



**Benefits**  
2009  
at a Glance



*Benefits at a Glance is a summary of the benefits available to Marathon employees. Details of the plans mentioned are available at [mymarathonbenefits.com](http://mymarathonbenefits.com).*

**As a regular “full-time” or regular “part-time” employee, you are eligible to participate in most plans on your first day of employment. There are a few exceptions and they are noted throughout this brochure.**

**If there is any conflict between the descriptions in this summary and the actual provisions of the employee benefit plans, those provisions will be followed. The Company reserves the right to modify, amend, or terminate any of its benefit plans or practices at any time. This summary reflects benefit levels and employee contributions as of January 1, 2009.**

# Benefits to Meet Your Needs!

## THRIFT PLAN

You will be eligible to participate in the Thrift Plan when you are at least age 21 and have completed one year of service.<sup>1</sup>

The Company will match your pre-tax and/or after tax contributions up to an aggregate of 7% of gross pay, dollar for dollar. You may also elect to make additional contributions consisting of all after-tax, all Marathon Savers Plus (MSP) pre-tax contributions (withdrawal restrictions apply) or a combination of both. If you will reach age 50 or older by the end of the calendar year, you can take advantage of a “catch-up” election, which permits an additional pre-tax contribution to your retirement savings plan of up to \$5,500 for 2009.

### Special General Asset Payment

NOTE: As a regular full-time or regular part-time employee, you will be eligible for a Special General Asset Payment equal to 7% of eligible pay earned during your first twelve months of employment. This payment is not part of the Thrift Plan, but is in recognition of the Thrift Plan's 7% Company contribution that you are not eligible for during your first year of employment.<sup>1</sup> This special payment will be made to you within 60 days of your first anniversary of your hire date, provided that you are an employee of the Company on the date that the Special General Asset Payment is made.

You acquire a vested right to all Company Contributions upon completion of three years of vesting service.

You direct investment of funds in a variety of options including: Company Stock, Mutual Funds, or Marathon Stable Value fund<sup>2</sup> (formerly Cash with Interest).

Withdrawals, loans and transfers are available.

The Plan may accept rollovers from other qualified plans.

<sup>2</sup> *The decision was made to rename Cash with Interest, which is a stable value fund managed by Fidelity Management Trust Company (“FMTC”), to better reflect the nature of the fund. The new name, the Marathon Stable Value Fund, is effectible January 2, 2009. It should be emphasized the fund is not changing; it is just being renamed. More information on this investment option is available on Fidelity NetBenefits at [www.401k.com](http://www.401k.com)*

Prior to meeting the age 21 and one-year service requirements, you are able to roll over qualified distributions from another qualified plan into the Thrift Plan and direct investment of those funds.

## RETIREMENT PLAN

This Plan is provided entirely at Company expense. You will be eligible to participate in the Retirement Plan when you are at least age 21 and have completed one year of service.<sup>1</sup> Once eligible, this “waiting” time may count as Plan participation.

At age 65 with 37½ years of Plan participation, your retirement benefit plus half of your social security benefit will equal 60% of your final average pay.

You may retire on the first day of any month after age 50 if you have at least ten years of vesting service. Benefits are reduced on a pro-ratio basis for less than 37½ years of Plan participation and they are reduced for retirement prior to age 62.

You are vested in the Plan upon the completion of five years of vesting service or attainment of age 65.

<sup>1</sup>For purposes of the Thrift and Retirement Plans and the Special General Asset Payment, references to “one year of service” and “first year of employment” refer to the 12-month period beginning with the original hire date for most employees. This may not be the case, however, if you are a rehired employee or you previously performed services as an intern, co-op, or leased employee. Please see the applicable Plan Text for definitions of these terms and how they apply to your individual situation.

## HEALTH PLAN

There are two options in the Health Plan: the Traditional PPO and PPO Plus. These options are offered by Anthem and UnitedHealthCare. Your residential zip code determines which provider will provide your network and administer your option. Both options have the same Managed Prescription Drug Program coverage with retail and mail-order components, and the same Managed Mental Health and Chemical Dependency Program (MMH program). Both options have the same coverage for preventative services (covered at 100% in network). Additionally, the PPO Plus will include a Company contribution to the Marathon Health Reimbursement Account, which can be used to pay health care expenses while active, and used to pay health care expenses and premiums as a retiree.

The Traditional PPO has lower deductibles and a higher premium. You will pay 15% of in-network expenses after you reach the in-network deductible, and 35% of out-of-network expenses, after you reach the out-of-network deductible.

