

**UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT**

RUSSELL CARLSON, Individually And On Behalf Of All
Others Similarly Situated,

Plaintiff,

v.

XEROX CORPORATION, KPMG LLP, PAUL A. ALLAIRE, G.
RICHARD THOMAN, ANNE MULCAHY, BARRY D.
ROMERIL, GREGORY TAYLER AND PHILIP FISHBACH,

Defendants.

3:00-CV-1621 (AWT)

This document relates to:

00-cv-01758	00-cv-01908	01-cv-00449
00-cv-01779	00-cv-01916	01-cv-00497
00-cv-01792	00-cv-01967	01-cv-00583
00-cv-01795	00-cv-02029	01-cv-00584
00-cv-01824	01-cv-00244	01-cv-00591
00-cv-01846	01-cv-00285	01-cv-00614
00-cv-01883	01-cv-00341	

PROOF OF CLAIM AND RELEASE

DEADLINE FOR SUBMISSION: **OCTOBER 15, 2008.**

IF YOU PURCHASED THE COMMON STOCK OR BONDS OF XEROX CORPORATION ("XEROX") DURING THE PERIOD FROM FEBRUARY 17, 1998 THROUGH JUNE 27, 2002 (THE "CLASS PERIOD"), AND INCURRED A LOSS THEREON, YOU ARE A "CLASS MEMBER" AND YOU MAY BE ENTITLED TO SHARE IN THE SETTLEMENT PROCEEDS.

Excluded from the Class are the Defendants, their officers and directors, members of their immediate families (parents, spouses, siblings, and children) and their agents and affiliates. Also excluded from the Class are those plaintiffs in the action entitled *FSBA, et al. v. Xerox Corp., et al.*, No. 3:02-CV-1303 (D. Conn.) (AWT).

IF YOU ARE A CLASS MEMBER, YOU MUST COMPLETE AND SUBMIT THIS FORM IN ORDER TO BE ELIGIBLE FOR ANY SETTLEMENT BENEFITS. THIS IS TRUE EVEN IF YOU PREVIOUSLY EXECUTED PAPERS TO SERVE AS A LEAD PLAINTIFF IN ANY OF THE ABOVE REFERENCED ACTIONS.

YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND MAIL IT BY FIRST CLASS MAIL, POSTMARKED NO LATER THAN **OCTOBER 15, 2008** TO THE FOLLOWING ADDRESS:

Carlson v. Xerox Corporation Securities Litigation
c/o Gilardi & Co. LLC, Claims Administrator
P.O. Box 808003
Petaluma, CA 94975-8003

YOUR FAILURE TO SUBMIT YOUR CLAIM BY **OCTOBER 15, 2008** WILL SUBJECT YOUR CLAIM TO REJECTION AND PRECLUDE YOUR RECEIVING ANY MONEY IN CONNECTION WITH THE SETTLEMENT OF THIS LITIGATION. DO NOT MAIL OR DELIVER YOUR CLAIM TO THE COURT OR TO ANY OF THE PARTIES OR THEIR COUNSEL AS ANY SUCH CLAIM WILL BE DEEMED NOT TO HAVE BEEN SUBMITTED. SUBMIT YOUR CLAIM ONLY TO THE CLAIMS ADMINISTRATOR.

CLAIMANT'S STATEMENT

1. I affirm that I purchased the common stock and/or bonds of Xerox Corporation from February 17, 1998 through June 27, 2002, inclusive and incurred a loss thereon. (Do not submit this Proof of Claim if you did not purchase Xerox common stock and/or bonds during this period).

2. By submitting this Proof of Claim, I state that I believe in good faith that I am a Class Member as defined above and in the Notice of Pendency of Class Action and Proposed Settlement, Motion for Attorneys' Fees and Settlement Fairness Hearing (the "Notice"), or am acting for such person; that I am not a Defendant in the Action or anyone excluded from the Class; that I have read and understand the Notice; that I believe that I am entitled to receive a share of the Net Settlement Fund; that I elect to participate in the proposed Settlement described in the Notice; and that I have not filed a request for exclusion. (If you are acting in a representative capacity on behalf of a Class Member (for example, as an executor, administrator, trustee, or other representative), you must submit evidence of your current authority to act on behalf of that Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.)

3. I consent to the jurisdiction of the Court with respect to all questions concerning the validity of this Proof of Claim. I understand and agree that my claim may be subject to investigation and discovery under the Federal Rules of Civil Procedure, provided that such investigation and discovery shall be limited to my status as a Class Member and the validity and amount of my claim. No discovery shall be allowed on the merits of the Action or Settlement in connection with processing of the Proofs of Claim.

4. I have set forth where requested below all relevant information with respect to each purchase of Xerox common stock and bonds I made during the Class Period, and each sale, if any, of such securities. I agree to furnish additional information (including transactions in other Xerox securities) to the Claims Administrator to support this claim if requested to do so.

5. I have enclosed photocopies of the stockbroker's confirmation slips, stockbroker's statements, or other documents evidencing each purchase, sale or retention of Xerox common stock and/or bonds listed below in support of my claim. (IF ANY SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN A COPY OR EQUIVALENT DOCUMENTS FROM YOUR BROKER BECAUSE THESE DOCUMENTS ARE NECESSARY TO PROVE AND PROCESS YOUR CLAIM.)

