

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 10-K**

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(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended: **December 31, 2013**
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from: \_\_\_\_\_ to: \_\_\_\_\_

Commission File Number **001-04471**

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**New York**  
(State of incorporation)  
**P.O. Box 4505, 45 Glover Avenue,**  
**Norwalk, Connecticut 06856-4505**  
(Address of principal executive offices)

**16-0468020**  
(IRS Employer Identification No.)  
  
**(203) 968-3000**  
(Registrants telephone number, including area code)

**Securities registered pursuant to Section 12(b) of the Act:**

| Title of each class                | Name of each exchange on which registered                       |
|------------------------------------|---|
| <b>Common Stock, \$1 par value</b> | <b>New York Stock Exchange</b><br><b>Chicago Stock Exchange</b> |

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by a check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by a check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the voting stock of the registrant held by non-affiliates as of June 30, 2013 was \$11,179,071,063.

Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of the latest practicable date:

| Class                       | Outstanding at January 31, 2014 |
|-----------------------------|---------------------------------|
| Common Stock, \$1 par value | 1,184,945,440                   |

#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the following document are incorporated herein by reference:

| Document  | Part of Form 10-K in which Incorporated |
|---|---|
| Xerox Corporation Notice of 2014 Annual Meeting of Shareholders and Proxy Statement (to be filed no later than 120 days after the close of the fiscal year covered by this report on Form 10-K) | III                                     |

## FORWARD-LOOKING STATEMENTS

From time to time, we and our representatives may provide information, whether orally or in writing, including certain statements in this Annual Report on Form 10-K, which are deemed to be "forward-looking" within the meaning of the Private Securities Litigation Reform Act of 1995 (the "Litigation Reform Act"). These forward-looking statements and other information are based on our beliefs as well as assumptions made by us using information currently available.

The words "anticipate," "believe," "estimate," "expect," "intend," "will," "should" and similar expressions, as they relate to us, are intended to identify forward-looking statements. These statements reflect our current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated, expected or intended or using other similar expressions. We do not intend to update these forward-looking statements, except as required by law.

In accordance with the provisions of the Litigation Reform Act, we are making investors aware that such forward-looking statements, because they relate to future events, are by their very nature subject to many important factors that could cause actual results to differ materially from those contemplated by the forward-looking statements contained in this Annual Report on Form 10-K, any exhibits to this Form 10-K and other public statements we make. Such factors include, but are not limited to: changes in economic conditions, political conditions, trade protection measures, licensing requirements and tax matters in the United States and in the foreign countries in which we do business; changes in foreign currency exchange rates; actions of competitors; our ability to obtain adequate pricing for our products and services and to maintain and improve cost efficiency of operations, including savings from restructuring actions and the relocation of our service delivery centers; the risk that multi-year contracts with governmental entities could be terminated prior to the end of the contract term; the risk in the hiring and retention of qualified personnel; the risk that unexpected costs will be incurred; the risk that subcontractors, software vendors and utility and network providers will not perform in a timely, quality manner; our ability to recover capital investments; the risk that our Services business could be adversely affected if we are unsuccessful in managing the start-up of new contracts; development of new products and services; our ability to protect our intellectual property rights; our ability to expand equipment placements; the risk that individually identifiable information of customers, clients and employees could be inadvertently disclosed or disclosed as a result of a breach of our security; service interruptions; interest rates, cost of borrowing and access to credit markets; reliance on third parties, including subcontractors, for manufacturing of products and provision of services; our ability to drive the expanded use of color in printing and copying; the outcome of litigation and regulatory proceedings to which we may be a party; and other factors that are set forth in the "Risk Factors" section, the "Legal Proceedings" section, the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section and other sections of this Annual Report on Form 10-K, as well as in our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

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## PART I

### ITEM 1. BUSINESS

Xerox is the world's leading enterprise for business process and document management solutions. We provide services, technology and expertise to enable our customers - from small businesses to large global enterprises - to focus on their core business and operate more effectively.

2013 marked the 75th anniversary of the first xerographic image, which was created by Chester Carlson to simplify the process of copying information. His invention would eventually lead to the formation of Xerox Corporation and the birth of an industry. Even today, this xerographic process remains at the heart of most office printers and copiers around the world.

Xerox has changed greatly in size and scope since the invention of the copier. However, the company's basic principles have remained the same. From printers and multifunction devices, to business services and solutions for transportation, education and healthcare our engineers, scientists and researchers continue to invent ways that make work, and life, a little simpler.

We are a leader across large, diverse and growing markets estimated at over \$600 billion. The global **business process outsourcing** and **information technology outsourcing** markets are estimated to be in excess of \$250 billion each. These markets are very broad, encompassing horizontal business processes as well as industry-specific processes. The **document management** market is estimated at roughly \$100 billion. This market is comprised of the document systems, software, solutions and services that our customers have relied on for years to help run their businesses and reduce their costs. Xerox led the establishment of the managed print services market, and continues as the industry leader today.

*Market estimates are derived from third-party forecasts produced by firms such as Gartner and NelsonHall, and from our internal assumptions.*

The following are some additional insights into these business areas:

**Business Process Outsourcing (BPO):** We are the largest worldwide diversified business process outsourcing company, with an expertise in managing transaction-intensive processes. This includes services that support all enterprises through offerings such as customer care, finance and accounting, and human resources, as well as vertically focused offerings in areas such as healthcare, transportation, retail and telecommunications.

**Information Technology Outsourcing (ITO):** Our specialty is the design, development, and delivery of flexible IT solutions, mapped to each client's needs and standards. Our secure data centers, help desks and managed storage facilities around the world provide a reliable IT infrastructure.

**Document Technology and Document Outsourcing (DO):** Our document technology products and solutions support the work processes of our customers, and provide them with an efficient, cost effective printing and communications infrastructure. Our managed print services offering helps customers optimize the use of document systems across small businesses or large global enterprises.

### Our Strategy and Business Model

Our strategy is to create sustained shareholder value through growth in business services and continued leadership in document technology. We will also create value through expanding margins and profits as well as a balanced capital allocation strategy that returns cash to shareholders, while investing for growth and competitive advantage. To accomplish this, we have established the following strategic priorities:

## Services-Driven Revenue Growth and Global Expansion

Through ongoing innovation and acquisitions, over half of the Company's revenue was derived from business services in 2013. Our target is to increase business services to approximately two-thirds of total revenue by 2017.

The majority of our BPO and ITO revenues are currently derived from services provided to customers in the U.S. By leveraging our existing global presence and customer relationships, we are expanding our BPO and ITO services internationally. In addition, we expect to grow globally through acquisitions. Three of the four Services segment acquisitions in 2013 were made outside of the U.S.

## Strengthen and Differentiate Our Portfolio

- **Portfolio Management:** Xerox has a broad and diverse set of offerings in Services and a strong and well-positioned product portfolio in Document Technology. We are strengthening our market positions by evaluating our businesses and focusing our investments in areas where we have an advantage, and where the greatest market opportunities exist. We expect to accomplish this by targeting acquisitions and investing in businesses that will enhance our Services offerings and capabilities, capitalize on advantaged verticals and expand services globally, while maintaining our document technology leadership in attractive market segments.
- **Enhance Services Offerings and Capabilities:** Differentiating our Services offerings is key to our strategy. We direct our research & development (R&D) investments to areas such as data analytics and business process automation, and we are investing in attractive markets, such as healthcare, to create differentiation. In addition, our acquisitions target companies providing new capabilities and offering access to adjacent Services areas. We expect this will deliver incremental added value for our customers and drive profitable revenue growth for our business.
- **Maintain Document Technology and Outsourcing Leadership in Attractive Market Segments:** We continue to maintain leadership in Document Technology and managed print services (MPS). We are focused on maintaining this leadership position and continuing to innovate around our software, hardware and services offerings. For instance, in 2013: we launched Xerox® ConnectKey®, a major new software and solutions capability, across a number of multifunction printers in our product portfolio; we enhanced our competitive position in high-end color printing through our acquisition of Impika; and we leveraged our leadership in document technology to grow our BPO and ITO businesses.
- **Capitalize on Advantaged Verticals:** Across our business, we serve verticals where we have deep expertise resulting from years of experience, strong customer relationships, and large scale and renowned innovation. Capitalizing on the opportunities that these strengths provide will continue to be key to our growth.
  - One example of an advantaged vertical is healthcare, where we have built a \$2 billion business that touches every aspect of the industry - government, provider, payer, employer and pharmaceutical. In addition, we apply innovation to differentiate our unique offerings. As a result, we are positioned to capitalize on current industry trends, including the changes presented by healthcare reform in the U.S.
  - We also view transportation, wireless communications and graphic communications (among others) as advantaged verticals in which we have a leading position, strong capabilities and attractive market opportunities.

## Customer and Employee Focused

Our Services and Document Technology offerings and know-how are a powerful combination. But, at the end of the day, they are only as good as our people. Xerox people define the customer experience and, as such, define our reputation. That's why the value we deliver to customers is a point of pride for us and personifies Team Xerox, living our values and putting customers first every day. The charge in 2014 is to continue to keep the customer at the center of our world.

To help do that, we continue to nurture and develop our employees' talents by investing in HR processes and systems to equip them with modern tools that will make it easier for them to perform their job more effectively, manage their careers and provide more opportunities for growth and development. As our business improves, we will ensure that we share the Company's success with our employees.

### **Profitability In-Line with the Industry Best**

Margin expansion is a key priority and opportunity for Xerox that we will achieve through our continued focus on operational excellence, as well as specific initiatives aimed at improving our cost structure and portfolio mix. Our operational excellence model leverages our global delivery capabilities, production model, incentive-based compensation process, proprietary systems and financial discipline to deliver productivity and lower costs for our customers and for our business. As markets shift, we undertake restructuring to optimize our workforce and facilities to best align our resources with the growth areas of our business, and to maximize profitability and cash flow in businesses that are declining. In Services, we launched a major initiative to increase the percentage of our labor spend in low-cost countries over the next several years. We also have initiatives underway to continue to improve our software platform implementation and overall service delivery, which includes establishing strategic partnerships to supplement our internal capabilities. With ongoing efforts and targeted initiatives, we look to maintain or increase our competitive position with regard to profitability in each of our business areas.

### **Annuity-Based Business Model and Shareholder Centered Capital Allocation**

Our business is based on an annuity model that provides significant recurring revenue and cash generation. In 2013, 84 percent of our total revenue was annuity-based; it includes contracted services, equipment maintenance, consumable supplies and financing, among other elements. The remaining 16 percent of our revenue comes from equipment sales, either from lease agreements that qualify as sales for accounting purposes or outright cash sales.

We remain committed to using our strong cash flow to deliver shareholder returns now and in the future through a balanced capital allocation strategy that includes share repurchase, acquisitions and dividends.

### **Acquisitions and Divestitures**

Consistent with our strategy to expand our Services offerings through acquisitions, we acquired the following companies in 2013:

- In June, we acquired LearnSomething, Inc., a Florida-based provider of custom e-learning solutions and consumer education for the food, drug and healthcare industries. This acquisition broadens the services Xerox offers to these industries, providing retail companies with Web-based information programs that meet the regulatory, operational, continuing education and internal training needs of their diverse and widely-distributed workforces.
- In July, we acquired Customer Value Group Ltd (CVG), a London-based software company that specializes in cloud-based accounts receivable and customer relationship management software. CVG's primary product, Value+, is a Software-as-a-Service (SaaS) cloud application that simplifies the management of customer credit, collections and disputes; improving overall cash collections for our customers. With Value+, Xerox now offers a flexible solution that can be tailored to meet any business model, further strengthening our full suite of finance and accounting process services.
- In August, we acquired CPAS Systems, Inc., a Toronto-based company providing pension administration software to the private and public sectors. CPAS software simplifies administration and record keeping for defined benefit, defined contribution, and hybrid retirement savings plans and health, welfare and group life insurance premiums. CPAS will be offered as both a standalone software solution and as part of our human resources outsourcing services offering, with a special focus on the emerging market for government pension administration outsourcing.
- In December, we announced the intent to acquire Germany-based Invoco Holding GmbH to expand our European customer care services. The acquisition successfully closed in January 2014. Invoco provides our global customers immediate access to industry-leading German-language customer care services and provides Invoco's existing customers access to our broad business process outsourcing capabilities.

In the Document Technology segment, during 2013 we acquired the following businesses and pursued strategic transactions to expand and strengthen our product portfolio and distribution capabilities:

- In February, we acquired Impika, a leader in the design, production and sale of production inkjet printing solutions used for industrial, commercial, security, label and package printing. Impika, based in Aubagne, France, offers a portfolio of aqueous (water-based) inkjet presses utilizing proprietary technology. Since 2011, Xerox has been reselling the Impika brand in Europe and developing markets. The addition of Impika's technology to our existing CiPress® offerings enables Xerox to go to market with the industry's broadest range of digital presses, strengthening our leadership in digital color production printing.
- Consistent with our strategy to expand distribution to under-penetrated markets, we acquired Zeno Office Systems in April and Oklahoma Office Systems in July.
- In December, we sold a portion of our Wilsonville, Oregon, product design, engineering and chemistry group, and related assets that were surplus to our needs, to 3D Systems, Inc. (3D Systems). The sale involved the transfer of approximately 100 engineers and contractors to 3D Systems. The related assets included laboratory, testing and modeling equipment. The sale also included a grant of a non-exclusive license to certain patents and non-patented intellectual property to enable 3D Systems to continue development of certain technologies associated with the transferred employees and related assets. Xerox retained ink and print head development resources along with research relevant for digital printing and the 3D market.

Within the Other segment, Xerox divested its North American (U.S. and Canadian) and its Western European paper businesses in 2013. The divestiture of these businesses is consistent with our ongoing effort to manage our portfolio to focus more on services and develop innovative technologies. These divestitures do not affect the manufacture, sale or support of our broad range of consumables, such as toner, ink and Xerox® replacement cartridges.

## Innovation and Research

Xerox has a rich heritage of innovation, and innovation continues to be a core strength of the Company, as well as a competitive differentiator. Our investments in innovation align with our growth opportunities in areas like business process services, color printing and customized communication. Our aim is to create value for our customers, for our shareholders, and for our people by driving innovation in key areas. Our research efforts can be categorized under four themes:

1. **Transforming Data into Actionable Decisions:** Competitive advantage can be achieved by better utilizing available and real-time information. Today, information resides in an ever increasing universe of servers, repositories and formats. The vast majority of information is unstructured, including text, images, voice and videos. One key research area is making sense of unstructured information using natural language processing and semantic analysis. A second major research area focuses on developing proprietary methods for prescriptive analytics applied to business processes. Here, we seek to better manage very large data systems in order to extract business insights and use these insights to provide our clients with actionable recommendations. Tailoring these methods to various vertical applications leads to new customer value propositions.

**Example:** Xerox developed an analytics-based engine that dynamically adjusts parking rates based on driver demand for spaces and availability. It models how people choose parking spaces and the flexibility available to drivers about where, when and for how long they stay. The parking engine is integrated as a module into our new Merge® parking management system, which is a single portal for managing a city's meters, pay-by-mobile phone, sensors, enforcement and collections.



2. **Creating Agile Business Processes:** Businesses require agility in order to quickly respond to market changes and new business requirements. To enable greater business process agility, our research goals are to simplify, automate and enable business processes on the cloud via flexible platforms that run on robust and scalable infrastructures. Automation of business processes benefits from our research on image, video and natural language processing as well as machine learning. Application of these methods to business processes enables technology to perform tasks that today are performed manually by workers, thus allowing workers to focus on higher level tasks.

**Example:** Xerox is adapting its expertise in imaging to the area of Computer Vision. The ability to extract and analyze vast amounts of information from videos and images touches areas as diverse as surveillance, healthcare, education, transportation, environmental sciences and reading written records. In transportation, researchers have developed a high-speed, video-based license plate recognition technology that is 99 percent accurate. Deployed in Los Angeles, it automates highway toll collection. Retailers and other large enterprises are working with our scientists to extract information from video about customer satisfaction and other valuable information. And in healthcare, we are working on ways to detect vital signs from video images.

3. **Making Personalization Pervasive:** Whether talking about business correspondence, personal communication, manufactured items or an information service, personalization increases the value to the recipient. Our research leads to technologies that improve the efficiency, economics and relevance of business services, such as customer care, benefits and educational services. Our proprietary printing technologies give us a strong platform to research and develop methods that create affordable, ubiquitous color printing. We also research how to expand the application of digital printing to cover new applications such as packaging printing and printing directly on end-use products.

**Example:** Xerox® Ignite® Educator Support System is a Web-based, teacher tool for printing, scanning and scoring a variety of assessments. With Ignite, teachers can give tests and also use the information they gather to tailor their instruction along the way. This solution enables personalized assessments of students and highlights key learning strengths and deficiencies, thereby allowing teachers to optimize learning programs for individual students.

4. **Enabling the Sustainable Enterprise:** Global demand for energy, and the environmental consequences of products used by enterprises and consumers, has elevated customer interest in sustainable solutions. Our research develops technologies that minimize the environmental impact of document systems and business processes. We seek opportunities to utilize processes and components that minimize life-cycle footprint and waste, and create zero bioaccumulation. We also actively seek to incorporate bio-based materials in our printing consumables. To help our customers optimize their operations, research is creating new enterprise-wide energy optimization tools, and user sustainability feedback systems.

#### Global Research Centers

We have five global research centers each with a unique area of focus. They are places where creativity and entrepreneurship are truly valued. Our leadership has empowered employees to deliver leading-edge research and high-impact innovations that make a difference to our clients and the world. Our research centers are:

- **Palo Alto Research Center (PARC):** A wholly-owned subsidiary of Xerox located in the heart of Silicon Valley, PARC provides Xerox commercial and government clients with R&D and open innovation services. PARC scientists have deep technological expertise in big data analytics, networking, printed electronics, energy, and digital design and manufacturing.
- **Xerox Research Centre of Canada (XRCC):** Located in Mississauga, Ontario, Canada, XRCC is our materials research center with a focus on imaging and consumable materials. These include toners, inks and smart materials for our document technology business, as well as materials for digital manufacturing.
- **Xerox Research Center Webster (XRCW):** Located in Webster, New York, XRCW focuses on innovation for our document technology business and in areas that impact our healthcare, transportation and the overall Services segment. Our work here includes data and video analytics, intelligent sensing, computer vision and urban informatics.

- **Xerox Research Centre Europe (XRCE):** Located in Grenoble, France, XRCE research aims to differentiate Xerox business process service offerings by simplifying them and making them more automated, intelligent and agile. The center combines its world-class expertise in imaging, text and data analytics, with insights from its ethnographic studies to create and design innovative and disruptive technology.
- **Xerox Research Center India (XRCI):** Located in Bangalore, India, XRCI explores, develops, and incubates innovative solutions and services for our global customers, with a special focus on emerging markets.

**Investment in R&D** is critical for competitiveness in our fast-paced markets. One of the ways that we maintain our market leadership is through strategic coordination of our R&D with Fuji Xerox (an equity investment in which we maintain a 25 percent ownership interest). We have aligned our R&D investment portfolio with our growth initiatives, including enhancing customer value by building on our business process services leadership and accelerating our color leadership.

Our total research, development and engineering expenses (RD&E) (including sustaining engineering expenses, which are the hardware engineering and software development costs incurred after we launch a product) totaled \$601 million in 2013, \$655 million in 2012 and \$719 million in 2011. Fuji Xerox R&D expenses were \$724 million in 2013, \$860 million in 2012 and \$880 million in 2011.

## Segment Information

Our reportable segments are Services, Document Technology and Other. We present operating segment financial information in Note 2 - Segment Reporting in the Consolidated Financial Statements, which we incorporate by reference here. We have a broad and diverse base of customers by both geography and industry, ranging from small and midsize businesses (SMBs) to graphic communications companies, governmental entities, educational institutions and Fortune 1000 corporate accounts. None of our business segments depends upon a single customer, or a few customers, the loss of which would have a material adverse effect on our business.

### Revenues by Business Segment

Our Services segment is the largest segment within the Company, with \$11,859 million in revenue in 2013, representing 55 percent of total revenue. The Document Technology segment contributed \$8,908 million in revenue, representing 42 percent of total revenue. The Other segment contributed \$668 million in revenue, representing 3 percent of total revenue.

### Services Segment

We provide comprehensive services in global markets across all major industries and government agencies. These services help our clients simplify the way work gets done, providing them more time and resources to allocate to their core operations, enabling them to respond rapidly to changing technologies and reducing expenses associated with their business processes and information technology support.

Our Services segment comprises three service offerings: Business Process Outsourcing (BPO), Information Technology Outsourcing (ITO) and Document Outsourcing (DO).

### Business Process Outsourcing

We are the largest worldwide diversified BPO company, with an expertise in transaction-intensive offerings tailored for several industries. BPO represented 59 percent of our total Services segment revenue in 2013. Our BPO services are delivered through three market-oriented operating sectors: Healthcare, Commercial and Government and Transportation Services. Our services include:

### Healthcare Services

The healthcare industry is experiencing a radical transformation. Xerox is uniquely positioned across all segments of the industry to help our customers meet these challenges with innovative, scalable and flexible services tailored to their needs. Examples include:

- Directly supporting U.S. government programs for Medicaid expansion and state Health Insurance Exchanges.
- Services for payers and providers that support increased participation, reduce costs, improve care and meet new regulatory requirements.
- Offering a private exchange solution for employers through our Human Resource Services group. This solution benefits both the employee and employer through reduced costs, and improved employee care and wellness.

We apply our deep healthcare and innovation expertise across the healthcare ecosystem including providers and payers, employers and government agencies. We help these customers focus on delivering better, more accessible and more affordable healthcare, which leads to better health and wellness for their constituencies. We have three market-facing verticals: Government, Payer and Pharma, and Provider.

- **Government Healthcare Solutions:** We provide administrative and care management solutions to state Medicaid programs and federally-funded government healthcare programs. We provide a broad range of innovative solutions to 37 states, which includes providing Health Insurance Exchange support services to seven states. Our services include processing Medicaid claims, pharmacy benefits management, clinical program management, supporting health information exchanges, eligibility application processing and determination, management of long-term care programs, delivering public and private health insurance exchange services and care and quality management.
- **Healthcare Payer and Pharma:** We deliver administrative efficiencies to our healthcare payer and pharmaceutical clients through scalable and flexible transactional business solutions, which encompass our global delivery model and domestic payer service centers. We support the top 20 U.S. commercial health plans, touching nearly two-thirds of the insured population in the U.S. Our services include data capture, claims processing, customer care, inside sales, recovery services and healthcare communications. We also provide these services to payers outside of healthcare. No other competitor has offerings in all of these areas.
- **Healthcare Provider Solutions:** For hospitals, doctors and other care providers, we offer technology services and adoption solutions that simplify healthcare operations. This includes consulting for system selection, implementation support, training and education, technology and infrastructure services, and analytical tools supporting clinical care, case management and metrics for quality and benchmarking. We serve every large health system in the U.S., with contracts in all 50 states. Our services help our clients improve access to patient data, achieve tighter regulatory compliance, realize greater operational efficiencies, reduce administrative costs and provide better health outcomes.

#### Commercial Services

- **Human Resource Services (HRS):** From actuarial expertise to a full range of human resources (HR) consulting that includes employee service centers, learning, retirement, health, private healthcare exchange and welfare services, our extensive experience provides an option for organizations that need to transform their human resources, learning or reward functions. We help HR departments engage employees as individuals by communicating with personalized messages and enable employees to get smarter about managing their own health, wealth and career outcomes.
- **Financial Services:** We serve clients in many industries by managing their critical finance, accounting and procurement processes. Our methodologies enable transformation and continuous improvement for each client. Our services span corporate finance and decision support, order to cash and record to report. In addition, we provide outsourcing of financial aid and enrollment office operations for colleges and universities, and back-room functions such as customer services, transaction processing and mailroom operations for the financial services industry.
- **Customer Care:** With more than two decades of experience in contact center outsourcing, we have expertise in many industry segments and verticals, including telecommunications, high tech, eCommerce, retail, travel, logistics, financial services and healthcare. We provide customer service, tech support, sales and collections and other services via multiple channels including phone, SMS, chat, interactive voice response (IVR), social networks and email. We have locations in more than 160 countries, with over 50,000 agents who provide customer care services in approximately thirty languages on behalf of our clients around the world.

- **Retail, Travel, Litigation and Learning:** We provide technology-based transactional services for retail, travel and non-healthcare insurance companies, as well as e-discovery services for corporations and law firms. With targeted industry focus, we handle data entry, mailrooms, imaging input and hosting, call centers and help desks.
- **Communication & Marketing Services (CMS):** CMS delivers end-to-end outsourcing for design, creation, marketing, logistics and distribution services that help clients communicate with their customers and employees more effectively. We deliver communications through traditional routes, such as print, but also through a growing number of multimedia channels, including SMS, web, email and mobile media. We help our clients identify how their customers want to be engaged, tailor content, translate content, personalize communication, select the appropriate channel, execute on campaigns and measure the resulting success.

#### Government and Transportation Services

- **Transportation Services:** We provide revenue-generating solutions for our government clients in over 35 countries. Our services include public transit and fare collection, electronic toll collection, parking management, photo enforcement and commercial vehicle operations. We create simple and reliable processes for operators and government agencies, and we are differentiated by the breadth of our offerings and innovative technology.
- **Government Services:** We support our government clients with services targeting key agencies within federal, state, county and municipal governments. Our clients include Health and Human Services, Veterans Administration, Treasury, Safety and Justice, and Government Administration. Our services span child support payment processing, tax and revenue systems, eligibility systems and services, electronic payment cards, unclaimed property services, IT services and many other services. Our competitive advantage is our depth of agency specific expertise, and we have the scale required to deliver and manage programs at all levels of government.

#### Information Technology Outsourcing

We specialize in designing, developing and delivering effective IT solutions. Our secure data centers, help desks and managed storage facilities around the world provide a reliable IT infrastructure that minimizes the risk of disruption to our clients' daily operations. ITO represented 13 percent of our total Services segment revenue in 2013.

We provide ITO services across all industries, and have developed deep expertise in several key verticals including Healthcare, Retail, Manufacturing, Financial Services and Public Sector. Our ITO services include:

- **Managed IT Services:** We support our clients' needs for adaptable computing environments and their potential growth, and we provide comprehensive systems support services. We provide a 24/7 support organization that maintains a unified set of tools and processes that support our clients' IT environments, including systems administration, database administration, systems monitoring, batch processing, data backup, network and infrastructure management and capacity planning.
- **End-User Computing (EUC):** Our EUC services provide our clients with a comprehensive solution to manage end-user platforms and devices. These include help and service desks, wireless and mobility services, and desktop management. We design and execute strategies that address and resolve issues such as enterprise bandwidth constraints, unstable computing environments, areas of insecurity and unavailable network resources.
- **IT Solutions:** Our IT Solutions include cloud services, utility computing, desktop virtualization and other solutions. We design our solutions to quickly scale up or down and fit different business needs. Many of these solutions can be delivered through our cloud-based, multi-tenant infrastructure with compliance, monitoring and performance transparency built in.

## Document Outsourcing

We are the industry leader in document outsourcing services. We have more than 20 years of experience and 15,000 business professionals in more than 160 countries. We help companies optimize their printing infrastructure and simplify their communication and business processes so that they can grow revenue, reduce costs and operate more efficiently. Document Outsourcing represented 28 percent of our total Services segment revenue in 2013. Our two primary offerings within Document Outsourcing are Managed Print Services and Centralized Print Services.

- **Managed Print Services (MPS):** As the market leader in MPS, Xerox helps clients cut costs, increase productivity and meet their environmental sustainability goals while supporting their mobile and security needs. Our approach is built on three stages; it is a roadmap to manage clients' information today and provide ongoing insight for continuous innovation.

The first stage is to **Assess and Optimize**. We use best-in-class tools and processes to create a baseline of a client's current spend, then we design a solution that reduces costs by up to 30 percent and that supports sustainability goals. We look across the office and production environments to create a holistic view of the client's printing needs, and provide the accurate information needed to take action.

The second stage is **Secure and Integrate**. Once we have optimized our clients' printing environment, we ensure that everything is connected to their IT environment in a secure and compliant way. We activate solutions for enhanced security, printing from mobile devices and streamlining the IT environment by managing print servers and print queues. These offerings are supported by our help desk support.

The third stage is **Automate and Simplify**. With the right technology in place and securely integrated into our clients' IT environment, we improve employee productivity through automating paper-based processes by digitizing paper documents and leveraging content management, thus creating better workflows and reducing print.

We provide the most comprehensive portfolio of MPS services in the industry, supporting large global enterprises down through small and midsize businesses. We are recognized as an industry leader by several major analyst firms, including Gartner, IDC, Quocirca and Forrester.

Xerox® MPS complements and provides opportunities to expand existing BPO and ITO services. Within BPO accounts, Xerox® MPS helps to automate workflow and enhance employee productivity. In ITO accounts, MPS complements our clients' IT services that we currently manage and positions us as a complete IT services provider.

- **Centralized Print Services (CPS):** Xerox is the world leader in CPS. We work with clients to establish a common understanding of their business needs. We address the operational and financial aspects of their business and create a document production service that supports revenue growth.

Within CPS, our main offerings include: On-site print center support which consists of on-demand printing and copying, transactional printing, complete finishing, track and trace, global governance and mainframe production printing; external print procurement; mail and distribution; creative and design; cross-media; and e-publishing.

## Document Technology Segment

Document Technology includes the sale of products and supplies, as well as the associated technical service and financing of those products (which are not related to document outsourcing contracts). Our Document Technology business is centered around strategic product groups that share common technology, manufacturing and product platforms. The strategic product groups are: Entry, Mid-Range and High-End.

In 2013, we launched **Xerox® ConnectKey®** which is a software system and set of solutions embedded in our Entry and Mid-Range multifunction printers (MFP's). ConnectKey responds to an increasingly mobile workforce, and the need for more advanced IT security across connected devices. ConnectKey-enabled MFPs use the industry's first embedded security protection from McAfee. These new MFPs also incorporate additional security with Cisco's TrustSec, which protects data paths to and from the devices.

With ConnectKey's open Application Programming Interface (API), reseller partners, systems integrators, solutions developers and managed service providers can develop and embed applications on the MFP. Additional features include cloud access, connect to SharePoint, easy IT integration and mobile print.

### Entry

Entry comprises desktop monochrome and color printers and multifunction printers ranging from small personal devices to workgroup printers and MFPs that serve the needs of demanding office users. Entry products represented 21 percent of our total Document Technology segment revenue in 2013 and are sold worldwide in all segments from SMB to enterprise, principally through a global network of reseller partners and service providers.

In 2013, we continued to build on our position in the market:

- Expanded our channel reach, partner programs and capacity to support the needs of small to midsize businesses in our customers' preferred buying locations.
- Made our products more efficient and cost effective to deploy, in conjunction with our MPS offerings.
- Launched products and solutions that help individuals, small work teams, large workgroups or whole departments achieve their business goals.

The following devices were also launched during 2013:

- **The WorkCentre® 3615 Multifunction Printer and Phaser® 3610 printers:** These desktop monochrome devices are designed for small offices or distributed applications in the enterprise. They feature class-leading speed and productivity.
- **The WorkCentre® 7220 and 7225:** Powered by the Xerox® ConnectKey® Controller, the small A3-capable footprint, and quiet operation, make the WorkCentre 7200 series color multifunction printer ideal for workgroups in small offices and the enterprise.
- **ColorQube® 8700/8900 Series:** Our existing ColorQube 8700 and ColorQube 8900 multifunction printers were updated with ConnectKey. This update enhances productivity and allows for these products to leverage the ConnectKey product and solutions portfolio.

### Mid-Range

Mid-Range comprises products for enterprises of all sizes. They are sold through dedicated Xerox-branded partners, our direct sales force, indirect multi-branded channel partners and resellers worldwide. Our Mid-Range products represented 58 percent of our total Document Technology segment revenue in 2013. We offer a wide range of multifunction printers, copiers, digital printing presses and light production devices that deliver flexibility and advanced features.

The following mid-range devices were launched during 2013, which includes the ConnectKey-enabled MFPs:

- **Xerox® WorkCentre® 7800 Series:** These ConnectKey-enabled MFPs offer speeds from 30 ppm to 55/50 ppm. The Hi-Q LED print engine technology consumes less energy and space, and produces less noise, while offering printing resolutions of 1200 x 2400 dpi.
- **Xerox® ColorQube® 9300 Series:** The series combines our solid ink innovation with our ConnectKey capabilities. This results in a multifunction printer that produces vivid color quality that is affordable and produces significantly less printing waste versus comparable color laser devices. The device copies and prints at speeds up to 60 ppm, while increasing productivity even further with speeds up to 85 ppm in Fast Color mode for draft or short-life documents.
- **Xerox® WorkCentre® 5800 Series:** These black-and-white workgroup and departmental A3 multifunction printers are ConnectKey-enabled, and range from 45 ppm to 90 ppm. They replace the WorkCentre 5700 family.
- **Xerox® Color 570 Printer:** This light production color printer prints at speeds up to 75 ppm. It is targeted at customers who have multiple needs and requirements, which means it can accommodate quick print shops, in-plant operations, agencies, small businesses and manufacturers. The combination of 2400 x 2400 dpi resolution and our EA Toner results in vibrant and detailed prints with an offset-like finish.
- **Xerox® D136 Copier/Printer and Printer:** These light production monochrome devices print at speeds up to 136 ppm. With oversized and high-capacity feeders, the devices can accommodate various paper sizes and custom stock - handling an additional 4,000 sheets for uninterrupted production runs. The devices' array of finishing options can improve pay-for-print providers profits, while reducing costs for in-plant print shops.

### High-End

Our High-End digital color and monochrome solutions are designed for customers in the graphic communications industry and for large enterprises. Our High-End products comprised 21 percent of our total Document Technology segment revenue in 2013. These High-End solutions enable digital, full-color, on-demand printing of a wide range of applications, including variable data for personalized content and 1:1 marketing.

During 2013, a key initiative in this space was the expansion of our workflow software portfolio. **FreeFlow® Core**, a new modular, scalable, open automation platform, is a key new offering at the center of the workflow suite. Another new offering, **FreeFlow® Digital Publisher**, uses FreeFlow Core to automate workflows that enable both print and e-media content, which provides a new revenue source for Xerox print customers. Other solutions include **Xerox® IntegratedPLUS Automated Color Management**, which enables more effective image quality control across a fleet of presses. Each of these solutions automate processes that allow our customers to reduce costs, produce more jobs and grow their businesses.

Within the hardware portfolio, the most significant advancement was the acquisition of Impika. Impika is a leader in the design, production and sale of high-speed, continuous-feed inkjet printing systems that are used for commercial and industrial printing. The Impika offerings include the **iPrint eVolution, iPrint Compact and iPrint Reference**. These presses utilize proprietary, aqueous inkjet technology, and print at speeds as fast as 832 feet (254 meters) per minute. The Impika products join the **Xerox® CiPress Production Inkjet Systems** in our high-speed inkjet lineup, strengthening our position in this rapidly growing segment.

In addition to the acquisition of Impika, we built on our industry-leading product lineup in 2013 with the launch of several products:

- **Xerox® Color J75 & C75 Presses:** In February, we introduced the Xerox entry production color family, the Color J75 and C75 Presses. These products print at speeds up to 75 ppm and include a wide range of finishing options. The J75 includes the Xerox® Automated Color Quality Suite, which delivers outstanding productivity and quality.

- **Xerox® iGen4® Diamond Edition:** The newest product in the iGen® family, the Xerox® iGen4 Diamond Edition digital press, incorporates the latest image quality, automation and productivity innovations from the flagship Xerox® iGen 150 into the iGen4 platform, providing unmatched flexibility, productivity and profitability. Automation from beginning to end speeds up turnaround times and delivers improved profitability for print providers.
- **Xerox® Color 8250 Production Printer:** In June, we launched the Color 8250 Production Printer. Based on Xerox® iGen technology, the 8250 is a cost-effective, high-speed cut-sheet system that is designed to deliver high volume business-quality color on uncoated papers. When coupled with the FreeFlow suite, the 8250 is ideal for producing high volumes of personalized direct mail and transactional documents.
- **Xerox® Wide Format IJP 2000:** The Wide Format IJP 2000, an inkjet based press, was launched in September. The IJP 2000 helps customers produce a variety of high-quality, high-value jobs on a wide range of media, including papers, vinyl and banner fabric.
- **Xerox® CiPress Single Engine Duplex:** The Single Engine Duplex configurations of the CiPress 500 and 325 Production Inkjet Systems were launched in September, enabling two-sided printing in a single print engine. This configuration helps customers reduce costs while delivering exceptional reliability and performance in a compact, economical footprint.

## Other Segment

The Other segment includes paper sales in our developing market countries, wide-format systems, licensing revenue, Global Imaging Systems network integration solutions and electronic presentation systems and non-allocated corporate items, including Other expenses, net. Paper comprised approximately one-third of the revenues in the Other segment in 2013, which is lower than the 59 percent in 2012 due to the sale of our North American and Western European paper businesses during 2013.

## Geographic Information

Our global presence is one of our core strengths. Overall, 32 percent of our revenue is generated by customers outside the U.S. We have a significant opportunity to take advantage of our global presence and customer relationships to expand our Services business in Europe and developing markets.

In 2013, our revenues by geography were as follows: U.S.: \$14,534 million (68 percent of total revenue), Europe:\$4,574 million (21 percent of total revenue), and Other areas: \$2,327 million (11 percent of total revenue). Revenues by geography are based on the location of the unit reporting the revenue and include export sales.

## Patents, Trademarks and Licenses

Xerox and its subsidiaries were awarded 1,168 U.S. utility patents in 2013. On that basis, we would rank 23rd on the list of companies that were awarded the most U.S. patents during the year. Including our research partner Fuji Xerox, we were awarded about 1,950 U.S. utility patents in 2013. Our patent portfolio evolves as new patents are awarded to us and as older patents expire. As of December 31, 2013, we held about 12,100 U.S. design and utility patents. These patents expire at various dates up to 20 years or more from their original filing dates. While we believe that our portfolio of patents and applications has value, in general no single patent is essential to our business or any individual segment. In addition, any of our proprietary rights could be challenged, invalidated or circumvented, or may not provide significant competitive advantages.

In the U.S., we are party to numerous patent-licensing agreements and, in a majority of them, we license or assign our patents to others in return for revenue and/or access to their patents. Most patent licenses expire concurrently with the expiration of the last patent identified in the license. In 2013, we added 11 new agreements to our portfolio of patent-licensing and sale agreements, and Xerox and its subsidiaries were licensor or seller in seven of the agreements. We are also a party to a number of cross-licensing agreements with companies that hold substantial patent portfolios, including Canon, Microsoft, IBM, Hewlett-Packard, Océ, Sharp, Samsung, Seiko Epson and Toshiba TEC. These agreements vary in subject matter, scope, compensation, significance and time.



In the U.S., we own more than 500 U.S. trademarks, either registered or applied for. These trademarks have a perpetual life, subject to renewal every 10 years. We vigorously enforce and protect our trademarks.

## Marketing and Distribution

We operate in over 160 countries, providing the industry's broadest portfolio of document technology, services and software, and the most diverse array of business processes and IT outsourcing support through a variety of distribution channels around the world. We manage our business based on the principal segments described earlier. We have organized the marketing, selling and distribution of our products and services by geography, channel type and line of business.

We go to market with a services-led approach and sell our products and services directly to customers through our world-wide sales force and through a network of independent agents, dealers, value-added resellers, systems integrators and the Web. In addition, our wholly-owned subsidiary, Global Imaging Systems (GIS), an office technology dealer which is comprised of regional core companies in the U.S., sells and services document management systems, network integration devices and electronic presentation systems. We continued to expand our distribution to small and mid-size businesses in 2013 as GIS acquired two companies.

Our brand is a valuable resource and continues to be ranked in the top percentile of the most valuable global brands. In Europe, Africa, the Middle East and parts of Asia, we distribute our products through Xerox Limited, a company established under the laws of England, as well as through related non-U.S. companies. Xerox Limited enters into distribution agreements with unaffiliated third parties to distribute our products in many of the countries located in these regions, and previously entered into agreements with unaffiliated third parties who distribute our products in Sudan and Syria. Sudan and Syria, among others, have been designated as state sponsors of terrorism by the U.S. Department of State and are subject to U.S. economic sanctions. We maintain an export and sanctions compliance program, and believe that we have been and are in compliance with U.S. laws and government regulations for these countries. We have no assets, liabilities or operations in these countries other than liabilities under the distribution agreements. After observing required prior notice periods, Xerox Limited terminated its distribution agreements with distributors servicing Sudan and Syria in August 2006. Now, Xerox has only legacy obligations to third parties, such as providing spare parts and supplies to these third parties. In 2013, total Xerox revenues of \$21.4 billion included less than \$20 thousand attributable to Sudan and Syria.

## Competition

Although we encounter competition in all areas of our business, we are the leader -- or among the leaders -- in each of our principal business segments. We compete on the basis of technology, performance, price, quality, reliability, brand, distribution and customer service and support.

In the Services business, our larger competitors include Accenture, Aon, Computer Sciences Corporation, Convergys, Dell, Genpact, Hewlett-Packard, IBM and Teletech. In addition, we compete with in-house departments that perform the functions that could be outsourced to us.

In the Document Technology business, our larger competitors include Canon, Hewlett-Packard, Konica Minolta, Lexmark and Ricoh.

Our brand recognition, positive reputation for business process and document management, innovative technology and service delivery are our competitive advantages. This combined with our breadth of product offerings, global distribution channels and customer relationships positions us as a strong competitor going forward.

## Global Employment

Globally, we have approximately 143,100 direct employees, including approximately 6,400 sales professionals, approximately 10,800 technical service employees and approximately 97,000 employees serving our customers through on-site operations or off-site delivery centers.

## Customer Financing

We finance a large portion of our direct channel customer purchases of Xerox equipment through bundled lease agreements. Financing facilitates customer acquisition of Xerox technology and enhances our value proposition, while providing Xerox an attractive gross margin and a reasonable return on our investment in this business. Additionally, because we primarily finance our own products and have a long history of providing financing to our customers, we are able to minimize much of the risk normally associated with a finance business.

Because our lease contracts permit customers to pay for equipment over time rather than at the date of installation, we maintain a certain level of debt to support our investment in these lease contracts. We fund our customer financing activity through a combination of cash generated from operations, cash on hand, proceeds from capital market offerings and the sale of selected finance receivables. At December 31, 2013, we had \$4.5 billion of finance receivables and \$0.6 billion of equipment on operating leases, or Total Finance assets of \$5.1 billion. We maintain an assumed 7:1 leverage ratio of debt to equity as compared to our Finance assets, which results in the majority of our \$8.0 billion of debt being allocated to our financing business.

Refer to "Customer Financing Activities" in the Capital Resources and Liquidity section of Management's Discussion and Analysis included in Item 7 of this 2013 Form 10-K, which is incorporated here by reference, for additional information.

## Manufacturing and Supply

Our manufacturing and distribution facilities are located around the world. The Company's largest manufacturing site is in Webster, N.Y., where we produce Xerox® iGen and Nuvera® systems, components, EA Toner, consumables, fusers, photoreceptors, and other products. Our other primary manufacturing operations are located in: Dundalk, Ireland, for our High-End production products and consumables; and Wilsonville, OR, for solid ink products, consumable supplies and components for our mid-range and entry products. We also have a facility in Venray, Netherlands, which provides supplies manufacturing and supply chain management for the Eastern Hemisphere.

Our master supply agreement with Flextronics, a global electronics manufacturing services company, to outsource portions of manufacturing for our mid-range and entry businesses, continues through 2014 (exclusive of extension rights). We also acquire products from various third parties in order to increase the breadth of our product portfolio and meet channel requirements.

We have arrangements with Fuji Xerox under which we purchase and sell products, some of which are the result of mutual research and development agreements. Refer to Note 8 - Investments in Affiliates, at Equity in the Consolidated Financial Statements, which is incorporated here by reference, for additional information regarding our relationship with Fuji Xerox.

## Services Global Production Model

Our global services production model is one of our key competitive advantages. We have approximately 130 Strategic Delivery Centers located around the world, including India, Philippines, Jamaica, Mexico, Guatemala, Colombia, Brazil, Chile, Argentina, Ireland, Spain, Poland and Romania. These locations are comprised of Customer Care Centers, Mega IT Data Centers, Finance and Accounting Centers, Human Resource Centers and Document Process Centers. Our global production model is enabled by the use of proprietary technology, which allows us to securely distribute client transactions within data privacy limits across a global workforce. This global production model allows us to make the most of lower-cost production locations, consistent methodology and processes, and time zone advantages.

## Fuji Xerox

Fuji Xerox is an unconsolidated entity in which we own a 25 percent interest, and FUJIFILM Holdings Corporation (FujiFilm) owns a 75 percent interest. Fuji Xerox develops, manufactures and distributes document processing products in Japan, China, Hong Kong, other areas of the Pacific Rim, Australia and New Zealand. We retain significant rights as a minority shareholder. Our technology licensing agreements with Fuji Xerox ensure that the two companies retain uninterrupted access to each other's portfolio of patents, technology and products.

## International Operations

The financial measures by geographical area for 2013, 2012 and 2011 that are included in Note 2 - Segment Reporting in the Consolidated Financial Statements, are incorporated here by reference. See also the risk factor entitled "Our business, results of operations and financial condition may be negatively impacted by economic conditions abroad, including local economies, political environments, fluctuating foreign currencies and shifting regulatory schemes" in Part I, Item 1A included herein.

## Backlog

Backlog, or the value of unfilled orders, is not a meaningful indicator of future business prospects because of the significant proportion of our revenue that follows contract signing and/or equipment installation, the large volume of products we deliver from shelf inventories and the shortening of product life cycles.

## Seasonality

Our revenues are affected by such factors as the introduction of new products, the length of sales cycles and the seasonality of technology purchases and services unit volumes. These factors have historically resulted in lower revenues, operating profits and operating cash flows in the first quarter and the third quarter.

## Other Information

Xerox is a New York corporation, organized in 1906, and our principal executive offices are located at 45 Glover Avenue, P.O. Box 4505, Norwalk, Connecticut 06856-4505. Our telephone number is (203) 968-3000.

In the Investor Information section of our Internet website, you will find our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and any amendments to these reports. We make these documents available as soon as we can after we have filed them with, or furnished them to, the Securities and Exchange Commission.

Our Internet address is [www.xerox.com](http://www.xerox.com).

## ITEM 1A. RISK FACTORS

***Our business, results of operations and financial condition may be negatively impacted by conditions abroad, including local economics, political environments, fluctuating foreign currencies and shifting regulatory schemes.***

A significant portion of our revenue is generated from operations outside the United States. In addition, we maintain significant operations and acquire or manufacture many of our products and/or their components outside the United States. Our future revenues, costs and results of operations could be significantly affected by changes in foreign currency exchange rates - particularly the Japanese Yen to U.S. Dollar and Japanese Yen to Euro exchange rates, as well as by a number of other factors, including changes in economic conditions from country to country, changes in a country's political conditions, trade protection measures, licensing requirements, local tax issues, capitalization and other related legal matters. We generally hedge foreign currency denominated assets, liabilities and anticipated transactions primarily through the use of currency derivative contracts. The use of derivative contracts is intended to mitigate or reduce transactional level volatility in the results of foreign operations, but does not completely eliminate volatility. We do not hedge the translation effect of international revenues and expenses, which are denominated in currencies other than our U.S. parent functional currency, within our consolidated financial statements. If our future revenues, costs and results of operations are significantly affected by economic conditions abroad and we are unable to effectively hedge these risks, they could materially adversely affect our results of operations and financial condition.

***We face significant competition and our failure to compete successfully could adversely affect our results of operations and financial condition.***

We operate in an environment of significant competition, driven by rapid technological advances and the demands of customers to become more efficient. Our competitors range from large international companies to relatively small firms. Some of the large international companies have significant financial resources and compete with us globally to provide document processing products and services and/or business process services in each of the markets we serve. We compete primarily on the basis of technology, performance, price, quality, reliability, brand, distribution and customer service and support. Our success in future performance is largely dependent upon our ability to compete successfully in the markets we currently serve and to expand into additional market segments. To remain competitive, we must develop services, applications and new products; periodically enhance our existing offerings; and attract and retain key personnel and management. If we are unable to compete successfully, we could lose market share and important customers to our competitors and that could materially adversely affect our results of operations and financial condition.

***Our profitability is dependent upon our ability to obtain adequate pricing for our products and services and to improve our cost structure.***

Our success depends on our ability to obtain adequate pricing for our services and products and that will provide a reasonable return to our shareholders. Depending on competitive market factors, future prices we obtain for our services and products may decline from previous levels. In addition, pricing actions to offset the effect of currency devaluations may not prove sufficient to offset further devaluations or may not hold in the face of customer resistance and/or competition. If we are unable to obtain adequate pricing for our services and products, it could materially adversely affect our results of operations and financial condition. In addition, our services contracts are increasingly requiring tighter timelines for implementation as well as more stringent service level metrics. This makes the bidding process for new contracts much more difficult and require us to adequately consider these requirements in the pricing of our services.

We continually review our operations with a view towards reducing our cost structure, including but not limited to reducing employee base, exiting certain businesses, improving process and system efficiencies and outsourcing some internal functions. We from time to time engage in restructuring actions to reduce our cost structure. If we are unable to continue to maintain our cost base at or below the current level and maintain process and systems changes resulting from prior restructuring actions, it could materially adversely affect our results of operations and financial condition.

In addition, in order to continually meet the service requirements of our customers, which often includes 24/7 service, and to optimize our employee cost base, we will locate our delivery service centers in lower-cost locations, including several developing countries. Concentrating our delivery service centers in these locations presents a number of operational risks, many of which are beyond our control, including the risks of political instability, natural disasters, safety and security risks, labor disruptions and rising labor rates. These risks could impair our ability to effectively provide services to our customers and keep our costs aligned to our associated revenues and market requirements.

Our ability to sustain and improve profit margins is dependent on a number of factors, including our ability to continue to improve the cost efficiency of our operations through such programs as Lean Six Sigma, the level of pricing pressures on our services and products, the proportion of high-end as opposed to low-end equipment sales (product mix), the trend in our post-sale revenue growth and our ability to successfully complete information technology initiatives. If any of these factors adversely materialize or if we are unable to achieve and maintain productivity improvements through design efficiency, supplier and manufacturing cost improvements and information technology initiatives, our ability to offset labor cost inflation, potential materials cost increases and competitive price pressures would be impaired, all of which could materially adversely affect our results of operations and financial condition.

***Our government contracts are subject to termination rights, audits and investigations, which, if exercised, could negatively impact our reputation and reduce our ability to compete for new contracts.***

A significant portion of our revenues are derived from contracts with U.S. federal, state and local governments and their agencies, as well as international governments and their agencies. Governments and their agencies may have the right to terminate many of these contracts at any time without cause. These contracts, upon their expiration or termination, are typically subject to a bidding process in which Xerox may not be successful. Also, our contracts with governmental entities are generally subject to the approval of annual appropriations by the United States Congress or other legislative/governing bodies to fund the expenditures of the governmental entities under those contracts. Additionally, government contracts are generally subject to audits and investigations by government agencies. If the government finds that we improperly charged any costs to a contract, the costs are not reimbursable or, if already reimbursed, the cost must be refunded to the government. If the government discovers improper or illegal activities or contractual non-compliance in the course of audits or investigations, we may be subject to various civil and criminal penalties and administrative sanctions, which may include termination of contracts, forfeiture of profits, suspension of payments, fines and suspensions or debarment from doing business with the government. Any resulting penalties or sanctions could have a material adverse effect on our business, financial condition, results of operations and cash flows. Further, the negative publicity that arises from findings in such audits, investigations or the penalties or sanctions therefore could have an adverse effect on our reputation in the industry and reduce our ability to compete for new contracts and may also have a material adverse effect on our business, financial condition, results of operations and cash flow.

***Our ability to deliver services could be impaired if we are unable to hire or retain qualified personnel in certain areas of our business, which could result in decreased revenues or additional costs.***

At times, we have experienced difficulties in hiring personnel with the desired levels of training or experience. Additionally, in regard to the labor-intensive business of the Company, quality service and adequate internal controls depend on our ability to retain employees and manage personnel turnover. An increase in the employee turnover rate or our inability to recruit and retain qualified personnel could increase recruiting and training costs and potentially decrease revenues or decrease our operating effectiveness and productivity. We may not be able to continue to hire, train and retain a sufficient number of qualified personnel to adequately staff new client projects.

***For our services contracts, we rely to a significant extent on third-party providers, such as subcontractors, a relatively small number of primary software vendors, utility providers and network providers; if they cannot deliver or perform as expected or if our relationships with them are terminated or otherwise change, our business, results of operations and financial condition could be materially adversely affected.***

Our ability to service our customers and clients and deliver and implement solutions depends to a large extent on third-party providers such as subcontractors, a relatively small number of primary software vendors and utility providers and network providers meeting their obligations to us and our expectations in a timely, quality manner. Our business, revenues, profitability and cash flows could be materially and adversely affected and we might incur significant additional liabilities if these third-party providers do not meet these obligations or our expectations or if they terminate or refuse to renew their relationships with us or were to offer their products to us with less advantageous prices and other terms than we previously had. In addition, a number of our facilities are located in jurisdictions outside of the United States where the provision of utility services, including electricity and water, may not be consistently reliable and, while there are backup systems in many of our operating facilities, an extended outage of utility or network services could have a material adverse effect on our operations, revenues, cash flow and profitability.

***Our ability to recover capital investments in connection with our contracts is subject to risk.***

In order to attract and retain large outsourcing contracts, we sometimes make significant capital investments to enable us to perform our services under the contracts, such as purchases of information technology equipment and costs incurred to develop and implement software. The net book value of such assets recorded, including a portion of our intangible assets, could be impaired, and our earnings and cash flow could be materially adversely affected in the event of the early termination of all or a part of such a contract or a reduction in volumes and services thereunder for reasons such as, among other things, a customer's or client's merger or acquisition, divestiture of assets or businesses, business failure or deterioration, or a customer's or client's exercise of contract termination rights.

***Our services business could be adversely affected if we are unsuccessful in managing the start-up of new contracts.***

In order for our services business to continue its growth, we must successfully manage the start-up of services related to new contracts. If a client is not satisfied with the quality of work performed by us or a subcontractor, or with the type of services or solutions delivered, then we could incur additional costs to address the situation, the profitability of that work might be impaired and the client's dissatisfaction with our services could damage our ability to obtain additional work from that client or obtain new work from other potential clients. In particular, clients who are not satisfied might seek to terminate existing contracts prior to their scheduled expiration date, which may result in our inability to fully recover our up-front investments. In addition, clients could direct future business to our competitors. We could also trigger contractual credits to clients or a contractual default. Failure to properly transition new clients to our systems, properly budget transition costs or accurately estimate new contract operational costs could result in delays in our contract performance, trigger service level penalties, impair fixed or intangible assets or result in contract profit margins that do not meet our expectations or our historical profit margins.

***If we fail to successfully develop new products, technologies and service offerings and protect our intellectual property rights, we may be unable to retain current customers and gain new customers and our revenues would decline.***

The process of developing new high technology products and solutions is inherently complex and uncertain. It requires accurate anticipation of customers' changing needs and emerging technological trends. We must make long-term investments and commit significant resources before knowing whether these investments will eventually result in products that achieve customer acceptance and generate the revenues required to provide desired returns. In developing these new technologies and products, we rely upon patent, copyright, trademark and trade secret laws in the United States and similar laws in other countries, and agreements with our employees, customers, suppliers and other parties, to establish and maintain our intellectual property rights in technology and products used in our operations. However, the laws of certain countries may not protect our proprietary rights to the same extent as the laws of the United States and we may be unable to protect our proprietary technology adequately against unauthorized third-party copying or use, which could adversely affect our competitive position. In addition, some of our products rely on technologies developed by third parties. We may not be able to obtain or to continue to

obtain licenses and technologies from these third parties at all or on reasonable terms, or such third parties may demand cross-licenses to our intellectual property. It is also possible that our intellectual property rights could be challenged, invalidated or circumvented, allowing others to use our intellectual property to our competitive detriment. We also must ensure that all of our products comply with existing and newly enacted regulatory requirements in the countries in which they are sold, particularly European Union environmental directives. If we fail to accurately anticipate and meet our customers' needs through the development of new products, technologies and service offerings or if we fail to adequately protect our intellectual property rights or if our new products are not widely accepted or if our current or future products fail to meet applicable worldwide regulatory requirements, we could lose market share and customers to our competitors and that could materially adversely affect our results of operations and financial condition.

***Our operating results may be negatively impacted by lower equipment placements and usage trends.***

Our ability to maintain a consistent trend of revenue growth over the intermediate to longer term is largely dependent upon expansion of our worldwide equipment placements, as well as sales of services and supplies occurring after the initial equipment placement (post sale revenue) in the key growth markets of digital printing, color and multifunction systems. We expect that revenue growth can be further enhanced through our document management and consulting services in the areas of personalized and product life cycle communications, enterprise managed print services and document content and imaging. The ability to achieve growth in our equipment placements is subject to the successful implementation of our initiatives to provide advanced systems, industry-oriented global solutions and services for major customers, improve direct and indirect sales productivity and expand our indirect distribution channels in the face of global competition and pricing pressures. Our ability to increase post sale revenue is largely dependent on our ability to increase the volume of pages printed, the mix and price of color pages, equipment utilization and color adoption, as well as our ability to retain a high level of supplies sales in unbundled contracts. Equipment placements typically occur through leases with original terms of three to five years. There will be a lag between the increase in equipment placement and an increase in post sale revenues. The ability to grow our customers' usage of our products may continue to be adversely impacted by the movement toward distributed printing and electronic substitutes and the impact of lower equipment placements in prior periods. If we are unable to maintain a consistent trend of revenue growth, it could materially adversely affect our results of operations and financial condition.

***We are subject to laws of the United States and foreign jurisdictions relating to individually identifiable information, and failure to comply with those laws, whether or not inadvertent, could subject us to legal actions and negatively impact our operations.***

We receive, process, transmit and store information relating to identifiable individuals, both in our role as a service and technology provider and as an employer. As a result, we are subject to numerous United States (both federal and state) and foreign jurisdiction laws and regulations designed to protect individually identifiable information, including the Health Insurance Portability and Accountability Act of 1996 (HIPAA) and the HIPAA regulations governing, among other things, the privacy, security and electronic transmission of individually identifiable health information, and the European Union Directive on Data Protection (Directive 95/46/EC). Other United States (both federal and state) and foreign jurisdiction laws apply to our processing of individually identifiable information and these laws have been subject to frequent changes, and new legislation in this area may be enacted at any time. Changes to existing laws, introduction of new laws in this area, or failure to comply with existing laws that are applicable to us may subject us to, among other things, additional costs or changes to our business practices, liability for monetary damages, fines and/or criminal prosecution, unfavorable publicity, restrictions on our ability to obtain and process information and allegations by our customers and clients that we have not performed our contractual obligations, any of which may have a material adverse effect on our profitability and cash flow.

***We are subject to breach of our security systems and service interruptions which could expose us to liability, impair our reputation or temporarily render us unable to fulfill our service obligations under our contracts.***

We have implemented security systems with the intent of maintaining the physical security of our facilities and protecting our customers', clients' and suppliers' confidential information and information related to identifiable individuals against unauthorized access through our information systems or by other electronic transmission or through the misdirection, theft or loss of physical media. These include, for example, the appropriate encryption of

information. Despite such efforts, we are subject to breach of security systems which may result in unauthorized access to our facilities and/or the information we are trying to protect. Because the techniques used to obtain unauthorized access change frequently and often are not recognized until launched against a target, we may be unable to anticipate these techniques or implement preventative measures. If unauthorized parties gain physical access to one of our facilities or electronic access to our information systems or such information is misdirected, lost or stolen during transmission or transport, any theft or misuse of such information could result in, among other things, unfavorable publicity, governmental inquiry and oversight, difficulty in marketing our services, allegations by our customers and clients that we have not performed our contractual obligations, litigation by affected parties and possible financial obligations for damages related to the theft or misuse of such information, any of which could have a material adverse effect on our profitability and cash flow. We also maintain various systems and data centers for our customers. Often these systems and data centers must be maintained worldwide and on a 24/7 basis. Although we endeavor to ensure that there is adequate back-up and maintenance of these systems and centers, we could experience service interruptions that could result in curtailed operations and loss of customers, which would reduce our revenue and profits in addition to impairing our reputation.

***Our ability to fund our customer financing activities at economically competitive levels depends on our ability to borrow and the cost of borrowing in the credit markets.***

The long-term viability and profitability of our customer financing activities is dependent, in part, on our ability to borrow and the cost of borrowing in the credit markets. This ability and cost, in turn, is dependent on our credit ratings and is subject to credit market volatility. We primarily fund our customer financing activity through a combination of cash generated from operations, cash on hand, capital market offerings, sales and securitizations of finance receivables and commercial paper borrowings. Our ability to continue to offer customer financing and be successful in the placement of equipment with customers is largely dependent on our ability to obtain funding at a reasonable cost. If we are unable to continue to offer customer financing, it could materially adversely affect our results of operations and financial condition.

***Our significant debt could adversely affect our financial health and pose challenges for conducting our business.***

We have and will continue to have a significant amount of debt and other obligations, primarily to support our customer financing activities. Our substantial debt and other obligations could have important consequences. For example, it could (i) increase our vulnerability to general adverse economic and industry conditions; (ii) limit our ability to obtain additional financing for future working capital, capital expenditures, acquisitions and other general corporate requirements; (iii) increase our vulnerability to interest rate fluctuations because a portion of our debt has variable interest rates; (iv) require us to dedicate a substantial portion of our cash flows from operations to service debt and other obligations thereby reducing the availability of our cash flows from operations for other purposes; (v) limit our flexibility in planning for, or reacting to, changes in our businesses and the industries in which we operate; (vi) place us at a competitive disadvantage compared to our competitors that have less debt; and (vii) become due and payable upon a change in control. If new debt is added to our current debt levels, these related risks could increase.

***We need to maintain adequate liquidity in order to meet our operating cash flow requirements, repay maturing debt and meet other financial obligations, such as payment of dividends to the extent declared by our Board of Directors. If we fail to comply with the covenants contained in our various borrowing agreements, it may adversely affect our liquidity, results of operations and financial condition.***

Our liquidity is a function of our ability to successfully generate cash flows from a combination of efficient operations and improvement therein, access to capital markets and funding from third parties. We believe our liquidity (including operating and other cash flows that we expect to generate) will be sufficient to meet operating requirements as they occur; however, our ability to maintain sufficient liquidity going forward depends on our ability to generate cash from operations and access to the capital markets and funding from third parties, all of which are subject to general economic, financial, competitive, legislative, regulatory and other market factors that are beyond our control.



The Credit Facility contains financial maintenance covenants, including maximum leverage (debt for borrowed money divided by consolidated EBITDA, as defined) and a minimum interest coverage ratio (consolidated EBITDA divided by consolidated interest expense, as defined). At December 31, 2013, we were in full compliance with the covenants and other provisions of the Credit Facility. Failure to comply with material provisions or covenants in the Credit Facility could have a material adverse effect on our liquidity, results of operations and financial condition.

***We have outsourced a significant portion of our overall worldwide manufacturing operations and increasingly are relying on third-party manufacturers, subcontractors and external suppliers.***

We have outsourced a significant portion of our overall worldwide manufacturing operations to third parties and various service providers. To the extent that we rely on third-party manufacturing relationships, we face the risk that those manufacturers may not be able to develop manufacturing methods appropriate for our products, they may not be able to quickly respond to changes in customer demand for our products, they may not be able to obtain supplies and materials necessary for the manufacturing process, they may experience labor shortages and/or disruptions, manufacturing costs could be higher than planned and the reliability of our products could decline. If any of these risks were to be realized, and assuming similar third-party manufacturing relationships could not be established, we could experience interruptions in supply or increases in costs that might result in our being unable to meet customer demand for our products, damage our relationships with our customers and reduce our market share, all of which could materially adversely affect our results of operations and financial condition.

In addition, in our services business we may partner with other parties, including software and hardware vendors, to provide the complex solutions required by our customers. Therefore, our ability to deliver the solutions and provide the services required by our customers is dependent on our and our partners' ability to meet our customers' requirements and schedules. If we or our partners fail to deliver services or products as required and on time, our ability to complete the contract may be adversely affected, which may have an adverse impact on our revenue and profits.

***We need to develop and expand the use of color printing and copying.***

Increasing the proportion of pages that are printed in color and transitioning color pages currently produced on offset devices to Xerox technology represent key growth opportunities. A significant part of our strategy and ultimate success in this changing market is our ability to develop and market technology that produces color prints and copies quickly, easily, with high quality and at reduced cost. Our future success in executing on this strategy depends on our ability to make the investments and commit the necessary resources in this highly competitive market, as well as the pace of color adoption by our existing and prospective customers. If we are unable to develop and market advanced and competitive color technologies or the pace of color adoption by our existing and prospective customers is less than anticipated, or the price of color pages declines at a greater rate and faster pace than we anticipate, we may be unable to capture these opportunities and it could materially adversely affect our results of operations and financial condition.

***Our business, results of operations and financial condition may be negatively impacted by legal and regulatory matters.***

We have various contingent liabilities that are not reflected on our balance sheet, including those arising as a result of being involved in a variety of claims, lawsuits, investigations and proceedings concerning: securities law; governmental entity contracting, servicing and procurement laws; intellectual property law; environmental law; employment law; the Employee Retirement Income Security Act (ERISA); and other laws and regulations, as discussed in the "Contingencies" note in the Consolidated Financial Statements. Should developments in any of these matters cause a change in our determination as to an unfavorable outcome and result in the need to recognize a material accrual, or should any of these matters result in a final adverse judgment or be settled for significant amounts, they could have a material adverse effect on our results of operations, cash flows and financial position in the period or periods in which such change in determination, judgment or settlement occurs.

Our operations and our products are subject to environmental regulations in each of the jurisdictions in which we conduct our business and sell our products. Some of our manufacturing operations use, and some of our products contain, substances that are regulated in various jurisdictions. For example, various countries and jurisdictions have adopted or are expected to adopt restrictions on the types and amounts of chemicals that may be present in electronic equipment or other items that we use or sell. If we do not comply with applicable rules and regulations in connection with the use of such substances and the sale of products containing such substances, then we could be

subject to liability and could be prohibited from selling our products, which could have a material adverse effect on our results of operations and financial condition. Further, various countries and jurisdictions have adopted or are expected to adopt, programs that make producers of electrical goods, including computers and printers, responsible for certain labeling, collection, recycling, treatment and disposal of these recovered products. If we are unable to collect, recycle, treat and dispose of our products in a cost-effective manner and in accordance with applicable requirements, it could materially adversely affect our results of operations and financial condition. Other potentially relevant initiatives throughout the world include proposals for more extensive chemical registration requirements and/or possible bans on the use of certain chemicals, various efforts to limit energy use in products and other environmentally related programs impacting products and operations, such as those associated with climate change accords, agreements and regulations. For example, the European Union's Energy-Related Products Directive (ERP) is expected to lead to the adoption of "implementing measures" intended to require certain classes of products to achieve certain design and/or performance standards, in connection with energy use and potentially other environmental parameters and impacts. It is possible that some or all of our products may be required to comply with ERP implementing measures. Another example is the European Union "REACH" Regulation (Registration, Evaluation, Authorization and Restriction of Chemicals), a broad initiative that requires parties throughout the supply chain to register, assess and disclose information regarding many chemicals in their products. Depending on the types, applications, forms and uses of chemical substances in various products, REACH could lead to restrictions and/or bans on certain chemical usage. Xerox continues its efforts toward monitoring and evaluating the applicability of these and numerous other regulatory initiatives in an effort to develop compliance strategies. As these and similar initiatives and programs become regulatory requirements throughout the world and/or are adopted as public or private procurement requirements, we must comply or potentially face market access limitations that could have a material adverse effect on our operations and financial condition. Similarly, environmentally driven procurement requirements voluntarily adopted by customers in the marketplace (e.g., U.S. EPA EnergyStar) are constantly evolving and becoming more stringent, presenting further market access challenges if our products fail to comply.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None

#### **ITEM 2. PROPERTIES**

We own several manufacturing, engineering and research facilities and lease other facilities. Our principal manufacturing and engineering facilities, located in New York, California, Oklahoma, Oregon, Canada, U.K., Ireland and the Netherlands, are used primarily by the Document Technology segment. Our principal research facilities are located in California, New York, Canada, France and India. The research activities in our principal research centers benefit all of our operating segments. We lease and own several facilities worldwide to support our Services segment with larger concentrations of space in Texas, Kentucky, New Jersey, California, Mexico, Philippines, Jamaica and India. Our Corporate Headquarters is a leased facility located in Norwalk, Connecticut.

