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DATE: Undated

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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.)

- o 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.
- o All calls, instead, should be referred to Paul Colitti, who should have responsibility for screening them.
- o 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.
- o 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

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