

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 26089		2. Name of Corporation XEROX CORPORATION			
3. Street Address Principal Business Office XEROX SQUARE			City ROCHESTER		State NY
4. Business Phone No. 203/968-4657		5. State of Incorporation NEW YORK			6. SIC Code 8888
7. Brief Description of the Character of Business Conducted in Rhode Island SALE, LEASE AND SERVICE OF OFFICE EQUIPMENT					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) ☐ FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name NONE			Vice President Name RUSSELL Y. OKASAKO		
Street Address			Street Address 800 LONG RIDGE RD.		
City	State	Zip	City	State	Zip
			STAMFORD	CT	06904
Secretary Name & V.P. LESLIE F. VARDON			Treasurer Name rhonda l. seegal		
Street Address 800 LONG RIDGE RD.			Street Address 800 LONG RIDGE RD.		
City	State	Zip	City	State	Zip
STAMFORD,	CT	06904	STAMFORD,	CT	06904
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) ☐ FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name HILMAR KOPPER			Director Name N. J. NICHOLAS JR		
Street Address DEUTSCHE BANK AG. TAUNUSANIAGA 12			Street Address NAVY WALK PARTNERS SUITE 19F, 45 W 67TH STREET		
City	State	Zip	City	State	Zip
FRANKFURT 60262	GERMANY		NEW YORK	NEW YORK	10023
Director Name ANNE M. MULCAHY			Director Name VERON E. JORDAN		
Street Address 800 LONG RIDGE RD.			Street Address LAZARD FRERES & CO., LLC, 30 ROCKEFELLER CENTER		
City	State	Zip	City	State	Zip
STAMFORD,	CT	06904	NEW YORK	NEW YORK	10020
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) ☐ AUTHORIZED SHARES			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) ☐ ISSUED SHARES		
Number of Shares		Class/Series	Number of Shares		Class/Series
1,772,643,067 \$1.00 PAR VALUE			955,996,677		COMMON B
			10,700,000		PREFERRED
					1.00
					1.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



26089

File Date 1/20/05
Check No. 102900567
By: DA

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer

RUSSELL Y. OKASAKO

Print or Type Name of Officer

VICE PRESIDENT, TAXES

Title of Officer

XEROX CORPORATION SCHEDULE OF OFFICERS

10/11/04

26087
FILED

JAN 20 2005

By DA

Chairman and Chief Executive Officer	Anne M.	Mulcahy	235 Fencerow Drive, Fairfield, CT 06430
Senior Vice President; President, Business Group Operations	Ursula M.	Burns	Two Greenfield Lane, Rochester, NY 14610
Senior Vice President; President, Xerox Global Services	Thomas J.	Dolan	22 Buckthorn Run, Victor, NY 14564
Senior Vice President; President, Corporate Operations Group	James A.	Firestone	14 Meadow Drive - Rock Ridge, Greenwich, CT 06831
Senior Vice President; President, Xerox Innovation Group and Chief Technology Officer	Herve J.	Gallaire	33 West Putnam Avenue, #3A, Greenwich, CT 06830
Senior Vice President, President, Production Systems Group, Business Group Operations	Gilbert J.	Hatch	772 Admiralty Way, Webster, NY 14580
Senior Vice President; President, North American Solutions Group	Michael C.	Mac Donald	20 Thomas Grove, Pittsford, NY 14534
Senior Vice President, Chief Staff Officer and Chief Ethics Officer	Hector J.	Motroni	44 Turkey Hill Road South, Westport, CT 06880
Senior Vice President; President, Xerox Supplies Business Group, Business Group Operations	Brian E.	Stern	One Pan Handle Lane, Westport, CT 06880
Senior Vice President and Chief Financial Officer	Lawrence A.	Zimmerman	83 Hastings Lane, Stamford, CT 06905, 6320 Sunshine Canyon Drive; Boulder, CO 80302
Vice President and Controller	Harry R.	Beeth	16 Autumn Ridge, Katonah, NY 10536
Vice President and Chairman, Xerox do Brasil, Ltda., Developing Markets Operations	Guilherme M.N.	Bettencourt	Rua Jose Pancetti, 350, Joa, Rio de Janeiro, RJ 22611-110, Brazil
Vice President, Senior Vice President, NASG Sales Operations	Michael D.	Brannigan	2026 Haverford Drive, Crownsville, MD 21032
Vice President; Senior Vice President and General Manager, Office Europe, Xerox Europe	Richard F.	Cerrone	48 Northumberland Place, London W2 5AS, UK
Vice President and General Counsel	Christina E.	Clayton	25 Talcott Farm Road, Old Lyme, CT 06371
Vice President and Chief Information Officer, Corporate Operations Group	Patricia A.	Cusick	Six Kinwood Lane, Pittsford, NY 14534
Vice President, External and Legal Affairs	J. Michael	Farren	710 South River Landing, Edgewater, MD 21037-1554
Vice President, Platform Development, Production Systems Group, Business Group Operations	Anthony M.	Federico	664 Admiralty Way, Webster, NY 14580
Vice President; President, Xerox Channels Group	Emerson U.	Fullwood	7 Kingsfield Drive, Pittsford, NY 14534
Vice President; President, e-Business and TeleWeb, Corporate Operations Group	James H.	Lesko	116 Logan Road, New Canaan, CT 06840
Vice President, Centre Manager, Xerox Research Centre of Canada, Xerox Innovation Group	Rafik O.	Loutfy	189 York Mills Road, North York, Ontario M2L 1K8, Canada
Vice President; President, Developing Markets Operations	Jean-Noel	Machon	Flat 1, 17 Lexham Gardens, London, W8 5JJ, England
Vice President, Chief Marketing Officer, Corporate Marketing and Communications, Corporate Operations Group	Diane E.	McGarry	301 W. 57th Street, #47C, New York, NY 10019
Vice President, Human Resources	Patricia M.	Nazemetz	134 Hunter Avenue, Sleepy Hollow, NY 10591
Vice President, Taxes	Russell Y.	Okasako	34 Salem Road, Wilton, CT 06897
Vice President and Treasurer	Rhonda L.	Seegal	40 Birchall Drive, Scarsdale, NY 10583
Vice President; Senior Vice President, Business Growth, Production Color Solutions Business Unit, Production Systems Group, Business Group Operations	Frank D.	Steenburgh	47 Cobble Creek Road, Victor, NY 14564
Vice President, Investor Relations and Corporate Secretary	Leslie F.	Varon	272 Canterbury Lane, Fairfield, CT 06432
Vice President; President, Xerox Europe	Armando	Zagalo de Lima	Nightingales, 6 Hill Waye, Gerrards Cross, Bucks SL9 8BH, England
Assistant Treasurer & Director, Global Risk Management	Lance H.	Davis	118 Sleepy Hollow Road, Ridgefield, CT 06877
Vice President and Chief Accounting Officer	Gary R.	Kabureck	11 Barrington Hills, Pittsford, NY 14534

7

Xerox Corporation
Schedule of Directors
MARCH 1, 2004

<u>Director</u>	<u>Mailing Address</u>	<u>Home Address</u>
Glenn A Britt	Time Warner Cable 290 Harbor Drive Stamford, CT 06902	175 Long Lots Road Westport, CT 06880
Richard J. Harrington	The Thomson Corporation One Station Place, 8th Floor Stamford, CT 06902	9 Greystone Farm Lane Westport, CT 06880
William C. Hunter	University of Connecticut School of Business 2100 Hillside Road Storrs, CT 06269	15 Harwich Lane West Hartford, CT 06117
Vernon E. Jordan, Jr. _NY	Lazard Freres & Co., LLC 30 Rockefeller Center New York, NY 10020	Regency Hotel, Suite 631-33 540 Park Avenue @ 61St., New York, NY 20021
Vernon E. Jordan, Jr. _WA	Akin, Gump, Strauss, Hauer & Feld, L.L.P. 1333 New Hampshire Ave. NW, Suite 400 Washington, DC 20036	2940 Benton Place N. W. Washington, DC 20008
Hilmar Kopper	Deutsche Bank AG Taunusanlage 12 Frankfurt 60262, Germany	Siesmayerstrasse 6 60323 Frankfurt am Main, Germany
Ralph S. Larsen	Johnson & Johnson 100 Albany Street, Suite 200 New Brunswick, NJ 08901	8473 Bay Colony Drive, Apartment 2202, Naples, FL 34108 709 Fieldstone Terrace, Wyckoff, NJ 07481
Anne M. Mulcahy	Xerox Corporation P. O. Box 1600 Stamford, CT 06904	235 Fencerow Drive Fairfield, CT 06430
N. J. Nicholas, Jr.	Navy Walk Partners Suite 19F, 45 W. 67th Street New York, NY 10023	88 Central Park West, #8N New York, NY 10023
John E. Pepper	The Procter & Gamble Company One Procter & Gamble Plaza Cincinnati, OH 45202	233 Oliver Road Wyoming, OH 45215
John E Pepper	Yale University Two Whitney Avenue, 7th Floor New Haven, CT 06520-8332	227 Church Street, "The Eli" New Haven, CT 06520
Ann N Reese	Center for Adoption Policy Studies 168A Kirby Lane Rye, NY 10580	168 Kirby Lane Rye, NY 10580
Stephen Robert	Robert Capital Management LLC 610 Fifth Avenue, 7th Floor New York, NY 10020	Two East 70 Street New York, NY 10021

26089

FILED

JAN 20 2005

By DA



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Matthew A. Brown, Secretary of State

Corporations Division
100 North Main Street
Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

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(FORM MUST BE TYPED OR PRINTED IN BLACK)

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4. Business Phone No. 203/968-4657		5. State of Incorporation NEW YORK		6. SIC Code 8888
7. Brief Description of the Character of Business Conducted in Rhode Island SALE, LEASE AND SERVICE OF OFFICE EQUIPMENT				
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) ☐ FILL IN SPACES BEFORE USING ATTACHMENTS				
President Name NONE		Vice President Name RUSSELL Y. OKASAKO		
Street Address 800 LONG RIDGE RD.		Street Address 800 LONG RIDGE RD.		
City STAMFORD	State CT	Zip 06904	City STAMFORD	State CT
Secretary Name & V.P. LESLIE F. VARON		Treasurer Name RHONDA L. SEEGAL		
Street Address 800 LONG RIDGE RD.		Street Address 800 LONG RIDGE RD.		
City STAMFORD, CT	State CT	Zip 06904	City STAMFORD	State CT
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) ☐ FILL IN SPACES BEFORE USING ATTACHMENTS				
Director Name HILMAR KOPPER		Director Name N.J. NICHOLAS JR		
Street Address DEUTSCHE BANK AG. TAUNUSANLAGA 12		Street Address NAVY WALK PARTNERS SUITE 19F, 45 W. 67th STREET		
City FRANKFURT	State GERMANY	Zip 60262	City NEW YORK	State NEW YORK
Director Name ANNE M. MULCAHY		Director Name VERNON E. JORDAN		
Street Address 800 LONG RIDGE RD.		Street Address LAZARD FRERES & CO., LLC, 30 ROCKEFELLER CENTER		
City STAMFORD,	State CT	Zip 06904	City NEW YORK	State NEW YORK
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) ☐ 11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) ☐				
AUTHORIZED SHARES		ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series
1,772,643,067	\$1.00 PAR VALUE		793,884,396	COMMON B
			6,737,708	preferred

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 6 0 8 9 *

File Date 1-23-04
Check No. 102707452
By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer [Signature] Date 1/16/2004

RUSSELL Y. OKASAKO

Print or Type Name of Officer

VICE PRESIDENT, TAXES

Title of Officer

Xerox Corporation
Schedule of Directors
4/22/03

<u>Director</u>	<u>Mailing Address</u>	<u>Home Address</u>
Antonia Johnson	Axel Johnson Group P. O. Box 26008 - Villagatan 6 Stockholm S-100 41, Sweden	Lovsta Gard 2-194 91 Upplands Vasby, Sweden
Vernon E. Jordan, Jr. _NY	Lazard Freres & Co., LLC 30 Rockefeller Center New York, NY 10020	Regency Hotel, Suite 631-33 540 Park Avenue @ 61St., New York, NY 20021
Vernon E. Jordan, Jr. _WA	Akin, Gump, Strauss, Hauer & Feld, L.L.P. 1333 New Hampshire Ave. NW, Suite 400 Washington, DC 20036	2940 Benton Place N. W. Washington, DC 20008
Yotaro Kobayashi	Fuji Xerox Co., Ltd. 2-17-22 Akasaka, Minato-ku Tokyo 107, Japan	14-16, Kakinokizaka 2-chome Meguro-ku Tokyo , Japan 152-0022
Hilmar Kopper	Deutsche Bank AG Taunusanlage 12 Frankfurt 60262, Germany	Siesmayerstrasse 6 60323 Frankfurt am Main, Germany
Ralph S. Larsen	Johnson & Johnson 100 Albany Street, Suite 200 New Brunswick, NJ 08901	8479 Bay Colony Drive, Apartment 2202, Naples, FL 34108 740 Smoke Hollow Trail, Franklin Lakes, NJ 07417
Anne M. Mulcahy	Xerox Corporation P. O. Box 1600 Stamford, CT 06904	235 Fencerow Drive Fairfield, CT 06430
N. J. Nicholas, Jr.	Navy Walk Partners Suite 19F, 45 W. 67th Street New York, NY 10023	88 Central Park West, #8N New York, NY 10023
John E. Pepper	The Procter & Gamble Company One Procter & Gamble Plaza Cincinnati, OH 45202	233 Oliver Road Wyoming, OH 45215

XEROX CORPORATION SCHEDULE OF OFFICERS

09/29/03

Chairman and Chief Executive Officer	Anne M.	Mulcahy	235 Fencerow Drive, Fairfield, CT 06430
Executive Vice President; President, Developing Markets Operations	Carlos	Pascual	7 Ridge Road, Weston, CT 06883
Senior Vice President; President, Business Group Operations	Ursula M.	Burns	Two Greenfield Lane, Rochester, NY 14610
Senior Vice President; President, Xerox Global Services	Thomas J.	Dolan	22 Buckthorn Run, Victor, NY 14564
Senior Vice President; President, Corporate Operations Group	James A.	Firestone	14 Meadow Drive - Rock Ridge, Greenwich, CT 06831
Senior Vice President; President, Xerox Innovation Group and Chief Technology Officer	Herve J.	Gallaire	33 West Putnam Avenue, #3A, Greenwich, CT 06830
Senior Vice President, President, Production Systems Group, Business Group Operations	Gilbert J.	Hatch	772 Admiralty Way, Webster, NY 14580
Senior Vice President; President, North American Solutions Group	Michael C.	Mac Donald	20 Thomas Grove, Pittsford, NY 14534
Senior Vice President, Chief Staff Officer and Chief Ethics Officer	Hector J.	Motroni	44 Turkey Hill Road South, Westport, CT 06880
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Senior Vice President and Chief Financial Officer	Lawrence A.	Zimmerman	83 Hastings Lane, Stamford, CT 06905, 6320 Sunshine Canyon Drive, Boulder, CO 80302
Vice President and Controller	Harry R.	Beeth	16 Autumn Ridge, Katonah, NY 10536
Vice President and Chairman, Xerox do Brasil, Ltda., Developing Markets Operations	Guilherme M.N.	Bettencourt	Rua Jose Pancetti, 350, Joa, Rio de Janeiro, RJ 22611-110, Brazil
Vice President, Senior Vice President, NASG Field Sales Operations	Michael D	Brannigan	2026 Haverford Drive, Crownsville, MD 21032
Vice President; Senior Vice President and General Manager, Office Europe, Xerox Europe	Richard F.	Cerrone	48 Northumberland Place, London W2 5AS, UK
Vice President and General Counsel	Christina E.	Clayton	25 Talcott Farm Road, Old Lyme, CT 06371
Vice President and Chief Information Officer, Corporate Operations Group	Patricia A.	Cusick	Six Kinwood Lane, Pittsford, NY 14534
Vice President, External Affairs	J. Michael	Farren	710 South River Landing, Edgewater, MD 21037-1554
Vice President, Platform Development, Production Systems Group, Business Group Operations	Anthony M.	Federico	664 Admiralty Way, Webster, NY 14580
Vice President; Executive Chief Staff Officer, Developing Markets Operations	Emerson U.	Fullwood	7 Kingsfield Drive, Pittsford, NY 14534
Vice President; President, e-Business and TeleWeb, Corporate Operations Group	James H.	Lesko	116 Logan Road, New Canaan, CT 06840
Vice President, Centre Manager, Xerox Research Centre of Canada, Xerox Innovation Group	Rafik O.	Loutfy	189 York Mills Road, North York, Ontario M2L 1K8, Canada
Vice President; President, Xerox Europe	Jean-Noel	Machon	Flat 1, 17 Lexham Gardens, London, W8 5JJ, England
Vice President, Chief Marketing Officer, Corporate Marketing and Communications, Corporate Operations Group	Diane E.	McGarry	301 W. 57th Street, #47C, New York, NY 10019
Vice President, Human Resources	Patricia M.	Nazemetz	134 Hunter Avenue, Sleepy Hollow, NY 10591
Vice President, Taxes	Russell Y.	Okasako	34 Salem Road, Wilton, CT 06897
Vice President and Treasurer	Rhonda L	Seegal	40 Birchall Drive, Scarsdale, NY 10583
Vice President; Senior Vice President, Production Color Solutions Business Unit, Production Systems Group, Business Group Operations	Frank D.	Steenburgh	47 Cobble Creek Road, Victor, NY 14564
Vice President, Investor Relations and Corporate Secretary	Leslie F.	Varon	272 Canterbury Lane, Fairfield, CT 06432
Vice President; Senior Vice President and Chief Operating Officer, Xerox Europe	Armando	Zagalo de Lima	Nightingales, 6 Hill Waye, Gerrards Cross, Bucks SL9 8BH, England
Assistant Treasurer & Director, Global Risk Management	Lance H.	Davis	118 Sleepy Hollow Road, Ridgfield, CT 06877

XEROX CORPORATION

SCHEDULE OF OFFICERS

09/29/03

Vice President and Chief Accounting Officer

Gary R.

Kabureck

11 Barrington Hills, Pittsford, NY 14534

Assistant Secretary, Associate General Counsel,
Corporate Finance, and Ventures

Martin S.

Wagner

21 Kellogg Drive, Wilton, CT 06897



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No.

26089

2. Name of Corporation

XEROX CORPORATION

3. Street Address Principal Business Office

XEROX SQUARE

City

ROCHESTER

State

NY

Zip

14644

4. Business Phone No.

(203) 968-4657

5. State of Incorporation

NEW YORK

6. SIC Code

8888

7. Brief Description of the Character of Business Conducted in Rhode Island

SALE, LEASE & SERVICE OF OFFICE EQUIPMENT

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT)

FILL IN SPACES BEFORE USING ATTACHMENTS

President Name

NONE

Vice President Name

RUSSELL Y. OKASAKO

Street Address

Street Address

800 LONG RIDGE RD

City

State

Zip

City

State

Zip

STAMFORD,

CT

06904

Secretary Name V.P. & SECRETARY

LESLIE F. VARON

Treasurer Name ASSISTANT TREAS

TIMOTHY J. MACCARRICK

Street Address

Street Address

800 LONG RIDGE RD.

XEROX SQUARE, 100 CLINTON AVE

City

State

Zip

City

State

Zip

STAMFORD

CT

06904

ROCHESTER,

NY

14644

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT)

FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name

HILMAR KOPPER

Director Name

J.N. NICHOLAS, JR.,

Street Address

Street Address

DEUTSCHE BANK AG. TAUNUSANIAGA !@

SUITE 19F, 35 W. 67TH STREET

City

State

Zip

City

State

Zip

FRANKFURT 60262

GERMANY

NEW YORK

NY

10023

Director Name

MARTHAR. SEGER

Director Name

VERNON E. JORDAN, JR.

Street Address

Street Address

OAK MEADOWS, 1968 BANCROFT DRIVE

30 ROCHEFELLER CENTER

City

State

Zip

City

State

Zip

ANN ARBOR,

MI

48108-9306

NEWYORK

NY

10021

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES

ISSUED SHARES

Number of Shares

Class/Series

Par Value

Number of Shares

Class/Series

Par Value

1,772,643,067 \$1.00 PAR VALUE

738,272,670

COMMON B

1.00

7,023,437

PREFERRED

1.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 6 0 8 9 *

File Date:

1.21.03

Check No.:

1025-16849

By:

[Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer

RUSSELL Y. OKASAKO

Date

1/13/2003

Print or Type Name of Officer

VICE PRESIDENT, TAXES

Title of Officer

5

Form 630 12/02

XEROX CORPORATION SCHEDULE OF OFFICERS

As of 1/2/2003

Chairman and Chief Executive Officer	Anne M.	Mulcahy	235 Fencerow Drive, Fairfield, CT 06430
Executive Vice President; President, Developing Markets Operations	Carlos	Pascual	7 Ridge Road, Weston, CT 06883
Senior Vice President; President, Document Systems and Solutions Group	Ursula M.	Burns	Two Greenfield Lane, Rochester, NY 14610
Senior Vice President; President, Xerox Global Services	Thomas J.	Dolan	22 Buckthorn Run, Victor, NY 14564
Senior Vice President; President, Corporate Operations Group	James A.	Firestone	14 Meadow Drive - Rock Ridge, Greenwich, CT 06831
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Vice President and Controller	Harry R.	Beeth	16 Autumn Ridge, Katonah, NY 10536
Vice President; Presidente, Xerox do Brasil, Ltda., Developing Markets Operations	Guilh��rme M.N.	Bettencourt	Rua Jose Pancetti, 350, Joa, Rio de Janeiro, RJ 22611-110, Brazil
Vice President; Senior Vice President & General Manager, North American Agent Operations	Richard F.	Cerrone	10654 E. Terra Drive, Scottsdale, AZ 85258
Vice President and General Counsel	Christina E.	Clayton	25 Talcott Farm Road, Old Lyme, CT 06371
Vice President and Chief Information Officer, Corporate Operations Group	Patncia A.	Cusick	Six Kinwood Lane, Pittsford, NY 14534
Vice President, External Affairs	J. Michael	Farren	710 South River Landing, Edgewater, MD 21037-1554
Vice President, Development, Document Systems and Solutions Group	Anthony M.	Federico	664 Admiralty Way, Webster, NY 14580
Vice President; Executive Chief Staff Officer, Developing Markets Operations	Emerson U.	Fullwood	7 Kingsfield Drive, Pittsford, NY 14534
Vice President; President, e-Business and TeleWeb, Corporate Operations Group	James H.	Lesko	116 Logan Road, New Canaan, CT 06840
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Vice President, Chief Marketing Officer, Corporate Marketing and Communications, Corporate Operations Group	Diane E.	McGarry	301 W. 57th Street, New York, NY 10019
Vice President; President, Office Printing Business Group	James J.	Miller	Four Tobey Brook, Pittsford, NY 14534
Vice President, Human Resources	Patricia M.	Nazemetz	134 Hunter Avenue, Sleepy Hollow, NY 10591
Vice President, Taxes	Russell Y.	Okasako	34 Salem Road, Wilton, CT 06897
Vice President, Center Manager, Digital Imaging Technology Center, Xerox Innovation Group	Ronald E.	Rider	1335 Corinne Lane, Menlo Park, CA 94025
Vice President; Senior Vice President, Docucolor iGen3 Business, Document Systems and Solutions Group	Frank D.	Steenburgh	47 Cobble Creek Road, Victor, NY 14564
Vice President and Secretary	Leslie F.	Varon	272 Canterbury Lane, Fairfield, CT 06432
Vice President; Senior Vice President and Chief Operating Officer, European Solutions Group	Armando	Zagalo de Lima	Nightingales, 6 Hill Waye, Gerrards Cross, Bucks SL9 8BH, England
Assistant Treasurer & Director, Global Risk Management	Lance H.	Davis	118 Sleepy Hollow Road, Ridgefield, CT 06877
Assistant Controller and Chief Accountant	Gary R.	Kabureck	11 Barrington Hills, Pittsford, NY 14534

XEROX CORPORATION SCHEDULE OF OFFICERS

01/09/03

Assistant Treasurer

Timothy J.

MacCarrick

Two Quoin Crescent, Victor, NY 14564

Assistant Secretary; Associate General Counsel,
Corporate Finance, and Ventures

Martin S.

Wagner

21 Kellogg Drive, Wilton, CT 06897

Xerox Corporation
Schedule of Directors
JANUARY 1, 2002

<u>Director</u>	<u>Mailing Address</u>	<u>Home Address</u>
Antonia Johnson	Axel Johnson Group P. O. Box 26008 - Villagatan 6 Stockholm S-100 41, Sweden	Lovsta Gard 2-194 91 Upplands Vasby, Sweden
Vernon E. Jordan, Jr. _NY	Lazard Freres & Co., LLC 30 Rockefeller Center New York, NY 10020	Regency Hotel, Suite 631-33 540 Park Avenue @ 61St., New York, NY 20021
Vernon E. Jordan, Jr. _WA	Akin, Gump, Strauss, Hauer & Feld, L.L.P. 1333 New Hampshire Ave. NW, Suite 400 Washington, DC 20036	2940 Benton Place N. W. Washington, DC 20008
Yotaro Kobayashi	Fuji Xerox Co., Ltd. 2-17-22 Akasaka, Minato-ku Tokyo 107, Japan	14-16, Kakinokizaka 2-chome Meguro-ku Tokyo , Japan 152-0022
Hilmar Kopper	Deutsche Bank AG Taunusanlage 12 Frankfurt 60262, Germany	Siesmayerstrasse 6 60323 Frankfurt am Main, Germany
Ralph S. Larsen	Johnson & Johnson One Johnson & Johnson Plaza New Brunswick, NJ 08933	740 Smoke Hollow Trail Franklin Lakes, NJ 07417
George J. Mitchell	Verner, Liipfert, Bernhard, McPherson and Hand 901 15th Street NW, Suite 700 Washington, DC 20005	231 C Street NE Washington, DC 20002 NY: 1965 Broadway, Apt. 19B, New York, NY 10023
Anne M. Mulcahy	Xerox Corporation P. O. Box 1600 Stamford, CT 06904	235 Fencerow Drive Fairfield, CT 06430
N. J. Nicholas, Jr.	Navy Walk Partners Suite 19F, 45 W. 67th Street New York, NY 10023	88 Central Park West, #8N New York, NY 10023
John E. Pepper	The Procter & Gamble Company One Procter & Gamble Plaza Cincinnati, OH 45202	233 Oliver Road Wyoming, OH 45215
Martha R. Seger	Oak Meadows, 1968 Bancroft Drive Ann Arbor, MI 48108-9306	Oak Meadows, 1968 Bancroft Drive Ann Arbor, MI 48108-9306
Thomas C. Theobald	William Blair Capital Partners, L.L.C. Suite 1300, 222 West Adams Street Chicago, IL 60606-5312	44 Conyers Farm Drive Greenwich, CT 06831
Thomas C. Theobald_CT_Ofc	55 Railroad Avenue Greenwich, CT 06830	

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 26089 2. Name of Corporation XEROX CORPORATION

3. Street Address Principal Business Office

XEROX SQUARE

City

ROCHESTER

State

NY

Zip

14644

4. Business Phone No.

(203) 968-4657

5. State of Incorporation

NEW YORK

6. SIC Code

8888

7. Brief Description of the Character of Business Conducted in Rhode Island

SALE, LEASE & SERVICE OF OFFICE EQUIPMENT

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name

NONE

Vice President Name

RUSSELL Y. OKASAKO

Street Address

Street Address

800 LONG RIDGE RD.

City

State

Zip

City

STAMFORD,

State

CT

Zip

06904

Secretary Name VP & Secretary

LESLIE F. VARON

Street Address

800 LONG RIDGE RD.

Treasurer Name

GREGORY B. TAYLER

Street Address

800 LONG RIDGE RD.

City

State

Zip

STAMFORD,

CT

06904

City

STAMFORD,

State

CT

Zip

06904

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name

HILMAR KOPPER

Street Address

DEUTSCHE BANK AG, TAUNUSANIAGA 12

City

State

Zip

FRANKFURT 60262

GERMANY

Director Name

N.J. NICHOLAS, JR.,

Street Address

SUITE 19F, 45 W. 67TH STREET

City

State

Zip

NEW YORK

NY

10023

Director Name

MARTHA R. SEGER

Street Address

OAK MEADOWS, 1968 BANCROFT DRIVE

City

State

Zip

ANN ARBOR,

MI

48108-9306

Director Name

VERNON E. JORDAN, JR.

