

★ IMPORTANT NOTICE ★

ABOUT THIS EMPLOYEE HANDBOOK

THIS HANDBOOK IS DESIGNED TO ACQUAINT YOU WITH CAMBIUM LEARNING INC. (CAMBIUM) AND PROVIDE YOU WITH INFORMATION ABOUT WORKING FOR THE COMPANY. THE HANDBOOK IS NOT ALL-INCLUSIVE, BUT IS INTENDED TO PROVIDE YOU WITH A SUMMARY OF SOME OF THE ORGANIZATION'S PRACTICES, GUIDELINES, AND/OR BENEFITS. THIS EDITION REPLACES ALL PREVIOUSLY ISSUED EDITIONS.

EMPLOYMENT WITH CAMBIUM IS AT-WILL. EITHER THE EMPLOYEE OR MANAGEMENT HAS THE RIGHT TO TERMINATE THE EMPLOYMENT AT ANY TIME, FOR ANY REASON.

THE LANGUAGE USED IN THIS HANDBOOK AND ANY VERBAL STATEMENTS MADE BY MANAGEMENT ARE NOT INTENDED TO CONSTITUTE A CONTRACT OF EMPLOYMENT, EITHER EXPRESSED OR IMPLIED, NOR ARE THEY A GUARANTEE OF EMPLOYMENT FOR A SPECIFIC DURATION. NO REPRESENTATIVE OF CAMBIUM, OTHER THAN THE PRESIDENT OF THE ORGANIZATION, HAS THE AUTHORITY TO ENTER INTO AN AGREEMENT OF EMPLOYMENT FOR ANY SPECIFIC PERIOD AND SUCH AGREEMENT MUST BE IN WRITING, SIGNED BY THE PRESIDENT AND THE EMPLOYEE.

NO EMPLOYEE HANDBOOK CAN ANTICIPATE EVERY CIRCUMSTANCE OR QUESTION. AFTER READING THE HANDBOOK, IF YOU HAVE QUESTIONS PLEASE TALK WITH YOUR IMMEDIATE TEAM LEADER, MANAGER, SUPERVISOR, AND/OR HUMAN RESOURCE DEPARTMENT. ALSO, THE ORGANIZATION RESERVES THE RIGHT TO SUSPEND, TERMINATE, INTERPRET, OR CHANGE ANY OR ALL OF THE GUIDELINES MENTIONED, ALONG WITH ANY OTHER PROCEDURES, PRACTICES, BENEFITS, OR OTHER PROGRAMS OF CAMBIUM. THESE CHANGES MAY OCCUR AT ANY TIME, WITH OR WITHOUT NOTICE.

Welcome to Cambium Learning, Incorporated

Dear Employee,

Welcome to Cambium Learning!

We are delighted to have you as part of our team. You have joined a group of dedicated, hard working professionals whose common goal is the success of all children - especially those who are at risk.

We have asked you to join our team because we believe you can contribute to the success of our company, and share our commitment to achieving our goals as stated in our mission and shared values statements.

This employee handbook contains the key policies, goals, benefits, and expectations of our Company, and other information you will need.

Cambium Learning is committed to quality products and services in all aspects of our business. As part of the team, we hope you will discover that the pursuit of excellence in what you do, and making a measurable difference for our nation's most challenged learners, is a rewarding aspect of your career here.

Our success is built by creative, productive employees who are encouraged to make suggestions while thinking "outside the box". Through dedicated hard work and commitment from every employee, we will continue our outstanding reputation as an industry leader. It is our desire to have every employee succeed in their job, and be part of achieving our goals.

We encourage you to refer to this handbook as you pursue your career with us. Additionally, the handbook assures good management and fair treatment of all employees.

Welcome aboard! I look forward to working with you.

Sincerely,

Dave Cappellucci
Chief Executive Officer

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ACKNOWLEDGMENT OF RECEIPT
(Return signed original to the Human Resource Office)

Mission Statement

The following Mission Statement was adopted by the entire staff of Cambium. The Mission Statement guides all of the activities and goals of the company.

Cambium is committed to delivering research-based, culturally responsive and proven products and services that address the unique needs of the nation's under-served student segments including minority, at-risk, and special student populations.

Shared Values

The following Shared Values were developed and adopted by the entire staff of Cambium. The Shared Values reflect the commitment to our people, our products, and to the company.

Our Goal:

Service

To be successful, we must listen to, anticipate, and respond to the needs of our customers. We will be the industry leaders in at-risk and urban education.

Profit

All employees can impact profit by raising revenue and reducing expenses.

Our People:

Each of us is Cambium.

We are our staff, authors, contractors, vendors, and our customers and friends.

Our best investment is in the right people.

Our Products:

Our researched-based products are educational materials and professional development and consulting services.

Our Culture:

We uphold our mission in a dynamic environment of mutual respect and collaboration.

We Respect

We treat each other respectfully. We respect each other's work. We honor everyone's contributions to the whole.

We Communicate

We communicate regularly and effectively to insure that our people have the information necessary to accomplish their jobs.

We Value Ideas

Our culture supports the free exchange of ideas.

We Use Data

We collect data, interpret data, and let data direct our actions.

We Take Calculated Risks

We believe great achievements involve risk. Be informed, minimize your risk, and proceed without looking back.

We Take Action

When a decision has been made, we move forward immediately to accomplish its goal.

We Embrace Change

We recognize that change is a process fundamental to the success of the company. Our values are the framework within which thoughtful change occurs.

Organization

Cambium is an entrepreneurial, innovative private company organized under the laws of the state of Delaware. Cambium manages portfolios of brands/companies and products/initiatives.

The company fosters an environment where good ideas can originate throughout its operations and can percolate quickly to the top for consideration and action. It provides clear guidelines and a framework for what ideas make sense to consider.

Cambium provides back office and front office services for its companies and brands to help them operate more efficiently. Product development, production, marketing and implementation remain with the business units.

The overriding organizational philosophy of Cambium is **teamwork** through which people and companies work together toward a common goal. At Cambium, people and companies help each other, complement each other, openly and constructively communicate with each other, and respect each other.

I. EMPLOYMENT

Expectations

Employee

Your first responsibility is to know your duties and do them promptly, correctly, and pleasantly. Secondly, you are expected to cooperate with management and your fellow employees and maintain a good team attitude. How you interact with fellow employees and those whom Cambium serves, and how you accept direction can affect the success of your department. In turn, the performance of one department can impact the entire service offered by Cambium. Consequently, whatever your position, you have an important assignment: perform every task to the very best of your ability. The result will be better performance for the company overall, and personal satisfaction for you.

You are encouraged to grasp opportunities for personal development that are offered to you. This Handbook offers insight on how you can positively perform to the best of your ability to meet and exceed Cambium expectations.

We are dedicated to making Cambium a company where you can approach your Supervisor, or Human Resource Department, to discuss any problem or present a question. We expect you to voice your opinions and contribute your suggestions to improve the quality of Cambium (please take a look at the section describing the submission of suggestions.) We're all human, so please communicate with each other and with your Supervisor.

Remember, you help create the healthful, pleasant, and safe working conditions that Cambium intends for you. Your dignity and that of fellow employees, as well as that of our customers, is important. Cambium needs your help in making each working day enjoyable and rewarding.

Customer and Author Relations

The success of Cambium depends upon the quality of the relationships between our employees and our authors, customers, suppliers and the general public. The impression of Cambium held by these people and their consequent interest and willingness to work with us is greatly formed by the way our employees interact with them. The more goodwill you promote, the more these important people will respect and appreciate you, Cambium, and our products and services.

We Need Your Ideas

We believe the person doing a job is in the best position to think of ways of doing it more easily, more efficiently, and more effectively. If you think of a better way of doing your job or the job of a fellow employee, discuss it with your Supervisor.

Hiring Practice

Equal Employment Opportunity

Cambium is dedicated to the principles of equal employment opportunity in any term, condition, or privilege of employment. We do not discriminate against applicants or employees on the basis of age, race, sex, color, religion, national origin, creed, ancestry, physical or mental disability, veteran status, or any other status protected by federal, state or local law. This prohibition includes unlawful harassment based on any of these protected classes. Unlawful harassment includes verbal or physical conduct, which has the purpose or effect of substantially interfering with an individual's work performance or creating an intimidating, hostile, or offensive work environment.

This policy applies to all employees, including officers, managers, supervisors, co-workers, and non-employees such as customers, clients, vendors, consultants, etc.

Complaint Procedures

If you believe there has been a violation of the EEO policy or harassment based on the protected classes outlined above, including sexual harassment, please use the following complaint procedure. Cambium expects employees to make a timely complaint to enable the Company to promptly investigate and correct any behavior that may be in violation of this policy.

Report the incident to your Supervisor and/or Human Resource Manager, who will promptly investigate the matter and take appropriate corrective action. Your complaint will be kept as confidential as practicable. If you feel you cannot go to either of these individuals with your complaint, you should report the incident to any one of Cambium's Executive Directors or Vice Presidents.

If Cambium determines that an employee's behavior is in violation of this policy, appropriate disciplinary action will be taken against the offending employee, up to and including termination of employment.

Cambium prohibits retaliation against an employee for filing a complaint under this policy or for assisting in a complaint investigation. If you perceive retaliation for making a complaint or your participation in the investigation, please follow the complaint procedures outlined above. The situation will be promptly investigated.

