

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended **September 30, 2011**

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE EXCHANGE ACT**

for the transition period from \_\_\_\_\_ to \_\_\_\_\_

**CORD BLOOD AMERICA,  
INC.**

*(Exact Name of Small Business Registrant as Specified in its Charter)*

**FLORIDA**

*(State or other jurisdiction of incorporation)*

**000-50746**

*(Commission File Number)*

**65-1078768**

*(I.R.S. Employer Identification No.)*

**1857 HELM DRIVE**

**LAS VEGAS, NV 89119**

*(Address of principal executive offices)*

**89119**

*(Zip Code)*

**(702) 914-7250**

*(Registrant's telephone number, including area code)*

Indicate by check mark whether the Registrant (1) has filed all documents and reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filings for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company filer

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act.): Yes  No

Number of shares of Cord Blood America, Inc. common stock, \$0.0001 par value, outstanding as of September 30, 2011, 101,018,608 exclusive of treasury shares.

**CORD BLOOD AMERICA, INC. AND SUBSIDIARIES**

**INDEX TO FORM 10-Q**

**PART I. FINANCIAL INFORMATION**

Item 1.	Condensed Consolidated Financial Statements (Unaudited)	3
	Condensed Consolidated Balance Sheets September 30, 2011 (unaudited) and December 31, 2010 (audited)	3
	Condensed Consolidated Statements of Operations (unaudited) for the three and nine months ended September 30, 2011 and December 31, 2010	4
	Condensed Consolidated Statements of Cash Flows (unaudited) for the nine months ended September 30, 2011 and December 31, 2010	6
	Notes to Condensed Consolidated Financial Statements (unaudited)	8
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	24
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	29
Item 4T.	Controls and Procedures	29

**PART II. OTHER INFORMATION**

Item 1.	Legal Proceedings	30
Item 1A.	Risk Factors	31
Item 2.	Unregistered Sales Of Equity Securities And Use Of Proceeds	31
Item 3.	Defaults Upon Senior Securities	31
Item 4.	Reserved	31
Item 5.	Other Information	31
Item 6.	Exhibits	31
	Signatures	35

**PART I. FINANCIAL INFORMATION**

**ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**CORD BLOOD AMERICA, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS  
AS OF SEPTEMBER 30, 2011 (UNAUDITED) AND DECEMBER 31, 2010 (AUDITED)**

**ASSETS**

	<b>SEPTEMBER 30, 2011</b>	<b>DECEMBER 31, 2010</b>
Current assets:		
Cash	\$ 235,544	\$ 347,258
Accounts receivable, net of allowance for doubtful accounts of \$54,045 and \$10,000	387,791	540,279
Prepaid expenses	114,386	141,300
Other current assets	326,320	72,560
Notes receivable, related party, current	—	300,000
Total current assets	1,064,041	1,401,397
Property and equipment, net of accumulated depreciation and amortization of \$547,222 and \$446,743	669,083	571,431
Customer contracts and relationships, net of accumulated amortization of \$2,430,184 and \$1,949,377	4,914,497	5,038,582
Investments and related party receivables	697,350	125,000
Goodwill	244,053	244,053
<b>Total assets</b>	<b>7,589,024</b>	<b>\$ 7,380,463</b>

**LIABILITIES AND STOCKHOLDERS' DEFICIT**

Current liabilities:		
Accounts payable	\$ 953,913	\$ 967,626
Accrued expenses	897,165	1,338,115
Deferred rent	59,827	112,231
Deferred revenue	1,564,499	1,397,161
Derivative liability	742,342	238,789
Notes payable, net of unamortized discount of \$57,115 and \$0	740,152	1,490,400
Total current liabilities	4,957,898	5,544,322
Promissory notes payable, net of unamortized discount of \$822,499 and \$251,903	1,648,523	651,217
Deferred revenue (long term portion)	429,978	438,631
Total liabilities	7,036,399	6,634,170
Stockholders' deficit:		
Preferred stock, \$.0001 par value, 5,000,000 shares authorized, no shares issued and outstanding	—	—
Common stock, \$.0001 par value, 250,000,000 shares authorized, 101,018,608 and 62,838,832 shares issued and outstanding, inclusive of treasury shares	1,011,960	628,389
Additional paid-in capital	46,316,925	42,892,449
Common stock held in treasury stock, 2,000 shares	(599,833)	(599,833)
Accumulated Other Comprehensive income (loss)	(17,990)	(551)
Accumulated equity (deficit)	(46,619,460)	(42,789,936)
Total cord blood stockholders' equity (deficit)	91,602	130,518
Non-controlling interest	461,023	615,775
Total stockholders' equity (deficit)	552,625	746,293
Total liabilities and stockholders' deficit	<b>\$ 7,589,024</b>	<b>\$ 7,380,463</b>

See the accompanying notes to condensed consolidated financial statements.

**CORD BLOOD AMERICA, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)**  
**FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2011 AND 2010**

	NINE- MONTH PERIOD ENDED SEPTEMBER 30, 2011	NINE- MONTH PERIOD ENDED SEPTEMBER 30, 2010
Revenue	\$ 4,381,142	\$ 2,749,353
Cost of services	(1,367,882)	(1,171,856)
Gross profit	3,013,260	1,577,497
Administrative and selling expenses	(5,557,586)	(6,147,565)
Start-up Costs	(0.00)	(820,471)
Income (Loss) from operations	(2,544,326)	(5,390,539)
Interest expense and change in derivative liability	(1,439,811)	(865,326)
Net loss before income taxes	(3,984,137)	(6,255,865)
Income taxes	—	—
Non-controlling interest in income	154,752	221,680
Net loss	\$ (3,829,385)	\$ (6,034,185)
Basic and diluted loss per share	\$ (.05)	\$ (0.12)
Weighted average common shares outstanding	73,452,892	52,305,200

See the accompanying notes to condensed consolidated financial statements.

**CORD BLOOD AMERICA, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)**  
**FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2011 AND 2010**

	<b>THREE- MONTH PERIOD ENDED SEPTEMBER 30, 2011</b>	<b>THREE- MONTH PERIOD ENDED SEPTEMBER 30, 2010</b>
Revenue	\$ 1,492,799	\$ 958,449
Cost of services	(436,792)	(355,790)
Gross profit	1,056,007	602,659
Administrative and selling expenses	(1,550,408)	(2,361,878)
Start-up Costs	—	—
Loss from operations	(494,401)	(1,759,219)
Interest expense and change in derivative liability	(514,240)	(213,002)
Net loss before income taxes	(1,008,641)	(1,972,221)
Income taxes	—	—
Non-controlling interest in income	29,188	95,464
Net loss	<u>\$ (979,453)</u>	<u>\$ (1,876,757)</u>
Basic and diluted loss per share	\$ (0.01)	\$ (0.04)
Weighted average common shares outstanding	85,104,970	52,305,200

See the accompanying notes to condensed consolidated financial statements.

**CORD BLOOD AMERICA, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**  
**FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2011 AND 2010**

	NINE- MONTH PERIOD ENDED SEPTEMBER 30, 2011	NINE-MONTH PERIOD ENDED SEPTEMBER, 30, 2010
Cash flows from operating activities:		
Consolidated Net loss	\$ (3,984,137)	\$ (6,255,865)
Adjustments to reconcile net loss to net cash used in operating activities:		
Shares issued (cancelled) relating to services, net	74,016	601,464
Expense incurred in relation to stock options Shares issued to employees, directors and consultants	40,000	—
Amortization of loan discount	887,321	373,915
Shares issued to Vivicells	—	46,665
Depreciation and amortization	578,812	435,235
Stock option expense	185,098	1,707,114,
Change in value of derivative liability	(339,174)	(25,974)
Shares issued as payment of interest on convertible notes	46,250	—
Bad debt expense	3,067	—
Start-up costs for Stellacure	—	820,471
Foreign currency translation	(17,440)	(41,457)
DWAC settlement liabilities	885,441	—
Net change in operating assets and liabilities	(188,756)	(599,583)
Net cash used in operating activities	<u>(1,829,502)</u>	<u>(3,253,018)</u>
Cash flows from investing activities:		
Payments for purchase of property and equipment	(203,370)	(137,538)
Loan receivable issued to China Stem Cells	(250,000)	—
Loan receivable issued to ViviCells International	—	(200,000)
Loan receivable issued to VidaPlus	(322,349)	—
Cash acquired during acquisition of Biocells	—	134,695
Net cash used in investing activities	<u>(775,719)</u>	<u>(202,843)</u>
Cash flows from financing activities:		
Issuance of common shares for cash	512,000	200,000
Proceeds from issuance of notes payable	1,981,507	2,805,000
Payments on advances from shareholders	—	(29,229)
Net cash provided by financing activities	<u>2,493,507</u>	<u>2,975,771</u>
Net decrease in cash	(111,714)	(480,090)
Cash balance at beginning of period	<u>347,258</u>	<u>716,576</u>
Cash balance at end of period	<u>\$ 235,544</u>	<u>\$ 236,486</u>

See the accompanying notes to condensed consolidated financial statements.

**CORD BLOOD AMERICA, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**  
**FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2011 AND 2010**

	<b>NINE- MONTH PERIOD ENDED SEPTEMBER 30, 2011</b>	<b>NINE- MONTH PERIOD ENDED SEPTEMBER 30, 2010</b>
	<b>_____</b>	<b>_____</b>
<b>Supplemental disclosures:</b>		
Cash paid for interest	\$ —	\$ —
Cash paid for income taxes	\$ —	\$ —
<b>Supplemental disclosures of non-cash investing and financing activities:</b>		
Acquisition of Neocells customer contracts as repayment on note receivable through foreclosure	\$ 320,416	\$ —
Debt repaid through issuance of common stock	\$ 1,979,851	\$ 2,086,391

See the accompanying notes to condensed consolidated financial statements.

**CORD BLOOD AMERICA, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2011**

**Note 1. Organization and Description of Business**

Cord Blood America, Inc. ("CBAI"), formerly D&A Lending, Inc., was incorporated in the State of Florida on October 12, 1999. In October, 2009, CBAI re-located its headquarters from Los Angeles, California to Las Vegas, Nevada. CBAI is primarily a holding company whose wholly-owned subsidiaries include Cord Partners, Inc., CorCell Companies Inc., CorCell Ltd., ("Cord"), CBA Professional Services, Inc. D/B/A BodyCells, Inc. ("BodyCells"), CBA Properties, Inc. ("Properties"), and Career Channel Inc, D/B/A Rainmakers International ("Rain"). In March 2010, CBAI purchased a majority interest in Stellacure GmbH ("Stellacure"). In September 2010, CBAI purchased a majority interest in Biocordcell Argentina S.A. ("Bio"). CBAI and its subsidiaries engage in the following business activities:

- Cord specializes in providing private cord blood stem cell preservation services to families.
- Stellacure GmbH specializes in providing cord blood stem cell preservation services to families in Germany, Spain and Italy.
- Biocordcell Argentina S.A. specializes in providing cord blood stem cell preservation to families in Argentina, Uruguay and Paraguay.
- BodyCells is a developmental stage company and intends to be in the business of collecting, processing and preserving peripheral blood and adipose tissue stem cells allowing individuals to privately preserve their stem cells for potential future use in stem cell therapy.
- Properties was formed to hold the corporate trademarks and other intellectual property.
- Rain has specialized in creating direct response television and radio advertising campaigns, including media placement and commercial production. Management has reduced the activities of Rain, terminated its former employees, and by the end of 2010, was no longer seeking additional business. This is consistent with management's decision to focus its attention exclusively on the stem cell storage business and related activities.

