



STATE OF ARIZONA
CORPORATION COMMISSION
CORPORATION ANNUAL REPORT
& CERTIFICATE OF DISCLOSURE

Arizona Corporation Commission



00304782

DUE ON OR BEFORE 06/25/2001

FY00-01

FILING FEE \$45.00

The following information is required by A.R.S. §10-1622 & §10-11622 for all corporations organized pursuant to Arizona Revised Statutes, Title 10. The Commission's authority to prescribe this form is A.R.S. §10-121.A. & §10-3121.A. **YOUR REPORT MUST BE SUBMITTED ON THIS ORIGINAL FORM.** Make changes or corrections where necessary. Information for the report should reflect the current status of the corporation. See instructions for proper format. REFER TO THE INSTRUCTIONS ON PAGE 4.

1. F-0009219-9
XEROX CORPORATION
% CORPORATE TAXES DEPT ***
PO BOX 1600
STAMFORD, CT 06904

RECEIVED

MAY 07 2001

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

Business Phone: _____ (Business phone is optional.)
State of Domicile: **NEW YORK** Type of Corporation: **BUSINESS**

2. Arizona Statutory Agent: **PRENTICE-HALL CORP SYSTEM**
Street Address: **818 E OSBORN RD**
(NOT P.O. BOX) **PHOENIX, AZ 85014**
City, State, Zip:

IPR 5-8-01 Use this box only if appointing a new Statutory Agent

ACC USE ONLY

Fee \$ 45
Penalty \$ _____
Reinstate \$ _____
Expedite \$ _____
Resubmit \$ _____

If appointing a new statutory agent, the new agent MUST consent to that appointment by signing below.

I, (individual) or We, (corporation or limited liability company) having been designated the new Statutory Agent, do hereby consent to this appointment until my removal or resignation pursuant to law.

Signature of new Statutory Agent

3. Secondary Address: **% PRENTICE-HALL CORP SYSTEM**
(Foreign Corporations are **REQUIRED** to complete this section.) **818 E OSBORN RD**
PHOENIX, AZ 85014

4. Check the one category below which best describes the CHARACTER OF BUSINESS of your corporation.

BUSINESS CORPORATIONS

- | | |
|---|--|
| <input type="checkbox"/> 1. Accounting | <input checked="" type="checkbox"/> 20. Manufacturing |
| <input type="checkbox"/> 2. Advertising | <input type="checkbox"/> 21. Mining |
| <input type="checkbox"/> 3. Aerospace | <input type="checkbox"/> 22. News Media |
| <input type="checkbox"/> 4. Agriculture | <input type="checkbox"/> 23. Pharmaceutical |
| <input type="checkbox"/> 5. Architecture | <input type="checkbox"/> 24. Publishing/Printing |
| <input type="checkbox"/> 6. Banking/Finance | <input type="checkbox"/> 25. Ranching/Livestock |
| <input type="checkbox"/> 7. Barbers/Cosmetology | <input type="checkbox"/> 26. Real Estate |
| <input type="checkbox"/> 8. Construction | <input type="checkbox"/> 27. Restaurant/Bar |
| <input type="checkbox"/> 9. Contractor | <input type="checkbox"/> 28. Retail Sales |
| <input type="checkbox"/> 10. Credit/Collection | <input type="checkbox"/> 29. Science/Research |
| <input type="checkbox"/> 11. Education | <input type="checkbox"/> 30. Sports/Sporting Events |
| <input type="checkbox"/> 12. Engineering | <input type="checkbox"/> 31. Technology(Computers) |
| <input type="checkbox"/> 13. Entertainment | <input type="checkbox"/> 32. Technology(General) |
| <input type="checkbox"/> 14. General Consulting | <input type="checkbox"/> 33. Television/Radio |
| <input type="checkbox"/> 15. Health Care | <input type="checkbox"/> 34. Tourism/Convention Services |
| <input type="checkbox"/> 16. Hotel/Motel | <input type="checkbox"/> 35. Transportation |
| <input type="checkbox"/> 17. Import/Export | <input type="checkbox"/> 36. Utilities |
| <input type="checkbox"/> 18. Insurance | <input type="checkbox"/> 37. Veterinary Medicine/Animal Care |
| <input type="checkbox"/> 19. Legal Services | <input type="checkbox"/> 38. Other _____ |

NON-PROFIT CORPORATIONS

- | |
|---|
| <input type="checkbox"/> 1. Charitable |
| <input type="checkbox"/> 2. Benevolent |
| <input type="checkbox"/> 3. Educational |
| <input type="checkbox"/> 4. Civic |
| <input type="checkbox"/> 5. Political |
| <input type="checkbox"/> 6. Religious |
| <input type="checkbox"/> 7. Social |
| <input type="checkbox"/> 8. Literary |
| <input type="checkbox"/> 9. Cultural |
| <input type="checkbox"/> 10. Athletic |
| <input type="checkbox"/> 11. Science/Research |
| <input type="checkbox"/> 12. Hospital/Health Care |
| <input type="checkbox"/> 13. Agricultural |
| <input type="checkbox"/> 14. Animal Husbandry |
| <input type="checkbox"/> 15. Homeowner's Association |
| <input type="checkbox"/> 16. Professional, commercial industrial or trade association |
| <input type="checkbox"/> 17. Other _____ |

5. CAPITALIZATION: (Business Corporations and Business Trusts are **REQUIRED** to complete this section.)

Business trusts must indicate the number of transferable certificates held by trustees evidencing their beneficial interest in the trust estate.