As a result of implementing our restructuring programs (refer to Note 10 - Restructuring and Asset Impairment Charges in the Consolidated Financial Statements, which is incorporated here by reference) as well as various productivity initiatives, several leased and owned properties became surplus. We are obligated to maintain our leased surplus properties through required contractual periods. We have disposed or subleased certain of these properties and are actively pursuing the successful disposition of remaining surplus properties.

We also own or lease numerous facilities globally, which house general offices, sales offices, service locations, data centers, call centers and distributions centers. It is our opinion that our properties have been well maintained, are in sound operating condition and contain all the necessary equipment and facilities to perform their functions. We believe that our current facilities are suitable and adequate for our current businesses.

### ITEM 3. LEGAL PROCEEDINGS

The information set forth under Note 17 "Contingencies and Litigation" in the Consolidated Financial Statements is incorporated here by reference.

### ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

### Part II

### ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

#### Stock Exchange Information

Xerox common stock (XRX) is listed on the New York Stock Exchange and the Chicago Stock Exchange.

#### Xerox Common Stock Prices and Dividends

| New York Stock Exchange composite prices * | First Quarter | Second Quarter | Third Quarter | Fourth Quarter |
|--|---------------|----------------|---------------|----------------|
| <b>2013</b>                                |               |                |               |                |
| High                                       | \$ 8.76       | \$ 9.49        | \$ 10.51      | \$ 12.23       |
| Low  | 7.11          | 8.33           | 9.23          | 9.61           |
| Dividends declared per share               | 0.0575        | 0.0575         | 0.0575        | 0.0575         |
| <b>2012</b>                                |               |                |               |                |
| High                                       | \$ 8.76       | \$ 8.15        | \$ 7.94       | \$ 7.39        |
| Low  | 7.73          | 6.94           | 6.38          | 6.23           |
| Dividends declared per share               | 0.0425        | 0.0425         | 0.0425        | 0.0425         |

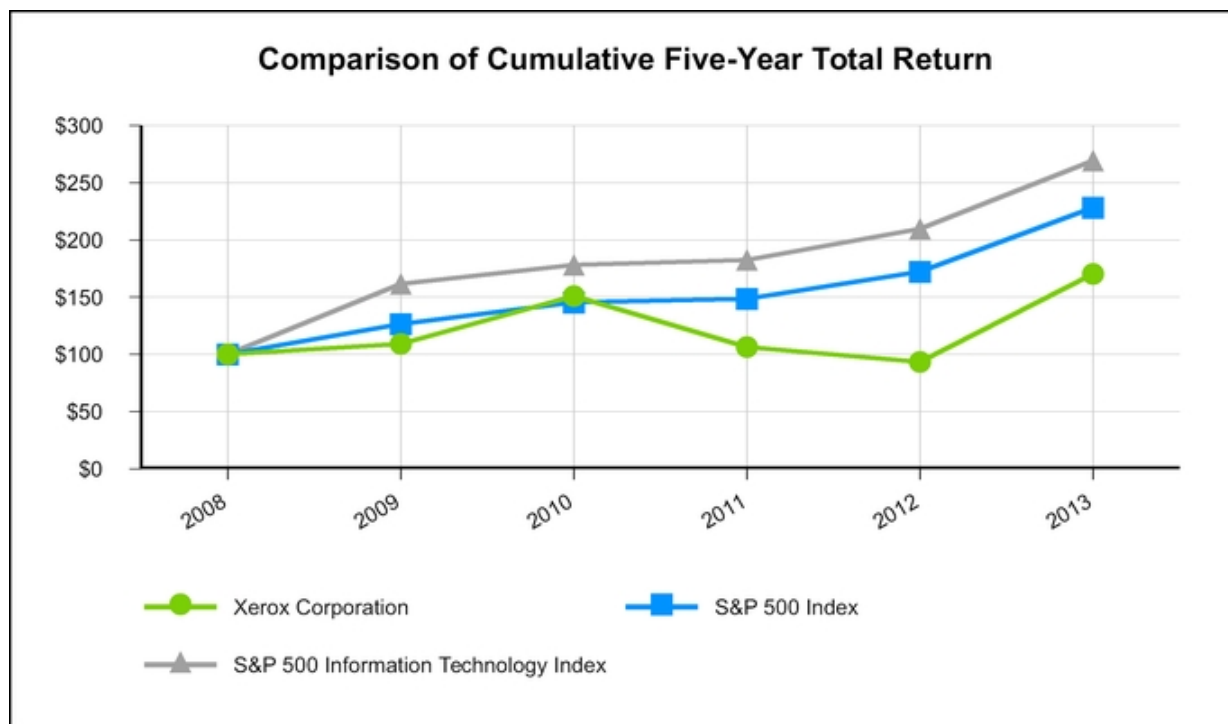
\* Price as of close of business.

In January 2014, the Board of Directors approved an increase in the Company's quarterly cash dividend from 5.75 cents per share to 6.25 cents per share, beginning with the dividend payable April 30, 2014.

#### Common Shareholders of Record

See Item 6 - Selected Financial Data, Five Years in Review, Common Shareholders of Record at Year-End, which is incorporated here by reference.

## PERFORMANCE GRAPH



### Total Return To Shareholders

(Includes reinvestment of dividends)

|                                      | Year Ended December 31, |           |           |           |          |           |
|--------------------------------------|-------------------------|-----------|-----------|-----------|----------|-----------|
|                                      | 2008                    | 2009      | 2010      | 2011      | 2012     | 2013      |
| Xerox Corporation                    | \$ 100.00               | \$ 108.98 | \$ 151.00 | \$ 106.39 | \$ 93.24 | \$ 170.30 |
| S&P 500 Index                        | 100.00                  | 126.46    | 145.51    | 148.59    | 172.37   | 228.19    |
| S&P 500 Information Technology Index | 100.00                  | 161.72    | 178.20    | 182.50    | 209.55   | 269.13    |

Source: Standard & Poor's Investment Services

Notes: Graph assumes \$100 invested on December 31, 2008 in Xerox, the S&P 500 Index and the S&P 500 Information Technology Index, respectively, and assumes dividends are reinvested.

### SALES OF UNREGISTERED SECURITIES DURING THE QUARTER ENDED DECEMBER 31, 2013

During the quarter ended December 31, 2013, Registrant issued the following securities in transactions that were not registered under the Securities Act of 1933, as amended (the "Act").

#### Dividend Equivalent

- (a) Securities issued on October 31, 2013: Registrant issued 4,408 deferred stock units (DSUs), representing the right to receive shares of Common stock, par value \$1 per share, at a future date.
- (b) No underwriters participated. The shares were issued to each of the non-employee Directors of Registrant: Glenn A. Britt, Richard J. Harrington, William Curt Hunter, Robert J. Keegan, Robert A. McDonald, Charles Prince, Ann N. Reese, Sara Martinez Tucker and Mary Agnes Wilderotter.

- (c) The DSUs were issued at a deemed purchase price of \$10.31 per DSU (aggregate price \$45,446), based upon the market value of our Common Stock on the date of record, in payment of the dividend equivalents due to DSU holders pursuant to Registrant's 2004 Equity Compensation Plan for Non-Employee Directors.
- (d) Exemption from registration under the Act was claimed based upon Section 4(2) as a sale by an issuer not involving a public offering.

### Issuer Purchases of Equity Securities During the Quarter Ended December 31, 2013

Repurchases of Xerox Common Stock, par value \$1 per share include the following:

#### Board Authorized Share Repurchase Program:

|                       | Total Number of Shares Purchased | Average Price Paid per Share <sup>(1)</sup> | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(2)</sup> | Maximum Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs <sup>(2)</sup> |
|-----------------------|----------------------------------|---|---|---|
| October 1 through 31  | 7,223,202                        | \$ 10.38                                    | 7,223,202   | \$ 1,062,105,745  |
| November 1 through 30 | 18,582,549                       | 10.54                                       | 18,582,549  | 1,366,170,836   |
| December 1 through 31 | 22,000,684                       | 11.45                                       | 22,000,684  | 1,114,257,534   |
| Total                 | 47,806,435                       |   | 47,806,435  |   |

(1) Exclusive of fees and costs.

(2) In November 2013, the Board of Directors authorized an additional \$500 million in share repurchase. Of the cumulative \$6.5 billion of share repurchase authority granted by our Board of Directors, exclusive of fees and expenses, approximately \$5.4 billion has been used through December 31, 2013. Repurchases may be made on the open market, or through derivative or negotiated transactions. Open-market repurchases will be made in compliance with the Securities and Exchange Commission's Rule 10b-18, and are subject to market conditions, as well as applicable legal and other considerations.

#### Repurchases Related to Stock Compensation Programs<sup>(1)</sup>:

|                       | Total Number of Shares Purchased | Average Price Paid per Share <sup>(2)</sup> | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number (or Approximate Dollar Value) of Shares That May Yet Be Purchased under the Plans or Programs |
|-----------------------|----------------------------------|---|--|--|
| October 1 through 31  | 24,660                           | \$ 10.49                                    | n/a  | n/a  |
| November 1 through 30 | 10,896                           | 10.02                                       | n/a  | n/a  |
| December 1 through 31 | —                                | —   | n/a  | n/a  |
| Total                 | 35,556                           |   |  |  |

(1) These repurchases are made under a provision in our restricted stock compensation programs for the indirect repurchase of shares through a net-settlement feature upon the vesting of shares in order to satisfy minimum statutory tax-withholding requirements.

(2) Exclusive of fees and costs.

## ITEM 6. SELECTED FINANCIAL DATA

### FIVE YEARS IN REVIEW

(in millions, except per-share data)

|  | 2013             | 2012 <sup>(1)</sup> | 2011 <sup>(1)</sup> | 2010 <sup>(1)(2)</sup> | 2009 <sup>(1)</sup> |
|--|------------------|---------------------|---------------------|------------------------|---------------------|
| <b>Per-Share Data</b>                                      |                  |                     |                     |                        |                     |
| Income from continuing operations                          |                  |                     |                     |                        |                     |
| Basic  | \$ 0.95          | \$ 0.89             | \$ 0.90             | \$ 0.43                | \$ 0.55             |
| Diluted  | 0.93             | 0.87                | 0.88                | 0.42                   | 0.54                |
| Earnings   |                  |                     |                     |                        |                     |
| Basic  | 0.93             | 0.90                | 0.92                | 0.44                   | 0.56                |
| Diluted  | 0.91             | 0.88                | 0.90                | 0.43                   | 0.55                |
| Common stock dividends declared                            | 0.23             | 0.17                | 0.17                | 0.17                   | 0.17                |
| <b>Operations</b>  |                  |                     |                     |                        |                     |
| Revenues   | \$ 21,435        | \$ 21,737           | \$ 21,900           | \$ 20,872              | \$ 14,376           |
| Sales  | 5,659            | 5,927               | 6,400               | 6,473                  | 5,843               |
| Outsourcing, maintenance and rentals                       | 15,293           | 15,213              | 14,868              | 13,739                 | 7,820               |
| Financing  | 483              | 597                 | 632                 | 660                    | 713                 |
| Income from continuing operations                          | 1,205            | 1,212               | 1,307               | 622                    | 509                 |
| Income from continuing operations - Xerox                  | 1,185            | 1,184               | 1,274               | 591                    | 478                 |
| Net income   | 1,179            | 1,223               | 1,328               | 637                    | 516                 |
| Net income - Xerox   | 1,159            | 1,195               | 1,295               | 606                    | 485                 |
| <b>Financial Position</b>                                  |                  |                     |                     |                        |                     |
| Working capital  | \$ 2,825         | \$ 2,363            | \$ 1,531            | \$ 2,222               | \$ 5,270            |
| Total Assets   | 29,036           | 30,015              | 30,116              | 30,600                 | 24,032              |
| <b>Consolidated Capitalization</b>                         |                  |                     |                     |                        |                     |
| Short-term debt and current portion of long-term debt      | \$ 1,117         | \$ 1,042            | \$ 1,545            | \$ 1,370               | \$ 988              |
| Long-term debt   | 6,904            | 7,447               | 7,088               | 7,237                  | 8,276               |
| Total Debt <sup>(3)</sup>                                  | 8,021            | 8,489               | 8,633               | 8,607                  | 9,264               |
| Liability to subsidiary trust issuing preferred securities | —                | —                   | —                   | 650                    | 649                 |
| Series A convertible preferred stock                       | 349              | 349                 | 349                 | 349                    | —                   |
| Xerox shareholders' equity                                 | 12,300           | 11,521              | 11,876              | 12,006                 | 7,050               |
| Noncontrolling interests                                   | 119              | 143                 | 149                 | 153                    | 141                 |
| <b>Total Consolidated Capitalization</b>                   | <b>\$ 20,789</b> | <b>\$ 20,502</b>    | <b>\$ 21,007</b>    | <b>\$ 21,765</b>       | <b>\$ 17,104</b>    |
| <b>Selected Data and Ratios</b>                            |                  |                     |                     |                        |                     |
| Common shareholders of record at year-end                  | 37,552           | 39,397              | 41,982              | 43,383                 | 44,792              |
| Book value per common share                                | \$ 10.35         | \$ 9.41             | \$ 8.88             | \$ 8.59                | \$ 8.11             |
| Year-end common stock market price                         | \$ 12.17         | \$ 6.82             | \$ 7.96             | \$ 11.52               | \$ 8.46             |
| Employees at year-end                                      | 143,100          | 147,600             | 139,700             | 136,500                | 53,600              |
| Gross margin   | 31.0%            | 32.0%               | 33.4%               | 35.2%                  | 41.2%               |
| Sales gross margin   | 36.1%            | 36.0%               | 36.3%               | 36.9%                  | 36.8%               |
| Outsourcing, maintenance and rentals gross margin          | 28.0%            | 29.0%               | 30.9%               | 33.1%                  | 42.6%               |
| Finance gross margin                                       | 66.3%            | 66.8%               | 63.4%               | 62.7%                  | 62.0%               |

(1) 2009 through 2012 have been restated to reflect the 2013 disposition of our North American (Canada and U.S.) and Western European Paper businesses as Discontinued Operations. Refer to Note 3 - Acquisitions and Divestitures in our Consolidated Financial Statements, which is incorporated here by reference, for additional information.

(2) 2010 results include the acquisition of ACS.

(3) Includes capital lease obligations.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following Management's Discussion and Analysis (MD&A) is intended to help the reader understand the results of operations and financial condition of Xerox Corporation. MD&A is provided as a supplement to, and should be read in conjunction with, our Consolidated Financial Statements and the accompanying notes. Throughout the MD&A, we refer to various notes to our Consolidated Financial Statements which appear in Item 8 of this 2013 Form 10-K, and the information contained in such notes is incorporated by reference into the MD&A in the places where such references are made.

Throughout this document, references to "we," "our," the "Company," and "Xerox" refer to Xerox Corporation and its subsidiaries. References to "Xerox Corporation" refer to the stand-alone parent company and do not include its subsidiaries.

### Executive Overview

With revenues of \$21.4 billion, we are the world's leading global enterprise for business process and document management solutions. We provide services, technology and expertise to enable our customers - from small businesses to large global enterprises - to focus on their core business and operate more effectively.

2013 marked the 75th anniversary of the first xerographic image, created by Chester Carlson to simplify the process of copying information. This xerographic process is still at the heart of most office printers and copiers around the world. From printers and multifunction devices, to business services and solutions for transportation, education, and healthcare, the Company's engineers, scientists and researchers are continuing to invent ways that make work, and life, a little simpler.

We are a leader across large, diverse and growing markets estimated at over \$600 billion. Headquartered in Norwalk, Connecticut, the 143,100 people of Xerox serve customers in more than 160 countries providing business services, printing equipment and software for commercial and government organizations. In 2013, 32 percent of our revenue was generated outside the U.S.

We organize our business around two main segments: **Services** and **Document Technology**.

- Our **Services** segment is comprised of **business process outsourcing (BPO), information technology outsourcing (ITO) and document outsourcing (DO)** services.

A key priority in 2013 was continued growth in our services business. Revenue from Services grew 3% in 2013, reflecting growth from all three service offerings, BPO, ITO and DO, and represented 55% of our total revenues. Growth was below our expectations primarily due to lower than expected contributions from acquisitions and the effects of the run-off of our student loan business. In 2013, our Services signings grew as we continued to win in the marketplace. In 2013, we introduced a new government healthcare Medicaid platform and supported the launch of health insurance exchanges in several states. Across our services portfolio, the diversity of our offerings and the differentiated solutions we provide, enable us to deliver greater value to our customers.

- Our **Document Technology** segment is comprised of our document technology and related supplies, technical service and equipment financing (excluding contracts related to document outsourcing). Our product groups within this segment include Entry, Mid-Range and High-End products.

In 2013 we focused on maintaining our leadership in Document Technology as well as improving our productivity to reduce our cost base. This strategy included the introduction of new products like our ConnectKey<sup>®</sup> enabled devices as well as steadily growing our channel operations to expand our reach to small and mid-sized businesses (SMB). Although Document Technology revenues declined 6% in 2013, in line with expectations, segment margin was 10.8%, at the high end of our targeted range of 9% to 11%.

## Annuity-Based Business Model

In 2013, 84 percent of our total revenue was annuity-based, which includes contracted services, equipment maintenance, consumable supplies and financing, among other elements. Our annuity revenue significantly benefits from growth in Services. Some of the key indicators of annuity revenue growth include:

- Services business signings, which reflects the estimated future revenues from contracts signed during the period.
- Services renewal rate, which is defined as the annual recurring revenue (ARR) on contracts that are renewed during the period, calculated as a percentage of ARR on all contracts where a renewal decision was made during the period.
- Services pipeline growth, which measures the increase in new business opportunities.
- Installations of printers and multifunction printers as well as the number of machines in the field (MIF) and the page volume and mix of pages printed on color devices, where available.

## Acquisitions

Consistent with our strategy to expand our Services offerings and expand and strengthen our product portfolio and distribution capabilities in Document Technology, we completed several acquisitions during 2013. Refer to Acquisitions and Divestitures in Item 1. Business in this Form 10-K as well as Note 3 - Acquisitions and Divestitures in our Consolidated Financial Statements for additional information regarding our 2013 acquisitions.

## Financial Overview

Total revenue of \$21.4 billion in 2013 declined 1% from the prior year, with a 1-percentage point positive impact from currency. Services segment revenues increased 3%, with no impact from currency, reflecting growth in all three of our Services offerings. Services segment margin of 9.8% decreased 0.4-percentage points from 2012, reflecting a decline in gross margin of 0.8-percentage points partially offset by productivity improvements and restructuring benefits. Document Technology segment revenues declined 6% with no impact from currency reflecting the continued migration of customers to Xerox managed print services, which is included in our Services segment, lower supplies sales, weakness in developing markets and price declines. These declines were partially offset by the benefits from the refresh of our mid-range products and improving trends on our high-end products. Document Technology segment margin of 10.8% decreased 0.5-percentage points from 2012.

Net income from continuing operations attributable to Xerox for 2013 was \$1,185 million and included \$205 million of after-tax amortization of intangible assets. Net income for 2013 reflects the continued pressure on margins, including the impacts from the run-off of the high-margin student loan business and the ramping of new contracts in Services as well as the effects of ongoing equipment price pressure in Document Technology. These impacts were partially offset by operational improvements and cost reductions from restructuring actions. Net income attributable to Xerox for 2012 was \$1,184 million and included \$203 million of after-tax amortization of intangible assets.

Cash flow from operations was \$2.4 billion in 2013 as compared to \$2.6 billion in 2012. The decrease in cash was primarily due to the impacts from prior year sales of finance receivables. This decrease was partially offset by lower pension contributions as working capital (accounts receivable, inventory and accounts payables) was roughly flat for the year. Cash used in investing activities of \$452 million primarily reflects capital expenditures of \$427 million and acquisitions of \$155 million partially offset by proceeds from the sale of businesses and assets of \$112 million. Cash used in financing activities was \$1.4 billion, which primarily reflects \$696 million for stock repurchases, \$434 million of net payments on debt and \$296 million for dividends.

During 2013 we sold our U.S. and Canadian (North American) and Western European (European) Paper businesses. As a result of these transactions, we reported these paper-related operations as Discontinued Operations. All prior period results were accordingly restated to conform to this presentation. Refer to Note 3 - Acquisitions and Divestitures in our Consolidated Financial Statements for additional information regarding discontinued operations.



We expect 2014 revenue in the range of flat to growing 2 percent, excluding the impact of currency. In our Services business, we expect mid-single digit revenue growth driven by 2013 signings growth, global expansion and additional acquisitions which increase our service capabilities and global footprint. Services margins are expected to be in the 10 to 11 percent range as we continue to focus on portfolio mix as well as productivity and cost improvements. In our Document Technology business, we expect a mid-single digit revenue decline. We expect to partially offset the projected declines in black-and-white printing by capitalizing on the most advantaged segments of the market including color, high-end graphic communications and SMB markets. Margins in Document Technology are expected to be in the 9 to 11 percent range, as we maintain our focus on productivity and cost improvements in light of the expected decline in revenues.

## Currency Impact

To understand the trends in our business, we believe that it is helpful to analyze the impact of changes in the translation of foreign currencies into U.S. Dollars on revenue and expenses. We refer to this analysis as "currency impact" or "the impact from currency." This impact is calculated by translating current period activity in local currency using the comparable prior year period's currency translation rate. This impact is calculated for all countries where the functional currency is the local country currency. Revenues and expenses from our developing market countries (Latin America, Brazil, the Middle East, India, Eurasia and Central-Eastern Europe) are analyzed at actual exchange rates for all periods presented, since these countries generally have unpredictable currency and inflationary environments, and our operations in these countries have historically implemented pricing actions to recover the impact of inflation and devaluation. We do not hedge the translation effect of revenues or expenses denominated in currencies where the local currency is the functional currency.

Approximately 32% of our consolidated revenues are derived from operations outside of the United States where the U.S. Dollar is normally not the functional currency. When compared with the average of the major European currencies and Canadian Dollar on a revenue-weighted basis, the U.S. Dollar was 1% weaker in 2013 and 5% stronger in 2012, each compared to the prior year. As a result, the foreign currency translation had a 1% positive impact on revenue in 2013 and a 1% detrimental impact on revenue in 2012.

## Application of Critical Accounting Policies

In preparing our Consolidated Financial Statements and accounting for the underlying transactions and balances, we apply various accounting policies. Senior management has discussed the development and selection of the critical accounting policies, estimates and related disclosures included herein with the Audit Committee of the Board of Directors. We consider the policies discussed below as critical to understanding our Consolidated Financial Statements, as their application places the most significant demands on management's judgment, since financial reporting results rely on estimates of the effects of matters that are inherently uncertain. In instances where different estimates could have reasonably been used, we disclosed the impact of these different estimates on our operations. In certain instances, like revenue recognition for leases, the accounting rules are prescriptive; therefore, it would not have been possible to reasonably use different estimates. Changes in assumptions and estimates are reflected in the period in which they occur. The impact of such changes could be material to our results of operations and financial condition in any quarterly or annual period.

Specific risks associated with these critical accounting policies are discussed throughout the MD&A, where such policies affect our reported and expected financial results. For a detailed discussion of the application of these and other accounting policies, refer to Note 1 - Summary of Significant Accounting Policies in the Consolidated Financial Statements.

## Revenue Recognition

Application of the various accounting principles in GAAP related to the measurement and recognition of revenue requires us to make judgments and estimates. Complex arrangements with nonstandard terms and conditions may require significant contract interpretation to determine the appropriate accounting. Refer to Note 1 - Summary of Significant Accounting Policies - Revenue Recognition, in the Consolidated Financial Statements for additional information regarding our revenue recognition policies. Specifically, the revenue related to the following areas involves significant judgments and estimates:

- Bundled Lease Arrangements,
- Sales to Distributors and Resellers, and
- Services - Percentage-of-Completion.

**Bundled Lease Arrangements** - We sell our equipment under bundled lease arrangements, which typically include the equipment, service, supplies and a financing component for which the customer pays a single negotiated monthly fixed price for all elements over the contractual lease term. Approximately 37% of our equipment sales revenue is related to sales made under bundled lease arrangements. Recognizing revenues under these arrangements requires us to allocate the total consideration received to the lease and non-lease deliverables included in the bundled arrangement, based upon the estimated fair values of each element.

**Sales to Distributors and Resellers** - We utilize distributors and resellers to sell many of our Document Technology products to end-user customers. Sales to distributors and resellers are generally recognized as revenue when products are sold to such distributors and resellers. Distributors and resellers participate in various rebate, price-protection, cooperative marketing and other programs, and we record provisions and allowances for these programs as a reduction to revenue when the sales occur. Similarly, we also record estimates for sales returns and other discounts and allowances when the sales occur. We consider various factors, including a review of specific transactions and programs, historical experience and market and economic conditions when calculating these provisions and allowances. Approximately 10% of our revenues include sales to distributors and resellers and provisions and allowances recorded on these sales are approximately 19% of the associated gross revenues.

**Revenue Recognition for Services - Percentage-of-Completion** - A portion of our Services revenue is recognized using the percentage-of-completion (POC) accounting method. This method requires the use of estimates and judgment. Approximately 3% of our Services revenue uses the POC accounting method. Although not significant to total Services revenue, the POC methodology is normally applied to certain of our larger and longer term outsourcing contracts involving system development and implementation services. In addition, approximately \$340 million of our Accounts receivable balance at December 31, 2013 of \$2,929 million is related to our POC contracts.

The POC accounting methodology involves recognizing probable and reasonably estimable revenue using the percentage of services completed based on a current cumulative cost to estimated total cost basis and a reasonably consistent profit margin over the period. Due to the long-term nature of these arrangements, developing the estimates of cost often requires significant judgment. Factors that must be considered in estimating the progress of work completed and ultimate cost of the projects include, but are not limited to, the availability of labor and labor productivity, the nature and complexity of the work to be performed and the impact of delayed performance. If changes occur in delivery, productivity or other factors used in developing the estimates of costs or revenues, we revise our cost and revenue estimates, which may result in increases or decreases in revenues and costs. Such revisions are reflected in income in the period in which the facts that give rise to that revision become known. We perform ongoing profitability analysis of our POC services contracts in order to determine whether the latest estimates require updating. Key factors reviewed by the company to estimate the future costs to complete each contract are future labor costs, future product costs and expected productivity efficiencies. If at any time these estimates indicate the POC contract will be unprofitable, the entire estimated loss for the remainder of the contract is recorded immediately in cost of services.

### Allowance for Doubtful Accounts and Credit Losses

We continuously monitor collections and payments from our customers and maintain a provision for estimated credit losses based upon our historical experience adjusted for current conditions. We recorded bad debt provisions of \$120 million, \$119 million and \$157 million in SAG expenses in our Consolidated Statements of Income for the years ended December 31, 2013, 2012 and 2011, respectively.

Bad debt provisions remained flat in 2013. Reserves, as a percentage of trade and finance receivables, were 3.5% at December 31, 2013, as compared to 3.3% at December 31, 2012 and 2011. We continue to assess our receivable portfolio in light of the current economic environment and its impact on our estimation of the adequacy of the allowance for doubtful accounts. In addition, although our bad debt provisions were relatively flat in Europe, this region continues to be a focus of our credit review and analysis.

As discussed above, we estimated our provision for doubtful accounts based on historical experience and customer-specific collection issues. This methodology was consistently applied for all periods presented. During the five year period ended December 31, 2013, our reserve for doubtful accounts ranged from 3.3% to 4.1% of gross receivables. Holding all assumptions constant, a 0.5-percentage point increase or decrease in the reserve from the December 31, 2013 rate of 3.5% would change the 2013 provision by approximately \$39 million.

Refer to Note 4 - Accounts Receivables, Net and Note 5 - Finance Receivables, Net in the Consolidated Financial Statements for additional information regarding our allowance for doubtful accounts.

### Pension Plan Assumptions

We sponsor defined benefit pension plans in various forms in several countries covering employees who meet eligibility requirements. Several statistical and other factors that attempt to anticipate future events are used in calculating the expense, liability and asset values related to our defined benefit pension plans. These factors include assumptions we make about the expected return on plan assets, discount rate, the rate of future compensation increases and mortality. Differences between these assumptions and actual experiences are reported as net actuarial gains and losses and are subject to amortization to net periodic benefit cost over future periods. Over the past several years, we have amended several of our major defined benefit pension plans to freeze current benefits and eliminate benefit accruals for future service. The freeze of current benefits is the primary driver of the reduction in pension service costs during 2013 and expected reductions in future periods. In certain plans we are required to continue to consider salary increases in determining the benefit obligation related to prior service.

Cumulative net actuarial losses for our defined benefit pension plans of \$2.4 billion as of December 31, 2013 decreased by \$855 million from December 31, 2012, reflecting the decrease in our benefit obligations as a result of a higher discount rate as well as 2013 settlement losses. The total actuarial loss will be amortized over future periods, subject to offsetting gains or losses that will impact the future amortization amounts.

We used a consolidated weighted average expected rate of return on plan assets of 6.7% for 2013, 6.9% for 2012 and 7.2% for 2011, on a worldwide basis. During 2013, the actual return on plan assets was \$465 million as compared to an expected return of \$496 million. When estimating the 2014 expected rate of return, in addition to assessing recent performance, we considered the historical returns earned on plan assets, the rates of return expected in the future, particularly in light of current economic conditions, and our investment strategy and asset mix with respect to the plans' funds. The weighted average expected rate of return on plan assets we will use in 2014 is 6.7%.

Another significant assumption affecting our defined benefit pension obligations and the net periodic benefit cost is the rate that we use to discount our future anticipated benefit obligations. In the U.S. and the U.K., which comprise approximately 75% of our projected benefit obligation, we consider the Moody's Aa Corporate Bond Index and the International Index Company's iBoxx Sterling Corporate AA Cash Bond Index, respectively, in the determination of the appropriate discount rate assumptions. The consolidated weighted average discount rate we used to measure our pension obligations as of December 31, 2013 and to calculate our 2014 expense was 4.4%; the rate used to calculate our obligations as of December 31, 2012 and our 2013 expense was 3.9%. The weighted average discount rate we used to measure our retiree health obligation as of December 31, 2013 and to calculate our 2014 expense was 4.5%; the rate used to calculate our obligation at December 31, 2012 and our 2013 expense was 3.6%.

Holding all other assumptions constant, a 0.25% increase or decrease in the discount rate would change the 2014 projected net periodic pension cost by \$25 million. Likewise, a 0.25% increase or decrease in the expected return on plan assets would change the 2014 projected net periodic pension cost by \$18 million.

One of the most significant and volatile elements of our net periodic defined benefit pension plan expense is settlement losses. Our primary domestic plans allow participants the option of settling their vested benefits through the receipt of a lump-sum payment.

We have elected to apply settlement accounting and, therefore, we recognize the losses associated with these settlements immediately upon the settlement of the vested benefits. Settlement accounting requires us to recognize a pro rata portion of the aggregate unamortized net actuarial losses upon settlement. As noted above, cumulative unamortized net actuarial losses were \$2.4 billion at December 31, 2013, of which the U.S. primary domestic plans represented approximately \$600 million. The pro rata factor is computed as the percentage reduction in the projected benefit obligation due to the settlement of a participant's vested benefit. Settlement accounting is only applied when the event of settlement occurs - i.e. the lump-sum payment is made. Since settlement is dependent on an employee's decision and election, the level of settlements and the associated losses can fluctuate significantly period to period. In 2013, settlement losses associated with our primary domestic pension plans amounted to \$162 million and were \$48 million, \$31 million, \$20 million and \$63 million for the first through fourth quarters of 2013, respectively. Currently, on average, approximately \$100 million of plan settlements will result in settlement losses of approximately \$25 million. During the three years ended December 31, 2013, U.S. plan settlements were \$838 million, \$481 million and \$598 million, respectively.

The following is a summary of our benefit plan costs and funding for the three years ended December 31, 2013 as well as estimated amounts for 2014:

| (in millions)                                | Estimated     |               | Actual        |               |
|--|---------------|---------------|---------------|---------------|
|  | 2014          | 2013          | 2012          | 2011          |
| Defined benefit pension plans <sup>(1)</sup> | \$ 45         | \$ 105        | \$ 218        | \$ 204        |
| U.S. Settlement losses                       | 100           | 162           | 82            | 80            |
| U.S. Curtailment gain <sup>(2)</sup>         | —             | —             | —             | (107)         |
| Defined contribution plans                   | 105           | 96            | 63            | 66            |
| Retiree health benefit plans                 | 3             | 1             | 11            | 14            |
| <b>Total Benefit Plan Expense</b>            | <b>\$ 253</b> | <b>\$ 364</b> | <b>\$ 374</b> | <b>\$ 257</b> |

(1) Excludes U.S. settlement losses.

(2) Refer to the "Plan Amendment" section in Note 15 - Employee Benefit Plans in the Consolidated Financial Statements for further information.

Our estimated 2014 defined benefit pension plan cost is expected to be approximately \$111 million lower than 2013, primarily driven by the U.K. and Canadian defined benefit plan freeze at December 31, 2013, which eliminated approximately \$55 million of service costs, as well as lower projected U.S. settlement losses of \$62 million. Offsetting the decrease in our defined benefit pension plan expense is an increase in expense associated with our defined contribution plans as employees from those defined benefit pension plans that have been amended to freeze future service accruals are transitioned to enhanced defined contribution plans.

Benefit plan costs are included in several income statement components based on the related underlying employee costs.

| (in millions)                     | Estimated     |               | Actual        |               |
|-----------------------------------|---------------|---------------|---------------|---------------|
|                                   | 2014          | 2013          | 2012          | 2011          |
| Defined benefit pension plans:    |               |               |               |               |
| Cash                              | \$ 250        | \$ 230        | \$ 364        | \$ 426        |
| Stock                             | —             | —             | 130           | 130           |
| Total                             | 250           | 230           | 494           | 556           |
| Defined contribution plans        | 105           | 96            | 63            | 66            |
| Retiree health benefit plans      | 71            | 77            | 84            | 73            |
| <b>Total Benefit Plan Funding</b> | <b>\$ 426</b> | <b>\$ 403</b> | <b>\$ 641</b> | <b>\$ 695</b> |

Refer to Note 15 - Employee Benefit Plans in the Consolidated Financial Statements for additional information regarding defined benefit pension plan assumptions, expense and funding.

## Income Taxes

We record the estimated future tax effects of temporary differences between the tax bases of assets and liabilities and amounts reported in our Consolidated Balance Sheets, as well as operating loss and tax credit carryforwards. We follow very specific and detailed guidelines in each tax jurisdiction regarding the recoverability of any tax assets recorded in our Consolidated Balance Sheets and provide valuation allowances as required. We regularly review our deferred tax assets for recoverability considering historical profitability, projected future taxable income, the expected timing of the reversals of existing temporary differences and tax planning strategies. Adjustments to our valuation allowance, through charges (credits) to income tax expense, were \$2 million, \$(9) million and \$(5) million for the years ended December 31, 2013, 2012 and 2011, respectively. There were other decreases to our valuation allowance, including the effects of currency, of \$42 million, \$14 million and \$53 million for the years ended December 31, 2013, 2012 and 2011, respectively. These did not affect income tax expense in total as there was a corresponding adjustment to deferred tax assets or other comprehensive income. Gross deferred tax assets of \$3.4 billion and \$3.8 billion had valuation allowances of \$614 million and \$654 million at December 31, 2013 and 2012, respectively.

We are subject to ongoing tax examinations and assessments in various jurisdictions. Accordingly, we may incur additional tax expense based upon our assessment of the more-likely-than-not outcomes of such matters. In addition, when applicable, we adjust the previously recorded tax expense to reflect examination results. Our ongoing assessments of the more-likely-than-not outcomes of the examinations and related tax positions require judgment and can materially increase or decrease our effective tax rate, as well as impact our operating results. Unrecognized tax benefits were \$267 million, \$201 million and \$225 million at December 31, 2013, 2012 and 2011, respectively.

Refer to Note 16 - Income and Other Taxes in the Consolidated Financial Statements for additional information regarding deferred income taxes and unrecognized tax benefits.

## Business Combinations and Goodwill

The application of the purchase method of accounting for business combinations requires the use of significant estimates and assumptions in the determination of the fair value of assets acquired and liabilities assumed in order to properly allocate purchase price consideration between assets that are depreciated and amortized from goodwill. Our estimates of the fair values of assets and liabilities acquired are based upon assumptions believed to be reasonable, and when appropriate, include assistance from independent third-party valuation firms. Refer to Note 3 - Acquisitions and Divestitures in the Consolidated Financial Statements for additional information regarding the allocation of the purchase price consideration for our acquisitions.

As a result of our acquisition of ACS, as well as other acquisitions including GIS, we have a significant amount of goodwill. Goodwill at December 31, 2013 was \$9.2 billion. Goodwill is not amortized but rather is tested for impairment annually or more frequently if an event or circumstance indicates that an impairment may have been incurred. Events or circumstances that might indicate an interim evaluation is warranted include, among other things, unexpected adverse business conditions, macro and reporting unit specific economic factors, supply costs, unanticipated competitive activities and acts by governments and courts.

Application of the annual goodwill impairment test requires judgment, including the identification of reporting units, assignment of assets and liabilities to reporting units, assignment of goodwill to reporting units and the assessment - qualitatively or quantitatively - of the fair value of each reporting unit against its carrying value. At December 31, 2013, \$6.8 billion and \$2.4 billion of goodwill was allocated to reporting units within our Services and Document Technology segments, respectively. Our Services segment is comprised of four reporting units while our Document Technology segment is comprised of one reporting unit for a total of five reporting units with goodwill balances.

Our annual impairment test of goodwill was performed in the fourth quarter of 2013. Consistent with 2012, we elected to utilize a quantitative assessment of the recoverability of our goodwill balances for each of our reporting units.

In our quantitative test, we estimate the fair value of each reporting unit by weighting the results from the income approach (discounted cash flow methodology) and market approach. These valuation approaches require significant judgment and consider a number of factors that include, but are not limited to, expected future cash flows, growth rates and discount rates, and comparable multiples from publicly traded companies in our industry and require us to make certain assumptions and estimates regarding the current economic environment, industry factors and the future profitability of our businesses.

When performing our discounted cash flow analysis for each reporting unit, we incorporate the use of projected financial information and discount rates that are developed using market participant-based assumptions. The cash-flow projections are based on three-year financial forecasts developed by management that include revenue and expense projections, capital spending trends, and investment in working capital to support anticipated revenue growth or other changes in the business. The selected discount rates consider the risk and nature of the respective reporting units' cash flows and an appropriate capital structure and rates of return that market participants would require to invest their capital in our reporting units.

In performing our 2013 impairment test, the following were the 3-year assumptions for Document Technology and the four reporting units within our Services segment with respect to revenue, operating income and margins, which formed the basis for estimating future cash flows used in the discounted cash flow model:

- Document Technology - revenue decline: 2%-3% - with higher declines in 2014 and moderating in 2015-2016, operating income growth: flat-1%, and operating margin: 10%-11% - as we continue to manage costs as a result of an expected decline in revenues.
- Services - revenue growth: 5%-6%, operating income growth: 9%-12%, and operating margin: 10%-12% - as we benefit from recurring revenue and prior year signings while improving the mix of services and restructuring the businesses to achieve operating margin growth.

We believe these assumptions are appropriate because they are consistent with historical results as well as our forecasted long-term business model and give appropriate consideration to the current economic environment and markets that we serve. The average discount rate applied to our projected cash flows was approximately 10%, which we considered reasonable based on the estimated capital costs of applicable market participants. Although the sum of the fair values of our reporting units was in excess of our market capitalization, we believe the difference is reasonable when market-based control premiums and other factors are taken into consideration, including the evolution of our business to be predominantly services-based.

When performing our market approach for each reporting unit, we rely specifically on the guideline public company method. Our guideline public company method incorporates revenues and earnings multiples from publicly traded companies with operations and other characteristics similar to each reporting unit. The selected multiples consider each reporting unit's relative growth, profitability, size and risk relative to the selected publicly traded companies.

After completing our annual impairment reviews for each reporting unit in the fourth quarter of 2013 and 2012, we concluded that goodwill was not impaired in either of these years. In 2013, no reporting unit had an excess of fair value over carrying value of less than 20%. Our impairment assessment methodology includes the use of outside valuation experts and the inclusion of factors and assumptions related to third-party market participants. Subsequent to our fourth quarter impairment test, we did not identify any indicators of potential impairment that required an update to the annual impairment test.

Refer to Note 9 - Goodwill and Intangible Assets, Net in the Consolidated Financial Statements for additional information regarding goodwill by reportable segment.

## Revenue Results Summary

### Total Revenue

Revenue for the three years ended December 31, 2013 was as follows:

| (in millions)   | Revenues         |                  |                  | Change      |              | Percent of Total Revenue |             |             |
|---|------------------|------------------|------------------|-------------|--------------|--------------------------|-------------|-------------|
|   | 2013             | 2012             | 2011             | 2013        | 2012         | 2013                     | 2012        | 2011        |
| Equipment sales   | \$ 3,359         | \$ 3,476         | \$ 3,856         | (3)%        | (10)%        | 16%                      | 16%         | 18%         |
| Annuity revenue   | 18,076           | 18,261           | 18,044           | (1)%        | 1 %          | 84%                      | 84%         | 82%         |
| <b>Total Revenue</b>  | <b>\$ 21,435</b> | <b>\$ 21,737</b> | <b>\$ 21,900</b> | <b>(1)%</b> | <b>(1)%</b>  | <b>100%</b>              | <b>100%</b> | <b>100%</b> |
| <b>Reconciliation to Consolidated Statements of Income:</b> |                  |                  |                  |             |              |                          |             |             |
| Sales   | \$ 5,659         | \$ 5,927         | \$ 6,400         |             |              |                          |             |             |
| Less: Supplies, paper and other sales                       | (2,300)          | (2,451)          | (2,544)          |             |              |                          |             |             |
| <b>Equipment Sales</b>                                      | <b>\$ 3,359</b>  | <b>\$ 3,476</b>  | <b>\$ 3,856</b>  | <b>(3)%</b> | <b>(10)%</b> | <b>16%</b>               | <b>16%</b>  | <b>18%</b>  |
| Outsourcing, maintenance and rentals                        | \$ 15,293        | \$ 15,213        | \$ 14,868        | 1 %         | 2 %          | 71%                      | 70%         | 68%         |
| Add: Supplies, paper and other sales                        | 2,300            | 2,451            | 2,544            | (6)%        | (4)%         | 11%                      | 11%         | 11%         |
| Add: Financing  | 483              | 597              | 632              | (19)%       | (6)%         | 2%                       | 3%          | 3%          |
| <b>Annuity Revenue</b>                                      | <b>\$ 18,076</b> | <b>\$ 18,261</b> | <b>\$ 18,044</b> | <b>(1)%</b> | <b>1 %</b>   | <b>84%</b>               | <b>84%</b>  | <b>82%</b>  |

### Revenue 2013

Total revenues decreased 1% compared to the prior year and included 1-percentage point positive impact from currency. Total revenues included the following:

- **Annuity revenue** decreased 1% compared to prior year with no impact from currency. Annuity revenue is comprised of the following:
  - **Outsourcing, maintenance and rentals revenue** includes outsourcing revenue within our Services segment and technical service revenue (including bundled supplies) and rental revenue, both primarily within our Document Technology segment. Revenues of \$15,293 million increased 1% from the prior year and included a 1-percentage point positive impact from currency. The increase was primarily driven by growth in all three outsourcing offerings in our Services segment partially offset by a decline in maintenance revenue due to moderately lower page volumes and revenue per page. Total digital page volumes declined 2% despite a 3% increase in digital MIF.
  - **Supplies, paper and other sales** includes unbundled supplies and other sales, primarily within our Document Technology segment. Revenues of \$2,300 million decreased 6% from the prior year with no impact from currency. The decrease was primarily driven by a reduction in channel supplies inventories in the U.S. and developing markets, moderately lower supplies and paper demand, and lower licensing sales.
  - **Financing revenue** is generated from financed sale transactions primarily within our Document Technology segment. Financing revenues decreased 19% from the prior year reflecting a lower balance of finance receivables as a result of prior period sales of receivables and lower originations due to decreased equipment sales. Financing revenues in 2013 include gains of \$40 million from the sales of finance receivables as compared to \$44 million in 2012. Refer to the discussion on *Sales of Finance Receivable* in the *Capital Resources and Liquidity* section as well as Note 5 - Finance Receivables, Net in the Consolidated Financial Statements for additional information.
- **Equipment sales revenue** is reported primarily within our Document Technology segment and the Document Outsourcing business within our Services segment. Equipment sales revenue decreased 3% from the prior year, including a 1-percentage point positive impact from currency. Benefits from new product introductions and a positive mix impact were more than offset by lower sales in developing markets and price declines ranging from 5% to 10%, which is consistent with prior years.

**Revenue 2012** Total revenues decreased 1% compared to the prior year and included a 1-percentage point negative impact from currency. Total revenues included the following:

- **Annuity revenue** increased 1% and included a 1-percentage point negative impact from currency. Annuity revenue is comprised of the following:
  - **Outsourcing, maintenance and rentals revenue** include outsourcing revenue within our Services segment and technical service revenue (including bundled supplies) and rental revenue, both primarily within our Document Technology segment. Revenues of \$15,213 million increased 2% and included a 2-percentage point negative impact from currency. The increase was primarily driven by growth in all three outsourcing offerings in our Services segment partially offset by a decline in technical service revenues. Total digital pages declined 2% despite a 3% increase in digital MIF.
  - **Supplies, paper and other sales** include unbundled supplies and other sales, primarily within our Document Technology segment. Revenues of \$2,451 million decreased 4% and included a 1-percentage negative impact from currency. The decrease was primarily due to moderately lower demand.
  - **Financing revenue** is generated from financed sale transactions primarily within our Document Technology segment. The decrease of 6% from 2011 reflects a lower balance of finance receivables primarily from lower originations due to decreased equipment sales. The decrease was partially offset by \$44 million in gains from the sale of finance receivables from our Document Technology segment. Refer to the discussion on *Sales of Finance Receivable* in the *Capital Resources and Liquidity* section as well as to Note 5 - Finance Receivables, Net in the Consolidated Financial Statements for additional information.
- **Equipment sales revenue** is reported primarily within our Document Technology segment and the document outsourcing business within our Services segment. Equipment sales revenue decreased 10% and included a 2-percentage point negative impact from currency primarily driven by delayed customer decision-making and overall weak economic and market conditions. An increase in total product installs was offset by the impact of lower product mix and price declines. Price declines were in the range of 5% to 10%.

An analysis of the change in revenue for each business segment is included in the "Operations Review of Segment Revenue and Profit" section.

## Costs, Expenses and Other Income

### Summary of Key Financial Ratios

|                                       | Year Ended December 31, |       |       | Change    |           |
|---------------------------------------|-------------------------|-------|-------|-----------|-----------|
|                                       | 2013                    | 2012  | 2011  | 2013      | 2012      |
| Total Gross Margin                    | 31.0%                   | 32.0% | 33.4% | (1.0) pts | (1.4) pts |
| RD&E as a % of Revenue                | 2.8%                    | 3.0%  | 3.3%  | (0.2) pts | (0.3) pts |
| SAG as a % of Revenue                 | 19.3%                   | 19.4% | 20.2% | (0.1) pts | (0.8) pts |
| <b>Operating Margin<sup>(1)</sup></b> | 8.9%                    | 9.5%  | 10.0% | (0.6) pts | (0.5) pts |
| <b>Pre-tax Income Margin</b>          | 6.1%                    | 6.1%  | 7.0%  | —         | (0.9) pts |

### Operating Margin

The operating margin<sup>1</sup> for the year ended December 31, 2013 of 8.9% decreased 0.6-percentage points as compared to 2012. The decline was driven primarily by a decline in gross margin of 1.0-percentage points partially offset by a moderate improvement in operating expenses as a percent of revenue. The operating margin decline reflects continued pressure on Services margins from higher healthcare platform expenses and the run-off of the student loan business, as well as from higher pension settlement costs impacting Document Technology.

The operating margin<sup>1</sup> for the year ended December 31, 2012 of 9.5% decreased 0.5-percentage points as compared to 2011. The decline, which was primarily in our Services segment due to a decrease in gross margin, was partially offset by expense reductions.

(1) See the "Non-GAAP Financial Measures" section for an explanation of the Operating Margin non-GAAP financial measure.



## Gross Margins

### Total Gross Margin

Total gross margin for year ended December 31, 2013 of 31.0% decreased 1.0-percentage points as compared to 2012. The decrease was driven by margin declines within the Services segment as well as the continued increase in services revenue as a percent of total revenue.

Gross margin for year ended December 31, 2012 of 32.0% decreased 1.4-percentage points as compared to 2011. The decrease was driven by the overall mix of services revenue, the ramping of new services contracts and pressure on government contracts, particularly in the third quarter 2012. These negative impacts were partially offset by productivity improvements and cost savings from restructuring.

### Services Gross Margin

Services gross margin for the year ended December 31, 2013 decreased 0.8-percentage points as compared to 2012. The decrease is primarily due to revenue mix in the segment, the run-off of our student loan business, lower volumes in some areas of the business and higher healthcare platform costs. These impacts were only partially offset by productivity improvements and restructuring benefits.

Services gross margin for the year ended December 31, 2012 decreased 1.7-percentage points as compared to 2011. The decrease is primarily due to the ramping of new services contracts within BPO and ITO and pressure on government contracts, particularly in the third quarter 2012.

### Document Technology Gross Margin

Document Technology gross margin for the year ended December 31, 2013 increased by 0.1-percentage points as compared to 2012. The increase was driven by cost productivities and favorable transaction currency on our Yen based purchases, which more than offset the impact of price declines and mix.

Document Technology gross margin for the year ended December 31, 2012 increased by 0.1-percentage points as compared to 2011. Productivity improvements, restructuring savings and gains recognized on the sales of finance receivables more than offset the impact of price declines, product mix and the unfavorable year-over-year impact of transaction currency.

## Research, Development and Engineering Expenses (RD&E)

| (in millions)   | Year Ended December 31, |               |               | Change          |                |
|---|-------------------------|---------------|---------------|-----------------|----------------|
|   | 2013                    | 2012          | 2011          | 2013            | 2012           |
| R&D   | \$ 479                  | \$ 545        | \$ 611        | \$ (66)         | \$ (66)        |
| Sustaining engineering                                | 122                     | 110           | 108           | 12              | 2              |
| <b>Total RD&amp;E Expenses</b>                        | <b>\$ 601</b>           | <b>\$ 655</b> | <b>\$ 719</b> | <b>\$ (54)</b>  | <b>\$ (64)</b> |
| <b>R&amp;D Investment by Fuji Xerox<sup>(1)</sup></b> | <b>\$ 724</b>           | <b>\$ 860</b> | <b>\$ 880</b> | <b>\$ (136)</b> | <b>\$ (20)</b> |

(1) Fluctuation in Fuji Xerox R&D was primarily due to changes in foreign exchange rates.

RD&E as a percent of revenue for the year ended December 31, 2013 of 2.8% decreased 0.2-percentage points. The decrease was driven by the higher mix of Services revenue (which historically has a lower RD&E as a percentage of revenue) lower spending and productivity improvements.

RD&E of \$601 million for the year ended December 31, 2013, was \$54 million lower reflecting the impact of restructuring and productivity improvements.

Innovation is one of our core strengths and we continue to invest at levels that enhance this core strength, particularly in services, color and software. During 2013 we managed our investments in R&D to align with growth opportunities in areas like business services, color printing and customized communication. Our R&D is also strategically coordinated with Fuji Xerox.

RD&E as a percent of revenue for the year ended December 31, 2012 of 3.0% decreased 0.3-percentage points. In addition to lower spending, the decrease was also driven by the positive mix impact of the continued growth in Services revenue, which historically has a lower RD&E percent of revenue.

RD&E of \$655 million for the year ended December 31, 2012, was \$64 million lower, reflecting the impact of restructuring and productivity improvements.

### **Selling, Administrative and General Expenses (SAG)**

SAG as a percent of revenue of 19.3% decreased 0.1-percentage point for the year ended December 31, 2013.

SAG expenses of \$4,137 million for the year ended December 31, 2013 were \$79 million lower than the prior year period. The decrease in SAG expense reflects the following:

- \$61 million decrease in selling expenses reflecting the benefits from restructuring and productivity improvements, as well as lower compensation-related expenses and advertising spending partially offset by the impact of acquisitions.
- \$19 million decrease in general and administrative expenses as restructuring savings and productivity improvements were partially offset by the impact of acquisitions and increased consulting costs.
- \$1 million increase in bad debt expenses to \$120 million.

SAG as a percent of revenue of 19.4% decreased 0.8-percentage points for the year ended December 31, 2012. The decrease was driven by spending reductions reflecting benefits from restructuring and productivity improvements in addition to the positive mix impact from the continued growth in Services revenue, which historically has a lower SAG percent to revenue.

SAG expenses of \$4,216 million for the year ended December 31, 2012 was \$205 million lower than the prior year period including a \$60 million favorable impact from currency. The SAG expense decrease reflects the following:

- \$236 million decrease in selling expenses reflecting the benefits from restructuring, productivity improvements and decrease in brand advertising partially offset by the impact of acquisitions.
- \$69 million increase in general and administrative expenses, as restructuring savings and productivity improvements were more than offset by the impact of acquisitions and deferred compensation expense.
- \$38 million decrease in bad debt expense to \$119 million, driven primarily by lower write-offs in Europe.

### **Restructuring and Asset Impairment Charges**

During the year ended December 31, 2013, we recorded net restructuring and asset impairment charges of \$116 million (\$81 million after-tax). Approximately 34% of the charges were related to our Services segment and 66% to our Document Technology segment and included the following:

- \$142 million of severance costs related to headcount reductions of approximately 4,900 employees globally. The actions impacted several functional areas, and approximately 65% of the costs were focused on gross margin improvements, 34% on SAG and 1% on the optimization of RD&E investments.
- \$2 million for lease termination costs primarily reflecting continued optimization of our worldwide operating locations.
- \$1 million of asset impairment losses.

The above charges were partially offset by \$29 million of net reversals for changes in estimated reserves from prior period initiatives.

We expect 2014 pre-tax savings of approximately \$150 million from our 2013 restructuring actions.

During the year ended December 31, 2012, we recorded net restructuring and asset impairment charges of \$154 million (\$98 million after-tax). Approximately 46% of the charges were related to our Services segment and 54% to our Document Technology segment and included the following:

- \$161 million of severance costs related to headcount reductions of approximately 6,300 employees primarily in North America. The actions impacted several functional areas, and approximately 63% of the costs were focused on gross margin improvements, 31% on SAG and 6% on the optimization of RD&E investments.
- \$5 million for lease termination costs primarily reflecting continued optimization of our worldwide operating locations.
- \$2 million of asset impairment losses.

The above charges were partially offset by \$14 million of net reversals for changes in estimated reserves from prior period initiatives.

### Restructuring Summary

The restructuring reserve balance as of December 31, 2013 for all programs was \$116 million, of which approximately \$108 million is expected to be spent over the next twelve months. In the first quarter 2014, we expect to incur additional restructuring charges of approximately \$0.01 per diluted share for actions and initiatives that have not yet been finalized. This charge compares to an \$8 million net benefit recorded in the first quarter 2013 due to net reversals from prior periods initiatives exceeding charges incurred in the quarter.

Refer to Note 10 - Restructuring and Asset Impairment Charges in the Consolidated Financial Statements for additional information regarding our restructuring programs.

### Amortization of Intangible Assets

During the year ended December 31, 2013, we recorded \$332 million of expense related to the amortization of intangible assets, which is \$4 million higher than the prior year reflecting the increase in acquisitions in 2012.

During the year ended December 31, 2012, we recorded \$328 million of expense related to the amortization of intangible assets, which was \$70 million lower than the prior year. 2011 included the \$52 million accelerated amortization of the ACS trade name, which was fully written off in 2011, as a result of the decision to discontinue its use and transition the services business to the use of the "Xerox" trade name. The impact from the write-off of the ACS trade name was partially offset by the amortization of intangible assets associated with current and prior-year acquisitions.

Refer to Note 9 - Goodwill and Intangible assets, Net in the Consolidated Financial Statements for additional information regarding our intangible assets.

### Curtailment Gain

In December 2011, we amended all of our primary non-union U.S. defined benefit pension plans for salaried employees to fully freeze benefit and service accruals after December 31, 2012. As a result of these plan amendments, we recognized a pre-tax curtailment gain of \$107 million (\$66 million after-tax), which represents the recognition of deferred gains from other prior year amendments (prior service credits) as a result of the discontinuation (freeze) of any future benefit or service accrual period. The amendments did not materially impact 2012 pension expense.

Refer to Note 15 - Employee Benefit Plans in the Consolidated Financial Statements for additional information regarding our plan amendments.

### Worldwide Employment

Worldwide employment of 143,100 at December 31, 2013 decreased approximately 4,500 from December 31, 2012, primarily due to restructuring-related actions, normal attrition outpacing hiring and a slower pace of acquisitions. Worldwide employment was approximately 147,600 and 139,700 at December 2012 and 2011, respectively.

### Other Expenses, Net

| (in millions)                                    | Year Ended December 31, |               |               |
|--|-------------------------|---------------|---------------|
|  | 2013                    | 2012          | 2011          |
| Non-financing interest expense                   | \$ 243                  | \$ 232        | \$ 247        |
| Interest income                                  | (11)                    | (13)          | (21)          |
| (Gains) losses on sales of businesses and assets | (64)                    | 2             | (9)           |
| Currency (gains) losses, net                     | (7)                     | 3             | 12            |
| Litigation matters                               | (34)                    | (1)           | 11            |
| Loss on sales of accounts receivables            | 17                      | 21            | 20            |
| Loss on early extinguishment of liability        | —                       | —             | 33            |
| Deferred compensation investment gains           | (15)                    | (10)          | —             |
| All other expenses, net                          | 21                      | 27            | 33            |
| <b>Total Other Expenses, Net</b>                 | <b>\$ 150</b>           | <b>\$ 261</b> | <b>\$ 326</b> |

**Note:** With the exception of Deferred compensation investment gains, all items comprising Other Expense, Net are reported in the Other segment. Deferred compensation investment gains are reported in the Services segment as an offset to the associated compensation expense - see below.

**Non-Financing Interest Expense:** Non-financing interest expense for the year ended December 31, 2013 of \$243 million was \$11 million higher than prior year primarily due to a higher average cost of debt. When non-financing interest expense is combined with financing interest expense (cost of financing), total company interest expense declined by \$24 million from the prior year, primarily driven by a lower total average debt balance partially offset by a higher average cost of debt.

Refer to Note 12 - Debt in the Consolidated Financial Statements for additional information regarding our allocation of interest expense.

Non-financing interest expense for the year ended December 31, 2012 of \$232 million was \$15 million lower than the prior year. The decrease in interest expense is primarily due to the benefit of lower borrowing costs achieved as a result of refinancing existing debt. When non-financing interest expense is combined with financing interest expense (cost of financing), total company interest expense declined by \$48 million from the prior year.

**(Gains) Losses on Sales of Businesses and Assets:** The 2013 gains on sales of businesses and assets include the following transactions:

- A \$29 million gain on the sale of a portion of our Wilsonville, Oregon product design, engineering and chemistry group and related assets that were surplus to our needs for \$32.5 million in cash to 3D Systems, Inc. (3D Systems). The sale involved the transfer of approximately 100 engineers and contractors to 3D Systems. The related assets include laboratory, testing and modeling equipment. The sale also included a grant of a non-exclusive license to certain patents and non-patented intellectual property to enable 3D Systems to continue development of certain technologies associated with the transferred employees and related assets.
- A \$23 million gain on the sale of a surplus facility in the U.S.
- An \$8 million gain on the sale of a surplus facility in Latin America.

**Currency (Gains) Losses, Net:** Currency (gains) losses primarily result from the re-measurement of foreign currency-denominated assets and liabilities, the cost of hedging foreign currency-denominated assets and liabilities and the mark-to-market of foreign exchange contracts utilized to hedge those foreign currency-denominated assets and liabilities. The 2011 net currency losses were primarily due to the significant movement in exchange rates during the third quarter of 2011 among the U.S. Dollar, Euro, Yen and several developing market currencies.

**Litigation Matters:** Litigation matters for 2013 of \$(34) million primarily reflects the benefit resulting from a reserve reduction related to litigation developments.

Litigation matters for 2012 and 2011 primarily represent charges related to probable losses for various legal matters, none of which were individually material. Refer to Note 17 - Contingencies and Litigation, in the Consolidated Financial Statements for additional information regarding litigation against the Company.

**Loss on Sales of Accounts Receivables:** Represents the loss incurred on our sales of accounts receivables. Refer to "Sales of Accounts Receivables" below and Note 4 - Accounts Receivables, Net in the Consolidated Financial Statements for additional information regarding our sales of receivables.

**Loss on Early Extinguishment of Liability:** The 2011 loss of \$33 million was related to the redemption by Xerox Capital Trust I, our wholly-owned subsidiary trust, of its \$650 million 8% Preferred Securities due in 2027. The redemption resulted in a pre-tax loss of \$33 million (\$20 million after-tax), representing the call premium of approximately \$10 million, as well as the write-off of unamortized debt costs and other liability carrying value adjustments of \$23 million.

**Deferred Compensation Investment Gains:** Represents gains on investments supporting certain of our deferred compensation arrangements. These gains or losses are offset by an increase or decrease, respectively, in compensation expense recorded in SAG in our Services segment as a result of the increase or decrease in the liability associated with these arrangements.

## Income Taxes

The 2013 effective tax rate was 21.0% or 24.5% on an adjusted basis<sup>1</sup>. The adjusted tax rate for 2013 was lower than the U.S. statutory tax rate primarily due to foreign tax credits resulting from actual and anticipated dividends

from our foreign subsidiaries, the geographical mix of income and the retroactive tax benefits from the American Taxpayer Relief Act of 2012 tax law change of approximately \$19 million. These benefits were partially offset by the discrete impact of \$12 million for the U.K. corporate income tax rate reduction and the corresponding adjustment to our U.K. deferred tax assets.

The 2012 effective tax rate was 20.4% or 23.9% on an adjusted basis<sup>1</sup>. The adjusted tax rate for 2012 was lower than the U.S. statutory rate primarily due to foreign tax credits resulting from anticipated dividends and other foreign transactions as well as the geographical mix of profits. In addition, a net tax benefit from adjustments of certain unrecognized tax positions and deferred tax valuation allowances was offset by a similar impact on deferred tax assets from the 2012 reduction in the U.K. corporate income tax rate.

The 2011 effective tax rate was 24.6% or 27.5% on an adjusted basis<sup>1</sup>. The adjusted tax rate for 2011 was lower than the U.S. statutory rate primarily due to the geographical mix of profits as well as a higher foreign tax credit benefit as a result of our decision to repatriate current year income from certain non-U.S. subsidiaries.

Xerox operations are widely dispersed. The statutory tax rate in most non U.S. jurisdictions is lower than the combined U.S. and state tax rate. The amount of income subject to these lower foreign rates relative to the amount of U.S. income will impact our effective tax rate. However, no one country outside of the U.S. is a significant factor to our overall effective tax rate. Certain foreign income is subject to U.S. tax net of any available foreign tax credits. Our full year effective tax rate for 2013 includes a benefit of 11.9-percentage points from these non-U.S. operations. Refer to Note 16 - Income and Other Taxes, in the Consolidated Financial Statements for additional information regarding the geographic mix of income before taxes and the related impacts on our effective tax rate.

Our effective tax rate is based on nonrecurring events as well as recurring factors, including the taxation of foreign income. In addition, our effective tax rate will change based on discrete or other nonrecurring events (e.g. audit settlements, tax law changes, changes in valuation allowances, etc.) that may not be predictable. Excluding the effects of intangibles amortization and other discrete items, we anticipate that our adjusted effective tax rate will be approximately 25% to 27% for 2014.

(1) See the "Non-GAAP Financial Measures" section for an explanation of the adjusted effective tax rate non-GAAP financial measure.

### Equity in Net Income of Unconsolidated Affiliates

| (in millions)   | Year Ended December 31, |        |        |
|---|-------------------------|--------|--------|
|   | 2013                    | 2012   | 2011   |
| Total equity in net income of unconsolidated affiliates | \$ 169                  | \$ 152 | \$ 149 |
| Fuji Xerox after-tax restructuring costs                | 9                       | 16     | 19     |

Equity in net income of unconsolidated affiliates primarily reflects our 25% share of Fuji Xerox.

Refer to Note 8 - Investment in Affiliates, at Equity, in the Consolidated Financial Statements for additional information regarding our investment in Fuji Xerox.

### Net Income From Continuing Operations

Net income from continuing operations attributable to Xerox for the year ended December 31, 2013 was \$1,185 million, or \$0.93 per diluted share. On an adjusted basis<sup>1</sup>, net income attributable to Xerox was \$1,390 million, or \$1.09 per diluted share, and included adjustments for the amortization of intangible assets. The increase in earnings per diluted share reflects a lower average share count as a result of share repurchases over the last two years.

Net income from continuing operations attributable to Xerox for the year ended December 31, 2012 was \$1,184 million, or \$0.87 per diluted share. On an adjusted basis<sup>1</sup>, net income attributable to Xerox was \$1,387 million, or \$1.02 per diluted share, and included adjustments for the amortization of intangible assets.

Net income from continuing operations attributable to Xerox for the year ended December 31, 2011 was \$1,274 million, or \$0.88 per diluted share. On an adjusted basis<sup>1</sup>, net income attributable to Xerox was \$1,542 million, or \$1.06 per diluted share, and included adjustments for the amortization of intangible assets and the loss on early extinguishment of liability.

(1) See the "Non-GAAP Financial Measures" section for a reconciliation of reported net income from continuing operations to adjusted net income.

## Discontinued Operations

During 2013, in connection with our decision to exit from the Paper distribution business, we completed the sale of our North American (N.A.) and European Paper businesses. The decision to exit the Paper distribution business was largely the result of management's objective to focus more on Services and innovative Document Technology. As a result of these transactions, we reported these paper-related operations as Discontinued Operations and reclassified their results from the Other segment to Discontinued Operations. All prior periods have been restated to conform to this presentation.

Refer to Note 3 - Acquisitions and Divestitures, in the Consolidated Financial Statements for additional information regarding Discontinued Operations.

## Other Comprehensive Income

2013 Other comprehensive income attributable to Xerox of \$448 million increased \$959 million from 2012. The increase was primarily the result of gains associated with our defined benefit plans due to an increase in the discount rates used to measure our benefit obligations (Refer to our discussion of Pension Plan Assumptions in the Application of Critical Accounting Policies section of the MD&A as well as Note 15 - Employee Benefit Plans in the Consolidated Financial Statements for additional information). These gains were partially offset by losses from the translation of our foreign currency-denominated net assets in 2013 as compared to translation gains in 2012. The translation losses are the result of the weakening of our major foreign currencies against the U.S. Dollar in 2013 as compared to a strengthening of those same currencies in 2012.

2012 Other comprehensive loss attributable to Xerox of \$511 million decreased \$217 million from 2011. The decreased loss was primarily due to gains from the translation of our foreign currency-denominated net assets in 2012 as compared to translation losses in 2011. The translation gains are the result of a strengthening of our major foreign currencies against the U.S. Dollar in 2012 as compared to a weakening of those same currencies in 2011. A decrease in losses associated with our defined benefit plans was offset by an increase in unrealized losses from our cash flow hedges primarily due to a weakening of the Japanese Yen particularly in the fourth quarter 2012 (Refer to Note 13 - Financial Instruments in the Consolidated Financial Statements for additional information regarding our cash flow hedges).

