

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), 6057(b), 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
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
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 <u>XEROX CORPORATION RETIREMENT INCOME GUARANTEE PLAN</u>	1b Three-digit plan number (PN) ▶ <u>333</u> 1c Effective date of plan <u>07/01/1977</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>XEROX CORPORATION</u> <u>45 GLOVER AVENUE</u> <u>P.O. BOX 4505</u> <u>NORWALK, CT 06856-4505</u>	2b Employer Identification Number (EIN) <u>16-0468020</u> 2c Sponsor's telephone number <u>203-849-2555</u> 2d Business code (see instructions) <u>334110</u>

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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/11/2012</u>	<u>ARLYN KASTER</u>
	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

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

Form 5500 (2011)
v.012611

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
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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
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5 Total number of participants at the beginning of the plan year	5	32010
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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	16717
b Retired or separated participants receiving benefits.....	6b	2682
c Other retired or separated participants entitled to future benefits.....	6c	10154
d Subtotal. Add lines 6a , 6b , and 6c	6d	29553
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	335
f Total. Add lines 6d and 6e	6f	29888
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	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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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)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☒ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(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)** ☒ 1 **A** (Insurance Information)
- (4)** ☒ **C** (Service Provider Information)
- (5)** ☒ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2011 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
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.
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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	22	01/01/2011	12/31/2011

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

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** 132202000**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** 0

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)** 0**d** Total of balance and additions (add **b** and **c(6)**). **7d** 0

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)** 0**f** Balance at the end of the current year (subtract **e(5)** from **d**) **7f** 0

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 organizations(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)	0
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)	0
(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)	0
(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 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

▶ **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>2011</u>			
2 Assets:			
a Market value	2a <u>1522312361</u>		
b Actuarial value	2b <u>1465969972</u>		
3 Funding target/participant count breakdown:			
a For retired participants and beneficiaries receiving payment	3a <u>2825</u>	(1) Number of participants	(2) Funding Target
b For terminated vested participants	3b <u>10900</u>		<u>21588374</u>
c For active participants:			
(1) Non-vested benefits	3c(1)		<u>398532482</u>
(2) Vested benefits	3c(2)		<u>159566595</u>
(3) Total active	3c(3) <u>17688</u>		<u>1238761948</u>
d Total	3d <u>31413</u>		<u>1398328543</u>
4 If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5 <u>6.40 %</u>		
6 Target normal cost	6 <u>112030452</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>10/03/2012</u>
Signature of actuary	Date
<u>JEFF D. CLYMER</u>	<u>11-03971</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>CITYPOINT - 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) 2011
v.012611

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 (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>12.45</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		116511641
b Interest on (a) using prior year's effective rate of <u>6.74</u> % except as otherwise provided (see instructions)		7852885
c Total available at beginning of current plan year to add to prefunding balance		124364526
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding percentages		
14 Funding target attainment percentage	14	80.61 %
15 Adjusted funding target attainment percentage	15	81.85 %
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	90.10 %
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
04/15/2011	32933005	0	04/13/2012	42940468	0
07/15/2011	32933005	0	07/13/2012	24000000	0
10/14/2011	32333005	0			
01/13/2012	32733002	0			
03/14/2012	130000006	0			
04/02/2012	60000000	0			
			Totals ►	18(b)	387872491
				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 contributions 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	363387801
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	(3) 3rd
0	0	0
		(4) 4th
		0

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

21 Discount rate:				
a Segment rates:	1st segment: 3.78%	2nd segment: 6.31%	3rd segment: 6.57%	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
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 contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	112030452	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	352479427	59731417	
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		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	171761869	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	171761869	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	363387801	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	191625932	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

<div>SCHEDULE C</div> <div>(Form 5500)</div> <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>Service Provider 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>	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
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)
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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

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(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)

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 50	EMPLOYER	1124247	Yes ☐ No ☒	Yes ☐ No ☐		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 50	NONE	800246	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 29 15 50 17	NONE	661551	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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)

STATE STREET BANK AND TRUST

04-6028663

(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 50	TRUSTEE	544564	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

COVINGTON AND BURLING

53-0188411

(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 50	NONE	384760	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MERCER

13-2834414

(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 50	NONE	268438	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

PRICEWATERHOUSECOOPERS LLP

13-4008324

(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 50	NONE	193000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ROGERSCASEY INC

03-0393028

(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 50	NONE	137094	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 50	NONE	115350	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

ALBOURNE AMERICA, LLC

91-2164625

(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 50	NONE	100502	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

LITTLER MENDELSON PC

94-2602731

(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 50	NONE	87521	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

DELOITTE AND TOUCHE

86-1065772

(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 50	NONE	39263	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

ROUBINI GLOBAL ECONOMICS, LLC

20-2114275

(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 50	NONE	32397	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

DAVIS, MENDEL & REGENSTEIN, INC.

58-1412594

(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 50	NONE	26999	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

THOMPSON COBURN LLP

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 50	NONE	9997	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

BENEFITSPUERTORICO.COM LLC

27-2120858

(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 50	NONE	8551	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

(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?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

(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?
			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

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:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan 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 <hr/> 2011 <hr/> This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>XEROX CORPORATION RETIREMENT INCOME GUARANTEE PLAN</u>	B Three-digit plan number (PN) ►	<u>333</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>XEROX CORPORATION</u>	D Employer Identification Number (EIN) <u>16-0468020</u>	

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)
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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 <u>04-3192419-015</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3135474000</u>
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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)
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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)
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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)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 2011 This Form is Open to Public Inspection
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
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 <u>XEROX CORPORATION</u>		D Employer Identification Number (EIN) <u>16-0468020</u>

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)	<u>276116000</u>	<u>289673000</u>
(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)	<u>2950346000</u>	<u>3135474000</u>
(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)		
(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	3226462000	3425147000

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	3226462000	3425147000
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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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	387872000	
(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)		387872000
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)		364572000
(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		752444000

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	416062000	
(2) To insurance carriers for the provision of benefits	2e(2)	132202000	
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		548264000
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)	3115000	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	222000	
(4) Other	2i(4)	2158000	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		5495000
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		553759000

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		198685000
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.			
4n			

- 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)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information 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). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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 <u>XEROX CORPORATION</u>	D Employer Identification Number (EIN) <u>16-0468020</u>

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	<u>0</u>
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): <u>04-3581074</u>		
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	<u>2105</u>

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 (include any prior year accumulated funding deficiency not waived)	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 or other authority 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. 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

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: 39.1% Investment-Grade Debt: 46.7% High-Yield Debt: 0.0% Real Estate: 4.7% Other: 9.5%

- 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):

Xerox Corporation Retirement Income Guarantee Plan

Financial Statements

December 31, 2011 and 2010

Xerox Corporation Retirement Income Guarantee Plan

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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.	



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, 2011 and 2010 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, 2011 and changes therein for the year then ended and its financial status as of December 31, 2010, 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. Those standards 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, Connecticut
September 28, 2012

Xerox Corporation Retirement Income Guarantee Plan
Statements of Assets Available for Benefits
December 31, 2011 and 2010

	2011	2010
Assets		
Investment in Master Trust, at fair value	\$ 3,135,474	\$ 2,950,346
Employer contributions receivable	<u>289,673</u>	<u>276,116</u>
Assets available for benefits	<u>\$ 3,425,147</u>	<u>\$ 3,226,462</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, 2011 and 2010

<i>(in thousands)</i>	2011	2010
Additions		
Additions to assets available for benefits attributed to		
Employer contributions	\$ 387,872	\$ 276,116
Investment gain from plan interest in Master Trust, net of Master Trust expenses	364,572	325,689
Total additions	<u>752,444</u>	<u>601,805</u>
Deductions		
Deductions from assets available for benefits attributable to		
Benefit payments	416,062	262,725
Annuity purchases	132,202	114,342
Administrative expenses	5,495	5,967
Total deductions	<u>553,759</u>	<u>383,034</u>
Net increase in assets available for benefits	198,685	218,771
Assets available for benefits		
Beginning of year	<u>3,226,462</u>	<u>3,007,691</u>
End of year	<u>\$ 3,425,147</u>	<u>\$ 3,226,462</u>

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

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2011 and 2010

1. Plan Description

The following description of the Xerox Corporation 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, 2011 and 2010

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 daily 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.

