipment of product. Any provision for discounts and estimated returns are accounted for in the period the related sales are recorded. Products are generally sold with right of warranty repair for a one year period but with no right of return. Estimated costs of warranty repairs are recorded as accrued warranty costs as described above. Products shipped to customers for speculation purposes are not considered sold and no revenue is recorded by the Company until sales acceptance is acknowledged by the customer.

Stock-Based Compensation. The Company accounts for equity issuances to non-employees in accordance with Statement of Financial Accounting Standards ("SFAS") No. 123, *Accounting for Stock Based Compensation*, and Emerging Issues Task Force ("EITF") Issue No. 96-18, *Accounting for Equity Instruments that are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods and Services*. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date used to determine the fair value of the equity instrument issued is the earlier of the date on which the third-party performance is complete or the date on which it is probable that performance will occur.

The Company adopted SFAS No. 123(R), *Share-Based Payment*, which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors related to the Company's 2000 Equity Incentive Plan based on estimated fair values. The Company adopted SFAS No. 123(R) using the modified prospective transition method, which requires the application of the accounting standard as of April 1, 2006, the first day of our fiscal year 2007. The consolidated financial statements as of June 30, 2007 and for the three months ended June 30, 2007 and 2006 reflect the impact of adopting SFAS No. 123(R). In accordance with the modified prospective transition method, the consolidated financial statements for prior periods have not been restated to reflect, and do not include, the impact of SFAS No. 123(R). The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods in our consolidated statement of operations. As stock-based compensation expense recognized in the consolidated statement of operations for each of the three month periods ended June 30, 2007 and 2006 is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. SFAS No. 123(R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The estimated average forfeiture rate for the each of the three month periods ended June 30, 2007 and 2006 was zero as the Company has not had a significant history of forfeitures.

Employee stock-based compensation expense recognized under SFAS No. 123(R) for the six months ended September 30, 2007 and 2006 was \$0 and \$70,576, respectively, as determined by the Black-Scholes valuation model. As of September 30, 2007, the Company had no unvested stock options or warrants and total unrecognized compensation cost, related to unvested stock options was \$0 (see Note 2 to the Company's unaudited consolidated financial statements for additional information.)

Off-Balance Sheet Arrangements

We do not have any off balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, revenues, results of operations, liquidity or capital expenditures.

BUSINESS

We are a cryogenic transport container company, involved in the safe transport of biological specimens at temperatures below zero centigrade. While over the past years most of our sales have been derived from the sale of our reusable product line, the Company's long term potential and prospects will come from the one-way line of products which have been in development over the past three years.

Overview:

The principal focus of the Company is to develop and launch, the CryoPort Express® One-Way Shipper System, a line of one-time use dry cryogenic shippers for the transport of biological materials. A dry cryogenic shipper is a device that uses liquid nitrogen which is contained inside a vacuum insulated bottle as a refrigerant to provide storage temperatures below minus 150 ° centigrade. The dry shipper is designed such that there can be no pressure build up as the liquid nitrogen evaporates, or spillage of liquid nitrogen. A foam retention system is employed to ensure that liquid nitrogen stays inside the vacuum container. Biological specimens are stored in a "well" inside the container and refrigeration is provided by cold nitrogen gas evolving from the liquid nitrogen entrapped within the foam retention system. Biological specimens transported using the cryogenic shipper can include live cell pharmaceutical products; e.g., cancer vaccines, diagnostic materials, semen and embryos, infectious substances and other items that require continuous exposure to frozen or cryogenic temperatures (less than -150 ° C).

The Company currently manufactures a line of reusable cryogenic dry shippers. These provide the cryogenic technology for the development of the CryoPort Express® One-Way Shipper System and serve as the essential components of the infrastructure that supports testing and research activities of the pharmaceutical and biotechnology industries. The Company's mission is to provide cost effective packaging systems for biological materials requiring, or benefiting from, a frozen or cryogenic temperature environment over an extended time period by introducing to market a cost effective one-time use cryogenic shipper. The conventional concept of cryogenic shipping employs the use of a high cost shipping container, used multiple times over multiple years. The Company plans to introduce the CryoPort Express® One-Way Shipper System product manufactured from alternative, lower cost materials, which will reduce overall operating costs. As with the reusable shippers, the one-way system will eliminate the need to replenish the refrigerant during transport.

The Company's production line incorporates innovative technologies developed for aerospace and other industries to develop products that are more cost effective, easier to use and more functional than the traditional dry ice devices and methods currently used for the shipment of temperature-sensitive materials.

The proposed CryoPort Express® One-Way Shipper System products are planned to share many of the characteristics and basic design details of the currently available reusable products. The expected shared characteristics include general geometry and shape, similar liquid capacities and similar thermal performance characteristics. As a result, much of the market experience gained from the sale of these products is directly relevant to the usage characteristics of the proposed CryoPort Express® One-Way Shipper System products. There are two general sizes planned. A larger size of approximately 5 liters capacity, based on a product that has been produced for 5 years, is planned for shipping larger quantities of material and / or for use when longer holding times are required. A smaller size of approximately 1 liter capacity is planned for unit dose shipments, or small quantity shipments, that are direct to the end user and thus require shorter holding times. Because the shipment quantity is fairly small, a shorter holding time capability does not admit an unacceptable financial risk of product loss. The basis of the migration from reusable status to one-way use status is primarily one of cost and convenience which requires a generally lower cost product. Lower cost is achieved from higher production quantities, from lower cost materials and from automated manufacturing methods. The currently ongoing development related to these items is principally focused on material properties, particularly those properties related to the low temperature requirement and the vacuum retention characteristics; i.e., permeability of the

materials. Several different metallic and polymeric materials have been subjected to testing to this point. One non-traditional material has been qualified and is available for production subject to the demand for higher production quantities that will justify the capital investment. Other materials are currently being evaluated for long term vacuum retention characteristics by analyzing permeation properties. These are long term tests that are being conducted by a commercial, well known laboratory. Further on steps that are required to successfully market the products to a broad spectrum of potential customers are largely related to a perceived need to customize the product characteristics to specific customer's requirements. This can only be accomplished once the potential customer is identified and preliminary discussions are begun relative to the specific needs of that customer. Items potentially involved at this stage include the required holding time, the required product capacity, the impact of the distribution environment from in plant packing to end use unpacking. We believe that each potential customer may have a specific set of needs that can be satisfied from a catalog like listing of the generic characteristics of the planned products. Other advances additional to the development work on the cryogenic container include both an improved liquid nitrogen retention system and a secondary protective, spillproof packaging system. This secondary system, outer packaging has a low cost that lends itself to disposability. Further, it adds an additional liquid nitrogen retention capability to further assure compliance with IATA and ICAO regulations that prohibit egress of liquid nitrogen from the shipping package

As reported in the Report of Independent Registered Public Accounting Firm on the Company's March 31, 2007 and 2006 financial statements, the Company has incurred recurring losses from operations and has a stockholders' deficit. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. See page 37, "Management's Discussion and Analysis or Plan of Operation" for further discussion.

History:

The Company was originally incorporated under the name G.T.5-Limited on May 25, 1990 as a Nevada corporation. The Company's original focus was to engage in the business of designing and building exotic body styles for automobiles compatible with the vehicle's existing chassis. The Company provided a series of hand molded body style products that were based on the chassis designs of the Ford Mustang, Pantera, Ford Cobra and Ferrari Daytona Spider. The Company's goal was to provide customers with a cost effective solution to developing a great look to their own vehicles without the high costs associated with buying very expensive new vehicles. Acceptance of the Company's concept never materialized, and revenues during the past few years declined. In 2004, the Company did not have any revenues. As a result, the foregoing operations were discontinued. In January 2005, the Company's board of directors determined that it would be in its best interests, and that of its shareholders, to find a suitable acquisition candidate.

In March 2005, the Company entered into a Share Exchange Agreement with CryoPort Systems, Inc., a California corporation, and its stockholders, pursuant to which the Company acquired all of the issued and outstanding shares of CryoPort Systems, Inc. in exchange for 24,108,105 shares of the Company's common stock (which represented approximately 81% of its total issued and outstanding shares of common stock following the close of the transaction). The exchange price was reached through discussions between CryoPort Systems, Inc.'s board of directors and stockholders, and GT-5 Limited's board of directors and major stockholders, taking into account supply and demand factors as well as the historical share prices to non-insiders of each company. The acquisition was a transaction involving the cashless exchange of shares only. In connection with this transaction, the Company changed its name to CryoPort, Inc., effective March 16, 2005. In addition, the Company's then directors and officers resigned, and the directors and officers of CryoPort Systems were elected to fill the vacancies created by such resignations.

CryoPort Systems, Inc. was originally formed in California in 1999 as a limited liability company and was reorganized into a California corporation in December 2000. CryoPort Systems, Inc. was founded in 1999 principally to capitalize on servicing the transportation needs of the growing global "biotechnology revolution".

Our Products

The Company's Current Product Line:

Reusable Cryogenic Dry Vapor Shippers. The Company has developed three lines of reusable cryogenic dry vapor shippers which the Company believes solve the specific problems in, and are responsive to the evolving needs of the market place of temperature-critical, frozen and refrigerated transport of biologicals. This line of shippers is capable of maintaining cryogenic temperatures of minus 150 centigrade or less, for up to 10 days.

These products, which are in full production at the Company's Brea, California facility, consist of the AR1000, the DG1000 and the DS650. The DG1000 is designed for shipping biological material classified as dangerous goods by IATA standards. This shipper is IATA certified for the shipment of Class 6.2 Dangerous Goods. The AR1000 is utilized primarily in the veterinary and human assisted reproduction markets. This shipper may be used where packaging of the biological material need not comply with IATA Packing Instructions 602 or 650. The DS650 is utilized for the shipment of specimens for diagnosis, treatment or evaluation of disease that must conform to the IATA 650 packaging standards. In 2005, the Company introduced a new soft case for the same cryogenic Dewar; identified

as the PSX1000 and the PS1000. These units are smaller, lighter in weight, and more easily handled than the units described above. The PSX1000 shippers are also certified to IATA Packing Instruction 602 and 650.

These shippers are lightweight, low-cost, re-usable vapor phase liquid nitrogen storage containers that combine the best features of packaging, cryogenics and high vacuum technology. Each of these three shippers is composed of an aluminum metallic Dewar flask, with a well for holding the biological material in the inner chamber. A Dewar flask, or "thermos bottle," is an example of a practical device in which the conduction, convection and radiation of heat are reduced as much as possible. A high surface, low density open cell plastic foam material surrounds the inner chamber for retaining the liquid nitrogen in-situ by absorption, adsorption and surface tension. Absorption is defined as the taking up of matter in bulk by other matter, as in dissolving of a gas by a liquid, whereas adsorption is the surface retention of solid, liquid or gas molecules, atoms or ions by a solid or liquid. This material absorbs LN₂ up to six times faster than currently used materials, while providing the shipper with a hold time and capacity to transport biological materials safely and conveniently. The annular space between the inner and outer Dewar chambers is evacuated to a very high vacuum (10⁻⁶ Torr). The specimen-holding chamber has a primary cap to enclose the specimens, and a removable and replaceable secondary cap to further enclose the specimen holding container and to contain the LN₂. The entire Dewar vessel is then wrapped in a plurality of insulating and cushioning materials and placed either in a hard plastic shipper shell, or in a ballistic nylon soft shell outer case with a hinged lid, as with the Company's PSX1000.

The Company believes the above product configuration satisfies the needs of the markets that require the temperature-critical, frozen and refrigerated transport of biological materials, such as pharmaceutical clinical trials, gene biotechnology, infectious materials handling, and animal and human reproduction. Due to the Company's unique proprietary technology and innovative design, its shippers are less prone to losing functional hold time when not kept in an upright position than the competing products. The Company's continuing R&D efforts are expected to lead to the introduction of smaller size units constructed of lower cost materials and utilizing high volume manufacturing methods that will make it practical to offer the CryoPort Express® One-Way Shipper System consisting of limited use cryogenic packages.

Materials to be transported in the AR1000 shipper are typically placed in a canister that is lowered into the well of the shipper, which is held in place by the cap and neck tube. The materials to be transported in the DG1000 and DS650 shippers are placed in a bio-cartridge, which in turn is placed in a leak proof plastic bag. The canister, or vial holder, and its contents are surrounded by cold LN₂ vapor from the saturated absorbent filler.

An important feature of the DG1000, DS650 and the PSX shippers is their compliance with the stringent packaging requirements of IATA Packing Instructions 602 and 650, respectively. These instructions include the internal pressure (hydraulic) and drop performance requirements. The Company believes its shippers were the first cost-effective cryogenic shippers to comply with these regulations, which it hopes will substantially enhance product acceptance, and facilitate its marketing efforts for both its reusable shippers and its planned CryoPort Express® One-Way Shipper System.

Biological Material Holders for Infectious and Dangerous Goods. The Company has also developed a patented containment bag which is used in connection with the shipment of infectious or dangerous goods. The inner packaging of the DG1000 shipper contains watertight primary receptacles (one and one-half millimeter vials.) Up to five vials are then placed onto aluminum holders and up to fifteen holders (75 vials) are placed into an absorbent pouch, designed to absorb the entire contents of all the vials in the event of leakage. This pouch containing up to 75 vials is then placed in a watertight secondary packaging plastic bag capable of withstanding cryogenic temperatures, and then sealed. This entire package is then placed in a unique, patented, secondary containment bag, which is a plastic film based material, critical to the function of the overall cryogenic package. These bags use a pressure-sensitive adhesive closure much like a common overnight courier envelope. As a result, these bags are inherently disposable, one-use-only. This bag is then placed into the well of the cryogenic shipper.

Artificial Insemination Canisters. The Company has also developed an artificial insemination canister for use with its AR1000 shipper. Semen straws, which resemble the familiar plastic stirrers for hot beverages and are similar in size, come in two sizes, based on volume - one-half cc and one-quarter cc. These straws are sealed at both ends and placed in small cylindrical "goblets" that are in turn placed into a twelve-inch long cane. Fifteen canes can be placed in the metallic cylindrical canister that fits within the well of the shipper. The canister has a flexible handle and separate vapor plug. Straws can also be stored in bulk in 65mm diameter goblets in two layers using a disposable canister or via the use of a lifter. With the disposable canister or lifter, up to 720 ½ cc or 1600 ¼ cc straws can be stored in the AR1000.

The Company's Future Products:

The Company's continuing R&D efforts are expected to lead to the introduction of smaller size units constructed of lower cost materials and utilizing high volume manufacturing methods that will make it practical to provide the one-time use cryogenic packages offered by the CryoPort Express® One-Way Shipper System.

The transition from a reusable shipper to the CryoPort Express® One-Way Shipper System is planned during second quarter of calendar 2008 and will be accomplished initially by a simple reduction in the size of existing materials, the

simplification of the outer protective shipping package and the use of established manufacturing practices. Subsequently, in order to enable higher volume production, alternate materials which are processed differently will be employed, with anticipated substantial cost reductions to be made to both the inner cryogenic Dewar and the outer integrated shipping case, while maintaining most of the Company's proven, current manufacturing methods. This product will then be transitioned to CryoPort Express® One-Way Shipper System with an appropriate recycling program. The one-way shipper will employ alternate materials of construction, which will further enable both higher mass manufacturing and additional cost reduction opportunities.

The Company's driving logic in developing the CryoPort Express® One-Way Shipper System is:

- To make the cost of the cryogenic package less than, or equal to, the total cost of ownership (on a one time use basis including return shipping and handling) of a reusable unit depending on the ultimate capacity and hold time of the shipper.
- To create the opportunity to ultimately offer a seamless "bio-express" courier service to the Company's target markets via its strategic partners.
- To provide a cost effective shipper that can compete with the economics of using dry ice and dry ice shippers.

Our Strategy:

The Company's present objective is to leverage its proprietary technology and developmental expertise to design, develop, manufacture and sell cryogenic shipping devices. The key elements of its strategy include:

Expand the Company's product offerings to address growing markets. Given the need for a temperature-sensitive shipping device that can cost effectively be used, the Company is diligently working to develop the CryoPort Express® One-Way Shipper System, which utilizes a one-time use shipping device that performs as well as its reusable shippers to eliminate the need for a return shipment and the costs associated therewith as well as eliminate any loss of specimen viability during the shipping process.

Expand the Company's marketing and distribution channels. The Company's products serve the shipping needs of companies across a broad spectrum of industries on a growing international level. It is the Company's goal to establish those contacts necessary to achieve a broader distribution of its products.

Establish strategic partnerships. In order to expedite the Company's time to market and increase its market presence, the Company is currently negotiating to establish strategic alliances to facilitate the manufacture, promotion and distribution of its products, including establishing alliances with shipping container manufacturers (both cryogenic and dry ice), integrated express companies, and freight forwarding companies.

Sales and Marketing:

The Company currently has an internal sales and marketing group which manages both its direct sales efforts and its third party resellers, which include Air Liquide and SCA Thermosafe. The Company also has relationships with several other distributors and agents. The Company's current distribution channels cover the Americas, Europe and Asia. The Company has no distributors or agents that account for greater than 10% of overall sales volumes.

The Company's geographical sales for the year ended March 31, 2007 and quarters ended September 30, 2007 and 2006 were as follows:

	Yr Ended March 31, 2007	Qtr Ended September 30, 2006	Qtr Ended September 30, 2007	
USA	53%	48%	71%	
Europe	36%	33%	3%	
Other North America	3%	7%	-	
Asia	8%	12%	4%	

Customer Base:

The Company believes that the primary customers for its dry vapor shippers (both the reusable and the future CryoPort Express® One-Way Shipper System) are concentrated in the following markets for the following reasons:

- Pharmaceutical clinical trials
- Gene biotechnology
- Transport of infectious materials and dangerous goods

- Pharmaceutical distribution
- Artificial insemination and embryo transfer in animals; and
- Human assisted reproduction artificial insemination

Pharmaceutical Clinical Trials. Every pharmaceutical company developing a new drug that must be approved by the Food and Drug Administration conducts clinical trials to, among other things, test the safety and efficacy of the potential new drug. In connection with the clinical trials, the companies may enroll patients from all over the world who regularly submit a blood specimen at the local hospital, doctor's office or laboratory. These samples are then sent to the specified testing laboratory, which may be local or in another country. The testing laboratories will typically set the requirements for the storage and shipment of blood specimens. While domestic shipping of these specimens is sometimes accomplished adequately using dry ice, international shipments present several problems, as dry ice, under the best of circumstances, can only provide freezing for up to 36 hours, in the absence of re-icing (which is quite costly). Because shipments of packages internationally can be delayed for more than 36 hours due to flight cancellations, incorrect destinations, labor problems, ground logistics and safety reasons, dry ice is not always a reliable and cost effective option. Clinical trial specimens are often irreplaceable because each one represents data at a prescribed point in time, in a series of specimens on a given patient, who may be participating in a trial for years. Sample integrity during the shipping process is vital to retaining the maximum number of patients in each trial. The Company's shippers are ideally suited for this market, as the hold time provided by its shipper ensures that specimens can be sent over long distances with minimal concern that they will arrive in a condition that will cause their exclusion from the trial.

Furthermore, the IATA requires that all airborne shipments of laboratory specimens be transmitted in either IATA 650 or 602 certified packaging. Once the Company has developed and obtained IATA certification of the CryoPort Express® One-Way Shipper System, it will be ideally suited for this market, in particular due to the elimination of the cost to return the reusable shipper.

Gene Biotechnology. According to a recent edition of the Corporate Technology Directory, there are approximately 3600 pharmaceutical and biotechnology companies in the United States. Of these companies, approximately 2600 are biotechnology companies and approximately 1000 are pharmaceutical companies. The gene biotechnology market includes basic and applied research and development in diverse areas such as stem cells, cloning, gene therapy, DNA tumor vaccines, tissue engineering, genomics, and blood products. Company's participating in the foregoing fields rely on the frozen transport of specimens in connection with their research and development efforts.

Transport of Infectious Materials and Dangerous Goods. The transport of potentially infectious materials demands strict adherence to regulations that protect public safety while maintaining the viability of the material being shipped. All blood products are considered to be potentially infective and must be treated as such. Pharmaceutical companies, private research laboratories and hospitals ship tissue cultures and microbiology specimens, which are also potentially infectious materials, between a variety of entities, including private and public health reference laboratories. Almost all specimens in this infectious materials category require either a refrigerated or frozen environment. According to a doctor at the National Institute of Health (NIH), over 2 million vials of potentially infective material are shipped domestically or internationally each year, within the NIH alone. The Company initially developed its DG1000 shipper to meet the shipping requirements of this market.

Partly in response to the attack on the World Trade Center and the anthrax scare, government officials and health care professionals are focusing renewed attention on the possibility of attacks involving biological and chemical weapons such as anthrax, smallpox and sarin gas. Efforts expended on research and development to counteract biowarfare agents requires the frozen transport of these agents to and from facilities conducting the research and development. Vaccine research, including methods of vaccine delivery, also requires frozen transport. The Company's DG1000 shipper is suited to this type of research and development.

Pharmaceutical Distribution. The current focus for the CryoPort Express® One-Way Shipper System under development is in the area of pharmaceutical distribution. There are a significant number of therapeutic drugs and vaccines currently or soon to be, undergoing clinical trials. After the FDA approves them for commercial distribution, it will be necessary for the manufacturers to have a reliable and economical method of distribution to the physician who will administer the product to the patient. Although there are not now a large number of drugs, there are a substantial number in the development pipeline. It is likely that the most efficient and reliable method of distribution will be to ship a single dosage to the administering physician. These drugs are typically identified to individual patients and therefore will require a complete tracking history from the manufacturer to the patient. The most reliable method of doing this is to ship a unit dosage specifically for each patient. Because the drugs require maintenance at frozen or cryogenic temperatures, each such shipment will require a frozen or cryogenic shipping package. The Company anticipates being in a position to service that need.

Artificial Insemination and Embryo Transfer in Animals. The primary animal artificial insemination market that the Company is interested in is the bovine market. Markets of secondary interest are the equine, swine, sheep and canine markets. The largest established market is dairy cattle, followed by beef cattle and horses. In addition, the swine breeding industry is rapidly converting to artificial insemination for breeding purposes.

The bovine semen shipping market can be divided into three distinct parts:

- The shipment of very large numbers of semen straws from one large artificial insemination company to another;

- The shipment of fewer straws from large artificial insemination companies to smaller distributors; and
- The “residential” shipment of small quantities of straws to small farms and dairies.

The last two categories are ideally suited for the use of the Company's medium capacity AR1000 shipper or the PSX1000 shipper. The first category is viewed as one of limited potential as there are fewer shipments, each containing a very large numbers of straws. Even though the shipments in the first category initially contain larger numbers of straws, they are often broken down into much smaller numbers of straws and shipped to end users in medium capacity shippers, such as the Company's AR1000 and PSX1000.

Although the bovine market is the largest and most mature market for shipping semen in dry vapor shippers, the use of this procedure for other species such as swine appears to be rapidly increasing.

Breeding horses by artificial insemination or embryo transfer is also becoming commonplace and has a growing international component. Shipping valuable animals for purposes of breeding is both costly and potentially injurious. The demand for desirable equine genetics for improving breeding stock has led to the shipment of semen or embryos to every part of the world.

Sheep, goats, dogs and exotic species are also being increasingly bred by artificial insemination. Airlines do not want to assume the liability of shipping live animals and discourage the practice whenever possible. While it was previously common for dogs to be shipped for breeding purposes, canine sperm banks are shipping semen at an increasing rate.

Assisted Human Reproduction. According to The Wall Street Journal, January 6, 2000 issue, 30,000 infants are born annually in the United States through artificial insemination and according to Department of Health statistics, 10 million Americans annually are affected by infertility problems. It is estimated that this represents at least 50,000 doses of semen. Since relatively few sperm banks provide donor semen, frozen shipping is almost always involved. As with animal semen, human semen must be stored and shipped at cryogenic temperatures to retain viability, to stabilize the cells and to ensure reproducible results. This can only be accomplished with the use of liquid nitrogen or LN₂ dry vapor shippers. The Company anticipates that this market will continue to increase as this practice gains acceptance in new areas of the world.

Competition:

Within the Company's intended markets for the CryoPort Express® One-Way Shipper System, there is no currently known competition. The Company intends to become competitive by reason of improved technological characteristics and by introducing the concept of disposability and single use products. None of the traditional suppliers of cryogenic shippers is known to have competitive equipment nor are they expected to have anything available within a short period of time. The traditional suppliers, Chart Industries, Harsco, and Air Liquide have various models of dry shippers available that sell at prices that preclude any concept of disposability. On the other hand, they are more established and have larger organizations and have greater financial, operational, sales and marketing resources and experience in research and development than the Company does. Other competitive factors include the ability of the shipper to retain liquid nitrogen when placed in non-upright positions, the overall "leak-proofness" of the package which determines compliance with shipping regulations and the overall weight and volume of the package which determines shipping costs.

Industry Overview:

The Company's products are sold into a rapidly growing niche of the packaging industry focused on the temperature sensitive packaging and shipping of biological materials. Expenditures for "value added" packaging for frozen transport have been increasing for the past several years and are expected to continue to increase even more in the future as more domestic and international biotechnology firms introduce pharmaceutical products that require continuous refrigeration at cryogenic temperatures. This will require a greater dependence on passively controlled temperature

transport systems (i.e., systems having no external power source). [References: Cryopak Industries - *Investment Package/Annual Report* and US Department of Commerce - *US Industrial Outlook*.]

The Company believes that growth in the following markets has resulted in the need for increased efficiencies and greater flexibility in the temperature sensitive packaging market:

- Pharmaceutical clinical trials, including transport of tissue culture samples;
- Pharmaceutical commercial product distribution ;
- Transportation of diagnostic specimens;
- Transportation of infectious materials;
- Intra laboratory diagnostic testing;
- Transport of temperature-sensitive specimens by courier;
- Analysis of biological samples;
- Gene biotechnology and vaccine production;
- Food engineering; and
- Animal and human reproduction

Many of the biological products in these above markets require transport in a frozen state as well as the need for shipping containers which have the ability to maintain a frozen, cryogenic environment (e.g., -150°C) for a period ranging from two to ten days (depending on the distance and mode of shipment). These products include semen, embryo, tissue, tissue cultures, cultures of viruses and bacteria, enzymes, DNA materials, vaccines and certain pharmaceutical products. In some instances, transport of these products requires temperatures at, or approaching, -196°C .

One problem faced by many companies operating in these specialized markets is the limited number of cryogenic shipping systems serving their needs, particularly in the areas of pharmaceutical companies conducting clinical trials. The currently adopted protocol, and the most common method for packaging frozen transport in these industries is the use of solid carbon dioxide (dry ice). Dry ice is used in shipping extensively to maintain a frozen state for a period of one to four days. Dry ice is used in the transport of many biological products, such as pharmaceuticals, laboratory specimens and certain infectious materials that do not require true cryogenic temperatures. The common approach to shipping these items via ground freight is to pack the product in a container, such as an expanded polystyrene (Styrofoam) box or a molded polyurethane box, with a variable quantity of dry ice. The box is taped or strapped shut and shipped to its destination with freight charges based on its initial shipping weight.

With respect to shipments via specialized courier services, there is no standardized method or device currently in use for the purpose of transporting temperature-sensitive frozen biological specimens. One common method for courier transport of biologicals is to place frozen specimens, refrigerated specimens, and ambient specimens into a compartmentalized container, similar in size to a 55 quart Coleman or Igloo cooler. The freezer compartment in the container is loaded with a quantity of dry ice at minus 78°C , while the refrigerated compartment at 8°C utilizes ice substitutes.

Two manufacturers of the polystyrene and polyurethane containers frequently used in the shipping and courier transport of dry ice frozen specimens are Insulated Shipping Containers, Inc. and SCA Thermosafe (formerly Polyfoam Packers Corporation). When these containers are used with dry ice, the average sublimation rate (e.g., the rate at which dry ice turns from a solid to a gaseous state) in a container with a one and one-half inch wall thickness is slightly less than three pounds per 24 hours. Other existing refrigerant systems employ the use of gel packs and ice substitutes for temperature maintenance. Gels and eutectic solutions (phase changing materials) with a wide range of phasing temperatures have been developed in recent years to meet the needs of products with varying specific temperature control requirements.

The use of dry ice and ice substitutes, however, regardless of external packaging used, are frequently inadequate because they do not provide low enough storage temperatures and, in the case of dry ice, last for only a few days without re-icing. As a result, companies run the risk of increased costs due to lost specimens and additional shipping charges due to the need to re-ice.

Some of the other disadvantages to using dry ice for shipping or transporting temperature sensitive products are as follows:

- Availability of a dry ice source;
- Handling and storage of the dry ice;
- Cost of the dry ice;
- Weight of containers when packed with dry ice;

- Securing a shipping container with a high enough R-value to hold the dry ice and product for the required time period; and
- Securing a shipping container that meets the requirements for International Air Transportation Association (“IATA”), the Department of Transportation (“DOT”), the Center for Disease Control (“CDC”), and other regulatory agencies.

Due to the limitations of dry ice, shipment of specimens at true cryogenic temperatures can only be accomplished using liquid nitrogen (LN₂) dry vapor shippers, or by shipping over actual liquid nitrogen. While such shippers provide solutions to the issues encountered when shipping with dry ice, they too are experiencing some criticisms by users or potential users. For example, the cost for these products typically can range from \$650 to \$3,000 per unit, which can substantially limit their use for the transport of many common biologicals, particularly with respect to small quantities such as is the case with direct to the physician drug delivery. Because of the initial cost and limited production of these containers, they are designed to be reusable. However, the cost of returning these heavy containers can be significant, particularly in international markets, because most applications require only one-way shipping.

Another problem with these existing systems relates to the hold time of the unit in a normal, upright position versus the hold time when the unit is placed on its side or inverted. The liquid nitrogen can leak out of the container when it is positioned on its side or inverted. This leaking will compromise the dependability of these dry shippers, particularly when used in circumstances requiring lengthy shipping times. The Company’s current reusable shippers have only a 40% reduction in hold time when placed on their sides or inverted. One of the Company’s significant competitors, Chart Industries, Inc., publishes on their web site, a 60% reduction in hold time when its units are placed on their side and a 90% reduction when its units are inverted. Since other competitors use similar absorbent materials to that used by Chart Industries, Inc., the Company believes the performance characteristics will be similar for their products of this particular size and volume.

Finally, these containers are often promoted as being durable due to their metal construction. However, rough handling can result in the puncturing of the outer shell or cracking at the neck area, resulting in the loss of the high vacuum insulation. This renders the shippers useless. A hard-shell shipping enclosure is available as an optional accessory to provide additional protection for these units at an additional cost to the user. The metal construction also adds to the weight of the container, thereby adding substantially to shipping costs.

The CryoPort Solution:

During the past several years, a number of trends have emerged in the temperature-sensitive packaging industry as a result of economic and technological changes. The Company has focused its product development efforts to respond to what it perceives to be the more significant of these trends, specifically the following:

- Smaller, more efficient packaging (increasing thermal density);

- Emphasis on decreasing costs and system simplification;

- Need for turnkey services;

- Development of international programs and markets;

- Centralization of commercial products and services; and

- Development of regulatory standards.

Smaller, More Efficient Packaging. Advances in both materials and manufacturing technology have made it possible to reduce the size, weight, complexity and cost of packaging, while increasing the capabilities of high performance packaging. These advances are the result of developments in the aerospace industry in the areas of high strength, low weight materials and thermal technology. The Company is applying this technology in its product development efforts, and believes that it is at the forefront of applying this technology in the public sector. The Company's development efforts are focused on the application of polymers and high volume metal casting and forming methods that have traditionally been excluded from the cryogenic industry because product quantities have been too low to efficiently utilize these materials and methods. CryoPort currently manufactures its reusable shipper with an approximate liquid nitrogen volume of five liters. The Company's future intended products will be a range of shippers with liquid nitrogen capacities from approximately one to five liters in size.

Emphasis on Decreasing Costs and System Simplification. Because current dry vapor LN₂ shipping containers are expensive, many users do not keep an ample supply on hand. Consequently, some users require that these be returned promptly. This often results in very expensive express return shipping which will significantly magnify as shipping volumes increase. This has created a demand for smaller, lower cost dry vapor LN₂ shipping containers. In addition, many users have expressed a strong interest in the production of a dry vapor LN₂ shipper that is inexpensive enough to be used in a disposable or limited usage manner. The current sales price of CryoPort's reusable shippers range from \$735 to \$1,095. The price range for the proposed CryoPort Express® One-Way Shipper System when launched is initially expected to range from \$50 to \$100 per use, depending on size and contractual commitments.

As previously noted, dry vapor LN₂ shipping containers are made of medium gauge metal that makes them vulnerable to denting and breaking and increases shipping costs due to the added weight. Additionally, their design requires that they be kept in an upright position to achieve advertised hold times. If they are placed in a horizontal position, LN₂ can leak out or boil off, substantially reducing their hold times. The Company anticipates manufacturing its shippers in smaller sizes from lighter weight materials that significantly reduce their weight (thereby reducing shipping costs) and manufacturing cost, which will allow them to be used one time for outbound shipments.

Additionally, the patented absorbent used to hold the LN₂ much more efficiently retains liquid when its shippers are positioned on their sides or inverted. The Company has significantly reduced the possible loss of liquid nitrogen refrigerant that all dry shippers experience when not kept vertical.

