

STANDARDS *of* CONDUCT

And **ETHICS** *for*

EMPLOYEES, OFFICERS *and*

DIRECTORS *of*

KNOLOGY, INC.

PURPOSE

Dear Knology employees, officers and directors:

It is Knology's policy that all of our employees, officers and directors act in a way that is consistent with the following values which we refer to as our "Value System":

- Being honest, fair and evenhanded;
- Delivering what we promise, professionally and personally;
- Showing courtesy, respect, and friendliness;
- Working as a team, relentlessly;
- Giving customer matters urgent attention;
- "Owning" problems and **always** being responsive; and
- Being truly **easy to do business with.**

This document outlines the standards of ethical behavior Knology expects of you in following our Value System and in generally performing the duties of your position with Knology. Throughout this document, we will abbreviate these standards as the "Code."

You should keep in mind these important considerations when reading this Code:

- You should follow this Code in letter and in spirit.
- You should follow this Code along with any applicable laws, regulations and other Knology policies and procedures.
- The Code applies to all of our employees, officers and directors regardless of location or position.
- You must report any violation of this Code. We will not tolerate retaliation against you for reporting violations that you reasonably believe have occurred.
- If you do not comply with the provisions of this Code and other Knology policies and procedures, you could be disciplined or fired. You could also face criminal penalties and civil liabilities for violating certain of the standards outlined in this Code.

Integrity and a high standard of ethics are fundamental to our Value System. Knology is committed to doing what is right and deterring wrongdoing, and we expect

you to uphold these beliefs, as well. If you have questions concerning the proper course of action, please consult your immediate supervisor, the Controller or the General Counsel for direction.

Senior Financial Officers

This Code contains additional guidelines and standards for the company's principal executive officer and senior financial officers. These can be found under "Supplemental Standards for Senior Financial Officers."

Amendments and Waivers

Only Knology's Board of Directors may amend this Code. Only the Board of Directors or an authorized committee of the Board may waive a part of the Code for any senior financial officer, executive officer or director. Knology will disclose publicly all material amendments and any waivers for senior financial officers, executive officers or directors, to the extent required by law.

REPORTING VIOLATIONS

You must report any violation of this Code. We will not tolerate retaliation against you for reporting violations that you reasonably believe have occurred. In reporting suspected violations, we encourage you first to contact your immediate supervisor. If you are uncomfortable doing so, you should report violations to either the Vice President of Human Resources, Kevin Loos at kevin.loos@knology.com or (706) 634-6724, or the General Counsel, Chad Wachter at chad.wachter@knology.com or (706) 634-2663.

Knology strives to create an environment where employees feel free to call attention to legal or policy violations. We will investigate reported concerns impartially.

FAIR AND HONEST DEALING

You must deal fairly and honestly with Knology's employees, shareholders, customers, suppliers and competitors. You must behave in an ethical manner and not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

You must respect the integrity of persons and firms with whom Knology deals. You must limit the fees and commissions paid to agents and other representatives to amounts that are consistent with proper business conduct. You cannot make a payment to any employee, agent or representative of a third party with or through whom Knology does business without full, documented disclosure to all parties.

COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Knology strives to ensure all activity on its behalf is in compliance with applicable laws, rules and regulations. You must comply with all applicable laws, rules and regulations, whether or not specifically addressed in this Code. Please contact Knology's Controller or General Counsel for additional guidance or if you have questions.

Antitrust Laws

You must comply with applicable antitrust and similar laws that regulate competition in the countries in which we operate. These laws prohibit:

- Agreements to fix prices, bid rigging, market allocation and collusion (including price sharing) with competitors;
- Boycotts, certain exclusive dealing arrangements and price discrimination agreements; and
- Unfair trade practices, including bribery, misappropriation of trade secrets, deception, intimidation and similar unfair practices.

Environmental Laws

Knology complies with all applicable environmental laws, rules and regulations. You must strive to utilize resources appropriately and efficiently and dispose of all waste in accordance with applicable laws, rules and regulations.

Discrimination Laws

Knology believes the fair and equitable treatment of employees, customers, suppliers and other persons is critical to fulfilling its vision and goals. Knology conducts its business without regard to race, color, religion, gender, ethnic origin, age, disability or any other classification prohibited by law. Knology will not tolerate any form of harassment or discrimination against anyone on the basis of any classification prohibited by law. Knology will investigate allegations of harassment or discrimination in accordance with applicable laws and human resources policies.