## **Note 2. Summary of Significant Accounting Policies**

### Basis of Presentation and Going Concern

The accompanying unaudited condensed consolidated financial statements of Cord Blood America, Inc. have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with Article 8 of Regulation S-X. 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 statements. The condensed consolidated financial statements reflect all normal recurring adjustments, which, in the opinion of management, are considered necessary for a fair presentation of the results for the periods shown. The results of operations for the periods presented are not necessarily indicative of the results expected for the full fiscal year or for any future period. The information included in these unaudited condensed consolidated financial statements should be read in conjunction with Management's Discussion and Analysis and Plan of Operations contained in this report and the audited condensed consolidated financial statements and accompanying notes included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010. Certain reclassifications have been made to prior financial statements to conform to the current period presentation.

The accompanying condensed consolidated financial statements have been prepared on a going-concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. The accompanying condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of assets and liabilities that may be necessary in the event CBAI cannot continue as a going concern.

Management has been able, thus far, to finance the losses and the growth of the business, through private placements of its common stock, the issuance of debt and proceeds from the Equity Distribution Agreement and Securities Purchase Agreement, and expects to continue to raise funds through debt and equity instruments. CBAI is continuing to attempt to increase revenues within its core businesses and through acquiring other businesses in the stem cell industry. In addition, the Company has taken steps to reduce its overall spending through the reduction of our labor force. The ongoing execution of CBAI's business plan is expected to result in operating losses over the next twelve months. There are no assurances that CBAI will be successful in achieving its goals of increasing revenues and reaching profitability.

### Basis of Consolidation

The condensed consolidated financial statements include the accounts of CBAI and its wholly-owned and majority-owned subsidiaries, Cord, Stellacure GmbH, Biocordcell Argentina S.A., BodyCells, Properties and Rain. All significant inter-company balances and transactions have been eliminated upon consolidation.

### Deferred Revenue

Deferred revenue consists of payments for enrollment in the program and processing of umbilical cord blood by customers whose samples have not yet been collected, as well as the pro-rata share of annual storage fees for customers whose samples were stored during the year.

### Valuation of Derivative Instruments

ASC 815-40 (formerly SFAS No. 133 "Accounting for derivative instruments and hedging activities"), requires that embedded derivative instruments be bifurcated and assessed, along with free-standing derivative instruments such as warrants, on their issuance date and in accordance with ASC 815-40-15 (formerly EITF 00-19 "Accounting for derivative financial instruments indexed to, and potentially settled in, a company's own stock") to determine whether they should be considered a derivative liability and measured at their fair value for accounting purposes. In determining the appropriate fair value, the Company uses the Black-Scholes option pricing formula. At September 30, 2011, the Company adjusted its derivative liability to its fair value, and reflected the change in fair value, in its statement of operations.

## Revenue Recognition

CBAI recognizes revenue under the provisions of ASC 605-25 (previously Staff Accounting Bulletin 104 "Revenue Recognition"). CBAI provides a combination of products and services to customers. This combination arrangement is evaluated under ASC 605-25-25 (previously Emerging Issues Task Force Issue No. 00-21, "Revenue Arrangements with Multiple Deliverables"). ASC 605-25-25 addresses certain aspects of accounting for arrangements under multiple revenue generating activities.

Cord, Stellacure and Bio recognize revenue from both enrollment fees and processing fees upon the completion of processing while revenue from storage fees are recognized ratably over the contractual storage period.

## Cost of Services

Costs for Cord, Stellacure, and Bio are incurred as umbilical cord blood is collected. These costs include the transportation of the umbilical cord blood from the hospital to the lab, direct material plus labor costs for processing and cryogenic storage, and allocated rent, utility and general administrative expenses. In the case of Stellacure, similar expenses are incurred, but via an outsourced relationship for laboratory services. The Company expenses costs in the period incurred.

## Impairment of Long-Lived Assets

Long-lived assets, other than goodwill, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets might not be recoverable. Conditions that would necessitate an impairment assessment include a significant decline in the observable market value of an asset, a significant change in the extent or manner in which an asset is used, or a significant adverse change that would indicate that the carrying amount of an asset or group of assets is not recoverable. For long-lived assets to be held and used, the Company recognizes an impairment loss only if its carrying amount is not recoverable through its undiscounted cash flows and measures the impairment loss based on the difference between the carrying amount and fair value. The Company reviews goodwill for impairment at least annually or whenever events or circumstances are more likely than not to reduce the fair value of goodwill below its carrying amount.

## Equity Investments

Cord has a non-controlling equity investment in ViviCells International, Inc., a publicly held company in the business of providing blood stem cell and adult peripheral blood stem cell preservation services. The Company utilizes the equity method of accounting as it owns more than 20% of the outstanding common stock and has the ability to exercise significant influence over this company. As such, the investment is carried at cost less Cord's proportionate share of ViviCells net loss for the period since investment. However, Cord acquired all of the assets of Neocells, a wholly owned subsidiary of ViviCells, through foreclosure in April 2011, because Neocells contained most of the total assets of ViviCells. At September 30, 2011, the carrying amount of this investment is \$0.

Cord has a minority equity investment in China Stem Cells, Ltd., a Cayman Islands company, and a privately held company organized to conduct a stem cell storage business in China. Cord also has a minority equity investment in VidaPlus, an umbilical cord processing and storage company. The Company utilizes the cost method of accounting as it owns less than 20% of the outstanding common stock and only has the ability to exercise nominal, not significant, influence over these companies.

## Fair Value Measurements

CBAI measures its financial assets and liabilities at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e. exit price), in an orderly transaction between market participants at the measurement date. The Company categorizes its assets and liabilities measured at fair value based upon the level of judgment associated with the inputs used to measure the fair value. Level inputs, as defined by ASC 820-10, are as follows:

- Level 1 – quoted prices in active markets for identical assets or liabilities.
- Level 2 – other significant observable inputs for the assets or liabilities through corroboration with market data at the measurement date.
- Level 3 – significant unobservable inputs that reflect management’s best estimate of what market participants would use to price the assets or liabilities at the measurement date.

The following table summarizes fair value measurements by level at September 30, 2011 for assets and liabilities measured at fair value on a recurring basis:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Cash and cash equivalents	\$ 235,544	\$ —	\$ —	\$ 235,544
Derivative liability	\$ —	\$ —	\$ (742,342)	\$ (742,342)

Derivative liability was valued under the Black-Scholes model, consistent with last year, with the following assumptions:

Risk free interest rate	0.20% to 1.28%
Expected life	0 to 5 years
Dividend yield	0%
Volatility	0% to 165%

The following is a reconciliation of the derivative liability:

Value at December 31, 2010	\$ 238,789
Issuance of instruments	\$ 1,359,555
Increase (Decrease) in value	\$ (339,174)
Reclassification	\$ (516,826)
Value at September 30, 2011	<u>\$ 742,342</u>

#### Comprehensive Income (Loss)

The following is a schedule of comprehensive income (loss) for nine months ended September 30, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Net income (loss)	\$ (3,829,385)	\$ (6,034,185)
Foreign currency translation gain (loss)	(17,440)	(41,457)
Comprehensive income (loss)	<u>\$ (3,846,825)</u>	<u>\$ (6,075,642)</u>

For certain of the Company’s financial instruments, including cash, accounts receivable, prepaid expenses and other assets, accounts payable and accrued expenses, and deferred revenues, the carrying amounts approximate fair value due to their short maturities. The carrying amounts of the Company’s notes receivable and notes payable approximate fair value based on the prevailing interest rates.

#### Reclassifications

The Company reclassified certain amounts from 2010 to conform to the current year presentation.

## Recently Issued Accounting Pronouncements

### **Recently Adopted Accounting Guidance**

In June 2011, the FASB issued Accounting Standards Update No. 2011-05, "*Comprehensive Income (Topic 220): Presentation of Comprehensive Income*," ("ASU 2011-05"), ASU 2011-05 eliminates the option to report other comprehensive income and its components in the statement of changes in equity. ASU 2011-05 requires that all nonowner changes in stockholders' equity be presented in either a single continuous statement of comprehensive income or in two separate but consecutive statements. This new guidance is to be applied retrospectively. We are required to adopt this standard as of the beginning of 2013. The adoption of this standard will only impact the presentation of our financial statements.

In January, 2010, the FASB issued ASU 2010-06, Improving Disclosures about Fair Value Measurements. The standard amends ASC Topic 820, Fair Value Measurements and Disclosures to require additional disclosures related to transfers between levels in the hierarchy of fair value measurement. The standard does not change how fair values are measured. The standard is effective for interim and annual reporting periods beginning after December 15, 2009. The adoption of ASU 2010-06 did not have a material impact on our consolidated financial statements.

In October 2009, the FASB issued authoritative guidance on multiple-deliverable revenue arrangements. This new guidance amends the existing criteria for separating consideration received in multiple-deliverable arrangements and requires that arrangement consideration be allocated at the inception of the arrangement to all deliverables based on their relative selling price. The guidance establishes a hierarchy for determining the selling price of a deliverable which is based on vendor-specific objective evidence, third-party evidence, or management estimates. Expanded disclosures related to multiple-deliverable revenue arrangements are also required. This guidance is effective for the Company beginning fiscal year 2011, with early adoption permitted. Upon adoption, the guidance may be applied either prospectively from the beginning of the fiscal year for new or materially modified arrangements, or it may be applied retrospectively. The adoption of this guidance did not have a material impact on our consolidated financial statements.

In September 2009, the FASB amended ASC 860, (formerly SFAS No. 166, Accounting for Transfers of Financial Assets, and an amendment to SFAS No. 140). ASC 860 eliminates the concept of a "qualifying special-purpose entity," changes the requirements for derecognizing financial assets, and requires additional disclosures in order to enhance information reported to users of financial statements by providing greater transparency about transfers of financial assets, including securitization transactions, and an entity's continuing involvement in and exposure to the risks related to transferred financial assets. ASC 860 is effective for fiscal years beginning after November 15, 2009. The adoption of ASC 860 did not have a material impact on our consolidated financial statements.

