EXHIBIT A

Net Library Meeting Agenda

HAVE BETH EATON WRITE UP A SHEET—"DOWNLOADABLE MARKETING TIPS FOR LIBRARIES". 1) USE THE PROMO MATERIAL THAT WE GIVE 2) DISPLAY OF POSTERS NEAR AUDIOBOOK SECTION. NO ONE WHO TAKES OUT AB SHOULD NOT KNOW ABOUT THE COLLECTION 3) WEB SITE TIPS 4) USING THE FLASH DEMO 4) PRESS RELEASES

DESIGN AND SEND OUT A NEW PIMSLEUR POSTER

Topics:

> Technical Issues Needing to be resolved
> Questions to be clarified
> Communication Issues with customers
> Current and future marketing initiatives
> Short and Long-Term Improvements to Service
> Content additions
> Pricing issues with Libraries and ancillary markets
> Future launches—2005.
> Responsibility Topics
> Next RB-NetLibrary Meeting

I.   Technical Issues Needing To Be Resolved.
       a. Downloads are timing out. Numerous references to patrons timing out
           during the download of the process. NET LIBRARY HAS HEARD
           SOMETHING ABOUT THIS. POSSIBLY IT IS THE DEFAULT
           SETTING ON THE NL SERVER THAT NEEDS TO BE CHANGED.
           WHEREVER POSSIBLE WE WOULD LIKE TO KNOW WHICH
           TITLES SOMEONE WAS DOWNLOADING WHEN THIS
           OCCURRED, AND WHAT TIME OF DAY. THEY HAVE
           DUPLICATED THIS PROBLEM WITH TWO TITLES ONLY, AND IT
           MAY BE RESTRICTED TO TWO TITLES.It may be the same issue, but
           people are also complaining about not being able to log off the site while
           continuing the download. THIS IS A DIFFERENT ISSUE. NL SAYS
           THIS IS NOT TRUE. SOMEONE CAN LOG OUT AND THE
           DOWNLOAD WILL CONTINUE. THE DOWNLOADS COME OFF A
           DIFFERENT SERVER THAN THE LOG IN, SO THERE SHOULD BE
           NO PROBLEM. LET ME KNOW IF THERE IS. WE ARE ADDING
           THIS INFORMATION TO THE FAQS.
       b. From Charlotte-Mecklenburg (Brad,
           We have another issue that needs to be addressed and I am
           sure we are
           not
           the only system that you will have who uses this
           situation. We go
           through a

proxy server for our remote users. When we go through the
remote
server we
get an error that says our link is longer valid. We think
this is
because
we are on a proxy server. If we go straight to
NetLibrary.com it is
not an
issue as long as we already have a log in and password for
NetLibary.
Some
will but most will not so this is a real problem for
us.)THIS IS A VERY COMMON AUTHENTICATION ISSUE. THE SET UP
FORMS ARE PROBABLY NOT FILLED OUT CORRECTLY AND NETLIBRARY
PROBABLY DOES NOT HAVE THE CORRECT URLS FOR THE PROXY
SERVER. THIS PROBLEM CAN BE CORRECTED BY CHARLOTTE-
MECKLENBERG CALLING OCLC CUSTOMER SUPPORT. LET ME KNOW IF
IT IS NOT RESOLVED.

c. **From Charlotte-Mecklenburg** (Also everyone who is experimenting
has had this happen to them at
least once
where they attempt to download a book but for whatever
reason it
fails to
load properly. When they go back to load it again it says
it has been
downloaded. In truth it has only been attempted, no
download was
actually
performed. This is a big problem for me if we are buying
blocks of
downloads then we are being charged for downloads that are
not
actually
being completed. This is especially true if some one is
downloading
and it
times out because it is taking too long or if it is
manually stopped
in the
middle because it is taking so much longer than
predicted.)YOU SHOULD ALL KNOW THAT A PATRON CAN DOWNLOAD
OR ATTEMPT TO DOWNLOAD EACH AUDIOBOOK FIVE TIMES WITHOUT
THE LIBRARY BEING CHARGED FOR ANOTHER CIRCULATION (WITHIN
THE FIRST THREE WEEKS). ALSO, THE DOWNLOADS OF OF CLASSICS
AND PIMSLEUR AND THE BIBLE DO NOT COUNT AGAINST THEIR
CHECKOUT CAP, WHICH IS PROBABLY 30% OF CHECKOUTS. SO WE
ARE DELIVERING MUCH MORE THAN WE PROMISED, AND THERE IS A
HUGE SAFETY MARGIN BUILT IN, SO THIS SHOULD NOT BE AN
ISSUE.