Street Address

30 ROCHEFELLER CENTER

City

State

Zip

NEW YORK

NY

10021

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

1,072,043,067 \$1.00 PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

Class/Series

Par Value

7,729,616

PREFERRED

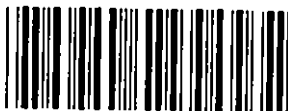
1.00

722,314,289

COMMON B

1.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 6 0 8 9 *

File Date: 3-28-02

Check No.: 102367801

By: 2

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer
RUSSELL Y. OKASAKO

Date: 3/11/2002

Print or Type Name of Officer

VICE PRESIDENT, TAXES

Title of Officer

XEROX CORPORATION SCHEDULE OF OFFICERS

01/30/02

Chairman and Chief Executive Officer	Anne M.	Mulcahy	235 Fencerow Drive, Fairfield, CT 06430
Executive Vice President, Corporate Business Ethics and Compliance	Allan E.	Dugan	56 Woodbury Place, Rochester, NY 14618
Executive Vice President; President, Developing Markets Operations	Carlos	Pascual	7 Ridge Road, Weston, CT 06883
Senior Vice President; President, Document Systems and Solutions Group	Ursula M.	Burns	Two Greenfield Lane, Rochester, NY 14610
Senior Vice President; President, Xerox Global Services	Thomas J.	Dolan	22 Buckthorn Run, Victor, NY 14564
Senior Vice President; President, Corporate Operations Group	James A.	Firestone	14 Meadow Drive - Rock Ridge, Greenwich, CT 06831
Senior Vice President; President, Xerox Innovation Group and Chief Technology Officer	Herve J.	Gallaire	33 West Putnam Avenue, #3A, Greenwich, CT 06830
Senior Vice President; President, Production Solutions Group, Document Systems and Solutions Group	Anshoo S.	Gupta	210 Royal View, Pittsford, NY 14534
Senior Vice President; President, Office Systems Group	Gilbert J.	Hatch	772 Admiralty Way, Webster, NY 14580
Senior Vice President; President, North American Solutions Group	Michael C.	Mac Donald	20 Thomas Grove, Pittsford, NY 14534
Senior Vice President and Chief Staff Officer	Hector J.	Motroni	44 Turkey Hill Road South, Westport, CT 06880
Senior Vice President; President, Xerox Supplies Business Group, Document Systems and Solutions Group	Brian E.	Stem	One Pan Handle Lane, Westport, CT 06880
Vice President; Presidente, Xerox do Brasil, Developing Markets Operations	Guilherme M.N.	Bettencourt	Rua Jose Pancetti, 350, Joa, Rio de Janeiro, RJ 22611-110, Brazil
Vice President and Chief Scientist	John Seely	Brown	1110 Waverly Street, Palo Alto, CA 94301
Vice President and General Counsel	Christina E.	Clayton	25 Talcott Farm Road, Old Lyme, CT 06371
Vice President and Chief Information Officer, Corporate Operations Group	Patricia A.	Cusick	Six Kinwood Lane, Pittsford, NY 14534
Vice President, External Affairs	J. Michael	Farren	710 South River Landing, Edgewater, MD 21037-1554
Vice President, Development, Document Systems and Solutions Group	Anthony M.	Federico	664 Admiralty Way, Webster, NY 14580
Vice President; Executive Chief Staff Officer, Developing Market Operations	Emerson U.	Fullwood	7 Kingsfield Drive, Pittsford, NY 14534
Vice President; President, e-Business and TeleOperations, Corporate Operations Group	James H.	Lesko	116 Logan Road, New Canaan, CT 06840
Vice President, Center Manager, Xerox Canada Research Centre, Xerox Innovation Group	Rafik O.	Loutfy	189 York Mills Road, North York, Ontario M2L 1K8, Canada
Vice President; President, European Solutions Group	Jean-Noel	Machon	Flat 9, 27/28 Kensington Garden Square, London, W2 4BHG, England
Vice President; Corporate Marketing and Communications, Corporate Operations Group	Diane E.	McGarry	301 W. 57th Street, New York, NY 10019
Vice President; President, Office Printing Business	James J.	Miller	Four Tobey Brook, Pittsford, NY 14534
Vice President, Human Resources	Patricia M.	Nazemetz	134 Hunter Avenue, Sleepy Hollow, NY 10591
Vice President, Taxes	Russell Y.	Okasako	34 Salem Road, Wilton, CT 06897
Vice President, Center Manager, Digital Imaging Technology Center, Xerox Innovation Group	Ronald E.	Rider	1335 Corinne Lane, Menlo Park, CA 94025
Vice President; Senior Vice President, iGEN3 Business, Document Systems and Solutions Group	Frank D.	Steenburgh	47 Cobble Creek Road, Victor, NY 14564
Vice President and Treasurer	Gregory B.	Taylor	95 Rising Ridge Road, Ridgefield, CT 06877,
Vice President and Secretary	Leslie F.	Varon	272 Canterbury Lane, Fairfield, CT 06432
Vice President; Senior Vice President, Chief Operating Officer, European Solutions Group	Armando	Zagalo de Lima	Nightingales, 6 Hill Waye, Gerrards Cross, Bucks SL9 8BH, England
Assistant Treasurer & Director, Global Risk Management	Lance H.	Davis	One Woodland Drive, Yorktown Heights, NY 10598

XEROX CORPORATION SCHEDULE OF OFFICERS

01/30/02

Assistant Controller and Chief Accountant	Gary R.	Kabureck	11 Barrington Hills, Pittsford, NY 14534
Assistant Treasurer	Timothy J.	MacCarrick	Two Quoin Crescent, Victor, NY 14564
Assistant Controller	Richard	Ragazzo	22 Roxbury Lane, Pittsford, NY 14534
Assistant Secretary; Associate General Counsel, Corporate, Finance, and Ventures	Martin S.	Wagner	21 Kellogg Drive, Wilton, CT 06897

Xerox Corporation
Schedule of Directors
JANUARY 1, 2002

<u>Director</u>	<u>Mailing Address</u>	<u>Home Address</u>
Antonia Johnson	Axel Johnson Group P. O. Box 26008 - Villagatan 6 Stockholm S-100 41, Sweden	Lovsta Gard 2-194 91 Upplands Vasby, Sweden
Vernon E. Jordan, Jr. _NY	Lazard Freres & Co., LLC 30 Rockefeller Center New York, NY 10020	Regency Hotel, Suite 631-33 540 Park Avenue @ 61St., New York, NY 20021
Vernon E. Jordan, Jr. _WA	Akin, Gump, Strauss, Hauer & Feld, L.L.P. 1333 New Hampshire Ave. NW, Suite 400 Washington, DC 20036	2940 Benton Place N. W. Washington, DC 20008
Yotaro Kobayashi	Fuji Xerox Co., Ltd. 2-17-22 Akasaka, Minato-ku Tokyo 107, Japan	14-16, Kakinokizaka 2-chome Meguro-ku Tokyo , Japan 152-0022
Hilmar Kopper	Deutsche Bank AG Taunusanlage 12 Frankfurt 60262, Germany	Siesmayerstrasse 6 60323 Frankfurt am Main, Germany
Ralph S. Larsen	Johnson & Johnson One Johnson & Johnson Plaza New Brunswick, NJ 08933	740 Smoke Hollow Trail Franklin Lakes, NJ 07417
George J. Mitchell	Verner, Liipfert, Bernhard, McPherson and Hand 901 15th Street NW, Suite 700 Washington, DC 20005	231 C Street NE Washington, DC 20002 NY: 1965 Broadway, Apt. 19B, New York, NY 10023
Anne M. Mulcahy	Xerox Corporation P. O. Box 1600 Stamford, CT 06904	235 Fencerow Drive Fairfield, CT 06430
N. J. Nicholas, Jr.	Navy Walk Partners Suite 19F, 45 W. 67th Street New York, NY 10023	88 Central Park West, #8N New York, NY 10023
John E. Pepper	The Procter & Gamble Company One Procter & Gamble Plaza Cincinnati, OH 45202	233 Oliver Road Wyoming, OH 45215
Martha R. Seger	Oak Meadows, 1968 Bancroft Drive Ann Arbor, MI 48108-9306	Oak Meadows, 1968 Bancroft Drive Ann Arbor, MI 48108-9306
Thomas C. Theobald	William Blair Capital Partners, L.L.C. Suite 1300, 222 West Adams Street Chicago, IL 60606-5312	44 Conyers Farm Drive Greenwich, CT 06831
Thomas C. Theobald_CT_Ofc	55 Railroad Avenue Greenwich, CT 06830	



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **26089** 2. Name of Corporation **XEROX CORPORATION**

3. Street Address Principal Business Office

XEROX SQUARE

City

ROCHESTER,

State

NY

Zip

14644

4. Business Phone No.

203/968-4657

5. State of Incorporation
NEW YORK

6. SIC Code
8888

7. Brief Description of the Character of Business Conducted in Rhode Island
SALE, LEASE & SERVICE OF OFFICE EQUIPMENT

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name

ANNE M. MULCAHY

Vice President Name

RUSSELL Y. OKASAKO

Street Address

800 LONG RIDGE RD.

Street Address

800 LONG RIDGE RD.

City

STAMFORD,

State

CT

Zip

06904

City

STAMFORD

State

CT

Zip

06904

Secretary Name

E. MARGIE FILTER

Treasurer Name

E. MARGIE FILTER

Street Address

800 LONG RIDGE RD.

Street Address

800 LONG RIDGE RD.

City

STAMFORD,

State

CT

Zip

06904

City

STAMFORD,

State

CT

Zip

06904

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name

HILMAR KOPPER

Director Name

N.J. NICHOLAS, JR.,

Street Address

DEUTSCHE BANK AG, TAUNUSANLAGE 12

Street Address

SUITE 19F, 45W, 67TH STREET

City

FRANKFURT 60262

State

GERMANY

Zip

City

NEW YORK

State

NY

Zip

10023

Director Name

MARTHA R. SEGER

Director Name

VERNON E. JORDAN, JR

Street Address

220 PARK AVENUE

Street Address

30 ROCHEFELLER CENTER

City

BIRMINGHAM,

State

MI

Zip

48009

City

NEW YORK

State

NY

Zip

10020

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

22,043,067

Class/Series

PREFERRED

Par Value

1.00

1,050,000,000

COMMON

1.00

-0-

COMMON B

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

8,260,204

Class/Series

PREFERRED

Par Value

1.00

668,576,389

COMMON

1.00

COMMON B

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee.



* 2 6 0 8 9 *

File Date: 2/28

Check No.: 102104534

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 2/20/2001
Signature of Officer Date

RUSSELL Y. OKASAKO
Print or Type Name of Officer
VICE PRESIDENT, TAXES

Title of Officer

XEROX CORPORATION SCHEDULE OF OFFICERS

02/08/01

Chairman and Chief Executive Officer	Paul A.	Allaire	One Nylked Terrace, Rowayton, CT 06853
President and Chief Operating Officer	Anne M.	Mulcahy	235 Fencerow Drive, Fairfield, CT 06430
Vice Chairman and Chief Financial Officer	Barry D.	Romeril	17 Thomas Place, Rowayton, CT 06853
Executive Vice President and President, Worldwide Business Services	Allan E.	Dugan	56 Woodbury Place, Rochester, NY 14618
Executive Vice President; President, Developing Markets Operations	Carlos	Pascual	7 Ridge Road, Weston, CT 06883
Senior Vice President; Corporate Strategic Services, Worldwide Business Services	Ursula M.	Burns	Two Greenfield Lane, Rochester, NY 14610
Senior Vice President; President, Global Solutions Group	Thomas J.	Dolan	22 Buckthorn Run, Victor, NY 14564
Senior Vice President, Corporate Strategy and Marketing Group	James A.	Firestone	14 Meadow Drive - Rock Ridge, Greenwich, CT 06831
Senior Vice President, Xerox Research and Technology, and Chief Technical Officer	Herve J.	Gallaire	33 West Putnam Avenue, #3A, Greenwich, CT 06830
Senior Vice President; President, Production Solutions Group, Global Solutions Group	Anshoo S.	Gupta	210 Royal View, Pittsford, NY 14534
Senior Vice President; President, Office Systems Group	Gilbert J.	Hatch	772 Admiralty Way, Webster, NY 14580
Senior Vice President; President, North American Solutions Group	Michael C.	Mac Donald	20 Thomas Grove, Pittsford, NY 14534
Senior Vice President and Chief Staff Officer	Hector J.	Motroni	44 Turkey Hill Road South, Westport, CT 06880
Senior Vice President; President, Office Printing Business	Gerald K.	Perkel	1793 S. W. Atherton, Lake Oswego, OR 97034,
Senior Vice President; President, Xerox Technology Enterprises	Brian E.	Stem	One Pan Handle Lane, Westport, CT 06880
Vice President; Presidente, Xerox do Brasil, Developing Markets Operations	Guilherme M.N.	Bettencourt	Rua Jose Pancetti, 350, Joa, Rio de Janeiro, RJ 22611-110, Brazil
Vice President and Chief Scientist	John Seely	Brown	1110 Waverly Street, Palo Alto, CA 94301
Vice President and General Counsel	Christina E.	Clayton	25 Talcott Farm Road, Old Lyme, CT 06371
Vice President and Chief Information Officer, Worldwide Business Services	Patricia A.	Cusick	Six Kinwood Lane, Pittsford, NY 14534
Vice President, External Affairs	J. Michael	Farren	710 South River Landing, Edgewater, MD 21037-1554
Vice President and Chief Engineer, Corporate Engineering Center, Xerox Research and Technology	Anthony M.	Federico	664 Admiralty Way, Webster, NY 14580
Vice President, Treasurer and Secretary	E. Margie	Filter	12 Bermdale Drive, Westport, CT 06880
Vice President; President, Regional Operations, Developing Market Operations	Emerson U.	Fullwood	Six Kingsfield Drive, Pittsford, NY 14534
Vice President; Deputy Managing Director, European Solutions Group	William R.	Goode	Lower Peppershill Farm, Westfield Lane, Long Crendon, Bucks. HP18 9EW, England
Vice President; President, Xerox Supplies Group, Worldwide Business Services	James H.	Lesko	116 Logan Road, New Canaan, CT 06840
Vice President and Center Manager, Xerox Canada Research Centre	Rafik O.	Loutfy	189 York Mills Road, North York, Ontario M2L 1K8, Canada
Vice President; President, European Solutions Group	Jean-Noel	Machon	27 Kensington Square Gardens, London, W2 4BG, England
Vice President; Operations Support, Office of the President and COO	Diane E.	McGarry	301 W. 57th Street, New York, NY 10019
Vice President; General Manager, Small Office/Home Office Business Group	James J.	Miller	Four Tobey Brook, Pittsford, NY 14534
Vice President, Human Resources	Patricia M.	Nazemetz	134 Hunter Avenue, Sleepy Hollow, NY 10591
Vice President, Taxes	Russell Y.	Okasako	34 Salem Road, Wilton, CT 06897
Vice President, Digital Imaging Technology Center, Xerox Research & Technology	Ronald E.	Rider	1335 Corinne Lane, Menlo Park, CA 94025
Vice President; Senior Vice President, Graphic Arts	Frank D.	Steenburgh	47 Cobble Creek Road, Victor, NY 14564

XEROX CORPORATION

SCHEDULE OF OFFICERS

02/08/01

Business, Global Solutions Group

Vice President and Controller	Gregory B.	Tayler	95 Rising Ridge Road, Ridgefield, CT 06877,
Vice President; Senior Vice President,	Joseph M.	Valenti	31 Sunrise Park, Pittsford, NY 14534

NASG Services, North American Solutions Group

Vice President; Senior Vice President, Chief Operating Officer, European Solutions Group	Armando	Zagalo de Lima	33 Sandy Lane, St. Ann's Park, Virginia Waters, Surrey, England GU25 4TG
Assistant Treasurer and Chief Investment Officer	Myra R.	Drucker	24 Wolfpits Road, Bethel, CT 06801
Assistant Controller	Gary R.	Kabureck	11 Barrington Hills, Pittsford, NY 14534
Assistant Treasurer	Richard	Ragazzo	22 Roxbury Lane, Pittsford, NY 14534
Assistant Secretary; Associate General Counsel, Corporate, Finance, and Ventures	Martin S.	Wagner	21 Kellogg Drive, Wilton, CT 06897

Xerox Corporation
Schedule of Directors
1/15/2001

<u>Director</u>	<u>Mailing Address</u>	<u>Home Address</u>
Paul A. Allaire	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	One Nylked Terrace Rowayton, CT 06853
B. R. Inman	Suite 500 701 Brazos Street Austin, TX 78701	3200 Riva Ridge Road, Austin, TX 78746 NY: 250 E. 54th Street, Apt. 18F, New York, NY 10022
Antonia Johnson	Axel Johnson Group P. O. Box 26008 - Villagatan 6 Stockholm S-100 41, Sweden	Lovsta Gard 2-194 91 Upplands Vasby, Sweden
Vernon E. Jordan, Jr. _NY	Lazard Freres & Co., LLC 30 Rockefeller Center New York, NY 10020	2940 Benton Place N. W. Washington, DC 20008
Yotaro Kobayashi	Fuji Xerox Co., Ltd. 2-17-22 Akasaka, Minato-ku Tokyo 107, Japan	14-16, Kakinokizaka 2-chome Meguro-ku Tokyo , Japan 152-0022
Hilmar Kopper	Deutsche Bank AG Taunusanlage 12 Frankfurt 60262, Germany	Siesmayerstrasse 6 60323 Frankfurt am Main, Germany
Ralph S. Larsen	Johnson & Johnson One Johnson & Johnson Plaza New Brunswick, NJ 08933	740 Smoke Hollow Trail Franklin Lakes, NJ 07417
George J. Mitchell	Verner, Liipfert, Bernhard, McPherson and Hand 901 15th Street NW, Suite 700 Washington, DC 20005	231 C Street NE Washington, DC 20002 NY: 1965 Broadway, Apt. 19B, New York, NY 10023
Anne M. Mulcahy	Xerox Corporation P. O. Box 1600 Stamford, CT 06904	235 Fencerow Drive Fairfield, CT 06430
N. J. Nicholas, Jr.	Navy Walk Partners Suite 19F, 45 W. 67th Street New York, NY 10023	88 Central Park West, #8N New York, NY 10023
John E. Pepper	The Procter & Gamble Company One Procter & Gamble Plaza Cincinnati, OH 45202	233 Oliver Road Wyoming, OH 45215
Barry D. Romeril	Xerox Corporation P. O. Box 1600 Stamford, CT 06904	17 Thomas Place Rowayton, CT 06853
Patricia F Russo	Avaya 211 Mt. Airy Road, Room 3C176 Basking Ridge, NJ 07920	21 Charlotte Hill Drive Bernardsville, NJ 07924
Martha R. Seger	Martha R. Seger Financial Group, Inc. 220 Park Avenue Birmingham, MI 48009	1195 Rolling Hills Drive Bloomfield, MI 48302
Thomas C. Theobald	William Blair Capital Partners, L.L.C. Suite 1300, 222 West Adams Street Chicago, IL 60606-5312	44 Conyers Farm Drive Greenwich, CT 06831



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.

2. Name of Corporation

26089

XEROX CORPORATION

3. Street Address Principal Business Office

XEROX SQUARE

City

ROCHESTER,

State

NEW YORK

Zip

14644

4. Business Phone No.

SALE. (203) 8968-3758

5. State of Incorporation

NEW YORK

6. SIC Code

7. Brief Description of the Character of Business Conducted in Rhode Island

SALE, LEASE & SERVICE OF OFFICE EQUIPMENT

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

FILL IN SPACES BEFORE USING ATTACHMENTS

President Name

G. RICHARD THOMAN

Vice President Name

RUSSELL Y. OKASAKO

Street Address

800 LONG RIDGE RD.

Street Address

800 LONG RIDGE RD.

City

STAMFORD,

State

CT

Zip

06904

City

STAMFORD,

State

CT

Zip

06904

Secretary Name

E. MARGIE FILTER

Treasurer Name

E. MARGIE FILTER

Street Address

800 LONG RIDGE RD.

Street Address

800 LONG RIDGE RD.

City

STAMFORD,

State

CT

Zip

06904

City

STAMFORD,

State

CT

Zip

06904

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name

HILMAR KOPPER

Director Name

N. J. NICHOLAS, JR.,

Street Address

DEUTSCHE BANK AG, TAUNUSANLAGE 12

Street Address

SUITE 19F, 45W. 67TH STREET

City

FRANKFURT

60262

State

GERMANY

Zip

City

NEW YORK

State

NY

Zip

10023

Director Name

MARTHA R. SEGER

Director Name

VERNON E. JORDAN, JR

Street Address

220 PARK AVENUE

Street Address

1333 NEW HAMPSHIRE AVE., NW, SUITE 400

City

BIRMINGHAM,

State

MI

Zip

48009

City

WASHINGTON,

State

DC

Zip

20036

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

22,043,067

Class/Series

PREFERRED

Par Value

1.00

1,050,000,000

COMMON

1.00

-0-

COMMON B

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

8,551,216

Class/Series

PREFERRED

Par Value

1.00

665,155,578

COMMON

1.00

-0-

COMMON B

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 6 0 8 9 *

File Date: 2/10/00

Check No.: 101600991

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer

Russell Y. Okasako

Print or Type Name of Officer

Vice President, Taxes

Title of Officer

2/1/2000

Date

**Xerox Corporation
Schedule of Directors**

January 20, 1999

<u>Director</u>	<u>Mailing Address</u>	<u>Home Address</u>
Paul A. Allaire	Xerox Corporation 800 Long Ridge Rd P.O. Box 1600 Stamford, CT 06904	One Nylked Terrace Rowayton, CT 06853
Bobby Ray Inman	Suite 500 701 Brazos Street Austin, TX 78701	3200 Riva Ridge Road, Austin, TX 78746 NY: 250 E. 54th Street, Apt. 18F, New York, NY 10022
Antonia Johnson	Axel Johnson AB P. O. Box 26008 - Villagatan 6 Stockholm S-100 41, Sweden	Lovsta Gard 2-194 91 Upplands Vasby, Sweden
Vernon E. Jordan, Jr.	Akin, Gump, Strauss, Hauer & Feld, L.L.P. 1333 New Hampshire Ave. NW, Suite 400 Washington, DC 20036	2940 Benton Place N. W. Washington, DC 20008
Yotaro Kobayashi	Fuji Xerox Co., Ltd. 2-17-22 Akasaka, Minato-ku Tokyo 107, Japan	14-16, Kakinokizaka 2-chome Meguro-ku Tokyo 152 Japan
Hilmar Kopper	Deutsche Bank AG Taunusanlage 12 Frankfurt 60262, Germany	Im Bruchl 26 D-61476 Kronberg/Ts. 1, Germany
Ralph S. Larsen	Johnson & Johnson One Johnson & Johnson Plaza New Brunswick, NJ 08933	740 Smoke Hollow Trail Franklin Lakes, NJ 07417
George J. Mitchell	Verner, Liipfert, Bernhard, McPherson and Hand 901 15th Street NW, Suite 700 Washington, DC 20005	231 C Street NE Washington, DC 20002 NY: 1965 Broadway, Apt. 19B, New York, NY 10023
Nicholas J. Nicholas, Jr.	Suite 19F, 45 W. 67th Street New York, NY 10023	88 Central Park West, #8N New York, NY 10023
John E. Pepper	Procter & Gamble Co. One Procter & Gamble Plaza Cincinnati, OH 45202	233 Oliver Road Wyoming, OH 45215
Patricia F Russo	Lucent Technologies 600 Mountain Ave., Room 61C326 Murray Hill, NJ 07974	21 Charlotte Hill Drive Bernardsville, NJ 07924
Martha R. Seger	Martha R. Seger Financial Group, Inc. 220 Park Avenue Birmingham, MI 48009	1195 Rolling Hills Drive Bloomfield, MI 48302
Thomas C. Theobald	William Blair Capital Partners, L.L.C. Suite 3300, 222 West Adams Street Chicago, IL 60606-5312	2430 Lakeview Avenue Chicago, IL 60614
G. Richard Thoman	Xerox Corporation 800 Long Ridge Rd. P. O. Box 1600 Stamford, CT 06904	28 Fox Run Lane Greenwich, CT 06831

XEROX CORPORATION

SCHEDULE OF OFFICERS

01/12/00

Chairman of the Board and Chairman of the Executive Committee	Paul A.	Allaire	One Nylked Terrace, Rowayton, CT 06853
President and Chief Executive Officer	G. Richard	Thoman	28 Fox Run Lane, Greenwich, CT 06831
Vice Chairman and President, Industry Solutions Operations	William F.	Buehler	535 Smith Ridge Road, New Canaan, CT 06840
Vice Chairman and Chief Financial Officer	Barry D.	Romeril	17 Thomas Place, Rowayton, CT 06853
Executive Vice President, Business Group Operations	Allan E.	Dugan	56 Woodbury Place, Rochester, NY 14618
Executive Vice President, General Markets Operations	Anne M.	Mulcahy	235 Fencerow Drive, Fairfield, CT 06430
Executive Vice President; Deputy Executive Officer, Industry Solutions Operations	Carlos	Pascual	7 Ridge Road, Weston, CT 06883
Executive Vice President; Chairman and Chief Executive Officer, Xerox Financial Services, Inc.	Stuart B.	Ross	2 Pierway Landing, Westport, CT 06880
Senior Vice President; President, European Solutions Group, Industry Solutions Operations	Pierre	Danon	30 Boulevard Victor Hugo, Neuilly S/Selne 92200, France
Senior Vice President; President, North American Solutions Group, Industry Solutions Operations	Thomas J.	Dolan	22 Buckthorn Run, Victor, NY 14564
Senior Vice President; President, Xerox Channels Group, General Markets Operations	James A.	Firestone	14 Meadow Drive - Rock Ridge, Greenwich, CT 06831
Senior Vice President; President, Developing Markets Operations	Patrick J.	Martin	14 Creekside Lane, Rochester, NY 14618
Senior Vice President, Corporate Business Strategy & Development	Michael	Miron	569 Round Hill Road, Greenwich, CT 06831
Senior Vice President, Corporate Strategic Services, Business Group Operations	Alan R.	Monahan	340 Filbert Place, East Rochester, NY 14445
Senior Vice President and Chief Staff Officer	Hector J.	Motroni	44 Turkey Hill Road South, Westport, CT 06880
Senior Vice President, Xerox Research & Technology	Mark B.	Myers	37 Lakeview Avenue, New Canaan, CT 06840
Senior Vice President and General Counsel	Richard S.	Paul	584 Barlow Road, Fairfield, CT 06430
Senior Vice President; President, Document Solutions Group, Industry Solutions Operations	Michael A.	Ruffolo	284 Hawks Hill Road, New Canaan, CT 06840
Senior Vice President, New Enterprises and Intellectual Property	Brian E.	Stern	One Pan Handle Lane, Westport, CT 06880
Vice President; General Manager, Xerox do Brasil, Developing Markets Operations	Guilherme M.	Bettencourt	Rua Jose Pancetti, 350, Joa, Rio de Janeiro, RJ 22611-110, Brazil
Vice President and Chief Scientist, Palo Alto Research Center, Xerox Research & Technology	John Seely	Brown	1110 Waverly Street, Palo Alto, CA 94301
Vice President, Senior Vice President, Manufacturing Support, Corporate Strategic Services, Business Group Operations	Ursula M.	Burns	Two Greenfield Lane, Rochester, NY 14610
Vice President and Chief Information Officer, Business Group Operations	Patricia A.	Cusick	Six Kinwood Lane, Pittsford, NY 14534
Vice President; Strategy and Group Support; Office Document Products Group, Business Group Operations	David T.	Erwin	33 Park Forest Drive, Pittsford, NY 14534
Vice President, External Affairs	J. Michael	Farren	710 South River Landing, Edgewater, MD 21037-1554
Vice President and Chief Engineer, Corporate Engineering Center, Xerox Research and Technology	Anthony M.	Federico	664 Admiralty Way, Webster, NY 14580
Vice President, Treasurer and Secretary	E. Margie	Filter	12 Berndale Drive, Westport, CT 06880
Vice President and Controller	Philip D.	Fishbach	Six Landsdowne Lane, Rochester, NY 14618
Vice President; President, Worldwide Customer Services Group, Industry Solutions Operations	Emerson U.	Fullwood	Six Kingsfield Drive, Pittsford, NY 14534
Vice President and Chief Architect, Xerox Architecture Center, Xerox Research & Technology	Herve	Gallaire	33 West Putnam Avenue, #3A, Greenwich, CT 06830
Vice President; Deputy Managing Director, European	William R.	Goode	Lower Peppershill Farm, Westfield Lane, Long Crendon, Bucks. HP18 9EW, England

XEROX CORPORATION

SCHEDULE OF OFFICERS

01/12/00

Solutions Group, Industry Solutions Operations

Vice President; President, Production Systems Group, Business Group Operations	Anshoo S.	Gupta	30621 Calle De Suenos, Rancho Palos Verdes, CA 90275
Vice President; President, Office Document Products Group, Business Group Operations	Gilbert J.	Hatch	772 Admiralty Way, Webster, NY 14580
Vice President; President, Xerox Supplies Group, Business Group Operations	James H.	Lesko	116 Logan Road, New Canaan, CT 06840
Vice President; Chief Technical Officer, Business Group Operations	Rafik Omar	Loutfy	189 York Mills Road, North York, Ontario M2L 1K8, Canada
Vice President; President, North American General Markets Operations, General Markets Operations	Michael C.	MacDonald	35 Riverside Lane, Easton, CT 06612
Vice President; Senior Vice President & General Manager, Eastern Customer Operations, North American Solutions Group, Industry Solutions Operations	Diane E.	McGarry	One Pamela Lane, Rochester, NY 14618
Vice President, Human Resources	Patricia M.	Nazemetz	134 Hunter Avenue, Sleepy Hollow, NY 10591
Vice President; Chairman, Xerox Engineering Systems	Colin J.	O'Brien	P. O. Box 1544, 18486 Lago Vista, Rancho Santa Fe, CA 92067
Vice President, Taxes	Russell Y.	Okasako	34 Salem Road, Wilton, CT 06897
Vice President, Corporate Business Development	Paul A.	Ricci	1190 Trinity Drive, Menlo Park, CA 94025
Vice President, Digital Imaging Technology Center, Xerox Research & Technology	Ronald E.	Rider	1335 Corinne Lane, Menlo Park, CA 94025
Vice President; Senior Vice President & General Manager, Internet and Software Solutions, Document Solutions Group, Industry Solutions Operations	Charanjit	Singh	12612 Bridgeton Drive, Potomac, MD 20854
Vice President; Senior Vice President, Integrated Supply Chain, Corporate Strategic Services, Business Group Operations	Shrawan K.	Singh	20 Widewaters Lane, Pittsford, NY 14534
Vice President; Senior Vice President, Graphic Arts Business, Document Solutions Group, Industry Solutions Operations	Frank D.	Steenburgh	47 Cobble Creek Road, Victor, NY 14564
Vice President; Senior Vice President & Chief of Staff, Operations Support, North American Solutions Group, Industry Solutions Operations.	Joseph M.	Valenti	31 Sunrise Park, Pittsford, NY 14534
Assistant Treasurer; Chief Investment Officer	Myra R.	Drucker	24 Wolfpits Road, Bethel, CT 06801
Assistant Controller	Daniel S.	Marchibroda	29 Grove Avenue, Madison, CT 06443
Assistant Secretary; Associate General Counsel, Corporate, Finance, and Ventures	Martin S.	Wagner	21 Kellogg Drive, Wilton, CT 06897

