

Exhibit B

COMMSCOPE GUIDELINES FOR PAYING FOREIGN OFFICIAL'S TRAVEL EXPENSES

CommScope may receive requests to host foreign officials for training, either at CommScope facilities, or at training opportunities sponsored by outside vendors such as universities, language study organizations, and others. CommScope may also be asked to host foreign officials at locations inside and outside of their home country at technical or operational committee meetings, other project meetings, or negotiating sessions. These hostings may be required under contractual commitments or requested or offered outside of those commitments.

Because of the many business and legal considerations that apply to official travel, proposals for CommScope-paid travel are subject to the following procedures and review requirements in addition to any applicable CommScope travel and entertainment policies and guidelines.

Approval Process and Requirements

Advance approval from the Legal Department is required for all payments of travel and travel-related expenses for foreign officials. Unscheduled or special trips made to accommodate foreign officials, for example a ride on a CommScope jet, and other exceptions to the general guidelines set out below, must also be pre-approved by the Legal Department.

For CommScope paid travel for foreign officials: (1) the FCPA Preapproval Form (Exhibit A), (2) a description of the business meetings, activities and entertainments scheduled during the trip, (3) a schedule of expenses to be reimbursed or paid, and (4) written approval from the foreign official's superior/supervisor must be presented to the Legal Department as early as possible in advance of the hosting for consideration and approval.

Each visitor will have a business sponsor who will coordinate all benefits to be received with CommScope's Corporate Travel, International Administration and Human resources departments, as necessary. No Department may incur charges before the Preapproval Request form has been approved.

Payments for Expenses

Airfare.

Airfare expenses paid for by CommScope should mirror CommScope travel policies. The business sponsor will ensure that all airline travel is arranged by CommScope's corporate Travel Department and that the foreign official is not simply receiving an advance from the company to pay for airfare.

Lodging Expenses.

Lodging expenses paid for by CommScope should include only accommodation costs (including reasonable expenditures for meals) actually incurred in business class hotels and only during the period of the particular meeting, facility visit, seminar, or event or en route to those activities.

CommScope will follow standard CommScope expense reimbursement policies with respect to incidental charges at hotels, including, for example, laundry, telephone usage, movies, mini-bar items, access to fitness facilities, and hotel spa services.

The business sponsor will ensure that lodging arrangements are made by CommScope's Corporate Travel Department.

Local transportation Expenses.

CommScope should pay only for incidental and local transportation associated with the official's participation in the relevant CommScope activities. Thus, for example, CommScope

may reasonably pay for a standard car (use of limousines and other extravagant transportation should be avoided) to transport an official to and from his hotel and the relevant CommScope sites (including CommScope-hosted entertainment), but may not reasonably pay for an official to have a car at his disposal for a long weekend of sightseeing.

The business sponsor will ensure that transportation is arranged by CommScope's Corporate Travel Department.

Meals and entertainment Expenses.

Within the context of hosted travel, the appropriateness of CommScope-paid meals and entertainment will be evaluated using the criteria set forth in the Guide and in consideration of the overall hosting agenda.

The business sponsor is responsible for ensuring that meals and entertainments do not exceed what has been approved in advance by the Legal Department.

Form of Payment.

Cash payments to officials to cover travel and travel-related expenses are prohibited. Exceptions may be granted where special circumstances require them and the payments are approved in advance by the Legal Department.

Unless a per diem has been approved, payments to cover expenses should be paid directly to vendors (i.e., airlines, hotels, car rental companies) and not to the official. Where direct payment is not possible, reimbursement is contingent upon the official's provision of receipts for the expenses for which reimbursement is requested, and, wherever possible, should be paid to the official's government rather than to the individual official. This structure helps to ensure that CommScope pays for only those expenses actually incurred.