The RIGP Unallocated portion of the Plan is comprised of assets in excess of those specifically allocated to fund the TRA accounts. This portion of the Plan funds the benefits described in parts (i), (ii) and (iv) of Plan Benefits.

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2011 and 2010

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 in the Plan are fully vested in their RIGP benefits if they are in Xerox employment on or after January 1, 2008.

Administration

The Plan Administrator is a committee (instead of a named individual) whose members are appointed by the Vice President of Human Resources. 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 represent 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. The CBRA benefits are paid from 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, recordkeeping 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, 2011 and 2010

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 managers at year-end. Common and preferred stock are stated at fair value based on published market closing prices. Fixed income investments are valued on the basis of valuations furnished by Company-approved independent pricing services. These services determine valuations for normal institutional-size trading units of such securities using valuation models or matrix pricing, which incorporates yield and/or price with respect to bonds that are considered comparable in characteristics such as rating, interest rate and maturity date and quotations from security dealers to determine current value. If these valuations are deemed to be either not reliable or not readily available, the fair value will be determined in good faith by the Company. The fair value of the common collective trusts are valued at the closing net asset value on the last business day of the year. Limited partnerships including real estate trusts, are valued at estimated fair value based on fair value as reported in their audited financial statements, as well as 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.

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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 statement 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, including the issuers' creditworthiness. Early repayment of principal on some mortgage – related securities may expose the plan to a lower rate of return upon reinvestment of the principal.

The Plan also invests in foreign securities. Investing in foreign securities may include certain risks and considerations not typically associated with investing in U.S. securities, such as fluctuating currency values and changing local and regional economic, political and social conditions, which may result in greater market volatility. In addition, certain foreign securities may not be as liquid as U.S. securities.

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 January 2010, the FASB issued ASU No. 2010-06 aimed at improving disclosures about fair value measurements. The standard requires entities to disclose additional information regarding assets and liabilities that are transferred between levels of the fair value hierarchy and to present information about purchases, sales, issuances and settlements on a gross basis in the reconciliation of fair value measurements using significant unobservable inputs ("Level 3 reconciliation"). Additionally, the standard clarified existing guidance regarding the level of disaggregation of fair value measurements and disclosures regarding the valuation techniques and inputs utilized in estimating Level 2 and Level 3 fair value measurements. The Plan's financial statements reflect the adoption of the accounting standard on January 1, 2011, including the disclosures regarding purchases, sales, issuances and settlements in the Level 3 reconciliation. The principal impact from this update was expanded disclosures regarding our fair value measurements.

In May 2011, the FASB issued ASU 2011-04 *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. ASU 2011-04 is intended to improve comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. The amendments are of two types: (i) those that clarify the Board's intent about the application of existing fair value measurement and disclosure requirements and (ii) those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The update is effective for annual periods beginning after December 15, 2011. Plan management does not believe the adoption of this update will have a material impact on the Plan's financial statements.

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In December 2011, the FASB issued ASU 2011-11 *Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities* that requires additional information regarding financial instruments and derivatives instruments that are offset or subject to an enforceable master netting arrangement or similar agreement. The amendment is effective for the Plan on January 1, 2013. Plan management does not anticipate that the adoption of the amendment will have a 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, 2010.

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, 2009 and 2010 were:

- (i) Mortality Rates: As of December 31, 2009 and 2010, 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 below age 64). For December 31, 2009 and 2010 the average was 62.9.
- (iii) Interest Rate: As of December 31, 2009 and 2010, 8.0% (net of assumed administrative expenses of 0.25%).
- (iv) Lump Sum Interest Rate: As of December 31, 2009 and 2010, 6.0%.
- (v) Cash Balance Interest Crediting Rate: As of December 31, 2009 and 2010, 5.5%.

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(vi) Assumed Percentage Married: As of December 31, 2009 and 2010, 70% of employees are assumed to be married. Females are assumed to be 3 years younger than their spouses.

(iv) Assumed Percentage Electing Lump Sums: As of December 31, 2009 and 2010, 100%.

As discussed in Note 14, "Subsequent Events", in May of 2010, it was determined by Xerox that the average pay portion of participant benefits will be frozen as of December 31, 2012.

Actuarial present value of accumulated plan benefits in excess of employees' TRAs as of December 31, 2010:

(in thousands)

Vested benefits	
Current retirees	\$ 18,981
Participants with deferred benefits	-
Other participants	1,466,603
Total vested benefits	<u>1,485,584</u>
Non-vested benefits	<u>144,770</u>
Actuarial present value of accumulated plan benefits, in excess of employees' TRAs	<u>\$ 1,630,354</u>

Changes in the actuarial present value of accumulated plan benefits in excess of employees' TRAs for the year ended December 31, 2010:

(in thousands)

Benefit payments	\$ (159,955)
Interest	118,142
Change in assumptions	-
Benefits accumulated and net actuarial experience	107,811
Actuarial present value of accumulated plan benefits in excess of employees' TRAs	
Beginning of year	<u>1,564,356</u>
End of year	<u>\$ 1,630,354</u>

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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>	2011	2010
Assets available for benefits	\$ 3,425,147	\$ 3,226,462
Less - TRA assets	<u>(1,583,491)</u>	<u>(1,692,155)</u>
Assets available to pay accumulated benefits	<u>\$ 1,841,656</u>	<u>\$ 1,534,307</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>	2011	2010
Employer contributions	\$ 387,872	\$ 276,116
Investment gain (loss) - net of administrative expenses	163,612	131,733
Benefit payments	(244,135)	(159,955)
Assets available to pay accumulated plan benefits in excess of employees' TRAs		
Beginning of year	<u>1,534,307</u>	<u>1,286,413</u>
End of year	<u>\$ 1,841,656</u>	<u>\$ 1,534,307</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. For the year ended December 31, 2011, \$257,872,000 was contributed in cash and \$130,000,000 was contributed in Xerox Common Stock. For the year ended December 31, 2010, \$146,116,000 was contributed in cash and \$130,000,000 was contributed in Xerox Common Stock.

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.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the

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financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 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:

	2011	2010
Xerox Corporation Savings Plan	53.7%	55.8%
Savings Plan of Xerox Corporation and the Xerographic Division, Rochester Regional Joint Board on Behalf of Itself and Other Regional Joint Boards	3.1%	3.3%
Xerox Corporation Retirement Income Guarantee Plan	40.2%	37.7%
Retirement Income Guarantee Plan of Xerox Corporation and the Xerographic Division, Rochester Regional Joint Board on Behalf of Itself and Other Regional Joint Boards	3.0%	3.2%

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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>	2011	2010
Assets		
Investments at fair value		
Short term investments	\$ 289,721	\$ 446,341
Fixed income investments	2,517,317	2,372,568
Xerox common stock	171,689	176,339
Registered investment companies	219,573	203,735
Common and preferred stock	1,321,217	1,361,457
Common collective trusts	2,765,321	2,657,306
Interest in real estate trusts	79,131	72,548
Interest in partnerships/joint ventures	439,423	471,108
Interest in restricted stock	1,508	-
Unrealized gain on foreign exchange contracts	8,461	3,776
Purchased options	29,300	7,883
Variation margin on futures	173	15,872
Premiums paid for open swap contracts	1,987	-
Unrealized gain on open swap contracts	11,833	1,165
	<u>7,856,654</u>	<u>7,790,098</u>
Cash	1,980	2,089
Cash, segregated	59	45,229
Receivables		
Accrued dividends and interest	27,651	28,865
Receivable for securities sold	14,218	25,220
Total assets	<u>7,900,562</u>	<u>7,891,501</u>
Liabilities		
Payable for securities purchased	85,730	14,173
Accrued expenses	11,784	11,251
Options written at value (premium received \$17,489 and \$13,394)	6,304	24,370
Variation margin on futures	165	-
Unrealized loss on foreign exchange contracts	652	-
Unrealized loss on open swap contracts	422	1,163
Other	2,093	1,693
Total liabilities	<u>107,150</u>	<u>52,650</u>
Net assets of the Master Trust	<u>\$ 7,793,412</u>	<u>\$ 7,838,851</u>