In September 2009, the FASB amended ASC 810 (formerly Statement of Financial Accounting Standards No.167, Amendments to FASB Interpretation No. 46(R)). The amendments include: (1) the elimination of the exemption for qualifying special purpose entities, (2) a new approach for determining who should consolidate a variable-interest entity, and (3) changes to when it is necessary to reassess who should consolidate a variable-interest entity. ASC 810 is effective for the first annual reporting period beginning after November 15, 2009 and for interim periods within that first annual reporting period. The adoption of ASC 810 did not have a material impact on our consolidated financial statements.

In August 2009, the FASB issued ASU 2009-15, which changes the fair value accounting for liabilities. These changes clarify existing guidance that in circumstances in which a quoted price in an active market for the identical liability is not available, an entity is required to measure fair value using either a valuation technique that uses a quoted price of either a similar liability or a quoted price of an identical or similar liability when traded as an asset, or another valuation technique that is consistent with the principles of fair value measurements, such as an income approach (e.g., present value technique). This guidance also states that both a quoted price in an active market for the identical liability and a quoted price for the identical liability when traded as an asset in an active market when no adjustments to the quoted price of the asset are required are Level 1 input fair value measurements. This ASU became effective for us on January 1, 2010. Adoption of this ASU did not have a material impact on our consolidated financial statements.

### Note 3. Notes and Loans Payable

At September 30, 2011 and December 31, 2010, notes and loans payable consist of:

	September 30, 2011	December 31, 2010
Convertible Promissory Note Payable to JMJ Financial, secured by \$1.5 million of the Company's assets, one time interest charge of 10.33%, due January 19, 2013	\$ 792,049	\$ 658,121
Convertible Promissory Note Payable to JMJ Financial, secured by \$.750 million of the Company's assets, one time interest charge of 10.67%, due April 7, 2013	700,025	99,975
Senior Secured Note Payable to Shelter Island Opportunity Fund, LLP, effective interest rate of 16% per annum, payable in six monthly installments of \$248,400 April 2011 through September 2011	372,267	1,490,400
Convertible Promissory Note Payable to JMJ Financial, secured by \$.750 million of the Company's assets, one time interest charge of 10.67%, due October 7, 2013	145,025	145,025
Convertible Promissory Note Payable to St. George Investment, secured by the Company's assets, interest rate of 6.0% per annum, with payment due on or before March 10, 2015	685,623	—
Convertible Promissory Note Payable to JMJ Financial, secured by \$1.0 million of the Company's assets, one time interest charge of 10.0%, due on or before January 12, 2014	148,300	—
Convertible Promissory Note Payable to Tangiers Investors, secured by \$125K of the Company's assets, one time interest charge of 7% due on or before June 1, 2012	125,000	—
Convertible Promissory Note payable to Tangiers Investors, secured by \$125K of the Company's assets, one time interest charge of 7% due on or before June 15, 2012	125,000	—
Convertible Note to Tangiers Investors, 10% per annum; due on or before July 12, 2012	25,000	
Convertible Note to Tangiers Investors, 10% per annum; due on or before July 20, 2012	25,000	
Convertible Note to Tangiers Investors, 10% per annum due on or before August 3, 2012	25,000	
Convertible Note to Tangiers Investors, 10% per annum due on or before August 19, 2012	25,000	
Convertible Promissory Note to Tangiers Investors, secured by \$75K of the Company's assets. Due on or before August 19, 2012	75,000	
	3,268,289	2,393,521
Less: Unamortized Discount	(879,614)	(251,904)
	<u>\$ 2,388,675</u>	<u>\$ 2,141,617</u>

### Note 4. Commitments and Contingencies

#### JMJ Financial

On January 12, 2011, JMJ Financial ("JMJ"), a private investor, issued and delivered to the Company a \$1,000,000 "Secured & Collateralized Promissory Note," (the "JMJ Note"). The JMJ Note bears interest in the form of a one-time interest charge of 10.5%, and interest is payable with the JMJ Note's principal balance on its maturity date of January 12, 2014. The JMJ Note is secured by JMJ assets in the form of a money market fund or similar equivalent having a value of at least \$1,000,000. Concurrently, the Company issued a \$1,050,000 "Convertible Promissory Note" (the "2011 Note") to JMJ. The 2011 Note bears interest in the form of a onetime interest charge of 10%, payable with the Note's principal amount on the maturity date, January 12, 2014. The net difference between the JMJ Note and the 2011 Note, \$50,000, represents a discount.

No mandatory principal or interest payments are due on the JMJ Note until its maturity date. However, voluntary prepayments at the option of JMJ are customary and provide the Company with access to liquidity and working capital as amounts are advanced under the JMJ Note. At the option of JMJ, at any time, the 2011 Note principal and interest is convertible only into shares of the Company's common stock, originally fixed at a per share conversion price equal to 85% of the average of the 5 lowest traded prices for the Company's common stock in the 20 trading days previous to the effective date of each such conversion. If no such conversions are made, the principal and interest amount is due and payable in cash on the maturity date.

Under a previous outstanding Convertible Promissory Note having similar terms as described above and issued to JMJ and funded by JMJ in the amount of approximately \$1,750,000 (the "Earlier Notes"), the Company was obligated to deliver common shares which could be placed into the Automated System for Deposits and Withdrawals of Securities (known as "DWAC"). At present the DWAC system is not available to Company shareholders for newly issued shares of the Company's common stock. As a result of this breach, on February 8, 2011, the Company entered into a settlement agreement with JMJ which contained the following term, among others including changing the discount rate to 25%, in which the Company agreed to pay \$671,385 to JMJ, both as liquidated damages to JMJ, and in consideration for an additional \$1 million in financing, which has been added to the principal amount of the Earlier Note. As of September 30, 2011, the Company notes payable balance with JMJ Financial was \$1,637,099.

#### Shelter Island Warrants And Puts

After extensive negotiations with Shelter Island, the parties entered into a transaction on July 21, 2010, whereby the 36 million shares Warrant Agreement was canceled, and the obligation represented by the Put Option Agreement was satisfied by the Company's delivery to Shelter Island of a new Senior Secured Note in the principal amount of \$1,590,400 (the "Replacement Note"). With this agreement, the derivative liability of \$1,608,658 was reduced to \$1,590,400 and then reclassified on the balance sheet as a note payable. The Replacement Note matures on September 30, 2011, bears interest at 16% per annum, interest-only is due, for the period July 31, 2010 through January 31, 2011, and is payable in six equal monthly installments of \$265,067 each, commencing January 31, 2011. The Company, at its option, may pay the principal amount due on the Replacement Note by the issuance of unregistered Company Common Stock, to be valued at an agreed conversion rate that is fixed for this purpose, subject to certain adjustments, at 85% of the market value of the Company's common stock, calculated based on the five lowest daily closing prices for the stock over certain specified 20 day periods.

On March 17, 2011, the parties entered into an Amendment for above said Replacement Note. The Amendment extends the commencement date of the six monthly installments each in the amount of \$ 248,400, to be paid at the option of the Company in cash or stock, to April 30, 2011 in exchange for continued interest payments for February, March and April, along with a cash payment of \$25,000 as an adjustment to the principal balance. Other terms of the Replacement Note remain for the most part the same. During the nine months ending September 30, 2011 the note was reduced by \$568,133 through the issuance of Company stock. The Note has been further reduced by \$550,000 due to Tangiers and St. George purchases of the note. As of September 30, 2011, the Company note balance with Shelter Island was \$372,267. The Company is working in cooperation with Shelter on getting the balance of the note paid.

#### St. George Investments

On March 10, 2011, Cord Blood America, Inc. (the "Company") entered into a Note and Warrant Purchase Agreement (the "Purchase Agreement") with St. George Investments, LLC, an Illinois limited liability company (the "Investor") whereby the Company issued and sold, and the Investor purchased: (i) Secured Convertible Promissory Notes of the Company in the principal amount of \$1,105,500 (the "Company Note") and (ii) a Warrant to purchase common stock of the Company (the "Warrant"). The Investor paid \$250,000 in cash as an initial payment to the Company and executed and delivered six separate "Secured Buyer Notes" (the "Buyer Notes"), as consideration in full for the issuance and sale of the Company Note and Warrants.

The principal amount of the Company Note is \$1,105,500 ("Maturity Amount") and the Company Note is due 48 months from the issuance date of March 10, 2011. The Company Note has an interest rate of 6.0%, which would increase to a rate of 12.0% on the happening of certain Trigger Events, including but not limited to: a decline in the 10-day trailing average daily dollar volume of the common shares in the Company's primary market to less than \$30,000 of volume per day at any time; the failure by the Company or its transfer agent to deliver Conversion Shares (defined in the Company Note) within 5 days of Company's receipt of a Conversion Notice (defined in the Company Note). The total amount funded (in cash and notes) at closing will be \$1,000,000, representing the Maturity Amount less an original issue discount of \$100,500 and the payment of \$5,000 to the Investor to cover its fees, with payment consisting of \$250,000 advanced at closing and \$750,000 in a series of six secured convertible Buyer Notes of \$125,000 each, with interest rates of 5.0%. The Buyer Notes are secured by an Irrevocable Standby Letter of Credit ("Letter of Credit").



The Investor has also received a five year warrant entitling it to purchase 1,399,253 shares of common stock of the Company at an exercise price of \$.179. The warrant also contains a net exercise /cashless exercise provision.

In July of 2011, St. George Investments purchased \$250,000 (\$125,000 each) of the Senior Secured Note payable to the Shelter Island Opportunity Fund, LLP. In exchange, the Company entered into a Promissory Note with St. George in the amount of \$250,000 (\$125,000 each). Interest shall accrue at 16% per annum and the Note matures on December 31, 2011. St. George may convert into Company common stock at a price per share equal to eighty percent (80%) (as may be adjusted from time to time pursuant to the terms) of the average closing bid price of the Company's Common Stock for the three (3) Trading Days (as defined in the Purchase Agreement) with the lowest Closing Bids during the twenty (20) Trading Days immediately preceding the Conversion Date. As of September 30, 2011, the Note balance associated with the \$250,000 Promissory note has been paid in full.

As of September 30, 2011 the Company Note payable balance with St. George Investments was \$685,623.

#### Tangiers Investors

On June 1, 2011, the Company issued a \$125,000 "Convertible Promissory Note" to Tangiers Investors with interest accruing at 7% per annum due on June 1, 2012. On June 15, 2011, the Company issued a \$125,000 "Convertible Promissory Note" to Tangiers Investors with interest accruing at 7% per annum due on June 15, 2012. The Payee at its option may elect to convert all or part of the principal and any accrued unpaid interest on these notes at any time or times on or before the maturity dates of June 1, 2012 and June 15, 2012. The conversion price shall be 77.5% of the lowest Volume Weight Average Price during the ten trading days prior to conversion, subject to an adjustment pursuant to Article "4" of the Notes.

