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REPORTER: Georgette K. Betts

AGENCY: MERRILL LEGAL SOLUTIONS

EXHIBIT 239-1

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THE VIDEO OPERATOR: This is the video operator speaking, David Sanders, of Merrill Legal Solutions, 225 Varick Street, New York New York 10014. Today is June 26th, 2012 and the time is 8:19 a.m.

We are at the offices of Sills Cummis & Gross, One Riverfront Plaza, Newark, New Jersey to take the videotape deposition of Larry West in the matter of HealthGrades Incorporated versus MDX Medical Incorporated doing business as Vitals.com, in the United States District Court Northern District of Colorado. Number 11-CV-00520-PAB-BNB.

Will counsel please introduce themselves for the record.

MR. KANAN: Greg Kanan for the plaintiff HealthGrades.

MR. STIMPSON: Scott Stimpson, Sills Cummis & Gross for the witness and defendant MDX.

Q. To make edits?

A. Yes.

Q. Now so do you monitor or do you keep a record anywhere of physicians who log-in in that using that mechanism to look at their website?

A. Yes.

Q. Okay. So now back to my original question to you, in some instances the physician would log-in using this password access system, and might actually make edits to their site and that occurs, correct?

A. Yes.

Q. Are there instances when the physician would log-in and look at the physician data but not make any changes?

A. So you're asking me whether they can log-in without making any changes.

Q. Uh-huh?

A. In that case we specifically don't -- we capture the fact that they log-in but there wouldn't be subsequent changes in the auditing of said information so yes.

Q. Right. So you'd have a log or

you'd monitor in some fashion electronically or however, when physicians come in and access their material and then you would have material that would show or a log that would show when they've actually changed the site and instances when they have not?

A. Yes.

Q. Okay. And what are those records called?

A. We call them the easy edit audit records.

Q. EZ?

A. EZ edit is the internal name for the ability for a physician to update their information.

Q. EZ or the word EZ?

A. The letter E, the letter Z then edit. It's a nickname we give it.

Q. Yes?

A. Just so we know exactly what we're talking about.

Q. Right.

Do you know how much instances in which physicians log on to review their

A. Yes.

Q. Or a team?

A. Yes, there is an engineering team that is dedicated to front end site development.

Q. Front end site development?

A. Uh-huh.

Q. How many people comprise that team?

A. Six. And it varies based upon project specific deliverables.

Q. You mean the six vary?

A. Yes, there could be a couple more, a couple less.

Q. I'm gathering you have overall supervision and responsibility for these teams and the 35 people involved in the technology; is that correct?

A. Yes.

Q. Okay.

Mr. West is there some sort of demonstration log-in credentials for the EZ audit function that you were describing earlier this morning to show its function, functionality?

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MR. STIMPSON: Object to form.

You can answers.

A. So you're asking me if you could go to the website and log-in as a demo physician.

Q. Yeah.

A. Yes.

Q. And how would you do that.

A. I would go to the website and using the demo log-in and password credentials, log-in.

Q. And then you one could see how this works?

A. Correct.

Q. You wouldn't actually be able to make any edits I take it?

A. The edits are on what we would consider a test provider account.

Q. And I -- do you do that on occasion with physicians?

A. No.

Q. Who do you do it with or maybe you've he never done it?

A. I'm not quite sure what you're

asking me.

Q. Has this demo log-in been used?

A. Yes.

Q. By whom?

A. I'm not sure specifically, by a lot of people.

Q. Is that demonstration system confidential?

A. You must use a user name and password so...

Q. That's provided by the company?

A. Exactly.

Q. I take it that's a fairly simple process of providing a password and log-in?

A. Yes.

Q. If we were to pull up the site could you show us how to do it today?

MR. STIMPSON: No. I can answer that question. You've argued that and you've lost it, and I'm not going to allow him to log you in. If we have to go to the court, we have to go to the court.

MR. KANAN: Well --

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MR. STIMPSON: You can ask him if he can.

MR. KANAN: I don't know if I was asking him to do it --

MR. STIMPSON: Okay well --

MR. KANAN: -- I was asking him if he could show us today.

MR. STIMPSON: Okay.

Q. Could you show us?

A. Yes.

Q. I'm not saying will you, I'm saying are you able to show us that?

A. I would be able to with a computer that had Internet access.

Q. And I take it there's no risk that one logging in through in demo system would be able to do anything to alter your website or your how the system functions, correct?

A. Yes.

Q. It's restricted in that sense, right?

A. Yes.

Q. Okay.

MR. KANAN: Scott, you

wouldn't allow him to do it today?

MR. STIMPSON: Isn't that what you exactly asked for in the court documents?

MR. KANAN: Well, I'm not going to argue with you about it --

MR. STIMPSON: Well if I'm wrong --

MR. KANAN: I just want to know your position.

MR. STIMPSON: If I'm wrong let me know, but I think that's exactly --

MR. KANAN: I just want to know your position. It seems to me it's a simple process, there's no risk to the company and it strikes me that it would perhaps be a useful way to resolve an area of dispute, but so -- but your position is what it is --

MR. STIMPSON: Yeah.

MR. KANAN: -- if you're saying no, then your answer was no.

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MR. STIMPSON: Yeah I think if I remember correctly, that was a request to inspect the court denied, so I can't just let it go, so it's okay.

Q. Am I correct, Mr. West is understanding that using that demo log-in system wouldn't in any way reveal any source code to whoever would do this?

A. That is correct.

Q. Is the, is the first occasion that you ever learned of HealthGrades when you were doing the research you described earlier some six years or so ago?

A. Yes.

Q. Okay. You'd not ever heard of them before that?

A. Not that I recall.

(Whereupon, DESC , was marked as Plf/dft Exhibit XN for identification, as of this date.)

Q. Mr. West you have before you deposition Exhibit 4. Have you seen this