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

	2011	2010
<i>(in thousands)</i>		
Additions to net assets attributable to		
Investments		
Interest and dividends (net of withholding taxes of \$548)	\$ 133,383	\$ 145,040
Net appreciation of investments	260,007	707,680
Other	5,153	-
Total additions from investments	<u>398,543</u>	<u>855,728</u>
Deductions from net assets attributable to		
Net transfers out of Master Trust *	410,735	382,587
Administrative expenses	31,154	31,362
Other	2,093	-
Total deductions	<u>443,982</u>	<u>413,949</u>
Net (decrease) increase in net assets available for benefits	<u>(45,439)</u>	<u>441,779</u>
Net assets available for benefits		
Beginning of year	7,838,851	7,397,072
End of year	<u>\$ 7,793,412</u>	<u>\$ 7,838,851</u>

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

Investment Strategy Fiduciary

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"). The Xerox Corporate Treasurer chairs the XRIC, which is composed of corporate members who oversee the management of the funds on a regular basis.

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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:

	2011	2010
<i>(in thousands)</i>		
Fixed income investments	\$ 222,497	\$ 59,341
Registered investment companies	(14,026)	53,724
Common and preferred stock	(37,997)	212,742
Common collective trusts	(8,940)	267,075
Xerox common stock	(46,609)	46,272
Futures contracts	14,326	34,114
Foreign currency transactions	2,388	(4,948)
Options contracts	(26,834)	(15,011)
Interest in real estate trusts	12,172	7,694
Interest in partnerships/joint ventures	14,926	50,092
Swap contracts	128,104	(3,415)
Net appreciation	<u>\$ 260,007</u>	<u>\$ 707,680</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: Unadjusted quoted prices in active markets for identical, unrestricted assets or liabilities.
- Level 2: Prices determined using other significant observable inputs. Observable inputs are inputs that other market participants would use in valuing a portfolio instrument. These may include quoted prices for similar securities, interest rates, foreign exchange rates, prepayment speeds, credit risk and others.
- Level 3: Prices determined using significant unobservable inputs. In situations where quoted prices or observable inputs are unavailable (for example, when there is little or no market activity for an investment at the end of the period), unobservable inputs may be used. Unobservable inputs reflect the Trustee's own assumptions about the factors market participants would use in valuing a portfolio instrument, and would be based on the best information available.

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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.

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.

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

(in thousands)

Investment Assets at Fair Value as of December 31, 2011

Assets:	Level 1	Level 2	Level 3	Total
Short term investments	\$ -	\$ 289,721	\$ -	\$ 289,721
Xerox common stock	171,689	-	-	171,689
Common and preferred stock				
U.S. large cap	639,493	-	-	639,493
U.S. mid cap	219,013	-	-	219,013
U.S. small cap	226,469	-	-	226,469
Internationally developed	172,824	-	-	172,824
Emerging markets	63,418	-	-	63,418
Common collective trusts				
Domestic equity	-	416,707	-	416,707
Fixed income	-	391,402	-	391,402
International equity	-	528,865	-	528,865
Domestic/International equity/Fixed Income	-	1,428,347	-	1,428,347
Registered investment companies				
Domestic equity	166,943	-	-	166,943
International equity	52,630	-	-	52,630
Fixed income investments				
Debt securities issued by government	-	1,163,420	-	1,163,420
Corporate bonds	-	1,092,888	-	1,092,888
Municipal bonds	-	87,648	-	87,648
Asset backed securities	-	173,361	-	173,361
Interest in partnerships / joint ventures	-	125,457	313,966	439,423
Interest in real estate trusts	-	-	79,131	79,131
Interest in restricted stock	-	-	1,508	1,508
Purchased options	29,300	-	-	29,300
Unrealized gain on foreign exchange contracts	-	8,461	-	8,461
Unrealized gain on futures contracts *	1,829	-	-	1,829
Unrealized gain on swap contracts	-	11,833	-	11,833
Total investment assets at fair value	\$ 1,743,608	\$ 5,718,110	\$ 394,605	\$ 7,856,323

Investment Liabilities at Fair Value as of December 31, 2011

Liabilities:	Level 1	Level 2	Level 3	Total
Options written at value	\$ 6,304	\$ -	\$ -	\$ 6,304
Unrealized loss on futures contracts *	657	-	-	657
Unrealized loss on foreign exchange contracts	-	652	-	652
Unrealized loss on swap contracts	-	422	-	422
Total investment liabilities at fair value	\$ 6,961	\$ 1,074	\$ -	\$ 8,035

* 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.

There were no significant transfers among Levels 1, 2 and 3 during 2011.

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Table 2. Defined Benefit Plans only
(in thousands)

	Investment Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Short term investments	\$ -	\$ 13,796	\$ -	\$ 13,796
Xerox common stock	47,928	-	-	47,928
Common and preferred stocks				
U.S. large cap	384,062	-	-	384,062
U.S. mid cap	69,749	-	-	69,749
U.S. small cap	62,478	-	-	62,478
Internationally developed markets	147,467	-	-	147,467
Emerging markets	63,418	-	-	63,418
Common collective trusts				
Domestic equity	-	94,647	-	94,647
Fixed income	-	156,620	-	156,620
International equity	-	232,649	-	232,649
Registered investment companies				
Domestic equity	72,836	-	-	72,836
International equity	52,630	-	-	52,630
Fixed income investments				
Debt securities issued by government	-	485,428	-	485,428
Corporate bonds	-	879,302	-	879,302
Municipal bonds	-	87,648	-	87,648
Asset backed securities	-	5,705	-	5,705
Interest in partnerships / joint ventures	-	125,457	313,966	439,423
Interest in real estate trusts	-	-	79,131	79,131
Purchased options	29,300	-	-	29,300
Unrealized gain on foreign exchange contracts	-	8,461	-	8,461
Unrealized gain on futures contracts *	580	-	-	580
Unrealized gain on swap contracts	-	11,833	-	11,833
Total investment assets at fair value	<u>\$ 930,448</u>	<u>\$ 2,101,546</u>	<u>\$ 393,097</u>	<u>\$ 3,425,091</u>
Investment Liabilities at Fair Value as of December 31, 2011				
Liabilities:	Level 1	Level 2	Level 3	Total
Options written at value	\$ 6,304	\$ -	\$ -	\$ 6,304
Unrealized loss on futures contracts *	267	-	-	267
Unrealized loss on foreign exchange contracts	-	652	-	652
Unrealized loss on swap contracts	-	422	-	422
Total investment liabilities at fair value	<u>\$ 6,571</u>	<u>\$ 1,074</u>	<u>\$ -</u>	<u>\$ 7,645</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.

There were no significant transfers among Levels 1, 2 and 3 during 2011.

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Below are the Master Trust and Defined Benefit Plans tables for 2010.

