

Unless otherwise noted, all Xerox securities held are owned beneficially by the nominee. This means he or she has or shares voting power and/or investment power with respect to the securities, even though another name (that of a broker, for example) appears in the Company's records. All ownership figures are as of March 15, 2007.

**Glenn A. Britt**

Age: 58 Director since: 2004

Xerox securities owned: 1,000 common shares and 26,953 DSUs

Options/Rights: none

Occupation: President and Chief Executive Officer, Time Warner Cable, Inc.

Education: BA, Dartmouth College; MBA, Amos Tuck School of Business Administration

Other Directorships: Time Warner Cable, Inc.

Other Background: Joined Time Inc. in 1972. Elected Vice President of Time Inc. in 1986, Treasurer in 1986 and Vice President-Finance in 1988. Became Senior Vice President and Treasurer of Time Warner Inc. and then President and CEO of Time Warner Cable Ventures. Appointed President of Time Warner Cable in 1999, CEO in 2001 and President and CEO in 2006. Member of the Audit Committee and Corporate Governance Committee of Xerox.

**Ursula M. Burns**

Age: 48 Director since: 2007

Xerox securities owned: 129,104 common shares including ESOP account; an indirect interest in approximately 1,356 common shares through the Deferred Compensation Plan for Executives; immediate family owns 3,458 common shares

Options/Rights: 725,207

Occupation: President, Xerox Corporation

Education: BS, Polytechnic Institute of New York; MS, Columbia University

Other Directorships: American Express Corporation; Boston Scientific Corporation

Other Background: Joined Xerox in 1980 and subsequently advanced through several engineering and management positions. Named Vice President and General Manager, Departmental Business Unit in 1997; Vice President, Worldwide Manufacturing in 1999; Senior Vice President Corporate, Strategic Services in 2000; Senior Vice President, President, Document Systems and Solutions Group in 2001; Senior Vice President, President, Business Group Operations in 2002. Elected President in April 2007.

**Richard J. Harrington**

Age: 60 Director since: 2004

Xerox securities owned: 856 common shares and 18,170 DSUs

Options/Rights: none

Occupation: President and Chief Executive Officer, The Thomson Corporation

Education: BA, University of Rhode Island

Other Directorships: The Thomson Corporation

Other Background: Joined Thomson in 1982 and held a number of leadership positions including President and CEO of Thomson Newspapers; President and CEO of Thomson Professional Publishing; President and CEO of Mitchell International and President of Thomson & Thomson. Employed as an auditor for Arthur Young & Co for six years prior to joining Thomson. Chairman of the Audit Committee of Xerox.



William Curt Hunter

Age: 59 Director since: 2004

Xerox securities owned: 21,542 DSUs and an indirect interest in approximately 6,013 common shares through the Deferred Compensation Plan for Directors

Options/Rights: none

Occupation: Dean, Tippie College of Business, University of Iowa Education:

BA, Hampton University; MBA, Northwestern University; PhD, Northwestern University

Other Directorships: Trustee of Nuveen Investments

Other Background: From 2003 to 2005, held position of Dean and Distinguished Professor of Finance at the University of Connecticut. During a 15-year career with the Federal Reserve System, held various official positions including Senior Vice President and Director of Research at the Federal Reserve Bank of Chicago (1995-2003) where he was a member of the management committee and an Associate Economist on the Federal Open Market Committee, the Federal Reserve System's primary monetary policy group. Serves as U.S. Treasury advisor to the Bulgarian National Bank and consultant to central banks and official agencies throughout central and eastern Europe and Asia. Held faculty positions at the University of Georgia, Atlanta University, Emory University and Northwestern University. Member of the Audit Committee and the Corporate Governance Committee of Xerox.



Vernon E. Jordan, Jr.

Age: 71 Director since: 1974

Xerox securities owned: 40,019 common shares, 17,419 DSUs and an indirect interest in approximately 6,663 common shares through the Deferred Compensation Plan for Directors

Options/Rights: 35,000 common shares

Occupation: Senior Managing Director, Lazard Freres & Co. LLC; Senior Counsel, Akin, Gump, Strauss, Hauer & Feld, LLP

Education: BA, DePauw University; JD, Howard University Law School

Other Directorships: American Express Company; Asbury Automotive Group; J.C. Penney Company, Inc.; and Lazard, Ltd.

Other Background: Joined Lazard Freres & Co. LLC in January 2000. Became a partner in the law firm of Akin, Gump, Strauss, Hauer & Feld (Akin Gump) in 1982. Before joining Akin Gump, Mr. Jordan held the following positions: President and Chief Executive Officer of the National Urban League, Inc.; Executive Director of the United Negro College Fund, Inc.; Director of the Voter Education Project of the Southern Regional Council; Attorney-Consultant, U.S. Office of Economic Opportunity; Assistant to the Executive Director of the Southern Regional Council; Georgia Field Director of the National Association for the Advancement of Colored People; and attorney in private practice in Arkansas and Georgia. Chairman of the Corporate Governance Committee and member of the Compensation Committee of Xerox.



