

Benefits Decision Guide

FOR YOUR 2012 BENEFITS



Your guidebook for enrolling in or making changes to your Hess benefits program





IF YOU'D LIKE TO	YOU CAN	YOU ALSO CAN	
Continue your 2011 Medical and Dental Plan, Life, Long-Term Disability and Family Accident coverage in 2012	Do nothing and continue the coverage you now have in 2012.	Visit www.HessResourceCenter.com or call 1-877-511-4377 (M-F, 8 a.m. – 8 p.m. Eastern) to: ▶ Get information to help you make Open	
View your personal information, 2011 elections, 2012 options and 2012 premiums	Visit www.HessResourceCenter.com or call 1-877-511-4377 (M-F, 8 a.m. – 8 p.m. Eastern)	Enrollment decisions ► Learn more about your company benefit plans	
Enroll in or decline Medical and Dental Plan coverage		 ► Change your Savings Plan contribution or investment choices ► Check or change your benefit plan 	
Enroll in or change Long Term Disability, Life or Family Accident Insurance coverage		beneficiaries	

Open Enrollment for 2012

Open Enrollment for your 2012 benefits will be held Nov. 7-18. This Benefits Decision Guide will lead you through the Open Enrollment process and help you choose coverage that will protect you and your family today and help you plan for the future.

Remember, this is your only chance during the year to make changes to your Medical or Dental Plan coverage unless you experience a qualified life event (see p. 13), so take the time to consider all your options and choose the coverage that best meets your needs.

Several changes have been made to your benefits coverage for 2012:

- ▶ Long-Term Disability (LTD) insurance premiums will decrease by about 40 percent for new and continuing LTD participants. You can enroll in LTD during the Open Enrollment period without providing evidence of insurability.
- ➤ Prudential is the new provider for our Life Insurance and LTD insurance programs. These plans are not changing for 2012.
- ► Medical Plan premiums in 2012 will not change.

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KEY DATES

Nov. 7-18

Enroll in your 2012 benefits

Nov. 19-Dec. 30

Check your records at www.HessResource
Center.com. Make
corrections online by
Dec. 9; make corrections by phone at
1-877-511-4377 until
Dec. 30

Jan. 1, 2012

Your 2012 benefit elections take effect

Medical Plan



What it is

The company offers you the opportunity to enroll in the Starbridge Sickness and Accident Plan. Within the Starbridge plan, you have a choice of three levels of coverage.

Please see the 2012 Medical, Dental and Vision Care Profile in the Benefits section of www.HessResourceCenter.com for detailed information regarding coverage under Level 1, Level 2 and Level 3.

Starbridge also offers dental coverage and automatically entitles you to a vision discount. Prescription drug and accidental death benefits are included as part of the Starbridge plan.

Starbridge offers three levels of basic medical insurance that cover injuries, illnesses, maternity, hospitalization and prescription drugs. The plan will cover a total amount of expenses — called an annual maximum — each year for each covered person. The amount of the annual maximum depends on the coverage level you choose.

PRE-EXISTING CONDITIONS

Pre-existing conditions are not covered under the Starbridge medical plans. A pre-existing condition is any condition for which you have been medically diagnosed, treated by, sought advice for, or consulted with a physician during the six months before becoming insured under the Starbridge plan. The definition may vary from state to state.

The pre-existing condition limitation above does not apply to anyone age 19 or younger or to any pregnancy.

Any pre-existing condition limitation can be reduced by the period of time you were previously insured for the condition, provide you were validly insured under a prior plan with creditable coverage immediately prior to being insured under this plan, and became insured under this plan within **63 days** of termination of your prior plan.

YOUR PRESCRIPTION DRUG COVERAGE

The Starbridge plan also provides prescription drug discounts and/or coverage. You will receive a discount on brand-name and generic prescription drugs purchased at a pharmacy that participates in the ScriptSave network, with 25,000 pharmacies nationwide.