Turnkey Services. The pharmaceutical industry depends on clinical trials for Food and Drug Administration approval of new drugs. A significant number of these trials require frozen transport of specimens obtained from patients in the study. A number of pharmaceutical companies now specify temperature-sensitive frozen packaging and services as part of “turnkey” contracts with contract research organizations. To meet the demands of their customers, freight forwarding companies, such as World Courier, Federal Express and DHL, take responsibility for procuring appropriate packaging, shipping by airline, and delivering the specimens to the point of analytical testing. This comprehensive service addresses the stringent requirements imposed by pharmaceutical companies to ensure appropriate quality control for their clinical studies. The Company believes its dry shippers offered by the CryoPort Express® One-Way Shipper System will greatly enhance the reliability of the quality control required.

Development of International Programs and Markets. The biotechnology and pharmaceutical industries are now transnational industries with locations in various parts of the industrially developed and developing world. Since many products produced by these industries must be shipped in temperature-sensitive packaging, the logistical problems presented by longer distances, and sometimes unreliable forwarding entities, are becoming of greater concern. Weekends, holidays, lost containers, hot weather and indirect courier routes all place a strain on the ability of current shipping devices to provide appropriate temperatures when extraordinary delays are encountered. Because the Company's shippers are able to maintain frozen or cryogenic temperatures of minus 150°C, or below, for up to 10 days, its shippers are better able to insure the integrity of specimens affected by unexpected shipping delays. Further, the maximum guaranteed temperature hold time of the Company's 5 liter shipper is 16 days which is quoted under perfect and ideal conditions when in a "static" (i.e. stationary) condition only. The functional (in shipping use) hold time of this same 5 liter shipper is 10 days. Functional hold times are intended to be an indication only of how many days a shipper can be expected to hold its temperature when subjected to normal shipping usage .

Centralization of Commercial Products and Services. In recent years, the competitive environment in health care has intensified rapidly, while increased managed care participation, coupled with Medicare and Medicaid reimbursement issues, have placed significant pressure to increase efficiency on market segments that service the health care industry. These include the diagnostic clinical laboratory industry and pharmaceutical industry. In response to these, and other pressures, the clinical laboratory industry experienced a consolidation, through both acquisition and attrition, which resulted in fewer, more centralized testing locations, processing a larger volume of specimens. With fewer testing sites processing increased volumes, a tremendous strain has been placed on the traditional modes for transporting these goods.

With respect to the pharmaceutical industry, the emergence of international pharmaceutical conglomerates through mergers and acquisitions, such as Smith Kline Beecham, and the dramatic growth of relatively new companies such as Amgen, coupled with the emergence of contract research organizations, such as Quintiles (with testing laboratories in Atlanta, Georgia, Buenos Aires, Edinburgh, Pretoria, Singapore and Melbourne), which contract with pharmaceutical companies to handle, among other things, clinical trials and testing, means that distribution networks for the transport of temperature-sensitive products have become much more complex.

The Company believes that it has developed, and is developing, products that are ideally suited to address the issues presented by these trends.

Development of Regulatory Standards. The shipping of diagnostic specimens, infectious substances and dangerous goods, whether via air or ground, falls under the jurisdiction of many state, federal and international agencies. The quality of the containers, packaging materials and insulation that protect a specimen determine whether or not it will arrive in a usable condition. Many of the regulations for transporting dangerous goods in the United States are determined by international rules formulated under the auspices of the United Nations. For example, the International Civil Aviation Organization ("ICAO") is the United Nations organization that develops regulations (Technical Instructions) for the safe transport of dangerous goods by air. If shipment is by air, compliance with the rules established by IATA is required. IATA is a trade association made up of airlines and air cargo carriers that publishes annual editions of the IATA Dangerous Goods Regulations. These regulations interpret and add to the ICAO Technical Instructions to reflect industry practices. Additionally, the CDC has regulations (published in the Code of Federal Regulations) for interstate shipping of specimens, and the Occupational Safety and Health Organization ("OSHA") also addresses the safe handling of Class 6.2 Substances. The Company's DG1000 meets packing instruction 602 and 650 and is certified for the shipment of Class 6.2 Dangerous Goods per the requirements of the International Civil Aviation Organization (ICAO) Technical Instructions for the Safe Transport of Dangerous Goods by Air and the International Air Transport Association (IATA).

Research and Development:

The Company's principal research and development activities for the years 2006 and 2007 continued to center around the investigation of materials of construction for the products and packages with the view of identifying those materials that yield fabrication costs consistent with the concept of disposability. A unit dose shipper was developed for the CryoPort Express® One-Way Shipper System and designs of a second concept were completed. Other research and development effort was directed toward improvements to the liquid nitrogen retention system to render it more reliable in the general shipping environment and to the design of the outer packaging for all sizes of shippers to be offered by the CryoPort Express® One-Way Shipper System. The Company's research and development expenditures during the fiscal years ended March 31, 2007 and 2006 were \$87,857 and \$254,487, respectively.

Manufacturing:

The component parts for the Company's products are primarily manufactured at third party manufacturing facilities. The Company also has a warehouse at the corporate offices in Brea, California, where the Company is capable of manufacturing certain parts and full assembly of its products. Most of the components that the Company uses in the manufacture of its products are available from more than one qualified supplier. For some components, however, there are relatively few alternate sources of supply and the establishment of additional or replacement suppliers may not be accomplished immediately, however, the Company has identified alternate qualified suppliers which the Company believes could replace existing suppliers. Should this occur, the Company believes the maximum disruption of production could be a short period of time, on the order of approximately four to six weeks. The Company anticipates that this will initially be the case with the outer shell the Company is developing for the CryoPort Express® One-Way Shipper System product line.

Primary manufacturers include Spaulding Composites Company, Peterson Spinning and Stamping, Lydall Industrial Thermal Solutions, Ludwig, Inc., and Porex Porous Products Group. There are no specific agreements with any manufacturer nor are there any long term commitments to any. It is believed that any of the currently used manufacturers could be replaced within a short period of time as none have a proprietary component nor a substantial capital investment specific to the Company's products.

The Company's manufacturing process uses non-hazardous cleaning solutions which are provided and disposed of by an EPA approved supplier. EPA compliance costs for the company are therefore negligible.

Patents:

In order to remain competitive, the Company must develop and maintain protection on the proprietary aspects of its technologies. The Company relies on a combination of patents, copyrights, trademarks, trade secret laws and confidentiality agreements to protect its intellectual property rights. The Company currently holds two issued U.S. trademarks and three issued U.S. patents primarily covering various aspects of its products. In addition, the Company intends to file for additional patents to strengthen its intellectual property rights. The technology covered by the above indicated patents refer to matters specific to the use of liquid nitrogen dewars relative to the shipment of biological materials. The concepts include those of disposability, package configuration details, liquid nitrogen retention systems, systems related to thermal performance, systems related to packaging integrity, and matters generally relevant to the containment of liquid nitrogen. Similarly, the trademarks mentioned relate to the cryogenic temperature shipping activity. Patents and trademarks currently held by the Company include:

Type:	No.	Issued	Expiration
Patent	6,467,642	Oct. 22, 2002	Oct. 21, 2022
Patent	6,119,465	Sep. 19, 2000	Sep. 18, 2020
Patent	6,539,726	Apr. 1, 2003	Mar 31, 2023
Trademark	7,583,478,7	Oct. 29, 1999	Oct. 28, 2009
Trademark	7,586,797,8	Dec. 8, 1999	Dec. 7, 2009

The Company's success depends to a significant degree upon its ability to develop proprietary products and technologies and to obtain patent coverage for these products and technologies. The Company intends to continue to file patent applications covering any newly developed products, components, methods and technologies. However, there can be no guarantee that any of its pending or future filed applications will be issued as patents. There can be no guarantee that the U.S. Patent and Trademark Office or some third party will not initiate an interference proceeding involving any of its pending applications or issued patents. Finally, there can be no guarantee that its issued patents or future issued patents, if any, will provide adequate protection from competition, as discussed below.

Patents provide some degree of protection for the Company's proprietary technology. However, the pursuit and assertion of patent rights involve complex legal and factual determinations and, therefore, are characterized by significant uncertainty. In addition, the laws governing patent issuance and the scope of patent coverage continue to evolve. Moreover, the patent rights the Company possesses or are pursuing generally cover its technologies to varying degrees. As a result, the Company cannot ensure that patents will issue from any of its patent applications, or that any of its issued patents will offer meaningful protection. In addition, the Company's issued patents may be successfully challenged, invalidated, circumvented or rendered unenforceable so that its patent rights may not create an effective

barrier to competition. Moreover, the laws of some foreign countries may not protect its proprietary rights to the same extent, as do the laws of the United States. There can be no assurance that any patents issued to the Company will provide a legal basis for establishing an exclusive market for its products or provide it with any competitive advantages, or that patents of others will not have an adverse effect on its ability to do business or to continue to use its technologies freely.

The Company may be subject to third parties filing claims that its technologies or products infringe on their intellectual property. The Company cannot predict whether third parties will assert such claims against it or whether those claims will hurt its business. If the Company is forced to defend itself against such claims, regardless of their merit, the Company may face costly litigation and diversion of management's attention and resources. As a result of any such disputes, the Company may have to develop, at a substantial cost, non-infringing technology or enter into licensing agreements. These agreements may be unavailable on terms acceptable to it, or at all, which could seriously harm the Company's business or financial condition.

The Company also relies on trade secret protection of its intellectual property. The Company attempts to protect trade secrets by entering into confidentiality agreements with third parties, employees and consultants. It is possible that these agreements may be breached, invalidated or rendered unenforceable, and if so, the Company's trade secrets could be disclosed to its competitors. Despite the measures the Company has taken to protect its intellectual property, parties to its agreements may breach confidentiality provisions in its contracts or infringe or misappropriate its patents, copyrights, trademarks, trade secrets and other proprietary rights. In addition, third parties may independently discover or invent competitive technologies, or reverse engineer its trade secrets or other technology. Therefore, the measures the Company is taking to protect its proprietary technology may not be adequate.

Government Regulation:

The Company is subject to numerous federal, state and local laws relating to such matters as safe working conditions, manufacturing practices, environmental protection, fire hazard control, and disposal of hazardous or potentially hazardous substances. The Company may incur significant costs to comply with such laws and regulations now or in the future.

Users of the Company's shippers are subject to state, federal and international government and/or agency regulation with respect to the shipment of diagnostic specimens, infectious substances and dangerous goods. The quality of the containers, packaging materials and insulation that protect a specimen determine whether or not it will arrive in a usable condition. Many of the regulations for transporting dangerous goods in the United States are determined by international rules formulated under the auspices of the United Nations. Companies shipping certain items must comply with any applicable Department of Transportation and ICAO regulations, as well as rules established by IATA, the CDC, OSHA and any other relevant regulatory agency.

Employees

As of the date hereof, we have six employees and five consultants.

Description of Property

On July 2, 2007, the Company entered into a lease agreement with Viking Investors - Barents Sea, LLC for a building with approximately 11,881 square feet of manufacturing and office space located at 20382 Barents Sea Circle, Lake Forest, CA, 92630. The lease agreement is for a period of two years with renewal options for three, one year periods, beginning September 1, 2007. The lease requires initial monthly lease payments of \$1.00 per square foot or \$11,881 plus \$0.23 per square foot or \$2,733 per month for triple-net overhead building costs equaling a total monthly payment of \$14,614 during the first year of occupancy. During the second year of occupancy, monthly per square foot lease payments increase to \$1.04 or \$12,356. In connection with the lease agreement, the Company issued 10,000 warrants to the lessor at an exercise price of \$1.55 per share for a period of two years.

Legal Proceedings

The Company is not currently subject to any legal proceedings that may have an adverse impact on our assets or results of operations.

DIRECTORS AND EXECUTIVE OFFICERS**Directors and Executive Officers**

The following table sets forth the name and age of each director and executive officer, the year first elected as a director and/or executive officer and the position(s) held with the Company:

Name	Age	Position	Date Elected
Peter Berry	60	Director and Chief Executive Officer, President	2003
Dee S. Kelly, CPA	46	Vice President of Finance	2003
Thomas Fischer, PhD	60	Director, Vice Chairman of the Board	2005
Gary C. Cannon	56	Director, Secretary of the Board	2005
Adam M. Michelin	63	Director	2005
Stephen L. Scott	55	Director	2005

Peter Berry, became the Company's President, Chief Executive Officer and a member of the Company's Board of Directors in connection with the Share Exchange Agreement. Mr. Berry joined CryoPort Systems, Inc. as a consultant in 2002 and became its President, Chief Executive Officer, Chief Operating Officer and a member of its Board of Directors in 2003. Prior to joining the Company, Mr. Berry was Vice President Sales & Marketing for BOC Cryostar, AG in Switzerland from 1996 to 2000 and principal of a private consulting practice from 2001 to 2003. Mr. Berry has over 30 years executive experience in cryogenic equipment with Union Carbide, BOC Group and MVE International. He also has business start up, turnaround, sales/marketing and operations background experience, both domestic and international, in manufacturing and service based industries.

Dee S. Kelly, CPA, became Vice President of Finance for the Company in August 2003. Ms. Kelly was formerly with Ernst & Young, LLP and has 22 years experience in public and private accounting. She has held executive financial positions with international bio-tech and medical device manufacturers. Ms. Kelly recently served as Vice President, Controller for Equifax Financial Services, Inc. from 1995 to 2000. Ms. Kelly joined the Company in 2003. Prior to joining the Company, Ms. Kelly was Corporate Controller for MacGillivray Freeman Films from 2000 to 2001, Corporate Controller for Masimo Corporation, a manufacturer of patient monitoring devices from 2001 to 2002 and principal of a private consulting practice since 2002.

Gary C. Cannon, became the Company's Secretary and a member of the Company's Board of Directors in June 2005. Prior to joining the Company, Mr. Cannon was securities counsel and compliance officer for The Affordable Energy Group, Inc. from November 2004 to May 2005, and general and securities counsel for World Transport Authority, Inc. from July 2003 to November 2004. Mr. Cannon was in private practice from August 2000 to July 2003, and has practiced law for the past 18 years, representing all sizes of businesses in such areas as, formation, mergers and acquisitions, financing transactions, tax planning, and employee relations. Mr. Cannon has done extensive securities work and has served as a compliance officer for companies with respect to the Sarbanes-Oxley Act, and other compliance matters. Mr. Cannon obtained his Juris Doctorate from National University School of Law, his Masters of Business degree from National University and his Bachelor of Arts from United States International University.

Adam M. Michelin, became a member of the Company's Board of Directors in June 2005. Mr. Michelin is currently the Chief Executive Officer, and a principal, of the Enterprise Group, a position he has held since March 2005. Prior to the Enterprise Group, Mr. Michelin was a principal with Kibel Green, Inc. for a period of 11 years. Mr. Michelin has over 30 years of practice in the areas of executive leadership, operations and is very experienced in evaluating, structuring and implementing solutions for companies in operational and/or financial crisis. Mr. Michelin received his Juris Doctorate from the University of West Los Angeles and his Bachelor of Science from Tri State University. Mr. Michelin has also done MBA course work at New York University.

Thomas S. Fischer, PhD , has over 20-years experience as a healthcare executive with a special emphasis on using information, analytic tools and technology to solve problems and improve operations. Currently retired, he consults in the healthcare sector. Dr. Fischer previously served as Senior Vice President and Chief Administrative Officer at Blue Shield of California from 1997 to 1999, and as Senior Vice President, Chief Information Officer from 1994 to 1997. Prior to Blue Shield, he held senior management positions with Kaiser Foundation Health Plan, Inc. for 12 years. Dr. Fischer obtained his Doctor of Philosophy in Mathematics from the University of Nebraska and his Bachelor of Science and Master of Science degrees from Portland State University.

Stephen L. Scott is a management and organizational consultant with over 20-years experience with diverse manufacturing businesses, including a specific background with developmental stage companies. Since 1996, Mr. Scott has been President of Technology Acquisition Group, providing expertise in corporate growth planning, strategic partner development, finance, operations, team building, product opportunity identification, corporate re-engineering and mergers and acquisitions. In addition to early stage and small companies, he has performed projects with Fortune 1000 firms such as IBM, GE, AT&T, Bristol-Myers Squibb, Warner-Lambert, Johnson & Johnson and Ayerst-Wyeth. Mr. Scott received his Juris Doctorate and Masters of Business Administration degrees from National University and his Bachelor of Science degree from the University of Akron.

The officers of the Company hold office until their successors are elected and qualified, or until their death, resignation or removal.

None of the directors or officers hold a directorship in any other reporting company except: Adam Michelin is Director, CEO/President and Treasurer of Redux Holdings, Inc. (RDXH); and Gary Cannon is Secretary and General Counsel of Redux Holdings, Inc. and General Counsel for the Affordable Energy Group, Inc. and for Global Development and Environmental Resources, Inc., both publicly traded companies.

None of the directors or officers listed above has:

- had a bankruptcy petition filed by or against any business of which that person was a general partner of executive officer either at the time of the bankruptcy or within two years prior to that time;
- had any conviction in a criminal proceeding, or been subject to a pending criminal proceeding;
- been subject to any order, judgment, or decree by any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting such person's involvement in any type of business, securities or banking activities;
- been found by a court of competent jurisdiction, the Commission, or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law.

Board of Directors Meetings and Committees:

During the fiscal year ended March 31, 2007, there were six meetings of the board of directors as well as several actions taken with the unanimous written consent of the directors. The Board has established an Audit Committee and a Compensation and Governance Committee. The Board is currently reviewing the requirements for and the need to set up an executive committee and other committees to help its board of directors oversee the operations of the Company.

Audit Committee

The Company's board of directors has a formally established audit committee and an adopted Audit Committee Charter. The Company has determined that Adam Michelin, Audit Committee Chairman, qualifies as an "audit committee financial expert" as defined in Item 401(h) of Regulation S-K of the Securities and Exchange Commission rules and is "independent" within the meaning of Rule 4200(a) (15) of the National Association of Securities Dealers. Mr. Fischer and Mr. Scott comprise the remaining audit committee members. The audit committee reviews the qualifications of the independent auditors, our annual and interim financial statements, the independent auditors' report, significant reporting or operating issues and corporate policies and procedures as they relate to accounting and financial controls.

Compensation and Governance Committee

The current members of the Compensation and Governance Committee as appointed by the Board are Thomas Fischer, Chairman, Gary Cannon, and Steven Puente. Mr. Puente is an outside expert consultant serving on the Compensation and Governance Committee.

Nominating Procedures and Criteria

The Company does not have a nominating committee. The function of the nominating committee is handled by the Company's Compensation and Governance Committee.

Compensation Committee Interlocks and Insider Participation

None of the members of the Compensation Committee is or has been an officer or employee of the Company.

Section 16(a) Beneficial Ownership Reporting Compliance.

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our officers and directors and those persons who beneficially own more than 10% of the Company's outstanding shares of common stock to file reports of securities ownership and changes in such ownership with the Securities and Exchange Commission. Officers, directors, and greater than 10% beneficial owners are also required by rules promulgated by the SEC to furnish us with copies of all Section 16(a) forms they file.

Based solely upon a review of the copies of such forms furnished to the Company, we believe that during the year ended March 31, 2007, all Section 16(a) filing requirements applicable to our officers, directors and greater than 10% beneficial owners were complied with.

Code of Ethics for Principal Executive Officers and Senior Financial Officers.

The Board of Directors has adopted a Code of Ethics applicable to the Chief Executive Officer, the Vice President of Finance, as well as all of the senior financial officers. The Code of Ethics of the Company is available, free of charge, on request by writing to the Secretary of the Company.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Compensation and Governance Committee, consisting of two members of the Board of Directors and one expert consultant, administers the executive compensation program. The role of the Compensation and Governance Committee is to oversee the Company's compensation and benefit plans and policies, administer stock and option plans and review and approve annually all compensation decisions relating to the executive officers of the Company.

The compensation programs are designed to remunerate the Company's executives and are intended to provide incentive to the senior executives and other employees to maximize shareholder value, which in turn affects the overall compensation earned by the Company's management. The Company has adopted compensation programs designed to achieve the following:

- Attract, motivate and retain superior talent;
- Encourage high performance and promote accountability;
- Ensure that compensation is commensurate with the company's annual performance; and
- Provide performance awards for the achievement of financial and operational targets and strategic objectives, essential to the Company's long-term growth.

The Compensation and Governance Committee evaluates the compensation plans for executive officers taking into account strategic goals and performance metrics. In addition, the Compensation Committee performs reviews of all Company compensation policies, including policies and strategy relating to executive compensation, as well as the appropriate mix of base salary and incentive compensation.

Elements of Compensation

Executive compensation consists of the following elements:

Base Salary. Base salaries for the Company's executives are generally established based on the scope of their responsibilities, level of experience and individual performance, taking into account both external competitiveness and internal equity considerations. The goal for the base salary component is to compensate employees at a level that approximates the median salaries of individuals in comparable positions at similarly situated companies. Base salaries are reviewed by the Compensation and Governance Committee and may be adjusted from time to time at the Compensation and Governance Committee's discretion.

Incentive Warrants and Stock Options. From time to time the Company grants incentive warrants or stock options to employees based upon review and recommendation by the Compensation and Governance Committee and approval of grants by the Board of Directors. All warrants and stock options are granted at the closing market price of the Company's stock on the date of grant.

On October 1, 2002, the Company adopted the 2002 Stock Option Plan (the "2002 Plan"). Under the 2002 Plan, incentive stock options and nonqualified options may be granted to officers, employees and consultants of the Company for the purchase of the Company's common stock. The 2002 Plan provides for the issuance of incentive stock options within the meaning of Section 422 of the Internal Revenue Code of 1986, as amended (the "Code"). The purpose of the 2002 Plan is to enable the Company to attract, retain and motivate its employees by providing for

performance-based benefits. As of March 31, 2007, 2,488,613 options to purchase shares of the Company's Common Stock were outstanding under the 2002 Plan, of which 2,488,613 options to purchase shares had vested, and 2,511,387 shares were available for future awards under the 2002 Plan.

The 2002 Plan is administered by the Compensation and Governance Committee which consists of two members of the Board of Directors and one expert consultant. The committee's recommendations are then presented to the full Board of Directors for approval. The administrator has the power to construe and interpret the 2002 Plan and, subject to provisions of the 2002 Plan, to determine the persons to whom and the dates on which awards will be granted, the number of shares to be subject to each award, the times during the term of each award within which all or a portion of the award may be exercised, the exercise price, the type of consideration and other terms and conditions of the award. The exercise price of stock options under the 2002 Plan may not be less than the fair market value of the Common Stock subject to the option on the date of the option grant. The maximum term of the 2002 Plan is ten years, except that the Board may terminate the 2002 Plan earlier. The term of each individual award will depend upon the written agreement between the Company and the grantee setting forth the terms of the awards.

General Benefits. The Company's executive employees are eligible to participate in all employee benefit plans, such as medical insurance. The Company currently does not offer pension benefits or 401K benefits to any employees.

2006 Executive Base Salary and Incentive Compensation Determination

Peter Berry

Mr. Berry has served as the Company's President and Chief Executive Officer since April, 2003. Mr. Berry has an annual base salary of \$96,000. Mr. Berry has an employment agreement with the Company which originally expired November 1, 2005. Based on the recommendation of the Compensation Committee, in December 2005 and again in December 2006, the Board has approved the extension of Mr. Berry's employment contract for additional one-year terms with the same base salary as that provided for in the last year of the original employment agreement. Under the extended terms of his employment agreement, Mr. Berry is eligible for an annual cash bonus as recommended by the Compensation Committee and approved by the full Board of Directors. During the fiscal year 2007 the Board approved a \$30,000 cash bonus for Mr. Berry of which \$15,000 has been paid and the remaining \$15,000 is included in Accrued Salaries as of March 31, 2007. Mr. Berry also receives compensation in the form of health care benefits from the Company. During the year ended March 31, 2007, Mr. Berry elected to defer \$79,000 of salary and \$15,000 of bonuses earned.

Dee S. Kelly

Ms. Kelly has served as the Company's Vice President, Finance since August 2003. Ms. Kelly, a California licensed Certified Public Accountant, works part-time for the Company as a consultant on a monthly retainer basis of \$8,000 per month. Based on the recommendation of the Compensation Committee and approval by the Board, Ms. Kelly was granted incentive awards of 158,500 warrants exercisable at \$1.00 per share on August 3, 2006 and 61,000 warrants exercisable at \$0.28 per share on January 3, 2007. The exercise prices of the warrants are equal to the fair value of the Company's stock as of the grant dates. Ms. Kelly does not have an employment contract with the Company. During the year ended March 31, 2007, Ms. Kelly deferred \$37,000 of her earnings which is included in accounts payable at March 31, 2007.

Kenneth G. Carlson

Mr. Carlson has served as the Company's Vice President of Sales and Marketing since August 2005. Mr. Carlson currently receives an annual salary of \$96,000 per year and has no employment contract. Based on the recommendation of the Compensation Committee and approval by the Board Mr. Carlson was granted incentive awards of 157,000 warrants exercisable at \$1.00 per share on August 3, 2006 and 65,000 warrants exercisable at \$0.28 per share on January 3, 2007. Mr. Carlson also receives compensation in the form of health care benefits from the Company.

2007 SUMMARY COMPENSATION TABLE

The table below summarizes the total compensation paid or earned by the Company's Chief Executive Officer, and two other most highly compensated executive officers for the years ended March 31, 2007 and 2006.

Name and Principal Position	Salary	Bonus	Stock Awards	Option and Warrant Award	Non-Equity Incentive Plan Compensation	Change in Pension Value	All Other Compensation	Total
	\$	\$	\$(3)	\$(3)	\$	\$	\$	\$

		Nonqualified Deferred Compensation Earnings \$							
Peter Berry, Chief Executive									
Officer and	2007	\$ 96,000	\$ 30,000	\$ 58,283	\$	\$	\$	3,300	\$ 187,583
Director (1)	2006	\$ 94,250	\$	\$ 45,532	\$	\$	\$	3,300	\$ 143,082
Dee Kelly, Vice President, Finance (2)									
	2007	\$ 89,000	\$	\$ 5,867	\$ 174,246	\$	\$	\$	\$ 269,113
	2006	\$ 81,000	\$	\$ 9,471	\$	\$	\$	\$	\$ 90,471
Ken Carlson, Vice President, Sales and Marketing (3)									
	2007	\$ 72,846	\$	\$	\$ 173,877	\$	\$	4,020	\$ 250,743
	2006	\$ 49,000	\$	\$	\$	\$	\$	2,188	\$ 51,188

(1) Mr. Berry deferred \$94,562 of salaries and bonus earned during fiscal year 2007.

- (2) Ms. Kelly bills the Company for her earnings as a part-time contract employee and deferred approximately \$37,000 of her billings during fiscal year 2007.
- (3) Reflects the dollar amount recognized for financial reporting purposes for the year ended March 31, 2007, in accordance with SFAS 123(R) of warrant and stock option awards pursuant to the 2002 Stock Option Plan, and thus includes amounts from awards granted in and prior to 2007. Assumptions used in the calculation of these amounts are included in Note 10, Stock Options and Warrants. All stock warrants were granted at the closing market price of the Company's stock on the date of grant. See Note 10 - Stock Options and Warrants

All Other Compensation column in the 2007 Summary Compensation Table consists of the following:

Name and Principal Position	Fiscal Year	Perquisites and Other Personal Benefits \$	Tax Reimbursement \$	Insurance Premiums \$	Company Contribution to 401(k) plan \$ (1)	Change in Severance Control Payments		Total \$
						/ Accruals \$	/ Accruals \$	
Peter Berry, Chief Executive Officer and Director	2007	\$ 0	\$ 0	\$ 3,300	\$ 0	\$ 0	\$ 0	\$ 3,300
	2006	\$ 0	\$ 0	\$ 3,300	\$ 0	\$ 0	\$ 0	\$ 3,300
Dee S. Kelly, Vice President, Finance	2007	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
	2006	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Kenneth G. Carlson, Vice President, Sales and Marketing	2007	\$ 0	\$ 0	\$ 4,020	\$ 0	\$ 0	\$ 0	\$ 4,020
	2006	\$ 0	\$ 0	\$ 2,188	\$ 0	\$ 0	\$ 0	\$ 2,188

- (1) The Company does not currently offer a 401(k) plan due to the low number of eligible employees.

Outstanding Equity Awards at Fiscal Year-End:

The following table provides information on the holdings of equity awards by the named executive officers as of March 31, 2007.

Warrant and Option Awards

Stock Awards

Name	Option Grant Date	Equity Incentive Plan Awards				Option Exercise Price (\$)	Option Expiration Date	Equity Incentive Plan Awards			
		Number of Securities Underlying Unexercised Options and Warrants (#)	Number of Securities Underlying Unexercised Options and Warrants (#)	Number of Securities Underlying Exercised Options and Warrants (#)	Option Exercise Price (\$)			Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Shares, Units or Rights That Have Not Vested (#)	Unearned Payout Value of Shares, Units or Rights That Have Not Vested (\$)
Peter Berry	11/1/02	500,000	-	-	\$ 0.50	11/1/12	-	-	-	-	
	4/1/03	250,000	-	-	\$ 0.50	4/1/13	-	-	-	-	
	11/1/03	250,000	-	-	\$ 0.60	11/1/13	-	-	-	-	
	8/1/04	367,970	-	-	\$ 0.04	8/1/14	-	-	-	-	
Dee S. Kelly	10/1/03	75,000	-	-	\$ 0.60	10/1/13	-	-	-	-	
	8/1/04	36,752	-	-	\$ 0.04	8/1/14	-	-	-	-	
	8/3/06	158,500	-	-	\$ 1.00	8/3/16	-	-	-	-	
	1/3/07	61,000	-	-	\$ 0.28	1/3/17	-	-	-	-	
Kenneth G. Carlson	8/3/06	157,000	-	-	\$ 1.00	8/3/16	-	-	-	-	
	1/3/07	65,000	-	-	\$ 0.28	1/3/17	-	-	-	-	

Aggregated Warrant and Option Exercises in last Fiscal Year and Fiscal Year-End Warrant and Option Values:

Name	Shares Acquired on Exerc	Value Realized	Number of Shares Underlying Unexercised Warrants and Options at March 31, 2007		Value of Unexercised In-the-Money Warrants and Options at March 31, 2007 ⁽¹⁾	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Peter Berry	0	0	1,367,970	-	\$ 1,532,126	-
Dee S. Kelly	0	0	331,252	-	\$ 371,002	-
Kenneth G. Carlson	0	0	222,000	-	\$ 248,640	-

(1) The values of the unexercised in-the-money warrants and options have been calculated on the basis of the estimated fair market value at March 31, 2007 of \$1.12 based on average selling price of recent unregistered common

stock sales, less the applicable exercise price, multiplied by the number of shares acquired on exercise.

Pension Benefits

None of the Company's named executive officers are covered by a defined pension plan, defined contribution plan, or other similar benefit plan that provides for payments or other benefits.

Nonqualified Defined Contribution And Other Nonqualified Deferred Compensation Plans

The Company does not maintain any nonqualified compensation plans.

Director Compensation

Compensation for the Board of Directors is governed by the Company's Compensation and Governance Committee. Historically there have been no cash payments made to the directors for their board services. From time to time the Company grants stock warrants to the directors with exercise prices equal to the fair value as of grant date based on external expert reports and guidance through the Compensation and Governance Committee recommendations.

Director Compensation Table

Director Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)(1)	Warrant and Option Awards (\$)(1)	Total (\$)
Peter Berry	\$ —	\$ 58,283	\$ -	\$ 58,283
Gary C. Cannon	—	—	116,917	116,917
Adam M. Michelin	—	—	89,980	89,980
Thomas Fischer	—	—	78,537	78,537
Stephen L. Scott	—	—	77,586	77,586

(1) Reflects the dollar amount recognized for financial reporting purposes for the year ended March 31, 2007, in accordance with SFAS 123(R) of warrant and stock option awards pursuant to the 2002 Stock Option Plan, and thus includes amounts from awards granted in and prior to 2007. Assumptions used in the calculation of these amounts are included in Note 10- Stock Options and Warrants. All stock warrants were granted at the closing market price of the Company's stock on the dates of grant.

Employment Contracts:

Peter Berry is subject to an employment agreement with the Company dated November 1, 2002, as amended March 17, 2003, pursuant to which he has been employed as the Company's President and Chief Operating Officer. The Agreement provides for an initial annual base salary of \$84,000, which increased to \$88,000 and \$93,000 in years two and three, respectively. Pursuant to the terms of the Agreement the Company extended Mr. Berry's employment agreement for a period of one year through November 1, 2007, at a base salary of \$96,000. On November 1, 2002, pursuant to the Agreement, the Company granted Mr. Berry a stock option to purchase up to 500,000 shares of common stock at an exercise price of \$.50 per share, which option vested as to 125,000 shares on the first anniversary of the date of grant, and thereafter vests in 36 equal monthly installments through November 11, 2006. In the event that the Company terminates Mr. Berry's employment without "cause", as defined in the Agreement, or fails to renew the Agreement except for "cause", then upon such termination, the Company is obligated to pay to Mr. Berry as severance an amount equal to his then current base salary, plus any earned incentive bonus. In March 2003, the Agreement was amended to reflect Mr. Berry's agreement to a reduced base salary during the first year of \$60,000, and agreement to forego eligibility for an incentive bonus for such year. In exchange for the foregoing, the Company granted Mr. Berry an additional stock option to purchase an additional 250,000 shares of its common stock at a price of \$.50 per share. The option was vested as to 125,000 shares on the date of grant, and 62,500 shares on each of September 30, 2003 and March 31, 2004. All other terms of the Agreement remained unchanged. The agreement was further amended by board consent, due to the financial condition of the Company in 2004 at Mr. Berry's request, to eliminate the 100% bonus provision per the contract in year two and defer this bonus into the third year of the employment contract. This entitled Mr. Berry to earn up to 200% of his then salary in the third contract year. Mr. Berry's bonus earned for the third year of the Agreement was approved for a total of \$100,000 which was included in Mr. Berry's accrued salaries as of March 31, 2006 and converted into a note payable during fiscal 2007. Mr. Berry's bonus earned for the fourth year of the agreement was approved for \$30,000 and was included in accrued salaries as of March 31, 2007. Of this

amount, \$15,000 was paid in August 2007.

