FILE NAME: US Gypsum (USG)

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CONFIDENTIAL TO

U. S. GYPSUM

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PROGRAM RECOMMENDATIONS

INTRODUCTION

U.S. Gypsum has asked Hill and Knowlton to prepare an action program outlining communications ideas that might be useful in supporting its current legal efforts with regard to asbestos in school ceilings. It has also asked that we prepare a memorandum outlining steps that should be taken in the event of media contact on the issue. The first part of this memorandum addresses the first area, the second, the latter.

This memorandum builds upon our January 11 memo. Approved recommendations and projected timetables are contained in the Appendices.

At the outset, we should point out that communications is not a talisman for "making an issue go away." The asbestos controversy is here to stay, and as we pointed out in our original memorandum to U.S. Gypsum, it may be that the company cannot "win" in any conventional sense. However, we believe that communications activities, carefully deployed in areas that are communications-sensitive, can support its immediate objectives as well as effectively minimize negative attention from key audiences.

The following situation analysis provides the rationale for recommended objectives and activities.

SITUATION ANALYSIS

As a starting point in examining this complex assignment, we looked at the eventual, cumulative impact asbestos litigation could have on the company. Potential scenarios are:

- That the company could become involved in so many recovery suits that resources must be diverted to "putting out the brush fires" at the expense of focused, planned, positive communications.
- That a first ruling against the company, or any other company involved in this type of litigation, could, by its legal precedent, trigger a domino effect, adversely affecting the outcome of other suits. (The opposite is a possibility, of course. In that case, a clear legal precedent would obviously serve to vindicate the company, obviating the need to carry out planned communications contingency activities.)
- That one or more adverse jury decisions could alarm the financial community as well as the company's shareholders.
- That as asbestos litigation continues, especially if jury decisions go against the company or other corporate defendants, publicity about the suits can bubble up into the national media. This could

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result in attendant negative consequences for the company as a purveyor of what is popularly thought to be extremely hazardous material.

Examination of the above scenarios suggests that the pivotal point in the company's overall defense against recovery suits is a clearcut, favorable verdict in the first case -- whether the defendant in the case is U.S. Gypsum or another. Targeting the case which the company's lawyers (and perhaps the lawyers of another company) believe has the best chance of winning should be the primary task of U.S. Gypsum's legal staff. It is our judgment that this is a key public relations strategy.

Planning, however, should take into account several other considerations.

First, asbestos, like nuclear energy and other pariahs of the 1980s, is an emotionally charged issue. Opponents who might ordinarily be considered knowledgeable, and here we include the EPA, make no differentiation between the various types of asbestos and the hazards associated with each. As a result, all asbestos materials are popularly considered to be extremely dangerous.

Second, the issue of asbestos has not remained on any local level. It is a national issue, in every sense of the word. The federal government has made it a concern. The networks have covered it. Huge corporations have been tarnished by it, even assuming they have escaped major

financial damage. The issue of asbestos, therefore, has stayed in the public's eye -- without any convincing product or hazard differentiation.

Third, corporations whose names have been linked with asbestos, and here we are thinking primarily of Johns-Manville, are widely seen as abrogating legitimate corporate responsibilities. Moreover, in some cases, this perception goes further -- some corporations linked with asbestos are viewed as having guilty knowledge about the dangers of asbestos.

In general, public opinion on the issue can be summarized as follows: People know about asbestos, and they believe it is extremely dangerous. And, they know they can't trust corporations to deal with the issue in good-faith. In areas where asbestos in schools have created local controversies, public sentiment on asbestos can be assumed to be that much more vehement. In our judgment, the broader public climate will have a direct relationship to what verdicts juries bring in on asbestos litigation.

An additional important point is that U.S. Gypsum is not in this alone. Legal and communications positions taken by other companies involved in this controversy can directly, and perhaps adversely, impact the company.

Finally, the question of preemptive briefings of selected national media, particularly media who might be supposed sympathetic to business, has been discussed.

There are obvious risks in this course, most notably that of raising the issue prematurely. Nevertheless, we believe there are certain "trigger points" that indicate the on-set of national media attention. (They are described below.) An important strategy is to recognize those points, and move quickly to put the company's story before the media in a timely fashion once those trigger points have occurred.

The following examines these considerations in terms of objectives, and strategies.

OBJECTIVES

As we see it, U.S. Gypsum's communications efforts should fall into two distinct phases. The first phase should encompass the time between now and the first verdict. The second phase should encompass time beyond that, as appropriate at that juncture. (If an unfavorable verdict is rendered in the first case or in the first series of cases, the likelihood is that communications activities should shift immediately to the financial arena.) Phasing a program in this manner suggests that communications objectives should necessarily be shorter-term rather than otherwise. Based upon the reasoning in our situation analysis, we see three immediate communications objectives:

- To concentrate public relations resources, as appropriate, in support of winning a favorable, clear-cut verdict in the first test case.
- To assist in creating a more balanced public opinion climate in both the initial test case market, and nationally so that jurors sitting on this case and subsequent ones will not suffer the onus of acting directly against popular public opinion.
- To position U.S. Gypsum as a socially responsible corporate citizen acting not only in the best

interests of its shareholders, but also in the best interests of people exposed to its products.

