

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2009 This Form is Open to Public Inspection
---	---	---

Part I	Annual Report Identification Information		
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009			
A This return/report is for:	☐ a multiemployer plan;	☒ a multiple-employer plan; or	
	☐ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☒		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan XEROX CORPORATION RETIREMENT INCOME GUARANTEE PLAN 2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) XEROX CORPORATION 45 GLOVER AVENUE P.O. BOX 4505 NORWALK, CT 06856-4505	1b Three-digit plan number (PN) ▶	333	
	1c Effective date of plan	07/01/1977	
	2b Employer Identification Number (EIN)	16-0468020	
	2c Sponsor's telephone number	203-849-2555	
	2d Business code (see instructions)	334110	

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/04/2010	ARLYN B. KASTER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") XEROX CORPORATION 45 GLOVER AVENUE P.O. BOX 4505 NORWALK, CT 06856-4505	3b Administrator's EIN 16-0468020 3c Administrator's telephone number 203-849-2555
---	---

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
---	-----------------------------------

5 Total number of participants at the beginning of the plan year	5	34999
---	----------	-------

6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	20850
b Retired or separated participants receiving benefits.....	6b	2872
c Other retired or separated participants entitled to future benefits.....	6c	9955
d Subtotal. Add lines 6a , 6b , and 6c	6d	33677
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	303
f Total. Add lines 6d and 6e	6f	33980
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	1

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
--	----------	--

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1A 1F 1G 3H 3J

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
---	--

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
---	--

<div>SCHEDULE A (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>	<div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
---	--	--

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan XEROX CORPORATION RETIREMENT INCOME GUARANTEE PLAN	B Three-digit plan number (PN) ▶	333
C Plan sponsor's name as shown on line 2a of Form 5500. XEROX CORPORATION	D Employer Identification Number (EIN) 16-0468020	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions	Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
--------	---	--

1 Coverage Information:

(a) Name of insurance carrier
METROPOLITAN LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-5581829	65978	5327	212	01/01/2009	12/31/2009

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end **4****5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b** 51458000**c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee(3) ☐ guaranteed investment (4) ☐ other ▶**b** Balance at the end of the previous year **7b****c** Additions: (1) Contributions deposited during the year **7c(1)**(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)**(4) Transferred from separate account **7c(4)**(5) Other (specify below) **7c(5)**

▶

(6) Total additions **7c(6)****d** Total of balance and additions (add **b** and **c(6)**). **7d****e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)**(2) Administration charge made by carrier **7e(2)**(3) Transferred to separate account **7e(3)**(4) Other (specify below) **7e(4)**

▶

(5) Total deductions **7e(5)****f** Balance at the end of the current year (subtract **e(5)** from **d**) **7f**

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
--	--	---

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>XEROX CORPORATION RETIREMENT INCOME GUARANTEE PLAN</u>	B Three-digit plan number (PN) ▶ <u>333</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>XEROX CORPORATION</u>	D Employer Identification Number (EIN) <u>16-0468020</u>
E Type of plan: ☐ Single ☐ Multiple-A ☒ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2009</u>
2	Assets:
a	Market value 2a <u>1212476000</u>
b	Actuarial value 2b <u>1333723600</u>
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>2880</u> <u>20345629</u>
b	For terminated vested participants 3b <u>10309</u> <u>210753173</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>104732314</u>
(2)	Vested benefits 3c(2) <u>751463166</u>
(3)	Total active 3c(3) <u>21230</u> <u>856195480</u>
d	Total 3d <u>34419</u> <u>1087294282</u>
4	If the plan is at-risk, check the box and complete items (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>8.41 %</u>
6	Target normal cost 6 <u>104069912</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>09/23/2010</u>
Signature of actuary	Date
<u>JEFF D. CLYMER</u>	<u>08-03971</u>
Type or print name of actuary	Most recent enrollment number
<u>HEWITT ASSOCIATES LLC</u>	<u>781-891-8600</u>
Firm name	Telephone number (including area code)
<u>230 THIRD AVENUE</u> <u>WALTHAM, MA 02451-7528</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	408654119	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	146370488	0
9	Amount remaining (Item 7 minus item 8).....	262283631	0
10	Interest on item 9 using prior year's actual return of <u>-20.12</u> %	-52771467	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of <u>6.05</u> %		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	209512164	0

Part III Funding percentages			
14	Funding target attainment percentage.....	14	103.39 %
15	Adjusted funding target attainment percentage.....	15	122.66 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	115.08 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/14/2010	91000000				
Totals ►			18(b)	91000000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 79318678
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of Quarter of this plan year	
(1) 1st	(2) 2nd
0	0
(3) 3rd	(4) 4th
0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	67152758
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	67152758
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	57311091	0
36 Additional cash requirement (item 34 minus item 35).....	36	9841667
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	79318678
38 Interest-adjusted excess contributions for current year (see instructions).....	38	69477011
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan XEROX CORPORATION RETIREMENT INCOME GUARANTEE PLAN	B Three-digit plan number (PN) ▶	333
C Plan sponsor's name as shown on line 2a of Form 5500 XEROX CORPORATION	D Employer Identification Number (EIN) 16-0468020	

Part I	Service Provider Information (see instructions)
---------------	--

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
--

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

COVINGTON AND BURLING

23-7150671

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	1369340	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

HEWITT ASSOCIATES

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 15 17	EMPLOYER	659251	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

IVINS PHILLIPS AND BARKER

52-1229560

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	654916	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

XEROX CORPORATION

16-0468020

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 14 29	EMPLOYER	634799	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

MERCER

13-2864414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	271959	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

STATE STREET BANK AND TRUST

04-1867445

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 25	TRUSTEE	253975	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

LATHAM AND WATKINS

95-2018373

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	194708	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

NIXON AND PEABODY

16-0764720

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	189211	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

AXIOM

13-4099840

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	158025	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

ROGERSCASEY INC

06-1240719

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17	NONE	154912	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

DELOITTE AND TOUCHE

51-0033500

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	34284	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

STEVENS GROUP

56-2055664

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17	NONE	20025	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

PROCESS ADVANTAGE

32-0044877

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17	NONE	18441	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

BUSINESS ROUNDTABLE

23-7236607

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	16592	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

ERISA INDUSTRY COMMITTEE

52-1077961

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	11000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

THOMPSON COBURN

43-0666662

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	10986	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

SEGAL ADVISORS

13-2646110

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17	NONE	9882	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

STRATECON CORPORATION

235 E. 87TH STREET
NEW YORK, NY 10128

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17	NONE	6906	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009					
A Name of plan XEROX CORPORATION RETIREMENT INCOME GUARANTEE PLAN				B Three-digit plan number (PN) ▶ 333	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 XEROX CORPORATION				D Employer Identification Number (EIN) 16-0468020	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: INCOME FUND					
b Name of sponsor of entity listed in (a): XEROX CORPORATION					
c EIN-PN 04-3192419-004		d Entity code M		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0	
a Name of MTIA, CCT, PSA, or 103-12 IE: PENSION ONLY POOL					
b Name of sponsor of entity listed in (a): XEROX CORPORATION					
c EIN-PN 04-3192419-015		d Entity code M		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2916691000	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code			

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan XEROX CORPORATION RETIREMENT INCOME GUARANTEE PLAN	B Three-digit plan number (PN) ►	333
C Plan sponsor's name as shown on line 2a of Form 5500 XEROX CORPORATION	D Employer Identification Number (EIN) 16-0468020	

Part I	Asset and Liability Statement
---------------	--------------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	91000000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	2928461000	2916691000
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	0	0
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2928461000	3007691000

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2928461000	3007691000
---	-----------	------------	------------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	91000000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		91000000

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		264887000
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		355887000

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	220775000	
(2) To insurance carriers for the provision of benefits	2e(2)	51458000	
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		272233000
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	2682000	
(2) Contract administrator fees	2i(2)	205000	
(3) Investment advisory and management fees	2i(3)	1537000	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		4424000
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		276657000

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		79230000
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☒ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PRICEWATERHOUSECOOPERS LLP

(2) EIN: 13-4008324

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		15000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)

5b(3) PN(s)

<div>SCHEDULE R (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>		<div>Retirement Plan Information</div> <div>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>► File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009					
A Name of plan XEROX CORPORATION RETIREMENT INCOME GUARANTEE PLAN				B Three-digit plan number (PN) ► 333	
C Plan sponsor's name as shown on line 2a of Form 5500 XEROX CORPORATION				D Employer Identification Number (EIN) 16-0468020	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1 0	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-3581074					
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....				3 1330	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☒ N/A					
If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____					
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year				6a	
b Enter the amount contributed by the employer to the plan for this plan year				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☒ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☒ No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.					
Schedule R (Form 5500) 2009 v.092308.1					

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 39% Investment-Grade Debt: 45% High-Yield Debt: 0% Real Estate: 4% Other: 12%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☒ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

PricewaterhouseCoopers LLP
300 Atlantic Street
Stamford CT 06901
Telephone (203) 539 3000
Facsimile (813) 207 3999

Report of Independent Auditors

To the Participants and Administrator of
Xerox Corporation Retirement Income Guarantee Plan

In our opinion, the accompanying statements of assets available for benefits as of December 31, 2009 and 2008 and the related statements of changes in assets available for benefits for the years then ended, present fairly, in all material respects, information regarding the assets available for benefits of Xerox Corporation Retirement Income Guarantee Plan (the "Plan") at December 31, 2009 and changes therein for the year then ended and its financial status as of December 31, 2008, and changes therein for the year then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

PricewaterhouseCoopers LLP

Stamford, CT
September 16, 2010

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1510-0110

2009**This Form is Open to Public
Inspection**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Xerox Corporation Retirement Income Guarantee Plan		B Three-digit plan number (PN) ▶ 333
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Xerox Corporation		D Employer Identification Number (EIN) 16-0468020
E Type of plan: ☐ Single ☐ Multiple-A ☒ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>			
2 Assets:			
a Market value		2a	1,212,476,000
b Actuarial value		2b	1,333,723,600
3 Funding target/participant count breakdown			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	2,880	20,345,629
b For terminated vested participants	3b	10,309	210,753,173
c For active participants:			
(1) Non-vested benefits	3c(1)		104,732,314
(2) Vested benefits	3c(2)		751,463,166
(3) Total active	3c(3)	21,230	856,195,480
d Total	3d	34,419	1,087,294,282
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions		4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor		4b	
5 Effective interest rate		5	8.41 %
6 Target normal cost		6	104,069,912