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

(in thousands)

Investment Assets at Fair Value as of December 31, 2010

Assets:	Level 1	Level 2	Level 3	Total
Short term investments	\$ -	\$ 446,341	\$ -	\$ 446,341
Xerox common stock	176,339	-	-	176,339
Common and preferred stock				
U.S. large cap	603,486	-	-	603,486
U.S. mid cap	235,745	-	-	235,745
U.S. small cap	229,670	-	-	229,670
Internationally developed	248,873	-	-	248,873
Emerging markets	43,683	-	-	43,683
Common collective trusts				
Domestic equity	-	384,379	-	384,379
Fixed income	-	209,517	-	209,517
International equity	-	608,189	-	608,189
Domestic/International equity	-	1,455,221	-	1,455,221
Registered investment companies	203,735	-	-	203,735
Fixed income investments				
Debt securities issued by government	-	1,249,759	-	1,249,759
Corporate bonds	-	1,071,141	-	1,071,141
Asset backed securities	-	51,668	-	51,668
Interest in partnerships / joint ventures	-	145,758	325,350	471,108
Interest in real estate trusts	-	-	72,548	72,548
Purchased options	-	7,883	-	7,883
Unrealized gain on foreign exchange contracts	-	3,776	-	3,776
Unrealized gain on futures contracts *	-	2,889	-	2,889
Unrealized gain on swap contracts	-	1,165	-	1,165
Total investment assets at fair value	<u>\$1,741,531</u>	<u>\$ 5,637,686</u>	<u>\$ 397,898</u>	<u>\$ 7,777,115</u>

Investment Liabilities at Fair Value as of December 31, 2010

Liabilities:	Level 1	Level 2	Level 3	Total
Options written at value	\$ -	\$ 24,370	\$ -	\$ 24,370
Unrealized loss on futures contracts *	-	37,774	-	37,774
Unrealized loss on swap contracts	-	1,163	-	1,163
Total investment liabilities at fair value	<u>\$ -</u>	<u>\$ 63,307</u>	<u>\$ -</u>	<u>\$ 63,307</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.

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Table 2. Defined Benefit Plans only
(in thousands)

	Investment Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Short term investments	\$ -	\$ 232,085	\$ -	\$ 232,085
Common and preferred stocks				
U.S. large cap	329,896	-	-	329,896
U.S. mid cap	69,830	-	-	69,830
U.S. small cap	57,880	-	-	57,880
Internationally developed markets	206,256	-	-	206,256
Emerging markets	43,683	-	-	43,683
Common collective trusts				
Domestic equity	-	61,688	-	61,688
International equity	-	245,024	-	245,024
Registered investment companies	104,824	-	-	104,824
Fixed income investments				
Debt securities issued by government	-	384,301	-	384,301
Corporate bonds	-	850,525	-	850,525
Asset backed securities	-	499	-	499
Interest in partnerships / joint ventures	-	145,758	325,350	471,108
Interest in real estate trusts	-	-	72,548	72,548
Purchased options	-	7,883	-	7,883
Unrealized gain on foreign exchange contracts	-	3,776	-	3,776
Unrealized gain on futures contracts *	-	2,889	-	2,889
Unrealized gain on swap contracts	-	1,165	-	1,165
Total investment assets at fair value	<u>\$ 812,369</u>	<u>\$ 1,935,593</u>	<u>\$ 397,898</u>	<u>\$ 3,145,860</u>
Investment Liabilities at Fair Value as of December 31, 2010				
Liabilities:	Level 1	Level 2	Level 3	Total
Options written at value	\$ -	\$ 24,370	\$ -	\$ 24,370
Unrealized loss on futures contracts *	-	37,774	-	37,774
Unrealized loss on swap contracts	-	1,163	-	1,163
Total investment liabilities at fair value	<u>\$ -</u>	<u>\$ 63,307</u>	<u>\$ -</u>	<u>\$ 63,307</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.

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Level 3 Investment Assets

The Level 3 investment assets represent approximately five percent of the total Master Trust as of December 31, 2011 and 2010 and are comprised of the private equity and real estate funds. The tables below sets forth a summary of changes in the fair value of the Master Trust's Level 3 investments for the years ended December 31, 2011 and 2010. 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, 2011			
	Partnerships	Real estate	Restricted stock	Total
Balance, beginning of year	\$ 325,350	\$ 72,548	\$ -	\$ 397,898
Additions:				
Realized gains	19,053	5,233	-	24,286
Change in unrealized gains *	15,073	10,023	208	25,304
Purchases, issuances	30,632	1,506	1,300	33,438
	<u>\$ 64,758</u>	<u>\$ 16,762</u>	<u>\$ 1,508</u>	<u>\$ 83,028</u>
Deductions:				
Realized losses	\$ (790)	\$ (1,432)	\$ -	\$ (2,222)
Change in unrealized losses *	(13,150)	(1,031)	-	(14,181)
Sales, settlements	(62,202)	(7,716)	-	(69,918)
	<u>\$ (76,142)</u>	<u>\$ (10,179)</u>	<u>\$ -</u>	<u>\$ (86,321)</u>
Balance, end of year	<u>\$ 313,966</u>	<u>\$ 79,131</u>	<u>\$ 1,508</u>	<u>\$ 394,605</u>

* Change in unrealized gains (losses) relating to investments held at December 31, 2011 was \$10,743,000, which is comprised of Partnerships of \$1,923,000, Real Estate of \$8,992,000, and Restricted Stock of \$208,000.

Table 3. Level 3 Investment Assets

(in thousands)

	Investment Assets at Fair Value as of December 31, 2010		
	Partnerships	Real estate	Total
Balance, beginning of year	\$ 298,627	\$ 53,989	\$ 352,616
Realized gains / (losses)	(593)	4,316	3,723
Unrealized gains / (losses)	34,830	18,056	52,886
Purchases, sales, issuances, and settlements (net)	<u>(7,514)</u>	<u>(3,813)</u>	<u>(11,327)</u>
Balance, end of year	<u>\$ 325,350</u>	<u>\$ 72,548</u>	<u>\$ 397,898</u>

* Change in unrealized gains (losses) relating to investments held at December 31, 2010 was \$52,886,000, which is comprised of Partnerships of \$34,830,000 and Real Estate of \$18,056,000.

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Fair Value Measurements of the Investments in Certain Entities that Calculate Net Asset Value per Share as of December 31, 2011:

	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 Fixed Income ¹	\$391.4	-	N/A	daily, pending market conditions	1 to 3 days	N/A
Commingled fund investing in Domestic Equity ¹	\$416.7	-	N/A	daily, pending market conditions	1 to 3 days	N/A
Commingled fund investing in International Equity ¹	\$528.9	-	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	\$1,428.3	-	N/A	daily, pending market conditions	1 to 3 days	N/A
Partnership Fund investing in International Equity ²	\$125.5	-	N/A	monthly	1 to 3 days	15 days
Private Equity Funds ³	\$314.0	\$62.9	1 to 7 years	N/A	N/A	N/A
Private Real Estate Funds ⁴	\$79.1	\$10.9	2 to 8 years	N/A	N/A	N/A
Total	<u>\$3,283.9</u> **	<u>\$73.8</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 and fixed income securities. 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 fund allows for monthly redemptions and contributions on the first of each month. The fund manager must be notified by the 15th of the preceding month for redemptions and contributions.

³ This category includes 14 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 7 years. Unfunded commitments of \$62.9M remain on seven of the funds.

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⁴ This category includes 15 investments in domestic and international real estate funds. The fair value of these investments is estimated using the Trust's ownership interest in partners' capital. The valuation inputs of these investments are derived from third party appraisals. These 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 2 to 8 years. Unfunded commitments of \$10.9M remain in eleven 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 and credit default 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, 2011 and 2010, derivatives were used in both the defined benefit and defined contribution 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, 2011 and 2010, the value of currencies under forward currency contracts represents less than 1% of total investments.

