

**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.

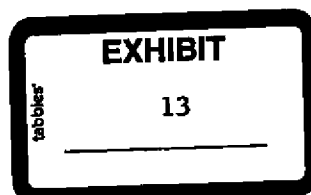
AFFIDAVIT OF GREGORY C. SMITH

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

1. I am an attorney for Plaintiff Video Professor, Inc. ("Video Professor") in the above-captioned matter.

2. The documents attached to the Complaint as Exhibits A and B, are true and correct copies of Internet searches that I performed, retrieved and printed from Google's and Amazon's Web sites, respectively, on March 20, 2009. Exhibit A was likewise attached to Plaintiff's Response in Opposition to Defendant's Motion for Summary Judgment ("Response") as Exhibit 2.

3. The documents attached to Plaintiff's Response as Exhibits 3 and 10, are true and correct copies of search results for Internet searches that I performed, retrieved and printed from Amazon's Web site on November 3, 2009.



4. The document attached to Plaintiff's Cross-Motion for Summary Judgment and Memorandum of Law in Support Thereof as Exhibit 11, is a true and correct copy of a document made at the time, by a Video Professor employee with knowledge, and is of a type kept in the ordinary course of Video Professor's business, and it is Video Professor's regular practice to retain such documents. Exhibit 11 was also attached to Plaintiff's proposed amended Response, in turn attached to Plaintiff's Motion for Leave to File Amended Response *Nunc Pro Tunc*, as Exhibit B.

Further affiant sayeth naught.

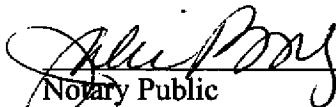


Gregory C. Smith

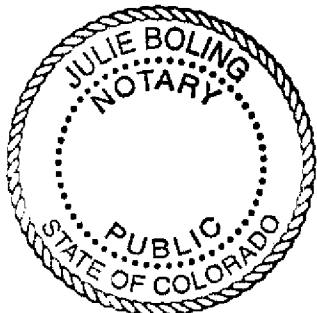
STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

The foregoing Affidavit was subscribed and sworn to before me this 4th day of December 2009, by Gregory C. Smith.

My Commission expires: 6-12-10



Notary Public



My Commission Expires 06/12/2010