



Scientific-Atlanta, Inc.
5030 Sugarloaf Parkway
Lawrenceville, Georgia 30044

*James F. McDonald
Chairman of the Board, President
and Chief Executive Officer*

Dear Fellow Employees and Board Members:

I am pleased to present to you a copy of Scientific-Atlanta's revised Code of Conduct. The Code of Conduct describes the business and ethical practices we expect each employee and director to follow in connection with all Company activities.

The Code of Conduct includes CORE VALUES based on INTEGRITY, HONESTY and RELIABILITY. We believe that adherence to these core values will help us to grow and expand the opportunities for both the Company and our employees, and strengthen our corporate governance. In addition, your compliance with this Code of Conduct will help ensure that all those who deal with our Company will clearly see that they are dealing with a world-class company which adheres to high ethical, moral, legal and business standards.


This Code of Conduct covers a number of ethical and business issues you may encounter. No code can, however, provide all of the answers. You must examine each situation to ensure that you have acted ethically and in the best interest of the Company. One simple test of compliance with this Code of Conduct is whether you would feel comfortable if your actions were disclosed publicly to your friends, family and business associates.

Please read the Code of Conduct carefully and completely. Adhering to this Code of Conduct will help you to be a more valuable and productive member of a more valuable and productive Company. In addition, the cooperation and support of all employees and directors are required to maintain our standards of conduct and integrity.

Thank you for your help.

A handwritten signature in cursive script that reads "James F. McDonald".

James F. McDonald
Chairman of the Board, President and Chief Executive Officer

	Scientific Atlanta						
Procedure Number:	1POL2102	Issue Date:	05/17/95	Revision:	6.0	Revision Date:	2/10/04
Procedure Name:	Code of Conduct						
Written/Revised By:	Michael Veysey			Date:	2/10/04		
Approved By:	Board of Directors			Date:	2/10/04		
Concurrence: (if necessary)	_____			Date:	_____		

This Code of Conduct applies to all directors when conducting Company activities and all employees of Scientific-Atlanta, Inc. and affiliates of Scientific-Atlanta, Inc. ("Scientific-Atlanta" or the "Company"). Adherence to this Code of Conduct is a condition of employment or service as a Board member, as applicable, and violations of the Code of Conduct may result in discipline or termination of employment or service by the Company.

1.0 CORE VALUES

The following overarching core values in this Code of Conduct set forth how we conduct ourselves in our Company dealings with customers, employees, suppliers, partners, competitors and the community seeking to improve every facet of our business through processes and procedures designed to optimize all our resources.

- 1.1 **Customers.** We will meet in every reasonable way our customers' requirements and expectations.
- 1.2 **Employees.** We will develop, train and support a world-class work force, treating employees with respect, and empowering them to achieve continuous improvement and excellence in quality and customer service.
- 1.3 **Processes.** We will constantly review our procedures and our processes to ensure that we are effective and operate at the peak of our capability.
- 1.4 **Improvements.** We will diligently pursue improvements in every facet of our business.
- 1.5 **Corporate Citizenship.** We will promote the vitality, safety and well being of the communities in which we work.
- 1.6 **Fair Dealing.** Each employee and director shall endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. In connection with Company activities, we will not take unfair advantage of anyone through manipulation, concealment, misuse of privileged information, misrepresentation of facts, or any other unfair-dealing practice.

2.0 BUSINESS RELATIONSHIPS

- 2.1 **Customers.** Our goal is to offer quality products and services at competitive prices, terms and conditions without compromising our ethical standards. We must treat our customers fairly, honestly and respectfully. We should not make unrealistic commitments on product performance, new product readiness, potential delivery dates or pricing. If we cannot keep our promises, customers may lose confidence in us. We must make every effort to meet the commitments we make to our customers on a timely basis. When we discover that we cannot meet a commitment, we will let the customer know as soon as possible. Then, we will do everything we reasonably can to minimize the negative impact. We should handle any disagreements with our customers in private. We never make disparaging

remarks about our customers to others. We protect and never divulge confidential information regarding a customer's business, except when disclosure is authorized or legally mandated.

