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 MITCHEL ROTHSCHILD

Mitchel 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 Partial Summary Judgment of Non-Infringement. 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. I began MDx in 2006, to fill what I perceived as a need in the industry.

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. The current version of the MDx Website went live for public access in January 2011, nearly two months prior to the commencement of this action. Among other things, the current MDx Website enables users to search for and obtain information on healthcare providers and enables these doctors' patients to post comments and rankings regarding their experiences with the doctors, which comments are accessible to users of the MDx Website.

6. The current MDx Website does not generate comparisons of ratings for one doctor with ratings for another doctor, and the Website was specifically designed to preclude any such comparisons.

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

Executed on 4/12/11

MITCHEL ROTHSCHILD