EXHIBIT 2

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLORADO

Civil Action No. 11-CV-00520-PAB

HEALTH GRADES, INC.,

Plaintiff,

v.

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

Defendant.

DECLARATION OF MITCH ROTHSCHILD

Mitch Rothschild, being of full age, hereby declares and states as follows:

1. I make this declaration in support of Defendant MDx Medical, Inc.'s Motion for Summary Judgment of No Willfulness. Unless otherwise noted, the statements made herein are based on my personal knowledge, and if called to testify in court, I could and would testify competently and truthfully thereto.

2. I am co-founder and CEO of MDx Medical, Inc. ("MDx"), which is a private company, based in Lyndhurst, New Jersey.

3. MDx is a leading provider of technology that enables users to search for and obtain information on healthcare providers. This information includes, among other things, the names of doctors, their education, specialties, hospital affiliations and the insurance that they

accept. Users can access this information at the MDx www.vitals.com website (the "MDx Website"). Since January 2008, MDx has owned and operated the MDx Website.

4. Health Grades, Inc. ("Health Grades") brought this patent infringement action against MDx in March of 2011. The patent asserted in this case is United States Patent No. 7,752,060. MDx has denied any infringement and challenged the validity of the patent in its Answer.

5. Although MDx has always had strong defenses to any claim of infringement, because we consider Health Grades to be very litigious, MDx revised the MDx website to ensure that no claim of infringement could be made.

6. One change was to remove comparison ratings of healthcare providers from all the reports on specific healthcare providers, as is called for in the claims. MDx has had a motion for summary judgment of no infringement pending on this issue.

7. A second change was to prevent the use in creating the healthcare provider reports of more than two of the data elements that the patent requires to be verified by third parties. Since the patent claims all require at least three of the data elements verified by the third parties, this was another assurance that we could not be reasonably accused of infringement.

8. These two changes were made in January of 2011 – months before Health Grades brought suit.

9. MDx personnel met with patent counsel, and obtained both oral and written confirmation that these changes should preclude any infringement.

10. Further, MDx also continued to implement policies it had in place to prevent infringement.

11. Specifically, MDx never required and continues to not require any healthcare provider to "verify" data supplied to the MDx Website, as required by every claim; MDx also does not obtain verification from third parties of data elements provided by third parties (in fact third parties disclaim the data accuracy).

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/2/12

MITCH ROTHSCHILD