

MEDIVISION MEDICAL IMAGING LTD.
Condensed Interim Consolidated Financial Statements
As of March 31, 2009
(Unaudited)

MEDIVISION MEDICAL IMAGING LTD.

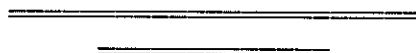
Condensed Interim Consolidated Financial Statements

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(Unaudited)

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**REPORT ON REVIEW OF
UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2009**

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Introduction

We have reviewed the accompanying condensed interim consolidated balance sheet of MediVision Medical Imaging Ltd and subsidiaries ("the Group") as at March 31, 2009, and the related condensed interim consolidated statements of comprehensive loss, changes in equity and cash flows for the three month period then ended. Management is responsible for the preparation and presentation of these condensed interim consolidated financial statements in accordance with IAS 34, Interim Financial Reporting ("IAS 34"). Our responsibility is to express a conclusion on this interim financial information based on our review.

We have been furnished with the report of other accountants in respect of the review of the condensed interim consolidated financial statements of subsidiaries, whose assets constitute approximately 54.93% of total consolidated assets as of March 31, 2009, and whose revenues constitute approximately 98.52% of total consolidated revenues for the three months then ended.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity." A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

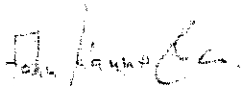
Based on our review and the report of other accountants, nothing has come to our attention that causes us to believe that the accompanying condensed interim consolidated financial information is not prepared, in all material respects, in accordance with IAS 34.

Without qualifying our conclusion we hereby draw attention to the following matters:

As stated in Note 1B to the condensed interim consolidated financial statements, during the reported period the Company started the implementation of downsizing plan that according to managements' intention is planned to include among other layoffs of employees and significant reduction of expenses and overheads. Management is also evaluating alternative sources of capital to meet cash requirements, including issuance of debt, issuance of equity securities and entering into other financing agreements with its shareholders. According to managements' beliefs, if the Company is unable to obtain additional funding, it will be required to eliminate certain activities that would adversely effect its operations.

As discussed in Note 2C to the condensed interim consolidated financial statements, the Company restated its financial statements for the year ended December 31, 2008 and for the three month period ended March 31, 2008, in order to retroactively reflect the effect of changes in the accounting treatment of the following issues:

- A. Cancellation of deferred tax assets recognized in the past, in the financial statements of a subsidiary operating in the United States and as a result in the consolidated financial statements of the Company in respect of tax losses not yet utilized by the subsidiary. Such treatment was applied since the subsidiary does not expect to have taxable income in the foreseeable future, against which such deferred taxes could be utilized.
- B. The Company expensed the costs involved in the change of its capital structure in the statement. Prior to this correction, the Company presented the aforementioned costs as a direct off-set to the equity attributable to owners of the parent.



Fahm Kanne & Co.
Certified Public Accountants (Isr.)

Tel-Aviv, Israel
May 27, 2009

MEDIVISION MEDICAL IMAGING LTD.
CONSOLIDATED BALANCE SHEET

(in thousands)	US dollars (thousands)		
	March 31, 2009	2008	December 31, 2008
	Unaudited		Audited
A S S E T S			
Current assets			
Cash and cash equivalents	1,642	5,935	2,785
Restricted cash	158	170	158
Accounts receivable:			
Trade, net	2,107	2,972	2,343
Other accounts receivable	366	791	428
Inventories	<u>1,387</u>	<u>1,641</u>	<u>1,576</u>
Total current assets	<u><u>5,660</u></u>	<u><u>11,509</u></u>	<u><u>7,290</u></u>
Non-current assets			
Property and equipment, net	<u>580</u>	<u>581</u>	<u>600</u>
Deferred tax assets	<u>-</u>	<u>1,238</u>	<u>-(*)</u>
Goodwill and other intangible assets	<u>7,733</u>	<u>6,928</u>	<u>8,080</u>
Total assets	<u><u>13,973</u></u>	<u><u>20,256</u></u>	<u><u>15,970</u></u>

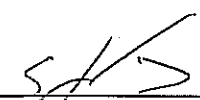
(*) Restated – see Note 2C.