The achievement of these communications objectives, indeed, the success of any of the activities outlined in this program, assumes close and on-going liaison with U.S. Gypsum communicators and planners and with its legal counsel, both in-house and on retainer.

STRATEGIES

- Develop a coalition with other affected corporations, either as a separate effort, or under the aegis of an appropriate trade organization.
- Identify that case which has the best chance of winning a clear-cut victory for the company (and other affected companies) and build supporting public relations activities around it.
- In the event of a possible, initial adverse verdict, seek to go on the public record first.
- Use the arguments presented in the winning case to build compelling reasons for school boards to desist from filing additional recovery and punitive suits.
- Organize a third-party panel of independent experts to be available for testimony, commentary and technical support in appropriate markets and forums.
- Begin to capture "share of mind" on the national level.
- Lay the groundwork for immediate response to trigger points which suggest the on-set of national media attention.

STRATEGY: Form an industry coalition with members confronted by similar suits.

One of the most salient facts in any public opinion review of the abestos issue is that industry has failed to communicate its position on any of the issue's various aspects. This vacuum frees activists to make allegations that remain publicly unchallenged.

Moreover, a segmented industry, with each member acting on its on behalf, runs several risks. First, overall strategies can conflict, with determintal results to individual members. For example, W.R.Grace could decide that an aggressive public posture is in its benefit. This could be directly in conflict with other companies' strategies, including U.S. Gypsum's.

Second, and perhaps even more important, a single company confronting what has become a national issue does not have the manpower or the resources to effectively challenge or modify preconceptions. As we have noted, we believe the public opinion climate could have a direct relationship to verdicts in these cases. However, resource sharing and concerted action can shore up credibility and maximize impact.

Third, we believe that the first unfavorable verdict could have a domino effect, adversely influencing verdicts in other cases where the issues are similar. A clear-cut victory for the industry, widely publicized, could have the

opposite impact. Information sharing will be key to the success of this strategy.

We believe the critical first task is to develop a united industry front on the issues. If this is the only achievement obtained by an industry coalition, we believe it will have been well worth the effort.

However, the effort should go much further -- with other benefits for all members.

An active industry coalition serving as an information source and media response mechanism could also act to deflect attention away from affected companies. It, in effect, could take the heat from the press and activist industry critics. (This would be, of course, particularly beneficial in a highly publicized verdict against the company or the industry.) Moreover, combining resources and manpower should enable the industry to compete effectively for "share of mind" on the issue.

If U.S. Gypsum agrees that our reasoning here is sound, and takes the initiative in forming such a coalition, to some extent further strategies and tactics, already discussed and under discussion here, would depend upon policy and position decisions made by the coalition.

Hill and Knowlton has had considerable experience and success with organizing such coalitions and would be happy to assist U.S. Gypsum in organizing one.

STRATEGY: Identify that case which has the best chance of winning a clear-cut favorable jury verdict, and build supporting public relations around it.

For maximum effectiveness, this strategy assumes industry-wide participation (although U.S. Gypsum could, if it chose pursue it unilaterally). It is also a legal as well as a public relations strategy.

From the stand-point of public relations, the most effective victory is one which defines the issues clearly: There are no proven health hazards associated with Audicote, or another similar product; and, the manufacturer of Audicote, and similar products, and not liable for recovery costs and/or punitive damages.

The company's attorneys, in concert with attorneys from other affected companies, will have to determine the case which in their view has the best chance of winning. The second element of the strategy is for attorneys to seek delaying actions in other pending cases, while seeking to move the "winnable" case forward.

Once the verdict has been delivered, and it is, as anticipated, favorable, Hill and Knowlton will immediately move a major press release over its national network. To build on the momentum, we will schedule interviews with with major national business and general interest publications. In addition, interviews with science and environmental media

will be scheduled for company representatives and third-party experts supporting the verdict.

The benefit to the company, and to the industry, of a full-scale publicity program at that point is to help create a public opinion climate whereby other favorable verdicts will follow. In addition, wide-spread publicity regarding a favorable verdict can have the effect of forcing school boards to consider the costs of losing a case, thereby having the net effect of fewer suits against the company. Moreover, national news coverage of the favorable verdict can help build a "record" the company can use to its benefit in other contexts.

STRATEGY: In the event of a possible, initial adverse verdict, seek to go on the public record first.

This back-up strategy assumes the possibility of an adverse ruling coming before the favorable target case. If this, according to legal staff, is a strong possibility then we believe the company should give serious consideration to settling the case out-of-court and claiming a "victory."

The rationale is to ensure there is no prejudicial public record involving asbestos in schools litigation.