Americans With Disabilities Act (ADA)

It is the practice of Cambium to comply with all the relevant and applicable provisions of the Americans with Disabilities Act (ADA).

Code of Ethics and Standards of Conduct

The Code of Ethics, together with Standards of Conduct policies that address specific topics or are issued by individual business units, establishes a set of requirements regarding the way employees of Cambium are expected to perform their jobs. Every employee is expected to remain informed about and to comply with the Code of Ethics, related company policies, and applicable regulatory and legal requirements.

We have attempted to summarize Cambium's philosophy regarding ethical conduct of its business affairs in order to create guidelines for employees to follow. Because no code of ethics can address every situation, we rely in large measure on the integrity and good judgment of our employees.

The principles that form the basis of Cambium's Code of Ethics are:

- Ethical conduct is characterized by honesty, integrity, and freedom from deception. These qualities are constant and do not vary with geographic location, culture or time. They determine a standard of conduct that determines the answer to most ethical questions.
- Transactions must be performed in an open and aboveboard manner.
- There is no conflict between corporate profits and corporate ethics. Indeed, a company and its employees prosper most in an environment that is fair and open and ruled by high ethical standards.

Sexual Harassment

Cambium strongly opposes sexual harassment and inappropriate sexual conduct. Sexual harassment is defined as unwelcome sexual advances, request for sexual favors, and other verbal or physical conduct of a sexual nature, when:

- Submission to such conduct is made explicitly or implicitly a term or condition of employment;
- Submission to or rejection of such conduct is used as the basis for decisions affecting an individual's employment; or
- Such conduct has the purpose or effect of substantially interfering with an individual's work performance or creating an intimidating, hostile, or offensive work environment.

All employees are expected to conduct themselves in a professional and business like manner at all times. Inappropriate sexual conduct that could lead to a claim of sexual harassment is expressly prohibited by this policy. Such conduct includes, but is not limited to, sexually implicit or explicit communications whether in:

- Written form, such as cartoons, posters, calendars, notes, letters, emails;
- Verbal form, such as comments, jokes, foul or obscene language of a sexual nature, gossiping or questions about another's sex life, or repeated unwanted requests for dates; or
- Physical gestures and other nonverbal behavior, such as unwelcome touching, grabbing, fondling, kissing, massaging, and brushing up against another's body.

Complaint Procedures

If you believe there has been an instance of sexual harassment, please use the complaint procedure outlined on page 11. Cambium expects employees to make a timely complaint to enable the Company to promptly investigate and correct any behavior that may be in violation of this policy.

Drugs and Alcohol

It is the goal of Cambium to foster a drug-free workplace, a work environment free from the behavior altering effects of drugs and/or alcoholic beverages. The use of alcohol and/or drugs alter employees' judgment, resulting in increased safety risk, workplace injuries, and faulty decision-making. Therefore, working after the apparent use of alcohol, a controlled substance or abuse of any substance is prohibited. Furthermore, the possession, purchase, consumption (use) or sale of a controlled substance or alcohol on Cambium premises or while conducting company business is prohibited.

Cambium may conduct unannounced inspections for controlled substances and/or alcohol in the workplace or on company premises, including parking lots. All property of Cambium such as desk, lockers, and file cabinets are subject to inspection. Any personal property of employees brought onto the company's premises or work site, such as cars, lunch pails, purses, and packages, are subject to inspection. Employees are expected to cooperate in any inspection. Failure to do so will result in disciplinary action, up to and including termination.

Threats, Violence and Weapons

Cambium's goal is to strive to maintain a work environment free of intimidation, threats, or violent acts. This includes, but is not limited to, intimidation, threatening or hostile behaviors, physical abuse, vandalism, arson, sabotage, the possession or use of weapons, or any other act, which, in management's opinion, is inappropriate to the workplace. In addition, bizarre or offensive comments regarding violent events and/or behavior are not tolerated.

Employees who observe or have knowledge of any conduct or feel subjected to any of the behaviors listed above should immediately report the incidents to their Supervisor or Human Resource Manager. Employees should directly contact proper law enforcement authorities if they believe there is a serious threat to the safety and health of themselves or others. We will promptly investigate these events and look to employees for support of this process. Based upon the results of the inquiry, management will take appropriate action.

Weapons of any type, including, but not limited to, guns, knives, explosives, martial arts paraphernalia and/or other mechanical, chemical, biological or radiological devices that could cause harm to humans, are strictly forbidden on company property, regardless of whether they are legally licensed. Only public law enforcement officials are exempt from this policy.

Cambium reserves the right to conduct at any time, without notice, searches and inspections of employees, employees' personal effects, or employer-provided materials. This may include, but

is not limited to: lunch containers, boxes, thermoses, purses, lockers, desks, personal computer files, cabinets, file drawers, packages, or vehicles.

Any illegal and unauthorized articles discovered may be taken into custody and will be turned over to law enforcement representatives. Any employee who refuses to submit to a search will be subject to disciplinary action, up to and including termination.

Honesty/Theft

It is important that employees uphold a standard of honesty and integrity at all times. These are important to Cambium's existence. Carefully follow all company procedures concerning inventory control, handling cash receipts, expense reporting, and maintenance of a secure workplace.

Dishonesty and theft are not tolerated. If you witness an act of dishonesty, theft, or pilferage, report the incident immediately to your Supervisor. Your cooperation is also expected in the investigation of any such situation.

Conflicts of Interest

Conflicts arise when an employee benefits directly or indirectly at the company's expense or when her or his actions are contrary to the company's objectives. It is impossible to describe every situation in which a conflict might occur; in cases where there is any doubt whether an action is proper or improper, employees should consult their Supervisors and/or Human Resource Representative before taking any action.

Every employee is expected to avoid any activity, investment, interest or association that interferes with or appears to interfere with the independent exercise of judgment in the company's best interests.

More specifically:

- No employee shall, directly or indirectly, have any financial interest in or derive any income from any supplier, customer or competitor of the company without full disclosure and written clearance from Cambium.
- No employee shall, directly or indirectly, accept any gifts or favors of other than nominal value (\$100), or any unusual or excessive entertainment or hospitality, or any money, gratuities, loans, guarantees or preferential treatment from any supplier, customer or competitor of the company.
- No employee shall commit the company to any business transaction for his or her personal benefit, directly or indirectly, without prior full disclosure to and written clearance from Cambium.
- An employee shall not use company assets or services for personal benefit unless they have been properly approved by company management for general use by employees. Company property should not be sold, loaned, given away or otherwise disposed of, regardless of condition or value, except with proper authorization.

- Business opportunities or investments within the scope of the company's present or potential future business known or made available to an employee shall be offered to the company before the employee acts on the opportunity or investment for personal benefit.
- An employee may be considered to have an indirect interest in, or benefit from, an organization or transaction if any members of the employee's family, close relatives by blood or marriage, or any firm in which the employee or relatives of the employee have a significant financial interest or position have such an interest.

Confidential Information

An employee shall not use for his or her personal benefit or divulge to a competitor or to any other person, firm or corporation any confidential information relative to the company or its operations. "Confidential information" cannot be precisely defined, but each employee should treat as confidential any information concerning the company's practices and procedures, its plans and products, or its relationships with employees, customers and authors that could be useful to a competitor and is not in the public domain or readily available from a public source.

Our customers and suppliers entrust Cambium with important information relating to their businesses. The nature of this relationship requires maintaining confidentiality. In safeguarding the information received, Cambium earns the respect and further trust of our customers and suppliers.

Your employment with Cambium assumes an obligation to maintain confidentiality, even after you leave employment. Any violation of confidentiality seriously injures Cambium's reputation and effectiveness. Therefore:

- Do not discuss Cambium business or financial information with anyone who is not an employee of Cambium (including authors) without prior authorization.
- Never discuss business transactions with anyone who does not have a direct association with the transaction.
- Do not remove or make copies of any Cambium records, reports, or documents without prior management approval.

Because of its seriousness, disclosure of confidential information may lead to immediate dismissal.

Cambium reserves the right to require select employees to sign non-disclosure agreements as a condition of employment.

It is also important to note that, as we become more established in our field, our competitors will use various means and approaches for obtaining information to which they are not entitled. Keep all of the guidelines above in mind, and if you have any doubt at all as to the validity of such a request for information, please refer the caller to senior management immediately.

Non-Compete Agreement

Certain new employees, such as outside/field salespeople and others, may be required to sign a Non-Compete Agreement as a condition of employment.

Computer Games and Unauthorized Software

The installation of computer games and/or other unauthorized software has the potential to cause current and future computer problems. Since many of these programs are not familiar to our IT staff we can neither support them technically nor maintain them. Such unauthorized installations can also adversely impact our normal systems, not to mention the potential legal issues in terms of licensing violations.

Accordingly, installation of unauthorized computer games and/or software is prohibited. In addition, any business software that is installed on an employee's computer must be sanctioned and approved in writing by a member of the IT staff prior to installation.

Telephone

Much has been written on the etiquette of telephone communication and voice-mail. For our purposes, the rule of thumb for business telephone communication and/or voice-mail communication is simple: never communicate anything by telephone or voice-mail that you wouldn't want to be broadcast over the company's public address system. It is your responsibility to check your voice-mail on a very regular basis.