The accompanying notes are an integral part of the consolidated financial statements.

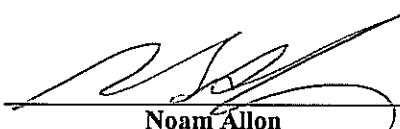
MEDIVISION MEDICAL IMAGING LTD.
CONSOLIDATED BALANCE SHEET

(in thousands)	US dollars (thousands)		
	March 31,	December 31,	
	2009	2008	2008
	Unaudited	Audited	
LIABILITIES AND EQUITY			
Current liabilities			
Short-term bank credit and other current liabilities	4,179	3,192	3,664
Trade payables	1,166	1,442	1,409
Other accounts payable	4,203	4,217	4,305
Total current liabilities	<u>9,548</u>	<u>8,851</u>	<u>9,378</u>
Long-term liabilities			
Long-term loans, net of current maturities	360	2,345	1,034
Long-term employee benefits	62	187	64
Total long-term liabilities	<u>422</u>	<u>2,532</u>	<u>1,098</u>
Total liabilities	<u>9,970</u>	<u>11,383</u>	<u>10,476</u>
Equity			
Equity attributable to owners of the parent:			
Ordinary shares	215	165	215
Additional paid-in capital	9,302	8,794	9,302
Capital reserve	(311)	(311)	(311)
Foreign currency translation differences	19	211	67
Accumulated deficit	<u>(7,763)</u>	<u>(4,322) (*)</u>	<u>(6,826) (*)</u>
	1,462	4,537 (*)	2,447 (*)
Minority interest	<u>2,541</u>	<u>4,336 (*)</u>	<u>3,047 (*)</u>
Total equity	<u>4,003</u>	<u>8,873 (*)</u>	<u>5,494 (*)</u>
Total liabilities and equity	<u>13,973</u>	<u>20,256</u>	<u>15,970</u>

(*) Restated – see Note 2C.



Boaz Benyamin
Director of Finance



Noam Allon
Director and
Chief Executive Officer

Date of approval: May 27, 2009

The accompanying notes are an integral part of the consolidated financial statements.

MEDIVISION MEDICAL IMAGING LTD.
CONSOLIDATED STATEMENT OF COMPREHENSIVE LOSS

(in thousands except per share data)	US dollars (thousands)		
	Three month period ended March 31,		Year ended December 31,
	2009	2008	2008
	Unaudited		Audited
Sales	2,635	3,601	14,410
Cost of sales	<u>1,216</u>	<u>1,775</u>	<u>6,630</u>
Gross profit	<u>1,419</u>	<u>1,826</u>	<u>7,780</u>
Operating expenses:			
Research and development expenses	938	579	2,859
Selling and marketing expenses	1,013	1,197	4,832
General and administrative expenses	603	747	2,319
Other expenses, net	<u>201</u>	<u>57^(*)</u>	<u>520^(*)</u>
Total operating expenses	<u>2,755</u>	<u>2,580</u>	<u>10,530</u>
Operating loss	(1,336)	(754)	(2,750)
Financial income	51	-	73
Financial expenses	<u>(149)</u>	<u>(205)</u>	<u>(604)</u>
Loss before taxes on income	(1,434)	(959)	(3,281)
Income tax expense	<u>(1)</u>	<u>(13)</u>	<u>(1,341)^(*)</u>
Loss for the period	<u>(1,435)</u>	<u>(972)^(*)</u>	<u>(4,622)^(*)</u>
Other comprehensive loss:			
Exchange differences on translating foreign operations	<u>(56)</u>	<u>100</u>	<u>(103)</u>
Total comprehensive loss for the period	<u>(1,491)</u>	<u>(872)^(*)</u>	<u>(4,725)^(*)</u>
Attributable to:			
Owners of the parent	(985)	(751) ^(*)	(3,399) ^(*)
Minority interest	<u>(506)</u>	<u>(121)^(*)</u>	<u>(1,326)^(*)</u>
	<u>(1,491)</u>	<u>(872)^(*)</u>	<u>(4,725)^(*)</u>
Basic loss per share (in Dollars)	<u>(0.241)</u>	<u>(0.146)^(*)</u>	<u>(0.442)^(*)</u>

(*) Restated – see Note 2C.