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)



1. Corporate ID No. 26089		2. Name of Corporation XEROX CORPORATION	
3. Street Address Principal Business Office XEROX SQUARE		City ROCHESTER	State NY
		Zip 14644	
4. Business Phone No. (203) 968-3779		5. State of Incorporation NEW YORK	
		6. SIC Code 0000	
7. Brief Description of the Character of Business Conducted in Rhode Island SALE, LEASE & SERVICE OF OFFICE EQUIPMENT			
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) ☐ FILL IN SPACES BEFORE USING ATTACHMENTS			
President Name G. RICHARD THOMAN		Vice President Name RUSSELL Y. OKASAKO	
Street Address 800 LONG RIDGE RD		Street Address 800 LONG RIDGE ROAD	
City STAMFORD,	State CT	City STAMFORD,	State CT
	Zip 06904		Zip 06904
Secretary Name E. MARGIE FILTER		Treasurer Name E. MARGIE FILTER	
Street Address 800 LONG RIDGE RD		Street Address 800 LONG RIDGE RD	
City STAMFORD,	State CT	City STAMFORD,	State CT
	Zip 06904		Zip 06904
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) ☐ FILL IN SPACES BEFORE USING ATTACHMENTS			
Director Name HIIMAR KOPPER		Director Name N. J. NICHOLAS, JR.,	
Street Address TAUNUSANLAGE 12		Street Address 15 WEST 53RD ST., 34F	
City FRANKFURT	State 60262 GERMANY	City NEW YORK	State NY
	Zip 10019		Zip 10019
Director Name MARTHA R. SEGER		Director Name VERNON E. JORDAN, JR.	
Street Address CENTRAL MICHIGAN UNIVERSITY		Street Address 1333 NEW HAMPSHIRE AVE., NW., SUITE 400	
City MOUNT PLEASANT	State MI	City WASHINGTON	State DC
	Zip 48009		Zip 20036
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) ☐		11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) ☐	
AUTHORIZED SHARES		ISSUED SHARES	
Number of Shares	Class/Series	Number of Shares	Class/Series
22,043,067	PREFERRED	8,785,403	PREFERRED
1,050,000,000	COMMON	328,597,847	COMMON
-0-	COMMON B	-0-	COMMON B

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 6 0 8 9 *

File Date: Feb 25, 99
Check No.: 101086691

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: Russell Y. Okasako Date: 2/17/99

Print or Type Name of Officer: Russell Y. Okasako

Vice President, Taxes
Title of Officer

XEROX CORPORATION -- SCHEDULE OF OFFICERS

January 20, 1999

Chairman of the Board, Chief Executive Officer and Chairman of the Executive Committee	Paul A.	Allaire	One Nylked Terrace, Rowayton, CT 06853
President and Chief Operating Officer	G. Richard	Thoman	28 Fox Run Lane, Greenwich, CT 06831
Executive Vice President, Industry Solutions Operations	William F.	Buehler	535 Smith Ridge Road, New Canaan, CT 06840
Executive Vice President, Business Group Operations	Allan E.	Dugan	56 Woodbury Place, Rochester, NY 14618
Executive Vice President, General Markets Operations	Anne M.	Mulcahy	235 Fencerow Drive, Fairfield, CT 06430
Executive Vice President, Deputy Executive Officer, Industry Solutions Operations	Carlos	Pascual	7 Ridge Road, Weston, CT 06883
Executive Vice President and Chief Financial Officer	Barry D.	Romeril	17 Thomas Place, Rowayton, CT 06853
Executive Vice President, Chairman and Chief Executive Officer, Xerox Financial Services, Inc.	Stuart B.	Ross	2 Pierway Landing, Westport, CT 06880
Senior Vice President, President, European Solutions Group, Industry Solutions Operations	Pierre	Danon	30 Boulevard Victor Hugo, Neuilly S/Seine 92200, France
Senior Vice President, President, North American Solutions Group, Industry Solutions Operations	Thomas J.	Dolan	22 Buckthorn Run, Victor NY 14564
Senior Vice President, President, Xerox Channels Group, General Markets Operations	James A.	Firestone	14 Meadow Drive - Rock Ridge, Greenwich, CT 06831
Senior Vice President, Business Group Operations	John A.	Lopiano	21 Merryhill Lane, Pittsford, NY 14534
Senior Vice President, President, Developing Markets Operations	Patrick J.	Martin	14 Creekside Lane, Rochester, NY 14618
Senior Vice President, Corporate Business Strategy & Development	Michael	Miron	569 Round Hill Road, Greenwich, CT 06831
Senior Vice President, Corporate Strategic Services, Business Group Operations	Alan R.	Monahan	340 Filbert Place, East Rochester, NY 14445
Senior Vice President and Chief Staff Officer	Hector J.	Motroni	44 Turkey Hill Road South, Westport, CT 06880
Senior Vice President, Xerox Research & Technology	Mark B.	Myers	37 Lakeview Avenue, New Canaan, CT 06840
Senior Vice President and General Counsel	Richard S.	Paul	584 Barlow Road, Fairfield, CT 06430
Senior Vice President, Industry Solutions Operations	Norman E.	Rickard	33 West Putnam Avenue, Apt. 2-H, Greenwich, CT 06830
Senior Vice President, President, Document Solutions Group, Industry Solutions Operations	Michael A.	Ruffolo	284 Hawks Hill Road, New Canaan, CT 06840
Senior Vice President, New Enterprises and Intellectual Property	Brian E.	Stern	One Pan Handle Lane, Westport, CT 06880
Vice President and Chief Information Officer	Gary M.	Banks	17 Harbor Drive, Darien, CT 06820
Vice President, General Manager, Xerox do Brasil, Developing Market Operations	Guilherme M.	Bettencourt	Rua Jose Pancetti, 350, Joa, Rio de Janeiro, RJ 22611-110, Brazil
Vice President and Chief Scientist, Palo Alto Research Center, Xerox Research & Technology	John Seely	Brown	1110 Waverly Street, Palo Alto, CA 94301
Vice President, Manufacturing Support, Corporate Strategic Services, Business Group Operations	Ursula M.	Burns	574 Hillside Avenue, Rochester, NY 14610
Vice President, Special Programs, Corporate Engineering Center, Xerox Research and Technology	Ronald B.	Campbell, Jr.	6 Brngden Lane, Pittsford, NY 14534
Vice President, Vice President Strategy and Group Support, Office Document Products Group, Business Group Opns	David T.	Erwin	33 Park Forest Drive, Pittsford, NY 14534
Vice President, External Affairs	J. Michael	Farren	710 South River Landing, Edgewater, MD 20137
Vice President and Chief Engineer, Corporate Engineering Center, Xerox Research and Technology	Anthony M.	Federico	664 Admiralty Way, Webster, NY 14580
Vice President, Treasurer and Secretary	E. Margie	Filter	12 Berndale Drive, Westport, CT 06880
Vice President and Controller	Philip D.	Fishbach	6 Split Rock Road, Pittsford, NY 14534
Vice President, President, Worldwide Customer Services Group, Industry Solutions Operations	Emerson U.	Fullwood	Four Kingsfield Drive, Pittsford, NY 14534

XEROX CORPORATION -- SCHEDULE OF OFFICERS

date

Vice President and Chief Architect, Xerox Architecture Center, Xerox Research & Technology	Herve	Gallaire	25 Forest Street, #9B, Stamford, CT 06901
Vice President; Deputy Managing Director, European Solutions Group, Industry Solutions Operations	William R.	Goode	Lower Peppershill Farm, Westfield, Long Crendon, Buckinghamshire, HP19 9EW, England
Vice President; President, Production Systems Group, Business Group Operations	Anshoo S.	Gupta	30621 Calle De Suenos, Rancho Palos Verdes, CA 90275
Vice President; President, Office Document Products Group, Business Group Operations	Gilbert J.	Hatch	772 Admiralty Way, Webster, NY 14580
Vice President, Chief Technology Officer, Document Solutions Group, Industry Solutions Operations	John D.	Kavazanjian	Two Buckthorn Run, Victor, NY 14564
Vice President; President, Xerox Supplies Group, Business Group Operations	James H.	Lesko	116 Logan Road, New Canaan, CT 06840
Vice President; Chief Technology Officer, Business Group Operations	Rafik Omar	Loutfy	2182 Clayton Drive, Menlo Park, CA 94025
Vice President; President, North American General Markets Operations, General Markets Operations	Michael C.	MacDonald	Nine Sunrise Hill, Pittsford, NY 14534
Vice President, Business Group Operations	Julius L.	Marcus	75 Davenport Farm Lane East, Stamford, CT 06903
Vice President; Sen. Vice Pres. & Gen. Mgr, Eastern Cust Ops, No. Amer. Solutions Grp, Industry Solutions Ops.	Diane E.	McGarry	1476 East Avenue, Rochester, NY 14610
Vice President, Human Resources	Patricia M.	Nazemetz	134 Hunter Avenue, Sleepy Hollow, NY 10591
Vice President; Executive Chairman, Xerox Engineering Systems	Colin J.	O'Brien	P. O. Box 1544, 18486 Lago Vista, Rancho Santa Fe, CA 92067
Vice President, Taxes	Russell Y.	Okasako	34 Salem Road, Wilton, CT 06897
Vice President, Corporate Business Development, Corporate Business Strategy & Development	Paul A.	Ricci	421 Tennyson, Palo Alto, CA 94301
Vice President, Digital Imaging Technology Center, Xerox Research & Technology	Ronald E.	Rider	1335 Corinne Lane, Menlo Park, CA 94025
Vice President; Transition Team, Developing Market Operations	R. D.	Sachdev	70 Hartcroft Road, Stamford, CT 06903
Vice President, Integrated Supply Chain, Corporate Strategic Services, Business Group Operations	Shrawan K.	Singh	20 Widewater Lane, Pittsford, NY 14534
Vice President; Senior Vice President, Graphic Arts business, Document Solutions Group, Industry Solutions Ops	Frank D.	Steenburgh	47 Cobble Creek Road, Victor, NY 14564
Vice President; Sen Vice Pres, Operations and Chief of Staff, No. Amer. Solutions Grp, Industry Solutions Ops.	Joseph M.	Valenti	31 Sunrise Park, Pittsford, NY 14644
Vice President; Transition, Developing Market Operations	Alexander V.	Wasilov	308 Greenley Road, New Canaan, Ct 06840
Assistant Treasurer; Chief Investment Officer	Myra R.	Drucker	24 Wolfpits Road, Bethel, CT 06801
Assistant Controller	Daniel S.	Marchibroda	29 Grove Avenue, Madison, CT 06443
Assistant Treasurer	George R.	Roth	134 Sunny Ridge Road, Easton, CT 06612
Assistant Secretary; Associate General Counsel, Corporate, Finance, and Ventures	Martin S.	Wagner	21 Kellogg Drive, Wilton, CT 06897

**Xerox Corporation
Schedule of Directors**

9/1/98

<u>Director</u>	<u>Mailing Address</u>	<u>Home Address</u>
Paul A. Allaire	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	One Nylked Terrace Rowayton, CT 06853
B. R. Inman	Suite 500 701 Brazos Street Austin, TX 78701	3200 Riva Ridge Road, Austin, TX 78746 NY: 250 E. 54th Street, Apt. 18F, New York, NY
Antonia Johnson	Axel Johnson AB P. O. Box 26008 - Villagatan 6 Stockholm S-100 41, Sweden	Lovsta Gard 2-194 91 Upplands Vasby, Sweden
Vernon E. Jordan, Jr.	Akin, Gump, Strauss, Hauer & Feld, L.L.P. 1333 New Hampshire Ave. NW, Suite 400 Washington, DC 20036	2940 Benton Place West Washington, DC 20008
Yotaro Kobayashi	Fuji Xerox Co., Ltd. 2-17-22 Akasaka, Minato-ku Tokyo 107, Japan	14-16, Kakinokizaka 2-chome Meguro-ku Tokyo 152 Japan
Hilmar Kopper	Deutsche Bank AG Taunusanlage 12 Frankfurt 60262, Germany	Im Bruehl 26 D-61476 Kronberg/Ts. 1, Germany
Ralph S. Larsen	Johnson & Johnson One Johnson & Johnson Plaza New Brunswick, NJ 08933	740 Smoke Hollow Trail Franklin Lakes, NJ 07417
George J. Mitchell	Verner, Lipfert, Bernhard, McPherson and Hand 901 15th Street NW, Suite 700 Washington, DC 20005	231 C Street NE Washington, DC 20002 NY: 1965 Broadway, Apt. 19B, New York, NY 10023
N. J. Nicholas, Jr.	Suite 19F, 45 W. 67th Street New York, NY 10023	88 Central Park West, #8N New York, NY 10023
John E. Pepper	Procter & Gamble Co. One Procter & Gamble Plaza Cincinnati, OH 45202	233 Oliver Road Wyoming, OH 45215
Patricia F Russo	Lucent Technologies 600 Mountain Ave., Room 61C326 Murray Hill, NJ 07974	21 Charlotte Hill Drive Bernardsville, NJ 07924
Martha R. Seger	Martha R. Seger Financial Group, Inc. 220 Park Avenue Birmingham, MI 48009	1195 Rolling Hills Drive Bloomfield, MI 48302
Thomas C. Theobald	William Blair Capital Partners, L.L.C. Suite 3300, 222 West Adams Street Chicago, IL 60606-5312	2430 Lakeview Avenue Chicago, IL 60614
G. Richard Thoman	Xerox Corporation P. O. Box 1600 Stamford, CT 06904	28 Fox Run Lane Greenwich, CT 06831



STATE OF RHODE ISLAND
AND-PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-277-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR **1998**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.

26089

2. Name of Corporation

XEROX CORPORATION

3. Street Address Principal Business Office

XEROX SQUARE

City

ROCHESTER

State

NY

Zip

14644

4. Business Phone No.

(203) 968-3779

5. State of Incorporation

NEW YORK

6. SIC Code

7. Brief Description of the Character of Business Conducted in Rhode Island

Sale, Lease & Service of Office Equipment

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name

G. Richard Thoman

Vice President Name

Russell Y. Okasako

Street Address

800 Long Ridge Road

Street Address

800 Long Ridge Road

City

Stamford,

State

CT

Zip

06904

City

Stamford

State

CT

Zip

06904

Secretary Name

E. Margie Filter

Treasurer Name

E. Margie Filter

Street Address

800 Long Ridge Road

Street Address

800 Long Ridge Road

City

Stamford

State

CT

Zip

06904

City

Stamford

State

CT

Zip

06904

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name

Hilmar Kopper

Director Name

N. J. Nicholas, Jr.

Street Address

Taunusanlage 12

Street Address

15 West 53rd St., 34F

City

Frankfurt 60262

State

Germany

Zip

City

New York

State

NY

Zip

10019

Director Name

Martha R. Seger

Director Name

Vernon E. Jordan, Jr.

Street Address

Central Michigan University

Street Address

1333 New Hampshire Ave., NW, Suite 400

City

Mount Pleasant

State

MI

Zip

48009

City

Washington

State

DC

Zip

20036

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

22,043,067

Preferred

1.00

1,050,000,000

Common

1.00

-0-

Common B

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

Class/Series

Par Value

9,012,584

Preferred

1.00

326,241,797

Common

1.00

-0-

Common B

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 6 0 8 9 *

File Date:

1.14.98

Check No.:

100445295

By:

WP

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer

Russell Y. Okasako

Print or Type Name of Officer

Vice President, Taxes

Title of Officer

Date

1/9/98

XEROX CORPORATION -- SCHEDULE OF OFFICERS

November 5, 1997

Chairman of the Board, Chief Executive Officer and Chairman of the Executive Committee	Paul A.	Allaire	48 Valley Road, New Canaan, CT 06840
President and Chief Operating Officer	G. Richard	Thoman	28 Fox Run Lane, Greenwich, CT 06831
Executive Vice President, Business Operations	William F.	Buehler	535 Smith Ridge Road, New Canaan, CT 06840
Executive Vice President, Customer Operations	A. Barry	Rand	500 Woodbine Road, Stamford, CT 06903
Executive Vice President and Chief Financial Officer	Barry D.	Romeni	17 Thomas Place, Rowayton, CT 06853
Executive Vice President, Chairman and Chief Executive Officer, Xerox Financial Services, Inc.	Stuart B.	Ross	2 Pierway Landing, Westport, CT 06880
Senior Vice President, Corporate Strategic Services	Allan E.	Dugan	56 Woodbury Place, Rochester, NY 14618
Senior Vice President, President, Production Systems Group	John A.	Lopiano	21 Merryhill Lane, Pittsford, NY 14534
Senior Vice President, Corporate Research & Technology	Mark B.	Myers	37 Lakeview Avenue, New Canaan, CT 06840
Senior Vice President, Corporate Business Strategy	David R.	Myerscough	269 Old Church Road, Greenwich, CT 06830
Senior Vice President, President, United States Customer Operations	Carlos	Pascual	6 Fraser Road, Westport, CT 06880
Senior Vice President and General Counsel	Richard S.	Paul	584 Barlow Road, Fairfield, CT 06430
Senior Vice President, President, Document Services Group	Norman E.	Rickard	One Bretton Ridge Road, Mt. Kisco, NY 10549-9650
Senior Vice President, Business Development	Louis J.	Rupnik	635 Tiverton Road, Lake Forest, IL 60045
Senior Vice President, President, Office Document Products Group	Brian E.	Stem	One Pan Handle Lane, Westport, CT 06880
Vice President, Business Operations Support	Patricia C.	Barron	159 East 78th Street, New York, NY 10021
Vice President and Chief Scientist	John Seely	Brown	1110 Waverly Street, Palo Alto, CA 94301
Vice President, Vice President and General Manager, Departmental Copier Unit	Ursula M.	Burns	574 Hillside Avenue, Rochester, NY 14610
Vice President, Special Programs	Ronald B.	Campbell, Jr.	6 Bngden Lane, Pittsford, NY 14534
Vice President, President, Channels Group	Pierre	Danon	One Angora Drive, Westport, CT 06880
Vice President, President, Xerox Business Services	Thomas J.	Dolan	22 Buckthorn Run, Victor NY 14564
Vice President, Vice President, Strategy and Integration, Office Document Products Group	David T.	Erwin	33 Park Forest Drive, Pittsford, NY 14534
Vice President, External Affairs	J. Michael	Farren	402 Third Street, S. E., Washington, DC 20003-1930
Vice President, Treasurer and Secretary	E. Margie	Filter	12 Berndale Drive, Westport, CT 06880
Vice President and Controller	Philip D.	Fishbach	6 Split Rock Road, Pittsford, NY 14534
Vice President, Vice President and General Manager, Office Copier Business Unit	Emerson U.	Fullwood	Four Kingsfield Drive, Pittsford, NY 14534
Vice President, Senior Vice President, Printing Business Unit, Production Systems Group	Anshoo S.	Gupta	30621 Calle De Suenos, Rancho Palos Verdes, CA 90275
Vice President, Senior Vice President, Document Production Systems	Gilbert J.	Hatch	772 Admiralty Way, Webster, NY 14580
Vice President and Chief Engineer	Maunce F.	Hoimes	255 Shaftsbury Road, Rochester, NY 14610
Vice President, Joseph C. Wilson Center for Research & Technology	Charles P.	Holt	3223 Lake Road, Williamson, NY 14589
Vice President, President, Xerox Supplies Group	James H.	Lesko	116 Logan Road, New Canaan, CT 06840
Vice President, Senior Vice President Operations & USCO Chief of Staff	Michael C.	MacDonald	Nine Sunrise Hill, Pittsford, NY 14534
Vice President, Corporate Business Development Forum	Julius L.	Marcus	75 Davenport Farm Lane East, Stamford, CT 06903
Vice President, President, Americas Customer Operations	Patrick J.	Martin	14 Creekside Lane, Rochester, NY 14618
Vice President, Manufacturing Support	Alan R.	Monahan	340 Filbert Place, East Rochester, NY 14445
Vice President, Human Resources & Quality	Hector J.	Motroni	11 Sachem Road, Weston, CT 06883

XEROX CORPORATION -- SCHEDULE OF OFFICERS

date

Vice President and Chief Staff Officer	Anne M.	Mulcahy	235 Fencerow Drive, Fairfield, CT 06430
Vice President; Chief Executive Officer, New Enterprise Board	Colin J.	O'Brien	Four Pinetum Lane, Cos Cob, CT 06807
Vice President, Taxes	Russell Y.	Okasako	34 Salem Road, Wilton, CT 06897
Vice President, Digital Imaging Technology Center	Ronald E.	Rider	1335 Corinne Lane, Menlo Park, CA 94025
Vice President, Integrated Supply Chain	Shrawan K.	Singh	20 Widewater Lane, Pittsford, NY 14534
Vice President; Senior Vice President, Customer Satisfaction & Services	Joseph M.	Valenti	31 Sunrise Park, Pittsford, NY 14644
Vice President; CIO, Xerox Information Management	Patricia M.	Wallington	38 Fitch Lane, New Canaan, CT 06840
Vice President; President, Emerging Markets	Alexander V.	Wasilov	Maple Inn, Hampton House, 179 Oenoke Ridge, New Canaan, CT 06904
Assistant Treasurer; Chief Investment Officer	Myra R.	Drucker	24 Wolfpits Road, Bethel, CT 06801
Assistant Controller	Daniel S.	Marchibroda	29 Grove Avenue, Madison, CT 06443
Assistant Treasurer	George R.	Roth	134 Sunny Ridge Road, Easton, CT 06612
Assistant Secretary; Associate General Counsel, Corporate, Finance, and Ventures	Martin S.	Wagner	21 Kellogg Drive, Wilton, CT 06897

Xerox Corporation
Schedule of Directors
November 12, 1997

<u>Director</u>	<u>Mailing Address</u>	<u>Home Address</u>
Paul A. Allaire	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	48 Valley Road New Canaan, CT 06840
B. R. Inman	Suite 500 701 Brazos Street Austin, TX 78701	3200 Riva Ridge Road Austin, TX 78746
Antonia Johnson	Axel Johnson AB P. O. Box 26008 - Villagatan 6 Stockholm S-100 41, Sweden	Lovsta Gard 2-194 91 Upplands Vasby, Sweden
Vernon E. Jordan, Jr.	Akin, Gump, Strauss, Hauer & Feld, L.L.P. 1333 New Hampshire Ave. NW, Suite 400 Washington, DC 20036	4610 Kenmore Drive, N.W. Washington, DC 20007
Yotaro Kobayashi	Fuji Xerox Co., Ltd. 2-17-22 Akasaka, Minato-ku Tokyo 107, Japan	14-16, Kakinokizaka 2-chome Meguro-ku Tokyo 152 Japan
Hilmar Kopper	Deutsche Bank AG Taunusanlage 12 Frankfurt 60262, Germany	Im Bruehl 26 D-61476 Kronberg/Ts. 1, Germany
Ralph S. Larsen	Johnson & Johnson One Johnson & Johnson Plaza New Brunswick, NJ 08933	740 Smoke Hollow Trail Franklin Lakes, NJ 07417
John D. Macomber	JDM Investment Group 2806 N Street N. W. Washington, DC 20007	NY: 200 E. 66th Street, Apt. C1501, New York, NY 10021 DC: 2806 N Street NW, Washington, DC 20007
George J. Mitchell	Verner, Liipfert, Bernhard, McPherson and Hand 901 15th Street NW, Suite 700 Washington, DC 20005	231 C Street NE Washington, DC 20002 NY: 1965 Broadway, Apt. 19B, New York, NY 10023
N. J. Nicholas, Jr.	Suite 19F, 45 W. 67th Street New York, NY 10023	88 Central Park West, #8N New York, NY 10023
John E. Pepper	Procter & Gamble Co. One Procter & Gamble Plaza Cincinnati, OH 45202	233 Oliver Road Wyoming, OH 45215
Patricia F Russo	Lucent Technologies 600 Mountain Ave., Room 61C326 Murray Hill, NJ 07974	21 Charlotte Hill Drive Bernardsville, NJ 07924
Martha R. Seger	Martha R. Seger Financial Group, Inc. 220 Park Avenue Birmingham, MI 48009	1195 Rolling Hills Drive Bloomfield, MI 48302
Thomas C. Theobald	William Blair Capital Partners, L.L.C. Suite 3300, 222 West Adams Street Chicago, IL 60606-5312	2430 Lakeview Avenue Chicago, IL 60614
G. Richard Thoman	Xerox Corporation P. O. Box 1600 Stamford, CT 06904	28 Fox Run Lane Greenwich, CT 06831



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-277-3040



PROFIT CORPORATION ANNUAL REPORT 1997

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **26089**
2. Name of Corporation **XEROX CORPORATION**
3. Street Address Principal Business Office
XEROX SQUARE
4. Business Phone No. **(203) 968-3779**
5. State of Incorporation **NEW YORK**

City **ROCHESTER** State **NY** Zip **14644**
6. SIC Code

7. Brief Description of the Character of Business Conducted in Rhode Island
Sale, Lease & Service of Office Equipment

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name
Paul A. Allaire
Street Address
800 Long Ridge Road
City **Stamford** State **CT** Zip **06904**

Vice President Name
Russell Y. Okasako
Street Address
800 Long Ridge Road
City **Stamford** State **CT** Zip **06904**

Secretary Name
E. Margie Filter
Street Address
800 Long Ridge Road
City **Stamford** State **CT** Zip **06904**

Treasurer Name
E. Margie Filter
Street Address
800 Long Ridge Road
City **Stamford** State **CT** Zip **06904**

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name
Hilmar Kopper
Street Address
Taunusanlage 12
City **Frankfurt** State **Germany** Zip **60252**

Director Name
N. J. Nicholas, Jr
Street Address
15 West 53rd St., 34F
City **New York** State **NY** Zip **10019**

Director Name
Martha R. Seger
Street Address
Central Michigan University
City **Mount Pleasant** State **MI** Zip

Director Name
Vernon E. Jordan, Jr.
Street Address
1333 New Hampshire Ave., NW, Suite 400
City **Washington** State **DC** Zip **20036**

10. SHARES AUTHORIZED AND ISSUED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
22,043,067 Preferred **1.00**
1,050,000,000 Common **1.00**
0 Common B

ISSUED SHARES
Number of Shares Class/Series Par Value
9,212,056 Preferred **1.00**
325,902,324 Common **1.00**
0 Common-B

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 6 0 8 9 *

File Date: **2/20/97**
Check No.: **X103716489**
By: **CCW / SEC**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer **Russell Y. Okasako** Date **2/17/97**
Print or Type Name of Officer
Russell Y. Okasako
Vice President, Taxes
Title of Officer

Xerox Corporation
Schedule of Directors
1/21/97

<u>Director</u>	<u>Mailing Address</u>	<u>Home Address</u>
Paul A. Allaire	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	727 Smith Ridge Road New Canaan, CT 06840
B. R. Inman	Suite 500 701 Brazos Street Austin, TX 78701	3200 Riva Ridge Road Austin, TX 78746
Antonia Johnson	Axel Johnson AB P. O. Box 26008 - Villagatan Stockholm S-100 41, Sweden	Lovsta Gard 2-194 91 Upplands Vasby, Sweden
Vernon E. Jordan, Jr.	Akin, Gump, Strauss, Hauer & Feld, L.L.P. 1333 New Hampshire Ave. NW, Suite 400 Washington, DC 20036	4610 Kenmore Drive, N.W. Washington, DC 20007
Yotaro Kobayashi	Fuji Xerox Co., Ltd. 2-17-22 Akasaka, Minato-ku Tokyo 107, Japan	14-16, Kakinokizaka 2-chome Meguro-ku Tokyo 152 Japan
Hilmar Kopper	Deutsche Bank AG Taunusanlage 12 Frankfurt 60262, Germany	Im Bruehl 26 D-6242 Kronberg/Ts. 1, Germany
Ralph S. Larsen	Johnson & Johnson One Johnson & Johnson Plaza New Brunswick, NJ 08933	740 Smoke Hollow Trail Franklin Lakes, NJ 07417
John D. Macomber	JDM Investment Group 2806 N Street N. W. Washington, DC 20007	NY: 200 E. 66th Street, Apt. C1501, New York, NY 10021 DC: 2806 N Street NW, Washington, DC 20007
George J. Mitchell	Verner, Liipfert, Bernhard, McPherson and Hand 901 15th Street NW, Suite 700 Washington, DC 20005	231 C Street NE Washington, DC 20002 NY: 145 W. 67th Street, #42D New York, NY 10023
N. J. Nicholas, Jr.	15 West 53rd St., #34F New York, NY 10019	50 Central Park West, #9A New York, NY 10028
John E. Pepper	Procter & Gamble Co. One Procter & Gamble Plaza Cincinnati, OH 45202	233 Oliver Road Wyoming, OH 45215
Martha R. Seger	Distinguished Visiting Professor of Finance Central Michigan University Mount Pleasant, Michigan	1195 Rolling Hills Drive Bloomfield, MI 48302
Thomas C. Theobald	William Blair Capital Partners, L.L.C. Suite 3300, 222 West Adams Street Chicago, IL 60606-5312	2430 Lakeview Avenue Chicago, IL 60614