Although employees are able to use personal access codes for voice-mail, Cambium maintains the ability to access any messages left on or transmitted over the telephone systems. Because of this fact, employees should not assume that such messages are confidential or that access by the employer or its designated representative will not occur. In keeping with this intention, the telephone communication systems are intended solely for business use and not for entertainment or extensive personal use.

It is acceptable to use company telephones for local calls to family, to set up appointments and to conduct important personal business, providing that such use is not excessive. Employees should limit personal local calls to those that are important and should keep those calls to a minimum length. Except in emergencies, personal use of the company telephones for long distance calls is prohibited.

Email

The purpose of this standard is to ensure the proper use of Cambium's email system. All messages distributed via the company's email system, even personal emails, are Cambium's property. You have no expectation of privacy in anything that you create, store, send, or receive on the company's email system. Your emails can be monitored without notification. If there is

evidence that you are not adhering to the guidelines set out in this policy, the company reserves the right to take disciplinary action, including termination and/or legal action. If you have any questions or comments about this policy, please contact your Supervisor and/or Human Resources.

It is strictly prohibited to:

- Send or forward emails containing libelous, defamatory, offensive, racist or obscene content. If you receive an email of this nature, you must promptly notify your supervisor.
- Send unsolicited email messages or chain mail.
- Forge or attempt to forge email messages, or disguise or attempt to disguise your identity when sending mail.

It is also extremely important to be aware of the potential danger of opening email attachments such as .exe, .avi, or .wav, received from any source. Our network is secure and stable only as long as we diligently protect it from potential viruses and non-compatible programs. Our IT department will issue specific bulletins and warnings from time to time. Please follow these bulletins and warnings to keep our network functioning efficiently. Remember, the person sending you the email attachment may not even be aware that it is carrying a virus, worm, etc. Forwarding such attachments to others in the office is strictly prohibited. Please follow the same precautions in downloading information from unfamiliar Internet sites.

Personal Use

Cambium allows personal usage of email if it is reasonable, ethical, and legal, and does not interfere with your work.

Best Practices

Cambium considers email an important means of communication and recognizes that proper email content and speedy replies convey a professional image and deliver good customer service. Users should take the same care in drafting an email as they would for any other communication. Therefore, users should adhere to the following guidelines:

- Do not use attachments for small pieces of information that could be easily pasted into the body of the email.
- For large attachments (as appropriate), place the attachment in the Company Shared Folders to be viewed by the email recipient.
- Always use a relevant and easily understood subject line so that the recipient can quickly find and prioritize messages.
- In consideration of users checking mail over modems or slow connections, do not attach or embed patterns, backgrounds, art, cartoons, photos, pictures, or caricatures in motion in emails.
- Do not write emails in capitals. This can be construed as yelling.

- Users should spell check all email messages.
- Only send emails that have content that could be displayed in public. If the email could not be displayed publicly, consider rephrasing the email or using other means of communication.
- Only mark emails as important if they really are important.
- Because emails can be easily misinterpreted, remember to be concise, patient, polite and professional. Never write an email when you are angry.
- Include your full name and email address in the body of every message. This is primarily for the benefit of outside clients and resources, but also helps to avoid confusion in the case of similarly named individuals (i.e. “Steve”).
- Try to avoid using "reply to all" to messages. Consider who really needs to be included on an email; external recipients may also be part of the distribution.
- Do not send a message to a large email group (for example “Cambium”) when you could send it to just the five or ten people who need to know it.
- Business-related email sent to all employees of Cambium should be approved by your supervisor prior to sending.
- Delete all unwanted messages. See the IT department about archiving unnecessary messages, which waste system resources and disk space.
- Empty your “Deleted Folder” of all deleted messages frequently. You can set your program to delete automatically at shut down.

Supplemental Employment

You may hold a job with another company as long as you satisfactorily perform your responsibilities with Cambium. Supplemental jobs must not create any actual conflict or the appearance of a conflict of interest with Cambium and must not affect your ability to meet job requirements, perform competently, or accept overtime hours.

If you’re considering a second job, it would be wise to notify your Supervisor and/or Human Resource Representative immediately. He or she will thoroughly discuss this opportunity with you to make sure that it will not interfere with your job at Cambium, or pose a conflict of interest.

Personal Appearance

Most of the time, office dress code at Cambium is casual. As we don’t deal with the general public on a daily basis, there is no need to dress formally for work. Occasionally, however, we do have outside visitors. In this case, you will be asked to wear appropriate business attire.

Even though our in-office dress code is casual, you are still expected to dress and groom yourself in a socially acceptable way that is non-offensive to your colleagues. If your Supervisor feels your dress, grooming or personal hygiene is inappropriate, you may be asked to leave the workplace to remedy the problem. You may not be paid for time taken for this purpose.

If your job calls for you to work with people outside the office, suitable business attire is required. A neat, tasteful appearance contributes to the positive impression you make on our customers. A good clean appearance bolsters your own poise and self-confidence and greatly enhances our company image.

Use of Company Time

It is expected that you will perform company business and duties while on company time. Personal business and projects are to be done on your own time, and not during time for which you are paid by the company. Some examples of this might be: playing computer games, doing personal finances, working on crafts or other outside interests, preparing for upcoming events that have nothing to do with Cambium, and any number of other cases. In effect, submitting a claim for company pay while performing personal business could be construed as falsification of records.

Failure to comply with this requirement will not be tolerated.

Safety and Reporting Injuries

Cambium is committed to a safe work environment for employees. Therefore, employees are required to comply with all safety rules and regulations. Failure to do so will not be tolerated and could result in a reduction to workers' compensation benefits in the event of an injury. If you have any questions concerning your department's safety requirements, contact your Supervisor.

If you are injured on the job, even slightly, you must immediately report this fact in writing to your Supervisor, so that you may receive first aid or medical attention. Immediate treatment may prevent complications from developing. Ask your Supervisor to provide you with authorization to receive treatment. Failure to seek treatment from a physician may make you financially responsible for the medical care that is provided.

Your prompt reporting of the accident also enables your Supervisor to conduct an investigation. The investigation might reveal a hazardous condition or work practice, which, if not corrected, could lead to additional injuries.

You can help reduce accident frequencies. Watch for accident hazards. Be careful with tools. Do not risk falls. Be especially careful when operating a forklift. Remove trash or other obstacles on the floor that may cause someone to trip or fall. Help make Cambium a safe place to work.

Political Activity

Representation of the company's direct political interests is an appropriate corporate activity which is subject to legal regulation in most jurisdictions. Corporations are legally prohibited from contributing directly or indirectly to any federal partisan political activity and, in some states, from making contributions to election or ballot-measure campaigns. Accordingly, employees who represent the company in political or governmental matters must comply fully with all laws that regulate corporate participation in public affairs.

- The CEO is exclusively responsible for determining the company's political interests and, subject to compliance with applicable laws, deciding how to carry out those interests. Without the express written authorization of the CEO, no employee is to represent or claim to represent the company in political matters, either directly or indirectly. If a political activity is authorized, no employee is authorized to make or approve, either directly or indirectly, any contribution or expenditure of company funds or any use of company facilities, equipment or supplies to support or oppose any political activity without first obtaining clearance.
- Cambium may organize and support, from time to time, a Political Action Committee to solicit contributions from employees for the support of candidates for federal office. Such contributions are to be voluntary, with no company pressure, direct or implied. Legal counsel shall be consulted if the formation of or contribution to a Political Action Committee is contemplated.
- No employee is authorized to make or approve, either directly or indirectly, any contribution or expenditure of company funds or any use of company facilities, equipment or supplies for personal support of or opposition to any candidate or political initiative.

Nothing stated above is intended to prohibit employees from engaging in political activities in an individual capacity on their own time at their own expense or from making political contributions from their own funds.

Personnel Administration

Your Personnel File

The task of handling personnel records and related personnel administration functions at Cambium is assigned to the company's Human Resource/Benefit Director. Keeping your personnel file up-to-date can be important to you with regard to pay, deductions, benefits and other matters. If you have a change in any of the following items, please be sure to notify your Human Resource Representative as soon as possible:

1. Legal name
2. Home address and telephone number
3. Person to call in case of emergency
4. Number of dependents
5. Marital status
6. Change of beneficiary
7. Military or draft status
8. Exemptions on your W-4 tax form

Coverage or benefits that you and your family may receive under Cambium's benefits package could be negatively affected if the information in your personnel file is incorrect.

Personnel File Review

You may see information that is kept in your own personnel file if you wish, and you may request and receive copies of all documents you have signed. To review your file, simply ask your Human Resource Representative.

Personnel files may not be removed from the Human Resources department without authorization of the Human Resource/Benefit Director.

Questions about your Employment

If you have questions regarding insurance, wages, or interpretation of company guidelines and/or practices, they should be directed to Cambium's Human Resource/Benefit Director.

Employment Definitions

Types of Employment

At the time you are hired, you are designated as an exempt (salaried) or non-exempt (hourly) full-time, part-time or temporary employee. If you are unsure of the job classification of your position, please ask your Supervisor or Human Resource Department.

Exempt (Salaried) Employees

Employees who are in job classifications not eligible for overtime are referred to as exempt and are normally paid a set salary.