The second element in this strategy is to target publicity at selected markets, again with the same rationale.

STRATEGY: Use the arguments presented in the winning case to build compelling reasons for school boards to desist from filing recovery and punitive suits.

School boards, at present, have no compelling reason not to file a recovery suit against manufacturers. The cost/benefit argument holds no water, as school boards are not concerned with the costs to the manufacturers. The argument noting acceptable alternatives (re-painting the ceiling or otherwise sealing it) carries no weight in the face of cries for the elimination of all asbestos in the school. The scientic data could be construed as ambiguous. And, finally, there is the question of personal liability in the event the asbestos becomes a risk. (Arguments of comparative risks, e.g., risks of smoking versus asbestos, are ineffective in a society that demands risk-free guarantees, and if they are used, they should be immediately dropped from public statements.)

A clear-cut victory for the company, however, obviously changes all that. In that case, presumably, the school board will have to absorb removal costs, making the cost/benefit argument a credible, and compelling one.

Immediately following the first case, therefore, we recommend the company develop a presentation based on the issues decided in that case for company spokespeople invited to address school boards. In addition, the company should present the benefits of alternatives to removal. In addition,

we suggest the company consider offering to repaint the ceiling itself, as a socially responsible corporation.

STRATEGY: Organize a third-party panel of independent experts to be available for testimony, commentary and technical support in appropriate markets and forums.

Several important benefits can be derived from organizing this type of panel. First, as already noted, asbestos manufacturers, like industry proponents of nuclear energy a few years ago, have little, if any, credibility. Evidence adduced by recognized, independent experts, in tandem with the company's own, can significantly heighten credibility. (This kind of backing could also shore up the wavering school board member who may not be convinced removal is the most efficient or appropriate action.)

Second, the scientific evidence supporting the allegation of health hazards posed by these products is ambiguous -- and can be interpreted different ways. Nevertheless, how the science is read will have a major impact on verdicts. And, the preponderance of the evidence appears to be on side of the plaintiffs. (The government, presumably a disinterested party, has thrown all its weight behind total removal of asbestos in schools.)

One important use of this panel could be to request that it review the EPA protocol used in arriving at conclusions. This, then could be incorporated into both legal and public relations strategies.

Third, an independent panel, like the proposed coalition, could help deflect attention away from affected

companies. Technical questions, etc., could be referred to panel members, for example. And, answers would have that much more credibility coming from third-party sources.

Fourth, one notable result of the asbestos controversy is the public perception of corporations shunning their social responsibilities. A panel, funded by, but independent of, the industry could go a long way in ameliorating that perception.

As mentioned, the panel should be funded by all the industries cooperating in the coalition. And the coalition should make a public statement that while it is providing funding, conclusions and recommendations are entirely those of the panel. (Two caveats occur here. First, participating companies should make their position clear at the outset, but necessarily, distinguish their position from any arrived at by the panel. Second, to be truly independent, the panel must be balanced -- members should be included who in the past may have had questions and concerns about the issue.)

Members of the panel should be available to school boards, on request. They should be available to undertake technical assignments, e.g., review of EPA protocol, etc. Finally, they should be available to the media and for other forums (speech platforms, etc.) as appropriate.

We should point out that while the conception of the panel stems from public relations considerations, it could, used appropriately, provide a decisive turning point in the

national debate over asbestos, thus performing an extraordinary public service.

STRATEGY: Begin to capture "share of mind" on the national level.

This strategy has already been discussed with the company, and involves placing interviews and by-lined articles by experts sympathetic to the company's point of view.

While we believe this strategy has considerable merit, we suggest actual placement efforts should be delayed until the company (or the coalition) decides upon a panel of experts.

Our reasoning is this: Hill and Knowlton could arrange for a series of interviews and for several prestigious article placements. However, in that case, the expert has already delivered his opinion of the controversy, and naming him to the panel loses impact. (He appears to come to the panel with preconceived ideas.)

Moreover, the news value of commentary by specially appointed panel experts commenting on their findings, particularly if critical of government-backed research, is much greater than opinion pieces which are not tied apparently to current news.

We are in the initial stages of identifying and meeting with experts. If, therefore, the company rejects the notion of a panel, we can move immediately to begin placement efforts.

STRATEGY: Lay the groundwork for immediate response to trigger points which suggest the on-set of national media attention.

Again, this strategy has already been discussed, and approval received for beginning materials development (contingent upon receipt of transcripts from the company). In addition, Hill and Knowlton has interviewed suggested spokespersons preparatory to media training. Finally, a media list is under development now. (Part one of the media list, selected health and environmental writers is contained in the appendices to this document. Part two, selected national business and financial writers will be forwarded to the company within a day or so, while Part three, local reporters following the company, will be provided by U.S. Gypsum communicators.) Finally, as we mentioned, recommended communications policies and procedures are contained in Part Two of this memorandum.

The point here is to discuss those "triggers" which could signal the on-set of intense media exposure.