- 2.2 Employees.** Scientific-Atlanta continually strives to create a workplace where individuals are valued and treated with respect. The Company also strives to create a workplace environment which encourages, supports and empowers employees to exercise their individual initiative and entrepreneurial skills in achieving team and Company goals. We believe individual learning, growth and productivity are enhanced by this kind of atmosphere. To sustain a positive work environment, we must be able to express our ideas and opinions without fear of reprisal. We must seek the input of all team members and allow open debate on critical business issues. Because the market is so competitive, we must all try to resolve problems and work effectively as team contributors. No one person can do it by himself or herself. Communicating facts, not rumors, and respecting the privacy of others and the confidentiality of personal information are vital. We must also take time for small courtesies and thank people for a job well done even if it is part of their regular responsibilities. We should support and encourage our fellow employees, and never belittle or disparage them.
- 2.3 Business Partners.** Scientific-Atlanta's success in many cases depends on third-party business relationships. We honor our commitments to our business partners. We must always respect our partners' proprietary information and trade secrets, except when disclosure is authorized or legally mandated. We comply with and do not remove any proprietary legends which are displayed on materials of our business partners. We cannot divulge this information to others outside the relationship, even if they are Scientific-Atlanta employees. We do not build lasting customer relationships by trying to look good at the expense of our business partners. We should handle any disagreements with our business partners directly and in private and not argue in front of the customer, regardless of who is responsible for delays, mistakes or problems.
- 2.4 Suppliers.** When we buy goods or services for Scientific-Atlanta, we must maintain our standards of ethical conduct. We must be fair, honest, and responsible in choosing suppliers, negotiating prices, terms and conditions and meeting the obligations in our contracts. To protect our reputation with suppliers, we cannot show favoritism or preference at the expense of a fair and open process. Purchasing decisions should always be based on defined criteria such as price, quality, service, reputation and the total business relationship with the supplier. We should not write purchasing requirements based on a particular supplier's products. Nor should we buy from suppliers simply because they purchase from us. We must respect and protect any confidential information shared by a supplier, except when disclosure is authorized or legally mandated.
- 2.5 Competition.** Scientific-Atlanta sells in a highly competitive market. We compete aggressively but fairly and ethically. We rely on the strengths of our products and people and avoid disparaging the products of others or making false or misleading statements about their products. We do not accept proprietary information of competitors. If we hire an employee who has worked with a competitor, we do not ask for or accept any proprietary or confidential information of the competitor. If we receive proprietary information of anyone accidentally or without their knowledge and consent, it must be turned over to the Legal Department promptly and without review for return to its owner.
- 2.6 Governments.** When working with government agencies and officials in any country, we must know the regulations and policies governing our conduct. What is acceptable practice in the commercial market may violate strict rules and regulations in government interactions. When you sell to a government, you are obligated to know its procurement policies. In all our dealings with governments, our actions must comply with applicable laws and regulations. Do not offer or provide gifts, gratuities or political contributions or discuss employment opportunities with a government official in connection with Company activities. Even paying for a business meal is prohibited by most government policies. To prevent legal problems for ourselves or the Company, and because laws differ from country to country, you should work closely with the Legal Department when negotiating government contracts.

2.7 Communities. Active involvement in the community promotes the well being of the community, the employee and the Company. The Company supports many community programs through monetary contributions and involvement by its employees and directors. We encourage all employees to participate in community activities, and the Company has an active community volunteer program. The Company has also established the Scientific-Atlanta Foundation, a nonprofit organization, to promote the vitality, safety and well being of the community.

2.8 Shareholders, Brokers, Media, etc. Sometimes inquiries about developments affecting the Company's business and prospects come from shareholders, members of the investment community and representatives of the media. If you receive any inquiry of this kind, you should always refrain from providing any information that the Company has not publicly disclosed in press releases, reports to shareholders, etc. The best course is simply to refer the individual to the Vice President of Investor Relations.

3.0 BUSINESS PRACTICES

3.1 Regulatory Compliance. You must comply with all federal, state, local and international laws, rules and regulations which are applicable to your conduct with respect to the business of Scientific-Atlanta, including insider trading laws. No excuse or pressure can justify breaking any such law, rule or regulation. Furthermore, an employee of Scientific-Atlanta may not use a consultant, contractor, supplier, business partner or any other person or entity to engage in any conduct which would be prohibited by any applicable law, rule or regulation or this Code of Conduct.

3.2 Protecting Confidential Information. During the course of conducting business, we may be entrusted with non-public information that might be of use to competitors or harmful to the Company or its customers, if disclosed ("Confidential Information"). We must protect such Confidential Information and use it appropriately, whether the information is our own or has been obtained from our business partners, customers, suppliers or other third parties. Employees and directors must maintain the confidentiality of Confidential Information entrusted to them by the Company or its customers, except when disclosure is authorized or legally mandated.

