

CONFIDENTIAL

T 00059

TRANS UNION CORPORATION

SPECIAL MEETING OF THE BOARD OF DIRECTORS

October 8, 1980

Pursuant to Waiver of Notice appended hereto, a Special Meeting of the Board of Directors of Trans Union Corporation was held at 111 East Wacker Drive, Chicago, Illinois, on the above date. Directors present were Messrs. Bonser, Browder, Chelberg, Johnson, Lanterman, Morgan, Reneker, Van Gorkom, and Wallis; absent, Mr. O'Boyle. The Chairman presided.

The Chairman introduced the subject of the merger approved by the Board on September 20, 1980, pursuant to which the Company would merge with a corporation owned by the Pritzker family of Chicago and, upon effectiveness of the merger, each stockholder of the Company would receive \$55.00 per share in cash for each Trans Union share held.

In order to provide flexibility and to clarify certain elements of the proposed merger transaction, the following resolutions were, upon motion made and seconded, duly adopted:

RESOLVED, that the Chairman be and he hereby is authorized to negotiate and execute on behalf of the Company amendments to the Agreement and Plan of Merger dated as of September 20, 1980, and the related Supplemental Agreement of even date therewith (the "definitive agreements"), so as to provide, in principle, that:

1. Until January 31, 1981, the Company will be permitted to actively solicit other offers for the acquisition of the common stock or assets of the Company through merger, combination, purchase, or similar transaction, to the end that the Company may receive another offer which in the judgment of the Board of Directors is more favorable to the stockholders of the Company;

2. In the event the Board of Directors shall approve or accept another offer as being more favorable to the stockholders, the Board may, under certain circumstances, terminate the definitive agreements or recommend to the stockholders such other offer in lieu of the offer contained in the definitive agreements; and

3. The Company shall not be hindered by its merger partner under the definitive agreements in meeting the objectives implicit in the foregoing items 1 and 2;

TRANS UNION CORPORATION

SPECIAL MEETING OF THE BOARD, OCTOBER 8, 1980

RESOLVED, that the management of the Company be and hereby is authorized to negotiate with and retain the services of such investment banking firm as may be approved by the Chairman as necessary and appropriate for the purpose of assisting the Company in obtaining a more favorable offer of the type referred to in the preceding resolution.

There being no further business to come before the meeting, it was on motion adjourned.

William B. Moore

Secretary