We understand the company has been asked to provide a spokesman for Ch. 5, WMAQ, Chicago, an NBC affiliate, sometime next week. Because Ch.5 is a network affiliate, there is the possibility that the interview could be carried over other network stations. This, then, should be considered a trigger.

Although the McNeil/Lehrer show has not yet aired, it, too, should be considered a trigger, as it is highly regarded in the journalistic community, and has frequently been in the lead in breaking stories of national importance. (At the time of this writing no broadcast time has been set.)

Local inquiries from stringers representing national media should be considered possible triggers.

Similarly, reports in major regional newspapers should be considered triggers, particularly if the newspaper owns a syndication.

Finally, inquiries from free-lancers, particularly well-regarded free-lancers, should be considered triggers.

Almost more important than consideration of what constitutes a trigger (the argument can be made credibily that any media inquiry is a trigger), is company response.

In our judgment, the company should use these inquiries (Ch. 5, McNeil/Lehrer, etc.) to present its position and begin to compete for "share of mind." Alternatively, the company could use appropriate inquiries to announce actions, the formation of an independent panel, etc., that position it in a positive light.

The next section suggests policies and procedures that accomplish this in an orderly, timely fashion.

COMMUNICATIONS POLICIES AND PROCEDURES

INTRODUCTION

The key to the effectiveness of any communications program is for the personnel conducting it to retain on-going close communications. This is particularly important in this case as U.S. Gypsum is confronting issues of national as well as corporate significance.

The involvement of several U.S. Gypsum departments, Hill and Knowlton, and potentially, other players, suggests that, at least initially, some firm groundrules are established. Once the information-sharing process is fully established, groundrules can be modified or eliminated as circumstances dictate.

Here we present check-lists, or flow-sheets, as guides to three central tasks: information-sharing; media contact; and, news dissemination.

INFORMATION-SHARING

In this context, information-sharing by the legal department is crucial. Indeed, little can be accomplished without it. However, we recognize that personnel assigned to asbestos litigation are preoccupied, and are sensitive about adding substantially to their responsibilities. We suggest the following:

- Automatic copies to the Senior Vice President of Corporate Relations and Planning of all internal memos and other relevant documents regarding the controversy. Similarly, we believe Hill and Knowlton should also be copied. (We are thoroughly aware of the confidentiality of the assignment. Only selected personnel have been advised of our participation and records and memos have been sequestered. However, we must strongly emphasize that our potential effectiveness is nullified without adequate information.)
- Weekly meetings, in person or by conference call, should be established for up-dating and strategy review. The legal department should be given the responsibility for naming the time and place for the meetings, since their court schedules will be less flexible. Participants should include the Senior Vice President of Corporate Relations and Planning (or his designate) and Gordon Smith, Hill=

and Knowlton, as well as the legal department representative, and retained counsel, if necessary. They, in turn, will have the responsibility of communicating decisions and developments with their staff.

- Other meetings with the legal department, corporate relations and planning and Hill and Knowlton will be arranged as necessary for planning and strategizing. (Hill and Knowlton personnel are available to meet wherever is most convenient for U.S. Gypsum.)
- Hill and Knowlton will provide the legal department, the Senior Vice President of Corporate Relations and Planning and his staff as designated with detailed conference reports, following up on meetings, and conference calls.
- Hill and Knowlton will provide the Senior Vice President of Corporate Relations and Planning with detailed monthly activity reports outlining all activities carried out on behalf of U.S. Gypsum during the previous month. We will also provide the legal department with monthly reports.

MEDIA CONTACT:

POLICIES AND PROCEDURES

The following policies and procedures should apply to all contacts by the media. In outlining them, we have assumed that corporate spokesmen have received media training. (In addition, we would suggest that as a precaution, Suzanne Torrey receive training. Although we recognize that because of her duties, she will not be designated an official spokesperson, nothing can prevent the surprise stand-up, stand-alone interview in the corridors of a court. We believe it would be wise to prepare her for this eventuality.)

- All divisions and division spokespeople, corporate secretaries, etc., who might be likely to take a call from the media should be advised they are not to comment on asbestos litigation.
- All calls, instead, should be referred to Paul Colitti, who should have responsibility for screening them.
- Although Colitti does not, should not, respond to inquiries on the spot, he should ask what the reporter's deadline is, and seek to accomodate it.
- If calls come through as messages from the media, Colitti should call back that day to determine the nature of the inquiry. Again, a response need not be immediate unless Colitti is repeating an approved corporate position or dealing with a

routine matter. What is important, however, is for Colitti to convey a sense of cooperation.