Non-Exempt (Hourly) Employees

As specified in state and federal law, employees in certain types of job classifications are eligible for overtime pay. These employees are referred to as non-exempt and are normally paid by the hour. This means that they are not exempt from (and therefore should receive) overtime pay. Overtime is defined as hours worked in excess of twelve (12) hours per day and/or forty hours (40) per week (or as provided for under state and federal law).

Full-Time Employee

An employee who is normally scheduled to work thirty (30) hours per week or more is considered a full-time employee. A full-time employee is eligible to receive employer-sponsored benefits.

As a practice, a full-time employee on an approved leave of absence will be considered a full-time employee upon return to work provided the provisions of the leave were followed as agreed between the employer and the employee and/or as defined in federal/state law.

Part-Time Employee

An employee who is normally scheduled to work less than thirty (30) hours per week is considered a part-time employee. Part-time employees are not eligible for employer-sponsored benefits described in this Handbook except to the extent required by state and federal laws.

Temporary Employee

An employee who is normally scheduled to work for specific periods of time or for the completion of a specific project is considered a temporary employee. Job assignments, work schedules and duration of the position will be determined on an individual basis.

Temporary positions will not exceed periods of time provided in state or federal laws.
Temporary employees are not eligible for employer-sponsored benefits described in this Handbook except to the extent required by state and federal laws.

II. COMPENSATION AND PERFORMANCE GUIDELINES

Compensation

It is Cambium's desire to pay wages and salaries that are competitive with other employers in the marketplace in a way that will be motivational, variable with individual and company performance, and in compliance with all applicable statutory requirements. Your pay is influenced by four factors:

1. The nature and scope of the job. This determines the job classification.
2. What other employers pay their employees for comparable job classifications.
3. Individual performance.
4. The financial state of the company.

Time Sheet / Records

All non-exempt employees are required to record hours worked. The method for recording hours worked is the time sheet (also referred to as a time card). Completed time sheets are used by the Human Resource Department to determine the amount and kind of pay for each non-exempt employee.

Time sheets for non-exempt employees can be located on the Company's Intranet website.

Non-exempt employees are responsible for accurately recording hours worked on their time sheet. Upon completion of the pay period, the time sheet must be approved and signed by your Supervisor and delivered to the Human Resource office three (3) business days prior to the payday. Falsifying information on your time sheet is grounds for immediate dismissal.

In the event of an error in recording your time, please make a correction to your time sheet by crossing out the error, recording the correct information, and initialing the mistake or filling out a new time sheet. Never use whiteout.

Employees having questions or needing help recording hours worked on time sheets are welcome to visit the Human Resource office for assistance.

Payroll Deductions

Payroll deductions for social security and various federal, state, and local taxes are made in accordance with federal, state, and local laws. The amount of the deductions depends on your earnings and on the information you furnish on your W-4 form regarding the number of dependents/exemptions you claim. If you are eligible to participate in employer-sponsored benefit plans and elect plans that require a contribution by you, payroll deductions will be taken. These deductions will normally be itemized on your check stub.

Any change in name, address, telephone number, marital status, or number of exemptions must be reported to the Human Resource Department immediately to ensure proper credit for tax purposes. Each year, you will receive a W-2 Form indicating your annual earnings and deductions required to file taxes.

Wage Assignments (Garnishments)

Cambium has no choice but to execute court-ordered wage assignment or garnishment against wages in accordance with applicable state and federal law.

Direct Deposit

Cambium encourages direct deposit of your paycheck into your savings or checking account at participating banks. Contact the Human Resources office for details and the necessary authorization forms.

Errors in Pay

Every effort is made to avoid errors in your paycheck. If you believe an error has been made, tell your Supervisor and/or the Human Resource Representative immediately. He or she will take the necessary steps to research the problem and to assure that any necessary correction is made properly and promptly.

Hours of Work

A workday is defined as eight (8) hour of work per day. Each Cambium business unit defines start and end times appropriate to their location but normally, the workday begins at 8:00 AM in the morning and ends at 4:45/5:00 PM in the afternoon with a 45-minute/1 hour lunch period. The workweek is normally Monday morning through Friday afternoon. For the purposes of calculating overtime, the workweek is defined as beginning on Monday at 12:01 AM and ending on the following Sunday at midnight.

Pay Cycle and Pay Period

Exempt employees are paid semi-monthly. Payday is the 15th day of the month and last business day of the month.

Non-Exempt employees are paid bi-weekly. Payday is normally every other Wednesday for services performed during the two (2) week period ending the previous Sunday at midnight.

Overtime

From time to time, it may be necessary for each employee to work beyond the normal eight (8) hour day and/or forty (40) hour workweek to complete a job assignment on time. If and when additional work becomes necessary, employees are expected to cooperate as a condition of employment.

Exempt (salaried) employees are expected to put in the time necessary to complete the work or project assigned. While it is the company's practice to discourage exempt employees from working beyond the regular workweek, sometimes this is unavoidable.

Non-exempt (hourly) employees working overtime will be paid one and one-half (1-1/2) times their regular hourly wage for any time worked over twelve (12) hours per day or forty (40) hours per week, or as otherwise provided for under state and federal law. Vacation, sick time and floating holidays (excluding official company paid holidays) are not considered time actually worked when determining overtime hours. Part-time workers will not receive overtime pay until they work more than forty (40) hours in the workweek.

There are two types of overtime work:

Scheduled Overtime

Scheduled overtime work is announced in advance and generally will involve an entire department or team. This type of overtime becomes part of the required workweek of the employees who are members of the department or team. If you need to be excused from performing scheduled overtime, please speak with your Supervisor. He or she will consider your situation and the requirements of the department or team in deciding whether you may be excused from performing the scheduled overtime.

Incidental Overtime

Incidental overtime is not scheduled; it becomes necessary in response to extenuating circumstances. It is extra time needed to complete work normally completed during regular hours. Incidental overtime may become necessary when an illness or emergency keeps co-workers from being at work as anticipated. It may require you to return to the workplace for emergency work. The opportunity to perform incidental overtime will be given first to the employee who normally performs the task. If that employee cannot perform the overtime, the Supervisor will offer the overtime to a suitably qualified person who is available to perform the overtime work.

Compensatory Time

Non-Exempt (hourly) employees may be provided compensatory time off by the employer instead of overtime payments. Compensatory time is one and a half hours of time off for every hour of overtime worked by the employee. However, compensatory time must be awarded by the employer and used by the employee within the same bi-weekly pay period the overtime was earned.

Inclement Weather and "Acts of God"

Normally, every effort will be made to notify employees prior to the start of business in the event a company of Cambium is temporarily closed due to a special circumstance. Special circumstances include inclement weather, fire, flood or some other "Act of God", power/utility failure, an inoperable computer system, or lack of work. Unfortunately, you will not be paid when work is not available due to circumstances not within Cambium's control.

Non-exempt employees not notified in advance of a temporary closure due to special circumstances and reporting for work will receive a minimum of two hours of straight time pay. You may be asked to perform other available work for the two (2) hour period.

If special circumstances occur during the workday and the President (or designated representative) decides to close a company of Cambium for the remainder of the day, you will be notified as soon as possible by your Supervisor.

Non-Exempt employees sent home before having worked two (2) hours will be paid for two (2) hours of work. If you are sent home after having worked two (2) hours, you will be paid for the time that you actually worked.

Performance Evaluation/Appraisal Guidelines

Performance Evaluation/Appraisal

The performance evaluation/appraisal is the process that provides you with feedback on your assigned work performance. How well you do your job is an important factor in determining your wages and salary.

Cambium endeavors to conduct achievement and performance reviews once a year. A review may also be conducted in the event of a promotion, or change in duties and responsibilities, or under certain other circumstances as warranted. If more than a year has passed since your last review, please contact and advise your Supervisor of this fact.

Merit Pay

Wages and salary are based on merit alone, not length-of-service or the cost-of-living.

Performance Evaluation/Appraisal Form

Copies of the Performance Evaluation/Appraisal Review form are available for your review on the Company Intranet website (Webster). You can also see your Supervisor or Human Resource Representative to receive a copy.

Advancement Opportunities

Upon the Hiring Authority's request, it is our practice to advise employees, wherever possible, about advancement opportunities by means of bulletin boards, Intranet website, email or other suitable methods. Providing you have maintained your current position for one (1) year, you may submit your request for consideration for a specific position directly to your Supervisor or Human Resource Representative.

III. WORK SCHEDULE

Business Hours

The normal workweek consists of five (5) days, eight (8) hours long, Monday through Friday. Regular business hours are determined by each Cambium' business unit but normally business hours are 8:00 a.m. to 4:45/5:00 p.m. Monday through Friday. Most employees are assigned to work a forty (40) hour workweek.

Your Supervisor will normally give you your schedule of daily work hours. The individual needs of the employee will be considered, when possible, in determining work schedules. You will be notified promptly whenever a change is necessary. Should you have any questions concerning your work schedule, please ask your Supervisor.

Lunch

Cambium provides a standard forty-five (45) minute lunch period, but coverage must be maintained. Scheduling of your lunch period will normally be determined and assigned by your Supervisor.

