

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2014
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>RETIREMENT PLAN OF MARATHON OIL COMPANY</u>	1b Three-digit plan number (PN) ▶ <u>001</u> 1c Effective date of plan <u>01/01/1936</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>MARATHON OIL COMPANY</u> <u>5555 SAN FELIPE ROAD</u> <u>HOUSTON, TX 77056</u>	2b Employer Identification Number (EIN) <u>25-1410539</u> 2c Plan Sponsor's telephone number <u>713-629-6600</u> 2d Business code (see instructions) <u>211110</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2015</u>	<u>DEANNA L. JONES</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor DEANNA L. JONES 5555 SAN FELIPE STREET HOUSTON, TX 77056	3b Administrator's EIN 47-1302783 3c Administrator's telephone number 713-629-6600
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 4172
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1) 2316 6a(2) 2464 6b 445 6c 782 6d 3691 6e 536 6f 4227 6g 6h 27
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1C 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2014 <hr/> This Form is Open to Public Inspection
--	---	---

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014		
A Name of plan RETIREMENT PLAN OF MARATHON OIL COMPANY	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 MARATHON OIL COMPANY	D Employer Identification Number (EIN) 25-1410539	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
---------------	---

1 Coverage Information:

(a) Name of insurance carrier

AXA EQUITABLE LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-5570651	62944	AC1547-A	524	01/01/2014	12/31/2014

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end **4** 6541270**5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☒ immediate participation guarantee(3) ☐ guaranteed investment (4) ☐ other ▶**b** Balance at the end of the previous year **7b** 6102697**c** Additions: (1) Contributions deposited during the year **7c(1)**(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)** 178353(4) Transferred from separate account **7c(4)**(5) Other (specify below) **7c(5)**(6) Total additions **7c(6)** 178353**d** Total of balance and additions (add lines **7b** and **7c(6)**). **7d** 6281050**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 280048(2) Administration charge made by carrier **7e(2)** 36144(3) Transferred to separate account **7e(3)**(4) Other (specify below) **7e(4)**(5) Total deductions **7e(5)** 316192**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 5964858

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection</div>
--	---	--

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

Round off amounts to nearest dollar.
Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

<div>A Name of plan RETIREMENT PLAN OF MARATHON OIL COMPANY</div>	<div>B Three-digit plan number (PN) 001</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF MARATHON OIL COMPANY</div>	<div>D Employer Identification Number (EIN) 25-1410539</div>

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2014			
2 Assets:			
a Market value	2a	664422769	
b Actuarial value	2b	636528859	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	1033	50194274	50194274
b For terminated vested participants	837	176525293	176525293
c For active participants	2316	465107174	477268020
d Total	4186	691826741	703987587
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐		
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	6.18%	
6 Target normal cost	6	35251578	

Statement by Enrolled Actuary
To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

<div>SIGN HERE</div>	<div>09/28/2015</div>
<div>Signature of actuary</div>	<div>Date</div>
<div>W. CLAY HOLLOWAY</div>	<div>14-05230</div>
<div>Type or print name of actuary</div>	<div>Most recent enrollment number</div>
<div>HEWITT ASSOCIATES LLC</div>	<div>281-363-0456</div>
<div>Firm name</div>	<div>Telephone number (including area code)</div>
<div>9500 LAKESIDE BLVD. THE WOODLANDS, TX 77381</div>	
<div>Address of the firm</div>	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	3491293
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	3491293
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>10.46</u> %	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		26375126
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>5.98</u> %		1368453
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		365189
c Total available at beginning of current plan year to add to prefunding balance		28108768
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	90.41 %
15 Adjusted funding target attainment percentage	15	90.41 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	92.30 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/11/2014	14300000				
07/11/2014	14300000				
10/10/2014	14300000				
01/13/2015	14300000				
09/15/2015	400000				
			Totals ▶	18(b)	57600000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	55380145
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0	0	0
		(4) 4th
		0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.99 %	2nd segment: 6.32 %	3rd segment: 6.99 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 58
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	35251578	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	67458728		20001493
b Waiver amortization installment	0		0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	55253071	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	55253071	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	55380145	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	127074	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>RETIREMENT PLAN OF MARATHON OIL COMPANY</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MARATHON OIL COMPANY</u>	D Employer Identification Number (EIN) <u>25-1410539</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
THE DREYFUS CORPORATION ONE WALL STREET
NEW YORK, NY 10286