d. The joint e-book/audio book site refers to an "early return" possibility for
e-books and implies the same for audio books. We think this needs to be
removed. NETLIBRARY HAD TROUBLE FINDING THIS. BUT
THEY WILL LOOK FOR IT AND TRY TO CLARIFY IT.

e. Apparently you can not go from the co-branded site to the netLibrary site, then back again. THIS IS TRUE, YOU CAN'T. WE ARE GOING TO MAKE MANY IMPROVEMENTS IN BOTH SITES, AND IMPROVE THE USE OF THE TWO SITES. EVENTUALLY THEY WILL BE SEAMLESSLY INTEGRATED WITH A LINK. I'D SAY WE ARE LOOKING AT 90 DAYS.

f. We have been told that there is an option for a checkout without a download. Is this true? Why? Is it for streaming? THIS IS TRUE. IT IS FOR RENEWAL PURPOSES. THAT WAY YOU DON'T HAVE TO DOWNLOAD THE BOOK AGAIN, JUST THE LICENSE. THERE IS NO STREAMING WITHOUT DOWNLOADING.

g. Belvdere-Tiburon needs to get their unique URL set up. TAKEN CARE OF

h. Hi, Jim:

Would you please send us instructions for accessing the collection we purchased? Is there a link we can put on our website or is there another that this works? Also, we would like any promotional materials for the downloadable books that Recorded Books may have.

Thank you,

Melinda Steep
Assistant Library Director
Yorba Linda Public Library
18181 Imperial Highway
Yorba Linda, CA 92886
(714) 777-2873 ext. 121 TAKEN CARE OF.

II.   Questions To Be Clarified

a. When is a download recorded as a circ? At the beginning of the
download or once it is complete? What if the download fails? Does
this still count towards their circs? A DOWNLOAD IS
RECORDED AS A CIRC BEFORE THE DOWNLOAD. HOWEVER YOU SHOULD
ALL KNOW THAT A PATRON CAN DOWNLOAD OR ATTEMPT TO DOWNLOAD
EACH AUDIOBOOK FIVE TIMES WITHOUT THE LIBRARY BEING CHARGED
FOR ANOTHER CIRCULATION (WITHIN THE FIRST THREE WEEKS).
ALSO, THE DOWNLOADS OF OF CLASSICS AND PIMSLEUR AND THE
BIBLE DO NOT COUNT AGAINST THEIR CHECKOUT CAP, WHICH IS
PROBABLY 30% OF CHECKOUTS. SO WE ARE DELIVERING MUCH MORE
THAN WE PROMISED, AND THERE IS A HUGE SAFETY MARGIN BUILT
IN, SO THIS SHOULD NOT BE AN ISSUE.

b. When a patron searches the library's catalog and links from the
MARC record to our site, are they being authenticated? IT
DEPENDS UPON THE LIBRARY. SOME LIBRARIES HAVE THEIR
AUTHENTICATION PROCESS INTEGRATED WITH THE CATALOG.
CUSTOMER SUPPORT CAN HELP LIBRARIES FIGURE THIS OUT IF THEY
DON'T KNOW.

c. Several libraries have tried to transfer files to PDA's. The
    transfer works, but they can't access the file to listen. They also
    report an inability to delete the file. Can we get clarification as
    to what PDA's might work? ANY PDA WITH WINDOWS MEDIA
    PLAYER 9 OR ABOVE WORKS. THEY HAVE TO OPEN THE LICENSE
    BEFORE THE TRANSFER TO GET IT TO WORK. WE ARE CORRECTING
    THE INSTRUCTIONS AND BOOKMARKS.