Non-Exempt employees are required to take a forty-five (45) minute unpaid lunch period daily. You are expected to take your full-allotted time for lunch. You may not "work through lunch" in order to arrive late or to leave early or to work extra time. In the event your Supervisor requests you to work during your scheduled lunch, your lunch will be rescheduled or you will be paid for the time that you worked.

Breaks / Rest Periods

Non-Exempt employees are granted two (2) fifteen (15) minute rest breaks each day, usually mid-morning and mid-afternoon. When taking your break, please coordinate with your co-workers to maintain adequate coverage at all times. In the event of an emergency or unusual condition, your Supervisor may ask you to postpone or forego your break in order to finish a particular project.

Absence or Lateness

From time to time, it may be necessary for you to be absent from work. Cambium is aware that emergencies, illnesses, or pressing personal business that cannot be scheduled outside your work hours may arise. Sick leave and/or personal time have been provided for this purpose. If you are unable to report to work, or if you will arrive late, please contact your Supervisor immediately. Give him or her as much time as possible to arrange for someone else to cover your position until you arrive.

When you call in to inform the company of an unexpected absence or late arrival, ask for your Supervisor directly. For late arrivals, please indicate when you expect to arrive for work. Notifying the switchboard operator or a fellow-employee is not sufficient. If you are unable to call in yourself because of an illness, emergency or for some other reason, be sure to have someone call on your behalf. If your Supervisor is not available when you call, please notify the next in authority. Absence from work for three (3) consecutive days without notifying your Supervisor may result in termination.

Excessive Absenteeism or Lateness

In general, five (5) absences in a 90-day period, or a consistent pattern of absence, will be considered excessive, and the reasons for the absences may come under question.

Tardiness and/or leaving early are as detrimental to Cambium as an absence. Three (3) such incidents in a 90-day period will be considered a "tardiness pattern" and are considered the same as an absence.

Excessive absenteeism, lateness, or leaving early will not be tolerated and may result in termination.

Record of Absence or Lateness

Your Supervisor will make note of any absence or lateness, and the reason, in your personnel file. Your attendance record will be considered when evaluating requests for promotions, transfers, leaves of absence, and approved time off, as well as scheduling layoffs, etc.

IV. EMPLOYEE BENEFITS

★ BENEFITS DISCLAIMER ★

Cambium Learning, Inc. (Cambium) reserves the right to rescind or amend Company-sponsored benefits and leave programs, to change insurance carriers, or to require or change employee contributions toward premium costs, deductibles, or co-payments. The Company may make such changes at any time, for any reason. Eligible employees will be notified of any such changes promptly. While our intention is to continue offering the Company-sponsored benefit and leave programs, we cannot guarantee that such benefits will always be available.

Cambium has made a substantial investment (beyond normal federal/state benefit entitlement programs) to provide eligible employees an excellent package of benefit and leave programs as described in this Handbook. The investment is for the purpose of retaining the loyalty of our long time employees, as well as attracting and recruiting talented newcomers who will help Cambium grow and prosper. Cambium will periodically review the benefit and leave programs and will make modifications as appropriate to the company's condition.

Eligibility for Benefits

Full-time employees currently receive all of the benefit/leave programs described in this Handbook upon meeting the eligibility requirements for each particular benefit. Part-time employees receive benefit/leave programs required by law, provided the employee meets the eligibility requirements set forth by law. Currently, benefit/leave programs are not afforded to temporary employees except as otherwise provided by law.

Paid Time Off

Holidays

The following holidays are currently recognized by Cambium as paid holidays: *New Year's Day, President's day, Memorial Day, Independence Day, Labor Day, Thanksgiving Day, and Friday after Thanksgiving, the day before Christmas and Christmas Day.*

Full- and part-time employees are eligible for paid holidays. We schedule all national holidays on the day designated by common business practice. If a holiday occurs during your scheduled Vacation, you are permitted to use the holiday in lieu of a Vacation for that particular day. Eligible employees will not receive holiday pay when on a leave of absence. Holidays are used in the computation of overtime.

Paid Vacation

Annual vacation provides an opportunity for rest, recreation, travel, and/or for accomplishing projects away from work. Cambium Learning believes that employees should have opportunities to enjoy time away from work to help balance their lives.

Full-time employees are currently eligible to earn vacation benefits. Vacation is earned each pay period and for eligible non-exempt employees, proportional to the number of hours worked per week excluding overtime. Employees become eligible for the new higher accrual rate on the first day of the pay period in which the employee's anniversary date falls. Vacation benefits are based on length of continuous employment starting with the employee's Hire Date.

Each year we try to create a policy that benefits the employees as much as possible, without creating too much of a burden on the company. As with any company doing business nationwide, there are always some unique rules and regulations that must be accounted for when developing new policies. As a result, the time off policy for employees living in California is slightly different. California employees accrue slightly less but are allowed to carry over as much as they want until they reach the cap of 100 hours. As a result, the following is a breakdown of how time off will be managed.

For employees located outside of California:

Length of Continuous Service	Vacation Days
Hire Date – 2 years of Continuous Employment	80 Hours (10 Days)
2-4 years of Continuous Employment	120 Hours (15 days)
Greater than 4 years of Continuous Employment	160 Hours (20 days)

- Vacation will be used in the year earned (January 1-December 31). No carry over of vacation days will be allowed.
- Seven (7) days of Sick time, this cannot be carried over.

- For employees with one year or less of service you have one additional floating holiday, for employees that have one or more years of service you have two (2) floating holidays. Floating holidays cannot be carried over.
- Vacation and Sick time will not be recorded at the Director level.

For employees' located in California:

- Employees will earn ten (10) days (80 hours) of Vacation. Vacation is capped at 100 hours.
- Seven (7) days of Sick time, this cannot be carried over
- Vacation and Sick time will not be recorded at the Director level.

Vacation is not earned on unpaid leaves of absence.

Vacation cannot be used before the time is accrued, unless approved by an Executive. A holiday occurring during your vacation will be considered a paid holiday, not vacation. Vacation hours are not used in the computation of overtime.

Every effort will be made to grant you Vacation at the time you desire. However, Vacation time cannot interfere with your department's operation and therefore must be approved by your Supervisor: at least one month in advance for a block of vacation time (e.g. a week or more), or at least one week in advance for a Vacation day. If any conflicts arise in requests for vacation, preference will be given to the employee with the most seniority.

A Time off Request Form must be used for vacation time approval. The Time Off Request Form must be signed by your Supervisor and delivered to Human Resources – Payroll prior to receiving payment for vacation. Time Off Request Forms can be obtained from the Cambium Intranet (Human Resource link), your Supervisor or from Human Resources.

Sick Time is intended to be used for unavoidable illness and/or injuries but may be used for the purpose of visiting doctors, dentists or other practitioners in their offices. Sick Time may also be used for tending to a serious illness and/or injury suffered by a member of your immediate family, in the event the ill/injured family member requires your personal attention. For purposes of definition, immediate family includes spouse, child, parent, or sibling living in your home. If another person can attend to the needs of an ill/injured family member, you are expected to fulfill your duties as an employee of Cambium.

Please advise your Supervisor as soon as possible that you will be absent from work due to illness or injury. Your Supervisor should be contacted every day you are absent. If you are unable to call in yourself because of an emergency illness or injury, be sure to have someone call on your behalf. If your Supervisor is not available when you call, please notify the next in authority.

Unscheduled absences will be monitored. The Supervisor may request the employee provide a statement from their health care provider at any time concerning the justification for an

unscheduled absence. You will be responsible for any charges made by your doctor for this documentation.

You may use your Vacation/Sick time in units of no less than one (1) hour at any one time. Vacation time may be used to accomplish personal business that cannot be accomplished during time other than your normal working hours. Vacation time may not be used for missed time because an employee reports late to work, except during inclement weather.

In the event of an illness or injury covered by workers' compensation insurance, Vacation/Sick Time will not apply.

Your Vacation and Sick Time earning rate and accumulation (in hours) are displayed on your paycheck stub each pay period.

Funeral (Bereavement) Leave

Full-time employees are currently granted up to five (5) workdays with pay to attend the funeral and take care of personal matters related to the death of a spouse or child. Three (3) workdays with pay are granted to attend the funeral and take care of personal matters related to the death of a member of the immediate family (a parent or step-parent, spouse's parent or step-parent, spouse's child by a former marriage, brother, sister or spouse's siblings, grandparent or spouse's grandparent.) Paid time under this practice is given over and above any time allowed and earned under our personal time practice.

With your Supervisor's approval, you may take up to one full day without pay to attend funerals of other relatives and friends. If you prefer, unused vacation time may be used for this purpose.

Pay for a funeral leave will be made for actual time lost from work. If the death and/or funeral occur at a time when work is not scheduled, payment will not be made. If a holiday or part of your vacation leave occurs on any of the excused days of absence for funeral leave, you may not receive holiday or vacation pay in addition to paid funeral leave.

An excused absence for funeral leave may not be retroactive, postponed, or split.

Jury Duty

We will pay you eight hours of wages per day for your first three (3) days of jury service or those hours and days as required by state law. Should your jury service extend beyond three (3) days you will be eligible to receive jury compensation from the state.

Upon receiving a notice for jury duty, you must provide us with a copy of the notice as soon as possible. You must report for work if you are released from jury duty before the end of our workday or if you are temporarily released from jury duty.

