

City of Long Beach 28325

Transaction Document No. 5 to Master Purchase Agreement No. 28325

Xerox Corporation ("Xerox") and the City of Long Beach ("Customer") enter this Transaction Document pursuant to the terms and conditions of Master Purchase Agreement No. 28325, wherein Buyer will purchase from Xerox and Xerox will sell to Buyer printers, controllers, supplies and maintenance in an amount not to exceed \$900,000.00 including tax, if any.

IN WITNESS WHEREOF, the parties have caused this document to be duly executed with all formalities required by law as of the date last stated below.

7/31, 2008

XEROX CORPORATION

By John Chalich

Officer's Title WEGO Controller

7/31, 2008

By John Chalich

Officer's Title WEGO Controller

"Xerox"

August 18, 2008

CITY OF LONG BEACH

By [Signature] Assistant City Manager
City Manager

EXECUTED PURSUANT TO SECTION 301 OF THE CITY CHARTER.

"Buyer"

This Transaction Document No. 5 is hereby approved as to form on August 5, 2008.

ROBERT E. SHANNON, City Attorney

By Gary J. Anderson

Gary J. Anderson
Deputy City Attorney



Michael D. Brannigan
President, United States Solutions Group

February 5, 2007

Re: *Authority of John D. Cheslick to execute and deliver certain documents for Xerox Corporation ("Xerox")*

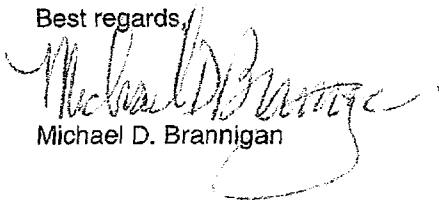
To Whom It May Concern:

I am the person identified in the attached Certificate and am a Vice President of Xerox and President, United States Solutions Group, Xerox North America of Xerox.

This will confirm that John D. Cheslick, Controller for the Western Education & Government Operations of the Public Sector Operations in the aforementioned United States Solutions Group, is authorized to execute and deliver in the name of and on behalf of Xerox documents responding to bids, whether denominated as a response to a request for bids, a response to a request for proposals, a response to a request for quotations, a response to a request for information or otherwise.

Should you have any questions regarding the contents of this letter, please contact Timothy Costello at (585) 423-5274.

Best regards,



Michael D. Brannigan

Xerox Corporation
100 Clinton Ave. S. - 29th Fl.
Rochester, NY 14644
Telephone 585.423.4377
Facsimile 585.423.5718

XEROX CORPORATION

Certificate of Assistant Secretary

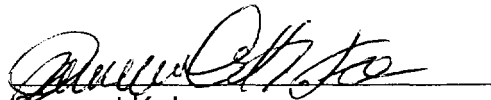
I, Samuel K. Lee, Assistant Secretary of Xerox Corporation, a New York corporation (the "Company"), DO HEREBY CERTIFY that:

1. The following is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors of the Company duly held and convened on July 14, 1980, at which meeting a duly constituted quorum of the Board of Directors was present and acting throughout and that such resolution has not been modified, rescinded or revoked and is at present in full force and effect:

RESOLVED: that the President, any Vice President, the Treasurer, the Controller and any Manager or Director of any group, division or department of the Company, be, and each of them severally is, empowered to execute and deliver in the name and on behalf of the Company all agreements, contracts, bids, instruments of conveyance or encumbrance, leases, bonds, consents, certificates (including any non-collusion certificates required by any governmental entity, department, agency or official), releases, powers of attorney and other documents which may be necessary or desirable in and relating to the ordinary conduct of the business of the group, division or department which he serves in that capacity.

2. Michael D. Brannigan has been duly elected and qualified and is at of the date hereof Corporate Vice President & President, United States Solutions Group, Xerox North America, of the Company and is authorized to act under the above resolution.

IN WITNESS WHEREOF, the undersigned has executed this Certificate and affixed the corporate seal of the Company hereto this 12th day of June, 2007.


Samuel K. Lee
Assistant Secretary

[SEAL]