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

**SIGN
HERE***Jeff D. Clymer JDC*

Signature of actuary

09/23/2010

Date

Jeff D. Clymer

Type or print name of actuary

08-03971

Most recent enrollment number

Hewitt Associates LLC

Firm name

(781) 891-8600

Telephone number (including area code)

230 Third Avenue

Waltham

MA 02451-7528

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2009
v.092308.1

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code).....				21b 2
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29).....	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	67,152,758
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33).....	34	67,152,758
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	57,311,091	0
36 Additional cash requirement (item 34 minus item 35).....	36	9,841,667
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	79,318,678
38 Interest-adjusted excess contributions for current year (see instructions).....	38	69,477,011
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

Schedule SB Attachment (Form 5500)—2009 Plan Year
Xerox Corporation Retirement Income Guarantee Plan
EIN: 16-0468020 PN: 333

Schedule SB, Part V—Summary of Plan Provisions

Effective Date	January 1, 1978, as amended through January 1, 2009.
Eligibility	All employees of the Company, ColorGrafX or any subsidiary, who are not covered by a collective bargaining agreement and the plan is adopted for the employee population (or are covered and the agreement requires participation), are not non-resident aliens without United States income, are not employed pursuant to a cooperative agreement, are not temporarily working less than 1,000 hours per year, become members on their respective dates of hire. IAM and IUOE union employees also participate. Effective January 1, 2005, RIGP was closed to new hires.
Retirement Dates	
Normal Retirement	Age 65.
Early Retirement	Age 55 and 10 years of service.
Deferred Vested	Immediate for covered employees as of 1/1/2008.
Disability	Any age and receiving disability benefits under the U.S. Social Security Act.
Preretirement Death	5 years of service and an eligible spouse to receive in excess of the greater of CBRA or TRA.
Retirement Benefits	
Monthly Benefit	<p>The larger of (a), (b), (c), or (d) below if hired prior to January 1, 2003 or (c) below if hired after 2002:</p> <p>(a) 1.4% of average monthly compensation, times years of participation up to 30, but not beyond December 31, 2012;</p> <p>(b) 1% of average monthly compensation, times years of participation, but not beyond December 31, 2012;</p> <p>(c) The benefit that can be provided by the participant's Cash Balance Retirement Account converted at the applicable rates. The annual cash balance credit is 4% of compensation (was 5% prior to 2003) plus interest, or;</p> <p>(d) The benefit that could be provided by the participant's Transitional Retirement Account converted at the applicable rates.</p>

Schedule SB Attachment (Form 5500)—2009 Plan Year
Xerox Corporation Retirement Income Guarantee Plan
EIN: 16-0468020 PN: 333

Schedule SB, Part V—Summary of Plan Provisions (continued)

	<p>The minimum benefit provided to an employee was covered by the XDS Retirement Plan is his accrued benefit earned in that plan, plus the greater of (c) or (d).</p>
Monthly Benefit	<p>The normal retirement benefit based on years of participation and average monthly compensation on the date of termination. If benefit payments are to commence prior to age 65, the benefit determined under (a) or (b) above will be reduced $1/240^{\text{th}}$ for each month by which the commencement of benefits precedes age 65, or age 62 if the employee had 30 or more Years of Service at retirement.</p> <p>The Cash Balance Retirement Account and the Transitional Retirement Account will be converted based on an immediate annuity factor at early retirement age.</p>
Other Benefits	<p>The IAP settlement provides an annuity benefit for a class of employees meeting certain requirements between January 1, 1982 and November 17, 1982. The IAP benefit is a non-cumulative increasing annuity with an initial benefit of .96% of the accrued normal retirement benefit as of November 17, 1982, increasing by the initial amount each year.</p>
Deferred Vested	<p>The normal retirement benefit based on years of participation and average monthly compensation on the date of termination. This benefit is payable in full beginning at age 65 or in an actuarially reduced form as of any earlier age.</p>
Disability	<p>A member continues to accrue years of service and cash balance credits until the earlier of when he ceases to be disabled, becomes an inactive participant, or becomes eligible for a normal retirement benefit.</p>

Schedule SB Attachment (Form 5500)—2009 Plan Year
Xerox Corporation Retirement Income Guarantee Plan
EIN: 16-0468020 PN: 333

Schedule SB, Part V—Summary of Plan Provisions (continued)

Preretirement Death

A benefit of 50% of the excess of the benefit [greater of (a) or (b)] the member would have received if he had survived to his earliest retirement age and retired the day before his death, over the annuity value of the greater of the Cash Balance Retirement Account or the Transitional Retirement Account, and is payable for the life of the participant's spouse. In addition, the greater of the Cash Balance Retirement Account or Transitional Retirement Account is payable in any event upon the participant's death.

Normal Form of Payment

Life annuity. A member who is married at the time he retires shall have his unreduced benefit paid on a 50% joint and survivor basis unless he elects to the contrary. A terminated employee who later reaches retirement age will receive an actuarially reduced benefit payable as a 50% joint and survivor unless he elects to the contrary.

Optional Forms of Payment

All options provided by the insurance company can be chosen on an actuarially equivalent basis. Additionally, a lump sum payment is available with spousal consent.

Years of Service

All periods of employment measured on an elapsed time basis. ERISA break-in-service rules apply except that periods of employment which terminated before January 1, 1976 shall be excluded. Salaried employees of XES, Inc. receive credit for all past years of service (prior to 1993) as determined for the XES, Inc. Employee Retirement Plan. The XES, Inc. salaried population ceased benefit accrual under RIGP effective December 31, 1998. Employees of PARC, Inc. ceased benefit accrual under RIGP effective January 31, 2002.

Years of Participation

All periods of employment subject to the following adjustments:

- (1) Part-time service shall be adjusted to a proportion of full-time service;
- (2) Periods while on disability leave shall be included;
- (3) Periods of employment which terminated before January 1, 1976 shall be excluded;
- (4) Periods of employment rendered while not in the eligible group shall be excluded;
- (5) Certain periods for which a lump sum payment has been made shall be excluded; and

Schedule SB Attachment (Form 5500)—2009 Plan Year
Xerox Corporation Retirement Income Guarantee Plan
EIN: 16-0468020 PN: 333

Schedule SB, Part V—Summary of Plan Provisions (continued)

(6) Periods while on leave of absence shall be included.

Salaried employees of XES, Inc. receive credit for years of participation as of January 1, 1993 equal to their prior years of service under the XES, Inc. Employee Retirement Plan.

Average Monthly Compensation

The highest 5 calendar years of compensation divided by 60. Compensation is W-2 pay excluding non-cash or reimbursement items and payments from other plans plus amounts under any before-tax savings or medical plan. Salaried employees of XES, Inc. will be treated as having compensation in all years prior to 1993, for benefit calculation purposes which is equal to their 1992 compensation reflected by their prior plan. Compensation after 2012 will not be considered.

Conversion Factors

The applicable interest rate permitted by IRC Section 417(e) in effect for the prior August along with the applicable mortality table are used to convert the Transitional Retirement Account and Cash Balance Retirement Account to annuities. Conversion for a married retiring member is on a 50% contingent annuitant basis while a single member or married member who is not retirement eligible will have his accounts converted on a life annuity basis.

Plan Year

January 1 to December 31.

Contributions

The plan is paid for by the Company. No employee contributions are required or allowed.

Schedule SB Attachment (Form 5500)—2009 Plan Year
Xerox Corporation Retirement Income Guarantee Plan
EIN: 16-0468020 PN: 333

Schedule SB, Part V—Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

The actuarial valuation was conducted on an ongoing (not termination) basis using personnel data furnished as of January 1, 2009 by Xerox Corporation. Asset information and the dates and amounts of contributions are based on information supplied by Xerox Corporation.

The number of active participants as of January, 1, 2009 includes 460 disabled participants not yet receiving pension payments. The distribution of active participants as of January 1, 2009 by pay, age, and service shown on the Schedule of Active Participant Data (attachment to Line 26) excludes these 460 disabled participants who have no current pay but continue to accrue pension benefits (see page 14).

Schedule SB Attachment (Form 5500)—2009 Plan Year
Xerox Corporation Retirement Income Guarantee Plan
EIN: 16-0468020 PN: 333

Schedule SB, line 19—Discounted Employer Contributions

The 2009 Plan Year Contributions have been discounted to the first day of the Plan Year, January 1, 2009, using the effective interest rate of 8.41%.

(1)	(2)	(3)
Date	Contribution	Discounted to January 1, 2009
9/14/2010	\$ 91,000,000	\$ 79,318,678

Schedule SB Attachment (Form 5500)—2009 Plan Year
Xerox Corporation Retirement Income Guarantee Plan
EIN: 16-0468020 PN: 333

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates	Based on the corporate bond yield curve, with a 2-month lookback to October.
Salary Increases	
Minimum Funding Target Normal Cost	5.75% through age 39;
Maximum Tax Expected Benefit Increase	4.375% from age 40 through age 49; 3.00% from age 50 to retirement.
Cash Balance Interest Crediting Rate	5.50%.
Cash Balance Annuity Conversion Rate	Same as funding interest rates above for lump sums.
Social Security Wage Base Increases	N/A.
Social Security COLA Increases	N/A.
Optional Payment Form Election Percentage	100% lump sum.
Optional Payment Form Conversion Interest Rate	Same as funding interest rates above for lump sums.
Optional Payment Form Conversion Mortality	Current Applicable Mortality table for lump sums.
Retirement Age	
Active Participants	See Table A (revised as of January 1, 2009). 150% of Table A rates are used for participants with 30 years of service.
Terminated Vested Participants	Age 63.
Mortality Rates	
Healthy and Disabled	2009 Static Mortality Table for Annuitants and Non-Annuitants per § 1.430(h)(3)-(1)(e).
Withdrawal Rates	See Table B.
Disability Rates	None assumed.

Schedule SB Attachment (Form 5500)—2009 Plan Year
Xerox Corporation Retirement Income Guarantee Plan
EIN: 16-0468020 PN: 333

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods (continued)

Surviving Spouse Benefit	It is assumed that 70% of employees have an eligible spouse, and that males are three years older than their spouses.
Valuation Compensation	2008 Pensionable earnings rolled forward one year with the salary increase assumption.
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$195,000 and the 401(a)(17) compensation limit of \$245,000.
Valuation of Plan Assets	2-year smoothing.
Actuarial Method	Standard Unit Credit Cost Method.
Valuation Date	January 1, 2009.
Plan Expenses	Prior year expenses increased by 3% plus expected PBGC premiums for the current year rounded to the nearest \$100,000.

