



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

Arizona Corporation Commission



00481575

DUE ON OR BEFORE 06/25/2002

FY01-02

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.**

RECEIVED

APR 23 2002

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

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

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**
PHOENIX, AZ 85014

City, State, Zip:

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)
772,314,289	COMMON	1.00
7,729,615	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: CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Address: 235 FENCEROW DRIVE

FAIRFIELD, CT 06430

Date taking office: _____

Name: GREGORY B. TAYLER

Title: VICE PRESIDENT & TREASURER

Address: 95 RISING RIDGE ROAD

RIDGEFIELD, CT

Date taking office: _____

Name: LESLIE F. VARON

Title: VICE PRESIDENT AND SECRETARY

Address: 272 CANTERBURY LANE

FAIRFIELD, CT 06432

Date taking office: _____

Name: RUSSELL Y. OKASAKO

Title: VICEPRESIDENT, TAXES

Address: 34 SALEM ROAD

WILTON, CT 06897

Date taking office: _____

8. DIRECTORS Please Type or Print Clearly.

Name: ANTONIA JOHNSON

Address: AXEL JOHNSON GROUP

LOVSTA GARD, 2-194 91 UPPLANDSVASBY, SWEDEN

Date taking office: _____

Name: VERNONE 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: N. J. NICHOLAS, JR.

Address: 88 CENTRAL PARK WEST, #8N

NEW YORK, NEW YORK 10023

Date taking office: _____

Xerox Corporation
Schedule of Directors
JANUARY 1, 2002

F-0009219-9

<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, 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
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	

XEROX CORPORATION SCHEDULE OF OFFICERS

F-0009219-9

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.	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, 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**

F-000219-9

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

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

F-0009219-9

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 a) 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 YOKASAKO Date 4/17/2002 Name _____ Date _____
 Signature *Russell Yokasako* Signature _____
 Title VICE PRESIDENT, TAXES Title _____

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