IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

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| THE DOW CHEMICAL COMPANY,<br><br>Plaintiff,<br><br>v.<br><br>NOVA CHEMICALS CORPORATION (Canada), and NOVA CHEMICALS INC. (Delaware),<br><br>Defendants. | ) | C.A. No. 05-737 (JJF)<br><br>PUBLIC VERSION |

# DECLARATION OF MARK S. JOHNSON

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

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| THE DOW CHEMICAL COMPANY,<br><br>Plaintiff,<br><br>v.<br><br>NOVA CHEMICALS CORPORATION (CANADA) and NOVA CHEMICALS INC. (DELAWARE),<br><br>Defendants. | ) | C.A. No. 05-737 (JJF) |

**DECLARATION OF MARK S. JOHNSON**

I, Mark S. Johnson, do declare and state as follows:

1. I earned a B.S. degree in Chemical Engineering in 1974 from Texas Tech University in Lubbock, Texas. In that same year, I went to work for The Dow Chemical Company ("Dow") in Freeport, Texas in process R&D, and was responsible for developing a variety of process capabilities and technologies. Since then, I have managed projects and led R&D groups in the development of catalyst, process, product, product application, modeling, characterization, and materials science technology. My entry into polyolefins technology occurred in late 1991, leading the process R&D efforts for polyethylene.

2. I am presently a Senior Leader in Dow's global Intellectual Capital Management function. Since 1996, one of my key responsibilities is the management and coordination of efforts conducted by Dow at the request of attorneys in connection with litigation and anticipation of litigation involving defending and enforcing Dow's patents. My role is the liaison between the Dow attorneys and outside counsel with the technical experts and business leaders within Dow. As a component of this role, I frequently supervise and/or direct testing

requested by both in-house and outside counsel in anticipation of litigation. In addition, I have prepared, as well as collected documents in anticipation of litigation.

3. REDACTED

REDACTED

REDACTED I have

reviewed the documents enumerated in the list attached as Exhibit 1. REDACTED

REDACTED

REDACTED

REDACTED

REDACTED

REDACTED

REDACTED

8. On April 2, 2008, I executed a copy of a similar declaration, in which I asserted that 1,917 documents were generated by me or for me at the request of attorneys in anticipation of this litigation between Dow and Nova over the SURPASS products at issue in this case.

9. Despite my good faith effort to evaluate each of the 1,917 documents, I have since identified 87 documents listed in the exhibit to my first declaration that were prepared in anticipation of a prior litigation involving patents related to the patents-in-suit in this case, and not specifically for the Nova litigation. I have also identified 41 other documents that were not prepared in anticipation of the Nova litigation.

10. The remaining documents of the 1,917 referred to in paragraph 8 are listed in Exhibit 3.

REDACTED

REDACTED

REDACTED

11. I have also reviewed Exhibit 1 of Mr. Porter's declaration.

REDACTED

REDACTED

REDACTED

These documents are a sub-set of the documents contained in Exhibit 3.

REDACTED

REDACTED

I declare under penalty of perjury that the foregoing is true and correct.

Date: April 30, 2008

Mark S. Johnson

**CERTIFICATE OF SERVICE**

I, Rodger D. Smith II, hereby certify that copies of the foregoing were caused to be served on May 5, 2008, upon the following in the manner indicated:

**BY EMAIL**

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*/s/ Rodger D. Smith II*

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