On July 12, 2011 the Company issued a \$25,000 "Convertible Note" to Tangiers Investors with interest accruing at 10% per annum due on July 12, 2012 and Tangiers purchased \$75,000 of the Senior Secured Note payable to the Shelter Island Opportunity Fund in exchange for a \$75,000 "Convertible Promissory Note" secured by Company assets due on July 12, 2012. On July 20, 2011 the Company issued a \$25,000 "Convertible Note" to Tangiers Investors with interest accruing at 10% per annum due on July 20, 2012 and Tangiers purchased \$75,000 of the Senior Secured Note payable to the Shelter Island Opportunity Fund in exchange a \$75,000 "Convertible Promissory Note" secured by Company assets due on July 20, 2012. On August 3, 2011 the Company issued a \$25,000 "Convertible Note" to Tangiers Investors with interest accruing at 10% per annum due on August 3, 2012 and Tangiers purchased \$75,000 of the Senior Secured Note payable to the Shelter Island Opportunity Fund in exchange a \$75,000 "Convertible Promissory Note" secured by Company assets due on August 3, 2012. On August 19, 2011 the Company issued a \$25,000 "Convertible Note" to Tangiers Investors with interest accruing at 10% per annum due on August 19, 2012 and Tangiers purchased \$75,000 of the Senior Secured Note payable to the Shelter Island Opportunity Fund in exchange, the Company issued a \$75,000 "Convertible Promissory Note" secured by Company assets due on August 19, 2012. The Payee at its option may elect to convert all or part of the principal and any accrued unpaid interest on these notes at any time or times on or before the aforementioned maturity dates. The conversion price shall be the lower of (a) seventy percent (70%) of the lowest volume weighted average price (the "VWAP") price during the ten (10) trading days prior to conversion or (b) seventy percent (70%) of the average of the lowest five (5) closing prices during the twenty (20) days prior to conversion, subject to adjustment pursuant to this Article "4" of this Note. As of September 30, 2011, the Company has a Note balance of \$425,000 with Tangiers.

#### VidaPlus

On January 24, 2011, the Company entered into a Stock Purchase Agreement to acquire up to 51% of the capital stock in VidaPlus, an umbilical cord processing and storage company headquartered in Madrid, Spain. The Agreement is organized into three tranches; the first executed at closing with an initial investment of approximately \$204,000 (150,000 Euro) for an amount equivalent to 7% as follows; 1% of share capital in initial equity or approximately \$30,000 and 6% or an estimated \$174,000 as a loan convertible into equity within 12 months of closing. The initial investment is secured by a Pledge Agreement on 270 VidaPlus samples that are incurring annual storage fees. The second tranche provides the opportunity for an additional 28% in share capital through monthly investments based on the number of samples processed in that month (up to a maximum of 550,000 EUR). The Company loaned \$118,349 (US) to VidaPlus during the nine months ended September 30, 2011 in connection with the second tranche of this agreement. Converting the investment from a loan into equity for tranche two will take place every 12 months, and the obligation will have been met in full after 1,000 samples have been processed and stored. The third tranche follows a similar loan to equity agreement as tranche two but for an additional 16% equity at the option of the Company (up to a maximum of 550,000 EUR). VidaPlus contracts through Stellacure and their relationship with the German Red Cross for their processing and storage. The second and third tranches contain conditional components for funding to continue from CBAL, including payments to Stellacure by Vida to be current with previously agreed to terms between the parties. The Company believes that further support of a key channel partner to Stellacure provides additional opportunities for expansion throughout Europe.

In connection with the VidaPlus Stock Purchase Agreement entered into on January 24, 2011, the Company is obligated to make monthly loans to VidaPlus based on the number of new samples processed and up to a maximum of 550,000 Euro for each of tranche 2 and 3 of the Agreement. In total, the Company has loaned VidaPlus \$292,349 in connection with this Agreement during the 9 months ended September 30, 2011.

## Patent License Agreement

PharmaStem Therapeutics holds certain patents relating to the storage, expansion and use of hematopoietic stem cells. In the past five years, PharmaStem has commenced suit against numerous companies involved in cord blood collection and preservation alleging infringement of its patents. In October 2003, after a jury trial, judgment was entered against certain of our competitors and in favor of PharmaStem in one of those suits. In February 2004, PharmaStem commenced suit against Cord Partners and certain of its competitors alleging infringement of its patents. Management of Cord Partners determined to settle, rather than to litigate, this matter. As a result, PharmaStem and Cord Partners entered into a Patent License Agreement in March 2004. Pursuant to the Patent License Agreement, Cord Partners may, on a non-exclusive basis, collect, process and store cord blood utilizing PharmaStem technology and processes covered by its patents for so long as the patents may remain in effect. All of the patents expired in 2010. Cord Partners is obligated under the Patent License Agreement to pay royalties to PharmaStem of 15% of all revenues generated by Cord Partners from the collection and storage of cord blood on and after January 1, 2004. Other than royalties, no amount is payable by Cord Partners to PharmaStem. All litigation between the parties was dismissed and all prior claims were released. As of 2008, Cord has ceased paying all royalties to PharmaStem. The patents have been declared void. The decision is currently under a final appeal. As of September 30, 2011, the Company has included approximately \$226,000 in accounts payable to account for this liability since 2008. This amount may be reversed in the future pending final decision on appeal.

## Contingencies

### Lindsay Bays

On or around September 21, 2011, Lindsay Bays, *et. al* filed a case against the Company, along with additional defendants Corcell, Inc., Progenitor Cell Therapy, LLC, and Bergen Community Blood Center in the Circuit Court of Kanawha County, West Virginia, case number 11-C-1664, alleging claims of breach of contract, negligence, and other related claims. The Plaintiff alleges that she entered into a contract with Corcell, Inc. for the collection and storage of her child's cord blood. She claims that though her child was accepted as a candidate for autoreinfusion treatment of her child's cerebral palsy in the Duke University Pediatric Blood and Marrow Transplant Program, her child was unable to participate, purportedly due to the defendants' actions in labeling and shipping the blood. She seeks monetary damages for injuries and losses, punitive damages, interest and attorneys' fees. The Company plans to vigorously defend against the claims. The Company placed its insurance carrier on notice, and the insurance carrier engaged outside counsel to represent the Company in the action.

## JMJ Financial and Third Party

In connection with certain of the outstanding convertible promissory notes payable to JMJ Financial and in connection with a securities purchase agreement previously entered into with a third party for the purchase of common stock of the Company, the Company was obligated to deliver common shares which could be placed into the Automated System for Deposits and Withdrawals of Securities (known as "DWAC"). As of December 14, 2010 and to date, the DWAC system is not available to Company shareholders for newly issued shares of the Company's common stock. This resulted in a breach of the convertible promissory notes payable to JMJ Financial and the securities purchase agreement. As a result of the breach of the promissory notes and in exchange for JMJ to fund additional sums to the Company, on February 8, 2011, the Company entered into a settlement agreement calling for liquidated damages and compensation for the additional funding in the amount of \$671,385 to be added on to the principal balance of the outstanding convertible promissory notes payable. In accordance with ASC 450, the Company has accrued \$338,886, which was estimated to be the portion of the settlement allocated to the liquidated damages resulting from the breach of contract on December 14, 2010. As a result of the breach of the securities purchase agreement, on January 19, 2011, the Company entered into a settlement agreement with the third party calling for liquidated damages to be calculated and paid based on a % of the value of the Company's common stock over a period of time less (a) the value received by the third company in their subsequent sale of the Company's shares and less (b) the value of the shares the third party holds at the date the DWAC system becomes available, based on the value of the Company's shares on such date. Payments under this agreement are due monthly and a final payment due ten days after the DWAC system becomes available. In accordance with ASC 450, the Company has accrued \$150,000 as of December 31, 2010 and no additional amounts have been accrued at September 30, 2011. During the nine months ended September 30, 2011, the Company has paid approximately \$214,054 in common stock in connection with this agreement.

Additional damages may be incurred by the Company in connection with the settlement agreement entered into with a third party on January 19, 2011, in accordance with the formulas set forth in the settlement agreement. The future or anticipated amount of damages can be influenced by a host of variables, and as such, we can't reasonably estimate the range of additional damages. In accordance with FASB ASC 450, we have disclosed the nature of such contingency. To date, there have been no additional amounts paid in connection with the settlement agreements relating to the "chill" imposed by the Depository Trust Company.

## BioCells

In September 2010, the Company entered into a Stock Purchase Agreement (the "Agreement"), with the Shareholders of Biocordcell Argentina S.A., a corporation organized under the laws of Argentina ("Bio"), providing for the Company's acquisition of 50.1% of the outstanding shares of Bio (the "Shares").

Under the Agreement, the Company paid \$375,000 in cash at the closing, and was obligated to pay an additional \$350,000 in October, 2010, \$150,000 of which is part of the fixed portion of the purchase price for the shares, for a total minimum purchase price of \$525,000. The remaining \$200,000 of this payment represents advances against the contingent payments due based on Bio's 2010 and 2011 net income performances. At September 30, 2011, the Company has paid out \$250,000 and has \$250,000 accrued as the estimated total of contingent payments due.

## Employment Agreements

On September 12, 2011 (the "Company"), entered into an Executive Employment Agreement with Matthew L. Schissler, the Company's Chief Executive Officer, which was effective as of August 1, 2011 and shall terminate as of December 31, 2014, unless earlier terminated by the Company or Mr. Schissler. Mr. Schissler's Executive Employment Agreement has an initial term from August 1, 2011 through December 31, 2011, and is renewable annually thereafter for up to three additional, successive years, and provides for a base salary equal to his previous year's annual salary, which said salary was set under the provisions of the previous employment agreement entered between Mr. Schissler and the Company in July of 2008. The agreement also provides for an annual bonus, payable at the discretion of the Board of Directors, equal to 30% Mr. Schissler's prior year base salary. The Agreement provides for a change of control (defined in the employment agreement) termination bonus, which provide that if the employee is terminated, his compensation reduced, or the employee terminates his employment within one year after a change of control, then Mr. Schissler is entitled to a termination benefit in an amount equal to the average annual cash compensation over the three (3) year period preceding the Triggering Event (defined in the agreements) multiplied by two and one-fourth (2.25). The agreement also provides for termination payments in the absence of a change of control in the event the Company terminates Mr. Schissler without cause in an amount equal to all compensation paid by the Company to the Employee for the 24 months preceding the termination, along with health plan and 401k incentives, as stated in the Agreement.

On July 1, 2010, the Company awarded a total of 309,372 options to purchase common shares to Matthew Schissler, to compensate him for both past services and future services, 50% of which vested immediately. All outstanding unexercised options provide for adjustment upon stock split, as well as under certain other circumstances.

