

EXHIBIT 1

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLORADO**

Civil Action No. 09-cv-00636-REB-KLM

VIDEO PROFESSOR, INC. a Colorado corporation,

Plaintiff,

v.

AMAZON.COM, INC., a Delaware corporation,

Defendant.

AFFIDAVIT OF BETTYE HARRISON

The Affiant, being of lawful age and duly sworn upon her oath, states and deposes as follows:

1. My name is Bettye Harrison. I am President of Video Professor, Inc. ("VPI").
2. VPI has been in the business of developing, marketing, and distributing for sale to retailers and the general public computer learning products including video tapes and CD-ROMs for over 20 years.
3. VPI has continuously used the name VIDEO PROFESSOR in connection with the marketing and promotion of its business and products since at least as early as April 1987.
4. Since 1987, VPI has invested hundreds of millions of dollars in advertising, marketing and promoting the VIDEO PROFESSOR brand and designated products, including the running of television advertisements and infomercials throughout the United States, and advertisement and marketing through the Internet via its website located at "videoprofessor.com" and other forms of Internet advertising.

5. Millions of VPI's VIDEO PROFESSOR-branded products have been distributed and are used worldwide.

6. The VIDEO PROFESSOR mark, as used in connection with VPI's business and the sale of its products, is world-famous, inherently distinctive, and as a result of VPI's extensive use, advertising and promotional efforts as described above, the VIDEO PROFESSOR mark is well-known and is recognized by customers around the world as signifying and representing VPI's business and high quality products.

7. On August 29, 1989, VPI was duly issued United States Trademark Registration Number 1566793 for the trademark words "VIDEO PROFESSOR" used in connection with a design, and on January 2, 1990, United States Trademark Registration Number 1574578 for the trademark words "VIDEO PROFESSOR."

8. As a result of the advertising and expenditures previously described, VPI has established considerable goodwill in the VIDEO PROFESSOR trademark, which is an invaluable asset of substantial and inestimable worth to VPI.

9. Video Professor has a long-established presence as an Internet retailer. Currently, VPI uses, among others, the domain name "videoprofessor.com". Through its website, VPI provides important information to its customers and potential customers regarding VPI's products, as well as an interactive means by which potential customers may order its products online.

10. VPI's website advertising and sales are a significant and rapidly expanding portion of its business. Over the past three years, VPI's online sales have represented over 45% of its total sales.

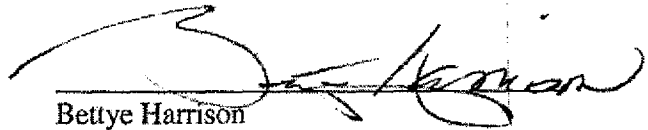
11. Since 2007, VPI has converted approximately 3% of visitors to its Web site into a sale who performed an Internet search for "video professor"; or 73,654 out of 2,409,271.

12. VPI's average net profit per customer is \$112.00.

13. Based on the 6188 click-throughs admitted by Amazon to its Web site from its Sponsored Link generated by its purchase from search engines of the keyword "video professor," VPI has suffered damages in the amount of not less than \$20,000; *i.e.*, 6188 click-throughs times 3% times \$112.00 per sale.

14. VPI's estimated market awareness as a source of computer learning CD ROMs products in this country exceeds 90%, meaning that over 90% of U.S. citizens are aware of Video Professor as a purveyor of computer learning CD-ROMs products.

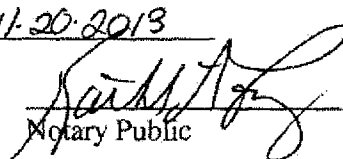
Further affiant sayeth naught.

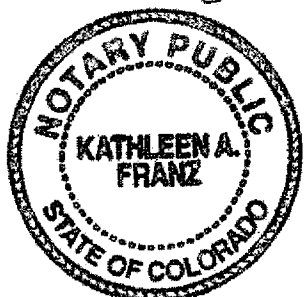

Bettye Harrison

STATE OF COLORADO)
) ss.
COUNTY OF JEFFERSON)

The foregoing Affidavit was subscribed and sworn to before me this 19th day of November 2009, by Bettye Harrison.

My Commission expires: 11-20-2013


Notary Public



My Commission Expires _____