

No. C 35301	Annual Report Form 1998 Due No Later Than November 30,		2. Registered Agent and Office NOT A P.O. BOX
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED * FIRST NOTICE *	1. Mailing Address - Please Correct, If Not Correct XEROX CORPORATION TAX DEPT CO XEROX CORP BOX 1600 STANFORD CT 06904		PRENTICE-HALL CORP SYSTEM 200 N 23RD ST BOISE ID 83702
			3. Organized Under the Laws of: NY C 35301

4. Corporations: Enter Names and Business Addresses of **President, Secretary and Directors**
 Limited Liability Companies: Enter Names and Addresses of ☐ **Managers** or ☐ **Members** (check one)

Office held	Name	Street or P.O. Address	City	State	Zip
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SEE ATTACHED SCHEDULE

5. Signature of New Registered Agent MARKETING & SERVICING OF OFFICE EQUIPMENT	6. Signature <u><i>Russell Y. Okasako</i></u> Date <u>7/27/98</u> Name (Typed or Printed) <u>RUSSELL Y. OKASAKO</u> Title <u>Vice President, Tax</u>
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ISSUED: 07-03-1998

DO NOT TAPE OR STAPLE

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XEROX CORPORATION -- SCHEDULE OF OFFICERS

May 21, 1998

Chairman of the Board, Chief Executive Officer and Chairman of the Executive Committee	Paul A.	Allaire	48 Valley Road, New Canaan, CT 06840
President and Chief Operating Officer	G. Richard	Thoman	28 Fox Run Lane, Greenwich, CT 06831
Executive Vice President, Business Operations	William F.	Buehler	535 Smith Ridge Road, New Canaan, CT 06840
Executive Vice President, Customer Operations	A. Barry	Rand	500 Woodbine Road, Stamford, CT 06903
Executive Vice President and Chief Financial Officer	Barry D.	Romeni	17 Thomas Place, Rowayton, CT 06853
Executive Vice President; Chairman and Chief Executive Officer, Xerox Financial Services, Inc.	Stuart B.	Ross	2 Pierway Landing, Westport, CT 06880
Senior Vice President, Corporate Strategic Services	Allan E.	Dugan	56 Woodbury Place, Rochester, NY 14618
Senior Vice President; President, Production Systems Group	John A.	Lopiano	21 Merryhill Lane, Pittsford, NY 14534
Senior Vice President, Corporate Research & Technology	Mark B.	Myers	37 Lakeview Avenue, New Canaan, CT 06840
Senior Vice President, Corporate Business Strategy	David R.	Myerscough	269 Old Church Road, Greenwich, CT 06830
Senior Vice President; President, United States Customer Operations	Carlos	Pascual	6 Fraser Road, Westport, CT 06880
Senior Vice President and General Counsel	Richard S.	Paul	584 Barlow Road, Fairfield, CT 06430
Senior Vice President; Chief of Staff, Business Operations Group	Norman E.	Rickard	One Bretton Ridge Road, Mt. Kisco, NY 10549-9650
Senior Vice President; President, Document Services Group	Michael A.	Ruffolo	905 E. Schantz Avenue, Dayton, OH 45419
Senior Vice President; President, Office Document Products Group	Brian E.	Stern	One Pan Handle Lane, Westport, CT 06880
Vice President, Business Operations Support	Patricia C.	Barron	159 East 78th Street, New York, NY 10021
Vice President and Chief Scientist	John Seely	Brown	1110 Waverly Street, Palo Alto, CA 94301
Vice President; Vice President and General Manager, Departmental Copier Unit	Ursula M.	Burns	574 Hillside Avenue, Rochester, NY 14610
Vice President, Special Programs	Ronald B.	Campbell, Jr.	6 Brigden Lane, Pittsford, NY 14534
Vice President; President, Channels Group	Pierre	Danon	One Angora Drive, Westport, CT 06880
Vice President; President, Xerox Business Services	Thomas J.	Dolan	22 Buckthorn Run, Victor, NY 14564
Vice President; Vice President, Strategy and Integration, Office Document Products Group	David T.	Erwin	33 Park Forest Drive, Pittsford, NY 14534
Vice President, External Affairs	J. Michael	Farren	402 Third Street, S. E., Washington, DC 20003-1930
Vice President, Treasurer and Secretary	E. Margie	Filter	12 Bermdale Drive, Westport, CT 06880
Vice President and Controller	Philip D.	Fishbach	6 Split Rock Road, Pittsford, NY 14534
Vice President; Senior Vice President, Customer Satisfaction & Services	Emerson U.	Fullwood	Four Kingsfield Drive, Pittsford, NY 14534
Vice President, Systems Software and Architecture Group	Herve	Gallaire	25 Forest Street, #9B, Stamford, CT 06901
Vice President; Senior Vice President, Printing Business Unit, Production Systems Group	Anshoo S.	Gupta	30621 Calle De Suenos, Rancho Palos Verdes, CA 90275
Vice President; Senior Vice President, Document Production Systems	Gilbert J.	Hatch	772 Admiralty Way, Webster, NY 14580
Vice President and Chief Engineer	Maurice F.	Holmes	255 Shaftsbury Road, Rochester, NY 14610
Vice President, Joseph C. Wilson Center for Research & Technology	Charles P.	Holt	3223 Lake Road, Williamson, NY 14589
Vice President, Software Solutions	John D.	Kavazanjian	Two Buckthorn Run, Victor, NY 14564
Vice President; President, Xerox Supplies Group	James H.	Lasko	116 Logan Road, New Canaan, CT 06840
Vice President; Vice President, Corporate Research and Technology for Strategy Planning and Innovation	Rafik Omar	Loutfy	2182 Clayton Drive, Menlo Park, CA 94025
Vice President; Senior Vice President Operations & USCO Chief of Staff	Michael C.	MacDonald	Nine Sunrise Hill, Pittsford, NY 14534