The accompanying notes are an integral part of the consolidated financial statements.

MEDIVISION MEDICAL IMAGING LTD.
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	US dollars (thousands)						
	Attributable to owners of the parent						Total attributable to owners of the parent
	Share Capital	Additional paid-in capital	Capital reserve	Foreign currency translation differences	Accumulated deficit	Minority interests	
(in thousands)							
Balance at January 1, 2008 (audited)	165	8,775	(311)	132	(3,492) ^(*)	4,454 ^(*)	9,723
Convertible loan converted into shares	50	576	-	-	-	-	626
Total comprehensive loss for the year	-	-	-	(65)	(3,334) ^(*)	(1,326) ^(*)	(4,725) ^(*)
Warrants, equity component of convertible loans issued by subsidiary and exercise of options into common stock of a subsidiary	-	(105)	-	-	-	(98)	(203)
Cost of share-based payment	-	56	-	-	-	17	73
Balance at December 31, 2008 (audited)	<u>215</u>	<u>9,302</u>	<u>(311)</u>	<u>67</u>	<u>(6,826)^(*)</u>	<u>3,047^(*)</u>	<u>5,494^(*)</u>
Total comprehensive loss for the period	-	-	-	(48)	(937)	(506)	(1,491)
Balance at March 31, 2009 (unaudited)	<u>215</u>	<u>9,302</u>	<u>(311)</u>	<u>19</u>	<u>(7,763)</u>	<u>2,541</u>	<u>4,003</u>
Balance at January 1, 2008 (audited)	165	8,775	(311)	132	(3,492) ^(*)	4,454 ^(*)	9,723
Total comprehensive loss for the period	-	-	-	79	(830) ^(*)	(121) ^(*)	(872) ^(*)
Cost of share-based payment	-	19	-	-	-	3	22
Balance at March 31, 2008 (unaudited)	<u>165</u>	<u>8,794</u>	<u>(311)</u>	<u>211</u>	<u>(4,322)^(*)</u>	<u>4,336^(*)</u>	<u>8,873^(*)</u>

(*) Restated – see Note 2C.

The accompanying notes are an integral part of the consolidated financial statements.

MEDIVISION MEDICAL IMAGING LTD.
CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)	US dollars (thousands)		
	Three month period ended		Year ended
	2009	2008	December 31, 2008
	Unaudited		Audited
Cash Flows From Operating Activities:			
Net profit (loss) for the period	(1,435)	(972) ^(*)	(4,622) ^(*)
Adjustments for:			
Depreciation and amortization	463	61	242
Loss of disposal of assets	-	-	10
Deferred taxes, net	-	104	1,341 ^(*)
Cost of share-based payment	-	22	73
Accretion of convertible loan	-	38	-
Other	7	53	14
	<u>(965)</u>	<u>(694)</u>	<u>(2,942)</u>
Changes In Operating Assets And Liabilities:			
Decrease in trade receivables	232	520	1,125
Decrease (increase) in other accounts receivable and prepaid expenses	62	(89)	274
Decrease (increase) in inventories	183	(426)	(420)
Decrease in trade payables	(241)	(291)	(312)
Decrease in other accounts payable and accrued expenses	(96)	(104)	(109)
Net cash used in operating activities	<u>(825)</u>	<u>(1,084)</u>	<u>(2,384)</u>
Cash Flows From Investing Activities:			
Purchase of property and equipment	(47)	(58)	(184)
Proceeds from the sale of property and equipment	-	-	8
Additions to intangible assets	(89)	(858)	(2,110)
Net cash used in investing activities	<u>(136)</u>	<u>(916)</u>	<u>(2,286)</u>
Cash Flows From Financing Activities:			
Receipt of convertible loan from shareholder	416	37	437
Receipt of long-term loans	1,468	-	8
Repayment of long-term loans	(1,596)	(95)	(1,385)
Net cash provided by (used in) financing activities	<u>288</u>	<u>(58)</u>	<u>(940)</u>
Decrease in cash and cash equivalents	(673)	(2,058)	(5,610)
Net foreign exchange differences	(20)	14	(65)
Cash and cash equivalents at beginning of the period	2,130	7,805	7,805
Cash and cash equivalents at the end of the period	<u>1,437</u>	<u>5,761</u>	<u>2,130</u>

(*) Restated – see Note 2C.