## Recent Accounting Pronouncements

Refer to Note 1 - Summary of Significant Accounting Policies in the Consolidated Financial Statements for a description of recent accounting pronouncements including the respective dates of adoption and the effects on results of operations and financial conditions.

## Operations Review of Segment Revenue and Profit

Our reportable segments are consistent with how we manage the business and view the markets we serve. Our reportable segments are Services, Document Technology and Other. Revenues by segment for the three years ended December 31, 2013 were as follows:

| (in millions)       | Total Revenue    | % of Total Revenue | Segment Profit<br>(Loss) | Segment Margin |
|---------------------|------------------|--------------------|--------------------------|----------------|
| <b>2013</b>         |                  |                    |                          |                |
| Services            | \$ 11,859        | 55%                | \$ 1,157                 | 9.8 %          |
| Document Technology | 8,908            | 42%                | 966                      | 10.8 %         |
| Other               | 668              | 3%                 | (222)                    | (33.2)%        |
| <b>Total</b>        | <b>\$ 21,435</b> | <b>100%</b>        | <b>\$ 1,901</b>          | <b>8.9 %</b>   |
| <b>2012</b>         |                  |                    |                          |                |
| Services            | \$ 11,528        | 53%                | 1,173                    | 10.2 %         |
| Document Technology | 9,462            | 44%                | 1,065                    | 11.3 %         |
| Other               | 747              | 3%                 | (256)                    | (34.3)%        |
| <b>Total</b>        | <b>\$ 21,737</b> | <b>100%</b>        | <b>\$ 1,982</b>          | <b>9.1 %</b>   |
| <b>2011</b>         |                  |                    |                          |                |
| Services            | \$ 10,837        | 49%                | \$ 1,207                 | 11.1 %         |
| Document Technology | 10,259           | 47%                | 1,140                    | 11.1 %         |
| Other               | 804              | 4%                 | (285)                    | (35.4)%        |
| <b>Total</b>        | <b>\$ 21,900</b> | <b>100%</b>        | <b>\$ 2,062</b>          | <b>9.4 %</b>   |

### Services Segment

Our Services segment is comprised of three service offerings: Business Process Outsourcing (BPO), Document Outsourcing (DO) and Information Technology Outsourcing (ITO).

Services segment revenues for the three years ended December 31, 2013 were as follows:

| (in millions)                      | Revenue          |                  |                  | Change    |           |
|------------------------------------|------------------|------------------|------------------|-----------|-----------|
|                                    | 2013             | 2012             | 2011             | 2013      | 2012      |
| Business processing outsourcing    | \$ 7,160         | \$ 7,061         | \$ 6,470         | 1%        | 9%        |
| Document outsourcing               | 3,337            | 3,210            | 3,149            | 4%        | 2%        |
| Information technology outsourcing | 1,551            | 1,426            | 1,326            | 9%        | 8%        |
| Less: Intra-segment elimination    | (189)            | (169)            | (108)            | *         | *         |
| <b>Total Services Revenue</b>      | <b>\$ 11,859</b> | <b>\$ 11,528</b> | <b>\$ 10,837</b> | <b>3%</b> | <b>6%</b> |

\* Percent not meaningful.

Note: The 2012 and 2011 BPO and DO revenues have been revised to reflect the transfer of our Communication & Marketing Services (CMS) business from DO to BPO in 2013. The revenue transferred was \$450 million in 2012 and \$396 million in 2011.

### Revenue 2013

Services revenue of \$11,859 million increased 3% with no impact from currency.

- BPO revenue increased 1% and represented 59% of total Services revenue. Growth in healthcare, human resources and state government businesses were partially offset by lower volumes in portions of our commercial BPO business and the run-off of our government student loan business.
- DO revenue increased 4% and represented 28% of total Services revenue. The increase in DO revenue was primarily driven by growth in our partner print services offerings as well as higher equipment sales.
- ITO revenue increased 9% and represented 13% of total Services revenue. ITO growth was driven by the continued revenue ramp on prior period signings including several large deals signed in 2011. Throughout 2013, ITO revenue growth decelerated, as expected, and was 2% in the fourth quarter 2013.

## Segment Margin 2013

Services segment margin of 9.8% decreased 0.4-percentage points from the prior year primarily due to a 0.8-percentage point decline in gross margin as increased productivity improvements and restructuring benefits were more than offset by the run-off of the student loan business, higher healthcare platform expenses, the impact of price declines, which were consistent with prior years, and lower volumes. The gross margin decline was partially offset by SAG improvements reflecting restructuring benefits as well as lower compensation-related expenses.

## Metrics

### Pipeline

Our total services sales pipeline at December 31, 2013, grew 9% over the prior year. This sales pipeline includes the Total Contract Value (TCV) of new business opportunities that potentially could be contracted within the next six months and excludes business opportunities with estimated annual recurring revenue in excess of \$100 million.

### Signings

Signings are defined as estimated future revenues from contracts signed during the period, including renewals of existing contracts. TCV represents the estimated future contract revenue for pipeline or signed contracts for signings, as applicable.

Signings were as follows:

| (in billions)         | Year Ended December 31, |                     |
|-----------------------|-------------------------|---------------------|
|                       | 2013                    | 2012 <sup>(1)</sup> |
| BPO                   | \$ 8.9                  | \$ 6.5              |
| DO                    | 3.3                     | 2.9                 |
| ITO                   | 1.0                     | 1.5                 |
| <b>Total Signings</b> | <b>\$ 13.2</b>          | <b>\$ 10.9</b>      |

(1) The 2012 BPO and DO signings have been revised to reflect the transfer of our Communication & Marketing Services (CMS) business from DO to BPO in 2013.

Services signings were an estimated \$13.2 billion in TCV for 2013 and increased 21% compared to the prior year. The increase was driven by new business and higher renewals.

Services signings were an estimated at \$10.9 billion in TCV for 2012 and decreased 25% compared to the prior year. This decline was driven by a decrease in large deals from the prior year as well as delays in customer decision making. While the total number of BPO/ITO contracts signed in 2012 increased from 2011, the decline in large deals drove a reduction in the average contract length of new business signings in 2012.

The above DO signings amount represents Enterprise signings only and does not include signings from our partner print services offerings, which is driving the revenue growth in DO.

**Note:** TCV is the estimated total contractual revenue related to future contracts in the pipeline or signed contracts, as applicable.

### Renewal rate (BPO and ITO only)

Renewal rate is defined as the annual recurring revenue (ARR) on contracts that are renewed during the period as a percentage of ARR on all contracts on which a renewal decision was made during the period. Our 2013 renewal rate of 92% was above our target range of 85%-90% and 7-percentage points higher than 2012. Our 2012 renewal rate of 85% was 5-percentage points higher than our 2011 renewal rate of 80%.

## Revenue 2012

Services revenue of \$11,528 million increased 6% with a 1-percentage point negative impact from currency.

- **BPO revenue** increased 9%, including a 1-percentage point negative impact from currency, and represented 57% of total Services revenue. BPO growth was driven by the government healthcare, healthcare payer, customer care, financial services, retail, travel and insurance businesses and other state government solutions, as well as the benefits from recent acquisitions.



- DO revenue increased 2%, including a 2-percentage point negative impact from currency, and represented 31% of total Services revenue. The increase in DO revenue was primarily driven by our new partner print services offerings as well as new signings.
- ITO revenue increased 8% and represented 12% of total Services revenue. ITO growth was driven by the revenue ramp resulting from strong growth in recent quarters and also includes 3-percentage points of growth related to revenue from intercompany services, which is eliminated in total Services segment revenue.

## Segment Margin 2012

Services segment margin of 10.2% decreased 0.9-percentage points from the prior year primarily due to a decline in gross margin, which was driven by the ramping of new services contracts, pressure on government contracts, the impact of lower contract renewals and lower volumes in some areas of the business. The gross margin decline was partially offset by the benefits from restructuring and lower SAG, primarily in DO.

## Document Technology Segment

Our Document Technology segment includes the sale of products and supplies, as well as the associated maintenance and financing of those products.

### Revenue

| (in millions)        | Year Ended December 31, |                 |                  | Change      |             |
|----------------------|-------------------------|-----------------|------------------|-------------|-------------|
|                      | 2013                    | 2012            | 2011             | 2013        | 2012        |
| Equipment sales      | \$ 2,727                | \$ 2,879        | \$ 3,277         | (5)%        | (12)%       |
| Annuity revenue      | 6,181                   | 6,583           | 6,982            | (6)%        | (6)%        |
| <b>Total Revenue</b> | <b>\$ 8,908</b>         | <b>\$ 9,462</b> | <b>\$ 10,259</b> | <b>(6)%</b> | <b>(8)%</b> |

### Revenue 2013

Document Technology revenue of \$8,908 million decreased 6%, with no impact from currency. Total revenues include the following:

- Equipment sales revenue decreased by 5% with a 1-percentage point positive impact from currency. Equipment sales benefited from our 2013 mid-range product refresh, growth and acquisitions in the small and mid-size business market and increased demand for color digital production presses. These benefits were more than offset by the continued migration of customers to managed print services and our growing partner print services offerings (included in our Services segment), weakness in developing markets and price declines, which were in the historical 5% to 10% range.
- Annuity revenue decreased by 6%, with no impact from currency, driven by a modest decline in total pages, the reduction in channel supplies inventory levels, lower sales in developing markets and a decline in financing revenue as a result of prior period sales of finance receivables and lower originations. Annuity revenue was also impacted by the continued migration of customers to our partner print services offerings (included in our Services segment).

Document Technology revenue mix was 21% entry, 58% mid-range and 21% high-end.

### Segment Margin 2013

Document Technology segment margin of 10.8% decreased 0.5-percentage points from prior year. The decline was primarily driven by an increase in SAG as a percent of revenue due to the overall impact of lower revenue and higher pension settlement losses which were only partially offset by restructuring savings, productivity improvements and lower compensation-related expenses.

Total revenue declines in 2014 are expected to remain at the mid-single digit level for the Document Technology segment as projected declines in black-and-white printing are only partially offset with growth in color and in the graphic communications and SMB markets. The expected 2014 revenue decline for the Document Technology segment is consistent with the trend we have experienced for this segment over the past three years as we continue to transform the Company from a technology-based equipment company to a document outsourcing services-based entity and customers continue to migrate their business to more services-based offerings. These services-based offerings are reported within our Services segment. This business is also heavily impacted by price and page declines. Although annual revenue declines are expected in 2014, we believe there will eventually be a

relative flattening of revenues in future years. We expect to manage the impact of any revenue declines through measures to improve productivity and reduce costs and expenses.

## Installs 2013

### Entry

- 24% increase in color multifunction devices driven by demand for the recently introduced WorkCentre® 6605, WorkCentre® 6015 and ColorQube® 8700/8900.
- 5% increase in color printers driven by demand for the Phaser® 6600 family of products as well as an increase in sales to OEM partners.
- 20% decrease in entry black-and-white multifunction devices driven by declines in all geographies.

### Mid-Range

- 8% increase in installs of mid-range color devices driven by demand for the ConnectKey® enabled products.
- 3% decrease in installs of mid-range black-and-white devices.

### High-End

- 43% increase in installs of high-end color systems driven by growth in the sale of digital front-ends (DFE's) to Fuji Xerox, as well as strong customer demand for the Color J75 Press and iGen® as we continue to strengthen our market leadership in the Production Color segment. High-end color installs increased 7%, excluding the DFE sales to Fuji Xerox.
- 8% decrease in installs of high-end black-and-white systems, reflecting continued declines in the overall market.

Install activity percentages include installations for Document Outsourcing and the Xerox-branded product shipments to GIS. Descriptions of "Entry", "Mid-Range" and "High-End" are defined in Note 2 - Segment Reporting, in the Consolidated Financial Statements.

## Revenue 2012

Document Technology revenue of \$9,462 million decreased 8%, including 2-percentage points negative impact from currency. Total revenues include the following:

- 12% decrease in equipment sales revenue, with a 1-percentage point negative impact from currency. This decline, primarily in mid-range and high-end equipment, was driven by delayed customer decision-making reflecting the continued weak macro-environment. In addition, the impact of lower product mix and price declines in the range of 5% to 10% more than offset growth in installs. Document Technology revenue excludes increasing revenues in our DO offerings.
- 6% decrease in annuity revenue, including a 2-percentage point negative impact from currency driven by lower supplies and a decline in total digital pages of 2% as well as the continued migration of customers to our partner print services offerings, which is included in our Services segment.
- Document Technology revenue mix was 22% entry, 57% mid-range and 21% high-end.

## Segment Margin 2012

Document Technology segment margin of 11.3% increased 0.2-percentage points from prior year. Productivity improvements, restructuring savings and gains recognized on the sale of finance receivables (see Note 5 - Finance Receivables, Net in the consolidated Financial Statements for additional information) more than offset the impact of price declines and overall lower revenues.

## Installs 2012

### Entry

- 39% increase in color multifunction devices driven by demand for the WorkCentre® 6015, WorkCentre® 6605 and ColorQube® 8700/8900.
- 23% increase in entry black-and-white multifunction devices driven by demand for the WorkCentre® 3045.
- 7% decrease in color printers driven by a decrease in sales to OEM partners.

### Mid-Range

- 2% decrease in installs of mid-range color devices driven by a difficult compare in the U.S. from the fourth quarter 2012 was partially offset by demand for products such as the WorkCentre® 7535/7125/7530 and the WorkCentre® 7556, which enabled continued market share gains in the fastest growing and most profitable segment of the office color market.
- 10% decrease in installs of mid-range black-and-white devices.

### High-End

- 34% increase in installs of high-end color systems driven by strong demand for the Xerox® Color 770. This product has enabled large market share gains in the Entry Production Color market segment.
- 26% decrease in installs of high-end black-and-white systems, reflecting continued declines in the overall market.

### Other Segment

#### Revenue 2013

Other segment revenue of \$668 million decreased 11%, with no impact from currency, due to lower wide format systems revenue, lower sales of electronic presentation systems, lower developing market paper sales and lower licensing revenue. Total paper revenue (all within developing markets) comprised approximately one-third of the Other segment revenue.

#### Segment Loss 2013

Other segment loss of \$222 million, improved \$34 million from the prior year, primarily driven by gains on the sale of businesses and assets, partially offset by lower revenues. Non-financing interest expense as well as all Other expenses, net (excluding deferred compensation investment gains) are reported within the Other segment.

#### Revenue 2012

Other segment revenue of \$747 million decreased 7%, including a 1-percentage point negative impact from currency, due to a decline in paper sales, which was driven by lower market pricing and activity, as well as a decline in revenues from wide format systems and lower patent sales and licensing revenue.

#### Segment Loss 2012

Other segment loss of \$256 million, improved \$29 million from the prior year, primarily driven by a decrease in Other expenses, net partially offset by lower gross profit as a result of the decline in revenues.

### Discontinued Operations

In 2013, in connection with our decision to exit from the paper distribution business, we sold our North American and Western European Paper businesses.

As a result of these transactions, we reported these paper-related operations as Discontinued Operations and reclassified their results from the Other segment to Discontinued Operations. All prior periods have accordingly been restated to conform to this presentation.

Below is a summary of the restated amounts for our 2012 and 2011 Other segment and Total segment results as a result of the reclassification of the North American and Western European Paper businesses to Discontinued Operations.

| (in millions)                       | Total Revenue | Segment Profit (Loss) | Segment Margin |
|-------------------------------------|---------------|-----------------------|----------------|
| <b>2012</b>                         |               |                       |                |
| Other segment - restated            | \$ 747        | \$ (256)              | (34.3)%        |
| Other segment - as reported         | 1,400         | (241)                 | (17.2)%        |
| <b>Total segments - restated</b>    | <b>21,737</b> | <b>1,982</b>          | <b>9.1 %</b>   |
| <b>Total segments - as reported</b> | <b>22,390</b> | <b>1,997</b>          | <b>8.9 %</b>   |
| <b>2011</b>                         |               |                       |                |
| Other segment - restated            | \$ 804        | \$ (285)              | (35.4)%        |
| Other segment - as reported         | 1,530         | (255)                 | (16.7)%        |
| <b>Total segments - restated</b>    | <b>21,900</b> | <b>2,062</b>          | <b>9.4 %</b>   |
| <b>Total segments - as reported</b> | <b>22,626</b> | <b>2,092</b>          | <b>9.2 %</b>   |

## Capital Resources and Liquidity

Our liquidity is primarily dependent on our ability to continue to generate strong cash flows from operations. Additional liquidity is also provided through access to the financial capital markets, including the Commercial Paper market, as well as a committed global credit facility. The following is a summary of our liquidity position:

- As of December 31, 2013 and 2012, total cash and cash equivalents were \$1,764 million and \$1,246 million, respectively, and there were no outstanding borrowings under our Commercial Paper Program in either year. There were also no borrowings or letters of credit under our \$2 billion Credit Facility at either year end. The increase in our cash balance in 2013 is primarily due to a lower level of acquisitions, proceeds from the sales of businesses and assets and a Senior Note borrowing in December 2013. See "Capital Markets Activity" section below.
- Over the past three years we have consistently delivered strong cash flows from operations driven by the strength of our annuity-based revenue model. Cash flows from operations were \$2,375 million, \$2,580 million and \$1,961 million in each of the years in the three year period ended December 31, 2013, respectively.
- We expect cash flows from operations to be between \$1.8 and \$2.0 billion for 2014, which include the adverse impact of prior period sales of finance receivables of approximately \$400 million. No additional sales of finance receivables are planned for 2014. Cash flows from operations are expected to benefit from profit improvement in our Services Segment as well as improvements in working capital (accounts receivables, inventory and accounts payable). Consistent with our normal cash flows seasonality, we expect the first quarter 2014 cash flows from operations to be the lowest of the year with sources roughly offsetting uses.

## Cash Flow Analysis

The following summarizes our cash flows for the three years ended December 31, 2013, as reported in our Consolidated Statements of Cash Flows in the accompanying Consolidated Financial Statements:

| (in millions)  | Year Ended December 31, |                 |               | Change        |               |
|--|-------------------------|-----------------|---------------|---------------|---------------|
|  | 2013                    | 2012            | 2011          | 2013          | 2012          |
| Net cash provided by operating activities                    | \$ 2,375                | \$ 2,580        | \$ 1,961      | \$ (205)      | \$ 619        |
| Net cash used in investing activities                        | (452)                   | (761)           | (675)         | 309           | (86)          |
| Net cash used in financing activities                        | (1,402)                 | (1,472)         | (1,586)       | 70            | 114           |
| Effect of exchange rate changes on cash and cash equivalents | (3)                     | (3)             | (9)           | —             | 6             |
| Increase (decrease) in cash and cash equivalents             | 518                     | 344             | (309)         | 174           | 653           |
| Cash and cash equivalents at beginning of year               | 1,246                   | 902             | 1,211         | 344           | (309)         |
| <b>Cash and Cash Equivalents at End of Year</b>              | <b>\$ 1,764</b>         | <b>\$ 1,246</b> | <b>\$ 902</b> | <b>\$ 518</b> | <b>\$ 344</b> |

### Cash Flows from Operating Activities

Net cash provided by operating activities was \$2,375 million for the year ended December 31, 2013. The \$205 million decrease in operating cash from 2012 was primarily due to the following:

- \$105 million decrease in pre-tax income before net gain on sales of businesses and assets and restructuring.
- \$307 million decrease due to lower net run-off of finance receivables of \$280 million and higher equipment on operating leases of \$27 million. The lower net run-off of finance receivables was primarily related to the impact from the receivables sales (see Note 5 - Finance Receivables, Net in the Consolidated Financial Statements for additional information).
- \$149 million decrease due to lower accounts payable and accrued compensation primarily related to the timing of accounts payable payments.
- \$38 million decrease due to higher growth in inventory reflecting the launch of new products.
- \$22 million decrease due to the timing of settlements of our foreign currency derivative contracts. These derivatives primarily relate to hedges of Yen inventory purchases.
- \$17 million decrease due to higher net income tax payments.
- \$212 million increase from accounts receivable primarily due to lower revenues partially offset by a reduction in the use of accelerated collection programs such as early pay discounts.
- \$134 million increase due to lower contributions to our defined benefit pension plans. This was in line with expectations.
- \$106 million increase from lower spending for product software and up-front costs for outsourcing service contracts.

Net cash provided by operating activities was \$2,580 million for the year ended December 31, 2012. The \$619 million increase in cash from 2011 was primarily due to the following:

- \$879 million increase from finance receivables primarily due to sales of receivables as well as higher net run-off of finance receivables as a result of lower equipment sales (see Note 5 - Finance Receivables, Net in the Consolidated Financial Statements for additional information).
- \$124 million increase due to lower inventory growth.
- \$74 million increase due to lower restructuring payments.
- \$62 million increase due to lower contributions to our defined benefit pension plans primarily in the U.S. as a result of pension funding legislation enacted in 2012.
- \$41 million increase as a result of less up-front costs and other customer related spending associated primarily with new services contracts.
- \$390 million decrease due to a lower benefit from accounts receivable sales as well as growth in services revenue.
- \$45 million decrease from higher net income tax payments primarily due to refunds in the prior year.

In 2012 and 2011, we elected to make contributions of 15.4 million and 16.6 million, respectively, of shares of our common stock, with an aggregate value of approximately \$130 million in each year, to our U.S. defined benefit pension plan for salaried employees in order to meet our planned level of funding for those years.

### Cash Flows from Investing Activities

Net cash used in investing activities was \$452 million for the year ended December 31, 2013. The \$309 million decrease in the use of cash from 2012 was primarily due to the following:

- \$121 million decrease in acquisitions. 2013 acquisitions include Zeno Office Solutions, Inc. for \$59 million, Impika for \$53 million and four smaller acquisitions totaling \$43 million. 2012 acquisitions include Wireless Data for \$95 million, RK Dixon for \$58 million as well as seven smaller acquisitions totaling \$123 million.
- \$86 million decrease due to lower capital expenditures (including internal use software).
- \$77 million decrease primarily due to \$38 million of proceeds from the sale of a U.S. facility and \$33 million of proceeds from the sale of assets to 3D Systems.
- \$26 million decrease due to proceeds from the sale of the North American and European Paper businesses.

Net cash used in investing activities was \$761 million for the year ended December 31, 2012. The \$86 million increase in the use of cash from 2011 was primarily due to the following:

- \$64 million increase in acquisitions. 2012 acquisitions include Wireless Data for \$95 million, RK Dixon for \$58 million as well as seven smaller acquisitions totaling \$123 million. 2011 acquisitions include Unamic/HCN B.V. for \$55 million, ESM for \$43 million, Concept Group for \$41 million, MBM for \$42 million, Breakaway for \$18 million and ten smaller acquisitions for an aggregate of \$46 million as well as a net cash receipt of \$35 million for Symcor.
- \$19 million increase due to lower cash proceeds from asset sales.

## Cash Flows from Financing Activities

Net cash used in financing activities was \$1,402 million for the year ended December 31, 2013. The \$70 million decrease in the use of cash from 2012 was primarily due to the following:

- \$356 million decrease from lower share repurchases.
- \$80 million decrease due to higher proceeds from the issuances of common stock.
- \$326 million increase from net debt activity. 2013 reflects payments of \$1 billion on Senior Notes offset by net proceeds of \$500 million from the issuance of Senior Notes and \$39 million from the sale and capital leaseback of a building in the U.S. 2012 reflects net proceeds of \$1.1 billion from the issuance of Senior Notes offset by net payments on Senior Notes of \$1.1 billion and a decrease of \$100 million in Commercial Paper.
- \$41 million increase due to higher common stock dividends.

Net cash used in financing activities was \$1,472 million for the year ended December 31, 2012. The \$114 million decrease in the use of cash from 2011 was primarily due to the following:

- \$670 million decrease reflecting the absence of payment of our liability to Xerox Capital Trust I in connection with their redemption of preferred securities.
- \$351 million increase from higher share repurchases in 2012.
- \$157 million increase from net debt activity. 2012 reflects net proceeds of \$1.1 billion from the issuance of Senior Notes offset by net payments on Senior Notes of \$1.1 billion and a decrease of \$100 million in Commercial Paper. 2011 includes proceeds of \$1.0 billion from the issuance of Senior Notes offset by the repayment of \$750 million on Senior Notes and a decrease of \$200 million in Commercial Paper.
- \$47 million increase due to higher distributions to noncontrolling interests.

## Customer Financing Activities

We provide lease equipment financing to our customers, primarily in our Document Technology segment. Our lease contracts permit customers to pay for equipment over time rather than at the date of installation. Our investment in these contracts is reflected in Total finance assets, net. We primarily fund our customer financing activity through cash generated from operations, cash on hand, commercial paper borrowings, sales and securitizations of finance receivables and proceeds from capital markets offerings.

We have arrangements in certain international countries and domestically with our small and mid-sized customers, where third-party financial institutions independently provide lease financing, on a non-recourse basis to Xerox, directly to our customers. In these arrangements, we sell and transfer title of the equipment to these financial institutions. Generally, we have no continuing ownership rights in the equipment subsequent to its sale; therefore, the unrelated third-party finance receivable and debt are not included in our Consolidated Financial Statements.

The following represents our Total finance assets, net associated with our lease and finance operations:

| (in millions)                                 | December 31,    |                 |
|---|-----------------|-----------------|
|   | 2013            | 2012            |
| Total Finance receivables, net <sup>(1)</sup> | \$ 4,530        | \$ 5,313        |
| Equipment on operating leases, net            | 559             | 535             |
| <b>Total Finance Assets, Net</b>              | <b>\$ 5,089</b> | <b>\$ 5,848</b> |

(1) Includes (i) billed portion of finance receivables, net, (ii) finance receivables, net and (iii) finance receivables due after one year, net as included in our Consolidated Balance Sheets.

The decrease of \$759 million in Total finance assets, net primarily reflects the sale of finance receivables (discussed further below) and the decrease in equipment sales over the past several years as well as equipment sales growth in regions or operations where we don't offer direct leasing. These impacts were partially offset by an increase of \$35 million due to currency.

We maintain a certain level of debt, referred to as financing debt, to support our investment in these lease contracts or Total finance assets, net. We maintain this financing debt at an assumed 7:1 leverage ratio of debt to equity as compared to our Total finance assets, net for this financing aspect of our business. Based on this leverage, the following represents the allocation of our total debt at December 31, 2013 and 2012 between financing debt and core debt:

| (in millions)                 | December 31,    |                 |
|-------------------------------|-----------------|-----------------|
|                               | 2013            | 2012            |
| Financing debt <sup>(1)</sup> | \$ 4,453        | \$ 5,117        |
| Core debt                     | 3,568           | 3,372           |
| <b>Total Debt</b>             | <b>\$ 8,021</b> | <b>\$ 8,489</b> |

(1) Financing debt includes \$3,964 million and \$4,649 million as of December 31, 2013 and December 31, 2012, respectively, of debt associated with Total finance receivables, net and is the basis for our calculation of "Equipment financing interest" expense. The remainder of the financing debt is associated with Equipment on operating leases.

In 2014, we expect to continue the leveraging of our finance assets at an assumed 7:1 ratio of debt to equity. The following summarizes our total debt at December 31, 2013 and 2012:

| (in millions)                         | December 31,    |                 |
|---------------------------------------|-----------------|-----------------|
|                                       | 2013            | 2012            |
| Principal debt balance <sup>(1)</sup> | \$ 7,979        | \$ 8,410        |
| Net unamortized discount              | (58)            | (63)            |
| Fair value adjustments <sup>(2)</sup> | 100             | 142             |
| <b>Total Debt</b>                     | <b>\$ 8,021</b> | <b>\$ 8,489</b> |

(1) Balance at December 31, 2013 includes \$5 million of Notes Payable.

(2) Fair value adjustments - during the period from 2004 to 2011, we early terminated several interest rate swaps that were designated as fair value hedges of certain debt instruments. The associated net fair value adjustments to debt are being amortized to interest expense over the remaining term of the related notes.

### Sales of Accounts Receivable

Accounts receivable sales arrangements are utilized in the normal course of business as part of our cash and liquidity management. We have financial facilities in the U.S., Canada and several countries in Europe that enable us to sell certain accounts receivables without recourse to third-parties. The accounts receivables sold are generally short-term trade receivables with payment due dates of less than 60 days.

Accounts receivable sales were as follows:

| (in millions)  | Year Ended December 31, |          |          |
|--|-------------------------|----------|----------|
|  | 2013                    | 2012     | 2011     |
| Accounts receivable sales  | \$ 3,401                | \$ 3,699 | \$ 3,218 |
| Deferred proceeds  | 486                     | 639      | 386      |
| Loss on sale of accounts receivable                                  | 17                      | 21       | 20       |
| Estimated (decrease) increase to operating cash flows <sup>(1)</sup> | (55)                    | (78)     | 133      |

(1) Represents the difference between current and prior year fourth quarter receivable sales adjusted for the effects of: (i) the deferred proceeds, (ii) collections prior to the end of the year, and (iii) currency.

Refer to Note 4 - Accounts Receivable, Net in the Consolidated Financial Statements for additional information.

### Sales of Finance Receivables

#### 2013 Transactions

In September 2013, we transferred our entire interest in a group of U.S. lease finance receivables to a third-party financial institution. The transfer was accounted for as a sale and resulted in the derecognition of lease receivables with a net carrying value of \$419 million, the receipt of cash proceeds of \$387 million and a beneficial interest of \$60. A pre-tax gain of \$25 million was recognized on this transaction and is net of fees and expenses of approximately \$3 million.

In December 2013, our Canadian subsidiary transferred its entire interest in a group of lease finance receivables to a third-party trust. The transfer was accounted for as a sale and resulted in the derecognition of lease receivables with a net carrying value of \$257 million, the receipt of cash proceeds of \$248 million and a beneficial interest of \$26 million. A pre-tax gain of \$15 million was recognized on this transaction and is net of additional fees and expenses of approximately \$1 million.

### 2012 Transactions

In 2012, we completed similar sale transactions on two separate portfolios of U.S. lease finance receivables with a combined net carrying value of \$682 million to a third-party financial institution for cash proceeds of \$630 million and beneficial interests of \$101 million. A pre-tax gain of \$44 million was recognized on these transactions and is net of additional fees and expenses of approximately \$5 million.

The gains on these transactions are reported in Finance income in Document Technology segment revenues, as the sold receivables are from this segment. We will continue to service the sold receivables and expect to a record servicing fee income over the expected life of the associated receivables. These transactions enable us to lower the cost associated with our financing portfolio.

Refer to Note 5 - Finance Receivables, Net in the Consolidated Financial Statements for additional information.

The net impact on operating cash flows from the sales of finance receivables is summarized below:

| (in millions)   | Year Ended December 31, |               |             |
|---|-------------------------|---------------|-------------|
|   | 2013                    | 2012          | 2011        |
| Net cash received for sales of finance receivables <sup>(1)</sup> | \$ 631                  | \$ 625        | \$ —        |
| Impact from prior sales of finance receivables <sup>(2)</sup>     | (392)                   | (45)          | —           |
| Collections on beneficial interest                                | 58                      | —             | —           |
| <b>Estimated Increase to Operating Cash Flows</b>                 | <b>\$ 297</b>           | <b>\$ 580</b> | <b>\$ —</b> |

(1) Net of beneficial interest, fees and expenses

(2) Represents cash that would have been collected if we had not sold finance receivables.

### Capital Market Activity

#### Senior Notes

In December 2013, we issued \$500 million of 2.75% Senior Notes due 2019 (the "2019 Senior Notes"). The 2019 Senior Notes accrue interest at a rate of 2.75% per annum and are payable semi-annually. The 2019 Senior Notes were issued at 99.915% of par, resulting in aggregate net proceeds essentially at par. In connection with the issuance of these Senior Notes, debt issuance costs of \$4 million were deferred.

The December 2013 Senior Note issuance was approximately \$200 million higher than originally planned and we expect to use that excess to partially fund the \$1.1 billion in Senior Notes maturing in May 2014. The remainder of the proceeds from this offering were used for general corporate purposes.

Refer to Note 12- Debt in the Consolidated Financial Statements for additional information regarding our debt.

#### Financial Instruments

Refer to Note 13 - Financial Instruments in the Consolidated Financial Statements for additional information regarding our derivative financial instruments.

#### Share Repurchase Programs - Treasury Stock

During 2013, we repurchased 65.2 million shares of our common stock for an aggregate cost of \$696 million, including fees. In November 2013, the Board of Directors authorized an additional \$500 million in share repurchases bringing the total cumulative authorization to \$6.5 billion.

Through February 18, 2014, we repurchased an additional 15.8 million shares at an aggregate cost of \$175.1 million, including fees, for total program repurchases of 509.3 million shares at a cost of \$5.6 billion, including fees.



We expect total share repurchases of at least \$500 million in 2014.

Refer to Note 19 - Shareholders' Equity – Treasury Stock in the Consolidated Financial Statements for additional information regarding our share repurchase programs.

### Dividends

The Board of Directors declared aggregate dividends of \$287 million, \$226 million and \$241 million on common stock in 2013, 2012 and 2011, respectively. The increase in 2013 as compared to prior years is primarily due to the increase in the quarterly dividend to 5.75 cents per share in 2013 partially offset by a lower level of outstanding shares as a result of the repurchase of shares under our share repurchase programs. The Board of Directors declared aggregate dividends of \$24 million on the Series A Convertible Preferred Stock in each of the years in the three year period ended December 31, 2013. The preferred shares were issued in 2010 in connection with the acquisition of ACS.

In January 2014, the Board of Directors approved an increase in the Company's quarterly cash dividend from 5.75 cents per share to 6.25 cents per share, beginning with the dividend payable April 30, 2014.

### Liquidity and Financial Flexibility

We manage our worldwide liquidity using internal cash management practices, which are subject to (1) the statutes, regulations and practices of each of the local jurisdictions in which we operate, (2) the legal requirements of the agreements to which we are a party and (3) the policies and cooperation of the financial institutions we utilize to maintain and provide cash management services.

Our principal debt maturities are in line with historical and projected cash flows and are spread over the next ten years as follows (in millions):

| Year                | Amount          |
|---------------------|-----------------|
| 2014 <sup>(1)</sup> | \$ 1,112        |
| 2015                | 1,283           |
| 2016                | 975             |
| 2017                | 1,018           |
| 2018                | 1,011           |
| 2019                | 1,156           |
| 2020                | 7               |
| 2021                | 1,067           |
| 2022                | —               |
| 2023 and thereafter | 350             |
| <b>Total</b>        | <b>\$ 7,979</b> |

(1) Includes \$5 million of Notes Payable.

### Foreign Cash

At December 31, 2013, we had \$1.8 billion of cash and cash equivalents on a consolidated basis. Of that amount, approximately \$600 million was held outside the U.S. by our foreign subsidiaries to fund future working capital, investment and financing needs of our foreign subsidiaries. Accordingly, we have asserted that such funds are indefinitely reinvested outside the U.S.

We believe we have sufficient levels of cash and cash flows to support our domestic requirements. However, if the cash held by our foreign subsidiaries was needed to fund our U.S. requirements, there would not be a significant tax liability associated with the repatriation, as any U.S. liability would be reduced by the foreign tax credits associated with the repatriated earnings.

However, our determination above is based on the assumption that only the cash held outside the U.S. would be repatriated as a result of an unanticipated or unique domestic need. It does not assume repatriation of the entire amount of indefinitely reinvested earnings of our foreign subsidiaries. As disclosed in Note 16- Income and Other Taxes in our Consolidated Financial Statements, we have not estimated the potential tax consequences associated with the repatriation of the entire amount of our foreign earnings indefinitely reinvested outside the U.S. We do not

believe it is practical to calculate the potential tax impact, as there is a significant amount of uncertainty with respect to determining the amount of foreign tax credits as well as any additional local withholding tax and other indirect tax consequences that may arise from the distribution of these earnings. In addition, because such earnings have been indefinitely reinvested in our foreign operations, repatriation would require liquidation of those investments or a recapitalization of our foreign subsidiaries, the impacts and effects of which are not readily determinable.

### Loan Covenants and Compliance

At December 31, 2013, we were in full compliance with the covenants and other provisions of our Credit Facility and Senior Notes. We have the right to terminate the Credit Facility without penalty. Failure to comply with material provisions or covenants of the Credit Facility and Senior Notes could have a material adverse effect on our liquidity and operations and our ability to continue to fund our customers' purchase of Xerox equipment.

Refer to Note 12 - Debt in the Consolidated Financial Statements for additional information regarding debt arrangements.

### Contractual Cash Obligations and Other Commercial Commitments and Contingencies

At December 31, 2013, we had the following contractual cash obligations and other commercial commitments and contingencies:

| (in millions)  | 2014            | 2015            | 2016            | 2017            | 2018            | Thereafter      |
|--|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| Total debt, including capital lease obligations <sup>(1)</sup> | \$ 1,112        | \$ 1,283        | \$ 975          | \$ 1,018        | \$ 1,011        | \$ 2,580        |
| Interest on debt <sup>(1)</sup>                                | 376             | 307             | 248             | 191             | 146             | 647             |
| Minimum operating lease commitments <sup>(2)</sup>             | 579             | 467             | 304             | 122             | 72              | 92              |
| Defined benefit pension plans                                  | 250             | —               | —               | —               | —               | —               |
| Retiree health payments  | 71              | 73              | 71              | 70              | 69              | 317             |
| Estimated Purchase Commitments:                                |                 |                 |                 |                 |                 |                 |
| Fuji Xerox <sup>(3)</sup>                                      | 1,903           | —               | —               | —               | —               | —               |
| Flextronics <sup>(4)</sup>                                     | 499             | —               | —               | —               | —               | —               |
| Other <sup>(5)</sup>   | 169             | 113             | 151             | 70              | 64              | 117             |
| <b>Total</b>   | <b>\$ 4,959</b> | <b>\$ 2,243</b> | <b>\$ 1,749</b> | <b>\$ 1,471</b> | <b>\$ 1,362</b> | <b>\$ 3,753</b> |

(1) Total debt for 2014 includes \$5 million of Notes Payable. Refer to Note 12 - Debt in the Consolidated Financial Statements for additional information regarding debt and interest on debt.

(2) Refer to Note 7 - Land, Buildings, Equipment and Software, Net in the Consolidated Financial Statements for additional information related to minimum operating lease commitments.

(3) Fuji Xerox: The amount included in the table reflects our estimate of purchases over the next year and is not a contractual commitment.

(4) Flextronics: We outsource certain manufacturing activities to Flextronics. The amount included in the table reflects our estimate of purchases over the next year and is not a contractual commitment. In the past two years, actual purchases from Flextronics averaged approximately \$550 million per year.

(5) Other purchase commitments: We enter into other purchase commitments with vendors in the ordinary course of business. Our policy with respect to all purchase commitments is to record losses, if any, when they are probable and reasonably estimable. We currently do not have, nor do we anticipate, material loss contracts.

### Pension and Other Post-retirement Benefit Plans

We sponsor defined benefit pension plans and retiree health plans that require periodic cash contributions. Our 2013 cash contributions for these plans were \$230 million for our defined benefit pension plans and \$77 million for our retiree health plans. In 2014, based on current actuarial calculations, we expect to make contributions of approximately \$250 million to our worldwide defined benefit pension plans and approximately \$71 million to our retiree health benefit plans.

Contributions to our defined benefit pension plans in subsequent years will depend on a number of factors, including the investment performance of plan assets and discount rates as well as potential legislative and plan changes. At December 31, 2013, the un/under funded balance of our U.S. and Non-U.S. defined benefit pension plans was \$1,017 million and \$875 million, respectively.

Our retiree health benefit plans are non-funded and are almost entirely related to domestic operations. Cash contributions are made each year to cover medical claims costs incurred during the year. The amounts reported in the above table as retiree health payments represent our estimate of future benefit payments.

Refer to Note 15 - Employee Benefit Plans in the Consolidated Financial Statements for additional information regarding contributions to our defined benefit pension and post-retirement plans.

### **Fuji Xerox**

We purchased products, including parts and supplies, from Fuji Xerox totaling \$1.9 billion, \$2.1 billion and \$2.2 billion in 2013, 2012 and 2011, respectively. Our purchase commitments with Fuji Xerox are entered into in the normal course of business and typically have a lead time of three months. Related party transactions with Fuji Xerox are discussed in Note 8 - Investments in Affiliates, at Equity in the Consolidated Financial Statements.

### **Brazil Tax and Labor Contingencies**

Our Brazilian operations are involved in various litigation matters and have received or been the subject of numerous governmental assessments related to indirect and other taxes, as well as disputes associated with former employees and contract labor. The tax matters, which comprise a significant portion of the total contingencies, principally relate to claims for taxes on the internal transfer of inventory, municipal service taxes on rentals and gross revenue taxes. We are disputing these tax matters and intend to vigorously defend our positions. Based on the opinion of legal counsel and current reserves for those matters deemed probable of loss, we do not believe that the ultimate resolution of these matters will materially impact our results of operations, financial position or cash flows. The labor matters principally relate to claims made by former employees and contract labor for the equivalent payment of all social security and other related labor benefits, as well as consequential tax claims, as if they were regular employees. As of December 31, 2013, the total amounts related to the unreserved portion of the tax and labor contingencies, inclusive of related interest, amounted to approximately \$933 million, with the decrease from December 31, 2012 balance of approximately \$1,010 million, primarily related to currency and closed cases partially offset by interest. With respect to the unreserved balance of \$933 million, the majority has been assessed by management as being remote as to the likelihood of ultimately resulting in a loss to the Company. In connection with the above proceedings, customary local regulations may require us to make escrow cash deposits or post other security of up to half of the total amount in dispute. As of December 31, 2013, we had \$167 million of escrow cash deposits for matters we are disputing, and there are liens on certain Brazilian assets with a net book value of \$8 million and additional letters of credit of approximately \$236 million, which include associated indexation. Generally, any escrowed amounts would be refundable and any liens would be removed to the extent the matters are resolved in our favor. We routinely assess all these matters as to probability of ultimately incurring a liability against our Brazilian operations and record our best estimate of the ultimate loss in situations where we assess the likelihood of an ultimate loss as probable.

### **Other Contingencies and Commitments**

As more fully discussed in Note 17 - Contingencies and Litigation in the Consolidated Financial Statements, we are involved in a variety of claims, lawsuits, investigations and proceedings concerning: securities law; governmental entity contracting, servicing and procurement law; intellectual property law; environmental law; employment law; the Employee Retirement Income Security Act (ERISA); and other laws and regulations. In addition, guarantees, indemnifications and claims may arise during the ordinary course of business from relationships with suppliers, customers and non-consolidated affiliates. Nonperformance under a contract including a guarantee, indemnification or claim could trigger an obligation of the Company.

We determine whether an estimated loss from a contingency should be accrued by assessing whether a loss is deemed probable and can be reasonably estimated. Should developments in any of these areas cause a change in our determination as to an unfavorable outcome and result in the need to recognize a material accrual, or should any of these matters result in a final adverse judgment or be settled for significant amounts, they could have a material adverse effect on our results of operations, cash flows and financial position in the period or periods in which such change in determination, judgment or settlement occurs.

### **Unrecognized Tax Benefits**

As of December 31, 2013, we had \$267 million of unrecognized tax benefits. This represents the tax benefits associated with various tax positions taken, or expected to be taken, on domestic and foreign tax returns that have not been recognized in our financial statements due to uncertainty regarding their resolution. The resolution or settlement of these tax positions with the taxing authorities is at various stages and therefore we are unable to make a reliable estimate of the eventual cash flows by period that may be required to settle these matters. In addition, certain of these matters may not require cash settlement due to the existence of credit and net operating loss carryforwards, as well as other offsets, including the indirect benefit from other taxing jurisdictions that may be available.

Refer to Note 16 - Income and Other Taxes in the Consolidated Financial Statements for additional information regarding unrecognized tax benefits.

### Off-Balance Sheet Arrangements

We may occasionally utilize off-balance sheet arrangements in our operations (as defined by the SEC Financial Reporting Release 67 (FRR-67), "Disclosure in Management's Discussion and Analysis about Off-Balance Sheet Arrangements and Aggregate Contractual Obligations"). We enter into the following arrangements that have off-balance sheet elements:

- Operating leases in the normal course of business. The nature of these lease arrangements is discussed in Note 7 - Land, Buildings, Equipment and Software, Net in the Consolidated Financial Statements.
- We have facilities, primarily in the U.S., Canada and several countries in Europe that enable us to sell to third-parties certain accounts receivable without recourse. In most instances, a portion of the sales proceeds are held back by the purchaser and payment is deferred until collection of the related sold receivables. Refer to Note 4 - Accounts Receivables, Net in the Consolidated Financial Statements for further information regarding these facilities.
- During 2013 and 2012, we entered into arrangements to transfer and sell our entire interest in certain groups of finance receivables where we received cash and beneficial interests from the third-party purchaser. Refer to Note 5 - Finance Receivables, Net in the Consolidated Financial Statements for further information regarding these sales.

At December 31, 2013, we do not believe we have any off-balance sheet arrangements that have, or are reasonably likely to have, a material current or future effect on financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

In addition, see the table above for the Company's contractual cash obligations and other commercial commitments and Note 17 - Contingencies and Litigation in the Consolidated Financial Statements for additional information regarding contingencies, guarantees, indemnifications and warranty liabilities.

### Non-GAAP Financial Measures

We have reported our financial results in accordance with generally accepted accounting principles (GAAP). In addition, we have discussed our results using non-GAAP measures.

Management believes that these non-GAAP financial measures provide an additional means of analyzing the current periods' results against the corresponding prior periods' results. However, these non-GAAP financial measures should be viewed in addition to, and not as a substitute for, the Company's reported results prepared in accordance with GAAP. Our non-GAAP financial measures are not meant to be considered in isolation or as a substitute for comparable GAAP measures and should be read only in conjunction with our consolidated financial statements prepared in accordance with GAAP. Our management regularly uses our supplemental non-GAAP financial measures internally to understand, manage and evaluate our business and make operating decisions. These non-GAAP measures are among the primary factors management uses in planning for and forecasting future periods. Compensation of our executives is based in part on the performance of our business based on these non-GAAP measures.

A reconciliation of these non-GAAP financial measures and the most directly comparable measures calculated and presented in accordance with GAAP are set forth on the following tables.

### Adjusted Earnings Measures

To better understand the trends in our business, we believe it is necessary to adjust the following amounts determined in accordance with GAAP to exclude the effects of the certain items as well as their related income tax effects. For our 2013 reporting year, adjustments were limited to the amortization of intangible assets.

- Net income and Earnings per share (EPS), and
- Effective tax rate.

The above have been adjusted for the following items:

- **Amortization of intangible assets (all periods):** The amortization of intangible assets is driven by our acquisition activity which can vary in size, nature and timing as compared to other companies within our industry and from period to period. Accordingly, due to the incomparability of acquisition activity among companies and from period to period, we believe exclusion of the amortization associated with intangible assets acquired through our acquisitions allows investors to better compare and understand our results. The use of intangible assets contributed to our revenues earned during the periods presented and will contribute to our future period revenues as well. Amortization of intangible assets will recur in future periods.
- **Other discrete, unusual or infrequent costs and expenses:** In addition, we occasionally may also exclude additional items given the discrete, unusual or infrequent nature of the item on our results of operations for the period. In 2011, we excluded the Loss on early extinguishment of liability. We believe the exclusion of this item allows investors to better understand and analyze the results for the period as compared to prior periods as well as expected trends in our business.

We also calculate and utilize an Operating income and margin earnings measure by adjusting our pre-tax income and margin amounts to exclude certain items. In addition to the amortization of intangible assets, operating income and margin also exclude Other expenses, net as well as Restructuring and asset impairment charges. Other expenses, net is primarily comprised of non-financing interest expense and also includes certain other non-operating items. Restructuring and asset impairment charges consist of costs primarily related to severance and benefits for employees pursuant to formal restructuring and workforce reduction plans. Such charges are expected to yield future benefits and savings with respect to our operational performance. 2011 operating income and margin also exclude a Curtailment gain recorded in the fourth quarter 2011. The Curtailment gain resulted from the amendment of our primary non-union U.S. defined benefit pension plans for salaried employees to fully freeze future benefit and service accruals after December 31, 2012. We exclude all of these amounts in order to evaluate our current and past operating performance and to better understand the expected future trends in our business.

### Net Income and EPS reconciliation:

| (in millions; except per share amounts)                  | Year Ended December 31, |                |                 |                |                 |                |
|--|-------------------------|----------------|-----------------|----------------|-----------------|----------------|
|  | 2013                    |                | 2012            |                | 2011            |                |
|  | Net Income              | EPS            | Net Income      | EPS            | Net Income      | EPS            |
| <b>As Reported<sup>(1)</sup></b>                         | \$ 1,185                | \$ 0.93        | \$ 1,184        | \$ 0.87        | \$ 1,274        | \$ 0.88        |
| <b>Adjustments:</b>                                      |                         |                |                 |                |                 |                |
| Amortization of intangible assets                        | 205                     | 0.16           | 203             | 0.15           | 248             | 0.17           |
| Loss on early extinguishment of liability                | —                       | —              | —               | —              | 20              | 0.01           |
| <b>Adjusted</b>  | <b>\$ 1,390</b>         | <b>\$ 1.09</b> | <b>\$ 1,387</b> | <b>\$ 1.02</b> | <b>\$ 1,542</b> | <b>\$ 1.06</b> |
| Weighted average shares for adjusted EPS <sup>(2)</sup>  | 1,274                   |                | 1,356           |                | 1,444           |                |
| Fully diluted shares at December 31, 2013 <sup>(3)</sup> | 1,235                   |                |                 |                |                 |                |

(1) Net income and EPS from continuing operations attributable to Xerox.

(2) Average shares for the calculation of adjusted EPS include 27 million of shares associated with the Series A convertible preferred stock and therefore the related annual dividend was excluded.

(3) Represents common shares outstanding at December 31, 2013 as well as shares associated with our Series A convertible preferred stock plus dilutive potential common shares as used for the calculation of diluted earnings per share in the fourth quarter 2013.

### Effective Tax reconciliation:

| (in millions)                             | Year Ended December 31, 2013 |                    |                    | Year Ended December 31, 2012 |                    |                    | Year Ended December 31, 2011 |                    |                    |
|---|------------------------------|--------------------|--------------------|------------------------------|--------------------|--------------------|------------------------------|--------------------|--------------------|
|   | Pre-Tax Income               | Income Tax Expense | Effective Tax Rate | Pre-Tax Income               | Income Tax Expense | Effective Tax Rate | Pre-Tax Income               | Income Tax Expense | Effective Tax Rate |
| <b>As Reported<sup>(1)</sup></b>          | \$ 1,312                     | \$ 276             | 21.0%              | \$ 1,332                     | \$ 272             | 20.4%              | \$ 1,535                     | \$ 377             | 24.6%              |
| <b>Adjustments:</b>                       |                              |                    |                    |                              |                    |                    |                              |                    |                    |
| Amortization of intangible assets         | 332                          | 127                |                    | 328                          | 125                |                    | 398                          | 150                |                    |
| Loss on early extinguishment of liability | —                            | —                  |                    | —                            | —                  |                    | 33                           | 13                 |                    |
| <b>Adjusted</b>                           | <b>\$ 1,644</b>              | <b>\$ 403</b>      | <b>24.5%</b>       | <b>\$ 1,660</b>              | <b>\$ 397</b>      | <b>23.9%</b>       | <b>\$ 1,966</b>              | <b>\$ 540</b>      | <b>27.5%</b>       |

(1) Pre-tax income and income tax expense from continuing operations attributable to Xerox.

## Operating Income / Margin reconciliation:

| (in millions)                                     | Year Ended December 31, 2013 |               |             | Year Ended December 31, 2012 |               |             | Year Ended December 31, 2011 |               |              |
|---|------------------------------|---------------|-------------|------------------------------|---------------|-------------|------------------------------|---------------|--------------|
|   | Profit                       | Revenue       | Margin      | Profit                       | Revenue       | Margin      | Profit                       | Revenue       | Margin       |
| <b>Reported Pre-tax Income<sup>(1)</sup></b>      | \$ 1,312                     | \$ 21,435     | 6.1%        | \$ 1,332                     | \$ 21,737     | 6.1%        | \$ 1,535                     | \$ 21,900     | 7.0%         |
| <b>Adjustments:</b>                               |                              |               |             |                              |               |             |                              |               |              |
| Amortization of intangible assets                 | 332                          |               |             | 328                          |               |             | 398                          |               |              |
| Xerox restructuring charge                        | 116                          |               |             | 154                          |               |             | 32                           |               |              |
| Curtailment gain                                  | —                            |               |             | —                            |               |             | (107)                        |               |              |
| Other expenses, net                               | 150                          |               |             | 261                          |               |             | 326                          |               |              |
| <b>Adjusted Operating Income / Margin</b>         | <b>1,910</b>                 | <b>21,435</b> | <b>8.9%</b> | <b>2,075</b>                 | <b>21,737</b> | <b>9.5%</b> | <b>2,184</b>                 | <b>21,900</b> | <b>10.0%</b> |
| Equity in net income of unconsolidated affiliates | 169                          |               |             | 152                          |               |             | 149                          |               |              |
| Fuji Xerox restructuring charge                   | 9                            |               |             | 16                           |               |             | 19                           |               |              |
| Litigation matters (Q1 2013 only)                 | (37)                         |               |             | —                            |               |             | —                            |               |              |
| Loss on early extinguishment of liability         | —                            |               |             | —                            |               |             | 33                           |               |              |
| Other expense, net*                               | (150)                        |               |             | (261)                        |               |             | (323)                        |               |              |
| <b>Segment Profit / Margin</b>                    | <b>1,901</b>                 | <b>21,435</b> | <b>8.9%</b> | <b>1,982</b>                 | <b>21,737</b> | <b>9.1%</b> | <b>2,062</b>                 | <b>21,900</b> | <b>9.4%</b>  |

\* Includes rounding adjustments.

(1) Profit and revenue from continuing operations attributable to Xerox.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

### Financial Risk Management

We are exposed to market risk from foreign currency exchange rates and interest rates, which could affect operating results, financial position and cash flows. We manage our exposure to these market risks through our regular operating and financing activities and, when appropriate, through the use of derivative financial instruments. We utilized derivative financial instruments to hedge economic exposures, as well as reduce earnings and cash flow volatility resulting from shifts in market rates.

Recent market events have not caused us to materially modify or change our financial risk management strategies with respect to our exposures to interest rate and foreign currency risk. Refer to Note 13 - Financial Instruments in the Consolidated Financial Statements for additional discussion on our financial risk management.

### Foreign Exchange Risk Management

Assuming a 10% appreciation or depreciation in foreign currency exchange rates from the quoted foreign currency exchange rates at December 31, 2013, the potential change in the fair value of foreign currency-denominated assets and liabilities in each entity would not be significant because all material currency asset and liability exposures were economically hedged as of December 31, 2013. A 10% appreciation or depreciation of the U.S. Dollar against all currencies from the quoted foreign currency exchange rates at December 31, 2013 would have an impact on our cumulative translation adjustment portion of equity of approximately \$655 million. The net amount invested in foreign subsidiaries and affiliates, primarily Xerox Limited, Fuji Xerox and Xerox Canada Inc. and translated into U.S. Dollars using the year-end exchange rates, was approximately \$6.6 billion at December 31, 2013.

### Interest Rate Risk Management

The consolidated weighted-average interest rates related to our total debt for 2013, 2012 and 2011 approximated 5.0%, 4.7%, and 5.2%, respectively. Interest expense includes the impact of our interest rate derivatives.

Virtually all customer-financing assets earn fixed rates of interest. The interest rates on a significant portion of the Company's term debt are fixed.

As of December 31, 2013, \$350 million of our total debt of \$8 billion carried variable interest rates, including the effect of pay variable interest rate swaps, if any, we may use to reduce the effective interest rate on our fixed coupon debt.

The fair market values of our fixed-rate financial instruments are sensitive to changes in interest rates. At December 31, 2013, a 10% change in market interest rates would change the fair values of such financial instruments by approximately \$96 million.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Xerox Corporation:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income, comprehensive income, cash flows and shareholders' equity present fairly, in all material respects, the financial position of Xerox Corporation and its subsidiaries at December 31, 2013 and 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in Item 15(a)(1) of this Form 10-K presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in *Internal Control - Integrated Framework* (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included 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. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PRICEWATERHOUSECOOPERS LLP

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**PricewaterhouseCoopers LLP**

Stamford, Connecticut

February 21, 2014



## REPORTS OF MANAGEMENT

### *Management's Responsibility for Financial Statements*

Our management is responsible for the integrity and objectivity of all information presented in this annual report. The consolidated financial statements were prepared in conformity with accounting principles generally accepted in the United States of America and include amounts based on management's best estimates and judgments. Management believes the consolidated financial statements fairly reflect the form and substance of transactions and that the financial statements fairly represent the Company's financial position and results of operations.

The Audit Committee of the Board of Directors, which is composed solely of independent directors, meets regularly with the independent auditors, PricewaterhouseCoopers LLP, the internal auditors and representatives of management to review accounting, financial reporting, internal control and audit matters, as well as the nature and extent of the audit effort. The Audit Committee is responsible for the engagement of the independent auditors. The independent auditors and internal auditors have free access to the Audit Committee.

### *Management's Report on Internal Control Over Financial Reporting*

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in the rules promulgated under the Securities Exchange Act of 1934. Under the supervision and with the participation of our management, including our principal executive, financial and accounting officers, we have conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in "*Internal Control - Integrated Framework (1992)*" issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Based on the above evaluation, management has concluded that our internal control over financial reporting was effective as of December 31, 2013.

/s/ URSULA M. BURNS

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Chief Executive Officer

/s/ KATHRYN A. MIKELLS

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Chief Financial Officer

/s/ JOSEPH H. MANCINI, JR.

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Chief Accounting Officer

**XEROX CORPORATION**  
**CONSOLIDATED STATEMENTS OF INCOME**

| (in millions, except per-share data)                      | Year Ended December 31, |                 |                 |
|---|-------------------------|-----------------|-----------------|
|   | 2013                    | 2012            | 2011            |
| <b>Revenues</b>   |                         |                 |                 |
| Sales   | \$ 5,659                | \$ 5,927        | \$ 6,400        |
| Outsourcing, maintenance and rentals                      | 15,293                  | 15,213          | 14,868          |
| Financing   | 483                     | 597             | 632             |
| <b>Total Revenues</b>                                     | <b>21,435</b>           | <b>21,737</b>   | <b>21,900</b>   |
| <b>Costs and Expenses</b>                                 |                         |                 |                 |
| Cost of sales   | 3,616                   | 3,791           | 4,076           |
| Cost of outsourcing, maintenance and rentals              | 11,008                  | 10,802          | 10,269          |
| Cost of financing   | 163                     | 198             | 231             |
| Research, development and engineering expenses            | 601                     | 655             | 719             |
| Selling, administrative and general expenses              | 4,137                   | 4,216           | 4,421           |
| Restructuring and asset impairment charges                | 116                     | 154             | 32              |
| Amortization of intangible assets                         | 332                     | 328             | 398             |
| Curtailment gain  | —                       | —               | (107)           |
| Other expenses, net                                       | 150                     | 261             | 326             |
| <b>Total Costs and Expenses</b>                           | <b>20,123</b>           | <b>20,405</b>   | <b>20,365</b>   |
| <b>Income Before Income Taxes and Equity Income</b>       | <b>1,312</b>            | <b>1,332</b>    | <b>1,535</b>    |
| Income tax expense  | 276                     | 272             | 377             |
| Equity in net income of unconsolidated affiliates         | 169                     | 152             | 149             |
| <b>Income from Continuing Operations</b>                  | <b>1,205</b>            | <b>1,212</b>    | <b>1,307</b>    |
| (Loss) income from discontinued operations, net of tax    | (26)                    | 11              | 21              |
| <b>Net Income</b>   | <b>1,179</b>            | <b>1,223</b>    | <b>1,328</b>    |
| Less: Net income attributable to noncontrolling interests | 20                      | 28              | 33              |
| <b>Net Income Attributable to Xerox</b>                   | <b>\$ 1,159</b>         | <b>\$ 1,195</b> | <b>\$ 1,295</b> |
| <b>Amounts attributable to Xerox:</b>                     |                         |                 |                 |
| Net income from continuing operations                     | \$ 1,185                | \$ 1,184        | \$ 1,274        |
| Net (loss) income from discontinued operations            | (26)                    | 11              | 21              |
| <b>Net Income Attributable to Xerox</b>                   | <b>\$ 1,159</b>         | <b>\$ 1,195</b> | <b>\$ 1,295</b> |
| <b>Basic Earnings per Share:</b>                          |                         |                 |                 |
| Continuing operations                                     | \$ 0.95                 | \$ 0.89         | \$ 0.90         |
| Discontinued operations                                   | (0.02)                  | 0.01            | 0.02            |
| <b>Total Basic Earnings per Share</b>                     | <b>\$ 0.93</b>          | <b>\$ 0.90</b>  | <b>\$ 0.92</b>  |
| <b>Diluted Earnings per Share:</b>                        |                         |                 |                 |
| Continuing operations                                     | \$ 0.93                 | \$ 0.87         | \$ 0.88         |
| Discontinued operations                                   | (0.02)                  | 0.01            | 0.02            |
| <b>Total Diluted Earnings per Share</b>                   | <b>\$ 0.91</b>          | <b>\$ 0.88</b>  | <b>\$ 0.90</b>  |

The accompanying notes are an integral part of these Consolidated Financial Statements.

**XEROX CORPORATION**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

| (in millions)  | Year Ended December 31, |                 |                 |
|--|-------------------------|-----------------|-----------------|
|  | 2013                    | 2012            | 2011            |
| Net Income   | \$ 1,179                | \$ 1,223        | \$ 1,328        |
| Less: Net income attributable to noncontrolling interests                    | 20                      | 28              | 33              |
| <b>Net Income Attributable to Xerox</b>                                      | <b>\$ 1,159</b>         | <b>\$ 1,195</b> | <b>\$ 1,295</b> |
| <b>Other Comprehensive (Loss) Income, Net<sup>(1)</sup>:</b>                 |                         |                 |                 |
| Translation adjustments, net   | \$ (185)                | \$ 113          | \$ (105)        |
| Unrealized (losses) gains, net   | —                       | (63)            | 12              |
| Changes in defined benefit plans, net  | 632                     | (561)           | (636)           |
| <b>Other Comprehensive Income (Loss), Net</b>                                | <b>447</b>              | <b>(511)</b>    | <b>(729)</b>    |
| Less: Other comprehensive loss, net attributable to noncontrolling interests | (1)                     | —               | (1)             |
| <b>Other Comprehensive Income (Loss), Net Attributable to Xerox</b>          | <b>\$ 448</b>           | <b>\$ (511)</b> | <b>\$ (728)</b> |
| <b>Comprehensive Income, Net</b>   | <b>\$ 1,626</b>         | <b>\$ 712</b>   | <b>\$ 599</b>   |
| Less: Comprehensive income, net attributable to noncontrolling interests     | 19                      | 28              | 32              |
| <b>Comprehensive Income, Net Attributable to Xerox</b>                       | <b>\$ 1,607</b>         | <b>\$ 684</b>   | <b>\$ 567</b>   |

(1) Refer to Note 20 - Other Comprehensive Income for gross components of other comprehensive income, reclassification adjustments out of Accumulated Other Comprehensive Income and related tax effects.

*The accompanying notes are an integral part of these Consolidated Financial Statements.*

**XEROX CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**

|   | December 31,     |                  |
|---|------------------|------------------|
|   | 2013             | 2012             |
| <i>(in millions, except share data in thousands)</i>  |                  |                  |
| <b>Assets</b>   |                  |                  |
| Cash and cash equivalents                             | \$ 1,764         | \$ 1,246         |
| Accounts receivable, net                              | 2,929            | 2,866            |
| Billed portion of finance receivables, net            | 113              | 152              |
| Finance receivables, net                              | 1,500            | 1,836            |
| Inventories   | 998              | 1,011            |
| Other current assets                                  | 1,207            | 1,162            |
| <b>Total current assets</b>                           | <b>8,511</b>     | <b>8,273</b>     |
| Finance receivables due after one year, net           | 2,917            | 3,325            |
| Equipment on operating leases, net                    | 559              | 535              |
| Land, buildings and equipment, net                    | 1,466            | 1,556            |
| Investments in affiliates, at equity                  | 1,285            | 1,381            |
| Intangible assets, net                                | 2,503            | 2,783            |
| Goodwill  | 9,205            | 9,062            |
| Deferred tax assets, long-term                        | 368              | 763              |
| Other long-term assets                                | 2,222            | 2,337            |
| <b>Total Assets</b>                                   | <b>\$ 29,036</b> | <b>\$ 30,015</b> |
| <b>Liabilities and Equity</b>                         |                  |                  |
| Short-term debt and current portion of long-term debt | \$ 1,117         | \$ 1,042         |
| Accounts payable                                      | 1,626            | 1,913            |
| Accrued compensation and benefits costs               | 734              | 741              |
| Unearned income                                       | 496              | 438              |
| Other current liabilities                             | 1,713            | 1,776            |
| <b>Total current liabilities</b>                      | <b>5,686</b>     | <b>5,910</b>     |
| Long-term debt  | 6,904            | 7,447            |
| Pension and other benefit liabilities                 | 2,136            | 2,958            |
| Post-retirement medical benefits                      | 785              | 909              |
| Other long-term liabilities                           | 757              | 778              |
| <b>Total Liabilities</b>                              | <b>16,268</b>    | <b>18,002</b>    |
| <b>Series A Convertible Preferred Stock</b>           | <b>349</b>       | <b>349</b>       |
| Common stock  | 1,210            | 1,239            |
| Additional paid-in capital                            | 5,282            | 5,622            |
| Treasury stock, at cost                               | (252)            | (104)            |
| Retained earnings                                     | 8,839            | 7,991            |
| Accumulated other comprehensive loss                  | (2,779)          | (3,227)          |
| <b>Xerox shareholders' equity</b>                     | <b>12,300</b>    | <b>11,521</b>    |
| Noncontrolling interests                              | 119              | 143              |
| <b>Total Equity</b>                                   | <b>12,419</b>    | <b>11,664</b>    |
| <b>Total Liabilities and Equity</b>                   | <b>\$ 29,036</b> | <b>\$ 30,015</b> |
| Shares of common stock issued                         | 1,210,321        | 1,238,696        |
| Treasury stock  | (22,001)         | (14,924)         |
| <b>Shares of common stock outstanding</b>             | <b>1,188,320</b> | <b>1,223,772</b> |

The accompanying notes are an integral part of these Consolidated Financial Statements.