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A summary of open forward currency contracts of the Master Trust at December 31, 2011 and 2010 is presented below:

2011 (in thousands)				2010 (in thousands)			
	Value Date	Notional Value	Unrealized App./ (Dep.)		Value Date	Notional Value	Unrealized App./ (Dep.)
Purchased:							
Australian Dollar	11/22/11-12/16/11	\$ 1,211	\$ 39			\$ -	\$ -
Canadian Dollar	11/15/11	361	1			-	-
Euro	12/15/11-12/29/11	6,878	(46)	11/12/10-12/24/10	5,051	69	1
Hong Kong Dollar		-	-	12/16/10	621	63	-
Japanese Yen	12/01/11-12/16/11	6,261	57	11/15/10	2,768	-	-
Mexican Peso	10/25/11	2,190	(76)		-	2	-
Norwegian Kroner	11/08/11-12/16/11	529	(16)	11/8/2010	509	(134)	-
Pound Sterling	12/16/11-12/28/11	2,746	3	11/15/10-12/29/10	9,996	-	-
Singapore Dollar	12/16/11	717	3		-	-	-
Swiss Franc	12/16/11	482	-	11/15/10	446	24	-
		<u>\$ 21,375</u>	<u>\$ (35)</u>		<u>\$ 19,391</u>	<u>\$ 25</u>	
Sold:							
Australian Dollar	11/08/11-12/28/11	\$ 9,540	\$ (13)	11/08/10-11/15/10	\$ 20,251	\$ (530)	
Canadian Dollar	11/08/11-11/10/11	6,502	(6)	11/08/10-11/15/10	3,221	(48)	
Danish Krone	11/08/11	3,980	239		-	-	
Euro	11/08/11-12/28/11	89,538	5,369	11/08/10-11/15/10	101,491	3,520	
Hong Kong Dollar	11/15/11	360	-	11/8/2010	3,583	11	
Japanese Yen	11/08/11-11/22/11	46,150	(495)	11/08/10-12/24/10	49,338	(57)	
N. Zealand Dollar		-	-	11/8/2010	651	1	
Mexican Peso	12/15/11	2,106	14		-	-	
Pound Sterling	11/08/11-11/15/11	51,711	1,709	11/08/10-11/12/10	51,940	1,540	
Singapore Dollar	11/08/11	4,812	101	11/8/2010	5,466	(28)	
Swedish Kroner	11/08/11-12/29/11	5,881	255	11/08/10-12/16/10	8,125	28	
Swiss Franc	11/08/11	15,804	671	11/8/2010	19,352	(686)	
		<u>\$ 236,384</u>	<u>\$ 7,844</u>		<u>\$ 263,418</u>	<u>\$ 3,751</u>	

Future Contracts

The Master Trust used 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 Trust 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, 2011 and 2010, the unrealized gain/loss of future contracts represents less than 1% of total investments.

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As of December 31, 2011 and 2010, U.S. Government Securities and Senior Loans with market value of \$2,702,252 and \$0, respectively, as well as cash balances of \$209,227 and \$45,229,000, 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, 2011 and 2010 is presented below:

	2011	Notional	2010	Notional
	Contracts	Value	Contracts	Value
	Long / (Short)	(in thousands)	Long / (Short)	(in thousands)
S&P 500 Emini Index Future	-	\$ -	1,068	\$ 66,910
90 day Eurodollar Future	513	127,098	-	-
US Treasury Notes 10 yr Future Long	102	13,375	120	14,453
US Treasury Notes 10 yr Future Short	(283)	(37,108)	-	-
US Treasury Notes 5 yr Future Long	158	19,475	(28)	(3,296)
US Treasury Notes 5 yr Future Short	(271)	(33,403)	-	-
US Treasury 2 yr Future Long	98	21,614	(8)	(1,751)
US Treasury 2 yr Future Short	(67)	(14,777)	-	-
US Treasury Bonds 30 yr Future	167	24,184	4,616	563,729
US Treasury Bonds Ultra Long Future	(60)	(9,611)	6,123	778,195
	<u>357</u>	<u>\$ 110,847</u>	<u>11,891</u>	<u>\$ 1,418,240</u>

Interest Rate and Credit Default Swap

The Master Trust may invest in interest rate swap contracts. The Master Trust uses interest rate swap contracts to manage its exposure to interest rates. Interest rate swap contracts typically represent the exchange between the Master Trust and a counterparty of respective commitments to make variable rate and fixed rate payments with respect to a notional amount of principal. Such contracts have a term coincident with the maturity date of the Master Trust, with settlement scheduled for the termination date of the contract.

During the period that the swap contract is open, the contract is marked-to-market as the net amount due to or from the Master Trust in accordance with the terms of the contract based on the closing level of the relevant index or security and interest accrual through valuation date. Swaps are marked to market daily based upon values from third party vendors or quotations from market makers to the extent available and the change in value, if any, is recorded as an unrealized gain or loss on the Statement of Net Assets Available for Benefits. Periodic cash settlements on interest rate swaps are recorded as realized gains or losses. Interest rate swap contracts may include extended effective dates.

Entering into a swap contract involves, to varying degrees, elements of credit, market and/or interest rate risk in excess of the amounts reported in the Statement of Assets and Liabilities. Notional principal amounts are used to express the extent of involvement in the transactions, but are not delivered under the contracts. Accordingly, credit risk is limited to any amounts receivable from the counterparty. To reduce credit risk from potential counterparty default, the Master Trust enters into swap contracts with counterparties whose creditworthiness has been approved by the Company. The Master Trust bears the market risk arising from any change in index or security values or interest rates. Under certain circumstances, the Master Trust may be required to pledge collateral to or may receive collateral from swap counterparties.

The Master Trust's International Swap and Derivatives Association Master Agreements (ISDA Agreements), which are separately negotiated with each counterparty, may contain provisions allowing, absent other considerations, a counterparty to exercise rights, to the extent not otherwise waived, against the Master Trust in the event the Master Trust's net assets decline over a period of time by a predetermined percentage or

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decrease below a predetermined floor amount. The ISDA Agreements also contain certain provisions, absent other conditions, for the Master Trust to exercise rights, to the extent not otherwise waived, against counterparties, such as a decline in a counterparty's credit rating below a specified level. Such rights for both the counterparty and the Master Trust often include the ability to terminate (i.e., close out) open contracts at prices which may favor the counterparty, which could have an adverse affect to the Master Trust. The ISDA Agreements with certain counterparties allow the Master Trust and counterparty to offset certain derivative instruments' receivables or payables with collateral posted to a segregated custody account.

The following interest rate swap contracts were open at December 31, 2011:

Counterparty	Fixed payer	Fixed rate	Floating payer	Floating rate	Maturity date	Notional amount (\$ thousands)	Premiums paid (received) (\$ thousands)	Value (\$ thousands)	Unrealized gain/(loss) (\$ thousands)
Goldman Sachs	Goldman Sachs	2.81%	Xerox	LIBOR 3-Month USD	9/8/2031	85,000	-	4,157	4,157
Goldman Sachs	Goldman Sachs	2.90%	Xerox	LIBOR 3-Month USD	11/14/2041	75,250	1,850	4,660	2,810
Goldman Sachs	Goldman Sachs	2.17%	Xerox	LIBOR 3-Month USD	9/8/2021	72,750	-	1,110	1,110
Deutsche Bank	Deutsche Bank	2.56%	Xerox	LIBOR 3-Month USD	12/22/2031	52,000	-	660	660
Goldman Sachs	Goldman Sachs	2.59%	Xerox	LIBOR 3-Month USD	10/6/2041	45,000	-	(149)	(149)
Credit Suisse	Credit Suisse	2.70%	Xerox	LIBOR 3-Month USD	11/4/2031	16,750	-	533	533
Credit Suisse	Credit Suisse	3.19%	Xerox	LIBOR 3-Month USD	8/19/2041	16,000	-	1,976	1,976
Deutsche Bank	Deutsche Bank	2.65%	Xerox	LIBOR 3-Month USD	12/22/2041	13,400	-	139	139
Credit Suisse	Credit Suisse	2.17%	Xerox	LIBOR 3-Month USD	11/4/2021	10,000	-	143	143
Deutsche Bank	Xerox	2.22%	Deutsche Bank	LIBOR 3-Month USD	9/6/2021	10,000	-	(197)	(197)
Credit Suisse	Credit Suisse	2.81%	Xerox	LIBOR	11/4/2041	7,000	-	305	305

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The following credit default swap contracts were open at December 31, 2011:

Counterparty	Fixed rate	Reference Obligation	Maturity date	Buy / Sell	Notional amount (\$ thousands)	Premiums paid (received) (\$ thousands)	Value (\$ thousands)	Unrealized gain/(loss) (\$ thousands)
Morgan Stanley	5.00%	Block Financial LLC	12/20/2016	Buy	1,100	7	7	-
Citi Bank	1.00%	CDX.NA.IG.9	12/20/2017	Buy	6,200	130	54	(76)

Credit default swap contracts are agreements in which one party pays fixed periodic payments to a counterparty in consideration for a guarantee from the counterparty to make a specific payment should a specified negative credit event(s) take place. The Master Trust entered into credit default swap contracts to hedge the Master Trust's exposure on a debt security that it owns or in lieu of selling such debt security.