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
BARCLAYS

94-3112180

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
VANGUARD

23-2376849

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

AE INVESTORS

98-0487456

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 49 50 51	NONE	10784	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

AURORA EQUITY LP

27-1231417

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 49 50 51	NONE	29865	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

BANK OF NEW YORK MELLON

13-5160382

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	TRUSTEE	241702	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

BLACKSTONE PARTNERS

20-3799172

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	37801	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

CAI PARTNERS AND COMPANY LP

26-3790488

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	25639	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

DELOITTE TAX LLP

86-1065772

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29 50	NONE	5056	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

CLAYTON LP

98-0476822

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	6582	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

DLJ CAPITAL PARTNERS LP

26-1181152

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	62866	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

INTERNATIONAL PRIVATE EQUITY

27-3656804

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	26379	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

PERFORMANCE DIRECT

20-5608447

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 49 50 51	NONE	27614	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

ROCKPOINT REAL ESTATE FUND

26-0302858

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 49 50 51	NONE	16282	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

SCHNEIDER DOWNS AND CO INC

25-1408703

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	42435	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

SCHULTE ROTH AND ZABEL

13-2633996

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29 50	NONE	3112	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

TENAYA CAPITAL

45-2636829

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 49 50 51	NONE	41277	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

TRIDENT IV LP

98-0509277

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 49 50 51	NONE	25093	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

TRIDENT V LP

98-0613069

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 49 50 51	NONE	51798	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

WELLINGTON MANAGEMENT COMPANY

04-2683227

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 68	NONE	2821624	Yes ☒ No ☐	Yes ☒ No ☐	21240	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <hr/> 2014 <hr/> This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>RETIREMENT PLAN OF MARATHON OIL COMPANY</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>MARATHON OIL COMPANY</u>	D Employer Identification Number (EIN) <u>25-1410539</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: CIF II CORE HIGH YIELD BOND FUND

b Name of sponsor of entity listed in (a): WELLINGTON TRUST COMPANY, NA

c EIN-PN <u>04-6913417-105</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>14748200</u>
---------------------------------------	-------------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: WTC-CTF DURABLE COMPANIES POOL

b Name of sponsor of entity listed in (a): WELLINGTON TRUST COMPANY, NA

c EIN-PN <u>46-3572913-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>25574371</u>
---------------------------------------	-------------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
--	--	--

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014		
A Name of plan RETIREMENT PLAN OF MARATHON OIL COMPANY	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 MARATHON OIL COMPANY	D Employer Identification Number (EIN) 25-1410539	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)	39900000	14700000
	(2) Participant contributions.....	1b(2)		
	(3) Other.....	1b(3)	12281798	30047764
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	8273258	25111333
	(2) U.S. Government securities	1c(2)	77306538	65661017
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)	151175665	150962471
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)	4032039	586439
	(B) Common.....	1c(4)(B)	290414182	230740184
	(5) Partnership/joint venture interests	1c(5)	23172838	24773371
	(6) Real estate (other than employer real property).....	1c(6)	21711951	18645884
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans.....	1c(8)		
	(9) Value of interest in common/collective trusts	1c(9)	17037903	40322571
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities.....	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	1205908	5757586
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	6468693	6541270
	(15) Other.....	1c(15)	13511806	4813784

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	666492579	618663674

Liabilities

g Benefit claims payable	1g	3913625	2672126
h Operating payables	1h	798037	810302
i Acquisition indebtedness	1i		
j Other liabilities	1j	77450	28007477
k Total liabilities (add all amounts in lines 1g through 1j)	1k	4789112	31489905

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	661703467	587173769
---	-----------	-----------	-----------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAS, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	57600000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		57600000

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	-50	
(B) U.S. Government securities	2b(1)(B)	1585823	
(C) Corporate debt instruments	2b(1)(C)	6442472	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	1507005	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		9535250

