

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended: June 30, 2012

OR

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



XEROX CORPORATION

(Exact Name of Registrant as specified in its charter)

New York
(State or other jurisdiction of
incorporation or organization)
P.O. Box 4505, 45 Glover Avenue
Norwalk, Connecticut
(Address of principal executive offices)

16-0468020
(IRS Employer
Identification No.)

06856-4505
(Zip Code)

(203) 968-3000
(Registrant's telephone number, including area code)

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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) 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 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

Class

Outstanding at June 30, 2012

Common Stock, \$1 par value

1,307,202,831 shares

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q and any exhibits to this Report may contain "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. 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 management's current beliefs, assumptions and expectations and are subject to a number of factors that may cause actual results to differ materially. These factors include but are not limited to: changes in economic conditions, political conditions, trade protection measures, licensing requirements, environmental regulations 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; the risk that unexpected costs will be incurred; our ability to expand equipment placements; the risk that subcontractors, software vendors and utility and network providers will not perform in a timely, quality manner; 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; our ability to recover capital investments; development of new products and services; our ability to protect our intellectual property rights; interest rates, cost of borrowing and access to credit markets; the risk that multi-year contracts with governmental entities could be terminated prior to the end of the contract term; reliance on third parties 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 risks 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 Quarterly Report on Form 10-Q, our Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 and our 2011 Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC"). The Company assumes no obligation to update any forward-looking statements as a result of new information or future events or developments, except as required by law.

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For additional information about Xerox Corporation and access to our Annual Reports to Shareholders and SEC filings, free of charge, please visit our website at www.xerox.com/investor. Any information on or linked from the website is not incorporated by reference into this Form 10-Q.

PART I — FINANCIAL INFORMATION
ITEM 1 — FINANCIAL STATEMENTS

XEROX CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

(in millions, except per-share data)	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Revenues				
Sales	\$ 1,635	\$ 1,720	\$ 3,223	\$ 3,391
Outsourcing, service and rentals	3,763	3,731	7,530	7,363
Finance income	143	163	291	325
Total Revenues	5,541	5,614	11,044	11,079
Costs and Expenses				
Cost of sales	1,092	1,139	2,144	2,229
Cost of outsourcing, services and rentals	2,625	2,538	5,315	5,052
Equipment financing interest	51	60	104	120
Research, development and engineering expenses	161	175	334	359
Selling, administrative and general expenses	1,076	1,119	2,144	2,238
Restructuring and asset impairment charges	29	(9)	46	(24)
Amortization of intangible assets	82	87	164	172
Other expenses, net	74	104	129	182
Total Costs and Expenses	5,190	5,213	10,380	10,328
Income before Income Taxes and Equity Income	351	401	664	751
Income tax expense	66	108	143	203
Equity in net income of unconsolidated affiliates	31	34	71	68
Net Income	316	327	592	616
Less: Net income attributable to noncontrolling interests	7	8	14	16
Net Income Attributable to Xerox	\$ 309	\$ 319	\$ 578	\$ 600
Basic Earnings per Share	\$ 0.23	\$ 0.22	\$ 0.42	\$ 0.42
Diluted Earnings per Share	\$ 0.22	\$ 0.22	\$ 0.41	\$ 0.41

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

Xerox 2012 Form 10-Q

XEROX CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

(in millions)	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Net Income	\$ 316	\$ 327	\$ 592	\$ 616
Less: Net income attributable to noncontrolling interests	7	8	14	16
Net Income Attributable to Xerox	<u>\$ 309</u>	<u>\$ 319</u>	<u>\$ 578</u>	<u>\$ 600</u>
Other Comprehensive (Loss) Income⁽¹⁾:				
Translation adjustments, net	\$ (323)	\$ 153	\$ (163)	\$ 450
Unrealized gains (losses), net	34	6	(9)	(15)
Changes in defined benefit plans, net	64	14	10	(22)
Other Comprehensive (Loss) Income, net	<u>(225)</u>	<u>173</u>	<u>(162)</u>	<u>413</u>
Less: Other comprehensive loss attributable to noncontrolling interests	(1)	—	—	—
Other Comprehensive (Loss) Income Attributable to Xerox	<u>\$ (224)</u>	<u>\$ 173</u>	<u>\$ (162)</u>	<u>\$ 413</u>
Comprehensive Income, net	\$ 91	\$ 500	\$ 430	\$ 1,029
Less: Comprehensive income attributable to noncontrolling interests	6	8	14	16
Comprehensive Income Attributable to Xerox	<u>\$ 85</u>	<u>\$ 492</u>	<u>\$ 416</u>	<u>\$ 1,013</u>

(1) Refer to Note 14 - Comprehensive Income for gross components of comprehensive income, reclassification adjustments out of accumulated other comprehensive income and related tax effects.

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

XEROX CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(in millions, except share data in thousands)	June 30, 2012	December 31, 2011
Assets		
Cash and cash equivalents	\$ 814	\$ 902
Accounts receivable, net	2,776	2,600
Billed portion of finance receivables, net	100	166
Finance receivables, net	2,036	2,165
Inventories	1,073	1,021
Other current assets	1,213	1,058
Total current assets	8,012	7,912
Finance receivables due after one year, net	3,780	4,031
Equipment on operating leases, net	519	533
Land, buildings and equipment, net	1,553	1,612
Investments in affiliates, at equity	1,367	1,395
Intangible assets, net	2,904	3,042
Goodwill	8,848	8,803
Deferred tax assets, long-term	598	672
Other long-term assets	2,260	2,116
Total Assets	\$ 29,841	\$ 30,116
Liabilities and Equity		
Short-term debt and current portion of long-term debt	\$ 1,099	\$ 1,545
Accounts payable	1,712	2,016
Accrued compensation and benefits costs	675	757
Unearned income	404	432
Other current liabilities	1,492	1,631
Total current liabilities	5,382	6,381
Long-term debt	8,061	7,088
Pension and other benefit liabilities	2,194	2,487
Post-retirement medical benefits	916	925
Other long-term liabilities	793	861
Total Liabilities	17,346	17,742
Series A Convertible Preferred Stock	349	349
Common stock	1,348	1,353
Additional paid-in capital	6,347	6,317
Treasury stock, at cost	(303)	(124)
Retained earnings	7,496	7,046
Accumulated other comprehensive loss	(2,878)	(2,716)
Xerox shareholders' equity	12,010	11,876
Noncontrolling interests	136	149
Total Equity	12,146	12,025
Total Liabilities and Equity	\$ 29,841	\$ 30,116
Shares of common stock issued	1,348,042	1,352,849
Treasury stock	(40,839)	(15,508)
Shares of common stock outstanding	1,307,203	1,337,341

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

XEROX CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

(in millions)	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Cash Flows from Operating Activities:				
Net income	\$ 316	\$ 327	\$ 592	\$ 616
Adjustments required to reconcile net income to cash flows from operating activities:				
Depreciation and amortization	313	298	626	589
Provision for receivables	33	29	60	54
Provision for inventory	7	6	17	19
Net gain on sales of businesses and assets	(2)	(7)	(3)	(8)
Undistributed equity in net income of unconsolidated affiliates	(4)	(7)	(35)	(40)
Stock-based compensation	31	31	62	63
Restructuring and asset impairment charges	29	(9)	46	(24)
Payments for restructurings	(44)	(63)	(83)	(120)
Contributions to defined benefit pension plans	(158)	(79)	(237)	(123)
Increase in accounts receivable and billed portion of finance receivables	(156)	(15)	(608)	(286)
Collections of deferred proceeds from sales of receivables	160	95	256	182
Increase in inventories	(50)	(37)	(84)	(137)
Increase in equipment on operating leases	(68)	(68)	(135)	(129)
Decrease in finance receivables	111	65	275	160
Increase in other current and long-term assets	(61)	(44)	(162)	(123)
Decrease in accounts payable and accrued compensation	(93)	(145)	(237)	(378)
Decrease in other current and long-term liabilities	(127)	(89)	(162)	(175)
Net change in income tax assets and liabilities	18	47	61	168
Net change in derivative assets and liabilities	(30)	1	(9)	24
Other operating, net	3	11	(27)	(15)
Net cash provided by operating activities	228	347	213	317
Cash Flows from Investing Activities:				
Cost of additions to land, buildings and equipment	(82)	(94)	(173)	(165)
Proceeds from sales of land, buildings and equipment	3	2	7	4
Cost of additions to internal use software	(33)	(41)	(70)	(81)
Acquisitions, net of cash acquired	—	(94)	(87)	(137)
Net change in escrow and other restricted investments	11	(7)	8	(8)
Other investing, net	3	19	3	19
Net cash used in investing activities	(98)	(215)	(312)	(368)
Cash Flows from Financing Activities:				
Net (payments) proceeds on debt	(455)	690	543	703
Payment of liability to subsidiary trust issuing preferred securities	—	(670)	—	(670)
Common stock dividends	(57)	(59)	(114)	(119)
Preferred stock dividends	(6)	(6)	(12)	(12)
Proceeds from issuances of common stock	3	12	10	31
Excess tax benefits from stock-based compensation	—	2	—	4
Payments to acquire treasury stock, including fees	(307)	—	(357)	—
Repurchases related to stock-based compensation	(1)	(3)	(1)	(6)
Distributions to noncontrolling interests	(4)	(5)	(61)	(12)
Net cash (used in) provided by financing activities	(827)	(39)	8	(81)
Effect of exchange rate changes on cash and cash equivalents	(3)	5	3	19
(Decrease) increase in cash and cash equivalents	(700)	98	(88)	(113)
Cash and cash equivalents at beginning of period	1,514	1,000	902	1,211
Cash and Cash Equivalents at End of Period	\$ 814	\$ 1,098	\$ 814	\$ 1,098

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

Note 1 – Basis of Presentation

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

We have prepared the accompanying unaudited Condensed Consolidated Financial Statements in accordance with the accounting policies described in our 2011 Annual Report to Shareholders, which is incorporated by reference in our 2011 Annual Report on Form 10-K (“2011 Annual Report”), and the interim reporting requirements of Form 10-Q. Accordingly, certain information and note disclosures normally included in our annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. You should read these Condensed Consolidated Financial Statements in conjunction with the Consolidated Financial Statements included in our 2011 Annual Report.

In our opinion, all adjustments which are necessary for a fair statement of financial position, operating results and cash flows for the interim periods presented have been made. These adjustments consist of normal recurring items. Interim results of operations are not necessarily indicative of the results of the full year.

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

Note 2 – Recent Accounting Pronouncements

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 consistent 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 our financial condition, results of operations or disclosures.

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 their financial statements to understand the effects of offsetting and related arrangements on their financial position. This update is effective for our fiscal year beginning January 1, 2013 and must be applied retrospectively. The principal impact from this update will be to expand disclosures regarding our financial instruments. We currently report our derivative assets and liabilities on a gross basis in the Balance Sheet even in those instances where offsetting may be allowed under a master netting agreement.

Note 3 – 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 Technology. Our Services segment operations involve delivery of a broad range of services including business process, document and IT outsourcing. Our 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 document-intensive business processes through automation and deployment of software applications and tools and the management of their printing needs. Document outsourcing services also include 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 **Technology** segment is centered on strategic product groups, which share common technology, manufacturing and product platforms. This segment includes the sale of document systems and supplies, technical services and product financing. Our products range from:

- **“Entry,”** which includes A4 devices and desktop printers; to
- **“Mid-range,”** which includes A3 devices that generally serve workgroup environments in midsize 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.

The segment classified as **Other** includes several units, none of which meet the thresholds for separate segment reporting. This group primarily includes Global Paper and Supplies Distribution Group (predominantly paper sales), 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.

Operating segment revenues and profitability were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	Segment Revenue	Segment Profit (Loss)	Segment Revenue	Segment Profit (Loss)
2012				
Services	\$ 2,806	\$ 298	\$ 5,627	\$ 561
Technology	2,370	268	4,708	513
Other	365	(68)	709	(120)
Total	\$ 5,541	\$ 498	\$ 11,044	\$ 954
2011				
Services	\$ 2,672	\$ 322	\$ 5,256	\$ 588
Technology	2,552	300	5,047	566
Other	390	(73)	776	(139)
Total	\$ 5,614	\$ 549	\$ 11,079	\$ 1,015

Reconciliation to Pre-tax Income	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Segment Profit	\$ 498	\$ 549	\$ 954	\$ 1,015
Reconciling items:				
Restructuring and asset impairment charges	(29)	9	(46)	24
Restructuring charges of Fuji Xerox	(6)	(4)	(10)	(15)
Amortization of intangible assets	(82)	(87)	(164)	(172)
Equity in net income of unconsolidated affiliates	(31)	(34)	(71)	(68)
Loss on early extinguishment of liability	—	(33)	—	(33)
Other	1	1	1	—
Pre-tax Income	\$ 351	\$ 401	\$ 664	\$ 751

Note 4 – Acquisitions

In February 2012, we acquired **R.K. Dixon**, a leading provider of IT services, copiers, printers and managed print services for approximately \$58. 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 business performance through efficiencies.

R.K. Dixon is included within our Technology segment. Additionally, our Services segment acquired two businesses during the six months ended June 30, 2012 for a total of \$29 in cash. The operating results of these acquisitions are not material to our financial statements and are included within our results from the respective acquisition dates. The purchase prices were primarily allocated to intangible assets and goodwill based on third-party valuations and management's estimates.

Note 5 – Receivables, Net

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 to third-parties, on an on-going basis, certain accounts receivable without recourse. The accounts receivables sold are generally short-term trade receivables with payment due dates of less than 60 days.

One of the facilities in the U.S. enables us to sell a designated pool of receivables on a revolving basis to a wholly-owned consolidated bankruptcy-remote limited purpose subsidiary, which in turn sells such receivables to third-party commercial paper conduit purchasers (collectively, the "Purchasers") for cash and a deferred purchase price receivable. The Purchasers' maximum cash investment in the receivables at any time is \$265 and new receivables are purchased from cash collections on previously sold receivables. This facility terminates in June 2014. During the three and six months ended June 30, 2012, receivables of \$474 and \$566, respectively, were sold under this revolving facility program.

All of our arrangements involve the sale of entire groups of accounts receivables 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 Condensed 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 its 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 Condensed Consolidated Balance Sheets and were \$244 and \$97 at June 30, 2012 and December 31, 2011, respectively. The balance at June 30, 2012 includes receivables of \$150 held by the bankruptcy-remote subsidiary, noted in the revolving arrangement above, which were not available to satisfy any of our creditor obligations.

Under most of the arrangements, 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 receivable sold and derecognized from our Balance Sheet, \$1,049 and \$815 remained uncollected as of June 30, 2012 and December 31, 2011, respectively. Accounts receivables sales were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Accounts receivable sales	\$ 1,215	\$ 819	\$ 2,090	\$ 1,549
Deferred proceeds	256	103	403	197
Fees associated with sales	6	5	12	9
Estimated increase to operating cash flows ⁽¹⁾	169	29	100	5

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

Finance Receivables – Allowance for Credit Losses and Credit Quality

Finance receivables include sales-type leases, direct financing leases and installment loans. 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. Our policy and methodology used to establish our allowance for doubtful accounts has been consistently applied over all periods presented.