The amount and type of prescription drug coverage you receive depends on the medical coverage level you choose. Review the plan profile online at www. HessResourceCenter.com or request a copy by calling 1-877-511-4377.

or PPO) that offers prescription drug coverage. All Medicare drug plans provide at least a standard level of coverage set by Medicare. Some plans may also offer more coverage for a higher monthly premium.

IMPORTANT NOTICE ABOUT YOUR PRESCRIPTION DRUG COVERAGE AND MEDICARE

Please read this notice carefully and keep it where you can find it. This notice has information about your current prescription drug coverage with the Starbridge Plan and about your options under Medicare's prescription drug coverage. This information can help you decide whether or not you want to join a Medicare drug plan. Information about where you can get help to make decisions about your prescription drug coverage is at the end of this notice.

There are three important things you need to know about your current coverage and Medicare's prescription drug coverage:

Medicare prescription drug coverage became available in 2006 to everyone with Medicare. You can get this coverage if you join a Medicare Prescription Drug Plan or join a Medicare Advantage Plan (like an HMO)

- 2. Hess Corporation has determined that the prescription drug coverage offered by the Starbridge Plan is, on average for all plan participants, NOT expected to pay out as much as standard Medicare prescription drug coverage pays. Therefore, according to the U.S. government, your coverage is considered Non-Creditable Coverage. This is important because, most likely, you will get more help with your drug costs if you join a Medicare drug plan, than if you only have prescription drug coverage from the Starbridge Plan. This also is important because it may mean that you may pay a higher premium (a penalty) if you do not join a Medicare drug plan when you first become eligible.
- You can keep your current coverage from the Starbridge Plan. However, because your coverage is noncreditable, you have decisions to make about Medicare prescription



Medical Plan



drug coverage that may affect how much you pay for that coverage, depending on if and when you join a drug plan. When you make your decision, you should compare your current coverage, including what drugs are covered, with the coverage and cost of the plans offering Medicare prescription drug coverage in your area. Read this notice carefully - it explains your options.

WHEN CAN YOU JOIN A MEDICARE DRUG PLAN?

You can join a Medicare drug plan when you first become eligible for Medicare and each year from **October 15** through **December 31**. However, if you decide to drop your current coverage with Hess Corporation, since it is employer-sponsored group coverage, you will be eligible for a two (2) month Special Enrollment Period (SEP) to join a Medicare drug plan; however you also may pay a higher premium (a penalty) because you did not have creditable coverage under the Starbridge Plan.

WHEN WILL YOU PAY A HIGHER PREMIUM (PENALTY) TO JOIN A MEDICARE DRUG PLAN?

Since the coverage under the Starbridge Plan is not creditable, depending on how long you go without creditable prescription drug coverage, you may pay a penalty to join a Medicare drug plan. Starting with the end of the last month that you were first eligible to join a Medicare drug plan but didn't join, if you go 63 continuous days or longer without prescription drug coverage that's creditable, your monthly premium may go up by at least 1 percent of the Medicare base beneficiary premium per month for every month that you did not have that coverage. For example, if you go 19 months without creditable coverage, your premium may consistently be at least 19 percent higher than the Medicare base beneficiary premium. You may have to pay this higher premium (penalty) as long as you have Medicare prescription drug coverage. In addition, you may have to wait until the following October to join.

WHAT HAPPENS TO YOUR CURRENT COVERAGE IF YOU DECIDE TO JOIN A MEDICARE DRUG PLAN?

If you decide to join a Medicare drug plan, your current Starbridge coverage will be affected.

If you do join a Medicare drug plan and drop your current Starbridge coverage, be aware that you and your dependents will not be able to get this coverage back.

For More Information About This Notice Or Your Current Prescription Drug Coverage...

Please contact The Resource Center at 1-877-511-4377, Option 1 for further information. NOTE: You'll get this notice each year. You will also get it before the next period you can join a Medicare drug plan and if this coverage through the Starbridge Plan changes. You also may request a copy of this notice at any time.