Insider Trading

Federal and state securities laws and Knology's policies prohibit you from:

- Purchasing or selling Knology securities while you know material, nonpublic information about Knology; and
- Disclosing material, nonpublic information to others who then trade in Knology's securities.

Because of the complexity of inside information and insider trading, and the **severity** of the punishments involved, which can include criminal prosecution, you should seek the advice of Knology's General Counsel on any questions regarding this subject.

Political Process

You must comply with all laws, rules and regulations governing campaign finance and lobbying activities. You cannot use Knology's funds and assets for political campaign purposes of any kind, except where the political contributions are consistent with state law and you obtain prior approval of the Chief Financial Officer or, in the cases of a contribution to be made by the Chief Financial Officer, the Chief Executive Officer of the company. You may participate in the political process by means of personal campaign contributions, expenditures or other activity. However, Knology will not reimburse or compensate you for your personal participation in political activities.

Relations with Government Officials and Employees

You may not make any payments to or for the benefit of any government official or employee in order to secure business or to obtain special concessions. Relations with government representatives, even where personal friendships may be involved, must be in good taste and such that full public disclosure would in no way damage Knology's reputation.

Integrity of Records and Compliance with Accounting Principles

Knology and the law require the preparation and maintenance of accurate and reliable business records. You must prepare all reports, books and records of Knology with care and honesty. Knology maintains a system of internal controls to ensure that transactions are carried out in accordance with management's authorization and properly recorded. This system includes policies, procedures and examination by a professional staff of internal auditors. Knology expects you to adhere to these policies and procedures.

You should make all complaints regarding accounting, internal accounting controls, or auditing matters to the Controller. If, for any reason, you are not comfortable reporting the complaint to the Controller, you should make the complaint to the General Counsel. The Controller or the General Counsel will record each of these complaints in a

log that Knology will maintain for five years and make available for review by the Audit Committee. The Controller or the General Counsel will assess each complaint. If the complaint requires follow up action, the Controller or the General Counsel will document, file and communicate the results to the Audit Committee quarterly or sooner.

You may submit a confidential, anonymous memo that explains your concerns or complaints regarding questionable accounting or auditing matters to the Controller or the General Counsel. The Controller and the General Counsel will handle these complaints consistently with other complaints.

CONFLICTS OF INTEREST

Knology requires you to avoid any relationship, activity, or ownership that might create a conflict between your personal interest and Knology's interest. A "conflict of interest" occurs when your private interest materially interferes in any way, or even appears to materially interfere, with the interests of Knology. A conflict of interest can arise when you take actions or have interests that may materially interfere with your ability to perform your job objectively and effectively. Conflicts of interest also arise when you, or a member of your family, receive material improper personal benefits as a result of your position with Knology.

You owe a duty of undivided and unqualified loyalty to Knology. You may not use your position improperly to profit personally or to assist others in profiting at Knology's expense. Knology expects you to avoid situations that might materially influence your actions or prejudice your judgment in handling Knology business. You must not become obligated in any way to representatives of firms with which you deal and must not show any preference to third parties based on self or family interest. In addition, you must communicate to the Controller any material transaction or relationship that could create a conflict of interest.

While not all inclusive, the following will serve as a guide to the types of activities that might cause conflicts of interest:

Outside Financial Interests

- Owning a substantial financial interest in any company that is a competitor of Knology or which does or seeks to do business with Knology. Generally, owning securities of a publicly owned corporation regularly traded on a national securities exchange or Nasdaq would not create a conflict of interest. You have a "substantial financial interest" if you invest 5% or more of your assets in a company. Relationships pre-existing at the time of the adoption of this Code which have been disclosed to the Board will not be considered "substantial financial interests."

- Conducting business, not on Knology's behalf, with any Knology vendor, supplier, contractor, agency, or any of their employees, officers or directors.
- Representing Knology in any transaction in which you or a family member, have a substantial personal interest or in a transaction with an entity in which you or a family member have a substantial personal interest.
- Disclosing or using confidential, special or inside information of or about Knology for your or a family member's profit or advantage.
- Competing with Knology in the purchase, sale or ownership of property or services or business investment opportunities.
- Engaging in outside business activities or employment incompatible with Knology's right to your full time employment and efficient service.

Gifts

You may not solicit gifts, trips, cash or other incentives from vendors and suppliers. If you receive a vendor gift in excess of \$100 from a vendor or a supplier in the aggregate during any calendar year, or are requested to participate in a one time event in excess of \$100, then you must report the gift in writing (including e-mail) or request permission to participate in the event to the Vice President of Human Resources immediately or in the case of a gift received or event by the Chief Financial Officer, the gift or event must be reported to the Chief Executive Officer. The Vice President of Human Resources must pre-approve any employee trip paid by a supplier. Only the Chief Executive Officer may approve his or her own trips paid by a supplier. You may not receive any commission, fee, or payment of any sort from a vendor in connection with your work for Knology.

