

Cadwalader, Wickersham & Taft

100 Maiden Lane

New York, NY 10038

Telephone: (212) 504-6000

1525 NEW HAMPSHIRE AVE., N.W.
WASHINGTON, DC 20036
TEL: (202) 892-2200
FAX: (202) 892-2400

880 SOUTH FIGUEROA STREET
LOS ANGELES, CA 90017
TEL: (310) 988-4800
FAX: (310) 988-4888

CABLE ADDRESS: LABELLUM
TELE: (201) 607-4000
FAX: (212) 804-6000

201 SOUTH COLLEGE STREET
SUITE 1810
CHARLOTTE, NC 28244
TEL: (704) 348-2100
FAX: (704) 348-2800
DIRECT DIAL: 212-504-6000
INTERNET: JWALES@cw.t.com

February 21, 1997

BY FAX AND BY HAND

Mr. Roger Ailes
Chairman and Chief Executive Officer
Fox News
1211 Avenue of the Americas
New York, New York

Dear Mr. Ailes:

This firm represents Monsanto Company and I write to bring to your attention a situation of great concern to Monsanto involving your recently acquired, owned and operated television station in Tampa, Florida, WTVT-TV. This situation requires immediate investigation by you and your senior news executives. WTVT television news correspondent Jane Akre and her producer Steve Wilson in Tampa have been working on a story involving Monsanto's product POSILAC[®], a protein which improves the production of milk by dairy cows. POSILAC[®] is known to scientists as recombinant bovine somatotropin (rBST). POSILAC[®] is biologically identical to naturally occurring bovine somatotropin (BST), a protein which is essential to milk production by dairy cows. When used to supplement naturally occurring levels of BST in dairy cows, POSILAC[®] improves the efficiency of milk production without changing the composition of the milk. In November 1993, after years of intensive research, testing and what has been called by the Federal Government one of the most thorough examinations of any drug in history, the U.S. Food and Drug Administration approved Monsanto's rBST product for use in dairy herds in the United States.

What has Monsanto alarmed and deeply concerned is the assault on their integrity, and the integrity of their product POSILAC[®], blatantly carried on by Ms. Akre and Mr. Wilson in a series of interviews and telephone conversations with Monsanto scientists and executives. The Akre-Wilson approach suggests strongly that, with no scientific competence

Registered trademark of Monsanto Company.

Mr. Roger Ailes
Chairman and Chief Executive Officer
Fox News

2

February 21, 1997

of their own, they reject the validity of the FDA approval and the safety of rBST for both animals and human consumers of milk from rBST treated cows. Dealing with journalists who have arrived at a closed view about the subject, as opposed to keeping an open mind, is bad enough; it becomes a cause for great alarm when accompanied, as the reporting of this story is, by recklessly made accusations that Monsanto has engaged in fraud, has published lies about food safety, has attempted to bribe government officials in a neighboring country, and has been "buying" favorable opinions about the product or its characteristics from reputable scientists in their respective fields, while ignoring the concerns of other reputable scientists who have questioned the safety for humans of milk from rBST treated cows.

In addition, there is information available to my client that Ms. Akre and Mr. Wilson (who, we understand, is her husband) have misrepresented themselves and their purposes in order to get information from the chairman of a university department and Florida dairy farmers, and also to obtain a dairy farmers rBST starter kit from a Monsanto sales representative. In the aftermath of the Food Lion verdict, such behavior would alone be cause for concern. When it is coupled with the other strong indications out of the mouths of Ms. Akre and Mr. Wilson that they have prejudged the safety of rBST and the corporate behavior of Monsanto, as well as uncritically accepted the views of persons who are against the development of products like rBST under any circumstances, serious questions arise about their objectivity and capacity for reporting on this highly complex scientific subject.

Senior news executives such as yourself should closely examine a story that has, as this one well may, for its central premise the idea that reviews and approvals by the FDA, the World Health Organization and the National Institutes of Health cannot be trusted. The fact is that every scientific, medical or regulatory body in the world which has reviewed and approved this product has come to the same conclusion: milk from rBST treated cows poses no risk to human health. What seems to be at the heart of the Akre-Wilson approach is a cavalier dismissal of years of research, testing and generally accepted scientific knowledge about the safety of rBST, followed by the unwarranted linking of the product to a dreaded disease like cancer. It is difficult to imagine a claim that could be more damaging to Monsanto, to its good name and reputation and to the creation of deep and unnecessary fears in the American people who are substantial consumers of cows milk and dairy products made from cows milk. The approach taken by Akre-Wilson should be compared to the statement by the American Cancer Society about rBST: "there are no valid scientific findings to indicate a risk of human carcinogenesis."

