

*Advancing Communication With
Network Strategies That Work Worldwide*



Network Strategies That Work Worldwide

Contents

- 1 *Financial Highlights*
- 2 *What We Do*
- 4 *Letter To Shareholders*
- 8 *Networks That Evolve*
- 10 *Networks That Connect People To The World*
- 12 *Networks For The Digital World*
- 14 *Networks In The Sky*
- 16 *Business Systems That Build Success*
- 18 *Financial Statements*
- 22 *Officers And Board Of Directors*
- 23 *Shareholder Information*

At Scientific-Atlanta, our goal is to help our customers enhance consumers' ability to get entertainment, exchange information and conduct transactions. With that goal in mind, we're giving our customers the tools they need to deploy systems and transform traditional networks into multi-purpose communications networks. These advanced subscriber, terrestrial network and satellite communication systems enable our customers to deliver advanced services, including:

- Interactive, real-time video entertainment
- Internet-based communication and information
- Instantaneous, highly secure business transactions
- Voice communications for remote, hard to reach locations

Such advanced services are critical to today's worldwide communication plans, as well as strategies for the future. With them, our customers can compete in the rapidly evolving telecommunications marketplace.

We at Scientific-Atlanta believe that our network strategies will help customers profitably advance the communications services they deliver, in ways that provide value to our investors. We're pleased to take this opportunity to show you how.

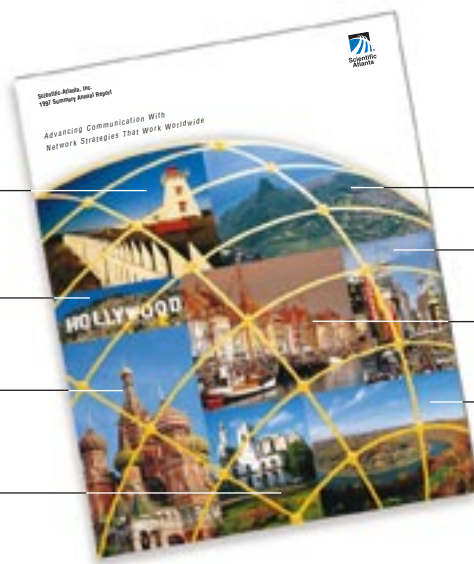
On Our Cover

New Brunswick, Canada, where Fundy Communications will offer data services with Scientific-Atlanta cable modems (p. 13)

Southern California, where MediaOne has deployed the 8600[®] set-top, which will be used with Scientific-Atlanta's Continuum[™] products (pp. 10-11)

Moscow, Russia, where Technocom is using Scientific-Atlanta's Skylinx[™] equipment to expand telecommunications services (p. 15)

Buenos Aires, Argentina, where Multicanal Argentina will provide advanced multimedia services using our terrestrial network products (p. 9)



South Africa, where Transtel integrated Skylinx and SkyRelay[®] products into existing satellite networks (p. 15)

Shanghai, China, where the stock exchange is increasing efficiency with Scientific-Atlanta's SkyRelay products (p. 15)

Denmark, where recently acquired Arcodan A/S strengthens our position in Europe (p. 9)

The New Jersey Shore, where Lenfest's Suburban Cable will offer advanced services to area subscribers (p. 8)

Financial Highlights

Scientific-Atlanta, Inc. and Subsidiaries

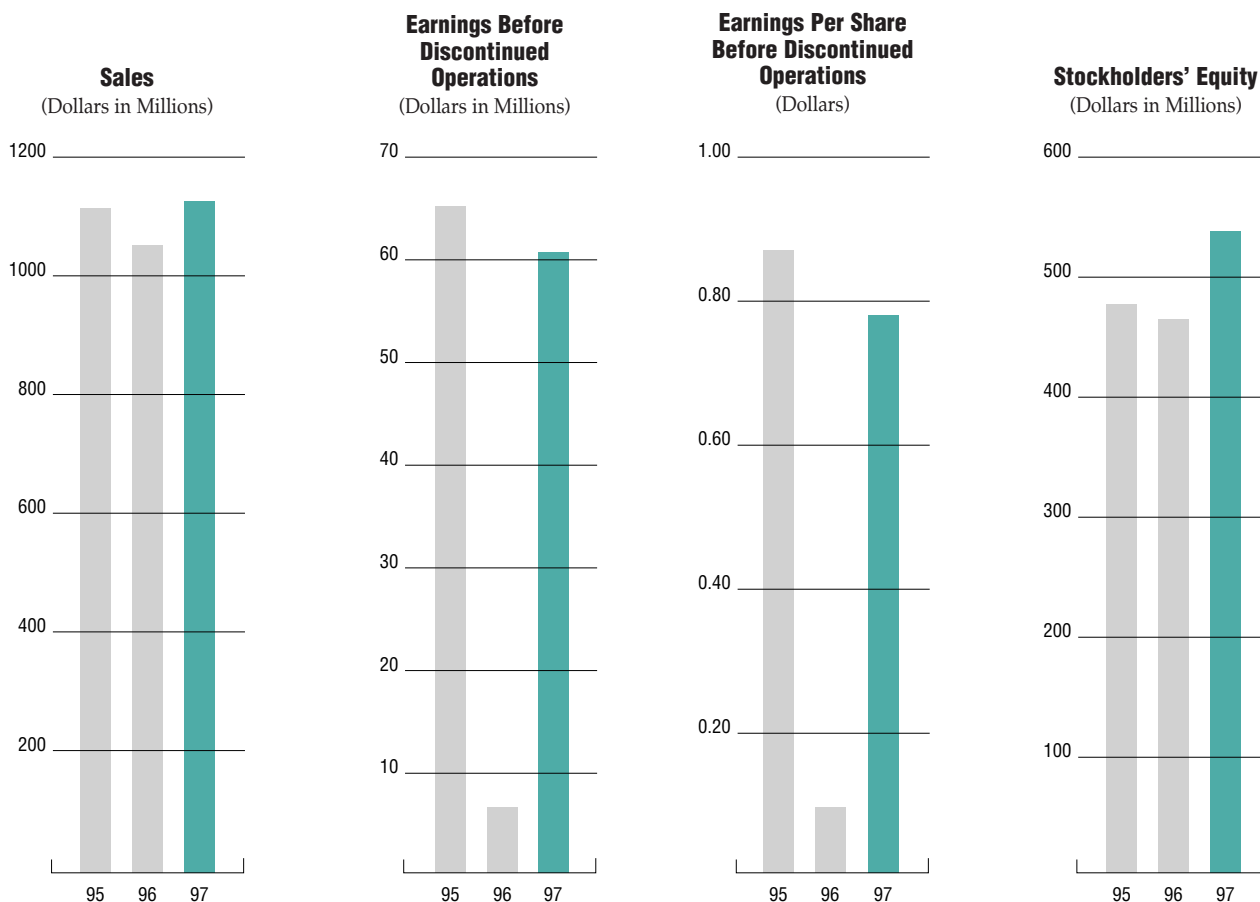
(Dollars in Thousands, Except Per Share Data)⁽¹⁾

	1997	1996	1995
Sales	\$1,168,245	\$1,047,901	\$1,118,057
Earnings Before Discontinued Operations	\$ 60,642	\$ 7,176 ⁽²⁾	\$ 65,967
Earnings Per Share Before Discontinued Operations	\$ 0.78	\$ 0.09 ⁽²⁾	\$ 0.86
Stockholders' Equity	\$ 532,650	\$ 463,652	\$ 474,189
Stockholders' Equity Per Share	\$ 6.84	\$ 6.02	\$ 6.16

(1) During the first quarter of fiscal 1996, the Company decided to discontinue its defense-related businesses in San Diego, California because these businesses were not aligned with the Company's core business strategies. Sales and earnings for 1995 have been restated to reflect the discontinuance of these defense-related businesses.