The accompanying notes are an integral part of the consolidated financial statements.

MEDIVISION MEDICAL IMAGING LTD.
CONSOLIDATED STATEMENTS OF CASH FLOWS (cont.)

(in thousands)	US dollars (thousands)		
	Three month period ended		Year ended
	2009	2008	December 31, 2008
	Unaudited		Audited
Supplementary Information:			
Cash paid during the year for interest	<u>82</u>	<u>117</u>	<u>269</u>
Income taxes	<u>6</u>	<u>-</u>	<u>6</u>
Supplemental schedule of non-cash activities:			
Repayment of notes payable and interest through conversion into shares	<u>-</u>	<u>-</u>	<u>626</u>
Purchase of property and equipment with a financial loan	<u>-</u>	<u>-</u>	<u>63</u>
Transfer of inventory into property and equipment	<u>-</u>	<u>-</u>	<u>34</u>

The accompanying notes are an integral part of the consolidated financial statements.

MEDIVISION MEDICAL IMAGING LTD.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - GENERAL

- A. MediVision Medical Imaging Ltd. ("the Company"), an Israeli corporation located in Haifa, was incorporated and commenced business operations in June 1993. The Company (together with its subsidiaries – the "Group") is primarily engaged in the business of designing, developing, manufacturing and marketing digital imaging systems, image enhancements and analysis software and related products and services for use by practitioners in the ocular healthcare field. The principal markets of the Group are located in the United States.

The Company's shares are traded on the EURO.NM market in Belgium.

- B. At the beginning of 2009, the Company started the implementation of downsizing plan that according to managements' intention is planned to include among other layoffs of employees and significant reduction of expenses and overheads.

Management is evaluating alternative sources of capital to meet cash requirements, including issuance of debt, issuance of equity securities and entering into other financing agreements with its shareholders. According to managements' beliefs, if the Company is unable to obtain additional funding, it will be required to eliminate certain activities that would adversely effect its operations.

- C. Below are data on the representative exchange rates of the US dollar, and the changes therein during the reported periods:

Exchange rate of US\$1:

	NIS
March 31, 2009	4.188
March 31, 2008	3.553
December 31, 2008	3.802

Rate of increase (decrease) in the period:

	%
Three months ended March 31, 2009	9.98
Three months ended March 31, 2008	(7.62)
For the year ended December 31, 2008	(1.1)

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

A. Basis of preparation

These condensed interim consolidated financial statements are for the three months ended March 31, 2009. They have been prepared in accordance with IAS 34 Interim Financial Reporting. They do not include all of the information required in annual financial statements in accordance with IFRS, and should be read in conjunction with the consolidated financial statements of the Group for the year ended December 31, 2008.

MEDIVISION MEDICAL IMAGING LTD.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS (cont.)

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (cont.)

B. Significant accounting policies

These condensed consolidated interim financial statements (the interim financial statements) have been prepared in accordance with the accounting policies adopted in the last annual financial statements for the year to December 31, 2008 except for the adoption of:

- IAS 1 Presentation of Financial Statements (Revised 2007)
- IAS 23 Borrowing Costs (Revised 2007)
- IFRIC 13 Customer Loyalty Programmes ii

The adoption of IAS 1 (Revised 2007) makes certain changes to the format and titles of the primary financial statements and to the presentation of some items within these statements. It also gives rise to additional disclosures. The measurement and recognition of the Group's assets, liabilities, income and expenses is unchanged. However, some items that were recognized directly in equity are now recognized in other comprehensive income, for example revaluation of property, plant and equipment. IAS 1 affects the presentation of owner changes in equity and introduces a 'Statement of comprehensive income'.

IAS 23 Borrowing Costs (Revised 2007) requires the capitalization of borrowing costs to the extent they are directly attributable to the acquisition, production or construction of qualifying assets that need a substantial period of time to get ready for their intended use or sale. The appreciation of the standard did not have a material effect on the financial statements.

