

**Marathon Oil Company  
Educational Reimbursement Plan**

**As of January 1, 2013**



# Educational Reimbursement Plan

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# Educational Reimbursement Plan

## I. Objective

1. Tuition Aid is designed to encourage self-improvement through outside study by giving financial assistance with education-related expenses. It is intended to help an employee increase effectiveness in their present position, prepare for possible advancement, and increase adaptability to new ideas and change.

## II. Employee Eligibility

1. Employees are eligible for Tuition Aid provided they:
  - a. are a Regular employee working on a full-time or part-time basis at the time of **enrollment** and **completion** of the course.

**Note:** For purposes of benefit eligibility, Regular “full-time” basis means the employee has a normal work schedule of at least 40 hours per week, or at least 80 hours on a bi-weekly basis. In addition, if a Regular “full-time” employee’s normal work schedule is reduced to 20 hours or more per week to accommodate a bona fide health problem or disability, such employee will continue their eligibility for benefit plan participation. Regular “part-time” means the employee is a non-supervisory employee employed to work on a part-time basis (minimum of 20 hours but less than 35 hours per week), and not on a time, special job completion, or call when needed basis.

- b. take courses consistent with their ability, potential, and scholastic background, and in a field of interest to the Company.
  - c. incur direct educational costs and are not reimbursed for these costs in any other manner, including through the Veteran’s Administration.
2. Employees on a Sick Leave, Family/Personal Leave or Military Leave **are** eligible for Plan participation.
3. Employees on an Educational Leave are **not** eligible for Plan participation.

### Transfer

4. In the event that a transfer to a nonparticipating employer within the controlled group to which Marathon Oil Company belongs takes place after an employee has enrolled in a course covered by Tuition Aid, eligibility will continue until the **end** of the respective semester, quarter, or session.

### Termination

5. Terminated employees satisfying all conditions for the commencement of Termination Allowance Plan benefits who, on the effective date of their termination, have started courses covered by the Educational Reimbursement Plan will be provided applicable coverage until the **end** of the respective semester, quarter, or session.

# Educational Reimbursement Plan

## III. Course Eligibility

1. The following types of courses are eligible for reimbursement consideration:

- a. **Formal college credit courses** offered by institutions of higher education.

**Note:** Reimbursement is **not** made for auditing a college level course.

- b. **Adult education non-credit courses** offered by a public school system, college, or university.
  - c. **Correspondence courses**, upon completion of specific sections or the entire course, provided such courses are offered by a college or university or an accredited school approved by the Accrediting Commission of the Distance Education and Training Council.
  - d. **Private, business, or technical school courses, when comparable training is not available through one of the above categories.** Before approving such courses, the supervisor should evaluate the school's standards and determine if costs are compatible with the level of training received.
2. Required courses within a curriculum leading to a diploma, certificate, or degree in a field of interest to the Company, even though these courses are not specifically job-related, **are** covered under Tuition Aid.

### Courses Not Covered

- 3. Recreation or leisure time courses such as golf, bridge, sewing, and dancing are not covered, unless they are required courses as outlined in paragraph 2 above.
- 4. The Dale Carnegie, Evelyn Wood Reading Dynamics, and other similar programs are not covered under Tuition Aid. If a supervisor recommends one of these courses for an employee as a Company-sponsored development action, it is handled in the same manner as any other course which an employee attends at the Company's request.

### Credit Granted But Not Covered

5. The following are **not** covered under Tuition Aid:
- a. College credit granted for the performance of an employee's usual job responsibilities.
  - b. College credit granted for Company-sponsored training (in-house and outside training).
  - c. College credit granted for work or life experience.

### Attendance

6. Course schedules should not conflict with the employee's work schedule. However, special situations which might require time off the job may be considered. Such situations might involve the scheduling of an examination by the school or graduation exercises at a time when the employee is usually at work.

# Educational Reimbursement Plan

## IV. Credit Hour Limitation

1. There are no annual or per semester, quarter or session credit hour limitations.

## V. Tuition Aid Approval

1. Employees must secure proper approval prior to enrolling in a course to avoid paying tuition and required fees that are not reimbursable under Tuition Aid.
2. Beginning January 1, 2011, an employee who is *initially* approved to begin an educational degree program (meaning that this is their **first** time submitting a Degree Program Application Form), or who has submitted a degree application form in the past but has not started classes, must ensure that they complete the **updated** MOC Educational Reimbursement Plan Degree Application Form **and** the MOC Tuition Aid Reimbursement Repayment Agreement Form before tuition aid will be reimbursed.