The Company has no other employment agreements.

36

Potential Payments On Termination Or Change In Control:

Pursuant to the terms of Mr. Berry's employment agreement, in the event that the Company terminates Mr. Berry's employment without "cause", as defined in the Agreement, or fails to renew the Agreement except for "cause", then upon such termination, the Company is obligated to pay to Mr. Berry as severance an amount equal to his current base salary, plus any earned incentive bonus. Aside from Mr. Berry's employment contract and one provision in the Company's 2002 Stock Option Plan discussed in the next paragraph, the Company does not provide any additional payments to named executive officers upon their resignation, termination, retirement, or upon a change of control.

The 2002 Stock Option Plan provides that in the event of a "change of control," all options shares will become fully vested and may be immediately exercised by the person who holds the option.

Change in Control Agreements:

There are no understandings, arrangements or agreements known by management at this time which would result in a change in control of CryoPort, Inc. or any subsidiary.

Equity Compensation Plan Information:

The Company currently maintains one equity compensation plan, referred to as the 2002 Stock Incentive Plan (the "2002 Plan"). The Company's Compensation and Governance Committee is responsible for making reviewing and recommending grants of options under this plan which are approved by the Board of Directors. The 2002 Plan, which was approved by its shareholders in October 2002, allows for the grant of options to purchase up to 5,000,000 shares of its common stock. The 2002 Plan provides for the granting of options to purchase shares of the Company's common stock at prices not less than the fair market value of the stock at the date of grant and generally expire ten years after the date of grant. The stock options are subject to vesting requirements, generally 3 or 4 years. The 2002 Plan also provides for the granting of restricted shares of common stock subject to vesting requirements. No restricted shares have been granted pursuant to the 2002 Plan as of September 30, 2007.

The following table sets forth certain information as of March 31, 2007 concerning the Company's common stock that may be issued upon the exercise of options or pursuant to purchases of stock under its 2002 Plan:

Plan Category	(a)	(b)	(c)
	Number of Securities to be Issued Upon the Exercise of Outstanding Options	Weighted-Average Exercise Price of Outstanding Options	Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity compensation plans approved by stockholders	2,488,613	\$ 0.45	2,511,387
Equity compensation plans not approved by stockholders	N/A	N/A	N/A
	2,488,613	\$ 0.45	2,511,387

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information as of December 18, 2007 regarding the beneficial ownership of our Common Stock, based on information provided by (i) each of our executive officers and directors; (ii) all executive officers and directors as a group; and (iii) each person who is known by us to beneficially own more than 5% of the outstanding shares of our Common Stock. The percentage ownership in this table is based on 39,975,686 shares issued and outstanding as of December 18, 2007.

The address of each beneficial owner is in care of the Company, 20382 Barents Sea Circle, Lake Forest, California 92630. Unless otherwise indicated, we believe that all persons named in the following table have sole voting and investment power with respect to all shares of Common Stock that they beneficially own.

Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Shares Beneficially Owned
Executive Officers and Directors:		
Peter Berry	1,394,170 ⁽¹⁾	3.4%
Dee S. Kelly	331,252 ⁽¹⁾	*
Kenneth G. Carlson	222,000 ⁽¹⁾	*
Gary C. Cannon	185,200 ⁽¹⁾	*
Adam M. Michelin	148,800 ⁽¹⁾	*
Thomas S. Fischer, PhD	135,600 ⁽¹⁾	*
Stephen L. Scott	128,200 ⁽¹⁾	*
All directors and named executive officers as a group (7 persons)		
	2,545,222	6.0%
Other Stockholders:		
Patrick Mullens, M.D.	2,592,153	6.5%
Raymond Takahashi, M.D.	2,518,012 ⁽²⁾	6.2%
David Petreccia, M.D.	1,998,418	5.0%

* Less than one percent.

⁽¹⁾ For each person, consists of shares of common stock issuable upon exercise of currently exercisable warrants.

⁽²⁾ Includes 583,333 shares of common stock issuable upon exercise of warrants.

MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS**Market Information**

Our common stock has been included for quotation on the OTC Bulletin Board under the symbol CYRX.OB since September 11, 2007. Prior thereto, our stock was traded in the pink sheets.

The following table shows the reported high and low closing bid quotations per share for our common stock based on information provided by the Pink Sheets Quotation Service until September 11, 2007 and from the OTC Bulletin Board thereafter. Particularly since our common stock is traded infrequently, such over-the-counter market quotations reflect inter-dealer prices, without markup, markdown or commissions and may not necessarily represent actual transactions or a liquid trading market.

Fiscal 2008		High		Low
1st Quarter	\$	3.30	\$	0.77
2nd Quarter		1.70		0.61
Fiscal 2007		High		Low
1st Quarter	\$	4.20	\$	2.00
2nd Quarter		2.50		0.50
3rd Quarter		0.53		0.20
4th Quarter		2.00		0.28
Fiscal 2006		High		Low
1st Quarter	\$	6.10	\$	4.98
2nd Quarter		6.35		5.50
3rd Quarter		6.34		4.90
4th Quarter		6.05		4.00

Number of Stockholders

As of December 18, 2007, there were approximately 186 holders of record of our common stock.

Dividend Policy

Historically, we have not paid any dividends to the holders of our common stock and we do not expect to pay any such dividends in the foreseeable future as we expect to retain our future earnings for use in the operation and expansion of our business.

SELLING STOCKHOLDERS

The following table presents information regarding the selling stockholders.

Selling Stockholder	Shares Beneficially Owned Prior to Offering*	Shares to be Sold in Offering	Shares Beneficially Owned After Offering	Percentage Beneficial Ownership After Offering
Enable Growth Partners LP (1)	7,291,667	7,291,667	-0-	n/a
Enable Opportunity Partners LP (2)	1,288,690	1,288,690	-0-	n/a
Pierce Diversified Strategy Master Fund LLC, Ena (3)	178,573	178,573	-0-	n/a
BridgePoint Master Fund Ltd. (4)	5,252,098	5,252,098	-0-	n/a
Philip Benanti (5)	105,068	105,069	-0-	n/a
Edward Fine (5)	105,068	105,068	-0-	n/a
Stuart Fine (5)	105,069	105,069	-0-	n/a
GunnAllen Financial (5)(6)	6,724	6,724	-0-	n/a
Jason Fisher (5)	38,104	38,104	-0-	n/a
Michele Markowitz (5)	37,320	37,320	-0-	n/a
Fabio Migliaccio (5)	20,623	20,623	-0-	n/a
Patricia Sorbara (5)	37,320	37,320	-0-	n/a
Anthony St. Clair (5)	105,068	105,068	-0-	n/a
Total	14,571,392	14,571,392		

* The number and percentage of shares beneficially owned is determined in accordance with Rule 13d-3 of the Securities Exchange Act of 1934, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rule, beneficial ownership includes any shares as to which the selling stockholder has sole or shared voting power or investment power and also any shares, which the selling stockholder has the right to acquire within 60 days. Nevertheless, for purposes hereof, for each selling stockholder does not give effect to the 4.9% limitation on the number of shares that may be held by each stockholder as agreed to in the warrant held by each selling stockholder which limitation is subject to waiver by the holder upon 61 days prior written notice to us (subject to a further non-waivable limitation of 9.99%). Unless otherwise indicated, for each selling stockholder, the number of shares beneficially owned prior to this offering consists of shares of common stock currently owned by the selling stockholder as well as an equal number of shares of common stock issuable upon the exercise of warrants.

- (1) Consists of 2,916,667 shares issuable upon conversion of convertible debentures and 4,375,000 shares issuable upon exercise of warrants. Mitch Levine in his capacity of Managing Partner holds voting and dispositive power over the shares held by Enable Growth Partners LP.
- (2) Consists of 515,476 shares issuable upon conversion of convertible debentures and 773,214 shares issuable upon exercise of warrants. Mitch Levine in his capacity of Managing Partner holds voting and dispositive power over the shares held by Enable Opportunity Partners LP.
- (3) Consists of 71,429 shares issuable upon conversion of convertible debentures and 107,144 shares issuable upon exercise of warrants. Mitch Levine in his capacity of Managing Partner holds voting and dispositive power over the shares held by Pierce Diversified Strategy Master Fund LLC, Ena.

- (4) Consists of 2,100,839 shares issuable upon conversion of convertible debentures and 3,151,259 shares issuable upon exercise of warrants. Eric S. Swartz holds voting and dispositive power over the shares held by BridgePoint Master Fund Ltd.
- (5) For each person, the shares included herein are issuable upon the exercise of an aggregate of 560,364 warrants at \$0.84 per share. These warrants were granted to Joseph Stevens & Company, Inc., a registered broker-dealer, as part of its commission in connection with the private placement of the convertible notes and the warrants. Each of these persons, other than GunnAllen Financial, a registered broker dealer, is an affiliate of Joseph Stevens. Pursuant to our agreement with Joseph Stevens, the parties agreed that the securities were to be issued to Joseph Stevens or its designees. Joseph Stevens's transferees received their shares as compensation in the ordinary course of business and none of them has any agreement or understanding, direct or indirect, with any person to distribute the securities offered herewith. Accordingly, the securities were transferred directly from us to the entities and individuals. Each of such entities and individuals is an accredited investor who made the representation that it acquired such securities for investment purposes and not with a view to distribution or resale. Therefore, the transfer of securities was made pursuant to an exemption from registration under Section 4(2) of the Securities Act of 1933.
- (6) Jim DiCesaro has voting and dispositive power over the shares held by GunnAllen Financial.

RECENT FINANCING

On October 1, 2007, we issued to four institutional investors (the “Investors”) our Original Issue Discount 8% Senior Secured Convertible Debentures (the “Debentures”) having a principal face amount of \$4,707,705 and generating gross proceeds to us of \$4,001,551. After accounting for commissions and legal and other fees, the net proceeds to us totaled \$3,436,551.

The entire principal amount under the Debentures is due and payable 30 months after the closing date. Interest payments will be payable in cash quarterly commencing on January 1, 2008. We may elect to make interest payment in shares of common stock provided, generally, that we are not in default under the Debentures and there is then in effect a registration statement with respect to the shares issuable upon conversion of the Debentures or in payment of interest due thereunder. If we elect to make interest payment in common stock, the conversion rate will be the lesser of (a) the Conversion Price (as defined below), or (b) 85% of the lesser of (i) the average of the volume weighted average price for the ten consecutive trading days ending immediately prior to the applicable date an interest payment is due or (ii) the average of such price for the ten consecutive trading days ending immediately prior to the date the applicable shares are issued and delivered if such delivery is after the interest payment date.

At any time, holders may convert the Debentures into shares of common stock at a fixed conversion price of \$0.84, subject to adjustment in the event we issue common stock (or securities convertible into or exercisable for common stock) at a price below the conversion price as such price may be in effect at various times (the “Conversion Price”).

Following the effective date of the registration statement of which this prospectus forms a part, we may force conversion of the Debentures if the market price of the common stock is at least \$2.52 for 30 consecutive days. We may also prepay the Debentures in cash at 120% of the then outstanding principal.

The Debentures rank senior to all of our current and future indebtedness and are secured by substantially all of our assets.

In connection with the financing transaction, we issued to the investors five-year warrants to purchase 5,604,411 shares of our common stock at \$0.92 per share and two-year warrants to purchase 1,401,103 shares of common stock at \$0.90 per share and 1,401,103 shares of common stock at \$1.60 per share (collectively, the “Warrants”).

We also entered into a registration rights agreement with the investors that requires us to register the shares issuable upon conversion of the Debentures and exercise of the Warrants within 45 days after the closing date of the transaction. If the registration statement is not filed within that time period or is not declared effective within 90 days after the closing date (120 days in the event of a full review by the Securities and Exchange Commission), we will be required to pay liquidated damages in cash in an amount equal to 2% of the total subscription amount for every month that we fail to attain a timely filing or effectiveness, as the case may be. The number of shares included in the registration statement of which is this prospectus forms a part is based on the total number of shares issuable upon the conversion of the entire principal face amount of the Debentures of \$4,707,705 divided by the conversion price of \$0.84.

We have been advised by the Investors that in the ordinary course of our business in trading securities positions, they may from time to time effect short sales. However, no such short sales are effected while in possession of material, nonpublic information.

Joseph Stevens and Company acted as sole placement agent in connection with the transaction. The Company paid to the placement agent cash in the amount of \$440,000 and issued warrants to purchase 560,364 shares of the Company’s common stock at \$0.84 per share. The warrants expire 30 months from the date of issuance and may be exercised on a

cashless basis at any time from the date of issuance. The shares issuable upon exercise of the warrants have piggyback registration rights and are included in this registration statement.

The following table sets forth for each Investor, the amount of interest payable with respect to the Debentures on each interest payment date.

Investor	Payment Reference	Date	Amount*
BridgePointe Master Fund Ltd.			
	Interest Payment	January 1, 2008	\$ 35,294.10
	Interest Payment	April 1, 2008	\$ 35,294.10
	Interest Payment	July 1, 2008	\$ 35,294.10
	Interest Payment	October 1, 2008	\$ 35,294.10
	Interest Payment	January 1, 2009	\$ 35,294.10
	Interest Payment	April 1, 2009	\$ 35,294.10
	Interest Payment	July 1, 2009	\$ 35,294.10
	Interest Payment	September 1, 2009	\$ 35,294.10
	Interest Payment	January 1, 2009	\$ 35,294.10
	Interest Payment	February 27, 2010	\$ 23,529.40
BridgePointe Master Fund Total:			\$ 341,176.30
Enable Growth Partners LP			
	Interest Payment	January 1, 2008	\$ 48,999.99
	Interest Payment	April 1, 2008	\$ 48,999.99
	Interest Payment	July 1, 2008	\$ 48,999.99
	Interest Payment	October 1, 2008	\$ 48,999.99
	Interest Payment	January 1, 2009	\$ 48,999.99
	Interest Payment	April 1, 2009	\$ 48,999.99
	Interest Payment	July 1, 2009	\$ 48,999.99
	Interest Payment	September 1, 2009	\$ 48,999.99
	Interest Payment	January 1, 2009	\$ 48,999.99
	Interest Payment	February 27, 2010	\$ 32,666.66
Enable Growth Partners LP Total:			\$ 473,666.65

Enable Opportunity Partners LP

Interest Payment	January 1, 2008	\$	8,660.01
Interest Payment	April 1, 2008	\$	8,660.01
Interest Payment	July 1, 2008	\$	8,660.01
Interest Payment	October 1, 2008	\$	8,660.01
Interest Payment	January 1, 2009	\$	8,660.01
Interest Payment	April 1, 2009	\$	8,660.01
Interest Payment	July 1, 2009	\$	8,660.01
Interest Payment	September 1, 2009	\$	8,660.01
Interest Payment	January 1, 2009	\$	8,660.01
Interest Payment	February 27, 2010	\$	5,773.34
Enable Opportunity Partners LP Total:			\$ 83,713.43

Pierce Diversified Strategy Master Fund LLC, Ena

Interest Payment	January 1, 2008	\$	1,200.00
Interest Payment	April 1, 2008	\$	1,200.00
Interest Payment	July 1, 2008	\$	1,200.00
Interest Payment	October 1, 2008	\$	1,200.00
Interest Payment	January 1, 2009	\$	1,200.00
Interest Payment	April 1, 2009	\$	1,200.00
Interest Payment	July 1, 2009	\$	1,200.00
Interest Payment	September 1, 2009	\$	1,200.00
Interest Payment	January 1, 2009	\$	1,200.00
Interest Payment	February 27, 2010	\$	1,200.00
Pierce Diversified Strategy Master Fund LLC, Ena Total:			\$ 11,600.00

Total payments that have been or may be required to be made in connection with the transaction, excluding principal repayments \$ 910,156.30

* The Company may pay the interest payments in cash, or at the Company's option, in duly authorized, fully paid and non-assessable shares of Common Stock at the Interest Conversion Rate or a combination thereof. The Interest Conversion Rate is the lesser of (a) the Conversion Price or (b) 85% of the lesser of (i) the average of the VWAPs for the 10 consecutive Trading Days ending on the Trading Day that is immediately prior to the applicable Interest Payment Date or (ii) the average of the VWAPs for the 10 consecutive Trading Days ending on the Trading Day that is immediately prior to the date the applicable Interest Conversion Shares are issued and delivered if such delivery is after the Interest Payment Date.

The following table sets forth certain information concerning the market discount per share that may be realized by each of the Investors. Although the fixed conversion price of the Debentures of \$0.84 represents a premium over the market of our common stock of \$0.80 on the date the transaction was completed, the Debentures themselves are original issue discount instruments. We issued the Debentures having a principal face amount of \$4,707,705, generating gross proceeds to us of \$4,001,551. This discount is reflected in the far right column of this table.

Selling Shareholder	Market price per share of securities on the date of sale of the convertible note (October 1, 2007)	Fixed conversion price per share of underlying securities on the date of sale of the convertible note	Total possible shares underlying the convertible note	Combined market price (market price per share * total possible shares)	Total possible shares the selling shareholders may receive and combined conversion price of the total number of shares underlying the convertible note	Total possible discount to market price as of the date of sale of the convertible note (1)
BridgePointe Master Fund Ltd.	\$ 0.80	\$ 0.84	2,100,839	\$ 1,680,671	2,100,839	\$ 180,672
Enable Growth Partners LP	\$ 0.80	\$ 0.84	2,916,667	\$ 2,333,334	2,916,667	\$ 250,833
Enable Opportunity Partners LP	\$ 0.80	\$ 0.84	515,476	\$ 412,381	515,476	\$ 44,331
Pierce Diversified Strategy Master Fund LLC, Ena	\$ 0.80	\$ 0.84	71,429	\$ 57,143	71,429	\$ 6,143
			5,604,411	\$ 4,483,529	5,604,411	\$ 481,979

(1) Discount is based on gross proceeds of \$4,001,551 divided by the total possible shares as compared to the market price on the date of the sale of the convertible note.

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The following table set forth information with respect to the warrants issued in the financing transaction.

Selling Shareholder	Transaction	Type	Date	Market Price	Exercise Price	Total To Be Received	Combined Market Price	Combined Exercise Price	Premium to Market
BridgePoint Master Fund Ltd.	Convertible Notes	Warrants	9/28/07	\$ 0.80	\$ 1.60	525,210 \$	420,168 \$	840,336 \$	420,168
BridgePoint Master Fund Ltd.	Convertible Notes	Warrants	9/28/07	\$ 0.80	\$ 0.90	525,210 \$	420,168 \$	472,689 \$	52,521
BridgePoint Master Fund Ltd.	Convertible Notes	Warrants	9/28/07	\$ 0.80	\$ 0.92	2,100,839 \$	1,680,671 \$	1,932,772 \$	252,101
Enable Growth Partners LP	Convertible Notes	Warrants	9/28/07	\$ 0.80	\$ 1.60	729,167 \$	583,334 \$	1,166,667 \$	583,333
Enable Growth Partners LP	Convertible Notes	Warrants	9/28/07	\$ 0.80	\$ 0.90	729,167 \$	583,334 \$	656,250 \$	72,916
Enable Growth Partners LP	Convertible Notes	Warrants	9/28/07	\$ 0.80	\$ 0.92	2,916,667 \$	2,333,334 \$	2,683,334 \$	350,000
Enable Opportunity Partners LP	Convertible Notes	Warrants	9/28/07	\$ 0.80	\$ 1.60	128,869 \$	103,095 \$	206,190 \$	103,095
Enable Opportunity Partners LP	Convertible Notes	Warrants	9/28/07	\$ 0.80	\$ 0.90	128,869 \$	103,095 \$	115,982 \$	12,887
Enable Opportunity Partners LP	Convertible Notes	Warrants	9/28/07	\$ 0.80	\$ 0.92	515,476 \$	412,381 \$	474,238 \$	61,857
Pierce Diversified Strategy Master Fund LLC, Ena	Convertible Notes	Warrants	9/28/07	\$ 0.80	\$ 1.60	17,857 \$	14,286 \$	28,571 \$	14,285
Pierce Diversified Strategy	Convertible Notes	Warrants	9/28/07	\$ 0.80	\$ 0.90	17,857 \$	14,286 \$	16,071 \$	1,785

**Master Fund
LLC, Ena**

**Pierce
Diversified
Strategy
Master Fund**

LLC, Ena	Convertible Notes	Warrants	9/28/07	\$ 0.80	\$ 0.92	71,429 \$	57,143 \$	65,715 \$	8,572
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**Joseph Stevens
& Company**

	Convertible Notes	Warrants	9/28/07	\$ 0.80	\$ 0.84	560,364 \$	448,291 \$	470,706 \$	22,415
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8,966,981 \$ 7,173,584 \$ 9,129,521 \$ 1,955,935

The following table sets forth:

The gross proceeds paid or payable to the Company in the debenture transaction;

All interest payments that have been made or that may be required to be made;

The resulting net proceeds to the Company;

The combined total possible profit to be realized as a result of any conversion discounts regarding the shares underlying the debentures and any warrants that are held by the selling shareholders.

Disclosure - as a percentage - of the total amount of all possible interest payments and the total possible discount to the market price of the shares underlying the debentures divided by the net proceeds to the Company from the sale of the debentures, as well as the amount of that resulting percentage averaged over the term of the debentures.

Gross proceeds paid to the issuer in the convertible note transaction	\$ 4,001,551
All payments made or required to be made by the Company to the selling shareholders	\$ 910,156
Fees and expenses (1)	565,000
	\$ 1,475,156
Net proceeds to issuer, as gross proceeds are reduced by the total of all possible payments (excluding principal)	\$ 2,526,395
Combined total possible profit to be realized as a result of any conversion discounts (2)	\$ 481,979
Total amount of all possible payments plus the conversion discount as a percentage of the net proceeds to the issuer from the sale of the notes	57.0%
Annual percentage above averaged over the term of the convertible note	22.8%

(1) Fees and expenses include commissions and legal and other fees, resulting in net proceeds of \$3,436,551 excluding deductions for interest payments required to be made by the Company.

(2) Discount is based on gross proceeds of \$4,001,551 divided by the total possible shares as compared to the market price on the date of the sale of the convertible notes.

The following table sets forth additional information about prior transactions involving the named selling shareholders with respect to our securities. None of the other selling shareholders had previously entered into transactions with us. Other than the financing transaction that was completed on October 1, 2007, these entities were not involved in any other financing transactions with us.

Selling Shareholders	Shares held by persons other than the Investors, affiliates of the company, and affiliates of the Investors prior to the current transaction	Shares registered for resale by the Investors or affiliates of the Investors in prior registration statements	Shares registered for resale by the Investors or affiliates of the Investors that continue to be held by same (1)	Shares registered for resale on behalf of the Investors or affiliates of the Investors in the current transaction
Others	39,825,686	0	0	0
BridgePointe Master Fund Ltd.	0	0	0	5,252,098
Enable Growth Partners LP	0	0	0	7,291,668
Enable Opportunity Partners LP	0	0	0	1,288,690
Pierce Diversified Strategy Master Fund LLC, Ena	0	0	0	178,572
Totals	39,825,686	0	0	14,011,028

(1) All shares registered on behalf of the Investors are issuable upon conversion of the Debentures. None of the Investors hold any shares.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

In connection with the Share Exchange Agreement with CryoPort Systems, Inc. in March 2005 (see Note 1), the Company issued 1,000,000 shares to Mr. Dante Panella, a majority stockholder in exchange for Mr. Panella's surrender of 1,354,891 shares of CryoPort Systems' common stock. At the time of the Share Exchange agreement, Mr. Panella held the position of President, CEO of GT-5 Limited. Pursuant to the Share Exchange Agreement the Company's then directors and officers resigned, and the directors and officers of CryoPort Systems, Inc. were elected to fill the vacancies created by such resignations. The company's name was then changed to CryoPort, Inc. Since the time of the Share Exchange Agreement, Mr. Panella has not been involved in the management of CryoPort, Inc.

During 2004, in connection with a private placement offering, Mr. Panella purchased a total of 1,217,225 shares of CryoPort Systems, Inc. common stock for \$0.04 per share with total proceeds of \$48,689 received by the Company as follows: 250,000 shares purchased on July 23, 2005, 342,225 shares purchased on October 20, 2005, and 625,000 shares purchased on November 15, 2005.

In August 2006, Peter Berry, the Company's Chief Executive Officer, agreed to convert his deferred salaries to a long term note payable. Under the terms of this note, monthly payments of \$3,000 will be made to Mr. Berry beginning in January 2007. In January 2008, these payments will increase to \$6,000 and remain at that amount until the loan is fully paid in December 2010. During the year ended March 31, 2007, note payments totaling \$9,000 had been made to Mr. Berry pursuant to this note. Interest of 6% per annum on the outstanding principal balance of the note will begin to accrue January 1, 2008 and will be paid on a monthly basis along with the monthly principal payment beginning in January 2008. As of March 31, 2007, the total amount of deferred salaries under this arrangement was \$242,950 and is recorded as a note payable in the accompanying consolidated balance sheet (see Note 8).

In June 2005, the Company retained the legal services of Gary C. Cannon, Attorney at Law, for a monthly retainer fee of \$6,500. At that same time, Mr. Cannon also became the Company's Secretary and a member of the Company's Board of Directors. The total amount paid to Mr. Cannon for retainer fees and out-of-pocket expenses for the years ended March 31, 2007 and 2006 were \$78,500 and \$64,624, respectively. In August 2006, Mr. Cannon was granted 103,400 warrants with an exercise price of \$1.00 per share which equaled the fair value of the Company's shares on the grant date. In January 2007, Mr. Cannon was granted 51,400 warrants with an exercise price of \$0.28 per share which equaled the fair value of Company's shares as of the grant date.

On October 13, 2006, various shareholders advanced the Company short term, zero interest loans ranging from \$2,700 to \$5,000 each, totaling \$12,700. In December 2006 and January 2007, these loans were paid in full and have no outstanding balances as of March 31, 2007.

As of March 31, 2007 the Company had aggregate principal balances of \$1,339,500 in outstanding unsecured indebtedness owed to five related parties including four former board of directors representing working capital advances made to the Company from February 2001 through March 2005. These notes bear interest at the rate of 6% per annum and provide for total monthly principal payments beginning April 1, 2006 of \$2,500, which increase by \$2,500 every six months to a maximum of \$10,000. Any remaining unpaid principal and accrued interest is due at maturity on various dates through March 1, 2015. Related party interest expense under these notes was \$85,595 and \$79,179 for the years ended March 31, 2007 and 2006, respectively. Accrued interest, which is included in notes payable in the accompanying balance sheet, related to these notes amounted to \$404,341 and \$318,746 as of March 31, 2007 and 2006, respectively. Subsequent to year end the Company failed to make the required payments under the notes. However, pursuant to the note agreements, the Company has a 120 grace period to pay missed payments before the notes enter default. Management expects to pay all payments due prior to the expiration of the 120 day grace period. No new borrowings have been made by the Company from these related parties as of June 29, 2007.

DESCRIPTION OF SECURITIES

Our authorized capital consists of 125,000,000 shares of common stock, \$.001 par value per share, of which 39,975,686 shares were issued and outstanding as of December 18, 2007. The following description is a summary and is qualified in its entirety by our Certificate of Incorporation and By-laws as currently in effect.

Common Stock

Each holder of common stock is entitled to receive ratable dividends, if any, as may be declared by the Board of Directors out of funds legally available for the payment of dividends. As of the date of this prospectus, we have not paid any dividends on our common stock, and none are contemplated in the foreseeable future. We anticipate that all earnings that may be generated from our operations will be used to finance our growth.

Holders of common stock are entitled to one vote for each share held of record. There are no cumulative voting rights in the election of directors. Thus the holders of more than 50% of the outstanding shares of common stock can elect all of our directors if they choose to do so.

The holders of our common stock have no preemptive, subscription, conversion or redemption rights. Upon our liquidation, dissolution or winding-up, the holders of our common stock are entitled to receive our assets pro rata.

Transfer Agent and Registrar

The Transfer Agent and Registrar for the Company's Common Stock is Integrity Stock Transfer, 3027 E. Sunset Road, Suite 103, Las Vegas, Nevada, 89120.

PLAN OF DISTRIBUTION

Each Selling Stockholder (the “Selling Stockholders”) of the common stock and any of their pledgees, assignees and successors-in-interest may, from time to time, sell any or all of their shares of common stock on the OTC Bulletin Board or any other stock exchange, market or trading facility on which the shares are traded or in private transactions. These sales may be at fixed or negotiated prices. A Selling Stockholder may use any one or more of the following methods when selling shares:

- ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker-dealer as principal and resale by the broker-dealer for its account;
- an exchange distribution in accordance with the rules of the applicable exchange;
- privately negotiated transactions;
- settlement of short sales entered into after the effective date of the registration statement of which this prospectus is a part;
- broker-dealers may agree with the Selling Stockholders to sell a specified number of such shares at a stipulated price per share;
- through the writing or settlement of options or other hedging transactions, whether through an options exchange or otherwise;
- a combination of any such methods of sale; or
- any other method permitted pursuant to applicable law.

The Selling Stockholders may also sell shares under Rule 144 under the Securities Act of 1933, as amended (the “Securities Act”), if available, rather than under this prospectus.

Broker-dealers engaged by the Selling Stockholders may arrange for other brokers-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the Selling Stockholders (or, if any broker-dealer acts as agent for the purchaser of shares, from the purchaser) in amounts to be negotiated, but, except as set forth in a supplement to this Prospectus, in the case of an agency transaction not in excess of a customary brokerage commission in compliance with NASDR Rule 2440; and in the case of a principal transaction a markup or markdown in compliance with NASDR IM-2440.

In connection with the sale of the common stock or interests therein, the Selling Stockholders may enter into hedging transactions with broker-dealers or other financial institutions, which may in turn engage in short sales of the common stock in the course of hedging the positions they assume. The Selling Stockholders may also sell shares of the common stock short and deliver these securities to close out their short positions, or loan or pledge the common stock to broker-dealers that in turn may sell these securities. The Selling Stockholders may also enter into option or other transactions with broker-dealers or other financial institutions or the creation of one or more derivative securities which require the delivery to such broker-dealer or other financial institution of shares offered by this prospectus, which shares such broker-dealer or other financial institution may resell pursuant to this prospectus (as supplemented

or amended to reflect such transaction).

The Selling Stockholders and any broker-dealers or agents that are involved in selling the shares may be deemed to be “underwriters” within the meaning of the Securities Act in connection with such sales. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act. Each Selling Stockholder has informed the Company that it does not have any written or oral agreement or understanding, directly or indirectly, with any person to distribute the Common Stock. In no event shall any broker-dealer receive fees, commissions and markups which, in the aggregate, would exceed eight percent (8%).

The Company is required to pay certain fees and expenses incurred by the Company incident to the registration of the shares. The Company has agreed to indemnify the Selling Stockholders against certain losses, claims, damages and liabilities, including liabilities under the Securities Act.

Because Selling Stockholders may be deemed to be “underwriters” within the meaning of the Securities Act, they will be subject to the prospectus delivery requirements of the Securities Act including Rule 172 thereunder. In addition, any securities covered by this prospectus which qualify for sale pursuant to Rule 144 under the Securities Act may be sold under Rule 144 rather than under this prospectus. There is no underwriter or coordinating broker acting in connection with the proposed sale of the resale shares by the Selling Stockholders.

We agreed to keep this prospectus effective until the earlier of (i) the date on which the shares may be resold by the Selling Stockholders without registration and without regard to any volume limitations by reason of Rule 144(k) under the Securities Act or any other rule of similar effect or (ii) all of the shares have been sold pursuant to this prospectus or Rule 144 under the Securities Act or any other rule of similar effect. The resale shares will be sold only through registered or licensed brokers or dealers if required under applicable state securities laws. In addition, in certain states, the resale shares may not be sold unless they have been registered or qualified for sale in the applicable state or an exemption from the registration or qualification requirement is available and is complied with.

Under applicable rules and regulations under the Exchange Act, any person engaged in the distribution of the resale shares may not simultaneously engage in market making activities with respect to the common stock for the applicable restricted period, as defined in Regulation M, prior to the commencement of the distribution. In addition, the Selling Stockholders will be subject to applicable provisions of the Exchange Act and the rules and regulations thereunder, including Regulation M, which may limit the timing of purchases and sales of shares of the common stock by the Selling Stockholders or any other person. We will make copies of this prospectus available to the Selling Stockholders and have informed them of the need to deliver a copy of this prospectus to each purchaser at or prior to the time of the sale (including by compliance with Rule 172 under the Securities Act).