3.3 Proper Recording of Business and Financial Transactions. The funds and assets of Scientific-Atlanta must be properly and accurately recorded on the official books and records in accordance with both generally accepted accounting principles and the Company's financial policies, with no false or artificial entries. The books of account, budget proposals, and books of original entry (especially bank accounts where funds are deposited and disbursed) must honestly and accurately reflect the transactions they record in a timely manner. Such books and documents should not be organized in any way that would mislead or misinform. In summary, the documentation for transactions should meet the internal control criteria for adequate internal reporting and the materiality guidelines for external financial statement reporting.

Accounting rules require that the books and records reflect certain events which impact the valuation of assets, or which result in liabilities for the Company, even though the final outcome of these events is not known. In other cases, no entries are required in the books and records, but the Company is required to disclose the nature of such events in its financial statements. If you are aware of any such events which could impact the Company's financial statements or related disclosures, it is essential that you communicate with appropriate financial management. All employees must adhere to standards that promote full, fair, accurate, timely, and understandable disclosure in reports and documents that Scientific-Atlanta files with, or submits to, the Securities and Exchange Commission and in other public communications made by Scientific-Atlanta. All employees are responsible for helping to maintain an effective internal control system within the Company.

3.4 Proper Use of Company Assets. Scientific-Atlanta recognizes that having the right tools and supplies to do our work effectively is critical to our success. To keep us equipped with everything from office supplies to cash and credit cards, to computer software and hardware, requires a major

investment. When we use these assets for anything other than legitimate Company business—even inadvertently—we reduce profits for our Company and our shareholders. All employees and directors should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability.

Company assets, including, but not limited to cash, personnel and equipment, should be used for legitimate business purposes. The Company also provides employees with use of company owned or provided telephones, copiers, computer equipment and vehicles to be used as a resource in conducting business. Although reasonable personal use of these resources is permitted, such use is not private, is subject to review and access by the Company, and is governed by expectations of professional conduct and reasonable use.

Our reliance on computing technology demands particular care. For instance, to protect against potential computer viruses, be careful not to put borrowed or unauthorized software on Scientific-Atlanta systems. Never make unauthorized copies of licensed software for personal, Scientific-Atlanta, or customer use. To protect Scientific-Atlanta equipment from being misappropriated, follow scrap procedures for any excess equipment. Do not assume you can take it for personal use.

- 3.5 Business Communications.** Any statement, assertion, representation or warranty made by any employee of Scientific-Atlanta on behalf of Scientific-Atlanta in any written or oral business communication must be truthful, must not be misleading and must avoid exaggeration, inappropriate language and derogatory remarks or characterizations. This applies to communications of every type, including, but not limited to, contracts, agreements, e-mail, voice mail, telephone or wire communications, letters, memoranda and informal notes, regardless whether such communication is intended for use internally or for distribution to third parties. Specifically, employees may not backdate documents and must date documents as of the date of execution.

Additionally, each employee of Scientific-Atlanta must understand that Company e-mail is not a private form of communication and is Company property that is subject to review at any time. In addition, Company e-mail creates a permanent record that remains part of Scientific-Atlanta's business records even after it has been deleted. Therefore, each employee must exercise the same care, caution and etiquette in sending an e-mail message as such employee would in sending non-electronic, written business communications.

- 3.6 Potential Misuse of Company Business Decisions and Communications by Others.** Decisions made by the Company and communications distributed by the Company can impact the businesses of others, such as customers and vendors, and potentially may be misused by others in a manner which is not intended by the employee and which may be detrimental to Scientific-Atlanta. Although employees cannot control the actions of third parties, all employees should have an understanding and awareness of the potential for misuse of a business decision or communication by a third party and the impact such a decision or communication may have, regardless of whether it is misused, on the business relationship between Scientific-Atlanta and the third party.

Prior to rendering any business decision or transmitting any type of business communication, the employee should evaluate whether a possibility exists that a third party could potentially misuse such decision or communication, and should examine the impact such decision or communication may have on Scientific-Atlanta's business relationship with the third party. Should the employee perceive any potential for misuse, the employee should discuss this issue with his or her supervisor(s). Further, the employee should take all steps necessary to render business decisions and draft business communications so as to (a) minimize any potential misuse by a third party and (b) maintain the nature of the business relationship with such third party as established by Scientific-Atlanta.