### Criteria

3. In approving an Application for Tuition Aid, the supervisor must determine that:
  - a. The course is consistent with standard high school or college subjects and is reasonably **applicable to the work** the employee **is doing** or for which they might be **reasonably expected** to be qualified **to do**.
  - b. The required curriculum leading to a degree and the number of hours completed is appropriate.
  - c. A reasonable chance exists for the employee to use the acquired skill or knowledge and that the **Company will** eventually **derive** some **benefit** from it.

### Approval of Payment

4. To qualify for reimbursement, the employee must receive approval from their supervisor and coordinating Human Resources representative **and**
  - a. satisfactorily complete a course and receive a grade of “C” or better, or “Pass” if a “Pass/Fail” course; **and**
  - b. submit a reimbursement form within six (6) months following course completion; **or**
  - c. be prevented from completion of a course because of a transfer, temporary relocation, change in work schedule, or a significant increase in work load.

### When Payable

5. Reimbursement is made at the end of the semester, quarter, or session after the Reimbursement Form is processed. Reimbursement requests must be submitted no later than six (6) months following completion of the course. A reimbursement request that is submitted more than six (6) months following course completion is not eligible for reimbursement. Incomplete course work is reimbursed when the employee, the supervisor, and the coordinating Human Resources representative agree that the conditions under 4c (above) are met.

# Educational Reimbursement Plan

## VI. Reimbursements

1. Eligible tuition, “required” fees and required textbooks (both described hereafter) for both undergraduate and graduate course work will be reimbursed as follows:

College Course Reimbursement Percentages	Credit Hour Charges	
	Per Semester Hour	Per Quarter Hour
100%	Up to \$550	Up to \$370

2. Tuition, required textbooks and required fees will be added and then divided by the credit hours before applying the correct credit hour reimbursement rate.
3. Grants, scholarships, financial aid and all other sources of reimbursement are applied to the bursar’s bill before applying the Plan’s credit hour reimbursement rate to tuition, required textbooks and required fees. The NET bursar’s bill is used to determine the Plan’s reimbursement amount. In no event shall the reimbursement amount exceed the net bursar’s bill.
4. Required textbooks may include books in printed or electronic format, provided the materials are specifically listed in an official school syllabus for the enrolled course(s). A newspaper or magazine subscription may be reimbursable, provided the subscription is listed in an official school syllabus for the enrolled course(s) **and** is in lieu of any printed or electronic textbook, as described above. Any related items that are needed, but not specifically stated in the syllabus, will not be eligible for reimbursement.
5. Computer hardware, internet access fees, connectivity equipment/charges and software used for program and system upgrades are not eligible for reimbursement.

### Miscellaneous Fees Eligible for Reimbursement

6. Miscellaneous fees are categorized as either “required” or “optional.” Required fees will be subject to reimbursement. Optional fees will not be reimbursed, unless they are an indistinguishable cost of the course.

### Required Fees

7. “Required” fees are those assessed by the school and which are required for enrollment in and the completion of an approved course or degree and which are not refundable after completion of a course or course of study. Such fees include, **but are not limited to:**
  - Admission (pre-admission testing **only** after subsequent course work has been completed)
  - Testing (including proficiency exams) For Placement Purposes Only
  - Weekend Program
  - Building Use
  - Library
  - Computer
  - Lab

# Educational Reimbursement Plan

- Full-time Student
- Thesis Binding
- Graduation
- Any Fee Automatically Charged to All Students (activity; student union fees, etc.)

## Optional Fees

8. “Optional” fees are the result of the institution providing services not automatically assessed or related to the enrollment in and completion of a course or degree. Optional fees also include those fees charged as the result of employee choice or negligence. Such fees include, **but are not limited to:**

- Late Registration
- Add/Drop Fees
- Fines
- Deposits (including any fee refundable to the student by the school)
- Parking Fees
- Health Care
- Athletic and Sports Participation
- Cap and Gown Rental or Purchase

## Thesis Research

9. Employees assessed tuition and required fees while conducting thesis research **after all other course work has been completed** will be reimbursed subject to the following:
- a. One-half of the eligible costs associated with thesis research may be reimbursed upon completion of semesters or quarters. The remainder of the reimbursement will not take place until the employee’s thesis has been assigned a grade or approved by the school.
  - b. **Master’s Thesis:** Reimbursement will be considered for the first two semesters or first three quarters of thesis research only. **Ph.D. Thesis:** Reimbursement will be considered for the first four semesters or first six quarters of thesis research only. (A complete transcript should be requested at the time of approval for verification of this.)
  - c. Tuition and required fees will be reimbursed based on the Tuition Aid guidelines in effect on the date the employee’s thesis is assigned a grade or approved by the school.

