

OCLC ONLINE COMPUTER LIBRARY CENTER, INC.
Annual Meeting of the Board of Trustees
November 12, 2007

This annual meeting of the Board of Trustees of OCLC Online Computer Library Center, Inc., pursuant to the notice of the Secretary dated October 31, 2007, and in accordance with Article VII, Section I, of the Code of Regulations of OCLC Online Computer Library Center, Inc., convened at 8:35 a.m., local time, on November 12, 2007 at 6600 Kilgour Place, Dublin, OH, 43017. Ms. Wilson presided as Chair and Mr. Houfek kept the minutes of the meeting, except during the executive session, when Ms. Wilson kept the minutes.

Trustees present:

Larry Alford
Edward W. Barry
William J. Crowe
Maggie Farrell
Ralph K. Frasier
Victoria Johnson
Jay Jordan
David P. Lauer
Bruce Newell
Elisabeth Niggemann
David Roselle
Jane N. Ryland
Robert Seal
Jerry Stephens
Betsy Wilson

Trustees Absent:

None

Also, present for all or portions of the meeting:

Karen Calhoun, Vice President, WorldCat and Metadata Services
Bruce Crocco, Vice President, Library Services for the Americas
Cathy De Rosa, Vice President, Marketing and Library Services
Lorcan Dempsey, Vice President, Programs and Research and Chief Strategist
James T. Houfek, Vice President, General Counsel and Secretary
Gary R. Houk, Vice President, Corporate Information Technology & Business Integration
James Michalko, Vice President, RLG Programs Development
Robin Murray, Vice President, Global Product Management
George Needham, Vice President, Member Services
William Nilges, Vice President, Business Development
Rick J. Schwieterman, Executive Vice President, Chief Financial Officer
Tammi N. Spayde, Vice President, Human Resources
Michael Teets, Vice President, Global Product Architecture
Rein van Charldorp, Managing Director, OCLC PICA
Andrew Wang, Vice President, OCLC Asia Pacific
Loretta Parham, Member of Governance Study Committee
Sandy Yee, Members Council President and Member of the Governance Study Committee

To begin the meeting, Ms. Wilson asked if there were any changes to the meeting agenda and there being none, she requested a motion to approve the minutes of the meeting of the Board of Trustees held on September 17, 2007. Upon motion duly made and seconded, the Board of Trustees unanimously approved the minutes of that meeting. Following the vote, Ms. Spayde played a recorded commercial radio advertisement for employment opportunities at OCLC that is currently running on local stations.

Ms. Wilson then referred the Trustees to Tab 3 of the Board materials for the Chair's report. Ms. Wilson then asked that Board members turn in their Conflict of Interest statements to Mr. Houfek. Also, she noted that the February Board meeting would be held in conjunction with the February Members Council meeting. That concluded the Chair's report.

Ms. Wilson then indicated that the Executive Committee of the Board had not met but had one resolution to proffer as follows:

RESOLVED, that the President is authorized to appoint the following persons to serve as officers of the Corporation:

Vice President, Vice President WorldCat & Metadata Services
Karen Calhoun
Vice President, Library Services (Sales) for the Americas
Bruce Crocco
Vice President, Marketing and Library Services
Catherine De Rosa
Vice President, Programs & Research and Chief Strategist
Lorcan Dempsey
Vice President, General Counsel
James T. Houfek
Vice President, Corporate Information Technology & Business Integration
Gary R. Houk
Vice President, RLG Programs Development
James Michalko
Vice President, Global Product Management
Robin Murray
Vice President, Member Services
George M. Needham
Vice President, Business Development
William Nilges
Executive Vice President and Chief Financial Officer
Rick J. Schwieterman
Vice President, Human Resources
Tammi N. Spayde
Vice President, Global Product Architecture
Michael Teets
Vice President, OCLC Asia Pacific
Andrew Wang
Vice President, OCLC Digital Services
Greg Zick

FURTHER RESOLVED, That additional officer appointments and changes of position may be made by the President, subject to confirmation by the Board at its next meeting following such appointments and changes.

FURTHER RESOLVED, That the officers of this Corporation be and they are each individually authorized to execute and deliver in the name and on behalf of this Corporation appropriate documentation, and to do such other acts and things as they or any of them individually shall deem necessary or appropriate to carry out the purposes and business of the Corporation.

There being no further discussion, the above resolution was moved, seconded and unanimously approved by the Trustees. This concluded the Executive Committee report.