For More Information About Your Options Under Medicare Prescription Drug Coverage...

More detailed information about
Medicare plans that offer prescription
drug coverage is in the "Medicare &
You" handbook. You'll get a copy of the
handbook in the mail every year from
Medicare. You may also be contacted
directly by Medicare drug plans. For more
information about Medicare prescription
drug coverage:

- ► Visit www.medicare.gov
- ➤ Call your State Health Insurance
 Assistance Program (see the inside
 back cover of your copy of the
 "Medicare & You" handbook for their
 telephone number) for personalized
 help
- ► Call 1-800-MEDICARE (1-800-633-4227).

TTY users should call 1-877-486-2048. If you have limited income and resources, extra help paying for Medicare prescription drug coverage is available. For information about this extra help, visit Social Security on the Web at www. socialsecurity.gov, or call them at 1-800-772-1213 (TTY 1-800-325-0778).



Life and Disability Options

During Open Enrollment you don't have to provide evidence of insurability, which is normally required to enroll in the LTD program or to sign up for certain levels of Life Insurance coverage.

Visit www.HessResource Center.com Nov. 7-18 to view all of your insurance options and premium information and to enroll in the Insurance Plans that meet your needs.

What it is

The company offers you Basic life insurance coverage and business travel accident insurance coverage at no cost to you. You have the opportunity to purchase additional life insurance and accident insurance for yourself, your spouse and your dependent children. You may also purchase long-term disability insurance for yourself.

Your coverages and costs are based on your Annual Benefits Pay. Annual Benefits Pay is defined as annual base salary or annualized hourly pay, including vacation, holidays and similar pay, incentive bonuses, shift differential, overtime and commissions paid in the prior year. Excluded are expense allowances, severance pay and other special compensation.

BASIC LIFE

The company provides you with Basic Life Insurance coverage in the amount of \$10,000, at no cost to you. This benefit is paid to your beneficiaries if you die while covered by the plan.

OPTIONAL LIFE

The company makes Optional Life Insurance coverage available to you at group rates. Coverage is available for you, your spouse and your dependent children through Prudential Insurance Company of America.

COVERAGE AMOUNTS

You may elect coverage for yourself of one, two, three or four times your Annual Benefits Pay (up to \$1,500,000). You may elect coverage for your spouse of up to \$50,000. You may elect coverage for each of your dependent children of \$5,000 per child. You must elect coverage for yourself in order to elect coverage for your spouse or children.

COVERAGE COSTS

Optional Life Insurance coverage is available to you at group rates, which are typically less expensive than individual policies. Your cost is calculated based on \$1,000 increments of coverage and varies by age and whether you use tobacco products.

LONG-TERM DISABILITY (LTD)

The company makes LTD coverage available to you to protect a portion of your income in the event you become totally disabled. LTD benefit payments combine with income from other sources, such as Social Security disability, to cover 60 percent of your monthly benefits pay, up to a maximum of \$7,500 per month. Because you pay for this coverage on an after-tax basis, your benefit will be tax-free. Your costs for LTD coverage are based on your age and calculated per \$100 of your monthly benefits pay, up to \$12,500.

FAMILY ACCIDENT

Family Accident Insurance pays you a benefit should you die or become dismembered accidentally. You may elect coverage for yourself, your spouse and your dependent children. You must elect coverage for yourself in order to elect coverage for your dependents.

Coverage is available in the following amounts:

- ▶ For yourself: Up to 10 times your base pay to a maximum of \$1,000,000. Coverage is available in \$10,000 increments.
- ► For your spouse:
 - 60 percent of your benefit if you elect coverage for yourself and your spouse, or
 - 50 percent of your benefit if you elect coverage for yourself, your spouse and your children.
- ➤ For each dependent child: 10 percent of your benefit, with a maximum of \$5,000. Costs for coverage are based on the number and type of family members you wish to include in your coverage.