LEGAL MATTERS

The validity of the common stock has been passed upon by Sichenzia Ross Friedman Ference LLP, New York, New York.

EXPERTS

The consolidated financial statements of CryoPort, Inc. as of March 31, 2007 and 2006 and for each of the years in the two year period ended March 31, 2007, included in this prospectus, have been audited by KMJ Corbin & Company LLP, an independent registered public accounting firm, as stated in their report appearing herein, and elsewhere in the registration statement, and have been so included in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

WHERE YOU CAN FIND MORE INFORMATION

We filed with the SEC a registration statement on Form SB-2 under the Securities Act for the common stock to be sold in this offering. This prospectus does not contain all of the information in the registration statement and the exhibits and schedules that were filed with the registration statement. For further information with respect to the common stock and us, we refer you to the registration statement and the exhibits and schedules that were filed with the registration statement. Statements made in this prospectus regarding the contents of any contract, agreement or other document that is filed as an exhibit to the registration statement are not necessarily complete, and we refer you to the full text of the contract or other document filed as an exhibit to the registration statement. A copy of the registration statement and the exhibits and schedules that were filed with the registration statement may be inspected without charge at the public reference facilities maintained by the SEC, 100 F Street, Washington, DC 20549. Copies of all or any part of the registration statement may be obtained from the SEC upon payment of the prescribed fee. Information regarding the operation of the public reference rooms may be obtained by calling the SEC at 1-800-SEC-0330. The SEC maintains a web site that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC. The address of the site is <http://www.sec.gov>.

DISCLOSURE OF COMMISSION POSITION ON INDEMNIFICATION FOR SECURITIES ACT LIABILITIES

Under the Nevada General Corporation Law and our Articles of Incorporation, as amended, our directors will have no personal liability to us or our stockholders for monetary damages incurred as the result of the breach or alleged breach by a director of his "duty of care". This provision does not apply to the directors' (i) acts or omissions that involve intentional misconduct or a knowing and culpable violation of law, (ii) acts or omissions that a director believes to be contrary to the best interests of the corporation or its shareholders or that involve the absence of good faith on the part of the director, (iii) approval of any transaction from which a director derives an improper personal benefit, (iv) acts or omissions that show a reckless disregard for the director's duty to the corporation or its shareholders in circumstances in which the director was aware, or should have been aware, in the ordinary course of performing a director's duties, of a risk of serious injury to the corporation or its shareholders, (v) acts or omissions that constituted an unexcused pattern of inattention that amounts to an abdication of the director's duty to the corporation or its shareholders, or (vi) approval of an unlawful dividend, distribution, stock repurchase or redemption. This provision would generally absolve directors of personal liability for negligence in the performance of duties, including gross negligence.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**INDEX TO FINANCIAL STATEMENTS
CRYOPORT, INC.**

CryoPort, Inc.
Consolidated Financial Statements
March 31, 2007 and 2006

	Page
Contents	
Report of Independent Registered Public Accounting Firm	F- 1
Consolidated Balance Sheets	F- 2
Consolidated Statements of Operations and Comprehensive Loss	F- 3
Consolidated Statements of Stockholders' Deficit	F- 4
Consolidated Statements of Cash Flows	F- 5
Notes to Consolidated Financial Statements	F- 6

CryoPort, Inc.
Consolidated Financial Statements
September 30, 2007 and 2006
(unaudited)

Consolidated Balance Sheet	F- 31
Consolidated Statements of Operations	F- 32
Consolidated Statements of Cash Flows	F- 33
Notes to Consolidated Financial Statements	F- 35

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors of
CryoPort, Inc.

We have audited the accompanying consolidated balance sheets of CryoPort, Inc. (the "Company") as of March 31, 2007 and 2006, and the related consolidated statements of operations, stockholders' deficit and cash flows for each of the years in the two year period ended March 31, 2007. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of CryoPort, Inc. at March 31, 2007 and 2006, and the results of its operations and its cash flows for each of the years in the two year period ended March 31, 2007 in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has incurred recurring losses, and has a stockholders' deficit of \$2,287,832 and negative working capital of \$478,396 at March 31, 2007. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

KMJ Corbin & Company LLP
Irvine, California
June 29, 2007

F-1

CRYOPORT, INC.**CONSOLIDATED BALANCE SHEETS**

	March 31,	
	2007	2006
ASSETS		
Current assets:		
Cash	\$ 264,392	\$ 4,723
Accounts receivable, net	10,172	22,306
Inventories	146,008	190,321
Prepaid expenses and other current assets	15,320	9,270
Total current assets	435,892	226,620
Fixed assets, net	38,400	57,520
Intangible assets, net	4,696	9,365
Deferred financing costs, net	4,699	-
	\$ 483,687	\$ 293,505
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable	\$ 306,682	\$ 223,070
Accrued expenses	97,227	112,061
Accrued warranty costs	55,407	59,532
Accrued salaries and related	169,537	301,192
Convertible notes payable and accrued interest, net of discount of \$29,638	96,435	-
Current portion of related party notes payable	120,000	45,000
Current portion of note payable to officer	45,000	-
Current portion of note payable	24,000	24,000
Total current liabilities	914,288	764,855
Related party notes and accrued interest payable, net of current portion	1,623,841	1,643,246
Note payable, net of current portion	35,440	35,440
Note payable to officer, net of current portion	197,950	-
Total liabilities	2,771,519	2,443,541
Commitments and contingencies		
Stockholders' deficit:		
Common stock, \$0.001 par value; 100,000,000 shares authorized; 34,782,029 (2007) and 30,081,696 (2006) shares issued and outstanding	34,782	30,082
Additional paid-in capital	7,042,536	4,858,773
Accumulated deficit	(9,365,150)	(7,038,891)
Total stockholders' deficit	(2,287,832)	(2,150,036)
	\$ 483,687	\$ 293,505

See Accompanying Notes to Consolidated Financial Statements.

F-2

CRYOPORT, INC.**CONSOLIDATED STATEMENTS OF OPERATIONS**

	For The Years Ended March 31,	
	2007	2006
Net sales	\$ 67,103	\$ 152,298
Cost of sales	176,939	315,650
Gross loss	(109,836)	(163,352)
Operating expenses:		
Selling, general and administrative expenses	1,899,228	1,023,088
Research and development expenses	87,857	254,487
Total operating expenses	1,987,085	1,277,572
Loss from operations	(2,096,921)	(1,440,924)
Interest expense	(227,738)	(80,377)
Loss before income taxes	(2,324,659)	(1,521,301)
Income taxes	1,600	800
Net loss	\$ (2,326,259)	\$ (1,522,101)
Net loss available to common stockholders per common share:		
Basic and diluted loss per common share	\$ (0.08)	\$ (0.05)
Basic and diluted weighted average common shares outstanding	30,943,154	29,888,702

See Accompanying Notes to Consolidated Financial Statements.

CRYOPORT, INC.**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT**

	Common Stock		Additional	Accumulated	Total
	Shares	Amount	Paid-in Capital	Deficit	Stockholders' Deficit
Balance, April 1, 2005	29,708,105	\$ 29,708	\$ 4,307,047	\$ (5,516,790)	\$ (1,180,035)
Issuance of common stock for cash, net of issuance costs of \$61,460	142,000	142	435,398	-	435,540
Exercise of warrants for cash	159,999	160	54,840	-	55,000
Exercise of cashless warrants	71,592	72	(72)	-	-
Fair value of stock options issued to consultants	-	-	61,560	-	61,560
Net loss	-	-	-	(1,522,101)	(1,522,101)
Balance, March 31, 2006	30,081,696	30,082	4,858,773	(7,038,891)	(2,150,036)
Issuance of common stock for cash, net of issuance costs of \$112,372	4,692,000	4,692	897,336	-	902,028
Exercise of warrants for cash	8,333	8	2,492	-	2,500
Fair value of stock options and warrants issued to consultants, employees and directors	-	-	1,177,768	-	1,177,768
Beneficial conversion feature related to issuance of convertible debentures	-	-	106,167	-	106,167
Net loss	-	-	-	(2,326,259)	(2,326,259)
Balance, March 31, 2007	34,782,029	\$ 34,782	\$ 7,042,536	\$ (9,365,150)	\$ (2,287,832)

See Accompanying Notes to Consolidated Financial Statements.

CRYOPORT, INC.**STATEMENTS OF CASH FLOWS****For The Years Ended March 31, 2007 and 2006**

	For The Years Ended March 31,	
	2007	2006
Cash flows from operating activities:		
Net loss	\$ (2,326,259)	\$ (1,522,101)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	23,789	88,753
Amortization of deferred financing costs	10,901	-
Amortization of debt discount	76,529	-
Bad debt expense	-	48,610
Fair value of stock options and warrants issued to consultants, employees and directors	1,177,768	61,560
Changes in operating assets and liabilities:		
Accounts receivable	12,134	(26,369)
Inventories	44,313	(39,341)
Prepaid expenses and other current assets	(6,050)	41,848
Accounts payable	83,612	60,085
Accrued expenses	(14,834)	8,021
Accrued warranty costs	(4,125)	(10,968)
Accrued salaries and related	120,295	54,761
Accrued interest	91,668	70,179
Net cash used in operating activities	(710,259)	(1,155,962)
Cash flows used in investing activities:		
Purchases of fixed assets	-	(42,050)
Cash flows from financing activities:		
Proceeds from borrowings under notes payable	92,700	-
Proceeds from borrowings under convertible notes	120,000	-
Payment of deferred financing costs	(15,600)	-
Repayments of notes payable	(122,700)	(8,000)
Payments of notes payable to officer	(9,000)	-
Proceeds from issuance of common stock, net	902,028	435,540
Proceeds from exercise of warrants	2,500	55,000
Net cash provided by financing activities	969,928	482,540
Net change in cash	259,669	(715,472)
Cash, beginning of year	4,723	720,195
Cash, end of year	\$ 264,392	\$ 4,723
Supplemental disclosure of cash flow information:		

Cash paid during the year for:

Interest	\$	47,729	\$	1,198
Income taxes	\$	1,600	\$	800

Supplemental disclosure of non-cash activities:

Conversion of accrued salaries to note payable	\$	251,950	\$	-
Beneficial conversion feature for convertible notes	\$	106,167	\$	-

See Accompanying Notes to Consolidated Financial Statements.

F-5

CRYOPORT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For The Years Ended March 31, 2007 and 2006

NOTE 1 - ORGANIZATION AND BUSINESS

Organization

CryoPort, Inc. (the "Company") was originally incorporated under the name G.T.5-Limited ("GT5") on May 25, 1990 as a Nevada Corporation. The Company was engaged in the business of designing and building exotic body styles for automobiles compatible with the vehicle's existing chassis.

On March 15, 2005, the Company entered into a Share Exchange Agreement (the "Agreement") with CryoPort Systems, Inc. ("CryoPort Systems"), a California corporation, and its stockholders whereby the Company acquired all of the issued and outstanding shares of CryoPort Systems in exchange for 24,108,105 shares of its common stock (which represented approximately 81% of the total issued and outstanding shares of common stock following the close of the transaction). CryoPort Systems was originally formed in 1999 as a California limited liability company and was reorganized into a California corporation on December 11, 2000. CryoPort Systems was founded to capitalize on servicing the transportation needs of the growing global "biotechnology revolution." Effective March 16, 2005, the Company changed its name to CryoPort, Inc. The transaction has been recorded as a reverse acquisition (see Note 2).

The principal focus of the Company is to develop a line of disposable (or one-way) dry cryogenic shippers for the transport of biological materials. These materials include live cell pharmaceutical products; e.g., cancer vaccines, diagnostic materials, reproductive tissues, infectious substances and other items that require continuous exposure to cryogenic temperature (less than -150 ° C). The Company currently manufactures a line of reusable cryogenic dry shippers. These primarily serve as vehicles for the development of the cryogenic technology that supports the disposable product development but also are essential components of the infrastructure that supports testing and research activities of the pharmaceutical and biotechnology industries. The Company's mission is to provide cost effective packaging systems for biological materials requiring, or benefiting from, a cryogenic temperature environment over an extended period of time.

Going Concern

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. The Company has not generated significant revenues from operations and has no assurance of any future revenues. The Company incurred net losses of \$2,326,259 and \$1,522,101 during the years ended March 31, 2007 and 2006, respectively, and used \$710,259 and \$1,155,962 of cash in operations during 2007 and 2006, respectfully. The Company has a cash balance of \$264,392 at March 31, 2007. In addition, at March 31, 2007, the Company's stockholders' deficit was \$2,287,832 and has negative working capital of \$478,396. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. The Company's management recognizes that the Company must obtain additional capital for the eventual achievement of sustained profitable operations. Management's plans include obtaining additional capital through equity funding sources. However, no assurance can be given that additional capital, if needed, will be available when required or upon terms acceptable to the Company or that the Company will be successful in its efforts to negotiate an extension of its existing debt. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

CRYOPORT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For The Years Ended March 31, 2007 and 2006

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. The acquisition of CryoPort Systems by the Company has been accounted for as a reverse acquisition, whereby the assets and liabilities of CryoPort Systems are reported at their historical cost. The Company had no assets or operations at the date of acquisition. The reverse acquisition resulted in a change in reporting entity for accounting and reporting purposes. Accordingly, the accompanying consolidated financial statements have been retroactively restated for all periods presented to report the historical financial position, results of operations and cash flows of CryoPort Systems. Since the Company's stockholders retained 5,600,000 shares of common stock in connection with the reverse acquisition, such shares have been reflected as if they were issued to the Company on the date of acquisition for no consideration as part of a corporate reorganization.

Principles of Consolidation

The consolidated financial statements include the accounts of CryoPort, Inc. and its wholly owned subsidiary, CryoPort Systems, Inc. All intercompany accounts and transactions have been eliminated.

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from estimated amounts. The Company's significant estimates include allowances for doubtful accounts and sales returns, recoverability of long-lived assets, allowances for inventory obsolescence, accrued warranty costs, deferred tax assets and their accompanying valuations, the value of options and warrants, and product liability reserves.

CRYOPORT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For The Years Ended March 31, 2007 and 2006

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Concentrations of Credit Risk

Cash

The Company maintains its cash accounts in financial institutions. Accounts at these institutions are insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$100,000. At March 31, 2007 and 2006, the Company had cash balances of \$214,469 and \$0, respectively, which were in excess of the FDIC insurance limit. The Company performs ongoing evaluations of these institutions to limit its concentration risk exposure.

Customers

The Company grants credit to customers within the United States of America and to a limited number of international customers, and does not require collateral. Sales to international customers are secured by advance payments or letters of credit. The Company's ability to collect receivables is affected by economic fluctuations in the geographic areas and industries served by the Company. Reserves for uncollectible amounts and estimated sales returns are provided based on past experience and a specific analysis of the accounts which management believes are sufficient. Accounts receivable at March 31, 2007 and 2006 are net of reserves for doubtful accounts and sales returns of approximately \$7,000 and \$54,000, respectively. Although the Company expects to collect amounts due, actual collections may differ from the estimated amounts.

The Company has foreign sales primarily in Europe, Latin America, Asia and Canada. Foreign sales are primarily under exclusive distribution agreements with international distributors. During 2007 and 2006, the Company had foreign sales of approximately \$32,000 and \$55,000, respectively, which constituted approximately 47% and 36% of net sales, respectively.

The majority of the Company's customers are in the bio-pharmaceutical and animal breeding industries. Consequently, there is a concentration of receivables within these industries, which is subject to normal credit risk.

F-8

CRYOPORT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For The Years Ended March 31, 2007 and 2006

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Fair Value of Financial Instruments

The Company's consolidated financial instruments consist of cash, accounts receivable, related party notes payable, payables, accrued expenses, note payable to officer, convertible notes payable and a note payable to a third party. The carrying value for all such instruments, except the related party notes payable, approximates fair value at March 31, 2007 and 2006. The fair value of the related party notes payable is not determinable as the transactions were with related parties.

Inventories

Inventories are stated at the lower of standard cost or current estimated market value. Cost is determined using the first-in, first-out method. Work in process and finished goods include material, labor and applied overhead. The Company periodically reviews its inventories and records a provision for excess and obsolete inventories based primarily on the Company's estimated forecast of product demand and production requirements. Once established, write-downs of inventories are considered permanent adjustments to the cost basis of the obsolete or excess inventories. Work in process and finished goods include material, labor and applied overhead.

Fixed Assets

Fixed assets are stated at cost, net of accumulated depreciation and amortization. Depreciation and amortization of fixed assets are provided using the straight-line method over the following useful lives:

Furniture and fixtures	7 years
Machinery and equipment	5-7 years
Leasehold improvements	Lesser of lease term or estimated useful life

Betterments, renewals and extraordinary repairs that extend the lives of the assets are capitalized; other repairs and maintenance charges are expensed as incurred. The cost and related accumulated depreciation and amortization applicable to assets retired are removed from the accounts, and the gain or loss on disposition is recognized in current operations.

Intangible Assets

Patents and Trademarks

Patents and trademarks are amortized using the straight-line method over their estimated useful life of five years.

CRYOPORT, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****For The Years Ended March 31, 2007 and 2006****NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued**Long-Lived Assets

The Company's management assesses the recoverability of its long-lived assets upon the occurrence of a triggering event by determining whether the depreciation and amortization of long-lived assets over their remaining lives can be recovered through projected undiscounted future cash flows. The amount of long-lived asset impairment, if any, is measured based on fair value and is charged to operations in the period in which long-lived asset impairment is determined by management. At March 31, 2007 and 2006, the Company's management believes there is no impairment of its long-lived assets. There can be no assurance however, that market conditions will not change or demand for the Company's products will continue, which could result in impairment of its long-lived assets in the future.

Deferred Financing Costs

Deferred financing costs represent costs incurred in connection with the issuance of the convertible notes payable. Deferred financing costs are being amortized over the term of the financing instrument on a straight-line basis, which approximates the effective interest method. During the year ended March 31, 2007, the Company capitalized deferred financing costs of \$15,600 and amortized deferred financing costs of \$10,901 to interest expense.

Accrued Warranty Costs

Estimated costs of the Company's standard warranty, included with products at no additional cost to the customer for a period up to one year, are recorded as accrued warranty costs at the time of product sale. Costs related to servicing the standard warranty are charged to the accrual as incurred.

The following represents the activity in the warranty accrual during the years ended March 31:

	2007	2006
Beginning warranty accrual	\$ 59,532	\$ 70,500
Increase in accrual (charged to cost of sales)	4,875	13,484
Charges to accrual (product replacements)	(9,000)	(24,452)
Ending warranty accrual	\$ 55,407	\$ 59,532

CRYOPORT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For The Years Ended March 31, 2007 and 2006

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Revenue Recognition

Revenue is recognized in accordance with Staff Accounting Bulletin (“SAB”) No. 101, *Revenue Recognition in Financial Statements*, as revised by SAB 104. The Company recognizes revenue when products are shipped to a customer and the risks and rewards of ownership and title have passed based on the terms of the sale. The Company records a provision for sales returns and claims based upon historical experience. Actual returns and claims in any future period may differ from the Company’s estimates.

Accounting for Shipping and Handling Revenue, Fees and Costs

The Company classifies amounts billed for shipping and handling as revenue in accordance with Emerging Issues Task Force (“EITF”) Issue No. 00-10, *Accounting for Shipping and Handling Fees and Costs*. Shipping and handling fees and costs are included in cost of sales.

Advertising Costs

The Company expenses the cost of advertising when incurred as a component of consolidated selling, general and administrative expenses. During 2007 and 2006, the Company expensed approximately \$21,000 and \$72,000, respectively, in advertising costs.

Research and Development Expenses

The Company expenses internal research and development costs as incurred. Third party research and development costs are expensed when the contracted work has been performed.

Stock-Based Compensation

Adoption of SFAS 123(R)

On April 1, 2006, the Company adopted Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment*, (“SFAS 123(R)”) which establishes standards for the accounting of transactions in which an entity exchanges its equity instruments for goods or services, primarily focusing on accounting for transactions where an entity obtains employee services in share-based payment transactions. SFAS No. 123(R) requires a public entity to measure the cost of employee services received in exchange for an award of equity instruments, including stock options, based on the grant-date fair value of the award and to recognize it as compensation expense over the period the employee is required to provide service in exchange for the award, usually the vesting period. SFAS 123(R) supersedes the Company’s previous accounting under Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* (“APB 25”). In March 2005, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 107 (“SAB 107”) relating to SFAS 123(R). The Company has applied the provisions of SAB 107 in its adoption of SFAS 123(R).

CRYOPORT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For The Years Ended March 31, 2007 and 2006

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

The Company adopted SFAS 123(R) using the modified prospective transition method, which requires the application of the accounting standard as of April 1, 2006, the first day of the Company's fiscal year 2007. The Company's consolidated financial statements as of and for the year ended March 31, 2007 reflect the impact of SFAS 123(R). In accordance with the modified prospective transition method, the Company's consolidated financial statements for prior periods have not been restated to reflect, and do not include, the impact of SFAS 123(R).

SFAS 123(R) requires companies to estimate the fair value of share-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods in the Company's consolidated statement of operations. Prior to the adoption of SFAS 123(R), the Company accounted for stock-based awards to employees and directors using the intrinsic value method in accordance with APB 25 as allowed under Statement of Financial Accounting Standards No. 123, *Accounting for Stock-Based Compensation* ("SFAS 123"). Under the intrinsic value method, no stock-based compensation expense had been recognized in the Company's consolidated statements of operations, other than as related to option grants to employees and consultants below the fair market value of the underlying stock at the date of grant.

Stock-based compensation expense recognized during the period is based on the value of the portion of share-based payment awards that is ultimately expected to vest during the period.

Stock-based compensation expense recognized in the Company's consolidated statement of operations for the year ended March 31, 2007 included compensation expense for share-based payment awards granted prior to, but not yet vested as of March 31, 2006 based on the grant date fair value estimated in accordance with the pro forma provisions of SFAS 123 and compensation expense for the share-based payment awards granted subsequent to March 31, 2006 based on the grant date fair value estimated in accordance with the provisions of SFAS 123(R). As stock-based compensation expense recognized in the consolidated statement of operations for the year ended March 31, 2007 is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures, if any. SFAS 123(R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The estimated average forfeiture rate for the year ended March 31, 2007 was zero as the Company has not had a significant history of forfeitures and does not expect forfeitures in the future. There were 1,258,950 warrants and no stock options granted to employees and directors during the year ended March 31, 2007.

CRYOPORT, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****For The Years Ended March 31, 2007 and 2006****NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued**

SFAS 123(R) requires the cash flows resulting from the tax benefits resulting from tax deductions in excess of the compensation cost recognized for those options to be classified as financing cash flows. Due to the Company's loss position, there were no such tax benefits during the year ended March 31, 2007. Prior to the adoption of SFAS 123(R) those benefits would have been reported as operating cash flows had the Company received any tax benefits related to stock option exercises.

Plan Description

The Company's stock option plan provides for grants of incentive stock options and nonqualified options to employees, directors and consultants of the Company to purchase the Company's shares at the fair value, as determined by management and the board of directors, of such shares on the grant date. The options generally vest over a five-year period beginning on the grant date and have a ten-year term. As of March 31, 2007, the Company is authorized to issue up to 5,000,000 shares under this plan and has 2,511,387 shares available for future issuances.

Summary of Assumptions and Activity

The fair value of stock-based awards to employees and directors is calculated using the Black-Scholes option pricing model, even though this model was developed to estimate the fair value of freely tradable, fully transferable options without vesting restrictions, which differ significantly from the Company's stock options. The Black-Scholes model also requires subjective assumptions, including future stock price volatility and expected time to exercise, which greatly affect the calculated values. The expected term of options granted is derived from historical data on employee exercises and post-vesting employment termination behavior. The risk-free rate selected to value any particular grant is based on the U.S Treasury rate that corresponds to the pricing term of the grant effective as of the date of the grant. The expected volatility is based on the historical volatility of the Company's stock price. These factors could change in the future, affecting the determination of stock-based compensation expense in future periods.

	March 31, 2007	March 31, 2006
Stock options and warrants:		
Expected term	5 years	N/A
Expected volatility	282% - 233%	N/A
Risk-free interest rate	4.75% - 4.82%	N/A
Expected dividends	N/A	N/A

CRYOPORT, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****For The Years Ended March 31, 2007 and 2006****NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued**

The following table illustrates the effect on net loss and net loss per share for the year ended March 31, 2006 as if the Company had applied the fair value recognition provisions of SFAS 123 to options granted under the Company's stock option plans. For purposes of this pro forma disclosure, the fair value of the options is estimated using the Black Scholes option-pricing model and amortized on a straight-line basis to expense over the options' vesting period:

	For The Year Ended March 31, 2006
Net loss - as reported	\$ (1,522,101)
Add: Share based employee compensation included in net loss, net of tax effects	-
Deduct: Share-based employee compensation expense determined under fair value method, net of tax effects	(86,106)
Net loss - pro forma	\$ (1,608,207)
Net loss per common share - basic and diluted	
As reported	\$ (0.05)
Pro forma	\$ (0.05)

A summary of employee and director option and warrant activity for the year ended March 31, 2007, is presented below:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Yrs.)	Aggregate Intrinsic Value
Outstanding at March 31, 2006	2,488,613	\$ 0.45	6.45	
Granted	1,258,950	\$ 0.76	9.47	
Exercised	-	\$ -		
Forfeited	-	\$ -		
Outstanding at March 31, 2007	3,747,563	\$ 0.59	7.46	\$ 1,503,862
Exercisable at March 31, 2007	3,747,563	\$ 0.59	7.46	\$ 1,503,862

CRYOPORT, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****For The Years Ended March 31, 2007 and 2006****NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued**

There were 1,258,950 warrants and no stock options granted to employees and directors during the year ended March 31, 2007. In connection with the warrants granted, the modification of previous options granted, and the vesting of prior options issued, the Company recorded total charges of \$1,177,768 in accordance with the provisions of SFAS 123(R), which have been included in selling, general and administrative expenses for the year ended March 31, 2007 in the accompanying consolidated statement of operations. No employee or director warrants or stock options expired during the year ended March 31, 2007. The Company issues new shares from its authorized shares upon exercise of warrants or options.

In December 2006, the Company modified the expiration dates of 2,488,613 of its employee and director stock options by extending their terms by five years. In connection with the modification, the Company recorded a charge of \$133,759 at the date of the modification in accordance with the provisions of SFAS 123(R), which has been included in selling, general and administrative expenses for the year ended March 31, 2007 in the accompanying consolidated statement of operations.

A summary of the status of the Company's non-vested employee and director stock options and warrants as of March 31, 2007 and changes during the year then ended is presented below:

	Shares	Weighted Average Grant Date Fair Value Per Share
Non-vested at March 31, 2006	177,352	\$ 0.52
Non-vested granted	1,258,950	0.76
Vested	(1,436,302)	0.67
Forfeited/cancelled	-	-
Non-vested at March 31, 2007	-	\$ 0.60

As of March 31, 2007, there was no unrecognized compensation cost related to employee and director stock option compensation arrangements after the modification noted above. The total fair value of shares vested during the year ended March 31, 2007 was \$1,044,009.

As a result of adopting SFAS 123(R) on April 1, 2006, the Company's loss before income taxes and net loss for the year ended March 31, 2007 was \$763,677 higher than if the Company had continued to account for share-based compensation under APB Opinion No. 25. Basic and diluted net loss per share for the year ended March 31, 2007 was approximately \$0.04 higher than if it had continued to account for share-based compensation under APB Opinion No. 25.

CRYOPORT, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****For The Years Ended March 31, 2007 and 2006****NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued**

The following table summarizes stock-based compensation expense related to stock options and warrants under SFAS 123(R) for the year ended March 31, 2007, which was allocated as follows:

	Year Ended March 31, 2007
Stock-based compensation expense included in:	
Cost of sales	\$ -
Research and development expense	-
Selling, general and administrative expense	1,177,768
Stock-based compensation expense related to employee stock options and warrants	\$ 1,177,768

Income Taxes

The Company accounts for income taxes in accordance with SFAS No. 109, *Accounting for Income Taxes*. Under the asset and liability method of SFAS No. 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under SFAS No. 109, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. The Company is a subchapter "C" corporation and files a federal income tax return. The Company files separate state income tax returns for California and Nevada.

Basic and Diluted Loss Per Share

The Company has adopted SFAS No. 128, *Earnings Per Share*.

Basic loss per common share is computed by dividing the net loss available to common stockholders by the weighted average number of shares outstanding for the period. Diluted loss per share is computed by dividing net loss by the weighted average shares outstanding assuming all dilutive potential common shares were issued. Basic and diluted loss per share are the same as the effect of stock options and warrants on loss per share are anti-dilutive and thus not included in the diluted loss per share calculation. The impact under the treasury stock method of dilutive stock options and warrants and shares to be issued for convertible debt would have resulted in an increase of 2,998,382 and 2,915,972 incremental shares for the years ended March 31, 2007 and 2006.

CRYOPORT, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****For The Years Ended March 31, 2007 and 2006****NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued**

The following is a reconciliation of the numerators and denominators of the basic and diluted loss per share computations for the years ended March 31:

	2007	2006
Numerator for basic and diluted loss per share:		
Net loss available to common stockholders	\$ (2,326,259)	\$ (1,522,101)
Denominator for basic and diluted loss per common share:		
Weighted average common shares outstanding	30,943,154	29,888,702
Net loss per common share available to common Stockholders - basic and diluted	\$ (0.08)	\$ (0.05)

Convertible Debentures

If the conversion feature of conventional convertible debt provides for a rate of conversion that is below market value, this feature is characterized as a beneficial conversion feature ("BCF"). A BCF is recorded by the Company as a debt discount pursuant to EITF Issue No. 98-5, "Accounting for Convertible Securities with Beneficial Conversion Features or Contingency Adjustable Conversion Ratio," ("EITF 98-05") and EITF Issue No. 00-27, "Application of EITF Issue No. 98-5 to Certain Convertible Instruments" ("EITF 00-27"). In those circumstances, the convertible debt will be recorded net of the discount related to the BCF. The Company amortizes the discount to interest expense over the life of the debt using the effective interest method (see Note 8).

Recent Accounting Pronouncements

FASB Statement No. 157, *Fair Value Measurements*, has been issued by the Financial Accounting Standards Board ("FASB"). This new standard provides guidance for using fair value to measure assets and liabilities. Under Statement 157, fair value refers to the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the market in which the reporting entity transacts. In this standard, the FASB clarifies the principle that fair value should be based on the assumptions market participants would use when pricing the asset or liability. In support of this principle, Statement 157 establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. The fair value hierarchy gives the highest priority to quoted prices in active markets and the lowest priority to unobservable data, for example, the reporting entity's own data. Under the standard, fair value measurements would be separately disclosed by level within the fair value hierarchy. The provisions of Statement 157 are effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. Earlier application is encouraged, provided that the reporting entity has not yet issued financial statements for that fiscal year, including any financial statements for an interim period within that fiscal year. The adoption of this pronouncement is not expected to have material effect on the Company's financial statements.

CRYOPORT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For The Years Ended March 31, 2007 and 2006

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

The FASB has issued FASB Staff Position (“FSP”) EITF 00-19-2, *Accounting for Registration Payment Arrangements*. This FSP specifies that the contingent obligation to make future payments or otherwise transfer consideration under a registration payment arrangement, whether issued as a separate agreement or included as a provision of a financial instrument or other agreement, should be separately recognized and measured in accordance with FASB Statement No. 5, *Accounting for Contingencies*. The FSP further clarifies that a financial instrument subject to a registration payment arrangement should be accounted for in accordance with other applicable GAAP without regard to the contingent obligation to transfer consideration pursuant to the registration payment arrangement. This FSP amends various authoritative literature notably FASB Statement No. 133, *Accounting for Derivative Instruments and Hedging Activities*, FASB Statement No. 150, *Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity*, and FASB Interpretation No. 45, *Guarantor’s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others*. This FSP is effective immediately for registration payment arrangements and the financial instruments subject to those arrangements that are entered into or modified subsequent to December 21, 2006. For registration payment arrangements and financial instruments subject to those arrangements that were entered into prior to December 21, 2006, the guidance in the FSP is effective for financial statements issued for fiscal years beginning after December 15, 2006, and interim periods within those fiscal years. The adoption of this pronouncement did not have a material effect on the Company’s financial statements.

In July 2006, the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109* (“FIN 48”). FIN 48 clarifies the accounting for uncertainty in income taxes by prescribing the recognition threshold a tax position is required to meet before being recognized in the financial statements. It also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006 and is required to be adopted by the Company on April 1, 2007. The Company does not expect the adoption of FIN 48 to have a material impact on its consolidated results of operations and financial condition.

In May 2005, the FASB issued SFAS No. 154, *Accounting Changes and Error Corrections*, a replacement of APB Opinion No. 20, *Accounting Changes*, and Statement No. 3, *Reporting Accounting Changes in Interim Financial Statements*. SFAS No. 154 changes the requirements for the accounting for and reporting of a change in accounting principle. Previously, most voluntary changes in accounting principles were required recognition via a cumulative effect adjustment within net income of the period of the change. SFAS No. 154 requires retrospective application to prior periods’ financial statements, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. SFAS No. 154 is effective for accounting changes and correction of errors made in fiscal years beginning after December 15, 2005; however, SFAS No. 154 does not change the transition provisions of any existing accounting pronouncements. The adoption of SFAS No. 154 did not have a material effect on the Company’s consolidated financial position, results of operations or cash flows.