The PPO Plus has higher deductibles and a lower premium. You will pay 20% of in-network expenses after you reach the in-network deductible, and 40% of out-of-network expenses, after the out-of-network deductible. As a participant in the PPO Plus option, Marathon will contribute \$250 per covered individual, up to a maximum \$750, to a Marathon Health Reimbursement Account (MHRA).

For prescriptions filled at both retail and mail order, there will be a minimum charge depending on the type of drug received. For prescriptions filled at mail order, there will be a per prescription maximum of \$200.

### MONTHLY CONTRIBUTIONS\*

	Traditional PPO Option	PPO Plus
Employee only	\$ 73	\$ 59
Employee and Spouse	\$160	\$130
Employee and Children	\$145	\$118
Employee and Family	\$218	\$177

\*Contribution rates for regular "part-time" employees are different from those above.

	Traditional (In-Network)	PPO Plus (In-Network)	Prescription (Retail)	MMH (In-Network)
<b>CALENDAR YEAR DEDUCTIBLES</b>				
Individual	\$300	\$1,250	\$150	None
Family	N/A	\$3,750		
<b>OUT-of-POCKET MAXIMUMS</b>				
Individual	\$2,500	\$2,500	\$4,500	\$4,500
Family	N/A	\$7,500		

## DENTAL PLAN

**For 2009 we will offer one dental option: The CIGNA Dental PPO – You can see any licensed dentist; however, if you receive care from a CIGNA PPO dentist, you pay a discounted rate for services.** There is no deductible for preventative and diagnostic services, however, there is a \$50 deductible per individual on other services. For 2009, there will be a \$1,500 calendar year maximum per individual (not including orthodontic expenses); the previous maximum was \$1,250. For 2009, there is also a \$1,750 lifetime orthodontia maximum per individual - you pay the balance. This maximum is up from the previous maximum of \$1,500.

Monthly employee contributions\* (required on a pre-tax basis) are \$12 for individuals, \$24 for Employee and Spouse, \$26 for Employee & Children, and \$41 for Employee & Family.

\*Contribution rates for regular "part-time" employees are different from those above.

## VISION ASSISTANCE PLAN

The Vision Assistance Plan, insured by Anthem Blue View Vision of Blue Cross/BlueShield, offers employees and their dependents in-network discounts on yearly vision examinations, lenses, and contact lenses, as well as frames (every 24 months), with an in-network co-payment which ranges from \$10 for vision examinations up to \$250 for non-elective contact lenses through selected providers. The Plan offers some discounts for many out-of-network providers.

**MONTHLY CONTRIBUTIONS** effective 1/1/09 for Regular Full-time and Regular Part-time employees (required on a pre-tax basis) are \$3.50 for Employees Only, \$6 for Employee & Spouse, \$6.35 for Employees & Children, and \$9.50 for Employee & Family.

## VISION ASSISTANCE MONTHLY CONTRIBUTIONS

Service	Frequency	In-network Co-payments	In-network Allowances
Exam	Once every 12 months	Exam \$10	Frame Allowance \$120
Eyeglass Lenses	Once every 12 months	Materials \$10	Contact Lenses \$105
Frames	Once every 24 months		
Contact Lenses (in lieu of prescription glasses)	One order of lenses per 12-month period		

## HEALTH REIMBURSEMENT ACCOUNT (MHRA)

SHPS/Carewise Health is the administrator of the Marathon Health Reimbursement Account (MHRA).

The Marathon Health Reimbursement Account (MHRA) is an account the Company contributes money to that can be used for current health-related expenses or saved for future health-related expenses. There are two ways that an employee can receive a Company contribution to this account. First, contributions can be earned through the Wellness Plan. The more interest the employee takes in improving their health, the greater the availability of Company contributions for the employee to save for future expenses through the accumulation of Wellness Credits. For active employees, the maximum annual contribution from the Wellness Plan to the MHRA will be \$250.

Level	Wellness Credits as of December 31st	Annual Wellness Contribution
Bronze	40-44	\$100
Silver	45-49	\$150
Gold	50 or more	\$250

The second way to receive Company contributions to the MHRA is by enrolling in the PPO Plus Option under the Health Plan. The Company will contribute \$250 annually per person covered under this option up to a maximum of \$750 per account per year.