**XEROX CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

| (in millions)   | Year Ended December 31, |                 |               |
|---|-------------------------|-----------------|---------------|
|   | 2013                    | 2012            | 2011          |
| <b>Cash Flows from Operating Activities:</b>  |                         |                 |               |
| Net income  | \$ 1,179                | \$ 1,223        | \$ 1,328      |
| Adjustments required to reconcile net income to cash flows from operating activities: |                         |                 |               |
| Depreciation and amortization   | 1,358                   | 1,301           | 1,251         |
| Provision for receivables   | 123                     | 127             | 154           |
| Provision for inventory   | 35                      | 30              | 39            |
| Deferred tax expense  | 122                     | 96              | 203           |
| Net (gain) loss on sales of businesses and assets                                     | (45)                    | 2               | (9)           |
| Undistributed equity in net income of unconsolidated affiliates                       | (92)                    | (90)            | (86)          |
| Stock-based compensation  | 90                      | 125             | 123           |
| Restructuring and asset impairment charges  | 116                     | 154             | 32            |
| Payments for restructurings   | (136)                   | (144)           | (218)         |
| Contributions to defined benefit pension plans  | (230)                   | (364)           | (426)         |
| Increase in accounts receivable and billed portion of finance receivables             | (576)                   | (776)           | (296)         |
| Collections of deferred proceeds from sales of receivables                            | 482                     | 470             | 380           |
| Increase in inventories   | (38)                    | —               | (124)         |
| Increase in equipment on operating leases   | (303)                   | (276)           | (298)         |
| Decrease in finance receivables   | 609                     | 947             | 90            |
| Collections on beneficial interest from sales of finance receivables                  | 58                      | —               | —             |
| Increase in other current and long-term assets  | (145)                   | (265)           | (249)         |
| (Decrease) increase in accounts payable and accrued compensation                      | (29)                    | 120             | 82            |
| Decrease in other current and long-term liabilities                                   | (50)                    | (71)            | (22)          |
| Net change in income tax assets and liabilities                                       | 3                       | 42              | 89            |
| Net change in derivative assets and liabilities                                       | (11)                    | 11              | 39            |
| Other operating, net  | (145)                   | (82)            | (121)         |
| Net cash provided by operating activities   | 2,375                   | 2,580           | 1,961         |
| <b>Cash Flows from Investing Activities:</b>  |                         |                 |               |
| Cost of additions to land, buildings and equipment                                    | (346)                   | (388)           | (338)         |
| Proceeds from sales of land, buildings and equipment                                  | 86                      | 9               | 28            |
| Cost of additions to internal use software  | (81)                    | (125)           | (163)         |
| Proceeds from sale of businesses  | 26                      | —               | —             |
| Acquisitions, net of cash acquired  | (155)                   | (276)           | (212)         |
| Other investing, net  | 18                      | 19              | 10            |
| Net cash used in investing activities   | (452)                   | (761)           | (675)         |
| <b>Cash Flows from Financing Activities:</b>  |                         |                 |               |
| Net (payments) proceeds on debt   | (434)                   | (108)           | 49            |
| Payment of liability to subsidiary trust issuing preferred securities                 | —                       | —               | (670)         |
| Common stock dividends  | (272)                   | (231)           | (241)         |
| Preferred stock dividends   | (24)                    | (24)            | (24)          |
| Proceeds from issuances of common stock   | 124                     | 44              | 44            |
| Excess tax benefits from stock-based compensation                                     | 16                      | 10              | 6             |
| Payments to acquire treasury stock, including fees                                    | (696)                   | (1,052)         | (701)         |
| Repurchases related to stock-based compensation                                       | (57)                    | (42)            | (27)          |
| Distributions to noncontrolling interests   | (56)                    | (69)            | (22)          |
| Other financing   | (3)                     | —               | —             |
| Net cash used in financing activities   | (1,402)                 | (1,472)         | (1,586)       |
| Effect of exchange rate changes on cash and cash equivalents                          | (3)                     | (3)             | (9)           |
| Increase (decrease) in cash and cash equivalents                                      | 518                     | 344             | (309)         |
| Cash and cash equivalents at beginning of year  | 1,246                   | 902             | 1,211         |
| <b>Cash and Cash Equivalents at End of Year</b>                                       | <b>\$ 1,764</b>         | <b>\$ 1,246</b> | <b>\$ 902</b> |

The accompanying notes are an integral part of these Consolidated Financial Statements.

**XEROX CORPORATION**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**

| (in millions)  | Common Stock | Additional Paid-in Capital | Treasury Stock | Retained Earnings | AOCL <sup>(3)</sup> | Xerox Shareholders' Equity | Non-controlling Interests | Total Equity |
|--|--------------|----------------------------|----------------|-------------------|---------------------|----------------------------|---------------------------|--------------|
| <b>Balance at December 31, 2010</b>                    | \$ 1,398     | \$ 6,580                   | \$ —           | \$ 6,016          | \$ (1,988)          | \$ 12,006                  | \$ 153                    | \$ 12,159    |
| Comprehensive income, net                              | —            | —                          | —              | 1,295             | (728)               | 567                        | 32                        | 599          |
| Cash dividends declared-common stock <sup>(1)</sup>    | —            | —                          | —              | (241)             | —                   | (241)                      | —                         | (241)        |
| Cash dividends declared-preferred stock <sup>(2)</sup> | —            | —                          | —              | (24)              | —                   | (24)                       | —                         | (24)         |
| Contribution of common stock to U.S. pension plan      | 17           | 113                        | —              | —                 | —                   | 130                        | —                         | 130          |
| Stock option and incentive plans, net                  | 11           | 128                        | —              | —                 | —                   | 139                        | —                         | 139          |
| Payments to acquire treasury stock, including fees     | —            | —                          | (701)          | —                 | —                   | (701)                      | —                         | (701)        |
| Cancellation of treasury stock                         | (73)         | (504)                      | 577            | —                 | —                   | —                          | —                         | —            |
| Distributions to noncontrolling interests              | —            | —                          | —              | —                 | —                   | —                          | (36)                      | (36)         |
| <b>Balance at December 31, 2011</b>                    | \$ 1,353     | \$ 6,317                   | \$ (124)       | \$ 7,046          | \$ (2,716)          | \$ 11,876                  | \$ 149                    | \$ 12,025    |
| Comprehensive income, net                              | —            | —                          | —              | 1,195             | (511)               | 684                        | 28                        | 712          |
| Cash dividends declared-common stock <sup>(1)</sup>    | —            | —                          | —              | (226)             | —                   | (226)                      | —                         | (226)        |
| Cash dividends declared-preferred stock <sup>(2)</sup> | —            | —                          | —              | (24)              | —                   | (24)                       | —                         | (24)         |
| Contribution of common stock to U.S. pension plan      | 15           | 115                        | —              | —                 | —                   | 130                        | —                         | 130          |
| Stock option and incentive plans, net                  | 18           | 115                        | —              | —                 | —                   | 133                        | —                         | 133          |
| Payments to acquire treasury stock, including fees     | —            | —                          | (1,052)        | —                 | —                   | (1,052)                    | —                         | (1,052)      |
| Cancellation of treasury stock                         | (147)        | (925)                      | 1,072          | —                 | —                   | —                          | —                         | —            |
| Distributions to noncontrolling interests              | —            | —                          | —              | —                 | —                   | —                          | (34)                      | (34)         |
| <b>Balance at December 31, 2012</b>                    | \$ 1,239     | \$ 5,622                   | \$ (104)       | \$ 7,991          | \$ (3,227)          | \$ 11,521                  | \$ 143                    | \$ 11,664    |
| Comprehensive income, net                              | —            | —                          | —              | 1,159             | 448                 | 1,607                      | 19                        | 1,626        |
| Cash dividends declared-common stock <sup>(1)</sup>    | —            | —                          | —              | (287)             | —                   | (287)                      | —                         | (287)        |
| Cash dividends declared-preferred stock <sup>(2)</sup> | —            | —                          | —              | (24)              | —                   | (24)                       | —                         | (24)         |
| Conversion of notes to common stock                    | 1            | 8                          | —              | —                 | —                   | 9                          | —                         | 9            |
| Stock option and incentive plans, net                  | 28           | 142                        | —              | —                 | —                   | 170                        | —                         | 170          |
| Payments to acquire treasury stock, including fees     | —            | —                          | (696)          | —                 | —                   | (696)                      | —                         | (696)        |
| Cancellation of treasury stock                         | (58)         | (490)                      | 548            | —                 | —                   | —                          | —                         | —            |
| Distributions to noncontrolling interests              | —            | —                          | —              | —                 | —                   | —                          | (43)                      | (43)         |
| <b>Balance at December 31, 2013</b>                    | \$ 1,210     | \$ 5,282                   | \$ (252)       | \$ 8,839          | \$ (2,779)          | \$ 12,300                  | \$ 119                    | \$ 12,419    |

(1) Cash dividends declared on common stock of \$0.0575 in each quarter of 2013 and \$0.0425 in each quarter of 2012 and 2011.

(2) Cash dividends declared on preferred stock of \$20 per share in each quarter of 2013, 2012 and 2011.

(3) AOCL - Accumulated other comprehensive loss.

*The accompanying notes are an integral part of these Consolidated Financial Statements.*

**XEROX CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(in millions, except per-share data and where otherwise noted)

**Note 1 – Summary of Significant Accounting Policies**

References herein to “we,” “us,” “our,” the “Company” and “Xerox” refer to Xerox Corporation and its consolidated subsidiaries unless the context suggests otherwise.

**Description of Business and Basis of Presentation**

Xerox is a \$21.4 billion global enterprise for business process and document management solutions. We offer business process outsourcing and IT outsourcing services, including data processing, healthcare solutions, human resource benefits management, finance support, transportation solutions and customer relationship management services for commercial and government organizations worldwide. We also provide extensive leading-edge document technology, services, software and genuine Xerox supplies for graphic communication and office printing environments of any size.

**Basis of Consolidation**

The Consolidated Financial Statements include the accounts of Xerox Corporation and all of our controlled subsidiary companies. All significant intercompany accounts and transactions have been eliminated. Investments in business entities in which we do not have control, but we have the ability to exercise significant influence over operating and financial policies (generally 20% to 50% ownership) are accounted for using the equity method of accounting. Operating results of acquired businesses are included in the Consolidated Statements of Income from the date of acquisition.

We consolidate variable interest entities if we are deemed to be the primary beneficiary of the entity. Operating results for variable interest entities in which we are determined to be the primary beneficiary are included in the Consolidated Statements of Income from the date such determination is made.

For convenience and ease of reference, we refer to the financial statement caption “Income before Income Taxes and Equity Income” as “pre-tax income” throughout the Notes to the Consolidated Financial Statements.

In 2013 we completed the sale of our U.S. and Canadian (North American or N.A.) and Western European (European) Paper businesses. Results from these paper-related businesses are reported as discontinued operations and all prior period results have been reclassified to reflect this change. Refer to Note 3 - Acquisitions and Divestitures for additional information regarding discontinued operations.

**Use of Estimates**

The preparation of our Consolidated Financial Statements requires that we make estimates and assumptions that affect the reported amounts of assets and liabilities, as well as the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Future events and their effects cannot be predicted with certainty; accordingly, our accounting estimates require the exercise of judgment. The accounting estimates used in the preparation of our Consolidated Financial Statements will change as new events occur, as more experience is acquired, as additional information is obtained and as our operating environment changes. Our estimates are based on management's best knowledge of current events, historical experience, actions that the company may undertake in the future and on various other assumptions that are believed to be reasonable under the circumstances. As a result, actual results may be different from these estimates.

The following table summarizes certain significant costs and expenses that require management estimates for the three years ended December 31, 2013:

| Expense/(Income)  | Year Ended December 31, |        |       |
|---|-------------------------|--------|-------|
|   | 2013                    | 2012   | 2011  |
| Provisions for restructuring and asset impairments                  | \$ 116                  | \$ 154 | \$ 32 |
| Provisions for receivables  | 123                     | 127    | 154   |
| Provisions for litigation and regulatory matters                    | (34)                    | (1)    | 11    |
| Provisions for obsolete and excess inventory                        | 35                      | 30     | 39    |
| Provisions for product warranty liability                           | 28                      | 29     | 30    |
| Depreciation and obsolescence of equipment on operating leases      | 283                     | 279    | 294   |
| Depreciation of buildings and equipment                             | 431                     | 452    | 405   |
| Amortization of internal use software                               | 147                     | 116    | 91    |
| Amortization of product software                                    | 43                      | 19     | 11    |
| Amortization of acquired intangible assets                          | 332                     | 328    | 401   |
| Amortization of customer contract costs                             | 122                     | 107    | 49    |
| Defined pension benefits - net periodic benefit cost <sup>(1)</sup> | 267                     | 300    | 177   |
| Retiree health benefits - net periodic benefit cost                 | 1                       | 11     | 14    |
| Income tax expense  | 276                     | 272    | 377   |

(1) 2011 includes \$107 pre-tax curtailment gain - refer to Note 15 - Employee Benefit Plans for additional information.

### Changes in Estimates

In the ordinary course of accounting for the items discussed above, we make changes in estimates as appropriate and as we become aware of new or revised circumstances surrounding those estimates. Such changes and refinements in estimation methodologies are reflected in reported results of operations in the period in which the changes are made and, if material, their effects are disclosed in the Notes to the Consolidated Financial Statements and in Management's Discussion and Analysis of Financial Condition and Results of Operations.

### New Accounting Standards and Accounting Changes

Except for the Accounting Standard Updates (ASU's) discussed below, the new ASU's issued by the FASB during the last two years did not have any significant impact on the Company.

#### Income Taxes

In July 2013, the FASB issued **ASU 2013-11**, Presentation of Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. This update provides guidance on the financial statement presentation of unrecognized tax benefits when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, exists. The guidance from this update is effective prospectively for our fiscal year beginning January 1, 2014. Upon adoption of this standard, we expect to reclassify approximately \$200 of liabilities for unrecognized tax benefits against deferred tax assets.

#### Hedge Accounting

In July 2013, the FASB issued **ASU 2013-10**, Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes. The update permits the Fed Funds Effective Swap Rate to be used as a U.S. benchmark interest rate for hedge accounting purposes under FASB ASC Topic 815, in addition to the interest rates on direct Treasury obligations of the U.S. government (UST) and the London Interbank Offered Rate (LIBOR). The update also removes the restriction on using different benchmark rates for similar hedges. ASU 2013-10 is effective prospectively for qualifying new or re-designated hedging relationships entered into on or after July 17, 2013. The adoption of this standard did not have a material impact on our financial condition or results of operations.

#### Cumulative Translation Adjustments

In March 2013, the FASB issued **ASU 2013-05**, Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity. The objective of ASU 2013-05 is to resolve the diversity in practice regarding the release into net income of the cumulative translation adjustment upon derecognition of a subsidiary or group of assets within a foreign entity. The guidance from this update is effective prospectively for our fiscal year beginning January 1, 2014.



We do not anticipate that the adoption of this standard will have a material impact on our financial condition or results of operations.

### Presentation of Comprehensive Income

In February 2013, the FASB issued **ASU No. 2013-02**, Comprehensive Income (Topic 220) - Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income, which requires an entity to provide additional information about the amounts reclassified out of Accumulated Other Comprehensive Income by component. This update was effective for us beginning January 1, 2013 and the additional information required by this ASU is reported in Note 20 - Other Comprehensive Income, including amounts related to 2012 and 2011.

### Balance Sheet Offsetting

In December 2011, the FASB issued **ASU 2011-11**, Balance Sheet (Topic 210), Disclosures about Offsetting Assets and Liabilities. ASU 2011-11 requires entities to disclose both gross information and net information about both instruments and transactions eligible for offset in the Balance Sheet and instruments and transactions subject to an agreement similar to a master netting arrangement to enable users of its financial statements to understand the effects of offsetting and related arrangements on its financial position. In January 2013, the FASB issued ASU 2013-01, which limited the scope of this guidance to derivatives, repurchase type agreements and securities borrowing and lending transactions. The guidance from these updates was effective for our fiscal year beginning January 1, 2013. We currently report our derivative assets and liabilities on a gross basis in the Balance Sheet and none of our derivative instruments are subject to a master netting agreement. Accordingly, no additional disclosures were required upon adoption of these ASU's.

### Fair Value Accounting

In May 2011, the FASB issued **ASU 2011-04**, which amended Fair Value Measurements and Disclosures - Overall (ASC Topic 820-10) to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards. This update changed certain fair value measurement principles and enhanced the disclosure requirements, particularly for level 3 fair value measurements. We adopted this update prospectively effective for our fiscal year beginning January 1, 2012. This update did not have a material effect on financial condition or results of operations.

### Summary of Accounting Policies

#### Revenue Recognition

We generate revenue through services, the sale and rental of equipment, supplies and income associated with the financing of our equipment sales. Revenue is recognized when it is realized or realizable and earned. We consider revenue realized or realizable and earned when we have persuasive evidence of an arrangement, delivery has occurred, the sales price is fixed or determinable and collectibility is reasonably assured. Delivery does not occur until equipment has been shipped or services have been provided to the customer, risk of loss has transferred to the customer, and either customer acceptance has been obtained, customer acceptance provisions have lapsed, or the company has objective evidence that the criteria specified in the customer acceptance provisions have been satisfied. The sales price is not considered to be fixed or determinable until all contingencies related to the sale have been resolved. More specifically, revenue related to services and sales of our products is recognized as follows:

#### Equipment-Related Revenues

**Equipment:** Revenues from the sale of equipment, including those from sales-type leases, are recognized at the time of sale or at the inception of the lease, as appropriate. For equipment sales that require us to install the product at the customer location, revenue is recognized when the equipment has been delivered and installed at the customer location. Sales of customer installable products are recognized upon shipment or receipt by the customer according to the customer's shipping terms. Revenues from equipment under other leases and similar arrangements are accounted for by the operating lease method and are recognized as earned over the lease term, which is generally on a straight-line basis.

**Technical Services:** Technical service revenues are derived primarily from maintenance contracts on the equipment sold to our customers and are recognized over the term of the contracts. A substantial portion of our products are sold with full service maintenance agreements for which the customer typically pays a base service fee plus a variable amount based on usage. As a consequence, other than the product warranty obligations associated with certain of our low end products, we do not have any significant product warranty obligations, including any obligations under customer satisfaction programs.

**Bundled Lease Arrangements:** We sell our products and services under bundled lease arrangements, which typically include equipment, service, supplies and financing components for which the customer pays a single negotiated fixed minimum monthly payment for all elements over the contractual lease term. These arrangements also typically include an incremental, variable component for page volumes in excess of contractual page volume minimums, which are often expressed in terms of price-per-page. The fixed minimum monthly payments are multiplied by the number of months in the contract term to arrive at the total fixed minimum payments that the customer is obligated to make (fixed payments) over the lease term. The payments associated with page volumes in excess of the minimums are contingent on whether or not such minimums are exceeded (contingent payments). In applying our lease accounting methodology, we only consider the fixed payments for purposes of allocating to the relative fair value elements of the contract. Contingent payments, if any, are recognized as revenue in the period when the customer exceeds the minimum copy volumes specified in the contract. Revenues under bundled arrangements are allocated considering the relative selling prices of the lease and non-lease deliverables included in the bundled arrangement. Lease deliverables include the equipment, financing, maintenance and other executory costs, while non-lease deliverables generally consist of the supplies and non-maintenance services. The allocation for the lease deliverables begins by allocating revenues to the maintenance and other executory costs plus a profit thereon. These elements are generally recognized over the term of the lease as service revenue. The remaining amounts are allocated to the equipment and financing elements which are subjected to the accounting estimates noted below under "Leases."

Our pricing interest rates, which are used in determining customer payments in a bundled lease arrangement, are developed based upon a variety of factors including local prevailing rates in the marketplace and the customer's credit history, industry and credit class. We reassess our pricing interest rates quarterly based on changes in the local prevailing rates in the marketplace. These interest rates have generally been adjusted if the rates vary by 25 basis points or more, cumulatively, from the last rate in effect. The pricing interest rates generally equal the implicit rates within the leases, as corroborated by our comparisons of cash to lease selling prices.

**Sales to distributors and resellers:** We utilize distributors and resellers to sell many of our technology products to end-user customers. We refer to our distributor and reseller network as our two-tier distribution model. Sales to distributors and resellers are generally recognized as revenue when products are sold to such distributors and resellers. However, revenue is only recognized when the distributor or reseller has economic substance apart from the company, the sales price is not contingent upon resale or payment by the end user customer and we have no further obligations related to bringing about the resale, delivery or installation of the product.

Distributors and resellers participate in various rebate, price-protection, cooperative marketing and other programs, and we record provisions for these programs as a reduction to revenue when the sales occur. Similarly, we account for our estimates of sales returns and other allowances when the sales occur based on our historical experience.

In certain instances, we may provide lease financing to end-user customers who purchased equipment we sold to distributors or resellers. We compete with other third-party leasing companies with respect to the lease financing provided to these end-user customers.

**Supplies:** Supplies revenue generally is recognized upon shipment or utilization by customers in accordance with the sales contract terms.

**Software:** Most of our equipment has both software and non-software components that function together to deliver the equipment's essential functionality and therefore they are accounted for together as part of equipment sales revenues. Software accessories sold in connection with our equipment sales, as well as free-standing software sales are accounted for as separate deliverables or elements. In most cases, these software products are sold as part of multiple element arrangements and include software maintenance agreements for the delivery of technical service, as well as unspecified upgrades or enhancements on a when-and-if-available basis. In those software accessory and free-standing software arrangements that include more than one element, we allocate the revenue among the elements based on vendor-specific objective evidence (VSOE) of fair value. Revenue allocated to software is normally recognized upon delivery while revenue allocated to the software maintenance element is recognized ratably over the term of the arrangement.

**Leases:** As noted above, equipment may be placed with customers under bundled lease arrangements. The two primary accounting provisions which we use to classify transactions as sales-type or operating leases are: (1) a review of the lease term to determine if it is equal to or greater than 75% of the economic life of the equipment and (2) a review of the present value of the minimum lease payments to determine if they are equal to or greater than 90% of the fair market value of the equipment at the inception of the lease.

We consider the economic life of most of our products to be five years, since this represents the most frequent contractual lease term for our principal products and only a small percentage of our leases are for original terms

longer than five years. There is no significant after-market for our used equipment. We believe five years is representative of the period during which the equipment is expected to be economically usable, with normal service, for the purpose for which it is intended. Residual values are not significant.

With respect to fair value, we perform an analysis of equipment fair value based on cash selling prices during the applicable period. The cash selling prices are compared to the range of values determined for our leases. The range of cash selling prices must be reasonably consistent with the lease selling prices in order for us to determine that such lease prices are indicative of fair value.

**Financing:** Finance income attributable to sales-type leases, direct financing leases and installment loans is recognized on the accrual basis using the effective interest method.

### Services-Related Revenue

**Outsourcing:** Revenues associated with outsourcing services are generally recognized as services are rendered, which is generally on the basis of the number of accounts or transactions processed. Information technology processing revenues are recognized as services are provided to the customer, generally at the contractual selling prices of resources consumed or capacity utilized by our customers. In those service arrangements where final acceptance of a system or solution by the customer is required, revenue is deferred until all acceptance criteria have been met. Revenues on cost reimbursable contracts are recognized by applying an estimated factor to costs as incurred, determined by the contract provisions and prior experience. Revenues on unit-price contracts are recognized at the contractual selling prices as work is completed and accepted by the customer. Revenues on time and material contracts are recognized at the contractual rates as the labor hours and direct expenses are incurred.

Revenues on certain fixed price contracts where we provide system development and implementation services are recognized over the contract term based on the percentage of development and implementation services that are provided during the period compared with the total estimated development and implementation services to be provided over the entire contract using the percentage-of-completion accounting methodology. These services require that we perform significant, extensive and complex design, development, modification or implementation of our customers' systems. Performance will often extend over long periods, and our right to receive future payment depends on our future performance in accordance with the agreement.

The percentage-of-completion methodology involves recognizing probable and reasonably estimable revenue using the percentage of services completed, on a current cumulative cost to estimated total cost basis, using a reasonably consistent profit margin over the period.

Revenues earned in excess of related billings are accrued, whereas billings in excess of revenues earned are deferred until the related services are provided. We recognize revenues for non-refundable, upfront implementation fees on a straight-line basis over the period between the initiation of the ongoing services through the end of the contract term.

In connection with our services arrangements, we incur and capitalize costs to originate these long-term contracts and to perform the migration, transition and setup activities necessary to enable us to perform under the terms of the arrangement. Certain initial direct costs of an arrangement are capitalized and amortized over the contractual service period of the arrangement to cost of services.

From time to time, we also provide inducements to customers in various forms, including contractual credits, which are capitalized and amortized as a reduction of revenue over the term of the contract. Customer-related deferred set-up/transition and inducement costs were \$399 and \$356 at December 31, 2013 and 2012, respectively, and the balance at December 31, 2013 is expected to be amortized over a weighted average period of approximately 6 years. Amortization expense associated with customer-related contract costs at December 31, 2013 is expected to be approximately \$132 in 2014.

Long-lived assets used in the fulfillment of the arrangements are capitalized and depreciated over the shorter of their useful life or the term of the contract if an asset is contract specific.

Our outsourcing services contracts may also include the sale of equipment and software. In these instances we follow the policies noted above under Equipment-Related Revenue.

## Other Revenue Recognition Policies

**Multiple Element Arrangements:** As described above, we enter into the following revenue arrangements that may consist of multiple deliverables:

- Bundled lease arrangements, which typically include both lease deliverables and non-lease deliverables as described above.
- Contracts for multiple types of outsourcing services, as well as professional and value-added services. For instance, we may contract for an implementation or development project and also provide services to operate the system over a period of time; or we may contract to scan, manage and store customer documents.

In substantially all of our multiple element arrangements, we are able to separate the deliverables since we normally will meet both of the following criteria:

- The delivered item(s) has value to the customer on a stand-alone basis; and
- If the arrangement includes a general right of return relative to the delivered item(s), delivery or performance of the undelivered item(s) is considered probable and substantially in our control.

Consideration in a multiple-element arrangement is allocated at the inception of the arrangement to all deliverables on the basis of the relative selling price. When applying the relative selling price method, the selling price for each deliverable is primarily determined based on VSOE or third-party evidence (TPE) of the selling price. The above noted revenue policies are then applied to each separated deliverable, as applicable.

**Revenue-based taxes:** We report revenue net of any revenue-based taxes assessed by governmental authorities that are imposed on and concurrent with specific revenue-producing transactions. The primary revenue-based taxes are sales tax and value-added tax (VAT).

## Other Significant Accounting Policies

### Shipping and Handling

Costs related to shipping and handling are recognized as incurred and included in Cost of sales in the Consolidated Statements of Income.

### Research, Development and Engineering (RD&E)

Research, development and engineering costs are expensed as incurred. Sustaining engineering costs are incurred with respect to on-going product improvements or environmental compliance after initial product launch. Sustaining engineering costs were \$122, \$110 and \$108 in 2013, 2012 and 2011, respectively.

### Cash and Cash Equivalents

Cash and cash equivalents consist of cash on hand, including money market funds, and investments with original maturities of three months or less.

### Receivable Sales

We regularly transfer certain portions of our receivable portfolios and normally account for those transfers as sales based on meeting the criteria for derecognition in accordance with ASC Topic 860 "Transfer and Servicing" of Financial Assets. Gains or losses on the sale of receivables depend, in part, on both (a) the cash proceeds and (b) the net non-cash proceeds received or paid. When we sell receivables we normally receive beneficial interests in the transferred receivables from the purchasers as part of the proceeds. We may refer to these beneficial interests as a deferred purchase price. The beneficial interests obtained are initially measured at their fair value. We generally estimate fair value based on the present value of expected future cash flows, which are calculated using management's best estimates of the key assumptions including credit losses, prepayment rate and discount rates commensurate with the risks involved. Refer to Note 4 - Accounts Receivable, Net and Note 5 - Finance Receivables, Net for more details on our receivable sales.

### Inventories

Inventories are carried at the lower of average cost or market. Inventories also include equipment that is returned at the end of the lease term. Returned equipment is recorded at the lower of remaining net book value or salvage value, which normally are not significant. We regularly review inventory quantities and record a provision for excess and/or obsolete inventory based primarily on our estimated forecast of product demand, production requirements and servicing commitments. Several factors may influence the realizability of our inventories, including our decision to exit a product line, technological changes and new product development. The provision for excess and/or

obsolete raw materials and equipment inventories is based primarily on near term forecasts of product demand and include consideration of new product introductions, as well as changes in remanufacturing strategies. The provision for excess and/or obsolete service parts inventory is based primarily on projected servicing requirements over the life of the related equipment populations.

#### **Land, Buildings and Equipment and Equipment on Operating Leases**

Land, buildings and equipment are recorded at cost. Buildings and equipment are depreciated over their estimated useful lives. Leasehold improvements are depreciated over the shorter of the lease term or the estimated useful life. Equipment on operating leases is depreciated to estimated salvage value over the lease term. Depreciation is computed using the straight-line method. Significant improvements are capitalized and maintenance and repairs are expensed. Refer to Note 6 - Inventories and Equipment on Operating Leases, Net and Note 7 - Land, Buildings, Equipment and Software, Net for further discussion.

#### **Software - Internal Use and Product**

We capitalize direct costs associated with developing, purchasing or otherwise acquiring software for internal use and amortize these costs on a straight-line basis over the expected useful life of the software, beginning when the software is implemented (Internal Use Software). Costs incurred for upgrades and enhancements that will not result in additional functionality are expensed as incurred. Amounts expended for Internal Use Software are included in Cash Flows from Investing.

We also capitalize certain costs related to the development of software solutions to be sold to our customers upon reaching technological feasibility (Product Software). These costs are amortized based on estimated future revenues over the estimated economic life of the software. Amounts expended for Product Software are included in Cash Flows from Operations. We perform periodic reviews to ensure that unamortized Product Software costs remain recoverable from estimated future operating profits (net realizable value or NRV). Costs to support or service licensed software are charged to Costs of services as incurred.

Refer to Note 7 - Land, Buildings, Equipment and Software, Net for further information.

#### **Goodwill and Other Intangible Assets**

Goodwill represents the excess of the purchase price over the fair value of acquired net assets in a business combination, including the amount assigned to identifiable intangible assets. The primary drivers that generate goodwill are the value of synergies between the acquired entities and the company and the acquired assembled workforce, neither of which qualifies as an identifiable intangible asset. Goodwill is not amortized but rather is tested for impairment annually or more frequently if an event or circumstance indicates that an impairment loss may have been incurred.

Impairment testing for goodwill is done at the reporting unit level. A reporting unit is an operating segment or one level below an operating segment (a "component") if the component constitutes a business for which discrete financial information is available, and segment management regularly reviews the operating results of that component.

When testing goodwill for impairment, we may assess qualitative factors for some or all of our reporting units to determine whether it is more likely than not (that is, a likelihood of more than 50 percent) that the fair value of a reporting unit is less than its carrying amount, including goodwill. Alternatively, we may bypass this qualitative assessment for some or all of our reporting units and perform a detailed quantitative test of impairment (Step 1). If we perform the detailed quantitative impairment test and the carrying amount of the reporting unit exceeds its fair value, we would perform an analysis (Step 2) to measure such impairment. In 2013, we elected to proceed to the quantitative assessment of the recoverability of our goodwill balances for each of our reporting units in performing our annual impairment test. Based on our quantitative assessments, we concluded that the fair values of each of our reporting units in 2013 exceeded their carrying values and no impairments were identified.

Other intangible assets primarily consist of assets obtained in connection with business acquisitions, including installed customer base and distribution network relationships, patents on existing technology and trademarks. We apply an impairment evaluation whenever events or changes in business circumstances indicate that the carrying value of our intangible assets may not be recoverable. Other intangible assets are amortized on a straight-line basis over their estimated economic lives. We believe that the straight-line method of amortization reflects an appropriate allocation of the cost of the intangible assets to earnings in proportion to the amount of economic benefits obtained annually by the Company.

Refer to Note 9 - Goodwill and Intangible Assets, Net for further information.

### **Impairment of Long-Lived Assets**

We review the recoverability of our long-lived assets, including buildings, equipment, internal use software and other intangible assets, when events or changes in circumstances occur that indicate that the carrying value of the asset may not be recoverable. The assessment of possible impairment is based on our ability to recover the carrying value of the asset from the expected future pre-tax cash flows (undiscounted and without interest charges) of the related operations. If these cash flows are less than the carrying value of such asset, an impairment loss is recognized for the difference between estimated fair value and carrying value. Our primary measure of fair value is based on discounted cash flows.

### **Pension and Post-Retirement Benefit Obligations**

We sponsor defined benefit pension plans in various forms in several countries covering employees who meet eligibility requirements. Retiree health benefit plans cover U.S. and Canadian employees for retiree medical costs. We employ a delayed recognition feature in measuring the costs of pension and post-retirement benefit plans. This requires changes in the benefit obligations and changes in the value of assets set aside to meet those obligations to be recognized not as they occur, but systematically and gradually over subsequent periods. All changes are ultimately recognized as components of net periodic benefit cost, except to the extent they may be offset by subsequent changes. At any point, changes that have been identified and quantified but not recognized as components of net periodic benefit cost, are recognized in Accumulated Other Comprehensive Loss, net of tax.

Several statistical and other factors that attempt to anticipate future events are used in calculating the expense, liability and asset values related to our pension and retiree health benefit plans. These factors include assumptions we make about the discount rate, expected return on plan assets, rate of increase in healthcare costs, the rate of future compensation increases and mortality. Actual returns on plan assets are not immediately recognized in our income statement due to the delayed recognition requirement. In calculating the expected return on the plan asset component of our net periodic pension cost, we apply our estimate of the long-term rate of return on the plan assets that support our pension obligations, after deducting assets that are specifically allocated to Transitional Retirement Accounts (which are accounted for based on specific plan terms).

For purposes of determining the expected return on plan assets, we utilize a market-related value approach in determining the value of the pension plan assets, rather than a fair market value approach. The primary difference between the two methods relates to systematic recognition of changes in fair value over time (generally two years) versus immediate recognition of changes in fair value. Our expected rate of return on plan assets is applied to the market-related asset value to determine the amount of the expected return on plan assets to be used in the determination of the net periodic pension cost. The market-related value approach reduces the volatility in net periodic pension cost that would result from using the fair market value approach.

The discount rate is used to present value our future anticipated benefit obligations. The discount rate reflects the current rate at which benefit liabilities could be effectively settled considering the timing of expected payments for plan participants. In estimating our discount rate, we consider rates of return on high-quality fixed-income investments adjusted to eliminate the effects of call provisions, as well as the expected timing of pension and other benefit payments.

Each year, the difference between the actual return on plan assets and the expected return on plan assets, as well as increases or decreases in the benefit obligation as a result of changes in the discount rate and other actuarial assumptions, are added to or subtracted from any cumulative actuarial gain or loss from prior years. This amount is the net actuarial gain or loss recognized in Accumulated other comprehensive loss. We amortize net actuarial gains and losses as a component of net pension cost for a year if, as of the beginning of the year, that net gain or loss (excluding asset gains or losses that have not been recognized in market-related value) exceeds 10% of the greater of the projected benefit obligation or the market-related value of plan assets (the "corridor" method). This determination is made on a plan-by-plan basis. If amortization is required for a particular plan, we amortize the applicable net gain or loss in excess of the 10% threshold on a straight-line basis in net periodic pension cost over the remaining service period of the employees participating in that pension plan. In plans where substantially all participants are inactive, the amortization period for the excess is the average remaining life expectancy of the plan participants.

Our primary domestic plans allow participants the option of settling their vested benefits through the receipt of a lump-sum payment. The participant's vested benefit is considered fully settled upon payment of the lump-sum. We have elected to apply settlement accounting and therefore we recognize the losses associated with settlements in this plan immediately upon the settlement of the vested benefits. Settlement accounting requires us to recognize a

pro rata portion of the aggregate unamortized net actuarial losses upon settlement. The pro rata factor is computed as the percentage reduction in the projected benefit obligation due to the settlement of the participant's vested benefit.

Refer to Note 15 - Employee Benefit Plans for further information regarding our Pension and Post-Retirement Benefit Obligations.

### Foreign Currency Translation and Re-measurement

The functional currency for most foreign operations is the local currency. Net assets are translated at current rates of exchange and income, expense and cash flow items are translated at average exchange rates for the applicable period. The translation adjustments are recorded in Accumulated other comprehensive loss.

The U.S. Dollar is used as the functional currency for certain foreign subsidiaries that conduct their business in U.S. Dollars. A combination of current and historical exchange rates is used in re-measuring the local currency transactions of these subsidiaries and the resulting exchange adjustments are recorded in Currency (gains) and losses within Other expenses, net together with other foreign currency remeasurments.

### Note 2 – Segment Reporting

Our reportable segments are aligned with how we manage the business and view the markets we serve. We report our financial performance based on the following two primary reportable segments – **Services and Document Technology**. Our Services segment operations involve delivery of a broad range of services including business process, document and IT outsourcing. Our Document Technology segment includes the sale and support of a broad range of document systems from entry level to high-end.

The **Services** segment is comprised of three outsourcing service offerings:

- Business Process Outsourcing (BPO)
- Document Outsourcing (which includes Managed Print Services) (DO)
- Information Technology Outsourcing (ITO)

Business process outsourcing services include service arrangements where we manage a customer's business activity or process. Document outsourcing services include service arrangements that allow customers to streamline, simplify and digitize their document-intensive business processes through automation and deployment of software applications and tools and the management of their printing needs. Document outsourcing also includes revenues from our partner print services offerings. Information technology outsourcing services include service arrangements where we manage a customer's IT-related activities, such as application management and application development, data center operations or testing and quality assurance.

Our **Document Technology** segment is centered on strategic product groups, which share common technology, manufacturing and product platforms. Our product groupings range from:

- **“Entry,”** which includes A4 devices and desktop printers; to
- **“Mid-range,”** which includes A3 devices that generally serve workgroup environments in mid to large enterprises and includes products that fall into the following market categories: Color 41+ ppm priced at less than \$100K and Light Production 91+ ppm priced at less than \$100K; to
- **“High-end,”** which includes production printing and publishing systems that generally serve the graphic communications marketplace and large enterprises.

Customers range from small and mid-sized businesses to large enterprises. Customers also include graphic communication enterprises as well as channel partners including distributors and resellers. Segment revenues reflect the sale of document systems and supplies, technical services and product financing.

The segment classified as **Other** includes several units, none of which meet the thresholds for separate segment reporting. This group includes paper sales in our developing market countries, Wide Format Systems, licensing revenues, GIS network integration solutions and electronic presentation systems and non-allocated corporate items including non-financing interest, as well as other items included in Other expenses, net.

As discussed in Note 3 - Acquisitions and Divestitures, during 2013, we completed the sales of our North American and European Paper businesses. As a result of these transactions, in 2013 we began to report these paper-related operations as Discontinued Operations and reclassified their results from the Other segment to Discontinued Operations. All prior periods have been reclassified to conform to this presentation.

Selected financial information for our Reportable segments was as follows:

|   | Years Ended December 31, |                     |               |                  |
|---|--------------------------|---------------------|---------------|------------------|
|   | Services                 | Document Technology | Other         | Total            |
| <b>2013<sup>(1)</sup></b>                         |                          |                     |               |                  |
| Revenue   | \$ 11,792                | \$ 8,500            | \$ 660        | \$ 20,952        |
| Finance income                                    | 67                       | 408                 | 8             | 483              |
| <b>Total Segment Revenue</b>                      | <b>\$ 11,859</b>         | <b>\$ 8,908</b>     | <b>\$ 668</b> | <b>\$ 21,435</b> |
| Interest expense                                  | \$ 19                    | \$ 140              | \$ 247        | \$ 406           |
| Segment profit (loss) <sup>(2)</sup>              | 1,157                    | 966                 | (222)         | 1,901            |
| Equity in net income of unconsolidated affiliates | 34                       | 135                 | —             | 169              |
| <b>2012<sup>(1)</sup></b>                         |                          |                     |               |                  |
| Revenue   | \$ 11,453                | \$ 8,951            | \$ 736        | \$ 21,140        |
| Finance income                                    | 75                       | 511                 | 11            | 597              |
| <b>Total Segment Revenue</b>                      | <b>\$ 11,528</b>         | <b>\$ 9,462</b>     | <b>\$ 747</b> | <b>\$ 21,737</b> |
| Interest expense                                  | \$ 22                    | \$ 172              | \$ 236        | \$ 430           |
| Segment profit (loss) <sup>(2)</sup>              | 1,173                    | 1,065               | (256)         | 1,982            |
| Equity in net income of unconsolidated affiliates | 30                       | 122                 | —             | 152              |
| <b>2011<sup>(1)</sup></b>                         |                          |                     |               |                  |
| Revenue   | \$ 10,754                | \$ 9,722            | \$ 792        | \$ 21,268        |
| Finance income                                    | 83                       | 537                 | 12            | 632              |
| <b>Total Segment Revenue</b>                      | <b>\$ 10,837</b>         | <b>\$ 10,259</b>    | <b>\$ 804</b> | <b>\$ 21,900</b> |
| Interest expense                                  | \$ 25                    | \$ 202              | \$ 251        | \$ 478           |
| Segment profit (loss) <sup>(2)</sup>              | 1,207                    | 1,140               | (285)         | 2,062            |
| Equity in net income of unconsolidated affiliates | 31                       | 118                 | —             | 149              |

(1) Asset information on a segment basis is not disclosed as this information is not separately identified and internally reported to our Chief Operating Decision Maker (CODM).

(2) Depreciation and amortization expense, which is recorded in Cost of Sales, Cost of Services, RD&E and SAG are included in segment profit above. This information is neither identified nor internally reported to our CODM.

The following is a reconciliation of segment profit to pre-tax income:

| Segment Profit Reconciliation to Pre-tax Income    | Years Ended December 31, |                 |                 |
|--|--------------------------|-----------------|-----------------|
|  | 2013                     | 2012            | 2011            |
| Total Segment Profit                               | \$ 1,901                 | \$ 1,982        | \$ 2,062        |
| Reconciling items:                                 |                          |                 |                 |
| Amortization of intangible assets                  | (332)                    | (328)           | (398)           |
| Equity in net income of unconsolidated affiliates  | (169)                    | (152)           | (149)           |
| Restructuring and asset impairment charges         | (116)                    | (154)           | (32)            |
| Restructuring charges of Fuji Xerox                | (9)                      | (16)            | (19)            |
| Litigation matters (Q1 2013 only)                  | 37                       | —               | —               |
| Loss on early extinguishment of liability and debt | —                        | —               | (33)            |
| Curtailment gain                                   | —                        | —               | 107             |
| Other  | —                        | —               | (3)             |
| <b>Pre-tax Income</b>                              | <b>\$ 1,312</b>          | <b>\$ 1,332</b> | <b>\$ 1,535</b> |



Geographic area data is based upon the location of the subsidiary reporting the revenue or long-lived assets and is as follows for the three years ended December 31:

|   | Revenues         |                  |                  | Long-Lived Assets <sup>(1)</sup> |                 |                 |
|---|------------------|------------------|------------------|----------------------------------|-----------------|-----------------|
|   | 2013             | 2012             | 2011             | 2013                             | 2012            | 2011            |
| United States                               | \$ 14,534        | \$ 14,500        | \$ 14,253        | \$ 1,870                         | \$ 1,966        | \$ 1,894        |
| Europe                                      | 4,574            | 4,733            | 5,148            | 761                              | 784             | 776             |
| Other areas                                 | 2,327            | 2,504            | 2,499            | 243                              | 262             | 276             |
| <b>Total Revenues and Long-Lived Assets</b> | <b>\$ 21,435</b> | <b>\$ 21,737</b> | <b>\$ 21,900</b> | <b>\$ 2,874</b>                  | <b>\$ 3,012</b> | <b>\$ 2,946</b> |

(1) Long-lived assets are comprised of (i) land, buildings and equipment, net, (ii) equipment on operating leases, net, (iii) internal use software, net and (iv) product software, net.

## Note 3 – Acquisitions and Divestitures

### Acquisitions

#### 2013 Acquisitions

In April 2013, we acquired Florida based **Zeno Office Solutions, Inc. (Zeno)**, a provider of print and IT solutions to small and mid-sized businesses in the Southeast, for approximately \$59 in cash. This acquisition furthers our coverage in Florida, building on our strategy of expanding our network of locally-based companies focused on customers' requirements to improve their performance through efficiencies.

In February 2013, we acquired **Impika**, a leader in the design, manufacture and sale of production inkjet printing solutions used for industrial, commercial, security, label and package printing for approximately \$53 in cash. Impika, which is based in Aubagne, France, offers a portfolio of aqueous (water-based) inkjet presses based on proprietary technology. Through the addition of Impika's aqueous technology to our offerings, we go to market with the industry's broadest range of digital presses, strengthening our leadership in digital color production printing.

Zeno and Impika are included in our Document Technology segment. Additionally, during 2013, our Document Technology segment acquired one additional business for approximately \$12 in cash, and our Services segment acquired three businesses for a total of \$31 in cash.

#### 2013 Summary

All of our 2013 acquisitions reflected 100% ownership of the acquired companies. The operating results of the acquisitions described above are not material to our financial statements and are included within our results from their respective acquisition dates. Our 2013 acquisitions contributed aggregate revenues of approximately \$56 to our 2013 total revenues from their respective acquisition dates. The purchase prices for all acquisitions were primarily allocated to intangible assets and goodwill based on third-party valuations and management's estimates. The primary elements that generated the goodwill are the value of synergies and the acquired assembled workforce. None of the goodwill recorded in 2013 is expected to be deductible for tax purposes. Refer to Note 9 - Goodwill and Intangible Assets, Net for additional information.

The following table summarizes the purchase price allocations for our 2013 acquisitions as of the acquisition dates:

|                              | Weighted-Average<br>Life (Years) | Total 2013 Acquisitions |
|------------------------------|----------------------------------|-------------------------|
| Accounts/finance receivables |                                  | \$ 10                   |
| Intangible assets:           |                                  |                         |
| Customer relationships       | 10                               | 19                      |
| Existing technology          | 14                               | 17                      |
| Trademarks                   | 19                               | 11                      |
| Non-compete agreements       | 4                                | 3                       |
| Software                     | 5                                | 7                       |
| Goodwill                     |                                  | 121                     |
| Other assets                 |                                  | 16                      |
| Total Assets Acquired        |                                  | 204                     |
| Liabilities assumed          |                                  | (49)                    |
| <b>Total Purchase Price</b>  |                                  | <b>\$ 155</b>           |

### 2012 and 2011 Acquisitions

In July 2012, we acquired **Wireless Data Services, Ltd. (WDS)**, a provider of technical support, knowledge management and related consulting to the world's largest wireless telecommunication brands for approximately \$95 (£60 million) in cash. Based in the U.K., WDS's expertise in the telecommunications industry strengthens our broad portfolio of customer care solutions.

In February 2012, we acquired **R.K. Dixon**, a leading provider of IT services, copiers, printers and managed print services for approximately \$58 in cash. The acquisition furthers our coverage of central Illinois and eastern Iowa, building on our strategy to create a nationwide network of locally-based companies focused on customers' needs to improve performance through efficiencies.

In December 2011, we acquired the Merizon Group Inc. which operates **MBM** formerly known as Modern Business Machines, a Wisconsin-based office products distributor for approximately \$42 net of cash acquired. The acquisition furthers our strategy of creating a nationwide network of locally-based companies focused on improving document workflow and office efficiency.

In November 2011, we acquired **The Breakaway Group (Breakaway)**, a cloud-based service provider that helps healthcare professionals accelerate their adoption of an electronic medical records (EMR) system, for approximately \$18 net of cash acquired. We are also obligated to pay the sellers up to an additional \$25 if certain future performance targets are achieved, of which \$18 was recorded as of the acquisition date representing the estimated fair value of this obligation for a total acquisition fair value of \$36 (see "Contingent Consideration" below). The Denver-based firm's technology allows caregivers to practice using an EMR system without jeopardizing actual patient data. This acquisition adds to our offering of services that help healthcare professionals use the EMR system for clinical benefit.

In September 2011, we acquired the net assets related to the **U.S. operations of Symcor Inc. (Symcor)**. In connection with the acquisition, we assumed and took over the operational responsibility for the customer contracts related to this operation. We agreed to pay \$17 for the acquired net assets and the seller agreed to pay us \$52, which represented the fair value of the liabilities assumed for a net cash receipt of \$35. The assumed liabilities primarily include customer contract liabilities representing the estimated fair value of the obligations associated with the assumed customer contracts. We are recognizing these liabilities over a weighted-average period of approximately two years consistent with the cash outflows from the contracts. Symcor specializes in outsourcing services for U.S. financial institutions and its offerings range from cash management services to statement and check processing.

In July 2011, we acquired **Education Sales and Marketing, LLC (ESM)**, a leading provider of outsourced enrollment management and student loan default solutions, for approximately \$43 net of cash acquired. The acquisition of ESM enables us to offer a broader range of services to assist post-secondary schools in attracting and retaining the most qualified students while reducing accreditation risk.

In April 2011, we acquired **Unamic/HCN B.V.**, the largest privately-owned customer care provider in the Benelux region in Western Europe, for approximately \$55 net of cash acquired. Unamic/HCN's focus on the Dutch-speaking market expands our customer care capabilities in the Netherlands, Belgium, Turkey and Suriname.

In February 2011, we acquired **Concept Group, Ltd.** for \$41 net of cash acquired. This acquisition expands our reach into the small and mid-size business market in the U.K. Concept Group has nine locations throughout the U.K. and provides document imaging solutions and technical services to more than 3,000 customers.

Our Document Technology segment also acquired three additional business in 2012 and seven additional business in 2011 for \$62 and \$21, respectively, in cash. These acquisitions were largely a part of our strategy of increasing our distribution network for small and mid-size businesses. Our Services segment acquired four additional businesses in 2012 and three additional business in 2011 for \$61 and \$25, respectively, in cash primarily related to customer care and software to support our BPO service offerings.

### Summary - 2012 and 2011 Acquisitions

All of our 2012 and 2011 acquisitions reflected 100% ownership of the acquired companies. The operating results of the 2012 and 2011 acquisitions described above were not material to our financial statements and were included within our results from the respective acquisition dates. WDS, Breakaway, Symcor, ESM and Unamic/HCN were included within our Services segment while the acquisitions of R.K. Dixon, MBM and Concept Group were included within our Document Technology segment. The purchase prices for all acquisitions, except Symcor, were primarily allocated to intangible assets and goodwill based on third-party valuations and management's estimates. Refer to Note 9 - Goodwill and Intangible Assets, Net for additional information. Our 2012 acquisitions contributed aggregate revenues from their respective acquisition dates of approximately \$277 and \$162 to our 2013 and 2012 total revenues, respectively. Our 2011 acquisitions contributed aggregate revenues from their respective acquisition dates of approximately \$396, \$397 and \$177 to our 2013, 2012 and 2011 total revenues, respectively.

### Contingent Consideration

In connection with certain acquisitions, we are obligated to make contingent payments if specified contractual performance targets are achieved. Contingent consideration obligations are recorded at their respective fair value. As of December 31, 2013, the maximum aggregate amount of outstanding contingent obligations to former owners of acquired entities was approximately \$60, of which \$36 was accrued representing the estimated fair value of this obligation.

### Divestitures

During 2013, in connection with our decision to exit from the Paper distribution business, we completed the sale of our N.A. Paper business and our European Paper business. The decision to exit from the Paper distribution business was largely the result of management's objective to focus more on Services and innovative Document Technology. Net proceeds from the sale of the N.A. and European Paper businesses were approximately \$36, of which \$26 was received in cash and is reported as cash flows from investing activities in the Consolidated Statements of Cash Flows. The remainder of the proceeds of \$10 were received as a note receivable, which is payable in October 2014.

As a result of these transactions, in 2013 we reported these paper-related operations as Discontinued Operations and reclassified their results from the Other segment to Discontinued Operations. All prior periods have accordingly been reclassified to conform to this presentation. The net assets sold or expected to be sold in connection with these transactions are primarily related to working capital - accounts receivables and inventory - utilized in the business.

We recorded a net pre-tax loss of \$25 for the disposition of our N.A. and European Paper businesses. The loss is primarily related to exit and disposal costs associated with these businesses. The disposals resulted in a reduction in headcount of approximately 300 employees, primarily in Europe.

The components of Discontinued Operations for the periods presented are as follows:

| (in millions)   | Year Ended December 31, |        |        |
|---|-------------------------|--------|--------|
|   | 2013                    | 2012   | 2011   |
| <b>Revenues*</b>  | \$ 403                  | \$ 653 | \$ 726 |
| Income from operations  | \$ 3                    | \$ 16  | \$ 30  |
| Loss on disposal  | (25)                    | —      | —      |
| <b>Net (Loss) Income Before Income Taxes</b>                  | \$ (22)                 | \$ 16  | \$ 30  |
| Income tax expense  | (4)                     | (5)    | (9)    |
| <b>(Loss) Income From Discontinued Operations, Net of Tax</b> | \$ (26)                 | \$ 11  | \$ 21  |

\* 2013 revenue from discontinued operations reflects five months of N.A. paper revenue as a result of the completion of the sale of this business on May 31, 2013 and ten months of European Paper revenue as a result of the completion of the sale of this business on October 31, 2013.

#### Note 4 – Accounts Receivable, Net

Accounts receivable, net were as follows:

|                                 | December 31, |          |
|---------------------------------|--------------|----------|
|                                 | 2013         | 2012     |
| Amounts billed or billable      | \$ 2,651     | \$ 2,639 |
| Unbilled amounts                | 390          | 335      |
| Allowance for doubtful accounts | (112)        | (108)    |
| <b>Accounts Receivable, Net</b> | \$ 2,929     | \$ 2,866 |

Unbilled amounts include amounts associated with percentage-of-completion accounting and other earned revenues not currently billable due to contractual provisions. Amounts to be invoiced in the subsequent month for current services provided are included in amounts billable, and at December 31, 2013 and 2012 were approximately \$1,054 and \$1,049, respectively.

We perform ongoing credit evaluations of our customers and adjust credit limits based upon customer payment history and current creditworthiness. The allowance for uncollectible accounts receivables is determined principally on the basis of past collection experience as well as consideration of current economic conditions and changes in our customer collection trends.

#### Accounts Receivable Sales Arrangements

Accounts receivable sales arrangements are utilized in the normal course of business as part of our cash and liquidity management. We have facilities in the U.S., Canada and several countries in Europe that enable us to sell certain accounts receivable without recourse to third-parties. The accounts receivables sold are generally short-term trade receivables with payment due dates of less than 60 days.

All of our arrangements involve the sale of our entire interest in groups of accounts receivable for cash. In most instances a portion of the sales proceeds are held back by the purchaser and payment is deferred until collection of the related receivables sold. Such holdbacks are not considered legal securities nor are they certificated. We report collections on such receivables as operating cash flows in the Consolidated Statements of Cash Flows because such receivables are the result of an operating activity and the associated interest rate risk is de minimis due to their short-term nature. Our risk of loss following the sales of accounts receivable is limited to the outstanding deferred purchase price receivable. These receivables are included in the caption "Other current assets" in the accompanying Consolidated Balance Sheets and were \$121 and \$116 at December 31, 2013 and 2012, respectively.

Under most of the agreements, we continue to service the sold accounts receivable. When applicable, a servicing liability is recorded for the estimated fair value of the servicing. The amounts associated with the servicing liability were not material.

Of the accounts receivables sold and derecognized from our balance sheet, \$723 and \$766 remained uncollected as of December 31, 2013 and 2012, respectively. Accounts receivable sales were as follows:

|  | Year Ended December 31, |          |          |
|--|-------------------------|----------|----------|
|  | 2013                    | 2012     | 2011     |
| Accounts receivable sales  | \$ 3,401                | \$ 3,699 | \$ 3,218 |
| Deferred proceeds  | 486                     | 639      | 386      |
| Loss on sale of accounts receivables                                 | 17                      | 21       | 20       |
| Estimated (decrease) increase to operating cash flows <sup>(1)</sup> | (55)                    | (78)     | 133      |

(1) Represents the difference between current and prior year fourth quarter receivable sales adjusted for the effects of: (i) the deferred proceeds, (ii) collections prior to the end of the year and (iii) currency.

## Note 5 – Finance Receivables, Net

Finance receivables include sales-type leases, direct financing leases and installment loans arising from the marketing of our equipment. These receivables are typically collateralized by a security interest in the underlying assets. Finance receivables, net were as follows:

|  | December 31,    |                 |
|--|-----------------|-----------------|
|  | 2013            | 2012            |
| Gross receivables  | \$ 5,349        | \$ 6,290        |
| Unearned income  | (666)           | (809)           |
| Subtotal   | 4,683           | 5,481           |
| Residual values  | 1               | 2               |
| Allowance for doubtful accounts                              | (154)           | (170)           |
| <b>Finance Receivables, Net</b>                              | <b>4,530</b>    | <b>5,313</b>    |
| Less: Billed portion of finance receivables, net             | 113             | 152             |
| Less: Current portion of finance receivables not billed, net | 1,500           | 1,836           |
| <b>Finance Receivables Due After One Year, Net</b>           | <b>\$ 2,917</b> | <b>\$ 3,325</b> |

Contractual maturities of our gross finance receivables as of December 31, 2013 were as follows (including those already billed of \$124):

| 2014     | 2015     | 2016     | 2017   | 2018   | Thereafter | Total    |
|----------|----------|----------|--------|--------|------------|----------|
| \$ 2,010 | \$ 1,504 | \$ 1,023 | \$ 572 | \$ 221 | \$ 19      | \$ 5,349 |

## Transfer and Sale of Finance Receivables

**U.S. Lease Finance Receivable Transactions** - In 2013 and 2012, we transferred our entire interest in certain groups of U.S. lease finance receivables to a third-party financial institution for cash proceeds and a beneficial interest from the purchaser. The lease contracts, including associated service and supply elements, were initially transferred to a wholly-owned consolidated bankruptcy-remote limited purpose subsidiary, which in turn transferred the principal and interest portions of such contracts to the third-party financial institution (the "ultimate purchaser"). The final transfer met the requirements for derecognition according to ASC Topic 860, *Transfers and Servicing* and therefore were accounted for as sales. Accordingly, we derecognized the associated lease receivables. The following is a summary of our U.S. activity:

|                               | Year Ended December 31, |        |      |
|-------------------------------|-------------------------|--------|------|
|                               | 2013                    | 2012   | 2011 |
| Net carrying value (NCV) sold | \$ 419                  | \$ 682 | \$ — |
| Allowance included in NCV     | 12                      | 18     | —    |
| Cash proceeds received        | 387                     | 630    | —    |
| Beneficial interests received | 60                      | 101    | —    |
| Pre-tax gain on sales         | 25                      | 44     | —    |
| Net fees and expenses         | 3                       | 5      | —    |

The principal value of the U.S. receivables derecognized from our balance sheet was \$761 and \$644 at December 31, 2013 and 2012, respectively (sales value of approximately \$833 and \$715, respectively).

The beneficial interest represents our right to receive future cash flows from the sold receivables, which exceed the servicing fee as well as the ultimate purchaser's initial investment and associated return on that investment. The beneficial interest was initially recognized at an estimate of fair value based on the present value of the expected future cash flows. The present value of the expected future cash flows was calculated using management's best estimate of key assumptions including credit losses, prepayment rate and an appropriate risk adjusted discount rate (all unobservable Level 3 inputs) for which we utilized annualized rates of 2.1%, 9.3% and 10.0%, respectively. These assumptions are supported by both our historical experience and anticipated trends relative to the particular portfolio of receivables sold. However, to assess the sensitivity on the fair value of the beneficial interest, we adjusted the credit loss rate, prepayment rate and discount rate assumptions individually by 10% and 20% while holding the other assumptions constant. Although the effect of multiple assumption changes was not considered in this analysis, a 10% or 20% adverse variation in any one of these three individual assumptions would have decreased the initially recorded beneficial interest by approximately \$3 or less for sales in 2013 and \$4 or less for sales in 2012.

We will continue to service the sold receivables for which we receive a 1% servicing fee. We have concluded that the 1% servicing fee is adequate compensation and, accordingly, no servicing asset or liability was recorded.

**Canada Lease Finance Receivables Transfer:** In December 2013, our Canadian subsidiary transferred its entire interest in a group of lease finance receivables to a third-party trust. The transfer was accounted for as a sale and resulted in the derecognition of lease receivables with a net carrying value of \$257, net of allowance of \$5, the receipt of cash proceeds of \$248 and a beneficial interest of \$26. A pre-tax gain of \$15 was recognized on this transaction and is net of additional fees and expenses of approximately \$1. We will continue to service the sold receivables for which we will receive a 1% servicing fee. We have concluded that the 1% servicing fee is adequate compensation and, accordingly, no servicing asset or liability was recorded. The principal value of the Canadian receivables derecognized from our balance sheet was \$245 at December 31, 2013 (sale value of approximately \$265).

Consistent with the U.S. transfers, the beneficial interest was initially recognized at an estimate of fair value based on the present value of the expected future cash flows. The present value of the expected future cash flows was calculated using management's best estimate of key assumptions including credit losses, prepayment rate and an appropriate risk adjusted discount rate (all unobservable Level 3 inputs) for which we utilized annualized rates of 1.7%, 12.0% and 10.0%, respectively. These assumptions are supported by both our historical experience and anticipated trends relative to the particular portfolio of receivables sold. However, to assess the sensitivity on the fair value of the beneficial interest, we adjusted the credit loss rate, prepayment rate and discount rate assumptions individually by 10% and 20% while holding the other assumptions constant. Although the effect of multiple assumption changes was not considered in this analysis, a 10% or 20% adverse variation in any one of these three individual assumptions would have decreased the initially recorded beneficial interest by approximately \$1 or less.

**Summary Finance Receivable Sales** The lease portfolios transferred and sold were all from our Document Technology segment and the gains on these sales were reported in Financing revenues within the Document Technology segment. The ultimate purchaser has no recourse to our other assets for the failure of customers to pay principal and interest when due beyond our beneficial interests which were \$150 and \$103 at December 31, 2013 and 2012, respectively, and are included in Other current assets and Other long-term assets accordingly in the accompanying Consolidated Balance Sheets. Beneficial interests of \$124 and \$103 at December 31, 2013 and 2012, respectively, are held by the bankruptcy-remote subsidiaries and therefore are not available to satisfy any of our creditor obligations. We report collections on the beneficial interests as operating cash flows in the Consolidated Statements of Cash Flows because such beneficial interests are the result of an operating activity and the associated interest rate risk is de minimis considering their weighted average lives of less than 2 years.

The net impact from the sales of finance receivables on operating cash flows is summarized below:

|   | Year Ended December 31, |               |             |
|---|-------------------------|---------------|-------------|
|   | 2013                    | 2012          | 2011        |
| Net cash received for sales of finance receivables <sup>(1)</sup> | \$ 631                  | \$ 625        | \$ —        |
| Impact from prior sales of finance receivables <sup>(2)</sup>     | (392)                   | (45)          | —           |
| Collections on beneficial interest                                | 58                      | —             | —           |
| <b>Estimated Increase to Operating Cash Flows</b>                 | <b>\$ 297</b>           | <b>\$ 580</b> | <b>\$ —</b> |

(1) Net of beneficial interest, fees and expenses.

(2) Represents cash that would have been collected if we had not sold finance receivables.

## Finance Receivables - Allowance for Credit Losses and Credit Quality

Our finance receivable portfolios are primarily in the U.S., Canada and Europe. We generally establish customer credit limits and estimate the allowance for credit losses on a country or geographic basis. Customer credit limits are based upon an initial evaluation of the customer's credit quality and we adjust that limit accordingly based upon ongoing credit assessments of the customer, including payment history and changes in credit quality.

The allowance for doubtful accounts and provision for credit losses represents an estimate of the losses expected to be incurred from the Company's finance receivable portfolio. The level of the allowance is determined on a collective basis by applying projected loss rates to our different portfolios by country, which represent our portfolio segments. This is the level at which we develop and document our methodology to determine the allowance for credit losses. This loss rate is primarily based upon historical loss experience adjusted for judgments about the probable effects of relevant observable data including current economic conditions as well as delinquency trends, resolution rates, the aging of receivables, credit quality indicators and the financial health of specific customer classes or groups. The allowance for doubtful finance receivables is inherently more difficult to estimate than the allowance for trade accounts receivable because the underlying lease portfolio has an average maturity, at any time, of approximately two to three years and contains past due billed amounts, as well as unbilled amounts. We consider all available information in our quarterly assessments of the adequacy of the allowance for doubtful accounts. The identification of account-specific exposure is not a significant factor in establishing the allowance for doubtful finance receivables. Our policy and methodology used to establish our allowance for doubtful accounts has been consistently applied over all periods presented.

Since our allowance for doubtful finance receivables is determined by country, the risk characteristics in our finance receivable portfolio segments will generally be consistent with the risk factors associated with the economies of those countries/regions. Loss rates declined in the U.S. reflecting the effects of improved collections during 2012 and 2013 as well as the lower balance of finance receivables primarily due to sales in 2012 and 2013. The loss rate in Canada was flat in 2013 as compared to the prior year. Since Europe is comprised of various countries and regional economies, the risk profile within our European portfolio segment is somewhat more diversified due to the varying economic conditions among the countries. Charge-offs in Europe were flat in 2013 as compared to the prior years reflecting a stabilization of the credit issues noted in 2011. Loss rates peaked in 2011 as a result of the European economic challenges particularly for those countries in the southern region.

The following table is a rollforward of the allowance for doubtful finance receivables as well as the related investment in finance receivables:

| <b>Allowance for Credit Losses:</b>                               | United States | Canada | Europe   | Other <sup>(3)</sup> | Total    |
|---|---------------|--------|----------|----------------------|----------|
| <b>Balance at December 31, 2011</b>                               | \$ 75         | \$ 33  | \$ 91    | \$ 2                 | \$ 201   |
| Provision   | 11            | 9      | 52       | 3                    | 75       |
| Charge-offs   | (21)          | (15)   | (59)     | (2)                  | (97)     |
| Recoveries and other <sup>(1)</sup>                               | 3             | 4      | 1        | 1                    | 9        |
| Sale of finance receivables                                       | (18)          | —      | —        | —                    | (18)     |
| <b>Balance at December 31, 2012</b>                               | 50            | 31     | 85       | 4                    | 170      |
| Provision   | 13            | 11     | 53       | 4                    | 81       |
| Charge-offs   | (8)           | (16)   | (60)     | (2)                  | (86)     |
| Recoveries and other <sup>(1)</sup>                               | 2             | 1      | 3        | —                    | 6        |
| Sale of finance receivables                                       | (12)          | (5)    | —        | —                    | (17)     |
| <b>Balance at December 31, 2013</b>                               | \$ 45         | \$ 22  | \$ 81    | \$ 6                 | \$ 154   |
| <b>Finance Receivables Collectively Evaluated for Impairment:</b> |               |        |          |                      |          |
| December 31, 2012 <sup>(2)</sup>                                  | \$ 2,012      | \$ 801 | \$ 2,474 | \$ 194               | \$ 5,481 |
| December 31, 2013 <sup>(2)</sup>                                  | \$ 1,666      | \$ 421 | \$ 2,292 | \$ 304               | \$ 4,683 |

(1) Includes the impacts of foreign currency translation and adjustments to reserves necessary to reflect events of non-payment such as customer accommodations and contract terminations.

(2) Total Finance receivables exclude residual values of \$1 and \$2 and the allowance for credit losses of \$154 and \$170 at December 31, 2013 and 2012, respectively.

(3) Includes developing market countries and smaller units.

In the U.S. and Canada, customers are further evaluated or segregated by class based on industry sector. The primary customer classes are Finance & Other Services, Government & Education; Graphic Arts; Industrial; Healthcare and Other. In Europe, customers are further grouped by class based on the country or region of the customer. The primary customer classes include the U.K./Ireland, France and the following European regions - Central, Nordic and Southern. These groupings or classes are used to understand the nature and extent of our exposure to credit risk arising from finance receivables.

We evaluate our customers based on the following credit quality indicators:

- **Investment grade:** This rating includes accounts with excellent to good business credit, asset quality and the capacity to meet financial obligations. These customers are less susceptible to adverse effects due to shifts in economic conditions or changes in circumstance. The rating generally equates to a Standard & Poors (S&P) rating of BBB- or better. Loss rates in this category are normally minimal at less than 1%.
- **Non-investment grade:** This rating includes accounts with average credit risk that are more susceptible to loss in the event of adverse business or economic conditions. This rating generally equates to a BB S&P rating. Although we experience higher loss rates associated with this customer class, we believe the risk is somewhat mitigated by the fact that our leases are fairly well dispersed across a large and diverse customer base. In addition, the higher loss rates are largely offset by the higher rates of return we obtain with such leases. Loss rates in this category are generally in the range of 2% to 4%.
- **Substandard:** This rating includes accounts that have marginal credit risk such that the customer's ability to make repayment is impaired or may likely become impaired. We use numerous strategies to mitigate risk including higher rates of interest, prepayments, personal guarantees, etc. Accounts in this category include customers who were downgraded during the term of the lease from investment and non-investment grade evaluation when the lease was originated. Accordingly there is a distinct possibility for a loss of principal and interest or customer default. The loss rates in this category are around 10%.