(2) Earnings before discontinued operations of \$7.2 million include after-tax charges of \$19.5 million (\$0.25 per share) related to an arbitration award and \$9.9 million (\$0.14 per share) to write off purchased in-process technology.

Note: Scientific-Atlanta's fiscal year ends on the Friday closest to June 30 of each year.



What We Do

Scientific-Atlanta gives its customers what they need to deliver entertainment and information around the globe

Scientific-Atlanta manufactures and delivers the products and services our customers need to develop advanced subscriber, terrestrial network and satellite communication systems. Cable operators, broadcasters, telephone and utility companies, governments and corporations worldwide depend on our more than 45 years of experience and expertise to help them connect people around the globe with entertainment, information and each other.

Through our metropolitan Atlanta, Georgia headquarters, worldwide offices and representatives in more than 70 countries, we innovate new applications and invest in intensive research and development programs to add value to our customers' businesses.

Terrestrial Network Systems Help Our Customers:

- ▶ Efficiently and securely receive, process, and transmit programming to subscribers
- ▶ Increase the amount of fiber optics in the network to respond to new service demands without abandoning existing infrastructures
- ▶ Optimize two-way communications performance regardless of current or future architecture
- ▶ Ensure network reliability with Surge Resistant™ Circuitry
- ▶ Expand bandwidth for more channels
- ▶ Maximize space use within headend facilities
- ▶ Significantly reduce network support costs
- ▶ Conduct maintenance without shutting down the network

Subscriber Network Systems Help Our Customers:

- ▶ Give consumers
 - More video channels
 - High-clarity, digital video and sound
 - Real-time video-on-demand
 - Personalized streams of broadcast information
 - Instantaneous home shopping transaction capabilities
 - High-speed Internet/World Wide Web access and services
 - Electronic mail and messaging
- ▶ Securely facilitate, track, authenticate and charge for financial transactions
- ▶ Monitor, manage, configure and maintain digital network functions and activity — from headend to set-tops — via a graphical user interface

Satellite Network Systems Help Our Customers:

- ▶ Deliver advanced services like interactive viewing guides, and password protection for access to certain channels
- ▶ Provide local information like weather updates, Internet data and classified advertising, with existing bandwidth
- ▶ Enable geosynchronous and Low Earth Orbiting satellites to communicate with networks on Earth
- ▶ Deliver hand-held satellite phone and remote object tracking services virtually anywhere in the world
- ▶ Automatically monitor and manage utility service usage
- ▶ Maximize bandwidth to generate new revenues — through new broadcast services or sales of excess bandwidth
- ▶ Connect multi-site business enterprises
- ▶ Bring telephone and data communications services to areas where geography and/or weather make terrestrial networks impractical



Letter To Shareholders

The Year In Review

Our leadership in the design and implementation of networks is helping our customers migrate from analog to digital technology so that they can offer more advanced entertainment and communication services.

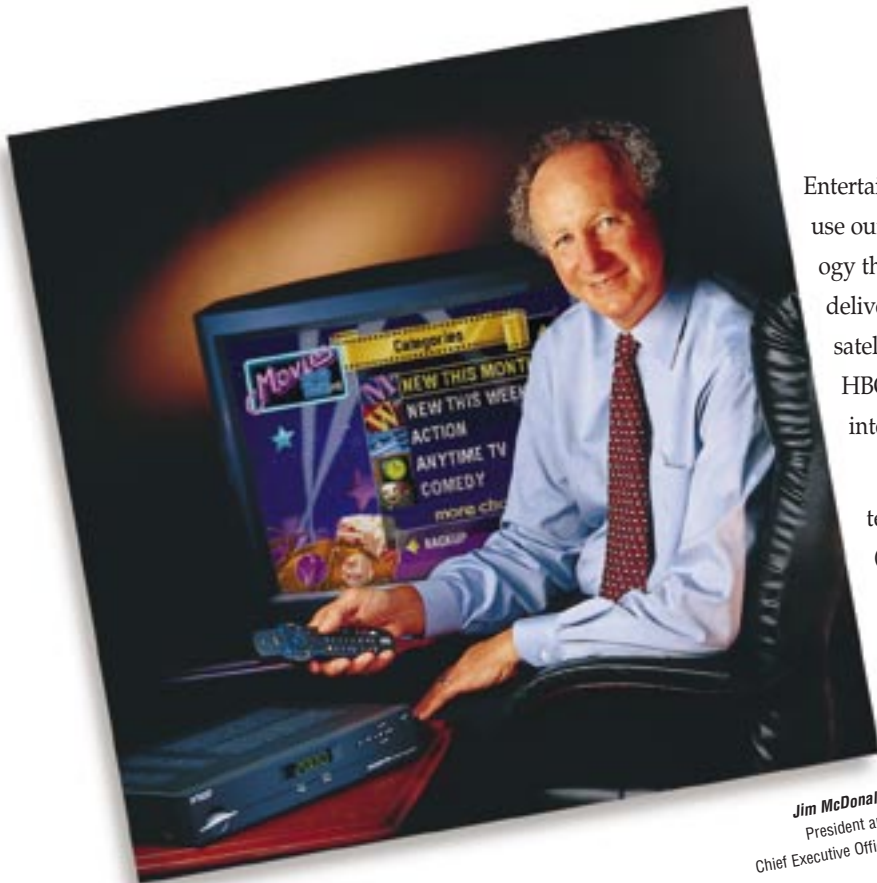
I am pleased to report that fiscal year 1997 was a good year for Scientific-Atlanta. We experienced all-time record sales of \$1.17 billion, compared with \$1.05 billion the previous year — an 11 percent increase. New orders of \$1.26 billion were also an all-time record, surpassing last year's orders of \$985 million by 28 percent. Net earnings from continuing operations were \$60.6 million, or \$0.78 per share, compared with \$7.2 million, or \$0.09 per share in fiscal year 1996. Our balance sheet remains strong with a cash balance of \$107.1 million at the end of the fiscal year, an increase of \$86.2 million from the end of the previous fiscal year.

Sales of our analog subscriber network offerings, led by the 8600^{x™} set-top, continue to reflect Scientific-Atlanta's leadership in this important area of technology. We shipped 470,000 units in the fourth quarter, 1.1 million units this fiscal year and more than 2.2 million units to more than 100 customer headends in total, making the 8600^x set-top one of the most successful products in our company's history.

Our leadership in the design and implementation of networks is helping our customers migrate from analog to digital technology so that they can offer more advanced entertainment and communication services. The 8600^x advanced analog set-tops and Explorer[®] 2000 digital set-tops are key elements of that strategy. Because of the demand for these products, we more than doubled our state-of-the-art set-top manufacturing facility in Juarez, Mexico.

This fiscal year, Time Warner Cable finalized its selection of Scientific-Atlanta as the primary supplier for its *Pegasus* project to bring next-generation digital video services to the company's United States cable subscribers. We will supply up to 550,000 Explorer 2000 digital set-tops, as well as digital headend systems, network control and management software, and product integration services. This contract reflects the confidence of one of the largest cable television operators in our ability to deliver networks and systems capable of providing two-way, real-time interactive video communications. Microsoft Corporation has also endorsed the concept of communications over real-time, two-way cable networks with its investment in the cable industry this year.

