IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

THE DOW CHEMICAL COMPANY, Plaintiff, v. NOVA CHEMICALS CORPORATION (CANADA), and NOVA CHEMICALS INC. (DELAWARE), Defendants.	)	C.A. No. 05-737 (JJF) **JURY TRIAL DEMANDED**

DEFENDANTS' MOTION FOR LEAVE TO AMEND

Pursuant to Federal Rule of Civil Procedure 15(a) and D. Del. LR 15.1, Defendants NOVA Chemicals Corporation and NOVA Chemicals Inc. ("NOVA") move for leave to amend and file Defendants' Amended Answer and Counterclaims against Plaintiff The Dow Chemical Company ("Dow") to plead additional affirmative defenses and to assert counterclaims for unenforceability of the patents-in-suit and violations of the Clayton Act and Sherman Antitrust Act.

Importantly, the present motion is consistent with the schedule agreed upon by the parties, where all motions to amend the pleadings shall be filed on or before January 31, 2008. (D.I. 28, ¶6). Additional grounds for this motion are set forth in NOVA's Opening Brief in Support of Motion for Leave to File Amended Answer and Counterclaims, filed herewith.

Pursuant to D. Del. LR 15.1, attached hereto as Exhibit A is a copy of NOVA's proposed Amended Answer and Counterclaims. NOVA also attaches as Exhibit B a black-lined version of the proposed pleading in accordance with the Court's Local Rules.

NOVA respectfully requests that its motion for leave to amend be granted. NOVA further requests such additional relief, general and special, at law or in equity, to which it may show itself justly entitled.

D. DEL. LOCAL RULE 7.1.1 CERTIFICATE

Counsel for NOVA and counsel for Dow conferred regarding the above motion. No agreement was reached, therefore, it is presented to the Court for ruling.

Respectfully submitted,

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Dated: January 11, 2008
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CERTIFICATE OF SERVICE

I, Kenneth L. Dorsney, hereby certify that on January 11, 2008, the attached document was electronically filed with the Clerk of the Court using CM/ECF which will send notification to the registered attorney(s) of record that the document has been filed and is available for viewing and downloading.

I hereby certify that on January 11, 2008, I have Electronically Mailed the document to the following person(s):

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