BIOTIME INC Form SC 13D/A July 26, 2006

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No.2)

BIOTIME INC.

(Name of Issuer)

Common Shares, no par value

(Title of class of securities)

09066L105 (CUSIP number)

Steven Bayern 26 West Broadway #1004 Long Beach, NY 11561 (516) 431-2121

(Name, address and telephone number of person authorized to receive notices and communications)

July 12, 2006 (Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box o.

Note: When filing this statement in paper format, six copies of this statement, including exhibits, should be filed with the Commission. *See* Rule 13d-1(a) for other parties to whom copies are to be sent.

(Continued on following page(s)) (Page 1 of 12 Pages)

CUSIP No. 0	09066L105			13D	Page 2 of 12	Pages
1	NAME OF R	REPORTING	PERSON: Cyndel & O	Co., Inc.		
	S.S. OR I.R.S OF ABOVE		CATION NO.			
2	CHECK THI	E APPROPR	IATE BOX IF A MEM	IBER OF A GROU	JP:	(a) x
3	SEC USE O	NLY				(b) o
4	SOURCE OF	F FUNDS: W	/C			
5	CHECK BOX PURSUANT		OSURE OF LEGAL Pl (d) OR 2(e):	ROCEEDINGS IS	REQUIRED	0
6	CITIZENSH	IP OR PLAC	CE OF ORGANIZATIO	ON: New York		
	BER OF	7	SOLE VOTING PO	OWER		940,476
	FICIALLY	8	SHARED VOTING	FOWER:		0
E	NED BY ACH DRTING	9	SOLE DISPOSITIV	/E POWER:		940,476
	ON WITH	10	SHARED DISPOSE	TIVE POWER:		0
11	AGGREGAT REPORTING		T BENEFICIALLY O	WNED BY		940,476
12	CHECK BO		GGREGATE AMOUN	T IN ROW (11) E	XCLUDES	0
13	PERCENT C	F CLASS R	EPRESENTED BY AI	MOUNT IN ROW	(11):	4.1-%
14	TYPE OF RI	EPORTING :	PERSON: (CO		

CUSIP No.	09066L105			13D	Page 3 of 12 Pages	
1	NAME OF REPO	ORTING 1	PERSON: Steven Ba	ayern.		
	S.S. OR I.R.S. II OF ABOVE PER		CATION NO.			
2	CHECK THE AI	PPROPRI	ATE BOX IF A ME	MBER OF A GROU	JP:	(a) x
3	SEC USE ONLY	-				(b) o
4	SOURCE OF FU	NDS: PF				
5	CHECK BOX IF PURSUANT TO		SURE OF LEGAL I d) OR 2(e):	PROCEEDINGS IS	REQUIRED	0
6	CITIZENSHIP C	R PLACI	E OF ORGANIZAT	ION: United States		
	BER OF	7	SOLE VOTING P	POWER:		137,143
BENEI	ARES FICIALLY NED BY	8	SHARED VOTIN	G POWER:		1,774,370
E	ACH ORTING	9	SOLE DISPOSIT	IVE POWER:		0
	ON WITH	10	SHARED DISPOS	SITIVE POWER:		1,774,370
11	AGGREGATE A REPORTING PE		BENEFICIALLY O	OWNED BY		1,911,513
12	CHECK BOX IF		GREGATE AMOU	NT IN ROW (11) E	XCLUDES	0
13	PERCENT OF C	LASS RE	EPRESENTED BY A	AMOUNT IN ROW		8.1%
14	TYPE OF REPO	RTING P	ERSON: IN			

CUSIP No. 09	066L105			13D	Page 4 of 12	Pages
1	NAME OF R	EPORTING 1	PERSON: Cynthia Ba	yern.		
	S.S. OR I.R.S OF ABOVE		CATION NO.			
2	CHECK THE	E APPROPRI	ATE BOX IF A MEM	BER OF A GRO	UP:	(a) x (b) o
3	SEC USE ON	NLY				(0) 0
4	SOURCE OF	FUNDS: PF				
5	CHECK BOX PURSUANT		SURE OF LEGAL PR d) OR 2(e):	ROCEEDINGS IS	REQUIRED	0
6	CITIZENSHI	IP OR PLACI	E OF ORGANIZATIO	N: United States		
	BER OF ARES	7	SOLE VOTING PO	WER:		0
BENEF	ICIALLY ED BY	8	SHARED VOTING	POWER:		390,700
EA	CH RTING	9	SOLE DISPOSITIV	E POWER:		0
	N WITH	10	SHARED DISPOSI	TIVE POWER:		390,700
11	AGGREGAT REPORTING		BENEFICIALLY OV	VNED BY		390,700
12	CHECK BOX		GREGATE AMOUN	Γ IN ROW (11) E	EXCLUDES	0
13	PERCENT O	F CLASS RE	PRESENTED BY AN	OUNT IN ROW	(11):	1.7%
14	TYPE OF RE	EPORTING P	ERSON:	N		