Number of Shares/Certificates Authorized	Class	Series Within Class (if any)
1,050,000,000	COMMON	1.00
600,000	common b	1.00
Number of Shares/Certificates Issued	Class	Series Within Class (if any)
666687576,389	COMMON	1.00
8,785,403	PREFERRED	1.00

6. SHAREHOLDERS: (Business Corporations and Business Trusts are **REQUIRED** to complete this section.)

List shareholders holding more than 20% of any class of shares issued by the corporation, or having more than a 20% beneficial interest in the corporation. **Please Type or Print Clearly.**

Name: _____ Name: _____

NONE ☒

Name: _____ Name: _____

7. OFFICERS **Please Type or Print Clearly.**

Name: ANNE M. MULCAHY
 Title: PRESIDENT AND CHIEF OPERATING OFFICER
 Address: 235 FENCEROW DRIVE
 FAIRFIELD, CT 06831

Date taking office: _____

Name: E. MARGIE FILTER
 Title: SECRETARY
 Address: 12 BERNDAL DR
 WESTPORT, CT 06880

Date taking office: _____

Name: BARRY D. ROMERIL
 Title: VICE CHAIRMAN AND CHIEF FINANCIAL OFFICER
 Address: 17 THOMAS PLACE
 ROWAYTON, CT 06853

Date taking office: _____

Name: E. MARGIE FILTER
 Title: TREASURER
 Address: 12 BERNDAL DR.
 WESTPORT, CT 06880

Date taking office: _____

8. DIRECTORS **Please Type or Print Clearly.**

Name: ANTONIO JOHNSON
 Address: AXEL JOHNSON GROUP
 LOVSTADGARD, 2-194 91 UPPLANDS VASBY, SWEDEN
 STOCKHOLM S-100 41 SWEDEN

Date taking office: _____

Name: VERNON E. JORDAN JR.
 Address: 2940 BENTON PLACE N.W.
 WASHINGTON, DC 20008

Date taking office: _____

Name: B. R. INMAN
 Address: 701 BRAZOS ST. STE 500
 AUSTIN, TX 78701

Date taking office: _____

Name: PAUL A. ALLAIRE
 Address: 1 NYLKED TER
 NORWALK, CT 06853

Date taking office: _____

XEROX CORPORATION SCHEDULE OF OFFICERS

02/20/01

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.	Stern	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; General Manager, Production Solutions Business Team, Global Solutions Group	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; 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/General Manager,	Frank D.	Steenburgh	47 Cobble Creek Road, Victor, NY 14564

XEROX CORPORATION

SCHEDULE OF OFFICERS

02/20/01

e-Services, 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

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

9. FINANCIAL DISCLOSURE (A.R.S. §§10-1622.B & 10-11622.A.9)

F-0009219-9

Nonprofit corporations **must attach** a financial statement (balance sheet including assets, liabilities and equity). All other forms of corporations are exempt from filing a financial disclosure.

9A. MEMBERS (A.R.S. § 10-11622.A.6) Nonprofit Corporations Only.

This corporation **does** ☐ **does not** ☐ have members.

10. CERTIFICATE OF DISCLOSURE (A.R.S. §§10-1622.A.8 & 10-11622.A.7)

Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and person controlling or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been: [Underlined portion pertains to profit corporations only]

1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate?
2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding execution of this certificate?
3. Or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding execution of this certificate where such injunction, judgment, decree or permanent order involved the violation of:
 - (a) fraud or registration provisions of the securities laws of that jurisdiction, or
 - (b) the consumer fraud laws of that jurisdiction, or
 - (c) the antitrust or restraint of trade laws of that jurisdiction?

One box **must** be marked:

YES ☐NO ☒

If "YES", the following information must be submitted as an attachment to this report for each person subject to one or more of the actions stated in Items 1. through 3. above.

- | | |
|---|---|
| 1. Full name and prior names used. | 5. Date and location of birth. |
| 2. Full birth name. | 6. Social Security Number |
| 3. Present home address. | 7. The nature and description of each conviction or judicial action; the date and location; the court and public agency involved, and the file or cause number of the case. |
| 4. Prior addresses (for immediate preceding 7 year period). | |

11. STATEMENT OF BANKRUPTCY (A.R.S. §§10-202.D.2 & 10-3202.02)

Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and person controlling or holding more than 20% of the issued and outstanding common shares or 20% of any other proprietary, beneficial or membership interest in the corporation served in such capacity or held a 20% interest in any other corporation during the bankruptcy, receivership, or charter revocation of the other corporation? [Underlined portion pertains to profit corporations only]

One box **must** be marked:

YES ☐NO ☒

Chapter _____ Date Filed _____ Case Number _____

If "YES", the following information **must be submitted** as an attachment to this report for each person subject to the statement above.

- 1) The names and addresses of each corporation and the person or persons involved. 2) The state in which each corporation was incorporated b) transacted business. 3) The dates of corporate operation.

12. SIGNATURES

CAUTION: Annual Reports must be signed by a duly authorized officer. Annual Reports submitted with incorrect signatures will be rejected.

I DECLARE, UNDER PENALTY OF LAW, THAT ALL CORPORATE INCOME TAX RETURNS REQUIRED BY TITLE 43 OF THE ARIZONA REVISED STATUTES HAVE BEEN FILED WITH THE ARIZONA DEPARTMENT OF REVENUE.

I further declare under penalty of law that I (we) have examined this report and the certificate, including any attachments, and to the best of my (our) knowledge and belief they are true, correct and complete.

Name RUSSELL Y. OKASAKO Date 4/24/2001 Name _____ Date _____

Signature  Signature _____

Title VICE PRESIDENT, TAXES Title _____

(Signator(s) must be duly authorized corporate officer(s) listed in section 7 of this report.)