



January 21, 2009

Jay Jordan  
President and Chief Executive Officer  
OCLC  
OCLC Headquarters  
6565 Kilgour Place  
Dublin, Ohio 43017-3395 USA

Dear Mr. Jordan:

The University of Wisconsin-Madison Libraries has been a full and cooperating member of OCLC since 1976. We understand and appreciate that the Policy for Use and Transfer of WorldCat Records attempts to ensure the continuation of an economic model used to create WorldCat while also encouraging support for the non-commercial use of WorldCat records for scholarship and research. At the University of Wisconsin-Madison we are sympathetic with OCLC's interest in protecting the investment in the WorldCat database that has been made over many years by OCLC and the OCLC membership. We are pleased to see that OCLC has delayed the implementation of the records policy.

However, we do not agree that the conditions governing the transfer of UW-Madison library catalog records (which are typically also WorldCat records) are or ought to be  
***“authorized solely by OCLC pursuant to the Policy”.***

Sole discretion and having to seek permission prior to each use is also unacceptable.  
***“OCLC has the sole discretion to determine whether any Use and/or Transfer of WorldCat Records complies with this Policy.”***

Further, we are unable to agree to the following language,  
***“This Policy is the final, complete and exclusive statement of the agreement of the parties with respect to the subject matter hereof. Once applicable to a given Use or Transfer of WorldCat Records, no provision of the Policy may be changed, modified or supplemented except in a written document signed by the parties. OCLC may issue a modified version of the Policy or a substitute for this Policy at any time and the modified or substitute version will apply to any Use and Transfer of WorldCat Records after the date of issuance (or other effective date specified by OCLC).”***

The issue is not what the proposed policy prevents us from doing with our catalog records today, but rather the key issue is that by agreeing to this policy, we turn over to OCLC complete control

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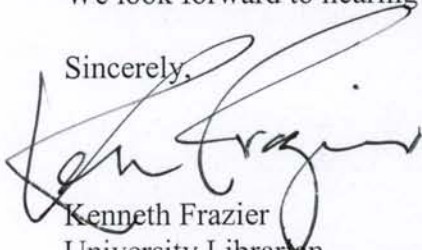
of the decision making for what the University can do with its library's catalog records into the future.

Most importantly, agreement language between OCLC and the library must reflect that we do not acknowledge that OCLC owns the records or solely controls decisions and choices for the use and/or transfer of the records.

We request that you remove the language referenced above from the proposed policy and provide assurance of an open process for future language modifications. That can be achieved through either a separate agreement with OCLC that eliminates those provisions, or the removal of the terms from the policy as a whole to benefit other OCLC members as well. We prefer the latter but won't foreclose the former route if OCLC won't systematically eliminate the language. With any agreement we do need to retain the right to discuss, negotiate and in some cases, change the language.

We look forward to hearing back from you and thank you for your consideration.

Sincerely,



Kenneth Frazier  
University Librarian  
University of Wisconsin-Madison



Edward Van Gemert  
Deputy Director of Libraries  
University of Wisconsin-Madison

cc: Nancy K. Lynch, Senior University Legal Counsel, University of Wisconsin-Madison  
Christopher L. Ashley, Senior System Legal Counsel, University of Wisconsin System  
Karen Calhoun, Vice President, OCLC WorldCat and Metadata Services  
Jennifer Younger, Edward H. Arnold Director of Hesburgh Libraries, University of Notre Dame