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AFFILIATED COMPUTER SERVICES INC

Form 425

September 30, 2009

Filed by Xerox Corporation

Pursuant to Rule 425 under the Securities Act of 1933

and deemed filed pursuant to Rule 14a-12 under the

Securities Exchange Act of 1934

Subject Company: Affiliated Computer Services, Inc.

Commission File No.: 1-12665

The proposed merger transaction involving Xerox and ACS will be submitted to the respective stockholders of Xerox and ACS for their consideration. In connection with the proposed merger, Xerox will file with the SEC a registration statement on Form S-4 that will include a joint proxy statement of Xerox and ACS that also constitutes a prospectus of Xerox. Xerox will mail the joint proxy statement/prospectus to its stockholders. **Xerox and ACS urge investors and security holders to read the joint proxy statement/prospectus regarding the proposed transaction when it becomes available because it will contain important information.** You may obtain a free copy of the joint proxy statement/prospectus, as well as other filings containing information about Xerox and ACS, without charge, at the SEC's Internet site (<http://www.sec.gov>). Copies of the joint proxy statement/prospectus and the filings with the SEC that will be incorporated by reference in the joint proxy statement/prospectus can also be obtained, when available, without charge, from Xerox's website, [www.xerox.com](http://www.xerox.com), under the heading "Investor Relations" and then under the heading "SEC Filings". You may also obtain these documents, without charge, from ACS's website, [www.acs-inc.com](http://www.acs-inc.com), under the tab "Investor Relations" and then under the heading "SEC Filings".

Xerox, ACS and their respective directors, executive officers and certain other members of management and employees may be deemed to be participants in the solicitation of proxies from the respective stockholders of Xerox and ACS in favor of the merger. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the respective stockholders of Xerox and ACS in connection with the proposed merger will be set forth in the joint proxy statement/prospectus when it is filed with the SEC. You can find information about Xerox's executive officers and directors in its definitive proxy statement filed with the SEC on April 6, 2009. You can find information about ACS's executive officers and directors in its definitive proxy statement filed with the SEC on April 14, 2009. You can obtain free copies of these documents from Xerox and ACS websites using the contact information above.

This release contains "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: the unprecedented volatility in the global economy; the risk that the future business operations of ACS will not be successful; the risk that we will not realize all of the anticipated benefits from our acquisition of ACS; the risk that customer retention and revenue expansion goals for the ACS transaction will not be met and that disruptions from the ACS transaction will harm relationships with customers, employees and suppliers; the risk that unexpected costs will be incurred; the outcome of litigation and regulatory proceedings to which we may be a party; actions of competitors; changes and developments affecting our industry; quarterly or cyclical variations in financial results; development of new products and services; interest rates and cost of borrowing; our ability to protect our intellectual property rights; our ability to maintain and improve cost efficiency of operations, including savings from restructuring actions; changes in foreign currency exchange rates; changes in economic conditions, political conditions, trade protection measures, licensing requirements and tax matters in the foreign countries in which we do business; reliance on third parties for manufacturing of products and provision of services; and other factors 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 our Quarterly Report on Form 10-Q for the quarters ended March 31, 2009 and June 30, 2009 and our 2008 Annual Report on Form 10-K and ACS's 2009 Annual Report on Form 10-K filed with the Securities and Exchange Commission. Xerox 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.

Investor Relations  
Xerox and ACS: A New Solutions Provider  
Where document management meets BPO

Page 2  
OUTPUT  
MANAGE  
Drawings  
Invoices  
Records  
Claims  
Applications  
INPUT  
Paper Documents  
Application Content  
Call Center  
Website Content  
Non-Paper  
Documents / Information  
Content &

Document  
Management  
Finance Processes  
Human Resource Processes  
Customer Care Processes  
Records Management Processes  
Claims Processes  
Administrative Processes  
Marketing Processes  
Print  
Email  
Web  
Call Center  
Storage  
Document Lifecycle

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DataGlyphs

Annotation

Lifting

WordSpotting

Hybrid

Categorizer

CategoriX

Document

Separation

Xerox Incremental Parser

Create

Gather

Scan

Delineate  
Categorize  
Index  
Analyze  
Act

-  
-

SMARTER  
DOCUMENT  
MANAGEMENT  
SM

Structured content  
Automated and adaptable  
business processes  
Lean, productive work  
steps and enhanced  
decision making

C  
C

Unstructured content  
Manual and labor intensive  
business processes  
Complex, redundant,  
and non-value added steps  
provides the ability to add **intelligence**  
and **structure**

to documents digital and paper -

to **activate**

their  
content

to  
streamline

business  
processes

and  
integrate

with  
your

structured  
data

systems

Xerox Technology

CAPTURE  
MANAGE  
DELIVER

Page 4

CATEGORIZE

SCAN

GATHER

INDEX

ANALYZE

ACT

Xerox + ACS: Document Process Optimization

Mailroom

Administration

Services

Document

Imaging

Services

Intelligent

Queue

Processing (Healthcare Claims , Student Loans,

Applications, etc)  
OCR Technology

Improved data  
capture  
CategoriX

Automated  
categorization  
ClusteriX

Pattern recognition

Reveals structure  
Incremental Parser

Analyze plain text

Incremental filter & analysis  
DataGlyphs

Encodes  
information on  
paper

ACS  
Provides Labor Based Savings To Client Processes  
Xerox  
Technology To Automate Solutions



Page 5  
Xerox  
/  
ACS  
Example

Healthcare  
Claims  
ACS  
Healthcare  
Claims  
Client

Mailroom Administration

Process over 200,000 claims per week

End-to-End Claims Processing

Intelligent Queue Process

Routes document processing based on operator skill level

Improved data cleansing

Increase documents that auto-adjudicate

Xerox Technology Examples

Categorix:

automates

document

categorization for intelligent classification and routing

Auto categorization of incoming mailroom documents

Auto-enable Intelligent Queue

Incremental Parser:

automatically

analyze plain text

Enables analytical processing of claims and transcriptions

Cost containment / fraud detection / quality control

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should

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interest  
rates  
and  
cost  
of  
borrowing;  
our  
ability  
to  
protect  
our  
intellectual  
property  
rights;  
our  
ability  
to  
maintain  
and

improve cost efficiency of operations, including savings from restructuring actions; changes in foreign currency exchange rates; changes in economic conditions, political conditions, trade protection measures, licensing requirements and tax matters in the foreign countries in which we do business; reliance on third parties for manufacturing of products and provision of services; and other factors 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  
Xerox's  
Quarterly

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Forward-Looking Statements

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Rule 425 Statement