(2) Dividends: (A) Preferred stock	2b(2)(A)	42256	
(B) Common stock	2b(2)(B)	6522101	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1492707	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		8057064

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	2028129	
(B) Other	2b(5)(B)	39078675	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		41106804

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		-45637
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		2423108
c Other income.....	2c		2243719
d Total income. Add all income amounts in column (b) and enter total.....	2d		120920308

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	190395354	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		190395354
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	287249	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	3156323	
(4) Other.....	2i(4)	1611080	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		5054652
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		195450006

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-74529698
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☒ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MCCONNEL AND JONES LLP

(2) EIN: 76-0488832

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
4d			
e Was this plan covered by a fidelity bond?	X		5000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☒ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2014 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>RETIREMENT PLAN OF MARATHON OIL COMPANY</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MARATHON OIL COMPANY</u>	D Employer Identification Number (EIN) <u>25-1410539</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>45-6192888</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>265</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☒ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☒ Increase	☐ Decrease	☐ Both	☐ No
--	--	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:
 Stock: 48% Investment-Grade Debt: 37% High-Yield Debt: 1% Real Estate: 4% Other: 10%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☒ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate line 19(b)?
☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

**Retirement Plan of
Marathon Oil Company
Financial Statements and
Independent Auditors' Report
December 31, 2014 and 2013**

Page(s)

Independent Auditors' Report

3

Financial Statements:

Statements of Net Assets Available for Benefits
December 31, 2014 and 2013

5

Statements of Changes in Net Assets Available for Benefits
Year ended December 31, 2014 and 2013

6

Notes to Financial Statements

7

Supplemental Schedules:

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2014

19

Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year)
Year ended December 31, 2014

43

Schedule H, Line 4j - Schedule of Reportable Transactions
Year ended December 31, 2014

45

Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.



Independent Auditors' Report

To the Participants and Plan Administrator of
the Retirement Plan of Marathon Oil Company

Report on the Financial Statements

We have audited the accompanying financial statements of the Retirement Plan of Marathon Oil Company (the Plan), which comprise the Statements of Net Assets Available for Benefits as of December 31, 2014 and 2013, and the related Statements of Changes in Net Assets Available for Benefits for the years then ended, and the related Notes to Financial Statements.

Plan Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America (US GAAP); this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with the auditing standards generally accepted in the United States of America (US GAAS). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by Plan management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2014 and 2013 and the changes therein for the years then ended and its financial status as of January 1, 2014 and the changes therein for the year then ended, in accordance with US GAAP.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplementary information listed in the Index to the financial statements is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of Plan management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or the financial statements themselves, and other additional procedures in accordance with US GAAS. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

McConnell & Pomeroy LLP

Houston, Texas
October 14, 2015

Retirement Plan of Marathon Oil Company
Statements of Net Assets Available for Benefits
December 31, 2014 and 2013

Assets	2014	2013
Investments, at fair value		
Money market fund	\$ 24,687,672	\$ 7,638,079
Cash reserve fund	423,661	635,179
Common stock	229,796,819	288,397,462
Corporate bonds	124,099,984	126,723,091
Government securities	65,661,017	86,022,909
Commingled fund	40,322,571	17,037,903
Private equity	24,773,371	23,172,838
Real estate	18,645,884	21,711,951
Private placements	25,067,385	20,718,820
Exchange traded funds	5,757,586	1,205,908
Insurance contract	6,541,270	6,468,693
Preferred stock	586,439	4,032,039
Timber	5,291,718	5,558,141
Other	2,260,533	4,987,768
Total investments	573,915,910	614,310,781
Receivables		
Employer's contributions	14,700,000	39,900,000
Investment sales	26,529,045	6,974,209
Accrued interest and dividends	2,524,016	3,475,696
Others	994,703	1,831,893
Total receivables	44,747,764	52,181,798
Total assets	618,663,674	666,492,579
Liabilities		
Accrued expenses	810,302	798,037
Investment purchases	27,176,124	62,946
Due to broker	831,353	14,504
Total liabilities	28,817,779	875,487
Net assets available for benefits	\$ 589,845,895	\$ 665,617,092

Retirement Plan of Marathon Oil Company
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2014 and 2013