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

	United States	Canada	Europe	Other ⁽³⁾	Total
Allowance for Credit Losses:					
Balance at December 31, 2011	\$ 75	\$ 33	\$ 91	\$ 2	\$ 201
Provision	2	1	12	—	15
Charge-offs	(4)	(3)	(12)	—	(19)
Recoveries and other ⁽¹⁾	1	2	2	1	6
Balance at March 31, 2012	74	33	93	3	203
Provision	3	2	11	1	17
Charge-offs	(5)	(4)	(15)	—	(24)
Recoveries and other ⁽¹⁾	1	—	(6)	(1)	(6)
Balance at June 30, 2012	\$ 73	\$ 31	\$ 83	\$ 3	\$ 190
Finance receivables as of June 30, 2012 collectively evaluated for impairment ⁽²⁾	\$ 2,739	\$ 791	\$ 2,423	\$ 149	\$ 6,102
Allowance for Credit Losses:					
Balance at December 31, 2010	\$ 91	\$ 37	\$ 81	\$ 3	\$ 212
Provision	7	4	11	—	22
Charge-offs	(10)	(5)	(8)	—	(23)
Recoveries and other ⁽¹⁾	(1)	2	3	—	4
Balance at March 31, 2011	87	38	87	3	215
Provision	1	3	14	—	18
Charge-offs	(6)	(5)	(11)	—	(22)
Recoveries and other ⁽¹⁾	(1)	—	(1)	—	(2)
Balance at June 30, 2011	\$ 81	\$ 36	\$ 89	\$ 3	\$ 209
Finance receivables as of June 30, 2011 collectively evaluated for impairment ⁽²⁾	\$ 2,979	\$ 867	\$ 2,919	\$ 88	\$ 6,853

(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 \$4 and \$9, and the allowance for credit losses of \$190 and \$209 at June 30, 2012 and 2011, respectively.

(3) Includes developing market countries and smaller units.

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 on 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 status 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:

	June 30, 2012			
	Investment Grade	Non-investment Grade	Substandard	Total Finance Receivables
Finance and Other Services	\$ 352	\$ 340	\$ 123	\$ 815
Government and Education	747	17	2	766
Graphic Arts	103	159	195	457
Industrial	152	88	26	266
Healthcare	120	41	24	185
Other	98	96	56	250
Total United States	1,572	741	426	2,739
Finance and Other Services	148	109	45	302
Government and Education	116	9	4	129
Graphic Arts	37	37	31	105
Industrial	59	41	30	130
Other	74	40	11	125
Total Canada	434	236	121	791
France	237	324	88	649
U.K./Ireland	206	155	54	415
Central ⁽¹⁾	287	437	76	800
Southern ⁽²⁾	165	250	52	467
Nordics ⁽³⁾	52	37	3	92
Total Europe	947	1,203	273	2,423
Other	108	36	5	149
Total	\$ 3,061	\$ 2,216	\$ 825	\$ 6,102

	December 31, 2011			
	Investment Grade	Non-investment Grade	Substandard	Total Finance Receivables
Finance and Other Services	\$ 349	\$ 380	\$ 160	\$ 889
Government and Education	821	20	4	845
Graphic Arts	126	200	172	498
Industrial	180	83	32	295
Healthcare	130	42	28	200
Other	97	93	76	266
Total United States	1,703	818	472	2,993
Finance and Other Services	153	118	51	322
Government and Education	121	9	4	134
Graphic Arts	36	39	35	110
Industrial	56	41	34	131

Other	74	42	12	128
Total Canada	440	249	136	825
France	246	354	92	692
U.K./Ireland	201	162	54	417
Central ⁽¹⁾	330	494	57	881
Southern ⁽²⁾	219	256	63	538
Nordics ⁽³⁾	60	39	3	102
Total Europe	1,056	1,305	269	2,630
Other	75	26	7	108
Total	\$ 3,274	\$ 2,398	\$ 884	\$ 6,556

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

(2) Italy, Greece, Spain and Portugal.

(3) Sweden, Norway, Denmark and Finland.

The aging of our billed finance receivables is based upon the number of days an invoice is past due and is as follows:

June 30, 2012

	Current	31-90 Days Past Due	>90 Days Past Due	Total Billed Finance Receivables	Unbilled Finance Receivables	Total Finance Receivables	Finance Receivables >90 Days and Accruing
Finance and Other Services	\$ 1	\$ 2	\$ 1	\$ 4	\$ 811	\$ 815	\$ 23
Government and Education	15	4	4	23	743	766	43
Graphic Arts	2	1	—	3	454	457	12
Industrial	1	1	—	2	264	266	11
Healthcare	1	1	—	2	183	185	10
Other	—	1	—	1	249	250	8
Total United States	20	10	5	35	2,704	2,739	107
Canada	5	3	1	9	782	791	22
France	2	1	—	3	646	649	10
U.K./Ireland	2	1	3	6	409	415	3
Central ⁽¹⁾	5	5	3	13	787	800	29
Southern ⁽²⁾	28	5	8	41	426	467	79
Nordics ⁽³⁾	1	—	—	1	91	92	—
Total Europe	38	12	14	64	2,359	2,423	121
Other	3	—	—	3	146	149	—
Total	\$ 66	\$ 25	\$ 20	\$ 111	\$ 5,991	\$ 6,102	\$ 250

December 31, 2011

	Current	31-90 Days Past Due	>90 Days Past Due	Total Billed Finance Receivables	Unbilled Finance Receivables	Total Finance Receivables	Finance Receivables >90 Days and Accruing
Finance and Other Services	\$ 18	\$ 4	\$ 1	\$ 23	\$ 866	\$ 889	\$ 15
Government and Education	21	5	2	28	817	845	29
Graphic Arts	16	2	1	19	479	498	7
Industrial	7	2	1	10	285	295	6
Healthcare	5	2	—	7	193	200	5
Other	8	1	—	9	257	266	4
Total United States	75	16	5	96	2,897	2,993	66
Canada	3	2	1	6	819	825	27
France	1	1	1	3	689	692	16
U.K./Ireland	3	2	3	8	409	417	4
Central ⁽¹⁾	7	2	3	12	869	881	46
Southern ⁽²⁾	31	4	13	48	490	538	82
Nordics ⁽³⁾	1	—	—	1	101	102	—
Total Europe	43	9	20	72	2,558	2,630	148
Other	2	1	—	3	105	108	—
Total	\$ 123	\$ 28	\$ 26	\$ 177	\$ 6,379	\$ 6,556	\$ 241

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

(2) Italy, Greece, Spain and Portugal.

(3) Sweden, Norway, Denmark and Finland.

Note 6 – Inventories

The following is a summary of Inventories by major category:

	June 30, 2012	December 31, 2011
Finished goods	\$ 902	\$ 866
Work-in-process	70	58
Raw materials	101	97
Total Inventories	\$ 1,073	\$ 1,021

Note 7 – Investment in Affiliates, at Equity

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Fuji Xerox	\$ 28	\$ 31	\$ 65	\$ 62
Other investments	3	3	6	6
Total Equity in Net Income of Unconsolidated Affiliates	\$ 31	\$ 34	\$ 71	\$ 68

Fuji Xerox

Equity in net income of Fuji Xerox is affected by certain adjustments required 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. Equity income for the six months ended June 30, 2012 and 2011 includes after-tax restructuring charges of \$10 and \$15, respectively, primarily reflecting Fuji Xerox's continued cost-reduction initiatives.

Condensed financial data of Fuji Xerox was as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Summary of Operations:				
Revenues	\$ 3,064	\$ 2,852	\$ 6,394	\$ 5,944
Costs and expenses	2,856	2,645	5,940	5,542
Income before income taxes	208	207	454	402
Income tax expense	81	64	178	124
Net Income	127	143	276	278
Less: Net income – noncontrolling interests	1	1	2	2
Net Income – Fuji Xerox	\$ 126	\$ 142	\$ 274	\$ 276
Weighted Average Rate ⁽¹⁾	80.09	81.59	79.90	81.87

(1) Represents Yen/U.S. Dollar exchange rate used to translate.

Note 8 – Restructuring Programs

During the six months ended June 30, 2012, we recorded net restructuring and asset impairment charges of \$46, which included approximately \$47 of severance costs related to headcount reductions of approximately 1,100 employees primarily in North America and \$7 of lease cancellation and asset impairment charges. These costs were partially offset by \$8 of net reversals for changes in estimated reserves from prior period initiatives.

Information related to restructuring program activity during the six months ended June 30, 2012 is outlined below:

	Severance and Related Costs	Lease Cancellation and Other Costs	Asset Impairments ⁽²⁾	Total
Balance December 31, 2011	\$ 116	\$ 7	\$ —	\$ 123
Restructuring provision	47	5	2	54
Reversals of prior accruals	(8)	—	—	(8)
Net current period charges ⁽¹⁾	39	5	2	46
Charges against reserve and currency	(81)	(2)	(2)	(85)
Balance June 30, 2012	\$ 74	\$ 10	\$ —	\$ 84

(1) Represents net amount recognized within the Condensed Consolidated Statements of Income for the period shown.

(2) 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.

Reconciliation to the Condensed Consolidated Statements of Cash Flows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Charges against reserve	\$ (46)	\$ (67)	\$ (85)	\$ (120)
Asset impairment	—	—	2	—
Effects of foreign currency and other non-cash items	2	4	—	—
Cash Payments for Restructurings	\$ (44)	\$ (63)	\$ (83)	\$ (120)

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Services	\$ 16	\$ 1	\$ 19	\$ —
Technology	12	(7)	29	(19)
Other	1	(3)	(2)	(5)
Total Net Restructuring Charges	\$ 29	\$ (9)	\$ 46	\$ (24)

Note 9 – Debt

Debt Exchange

In February 2012, we completed an exchange of our 5.71% Zero Coupon Notes due 2023 with an accreted book value at the date of the exchange of \$303, for \$362 of our 4.50% Senior Notes due 2021. Accordingly, this increased the principal amount for our 4.50% Senior Notes due 2021 from \$700 to \$1,062. The exchange was conducted to retire high-interest, long-dated debt in a favorable interest rate environment. The debt exchange was accounted for as a non-revolving debt modification and, therefore, it did not result in any gain or loss. The difference between the book value of our Zero Coupon Notes and the principal value of the Senior Notes issued in exchange will be accreted over the remaining term of the Senior Notes. Upfront fees paid to third parties in connection with the exchange were not material and were expensed as incurred.

Senior Notes

In March 2012, we issued \$600 of Floating Rate Senior Notes due 2013 (the “2013 Floating Rate Notes”) and \$500 of 2.95% Senior Notes due 2017 (the “2017 Senior Notes”). The 2013 Floating Rate Notes were issued at par and the 2017 Senior Notes were issued at 99.875% of par, resulting in aggregate net proceeds for both notes of approximately \$1,093. The 2013 Floating Rate Notes accrue interest at a rate per annum, reset quarterly, equal to the three-month LIBOR plus 1.400% and are payable quarterly. The 2017 Senior Notes accrue interest at a rate of 2.95% per annum and are payable semi-annually. As a result of the discount, they have a weighted average

effective interest rate of 2.977%. In connection with the issuance of these Senior Notes, debt issuance costs of \$6 were deferred. This debt issuance partially pre-funded the May 2012 maturity of our \$1,100 of 5.59% Senior Notes.

Interest Expense and Income

Interest expense and interest income were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Interest expense ⁽¹⁾	\$ 109	\$ 124	\$ 218	\$ 251
Interest income ⁽²⁾	147	168	298	337

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

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

Net (Payments) Proceeds on Debt

Net proceeds on debt as shown on the Condensed Consolidated Statements of Cash Flows was as follows:

	Six Months Ended June 30,	
	2012	2011
Net proceeds (payments) on short-term debt	\$ 550	\$ (297)
Net proceeds from issuance of long-term debt	1,105	1,018
Net payments on long-term debt	(1,112)	(18)
Net Proceeds on Debt	\$ 543	\$ 703

Note 10 – Financial Instruments

Interest Rate Risk Management

We 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.

Fair Value Hedges

At June 30, 2012 and December 31, 2011, we did not have any interest rate swaps outstanding.

Foreign Exchange Risk Management

We are a global company that is 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 purchase 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 June 30, 2012, we had outstanding forward exchange and purchased option contracts with gross notional values of \$2,823, which is reflective of the amounts that are normally outstanding at any point during the year. Approximately 81% of these contracts mature within three months, 11% in three to six months and 8% in six to twelve months.

The following is a summary of the primary hedging positions and corresponding fair values as of June 30, 2012:

Currency Hedged (Buy/Sell)	Gross Notional Value	Fair Value Asset (Liability) ⁽¹⁾
Euro/U.K. Pound Sterling	\$ 589	\$ (3)
U.S. Dollar/Euro	471	15
Japanese Yen/U.S. Dollar	452	(1)
Japanese Yen/Euro	418	17
U.K. Pound Sterling/Euro	193	4
Canadian Dollar/Euro	167	—
Mexican Peso/U.S. Dollar	69	—
Indian Rupee/U.S. Dollar	61	(5)
Euro/U.S. Dollar	58	(1)
Euro/Swiss Franc	56	—
Philippine Peso/U.S. Dollar	40	—
U.S. Dollar/Canadian Dollar	25	—
Euro/Peruvian Nuevo Sol	23	—
Euro/Japanese Yen	22	—
All Other	179	(2)
Total Foreign Exchange Hedging	\$ 2,823	\$ 24

(1) Represents the net receivable (payable) amount included in the Condensed Consolidated Balance Sheet at June 30, 2012.

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 Condensed 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) asset fair value of these contracts was \$16 and \$26 as of June 30, 2012 and December 31, 2011, 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	June 30, 2012	December 31, 2011
Derivatives Designated as Hedging Instruments			
Foreign exchange contracts – forwards	Other current assets	\$ 28	\$ 37
	Other current liabilities	(12)	(11)
	Net Designated Asset	\$ 16	\$ 26
Derivatives NOT Designated as Hedging Instruments			
Foreign exchange contracts – forwards	Other current assets	\$ 15	\$ 21
	Other current liabilities	(7)	(20)
	Net Undesignated Asset	\$ 8	\$ 1
Summary of Derivatives			
	Total Derivative Assets	\$ 43	\$ 58
	Total Derivative Liabilities	(19)	(31)
	Net Derivative Asset	\$ 24	\$ 27

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	Derivative Gain (Loss) Recognized in Income Three Months Ended June 30,		Hedged Item Gain (Loss) Recognized in Income Three Months Ended June 30,	
		2012	2011	2012	2011
Interest rate contracts	Interest expense	\$ —	\$ 17	\$ —	\$ (17)

Derivatives in Fair Value Relationships	Location of Gain (Loss) Recognized in Income	Derivative Gain (Loss) Recognized in Income Six Months Ended June 30,		Hedged Item Gain (Loss) Recognized in Income Six Months Ended June 30,	
		2012	2011	2012	2011
Interest rate contracts	Interest expense	\$ —	\$ 16	\$ —	\$ (16)

Derivatives in Cash Flow Hedging Relationships	Derivative Gain (Loss) Recognized in OCI (Effective Portion) Three Months Ended June 30,		Location of Derivative Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	Gain (Loss) Reclassified from AOCI to Income (Effective Portion) Three Months Ended June 30,	
	2012	2011		2012	2011
Foreign exchange contracts – forwards	\$ 52	\$ 3	Cost of sales	\$ 5	\$ (7)

Derivatives in Cash Flow Hedging Relationships	Derivative Gain (Loss) Recognized in OCI (Effective Portion) Six Months Ended June 30,		Location of Derivative Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	Gain (Loss) Reclassified from AOCI to Income (Effective Portion) Six Months Ended June 30,	
	2012	2011		2012	2011
Foreign exchange contracts – forwards	\$ 8	(24)	Cost of sales	\$ 21	(4)

No amount of ineffectiveness was recorded in the Condensed 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. In addition, no amount was recorded for an underlying exposure that did not occur or was not expected to occur.

For the six months ended June 30, 2012, net gains of \$17 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 Gains (Losses)

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 gains (losses) on non-designated derivative instruments:

Derivatives NOT Designated as Hedging Instruments	Location of Derivative Gain (Loss)	Three Months Ended June 30,		Six Months Ended June 30,	
		2012	2011	2012	2011
Foreign exchange contracts – forwards	Other expense – Currency gains (losses), net	\$ 23	\$ 15	\$ 5	\$ (16)

During the three months ended June 30, 2012 and 2011, we recorded Currency losses, net of \$0 and \$0, respectively. During the six months ended June 30, 2012 and 2011, we recorded Currency losses, net of \$0 and \$1, respectively.