The Chair then called for the President's report. Mr. Jordan asked that the Board look to his written report for details, a copy of which could be found at Tab 5 of the Board materials, and then called their attention to the following specific items: (i) a reminder that today is Veterans Day, (ii) Ms. Cindy Cunningham and Mr. Andrew Pace were recently added to the staff of OCLC, (iii) a contract had recently been signed to allow the participation of YBP in the OCLC Selection Service, (iv) the Australian office would now be reporting to Mr. Wang and the current director would be leaving in the near future, (v) OCLC recently hosted the China Library Conference in Dublin, (vi) Ms. De Rosa and staff recently met with the Gates Foundation regarding library advocacy, (vii) OCLC recently closed on the purchase of a parcel of real estate located adjacent to its current holdings, and (viii) Mr. Jordan would be meeting with the Michigan Library Consortium at one of its upcoming meetings, and Nelinet shortly thereafter, as well as a visit to the University of Connecticut in the near future. That concluded Mr. Jordan's report. A short discussion followed in which Ms. De Rosa briefed the Board on both the recently completed distribution study, as well as various grant funding opportunities.

Ms. Wilson then called on Ms. Yee for the Members Council President's report. Ms. Yee indicated the following items: (i) consideration was being given to understanding what direction the company would be taking as a result of the Governance study currently being undertaken by the Board, (ii) Members Council's desire to advise OCLC on the latest trends and how the Members Council thinks OCLC should respond, (iii) Members Council's further consideration of cultural heritage institutions (e.g. archives and museums) and how to incorporate

them into Members Council, (iv) the addition of a new delegate to Members Council from the French National Archive, (v) the October Members Council meeting, which was more centered on brainstorming sessions and discussing future trends with reports to be presented at the February meeting, and (vi) the holding of a Members Council delegates only forum at the February meeting. Ms. Yee then thanked the Board for inviting her participation and presence at this meeting. This concluded Ms. Yee's report on behalf of Members Council.

A review of the planning retreat held on November 11 was then presented to the Board by Mr. Nilges, Ms. Niggemann and Ms. Wilson. Following that presentation, the Chair called for a recess at 9:35 a.m.

The Chair then reconvened the meeting at 10:00 a.m. and called for the report of the Joint Committee on Membership. Mr. Stephens reported that the Committee met and had reviewed recommendations and applications for the six designated delegates to Members Council, with four having been selected and two others being held until the results and recommendations of the Governance study are completed. That completed Mr. Stephens report.

The Chair then called for the report of the Audit Committee. Mr. Seal reported that the Committee had not met, but had reviewed the Conflict of Interest and IRS Form 990 documentation at the last meeting and once again requested that these completed documents be turned in to Mr. Houfek.

The Chair then asked for the report of the Personnel and Compensation Committee. Ms. Johnson indicated that the Committee had not met, and consequently there was nothing to report.

The Chair then called for the report of the Finance Committee. Mr. Barry reported that the Committee had met with all members present and: (i) reviewed both the October and November (to date) results, as well as the product portfolio segment information with Mr. Schwieterman, (ii) reviewed certain relevant issues that could potentially affect the financial picture for FY 2008, (iii) listened to a report from Mr. Nilges on content strategy and (iv) noted that the company is doing well controlling its costs. This concluded Mr. Barry's report.

The Chair then requested the report of the Nominating and Board Development Committee. Ms. Niggemann reported that the Committee had not met, but had approved two

resolutions at the last meeting in September, which could be found at Tab 7 of the Board materials, and which are as follows:

Resolution 1:

RESOLVED, that effective November 12, 2007 the following persons are hereby elected to serve as officers of the Board of Trustees for calendar year 2008:

Chair	Larry Alford
Vice Chair	David Lauer
Secretary	James Houfek
Treasurer	Rick Schwieterman

Resolution 2:

RESOLVED, that effective November 12, 2007 the membership on the committees of the Board of Trustees for calendar year 2008 is hereby constituted as follows

Audit Committee

Robert Seal, Chair
Edward Barry
Maggie Farrell
Ralph Frasier
Larry Alford (ex officio)
Lizabeth Wilson

Executive

Larry Alford, Chair
David Lauer
Edward Barry
Victoria Johnson
Elisabeth Niggemann (at large)
Robert Seal
Lizabeth Wilson
Jay Jordan (ex officio)

Finance Committee

Edward Barry, Chair
Jerry Stephens
David Lauer
David Roselle
Bruce Newell
Elisabeth Niggemann
Jane Ryland
Larry Alford (ex officio)
Jay Jordan (ex officio)