Unpaid Leaves of Absence

Occasionally, for medical, personal, or other reasons, you may need to be temporarily released from the duties of your job with Cambium but may not wish to submit your resignation. Under certain circumstances, you may be eligible for an unpaid leave of absence. There are several types of unpaid leaves for which you may be eligible.

Family and Medical Leave

Eligibility for Leave

Any employee who has been employed by Cambium at least 12 months and has worked at least 1,250 hours during the 12 months preceding the commencement of a leave of absence is eligible for a family or medical leave of absence if certain conditions are met. An employee, except for certain highly compensated employees, will be returned to the same or equivalent position.

An eligible employee may take a leave for one or more of the following reasons:

Medical Leaves

The inability of the employee to perform an essential function of his or her position due to a serious health condition, disability or pregnancy.

Family Leaves

- Father's attendance at birth of child
- Parent's care of a newborn, if completed within twelve (12) months following birth of child
- Placement of a son or daughter with the employee for adoption or foster care, if complete within twelve (12) months after date of placement
- Care for a spouse, child (under 18 years of age or disabled), or a parent of the employee who has a serious health condition

If the necessity for the leave is foreseeable, an employee must notify their Supervisor of the request for leave 30 days in advance. If the leave is foreseeable based on a planned medical leave, the employee also must make a reasonable effort to schedule treatment so as not to unduly disrupt Cambium operations.

If the leave is unforeseeable, the employee is expected to give notice to their Supervisor of the need for Family and Medical Leave as soon as practicable under the circumstance, i.e., within one or two working days.

An employee requesting a foreseeable leave must complete an "Application for Leave" and provide appropriate documentation, as may be requested, to verify the reason for the leave. Any request for leave based on a serious health condition, whether it involves the employee or a family member, must be made in a timely manner and be supported by appropriate medical

certification. Documentation confirming family relationship, adoption, or foster care may be required.

If the leave stems from an employee's medical condition, the medical certificate must specify that the employee is unable to perform an essential function of his or her job, including the duration of such a work restriction. For leave stemming from the medical condition of a family member, the medical statement must specify that the employee is needed to care for the family member. In all cases of leave for serious health conditions, the Supervisor reserves the right to request a second medical opinion at Cambium expense.

Failure to provide notification and appropriate medical certification in a timely manner may result in delayed approval or denial of leave. Continued absence after denial of leave may result in disciplinary action.

Length of Leave

Eligible employees may be granted an unpaid family or medical leave for a period up to 12 weeks during a 12-month period, measured forward from the first day of an employee's leave, except where both spouses work for Cambium. In this case, the spouses are limited to 12 weeks of leave in total during this 12-month period unless the leave is necessitated by the serious health condition of the employee or that of the employee's spouse or child.

Under a medical leave, employees must use any earned Vacation or Sick leave at the beginning of the leave. If collecting worker's compensation or disability payments an employee may not use vacation or sick leave.

Under a family leave, employees must use any earned Vacation and Sick leave at the beginning of the leave.

Benefits During Leave

An employee on an unpaid family or medical leave of absence will be retained on the Cambium health plan the same as active employees, except that the employee must make arrangements with Human Resources for payment of the employee's portion of the insurance premium. If the employee is on paid leave, appropriate deductions for health insurance will be made from the employee's paycheck.

Holidays, funeral leave, or employer's jury pay are not granted if on unpaid leave. For employees on a leave of absence for less than thirty (30) days, vacation and sick time accrual will not be affected; should the leave extend beyond thirty (30) days, vacation and sick time will not continue to accrue. However, employment benefits accrued by the employee up to the day on which the family or medical leave of absence begins are not lost.

In the event that an employee fails to return from family or medical leave, the employee will be liable for the premiums paid by the employer to maintain insurance coverage unless: (1) the employee's failure to return to work stems from the continuation, recurrence, or onset of a

serious health condition of the employee or a family member; or (2) the failure to return stems from circumstances beyond the control of the employee.

Return from Leave

An employee on leave is required to report periodically on their status and intent to report to work. An employee (except for certain highly compensated employees) upon returning from leave will be reinstated to the same or equivalent position subject to the rules of the Family and Medical Leave Act. Medical certification is required verifying an employee's ability to return to work from medical leave. Failure to return to work on the day after the expiration of leave will result in termination of employment.

Reduced Work Schedule/Intermittent Leave

In a limited circumstance as described below, an employee who is eligible for family or medical leave may be permitted to work a reduced schedule or receive periodic time off from work. In cases of a serious health condition of the employee or a family member, such leave may be permitted in circumstances when it is medically necessary. Appropriate medical certification will be required. However, where a reduced work schedule or intermittent leave is foreseeable based on planned medical treatment, Cambium reserves the right to temporarily transfer the employee to a comparable position that better accommodates the employee's recurring periods of leave.

In other cases in which employees are eligible for family and medical leave, such as pregnancy disability and childcare, adoption, or placement of a child, Cambium may review the individual circumstances involved in considering reduced schedule or intermittent leave request. Cambium may take into account the employee's length of service, number of requests, duties, workload, and employee's job performance in making such decisions. Intermittent leave will not be granted beyond 12 months following the birth of the child.

Any time off permitted, based on a reduced or intermittent leave, will be treated in the same manner as absences under the family and medical leave policy, and such absences will be applied against the leave permitted under such policy.

Personal Leave of Absence

In very special circumstances, Cambium may grant an unpaid leave for a personal reason, but never for taking employment elsewhere or going into business for your self. You should request an unpaid personal leave of absence from your Supervisor. An unpaid personal leave of absence must not interfere with the operations of your department or Cambium. Your Supervisor will submit your request to the appropriate member of management for final approval.

Holidays, funeral leave, or employer's jury pay are not granted if on unpaid personal leave of absence. For employees on a personal leave of absence of less than thirty (30) days, vacation/sick time accrual will not be affected; should the leave extend beyond thirty (30) days, vacation/sick time will not continue to accrue.

Consult the Employee Insurance section of this Handbook or the Human Resource Department to determine your insurance coverage during a leave of absence.

If you accept any employment or go into business while on a personal leave of absence from Cambium, you will be considered to have voluntarily resigned from employment with Cambium as of the day on which you began your leave of absence.

Employees who return from approved Personal Leave may be reinstated to a position of like status and pay if such position is available and they are qualified. However, there is no job guarantee. Failure to return from a leave at the time agreed will result in termination of employment.

Educational Leave of Absence

An educational leave of absence may be approved if the desired curriculum is of mutual benefit to you and to Cambium. Apply in the same manner as you would for an unpaid personal leave of absence.

Election Day

We encourage you to exercise your voting privileges in local, state, and national elections. However, since the polls are open from 7 AM to 7 PM, you are encouraged to vote before or after regular working hours. Every effort will be made by Cambium and Supervisors to schedule a normal workday of eight (8) hour on election days for all employees.

Non-Exempt employees scheduled to work more than nine (9) hours may take up to two hours paid leave from work to vote in a governmental election or referendum. You will be expected to notify your Supervisor the day prior to Election Day. Personal leave time, if available, may be used for this purpose.

Military Leave of Absence

If you are a member of the U.S. Armed Forces Reserve or National Guard, you are granted an unpaid leave of absence when called for active or inactive duty training.

This time is granted in addition to earned vacation/sick time. However, if you desire to use your vacation for this purpose, you may voluntarily do so upon a request to your Supervisor in writing.

If you are inducted into a branch of the U.S. Armed Forces for an extended period, upon returning to Cambium after separation from military service, you may be re-employed in accordance with the provisions of the law.

Cambium Employer-Sponsored Benefits

Full-time employees of Cambium are currently eligible for the following employer sponsored benefit programs.

For detailed information and literature on all Cambium benefit programs, please visit the Cambium Intranet website and/or Human Resources department.

Medical Insurance

Cambium offers eligible employees medical coverage at a reduced cost to the employee.

Eligible dependent medical coverage is also available to employees. Please visit the Human Resources office for information and premium cost.

Cambium will offer an Open Enrollment Period for employees to elect different or additional medical coverage once per year.

Life Insurance and Additional Voluntary Life/AD&D

Cambium currently provides eligible employees with term life and AD&D insurance coverage at no cost to the employee. You must enroll upon eligibility and designate a beneficiary. You may change your beneficiary whenever you wish by submitting the appropriate document to Human Resources.

Additional Voluntary Term Life and AD&D coverage is also available to you and your eligible dependents at employee cost. Please contact Human Resources for information and premium cost.

Dental Insurance

Cambium currently offers eligible employees dental coverage at a reduced cost to the employee. Eligible dependent dental coverage is also available to employees. Please contact Human Resources for information and premium cost.

Vision Services Plan

Cambium currently offers eligible employees vision coverage. Eligible dependent vision coverage is also available to employees. Please contact Human Resources for information and premium cost.

Short-Term Disability

Cambium currently provides eligible employees with employee-only Short-Term Disability coverage at no cost to the employee. STD protects you from financial hardship if you become too ill or have an accident that is not job related.

The current insurance provides sixty percent (60%) of your basic weekly salary up to a maximum benefit of one thousand dollars (\$1,000) per week payable for 12 weeks. The insurance has a seven (7) day elimination period. Please contact Human Resources for additional information.