Currency 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 11 – Fair Value of Financial Assets and Liabilities

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

	June 30, 2012	December 31, 2011
Assets:		
Foreign exchange contracts-forwards	\$ 43	\$ 58
Deferred compensation investments in cash surrender life insurance	72	69
Deferred compensation investments in mutual funds	23	23
Total	\$ 138	\$ 150
Liabilities:		
Foreign exchange contracts-forwards	\$ 19	\$ 31
Deferred compensation plan liabilities	102	97
Total	\$ 121	\$ 128

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 Not Measured at Fair Value on a Recurring Basis

The estimated fair values of our other financial assets and liabilities not measured at fair value on a recurring basis were as follows:

	June 30, 2012		December 31, 2011	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Cash and cash equivalents	\$ 814	\$ 814	\$ 902	\$ 902
Accounts receivable, net	2,776	2,776	2,600	2,600
Short-term debt	1,099	1,111	1,545	1,622
Long-term debt	8,061	8,691	7,088	7,496

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 or on the current rates offered to us for debt of similar maturities. 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 12 – Employee Benefit Plans

The components of Net periodic benefit cost and other changes in plan assets and benefit obligations were as follows:

	Pension Benefits				Retiree Health			
	Three Months Ended June 30,		Six Months Ended June 30,		Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011	2012	2011	2012	2011
Components of Net Periodic Benefit Costs:								
Service cost	\$ 46	\$ 46	\$ 97	\$ 94	\$ 2	\$ 2	\$ 4	\$ 4
Interest cost	113	121	228	239	11	12	22	24
Expected return on plan assets	(128)	(130)	(257)	(257)	—	—	—	—
Recognized net actuarial loss	26	19	53	36	1	—	1	—
Amortization of prior service credit	(5)	(6)	(11)	(12)	(11)	(10)	(21)	(20)
Recognized settlement loss	14	20	30	50	—	—	—	—
Defined benefit plans	66	70	140	150	3	4	6	8
Defined contribution plans	15	16	31	32	—	—	—	—
Net periodic benefit cost	81	86	171	182	3	4	6	8
Other changes in plan assets and benefit obligations recognized in Other Comprehensive Income:								
Net actuarial gain	(18)	(9)	(19)	(9)	—	—	—	—
Amortization of net prior service credit	5	6	11	12	11	10	21	20
Amortization of net actuarial losses	(40)	(39)	(83)	(86)	(1)	—	(1)	—
Total recognized in Other Comprehensive Income⁽¹⁾	(53)	(42)	(91)	(83)	10	10	20	20
Total recognized in Net Periodic Benefit Cost and Other Comprehensive Income	\$ 28	\$ 44	\$ 80	\$ 99	\$ 13	\$ 14	\$ 26	\$ 28

(1) Amounts represent the pre-tax effect included within Other comprehensive income. Refer to Note 14 - Comprehensive Income for related tax effects and the after-tax amounts.

Contributions: During the six months ended June 30, 2012, we made cash contributions of \$237 and \$33 to our defined benefit plans and our other post-retirement benefit plans, respectively. In March 2012, we elected to make a contribution of 15.4 million shares of our common stock, with an aggregate value of approximately \$130, to our U.S. defined benefit pension plan for salaried employees in order to meet our planned level of funding. We presently anticipate additional cash contributions of \$148 to our defined benefit pension plans and \$47 to our other post-retirement benefit plans in the second half of 2012 for a total cash contribution of approximately \$385 (\$515 total cash and stock contribution) and \$80, respectively. The decrease in total contributions to our defined benefit pension plans as compared to the \$560 previously disclosed, is primarily due to lower contributions in the U.S. as a result of the expected impacts from the recently enacted pension funding legislation. During the second quarter of 2012, Congress passed the Moving Ahead for Progress in the 21st Century Act, which included pension funding stabilization provisions. These provisions are intended to stabilize the discount rate used to determine funding requirements from the effects of interest rate volatility. Once additional guidance is issued, we will reevaluate any additional change in contribution requirements.

Note 13 – Shareholders' Equity

	Common Stock	Additional Paid-in Capital	Treasury Stock	Retained Earnings	AOCL ⁽¹⁾	Xerox Shareholders' Equity	Non-controlling Interests	Total Equity
Balance at December 31, 2011	\$ 1,353	\$ 6,317	\$ (124)	\$ 7,046	\$ (2,716)	\$ 11,876	\$ 149	\$ 12,025
Comprehensive income (loss), net	—	—	—	578	(162)	416	14	430
Cash dividends declared-common stock ⁽²⁾	—	—	—	(116)	—	(116)	—	(116)
Cash dividends declared-preferred stock ⁽³⁾	—	—	—	(12)	—	(12)	—	(12)
Contribution of common stock to U.S. pension plan ⁽⁴⁾	15	115	—	—	—	130	—	130
Stock option and incentive plans	2	72	—	—	—	74	—	74
Tax loss on stock option and incentive plans, net	—	(1)	—	—	—	(1)	—	(1)
Payments to acquire treasury stock, including fees	—	—	(357)	—	—	(357)	—	(357)
Cancellation of treasury stock	(22)	(156)	178	—	—	—	—	—
Distributions to noncontrolling interests	—	—	—	—	—	—	(27)	(27)
Balance at June 30, 2012	\$ 1,348	\$ 6,347	\$ (303)	\$ 7,496	\$ (2,878)	\$ 12,010	\$ 136	\$ 12,146

	Common Stock	Additional Paid-in Capital	Retained Earnings	AOCL ⁽¹⁾	Xerox Shareholders' Equity	Non-controlling Interests	Total Equity
Balance at December 31, 2010	\$ 1,398	\$ 6,580	\$ 6,016	\$ (1,988)	\$ 12,006	\$ 153	\$ 12,159
Comprehensive income, net	—	—	600	413	1,013	16	1,029
Cash dividends declared-common stock ⁽²⁾	—	—	(122)	—	(122)	—	(122)
Cash dividends declared-preferred stock ⁽³⁾	—	—	(12)	—	(12)	—	(12)
Stock option and incentive plans	5	88	—	—	93	—	93
Tax benefit on stock option and incentive plans, net	—	2	—	—	2	—	2
Distributions to noncontrolling interests	—	—	—	—	—	(10)	(10)
Other	—	—	—	—	—	2	2
Balance at June 30, 2011	\$ 1,403	\$ 6,670	\$ 6,482	\$ (1,575)	\$ 12,980	\$ 161	\$ 13,141

(1) Refer to Note 14- Comprehensive Income for components of AOCL.

(2) Cash dividends declared on common stock of \$0.0425 per share in each quarter of 2012 and 2011.

(3) Cash dividends declared on preferred stock of \$20.00 per share in each quarter of 2012 and 2011.

(4) Refer to Note 12 - Employee Benefit Plans for additional information.

Treasury Stock

The following is a summary of the purchases of common stock made during the six months ended June 30, 2012 under our authorized stock repurchase programs (shares in thousands):

	Shares	Amount
December 31, 2011	15,508	\$ 124
Purchases ⁽¹⁾	47,429	357
Cancellations	(22,098)	(178)
June 30, 2012	40,839	\$ 303

(1) Includes associated fees.

Note 14 - Comprehensive Income

Other Comprehensive Income is comprised of the following:

	Three Months Ended June 30, 2012		Three Months Ended June 30, 2011	
	Pre-tax	Net of Tax	Pre-tax	Net of Tax
Translation Adjustments (Losses) Gains	\$ (320)	\$ (323)	\$ 155	\$ 153
Unrealized Gains (Losses):				
Changes in fair value of cash flow hedges	52	38	3	1
Changes in cash flow hedges reclassified to earnings ⁽¹⁾	(5)	(4)	7	5
Net Unrealized Gains	\$ 47	\$ 34	\$ 10	\$ 6
Defined Benefit Plans Gains (Losses):				
Actuarial/Prior service gains	\$ 18	\$ 11	\$ 9	\$ 6
Actuarial/Prior service amortization ⁽²⁾	25	16	23	15
Fuji Xerox changes in defined benefit plans, net ⁽³⁾	(11)	(11)	(3)	(3)
Other ⁽⁴⁾	47	48	(4)	(4)
Change in Defined Benefit Plans Gains	\$ 79	\$ 64	\$ 25	\$ 14
Other Comprehensive (Loss) Income, net	\$ (194)	\$ (225)	\$ 190	\$ 173
Less: Other comprehensive loss attributable to noncontrolling interests	(1)	(1)	—	—
Other Comprehensive (Loss) Income Attributable to Xerox	\$ (193)	\$ (224)	\$ 190	\$ 173

	Six Months Ended June 30, 2012		Six Months Ended June 30, 2011	
	Pre-tax	Net of Tax	Pre-tax	Net of Tax
Translation Adjustments (Losses) Gains	\$ (167)	\$ (163)	\$ 449	\$ 450
Unrealized Gains (Losses):				
Changes in fair value of cash flow hedges	8	7	(24)	(18)
Changes in cash flow hedges reclassified to earnings ⁽¹⁾	(21)	(16)	4	3
Net Unrealized Losses	\$ (13)	\$ (9)	\$ (20)	\$ (15)
Defined Benefit Plans Gains (Losses):				
Actuarial/Prior service gains	\$ 19	\$ 12	\$ 9	\$ 6
Actuarial/Prior service amortization ⁽²⁾	52	35	54	35
Fuji Xerox changes in defined benefit plans, net ⁽³⁾	(41)	(41)	(21)	(21)
Other ⁽⁴⁾	4	4	(43)	(42)
Change in Defined Benefit Plans Gains (Losses)	\$ 34	\$ 10	\$ (1)	\$ (22)
Other Comprehensive (Loss) Income Attributable to Xerox	\$ (146)	\$ (162)	\$ 428	\$ 413

- (1) Reclassified to Cost of sales - refer to Note 10 - Financial Instruments for additional information regarding our cash flow hedges.
(2) Reclassified to Total Net Periodic Benefit Cost - refer to Note 12 - 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:

	June 30, 2012	December 31, 2011
Cumulative translation adjustments	\$ (1,102)	\$ (939)
Benefit plans net actuarial losses and prior service credits ⁽¹⁾	(1,793)	(1,803)
Other unrealized gains, net	17	26
Total Accumulated Other Comprehensive Loss Attributable to Xerox	\$ (2,878)	\$ (2,716)

- (1) Includes our share of Fuji Xerox.

Note 15 – Earnings per Share

The following table sets forth the computation of basic and diluted earnings per share of common stock (shares in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Basic Earnings per Share:				
Net income attributable to Xerox	\$ 309	\$ 319	\$ 578	\$ 600
Accrued dividends on preferred stock	(6)	(6)	(12)	(12)
Adjusted Net Income Available to Common Shareholders	\$ 303	\$ 313	\$ 566	\$ 588
Weighted-average common shares outstanding	1,333,942	1,402,206	1,333,927	1,401,065
Basic Earnings per Share	\$ 0.23	\$ 0.22	\$ 0.42	\$ 0.42
Diluted Earnings per Share:				
Net income attributable to Xerox	\$ 309	\$ 319	\$ 578	\$ 600
Accrued dividends on preferred stock	(6)	(6)	(12)	(12)
Interest on Convertible Securities, net	—	—	1	1
Adjusted Net Income Available to Common Shareholders	\$ 303	\$ 313	\$ 567	\$ 589
Weighted-average common shares outstanding	1,333,942	1,402,206	1,333,927	1,401,065
Common shares issuable with respect to:				
Stock options	5,759	11,698	6,366	12,485
Restricted stock and performance shares	24,506	22,000	23,028	20,903
Convertible securities	1,992	1,992	1,992	1,992
Adjusted Weighted Average Common Shares Outstanding	1,366,199	1,437,896	1,365,313	1,436,445
Diluted Earnings per Share	\$ 0.22	\$ 0.22	\$ 0.41	\$ 0.41

The following securities were not included in the computation of diluted earnings per share because to do so would have been anti-dilutive:

Stock options	41,732	53,745	41,125	52,958
Restricted stock and performance shares	17,316	15,892	18,794	16,989
Convertible preferred stock	26,966	26,966	26,966	26,966
	86,014	96,603	86,885	96,913
Dividends per common share	\$ 0.0425	\$ 0.0425	\$ 0.0850	\$ 0.0850

Note 16 – Contingencies and Litigation

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 position. 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 June 30, 2012, the total amounts related to the unreserved portion of the tax and labor contingencies, inclusive of any related interest, amounted to approximately \$1,047 with the decrease from December 31, 2011 balance of approximately \$1,120, primarily related to currency and closed cases partially offset by interest. With respect to the unreserved balance of \$1,047, 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 June 30, 2012 we had \$211 of escrow cash deposits for matters we are disputing, and there are liens on certain Brazilian assets with a net book value of \$14 and additional letters of credit of approximately \$225, 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.

Legal Matters

As more fully discussed below, we are involved in a variety of claims, lawsuits, investigations and proceedings concerning securities law, intellectual property law, environmental law, employment law and the Employee Retirement Income Security Act ("ERISA"). 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.

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. Briefing with respect to the motion is complete. The Court has not yet rendered a decision. The parties also filed motions to exclude the testimony of certain expert witnesses. On April 22, 2009, the Court denied plaintiffs' motions to exclude the testimony of two of defendants' expert witnesses. On September 30, 2010, the Court denied plaintiffs' motion to exclude the testimony of another of defendants' expert witnesses. The Court also granted defendants' motion to exclude the testimony of one of plaintiffs' expert witnesses, and granted in part and denied in part defendants' motion to exclude the testimony of plaintiffs' two remaining expert witnesses. 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.

Other Contingencies

We have issued or provided the following guarantees as of June 30, 2012:

- \$446 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.
- \$769 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 June 30, 2012, we serviced a FFEL portfolio of approximately 4.0 million loans with an outstanding principal balance of approximately \$57.9 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 June 30, 2012, other current liabilities include reserves of approximately \$2 for losses on defaulted loans purchased.

Note 17 – Subsequent Events

In July 2012, we acquired **Lateral Data, LP**, a leading e-discovery technology provider, for approximately \$30. Lateral Data's flagship software, Viewpoint™, brings simplicity and affordability to e-discovery and complements the offerings of Xerox Litigation Services. In July, we acquired **Martin Whalen Office Solutions**, a leading provider of office technology and software solutions, for approximately \$31. This acquisition further expands our distribution in Illinois and builds on our strategy to create a nationwide network of locally based companies focused on customer needs. We are in the process of determining the purchase price allocation for these acquisitions.

In July 2012, we also signed a definitive agreement to acquire **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 \$100 (£65 million). Based in the U.K., WDS's expertise in the telecommunications industry strengthens our broad portfolio of customer care solutions. The acquisition is expected to close in the third quarter of 2012, subject to the satisfaction of customary closing conditions.

ITEM 2 — 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 Condensed Consolidated Financial Statements and the accompanying notes.

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.

To understand the trends in the 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 includes translating the most recent financial results of operations using foreign currency of the earliest period presented. Currencies for our developing market countries (Latin America, Brazil, the Middle East, India, Eurasia and Central-Eastern Europe) are reflected at actual exchange rates for all periods presented, since these countries generally have volatile 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.

Overview

Total revenue of \$5.5 billion for the three months ended June 30, 2012 decreased by 1% from the prior year, including a 2-percentage point negative impact from currency. Services segment revenues increased 5%, including a 2-percentage point negative impact from currency, reflecting growth in each of our outsourcing service offerings. Technology segment revenues declined by 7%, including a 3-percentage point negative impact from currency, reflecting the continued weak macro-economic environment, particularly in Europe, as well as an increasing shift by customers to Xerox managed print services. Total revenue of \$11.0 billion for the six months ended June 30, 2012 was flat compared to the prior year and includes a 1-percentage point negative impact from currency. Services segment revenue growth of 7%, including a 1-percentage point negative impact from currency, was offset by a 7% decrease in revenue in our Technology segment, including a 2-percentage point negative impact from currency.