Our acquisition of ATx Telecom Systems, Inc. last year strengthened our optoelectronics capabilities with its leading edge technology and broad set of patents. Our acquisition of Arcodan A/S, a prominent Danish manufacturer of headend systems, optoelectronics and RF distribution products, has strengthened our position in Europe. Scientific-Atlanta's position in the optoelectronics market has been further enhanced by the success of our PRISMA[™] optoelectronic product family, which helps operators connect cable headends for economical digital video transport and develop regional cable networks. Our Continuum[™] headend system, introduced this fiscal year, provides a new level of headend efficiency and performance.



Jim McDonald
President and
Chief Executive Officer

The Family Channel, Showtime, C-SPAN 3, VH1, E! Entertainment Television and The Weather Channel all committed to use our PowerVu® satellite communications digital compression technology this fiscal year. They will use this technology to customize and deliver programming content more efficiently and cost-effectively via satellite. Additionally, programmers and developers such as ESPN, HBO, Discovery Channel and PanAmSat continue to reinforce our international leadership in digital compression satellite technology.

Scientific-Atlanta's communications and tracking technology has aided rollouts of initial Low Earth Orbiting (LEO) satellite-based mobile communication systems. Our ground stations are already tracking Motorola's first IRIDIUM® communications satellites, which will provide hand-held satellite phone and pager service, virtually anywhere in the world. During the fiscal year, we also began to support ORBCOMM Global, L.P.'s ORBCOMM® Little Low Earth Orbiting (LLEO) satellite-based remote utility monitoring and worldwide shipment tracking services.

Last year, we announced a strategy of focusing our global sales and services in four major regions of the world: Asia Pacific, Europe/Africa/Middle East, Latin America and North America. This regional attention enables us to make decisions closer to our customers. In fiscal year 1997, we added new management, additional sales and service resources and opened new offices in Mexico City, Madrid and New Delhi to strengthen our international operations.

Our R&D efforts continue to help our customers solve major technical challenges, such as those associated with sending two-way simultaneous communications over a hybrid fiber-optic and coaxial cable (HFC) network. This year, our subscriber R&D efforts were primarily in two areas: improved performance and features for the 8600^x set-top and implementation of our digital video network with the Explorer 2000 set-top. Improvements to the 8600^x set-top include the instantaneous program selection capabilities of our interactive viewing guide and software that makes it easier for operators to create and transmit "virtual channels" that communicate information without depleting video program channels.

This fiscal year, the Academy of Television Arts & Sciences recognized our pioneering work in digital video compression technology with an Emmy®. The award corroborated our long-standing commitment to developing and implementing international standards.

Our digital platform development work enables services such as Internet and World Wide Web access, as well as delivery of digital video programming. It also includes network management capabilities, which allow operators to provide world class consumer service. Now, for the first time, network operators can click on an icon and pull up a rich set of operational diagnostics from the headend to individual set-tops, including in-home wiring. Our work on these applications and on our integrated networks is an important element of our strategy to respond to our customers' needs as the telecommunications industry evolves.

Also in this fiscal year, the Academy of Television Arts & Sciences recognized our pioneering work in digital video compression technology with an Emmy®. The award corroborated our long-standing commitment to developing and implementing international standards.

Our Role in the Changing Marketplace In last year's annual report, I noted that the industry was undergoing a period of regulatory transition and uncertainty. Following the Telecommunications Act of 1996, U.S. cable operators slowed their network development efforts to reassess options and priorities for the future. One year after the telecommunications legislation, our customers have begun to solidify and implement their strategies. Capital spending is up, particularly in the areas of HFC terrestrial networks and subscriber system upgrades. Operators are beginning to migrate toward more sophisticated services and applications. This migration strategy is enabling the television to become the information as well as the entertainment gateway to the home.

The first step in the migration process is to move from conventional analog broadcast systems to advanced analog systems that enhance video transmissions with digital services such as interactive viewing guides and virtual channels. The next step on the migration path occurs as broadband operators upgrade to higher quality networks with more bandwidth. These improvements support our customers' strategies to gain operational efficiency as they consolidate individual headends into regional "super headends." They also allow operators to "narrowcast," offering locally-oriented content and services to specific areas. The final step in the migration takes place as operators deliver two-way, real-time interactive applications, including high speed Internet access, to digital set-tops.

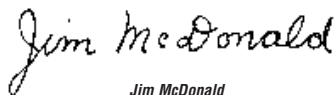
Through the introduction of new products and selective acquisition, Scientific-Atlanta will continue to grow and leverage our leadership for shareholder return.

We began developing such networks four years ago for Time Warner and later for U S West, PacBell and BellSouth. In fact, we will deliver the fourth generation of our digital system and Explorer set-top as part of the Pegasus contract. Other companies are now seeking to enter this market, but Scientific-Atlanta is the only company that has created two-way, interactive, HFC digital networks for actual usage by thousands of consumers.

Our digital network will support services such as video-on-demand, Internet access, e-mail, electronic commerce, "push technology" that delivers personalized content, and real-time transactions. PowerTV, Inc., our majority-owned subsidiary in Silicon Valley, will provide both the digital operating system and HyperText Markup Language (HTML) capability. Using HTML, the standard language of the World Wide Web, third-party developers around the world will be able to write Internet-based applications for our platform. PowerTV couples this capability with its Eagle™ graphics engine to enable the highly efficient transmission and display of crisp, high-quality graphics, text and animation on consumer televisions.

Scientific-Atlanta's open-standards-based PowerVu digital video compression system will continue to evolve to support customer needs for flexible digital video distribution. LEO applications such as hand-held, one-number global phone service and LLEO satellite applications such as asset tracking, Supervisory Control and Data Acquisition (SCADA) and remote meter reading will develop as the LEO and LLEO satellite networks fill out their constellations over the next few years. Additionally, we see strong demand in the foreseeable future for satellite voice and data communications in the developing world, where communications are critical to economic growth.

Implications for the Future The demand for entertainment and information access is increasing worldwide. Our customers need systems that can deliver that access. I believe we are meeting that need, both domestically and internationally, by taking a leadership role in technology and in application support and development. As a result, through the introduction of new products and selective acquisition, Scientific-Atlanta will continue to grow and leverage our leadership for shareholder return.



