

Jun-24-03 04:49pm From-
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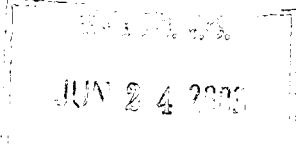
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NYSE



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June 24, 2003

Mr. Brian Johnson
Branch Chief
Securities and Exchange Commission
Branch of Filer Support 2
Room 1004 -- STOP/1-4
450 Fifth Street, NW
Judiciary Plaza
Washington, DC 20549

PROCESSED

JUN 26 2003

THOMSON
FINANCIAL

Dear Mr. Johnson:

The New York Stock Exchange certifies approval for listing and registration under the Securities Exchange Act of 1934, Xerox Corporation, Series C mandatory convertible preferred stock, \$1.00 par value and requests immediate acceleration of registration. Adequate distribution assured. Form 8-A received on June 24, 2003. Tentative listing date - June 25, 2003.

Sincerely,

Prasad Madhok