As a result of the continued economic uncertainty, primarily in Europe, we expect that 2012 total revenue will only increase by 1% to 2% excluding the impacts of currency. With respect to earnings, lower revenue from Technology is expected to be offset by strong year-over-year revenue growth from our Services segment and the ongoing benefit from operational efficiencies.

Net income attributable to Xerox for the three and six months ended June 30, 2012 was \$309 million and \$578 million, respectively, and included \$51 million and \$101 million, respectively, of after-tax amortization of intangibles. Net income attributable to Xerox for the three and six months ended June 30, 2011 was \$319 million and \$600 million, respectively, and included \$74 million and \$127 million, respectively, of after-tax costs related to amortization of intangibles as well as a loss on the early extinguishment of a liability in the second quarter 2011. Net income for the three and six months ended June 30, 2012 reflects continued pressure on margins, as we scale our revenue in services, that are partially being offset by operational improvements and cost reductions from restructuring actions.

Cash Flow from operations was \$213 million for the six months ended June 30, 2012, as compared to \$317 million from the prior year period, with the decrease primarily related to the timing of contributions to our defined benefit pension plans. Cash used in investing activities of \$312 million primarily reflects capital expenditures of \$243 million and acquisitions of \$87 million. Cash provided by financing activities was \$8 million, as a \$549 million increase in Commercial Paper was partially offset by \$357 million for the repurchase of common stock and \$187 million for dividends and distributions to non-controlling interests. We also issued approximately \$1.1 billion in new Senior Notes to fund the May 2012 maturity of our \$1.1 billion 5.59% Senior Notes.

Financial Review

Revenues

(in millions)	Three Months Ended June 30,			Six Months Ended June 30,			Six Months Ended June 30,	
	2012	2011	% Change	2012	2011	% Change	% of Total Revenue 2012	% of Total Revenue 2011
Equipment sales	\$ 846	\$ 925	(9)%	\$ 1,657	\$ 1,751	(5)%	15%	16%
Annuity revenue	4,695	4,689	— %	9,387	9,328	1 %	85%	84%
Total Revenue	\$ 5,541	\$ 5,614	(1)%	\$ 11,044	\$ 11,079	— %	100%	100%
Reconciliation to Condensed Consolidated Statements of Income:								
Sales	\$ 1,635	\$ 1,720		\$ 3,223	\$ 3,391			
Less: Supplies and other sales	(571)	(558)		(1,136)	(1,165)			
Less: Paper sales	(218)	(237)		(430)	(475)			
Equipment Sales	\$ 846	\$ 925		\$ 1,657	\$ 1,751			
Outsourcing, service and rentals	\$ 3,763	\$ 3,731		\$ 7,530	\$ 7,363			
Add: Finance income	143	163		291	325			
Add: Supplies and other sales	571	558		1,136	1,165			
Add: Paper sales	218	237		430	475			
Annuity Revenue	\$ 4,695	\$ 4,689		\$ 9,387	\$ 9,328			

Second quarter 2012 **Total revenues** decreased by 1% compared to the second quarter 2011, including a 2-percentage point negative impact from currency. Total revenues included the following:

- **Annuity revenue**, which was flat as compared to the second quarter 2011, including a 2-percentage point negative impact from currency. Annuity revenue is comprised of the following:
 - Outsourcing, service and rentals revenue of \$3,763 million, which includes outsourcing revenue within our Services segment and technical service revenue (including bundled supplies) and rental revenue, both primarily within our Technology segment. An increase of 1%, including a 2-percentage point negative impact from currency, was driven by an increase in outsourcing revenue in our business process outsourcing, document outsourcing and IT outsourcing offerings.
 - Supplies and other sales revenue of \$571 million, which includes unbundled supplies and other sales, primarily within our Technology segment increased 2%, including a 2-percentage point negative impact from currency. The increase reflects a 4% increase (including a 1-percentage point negative impact from currency) in supplies sales driven by the timing of supplies purchases by our channel partners.
 - Paper sales revenue, primarily within our Other segment, of \$218 million decreased 8%, including a 4-percentage point negative impact from currency driven by market pricing and lower activity.
- **Equipment sales revenue**, which is reported primarily within our Technology segment and the document outsourcing business within our Services segment, declined 9% as compared to the second quarter 2011, including a 3-percentage point negative impact from currency, driven by weakness in Europe and the impact of lower product mix. Product installs increased from the second quarter 2011 in all three of our product groups. Consistent with prior quarters, price declines were in the range of 5% to 10%.
- **Color Revenue**¹, declined 4% as compared to second quarter 2011, including a 4-percentage point negative impact from currency. An increase in color pages of 10% was offset by a decline in color equipment sale revenue driven primarily by weakness in Europe and the impact of lower product mix.

Total revenues for the six months ended June 30, 2012, was flat compared to the prior year period, including a 1-percentage point negative impact from currency. Total revenues included the following:

- **Annuity revenue** increased 1% compared to the prior year period, including a 1-percentage point negative impact from currency. Annuity revenue is comprised of the following:
 - Outsourcing, service and rentals revenue of \$7,530 million, increased 2%, including a 2-percentage point negative impact from currency, primarily driven by an increase in outsourcing revenue in our Services segment.
 - Supplies and other sales revenue of \$1,136 million, decreased 2%, including a 2-percentage point negative impact from currency. This decrease was primarily driven by overall lower supplies purchases by our channel partners in the first six months of the year.
 - Paper sales revenue of \$430 million, decreased 9%, including a 2-percentage point negative impact from

currency, primarily driven by market pricing and lower activity as well as our strategy to discontinue the direct sale of paper in selected markets.

- **Equipment sales revenue** decreased 5% compared to the prior year period, including a 2-percentage point negative impact from currency, driven by weakness in Europe and the impact of lower product mix. Product installs increased from the prior year period in all three of our product groups and was more than offset by the impact of price declines, which, consistent with prior quarters, were in the range of 5% to 10%.

Equipment sales within our Services segment continued to grow, driven by the migration of customers looking to reduce printing costs by moving to our market leading document outsourcing offering.

- **Color Revenue¹** - declined 4% compared to the prior year period, including a 3-percentage point negative impact from currency. A year-to-date increase in color pages of 10% was offset by a decline in color equipment sale revenue driven primarily by weakness in Europe and the impact of lower product mix.

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

Costs, Expenses and Other Income

Summary of Key Financial Ratios

	Three Months Ended June 30,				Six Months Ended June 30,		
	2012	2011	Change		2012	2011	Change
Total Gross Margin	32.0%	33.4%	(1.4) pts		31.5%	33.2%	(1.7) pts
RD&E as a % of Revenue	2.9%	3.1%	(0.2) pts		3.0%	3.2%	(0.2) pts
SAG as a % of Revenue	19.4%	19.9%	(0.5) pts		19.4%	20.2%	(0.8) pts
Operating Margin⁽²⁾	9.7%	10.4%	(0.7) pts		9.1%	9.8%	(0.7) pts
Pre-tax Income Margin	6.3%	7.1%	(0.8) pts		6.0%	6.8%	(0.8) pts

Operating Margin

The second quarter 2012 operating margin² of 9.7% decreased 0.7-percentage points as compared to the second quarter of 2011. The decrease was primarily due to a decrease in gross margin, which was partially offset by expense reductions. Operating margin² improved sequentially from the first quarter 2012 by 1.2-percentage points.

The operating margin² for the six months ended June 30, 2012 of 9.1% decreased 0.7-percentage points as compared to the prior year period. The decrease was primarily due to a decrease in gross margin, which was partially offset by expense reductions.

Gross Margins

Total Gross Margin

Gross margin for the second quarter 2012 of 32.0% decreased 1.4-percentage points, as compared to the second quarter of 2011. The decrease was driven primarily by the ramping of new services contracts and the higher mix of Services revenue.

Gross margin for six months ended June 30, 2012 of 31.5% decreased 1.7-percentage points, as compared to the prior year comparable period. The decrease was driven primarily by the ramping of new services contracts, the impact of lower contract renewals from prior periods and the higher mix of Services revenue.

Services Gross Margin

Services segment gross margin for the second quarter of 2012 decreased 2.3-percentage points as compared to the second quarter 2011, due primarily to the ramping of new services contracts. However, Services segment gross margin improved sequentially from the first quarter 2012 by 0.9-percentage points.

Services segment gross margin for the six months ended June 30, 2012 decreased 2.1-percentage points as compared to the prior year comparable period, due primarily to the ramping of new services contracts within BPO and ITO and the impact of lower contract renewals from prior periods.

Technology Gross Margin

Technology segment gross margin for the second quarter of 2012 increased 0.2-percentage points as compared to the

second quarter 2011, as productivity improvements and restructuring savings more than offset the impact of price declines and unfavorable year-over-year transaction currency, reflecting continued focus on cost management.

Technology segment gross margin for the six months ended June 30, 2012 decreased 0.2-percentage points as compared to the prior year comparable period, primarily due to price declines and unfavorable year-over-year transaction currency. The impact of price declines was offset by productivity improvements and restructuring savings, reflecting continued focus on cost management.

Research, Development and Engineering Expenses (“RD&E”)

(in millions)	Three Months Ended June 30,			Six Months Ended June 30,		
	2012	2011	Change	2012	2011	Change
R&D	\$ 133	\$ 147	\$ (14)	\$ 278	\$ 303	\$ (25)
Sustaining engineering	28	28	—	56	56	—
Total RD&E Expenses	\$ 161	\$ 175	\$ (14)	\$ 334	\$ 359	\$ (25)

Second quarter 2012 RD&E as a percent of revenue of 2.9% decreased 0.2-percentage points from the second quarter 2011.

RD&E of \$161 million was \$14 million lower than the second quarter 2011, reflecting the impact of restructuring and productivity improvements.

RD&E as a percent of revenue for the six months ended June 30, 2012 of 3.0% decreased 0.2-percentage points. In addition to lower spending, the decrease was driven by the positive mix impact of the continued growth in Services revenue, which historically has a lower RD&E as a percent of revenue.

RD&E of \$334 million for the six months ended June 30, 2012 was \$25 million lower, reflecting the impact of restructuring and productivity improvements.

Innovation continues to be one of our core strengths and we continue to invest at levels that enhance this core strength, particularly in color, software and services. Xerox R&D is strategically coordinated with Fuji Xerox.

Selling, Administrative and General Expenses (“SAG”)

SAG as a percent of revenue of 19.4% decreased 0.5-percentage points from the second quarter 2011. 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.

SAG of \$1,076 million in the second quarter 2012 was \$43 million lower than the second quarter 2011, including a \$24 million favorable impact from currency. SAG expenses reflect the following:

- \$56 million decrease in selling expenses, driven primarily by benefits from restructuring and productivity improvements partially offset by the impact of acquisitions and spending associated with the drupa print trade show in Düsseldorf, Germany.
- \$11 million increase in general and administrative expenses as restructuring savings and productivity improvements were more than offset by the impact of acquisitions and compensation-related expenses.
- \$2 million increase in bad debt expenses to \$31 million.

SAG as a percent of revenue of 19.4% decreased 0.8%-percentage points for the six months ended June 30, 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 of revenue.

SAG of \$2,144 million for the six months ended June 30, 2012 was \$94 million lower than the prior year period, including a \$35 million favorable impact from currency. SAG expenses reflect the following:

- \$111 million decrease in selling expenses, driven primarily by benefits from restructuring and productivity improvements.
- \$23 million increase in general and administrative expenses as restructuring savings and productivity improvements were more than offset by the impact of acquisitions and compensation-related expenses.
- \$6 million decrease in bad debt expenses to \$55 million. Bad debt expense remained at less than one percent of receivables.

Restructuring and Asset Impairment Charges

During the second quarter 2012, we recorded net restructuring and asset impairment charges of \$29 million, which included approximately \$25 million of severance costs related to headcount reductions of approximately 700 employees primarily in North America, and \$5 million of lease cancellation charges. These costs were partially offset by \$1 million of net reversals for changes in estimated reserves from prior period initiatives.

During the six months ended June 30, 2012, we recorded net restructuring and asset impairment charges of \$46 million, which included approximately \$47 million of severance costs related to headcount reductions of approximately 1,100 employees primarily in North America and \$7 million of lease cancellation and asset impairment charges. These costs were partially offset by \$8 million of net reversals for changes in estimated reserves from prior period initiatives.

We recorded net restructuring and asset impairment credits of \$9 million and \$24 million for the three and six months ended June 30, 2011, respectively, primarily reflecting net reversals and changes in estimated reserves from prior period initiatives.

The restructuring reserve balance as of June 30, 2012 for all programs was \$84 million, of which approximately \$76 million is expected to be spent over the next twelve months. Refer to Note 8 - Restructuring Programs, in the Condensed Consolidated Financial Statements for additional information regarding our restructuring programs.

Amortization of Intangible Assets

During the three and six months ended June 30, 2012, we recorded \$82 million and \$164 million, respectively, of expense related to the amortization of intangible assets, which is \$5 million and \$8 million, lower than the prior year comparable periods primarily as a result of the accelerated write-off of the ACS brand name in the fourth quarter 2011.

Worldwide Employment

Worldwide employment of 139,100 at June 30, 2012 decreased approximately 550 from December 31, 2011, primarily due to restructuring related actions partially offset by the impact of acquisitions.

Other Expenses, Net

(in millions)	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Non-financing interest expense	\$ 58	\$ 64	\$ 114	\$ 131
Interest income	(4)	(5)	(7)	(12)
Gains on sales of businesses and assets	(2)	(7)	(3)	(8)
Currency losses, net	—	—	—	1
Litigation matters	—	6	(1)	12
Fees - Sales of receivables	6	5	12	9
Loss on early extinguishment of liability	—	33	—	33
All other expenses, net	16	8	14	16
Total Other Expenses, Net	\$ 74	\$ 104	\$ 129	\$ 182

Non-Financing Interest Expense: Non-financing interest expense for the three and six months ended June 30, 2012 of \$58 million and \$114 million, respectively, were \$6 million and \$17 million lower than prior year comparable periods. The decrease in interest expense is primarily due to the benefit of lower borrowing costs achieved as a result of refinancing existing debt.

Litigation matters: Litigation matters for the three and six months ended June 30, 2011 include charges related to probable losses on various legal matters, none of which were individually material.

Fees- Sales of Receivables: Fees for sales of receivables for the three and six months ended June 30, 2012 of \$6 million and \$12 million, respectively, were \$1 million and \$3 million higher than the prior year comparable periods primarily due to higher sales of receivables.

Loss on early extinguishment of liability: In May 2011, Xerox Capital Trust I, our wholly-owned subsidiary trust, redeemed 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.

All Other Expenses, Net: All other expenses, net for the three months ended June 30, 2012 increased \$8 million primarily due to the write-off of an investment. All other expenses, net for the six months ended June 30, 2012 decreased \$2 million, as gains on investments supporting certain of our deferred compensation arrangements offset the write-off of an investment. The investment gains were offset by an increase in compensation expense recorded in SAG as a result of the increase in the liability associated with these arrangements.

Income Taxes

The effective tax rate for the three and six months ended June 30, 2012 was 18.8% and 21.5%, respectively. On an adjusted basis² the tax rate for the three and six months ended June 30, 2012 was 22.4% and 24.9%, respectively. The adjusted tax rates for the second quarter as well as the first half of 2012 were lower than the U.S. statutory tax rate primarily due to foreign tax credits resulting from anticipated dividends and other foreign transactions. In addition, the resolution of a number of tax audit positions and an increase in our anticipated future utilization of tax credits provided a 5 and 3-percentage point reduction in our second quarter and first half adjusted tax rates, respectively.

The effective tax rate for the three and six months ended June 30, 2011 was 26.9% and 27.0%, respectively. On an adjusted basis² the tax rate for the three and six months ended June 30, 2012 was 29.6% and 29.4%, respectively. The adjusted tax rate for the three and six months was lower than the U.S. statutory tax rate primarily due to foreign income being taxed at a lower rate or offset by available foreign tax credits.