Schedule SB Attachment (Form 5500)—2009 Plan Year
Xerox Corporation Retirement Income Guarantee Plan
EIN: 16-0468020 PN: 333

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods (continued)

Table A
Probability of Retirement¹

Age	Rate
55	.05
56	.02
57	.02
58	.02
59	.02
60	.05
61	.05
62	.20
63	.10
64	.10
65	.65
66	.25
67	.30
68	.35
69	.50
70	1.00

¹ Revised as of January 1, 2009 to anticipate employees retiring one-half of a year later than was previously assumed.

Schedule SB Attachment (Form 5500)—2009 Plan Year
Xerox Corporation Retirement Income Guarantee Plan
EIN: 16-0468020 PN: 333

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods (continued)

Table B
Probability of Termination Based on Years of Service

Age	Rate
25	0.096
26	0.094
27	0.091
28	0.088
29	0.085
30	0.081
31	0.078
32	0.075
33	0.072
34	0.070
35	0.068
36	0.065
37	0.063
38	0.060
39	0.058
40	0.056
41	0.053
42	0.051
43	0.048
44	0.044
45	0.041
46	0.038
47	0.034
48	0.031
49	0.026
50	0.024
51	0.021
52	0.017
53	0.015
54	0.012

Schedule SB Attachment (Form 5500)—2009 Plan Year
Xerox Corporation Retirement Income Guarantee Plan
EIN: 16-0468020 PN: 333

Schedule SB, line 24—Change in Actuarial Assumptions

- Assumption changes since the January 1, 2008 actuarial valuation include updates to the retirement rates to reflect anticipated retirement experience.

This change did not require approval under section 430(h)(5) since the thresholds in section 430(h)(5)(B)(iii) were not exceeded.

Schedule SB Attachment (Form 5500)—2009 Plan Year
Xerox Corporation Retirement Income Guarantee Plan
EIN: 16-0468020 PN: 333

Schedule SB, line 25—Change in Funding Method

- The asset valuation method for funding was changed from the Fair Value of Assets as of January 1, 2008 to 2-year smoothing as of January 1, 2009.
- An addition to the Target Normal Cost of assumed expenses payable from the trust, as required by WRERA. The assumption as to the amount of plan expenses to be used in the actuarial valuation is noted in the Actuarial Assumptions section of the attachment.

These changes have automatic approval under final regulations, Notice 2009-22 or subsequent IRS guidance.

Schedule SB Attachment (Form 5500)—2009 Plan Year
Xerox Corporation Retirement Income Guarantee Plan
EIN: 16-0468020 PN: 333

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2009
Number of Participants, Average Compensation and Average Cash Balance Account

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25		3								
25-29		108 \$62,069 \$10,400	197 \$48,050 \$12,825	11						
30-34		80 \$65,249 \$10,799	699 \$58,918 \$18,545	281 \$61,496 \$27,384	1					
35-39		63 \$71,689 \$12,217	898 \$64,335 \$21,378	796 \$69,986 \$33,735	234 \$69,741 \$51,480	29 \$63,264 \$56,102				
40-44		58 \$78,122 \$13,678	773 \$71,285 \$24,209	855 \$71,125 \$36,558	845 \$82,824 \$62,632	862 \$72,227 \$71,056	21 \$63,917 \$81,706			
45-49		72 \$76,222 \$13,649	731 \$74,364 \$26,980	753 \$72,007 \$38,615	679 \$80,565 \$64,283	1,548 \$79,979 \$84,789	513 \$88,289 \$125,646	31 \$74,487 \$150,425		
50-54		35 \$74,192 \$13,050	679 \$70,824 \$26,625	562 \$67,774 \$38,128	377 \$78,462 \$65,645	844 \$78,333 \$89,598	1,073 \$93,775 \$151,656	568 \$83,836 \$195,252	42 \$77,819 \$231,367	
55-59	1	22 \$85,350 \$14,109	495 \$72,543 \$27,385	337 \$62,780 \$36,579	260 \$72,588 \$63,257	363 \$76,336 \$90,544	608 \$85,698 \$150,102	785 \$92,220 \$222,995	584 \$84,261 \$280,955	10
60-64	1	10	260 \$62,550 \$24,199	205 \$53,279 \$30,395	103 \$67,633 \$61,613	129 \$66,805 \$82,121	235 \$89,726 \$154,884	291 \$88,540 \$222,353	432 \$90,702 \$330,664	56 \$86,955 \$384,645
65-69		4	54 \$50,442 \$18,860	45 \$46,287 \$28,467	17	6	20 \$79,381 \$136,322	20 \$91,487 \$249,215	37 \$107,382 \$398,866	24 \$105,802 \$518,071
70+			14	12	3	2	1	2		1

N-20770

Schedule SB Attachment (Form 5500)—2009 Plan Year
Xerox Corporation Retirement Income Guarantee Plan
EIN: 16-0468020 PN: 333

Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at beginning of year.

(a)	(b)	(c)	(d)
Age	Rate	Weight	Product (a) × (b) × (c)
55	5.00%	1.0000	2.75
56	2.00%	0.9500	1.06
57	2.00%	0.9310	1.06
58	2.00%	0.9124	1.06
59	2.00%	0.8941	1.06
60	5.00%	0.8762	2.63
61	7.50%	0.8324	3.81
62	30.00%	0.7700	14.32
63	15.00%	0.5390	5.09
64	15.00%	0.4582	4.40
65	65.00%	0.3894	16.45
66	25.00%	0.1363	2.25
67	30.00%	0.1022	2.05
68	35.00%	0.0716	1.70
69	50.00%	0.0465	1.60
70	100.00%	0.0233	<u>1.63</u>
Weighted Average			62.92

As shown in line 22 of the Schedule SB, the weighted average retirement age is 63. The retirement rates for employees with 30 years of service are 150% of the retirement rates for employees with fewer than 30 years of service. The average age upon which employees would have 30 years of service is between ages 60 and 61. Therefore, we have included the retirement rates for employees with fewer than 30 years of service at ages 60 and younger and retirement rates for employees with 30 years of service at ages 61 to 64.

Xerox Corporation Retirement Income Guarantee Plan

Financial Statements

December 31, 2009 and 2008

Xerox Corporation Retirement Income Guarantee Plan

Index

	Page(s)
Report of Independent Auditors	1
Financial Statements	
Statements of Assets Available for Benefits as of December 31, 2009 and 2008	2
Statements of Changes in Assets Available for Benefits Years Ended December 31, 2009 and 2008.....	3
Notes to Financial Statements	4-28
Schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.	

PricewaterhouseCoopers LLP
300 Atlantic Street
Stamford CT 06901
Telephone (203) 539 3000
Facsimile (813) 207 3999

Report of Independent Auditors

To the Participants and Administrator of
Xerox Corporation Retirement Income Guarantee Plan

In our opinion, the accompanying statements of assets available for benefits as of December 31, 2009 and 2008 and the related statements of changes in assets available for benefits for the years then ended, present fairly, in all material respects, information regarding the assets available for benefits of Xerox Corporation Retirement Income Guarantee Plan (the "Plan") at December 31, 2009 and changes therein for the year then ended and its financial status as of December 31, 2008, and changes therein for the year then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

PricewaterhouseCoopers LLP

Stamford, CT
September 16, 2010

Xerox Corporation Retirement Income Guarantee Plan
Statements of Assets Available for Benefits
December 31, 2009 and 2008

(in thousands)

	2009	2008
Assets		
Investment in Master Trust, at fair value	\$ 2,916,691	\$ 2,928,461
Employer contributions receivable	<u>91,000</u>	<u>-</u>
Assets available for benefits	<u>\$ 3,007,691</u>	<u>\$ 2,928,461</u>

The accompanying notes are an integral part of these financial statements.

Xerox Corporation Retirement Income Guarantee Plan
Statements of Changes in Assets Available for Benefits
Years Ended December 31, 2009 and 2008

<i>(in thousands)</i>	2009	2008
Additions		
Additions to assets available for benefits attributed to		
Employer contributions	\$ 91,000	\$ -
Investment gain from plan interest in Master Trust, net of Master Trust expenses	264,887	-
Total additions	<u>355,887</u>	<u>-</u>
Deductions		
Deductions from assets available for benefits attributable to		
Net depreciation from plan interest in Master Trust, net of Master Trust expenses	-	715,074
Benefit payments	220,775	290,800
Annuity purchases	51,458	27,167
Administrative expenses	4,424	3,713
Total deductions	<u>276,657</u>	<u>1,036,754</u>
Net increase (decrease) in assets available for benefits	79,230	(1,036,754)
Assets available for benefits		
Beginning of year	<u>2,928,461</u>	<u>3,965,215</u>
End of year	<u>\$ 3,007,691</u>	<u>\$ 2,928,461</u>

The accompanying notes are an integral part of these financial statements.

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2009 and 2008

1. Plan Description

The following description of the Xerox Corporation (the "Company") Retirement Income Guarantee Plan (the "Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

General

The Plan is a noncontributory defined benefit pension plan that provides benefits and covers substantially all full and part-time U.S. employees of Xerox Corporation (the "Company") and participating subsidiaries who were hired before January 1, 2005, except those covered by a collective bargaining agreement unless that agreement calls for participation in the Plan.

As discussed in Notes 2 and 7, plan assets are held under The Xerox Trust Agreement to Fund Retirement Plans ("Master Trust").

