

EXHIBIT 5

**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 CARLA LINScombe

I, Carla Linscombe, being of lawful age and having personal knowledge of the facts stated below, declare under penalty of perjury under the laws of the State of Colorado that the foregoing is true and correct:

1. I am the Director of Call Center Operations for Video Professor, Inc. ("VPI") and have been so employed for the past seven years.

2. VPI directly employs approximately 40 customer service agents and contracts with an independent company who regularly assign approximately 50 additional agents to handle customer service calls.

3. All the customer service agents that VPI employs or with whom VPI contracts have the same job responsibilities involving the taking of inbound telephone calls from persons believing themselves to be customers of VPI.

Further affiant sayeth naught.