On September 12, 2011 (the "Company"), entered into an Executive Employment Agreement with Joseph R. Vicente, the Company's Chief Operating Officer and Vice President which was effective as of August 1, 2011 and shall terminate as of December 31, 2014, unless earlier terminated by the Company or Mr. Vicente. Mr. Vicente's Executive Employment Contract has an initial term from August 1, 2011 through December 31, 2011, and is renewable annually thereafter for up to three additional, successive years, and provides for a base salary equal to his previous year's annual salary, which said salary was set under the provisions of the previous employment agreement entered between Mr. Vicente and the Company in July of 2008. It also provides for an annual bonus, payable at the discretion of the Board of Directors, equal to 25% of Mr. Vicente's prior year base salary. The Agreement provides for a change of control termination bonus, which provide that if Mr. Vicente is terminated, his compensation reduced, or Mr. Vicente terminates his employment within one year after a change of control, then Mr. Vicente is entitled to a termination benefit in an amount equal to the average annual cash compensation over the three (3) year period preceding the Triggering Event (defined in the agreements) multiplied (2.00). The Agreement also provides for termination payments in the absence of a change of control in the event the Company terminates Mr. Vicente without cause in an amount equal to all compensation paid by the Company to Mr. Vicente for the 24 months preceding the termination, along with health plan and 401k incentives, as stated in the agreement.

On July 1, 2010, the Company awarded a total of 154,687 options to purchase common shares to Joseph Vicente, to compensate him for both past services and future services, 50% of which vested immediately. All outstanding unexercised options provide for adjustment upon stock split, as well as under certain other circumstances.

#### Operating Leases

CBAI and its subsidiaries leases office space in Las Vegas, NV and Santa Monica, CA under non-cancelable operating leases expiring in 2014 and 2012, respectively. The lease for the facility in Las Vegas has two options to renew for an additional five years each, extending the term to 2024. In October 2010, CBAI entered into a non-cancelable sub-lease agreement to sub-lease the vacated facility in Santa Monica, CA, through the end of the lease term, in 2012. CBAI's subsidiaries lease office and warehouse space in Argentina (BioCord Cells) and Germany (Stellacure). The lease for BioCord is for three years ending in 2014. Stellacure is on a month to month lease term. Commitments for future minimum rental payments, by year, and in the aggregate, to be paid (and received) under such operating leases as of September 30, 2011, are as follows:

	<u>Rent to be paid</u>	<u>Rent to be Received</u>	<u>Net Rent to be Paid</u>
2011	\$ 164,582	\$ 18,892	\$ 145,690
2012	332,499	56,675	275,824
2013	240,594	--	240,594
2014	146,492	--	146,492
Total	<u>\$ 884,167</u>	<u>\$ 75,567</u>	<u>\$ 808,600</u>

#### **Note 5. Related Party Transactions and Commitments**

##### China Stem Cell Ltd. Investment

In March, of 2010 the Company acquired pursuant to a License Agreement, a 10% non dilutable interest in what became, in December 2010, China Stem Cells, Ltd., a Cayman Islands Company (hereinafter "Cayman"), which indirectly holds a 100% capital interest in AXM Shenyang, a company organized to conduct a Stem Cell Storage Business in China. In exchange for issuance of an equity interest in Cayman, under the terms of the Transfer of Technology Agreement the Company agreed to provide technology transfer, knowhow and training in the setup, marketing and operation of the China Stem Cell Storage business. In connection with the License Agreement, the Company will receive royalties equal to 8.5% of "Net Revenues" realized from the China Stem Cell Storage business, over the 15 year term of the agreement, with certain minimum annual royalties payable beginning in 2011.

In December 2010, the Company also acquired the option to provide up to \$750,000 of additional capital funding to Cayman through the purchase of Cayman Secured Convertible Promissory Notes and attached Cayman Warrants to acquire its Common Stock. Other Cayman shareholders were granted similar options, with the intent of raising the aggregate up to \$1.5 million in additional capital for Cayman and its subsidiaries.

As of September 30, 2011, Cord Blood has exercised this option in part, provided a total of \$375,000 in additional capital to Cayman, and received Cayman Secured Convertible Promissory Notes for this sum along with 100 Cayman Warrants. The Secured Convertible Promissory Notes are convertible into Cayman stock at a conversion price of \$1,500 per share, subject to certain adjustments. The Warrants have a five year term and are exercisable at an option exercise price of \$0.05 per share per share, subject to certain adjustments. As of September 30, 2011, other shareholders of Cayman have exercised options with similar terms, provided \$500,000 in additional capital to Cayman, and are entitled to similar Cayman Secured Convertible Notes and to be issued an aggregate of 100 Cayman Warrants.

#### VidaPlus

As of September 30, 2011, the Company has approximately \$292,349 loan receivable outstanding, which is convertible into equity.

#### Consulting Agreement

On July 1, 2008, CBAI entered into a one-year consulting agreement with Pyrenees Consulting, LLC., a business owned by Stephanie Schissler, CBAI's former President and Chief Operating Officer. Ms. Schissler is the spouse of the Company's Chief Executive Officer. The agreement entitles Ms. Schissler to a monthly retainer and stock option incentives for her services in relation to strategic corporate planning and other business related matters. On January 1, 2010 the agreement was renewed for another 12 months with a retainer of \$12,500 per month. The agreement automatically renews for a further term of six months, unless a 60-day written notice of cancellation is provided by Pyrenees Consulting, or a 180-day written notice is provided by CBAI.

### **Note 6. Share Based Compensation**

#### Stock Option Plan

The Company's Stock Option Plan permits the granting of stock options to its employees, directors, consultants and independent contractors for up to 8.0 million shares of its common stock. The Company believes that such awards encourage employees to remain employed by the Company and also to attract persons of exceptional ability to become employees of the Company. On July 13, 2009, the Company registered its 2009 Flexible Stock Plan, which increases the total shares available to 4 million common shares. The agreement allows the Company to issue either stock options or common shares from this Plan.

On March 2, 2010, the Company awarded a total of 200,000 options to purchase common shares to Stephanie Schissler, to compensate her for both past services and future services.

On June 1, 2010 and June 25, 2010, Matthew Schissler exercised 507,824 and 299,848 options respectively.

On June 3, 2011, the Company registered its 2011 Flexible Stock Option plan, and reserved 1,000,000 shares of the Company's common stock for future issuance under the Plan, the Company canceled the Company's 2010 Flexible Stock Plan, and returned 501,991 reserved but unused common shares back to its treasury.

Stock options that vest at the end of a one-year period are amortized over the vesting period using the straight-line method. For stock options awarded using graded vesting, the expense is recorded at the beginning of each year in which a percentage of the options vests.

The Company's stock option activity was as follows:

	<b>Stock Options</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Avg. Contractual Remaining Life</b>
Outstanding, January 1, 2010	7,492,723	7.00	5.5
Granted	664,058	1.00	-
Exercised	807,672	-	-
Forfeited/Expired	397,808	-	-
Outstanding, December 31, 2010	<u>6,951,310</u>	<u>1.00</u>	<u>7.3</u>
Granted	-	-	-
Exercised	-	-	-
Forfeited/Expired	-	-	-
Outstanding, March 31, 2011	<u>6,951,310</u>	<u>1.00</u>	<u>7.3</u>
Exercisable at March 31, 2011	5,438,858	1.00	7.3
Granted	-	-	-
Exercised	-	-	-
Forfeited/Expired	-	-	-
Outstanding June 30, 2011	<u>6,951,310</u>	<u>1.00</u>	<u>7.3</u>
Exercisable at June 30, 2011	5,438,858	1.00	7.3
Granted	-	-	-
Exercised	-	-	-
Forfeited/Expired	-	-	-
Outstanding at September 30, 2011	<u><u>6,951,310</u></u>	<u><u>1.00</u></u>	<u><u>6.51</u></u>
Exercisable at September 30, 2011	<u><u>6,034,255</u></u>	<u><u>.96</u></u>	<u><u>6.69</u></u>

The following table summarizes significant ranges of outstanding stock options under the stock option plan at September 30, 2011:

<b>Range of Exercise Prices</b>	<b>Number of Options</b>	<b>Weighted Average Remaining Contractual Life (years)</b>	<b>Weighted Average Exercise Price</b>	<b>Number of Options Exercisable</b>	<b>Weighted Average Exercise Price</b>
\$ 0.33 — 20.00 21.00	6,903,286	6.53	\$ 0.83	5,986,230	\$ 0.78
\$ —\$ 30.00	30,126	3.12	25.00	30,126	25.00
\$ 31.00--\$51.00	17,898	6.51	31.21	17,898	31.21
	<u><u>6,951,310</u></u>	6.51	\$ 1.01	<u><u>6,034,254</u></u>	\$ .99

A summary of the activity for unvested employee stock options as of September 30, 2011 and changes during the year is presented below:

**Weighted Average Grant Date Fair Value per Share**

	<u>2011</u>	<u>2011</u>
Nonvested at January 1, 2011	1,951,140	1.00
3 Granted	--	--
Vested	1,034,084	0.31
Exercised	--	--
Cancelled	--	--
▷ Pre-vested forfeitures	--	--
Non-vested at September 30, 2011	<u>917,056</u>	<u>0.05</u>

The total compensation cost related to non-vested options amounts to \$75,126. All outstanding unexercised options provide for adjustment upon stock split, as well as under certain other circumstances.

**Note 7. Warrant Agreements**

A summary of warrant activity since January 1, 2009 is as follows:

On July 2, 2009, the Company executed a Preferred Stock Purchase Agreement with Optimus Capital Partners, LLC, which also entitled them to a five-year conditional warrant to purchase 144,643 of the Company's Common Stock at \$0.7 per share.

On September 23, 2009, the Company issued a Promissory Note for \$200,000 to Joseph Schottland along with 542,005 three-year warrants at \$0.37 per share.

On January 30, 2009, Enable Capital, a warrant holder, exercised their right to purchase 314,491 shares of the Company's Common Stock at \$0.86 per share.

On October 10, 2009, Cornell, a warrant holder, exercised their right to purchase 12,639 shares of the Company's Common Stock at \$0.35 per share, on a cashless basis.

On January 14, 2010, Schottland, a warrant holder, exercised their right to purchase 427,720 shares of the company's Common Stock at \$0.37 per share, on a cashless basis.

On March 10, 2011 the company issued a Promissory Note for \$1,105,000 to St. George Investments along with 1,399,253 five year warrants at \$0.179 per share subject to reverse stock split.

The following table summarizes the warrants outstanding and exercisable at September 30, 2011:

<u>WARRANTS OUTSTANDING</u>	<u>EXERCISE PRICE</u>	<u>MATURITY DATE</u>
157,297	\$0.101	02/14/2012
40,000	\$0.101	02/14/2012
29,167	\$0.37	11/26/2012
37,970	\$0.37	11/26/2012
96,555	\$0.1875	05/30/2013
114,286	\$0.37	06/23/2012
1,392,354	\$0.179	03/10/2016
<b>Total 1,867,629</b>		

All outstanding unexercised warrants provide for adjustment upon stock split, as well as under certain other circumstances.