Credit quality indicators are updated at least annually, and the credit quality of any given customer can change during the life of the portfolio. Details about our finance receivables portfolio based on industry and credit quality indicators are as follows:

|                            | December 31, 2013 |                      |               |                           | December 31, 2012 |                      |               |                           |
|----------------------------|-------------------|----------------------|---------------|---------------------------|-------------------|----------------------|---------------|---------------------------|
|                            | Investment Grade  | Non-investment Grade | Sub-standard  | Total Finance Receivables | Investment Grade  | Non-investment Grade | Sub-standard  | Total Finance Receivables |
| Finance and other services | \$ 189            | \$ 102               | \$ 34         | \$ 325                    | \$ 252            | \$ 147               | \$ 59         | \$ 458                    |
| Government and education   | 656               | 12                   | 3             | 671                       | 750               | 15                   | 4             | 769                       |
| Graphic arts               | 142               | 59                   | 108           | 309                       | 92                | 90                   | 137           | 319                       |
| Industrial                 | 92                | 28                   | 15            | 135                       | 115               | 31                   | 17            | 163                       |
| Healthcare                 | 74                | 25                   | 16            | 115                       | 109               | 37                   | 14            | 160                       |
| Other                      | 55                | 27                   | 29            | 111                       | 70                | 39                   | 34            | 143                       |
| <b>Total United States</b> | <b>1,208</b>      | <b>253</b>           | <b>205</b>    | <b>1,666</b>              | <b>1,388</b>      | <b>359</b>           | <b>265</b>    | <b>2,012</b>              |
| Finance and other services | 57                | 32                   | 19            | 108                       | 151               | 116                  | 40            | 307                       |
| Government and education   | 96                | 9                    | 1             | 106                       | 117               | 10                   | 2             | 129                       |
| Graphic arts               | 34                | 28                   | 23            | 85                        | 37                | 34                   | 30            | 101                       |
| Industrial                 | 34                | 22                   | 23            | 79                        | 66                | 40                   | 29            | 135                       |
| Other                      | 29                | 9                    | 5             | 43                        | 75                | 43                   | 11            | 129                       |
| <b>Total Canada</b>        | <b>250</b>        | <b>100</b>           | <b>71</b>     | <b>421</b>                | <b>446</b>        | <b>243</b>           | <b>112</b>    | <b>801</b>                |
| France                     | 282               | 314                  | 122           | 718                       | 274               | 294                  | 134           | 702                       |
| U.K./Ireland               | 199               | 171                  | 42            | 412                       | 215               | 155                  | 50            | 420                       |
| Central <sup>(1)</sup>     | 287               | 394                  | 43            | 724                       | 315               | 445                  | 56            | 816                       |
| Southern <sup>(2)</sup>    | 102               | 187                  | 58            | 347                       | 139               | 230                  | 73            | 442                       |
| Nordic <sup>(3)</sup>      | 46                | 42                   | 3             | 91                        | 49                | 36                   | 9             | 94                        |
| <b>Total Europe</b>        | <b>916</b>        | <b>1,108</b>         | <b>268</b>    | <b>2,292</b>              | <b>992</b>        | <b>1,160</b>         | <b>322</b>    | <b>2,474</b>              |
| <b>Other</b>               | <b>226</b>        | <b>69</b>            | <b>9</b>      | <b>304</b>                | <b>148</b>        | <b>39</b>            | <b>7</b>      | <b>194</b>                |
| <b>Total</b>               | <b>\$ 2,600</b>   | <b>\$ 1,530</b>      | <b>\$ 553</b> | <b>\$ 4,683</b>           | <b>\$ 2,974</b>   | <b>\$ 1,801</b>      | <b>\$ 706</b> | <b>\$ 5,481</b>           |

(1) Switzerland, Germany, Austria, Belgium and Holland.

(2) Italy, Greece, Spain and Portugal.

(3) Sweden, Norway, Denmark and Finland.



The aging of our receivables portfolio is based upon the number of days an invoice is past due. Receivables that are more than 90 days past due are considered delinquent. Receivable losses are charged against the allowance when management believes the uncollectibility of the receivable is confirmed and is generally based on individual credit evaluations, results of collection efforts and specific circumstances of the customer. Subsequent recoveries, if any, are credited to the allowance.

We generally continue to maintain equipment on lease and provide services to customers that have invoices for finance receivables that are 90 days or more past due and, as a result of the bundled nature of billings, we also continue to accrue interest on those receivables. However, interest revenue for such billings is only recognized if collectability is deemed reasonably assured. The aging of our billed finance receivables is as follows:

| December 31, 2013          |              |                     |                   |               |                 |                           |                       |
|----------------------------|--------------|---------------------|-------------------|---------------|-----------------|---------------------------|-----------------------|
|                            | Current      | 31-90 Days Past Due | >90 Days Past Due | Total Billed  | Unbilled        | Total Finance Receivables | >90 Days and Accruing |
| Finance and other services | \$ 7         | \$ 2                | \$ 1              | \$ 10         | \$ 315          | \$ 325                    | \$ 12                 |
| Government and education   | 17           | 4                   | 3                 | 24            | 647             | 671                       | 34                    |
| Graphic arts               | 12           | 1                   | —                 | 13            | 296             | 309                       | 5                     |
| Industrial                 | 3            | 1                   | 1                 | 5             | 130             | 135                       | 6                     |
| Healthcare                 | 3            | 1                   | —                 | 4             | 111             | 115                       | 5                     |
| Other                      | 3            | 1                   | —                 | 4             | 107             | 111                       | 3                     |
| <b>Total United States</b> | <b>45</b>    | <b>10</b>           | <b>5</b>          | <b>60</b>     | <b>1,606</b>    | <b>1,666</b>              | <b>65</b>             |
| <b>Canada</b>              | <b>4</b>     | <b>3</b>            | <b>3</b>          | <b>10</b>     | <b>411</b>      | <b>421</b>                | <b>19</b>             |
| France                     | —            | —                   | —                 | —             | 718             | 718                       | 40                    |
| U.K./Ireland               | 1            | 1                   | —                 | 2             | 410             | 412                       | 2                     |
| Central <sup>(1)</sup>     | 3            | 2                   | 3                 | 8             | 716             | 724                       | 23                    |
| Southern <sup>(2)</sup>    | 21           | 5                   | 7                 | 33            | 314             | 347                       | 45                    |
| Nordic <sup>(3)</sup>      | 2            | —                   | —                 | 2             | 89              | 91                        | —                     |
| <b>Total Europe</b>        | <b>27</b>    | <b>8</b>            | <b>10</b>         | <b>45</b>     | <b>2,247</b>    | <b>2,292</b>              | <b>110</b>            |
| <b>Other</b>               | <b>8</b>     | <b>1</b>            | <b>—</b>          | <b>9</b>      | <b>295</b>      | <b>304</b>                | <b>—</b>              |
| <b>Total</b>               | <b>\$ 84</b> | <b>\$ 22</b>        | <b>\$ 18</b>      | <b>\$ 124</b> | <b>\$ 4,559</b> | <b>\$ 4,683</b>           | <b>\$ 194</b>         |

| December 31, 2012          |              |                     |                   |               |                 |                           |                       |
|----------------------------|--------------|---------------------|-------------------|---------------|-----------------|---------------------------|-----------------------|
|                            | Current      | 31-90 Days Past Due | >90 Days Past Due | Total Billed  | Unbilled        | Total Finance Receivables | >90 Days and Accruing |
| Finance and other services | \$ 12        | \$ 3                | \$ 2              | \$ 17         | \$ 441          | \$ 458                    | \$ 18                 |
| Government and education   | 21           | 5                   | 3                 | 29            | 740             | 769                       | 42                    |
| Graphic arts               | 16           | 1                   | 1                 | 18            | 301             | 319                       | 12                    |
| Industrial                 | 5            | 2                   | 1                 | 8             | 155             | 163                       | 6                     |
| Healthcare                 | 6            | 2                   | 1                 | 9             | 151             | 160                       | 9                     |
| Other                      | 5            | 1                   | 1                 | 7             | 136             | 143                       | 6                     |
| <b>Total United States</b> | <b>65</b>    | <b>14</b>           | <b>9</b>          | <b>88</b>     | <b>1,924</b>    | <b>2,012</b>              | <b>93</b>             |
| <b>Canada</b>              | <b>2</b>     | <b>3</b>            | <b>2</b>          | <b>7</b>      | <b>794</b>      | <b>801</b>                | <b>30</b>             |
| France                     | —            | 5                   | 1                 | 6             | 696             | 702                       | 22                    |
| U.K./Ireland               | 2            | —                   | 2                 | 4             | 416             | 420                       | 2                     |
| Central <sup>(1)</sup>     | 3            | 2                   | 4                 | 9             | 807             | 816                       | 30                    |
| Southern <sup>(2)</sup>    | 20           | 8                   | 14                | 42            | 400             | 442                       | 72                    |
| Nordic <sup>(3)</sup>      | 1            | —                   | —                 | 1             | 93              | 94                        | —                     |
| <b>Total Europe</b>        | <b>26</b>    | <b>15</b>           | <b>21</b>         | <b>62</b>     | <b>2,412</b>    | <b>2,474</b>              | <b>126</b>            |
| <b>Other</b>               | <b>2</b>     | <b>1</b>            | <b>—</b>          | <b>3</b>      | <b>191</b>      | <b>194</b>                | <b>—</b>              |
| <b>Total</b>               | <b>\$ 95</b> | <b>\$ 33</b>        | <b>\$ 32</b>      | <b>\$ 160</b> | <b>\$ 5,321</b> | <b>\$ 5,481</b>           | <b>\$ 249</b>         |

(1) Switzerland, Germany, Austria, Belgium and Holland.

(2) Italy, Greece, Spain and Portugal.

(3) Sweden, Norway, Denmark and Finland.

## Note 6 – Inventories and Equipment on Operating Leases, Net

The following is a summary of Inventories by major category:

|                          | December 31,  |                 |
|--------------------------|---------------|-----------------|
|                          | 2013          | 2012            |
| Finished goods           | \$ 837        | \$ 844          |
| Work-in-process          | 60            | 61              |
| Raw materials            | 101           | 106             |
| <b>Total Inventories</b> | <b>\$ 998</b> | <b>\$ 1,011</b> |

The transfer of equipment from our inventories to equipment subject to an operating lease is presented in our Consolidated Statements of Cash Flows in the operating activities section. Equipment on operating leases and similar arrangements consists of our equipment rented to customers and depreciated to estimated salvage value at the end of the lease term.

Equipment on operating leases and the related accumulated depreciation were as follows:

|   | December 31,  |               |
|---|---------------|---------------|
|   | 2013          | 2012          |
| Equipment on operating leases             | \$ 1,575      | \$ 1,533      |
| Accumulated depreciation                  | (1,016)       | (998)         |
| <b>Equipment on Operating Leases, Net</b> | <b>\$ 559</b> | <b>\$ 535</b> |

Depreciable lives generally vary from three to four years consistent with our planned and historical usage of the equipment subject to operating leases. Our equipment operating lease terms vary, generally from one to three years. Scheduled minimum future rental revenues on operating leases with original terms of one year or longer are:

|    | 2014 | 2015   | 2016   | 2017  | 2018  | Thereafter |
|----|------|--------|--------|-------|-------|------------|
| \$ | 331  | \$ 275 | \$ 181 | \$ 95 | \$ 41 | \$ 14      |

Total contingent rentals on operating leases, consisting principally of usage charges in excess of minimum contracted amounts, for the years ended December 31, 2013, 2012 and 2011 amounted to \$151, \$158 and \$154, respectively.

## Note 7 - Land, Buildings, Equipment and Software, Net

Land, buildings and equipment, net were as follows:

|   | Estimated Useful Lives (Years) | December 31,    |                 |
|---|--------------------------------|-----------------|-----------------|
|   |                                | 2013            | 2012            |
| Land                                      |                                | \$ 50           | \$ 61           |
| Buildings and building equipment          | 25 to 50                       | 1,086           | 1,135           |
| Leasehold improvements                    | Varies                         | 483             | 506             |
| Plant machinery                           | 5 to 12                        | 1,493           | 1,571           |
| Office furniture and equipment            | 3 to 15                        | 1,826           | 1,681           |
| Other                                     | 4 to 20                        | 83              | 83              |
| Construction in progress                  |                                | 66              | 74              |
| Subtotal                                  |                                | 5,087           | 5,111           |
| Accumulated depreciation                  |                                | (3,621)         | (3,555)         |
| <b>Land, Buildings and Equipment, Net</b> |                                | <b>\$ 1,466</b> | <b>\$ 1,556</b> |

Depreciation expense and operating lease rent expense were as follows:

|   | Year Ended December 31, |        |        |
|---|-------------------------|--------|--------|
|   | 2013                    | 2012   | 2011   |
| Depreciation expense                        | \$ 431                  | \$ 452 | \$ 405 |
| Operating lease rent expense <sup>(1)</sup> | 754                     | 646    | 681    |

(1) We lease certain land, buildings and equipment, substantially all of which are accounted for as operating leases. Capital leased assets were approximately \$150 and \$80 at December 31, 2013 and 2012, respectively.

Future minimum operating lease commitments that have initial or remaining non-cancelable lease terms in excess of one year at December 31, 2013 were as follows:

| 2014   | 2015   | 2016   | 2017   | 2018  | Thereafter |
|--------|--------|--------|--------|-------|------------|
| \$ 579 | \$ 467 | \$ 304 | \$ 122 | \$ 72 | \$ 92      |

## Internal Use and Product Software

|                                | Year Ended December 31, |              |        |
|--------------------------------|-------------------------|--------------|--------|
|                                | 2013                    | 2012         | 2011   |
| <b>Additions to:</b>           |                         |              |        |
| Internal use software          | \$ 81                   | \$ 125       | \$ 163 |
| Product software               | 37                      | 107          | 108    |
|                                |                         |              |        |
|                                |                         | December 31, |        |
|                                |                         | 2013         | 2012   |
| <b>Capitalized costs, net:</b> |                         |              |        |
| Internal use software          |                         | \$ 506       | \$ 577 |
| Product software               |                         | 343          | 344    |

Useful lives of our internal use and product software generally vary from three to ten years.

Included within product software at December 31, 2013 is approximately \$250 of capitalized costs associated with significant software systems developed for use in certain of our government services businesses. We regularly review these software systems for impairment. Our impairment review for 2013 and 2012 indicated that the costs will be recoverable from estimated future operating profits; however, those future operating profits are heavily dependent on our ability to successfully obtain future contracts.

## Note 8 – Investment in Affiliates, at Equity

Investments in corporate joint ventures and other companies in which we generally have a 20% to 50% ownership interest were as follows:

|   | December 31,    |                 |
|---|-----------------|-----------------|
|   | 2013            | 2012            |
| Fuji Xerox                                  | \$ 1,224        | \$ 1,317        |
| All other equity investments                | 61              | 64              |
| <b>Investments in Affiliates, at Equity</b> | <b>\$ 1,285</b> | <b>\$ 1,381</b> |

Our equity in net income of our unconsolidated affiliates was as follows:

|  | Year Ended December 31, |               |               |
|--|-------------------------|---------------|---------------|
|  | 2013                    | 2012          | 2011          |
| Fuji Xerox   | \$ 156                  | \$ 139        | \$ 137        |
| Other investments  | 13                      | 13            | 12            |
| <b>Total Equity in Net Income of Unconsolidated Affiliates</b> | <b>\$ 169</b>           | <b>\$ 152</b> | <b>\$ 149</b> |

## Fuji Xerox

Fuji Xerox is headquartered in Tokyo and operates in Japan, China, Australia, New Zealand and other areas of the Pacific Rim. Our investment in Fuji Xerox of \$1,224 at December 31, 2013, differs from our implied 25% interest in the underlying net assets, or \$1,329, due primarily to our deferral of gains resulting from sales of assets by us to Fuji Xerox.

Equity in net income of Fuji Xerox is affected by certain adjustments to reflect the deferral of profit associated with intercompany sales. These adjustments may result in recorded equity income that is different from that implied by our 25% ownership interest.

Summarized financial information for Fuji Xerox is as follows:

|   | Year Ended December 31, |                  |                  |
|---|-------------------------|------------------|------------------|
|   | 2013                    | 2012             | 2011             |
| <b>Summary of Operations</b>                |                         |                  |                  |
| Revenues                                    | \$ 11,415               | \$ 12,633        | \$ 12,367        |
| Costs and expenses                          | 10,479                  | 11,783           | 11,464           |
| Income before income taxes                  | 936                     | 850              | 903              |
| Income tax expense                          | 276                     | 279              | 312              |
| <b>Net Income</b>                           | <b>660</b>              | <b>571</b>       | <b>591</b>       |
| Less: Net income - noncontrolling interests | 5                       | 6                | 5                |
| <b>Net Income - Fuji Xerox</b>              | <b>\$ 655</b>           | <b>\$ 565</b>    | <b>\$ 586</b>    |
| <b>Balance Sheet</b>                        |                         |                  |                  |
| Assets:                                     |                         |                  |                  |
| Current assets                              | \$ 4,955                | \$ 5,154         | \$ 5,056         |
| Long-term assets                            | 5,160                   | 6,158            | 6,064            |
| <b>Total Assets</b>                         | <b>\$ 10,115</b>        | <b>\$ 11,312</b> | <b>\$ 11,120</b> |
| Liabilities and Equity:                     |                         |                  |                  |
| Current liabilities                         | \$ 3,114                | \$ 3,465         | \$ 3,772         |
| Long-term debt                              | 978                     | 1,185            | 817              |
| Other long-term liabilities                 | 680                     | 917              | 700              |
| Noncontrolling interests                    | 28                      | 27               | 25               |
| Fuji Xerox shareholders' equity             | 5,315                   | 5,718            | 5,806            |
| <b>Total Liabilities and Equity</b>         | <b>\$ 10,115</b>        | <b>\$ 11,312</b> | <b>\$ 11,120</b> |

Yen/U.S. Dollar exchange rates used to translate are as follows:

| Financial Statement   | Exchange Basis        | 2013   | 2012  | 2011  |
|-----------------------|-----------------------|--------|-------|-------|
| Summary of Operations | Weighted average rate | 97.52  | 79.89 | 79.61 |
| Balance Sheet         | Year-end rate         | 105.15 | 86.01 | 77.62 |

## Transactions with Fuji Xerox

We receive dividends from Fuji Xerox, which are reflected as a reduction in our investment. Additionally, we have a Technology Agreement with Fuji Xerox whereby we receive royalty payments for their use of our Xerox brand trademark, as well as rights to access our patent portfolio in exchange for access to their patent portfolio. These payments are included in Outsourcing, maintenance and rental revenues in the Consolidated Statements of Income. We also have arrangements with Fuji Xerox whereby we purchase inventory from and sell inventory to Fuji Xerox. Pricing of the transactions under these arrangements is based upon terms the Company believes to be negotiated at arm's length. Our purchase commitments with Fuji Xerox are in the normal course of business and typically have a lead time of three months. In addition, we pay Fuji Xerox and they pay us for unique research and development costs.

Transactions with Fuji Xerox were as follows:

|                                       | Year Ended December 31, |       |       |
|---------------------------------------|-------------------------|-------|-------|
|                                       | 2013                    | 2012  | 2011  |
| Dividends received from Fuji Xerox    | \$ 60                   | \$ 52 | \$ 58 |
| Royalty revenue earned                | 118                     | 132   | 128   |
| Inventory purchases from Fuji Xerox   | 1,903                   | 2,069 | 2,180 |
| Inventory sales to Fuji Xerox         | 145                     | 147   | 151   |
| R&D payments received from Fuji Xerox | 2                       | 2     | 2     |
| R&D payments paid to Fuji Xerox       | 21                      | 15    | 21    |

As of December 31, 2013 and 2012, net amounts due to Fuji Xerox were \$85 and \$110, respectively.

## Note 9 - Goodwill and Intangible Assets, Net

### Goodwill

The following table presents the changes in the carrying amount of goodwill, by reportable segment:

|                                     | Services | Document Technology | Total    |
|-------------------------------------|----------|---------------------|----------|
| <b>Balance at December 31, 2010</b> | \$ 6,522 | \$ 2,127            | \$ 8,649 |
| Foreign currency translation        | (28)     | (6)                 | (34)     |
| Acquisitions:                       |          |                     |          |
| Unamic/HCN                          | 43       | —                   | 43       |
| Breakaway                           | 33       | —                   | 33       |
| ESM                                 | 28       | —                   | 28       |
| Concept Group                       | —        | 26                  | 26       |
| MBM                                 | —        | 20                  | 20       |
| Other                               | 21       | 17                  | 38       |
| <b>Balance at December 31, 2011</b> | \$ 6,619 | \$ 2,184            | \$ 8,803 |
| Foreign currency translation        | 41       | 34                  | 75       |
| Acquisitions:                       |          |                     |          |
| WDS                                 | 69       | —                   | 69       |
| R.K. Dixon                          | —        | 30                  | 30       |
| Other                               | 51       | 34                  | 85       |
| <b>Balance at December 31, 2012</b> | \$ 6,780 | \$ 2,282            | \$ 9,062 |
| Foreign currency translation        | 6        | 16                  | 22       |
| Acquisitions:                       |          |                     |          |
| Zeno                                | —        | 44                  | 44       |
| Impika                              | —        | 43                  | 43       |
| Other                               | 29       | 5                   | 34       |
| <b>Balance at December 31, 2013</b> | \$ 6,815 | \$ 2,390            | \$ 9,205 |

## Intangible Assets, Net

Net intangible assets were \$2.5 billion at December 31, 2013 and approximately \$2.1 billion relate to our Services segment and \$0.4 billion relate to our Document Technology segment. Intangible assets were comprised of the following:

|  | Weighted Average Amortization | December 31, 2013     |                          |                 | December 31, 2012     |                          |                 |
|--|-------------------------------|-----------------------|--------------------------|-----------------|-----------------------|--------------------------|-----------------|
|  |                               | Gross Carrying Amount | Accumulated Amortization | Net Amount      | Gross Carrying Amount | Accumulated Amortization | Net Amount      |
| Customer relationships                             | 12 years                      | \$ 3,580              | \$ 1,359                 | \$ 2,221        | \$ 3,562              | \$ 1,052                 | \$ 2,510        |
| Distribution network                               | 25 years                      | 123                   | 69                       | 54              | 123                   | 64                       | 59              |
| Trademarks <sup>(1)</sup>                          | 20 years                      | 269                   | 72                       | 197             | 257                   | 59                       | 198             |
| Technology, patents and non-compete <sup>(1)</sup> | 9 years                       | 41                    | 10                       | 31              | 23                    | 7                        | 16              |
| <b>Total Intangible Assets</b>                     |                               | <b>\$ 4,013</b>       | <b>\$ 1,510</b>          | <b>\$ 2,503</b> | <b>\$ 3,965</b>       | <b>\$ 1,182</b>          | <b>\$ 2,783</b> |

(1) Includes \$10 and \$5 of indefinite-lived assets within trademarks and technology, respectively, related to the 2010 acquisition of ACS.

Amortization expense related to intangible assets was \$332, \$328, and \$401 for the years ended December 31, 2013, 2012 and 2011, respectively.

Excluding the impact of additional acquisitions, amortization expense is expected to approximate \$327 in 2014 and 2015, and \$323 in years 2016 through 2018.

### Note 10 – Restructuring and Asset Impairment Charges

Over the past several years, we have engaged in a series of restructuring programs related to downsizing our employee base, exiting certain activities, outsourcing certain internal functions and engaging in other actions designed to reduce our cost structure and improve productivity. These initiatives primarily consist of severance actions and impact all major geographies and segments. Management continues to evaluate our business, therefore, in future years, there may be additional provisions for new plan initiatives as well as changes in previously recorded estimates, as payments are made or actions are completed. Asset impairment charges were also incurred in connection with these restructuring actions for those assets sold, abandoned or made obsolete as a result of these programs.

Costs associated with restructuring, including employee severance and lease termination costs are generally recognized when it has been determined that a liability has been incurred, which is generally upon communication to the affected employees or exit from the leased facility, respectively. In those geographies where we have either a formal severance plan or a history of consistently providing severance benefits representing a substantive plan, we recognize employee severance costs when they are both probable and reasonably estimable.

A summary of our restructuring program activity during the three years ended December 31, 2013 is as follows:

|   | Severance and<br>Related Costs | Lease Cancellation<br>and Other Costs | Asset Impairments <sup>(1)</sup> | Total  |
|---|--------------------------------|---------------------------------------|----------------------------------|--------|
| <b>Balance at December 31, 2010</b>                                     | \$ 298                         | \$ 25                                 | \$ —                             | \$ 323 |
| Restructuring provision   | 97                             | 1                                     | 5                                | 103    |
| Reversals of prior accruals   | (65)                           | (6)                                   | —                                | (71)   |
| <b>Net current period charges - continuing operations<sup>(2)</sup></b> | 32                             | (5)                                   | 5                                | 32     |
| Discontinued operations <sup>(3)</sup>                                  | 1                              | —                                     | —                                | 1      |
| <b>Total Net Current Period Charges</b>                                 | 33                             | (5)                                   | 5                                | 33     |
| Charges against reserve and currency                                    | (215)                          | (13)                                  | (5)                              | (233)  |
| <b>Balance at December 31, 2011</b>                                     | 116                            | 7                                     | —                                | 123    |
| Restructuring provision   | 161                            | 5                                     | 2                                | 168    |
| Reversals of prior accruals   | (13)                           | —                                     | (1)                              | (14)   |
| <b>Net current period charges - continuing operations<sup>(2)</sup></b> | 148                            | 5                                     | 1                                | 154    |
| Discontinued operations <sup>(3)</sup>                                  | (1)                            | —                                     | —                                | (1)    |
| <b>Total Net Current Period Charges</b>                                 | 147                            | 5                                     | 1                                | 153    |
| Charges against reserve and currency                                    | (140)                          | (5)                                   | (1)                              | (146)  |
| <b>Balance at December 31, 2012</b>                                     | 123                            | 7                                     | —                                | 130    |
| Restructuring provision   | 142                            | 2                                     | 1                                | 145    |
| Reversals of prior accruals   | (29)                           | —                                     | —                                | (29)   |
| <b>Net current period charges - continuing operations<sup>(2)</sup></b> | 113                            | 2                                     | 1                                | 116    |
| Discontinued operations <sup>(3)</sup>                                  | 6                              | —                                     | —                                | 6      |
| <b>Total Net Current Period Charges</b>                                 | 119                            | 2                                     | 1                                | 122    |
| Charges against reserve and currency                                    | (133)                          | (2)                                   | (1)                              | (136)  |
| <b>Balance at December 31, 2013</b>                                     | \$ 109                         | \$ 7                                  | \$ —                             | \$ 116 |

(1) Charges associated with asset impairments represent the write-down of the related assets to their new cost basis and are recorded concurrently with the recognition of the provision.

(2) Represents amount recognized within the Consolidated Statements of Income for the years shown.

(3) Refer to Note 3 - Acquisitions and Divestitures for additional information regarding discontinued operations.

The following table summarizes the reconciliation to the Consolidated Statements of Cash Flows:

|  | Year Ended December 31, |                 |                 |
|--|-------------------------|-----------------|-----------------|
|  | 2013                    | 2012            | 2011            |
| Charges against reserve                              | \$ (136)                | \$ (146)        | \$ (233)        |
| Asset impairment                                     | 1                       | 1               | 5               |
| Effects of foreign currency and other non-cash items | (1)                     | 1               | 10              |
| <b>Restructuring Cash Payments</b>                   | <b>\$ (136)</b>         | <b>\$ (144)</b> | <b>\$ (218)</b> |

The following table summarizes the total amount of costs incurred in connection with these restructuring programs by segment:

|  | Year Ended December 31, |               |              |
|--|-------------------------|---------------|--------------|
|  | 2013                    | 2012          | 2011         |
| Services                               | \$ 39                   | \$ 71         | \$ 12        |
| Document Technology                    | 77                      | 83            | 23           |
| Other                                  | —                       | —             | (3)          |
| <b>Total Net Restructuring Charges</b> | <b>\$ 116</b>           | <b>\$ 154</b> | <b>\$ 32</b> |

## Note 11 - Supplementary Financial Information

The components of other current and long-term assets and liabilities were as follows:

|  | December 31,    |                 |
|--|-----------------|-----------------|
|  | 2013            | 2012            |
| <b>Other Current Assets</b>                                |                 |                 |
| Deferred taxes and income taxes receivable                 | \$ 253          | \$ 296          |
| Royalties, license fees and software maintenance           | 185             | 165             |
| Restricted cash  | 147             | 151             |
| Prepaid expenses   | 143             | 143             |
| Derivative instruments                                     | 6               | 11              |
| Deferred purchase price from sales of accounts receivables | 121             | 116             |
| Beneficial interests - sales of finance receivables        | 64              | 35              |
| Advances and deposits                                      | 32              | 29              |
| Other  | 256             | 216             |
| <b>Total Other Current Assets</b>                          | <b>\$ 1,207</b> | <b>\$ 1,162</b> |
| <b>Other Current Liabilities</b>                           |                 |                 |
| Deferred taxes and income taxes payable                    | \$ 87           | \$ 105          |
| Other taxes payable  | 180             | 170             |
| Interest payable   | 80              | 83              |
| Restructuring reserves                                     | 108             | 122             |
| Derivative instruments                                     | 70              | 82              |
| Product warranties   | 13              | 13              |
| Dividends payable  | 84              | 69              |
| Distributor and reseller rebates/commissions               | 125             | 117             |
| Servicer liabilities                                       | 140             | 146             |
| Other  | 826             | 869             |
| <b>Total Other Current Liabilities</b>                     | <b>\$ 1,713</b> | <b>\$ 1,776</b> |
| <b>Other Long-term Assets</b>                              |                 |                 |
| Prepaid pension costs                                      | \$ 55           | \$ 35           |
| Net investment in discontinued operations                  | 173             | 190             |
| Internal use software, net                                 | 506             | 577             |
| Product software, net                                      | 343             | 344             |
| Restricted cash  | 170             | 214             |
| Debt issuance costs, net                                   | 31              | 37              |
| Customer contract costs, net                               | 399             | 356             |
| Beneficial interests - sales of finance receivables        | 86              | 68              |
| Deferred compensation plan investments                     | 116             | 100             |
| Other  | 343             | 416             |
| <b>Total Other Long-term Assets</b>                        | <b>\$ 2,222</b> | <b>\$ 2,337</b> |
| <b>Other Long-term Liabilities</b>                         |                 |                 |
| Deferred and other tax liabilities                         | \$ 286          | \$ 262          |
| Environmental reserves                                     | 12              | 14              |
| Unearned income  | 168             | 134             |
| Restructuring reserves                                     | 8               | 8               |
| Other  | 283             | 360             |
| <b>Total Other Long-term Liabilities</b>                   | <b>\$ 757</b>   | <b>\$ 778</b>   |



## Restricted Cash and Investments

As more fully discussed in Note 17 - Contingencies and Litigation, various litigation matters in Brazil require us to make cash deposits to escrow as a condition of continuing the litigation. In addition, as more fully discussed in Note 4 - Accounts Receivable, Net and Note 5 - Finance Receivables, Net, we continue to service the receivables sold under most of our receivable sale agreements. As servicer, we may collect cash related to sold receivables prior to year-end that will be remitted to the purchaser the following year. Since we are acting on behalf of the purchaser in our capacity as servicer, such cash collected is reported as restricted cash. Restricted cash amounts are classified in our Consolidated Balance Sheets based on when the cash will be contractually or judicially released.

Restricted cash amounts were as follows:

|   | December 31,  |               |
|---|---------------|---------------|
|   | 2013          | 2012          |
| Tax and labor litigation deposits in Brazil             | \$ 167        | \$ 211        |
| Escrow and cash collections related to receivable sales | 140           | 146           |
| Other restricted cash                                   | 10            | 8             |
| <b>Total Restricted Cash and Investments</b>            | <b>\$ 317</b> | <b>\$ 365</b> |

## Net Investment in Discontinued Operations

At December 31, 2013, our net investment in discontinued operations primarily consisted of a \$191 performance-based instrument relating to the 1997 sale of The Resolution Group (TRG) net of remaining net liabilities associated with our discontinued operations of \$18. The recovery of the performance-based instrument is dependent on the sufficiency of TRG's available cash flows, as guaranteed by TRG's ultimate parent, which are expected to be recovered in annual cash distributions through 2017. The performance-based instrument is pledged as security for our future funding obligations to our U.K. Pension Plan for salaried employees.

## Note 12 – Debt

Short-term borrowings were as follows:

|                                      | December 31,    |                 |
|--------------------------------------|-----------------|-----------------|
|                                      | 2013            | 2012            |
| Commercial paper                     | \$ —            | \$ —            |
| Notes Payable                        | 5               | —               |
| Current maturities of long-term debt | 1,112           | 1,042           |
| <b>Total Short-term Debt</b>         | <b>\$ 1,117</b> | <b>\$ 1,042</b> |

We classify our debt based on the contractual maturity dates of the underlying debt instruments or as of the earliest put date available to the debt holders. We defer costs associated with debt issuance over the applicable term, or to the first put date in the case of convertible debt or debt with a put feature. These costs are amortized as interest expense in our Consolidated Statements of Income.

Long-term debt was as follows:

|                                       | December 31,  |                 |                 |
|---------------------------------------|---|-----------------|-----------------|
|                                       | Weighted Average Interest Rates at December 31, 2013 <sup>(2)</sup> | 2013            | 2012            |
| <b>Xerox Corporation</b>              |   |                 |                 |
| Senior Notes due 2013                 | —%  | \$ —            | \$ 400          |
| Floating Rate Notes due 2013          | —%  | —               | 600             |
| Convertible Notes due 2014            | 9.00%   | 9               | 19              |
| Senior Notes due 2014                 | 8.25%   | 750             | 750             |
| Floating Rate Notes due 2014          | 1.06%   | 300             | 300             |
| Senior Notes due 2015                 | 4.29%   | 1,000           | 1,000           |
| Notes due 2016                        | 7.20%   | 250             | 250             |
| Senior Notes due 2016                 | 6.48%   | 700             | 700             |
| Senior Notes due 2017                 | 6.83%   | 500             | 500             |
| Senior Notes due 2017                 | 2.98%   | 500             | 500             |
| Notes due 2018                        | 0.57%   | 1               | 1               |
| Senior Notes due 2018                 | 6.37%   | 1,000           | 1,000           |
| Senior Notes due 2019                 | 2.77%   | 500             | —               |
| Senior Notes due 2019                 | 5.66%   | 650             | 650             |
| Senior Notes due 2021                 | 5.39%   | 1,062           | 1,062           |
| Senior Notes due 2039                 | 6.78%   | 350             | 350             |
| Subtotal - Xerox Corporation          |   | \$ 7,572        | \$ 8,082        |
| <b>Subsidiary Companies</b>           |   |                 |                 |
| Senior Notes due 2015                 | 4.25%   | 250             | 250             |
| Borrowings secured by other assets    | 3.47%   | 146             | 77              |
| Other                                 | 0.35%   | 6               | 1               |
| Subtotal-Subsidiary Companies         |   | \$ 402          | \$ 328          |
| Principal Debt Balance                |   | 7,974           | 8,410           |
| Unamortized discount                  |   | (58)            | (63)            |
| Fair value adjustments <sup>(1)</sup> |   | 100             | 142             |
| Less: current maturities              |   | (1,112)         | (1,042)         |
| <b>Total Long-term Debt</b>           |   | <b>\$ 6,904</b> | <b>\$ 7,447</b> |

(1) Fair value adjustments - during the period from 2004 to 2011, we early terminated several interest rate swaps that were designated as fair value hedges of certain debt instruments. The associated net fair value adjustments to debt are being amortized to interest expense over the remaining term of the related notes.

(2) Represents weighted average effective interest rate which includes the effect of discounts and premiums on issued debt.

Scheduled principal payments due on our long-term debt for the next five years and thereafter are as follows:

| 2014 <sup>(1)(2)</sup> | 2015     | 2016   | 2017     | 2018     | Thereafter | Total    |
|------------------------|----------|--------|----------|----------|------------|----------|
| \$ 1,107               | \$ 1,283 | \$ 975 | \$ 1,018 | \$ 1,011 | \$ 2,580   | \$ 7,974 |

(1) Quarterly long-term debt maturities for 2014 are \$24, \$1,063, \$11 and \$9 for the first, second, third and fourth quarters, respectively.

(2) Excludes fair value adjustment of \$5.

### Commercial Paper

We have a private placement commercial paper (CP) program in the U.S. under which we may issue CP up to a maximum amount of \$2.0 billion outstanding at any time. Aggregate CP and Credit Facility borrowings may not exceed \$2.0 billion outstanding at any time. The maturities of the CP Notes will vary, but may not exceed 390 days from the date of issue. The CP Notes are sold at a discount from par or, alternatively, sold at par and bear interest at market rates. At December 31, 2013 and 2012, we did not have any CP Notes outstanding.

## Credit Facility

We have a \$2.0 billion unsecured revolving Credit Facility with a group of lenders that matures in 2016. The Credit Facility contains a \$300 letter of credit sub-facility, and also includes an accordion feature that would allow us to increase (from time to time, with willing lenders) the overall size of the facility up to an aggregate amount not to exceed \$2.75 billion.

The Credit Facility provides a backstop to our \$2.0 billion CP program. Proceeds from any borrowings under the Credit Facility can be used to provide working capital for the Company and its subsidiaries and for general corporate purposes.

At December 31, 2013 we had no outstanding borrowings or letters of credit under the Credit Facility.

The Credit Facility is available, without sublimit, to certain of our qualifying subsidiaries. Our obligations under the Credit Facility are unsecured and are not currently guaranteed by any of our subsidiaries. Any domestic subsidiary that guarantees more than \$100 of Xerox Corporation debt must also guaranty our obligations under the Credit Facility. In the event that any of our subsidiaries borrows under the Credit Facility, its borrowings thereunder would be guaranteed by us.

Borrowings under the Credit Facility bear interest at our choice, at either (a) a Base Rate as defined in our Credit Facility agreement, plus a spread that varies between 0.00% and 0.45% depending on our credit rating at the time of borrowing, or (b) LIBOR plus an all-in spread that varies between 0.90% and 1.45% depending on our credit rating at the time of borrowing. Based on our credit rating as of December 31, 2013, the applicable all-in spreads for the Base Rate and LIBOR borrowing were 0.175% and 1.175%, respectively.

An annual facility fee is payable to each lender in the Credit Facility at a rate that varies between 0.10% and 0.30% depending on our credit rating. Based on our credit rating as of December 31, 2013, the applicable rate is 0.20%.

The Credit Facility contains various conditions to borrowing and affirmative, negative and financial maintenance covenants. Certain of the more significant covenants are summarized below:

- (a) Maximum leverage ratio (a quarterly test that is calculated as principal debt divided by consolidated EBITDA, as defined) of 3.75x.
- (b) Minimum interest coverage ratio (a quarterly test that is calculated as consolidated EBITDA divided by consolidated interest expense) may not be less than 3.00x.
- (c) Limitations on (i) liens of Xerox and certain of our subsidiaries securing debt, (ii) certain fundamental changes to corporate structure, (iii) changes in nature of business and (iv) limitations on debt incurred by certain subsidiaries.

The Credit Facility also contains various events of default, the occurrence of which could result in termination of the lenders' commitments to lend and the acceleration of all our obligations under the Credit Facility. These events of default include, without limitation: (i) payment defaults, (ii) breaches of covenants under the Credit Facility (certain of which breaches do not have any grace period), (iii) cross-defaults and acceleration to certain of our other obligations and (iv) a change of control of Xerox.

## Interest

Interest paid on our short-term and long-term debt amounted to \$435, \$464 and \$538 for the years ended December 31, 2013, 2012 and 2011, respectively.

Interest expense and interest income was as follows:

|                                 | Year Ended December 31, |        |        |
|---------------------------------|-------------------------|--------|--------|
|                                 | 2013                    | 2012   | 2011   |
| Interest expense <sup>(1)</sup> | \$ 406                  | \$ 430 | \$ 478 |
| Interest income <sup>(2)</sup>  | 494                     | 610    | 653    |

(1) Includes Equipment financing interest expense, as well as non-financing interest expense included in Other expenses, net in the Consolidated Statements of Income.

(2) Includes Finance income, as well as other interest income that is included in Other expenses, net in the Consolidated Statements of Income.

Equipment financing interest is determined based on an estimated cost of funds, applied against the estimated level of debt required to support our net finance receivables. The estimated cost of funds is based on our overall corporate cost of borrowing adjusted to reflect a rate that would be paid by a typical BBB rated leasing company. The estimated level of debt is based on an assumed 7 to 1 leverage ratio of debt/equity as compared to our average finance receivable balance during the applicable period.

### Net (Payments) Proceeds on Debt

Net proceeds (payments) on debt as shown on the Consolidated Statements of Cash Flows was as follows:

|  | Year Ended December 31, |                 |              |
|--|-------------------------|-----------------|--------------|
|  | 2013                    | 2012            | 2011         |
| Net proceeds (payments) on short-term debt | \$ 5                    | \$ (108)        | \$ (200)     |
| Proceeds from issuance of long-term debt   | 617                     | 1,116           | 1,000        |
| Payments on long-term debt                 | (1,056)                 | (1,116)         | (751)        |
| <b>Net (Payments) Proceeds on Debt</b>     | <b>\$ (434)</b>         | <b>\$ (108)</b> | <b>\$ 49</b> |

## Note 13 – Financial Instruments

We are exposed to market risk from changes in foreign currency exchange rates and interest rates, which could affect operating results, financial position and cash flows. We manage our exposure to these market risks through our regular operating and financing activities and, when appropriate, through the use of derivative financial instruments. These derivative financial instruments are utilized to hedge economic exposures, as well as to reduce earnings and cash flow volatility resulting from shifts in market rates. We enter into limited types of derivative contracts, including interest rate swap agreements, foreign currency spot, forward and swap contracts and net purchased foreign currency options to manage interest rate and foreign currency exposures. Our primary foreign currency market exposures include the Japanese Yen, Euro and U.K. Pound Sterling. The fair market values of all our derivative contracts change with fluctuations in interest rates and/or currency exchange rates and are designed so that any changes in their values are offset by changes in the values of the underlying exposures. Derivative financial instruments are held solely as risk management tools and not for trading or speculative purposes. The related cash flow impacts of all of our derivative activities are reflected as cash flows from operating activities.

We do not believe there is significant risk of loss in the event of non-performance by the counterparties associated with our derivative instruments because these transactions are executed with a diversified group of major financial institutions. Further, our policy is to deal with counterparties having a minimum investment grade or better credit rating. Credit risk is managed through the continuous monitoring of exposures to such counterparties.

### Interest Rate Risk Management

We may use interest rate swap agreements to manage our interest rate exposure and to achieve a desired proportion of variable and fixed rate debt. These derivatives may be designated as **fair value hedges** or **cash flow hedges** depending on the nature of the risk being hedged. We did not have any interest rate swap agreements outstanding at December 31, 2013 or 2012.

**Terminated Swaps:** During the period from 2004 to 2011, we early terminated several interest rate swaps that were designated as fair value hedges of certain debt instruments. The associated net fair value adjustments to the debt instruments are being amortized to interest expense over the remaining term of the related notes. In 2013, 2012 and 2011, the amortization of these fair value adjustments reduced interest expense by \$42, \$49 and \$53, respectively, and we expect to record a net decrease in interest expense of \$100 in future years through 2018.

## Foreign Exchange Risk Management

As a global company, we are exposed to foreign currency exchange rate fluctuations in the normal course of our business. As a part of our foreign exchange risk management strategy, we use derivative instruments - primarily forward contracts and purchased option contracts - to hedge the following foreign currency exposures, thereby reducing volatility of earnings or protecting fair values of assets and liabilities:

- Foreign currency-denominated assets and liabilities
- Forecasted purchases and sales in foreign currency

**Summary of Foreign Exchange Hedging Positions:** At December 31, 2013, we had outstanding forward exchange and purchased option contracts with gross notional values of \$2,917, which is typical of the amounts that are normally outstanding at any point during the year. Approximately 78% of these contracts mature within three months, 8% in three to six months and 14% in six to twelve months.

The following is a summary of the primary hedging positions and corresponding fair values as of December 31, 2013:

| Currencies Hedged (Buy/Sell)          | Gross Notional Value | Fair Value Asset (Liability) <sup>(1)</sup> |
|---------------------------------------|----------------------|---|
| Euro/U.K. Pound Sterling              | \$ 639               | \$ 1  |
| Japanese Yen/U.S. Dollar              | 588                  | (27)  |
| U.S. Dollar/Euro                      | 495                  | (8)   |
| Japanese Yen/Euro                     | 416                  | (32)  |
| U.K. Pound Sterling/Euro              | 190                  | 2   |
| Canadian Dollar/Euro                  | 94                   | (1)   |
| Euro/U.S. Dollar                      | 60                   | 1   |
| Mexican Peso/U.S. Dollar              | 57                   | —   |
| U.S. Dollar/Japanese Yen              | 45                   | —   |
| Indian Rupee/U.S. Dollar              | 42                   | 1   |
| Philippine Peso/U.S. Dollar           | 41                   | (1)   |
| Swiss Franc/Euro                      | 38                   | —   |
| Euro/Danish Krone                     | 31                   | —   |
| U.S. Dollar/Canadian Dollar           | 21                   | —   |
| All Other                             | 160                  | —   |
| <b>Total Foreign Exchange Hedging</b> | <b>\$ 2,917</b>      | <b>\$ (64)</b>                              |

(1) Represents the net receivable (payable) amount included in the Consolidated Balance Sheet at December 31, 2013.

**Foreign Currency Cash Flow Hedges:** We designate a portion of our foreign currency derivative contracts as cash flow hedges of our foreign currency-denominated inventory purchases, sales and expenses. No amount of ineffectiveness was recorded in the Consolidated Statements of Income for these designated cash flow hedges and all components of each derivative's gain or loss was included in the assessment of hedge effectiveness. The net liability fair value of these contracts was \$50 and \$48 as of December 31, 2013 and December 31, 2012, respectively.

**Summary of Derivative Instruments Fair Value:** The following table provides a summary of the fair value amounts of our derivative instruments:

| Designation of Derivatives                               | Balance Sheet Location                       | December 31,   |                |
|--|--|----------------|----------------|
|  |  | 2013           | 2012           |
| <b>Derivatives Designated as Hedging Instruments</b>     |  |                |                |
| Foreign exchange contracts – forwards                    | Other current assets                         | \$ 1           | \$ 3           |
|  | Other current liabilities                    | (51)           | (51)           |
|  | <b>Net Designated Derivative Liability</b>   | <b>\$ (50)</b> | <b>\$ (48)</b> |
| <b>Derivatives NOT Designated as Hedging Instruments</b> |  |                |                |
| Foreign exchange contracts – forwards                    | Other current assets                         | \$ 5           | \$ 8           |
|  | Other current liabilities                    | (19)           | (31)           |
|  | <b>Net Undesignated Derivative Liability</b> | <b>\$ (14)</b> | <b>\$ (23)</b> |
| <b>Summary of Derivatives</b>                            |  |                |                |
|  | Total Derivative Assets                      | \$ 6           | \$ 11          |
|  | Total Derivative Liabilities                 | (70)           | (82)           |
|  | <b>Net Derivative Liability</b>              | <b>\$ (64)</b> | <b>\$ (71)</b> |

### Summary of Derivative Instruments Gains (Losses)

Derivative gains and (losses) affect the income statement based on whether such derivatives are designated as hedges of underlying exposures. The following is a summary of derivative gains and (losses).

**Designated Derivative Instruments Gains (Losses):** The following tables provide a summary of gains (losses) on derivative instruments:

| Derivatives in Fair Value Relationships | Location of Gain (Loss) Recognized in Income | Year Ended December 31,                     |      |       |  |      |         |
|---|--|---|------|-------|--|------|---------|
|   |  | Derivative Gain (Loss) Recognized in Income |      |       | Hedged Item Gain (Loss) Recognized in Income |      |         |
|   |  | 2013  | 2012 | 2011  | 2013   | 2012 | 2011    |
| Interest rate contracts                 | Interest expense                             | \$ —  | \$ — | \$ 15 | \$ —   | \$ — | \$ (15) |

| Derivatives in Cash Flow Hedging Relationships | Year Ended December 31,                                      |         |       |   |  |       |       |
|--|--|---------|-------|---|--|-------|-------|
|  | Derivative Gain (Loss) Recognized in OCI (Effective Portion) |         |       | Location of Derivative Gain (Loss) Reclassified from AOCI into Income (Effective Portion) | Gain (Loss) Reclassified from AOCI to Income (Effective Portion) |       |       |
|  | 2013   | 2012    | 2011  |   | 2013   | 2012  | 2011  |
| Foreign exchange contracts – forwards          | \$ (126)   | \$ (50) | \$ 30 | Cost of sales   | \$ (123)   | \$ 37 | \$ 14 |

No amount of ineffectiveness was recorded in the Consolidated Statements of Income for these designated cash flow hedges and all components of each derivative's gain or (loss) were included in the assessment of hedge effectiveness. In addition, no amount was recorded for an underlying exposure that did not occur or was not expected to occur.

As of December 31, 2013, net after-tax losses of \$37 were recorded in accumulated other comprehensive loss associated with our cash flow hedging activity. The entire balance is expected to be reclassified into net income within the next 12 months, providing an offsetting economic impact against the underlying anticipated transactions.

**Non-Designated Derivative Instruments (Losses) Gains:** Non-designated derivative instruments are primarily instruments used to hedge foreign currency-denominated assets and liabilities. They are not designated as hedges since there is a natural offset for the re-measurement of the underlying foreign currency-denominated asset or liability.

The following table provides a summary of (losses) gains on non-designated derivative instruments:

| Derivatives NOT Designated as Hedging Instruments | Location of Derivative (Loss) Gain           | Year Ended December 31, |         |       |
|---|--|-------------------------|---------|-------|
|   |  | 2013                    | 2012    | 2011  |
| Foreign exchange contracts – forwards             | Other expense – Currency (losses) gains, net | \$ (86)                 | \$ (38) | \$ 33 |

During the three years ended December 31, 2013, we recorded Currency gains (losses), net of \$7, \$(3) and \$(12), respectively. Currency gains (losses), net includes the mark-to-market adjustments of the derivatives not designated as hedging instruments and the related cost of those derivatives, as well as the re-measurement of foreign currency-denominated assets and liabilities.

#### Note 14 – Fair Value of Financial Assets and Liabilities

The following table represents assets and liabilities fair value measured on a recurring basis. The basis for the measurement at fair value in all cases is Level 2 – Significant Other Observable Inputs.

|  | As of December 31, |               |
|--|--------------------|---------------|
|  | 2013               | 2012          |
| <b>Assets:</b>   |                    |               |
| Foreign exchange contracts-forwards                                | \$ 6               | \$ 11         |
| Deferred compensation investments in cash surrender life insurance | 88                 | 77            |
| Deferred compensation investments in mutual funds                  | 28                 | 23            |
| <b>Total</b>   | <b>\$ 122</b>      | <b>\$ 111</b> |
| <b>Liabilities:</b>  |                    |               |
| Foreign exchange contracts-forwards                                | \$ 70              | \$ 82         |
| Deferred compensation plan liabilities                             | 125                | 110           |
| <b>Total</b>   | <b>\$ 195</b>      | <b>\$ 192</b> |

We utilize the income approach to measure the fair value for our derivative assets and liabilities. The income approach uses pricing models that rely on market observable inputs such as yield curves, currency exchange rates and forward prices, and therefore are classified as Level 2.

Fair value for our deferred compensation plan investments in Company-owned life insurance is reflected at cash surrender value. Fair value for our deferred compensation plan investments in mutual funds is based on quoted market prices for actively traded investments similar to those held by the plan. Fair value for deferred compensation plan liabilities is based on the fair value of investments corresponding to employees' investment selections, based on quoted prices for similar assets in actively traded markets.

#### Summary of Other Financial Assets and Liabilities Fair Value Measured on a Nonrecurring Basis

The estimated fair values of our other financial assets and liabilities fair value measured on a nonrecurring basis were as follows:

|                           | December 31, 2013 |            | December 31, 2012 |            |
|---------------------------|-------------------|------------|-------------------|------------|
|                           | Carrying Amount   | Fair Value | Carrying Amount   | Fair Value |
| Cash and cash equivalents | \$ 1,764          | \$ 1,764   | \$ 1,246          | \$ 1,246   |
| Accounts receivable, net  | 2,929             | 2,929      | 2,866             | 2,866      |
| Short-term debt           | 1,117             | 1,126      | 1,042             | 1,051      |
| Long-term debt            | 6,904             | 7,307      | 7,447             | 8,040      |

The fair value amounts for Cash and cash equivalents and Accounts receivable, net, approximate carrying amounts due to the short maturities of these instruments. The fair value of Short and Long-term debt was estimated based on quoted market prices for publicly traded securities (Level 1) or on the current rates offered to us for debt of similar maturities (Level 2). The difference between the fair value and the carrying value represents the theoretical net premium or discount we would pay or receive to retire all debt at such date.

## Note 15 – Employee Benefit Plans

We sponsor numerous defined benefit and defined contribution pension and other post-retirement benefit plans, primarily retiree health care, in our domestic and international operations. December 31 is the measurement date for all of our post-retirement benefit plans.

|   | Pension Benefits  |                   |                 |                   |                 |                 |
|---|-------------------|-------------------|-----------------|-------------------|-----------------|-----------------|
|   | U.S. Plans        |                   | Non-U.S. Plans  |                   | Retiree Health  |                 |
|   | 2013              | 2012              | 2013            | 2012              | 2013            | 2012            |
| <b>Change in Benefit Obligation:</b>                          |                   |                   |                 |                   |                 |                 |
| Benefit obligation, January 1                                 | \$ 5,033          | \$ 4,670          | \$ 6,708        | \$ 5,835          | \$ 989          | \$ 1,007        |
| Service cost  | 10                | 112               | 91              | 83                | 9               | 9               |
| Interest cost   | 154               | 282               | 260             | 270               | 33              | 42              |
| Plan participants' contributions                              | —                 | —                 | 6               | 9                 | 14              | 19              |
| Actuarial (gain) loss   | (440)             | 480               | (203)           | 537               | (88)            | 18              |
| Currency exchange rate changes                                | —                 | —                 | 98              | 232               | (10)            | 4               |
| Curtailments  | —                 | —                 | (10)            | (1)               | —               | —               |
| Benefits paid/settlements                                     | (864)             | (509)             | (264)           | (256)             | (91)            | (103)           |
| Other   | —                 | (2)               | (22)            | (1)               | —               | (7)             |
| <b>Benefit Obligation, December 31</b>                        | <b>\$ 3,893</b>   | <b>\$ 5,033</b>   | <b>\$ 6,664</b> | <b>\$ 6,708</b>   | <b>\$ 856</b>   | <b>\$ 989</b>   |
| <b>Change in Plan Assets:</b>                                 |                   |                   |                 |                   |                 |                 |
| Fair value of plan assets, January 1                          | \$ 3,573          | \$ 3,393          | \$ 5,431        | \$ 4,884          | \$ —            | \$ —            |
| Actual return on plan assets                                  | 139               | 358               | 326             | 434               | —               | —               |
| Employer contribution   | 27                | 331               | 203             | 163               | 77              | 84              |
| Plan participants' contributions                              | —                 | —                 | 6               | 9                 | 14              | 19              |
| Currency exchange rate changes                                | —                 | —                 | 88              | 197               | —               | —               |
| Benefits paid/settlements                                     | (864)             | (509)             | (264)           | (256)             | (91)            | (103)           |
| Other   | 1                 | —                 | (1)             | —                 | —               | —               |
| <b>Fair Value of Plan Assets, December 31</b>                 | <b>\$ 2,876</b>   | <b>\$ 3,573</b>   | <b>\$ 5,789</b> | <b>\$ 5,431</b>   | <b>\$ —</b>     | <b>\$ —</b>     |
| <b>Net Funded Status at December 31<sup>(1)</sup></b>         | <b>\$ (1,017)</b> | <b>\$ (1,460)</b> | <b>\$ (875)</b> | <b>\$ (1,277)</b> | <b>\$ (856)</b> | <b>\$ (989)</b> |
| <b>Amounts Recognized in the Consolidated Balance Sheets:</b> |                   |                   |                 |                   |                 |                 |
| Other long-term assets  | \$ —              | \$ —              | \$ 55           | \$ 35             | \$ —            | \$ —            |
| Accrued compensation and benefit costs                        | (25)              | (23)              | (30)            | (25)              | (71)            | (80)            |
| Pension and other benefit liabilities                         | (992)             | (1,437)           | (900)           | (1,287)           | —               | —               |
| Post-retirement medical benefits                              | —                 | —                 | —               | —                 | (785)           | (909)           |
| <b>Net Amounts Recognized</b>                                 | <b>\$ (1,017)</b> | <b>\$ (1,460)</b> | <b>\$ (875)</b> | <b>\$ (1,277)</b> | <b>\$ (856)</b> | <b>\$ (989)</b> |

(1) Includes under-funded and un-funded plans.

Benefit plans pre-tax amounts recognized in AOCL at December 31:

|                                       | Pension Benefits |                 |                 |                 |                |                |
|---------------------------------------|------------------|-----------------|-----------------|-----------------|----------------|----------------|
|                                       | U.S. Plans       |                 | Non-U.S. Plans  |                 | Retiree Health |                |
|                                       | 2013             | 2012            | 2013            | 2012            | 2013           | 2012           |
| Net actuarial loss                    | \$ 672           | \$ 1,255        | \$ 1,741        | \$ 2,013        | \$ 6           | \$ 97          |
| Prior service credits                 | (15)             | (17)            | (20)            | —               | (85)           | (128)          |
| <b>Total Pre-tax Loss (Gain)</b>      | <b>\$ 657</b>    | <b>\$ 1,238</b> | <b>\$ 1,721</b> | <b>\$ 2,013</b> | <b>\$ (79)</b> | <b>\$ (31)</b> |
| <b>Accumulated Benefit Obligation</b> | <b>\$ 3,887</b>  | <b>\$ 5,027</b> | <b>\$ 6,368</b> | <b>\$ 6,359</b> |                |                |



Aggregate information for pension plans with an Accumulated benefit obligation in excess of plan assets is presented below:

|  | December 31, 2013            |                                |                           | December 31, 2012            |                                |                           |
|--|------------------------------|--------------------------------|---------------------------|------------------------------|--------------------------------|---------------------------|
|  | Projected benefit obligation | Accumulated benefit obligation | Fair value of plan assets | Projected benefit obligation | Accumulated benefit obligation | Fair value of plan assets |
| <b>Underfunded Plans:</b>                    |                              |                                |                           |                              |                                |                           |
| U.S.   | \$ 3,571                     | \$ 3,565                       | \$ 2,876                  | \$ 4,679                     | \$ 4,672                       | \$ 3,574                  |
| Non U.S.                                     | 5,350                        | 5,104                          | 4,964                     | 5,997                        | 5,686                          | 5,213                     |
| <b>Unfunded Plans:</b>                       |                              |                                |                           |                              |                                |                           |
| U.S.   | \$ 322                       | \$ 322                         | \$ —                      | \$ 355                       | \$ 355                         | \$ —                      |
| Non U.S.                                     | 540                          | 526                            | —                         | 527                          | 520                            | —                         |
| <b>Total Underfunded and Unfunded Plans:</b> |                              |                                |                           |                              |                                |                           |
| U.S.   | \$ 3,893                     | \$ 3,887                       | \$ 2,876                  | \$ 5,034                     | \$ 5,027                       | \$ 3,574                  |
| Non U.S.                                     | 5,890                        | 5,630                          | 4,964                     | 6,524                        | 6,206                          | 5,213                     |
| Total  | \$ 9,783                     | \$ 9,517                       | \$ 7,840                  | \$ 11,558                    | \$ 11,233                      | \$ 8,787                  |

Our pension plan assets and benefit obligations at December 31, 2013 were as follows:

| (in billions)  | Fair Value of Pension Plan Assets | Pension Benefit Obligations | Net Funded Status |
|----------------|-----------------------------------|-----------------------------|-------------------|
| U.S. funded    | \$ 2.9                            | \$ 3.6                      | \$ (0.7)          |
| U.S. unfunded  | —                                 | 0.3                         | (0.3)             |
| Total U.S.     | \$ 2.9                            | \$ 3.9                      | \$ (1.0)          |
| U.K.           | 3.7                               | 3.9                         | (0.2)             |
| Canada         | 0.7                               | 0.9                         | (0.2)             |
| Other funded   | 1.4                               | 1.4                         | —                 |
| Other unfunded | —                                 | 0.5                         | (0.5)             |
| <b>Total</b>   | <b>\$ 8.7</b>                     | <b>\$ 10.6</b>              | <b>\$ (1.9)</b>   |

Prior to the freeze of current benefits (see below), most of our defined benefit pension plans generally provided employees a benefit, depending on eligibility, calculated under a highest average pay and years of service formula. Our primary domestic defined benefit pension plans provided a benefit at the greater of (i) the highest average pay and years of service formula, (ii) the benefit calculated under a formula that provides for the accumulation of salary and interest credits during an employee's work life or (iii) the individual account balance from the Company's prior defined contribution plan (Transitional Retirement Account or TRA).

The components of Net periodic benefit cost and other changes in plan assets and benefit obligations were as follows:

|   | Year Ended December 31, |               |               |                 |               |               |                |              |              |
|---|-------------------------|---------------|---------------|-----------------|---------------|---------------|----------------|--------------|--------------|
|   | Pension Benefits        |               |               |                 |               |               |                |              |              |
|   | U.S. Plans              |               |               | Non-U.S. Plans  |               |               | Retiree Health |              |              |
|   | 2013                    | 2012          | 2011          | 2013            | 2012          | 2011          | 2013           | 2012         | 2011         |
| <b>Components of Net Periodic Benefit Costs:</b>  |                         |               |               |                 |               |               |                |              |              |
| Service cost  | \$ 10                   | \$ 112        | \$ 108        | \$ 91           | \$ 83         | \$ 78         | \$ 9           | \$ 9         | \$ 8         |
| Interest cost <sup>(1)</sup>  | 154                     | 282           | 328           | 260             | 270           | 284           | 33             | 42           | 47           |
| Expected return on plan assets <sup>(2)</sup>   | (179)                   | (306)         | (337)         | (317)           | (307)         | (310)         | —              | —            | —            |
| Recognized net actuarial loss   | 19                      | 53            | 33            | 77              | 53            | 39            | 2              | 1            | —            |
| Amortization of prior service credit  | (2)                     | (23)          | (23)          | —               | —             | —             | (43)           | (41)         | (41)         |
| Recognized settlement loss  | 162                     | 82            | 80            | —               | 1             | 4             | —              | —            | —            |
| Recognized curtailment gain   | —                       | —             | (107)         | (8)             | —             | —             | —              | —            | —            |
| Defined Benefit Plans   | 164                     | 200           | 82            | 103             | 100           | 95            | 1              | 11           | 14           |
| Defined contribution plans  | 69                      | 28            | 31            | 27              | 35            | 35            | n/a            | n/a          | n/a          |
| <b>Net Periodic Benefit Cost</b>  | <b>233</b>              | <b>228</b>    | <b>113</b>    | <b>130</b>      | <b>135</b>    | <b>130</b>    | <b>1</b>       | <b>11</b>    | <b>14</b>    |
| <b>Other changes in plan assets and benefit obligations recognized in Other Comprehensive Income:</b> |                         |               |               |                 |               |               |                |              |              |
| Net actuarial (gain) loss   | (403)                   | 427           | 334           | (224)           | 416           | 518           | (88)           | 18           | 25           |
| Prior service credit  | —                       | (2)           | (2)           | (14)            | (1)           | —             | —              | (6)          | (3)          |
| Amortization of net actuarial loss  | (181)                   | (135)         | (113)         | (77)            | (54)          | (40)          | (2)            | (1)          | —            |
| Amortization of net prior service credit  | 2                       | 23            | 23            | —               | —             | —             | 43             | 41           | 41           |
| Curtailment gain - recognition of net prior service credit  | —                       | —             | 107           | —               | —             | —             | n/a            | n/a          | n/a          |
| <b>Total Recognized in Other Comprehensive Income</b>   | <b>(582)</b>            | <b>313</b>    | <b>349</b>    | <b>(315)</b>    | <b>361</b>    | <b>478</b>    | <b>(47)</b>    | <b>52</b>    | <b>63</b>    |
| <b>Total Recognized in Net Periodic Benefit Cost and Other Comprehensive Income</b>                   | <b>\$ (349)</b>         | <b>\$ 541</b> | <b>\$ 462</b> | <b>\$ (185)</b> | <b>\$ 496</b> | <b>\$ 608</b> | <b>\$ (46)</b> | <b>\$ 63</b> | <b>\$ 77</b> |

(1) Interest cost includes interest expense on non-TRA obligations of \$349, \$382 and \$388 and interest expense directly allocated to TRA participant accounts of \$65, \$170 and \$224 for the years ended December 31, 2013, 2012 and 2011, respectively.

(2) Expected return on plan assets includes expected investment income on non-TRA assets of \$431, \$443 and \$423 and actual investment income on TRA assets of \$65, \$170 and \$224 for the years ended December 31, 2013, 2012 and 2011, respectively.

The net actuarial loss and prior service credit for the defined benefit pension plans that will be amortized from Accumulated other comprehensive income (loss) into net periodic benefit cost over the next fiscal year are \$62 and \$(1), respectively, excluding amounts that may be recognized through settlement losses. The net actuarial loss and prior service credit for the retiree health benefit plans that will be amortized from Accumulated other comprehensive income (loss) into net periodic benefit cost over the next fiscal year are \$1 and \$(43), respectively.

Pension plan assets consist of both defined benefit plan assets and assets legally restricted to the TRA accounts. The combined investment results for these plans, along with the results for our other defined benefit plans, are shown above in the "actual return on plan assets" caption. To the extent that investment results relate to TRA, such results are charged directly to these accounts as a component of interest cost.

## Plan Amendments

### Pension Plan Freezes

Over the past several years, we have amended several of our major defined benefit pension plans to freeze current benefits and eliminate benefits accruals for future service. The freeze of current benefits is the primary driver of the reduction in pension service costs during 2013 and expected reductions in future periods. In certain plans we are required to continue to consider salary increases in determining the benefit obligation related to prior service. The following is a discussion of these amendments and their impact on our primary defined benefit pension plans.

In 2011, we amended all our primary U.S. defined benefit plans for salaried employees. Our primary qualified plans had previously been amended to freeze the final pay formulas within the plans as of December 31, 2012, but a cash balance service credit was expected to continue post December 31, 2012. The 2011 amendments fully freeze any further benefit and service accrual after December 31, 2012 for all of these plans, including the non-qualified plans. As a result of these plan amendments, in 2011 we recognized a pre-tax curtailment gain of \$107 (\$66 after-tax). The gain represents the recognition of deferred gains from other prior year amendments (“Prior service credits”) as a result of the discontinuation of any future benefit or service accrual period. This amendment resulted in a change in the amortization period as of January 1, 2013 for actuarial gains and losses from the average remaining service period of participants (approximately ten years) to the average remaining life expectancy of all participants (approximately thirty-three years) as a result of all participants being considered inactive as of the effective date of the freeze.

As of December 31, 2012, the aggregate accumulated actuarial losses for our primary U.S. Defined Benefit Plans for salaried employees amounted to \$1.1 billion. This change reduced our 2013 pension expense by approximately \$45. This reduction was partially offset by an increased contribution to the U.S. defined contribution plan as all employees have been transferred to that plan following the freeze.

In 2011, the Canadian Salary Pension Plan was amended to close the plan to future service accrual effective January 1, 2014. Benefits earned up to January 1, 2014 will not be affected and participants will continue to receive the benefit of future salary increases to the extent applicable; therefore, the amendment did not result in a material change to the projected benefit obligation at the re-measurement date of December 31, 2011.

In 2009, the U.K. Final Salary Pension Plan was amended to close the plan to future service accrual effective January 1, 2014. Benefits earned up to January 1, 2014 will not be affected and participants will continue to receive the benefit of future salary and inflation increases to the extent applicable; therefore, the amendment does not result in a material change to the projected benefit obligation at the re-measurement date of December 31, 2009.

## **Plan Assets**

### **Current Allocation**

As of the 2013 and 2012 measurement dates, the global pension plan assets were \$8.7 billion and \$9.0 billion, respectively. These assets were invested among several asset classes.