Jim McDonald
President and
Chief Executive Officer

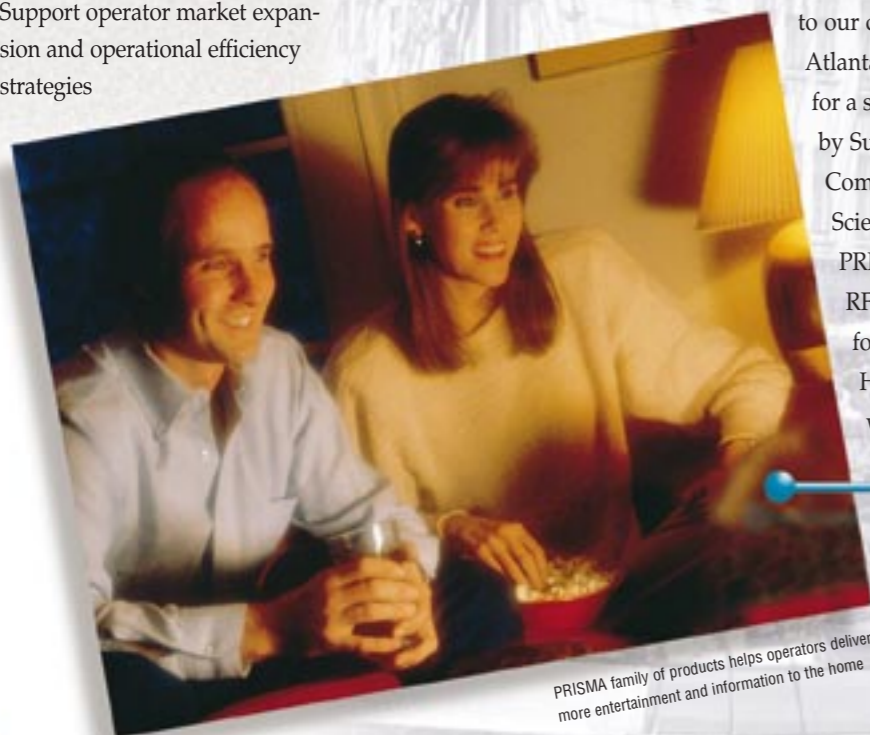
Networks That Evolve

Scientific-Atlanta Terrestrial Network Systems

HFC Solutions Help Customers

Achieve Potential How do broadband cable operators build networks that can adapt, no matter what services their customers demand? We at Scientific-Atlanta help our customers address this question with an excellent understanding of two-way, real-time digital transmission technology. This understanding enables us to help our customers build terrestrial networks that:

- Enable the delivery of real-time, two-way, interactive services
- Help operators generate revenues without abandoning existing infrastructures
- Are always on, so consumers can connect instantly, without cumbersome dial-up procedures
- Support operator market expansion and operational efficiency strategies



PRISMA family of products helps operators deliver more entertainment and information to the home

Network upgrades are critical to the cable industry's ability to deliver and profit from advanced broadband services. Industry data indicates that in year 1997, United States cable operators alone spent approximately \$3.8 billion — nearly 45 percent of their total estimated capital expenditures — on hybrid fiber/coax (HFC) terrestrial network and subscriber system upgrades.

Bookings for Scientific-Atlanta optoelectronic products accelerated to an all-time high this year. We believe that this growth reflects both the increasing importance of optoelectronics in our customers' networks, and the quality of the optoelectronic systems we offer.

Unique Solutions for Unique Customer Needs The right network architecture for any customer depends on demographics, geography, existing equipment and desired service offerings. That's why we introduced the PRISMA family of optoelectronic transmission products. These products can be combined in several ways to deliver the optimum combination of wide-area broadcast services, narrowcasting applications such as specially targeted advertising, headend consolidation with Synchronous Optical Network (SONET) and Synchronous Digital Hierarchy (SDH) networks, and an easy migration path from analog to digital networks and applications.

The PRISMA family of optoelectronic products enables operators to customize channel lineups by region and increase their capacity for more services, which may include:

- Analog Video
- Digital Video
- Internet Data

Scientific-Atlanta's PRISMA optoelectronic family offers significant depth, breadth and flexibility so we can design systems according to our customers' needs. For example, this year, Scientific-Atlanta was selected to supply the transmission equipment for a state-of-the-art broadband network to be constructed by Suburban Cable TV Co. Inc., a subsidiary of Lenfest Communications, Inc. Suburban Cable will purchase Scientific-Atlanta transmission products, including our PRISMA 1550 nm and 1310 nm optoelectronic transmitters, RF electronics, and multimedia taps and passives over a four-year period as the network is upgraded to a 750 MHz HFC network with reverse path capability. The upgrade will enable Suburban Cable to deliver additional channels,



Lenfest subsidiary, Suburban Cable, is upgrading networks to offer advanced services to customers

digital services — including video, data and voice — and other advanced multimedia services to nearly one million subscribers in their 18,000 mile network located in the New Jersey/Delaware/Pennsylvania area.

In markets outside of North America, our PRISMA products are enhanced by this year's introduction of the Adaptis® broadband transmission platform. Unique in that it has both RF and optoelectronic amplification capabilities, Adaptis is our first HFC platform designed specifically to support international networks.

This year also marked our announcement of the Continuum headend system, which includes new analog and digital hardware as well as advanced client/server element manager software. Its seamless remote monitoring and control capabilities and excellent space efficiency help our customers:

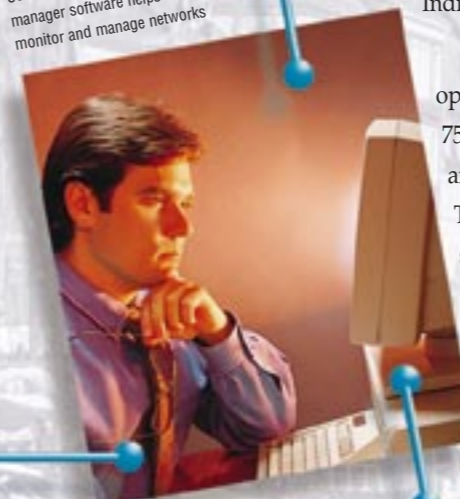
- Migrate from analog to digital architecture
- Maximize space within headend facilities
- Isolate potential problems before they affect vital operations
- Significantly reduce support costs

International Growth and Expansion This year, Scientific-Atlanta completed the purchase of Arcodan A/S, a headend, optoelectronic and RF distribution equipment manufacturer in Denmark. This acquisition helped us strengthen our European presence and augment our international terrestrial products with our first major manufacturing operation in Europe.

As we opened our first Indian office in New Delhi, we also announced an agreement for sales, service and manufacturing of Scientific-Atlanta's broadband network products in India by Punjab Wireless Systems Limited (Punwire), a key player in India's telecommunications industry.

Also this year, Multicanal Argentina, the largest multiple systems operator in Latin America, announced plans to upgrade its broadband network to 750 MHz with Scientific-Atlanta equipment including multimedia taps, RF amplifiers, and our element manager status monitoring and control system for the HFC network. The upgrade will enable Multicanal Argentina to provide advanced multimedia services for its Buenos Aires subscribers.

Continuum advanced element manager software helps customers monitor and manage networks



PRISMA optoelectronic family

Adaptis international transmission platform

Continuum headend system



New Products Introduced This Fiscal Year

Networks That Connect People To The World

Scientific-Atlanta Advanced Analog Subscriber Systems

Enhancing the Viewing Experience

Fiscal year 1997 was an active year for our subscriber businesses, specifically because of the advanced capabilities of our subscriber networks — the systems that transport signals to the television. Our advanced analog systems help our customers:

- ▶ Match individual subscriber tastes and budgets with a variety of channel tiers
- ▶ Deliver advanced services to customers, including the ability to:
 - View and record programs more conveniently than ever with interactive viewing guides
 - Order premium events with one-touch ordering
 - Restrict viewing of specific programs with parental control capabilities
- ▶ Provide community-oriented information without using existing broadcast video channels

Acceptance of Advanced Analog Systems

This year, customers throughout the industry embraced 8600^x set-tops, as we shipped 1.1 million units in our 1997 fiscal year. When Time Warner Cable packaged the 8600^x set-top with groupings of new channels to increase subscriber revenues, the results were excellent. Indeed, Time Warner's customers gave the interactive viewing guide on the 8600^x set-top satisfaction ratings as high as those seen for HBO in the early 1980's. As MediaOne has deployed the 8600^x set-top over the past two years, they have received strong positive consumer feedback as well, according to a study conducted by the Society of Cable Television Engineers (SCTE).