XEROX CORPORATION -- SCHEDULE OF OFFICERS

1/21/97

Chairman of the Board, Chief Executive Officer and Chairman of the Executive Committee	Paul A.	Allaire	727 Smith Ridge Road, New Canaan, CT 06840
Executive Vice President and Chief Staff Officer	William F.	Buehler	535 Smith Ridge Road, New Canaan, CT 06840
Executive Vice President, Customer Operations	A. Barry	Rand	500 Woodbine Road, Stamford, CT 06903
Executive Vice President and Chief Financial Officer	Barry D.	Romerl	17 Thomas Place, Unit 11, Rowayton, CT 06853; NY: 1775 York Ave #12E, NYC 10128
Executive Vice President; Chairman and Chief Executive Officer, Xerox Financial Services, Inc.	Stuart B.	Ross	2 Pierway Landing, Westport, CT 06880
Senior Vice President, Corporate Strategic Services	Allan E.	Dugan	56 Woodbury Place, Rochester, NY 14618
Senior Vice President; President, Production Systems Group	John A.	Lopiano	21 Merryhill Lane, Pittsford, NY 14534
Senior Vice President, Corporate Research & Technology	Mark B.	Myers	37 Lakeview Avenue, New Canaan, CT 06840
Senior Vice President, Corporate Business Strategy	David R.	Myerscough	269 Old Church Road, Greenwich, CT 06830
Senior Vice President and General Counsel	Richard S.	Paul	584 Barlow Road, Fairfield, CT 06430
Senior Vice President; President, Office Document Products Group	Brian E.	Stern	One Pan Handle Lane, Westport, CT 06880
Vice President; President, Xerox Engineering Systems Division	Patricia C.	Barron	159 East 78th Street, New York, NY 10021
Vice President and Chief Scientist	John Seely	Brown	1110 Waverly Street, Palo Alto, CA 94301
Vice President, Special Programs	Ronald B.	Campbell, Jr.	6 Brigden Lane, Pittsford, NY 14534
Vice President; Vice President, Strategy and Integration, Office Document Products Group	David T.	Erwin	33 Park Forest Drive, Pittsford, NY 14534
Vice President, External Affairs	J. Michael	Farren	402 Third Street, S. E., Washington, DC 20003-1930
Vice President, Treasurer and Secretary	E. Margie	Filter	12 Bermdale Drive, Westport, CT 06880
Vice President and Controller	Philip D.	Fishbach	6 Split Rock Road, Pittsford, NY 14534
Vice President and General Manager, Office Copier Business Unit, Office Document Products Group	Emerson U.	Fullwood	
Vice President; Senior Vice President, Printing Business Unit, Production Systems Group	Anshoo S.	Gupta	30621 Calle De Suenos, Rancho Palos Verdes, CA 90275
Vice President and Chief Engineer	Maurice F.	Holmes	255 Shaftsbury Road, Rochester, NY 14610
Vice President, Joseph C. Wilson Center for Research & Technology	Charles P.	Holt	3223 Lake Road, Williamson, NY 14589
Vice President; President, Desktop Products Group	James H.	Lesko	116 Logan Road, New Canaan, CT 06840
Vice President, Xerox 2005 and Vice President, Strategy & Innovation	Roger E.	Levien	28 Fresh Meadow Road, Weston, CT 06883
Senior Vice President, Corporate Strategic Relationships	Julius L.	Marcus	75 Davenport Farm Lane East, Stamford, CT 06903
Vice President; President, Americas Customer Operations	Patrick J.	Martin	14 Creekside Lane, Rochester, NY 14618
Vice President, Manufacturing Support	Alan R.	Monahan	340 Filbert Place, East Rochester, NY 14445
Vice President, Human Resources & Quality	Hector J.	Motroni	11 Sachem Road, Weston, CT 06883
Vice President; Staff Officer, United States Customer Operations	Anne M.	Mulcahy	235 Fencerow Drive, Fairfield, CT 06430
Vice President; Chief Executive Officer, New Enterprise Board	Colin J.	O'Brien	Four Pinetum Lane, Cos Cob, CT 06807
Vice President, Taxes	Russell Y.	Okasako	34 Salem Road, Wilton, CT 06897
Vice President; President, United States Customer Operations	Carlos	Pascual	6 Fraser Road, Westport, CT 06880
Vice President; President, Xerox Business Services Division	Norman E.	Rickard	One Bretton Ridge Road, Mt. Kisco, NY 10549-9650
Vice President, Digital Imaging Technology Center	Ronald E.	Rider	1335 Corinne Lane, Menlo Park, CA 94025
Vice President; CIO, Global Process & Information Management	Patricia M.	Wallington	38 Fitch Lane, New Canaan, CT 06840
Assistant Treasurer	Myra R.	Drucker	24 Wolfpits Road, Bethel, CT 06801
Assistant Controller	Daniel S.	Marchibroda	29 Grove Avenue, Madison, CT 06443

XEROX CORPORATION – SCHEDULE OF OFFICERS

1/21/97

Assistant Treasurer	George R.	Roth	134 Sunny Ridge Road, Easton, CT 06612
Assistant Secretary, Associate General Counsel, Corporate, Finance, and Ventures	Martin S.	Wagner	21 Kellogg Drive, Wilton, CT 06897

PROFIT CORPORATION ANNUAL REPORT

1996



State of Rhode Island and Providence Plantations
James R. Langevin, Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335 • (401) 277-3040

Filing Period: January 1-March 1

Filing Fee: \$50.00

PLEASE TYPE OR PRINT IN BLACK INK.

1. CORPORATE ID NO. 26089		2. NAME OF CORPORATION XEROX CORPORATION	
3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE Xerox Square		CITY Rochester	STATE NY
		ZIP CODE 14644	
4. BUSINESS PHONE NO. (203-9683779)		5. STATE OF INCORPORATION NEW YORK	
		6. SIC CODE 8888	
7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND Sale, Lease & Service of Office Equipment			

8. NAMES AND ADDRESSES OF THE OFFICERS					
PRESIDENT NAME Paul A. Allaire			VICE PRESIDENT NAME Russell Y. Okasako		
STREET ADDRESS P. O. Box 1600			STREET ADDRESS P. O. Box 1600		
CITY Stamford,	STATE CT	ZIP CODE 06904	CITY Stamford	STATE CT	ZIP CODE 06904
SECRETARY NAME E. Margie Filter			TREASURER NAME E. Margie Filter		
STREET ADDRESS P. O. Box 1600			STREET ADDRESS P. O. Box 1600		
CITY Stamford,	STATE CT	ZIP CODE 06904	CITY Stamford,	STATE CT	ZIP CODE 06904

9. NAMES AND ADDRESSES OF THE DIRECTORS					
DIRECTOR NAME Robert A. Beck			DIRECTOR NAME Vernon E. Jordan Jr.		
STREET ADDRESS 163 Island Creek Dr.			STREET ADDRESS 133 New Hampshire Ave., NW, Suite 400		
CITY Vero Beach	STATE FL	ZIP CODE 32963	CITY Washington	STATE DC	ZIP CODE 20036
DIRECTOR NAME Hilmar Kopper			DIRECTOR NAME John D. Macomber		
STREET ADDRESS Taunusanlage 12			STREET ADDRESS 2806 N. Street N.W.		
CITY Frankfurt 60262	STATE Germany	ZIP CODE	CITY Washington	STATE DC	ZIP CODE 20007

10. SHARES AUTHORIZED AND ISSUED					
AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
22,543,067	Preferred	1.00	9,920,801	Preferred	1.00
350,000,000	Common		108,529,664	Common	
600,000	Common B		1,000	Common B	

This report must be **SIGNED IN INK** by either the
President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

File Date:

3/14/96

Check No:

X03127081

By:

KID

For Secretary of State Use Only

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer

Russell Y. Okasako

Print or Type Name of Officer

Vice President, Taxes

Title of Officer

2/15/96
Date

Xerox Corporation
Schedule of Directors
2/7/96

<u>Director</u>	<u>Mailing Address</u>	<u>Home Address</u>
Paul A. Allaire	P.O. Box 1600 Stamford, CT 06904	727 Smith Ridge Road New Canaan, CT 06840
Robert A. Beck	163 Island Creek Dr. Vero Beach, FL 32963	Eight Somerset Drive Rumson, NJ 07760
B. R. Inman	701 Brazos Street Austin, TX 78701	3200 Riva Ridge Road Austin, TX 78746
Vernon E. Jordan, Jr.	1333 New Hampshire Ave. NW, Suite 400 Washington, DC 20036	4610 Kenmore Drive, N.W. Washington, DC 20007
Yotaro Kobayashi	3-5 Akasaka 3-chome Minato-ku Tokyo 107, Japan	14-16, Kakinokizaka 2-chome Meguro-ku Tokyo 152 Japan
Hilmar Kopper	Taunusanlage 12 Frankfurt 60262, Germany	Im Bruehl 26 D-6242 Kronberg / Ts. 1, Germany
Ralph S. Larsen	One Johnson & Johnson Plaza New Brunswick, NJ 08933	740 Smoke Hollow Trail Franklin Lakes, NJ 07417
John D. Macomber	2806 N Street N. W. Washington, DC 20007	NY: 200 E. 66th Street, Apt. C1501, New York, NY 10021
George J. Mitchell	901 15th Street NW, Suite 700 Washington, DC 20005	DC: 2806 N Street NW, Washington, DC 20007
N. J. Nicholas, Jr.	15 West 53rd St., #34F New York, NY 10019	231 C Street NE Washington, DC 20002 NY: 145 W. 67th Street, #42D New York, NY 10023
John E. Pepper	One Procter & Gamble Plaza Cincinnati, OH 45202	50 Central Park West, #9A New York, NY 10028
Martha R. Seger	220 Park Avenue Birmingham, MI 48009	233 Oliver Road Wyoming, OH 45215
Thomas C. Theobald	Suite 3300, 222 West Adams Street Chicago, IL 60606-5312	1195 Rolling Hills Drive Bloomfield, MI 48302
		2430 Lakeview Avenue Chicago, IL 60614

XEROX CORPORATION -- SCHEDULE OF OFFICERS

2/7/96

Chairman of the Board, Chief Executive Officer and Chairman of the Executive Committee	Paul A.	Allaire	727 Smith Ridge Road, New Canaan, CT 06840
Executive Vice President and Chief Staff Officer	William F.	Buehler	535 Smith Ridge Road, New Canaan, CT 06840
Executive Vice President, Customer Operations	A. Barry	Rand	500 Woodbine Road, Stamford, CT 06903
Executive Vice President and Chief Financial Officer	Barry D.	Roment	17 Thomas Place, Unit 11, Rowayton, CT 06853; NY: 1775 York Ave #12E, NYC 10128
Executive Vice President, Chairman and Chief Executive Officer, Xerox Financial Services, Inc.	Stuart B.	Ross	2 Pierway Landing, Westport, CT 06880
Senior Vice President, Corporate Strategic Services	Allan E.	Dugan	56 Woodbury Place, Rochester, NY 14618
Senior Vice President, Strategic Relationships	Julius L.	Marcus	75 Davenport Farm Lane East, Stamford, CT 06903
Senior Vice President, Corporate Research & Technology	Mark B.	Myers	37 Lakeview Avenue, New Canaan, CT 06840
Senior Vice President, Corporate Business Strategy	David R.	Myerscough	269 Old Church Road, Greenwich, CT 06830
Senior Vice President and General Counsel	Richard S.	Paul	584 Barlow Road, Fairfield, CT 06430
Senior Vice President, Corporate Strategic Development and Communications	Leonard	Vickers	20 Harrison Street New York, NY 10013, Eight Valley Road Wilson Point Norwalk, CT 06854
Vice President, President, Xerox Engineering Systems	Patricia C.	Barron	159 East 78th Street, New York, NY 10021
Vice President	Richard S.	Barton	4422 Deer Ridge Road, Danville, CA 94506-6017
Vice President and Chief Scientist, Director, PARC	John Seely	Brown	1110 Waverly Street, Palo Alto, CA 94301
Vice President, Special Programs	Ronald B.	Campbell, Jr.	6 Bngden Lane, Pittsford, NY 14534
Vice President, Vice President, Strategy and Integration, Office Document Products Division	David T.	Erwin	33 Park Forest Drive, Pittsford, NY 14534
Vice President, External Affairs	J. Michael	Farren	402 Third Street, S. E., Washington, DC 20003-1930
Vice President, Treasurer and Secretary	E. Margie	Filter	12 Bermdale Drive, Westport, CT 06880
Vice President and Controller	Philip D.	Fishbach	6 Split Rock Road, Pittsford, NY 14534
Chief Engineer and Vice President, Corporate Engineering	Maurice F.	Holmes	255 Shaftsbury Road, Rochester, NY 14610
Vice President, Joseph C. Wilson Center for Research & Technology	Charles P.	Holt	3223 Lake Road, Williamson, NY 14589
Vice President, President, Desktop Products Group	James H.	Lesko	116 Logan Road, New Canaan, CT 06840
Vice President, Technology and Market Development	Roger E.	Leven	28 Fresh Meadow Road, Weston, CT 06883
Senior Vice President, President, Xerox Production Systems Group	John A.	Lopiano	21 Merryhill Lane, Pittsford, NY 14534
Vice President, President, Americas Customer Operations	Patrick J.	Martin	14 Creekside Lane, Rochester, NY 14618
Vice President, Manufacturing Support	Alan R.	Monahan	340 Filbert Place, East Rochester, NY 14445
Vice President, Human Resources & Quality	Hector J.	Motroni	11 Sachem Road, Weston, CT 06883
Vice President & Staff Officer of Customer Operations	Anne M.	Mulcahy	235 Fencerow Drive, Fairfield, CT 06430
Vice President, CEO New Enterprise Board	Colin J.	O'Brien	Four Pinetum Lane, Cos Cob, CT 06807
Vice President, Taxes	Russell Y.	Okasako	34 Salem Road, Wilton, CT 06897
Vice President, President, United States Customer Operations	Carlos	Pascual	6 Fraser Road, Westport, CT 06880
Vice President, Marketing Business Process	Wilbur I.	Pittman	11 Whitestone Lane, Rochester, NY 14618
Vice President, President, Xerox Business Systems	Norman E.	Rickard	One Bretton Ridge Road, Mt. Kisco, NY 10549-9650
Vice President, Digital Imaging Technology Center	Ronald E.	Rider	1335 Corinne Lane, Menlo Park, CA 94025
Senior Vice President, President, Office Document Products Group	Brian E.	Stern	One Pan Handle Lane, Westport, CT 06880
Vice President, CIO, Global Process & Information Management	Patricia M.	Wallington	38 Fitch Lane, New Canaan, CT 06840
Assistant Treasurer	Myra R.	Drucker	24 Wolfpits Road, Bethel, CT 06801
Assistant Controller	Daniel S.	Marchibroda	29 Grove Avenue, Madison, CT 06443
Assistant Treasurer	George R.	Roth	134 Sunny Ridge Road, Easton, CT 06612

XEROX CORPORATION -- SCHEDULE OF OFFICERS

2/7/96

Assistant Secretary, Associate General Counsel, Corporate,
Finance, and Ventures

Martin S.

Wagner

21 Kellogg Drive, Wilton, CT 06897

ANNUAL REPORT

Please Type or Print
File Annually - Jan. 1 - March 1
Filing Fee \$50.00
Make Checks Payable to: Secretary of State

ALL ENTRIES MUST BE COMPLETED IN FULL OR THE FORM WILL BE RETURNED.

0026089

1995

Corporate ID: _____ Annual Report for the year: _____

XEROX CORPORATION

Name of Corporation: _____

Business entity organized under the laws of the State of: New York

Business Entity is (check one):

For foreign entity, address and telephone number of principal office:

☒ Business Corporation (See RIGL Chapter 7-1.1)

☐ Professional Service Corporation (See RIGL Chapter 7-5.1)

Xerox Square

Rochester, NY 14644

Phone: (203) 968-3779

Brief statement of the character of business conducted in Rhode Island:

Sale, Lease & Service of Office Equipment

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):

10 ORMS STREET, 4TH FLOOR

PROVIDENCE RHODE ISLAND

Phone: (401) 276-3242

THE NAMES OF THE OFFICERS ARE:

PRESIDENT _____ STREET ADDRESS _____ CITY/STATE _____ ZIP CODE _____

VICE PRESIDENT _____ STREET ADDRESS _____ CITY/STATE _____ ZIP CODE _____

SEE SCHEDULE ATTACHED

SECRETARY _____ STREET ADDRESS _____ CITY/STATE _____ ZIP CODE _____

TREASURER _____ STREET ADDRESS _____ CITY/STATE _____ ZIP CODE _____

THE NAMES OF THE DIRECTORS ARE:

NAME _____ STREET ADDRESS _____ CITY/STATE _____ ZIP CODE _____

NAME _____ STREET ADDRESS _____ CITY/STATE _____ ZIP CODE _____

SEE SCHEDULE ATTACHED

NAME _____ STREET ADDRESS _____ CITY/STATE _____ ZIP CODE _____

NUMBER OF SHARES AUTHORIZED (Rider may be attached)

NUMBER OF SHARES ISSUED AND OUTSTANDING (Rider may be attached)

Number of Shares	Class / Series
Preferred	23,543,067
Common	350,000,000
Common B	600,000

Number of Shares	Class / Series
Preferred	11,176,877
Common	105,993,426
Common B	1,000

Date February 21, 1995

By: _____

Russell Y. Okasako

PRINT OR TYPE NAME OF OFFICER SIGNING

Vice President, Taxes

TITLE OF OFFICER SIGNING

Form 31 1995

DESIGNATED REGISTERED AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the registered office and/or registered agent indicated below is incorrect, Form 9 must be filed.

PRENTICE-HALL CORP SYSTEM
170 WESTMINSTER STREET, SUITE 900
PROVIDENCE RI 02903

FILED

FEB 23 1995

By RAR

225474

Xerox Corporation Schedule of Directors December 15, 1994

<u>Director</u>	<u>Mailing Address</u>	<u>Home Address</u>
Paul A. Allaire	Xerox Corporation P O. Box 1600 Stamford, CT 06904	727 Smith Ridge Road New Canaan, CT 06840
Robert A. Beck	The Prudential Insurance Co. of America Corporate Office, Prudential Plaza Newark, NJ 07101	<u>June through September</u> 8 Somerset Drive Rumson, NJ 07760 <u>October through May</u> 163 Island Creek Drive Vero Beach, FL 32963
Joan Ganz Cooney	Children's Television Workshop One Lincoln Plaza New York, NY 10023	435 East 52nd Street Apt. 11-G New York, NY 10022
B. R. Inman	Suite 650-221 3300 Bee Cave Road Austin, TX 78746	3200 Riva Ridge Road Austin, TX 78746
Vernon E. Jordan, Jr.	Akin, Gump, Strauss, Hauer & Feld Suite 400 1333 New Hampshire Ave. N.W. Washington, D.C. 20036	4610 Kenmore Drive, NW Washington, DC 20007
Yotaro (Tony) Kobayashi	Fuji Xerox Co., Ltd. 3-5 Akasaka 3-chome Minato-ku, Tokyo 107, Japan	14-16 Kakinokizaka 2-chome Meguro-ku, Tokyo 152, Japan
Hilmar Kopper	Deutsche Bank AG Taunusanlage 12 60262 Frankfurt, Germany	Im Bruehl 26 D-6242 Kronberg/Ts. 1 Germany
Ralph S. Larsen	Johnson & Johnson One Johnson & Johnson Plaza New Brunswick, NJ 08933	740 Smoke Hollow Trail Franklin Lakes, NJ 07417
John D. Macomber	JDM Investment Group 2806 N Street, N. W. Washington, DC 20007	2806 N. Street, N. W. Washington, DC 20007
N. J. Nicholas, Jr.	*15 West 53rd Street New York, NY 10019	50 Central Park West, #9A New York, NY 10023
John E. Pepper	Procter & Gamble Co. One Procter & Gamble Plaza Cincinnati, OH 45202	233 Oliver Road Wyoming, OH 45215
Martha R. Seger	Karl Eiler Center, Room 501 University of Arizona Business School Tucson, AZ 85721	Water Park Towers 1501 Crystal Drive Arlington, VA 22202
Thomas C. Theobald	Suite 3300 222 West Adams Street Chicago, IL 60606-5312	1242 North Lake Shore Drive, Apt. 24 Chicago, IL 60610

* Denotes Change

XEROX CORPORATION SCHEDULE OF OFFICERS

January 24, 1995

Chairman of the Board, Chief Executive Officer and Chairman of the Executive Committee	Paul A. Allaire	727 Smith Ridge Road, New Canaan, CT 06840
Executive Vice President	A. Barry Rand	500 Woodbine Road, Stamford, CT 06903
Executive Vice President and Chief Financial Officer	Barry D. Romeril	17 Thomas Place, Unit 11, Rowayton, CT 06853
Executive Vice President	Stuart B. Ross	2 Pierway LandingM /westport, CT 06880
Executive Vice President	Peter van Cuylenburg	40 Why Worry Lane, Woodside, CA 94062
Senior Vice President	William F. Buehler	535 Smith Ridge Road, New Canaan, CT 06840
Senior Vice President	Allan E. Dugan	56 Woodbury Place, Rochester, NY 14618
Senior Vice President	Julius L. Marcus	75 Davenport Farm Lane East, Stamford, CT 06903
Senior Vice President	Mark B. Myers	37 Lakeview Avenue, New Canaan, CT 06840
Senior Vice President	David R. Myerscough	269 Old Church Road, Greenwich, CT 06830
Senior Vice President and General Counsel	Richard S. Paul	584 Barlow Road, Fairfield, CT 06430
Senior Vice President	Leonard Vickers	Eight Valley Road, Wilson Point, Norwalk, CT 06854
Vice President	Patricia C. Barron	159 East 78th Street, New York, NY 10021
Vice President	Richard S. Barton	4422 Deer Ridge Road, Danville, CA 94506-6017
Vice President	John Seely Brown	1110 Waverly Street, Palo Alto, CA 94301
Vice President	Charles E. Buchheit	3277 Rush Mendon Road, Honeoye Falls, NY 14472
Vice President	Ronald B. Campbell, Jr.	6 Brigden Lane, Pittsford, NY 14534
Vice President	David T. Erwin	33 Park Forest Drive, Pittsford, NY 14534
Vice President	J. Michael Farren	402 Third Street, S. E., Washington, DC 20003
Vice President, Treasurer and Secretary	E. Margie Filter	12 Berndale Drive, Westport, CT 06880
Vice President	Philip D. Fishbach	6 Split Rock Road, Pittsford, NY 14534
Vice President	Maurice F. Holmes	255 Shaftsbury Road, Rochester, NY 14610
Vice President	Charles P. Holt	3223 Lake Road, Williamson, NY 14589
Vice President	James H. Lesko	116 Logan Road, New Canaan, CT 06840
Vice President	Roger E. Levien	28 Fresh Meadow Road, Weston, CT 06883
Vice President	John A. Lopiano	7117 Avenida Altisima, Rancho Palos Verdes, CA 90274
Vice President	Patrick J. Martin	74 Maple Avenue South, Westport, CT 06880
Vice President	Alan R. Monahan	340 Filbert Place, East Rochester, NY 14445
Vice President	Hector J. Motroni	11 Sachem Road, Weston, CT 06883
Vice President	Anne M. Mulcahy	235 Fencerow Drive, Fairfield, CT 06430
Vice President	Russell Y. Okasako	34 Salem Road, Wilton, CT 06897
Vice President	Colin J. O'Brien	4391 W. Lake Road, Canandaigua, NY 14424
Vice President	Carlos Pascual	6 Fraser Road, Westport, CT 06880
Vice President	Wilbur I. Pittman	11 Whitestone Lane, Rochester, NY 14618
Vice President	Norman E. Rickard	One Bretton Ridge Road, Mt. Kisco, NY 10549-9650
Vice President	Ronald E. Rider	1335 Corinne Lane, Menlo Park, CA 94025
Vice President	Brian E. Stern	One Pan Handle Lane, Westport, CT 06880
Vice President	Patricia M. Wallington	38 Fitch Lane, New Canaan, CT 06840
Assistant Treasurer	Myra R. Drucker	24 Wolfpits Road, Bethel, CT 06801
Assistant Controller	Daniel S. Marchibroda	29 Grove Avenue, Madison, CT 06443
Assistant Treasurer	George R. Roth	134 Sunny Ridge Road, Easton, CT 06612
Assistant Secretary	Martin S. Wagner	21 Kellogg Drive, Wilton, CT 06897

Filing Fee \$50.00
Payable to
Secretary of State

PLEASE TYPE or PRINT
State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island 02903 1335
401-277-3040

File Annually
LLC Sept. 1 - Nov. 1
CORP. Jan. 1 - March 1

Corporate ID: 0026089 Annual Report for the year: 1994

Name of Business Entity: XEROX CORPORATION

Business entity organized under the laws of the State of: New York

Federal Taxpayer Identification Number: 13-0000000

For foreign entity, address and telephone number of principal office:

Xerox Square
Rochester, New York 14644

Phone: (203) 968-3779

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):

%Prentice Hall Corporation System
170 Westminster Street
Providence, Rhode Island 02903

Phone: (508) 999-5436

Business Entity is (check one):

- ☒ Business Corporation (See RIGL Chapter 7-1.1)
☐ Professional Service Corporation (See RIGL Chapter 7-5.1)
☐ Limited Liability Company (See RIGL 7-16)

Name, title and mailing address of contact person to whom communications may be directed:

John A. Lepes
Manager of State & Local Tax

Brief statement of the character of business conducted in Rhode Island:

Sale, Lease & Service of Office Equipment

Date of Organization: 4/18/06

Date of Qualification to do business in Rhode Island (if foreign entity):
1/31/63

THE NAMES OF THE OFFICERS ARE:

☐ CHIEF EXECUTIVE OFFICER OR ☐ PRESIDENT (Check One) STREET ADDRESS CITY/STATE ZIP CODE

SEE SCHEDULE ATTACHED

☐ CHIEF OPERATING OFFICER OR ☐ VICE PRESIDENT (Check One) STREET ADDRESS CITY/STATE ZIP CODE

☐ CUSTODIAN OF RECORDS OR ☐ SECRETARY (Check One) STREET ADDRESS CITY/STATE ZIP CODE

☐ CHIEF FINANCIAL OFFICER OR ☐ TREASURER (Check One) STREET ADDRESS CITY/STATE ZIP CODE

THE NAMES OF THE DIRECTORS ARE:

NAME STREET ADDRESS CITY/STATE ZIP CODE

SEE SCHEDULE ATTACHED

NAME STREET ADDRESS CITY/STATE ZIP CODE

NAME STREET ADDRESS CITY/STATE ZIP CODE

NUMBER OF SHARES AUTHORIZED (If Applicable)

NUMBER	Preferred	25,000,000
	Common	350,000,000
CLASS	Common, Class B	600,000

SERIES

PAR VALUE OR
WITHOUT PAR \$1.00

NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)

NUMBER	Preferred	15,766,137
	Common	104,124,770
CLASS	Common, Class B	1,000

SERIES

PAR VALUE OR
WITHOUT PAR \$1.00

Date: 2/8 1994

By: Russell Y. Okasako

PRINT OR TYPE NAME OF OFFICER SIGNING

Vice President, Taxes

TYPE OF OFFICER SIGNING

Form 3: 1/94

DESIGNATED REGISTERED OR RESIDENT AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the Corporation has changed its registered office and/or registered or resident agent, Form 9 or Form LLC 3 must be filed

PRENTICE-HALL CORP. SYSTEM
170 WESTMINSTER STREET, SUITE 900
PROVIDENCE RI 02903

Xerox Corporation
Stamford, Connecticut 06904
Schedule of Officers
December 14, 1993