- Having received a call, or having taken a message, Colitti should notify Hill and Knowlton, which can provide U.S. Gypsum available intelligence on that reporter, and when appropriate, available samples of his work. This should give us a good idea of the way individual reporters treat their stories, thereby helping us manage news dissemination.
- Colitti should then notify the Vice President of Corporate Relations and Planning of the contact. If the contact is routine, that is, if policy regarding that inquiry has already been developed, then notification could take the form of a log - entry (include Hill and Knowlton intelligence) so U.S. Gypsum can keep track of calls. If the inquiry regards matters that have not already been discussed, or acted upon, Colitti should meet with the Vice President of Corporate Relations and Planning to decide policy. The meeting should include Hill and Knowlton and, if appropriate, a representative of the legal staff.
- At that point, it should be decided whether a Hill and Knowlton representative should sit-in on the interview to monitor its course, and provide additional guidance if necessary.

NEWS DISSEMINATION:

POLICIES AND PROCEDURES

As the program gets underway, U.S. Gypsum will have occasion to disseminate news to the media. The following policies and procedures will ensure timely, orderly dissemination.

- Once the decision has been made to release news or information, Hill and Knowlton should either write or review the release to ensure it has maximum potential for pick-up.
- In addition, the determination should be made at that point, in consultation with Hill and Knowlton, whether it best serves the company's interests to release the news widely -- through our national network -- or to release it through one reporter. At that point, working with U.S. Gypsum, Hill and Knowlton will advise on appropriate timing for the release.
- Once the release has been written and reviewed, it should be circulated through U.S. Gypsum's internal approval process. We recommend that the company move now to establish an expedient approval process, so that news is not held up. We also suggest that one person be given responsibility

for sheperding releases through the process, to help ensure there are no delays.

- When the release has been approved, it should be sent, by messenger or by telecopy, to Hill and Knowlton. Hill and Knowlton will type the release and copy it on U.S. Gypsum stationery and hold it for release until it receives an official go-ahead from U.S. Gypsum.
- As a precautionary measure, Hill and Knowlton will read the release word for word, comma by comma, to a U.S. Gypsum representative before releasing it. (We have found this a useful check against inadvertent errors and/or last minute corporate changes.)
- Upon a phone call from U.S. Gypsum authorizing release, Hill and Knowlton will put it out through appropriate channels -- general and business wires, national and selected local media, including newspapers, magazines, broadcast media, the PR newswire, etc.
- Immediately after release, Hill and Knowlton will begin monitoring for pick-up on our Dow Jones News Service, Reuters, and Associated Press wires, and report coverage to U.S. Gypsum at once.

APPENDIX A***

APPROVED PROJECTS	TIMETABLE
Position Paper	10-12 days following receipt of company transcripts.
Position Paper Summary	13-14 days following receipt of transcripts.
Questions and Answers	13-14 days following receipt of transcripts.
Media List Development	Part one enclosed; Part two by Monday, Jan. 23; Part three supplied by company.
Spokesperson Identification	Interviewing completed.
Spokesperson Training	To be determined.

*** Until all of the position paper materials have been developed, it is important that a brief position statement be written. This will concisely give the four or five key points the company wants to make. These points should be the primary themes of the company's position.

APPENDIX B

SCIENCE AND ENVIRONMENT MEDIA

Ms. Isabel S. Abrams
Freelance & Science Editor
Science Challenge,
Current Health 2
2216 Schiller Avenue
Wilmette, IL 60091
312-251-8935

Mr. Jerry L. Ackerman
Environment/Energy Writer
The Boston Globe
Boston, MA 02107
617-929-3157

Mr. Kenneth Anderson
Editorial Director
Publishers Editorial Services, Inc.
P. O. Box 247
Katonah, NY 10536
914-232-7816

Mr. Robert Bazell
Science Correspondent
NBC News
30 Rockefeller Plaza
New York, NY 10020
212-664-4375

Dr. Irving S. Bengelsdorf
Contrib. Science Columnist
Los Angeles Herald Examiner
Tech. Writer-Specialist
Jet Propulsion Lab
170 S. Orange Dr.
Los Angeles, CA 90036
213-577-9467

Mr. Jules Bergman
Science Editor
ABC News
7 West 66th St.
New York, NY 10023
212-887-3988

Mr. Jerry E. Bishop
The Wall Street Journal
22 Cortlandt Street
New York, NY 10007
212-285-5106

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Mr. Philip M. Boffey
Science Policy Reporter
The New York Times
1000 Connecticut Avenue, N.W.
Washington, DC 20036
202-862-0376

Mr. Joseph R. Botta
Senior Editor
Consumer Reports
256 Washington Avenue
Mount Vernon, NY 10550
914-667-9400

Ms. Mary Jo Boyd
Science Digest
888 Seventh Aenue
New York, NY 10106
212-262-4160

Mr. David R. Branch
Southeast Bureau Chief
International Medical News Group
1099 S. W. Ninth Terrace
Boca Raton, FL 33432
305-392-2612

Ms. Gail F. Bronson
Money Magazine
Time Inc.
1271 Avenue of the Americas
New York, NY 10020
212-841-4805

Mr. Anthony Boyd
Freelance Writer
85-17 57 Road
Elmhurst, Queen, NY 11373
212-779-2259