CUSIP No	o. 09066L105		13D	Page 5 of 12 Pages
1	NAME OF RI	EPORTII	NG PERSON: Patrick Kolenick.	
	S.S. OR I.R.S OF ABOVE F		IFICATION NO.	
2	CHECK THE GROUP:	APPRO	PRIATE BOX IF A MEMBER OF A	(a) x (b) o
3	SEC USE ON	LY		(8)
4	SOURCE OF	FUNDS:	PF	
5			CLOSURE OF LEGAL EQUIRED PURSUANT TO ITEM 2(d)	0
6	CITIZENSHI	P OR PL	ACE OF ORGANIZATION: United States	
	IBER OF	7	SOLE VOTING POWER:	80,100
BENEI	FICIALLY NED BY	8	SHARED VOTING POWER:	1,383,670
Е	ACH ORTING	9	SOLE DISPOSITIVE POWER:	80,100
	ON WITH	10	SHARED DISPOSITIVE POWER:	1,383,670
11	AGGREGAT: REPORTING		INT BENEFICIALLY OWNED BY N:	1,463,770
12			AGGREGATE AMOUNT IN ROW TAIN SHARES:	0
13	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW	(11): 6.3%
14	TYPE OF RE	PORTIN	G PERSON: IN	

CUSIP No	o. 09066L105		13D	Page 6 of 12 Pages
1	NAME OF RI	EPORTIN	G PERSON: BN Ventures, LLC	
			FICATION NO.	
2	CHECK THE GROUP:	APPROF	PRIATE BOX IF A MEMBER OF A	(a) x (b) o
3	SEC USE ON	LY		(0) 0
4	SOURCE OF	FUNDS:	WC, AF	
5			LOSURE OF LEGAL PROCEEDINGS (ANT TO ITEM 2(d) OR 2(e):	О
6	CITIZENSHI	P OR PLA	ACE OF ORGANIZATION: New York*	
	IBER OF IARES	7	SOLE VOTING POWER:	0
	FICIALLY NED BY	8	SHARED VOTING POWER:	0
E	ACH ORTING	9	SOLE DISPOSITIVE POWER:	0
	ON WITH	10	SHARED DISPOSITIVE POWER:	0
11	AGGREGAT REPORTING		NT BENEFICIALLY OWNED BY I:	0
12			AGGREGATE AMOUNT IN ROW ΓAIN SHARES:	0
13	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW (11): 0%
14	TYPE OF RE	PORTING	G PERSON: OO	

CUSIP No	o. 09066L105		13D	Page 7 of 12 Pages	
1	NAME OF R	EPORTI	NG PERSON: SJCMB Family	Limited Partnership	
	S.S. OR I.R.S OF ABOVE		IFICATION NO.		
2	CHECK THE GROUP:	E APPRO	PRIATE BOX IF A MEMBER	R OF A	(a) x
3	SEC USE ON	ILY			(b) o
4	SOURCE OF	FUNDS:	WC, AF		
5			CLOSURE OF LEGAL EQUIRED PURSUANT TO IT	ΓΕΜ 2(d)	0
6	CITIZENSHI	P OR PL	ACE OF ORGANIZATION: N	New York	
	IBER OF	7	SOLE VOTING POWER:		74,200
BENE	FICIALLY NED BY	8	SHARED VOTING POWE	R:	0
Е	ACH ORTING	9	SOLE DISPOSITIVE POW	ER:	74,200
	ON WITH	10	SHARED DISPOSITIVE P	OWER:	0
11	AGGREGAT	E AMOU	INT BENEFICIALLY OWNE	D BY REPORTING PERSON:	74,200
12			AGGREGATE AMOUNT IN TAIN SHARES:	ROW	0
13	PERCENT O	F CLASS	REPRESENTED BY AMOU	UNT IN ROW (11):	0.3%
14	TYPE OF RE	EPORTIN	G PERSON: PN		