Chairman of the Board and Chief Executive Officer, Chairman of the Executive Committee	Paul A. Allaire	727 Smith Ridge Road, New Canaan, CT 06840
Executive Vice President	Wayland R. Hicks	147 Briscoe Road, New Canaan, CT 06840
Executive Vice President	A. Barry Rand	500 Woodbine Road, Stamford, CT 06903
Executive Vice President and Chief Financial Officer	Barry D. Romeril	200 East 66th Street, New York, NY 10021
Executive Vice President	Stuart B. Ross	Two Pierway Landing, Westport, CT 06880
Executive Vice President	Peter van Cuylenburg	40 Why Worry Lane, Woodside, CA 94062
Senior Vice President	William F. Buehler	535 Smith Ridge Road, New Canaan, CT 06840
Senior Vice President	Allan E. Dugan	56 Woodbury Place, Rochester, NY 14618
Senior Vice President	Julius L. Marcus	75 Davenport Farm Lane East, Stamford, CT 06903
Senior Vice President	Mark B. Myers	37 Lakeview Avenue, New Canaan, CT 06840
Senior Vice President	David R. Myerscough	269 Old Church Road, Greenwich, CT 06830
Senior Vice President and General Counsel	Richard S. Paul	584 Barlow Road, Fairfield, CT 06430
Senior Vice President	Leonard Vickers	*Eight Valley Road, Wilson Point, Norwalk, CT 06854
Vice President	Patricia C. Barron	159 East 78th Street, New York, NY 10021
Vice President	Richard S. Barton	4422 Deer Ridge Road, Danville, CA 94506-6017
Vice President	John Seely Brown	741 DeSoto Drive, Palo Alto, CA 94303
Vice President	Charles E. Buchheit	3277 Rush Mendon Road, Honeoye Falls, NY 14472
Vice President	Ronald B. Campbell, Jr.	6 Brigden Lane, Pittsford, NY 14534
Vice President	David T. Erwin	33 Park Forest Drive, Pittsford, NY 14534
Vice President, Treasurer and Secretary	Eunice M. Filter	12 Berndale Drive, Westport, CT 06880
Vice President	Philip D. Fishbach	Six Split Rock Road, Pittsford, NY 14534
Vice President	David W. Grainger	336 Lexington Road, Concord, MA 01742
Vice President	Maurice F. Holmes	255 Shaftsbury Road, Rochester, NY 14610
Vice President	Charles P. Holt	3223 Lake Road, Williamson, NY 14589
Vice President	James H. Lesko	116 Logan Road, New Canaan, CT 06840
Vice President	Roger E. Levien	28 Fresh Meadow Road, Weston, CT 06883
Vice President	John A. Lopiano	7117 Avenida Altisima, Rancho Palos Verdes, CA 90274
Vice President	Patrick J. Martin	74 Maple Avenue South, Westport, CT 06880
Vice President	John R. Milligan	34 South Lake Drive, Stamford, CT 06903
Vice President	Alan R. Monahan	340 Filbert Place, East Rochester, NY 14445
Vice President	Anne M. Mulcahy	235 Fencerow Drive, Fairfield, CT 06430
Vice President	Colin J. O'Brien	4391 W. Lake Road, Canandaigua, NY 14424
Vice President	Russell Y. Okasako	34 Salem Road, Wilton, CT 06897
Vice President	Wilbur I. Pittman	11 Whitestone Lane, Rochester, NY 14618
Vice President	Norman E. Rickard	One Bretton Ridge Road, Mt. Kisco, NY 10549-9650
Vice President	Ronald E. Rider	1335 Corinne Lane, Menlo Park, CA 94025
Vice President and Controller	Raghunandan D. Sachdev	271 Sturges Ridge Road, Wilton, CT 06897
Vice President	Brian E. Stern	One Pan Handle Lane, Westport, CT 06880
Vice President	Patricia M. Wallington	38 Fitch Lane, New Canaan, CT 06840
Assistant Treasurer	Myra R. Drucker	24 Wolfpits Road, Bethel, CT 06801
Assistant Treasurer	Robert R. Evans	25 Old Washington Road, Ridgefield, CT 06877
Assistant Controller	Daniel S. Marchibroda	29 Grove Avenue, Madison, CT 06443
Assistant Treasurer	George R. Roth	134 Sunny Ridge Road, Easton, CT 06612
Assistant Secretary	Martin S. Wagner	21 Kellogg Drive, Wilton, CT 06897

*Denotes Change

Xerox Corporation Schedule of Directors May 20, 1993

<u>Director</u>	<u>Mailing Address</u>	<u>Home Address</u>
Paul A. Allaire	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	727 Smith Ridge Road New Canaan, CT 06840
Robert A. Beck	The Prudential Insurance Co. of America Corporate Office, Prudential Plaza Newark, NJ 07101	<u>June through September</u> 8 Somerset Drive Rumson, NJ 07760 <u>October through May</u> 163 Island Creek Drive Vero Beach, FL 32963
Joan Ganz Cooney	Children's Television Workshop One Lincoln Plaza New York, NY 10023	435 East 52nd Street Apt. 11-G New York, NY 10022
B. R. Inman	*Suite 650-221 3300 Bee Cave Road Austin, TX 78746	3200 Riva Ridge Road Austin, TX 78746
Vernon E. Jordan, Jr.	*Akin, Gump, Strauss, Hauer & Feld Suite 400 1333 New Hampshire Ave. N.W. Washington, D.C. 20036	4610 Kenmore Drive, NW Washington, DC 20016
Yotaro (Tony) Kobayashi	Fuji Xerox Co., Ltd. 3-5 Akasaka 3-chome Minato-ku, Tokyo 107, Japan	14-16 Kakinokizaka 2-chome Meguro-ku, Tokyo 152, Japan
Hilmar Kopper	Deutsche Bank AG Taunusanlage 12 D-6000 Frankfurt 1, Germany	Im Bruehl 26 D-6242 Kronberg/Ts. 1 Germany
Ralph S. Larsen	Johnson & Johnson One Johnson & Johnson Plaza New Brunswick, NJ 08933	740 Smoke Hollow Trail Franklin Lakes, NJ 07417
John D. Macomber	JDM Investment Group 2806 N Street, N. W. Washington, DC 20007	2806 N. Street, N. W. Washington, DC 20007
N. J. Nicholas, Jr.	Suite 3400 745 Fifth Avenue New York, NY 10151	50 Central Park West, #9A New York, NY 10023
John E. Pepper	Procter & Gamble Co. One Procter & Gamble Plaza Cincinnati, OH 45202	233 Oliver Road Wyoming, OH 45215
Martha R. Seger	Karl Eller Center, Room 501 University of Arizona Business School Tucson, AZ 85721	Water Park Towers 1501 Crystal Drive Arlington, VA 22202
Thomas C. Theobald	Continental Bank, N. A. 231 South LaSalle Chicago, IL 60697	1242 North Lake Shore Drive, Apt. 24 Chicago, IL 60610

*Denotes Change

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st ✓

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

PLP 1358148

Corporate ID.....002E089..... Annual Report for the year.....1993.....

FIRST: The name of the corporation is.....XEROX CORPORATION.....

SECOND: It is incorporated under the laws of.....NEW YORK.....

THIRD: Character of business, briefly stated, is.....MANUFACTURE, SALE, LEASE & SERVICE
OF OFFICE EQUIPMENT.....

FOURTH: If foreign corporation, address of its principal office.....XEROX SQUARE, ROCHESTER,
NY 14644.....

FIFTH: Business address in Rhode Island.....c/o PRENTICE HALL CORPORATION SYSTEM, INC.,
170 WESTMINSTER STREET, PROVIDENCE RI 02903.....

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

Director

Director

Director

SEE SCHEDULE ATTACHED

President

SEE SCHEDULE ATTACHED

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series
25,000,000	PREFERRED	
350,000,000	COMMON	
600,000	COMMON, CLASS B	

Par Value
or statement that
shares are without
par value

\$ 1.00
\$ 1.00
\$ 1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series
15,846,220	PREFERRED	
95,065,097	COMMON	
1,000	COMMON, CLASS B	

Par Value
or statement that
shares are without
par value

\$ 1.00
\$ 1.00
\$ 1.00

Dated.....FEBRUARY..... 19 93.....

XEROX CORPORATION
(Name of Corporation)

By

Frederick Oberlo

(Report must be signed by an officer)

Title VICE - PRESIDENT, TAXES

Xerox Corporation Schedule of Directors May 1, 1992

<u>Director</u>	<u>Mailing Address</u>	<u>Home Address</u>
Paul A. Allaire	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	727 Smith Ridge Road New Canaan, CT 06840
Robert A. Beck	The Prudential Insurance Co. of America Corporate Office, Prudential Plaza Newark, NJ 07101	<u>June through September</u> 8 Somerset Drive Rumson, NJ 07760 <u>October through May</u> 163 Island Creek Drive Vero Beach, FL 32963
Joan Ganz Cooney	Children's Television Workshop One Lincoln Plaza New York, NY 10023	435 East 52nd Street Apt. 11-G New York, NY 10022
B. R. Inman	9442 Capital of Texas Highway North Arboretum Plaza One, Suite 685 Austin, TX 78759	3200 Riva Ridge Road Austin, TX 78746
Vernon E. Jordan, Jr.	*Akin, Gump, Hauer & Feld Suite 400 1333 New Hampshire Ave. N.W. Washington, D.C. 20036	4610 Kenmore Drive, NW Washington, DC 20016
Yotaro (Tony) Kobayashi	Fuji Xerox Co., Ltd. 3-5 Akasaka 3-chome Minato-ku, Tokyo 107, Japan	14-16 Kakinokizaka 2-chome Meguro-ku, Tokyo 152, Japan
Hilmar Kopper	Deutsche Bank AG Taunusanlage 12 D-6000 Frankfurt 1, Germany	Im Bruehl 26 D-6242 Kronberg/Ts. 1 Germany
Ralph S. Larsen	Johnson & Johnson One Johnson & Johnson Plaza New Brunswick, NJ 08933	740 Smoke Hollow Trail Franklin Lakes, NJ 07417
C. Peter McColough	Xerox Corporation 200 First Stamford Place P. O. Box 10345 Stamford, CT 06904-2345	26 Broad Road Greenwich, CT 06830
N. J. Nicholas, Jr.	*Suite 3400 745 Fifth Avenue New York, NY 10151	50 Central Park West, #9A New York, NY 10023
John E. Pepper	Procter & Gamble Co. One Procter & Gamble Plaza Cincinnati, OH 45202	233 Oliver Road Wyoming, OH 45215
Martha R. Seger	Karl Eller Center, Room 501 University of Arizona Business School Tucson, AZ 85721	Water Park Towers 1501 Crystal Drive Arlington, VA 22202
Thomas C. Theobald	Continental Bank, N. A. 231 South LaSalle Chicago, IL 60697	1242 North Lake Shore Drive, Apt. 24 Chicago, IL 60610

**Xerox Corporation
Stamford, Connecticut 06904**

**Schedule of Officers
December 14, 1992**

Chairman of the Board and Chief Executive Officer,	Paul A. Allaire	727 Smith Ridge Road, New Canaan, CT 06840
Chairman of the Executive Committee	Wayland R. Hicks	147 Briscoe Road, New Canaan, CT 06840
Executive Vice President	Roland E. Magnin	11 Brown House Road, Old Greenwich, CT 06870
Executive Vice President	A. Barry Rand	500 Woodbine Road, Stamford, CT 06903
Executive Vice President	Stuart B. Ross	2 Pierway Landing, Westport, CT 06880
Senior Vice President	William F. Buehler	535 Smith Ridge Road, New Canaan, CT 06840
Senior Vice President	Allan E. Dugan	56 Woodbury Place, Rochester, NY 14618
Senior Vice President	Julius L. Marcus	75 Davenport Farm Lane East, Stamford, CT 06903
Senior Vice President	Mark B. Myers	37 Lakeview Avenue, New Canaan, CT 06840
Senior Vice President	David R. Myerscough	269 Old Church Road, Greenwich, CT 06830
and General Counsel	Richard S. Paul	584 Barlow Road, Fairfield, CT 06430
Senior Vice President	Leonard Vickers	73 Maltbie Avenue, Stamford, CT 06904
Vice President	Patricia C. Barron	159 East 78th Street, New York, NY 10021
Vice President	John Seely Brown	837 Cowper Street, Apt. H, Palo Alto, CA 94304
Vice President	Charles E. Buchheit	3277 Rush Mendon Road, Honeoye Falls, NY 14472
Vice President	Ronald B. Campbell, Jr.	6 Brigden Lane, Pittsford, NY 14534
Vice President	David T. Erwin	33 Park Forest Drive, Pittsford, NY 14534
Vice President, Treasurer and Secretary	Eunice M. Filter	12 Berndale Drive, Westport, CT 06880
Vice President	Philip D. Fishbach	6 Split Rock Road, Pittsford, NY 14534
Vice President	David W. Grainger	336 Lexington Road, Concord, MA 01742
Vice President	Maurice F. Holmes	255 Shaftsbury Road, Rochester, NY 14610
Vice President	Charles P. Holt	3223 Lake Road, Williamson, NY 14589
Vice President	Roger E. Levien	28 Fresh Meadow Road, Weston, CT 06883
Vice President	Patrick J. Martin	74 Maple Avenue South, Westport, CT 06880
Vice President	John J. McGinty	282 Overlook Drive, Greenwich, CT 06830
Vice President	John R. Milligan	34 South Lake Drive, Stamford, CT 06903
Vice President	Alan R. Monahan	340 Filbert Place, East Rochester, NY 14445
Vice President	Anne M. Mulcahy	235 Fencerow Drive, Fairfield, CT 06430
Vice President	Colin J. O'Brien	4391 W. Lake Road, Canandaigua, NY 14424
Vice President	Russell Y. Okasako	34 Salem Road, Wilton, CT 06897
Vice President	Charles E. Otto	10 Inverness Circle, Fairport, NY 14450
Vice President	Richard C. Palermo	42 Oak Meadow Trail, Pittsford, NY 14534
Vice President	Wilbur I. Pittman	11 Whitestone Lane, Rochester, NY 14618
Vice President	Norman E. Rickard	One Bretton Ridge Road, Mt. Kisco, NY 10549-9650
Vice President	Ronald E. Rider	1335 Corinne Lane, Menlo Park, CA 94025
Vice President and Controller	Raghunandan D. Sachdev	271 Sturges Ridge Road, Wilton, CT 06897
Vice President	Patricia M. Wallington	38 Fitch Lane, New Canaan, CT 06840
Assistant Controller	Daniel S. Marchibroda	29 Grove Avenue, Madison, CT 06443
*Assistant Treasurer	Myra R. Drucker	24 Wolfpits Road, Bethel, CT 06801
Assistant Treasurer	Robert R. Evans	25 Old Washington Road, Ridgefield, CT 06877
Assistant Treasurer	George R. Roth	134 Sunny Ridge Road, Easton, CT 06612

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

0025088
10033010

Corporate ID 0025088 Annual Report for the year 1992

FIRST: The name of the corporation is XEROX CORPORATION

SECOND: It is incorporated under the laws of NEW YORK

THIRD: Character of business, briefly stated, is MANUFACTURE, SALE, LEASE & SERVICE
OF OFFICE EQUIPMENT

FOURTH: If foreign corporation, address of its principal office XEROX SQUARE, ROCHESTER
NY 14644

FIFTH: Business address in Rhode Island c/o PRENTICE HALL CORPORATION SYSTEM, INC.
101 DYER STREET, SUITE 3-A, PROVIDENCE RI 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
.....	Director	.....
.....	Director	.....
.....	Director	.....
SEE SCHEDULE ATTACHED	President	SEE SCHEDULE ATTACHED
.....	Vice President	.....
.....	Secretary	.....
.....	Treasurer	.....

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
25,000,000	PREFERRED		\$ 1.00
350,000,000	COMMON		\$ 1.00
600,000	COMMON, CLASS B		\$ 1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
15,912,215	PREFERRED		\$ 1.00
92,841,834	COMMON		\$ 1.00
4,125	COMMON, CLASS B		\$ 1.00

Dated FEBRUARY 12 19 92

XEROX CORPORATION
(Name of Corporation)

By [Signature]

(Report must be signed by an officer)

Title VICE - PRESIDENT, TAXES

Xerox Corporation Schedule of Directors November 1, 1991

<u>Director</u>	<u>Mailing Address</u>	<u>Home Address</u>
Paul A. Allaire	Xerox Corporation P O Box 1600 Stamford, CT 06904	727 Smith Ridge Road New Canaan, CT 06840
Robert A. Beck	The Prudential Insurance Co. of America Corporate Office, Prudential Plaza Newark, NJ 07101	<u>June through September</u> 8 Somerset Drive Rumson, NJ 07760 <u>October through May</u> 163 Island Creek Drive Vero Beach, FL 32963
Joan Ganz Cooney	Children's Television Workshop One Lincoln Plaza New York, NY 10023	435 East 52nd Street Apt. 11-G New York, NY 10022
B. R. Inman	9442 Capital of Texas Highway North Arboretum Plaza One, Suite 685 Austin, TX 78759	*3200 Riva Ridge Road Austin, TX 78746
Vernon E. Jordan, Jr.	Akin, Gump, Strauss, Hauer & Feld 1333 New Hampshire Ave. N.W. Suite 400 Washington, D C. 20036	4610 Kenmore Drive, NW Washington, DC 20016
Yotaro (Tony) Kobayashi	Fuji Xerox Co., Ltd. 3-5 Akasaka 3-chome Minato-ku, Tokyo 107, Japan	14-16 Kakinokizaka 2-chome Meguro-ku, Tokyo 152, Japan
Hilmar Kopper	Deutsche Bank AG Taunusanlage 12 D-6000 Frankfurt 1, Germany	Im Bruehl 26 *D-6242 Kronberg/Ts. 1 Germany
Ralph S. Larsen	Johnson & Johnson One Johnson & Johnson Plaza New Brunswick, NJ 08933	740 Smoke Hollow Trail Franklin Lakes, NJ 07417
C. Peter McColough	Xerox Corporation 200 First Stamford Place P. O. Box 10345 Stamford, CT 06904-2345	26 Broad Road Greenwich, CT 06830
N. J. Nicholas, Jr.	Time Warner Inc. 75 Rockefeller Plaza New York, NY 10019	50 Central Park West, #9A New York, NY 10023
John E. Pepper	Procter & Gamble Co. One Procter & Gamble Plaza Cincinnati, OH 45202	233 Oliver Road Wyoming, OH 45215
Martha R. Seger	Karl Eller Center, Room 501 University of Arizona Business School Tucson, AZ 85721	Water Park Towers 1501 Crystal Drive Arlington, VA 22202
Thomas C. Theobald	Continental Bank, N. A. 231 South LaSalle Chicago, IL 60697	1242 North Lake Shore Drive, Apt. 24 Chicago, IL 60610

**Xerox Corporation
Stamford, Connecticut 06904**

**Schedule of Officers
February 6, 1992**

Chairman of the Board and Chief Executive Officer,	Paul A. Allaire	727 Smith Ridge Road, New Canaan, CT 06840
Chairman of the Executive Committee	Wayland R. Hicks	147 Briscoe Road, New Canaan, CT 06840
Executive Vice President	Roland E. Magnin	11 Brown House Road, Old Greenwich, CT 06870
Executive Vice President	A. Barry Rand	343 Ingleside Drive, Stamford, CT 06903
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Executive Vice President	William F. Buehler	535 Smith Ridge Road, New Canaan, CT 06840
Senior Vice President	Ailan E. Dugan	56 Woodbury Place, Rochester, NY 14618
Senior Vice President	Julius L. Marcus	75 Davenport Farm Lane East, Stamford, CT 06903
Senior Vice President	Mark B. Myers	2204 Five Mile Line Road, Penfield, NY 14526
Senior Vice President	David R. Myerscough	269 Old Church Road, Greenwich, CT 06830
Senior Vice President	Leonard Vickers	73 Maltbie Avenue, Stamford, CT 06904
Vice President	Patricia C. Barron	159 East 78th Street, New York, NY 10021
Vice President	John Seely Brown	2606 Sacramento Street, San Francisco, CA 94115
Vice President	Charles E. Buchheit	3277 Rush Mendon Road, Honeoye Falls, NY 14472
Vice President	Ronald B. Campbell, Jr.	6 Brigden Lane, Pittsford, NY 14534
Vice President	David T. Erwin	33 Park Forest Drive, Pittsford, NY 14534
Vice President, Secretary and Treasurer	Eunice M. Filter	12 Berndale Drive, Westport, CT 06880
Vice President	Philip D. Fishbach	6 Split Rock Road, Pittsford, NY 14534
Vice President	David W. Grainger	336 Lexington Road, Concord, MA 01742
Vice President	Charles P. Holt	3223 Lake Road, Williamson, NY 14589
Vice President	Robert J. Kammerer	501 Hollow Tree Ridge Road, Darien, CT 06820
Vice President	Roger E. Levien	28 Fresh Meadow Road, Weston, CT 06883
Vice President	Patrick J. Martin	74 Maple Avenue South, Westport, CT 06880
Vice President	John J. McGinty	282 Overlook Drive, Greenwich, CT 06830
Vice President	John R. Milligan	40 Springfield Road, St. John's Wood, London NW8 0QN
Vice President	Alan R. Monahan	340 Filbert Place, East Rochester, NY 14445
Vice President	Colin J. O'Brien	1415 Catamount Road, Fairfield, CT 06430
Vice President	Russell Y. Okasako	34 Salem Road, Wilton, CT 06897
Vice President	Charles E. Otto	10 Inverness Circle, Fairport, NY 14450
Vice President	Richard C. Palermo	42 Oak Meadow Trail, Pittsford, NY 14534
Vice President and General Counsel	Richard S. Paul	584 Barlow Road, Fairfield, CT 06430
Vice President	Wilbur I. Pittman	11 Whitestone Lane, Rochester, NY 14618
Vice President	Norman E. Rickard	One Bretton Ridge Road, Mt. Kisco, NY 10549-9650
Vice President and Controller	Raghunandan D. Sachdev	271 Sturges Ridge Road, Wilton, CT 06897
Vice President	Alan Z. Senter	9 North Ridge Road, Westport, CT 06880
Vice President	Eric L. Steenburgh	11 Pine Needles Drive, Pittsford, NY 14534
Vice President	Patricia M. Wallington	One Sutton Point, Pittsford, NY 14534
Assistant Controller	Daniel S. Marchibroda	29 Grove Avenue, Madison, CT 06443
Assistant Treasurer	Robert R. Evans	25 Old Washington Road, Ridgefield, CT 06877
Assistant Treasurer	George R. Roth	134 Sunny Ridge Road, Easton, CT 06612

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0026089 Annual Report for the year 1991

FIRST: The name of the corporation is XEROX CORPORATION

SECOND: It is incorporated under the laws of NEW YORK

THIRD: Character of business, briefly stated, is MANUFACTURE, SALE, LEASE & SERVICE
OF OFFICE EQUIPMENT

FOURTH: If foreign corporation, address of its principal office XEROX SQUARE, ROCHESTER
NEW YORK 14644

FIFTH: Business address in Rhode Island c/o PRENTICE HALL CORPORATION
101 DYER STREET, PROVIDENCE, RHODE ISLAND 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
------	--------	--

.....	Director	.....
.....	Director	.....
.....	Director	.....
SEE SCHEDULE ATTACHED	President	SEE SCHEDULE ATTACHED
.....	Vice President	.....
.....	Secretary	.....
.....	Treasurer	.....

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
25,000,000	PREFERRED		\$1.00
350,000,000	COMMON		\$1.00
600,000	COMMON, CLASS B		\$1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
15,949,317	PREFERRED		\$1.00
92,205,595	COMMON		\$1.00
25,320	COMMON, CLASS B		\$1.00

Dated FEBRUARY 1991

XEROX CORPORATION
(Name of Corporation)

By

(Report must be signed by an officer)

Title VICE-PRESIDENT, TAXES

**Xerox Corporation
Schedule of Directors
September 27, 1990**

<u>Director</u>	<u>Mailing Address</u>	<u>Home Address</u>
Paul A. Allaire	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	727 Smith Ridge Road New Canaan, CT 06840
Robert A. Beck	The Prudential Insurance Co. of America Corporate Office, Prudential Plaza Newark, NJ 07101	<u>June through September</u> 8 Somerset Drive Rumson, NJ 07760 <u>October through May</u> 163 Island Creek Drive Vero Beach, FL 32963
Joan Ganz Cooney	Children's Television Workshop One Lincoln Plaza New York, NY 10023	435 East 52nd Street Apt. 11-G New York, NY 10022
B. R. Inman	9442 Capital of Texas Highway North Arboretum Plaza One, Suite 685 Austin, TX 78759	3509 Needles Drive Austin, TX 78746
Vernon E. Jordan, Jr.	Akin, Gump, Strauss, Hauer & Feld 1333 New Hampshire Ave. N.W. Suite 400 Washington, D.C. 20036	4610 Kenmore Drive, NW Washington, DC 20016
David T. Kearns	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	142 Michigan Road New Canaan, CT 06840
Yotaro (Tony) Kobayashi	Fuji Xerox Co., Ltd. 3-5 Akasaka 3-chome Minato-ku, Tokyo 107, Japan	14-16 Kakinokizaka 2-chome Meguro-ku, Tokyo 152, Japan
Ralph S. Larsen	Johnson & Johnson One Johnson & Johnson Plaza New Brunswick, NJ 08933	740 Smoke Hollow Trail Franklin Lakes, NJ 07417
C. Peter McColough	Xerox Corporation 200 First Stamford Place P. O. Box 10345 Stamford, CT 06904-2345	26 Broad Road Greenwich, CT 06830
N. J. Nicholas, Jr.	*Time Warner Inc. 75 Rockefeller Plaza New York, NY 10019	50 Central Park West, #9A New York, NY 10023
John E. Pepper	Procter & Gamble Co. One Procter & Gamble Plaza Cincinnati, OH 45202	233 Oliver Road Wyoming, OH 45215
Thomas C. Theobald	Continental Bank, N. A. 231 South LaSalle Chicago, IL 60697	1242 North Lake Shore Drive, Apt. 24 Chicago, IL 60610

*Denotes Change

**Xerox Corporation
Stamford, Connecticut 06904**

**Schedule of Officers
February 1, 1991**

Chairman of the Board and

Chairman of the Executive Committee

President and Chief Executive Officer

Executive Vice President

Executive Vice President

Executive Vice President

Executive Vice President

Group Vice President

Senior Vice President

Senior Vice President

Vice President

Vice President

Vice President

Vice President

Vice President

Vice President, Secretary

and Treasurer

Vice President

Vice President

Vice President

Vice President

Vice President

Vice President

Vice President

Vice President

Vice President

Vice President

Vice President and General Counsel

Vice President

Vice President and Controller

Vice President

Vice President

Vice President

Assistant Treasurer

David T. Kearns

Paul A. Allaire

Wayland R. Hicks

William C. Lowe

Roland E. Magnin

Stuart B. Ross

A. Barry Rand

Julius L. Marcus

Leonard Vickers

Patricia C. Barron

John Seely Brown

Charles E. Buchheit

Ronald B. Campbell, Jr.