# Educational Reimbursement Plan

## Costs Not Covered

10. The costs of materials, instruments, or equipment are not reimbursable unless they are included as an indistinguishable part of the total cost of the course (which is often the case with correspondence courses).
11. Tuition, textbook and fee reimbursements made by the Company shall not duplicate those made by other parties. This includes partial or full payments or reimbursements made by the Veteran's Administration.

## Date a Course Begins

12. A course will ordinarily be considered to begin on the first regular day of class for the course.
13. The first regular day of class for any course that is offered during a regular academic term at an educational institution will be considered to be the first day on which regular classes generally begin for courses offered during that term.
14. The date on which an individual registers for or enrolls in a course does not determine when the course begins.

## VII. Repayment

1. The MOC Tuition Aid Reimbursement Repayment Agreement is a provision requiring an employee to repay tuition aid in the event that the employee departs the Company voluntarily. Should the employee terminate employment with the Company on a voluntary basis, they agree to repay the tuition aid reimbursements based on the following schedule:

<b>Time Elapsed from Tuition Aid Reimbursement Dates(s) to Termination Date</b>	<b>Percentage of Repayment Applicable to Tuition Aid Reimbursement Amount Received During 24 Months Prior to Termination</b>
<b>6 months or less</b>	100 percent
<b>More than 6 months, but less than 12 months</b>	75 percent
<b>More than 12 months, but less than 18 months</b>	50 percent
<b>More than 18 months, but less than 24 months</b>	25 percent

The Company may withhold from an employee's final paycheck (base salary, bonuses, vacation pay, and/or expense reimbursements), to the extent permitted by applicable law, monies up to the amount due the Company for any educational assistance reimbursement paid.

# Educational Reimbursement Plan

## VIII. Certification & Licensing Expenses

### Objective — Certification and Licensing (C&L)

1. Allowing time and expense reimbursement for the preparation and taking of Company-approved certification or licensing examinations is designed to encourage the professionalism of Marathon employees.

### Employee Eligibility (C&L)

2. An employee is eligible for reimbursement provided:
  - a. the employee is a Regular employee working on a full-time or part-time basis upon enrollment in a review or certification course **and** at the time of the examination sitting(s);

**Note:** For purposes of benefit eligibility, Regular “full-time” basis means the employee has a normal work schedule of at least 40 hours per week, or at least 80 hours on a bi-weekly basis. In addition, if a Regular “full-time” employee’s normal work schedule is reduced to 20 hours or more per week to accommodate a bona fide health problem or disability such employee will continue their eligibility for benefit plan participation. Regular “part-time” means the employee is a non-supervisory employee employed to work on a part-time basis (minimum of 20 hours but less than 35 hours per week), and not on a time, special job completion, or call when needed basis.

However, see Section XIV, “Eligibility Exception for Certified Public Accountant (CPA) Expenses,” which provides a limited exception to the requirement that an individual be employed upon enrollment in a review or certification course.

- b. the certification or license relates to the employee’s job function or career; and
  - c. the employee incurs direct expenses and is not reimbursed for these expenses in any other manner.
3. Employees on a Sick Leave, Family/Personal Leave or Military Leave **are** eligible for Plan participation.
  4. Employees on an Educational Leave are **not** eligible for Plan participation.

### Transfer

5. In the event that a transfer to a nonparticipating employer within the controlled group to which Marathon Oil Company belongs takes place after an employee has enrolled in a review or certification course, eligibility will continue up to and including the employee’s first sitting of the examination (or the first sitting of the first examination if a series of examinations is required), provided the transfer is within the U.S.

### Termination

6. Terminated employees satisfying all conditions for the commencement of Termination Allowance Plan benefits who on the effective date of their termination have started a review or certification course covered by the Educational Reimbursement Plan will be provided applicable coverage up to and including the employee’s first sitting of the examination (or for the first sitting of the first examination if a series of examinations is required).

# Educational Reimbursement Plan

## **Certifications and Licenses Covered**

7. Expenses reimbursed under these guidelines are those associated with **obtaining** a certification or license, not **maintaining** it. (When maintaining a certification or license is necessary for an employee to perform their job (for example, a yearly recertification exam), reimbursement may be made through business expense if approved by the employee's supervisor and manager.)
8. The determination of whether or not expenses related to obtaining a certain certification or license are reimbursable is made by the employee's supervisor and manager.
9. An employee may obtain a certification or license in more than one area. **For example**, an employee in the Auditing Division might pursue certification as an Internal Auditor after having successfully completed the requirements for becoming a CPA.