d. Does a patron have to come into the library the first time
    to set up an account? Are the libraries aware of the
    process? Do they have to specify that they want the remote
    authentication ability? IF A LIBRARY HAS THE ABILITY TO
    AUTHENTICATE A PATRON, THE PATRON DOES NOT NEED TO COME
    INTO THE LIBRARY TO SET UP AN ACCOUNT. IF THE LIBRARY DOES
    NOT HAVE THAT ABILITY THE PATRON NEEDS TO COME INTO THE
    LIBRARY TO SET UP THE ACCOUNT, AND AFTER THAT CAN ACCESS
    REMOTELY. IF THE LIBRARY HAS THE ABILITY, THIS DOES NOT
    HAPPEN AUTOMATICALLY. IN THE ACCOUNT SET UP FORM, THE
    LIBRARY HAS TO INDICATE THAT THEY WANT THIS "FIRST TIME
    REMOTE ACCESS" ABILITY AND SUPPLY THE SECURED URLS. OR
    THEY CAN CALL CUSTOMER SUPPORT.

e. There are still some significant questions with regard to
    networks and who has access to a library's site. Can a
    library give access to anyone they want, or are their
    restrictions? EVEN WITHIN A NETWORK, NETLIBRARY CAN
    RESTRICT ACCESS TO A SINGLE LIBRARY. BUT WHAT ABOUT
    LIBRARIES THAT GIVE ACCESS TO NEIGHBORING LIBRARIES? THEY
    CAN DO THIS, BUT THE NEIGHBORING LIBRARY PATRONS WOULD NEED
    TO COME INTO THE LIBRARY TO SET UP THEIR ACCOUNT.

f. How do the libraries get the MARC records? Is it on a
    site? What is that address? Do they need a password? WHEN
    LIBRARIES SIGN UP, THEY ARE SENT AN EMAIL WITH THE LINKS TO
    THE MARC RECORD SITE. THEY ARE SENT MONTHLY EMAIL
    REMINDERS TO GO TO THIS SITE AND DOWNLOAD THE NEW RECORDS
    THAT WERE ADDED IN FOR NEW TITLES. THIS EMAIL IS SENT TO
    THE ADDRESS ON THE SET UP FORMS.

g. Are the libraries being given a password to access the
    circulation reports? THEY CREATE THEIR OWN PASSWORD. BUT
    NO ONE IS CONTACTING THE LIBRARIES. THIS IS GOING TO BE
    ADDED TO THE WELCOME LETTER TO AUTOMATE THIS PROCESS. Can
    they access everyone's report like RB can? NO THEY CAN ONLY
    ACCESS THEIR OWN REPORTS

h. Do the iRock players work? Have we tested them all? THE
    TWO PLAYERS LISTED ON OUR SITE OF APPROVED PLAYERS WORK,
    AND WE TESTED BOTH.

i. Are their any browsers that are incompatible with
    netLibrary service?RIGHT NOW WE KNOW THAT SAFARI IS NOT
    COMPATIBLE BUT THIS WILL BE FIXED WITHIN TWO WEEKS. WE
    DON'T KNOW OF ANY OTHERS.

j. McCracken County has verbally agreed to start our
    Downloadable audio book
    program on 3/1/2005. They will need the following:

RB000103

-An agreement for Downloadable service from 3/1/2005 to
6/30/2005 (4
months-$1,666.67 <mailto:months@$2083.33>) payable at
once.
-An agreement for Downloadable service from 7/1/2005 to
6/30/2006 (1
year-$5000) payable 7/1/2005.

Thanks for your help.   JUST HAVE THEM ALTER THE CURRENT
AGREEMENT WITH A PEN.

k. Hi Brian,

As we discussed yesterday I have told Edwardsville Illinois
Public Library
that we will extend their Downloadable subscription by 1
month.   It
currently ends on 1/31/2006 and we will need to extend it
2/28/2006.