Plan Benefits

The Plan provides participants who commenced employment with the Company prior to January 1, 2003 with the greater of the following benefits:

- (i) **1.4% Retirement Income Guarantee Plan ("RIGP") Formula** - This is a monthly benefit determined by multiplying .117% (1.4% annual benefit divided by twelve) times the average pay for the five highest calendar years of compensation, multiplied by the number of full and fractional years of participation, up to thirty years, less: (i) the vested accrued monthly benefit which would be payable as a Life Annuity from Company contributions under Equitable Group Annuity Contract No. AC-158 assuming commencement of such benefit at the same time as the commencement of benefits under the Plan; (ii) the vested accrued monthly benefit which would be payable as a Life Annuity under any TIAA-CREF Policy to which the Company or any of its predecessors made contributions assuming commencement of such benefit at the same time as the commencement of benefits under the Plan; (iii) the vested accrued monthly benefit which would be payable as a Life Annuity under the Retirement Income Guarantee Plan of Xerox Corporation and the Xerographic Division, Rochester Regional Joint Board on Behalf of Itself and Other Regional Joint Boards plan assuming commencement of such benefit at the same time as the commencement of benefits under the Plan to the extent that assets have not been transferred from the Xerographic Division, Rochester Regional Joint Board on Behalf of Itself and Other Regional Joint Boards plan to the Plan; and (iv) the vested accrued monthly benefit which would be payable as a Life Annuity from the respective central pension funds maintained by the International Brotherhood of Teamsters, Chauffeurs, Warehousemen and Helpers of America, the International Printing and Graphics Communications Union, the Columbus Typographical Union and the Graphic Arts International Union and 50% of the vested accrued monthly benefit which would be payable as a Life Annuity from the central pension funds maintained by the International Union of Operating Engineering.
- (ii) **1.0% RIGP Formula** – This is a monthly benefit determined by multiplying .083% (1.0% annual benefit divided by twelve) times the average pay for the five highest calendar years of compensation, multiplied by the member's full and fractional years of participation, less: (i) the vested accrued monthly benefit which would be payable as a Life Annuity from Company contributions under Equitable Group Annuity Contract No. AC-158 assuming commencement of such benefit at the same time as the commencement of benefits under the Plan; (ii) the vested accrued monthly benefit which would be payable as a Life Annuity under any TIAA-CREF Policy to which the Company or any of its predecessors made contributions assuming

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2009 and 2008

commencement of such benefit at the same time as the commencement of benefits under the Plan; (iii) the vested accrued monthly benefit which would be payable as a Life Annuity under the Xerographic Division, Rochester Regional Joint Board on Behalf of Itself and Other Regional Joint Boards plan assuming commencement of such benefit at the same time as the commencement of benefits under the Plan to the extent that assets have not been transferred from the Xerographic Division, Rochester Regional Joint Board on Behalf of Itself and Other Regional Joint Boards plan to the Plan; and (iv) the vested accrued monthly benefit which would be payable as a Life Annuity from the respective central pension funds maintained by the International Brotherhood of Teamsters, Chauffeurs, Warehousemen and Helpers of America, the International Printing and Graphics Communications Union, the Columbus Typographical Union and the Graphic Arts International Union and 50% of the vested accrued monthly benefit which would be payable as a Life Annuity from the central pension funds maintained by the International Union of Operating Engineering.

- (iii) Transitional Retirement Account ("TRA") - Effective January 1, 1990, the active employees' retirement accounts under the Xerox Corporation Profit Sharing Retirement and Savings Plan, renamed in 2001 to the Xerox Corporation Savings Plan, were transferred to the Plan and renamed TRAs. The TRA balances change based upon subsequent investment results of the funds in which they are invested. As further described in Note 4, the TRAs are fully funded by assets that have been specifically allocated for this purpose ("TRA assets").
- (iv) Cash Balance Retirement Account ("CBRA") - Effective January 1, 1990, CBRA accounts were established and credited with a notational amount equal to the employee's retirement account balance under the Xerox Corporation Profit Sharing Retirement and Savings Plan, renamed in 2001 to the Xerox Corporation Savings Plan. The notational value of the CBRA account grows in two ways. First, the account is credited annually with an amount equal to 4% of a participant's pay, as defined in the Plan. Second, the account is credited annually with interest earned at a fixed annual rate. This annual crediting rate, which is determined before the beginning of the year and varies from year to year, is based upon the average effective yield of the one-year Constant Maturity Treasury as of the first business day of each of the 12 months of the preceding year (as published by the Federal Reserve Board), plus 1%. The CBRAs are not funded by assets specifically designated for this benefit.

Participants who commenced employment with the Company between January 1, 2003 and December 31, 2004 are eligible for the CBRA benefit only. Individuals who commenced employment with the Company on or after January 1, 2005 are not eligible to participate in the Plan. Employees who are rehired by the Company who begin employment on or after January 1, 2007 are not eligible to participate. Participants with fewer than forty two years of service as of January 1, 2009, with respect to benefits accrued after November 30, 2009, will not accrue any further benefits under (ii) above.

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2009 and 2008

Plan Termination

Although it has not expressed any intention to do so, the Company expressly reserves the right under the Plan to terminate the Plan at any time. In the event the Plan terminates, the TRA assets are reserved to fully fund the TRAs. The remaining net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- (i) Vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC") up to the applicable limitations (discussed below).
- (ii) Vested benefits not insured by the PBGC.
- (iii) All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are insured by the PBGC at the level in effect on the date of the Plan's termination.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the plan sponsor and the level of benefits guaranteed by the PBGC.

Vesting

Prior to January 1, 2008 participants in the Plan became 100% vested in their calculated retirement benefits upon completing five years of service or attaining age 65. Participants were 100% vested in their TRA balances.

On or after January 1, 2008 participants in the Plan are fully vested in their RIGP benefits.

Administration

The Plan administrator is appointed by the Vice President of Human Resources and is responsible for the general administration of the Plan and for carrying out the Plan provisions. The trustee of the Plan is State Street Bank and Trust Company (the "Trustee"). Hewitt Associates (the "Recordkeeper") is the recordkeeper of the Plan.

Benefit Payments and Annuity Purchases

Annuity purchases represents benefits to be provided via contracts under which an insurance company is obligated to pay the benefits. As such, upon purchase of such contracts, both the assets and the related obligations are removed from the Plan. Benefit payments and annuity purchases include payments relating to the TRA and the RIGP unallocated portion of the Plan. See Note 4 for further information on TRA payments.

Administrative Expenses

Certain administrative expenses, such as trustee, custodian, record keeping and investment manager fees, are paid by the Master Trust and are netted against Master Trust investment income (loss). Certain other administrative expenses are paid by the Company. Expenses paid directly by the Plan include actuarial, legal fees, audit fees, and PBGC premiums.

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2009 and 2008

2. Summary of Accounting Principles and Practices

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Benefit Payments

Benefit payments are recorded when paid.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, accumulated benefits and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

Basis of Presentation

The assets of the Plan are held in the Xerox Corporation Trust Agreement to Fund Retirement Plans (the "Master Trust"). The value of the Plan's interest in the Master Trust is based on the beginning of year value of the Plan's interest in the Master Trust, plus contributions and allocated investment income (loss), less distributions and allocated administrative expenses. For financial reporting purposes, income or loss on plan assets and any realized or unrealized gains or losses on such assets and expenses in the Master Trust are allocated to the Plan based on the Plan's balances.

The Master Trust holds assets for other Company-sponsored plans, some of which may be defined benefit plans and some defined contribution plans. Because the Plan's interest in the Master Trust is not based on participant investment options, such as those offered by the defined contribution plans, there are certain Master Trust investments in which the Plan does not invest.

Valuation of Investments and Income Recognition

The Plan's investment in the Master Trust is recorded at an amount equal to the Plan's interest in the underlying investments of the Master Trust. Investments of the Master Trust are stated at fair value. Shares of registered investment company funds are valued at the net asset value as reported by the fund at year-end. Common and preferred stock are stated at fair value based on published market closing prices. Investments in fixed income securities are valued by a pricing service which determines valuations of normal institutionalized trading units of such securities using methods based upon market transactions for comparable securities and various relationships between securities which are generally recognized by institutional traders, or at fair value as determined in good faith by the Trustee of the Trust. The fair value of the common collective trusts are valued at the closing net asset value on the last business day of the year. For those trusts recorded at contract value, the fair value and contract value are based on the fair value and contract value of the underlying investments in the trust. Limited partnerships are valued at estimated fair value based on fair value as reported in the audited financial statements. Real estate trusts are valued at estimated fair value based on information received from the investment advisor. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

As described by Accounting Standards Codification ("ASC") 946-210-45 through 946-210-55 (formerly referred to as Financial Accounting Standards Board Staff Position, FSP AAG INV-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies*

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2009 and 2008

Subject to the AICPA Investment Company Audit Guide and Defined-Contribution Health and Welfare and Pension Plans), collective trusts relating to fully benefit responsive investment contracts held by a defined-contribution plan are to be reported at fair value. However, contract value is the relevant measurement criteria for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As required by the ASC, the Statements of Assets Available for Benefits represent the fair value of the Master Trust's investment in the collective trust and the adjustment from fair value to contract value for the defined contribution portion of the Master Trust investments. The Statement of Changes in Assets Available for Benefits is prepared on a contract value basis for the defined contribution portion of the Master Trust investments.

Risks and Uncertainties

Investments are exposed to various risks, such as interest rate and market risk. Due to the risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that the changes in values of investments in the near term could materially affect the amount reported in the Statements of Assets Available for Benefits and the Statements of Changes in Assets Available for Benefits.

The Plan invests a portion of its assets in securities with contractual cash flows, such as asset backed securities, collateralized mortgage obligations and commercial mortgage backed securities. The value, liquidity, and related income of these securities are sensitive to changes in economic conditions, including real estate value, delinquencies and/or defaults, and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term could be material to the financial statements.

Recent Accounting Pronouncements

In 2009, the FASB issued Accounting Standards Update No. 2009-01, "Generally Accepted Accounting Principles" (ASC Topic 105) which establishes the FASB Accounting Standards Codification ("the Codification" or "ASC") as the official single source of authoritative U.S. generally accepted accounting principles ("GAAP"). All existing accounting standards are superseded. All other accounting guidance not included in the Codification will be considered non-authoritative. The Codification also includes all relevant Securities and Exchange Commission ("SEC") guidance organized using the same topical structure in separate sections within the Codification.

Following the Codification, the Board will not issue new standards in the form of Statements, FASB Staff Positions or Emerging Issues Task Force Abstracts. Instead, it will issue Accounting Standards Updates ("ASU") which will serve to update the Codification, provide background information about the guidance and provide the basis for conclusions on the changes to the Codification.

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2009 and 2008

The Codification is not intended to change GAAP, but it will change the way GAAP is organized and presented. In order to ease the transition to the Codification, we are providing the Codification cross-reference alongside the references to the standards issued and adopted prior to the adoption of the Codification.

In 2010, the FASB issued ASU No. 2010-06 which amends *Fair Value Measurements and Disclosures – Overall* (ASC Topic 820-10). This update requires a gross presentation of activities within the Level 3 rollforward and adds a new requirement to disclose transfers in and out of Level 1 and 2 measurements. The update further clarifies the existing disclosure requirements in ASC 820-10 regarding: i) the level of disaggregation of fair value measurements; and ii) the disclosures regarding inputs and valuation techniques. This update will be effective for our fiscal year beginning January 1, 2010 except for the gross presentation of the Level 3 transfers in and transfers out information, which is effective for the current fiscal year. The principal impact from this update will be expanded disclosures regarding our fair value measurements.