## FLEXIBLE SPENDING ACCOUNTS

**Health Care Spending Account (HCSA)** - This account is for **pre-tax** payroll deductions for predictable health, dental, vision, and hearing expenses not covered by other benefit plans at Marathon or any other insurance plans. The minimum annual contribution is \$120 and the maximum annual contribution is \$5,000. ***The Company matches, dollar for dollar up to \$200, contributions by an employee to this account.***

**Dependent Care Spending Account (DCSA)** - This account is for pre-tax payroll deductions for predictable dependent care expenses. An eligible dependent could be your child(ren), an incapacitated spouse, or an elderly parent. The care provided must allow you (and your spouse) to be employed. The minimum annual contribution is \$120 and the maximum annual contribution is \$5,000 (\$2,500 if married and filing a separate return). **THIS ACCOUNT IS NOT FOR REIMBURSEMENT OF MEDICAL EXPENSES.**

**Adoption Assistance Account** - This account is provided entirely at Company expense for qualifying adoption expenses up to \$7,500 per adoption with a lifetime maximum of \$15,000, with no limit on the number of adoptions permitted.

SHPS/Carewise Health is the administrator of Marathon's Health Care Spending Account (HCSA), Dependent Care Spending Account (DCSA) and the Adoption Assistance Account.

## SICK BENEFIT PLAN

Your benefits depend upon length of service and range from one week full pay and two weeks at 60% pay upon your date of hire, to 26 weeks of full pay after 20 years.

This Plan is provided entirely at Company expense.

## LONG TERM DISABILITY PLAN

You will receive 60% of your monthly base pay following six months of disability up to a maximum monthly benefit of \$12,000.

Employee contributions are based on your monthly salary. Contributions are: \$.25 for each \$100 of monthly base pay in excess of \$2,500 up to a maximum contribution of \$43.75 per month (required on a **pre-tax** basis).

## LIFE INSURANCE PLAN

You will be provided life insurance coverage of one times your annual gross pay at no cost to you.

In addition, you may elect optional contributory life insurance coverage between one to six times your annual gross pay at age-based premium rates (required on an after-tax basis) that range from \$.028 to \$1.262 per \$1,000 of coverage per month. Employees can also purchase dependent life insurance coverage for spouses and children in fixed dollar amounts.

## ACCIDENTAL DEATH AND DISMEMBERMENT INSURANCE PLAN

You may elect coverage in increments of \$10,000 up to \$100,000 and thereafter in increments of \$50,000 up to \$250,000. Based on the type of coverage you elect, your spouse and/or children may also be covered.

Monthly contributions (required on a pre-tax basis) range from \$.16 per \$10,000 for single coverage to \$.22 per \$10,000 for family coverage.

## OCCUPATIONAL ACCIDENTAL DEATH BENEFIT PLAN

If death is the result of an accident while you are engaged in Company duty, the Plan will pay a benefit equal to the greater of \$500,000 or two times your annual gross pay.

This Plan is provided entirely at Company expense.

## CONTRIBUTION CONVERSION PLAN

As permitted under the law, this Plan automatically excludes your premium contributions to the Health, Dental, Vision, LTD, and Accidental Death and Dismemberment Plans from gross pay for income tax purposes.

## WELLNESS PLAN

The Well ALL Ways Wellness Plan is the Company's health promotion plan. The Plan offers physical examinations and certain preventative health screening tests for employees not covered by the Health Plan. The Plan also offers a component that reimburses for gym, fitness or exercise memberships and selected lifestyle improvement courses. By engaging in certain wellness activities, the employee may accumulate enough wellness credits to be eligible for an annual Company contribution to their MHRA.

## EMPLOYEE ASSISTANCE PROGRAM

The Plan offers 24-hour confidential counseling and referral service. It is staffed by trained professionals to assist you and your dependents with family/marital, parenting, drug/alcohol abuse, emotional or work-related concerns.

You and your dependents are eligible for a maximum of eight counseling sessions per individual, per problem, per year.

This Plan is provided entirely at Company expense.

## VACATION

Vacation provides paid time off. The total vacation hours available to you during any calendar year (January through December) is based on your years of eligible vacation service and your "normal" scheduled hours for your average work week. Going forward, your "normal" scheduled hours for your average work week are determined on each December 31, to determine your total vacation hours for the following year. This annual calculation includes up to the hourly equivalent of 5 days that may be carried over into a new calendar year.