Allan E. Dugan

Eunice M. Filter

Philip D. Fishbach

Charles P. Holt

Robert J. Kammerer

Roger E. Levien

Thomas P. Maletta

John J. McGinty

Mark B. Myers

David R. Myerscough

Charles E. Otto

Richard C. Palermo

Richard S. Paul

Norman E. Rickard

Raghunandan D. Sachdev

Alan Z. Senter

Eric L. Steenburgh

Donald A. Zrebiec

Robert R. Evans

142 Michigan Road, New Canaan, CT 06840

727 Smith Ridge Road, New Canaan, CT 06840

147 Briscoe Road, New Canaan, CT 06840

29 Woodland Place, Chappaqua, NY 10514

11 Brown House Road, Old Greenwich, CT 06870

2 Pierway Landing, Westport, CT 06880

343 Ingleside Drive, Stamford, CT 06903

75 Davenport Farm Lane East, Stamford, CT 06903

73 Maltbie Avenue, Stamford, CT 06904

159 East 78th Street, New York, NY 10021

2606 Sacramento Street, San Francisco, CA 94115

3277 Rush Mendon Road, Honeoye Falls, NY 14472

6 Brigden Lane, Pittsford, NY 14534

56 Woodbury Place, Rochester, NY 14618

12 Berndale Drive, Westport, CT 06880

6 Split Rock Road, Pittsford, NY 14534

3223 Lake Road, Williamson, NY 14589

501 Hollow Tree Ridge Road, Darien, CT 06820

28 Fresh Meadow Road, Weston, CT 06883

12 Laurel Lake West, Weston, CT 06883

282 Overlook Drive, Greenwich, CT 06830

2204 Five Mile Line Road, Penfield, NY 14526

269 Old Church Road, Greenwich, CT 06830

10 Inverness Circle, Fairport, NY 14450

42 Oak Meadow Trail, Pittsford, NY 14534

584 Barlow Road, Fairfield, CT 06430

One Bretton Ridge Road, Mt. Kisco, NY 10549-9650

271 Sturges Ridge Road, Wilton, CT 06897

9 North Ridge Road, Westport, CT 06880

11 Pine Needles Drive, Pittsford, NY 14534

17 Greentree, Pittsford, NY 14534

25 Old Washington Road, Ridgefield, CT 06877

**Denotes Change*

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

A-1

Corporate ID 0025089 Annual Report for the year 1990

FIRST: The name of the corporation is XEROX CORPORATION

SECOND: It is incorporated under the laws of NEW YORK

THIRD: Character of business, briefly stated, is MANUFACTURE, SALE, LEASE AND
SERVICE OF OFFICE EQUIPMENT

FOURTH: If foreign corporation, address of its principal office

XEROX SQUARE, ROCHESTER, NEW YORK 14644

FIFTH: Business address in Rhode Island c/o PRENTICE HALL CORPORATION

101 DYER STREET, PROVIDENCE, RHODE ISLAND 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

Director

Director

Director

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares	Class
25,000,000	PREFERRED
350,000,000	COMMON
600,000	COMMON, CLASS B

Par Value
or statement that
shares are without
par value

\$1.00

\$1.00

\$1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class
15,959,086	PREFERRED
92,087,033	COMMON
27,570	COMMON

Par Value
or statement that
shares are without
par value

\$1.00

\$1.00

\$1.00

Dated FEBRUARY 19 90

XEROX CORPORATION

(Name of Corporation)

By X

(Report must be signed by an officer)

Title VICE - PRESIDENT, CORPORATE TAXES

**Xerox Corporation
Schedule of Directors
January 2, 1990**

<u>Director</u>	<u>Mailing Address</u>	<u>Home Address</u>
Paul A. Allaire	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	727 Smith Ridge Road New Canaan, CT 06840
Robert A. Beck	The Prudential Insurance Co. of America Corporate Office, Prudential Plaza Newark, NJ 07101	8 Somerset Drive Rumson, NJ 07760
Joan Ganz Cooney	Children's Television Workshop One Lincoln Plaza New York, NY 10023	435 East 52nd Street Apt. 11-G New York, NY 10022
Melvin Howard	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	42 Redcoat Road Westport, CT 06880
B. R. Inman	Westmark Systems, Inc. 301 Congress Avenue, Suite 2000 Austin, TX 78701	3509 Needles Drive Austin, TX 78746
Vernon E. Jordan, Jr.	Akin, Gump, Strauss, Hauer & Feld 1333 New Hampshire Ave. N.W. Suite 400 Washington, D.C. 20036	4610 Kenmore Drive, NW Washington, DC 20016
David T. Kearns	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	142 Michigan Road New Canaan, CT 06840
Yotaro (Tony) Kobayashi	Fuji Xerox Co., Ltd. 3-5 Akasaka 3-chome Minato-ku, Tokyo 107, Japan	14-16 Kakinokizaka 2-chome Meguro-ku, Tokyo 152, Japan
*Ralph S. Larsen	Johnson & Johnson One Johnson & Johnson Plaza New Brunswick, NJ 08933	740 Smoke Hollow Trail Franklin Lakes, NJ 07417
C. Peter McColough	Xerox Corporation 200 First Stamford Place P. O. Box 10345 Stamford, CT 06904-2345	26 Broad Road Greenwich, CT 06830
N. J. Nicholas, Jr.	*Time Warner Inc. 1271 Avenue of the Americas, Rm. 3457 New York, NY 10020	50 Central Park West, #9A New York, NY 10023
William E. Simon	William E. Simon & Sons 310 South Street P.O. Box CN 1913 Morristown, NJ 07962-1913	Sand Spring Road New Vernon, NJ 07976
Thomas C. Theobald	Continental Bank, N. A. 231 South LaSalle Chicago, IL 60697	1242 North Lake Shore Drive, Apt. 24 Chicago, IL 60610

*Denotes Change

**Xerox Corporation
Stamford, Connecticut 06904**

**Schedule of Officers
January 2, 1990**

Chairman of the Board & Chief
Executive Officer, Chairman of the
Executive Committee

President

Vice-Chairman

Executive Vice President

Executive Vice President

Executive Vice President

Group Vice President

Group Vice President

Senior Vice President

Senior Vice President

Senior Vice President and

Chief Financial Officer

Senior Vice President

Vice President

Vice President

Vice President and Secretary

Vice President

Vice President

Vice President

Vice President

Vice President

Vice President

Vice President

Vice President

Vice President

Vice President and General Counsel

Vice President

Vice President and Controller

Vice President and Treasurer

Vice President

Vice President

Vice President

Vice President

Vice President

Assistant Treasurer

David T. Kearns

Paul A. Allaire

Melvin Howard

Wayland R. Hicks

William C. Lowe

Roland E. Magnin

A. Barry Rand

William J. Spencer

Julius L. Marcus

Douglas M. Reid

Stuart B. Ross

Leonard Vickers

Charles E. Buchheit

Ronald B. Campbell, Jr.

Eunice M. Filter

Robert J. Kammerer

Robert T. Knight

Roger E. Levien

Thomas P. Maletta

John J. McGinty

Mark B. Myers

David R. Myerscough

Charles E. Otto

Richard C. Palermo

Richard S. Paul

Norman E. Rickard

Raghuveer D. Sachdev

Alan Z. Senter

John C. Shoemaker

Michael Smith

Eric L. Steenburgh

Austin E. Vanchieri

Donald A. Zrebiec

Robert R. Evans

142 Michigan Road, New Canaan, CT 06840

727 Smith Ridge Road, New Canaan, CT 06840

42 Redcoat Road, Westport, CT 06880

147 Briscoe Road, New Canaan, CT 06840

29 Woodland Place, Chappaqua, NY 10514

11 Brown House Road, Old Greenwich, CT 06870

343 Ingleside Drive, Stamford, CT 06903

One Milbank, Greenwich, CT 06830

*21 Hemlock Hill Road, Amherst, NH 03031

258 Mulberry Road, Fairfield, CT 06430

2 Pierway Landing, Westport, CT 06880

20 Harrison Street, New York, NY 10013

52 Nursery Road, New Canaan, CT 06840

6 Brigden Lane, Pittsford, NY 14534

12 Berndale Drive, Westport, CT 06880

501 Hollow Tree Ridge Road, Darien, CT 06820

1425 Oak Meadow Road, Arcadia, CA 91006

28 Fresh Meadow Road, Weston, CT 06883

12 Laurel Lake West, Weston, CT 06883

282 Overlook Drive, Greenwich, CT 06830

2204 Five Mile Line Road, Penfield, NY 14526

269 Old Church Road, Greenwich, CT 06830

10 Inverness Circle, Fairport, NY 14450

42 Oak Meadow Trail, Pittsford, NY 14534

584 Barlow Road, Fairfield, CT 06430

One Bretton Ridge Road, Mt. Kisco, NY 10549-9650

271 Sturges Ridge Road, Wilton, CT 06897

9 North Ridge Road, Westport, CT 06880

508 Yarmouth Road, Palos Verdes Estates, CA 90274

7 Duxbury Way, Rochester, NY 14618

11 Pine Needles Drive, Pittsford, NY 14534

25333 La Loma Drive, Los Altos Hills, CA 94022

17 Greentree, Pittsford, NY 14534

25 Old Washington Road, Ridgefield, CT 06877

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0026089

Annual Report for the year 1989

FIRST: The name of the corporation is XEROX CORPORATION

SECOND: It is incorporated under the laws of NEW YORK

THIRD: Character of business, briefly stated, is MANUFACTURE, SALE, LEASE AND SERVICE OF OFFICE EQUIPMENT

FOURTH: If foreign corporation, address of its principal office

XEROX SQUARE, ROCHESTER, NEW YORK 14644

FIFTH: Business address in Rhode Island 90 PRENTICE HALL CORP., 101 DYER STREET, PROVIDENCE, R.I. 02903

SIXTH: Names and addresses of its directors and officers:

(Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

Director

Director

Director

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares	Class
25,000,000	PREFERRED
350,000,000	COMMON
600,000	COMMON, CLASS B

Series

PAID

MAR 1 1989

SECY OF STATE

Series

Par Value
or statement that
shares are without
par value

1.00

1.00

1.00

Par Value
or statement that
shares are without
par value

1.00

1.00

1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class
5,927,086	PREFERRED
102,833,100	COMMON
29,370	COMMON, CLASS B

Dated FEBRUARY 1989

XEROX CORPORATION

(Name of Corporation)

By

Title VICE PRESIDENT AND TREASURER

(Report must be signed by an officer)

Xerox Corporation Schedule of Directors January 6, 1989

<u>Director</u>	<u>Mailing Address</u>	<u>Home Address</u>
Paul A. Allaire	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	727 Smith Ridge Road New Canaan, CT 06840
Robert A. Beck	The Prudential Insurance Co. of America Corporate Office, Prudential Plaza Newark, NJ 07101	8 Somerset Drive Rumson, NJ 07760
Joan Ganz Cooney	Children's Television Workshop One Lincoln Plaza New York, NY 10023	435 East 52nd Street Apt. 11-G New York, NY 10022
William F. Glavin	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	3 Alden Terrace Greenwich, CT 06830
Alfred Herrhausen	Deutsche Bank AG Taunusanlage 12, 6000 Frankfurt 1, West Germany	Ellerhoehweg 18, 6380 Bad Homburg V.D.H., West Germany
Melvin Howard	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	42 Redcoat Road Westport, CT 06880
B. R. Inman	Westmark Systems, Inc. 301 Congress Avenue, Suite 2000 Austin, TX 78701	3509 Needles Drive Austin, TX 78746
Vernon E. Jordan, Jr.	Akin, Gump, Strauss, Hauer & Feld 1333 New Hampshire Ave. N.W. Suite 400 Washington, D.C. 20036	4610 Kenmore Drive, NW Washington, DC 20016
David T. Kearns	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	142 Michigan Road New Canaan, CT 06840
Yotaro (Tony) Kobayashi	Fuji Xerox Co., Ltd. 3-5 Akasaka 3-chome Minato-ku, Tokyo 107, Japan	14-16 Kakinokizaka 2-chome Meguro-ku, Tokyo 152, Japan
John D. Macomber	Celanese Corporation 1211 Avenue of the Americas New York, NY 10036	770 Park Avenue #14A New York, NY 10021
C. Peter McColough	Xerox Corporation 200 First Stamford Place P. O. Box 10345 Stamford, CT 06904-2345	26 Broad Road Greenwich, CT 06830
N. J. Nicholas, Jr.	Time Inc. 1271 Avenue of the Americas, Rm. 3457 New York, NY 10020	50 Central Park West, #9A New York, NY 10023

**Xerox Corporation
Schedule of Directors
January 6, 1989**

<u>Director</u>	<u>Mailing Address</u>	<u>Home Address</u>
William E. Simon	*William E. Simon & Sons 310 South Street P.O. Box CN 1913 Morristown, NJ 07962-1913	Sand Spring Road New Vernon, NJ 07976
Robert L. Sproull	Bausch & Lomb Building University of Rochester Rochester, NY 14627	6 Green Ridge Pittsford, NY 14534
Robert S. Strauss	Akin, Gump, Strauss, Hauer & Feld 1333 New Hampshire Avenue N.W. Suite 400 Washington, D.C. 20036	Watergate East 2500 Virginia Avenue N.W. Washington, D.C. 20037
Thomas C. Theobald	Continental Illinois National Bank 231 South LaSalle Chicago, IL 60697	1242 North Lake Shore Drive, Apt. 24 Chicago, IL 60610

January 6, 1989

*Denotes Change

**Xerox Corporation
Stamford, Connecticut 06904**

**Schedule of Officers
January 12, 1989**

Chairman of the Board & Chief Executive Officer, Chairman of the Executive Committee	David T. Kearns	142 Michigan Road, New Canaan, CT 06840
President	Paul A. Allaire	727 Smith Ridge Road, New Canaan, CT 06840
Vice-Chairman	William F. Glavin	3 Alden Terrace, Greenwich, CT 06830
Vice-Chairman	Melvin Howard	42 Redcoat Road, Westport, CT 06880
Executive Vice President	Robert V. Adams	1103 Via Curva, Palos Verdes Estates, CA 90274
Executive Vice President	Wayland R. Hicks	147 Briscoe Road, New Canaan, CT 06840
Executive Vice President	William C. Lowe	29 Woodland Place, Chappaqua, NY 10514
Group Vice President	A. Barry Rand	343 Ingleside Drive, Stamford, CT 06903
Senior Vice President	Douglas M. Reid	258 Mulberry Road, Fairfield, CT 06430
Group Vice President	Dwight F. Ryan	11 Lochmoor, Newport Beach, CA 92660
Vice President	William T. Blair	23 Landsdowne Lane, Rochester, NY 14618
Vice President	Ronald B. Campbell, Jr.	6 Brigden Lane, Pittsford, NY 14534
Vice President and Secretary	Eunice M. Filter	12 Berndale Drive, Westport, CT 06880
Vice President	L. Lyndon Haddon	*Walnut Lea, Salters Meadow, Beacon Hill, Penn, Bucks HP108NH England
Vice President	Robert J. Kammerer	501 Hollow Tree Ridge Road, Darien, CT 06820
Vice President	Norbett H. Kaupp	704 Apsley Road, Palos Verdes Estates, CA 90274
Vice President	Robert T. Knight	1425 Oak Meadow Road, Arcadia, CA 91006
Vice President	Roger E. Levien	28 Fresh Meadow Road, Weston, CT 06883
Vice President	Thomas P. Maletta	12 Laurel Lake West, Weston, CT 06883
Vice President	John J. McGinty	282 Overlook Drive, Greenwich, CT 06830
Vice President	Charles E. Otto	10 Inverness Circle, Fairport, NY 14450
Vice President	Richard C. Palermo	42 Oak Meadow Trail, Pittsford, NY 14534
Vice President and General Counsel	Richard S. Paul	584 Barlow Road, Fairfield, CT 06430
Vice President	Norman E. Rickard	36 Gray Rock Lane, Chappaqua, NY 10514
Vice President	M. Norton Rosner	6 Greentree Lane, Pittsford, NY 14534
Vice President	Stuart B. Ross	2 Pierway Landing, Westport, CT 06880
Vice President and Treasurer	Alan Z. Senter	9 North Ridge Road, Westport, CT 06880
Vice President	John C. Shoemaker	660 Milverton, Los Altos, CA 94022
Vice President	Michael Smith	7 Duxbury Way, Rochester, NY 14618
Vice President	William J. Spencer	One Milbank, Greenwich, CT 06830
Vice President	Eric L. Steenburgh	11 Pine Needles Drive, Pittsford, NY 14534
Vice President	Austin E. Vanchieri	25333 La Loma Drive, Los Altos Hills, CA 94022
Vice President	Donald A. Zrebiec	17 Greentree, Pittsford, NY 14534
Controller	Raghunandan D. Sachdev	271 Sturges Ridge Road, Wilton, CT 06897
Assistant Treasurer	Robert R. Evans	25 Old Washington Road, Ridgefield, CT 06877

January 12, 1989

Denotes Change

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 26089 Annual Report for the year 1988

FIRST: The name of the corporation is XEROX CORPORATION

SECOND: It is incorporated under the laws of NEW YORK

THIRD: Character of business, briefly stated, is MANUFACTURE, SALE, LEASE AND SERVICE OF
OFFICE EQUIPMENT

FOURTH: If foreign corporation, address of its principal office

XEROX SQUARE, ROCHESTER, NEW YORK 14644

FIFTH: Business address in Rhode Island PRENTICE HALL CORP., 101 DYER STREET,

PROVIDENCE R.I. 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

Director

Director

Director

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares	Class
25,000,000	Preferred
350,000,000	Common
600,000	Common, Class B

EIGHTH: Number of Shares issued:

No. of Shares	Class
8,840,205	Preferred
100,041,326	Common
54,548	Common, Class B

Dated 2/23 1988

ENTERED JUN 30 1988
Series

PAID

MAR 10 1988

SEC'y OF STATE
Series

Par Value
or statement that
shares are without
par value

1.-

1.-

1.-

Par Value
or statement that
shares are without
par value

1.-

1.-

1.-

XEROX CORPORATION

(Name of Corporation)

By

Title VICE PRESIDENT AND TREASURER

(Report must be signed by an officer)

**Xerox Corporation
Stamford, Connecticut 06904**

**Schedule of Officers
January 4, 1988**

Chairman of the Board & Chief Executive Officer, Chairman of the Executive Committee	David T. Kearns	142 Michigan Road, New Canaan, CT 06840
President	Paul A. Allaire	727 Smith Ridge Road, New Canaan, CT 06840
Vice-Chairman	William F. Glavin	3 Alden Terrace, Greenwich, CT 06830
Vice-Chairman	Melvin Howard	42 Redcoat Road, Westport, CT 06880
Executive Vice President	Robert V. Adams	1103 Via Curva, Palos Verdes Estates, CA 90274
Executive Vice President	Wayland R. Hicks	147 Briscoe Road, New Canaan, CT 06840
Group Vice President	Frank J. Pipp	36 Trails End Road, Wilton, CT 06897
Group Vice President	A. Barry Rand	343 Ingleside Drive, Stamford, CT 06903
Senior Vice President	Douglas M. Reid	258 Mulberry Road, Fairfield, CT 06430
Group Vice President	Dwight F. Ryan	11 Lochmoor, Newport Beach, CA 92660
Vice President and General Counsel	Robert S. Banks	29 Laurel Road, New Canaan, CT 06840
Vice President	William T. Blair	23 Landsdowne Lane, Rochester, NY 14618
Vice President	Ronald B. Campbell, Jr.	6 Brigden Lane, Pittsford, NY 14534
Vice President and Secretary	Eunice M. Filter	12 Berndale Drive, Westport, CT 06880
Vice President	L. Lyndon Haddon	142 Sturges Ridge Road, Wilton, CT 06897
Vice President	Robert J. Kammerer	501 Hollow Tree Ridge Road, Darien, CT 06820
Vice President	Norbert H. Kaupp	704 Apsley Road, Palos Verdes Estates, CA 90274
Vice President	Robert T. Knight	1425 Oak Meadow Road, Arcadia, CA 91006
Vice President	Roger E. Levien	28 Fresh Meadow Road, Weston, CT 06883
*Vice President	Thomas P. Maletta	252 Otis Road, Barrington Hills, IL 60010
Vice President	John J. McGinty	282 Overlook Drive, Greenwich, CT 06830
Vice President	Charles E. Otto	10 Inverness Circle, Fairport, NY 14450
Vice President	Richard C. Palermo	42 Oak Meadow Trail, Pittsford, NY 14534
Vice President	Norman E. Rickard	36 Gray Rock Lane, Chappaqua, NY 10514
Vice President	M. Norton Rosner	6 Greentree Lane, Pittsford, NY 14534
Vice President	Stuart B. Ross	2 Pierway Landing, Westport, CT 06880
Vice President	Joseph C. Sanchez	306 Narcissus Avenue, Corona del Mar, CA 92625
Vice President and Treasurer	Alan Z. Senter	9 North Ridge Road, Westport, CT 06880
Vice President	John C. Shoemaker	4267 Marina City Drive, Marina del Rey, CA 90292
Vice President	Michael Smith	7 Duxbury Way, Rochester, NY 14618
Vice President	William J. Spencer	One Milbank, Greenwich, CT 06830
Vice President	Eric L. Steenburgh	11 Pine Needles Drive, Pittsford, NY 14534
*Vice President	Donald A. Zrebiec	17 Greentree, Pittsford, NY 14534
Controller	Raghunandan D. Sachdev	271 Sturges Ridge Road, Wilton, CT 06897
Assistant Controller	Donald R. Altieri	10 Stallion Trails, Greenwich, CT 06830
Assistant Treasurer	Robert R. Evans	25 Old Washington Road, Ridgefield, CT 06877

January 4, 1988

*Denotes Change

Xerox Corporation Schedule of Directors January 4, 1988

<u>Director</u>	<u>Mailing Address</u>	<u>Home Address</u>
Paul A. Allaire	Xerox Corporation P O Box 1600 Stamford, CT 06904	727 Smith Ridge Road New Canaan, CT 06840
Robert A. Beck	The Prudential Insurance Co. of America Corporate Office, Prudential Plaza Newark, NJ 07101	8 Somerset Drive Rumson, NJ 07760
Joan Ganz Cooney	Children's Television Workshop One Lincoln Plaza New York, NY 10023	435 East 52nd Street Apt. 11-G New York, NY 10022
William F. Glavin	Xerox Corporation P O Box 1600 Stamford, CT 06904	3 Alden Terrace Greenwich, CT 06830
Alfred Herrhausen	Deutsche Bank AG Taunusanlage 12, 6000 Frankfurt 1, West Germany	Ellerhoehweg 18, 6380 Bad Homburg V D H., West Germany
Melvin Howard	Xerox Corporation P O Box 1600 Stamford, CT 06904	42 Redcoat Road Westport, CT 06880
B. R. Inman	Westmark Systems, Inc 301 Congress Avenue, Suite 2000 Austin, TX 78701	3509 Needles Drive Austin, TX 78746
Vernon E. Jordan, Jr.	Akin, Gump, Strauss, Hauer & Feld 1333 New Hampshire Ave. N W Suite 400 Washington, D.C. 20036	4610 Kenmore Drive, NW Washington, DC 20016
David T. Kearns	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	142 Michigan Road New Canaan, CT 06840
Yotaro (Tony) Kobayashi	Fuji Xerox Co., Ltd. 3-5 Akasaka 3-chome Minato-ku, Tokyo 107, Japan	14-16 Kakinokizaka 2-chome Meguro-ku, Tokyo 152, Japan
John D. Macomber	Celanese Corporation 1211 Avenue of the Americas New York, NY 10036	770 Park Avenue #14A New York, NY 10021
C. Peter McColough	*Xerox Corporation 200 First Stamford Place P. O. Box 10345 Stamford, CT 06904-2345	26 Broad Road Greenwich, CT 06830
Nicholas J. Nicholas, Jr.	Time Inc. 1271 Avenue of the Americas, Rm. 3457 New York, NY 10020	50 Central Park West, #9A New York, NY 10023

**Xerox Corporation
Schedule of Directors
January 4, 1988**

<u>Director</u>	<u>Mailing Address</u>	<u>Home Address</u>
William E. Simon	*WSGP International, Inc 310 South Street P.O. Box CN 1913 Morristown, NJ 07960	Sand Spring Road New Vernon, NJ 07976
Robert L. Sprouil	Bausch & Lomb Building University of Rochester Rochester, NY 14627	6 Green Ridge Pittsford, NY 14534
Robert S. Strauss	Akin, Gump, Strauss, Hauer & Feld 1333 New Hampshire Avenue N.W. Suite 400 Washington, D.C. 20036	Watergate East 2500 Virginia Avenue N.W. Washington, D.C. 20037
Thomas C. Theobald	Continental Illinois National Bank 231 South LaSalle Chicago, IL 60697	1242 North Lake Shore Drive, Apt. 24 Chicago, IL 60610
Ernst H. van der Beugel	Smidswater 1, 2514BV The Hague The Netherlands	Jan Muschlaan 84 2597TZ, The Hague The Netherlands

January 4, 1988

*Denotes Change

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 26089 Annual Report for the year 1987

FIRST: The name of the corporation is XEROX CORPORATION

SECOND: It is incorporated under the laws of New York

THIRD: Character of business, briefly stated, is MANUFACTURE, SALE, LEASE AND SERVICE OF OFFICE EQUIPMENT

FOURTH: If foreign corporation, address of its principal office

XEROX SQUARE, ROCHESTER, New York 14644

FIFTH: Business address in Rhode Island PRENTICE HALL CORP., 101 DYER STREET,

PROVIDENCE R.I. 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name Office Address (including number, street, zip code)

Director

Director

Director

President

Vice President

Secretary

Treasurer

SEE SCHEDULE ATTACHED

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series
25,000,000	Preferred	
150,000,000	Common	
600,000	Common, CLASS B	

Par Value
or statement that
shares are without
par value

\$1.-
1.-
1.-

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series
8,840,205	Preferred	
97,567,675	Common	
83,601	Common, CLASS B	

Par Value
or statement that
shares are without
par value

\$1.-
1.-
1.-

SECY OF STATE

Dated Aug 25 x 1987

XEROX CORPORATION
(Name of Corporation)

By

Title

(Report must be signed by an officer)

**Xerox Corporation
Stamford, Connecticut 06904**

**Schedule of Officers
February 2, 1987**

Officers

Chairman & Chief Executive Officer	David T. Kearns	142 Michigan Road, New Canaan, CT 06840
President	Paul A. Allaire	727 Smith Ridge Road, New Canaan, CT 06840
Vice-Chairman	William F. Glavin	3 Alden Terrace, Greenwich, CT 06830
Vice-Chairman	Melvin Howard	42 Redcoat Road, Westport, CT 06880
Chairman of the Executive Committee	C. Peter McColough	26 Broad Road, Greenwich, CT 06830
Executive Vice President	Robert V. Adams	1103 Via Curva, Palos Verdes Estates, CA 90274
*Executive Vice President	Wayland R. Hicks	147 Briscoe Road, New Canaan, CT 06840
Senior Vice President	Robert D. Firth	44 North Porchuck Road, Greenwich, CT 06830
Group Vice President	Frank J. Pipp	36 Trails End Road, Wilton, CT 06897
Group Vice President	Addison B. Rand	343 Ingleside Drive, Stamford, CT 06903
Senior Vice President	Douglas M. Reid	258 Mulberry Road, Fairfield, CT 06430
Group Vice President	Robert F. Reiser	137 Greenley Road, New Canaan, CT 06840
*Group Vice President	Dwight F. Ryan	11 Lochmoor, Newport Beach, CA 92660
Vice President and General Counsel	Robert S. Banks	29 Laurel Road, New Canaan, CT 06840
Vice President	William T. Blair	23 Landsdowne Lane, Rochester, NY 14618
Vice President	Ronald B. Campbell, Jr.	32 Londonderry Drive, Greenwich, CT 06830
Vice President and Secretary	Eunice M. Filter	12 Berndale Drive, Westport, CT 06880
Vice President	L. Lyndon Haddon	1400 East Avenue, Apt. 102, Rochester, NY 14607
Vice President	Frederick B. Henderson	516 Weed Street, New Canaan, CT 06840
Vice President	Elliott Horton	1633 Washington Blvd., Apt. 5-C, Stamford, CT 06902
Vice President	Elliott D. James	14150 Baleri Ranch Road, Los Altos Hills, CA 94022
Vice President	Robert J. Kammerer	501 Hollow Tree Ridge Road, Darien, CT 06820
Vice President	Norbett H. Kaupp	704 Apsley Road, Palos Verdes Estates, CA 90274
Vice President	Roger E. Levien	28 Fresh Meadow Road, Weston, CT 06883
Vice President	John J. McGinty	282 Overlook Drive, Greenwich, CT 06830
Vice President	Ronald L. Mercer	2500 East Avenue, Apt. 5P, Rochester, NY 14610
Vice President	Charles E. Otto	10 Inverness Circle, Fairport, NY 14450
*Vice President	Norman E. Rickard	36 Gray Rock Lane, Chappaqua, NY 10514
Vice President	M. Norton Rosner	6 Greentree Lane, Pittsford, NY 14534
Vice President and Controller	Stuart B. Ross	2 Pierway Landing, Westport, CT 06880
Vice President	Joseph C. Sanchez	306 Narcissus Avenue, Corona del Mar, CA 92625
Vice President	James E. Shapiro	17 Stoney Clover Lane, Pittsford, NY 14534
Vice President	John C. Shoemaker	4267 Marina City Drive, Marina del Rey, CA 90292
Vice President	Michael Smith	7 Duxbury Way, Rochester, NY 14618
Vice President	William J. Spencer	One Milbank, Greenwich, CT 06830
Vice President	Eric L. Steenburgh	11 Pine Needles Drive, Pittsford, NY 14534
Vice President	Renn Zaphiropoulos	14474 Sobey Road, Saratoga, CA 95070
Treasurer	Alan Z. Senter	9 North Ridge Road, Westport, CT 06880
Assistant Controller	Donald R. Altieri	Stallion Trails, Greenwich, CT 06830

**Xerox Corporation
Schedule of Directors
February 2, 1987**

<u>Director</u>	<u>Mailing Address</u>	<u>Home Address</u>
Paul A. Allaire	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	727 Smith Ridge Road New Canaan, CT 06840
Kenneth R. Andrews	Harvard Business School 202 Morgan Hall, Soldiers Field Boston, MA 02163	49 Irving Street Apt. 1 Cambridge, MA 02138
Robert A. Beck	The Prudential Insurance Co. of America Corporate Office, Prudential Plaza Newark, NJ 07101	8 Somerset Drive Rumson, NJ 07760
Joan Ganz Cooney	Children's Television Workshop One Lincoln Plaza New York, NY 10023	435 East 52nd Street Apt. 11-G New York, NY 10022
William F. Glavin	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	3 Alden Terrace Greenwich, CT 06830
Alfred Herrhausen	Deutsche Bank AG Taunusanlage 12, 6000 Frankfurt 1, West Germany	Ellerhoehweg 18, 6380 Bad Homburg V.D.H., West Germany
Melvin Howard	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	42 Redcoat Road Westport, CT 06880
Vernon E. Jordan, Jr.	Akin, Gump, Strauss, Hauer & Feld 1333 New Hampshire Ave. N.W. Suite 400 Washington, D.C. 20036	4610 Kenmore Drive, NW Washington, DC 20016
David T. Kearns	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	142 Michigan Road New Canaan, CT 06840
C. Peter McColough	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	26 Broad Road Greenwich, CT 06830
*William E. Simon	Wesray Corporation 310 South Street (P.O. Box CN 1913) Morristown, NJ 07960	Sand Spring Road New Vernon, NJ 07976
Robert L. Sproull	Bausch & Lomb Building University of Rochester Rochester, NY 14627	6 Green Ridge Pittsford, NY 14534
Robert S. Strauss	Akin, Gump, Strauss, Hauer & Feld 1333 New Hampshire Avenue N.W. Suite 400 Washington, D.C. 20036	Watergate East 2500 Virginia Avenue N.W. Washington, D.C. 20037
Thomas C. Theobald	Citibank, N.A. 399 Park Avenue New York, NY 10043	860 United Nations Plaza, #20F New York, New York 10017
Ernst H. van der Beugel	Smidswater 1, 2514BV The Hague The Netherlands	Jan Muschlaan 84 2597TZ, The Hague The Netherlands

