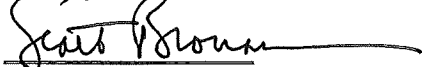


**CNS THERAPEUTICS, INC.**

**DECLARATION OF COMPLIANCE**

CNS Therapeutics, Inc. has developed a Comprehensive Compliance Program ("CCP") designed to provide guidelines to our employees with respect to interactions with healthcare professionals. As of the date of this statement, to the best of our knowledge, and based upon our good faith interpretation of the requirements of various statutory provisions of California law, Cal. Health & Safety Code §§ 119400 – 119402, we are in substantial compliance with the requirements of these provisions and with our CCP.

CNS Therapeutics, Inc.

By: 

SCOTT BRONSON  
ADMINISTRATION AND COMPLIANCE OFFICER

November 1, 2011

Copies of the CCP and our Annual Declaration of Compliance can be obtained by calling 651-207-6959 or from our Web site at [www.cnstherapeutics.com](http://www.cnstherapeutics.com).