The following tables presents the defined benefit plans assets measured at fair value and the basis for that measurement:

| Asset Class                               | December 31, 2013 |                 |               |                 |              |                 |                 |               |                 |             |
|---|-------------------|-----------------|---------------|-----------------|--------------|-----------------|-----------------|---------------|-----------------|-------------|
|   | U.S. Plans        |                 |               |                 |              | Non-U.S. Plans  |                 |               |                 |             |
|   | Level 1           | Level 2         | Level 3       | Total           | %            | Level 1         | Level 2         | Level 3       | Total           | %           |
| Cash and cash equivalents                 | \$ 48             | \$ —            | \$ —          | \$ 48           | 1 %          | \$ 688          | \$ —            | \$ —          | \$ 688          | 12%         |
| <b>Equity Securities:</b>                 |                   |                 |               |                 |              |                 |                 |               |                 |             |
| U.S. large cap                            | 319               | 13              | —             | 332             | 12 %         | 220             | 55              | —             | 275             | 5%          |
| U.S. mid cap                              | 71                | —               | —             | 71              | 2 %          | 13              | —               | —             | 13              | —%          |
| U.S. small cap                            | 48                | 46              | —             | 94              | 3 %          | 40              | —               | —             | 40              | 1%          |
| International developed                   | 182               | 123             | —             | 305             | 11 %         | 1,314           | 212             | —             | 1,526           | 26%         |
| Emerging markets                          | 171               | 69              | —             | 240             | 8 %          | 262             | 76              | —             | 338             | 6%          |
| Global equity                             | 2                 | 7               | —             | 9               | —%           | 5               | —               | —             | 5               | —%          |
| <b>Total Equity Securities</b>            | <b>793</b>        | <b>258</b>      | <b>—</b>      | <b>1,051</b>    | <b>36 %</b>  | <b>1,854</b>    | <b>343</b>      | <b>—</b>      | <b>2,197</b>    | <b>38%</b>  |
| <b>Fixed Income:</b>                      |                   |                 |               |                 |              |                 |                 |               |                 |             |
| U.S. treasury securities                  | —                 | 74              | —             | 74              | 3 %          | 4               | 16              | —             | 20              | —%          |
| Debt security issued by government agency | —                 | 180             | —             | 180             | 6 %          | 31              | 1,189           | —             | 1,220           | 21%         |
| Corporate Bonds                           | —                 | 908             | —             | 908             | 32 %         | 146             | 660             | —             | 806             | 14%         |
| Asset backed securities                   | —                 | 10              | —             | 10              | —%           | —               | 1               | —             | 1               | —%          |
| <b>Total Debt Securities</b>              | <b>—</b>          | <b>1,172</b>    | <b>—</b>      | <b>1,172</b>    | <b>41 %</b>  | <b>181</b>      | <b>1,866</b>    | <b>—</b>      | <b>2,047</b>    | <b>35%</b>  |
| <b>Derivatives:</b>                       |                   |                 |               |                 |              |                 |                 |               |                 |             |
| Interest rate contracts                   | —                 | (17)            | —             | (17)            | (1)%         | —               | 62              | —             | 62              | 1%          |
| Foreign exchange contracts                | —                 | (12)            | —             | (12)            | —%           | 14              | 30              | —             | 44              | 1%          |
| Equity contracts                          | —                 | —               | —             | —               | —%           | —               | —               | —             | —               | —%          |
| Other Contracts                           | —                 | —               | —             | —               | —%           | 62              | —               | —             | 62              | 1%          |
| <b>Total Derivatives</b>                  | <b>—</b>          | <b>(29)</b>     | <b>—</b>      | <b>(29)</b>     | <b>(1)%</b>  | <b>76</b>       | <b>92</b>       | <b>—</b>      | <b>168</b>      | <b>3%</b>   |
| Real estate                               | 40                | 34              | 29            | 103             | 4 %          | 32              | 35              | 269           | 336             | 6%          |
| Private equity/Venture capital            | —                 | —               | 451           | 451             | 16 %         | —               | —               | 212           | 212             | 4%          |
| Guaranteed insurance contracts            | —                 | —               | —             | —               | —%           | —               | —               | 135           | 135             | 2%          |
| Other <sup>(1)</sup>                      | 10                | 70              | —             | 80              | 3 %          | 6               | —               | —             | 6               | —%          |
| <b>Total Fair Value Of Plans Assets</b>   | <b>\$ 891</b>     | <b>\$ 1,505</b> | <b>\$ 480</b> | <b>\$ 2,876</b> | <b>100 %</b> | <b>\$ 2,837</b> | <b>\$ 2,336</b> | <b>\$ 616</b> | <b>\$ 5,789</b> | <b>100%</b> |

(1) Other Level 1 assets include net non-financial assets of \$9 U.S. and \$6 Non-U.S., such as due to/from broker, interest receivables and accrued expenses.

December 31, 2012

| Asset Class                               | U.S. Plans      |                 |               |                 |             | Non-U.S. Plans  |                 |               |                 |             |
|---|-----------------|-----------------|---------------|-----------------|-------------|-----------------|-----------------|---------------|-----------------|-------------|
|   | Level 1         | Level 2         | Level 3       | Total           | %           | Level 1         | Level 2         | Level 3       | Total           | %           |
| Cash and cash equivalents                 | \$ 48           | \$ —            | \$ —          | \$ 48           | 1%          | \$ 500          | \$ —            | \$ —          | \$ 500          | 9%          |
| <b>Equity Securities:</b>                 |                 |                 |               |                 |             |                 |                 |               |                 |             |
| U.S. large cap                            | 411             | 10              | —             | 421             | 12%         | 204             | 50              | —             | 254             | 5%          |
| Xerox common stock                        | 99              | —               | —             | 99              | 3%          | —               | —               | —             | —               | —%          |
| U.S. mid cap                              | 79              | —               | —             | 79              | 2%          | 14              | —               | —             | 14              | —%          |
| U.S. small cap                            | 67              | 28              | —             | 95              | 3%          | 30              | 1               | —             | 31              | 1%          |
| International developed                   | 133             | 205             | —             | 338             | 9%          | 1,107           | 174             | —             | 1,281           | 24%         |
| Emerging markets                          | 282             | 67              | —             | 349             | 10%         | 322             | 76              | —             | 398             | 7%          |
| Global equity                             | 2               | 6               | —             | 8               | —%          | 5               | 12              | —             | 17              | —%          |
| <b>Total Equity Securities</b>            | <b>1,073</b>    | <b>316</b>      | <b>—</b>      | <b>1,389</b>    | <b>39%</b>  | <b>1,682</b>    | <b>313</b>      | <b>—</b>      | <b>1,995</b>    | <b>37%</b>  |
| <b>Fixed Income:</b>                      |                 |                 |               |                 |             |                 |                 |               |                 |             |
| U.S. treasury securities                  | —               | 367             | —             | 367             | 10%         | 1               | 19              | —             | 20              | —%          |
| Debt security issued by government agency | —               | 153             | —             | 153             | 4%          | 35              | 1,253           | —             | 1,288           | 24%         |
| Corporate bonds                           | —               | 1,080           | —             | 1,080           | 31%         | 150             | 753             | —             | 903             | 17%         |
| Asset backed securities                   | —               | 11              | —             | 11              | —%          | 3               | 31              | —             | 34              | 1%          |
| <b>Total Debt Securities</b>              | <b>—</b>        | <b>1,611</b>    | <b>—</b>      | <b>1,611</b>    | <b>45%</b>  | <b>189</b>      | <b>2,056</b>    | <b>—</b>      | <b>2,245</b>    | <b>42%</b>  |
| Common/Collective trust                   | —               | —               | —             | —               | —%          | 2               | —               | —             | 2               | —%          |
| <b>Derivatives:</b>                       |                 |                 |               |                 |             |                 |                 |               |                 |             |
| Interest rate contracts                   | —               | 15              | —             | 15              | —%          | —               | 74              | —             | 74              | 1%          |
| Foreign exchange contracts                | (2)             | —               | —             | (2)             | —%          | 9               | 8               | —             | 17              | —%          |
| Equity contracts                          | 5               | —               | —             | 5               | —%          | —               | —               | —             | —               | —%          |
| Credit contracts                          | —               | (1)             | —             | (1)             | —%          | —               | —               | —             | —               | —%          |
| Other contracts                           | —               | —               | —             | —               | —%          | 69              | —               | —             | 69              | 1%          |
| <b>Total Derivatives</b>                  | <b>3</b>        | <b>14</b>       | <b>—</b>      | <b>17</b>       | <b>—%</b>   | <b>78</b>       | <b>82</b>       | <b>—</b>      | <b>160</b>      | <b>2%</b>   |
| Hedge funds                               | —               | —               | —             | —               | —%          | —               | —               | 3             | 3               | —%          |
| Real estate                               | 59              | 46              | 58            | 163             | 5%          | 19              | 35              | 332           | 386             | 7%          |
| Private equity/Venture capital            | —               | —               | 300           | 300             | 8%          | —               | —               | —             | —               | —%          |
| Guaranteed insurance contracts            | —               | —               | —             | —               | —%          | —               | —               | 131           | 131             | 3%          |
| Other <sup>(1)</sup>                      | 12              | 33              | —             | 45              | 2%          | 13              | (4)             | —             | 9               | —%          |
| <b>Total Fair Value Of Plans Assets</b>   | <b>\$ 1,195</b> | <b>\$ 2,020</b> | <b>\$ 358</b> | <b>\$ 3,573</b> | <b>100%</b> | <b>\$ 2,483</b> | <b>\$ 2,482</b> | <b>\$ 466</b> | <b>\$ 5,431</b> | <b>100%</b> |

(1) Other Level 1 assets include net non-financial liabilities of \$13 U.S. and \$5 Non-U.S., such as due to/from broker, interest receivables and accrued expenses.

The following tables represents a roll-forward of the defined benefit plans assets measured using significant unobservable inputs (Level 3 assets):

|                                     | Fair Value Measurement Using Significant Unobservable Inputs (Level 3) |                                |               |                                       |                                |                                |               |
|-------------------------------------|--|--------------------------------|---------------|---------------------------------------|--------------------------------|--------------------------------|---------------|
|                                     | U.S. Defined Benefit Plans Assets                                      |                                |               | Non-U.S. Defined Benefit Plans Assets |                                |                                |               |
|                                     | Real Estate  | Private Equity/Venture Capital | Total         | Real Estate                           | Private Equity/Venture Capital | Guaranteed Insurance Contracts | Total         |
| <b>Balance at December 31, 2011</b> | \$ 72  | \$ 318                         | \$ 390        | \$ 280                                | \$ 3                           | \$ 116                         | \$ 399        |
| Purchases                           | 1  | 20                             | 21            | 13                                    | —                              | 15                             | 28            |
| Sales                               | (11)   | (48)                           | (59)          | (21)                                  | —                              | (7)                            | (28)          |
| Net transfers in from Level 2       | —  | —                              | —             | 69                                    | —                              | —                              | 69            |
| Realized gains (losses)             | 1  | 36                             | 37            | 1                                     | —                              | 4                              | 5             |
| Unrealized gains (losses)           | (5)  | (26)                           | (31)          | (25)                                  | —                              | (1)                            | (26)          |
| Currency translation                | —  | —                              | —             | 15                                    | —                              | 4                              | 19            |
| <b>Balance at December 31, 2012</b> | 58   | 300                            | 358           | 332                                   | 3                              | 131                            | 466           |
| Purchases                           | 1  | 177                            | 178           | 64                                    | 193                            | 3                              | 260           |
| Sales                               | (36)   | (59)                           | (95)          | (128)                                 | —                              | (5)                            | (133)         |
| Net transfers in from Level 1       | —  | —                              | —             | —                                     | —                              | (1)                            | (1)           |
| Net transfers in from Level 2       | —  | —                              | —             | —                                     | —                              | —                              | —             |
| Realized gains (losses)             | 24   | 46                             | 70            | 17                                    | 2                              | 4                              | 23            |
| Unrealized gains (losses)           | (18)   | (13)                           | (31)          | (21)                                  | 2                              | (2)                            | (21)          |
| Currency translation                | —  | —                              | —             | 5                                     | 12                             | 5                              | 22            |
| <b>Balance at December 31, 2013</b> | <u>\$ 29</u>   | <u>\$ 451</u>                  | <u>\$ 480</u> | <u>\$ 269</u>                         | <u>\$ 212</u>                  | <u>\$ 135</u>                  | <u>\$ 616</u> |

#### Valuation Method

Our primary Level 3 assets are Real Estate and Private Equity/Venture Capital investments. The fair value of our real estate investment funds are based on the Net Asset Value (NAV) of our ownership interest in the funds. NAV information is received from the investment advisers and is primarily derived from third-party real estate appraisals for the properties owned. The fair value for our private equity/venture capital partnership investments are based on our share of the estimated fair values of the underlying investments held by these partnerships as reported in their audited financial statements. The valuation techniques and inputs for our Level 3 assets have been consistently applied for all periods presented.

#### Investment Strategy

The target asset allocations for our worldwide defined benefit pension plans were:

|                                  | 2013        |             | 2012        |             |
|----------------------------------|-------------|-------------|-------------|-------------|
|                                  | U.S.        | Non-U.S.    | U.S.        | Non-U.S.    |
| Equity investments               | 36%         | 41%         | 41%         | 40%         |
| Fixed income investments         | 44%         | 47%         | 43%         | 47%         |
| Real estate                      | 5%          | 9%          | 5%          | 9%          |
| Private equity                   | 14%         | —%          | 9%          | —%          |
| Other                            | 1%          | 3%          | 2%          | 4%          |
| <b>Total Investment Strategy</b> | <u>100%</u> | <u>100%</u> | <u>100%</u> | <u>100%</u> |

We employ a total return investment approach whereby a mix of equities and fixed income investments are used to maximize the long-term return of plan assets for a prudent level of risk. The intent of this strategy is to minimize plan expenses by exceeding the interest growth in long-term plan liabilities. Risk tolerance is established through careful consideration of plan liabilities, plan funded status and corporate financial condition. This consideration involves the use of long-term measures that address both return and risk. The investment portfolio contains a diversified blend of equity and fixed income investments. Furthermore, equity investments are diversified across U.S. and non-U.S. stocks, as well as growth, value and small and large capitalizations, and may include Company stock. Other assets such as real estate, private equity, and hedge funds are used to improve portfolio diversification. Derivatives may be used to hedge market exposure in an efficient and timely manner; however, derivatives may not be used to leverage the portfolio beyond the market value of the underlying investments. Investment risks and returns are measured and monitored on an ongoing basis through annual liability measurements and quarterly investment portfolio reviews.

## Expected Long-term Rate of Return

We employ a “building block” approach in determining the long-term rate of return for plan assets. Historical markets are studied and long-term relationships between equities and fixed income are assessed. Current market factors such as inflation and interest rates are evaluated before long-term capital market assumptions are determined. The long-term portfolio return is established giving consideration to investment diversification and rebalancing. Peer data and historical returns are reviewed periodically to assess reasonableness and appropriateness.

## Contributions

In 2013, we made cash contributions of \$230 (\$27 U.S. and \$203 Non-U.S.) and \$77 to our defined benefit pension plans and retiree health benefit plans, respectively. 2013 contributions include additional contributions to one of our non-U.S. plans.

In 2014 we expect, based on current actuarial calculations, to make contributions of approximately \$250 (\$90 U.S. and \$160 non-U.S.) to our defined benefit pension plans and approximately \$71 to our retiree health benefit plans. The 2014 expected defined benefit plan contributions reflect an increase in required contributions to our U.S. plans as a result of the diminishing benefits from the pension funding legislation enacted in the U.S. in 2012.

## Estimated Future Benefit Payments

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid during the following years:

|                 | Pension Benefits |          |        | Retiree Health |
|-----------------|------------------|----------|--------|----------------|
|                 | U.S.             | Non-U.S. | Total  |                |
| 2014            | \$ 463           | \$ 258   | \$ 721 | \$ 71          |
| 2015            | 374              | 265      | 639    | 73             |
| 2016            | 352              | 271      | 623    | 71             |
| 2017            | 333              | 281      | 614    | 70             |
| 2018            | 290              | 289      | 579    | 69             |
| Years 2019-2022 | 1,357            | 1,603    | 2,960  | 317            |

## Assumptions

Weighted-average assumptions used to determine benefit obligations at the plan measurement dates:

|                               | Pension Benefits |          |      |          |      |          |
|-------------------------------|------------------|----------|------|----------|------|----------|
|                               | 2013             |          | 2012 |          | 2011 |          |
|                               | U.S.             | Non-U.S. | U.S. | Non-U.S. | U.S. | Non-U.S. |
| Discount rate                 | 4.8%             | 4.2%     | 3.7% | 4.0%     | 4.8% | 4.6%     |
| Rate of compensation increase | 0.2%             | 2.7%     | 0.2% | 2.6%     | 3.5% | 2.7%     |

|  | Retiree Health |      |      |
|--|----------------|------|------|
|  | 2013           | 2012 | 2011 |
|  | Discount rate  | 4.5% | 3.6% |

Weighted-average assumptions used to determine net periodic benefit cost for years ended December 31:

|                                | Pension Benefits |          |      |          |      |          |      |          |
|--------------------------------|------------------|----------|------|----------|------|----------|------|----------|
|                                | 2014             |          | 2013 |          | 2012 |          | 2011 |          |
|                                | U.S.             | Non-U.S. | U.S. | Non-U.S. | U.S. | Non-U.S. | U.S. | Non-U.S. |
| Discount rate                  | 4.8%             | 4.2%     | 3.7% | 4.0%     | 4.8% | 4.6%     | 5.1% | 5.3%     |
| Expected return on plan assets | 7.8%             | 6.1%     | 7.8% | 6.1%     | 7.8% | 6.2%     | 8.3% | 6.6%     |
| Rate of compensation increase  | 0.2%             | 2.7%     | 0.2% | 2.6%     | 3.5% | 2.7%     | 3.5% | 2.7%     |

|               | Retiree Health |      |      |      |
|---------------|----------------|------|------|------|
|               | 2014           | 2013 | 2012 | 2011 |
| Discount rate | 4.5%           | 3.6% | 4.5% | 4.9% |

Note: Expected return on plan assets is not applicable to retiree health benefits as these plans are not funded. Rate of compensation increase is not applicable to retiree health benefits as compensation levels do not impact earned benefits.

Assumed health care cost trend rates were as follows:

|   | December 31, |      |
|---|--------------|------|
|   | 2013         | 2012 |
| Health care cost trend rate assumed for next year                                 | 7.2%         | 7.5% |
| Rate to which the cost trend rate is assumed to decline (the ultimate trend rate) | 4.9%         | 4.9% |
| Year that the rate reaches the ultimate trend rate                                | 2023         | 2017 |

Assumed health care cost trend rates have a significant effect on the amounts reported for the health care plans. A one-percentage-point change in assumed health care cost trend rates would have the following effects:

|  | 1% increase |    | 1% decrease |      |
|--|-------------|----|-------------|------|
| Effect on total service and interest cost components | \$          | 1  | \$          | (1)  |
| Effect on post-retirement benefit obligation         |             | 32 |             | (29) |

## Defined Contribution Plans

We have savings and investment plans in several countries, including the U.S., U.K. and Canada. In many instances, employees from those defined benefit pension plans that have been amended to freeze future service accruals will be transitioned to an enhanced defined contribution plan. For the U.S. plans, employees may contribute a portion of their salaries and bonuses to the plans, and we match a portion of the employee contributions. We recorded charges related to our defined contribution plans of \$96 in 2013, \$63 in 2012 and \$66 in 2011.

## Note 16 - Income and Other Taxes

Income before income taxes (pre-tax income) was as follows:

|                                   | Year Ended December 31, |                 |                 |
|-----------------------------------|-------------------------|-----------------|-----------------|
|                                   | 2013                    | 2012            | 2011            |
| Domestic income                   | \$ 948                  | \$ 876          | \$ 914          |
| Foreign income                    | 364                     | 456             | 621             |
| <b>Income Before Income Taxes</b> | <b>\$ 1,312</b>         | <b>\$ 1,332</b> | <b>\$ 1,535</b> |

Provisions (benefits) for income taxes were as follows:

|                             | Year Ended December 31, |               |               |
|-----------------------------|-------------------------|---------------|---------------|
|                             | 2013                    | 2012          | 2011          |
| <b>Federal Income Taxes</b> |                         |               |               |
| Current                     | \$ 27                   | \$ 23         | \$ 51         |
| Deferred                    | 72                      | 84            | 134           |
| <b>Foreign Income Taxes</b> |                         |               |               |
| Current                     | 89                      | 119           | 95            |
| Deferred                    | 35                      | —             | 38            |
| <b>State Income Taxes</b>   |                         |               |               |
| Current                     | 38                      | 34            | 28            |
| Deferred                    | 15                      | 12            | 31            |
| <b>Total Provision</b>      | <b>\$ 276</b>           | <b>\$ 272</b> | <b>\$ 377</b> |



A reconciliation of the U.S. federal statutory income tax rate to the consolidated effective income tax rate was as follows:

|  | Year Ended December 31, |               |               |
|--|-------------------------|---------------|---------------|
|  | 2013                    | 2012          | 2011          |
| U.S. federal statutory income tax rate   | 35.0 %                  | 35.0 %        | 35.0 %        |
| Nondeductible expenses   | 1.4 %                   | 2.6 %         | 2.0 %         |
| Effect of tax law changes  | (0.6)%                  | 0.7 %         | 0.2 %         |
| Change in valuation allowance for deferred tax assets                                  | 0.2 %                   | (0.7)%        | (0.3)%        |
| State taxes, net of federal benefit  | 2.6 %                   | 2.1 %         | 2.4 %         |
| Audit and other tax return adjustments   | (2.4)%                  | (4.8)%        | (1.0)%        |
| Tax-exempt income, credits and incentives  | (3.8)%                  | (2.6)%        | (3.2)%        |
| Foreign rate differential adjusted for U.S. taxation of foreign profits <sup>(1)</sup> | (11.9)%                 | (12.0)%       | (10.6)%       |
| Other  | 0.5 %                   | 0.1 %         | 0.1 %         |
| <b>Effective Income Tax Rate</b>   | <b>21.0 %</b>           | <b>20.4 %</b> | <b>24.6 %</b> |

(1) The "U.S. taxation of foreign profits" represents the U.S. tax, net of foreign tax credits, associated with actual and deemed repatriations of earnings from our non-U.S. subsidiaries.

On a consolidated basis, we paid a total of \$155, \$137 and \$94 in income taxes to federal, foreign and state jurisdictions during the three years ended December 31, 2013, respectively.

Total income tax expense (benefit) was allocated as follows:

|   | Year Ended December 31, |             |               |
|---|-------------------------|-------------|---------------|
|   | 2013                    | 2012        | 2011          |
| Pre-tax income                            | \$ 276                  | \$ 272      | \$ 377        |
| Discontinued operations                   | 4                       | 5           | 9             |
| <b>Common shareholders' equity:</b>       |                         |             |               |
| Changes in defined benefit plans          | 318                     | (233)       | (277)         |
| Stock option and incentive plans, net     | (13)                    | (5)         | 1             |
| Cash flow hedges                          | —                       | (24)        | 3             |
| Translation adjustments                   | (9)                     | (9)         | 2             |
| <b>Total Income Tax Expense (Benefit)</b> | <b>\$ 576</b>           | <b>\$ 6</b> | <b>\$ 115</b> |

### Unrecognized Tax Benefits and Audit Resolutions

We recognize tax liabilities when, despite our belief that our tax return positions are supportable, we believe that certain positions may not be fully sustained upon review by tax authorities. Each period we assess uncertain tax positions for recognition, measurement and effective settlement. Benefits from uncertain tax positions are measured at the largest amount of benefit that is greater than 50 percent likely of being realized upon settlement - the more likely than not recognition threshold. Where we have determined that our tax return filing position does not satisfy the more likely than not recognition threshold, we have recorded no tax benefits.

We are also subject to ongoing tax examinations in numerous jurisdictions due to the extensive geographical scope of our operations. Our ongoing assessments of the more-likely-than-not outcomes of the examinations and related tax positions require judgment and can increase or decrease our effective tax rate, as well as impact our operating results. The specific timing of when the resolution of each tax position will be reached is uncertain. As of December 31, 2013, we do not believe that there are any positions for which it is reasonably possible that the total amount of unrecognized tax benefits will significantly increase or decrease within the next 12 months.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

|   | 2013          | 2012          | 2011          |
|---|---------------|---------------|---------------|
| <b>Balance at January 1</b>                           | \$ 201        | \$ 225        | \$ 186        |
| Additions related to current year                     | 60            | 28            | 43            |
| Additions related to prior years positions            | 39            | 5             | 38            |
| Reductions related to prior years positions           | (19)          | (36)          | (17)          |
| Settlements with taxing authorities <sup>(1)</sup>    | —             | (13)          | (14)          |
| Reductions related to lapse of statute of limitations | (14)          | (8)           | (8)           |
| Currency  | —             | —             | (3)           |
| <b>Balance at December 31</b>                         | <u>\$ 267</u> | <u>\$ 201</u> | <u>\$ 225</u> |

(1) Majority of settlements did not result in the utilization of cash.

Included in the balances at December 31, 2013, 2012 and 2011 are \$36, \$16 and \$36, respectively, of tax positions that are highly certain of realizability but for which there is uncertainty about the timing or that they may be reduced through an indirect benefit from other taxing jurisdictions. Because of the impact of deferred tax accounting, other than for the possible incurrence of interest and penalties, the disallowance of these positions would not affect the annual effective tax rate.

We recognized interest and penalties accrued on unrecognized tax benefits, as well as interest received from favorable settlements within income tax expense. We had \$20, \$20 and \$28 accrued for the payment of interest and penalties associated with unrecognized tax benefits at December 31, 2013, 2012 and 2011, respectively.

In the U.S., with the exception of ACS, we are no longer subject to U.S. federal income tax examinations for years before 2007. ACS is no longer subject to such examinations for years before 2005. With respect to our major foreign jurisdictions, we are no longer subject to tax examinations by tax authorities for years before 2000.

### Deferred Income Taxes

We have not provided deferred taxes on approximately \$8.0 billion of undistributed earnings of foreign subsidiaries and other foreign investments carried at equity at December 31, 2013, as such undistributed earnings have been determined to be indefinitely reinvested and we currently do not plan to initiate any action that would precipitate a deferred tax impact. We do not believe it is practical to calculate the potential deferred tax impact, as there is a significant amount of uncertainty with respect to determining the amount of foreign tax credits as well as any additional local withholding tax and other indirect tax consequences that may arise from the distribution of these earnings. In addition, because such earnings have been indefinitely reinvested in our foreign operations, repatriation would require liquidation of those investments or a recapitalization of our foreign subsidiaries, the impacts and effects of which are not readily determinable.

The tax effects of temporary differences that give rise to significant portions of the deferred taxes were as follows:

|                                       | December 31,    |                 |
|---------------------------------------|-----------------|-----------------|
|                                       | 2013            | 2012            |
| <b>Deferred Tax Assets</b>            |                 |                 |
| Research and development              | \$ 647          | \$ 793          |
| Post-retirement medical benefits      | 310             | 359             |
| Anticipated foreign repatriations     | —               | 264             |
| Net operating losses                  | 597             | 630             |
| Operating reserves and accruals       | 374             | 403             |
| Tax credit carryforwards              | 694             | 177             |
| Deferred compensation                 | 268             | 312             |
| Pension                               | 431             | 696             |
| Other                                 | 87              | 195             |
| <b>Subtotal</b>                       | <b>3,408</b>    | <b>3,829</b>    |
| Valuation allowance                   | (614)           | (654)           |
| <b>Total</b>                          | <b>\$ 2,794</b> | <b>\$ 3,175</b> |
| <b>Deferred Tax Liabilities</b>       |                 |                 |
| Unearned income and installment sales | \$ 959          | \$ 947          |
| Intangibles and goodwill              | 1,253           | 1,252           |
| Anticipated foreign repatriations     | 55              | —               |
| Other                                 | 53              | 48              |
| <b>Total</b>                          | <b>\$ 2,320</b> | <b>\$ 2,247</b> |
| <b>Total Deferred Taxes, Net</b>      | <b>\$ 474</b>   | <b>\$ 928</b>   |

The above amounts are classified as current or long-term in the Consolidated Balance Sheets in accordance with the asset or liability to which they relate or, when applicable, based on the expected timing of the reversal. Current deferred tax assets at December 31, 2013 and 2012 amounted to \$209 and \$273, respectively.

The deferred tax assets for the respective periods were assessed for recoverability and, where applicable, a valuation allowance was recorded to reduce the total deferred tax asset to an amount that will, more-likely-than-not, be realized in the future. The net change in the total valuation allowance for the years ended December 31, 2013 and 2012 was a decrease of \$40 and \$23, respectively. The valuation allowance relates primarily to certain net operating loss carryforwards, tax credit carryforwards and deductible temporary differences for which we have concluded it is more-likely-than-not that these items will not be realized in the ordinary course of operations.

Although realization is not assured, we have concluded that it is more-likely-than-not that the deferred tax assets, for which a valuation allowance was determined to be unnecessary, will be realized in the ordinary course of operations based on the available positive and negative evidence, including scheduling of deferred tax liabilities and projected income from operating activities. The amount of the net deferred tax assets considered realizable, however, could be reduced in the near term if actual future income or income tax rates are lower than estimated, or if there are differences in the timing or amount of future reversals of existing taxable or deductible temporary differences.

At December 31, 2013, we had tax credit carryforwards of \$694 available to offset future income taxes, of which \$94 are available to carryforward indefinitely while the remaining \$600 will expire 2014 through 2033 if not utilized. We also had net operating loss carryforwards for income tax purposes of \$1.1 billion that will expire 2014 through 2033, if not utilized, and \$2.4 billion available to offset future taxable income indefinitely.

## Note 17 – Contingencies and Litigation

As more fully discussed below, we are involved in a variety of claims, lawsuits, investigations and proceedings concerning: securities law; governmental entity contracting, servicing and procurement law; intellectual property law; environmental law; employment law; the Employee Retirement Income Security Act (ERISA); and other laws and regulations. We determine whether an estimated loss from a contingency should be accrued by assessing whether a loss is deemed probable and can be reasonably estimated. We assess our potential liability by analyzing our litigation and regulatory matters using available information. We develop our views on estimated losses in consultation with outside counsel handling our defense in these matters, which involves an analysis of potential results, assuming a combination of litigation and settlement strategies. Should developments in any of these matters cause a change in our determination as to an unfavorable outcome and result in the need to recognize a material accrual, or should any of these matters result in a final adverse judgment or be settled for significant amounts, they could have a material adverse effect on our results of operations, cash flows and financial position in the period or periods in which such change in determination, judgment or settlement occurs.

Additionally, guarantees, indemnifications and claims arise during the ordinary course of business from relationships with suppliers, customers and nonconsolidated affiliates when the Company undertakes an obligation to guarantee the performance of others if specified triggering events occur. Nonperformance under a contract could trigger an obligation of the Company. These potential claims include actions based upon alleged exposures to products, real estate, intellectual property such as patents, environmental matters, and other indemnifications. The ultimate effect on future financial results is not subject to reasonable estimation because considerable uncertainty exists as to the final outcome of these claims. However, while the ultimate liabilities resulting from such claims may be significant to results of operations in the period recognized, management does not anticipate they will have a material adverse effect on the Company's consolidated financial position or liquidity. As of December 31, 2013, we have accrued our estimate of liability incurred under our indemnification arrangements and guarantees.

### Brazil Tax and Labor Contingencies

Our Brazilian operations are involved in various litigation matters and have received or been the subject of numerous governmental assessments related to indirect and other taxes, as well as disputes associated with former employees and contract labor. The tax matters, which comprise a significant portion of the total contingencies, principally relate to claims for taxes on the internal transfer of inventory, municipal service taxes on rentals and gross revenue taxes. We are disputing these tax matters and intend to vigorously defend our positions. Based on the opinion of legal counsel and current reserves for those matters deemed probable of loss, we do not believe that the ultimate resolution of these matters will materially impact our results of operations, financial position or cash flows.

The labor matters principally relate to claims made by former employees and contract labor for the equivalent payment of all social security and other related labor benefits, as well as consequential tax claims, as if they were regular employees. As of December 31, 2013, the total amounts related to the unreserved portion of the tax and labor contingencies, inclusive of related interest, amounted to approximately \$933 with the decrease from December 31, 2012 balance of approximately \$1,010, primarily related to currency and closed cases partially offset by interest. With respect to the unreserved balance of \$933, the majority has been assessed by management as being remote as to the likelihood of ultimately resulting in a loss to the Company. In connection with the above proceedings, customary local regulations may require us to make escrow cash deposits or post other security of up to half of the total amount in dispute. As of December 31, 2013 we had \$167 of escrow cash deposits for matters we are disputing, and there are liens on certain Brazilian assets with a net book value of \$8 and additional letters of credit of approximately \$236, which include associated indexation. Generally, any escrowed amounts would be refundable and any liens would be removed to the extent the matters are resolved in our favor. We routinely assess all these matters as to probability of ultimately incurring a liability against our Brazilian operations and record our best estimate of the ultimate loss in situations where we assess the likelihood of an ultimate loss as probable.

### Litigation Against the Company

**In re Xerox Corporation Securities Litigation:** A consolidated securities law action (consisting of 17 cases) is pending in the United States District Court for the District of Connecticut. Defendants are the Company, Barry Romeril, Paul Allaire and G. Richard Thoman. The consolidated action is a class action on behalf of all persons and entities who purchased Xerox Corporation common stock during the period October 22, 1998 through October 7, 1999 inclusive (Class Period) and who suffered a loss as a result of misrepresentations or omissions by Defendants

as alleged by Plaintiffs (the "Class"). The Class alleges that in violation of Section 10(b) and/or 20(a) of the Securities Exchange Act of 1934, as amended (1934 Act), and SEC Rule 10b-5 thereunder, each of the defendants is liable as a participant in a fraudulent scheme and course of business that operated as a fraud or deceit on purchasers of the Company's common stock during the Class Period by disseminating materially false and misleading statements and/or concealing material facts relating to the defendants' alleged failure to disclose the material negative impact that the April 1998 restructuring had on the Company's operations and revenues. The complaint further alleges that the alleged scheme: (i) deceived the investing public regarding the economic capabilities, sales proficiencies, growth, operations and the intrinsic value of the Company's common stock; (ii) allowed several corporate insiders, such as the named individual defendants, to sell shares of privately held common stock of the Company while in possession of materially adverse, non-public information; and (iii) caused the individual plaintiffs and the other members of the purported class to purchase common stock of the Company at inflated prices. The complaint seeks unspecified compensatory damages in favor of the plaintiffs and the other members of the purported class against all defendants, jointly and severally, for all damages sustained as a result of defendants' alleged wrongdoing, including interest thereon, together with reasonable costs and expenses incurred in the action, including counsel fees and expert fees. In 2001, the Court denied the defendants' motion for dismissal of the complaint. The plaintiffs' motion for class certification was denied by the Court in 2006, without prejudice to refiling. In February 2007, the Court granted the motion of the International Brotherhood of Electrical Workers Welfare Fund of Local Union No. 164, Robert W. Roten, Robert Agius (Agius) and Georgia Stanley to appoint them as additional lead plaintiffs. In July 2007, the Court denied plaintiffs' renewed motion for class certification, without prejudice to renewal after the Court holds a pre-filing conference to identify factual disputes the Court will be required to resolve in ruling on the motion. After that conference and Agius's withdrawal as lead plaintiff and proposed class representative, in February 2008 plaintiffs filed a second renewed motion for class certification. In April 2008, defendants filed their response and motion to disqualify Milberg LLP as a lead counsel. On September 30, 2008, the Court entered an order certifying the class and denying the appointment of Milberg LLP as class counsel. Subsequently, on April 9, 2009, the Court denied defendants' motion to disqualify Milberg LLP. On November 6, 2008, the defendants filed a motion for summary judgment. On March 29, 2013, the Court granted defendants' motion for summary judgment in its entirety. On April 26, 2013, plaintiffs filed a notice of appeal to the United States Court of Appeals for the Second Circuit. The appeal process is ongoing. The individual defendants and we deny any wrongdoing and are vigorously defending the action. At this time, we do not believe it is reasonably possible that we will incur additional material losses in excess of the amount we have already accrued for this matter. In the course of litigation, we periodically engage in discussions with plaintiffs' counsel for possible resolution of this matter. Should developments cause a change in our determination as to an unfavorable outcome, or result in a final adverse judgment or a settlement for a significant amount, there could be a material adverse effect on our results of operations, cash flows and financial position in the period in which such change in determination, judgment or settlement occurs.

## **Guarantees, Indemnifications and Warranty Liabilities**

### **Indemnifications Provided as Part of Contracts and Agreements**

We are a party to the following types of agreements pursuant to which we may be obligated to indemnify the other party with respect to certain matters:

- Contracts that we entered into for the sale or purchase of businesses or real estate assets, under which we customarily agree to hold the other party harmless against losses arising from a breach of representations and covenants, including obligations to pay rent. Typically, these relate to such matters as adequate title to assets sold, intellectual property rights, specified environmental matters and certain income taxes arising prior to the date of acquisition.
- Guarantees on behalf of our subsidiaries with respect to real estate leases. These lease guarantees may remain in effect subsequent to the sale of the subsidiary.
- Agreements to indemnify various service providers, trustees and bank agents from any third-party claims related to their performance on our behalf, with the exception of claims that result from third-party's own willful misconduct or gross negligence.
- Guarantees of our performance in certain sales and services contracts to our customers and indirectly the performance of third parties with whom we have subcontracted for their services. This includes indemnifications to customers for losses that may be sustained as a result of the use of our equipment at a customer's location.

In each of these circumstances, our payment is conditioned on the other party making a claim pursuant to the procedures specified in the particular contract and such procedures also typically allow us to challenge the other party's claims. In the case of lease guarantees, we may contest the liabilities asserted under the lease. Further, our obligations under these agreements and guarantees may be limited in terms of time and/or amount, and in some instances, we may have recourse against third parties for certain payments we made.

### **Patent Indemnifications**

In most sales transactions to resellers of our products, we indemnify against possible claims of patent infringement caused by our products or solutions. In addition, we indemnify certain software providers against claims that may arise as a result of our use or our subsidiaries', customers' or resellers' use of their software in our products and solutions. These indemnities usually do not include limits on the claims, provided the claim is made pursuant to the procedures required in the sales contract.

### **Indemnification of Officers and Directors**

Our corporate by-laws require that, except to the extent expressly prohibited by law, we must indemnify Xerox Corporation's officers and directors against judgments, fines, penalties and amounts paid in settlement, including legal fees and all appeals, incurred in connection with civil or criminal action or proceedings, as it relates to their services to Xerox Corporation and our subsidiaries. Although the by-laws provide no limit on the amount of indemnification, we may have recourse against our insurance carriers for certain payments made by us. However, certain indemnification payments (such as those related to "clawback" provisions in certain compensation arrangements) may not be covered under our directors' and officers' insurance coverage. We also indemnify certain fiduciaries of our employee benefit plans for liabilities incurred in their service as fiduciary whether or not they are officers of the Company. Finally, in connection with our acquisition of businesses, we may become contractually obligated to indemnify certain former and current directors, officers and employees of those businesses in accordance with pre-acquisition by-laws and/or indemnification agreements and/or applicable state law.

### **Product Warranty Liabilities**

In connection with our normal sales of equipment, including those under sales-type leases, we generally do not issue product warranties. Our arrangements typically involve a separate full service maintenance agreement with the customer. The agreements generally extend over a period equivalent to the lease term or the expected useful life of the equipment under a cash sale. The service agreements involve the payment of fees in return for our performance of repairs and maintenance. As a consequence, we do not have any significant product warranty obligations, including any obligations under customer satisfaction programs. In a few circumstances, particularly in certain cash sales, we may issue a limited product warranty if negotiated by the customer. We also issue warranties for certain of our entry level products, where full service maintenance agreements are not available. In these instances, we record warranty obligations at the time of the sale. Aggregate product warranty liability expenses for the three years ended December 31, 2013 were \$28, \$29 and \$30, respectively. Total product warranty liabilities as of December 31, 2013 and 2012 were \$14 and \$14, respectively.

### **Other Contingencies**

We have issued or provided the following guarantees as of December 31, 2013:

- \$457 for letters of credit issued to i) guarantee our performance under certain services contracts; ii) support certain insurance programs; and iii) support our obligations related to the Brazil tax and labor contingencies.
- \$736 for outstanding surety bonds. Certain contracts, primarily those involving public sector customers, require us to provide a surety bond as a guarantee of our performance of contractual obligations.

In general, we would only be liable for the amount of these guarantees in the event of default in our performance of our obligations under each contract; the probability of which we believe is remote. We believe that our capacity in the surety markets as well as under various credit arrangements (including our Credit Facility) is sufficient to allow us to respond to future requests for proposals that require such credit support.

We have service arrangements where we service third-party student loans in the Federal Family Education Loan program (FFEL) on behalf of various financial institutions. We service these loans for investors under outsourcing arrangements and do not acquire any servicing rights that are transferable by us to a third-party. At December 31, 2013, we serviced a FFEL portfolio of approximately 3.2 million loans with an outstanding principal balance of approximately \$45.8 billion. Some servicing agreements contain provisions that, under certain circumstances, require us to purchase the loans from the investor if the loan guaranty has been permanently terminated as a result of a loan default caused by our servicing error. If defaults caused by us are cured during an initial period, any obligation we may have to purchase these loans expires. Loans that we purchase may be subsequently cured, the guaranty reinstated and the loans repackaged for sale to third parties. We evaluate our exposure under our purchase obligations on defaulted loans and establish a reserve for potential losses, or default liability reserve, through a charge to the provision for loss on defaulted loans purchased. The reserve is evaluated periodically and adjusted based upon management's analysis of the historical performance of the defaulted loans. As of December 31, 2013, other current liabilities include reserves which we believe to be adequate. At December 31, 2013, other current liabilities include reserves of approximately \$3 for losses on defaulted loans purchased.

## **Note 18 - Preferred Stock**

### **Series A Convertible Preferred Stock**

We have issued 300,000 shares of Series A convertible perpetual preferred stock with an aggregate liquidation preference of \$300 and an initial fair value of \$349. The convertible preferred stock pays quarterly cash dividends at a rate of 8% per year (\$24 per year). Each share of convertible preferred stock is convertible at any time, at the option of the holder, into 89.8876 shares of common stock for a total of 26,966 thousand shares (reflecting an initial conversion price of approximately \$11.125 per share of common stock), subject to customary anti-dilution adjustments.

On or after February 5, 2015, if the closing price of our common stock exceeds 130% of the then applicable conversion price (currently \$11.125 per share of common stock) for 20 out of 30 trading days, we have the right to cause any or all of the convertible preferred stock to be converted into shares of common stock at the then applicable conversion rate. The convertible preferred stock is also convertible, at the option of the holder, upon a change in control, at the applicable conversion rate plus an additional number of shares determined by reference to the price paid for our common stock upon such change in control. In addition, upon the occurrence of certain fundamental change events, including a change in control or the delisting of Xerox's common stock, the holder of convertible preferred stock has the right to require us to redeem any or all of the convertible preferred stock in cash at a redemption price per share equal to the liquidation preference and any accrued and unpaid dividends to, but not including the redemption date. The convertible preferred stock is classified as temporary equity (i.e., apart from permanent equity) as a result of the contingent redemption feature.

## **Note 19 – Shareholders' Equity**

### **Preferred Stock**

As of December 31, 2013, we had one class of preferred stock outstanding. See Note 18 - Preferred Stock for further information. We are authorized to issue approximately 22 million shares of cumulative preferred stock, \$1.00 par value per share.

### **Common Stock**

We have 1.75 billion authorized shares of common stock, \$1.00 par value per share. At December 31, 2013, 127 million shares were reserved for issuance under our incentive compensation plans, 48 million shares were reserved for debt to equity exchanges, 27 million shares were reserved for conversion of the Series A convertible preferred stock and 1 million shares were reserved for the conversion of convertible debt.

## Treasury Stock

We account for the repurchased common stock under the cost method and include such treasury stock as a component of our common shareholder's equity. Retirement of treasury stock is recorded as a reduction of Common stock and Additional paid-in capital at the time such retirement is approved by our Board of Directors.

The following provides cumulative information relating to our share repurchase programs from their inception in October 2005 through December 31, 2013 (shares in thousands):

|                                      |    |         |
|--------------------------------------|----|---------|
| Authorized share repurchase programs | \$ | 6,500   |
| Share repurchase cost                | \$ | 5,386   |
| Share repurchase fees                | \$ | 9       |
| Number of shares repurchased         |    | 493,492 |

In 2013, the Board of Directors authorized an additional \$0.5 billion in share repurchase bringing the total cumulative authorization to \$6.5 billion. As of December 31, 2013, approximately \$1.1 billion of that authority remained available.

The following table reflects the changes in Common and Treasury stock shares (shares in thousands):

|   | Common Stock Shares | Treasury Stock Shares |
|---|---------------------|-----------------------|
| <b>Balance at December 31, 2010</b>               | 1,397,578           | —                     |
| Stock based compensation plans, net               | 11,027              | —                     |
| Contributions to U.S. pension plan <sup>(1)</sup> | 16,645              | —                     |
| Acquisition of Treasury stock                     | —                   | 87,943                |
| Cancellation of Treasury stock                    | (72,435)            | (72,435)              |
| Other   | 34                  | —                     |
| <b>Balance at December 31, 2011</b>               | 1,352,849           | 15,508                |
| Stock based compensation plans, net               | 17,343              | —                     |
| Contributions to U.S. pension plan <sup>(1)</sup> | 15,366              | —                     |
| Acquisition of Treasury stock                     | —                   | 146,278               |
| Cancellation of Treasury stock                    | (146,862)           | (146,862)             |
| <b>Balance at December 31, 2012</b>               | 1,238,696           | 14,924                |
| Stock based compensation plans, net               | 28,731              | —                     |
| Acquisition of Treasury stock                     | —                   | 65,179                |
| Cancellation of Treasury stock                    | (58,102)            | (58,102)              |
| Conversion of 2014 9% Notes                       | 996                 | —                     |
| <b>Balance at December 31, 2013</b>               | 1,210,321           | 22,001                |

(1) Refer to Note 15 - Employee Benefits Plans for additional information.

## Stock-Based Compensation

We have a long-term incentive plan whereby eligible employees may be granted restricted stock units (RSUs), performance shares (PSs) and non-qualified stock options. We grant stock-based awards in order to continue to attract and retain employees and to better align employees' interests with those of our shareholders. Each of these awards is subject to settlement with newly issued shares of our common stock. At December 31, 2013 and 2012, 59 million and 50 million shares, respectively, were available for grant of awards.

Stock-based compensation expense was as follows:

|   | Year Ended December 31, |        |        |
|---|-------------------------|--------|--------|
|   | 2013                    | 2012   | 2011   |
| Stock-based compensation expense, pre-tax | \$ 90                   | \$ 125 | \$ 123 |
| Income tax benefit recognized in earnings | 34                      | 48     | 47     |



**Restricted Stock Units:** Compensation expense is based upon the grant date market price. The compensation expense is recorded over the vesting period, which is normally three years from the date of grant, based on management's estimate of the number of shares expected to vest.

**Performance Shares:** We grant officers and selected executives PSs that vest contingent upon meeting pre-determined Revenue, Earnings per Share (EPS) and Cash Flow from Operations targets. These shares entitle the holder to one share of common stock, payable after a three-year period and the attainment of the stated goals. If the annual actual results for Revenue exceed the stated targets and if the cumulative three-year actual results for EPS and Cash Flow from Operations exceed the stated targets, then the plan participants have the potential to earn additional shares of common stock. This overachievement cannot exceed 50% of the original grant.

The fair value of PSs is based upon the market price of our stock on the date of the grant. Compensation expense is recognized over the vesting period, which is normally three years from the date of grant, based on management's estimate of the number of shares expected to vest. If the stated targets are not met, any recognized compensation cost would be reversed.

**Employee Stock Options:** With the exception of the conversion of ACS options in connection with the ACS acquisition in 2010, we have not issued any new stock options associated with our employee long-term incentive plan since 2004. All stock options previously issued under our employee long-term incentive plan are fully exercised, cancelled or expired as of December 31, 2013.

We had 14,199 thousand and 33,693 thousand of ACS options outstanding at December 31, 2013 and 2012, respectively. The ACS options at December 31, 2013 generally expire within the next 3 years. Unvested ACS options at December 31, 2013 will become fully vested by August 2014.

## Summary of Stock-based Compensation Activity

| (Shares in thousands)             | 2013          |  | 2012          |  | 2011          |  |
|-----------------------------------|---------------|--|---------------|--|---------------|--|
|                                   | Shares        | Weighted Average Grant Date Fair Value | Shares        | Weighted Average Grant Date Fair Value | Shares        | Weighted Average Grant Date Fair Value |
| <b>Restricted Stock Units</b>     |               |  |               |  |               |  |
| Outstanding at January 1          | 30,414        | \$ 9.19                                | 33,784        | \$ 8.70                                | 32,431        | \$ 8.68                                |
| Granted                           | 610           | 9.09                                   | 13,033        | 7.82                                   | 8,035         | 10.66                                  |
| Vested                            | (9,992)       | 8.43                                   | (14,848)      | 6.89                                   | (5,225)       | 11.64                                  |
| Cancelled                         | (1,953)       | 8.77                                   | (1,555)       | 8.97                                   | (1,457)       | 8.57                                   |
| <b>Outstanding at December 31</b> | <b>19,079</b> | <b>9.62</b>                            | <b>30,414</b> | <b>9.19</b>                            | <b>33,784</b> | <b>8.70</b>                            |
| <b>Performance Shares</b>         |               |  |               |  |               |  |
| Outstanding at January 1          | 14,536        | \$ 8.74                                | 9,763         | \$ 9.21                                | 7,771         | \$ 9.78                                |
| Granted                           | 1,839         | 7.97                                   | 5,193         | 7.87                                   | 4,852         | 10.42                                  |
| Vested                            | (6,817)       | 8.03                                   | —             | —                                      | (1,587)       | 12.84                                  |
| Cancelled                         | (1,500)       | 8.82                                   | (420)         | 8.96                                   | (1,273)       | 12.79                                  |
| <b>Outstanding at December 31</b> | <b>8,058</b>  | <b>9.15</b>                            | <b>14,536</b> | <b>8.74</b>                            | <b>9,763</b>  | <b>9.21</b>                            |
| <b>Stock Options</b>              |               |  |               |  |               |  |
| Outstanding at January 1          | 33,732        | \$ 6.86                                | 50,070        | \$ 6.98                                | 71,038        | \$ 8.00                                |
| Granted                           | —             | —                                      | —             | —                                      | —             | —                                      |
| Cancelled/expired                 | (1,298)       | 6.53                                   | (8,617)       | 8.58                                   | (14,889)      | 8.38                                   |
| Exercised                         | (18,235)      | 6.82                                   | (7,721)       | 5.69                                   | (6,079)       | 8.21                                   |
| <b>Outstanding at December 31</b> | <b>14,199</b> | <b>6.95</b>                            | <b>33,732</b> | <b>6.86</b>                            | <b>50,070</b> | <b>6.98</b>                            |
| <b>Exercisable at December 31</b> | <b>12,164</b> | <b>7.06</b>                            | <b>28,676</b> | <b>6.95</b>                            | <b>39,987</b> | <b>7.14</b>                            |

In 2013, we deferred the annual grant of RSUs and PSs from July 1, 2013 to January 1, 2014. RSUs granted in 2013 represent off-cycle awards while PSs granted in 2013 represent overachievement shares associated with the 2010 PSs grant, which vested in 2013. Commencing in 2014, the annual award cycle will be granted entirely in PSs and on January 1, 2014, we granted 8,395 thousand PSs with a grant date fair value of \$12.17 per share.

The total unrecognized compensation cost related to non-vested stock-based awards at December 31, 2013 was as follows:

| Awards                 | Unrecognized Compensation | Remaining Weighted-Average Vesting Period (Years) |
|------------------------|---------------------------|---|
| Restricted Stock Units | \$ 60                     | 1.3   |
| Performance Shares     | 20                        | 1.3   |
| Stock Options          | 4                         | 0.6   |
| <b>Total</b>           | <b>\$ 84</b>              |   |

The aggregate intrinsic value of outstanding RSUs and PSs awards was as follows:

| Awards                 | December 31, 2013 |
|------------------------|-------------------|
| Restricted Stock Units | \$ 232            |
| Performance Shares     | 98                |

Information related to stock options outstanding and exercisable at December 31, 2013 was as follows:

|   | Options     |             |
|---|-------------|-------------|
|   | Outstanding | Exercisable |
| Aggregate intrinsic value                           | \$ 74       | \$ 62       |
| Weighted-average remaining contractual life (years) | 3.3         | 3.0         |

The total intrinsic value and actual tax benefit realized for vested and exercised stock-based awards was as follows:

| Awards                 | December 31, 2013     |               |             | December 31, 2012     |               |             | December 31, 2011     |               |             |
|------------------------|-----------------------|---------------|-------------|-----------------------|---------------|-------------|-----------------------|---------------|-------------|
|                        | Total Intrinsic Value | Cash Received | Tax Benefit | Total Intrinsic Value | Cash Received | Tax Benefit | Total Intrinsic Value | Cash Received | Tax Benefit |
| Restricted Stock Units | \$ 91                 | \$ —          | \$ 30       | \$ 117                | \$ —          | \$ 33       | \$ 56                 | \$ —          | \$ 22       |
| Performance Shares     | 62                    | —             | 22          | —                     | —             | —           | 17                    | —             | 6           |
| Stock Options          | 51                    | 124           | 19          | 12                    | 44            | 4           | 18                    | 44            | 7           |

No Performance Shares vested in 2012 since the 2009 primary award grant that normally would have vested in 2012 was replaced with a grant of Restricted Stock Units with a market based condition and therefore were accounted and reported for as part of Restricted Stock Units.

## Note 20 – Other Comprehensive Income

Other Comprehensive Income is comprised of the following:

|   | Year Ended December 31, |            |          |            |            |            |
|---|-------------------------|------------|----------|------------|------------|------------|
|   | 2013                    |            | 2012     |            | 2011       |            |
|   | Pre-tax                 | Net of Tax | Pre-tax  | Net of Tax | Pre-tax    | Net of Tax |
| <b>Translation Adjustments (Losses) Gains</b>                           | \$ (194)                | \$ (185)   | \$ 104   | \$ 113     | \$ (103)   | \$ (105)   |
| <b>Unrealized (Losses) Gains:</b>                                       |                         |            |          |            |            |            |
| Changes in fair value of cash flow hedges - (losses) gains              | (126)                   | (89)       | (50)     | (35)       | 30         | 22         |
| Changes in cash flow hedges reclassified to earnings <sup>(1)</sup>     | 123                     | 86         | (37)     | (28)       | (14)       | (9)        |
| Other gains (losses)  | 3                       | 3          | —        | —          | (1)        | (1)        |
| <b>Net Unrealized (Losses) Gains</b>                                    | —                       | —          | (87)     | (63)       | 15         | 12         |
| <b>Defined Benefit Plans Gains (Losses):</b>                            |                         |            |          |            |            |            |
| Net actuarial/prior service gains (losses)                              | 729                     | 483        | (852)    | (578)      | (872)      | (607)      |
| Prior service amortization <sup>(2)</sup>                               | (45)                    | (29)       | (64)     | (39)       | 39         | 24         |
| Actuarial loss amortization <sup>(2)</sup>                              | 260                     | 172        | 190      | 124        | 50         | 36         |
| Curtailement gain - recognition of prior service credit                 | —                       | —          | —        | —          | (107)      | (66)       |
| Fuji Xerox changes in defined benefit plans, net <sup>(3)</sup>         | 23                      | 23         | (13)     | (13)       | (31)       | (31)       |
| Other (losses) gains <sup>(4)</sup>                                     | (17)                    | (17)       | (55)     | (55)       | 8          | 8          |
| <b>Changes in Defined Benefit Plans Gains (Losses)</b>                  | 950                     | 632        | (794)    | (561)      | (913)      | (636)      |
| <b>Other Comprehensive Income (Loss)</b>                                | 756                     | 447        | (777)    | (511)      | (1,001)    | (729)      |
| Less: Other comprehensive loss attributable to noncontrolling interests | (1)                     | (1)        | —        | —          | (1)        | (1)        |
| <b>Other Comprehensive Income (Loss) Attributable to Xerox</b>          | \$ 757                  | \$ 448     | \$ (777) | \$ (511)   | \$ (1,000) | \$ (728)   |

(1) Reclassified to Cost of sales - refer to Note 13 - Financial Instruments for additional information regarding our cash flow hedges.

(2) Reclassified to Total Net Periodic Benefit Cost - refer to Note 15 - Employee Benefit Plans for additional information.

(3) Represents our share of Fuji Xerox's benefit plan changes.

(4) Primarily represents currency impact on cumulative amount of benefit plan net actuarial losses and prior service credits included in AOCL.

## Accumulated Other Comprehensive Loss (AOCL)

AOCL is comprised of the following:

|   | December 31, |            |            |
|---|--------------|------------|------------|
|   | 2013         | 2012       | 2011       |
| Cumulative translation adjustments  | \$ (1,010)   | \$ (826)   | \$ (939)   |
| Benefit plans net actuarial losses and prior service credits <sup>(1)</sup> | (1,732)      | (2,364)    | (1,803)    |
| Other unrealized (losses) gains, net  | (37)         | (37)       | 26         |
| <b>Total Accumulated Other Comprehensive Loss Attributable to Xerox</b>     | \$ (2,779)   | \$ (3,227) | \$ (2,716) |

(1) Includes our share of Fuji Xerox.

## Note 21 – Earnings per Share

The following table sets forth the computation of basic and diluted earnings per share of common stock (shares in thousands):

|  | Year Ended December 31, |                  |                  |
|--|-------------------------|------------------|------------------|
|  | 2013                    | 2012             | 2011             |
| <b>Basic Earnings per Share:</b>   |                         |                  |                  |
| Net income from continuing operations attributable to Xerox  | \$ 1,185                | \$ 1,184         | \$ 1,274         |
| Accrued dividends on preferred stock   | (24)                    | (24)             | (24)             |
| <b>Net Income From Continuing Operations Available to Common Shareholders</b>  | <b>\$ 1,161</b>         | <b>\$ 1,160</b>  | <b>\$ 1,250</b>  |
| Net (loss) income from discontinued operations attributable to Xerox   | (26)                    | 11               | 21               |
| <b>Adjusted Net Income Available to Common Shareholders</b>  | <b>\$ 1,135</b>         | <b>\$ 1,171</b>  | <b>\$ 1,271</b>  |
| Weighted-average common shares outstanding   | 1,225,486               | 1,302,053        | 1,388,096        |
| <b>Basic Earnings (Loss) per Share:</b>  |                         |                  |                  |
| Continuing operations  | \$ 0.95                 | \$ 0.89          | \$ 0.90          |
| Discontinued operations  | (0.02)                  | 0.01             | 0.02             |
| <b>Total Basic Earnings per Share</b>  | <b>\$ 0.93</b>          | <b>\$ 0.90</b>   | <b>\$ 0.92</b>   |
| <b>Diluted Earnings per Share:</b>   |                         |                  |                  |
| Net income from continuing operations attributable to Xerox  | \$ 1,185                | \$ 1,184         | \$ 1,274         |
| Accrued dividends on preferred stock   | —                       | (24)             | —                |
| Interest on convertible securities, net  | 1                       | 1                | 1                |
| <b>Adjusted Net Income From Continuing Operations Available to Common Shareholders</b>   | <b>\$ 1,186</b>         | <b>\$ 1,161</b>  | <b>\$ 1,275</b>  |
| Net (loss) income from discontinued operations attributable to Xerox   | (26)                    | 11               | 21               |
| <b>Adjusted Net Income Available to Common Shareholders</b>  | <b>\$ 1,160</b>         | <b>\$ 1,172</b>  | <b>\$ 1,296</b>  |
| Weighted-average common shares outstanding   | 1,225,486               | 1,302,053        | 1,388,096        |
| <b>Common shares issuable with respect to:</b>   |                         |                  |                  |
| Stock options  | 5,401                   | 4,335            | 9,727            |
| Restricted stock and performance shares  | 13,931                  | 20,804           | 16,993           |
| Convertible preferred stock  | 26,966                  | —                | 26,966           |
| Convertible securities   | 1,743                   | 1,992            | 1,992            |
| <b>Adjusted Weighted Average Common Shares Outstanding</b>   | <b>1,273,527</b>        | <b>1,329,184</b> | <b>1,443,774</b> |
| <b>Diluted Earnings (Loss) per Share:</b>  |                         |                  |                  |
| Continuing operations  | \$ 0.93                 | \$ 0.87          | \$ 0.88          |
| Discontinued operations  | (0.02)                  | 0.01             | 0.02             |
| <b>Total Diluted Earnings per Share</b>  | <b>\$ 0.91</b>          | <b>\$ 0.88</b>   | <b>\$ 0.90</b>   |
| <b>The following securities were not included in the computation of diluted earnings per share because to do so would have been anti-dilutive (shares in thousands):</b> |                         |                  |                  |
| Stock options  | 8,798                   | 29,397           | 40,343           |
| Restricted stock and performance shares  | 12,411                  | 23,430           | 26,018           |
| Convertible preferred stock  | —                       | 26,966           | —                |
| <b>Total Anti-Dilutive Securities</b>  | <b>21,209</b>           | <b>79,793</b>    | <b>66,361</b>    |
| <b>Dividends per Common Share</b>  | <b>\$ 0.23</b>          | <b>\$ 0.17</b>   | <b>\$ 0.17</b>   |

## Note 22 – Subsequent Event

In January 2014, we acquired Invoco Holding GmbH (Invoco), a German company, for approximately \$59 (€42) in cash. The acquisition of Invoco expands our European customer care services and provides our global customers immediate access to German-language customer care services and provides Invoco's existing customers access to our broad business process outsourcing capabilities. We are in the process of determining the purchase price allocation for this acquisition.

## QUARTERLY RESULTS OF OPERATIONS (Unaudited)

(in millions, except per-share data)

|  | First Quarter <sup>(1)</sup> | Second Quarter | Third Quarter | Fourth Quarter | Full Year |
|--|------------------------------|----------------|---------------|----------------|-----------|
| <b>2013</b>  |                              |                |               |                |           |
| <b>Revenues</b>  | \$ 5,202                     | \$ 5,402       | \$ 5,262      | \$ 5,569       | \$ 21,435 |
| Costs and Expenses                                     | 4,902                        | 5,070          | 4,927         | 5,224          | 20,123    |
| <b>Income before Income Taxes and Equity Income</b>    | 300                          | 332            | 335           | 345            | 1,312     |
| Income tax expense                                     | 50                           | 68             | 85            | 73             | 276       |
| Equity in net income of unconsolidated affiliates      | 47                           | 36             | 43            | 43             | 169       |
| <b>Income from Continuing Operations</b>               | \$ 297                       | \$ 300         | \$ 293        | \$ 315         | \$ 1,205  |
| Income (loss) from discontinued operations, net of tax | 3                            | (23)           | (2)           | (4)            | (26)      |
| <b>Net Income</b>                                      | \$ 300                       | \$ 277         | \$ 291        | \$ 311         | \$ 1,179  |
| Less: Net income - noncontrolling interests            | 4                            | 6              | 5             | 5              | 20        |
| <b>Net Income Attributable to Xerox</b>                | \$ 296                       | \$ 271         | \$ 286        | \$ 306         | \$ 1,159  |

### Basic Earnings per Share:

|                                       |         |         |         |         |         |
|---------------------------------------|---------|---------|---------|---------|---------|
| Continuing operations                 | \$ 0.23 | \$ 0.24 | \$ 0.23 | \$ 0.25 | \$ 0.95 |
| Discontinued operations               | —       | (0.02)  | —       | —       | (0.02)  |
| <b>Total Basic Earnings per Share</b> | \$ 0.23 | \$ 0.22 | \$ 0.23 | \$ 0.25 | \$ 0.93 |

### Diluted Earnings per Share<sup>(2)</sup>:

|   |         |         |         |         |         |
|---|---------|---------|---------|---------|---------|
| Continuing operations                   | \$ 0.23 | \$ 0.23 | \$ 0.22 | \$ 0.25 | \$ 0.93 |
| Discontinued operations                 | —       | (0.02)  | —       | (0.01)  | (0.02)  |
| <b>Total Diluted Earnings per Share</b> | \$ 0.23 | \$ 0.21 | \$ 0.22 | \$ 0.24 | \$ 0.91 |

## 2012<sup>(1)</sup>

|   |          |          |          |          |           |
|---|----------|----------|----------|----------|-----------|
| <b>Revenues</b>                                     | \$ 5,331 | \$ 5,368 | \$ 5,275 | \$ 5,763 | \$ 21,737 |
| Costs and Expenses                                  | 5,026    | 5,021    | 4,961    | 5,397    | 20,405    |
| <b>Income before Income Taxes and Equity Income</b> | 305      | 347      | 314      | 366      | 1,332     |
| Income tax expense                                  | 75       | 64       | 62       | 71       | 272       |
| Equity in net income of unconsolidated affiliates   | 40       | 31       | 34       | 47       | 152       |
| <b>Income from Continuing Operations</b>            | 270      | 314      | 286      | 342      | 1,212     |
| Income from discontinued operations, net of tax     | 6        | 2        | 2        | 1        | 11        |
| <b>Net Income</b>                                   | 276      | 316      | 288      | 343      | 1,223     |
| Less: Net income - noncontrolling interests         | 7        | 7        | 6        | 8        | 28        |
| <b>Net Income Attributable to Xerox</b>             | \$ 269   | \$ 309   | \$ 282   | \$ 335   | \$ 1,195  |

### Basic Earnings per Share<sup>(2)</sup>:

|  |         |         |         |         |         |
|--|---------|---------|---------|---------|---------|
| Continuing operations                  | \$ 0.19 | \$ 0.23 | \$ 0.21 | \$ 0.26 | \$ 0.89 |
| Discontinued operations                | 0.01    | —       | —       | —       | 0.01    |
| <b>Total Basic Earnings per Share:</b> | \$ 0.20 | \$ 0.23 | \$ 0.21 | \$ 0.26 | \$ 0.90 |

### Diluted Earnings per Share<sup>(2)</sup>:

|   |         |         |         |         |         |
|---|---------|---------|---------|---------|---------|
| Continuing operations                   | \$ 0.19 | \$ 0.22 | \$ 0.21 | \$ 0.26 | \$ 0.87 |
| Discontinued operations                 | —       | —       | —       | —       | 0.01    |
| <b>Total Diluted Earnings per Share</b> | \$ 0.19 | \$ 0.22 | \$ 0.21 | \$ 0.26 | \$ 0.88 |

(1) First quarter 2013 and all periods of 2012 have been restated to reflect the 2013 disposition of our North American (Canada and U.S.) and Western European Paper Businesses as Discontinued Operations. Refer to Note 3 - Acquisitions and Divestitures in our Consolidated Financial Statements for additional information.

(2) The sum of quarterly earnings per share may differ from the full-year amounts due to rounding, or in the case of diluted earnings per share, because securities that are anti-dilutive in certain quarters may not be anti-dilutive on a full-year basis.

## ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None

## ITEM 9A. CONTROLS AND PROCEDURES

### Management's Responsibility for Financial Statements

Our management is responsible for the integrity and objectivity of all information presented in this annual report. The consolidated financial statements were prepared in conformity with accounting principles generally accepted in the United States of America and include amounts based on management's best estimates and judgments. Management believes the consolidated financial statements fairly reflect the form and substance of transactions and that the financial statements fairly represent the Company's financial position and results of operations.

The Audit Committee of the Board of Directors, which is composed solely of independent directors, meets regularly with the independent auditors, PricewaterhouseCoopers LLP, the internal auditors and representatives of management to review accounting, financial reporting, internal control and audit matters, as well as the nature and extent of the audit effort. The Audit Committee is responsible for the engagement of the independent auditors. The independent auditors and internal auditors have access to the Audit Committee.

### Disclosure Controls and Procedures

The Company's management evaluated, with the participation of our principal executive officer and principal financial officer, or persons performing similar functions, the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as of the end of the period covered by this report. Based on this evaluation, our principal executive officer and principal financial officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective to ensure that information we are required to disclose in the reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms relating to Xerox Corporation, including our consolidated subsidiaries, and was accumulated and communicated to the Company's management, including the principal executive officer and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

### Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in the rules promulgated under the Securities Exchange Act of 1934. Under the supervision and with the participation of our management, including our principal executive, financial and accounting officers, we have conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in "Internal Control - Integrated Framework (1992)" issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Based on the above evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2013.

The effectiveness of our internal control over financial reporting as of December 31, 2013 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears in Part II, Item 8 of this Form 10-K.

