

## Stanley, Inc. Corporate Governance Guidelines (Adopted as of June 28, 2006)

### A. The Roles of the Board of Directors and Management

1. The Board of Directors – The business of Stanley, Inc. (the “Company”) shall be conducted under the oversight of the Board of Directors (the “Board”). The Board shall select the Chief Executive Officer (the “CEO”) and delegate to the CEO the authority and responsibility to manage the Company’s operations. The Board may select a Chairman of the Board (the “Chairman”). The day-to-day management of the Company, including the preparation of financial statements and short and long-term strategic planning, is the responsibility of the Company’s management. The primary responsibility of the Board is to oversee and review management’s performance of these functions.
2. Management – The CEO and senior management shall be responsible for running the Company’s business operations.

### B. Board Composition and Leadership

1. Chairman of the Board and Chief Executive Officer – The Board shall have the authority to decide whether the Company shall have a Chairman and whether the positions of Chairman and CEO should be held by the same person and shall determine the best arrangement for the Company and its stockholders in light of all relevant and changing circumstances.
2. Size of the Board – The number of directors should not exceed a number that can function efficiently. The Nominating and Governance Committee shall consider and make recommendations to the Board concerning the appropriate size and needs of the Board.
3. Board Independence – The independence of a director is determined according to the Company’s Director Independence Standards, which incorporate the independence standards set forth by the New York Stock Exchange and are attached as Exhibit A. The Director Independence Standards are used to determine that a director has no material relationships with the Company other than as a director.
4. Board Membership Criteria – The Nominating and Governance Committee shall periodically review with the Board the appropriate skills and characteristics required of Board members given the current Board composition. It is the intent of the Board that the Board will be comprised of individuals who have distinguished records of leadership and success in their arena of activity and who will make substantial contributions to Board operations and effectively represent the interests of the stockholders.

The Board’s assessment of Board candidates includes, but is not limited to, consideration of: (i) roles and contributions valuable to the business community; (ii) personal qualities of leadership, character, judgment, and whether the candidate possesses and maintains, throughout service on the Board, a reputation in the community at large of integrity, trust, respect, competence, and adherence to the highest ethical standards; (iii) relevant knowledge and diversity of background and experience in such things as business, technology, finance and accounting, marketing, government, and the like; and (iv) whether the candidate is free of conflicts and has the time required for preparation, participation, and attendance at all meetings (the “Board Membership Criteria”). A director’s qualifications in light of these criteria shall be considered at least each time the director is re-nominated for Board membership.

5. Selection of New Director Candidates – The Nominating and Governance Committee shall screen and select Board candidates.

6. Director Orientation and Continuing Education – The Company shall provide directors with an orientation and education program to familiarize them with the Company’s business operations and plans, industry trends, and corporate governance practices, as well as ongoing education on issues facing the Company and on subjects that would assist the directors in discharging their duties.
7. Directors Who Experience Change in Present Job Responsibilities or Other Relevant Circumstances – When a director’s principal occupation or business affiliation changes, or other circumstances arise, which may raise questions about the director’s continuing qualifications in relation to the Board Membership Criteria set forth above, then the director shall tender his/her resignation, or the Nominating and Governance Committee shall ask for such tender. The Nominating and Governance Committee shall consider the tendered resignation and recommend to the Board the action to be taken.
8. Service On Other For-Profit Boards – Independent directors are encouraged to evaluate carefully the time required to serve on other boards (excluding non-profit) taking into account board attendance, preparation, participation, and effectiveness on these boards. Independent directors must advise the Chair of the Nominating and Governance Committee before accepting an invitation to serve on another board to enable the Company to determine whether (i) any regulatory issues or potential conflicts are raised by the director accepting such an invitation, and (ii) the director will have the time required for preparation, participation, and attendance at Stanley, Inc. Board meetings. Independent directors should not serve on more than five other boards of public companies in addition to the Company Board.
9. Retirement Policy – Each non-employee director must tender his or her resignation at the annual meeting following his or her 72nd birthday. If circumstances dictate, the Nominating and Governance Committee may ask a director to continue to serve on the Board past age 72.
10. Board Compensation Review – The Nominating and Governance Committee shall periodically receive reports on the status of Board compensation in relation to other comparable U.S. companies and, together with the Compensation Committee, shall be responsible for recommending to the Board changes in compensation for non-employee directors.