In March 2008, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 161, *"Disclosures about Derivative Instruments and Hedging Activities - an amendment of FASB Statement No. 133"* (ASC Topic 815), which expands the disclosure requirements in FASB Statement No. 133 about an entity's derivative instruments and hedging activities. ASC Topic 815 was effective for fiscal years and interim periods beginning after November 15, 2008. The adoption of this guidance did not have a material effect on the Plan's financial statements.

In April 2009, the FASB issued FASB Staff Position ("FSP") No. 157-4, *"Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly"* ("ASC 820-10-65"). ASC 820-10-65 relates to determining fair values when there is no active market or where the price inputs being used represent distressed sales. It reaffirms the FAS 157 ("ASC 820") objective of fair value measurement to reflect how much an asset would be sold for in an orderly transaction (as opposed to a distressed or forced transaction) at the date of the financial statements under current market conditions. Specifically, it reaffirms the need to use judgment to ascertain if a formerly active market has become inactive and in determining fair values when markets have become inactive. ASC 820-10-65 is effective for fiscal years ending after June 15, 2009. The adoption of this guidance did not have a material effect on the Plan's financial statements.

In May 2009, the FASB issued FAS 165 ("ASC 855-10") a new accounting standard that requires disclosure in the financial statements to reflect the effects of subsequent events that provide additional information on conditions about the financial statements as of the Statements of Assets Available for Benefits date (recognized subsequent events) and disclosure of subsequent events that provide additional information about conditions after the Statements of Assets Available for Benefits date, if the financial statements would otherwise be misleading (unrecognized subsequent events). The Plan adopted the accounting standard as of December 31, 2009. Events or transactions occurring after period end through September 16, 2010, the date the financial statements were available to be issued, have been evaluated in the preparation of the financial statements.

In 2009, the FASB issued ASU No. 2009-12 which provides amendments to Fair Value Measurements and Disclosures – Overall (ASC Topic 820-10), for the fair value measurement of investments in certain entities that calculate net asset value per share. The update permits as a practical expedient, a reporting entity to measure the fair value of an investment on the basis of the NAV per share of the investment if the NAV is calculated in a manner consistent with the measurement principles of Topic 946 "Financial Services – Investment Companies". The update

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2009 and 2008

requires disclosure by major category of investment about the attributes of investments, such as the nature of the restrictions on the investor's ability to redeem its investments at the measurement date, any unfunded commitments, and the investment strategies of the investees. The adoption of this update did not have material effect on the Plan's financial statements.

3. Actuarial Present Value of Accumulated Plan Benefits in Excess of Employees' TRAs

Accumulated plan benefits are estimated future benefit payments attributable to service rendered to date in excess of an employee's TRA assets. Such accumulated benefits arise when an employee's RIGP formula or CBRA benefit exceeds the employee's TRA. Accumulated plan benefits include benefits expected to be paid to:

- (i) Retired or terminated employees or their beneficiaries,
- (ii) Beneficiaries of employees who have died, and
- (iii) Current employees upon termination or retirement, or their beneficiaries upon the employee's death. With respect to the RIGP formula benefit, which is based on the highest average pay, the accumulated plan benefits for active employees is based upon the highest five-year average pay prior to the date the benefit information is presented as of December 31, 2008.

Benefits payable under all circumstances - retirement, death, disability, and termination of employment - are included, to the extent that they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits in excess of employees' TRAs is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of death, disability or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuation as of December 31, 2008 and 2007 were:

- (i) **Mortality Rates:** As of December 31, 2007 and 2008, for recurring benefit payments and pre-retirement discounting is the RP-2000 CH table projected to 2013 with Scale AA. Lump sums are determined according to current applicable table projected with 5 years of improvement under scale AA.
- (ii) **Retirement Age:** The average retirement age is based on rates from age 55 to 70 (150% of the rates for those with more than 30 years of service). For December 31, 2008 the average was 62.9 updated from 62.4 used as of December 31, 2007.
- (iii) **Interest Rate:** As of December 31, 2008, 8.0% (net of assumed administrative expenses of 0.25%). As of December 31, 2007, 8.5% (net of assumed administrative expenses of 0.25%).
- (iv) **Lump Sum Interest Rate:** 6.0%. In addition, one-third of the terminated vested population is assumed to accelerate payments prior to the complete changeover to the higher interest rate requirement of corporate bond yields from the previous interest rate requirement of 30-year treasury rates which is being phased in from 2008 to 2012 and receive lump sum payments at an effective interest rate which is 100 basis points lower than the long-term assumption.
- (v) **Cash Balance Interest Crediting Rate:** 5.5%.

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2009 and 2008

(vi) Assumed Percentage Married: 70% of employees are assumed to be married. Females are assumed to be 3 years younger than their spouses.

(vii) Assumed Percentage Electing Lump Sums: 100%

Actuarial present value of accumulated plan benefits in excess of employees' TRAs as of December 31, 2008:

(in thousands)

Vested benefits	
Current retirees	\$ 20,848
Participants with deferred benefits	271,638
Other participants	<u>1,000,787</u>
Total vested benefits	1,293,273
Non-vested benefits	<u>154,302</u>
Actuarial present value of accumulated plan benefits, in excess of employees' TRAs	<u>\$ 1,447,575</u>

Changes in the actuarial present value of accumulated plan benefits in excess of employees' TRAs for the year ended December 31, 2008:

(in thousands)

Benefit payments	\$ (90,848)
Interest	82,698
Change in assumptions	5,894
Benefits accumulated and net actuarial experience	412,655
Actuarial present value of accumulated plan benefits in excess of employees' TRAs	
Beginning of year	<u>1,037,176</u>
End of year	<u>\$ 1,447,575</u>

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2009 and 2008

4. Assets Available to Pay Accumulated Plan Benefits in Excess of Employees' TRAs

Condensed financial information regarding assets available to pay accumulated plan benefits in excess of employees' TRAs as of December 31 is as follows:

<i>(in thousands)</i>	2009	2008
Assets available for benefits	\$ 3,007,691	\$ 2,928,461
Less - TRA assets	<u>(1,721,278)</u>	<u>(1,715,985)</u>
Assets available to pay accumulated benefits	<u>\$ 1,286,413</u>	<u>\$ 1,212,476</u>

Condensed financial information regarding the change in assets available to pay accumulated plan benefits in excess of employees' TRAs for the years ended December 31 is as follows:

<i>(in thousands)</i>	2009	2008
Employer contributions	\$ 91,000	\$ -
Investment gain (loss) - net of administrative expenses	106,517	(298,791)
Benefit payments	(123,580)	(90,848)
Assets available to pay accumulated plan benefits in excess of employees' TRAs		
Beginning of year	<u>1,212,476</u>	<u>1,602,115</u>
End of year	<u>\$ 1,286,413</u>	<u>\$ 1,212,476</u>

5. Funding

The Plan is in compliance with the minimum funding standards of ERISA. Under the provisions of the Pension Protection Act of 2006, the minimum funding requirements have been increased. Plan sponsors will be required to make larger contributions in the future if plan obligations are less than 100% funded.

6. Tax Status

The Plan obtained its latest determination letter from the Internal Revenue Service ("IRS") on March 31, 1998, covering plan amendments through September 5, 1997, indicating that the Plan, as designed, was in compliance with the applicable requirements of the Internal Revenue Code (the "IRC"). The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan, as currently designed and operated, is in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2009 and 2008

7. Master Trust

As discussed in Note 2, the Plan participates in the Master Trust. The Trustee holds the Master Trust's investment assets, provides administrative functions for each of the Plans participating in the Master Trust, and executes investment transactions as directed by participants.

The following Xerox employee benefit plans represent the following percentages in the net assets of the Master Trust as of December 31:

	2009	2008
Xerox Corporation Savings Plan	54.3%	50.7%
Savings Plan of Xerox Corporation and the Xerographic Division, Rochester Regional Joint Board on Behalf of Itself and Other Regional Joint Boards (formerly "The Savings Plan of Xerox Corporation and The Xerographic Division, UNITE HERE")	3.3%	3.3%
Xerox Corporation Retirement Income Guarantee Plan	39.4%	42.4%
Retirement Income Guarantee Plan of Xerox Corporation and the Xerographic Division, Rochester Regional Joint Board on Behalf of Itself and Other Regional Joint Boards (formerly "The Retirement Income Guarantee Plan of Xerox Corporation and The Xerographic Division, UNITE HERE")	3.0%	3.6%

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2009 and 2008

The following financial information is presented for the Master Trust.

Statements of Net Assets of the Master Trust are as follows as of December 31:

<i>(in thousands)</i>	2009	2008
Assets		
Investments at fair value (including securities on loan of \$0 and \$111,663, respectively)		
Short term investments	\$ 167,762	\$ 12,724
Fixed income investments	1,264,052	529,824
Xerox common stock	125,094	111,355
Registered investment companies	113,958	7,659
Common and preferred stock	1,348,167	413,277
Common collective trusts	3,815,384	5,495,580
Interest in real estate trusts	55,036	94,741
Investment in securities lending collateral collective trust fund	-	111,294
Interest in partnerships/joint ventures	453,274	263,461
Unrealized gain on foreign exchange payable	8,004	6,186
Purchased options	48,790	-
Unrealized gain on open swap contracts	1,526	-
	<u>7,401,047</u>	<u>7,046,101</u>
Cash	1,094	-
Cash, segregated	56,235	28,510
Receivables		
Accrued dividends and interest	22,852	5,935
Receivable for securities sold	6,192	1,443
Total assets	<u>7,487,420</u>	<u>7,081,989</u>
Liabilities		
Payable for securities purchased	5,350	30,733
Accrued expenses	9,813	12,816
Payable for collateral on securities loaned	-	111,294
Due to custodian	460	36
Options written at value (premium received \$40,484)	67,158	-
Variation margin on futures	5,750	19,744
Unrealized loss on foreign exchange receivable	893	2,714
Other	924	1,245
Total liabilities	<u>90,348</u>	<u>178,582</u>
Net assets of the Master Trust *	<u>\$ 7,397,072</u>	<u>\$ 6,903,407</u>

*Represents net assets at contract value

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2009 and 2008

Statements of Changes in Net Assets of the Master Trust are as follows for the years ended December 31:

	2009	2008
<i>(in thousands)</i>		
Additions to net assets attributable to		
Investments		
Interest and dividends	\$ 74,711	\$ 23,867
Net appreciation of investments	831,018	-
Other	4,738	9,476
Total additions from investments	<u>910,467</u>	<u>33,343</u>
Deductions from net assets attributable to		
Net depreciation of investments	-	1,841,389
Net transfers out of Master Trust *	385,902	295,419
Administrative expenses	30,900	37,187
Other	-	1,245
Total deductions	<u>416,802</u>	<u>2,175,240</u>
Net increase / (decrease) in net assets available for benefits	493,665	(2,141,897)
Net assets available for benefits		
Beginning of year	6,903,407	9,045,304
End of year	<u>\$ 7,397,072</u>	<u>\$ 6,903,407</u>

*Net transfers include employer contributions, employee contributions attributable to the Savings Plans, rollovers, settlement allocations, benefit payments and other transfers.