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 includes a benefit of approximately 12 percentage points from these non U.S. operations, which is comparable to 2011.

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 that may not be predictable. We anticipate that our effective tax rate for the remaining quarters of 2012 will be approximately 29%, excluding the effects of intangibles amortization and discrete events.

Equity in Net Income of Unconsolidated Affiliates

(in millions)	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Total equity in net income of unconsolidated affiliates	\$ 31	\$ 34	\$ 71	\$ 68
Fuji Xerox after-tax restructuring costs	6	4	10	15

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

Net Income

Second quarter 2012 net income attributable to Xerox was \$309 million, or \$0.22 per diluted share. On an adjusted basis², net income attributable to Xerox was \$360 million, or \$0.26 per diluted share, and reflected adjustments for the amortization of intangible assets.

Second quarter 2011 net income attributable to Xerox was \$319 million, or \$0.22 per diluted share. On an adjusted basis², net income attributable to Xerox was \$393 million, or \$0.27 per diluted share and reflected adjustments for the amortization of intangible assets and the loss on early extinguishment of a liability.

Net income attributable to Xerox for the six months ended June 30, 2012 was \$578 million, or \$0.41 per diluted share. On an adjusted basis², net income attributable to Xerox was \$679 million, or \$0.49 per diluted share.

Net income attributable to Xerox for the six months ended June 30, 2011 was \$600 million, or \$0.41 per diluted share. On an adjusted basis², net income attributable to Xerox was \$727 million, or \$0.50 per diluted share.

Refer to the Net Income and EPS reconciliation table in the Non-GAAP Financial Measures section for the adjustments to net income.

Other Comprehensive Income

Second quarter 2012 other comprehensive income attributable to Xerox of \$85 million decreased \$407 million from the second quarter 2011. The decrease was primarily due to losses from the translation of our foreign currency denominated net assets in 2012 as compared to translation gains in 2011. The translation losses are the result of a weakening of our major foreign currencies against the U.S. Dollar in the second quarter of 2012 as compared to a strengthening of those same currencies in the second quarter of 2011.

Other comprehensive income attributable to Xerox for the six months ended June 30, 2012 of \$416 million decreased \$597 million from the prior year comparable period. The decrease was primarily due to losses from the translation of our foreign currency denominated net assets in 2012 as compared to translation gains in 2011. The translation losses are the result of a weakening of our major foreign currencies against the U.S. Dollar in 2012 as compared to a strengthening of those same currencies in 2011.

Segment Review

(in millions)	Three Months Ended June 30,				Six Months Ended June 30,			
	Total Revenue	% of Total Revenue	Segment Profit (Loss)	Segment Margin	Total Revenue	% of Total Revenue	Segment Profit (Loss)	Segment Margin
2012								
Services	\$ 2,806	51%	\$ 298	10.6 %	\$ 5,627	51%	\$ 561	10.0 %
Technology	2,370	43%	268	11.3 %	4,708	43%	\$ 513	10.9 %
Other	365	6%	(68)	(18.6)%	709	6%	(120)	(16.9)%
Total	\$ 5,541	100%	\$ 498	9.0 %	\$ 11,044	100%	\$ 954	8.6 %
2011								
Services	\$ 2,672	48%	\$ 322	12.1 %	\$ 5,256	47%	\$ 588	11.2 %
Technology	2,552	45%	300	11.8 %	5,047	46%	566	11.2 %
Other	390	7%	(73)	(18.7)%	776	7%	(139)	(17.9)%
Total	\$ 5,614	100%	\$ 549	9.8 %	\$ 11,079	100%	\$ 1,015	9.2 %

Services

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

Revenue

(in millions)	Three Months Ended June 30,			Six Months Ended June 30,		
	2012	2011	Change	2012	2011	Change
Business Processing Outsourcing	\$ 1,606	\$ 1,504	7%	\$ 3,243	\$ 2,947	10%
Document Outsourcing	900	876	3%	1,787	1,706	5%
Information Technology Outsourcing	344	316	9%	676	647	4%
Less: Intra-segment Elimination	(44)	(24)	*	(79)	(44)	*
Total Services Revenue	\$ 2,806	\$ 2,672	5%	\$ 5,627	\$ 5,256	7%

* Percent not meaningful.

Second quarter 2012 Services revenue of \$2,806 million increased 5% from second quarter 2011, including a 2-percentage point negative impact from currency.

- BPO revenue increased 7%, including a 1-percentage point negative impact from currency, and represented 56% of total Services revenue. BPO growth was driven by the government healthcare, financial services and retail, travel and insurance businesses and was partially offset by lower transaction volumes from existing contracts.
- DO revenue increased 3%, including a 3-percentage point negative impact from currency, and represented 32% of total Services revenue. Growth was driven primarily by our new partner print services offerings as well as new signings. Xerox is the market leader in this growing segment of the Document Technology market.
- ITO revenue increased 9% and represented 12% of total Services revenue. ITO growth was driven by strong signings 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.

Services revenue for the six months ended June 30, 2012 of \$5,627 million increased 7% from the comparable prior year period, including a 1-percentage point negative impact from currency.

- BPO revenue increased 10% and represented 57% of total Services revenue. BPO growth was driven by the government healthcare, healthcare payer, financial services, and retail, travel and insurance businesses.
- DO revenue increased 5%, including a 2%-percentage point negative impact from currency, and represented 32% of total Services revenue. Continued growth was driven primarily by our new partner print services offerings as well as new signings. Xerox is the market leader in this growing segment of the Document Technology market.
- ITO revenue increased 4% and represented 11% of total Services revenue. This reflects an improving trend from 2011 due primarily to ramping of newer contracts and also includes 2-percentage points of growth related to revenue from intercompany services, which is eliminated in total Services segment revenue.

Segment Margin

Second quarter 2012 Services segment margin of 10.6% decreased 1.5-percentage points from second quarter 2011, due primarily to the decline in gross margin, which was driven by the ramping of new services contracts. However, segment margin improved sequentially from first quarter 2012 by 1.3-percentage points.

Services segment margin for the six months ended June 30, 2012 of 10.0% decreased 1.2-percentage points from the prior year period, due primarily to the decline in gross margin, which was driven by the ramping of new services contracts and the impact of lower contract renewals from prior periods.

Metrics

Pipeline

Our total Services sales pipeline, including synergy opportunities, grew 10% over the second quarter 2011. 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.

Signings were as follows:

(in billions)	Three Months Ended June 30, 2012		Six Months Ended June 30, 2012	
BPO	\$	1.4	\$	2.7
DO		0.9		1.4
ITO		0.3		0.7
Total Signings	\$	2.6	\$	4.8

Signings on a trailing twelve month basis declined 1% in relation to the comparable prior year period. Although the eligible renewal population was smaller in the second quarter 2012 than in prior quarters, new business signings increased by 13% on a trailing twelve month basis.

Note: TCV is the estimated total revenue for future contracts for the pipeline or signed contracts for signings, as applicable.

Renewal Rate (for BPO and ITO)

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. The second quarter 2012 contract renewal rate for BPO and ITO contracts was 89%, which is within our target range of 85% - 90%.

Technology

Our Technology segment includes the sale of products and supplies, as well as the associated technical service and financing of those products. Technology revenues exclude the impact of growth in the Xerox document outsourcing business.

Revenue

(in millions)	Three Months Ended June 30,			Six Months Ended June 30,		
	2012	2011	Change	2012	2011	Change
Equipment sales	\$ 709	\$ 790	(10)%	\$ 1,388	\$ 1,513	(8)%
Annuity revenue	1,661	1,762	(6)%	3,320	3,534	(6)%
Total Revenue	\$ 2,370	\$ 2,552	(7)%	\$ 4,708	\$ 5,047	(7)%

Second quarter 2012 Technology revenue of \$2,370 million decreased 7% compared to second quarter 2011 and included a 3-percentage point negative impact from currency. Revenue results included the following:

- Equipment sales revenue decreased 10%, including a 3-percentage point negative impact from currency. A weak macro-economic environment combined with a lower product mix and price declines in the range of 5% to 10% more than offset install growth in all three product groups. In addition, growth was negatively impacted by the continued migration of customers to our rapidly growing partner print services offering within document outsourcing.
- Annuity revenue decreased 6%, including a 3-percentage point negative impact from currency. An increase in supplies revenue was more than offset by a moderating decline in total pages and the continued migration of customers to our partner print services offering.
- Technology revenue mix was 22% entry, 58% mid-range and 20% high-end.

Technology revenue for the six months ended June 30, 2012 of \$4,708 million decreased 7% compared to prior year and included a 2%-percentage point negative impact from currency. Revenue results included the following:

- Equipment sales revenue decreased 8%, including a 2%-percentage point negative impact from currency. This decline is driven in part by the weak macro-economic environment and the continued migration of customers to our rapidly growing partner print services offering within document outsourcing. In addition, the impact of lower product mix and price declines more than offset growth in installs. Consistent with prior quarters, price declines were in the range of 5% to 10%.
- Annuity revenue decreased 6%, including a 2%-percentage point negative impact from currency. A decrease in supplies revenue was primarily driven by a moderating decline in pages, partially offset by a continued increase in revenue per page.
- Technology revenue mix was 22% entry, 58% mid-range and 20% high-end.

Segment Margin

Second quarter 2012 Technology segment margin of 11.3% declined by 0.5-percentage points from second quarter 2011, as an improvement in gross margin was more than offset by expenses related to the drupa print trade show and an increase in general and administrative expenses as a percentage of revenue.

Technology segment margin for the six months ended June 30, 2012 of 10.9% declined by 0.3-percentage points from prior year period. Lower operating expenses from restructuring savings were more than offset by a decline in gross profit.

Total Installs (Technology and Document Outsourcing³)

In the second quarter 2012, installs continued to grow in all three strategic product groups (entry, mid-range and high-end). Install activity includes installations for document outsourcing and Xerox-branded products shipped to GIS. Details by product groups is shown below:

Entry

Installs for the second quarter 2012:

- 9% increase in black-and-white multifunction devices driven by demand for the recently launched WorkCentre® 3045.
- 34% increase in color multifunction devices driven by demand for the recently introduced WorkCentre® 6015 and ColorQube 8900.
- 4% increase in color printers driven by an increase in sales to OEM partners.

Installs for the six months ended June 30, 2012:

- 16% increase in black-and-white multifunction devices driven by demand for the recently launched WorkCentre® 3045.
- 40% increase in color multifunction devices driven by demand for the recently introduced WorkCentre® 6015.
- 1% decrease in color printers driven by an increase in sales to OEM partners.

Mid-Range

Installs for the second quarter 2012 :

- 15% increase in installs of mid-range color devices across all geographies driven by strong demand for products such as the WorkCentre® 7530/7535.

- 2% decrease in installs of mid-range black-and-white devices.

Installs for the six months ended June 30, 2012:

- 15% increase in installs of mid-range color devices driven 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.
- 6% decrease in installs of mid-range black-and-white devices.

High-End

Installs for the second quarter 2012:

- 80% increase in installs of high-end color systems driven by strong demand for the recently launched Xerox Color 770, which has enabled large market share gains in the entry production color market segment.
- 24% decrease in installs of high-end black-and-white systems, reflecting continued declines in the overall market.

Installs for the six months ended June 30, 2012:

- 53% increase in installs of high-end color systems driven primarily by strong demand for the recently launched Xerox Color 770 and the DocuColor™ 8080. These products have enabled large market share gains in the Entry Production Color market segment.
- 16% decrease in installs of high-end black-and-white systems.

Note: 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 3-Segment Reporting, in the Condensed Consolidated Financial Statements.

Other

Revenue

Second quarter 2012 Other segment revenue of \$365 million decreased 6%, including a 2-percentage point negative impact from currency. The decline is due primarily to a decline in paper sales, which was driven by market pricing and lower activity.

Other segment revenue for the six months ended June 30, 2012 of \$709 million decreased 9%, including a 2%-percentage point negative impact from currency. The decline is due primarily to a decline in paper sales, which was driven by market pricing, lower activity and our strategy to discontinue the direct sale of paper in selected markets, as well as a decline in revenues from wide format systems and licensing. Paper comprised approximately 60% of the 2012 and 2011 Other segment revenue.

Segment Margin

Second quarter 2012 Other segment loss of \$68 million, decreased \$5 million from the second quarter 2011, primarily as a result of lower non-financing interest expense.

Other segment loss of \$120 million for the six months ended June 30, 2012, decreased \$19 million from the prior year comparable period, primarily driven by lower non-financing interest expense.

(1) Represents revenues from color devices and is a subset of total revenues and excludes Global Imaging Systems, Inc. (“GIS”) color revenues.

(2) See the “Non-GAAP Financial Measures” section for an explanation of this non-GAAP financial measure.

(3) Equipment sales associated with Document Outsourcing are reported in our Services segment revenue.

Capital Resources and Liquidity

Our ability to maintain positive liquidity going forward depends on our ability to continue to generate cash from operations and access the financial capital markets, both of which are subject to general economic, financial, competitive, legislative, regulatory and other market factors that are beyond our control.

- As of June 30, 2012 and December 31, 2011, total cash and cash equivalents were \$814 million and \$902 million, respectively. We had \$649 borrowings under our Commercial Paper Program at June 30, 2012 as compared to \$100 million at December 31, 2011. There were no outstanding borrowings or letters of credit under our \$2 billion Credit Facility for either period.
- Our Commercial Paper program was established in 2010 as a means to reduce our cost of capital and to provide an alternative liquidity vehicle in the market. Aggregate Commercial Paper and Credit Facility borrowings may not exceed the borrowing capacity under our Credit Facility at any time.

- Our operating cash flow during the first half of 2012 was \$213 million and we continue to expect full-year operating cash flow of \$2 billion to \$2.3 billion. Over the past three years we have consistently delivered strong cash flow from operations driven by the strength of our annuity based revenue model. Cash flows from operations were \$1,961 million, \$2,726 million and \$2,208 million for the three years ended December 31, 2011, respectively.

Cash Flow Analysis

The following table summarizes our cash and cash equivalents:

(in millions)	Six Months Ended June 30,		Change
	2012	2011	
Net cash provided by operating activities	\$ 213	\$ 317	\$ (104)
Net cash used in investing activities	(312)	(368)	56
Net cash provided by (used in) financing activities	8	(81)	89
Effect of exchange rate changes on cash and cash equivalents	3	19	(16)
Decrease in cash and cash equivalents	(88)	(113)	25
Cash and cash equivalents at beginning of period	902	1,211	(309)
Cash and Cash Equivalents at End of Period	\$ 814	\$ 1,098	\$ (284)

Cash Flows from Operating Activities

Net cash provided by operating activities was \$213 million for the six months ended June 30, 2012. The \$104 million decrease in cash from the six months ended June 30, 2011 was primarily due to the following:

- \$248 million decrease related to higher accounts receivable primarily due to growth in services revenue and a reduction in the use of prompt pay discounts partially offset by an increase in sales of accounts receivable.
- \$114 million decrease due to the timing of contributions to our defined benefit pension plans.
- \$47 million decrease from higher net income tax payments primarily due to refunds in the prior year.
- \$33 million decrease from derivatives primarily due to the absence of the early termination of certain interest rate swaps.
- \$141 million increase primarily related to the timing of payments of accounts payable and accrued compensation.
- \$109 million increase due to higher net run-off of finance receivables as a result of lower equipment sales.
- \$53 million increase due to lower inventory growth.
- \$37 million increase due to lower restructuring payments.

Cash Flows from Investing Activities

Net cash used in investing activities was \$312 million for the six months ended June 30, 2012, which was a \$56 million decrease in the use of cash from the comparable prior year period. 2012 acquisitions include RK Dixon for \$58 million as well as two smaller acquisitions totaling \$29 million. 2011 acquisitions include Unamic/HCN for \$55 million, Concept Group for \$43 million and six smaller acquisitions for an aggregate of \$37 million.