Mr. Gene Bylinsky
Associate Editor
Fortune Magazine
Time-Life Bldg.
Rockefeller Center
New York, NY 10020
212-841-2805

Mr. Thomas Y. Canby
Senior Writer
National Geographic Magazine
17 & M Streets, N.W.
Washington, DC 22203
202-857-7257

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Mr. John Carey
Science Reporter
Newsweek
444 Madison Avenue
New York, NY 10022
212-350-2447

Mr. Joseph Carey
Medical Writer
USA TODAY
Box 7852
Washington, DC 20044
202-276-3785

Ms. Carla Carlson
Science Writer
U.S. Information Agency
400 C Street, S.W.
Room 456
Washington, DC 20547
202-724-9435

Ms. Kay Cassill
Special Correspondent
People Magazine
22 Boylston Avenue
Providence, RI 02906
401-751-4949

Mr. Laurence B. Cherry
Freelance
5284 Post Road
Bronx, NY 10471
212-543-9272

Mr. Evert Clark
Technology News Editor
McGraw-Hill World News
Washington Bureau
400 National Press Bldg.
Washington, DC 20045
202-624-7390

Mr. Matt Clark
Medicine Editor
Newsweek
444 Madison Avenue
New York, NY 10022
212-350-2442

MAY-05-1992 12:30 FROM M.L.&B. PHILA TO 8888888888888888 P.01

Mr. Victor Cohn
Science & Medical Writer
The Washington Post
1150 15th Street, N.W.
Washington, DC 20071
202-334-7337

Mr. B. D. Colen
Science/Medical Columnist
Newsday, Inc.
Long Island, NY 11747
516-454-29455

Mr. Joseph F. Collier
Medical Writer
Cleveland Press
4182 Giles Road
Moreland Hills, OH 44022
216-247-6542

Mr. Robert W. Cooke
Science Editor
The Boston Globe
Boston, MA 02107
617-929-3064

Mr. Lewis Cope
Staff Writer
The Minneapolis Star & Tribune
425 Portland Avenue
Minneapolis, MN 55488
612-372-4426

Mr. Robert M. Corbett
Science Writer
San Diego Evening Tribune
P. O. Box 191
San Diego, CA 92112
714-299-3131

Mr. Robert C. Cowen
Natural Science Editor
The Christian Science Monitor
One Norway Street
Boston, MA 02115
617-262-2300

Ms. Barbara Cullitan
News Editor
Science Magazine
1515 Massachusetts Avenue, N.W.
Washington, DC 20005
202-467-4430

MAY-05-1992 12:30 FROM M.L.S.B. PHILA TO 8888880000410727544 P.58

Mr. Julian DeVries
Medical Editor
The Arizona Republic
P. O. Box 1950
Phoenix, AZ 85001
602-271-8212

Mr. Joseph Donohue
Science Writer
Atlantic City Press
Devins Lane
Pleasantville, NY 08232
609-645-1234

Mr. Laszlo Dosa
Science Editor
Voice of America
Washington, DC 20547
202-755-4800

Mr. Donald C. Drake
Medical Writer
The Philadelphia Inquirer
400 N. Broad St.
Philadelphia, PA 19101
215-854-2544

Mr. Edward Edelson
Science Editor
New York Daily News
220 E. 42nd St.
New York, NY 10017
212-949-3750

Mr. Lee Edson
Freelance
36 Iron Gate Road
Stamford, CN 06903
203-322-8791

Mr. Arthur Fisher
Science Editor
Popular Science
Times Mirror Magazines
380 Madison Avenue
New York, NY 10017
212-687-3000

Mr. Dennis Flanagan
Editor
Scientific American
415 Madison Avenue
New York, NY 10017
212-688-3900

MAY-05-1992 12:31 FROM M.L.S.B. PHILA TO 0000000004107/7/5442 P.39

Ms. Ira Flatow
Science Reporter
National Public Radio
801 Second Avenue
#701
New York, NY 10017
212-490-2444

Mr. Jon Franklin
Science Writer
The Evening Sun
P. O. Box 1377
Baltimore, MD 21278
301-332-6457

Mr. Donald J. Frederick
Writer/Editor
News Service
National Geographic Society
Washington, DC 20036
202-857-7760

Mr. Arthur S. Freese
Freelance
137 East 36 Street
New York, NY 10016
212-532-3010

Mr. Lawrence Galton
Freelance
1140 Fifth Avenue
New York, NY 10028
212-722-6824

Mr. Robert Gannon
Freelance
127 E. Curtin Street
Bellafonte, PA 16823
814-355-4800

Mr. Max Lawrence Gates
Science Writer
The Ann Arbor News
340 East Huron
Ann Arbor, MI 48106
313-994-6838

Ms. Ruth Mehrtens Galvin
Sr. Correspondent
Time Magazine
277 Dartmouth Street
Boston, MA 02116
617-262-7551

