IN THE UNITED STATES DISTRICT COURT
DISTRICT OF COLORADO

Civil Action No. 11-cv-00520-PAB-BNB

HEALTH GRADES, INC.,

Plaintiff,

vs.

MDX MEDICAL, INC. d/b/a VITALS.COM,

Defendant.

HEALTH GRADES, INC.'S ANSWER TO COUNTERCLAIM AND DEFENSES

Plaintiff and Counterclaim Defendant Health Grades, Inc. ("Health Grades"), by its counsel, and pursuant to F.R.C.P. 12(a)(1)(B), submits the following as its Answer to Counterclaim and Defenses:

ANSWER TO COUNTERCLAIM

Answer to Parties, Jurisdiction, and Venue

1. Health Grades is without information or knowledge sufficient to form a belief as to the truth or falsity of the allegations set forth in Paragraph 1 of the Counterclaim, and, therefore, denies same.

2. Health Grades admits the allegations set forth in Paragraphs 2, 4 and 5 of the Counterclaim.

3. With respect to the allegations set forth in Paragraph 3 of the Counterclaim, Health Grades states that the '060 Patent speaks for itself and denies all remaining allegations set forth in Paragraph 3 of the Counterclaim.

Answer to Nature of the Claim

4. Health Grades denies that MDx Medical, Inc. is entitled to the relief set forth in Paragraph 6 of the Counterclaim. Health Grades admits the allegations set forth in Paragraph 6 of the Counterclaim related to the jurisdiction of this Court.

5. Health Grades denies the allegations set forth in Paragraph 7, 8, 9 and 10 of the Counterclaim.

General Denial

6. Health Grades denies each and every allegation set forth in the Counterclaim not specifically admitted herein.

DEFENSES TO COUNTERCLAIM

First Defense

Health Grades is the owner of and entitled to enforce its interests in the '060 Patent.

Second Defense

The '060 Patent is valid, enforceable and in compliance with the provisions of Title 35 of the United States Code.

Third Defense

MDx Medical, Inc. has infringed and is infringing the '060 Patent.

Fourth Defense

MDx Medical, Inc.'s claim is barred, in whole or in part, by the doctrines of waiver, estoppel, laches and unclean hands.

Fifth Defense

Health Grades reserves the right to designate such additional and other defenses as may be warranted as discovery progresses.

WHEREFORE, having answered MDx Medical, Inc.'s Counterclaim for Declaratory Judgment, Plaintiff/Counterclaim Defendant Health Grades respectfully requests that this Court deny all relief requested by MDx Medical, Inc.; that judgment be entered in Health Grades' favor and against MDx Medical, Inc. on all claims asserted in this matter; that Health Grades be awarded its costs, expert witness fees, attorneys' fees and expenses, and all other costs recoverable pursuant to 35 U.S.C. § 285; and that the Court award such other and further relief as it deems just and proper under the circumstances.

Dated this 13th day of May, 2011.

ROTHGERBER JOHNSON & LYONS LLP

s/ Jesús M. Vazquez

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CERTIFICATE OF SERVICE

I hereby certify that on May 13, 2011, I electronically filed the foregoing **HEALTH GRADES, INC.'S ANSWER TO COUNTERCLAIM AND DEFENSES** with the Clerk of Court using the CM/ECF system which will send notification of such filing to the following e-mail addresses:

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