Loans

You may not lend to or borrow from any customer, supplier, contractor or any person connected with the same, other than personal loans from the company's lenders that are on terms no more favorable than those available to the general public.

Services for Competitors/Vendors

You may not perform work or render services for any competitor of Knology or for any organization which does business or seeks to do business with Knology, outside of the normal course of your employment with Knology, without the approval of the Controller (or the Board of Directors, if you are an executive officer, senior financial officer or director). You cannot serve as a director, officer, or consultant of that organization, or permit your name to be used in a way that would suggest a business connection with that organization, without the Controller's approval.

Participation on Boards of Directors

Employees and officers may not serve as a director of any other for-profit company, other than on behalf of Knology, without the approval of the Chief Financial Officer or, in the case of the Chief Financial officer, the Chief Executive Officer.

CORPORATE OPPORTUNITIES

You owe a duty to Knology to advance its legitimate interests. You cannot take any business opportunity you learn of as a result of your employment or use any Knology property for your personal benefit or for the benefit of a family member. For example, you should not acquire any interest in a company when you know that Knology may take or is taking steps to acquire an interest in that company. If you learn of a business opportunity that is within Knology's existing or proposed lines of business, you should inform your supervisor, Knology's Controller or the Board of Directors. You may not personally pursue the business opportunity until Knology decides not to pursue it.

PROTECTION AND PROPER USE OF COMPANY ASSETS

You must strive to preserve and protect Knology's assets and resources and to ensure their efficient use.

Personal Use of Corporate Assets

You should use Knology's property for legitimate business purposes and conduct Knology's business in a way that furthers Knology's interests rather than your personal interest. You may not use or take Knology's equipment, supplies, materials or services, except in the normal course of your employment, without approval of your supervisor.

CONFIDENTIAL AND PROPRIETARY INFORMATION

Confidentiality

Confidential information includes all non-public information that might be of use to competitors or harmful to Knology or its customers, if disclosed. Knology owns all

information, in any form (including electronic information), that is created or used in support of its activities. This information is a valuable asset and Knology expects you to protect it from unauthorized disclosure. This information includes Knology customer, supplier, business partner and employee data. Federal and state law may restrict the use of this information and may penalize you if you use or disclose it. You should protect information pertaining to Knology's competitive position, business strategies and information relating to negotiations with employees or third parties and share it only with employees who need to know it in order to perform their job.

You must maintain the confidentiality of information entrusted to you by Knology, its customers, vendors or consultants, except when disclosure is authorized or legally required. You must take all reasonable efforts to safeguard confidential information that is in your possession against inadvertent disclosure and must comply with any non-disclosure obligations imposed on Knology.

Intellectual Property and Proprietary Information

You must carefully maintain and manage the intellectual property rights of Knology, including patents, trademarks, copyrights, licenses and trade secrets, to preserve and protect their value. In addition, you must respect the intellectual property rights of others. If you violate other's intellectual property rights, you and Knology could face substantial liability, including criminal penalties. Intellectual property that you create during the course of your employment belongs to Knology. You must share any innovations or inventions you create with your supervisor so that Knology can take steps to protect these valuable assets.

SUPPLEMENTAL STANDARDS FOR SENIOR FINANCIAL OFFICERS

The Board of Directors of Knology has established certain additional standards for its principal executive officer and senior financial officers. These officers include the Chief Executive Officer, the Chief Financial Officer and the Controller. The principal executive officer and all senior financial officers of Knology must comply with these standards in addition to all of the other standards contained in this Code.

Integrity and Accuracy of Public Disclosures

Knology's principal executive officer and senior financial officers must take all reasonable steps to ensure that the disclosures in the reports and documents that Knology files with or submits to the Securities and Exchange Commission and in other public communications are full, fair, accurate, timely and understandable. In the event that the principal executive officer or a senior financial officer learns that any such report, document or communication does not meet this standard and the deviation is material, then such officer will review and investigate the deviation, advise the Board of Directors

or the appropriate Board committee and, where necessary, revise the relevant report, document or communication.

Accounting Treatment

Although a particular accounting treatment for one or more of Knology's operations may be permitted under applicable accounting standards, the principal executive officer and senior financial officers will not authorize or permit the use of such an accounting treatment if the effect is to distort or conceal Knology's true financial condition.