CRYOPORT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For The Years Ended March 31, 2007 and 2006

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

On February 15, 2007, the FASB issued FASB Statement No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities - Including an Amendment of FASB Statement No. 115*. SFAS 159 permits an entity to choose to measure many financial instruments and certain other items at fair value. This option is available to all entities, including not-for-profit organizations. Most of the provisions in Statement 159 are elective; however, the amendment to FASB Statement No. 115, *Accounting for Certain Investments in Debt and Equity Securities*, applies to all entities with available-for-sale and trading securities. Some requirements apply differently to entities that do not report net income. The fair value option established by Statement 159 permits all entities to choose to measure eligible items at fair value at specified election dates. A business entity will report unrealized gains and losses on items for which the fair value option has been elected in earnings (or another performance indicator if the business entity does not report earnings) at each subsequent reporting date. A not-for-profit organization will report unrealized gains and losses in its statement of activities or similar statement. The fair value option: (a) may be applied instrument by instrument, with a few exceptions, such as investments otherwise accounted for by the equity method; (b) is irrevocable (unless a new election date occurs); and (c) is applied only to entire instruments and not to portions of instruments. Statement 159 is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. Early adoption is permitted as of the beginning of the previous fiscal year provided that the entity makes that choice in the first 120 days of that fiscal year and also elects to apply the provisions of FASB Statement No. 157, *Fair Value Measurements*. The adoption of this pronouncement is not expected to have material effect on the Company's consolidated financial statements .

CRYOPORT, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****For The Years Ended March 31, 2007 and 2006****NOTE 3 - INVENTORIES**

Inventories at March 31, 2007 and 2006 consist of the following:

	2007	2006
Raw materials	\$ 61,142	\$ 106,950
Work in process	42,950	57,790
Finished goods	41,916	25,581
	\$ 146,008	\$ 190,321

NOTE 4 - FIXED ASSETS

Fixed assets consist of the following at March 31:

	2007	2006
Furniture and fixtures	\$ 22,982	\$ 22,982
Machinery and equipment	437,501	437,501
Leasehold improvements	15,611	15,611
	476,094	476,094
Less accumulated depreciation and amortization	(437,694)	(418,574)
	\$ 38,400	\$ 57,520

Depreciation and amortization expense for fixed assets for the years ended March 31, 2007 and 2006 was \$19,120 and \$81,470, respectively.

NOTE 5 - INTANGIBLE ASSETS

Intangible assets consist of the following at March 31:

	2007	2006
Assets subject to amortization:		
Patents and trademarks	\$ 46,268	\$ 46,268
Less accumulated amortization	(41,572)	(36,903)
	\$ 4,696	\$ 9,365

CRYOPORT, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****For The Years Ended March 31, 2007 and 2006****NOTE 5 - INTANGIBLE ASSETS, continued**

Amortization expense for intangible assets for the years ended March 31, 2007 and 2006 was \$4,669 and \$7,283, respectively. All of the Company's intangible assets are subject to amortization.

Estimated future annual amortization expense pursuant to these intangible assets is as follows:

Years Ending March 31,	
2008	\$ 4,696

NOTE 6 - INCOME TAXES

The tax effects of temporary differences that give rise to deferred taxes at March 31, 2007 and 2006 are as follows:

	2007	2006
Deferred tax asset:		
Net operating loss carryforward	\$ 3,074,000	\$ 2,593,000
Accrued expenses and reserves	86,000	85,000
Expenses recognized for granting of options and warrants	552,000	81,000
Total gross deferred tax asset	3,712,000	2,759,000
Less valuation allowance	(3,712,000)	(2,759,000)
	\$ -	\$ -

The valuation allowance increased during the years ended March 31, 2007 and 2006 by approximately \$953,000 and \$318,000, respectively. No current provision for income taxes for the years ended March 31, 2007 and 2006 is required, except for minimum state taxes, since the Company incurred taxable losses during such years.

CRYOPORT, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****For The Years Ended March 31, 2007 and 2006****NOTE 6 - INCOME TAXES, continued**

The provision for income taxes for fiscal 2007 and 2006 was \$1,600 and \$800, respectively, and differs from the amount computed by applying the U.S. Federal income tax rate of 34% to loss before income taxes as a result of the following:

	2007	2006
Computed tax benefit at federal statutory rate	\$ (790,000)	\$ (518,000)
State income tax benefit, net of federal effect	(136,000)	(90,000)
Increase in valuation allowance	953,000	318,000
Other	(25,400)	290,800
	\$ 1,600	\$ 800

As of March 31, 2007, the Company had net operating loss carry forwards of approximately \$7,700,000 and \$7,700,000 for federal and state income tax reporting purposes, respectively, which expire at various dates through 2026 and 2016, respectively.

The utilization of the net operating loss carry forwards might be limited due to restrictions imposed under federal and state laws upon a change in ownership. The amount of the limitation, if any, has not been determined at this time. A valuation allowance is provided when it is more likely than not that some portion or all of the deferred tax assets will not be realized. As a result of the Company's continued losses and uncertainties surrounding the realization of the net operating loss carry forwards, the Company has recorded valuation allowances equal to the net deferred tax asset amounts as of March 31, 2007 and 2006.

NOTE 7 - COMMITMENTS AND CONTINGENCIES**Operating Leases**

On April 1, 2005, the Company entered into a noncancelable operating lease on its facility in Brea, California, requiring ten monthly payments of \$7,500 and expiring on April 1, 2007. In June 2006, the building was sold and the Company was granted approximately two months free rent by the previous owner. On April 1, 2007, the Brea facility lease was extended under month-to-month terms for \$7,500 per month with a 60-day notification to terminate requirement.

As of March 31, 2007, future minimum rental payments required under the existing facility operating lease are as follows:

Years Ending March 31,	Operating Lease
2008	\$ 15,000

CRYOPORT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For The Years Ended March 31, 2007 and 2006

NOTE 7 - COMMITMENTS AND CONTINGENCIES, continued

Total rental expense was approximately \$ 63,000 and \$ 75,000 for the years ended March 31, 2007 and 2006, respectively.

Litigation

The Company becomes a party to product litigation in the normal course of business. The Company accrues for open claims based on its historical experience and available insurance coverage. In the opinion of management, there are no legal matters involving the Company that would have a material adverse effect on the Company's consolidated financial condition or results of operations.

Indemnities and Guarantees

The Company has made certain indemnities and guarantees, under which it may be required to make payments to a guaranteed or indemnified party, in relation to certain actions or transactions. The Company indemnifies its directors, officers, employees and agents, as permitted under the laws of the States of California and Nevada. In connection with its facility lease, the Company has indemnified its lessor for certain claims arising from the use of the facility. The duration of the guarantees and indemnities varies, and is generally tied to the life of the agreement. These guarantees and indemnities do not provide for any limitation of the maximum potential future payments the Company could be obligated to make. Historically, the Company has not been obligated nor incurred any payments for these obligations and, therefore, no liabilities have been recorded for these indemnities and guarantees in the accompanying consolidated balance sheets.

NOTE 8 - NOTES PAYABLE

On May 12, 2006, the Company arranged for short-term financing of \$175,000, pursuant to a Loan Agreement and related Secured Promissory Note with Ventana Group, LLC. Disbursements to the Company under the Loan Agreement are based on achievement of milestones reached towards finalizing a long-term equity financing agreement. The note is secured by machinery and equipment owned by the Company. During the year ended March 31, 2007, the Company received \$80,000 of funds and recorded \$47,729 of interest and financing fees expense pursuant to this Loan Agreement. Per the terms of the note, on February 22, 2007 the Company paid the total \$47,729 interest and financing fees and repaid the \$80,000 principal balance of the note. As of March 31, 2007 there are no remaining outstanding balances due under this note.

CRYOPORT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For The Years Ended March 31, 2007 and 2006

NOTE 8 - NOTES PAYABLE, continued

The Company has a non-interest bearing note payable to a third-party lender which was due in April 2003. The Company is scheduled to make monthly payments of \$2,000 as agreed with the third party lender. During the year ended March 31, 2007 the Company made no payments against the balance of this note. As of March 31, 2007 and 2006, the remaining unpaid balance was \$59,440 and \$59,440, respectively.

As of March 31, 2007 and 2006, the Company had aggregate principal balances of \$1,339,500 and \$1,369,500 respectively, in outstanding unsecured indebtedness owed to five related parties, including four former members of the board of directors, representing working capital advances made to the Company from February 2001 through March 2005. These notes bear interest at the rate of 6% per annum and provide for aggregate monthly principal payments which began April 1, 2006 of \$2,500, and which increase by an aggregate of \$2,500 every six months to a maximum of \$10,000 per month. Any remaining unpaid principal and accrued interest is due at maturity on various dates through March 1, 2015.

Related-party interest expense under these notes was \$85,595 and \$79,179 for the years ended March 31, 2007 and 2006, respectively. Accrued interest, which is included in related-party notes payable in the accompanying balance sheets, related to these notes amounted to \$404,341 and \$318,746 as of March 31, 2007 and 2006, respectively. As of March 31, 2007, the Company had not made the required payments under the related-party notes which were due on January 1, February 1, and March 1, 2007. However, pursuant to the note agreements, the Company has a 120-day grace period to pay missed payments before the notes are in default. On April 29, 2007, May 30, 2007, and June 30, 2007, the Company paid the January 1, February 1 and March 1 payments respectively, due on these related party notes. Management expects to continue to pay all payments due prior to the expiration of the 120-day grace periods.

In October 2006, the Company entered into an Agency Agreement with a broker to raise capital in a private placement offering of convertible debentures under Regulation D. As of March 31, 2007, the Company received \$120,000 under this private placement offering of convertible debenture debt. Related to the issuance of the convertible debentures, the Company paid commissions to the broker totaling \$15,600, which were capitalized as deferred financing costs. During the year ended March 31, 2007, the Company amortized \$10,901 of deferred financing costs to interest expense.

Per the terms of the convertible debenture agreements, the notes have a term of 180 days from issuance and are redeemable by the Company with two days notice. The notes bear interest at 15% per annum and are convertible into shares of the Company's common stock at a ratio of 6.67 shares for every dollar of debt converted. The proceeds of the convertible notes have and will be used in the ongoing operations of the Company. During the year ended March 31, 2007, the Company recorded interest expense of \$6,073 related to these notes.

CRYOPORT, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****For The Years Ended March 31, 2007 and 2006****NOTE 8 - NOTES PAYABLE, continued**

In connection with the issuance of the convertible debt, the Company recorded a debt discount totaling \$106,167 related to the beneficial conversion feature of the notes. The Company is amortizing the debt discount using the effective interest method through the maturity dates of the notes. During the year ended March 31, 2007, the Company recorded additional interest expense of \$76,529 related to the amortization of the debt discounts.

In August 2006, Peter Berry, the Company's Chief Executive Officer, agreed to convert his deferred salaries to a long-term note payable. Under the terms of this note, monthly payments of \$3,000 will be made to Mr. Berry beginning in January 2007. In January 2008, these payments will increase to \$6,000 and remain at that amount until the loan is fully paid in December 2010. Interest of 6% per annum on the outstanding principal balance of the note will begin to accrue on January 1, 2008 and will be paid on a monthly basis along with the monthly principal payment beginning in January 2008. As of March 31, 2007, the total amount of deferred salaries under this arrangement was \$242,950, of which \$197,950 is recorded as a long-term liability in the accompanying consolidated balance sheet.

Future maturities of notes payable at March 31, 2007 are as follows:

Years Ending March 31,	Convertible Debentures	Officer	Related Party	Third Party	Total
2008	\$ 120,000	\$ 45,000	\$ 120,000	\$ 24,000	\$ 309,000
2009	-	72,000	120,000	24,000	216,000
2010	-	125,950	120,000	11,440	257,390
2011	-	-	120,000	-	120,000
2012	-	-	120,000	-	120,000
Thereafter	-	-	739,500	-	739,500
	\$ 120,000	\$ 242,950	\$ 1,339,500	\$ 59,440	\$ 1,761,890

NOTE 9 - COMMON STOCK

During fiscal 2007, the Company entered into Agency Agreements with a broker to raise funds in private placement offerings of common stock under Regulation D. In connection with these private placement offerings, the Company sold 4,692,000 shares of common stock at an average price of \$0.22 per share resulting in gross proceeds of \$1,014,400 net of offering costs of \$112,372 during the year ended March 31, 2007.

During fiscal 2007, the Company issued 8,333 shares of common stock resulting from exercises of warrants at an average exercise price of \$0.30 per share resulting in proceeds of \$2,500.

CRYOPORT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For The Years Ended March 31, 2007 and 2006

NOTE 9 - COMMON STOCK, continued

During fiscal 2006, the Company entered into an Agency Agreement with a broker to raise funds in private placement offerings of common stock under Regulation D. In connection with this private placement offering, the Company sold 142,000 shares of common stock at an average price of \$3.50 per share resulting in gross proceeds of \$497,000 net of offering costs of \$61,460 during the year ended March 31, 2006.

During fiscal 2006, the Company issued 71,592 shares of common stock resulting from cashless exercises of 82,134 warrants converted using an average market price of approximately \$5.80 per share resulting in 10,621 warrants used for the cashless conversion.

During fiscal 2006, the Company issued 159,999 shares of common stock resulting from exercises of warrants at an average exercise price of \$0.34 per share resulting in proceeds of \$55,000.

NOTE 10 - STOCK OPTIONS AND WARRANTS

Effective October 1, 2002, the Company adopted the 2002 Stock Option Plan (the "2002 Plan"). The stockholders of the Company approved the 2002 Plan on October 1, 2002. Under the 2002 Plan, incentive stock options and nonqualified options may be granted to officers, employees and consultants of the Company for the purchase of up to 5,000,000 shares of the Company's common stock. The exercise price per share under the incentive stock option plan shall not be less than 100% of the fair market value per share on the date of grant. The exercise price per share under the non-qualified stock option plan shall not be less than 85% of the fair market value per share on the date of grant. Expiration dates for the grants may not exceed 10 years from the date of grant. The 2002 Plan terminates on October 1, 2012.

No incentive stock options or non-qualified stock options were granted during the years ended March 31, 2007 and March 31, 2006. All options granted have an exercise price equal to the fair market value at the date of grant, vest upon grant or agreed upon vesting schedules and expire five years from the date of grant. Therefore, there was no compensation expense recognized for options issued to employees during 2006. Pursuant to SFAS No. 123, total compensation expense recognized for options issued to consultants in prior years was \$222,761 (including a \$133,759 charge related to the modification of the option's expiration dates) and \$61,560 during 2007 and 2006, respectively. As of March 31, 2007 and 2006, there were 2,488,613 and 2,488,613 options outstanding, respectively, at an average exercise price of \$0.45 per share under the 2002 Plan. There were no stock options granted subsequent to March 31, 2007. The Company had 2,511,387 options available for grant under the 2002 Plan at March 31, 2007.

CRYOPORT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For The Years Ended March 31, 2007 and 2006

NOTE 10 -STOCK OPTIONS AND WARRANTS, continued

From time to time, the Company issues warrants pursuant to various consulting agreements and other compensatory arrangements. During 2007 and 2006 the Company did not issue any warrants as the result of any third party service provider agreements.

During fiscal 2007, the Company issued a total of 1,258,750 warrants to various board members, advisory board members, employees, and ongoing consultants to purchase shares of the Company's common stock. The weighted average exercise price of these warrants is \$0.76. The exercise prices of these warrants are equal to the fair values of the Company's shares as of the dates of each grant. The Company has determined the aggregate fair value of the issued warrants, based on the Black-Scholes pricing model, to be approximately \$955,007 as of the dates of each grant. The assumptions used under the Black-Scholes pricing model included: a risk free rate ranging from 4.75% to 4.82%; volatility ranging from 233% to 282%; an expected exercise term of 5 years; and no annual dividend rate. The fair market value of the warrants has been recorded as consulting and compensation expense and is included in selling, general and administrative expenses for the year ended March 31, 2007.

Certain warrants issued in conjunction with fundraising activities contain a cashless exercise provision. Under the provision, the holder of the warrant surrenders those warrants whose fair market value is sufficient to affect the exercise of the entire warrant quantity. The warrant holder then is issued shares based on the remaining net warrant and no proceeds are obtained by the Company. The surrendered warrants are cancelled by the Company in connection with this transaction.

F-27

CRYOPORT, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****For The Years Ended March 31, 2007 and 2006****NOTE 10 -STOCK OPTIONS AND WARRANTS, continued**

The following represents a summary of all stock option and warrant activity for the years ended March 31, 2007 and 2006:

	2007	Weighted Average Exercise Price	2006	Weighted Average Exercise Price
	Options and Warrants		Options and Warrants	
Outstanding, beginning of year	3,632,737	\$ 0.57	4,341,245	\$ 0.57
Issued	1,258,950	0.76	-	-
Exercised	(8,333)	0.30	(242,133)	0.10
Expired/forfeited	(363,333)	1.16	(466,375)	0.08
Outstanding and exercisable, end of year	4,520,021	\$ 0.58	3,632,737	\$ 0.57
Weighted average exercise price of warrants granted		\$ 0.76		\$ -

The following table summarizes information about stock options and warrants outstanding and exercisable at March 31, 2007:

Exercise Price	Number of Options and Warrants Outstanding and Exercisable	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price
\$0.80 - \$1.00	1,240,501	7.5	\$ 0.98
\$0.50 - \$0.75	2,223,707	5.4	\$ 0.56
\$0.04 - \$0.30	1,055,813	8.3	\$ 0.13
	4,520,021		

CRYOPORT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For The Years Ended March 31, 2007 and 2006

NOTE 12 - RELATED PARTY TRANSACTIONS

In August 2006, Peter Berry, the Company's Chief Executive Officer, agreed to convert his deferred salaries to a long term note payable. Under the terms of this note, monthly payments of \$3,000 will be made to Mr. Berry beginning in January 2007. In January 2008, these payments will increase to \$6,000 and remain at that amount until the loan is fully paid in December 2010. During the year ended March 31, 2007, note payments totaling \$9,000 had been made to Mr. Berry pursuant to this note. Interest of 6% per annum on the outstanding principal balance of the note will begin to accrue January 1, 2008 and will be paid on a monthly basis along with the monthly principal payment beginning in January 2008. As of March 31, 2007, the total amount of deferred salaries under this arrangement was \$242,950 and is recorded as a note payable in the accompanying consolidated balance sheet (see Note 8).

In June 2005, the Company retained the legal services of Gary C. Cannon, Attorney at Law, for a monthly retainer fee of \$6,500. At that same time, Mr. Cannon also became the Company's Secretary and a member of the Company's Board of Directors. The total amount paid to Mr. Cannon for retainer fees and out-of-pocket expenses for the years ended March 31, 2007 and 2006 were \$78,500 and \$64,624, respectively. In August 2006, Mr. Cannon was granted 103,400 warrants with an exercise price of \$1.00 per share which equaled the fair value of the Company's shares on the grant date. In January 2007, Mr. Cannon was granted 51,400 warrants with an exercise price of \$0.28 per share which equaled the fair value of Company's shares as of the grant date.

On October 13, 2006, various shareholders advanced the Company short term, zero interest loans ranging from \$2,700 to \$5,000 each, totaling \$12,700. In December 2006 and January 2007, these loans were paid in full and have no outstanding balances as of March 31, 2007.

As of March 31, 2007 the Company had aggregate principal balances of \$1,339,500 in outstanding unsecured indebtedness owed to five related parties including four former board of directors representing working capital advances made to the Company from February 2001 through March 2005. These notes bear interest at the rate of 6% per annum and provide for total monthly principal payments beginning April 1, 2006 of \$2,500, which increase by \$2,500 every six months to a maximum of \$10,000. Any remaining unpaid principal and accrued interest is due at maturity on various dates through March 1, 2015. Related party interest expense under these notes was \$85,595 and \$79,179 for the years ended March 31, 2007 and 2006, respectively. Accrued interest, which is included in notes payable in the accompanying balance sheet, related to these notes amounted to \$404,341 and \$318,746 as of March 31, 2007 and 2006, respectively. Subsequent to year end the Company failed to make the required payments under the notes. However, pursuant to the note agreements, the Company has a 120 grace period to pay missed payments before the notes enter default. Management expects to pay all payments due prior to the expiration of the 120 day grace period. No new borrowings have been made by the Company from these related parties as of June 29, 2007.

CRYOPORT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For The Years Ended March 31, 2007 and 2006

NOTE 13 - SUBSEQUENT EVENTS

In January 2007, the Company entered into an Agency Agreement with a broker to raise funds in a private placement offering of common stock under Regulation D. In connection with this agreement, in April and May 2007, 3,524,584 shares of the Company's common stock were sold to investors at an average price of \$0.19 per share for gross proceeds of \$672,000 to the Company, net of issuance costs of \$74,360.

In May 2007, the Company issued 703,478 shares of common stock pursuant to the terms of convertible debenture agreements. The Company converted \$105,469 of convertible notes with aggregate principal balances of \$98,500 and accrued interest of \$6,969. The interest on the convertible notes was accrued at 15% per annum through the conversion dates. The notes were converted into common stock at a ratio of 6.67 shares for every dollar of debt converted, representing \$0.15 per share.

In April, 2007, the Company issued 350,000 shares of common stock pursuant to the payment terms of a consulting agreement. The shares were valued at \$420,000, based on the underlying fair value of the shares on the date of grant, and have been recorded in prepaid assets to be expensed in selling, general and administrative expenses over the contract period during fiscal 2008.

In June 2007, the Company issued 6,052,000 warrants to investors in connection with recent Regulation D private placement agreements. These warrants were issued with average exercise prices of \$0.33 and expiration dates of 18 months from the original dates of investments.

CRYOPORT, INC.**CONSOLIDATED BALANCE SHEET**

**September 30,
2007
(Unaudited)**

ASSETS

Current assets:

Cash	\$	160,310
Accounts receivable, net		28,520
Inventories		139,245
Prepaid expenses and other current assets		58,195
Total current assets		386,270

Fixed assets, net		157,955
Intangible assets, net		2,362
Other assets, net		50,219
	\$	596,806

LIABILITIES AND STOCKHOLDERS' DEFICIT

Current liabilities:

Accounts payable	\$	306,071
Accrued expenses		105,409
Accrued warranty costs		58,407
Accrued salaries and related		135,387
Short term note payable		54,440
Current portion of related party notes payable		142,500
Current portion of note payable to officer		63,000
Total current liabilities		865,214

Related-party notes payable and accrued interest payable, net of current portion		1,603,618
Note payable to officer, net of current portion		161,950
Total liabilities		2,630,782

Commitments and contingencies

Stockholders' deficit:

Common stock, \$0.001 par value; 100,000,000 shares authorized; 39,825,686 shares issued and outstanding 39,826 Additional paid-in capital		8,665,926
Accumulated deficit		(10,739,728)
Total stockholders' deficit		(2,033,976)
	\$	596,806

See accompanying notes to unaudited consolidated financial statements

CRYOPORT, INC.**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	For The		For The	
	Three Months Ended		Six Months Ended	
	September 30,		September 30,	
	2007	2006	2007	2006
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Net sales	\$ 32,447	\$ 8,214	\$ 37,988	\$ 26,675
Cost of sales	82,709	33,434	151,016	72,774
Gross loss	(50,262)	(25,220)	(113,028)	(46,099)
Operating expenses:				
Selling, general and administrative expenses	536,449	1,039,260	1,131,004	1,242,567
Research and development expenses	21,713	19,950	50,300	39,059
Total operating expenses	558,162	1,059,210	1,181,304	1,281,626
Loss from operations	(608,424)	(1,084,430)	(1,294,332)	(1,327,725)
Interest expense	(20,646)	(25,387)	(78,646)	(51,663)
Loss before income taxes	(629,070)	(1,109,817)	(1,372,978)	(1,379,388)
Income taxes	-	800	1,600	800
Net loss	\$ (629,070)	\$ (1,110,617)	\$ (1,374,578)	\$ (1,380,188)
Net loss available to common stockholders per common share:				
Basic and diluted loss per common share	\$ (0.02)	\$ (0.04)	\$ (0.04)	\$ (0.05)
Basic and diluted weighted average common shares outstanding	39,721,581	30,239,599	38,807,022	30,152,616

See accompanying notes to unaudited consolidated financial statements

CRYOPORT, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	For The Six Months Ended September 30,	
	2007 (Unaudited)	2006 (Unaudited)
Cash flows from operating activities:		
Net loss	\$ (1,374,578)	\$ (1,380,188)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	12,430	14,053
Bad debt recovery	(1,800)	(7,256)
Amortization of deferred financing costs	4,699	-
Amortization of debt discount	29,638	-
Stock issued to consultants	382,500	-
Estimated fair value of stock options issued to consultants, employees and directors	286,084	910,331
Changes in operating assets and liabilities:		
Accounts receivable	(16,548)	25,187
Inventories	6,763	15,136
Prepaid expenses and other current assets	(42,875)	-
Other assets	(36,593)	-
Accounts payable	(611)	77,983
Accrued expenses	8,182	(14,716)
Accrued warranty costs	3,000	(1,377)
Accrued salaries and related	(34,150)	51,233
Accrued interest	42,562	51,664
Net cash used in operating activities	(731,297)	(257,951)
Cash flows used in investing activities:		
Purchases of fixed assets	(119,651)	-
Cash flows from financing activities:		
Proceeds from borrowings under notes payable	-	80,000
Repayment of short term notes payable	(5,000)	-
Repayment of related party notes payable	(37,500)	(7,500)
Repayment of note payable to officer	(18,000)	-
Proceeds from issuance of common stock, net	699,866	191,290
Proceeds from exercise of options and warrants	107,500	-
Net cash provided by financing activities	746,866	263,790
Net change in cash	(104,082)	5,839
Cash, beginning of period	264,392	4,723
Cash, end of period	\$ 160,310	\$ 10,562

CRYOPORT, INC.**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	For The Six Months Ended September 30,	
	2007 (Unaudited)	2006 (Unaudited)
Supplemental disclosure of non- cash activities:		
Cash paid during the period for:		
Interest	\$ -	\$ -
Income taxes	\$ 1,600	\$ 800
Supplemental disclosure of non-cash activities:		
Conversion of debt and accrued interest to common stock	\$ 128,857	\$ -
Value of warrants issued to lessor	\$ 15,486	\$ -
Purchase of fixed assets with warrants	\$ 10,000	\$ -
Conversion of accrued salaries to note payable	\$ -	\$ 242,388

F-34

CRYOPORT, INC.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**

For The Three and Six Months Ended September 30, 2007 and 2006

NOTE 1 - MANAGEMENT'S REPRESENTATION

The accompanying unaudited consolidated financial statements have been prepared by CryoPort, Inc. (the "Company") in accordance with accounting principles generally accepted in the United States of America for interim financial information, and pursuant to the instructions to Form 10-QSB and Article 10 of Regulation S-X promulgated by the Securities and Exchange Commission. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statement presentation. However, the Company believes that the disclosures are adequate to make the information presented not misleading. In the opinion of management, all adjustments (consisting primarily of normal recurring accruals) considered necessary for a fair presentation have been included.

Operating results for the six months ended September 30, 2007 are not necessarily indicative of the results that may be expected for the year ending March 31, 2008. It is suggested that the unaudited consolidated financial statements be read in conjunction with the audited consolidated financial statements and related notes thereto included in the Company's Form 10-KSB for the fiscal year ended March 31, 2007.

NOTE 2 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

CryoPort, Inc. (the "Company") was originally incorporated under the name G.T.5-Limited ("GT5") on May 25, 1990 as a Nevada Corporation. The Company was engaged in the business of designing and building exotic body styles for automobiles compatible with the vehicle's existing chassis.

On March 15, 2005, the Company entered into a Share Exchange Agreement (the "Agreement") with CryoPort Systems, Inc. ("CryoPort Systems"), a California corporation, and its stockholders whereby the Company acquired all of the issued and outstanding shares of CryoPort Systems in exchange for 24,108,105 shares of its common stock (which represented approximately 81% of the total issued and outstanding shares of common stock following the close of the transaction). CryoPort Systems was originally formed in 1999 as a California limited liability company and was reorganized into a California corporation on December 11, 2000. CryoPort Systems was founded to capitalize on servicing the transportation needs of the growing global "biotechnology revolution." Effective March 16, 2005, the Company changed its name to CryoPort, Inc. The transaction has been recorded as a reverse acquisition.

CRYOPORT, INC.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**

For The Three and Six Months Ended September 30, 2007 and 2006

NOTE 2 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

The principal focus of the Company is to market its newly developed CryoPort Express® One-Way Shipper System, a line of rent-and-return dry cryogenic shippers, for the transport of biological materials. These materials include live cell pharmaceutical products; e.g., cancer vaccines, diagnostic materials, reproductive tissues, infectious substances and other items that require continuous exposure to cryogenic temperature (less than -150 ° C). The Company currently manufactures a line of reusable cryogenic dry shippers. These primarily have served as vehicles for the development of the cryogenic technology, supporting the product development of the CryoPort Express® One-Way Shipper System, but also are essential components of the infrastructure that supports testing and research activities of the pharmaceutical and biotechnology industries. The Company's mission is to provide cost effective packaging systems for biological materials requiring, or benefiting from, a cryogenic temperature environment over an extended period of time.

Going Concern

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. The Company has not generated significant revenues from operations and has no assurance of any future revenues. The Company incurred a net loss of \$1,374,578 during the six month period ended September 30, 2007 and had a cash balance of \$160,310 at September 30, 2007. In addition, at September 30, 2007, the Company's stockholders' deficit was \$2,033,976 and the Company had negative working capital of \$478,944. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern.

The Company's management recognizes that the Company must obtain additional capital for the eventual achievement of sustained profitable operations. On October 1, 2007, the Company issued to a number of accredited investors Original Issue Discount 8% Senior Secured Convertible Debentures (the "Debentures") having a combined principal face amount of \$4,707,705 and generating gross proceeds of \$4,001,551. After accounting for commissions and legal and other fees, the net proceeds to the Company totaled \$3,436,551 (see Note 8). Management projects that these proceeds will allow the launch of the Company's new CryoPort Express® One-Way Shipper and provide the Company with the ability to continue as a going concern.

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. The acquisition of CryoPort Systems by the Company has been accounted for as a reverse acquisition, whereby the assets and liabilities of CryoPort Systems are reported at their historical cost. The Company had no assets or operations at the date of acquisition. The reverse acquisition resulted in a change in reporting entity for accounting and reporting purposes. Accordingly, the accompanying consolidated financial statements have been retroactively restated for all periods presented to report the historical financial position, results of operations and cash flows of CryoPort Systems. Since the Company's stockholders retained 5,600,000 shares of common stock in connection with the reverse acquisition, such shares have been reflected as if they were issued to the Company on the date of acquisition for no consideration as part of a corporate reorganization.

F-36

CRYOPORT, INC.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**

For The Three and Six Months Ended September 30, 2007 and 2006

NOTE 2 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Principles of Consolidation

The consolidated financial statements include the accounts of CryoPort, Inc. and its wholly owned subsidiary, CryoPort Systems, Inc. All intercompany accounts and transactions have been eliminated.

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from estimated amounts. The Company's significant estimates include allowances for doubtful accounts and sales returns, recoverability of long-lived assets, allowances for inventory obsolescence, accrued warranty costs, deferred tax assets and their accompanying valuations, product liability reserves and the valuations of common stock shares and warrants and stock options for the purchase of common stock shares issued for employee compensation or for products and services.

Concentrations of Credit Risk

Cash

The Company maintains its cash accounts in financial institutions. Accounts at these institutions are insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$100,000. At September 30, 2007 the Company had \$134,737 of cash balances which were in excess of the FDIC insurance limit. The Company performs ongoing evaluations of these institutions to limit its concentration risk exposure.

CRYOPORT, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)****For The Three and Six Months Ended September 30, 2007 and 2006****NOTE 2 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued***Customers*

The Company grants credit to customers within the United States of America and to a limited number of international customers, and does not require collateral. Sales to other international customers are secured by advance payments, letters of credit, or cash against documents. The Company's ability to collect receivables is affected by economic fluctuations in the geographic areas and industries served by the Company. Reserves for uncollectible amounts, totaling approximately \$5,300 as of September 30, 2007, are provided based on past experience and a specific analysis of the accounts which management believes are sufficient. Although the Company expects to collect amounts due, actual collections may differ from the estimated amounts.

The Company has foreign sales primarily in Europe, Latin America, Asia and Canada. Foreign sales are primarily under exclusive distribution agreements with international distributors. During the six-month periods ended September 30, 2007 and 2006, the Company had foreign sales of approximately \$2,000 and \$11,000, respectively, which constituted approximately 6% and 42%, respectively, of net sales.

The majority of the Company's customers are in the bio-tech, bio-pharmaceutical and animal breeding industries. Consequently, there is a concentration of receivables within these industries, which is subject to normal credit risk.

Fair Value of Financial Instruments

The Company's consolidated financial instruments consist of cash, accounts receivable, related-party notes payable, accounts payable, accrued expenses and a note payable to a third party. The carrying value for all such instruments, except the related party notes payable, approximates fair value at September 30, 2007. The difference between the fair value and recorded values of the related party notes payable is not significant.