## **Certifications, Licenses, and Courses Not Covered**

10. Certifications and licenses which qualify an employee for a specific career from which the Company would be unlikely to benefit are not covered (e.g., real estate agent).
11. The Dale Carnegie, Evelyn Wood Reading Dynamics, and other similar programs are not considered professional certifications or licenses and, therefore, are not covered under these guidelines. If a supervisor recommends one of these courses for an employee as a Company-sponsored development action, it is handled in the same manner as any other course which an employee attends at the Company's request.

## **Time Off From Work (C&L)**

12. Employees are permitted time off from work for the day(s) the examination is given.
13. Employees who are required or requested by the Company to obtain a specific certification or license may be permitted time off from work to study and attend review course classes, if approved by the employee's supervisor and manager.
14. Employees who voluntarily pursue a particular certification or license are not permitted time off from work to study and attend review course classes.

## **Expenses Reimbursed (C&L)**

### **Reimbursement Rate**

15. Expenses are reimbursed at the rate of 100% after grants, scholarships, financial aid and all other sources of reimbursement are applied to the bill.

# Educational Reimbursement Plan

## **Costs Covered**

16. Reimbursement is allowed for the following expenses:
  - a. **Review or Certification Course** — Employees will be reimbursed the cost of one review or certification course provided they qualify **and** sit for the examination. The review or certification course to be taken is the choice of the employee, but it must be properly approved by the employee's supervisor and manager, and be specific to the certification or licensing exam. Books, materials, and fees **required as a part of the course are also reimbursed**.
  - b. **Examination Sitting Fee** — Employees will be reimbursed the cost of no more than two sittings of the examination provided an approved review or certification course has been taken. If a series of examinations is required in order to obtain a certification or license, two sittings are permitted for each examination in the series.
  - c. **Travel Expenses** — Employees will be reimbursed for meals while away taking the examination. Lodging will be reimbursed only when the designated test site is more than 65 miles from the employee's Company location. Employees will be provided the necessary transportation to the location for taking the examination or will be reimbursed for mileage if the employee's personal vehicle is used. The examination must be taken at the test site nearest to the employee's Company location.

**Note:** When it is necessary to travel by air to take an examination, it **must** be indicated on the travel requisition that the airfare is to be charged to the employee's credit card and the reason for the travel. When the employee receives the invoice from the credit card company, it must be submitted as documentation for reimbursement. If this is not done, the airfare will not be processed properly from a tax standpoint.

17. Unless prohibited by urgent work schedules or loads (as determined by the employee's supervisor and manager), the employee must sit for the examination on the first opportunity following completion of the review or certification course.
18. Expenses associated with the review or certification course **only** may be reimbursed if the employee is prevented from completing the course or taking the examination because of a transfer, temporary relocation, change in work schedule, or a significant increase in work load, as determined by the employee's supervisor and manager.

## **Costs Not Covered**

19. Costs associated with periodic license renewal and dues for membership in professional affiliations are not covered under these guidelines. Such expenses should be submitted as business expense if the license renewal or membership is necessary for the employee to perform their job and if approved by the employee's supervisor and manager.
20. Reimbursements made under these guidelines shall not duplicate those made by other parties.

# Educational Reimbursement Plan

## Approval (C&L)

### *Reimbursement Approval*

21. If the employee is requested or required by the Company to obtain a specific license or certification, reimbursement for approved expenses may be made any time after they are incurred.
22. If the employee is voluntarily attempting to obtain a certification or license, reimbursement for approved expenses may be made any time after sitting for the examination.
23. Reimbursement is not contingent upon an employee passing an examination.
24. In approving an Application for Certification and Licensing Expense Reimbursement, the supervisor must determine that:
  - a. the certification or license is related to the employee's job function or career; and
  - b. the appropriate review course is being taken.
25. The employee must receive supervisor and manager approval before reimbursement may be made.
26. The employee must submit the **original** receipts and/or invoices of their expenses in order to be reimbursed.

## IX. Other Provisions

### Participating Companies

1. Upon specific authorization and subject to any terms and conditions it may wish to establish, Marathon Oil Company may permit affiliated organizations to participate in this plan. Currently, these participating companies include Marathon Oil Company, Marathon Oil Corporation, Marathon Service Company, and Marathon Oil Sands, USA Inc.