Reclassifications

Certain reclassifications were made to the prior year financial statements to conform with the current year's presentation.

As of October 31, 2008, the named fiduciary with respect to the overall investment strategy for the Master Trust investments, along with all other day to day fiduciary investment responsibilities, is the Xerox Retirement Investment Committee ("XRIC"). XRIC is successor to the Fiduciary Investment Review Committee which, prior to October 31, 2008, had been delegated investment fiduciary authority by the Finance Committee of the Board. The Xerox Corporate Treasurer chairs the XRIC, which is composed of corporate officers who oversee the management of the funds on a regular basis.

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2009 and 2008

The Master Trust's investments (including investments bought, sold, as well as held during the year) appreciated (depreciated) in value as follows for the years ended December 31:

	2009	2008
<i>(in thousands)</i>		
Short term investments	\$ (3)	\$ -
Fixed income investments	4,514	63,193
Registered investment companies	21,826	(7,165)
Common and preferred stock	301,077	(291,812)
Common collective trusts	611,296	(1,516,637)
Xerox common stock	12,233	(105,897)
Futures contracts	(96,705)	164,528
Foreign currency	(8,249)	1,996
Options contracts	(18,368)	-
Swap contracts	1,526	-
Interest in real estate trusts	(44,811)	(32,003)
Interest in partnerships/joint ventures	46,682	(117,592)
Net appreciation / (depreciation)	<u>\$ 831,018</u>	<u>\$(1,841,389)</u>

8. Fair Value Measurement

ASC 820 defines fair value, establishes a market-based framework hierarchy for measuring fair value, and expands disclosures about fair value measurements in the footnotes to the financial statements. ASC 820 is applicable whenever another accounting pronouncement requires or permits assets and liabilities to be measured at fair value.

In accordance with ASC 820, fair value is defined as the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date in the principal or most advantageous market of the asset.

ASC 820 established a three-tier hierarchy based on transparency of inputs to the valuation of an asset or liability:

- Level 1: Highly liquid assets listed on active public markets.
- Level 2: Semi-liquid assets which are primarily non public investments priced with comparable market values. Inputs are observable.
- Level 3: Highly illiquid assets valued using such methods as internal discounted cash flow estimates utilizing appropriate risk adjusted discount rates. Inputs are unobservable.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The adoption of ASC 820 did not have material impact on the financial statements of the Plan.

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2009 and 2008

As stated in Note 7, there are four plans participating in the Master Trust, two of which represent defined contribution plans and two representing defined benefit plans. Table 1 below shows the Master Trust total investment assets at fair value. Table 2 below shows investment assets of the defined benefit plans.

According to the hierarchy each fund was assigned level 1, 2 or 3 based on where each fund's assets were invested in.

Table 1. Master Trust (Defined Contribution and Defined Benefit Plans)

(in thousands)

Investment Assets at Fair Value as of December 31, 2009				
	Level 1	Level 2	Level 3	Total
Short term investments	\$ -	\$ 167,762	\$ -	\$ 167,762
Xerox common stock	125,094	-	-	125,094
Common and preferred stock				
U.S. large cap	623,414	-	-	623,414
U.S. mid cap	129,225	-	-	129,225
U.S. small cap	249,788	-	-	249,788
Internationally developed	175,113	105,851	-	280,964
Emerging markets	57,916	-	-	57,916
Real estate equity	6,860	-	-	6,860
Common collective trusts				
Domestic equity	-	328,937	-	328,937
International equity	-	493,793	-	493,793
Domestic/International equity	-	1,292,580	-	1,292,580
Fixed income	-	292,670	-	292,670
Stable value fund	-	1,407,404	-	1,407,404
Registered investment companies	113,958	-	-	113,958
Fixed income investments				
U.S. treasury securities	-	180,432	-	180,432
Debt securities issued by government	-	149,454	-	149,454
Corporate bonds	-	929,039	-	929,039
Asset backed securities	-	5,127	-	5,127
Interest in partnerships / joint ventures	-	154,647	298,627	453,274
Interest in real estate trusts	-	1,047	53,989	55,036
Purchased options	-	48,790	-	48,790
Unrealized gain on foreign exchange payable	-	8,004	-	8,004
Unrealized gain on futures contracts *	-	1,683	-	1,683
Unrealized gain on open swap contracts	-	1,526	-	1,526
Total investment assets at fair value	<u>\$ 1,481,368</u>	<u>\$ 5,568,746</u>	<u>\$ 352,616</u>	<u>\$ 7,402,730</u>

Investment Liabilities at Fair Value as of December 31, 2009

	Level 1	Level 2	Level 3	Total
Options written at value	\$ -	\$ 67,158	\$ -	\$ 67,158
Unrealized loss on futures contracts *	-	43,165	-	43,165
Unrealized loss on foreign exchange receivable	-	893	-	893
Total investment liabilities at fair value	<u>\$ -</u>	<u>\$ 111,216</u>	<u>\$ -</u>	<u>\$ 111,216</u>

* Includes cumulative appreciation (depreciation) of future contracts. Only current day's variation margin is reported within the Statements of Net Assets of the Master Trust.

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2009 and 2008

Table 2. Defined Benefit Plans only
(in thousands)

	Investment Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Short term investments	\$ -	\$ 156,375	\$ -	\$ 156,375
Common and preferred stocks				
U.S. large cap	378,705	-	-	378,705
U.S. mid cap	1,570	-	-	1,570
U.S. small cap	68,223	-	-	68,223
Internationally developed	175,113	105,851	-	280,964
Emerging markets	57,916	-	-	57,916
Real estate equity	6,860	-	-	6,860
Common collective trusts				
Domestic equity	-	69,868	-	69,868
International equity	-	147,388	-	147,388
Fixed income	-	40,038	-	40,038
Registered investment companies	100,020	-	-	100,020
Fixed income investments				
U.S. treasury securities	-	180,432	-	180,432
Debt securities issued by government	-	149,454	-	149,454
Corporate bonds	-	929,039	-	929,039
Asset backed securities	-	5,127	-	5,127
Interest in partnerships / joint ventures	-	154,647	298,627	453,274
Interest in real estate trusts	-	1,047	53,989	55,036
Purchased options	-	48,790	-	48,790
Unrealized gain on foreign exchange payable	-	8,004	-	8,004
Unrealized gain on futures contracts *	-	1,683	-	1,683
Unrealized gain on open swap contracts	-	1,526	-	1,526
Total investment assets at fair value	<u>\$ 788,407</u>	<u>\$ 1,999,269</u>	<u>\$ 352,616</u>	<u>\$ 3,140,292</u>
Investment Liabilities at Fair Value as of December 31, 2009				
Liabilities:	Level 1	Level 2	Level 3	Total
Options written at value	\$ -	\$ 67,158	\$ -	\$ 67,158
Unrealized loss on futures contracts *	-	43,165	-	43,165
Unrealized loss on foreign exchange receivable	-	893	-	893
Total investment liabilities at fair value	<u>\$ -</u>	<u>\$ 111,216</u>	<u>\$ -</u>	<u>\$ 111,216</u>

* Includes cumulative appreciation (depreciation) of futures contracts. Only current day's variation margin is reported within the statements of net assets of the Master Trust.

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2009 and 2008

Below are the Master Trust and Defined Benefit Plans tables for 2008. Since the ASC 820-10-65 was issued and adopted in 2009, the presentations of investments in the tables for 2008 and 2009 are different.

Table 1. Master Trust (Defined Contribution and Defined Benefit Plans)
(in thousands)

	Investment Assets at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Short term investments	\$ -	\$ 12,724	\$ -	\$ 12,724
Xerox common stock	111,355	-	-	111,355
Common and preferred stocks	413,277	-	-	413,277
Common collective trusts	-	5,495,580	-	5,495,580
Fixed income investments	-	529,824	-	529,824
Partnerships / joint ventures	-	-	263,461	263,461
Registered investment companies	7,659	-	-	7,659
Real estate trusts	-	-	94,741	94,741
Securities lending collateral	-	-	-	-
collective trust fund	-	111,294	-	111,294
Futures	-	(19,744)	-	(19,744)
Foreign currency contracts	-	3,472	-	3,472
Total investment assets at fair value	\$ 532,291	\$ 6,133,150	\$ 358,202	\$ 7,023,643

Table 2. Defined Benefit Plan only
(in thousands)

	Investment Assets at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Short term investments	\$ -	\$ 5,269	\$ -	\$ 5,269
Common and preferred stocks	49	-	-	49
Common collective trusts	-	2,308,006	-	2,308,006
Fixed income investments	-	529,824	-	529,824
Partnerships / joint ventures	-	-	263,461	263,461
Real estate trusts	-	-	94,741	94,741
Futures	-	(19,744)	-	(19,744)
Foreign currency contracts	-	3,472	-	3,472
Total investment assets at fair value	\$ 49	\$ 2,826,827	\$ 358,202	\$ 3,185,078

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2009 and 2008

Level 3 Investment Assets

The Level 3 investment assets represent approximately five percent of the total Master Trust as of December 31, 2009 investments and are comprised of the private equity placement and real estate funds. The table below sets forth a summary of changes in the fair value of the Master Trust's level 3 investments for the year ended December 31, 2009. The classification of an investment within level 3 is based upon the significance of the unobservable inputs to the overall fair value measurement.