Please let me know if there is anything that I need to do
on my end to have
this implemented.

Thanks,

Bob OK

Couple of things here, first Phil does have a point about going to the actual site that the library will have use of when the sign up (stops the confusion of why is this different than what I tested) second and more importantly the test site is www.netlibrary.com/recordedbooks not www.netlibrary.org/recordedbooks they need to tighten this up....BOTH SITES WORK.

Jim Petersen
Vice President,
Library Development
Recorded Books, LLC
270 Skipjack Rd.
Prince Frederick, MD 20678
PH 410-535-5590 Ext. # 301
email: jpete90184@aol.com

Forwarded Message:

Subj:	RE: Audiobooks Trial
Date:	3/1/2005 8:46:23 PM Eastern Standard Time
From:	praglin@recordedbooks.com
To:	jsontoski@netlibrary.com
CC:	jhadley@recordedbooks.com, jpete90184@aol.com
Sent from the Internet (Details)	

Dear Jeanette:

I appreciate your assistance with this account.

Two issues:

1. The customer is using the www.netlibrary.org/recordedbooks site. However, it is my understanding that this is not the site they will use when they go live, which could be confusing to the customer. Is this the site they will use when they go live? If not, in the future could accounts use the www.netlibrary.com site? WE ARE GOING TO CLARIFY THIS NEXT WEEK.

2. We don't specify which titles the customer will have complete access to. My understanding is they will only be able to transfer and play classic titles. Is this true? THIS TOO.

Thanks, Phil

From: Jeanette Sontoski [mailto:jsontoski@netlibrary.com]
Sent: Monday, February 28, 2005 10:27 AM
To: mmcguire@tadl.tcnet.org
Cc: praglin@recordedbooks.com; Jerry Hadley
Subject: Audiobooks Trial

Hello Mike,

Thank you very much for your interest in Downloadable Audiobooks from netLibrary and Recorded Books. Effective immediately, you may use the passwords below to access a trial of the Audiobooks product. Your trial account will be valid until 03/31/05. During this time, you will have access to a select number of titles and you will not be charged for the service.

Username	Password
YT1XX	C1PL

You can access the demo by going to the netLibrary.org site or by visiting a new marketing site, www.netlibrary.org/recordedbooks where you will find general information about the titles available, a demo explaining the product, marketing and promotional materials, as well as the ability to log into the primary netLibrary site.

Thank you once again for your interest in Downloadable Audiobooks from netLibrary and Recorded Books. We look forward to fulfilling your audiobook needs.

Sincerely,

Jerry Hadley
Recorded Books

Jeanette Sontoski
netLibrary

jsontoski@netLibrary.com
I.

III.   Communication Issues with Customers
   a.   New welcome letter and time line needs to be implemented asap. THIS
        WILL BE FINISHED FRIDAY AND SENT OUT NEXT WEEK TO
        YOU.
   b.   Recorded Books new calling and customer service. BEING
        TRANSFERRED IN PART TO JEANETTE.
   c.   Training materials for library staff. LABEL MORE CLEARLY

IV.   Current and Future Marketing Initiatives
   a.   Recorded Books Current Sales campaign
        i.   What the reps are doing
        ii. Telemarketing
        iii. Brainstorming
   b.   Segmenting of library market to RB. NEED TO ASK RICH ABOUT
        THIS. OCLC concentrate on universities.
   c.   Upcoming conferences, especially ALA and BEA. NEED TO TALK
        ABOUT.
   d.   Enhancements to University offerings STARTED DISCUSSIONS, NEED
        TO FINISH
   e.   PR campaign and strategy. Michael Stugrin costs. AGREED TO DO
        CAMPAIGN AND SPLIT COSTS.

