

Stanley, Inc.
Code of Conduct for Directors and Executive Officers
(Adopted as of June 28, 2006)

The Board of Directors (the “Board”) of Stanley, Inc., a Delaware corporation (the “Company”) has adopted this Code of Ethics for Directors and Executive Officers (the “Code”), which will govern Stanley Directors and Executive Officers of the Company, as defined by Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended. This Code is intended to complement and clarify certain policies and principles of the Stanley, Inc. Code of Ethics (the “Stanley Code”), which sets forth fundamental principles and key policies and procedures that govern the conduct of all employees, Directors, and Executive Officers of the Company. Stanley Directors and Executive Officers should read and abide by this Code in conjunction with the Stanley Code.

This Code applies to all Directors and Executive Officers of the Company. While this Code, in conjunction with the Stanley Code, is intended to encompass a wide variety of situations applicable to Directors and Executive Officers, it does not provide a comprehensive explanation of all laws and responsibilities relevant to the Company and the Directors and Executive Officers of the Company. Directors and Executive Officers are encouraged to ask questions about particular circumstances that may implicate one or more provisions of the Code or the Stanley Code. Questions should be directed to the attention of the Chair of the Nominating and Corporate Governance Committee, or, if that is not possible, to the attention of the Chairman of the Board and one or more independent Directors, who may consult with the Ethics Officer, other Directors, or outside counsel, as appropriate.

Conflicts of Interest

A “conflict of interest” exists when a person’s private interest interferes, or appears to interfere, with the best interests of the Company.

Directors and Executive Officers are responsible for avoiding situations that present or create the appearance of a potential conflict between their interests and those of the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company should be disclosed promptly to the Chair of the Nominating and Corporate Governance Committee. If this is not possible or if a conflict of interest arises with respect to the Chair of the Nominating and Corporate Governance Committee, the conflict of interest should be disclosed promptly to the Chairman of the Board and one or more independent Directors. Conflicts of interest may include, but are not limited to, the situations described in the Stanley Code under “Personal Business Relationships”, “Organizational Relationships”, and “Business Opportunities”.

Corporate Opportunities

Directors and Executive Officers are prohibited from: (a) taking for themselves or for their companies opportunities related to the Company’s business; (b) using the Company’s property or information for personal gain; or (c) competing with the Company for business opportunities. Should the Company’s disinterested Directors determine, however, that the Company will not pursue an opportunity that relates to the Company’s business, a Director or Executive Officer may then do so.

Compliance with Laws and Regulations

Directors and Executive Officers are expected to carry out their responsibilities in compliance with all laws, rules, and regulations applicable to the Company and with the highest standards of business ethics. Directors and Executive Officers shall also use all reasonable efforts to oversee compliance by employees and other Directors and Executive Officers with all laws, rules, and regulations.

Full and Fair Disclosure

Directors and Executive Officers are expected to provide and to promote the disclosure of full, fair, accurate, timely, and understandable Company information in compliance with all applicable laws, rules, and regulations in all reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in all other public communications made by the Company. Any suspected violation of any laws, rules, or regulations with respect to such reports, documents, or public communications should be promptly reported to the Chair of the Audit Committee. If this is not possible or practicable, the suspected violation should be promptly reported to the Chair of the Nominating and Corporate Governance Committee.

Encouraging the Reporting of any Illegal or Unethical Behavior

Directors and Executive Officers are expected to promote ethical behavior and create a culture of compliance with all applicable laws, rules, and regulations. Directors and Executive Officers should promote an environment in which the Company:

- Encourages employees to communicate openly with supervisors, managers, and other appropriate personnel when in doubt about the best course of action in a particular situation.
- Encourages employees to report violations of laws, rules and regulations, or the Stanley Code to appropriate personnel.
- Informs employees that the Company will not allow retaliation for reports made in good faith.

Insider Trading

Directors and Executive Officers who have access to material non-public information regarding the Company or any other entity are not permitted to use or share that information for purposes of trading securities of the Company or such other entity or for any other purpose except for the conduct of our business. All material non-public information should be considered confidential information. Directors and Executive Officers must comply with the Company's procedures for pre-clearance of trades in Company stock. In addition, all Directors and Executive Officers must certify that they have read and understand the Company's Insider Trading Policy.

Compliance with the Code and the Stanley Code

Except as otherwise provided herein, Directors and Executive Officers should communicate any suspected violations of this Code or the Stanley Code by any Director or Executive Officer promptly to the Chair of the Nominating and Corporate Governance Committee. If this is not possible or if the suspected violation of this Code or the Stanley Code involves the Chair of the Nominating and Corporate Governance Committee, the Directors and Executive Officer should report to the Chairman of the Board and one or more independent Directors. Violations of this Code or the Stanley Code by any Director or Executive Officer will be investigated by the Board or persons designated by the Board, and appropriate action will be taken.

Waiver of the Code

Any waiver of this Code may be made only by the Board. Any such waiver shall be disclosed promptly, as required by law or regulation.