The Group has adopted IFRIC 13 Customer Loyalty Programmes, which clarifies that when goods or services are sold together with a customer loyalty incentive, the arrangement is a multiple-element arrangement and the consideration receivable from the customer is allocated between the components of the arrangement using fair values. The adoption of IFRIC 13 does not have a significant effect on the results of the current or prior periods presented.

The accounting policies have been applied consistently throughout the Group for the purposes of preparation of these condensed consolidated interim financial statements.

C. Restatement

The Company restated its financial statements for the year ended December 31, 2008 and for the three month period ended March 31, 2008, in order to retroactively reflect the effect of changes in the accounting treatment of the following issues:

- A. Cancellation of deferred tax assets recognized in the past, in the financial statements of a subsidiary operating in the United States and as a result in the consolidated financial statements of the Company in respect of tax losses not yet utilized by the subsidiary. The cancellation proved necessary since the subsidiary does not expect to have taxable income in the foreseeable future, against which such deferred taxes could be utilized.
- B. Under the item entitled "other expenses", the Company expensed the costs involved in the change of its capital structure. Prior to this correction, the Company presented the aforementioned costs as a direct off-set to the equity attributable to owners of the parent.

The impact of the restatement on the financial statements is as follows:

1. Balance sheets

	US dollars		
	December 31, 2008		
	Before	Effect	After
(in thousands)	restatement	of the restatement	restatement
Deferred tax assets	1,502	(1,502)	-
Accumulated deficit	(6,454)	(372)	(6,826)
Minority interest	4,177	(1,130)	3,047

MEDIVISION MEDICAL IMAGING LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont.)

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (cont.)

C. Restatement (cont.)

1. Balance sheets

US dollars (thousands)			
March 31, 2008			
(in thousands)	Before restatement	Effect of the restatement	After restatement
Accumulated deficit	(4,580)	258	(4,322)
Minority interest	4,594	(258)	4,336

2. Statements of loss

US dollars (thousands)			
Year ended December 31, 2008			
(in thousands)	Before restatement	Effect of the restatement	After restatement
Other expenses	-	(520)	(520)
Income tax expense	161	(1,502)	(1,341)
Loss for the period	(2,600)	(2,022)	(4,622)

US dollars (thousands)			
Period ended March 31, 2008			
(in thousands)	Before restatement	Effect of the restatement	After restatement
Other expenses	-	(57)	(57)
Loss for the period	(915)	(57)	(972)

NOTE 3 - CASH AND CASH EQUIVALENTS (For the purpose of the cash flow statements)

Cash and cash equivalents comprise of the following:

US dollars (thousands)			
(in thousands)	March 31,		December 31,
	2009	2008	2008
	Unaudited		Audited
Cash and cash equivalents	1,642	5,935	2,785
Short-term bank credit	(205)	(174)	(655)
	<u>1,437</u>	<u>5,761</u>	<u>2,130</u>

MEDIVISION MEDICAL IMAGING LTD.

NOTE 4 - SEGMENT REPORTING

As of January 2008, with the commencing operation of Abraxas by Ophthalmic Imaging Systems (hereinafter: "OIS"), the Company began operating through two different core activities, as follows:

1. Electronic record and practice management software;
2. Ophthalmic application.

<u>(in thousands)</u>	<u>US dollars (thousands)</u>		
	<u>Three month period ended</u>		
	<u>March 31, 2009 (Unaudited)</u>		
	<u>Electronic record and practice management software</u>	<u>Ophthalmic application</u>	<u>Total</u>
Revenue from external customers	<u>128</u>	<u>2,507</u>	<u>2,635</u>
Operating loss	<u>(716)</u>	<u>(620)</u>	<u>(1,336)</u>
Loss for the period	<u>(1,108)</u>	<u>(327)</u>	<u>(1,435)</u>