As the purchaser of a credit default swap contract, the Master Trust purchases protection by paying a periodic interest rate on the notional amount to the counterparty. The interest amount is accrued daily as a component of unrealized appreciation (depreciation) and is recorded as a realized loss upon payment. If a credit event as specified in the contract occurs, the Master Trust may have the option either to deliver the reference obligation to the seller in exchange for a cash payment of its par amount, or to receive a net cash settlement equal to the par amount less an agreed-upon value of the reference obligation as of the date of the credit event. The difference between the value of the obligation or cash delivered and the notional amount received will be recorded as a realized gain (loss).

As the seller of a credit default swap contract, the Master Trust sells protection to a buyer and will generally receive a periodic interest rate on the notional amount. The interest amount is accrued daily as a component of unrealized appreciation (depreciation) and is recorded as a realized gain upon receipt of the payment. If a credit event as specified in the contract occurs, the Master Trust may either be required to accept the reference obligation from the buyer in exchange for a cash payment of its notional amount, or to pay the buyer a net cash settlement equal to the notional amount less an agreed-upon value of the reference obligation as of the date of the credit event. The difference between the value of the obligation or cash received and the notional amount paid will be recorded as a realized gain (loss). The maximum potential amount of undiscounted future payments the Master Trust could be required to make as the seller of protection under a credit default swap contract is equal to the notional amount of the reference obligation.

As a protection seller, the Master Trust bears the risk of loss from the credit events specified in the contract. Although specified events are contract specific, credit events are generally defined as bankruptcy, failure to pay, restructuring, obligation acceleration, obligation default, or repudiation/moratorium. For credit default swap contracts on credit indices, quoted market prices and resulting market values serve as an indicator of the current status of the payment/performance risk. Increasing market values, in absolute terms when compared to the notional amount of the swap, represent a deterioration of the reference entity's credit soundness and a greater likelihood or risk of default or other credit event occurring as defined under the terms of the contract. Credit default swap contracts are valued daily, and the change in value is recorded as unrealized appreciation (depreciation) until the termination of the swap, at which time a realized gain (loss) is recorded.

Credit default swap contracts can involve greater risks than if a plan had invested in the reference obligation directly since, in addition to general market risks, credit default swaps are subject to counterparty credit risk, leverage risk, hedging risk, correlation risk and liquidity risk. The Master Trust will enter into credit default swap transactions only with counterparties that meet certain standards of creditworthiness.

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At December 31, 2011, the Master Trust had posted cash collateral of \$150,000 to swap counterparties.

The following swap contracts were open at December 31, 2010:

<u>Counterparty</u>	<u>Fixed payer</u>	<u>Fixed rate</u>	<u>Floating payer</u>	<u>Floating rate</u>	<u>Maturity date</u>	<u>Notional amount (\$ thousands)</u>	<u>Value (\$ thousands)</u>
Credit Suisse First Boston	Master Trust	4.26%	Credit Suisse	3-Month USD LIBOR	12/9/2039	43,000	(1,163)
Deutsche Bank	Deutsche Bank	4.55%	Master Trust	3-Month USD LIBOR	4/1/2040	15,000	1,165

In 2010, the Master Trust was in receipt of cash collateral of \$1,210,000 from the broker and has posted \$940,000 of cash collateral to the brokers.

Options Contracts

The Master Trust may purchase and sell put and call options on securities. The Master Trust uses options to manage against changes in the market value of the Master Trust's investments, mitigate exposure to fluctuations in currency values, or interest rates, or protect the Master Trust's unrealized gains. In addition, the Master Trust may use options to facilitate investment transactions by protecting the Master Trust 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.

When the Master Trust 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 Master Trust 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 Master Trust's exposure to changes in the value of the underlying instrument. Buying puts and writing calls may decrease the Master Trust'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.

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Below is the summary of the purchased and written options contracts outstanding as of December 31, 2011:

Purchased options (in thousands)

Description	Notional amount	Expiration date	Value
EAFE put option	\$ 4,075	3/17/2012	\$ 815
EAFE put option	5,208	9/22/2012	6,641
SPX put option	1,033	9/22/2012	19,424
SPX put option	1,115	3/17/2012	2,420
			<u>\$ 29,300</u>

Written options (in thousands)

Description	Notional amount	Expiration date	Value
EAFE put option	\$ (1,875)	9/22/2012	\$ (1,275)
SPX put option	(551)	3/17/2012	(358)
SPX put option	(388)	9/22/2012	(4,346)
IRO put option	(29,000)	7/15/2013	(40)
Eurodollar future put	(833)	6/18/2012	(285)
			<u>\$ (6,304)</u>

In 2011, total premiums received were \$17,488,609.

Below is the summary of the purchased and written options contracts outstanding as of December 31, 2010:

Purchased options (in thousands)

Description	Notional amount	Expiration date	Value
EAFE put option	\$ 104,718	12/31/2011	\$ 4,227
RUT put option	15,862	12/31/2011	520
SPX put option	116,245	12/31/2011	3,136
			<u>\$ 7,883</u>

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Written options
(in thousands)

<u>Description</u>	<u>Notional amount</u>	<u>Expiration date</u>	<u>Value</u>
EAFE call option	\$ 153,997	12/31/2011	\$ (7,622)
EAFE put option	92,952	12/31/2011	(2,662)
RUT put option	12,615	12/31/2011	(228)
RUT call option	23,327	12/31/2011	(3,198)
SPX put option	105,304	12/31/2011	(2,089)
SPX call option	170,949	12/31/2011	(8,571)
			<u>\$ (24,370)</u>

In 2010, total premiums received were \$13,393,848.

During the year ended December 31, 2011, the Master Trust used purchased and written options to protect the portfolio from adverse movements in securities prices and enhance return.