During First Year of Employment:		Beginning January 1 of Each Calendar Year In Which You Complete:	
Hire Month	Vacation	Service	Annual Vacation
January-March	100%*		
April	90%*	1-4 years	2 weeks
May	80%*	5-9 years	3 weeks
June	70%*	10-19 years	4 weeks
July	60%*	20-29 years	5 weeks
August	50%*	30+ years	6 weeks
September	40%*		
October	30%*		
November	20%*		
December	10%*		

(Note: "Weeks" are converted to hours as described on the left.)

\*(of eligible weeks under the normal schedule)

## HOLIDAYS

The following paid holidays are observed in most locations: New Year's Day, Good Friday, Memorial Day, Independence Day, Labor Day, Thanksgiving Day, Day after Thanksgiving, Christmas Day, one additional day at Christmas, and one floating day off.

## FLEXIBLE WORK SCHEDULE

In order to help you balance the demands of your work and personal life, flexible work schedules are available at certain locations. Talk with your HR Consultant or Supervisor for additional information about flexible work schedules that may be offered at your location.

## FAMILY/PERSONAL LEAVE

In 2008, new changes were added to the FMLA which include provisions that affect family members/next of kin of servicemembers on active duty, pending call to active duty, or those injured in the line of duty. Family members such as the spouse, parent, son or daughter of an individual who is currently on active duty or who have been notified of an impending call to duty in the Armed Forces are now entitled to use FMLA leave under the new regulations. Family members/next of kin of a servicemember who has suffered a serious wound or injury in the line of duty is permitted up to 26 workweeks of FMLA leave during a 12-month period in order to provide care to the injured servicemember. All regular full-time and regular part-time employees are entitled to take a leave of absence for up to 12 workweeks' duration in any 12-month period for the following reasons: birth, adoption, foster care of a child or, after one year of service, the serious illness of a family member. Leaves for other personal reasons or extended Family Leaves require Company approval.

## MATCHING GIFTS PLAN

The Company will contribute an amount equal to the total value of your gift to a qualified educational institution. Your gift must be at least \$50. A maximum \$10,000 in gifts per individual per calendar year will be matched.

## VOLUNTEERISM PROGRAMS

**Volunteerism Program:** If an eligible participant performs a minimum of 24 hours of volunteer service during a calendar year at a single eligible organization, they may apply for a volunteerism grant in the amount of \$200. Each participant can apply for one (1) grant per calendar year. The total grant amount paid out per eligible couple will not exceed \$400.

The number of volunteer service hours performed by both the employee and the employee's spouse at a single organization may be combined to meet the 24-hour minimum.

Volunteer service includes volunteer activities that benefit the general community including, but not limited to, committee work, fundraising, tutoring, mentoring, or neighborhood revitalization.

**Global Volunteer Awards Program:** The GVAs will recognize the volunteer time and efforts of employees by annually granting up to 50 awards of \$1,000 (or local currency equivalent) to the non-profit organizations where winning volunteers share their time, talent and energy.

## EDUCATIONAL REIMBURSEMENT PLAN

The Company will reimburse all or a portion of your eligible tuition, required fees, and textbooks, subject to a maximum reimbursement of \$515 per semester hour or \$345 per quarter hour for satisfactory completion of approved courses.

## MARATHON SCHOLARS PROGRAM

The Plan provides scholar awards of \$500 to \$1,500 annually for a limited number of high school students who are sons or daughters of Marathon employees and plan to continue their education in college or vocational school programs.

## TELECOMMUTING POLICY

This alternative work arrangement provides the opportunity for enhanced work/life balance. It is generally available to exempt and non-exempt employees who fit certain performance, work habit, and position criteria—including the requirement of two years of relevant experience. The Telecommuting Policy gives authority and guidance to managers and supervisors to use telecommuting arrangements as a business tool, where needed, to meet or exceed department goals and to manage how work is completed. The Company will provide reimbursement for certain telecommuting expenses.

Domestic partners and their children who satisfy the requirements of the Marathon Oil Company Affidavit of Domestic Partner relationship form may be eligible for participation as provided in each of the following plans: Health, Dental, Vision, Wellness, EAP, and Family Leave.

You will also have the opportunity to access 529 college savings arrangements offered by Fidelity Investments. This program is made available as a service to employees and is not a Company-sponsored benefit plan. For information, call 1-800-544-2270 to speak with a Fidelity representative or visit [www.fidelity.com/goto/collegeplan](http://www.fidelity.com/goto/collegeplan).

In addition, within 90 days of employment, you will receive information directly from MetPay and MetLife on their products. The MetPay and MetLife programs are made available as a service to employees and are not Company-sponsored benefit plans.