Inventories

Inventories are stated at the lower of standard cost or current estimated market value. Cost is determined using the first-in, first-out method. The Company periodically reviews its inventories and records a provision for excess and obsolete inventories based primarily on the Company's estimated forecast of product demand and production requirements. Once established, write-downs of inventories are considered permanent adjustments to the cost basis of the obsolete or excess inventories. Work in process and finished goods include material, labor and applied overhead. Inventories at September 30, 2007 consist of the following:

Raw materials	\$ 39,005
Work in process	57,859
Finished goods	42,381
	\$ 139,245

CRYOPORT, INC.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**

For The Three and Six Months Ended September 30, 2007 and 2006

NOTE 2 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Fixed Assets

Depreciation and amortization of fixed assets are provided using the straight-line method over the following useful lives:

Furniture and fixtures	7 years
Machinery and equipment	5-7 years
Leasehold improvements	Lesser of lease term or estimated useful life

Betterments, renewals and extraordinary repairs that extend the lives of the assets are capitalized; other repairs and maintenance charges are expensed as incurred. The cost and related accumulated depreciation applicable to assets retired are removed from the accounts, and the gain or loss on disposition is recognized in current operations.

Intangible Assets

Patents and trademarks are amortized, using the straight-line method, over their estimated useful life of five years.

Long-Lived Assets

The Company's management assesses the recoverability of its long-lived assets upon the occurrence of a triggering event by determining whether the depreciation and amortization of long-lived assets over their remaining lives can be recovered through projected undiscounted future cash flows. The amount of long-lived asset impairment, if any, is measured based on fair value and is charged to operations in the period in which long-lived asset impairment is determined by management. At September 30, 2007, the Company's management believes there is no impairment of its long-lived assets. There can be no assurance however, that market conditions will not change or demand for the Company's products will continue, which could result in impairment of its long-lived assets in the future.

CRYOPORT, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)****For The Three and Six Months Ended September 30, 2007 and 2006****NOTE 2 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued**Accrued Warranty Costs

Estimated costs of the standard warranty, included with products at no additional cost to the customer for a period up to one year, are recorded as accrued warranty costs at the time of product sale. Costs related to servicing the extended warranty plan are expensed as incurred.

The following represents the activity in the warranty accrual account during the six month periods ended September 30:

	2007	2006
Beginning warranty accrual	\$ 55,407	\$ 59,532
Increase in accrual (charged to cost of sales)	4,125	1,623
Charges to accrual (product replacements)	(1,125)	(3,000)
Ending warranty accrual	\$ 58,407	\$ 58,155

Revenue Recognition

Revenue is recognized in accordance with Staff Accounting Bulletin (“SAB”) No. 101, *Revenue Recognition in Financial Statements*, as revised by SAB No. 104. The Company recognizes revenue when products are shipped to a customer and the risks and rewards of ownership and title have passed based on the terms of the sale. The Company records a provision for sales returns and claims based upon historical experience. Actual returns and claims in any future period may differ from the Company’s estimates.

Accounting for Shipping and Handling Revenue, Fees and Costs

The Company classifies amounts billed for shipping and handling as revenue in accordance with Emerging Issues Task Force (“EITF”) Issue No. 00-10, *Accounting for Shipping and Handling Fees and Costs*. Shipping and handling fees and costs are included in cost of sales.

CRYOPORT, INC.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**

For The Three and Six Months Ended September 30, 2007 and 2006

NOTE 2 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Advertising Costs

The Company expenses the cost of advertising when incurred as a component of selling, general and administrative expenses. During the six-month periods ended September 30, 2007 and 2006, the Company expensed approximately \$9,000 and \$1,000, respectively, in advertising costs.

Research and Development Expenses

The company expenses internal research and development costs as incurred. Third-party research and development costs are expensed when the contracted work has been performed.

Stock-Based Compensation

The Company accounts for equity issuances to employees and directors in accordance to Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment*, (“SFAS 123(R)”) which establishes standards for the accounting of transactions in which an entity exchanges its equity instruments for goods or services, primarily focusing on accounting for transactions where an entity obtains employee services in share-based payment transactions. SFAS 123(R) requires a public entity to measure the cost of employee services received in exchange for an award of equity instruments, including stock options, based on the grant-date fair value of the award and to recognize it as compensation expense over the period the employee is required to provide service in exchange for the award, usually the vesting period.

As stock-based compensation expense recognized in the consolidated statements of operations for the three and six-month periods ended September 30, 2007 and 2006 is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures, if any. SFAS 123(R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The estimated average forfeiture rate for the three and six-month periods ended September 30, 2007 and 2006 was zero as the Company has not had a significant history of forfeitures and does not expect forfeitures in the future.

CRYOPORT, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)****For The Three and Six Months Ended September 30, 2007 and 2006****NOTE 2 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued*****Plan Description***

The Company's stock option plan provides for grants of incentive stock options and nonqualified options to employees, directors and consultants of the Company to purchase the Company's shares at the fair value, as determined by management and the board of directors, of such shares on the grant date. The options generally vest over a five-year period beginning on the grant date and have a ten-year term. As of September 30, 2007, the Company is authorized to issue up to 5,000,000 shares under this plan and has 2,511,387 shares available for future issuances.

Summary of Assumptions and Activity

The fair value of stock-based awards to employees and directors is calculated using the Black-Scholes option pricing model, even though this model was developed to estimate the fair value of freely tradable, fully transferable options without vesting restrictions, which differ significantly from the Company's stock options. The Black-Scholes model also requires subjective assumptions, including future stock price volatility and expected time to exercise, which greatly affect the calculated values. The expected term of options granted is derived from historical data on employee exercises and post-vesting employment termination behavior. The risk-free rate selected to value any particular grant is based on the U.S Treasury rate that corresponds to the pricing term of the grant effective as of the date of the grant. The expected volatility is based on the historical volatility of the Company's stock price. These factors could change in the future, affecting the determination of stock-based compensation expense in future periods.

	September 30, 2007	September 30, 2006
Stock options and warrants:		
Expected term	5 years	5 years
Expected volatility	293%	233%
Risk-free interest rate	4.75%	4.82%
Expected dividends	-	-

CRYOPORT, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)****For The Three and Six Months Ended September 30, 2007 and 2006****NOTE 2 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued**

A summary of employee and director options and warrant activity for the six-month period ended September 30, 2007 is presented below:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Yrs.)	Aggregate Intrinsic Value
Outstanding at March 31, 2007	3,747,563	\$ 0.59	7.46	
Granted	266,000	\$ 0.75		
Exercised	50,000	\$ 1.00		
Forfeited	-	\$ -		
Outstanding and exercisable at September 30, 2007	3,963,563	\$ 0.57	7.18	\$ 2,353,450

On August 3, 2006, the Company issued a total of 846,750 warrants to purchase shares of the Company's common stock to various employees and directors. The Company has determined the fair value of the issued warrants, based on the Black-Scholes pricing model, to be approximately \$839,755 as of the date of grant. The assumptions used under the Black-Scholes pricing model included: a risk free rate of 4.82%; volatility of 233%; an expected exercise term of 5 years; and no annual dividend rate. The fair market value of the employee and director warrants has been recorded as consulting and compensation expense and is included in selling, general and administrative expenses for the three and six months ended September 30, 2006.

On August 27, 2007, the Company issued a total of 266,000 warrants to purchase shares of the Company's common stock to various employees and directors. These warrants have an average exercise price of \$0.75 per share equal to the market value of the Company's common stock on the date of issuance, and have expiration dates that range from two to ten years. The Company has determined the fair value of the issued warrants, based on the Black-Scholes pricing model, to be \$199,314 as of the date of grant. The assumptions used under the Black-Scholes pricing model included: a risk free rate of 4.75%; volatility of 293%; an expected exercise term of 5 years; and no annual dividend rate. The fair market value of the employee and director warrants has been recorded as consulting and compensation expense and is included in selling, general and administrative expenses for the three and six months ended September 30, 2007.

There were no vesting of prior warrants or stock options issued to employees and directors during the six months ended September 30, 2007. During the six months ended September 30, 2006, in connection with the vesting of prior options issued, the Company recorded total charges of \$70,576 in accordance with the provisions of SFAS 123(R), which have been included in selling, general and administrative expenses in the accompanying consolidated statements of operations. No employee or director warrants or stock options expired during the six months ended September 30, 2007 and 2006. The Company issues new shares from its authorized shares upon exercise of warrants

or options.

F-43

CRYOPORT, INC.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**

For The Three and Six Months Ended September 30, 2007 and 2006

NOTE 2 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

As of March 31, 2007, all previously issued stock options and warrants were fully vested. Therefore, as of September 30, 2007 there were no unvested stock options or warrants and no unrecognized compensation cost related to employee and director stock based compensation arrangements. The total fair value of shares vested during the six months ended September 30, 2007 and 2006 was \$0 and \$70,576, respectively.

Issuance of Stock for Non-Cash Consideration

All issuances of the Company's stock for non-cash consideration have been assigned a per share amount equaling either the market value of the shares issued or the value of consideration received, whichever is more readily determinable. The majority of the non-cash consideration received pertains to services rendered by consultants and others and has been valued at the market value of the shares on the dates issued. In certain instances, the Company has discounted the values assigned to the issued shares for illiquidity and/or restrictions on resale.

The Company's accounting policy for equity instruments issued to consultants and vendors in exchange for goods and services follows the provisions of EITF 96-18, *Accounting for Equity Instruments That are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services* and EITF 00-18, *Accounting Recognition for Certain Transactions Involving Equity Instruments Granted to Other Than Employees*. The measurement date for the fair value of the equity instruments issued is determined at the earlier of (i) the date at which a commitment for performance by the consultant or vendor is reached or (ii) the date at which the consultant or vendor's performance is complete. In the case of equity instruments issued to consultants, the fair value of the equity instrument is recognized over the term of the consulting agreement. In accordance with EITF 00-18, an asset acquired in exchange for the issuance of fully vested, nonforfeitable equity instruments should not be presented or classified as an offset to equity on the grantor's balance sheet once the equity instrument is granted for accounting purposes. Accordingly, the Company records the fair value of the fully vested non-forfeitable common stock issued for future consulting services as prepaid services in its consolidated balance sheet.

CRYOPORT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

For The Three and Six Months Ended September 30, 2007 and 2006

NOTE 2 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Income Taxes

The Company accounts for income taxes in accordance with SFAS No. 109, *Accounting for Income Taxes*. Under the asset and liability method of SFAS No. 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under SFAS No. 109, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. The Company is a subchapter "C" corporation and files a federal income tax return. The Company files separate state income tax returns for California and Nevada.

Basic and Diluted Loss Per Share

The Company has adopted SFAS No. 128, *Earnings Per Share* (see Note 6).

Basic loss per common share is computed based on the weighted average number of shares outstanding during the period. Diluted loss per share is computed by dividing net loss by the weighted average shares outstanding assuming all dilutive potential common shares were issued. Basic and diluted loss per share are the same as the effect of stock options and warrants on loss per share are anti-dilutive and thus not included in the diluted loss per share calculation. The impact under the treasury stock method of dilutive stock options and warrants and the if-converted method of convertible debt would have resulted in weighted average common shares outstanding of 44,177,869 as for the period ended September 30, 2007 and 32,821,475 for the period ended September 30, 2006.

Convertible Debentures

If the conversion feature of conventional convertible debt provides for a rate of conversion that is below market value, this feature is characterized as a beneficial conversion feature ("BCF"). A BCF is recorded by the Company as a debt discount pursuant to EITF Issue No. 98-5, *Accounting for Convertible Securities with Beneficial Conversion Features or Contingency Adjustable Conversion Ratio*, ("EITF 98-05") and EITF Issue No. 00-27, *Application of EITF Issue No. 98-5 to Certain Convertible Instruments* ("EITF 00-27"). In those circumstances, the convertible debt will be recorded net of the discount related to the BCF. The Company amortizes the discount to interest expense over the life of the debt using the effective interest method (see Note 4).

CRYOPORT, INC.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**

For The Three and Six Months Ended September 30, 2007 and 2006

NOTE 2 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Recent Accounting Pronouncements

The Financial Accounting Standards Board (“FASB”) has issued SFAS No. 157, *Fair Value Measurements*. This new standard provides guidance for using fair value to measure assets and liabilities. Under SFAS No. 157, fair value refers to the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the market in which the reporting entity transacts. In this standard, the FASB clarifies the principle that fair value should be based on the assumptions market participants would use when pricing the asset or liability. In support of this principle, SFAS No. 157 establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. The fair value hierarchy gives the highest priority to quoted prices in active markets and the lowest priority to unobservable data, for example, the reporting entity’s own data. Under the standard, fair value measurements would be separately disclosed by level within the fair value hierarchy. The provisions of SFAS No. 157 are effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. Earlier application is encouraged, provided that the reporting entity has not yet issued financial statements for that fiscal year, including any financial statements for an interim period within that fiscal year. The adoption of this pronouncement is not expected to have material effect on the Company’s consolidated financial statements.

CRYOPORT, INC.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**

For The Three and Six Months Ended September 30, 2007 and 2006

NOTE 2 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

In July 2006, the FASB issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109* ("FIN 48"). FIN 48 clarifies the accounting for uncertainty in income taxes by prescribing the recognition threshold a tax position is required to meet before being recognized in the financial statements. It also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The Company adopted FIN 48 is effective on April 1, 2007. The adoption of FIN 48 has not had a material impact on the Company's consolidated results of operations and financial condition.

On February 15, 2007, the FASB issued FASB Statement No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities - Including an Amendment of FASB Statement No. 115*. SFAS No. 159 permits an entity to choose to measure many financial instruments and certain other items at fair value. This option is available to all entities, including not-for-profit organizations. Most of the provisions in SFAS No. 159 are elective; however, the amendment to FASB Statement No. 115, *Accounting for Certain Investments in Debt and Equity Securities*, applies to all entities with available-for-sale and trading securities. Some requirements apply differently to entities that do not report net income. The fair value option established by SFAS No. 159 permits all entities to choose to measure eligible items at fair value at specified election dates. A business entity will report unrealized gains and losses on items for which the fair value option has been elected in earnings (or another performance indicator if the business entity does not report earnings) at each subsequent reporting date. SFAS No. 159 is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. Early adoption is permitted as of the beginning of the previous fiscal year provided that the entity makes that choice in the first 120 days of that fiscal year and also elects to apply the provisions of SFAS No. 157, *Fair Value Measurements*. The adoption of this pronouncement is not expected to have material effect on the Company's consolidated financial statements .

F-47

CRYOPORT, INC.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**

For The Three and Six Months Ended September 30, 2007 and 2006

NOTE 3 - COMMITMENTS AND CONTINGENCIES

Commitments

On July 2, 2007, the Company entered into a new lease agreement with Viking Investors - Barents Sea, LLC for a building with approximately 11,881 square feet of manufacturing and office space located at 20382 Barents Sea Circle, Lake Forest, CA, 92630. The lease agreement is for a period of two years with renewal options for three, one-year periods, beginning September 1, 2007. The lease requires lease payments of approximately \$15,000 per month. In connection with the lease agreement, the Company issued 10,000 warrants to the lessor at an exercise price of \$1.55 per share for a period of two years, valued at \$15,486 as calculated using the Black Scholes option pricing model. The assumptions used under the Black-Scholes pricing model included: a risk free rate of 4.75%; volatility of 293%; an expected exercise term of 5 years; and no annual dividend rate. The Company amortizes the value of the warrants over the life of the lease and the remaining unamortized value of the warrants has been recorded in other long-term assets. As of September 30, 2007, the unamortized balance of the value of the warrants issued to the lessor was \$13,626.

Litigation

The Company becomes a party to product litigation in the normal course of business. The Company accrues for open claims based on its historical experience and available insurance coverage. In the opinion of management, there are no legal matters involving the Company that would have a material adverse effect upon the Company's condition or results of operations.

Indemnities and Guarantees

The Company has made certain indemnities and guarantees, under which it may be required to make payments to a guaranteed or indemnified party, in relation to certain actions or transactions. The Company indemnifies its directors, officers, employees and agents, as permitted under the laws of the States of California and Nevada. In connection with its facility lease, the Company has indemnified its lessor for certain claims arising from the use of the facility. The Company has indemnified the merger candidate for certain claims arising from the failure of the Company to perform any of its representation or obligations under the agreements. The duration of the guarantees and indemnities varies, and is generally tied to the life of the agreement. These guarantees and indemnities do not provide for any limitation of the maximum potential future payments the Company could be obligated to make. Historically, the Company has not been obligated nor incurred any payments for these obligations and, therefore, no liabilities have been recorded for these indemnities and guarantees in the accompanying consolidated balance sheet.

CRYOPORT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

For The Three and Six Months Ended September 30, 2007 and 2006

NOTE 4 - NOTES PAYABLE

As of September 30, 2007, the Company had aggregate principal balances of \$1,302,000 in outstanding unsecured indebtedness owed to five related parties, including four former members of the board of directors, representing working capital advances made to the Company from February 2001 through March 2005. These notes bear interest at the rate of 6% per annum and provide for aggregate monthly principal payments which began April 1, 2006 of \$2,500, and which increase by an aggregate of \$2,500 every six months to a maximum of \$10,000 per month. As of September 30, 2007, the aggregate principal payments totaled \$7,500 and are scheduled to increase to an aggregate of \$10,000 per month beginning January 2008. Any remaining unpaid principal and accrued interest is due at maturity on various dates through March 1, 2015.

Related-party interest expense under these notes was \$39,777 and \$44,954 for the six months ended September 30, 2007 and 2006, respectively. Accrued interest, which is included in notes payable in the accompanying consolidated balance sheet, related to these notes amounted to \$444,118 as of September 30, 2007. As of September 30, 2007, the Company had not made the required payments under the related-party notes which were due on July 1, August 1, and September 1, 2007. However, pursuant to the note agreements, the Company has a 120-day grace period to pay missed payments before the notes are in default. On October 31, 2007, the Company paid the July 1 note payments due on these related-party notes. Management expects to continue to pay all payments due prior to the expiration of the 120-day grace periods.

In October 2006, the Company entered into an Agency Agreement with a broker to raise capital in a private placement offering of convertible debentures under Regulation D. From February 2006 through January 2007, the Company received a total of \$120,000 under this private placement offering of convertible debenture debt. Related to the issuance of the convertible debentures, the Company paid commissions to the broker totaling \$15,600, which were capitalized as deferred financing costs. During the six months ended September 30, 2007, the Company amortized \$4,699 of deferred financing costs to interest expense.

Per the terms of the convertible debenture agreements, the notes had a term of 180 days from issuance and were redeemable by the Company with two days notice. The notes bore interest at 15% per annum and were convertible into shares of the Company's common stock at a ratio of 6.67 shares for every dollar of debt converted. The proceeds of the convertible notes were used in the ongoing operations of the Company. During the six months ended September 30, 2007, the Company converted the full \$120,000 of principal balances and \$8,857 of accrued interest relating to these convertible debentures into 859,697 shares of common stock at a conversion price of \$0.15 per share. As of September 30, 2007, the remaining balance of the convertible debenture notes and accrued interest was zero. During the six months ended September 30, 2007, the Company recorded interest expense of \$2,784 related to these notes.

CRYOPORT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

For The Three and Six Months Ended September 30, 2007 and 2006

NOTE 4 - NOTES PAYABLE, continued

In connection with the issuance of the convertible debt, the Company recorded a debt discount totaling \$106,167 related to the beneficial conversion feature of the notes. The Company amortized the debt discount using the effective interest method through the maturity dates of the notes. As of September 30, 2007, the remaining balance of the debt discount was zero. During the six months ended September 30, 2007, the Company recorded interest expense of \$29,638 related to the amortization of the debt discount.

In August 2006, Peter Berry, the Company's Chief Executive Officer, agreed to convert his deferred salaries to a long-term note payable. Under the terms of this note, the Company began to make monthly payments of \$3,000 to Mr. Berry in January 2007. In January 2008, these payments will increase to \$6,000 and remain at that amount until the loan is fully paid in December 2010. Interest of 6% per annum on the outstanding principal balance of the note will begin to accrue on January 1, 2008 and will be paid on a monthly basis along with the monthly principal payment beginning in January 2008. As of September 30, 2007, the total amount of deferred salaries under this arrangement was \$224,950, of which \$161,950 is recorded as a long-term liability in the accompanying consolidated balance sheet.

The Company has a non-interest bearing note payable to a third party for \$77,304, which was due in April 2003. As of September 30, 2007, the remaining unpaid balance was \$54,440. In October 2007 the company agreed to make payments of \$5,000 per month until the note balance is paid in full.

NOTE 5 - EQUITY

During the six months ended September 30, 2007, 156,250 warrants were exercised at an average price of \$0.69 per share for proceeds of \$107,500.

In connection with Agency Agreements with a broker to raise funds in private placement offerings of common stock under Regulation D, during the six months ended September 30, 2007, the Company sold 3,652,710 shares of the Company's common stock to investors at an average price of \$0.22 per share for proceeds of \$699,866 to the Company, net of issuance costs of \$89,635.

In October 2006, the Company entered into an Agency Agreement with a broker to raise capital in a private placement offering of convertible debentures under Regulation D. From February 2006 through January 2007, the Company received a total of \$120,000 under this private placement offering of convertible debenture debt. Per the terms of the convertible debenture agreements, the notes have a term of 180 days from issuance and are redeemable by the Company with two days notice. During the six months ended September 30, 2007, the Company converted the full \$120,000 of principal balances and \$8,857 of accrued interest relating to these convertible debentures into 859,697 common stock shares at a conversion price of \$0.15 per share (see Note 4).

CRYOPORT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

For The Three and Six Months Ended September 30, 2007 and 2006

NOTE 5 - EQUITY, continued

In June 2007, the Company issued a total of 6,052,000 warrants to purchase shares of the Company's common stock at an average price of \$0.35 per share to 68 individual investors in connection with funds raised in private placement offerings. The warrants have exercise periods of 18 months originating from the related investment date. The expiration dates range from December 2007 to October 2008.

In July 2007, the Company issued warrants to purchase a total of 699,438 shares of the Company's common stock at an average exercise price of \$0.29 per share to a broker in connection with funds raised in previous private placement offerings. These warrants have 5 year terms beginning from the dates of the placement offerings and the expiration dates range from March 2011 to March 2012.

In April 2007, the Company issued 375,000 shares of restricted common stock in lieu of fees paid to a consultant. These shares were issued at a value of \$1.02 per share (based on the underlying stock price on the agreement date after a fifteen percent deduction as the shares are restricted) for a total cost of \$382,500 which has been included in selling, general and administrative expenses for the six months ended September 30, 2007.

On July 2, 2007, in connection with the new facility lease agreement, the Company issued 10,000 warrants to the lessor, at an exercise price of \$1.55 per share for a period of two years, valued at \$15,486 as calculated using the Black Scholes option pricing model. The Company amortizes the value of the warrants over the life of the lease and the remaining unamortized value of the warrants has been recorded in other long term assets. As of September 30, 2007, the unamortized balance of the value of the warrants issued to the lessor was \$13,626 and \$1,860 has been included in selling, general and administrative expenses as additional rent expense for the six months ended September 30, 2007.

On July 30, 2007, in connection with the purchase of manufacturing equipment, the Company issued 79,208 warrants to the seller at an exercise price of \$1.01 per share, with a five year term. The Company has determined the fair value of the issued warrants, based on the Black-Scholes pricing model, to be \$79,926 as of the date of grant of which \$10,000 has been recorded as fixed assets as of September 30, 2007 (which approximates the fair market value of the equipment acquired) and \$69,926 has been recorded as consulting and compensation expense and is included in selling, general and administrative expenses for services performed by the seller for the three and six months ended September 30, 2007.

CRYOPORT, INC.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**

For The Three and Six Months Ended September 30, 2007 and 2006

NOTE 5 - EQUITY, continued

On August 21, 2007, in connection with the extension of payment terms of outstanding amounts owed, the Company issued 20,000 warrants to First Capital Investors, LLC, at an exercise price of \$0.75 per share with a term of two years. The Company has determined the fair value of the issued warrants, based on the Black-Scholes pricing model, to be \$14,984 as of the date of grant which has been recorded as consulting and compensation expense and is included in selling, general and administrative expenses for the three and six months ended September 30, 2007.

On August 3, 2006, the Company issued a total of 846,750 warrants to purchase shares of the Company's common stock to various consultants, board members, and employees. The Company has determined the fair value of the issued warrants, based on the Black-Scholes pricing model, to be approximately \$839,755 as of the date of grant. The assumptions used under the Black-Scholes pricing model included: a risk free rate of 4.82%; volatility of 233%; an expected exercise term of 5 years; and no annual dividend rate. The fair market value of the warrants has been recorded as consulting and compensation expense and is included in selling, general and administrative expenses for the three and six months ended September 30, 2006.

On August 27, 2007, the Company issued a total of 266,000 warrants to purchase shares of the Company's common stock to various consultants, board members, and employees. These warrants have an exercise price of \$0.75 per share equal to the market value of the Company's common stock on the date of issuance, and have ten year expiration dates. The Company has determined the fair value of the issued warrants, based on the Black-Scholes pricing model, to be approximately \$199,314 as of the date of grant. The assumptions used under the Black-Scholes pricing model included: a risk free rate of 4.75%; volatility of 293%; an expected exercise term of 5 years; and no annual dividend rate. The fair market value of the warrants has been recorded as consulting and compensation expense and is included in selling, general and administrative expenses for the three and six months ended September 30, 2007.

During the six months ended September 30, 2007 and 2006, compensation expense from the vesting of options issued to employees and non-employees totaled \$0 and \$70,576, respectively, and has been included in selling, general and administrative expenses in the accompanying consolidated statements of operations (see Note 2).

CRYOPORT, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)****For The Three and Six Months Ended September 30, 2007 and 2006****NOTE 6 - LOSS PER SHARE**

The following is a reconciliation of the numerators and denominators of the basic and diluted loss per share computations for the three and six month periods ended September 30:

	For Three Months Ended September 31,		For Nine Months Ended September 31,	
	2007	2006	2007	2006
Numerator for basic and diluted earnings per share:				
Net loss available to common stockholders	\$ (629,070)	\$ (1,110,617)	\$ (1,374,578)	\$ (1,380,188)
Denominator for basic and diluted loss per common share:				
Weighted average common shares outstanding	39,721,581	30,239,599	38,807,022	30,152,616
Net loss per common share available to common stockholders	\$ (0.02)	\$ (0.04)	\$ (0.04)	\$ (0.05)

NOTE 7 - RELATED PARTY TRANSACTIONS

In June 2005, the Company retained the legal services of Gary C. Cannon, Attorney at Law, for a monthly retainer fee of \$6,500. At that same time, Mr. Cannon also became the Company's Secretary and a member of the Company's Board of Directors. The total amount paid to Mr. Cannon for retainer fees and out-of-pocket expenses for the six months ended September 30, 2007 and 2006 was \$39,000 and \$39,000, respectively.

In August 2006, Peter Berry, the Company's Chief Executive Officer, agreed to convert his deferred salaries to a long-term note payable. Under the terms of this note, monthly payments of \$3,000 have been made to Mr. Berry beginning in January 2007. In January 2008, these payments will increase to \$6,000 and remain at that amount until the loan is fully paid in December 2010. Interest of 6% per annum on the outstanding principal balance of the note will begin to accrue on January 1, 2008 and will be paid on a monthly basis along with the monthly principal payment beginning in January 2008. During the six months ended September 30, 2007, \$18,000 was paid to Mr. Berry against the principal balance of this note. As of September 30, 2007, the total amount of deferred salaries under this arrangement was \$224,950, of which \$161,950 is recorded as a long-term liability in the accompanying consolidated balance sheet.

CRYOPORT, INC.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**

For The Three and Six Months Ended September 30, 2007 and 2006

NOTE 8 - SUBSEQUENT EVENTS

In October 2007, the Company issued a total of 40,625 warrants to purchase shares of the Company's common stock at an average price of \$2.50 per share to investors in connection with funds raised in private placement offerings. The warrants have exercise periods of 18 months originating from the related investment date. The expiration date for these warrants is February 28, 2009.

In October 2007, the Company engaged the firm of Carpe DM, Inc. to perform the services as the Company's investor relations and public relations representative for a monthly fee of \$7,500 per month. Pursuant to the terms of this consulting agreement, the Company issued 250,000 warrants to purchase shares of the Company's common stock with a term of 30 months and exercise price of \$1.50 and the Company agreed to issue Carpe DM 150,000 shares of S-8 registered stock. On November 13, 2007, the Company filed the Form S-8 as required by this agreement with the Securities and Exchange Commission.

On October 16, 2007, a special shareholders' meeting was held in Las Vegas, Nevada for the purpose of holding a shareholder vote on a proposal to amend and restate the Company's Articles of Incorporation. Prior to the meeting and in compliance with Nevada law and the Bylaws of the Company, a Proxy Statement and Proxy were provided to all shareholders of the record date, September 19, 2007. A quorum of shareholders required to hold the meeting were present, appearing either by Proxy or in person. The proposal to Amend and Restate the Company's Articles of Incorporation passed with 88.5% of the votes present or by Proxy cast in favor of the proposal; 9.9% of the votes present or by Proxy cast against the proposal; and 1.6% of the votes present or by Proxy abstained. The Amended and Restated Articles of Incorporation became effective as of October 16, 2007 and can be viewed as Exhibit 5.1 filed with the Company's Form 8-K on October 19, 2007. The Amended and Restated Articles of Incorporation effectively increased the total number of voting common stock authorized to be issued of the Company to 125,000,000 and increased the authorized number of directors to 9.

Recent Financing

On October 1, 2007, the Company issued to a number of accredited investors Original Issue Discount 8% Senior Secured Convertible Debentures (the "Debentures") having a principal face amount of \$4,707,705 and generating gross proceeds of \$4,001,551. After accounting for commissions and legal and other fees, the net proceeds to the Company totaled \$3,436,551.

CRYOPORT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

For The Three and Six Months Ended September 30, 2007 and 2006

NOTE 8 - SUBSEQUENT EVENTS, continued

The entire principal amount under the Debentures is due and payable 30 months after the closing date. Interest payments will be payable in cash quarterly commencing on January 1, 2008. The Company may elect to make interest payments in shares of common stock provided, generally, that it is not in default under the Debentures and there is then in effect a registration statement with respect to the shares issuable upon conversion of the Debentures or in payment of interest due thereunder. If the Company elects to make interest payments in common stock, the conversion rate will be the lesser of (a) the Conversion Price (as defined below), or (b) 85% of the lesser of (i) the average of the volume weighted average price for the ten consecutive trading days ending immediately prior to the applicable date an interest payment is due or (ii) the average of such price for the ten consecutive trading days ending immediately prior to the date the applicable shares are issued and delivered if such delivery is after the interest payment date.

At any time, holders may convert the Debentures into shares of common stock at a fixed conversion price of \$0.84, subject to adjustment in the event we issue common stock (or securities convertible into or exercisable for common stock) at a price below the conversion price as such price may be in effect at various times (the "Conversion Price").

The Debentures rank senior to all of our current and future indebtedness and are secured by substantially all of our assets.

In connection with the financing transaction, the Company issued to the investors five-year warrants to purchase 5,604,411 shares of our common stock at \$0.92 per share and two-year warrants to purchase 1,401,103 shares of common stock at \$0.90 per share and 1,401,103 shares of common stock at \$1.60 per share (collectively, the "Warrants").

The Company also entered into a registration rights agreement with the investors that requires the Company to register the shares issuable upon conversion of the Debentures and exercise of the Warrants within 45 days after the closing date of the transaction. If the registration statement is not filed within that time period or is not declared effective within 90 days after the closing date (120 days in the event of a full review by the Securities and Exchange Commission), the Company will be required to pay liquidated damages in cash in an amount equal to 2% of the total subscription amount for every month that we fail to attain a timely filing or effectiveness, as the case may be.

Pursuant to the registration rights agreement, on November 9, 2007 the Company filed Form SB-2 Registration Statement with the Securities and Exchange Commission. Following the effective date of the registration statement, the Company may force conversion of the Debentures if the market price of the common stock is at least \$2.52 for 30 consecutive days. The Company may also prepay the Debentures in cash at 120% of the then outstanding principal.

CRYOPORT, INC.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**

For The Three and Six Months Ended September 30, 2007 and 2006

NOTE 8 - SUBSEQUENT EVENTS, continued

Joseph Stevens and Company acted as sole placement agent in connection with the above financing transaction. The Company paid to the placement agent cash in the amount of \$440,000 and issued warrants to purchase 560,364 shares of the Company's common stock at \$0.84 per share.

On November 5, 2007, the Company secured financing for a \$200,000 one-year revolving line of credit secured by a Certificate of Deposit with Bank of the West. The Company intends to utilize the funds advanced from this line of credit for capital equipment purchases to support the launch of the Company's newly developed product, the CryoPort Express® One-Way Shipper.

Page 56

[Back Cover of Prospectus]

14,571,392 Shares

Common Stock

PROSPECTUS

_____, 2007

Until _____, 2007, all dealers that effect transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with information different from that which is set forth in this prospectus. We are offering to sell shares of our common stock and seeking offers to buy shares of our common stock only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or any sale of these securities. Our business, financial condition, results of operation and prospects may have changed after the date of this prospectus.