CARE24

Care24 is available to you if you enroll in Starbridge medical coverage. Care24 provides information and support for health, emotional and personal challenges. Call 1-888-887-4114 for unlimited access to speak with a registered nurse, legal and financial professionals, counselors, dependent care and other specialists that can help you over the phone. Care24 is available 24 hours a day, seven days a week. In addition to telephone support, you may receive up to three confidential face-to-face counseling appointments.



Other Insurance



What they are

The company provides Business Travel Accident Insurance at no cost to you. This plan will pay benefits to you or your beneficiaries if you die or become seriously injured while traveling on company business.

If you die, the plan will pay five times your Annual Benefits pay, with a minimum of \$100,000 to a maximum of \$2,500,000.

How they work

Coverage and costs are based on your annual benefits pay – your annual base salary or annualized hourly pay (including vacation, holiday and similar pay) plus incentive bonuses, shift differential, overtime pay and commissions received the previous year. Expense allowances, severance pay and other special compensation is excluded.

INSURANCE PLANS

TYPE	DESCRIPTION
Basic Life	You automatically receive Basic Life coverage in the amount of \$10,000 at no cost to you. You do not have to enroll in this coverage.
Optional Life	You can purchase additional Optional Life coverage on yourself and you can choose to cover your spouse and dependent children. Visit www.HessResourceCenter.com for rates and to enroll.
Long-Term Disability (LTD)	LTD coverage replaces a portion of your income if you become totally disabled. Visit www.HessResourceCenter.com to see your options, view rates and enroll.
Family Accident	Family Accident Insurance provides benefits if you or a covered family member dies or is dismembered as the result of an accident. Visit www.HessResourceCenter.com for rates and to enroll.
Business Travel Accident	You automatically receive Business Travel Accident coverage equal to five times your annual benefits pay, with a minimum benefit of \$100,000 and maximum benefit of \$2,500,000. You do not have to enroll in this coverage.

Dental and Vision Plan

What they are

The company offers you the opportunity to participate in dental coverage through the Starbridge Dental Plan. Starbridge offers you a dental plan that also entitles you to vision discounts.

How they work STARBRIDGE DENTAL COVERAGE

With Starbridge dental coverage, you may visit any licensed dentist and get reimbursed for your expenses. You must pay a \$25 deductible before the plan pays benefits. The plan covers over 50 of the most common preventive and basic dental procedures, such as examinations, X-rays, fluoride treatments, restorations and surgery.

If you enroll in this plan, you will receive an information packet from Starbridge after you enroll.

STARBRIDGE VISION DISCOUNT PROGRAM

If you enroll in the Starbridge dental plan, you will automatically receive basic vision care discounts through the Cole Managed Vision/Vision One Network at no extra cost to you. The plan offers discounts on eye exams, frames, lenses and contacts when you use one of up to 6,500 participating vendors. You will save up to 60 percent on frames and lenses and up to \$10 on eye examinations. You may visit the Cole Vision Web site at www.cmvc.com or call 1-800-424-1155.



Savings Plan

You can enroll in the
Savings Plan, change your
contribution rate and make
investment choices anytime
during the year. Open
Enrollment is a good time
to think about your saving
goals, assess your progress,
check and rebalance your
investments, and consider
increasing your contribution
to the Savings Plan.

Visit www.HessResource
Center.com anytime
to enroll, change your
contribution rate, change
your investment choices
or reallocate your account
balances.

What it is

The Savings Plan provides you with an opportunity to put money away for retirement. Along with your Retirement Plan, Social Security and other savings and investments, the Savings Plan can help you meet your financial goals and create a secure future for you and your family.