## **Note 8. Stockholder's Equity**

### Preferred Stock

CBAI has 5,000,000 shares of \$.0001 par value of preferred stock authorized.

### Common Stock

On March 25, 2009, the Company's Articles of Incorporation were amended to increase the authorized common stock to 6,945,000,000 shares, par value \$0.0001, up from 950,000,000. This amendment was adopted by the Company's Board of Directors on February 12, 2009, and its Shareholders at a Special Meeting of Shareholders called for this purpose on March 23, 2009.

On January 14, 2010, a warrant holder exercised a portion of their warrants, or 427,719 shares at an exercise price of \$0.37, exercised on a cashless basis.

On June 1, 2010, the CEO exercised a portion of his options, or 507,823 shares at an exercise price of \$0.33, exercised on a cashless basis.

On June 25, 2010, the CEO exercised a portion of his options, or 299,848 shares at an exercise price of \$0.33, exercised on a cashless basis.

On May, 9, 2011, the Company consummated a one (1) for one hundred (100) reverse split of its outstanding common stock, with the result that the outstanding shares of common stock of the Company were reversed from 6,812,886,600 shares pre-split, to 68,128,866 outstanding common shares post split. At the same time, the Company's Articles of Incorporation were amended to fix authorized capital stock at 255,000,000 shares, par value \$.0.0001 of which 5,000,000 shares are preferred shares and 250,000,000 shares are common shares. These actions were approved by 72% of the outstanding shares of the Company at a special shareholders meeting called for this purpose on April 21, 2011.

As of September 30, 2011 CBAI had 101,018,608 shares of Common Stock outstanding. 148,981,392 shares remain in the Company's treasury.

## **Note 9. Segment Reporting**

Guidance issued by the FASB requires that public business enterprises report financial and descriptive information about its reportable operating segments. CBAI has one operating segment. Cord generates revenues related to the processing and preservation of umbilical cord blood. Cord's long-lived assets are located in, and substantially all of its revenues are generated from, the United States of America, Argentina and Germany.

The table below presents certain financial information by business segment for the nine months ended September 30, 2011:

	Umbilical			Segment		Condensed Consolidated
	Cord Blood	Stellacure	Biocordcell	Total	Eliminations	Total
Revenue from External Customers	\$ 2,589,234	\$ 453,659	\$1,338,249	\$ 4,381,142	\$ -	\$ 4,381,142
Interest & Derivative Expense	1,349,083	63,475	23,212	1,435,770	4,041	1,439,811
Depreciation and Amortization	556,809	8,000	17,280	582,089	-	582,089
Segment Income (Loss)	(3,527,924)	(504,158)	184,430	(3,847,652)	18,267	(3,829,385)
Segment Assets	<u>\$ 7,362,353</u>	<u>\$ 344,204</u>	<u>\$ 725,949</u>	<u>\$ 8,342,506</u>	<u>\$ (843,482)</u>	<u>\$ 7,589,024</u>

The table below presents certain financial information by business segment for the nine months ended September 30, 2010:

	Umbilical			Segment		Condensed Consolidated
	Cord Blood	Stellacure	Biocordcell	Total	Eliminations	Total
Revenue from External Customers	\$ 2,481,367	\$ 267,986	\$ -	\$ 2,749,353	\$ -	\$ 2,749,353
Interest & Derivative Expense	850,922	14,404	-	865,326	-	865,326
Depreciation and Amortization	423,240	10,906	-	434,146	-	434,146
Segment Income (Loss)	(4,982,980)	(452,414)	-	(5,435,393)	(598,791)	(6,034,185)
Segment Assets	<u>\$ 6,490,420</u>	<u>\$ 447,437</u>	<u>\$ 2,109,058</u>	<u>\$ 9,046,915</u>	<u>\$ (2,052,175)</u>	<u>\$ 6,994,740</u>

The table below presents certain financial information by business segment for the three months ended September 30, 2011:

	Umbilical			Segment		Condensed Consolidated
	Cord Blood	Stellacure	Biocordcell	Total	Eliminations	Total
Revenue from External Customers	\$ 878,407	\$ 166,135	\$ 448,257	\$ 1,492,799	\$ -	\$ 1,492,799
Interest & Derivative Expense	503,093	15,704	(8,598)	510,199	4,041	514,240
Depreciation and Amortization	276,167	2,881	(81,490)	197,558	-	197,558
Segment Income (Loss)	(811,783)	(92,775)	32,402	(872,156)	(107,297)	(979,453)
Segment Assets	<u>\$ 7,362,353</u>	<u>\$ 344,204</u>	<u>\$ 725,949</u>	<u>\$ 8,342,506</u>	<u>\$ (843,482)</u>	<u>\$ 7,589,024</u>

The table below presents certain financial information by business segment for the three months ended September 30, 2010:

	Umbilical			Segment		Condensed Consolidated
	Cord Blood	Stellacure	Biocordcell	Total	Eliminations	Total
Revenue from External Customers	\$ 848,875	\$ 109,574	\$ -	\$ 958,449	\$ -	\$ 958,449
Interest & Derivative Expense	204,970	8,032	-	213,002	-	213,002
Depreciation and Amortization	139,085	-	-	139,085	-	139,085
Segment Income (Loss)	(1,586,465)	(194,829)	-	(1,781,294)	(95,463)	(1,876,757)
Segment Assets	<u>\$ 6,490,420</u>	<u>\$ 447,437</u>	<u>\$ 2,109,058</u>	<u>\$ 9,046,915</u>	<u>\$ (2,052,175)</u>	<u>\$ 6,994,740</u>

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS

### Forward Looking Statements

In addition to the historical information contained herein, we make statements in this Quarterly Report on Form 10-Q that are forward-looking statements. Sometimes these statements will contain words such as "believes," "expects," "intends," "should," "will," "plans," and other similar words. Forward-looking statements include, without limitation, assumptions about our future ability to increase income streams, reduce and control costs, to grow revenue and earnings, and our ability to obtain additional debt and/or equity capital on commercially reasonable terms, none of which is certain. These statements are only predictions and involve known and unknown risks, uncertainties and other factors included in our periodic reports with the SEC. Although forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment, actual results could differ materially from those anticipated in such statements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results..

The following information should be read in conjunction with our September 30, 2011 condensed consolidated financial statements and related notes thereto included elsewhere in the quarterly report and with our condensed consolidated financial statements and notes thereto for the year ended December 31, 2010 and the related "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in our annual Report on Form 10-K for the year ended December 31, 2010, as well as our quarterly reports and reports filed on Form 8-K for the relevant periods. We also urge you to review and consider our disclosures describing various risks that may affect our business, which are set forth under the heading "Risk Factors Related to our Business" in our annual Report on Form 10-K for the year ended December 31, 2010.

## Summary and Outlook of the Business

CBAI is primarily an umbilical cord blood stem cell preservation company with a particular focus on the acquisition of customers in need of family based products and services.

### Cord

The umbilical cord blood stem cell preservation operations provide umbilical cord blood banking services to expectant parents throughout all 50 United States. Our corporate headquarters recently re-located to Las Vegas, NV from Los Angeles, CA. Cord earns revenue through a one-time enrollment and processing fee, and through an annually recurring storage and maintenance fee. Cord blood testing, processing, and some storage were conducted by our outsourced laboratory partner, Progenitor Cell Therapy, LLC, (PCT) in New Jersey. In March 2010, we began to process and store cord blood in our own facility, terminating our contract with PCT on February 28, 2010. We provide the following services to each customer.

- **Collection Materials.** We provide a medical kit that contains all of the materials necessary for collecting the newborn's umbilical cord blood at birth and packaging the unit for transportation. The kit also provides for collecting a maternal blood sample for later testing.
- **Physician And Customer Support.** We provide 24-hour consulting services to customers as well as to physicians and labor and delivery personnel, providing any instruction necessary for the successful collection, packaging, and transportation of the cord blood & maternal blood samples.
- **Transportation.** We manage all logistics for transporting the cord blood unit to our centralized facility immediately following birth. This procedure ensures chain-of-custody control during transportation for maximum security.
- **Comprehensive Testing.** At the laboratory, the cord blood sample is tested for stem cell concentration levels, bacteria and blood type. The maternal blood sample is tested for infectious diseases. We report these results to the newborn's mother.
- **Cord Blood Preservation.** After processing and testing, the cord blood unit is cryogenically frozen in a controlled manner and stored in liquid nitrogen for potential future use. Data indicates that cord blood retains viability and function for at least fifteen years when stored in this manner and theoretically could be maintained at least as long as the normal life span of an individual.

Going forward, management will continue to assess business opportunities, and plans to pursue customer acquisition, both through organic growth and acquisition.

### Stellacure GmbH

Based in Hamburg Germany, Stellacure GmbH, collects, processes and stores cord blood samples as a private bank for use in current or future medical therapies in Germany, Spain, and other European and Middle Eastern Countries.

### Biocordcell Argentina S.A.

Based in Buenos Aires, Biocordcell Argentina S.A., processes and stores cord blood samples as a private bank for use in current or future medical therapies in Argentina, Uruguay and Paraguay.

## BodyCells

We are continuing to pursue other growth opportunities by acquisition or internal growth. The development of BodyCells, which is anticipated to facilitate the collecting, processing and preserving of peripheral blood and adipose tissue stem cells allowing individuals to privately preserve their stem cells for potential future use in stem cell therapy, is currently suspended pending the identification of an alternative lab to partner.

### Results of Operations for the Three-Months Ended September 30, 2011

For the three months ended September 30, 2011, our total revenue increased to approximately \$1.5 million, for a 55.8% increase over the prior comparative period. Stellacure's revenue contributed \$0.1 million of the overall increase and BioCells \$0.4 million of the total. Cord remains focused on strategic organic growth and accretive acquisition strategies, which management hopes will reduce or eliminate the losses and negative operating cash flow.

Cost of services as a percentage of revenue decreased from 37.0% to 29.3%. The cost decrease is a result of bringing the processing and storage of cord blood into our own facilities. Gross Profit increased by approximately \$0.45 million or 75% to \$1.0 million. The company anticipates that through the growth and expansion of our Cord business, and continuing to process and store cord blood in our own facilities, our direct costs should continue to decrease and, and our gross profits will continue to improve.

Administrative and selling expenses decreased by approximately \$0.81 million from the prior comparative period to \$1.55 million. Our net loss decreased by \$0.89 million, or approximately 48% to \$ .98 million compared to the comparative period net loss of \$1.87 million.

