



GRANTED

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

In re ACS SHAREHOLDER LITIGATION

Consolidated C.A. No. 4940-VCP

This Document Relates To:
ALL ACTIONS.

ORDER REGARDING CASE SCHEDULE

WHEREAS, on September 28, 2009, Defendants Xerox Corporation (“Xerox”) and Affiliated Computer Services, Inc. (“ACS”) announced that they had entered into a merger agreement (the “Merger Agreement”) with an affiliate of Xerox for the acquisition of ACS;

WHEREAS, on September 30, 2009, and October 1, 2009, purported stockholders of ACS filed two purported class actions in this Court, bearing C.A. Nos. 4933-VCP and 4940-VCP (collectively, the “Actions”) in connection with the Merger Agreement;

WHEREAS, on October 2, 2009, plaintiff Sheet Metal Workers Local 28 served Plaintiff’s First Request for the Production of Documents upon the defendants;

WHEREAS, on October 2, 2009, plaintiff New Orleans Employees’ Retirement System filed a motion for expedited proceedings and supporting memorandum of law, as well as a motion for preliminary injunction, with the Court;

WHEREAS, on October 5, 2009, the Court conducted a scheduling teleconference on plaintiff’s motion for expedited proceedings and set a hearing date on plaintiffs’ motion for injunctive relief;

WHEREAS, on October 5, 2009, the plaintiffs in the Actions filed a proposed Order for Consolidation and Appointment of Co-Lead Counsel to consolidate the Actions

into a single action styled *In re ACS Shareholder Litigation*, Consolidated C.A. No. 4940-VCP (the “Consolidated Action”); and

WHEREAS, ACS presently expects to conduct a special meeting of stockholders in January 2010 to consider the Merger Agreement;

NOW THEREFORE, the parties hereto (the “Parties”) hereby stipulate and agree, subject to the approval of the Court, as follows:

1. The following schedule shall govern proceedings in the Consolidated Action:

Filing of Confidentiality Order	On or before October 7, 2009
Rolling Production of Documents by Defendants to Commence (and proceed on a regular basis consistent with discussions among counsel)	October 7, 2009
Service of Defendants’ Written Discovery Requests	On or before October 9, 2009
Parties’ Discovery and Scheduling Conference	On or before October 9, 2009
Parties’ Discovery and Scheduling Conference	On or before October 16, 2009
Defendants to Move, Answer or Otherwise Respond to Plaintiffs’ Designated Complaint in the Consolidated Action (Defendants need not respond to the complaint in C.A. No. 4933)	On or before October 30, 2009
Service of Defendants’ Written Discovery Responses	On or before October 30, 2009
Rolling Production of Documents by Plaintiffs to Commence	On or before October 30, 2009
Service of Plaintiffs’ Written Discovery Responses	On or before October 30, 2009
Substantial Completion of Document Production by Plaintiffs and Defendants	On or before November 6, 2009

Completion of Document Production by Plaintiffs and Defendants	On or before November 13, 2009
Parties to Confer Regarding Anticipated Depositions	On or before November 9, 2009
Commencement of Depositions	November 16, 2009
Plaintiffs' and Defendants' Identification of Initial Experts and Summary of Testimony	On or before December 2, 2009 (at 5 pm)
Plaintiffs' and Defendants' Identification and Summary of Testimony of Experts who will respond to the Initial Experts ("Rebuttal Experts")	On or before December 8, 2009 (at 5 pm)
Plaintiffs and Defendants Produce Reports from Initial Experts	On or before December 8, 2009 (at 5 pm)
Plaintiffs and Defendants Produce Reports from Rebuttal Experts	On or before December 22, 2009 (at 5 pm)
Completion of All Fact Discovery	On or before December 18, 2009
Filing of Plaintiffs' Updated Motion for Injunctive Relief	On or before December 23, 2009
Plaintiffs' Opening Brief in Support of Motion for Injunctive Relief (and Any Supporting Affidavits)	On or before January 8, 2010
Defendants' Answering Briefs in Opposition to Motion for Injunctive Relief (and Any Supporting Affidavits)	On or before January 15, 2010
Plaintiffs' Reply Brief in Support of Motion for Injunctive Relief	On or before January 19, 2010
Hearing on Plaintiffs' Motion for Injunctive Relief (New Castle County Courthouse)	Commencing January 21, 2010, at 9:30 a.m.

