

### OTCQB Certification

I, Scott Kellen, Chief Operating Officer and Chief Financial Officer of Kips Bay Medical, Inc. ("the Company"), certify that:

a. The Company is registered with the SEC or exempt from SEC registration as indicated below (check one):

- Company is registered under Section 12g of the Exchange Act
- Company is relying on Exchange Act Rule 12g3-2(b)
- Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
- Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
- Other (describe) \_\_\_\_\_

b. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.

c. The Company Profile displayed on [www.otcmarkets.com](http://www.otcmarkets.com) is current and complete as of September 1, 2014 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. The following is a complete list of attorney(s) and law firm(s) who advised or assisted in the preparation of the Company's most recent annual report, including in-house counsel: (If no attorney assisted in putting together the disclosure, indicate the person or persons who prepared the disclosure and their relationship to the company.)

Oppenheimer Wolff & Donnelly LLP  
222 South Ninth Street, Suite 2000  
Minneapolis, MN 55402  
612.607.7000

e. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company's prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, or other related services to the Company including promotion of the Company or its securities:

Freedom Securities, Inc.  
333 Bishops Way, Suite 122  
Brookfield, WI 53005  
262.436.8700

Providence Capital, Inc.  
555 Fifth Avenue  
15th Floor  
New York, New York 10017  
212-888-3200

f. Listed below are the names, legal addresses and % of shares owned by all Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities). If any of the beneficial shareholders are corporate shareholders, the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders must also be included.

<b>Name</b>	<b>Address (City and State only)</b>	<b>% Shares Owned</b>
Manuel A. Villafaña	3405 Annapolis Lane, Suite 200, Minneapolis, MN 55447	16.0%
Scott Kellen	3405 Annapolis Lane, Suite 200, Minneapolis, MN 55447	<1.0%

Randall K. LaBounty	3405 Annapolis Lane, Suite 200, Minneapolis, MN 55447	<1.0%
Robert E. Munzenrider	3405 Annapolis Lane, Suite 200, Minneapolis, MN 55447	<1.0%
Robert J. Sheehy	3405 Annapolis Lane, Suite 200, Minneapolis, MN 55447	<1.0%
Arch C. Smith	3405 Annapolis Lane, Suite 200, Minneapolis, MN 55447	<1.0%
Kips Bay Investments, LLC – Michael G. Eleftheriou, President	8500 Normandale Lake Boulevard, Suite 600, Bloomington, MN 55437	20.6%

Date: September 2, 2014

Name of Certifying CEO or CFO: Scott Kellen

Title: COO / CFO

Signature:  COO/CFO  
(Digital Signatures should appear as "/s/ [OFFICER NAME]")