Cash Flows from Financing Activities

Net cash provided by financing activities was \$8 million for the six months ended June 30, 2012. The \$89 million increase in cash from the six months ended June 30, 2011 was primarily due to the following:

- \$670 million increase reflecting the absence of payment of our liability to Xerox Capital Trust I in connection with their redemption of preferred securities.
- \$357 million decrease resulting from our share repurchase program.
- \$160 million decrease from net debt activity. 2012 reflects net proceeds of \$1.1 billion on Senior Notes issued in March and an increase of \$549 million on Commercial Paper offset by net payments on Senior Notes of \$1.1 billion in June and \$6 million on other debt. 2011 reflects proceeds of \$1 billion from the issuance of Senior Notes and \$3 million on other debt offset by a decrease of \$300 million on Commercial Paper.
- \$49 million decrease due to higher distributions to noncontrolling interests.
- \$21 million decrease due to lower proceeds from the issuances of common stock under our stock option plans.

Customer Financing Activities and Debt

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

(in millions)	June 30, 2012	December 31, 2011
Total Finance receivables, net ⁽¹⁾	\$ 5,916	\$ 6,362
Equipment on operating leases, net	519	533
Total Finance Assets, net⁽²⁾	\$ 6,435	\$ 6,895

(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 Condensed Consolidated Balance Sheets.

(2) Change from December 31, 2011 includes a decrease of \$91 million due to currency.

Our lease contracts permit customers to pay for equipment over time rather than at the date of installation; therefore, we maintain a certain level of debt (that we refer to as financing debt) to support our investment in these lease contracts, which are reflected in Total Finance assets, net. For this financing aspect of our business, we maintain an assumed 7:1 leverage ratio of debt to equity as compared to our finance assets. Based on this leverage, the following represents the breakdown of total debt between financing debt and core debt:

(in millions)	June 30, 2012	December 31, 2011
Financing debt ⁽¹⁾	\$ 5,631	\$ 6,033
Core debt	3,529	2,600
Total Debt	\$ 9,160	\$ 8,633

(1) Financing debt includes \$5,177 million and \$5,567 million as of June 30, 2012 and December 31, 2011, 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.

The following summarizes our debt:

(in millions)	June 30, 2012	December 31, 2011
Principal debt balance ⁽¹⁾	\$ 9,061	\$ 8,450
Net unamortized discount	(65)	(7)
Fair value adjustments ⁽²⁾	164	190
Total Debt	9,160	8,633
Less: Current maturities and short-term debt	(1,099)	(1,545)
Total Long-term Debt	\$ 8,061	\$ 7,088

(1) Includes Commercial Paper of \$649 million and \$100 million as of June 30, 2012 and December 31, 2011, respectively.

(2) Fair value adjustments represent changes in the fair value of hedged debt obligations attributable to movements in benchmark interest rates. Hedge accounting requires hedged debt instruments to be reported at an amount equal to the sum of their carrying value (principal value plus/minus premiums/discounts) and any fair value adjustment.

The increase in debt from December 31, 2011 is primarily driven by an increase in commercial paper due to the timing of cash flows.

Sales of Accounts Receivable

We have facilities in the U.S., Canada and several countries in Europe that enable us to sell to third-parties, on an on-going basis, certain accounts receivables without recourse. The accounts receivables sold are generally short-term trade receivables with payment due dates of less than 60 days. Accounts receivables sales were as follows:

(in millions)	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Accounts receivable sales	\$ 1,215	\$ 819	\$ 2,090	\$ 1,549
Deferred proceeds	256	103	403	197
Fees associated with sales	6	5	12	9
Estimated increase to operating cash flows ⁽¹⁾	169	29	100	5

(1) Represents the difference between current and prior period receivable sales adjusted for the effects of: (i) the deferred proceeds, (ii) collections

prior to the end of the quarter, and (iii) currency.

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

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
2012 Q3	663
2012 Q4	11
2013	1,031
2014	1,085
2015	1,255
2016	952
2017	1,001
2018	1,001
2019	650
2020	—
2021 and thereafter	1,412
Total	\$ 9,061

Treasury Stock

During the second quarter 2012 we repurchased 41.3 million shares for an aggregate cost of \$307 million, including fees. Through July 27, 2012, we repurchased an additional 10.6 million shares at an aggregate cost of \$75.6 million, including fees, for a cumulative total of 341.4 million shares at a cost of \$4.1 billion, including fees.

Financial Risk Management

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 Yen, Euro and Pound Sterling. The fair market values of all our derivative contracts change with fluctuations in interest rates and/or currency 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.

We are required to recognize all derivative instruments as either assets or liabilities at fair value in the balance sheet. As permitted, certain of these derivative contracts have been designated for hedge accounting treatment. Certain of our derivatives that do not qualify for hedge accounting are effective as economic hedges. These derivative contracts are likewise required to be recognized each period at fair value and therefore do result in some level of volatility. The level of volatility will vary with the type and amount of derivative hedges outstanding, as well as fluctuations in the currency and interest rate markets during the period. The related cash flow impacts of all of our derivative activities are reflected as cash flows from operating activities.

By their nature, all derivative instruments involve, to varying degrees, elements of market and credit risk. The market risk associated with these instruments resulting from currency exchange and interest rate movements is expected to offset the market risk of the underlying transactions, assets and liabilities being hedged. We do not believe there is significant risk of loss in the event of non-performance by the counterparties associated with these 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.

The current market events have not required 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 10 – Financial Instruments in the Condensed Consolidated Financial Statements for further discussion and information on our financial risk management strategies.

Non-GAAP Financial Measures

We have reported our financial results in accordance with generally accepted accounting principles (“GAAP”). In addition, we have discussed the non-GAAP measures described below. A reconciliation of these non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP are set forth below.

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.

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.

- Net income and Earnings per share (“EPS”)
- Effective tax rate

In 2012, adjustments are limited to the amortization of intangible assets. 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.

In 2011, in addition to the adjustment related to the amortization of intangible assets, we also adjusted reported earnings for the loss on the early extinguishment of a liability given the discrete and infrequent nature of this item on our results of operations for the period.

We also calculate and utilize an operating income and margin earnings measure by adjusting our pre-tax income and margin amounts to exclude certain expenses. In addition to the above excluded items, operating income and margin also exclude Other expenses, net as well as Restructuring and asset impairment charges. Other expenses, net is primarily composed of non-financial interest expense. 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. We exclude these amounts in order to evaluate our current and past operating performance and to better understand the expected future trends in our business.

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, the following 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:

Net Income and EPS reconciliation:

(in millions; except per share amounts)	Three Months Ended June 30, 2012		Three Months Ended June 30, 2011	
	Net Income	EPS	Net Income	EPS
As Reported	\$ 309	\$ 0.22	\$ 319	\$ 0.22
Adjustments:				
Amortization of intangible assets	51	0.04	54	0.04
Loss on early extinguishment of liability	—	—	20	0.01
Adjusted	\$ 360	\$ 0.26	\$ 393	\$ 0.27
Weighted average shares for adjusted EPS ⁽¹⁾		1,393		1,465
Fully diluted shares at June 30, 2012 ⁽²⁾		1,366		

(in millions; except per share amounts)	Six Months Ended June 30, 2012		Six Months Ended June 30, 2011	
	Net Income	EPS	Net Income	EPS
As Reported	\$ 578	\$ 0.41	\$ 600	\$ 0.41
Adjustments:				
Amortization of intangible assets	101	0.08	107	0.08
Loss on early extinguishment of liability	—	—	20	0.01
Adjusted	\$ 679	\$ 0.49	\$ 727	\$ 0.50
Weighted average shares for adjusted EPS ⁽¹⁾		1,392		1,463
Fully diluted shares at June 30, 2012 ⁽²⁾		1,366		

- (1) Average shares for the calculation of adjusted EPS for the three and six months ended June 30, 2012 were 1,393 million and 1,392 million, respectively, and include 27 million of shares associated with the Series A convertible preferred stock. Accordingly, the quarterly dividends of \$6 million and year-to-date dividends of \$12 million on these preferred shares are excluded. Average shares of 1,465 million and 1,463 million for the three and six months ended June 30, 2011, respectively, also include 27 million shares associated with the Series A convertible preferred stock and the quarterly dividends of \$6 million and year-to-date dividends of \$12 million are likewise excluded. We evaluate the dilutive effect of the Series A convertible preferred stock on an "if-converted" basis.
- (2) Represents common shares outstanding at June 30, 2012 as well as shares associated with our Series A convertible stock plus dilutive potential common shares as used for the calculation of earnings per share for the three and six months ended June 30, 2012.

Effective Tax reconciliation:

(in millions)	Three Months Ended June 30, 2012			Three Months Ended June 30, 2011		
	Pre-Tax Income	Income Tax Expense	Effective Tax Rate	Pre-Tax Income	Income Tax Expense	Effective Tax Rate
As Reported	\$ 351	\$ 66	18.8%	\$ 401	\$ 108	26.9%
Adjustments:						
Amortization of intangible assets	82	31		87	33	
Loss on early extinguishment of liability	—	—		33	13	
Adjusted	\$ 433	\$ 97	22.4%	\$ 521	\$ 154	29.6%
(in millions)	Six Months Ended June 30, 2012			Six Months Ended June 30, 2011		
	Pre-Tax Income	Income Tax Expense	Effective Tax Rate	Pre-Tax Income	Income Tax Expense	Effective Tax Rate
As Reported	\$ 664	\$ 143	21.5%	\$ 751	\$ 203	27.0%
Adjustments:						
Amortization of intangible assets	164	63		172	65	
Loss on early extinguishment of liability	—	—		33	13	
Adjusted	\$ 828	\$ 206	24.9%	\$ 956	\$ 281	29.4%

Operating Income / Margin reconciliation:

(in millions)	Three Months Ended June 30, 2012			Three Months Ended June 30, 2011		
	Profit	Revenue	Margin	Profit	Revenue	Margin
Reported Pre-tax Income	\$ 351	\$ 5,541	6.3%	\$ 401	\$ 5,614	7.1%
Adjustments:						
Amortization of intangible assets	82			87		
Xerox restructuring charge (credit)	29			(9)		
Other expenses, net	74			104		
Adjusted Operating	\$ 536	\$ 5,541	9.7%	\$ 583	\$ 5,614	10.4%
Equity in net income of unconsolidated affiliates	31			34		
Loss on early extinguishment of liability	—			33		
Fuji Xerox restructuring charge	6			4		
Other expenses, net*	(75)			(105)		
Segment Profit/Revenue	\$ 498	\$ 5,541	9.0%	\$ 549	\$ 5,614	9.8%

(in millions)	Six Months Ended June 30, 2012			Six Months Ended June 30, 2011		
	Profit	Revenue	Margin	Profit	Revenue	Margin
Reported Pre-tax Income	\$ 664	\$ 11,044	6.0%	\$ 751	\$ 11,079	6.8%
Adjustments:						
Amortization of intangible assets	164			172		
Xerox restructuring charge (credit)	46			(24)		
Other expenses, net	129			182		
Adjusted Operating	\$ 1,003	\$ 11,044	9.1%	\$ 1,081	\$ 11,079	9.8%
Equity in net income of unconsolidated affiliates	71			68		
Loss on early extinguishment of liability	—			33		
Fuji Xerox restructuring charge	10			15		
Other expenses, net*	(130)			(182)		
Segment Profit/Revenue	\$ 954	\$ 11,044	8.6%	\$ 1,015	\$ 11,079	9.2%

* Includes rounding adjustments.

ITEM 3 — QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information set forth under the caption “Financial Risk Management” of this Quarterly Report on Form 10-Q is hereby incorporated by reference in answer to this Item.

ITEM 4 — CONTROLS AND PROCEDURES

(a) Evaluation of 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.

(b) Changes in Internal Controls

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.

PART II — OTHER INFORMATION

ITEM 1 — LEGAL PROCEEDINGS

The information set forth under Note 16-Contingencies and Litigation contained in the “Notes to Condensed Consolidated Financial Statements” of this Quarterly Report on Form 10-Q is incorporated by reference in answer to this Item.

ITEM 1A — RISK FACTORS

Reference is made to the Risk Factors set forth in Part I, Item 1A of our 2011 Annual Report. The Risk Factors remain applicable from our 2011 Annual Report.

ITEM 2 — UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(a) Sales of Unregistered Securities during the Quarter ended June 30, 2012

During the quarter ended June 30, 2012, 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 April 30, 2012: Registrant issued 3,283 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, N. J. Nicholas, Jr., Charles Prince, Ann N. Reese, Sara Martinez Tucker and Mary Agnes Wilderotter.
- c. The DSUs were issued at a deemed purchase price of \$8.095 per DSU (aggregate price \$26,576), based upon the market value 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.

(b) Issuer Purchases of Equity Securities during the Quarter ended June 30, 2012

Repurchases of Xerox Common Stock, par value \$1.00 per share include the following:

Board Authorized Share Repurchase Programs:

	Total Number of Shares Purchased	Average Price Paid per Share ⁽¹⁾	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ⁽²⁾	Maximum Approximate Dollar Value of Share That May Yet Be Purchased Under the Plans or Programs ⁽²⁾
April 1 through 30	490,000	\$ 7.92	490,000	\$ 1,305,468,573
May 1 through 31	16,629,200	7.40	16,629,200	1,182,339,872
June 1 through 30	24,209,544	7.41	24,209,544	1,002,867,828
Total	41,328,744		41,328,744	

(1) Exclusive of fees and costs.

(2) Of the cumulative \$5.0 billion of share repurchase authority previously granted by our Board of Directors, exclusive of fees and expenses, approximately \$4.0 billion has been used through June 30, 2012. 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⁽¹⁾:

	Total Number of Shares Purchased	Average Price Paid per Share ⁽²⁾	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum That May Be Purchased under the Plans or Programs
April 1 through 30	156,770	\$ 8.15	n/a	n/a
May 1 through 31	339	7.20	n/a	n/a
June 1 through 30	—	—	n/a	n/a
Total	157,109			

(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 — EXHIBITS

- 3(a) Restated Certificate of Incorporation of Registrant filed with the Department of State of New York on November 7, 2003, as amended by Certificate of Amendment to Certificate of Incorporation filed with the Department of State of New York on August 19, 2004, Certificate of Change filed with the Department of State of the State of New York on October 31, 2007, Certificate of Amendment to Certificate of Incorporation filed with the Department of State of the State of New York on May 29, 2008. Certificate of Amendment to Certificate of Incorporation filed with the Department of State of the State of New York on February 13, 2009 and Certificate of Amendment to Certificate of Incorporation filed with the Department of State of the State of New York on February 3, 2010.
- Incorporated by reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K dated February 5, 2010.
- 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.
- 10(e)(26) Registrant's 2004 Performance Incentive Plan, as amended and restated as of May 24, 2012.
- 12 Computation of Ratio of Earnings to Fixed Charges.
- 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. Section 1350, as adopted pursuant to Section 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.

SIGNATURES

Pursuant to the requirements 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
(Registrant)

By: _____ /s/ GARY R. KABURECK
Gary R. Kabureck
Vice President and
Chief Accounting Officer
(Principal Accounting Officer)

Date: July 31, 2012

EXHIBIT INDEX

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XEROX CORPORATION
2004 PERFORMANCE INCENTIVE PLAN
2012 AMENDMENT AND RESTATEMENT

1. Purpose

The purpose of the Xerox Corporation 2004 Performance Incentive Plan as set forth herein or in any amendments hereto (the "2004 Plan" or the "Plan") is to advance the interests of Xerox Corporation (the "Company") and to increase shareholder value by providing officers and employees of the Company, its subsidiaries and its Affiliates (as hereinafter defined) with a proprietary interest in the growth and performance of the Company and with incentives for current or future service with the Company, its subsidiaries and Affiliates. The Plan is a successor plan to (i) the Xerox Corporation 1991 Long-Term Incentive Plan, (ii) the Xerox Corporation 1998 Employee Stock Option Plan, (iii) the Xerox Executive Performance Incentive Insurance Plan, (iv) the Xerox Mexicana, S.A. de C.V. Executive Rights Plan and (v) the Xerox Canada Inc. Executive Rights Plan, any or all of which may be referred to as a "Predecessor Plan".