XEROX CORPORATION -- SCHEDULE OF OFFICERS

date

Vice President, Corporate Business Development Forum	Julius L.	Marcus	75 Davenport Farm Lane East, Stamford, CT 06903
Vice President; President, Americas Customer Operations	Patrick J.	Martin	14 Creekside Lane, Rochester, NY 14618
Vice President; Vice President and General Manager, Color Solutions Business Unit, ODPG	Diane E.	McGarry	1476 East Avenue, Rochester, NY 14610
Vice President, Manufacturing Support	Alan R.	Monahan	340 Filbert Place, East Rochester, NY 14445
Vice President, Human Resources & Quality	Hector J.	Motroni	44 Turkey Hill Road South, Westport, CT 06880
Vice President and Chief Staff Officer	Anne M.	Mulcahy	235 Fencerow Drive, Fairfield, CT 06430
Vice President; Chief Executive Officer, New Enterprise Board	Colin J.	O'Brien	Four Pinetum Lane, Cos Cob, CT 06807
Vice President, Taxes	Russell Y.	Okasako	34 Salem Road, Wilton, CT 06897
Vice President, Corporate Business Development	Paul A.	Ricci	421 Tennyson, Palo Alto, CA 94301
Vice President, Digital Imaging Technology Center	Ronald E.	Rider	1335 Corinne Lane, Menlo Park, CA 94025
Vice President; Vice President for Finance, Emerging Markets	R. D.	Sachdev	70 Hartcroft Road, Stamford, CT 06903
Vice President, Integrated Supply Chain	Shrawan K.	Singh	20 Widewater Lane, Pittsford, NY 14534
Vice President, Worldwide Customer Operations	Frank D.	Steenburgh	47 Cobble Creek Road, Victor, NY 14564
Vice President; Senior Vice President/General Manager, Eastern Customer Operations	Joseph M.	Valenti	31 Sunrise Park, Pittsford, NY 14644
Vice President; CIO, Xerox Information Management	Patricia M.	Wallington	38 Fitch Lane, New Canaan, CT 06840
Vice President; President, Emerging Markets	Alexander V.	Wasilov	308 Greenley Road, New Canaan, CT 06840
Assistant Treasurer; Chief Investment Officer	Myra R.	Drucker	24 Wolfpits Road, Bethel, CT 06801
Assistant Controller	Daniel S.	Marchibroda	29 Grove Avenue, Madison, CT 06443
Assistant Treasurer	George R.	Roth	134 Sunny Ridge Road, Easton, CT 06612
Assistant Secretary; Associate General Counsel, Corporate, Finance, and Ventures	Martin S.	Wagner	21 Kellogg Drive, Wilton, CT 06897

