Subject: Re: MDX GEN
From: Mitch Rothschild <mitch@vitals.com>
Date: 12/31/2010 6:00 AM
To: John Maldjian <JMaldjian@mfiplaw.com>

ATTORNEY CLIENT PRIVILEGED COMMUNICATION

Hope you are feeling better and back on track. Do you know what caused the health issues? I gather from the length & tone of this e-mail that you are on the mend.

We are on the same page. The conclusion letter is fine. The investor's lawyers are calling it a "Freedom to Operate" letter. All sides understand that this is not a full blown opinion letter. Rather, what you said below, this is about your summary opinion.

Let's be in contact during the day, so I can be helpful to you in this. Always on my cell.

On Thu, Dec 30, 2010 at 6:09 PM, John Maldjian <JMaldjian@mfiplaw.com> wrote:

> Mitch,
>
> I understand from Julian that you expressed frustration with the progress of this project. I am not sure to what extent he explained what happened to me today but I came down with something when I woke up that made me dizzy, nauseous and feeling like I was going to faint or pass out. I subsequently vomited several times and spent the entire day trying to sleep it off. I am not sure what it is I have. Perhaps a stint of vertigo, food poisoning or a 24 hour virus. I tried several times to get to work but I could not even stand let alone drive my car. I slept all day to try to get better. I am still not feeling well but am now back at work to continue this study for you and MDX. I never get sick like this and I apologize for the sudden interruption and frustration that this may have caused.
>
> With that said, I would like to put things in perspective with regard to this matter.
>
> These studies take weeks normally to complete. We accelerated as much as we could for this project, knowing how important it was for you to have **answers** by the end of the year so you could close on your funding. As you will recall from our discussions on Monday, it takes time to analyze the patents and patent applications. It is an iterative process that needs to include you and/or your CTO for information and confirmation, which Julian discussed with you today. It also includes access to how Vitals.com performs certain functions and whether Vitials.com includes certain elements/features in its website service, which we are gathering this evening.
>
> Once we gather all that information, we then have to assess whether or not MDX is going to have an issue. That was also being determined from Monday and is continuing to this evening, with a bulk of it done during the telephone conference today.

When we spoke on Monday, I said that we would work as hard as we could to get this all done by Friday, again, which normally takes a couple of weeks to get to this point. We are still on target for doing that.

Now, I understand you may think you need a comprehensive full written opinion done by tomorrow. That is not going to happen. In fact, I mentioned to you that we will get as far as we can get by Friday but that a full, comprehensive opinion letter cannot be completed by Friday. Rather, we would be willing to prepare an abbreviated summary of our well reasoned opinion that should suffice for the investors' sake. They just want an assurance that you did your due diligence. And you did.

Again, we are on target for getting that summary opinion letter to you by tomorrow. However, as I mentioned to you, if there are close calls with one or more of the patents, which I have to still discuss with Julian since I just walked into to work, then as I mentioned to you, it may take more than a 5 page opinion letter. We do not dictate how long the letter is. The letter is as long as it has to be to explain our well reasoned full comprehensive opinion. It is your choice if MDX wishes to incur the fees for a full comprehensive letter. It doesn't matter to us either way. It's just about risk shifting. We'll talk more about that tomorrow if the need arises.

So, in sum, we will provide you with an summary conclusion letter by tomorrow, which is all most investors want to see from the company. The investors just want an opinion of counsel. They don't care if it one that will hold up in court – i.e., a full comprehensive one. Once the investors have an opinion of counsel in writing, they usually leave it up to the company to incur the expenses to having a full comprehensive written opinion letter in your files for issues that may crop up later.

So, before you incur the additional fees, let's wait to see if there are any close calls and whether the investors ask you for a full opinion letter. If they do, we will take care of that after the closing since MDX will be representing and warranting to the fact that Vitals.com does not have an issue with the patents and applications for which MDX is currently aware.

Best Regards,

John

MALDJIAN LAW GROUP LLC

Intellectual Property Counsel

36 Bingham Avenue

Rumson, NJ 07760

P: 732.345.0401

Main: 732.345.0400

F: 732.530.2039

www.mfiplaw.com

+Please consider the environment before you decide to print this email and attachments.

From: Of Counsel
Sent: Thursday, December 30, 2010 11:02 AM
To: 'Mitch Rothschild'
Cc: John Maldjian; Kayla Kelly
Subject: RE: MDX GEN

CONFIDENTIAL AND PROPRIETARY
ATTORNEY CLIENT PRIVILEGED COMMUNICATION

Good Morning Mr. Rothschild,

John Maldjian informed me just a short bit ago that he is feeling quite ill, making it impossible for him to make it into the office today for our meeting scheduled at 11:00 a.m. As he mentioned yesterday, he planned on asking me to work with him in assisting you with this project. Because of the urgency you have expressed regarding completion of the project, I will call you in a few minutes to discuss. In this regard, I have attached copies of the patents and patent applications for our discussion.