- 3.7 Marketing and Advertising Materials.** In preparing and using Company marketing and advertising materials, we must ensure that: (a) no false or misleading statements are used; (b) all Company trademarks are properly used with the appropriate designation symbol; and (c) when we use the trademarks of another company, these marks are used correctly and their owners are given proper attribution.
- 3.8 Non-Discrimination.** Scientific-Atlanta is committed to recruit, hire, develop and promote employees without discrimination on the basis of race, sex, age, national origin, religion, disability or veteran status. We believe diversity strengthens our work force and enhances our competitiveness. As we expand our international focus, it is important that we develop an appreciation for differences in cultural background and approach. Scientific-Atlanta expects its employees to treat each other with respect and to learn to appreciate other backgrounds and cultures. We do not tolerate harassment based on race, sex, age, national origin, religion, disability or veteran status.
- 3.9 Conflicts of Interest.** Scientific-Atlanta expects you to adhere to the Company's standards of ethical and legal business conduct in the performance of your employment or services as a Board member to the Company. These standards include honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. A conflict situation can arise when an employee or director takes actions or has interests that may make it difficult to perform Company work objectively and effectively. This Code of Conduct requires that you disassociate yourself or otherwise prevent your private interest from interfering in any way with the interests of the Company as a whole. You should strive to prevent even the appearance of a conflict of interest.
- 3.10 Corporate Opportunities.** Employees and directors are prohibited from (a) taking for themselves personally opportunities that are discovered through the use of corporate property, information or position, (b) using corporate property, information, or position for personal gain; and (c) competing with the Company. Employees and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.
- 3.11 Gifts and Entertainment.** In our Company dealings with a supplier, customer or governmental agency, we have an obligation to act solely in the best interest of Scientific-Atlanta. This obligation applies not only to those acts formalized by written contracts, but also to the everyday business relationships with suppliers, customers, government officials and government employees. Any gift, favor, meal or entertainment whether given or received should be of such a nature that would not violate any law or the policies of customers or suppliers and would not place you or the Company in a compromising position. In connection with Company activities, you may offer or accept gifts that are customary and reasonable, that are extended or distributed widely to those who share essentially the same business relationship with the donor, that do not show favoritism and that do not present an appearance that they are being provided to influence a decision, except that you cannot offer or provide gifts, gratuities or political contributions or discuss employment opportunities with a government official in connection with Company activities.
- 3.12 Improper Trading in Company Stock or Other Companies' Securities.** In the course of employment and while participating in activities on behalf of Scientific-Atlanta, you may come into possession of confidential and highly sensitive information concerning the Company, its investments and business activities and potential investments and business opportunities, as well as information regarding our customers, suppliers or other companies with which we have contractual relationships or may be negotiating a transaction. Much of this information has a potential for affecting the market price of securities issued by the entities involved. Federal securities laws impose severe civil and criminal penalties on persons who, in connection with a purchase or sale of securities, improperly obtain or use material non-public information about the issuer of or market for such securities. You are required to comply with the federal securities laws as a condition of your employment or service as a Board member.

4.0 AMENDMENTS, WAIVERS AND CERTIFICATIONS

4.1 Amendments. No amendments to the Code of Conduct can be made without prior approval of the Board of Directors of Scientific-Atlanta.

4.2 Waivers. Except as herein otherwise expressly provided, no waivers of the Code of Conduct or its provisions can be made without prior approval of the Corporate Compliance Committee, except that only the Board of Directors of Scientific-Atlanta may make a waiver of the Code of Conduct for an executive officer or a director. Any waiver of this Code of Conduct for executive officers and directors of the Company must be promptly disclosed to shareholders.

4.3 Acknowledgements. The Governance and Nominations Committee shall approve a form of acknowledgement related to this Code of Conduct as it deems appropriate to promote adherence to the Code of Conduct by directors. The Corporate Compliance Committee shall approve a form of acknowledgement related to this Code of Conduct as it deems appropriate to promote adherence to the Code of Conduct by employees.

5.0 WHO TO CONTACT FOR INFORMATION

If you have a question about any of the issues discussed in this Code of Conduct, your first resource is your manager. In most cases, he or she can help you resolve the issue or help you locate the appropriate source to help. If you are a manager and you cannot resolve the issue or locate the appropriate source to help, you should contact the Legal Department. If you need to go outside the normal management chain for some reason, the following departments may be able to help.