Table 3. Level 3 Investment Assets

(in thousands)

	Investment Assets at Fair Value as of December 31, 2009		
	Partnerships	Real estate	Total
Balance, beginning of year	\$ 263,461	\$ 94,741	\$ 358,202
Realized gains / (losses)	(11,199)	3,085	(8,114)
Unrealized gains / (losses)	30,193	(46,347)	(16,154)
Purchases, sales, issuances, and settlements (net)	16,172	2,510	18,682
Balance, end of year	<u>\$ 298,627</u>	<u>\$ 53,989</u>	<u>\$ 352,616</u>

Table 3. Level 3 Investment Assets

(in thousands)

	Investment Assets at Fair Value as of December 31, 2008		
	Partnerships	Real estate	Total
Balance, beginning of year	\$ 333,840	\$ 121,245	\$ 455,085
Realized gains / (losses)	(23,061)	(2,064)	(25,125)
Unrealized gains / (losses)	(94,531)	(29,939)	(124,470)
Purchases, sales, issuances, and settlements (net)	47,213	5,499	52,712
Balance, end of year	<u>\$ 263,461</u>	<u>\$ 94,741</u>	<u>\$ 358,202</u>

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2009 and 2008

Fair Value Measurements of the Investments in Certain Entities that Calculate Net Asset Value per Share

	Fair Value (in millions)	Unfunded Commitments (in millions)	Remaining Life	Redemption Frequency (if currently eligible)	Trade to Settlement Terms	Redemption Notice Period
Commingled fund investing in Domestic Equity ¹	\$328.9	-	N/A	daily, pending market conditions	1 to 3 days	N/A
Commingled fund investing in International Equity ¹	\$493.8	-	N/A	daily, pending market conditions	1 to 3 days	N/A
Commingled funds investing in Fixed Income Funds ¹	\$1,700.1	-	N/A	daily, pending market conditions	1 to 3 days	N/A
Commingled fund investing in mutual funds investing in fixed income and equity securities ¹	\$1,292.6	-	N/A	daily, pending market conditions	1 to 3 days	N/A
Partnership Fund investing in International Equity ²	\$154.6	-	N/A	monthly	1 to 3 days	15 days
Private Equity Funds ³	\$298.6	\$122.2	1 to 9 years	N/A	N/A	N/A
Private Real Estate Funds ⁴	\$55.0	\$8.4	4 to 10 years	N/A	N/A	N/A
Total	<u>\$4,323.6</u> *	<u>\$130.6</u>				

* The amount represents certain investments of the Master Trust that calculate net asset value per share.

¹ These categories represent investments in Common Collective Trusts investing in domestic equity, international equity, fixed income and equity securities and the Stable Value fund as noted. Its investments are valued at Net Asset Value (NAV). All the Common Collective Trust funds have daily liquidity and are not subject to any redemption restrictions at the measurement date. The funds have different trading terms varying from one to three days.

² This category includes one partnership fund that invests in international equity. The holdings in the fund are valued at Net Asset Value (NAV), and the fund allows for monthly redemptions and contributions on the first of each month. The fund manager must be notified by the 15th of the proceeding month for redemptions and contributions.

³ This category includes 15 partnership funds that invest in private equity both domestically and internationally. These investments can never be redeemed during the life of the funds. Instead, distributions are received through the liquidation of the underlying assets of the funds. It is estimated that the underlying assets will be liquidated over the next 1 to 9 years. Unfunded commitments of \$122.2M remain on eight of the funds.

⁴ This category includes 15 investments in domestic and international real estate funds. The fair value of these investments is estimated using the Net Assets Value (NAV) of the Trust's ownership interest in partners' capital. The valuation inputs of these investments are derived from third party appraisals. These

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2009 and 2008

investments can never be redeemed during the life of the funds. Distributions from each fund will be received as the underlying investments if the funds are liquidated over the next 4 to 10 years. Unfunded commitments of \$8.4M remain in 12 of the funds.

9. Derivative Policy

The Master Trust may enter into contractual arrangements (derivatives) in carrying out its investment strategy, and is limited to the use of derivatives allowed by the Investment Policy Statement, principally to: (1) hedge a portion of the Master Trust's portfolio to limit or minimize exposure to certain risks, (2) gain an exposure to a market more rapidly or less expensively than could be accomplished through the use of the cash markets, and (3) reduce the cost of structuring the portfolio or capture value disparities between financial instruments. The Master Trust may utilize both exchange traded investment instruments such as equity and fixed income futures and options on fixed income futures, forward currency contracts and interest rate swaps. When engaging in forward currency contracts, there is exposure to credit loss in the event of non-performance by the counterparties to these transactions. The Master Trust manages this exposure through credit approvals and limited monitoring procedures. Procedures are in place to regularly monitor and report market and counterparty credit risks associated with these instruments. During the years ended December 31, 2009 and 2008, all the derivatives were used in the defined benefit plans of the Master Trust.

The following is a summary of the significant accounting policies associated with the Master Trust's use of derivatives.

Forward Foreign Currency Exchange Contracts

Forward currency contracts are generally utilized to hedge a portion of the currency exposure that results from the Master Trust's holdings of equity and fixed income securities denominated in foreign currencies.

Forward currency contracts are generally marked-to-market at the prevailing forward exchange rate of the underlying currencies and the difference between contract value and market value is recorded as unrealized appreciation (depreciation) in Master Trust net assets. When the forward currency contract is closed, the Master Trust transfers the unrealized appreciation (depreciation) to a realized gain (loss) equal to the change in the value of the forward exchange contract when it was opened and the value at the time it was closed or offset. Sales and purchases of forward currency contracts having the same settlement date and broker are offset and any gain (loss) is realized on the date of offset.

Certain risks may arise upon entering into a forward currency contract from the potential inability of counterparties to meet the terms of their contracts. Additionally, when utilizing forward currency contracts to hedge, the Master Trust gives up the opportunity to profit from favorable exchange rate movements during the term of the contract. As of December 31, 2009 and 2008, the value of currencies under forward currency contracts represents less than 1% of total investments.

A summary of open forward currency contracts of the Master Trust at December 31, 2009 and 2008 is presented below:

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2009 and 2008

2009 (in thousands)				2008 (in thousands)			
	Value Date	Notional Value	Unrealized Appreciation/ (Depreciation)		Value Date	Notional Value	Unrealized Appreciation/ (Depreciation)
Purchased:							
Australian Dollar	11/17/09-12/16/09	\$ 2,001	\$ (30)	7/22/08-12/23/08	\$ 40,373	\$ (3,114)	
Canadian Dollar		-	-	10/31/08-12/23/08	34,873	(865)	
Euro	11/17/09	13,908	(473)	9/17/08-12/23/08	243,767	4,885	
Japanese Yen	12/08/09-12/16/09	3,406	(149)	9/15/08-12/19/08	106,477	8,205	
Pound Sterling	11/17/09-12/16/09	5,802	(179)	9/08/08-12/30/08	100,068	(15,625)	
Swiss Franc	11/17/09-12/16/09	3,541	(31)	9/18/08-12/23/08	106,044	4,541	
Norwegian Kroner	11/06/09	631	(13)	11/04/08-12/04/08	23,226	(340)	
Swedish Kroner		-	-	11/04/08-11/28/08	25,708	(353)	
N. Zealand Dollar		-	-	10/29/08-12/18/08	22,393	(49)	
Singapore Dollar	11/17/09	1,614	(18)		-	-	
Hong Kong Dollar	12/16/09	592	-	9/17/08-12/23/08	2,117	1	
		<u>\$ 31,495</u>	<u>\$ (893)</u>		<u>\$ 705,046</u>	<u>\$ (2,714)</u>	
Sold:							
Australian Dollar	11/06/09	\$ 19,561	\$ 266	8/01/08-12/23/08	\$ 41,011	\$ 4,908	
Canadian Dollar		-	-	11/04/08-12/08/08	39,132	1,827	
Euro	11/06/09-12/16/09	100,334	3,754	7/22/08-12/30/08	289,722	887	
Japanese Yen	11/06/09-12/10/09	53,514	1,617	7/22/08-12/23/08	142,210	(11,394)	
New Zealand Dollar	11/06/09	914	(6)	11/03/08-12/23/08	23,125	(866)	
Pound Sterling	11/06/09	60,630	1,725	7/22/08-12/23/08	110,299	21,903	
Swiss Franc	11/06/09	25,067	459	7/22/08-12/16/08	117,215	(10,849)	
Norwegian Kroner		-	-	10/30/08-12/23/08	23,572	(37)	
Swedish Kroner	11/06/09-12/16/09	5,973	117	10/29/08-12/17/08	23,559	(186)	
Singapore Dollar	11/06/09	8,368	66		-	-	
Hong Kong Dollar	11/06/09	7,396	6	7/22/08-12/23/08	6,482	(7)	
		<u>\$ 281,757</u>	<u>\$ 8,004</u>		<u>\$ 816,327</u>	<u>\$ 6,186</u>	

Future Contracts

The Master Trust may use equity index and fixed income futures contracts to manage exposure to the market. Buying futures tends to increase the Master Trust's exposure to the underlying instrument. Selling futures tends to decrease the Master Trust's exposure to the underlying instrument held or hedge the fair value of other fund investments. The Master Trust does not employ leverage in its use of derivatives. Futures contracts are valued at the last settlement price at the end of each day on the exchange upon which they are traded. Upon entering into a futures contract, the Master Trust is required to deposit either in cash or securities an amount ("initial margin") equal to a certain percentage of the nominal value of the contract. Pursuant to the futures contract, the Master Trust agrees to receive from, or pay to, the broker an amount of cash equal to the daily fluctuation in the value of the futures contract. Such receipts or payments are known as "variation margin" which are generally settled daily and are included in the unrealized gains (losses) on futures contracts. The Master Fund will record a variation margin receivable or payable in the Master Trust net assets for variation margins which have not yet been paid at the end of the year.

Futures contracts involve, to varying degrees, credit and market risks. The Master Trust enters into futures contracts on exchanges where the exchange acts as the counterparty to the transaction. Thus, credit risk on such transactions is limited to the failure of the exchange. The daily settlement on the futures contracts serves to greatly reduce credit risk. Losses in value may arise from changes in the value of the underlying instruments or if there is an illiquid secondary market for the contracts. In addition, there is the risk that there may not be an exact correlation between a futures contract and the underlying index or security. As of December 31, 2009 and 2008, the unrealized gain/loss of future contracts represents less than 1% of total investments.

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2009 and 2008

As of December 31, 2009 and December 31, 2008, U.S. Treasury Bills with market value of \$22,498,017 and \$2,136,827, respectively, as well as cash balances of \$32,815,000 and \$28,510,000, respectively were pledged to cover margin requirements for open futures contracts.