How it works

SAVINGS PLAN

TYPE	DESCRIPTION
Your contribution	You can use convenient payroll deduction to contribute 1-25 percent of your annual benefits pay on a pretax basis, up to a limit established by the federal government.
Company contribution	The company will match your contributions dollar-for-dollar up to 6 percent of your annual benefits pay, up to IRS limits, helping your savings grow even faster.
Catch-up contribution	If you're age 50 or older, you can make an additional "catch-up contribution" in 2012.
Vesting	You're immediately vested in the value of your contributions, the company contributions and any earnings.
Investment options	You can invest your savings, the company match and any earnings in one or a combination of 17 investment and 10 target date maturity funds managed by leading fund managers. The Hess Stock Fund is included.
Making changes	You can change your contribution rate, choose different investments and reallocate your portfolio online anytime you want.

Employee Assistance Program

What it is

The Employee Assistance Program (EAP) is a confidential program that helps you find the services, referrals and support you need to address a wide range of work, family and personal issues. The plan is administered by Anthem Blue Cross Blue Shield.

How it works

EAP counselors are available around the clock to help employees and family members deal with such issues as job stress, conflicts at work, family problems, legal issues, emotional issues and financial worries. All contact with EAP counselors is held in the strictest confidence. No personal information is ever provided to the company.

Phone calls and up to eight outpatient counseling sessions per calendar year are covered in full.

You and all eligible family members are automatically enrolled in the Employee Assistance Program when you enroll in the Medical Plan.

Visit www.anthemeap.com and enter Hess Corporation to learn more about the EAP and its features. Call 1-800-865-1044 to reach a counselor, 24 hours a day, seven days a week.

QUALIFIED LIFE EVENTS

Open Enrollment is the only time you can enroll in the Medical Plan or Dental Plan, unless you experience a qualified life event. Common qualified life events include changes in marital status, change in the number of dependents, loss of healthcare coverage from another source and change in employment status for a spouse.

Changes must be made within 30 days of a qualified life event occurring.

To report a life event visit www.HessResourceCenter.com or call 1-877-511-4377, M-F, 8 a.m.-8 p.m. Eastern.



Annual Waiver Limit Notice

Your health plan has requested that the U.S. Department of Health and Human Services waive the requirement to provide coverage for certain key benefits of at least \$1.25 million this year. Your health plan has stated that meeting this minimum dollar limit this year would result in a significant increase in your premiums or a significant decrease in your access to benefits. Based on this representation, the U.S. Department of Health and Human Services has waived the requirement for your plan until December 31, 2012.

The Affordable Care Act prohibits health plans from applying dollar limits below a specific amount on coverage for certain benefits. This year, if a plan applies a dollar limit on the coverage it provides for certain benefits in a year, that limit must be at least \$1.25 million.

Your health coverage, offered by
Connecticut General Life Insurance
Company, does not meet the minimum
standards required by the Affordable
Care Act described above.

Your coverage has an annual limit of:

ANNUAL LIMIT WAIVER NOTICE

COVERED SERVICES	LEVEL 1	LEVEL 2	LEVEL 3	
Outpatient Care	up to \$1,000 per coverage year	up to \$1,500 per coverage year	up to \$2,000 per coverage year	
Daily In-Hospital Care	\$100 per day up to 100 days	\$250 per day up to 100 days (maximum of \$25,000) per coverage year	\$500 per day up to 100 days (maxi- mum of \$50,000) per coverage year	
Additional In-Hospital Surgery	(maximum of \$10,000) per coverage year	up to \$1,500 per surgery	up to \$2,500 per surgery	
Additional Maternity- Related In-Hospital Services		up to \$1,500 per occurrence	up to \$2,500 per surgery	
Prescription Coverage	NA - Discount Program only	up to \$300 per coverage year, included in Outpatient limit	up to \$600 per coverage year, included in Outpatient limit	
Accident Medical Coverage	up to \$2,500 per accident 2 accidents per coverage year	up to \$5,000 per accident 2 accidents per coverage year	up to \$5,000 per accident 3 accidents per coverage year	

This means that your health coverage might not pay for all of the health care expenses you incur.