### **C. Board Operations**

1. Selection of Agenda Items for Board Meetings – At the first Board meeting of each year, the Chairman and the CEO will propose for the Board’s approval, agenda items to be discussed during the course of the year. Before each meeting, the Chairman and the CEO will review proposed agenda items that fall within the scope of responsibilities of a Board committee with the chair of that committee and distribute the agenda in advance to the Board. Any Board member may ask to include items on the agenda.
2. Board Materials Distributed in Advance – Board members shall receive materials related to agenda items in advance of Board meetings so that the directors may prepare to discuss the items at the meeting. Sensitive subjects may be discussed at the meeting without distributing written materials in advance or at the meeting.
3. Director Responsibilities – Directors must exercise their business judgment to act in the best interests of the stockholders and the Company. In discharging this obligation, directors reasonably may rely on the Company’s senior executives and its advisors and auditors. Directors are expected to attend and participate in substantially all meetings of the Board and of committees on which they serve, and to spend the time needed and prepare for and meet as frequently as necessary to discharge their responsibilities.

4. Board Presentations and Access to Employees – Members of senior management may be invited to attend part or all of a Board or Board committee meeting in order to participate in discussions. Generally, the executive responsible for an area of the Company's operations that the Board or Board committee is to consider, makes the presentation. Board members shall have complete access to all other members of management and Company employees.
5. Board Access to Independent Advisors – The Board and its committees may seek advice from outside advisors as appropriate. The Board shall have sole authority to enter into contracts for services with outside advisors, as well as approve related fees and retention terms.
6. Executive Sessions of Non-Management Directors – The non-management directors shall meet on a regular basis outside the presence of the directors who are members of management. The Company shall indicate in the Company's annual proxy statement either (i) the name of the director who shall preside at such non-management sessions, or (ii) the method by which such director will be selected, as well as the means by which interested parties can communicate directly with either such presiding director or the non-management directors as a group. If the non-management group includes directors who are not independent, at least annually there shall be an executive session including only independent directors.

#### **D. Board Committees**

1. Committees – The current Board committees are Audit, Compensation, and Nominating and Governance.
2. Assignment and Term of Service of Committee Members – The Board shall be responsible for the appointment of committee members and chairs, based on recommendations of the Nominating and Governance Committee. The Board at its first meeting following the annual meeting of stockholders shall elect the members of each committee.
3. Agenda, Frequency, Length, and Reports of Committee Meetings – The chair of each committee shall approve the agenda, length of, and attendance at each committee meeting and shall determine the frequency of meetings. Materials related to agenda items shall be given to the committee members sufficiently in advance to allow the members to prepare for discussing the items at the meeting. The committee chairs shall report a summary of their meeting to the Board following each regular committee meeting.
4. Membership – Only directors meeting the membership requirements of the applicable committee charter may serve on a committee.
5. Responsibilities – The Board shall periodically review the responsibilities of each committee and approve the committee charters, copies of which are attached to these guidelines.

#### **E. Board and Management Evaluation**

1. Formal Evaluation of the Chairman and the CEO – The Compensation Committee, in consultation with the Chairman and the CEO, shall set annual and long-term performance goals for the Chairman and the CEO. The Chair of the Compensation Committee shall lead the discussion of the Chairman's and the CEO's performance against such goals with the independent directors and communicate the Board's evaluation to the Chairman and the CEO. The Compensation Committee will use the evaluation when determining the compensation of the Chairman and the CEO.
2. Board Self-Assessment – The Board shall conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Governance Committee shall receive comments from all directors and share those comments with the Board.