PART II**INFORMATION NOT REQUIRED IN THE PROSPECTUS****ITEM 24. INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Under the Nevada General Corporation Law and our Articles of Incorporation, as amended, our directors will have no personal liability to us or our stockholders for monetary damages incurred as the result of the breach or alleged breach by a director of his "duty of care". This provision does not apply to the directors' (i) acts or omissions that involve intentional misconduct or a knowing and culpable violation of law, (ii) acts or omissions that a director believes to be contrary to the best interests of the corporation or its shareholders or that involve the absence of good faith on the part of the director, (iii) approval of any transaction from which a director derives an improper personal benefit, (iv) acts or omissions that show a reckless disregard for the director's duty to the corporation or its shareholders in circumstances in which the director was aware, or should have been aware, in the ordinary course of performing a director's duties, of a risk of serious injury to the corporation or its shareholders, (v) acts or omissions that constituted an unexcused pattern of inattention that amounts to an abdication of the director's duty to the corporation or its shareholders, or (vi) approval of an unlawful dividend, distribution, stock repurchase or redemption. This provision would generally absolve directors of personal liability for negligence in the performance of duties, including gross negligence.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

ITEM 25. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

The following table sets forth an estimate of the costs and expenses payable by Registrant in connection with the offering described in this registration statement. All of the amounts shown are estimates except the Securities and Exchange Commission registration fee:

Securities and Exchange Commission Registration Fee	\$	1,528	
Accounting Fees and Expenses	\$	7,000	*
Legal Fees and Expenses	\$	60,000	*
Total	\$	68,528	

* Estimated

ITEM 26. RECENT SALES OF UNREGISTERED SECURITIES

The following is a summary of transactions by the Company during the past three years involving the issuance and sale of the Company's securities that were not registered under the Securities Act of 1933, as amended (the "Securities Act"). All securities sold by the Company were sold to individuals, trusts or others as accredited investors as defined under Regulation D under the Securities Act, as amended.

During fiscal 2007, 4,692,000 shares of the Company's common stock were sold to investors at an average price of \$0.22 per share resulting in proceeds of \$902,028 to the Company, net of issuance costs of \$112,372.

During fiscal 2007, the Company issued 8,333 shares of common stock resulting from exercises of warrants at an average exercise price of \$0.30 per share resulting in proceeds of \$2,500.

During fiscal 2006, 142,000 shares of the Company's common stock were sold to investors at a price of \$3.50 per share resulting in proceeds of \$435,540 to the Company, net of issuance costs of \$61,460.

During fiscal 2006, the Company issued 71,592 shares of common stock resulting from cashless exercises of 82,134 warrants converted using an average market price of approximately \$5.80 per share resulting in 10,621 warrants used for the cashless conversion.

II-1

During fiscal 2006, the Company issued 159,999 shares of common stock resulting from exercises of warrants at an average exercise price of approximately \$0.34 per share resulting in proceeds of \$55,000.

The following schedules list the sales of shares of common stock net of offering costs (excluding exercises of options and warrants) and issuances of options and warrants during the fiscal years ended 2007 and 2006.

	Fiscal 2007						
	Common Stock			Warrants		Options	
	\$	Shares	Avg Price	Issued	Ex. Price	Issued	Ex. Price
Qtr 1	\$ 22,185	17,000	\$ 1.50	-	-	-	-
Qtr 2	166,605	188,000	\$ 1.02	846,750	\$ 1.00	-	-
Qtr 3	-	-	-	-	-	-	-
Qtr 4	713,238	4,487,000	\$ 0.18	412,200	\$ 0.28	-	-
	\$ 902,028	4,692,000		1,258,950		-	

	Fiscal 2006						
	Common Stock			Warrants		Options	
	\$	Shares	Avg Price	Issued	Ex. Price	Issued	Ex. Price
Qtr 1	\$ -	-	-	-	-	-	-
Qtr 2	240,660	78,000	\$ 3.50	-	-	-	-
Qtr 3	109,620	36,000	\$ 3.50	-	-	-	-
Qtr 4	85,260	28,000	\$ 3.50	-	-	-	-
	\$ 473,040	142,000		-		-	

On October 1, 2007, the Company issued to a number of accredited investors Original Issue Discount 8% Senior Secured Convertible Debentures (the "Debentures") having a principal face amount of \$4,707,705 and generating gross proceeds to us of \$4,001,551. After accounting for commissions and legal and other fees, the net proceeds to us totaled \$3,436,551.25. In connection with the financing transaction, the Company also issued to the investors five-year warrants to purchase 5,604,411 shares of our common stock at \$0.92 per share, two-year warrants to purchase 1,401,103 shares of common stock at \$0.90 per share and 1,401,103 shares of common stock at \$1.60 per share. In connection with the offering, the Company paid to a placement agent cash in the amount of \$440,000 and issued warrants to purchase 560,364 shares of the Company's common stock at \$0.84 per share.

The issuances of the securities of the Company in the above transactions were deemed to be exempt from registration under the Securities Act by virtue of Section 4(2) thereof or Regulation D promulgated thereunder, as a transaction by an issuer not involving a public offering. With respect to each transaction listed above, no general solicitation was made by either the Company or any person acting on the Company's behalf; the securities sold are subject to transfer restrictions; and the certificates for the shares contained an appropriate legend stating such securities have not been registered under the Securities Act and may not be offered or sold absent registration or pursuant to an exemption therefrom.

ITEM 27. EXHIBITS

Exhibit No.	Description					
3.1	<u>State of Nevada Corporate Charter for G.T. 5- Limited</u> , Incorporated by reference to the Company's Registration		(705.2)	\$(668.3)	\$(910.2)	\$(
	State					
	\$					
	Change in Plan					
	Assets:					
	Beginning	\$	531.1	\$529.2	\$715.0	\$6
	balance					
	Actual return on	54.5		59.8	81.4	76
	plan assets					
	Company	50.0		51.3	31.4	67
	contributions					
	Plan participant	—		—	.4	.7
	contributions					
	Benefits paid	(129.1		) (109.2	) (53.1	) (4
	Foreign					
	currency	—		—	(55.1	) 6.0
	changes and					
	other					
	Ending balance	\$	506.5	\$531.1	\$720.0	\$7
	Funded Status:					
	Funded status at	\$	(198.7)	\$(137.2)	\$(190.2)	\$(
	end of year					
	Amount					
	Recognized in					
	Balance Sheet:					
	Other assets	\$	—	\$—	\$2.7	\$2
	Accrued	(9.0		) (10.3	) (3.9	) (4.
	compensation					
	Employee	(189.7		) (126.9	) (189.0	) (14
	benefit plans					
	liability					
	Net amount	\$	(198.7)	\$(137.2)	\$(190.2)	\$(
	recognized					
	Pretax Amounts					
	Recognized in					
	Accumulated					
	Other					
	Comprehensive					
	Loss:					
	Net actuarial	\$	380.0	\$355.6	\$338.9	\$2
	loss					
	Prior service	(2.1		) (.4	) (1.4	) (.7
	credit					
	\$		377.9	\$355.2	\$337.5	\$2

Total pretax amount recognized					
Supplemental Information:					
Accumulated benefit obligation	\$		701.6	\$663.6	\$860.5
Plans with Projected Benefit Obligation in Excess of Plan Assets:					
Projected benefit obligation	\$		705.2	\$668.3	\$902.6
Fair value plan assets	506.5			531.1	709.6
Plans with Accumulated Benefit Obligation in Excess of Plan Assets:					
Projected benefit obligation	\$		705.2	\$668.3	\$883.3
Accumulated benefit obligation	701.6			663.6	850.8
Fair value plan assets	506.5			531.1	696.1

The U.S. pension plans include a funded qualified plan and unfunded non-qualified plans. As of December 31, 2014, the U.S. qualified pension plan had benefit obligations of \$673.1 and plan assets of \$506.5. As of December 31, 2013, the U.S. qualified pension plan had benefit obligations of \$624.1 and plan assets of \$531.1. We believe we have adequate investments and cash flows to fund the liabilities associated with the unfunded non-qualified plans.

AVON PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Components of Net Periodic Benefit Cost and Other Amounts Recognized in Other Comprehensive Loss

	Pension Benefits								
	U.S. Plans			Non-U.S. Plans			Postretirement Benefits		
	2014	2013	2012	2014	2013	2012	2014	2013	2012
Net Periodic Benefit Cost:									
Service cost	\$14.1	\$15.7	\$15.1	\$8.5	\$12.2	\$18.0	\$1.1	\$1.8	\$1.9
Interest cost	27.8	27.5	29.6	36.5	36.8	39.8	4.9	5.1	5.8
Expected return on plan assets	(35.8)	(37.4)	(36.0)	(43.3)	(40.7)	(39.1)	—	—	—
Amortization of prior service credit	(.3)	(.3)	(.3)	(.1)	(.2)	(1.3)	(4.5)	(4.8)	(13.2)
Amortization of net actuarial losses	45.1	47.2	43.7	9.8	12.8	17.6	1.4	2.5	4.1
Settlements/curtailments	38.0	—	.8	2.7	(4.3)	1.9	(2.7)	(1.8)	(1.0)
Other	—	—	—	.6	.7	.7	—	—	—
Net periodic benefit cost	\$88.9	\$52.7	\$52.9	\$14.7	\$17.3	\$37.6	\$2	\$2.8	\$(2.4)
Other Changes in Plan Assets and Benefit Obligations Recognized in Other Comprehensive (Loss) Income:									
Actuarial losses (gains)	\$105.9	\$(80.8)	\$37.7	\$99.2	\$(14.8)	\$31.0	\$3.6	\$(22.9)	\$4.7
Prior service (credit) cost	(2.0)	—	—	—	—	4.8	—	(1.3)	—
Amortization of prior service credit	.3	.3	.3	.1	7.9	2.4	7.3	7.1	14.6
Amortization of net actuarial losses	(81.5)	(47.2)	(43.7)	(13.1)	(17.7)	(21.8)	(1.7)	(3.4)	(4.1)
Foreign currency changes	—	—	—	(31.3)	.5	10.4	(.1)	(.2)	(.2)
Total recognized in other comprehensive (loss) income*	\$22.7	\$(127.7)	\$(5.7)	\$54.9	\$(24.1)	\$26.8	\$9.1	\$(20.7)	\$15.0
Total recognized in net periodic benefit cost and other comprehensive (loss) income	\$111.6	\$(75.0)	\$47.2	\$69.6	\$(6.8)	\$64.4	\$9.3	\$(17.9)	\$12.6

* Amounts represent the pre-tax effect included within other comprehensive (loss) income. The net of tax amounts are included within the Consolidated Statements of Comprehensive Income.

In an effort to reduce our pension benefit obligations, in March 2014, we offered former employees who are vested and participate in the PRA a payment that would fully settle our pension plan obligation to those participants who elected to receive such payment. The election period ended during the second quarter of 2014 and the payments were made in June 2014 from our plan assets. As a result of the lump-sum payments made, in the second quarter of 2014, we recorded a settlement charge of \$23.5. Because the settlement threshold was exceeded in the second quarter of 2014, settlement charges of \$5.4 and \$7.5 were also recorded in the third and fourth quarters of 2014, respectively, as a result of additional payments from the PRA. These settlement charges were allocated between Global Expenses and the operating results of North America.

The amounts in AOCI that are expected to be recognized as components of net periodic benefit cost during 2015 are as follows:

	Pension Benefits			Postretirement Benefits
	U.S. Plans	Non-U.S. Plans		
Net actuarial loss	\$46.4	\$11.4	\$2.1	
Prior service credit Assumptions	(.7)	(.1)	(4.1)	

Weighted-average assumptions used to determine benefit obligations recorded on the Consolidated Balance Sheets as of December 31 were as follows:

Pension Benefits	Postretirement
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	U.S. Plans		Non-U.S. Plans		Benefits		
	2014	2013	2014	2013	2014	2013	
Discount rate	3.83	% 4.54	% 3.34	% 4.58	% 4.12	% 4.91	%
Rate of compensation increase	4.00	% 3.91	% 3.30	% 3.63	% N/A	N/A	

F-25

AVON PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The discount rate used for determining future pension obligations for each individual defined benefit pension plan is based on a review of long-term bonds that receive a high-quality rating from a recognized rating agency. The discount rates for our most significant plans were based on the internal rate of return for a portfolio of high-quality bonds with maturities that are consistent with the projected future benefit payment obligations of each plan. The weighted-average discount rate for U.S. and non-U.S. defined benefit pension plans determined on this basis has decreased to 3.55% at December 31, 2014, from 4.56% at December 31, 2013.

Weighted-average assumptions used to determine net benefit cost recorded in the Consolidated Statements of Income for the years ended December 31 were as follows:

	Pension Benefits								
	U.S. Plans			Non-U.S. Plans			Postretirement Benefits		
	2014	2013	2012	2014	2013	2012	2014	2013	2012
Discount rate	4.54 %	3.55 %	4.10 %	4.58 %	4.59 %	5.30 %	4.91 %	3.99 %	4.66 %
Rate of compensation increase	4.00 %	3.86 %	3.82 %	3.63 %	3.88 %	4.13 %	N/A	N/A	N/A
Rate of return on assets	7.50 %	7.75 %	7.75 %	6.41 %	6.70 %	6.85 %	N/A	N/A	N/A

In determining the long-term rates of return, we consider the nature of each plan's investments, an expectation for each plan's investment strategies, historical rates of return and current economic forecasts, among other factors. We evaluate the expected rate of return on plan assets annually and adjust as necessary. In determining the net cost for the year ended December 31, 2014, the assumed rate of return on assets globally was 6.86%, which represents the weighted-average rate of return on all plan assets, including the U.S. and non-U.S. defined benefit pension plans. The assumed rate of return for determining 2014 net costs for the U.S. defined benefit pension plan was 7.50%. In addition, the current rate of return assumption for the U.S. defined benefit pension plan was based on an asset allocation of approximately 70% in corporate and government bonds and mortgage-backed securities (which are expected to earn approximately 2% to 3% in the long term) and approximately 30% in equity securities and high yield securities (which are expected to earn approximately 6% to 9% in the long term). In addition to the physical assets, the asset portfolio has derivative instruments which increase our exposure to higher yielding securities. Similar assessments were performed in determining rates of return on non-U.S. defined benefit pension plan assets, to arrive at our weighted-average assumed rate of return of 6.41% for determining 2014 net cost.

Plan Assets

Our U.S. and non-U.S. funded defined benefit pension plans target and weighted-average asset allocations at December 31, 2014 and 2013, by asset category were as follows:

Asset Category	U.S. Pension Plan % of Plan Assets			Non-U.S. Pension Plans % of Plan Assets			
	Target	at Year-End		Target	at Year-End		
	2015	2014	2013	2015	2014	2013	
Equity securities	30-35%	28	% 58	% 30-35%	60	% 63	%
Debt securities	65-70	69	42	65-70	38	35	
Real Estate	—	—	—	—	—	—	
Other	—	3	—	0-5	2	2	
Total	100	% 100	% 100	% 100	% 100	% 100	%

AVON PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following tables present the fair value hierarchy for pension assets measured at fair value on a recurring basis as of December 31, 2014:

Asset Category	U.S. Pension Plan		Total
	Level 1	Level 2	
Equity Securities:			
Domestic equity	\$—	\$21.5	\$21.5
International equity	—	93.5	93.5
Emerging markets	—	25.7	25.7
	—	140.7	140.7
Fixed Income Securities:			
Corporate bonds	—	208.1	208.1
Government securities	—	141.5	141.5
	—	349.6	349.6
Cash	18.0	—	18.0
Derivatives	—	(1.8)	(1.8)
Total	\$18.0	\$488.5	\$506.5

Asset Category	Non-U.S. Pension Plans			Total
	Level 1	Level 2	Level 3	
Equity Securities:				
Domestic equity	\$—	\$115.5	\$—	\$115.5
International equity	—	316.8	—	316.8
	—	432.3	—	432.3
Fixed Income Securities:				
Corporate bonds	—	106.2	—	106.2
Government securities	—	138.1	—	138.1
Other	—	28.8	—	28.8
	—	273.1	—	273.1
Other:				
Cash	12.7	—	—	12.7
Real estate	—	—	1.0	1.0
Other	—	—	.9	.9
	12.7	—	1.9	14.6
Total	\$12.7	\$705.4	\$1.9	\$720.0

AVON PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following tables present the fair value hierarchy for pension assets measured at fair value on a recurring basis as of December 31, 2013:

Asset Category	U.S. Pension Plan		Total
	Level 1	Level 2	
Equity Securities:			
Domestic equity	\$—	\$186.7	\$186.7
International equity	—	75.4	75.4
Emerging markets	—	43.4	43.4
	—	305.5	305.5
Fixed Income Securities:			
Corporate bonds	—	154.0	154.0
Government securities	—	70.7	70.7
	—	224.7	224.7
Cash	.9	—	.9
Total	\$.9	\$530.2	\$531.1

Asset Category	Non-U.S. Pension Plans			Total
	Level 1	Level 2	Level 3	
Equity Securities:				
Domestic equity	\$—	\$97.8	\$—	\$97.8
International equity	—	354.8	—	354.8
	—	452.6	—	452.6
Fixed Income Securities:				
Corporate bonds	—	100.8	—	100.8
Government securities	—	137.1	—	137.1
Other	—	11.0	—	11.0
	—	248.9	—	248.9
Other:				
Cash	11.2	—	—	11.2
Real estate	—	—	1.2	1.2
Other	—	—	1.1	1.1
	11.2	—	2.3	13.5
Total	\$11.2	\$701.5	\$2.3	\$715.0

A reconciliation of the beginning and ending balances for our Level 3 investments is provided in the table below:

	Amount	
Balance as of January 1, 2013	\$13.5	
Purchases and sales, net	(10.4)
Actual return on plan assets held	(.5)
Foreign currency changes	(.3)
Balance as of December 31, 2013	2.3	
Actual return on plan assets held	(.3)
Foreign currency changes	(.1)
Balance as of December 31, 2014	\$1.9	

Investments in equity securities classified as Level 1 in the fair value hierarchy are valued at quoted market prices.

Investments in equity securities classified as Level 2 in the fair value hierarchy include collective funds that are

valued at quoted market prices for non-active securities. Fixed income securities are based on broker quotes for non-active securities. Mutual funds are valued at quoted market prices. Real estate is valued by reference to investment and leasing transactions at similar types of

F-28

AVON PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

property, supplemented by third party appraisals. Derivative instruments held by our U.S. pension trust are not publicly traded and each derivative contract is specifically negotiated with a unique financial counterparty. The derivative instruments are valued based upon valuation statements received from the financial counterparties, which use underlying yield curves or market indices.

The overall objective of the PRA is to provide the means to pay benefits to participants and their beneficiaries in the amounts and at the times called for by the plan. This is expected to be achieved through the investment of our contributions and other trust assets and by utilizing investment policies designed to achieve adequate funding over a reasonable period of time.

Beginning in 2014, we have adopted an investment strategy for the PRA which is designed to match the movements in the pension liability through an increased allocation towards debt securities. In addition, we also have begun to utilize derivative instruments to achieve the desired market exposures or to hedge certain risks. Derivative instruments may include, but are not limited to, futures, options, swaps or swaptions. Investment types, including the use of derivatives are based on written guidelines established for each investment manager and monitored by the plan's management team. In 2015, similar investment strategies are expected to be implemented in some of our non-U.S. defined benefit pension plans.

Pension trust assets are invested so as to achieve a return on investment, based on levels of liquidity and investment risk that are prudent and reasonable as circumstances change from time to time. While we recognize the importance of the preservation of capital, we also adhere to the theory of capital market pricing which maintains that varying degrees of investment risk should be rewarded with compensating returns. Consequently, prudent risk-taking is justifiable.

The asset allocation decision includes consideration of the non-investment aspects of the PRA, including future retirements, lump-sum elections, growth in the number of participants, company contributions, and cash flow. These characteristics of the plan place certain demands upon the level, risk, and required growth of trust assets. We regularly conduct analyses of the plan's current and likely future financial status by forecasting assets, liabilities, benefits and company contributions over time. In so doing, the impact of alternative investment policies upon the plan's financial status is measured and an asset mix which balances asset returns and risk is selected.

Our decision with regard to asset mix is reviewed periodically. Asset mix guidelines include target allocations and permissible ranges for each asset category. Assets are monitored on an ongoing basis and rebalanced as required to maintain an asset mix within the permissible ranges. The guidelines will change from time to time, based on an ongoing evaluation of the plan's tolerance of investment risk.

Cash flows

We expect to make contributions in the range of \$50 to \$55 to our U.S. defined benefit pension and postretirement plans and in the range of \$25 to \$30 to our non-U.S. defined benefit pension and postretirement plans during 2015. Total benefit payments expected to be paid from the plans are as follows:

	Pension Benefits			Postretirement Benefits
	U.S. Plans	Non-U.S. Plans	Total	
2015	\$101.4	\$38.4	\$139.8	\$8.7
2016	68.4	40.6	109.0	8.6
2017	65.1	41.3	106.4	8.5
2018	51.0	42.7	93.7	8.4
2019	48.8	43.7	92.5	8.2
2020-2024	215.4	236.2	451.6	37.2

Postretirement Benefits

For 2014, the assumed rate of future increases in the per capita cost of health care benefits (the health care cost trend rate) was 8.7% for all claims and is assumed to gradually decrease each year thereafter to 5.0% (in 2022 and beyond for our U.S. plan). A one-percentage point change in the assumed health care cost trend rates for all postretirement

plans would have the following effects:

	1 Percentage Point Increase	1 Percentage Point Decrease
Effect on total of service and interest cost components	\$.2	\$(.2)
Effect on postretirement benefit obligation	2.2	(2.0)

F-29

AVON PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Postemployment Benefits

We provide postemployment benefits, which include salary continuation, severance benefits, disability benefits and continuation of health care benefits to eligible former employees after employment but before retirement. The accrued cost for such postemployment benefits was \$26.2 at December 31, 2014 and \$39.1 at December 31, 2013, and was included in employee benefit plans in the Consolidated Balance Sheets.

Supplemental Retirement Programs

In the U.S., in addition to qualified retirement plans (i.e., the PSA and the PRA), we also maintain unfunded non-qualified plans. We offer a non-qualified deferred compensation plan, the Avon Products, Inc. Deferred Compensation Plan (the "DCP"), for certain higher paid key employees. The DCP is an unfunded, unsecured plan for which obligations are paid to participants out of our general assets. The DCP allows for the deferral of up to 50% of a participant's base salary, the deferral of up to 100% of incentive compensation bonuses, the deferral of performance restricted stock units for certain employees (through the end of 2012 only), and the deferral of contributions that would normally have been made to the PSA but are not deferred because the amount was in excess of U.S. Internal Revenue Code limits on contributions to the PSA. Participants may elect to have their deferred compensation invested in one or more of three permitted investment alternatives. Expense associated with the DCP was \$1.3 in 2014, \$1.2 in 2013 and \$1.7 in 2012. The benefit obligation under the DCP was \$45.5 at December 31, 2014 and \$57.9 at December 31, 2013 and was included in other liabilities and accrued compensation in the Consolidated Balance Sheets.

We maintain supplemental retirement programs consisting of the Supplemental Executive Retirement Plan of Avon Products, Inc. ("SERP") and the Benefit Restoration Pension Plan of Avon Products, Inc. under which non-qualified supplemental pension benefits are paid to higher paid key employees in addition to amounts received under our qualified defined benefit retirement plan, which is subject to IRS limitations on covered compensation. The SERP has not been offered to new employees in the last six years. The annual cost of these programs has been included in the determination of the net periodic benefit cost shown previously and amounted to \$7.1 in 2014, \$7.6 in 2013 and \$8.4 in 2012. The benefit obligation under these programs was \$32.1 at December 31, 2014 and \$44.2 at December 31, 2013 and was included in employee benefit plans and accrued compensation in the Consolidated Balance Sheets.

We also maintain a Supplemental Life Plan ("SLIP") under which additional death benefits ranging from \$.4 to \$2.0 are provided to certain active and retired officers. The SLIP has not been offered to new officers in the last five years. We established a grantor trust to provide assets that may be used for the benefits payable under the SERP and SLIP. The trust is irrevocable and, although subject to creditors' claims, assets contributed to the trust can only be used to pay such benefits with certain exceptions. The assets held in the trust are included in other assets and at December 31 consisted of the following:

	2014	2013
Corporate-owned life insurance policies	\$32.2	\$30.5
Cash and cash equivalents	1.4	.8
Total	\$33.6	\$31.3

The assets are recorded at fair market value, except for investments in corporate-owned life insurance policies which are recorded at their cash surrender values as of each balance sheet date, which is a proxy of fair value. Changes in the cash surrender value during the period are recorded as a gain or loss within selling, general and administrative expenses in the Consolidated Statements of Income.

NOTE 12. Segment Information

Our reportable segments are based on geographic operations and include commercial business units in Latin America; Europe, Middle East & Africa; North America; and Asia Pacific. The segments have similar business characteristics and each offers similar products through similar customer access methods.

Global and other expenses include, among other things, costs related to our executive and administrative offices, information technology, research and development, marketing, professional and related fees associated with the FCPA investigations and compliance reviews, the accrual for the settlements related to the FCPA investigations, a non-cash

impairment charge for the capitalized software associated with SMT and pension settlement charges. We allocate certain planned global expenses to our business segments primarily based on planned revenue. The unallocated costs remain as Global and other expenses. We do not allocate to our segments costs of implementing restructuring initiatives related to our global functions, professional and related fees associated with the FCPA investigations and compliance reviews, the accrual for the settlements related to the FCPA investigations, a non-cash impairment charge for the capitalized software associated with SMT and settlement charges associated with the U.S. pension plan. Costs of implementing restructuring initiatives related to a specific segment are recorded within that segment.

The accounting policies of the segments are the same as those described in Note 1, Description of the Business and Summary of Significant Accounting Policies. We evaluate the performance of our segments based on revenues and operating profits or losses. Segment revenues primarily reflect direct sales of products to Representatives based on the Representative's geographic location. Intersegment sales and transfers are not significant. Each segment records direct expenses related to its employees and its operations.

Summarized financial information concerning our reportable segments as of December 31 is shown in the following tables:

Total Revenue & Operating Profit
(Loss)

	2014		2013		2012	
	Total Revenue	Operating Profit (Loss)	Total Revenue	Operating Profit (Loss)	Total Revenue	Operating Profit (Loss)
Latin America	\$4,239.5	\$279.8	\$4,840.5	\$478.6	\$4,993.7	\$443.9
Europe, Middle East & Africa	2,705.8	300.9	2,898.4	406.7	2,914.2	312.8
North America	1,203.4	(72.5)	1,458.2	(60.1)	1,751.1	(4.7)
Asia Pacific	702.7	20.9	757.9	(12.1)	902.4	5.1
Total from operations	8,851.4	529.1	9,955.0	813.1	10,561.4	757.1
Global and other	—	(129.0)	—	(385.9)	—	(232.1)
Total	\$8,851.4	\$400.1	\$9,955.0	\$427.2	\$10,561.4	\$525.0

Total Assets

	2014	2013	2012
Latin America	\$2,033.0	\$2,432.7	\$2,713.3
Europe, Middle East & Africa	1,170.6	1,370.9	1,380.2
North America	429.9	519.5	635.9
Asia Pacific	390.8	441.7	537.7
Total from continuing operations	4,024.3	4,764.8	5,267.1
Total from discontinued operations	—	—	190.6
Global and other	1,472.5	1,727.5	1,924.8
Total assets	\$5,496.8	\$6,492.3	\$7,382.5

Capital Expenditures

	2014	2013	2012
Latin America	\$82.6	\$94.1	\$99.0
Europe, Middle East & Africa	19.0	20.0	27.1
North America	4.7	7.6	8.6
Asia Pacific	3.3	6.6	4.6
Total from operations	109.6	128.3	139.3
Global and other	21.5	69.0	89.2
Total capital expenditures	\$131.1	\$197.3	\$228.5

Depreciation and Amortization

	2014	2013	2012
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Latin America	\$70.9	\$72.2	\$74.3
Europe, Middle East & Africa	40.0	46.6	47.0
North America	22.1	37.4	33.7
Asia Pacific	17.3	21.9	21.2
Total from operations	150.3	178.1	176.2
Global and other	42.3	46.5	36.3
Total depreciation and amortization	\$192.6	\$224.6	\$212.5

Total Revenue by Major Country

A major country is defined as one with total revenues greater than 10% of consolidated total revenues.

	2014	2013	2012
Brazil	\$1,909.3	\$2,014.0	\$2,041.7
U.S.	1,008.3	1,221.8	1,454.1
All other	5,933.8	6,719.2	7,065.6
Total	\$8,851.4	\$9,955.0	\$10,561.4

Long-Lived Assets by Major Country

A major country is defined as one with long-lived assets greater than 10% of consolidated long-lived assets.

Long-lived assets primarily include property, plant and equipment and intangible assets. Long-lived assets in the U.S. and Brazil consist primarily of property, plant and equipment related to manufacturing and distribution facilities.

	2014	2013	2012
U.S.	\$418.5	\$450.4	\$714.4
Brazil	361.9	421.5	484.5
All other	1,005.3	1,153.4	1,232.6
Total	\$1,785.7	\$2,025.3	\$2,431.5

NOTE 13. Leases and Commitments

Minimum rental commitments under noncancellable operating leases, primarily for equipment and office facilities at December 31, 2014, are included in the following table under leases. Purchase obligations include commitments to purchase paper, inventory and other services.

Year	Leases	Purchase Obligations
2015	\$92.8	\$187.3
2016	80.7	59.4
2017	64.2	17.8
2018	53.9	8.6
2019	47.9	3.2
Later years	123.1	1.1
Sublease rental income	(39.9)	) N/A
Total	\$422.7	\$277.4

Rent expense was \$106.5 in 2014, \$125.1 in 2013 and \$133.1 in 2012. Plant construction, expansion and modernization projects with an estimated cost to complete of approximately \$59.8 were in progress at December 31, 2014.

NOTE 14. Restructuring Initiatives

\$400M Cost Savings Initiative

In 2012, we announced a cost savings initiative (the "\$400M Cost Savings Initiative") in an effort to stabilize the business and return Avon to sustainable growth, which was expected to be achieved through restructuring actions as well as other cost-savings strategies that will not result in restructuring charges. The \$400M Cost Savings Initiative was designed to reduce our operating expenses as a percentage of total revenue to help us achieve a targeted low double-digit operating margin. The restructuring actions under the \$400M Cost Savings Initiative primarily consist of global headcount reductions and related actions, as well as the closure of certain smaller, under-performing markets, including South Korea, Vietnam, Republic of Ireland, Bolivia and France. Other costs to implement these restructuring initiatives consist primarily of professional service fees and accelerated depreciation, and also include

professional service fees associated with our North America business. A portion of the professional service fees associated with the North America business are contingent upon the achievement of operating profit targets. These fees were recognized over the period that the services were provided and are based upon our estimate of the total amount expected to be paid, which may change based on actual results.

F-30

AVON PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

As a result of the restructuring actions associated with the \$400M Cost Savings Initiative, we have recorded total costs to implement these restructuring initiatives of \$230.4 before taxes, of which \$111.3 before taxes was recorded in 2014. For these restructuring actions, we expect our total costs to implement restructuring to be approximately \$250 before taxes. The additional charges not yet incurred associated with the restructuring actions approved to-date of approximately \$20 before taxes are expected to be recorded primarily in 2015. In connection with the restructuring actions associated with the \$400M Cost Savings Initiative, we expect to realize annualized savings of approximately \$275 to \$285 (both before taxes). For market closures, the annualized savings represent the foregone selling, general and administrative expenses as a result of no longer operating in the respective markets. For actions that did not result in the closure of a market, the annualized savings represent the net reduction of expenses that will no longer be incurred by Avon. The annualized savings do not incorporate the impact of the decline in revenue associated with these actions (including market closures), which is not expected to be material.

Restructuring Charges – 2014

During 2014, we recorded total costs to implement of \$111.3 related to the \$400M Cost Savings Initiative, in selling, general and administrative expenses, in the Consolidated Statements of Income, related to the \$400M Cost Savings Initiative. The costs consisted of the following:

- net charge of \$72.0 primarily for employee-related costs, including severance benefits;
- accelerated depreciation of \$13.0 associated with the closure and rationalization of certain facilities and other assets;
- contract termination and other net charges of \$6.3, primarily related to the costs associated with the closure of the France market and the exit of the Service Model Transformation ("SMT") facility;
- charge of \$3.7 primarily related to the accumulated foreign currency translation adjustments associated with the closure of the France market; and
- implementation costs of \$16.3 primarily related to professional service fees associated with our North America business.

The majority of cash payments, if applicable, associated with these charges were made in 2014 and the remaining are expected to be made during 2015.

Restructuring Charges – 2013

During 2013, we recorded total costs to implement of \$68.4 related to the \$400M Cost Savings Initiative, and the costs consisted of the following:

- net charge of \$50.4 primarily for employee-related costs, including severance and pension and postretirement benefits;
- accelerated depreciation of \$13.9 associated with the closure and rationalization of certain facilities;
- contract termination and other charges of \$4.8, primarily related to the costs associated with our exit from the Republic of Ireland market;
- net benefit of \$3.5 due to accumulated foreign currency translation adjustments in the second quarter of 2013 primarily associated with our exit from the Vietnam market;
- implementation costs of \$3.3 for professional service fees;
- net benefit of \$.7 due to inventory adjustments in the first and second quarters of 2013; and
- net loss of \$.2 due to the sale of a facility in the U.S.