CUSIP No. 0	9066L105			13D	Page 8 of 12 P	Pages
1	NAME OF RE	EPORTING I	PERSON: Huntingto	on Laurel Partnershi	р	
	S.S. OR I.R.S. OF ABOVE P		CATION NO.			
2	CHECK THE	APPROPRIA	ATE BOX IF A ME	MBER OF A GROU	JP:	(a) x
3	SEC USE ON	LY				(b) o
4	SOURCE OF	FUNDS: WO	C, AF			
5	CHECK BOX PURSUANT		SURE OF LEGAL I d) OR 2(e):	PROCEEDINGS IS	REQUIRED	0
6	CITIZENSHII	OR PLACE	E OF ORGANIZAT	ION: New York		
	BER OF	7	SOLE VOTING I	POWER:		443,194
BENEI	FICIALLY NED BY	8	SHARED VOTIN	NG POWER:		0
Е	ACH ORTING	9	SOLE DISPOSIT	TIVE POWER:		443,194
	ON WITH	10	SHARED DISPO	SITIVE POWER:		0
11	AGGREGATI OWNED BY REPORTING		BENEFICIALLY			443,194
12	CHECK BOX CERTAIN SH		GREGATE AMOU	NT IN ROW (11) E	XCLUDES	0
13	PERCENT OF AMOUNT IN		PRESENTED BY			1.9%
14	TYPE OF RE	PORTING P	ERSON:	PN		

This Amendment No. 2 ("Amendment No. 2") amends and supplements the Statement on Schedule 13D dated December 26, 2005, as amended by Amendment No. 1 dated April 18, 2006 (the "Statement") relating to the common shares, no par value (the "Shares"), of BioTime Inc., a California corporation (the "Company"), and is filed by and on behalf of the undersigned reporting persons (collectively, the "Reporting Persons"). Unless otherwise defined herein, all capitalized terms used herein shall have the meanings previously ascribed to them in the previous filing of the Statement.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

- (a) As of the date of this statement, each of the Reporting Persons beneficially owned the Shares and the percentage of the outstanding Shares of the Company shown their respective cover page, which information is incorporated by reference herein by such Reporting Person. The percentages are based upon the number of shares shown as outstanding on the Company's annual report on Form 10-QSB for the three months ended March 31, 2006 plus 100,000 shares issuable to the lenders under the Credit Agreement (as defined below).
- (c) The following Shares were purchased and sold in open market transactions by a partnership between Cynthia Bayern and an unaffiliated person. The partnership now beneficially owns 91,500 Shares.

		Number of	Price Per
Date	Transaction	Shares	Share
April 26, 2006	Purchase	50,000	\$ 0.27
May 10, 2006	Sale	22,000	\$ 0.40
May 18, 20006	Sale	18,000	\$ 0.32
June 9, 2006	Purchase	5,000	\$ 0.25
June 12, 2006	Purchase	10,000	\$0.243
June 23, 2006	Purchase	10,000	\$0.242

On or about July 12, 2006, BN Ventures, LLC distributed the 214,286 Shares and 60,000 Warrants it held to its members. Steven Bayern received 107,143 Shares and 30,000 Warrants from BN Ventures, as his pro rata share. BN Ventures no longer beneficially owns any Shares or Warrants.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares reported in this Statement, except that Cynthia Bayern owns 91,500 Shares in a partnership with an unaffiliated person. Steven Bayern may be deemed to beneficially own Shares beneficially owned by his wife Cynthia Bayern.

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(e) On or about July 12, 2006, BN Ventures, LLC distributed the 214,286 Shares and 60,000 Warrants it held to its members and now no longer beneficially owns any Shares or Warrants.

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SIGNATURES

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information contained in this Statement is true, complete and correct.

Dated: Ju	aly 19, 2006
s/ Steven	Bayern
Steven Bay	vern
s/ Cynthi	a Bayern
Cynthia Ba	yern
s/ Patrick	Kolenik
Patrick Kol	lenik
Cyndel &	z Co., Inc.
By:	s/ Patrick Kolenik
	Patrick Kolenik, President
BN Vent	ures, LLC
By:	s/ Steven Bayern
	Steven Bayern, Managing Member
SJCMB I	Family Limited Partnership
By: SSJC	CM, LLC, General Partner
By:	s/ Steven Bayern
	Steven Bayern, Managing Memb
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Huntington Laurel Partnership

By: Huntington Laurel Capital Management LLC General Partner

By: s/ Steven Bayern

Steven Bayern, Member

By: s/ Patrick Kolenik

Patrick Kolenik, Member

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