Nominating and Board Development

Lizabeth Wilson, Chair
William Crowe
Victoria Johnson
Robert Seal
Bruce Newell
Elisabeth Niggemann
Larry Alford (ex officio)
Jay Jordan (ex officio)

Personnel & Compensation

Victoria Johnson, Chair
Jane Ryland
William Crowe
Maggie Farrell
David Lauer
Ralph Frasier

<p>David Roselle Jerry Stephens Larry Alford (ex officio)</p> <p>(Larry Alford, Chair of the Board is an ex-officio member of the above committees.)</p>
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Originating in Committee and no second being necessary, each resolution was separately voted on and unanimously approved, with the exception of Mr. Alford who abstained from the first vote. It was noted that there were no appointments to the Joint Committee on Membership or the RLG Committee, due to the fact that these Committees have different time cycles.

At this time, Mr. Alford was recognized and he offered the following resolution:

Resolution 3:

<p>LIZABETH A. WILSON TRIBUTE</p> <p>WHEREAS, Lizabeth A. Wilson has served loyally, diligently and effectively as Chair of the Board of Trustees from November 2003 through November 2007;</p> <p>WHEREAS, she has carried out all of the duties of that office with distinction and dedication;</p> <p>WHEREAS, she has demonstrated as Board Chair her commitment to information access, libraries, and the preservation and dissemination of knowledge;</p> <p>WHEREAS, she has been dedicated to strengthening and extending the OCLC collaborative among all types of libraries within the United States and globally;</p> <p>WHEREAS, she has led the Board with grace, wit, and wisdom</p> <p>WHEREAS, OCLC, its member libraries and other cultural heritage institutions, and, most importantly, the users of libraries and information services around the world have benefited from her leadership as OCLC Board Chair;</p> <p>NOW, THEREFORE BE IT RESOLVED, that this Board of Trustees expresses its deep gratitude and appreciation to Lizabeth A. Wilson for her aforementioned contribution to this, the world's largest library cooperative and for her steadfast devotion to OCLC's public purposes of furthering access to the world's information and reducing the rate of rise of the cost of that information, and orders that this resolution be spread across the minutes of this meeting and that the membership be informed of OCLC's gratitude to Lizabeth A. Wilson for her four years of distinguished service in the role of Chair of the OCLC Board of Trustees.</p>
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Without further discussion, the above resolution was moved, seconded and unanimously approved, with Ms. Wilson abstaining.

The Chair then convened an executive session at 10:40 a.m.

During the executive session, the following resolutions were discussed, moved and seconded, and upon separate vote for each, were unanimously approved, with the exception of Mr. Crowe who abstained from voting on the second resolution:

Resolution 4:

RESOLVED, That in view of the Corporation's interest in providing its members with tools to enhance their services to users, the Corporation should proceed with further investigation of the potential for merger with and/or acquisition of the assets of Useful Utilities, LLC ("Useful Utilities").

Therefore, Robert L. Jordan, President and Chief Executive Officer; Rick J. Schwieterman, Executive Vice President and Chief Financial Officer and James T. Houfek, Vice President and General Counsel of the Corporation, and their respective designees, be and they hereby are each individually authorized to take the following actions in the name and on behalf of this Corporation:

- 1) To enter into a non-binding Letter of Intent with Useful Utilities, LLC;
- 2) To conduct an appropriate due diligence process to determine the acceptability of such organization for merger and/or asset acquisition; and
- 3) If satisfied with the due diligence review, to complete the transaction by executing a final agreement with Useful Utilities for such purpose, with the sum to be paid to Useful Utilities in connection therewith not to exceed \$900,000 plus taxes, costs and miscellaneous expenses.

FURTHER RESOLVED, That Robert L. Jordan, President and Chief Executive Officer, Rick J. Schwieterman, Executive Vice President and Chief Financial Officer, and 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 in order to complete the transaction; and

FURTHER RESOLVED, That the other officers of this Corporation be and they are each individually authorized to execute and deliver in the name and on behalf of this Corporation such additional documents, and to do such other acts and things as they or any of them individually shall deem necessary or appropriate to carry out the purposes of the foregoing Resolution, as directed by Messrs. Jordan, Schwieterman and/or Houfek.

Resolution 5:

RESOLVED, that the Board acknowledges the excellent work of the Governance Study Committee and of Mr. Crowe's extraordinary service as the Chair of the Committee, and that said Committee is hereby dismissed with the Board's deep appreciation.

There being no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned at approximately 11:50 a.m.

/S/ Betsy Wilson, Chair */S/* James T. Houfek, Secretary