Of the total costs to implement, \$69.1 was recorded in selling, general and administrative expenses and a net benefit of \$.7 was recorded in cost of sales, in the Consolidated Statements of Income.

Restructuring Charges – 2012

During 2012, we recorded total costs to implement of \$50.7 related to the \$400M Cost Savings Initiative, and the costs consisted of the following:

- net charge of \$45.2 primarily for employee-related costs, including severance and pension and postretirement benefits;
- accelerated depreciation of \$2.2 associated with the closure and rationalization of certain facilities;
-

contract termination and other charges of \$1.9 primarily related to the closure of certain facilities and our exit from the South Korea market; and
inventory write-offs of \$1.4 associated with the exit of our South Korea and Vietnam markets.

F-31

AVON PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Of the total costs to implement, \$49.3 was recorded in selling, general and administrative expenses and \$1.4 was recorded in cost of sales, in the Consolidated Statements of Income.

The liability balance for the \$400M Cost Savings Initiative as of December 31, 2014 is as follows:

	Employee- Related Costs	Inventory/ Asset Write-offs	Foreign Currency Translation Adjustment Write-offs	Contract Terminations/ Other	Total
2012 Charges	\$45.2	\$1.4	\$—	\$ 1.9	\$48.5
Cash payments	(3.2)	) —	—	(.2)	(3.4)
Non-cash write-offs	(.8)	) (1.4)	—	—	(2.2)
Foreign exchange	.1	—	—	—	.1
Balance at December 31, 2012	\$41.3	\$—	\$—	\$ 1.7	\$43.0
2013 Charges	54.4	.1	(3.5)	) 5.3	56.3
Adjustments	(4.0)	) (.8)	—	(.5)	(5.3)
Cash payments	(44.9)	) —	—	(4.8)	(49.7)
Non-cash write-offs	(.2)	) .7	3.5	—	4.0
Foreign exchange	.1	—	—	.1	.2
Balance at December 31, 2013	\$46.7	\$—	\$—	\$ 1.8	\$48.5
2014 Charges	80.4	—	3.7	7.4	91.5
Adjustments	(8.4)	) —	—	(1.1)	(9.5)
Cash payments	(66.9)	) —	—	(7.5)	(74.4)
Non-cash write-offs	.6	—	(3.7)	) —	(3.1)
Foreign exchange	(2.3)	) —	—	(.1)	(2.4)
Balance at December 31, 2014	\$50.1	\$—	\$—	\$.5	\$50.6

Non-cash write-offs associated with employee-related costs are the result of settlements, curtailments and special termination benefits for pension and postretirement benefits plans due to the initiatives implemented.

The following table presents the restructuring charges incurred to-date, net of adjustments, under our \$400M Cost Savings Initiative, along with the estimated charges expected to be incurred on approved initiatives under the plan:

	Employee- Related Costs	Inventory/ Asset Write-offs	Foreign Currency Translation Adjustment Write-offs	Contract Terminations/ Other	Total
Charges incurred to date	\$167.6	\$.7	\$.2	\$ 13.0	\$181.5
Estimated charges to be incurred on approved initiatives	4.4	4.1	—	6.0	14.5
Total expected charges on approved initiatives	\$172.0	\$4.8	\$.2	\$ 19.0	\$196.0

The charges, net of adjustments, of initiatives under the \$400M Cost Savings Initiative by reportable business segment were as follows:

	Latin America	Europe, Middle East & Africa	North America	Asia Pacific	Corporate	Total
2012	\$12.9	\$1.1	\$18.0	\$12.9	\$3.6	\$48.5
2013	11.1	15.6	5.3	1.3	17.7	51.0
2014	24.5	19.9	14.0	6.5	17.1	82.0

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Charges incurred to date	48.5	36.6	37.3	20.7	38.4	181.5
Estimated charges to be incurred on approved initiatives	2.2	—	11.5	.8	—	14.5
Total expected charges on approved initiatives	\$50.7	\$36.6	\$48.8	\$21.5	\$38.4	\$196.0

As noted previously, we expect to record total costs to implement restructuring of approximately \$250 before taxes under the \$400M Cost Savings Initiative. The amounts shown in the tables above as charges recorded to-date relate to initiatives that have been approved and recorded in the financial statements as the costs are probable and estimable. The amounts shown in the

F-32

AVON PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

tables above as total expected charges on approved initiatives represent charges recorded to-date plus charges yet to be recorded for approved initiatives as the relevant accounting criteria for recording an expense have not yet been met. In addition to the charges included in the tables above, we have incurred and will incur other costs to implement restructuring initiatives such as other professional services and accelerated depreciation.

Additional Restructuring Charges 2012

In an effort to improve operating performance, we identified certain actions in 2012 that we believe will enhance our operating model, reduce costs and improve efficiencies. In addition, we have relocated our corporate headquarters in New York City.

Restructuring Charges – 2014

As a result of the analysis and the actions taken, during 2014, we recorded total costs to implement of \$1.8 in selling, general and administrative expenses, in the Consolidated Statements of Income, primarily consisting of contract termination costs associated with the relocation of our corporate headquarters.

Restructuring Charges – 2013

As a result of the analysis and the actions taken, during 2013, we recorded total costs to implement of \$5.0 in selling, general and administrative expenses in the Consolidated Statements of Income, primarily consisting of contract termination costs of \$6.1 associated with the relocation of our corporate headquarters, partially offset by other immaterial adjustments to the reserve for employee-related costs.

Restructuring Charges – 2012

During 2012, we recorded total costs to implement of \$73.9, in selling, general and administrative expenses, in the Consolidated Statements of Income. The costs consisted of the following:

- net charge of \$53.4 primarily for employee-related costs, including severance and pension benefits;
- contract termination costs of \$12.0 associated with the relocation of our corporate headquarters;
- implementation costs of \$5.8 for professional service fees; and
- accelerated depreciation of \$2.7 associated with the relocation of our corporate headquarters.

The liability balance for these various restructuring initiatives as of December 31, 2014 is as follows:

	Employee- Related Costs	Contract Terminations/Other	Total
2012 Charges	\$53.4	\$ 12.0	\$65.4
Cash payments	(33.9)	(.2)	(34.1)
Non-cash write-offs	(1.6)	—	(1.6)
Foreign exchange	(.3)	—	(.3)
Balance at December 31, 2012	\$17.6	\$ 11.8	\$29.4
2013 Charges	.8	6.1	6.9
Adjustments	(1.9)	—	(1.9)
Cash payments	(14.4)	(5.6)	(20.0)
Foreign exchange	(.1)	—	(.1)
Balance at December 31, 2013	\$2.0	\$ 12.3	\$14.3
2014 Charges	—	1.9	1.9
Adjustments	(.1)	—	(.1)
Cash payments	(1.5)	(5.7)	(7.2)
Balance at December 31, 2014	\$.4	\$ 8.5	\$8.9

The actions associated with these various restructuring initiatives are substantially complete.

In addition, during 2014 we recorded total costs to implement of \$1.1 and during 2013 a net benefit as a result of adjustments to the reserve of \$7.5 primarily in selling, general and administrative expenses, in the Consolidated Statements of Income, associated with the restructuring programs launched in 2005 and 2009, which are substantially complete. The net benefit in 2013 primarily consisted of a net gain of \$4.9 due to the sale of a facility in the U.S., as

well as adjustments to the reserve for employee-related costs. During 2012, we recorded total costs to implement of \$.1, of which a net benefit of \$3.0 was recorded

F-33

AVON PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

in selling, general and administrative expenses and total costs to implement of \$3.1 were recorded in cost of sales, in the Consolidated Statements of Income, associated with the restructuring programs launched in 2005 and 2009. The total costs to implement in 2012 consisted of the following:

- net benefit of \$12.1 as a result of adjustments to the reserve, partially offset by employee-related costs;
- implementation costs of \$8.9 for professional service fees, primarily associated with our initiatives to outsource certain finance processes and realign certain distribution operations;
- accelerated depreciation of \$4.7 associated with our initiatives to realign certain distribution operations and close certain manufacturing operations; and
- a net gain of \$1.4 due to the sale of machinery and equipment in Germany.

NOTE 15. Contingencies

Settlements of FCPA Investigations

As previously reported, we engaged outside counsel to conduct an internal investigation and compliance reviews focused on compliance with the FCPA and related U.S. and foreign laws in China and additional countries. The internal investigation, which was conducted under the oversight of our Audit Committee, began in June 2008. The internal investigation and compliance reviews focused on reviewing certain expenses and books and records processes, including, but not limited to, travel, entertainment, gifts, use of third-party vendors and consultants and related due diligence, joint ventures and acquisitions, and payments to third-party agents and others, in connection with our business dealings, directly or indirectly, with foreign governments and their employees. The internal investigation and compliance reviews of these matters are complete. In connection with the internal investigation and compliance reviews, certain personnel actions, including termination of employment of certain senior members of management, were taken. In connection with the internal investigation and compliance reviews, we have enhanced our ethics and compliance program, including our policies and procedures, FCPA compliance-related training, FCPA third-party due diligence program and other compliance-related resources.

As previously reported, in October 2008, we voluntarily contacted the SEC and the DOJ to advise both agencies of our internal investigation. We cooperated with investigations of these matters by the SEC and the DOJ.

As previously reported, in December 2014, the United States District Court for the Southern District of New York (the "USDC") approved a deferred prosecution agreement (the "DPA") entered into between the Company and the DOJ related to charges of violations of the books and records and internal controls provisions of the FCPA. In addition, Avon Products (China) Co. Ltd., a subsidiary of the Company operating in China, pleaded guilty to conspiring to violate the books and records provision of the FCPA and was sentenced by the USDC to pay a \$68 fine. The SEC also filed a complaint against the Company charging violations of the books and records and internal controls provisions of the FCPA and a consent to settlement (the "Consent") which was approved in a judgment entered by the USDC in January 2015, and included \$67 in disgorgement and prejudgment interest. The DPA, the above-mentioned guilty plea and the Consent resolved the SEC's and the DOJ's investigations of the Company's compliance with the FCPA and related U.S. laws in China and additional countries. The fine was paid in December 2014 and the payment to the SEC was made in January 2015, both of which had been previously accrued for before December 31, 2014.

Under the DPA, the DOJ will defer criminal prosecution of the Company for a term of three years. If the DOJ determines that the Company has knowingly violated the DPA, the DOJ may commence prosecution or extend the term of the DPA, including the monitoring provisions described below, for up to one year. If the Company remains in compliance with the DPA during its term, the charges against the Company will be dismissed with prejudice.

Under the DPA and the Consent, among other things, the Company agreed to have a compliance monitor (the "monitor"). With the approval of the DOJ and the SEC, the monitor can be replaced 18 months after the monitor's retention by the Company pursuant to its agreement to undertake self-reporting obligations for the remainder of the monitoring period. The monitoring period expires on the later of three years from the date of the retention of the monitor and the expiration of the DPA. We are in the process of retaining a monitor, whose selection is subject to the approval of the DOJ and the SEC. There can be no assurance as to when a monitor will be approved or whether or

when the DOJ and the SEC will approve replacing the monitorship with the Company's self-reporting. Under the DPA, the Company also represented that it has implemented and agreed that it will continue to implement a compliance and ethics program designed to prevent and detect violations of the FCPA and other applicable anti-corruption laws throughout its operations.

The monitor will assess and monitor the Company's compliance with the terms of the DPA and Consent by evaluating, among other things, the Company's internal accounting controls, recordkeeping and financial reporting policies and procedures. The monitor may recommend changes to our policies and procedures that we must adopt unless they are unduly burdensome or otherwise inadvisable, in which case we may propose alternatives, which the DOJ and the SEC may or may not accept. In addition, operating under the oversight of the monitor may result in burdens on members of our management and divert their time from the operation of our business. Assuming the monitorship is replaced by a self-reporting period, the Company's self-reporting obligations may continue to be costly or burdensome.

We currently cannot estimate the costs that we are likely to incur in connection with compliance with the DPA and the Consent, including the retention of the monitor, the costs, if applicable, of self-reporting, and the costs of implementing the changes, if any, to our policies and procedures required by the monitor. However, the costs and burdens of the monitoring process could be significant.

FCPA-Related Litigation Matters

In July and August 2010, derivative actions were filed in state court against certain present or former officers and/or directors of the Company (Carol J. Parker, derivatively on behalf of Avon Products, Inc. v. W. Don Cornwell, et al. and Avon Products, Inc. as nominal defendant (filed in the New York Supreme Court, Nassau County, Index No. 600570/2010); Lynne Schwartz, derivatively on behalf of Avon Products, Inc. v. Andrea Jung, et al. and Avon Products, Inc. as nominal defendant (filed in the New York Supreme Court, New York County, Index No. 651304/2010)). On November 22, 2013, a derivative action was filed in federal court against certain present or former officers and/or directors of the Company (Sylvia Pritika, derivatively on behalf of Avon Products, Inc. v. Ann S. Moore, et al. and Avon Products, Inc. as nominal defendant (filed in the United States District Court for the Southern District of New York, No. 13-CV-8369)). The claims asserted in one or more of these actions include alleged breach of fiduciary duty, abuse of control, waste of corporate assets, and unjust enrichment, relating to the Company's compliance with the FCPA, including the adequacy of the Company's internal controls. The relief sought against the individual defendants in one or more of these derivative actions include certain declaratory and equitable relief, restitution, damages, exemplary damages and interest. The Company is a nominal defendant, and no relief is sought against the Company itself. In the Parker case, plaintiff has agreed that defendants' time to file an answer, motion to dismiss or other response is adjourned until plaintiff files an amended pleading. In Schwartz, the parties have agreed to a stipulated schedule for further proceedings, which provides, among other things, for plaintiffs to file a further amended complaint and for defendants to file a motion to dismiss. In Pritika, defendants moved to dismiss the complaint on March 7, 2014. We are unable to predict the outcome of these matters.

On July 6, 2011, a purported shareholder's class action complaint (City of Brockton Retirement System v. Avon Products, Inc., et al., No. 11-CIV-4665) was filed in the United States District Court for the Southern District of New York against the Company and certain present or former officers and/or directors of the Company. On September 29, 2011, the Court appointed LBBW Asset Management Investmentgesellschaft mbH and SGSS Deutschland Kapitalanlagegesellschaft mbH as lead plaintiffs and Motley Rice LLC as lead counsel. Lead plaintiffs filed an amended complaint, and the defendants moved to dismiss the amended complaint on June 14, 2012. On September 29, 2014, the Court granted the defendants' motion to dismiss and also granted the plaintiffs leave to amend their complaint. On October 24, 2014, plaintiffs filed their second amended complaint on behalf of a purported class consisting of all persons or entities who purchased or otherwise acquired shares of Avon's common stock from July 31, 2006 through and including October 26, 2011. The second amended complaint names as defendants the Company and two individuals and asserts violations of Sections 10(b) and 20(a) of the Exchange Act based on allegedly false or misleading statements and omissions with respect to, among other things, the Company's compliance with the FCPA, including the adequacy of the Company's internal controls. Plaintiffs seek compensatory damages and declaratory, injunctive, and other equitable relief. Defendants moved to dismiss the Second Amended Complaint on November 21, 2014. We are unable to predict the outcome of this matter. However, it is reasonably possible that we may incur a loss in connection with this matter. We are unable to reasonably estimate the amount or range of such reasonably possible loss.

On December 23, 2014, a purported class action (Poovathur v. Avon Products, Inc., et al., No. 14-CV-10083) was filed in the United States District Court for the Southern District of New York against the Company and certain present or former Company employees pursuant to the Employee Retirement Income Security Act (“ERISA”), 29 U.S.C. § 1132. An amended complaint was filed on January 28, 2015. The purported class consists of participants in and beneficiaries of the Avon Personal Savings Account Plan (the “Plan”) who invested in and/or held shares of the Avon Common Stock Fund between July 31, 2006 and January 1, 2015. The claims asserted in this action include, inter alia, alleged breach of fiduciary duties in connection with the administration and management of the Plan and the appointment, evaluation, and monitoring of other Plan Fiduciaries. Plaintiffs seek, inter alia, certain monetary relief, damages, and declaratory, injunctive, and other equitable relief. We are unable to predict the outcome of this matter. However, it is reasonably possible that we may incur a loss in connection with this matter. We are unable to reasonably estimate the amount or range of such reasonably possible loss.

Under some circumstances, any losses incurred in connection with adverse outcomes in the litigation matters described above could be material.

Brazilian Tax Matters

In 2002, our Brazilian subsidiary received an excise tax (IPI) assessment from the Brazilian tax authorities for alleged tax deficiencies during the years 1997-1998. In December 2012, additional assessments were received for the year 2008 with respect to excise tax (IPI) and taxes charged on gross receipts (PIS and COFINS). In the second quarter of 2014, the PIS and COFINS assessments were officially closed in favor of Avon Brazil. The 2002 and the 2012 IPI assessments assert that the establishment in 1995 of separate manufacturing and distribution companies in Brazil was done without a valid business purpose and that Avon Brazil did not observe minimum pricing rules to define the taxable basis of excise tax. The structure adopted in 1995 is comparable to that used by many other companies in Brazil. We believe that our Brazilian corporate structure is appropriate, both operationally and legally, and that the 2002 and 2012 IPI assessments are unfounded.

These matters are being vigorously contested. In January 2013, we filed a protest seeking a first administrative level review with respect to the 2012 IPI assessment. In July 2013, the 2012 IPI assessment was upheld at the first administrative level and we have appealed this decision to the second administrative level. The 2012 IPI assessment totals approximately \$322, including penalties and accrued interest. In October 2010, the 2002 IPI assessment was upheld at the first administrative level at an amount reduced to approximately \$25 from approximately \$59, including penalties and accrued interest. We have appealed this decision to the second administrative level.

In the event that the 2002 or 2012 IPI assessments are upheld at the last administrative level, it may be necessary for us to provide security to pursue further appeals, which, depending on the circumstances, may result in a charge to earnings. It is not possible to reasonably estimate the likelihood or potential amount of assessments that may be issued for subsequent periods (tax years up through 2007 are closed by statute). However, other similar IPI assessments involving different periods (1998-2001) have been canceled and officially closed in our favor by the second administrative level, and we believe that the likelihood that the 2002 assessment will be upheld is remote and the likelihood that the 2012 IPI assessment will be upheld is reasonably possible. As stated above, we believe that the 2002 and 2012 IPI assessments are unfounded.

Other Matters

Various other lawsuits and claims, arising in the ordinary course of business or related to businesses previously sold, are pending or threatened against Avon. In management's opinion, based on its review of the information available at this time, the total cost of resolving such other contingencies at December 31, 2014, is not expected to have a material adverse effect on our consolidated financial position, results of operations or cash flows.

NOTE 16. Goodwill and Intangible Assets

Q3 2012 China Impairment Assessment

Based on the continued decline in revenue performance in China during the third quarter of 2012 and a corresponding lowering of our long-term growth estimates in China, we completed an interim impairment assessment of the fair value of goodwill related to our operations in China. The changes to our long-term growth estimates were based on the state of our China business, as the China business did not achieve our revenue, earnings and cash flows expectations primarily due to challenges in our business model. Based upon this interim analysis, we determined that the goodwill related to our operations in China was impaired. Specifically, the results of our interim impairment test indicated the estimated fair value of our China reporting unit was less than its respective carrying amount. As a result

of our impairment testing, we recorded a non-cash impairment charge of \$44.0 (\$44.0 after tax) in the third quarter of 2012 to reduce the carrying amount of goodwill for China to its estimated fair value.

Q3 2013 China Impairment Assessment

As compared to our projections used in our fourth quarter 2012 impairment analysis ("Q4 2012 projections"), China performed generally in line with our revenue and earnings projections during the first half of 2013. As assumed in our Q4 2012 projections, China's revenue in the first half of 2013 continued to deteriorate versus the prior-year period; however, beginning in the third quarter of 2013, this revenue decline was significantly in excess of our assumptions. Revenue in the third quarter of 2013 declined 67% versus the third quarter of 2012, compared to a revenue decline of 28% in the first half of 2013 versus the first half of 2012. As a result, in the third quarter of 2013, it became apparent that we would not achieve our 2013 and long-term forecasted revenue and earnings, and we completed an interim impairment assessment of the fair value of goodwill related to our operations in China.

China's revenue performance in the third quarter of 2013 was approximately 67% less (when excluding the impact of foreign currency) than the revenue in our Q4 2012 projections. The revenue decline in China during the third quarter of 2013 resulted in the recognition of an operating loss while we had expected operating profit in our Q4 2012 projections. In the third quarter of 2013, we significantly lowered our long-term revenue and earnings projections for China that was included in our DCF model utilized in our interim impairment assessment. Based upon this interim analysis, we determined that the goodwill related to our operations in China was impaired. Specifically, the results of our interim impairment analysis indicated the estimated fair value of our China reporting unit was less than its respective carrying amount. As a result of our impairment testing, we recorded a non-cash before tax impairment charge of \$38.4 (\$38.4 after tax) to reduce the carrying amount of goodwill. There is no goodwill remaining for our China reporting unit as a result of this impairment. The decline in the fair value of the China reporting unit was primarily driven by the significant reduction in the forecasted long-term growth rates and cash flows used to estimate fair value. Fiscal year 2013 revenue for China was expected to be approximately 38% less than the revenue in our Q4 2012 projections and 47% less than fiscal year 2012 results.

We also performed an interim impairment analysis for our China finite-lived intangible assets, which indicated the carrying value of these intangible assets exceeded the estimated future undiscounted cash flows of the business. This resulted in a non-cash before tax impairment charge of \$3.7 (\$2.8 after tax) to reduce the carrying amount of these assets. There are no intangible assets remaining for China as a result of this impairment charge.

China had historically generated positive cash flows, but was not expected to generate positive cash flows in 2013 or for a number of years thereafter as there was a need for further investment than was previously anticipated. As a result, the expected cash flows of the business as of the date of our impairment analysis were not at a level sufficient to support the carrying value of the business. As compared to prior years' projections for China, the future expectations declined significantly in the 2012 and 2013 impairment analyses. This reduction in future expectations led to impairments of \$44.0 and \$42.1 being recorded in the third quarters of 2012 and 2013, respectively.

Key Assumptions - China

Key assumptions used in measuring the fair value of China during these impairment assessments included projections of revenue and the resulting cash flows, as well as the discount rate (based on the estimated weighted-average cost of capital). To estimate the fair value of China, we forecasted revenue and the resulting cash flows over ten years using a DCF model which included a terminal value at the end of the projection period. We believed that a ten-year period was a reasonable amount of time in order to return China's cash flows to normalized, sustainable levels.

Goodwill

	Latin America	Europe, Middle East & Africa	Asia Pacific	Total
Gross balance at December 31, 2013	\$ 112.6	\$ 167.3	\$ 85.0	\$ 364.9
Accumulated impairments	—	—	(82.4	) (82.4
Net balance at December 31, 2013	\$ 112.6	\$ 167.3	\$ 2.6	\$ 282.5

Changes during the period ended December 31, 2014:

Foreign exchange	\$(21.9) \$(11.3) \$—	\$(33.2)
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Gross balance at December 31, 2014	\$90.7	\$156.0	\$85.0	\$331.7
Accumulated impairments	—	—	(82.4) (82.4
Net balance at December 31, 2014	\$90.7	\$156.0	\$2.6	\$249.3
Other intangible assets				
	2014		2013	
	Gross	Accumulated	Gross	Accumulated
	Amount	Amortization	Amount	Amortization
Finite-Lived Intangible Assets				
Customer relationships	\$33.0	\$(31.1	) \$39.9	\$(36.5
Licensing agreements	43.4	(39.9	) 52.3	(47.3
Noncompete agreements	7.2	(7.2	) 8.1	(8.1
Trademarks	—	—	6.6	(6.6
Indefinite-Lived Trademarks	23.6	—	25.1	—
Total	\$107.2	\$(78.2	) \$132.0	\$(98.5

Actual amortization expense may differ from the amounts above due to, among other things, future acquisitions, disposals, impairments, accelerated amortization or fluctuations in foreign currency exchange rates. Aggregate amortization expense was \$4.4 and \$9.5 for the years ended December 31, 2013 and 2012, respectively. Aggregate amortization expense was not material for the year ended December 31, 2014, and is not expected to be material for future periods.

NOTE 17. Supplemental Balance Sheet Information

At December 31, 2014 and 2013, prepaid expenses and other included the following:

Prepaid expenses and other	2014	2013
Deferred tax assets (Note 7)	\$204.7	\$233.6
Prepaid taxes and tax refunds receivable	165.7	145.9
Prepaid brochure costs, paper and other literature	77.6	95.7
Receivables other than trade	72.5	86.6
Short-term investments	21.0	31.7
Other	76.8	95.8
Prepaid expenses and other	\$618.3	\$689.3

At December 31, 2014 and 2013, other assets included the following:

Other assets	2014	2013
Deferred tax assets (Note 7)	\$685.8	\$944.7
Long-term receivables	149.5	168.0
Capitalized software (Note 1)	101.3	122.9
Investments	36.4	33.8
Other intangible assets, net (Note 16)	29.0	33.5
Tooling	21.7	37.9
Other	28.3	34.5
Other assets	\$1,052.0	\$1,375.3

NOTE 18. Results of Operations by Quarter (Unaudited)

2014	First	Second	Third	Fourth	Year
Total revenue	\$2,183.6	\$2,188.6	\$2,138.2	\$2,341.0	8,851.4
Gross profit	1,228.2	1,377.9	1,324.3	1,421.7	5,352.1
Operating (loss) profit ⁽¹⁾	(50.9	) 93.2	187.9	169.9	400.1
(Loss) income from continuing operations, before taxes ⁽²⁾	(141.0	) 65.7	144.4	95.1	164.2
(Loss) income from continuing operations, net of tax ⁽³⁾	(167.2) 19.9	92.0	(329.6) (384.9
Net income attributable to noncontrolling interests	(1.1) (.9) (.6) (1.1) (3.7

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Net (loss) income attributable to Avon	\$(168.3)	\$19.0	\$91.4	\$(330.7)	(388.6)
(Loss) earnings per share from continuing operations					
Basic	\$(.38)	\$.04	\$.21	\$(.75)	\$(.88) (4)
Diluted	(.38)	.04	.21	(.75)	(.88) (4)

2013	First	Second	Third	Fourth	Year
Total revenue	\$2,456.0	\$2,508.9	\$2,322.9	\$2,667.2	\$9,955.0
Gross profit	1,530.6	1,573.5	1,451.2	1,627.2	6,182.5
Operating profit (loss) ⁽¹⁾	174.0	202.2	68.2	(17.2)	427.2
Income (loss) from continuing operations, before taxes ⁽²⁾	29.3	145.3	31.6	(43.6)	162.6
(Loss) income from continuing operations, net of tax ⁽³⁾	(11.5)	84.6	(6.4)	(67.7)	(1.0)
(Loss) income from discontinued operations, net of tax	(1.1)	(50.4)	.6	—	(50.9)
Net (income) loss attributable to noncontrolling interests	(1.1)	(2.3)	.3	(1.4)	(4.5)
Net (loss) income attributable to Avon	\$(13.7)	\$31.9	\$(5.5)	\$(69.1)	\$(56.4)

(Loss) earnings per share from continuing operations					
Basic	\$(.03)	\$.19	\$(.01)	\$(.16)	\$(.01) (4)
Diluted	(.03)	.19	(.01)	(.16)	(.01) (4)

(1) Operating profit (loss) was impacted by the following:

2014	First	Second	Third	Fourth	Year
Costs to implement restructuring initiatives:					
Cost of sales	\$—	\$—	\$—	\$—	\$—
Selling, general and administrative expenses	22.7	51.2	2.5	37.8	114.2
Total costs to implement restructuring initiatives	\$22.7	\$51.2	\$2.5	\$37.8	\$114.2
Venezuelan special items	\$115.7	\$18.0	\$2.0	\$1.4	\$137.1
FCPA accrual	\$46.0	\$—	\$—	\$—	\$46.0
Pension settlement charge	\$—	\$23.5	\$5.4	\$7.5	\$36.4
2013	First	Second	Third	Fourth	Year
Costs to implement restructuring initiatives:					
Cost of sales	\$(.6)	\$(.3)	\$—	\$—	\$(.9)
Selling, general and administrative expenses	20.9	8.7	(.2)	37.4	66.8
Total costs to implement restructuring initiatives	\$20.3	\$8.4	\$(.2)	\$37.4	\$65.9
Venezuelan special items	\$13.3	\$16.5	\$14.9	\$4.9	\$49.6
FCPA accrual	\$—	\$12.0	\$—	\$77.0	\$89.0
Asset impairment and other charges	\$—	\$—	\$42.1	\$117.2	\$159.3

In addition to the items impacting operating profit (loss) above, income (loss) from continuing operations, before taxes during 2014 was impacted by a one-time, after-tax loss of \$41.8 (\$53.7 in other expense, net, and a benefit of \$11.9 in income taxes) recorded in the first quarter, primarily reflecting the write-down of monetary assets and liabilities due to the change to the SICAD II rate.

In addition, income (loss) from continuing operations, before taxes during 2013 was impacted by a one-time, after-tax loss of \$50.7 (\$34.1 in other expense, net, and \$16.6 in income taxes) recorded in the first quarter, primarily reflecting the write-down of monetary assets and liabilities and deferred tax benefits due to the devaluation of Venezuelan currency. Income (loss) from continuing operations, before taxes during 2013 was also impacted by a loss on

extinguishment of debt of \$73.0 before tax in the first quarter of 2013 caused by the make-whole premium and the write-off of debt issuance costs associated with the prepayment of our Private Notes (as defined in Note 5, Debt and Other Financing), as well as the write-off of debt issuance costs associated with the early repayment of \$380.0 of the outstanding principal amount of the term loan agreement (as defined in Note 5, Debt and Other Financing). In addition, income (loss) from continuing operations, before taxes during 2013 was impacted by a loss on extinguishment of debt of \$13.0 before tax in the second quarter of 2013 caused by the make-whole premium and the write-off of debt issuance costs and discounts, partially offset by a deferred gain associated with the January 2013 interest-rate swap agreement termination, associated with the prepayment of the 2014 Notes (as defined in Note 5, Debt and Other Financing).

(Loss) income from continuing operations, net of tax during 2014 was negatively impacted by a non-cash income tax charge of \$404.9. This was primarily due to a valuation allowance of \$383.5 to reduce our deferred tax assets to (3) an amount that is "more likely than not" to be realized, which was recorded in the fourth quarter of 2014. In addition, (loss) income from continuing operations, net of tax during 2014 was favorably impacted by the \$18.5 net tax benefit recorded in the fourth quarter of 2014 related to the finalization of the FCPA settlements. In addition, (loss) income from continuing operations, net of tax during 2013 was impacted by valuation allowances for deferred tax assets of \$41.8 related to Venezuela in the fourth quarter of 2013 and \$9.2 related to the China business in the third quarter of 2013.

(4) The sum of per share amounts for the quarters does not necessarily equal that for the year because the computations were made independently.

See Note 15, Restructuring Initiatives, "Results Of Operations - Consolidated" within MD&A on pages 32 through 39, "Segment Review - Latin America" within MD&A on pages 40 through 44, Note 15, Contingencies, Note 11, Employee Benefit Plans, Note 16, Goodwill and Intangibles, Note 1, Description of the Business and Summary of Significant Accounting Policies, Note 5, Debt and Other Financing and Note 7, Income Taxes, for more information on these items.

SCHEDULE II
AVON PRODUCTS, INC. AND SUBSIDIARIES
VALUATION AND QUALIFYING ACCOUNTS
 Years ended December 31, 2014, 2013 and 2012

(In millions) Description	Balance at Beginning of Period	Additions Charged to Costs and Expenses	Charged to Revenue	Deductions	Balance at End of Period
2014					
Allowance for doubtful accounts receivable	\$129.6	\$192.5	\$—	\$(221.3) (1)	\$100.8
Allowance for sales returns	17.6	—	298.1	(298.5) (2)	17.2
Allowance for inventory obsolescence	150.8	100.9	—	(129.8) (3)	121.9
Deferred tax asset valuation allowance	783.4	425.2	(4) —	—	1,208.6
2013					
Allowance for doubtful accounts receivable	\$134.3	\$239.3	\$—	\$(244.0) (1)	\$129.6
Allowance for sales returns	26.8	—	340.0	(349.2) (2)	17.6
Allowance for inventory obsolescence	164.8	117.1	—	(131.1) (3)	150.8
Deferred tax asset valuation allowance	627.4	156.0	(4) —	—	783.4
2012					

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Allowance for doubtful accounts receivable	\$ 138.4	\$ 250.9	\$—	\$ (255.0) (1)	\$ 134.3
Allowance for sales returns	35.8	—	386.4	(395.4) (2)	26.8
Allowance for inventory obsolescence	147.4	118.8	—	(101.4) (3)	164.8
Deferred tax asset valuation allowance	546.1	81.3	(4) —	—	627.4

(1) Accounts written off, net of recoveries and foreign currency translation adjustment.

(2) Returned product destroyed and foreign currency translation adjustment.

(3) Obsolete inventory destroyed and foreign currency translation adjustment.

(4) Increase in valuation allowance primarily for deferred tax assets that are not more likely than not to be realized in the future.

F-34