	2014	2013
Investment income		
Net appreciation in fair value of investments	\$ 43,484,275	\$ 42,327,904
Interest	9,535,250	10,063,853
Dividends	8,057,064	10,540,108
Other	2,243,719	2,789,928
	<u>63,320,308</u>	<u>65,721,793</u>
Contributions from plan sponsor (Note 8)	<u>57,600,000</u>	<u>84,600,000</u>
Total additions	<u>120,920,308</u>	<u>150,321,793</u>
Deductions		
Benefits paid directly to participants	191,636,853	113,771,883
Expenses	5,054,652	4,845,986
	<u>196,691,505</u>	<u>118,617,869</u>
Net (decrease)/increase	(75,771,197)	31,703,924
Net assets available for benefits:		
Beginning of year	665,617,092	633,913,168
End of year	<u>\$ 589,845,895</u>	<u>\$ 665,617,092</u>

Retirement Plan of Marathon Oil Company

Notes to Financial Statements

December 31, 2014 and 2013

1. Description of the Retirement Plan of Marathon Oil Company

The following description of the Retirement Plan of Marathon Oil Company (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended.

General

The Plan was adopted January 1, 1936. The Plan is a non-contributory employer defined benefit pension plan covering eligible employees of Marathon Oil Company (the “Company” or “MOC”) or of a participating employer as defined by the Plan document. Effective January 1, 1975, employee contributions were no longer required by the Plan. The Plan is sponsored by Marathon Oil Company, 5555 San Felipe Street, Houston, TX 77056. The Plan administrator is Deanna L. Jones, who is Vice President, Human Resources and Administrative Services of Marathon Oil Corporation. The Plan's record keeper is Fidelity Workplace Services LLC (“Fidelity”) and the Plan's Trustee is Bank of New York Mellon (“BNY Mellon” or the “Trustee”). Wellington Management Group is the Plan's investment manager of the Plan's assets, with the exception of the Plan's illiquid assets (private equity, real estate, and timber). Investment decisions related to the Plan's illiquid assets are made by the Investment Committee of the Plan. On September 24, 2014, the Plan was amended and restated effective January 1, 2014 to clarify certain provisions and incorporate amendments previously signed.

Pension Benefits

Regular full-time or part-time employees, as defined by the Plan, were eligible to participate in the Plan prior to December 31, 2011 upon meeting the following eligibility requirements: attainment of age 21 and one year of service; not a non-resident alien with no U.S. source income; and not participating in another retirement plan towards which a participating employer makes contributions. Beginning January 1, 2012, employees are immediately eligible upon hire. The one year of service and attainment of age 21 is no longer required. Prior to January 1, 2010, employees vest at the earlier of attainment of the normal retirement age of 65 or after completion of five years of vesting service, as defined by the Plan. Effective January 1, 2010 vesting service for current eligible employees changed to three years. Early retirement benefits payable under the Plan are reduced proportionately based on the early retirement factors as defined by the Plan. The Plan provides a normal form of benefit of a single life annuity for unmarried participants or a joint and 50 percent survivor annuity for married participants who have attained normal retirement age of 65 or who are not eligible to retire under the terms of the Plan. The normal form of benefit for a participant who is eligible for early retirement under the Plan is a single life annuity payable until age 65, with option to elect a different annuity form of benefit at age 65. The Plan also provides other optional forms of benefit including lump-sum. Early and surviving spouse retirement benefits are also provided.

Effective January 1, 2010, the Plan was amended such that retirement benefits accrued on or after January 1, 2010, accrue under a cash balance design. The cash balance on any date shall equal the sum of the opening cash balance, the pay credits, and the interest credits that have been added to the cash balance through that date. Pay credits are based on the participant's attained points (age plus service) and range from 7-11 percent. The interest credit includes a monthly interest crediting rate tied to the 30-year Treasury securities with a 3 percent minimum which satisfies interest credit rate requirements under Treasury Regulations Section 1.411 (b). Benefits accrued through December 31, 2009 (“legacy benefits”), will have participation discontinued as of such date, but will continue application of compensation updates (through July 5, 2015 as discussed below) and age growth.