### Results of Operations for the Nine-Months Ended September 30, 2011

For the nine months ended September 30, 2011, our total revenue increased approximately \$ 1.63 million, or 59% to \$4.38 million over the prior comparative period. Stellacure's revenue contributed \$0.28 million of the overall increase and BioCells \$1.33 million of the total. Cord remains focused on strategic organic growth and accretive acquisition strategies, which management hopes will reduce or eliminate the losses and negative operating cash flow.

Cost of services as a percentage of revenue decreased from 43% to 31%. Gross Profit increased by approximately \$1.43 million or 91% to \$3.01 million over the prior comparative period. The company anticipates that through the growth and expansion of our Cord business, and the processing and storage of the cord blood in our own facilities, our direct costs should continue to decrease and stabilize and our gross margins will continue to increase.

Administrative and selling expenses decreased by approximately \$0.58 million from the prior comparative period to \$5.6 million. Our net loss decreased by \$ 2.2 million, or approximately 36.5 % to \$3.83 million compared to the comparative period net loss of \$6.03 million.

## Liquidity and Capital Resources

Total assets at September 30, 2011 were \$7,589,024 compared to \$7,380,463 at December 31, 2010. Total liabilities at September 30, 2011 were \$7,036,699 consisting primarily of Promissory Notes, Accounts Payable and Accrued Expenses, and Deferred Revenue of \$2,388,675, \$ 1,851,078 and \$1,994,477, respectively. At December 31, 2010, total liabilities were \$6,634,170 consisting primarily of Promissory Notes, Accounts Payable and Accrued Expenses, and Deferred Revenue of \$2,141,617, \$2,305,741 and \$1,835,792 respectively.

We have experienced net losses of \$1.87 million and \$ .98 million for the three months ended September 30, 2010 and September 30, 2011, respectively. At September 30, 2011, we had \$0.23 million in cash. We currently collect cash receipts from operations through CBAI and both of our subsidiaries, BioCord and Stellacure. Cash flows from operations are not currently sufficient to fund operations in combination with these corporate expenses.

For the nine months ending September 30, 2011, net cash used in operating activities decreased approximately \$1.42 million from the prior comparative period. Net cash used in investing activities increased \$.57. Net cash provided by financing activities decreased approximately \$.48 million from the prior comparative period to \$2.49 million. At the end of the period, cash and cash equivalents had minimal change from the prior comparative period to \$0.24 million.

Since inception, we have financed cash flow requirements through the issuance of common stock and warrants for cash, services and loans. As we expand our operational activities, we may continue to experience net negative cash flows from operations and we will be required to obtain additional financing to fund operations through equity offerings and borrowings to the extent necessary to provide working capital. Financing may not be available, and, if available, it may not be available on acceptable terms. Should we secure such financing, it could have a negative impact on our financial condition and our shareholders. The sale of debt would, among other things, adversely impact our balance sheet, increase our expenses and increase our cash flow requirements. The sale of equity could, among other things, result in dilution to our shareholders. If our cash flows from operations are significantly less than projected, then we would either need to cut back on our budgeted spending, look to outside sources for additional funding or a combination of the two. If we are unable to access sufficient funds when needed, obtain additional external funding or generate sufficient revenue from the sale of our products, we could be forced to curtail or possibly cease operations.

The unilateral action by the DTC in chilling the use of the DTC electronic stock transfer system for privately issued and even registered shares of the Company's common stock issued to its investment bankers, is likely to make it more difficult and more costly to obtain new sources of capital. Our failure to obtain adequate additional financing would require us to delay, curtail or scale back some or all of our operations would hinder our ability to implement our business plans and could jeopardize our ability to continue our business.

The DTC "chill" applies to all shares newly issued after the "chill" went into effect on December 14, 2010, as well as all shares newly freed from private placement sales restrictions after the "chill" went into effect. The "chill" includes as to the Company, even shares for which an effective registration statement is in place and shares for which valid legal opinions have been issued by seasoned securities law counsel opining as to share entitlement to free trading status under SEC Rule 144. The "chill" fortunately does not apply to existing publicly traded shares of the Company which are out in the market place. The holders of the "chilled" shares of the Company are the key investment bankers whose funds have been supporting the Company with capital lines to fund its expanding business.

In March 2011, the Company, through outside counsel, had a conversation with the DTC during which a number of items were discussed, though no reasons were given for the DTC's "chill" of the Company's stock. Among the issues discussed were: whether an investor in the Company was a registered broker dealer under the Securities and Exchange Act of 1934, and if not, whether it needed to be; the details regarding the "free up" from restriction of shares issued to an investor; and whether an investor could be construed to be a "Control Person" under the 33 Act. The Company does not believe the DTC considered the Company to be in violation under any of the foregoing circumstances at the time of the conversation, only that the DTC wanted to discuss the issues with the Company. In response to and as a follow up to the discussion, the Company provided a letter, along with accompanying materials in April 2011 in an effort to alleviate any of the DTC's potential concerns, though again, no reasons for the "chill" were actually cited by the DTC during the discussion.

Within the past 90 days, the Company has had additional discussions with the DTC and its outside counsel regarding the "chill." The DTC requested that some additional information be added to an opinion that was submitted by the Company to the DTC in June 2011. The additional information included: an itemization of the dates share issuances were made by the Company to holders during a timeframe from January 2009 through September 2010; a statement that no "additional consideration" was paid at the time of conversion under any warrants or convertible notes during this timeframe; a statement that the share issuances at issue were made by the Company to the holders, and not to the holders from a third party; and information indicating that none of the holders has owned more than 9.99% of the Company's outstanding stock at any given time. The Company does not believe the DTC was under the impression the Company was in violation under any of these scenarios, but merely that the DTC wanted this information stated in the aforementioned opinion. The Company had previously given much of this information to the DTC in some format or another. The Company submitted this information, in and/or along with an opinion of outside counsel provided by the Company to the DTC on August 16, 2011. Then, the DTC requested a limited number of changes to that form of the opinion through multiple correspondence between the DTC and the Company, and on October 5, 2011, the Company was informed that outside counsel to the DTC approved the form of the opinion. Currently, the Company is waiting a status update from the DTC.

We currently have financing through JMJ financial, St. George, and Tangiers as follows:

In January 2010, the Company signed a Promissory Note for \$1.5 million with JMJ Financial bearing one-time interest rates of 10.33%, and maturing in January, 2013. The Company has drawn down a total of \$1.5 million since inception, with \$1.05 million being converted into common shares of the Company, including a discount of \$.05 million plus the additional loan balance amount of \$.67 million related to liquidated damages.

In April 2010, the Company signed a Promissory Note for \$0.75 million with JMJ Financial bearing a one-time interest rate of 10.67%, and maturing in April, 2013. The Company has drawn down a total of \$.18 million on the Note with no conversion into common shares for a balance of \$.70 including a discount of \$.05 million and DWAC settlement charges of .67 million.

In October of 2010, the Company signed a Promissory Note for \$0.75 million with JMJ Financial bearing a one-time interest rate of 10.67%, and maturing in October 2013. The Company has drawn down a total of \$.09 million on the Note with no conversion into common shares for a balance of \$.145 million including a discount of \$.05 million.

In March 2011, the Company signed a Promissory Note for \$1.00 million with JMJ Financial bearing a one-time interest rate of 10%, and maturing in March, 2014. The Company has drawn down a total on the note of \$.10 million with no conversion into common shares for a balance of .148 million including a discount of \$.05 million.

In March 2011, the Company signed a Note and Warrant Purchase Agreement with St. George Investments, LLC, a Promissory Notes of the Company in the principal amount of \$1,105,500 (the "Company Note") and (ii) a Warrant to purchase common stock of the Company (the "Warrant"). The principal amount of the Company Note is \$1,105,500 ("Maturity Amount") and the Company Note is due 48 months from the issuance date of March 10, 2011. The Company Note has an interest rate of 6.0%, which would increase to a rate of 12.0% on the happening of certain Trigger Events. The Company has drawn down \$.74 million on the note with \$.05 converted into common shares.

In June 2011, the Company signed two Promissory Notes with Tangiers Investors of \$125,000 each, both notes accrue interest at 7% and are convertible into common stock and mature on June 1, 2012 and June 15, 2012. The Company has drawn down on both notes and has a principal balance of \$250,000.

In July and August of 2011, the Company signed four separate \$25,000 Convertible Notes bearing a 10% per annum interest rate all maturing one year from the date of execution with Tangiers Investors. During the same period, the Company signed four separate \$75,000 "Convertible Promissory Notes" secured by Company assets in exchange for Tangiers purchasing 4 separate \$75,000 Senior Secured Notes payable from the Shelter Island Opportunity Fund. Three of four of the \$75,000 notes were converted and paid in full as of September 30, 2011.

In July of 2011, St. George Investments purchased \$250,000 (\$125,000 each) of the Senior Secured Note payable to the Shelter Island Opportunity Fund, LLP. In exchange, the Company entered into a Promissory Note with St. George in the amount of \$250,000 (\$125,000 each). Interest shall accrue at 16% per annum and the Note matures on December 31, 2011. The Notes were converted and paid in full as of September 30, 2011.

## **Inflation**

In the opinion of management, inflation has not and will not have a material effect on our operations in the immediate future. Management will continue to monitor inflation and evaluate the possible future effects of inflation on our business and operations.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Disclosure not applicable to smaller reporting companies.

### **ITEM 4T. CONTROLS AND PROCEDURES**

#### **Evaluation of Disclosure Controls and Procedures**

It is management's responsibility to establish and maintain adequate internal control over all financial reporting pursuant to Rule 13a-15 under the Securities Exchange Act of 1934 (the "Exchange Act"). Our management, including our chief executive officer and our chief financial officer, have reviewed and evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2011. Following this review and evaluation, management collectively determined that our disclosure controls and procedures are not effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act (i) is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and (ii) is accumulated and communicated to management, including our chief executive officer, our chief operations officer, and our chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

Our disclosure controls and procedures are related to a lack of segregation of duties due to the size of the accounting department and to the limited financial resources of the Company. We are working closely with the Accountants in our foreign subsidiaries to implement stronger accounting controls. These efforts will enable to further of segregation of duties.