HOLLYWOOD



Consumer acceptance has made the 8600^x set-top one of the most successful products in our history



Virtual channels deliver messages, advertisements and local information

8600^x set-top

The key to this acceptance is twofold. First, the 8600^x set-top enables our customers to offer numerous new service tiers. By offering new groupings of channels as part of an expanded lineup, operators are able to improve revenues. Second, Scientific-Atlanta's advanced analog systems also include our interactive viewing guides, which show viewers the programs that are scheduled on all channels up to 24 hours in advance. Viewers can scroll with their remote control to the station, program or time in which they are interested, then press a button to jump to that channel or schedule viewing at a later time. Conventional cable viewing guides only show programs an hour and a half in advance and require viewers to wait for the program offerings to scroll. By contrast, our interactive viewing guides give consumers more information with an instantaneous program selection/viewing experience.

This year, we announced the planned release of the Virtual Channel Express software suite that will make it easier for our advanced analog customers to generate low-cost virtual channels. The software suite is expected to include mini-applications that will enable customers to download and broadcast content directly from the World Wide Web, increase interest in pay-per-view movies and events and provide local news and emergency information.

To follow these achievements, we will pursue the next wave of revenue-generating consumer applications. This next stage of advanced analog technology will enable our customers to add exciting new capabilities to their systems and to phase in their migration from analog to digital video systems.

MediaOne has deployed the 8600^x set-top throughout the Los Angeles, California area. They will be used with our Continuum headend products to deliver new services



Networks For The Digital World

Scientific-Atlanta Digital Subscriber Network Systems

Scientific-Atlanta Digital Strategies

The success of Scientific-Atlanta's advanced analog systems opens the door to interactive services for consumers. Digital technology enables our customers to deliver even more advanced applications, such as Internet access and real-time video-on-demand. Broad acceptance of these applications will depend on business models that work for our customers and on the ability of:

- Entrepreneurs to develop desirable applications
- Operators to monitor and manage networks carrying the applications
- Operators to facilitate and charge for online transactions
- Consumers to connect to the applications faster than over other media

Applications Development with Open Standards

Open standards allow developers to create new applications which will be able to operate together with other products and video programs on the same network. This will speed the evolution of the industry. Scientific-Atlanta has played a significant role in new development processes for industry standards and we were a leader in the development of the Moving Pictures Experts Group (MPEG) video compression standards. Our other standards development efforts include MPEG-2, Digital Video Broadcast (DVB) standards for digital broadcasting, and the Digital Audio Video Council (DAVIC) standard for multimedia video.

Scientific-Atlanta's open-standards-based digital network technology is helping Time Warner bring next-generation digital video services to its United States cable subscribers. We will supply up to 550,000 Explorer 2000 analog/digital set-tops, which include the PowerTV® operating system and PowerKEY™ security system, as well as digital headend systems, network control and management software, and product integration services.

We also license third-party technologies where necessary, such as algorithms within our PowerKEY technology, to maximize our licensees' ability to succeed. We have licensed our PowerKEY conditional access system and the PowerTV operating system to Toshiba Corporation and Pioneer New Media Technologies, Inc. to enable them to supply fully interoperable analog/digital set-tops. Scientific-Atlanta's integrated video circuit chips that comply with other major standards are also available for licensing.

Instant Connectivity for Consumers

Unlike one-way digital broadcast systems, Scientific-Atlanta's digital video systems will enable operators to reliably offer two-way communication using the reverse path in real-time, so that data flows back and forth instantaneously between the end user and the headend. Revenue generation potential for operators who take advantage of our unique reverse path expertise will come from services that include:

- *Real-Time Video-on-Demand*, with no delays in ordering or transmission
- *Internet/World Wide Web* access and e-mail
- *"Push Technology,"* customized information delivered on demand
- *Online Commerce*, with instantaneous ordering

Comprehensive Monitoring and Management for Operators

Scientific-Atlanta's digital platform includes a Digital Network Control System (DNCS) which gives operators outstanding control over their digital networks. The DNCS allows operators to monitor, configure and manage digital elements of their systems, from the headend down to individual set-tops, all from a single workstation. This means they can easily identify and eliminate potential problems, dynamically establish and revise channel lineups, and record and fulfill orders for premium services and pay-per-view events.

Online Commerce and Transactions

The ability to facilitate online transactions has tremendous revenue generation potential for operators. Transaction security, however, has become a most pressing issue. Operators must now assure the confidentiality of private subscriber information, as well as prevent signal theft. Scientific-Atlanta's DNCS includes the PowerKEY conditional access system, which helps operators protect their offerings — and their customers.

Traditional security systems use individual security codes, known only by the operator and the end user. To protect security, these codes can typically support only one service provider. The PowerKEY system uses the public key technology used on the Internet. This dual key system works in much the same way that a safety deposit box does, requiring the bank's key in addition to the customer's key. This additional feature gives our customers the stability to support a broad range of application and service providers, thereby enabling the greatest revenue producing potential.

Faster Internet Access

The ability to send and receive data, as well as video, over two-way, broadband networks is required for advanced applications. Scientific-Atlanta helps broadband operators deliver this capability with high quality and reliability, over HFC networks. This can allow people within the same cable system to communicate and share information in much the same way that a Local Area Network (LAN) allows communication and file sharing in an office environment.

The potential for our customers to generate additional revenues by providing Internet service is very high, based on recent trials. Subscribers will be able to access the Internet much faster than with a traditional telephone line or high-speed ISDN line, for less than the average cost of ISDN access. Indeed, this year, Atlantic Canada cable operator, Fundy Communications Inc., brought Scientific-Atlanta dataXcellerator™ cable modems to their market in order to offer new services via their extensive fiber-optic network.



Scientific-Atlanta's digital platform will provide exciting new services



Explorer 2000 set-top



Scientific-Atlanta technology enables instantaneous, high speed Internet access

DNCS enables workstation-based network monitoring and management

Explorer 2000 remote control used in Time Warner's Pegasus project

Networks In The Sky

Scientific-Atlanta Satellite Network Systems

Worldwide Acceptance of

PowerVu Technology In less than two years since its launch, growing customer acceptance of PowerVu digital video compression technology has led to its use in 140 countries throughout the world. From Asia, Hongkong Telecom broadcast the news of the territory handover using our digital equipment. France Telecom's GlobeCast™ launched Bloomberg Information Television in France, Germany and Italy with PowerVu. Another indication of PowerVu's acceptance was its certification for use in China by the Ministry of Radio, Film and Television.

In the domestic arena, programmers such as E! Entertainment Television, CBS Eye on People, The Family Channel and VH1 have launched new or expanded programming using PowerVu systems. Additionally, The Weather Channel is scheduled to roll out PowerVu technology in the United States to customize local forecasts using a variety of new, digital imaging capabilities. Specialty business television networks for the U.S. Postal Service, Armed Forces Radio and Television Service and investment specialists Edward D. Jones, and Company rely on PowerVu technology to deliver training, programming and diverse services.