Retirement Plan of Marathon Oil Company

Notes to Financial Statements

December 31, 2014 and 2013

The amount of the monthly retirement legacy benefit of a participant who retires on their normal retirement date or thereafter with at least 37 years and 6 months of Plan participation is equal to 60 percent of the participant's "final average pay" less 50 percent of their "primary social security benefit". Final average pay is the highest total gross pay (as defined by the Plan) of a participant for any consecutive 36-month period in the applicable 10 year period of active employment, divided by 36. For those participants who terminated employment prior to July 5, 2015, the applicable 10 year period shall be their final 10 years of employment. For those participants who remain employed after July 5, 2015, the applicable 10 year period shall be the 10 year period ending on July 5, 2015. No changes in a participant's gross pay after July 5, 2015 shall be taken into account in determining the final average pay. Primary social security benefit is the participant's estimated social security benefit based on the social security law and benefit levels in effect at the participant's retirement, death or termination of employment.

2. Significant Accounting Policies

Date of Management's Review

In preparing the accompanying financial statements, the management of the Plan has evaluated subsequent events that have occurred after December 31, 2014 and through October 14, 2015, the date the financial statements were available to be issued, for inclusion in the financial statements and notes to the financial statements.

Basis of Accounting

The accompanying financial statements of the Plan were prepared on the accrual basis of accounting in accordance with U.S. GAAP.

Investment Valuation and Income Recognition

Investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes gains and losses on investments bought and sold as well as held during the year.

Contributions

Contributions to the Plan are recorded in the period that the Plan's actuary determines they relate to except that a contribution receivable is recorded to the extent that amounts due are pursuant to formal commitments as well as legal or contractual requirements in existence at the end of the Plan year.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Expenses incurred in the administration of the Plan are paid out of Plan assets unless the Company, in its discretion, pays such expenses.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets

Retirement Plan of Marathon Oil Company

Notes to Financial Statements

December 31, 2014 and 2013

and liabilities at the dates of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual amounts could differ from those estimates.

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Reclassifications

Certain reclassifications have been made to the 2013 financial statements to conform to the 2014 financial statement presentation. For materiality purposes, the investment balance for FNMA pools was classified as Government Securities for 2014 and removed from the Other investment category. Accordingly, prior year investment balances related to FNMA pools were reclassified to Government Securities to conform to the 2014 financial statement presentation.

3. Accounting Standards

In July 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-12, "*Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient*". ASU 2015-12 (1) requires a pension plan to use contract value as the only measure for fully benefit-responsive investment contracts, (2) simplifies and increases the effectiveness of the investment disclosure requirements for employee benefit plans, and (3) provides benefit plans with a measurement-date practical expedient similar to the practical expedient provided to employers in ASU 2015-04, *Practical Expedient for the Measurement Date of an Employer's Defined Benefit Obligation and Plan Assets*. These amendments are effective for fiscal years beginning after December 15, 2015 with early adoption permitted. The Plan is required to apply the amendments retrospectively for all statements presented except for Part I which is not applicable to defined benefit plans and Part III which requires a prospective application. We believe the adoption of this guidance concerns disclosure only and will not have an impact on the Plan's financial statements.

In May 2015, the FASB issued ASU No. 2015-07, "*Disclosures for Investments in Certain Entities That Calculate Net Asset Value ("NAV") per Share (or its equivalent)*." ASU 2015-07 removes the requirement to include investments in the fair value hierarchy for which fair value is measured using the net asset value per share practical expedient under Accounting Standard Codification ("ASC") 820. ASU 2015-07 is effective for the Plan retrospectively for the year ending December 31, 2016 with early adoption permitted. We believe the adoption of this guidance concerns disclosure only and will not have an impact on the Plan's financial statements.

Retirement Plan of Marathon Oil Company

Notes to Financial Statements

December 31, 2014 and 2013

4. Fair Value Measurements

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. There are three approaches for measuring the fair value of assets and liabilities: the market approach, the income approach and the cost approach, each of which includes multiple valuation techniques. This hierarchy consists of three broad levels:

- Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and liabilities and have the highest priority;
- Level 2 inputs consist of quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in inactive markets, or inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data by correlation or other means;
- Level 3 inputs are unobservable and significant to the fair value measurement and have the lowest priority.