However, any controls system cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

#### **Changes in Internal Control over Financial Reporting**

There were no significant changes in the Company's internal controls over financial reporting or in other factors that could significantly affect these internal controls subsequent to the date of their most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

## PART II. - OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

#### Cryo-Cell International

On December 16, 2010, Cryo-Cell International, Inc. (“Cryo International”) filed an action against Cord Blood America, Inc. (the “Company”) in The Sixth Judicial Circuit Court, Pinellas County, Florida alleging claims for: tortious interference with a business relationship; misappropriation of trade secrets and confidential information in violation of the Florida Uniform Trade Secrets Act, § 688.001, *Et. Seq.*, Fla. Stat.; dilution of trademark in violation of § 495.151, Fla. Stat.; and Common Law Unfair Competition. Cryo International, a competitor of the Company, filed the suit apparently in an effort to stop the Company’s pursuit of the acquisition of Cryo-Cell de Mexico, S.A. de C.V. (“Cryo Mexico”), for which the Company has in place a non binding Letter of Intent for acquisition. (see Subsequent Events). In addition, along with its Complaint, Cryo International filed an Emergency Motion for a Temporary Injunction. In January 2011, the Company filed a Memorandum of Law in Opposition to Cryo International’s Emergency Motion for Temporary Injunction, and a Rule 1.140(b) Motion to Dismiss Cryo International’s complaint, as well as amendments to these documents. The Emergency Motion for a Temporary Injunction, Motion to Dismiss and related filings were heard by the Court on January 14, 2011. The Court granted the Company’s Motion to Dismiss, finding that Cryo Mexico is an indispensable party to the lawsuit and granted Cryo International leave to file an amended complaint to add Cryo Mexico as a defendant to the lawsuit and to serve Cryo Mexico with the required legal papers. Cryo International filed an Amended Complaint on January 20, 2011. The Amended Complaint added Cryo Mexico as a defendant to the action, asserted all of the original causes of action against the Company, and added a claim for Breach of a License Agreement against Cryo Mexico and a claim for Unfair and Deceptive Trade Practices in violation of § 501.201, *Et. Seq.* Fla. Stat. against Cryo Mexico and the Company. Cryo International also filed an amended motion for temporary injunction. In response, Defendant Cryo Mexico filed a Motion to Dismiss for Insufficiency of Service of Process and a Motion to Dismiss for Improper Forum and Lack of Personal Jurisdiction, and the Company filed a Rule 1.140(b) Motion Regarding Amended Complaint, seeking dismissal of the Amended Complaint. The Defendants’ Motions to Dismiss and Defendant Cryo Mexico’s Motion to Quash were heard on March 14, 2011 and thereafter, the Court granted these motions in favor of the Company and Cryo Mexico. Subsequently, Cryo International filed a Motion for Rehearing, which said motion was heard on September 7, 2011. On September 16, 2011, the Court signed a Final Order dismissing the case. There is no accrual for any potential gain or loss in connection with this litigation in accordance with ASC 450.

#### Lindsay Bays

On or around September 21, 2011, Lindsay Bays, *et. al* filed a case against the Company, along with additional defendants Corcell, Inc., Progenitor Cell Therapy, LLC, and Bergen Community Blood Center in the Circuit Court of Kanawha County, West Virginia, case number 11-C-1664, alleging claims of breach of contract, negligence, and other related claims. The Plaintiff alleges that she entered into a contract with Corcell, Inc. for the collection and storage of her child’s cord blood. She claims that though her child was accepted as a candidate for autoreinfusion treatment of her child’s cerebral palsy in the Duke University Pediatric Blood and Marrow Transplant Program, her child was unable to participate, purportedly due to the defendants’ actions in labeling and shipping the blood. She seeks monetary damages for injuries and losses, punitive damages, interest and attorneys’ fees. The Company plans to vigorously defend against the claims. The Company placed its insurance carrier on notice, and the insurance carrier engaged outside counsel to represent the Company in the action.

**ITEM 1A. RISK FACTORS.**

A description of our risk factors can be found in “Risk Factors” of our Annual Report on Form 10-K for the year ended December 31, 2010. There were no material changes to those risk factors during the nine months and three months ended September 30, 2011.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

NONE

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

NONE

**ITEM 4. RESERVED**

**ITEM 5. OTHER INFORMATION**

NONE

**ITEM 6. EXHIBITS**

The following documents are included as exhibits to this Form 10Q:

<b>EXHIBIT</b>	<b>DESCRIPTION</b>
2.0	Form of Common Stock Share Certificate of Cord Blood America, Inc. (1)
3.1(i)	Amended and Restated Articles of Incorporation of Cord Blood American, Inc. (1)
3.1(ii)	Articles of Amendment to Articles of Incorporation (7)
3.1(iii)	Articles of Amendment to the Articles of Incorporation of Cord Blood America, Inc.(12)
3.1(iv)	Articles of Amendment to the Articles of Incorporation of Cord Blood America, Inc. (23)
3.1(v)	Articles of Amendment to the Articles of Incorporation of Cord Blood America, Inc. (23)
3.2(i)	Amended and Restated Bylaws of Cord Blood America, Inc. (1)
10.0	Patent License Agreement dated as of January 1, 2004 between PharmaStem Therapeutics, Inc. and Cord Partners, Inc. (2)

10.1	Board Compensation Plan (3)
10.2	Second Amendment, dated November 26, 2007, to the Securities Purchase Agreement, dated as of February 14, 2007, as amended by the First Amendment, dated as of April 9, 2007, by and among CorCell, Cord Blood America, Inc., and Shelter Island (4)
10.3	CorCell Security Agreement, dated as of November 26, 2007, by and between Cord Blood America, Inc., and Shelter Island (4)
10.4	Put Option Agreement, dated as of November 26, 2007, by and between Cord Blood America, Inc. and Shelter Island (4)
10.5	Subordination Agreement, dated November 26, 2007, by and between Cord Blood America, Inc., CorCell, Career Channel, Inc., the Purchasers and Shelter Island (4)
10.6	Securities Purchase Agreement between the Company and Tangiers dated June 27, 2008 (5)
10.7	Registration Rights Agreement between the Company and Tangiers dated June 27, 2008 (5)
10.8	Employment Agreement between the Company and Joseph Vicente (6)
10.9	Employment Agreement between the Company and Matthew Schissler (6)
10.10	Fourth Amendment to Securities Purchase Agreement, dated June 3, 2008, by and among CorCell, Ltd., the Company, Career Channel, Inc., a Florida corporation d/b/a Rainmakers International, and Shelter Island Opportunity Fund, LLC (8)
10.11	Form of Common Stock Purchase Warrant to Purchase Shares of Common Stock of the Company (8)
10.12	Form of Waiver Agreement. (8)
10.13	Amendment No. 1 to Securities Purchase Agreement, dated November 25, 2008 (9)
10.15	Amendment No. 1 to Securities Purchase Agreement dated January 22, 2009 (10)
10.16	Amendment Agreement, dated as of February 20, 2009, by and among Shelter Island Opportunity Fund, LLC, Corcell Ltd. and Cord Blood America, Inc. (11)

10.17	Lease for Las Vegas Facility
10.18	Compensatory Arrangement for Certain Officers Effective July 13, 2009, Stock Options (13)
10.19	Compensatory Arrangement for Certain Officers Effective December 31, 2009, Stock Options (14)
10.20	Convertible Promissory Note Executed January 6, 2010 between Cord Blood America, Inc. and JMJ Financial (15)
10.21	Entered on March 24, 2010 into Investment Agreement to Acquire Majority Interest in Stellacure (16)
10.22	Material Agreement between Company and Pyrenees Capital (16)
10.23	Convertible Promissory Note Executed March 24, 2010 between CBAI and JMJ Financial (16)
10.24	Convertible Promissory Note Executed March 26, 2010 between CBAI and JMJ Financial (16)
10.25	Compensatory Arrangement for Certain Officers Executed July 1, 2010. Stock Options (17)
10.26	Senior Secured Note Agreement between Cord Blood America, Inc. and Shelter Island Opportunity Fund Executed July 21, 2010. (18)
10.27	Executed Stock Purchase Agreement on September 20, 2010 to Acquire Majority Interest in BioCordcell Argentina, SA. (19)
10.29	Entered into a Letter of Intent to Acquire Assets of Cryo-Cell De Mexico on December 3, 2010 (20)
10.30	On March 20, 2011 Cord Blood America, Inc. Entered into a Note and Warrant Purchase Agreement with St. George Investments. (21)
10.31	On January 12, 2011, Cord Blood America, Inc, Entered into a Convertible Promissory Note with JMJ Financial and a Liquidated Damages Agreement (21).
10.32	On January 19, 2011, Cord Blood America, Inc. Entered into a Liquidated Damages Agreement with Tangiers Capital, LLC. (21)
10.33	2011 Flexible Stock Options Plan (24)
10.34	Compensatory Arrangement for Certain Officers Effective September 12, 2011, Employment Agreements (25)
21	List of Subsidiaries (5)
<a href="#">31.1</a>	Certification of the registrant’s Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 ((Filed Herewith)
<a href="#">32.1</a>	Certification of the Company’s Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Filed Herewith)

- (1) Filed as an exhibit to Registration Statement on Form 10-SB filed on May 6, 2004.
- (2) Filed as an exhibit to Amendment No. 1 to Form 10-SB filed on August 10, 2004.
- (3) Filed as an exhibit to Current Report on Form 8-K filed on February 8, 2006.
- (4) Filed as an exhibit to Current Report on Form 8-K filed on November 30, 2007.
- (5) Filed as an exhibit to Form SB2 filed on January 25, 2008.
- (6) Filed as an exhibit to Current Report on Form 8-K filed on July 3, 2008.
- (7) Filed as an exhibit to Current Report on Form 8-K filed on July 18, 2008
- (8) Filed as an exhibit to Current Report on Form 8-K filed on August 29, 2008
- (9) Filed as an exhibit to Current Report on Form 8-K filed on June 13, 2008
- (10) Filed as an exhibit to Current Report on Form 8-K filed on December 12, 2008
- (11) Filed as an exhibit to Registration Statement on Form S-1 filed on January 23, 2009
- (12) Filed as an exhibit to the Current Report on Form 8-K filed on February 26, 2009
- (13) Filed as an exhibit to the Current Report on Form 8-K filed on March 31, 2009
- (14) Filed as an exhibit to the Current Report on Form 8-K filed on July 17, 2009
- (15) Filed as an exhibit to Current Report on Form 8-K filed on January 7, 2010
- (16) Filed as an exhibit to Current Report on Form 8-K/A filed on January 12, 2010
- (17) Filed as an exhibit to Current Report on Form 8-K filed on March 29, 2010
- (18) Filed as an exhibit to Current Report on Form 8-K filed on July 7, 2010
- (19) Filed as an exhibit to Current Report on Form 8-K filed on August 4, 2010
- (20) Filed as an exhibit to Current Report on Form 8-K filed on September 23, 2010
- (21) Filed as an exhibit to Current Report on Form 8-K filed on December 8, 2010
- (22) Filed as an exhibit to Current Report on Form 8-K filed on March 21, 2011
- (23) Filed as an exhibit to Quarterly Report, Form 10Q filed on May 23, 2011
- (24) Filed as an exhibit to Current Report on Form S-8 filed on June 3, 2011
- (25) Filed as an exhibit to Current Report on Form 8-K filed on September 12, 2011

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### **CORD BLOOD AMERICA, INC.**

Date: November 14, 2011

By: /s/ Matthew L. Schissler

Name: Matthew L. Schissler

Title: Chairman and Chief Executive Officer  
(Principal Executive Officer and  
Principal Financial and Accounting  
Officer)