V.   Short and Long-Term Improvements to Service

   a.   We need to have directions on the site of how to access
        Circulation Reports. DONE. IT WILL BE ON THE WELCOME
        LETTER.
   b.   We need to issue temporary passwords to libraries that have
        signed up automatically so that they can train their staff.
        It would be nice if we either issued a lot of passwords, or
        if there were no limits on concurrent checkouts. WE NEED
        TO CHECK ON SOMETHING HERE WITH NL, THE ISSUE OF WHETHER
        THE NON-BILLING PERIOD CHECK OUTS WORK.
   c.   The idea of putting plain MP3 files on a boutique for Ipod
        users. This would be huge. AGREED TO. RB HAS THE NEXT
        STEP OF PROPOSING HOW TO MARKET THIS AND SETTING UP A TIME
        LINE.
   d.   The list of recommended players needs to be cleaned up and
        improved. We have lots of "flash" players listed, which
        really don't have enough memory, and some of the brand
        indications are not clear. We also need to, at minimum,
        highlight which players we recommend (certain amount of
        memory and bookmarking). And that the Ipod does not work.
        That fact needs to be highlighted somewhere. We also need
        to add in devices to make the player operational in a car.
        RB WILL EDIT THIS AND SEND NEXT WEEK.

e. We need to explain the two different sound qualities better, and the reason behind it. Also the fact that the low quality file does not transfer to a portable player. RB WRITE SOMETHING UP AND NL WILL EXECUTE

f. Write-ups are really lacking. They need to be improved and we want to add reviews. THIS IS GOING TO BE PART OF THE PROCESS OF IMPROVING THE SITE IN THE NEXT 90 DAYS.

g. The functionality of the site could use improving—searching by browsing. SAME AS ABOVE.

h. The look of the site is very austere. Compare to RB site or Amazon. Pimsleur and the Bible are lacking too. SAME AS ABOVE.

i. We need to highlight the new additions to the site, especially the simultaneous releases. We also need to have a way of notifying the customers. The ideal way would be by email in such a way that the library could cut and paste the email to send to their patrons. THIS IS BEING DONE NOW, ON THE SITE (HIGHLIGHTING NEW RELEASES). RB IS GOING TO WRITE UP AND SEND OUT MONTHLY EMAIL ON NEW RELEASES.

j. Fairfax County pointed out an additional step in the bookmark instructions which needs to be added. RB DO THIS NEXT WEEK.

k. Contract should have a target "live" date. Also, it was pointed out by a library that the bill is for a one-year subscription, but it does not have a subscription period. BOTH BEING ADDRESSED BY NL. F/U NEXT WEEK.

VI. Content Additions
   a. Highbridge DEAL CLOSED
   b. Naxos MEET IN LONDON
   c. BBC STALLING
   d. Incontent APPROACH
   e. Non-book based content WORKING ON IT..

VII. Pricing
   a. New launches DONE
   b. Ancillary markets DONE

VIII. Future Launches & Timelines
   a. UK Launch SEPARATE DOCUMENTS
   b. Consumer Launch RICH AGREED TO, RB TAKE NEXT STEP.
   c. Schools RB PROPOSE PRICING/MODEL
   d. Australia CHECK ON TITLES. PROPOSE PRICING
   e. Canada DONE
   f. Children's/YA GOOD FOR 5/1 LAUNCH. RB WRITE UP MARKETING MATERIAL AND START SELLING. CHECK UP WITH NL ON DESIGN OF SITE, AND COSTS.
   g. Films/MusicON THE RADAR.

IX. Responsibility Topics
   a. Customer Service F/U ON JEANETTE ISSUE
   b. Marketing updates WRITE OUT BRAINSTORMING IDEAS
   c. Content acquisition WRITE OUT COMPLETE LIST OF DESIRED
       ACQUISITIONS, SPLIT AUTHORITY.

X. Next Meeting

XI. Other
   a. Amendments to existing contracts GO OVER WITH NEIL
   b. Update on billing/collections GO OVER WITH NEIL
   c. Review of S&S and Pimsleur payments DONE
   d. Accounting issues and payments GO OVER WITH NEIL