This fiscal year, we expanded our applications and enhanced PowerVu's reputation as one of the most flexible platforms available. Our MetroMux™ software offers global programmers and service providers valuable drop/add programming delivery options that protect picture quality and reduce equipment costs. The new PowerVu business satellite receiver provides the price and feature set essential for competing in the business TV marketplace. The PowerVu Command Centre 3000 now provides network management, security and decoder control for teleport and network operator applications for large, worldwide operations.

Tracking for a New Communications Infrastructure Scientific-Atlanta's communications and tracking business provides products, systems and technologies that locate, track and communicate with new constellations of orbiting satellites. These satellites are designed to make seamless global telephone and data communications a reality. The precise tracking capability of Scientific-Atlanta's satellite ground stations ensures the vital communications link with satellites in high, medium or low Earth orbit. The satellites and ground stations create a space-borne communications infrastructure capable of supporting a wide variety of applications.



Launch of Iridium LEO satellites, tracked by Scientific-Atlanta earth stations



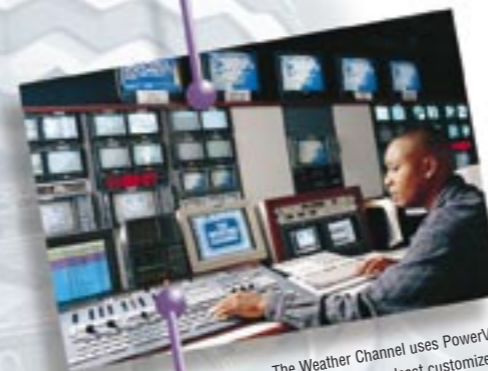
Skylinx and SkyRelay products help Transtel communicate critical information to and from a healthcare train in South Africa

Meeting International Telephony and Data Challenges Performance for telephony and data satellite customers in Asia and Africa and an emerging role in Eastern Europe were supported by two products. The new Skylinx™ Series 8000 satellite telephony platform provides enhanced performance through new digital signaling and interface capabilities. The SkyRelay® Series 3000 data platform serves companies that were formerly unable to justify the cost of a multi-location data network.

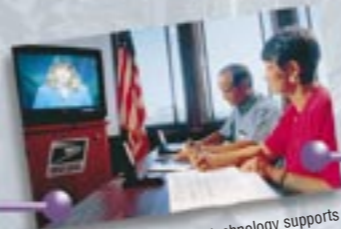
In South Africa, Transtel was an early adopter of both products, integrating them into its existing Skylinx network. Similarly, Siemens Atea in Tanzania selected the new Skylinx system for its support of future advanced services such as ISDN network access. PTC Papua New Guinea replaced terrestrial communications with a Skylinx satellite network to overcome the island nation's mountainous terrain and improve rural medical and educational services.

Our second phase of involvement with Technocom is bringing essential telecommunications infrastructure to Russia. Skylinx and Intermediate Data Rate (IDR) equipment and earth stations enable Technocom to provide Internet gateway access and high-capacity long distance service between Russia's major cities.

The Shanghai Stock Exchange (SSE) replaced an inefficient manual brokerage process with a SkyRelay satellite data network to streamline buyer/broker transactions into one swift electronic step. The network significantly reduces operating costs by reducing SSE's bandwidth requirements.



The Weather Channel uses PowerVu technology to broadcast customized, local forecasts



PowerVu technology supports U.S. Postal Service training



Skylinx Series 8000 satellite telephone communications platform

Business Systems That Build Success

Scientific-Atlanta Organizational Improvements

Improving Manufacturing with New Processes and Consolidation

This year, we began to implement the IMPACT process to Improve Product-excellence And Cycle Time in several major business units. With this process, we formalized our new product development efforts and significantly improved the quality of the products we release to our markets. In the coming year, we expect to expand these results across the company as we continue the rollout of IMPACT to all Scientific-Atlanta business units.

We continued to consolidate many of our Georgia manufacturing operations under one roof, which has helped us increase efficiency through shared resources. We also more than doubled the space in our state-of-the-art manufacturing facility in Juarez, Mexico, adding another 124,000 square feet to our existing capacity. On target with plans to manufacture one million set-tops per year at the facility, we ramped up production of our 8600^x set-top from zero in the first quarter to 267,000 set-tops in the fourth quarter. We are producing our Explorer 2000 digital set-tops in Juarez, as well.

Implementing New Systems for Operational Efficiency This fiscal year, Scientific-Atlanta introduced a new set of systems and processes across the entire company for finance, order entry, invoicing, procurement, manufacturing, quotes and customer service. Our SAP™-based Global Enterprise Management System (GEMS) enables us to better respond to individual customer needs, increase accuracy of our forecasting, and assure that we procure the best quality, best-priced components across all of our business units. This coming year, we plan to complete the worldwide rollout of this important system.

Also this year, Scientific-Atlanta implemented an intranet application that gives us a complete, continually updated source of information regarding our customers, competitors, suppliers and ourselves, coupled with ever-evolving sources of information on the Internet.

Fostering Supplier Relationships for a Competitive Edge Scientific-Atlanta's relationships with suppliers form an important network that supports our customers. This year, ongoing efforts to communicate our markets' and customers' needs to our suppliers helped us reduce our manufacturing materials expenses by 10 percent. We are able to take advantage of many of our suppliers' specific expertise to develop technologies faster and more efficiently than we could on our own. Good strategic supplier relationships allow us to respond to changes in customer schedules as rapidly as possible, on a direct basis, at little cost.

Building on a Responsive Management Structure To bring sharper focus to business decisions and operations, we implemented a new management structure in fiscal year 1996. The Corporate Management Committee (CMC) addresses strategic issues, long-term goals, alliances, mergers and acquisitions, and human resources decisions. The Corporate Operating Committee (COC) addresses the operational issues, policies, procedures and process requirements to meet our business plan. As a result, we have been able to greatly expand our ability to make timely decisions based on solid data and analysis.

This coming year, we expect to expand our emphasis on excellence with initiatives in the areas of quality, asset management and human resources. We will work to decrease cycle time, reduce costs of business and improve the quality of products and services. We will further centralize operations, cut costs and improve processes. We will also continue to develop our management, acquiring the knowledge and tools that will best enable us to take Scientific-Atlanta forward into the 21st century.



Scientific-Atlanta has more than doubled the space in its Juarez, Mexico facility, where the 8600^x and Explorer 2000 set-tops are produced



New systems and processes improve efficiency and responsiveness at Scientific-Atlanta

Financial Statements

Fiscal Year 1997

Scientific-Atlanta, Inc. and Subsidiaries

Contents	Page
Statement of Financial Position	19
Statement of Earnings	20
Statement of Cash Flows	21

Statistical Summary

(Dollars in Thousands, Except Per Share Data)⁽¹⁾

	1997	1996	1995	1994	1993
Sales	\$1,168,245	\$1,047,901	\$1,118,057	\$ 755,923	\$ 666,033
Net Earnings (Loss)	\$ 64,042 ⁽²⁾	\$ (6,034) ⁽³⁾	\$ 63,540	\$ 35,022 ⁽⁴⁾	\$ 19,974 ⁽⁵⁾
Primary Earnings (Loss) Per Share	\$ 0.82 ⁽²⁾	\$ (0.08) ⁽³⁾	\$ 0.83	\$ 0.46 ⁽⁴⁾	\$ 0.27 ⁽⁵⁾
Cash Dividends Paid Per Share	\$ 0.06	\$ 0.06	\$ 0.06	\$ 0.06	\$ 0.05 %
Working Capital	\$ 347,340	\$ 301,054	\$ 339,665	\$ 302,771	\$ 280,616
Total Assets	\$ 823,615	\$ 763,322	\$ 785,264	\$ 640,219	\$ 524,210
Stockholders' Equity	\$ 532,650	\$ 463,652	\$ 474,189	\$ 395,646	\$ 352,890
Sales Per Employee	\$ 207	\$ 240	\$ 265	\$ 224	\$ 220
Gross Margin % to Sales	30.7%	27.3%	28.2%	30.4%	27.2%
Return on Sales Before Discontinued Operations and Accounting Changes	5.2%	0.7%	5.9%	4.4%	2.9%
Return on Average Stockholders' Equity	13.0%	(1.3)%	14.7%	9.5%	6.1%

(1) During the first quarter of fiscal 1996, the Company decided to discontinue its defense-related businesses in San Diego, California because these businesses were not aligned with the Company's core business strategies. Sales in prior years have been restated to reflect the discontinuance of these defense-related businesses.