The following table presents the values of the derivatives carried on the Statements of Net Assets and the Statement of Changes in Net Assets of the Master Trust as of December 31, 2011:

Fair Value of Asset and Liability Derivative Contracts at December 31, 2011

(in thousands)

**Derivatives not accounted for as hedging
instruments**

	Equity	Foreign Exchange	Interest Rate / Credit Default	Total
Assets:				
Unrealized gain on futures contracts *	\$ 1,829	\$ -	\$ -	\$ 1,829
Purchased options	29,300	-	-	29,300
Unrealized gain on foreign exchange contracts	-	8,461	-	8,461
Unrealized gain on open swap contracts	-	-	11,833	11,833
	<u>\$ 31,129</u>	<u>\$ 8,461</u>	<u>\$ 11,833</u>	<u>\$ 51,423</u>
Liabilities:				
Unrealized loss on futures contracts *	\$ 657	\$ -	\$ -	\$ 657
Options written at value	6,304	-	-	6,304
Unrealized loss on foreign exchange contracts	-	652	-	652
Unrealized loss on open swap contracts	-	-	422	422
	<u>\$ 6,961</u>	<u>\$ 652</u>	<u>\$ 422</u>	<u>\$ 8,035</u>

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The following table presents the values of the derivatives carried on the Statements of Net Assets and the Statement of Changes in Net Assets of the Master Trust as of December 31, 2010:

Fair Value of Asset and Liability Derivative Contracts at December 31, 2010

(in thousands)

Derivatives not accounted for as hedging instruments	Equity	Foreign Exchange	Interest Rate	Total
Assets:				
Unrealized gain on futures contracts *	\$ 857	\$ -	\$ 2,032	\$ 2,889
Purchased options	7,883	-	-	7,883
Unrealized gain on foreign exchange contracts	-	3,776	-	3,776
Unrealized gain on open swap contracts	-	-	1,165	1,165
	<u>\$ 8,740</u>	<u>\$ 3,776</u>	<u>\$ 3,197</u>	<u>\$ 15,713</u>
Liabilities:				
Unrealized loss on futures contracts *	\$ 32,313	\$ -	\$ 5,461	\$ 37,774
Options written at value	24,370	-	-	24,370
Unrealized loss on open swap contracts	-	-	1,163	1,163
	<u>\$ 56,683</u>	<u>\$ -</u>	<u>\$ 6,624</u>	<u>\$ 63,307</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 2011:

(in thousands)

Derivatives not accounted for as hedging instruments	Net Appreciation / (Depreciation)
Futures contracts	\$ 14,326
Foreign currency transactions	2,388
Options contracts	(26,834)
Swap contracts	128,104
	<u>\$ 117,984</u>

During the year ended December 31, 2011, the average notional value of futures contracts purchased was \$334,778,457 and the average notional value of futures contracts sold was \$80,851,328. The average notional value of purchased options contracts was \$29,211,033 and the average notional value of written options contracts was \$21,375,281. The average notional value of interest rate swap contracts was \$380,695,318 and the average notional value of credit default swap contracts was \$85,590,000. The average notional value of forward foreign currency exchange contracts was \$230,225,603.

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2011 and 2010

Effect of Derivative Instruments on the Statement of Changes in Net Assets of the Master Trust for 2010:

(in thousands)

Derivatives not accounted for as hedging instruments	Net Appreciation / (Depreciation)
Futures contracts	\$ 34,114
Foreign currency contracts	(4,948)
Options contracts	(15,011)
Swap contracts	(3,415)
	<u>\$ 10,740</u>

During the year ended December 31, 2010, the average notional value of futures contracts was \$1,407,648,159. The average notional value of futures contracts sold was \$42,900,080. The average notional value of purchased options contracts was \$34,015,338 and written options contracts was \$42,088,665. The average notional value of interest rate swap contracts was \$43,000,000 and \$9,000,000 for contracts where the Master Trust receives and pays fixed rate, respectively. The average notional value of forward foreign currency exchange contracts was \$282,194,415.

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. The Master Trust did not engage in securities lending in 2011 and 2010.

11. Related Party Transactions

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. Certain funds are managed by an affiliate of the Trustee and therefore, qualify as party-in-interest transactions.

In 2011, as part of the minimum funding requirement, the plan sponsors contributed Xerox Common Stock to the Plan. The Plan along with 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 invest in a unitized stock fund, The Xerox Stock Fund (the "Fund"), which is primarily comprised of Xerox Corporation common shares. The unit values of the Fund are recorded and maintained by the Trustee. During the year ended December 31, 2011, the Plans received common shares in the Fund in the approximate amount of \$130,000,000, sold common shares in the Fund in the approximate amount of \$87,339,000, and had net appreciation in the Fund of approximately \$5,267,000. The total value of the Plans' investment in the Fund was approximately \$47,928,000 and \$0 at December 31, 2011 and 2010,

Xerox Corporation Retirement Income Guarantee Plan

Notes to Financial Statements

December 31, 2011 and 2010

respectively. During 2011, dividends paid on Xerox Corporation common shares amounted to \$974,000. These transactions qualify as party-in-interest transactions.

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.

The Master Trust is committed to invest \$861,336,602 in certain private equity and real estate funds, of which \$787,500,920 has been contributed as of December 31, 2011.

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. RIGP filed a petition for certiorari with the United States Supreme Court with respect to the calculation of benefits issue and simultaneously moved the District Court (the court that this matter was originally filed in) for a stay of the payment of additional benefits pending the Supreme Court's decision on the petition for certiorari. In 2009, the District Court denied the motion to stay and approved a payment schedule regarding the additional benefits due the plaintiffs. The U.S. Supreme Court eventually granted RIGP's petition for certiorari and the District Court then stayed additional payments. Prior to the stay, approximately \$4.6 million was paid out in 2009.

On April 21, 2010, the United States Supreme Court ruled in RIGP's favor and reversed the ruling of the 2nd Circuit. Specifically, it held that the lower court erred in not giving the proper deference to the Plan Administrator's interpretation of RIGP. It remanded the matter for further proceedings consistent with its opinion. On November 17, 2011, on remand the District Court ruled in RIGP's favor and adopted the Plan Administrator's proposed damages calculation. It entered final judgment with respect to the foregoing ruling on December 14, 2011 and the plaintiffs filed a notice of appeal of the judgment with the 2nd Circuit on January 3, 2012. Pursuant to the District Court's ruling with respect to damages, RIGP paid out an additional \$2.3 million in 2012. The 2nd Circuit must now decide whether to uphold the District Court's ruling which adopted the Plan Administrator's calculation.

14. Subsequent Events

RIGP will freeze effective January 1, 2013; there will be no additional accruals to the plan.

Effective January 1, 2013 there will be a change to the Plan's record keeper from Aon Hewitt to Xerox Services.

The Plan has evaluated subsequent events through September 28, 2012, the date the financial statements were available to be issued. All subsequent events requiring recognition have been incorporated into these financial statements.

Schedule SB Attachment (Form 5500)—2011 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, 2011

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										
25-29			71 \$58,611 \$15,534	10						
30-34		1	320 \$60,285 \$18,606	309 \$61,922 \$27,250	3					
35-39			271 \$65,995 \$21,218	899 \$68,331 \$33,451	124 \$71,838 \$48,688	10				
40-44			288 \$79,234 \$26,400	1,071 \$71,569 \$36,671	524 \$88,858 \$62,884	579 \$74,697 \$69,293	47 \$66,492 \$80,883			
45-49			229 \$78,070 \$25,847	956 \$75,676 \$39,719	481 \$84,003 \$63,173	1,152 \$87,194 \$84,989	1,013 \$76,086 \$97,247	19		
50-54		1	191 \$86,053 \$29,265	845 \$73,820 \$39,853	351 \$85,326 \$67,549	639 \$80,324 \$84,558	1,029 \$93,277 \$128,134	670 \$90,666 \$180,682	13	
55-59		1	116 \$84,609 \$28,486	582 \$73,497 \$39,394	228 \$75,823 \$60,917	360 \$75,591 \$84,378	466 \$88,037 \$133,554	913 \$90,671 \$197,100	478 \$85,480 \$269,014	10
60-64		2	59 \$75,043 \$26,181	329 \$68,812 \$36,793	128 \$72,784 \$63,376	133 \$75,017 \$84,026	168 \$85,313 \$131,378	378 \$88,741 \$198,007	416 \$94,025 \$309,811	129 \$94,908 \$376,321
65-69			29 \$48,841 \$17,013	76 \$58,948 \$32,794	28 \$62,924 \$57,785	20 \$63,524 \$74,132	26 \$80,427 \$144,288	41 \$85,209 \$216,024	43 \$120,670 \$390,406	30 \$105,121 \$445,722
70+			3	16	6	1	1			4

N-17336

Schedule SB Attachment (Form 5500)—2011 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 Section 430 segment rates, with a 4-month lookback to September without phase-in.
1st Segment Rate	3.78%.
2nd Segment Rate	6.31%.
3rd Segment Rate	6.57%.
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 defined above.
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 defined above.
Optional Payment Form Conversion Mortality	Current Applicable Mortality table for lump sums.
Retirement Age	
Active Participants	See Table A. 150% of Table A rates are used for participants with 30 years of service below age 64.
Terminated Vested Participants	Age 63.
Mortality Rates	
Healthy and Disabled	2011 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)—2011 Plan Year
Xerox Corporation Retirement Income Guarantee Plan
EIN: 16-0468020 PN: 333

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

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	2010 Pensionable earnings rolled forward one year with the salary increase assumption.
Benefit and Compensation Limits	Benefits and compensation are limited by the current IRC section 415 maximum benefit of \$195,000 and the applicable 401(a)(17) compensation limit (currently \$245,000).
Valuation of Plan Assets	Smoothed fair market value of assets over the current and prior 2 years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.
Plan Expenses	Average of prior two year's plan administration expenses paid (without PBGC premiums), increased by 3%, plus expected PBGC premiums for the current year rounded to the next \$100,000.
Actuarial Method	Standard Unit Credit Cost Method.
Valuation Date	January 1, 2011.