Xerox Corporation

Schedule of Directors

April 2, 1998

<u>Director</u>	<u>Mailing Address</u>	<u>Home Address</u>
Paul A. Allaire	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	48 Valley Road New Canaan, CT 06840
B. R. Inman	Suite 500 701 Brazos Street Austin, TX 78701	3200 Riva Ridge Road Austin, TX 78746
Antonia Johnson	Axel Johnson AB P. O. Box 26008 - Villagatan 6 Stockholm S-100 41, Sweden	Lovsta Gard 2-194 91 Upplands Vasby, Sweden
Vernon E. Jordan, Jr.	Akin, Gump, Strauss, Hauer & Feld, L.L.P. 1333 New Hampshire Ave. NW, Suite 400 Washington, DC 20036	2940 Benton Place West Washington, DC 20008
Yotaro Kobayashi	Fuji Xerox Co., Ltd. 2-17-22 Akasaka, Minato-ku Tokyo 107, Japan	14-16, Kakinokizaka 2-chome Meguro-ku Tokyo 152 Japan
Hilmar Kopper	Deutsche Bank AG Taunusanlage 12 Frankfurt 60262, Germany	Im Bruehl 26 D-61476 Kronberg/Ts. 1, Germany
Ralph S. Larsen	Johnson & Johnson One Johnson & Johnson Plaza New Brunswick, NJ 08933	740 Smoke Hollow Trail Franklin Lakes, NJ 07417
John D. Macomber	JDM Investment Group 2806 N Street N. W. Washington, DC 20007	NY: 200 E. 66th Street, Apt. C1501, New York, NY 10021 DC: 2806 N Street NW, Washington, DC 20007
George J. Mitchell	Verner, Liipfert, Bernhard, McPherson and Hand 901 15th Street NW, Suite 700 Washington, DC 20005	231 C Street NE Washington, DC 20002 NY: 1965 Broadway, Apt. 19B, New York, NY 10023
N. J. Nicholas, Jr.	Suite 19F, 45 W. 67th Street New York, NY 10023	88 Central Park West, #8N New York, NY 10023
John E. Pepper	Procter & Gamble Co. One Procter & Gamble Plaza Cincinnati, OH 45202	233 Oliver Road Wyoming, OH 45215
Patricia F Russo	Lucent Technologies 600 Mountain Ave., Room 61C326 Murray Hill, NJ 07974	21 Charlotte Hill Drive Bernardsville, NJ 07924
Martha R. Seger	Martha R. Seger Financial Group, Inc. 220 Park Avenue Birmingham, MI 48009	1195 Rolling Hills Drive Bloomfield, MI 48302
Thomas C. Theobald	William Blair Capital Partners, L.L.C. Suite 3300, 222 West Adams Street Chicago, IL 60606-5312	2430 Lakeview Avenue Chicago, IL 60614
G. Richard Thoman	Xerox Corporation P. O. Box 1600 Stamford, CT 06904	28 Fox Run Lane Greenwich, CT 06831

XEROX CORPORATION -- SCHEDULE OF OFFICERS

2/20/98

Name	Title	Address
Allaire Paul A.	Chairman of the Board, Chief Executive Officer and Chairman of the Executive Committee	P. O. Box 1600 Stamford, CT 06904
Barton Patricia C.	Vice President, Business Operations Support	P. O. Box 1600 Stamford, CT 06904
Brown John Seely	Vice President and Chief Scientist	Xerox Palo Alto Research Center 3333 Coyote Hill Road Palo Alto, CA 94304-1314
Buchler William F.	Executive Vice President, Business Operations	P. O. Box 1600 Stamford, CT 06904
Campbell, Jr. Ronald B.	Vice President, Special Programs	800 Phillips Road Webster, NY 14580-9701
Danton Pierre	Vice President; President, Channels Group	300 E. Main Street, Suite 20 East Rochester, NY 14445
Dolan Thomas J.	Vice President; President, Xerox Business Services	80 Linden Oaks Parkway Rochester, NY 14625
Drucker Myra R.	Assistant Treasurer; Chief Investment Officer	P. O. Box 1600 Stamford, CT 06904
Dugan Allan E.	Senior Vice President, Corporate Strategic Services	800 Phillips Road, Bldg. 105/47C Webster, NY 14580
Erwin David T.	Vice President; Vice President, Strategy and Integration, Office Document Products Group	200 Canal View Boulevard, 3 West Rochester, NY 14623
Farrin J. Michael	Vice President, External Affairs	1401 H Street, N. W., Suite 200 Washington, DC 20005-2110
Filler E. Margie	Vice President, Treasurer and Secretary	P. O. Box 1600 Stamford, CT 06904
Fishbach Philip D.	Vice President and Controller	P. O. Box 1600 Stamford, CT 06904
Fullwood Emerson U.	Vice President; Vice President and General Manager, Office Copier Business Unit	1350 Jefferson Road Rochester, NY 14623
Gupta Anshoo S.	Vice President; Senior Vice President, Printing Business Unit, Production Systems Group	Xerox Centre Drive El Segundo, CA 90245
Holmes Maurice F.	Vice President and Chief Engineer	800 Phillips Road W105/49C Webster, NY 14580
Holt Charles P.	Vice President, Joseph C. Wilson Center for Research & Technology	800 Phillips Road W105/71C Webster, NY 14580
Lesko James H.	Vice President; President, Xerox Supplies Group	200 Canal View Blvd., 831-01E Rochester, NY 14623

