

OCLC ONLINE COMPUTER LIBRARY CENTER, INC.
Meeting of the Board of Trustees
March 11, 2004

A meeting of the Board of Trustees of OCLC Online Computer Library Center, Inc. convened at 4:05 p.m. EST on March 11, 2004, by means of a telephone conference call. Each participating member of the Board could hear and was heard by all other members throughout the entire length of the call. Ms. Wilson presided and Mr. Houfek kept the minutes of the meeting.

Members of the Board of Trustees participating:

Larry Alford
Bradley F. Baker
Edward W. Barry
William J. Crowe
Ralph K. Frasier
Barbara Gubbin
Victoria Hanawalt
Jay Jordan
David P. Lauer
Jane N. Ryland
Thomas W. Shaughnessy
Jerry Stephens
Lizabeth A. Wilson

Members of the Board of Trustees absent:

Maurice Glicksman
Martín Gómez

Also, present for all portions of the meeting:

James T. Houfek, Vice President, General Counsel and Secretary
Rick J. Schwieterman, Vice President, Finance & Human Resources and Treasurer

Ms. Wilson briefly reviewed the purpose of the meeting, which was to hear the recommendation of the Audit Committee regarding the selection of an auditing firm for the audit of FY 2004-2006. Ms. Wilson then called on Mr. Frasier as Chair of the Audit Committee to advise the full Board accordingly.

Mr. Frasier then reviewed the steps that the Committee had taken in processing their selection of an audit firm, including the results of the interviews, along with the comments and discussions of the Committee members following those interviews. A general discussion among the Trustees followed Mr. Frasier's presentation, after which the following proposed resolution was presented to the Trustees for their approval:

WHEREAS, on February 22, 2004, the Audit Committee heard presentations by the firms of Deloitte & Touche LLP, Ernst & Young LLP and KMPG in response to OCLC's request for proposals for an audit firm; and

WHEREAS, the Audit Committee conducted an additional telephonic meeting on March 3, 2004 to further consider their recommendation; and

WHEREAS, the Audit Committee has thoroughly discussed and evaluated the materials and presentations from those firms on both occasions; and

WHEREAS, the Audit Committee has presented its recommendation to the full Board for its consideration;

NOW, THEREFORE, BE IT RESOLVED, that subject to the negotiation of a mutually satisfactory engagement agreement by management, the firm of Deloitte & Touche be engaged by OCLC to perform the annual audit of the Corporation for a period of three (3) years beginning with the year ending June 30, 2004.

Therefore, Robert L. Jordan, President and Chief Executive Officer, or Rick J. Schwieterman, Vice President, Finance and Human Resources, or James T. Houfek, Vice President and General Counsel of the Corporation be and they hereby are each individually authorized to take whatever action they deem necessary and appropriate in order to carry out the purposes of the foregoing Resolution.

No second being required, the aforementioned resolution was voted on and was unanimously approved by all of the Board members participating in the meeting, with the exception of Mr. Jordan who chose to abstain.

The Chair then indicated that the selection reflected by the above resolution should be treated as confidential until the final contract was signed. It was determined that Mr. Schwieterman would be best qualified to negotiate the final terms, with the assistance of Mr. Frasier.

Ms. Wilson thanked Mr. Frasier and the members of the Audit Committee for all of their hard work over the past many months in order that they might arrive at their recommendation. She also thanked staff and the rest of the Board for making themselves available on such short notice for this meeting. A brief discussion regarding a newspaper article about OCLC's recent layoffs followed. Mr. Lauer then reminded the Trustees that there would be a Finance Committee meeting on March 31, 2004.

There being no further business to come before the meeting it was on motion duly made and seconded adjourned at 4:40 p.m. EST.

/s/
Lizbeth A. Wilson, Chair

/s/
James T. Houfek, Secretary