UNITED STATES DISTRICT COURT

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. _____ AND RELATED COUNTERCLAIMS.	)	Civil Action No. 04 10162 DPW

DECLARATION OF DARREN M. FRANKLIN

I, Darren M. Franklin, declare as follows:

1. I am an attorney duly admitted to practice pro hac vice before this Court. I am an associate with Sheppard, Mullin, Richter & Hampton LLP, attorneys of record for Defendant and Counter-Claimant Dallas Manufacturing Company, Inc. ("Dallas Manufacturing").

2. If called as a witness, I could and would competently testify to all facts within my personal knowledge except where stated upon information and belief.

3. This declaration is submitted in opposition to Plaintiff and Counter-Defendant Flexi-Mat Corporation'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.

4. Attached hereto as Exhibit A is a true and correct copy of an e-mail dated December 30, 2004 from Manotti L. Jenkins, Esq., counsel for Plaintiff and Counter-Defendant Flexi-Mat Corporation ("Flexi-Mat"), to me.

5. Attached hereto as Exhibit B is a true and correct copy of a letter dated January 4, 2005 from me to Mr. Jenkins.

6. Attached hereto as Exhibit C is a true and correct copy of an e-mail dated January 6, 2005 from Mr. Jenkins to me.

7. Mr. Jenkins and I held a telephone conference on January 24, 2005. During this conference, I proposed a one-day deposition of Richard Mathews, Dallas Manufacturing's vice president of sales and marketing, during the first week of March 2005. Mr. Jenkins responded by insisting that Flexi-Mat was entitled to at least two seven-hour days of deposition testimony from Mr. Mathews, and that Flexi-Mat would involve the Court if necessary. Mr. Jenkins did not confirm his availability for the proposed deposition, and Flexi-Mat has never issued a notice or letter confirming such a deposition.

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8. Mr. Jenkins and I held another telephone conference on February 28, 2005. During this conference, Mr. Jenkins confirmed that there will be no deposition during the first week of March.

I declare under penalty of perjury of the laws of the United States of America that the foregoing is true and correct.

Executed on February 28, 2005, at Los Angeles, California.

/s/ Darren M. Franklin
Darren M. Franklin