(2) Net earnings of \$64.0 million include an after-tax gain of \$3.4 million (\$0.04 per share) from the sale of the Company's defense-related businesses in San Diego, California.

(3) Net loss of \$6.0 million includes after-tax charges of \$19.5 million (\$0.25 per share) related to an arbitration award, \$9.9 million (\$0.14 per share) to write off purchased in-process technology, and \$13.2 million (\$0.17 per share) for discontinued operations.

(4) Net earnings of \$35.0 million include an after-tax charge of \$11.9 million (\$0.15 per share) to settle securities class action litigation.

(5) Net earnings of \$20.0 million include an after-tax charge of \$4.7 million (\$0.06 per share) for the cumulative effect of changes in accounting for postretirement benefits, postemployment benefits and income taxes.

Note: Scientific-Atlanta's fiscal year ends on the Friday closest to June 30 of each year.

Condensed Consolidated Statement of Financial Position

(In Thousands)

	1997	1996
Assets		
Current Assets		
Cash and Cash Equivalents	\$ 107,143	\$ 20,930
Receivables, Net	238,179	252,882
Inventories, Net	209,570	215,767
Deferred Income Taxes	31,323	50,979
Other Current Assets	<u>10,886</u>	<u>22,413</u>
Total Current Assets	597,101	562,971
Property, Plant and Equipment, Net	166,420	150,599
Other Assets	<u>60,094</u>	<u>49,752</u>
Total Assets	<u>\$ 823,615</u>	<u>\$ 763,322</u>
Liabilities and Stockholders' Equity		
Current Liabilities		
	\$ 249,761	\$ 261,917
Other Liabilities	41,204	37,753
Stockholders' Equity	<u>532,650</u>	<u>463,652</u>
Total Liabilities and Stockholders' Equity	<u>\$ 823,615</u>	<u>\$ 763,322</u>

Financial Position Highlights

Scientific-Atlanta had stockholders' equity of \$532.6 million and cash and cash equivalents of \$107.1 million at June 27, 1997. The current ratio at June 27, 1997 was 2.4:1, as compared to 2.1:1 at June 28, 1996.

Cash and cash equivalents at the end of 1997 were \$107.1 million, up \$86.2 million over last year. Cash generated from earnings, accounts receivable collections, reductions in inventory levels, and the sale of discontinued operations and the sale of land and building not required for current operations exceeded expenditures for equipment, expansion of manufacturing capacity and the acquisition of Arcodan A/S (Arcodan). Ending working capital, excluding cash, was \$240.2 million, or 20.6 percent of sales, as compared to \$280.1 million, or 26.7 percent of sales in the prior year.

Receivables were \$238.2 million at year-end, compared to \$252.9 million at the prior fiscal year-end. Average days sales outstanding was 76 in 1997, three days lower than 1996 due to improved collections of accounts receivable. The allowance for doubtful accounts as a percent of gross receivables was 1.7 percent in 1997, up slightly over the prior year.

Inventory turnover was 4.1 times in 1997, compared to 3.1 in the prior year. The improvement in inventory turnover was due to lower average inventory balances in 1997 as compared to 1996, reflecting management's effort to improve working capital by reducing inventory levels.

Net property, plant and equipment increased by \$15.8 million in 1997 as capital spending exceeded depreciation and disposals. Capital additions of \$53.1 million included expenditures for equipment, and expansion of manufacturing capacity, primarily in Juarez, Mexico.

Stockholders' equity was \$532.6 million at the end of 1997, up \$69.0 million over the prior year. Net earnings of \$64.0 million and \$13.5 million from the issuance of common stock pursuant to employee benefit plans were partially offset by dividend payments of \$4.6 million, the repurchase of 225,000 shares of the Company's stock for \$3.0 million and a \$0.9 million decline in accumulated translation adjustments.

Condensed Consolidated Statement of Earnings

(In Thousands, Except Per Share Data)

	1997	1996	1995
Sales	\$ 1,168,245	\$1,047,901	\$1,118,057
Cost of Sales	809,081	761,876	802,216
Sales and Administrative Expenses	160,613	138,362	140,082
Research and Development Expenses	114,344	95,299	82,378
Purchased In-Process Technology	—	14,583	—
Interest Expense	484	672	775
Interest Income	(3,943)	(1,818)	(2,837)
Other (Income) Expense, Net	(1,513)	28,374	(1,566)
	1,079,066	1,037,348	1,021,048
Earnings Before Income Taxes and Discontinued Operations	89,179	10,553	97,009
Provision for Income Taxes	28,537	3,377	31,042
Earnings Before Discontinued Operations	60,642	7,176	65,967
Loss from Discontinued Operations, Net of Tax	—	(1,038)	(2,427)
Gain (Loss) on Sale of Discontinued Operations, Net of Tax	3,400	(12,172)	—
Net Earnings (Loss)	\$ 64,042	\$ (6,034)	\$ 63,540
Primary Earnings (Loss) per Share			
Before Discontinued Operations	\$ 0.78	\$ 0.09	\$ 0.86
Discontinued Operations	0.04	(0.17)	(0.03)
Net Earnings (Loss)	\$ 0.82	\$ (0.08)	\$ 0.83

Earnings Highlights

The Statement of Earnings summarizes Scientific-Atlanta's operating performance over the last three years, during which time the Company has accelerated development of new products and expanded into international markets.

Sales of \$1,168.2 million in 1997 increased 11 percent over the prior year. Higher domestic sales volume of subscriber products, particularly analog set-tops, was the major contributor to the increase. Sales volume of distribution equipment, primarily RF (radio frequency) products also contributed to the increase. International sales were 37 percent of total sales in 1997, as compared to 36 percent and 34 percent of such sales in 1996 and 1995, respectively. Sales of \$1,047.9 million in 1996 were 6 percent lower than the prior year due primarily to lower sales volumes of video game adapters and analog set-tops.

Cost of sales as a percent of sales decreased 3.4 percentage points as compared to 1996. Improved margins reflect the impact of internal programs to improve quality and reduce cost, the ramp-up of the Juarez, Mexico manufacturing facility, and favorable exchange rates on Japanese yen compared to the prior year. Favorable margin improvements were offset partially by increased volumes of certain subscriber products which have a lower margin than some of the Company's other products.