The Monsanto officials and scientists who have been interviewed by Akre and Wilson or talked to them on the telephone have no confidence now in their ability to write a fair and unbiased story. Nevertheless, Monsanto has provided and will continue to provide them with relevant scientific documentation, all of which, by the way, thoroughly supports the safety of this product. Enclosed is a letter Monsanto sent yesterday by telecopy to Akre and Wilson. The referenced documents and materials also were sent yesterday by Federal Express. Many of these documents deal with complex scientific subjects. Fox News must

Mr. Roger Ailes
Chairman and Chief Executive Officer
Fox News

3

February 21, 1997

make certain that these materials are reviewed, understood and fairly represented in any report broadcast to the public. While Akre and Wilson spoke of a "deadline" for submission of these materials, it is inconceivable that treatment of this important subject, which is not a breaking news story, be rushed to fill some pre-designated news programming slot, or worse, to insure that it airs during a sweeps period.

Monsanto is particularly concerned that comprehension of the scientific import of the issues Ms. Akre and Mr. Wilson are raising (which apparently depend upon long disproven critiques of rBST) requires an extensive scientific background and that the requisite scientific review and understanding will be lacking in WTVT's presentation. Briefly, some of these points of concern are as follows:

1. Repeated unsubstantiated charges have been made regarding an alleged increase in the level of antibiotic residues in milk from cows supplemented with rBST, and a lack of understanding of the state and federal programs that ensure milk quality has been exhibited by the reporters. As recently as November 1996, the Food and Drug Administration's Veterinary Medicine Advisory Committee concluded that the results of Monsanto's two-year Post-Approval Monitoring Program (PAMP) reaffirm that POSILAC® "is indeed safe and has no adverse effect on the milk supply," a position reiterated by the Food and Drug Administration. In addition to the "extensive and comprehensive review of the product's safety and efficacy, including human health" that was conducted prior to the approval of POSILAC® in 1993, these recent reaffirmations are based on a critical assessment of milk discard data collected since the approval of POSILAC® and the results of an extensive 20 herd study which included animal health evaluations and drug administration records -- all part of the two-year PAMP. There are no food safety issues here. (Quotations taken from the Food and Drug Administration publication, "CVM Update," December 18, 1996.)

2. With no scientific evidence to back them up, some critics claim that milk from rBST treated cows contains increased levels of Insulin-like Growth Factor-1 (IGF-1) which may adversely affect growth or have a carcinogenic effect on human consumers. The opportunities for misinterpretation of scientific inquiries into this question are enormous, particularly when engaged in by lay persons such as Akre and Wilson. The key point you should understand is: there is no increase in the level of IGF-1 in the milk which comes from rBST treated cows. In March 1994, the FDA stated: "FDA has reviewed several comprehensive studies to determine if administering rBST to cows affects the IGF-1 content of their milk. These studies have demonstrated the rBST does not increase IGF-1 content." The same conclusion was reached in a report from the Fortieth Meeting of the Joint FAO/WHO Expert Committee on Food Additives in 1992 which stated: "...the most definitive and comprehensive studies demonstrate that IGF-1 concentrations [in milk] are not altered after rBST treatment." It is important to understand that IGF-1 is naturally present in all bodily fluids, being secreted from the pancreas and bile ducts. The human gastrointestinal tract is exposed to significant quantities of IGF-1 each day just from swallowing saliva. The

Mr. Roger Ailes
Chairman and Chief Executive Officer
Fox News

4

February 21, 1997

available, reliable evidence shows unequivocally that there is no potential human food safety concern attributable to IGF-1 levels in milk from rBST treated cows.

3. It is also clear that IGF-1 cannot be shown by scientific evidence to have systemic activity when consumed orally, as, of course, milk usually is. Study after study has shown the opposite: that oral ingestion of milk from rBST treated cows does not produce systemic effects that can affect human growth patterns.

4. It must also be emphasized that there is no scientific evidence that IGF-1 causes malignant transformation of normal human cells. Accusations of carcinogenesis are the most blatant form of scare mongering and the consequences of publication of such allegations can be devastating for a product and the company that markets it. If Akre and Wilson are aware of any evidence that is scientifically valid and contradicts the numerous studies that have shown no threat to human health in milk from rBST treated cows, Monsanto scientists would like to see it and be able to discuss it with them before any such claim is made in a television broadcast. Simple fairness demands that any evidence Akre and Wilson have to support such a claim be thoroughly reviewed before it is broadcast to a public that will only remember the alleged consequence - cancer - not the so-called "science" claimed to support it. If a Monsanto product which has been thoroughly researched, tested and approved by the FDA and similar agencies in other countries is going to be linked to cancer or other human disease in a broadcast by a Fox Network station, the evidence upon which that claim is based should, in fact, be made available not only to Monsanto's scientists but other independent experts in the field for analysis and comment before any such material is published. Peer review is a basic protocol of scientific research. Good journalism requires no less.