<u>Who to Call:</u>	<u>What they can help with:</u>
Chief Compliance Officer	Issues involving compliance matters
Legal Department	Issues involving government contracts, governmental relations, proprietary information, antitrust, international issues, and any other concerns about ethics issues or possible improper or illegal conduct
	Issues involving import/export classifications, export licenses and other compliance issues
	Issues involving political donations
General Counsel	Issues involving conflict of interest and trading in Company securities
Finance Department	Issues involving business controls, asset management and other financial matters
Human Resources	Issues involving employment matters
Corporate Safety Coordinator	Issues involving environmental regulations, or employee and safety regulations
Security	Issues involving physical security of facilities
Director of Community Affairs	Issues involving charitable donations and community volunteer programs
Vice President of Investor	Issues involving contact with shareholders, financial analysts

Relations and the media

You may also contact the Company's Corporate Compliance Committee, which is responsible for ensuring that the standard of conduct for all Company employees complies with all legal requirements, Company Compliance Policies and all other company policies. Members of the Company's Corporate Compliance Committee are set forth in the Corporate Compliance Policy, which can be found on the Company's KnowledgeNet intranet website.

6.0 REPORTING VIOLATIONS AND QUESTIONABLE CONDUCT

If you are aware of or suspect any questionable conduct or potential violation of the law or this Code of Conduct, you should promptly report these concerns to your manager. If for some reason you cannot report them to your manager (e.g., he or she is involved in the matter giving rise to the violation), you should promptly report them to the General Counsel. You may also contact the Chief Compliance Officer or a member of the Corporate Compliance Committee. As soon as you are aware of a government investigation of the Company, you should immediately notify the Company's Chief Compliance Officer or the Legal Department.

Every effort will be made to maintain confidentiality if you request it and there will be no reprisals or retaliation for reporting any type of problem in good faith. If an investigation is required, Scientific-Atlanta will conduct an impartial investigation and take appropriate action to provide accountability for adherence to this Code of Conduct. This Code of Conduct requires that the Company implement procedures through its Corporate Compliance Committee that ensure the prompt and consistent action against any violation of this Code of Conduct.

6.1 Corporate Compliance Hotline

Scientific-Atlanta maintains a confidential reporting mechanism that permits employees and other interested parties to report possible violations of law, company policy or government regulations directly to senior corporate management through the Company's Chief Compliance Officer. The Chief Compliance Officer reports directly to the Audit Committee of the Board of Directors and to the General Counsel of the Company. Employees are encouraged to report potential issues directly to their local management. However, if confidentiality is desired, you may make a confidential report by contacting the Company's Chief Compliance Officer. The following is his contact information:

Vice President and Chief Compliance Officer
Scientific-Atlanta, Inc.
5030 Sugarloaf Parkway
Lawrenceville, GA 30044
USA

Email: compliance@sciatl.com

U.S. Toll Free: 1-866-598-2666
Outside the U.S.: 770-236-4839
Confidential Fax: 770-236-4751

Anonymous reports will receive equal consideration. However, please remember it is more difficult to investigate and gather further information from an anonymous source.

6.2 Audit Committee Whistleblower Procedures

Anyone may submit on a confidential, anonymous basis any concerns regarding financial statement disclosures, accounting, internal accounting controls or auditing matters directly to the Audit Committee by calling the Audit Committee hotline, which is completely administered by a third party. You can call the Audit Committee hotline at 888-339-6397.

Printed copy of this document must be verified against the electronic version on KnowledgeNet.

Any attorney of the Company may submit on a confidential, anonymous basis if he or she so desires, any evidence of a material violation of securities law or breach of fiduciary duty or similar violation by the Company or any Company agent by setting forth evidence of the violation in writing and forwarding it in a sealed envelope to the Chair of the Audit Committee, in care of the Corporate Secretary, such envelope to be labeled with the following legend: "To Be Opened by the Audit Committee Only." If such attorney would like to discuss any matter with the Audit Committee, the attorney should indicate this in the submission and include a telephone number at which he or she might be contacted if the Audit Committee deems it appropriate. Any such envelopes received by the Corporate Secretary shall be forwarded promptly without review to the Chair of the Audit Committee.

Concerns, complaints or evidence of violations described above in this Section 6.2 may also be submitted via the Company's confidential voice messaging system described in Section 6.1 above.