Sales and administrative expenses of \$160.6 million in 1997 increased \$22.3 million over the prior year. Increased selling expenses reflect costs associated with higher sales volumes, ongoing investments to support expansion into international markets,

particularly in the Asia Pacific and Latin American regions, and to support the introduction of new products and a build-up in the infrastructure to handle the growth the Company is experiencing.

Research and development expenses of \$114.0 million increased \$19.0 million over 1996, reflecting the Company's continued investment in research and development programs to support existing products and new product initiatives. New product initiatives include high-speed cable data modems, cable telephony products, digital video broadcast and interactive set-tops and home automation products for the utility industry.

Purchased in-process technology of \$14.6 million was expensed in 1996 in connection with the acquisition of ATx. This technology had not yet reached technological feasibility and had no alternative future use.

Other income of \$1.5 million in 1997 included a gain of \$5.6 million from the sale of land and a building not required for current operations, a \$5.5 million charge related to the disposal of two business units and various miscellaneous items. Other expense of \$28.4 million in 1996 included a charge of \$28.7 million related to an arbitration award.

Net earnings of \$64.0 million, which included an after-tax gain of \$3.4 million from the sale of discontinued operations, compared to a net loss of \$6.0 million in 1996. The loss included after-tax charges of \$9.9 million related to an arbitration award and \$13.2 million from discontinued operations.

Condensed Consolidated Statement of Cash Flows

<i>(In Thousands)</i>	1997	1996	1995
Net Earnings from Continuing Operations	\$ 60,642	\$ 7,176	\$ 65,967
Adjustments to Net Earnings, Primarily Depreciation	44,784	55,677	35,733
Changes in Operating Assets and Liabilities	<u>19,676</u>	<u>(18,709)</u>	<u>(77,566)</u>
Cash Provided by Operating Activities	125,102	44,144	24,134
Cash Used by Investing Activities	(35,911)	(90,691)	(65,378)
Cash Used by Financing Activities	<u>(2,978)</u>	<u>(12,834)</u>	<u>(1,832)</u>
Increase (Decrease) in Cash and Cash Equivalents	86,213	(59,381)	(43,076)
Cash and Cash Equivalents at Beginning of Year	<u>20,930</u>	<u>80,311</u>	<u>123,387</u>
Cash and Cash Equivalents at End of Year	<u>\$107,143</u>	<u>\$ 20,930</u>	<u>\$ 80,311</u>

Cash Flow Highlights

The Statement of Cash Flows summarizes the main sources of Scientific-Atlanta's cash and its main uses. These flows of cash provided or used are summarized by the Company's operating activities, investing activities, and financing activities.

Cash provided by operating activities was \$125.1 million for 1997, compared to \$44.1 million for 1996. Cash provided by earnings, accounts receivable collections and reductions in inventory levels was partially offset by decreases in payables and other liabilities and increases in other assets. In 1996, cash provided by earnings and decreases in inventories was partially offset by increases in accounts receivable and decreases in payables.

Cash used by investing activities of \$35.9 million included expenditures for equipment; the expansion of manufacturing capacity, primarily in Juarez, Mexico; the acquisition of Arcodan and other investing activities. Sources of cash from investing activities included proceeds from the sale of defense-related businesses discontinued in 1996 and the sale of land and a building not required for current operations. In 1996, cash used by investing activities included expenditures for equipment, expansion of manufacturing capacity, the purchase of land for future expansion, the acquisition of ATx and other investing activities.

Cash used by financing activities was \$3.0 million in 1997. Financing activities included dividend payments of \$4.6 million, the repurchase of 225,000 shares of the Company's common stock for \$3.0 million and net debt payments of \$2.0 million. The issuance of stock pursuant to stock option and employee benefit plans generated cash of \$6.6 million. In 1996, the repurchase of 1,010,000 shares of the Company's common stock for \$12.4 million and dividend payments of \$4.6 million exceeded cash generated from the issuance of stock of \$4.3 million.

Note: *The Condensed Consolidated Statements of Financial Position, Earnings and Cash Flows are derived from the audited financial statements. The complete audited financial statements and related notes are included in the 1997 Form 10-K. To obtain a copy of the Form 10-K, please refer to the instructions for Shareholder Information inside the back cover of this annual report.*

Officers and Board of Directors

CORPORATE OFFICERS

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Senior Vice President

Dwight B. Duke**
Vice President,
Terrestrial Network Systems Sector

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General Counsel
and Corporate Secretary

H. Allen Ecker*
Senior Vice President,
Technical Operations
and Chief Technical Officer

Julian W. Eidson†
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Chief Executive Officer
Troy Biosciences, Inc.

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Attorney at Law
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The Topol Group, Inc.

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Satellite Networks Business Unit

John A. Buckett II
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Strategic Marketing and Business
Development

Sherita T. Ceasar†
Vice President,
Quality

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Opto-electronics Business Unit

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Taps and Passives Business Unit

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Vice President, General Manager
Digital Video Systems Business Unit

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Corporate Communications and Investor Relations

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Broadband Data Networks Business Unit

Perry D. Tanner
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Satellite Television Networks Business Unit

Gregory L. Taylor†
Vice President,
Worldwide Manufacturing

Patrick M. Tylka
President,
Worldwide Sales

Donald V. Upton
President,
Worldwide Service

Peter van der Gracht
Vice President, General Manager
Headend Systems Business Unit

Robert West†
Vice President,
Worldwide Sales Operations

Theodore R. Wieber, Jr.
President,
Communications and Tracking Systems Business Unit

*Member of Corporate Management Committee

† Member of Corporate Operating Committee

Shareholder Information

SHAREHOLDER INFORMATION

Copies of the Annual Report that are sent to shareholders contain a Form 10-K for fiscal year 1997; other copies contain only summary financial information. To obtain a separate copy of the Form 10-K or the most recently filed Form 10-Q, without charge, please write to:

Investor Relations

Scientific-Atlanta, Inc.
One Technology Parkway, South
Norcross, Georgia 30092-2967
800-841-9248
770-903-4494

Security analysts and investment professionals should direct their inquiries to the above address to the attention of:

Robert S. Meyers
Vice President,
Corporate Communications and Investor Relations
770-903-4608
E-Mail: Robert.Meyers@sciatl.com

Annual Meeting

November 12, 1997, 9:00 a.m.
The Northeast Atlanta Hilton
5993 Peachtree Industrial Boulevard
Atlanta, Georgia 30092

Transfer Agent

Our transfer agent is responsible for our shareholder records, issuance of stock certificates, and distribution of dividends and IRS Form 1099s. Your requests, as shareholders, concerning these matters are most efficiently answered by communicating directly with The Bank of New York at the following address:

The Bank of New York
Shareholder Services Department
101 Barclay Street
New York, New York 10286-1258
800-524-4458

Stock Exchange Listing

New York Stock Exchange
Ticker Symbol SFA

On June 27, 1997 there were 6,562 shareholders of record of the Company's common stock.

FORWARD-LOOKING STATEMENTS

This document may contain "forward-looking statements" as that term is defined in the Private Securities Litigation Reform Act of 1995. The Company cautions investors that a variety of factors could cause the Company's actual results and experience to differ materially from the anticipated results or other expectations expressed in the Company's forward-looking statements. The Cautionary Statements of the Company contained in Exhibit 99 to the Company's Annual Report on Form 10-K for the fiscal year ended June 27, 1997, which was filed with the Securities and Exchange Commission, are incorporated into this document by reference. Investors are referred to such Cautionary Statements for a description of factors which could affect the Company's operations and any forward-looking statements in this document.

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