2. No party may submit a Rebuttal Expert Report on a topic not addressed by the other party in an Initial Expert Report. The designation of an expert as an Initial Expert or a Rebuttal Expert shall be without prejudice to any arguments respecting the

allocation of the burden of proof. No party may argue that the report or testimony of a Rebuttal Expert shall be precluded solely on the basis that the party submitting such Rebuttal Expert's Report bears the burden of proof on an issue.

Either party shall be permitted to submit a Supplemental Initial Expert Report strictly limited to additional facts learned in discovery following the submission of the Initial Expert Report, provided that such Supplemental Initial Expert Report is submitted within three business days of the discovery of the additional facts and no later than December 21, 2009. In the event that a party submits a Supplemental Initial Expert Report consistent with the preceding sentence and such Supplemental Initial Expert Report is submitted on or after December 14, 2009, the other party may submit a Supplemental Rebuttal Expert Report on or before January 6, 2010, strictly limited to responding to the Supplemental Initial Expert Report.

3. Except with respect to the briefing schedule and hearing date set forth in Paragraph 1, the dates set forth above may be modified by agreement of the Parties.

4. Nothing herein shall waive or limit any defendant's right to object on any grounds to any discovery propounded by plaintiffs, the motion for a preliminary injunction to be filed by plaintiffs, or any other motion or request made by plaintiffs.

APPROVED AS TO FORM:

Of Counsel:

Mark Lebovitch
Amy Miller
BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP
1285 Avenue of the Americas
New York, New York 10019
(212) 554-1400

Stephen Lowey
Thomas Skelton
LOWEY DANNENBERG COHEN & HART, P.C.
One North Broadway
White Plains, NY 10601-2310
(914) 997-0500

Of Counsel:

John D. Donovan, Jr.
Peter L. Welsh
ROPES & GRAY LLP
One International Place
Boston, Massachusetts 02110
(617) 951-7000

Of Counsel:

Peter E. Kazanoff
SIMPSON THACHER & BARTLETT LLP
425 Lexington Avenue
New York, New York 10017-3954
(212) 455-2000

/s/ Cynthia A. Calder

Jay W. Eisenhofer (#2864)
Stuart M. Grant (#2526)
Cynthia A. Calder (#2978)
GRANT & EISENHOFER, P.A.
1201 North Market Street
Suite 2100
Wilmington, Delaware 18901
(302) 622-7000

*Attorneys for Lead Plaintiff New Orleans
Employees' Retirement System*

/s/ Kevin G. Abrams

Kevin G. Abrams (#2357)
Nathan A. Cook (#4841)
ABRAMS & BAYLISS LLP
20 Montchanin Road
Suite 200
Wilmington, Delaware 19807
(302) 778-1000

*Attorneys for ACS Special Committee Members
Kurt R. Krauss, Paul E. Sullivan, Ted B. Miller,
Jr. and Frank Varasano*

/s/ Raymond J. DiCamillo

Raymond J. DiCamillo (#3188)
Harry Tashjian, IV (#4609)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
(302) 651-7700

*Attorneys for Xerox Corporation and Boulder
Acquisition Corp.*

Of Counsel:

Lewis T. LeClair
Scott R. Jacobs
MCKOOL SMITH
300 Crescent Court, Suite 1500
Dallas, TX 75201
(214) 978-4000

/s/ Bruce L. Silverstein
David C. McBride (#408)
Bruce L. Silverstein (#2495)
YOUNG CONAWAY STARGATT & TAYLOR, LLP
1000 West Street – 17th Floor
P.O. Box 391
Wilmington, Delaware 19899-0391
(302) 571-6600

Attorneys for Darwin Deason

Of Counsel:

Francis P. Barron
Gary A. Bornstein
CRAVATH, SWAINE & MOORE LLP
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019
(212) 474-1000

/s/ Kenneth J. Nachbar
Kenneth J. Nachbar (#2067)
MORRIS, NICHOLS, ARSHT & TUNNELL LLP
1201 North Market Street
P.O. Box 1347
Wilmington, Delaware 19899-1347
(302) 658-9200

*Attorneys for Lynn R. Blodgett, Robert Allen
Druskin and Affiliated Computer Services, Inc.*

Dated: October 7, 2009

SO ORDERED this ____ day of October, 2009.

Vice Chancellor

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: Donald F Parsons

File & Serve

Transaction ID: 27445342

Current Date: Oct 07, 2009

Case Number: 4940-VCP

Case Name: CONS W/ 4933-VCP In Re: A C S Shareholder Litigation

Court Authorizer: Donald F Parsons

/s/ Judge Donald F Parsons