Best Regards,

Julian

Julian F. Santos, Esq.

_____

MALDJIAN LAW GROUP LLC

Intellectual Property Counsel

36 Bingham Avenue

Rumson, NJ 07760

P: 732.345.0400

F: 732.530.2039

www.mfiplaw.com

+Please consider the environment before you decide to print this email and attachments.

From: John Maldjian
Sent: Wednesday, December 29, 2010 8:58 PM
To: Mitch Rothschild
Cc: Of Counsel; Kayla Kelly
Subject: MDX GEN

CONFIDENTIAL AND PROPRIETARY
ATTORNEY CLIENT PRIVILEGED COMMUNICATION

Mitch,

Further to my previous email and our quick call today, and in anticipation of our 11 am telecon tomorrow, please review the list below for the somewhat good news. Also, before the telecon tomorrow, we will be forwarding you the references we will be discussing via telephone. That way, you have them in front of you for review.

Patents:

REDACTED

7752060 - 4th year fee window opens 07/06/2013

REDACTED

On the call will be you, me and Julian Santos, who will be assisting me with these studies.

I will initiate the call to you and will call your cell phone number unless you tell me otherwise.

Talk with you then.

Best Regards,

John

_____

MALDJIAN LAW GROUP LLC

Intellectual Property Counsel

36 Bingham Avenue

Rumson, NJ 07760

P: 732.345.0401

Main: 732.345.0400

F: 732.530.2039

www.mfiplaw.com

+Please consider the environment before you decide to print this email and attachments.

From: Mitch Rothschild [mailto:mitch@vitals.com]
Sent: Tuesday, December 28, 2010 2:47 PM
To: John Maldjian
Subject: Re: MDX GEN

Call me on my cell (646-279-3648). Would love to talk about this. Thx

On Tue, Dec 28, 2010 at 1:26 PM, John Maldjian <JMaldjian@mfiplaw.com> wrote:

Thank you. I am traveling the rest of today. Delays.

Through our initial investigation, we have discovered some very valuable information that helps MDX and reduces the scope of the analysis.

I will report this evening or tomorrow.

Sent from my Verizon Wireless Phone

----- Reply message -----
From: "Mitch Rothschild" <mitch@vitals.com>
Date: Tue, Dec 28, 2010 7:19 am
Subject: MDX GEN
To: "John Maldjian" <JMaldjian@mfiplaw.com>

ANSWERS IN CAPS

On Tue, Dec 28, 2010 at 12:29 AM, John Maldjian <JMaldjian@mfiplaw.com>wrote:

> *CONFIDENTIAL AND PROPRIETARY*

>
> *ATTORNEY CLIENT PRIVILEGED COMMUNICATION*
>
>
>
> Mitch,
>
>
>
> Please answer the questions embedded below. Please disregard any “Note(s)”
> for the time being. They are for my analysis purposes.
>
>
>
> Best Regards,
>
> John
>
> _____
>
> *Maldjian LAW GROUP LLC*
>
> *Intellectual Property Counsel*
>
> 36 Bingham Avenue
>
> Rumson, NJ 07760
>
> P: 732.345.0401
>
> Main: 732.345.0400
>
> F: 732.530.2039
>
> www.mfiplaw.com
>
>
>
> +Please consider the environment before you decide to print this email and
> attachments.
>
>
>
> *From:* Mitch Rothschild [mailto:mitch@vitals.com]
> *Sent:* Monday, December 27, 2010 4:11 PM

> *To:* John Maldjian
> *Subject:* Phone Call Follow Up (Vitals)
>
>
>
> Following up on our phone conversation, can I ask you to please take a look
> at the attached patents and patents pending. Thanks.
>
>
>
> Patents:

REDACTED

REDACTED

>
> 7752060
>
> 1. Note: 1, 15.
>

REDACTED

>
> You can reach me on my cell at 646-279-3648.... anytime. Thanks.
>
>
> --
> Mitchel Rothschild
> 1200 Wall Street West
> Lyndhurst, NJ 07071
>
> Cell: 646-279-3648 (BEST Number)
> Office: 201-459-6258
> Fax: 201-438-4611
>

--
Mitchel Rothschild
1200 Wall Street West
Lyndhurst, NJ 07071

> Cell: 646-279-3648 (BEST Number)
> Office: 201-459-6258
> Fax: 201-438-4611
>
> --
> Mitchel Rothschild
> 1200 Wall Street West
> Lyndhurst, NJ 07071
>
> Cell: 646-279-3648 (BEST Number)
> Office: 201-459-6258
> Fax: 201-438-4611

--
Mitchel Rothschild
1200 Wall Street West
Lyndhurst, NJ 07071

Cell: 646-279-3648 (BEST Number)
Office: 201-459-6258
Fax: 201-438-4611