### Taxability

2. **Undergraduate-level courses:** Educational reimbursements **up to \$5,250** per calendar year per employee are **non-taxable**. Reimbursements **in excess of \$5,250** per calendar year per employee are **taxable** and subject to tax withholding.
3. **Graduate-level courses:** Educational reimbursements, **up to \$5,250** per calendar year per employee are **non-taxable** for courses beginning after December 31, 2001. Reimbursements **in excess of \$5,250** per calendar year per employee are **taxable** and subject to tax withholding.

A "graduate level course" is defined as any course taken by an employee who has a bachelor's degree or is receiving credit toward a more advanced degree, if the particular course can be taken for credit by any individual in a program leading to a law, business medical, or other advanced academic or professional degree.

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4. **Obtaining certification and licensing:** Educational reimbursements (other than reimbursements provided pursuant to Section XIV of this Plan) **up to \$5,250** per calendar year per employee are **non-taxable**. Reimbursements **in excess of \$5,250** per calendar year per employee are **taxable** and subject to withholding. Reimbursements of expenses incurred before an employee's date of hire pursuant to Section XIV of this Plan are **taxable**.
5. Travel expenses are taxable unless they qualify as a business expense deduction. Non-taxable travel expenses do not count toward the \$5,250 annual exclusion limitation.
6. Taxable and non-taxable reimbursements will be processed through Payroll. Taxable reimbursements will be included as gross income on the employee's W-2 form.

### ***Tax Allowances***

7. Employees receiving reimbursements which are taxable and are for expenses related to obtaining a certification or license which is requested or required by the Company may receive a tax allowance. Such a situation may occur when an employee is transferred from one state to another and must be licensed in the new state, and the expenses related to obtaining the new license are taxable. Another example is when a newly-hired employee is required to obtain a certain license in order to perform their job.
8. The employee's supervisor and manager make the determination of whether or not the certification or license is requested or required by the Company and, therefore, whether or not the employee is eligible for a tax allowance.

## **X. Recognition of Degree Completion and Professional Certification**

1. Employees who obtain a college degree or professional certification under the MOC Educational Reimbursement Plan, will receive a congratulatory letter from the Company president.

## **XI. VP of Human Resources Approval Authority for Minor Amendments to Non-Qualified Benefit Plans/Policies**

1. In addition to the other methods of amending MOC's employee benefit plans, practices, and policies (hereinafter referred to as "MOC Employee Benefit Plans") which have been authorized, or may in the future be authorized, by the Marathon Oil Corporation Board of Directors, the Company's Vice President of Human Resources may approve the following types of amendments to MOC Employee Benefit Plans:
  - (i) With the opinion of counsel, technical amendments required by applicable laws and regulations;
  - (ii) With the opinion of counsel, amendments that are clarifications of Plan provisions;
  - (iii) Amendments in connection with a signed definitive agreement governing a merger, acquisition or divestiture such that, for MOC Employee Benefit Plans, needed changes are specifically described in the definitive agreement, or if not specifically described in the definitive agreement, the needed changes are in keeping with the intent of the definitive agreement;
  - (iv) Amendments in connection with changes that have a minimal cost impact (as defined below) to the Company; and

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- (v) With the opinion of counsel, amendments in connection with changes resulting from state or federal legislative actions that have a minimal cost impact (as defined below) to the Company.

For purposes of the above, “minimal cost impact” is defined as an annual cost impact to the Company per MOC Employee Benefit Plan case that does not exceed the greater of:

- (i) An amount that is less than one-half of one percent of its documented total cost (including administrative costs) for the previous calendar year; or
- (ii) \$500,000.

## **XII. Further Information**

1. Human Resources Services coordinates the administration of these guidelines throughout the Company.
2. Local Human Resources offices assist with the administration of these guidelines.

## **XIII. Modification and Termination**

While the Company hopes that this Plan may be continued indefinitely, it is realized that conditions may change. The Company, therefore, reserves the right to modify or terminate this Plan, in whole or in part, in such manner as it shall determine, either alone or in conjunction with other plans of the Company under the Internal Revenue Code or to comply with applicable state or federal regulations. Such modification or termination can be applied, at the sole discretion of the Company, to any or all members.

## **XIV. Eligibility Exception for Certified Public Accountant (CPA) Expenses**

Effective March 1, 2014, the Educational Reimbursement Plan will provide reimbursement to newly hired employees for qualified expenses associated with obtaining the CPA designation. Expenses must be incurred within the immediately preceding two years of their full-time hire date. Such qualified expenses shall include the cost of preparation courses and examination fees.