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 26089 Annual Report for the year 1986

FIRST: The name of the corporation is XEROX CORPORATION

SECOND: It is incorporated under the laws of NEW YORK

THIRD: Character of business, briefly stated, is MANUFACTURE, SALE, LEASE AND SERVICE OF OFFICE EQUIPMENT

FOURTH: If foreign corporation, address of its principal office
XEROX SQUARE, ROCHESTER, NEW YORK 14644

FIFTH: Business address in Rhode Island CT CORPORATION SYSTEM, 111 WESTMINSTER STREET
PROVIDENCE, RHODE ISLAND 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name Office Address (including number, street, zip code)

<u>See LIST</u>	Director	
<u>ATTACHED</u>	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>25,000,000</u>	<u>PREFERRED</u>		<u>\$ 1.00</u>
<u>150,000,000</u>	<u>COMMON</u>		<u>1.00</u>
<u>600,000</u>	<u>COMMON, CLASS B</u>		<u>1.00</u>

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>8,840,205</u>	<u>PREFERRED</u>		<u>\$ 1.00</u>
<u>96,344,842</u>	<u>COMMON</u>		<u>\$ 1.00</u>
<u>110,796</u>	<u>COMMON, CLASS B</u>		<u>\$ 1.00</u>

Dated Feb. 20 19 86

XEROX CORPORATION
(Name of Corporation)

By + Eunice M. Tilton

Title VICE PRESIDENT & SECRETARY

APR 12 1986

(Report must be signed by an officer)

**Xerox Corporation
Stamford, Connecticut 06904**

**Schedule of Officers
February 3, 1986**

Officers

Chairman & Chief Executive Officer	David T. Kearns	142 Michigan Road, New Canaan, CT 06840
Vice-Chairman	William F. Glavin	3 Alden Terrace, Greenwich, CT 06830
Chairman of the Executive Committee	C. Peter McColough	26 Broad Road, Greenwich, CT 06830
Executive Vice President	Melvin Howard	42 Redcoat Road, Westport, CT 06880
Group Vice President	Robert V. Adams	1103 Via Curva, Palos Verdes Estates, CA 90274
Senior Vice President	Paul A. Allaire	727 Smith Ridge Road, New Canaan, CT 06840
Group Vice President	Marion H. Antonini	79 Ferris Hill Road, New Canaan, CT 06840
Senior Vice President	Robert D. Firth	44 North Porchuck Road, Greenwich, CT 06830
Group Vice President	Wayland R. Hicks	3940 East Avenue, Rochester, NY 14618
Group Vice President	George E. Pake	10 Arastradero Road, Portola Valley, CA 94025
Group Vice President	Frank J. Pipp	36 Trails End Road, Wilton, CT 06897
Group Vice President	Robert F. Reiser	137 Greenley Road, New Canaan, CT 06840
Group Vice President	Dwight F. Ryan	23 Park Forest Drive, Pittsford, NY 14534
Vice President and General Counsel	Robert S. Banks	29 Laurel Road, New Canaan, CT 06840
Vice President	William T. Blair	23 Landsdowne Lane, Rochester, NY 14618
Vice President	Ronald B. Campbell, Jr.	32 Londonderry Drive, Greenwich, CT 06830
Vice President	Charles F. Christ	1268 Lake Road, Ontario, NY 14519
Vice President and Secretary	Eunice M. Filter	12 Berndale Drive, Westport, CT 06880
Vice President	L. Lyndon Haddon	1400 East Avenue, Apt. 102, Rochester, NY 14607
Vice President	Frederick B. Henderson	516 Weed Street, New Canaan, CT 06840
Vice President	Elliott Horton	1633 Washington Blvd., Apt. 5-C, Stamford, CT 06902
Vice President	Elliott D. James	555 W. Middlefield Rd., Apt. 5307, Mtn View, CA 94041
Vice President	Robert J. Kammerer	501 Hollow Tree Ridge Road, Darien, CT 06820
Vice President	Norbett H. Kaup	704 Apsley Road, Palos Verdes Estates, CA 70274
Vice President	Roger E. Levien	28 Fresh Meadow Road, Weston, CT 06883
Vice President	John J. McGinty	282 Overlook Drive, Greenwich, CT 06830
Vice President	Ronald L. Mercer	2500 East Avenue, Apt. 5P, Rochester, NY 14610
Vice President	Arnold Miller	505 Westchester Place, Fullerton, CA 92635
Vice President	David R. Myerscough	27 Park Forest Drive, Pittsford, NY 14534
Vice President	Charles E. Otto	10 Inverness Circle, Fairport, NY 14450
Vice President	Douglas M. Reid	258 Mulberry Road, Fairfield, CT 06430
Vice President	M. Norton Rosner	6 Greentree Lane, Pittsford, NY 14534
Vice President and Controller	Stuart B. Ross	2 Pierway Landing, Westport, CT 06880
Vice President	Joseph C. Sanchez	306 Narcissus Avenue, Corona del Mar, CA 92625
Vice President	James E. Shapiro	17 Stoney Clover Lane, Pittsford, NY 14534
Vice President	Michael Smith	7 Duxbury Way, Rochester, NY 14618
Vice President	Renn Zaphiropoulos	14474 Sobey Road, Saratoga, CA 95070
Treasurer	Alan Z. Senter	9 North Ridge Road, Westport, CT 06880
Assistant Controller	Donald R. Altieri	Stallion Trails, Greenwich, CT 06830

<u>Directors</u>	<u>Mailing Address</u>	<u>Home Address</u>
Kenneth R. Andrews	Harvard Business School 202 Morgan Hall, Soldiers Field Boston, MA 02163	49 Irving Street Apt. 1 Cambridge, MA 02138
Robert A. Beck	The Prudential Insurance Co. of America Corporate Office, Prudential Plaza Newark, NJ 07101	8 Somerset Drive Rumson, NJ 07760
Joan Ganz Cooney	Children's Television Workshop One Lincoln Plaza New York, NY 10023	435 East 52nd Street Apt. 11-G New York, NY 10022
William F. Glavin	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	3 Alden Terrace Greenwich, CT 06830
Alfred Herrhausen	Deutsche Bank AG Postfach 10 06 01, D-6000 Frankfurt 1, West Germany	Ellerhoehweg 18, 6380 Bad Homburg V.D.H., West Germany
Melvin Howard	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	42 Redcoat Road Westport, CT 06880
Vernon E. Jordan, Jr	Akin, Gump, Strauss, Hauer & Feld 1333 New Hampshire Ave. N.W. Suite 400 Washington, D.C. 20036	1170 Fifth Avenue Apt. 12B New York, NY 10029
David T. Kearns	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	142 Michigan Road New Canaan, CT 06840
C. Peter McColough	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	26 Broad Road Greenwich, CT 06830
B. P. Russell	Crum and Forster Madison Avenue at Canfield Rd. Morristown, NJ 07960	25 East Lane Madison, N.J. 07940
William E. Simon	Wesray Corporation 330 South Street Morristown, NJ 07960	Sand Spring Road New Vernon, NJ 07976
Robert L. Sproull	Bausch & Lomb Building University of Rochester Rochester, NY 14627	6 Green Ridge Pittsford, NY 14534
Robert S. Strauss	Akin, Gump, Strauss, Hauer & Feld 1333 New Hampshire Avenue, N.W. Suite 400 Washington, D.C. 20036	Watergate East 2500 Virginia Avenue Washington, D.C. 20037
Thomas C. Theobald	Citibank, N.A. 399 Park Avenue New York, NY 10043	860 United Nations Plaza New York, New York 10017
Ernst H. van der Beugel	Smidswater 1, 2514BV The Hague The Netherlands	50 Van Ouwenlaa The Hague The Netherlands

Filing fee: \$15 00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

CORPORATE ID 26089

Annual Report for the year 1985

FIRST: The name of the corporation is **XEROX CORPORATION**

SECOND: It is incorporated under the laws of **New York**

THIRD: Character of business, briefly stated, is **MANUFACTURE, SALE, LEASE
AND SERVICE OF OFFICE EQUIPMENT AND EDUCATIONAL MATERIALS**

FOURTH: If foreign corporation, address of its principal office

XEROX SQUARE, ROYSTER, NY 14644

FIFTH: Business address in Rhode Island

J.E. ADELSON, 111 WESTMINSTER ST., PROVIDENCE, RI 02903

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
See LIST ATTACHED	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
25,000,000	PREFERRED		\$ 1.00
150,000,000	Common		1.00
600,000	Common, CLASS B		1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
8,840,205	PREFERRED		\$ 1.00
179,336	Common, CLASS B		1.00
95,704,480	Common		1.00

Dated: **FEBRUARY 22** 1985

XEROX CORPORATION

(Name of Corporation)

By

Michael S. Wagoner

Title

Assistant Secretary

RECEIVED MAR 1985

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent,
Form #9 must be filed. Please contact Corporation Division for information. 277-3040

**Xerox Corporation
Stamford, Connecticut 06904**

**Schedule of Officers and Directors
February 15, 1985**

Officers

President & Chief Executive Officer and
Chairman of the Executive Committee
Chairman of the Board
Executive Vice President
Executive Vice President
Group Vice President
Senior Vice President
Group Vice President
Senior Vice President
Group Vice President
Group Vice President
Group Vice President
Group Vice President
Vice President and General Counsel
Vice President
Vice President
Vice President
Vice President and Secretary
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President and Treasurer
Vice President
Vice President
Vice President
Vice President
Vice President and Controller
Vice President
Vice President
Vice President
Vice President
Assistant Controller
Assistant Treasurer

David T. Kearns
C. Peter McColough
William F. Glavin
Melvin Howard
Robert V. Adams
Paul A. Allaire
Marion H. Antonini
Robert D. Firth
Wayland R. Hicks
George E. Pake
Frank J. Pipp
Robert F. Reiser
Dwight F. Ryan
Robert S. Banks
William T. Bayer
Ronald B. Campbell, Jr.
Charles F. Christ
Eunice M. Filter
Frederick B. Henderson
Elliott Horton
Robert J. Kammerer
Norbert H. Kaupp
Roger E. Levien
John J. McGinty
Ronald L. Mercer
Arnold Miller
David R. Myerscough
Douglas M. Reid
Stuart B. Ross
Joseph C. Sanchez
William J. Senter
James E. Shapiro
Thorwald N. Trolle
Renn Zaphiropoulos
Donald R. Altieri
R. Geoffrey Bardsley

142 Michigan Road, New Canaan, CT 06840
26 Broad Road, Greenwich, CT 06830
3 Alden Terrace, Greenwich, CT 06830
42 Redcoat Road, Westport, CT 06880
1103 Via Curva, Palos Verdes Estates, CA 90274
727 Smith Ridge Road, New Canaan, CT 06840
79 Ferris Hill Road, New Canaan, CT 06840
44 North Porchuck Road, Greenwich, CT 06830
3940 East Avenue, Rochester, NY 14618
10 Arastradero Road, Portola Valley, CA 94025
36 Trails End Road, Wilton, CT 06897
137 Greenley Road, New Canaan, CT 06840
23 Park Forest Drive, Pittsford, NY 14534
29 Laurel Road, New Canaan, CT 06840
13387 Via Ranchero Drive, Saratoga, CA 95070
32 Londonderry Drive, Greenwich, CT 06830
1268 Lake Road, Ontario, NY 14519
12 Berndale Drive, Westport, CT 06880
516 Weed Street, New Canaan, CT 06840
1633 Washington Blvd., Apt. 5-C, Stamford, CT 06904
501 Hollow Tree Ridge Road, Darien, CT 06820
704 Apsley Road, Palos Verdes Estates, CA 90274
28 Fresh Meadow Road, Weston, CT 06883
282 Overlook Drive, Greenwich, CT 06830
50 Whitestone Lane, Rochester, NY 14618
505 Westchester Place, Fullerton, CA 92635
27 Park Forest Drive, Pittsford, NY 14534
258 Mulberry Road, Fairfield, CT 06430
2 Pierway Landing, Westport, CT 06880
306 Narcissus Avenue, Corona del Mar, CA 92625
172 Cognewaugh Road, Box 364, Cos Cob, CT 06800
17 Stoney Clover Lane, Pittsford, NY 14534
573 Valley Road, New Canaan, CT 06840
5980 Westgrove, Dallas, Texas 75248
Stallion Trails, Greenwich, CT 06830
220 Newtown Turnpike, Weston, CT 06883

<u>Directors</u>	<u>Mailing Address</u>	<u>Home Address</u>
Kenneth R. Andrews	Harvard Business School 218 Teele Hall, Soldiers Field Boston, MA 02163	49 Irving Street Apt. 1 Cambridge, MA 02138
Robert A. Beck	The Prudential Insurance Co. of America Corporate Office, Prudential Plaza Newark, NJ 07101	8 Somerset Drive Rumson, NJ 07760
Howard L. Clark	660 Madison Avenue Suite 1805 New York, NY 10021	930 Fifth Avenue Apt. 15B New York, NY 10021
Joan Ganz Cooney	Children's Television Workshop One Lincoln Plaza New York, NY 10023	435 East 52nd Street Apt. 11-G New York, NY 10022
Alfred Herrhausen	Deutsche Bank AG Postfach 100601, D6000 Frankfurt 1, West Germany	Ellerhoehweg 18, 6380 Bad Homburg V.D.H., West Germany
Vernon E. Jordan, Jr.	Akin, Gump, Strauss, Hauer & Feld 1333 New Hampshire Ave. N.W. Suite 400 Washington, D.C. 20036	1170 Fifth Avenue Apt. 12B New York, NY 10029
B.P. Russell	Crum and Forster 305 Madison Avenue P.O. Box 2387 Morristown, NJ 07960	25 East Lane Madison, NJ 07940
William E. Simon	Wesray Corporation 330 South Street Morristown, NJ 07960	Sand Spring Road New Vernon, NJ 07976
Robert L. Sproull	Bausch & Lomb Building University of Rochester Rochester, NY 14627	6 Green Ridge Pittsford, NY 14534
Robert S. Strauss	Akin, Gump, Strauss, Hauer & Feld 1333 New Hampshire Avenue. N.W. Suite 400 Washington, D.C. 20036	Watergate East 2500 Virginia Avenue Washington, D.C. 20037
Thomas C. Theobald	Citibank, N.A. 399 Park Avenue New York, NY 10043	Wildcat Road Darien, CT 06820
Ernst H. van der Beugel	Smidswater 1 The Hague The Netherlands	50 Van Ouwenlaan The Hague The Netherlands

Filing fee: \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

Annual Report for the year 1984

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XEROX SQUARE, ROCHESTER, NY 14644

FIFTH: Business address in Rhode Island (blank reports will be mailed to this
address) J. E. ABELSON, III WESTMINSTER ST., PROVIDENCE, RI 02903

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
SEE LIST ATTACHED	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
150,000,000	COMMON		\$1.00
600,000	COMMON, CL B		1.00
25,000,000	PREFERRED		1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
94,915,426	COMMON		\$1.00
182,896	COMMON, CL B		1.00
8,540,249	PREFERRED		1.00

Dated: FEBRUARY 23 1984

XEROX CORPORATION
(Name of Corporation)

By [Signature]
Title VIC PRESIDENT AND TREASURER

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent,
Form #9 must be filed. Please contact Corporation Division for information. 277-3040

As of 1/16/84

XEROX CORPORATION
OFFICERS AND DIRECTORS

<u>Name</u>	<u>Title</u>	<u>Residence Address</u>
C. Peter McColough	Chairman of the Board and Director	Broad Road Greenwich, Connecticut 06830
David T. Kearns	President, Chief Executive Officer and Director	142 Michigan Road New Canaan, Connecticut 06840
William F. Glavin	Executive Vice President and Director	3 Alden Terrace Greenwich, Connecticut 06830
William F. Souders	Former Executive Vice President and Director	27 Dunning Road New Canaan, Connecticut 06840
Robert V. Adams	Group Vice President	1103 Via Curva Palos Verdes Estates, California 90274
Marion H. Antonini	Group Vice President	79 Ferris Hill Road New Canaan, Connecticut 06840
Wayland R. Hicks	Group Vice President	3940 East Avenue Rochester, New York 14618
George E. Pake	Group Vice President	10 Arastardero Drive Portola Valley, California 94025
Frank J. Pipp	Group Vice President	36 Trails End Road Wilton, Connecticut 06897
Dwight F. Ryan	Group Vice President	23 Park Forest Drive Pittsford, New York 14534
Paul A. Allaire	Senior Vice President	c/o Xerox Corporation P. O. Box 1600 Stamford, Connecticut 06904
Robert D. Firth	Senior Vice President	44 North Porchuck Road Greenwich, Connecticut 06830
Melvin Howard	Senior Vice President, Chief Financial Officer and Director	42 Redcoat Road Westport, Connecticut 06880
Robert F. Reiser	Senior Vice President	137 Greenley Road New Canaan, Connecticut 06840

MAR 23 1984

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<u>Name</u>	<u>Title</u>	<u>Residence Address</u>
James E. Shapiro	Vice President	17 Stoney Clover Lane Pittsford, New York 14534
Thorwald N. Trolle	Vice President	573 Valley Road New Canaan, Connecticut 06840
Donald R. Altieri	Assistant Controller	402 River West The "N" Greenwich, Connecticut 06830
R. Geoffrey Bardsley	Assistant Treasurer	220 Newton Turnpike Weston, Connecticut 06880
Kenneth R. Andrews	Director	49 Irving Street, Apt. 1 Cambridge, Massachusetts 02138
Robert A. Beck	Director	8 Somerset Drive Rumson, New Jersey 07760
Howard L. Clark	Director	930 Fifth Avenue, Apt. 15B New York, New York 10021
Joan Ganz Cooney	Director	435 East 52nd Street, Apt. 11G New York, New York 10022
Alfred Herrhausen	Director	Schloß Casperbroich Kutscherhaus D-5650 Solingen 11 Germany
Vernon E. Jordan, Jr.	Director	1170 Fifth Avenue, Apt. 12B New York, New York 10029
B. P. Russell	Director	25 East Lane Madison, New Jersey 07940
William E. Simon	Director	Sand Spring Road New Vernon, New Jersey 07976
Robert L. Sproull	Director	692 Mt. Hope Avenue Rochester, New York 14620
Robert S. Strauss	Director	Watergate East 2500 Virginia Ave., N.W. Apt. 14075 Washington, D.C. 20037
Thomas C. Theobald	Director	Wildcat Road Darien, Connecticut 06820
Ernst H. van der Beugel	Director	50 Van Ouwenlaan The Hague The Netherlands

<u>Name</u>	<u>Title</u>	<u>Residence Address</u>
Robert S. Banks	Vice President and General Counsel	29 Laurel Road New Canaan, Connecticut 06840
William T. Bayer	Vice President	13387 Via Ranchero Drive Saratoga, California 95070
Horace W. Becker	Vice President	8 Rollingwood Drive Pittsford, New York 14534
Ronald B. Campbell, Jr.	Vice President	c/o Xerox Corporation Stamford, Connecticut 06904
Joseph N. Capretta	Vice President	1230 Stockbridge Road Webster, New York 14580
Shelby H. Carter, Jr.	Vice President	1137 Smith Ridge Road New Canaan, Connecticut 06840
Charles F. Christ	Vice President	1268 Lake Road Ontario, New York 14519
E. Kent Damon	Vice President and Secretary	65 Country Club Drive Rochester, New York 14618
Frederick B. Henderson	Vice President	c/o Xerox Corporation Stamford, Connecticut 06904
Elliott Horton	Vice President	1633 Washington Blvd. Stamford, Connecticut 06902
Robert J. Kammerer	Vice President	501 Hollow Tree Ridge Road Darien, Connecticut 06820
Norbert H. Kaupp	Vice President	437 Grace Avenue Newark, New York 14513
John J. McGinty	Vice President and Treasurer	19 East Lyon Farm Drive Greenwich, Connecticut 06830
Ronald L. Mercer	Vice President	50 Whitestone Lane Rochester, New York 14618
Douglas M. Reid	Vice President	258 Mulberry Hill Road Fairfield, Connecticut 06430
Stuart B. Ross	Vice President and Controller	2 Pierway Landing Westport, Connecticut 06880
Robert M. Schneider	Vice President	4 Old Oscaleta Road Ridgefield, Connecticut 06877
William J. Senter	Vice President	172 Cognewaugh Road P. O. Box 364 Cos Cob, Connecticut 06807

Filing fee: \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

Annual Report for the year 1983

FIRST: The name of the corporation is XEROX CORPORATION

SECOND: It is incorporated under the laws of NEW YORK

THIRD: Character of business, briefly stated, is MANUFACTURE, SALE, LEASE
AND SERVICE OF OFFICE EQUIPMENT AND EDUCATIONAL MATERIALS

FOURTH: If foreign corporation, address of its principal office
XEROX SQUARE, ROCHESTER, NY 14644

FIFTH: Business address in Rhode Island (blank reports will be mailed to this
address) J.E. ADLSON, 111 WESTMINSTER ST., PROVIDENCE, R.I. 02903

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
SEE LIST ATTACHED	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
159,000,000	COMMON		\$1.00
600,000	COMMON, CL B		1.00
25,000,000	PREFERRED		1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
84,489,857	COMMON		\$1.00
223,724	COMMON, CL B		1.00

Dated: FEBRUARY 28 1983

MAR 28 1983

XEROX CORPORATION

(Name of Corporation)

By J. J. McQuay
Title TREASURER

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent,
Form #9 must be filed. Please contact Corporation Division for information. 277-3040

XEROX CORPORATION
STAMFORD, CONNECTICUT 06904

SCHEDULE OF OFFICERS AND DIRECTORS

OFFICERS

Chairman of the Board	C. Peter McCollough	26 Broad Road, Greenwich, Ct. 06830
President and Chief Executive Officer	David T. Kearns	142 Michigan Rd., New Canaan, Ct. 06840
and Chairman of the Executive Committee		
Executive Vice President	William F. Glavin	3 Alden Terrace, Greenwich, Ct. 06830
Executive Vice President	William F. Souders	27 Dunning Road, New Canaan, Ct. 06840
Executive Vice President	John V. Tittsworth	95 Hemlock Hill Rd., New Canaan, Ct. 06840
Group Vice President	Marion H. Antonini	79 Ferris Hill Road, New Canaan, Ct. 06840
Senior Vice President	Robert D. Firth	40 North Porchuck Rd., Greenwich, Ct. 06830
Senior Vice President	Melvin Howard	42 Redcoat Rd., Westport, Ct. 06880
Group Vice President	Frank J. Pipp	36 Trails End Road, Wilton, Ct. 06897
Senior Vice President	Robert S. Banks	544 Weed Street, New Canaan, Ct. 06840
Senior Vice President	Robert F. Reiser	137 Greenley Rd., New Canaan, Ct. 06840
Group Vice President	Dwight F. Ryan	23 Park Forrest Drive, Pittsford, N.Y. 14534
Vice President	Robert V. Adams	1103 Via Curva, Palos Verdes Estates, Ca. 90274
Vice President and General Counsel	Robert S. Banks	29 Laurel Rd., New Canaan, Ct. 06840
Vice President	Horace W. Becker	8 Rollingwood Dr., Pittsford, N. Y. 14534
Vice President	Ronald B. Campbell	c/o Xerox Corporation, Stamford, Ct. 06904
Vice President	Joseph N. Capretta	1230 Stockbridge Rd., Webster, N.Y. 14580
Vice President	Shelby H. Carter, Jr.	1137 Smith Ridge Road, New Canaan, Ct. 06840
Vice President	Charles F. Christ	1268 Lake Road, Ontario, N.Y. 14519
Vice President	David J. Curtin	104 Sturbridge Hill Rd., New Canaan, Ct. 06840
Vice President and Secretary	E. Kent Damon	65 Country Club Drive, Rochester, N.Y. 14618
Vice President	Wayland R. Hicks	3940 East Avenue, Rochester, N.Y. 14618
Vice President	Robert J. Kammerer	501 Hollow Tree Ridge Rd., Darien, Ct. 06820
Vice President	George E. Pake	10 Arastadero Dr., Portola Valley, Ca. 94025
Vice President	Douglas M. Reid	258 Mulberry Hill Rd., Fairfield, Ct. 06430
Vice President and Controller	Stuart B. Ross	2 Pierway Landing, Westport, Ct. 06880
Vice President	Robert M. Schneider	4 Old Oscaleta Rd., Ridgfield, Ct. 06877
Vice President	William J. Senter	172 Cognewaugh Rd., P.O. Box 364, Cos Cob, Ct. 06807
Vice President	James E. Shapiro	17 Stoney Clover Lane, Pittsford, N.Y. 14534
Vice President	Thorwald N. Trolle	573 Valley Rd., New Canaan, Ct. 06840
Treasurer	John J. McGinty	19 East Lyon Farm Dr., Greenwich, Ct. 06830
Assistant Treasurer	R. Geoffrey Bardsley	220 Newtown Turnpike, Weston, Ct. 06883

DIRECTORS

(1) Kenneth R. Andrews	49 Irving Street, Apt. 1, Cambridge, Ma. 02138
(2) Robert A. Beck	8 Somerset Drive, Rumson, N.J. 07760
(3) Howard L. Clark	930 Fifth Avenue, Apt. 15B, New York, N.Y. 10021
(4) Joan Ganz Cooney	435 East 52nd St., Apt. 11-G, New York, N.Y. 10022
William F. Glavin	3 Alden Terrace, Greenwich, Ct. 06830
(5) Alfred Herrhausen	Deutsche Bank AG, Konigsallee 51, 4000 Dusseldorf 1, Germany
Melvin Howard	42 Redcoat Rd., Westport, Ct. 06880
(6) Vernon E. Jordan, Jr.	1170 Fifth Avenue, Apt. 12B, New York, N.Y. 10029
David T. Kearns	142 Michigan Rd., New Canaan, Ct. 06840
C. Peter McCollough	26 Broad Road, Greenwich, Ct. 06830
Robert M. Pippitt	544 Weed Street, New Canaan, Ct. 06840
(7) William E. Simon	Sand Spring Road, New Vernon, N.J. 07976
William F. Souders	27 Dunning Rd., New Canaan, Ct. 06840
(8) Robert L. Sproull	692 Mt. Hope Avenue, Rochester, N.Y. 14620
(9) Robert S. Strauss	Watergate East, 2500 Virginia Avenue, N.W., Washington, D.C. 20037
John V. Tittsworth	95 Hemlock Hill Rd., New Canaan, Ct. 06840
(10) Ernst H. van der Beugel	50 Van Ouwenlaan, The Hague, The Netherlands

- (1) All mail to be sent to Harvard Business School, 218 Teele Hall, Soldiers Field, Boston, Ma. 02163
(2) All mail to be sent to The Prudential Insurance Company of America, Corporate Office, Prudential Plaza, Newark, N.J. 07101
(3) All mail to be sent to 660 Madison Avenue, Suite 1805, New York, New York 10021
(4) All mail to be sent to Children's Television Workshop, One Lincoln Plaza, New York, N.Y. 10023
(5) All mail to be sent to Deutsche Bank AG, Konigsallee 51, Dusseldorf 1, Germany
(6) All mail to be sent to Akin, Gump, Strauss, Hauer & Feld, 1333 New Hampshire Avenue, N.W., Suite 400, Washington, D. C. 20036
(7) All mail to be sent to Wesray Corp., 330 South Sreet, Morristown, N.J. 07960
(8) All mail to be sent to University of Rochester, Administration Building, Wilson Blvd., Rochester, N.Y. 14627
(9) All mail to be sent to Akin, Gump, Strauss, Hauer & Feld, 1333 New Hampshire Avenue, N.W., Washington, D. C. 20036
(10) All mail to be sent to Smidswater 1, 2514BV The Hague, The Netherlands

11/24/82.