Communication of Hosting Parameters

In all cases, it is important to ensure that CommScope communicates clearly and in writing to the foreign official and the official's supervisors/superiors, what expenses will and will not be covered by CommScope. A failure to do so can increase legal risks as well as the potential for misunderstandings with the official. Accordingly, a letter memorializing all of the key terms of the hosting, including what expenses will and will not be covered, should be sent prior to the commencement of the hosting to the official's supervisor/superior. The Legal Department will work with the business sponsor to draft this letter.

Exhibit C

COMMSCOPE ANNUAL ANTI-CORRUPTION AND FCPA COMPLIANCE QUESTIONNAIRE [distribution and response via e-mail/web]

I. Payments to Government Officials

- A. Are you aware of any cash or non-cash gifts or payments to foreign government officials or employees of government-owned enterprises to obtain business, required permits, favorable price control, tax treatment, or other favorable governmental rulings not reported in a previous questionnaire?
- B. Have payments or gifts of any kind been made during the year to foreign government officials, including customs officials, government inspectors, clerks, regulators, labor leaders, employees of government-owned enterprises, etc.?

II. Payments to Agents

- A. Are you aware of any unreasonably large commissions or fee payments to sales agents, distributors, consultants, attorneys, etc?
- B. Do you regularly review services rendered/comparable fees of others for the same service in each of these service areas?
- C. Do you have any reason to believe that any amounts paid to agents, distributors or others are passed on to government officials or anyone other than those persons performing the service?
- D. Has CommScope inquired as to the reputation of all agents with whom it is dealing?
- E. Are all agents aware of the necessity of complying with the Foreign Corrupt Practices Act, local anti-bribery and anti-corruption laws and CommScope's Statement of Business Principles? To the best of your knowledge, are they all in compliance?

III. Employment of Relatives or Friends of Government Officials

- A. Has CommScope had requests to employ relatives or friends of any government officials or employees of government-owned enterprises?
- B. Does CommScope employ any relatives or friends of government officials or employees of government-owned enterprises?

IV. Conflicts of Interest

- A. Does any employee engage in outside activities or employment that could conflict with their obligations to CommScope (e.g., acting as a consultant to or receiving money from a competitor)?
- B. Are CommScope assets such as employees, materials or equipment used by any CommScope employee for personal purposes?
- C. Does any employee have a personal or family interest, either directly or indirectly, in an enterprise that does business or competes with CommScope or its subsidiaries?
- D. Have any employees of CommScope received any kickbacks from customers, suppliers or others?
- E. Have any employees received gifts, money or other personal benefits from customers, suppliers or others?

F. Does CommScope employ any relatives of customers or suppliers?

V. Special Payments or Accommodation Requests

A. Are payments made to police or military for "security"?

B. Are contributions made to any special government or other funds?

C. Are you aware of any "accommodation" requests for payments to agents, customers, etc. (e.g., payment made in a country other than the agent's or customer's residence)?

VI. Political Contributions

A. Does CommScope make any political contributions?

B. Are any management personnel politically active?

C. Are employees reimbursed for any expenses related to political involvement or entertainment of government officials or employees of government-owned enterprises?

VII. Miscellaneous

A. Are you aware of any bribes or kickbacks made by CommScope to customers, suppliers or others?

B. Are you aware of any off-book accounts ever being utilized by CommScope? If there are any, what is their purpose?

C. Have any vehicles, such as improper invoicing, ever been used to overstate or understate revenue, assets or the like during any financial reporting period?

D. Have any contributions to charities been made at the request of government officials or employees of government-owned enterprises?

E. Are there any other requests which have been made of you by customers, suppliers, government officials, employees of government-owned enterprises or others, whether or not you complied, which you felt were of questionable ethical conduct?

VIII. Have there been (or are there) any instances where payments to suppliers, consultants, etc., were made outside the supplier's home country within the past year?

IX. Are you and your staff familiar with and follow all the provisions of the FCPA Compliance Procedures?

I hereby certify and attest to the truth of all the answers provided in this Questionnaire. I agree to update CommScope immediately if there is any change to, or I become aware of any error in, the information provided above.

Signature: _____

Name of Employee: _____

Date: _____