### Changes in Internal Control over Financial Reporting

In connection with the evaluation required by paragraph (d) of Rule 13a-15 under the Exchange Act, there was no change identified in our internal control over financial reporting that occurred during the last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## ITEM 9B. OTHER INFORMATION

None.

## PART III

### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information regarding directors is incorporated herein by reference to the section entitled "Proposal 1 - Election of Directors" in our definitive Proxy Statement (2014 Proxy Statement) to be filed pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended, for our Annual Meeting of Stockholders to be held on May 20, 2014. The Proxy Statement will be filed within 120 days after the end of our fiscal year ended December 31, 2013.

The information regarding compliance with Section 16(a) of the Securities and Exchange Act of 1934 is incorporated herein by reference to the section entitled "Section 16(a) Beneficial Ownership Reporting Compliance" of our 2014 Proxy Statement.

The information regarding the Audit Committee, its members and the Audit Committee financial experts is incorporated by reference herein from the subsection entitled "Committee Functions, Membership and Meetings" in the section entitled "Proposal 1 - Election of Directors" in our 2014 Proxy Statement.

We have adopted a code of ethics applicable to our principal executive officer, principal financial officer and principal accounting officer. The Finance Code of Conduct can be found on our website at: <http://www.xerox.com/investor> and then clicking on Corporate Governance. Information concerning our Finance Code of Conduct can be found under "Corporate Governance" in our 2014 definitive Proxy Statement and is incorporated here by reference.

#### Executive Officers of Xerox

The following is a list of the executive officers of Xerox, their current ages, their present positions and the year appointed to their present positions.

Each officer is elected to hold office until the meeting of the Board of Directors held on the day of the next annual meeting of shareholders, subject to the provisions of the By-Laws.

| Name                   | Age | Present Position  | Year Appointed to Present Position | Xerox Officer Since |
|------------------------|-----|---|------------------------------------|---------------------|
| Ursula M. Burns*       | 55  | Chairman of the Board and Chief Executive Officer                             | 2010                               | 1997                |
| Lynn R. Blodgett       | 59  | Executive Vice President;<br>President, Services Business                     | 2012                               | 2010                |
| James A. Firestone     | 59  | Executive Vice President;<br>President, Corporate Strategy & Asian Operations | 2008                               | 1998                |
| Kathryn A. Mikells     | 48  | Executive Vice President and<br>Chief Financial Officer                       | 2013                               | 2013                |
| Armando Zagalo de Lima | 55  | Executive Vice President;<br>President, Technology Business                   | 2012                               | 2000                |
| Don H. Liu             | 52  | Senior Vice President,<br>General Counsel and Secretary                       | 2007                               | 2007                |
| Thomas J. Maddison     | 50  | Senior Vice President, Chief Human Resources Officer                          | 2010                               | 2010                |
| Herve Tessler          | 50  | Senior Vice President,<br>President, Corporate Operations                     | 2014                               | 2010                |
| Joseph H. Mancini, Jr. | 55  | Vice President and Chief Accounting Officer                                   | 2013                               | 2010                |
| Leslie F. Varon        | 57  | Vice President, Finance and Corporate Controller                              | 2010                               | 2001                |

\* Member of Xerox Board of Directors

Each officer named above, with the exception of Lynn R. Blodgett and Kathryn A. Mikells, has been an officer or an executive of Xerox or its subsidiaries for at least the past five years.

Prior to joining Xerox in 2010 through our acquisition of Affiliated Computer Services, Inc. (ACS), Mr. Blodgett was President and Chief Executive Officer of ACS since 2006. Prior to that he served as Executive Vice President and Chief Operating Officer of ACS from 2005-2006 and before that he served as Executive Vice President and Group President - Commercial Solutions of ACS since July 1999.

Prior to joining Xerox in 2013, Ms. Mikells was with ADT Corporation where she was Chief Financial Officer from April 2012 to 2013. Prior to that she was Chief Financial Officer with Nalco and before that she held various senior leadership roles during her 16 year career with UAL Corporation.

#### **ITEM 11. EXECUTIVE COMPENSATION**

The information included under the following captions under "Proposal 1-Election of Directors" in our 2014 definitive Proxy Statement is incorporated herein by reference: "Compensation Discussion and Analysis", "Summary Compensation Table", "Grants of Plan-Based Awards in 2013", "Outstanding Equity Awards at 2013 Fiscal Year-End", "Option Exercises and Stock Vested in 2013", "Pension Benefits for the 2013 Fiscal Year", "Nonqualified Deferred Compensation for the 2013 Fiscal Year", "Potential Payments upon Termination or Change in Control", "Summary of Director Annual Compensation, "Compensation Committee Interlocks and Insider Participation" and "Compensation Committee". The information included under the heading "Compensation Committee Report" in our 2014 definitive Proxy Statement is incorporated herein by reference; however, this information shall not be deemed to be "soliciting material" or to be "filed" with the Commission or subject to Regulation 14A or 14C, or to the liabilities of Section 18 of the Exchange Act of 1934, as amended.

#### **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

Information regarding security ownership of certain beneficial owners and management and securities authorized for issuance under equity compensation plans is incorporated herein by reference to the subsections entitled "Ownership of Company Securities," and "Equity Compensation Plan Information" under "Proposal 1- Election of Directors" in our 2014 definitive Proxy Statement.

#### **ITEM 13. CERTAIN RELATIONSHIPS, RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE**

Information regarding certain relationships and related transactions is incorporated herein by reference to the subsection entitled "Certain Relationships and Related Person Transactions" under "Proposal 1- Election of Directors" in our 2014 definitive Proxy Statement. The information regarding director independence is incorporated herein by reference to the subsections entitled "Corporate Governance" and "Director Independence" in the section entitled "Proposal 1 - Election of Directors" in our 2014 definitive Proxy Statement.

#### **ITEM 14. PRINCIPAL AUDITOR FEES AND SERVICES**

The information regarding principal auditor fees and services is incorporated herein by reference to the section entitled "Proposal 2 - Ratification of Election of Independent Registered Public Accounting Firm" in our 2014 definitive Proxy Statement.



## PART IV

### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

- (a) (1) Index to Financial Statements and Financial Statement Schedule, incorporated by reference or filed as part of this report:
- Report of Independent Registered Public Accounting Firm including Report on Financial Statement Schedule;
  - Consolidated Statements of Income for each of the years in the three-year period ended December 31, 2013;
  - Consolidated Statements of Comprehensive Income for each of the years in the three-year period ended December 31, 2013;
  - Consolidated Balance Sheets as of December 31, 2013 and 2012;
  - Consolidated Statements of Cash Flows for each of the years in the three-year period ended December 31, 2013;
  - Consolidated Statements of Shareholders' Equity for each of the years in the three-year period ended December 31, 2013;
  - Notes to the Consolidated Financial Statements;
  - Schedule II - Valuation and Qualifying Accounts for the three years ended December 31, 2013; and
  - All other schedules are omitted as they are not applicable, or the information required is included in the financial statements or notes thereto.
- (2) Supplementary Data:
- Quarterly Results of Operations (unaudited); and
  - Five Years in Review.
- (3) The exhibits filed herewith or incorporated herein by reference are set forth in the Index of Exhibits included herein.
- (b) The management contracts or compensatory plans or arrangements listed in the "Index of Exhibits" that are applicable to the executive officers named in the Summary Compensation Table which appears in Registrant's 2014 Proxy Statement or to our directors are preceded by an asterisk (\*).

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

## XEROX CORPORATION

/s/ URSULA M. BURNS

\_\_\_\_\_  
Ursula M. Burns  
Chairman of the Board and  
Chief Executive Officer  
February 21, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

February 21, 2014

| Signature   | Title   |
|---|---|
| <b>Principal Executive Officer:</b>                           |   |
| /s/ URSULA M. BURNS<br>_____<br>Ursula M. Burns               | Chairman of the Board, Chief Executive Officer and Director |
| <b>Principal Financial Officer:</b>                           |   |
| /s/ KATHRYN A. MIKELLS<br>_____<br>Kathryn A. Mikells         | Executive Vice President and Chief Financial Officer        |
| <b>Principal Accounting Officer:</b>                          |   |
| /s/ JOSEPH H. MANCINI, JR.<br>_____<br>Joseph H. Mancini, Jr. | Vice President and Chief Accounting Officer                 |
| /s/ GLENN A. BRITT<br>_____<br>Glenn A. Britt                 | Director  |
| /s/ RICHARD J. HARRINGTON<br>_____<br>Richard J. Harrington   | Director  |
| /s/ WILLIAM CURT HUNTER<br>_____<br>William Curt Hunter       | Director  |
| /s/ ROBERT J. KEEGAN<br>_____<br>Robert J. Keegan             | Director  |
| /s/ ROBERT A. McDONALD<br>_____<br>Robert A. McDonald         | Director  |
| /s/ CHARLES PRINCE<br>_____<br>Charles Prince                 | Director  |
| /s/ ANN N. REESE<br>_____<br>Ann N. Reese                     | Director  |
| /s/ SARA MARTINEZ TUCKER<br>_____<br>Sara Martinez Tucker     | Director  |
| /s/ MARY AGNES WILDEROTTER<br>_____<br>Mary Agnes Wilderotter | Director  |

**SCHEDULE II**  
**VALUATION AND QUALIFYING ACCOUNTS**  
For the three years ended December 31, 2013

| (in millions)                     | Balance<br>at beginning<br>of period | Additions<br>charged to<br>bad debt<br>provision <sup>(1)</sup> | Amounts<br>(credited)<br>charged to<br>other income<br>statement<br>accounts <sup>(1)</sup> | Deductions<br>and other, net<br>of recoveries <sup>(2)</sup> | Balance<br>at end<br>of period |
|-----------------------------------|--------------------------------------|---|---|--|--------------------------------|
| <b>2013 Allowance for Losses:</b> |                                      |   |   |  |                                |
| Accounts Receivable               | \$ 108                               | \$ 39   | \$ (2)  | \$ (33)  | \$ 112                         |
| Finance Receivables               | 170                                  | 81  | 5   | (102)  | 154                            |
|                                   | <u>\$ 278</u>                        | <u>\$ 120</u>   | <u>\$ 3</u>   | <u>\$ (135)</u>  | <u>\$ 266</u>                  |
| <b>2012 Allowance for Losses:</b> |                                      |   |   |  |                                |
| Accounts Receivable               | \$ 102                               | \$ 44   | \$ 3  | \$ (41)  | \$ 108                         |
| Finance Receivables               | 201                                  | 75  | 5   | (111)  | 170                            |
|                                   | <u>\$ 303</u>                        | <u>\$ 119</u>   | <u>\$ 8</u>   | <u>\$ (152)</u>  | <u>\$ 278</u>                  |
| <b>2011 Allowance for Losses:</b> |                                      |   |   |  |                                |
| Accounts Receivable               | \$ 112                               | \$ 57   | \$ (1)  | \$ (66)  | \$ 102                         |
| Finance Receivables               | 212                                  | 100   | (2)   | (109)  | 201                            |
|                                   | <u>\$ 324</u>                        | <u>\$ 157</u>   | <u>\$ (3)</u>   | <u>\$ (175)</u>  | <u>\$ 303</u>                  |

(1) Bad debt provisions relate to estimated losses due to credit and similar collectability issues. Other charges (credits) relate to adjustments to reserves necessary to reflect events of non-payment such as customer accommodations and contract terminations.

(2) Deductions and other, net of recoveries primarily relates to receivable write-offs, but also includes the impact of foreign currency translation adjustments and recoveries of previously written off receivables.

**INDEX OF EXHIBITS**  
**Document and Location**

- 3(a) Restated Certificate of Incorporation of Registrant filed with the Department of State of the State of New York on February 21, 2013.  
Incorporated by reference to Exhibit 3(a) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2012. See SEC File Number 001-04471.
- 3(b) By-Laws of Registrant, as amended through May 21, 2009.  
Incorporated by reference to Exhibit 3(b) to Registrant's Current Report on Form 8-K dated May 21, 2009 (filed May 28, 2009). See SEC File Number 001-04471.
- 4(a)(1) Indenture dated as of December 1, 1991, between Registrant and Citibank, N.A., as trustee, relating to unlimited amounts of debt securities, which may be issued from time to time by Registrant when and as authorized by or pursuant to a resolution of Registrant's Board of Directors (the "December 1991 Indenture").  
Incorporated by reference to Exhibit 4(a) to Registrant's Registration Statement Nos. 33-44597, 33-49177 and 33-54629. See SEC File Number 001-04471.
- 4(a)(2) Instrument of Resignation, Appointment and Acceptance dated as of February 1, 2001, among Registrant, Citibank, N.A., as resigning trustee, and Wilmington Trust Company, as successor trustee, relating to the December 1991 Indenture.  
Incorporated by reference to Exhibit 4(a)(2) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2000 filed on June 7, 2001. See SEC File Number 001-04471.
- 4(a)(3) Instrument of Resignation, Appointment and Acceptance dated as of July 30, 2008, among Registrant, Wilmington Trust Company, as prior trustee, Citibank, N.A. as prior paying agent, registrar and issuing and paying agent, and The Bank of New York Mellon, as successor trustee, relating to the December 1991 Indenture.  
Incorporated by reference to Exhibit 4(a)(3) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2008. See SEC File Number 001-04471.
- 4(b)(1) Indenture, dated as of June 25, 2003, between Registrant and Wells Fargo, as trustee, relating to unlimited amounts of debt securities which may be issued from time to time by Registrant when and as authorized by or pursuant to a resolution of Registrant's Board of Directors (the "June 25, 2003 Indenture").  
Incorporated by reference to Exhibit 4.1 to Registrant's Current Report on Form 8-K dated June 25, 2003. See SEC File Number 001-04471.
- 4(b)(2) Form of Third Supplemental Indenture, dated as of March 20, 2006, to the June 25, 2003 Indenture.  
Incorporated by reference to Exhibit 4(b)(6) to Registrant's Current Report on Form 8-K dated March 20, 2006. See SEC File Number 001-04471.
- 4(b)(3) Form of Fourth Supplemental Indenture, dated as of August 18, 2006, to the June 25, 2003 Indenture.  
Incorporated by reference to Exhibit 4(b)(7) to Registrant's Current Report on Form 8-K dated August 18, 2006. See SEC File Number 001-04471.
- 4(b)(4) Form of Sixth Supplemental Indenture, dated as of May 17, 2007 to the June 25, 2003 Indenture.  
Incorporated by reference to Exhibit 4(b)(2) to Registrant's Registration Statement No. 333-142900. See SEC File Number 001-04471.
- 4(c) Form of Credit Agreement dated as of December 16, 2011 between Registrant and the Initial Lenders named therein, Citibank, N.A., as Administrative Agent, and Citigroup Global Markets Inc., J.P. Morgan Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and BNP Paribas Securities Corp. as Joint Lead Arrangers and Joint Bookrunners (the "Credit Agreement").  
Incorporated by reference to Exhibit 4(d) to Registrant's Current Report on Form 8-K dated December 16, 2011. See SEC File Number 001-04471.
- 4(d) Form of Indenture dated as of December 4, 2009 between Xerox Corporation and the Bank of New York Mellon, as trustee, relating to an unlimited amount of senior debt securities.  
Incorporated by reference to Exhibit 4(b)(5) to Post-Effective Amendment No. 1 to Registrant's Registration Statement No. 333-142900. See SEC File Number 001-04471.
- 4(e)(1) Indenture, dated as of June 6, 2005, by and between Affiliated Computer Services, Inc. ("ACS") as Issuer and The Bank of New York Trust Company, N.A. as Trustee (the "June 6, 2005 Indenture").

Incorporated by reference to Exhibit 4.1 to ACS's Current Report on Form 8-K, filed June 6, 2005. See SEC File Number 001-12665.

4(e)(2) Second Supplemental Indenture, dated as of June 6, 2005, to the June 6, 2005 Indenture.

Incorporated by reference to Exhibit 4.3 to ACS's Current Report on Form 8-K, filed June 6, 2005. See SEC File Number 001-12665.

4(e)(3) Third Supplemental Indenture, dated as of February 5, 2010, to the June 6, 2005 Indenture between Boulder Acquisition Corp., the successor to ACS, and The Bank of New York Trust Company, N.A.

Incorporated by reference to Exhibit 4(j)(4) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2009. See SEC File Number 001-04471.

4(f) Instruments with respect to long-term debt where the total amount of securities authorized thereunder does not exceed 10 percent of the total assets of Registrant and its subsidiaries on a consolidated basis have not been filed. Registrant agrees to furnish to the Commission a copy of each such instrument upon request.

10 The management contracts or compensatory plans or arrangements listed below that are applicable to the executive officers named in the Summary Compensation Table which appears in Registrant's 2014 Proxy Statement or to our directors are preceded by an asterisk (\*).

\*10(a)(1) Registrant's Form of Separation Agreement (with salary continuance) - February 2010.

Incorporated by reference to Exhibit 10(a)(1) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2009. See SEC File Number 001-04471.

\*10(a)(2) Registrant's Form of Separation Agreement (without salary continuance) - February 2010.

Incorporated by reference to Exhibit 10(a)(2) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2009. See SEC File Number 001-04471.

10(b) [Reserved]

\*10(c)(1) Registrant's 1996 Non-employee Director Stock Option Plan, as amended and restated December 5, 2007 ("1996 NDSOP").

Incorporated by reference to Exhibit 10(c)(1) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2007. See SEC File Number 001-04471.

\*10(c)(2) Amendment dated December 5, 2007 to 1996 NDSOP.

Incorporated by reference to Exhibit 10(c)(2) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2007. See SEC File Number 001-04471.

\*10(d)(1) Registrant's 2004 Equity Compensation Plan for Non-Employee Directors, as amended and restated as of May 21, 2013 ("2004 ECPNED").

\*10(d)(2) Form of Agreement under 2004 ECPNED.

Incorporated by reference to Exhibit 10(d)(2) to Registrant's Quarterly Report on Form 10-Q for the Quarter ended March 31, 2005. See SEC File Number 001-04471.

\*10(d)(3) Form of Grant Summary under 2004 ECPNED.

Incorporated by reference to Exhibit 10(d)(3) to Registrant's Quarterly Report on Form 10-Q for the Quarter ended March 31, 2005. See SEC File Number 001-04471.

\*10(d)(4) Form of DSU Deferral under 2004 ECPNED.

Incorporated by reference to Exhibit 10(d)(4) to Registrant's Quarterly Report on Form 10-Q for the Quarter ended March 31, 2005. See SEC File Number 001-04471.

\*10(e)(1) Registrant's 2004 Performance Incentive Plan, as amended and restated as of December 4, 2007 ("2007-2 PIP").

Incorporated by reference to Exhibit 10(e)(15) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2007. See SEC File Number 001-04471.

\*10(e)(2) Amendment dated December 4, 2007 to 2007-2 PIP.

Incorporated by reference to Exhibit 10(e)(20) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2007. See SEC File Number 001-04471.

\*10(e)(3) Amendment No. 1 dated December 17, 2008 to 2007-2 PIP.

Incorporated by reference to Exhibit 10(e)(22) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2008. See SEC File Number 001-04471.

\*10(e)(4) Amendment No. 2 dated February 16, 2009 to 2007-2 PIP.

Incorporated by reference to Exhibit 10(e)(23) to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009. See SEC File Number 001-04471.

- \*10(e)(5) Registrant's 2004 Performance Incentive Plan, as amended and restated May 20, 2010.  
Incorporated by reference to Exhibit 10(e)(24) to Registrant's Current Report on Form 8-K dated May 20, 2010. See SEC File Number 001-04471.
- \*10(e)(6) Annual Performance Incentive Plan for 2011  
Incorporated by reference to Exhibit 10(e)(16) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2011. See SEC File Number 001-04471.
- \*10(e)(7) Performance Elements for 2011 Executive Long-Term Incentive Program ("2011 ELTIP")  
Incorporated by reference to Exhibit 10(e)(20) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2010. See SEC File Number 001-04471.
- \*10(e)(8) Form of Executive Long-Term Incentive Award under 2011 ELTIP  
Incorporated by reference to Exhibit 10(e)(22) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2010. See SEC File Number 001-04471.
- \*10(e)(9) Form of Executive Long-Term Incentive Program Award Summary under 2011 ELTIP  
Incorporated by reference to Exhibit 10(e)(21) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2010. See SEC File Number 001-04471.
- \*10(e)(10) Annual Performance Incentive Plan for 2012.  
Incorporated by reference to Exhibit 10(e)(16) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2012. See SEC File Number 001-04471
- \*10(e)(11) Performance Elements for 2012 Executive Long-Term Incentive Program ("2012 ELTIP").  
Incorporated by reference to Exhibit 10(e)(21) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2011. See SEC File Number 001-04471.
- \*10(e)(12) Form of Executive Long-Term Incentive Award under 2012 ELTIP (Performance Shares).  
Incorporated by reference to Exhibit 10(e)(22) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2011. See SEC File Number 001-04471.
- \*10(e)(13) Form of Executive Long-Term Incentive Program Award Summary under 2012 ELTIP (Performance Shares).  
Incorporated by reference to Exhibit 10(e)(23) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2011. See SEC File Number 001-04471.
- \*10(e)(14) Form of Executive Long-Term Incentive Program Restricted Stock Unit Retention Award Summary under 2012 ELTIP.  
Incorporated by reference to Exhibit 10(e)(24) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2011. See SEC File Number 001-04471.
- \*10(e)(15) Form of Restricted Stock Unit Retention Award under 2012 ELTIP.  
Incorporated by reference to Exhibit 10(e)(25) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2011. See SEC File Number 001-04471.
- \*10(e)(16) Registrant's 2004 Performance Incentive Plan, as amended and restated as of May 24, 2012 ("2012 PIP").  
Incorporated by reference to Exhibit 10(e)(26) to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012. See SEC File Number 001-04471.
- \*10(e)(17) Annual Performance Incentive Plan for 2013.
- \*10(e)(18) Performance Elements for 2013 Executive Long-Term Incentive Program ("2013 ELTIP").  
Incorporated by reference to Exhibit 10(e)(24) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2012. See SEC File Number 001-04471.
- \*10(e)(19) Form of Executive Long-Term Incentive Award under 2013 ELTIP (Performance Shares).  
Incorporated by reference to Exhibit 10(e)(25) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2012. See SEC File Number 001-04471.
- \*10(e)(20) Form of Executive Long-Term Incentive Program Award Summary under 2013 ELTIP (Performance Shares).  
Incorporated by reference to Exhibit 10(e)(26) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2012. See SEC File Number 001-04471.
- \*10(e)(21) Form of Executive Long-Term Incentive Program Restricted Stock Unit Retention Award Summary under 2013 ELTIP.

Incorporated by reference to Exhibit 10(e)(24) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2011. See SEC File Number 001-04471.

- \*10(e)(22) Form of Restricted Stock Unit Retention Award under 2013 ELTIP.  
Incorporated by reference to Exhibit 10(e)(25) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2011. See SEC File Number 001-04471.
- \*10(e)(23) Amendment No. 1 dated as of December 11, 2013 to 2012 PIP.
- \*10(e)(24) Annual Performance Incentive Plan for 2014.
- \*10(e)(25) Performance Elements for 2014 Executive Long-Term Incentive Plan.
- \*10(e)(26) Form of Award Agreement under 2012 PIP (Performance Shares).
- \*10(e)(27) Form of Award Summary under 2012 PIP (Performance Shares).
- \*10(e)(28) Form of Award Agreement under 2012 PIP (Retention Restricted Stock Units).
- \*10(e)(29) Form of Award Summary under 2012 PIP (Retention Restricted Stock Units).
- \*10(f) [Reserved]
- \*10(g)(1) 2004 Restatement of Registrant's Unfunded Supplemental Executive Retirement Plan, as amended and restated December 4, 2007 ("2007 USERP").  
Incorporated by reference to Exhibit 10(g)(1) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2007. See SEC File Number 001-04471.
- \*10(g)(2) Amendment dated December 4, 2007 to Registrant's 2007 USERP.  
Incorporated by reference to Exhibit 10(g)(2) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2007. See SEC File Number 001-04471.
- \*10(g)(3) Amendment No. 1 dated December 11, 2008 to Registrant's 2007 USERP.  
Incorporated by reference to Exhibit 10(g)(3) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2008. See SEC File Number 001-04471.
- \*10(g)(4) Amendment No. 2 dated April 28, 2011 to Registrant's 2007 USERP.  
Incorporated by reference to Exhibit 10(g)(4) to Registrant's Quarterly Report on Form 10-Q for the Quarter ended June 30, 2011. See SEC File Number 001-04471.
- \*10(g)(5) Amendment No. 3 dated December 7, 2011 to Registrant's 2007 USERP.  
Incorporated by reference to Exhibit 10(g)(5) to Registrant's Current Report on Form 8-K dated December 7, 2011. See SEC File Number 001-04471.
- \*10(h) 1996 Amendment and Restatement of Registrant's Restricted Stock Plan for Directors, as amended through February 4, 2002.  
Incorporated by reference to Exhibit 10(h) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2004. See SEC File Number 001-04471.
- 10(i) [Reserved]
- \*10(j)(1) Registrant's Universal Life Plan as amended and restated as of August 26, 2013.  
Incorporated by reference to Exhibit 10(j)(1) to Registrant's Quarterly Report on Form 10-Q for the Quarter ended September 30, 2013. See SEC File Number 001-00471.
- \*10(j)(2) Participant Agreement for Registrant's Universal Life Plan.  
Incorporated by reference to Exhibit 10(j)(2) to Registrant's Quarterly Report on Form 10-Q for the Quarter ended September 30, 2013. See SEC File Number 001-00471.
- \*10(k)(1) Registrant's Deferred Compensation Plan for Directors, as amended and restated December 5, 2007 ("DCPD").  
Incorporated by reference to Exhibit 10(k)(1) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2007. See SEC File Number 001-04471.
- \*10(k)(2) Amendment dated December 5, 2007 to DCPD.  
Incorporated by reference to Exhibit 10(k)(2) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2007. See SEC File Number 001-04471.
- \*10(k)(3) Amendment No. 2 dated May 17, 2010 to DCPD.  
Incorporated by reference to Exhibit 10(k)(3) to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010. See SEC File Number 001-04471.
- \*10(l) Registrant's Deferred Compensation Plan for Executives, 2004 Restatement, as amended through August 11, 2004.

|           |   |
|-----------|---|
|           | Incorporated by reference to Exhibit 10(l) to Registrant's Quarterly Report on Form 10-Q for the Quarter ended September 30, 2004. See SEC File Number 001-04471. |
| 10(m)     | Separation Agreement dated May 11, 2000 between Registrant and G. Richard Thoman, former President and Chief Executive Officer of Registrant.                     |
|           | Incorporated by reference to Exhibit 10(n) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2005. See SEC File Number 001-04471. |
| *10(n)    | Uniform Rule dated December 17, 2008 for all Deferred Compensation Promised by Registrant.  |
|           | Incorporated by reference to Exhibit 10(r) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2008. See SEC File Number 001-04471. |
| 10(o)     | 2006 Technology Agreement, effective as of April 1, 2006, by and between Registrant and Fuji Xerox Co., Ltd.  |
|           | Incorporated by reference to Exhibit 99.1 to Registrant's Current Report on Form 8-K dated March 9, 2006. See SEC File Number 001-04471.**                        |
| *10(p)    | Form of Severance Agreement entered into with various executive officers, effective October 2010.   |
|           | Incorporated by reference to Exhibit 10(t) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2010. See SEC File Number 001-04471. |
| *10(q)    | Senior Executive Agreement dated September 27, 2009 among ACS, Registrant and Lynn Blodgett.  |
|           | Incorporated by reference to Exhibit 10.2 to ACS's Current Report on Form 8-K dated September 27, 2009. See SEC File Number 001-12665.                            |
| *10(r)(1) | Affiliated Computer Services, Inc. ("ACS") 1997 Stock Incentive Plan ("ACS 1997 SIP")   |
|           | Incorporated by reference to Appendix D to ACS's Joint Proxy Statement on Schedule 14A, filed November 14, 1997. See SEC File Number 001-12665.                   |
| *10(r)(2) | Amendment No. 1 dated October 28, 2004 to ACS 1997 SIP.   |
|           | Incorporated by reference to Exhibit 4.6 to ACS's Registration Statement on Form S-8, filed December 6, 2005. See SEC File Number 001-12665.                      |
| *10(s)    | ACS Amended and Restated 2007 Equity Incentive Plan.  |
|           | Incorporated by reference to Exhibit 10.1 to ACS's Current Report on Form 8-K filed August 21, 2009. See SEC File Number 001-12665.                               |
| *10(t)    | ACS Senior Executive Annual Incentive Plan.   |
|           | Incorporated by reference to Exhibit A to ACS's Proxy Statement on Schedule 14A, filed April 14, 2009. See SEC File Number 001-12665.                             |
| *10(u)    | ACS 401(k) Supplemental Plan, effective as of July 1, 2000, as amended.   |
|           | Incorporated by reference to Exhibit 10.15 to ACS's Annual Report on Form 10-K for the fiscal year ended June 30, 2004. See SEC File Number 001-12665.            |
| *10(v)    | Letter Agreement dated March 25, 2013 between Registrant and Kathryn A. Mikells, Executive Vice President and Chief Financial Officer of Registrant.              |
|           | Incorporated by reference to Exhibit 10(f) to Registrant's Current Report on Form 8-K dated March 26, 2013. See SEC File Number 001-04471.                        |
| *10(w)    | Master Plan Amendment dated May 2, 2011 to Registrant-Sponsored Benefit Plans.  |
|           | Incorporated by reference to Exhibit 10(bb) to Registrant's Quarterly Report on Form 10-Q for the Quarter ended June 30, 2011. See SEC File Number 001-04471.     |
| 12        | Computation of Ratio of Earnings to Fixed charges and the Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends.                              |
| 21        | Subsidiaries of Registrant.   |
| 23        | Consent of PricewaterhouseCoopers LLP.  |
| 31(a)     | Certification of CEO pursuant to Rule 13a-14(a) or Rule 15d-14(a).  |
| 31(b)     | Certification of CFO pursuant to Rule 13a-14(a) or Rule 15d-14(a).  |
| 32        | Certification of CEO and CFO pursuant to 18 U.S.C. §1350 as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002.   |
| 101.CAL   | XBRL Taxonomy Extension Calculation Linkbase.   |
| 101.DEF   | XBRL Taxonomy Extension Definition Linkbase.  |
| 101.INS   | XBRL Instance Document.   |



101.LAB XBRL Taxonomy Extension Label Linkbase.  
101.PRE XBRL Taxonomy Extension Presentation Linkbase.  
101.SCH XBRL Taxonomy Extension Schema Linkbase.

*\*\*Pursuant to the Freedom of Information Act and/or a request for confidential treatment filed with the Securities and Exchange Commission under Rule 24b-2 of the Securities Exchange Act of 1934, as amended, the confidential portion of this material has been omitted and filed separately with the Securities and Exchange Commission.*

**XEROX CORPORATION**  
**2004 EQUITY COMPENSATION PLAN FOR NON-EMPLOYEE DIRECTORS**

**2013 AMENDMENT AND RESTATEMENT**

1. Purpose

The purpose of the Xerox 2004 Equity Compensation Plan for Non-Employee Directors (the "Plan") is to provide the means whereby Xerox Corporation (the "Company") may include the Company's equity in the total compensation of non-employee members of the Company's Board of Directors ("Board").

2. Effective Date and Term of Plan

This Plan shall be effective as of May 20 2004, subject to the approval of the Company's shareholders at the 2004 annual meeting and remain in effect until the earlier of: (i) the date when no additional shares are available for issuance under the Plan; or (ii) the date when the Board terminates the Plan in accordance with Section 10. The effective date of this amendment and restatement is the date hereof and dates set forth herein.

3. Eligibility

Any person who is a Non-Employee Director of the Company shall be eligible to receive an Award under the Plan (each a "Participant"). For purposes of the Plan, Non-Employee Director shall mean a member of the Board who is not at the time also an employee of the Company or any of its direct or indirect majority-owned subsidiaries (regardless of whether such subsidiary is organized as a corporation, partnership or other entity).

4. Administration of the Plan

The Plan shall be administered by the Board of Directors of the Company upon advice of the Board's Governance Committee. Subject to the express provisions of the Plan, the Board shall have full and exclusive power to do all things necessary or desirable in connection with the administration of the Plan, including, without limitation:

(a) to prescribe, amend and rescind rules relating to the Plan and to define terms not otherwise defined herein;

(b) to approve the form of documentation used to evidence any grant awarded hereunder, including providing for such terms as it considers necessary or desirable;

(c) to establish and verify the extent of satisfaction of any conditions to exercisability applicable to stock options and stock appreciation rights ("SARs") or to receipt or vesting of stock grants;

(d) to determine whether, and the extent to which, adjustments are required pursuant to Section 8 hereof, provided that any such adjustment shall not cause any outstanding Award to be treated as the grant of new stock right or a change in the form of payment of the existing stock right for purposes of section 409A of the Internal Revenue Code of 1986, as amended (the "Code"), as set forth in Treasury guidance; and

(e) to interpret and construe the Plan, any rules and regulations under the Plan and the terms and conditions of any stock option or stock grant awarded hereunder, and to make exceptions to any procedural provisions in good faith and for the benefit of the Company.

All determinations, interpretations, and other decisions under or with respect to the Plan shall be final, conclusive and binding upon the Company, all Participants and any holder or beneficiary of any Award, as hereinafter defined, under the Plan. The Board may consider such factors as it deems relevant, in its sole and absolute discretion, in making such decisions, determinations and interpretations including, without limitation, the recommendations or advice of any officer or other employee of the Company and such attorneys, consultants and accountants as it may select.

All questions pertaining to the construction, regulation, validity and effect of the Plan shall be determined in accordance with the laws of the state of New York and applicable Federal law and the relevant rules of the New York Stock Exchange, Inc. ("NYSE").

#### 5. Shares Subject to the Plan

A total number of 3,000,000 shares of Common Stock, par value \$1.00, as presently constituted, subject to adjustment as provided in Section 8, of the Company shall become available for issuance under the Plan. Provided, however, that any shares issued in connection with options or SARs shall be counted against this limit as 0.6 shares for each one (1) share issued.

For purposes of the preceding paragraph, the following shall not be counted against shares available for issuance under the Plan: (i) settlement of SARs in cash or any form other than shares and (ii) payment in shares of dividends and dividend equivalents in conjunction with outstanding awards.

In determining shares available for issuance under the Plan, any Awards that are cancelled, forfeited or lapse shall become eligible again for issuance under the Plan. Upon exercise of SARs, only the shares issued shall be counted against the available share limit.

Any shares issued under the plan may consist in whole or in part, of authorized and unissued shares or of treasury shares, and no fractional shares shall be issued under the Plan. Cash may be paid in lieu of any fractional shares in settlements of Awards under the Plan.

#### 6. Awards

The Board shall determine the type of award(s) to be made to each Non-Employee Director under the Plan and shall approve the terms and conditions governing such awards through the issuance of an award agreement. Awards may be granted singly, in combination, or in tandem so that the settlement or payment of one automatically reduces or cancels the other. However, under no circumstances may stock option awards be made which provide by their terms for the automatic award of additional stock options upon the exercise of such awards, including, without limitation, "reload options."

The following is a list of awards that may be granted, either individually or collectively, to Participants pursuant to the provisions of the Plan ("Awards").

(a) Deferred Stock Unit ("DSU") is a bookkeeping entry that represents the right to receive one share of Common Stock at a future date. Outright grants may be made as part of the Non-Employee Director's annual compensation for services rendered or as a result of a voluntary election by the Non-Employee Director to defer cash compensation otherwise payable to him or her, provided that, after December 31, 2004, such deferral election complies with the requirements of section 409A of the Code. DSUs will include the right to receive dividend equivalents which are credited in the form of additional DSUs payable in Common Stock following the Non-Employee Director's separation from service with the Company, as defined for purposes of section 409A of the Code.

(b) Stock Option is a grant of a right to purchase a specified number of shares of Common Stock during a specified period no longer than seven years. The purchase price of each option shall not be less than 100% of Fair Market Value on the effective date of grant. The price at which shares of Common Stock may be purchased under a Stock Option shall be paid in full at the time of the exercise in cash or shares, including tendering (either actually or by attestation) Common Stock or surrendering a Stock Award valued at Fair Market Value, as defined herein, on the date of surrender. A Stock Option may be exercised in whole or in installments on the earliest of: i) the vesting schedule established by the Board; or ii) the death of the Non-Employee Director.

Notwithstanding any provision of the Plan, a repricing of a Stock Option shall not be allowed by the Board.

Fair Market Value for all purposes under the Plan shall mean the average of the high and low prices of Common Stock as reported in the Wall Street Journal in the New York Stock Exchange Composite Transactions or similar successor consolidated transactions report for the relevant date, or if no sales of Common Stock were made on said exchange on that date, the average of the high and low prices of Common

Stock as reported in said composite transaction report for the preceding day on which sales of Common Stock were made on said exchange. Under no circumstance shall Fair Market Value be less than the par value of the Common Stock.

(c) Stock Appreciation Right (SAR) is a right to receive a payment, in cash and/or Common Stock, as determined by the Board, equal to the excess of the Fair Market Value of a specified number of shares of Common Stock on the date the SAR is exercised over the Fair Market Value on the effective date of grant of the SAR as set forth in the applicable award agreement. The maximum term for SARs under the Plan is seven years.

(d) Stock Award is an Award made in stock. All or part of any Stock Award may be subject to conditions established by the Board and set forth in the award agreement which may include, but is not limited to, continuous service with the Company.

#### 7. Dividend and Dividend Equivalents

At the Board's discretion, Awards denominated in Common Stock may earn dividends or dividend equivalents paid currently in cash or shares of Common Stock or credited to an account established by the Board in the name of the Non-Employee Director and converted into additional DSUs. Any crediting of dividends or dividend equivalents may be subject to such restrictions and conditions as the Board may establish, including reinvestment in additional shares or share equivalents.

#### 8. Adjustments and Reorganizations

(a) If the Company shall at any time change the number of issued shares without new consideration to the Company (such as by stock dividend, stock split, recapitalization, reorganization, exchange of shares, liquidation, combination or other change in corporate structure affecting the shares) or make a distribution of cash or property which has a substantial impact on the value of issued shares (other than by normal cash dividends), such change shall be made with respect to (i) the aggregate number of shares that may be issued under the Plan; (ii) the number of shares subject to awards of a specified type or to any individual under the Plan; and/or (iii) the price per share for any outstanding stock options, SARs and other awards under the Plan.

(b) Except as otherwise provided in subsection 8(a) above, notwithstanding any other provision of the Plan, and without affecting the number of shares reserved or available hereunder, the Committee shall authorize the issuance, continuation or assumption of outstanding stock options, SARs and other awards under the Plan or provide for other equitable adjustments after changes in the shares resulting from any merger, consolidation, sale of all or substantially all assets, acquisition of property or stock, recapitalization, reorganization or similar occurrence in which the Company is the continuing or surviving corporation, upon such terms and conditions as it may deem necessary to preserve the rights of the holders of awards under the Plan.

(c) In the case of any sale of all or substantially all assets, merger, consolidation or combination of the Company with or into another corporation other than a transaction in which the Company is the continuing or surviving corporation and which does not result in the outstanding shares being converted into or exchanged for different securities, cash or other property, or any combination thereof (an "Acquisition"), any individual holding an outstanding award under the Plan, including any Optionee who holds an outstanding Option, shall have the right (subject to the provisions of the Plan and any limitation applicable to the award) thereafter, and for Optionees during the term of the Option upon the exercise thereof, to receive the Acquisition Consideration (as defined below) receivable upon the Acquisition by a holder of the number of applicable shares which would have been obtained upon exercise of the Option or portion thereof or obtained pursuant to the terms of the applicable award, as the case may be, immediately prior to the Acquisition. The term "Acquisition Consideration" shall mean the kind and amount of shares of the surviving or new corporation, cash, securities, evidence of indebtedness, other property or any combination thereof receivable in respect of one share of the Company upon consummation of an Acquisition.

#### 9. Transferability and Exercisability

Except as otherwise provided herein, all Awards under the Plan shall be nontransferable and shall not be assignable, alienable, saleable or otherwise transferable by the Non-Employee Director other than by will or the laws of descent and distribution except pursuant to a domestic relations order entered by a court of competent jurisdiction. Notwithstanding the preceding sentence, the Board may provide that any Stock Option Award may be transferable by the Participant to family members or family trusts established by the Participant.

Except as otherwise provided herein, during the life of the Non-Employee Director, Awards under the Plan shall be exercisable only by him or her except as otherwise determined by the Board. In addition, if so permitted by the Board, Non-Employee Directors may designate a beneficiary to exercise the rights of the Non-Employee Director and receive any distributions under the Plan upon the death of the Non-Employee Director.

#### 10. Amendment and Termination of Plan

The Board may periodically amend the Plan as it deems appropriate, without further action by the Company's shareholders, except to the extent required by applicable law. Notwithstanding the foregoing, and subject to adjustment pursuant to Section 8, the Plan may not be amended to materially increase the number of shares of Common Stock authorized for issuance under the Plan, unless any such amendment is approved by the Company's shareholders.

Notwithstanding the foregoing, an amendment that constitutes a "material revision", as defined by the rules of the NYSE, shall be submitted to the Company's shareholders for approval. In addition, any revision that deletes or limits the scope of the provision in Section 6 prohibiting repricing of options will be considered a material revision.

The Plan may be terminated at such time as the Board may determine. Amendments or termination of the Plan will not affect the rights and obligations arising under Stock Options or other Stock Awards theretofore granted and then in effect without the Participant's consent.

#### 11. Term of Award

The term of each Award is determined by the Board; provided, however, that the term of any Stock Option or SAR shall not be greater than seven years from the effective date of grant.

#### 12. Cancellation or Suspension of an Award

The Board shall have the full power and authority to determine under what circumstances any Award shall be canceled or suspended (e.g., activity by Non-Employee Directors which constitutes a conflict of interest with the Company or is in violation of Company policies).

#### 13. Deferred Settlement

The Board may require or permit Participants to elect to defer, in a manner consistent with the requirements of section 409A of the Code, the issuance of shares or the settlement of Awards in cash under such rules and procedures as it may establish under the Plan. It may also provide that deferred settlements include the payment or crediting of interest on the deferral amounts or the payment or crediting of dividend equivalents on deferred settlements denominated in shares.

#### 14. Unfunded Plan

Unless otherwise determined by the Board, the Plan shall be unfunded and shall not create (or be construed to create) a trust or a separate fund or funds. The Plan shall not establish any fiduciary relationship between the Company and any Participant or other person. To the extent any person holds any rights by virtue of a grant awarded under the Plan, such right (unless otherwise determined by the Board) shall be no greater than the right of an unsecured general creditor of the Company.

15. General Restriction

Each award shall be subject to the requirement that, if at any time the Board shall determine, in its sole discretion, that the listing, registration or qualification of any Award under the Plan upon any securities exchange or under any state or federal law, or the consent or approval of any government regulatory body, is necessary or desirable as a condition of, or in connection with, the granting of such Award or the exercise settlement thereof, such Award may not be granted, exercised or settled in whole or in part unless such listing, registration, qualification, consent or approval shall have been effected or obtained free of any conditions not acceptable to the Board.

16. Governing Law

The validity, construction and effect of the Plan and any actions taken or relating to the Plan shall be determined in accordance with the laws of the state of New York and applicable Federal law.

17. Successors and Assigns

The Plan shall be binding on all successors and permitted assigns of a Participant, including, without limitation, the estate of such Participant and the executor, administrator or trustee of such estate, or any receiver or trustee in bankruptcy or representative of such Participant's creditors.

18. Rights as a Shareholder

A Participant shall have no rights as a shareholder until he or she becomes the holder of record of Common Stock.

19. Change in Control

Notwithstanding anything to the contrary in the Plan, the following shall apply to all awards granted and outstanding under the Plan:

A. Definitions

The following definitions shall apply to this Section 19:

A "Change in Control", unless otherwise defined by the Board, shall be deemed to have occurred if

(i) Any "Person" is or becomes a "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of securities of the Company (not including in the securities beneficially owned by such Person any securities acquired directly from the Company or its affiliates) representing 20% or more of the combined voting power of the Company's then outstanding securities;

(ii) The following individuals (referred to herein as the "Incumbent Board") cease for any reason to constitute a majority of the directors then serving: (A) individuals who as of the date hereof constitute the Board, and (B) any new director (other than a director whose initial assumption of office is in connection with an actual or threatened election contest, including but not limited to a consent solicitation, relating to the election of directors of the Company) whose appointment or election by the Board or nomination for election by the Company's shareholders was approved or recommended by a vote of at least two-thirds of the directors then still in office who were directors as of the date hereof, or whose appointment, election or nomination for election was previously so approved or recommended;

(iii) There is consummated a merger or consolidation of the Company or any direct or indirect subsidiary of the Company with any other corporation, other than (A) a merger or consolidation which results in the directors of the Company who were members of the Incumbent Board immediately before such merger or consolidation continuing to constitute at least a majority of the board of directors of the Company, the surviving entity or any parent thereof, or (B) a merger or consolidation effected to implement a recapitalization of the Company (or similar transaction) in which no Person is or becomes the beneficial owner, directly or indirectly, of securities of the Company (not including in the securities beneficially owned by such Person any securities

acquired directly from the Company or its affiliates) representing 20% or more of the combined voting power of the Company's then outstanding voting securities; or

(iv) The shareholders of the Company approve a plan of complete liquidation or dissolution of the Company, or there is consummated an agreement for the sale or disposition by the Company of all or substantially all of the Company's assets, other than a sale or disposition by the Company of all or substantially all of the Company's assets to an entity, at least 50% of the combined voting power of the voting securities of which are owned by stockholders of the Company in substantially the same proportions as their ownership of the Company immediately before such sale. For purposes of this definition of Change in Control, Person shall have the meaning given in Section 3(a)(9) of the 1934 Act, as modified and used in Section 13(d) and 14(d) of the 1934 Act, except that such term shall not include Excluded Persons. "Excluded Persons" shall mean (1) the Company and its subsidiaries, (2) any trustee or other fiduciary holding securities under an employee benefit plan of the Company or any subsidiary of the Company, (3) any company owned, directly or indirectly, by the shareholders of the Company in substantially the same proportions as their ownership of stock of the Company, (4) any person who becomes a beneficial owner in connection with a transaction described in sub clause (A) of clause (iii) above, (5) an underwriter temporarily holding securities of the Company pursuant to an offering of such securities, or (6) an individual, entity or group who is permitted to, and actually does, report its beneficial ownership on Schedule 13G (or any successor Schedule), provided that if any Excluded Person described in clause (6) subsequently becomes required to or does report its beneficial ownership on Schedule 13D (or any successor Schedule), then, for purposes of this definition, such individual, entity or group shall no longer be considered an Excluded Person and shall be deemed to have first acquired beneficial ownership of securities of the Company on the first date on which such individual, entity or group becomes required to or does so report on such Schedule.

A "Section 409A-Conforming Change in Control" is a Change in Control that conforms to the definition under section 409A of the Code of a change in ownership or effective control of the Company, or in the ownership of a substantial portion of the assets of the Company, as such definition is set forth in Treasury guidance.

"CIC Price" shall mean the higher of (i) the highest price paid for a share of the Company's Common Stock in the transaction or series of transactions pursuant to which a Change in Control of the Company shall have occurred, or (ii) the highest price paid for a share of the Company's Common Stock during the 60-day period immediately preceding the date upon which the event constituting a Change in Control shall have occurred as reported in The Wall Street Journal in the New York Stock Exchange Composite Transactions or similar successor consolidated transactions report.

**B. Acceleration of Vesting and Payment of Stock Options, SARs, DSUs and Dividend Equivalents**

Upon the occurrence of an event constituting a Change in Control, all stock options and SARs (to the extent the CIC Price exceeds the exercise price), and dividend equivalents outstanding on such date shall become 100% vested and shall be paid in cash as soon as may be practicable. Upon such payment, such awards and any related stock options shall be cancelled.

Upon the occurrence of an event constituting a Change in Control, all DSU's shall become 100% vested. If such Change in Control is a Section 409A-Conforming Change in Control, the DSUs shall be paid in cash as soon as practicable. If such Change in Control is not a Section 409A-Conforming Change in Control, the DSUs shall be paid in cash as soon as practicable following the earliest to occur of (i) the Non-Employee Director's separation from service with the Company, as defined for purposes of section 409A of the Code, or (ii) the scheduled payment date of the DSU.

The amount of cash to be paid shall be determined (i) in the case of stock options by multiplying the number of stock options by the difference between the exercise price and the CIC Price, (ii) in the case of DSUs by multiplying the number of DSUs by the CIC Price and (iii) in the case of SARs, the difference between the exercise price of the related option per share and the CIC Price.

C. Notwithstanding the foregoing, any stock option and SARs held by a director subject to Section 16 of the Securities Exchange Act of 1934, as amended ("1934 Act"), which have been outstanding less than six months (or such other period as may be required by the 1934 Act) upon the occurrence of an event constituting a Change in Control shall not be paid in cash until the expiration of such period, if any, as shall

be required pursuant to such Section, and the amount to be paid shall be determined by multiplying the number of SARs, stock options, or unexercised shares under such stock options, as the case may be, by the CIC Price determined as though the event constituting the Change in Control had occurred on the first day following the end of such period.

Section 409A of the Internal Revenue Code.

Notwithstanding any other provision of the Plan, no election by any participant or beneficiary, and no payment to any individual, shall be permitted under the Plan if such election or payment would cause any amount to be taxable under section 409A of the Internal Revenue Code with respect to any individual.

The Chief Executive Officer of Xerox Corporation, or her delegate, may amend the Plan as she, in her sole discretion, deems necessary or appropriate to comply with Section 409A of the Internal Revenue Code and guidance thereunder.

IN WITNESS WHEREOF, the Company has caused this Restatement to be signed as of the 21<sup>st</sup> day of May, 2013, effective as of the date hereof, and dates set forth herein.

XEROX CORPORATION

By: */s/ Don H. Liu*  
Senior Vice President



**Annual Performance Incentive Plan for 2013 (“2013 APIP”)**

Under the 2013 APIP, executive officers of the Company are eligible to receive performance related cash payments. Payments are, in general, only made if performance objectives established by the Compensation Committee of the Board of Directors (the “Committee”) are met.

The Committee previously approved an incentive target opportunity for 2013, expressed as a percentage of base salary, for each participating officer. The Committee also established overall threshold, target and maximum performance metrics for the 2013 APIP. Certain additional goals were established for some officers based on business unit measures. Additionally, the Committee had established an opportunity for an individual performance component whereby the Committee has the authority to increase or decrease the award by up to 20%, subject to the limitations of Section 162(m) of the Internal Revenue Code. The performance measures and weightings were adjusted earnings per share (weighted at 40%), operating cash flow (weighted at 40%) and revenue growth (adjusted to exclude the impact of changes in the translation of foreign currencies into U.S. dollars) (weighted at 20%).

The performance against the 2013 APIP goals was as follows: adjusted earnings per share was between threshold and target, operating cash flow was between target and maximum, and constant currency revenue growth was below threshold.

**AMENDMENT NO. 1  
TO THE  
XEROX CORPORATION  
2004 PERFORMANCE INCENTIVE PLAN  
2012 AMENDMENT AND RESTATEMENT**

WITNESSETH:

WHEREAS, Xerox Corporation (the "Company") has established the Xerox Corporation 2004 Performance Incentive Plan, 2012 Amendment and Restatement (the "Plan"), and

WHEREAS the Company desires to amend the Plan,

NOW, THEREFORE, the Plan is amended as follows:

(1) The fourth sentence of Section 4 shall be amended to read in its entirety as follows:

"If a participant who is an employee or former employee of the Company is deemed by the Committee, in the Committee's sole discretion exercised prior to a Change in Control, to have engaged in detrimental activity against the Company, any awards granted to such employee or former employee on or after January 1, 2006, whether or not Nonforfeitable as hereinafter defined, shall be cancelled and be of no further force or effect and any payment or delivery of an award from six months prior to such detrimental activity may be rescinded."

This Amendment is effective as of the date hereof. In all other respects, the Plan shall remain unchanged.

IN WITNESS WHEREOF, the Company has caused this Amendment to be signed as of this 11th day of December 2013.

XEROX CORPORATION

By:           */s/ Thomas J. Maddison*

## **Annual Performance Incentive Plan for 2014 (“2014 APIP”)**

Under the 2014 APIP, executive officers of the Company are eligible to receive performance related cash payments. Payments are, in general, only made if performance objectives established by the Compensation Committee of the Board of Directors (the “Committee”) are met.

The Committee approved incentive opportunities for 2014, expressed as a percentage of base salary for each participating officer. The Committee also established overall threshold, target and maximum performance metrics for the 2014 APIP. Additionally, the Committee established an opportunity for an individual performance component whereby the Committee has the authority to increase or decrease the award by up to 20%, subject to the limitations of Section 162(m) of the Internal Revenue Code. The performance measures and weightings are adjusted earnings per share (weighted at 50%), operating cash flow (weighted at 20%) and revenue growth (adjusted to exclude the impact of changes in the translation of foreign currencies into U.S. dollars) (weighted at 30%).

Individual awards will be subject to the review and approval of the Committee following the completion of the 2014 fiscal year, with payment to be made within the first four months of 2015.

## 2014 Executive Long-Term Incentive Program (“2014 E-LTIP”)

Under the 2014 E-LTIP, executive officers of the Company are eligible to receive performance shares based on certain performance measures established by the Compensation Committee of the Board of Directors (the “Committee”).

The performance elements and corresponding weightings for the 2014 E-LTIP are:

(i) (50%) Adjusted Earnings per Share (EPS): Diluted Earnings per Share from Continuing Operations as reported in the Company's audited consolidated financial statements, as adjusted annually on an after-tax basis for the following discretely disclosed (in either Management's Discussion and Analysis/MD&A or the footnotes to the financial statements) items (on an individual, or in the aggregate, basis per item and subject to monetary thresholds as noted): amortization of acquisition-related intangibles; restructuring and related costs (amounts in excess of \$75 million); non-cash write-offs or impairments, except for assets acquired within the past 3 years of the balance sheet date (if equal to or greater than \$25 million); gains/(losses) resulting from acts of war, terrorism or natural disasters (if equal to or greater than \$50 million pre-tax); items individually identified within Other Expenses, net, (except for interest, currency and asset sales) and in an amount equal to or greater than \$25 million. If any such item qualifies for separate line item disclosure on the face of the consolidated statement of income in accordance with Generally Accepted Accounting Principles consistently applied, then such item will also warrant adjustment; gains/(losses) from the settlement of tax audits or changes in enacted tax law (if equal to or greater than \$30 million); our share of after-tax effects of the above items incurred by Fuji-Xerox (if our share is equal to or greater than \$10 million).

(ii) (20%) Adjusted Operating Cash Flow: Net Cash provided by (used for) Operating Activities as reported in the Company's audited consolidated financial statements, as adjusted annually for the following items: with the exception of cash payments for restructurings, cash flow impacts (inflows and outflows) resulting from the EPS adjustments as identified above, regardless of whether the cash flow impact and the EPS impact are in the same fiscal year; cash payments for restructurings in excess of the amount reported as current restructuring reserves in the preceding year's Annual Report.

(iii) (30%) Revenue Growth: Revenue growth adjusted annually to (1) exclude the impact of changes in the translation of foreign currencies into U.S. dollars and (2) exclude the impacts of individual acquisitions/divestitures when such impacts are disclosed on an individual basis in either the Company's consolidated financial statements or MD&A.

EPS, Operating Cash Flow and Revenue Growth will be adjusted for the (1) impacts of any individual acquisition/divestiture in excess of \$750 million purchase/sale price and (2) effects of a change in accounting principle as identified within the Company's consolidated financial statements or MD&A.

Any other items approved by the Committee for adjustment of the above metrics will be considered a modification of the award.

Omnibus Agreement - [insert year]: PIP;ELTIP;PSs

**AGREEMENT PURSUANT TO  
XEROX CORPORATION  
2004 PERFORMANCE INCENTIVE PLAN AS AMENDED OR RESTATED TO DATE**

AGREEMENT, by Xerox Corporation, a New York corporation (the "Company"), dated as of the date that appears in the award summary that provides the value (or number of Performance Shares) and vesting provisions of the award (the "Award Summary") in favor of the individual whose name appears on the Award Summary, who is an employee of the Company, one of the Company's subsidiaries or one of its affiliates (the "Employee").

In accordance with the provisions of the "2004 Performance Incentive Plan" and any amendments and/or restatements thereto (the "Plan"), the Compensation Committee of the Board of Directors of the Company (the "Committee") or the Chief Executive Officer of the Company (the "CEO") has authorized the execution and delivery of this Agreement.

Terms used herein that are defined in the Plan or in this Agreement shall have the meanings assigned to them in the Plan or this Agreement, respectively.

The Award Summary contains the details of the awards covered by this Agreement and is incorporated herein in its entirety.

NOW, THEREFORE, in consideration of the premises and for other good and valuable consideration the Company agrees as follows:

**AWARDS**

1. Award of Performance Shares. Subject to all terms and conditions of the Plan and this Agreement, the Company has awarded to the Employee on the date indicated on the Award Summary the number of Performance Shares (individually, the "PS") as shown on the Award Summary. Notwithstanding anything herein to the contrary, only active Employees and those Employees on Short Term Disability Leave, Social Service Leave, Family Medical Leave or Paid Uniform Services Leave (pursuant to the Company's Human Resources Policies or similar policies of the Company's subsidiaries or affiliates) on the effective date of the award as shown on the Award Summary shall be eligible to receive the award.

**TERMS OF THE PERFORMANCE SHARES**

2. Entitlement to Shares. As soon as practicable on or after the Vesting Date indicated on the Award Summary (the "Vesting Date") in connection with the PSs, the Company shall, without transfer or issue tax to the person entitled to receive the shares, deliver to such person a certificate or certificates for a number of shares of Common Stock equal to the number of vested PSs (subject to reduction for withholding of Employee's taxes in relation to the award as described in Paragraph 10 below). No fractional shares shall be issued as a result of such tax withholding. Instead, the Company shall apply the equivalent of any fractional share amount to amounts withheld for taxes.

The Committee shall set performance goals and review performance against such goals in connection with determining the payout of PSs. The award of PSs covered hereby shall be earned based on achieving three-year cumulative performance goals (as shall be determined by the Committee) at one hundred percent (100%) of target. To the extent such performance measures, in each case on a three-year cumulative basis, are achieved below threshold, there will be no entitlement to PSs; to the extent such performance measures are achieved between threshold and base, the PSs earned will be between 25% of target and 50% of target; to the extent such performance measures are achieved between base and target, the PSs earned will be between 50% of target and 100% of target [if an approved award design does not contain a base level, and performance measures are achieved between threshold and target, the PSs earned will be between 25% of target and 100% of target]; and to the extent such performance measures are achieved between target and maximum levels, PSs will be earned between 100% and 150% of the target set forth in the Award Summary. The Vesting Date for earned PS awards granted shall be set forth in the Award Summary.

Upon the occurrence of an event constituting a Change in Control, all PSs and dividend equivalents outstanding on such date shall be treated pursuant to the terms set forth in the Plan. Upon payment pursuant to the terms of the Plan, such awards shall be cancelled.

3. Dividend Equivalents. The Employee shall become entitled to receive from the Company on the Vesting Date a cash payment equaling the same amount(s) that the holder of record of a number of shares of Common Stock equal to the number of PSs covered by this Agreement (relating exclusively to PSs earned, based on achievement of three-year cumulative performance targets, not to exceed the target award amount shown on the Award Summary), that are held by the Employee on the close of business on the business day immediately preceding the Vesting Date, would have been entitled to receive as dividends on such Common Stock during the period commencing on the effective date hereof and ending on the Vesting Date

as provided under Paragraph 2. Payments under this Paragraph shall be net of any required withholding taxes. Notwithstanding anything herein to the contrary, for any Employee who is no longer an employee on the payroll of any subsidiary or affiliate of the Company on the payment date of the dividend equivalents, and such subsidiary or affiliate has determined, with the approval of the Corporate Vice President, Human Resources of the Company, that it is not administratively feasible for such subsidiary or affiliate to pay such dividend equivalents, the Employee will not be entitled to receive such dividend equivalents.

#### OTHER TERMS

4. Ownership Guidelines. Guidelines pertaining to the Employee's required ownership of Common Stock shall be determined by the Committee or its authorized delegate, as applicable, in its sole discretion from time to time as communicated to Employee in writing.

5. Holding Requirements. The Employee must retain fifty percent (50%) of the net shares of Common Stock acquired in connection with the PSs until ownership guidelines are met under Paragraph 4 hereof, subject to any ownership and holding requirements policies established by the Committee from time to time. Such shares shall be held in the Employee's Morgan Stanley account or in another account acceptable to the Company. In addition, shares used to maintain the Employee's ownership level pursuant to this award should be held with Morgan Stanley or in another account acceptable to the Company.

If employment terminates due to the death of the Employee, such holding requirements shall cease at the date of death. If the Employee is a Corporate officer of the Company and terminates for any other reason, the holding requirement will be applicable for up to a one year period following termination.

6. Rights of a Shareholder. Employee shall have no rights as a shareholder with respect to any shares covered by this Agreement until the date of issuance of a stock certificate to him for such shares. Except as otherwise provided herein, no adjustment shall be made for dividends or other rights for which the record date is prior to the date such stock certificate is issued.

7. Non-Assignability. This Agreement shall not be assignable or transferable by Employee except by will or by the laws of descent and distribution.

8. Effect of Termination of Employment or Death.

(a) Effect on PSs. In the event the Employee

(i) voluntarily ceases to be an Employee of the Company or any subsidiary or affiliate (the Company, subsidiary or affiliate, together, the "Employer") for any reason other than retirement, and the PSs have not vested in accordance with Paragraph 2, the PSs shall be cancelled on the date of such voluntary termination of employment;

(ii) involuntarily ceases to be an Employee of the Employer for any reason (including Disability as provided pursuant to Paragraph 8(b) below or under a disability policy of any subsidiary or affiliate, as applicable), other than death or for Cause, or voluntarily ceases to be an Employee of the Employer due to a reduction in workforce, shares will vest on a pro rata basis, which may, at the discretion of the Company, be contingent upon Employee executing a general release, and which may include an agreement with respect to engagement in detrimental activity, in a form acceptable to the Company. Such shares will vest on a pro-rata basis for three-year cumulative performance if achieved in accordance with Paragraph 2, based on the Employee's actual months of service, and vesting will be calculated as follows: multiply the total three-year cumulative award earned by a fraction, the numerator of which will be the number of full months of service during the three years and the denominator of which will be 36. Payout shall occur as soon as practicable following the Vesting Date noted in the Award Summary;

(iii) ceases to be an Employee of the Employer by reason of death, 100% of the PSs pursuant to this grant shall vest on the date of death and the certificates for shares shall be delivered in accordance with Paragraph 7 to the personal representatives, heirs or legatees of the deceased Employee;

(iv) ceases to be an Employee of the Employer by reason of retirement (i.e., for purposes of this Agreement, "retirement" for U.S. employees shall mean termination of employment at or above age 55 with 10 years of service with the Employer), shares will vest on a pro rata basis, which may, at the discretion of the Company, be contingent upon Employee executing a general release, and which may include an agreement with respect to engagement in detrimental activity, in a form acceptable to the Company. Such shares will vest on a pro-rata basis for three-year cumulative performance, if achieved in accordance with Paragraph 2, based on the Employee's actual months of service, and vesting will be calculated as follows: multiply the total three-year cumulative award earned by a fraction, the numerator of which will be the number of full months of service during the three years and the denominator of which will be 36. Payout shall occur as soon as practicable following the Vesting Date noted in the Award Summary; and

(v) ceases to be an Employee of the Employer due to termination for Cause, the PSs shall, subject to any Plan provisions to the contrary, be cancelled on the date of such termination of employment.

(b) Disability. Cessation of active employment due to commencement of long-term disability under the Employer's long-term disability plan shall not be deemed to constitute a termination of employment for purposes of this Paragraph 8 and, during the continuance of such Employer-sponsored long-term disability plan benefits, the Employee shall be deemed to continue active employment with the Employer. If the Employee is terminated because the Employee has received the maximum coverage under an Employer-provided long-term disability plan, the vesting of PSs shall be provided pursuant to Paragraph 8(a)(ii) above.

(c) Cause. "Cause" means (i) a violation of any of the rules, policies, procedures or guidelines of the Employer, including but not limited to the Company's Business Ethics Policy and the Proprietary Information and Conflict of Interest Agreement (ii) any conduct which qualifies for "immediate discharge" under the Employer's Human Resource Policies as in effect from time to time (iii) rendering services to a firm which engages, or engaging directly or indirectly, in any business that is competitive with the Employer, or represents a conflict of interest with the interests of the Employer; (iv) conviction of, or entering a guilty plea with respect to, a crime whether or not connected with the Employer; or (v) any other conduct determined to be injurious, detrimental or prejudicial to any interest of the Employer.

9. General Restrictions. If at any time the Committee or its authorized delegate, as applicable, shall determine, in its discretion, that the listing, registration or qualification of any shares subject to this Agreement upon any securities exchange or under any state or Federal law, or the consent or approval of any government regulatory body, is necessary or desirable as a condition of, or in connection with, the awarding of the PSs or the issue or purchase of shares hereunder, the certificates for shares may not be issued in respect of PSs in whole or in part unless such listing, registration, qualification, consent or approval shall have been effected or obtained free of any conditions not acceptable to the Committee or its authorized delegate, as applicable, and any delay caused thereby shall in no way affect the date of termination of the PSs.

10. Responsibility for Taxes. Employee acknowledges that the ultimate responsibility for Employee's Federal, state and municipal individual income taxes, the Employee's portion of social security and other payroll taxes, and any other taxes related to Employee's participation in the Plan and legally applicable to Employee, is and remains his or her responsibility and may exceed the amount actually withheld by the Company or the Employer.

11. Nature of Award. In accepting the award, Employee acknowledges that:

(a) the Plan is established voluntarily by the Company, it is discretionary in nature and it may be modified, amended, suspended or terminated by the Company at any time in a manner consistent with Section 13 of the Plan regarding Plan amendment and termination;

(b) the award of the PSs is voluntary and occasional and does not create any contractual or other right to receive future grants of PSs, or benefits in lieu of PSs, even if PSs have been granted repeatedly in the past;

(c) all decisions with respect to future PS awards, if any, will be at the sole discretion of the Committee or its authorized delegate, as applicable;

(d) Employee's participation in the Plan shall not create a right to further employment with the Employer and shall not interfere with the ability of the Employer to terminate Employee's employment relationship at any time; further, the PS award and Employee's participation in the Plan will not be interpreted to form an employment contract or relationship with the Employer;

(e) Employee is voluntarily participating in the Plan;

(f) the PSs and the shares of Common Stock subject to the PSs are an extraordinary item that does not constitute compensation of any kind for services of any kind rendered to the Employer, and which is outside the scope of Employee's employment contract, if any;

(g) the PSs and the shares of Common Stock subject to the PSs are not intended to replace any pension rights or compensation;

(h) the PSs and the shares of Common Stock subject to the PSs are not part of normal or expected compensation or salary for any purposes, including, but not limited to, calculating any severance, resignation, termination, redundancy, dismissal, end of service payments, bonuses, long-service awards, pension or retirement or welfare benefits or similar payments and in no event should be considered as compensation for, or relating in any way to, past services for the Employer;

(i) the future value of the underlying shares of Common Stock is unknown and cannot be predicted with certainty;

(j) in consideration of the award of the PSs, no claim or entitlement to compensation or damages shall arise from forfeiture of the PSs, including, but not limited to, forfeiture resulting from termination of Employee's employment with the Employer (for any reason whatsoever and whether or not in breach of local labor laws) and Employee irrevocably releases the Company and the Employer from any such claim that may arise; if, notwithstanding the foregoing, any such claim is found by

a court of competent jurisdiction to have arisen, Employee shall be deemed irrevocably to have waived Employee's entitlement to pursue such claim; and

(k) subject to the provisions in the Plan regarding Change in Control, PSs and the benefits under the Plan, if any, will not automatically transfer to another company in the case of a merger, take-over or transfer of liability.