A summary of open equity and fixed income futures of the Master Trust at December 31, 2009 and 2008 is presented below:

(in thousands)

	2009			2008 Long	
	Contracts	Notional		Contracts	Notional
	Long / (Short)	Value			Value
S&P 500 Emini Index Future	2,350	\$ 130,507		173	\$ 7,785
US Treasury Notes 10 yr Future	219	25,284		3,675	462,131
US Treasury Notes 5 yr Future	(33)	(3,775)		5,000	595,273
US Treasury 2 yr Future	(13)	(2,811)		950	207,159
US Treasury Bonds 30 yr Future	8,673	1,000,647		3,400	469,359
	<u>11,196</u>	<u>\$ 1,149,852</u>		<u>13,198</u>	<u>\$ 1,741,707</u>

Interest Rate Swap

The Master Trust entered into interest rate swap agreements to manage interest rate exposure and to achieve a desired proportion of variable and fixed rate debt.

There were no open swap contracts held by the Master Trust at December 31, 2008.

The following swap contract was open at December 31, 2009:

Counterparty	Fixed payer	Fixed rate	Floating payer	Floating rate	Effective date	Maturity date	Notional amount (\$ thousands)	Value (\$ thousands)
Credit Suisse First Boston	Master Trust	4.26%	Credit Suisse	3-Month USD LIBOR	12/9/2009	12/9/2039	43,000	1,526

The Master Trust is in receipt of cash collateral of \$1,840,000 from the broker.

Options Contracts

The Plan may purchase and sell put and call options on securities. The Plan uses options to manage against changes in the market value of the Plan's investments, mitigate exposure to fluctuations in currency values, or interest rates, or protect the Plan's unrealized gains. In addition, the Plan may use options to facilitate investment transactions by protecting the Plan against a change in the market price of the investment, enhance potential gains, or as a substitute for the purchase or sale of securities or currency.

Exchange-traded options are valued using the National Best Bid and Offer ("NBBO") close price. If the NBBO close price is not available, the NBBO bid (for long positions) or NBBO Ask (for short positions) will be used to value the option contract. Options traded over-the-counter are valued using a broker quotation or an internal valuation using an options pricing model such as Black-Scholes.

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2009 and 2008

When the Plan writes an option, the premium received is recorded as a liability and is subsequently adjusted to the current fair value of the option written. Premiums received from writing options that expire unexercised are treated by the Fund on the expiration date as realized gains from written options. The difference between the premium and the amount paid for a closing purchase, including brokerage commissions, is also recorded as a realized gain / (loss). When an instrument is purchased or sold through an exercise of an option, the related premium paid (or received) is added to (or deducted from) the basis of an instrument acquired or deducted from (or added to) the proceeds of the instrument sold.

Writing puts and buying calls may increase the Plan's exposure to changes in the value of the underlying instrument. Buying puts and writing calls may decrease the Plan's exposure to such changes. Losses may arise when buying and selling options if there is an illiquid secondary market for the options, which may cause a party to receive less than would be received in a liquid market, or if the counterparties do not perform under the term of the options.

The Master Trust has posted cash collateral of \$23,420,000 with the broker.

Below is the summary of the purchased and written options contracts outstanding as of December 31, 2009:

Purchased options

(in thousands)

<u>Description</u>	<u>Notional amount</u>	<u>Expiration date</u>	<u>Value</u>
EAFE put option	\$ 455,601	12/31/2010	\$ 25,644
RUT put option	61,200	12/31/2010	3,461
SPX put option	469,190	12/31/2010	19,685
			<u>\$ 48,790</u>

Written options

(in thousands)

<u>Description</u>	<u>Notional amount</u>	<u>Expiration date</u>	<u>Value</u>
EAFE call option	\$ 616,399	12/31/2010	\$ (20,543)
EAFE put option	366,625	12/31/2010	(9,647)
RUT call option	82,800	12/31/2010	(6,147)
RUT put option	40,896	12/31/2010	(740)
SPX call option	634,785	12/31/2010	(23,104)
SPX put option	373,693	12/31/2010	(6,977)
			<u>\$ (67,158)</u>

Total premiums received \$40,484,000.

During the year ended December 31, 2009, the Plan used purchased options to protect the portfolio from adverse movements in securities prices and enhance return.

During the year ended December 31, 2009, the Plan used written options to protect the portfolio from adverse movements in securities prices and enhance return. The following summarizes the written options contracts activity during the year:

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2009 and 2008

(in thousands)

	Number of Contracts	Premiums Received
Outstanding, beginning of year	-	\$ -
Options written	1,984	40,484
Outstanding, end of year	1,984	\$ 40,484

There were no open options contracts at December 31, 2008.

The following table presents the values of the derivatives carried on the Statements of Net Assets and the Statements of Changes in Net Assets of the Master Trust as of December 31, 2009:

Fair Value of Asset and Liability Derivative Contracts at December 31, 2009

(in thousands)

Derivatives not accounted for as hedging instruments	Credit	Equity	Foreign Exchange	Interest Rate	Total
Assets:					
Unrealized gain on futures contracts *	\$ -	\$ 1,587	\$ -	\$ 96	\$ 1,683
Purchased options	-	48,790	-	-	48,790
Unrealized gain on foreign exchange payable	-	-	8,004	-	8,004
Unrealized gain on open swap contracts	-	-	-	1,526	1,526
	<u>\$ -</u>	<u>\$ 50,377</u>	<u>\$ 8,004</u>	<u>\$ 1,622</u>	<u>\$ 60,003</u>
Liabilities:					
Unrealized loss on futures contracts *	\$ -	\$ -	\$ -	\$ 43,165	\$ 43,165
Options written at value	-	67,158	-	-	67,158
Unrealized loss on foreign exchange receivable	-	-	893	-	893
	<u>\$ -</u>	<u>\$ 67,158</u>	<u>\$ 893</u>	<u>\$ 43,165</u>	<u>\$ 111,216</u>

* Includes cumulative appreciation (depreciation) of futures contracts. Only current day's variation margin is reported within the Statements of Net Assets of the Master Trust.

Effect of Derivative Instruments on the Statement of Changes in Net Assets of the Master Trust for the year ended December 31, 2009.

(in thousands)

Derivatives not accounted for as hedging instruments	Net Appreciation / (Depreciation)
Futures contracts	\$ (96,705)
Foreign currency	(8,249)
Options contracts	(18,368)
Swap contracts	1,526
	<u>\$ (121,796)</u>

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2009 and 2008

During the year ended December 31, 2009, the average notional value of futures contracts was \$1,892,526,847. The average notional value of options contracts was \$620,237,664. For all other derivative types, the derivative contracts open at December 31, 2009 as a percentage of net assets were indicative of the volume of derivative activity during the year.

10. Securities Lending

The Master Trust is not restricted from lending securities to other qualified financial institutions, provided such loans are callable at any time and are at all times fully collateralized by cash (including both U.S. and foreign currency), cash equivalents or securities issued or guaranteed by the U.S. government or its agencies and the sovereign debt of foreign countries. The portfolios may bear the risk of delay in recovery of, or even of rights in, the securities loaned should the borrower of the securities fail financially. Consequently, loans of portfolio securities will only be made to firms deemed by the sub advisors to be creditworthy. The portfolios receive compensation for lending their securities either in the form of fees or by retaining a portion of interest on the investment of any cash received as collateral. Cash collateral, if any, is invested in the State Street Quality A Short Term Investment Fund. In June 2009, Securities Lending in the Master Trust was suspended in the separate accounts of the Defined Contribution plan. However, there are a select number of collective funds in the Defined Contribution plan that continue to lend securities.

All collateral received will be in an amount equal to at least 100% of the market value of the loaned securities and is intended to be maintained at that level during the period of the loan. The value of the collateral on-hand at December 31, 2009 and 2008 was \$0 and \$111,294,118, respectively. The Plan bears the risk of loss with respect to the investment of collateral. The market value of the loaned securities is determined at the close of business of the portfolio and any additional required collateral is delivered to the portfolio the next business day. The market value of the loaned securities at December 31, 2009 and 2008 was \$0 and \$111,662,906, respectively. During the loan period, the portfolio continues to retain rights of ownership, including dividends and interest of the loaned securities. Loan income generated from securities lending arrangements was \$314,669 and \$1,115,852 for the years ended December 31, 2009 and 2008 respectively. The income from securities lending is included in the other income line item on the Statements of Changes in Net Assets of the Master Trust.

11. Related Party Transactions

Certain funds are managed by an affiliate of the Trustee and therefore, qualify as party-in-interest transactions. An affiliate of the Trustee served as the securities lending agent for the Master Trust and received fees for these services. Furthermore, the Plan pays administrative expenses related to salaries of Xerox employees responsible for plan administration. The Plan also allows rollovers to an affiliated plan, the Xerox Corporation Savings Plan and these transactions qualify as party-in-interest transactions.

Effective July 1, 2009 General Motors Asset Management was no longer retained as the manager of the Plan's investments and the management of the investments is now the responsibility of the Trust Investments Group within Xerox Corporation.

12. Commitments and Contingencies

In the normal course of business, the Plan enters into agreements that contain a variety of representations and warranties which provide general indemnifications. The Plan's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Plan that have not yet occurred. However, based on experience, the Plan expects the risk of loss to be remote.

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2009 and 2008

The Master Trust is committed to invest \$876,703,724 in certain private equity and real estate funds, of which \$746,107,000 has been contributed as of December 31, 2009. As of December 31, 2008 the Master Trust was committed to invest \$937,200,000 in certain private equity and real estate funds, of which \$775,159,693 had been contributed.

13. Litigation

Frommert et al. v. RIGP et al.

This is an ERISA litigation matter involving our treatment of prior lump-sum distributions from RIGP for employees that had left the Company and then were subsequently re-hired. The matter focuses on the offset done by RIGP from the employees' second distribution to account for the amount previously distributed to them. The 2nd Circuit Court of Appeals ruled against RIGP both with respect to liability and the appropriate calculation of benefits. The U.S. Supreme Court granted RIGP's petition for certiorari with respect to the calculation of benefits issue. RIGP moved the District Court (the court that this matter was originally filed in) to stay the case pending the decision of the Supreme Court.

In 2009 the District Court approved a payment schedule regarding the additional benefits due the plaintiffs. To date, approximately \$4.6 million has been paid out (all payments were in 2009). All remaining payments have been temporarily stayed.

On April 21, 2010, the United States Supreme Court ruled in RIGP's favor and reversed the ruling of the Second Circuit Court of Appeals in *Frommert v. Conkright*. Specifically, it held that the lower court erred in not giving the proper deference to the Plan Administrator's interpretation of RIGP. It has remanded the matter for further proceedings consistent with its opinion. The lower court now needs to decide whether it must adopt the Plan Administrator's calculation or whether such interpretation constitutes an abuse of discretion and some other calculation must be used.