6. I understand that the information contained in this Proof of Claim is subject to such verification as the Claims Administrator may request or as the Court may direct, and I agree to cooperate in any such verification. (The information requested herein is designed to provide the minimum amount of information necessary to process most simple claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your Recognized Claim. In some cases the Claims Administrator may condition acceptance of the claim based upon the production of additional information, including, where applicable, information concerning transactions in any derivatives of the subject securities such as options.)

7. Upon the occurrence of the Effective Date my signature hereto will constitute a full and complete release, remise and discharge by me and my heirs, executors, administrators, predecessors, successors, and assigns (or, if I am submitting this Proof of Claim on behalf of a corporation, a partnership, estate or one or more other persons, by it, him, her or them, and by its, his, her or their heirs, executors, administrators, predecessors, successors, and assigns) of each of the "Released Parties" of all "Settled Claims," as defined in the Notice.

8. NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request to, or may be requested to, submit information regarding their transactions in electronic files. All Claimants MUST submit a manually signed paper Proof of Claim form. Claimants submitting electronic files must include with their manually signed paper Proof of Claim control totals of all transactions in addition to the electronic data file submitted. If you wish to file your claim electronically, you must contact the Claims Administrator at 1-(800) 708-4103 or visit their website at **www.gilardi.com/xeroxsettlement** to obtain the required file layout and the rules of and conditions for electronic filing. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the Claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

PART II. SCHEDULE OF TRANSACTIONS IN XEROX BONDS

If you purchased more than one type of Xerox Bond, please make additional photocopies of this page, and complete and submit a separate page for each type of Xerox Bond you purchased in this period.

On this page I am making a claim for the following type of Xerox Bond
(See Exhibit A for the list of Xerox Bond types):

Security Type	Coupon Interest Rate	Maturity Date (Month/Day/Year)
B <input type="text"/>	<input type="text"/> . <input type="text"/> <input type="text"/> <input type="text"/> %	<input type="text"/> / <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/>

E. At the close of trading on February 16, 1998, I owned the following face amount of the above-identified Xerox Bond (If none, write "0", if other than zero, must be documented):

Face Amount of Xerox Bonds Owned on February 16, 1998

\$

F. I made the following purchases of the above-identified type of Xerox Bond from February 17, 1998 through September 27, 2002, inclusive:

Date(s) of Purchase (List Chronologically)						Face Amount of Xerox Bonds Purchased \$	Aggregate Cost (including commissions, taxes, and fees) (excluding interest) \$	Proof of Purchase Enclosed?
M	M	D	D	Y	Y			
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
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G. I made the following sales of the above-identified type of Xerox Bond from February 17, 1998 through September 27, 2002, inclusive: (If none, write "0", if other than zero, must be documented):

Date(s) of Sale (List Chronologically)						Face Amount of Xerox Bonds Sold \$	Net Proceeds Received (after commissions, taxes, and fees) (excluding interest) \$	Proof of Sales Enclosed?
M	M	D	D	Y	Y			
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
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<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N

H. At the close of trading on September 27, 2002, I owned the following face amount of the above-identified type of Xerox Bond (If none, write "0", if other than zero, must be documented.):

Face Amount of Xerox Bonds Owned on September 27, 2002

\$

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

YOU MUST READ AND SIGN THE RELEASE ON PAGE 6. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.



THIS PROOF OF CLAIM MUST BE SUBMITTED NO LATER THAN **OCTOBER 15, 2008**, AND MUST BE MAILED TO:

Carlson v. Xerox Corporation Securities Litigation
c/o Gilardi & Co. LLC, Claims Administrator
P.O. Box 808003
Petaluma, CA 94975-8003

A Proof of Claim received by the Claims Administrator shall be deemed to have been submitted when posted, if mailed by **October 15, 2008**, and if a postmark is indicated on the envelope and it is mailed first class, and addressed in accordance with the above instructions. In all other cases, a Proof of Claim shall be deemed to have been submitted when actually received by the Claims Administrator.

You should be aware that it will take a significant amount of time to process fully all of the Proofs of Claim and to administer the settlement. This work will be completed as promptly as time permits, given the need to investigate and tabulate each Proof of Claim. Please notify the Claims Administrator of any change of address.

PART II. Certification

I (We) declare under penalty of perjury under the laws of the United States of America that all of the information supplied on this Proof of Claim and Release form by the undersigned is true and correct.

Executed this _____ day of _____ in _____
(Month/Year) (City/State/Country)

(Sign your name here)

(Sign your name here)

(Type or print your name here)

(Type or print your name here)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser, Executor or Administrator)

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Beneficial Purchaser, Executor or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

- 1. Please sign the above release and declaration.
- 2. Remember to attach supporting documentation, if available.
- 3. Do not send original stock certificates.
- 4. Keep a copy of your claim form for your records.
- 5. If you desire an acknowledgment of receipt of your claim form please send it Certified Mail, Return Receipt Requested.
- 6. If you move, please send the Claims Administrator your new address.