Long-Term Disability (LTD) Insurance

Cambium currently provides eligible employees with employee-only Long-Term Disability coverage at no cost to the employee. LTD protects you from financial hardship if you become totally disabled due to illness or accident that is not job related.

The current insurance provides sixty percent (60%) of your basic weekly salary up to a maximum benefit of ten thousand dollars (\$10,000) per month. The insurance has a ninety (90) day waiting period. Please contact Human Resources for additional information.

401(k) Savings and Retirement Plan

Cambium currently offers eligible employees the option of enrolling in the company's 401(k) Savings and Retirement Plan. Cambium will match 100% of your contribution up to the first 3% of your compensation and 50% of your contribution on the next 3% of your compensation. The contributions that you make to the Plan as 401(k) salary deferrals are also called "salary reduction" contributions. The contributions reduce your gross salary for taxes. Please visit the Human Resource office for details regarding the 401(k) Plan.

Flex Spending Account (FSA) Plan

Cambium currently offers eligible employees the option of enrolling in the Flexible Spending Account Plan. The FSA plan provides certain pre-tax benefits to employees, including (but not limited to) group insurance premiums (employee portion), and/or medical care reimbursement, and/or dependent care reimbursement. The plan is provided for under IRS guidelines. Each plan year commences on January 1st. Please contact Human Resources for details regarding the FSA Plan.

Education Assistance

Cambium currently offers full-time employees who have a minimum of one (1) full year of employment at the company \$2,000.00 reimbursement per calendar year toward registration, tuition costs, books and/or fees for educational coursework related to the employee's position and/or business of the company.

- The course of study must be job/business related and offered by an approved educational institution;
- All courses must be pre-approved in writing by your Supervisor;
- You must receive a grade of “B” or better to be reimbursed;
- Once the course is complete, submit a certified transcript of grades, with receipt for expenses. Cambium will reimburse you for the portion of the registration and tuition that was pre-approved in writing.

If you are eligible to receive educational benefits from other sources, such as the Veterans Administration, Cambium will not reimburse your educational expenses.

Seminars and Training

Cambium may arrange to have you attend both formal and informal training programs to enable you to progress in your technical knowledge of our business. This benefit is typically not granted to employees in their first year of employment, and in any event is entirely at the discretion of your Supervisor or the President. From time to time, employees may be asked by the company to attend such a program at the company’s expense.

If you become aware of a particular seminar that you believe is appropriate for enhancing your skills (and/or those of other employees), please bring it to the attention of your Supervisor. Each employee is limited to one seminar per year, unless the President approves additional training.

Since these seminars are usually offered only at specified times in a geographical area, please be sure to notify your Supervisor as far in advance as possible. This way, he or she can attempt to schedule workloads to accommodate your (and/or other employees’) desire to attend the seminar.

NOTE: If you are taking a pre-approved seminar that offers continuing education credit, be sure to give your Supervisor a copy of the Continuing Education Credit Certificate (or other document) to include in your personnel file.

Credit Union Membership

If you are an employee of Cambium, you are currently eligible for membership in Norbel Credit Union or Chase at Work. Membership enables you to enjoy certain benefits offered by credit unions and some banks. Advantages may include low interest rate loans, higher earning on savings, and other benefits. Please contact Human Resources for information regarding either financial institutions.

Traditional Statutory Benefit Programs

Social Security

Each pay period a portion of your salary, along with a matching amount provided by Cambium, is set aside for Social Security benefits. This program is intended to provide you and your family with security for retirement benefits, disability payments, financial assistance for dependents or disabled persons, lump sum death payments, Medicare, and survivor's benefits. Specific information about personal or family situations is available through your local office of the Social Security Administration.

Workers' Compensation Insurance

Cambium carries insurance to cover the cost of a work-related injury or illness. Benefits help pay for your medical treatment and may include part of the income you may lose while recovering. Detailed information is given to you if you are injured on the job, or suffer an occupational illness.

Unemployment Compensation Insurance

Cambium makes an employer contribution based on a percentage of an employee's wages to the state to provide unemployment benefits if an employee becomes unemployed through no fault of their own. Eligibility for benefits is an individual determination made by the appropriate state agency.

Loss of Employer-Sponsored Benefits (COBRA)

In the event of your termination of employment with Cambium or loss of eligibility to remain covered under certain employer-sponsored benefit programs, you and your eligible dependents may have the right to continued coverage under medical, dental, and/or FSA insurance programs for a limited period of time at your or their own expense, as provided for under COBRA regulations and guidelines. Please contact Human Resources for additional information.

V. DISCIPLINE PRACTICE

Discipline Practice

Good working relationships make demands on everyone, and employees have responsibilities to Cambium, themselves and the people they work with. In addition, an employee's conduct is a major factor affecting the health and growth of the company. It is also an important aspect of the company's image within the community.

We hope it will not be necessary to discipline or discharge employees. There may be times, however, when it becomes necessary to formally correct the performance of individuals and, in some cases, to terminate the employment relationship.

Cambium may impose counseling, reprimand, written warning, demotion, suspension, or disciplinary action, including termination, which, in its judgment, most effectively takes care of the problem. Any action taken by management in an individual case should not be assumed to establish precedent in other circumstances.

VI. RESIGNING FROM EMPLOYMENT

Notice of Resignation

While we hope you benefit from your continued employment, we realize that it may become necessary for you to leave your job with the company. We hope and expect that you will give at least two weeks notice in the event you intend to leave our employment.

Payment of Benefits

Upon termination from employment, employees will be paid on a pro-rata basis for any benefits that have accrued through the last day of work. For the purposes of this final calculation, any partial week of service will be treated as a full week of service.

Final Pay

If discharged, you are paid your final wages at the time of termination. If you resign from employment, you are paid your final wages not later than the next regular payday following the resignation. Final wages will include all time worked from the previous pay period through the last day of work and all accrued but unused vacation leave.

Exit Interview

In instances where an employee voluntarily leaves our employ, Cambium management would like to discuss your reasons for leaving and any other impressions that you may have about Cambium. If you decide to leave, you are asked to grant us the privilege of an exit interview.

During the exit interview, you can express yourself freely. It is hoped that this exit interview will help us part friends, as well as provide insights into possible improvements that we can make.

References

Cambium does not respond to oral requests for references. All requests must be in writing and on company letterhead. References will be limited to confirmation of your dates of employment and last position held.

Written requests for financial data, submitted by a loan company or mortgage lender, will be honored upon verification of your signature. Any requests for information by appropriate legal authorities will be honored as required by law. This applies to both current and former employees. As an employee, do not under any circumstances respond to any requests for information regarding another employee unless it is part of your assigned job responsibilities. If it is not, and you receive a request for a reference, you should forward the request to the Human Resource department.

Return of Company Property

Any Cambium property that is in your possession must be returned to Cambium at the time of your resignation. This includes building keys, cell phones, computer equipment, telephone calling cards, credit cards, and other property owned by Cambium. You are responsible to pay for any lost or damaged items.

VII. MISCELLANEOUS EMPLOYMENT PRACTICES

Bulletin Boards

Currently, the company Intranet site (Webster) is our "official" way of keeping everyone informed about new practices, changes in procedures and special events. Legally required employee information and notices will be posted on bulletin boards located in each company building. Information of general interest is posted regularly on the bulletin board in the cafeteria. Please form the habit of reading posted information regularly.

Only authorized personnel are permitted to post, remove or alter any notice on the legal notices bulletin boards in each company building. If you need to have a notice posted on these bulletin boards, please see Human Resources.

Company Meetings

On occasion, we may request that you attend a company-sponsored meeting. If this is scheduled during your regular working hours, your attendance is required. If it is held during non-working hours, and you are a "non-exempt" employee required to attend, you will be paid for the time spent at the meeting and standard overtime practices will apply. Exempt employees are required to attend all company-sponsored meetings.

Team Meetings

From time to time, your Supervisor will schedule department meetings before, during, or after work. You are expected to attend these meetings. This gives you and your colleagues a chance to receive information on Cambium events, to review problems and possible solutions, and to make suggestions about your department or your job.

If it is held during non-working hours and you are a "non-exempt" employee required to attend, you will be paid for the time spent at the meeting and standard overtime practices will apply. Exempt employees are required to attend all company-sponsored meetings.

Annual Meeting

Normally, at the beginning of each fiscal year (calendar year), Cambium will hold an all-day, company-wide Annual Meeting. Significant company events of the prior year will be discussed, as well as expectations and goals for the upcoming year. It is also a chance to get to know your co-workers better, and to understand different points of view and responsibilities. Attendance at this meeting is mandatory.

This is a chance for each and every employee to take part in the direction of his or her department, as well as the company at large. The goals and objectives set at this meeting have historically had an impact on the overall performance of Cambium, and follow-up quarterly meetings may be called from time to time in order to stay on course.

Computer Software (Unauthorized Copying)

Cambium does not condone the illegal duplication of software. The copyright law is clear. The copyright holder is given certain exclusive rights, including the right to make and distribute copies. Title 17 of the U.S. Code states that "it is illegal to make or distribute copies of copyrighted material without authorization" (Section 106). The only exception is the users' right to make a backup copy for archival purposes (Section 117).

The law protects the exclusive rights of the copyright holder and does not give users the right to copy software unless the manufacturer does not provide a backup copy. Unauthorized duplication of software is a federal crime.