Based on the comments and further discussion, the Board shall make an assessment specifically reviewing areas in which the Board and/or management believes improvements could be made to increase the effectiveness of the Board and its committees.

3. Succession Planning – The Board plans the succession to the positions of Chairman and CEO and certain other senior management positions. To assist the Board, the Chairman and the CEO shall annually assess senior managers and their succession potential. The Chairman and the CEO shall also provide the Board with an assessment of persons considered potential successors to certain senior management positions.
4. Management Development – The Chairman and the CEO should report to the Board annually on the Company's program for management development.

## EXHIBIT A

### Stanley, Inc. Director Independence Standards

The Board of Directors (the “Board”) of Stanley, Inc. (the “Company”) has adopted these Director Independence Standards to assist in its determination of director independence. To be considered “independent” for purposes of these standards, the Board must determine that the director has no material relationship with the Company other than as a director. In each case, the Board will broadly consider all relevant facts and circumstances and will apply the following standards. In addition, the Board will apply the independence standards set by the New York Stock Exchange, which are included in the standards set forth below.

1. A director will not be considered “independent” if, within the preceding three years:
  - The director was or is an employee, or an immediate family member of the director was or is an executive officer, of the Company; or
  - The director, or an immediate family member of the director, received more than \$100,000 per year in direct compensation from the Company, other than director fees and committee fees and pension or other forms of deferred compensation for prior service (provided that such compensation is not contingent in any way on continued service with the Company); except that compensation received by an immediate family member of the director for services as a non-executive employee of the Company need not be considered in determining independence under this test; or
  - The director was affiliated with or employed by, or an immediate family member of the director was affiliated with or employed in a professional capacity by, a present or former internal or external auditor of the Company; or
  - The director, or an immediate family member of the director, was or is employed as an executive officer of another company where any of the Company’s present executives at the same time serves or served on that company’s compensation committee; or
  - The director is employed by another company (other than a charitable organization), or an immediate family member of the director is a current executive officer of such company, that makes payments to, or receives payments from, the Company for property or services in an amount which, in any single fiscal year, exceeds the greater of \$1 million or 2% of such other company’s consolidated gross revenues. In applying this test, both the payments and the consolidated gross revenues to be measured will be those reported in the last completed fiscal year. This test applies solely to the financial relationship between the Company and the director’s (or immediate family member’s) current employer; the former employment of the director or immediate family member need not be considered.
2. The following relationships will not, by themselves, be considered to be material relationships that would impair a director’s independence:
  - Commercial Relationship: If a director of the Company is an executive officer or an employee, or an immediate family member of the director is an executive officer, of another company that makes payments to, or receives payments from, the Company for property or services in an amount which, in any single fiscal year, does not exceed the greater of \$1,000,000 or 2% of such other company’s consolidated gross revenues; or
  - Indebtedness Relationship: If a director of the Company is an executive officer of another company that is indebted to the Company, or to which the Company is indebted, and the total amount of either company’s indebtedness is less than 2% of the consolidated assets of the company where the director serves as an executive officer; or

- Equity Relationship: If a director is an executive officer of another company in which the Company owns a common stock interest, and the amount of the common stock interest is less than 5% of the total stockholders' equity of the company where the director serves as an executive officer; or
  - Charitable Relationship: If a director, or an immediate family member of the director, serves as a director, officer, or trustee of a charitable organization, and the Company's contributions to the organization in any single fiscal year are less than the greater of \$1,000,000 or 2% of that organization's gross revenues.
3. For relationships not covered by Sections 1 or 2 above as to which the Board believes a director may nevertheless be independent, the determination of whether the relationship is material or not, and therefore whether the director would be independent, will be made by the directors who satisfy the independence tests set forth in Sections 1 and 2 above.
  4. For the purposes of these standards, an "immediate family member" includes a person's spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and anyone (other than domestic employees) who shares such person's home. However, when applying the independence tests described above, the Board need not consider individuals who are no longer immediate family members as a result of legal separation or divorce, or those who have died or have become incapacitated.