12. No Advice Regarding Award. Neither the Company nor the Employer is providing any tax, legal or financial advice, nor is the Company or Employer making any recommendations regarding Employee's participation in the Plan, or his or her acquisition or sale of the underlying shares of Common Stock. Employee is hereby advised to consult with his or her own personal tax, legal and financial advisors regarding his or her participation in the Plan before taking any action related to the Plan.

13. Amendment of This Agreement. With the consent of the Employee, the Committee or its authorized delegate, as applicable, may amend this Agreement in a manner not inconsistent with the Plan.

14. Subsidiary. As used herein the term "subsidiary" shall mean any present or future corporation which would be a "subsidiary corporation" of the Company as the term is defined in Section 425 of the Internal Revenue Code of 1986 on the date of award.

15. Affiliate. As used herein the term "affiliate" shall mean any entity in which the Company has a significant equity interest, as determined by the Committee.

16. Recoupments.

(a) If an Employee or former Employee of the Employer is reasonably deemed by the Committee or its authorized delegate, as applicable, to have engaged in detrimental activity against the Employer, any awards granted to such Employee or former Employee shall be cancelled and be of no further force or effect and any payment or delivery of an award from six months prior to such detrimental activity may be rescinded. In the event of any such rescission, the Employee shall pay to the Company the amount of any gain realized or payment received as a result of the rescinded exercise, payment or delivery, in such manner and on such terms and conditions as may be required by the Committee or its authorized delegate, as applicable. Detrimental activity may include:

(i) violating terms of a non-compete agreement with the Employer, if any;

(ii) disclosing confidential or proprietary business information of the Employer to any person or entity including but not limited to a competitor, vendor or customer without appropriate authorization from the Employer;

(iii) violating any rules, policies, procedures or guidelines of the Employer;

(iv) directly or indirectly soliciting any employee of the Employer to terminate employment with the Employer;

(v) directly or indirectly soliciting or accepting business from any customer or potential customer or encouraging any customer, potential customer or supplier of the Employer, to reduce the level of business it does with the Employer; or

(vi) engaging in any other conduct or act that is determined to be injurious, detrimental or prejudicial to any interest of the Employer.

(b) If an accounting restatement by the Company is required in order to correct any material noncompliance with financial reporting requirements under relevant securities laws, the Company will have the authority to recover from executive officers or former executive officers, whether or not still employed by the Employer, any excess incentive-based compensation (in excess of what would have been paid under the accounting restatement), including entitlement to shares, provided under this Agreement to executive officers of the Employer, that was based on such erroneous data and paid during the three-year period preceding the date on which the Company is required to prepare the accounting restatement. Notwithstanding anything herein to the contrary, the Company may implement any policy or take any action with respect to the recovery of excess incentive-based compensation, including entitlement to shares, that the Company determines to be necessary or advisable in order to comply with the requirements of the Dodd-Frank Wall Street Financial Reform and Consumer Protection Act.

17. Cancellation and Rescission of Award. Without limiting the foregoing Paragraph regarding non-engagement in detrimental activity against the Employer, the Company may cancel any award provided hereunder if the Employee is not in compliance with all of the following conditions:

(a) An Employee shall not render services for any organization or engage directly or indirectly in any business which would cause the Employee to breach any of the post-employment prohibitions contained in any agreement between the Employer and the Employee.

(b) An Employee shall not, without prior written authorization from the Employer, disclose to anyone outside the Employer, or use in other than the Employer's business, any confidential information or material, as specified in any agreement between



the Employer and the Employee which contains post-employment prohibitions, relating to the business of the Employer acquired by the Employee either during or after employment with the Employer.

(c) An Employee, pursuant to any agreement between the Employer and the Employee which contains post-employment prohibitions, shall disclose promptly and assign to the Employer all right, title and interest in any invention or idea, patentable or not, made or conceived by the Employee during employment with the Employer, relating in any manner to the actual or anticipated business, research or development work of the Employer, and shall do anything reasonably necessary to enable the Employer to secure a patent where appropriate in the United States and in foreign countries.

(d) Failure to comply with the provision of subparagraphs (a), (b) or (c) of this Paragraph 17 prior to, or during the six months after, any payment or delivery shall cause such payment or delivery to be rescinded. The Company shall notify the Employee in writing of any such rescission within two years after such payment or delivery. Within ten days after receiving such a notice from the Company, the Employee shall pay to the Company the amount of any payment received as a result of the rescinded payment or delivery pursuant to an award. Such payment to the Company by the Employee shall be made either in cash or by returning to the Company the number of shares of common stock that the Employee received in connection with the rescinded payment or delivery.

18. Notices. Notices hereunder shall be in writing and if to the Company shall be mailed to the Company at P.O. Box 4505, 45 Glover Avenue, 6<sup>th</sup> Floor, Norwalk, Connecticut 06856-4505, addressed to the attention of Stock Plan Administrator, and if to the Employee shall be delivered personally or mailed to the Employee at his address as the same appears on the records of the Company.

19. Language. If Employee has received this Agreement or any other document related to the Plan translated into a language other than English and if the meaning of the translated version is different than the English version, the English version will control.

20. Electronic Delivery and Acceptance. The Company will deliver any documents related to current or future participation in the Plan by electronic means. Employee hereby consents to receive such documents by electronic delivery, and agrees to participate in the Plan and be bound by the terms and conditions of this Agreement, through an on-line or electronic system established and maintained by the Company or a third party designated by the Company. Electronic acceptance by the Employee is required and the award will be cancelled for any Employee who fails to comply with the Company's acceptance requirement within six months of the effective date of the award.

21. Interpretation of This Agreement. The Committee or its authorized delegate, as applicable, shall have the authority to interpret the Plan and this Agreement and to take whatever administrative actions, including correction of administrative errors in the awards subject to this Agreement and in this Agreement, as the Committee or its authorized delegate, as applicable, in its sole good faith judgment shall determine to be advisable. All decisions, interpretations and administrative actions made by the Committee or its authorized delegate, as applicable, hereunder or under the Plan shall be binding and conclusive on the Company and the Employee. In the event there is inconsistency between the provisions of this Agreement and of the Plan, the provisions of the Plan shall govern.

22. Successors and Assigns. This Agreement shall be binding upon and inure to the benefit of the parties hereto and the successors and assigns of the Company and to the extent provided in Paragraph 7 to the personal representatives, legatees and heirs of the Employee.

23. Governing Law and Venue. The validity, construction and effect of the Agreement and any actions taken under or relating to this Agreement shall be determined in accordance with the laws of the state of New York and applicable Federal law.

This grant is made and/or administered in the United States. For purposes of litigating any dispute that arises under this grant or the Agreement the parties hereby submit to and consent to the jurisdiction of the state of New York, agree that such litigation shall be conducted in the courts of Monroe County, New York, or the federal courts for the United States for the Western District of New York.

24. Separability. In case any provision in the Agreement, or in any other instrument referred to herein, shall become invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions in the Agreement, or in any other instrument referred to herein, shall not in any way be affected or impaired thereby.

25. Integration of Terms. Except as otherwise provided in this Agreement, this Agreement contains the entire agreement between the parties relating to the subject matter hereof and supersedes any and all oral statements and prior writings with respect thereto.

26. Appendix for Non-U.S. Countries. Notwithstanding any provisions in this Agreement, the PS award shall be subject to any special terms and conditions set forth in any appendix to this Agreement for Employee's country (the "Appendix"). Moreover, if Employee relocates to one of the countries included in the Appendix, the special terms and conditions for such country will apply to Employee, to the extent the Company determines that the application of such terms and conditions is necessary or

advisable in order to comply with local law or facilitate the administration of the Plan. The Appendix constitutes part of this Agreement.

27. Imposition of Other Requirements. The Committee or its authorized delegate, as applicable, reserves the right to impose other requirements on Employee's participation in the Plan, on the PSs and on any shares of Common Stock acquired under the Plan, to the extent the Committee or its authorized delegate, as applicable, determines it is necessary or advisable in order to comply with local law or facilitate the administration of the Plan, and to require Employee to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.

IN WITNESS WHEREOF, the Company has executed this Agreement as of the day and year set forth on the Award Summary.

XEROX CORPORATION

By: \_\_\_\_\_  
Signature

Name: Participant Name  
 Company Name: XEROX CORPORATION  
 Plan Name: Performance Share

Award Summary

|  |                    |                         |               |                        |
|--|--------------------|-------------------------|---------------|------------------------|
| Awarded < enter # of shares> PS of XRX Stock on <enter date> |                    |                         |               |                        |
| Participant  | <name>             | <b>Vesting Schedule</b> |               |                        |
| Stock Symbol   | XRX                | Vest Date               | Target        | Performance Start Date |
| Award Date   | <date>             | <vesting date>          | <# of shares> | <enter start date>     |
| Awarded  | < # of shares>     |                         |               |                        |
| Award Type   | PSS                |                         |               |                        |
| Award Description  | Performance Shares |                         |               |                        |

Omnibus Agreement – [insert year]: PIP;ELTIP;RSUs;Retention

**AGREEMENT PURSUANT TO  
XEROX CORPORATION  
2004 PERFORMANCE INCENTIVE PLAN AS AMENDED OR RESTATED TO DATE**

AGREEMENT, by Xerox Corporation, a New York corporation (the "Company"), dated as of the date that appears in the award summary that provides the value (or number of Restricted Stock Units) and vesting provisions of the award (the "Award Summary") in favor of the individual whose name appears on the Award Summary, who is an employee of the Company, one of the Company's subsidiaries or one of its affiliates (the "Employee").

In accordance with the provisions of the "2004 Performance Incentive Plan" and any amendments and/or restatements thereto (the "Plan"), the Compensation Committee of the Board of Directors of the Company (the "Committee") or the Chief Executive Officer of the Company (the "CEO") has authorized the execution and delivery of this Agreement.

Terms used herein that are defined in the Plan or in this Agreement shall have the meanings assigned to them in the Plan or this Agreement, respectively.

The Award Summary contains the details of the awards covered by this Agreement and is incorporated herein in its entirety.

NOW, THEREFORE, in consideration of the premises and for other good and valuable consideration the Company agrees as follows:

**AWARDS**

1. Award of Restricted Stock Units. Subject to all terms and conditions of the Plan and this Agreement, the Company has awarded to the Employee on the date indicated on the Award Summary the number of Restricted Stock Units (individually, the "RSU") as shown on the Award Summary. Notwithstanding anything herein to the contrary, only active Employees and those Employees on Short Term Disability Leave, Social Service Leave, Family Medical Leave or Paid Uniform Services Leave (pursuant to the Company's Human Resources Policies or similar policies of the Company's subsidiaries or affiliates) on the effective date of the award as shown on the Award Summary shall be eligible to receive the award.

**TERMS OF THE RESTRICTED STOCK UNITS**

2. Entitlement to Shares. Upon the Vesting Date indicated on the Award Summary in connection with the RSUs, the Company shall, without transfer or issue tax to the person entitled to receive the shares, deliver to such person a certificate or certificates for a number of shares of Common Stock equal to the number of vested RSUs (subject to reduction for withholding of Employee's taxes in relation to the award as described in Paragraph 10 below). No fractional shares shall be issued as a result of such tax withholding. Instead, the Company shall apply the equivalent of any fractional share amount to amounts withheld for taxes.

Upon the occurrence of an event constituting a Change in Control, all RSUs and dividend equivalents on such shares that are outstanding on such date shall be treated pursuant to the terms set forth in the Plan. Upon payment pursuant to the terms of the Plan, such awards shall be cancelled.

3. Dividend Equivalents. The Employee shall become entitled to receive from the Company on the Vesting Date a cash payment equaling the same amount(s) that the holder of record of a number of shares of Common Stock equal to the number of RSUs covered by this Agreement, that are held by the Employee on the close of business on the business day immediately preceding the Vesting Date, would have been entitled to receive as dividends on such Common Stock during the period commencing on the effective date hereof and ending on the Vesting Date as provided under Paragraph 2. Payments under this Paragraph shall be net of any required withholding taxes. Notwithstanding anything herein to the contrary, for any Employee who is no longer an employee on the payroll of any subsidiary or affiliate of the Company on the payment date of the dividend equivalents, and such subsidiary or affiliate has determined, with the approval of the Corporate Vice President, Human Resources of the Company, that it is not administratively feasible for such subsidiary or affiliate to pay such dividend equivalents, the Employee will not be entitled to receive such dividend equivalents.

**OTHER TERMS**

4. Ownership Guidelines. Guidelines pertaining to the Employee's required ownership of Common Stock shall be determined by the Committee or its authorized delegate, as applicable, in its sole discretion from time to time as communicated to Employee in writing.

5. Holding Requirements. The Employee must retain fifty percent (50%) of the net shares of Common Stock acquired in connection with the RSUs (net of withholding tax and any applicable fees) until ownership guidelines are met under Paragraph 4 hereof, subject to any ownership and holding requirements policies established by the Committee from time to time. Such shares shall be held in the Employee's Morgan Stanley account or in another account acceptable to the Company. In addition, shares used to maintain the Employee's ownership level pursuant to this award should be held with Morgan Stanley or in another account acceptable to the Company.

If employment terminates due to the death of the Employee, such holding requirements shall cease at the date of death. If the Employee is a Corporate officer of the Company and terminates for any other reason, the holding requirement will be applicable for up to a one year period following termination.

6. Rights of a Shareholder. Employee shall have no rights as a shareholder with respect to any shares covered by this Agreement until the date of issuance of a stock certificate to him for such shares. Except as otherwise provided herein, no adjustment shall be made for dividends or other rights for which the record date is prior to the date such stock certificate is issued.

7. Non-Assignability. This Agreement shall not be assignable or transferable by Employee except by will or by the laws of descent and distribution.

8. Effect of Termination of Employment or Death.

Effect on RSUs. In the event the Employee

(a)(i) ceases to be an Employee of the Company or any subsidiary or affiliate (the Company, subsidiary or affiliate, together, the "Employer") for any reason other than death and the RSUs have not vested in accordance with Paragraph 2, the RSUs shall be cancelled on the date of such termination of employment; and

(a)(ii) ceases to be an Employee of the Employer by reason of death, the RSUs vest on the date of death and the certificates for shares shall be delivered in accordance with Paragraph 7 to the personal representatives, heirs or legatees of the deceased Employee.

(b) Disability. Cessation of active employment due to commencement of long-term disability under the Employer's long-term disability plan shall not be deemed to constitute a termination of employment for purposes of this Paragraph 8 and, during the continuance of such Employer-sponsored long-term disability plan benefits, the Employee shall be deemed to continue active employment with the Employer. If the Employee is terminated because the Employee has received the maximum coverage under an Employer-provided long-term disability plan, the vesting of RSUs shall be provided pursuant to Paragraph 8(a)(i) above.

9. General Restrictions. If at any time the Committee or its authorized delegate, as applicable, shall determine, in its discretion, that the listing, registration or qualification of any shares subject to this Agreement upon any securities exchange or under any state or Federal law, or the consent or approval of any government regulatory body, is necessary or desirable as a condition of, or in connection with, the awarding of the RSUs or the issue or purchase of shares hereunder, the certificates for shares may not be issued in respect of RSUs in whole or in part unless such listing, registration, qualification, consent or approval shall have been effected or obtained free of any conditions not acceptable to the Committee or its authorized delegate, as applicable, and any delay caused thereby shall in no way affect the date of termination of the RSUs.

10. Responsibility for Taxes. Employee acknowledges that the ultimate responsibility for Employee's Federal, state and municipal individual income taxes, the Employee's portion of social security and other payroll taxes, and any other taxes related to Employee's participation in the Plan and legally applicable to Employee, is and remains his or her responsibility and may exceed the amount actually withheld by the Company or the Employer.

11. Nature of Award. In accepting the award, Employee acknowledges that:

(a) the Plan is established voluntarily by the Company, it is discretionary in nature and it may be modified, amended, suspended or terminated by the Company at any time in a manner consistent with Section 13 of the Plan regarding Plan amendment and termination;

(b) the award of the RSUs is voluntary and occasional and does not create any contractual or other right to receive future grants of RSUs, or benefits in lieu of RSUs, even if RSUs have been granted repeatedly in the past;

(c) all decisions with respect to future RSU awards, if any, will be at the sole discretion of the Committee or its authorized delegate, as applicable;

(d) Employee's participation in the Plan shall not create a right to further employment with the Employer and shall not interfere with the ability of the Employer to terminate Employee's employment relationship at any time; further, the RSU award and Employee's participation in the Plan will not be interpreted to form an employment contract or relationship with the Employer;

(e) Employee is voluntarily participating in the Plan;

(f) the RSUs and the shares of Common Stock subject to the RSUs are an extraordinary item that does not constitute compensation of any kind for services of any kind rendered to the Employer, and which is outside the scope of Employee's employment contract, if any;

(g) the RSUs and the shares of Common Stock subject to the RSUs are not intended to replace any pension rights or compensation;

(h) the RSUs and the shares of Common Stock subject to the RSUs are not part of normal or expected compensation or salary for any purposes, including, but not limited to, calculating any severance, resignation, termination, redundancy, dismissal, end of service payments, bonuses, long-service awards, pension or retirement or welfare benefits or similar payments and in no event should be considered as compensation for, or relating in any way to, past services for the Employer;

(i) the future value of the underlying shares of Common Stock is unknown and cannot be predicted with certainty;

(j) in consideration of the award of the RSUs, no claim or entitlement to compensation or damages shall arise from forfeiture of the RSUs, including, but not limited to, forfeiture resulting from termination of Employee's employment with the Employer (for any reason whatsoever and whether or not in breach of local labor laws) and Employee irrevocably releases the Company and the Employer from any such claim that may arise; if, notwithstanding the foregoing, any such claim is found by a court of competent jurisdiction to have arisen, Employee shall be deemed irrevocably to have waived Employee's entitlement to pursue such claim; and

(k) subject to the provisions in the Plan regarding Change in Control, RSUs and the benefits under the Plan, if any, will not automatically transfer to another company in the case of a merger, take-over or transfer of liability.

12. No Advice Regarding Award. Neither the Company nor the Employer is providing any tax, legal or financial advice, nor is the Company or Employer making any recommendations regarding Employee's participation in the Plan, or his or her acquisition or sale of the underlying shares of Common Stock. Employee is hereby advised to consult with his or her own personal tax, legal and financial advisors regarding his or her participation in the Plan before taking any action related to the Plan.

13. Amendment of This Agreement. With the consent of the Employee, the Committee or its authorized delegate, as applicable, may amend this Agreement in a manner not inconsistent with the Plan.

14. Subsidiary. As used herein the term "subsidiary" shall mean any present or future corporation which would be a "subsidiary corporation" of the Company as the term is defined in Section 425 of the Internal Revenue Code of 1986 on the date of award.

15. Affiliate. As used herein the term "affiliate" shall mean any entity in which the Company has a significant equity interest, as determined by the Committee.

16. Recoupments.

(a) If an Employee or former Employee of the Employer is reasonably deemed by the Committee or its authorized delegate, as applicable, to have engaged in detrimental activity against the Employer, any awards granted to such Employee or former Employee shall be cancelled and be of no further force or effect and any payment or delivery of an award from six months prior to such detrimental activity may be rescinded. In the event of any such rescission, the Employee shall pay to the Company the amount of any gain realized or payment received as a result of the rescinded exercise, payment or delivery, in such manner and on such terms and conditions as may be required by the Committee or its authorized delegate, as applicable. Detrimental activity may include:

(i) violating terms of a non-compete agreement with the Employer, if any;

(ii) disclosing confidential or proprietary business information of the Employer to any person or entity including but not limited to a competitor, vendor or customer without appropriate authorization from the Employer;

(iii) violating any rules, policies, procedures or guidelines of the Employer;

(iv) directly or indirectly soliciting any employee of the Employer to terminate employment with the Employer;

(v) directly or indirectly soliciting or accepting business from any customer or potential customer or encouraging any customer, potential customer or supplier of the Employer, to reduce the level of business it does with the Employer; or

(vi) engaging in any other conduct or act that is determined to be injurious, detrimental or prejudicial to any interest of the Employer.

(b) If an accounting restatement by the Company is required in order to correct any material noncompliance with financial reporting requirements under relevant securities laws, the Company will have the authority to recover from executive officers or former executive officers, whether or not still employed by the Employer, any excess incentive-based compensation (in excess of what would have been paid under the accounting restatement), including entitlement to shares, provided under this Agreement to executive officers of the Employer, that was based on such erroneous data and paid during the three-year period preceding the date on which the Company is required to prepare the accounting restatement. Notwithstanding anything herein to the contrary, the Company may implement any policy or take any action with respect to the recovery of excess incentive-based compensation, including entitlement to shares, that the Company determines to be necessary or advisable in order to comply with the requirements of the Dodd-Frank Wall Street Financial Reform and Consumer Protection Act.

17. Cancellation and Rescission of Award. Without limiting the foregoing Paragraph regarding non-engagement in detrimental activity against the Employer, the Company may cancel any award provided hereunder if the Employee is not in compliance with all of the following conditions:

(a) An Employee shall not render services for any organization or engage directly or indirectly in any business which would cause the Employee to breach any of the post-employment prohibitions contained in any agreement between the Employer and the Employee.

(b) An Employee shall not, without prior written authorization from the Employer, disclose to anyone outside the Employer, or use in other than the Employer's business, any confidential information or material, as specified in any agreement between the Employer and the Employee which contains post-employment prohibitions, relating to the business of the Employer acquired by the Employee either during or after employment with the Employer.

(c) An Employee, pursuant to any agreement between the Employer and the Employee which contains post-employment prohibitions, shall disclose promptly and assign to the Employer, all right, title and interest in any invention or idea, patentable or not, made or conceived by the Employee during employment with the Employer, relating in any manner to the actual or anticipated business, research or development work of the Employer, and shall do anything reasonably necessary to enable the Employer to secure a patent where appropriate in the United States and in foreign countries.

(d) Failure to comply with the provision of subparagraphs (a), (b) or (c) of this Paragraph 17 prior to, or during the six months after, any payment or delivery shall cause such payment or delivery to be rescinded. The Company shall notify the Employee in writing of any such rescission within two years after such payment or delivery. Within ten days after receiving such a notice from the Company, the Employee shall pay to the Company the amount of any payment received as a result of the rescinded payment or delivery pursuant to an award. Such payment to the Company by the Employee shall be made either in cash or by returning to the Company the number of shares of common stock that the Employee received in connection with the rescinded payment or delivery.

18. Notices. Notices hereunder shall be in writing and if to the Company shall be mailed to the Company at P.O. Box 4505, 45 Glover Avenue, 6<sup>th</sup> Floor, Norwalk, Connecticut 06856-4505, addressed to the attention of Stock Plan Administrator, and if to the Employee shall be delivered personally or mailed to the Employee at his address as the same appears on the records of the Company.

19. Language. If Employee has received this Agreement or any other document related to the Plan translated into a language other than English and if the meaning of the translated version is different than the English version, the English version will control.

20. Electronic Delivery and Acceptance. The Company will deliver any documents related to current or future participation in the Plan by electronic means. Employee hereby consents to receive such documents by electronic delivery, and agrees to participate in the Plan and be bound by the terms and conditions of this Agreement, through an on-line or electronic system established and maintained by the Company or a third party designated by the Company. Electronic acceptance by the Employee is required and the award will be cancelled for any Employee who fails to comply with the Company's acceptance requirement within six months of the effective date of the award.

21. Interpretation of This Agreement. The Committee or its authorized delegate, as applicable, shall have the authority to interpret the Plan and this Agreement and to take whatever administrative actions, including correction of administrative errors in the awards subject to this Agreement and in this Agreement, as the Committee or its authorized delegate, as applicable, in its sole good faith judgment shall determine to be advisable. All decisions, interpretations and administrative actions made by the Committee or its authorized delegate, as applicable, hereunder or under the Plan shall be binding and conclusive on the Company and the Employee. In the event there is inconsistency between the provisions of this Agreement and of the Plan, the provisions of the Plan shall govern.

22. Successors and Assigns. This Agreement shall be binding upon and inure to the benefit of the parties hereto and the successors and assigns of the Company and to the extent provided in Paragraph 7 to the personal representatives, legatees and heirs of the Employee.

23. Governing Law and Venue. The validity, construction and effect of the Agreement and any actions taken under or relating to this Agreement shall be determined in accordance with the laws of the state of New York and applicable Federal law.

This grant is made and/or administered in the United States. For purposes of litigating any dispute that arises under this grant or the Agreement the parties hereby submit to and consent to the jurisdiction of the state of New York, agree that such litigation shall be conducted in the courts of Monroe County, New York, or the federal courts for the United States for the Western District of New York.

24. Separability. In case any provision in the Agreement, or in any other instrument referred to herein, shall become invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions in the Agreement, or in any other instrument referred to herein, shall not in any way be affected or impaired thereby.

25. Integration of Terms. Except as otherwise provided in this Agreement, this Agreement contains the entire agreement between the parties relating to the subject matter hereof and supersedes any and all oral statements and prior writings with respect thereto.

26. Appendix for Non-U.S. Countries. Notwithstanding any provisions in this Agreement, the RSU award shall be subject to any special terms and conditions set forth in any appendix to this Agreement for Employee's country (the "Appendix"). Moreover, if Employee relocates to one of the countries included in the Appendix, the special terms and conditions for such country will apply to Employee, to the extent the Company determines that the application of such terms and conditions is necessary or advisable in order to comply with local law or facilitate the administration of the Plan. The Appendix constitutes part of this Agreement.

27. Imposition of Other Requirements. The Committee or its authorized delegate, as applicable, reserves the right to impose other requirements on Employee's participation in the Plan, on the RSUs and on any shares of Common Stock acquired under the Plan, to the extent the Committee or its authorized delegate, as applicable, determines it is necessary or advisable in order to comply with local law or facilitate the administration of the Plan, and to require Employee to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.

IN WITNESS WHEREOF, the Company has executed this Agreement as of the day and year set forth on the Award Summary.

XEROX CORPORATION

By: \_\_\_\_\_  
Signature



Name: PARTICIPANT NAME

Company Name: XEROX CORPORATION

Plan Name: Restricted Stock Plan

## Award Summary

Awarded &lt; enter # of shares&gt; RSU of XRX Stock on &lt;enter date&gt;

Participant &lt;name&gt;

## Vesting Schedule

Stock Symbol XRX

Vest  
DateVest  
Quantity

Award Date &lt;date&gt;

&lt;vesting date&gt;

&lt;# of shares&gt;

Awarded &lt; # of shares&gt;

Award Type RSU

Award Description Restricted Stock Unit

## COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES

The ratio of earnings to fixed charges, the ratio of earnings to combined fixed charges and preferred stock dividends, as well as any deficiency of earnings are determined using the following applicable factors:

**Earnings available for fixed charges** are calculated first, by determining the sum of: (a) income from continuing operations before income taxes and equity income; (b) distributed equity income; (c) fixed charges, as defined below; and (d) amortization of capitalized interest, if any. From this total, we subtract capitalized interest and net income attributable to noncontrolling interests.

**Fixed charges** are calculated as the sum of: (a) interest costs (both expensed and capitalized); (b) amortization of debt expense and discount or premium relating to any indebtedness; and (c) that portion of rental expense that is representative of the interest factor.

**Preferred stock dividends** used in the ratio of earnings to combined fixed charges and preferred stock dividends consist of the amount of pre-tax earnings required to cover dividends paid on our Series A convertible preferred stock.

| (in millions)  | Year Ended December 31, |                     |                     |                     |                     |
|--|-------------------------|---------------------|---------------------|---------------------|---------------------|
|  | 2013                    | 2012 <sup>(1)</sup> | 2011 <sup>(1)</sup> | 2010 <sup>(1)</sup> | 2009 <sup>(1)</sup> |
| <b>Fixed Charges:</b>  |                         |                     |                     |                     |                     |
| Interest expense   | \$ 406                  | \$ 430              | \$ 478              | \$ 592              | \$ 527              |
| Capitalized interest   | 4                       | 13                  | 13                  | 5                   | 8                   |
| Portion of rental expense which represents interest factor                                       | 251                     | 215                 | 227                 | 211                 | 89                  |
| <b>Total Fixed Charges</b>   | <b>\$ 661</b>           | <b>\$ 658</b>       | <b>\$ 718</b>       | <b>\$ 808</b>       | <b>\$ 624</b>       |
| <b>Earnings Available for Fixed Charges:</b>   |                         |                     |                     |                     |                     |
| Pre-tax income   | \$ 1,312                | \$ 1,332            | \$ 1,535            | \$ 793              | \$ 616              |
| Distributed equity income of affiliated companies  | 77                      | 62                  | 63                  | 41                  | 16                  |
| Add: Fixed charges   | 661                     | 658                 | 718                 | 808                 | 624                 |
| Less: Capitalized interest   | (4)                     | (13)                | (13)                | (5)                 | (8)                 |
| Less: Net income-noncontrolling interests  | (20)                    | (28)                | (33)                | (31)                | (31)                |
| <b>Total Earnings Available for Fixed Charges</b>  | <b>\$ 2,026</b>         | <b>\$ 2,011</b>     | <b>\$ 2,270</b>     | <b>\$ 1,606</b>     | <b>\$ 1,217</b>     |
| <b>Ratio of Earnings to Fixed Charges</b>  | <b>3.07</b>             | <b>3.06</b>         | <b>3.16</b>         | <b>1.99</b>         | <b>1.95</b>         |
| <b>Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends:</b> |                         |                     |                     |                     |                     |
| <b>Fixed Charges:</b>  |                         |                     |                     |                     |                     |
| Interest expense   | \$ 406                  | \$ 430              | \$ 478              | \$ 592              | \$ 527              |
| Capitalized interest   | 4                       | 13                  | 13                  | 5                   | 8                   |
| Portion of rental expense which represents interest factor                                       | 251                     | 215                 | 227                 | 211                 | 89                  |
| Total Fixed Charges before preferred stock dividends pre-tax income requirements                 | 661                     | 658                 | 718                 | 808                 | 624                 |
| Preferred stock dividends pre-tax income requirements  | 39                      | 39                  | 39                  | 35                  | —                   |
| <b>Total Combined Fixed Charges and Preferred Stock Dividends</b>                                | <b>\$ 700</b>           | <b>\$ 697</b>       | <b>\$ 757</b>       | <b>\$ 843</b>       | <b>\$ 624</b>       |
| <b>Earnings Available for Fixed Charges:</b>   |                         |                     |                     |                     |                     |
| Pre-tax income   | \$ 1,312                | \$ 1,332            | \$ 1,535            | \$ 793              | \$ 616              |
| Distributed equity income of affiliated companies  | 77                      | 62                  | 63                  | 41                  | 16                  |
| Add: Fixed charges before preferred stock dividends  | 661                     | 658                 | 718                 | 808                 | 624                 |
| Less: Capitalized interest   | (4)                     | (13)                | (13)                | (5)                 | (8)                 |
| Less: Net income-noncontrolling interests  | (20)                    | (28)                | (33)                | (31)                | (31)                |
| <b>Total Earnings Available for Fixed Charges and Preferred Stock Dividends</b>                  | <b>\$ 2,026</b>         | <b>\$ 2,011</b>     | <b>\$ 2,270</b>     | <b>\$ 1,606</b>     | <b>\$ 1,217</b>     |
| <b>Ratio of Earnings to Fixed Charges and Preferred Stock Dividends</b>                          | <b>2.89</b>             | <b>2.89</b>         | <b>3.00</b>         | <b>1.91</b>         | <b>1.95</b>         |

(1) The ratios for the years ended December 31, 2009 through December 31, 2012 have been restated to reflect the disposal of the North American and Western European Paper businesses, which we began to report as Discontinued Operations in 2013. Refer to Note 5 - Acquisitions and Divestitures in the Consolidated Financial Statements for additional information regarding Discontinued Operations.

## SUBSIDIARIES OF XEROX CORPORATION

The following companies are subsidiaries of Xerox Corporation as of December 31, 2013. Unless otherwise noted, a subsidiary is a company in which Xerox Corporation or a subsidiary of Xerox Corporation holds 50% or more of the voting stock. The names of other subsidiaries have been omitted as they would not, if considered in the aggregate as a single subsidiary, constitute a significant subsidiary:

| Name of Subsidiary/Affiliate                                 | Jurisdiction of Incorporation |
|--|-------------------------------|
| ACS@Xerox LLC  | Delaware                      |
| ACS Holdings (UK) LLP  | United Kingdom (48)           |
| American Photocopy Equipment Company of Pittsburgh, LLC      | Delaware                      |
| Berney Office Solutions, LLC                                 | Alabama                       |
| N&L Enterprises, LLC   | Alabama                       |
| Capitol Office Solutions, LLC                                | Delaware                      |
| Global Imaging Systems, Inc.                                 | Delaware                      |
| Arizona Office Technologies, Inc.                            | Arizona                       |
| Carolina Office Systems, Inc.                                | South Carolina                |
| Carr Business Systems, Inc.                                  | New York                      |
| Chicago Office Technology Group, Inc.                        | Illinois                      |
| ComDoc, Inc.   | Ohio                          |
| Connecticut Business Systems, LLC                            | Delaware                      |
| Conway Office Products, LLC                                  | New Hampshire                 |
| Business Equipment Unlimited                                 | Maine                         |
| Cameron Office Products, LLC                                 | Massachusetts                 |
| Eastern Managed Print Network, LLC                           | New York                      |
| Northeast Copier Systems, LLC                                | Massachusetts                 |
| CopyCo Office Solutions, Inc.                                | Indiana                       |
| CTX Business Solutions, Inc.                                 | Oregon                        |
| Dahill Office Technology Corporation                         | Texas (34)                    |
| Denitech Corporation   | Texas                         |
| Electronic Systems, Inc.                                     | Virginia                      |
| TML Enterprises, Inc.  | Virginia                      |
| GDP Finance, Inc.  | Georgia                       |
| Georgia Duplicating Products, Inc.                           | Georgia                       |
| ImageQuest, Inc.   | Kansas                        |
| Image Technology Specialists, Inc.                           | Massachusetts                 |
| Inland Business Machines, Inc.                               | California                    |
| Precision Copier Service, Inc. d/b/a Sierra Office Solutions | Nevada                        |
| Lucas Business Systems, Inc.                                 | Delaware                      |
| Lewan & Associates, Inc.                                     | Colorado                      |
| Imaging Concepts of New Mexico, Inc.                         | New Mexico                    |
| Merizon Group Incorporated                                   | Wisconsin                     |
| Michigan Office Solutions, Inc.                              | Michigan                      |
| Minnesota Office Technology Group, Inc.                      | Minnesota                     |
| Mr. Copy, Inc.   | California                    |
| MRC Smart Technology Solutions, Inc.                         | California                    |
| MWB Copy Products, Inc.                                      | California                    |
| SoCal Office Technologies, Inc.                              | California                    |
| Martin Whalen Office Solutions, Inc.                         | Illinois                      |
| MW Leasing Company   | Illinois                      |
| Oklahoma Office Systems, LLC                                 | Oklahoma                      |
| O.O.S.I. Leasing, LLC  | Oklahoma                      |

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|--|---------------|
| Quality Business Systems, Inc.               | Washington    |
| Boise Office Equipment, Inc.                 | Idaho         |
| R. K. Dixon Company                          | Iowa          |
| Global Iowa Finance, Inc.                    | Iowa          |
| Saxon Business Systems, Inc.                 | Florida       |
| Xerox Audio Visual Solutions, Inc.           | Georgia       |
| Daniel Communications, Inc.                  | Alabama       |
| Zeno Office Solutions, Inc.                  | Florida       |
| Zeno Financial Services, Inc.                | Florida       |
| Zoom Imaging Solutions, Inc.                 | California    |
| GroupFire, Inc.                              | California    |
| Gyricon, LLC                                 | Delaware      |
| Institute for Research on Learning           | Delaware      |
| LaserNetworks Inc.                           | Delaware      |
| Lateral Data, L.P.                           | Texas         |
| NewField Information Technology LLC          | Pennsylvania  |
| Pacific Services and Development Corporation | Delaware      |
| Palo Alto Research Center Incorporated       | Delaware      |
| PARC China Holdings, Inc.                    | Delaware      |
| Proyectos Inverdoco, C.A.                    | Venezuela     |
| SCC Burton Corporation                       | Delaware      |
| Stewart Business Systems, LLC                | New Jersey    |
| The Xerox Foundation                         | Delaware      |
| Xerox Argentina Industrial y Comercial S.A.  | Argentina (1) |
| Xerox Business Services, LLC                 | Delaware      |
| ACS Application Management Services, LLC     | California    |
| Agilera, LLC                                 | Delaware      |
| Agilera Messaging, LLC                       | Delaware      |
| ACS BRC Holdings, LLC                        | Delaware      |
| ACS Enterprise Solutions, LLC                | Delaware      |
| ACS BPO Services, Inc.                       | Delaware      |
| Government Records Services, Inc.            | Delaware      |
| Title Records Corporation                    | Delaware      |
| ACS TMC, Inc.                                | Delaware      |
| Digital Information Systems Company, L.L.C.  | Georgia       |
| Xerox Audit & Compliance Solutions, LLC      | Delaware      |
| Xerox Government Systems, LLC                | Delaware      |
| Xerox Heritage, LLC                          | Virginia      |
| Xerox State Healthcare, LLC                  | Delaware      |
| ACS EDI Gateway, Inc.                        | Delaware      |
| Consultec IPA, Inc.                          | New York      |
| Xerox Federal Solutions LLC                  | Delaware      |
| ACS Health Care, Inc.                        | Oregon        |
| CredenceHealth, Inc.                         | Tennessee     |
| MidasPlus, Inc.                              | Arizona       |
| Statit Software, Inc.                        | Oregon        |
| ACS ComplIQ Corporation                      | Nevada        |
| ACS Consultant Holdings Corporation          | Delaware      |
| Xerox Consultant Company, Inc.               | Michigan      |
| Superior Venture Partner, Inc.               | Pennsylvania  |

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|--|----------------|
| ACS e-Services, LLC                                    | Delaware       |
| ACS Health Administration, Inc.                        | Delaware       |
| ACS Healthcare Analytics, Inc.                         | Delaware       |
| ACS Human Resources Solutions, LLC                     | Delaware       |
| Buck Consultants, LLC                                  | Delaware       |
| Buck Consultants                                       | Belgium (44)   |
| Buck Kwasha Securities LLC                             | Delaware       |
| LiveWire, LLC  | Missouri       |
| Xerox HR Solutions, LLC                                | Pennsylvania   |
| Xerox HR Solutions, LLP                                | Delaware (67)  |
| ACS HR Solutions World Services, LLC                   | Delaware       |
| Xerox Relocation & Assignment Services, LLC            | Delaware       |
| ACS Image Solutions, Inc.                              | Louisiana      |
| ACS IT Solutions, LP                                   | Delaware (45)  |
| ACS Lending, Inc.                                      | Delaware (41)  |
| ACS Business Services, LLC                             | Delaware       |
| ACS/ECG Holdings, LLC                                  | Delaware       |
| ACS Defense, LLC                                       | Delaware       |
| ACS Properties, LLC                                    | Delaware       |
| ACS Marketing, L.P.                                    | Delaware (42)  |
| ACS Protection Services, Inc.                          | Texas          |
| ACS Puerto Rico, LLC                                   | Puerto Rico    |
| ACS REBGM, Inc.  | Illinois       |
| ACS Solutions Poland Sp. z.o.o.                        | Poland         |
| ACS TradeOne Marketing, Inc.                           | Delaware       |
| ACS Securities Services, Inc.                          | Texas          |
| etravelexperts, LLC                                    | Delaware       |
| ACS Transport Solutions, Inc.                          | Georgia        |
| ACB Airport Solutions, LLC                             | Georgia (46)   |
| ACS Solutions de Mexico, S. de R.L. de C.V.            | Mexico (68)    |
| ACS Trust I  | Delaware       |
| ACS Trust II   | Delaware       |
| ACS Welfare Benefit Trust                              | Texas          |
| Breakaway Healthcare and Life Sciences, LLC            | Colorado       |
| Health Technology Acquisition Company                  | Indiana        |
| Outsourced Administrative Systems, Inc.                | Indiana        |
| Intellinex LLC   | Delaware       |
| LearnSomething, Inc.                                   | Florida        |
| LiveBridge, Inc.                                       | Oregon         |
| Newspaper Services Holding, Inc.                       | Oregon         |
| ACS Contact Solutions of Canada, ULC                   | Nova Scotia    |
| Restaurant Technology Services, LLC                    | Delaware       |
| RTS Information Consulting (Chengdu) Co. Ltd           | China          |
| Restaurant Technology Services UK Limited              | United Kingdom |
| Specialty I, LLC                                       | Delaware       |
| The National Abandoned Property Processing Corporation | Delaware       |
| Wagers & Associates, Inc.                              | Colorado       |
| Wireless Data Services North America, Inc.             | Washington     |
| Wireless Data Services (Operations), Inc.              | Idaho          |
| WDS Global-Texas, Inc.                                 | Texas          |

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|---|--------------------------|
| Xerox Care and Quality Solutions, Inc.                      | Wisconsin                |
| Xerox Commercial Solutions, LLC                             | Nevada                   |
| ACS Global, Inc.  | Delaware                 |
| Affiliated Computer Services (Australia) Pty Ltd.           | Australia                |
| ML Colombia S.A.  | Colombia (51)            |
| Market Line Peru S.A.C.                                     | Peru (52)                |
| Market Line S.A.  | Argentina (49)           |
| Market Line Chile S.A.                                      | Chile (50)               |
| CDR Associates, L.L.C.                                      | Delaware                 |
| Education Sales and Marketing, LLC                          | Colorado                 |
| ESM Chaperone, LLC  | Colorado                 |
| TMS Health, LLC   | Delaware                 |
| Truckload Management Services, Inc.                         | Colorado                 |
| Xerox Education Services, LLC                               | Delaware                 |
| ACS Asset Management Group, LLC                             | Delaware                 |
| Education Services Company, LLC                             | Delaware                 |
| ACS Education Loan Services LLC                             | Delaware                 |
| Xerox Education Solutions, LLC                              | Delaware                 |
| Xerox Outsourcing Solutions, LLC                            | Michigan                 |
| ACS Print and Mail Services, Inc.                           | Michigan                 |
| Xerox Recovery Services, Inc.                               | Delaware                 |
| Xerox State & Local Solutions, Inc.                         | New York                 |
| ACS Human Services, LLC                                     | Indiana                  |
| ACS Middle East, Inc.                                       | Delaware                 |
| ACS China Solutions Hong Kong Limited                       | Hong Kong                |
| ACS Road Technology Services (Beijing) Co. Ltd.             | China                    |
| ParkIndy LLC  | Delaware                 |
| Transaction Processing Specialists, Inc.                    | Texas                    |
| Xerox Capital LLC   | Turks & Caicos Islds (9) |
| Xerox de Chile S.A.   | Chile (40)               |
| Xerox Developing Markets Limited                            | Bermuda                  |
| Sidh Securities Limited                                     | Mauritius                |
| Xerox DNHC LLC  | Delaware                 |
| Xerox del Ecuador, S.A.                                     | Ecuador (32)             |
| Xerox Engineering Systems NV                                | Belgium                  |
| Xerox Export, LLC   | Delaware                 |
| Xerox Europe Finance Limited Partnership                    | Scotland (20)            |
| Xerox European Funding LLC                                  | Delaware                 |
| Affiliated Computer Services Holdings (Luxembourg) S.A.R.L. | Luxembourg               |
| Xerox Finance, Inc.   | Delaware                 |
| Xerox Investments Holding (Bermuda) Limited                 | Bermuda                  |
| Xerox Financial Services LLC                                | Delaware                 |
| Xerox Foreign Sales Corporation                             | Barbados                 |
| Xerox Holdings, Inc.  | Delaware                 |
| Talegen Holdings, Inc.                                      | Delaware                 |
| Xerox International Joint Marketing, Inc.                   | Delaware                 |
| Xerox International Partners                                | California (10)          |
| Xerox Investments Europe B.V.                               | Netherlands              |
| Buck Consultants Limited/Conseillers Buck Limitee           | Ontario                  |
| Buck Consultants Insurance Agency Limited                   | Ontario                  |

|  |                    |
|--|--------------------|
| XC Global Trading B.V.                                 | Netherlands        |
| XC Trading Singapore Pte Ltd.                          | Singapore          |
| Affiliated Computer Services Malaysia Sdn. Bhd.        | Malaysia (61)      |
| XC Trading Hong Kong Limited                           | Hong Kong          |
| XC Trading Japan G.K.                                  | Japan              |
| XC Trading Korea YH                                    | Korea              |
| XC Trading Malaysia                                    | Malaysia           |
| XC Trading Shenzhen Co., Ltd.                          | China              |
| Xerox Holdings (Ireland) Limited                       | Ireland            |
| Xerox (Europe) Limited                                 | Ireland            |
| Monocolour Limited                                     | Ireland            |
| NewField Information Technology Limited                | United Kingdom     |
| Xerox XF Holdings (Ireland) Limited                    | Ireland            |
| Xerox Finance (Ireland) Limited                        | United Kingdom     |
| Xerox Israel Ltd.                                      | Israel             |
| Xerox Middle East Investments (Bermuda) Limited        | Bermuda            |
| Bessemer Insurance Limited                             | Bermuda            |
| Reprographics Egypt Limited                            | Egypt              |
| Xerox Egypt S.A.E.                                     | Egypt (5)          |
| Xerox Finance Leasing S.A.E.                           | Egypt (3)          |
| Xerox Equipment Limited                                | Bermuda            |
| Xerox Maroc S.A.                                       | Morocco (2)        |
| Xerox Products Limited                                 | Bermuda (16)       |
| Xerox UK Holdings Limited                              | United Kingdom     |
| Triton Business Finance Limited                        | United Kingdom     |
| Xerox Trading Enterprises Limited                      | United Kingdom     |
| Xerox Overseas Holdings Limited                        | United Kingdom     |
| e-Services Group (St. Lucia) Ltd.                      | St. Lucia          |
| e-Services Group International (Jamaica) Limited       | Jamaica (47)       |
| Xerox Business Equipment Limited                       | United Kingdom     |
| Xerox Computer Services Limited                        | United Kingdom     |
| Xerox Mailing Systems Limited                          | United Kingdom     |
| Xerox Limited  | United Kingdom     |
| Affiliated Computer Services International B.V.        | Netherlands        |
| ACS-BPS (Ghana) Limited                                | Ghana              |
| ACS BPS de Guatemala S.A.                              | Guatemala (70)     |
| ACS Business Process Solutions Limited                 | United Kingdom     |
| ACS Malta Limited                                      | Malta (66)         |
| ACS Worldwide Lending Limited                          | United Kingdom     |
| Buck Consultants Limited                               | United Kingdom     |
| Buck Consultants (Healthcare) Limited                  | United Kingdom     |
| Buck Consultants (Administration & Investment) Limited | United Kingdom     |
| Buck Consultants Shareplan Trustees Limited            | United Kingdom     |
| Buckingham Trustees Limited                            | United Kingdom     |
| Talking People Limited                                 | United Kingdom     |
| CVG Ltd.   | United Kingdom (6) |
| Spur Information Solutions Limited                     | United Kingdom     |
| Syan Holdings Limited                                  | United Kingdom     |
| Syan Technology Limited                                | United Kingdom     |
| Xerox IT Services Limited                              | United Kingdom     |

|  |                         |
|--|-------------------------|
| Anix Group Limited   | United Kingdom          |
| Anix Business Systems Limited                                      | United Kingdom          |
| Anix Computers Limited   | United Kingdom          |
| PR Systems Limited   | United Kingdom          |
| VBHG Limited   | United Kingdom          |
| Anix Holdings Limited  | United Kingdom          |
| Blue River Systems Limited   | United Kingdom          |
| Posetiv Limited  | United Kingdom          |
| Red Squared Limited  | United Kingdom          |
| Wireless Data Services Limited                                     | United Kingdom          |
| Hugh Symons Wireless Data Services Pty. Limited                    | Australia               |
| Wireless Data Services (Asia Pacific) PTE Ltd.                     | Singapore               |
| Wireless Data Services (Proprietary) Limited                       | South Africa            |
| ACS (Cyprus) Holdings Limited                                      | Cyprus                  |
| Affiliated Computer Services of India Private Limited              | India (58)              |
| ACS Czech Republic s.r.o.  | Czech Republic (26)     |
| ACS HR Solutions Nederland B.V.                                    | Netherlands             |
| ACS HR Solutions Share Plan Services (Guernsey) Limited            | Guernsey                |
| ACS HR Solutions UK Limited  | United Kingdom          |
| ACS of the Philippines, Inc.                                       | Philippines (62)        |
| ACS Solutions Chile SA   | Chile (57)              |
| Affiliated Computer Services Austria GmbH                          | Austria                 |
| Affiliated Computer Services do Brasil Ltda.                       | Brazil (55)             |
| Affiliated Computer Services Call Center Operations do Brasil LTDA | Brazil (60)             |
| ACS HR Solucoes Servicos de Recursos Humanos do Brasil Ltda.       | Brazil (72)             |
| Affiliated Computer Services (Fiji) Limited                        | Fiji (59)               |
| Affiliated Computer Services GmbH                                  | Switzerland             |
| Affiliated Computer Services International (Barbados) Limited      | Barbados                |
| ACS Business Process Solutions (Jamaica) Limited                   | Jamaica (53)            |
| Xerox Business Services Dominican Republic, SAS                    | Dominican Republic (54) |
| Affiliated Computer Services Ireland Limited                       | Ireland                 |
| Affiliated Computer Services of Poland Sp. z.o.o.                  | Poland (63)             |
| Affiliated Computer Services South Africa (Proprietary) Limited    | South Africa            |
| Affiliated Computer Services (Tianjin) Co., Ltd.                   | China                   |
| Veenman B.V.   | Netherlands             |
| Veenman Financial Services B.V.                                    | Netherlands             |
| Wilhaave Groep B.V.  | Netherlands             |
| Unamic Holding B.V.  | Netherlands             |
| Unamic/HCN B.V.  | Netherlands             |
| Telenamic N.V.   | Suriname (73)           |
| Unamic/HCN BVBA  | Belgium (74)            |
| Unamic HCN Musterfi Hizmetleri Limited Sirketi                     | Turkey (75)             |
| Xerox Business Services (Netherlands) B.V.                         | Netherlands             |
| Xerox Business Services (Switzerland) AG                           | Switzerland             |
| Xerox Business Solutions (Hong Kong) Limited                       | Hong Kong               |
| Xerox Business Solutions of Puerto Rico, Inc.                      | Puerto Rico             |
| Xerox Manufacturing (Nederland) B.V.                               | Netherlands             |
| Xerox (Nederland) BV   | Netherlands             |
| Xerox Document Supplies BV   | Netherlands             |
| Xerox Financial Services B.V.                                      | Netherlands             |



|   |                     |
|---|---------------------|
| Xerox Services BV   | Netherlands         |
| Continua Limited  | United Kingdom      |
| Continua Sanctum Limited  | United Kingdom      |
| Limited Liability Company Xerox (C.I.S.)                          | Russia              |
| The Xerox (UK) Trust  | United Kingdom      |
| Xerox AS  | Norway              |
| Xerox Austria GmbH  | Austria             |
| Xerox Global Services GmbH  | Austria             |
| Xerox Leasing GmbH  | Austria             |
| Xerox Office Supplies GmbH  | Austria             |
| Xerox Bulgaria EOOD   | Bulgaria            |
| Xerox Büro Araçlar ☒ Servis ve Tecaret Ltd. Sti                   | Turkey              |
| Xerox Canada Inc.   | Ontario             |
| CPAS Systems Inc.   | Ontario             |
| Xerox (Barbados) SRL  | Barbados (14)       |
| Xerox Finance (Luxembourg) Sarl                                   | Luxembourg          |
| Xerox Canada Finance Inc.   | Ontario             |
| Xerox Business Services Canada, Inc.                              | Canada (29)         |
| ACS Business Process Solutions de Mexico S.A. de C.V.             | Mexico (56)         |
| ACS Government Solutions Canada Inc.                              | Ontario             |
| ACS HR Solutions Canada Co.                                       | Nova Scotia         |
| Xerox Canada Ltd.   | Canada (4)          |
| LaserNetworks Inc.  | Ontario             |
| 6999816 Canada Inc.   | Canada              |
| Green Imaging Supplies Inc.                                       | Canada              |
| Xerox Financial Services Canada Ltd.                              | Ontario             |
| Xerox Capital (Europe) Limited                                    | United Kingdom      |
| Concept Group Limited   | Scotland            |
| Concept Group (Sales) Limited                                     | Scotland            |
| Imaging Business Systems (N.I.) Limited                           | Northern Ireland    |
| Irish Business Systems Limited (Republic of Ireland)              | Republic of Ireland |
| Xerox (Ireland) Limited   | Ireland             |
| Xerox AG  | Switzerland         |
| Xerox A/S   | Denmark             |
| Xerox Financial Services Danmark A/S                              | Denmark             |
| Xerox Finance AG  | Switzerland         |
| Xerox Sverige AB  | Sweden              |
| Xerox (UK) Limited  | United Kingdom      |
| Bessemer Trust Limited  | United Kingdom      |
| Xerox Finance Limited   | United Kingdom      |
| Xerox Channels Limited  | United Kingdom      |
| XEROX CZECH REPUBLIC s r.o.                                       | Czech Republic      |
| Xerox Espana, S.A.U.  | Spain               |
| Affiliated Computer Services of Spain, S.L., Sociedad Unipersonal | Spain               |
| Buck Consultants, S.L.  | Spain               |
| Xerox Business Solutions Spain, S.L.                              | Spain               |
| Xerox Fabricacion S.A.U.  | Spain               |
| Xerox Renting S.A.U.  | Spain               |
| Xerox Office Supplies S.A.U.                                      | Spain               |

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|--|-----------------|
| Xerox Exports Limited  | United Kingdom  |
| Xerox Financial Services Belux NV                              | Belgium         |
| Xerox Financial Services Norway AS                             | Norway          |
| Xerox Financial Services Sverige AB                            | Sweden          |
| Xerox Hellas AEE   | Greece          |
| Xerox Holding Deutschland GmbH                                 | Germany         |
| Affiliated Computer Services of Germany GmbH                   | Germany         |
| ACS Holdings (Germany) GmbH                                    | Germany         |
| ACS HR Solutions Deutschland GmbH                              | Germany         |
| Xerox IT Services GmbH   | Germany         |
| Xerox GmbH   | Germany         |
| Xerox Dienstleistungsgesellschaft GmbH                         | Germany         |
| Xerox Leasing Deutschland GmbH                                 | Germany         |
| Xerox Reprographische Services GmbH                            | Germany         |
| Xerox Hungary Trading Limited                                  | Hungary         |
| Xerox India Limited  | India (8)       |
| Xerox Kazakhstan Limited Liability Partnership                 | Kazakhstan      |
| Xerox Management Services N.V.                                 | Belgium         |
| Xerox N.V.   | Belgium         |
| Xerox Luxembourg SA  | Luxembourg (27) |
| Xerox Oy   | Finland         |
| Xerox Financial Services Finland Oy                            | Finland         |
| Xerox Pensions Limited   | United Kingdom  |
| Xerox Polska Sp. zo.o  | Poland          |
| Xerox Portugal Equipamentos de Escritorio, Limitada            | Portugal (21)   |
| CREDITEX - Aluguer de Equipamentos S.A.                        | Portugal        |
| Xerox Professional Services Limited                            | United Kingdom  |
| Xerox Property Services Limited                                | United Kingdom  |
| Xerox (Romania) Echipmante Si Servici S.A.                     | Romania         |
| Xerox Serviços e Participações Ltda                            | Brazil          |
| Xerox Comercio e Industria Ltda                                | Brazil          |
| Xerox Slovenia d.o.o.  | Slovenia        |
| Xerox S.p.A.   | Italy           |
| Nuova Karel Soluzioni S.r.l. unipersonale                      | Italy           |
| Xerox Financial Services Italia S.p.A.                         | Italy           |
| Xerox Italia Rental Services Srl                               | Italy           |
| Xerox Italia Services S.p.A.                                   | Italy           |
| Xerox Business Services Italy S.r.l.                           | Italy           |
| Eagle Connect Sh.p.k.  | Albania         |
| Voice Star Sh.p.k.   | Albania         |
| Xerox Business Services Romania S.r.l.                         | Romania         |
| Xerox Business Solutions Italia S.p.A.                         | Italy           |
| Xerox Telebusiness GmbH  | Germany         |
| Xerox (Ukraine) Ltd LLC  | Ukraine (17)    |
| Xerox S.A.S.   | France (22)     |
| Affiliated Computer Services Holdings (France) S.A.S.          | France          |
| Affiliated Computer Services Business Process Solutions S.A.S. | France (64)     |
| Xerox Business Solutions (France) SAS                          | France          |
| ACS Solutions Peru S.A.  | Peru (65)       |
| Impika SA  | France          |

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|-------------------------------------|----------------|
| Xerobail SAS                        | France         |
| Xerox Financial Services SAS        | France (23)    |
| Xerox Document Supplies SNC         | France (24)    |
| Xerox General Services SAS          | France         |
| Xerox XHB Limited                   | Bermuda        |
| Xerox XIB Limited                   | Bermuda        |
| XRO Limited                         | United Kingdom |
| Nemo (AKS) Limited                  | United Kingdom |
| XRI Limited                         | United Kingdom |
| RRXH Limited                        | United Kingdom |
| RRXO Limited                        | United Kingdom |
| RRXIL Limited                       | United Kingdom |
| Xerox Latinamerican Holdings, Inc.  | Delaware       |
| Xerox Lease Receivables I, LLC      | Delaware       |
| Xerox Lease Receivables 2012-2 LLC  | Delaware       |
| Xerox Lease Receivables 2013-1 LLC  | Delaware       |
| Xerox Lease Receivables 2013-2 LLC  | Delaware       |
| Xerox Mexicana, S.A. de C.V.        | Mexico (28)    |
| Xerox Mortgage Services, Inc.       | Delaware       |
| Xerox Overseas, Inc.                | Delaware       |
| XC Asia LLC                         | Delaware       |
| Xerox del Peru, S.A.                | Peru (30)      |
| Xerox Realty Corporation            | Delaware       |
| Xerox Trade Receivables II LLC      | Delaware       |
| Xerox Trinidad Limited              | Trinidad (18)  |
| XESystems Foreign Sales Corporation | Barbados       |
| XMPie Inc.                          | Delaware       |
| Nuvisio Corporation                 | Delaware       |
| Nuvisio, Ltd.                       | Israel         |
| XMPie, Ltd.                         | Israel         |

- (1) Xerox Corporation owns 90% of the shares of Xerox Argentina; the remaining 10% is owned by Pacific Services and Development Corporation, a wholly-owned subsidiary of Xerox Corporation.
- (2) Owned 99.9% by XMEIBL and .1% by several individuals.
- (3) Owned 96% by Xerox Egypt S.A.E., 3% by Xerox Middle East Investments (Bermuda) Limited and 1% by Egyptian Finance Company S.A.E.
- (4) Owned 80.24% by Xerox Canada Inc. and 19.76% by Xerox Canada Finance Inc.
- (5) Owned 75% by Xerox Middle East Investments (Bermuda) Limited and 25% by Egyptian Finance Company S.A.E.
- (6) CVG Ltd. also does business under the name "The Customer Value Group".
- (7) [RESERVED]
- (8) Xerox Corporation indirectly owns 89.3% and 10.7% is owned by Modi Rubber Limited and 10,000+ individuals.
- (9) Owned 99.9% by Xerox Corporation and .1% by Pacific Services and Development Corporation, a wholly-owned subsidiary of Xerox Corporation
- (10) Xerox International Partners is a California general partnership between FX Global, Inc. (49%) and Xerox International Joint Marketing, Inc. (51%).
- (11) [RESERVED].
- (12) [RESERVED]
- (13) [RESERVED]
- (14) Owned 88.27% by Xerox Canada Inc. and 11.73% by Xerox Corporation
- (15) [RESERVED]
- (16) Owned 51% by Xerox Middle East Investments (Bermuda) Limited; the remaining 49% is owned by a third party - the Estate of the late Hareb Al Otaiba
- (17) Owned 99% by Xerox Limited; the remaining 1% is owned by Xerox Property Services Limited, another subsidiary of Xerox Limited
- (18) Owned 75% by Xerox Corporation; the remaining 25% is owned by an outside third party in Trinidad
- (19) [RESERVED]

- (20) Xerox Europe Finance Limited Partnership is owned 99.9% by Xerox Export LLC and .1% by Xerox Corporation.
- (21) Owned 74% by Xerox Limited and 26% by Xerox Property Services Limited
- (22) Remaining shares transferred in Xerox S.A.S. to Xerox Overseas Holdings Limited after share capital reduction exercise
- (23) Owned 87.5% by Xerobail SAS and 12.5% by Xerox S.A.S.
- (24) Owned 99.99% by Xerox S.A.S. and .01% by Xerobail SAS
- (25) [RESERVED]
- (26) Owned 90% by Affiliated Computer Services International B.V. and 10% by ACS Commercial Solutions, Inc.
- (27) Owned 99% by Xerox NV and 1% by Xerox Financial Services Belux NV
- (28) Owned 99.99% by Xerox Corporation and .01% by Pacific Services and Development Corporation
- (29) Owned 87.18% by Xerox Canada Finance, Inc. and 12.82% by ACS HR Solutions World Services, LLC
- (30) Owned 95.73% by Xerox Corporation and 4.27% by Pacific Services and Development Corporation
- (31) [RESERVED]
- (32) Owned 99.99% by Xerox Corporation and .01% by Pacific Services and Development Corporation (PSDC owns only 1 share)
- (33) [RESERVED]
- (34) Owned 99% by Conway Office Products, LLC (limited partner) and 1% by Global Imaging Systems, Inc. (general partner)
- (35) [RESERVED]
- (36) [RESERVED]
- (37) [RESERVED]
- (38) [RESERVED]
- (39) [RESERVED]
- (40) Owned 99.99% by Xerox Corporation and .01% by Pacific Services and Development Corporation
- (41) Owned 19% by Xerox Business Services, LLC; 37% by Xerox State & Local Solutions, Inc.; 23% by Buck Consultants, LLC; 15% by Xerox State Healthcare, LLC; 6% by ACS HR Solutions, LLC
- (42) Owned 99.9% by ACS Properties, LLC and 0.1% by Xerox Business Services, LLC
- (43) [RESERVED]
- (44) Owned 79.884% by Buck Consultants, LLC and 20.116% by ACS Holdings (Germany) GmbH
- (45) Owned 99.9% by Xerox Business Services, LLC and 0.1% by ACS Business Services, LLC
- (46) Owned 66% by ACS Transport Solutions, Inc.; 17% by Carter Brothers, LLC; and 17% by D&D Electric, Inc.
- (47) Owned 99.9998% by eServices Group (St. Lucia) Ltd.; 0.0002% by ACS Global Inc.
- (48) Owned 93.59% by Xerox Corporation, 6.35% by Xerox Commercial Solutions, LLC and .06% by Xerox State and Local Solutions, Inc.
- (49) Owned 90% by ACS Global Inc; 10% by Xerox Commercial Solutions, LLC
- (50) Owned 93.3750% by Market Line S.A. in Argentina; 6.6250% by ACS Global, Inc.
- (51) Owned 81.3538% by ACS Global, Inc.; 18.6452% Xerox Commercial Solutions, LLC; .0003% LiveBridge, Inc.; .0003% Market Line S.A. in Argentina; .0003% ACS Middle East, Inc.
- (52) Owned 90% by ACS Global, Inc.; 10% Xerox Commercial Solutions, LLC
- (53) Owned 99.9090% by Affiliated Computer Services International (Barbados) Limited; .0910% by Xerox Commercial Solutions, LLC
- (54) Owned 99.9966 by Affiliated Computer Services International (Barbados) Limited; 0.0006% by ACS Business Services, LLC; .0006% by ACS Lending, Inc.; 0.0006% by ACS Outsourcing Solutions, Inc.; 0.0006% by Xerox State & Local Solutions, Inc.; 0.0006% by Xerox State Healthcare, LLC; 0.0006% by Xerox Business Services, LLC
- (55) Owned 99.9997 by Affiliated Computer Services International B.V.; .0003% by Xerox Business Services, LLC
- (56) Owned 99% by ACS Public Sector Solutions Inc; 1% by Xerox State and Local Solutions, Inc.
- (57) Owned 99.5% by Affiliated Computer Services International B.V.; .5% by Xerox State and Local Solutions, Inc.
- (58) Owned 99.0% by ACS (Cyprus) Holdings Limited; 1.0% by Xerox Commercial Solutions, LLC
- (59) Owned 99.9999% by Affiliated Computer Services International B.V.; .0001% by Xerox State and Local Solutions, Inc.
- (60) Owned 99.9995% by Affiliated Computer Services do Brasil Ltda; .0005% by ACS HR Solucoes de Recursos Humanos do Brasil Ltda
- (61) Owned 99% by Affiliated Computer Services International B.V.; 1% by Xerox Commercial Solutions, LLC
- (62) Owned 99.9822 by Affiliated Computer Services International B.V.; .0178% by a minority
- (63) Owned 99.9290% by Affiliated Computer Services International B.V.; .0710% by Xerox Commercial Solutions, LLC
- (64) Owned 99.9383% by Affiliated Computer Services Holdings (France) S.A.S.; 0.0616% by Affiliated Computer Services International B.V.; 0.0001 by Xerox Commercial Solutions, LLC
- (65) Owned 99% by Affiliated Computer Services Solutions France S.A.S.; 1% by Xerox State & Local Solutions, Inc.
- (66) Owned 99.8% by ACS Business Process Solutions Limited; 0.2% by Xerox Commercial Solutions, LLC
- (67) Owned 99% by Xerox HR Solutions, LLC; 1% by ACS Human Resource Solutions, LLC
- (68) Owned 99% by ASC Transport Solutions, Inc.; 1% by Xerox State & Local Solutions, Inc.
- (69) [RESERVED]
- (70) Owned 98% by Affiliated Computer International B.V.; 2% by Xerox State & Local Solutions, Inc.
- (71) [RESERVED]
- (72) Owned 99% by Affiliated Computer Services do Brasil Ltda.; 1% by ACS HR Solutions World Services, LLC
- (73) Owned 50% by Unamic/HCN B.V.; 50% by Telesur, a non-ACS/Xerox entity
- (74) Owned 99.9% by Unamic/HCN B.V.; .1% by Unamic Holding B.V.
- (75) Owned 98.99% by Unamic/HCN B.V.; 1.01% by Unamic Holding B.V.



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (No. 333-188218) and Form S-8 (Nos. 333-187663, 333-189290, 333-162639, 333-164766, and 333-160264) of Xerox Corporation of our report dated February 21, 2014 relating to the consolidated financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PRICEWATERHOUSECOOPERS LLP

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PricewaterhouseCoopers LLP

Stamford, Connecticut

February 21, 2014

## CEO CERTIFICATIONS

I, Ursula M. Burns, certify that:

1. I have reviewed this Annual Report on Form 10-K of Xerox Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 21, 2014

/s/ URSULA M. BURNS

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Ursula M. Burns  
Principal Executive Officer

## CFO CERTIFICATIONS

I, Kathryn A. Mikells, certify that:

1. I have reviewed this Annual Report on Form 10-K of Xerox Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 21, 2014

/s/ KATHRYN A. MIKELLS

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Kathryn A. Mikells  
Principal Financial Officer



**CERTIFICATION OF CEO AND CFO PURSUANT TO 18 U.S.C. § 1350,  
AS ADOPTED PURSUANT TO § 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Form 10-K of Xerox Corporation, a New York corporation (the "Company"), for the year ended December 31, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Ursula M. Burns, Chairman of the Board and Chief Executive Officer of the Company, and Kathryn A. Mikells, Executive Vice President and Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, to the best of his/her knowledge, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ URSULA M. BURNS

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**Ursula M. Burns**  
Chief Executive Officer

**February 21, 2014**

/s/ KATHRYN A. MIKELLS

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**Kathryn A. Mikells**  
Chief Financial Officer

**February 21, 2014**

This certification accompanies this Report pursuant to § 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of § 18 of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by § 906 has been provided to Xerox Corporation and will be retained by Xerox Corporation and furnished to the Securities and Exchange Commission or its staff upon request.