Contributions to Charities

Cambium has a budget for donations to worthwhile charities and a practice not to exceed that budget. All decisions concerning contributions are made by the President of Cambium at the beginning of each fiscal year. Please do not make an appeal to Cambium to support your personal charity.

Expense Reimbursement

You must have your Supervisor's written authorization (requisition/purchase order, etc.) prior to incurring an expense on behalf of Cambium. To be reimbursed for all authorized expenses, you must submit an expense report accompanied by receipts and approved by your Supervisor. Please submit your expense report each week, as you incur authorized reimbursable expenses. Please see the 'Travel and Expense Reimbursement Manual' or contact Accounts Payable at the Longmont facility for further information.

Use of Personal Vehicle

If you are asked to conduct company business using your personal vehicle, you will be reimbursed at the current IRS mileage rate. Please submit this expense on your weekly expense report. When operating your own vehicle for company business, you will be completely responsible for any accidents, fines, or traffic violations incurred.

Fire Drills

We may schedule fire drills throughout the year for employee safety. Your Supervisor can answer any questions you may have about what to do.

Job Related Problems

If you have a problem concerning a work-related matter, discuss it frankly with your Supervisor. Normally, this discussion should occur within 3 – 5 days of the incident, or in a timely manner. Discussions held in a timely manner will enhance our ability to resolve a concern while it's fresh in everyone's mind. Your Supervisor is an important person to you and your success on your job.

If you are not satisfied after discussing the problem with your Supervisor, or if it is inappropriate to go to the Supervisor, an “open door” policy exists. You have complete freedom to take your problem to the Human Resource Manager. Should you desire further resolution; the Human Resource Manager can speak to the President, who will make the final judgment.

Housekeeping

Neatness and good housekeeping are signs of efficiency. You are expected to keep your work area neat and orderly at all times. Accessible trash receptacles and recycling containers are located throughout the building. Please put all litter and recyclable materials in the appropriate receptacles and containers. Always be aware of good health and safety standards, including fire and loss prevention. Please report anything that needs repairing or replacing to your Supervisor immediately.

Cafeteria Facility

For your convenience and comfort, Cambium provides a break room for everyone's use. It is your responsibility to do your share in keeping this facility clean and sanitary. Please clean up after yourself.

Layoff & Recall

An employee may be subject to a non-disciplinary, involuntary termination through a layoff. Such terminations may be due to factors such as shortage of funds, elimination of a position, or lack of work. In such cases, affected employees are given as much notice as practical.

Life-Threatening Illnesses

Employees with life-threatening illness often wish to continue their normal pursuits, including work. Cambium supports these endeavors as long as employees are able, in the opinion of management, to meet acceptable performance standards and the employee's condition does not present a health and/or safety threat to other employees or customers. As in the case of other disabilities, Cambium makes reasonable accommodations to allow qualified employees with life-threatening illnesses to perform the essential functions of their jobs.

Personal Shipping

As time allows, use of the warehouse facility for personal shipping is permissible provided you pay for the shipping costs.

Property & Equipment Care

It is your responsibility to understand the equipment that you need to use to perform your duties. Good care of any machine that you use during the course of your employment, as well as the conservative use of supplies, benefit you and Cambium. If you find that any equipment is not

working properly or in any way appears unsafe, please notify your Supervisor immediately so that repairs or adjustments may be made.

Security System – Longmont Facility

Cambium’s Longmont buildings are secured by a full electronic systems, and is monitored by an outside security service around the clock. Each employee (as appropriate) working at these offices will be issued a key and a security code at the time of employment, and will be instructed in the use of same for opening and closing. It is very important that the correct procedures be honored, as false alarms can cost Cambium significant fines.

If you think you are the last one out at night, it is most important to walk around the inside of the building to make sure that all lights are out, all doors are locked and secure, and no one is still on the premises. Aside from saving on fines for false alarms, your fellow employees will appreciate not having the alarm go off while they are still in the building!

Security - General

Maintaining the security of Cambium’s buildings is every employee's responsibility. Develop habits that insure security as a matter of course. You are expected to:

- Always keep your personal property secured.
- Always keep valuable property secured. If you are aware that valuable property is insecurely stored, immediately inform the person responsible.
- Know the location of all alarms and fire extinguishers, and familiarize yourself with the proper procedure for using them, should the need arise.

Health Examinations

Cambium reserves the right to require an employee to participate in a health examination. The company shall pay for all such health exams.

Smoking

Cambium discourages its employees from smoking. Smoking is regarded as a poor health habit, which can detract from performance and is often offensive to co-workers and/or customers. While we cannot regulate employee conduct off the job or outside of work hours, we feel it is our responsibility to provide a workplace free of exposure to hazardous substances, and we have therefore established our facilities and businesses as smoke-free workplaces. All employees are expected to abide by this practice while at work.

Smoking is not allowed anywhere inside Cambium buildings. Smoking may be done outside the back (warehouse) entrances at both the Specialty Place and Salazar locations. It is not allowed

anywhere near the front entrances. Smoking is permitted only on regularly scheduled breaks as defined the as defined in the “Breaks / Rest Periods” Section in Chapter III of this Handbook.

Travel Practice

Because of the increasing frequency of authorized company travel at Cambium, we have implemented a set of guidelines to cover travel, lodging, meals, entertainment, use of company credit cards, etc. Please contact the Finance and Account Department for further information.

Solicitations and Distributions

Solicitation for any cause during working time and in working areas is not permitted. You are not permitted to distribute non-company literature in work areas at any time during working time. Working time is defined as the time assigned for the performance of your job and does not apply to break periods and meal times. Working areas do not include the lunchroom or the parking areas. Solicitation during authorized meal and break periods is permitted so long as it is not conducted in working areas. If you have questions regarding solicitations of merchandise or contributions, please see your Supervisor for clarification. Persons not employed by Cambium are prohibited from soliciting or distributing literature on company property.

Visitors

Our insurance coverage and good common sense prohibits unescorted visitors in our warehouse facilities. Personal visitors, particularly family members, are welcome from time to time providing that they do not interfere with the business of Cambium and the performance of its employees. Employees should not bring young children or children requiring supervision to work for extended periods of time. Always remember Cambium facilities are a place of business.

Suggestions

We encourage all employees to bring forward their suggestions and good ideas about how our company can be made a better place to work, our products improved, and our service to customers enhanced. When you see an opportunity for improvement, please submit you suggestion through the link on the Cambium Intranet or talk it over with your immediate Supervisor. He or she can help you bring your idea to the attention of the people in the company who will be responsible for possibly implementing it.

All suggestions are valued and listened to. When a suggestion from an employee has particular merit, we provide for special recognition of the individual(s) who had the idea.

Relatives

If Cambium employs you and members of your immediate family, one may not supervise the other nor may they work in the same department. If the employees are unable to develop a workable solution, the President of Cambium will decide which employee may be transferred in

such situations. For purposes of this section, your immediate family includes your spouse, children, siblings, parents, grandparents, and your spouse's children, siblings, parents and grandparents.

Should two present employees who work together or supervise each other enter into a personal, non-work related relationship, one or both employees may have to be transferred.

ACKNOWLEDGMENT OF RECEIPT

I HAVE RECEIVED A COPY OF THE EMPLOYEE HANDBOOK . I UNDERSTAND THAT I AM TO BECOME FAMILIAR WITH THE CONTENTS. FURTHER, I UNDERSTAND:

- **EMPLOYMENT WITH CAMBIUM IS AT-WILL. I HAVE THE RIGHT TO END MY WORK RELATIONSHIP WITH THE ORGANIZATION, WITH OR WITHOUT ADVANCE NOTICE FOR ANY REASON. THE ORGANIZATION HAS THE SAME RIGHT.**

- **THE LANGUAGE USED IN THIS HANDBOOK AND ANY VERBAL STATEMENT OF MANAGEMENT ARE NOT INTENDED TO CONSTITUTE A CONTRACT OF EMPLOYMENT, EITHER EXPRESS OR IMPLIED, NOR ARE THEY A GUARANTEE OF EMPLOYMENT FOR A SPECIFIC DURATION.**

- **THE HANDBOOK IS NOT ALL INCLUSIVE, BUT IS INTENDED TO PROVIDE ME WITH A SUMMARY OF SOME OF THE ORGANIZATION’S GUIDELINES AND/OR PRACTICES.**

- **THIS EDITION REPLACES ALL PREVIOUSLY ISSUED HANDBOOKS. THE NEED MAY ARISE TO CHANGE THE GUIDELINES AND/OR PRACTICES DESCRIBED IN THIS HANDBOOK. THE ORGANIZATION THEREFORE RESERVES THE RIGHT TO INTERPRET THEM OR CHANGE THEM WITHOUT PRIOR NOTICE.**

- **NO REPRESENTATIVE OF CAMBIUM, OTHER THAN THE PRESIDENT OF THE ORGANIZATION, HAS THE AUTHORITY TO ENTER INTO AN AGREEMENT OF EMPLOYMENT FOR ANY SPECIFIED PERIOD AND SUCH AGREEMENT MUST BE IN WRITING, SIGNED BY THE PRESIDENT AND MYSELF. WE HAVE NOT ENTERED INTO SUCH AN AGREEMENT.**

Employee Name

Date