IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

FLEXI-MAT CORPORATION,
an Illinois corporation,

Plaintiff,

v.

DALLAS MANUFACTURING COMPANY, INC., a Texas corporation, **BJ'S WHOLESALE CLUB, INC.**, a Delaware corporation, and **DOSKOCIL MANUFACTURING COMPANY, INC.**, a Texas corporation,

Defendants.

Civil Action No. 04 10162 DPW

PLAINTIFF FLEXI-MAT'S MOTION TO COMPEL DEFENDANT DALLAS MANUFACTURING TO PRODUCE ITS ONLY RULE 30(B)(6) WITNESS AND AN INDIVIDUAL WITNESS FOR TWO SEVEN-HOUR DAYS OF DEPOSITION

The plaintiff, Flexi-Mat Corporation ("Flexi-Mat"), pursuant to Rule 37 of the Federal Rules of Civil Procedure and Local Rule 37, hereby moves the Court for an Order compelling defendant Dallas Manufacturing Co., Inc. ("Dallas) to:

(a) produce Richard Mathews for two seven-hour days of deposition to permit Flexi-Mat to depose him in both his individual capacity and as Dallas's sole corporate designee under Fed. R. Civ. P. 30(b)(6); and

(b) pay Flexi-Mat's reasonable attorneys' fees and costs incurred in pursuing this motion, and any additional amount the Court deems appropriate.

This Motion is accompanied by a supporting Memorandum.

Respectfully submitted,

FLEXI-MAT CORPORATION

Dated: February 14, 2005

By: :_/s/_John J. Cotter_____

John J. Cotter (BBO #554524)
Testa, Hurwitz & Thibeault, LLP
(a Limited Liability Partnership in dissolution)
125 High Street
Boston, MA 02110
Telephone: (617) 248-7000
Facsimile: (617) 248-7100

Larry L. Saret (*pro hac vice*)
Manotti L. Jenkins (*pro hac vice*)
Lisa C. Childs
MICHAEL BEST & FRIEDRICH LLP
401 N. Michigan Avenue, Suite 1900
Chicago, Illinois 60611-4274

Telephone: (312) 222-0800
Facsimile: (312) 222-0818

Attorneys for Plaintiff, Flexi-Mat Corporation

Pursuant to local rules 7.1(a)(2) and 37.1(b), counsel certifies that it made a reasonable and good faith effort to reach agreement on the contested matters set forth in this motion through various telephone conversations and written correspondence with opposing counsel during the months of January and February 2005, to no avail.