<u>(in thousands)</u>	<u>US dollars (thousands)</u>		
	<u>Three month period ended</u>		
	<u>March 31, 2008 (Unaudited)</u>		
	<u>Electronic record and practice management software</u>	<u>Ophthalmic application</u>	<u>Total</u>
Revenue from external customers	<u>42</u>	<u>3,559</u>	<u>3,601</u>
Operating loss	<u>(187)</u>	<u>(567)^(*)</u>	<u>(754)^(*)</u>
Loss for the period	<u>(355)</u>	<u>(617)^(*)</u>	<u>(972)^(*)</u>

<u>(in thousands)</u>	<u>US dollars (thousands)</u>		
	<u>Year ended December 31, 2008</u>		
	<u>Electronic record and practice management software</u>	<u>Ophthalmic application</u>	<u>Total</u>
Revenue from external customers	<u>298</u>	<u>14,112</u>	<u>14,410</u>
Operating loss	<u>(754)</u>	<u>(1,996)^(*)</u>	<u>(2,750)^(*)</u>
Loss for the year	<u>(754)</u>	<u>(3,868)^(*)</u>	<u>(4,622)^(*)</u>

(*) Restated – see Note 2C.

MEDIVISION MEDICAL IMAGING LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont.)

NOTE 5 - CONVERTIBLE LOAN AGREEMENT

During August 2008 in respect of the Term Sheet signed between certain majority shareholders (the "Shareholders"), in connection with a convertible loan provided by the Shareholders to the Company, the Shareholders granted the company an additional loan in the amount of \$400,000.

During the reported period, a new Convertible Loan Agreement was signed with the Shareholders at an aggregate amount of up to additional \$800,000. The loan agreement shall cover also the principal amount of the above mentioned \$400,000 provided to the Company during August 2008 and will apply the terms and conditions as detailed in the Convertible Loan Agreement. The loan shall bear interest at an annual rate of 12% and shall be repaid within 12 months from the date of the grant. Loan and any interest due thereon may be converted in a whole or in part into ordinary shares of the Company, at a conversion price equal to the lower between (1) the Company's average share price on the Belgium EuroNext Stock Exchange during the 30 days prior the date of this agreement; and (2) the Company's average share price on the Belgium EuroNext Stock Exchange during the 30 days prior the Conversion, and in each case subject to a discount at the rate of 20% of the Company's average share price on the Belgium EuroNext Stock Exchange at the applicable dates. As security for the Company's obligation including repayments of the loan and any interest due thereon and the Conversion Rights, the Company shall grant to the shareholders a pledge in shares of common stock of OIS held by the Company subject to a discount at a rate of 30% of the price of OIS' shares, to be allocated among each Shareholder pro-rata to the portion of the Loan which he actually provides.

NOTE 6 - TERMINATION OF MERGER AGREEMENT WITH OIS

In March 2009, the Company and OIS have mutually agreed to terminate their merger agreement. The termination of the agreement is due to exorbitant costs the companies and associated shareholders would incur as a result of regulatory requirements. The companies initially announced the merger agreement in March 2008.

NOTE 7 - SUBSEQUENT EVENTS

On May 3, 2009, OIS entered into a Confidential Settlement and Mutual Release Agreement (the "Settlement Agreement") by and between OIS, Steven Verdooner, OPKO Health, Inc. ("OPKO") and The Frost Group, LLC (collectively "Defendants"), relating to the case entitled Ophthalmic Imaging Systems v. Steven Verdooner, et al., Case No. 07AS02149 in the Superior Court of California for the County of Sacramento. Mr. Verdooner was formerly the OIS president.

Pursuant to the Settlement Agreement, OIS agreed to dismiss, with prejudice, the lawsuit between the OIS and the Defendants, whereby OIS alleged claims of breach of fiduciary duty, breach of implied contract, intentional interference with contractual relations, intentional interference with prospective economic advantage, violation of section 502 of the Penal Code of California, aiding and abetting breach of fiduciary duty, and aiding and abetting interference with contractual relations. OIS also agreed to release the Defendants from any claims that could have been brought in the foregoing lawsuit, whether known or unknown. The Defendants agreed to pay and paid OIS US\$1,200,000 on May 13, 2009.

OIS and the Defendants entered into the Settlement Agreement to avoid the expense and uncertainty of litigation and without making any admission of liability or concession of wrongdoing.