YOUR CALENDAR YEAR DEDUCTIBLE FOR 2012

COVERED SERVICES	LEVEL 1	LEVEL 2	LEVEL 3
For example, a stay in the hospital costs around \$1,853 per day. At this cost, your insurance would only pay for:	\$100 per day	\$250 per day	\$500 per day

Note: If you seek care at a network hospital, additional time may be covered because the network discount may result in a lower cost per day. If you are hospitalized for surgery or maternity care, your coverage may also pay for additional hospital services as described in your benefit booklet.

Contact Information

If you are concerned about your plans lower dollar limits on key benefits, you and your family may have other options for health care coverage. For more information, go to: www.HealthCare.gov.

If you have any questions or concerns about this notice, contact CIGNA at 1-800-420-6308. In addition, you can contact your state's Consumer Assistance Program.

STATE	PRIMARY	STATE	PRIMARY	STATE	PRIMARY	STATE	PRIMARY
AL	334-241-4141	IN	800-622-4461	NE	877-564-7323	sc	800-768-3467
AK	800-467-8725	IA	877-955-1212	NV	888-333-1597	SD	605-773-3563
AZ	800-325-2548	KS	800-432-2484	NH	800-852-3416	TN	615-741-4737
AR	855-332-2227	KY	877-587-7222	NJ	800-446-7467	TX	855-839-2427
CA	800-927-4357	LA	800-259-5301	NM	888-427-5772	UT	801-528-3077
СО	800-930-3745	ME	800-965-7476	NY	888-614-5400	VT	800-917-7787
СТ	866-466-4446	MD	877-261-8807	NC	800-546-5664	VE	340-773-6459
DE	800-282-8611	MA	800-272-4232	ND	800-247-0560	VA	877-310-6560
FL	877-693-5236	МІ	877-999-6442	ОН	800-686-1526	WA	800-562-6900
GA	877-693-5236	MN	800-657-3602	ОК	800-522-0071	wv	888-879-9842
HI	800-656-2298	MS	877-314-3843	OR	855-999-3210	WI	800-236-8517
ID	808-586-2799	МО	800-726-7390	PA	877-881-6388	WY	800-438-5768
IL	800-721-3272	MT	800-322-6148	RI	401-462-9520		

LEGAL NOTICES

As a participant in the Medical Plan, you are entitled to information regarding your prescription drug coverage and Medicare as well as your benefits regarding breast reconstructive surgery after a mastectomy. Please see the Summary Plan Description (SPD) for more detailed information on these benefits.

GRANDFATHERED STATUS OF CORPORATE MEDICAL PLAN

This Plan is being treated as a "grandfathered health plan" under the Patient Protection and Affordable Care Act (the Affordable Care Act). As permitted by the Affordable Care Act, a grandfathered health plan can preserve certain basic health coverage that was already in effect when that law was enacted. Being a grandfathered health plan means that your coverage may not include certain consumer protections of the Affordable Care Act that apply to other plans, for example, the requirement for the provision of preventive health services without any cost sharing. However, grandfathered health plans must comply with certain other consumer protections in the Affordable Care Act, for example, the elimination of lifetime limits on benefits.

Questions regarding which protections apply and which protections do not apply to a grandfathered health plan and what might cause a plan to change from grandfathered health plan status can be directed to Cigna's website at www.cigna.com/sites/ healthcare_reform/customer.html. You may also contact the Employee Benefits Security Administration, U.S. Department of Labor at 1-866-444-3272 or

http://www.dol.gov/ebsa/healthreform/.

WOMEN'S HEALTH AND CANCER RIGHTS ACT

If you receive plan benefits in connection with a mastectomy, you are entitled to coverage for the following under the Plan:

- Reconstruction of the breast on which the mastectomy was performed;
- Surgery and reconstruction of the other breast to produce a symmetrical appearance;
- Prostheses and treatment for physical complications for all stages of a mastectomy, including lymphedemas (swelling associated with the removal of lymph nodes).

The Plan will determine the manner of coverage in consultation with you and your attending doctor. Coverage for breast reconstruction and related services will be subject to deductibles and co-insurance amounts that are consistent with those that apply to other benefits under the Plan.