OFFICERS -- BUSINESS AND INTERNAL ADDRESSES

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Name	Title	Address
Lopiano John A.	Senior Vice President; President, Production Systems Group	290 Woodcliff Drive Fairport, NY 14450
MacDonald Michael C.	Vice President; Senior Vice President Operations & USCO Chief of Staff	100 Clinton Avenue South Rochester, NY 14644
Marchbroda Daniel S.	Assistant Controller	P. O. Box 1600 Stamford, CT 06904
Marcus Julius L.	Vice President, Corporate Business Development Forum	P. O. Box 1600 Stamford, CT 06904
Martin Patrick J.	Vice President; President, Americas Customer Operations	P. O. Box 1600 Stamford, CT 06904
Monahan Alan R.	Vice President, Manufacturing Support	800 Phillips Road, 212-06S Webster, NY 14580
Motroni Hector J.	Vice President, Human Resources & Quality	P. O. Box 1600 Stamford, CT 06904
Mulcahy Anne M.	Vice President and Chief Staff Officer	P. O. Box 1600 Stamford, CT 06904
Myers Mark B.	Senior Vice President, Corporate Research & Technology	P. O. Box 1600 Stamford, CT 06904
Myerscough David R.	Senior Vice President, Corporate Business Strategy	P. O. Box 1600 Stamford, CT 06904
O'Brien Colin J.	Vice President; Chief Executive Officer, New Enterprise Board	P. O. Box 1600 Stamford, CT 06904
Okasako Russell Y.	Vice President, Taxes	P. O. Box 1600 Stamford, CT 06904
Pascual Carlos	Senior Vice President; President, United States Customer Operations	100 Clinton Avenue South Rochester, NY 14644-1877
Paul Richard S.	Senior Vice President and General Counsel	P. O. Box 1600 Stamford, CT 06904
Rand A. Barry	Executive Vice President, Customer Operations	P. O. Box 1600 Stamford, CT 06904
Rickard Norman E.	Senior Vice President; President, Document Services Group	P. O. Box 1600 Stamford, CT 06904
Rider Ronald E.	Vice President, Digital Imaging Technology Center	3333 Coyote Hill Road Palo Alto, CA 94304
Romeril Barry D.	Executive Vice President and Chief Financial Officer	P. O. Box 1600 Stamford, CT 06904

OFFICERS - BUSINESS AND INTERNAL ADDRESSES

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Name	Title	Address
Ross Stuart B.	Executive Vice President; Chairman and Chief Executive Officer, Xerox Financial Services, Inc.	100 First Stamford Place, P. O. Box 10347 Stamford, CT 06904-2347
Roth George R.	Assistant Treasurer	P. O. Box 1600 Stamford, CT 06904
Rupnik Louis J.	Senior Vice President, Business Development	P. O. Box 1600 Stamford, CT 06904
Singh Shrawan K.	Vice President, Integrated Supply Chain	100 Clinton Avenue South Rochester, NY 14644
Stern Brian E.	Senior Vice President; President, Office Document Products Group	200 Canal View Blvd., 3rd Rochester, NY 14623
Thoman G. Richard	President and Chief Operating Officer	P. O. Box 1600 Stamford, CT 06904
Wagner Martin S.	Assistant Secretary; Associate General Counsel, Corporate, Finance, and Ventures	P. O. Box 1600 Stamford, CT 06904
Wallington Patricia M.	Vice President; CIO, Xerox Information Management	P. O. Box 1600 Stamford, CT 06904