Ralph S. Larsen

Age: 68 Director since: 1990

Xerox securities owned: 33,689 common shares, 30,480 DSUs and an indirect interest in approximately 49,782 common shares through the Deferred Compensation Plan for Directors

Options/Rights: 35,000 common shares

Occupation: Former Chairman and Chief Executive Officer, Johnson & Johnson

Education: BBA, Hofstra University

Other Directorships: General Electric Company

Other Background: Joined Johnson & Johnson in 1962, named Vice President of Marketing, McNeil Consumer Products Company in 1980. President of Becton Dickinson's Consumer Products Division, 1981 to 1983. Returned to Johnson & Johnson as President of its Chicopee subsidiary in 1983. Named a company Group Chairman in 1986, later that year was named Vice Chairman of the Executive Committee and Chairman of the Consumer Sector. Mr. Larsen became Chairman of the Board and Chief Executive Officer in 1989. Retired in 2002. Mr. Larsen is the Presiding Director of General Electric. Chairman of the Compensation Committee and member of the Corporate Governance Committee of Xerox.



Robert A. McDonald

Age: 53 Director since: 2005

Xerox securities owned: 9,456 DSUs

Options/Rights: None

Occupation: Chief Operating Officer, The Procter & Gamble Company

Education: U.S. Military Academy, BS, 1975; University of Utah, MBA., 1978

Other Directorships: None

Other Background: Joined Procter & Gamble in 1980. Named Vice President and General Manager - Philippines, Asia/ Pacific-South, Procter & Gamble Far East in 1994; Regional Vice President - Japan, Procter & Gamble Asia in 1996; President, Northeast Asia in 1999; President, Global Fabric & Home Care in 2001; and Vice Chairman Global Operations in 2004. He is a non-voting member of the Board of Directors of The Procter & Gamble Company. Member of the Audit Committee of Xerox.



Anne M. Mulcahy

Age: 54 Director since: 2000

Xerox securities owned: 531,116 common shares including ESOP account; 135,900 common shares held indirectly in a GRAT; and an indirect interest in approximately 35,521 common shares through the Deferred Compensation Plan for Executives; immediate family owns 282 common shares in an ESOP account and an additional 3,770 common shares

Options/Rights: 4,955,290 common shares

Occupation: Chairman and Chief Executive Officer, Xerox Corporation

Education: BA, Marymount College

Other Directorships: Citigroup, Inc.; Target Corporation

Other Background: Joined Xerox in 1976 as a sales representative and held various sales and senior management positions. Named Vice President for Human Resources in 1992; Senior Vice President in 1998; and Executive Vice President in 1999. Elected President and Chief Operating Officer in May 2000, Chief Executive Officer in August 2001 and assumed the additional role of Chairman on January 1, 2002.



N. J. Nicholas, Jr.

Age: 67 Director since: 1987

Xerox securities owned: 106,700 common shares, 25,281 DSUs and an indirect interest in approximately 60,398 common shares through the Deferred Compensation Plan for Directors; immediate family owns 1,400 shares

Options/Rights: 35,000 common shares

Occupation: Investor

Education: BA, Princeton University; MBA, Harvard University Graduate School of Business Administration

Other Directorships: Boston Scientific Corporation; Time Warner Cable, Inc.

Other Background: President of Time, Inc. from 1986 to 1990 and President and Co-Chief Executive Officer, Time-Warner Inc. from 1990 to 1992. Former member of the President's Advisory Committee on Trade Policy and Negotiations and the President's Commission on Environmental Quality. Trustee Chairman of Environmental Defense. Chairman of the Finance Committee and member of the Compensation Committee of Xerox.



Ann N. Reese

Age: 54 Director since: 2003

Xerox securities owned: 6,654 common shares and 26,416 DSUs

Options/Rights: 5,000

Occupation: Executive Director, Center for Adoption Policy Studies

Education: BA, University of Pennsylvania; MBA, New York University Graduate School of Business

Other Directorships: Jones Apparel Group; Sears Holdings; Merrill Lynch & Co., Inc.

Other Background: Co-founded the Center for Adoption Policy Studies in 2001. Principal, Clayton, Dubilier & Rice, 1999 to 2000. Executive Vice President and Chief Financial Officer, ITT Corporation, 1995 to 1998; Treasurer, ITT Corporation, 1992 to 1995; Assistant Treasurer, ITT Corporation, 1987 to 1992. Member of the Finance Committee and Corporate Governance Committee of Xerox.



Mary Agnes Wilderotter

Age: 52 Director since: 2006

Xerox securities owned: 5,899 DSUs

Options/Rights: None

Occupation: Chairman and Chief Executive Officer, Citizens Communications

Education: BA, College of the Holy Cross

Other Directorships: The McClatchy Co., Citizens Communications

Other Background: Joined Citizens Communications in 2004 as President and Chief Executive Officer, named Chairman in 2006. Senior Vice President of Worldwide Public Sector, Microsoft, 2002-2004; President and Chief Executive Officer, Wink Communications Inc., 1996-2002; Executive Vice President, National Operations, AT&T Wireless Services, Inc. and Chief Executive Officer of AT&T's Aviation Communication Division 1995-1996; Senior Vice President, McCaw Cellular Communications Inc., 1990-1995. Member of the Finance Committee of Xerox.