2. Effective Date and Term

The Plan shall be effective as of May 20, 2004 (the "Effective Date"), subject to the approval of the Company's shareholders at the 2004 annual meeting. Subject to the approval of the Company's shareholders at the 2012 meeting, no awards or grants can be made after December 31, 2017, unless terminated sooner pursuant to Section 13 by the Company's Board of Directors (the "Board"). Effective May 20, 2004, no further awards were made under a Predecessor Plan, but outstanding awards under any Predecessor Plan remained outstanding in accordance with their applicable terms and conditions. This Amendment and Restatement shall be effective as of the date hereof and dates set forth herein.

3. Plan Administration

(a) The independent Compensation Committee of the Board, or such other independent committee as the Board shall determine, comprised of not less than three members, shall be responsible for administering the Plan (the "Compensation Committee"). To the extent specified by the Compensation Committee, it may delegate its administrative responsibilities to a subcommittee of the Compensation Committee comprised of not less than three members (the Compensation Committee, such subcommittee, and any individual to whom powers are delegated pursuant to subsection (c), being hereinafter referred to as the "Committee"). The Committee shall be qualified to administer the Plan as contemplated by (i) Rule 16b-3 under the Securities Exchange Act of 1934 (the "1934 Act") or any successor rule, (ii) Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations thereunder, and (iii) any rules and regulations of a stock exchange on which Common Stock (as defined in Section 5) of the Company is listed.

(b) The Committee shall have full and exclusive power to interpret, construe and implement the Plan and any rules, regulations, guidelines or agreements adopted hereunder and to adopt such rules, regulations and guidelines for carrying out the Plan as it may deem necessary or proper. These powers shall include, but not be limited to, (i) determination of the type or types of awards to be granted under the Plan; (ii) determination of the terms and conditions of any awards under the Plan; (iii) determination of whether, to what extent and under what circumstances awards may be settled, paid or exercised in cash, shares, other securities, or other awards, or other property, or cancelled, forfeited or suspended; (iv) adoption of such modifications, amendments, procedures, subplans and the like as are necessary to enable participants employed in other countries in which the Company may operate to receive advantages and benefits under the Plan consistent with the laws of such countries, and consistent with the rules of the Plan; (v) subject to the rights of participants, modification, change, amendment or cancellation of any award to correct an administrative error and (vi) taking any other action the Committee deems necessary or desirable for the administration of the Plan. All determinations, interpretations, and other decisions under or with respect to the Plan or any award by the Committee shall be final, conclusive and binding upon the Company, any participant, any holder or beneficiary of any award under the Plan and any employee of the Company.

(c) Except for the power to amend the Plan as provided in Section 13 and except for determinations regarding employees who are subject to Section 16 of the 1934 Act or certain key employees who are, or may become, as determined by the Committee, subject to the Code Section 162(m) compensation deductibility limit (the "Covered Employees"), and except as may otherwise be required under applicable New York Stock Exchange rules, the

Committee may delegate any or all of its duties, powers and authority under the Plan pursuant to such conditions or limitations as the Committee may establish to any officer or officers of the Company. The term "Committee" herein shall include any individual exercising powers to the extent delegated pursuant to the preceding sentence.

4. Eligibility

Any employee of the Company shall be eligible to receive an award under the Plan. For purposes of this Section 4, "Company" shall include any entity that is directly or indirectly controlled by the Company or any entity in which the Company has a significant equity interest, as determined by the Committee ("Affiliate"). If a participant who is an employee or former employee of the Company is determined, such determination made prior to a Change in Control, not to have satisfied any of the conditions set forth in the Award Agreement, the awards granted shall be cancelled as set forth in the Award Agreement. 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 canceled and be of no further force or effect and any payment or delivery of an award within six months prior to such detrimental activity may be rescinded. In the event of any such rescission, the participant 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. If an accounting restatement is required to correct any material non-compliance with financial reporting requirements under relevant securities laws, the Company may recover any excess incentive-based compensation (in excess of what would have been paid under the accounting restatement), as provided in Section 7(f) hereof.

5. Shares of Stock Subject to the Plan

(a) A total number of approximately 58 million (58,000,000) shares of common stock¹, par value \$1.00 per share, of the Company ("Common Stock") are available for issuance under the Plan, provided 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. Any shares available for grant under any Predecessor Plan on the Effective Date not subject to outstanding awards shall be available for issuance under the Plan. In addition, any shares underlying awards outstanding on May 20, 2004 under any Predecessor Plan that are cancelled, are forfeited, or lapse shall become available for issuance under the Plan.

(b) For purposes of the preceding paragraph, the following shall not be counted against shares available for issuance under the Plan: (i) payment of stock appreciation rights ("SAR") in cash or any form other than shares and (ii) payment in shares of dividends and dividend equivalents in conjunction with outstanding awards. Any shares that are issued by the Company, and any awards that are granted by, or become obligations of, the Company, through the assumption by the Company or an affiliate of, or in substitution for, outstanding awards previously granted by an acquired company shall not be counted against the shares available for issuance under the Plan.

(c) In determining shares available for issuance under the Plan, any awards granted under the Plan that are cancelled, are forfeited, or lapse shall become eligible again for issuance under the Plan. In addition, shares withheld to pay taxes pursuant to Section 14, but not sold, and shares tendered to exercise stock options, shall be treated as shares again eligible for issuance under the Plan.

¹ 58 million reflects the number of shares if all grants were made in "whole value" shares (e.g., restricted stock or performance shares). This includes shares available for issuance as of February 1, 2012 plus 25 million shares approved by shareholders on May 24, 2012. If all grants were made in the form of options or SARs, the number available is approximately 97million.

(d) Except as subject to adjustment as provided in Section 6, from the Effective Date through May 19, 2010, there were no more than (i) 10.0 million (10,000,000) shares of Common Stock available for issuance pursuant to the exercise of incentive stock options ("ISOs") awarded under the Plan; and (ii) 15.0 million (15,000,000) shares of Common Stock made the subject of awards under any combination of awards under Sections 7(b), 7(c) or 7(d) of the Plan to any single individual, of which no more than 10.0 million (10,000,000) were shares of restricted stock. SARs whether paid in cash or shares of Common Stock were counted against the limit set forth in (ii).

In no event, however, from May 20, 2010 through December 31, 2017, except as subject to adjustment as provided in Section 6, shall more than (i) 10.0 million (10,000,000) shares of Common Stock be available for issuance pursuant to the exercise of incentive stock options ("ISOs") awarded under the Plan; and (ii) 22.0 million (22,000,000) shares of Common Stock be made the subject of awards under any combination of awards under Sections 7(b), 7(c) or 7(d)

of the Plan to any single individual, of which no more than 13.0 million (13,000,000) may be shares of restricted stock. SARs whether paid in cash or shares of Common Stock shall be counted against the limit set forth in (ii).

(e) 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 payment of awards under the Plan.

6. 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 6(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.

(d) No adjustment or modification to any outstanding award pursuant to this Section 6 shall cause such award to be treated as the grant of a new stock right or a change in the form of payment of the existing stock right for purposes of Code Section 409A, as set forth in Treasury guidance.

7. Awards

(a) The Committee shall determine the type or types of award(s) to be made to each participant under the Plan and shall approve the terms and conditions governing such awards in accordance with Section 12. Awards may include but are not limited to those listed in this Section 7. Awards may be granted singly, in combination or in tandem so that the settlement or payment of one automatically reduces or cancels the other. Awards may also be made in combination or in tandem with, in replacement of, as alternatives to, or as the payment form for, grants or rights under any other employee or compensation plan of the Company, including the plan of any acquired entity. 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".

(b) A Stock Option is a grant of a right to purchase a specified number of shares of Common Stock during a specified period. The purchase price of each option shall be not less than 100% of Fair Market Value (as defined in Section 10) on the effective date of grant. A Stock Option may be exercised in whole or in installments, which may be cumulative. A Stock Option may be in the form of an ISO which complies with Section 422 of the Internal Revenue Code of 1986, as amended, and the regulations thereunder at the time 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 such other method as provided by the Committee at the time of grant or as provided in the form of agreement approved in accordance herewith, including tendering (either constructively or by attestation) Common Stock, surrendering a stock award valued at market value at the time of surrender, surrendering a cash award, or any combination thereof. Notwithstanding any

provision of the Plan, a repricing of a Stock Option shall be allowed by the Committee only with the approval of the Company's shareholders to the extent required under the rules of the New York Stock Exchange. For this purpose, a "repricing" shall be defined as described in the New York Stock Exchange rules.

(c) A Stock Appreciation Right ("SAR") is a right to receive a payment, in cash and/or Common Stock, as determined by the Committee, equal to the excess of the market value of a specified number of shares of Common Stock at the time 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. Notwithstanding any provision of the Plan, a repricing of a SAR shall be allowed by the Committee only with the approval of the Company's shareholders to the extent required under the rules of the New York Stock Exchange. For this purpose, a "repricing" shall be defined as described in the New York Stock Exchange rules.

(d) Stock Award is an award made in stock or denominated in units of stock. All or part of any Stock Award may be subject to conditions established by the Committee, and set forth in the award agreement, which may include, but are not limited to, continuous service with the Company, achievement of specific business objectives, and other measurements of individual, business unit or Company performance. A restricted stock award made pursuant to this Section 7(d) shall be subject to a vesting schedule of no less than three (3) years unless such award is performance based, in which case vesting shall be no less than one (1) year.

(e) Cash Award may be any of the following:

(i) an annual incentive award in connection with which the Committee will establish specific performance periods (not to exceed twelve months) to provide cash awards for the purpose of motivating participants to achieve goals for the performance period. An annual incentive award shall specify the minimum, target and maximum amounts of awards for a performance period for a participant or any groups of participants, and, to the extent applicable to Covered Employees, comply with the requirements of Section 23; or

(ii) a long-term award denominated in cash with the eventual payment amount subject to future service and such other restrictions and conditions as may be established by the Committee, and as set forth in the award agreement, including, but not limited to, continuous service with the Company, achievement of specific business objectives, and other measurement of individual, business unit or Company performance; or

(iii) Cash Awards under this Section 7(e) to any single Covered Employee, including dividend equivalents in cash or shares of Common Stock payable based upon attainment of specific performance goals, may not exceed in the aggregate \$10,000,000 in the case of the Chief Executive Officer and \$5,000,000 in the case of any other participant, with respect to any calendar year.

(f) The Committee shall have the discretion with respect to any award granted under the Plan to establish upon its grant conditions under which (i) the award may be later forfeited, cancelled, rescinded, suspended, withheld or otherwise limited or restricted; or (ii) gains realized by the grantee in connection with an award or an award's exercise may be recovered; provided that such conditions and their consequences are clearly set forth in the grant agreement or other grant document and fully comply with applicable laws. These conditions may include, without limitation, actions by the participant which constitute a conflict of interest with the Company, are prejudicial to the Company's interests, or are in violation of any non-compete agreement or obligation, any confidentiality agreement or obligation, the Company's applicable policies, its Code of Business Conduct and Ethics, or the participant's terms and conditions of employment.

If an accounting restatement is required to correct any material non-compliance with financial reporting requirements under relevant securities laws, the Company may recover any excess incentive-based compensation (in excess of what would have been paid under the accounting restatement), including entitlement to shares, 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, from executive officers or former executive officers. 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.

8. Dividends and Dividend Equivalents

The Committee may provide that awards denominated in stock earn dividends or dividend equivalents. Such dividend equivalents may be paid currently in cash or shares of Common Stock or may be credited to an account established by the Committee under the Plan in the name of the participant. In addition, dividends or dividend equivalents paid on outstanding awards or issued shares may be credited to such account rather than paid currently. Any crediting of dividends or dividend equivalents may be subject to such restrictions and conditions as the Committee may establish,

including reinvestment in additional shares or share equivalents.

9. Deferrals and Settlements

Payment of awards may be in the form of cash, stock, other awards, or in such combinations thereof as the Committee shall determine at the time of grant, and with such restrictions as it may impose. Except as provided in Section 24 herein, the Committee may also require or permit participants to elect to defer the issuance of shares or the payment of awards in cash under such rules and procedures as it may establish under the Plan, provided that such rules and procedures comply with the requirements of Code Section 409A, if applicable. It may also provide that deferred payments include the payment or crediting of interest on the deferral amounts or the payment or crediting of dividend equivalents on deferred payments denominated in shares.

10. Fair Market Value

Fair Market Value for all purposes under the Plan shall mean, effective February 15, 2007, the closing price of Common Stock as reported in The Wall Street Journal in the New York Stock Exchange Composite Transactions or similar successor consolidated transactions reports for the relevant date, or if no sales of Common Stock were made on said exchange on that date, the closing price 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 circumstances shall Fair Market Value be less than the par value of the Common Stock.

11. Transferability and Exercisability

Except as otherwise provided in this Section 11, all awards under the Plan shall be nontransferable and shall not be assignable, alienable, saleable or otherwise transferable by the participant 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 Committee may provide that any award of non-qualified Stock Options may be transferable by the recipient to family members or family trusts established by the recipient. The Committee may also provide that, in the event that a participant terminates employment with the Company to assume a position with a governmental, charitable, educational or similar non-profit institution, a third party, including but not limited to a "blind" trust, may be authorized by the Committee to act on behalf of and for the benefit of the respective participant with respect to any outstanding awards. Except as otherwise provided in this Section 11, during the life of the participant, awards under the Plan shall be exercisable only by him or her except as otherwise determined by the Committee. In addition, if so permitted by the Committee, a participant may designate a beneficiary or beneficiaries to exercise the rights of the participant and receive any distributions under the Plan upon the death of the participant.

12. Award Agreements; Notification of Award

Awards under the Plan (other than annual incentive awards described in Section 7(e)(i)) shall be evidenced by one or more agreements approved by the Committee that set forth the terms and conditions of and limitations on an award, except that in no event shall the term of any Stock Option or SAR exceed a period of ten years from the date of its grant. The Committee need not require the execution of any such agreement by a participant in which case acceptance of the award by the respective participant will constitute agreement to the terms of the award. In the case of an annual incentive cash award, the participant shall receive notification of such award in such form as the Committee may determine.

13. Plan Amendment and Termination

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 the following:

(a) The Compensation Committee may amend the Plan as it deems necessary or appropriate, except that no such amendment which would cause the Plan not to comply with the requirements of (i) Code Section 162(m) with respect to performance-based compensation, (ii) the Code with respect to ISOs or (iii) the New York Business Corporation Law as in effect at the time of such amendment shall be made without the approval of the Company's shareholders. No such amendment shall adversely affect any outstanding awards under the Plan without the consent of all of the holders thereof.

(b) Notwithstanding the foregoing, an amendment that constitutes a "material revision", as defined by the rules of the New York Stock Exchange, 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 7 prohibiting repricing of options without shareholder approval will be considered a material revision.

(c) The Board may terminate the Plan at any time. Upon termination of the Plan, no future awards may be granted, but previously-made awards shall remain outstanding in accordance with their applicable terms and conditions, and the terms of the Plan.

14. Tax Withholding

The Company shall have the right to deduct from any payment of an award made under the Plan, including the delivery or vesting of shares, an amount sufficient to cover withholding required by law for any foreign, federal, state or local taxes or to take such other action as may be necessary to satisfy any such withholding obligations. The Committee may permit shares to be used to satisfy required tax withholding and such shares shall be valued at the fair market value as of the payment date of the applicable award.