There is a lot at stake in what is going on in Florida, not only for Monsanto, but also for Fox News and its owner, as well as for the American people and a world population that can benefit significantly from the use of rBST and other products of agricultural biotechnology. On behalf of Monsanto, I ask that you and your Fox News colleagues consider thoroughly what is at stake and the enormous damage that can be done by the reckless presentation of unsupported speculation as fact and the equally reckless publication of unsupported accusations or innuendo of fraud, deception, and bribery in connection with something as serious as the obtaining of approvals for a product such as rBST. Now is the time to get a level playing field here. I can assure you that Monsanto will be

Mr. Roger Ailes
Chairman and Chief Executive Officer
Fox News

5

February 21, 1997

pleased to cooperate with you and your news executives to get the facts straight about this highly complex subject. I am prepared to discuss the matter with you, any of your news executives, or your counsel at any time and look forward to hearing from you.

Very truly yours,



John J. Walsh

JJW:hp
Enclosure

cc (w/o Enclosure):

Robert Franklin
WTVT-TV
General Manager

Daniel Webster
WTVT-TV
News Director

*Cadwalader, Wickersham & Taft**100 Maiden Lane**New York, NY 10038**Telephone: (212) 504-6000*

1333 NEW HAMPSHIRE AVE., N.W.
 WASHINGTON, DC 20038
 TEL: (202) 682-8200
 FAX: (202) 682-2400

900 SOUTH FIGUEROA STREET
 LOS ANGELES, CA 90017
 TEL: (213) 985-4800
 FAX: (213) 985-4888

CABLE ADDRESS: LABELLUM
 TELEU 182148 / 027488
 FAX: (212) 504-6998

201 SOUTH COLLEGE STREET
 SUITE 1810
 CHARLOTTE, NC 28244
 TEL: (704) 348-8100
 FAX: (704) 348-8200
 DIRECT DIAL: 212-504-0000
 INTERNET: JWALSH@CWT.COM

February 28, 1997

BY FAX AND BY HAND

Mr. Roger Ailes
 Chairman and Chief Executive Officer
 Fox News
 1211 Avenue of the Americas
 New York, New York

Dear Mr. Ailes:

I find it nothing short of amazing that one week after my detailed letter to you about the concerns of my client Monsanto Company involving Fox's new O&O television station in Tampa Florida WTVT-TV, I should be writing to you again to advise you that the situation has not improved, but clearly worsened in terms of the irresponsible approach being taken by WTVT's news correspondent, Jane Akre. Attached hereto is a copy of a letter Ms. Akre sent by facsimile yesterday afternoon to Monsanto's Gary Barton responding to his request for details about "issues" which Ms. Akre claimed warranted a further video interview of Dr. Robert Collier, a Monsanto executive and scientist. Dr. Collier recently provided Ms. Akre with a wide-ranging 1 1/2 hour on camera interview. In a faxed letter of February 26, Ms. Akre stated that there are "some issues which may require further clarification and response from Dr. Collier." Mr. Barton replied: "Please tell us what these questions are so that we at Monsanto can work to find the best possible source or sources for that information. Whether the response can best be provided by more documentation, a spokesperson other than Dr. Collier or referral to spokespersons and sources outside Monsanto fully depends on your questions."

Instead of the details that one would have expected Mr. Barton's request to elicit, Monsanto, as you can see, has been presented with a list of eight "points" and an urgent request that Dr. Collier be made available to address these points on camera as early as today.

Mr. Roger Ailes
Chairman and Chief Executive Officer
Fox News

2

February 28, 1997


Fox News senior news management should closely examine Ms. Akre's list. It simply defies credulity that an experienced journalist would expect a representative of any company to go on camera and respond to the vague, undetailed - and for the most part accusatory-points listed by Ms. Akre. Indeed, some of the points clearly contain the elements of defamatory statements which, if repeated in a broadcast, could lead to serious damage to Monsanto and dire consequences for Fox News. When a reporter asks to interview someone about "claims" of "improper conduct", basic fairness requires identification of the person who made the allegations, their substance, when and where made, and whether there is any documentation to support them. Likewise, the suggestion that a Fox News correspondent would consider using a characterization such as "crack for cows" in a broadcast report about POSILAC® has such obvious negative consequences arising from its defamatory implications that I hope you are as shocked as I was to see it in Ms. Akre's list.

Ms. Akre's list, its vagueness, and its pejorative and defamatory characterizations very clearly indicate that the development of this series of reports requires close, continuing attention from you and/or other senior news executives of Fox. Some of the points on Ms. Akre's list can be responded to and we expect that Monsanto's Gary Barton will, early next week, be sending her information which is responsive. On such points we see no need to have a further on-camera interview of Dr. Collier or anyone else from Monsanto in which their likely fate is to become the target of accusations repeated by Ms. Akre by unidentified and, in all probability, scientifically incompetent persons.

Monsanto and Fox News have a common interest here: establishing the facts. We are not at all certain that Ms. Akre and Steve Wilson value that interest, as opposed to sensational sound bites which will impugn both POSILAC® and Monsanto's corporate behavior. Until Ms. Akre is prepared to provide details about the source and substance of these claims and characterizations, Monsanto's willingness to provide facts in response to most of her "points" must remain on hold.

Again, I remain available for any questions or discussion you or any of your news executives or counsel may have.

Very truly yours,


John J. Walsh