MAY-05-1992 12:31 FROM M.L.&B. PHILA TO 8888888888888041D(Z(3442 P.40

Ms. Ellen Hale
Gannett News Service
P. O. Box 7858
Washington, DC 20044
703-276-5800

Mr. Alan Hall
Research Editor
Business Week
1221 Avenue of the Americas
New York, NY 10020
212-997-2799

Ms. Jean Hall
Medical Editor
Gannett Westchester Newspapers
One Gannett Drive
White Plains, NY 10604
914-694-5019

Mr. Paul G. Hayes
Science Reporter
Milwaukee Journal
Box 661
Milwaukee, WI 53201
414-224-2072

Mr. Philip J. Hilts
Sci/Tech Writer
National Staff
The Washiongton Post
1150 15th Street, N.W.
Washington, DC 20071
202-334-7437

Mr. Carle Hodge
Science Writer
Arizona Republic
P. O. Box 1950
Phoeniz, AZ 85001
602-271-8106

Ms. Joan Hollobon
Medical Reporter
The Globe & Mail
444 Front Street, W.
Totonto, Ont. Canada MsV 2S9
416-585-5168

MAY-05-1992 12:32 FROM M.L.&B. PHILA TO 8888880004107275442 P.41

Mr. Paul S. Jacobs
Medical Writer
Los Angeles Times
Times-Mirror Square
Los Angeles, CA 90053
213-972-7032

Mr. Daniel Kaercher
Health & Education Editor
Better Homes and Gardens
1716 Locust Street
Des Moines, IA 50336
515-284-2819

Mr. Fraser Kent
Freelance
511 S.W. 23 Road
Miami, FL 33129
305-858-2228

Mr. Donald C. Kirkman
Chief Science Writer
Scripps-Howard News Service
1110 Vermont Avenue, N.W.
Room 610
Washington, DC 20005
202-833-9520

Mr. Richard A. Knox
Medical & Science Writer
The Boston Globe
Boston, MA 02107
617-929-3078

Ms. Mary Knudson
Medical Writer
The Baltimore Sun
501 N. Calvert Street
Baltimore, MD 21202
301-332-6171

Mr. Ronald Kotulak
Science Writer
Chicago Tribune
435 N. Michigan Avenue
Chicago, IL 60611
312-222-3539

Ms. Alice Lake
Freelance
Glendale Road
Harrison, NY 10528
914-698-1441

Ms. Lynne Lamberg
Freelance
2211 Ken Oak Road
Baltimore, MD 21209
301-466-17068

Mr. Earl Lane
Science Writer
Newsday
Suite 1020
1301 Pennsylvania Ave, N.W.
Washington, DC 20004
202-393-5630

Mr. John M. Langone
Staff Writer
Discover Magazine
Time-Life Bldg.
Rockefeller Center
New York, NY 10020
212-841-3519

Mr. Warren Leary
Science Writer
Associated Press
2021 K Street, N.W.
Washington, DC 20006
202-833-5300

Mr. Paul T. Libassi
Editor
The Sciences
Two East 63 Street
New York, NY 10021
212-838-0230 x253

Mr. Bard Lindeman
Editor
50 Plus Magazine
850 Third Avenue
New York, NY 10022
212-750-1612

Mr. Robert Locke
Science Writer
The Associated Press
1111 South Hill Street
Los Angeles, CA 90015
213-746-1200

MAY-05-1992 12:32 FROM M.L.&B. PHILA TO 0000000041067344 P.45

Ms. Suzanne Loebl
Freelance
788 Riverside Drive
New York, NY 10032
212-281-4065

Mr. Julian Loewe
Science Editor
Pasadena Star-News
525 East Colorado Blvd.
Pasadena, CA 91109
213-578-6460

Ms. Hara Marano
American Health Partners
80 Fifth Avenue
New York, NY 10011

Ms. Gail McBride
Editor
JAMA Medical News
535 North Dearborn
Chicago, IL 60610
312-751-6635

Ms. Jean McCann
Medical News Inc.-National
International News of Medicine
2980 Berkshire Road
Cleveland Heights, OH 44118
216-932-8025

Ms. Pat S. McCormack
UPI Health Editor &
Freelance
45 Marion Road
Westport, CT 06880
212-850-8600

Mr. Kenneth J. McCracken
Medical Writer
Rochester Post-Bulletin
P. O. Box 6118
Rochester, MN 55901
507-285-7743

Mr. Kevin S. McKean
Discover Magazine
1271 Avenue of the Americas
New York, NY 10020
212-841-4975

Mr. Donald F. Phillips
Field Editor
Hospitals, JAMA
840 Lake Shore Drive
Chicago, Il 60611
312-645-9733

Mr. Henry W. Pierce
Pittsburgh Post-Gazette
50 Blvd. of the Allies
Pittsburgh, PA 15222
412-263-1565

Mr. Paul M. Raeburn
Science Writer
The Associated Press
50 Rockefeller Plaza
New York, NY 10020
212-621-1659