Regardless of any action the Company or employee's employer (the "Employer") takes with respect to any or all income tax, social insurance, payroll tax, payment on account or other tax-related items related to employee's participation in the Plan and legally applicable to employee ("Tax-Related Items"), the ultimate liability for all Tax-Related Items is and remains employee's responsibility and may exceed the amount actually withheld by the Company or the Employer. The Company and/or the Employer (1) make no representations or undertakings regarding the treatment of any Tax-Related Items in connection with any aspect of awards under the Plan, including, but not limited to, the making of awards, the issuance of shares of Common Stock of awards, subsequent sale of shares of Common Stock acquired pursuant to such issuance and the receipt of any dividends or dividend equivalents; and (2) do not commit to and are under no obligation to structure the terms of the grant or any aspect of the awards to reduce or eliminate employee's liability for Tax-Related Items or achieve any particular tax result. The Company and/or the Employer, or their respective agents, at their discretion, are authorized to satisfy the obligations with regard to all Tax-Related Items by one or a combination of the following: (1) withholding from employee's wages or other cash compensation paid to employee by the Company and/or the Employer; or (2) withholding from the proceeds of the sale of shares of Common Stock acquired upon vesting/settlement of the awards through option exercise either through a voluntary sale or through a mandatory sale arranged by the Company (on employee's behalf pursuant to this authorization); or (3) withholding in shares of Common Stock to be issued upon vesting/settlement of the awards and option exercises.

Employee shall pay to the Company or the Employer any amount of Tax-Related Items that the Company or the Employer may be required to withhold or account for as a result of employee's participation in the Plan that cannot be satisfied by the means previously described. The Company may refuse to issue or deliver the shares or the proceeds of the sale of shares of Common Stock if employee fails to comply with employee's obligations in connection with the Tax-Related Items.

15. Other Company Benefit and Compensation Programs

Unless otherwise determined by the Committee, payments of awards received by participants under the Plan shall not be deemed a part of a participant's regular, recurring compensation for purposes of calculating payments or benefits from any Company benefit plan, severance program or severance pay law of any country.

16. Unfunded Plan

Unless otherwise determined by the Committee, 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 Committee) shall be no greater than the right of an unsecured general creditor of the Company.

17. Future Rights

No person shall have any claim or right to be granted an award under the Plan, and no participant shall have any right by reason of the grant of any award under the Plan to continued employment by the Company or any subsidiary of the Company. 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. Awards hereunder are voluntary and occasional and do not create any contractual or other right to receive future awards, or benefits in lieu of awards, even if awards have been granted repeatedly in the past. All decisions with respect to future awards under the Plan, if any, will be at the sole discretion of the Committee.

18. General Restriction

Each award shall be subject to the requirement that, if at any time the Committee 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 payment thereof, such award may not be granted, exercised or paid 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.

19. 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.

Grants provided hereunder are made and/or administered in the United States. Any litigation that arises under the Plan 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.

20. 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.

21. 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.

22. 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. Unless otherwise defined by the Compensation Committee and set forth in the award agreement at the time of the grant, the following definitions shall apply to this Section 22:

(i) A "Change in Control" shall be deemed to have occurred if:

(aa) 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;

(bb) the following individuals (referred to herein as the "Incumbent Board") cease for any reason to constitute a majority of the directors then serving: (1) individuals who, as of the date hereof, constitute the Board, and (2) 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 on the date hereof or whose appointment, election or nomination for election was previously so approved or recommended;

(cc) 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 (1) 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 (2) 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

(dd) 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 (1) of clause (cc) 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 this 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.

(ii) "CIC Price" shall mean either (1) 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 (2) if the Change in Control occurs without such a transaction or series of transactions, the closing price for a share of the Company's Common Stock on the date 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 reports.

(iii) An award is "Nonforfeitable" in whole or in part to the extent that, under the terms of the Plan or the award agreement or summary under the Plan, (aa) the award is vested in whole or part, or (bb) an entitlement to present or future payment of such award in whole or part has otherwise arisen.

(iv) A "Key Employee" is identified in the following manner: There shall be identified every employee who, at any time during a 12-month period ending December 31, is one of the 50 highest paid officers of the Company (or any member of its controlled group, as defined by Code Section 414(b)) having compensation in excess of the amount specified in Code Section 416(i)(1)(A) as indexed by Treasury guidance. Every individual so identified for any period ending December 31 is a Key Employee for the 12-month period beginning on the first April 1 following such December 31, and ending on the next March 31.

(v) A "Section 409A-Conforming Change in Control" is a Change in Control that conforms to the definition under Code Section 409A 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.

(vi) A "Termination for Good Reason" by a participant shall mean the termination of employment of a participant within two years of the occurrence of any of the following circumstances, provided that (1) such circumstance occurs without the participant's express written consent after a Change in Control, and (2) the participant gives the Company notice of the occurrence of the offending circumstance(s) within 90 days of the first occurrence of the circumstance(s), and the Company fails to cure the circumstance(s) within 30 days of receipt of this notice (or the Company notifies participant in writing prior to the expiration of such 30-day period that the circumstance(s) will not be cured):

(aa) The material diminution of the participant's authority, duties, or responsibilities from those in effect immediately prior to a Change in Control of the Company;

(bb) Any of the following: (1) A material reduction in a participant's annual base salary and/or annual target bonus, (2) a failure by the Company to increase a participant's annual base salary following a Change in Control at such periodic intervals not materially inconsistent with the Company's practice prior thereto by at least a percentage equal to the average of the percentage increases in a participant's base salary for the three merit pay periods immediately preceding such Change in Control, or (3) the failure to increase a participant's salary as the same may be increased from time to time for similarly situated individuals, except that this clause (bb) shall not apply to across-the-board salary reductions similarly affecting all similarly situated employees of the Company and all similarly situated employees of any person in control of the Company;

(cc) The Company's requiring a participant to be based anywhere other than in the metropolitan area in which a participant was based immediately before the Change in Control (except for required travel on the Company's business to an extent substantially consistent with a participant's present business travel

obligations), provided that such required relocation constitutes a material change in the geographic location at which the participant is required to perform the services;

(dd) The failure by the Company to continue in effect any material compensation or benefit plan, vacation policy or any material perquisites in which a participant participates immediately before the Change in Control, (except to the extent such plan terminates in accordance with its terms), unless an equitable arrangement (embodied in an ongoing substitute or alternative plan) has been made with respect to such plan in connection with the Change in Control, or the failure by the Company to continue a participant's participation therein (or in such substitute or alternative plan) on a basis not materially less favorable, both in terms of the amount of benefits provided and the level of a participant's participation relative to other participants, than existed at the time of the Change in Control;

(ee) The failure of the Company to obtain a satisfactory agreement from any successor to assume responsibility to perform under this Plan; or

(ff) A termination by a participant of employment shall not fail to be a Termination For Good Reason by participant merely because of a participant's incapacity due to physical or mental illness, or because a participant's employment continued after the occurrence of any of the events listed in this subsection.

(b) Acceleration of Nonforfeitability of SARs, Stock Awards, Cash Awards, and Dividends and Dividend Equivalents.

All SARs, stock awards, stock options (to the extent the CIC Price exceeds the exercise price), cash awards, dividends and dividend equivalents outstanding shall become 100% Nonforfeitable with respect to a participant upon a Termination for Good Reason or an involuntary termination of employment (other than a termination For Cause, as defined in the award agreement, according to a determination made before the Change in Control) that occurs after a Change in Control.

(c) Payment Schedule. In accordance with the uniform payment rule set forth in subsection (c) of Section 24 hereof,

(i) Following a Change In Control that is not a Section 409A-Conforming Change in Control, awards (to the extent Nonforfeitable) shall be paid on the Vesting Date specified in the award summary, and

(ii) Following a Section 409A-Conforming Change in Control, awards (to the extent Nonforfeitable) shall be paid on the Vesting Date specified in the award summary or, if earlier, upon a termination of employment that occurs within two years of such 409A-Conforming Change in Control (or, in the case of a Key Employee, the date that is 6 months after such termination).

(iii) If a participant has made a valid election under Code Section 409A to defer payment beyond the Vesting Date specified in the award summary, such award shall be paid pursuant to clauses (i) and (ii) by substituting the date so elected for the Vesting Date specified in the award summary.

(d) Cancellation. Upon payment under this Section, such awards and any related stock options shall be cancelled.

(e) Discretionary Awards. Upon or in anticipation of the occurrence of a Change in Control, the Committee may grant additional awards (e.g., above-target awards for performance-based Stock Awards) at its sole discretion. Any such discretionary grants shall be paid on the date specified by the terms of such grant.

(f) The amount of cash to be paid shall be determined by multiplying the number of such awards, as the case may be, by: (i) in the case of stock awards, the CIC Price; (ii) in the case of SARs, the difference between the per share strike price of the SAR and the CIC Price; (iii) in the case of cash awards where the award period, if any, has not been completed upon the occurrence of a Change in Control, the pro-rata target value of such awards or such higher amount as determined by the Committee, without regard to the performance criteria, if any, applicable to such award; (iv) in the case of stock options, the difference between the exercise price of the option and the CIC Price; and (v) in the case of cash awards where the award period, if any, has been completed on or prior to the occurrence of a Change in Control: (aa) where the cash award is payable in cash, the value of such award as determined in accordance with the award agreement, and (bb) where the cash award is payable in shares of Common Stock, the CIC Price.

(g) Notwithstanding the foregoing, any SARs and any stock-based award held by an officer or director subject to Section 16 of the 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 awards, 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.

23. Certain Provisions Applicable to Awards to Covered Employees

Performance-based awards made to Covered Employees shall be made by the Committee within the time period required under Section 162(m) for the establishment of performance goals and shall specify, among other things, the performance period(s) for such award, the performance criteria and the performance targets. The performance criteria shall be any one or more of the following as determined by the Committee and may differ as to type of award and from one performance period to another: earnings per share, cash flow, document processing profit, cost reduction, days sales outstanding, cash conversion cycle, cash management (including, without limitation, inventory and/or capital expenditures), total shareholder return, return on shareholders' equity, economic value added measures, return on assets, pre-or post-currency revenue, pre-or post-currency performance profit, profit before tax, profit after tax, revenues, stock price and return on sales. Payment or vesting of awards to Covered Employees shall be contingent upon satisfaction of the performance criteria and targets as certified by the Committee by resolution of the Committee. To the extent provided at the time of an award, the Committee may in its sole discretion reduce any award to any Covered Employee to any amount, including zero. Any performance-based awards made pursuant to this Section 23 may include annual incentive awards and long-term awards.

24. Section 409A Compliance

(a) No Taxation Under Code Section 409A. It is intended that no awards under the Plan shall cause any amount to be taxable under Code Section 409A with respect to any individual. All provisions of this Plan and of any agreement, award or award summary thereunder shall be construed in a manner consistent with this intent. Any provision of and amendment to this Plan, or of any agreement, award or award summary thereunder, that would cause any amount to be taxable under Section 409A of the Internal Revenue Code with respect to any individual is void and without effect. Any election by any participant, and any administrative action by the Committee that would cause any amount to be taxable under Section 409A of the Code with respect to any individual is void and without effect under the Plan.

(b) Election Rule. A participant may elect to defer awards under the Plan only if the election is made not later than December 31 of the year preceding the year in which the award is granted, except to the extent otherwise permitted by Section 409A and Treasury guidance thereunder (where such exceptions include but are not limited to initial deferral elections with respect to Nonforfeitable rights, deferral elections in the first year in which an employee becomes eligible to participate, and deferral elections with respect to performance-based compensation).

(c) Uniform Payment Rule

(i) All awards shall be paid on the date that is the earlier of (1) or (2) below, where

(1) is a termination of employment no later than two years after the occurrence of a Section 409A-Conforming Change in Control (or, in the case of a Key Employee, the date that is 6 months after such termination); and

(2) is the Vesting Date specified in the award summary.

(ii) If a participant has made a valid election under Code Section 409A to defer payment beyond the Vesting Date specified in the award summary, such award shall be settled pursuant to clause (i) by substituting the date so elected for the Vesting Date specified in the award summary.

(iii) Payment pursuant to the death or disability of a participant is governed by the award agreement.

(d) Accelerations. In the case of an award that is deferred compensation for purposes of Code Section 409A, acceleration of payment is not permitted, except that, if permitted by the Committee, acceleration of payment is permitted in order to (i) allow the participant to comply with a certificate of divestiture (within the meaning of Code Section 1043); (ii) pay payroll and withholding taxes with respect to amounts deferred, to the extent permitted by Treasury guidance; or (iii) effect any other purpose that is a permitted Code Section 409A acceleration event under Treasury guidance.

(e) Permitted Payment Delays. At the Committee's sole discretion, payment of awards may be delayed beyond the date specified in subsection (c) under the following circumstance. The Committee reserves the right to amend an award granted on or after January 1, 2006 if the Committee determines that the deduction for such payment would be limited by Code Section 162(m), except that such payment will be made on the earliest date on which the Committee determines that such limitation no longer exists.

(f) CEO Delegation. 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.

25. Limitation of Actions. Any action brought in state or federal court (other than an alleged breach of fiduciary duty action under the Employee Retirement Income Security Act of 1974 ("ERISA") which shall be governed by the terms of ERISA Section 413, if applicable) must be commenced within one year after the cause of action accrues. This one-year limitation period includes, but is not limited to, any action for alleged: wrongful denial of Plan benefits, and any wrongful interference, modification, or termination of Plan benefits, rights, or features.

IN WITNESS WHEREOF, the Company has caused this Amendment and Restatement to be signed as of the 15th day of June, 2012, effective as of May 24, 2012, and dates set forth herein.

XEROX CORPORATION

By: /s/ Tom Maddison
Vice President, Human Resources

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)	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Fixed Charges:				
Interest expense	\$ 109	\$ 124	\$ 218	\$ 251
Capitalized interest	4	4	8	6
Portion of rental expense which represents interest factor	57	56	114	113
Total Fixed Charges	\$ 170	\$ 184	\$ 340	\$ 370
Earnings Available for Fixed Charges:				
Pre-tax income	\$ 351	\$ 401	\$ 664	\$ 751
Add: Distributed equity income of affiliated companies	27	27	36	28
Add: Fixed charges	170	184	340	370
Less: Capitalized interest	(4)	(4)	(8)	(6)
Less: Net income-noncontrolling interests	(7)	(8)	(14)	(16)
Total Earnings Available for Fixed Charges	\$ 537	\$ 600	\$ 1,018	\$ 1,127
Ratio of Earnings to Fixed Charges	3.16	3.26	2.99	3.05
Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends:				
Fixed Charges:				
Interest expense	\$ 109	\$ 124	\$ 218	\$ 251
Capitalized interest	4	4	8	6
Portion of rental expense which represents interest factor	57	56	114	113
Total Fixed Charges before preferred stock dividends pre-tax income requirements	170	184	340	370
Preferred stock dividends pre-tax income requirements	9	9	19	19
Total Combined Fixed Charges and Preferred Stock Dividends	\$ 179	\$ 193	\$ 359	\$ 389
Earnings Available for Fixed Charges:				
Pre-tax income	\$ 351	\$ 401	\$ 664	\$ 751
Add: Distributed equity income of affiliated companies	27	27	36	28
Add: Fixed charges before preferred stock dividends	170	184	340	370
Less: Capitalized interest	(4)	(4)	(8)	(6)
Less: Net income-noncontrolling interests	(7)	(8)	(14)	(16)
Total Earnings Available for Fixed Charges and Preferred Stock Dividends	\$ 537	\$ 600	\$ 1,018	\$ 1,127
Ratio of Earnings to Fixed Charges and Preferred Stock Dividends	3.00	3.11	2.84	2.90

CEO CERTIFICATIONS

I, Ursula M. Burns, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q 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.

July 31, 2012

/s/ URSULA M. BURNS

Ursula M. Burns
Principal Executive Officer

CFO CERTIFICATIONS

I, Luca Maestri, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q 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.

July 31, 2012

/s/ LUCA MAESTRI

Luca Maestri
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-Q of Xerox Corporation, a New York corporation (the "Company"), for the quarter ending June 30, 2012, 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 Luca Maestri, 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

Ursula M. Burns
Chief Executive Officer

July 31, 2012

/s/ LUCA MAESTRI

Luca Maestri
Chief Financial Officer

July 31, 2012

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.