EXHIBIT 2

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLORADO

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

HEALTH GRADES, INC.,

Plaintiff,

v.

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

Defendant.

DECLARATION OF DAVID C. LEE

David C. Lee states and declares as follows under penalty of perjury:

1. My name is David C. Lee. I am over the age of 18 years, and have personal knowledge of the facts stated herein.

2. I am an associate of the firm Sills Cummis & Gross P.C., attorneys for Defendant and Counterclaim Plaintiff MDx Medical, Inc. ("MDx"). I submit this declaration in support of MDx's motion pursuant to Federal Rules of Civil Procedure 16(f) and 37(b)(2)(A), to strike the supplemental infringement contentions served by Plaintiff and Counterclaim Defendant Health Grades, Inc. ("Health Grades").

3. Approximately two weeks prior to Health Grades' service of its original infringement contentions on July 1, 2011, I participated in a telephone conference call with Health Grades' counsel, Jesus Vazquez, in compliance with this Court's Order that the parties discuss claims and defenses prior to the Scheduling Conference. My colleague, Scott Stimpson, was also present on the telephone call. During that call, Mr. Stimpson informed Health Grades'

counsel of numerous other specific non-infringement defenses that MDx would be raising, such that counsel had actual, specific knowledge of various other elements MDx was claiming to be missing.

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

Executed on 11/15/11

DAVID C. LEE