Ms. Judith Randal
Science Correspondent
New York Daily News (Wash. Bureau)
Room 407
2101 L Street, N.W.
Washington, DC 20037
202-467-6670

Mr. David H. Rhinelander
Medical/Science Writer
Hartford Courant
285 Broad Street
Hartford, CT 06115
203-241-6545

Ms. Carol Ann Rinzler
Freelance
160 East 48 Street
New York, NY 10017
212-355-3257

Ms. Joann E. Rodgers
Science Writer
Hearst Newspaper
301 E. Lombard Street
Baltimore, MD 21203
301-528-8815

Mr. Neil D. Rosenberg
Medical Reporter
Milwaukee Journal
P. O. Box 661
Milwaukee, WI 53201
414-224-2327

MAY-05-1992 12:33 HKUM M.L.&B. PHILA 10 [illegible] P.45

Mr. Al Rossiter, Jr.
Science Editor
United Press International
315 National Press Bldg.
Washington, DC 20045
202-393-3430

Mr. Stephen A. Rothman
Medical Writer
The Post
c/o 6600 Parker Avenue
W. Palm Beach, FL 33405
305-837-4429

Mr. William Rubin
Editor
International Medical News Group
12230 Wilkins Avenue
Rockville MD 20852
301-770-6170

Ms. Cristine Russell
National Staff
The Washington Post
1150 15th Street, N.W.
Washington, DC 20071
202-334-7466

Mr. Richard Saltus
Science Writer
San Francisco Examiner
110 5th Street
San Francisco, CA 94103
415-777-7872

Ms. Mildred Spencer Sanes
246 Brantwood Road
Eggertsville, NY 14226
716-832-5683

Mr. Charles P. Schaeffer
Senior Editor
Changing Times Magazine
1729 H Street, N.W.
Washington, DC 20006
202-887-6498

Ms. Kathleen Schwar
Staff Writer
Tribune Chronicle
240 Franklin Street, S.E.
Warren, OH 44482
216-841-1751

MAY-05-1992 12:34 HKUM M.L.&B. PHILA 10 6666666666410/2/3442 P.48

Ms. Sana Siwolop
Reporter
Discover Magazine
Time-Life Bldg.
Rockefeller Center
New York, NY 10020
212-841-4031

Mr. Gordon Slovut
Medicine/Science
Minneapolis Star & Tribune
425 Portland
Minneapolis, MN 55488
612-372-4128

Mr. William Snyder
Medical Writer
Nashville Banner
1100 Broadway
Nashville, TN 37202
615-255-5401

Ms. Anastasia Toufexis
Writer
Time Magazine
Time-Life Building
Rockefeller Center
New York, NY 10020
212-841-3754

Mr. Earl Ubell
Health & Science Editor
WCBS-TV
524 West 57 Street
New York, NY 10019
212-975-5623

Mr. John Van
Science Writer
Chicago Tribune
435 N. Michigan Avenue
Chicago, IL 60611
312-222-4280

Mr. Hill Williams
Science Reporter
Seattle Times
Box 70
Seattle, WA 98111
206-464-2264

MAY-05-1992 12:34 HKUM M.L.&B. PHILA 10 8888888888888888 P.47

Ms. Ruth Winter
Columnist-Register &
Tribune Syndicate
44 Holly Drive
Short Hills, NJ 07078
201-376-8385 or 0199

Ms. Phyllis Wollman
Freelance
401 East 74 Street
New York, NY 10021
212-RH4-5443

Mr. Michael Woods
Science Editor
The Toledo Blade
1280 National Press Bldg.
Washington, DC 20045
202-393-4580

Mr. Patrick Young
Chief Science/Medical Correspondent
Newhouse News Service
1750 Pennsylvania Avenue, N.W.
Suite 1320
Washington, DC 20006
202-383-7847

Mr. Thomas Yulsman
News Editor
Science Digest Magazine
888 Seventh Avenue
New York, NY 10106
212-262-6565

Ms. Barbara Yuncker
Medical/Science Editor
New York Post
210 South Street
New York, NY 10002
212-349-5000

Mr. David Zinman
Science Writer
Newsdays
Long Island, NY 11747
516-454-2957

Mr. William V. Breyfogle
Science/Medical Writer
Telegraph Herald
W. 8th & Bluff Sts.
Dubuque, IA 52001
319-588-5748

Mr. Michael Briley
Freelance
1138 Mariano Drive
Ojai, CA 93023
805-646-0962

Mr. Richard Dietman
Minesota Public Radio
45 East 8th Street
St. Paul, MN 55101
612-221-1500

Mr. Warren Froelich
Science Writer
San Diego Union
San Diego, CA 92112
619-299-3131

Mr. John Noble Wilford
Science News Reporter
The New York Times
299 West 43 Street
New York, NY 10036
212-556-7485

Ms. Abigail Trafford
U.S. News & World Report
2300 North Street
Washington, DC 20037
202-861-2000