Filing fee: \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

Annual Report for the year 1982

FIRST: The name of the corporation is XEROX CORPORATION

SECOND: It is incorporated under the laws of NEW YORK

THIRD: Character of business, briefly stated, is MANUFACTURE, SALE, LEASE AND
SERVICE OF OFFICE EQUIPMENT AND EDUCATIONAL MATERIALS

FOURTH: If foreign corporation, address of its principal office
XEROX SQUARE, ROCHESTER, NY 14644

FIFTH: Business address in Rhode Island (blank reports will be mailed to this
address) JOSEPH E. ADELSON, 111 WESTMINSTER ST., PROVIDENCE, R.I. 02903

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
SEE LIST ATTACHED	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100,000,000	COMMON		\$ 1.00
600,000	COMMON, CLASS B		1.00
50,000	PREFERRED		100.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
84,284,265	COMMON		\$ 1.00
223,724	COMMON, CL. B		1.00

Dated: FEBRUARY 22 19 82

XEROX CORPORATION
(Name of Corporation)

By

Title

Assistant Secretary

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent,
Form #9 must be filed. Please contact Corporation Division for information. 277-3040

As of 11/1/81

XEROX CORPORATION
OFFICERS AND DIRECTORS

<u>Name</u>	<u>Title</u>	<u>Residence Address</u>
C. Peter McColough	Chairman of the Board and Chief Executive Officer	Broad Road Greenwich, Connecticut 06830
David T. Kearns	President, Chief Operating Officer and Director	142 Michigan Road New Canaan, Connecticut 06840
John S. Crowley	Executive Vice President and Director	627 Round Hill Road Greenwich, Connecticut 06830
William F. Glavin	Executive Vice President and Director	3 Alden Terrace Greenwich, Connecticut 06830
James P. O'Neill	Executive Vice President and Director	51 Prides Crossing New Canaan, Connecticut 06840
William F. Souders	Executive Vice President and Director	27 Dunning Road New Canaan, Connecticut 06840
John V. Titsworth	Executive Vice President and Director	95 Hemlock Hill Road New Canaan, Connecticut 06840
Marion H. Antonini	Group Vice President	79 Ferris Hill Road New Canaan, Connecticut 06840
Robert D. Firth	Group Vice President	10 Old Landmark Drive Rochester, New York 14618
Frank J. Pipp	Group Vice President	36 Trails End Road Wilton, Connecticut 06897
Jacob E. Goldman	Senior Vice President and Director	41 Little Fox Lane Westport, Connecticut 06880
Melvin Howard	Senior Vice President	42 Redcoat Road Westport, Connecticut 06880
Robert M. Pippitt	Senior Vice President and Director	544 Weed Street New Canaan, Connecticut 06840
Robert R. Sparacino	Senior Vice President	175 Blackberry Drive Stamford, Connecticut 06903
Robert V. Adams	Vice President	1103 Via Curva Palos Verdes Estates, California 90274

<u>Name</u>	<u>Title</u>	<u>Residence Address</u>
Robert S. Banks	Vice President and General Counsel	29 Laurel Road New Canaan, Connecticut 06840
Horace W. Becker	Vice President	8 Rollingwood Drive Pittsford, New York 14534
Joseph N. Capretta	Vice President	1230 Stockbridge Road Webster, New York 14580
Shelby H. Carter, Jr.	Vice President	4260 East Avenue Rochester, New York 14618
David J. Curtin	Vice President	104 Sturbridge Hill Road New Canaan, Connecticut 06840
E. Kent Damon	Vice President and Secretary	65 Country Club Drive Rochester, New York 14618
John H. Glavin	Vice President	2047 Clover Street Rochester, New York 14618
Wayland R. Hicks	Vice President	3940 East Avenue Rochester, New York 14618
Robert J. Kammerer	Vice President	501 Hollow Tree Ridge Road Darien, Connecticut 06820
Donald J. Massaro	Vice President	8600 Douglas Avenue Dallas, Texas 75225
George E. Pake	Vice President	10 Arastardero Drive Portola Valley, California 94025
Douglas M. Reid	Vice President	258 Mulberry Hill Road Fairfield, Connecticut 06430
Robert F. Reiser	Vice President	137 Greenley Road New Canaan, Connecticut 06840
Dwight F. Ryan	Vice President	343 Laurel Road New Canaan, Connecticut 06840
Robert M. Schneider	Vice President	4 Old Oscaleta Road Ridgefield, Connecticut 06877
William J. Senter	Vice President	172 Cognewaugh Road Cos Cob, Connecticut 06807
James E. Shapiro	Vice President	17 Stoney Clover Lane Pittsford, New York 14534
Thorwald N. Trolle	Vice President	573 Valley Road New Canaan, Connecticut 06840

<u>Name</u>	<u>Title</u>	<u>Residence Address</u>
George R. White	Vice President	108 Cherry Hill Road Greenwich, Connecticut 06830
John J. McGinty	Treasurer	19 East Lyon Farm Drive Greenwich, Connecticut 06830
Stuart B. Ross	Controller	2 Pierway Landing Westport, Connecticut 06880
R. Geoffrey Bardsley	Assistant Treasurer	220 Newton Turnpike Weston, Connecticut 06880
Kenneth R. Andrews	Director	49 Irving Street, Apt. 1 Cambridge, Massachusetts 02138
Robert A. Beck	Director	8 Somerset Drive Rumson, New Jersey 07760
Howard L. Clark	Director	930 Fifth Avenue, Apt. 15B New York, New York 10021
Joan Ganz Cooney	Director	435 East 52nd Street, Apt. 11G New York, New York 10022
Alfred Herrhausen	Director	c/o Deutsche Bank AG Königsallee 45 4000 Düsseldorf 1 Germany
Vernon E. Jordan, Jr.	Director	1170 Fifth Avenue, Apt. 12B New York, New York 10029
William E. Simon	Director	Sand Spring Road New Vernon, New Jersey 07976
Robert L. Sproull	Director	692 Mt. Hope Avenue Rochester, New York 14620
Robert S. Strauss	Director	Watergate East 2500 Virginia Ave., N.W. Apt. 14075 Washington, D.C. 20037
Ernst H. van der Beugel	Director	50 Van Ouwenlaan The Hague The Netherlands

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

ANNUAL REPORT

OF

XEROX CORPORATION

Pursuant to the provisions of Section 7-1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is *XEROX CORPORATION*

SECOND: It is incorporated under the laws of *NEW YORK*

THIRD: The address of its registered office in Rhode Island is

111 WESTMINSTER ST., PROVIDENCE 02903

and the name of its registered agent in Rhode Island at such address is

JOSEPH E. ADELSON

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is

XEROX SQUARE, ROCHESTER, NY 14644

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is *MARKETING AND SERVICING OF OFFICE EQUIPMENT AND EDUCATIONAL MATERIALS*

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
	Director	
<i>SEE LIST ATTACHED</i>	Director	
	Director	
	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
<i>100,000,000</i>	<i>COMMON</i>	<i>2</i>	
<i>600,000</i>	<i>COMMON-CLASS B</i>	<i>25</i>	
<i>80,000</i>	<i>PREFERRED</i>	<i>61</i>	<i>\$1.00</i>
		<i>8093A14</i>	<i>1.00</i>
		<i>150081</i>	<i>100.00</i>

FEB 25 1981

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
84,253,210	COMMON		\$1.00
230,123	COMMON-CL. B		1.00

Dated _____, 19

XEROX CORPORATION
(NAME OF CORPORATION)

By X

Walter Z. Wagner

Its ASST. SECRETARY

SCHEDULE OF OFFICERS AND DIRECTORS

<u>Name of Office</u>	<u>Name</u>	<u>Address</u>
Chairman of the Board and Chief Executive Officer and Chairman of the Executive Committee	C. Peter McCollough	Broad Road, Greenwich, Ct. 06830
President and Chief Operating Officer	David T. Kearns	142 Michigan Rd., New Canaan, Ct. 06840
Executive Vice President	John S. Crowley	627 Round Hill Rd., Greenwich, Ct. 05830
Executive Vice President	William F. Glavin	4 Alden Terrace, Greenwich, Ct. 05830
Executive Vice President	James P. O'Neill	51 Prides Crossing, New Canaan, Ct. 06840
Executive Vice President	William F. Souders	27 Dunning Road, New Canaan, Ct. 06840
Executive Vice President	John V. Tiltworth	95 Hemlock Hill Rd., New Canaan, Ct. 05840
Group Vice President	Marion H. Antonini	79 Ferris Hill Road, New Canaan, Ct. 06840
Group Vice President	Robert D. Firth	10 Old Landmark Drive, Rochester, N.Y. 14616
Senior Vice President	Jacob E. Goldman	41 Little Fox Lane, Westport, Ct. 06880
Senior Vice President	Melvin Howard	42 Redcoat Rd., Westport, Ct. 06830
Group Vice President	Frank J. Pipp	35 Trails End Road, Wilton, Ct. 06897
Senior Vice President	Robert M. Pippitt	544 Weed Street, New Canaan, Ct. 06840
Group Vice President	Robert R. Sparacino	7 Hickory Lane, Rochester, N.Y. 14625
Vice President and General Counsel	Robert S. Banks	29 Laurel Rd., New Canaan, Ct. 06840
Vice President	Horace W. Becker	8 Rollingwood Dr., Pittsford, N.Y. 14534
Vice President	James S. Cambell	1349 Via Coronel, Palos Verdes Estates, Ca. 90274
Vice President	Joseph N. Capretta	1230 Stockbridge Rd., Webster, N.Y. 14580
Vice President	Shelby H. Carter, Jr.	4260 East Avenue, Rochester, New York 14618
Vice President	David J. Curtin	104 Sturbridge Hill Rd., New Canaan, Ct. 06840
Vice President and Secretary	E. Kent Damon	65 Country Club Drive, Rochester, N.Y. 14618
Vice President	John H. Glavin	2047 Clover St., Rochester, N.Y. 14618
Vice President	Robert J. Kammerer	501 Hollow Tree Ridge Rd., Darien, Ct. 06820
Vice President	George E. Pake	10 Anastadero Dr., Portola Valley, Ca. 94025
Vice President	Donald W. Pendery	49 Millbrook Road West, Stamford, Ct. 06902
Vice President	Douglas M. Reid	258 Mulberry Hill Rd., Fairfield, Ct. 06430
Vice President	Robert F. Reiser	137 Greenley Rd., New Canaan, Ct. 06840
Vice President	Dwight F. Ryan	343 Laurel Rd., New Canaan, Ct. 06840
Vice President	Robert M. Schneider	4 Old Oscaleta Rd., Ridgefield, Ct. 06877
Vice President	William J. Senter	172 Cognewaugh Rd., Cos Cob, Ct. 06807
Vice President	Thorwald N. Trolle	573 Valley Rd., New Canaan, Ct. 06840
Vice President	George R. White	108 Cherry Hill Rd., Greenwich, Ct. 06830
Treasurer	John J. McGinty	19 East Lyon Farm Dr., Greenwich, Ct. 06830
Controller	Stuart B. Ross	2 Pierway Landing, Westport, Ct. 06880
Assistant Treasurer	R. Geoffrey Bardsley	220 Newton Turnpike, Weston, Ct. 05883

DIRECTORS

(1)	Kenneth R. Andrews	25 DeWolfe Street, Cambridge, Ma. 02130
(2)	Robert A. Seck	8 Somerset Drive, Rumson, N.J. 07750
(3)	Howard L. Clark	960 Fifth Avenue, Apt. 15E, New York, N.Y. 10021
(4)	Joan Ganz Cooney	29 East 54th Street, Apt. 3A, New York, N.Y. 10021
	John S. Crowley	627 Round Hill Rd., Greenwich, Ct. 06830
	Jacob E. Goldman	41 Little Fox Lane, Westport, Ct. 06880
(5)	Vernon E. Jordan, Jr.	1170 Fifth Avenue, Apt. 12B, New York, N.Y. 10029
	David T. Kearns	142 Michigan Rd., New Canaan, Ct. 06840
	C. Peter McCollough	Broad Road, Greenwich, Ct. 06830
	James P. O'Neill	51 Prides Crossing, New Canaan, Ct. 06840
	Robert M. Pippitt	544 Weed St., New Canaan, Ct. 06840
(6)	William E. Simon	Sand Spring Road, New Vernon, N.J. 07976
	William F. Souders	27 Dunning Rd., New Canaan, Ct. 06840
(7)	Robert L. Sproull	692 Mt. Hope Avenue, Rochester, N.Y. 14620
	John V. Tiltworth	95 Hemlock Hill Rd., New Canaan, Ct. 05840
(8)	Ernst H. van der Beugel	50 Van Ouwenlaan, The Hague, The Netherlands

- (1) All mail to be sent to Harvard Business School, 218 Teele Hall, Soldiers Field, Boston, Ma. 02163
- (2) All mail to be sent to The Prudential Insurance Company of America, Corporate Office, Prudential Plaza, Newark, N.J. 07101
- (3) All mail to be sent to 660 Madison Avenue, Suite 1805, New York, New York 10021
- (4) All mail to be sent to Children's Television Workshop, One Lincoln Plaza, New York, N.Y. 10023
- (5) All mail to be sent to National Urban League, Inc., 500 East 62nd Street, New York, N.Y. 10021
- (6) All mail to be sent to One Madison Avenue, P.O. Box 2036-R, Morristown, N. J. 07960
- (7) All mail to be sent to University of Rochester, Administration Building, Wilson Blvd., Rochester, N.Y. 14627
- (8) All mail to be sent to Smidswater 1, 2514BV The Hague, The Netherlands

Note: Mr. Robert S. Strauss, 6223 DeLoache, Dallas, TX 75225 was appointed a Director in December, 1980

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

ANNUAL REPORT
OF

XEROX CORPORATION

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is XEROX CORPORATION

SECOND: It is incorporated under the laws of NEW YORK

THIRD: The address of its registered office in Rhode Island is

111 WESTMINSTER ST., PROVIDENCE 02903

and the name of its registered agent in Rhode Island at such address is

JOSEPH E. ADLSON

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is

XEROX SQUARE, ROCHESTER, NY 14644

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is MARKETING AND SERVICING OF OFFICE EQUIPMENT AND EDUCATIONAL MATERIALS

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
------	--------	---------

	Director	
SEE LIST ATTACHED	Director	
	Director	
	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
100,000,000	COMMON	283	6.00
600,000	COMMON - CL. B	38	1.00
80,000	PREFERRED		100.00

MAR 28 1980

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
83,874,309	COMMON		\$1.00
262,583	COMMON - CL. B		1.00

Dated FEBRUARY 21, 1980

XEROX CORPORATION

(NAME OF CORPORATION)

By X *Martin S. Wagner*

Its ASS'T. SECRETARY

SCHEDULE OF OFFICERS AND DIRECTORS

<u>Name of Office</u>	<u>Name</u>	<u>Address</u>
Chairman of the Board and Chief Executive Officer and Chairman of the Executive Committee	C. Peter McColough	Broad Road, Greenwich, Ct. 06830
President and Chief Operating Officer	David T. Kearns	142 Michigan Rd., New Canaan, Ct. 06840
Executive Vice President	John S. Crowley	627 Round Hill Rd., Greenwich, Ct. 06830
Executive Vice President	James P. O'Neill	51 Prides Crossing, New Canaan, Ct. 06840
Executive Vice President	William F. Souders	27 Dunning Rd., New Canaan, Ct. 06840
Group Vice President	Marion H. Antonini	79 Ferris Hill Rd., New Canaan, Ct. 06840
Senior Vice President	David J. Culbertson	Dew Lane, Darien, Ct. 06820
Group Vice President	Robert D. Firth	10 Old Landmark Dr., Rochester, N.Y. 14618
Senior Vice President	Jacob E. Goldman	41 Little Fox Lane, Westport, Ct. 06880
Senior Vice President	Melvin Howard	42 Redcoat Rd., Westport, Ct. 06880
Senior Vice President	Donald D. Lennox	7 Old Landmark Dr., Rochester, N. Y. 14618
Senior Vice President	Robert M. Pippitt	544 Weed Street, New Canaan, Ct. 06840
Group Vice President	Robert R. Sparacino	7 Hickory Lane, Rochester, N.Y. 14625
Group Vice President	John V. Titworth	95 Hemlock Hill Rd., New Canaan, Ct. 06840
ice President and General Counsel	Robert S. Banks	29 Laurel Rd., New Canaan, Ct. 06840
ice President	Horace W. Becker	8 Rollingwood Dr., Pittsford, N.Y. 14526
ice President	James S. Campbell	1349 Via Coronel, Palos Verdes Estates, Ca. 90274
ice President	Joseph N. Capretta	1230 Stockbridge Rd., Webster, N.Y. 14580
ice President	Shelby H. Carter, Jr.	4260 East Ave., Rochester, N. Y. 14618
ice President	David J. Curtin	104 Sturbridge Hill Rd., New Canaan, Ct. 06840
ice President and Secretary	E. Kent Damon	65 Country Club Dr., Rochester, N.Y. 14618
ice President	John H. Glavin	2047 Clover St., Rochester, N.Y. 14618
ice President	Robert J. Kammerer	501 Hollow Tree Ridge Rd., Darien, Ct. 06820
ice President	George E. Pake	10 Anastadero Dr., Portola Valley, Ca. 94025
ice President	Donald W. Pendery	70 Bayberry Rd., New Canaan, Ct. 06840
ice President	Frank J. Pipp	36 Trails End Rd., Wilton, Ct. 06897
ice President	Douglas M. Reid	258 Mulberry Hill Rd., Fairfield, Ct. 06430
ice President	Robert F. Retser	137 Greenley Rd., New Canaan, Ct. 06840
ice President	William J. Senter	172 Cognewaugh Rd., Cos Cob, Ct. 06807
ice President	Thorwald N. Trolle	573 Valley Rd., New Canaan, Ct. 06840
ice President	George R. White	108 Cherry Hill Rd., Greenwich, Ct. 06830
ice President	Fritz A. L. Wintermiltz	26 Prides Crossing, New Canaan, Ct. 06840
ice President	A. Stanton Wells	33 Elmwood Place, Wilton, Ct. 06897
Controller	Stuart B. Ross	2 Pierway Landing, Westport, Ct. 06880
Assistant Treasurer	R. Geoffrey Wardsley	220 Newton Turnpike, Weston, Ct. 06880

<u>DIRECTORS</u>			
	(1)	Kenneth R. Andrews	25 De Wolfe Street, Cambridge, Ma. 02130
	(2)	Robert A. Buck	8 Somerset Drive, Rumson, N. J. 07760
	(3)	Howard L. Clark	960 Fifth Avenue, Apt. 1514, New York, N.Y. 10021
	(4)	Joan Ganz Cooney	29 East 64th Street, Apt. 8A, New York, N.Y. 10021
		John S. Crowley	627 Round Hill Rd., Greenwich, Ct. 06830
		Jacob E. Goldman	41 Little Fox Lane, Westport, Ct. 06880
	(5)	Vernon E. Jordan, Jr.	1170 Fifth Avenue, Apt. 12B, New York, N.Y. 10029
		David T. Kearns	142 Michigan Rd., New Canaan, Ct. 06840
		C. Peter McColough	Broad Road, Greenwich, Ct. 06830
		James P. O'Neill	51 Prides Crossing, New Canaan, Ct. 06840
		Robert M. Pippitt	544 Weed St., New Canaan, Ct. 06840
	(6)	William E. Simon	Sand Spring Road, New Vernon, N.J. 07976
		William F. Souders	27 Dunning Road, New Canaan, Ct. 06840
	(7)	Robert L. Sproull	692 Mt. Hope Avenue, Rochester, N.Y. 14620
	(8)	Ernst H. van der Beugel	50 Van Ouwelaan, The Hague, The Netherlands

-) All mail to be sent to Harvard Business School, 218 Teele Hall, Soldiers Field, Boston, Ma. 02163
-) All mail to be sent to The Prudential Insurance Company of America, Corporate Office, Prudential Plaza, Newark, N.J. 07101
-) All mail to be sent to 660 Madison Avenue, Suite 1805, New York, New York 10021
-) All mail to be sent to Children's Television Workshop, One Lincoln Plaza, New York, N.Y. 10023
-) All mail to be sent to National Urban League, Inc., 500 East 62nd Street, New York, N.Y. 10021
-) All mail to be sent to Blyth Eastman Dillon & Co., 1221 Avenue of the Americas, 32nd Floor, New York, N.Y. 10020
-) All mail to be sent to University of Rochester, Administration Building, Wilson Blvd., Rochester, N.Y. 14627
-) All mail to be sent to Smidswater 1, The Hague, The Netherlands

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE
ANNUAL REPORT
OF

XEROX CORPORATION

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is *XEROX CORPORATION*

SECOND: It is incorporated under the laws of *NEW YORK*

THIRD: The address of its registered office in Rhode Island is
111 WESTMINSTER STREET, PROVIDENCE 02903

and the name of its registered agent in Rhode Island at such address is

JOSEPH E. ADELSON

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is

XEROX SQUARE, ROCHESTER, NY 14644

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is *MARKETING AND SERVING OF OFFICE EQUIPMENT AND EDUCATIONAL MATERIALS*

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
	Director	
	Director	
SEE LIST ATTACHED	Director	
	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that 3 Shares are without Par Value
100,000,000	COMMON		\$1.00
600,000	COMMON-CLASS B		1.00
80,000	PREFERRED		100.00

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EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	Par Value per Share or Statement that Shares are without Par Value
80,238,857	COMMON		\$1.00
262,323	COMMON-CLASS B		1.00

Dated FEBRUARY 27, 1979

XEROX CORPORATION
(NAME OF CORPORATION)

By

A.S. Wells

Its TREASURER

Xerox Corporation
Officers and Directors

<u>Name and Position</u>	<u>Address</u>
C. P. McColough, Chairman of the Board and Chief Executive Officer	(1)
D. T. Kearns, President, Chief Operating Officer and Director	(1)
J. S. Crowley, Executive Vice President and Director	(1)
J. P. O'Neill, Executive Vice President and Director	(1)
W. F. Souders, Executive Vice President and Director	(1)
M. H. Antonini, Group Vice President	(2)
D. J. Culbertson, Group Vice President	(1)
R. D. Firth, Group Vice President	(3)
R. R. Sparacino, Group Vice President	(3)
J. E. Goldman, Senior Vice President and Director	(1)
M. Howard, Senior Vice President	(1)
D. D. Lennox, Senior Vice President and Director	(3)
R. M. Pippitt, Senior Vice President and Director	(1)
R. S. Banks, Vice President and General Counsel	(1)
H. W. Becker, Vice President	(3)
J. S. Campbell, Vice President	(4)
S. H. Carter, Jr., Vice President	(3)
D. J. Curtin, Vice President	(1)

E. K. Damon, Vice President and Secretary	(3)
J. H. Glavin, Vice President	(3)
G. E. Pake, Vice President	(5)
D. W. Pendery, Vice President	(1)
F. J. Pipp, Vice President	(1)
D. M. Reid, Vice President	(1)
R. F. Reiser, Vice President	(1)
W. J. Senter, Vice President	(2)
T. N. Trolle, Vice President	(1)
G. R. White, Vice President	(3)
F. A. L. Winternitz, Vice President	(1)
A. S. Wells, Treasurer	(1)
T. E. Winter, Controller	(1)
R. G. Bardsley, Assistant Treasurer	(1)

K. R. Andrews, Director	Harvard Business School 204 Morgan Hall Soldiers Field Boston, Mass. 02163
R. A. Beck, Director	The Prudential Insurance Company of America Corporate Office Prudential Plaza Newark, New Jersey 07101
H. L. Clark, Director	American Express Company 40th Floor American Express Plaza 125 Broad Street New York, New York 10004

J. G. Cooney, Director	Children's Television Workshop One Lincoln Plaza New York, New York 10023
V. E. Jordan, Jr., Director	National Urban League, Inc. 500 E. 62nd Street New York, New York 10021
W. E. Simon, Director	Booz, Allen & Hamilton 245 Park Avenue New York, New York 10017
R. L. Sproull, Director	692 Mt. Hope Avenue Rochester, New York 14620
J. M. Thomas, Director	Rank Xerox Limited Rank Xerox House 338 Euston Road London NW1, 3BH England
E. H. van der Beugel, Director	1 Smidswater The Hague The Netherlands

-
- (1) Xerox Corporation, Stamford, Connecticut 06904
 - (2) Xerox Corporation, Greenwich, Connecticut 06830
 - (3) Xerox Corporation, Xerox Square, Rochester, New York 14644
 - (4) Xerox Corporation, 701 S. Aviation Blvd., El Segundo,
California 90245
 - (5) Xerox Corporation, 3333 Coyote Hill Road, Palo Alto,
California 94304

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

ANNUAL REPORT
OF

Xerox Corporation

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is Xerox Corporation

SECOND: It is incorporated under the laws of New York

THIRD: The address of its registered office in Rhode Island is
111 Westminster Street, Providence 02903

and the name of its registered agent in Rhode Island at such address is
Joseph E. Adelson

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is

Xerox Square, Rochester, N.Y. 14644

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is marketing and servicing of office equipment and educational materials

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
	Director	
	Director	
See List Attached	Director	
	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
90,000,000	Common		1.00
600,000	Common - Class B		1.00
80,000	Preferred		100.00

MAR 28 1978

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
80,062,959	Common		1.00
311,688	Common-Class B		1.00

Dated February 22, 1978

Xerox Corporation
(NAME OF CORPORATION)

By *A. S. Wells*
its Treasurer

SCHEDULE OF OFFICERS AND DIRECTORS

OFFICERS

<u>Name of Office</u>	<u>Name</u>	<u>Address</u>
Chairman of the Board and Chief Executive Officer and Chairman of the Executive Committee President and Chief Operating Officer Executive Vice President	C. Peter McColough David T. Kearns John S. Crowley	Broad Road, Greenwich, Conn. 06830 142 Michigan Rd., New Canaan, Conn. 06840 41 Meadow Wood Dr., Quarry Farm, Greenwich, Conn. 06830
Executive Vice President	James P. O'Neill	51 Prides Crossing, New Canaan, Conn. 06840
Executive Vice President	William F. Souders	27 Dunning Road, New Canaan, Conn. 06840
Group Vice President	David J. Culbertson	Dew Lane, Darien, Conn. 06820
Group Vice President	Jacob E. Goldman	41 Little Fox Lane, Westport, Conn. 06880
Group Vice President	Donald D. Lennox	7 Old Landmark Drive, Rochester, N. Y. 14618
Senior Vice President	Robert M. Pipplitt	544 Weed Street, New Canaan, Conn. 06840
Vice President	Marion H. Antonini	79 Ferris Hill Rd., New Canaan, Conn. 06840
Vice President and General Counsel and Assistant Secretary	Robert S. Banks	29 Laurel Rd., New Canaan, Conn. 06840
Vice President	Shelby H. Carter, Jr.	4260 East Avenue, Rochester, New York 14618
Vice President	David J. Curtin	104 Sturbridge Hill Rd., New Canaan, Conn. 06840
Vice President and Secretary	E. Kent Damon	65 Country Club Dr., Rochester, N. Y. 14618
Vice President	Irwin Engelman	375 Sandringham Rd., Rochester, N. Y. 14610
Vice President	Robert D. Firth	North Porchuck Rd., Greenwich, Conn. 06830
Vice President	John H. Glavin	2047 Clover St., Rochester, N. Y. 14618
Vice President	Melvin Howard	42 Redcoat Rd., Westport, Conn. 06880
Vice President	Michael A. E. Hughes	1 Maywood Court, Darien, Conn. 06820
Vice President	George E. Pake	10 Anastadero Dr., Portola Valley, Calif. 94025
Vice President	Donald W. Pendery	70 Bayberry Rd., New Canaan, Conn. 06840
Vice President	Robert F. Reiser	137 Greenley Road, New Canaan, Conn. 06840
Vice President	Robert R. Sparacino	7 Hickory Lane, Rochester, N. Y. 14625
Vice President	Thorwald N. Trolle	573 Valley Rd., New Canaan, Conn. 06840
Vice President	George R. White	121 Van Voorhis Rd., Pittsford, N. Y. 14534
Vice President	Fritz A. L. Winternitz	11 Hummingbird Lane, Darien, Conn. 06820
Treasurer	A. Stanton Wells	33 Stirrup Place, Wilton, Conn. 06897
Controller	Thomas E. Winter	179 Oenoke Ridge Rd., New Canaan, Conn. 06840
Assistant Treasurer	R. Geoffrey Bardsley	220 Newtown Turnpike, Weston, Conn. 06880
Assistant Secretary	Robert L. Robinson	62 Blue Ridge Dr., Stamford, Conn. 06903

DIRECTORS

- | | | |
|-----|-------------------------|---|
| (1) | Kenneth R. Andrews | 25 De Wolfe Street, Cambridge, Mass. 02130 |
| (2) | Robert A. Beck | 8 Somerset Drive, Rumson, N.J. 07760 |
| (3) | Howard L. Clark | 1 Beekman Place, Apt. 15A, New York, N.Y. 10022 |
| (4) | Joan Ganz Cooney | 201 East 21st Street, New York, N.Y. 10010 |
| | Jacob E. Goldman | 41 Little Fox Lane, Westport, Conn. 06880 |
| (5) | Vernon E. Jordan, Jr. | 1170 Fifth Avenue, Apt. 12B, New York, N.Y. 10029 |
| | David T. Kearns | 142 Michigan Rd., New Canaan, Conn. 06840 |
| | Donald D. Lennox | 7 Old Landmark Drive, Rochester, N. Y. 14618 |
| | C. Peter McColough | Broad Rd., Greenwich, Conn. 06830 |
| | James P. O'Neill | 51 Prides Crossing, New Canaan, Conn. 06840 |
| | Robert M. Pipplitt | 544 Weed St., New Canaan, Conn. 06840 |
| | William F. Souders | 27 Dunning Road, New Canaan, Conn. 06840 |
| | Robert L. Sproull | 692 Mt. Hope Ave., Rochester, N. Y. 14620 |
| (6) | J. Maldwyn Thomas | Flat 4, 2 Gloucester Gate, Regents Park, London
NW1, England |
| (7) | Ernst H. van der Beugel | 50 Van Ouwenlaan, The Hague, The Netherlands |

- (1) All mail to be sent to Harvard Business School, 204 Morgan Hall, Soldiers Field, Boston, Mass. 02163
- (2) All mail to be sent to The Prudential Insurance Company of America, Corporate Office, Prudential Plaza, Newark, N.J. 07101
- (3) All mail to be sent to American Express Company, 40th Floor, American Express Plaza, 125 Broad St., New York, N. Y. 10004
- (4) All mail to be sent to Children's Television Workshop, One Lincoln Plaza, New York, N. Y. 10023
- (5) All mail to be sent to National Urban League, Inc., 500 East 62nd Street, New York, N. Y. 10021
- (6) All mail to be sent to Rank Xerox Limited, Rank Xerox House, 338 Euston Rd., London, NW1, 3BH, England
- (7) All mail to be sent to 1 Smidswater, The Hague, The Netherlands