

**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.

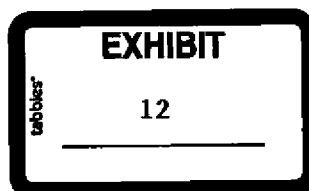
AMAZON.COM, INC., a Delaware corporation,

Defendant.

AFFIDAVIT OF DAVID M. LAUGHLIN

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

1. My name is David M. Laughlin. I am the Senior Vice President of marketing for Video Professor, Inc. ("VPI") and have worked for VPI for the past 16 years.
2. I am familiar with the Professor Teaches line of computer software learning CD-ROMs and have been so for several years.
3. The Professor Teaches products are a direct competitor of VPI.
4. My awareness of these products stems largely from the fact that our warehouse routinely receives packages through the mail containing the Professor Teaches products that are mistakenly returned by consumers to VPI for refund and from the fact that our customer services representatives receive calls from consumers inquiring about the Professor Teaches products.
5. More recently, I am aware of the products through their sale by Amazon.com, Inc. on its Web site.

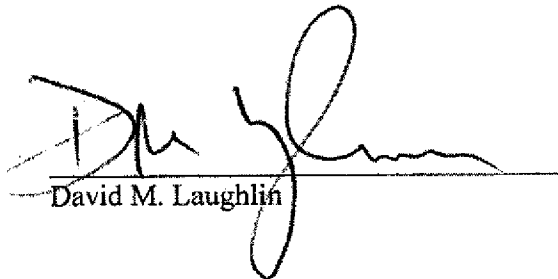


6. I am unaware of any traditional advertising of the Professor Teaches products. I have never seen its ads appear on television, radio or in the print media.

7. Based on my longevity in this industry, my review of various studies, and my general understanding of the competition, VPI's market share for computer software learning CD-ROMs in the United States and Canada would be in the 85% to 90% range, while Professor Teaches products would be closer to 5%.

8. The Professor Teaches products mistakenly returned to VPI by customers having purchased those products contain packaging materials and user manuals which identify the name, address, telephone number, fax number, and Web site address of the manufacturer of the Professor Teaches products.

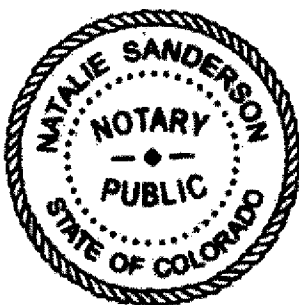
Further affiant sayeth naught.


David M. Laughlin

STATE OF COLORADO)
) ss.
COUNTY OF JEFFERSON)

The foregoing Affidavit was subscribed and sworn to before me this 4th day of December 2009, by David M. Laughlin.

My Commission expires: 09/09/2012




Notary Public