Schedule SB Attachment (Form 5500)—2011 Plan Year
Xerox Corporation Retirement Income Guarantee Plan
EIN: 16-0468020 PN: 333

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

Table A

Probability of Retirement

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

Schedule SB Attachment (Form 5500)—2011 Plan Year
Xerox Corporation Retirement Income Guarantee Plan
EIN: 16-0468020 PN: 333

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

Table B

Probability of Termination Based on Age

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
(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. 1210-0110

2011**This Form is Open to Public
Inspection**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

▶ **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>2011</u>			
2 Assets:			
a Market value	2a	1,522,312,361	
b Actuarial value	2b	1,465,969,972	
3 Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target	
a For retired participants and beneficiaries receiving payment.....	3a	2,825	21,588,374
b For terminated vested participants	3b	10,900	398,532,482
c For active participants:			
(1) Non-vested benefits.....	3c(1)		159,566,595
(2) Vested benefits	3c(2)		1,238,761,948
(3) Total active.....	3c(3)	17,688	1,398,328,543
d Total.....	3d	31,413	1,818,449,399
4 If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate	5		6.40 %
6 Target normal cost	6		112,030,452

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 JPC

Signature of actuary

10/03/2012

Date

Jeff D. Clymer

11-03971

Type or print name of actuary

Most recent enrollment number

Hewitt Associates LLC

(781) 891-8600

CityPoint - 230 Third Avenue

Telephone number (including area code)

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) 2011
v.012611

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 (line 13 from prior year).....	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8).....	0	0
10 Interest on line 9 using prior year's actual return of <u>12.45</u> %.....		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		116,511,641
b Interest on (a) using prior year's effective rate of <u>6.74</u> % except as otherwise provided (see instructions).....		7,852,885
c Total available at beginning of current plan year to add to prefunding balance.....		124,364,526
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	0	0

Part III Funding percentages

14 Funding target attainment percentage	14	80.61 %
15 Adjusted funding target attainment percentage	15	81.85 %
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	90.10 %
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
04/15/2011	32,933,005		04/13/2012	42,940,468	
07/15/2011	32,933,005		07/13/2012	24,000,000	
10/14/2011	32,333,005				
01/13/2012	32,733,002				
03/14/2012	130,000,006				
04/02/2012	60,000,000				
Totals •			18(b)	387,872,491	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 contributions 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	363,387,801

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	(3) 3rd	(4) 4th	
0	0	0	0	0

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

21 Discount rate:			
a Segment rates:	1st segment: 3.78 %	2nd segment: 6.31 %	3rd segment: 6.57 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
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 contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29).....	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	112,030,452	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	352,479,427		59,731,417
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		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	171,761,869	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	171,761,869	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	363,387,801	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	191,625,932	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Schedule SB Attachment (Form 5500)—2011 Plan Year
Xerox Corporation Retirement Income Guarantee Plan
EIN: 16-0468020 PN: 333

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2011

Date	Amount	Interest Rate	Interest Adjusted Contribution
April 15, 2011	\$ 32,933,005	6.40%	\$ 32,356,001
July 15, 2011	32,933,005	6.40%	31,859,422
October 14, 2011	32,333,005	6.40%	30,798,931
January 13, 2012	32,733,002	6.40%	30,701,420
March 14, 2012	130,000,006	6.40%	120,673,919
April 2, 2012	60,000,000	6.40%	55,516,088
April 13, 2012	42,940,468	6.40%	39,657,236
July 13, 2012	<u>24,000,000</u>	6.40%	<u>21,824,784</u>
Total Contributions	\$ 387,872,491		\$ 363,387,801

Schedule SB Attachment (Form 5500)—2011 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) Age	(b) Rate	(c) Weight	(d) 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	1.63
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.

Schedule SB Attachment (Form 5500)—2011 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, 2011.

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. Effective January 1, 2007, RIGP was closed to rehires.

Retirement Dates

Normal Retirement Age 65.

Early Retirement Age 55 and 10 years of service.

Deferred Vested Immediate for current employees as of January 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

Normal Retirement The larger of (a), (b), (c), or (d) below if hired prior to January 1, 2003 or (c) below if hired after 2002:

(a) 1.4% of average monthly compensation, times years of participation up to 30, but not beyond December 31, 2012;

(b) 1% of average monthly compensation times years of participation, but not beyond December 31, 2012;

Schedule SB Attachment (Form 5500)—2011 Plan Year
Xerox Corporation Retirement Income Guarantee Plan
EIN: 16-0468020 PN: 333

Schedule SB, Part V—Summary of Plan Provisions

Retirement Benefits (continued)

Normal Retirement
(continued)

- (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;
- (d) The benefit that could be provided by the participant's Transitional Retirement Account converted at the applicable rates.

The minimum benefit provided to an employee who was covered by the XDS Retirement Plan is his accrued benefit earned in that plan, plus the greater of (c) or (d).

Effective November 30, 2009, the formula under (b) above will only apply to those participants with 42 years of service as of January 1, 2009. Others will be entitled to the benefits accrued under this formula to November 30, 2009 as a minimum benefit.

Early Retirement

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.

The Cash Balance Retirement Account and the Transitional Retirement Account will be converted based on an immediate annuity factor at early retirement age.

Other Benefits

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.

Schedule SB Attachment (Form 5500)—2011 Plan Year
Xerox Corporation Retirement Income Guarantee Plan
EIN: 16-0468020 PN: 333

Schedule SB, Part V—Summary of Plan Provisions

Deferred Vested	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.
Disability	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.
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.

Schedule SB Attachment (Form 5500)—2011 Plan Year
Xerox Corporation Retirement Income Guarantee Plan
EIN: 16-0468020 PN: 333

Schedule SB, Part V—Summary of Plan Provisions

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
- (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.

Schedule SB Attachment (Form 5500)—2011 Plan Year
Xerox Corporation Retirement Income Guarantee Plan
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Schedule SB, Part V—Summary of Plan Provisions

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)—2011 Plan Year
Xerox Corporation Retirement Income Guarantee Plan
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Schedule SB, Part V—Summary of Plan Provisions

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, 2011 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, 2011 includes 352 disabled participants not yet receiving pension payments. The distribution of active participants as of January 1, 2011 by pay, age, and service shown on the Schedule of Active Participant Data (attachment to Line 26) excludes these 352 disabled participants who have no current pay but continue to accrue pension benefits.

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

Schedule SB Attachment (Form 5500)—2011 Plan Year
Xerox Corporation Retirement Income Guarantee Plan
EIN: 16-0468020 PN: 333

Schedule SB, line 32—Schedule of Amortization Bases

Type of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	\$ 82,128,193	January 1, 2010	6	\$ 15,250,663
Shortfall	\$ 270,351,234	January 1, 2011	7	\$ 44,480,754