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan Investment Committee believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. The following provides a description of the valuation techniques employed for each major plan asset class and there have not been any changes in the methodologies used at December 31, 2014 and 2013.

- Mutual funds - Mutual funds include an investment in a money market fund that invests mainly in short-term instruments and cash, both of which are valued using a market approach and are considered Level 1. The money market fund is valued at the net asset value ("NAV") of shares held. This investment also includes a cash reserve account (a collective short-term investment fund) that is valued using an income approach and is considered Level 2.
- Equity securities - Investments in common stock, preferred stock, and real estate investment trusts ("REIT") are valued using a market approach at the closing price reported in an active market and are therefore considered Level 1. The non-public investment trust is valued using a market approach based on the underlying investments in the trust, which are publicly-traded securities, and is considered Level 2. Private equity investments include interests in limited partnerships which are valued based on the sum of the estimated fair values of the investments held by each partnership, determined using a combination of market, income and cost approaches, plus working capital, adjusted for liabilities, currency translation and estimated performance incentives. These private equity investments are considered Level 3.
- Fixed income securities - U.S. treasury notes, and exchange traded funds are valued at the closing price reported in an active market, and are considered Level 1. Corporate bonds, non-U.S. government bonds, private placements, and Yankee bonds are valued using calculated yield curves created by models that incorporate various market factors and are considered Level 2. The investment in the commingled fund is valued using the NAV of units held, and is considered Level 2. The commingled fund consists of an equity and fixed income portfolio with underlying investments held in U.S. and non-U.S. securities.

Retirement Plan of Marathon Oil Company
Notes to Financial Statements
December 31, 2014 and 2013

- Real estate - Real estate investments are valued based on discounted cash flows, comparable sales, outside appraisals, price per square foot or some combination thereof and therefore are considered Level 3.
- Insurance contract - The investment in an unallocated annuity contract is valued using a market approach based on the experience of the assets held in an insurer's general account. The majority of the general account is invested in a well-diversified portfolio of high-quality fixed income securities, primarily consisting of investment-grade bonds. Investment income is allocated among pension plans participating in the general account based on the investment year method. Due to the lack of transparency in the use of investment year method earnings rates, this asset is considered Level 3.
- Timber - Timber is composed of investments in two limited liability companies ("LLCs") with no public market. The LLCs were formed to acquire timberland in the northwest and other properties. The values of the LLCs are determined using a cost approach based on historical cost less depletion for timber previously harvested. These assets are considered Level 3.
- Other - Other investments include futures contracts, credit default and interest rate swaps. These asset amounts are deemed immaterial and are categorized as Level 2 assets within the fair value hierarchy.

Retirement Plan of Marathon Oil Company
Notes to Financial Statements
December 31, 2014 and 2013

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31:

	2014	2013
Level 1:		
Money market fund	\$ 24,687,672	\$ 7,638,079
Equity securities:		
Common stock	229,796,819	288,397,462
Preferred stock: Insurance	182,376	4,032,039
Other: Real Estate Investment Trust (REIT)	943,365	2,016,720
Fixed income securities:		
Exchange traded funds	5,757,586	1,205,908
Government securities:		
U.S. treasuries	22,591,501	62,537,569
Treasury inflation-protected securities	4,058,921	1,445,101
	<u>288,018,240</u>	<u>367,272,878</u>
Level 2:		
Cash reserve fund	423,661	635,179
Equity securities:		
Preferred stock: Investment trust	404,063	—
Fixed income securities:		
Corporate bonds	124,099,984	126,723,091
Commingled fund	40,322,571	17,037,903
Private placements	25,067,385	20,718,820
Other: Yankee bonds	1,795,102	2,585,929
Government securities:		
Federal National Mortgage Association (FNMA) pools	17,010,314	423,562
Municipal bonds	—	1,147,824
Taxable municipals	14,305,788	13,323,868
Non-US government bonds	7,975,995	7,144,985
U.S. treasuries	(281,502)	—
Other: Credit default and interest rate swaps	(477,934)	385,119
	<u>230,645,427</u>	<u>190,126,280</u>
Level 3:		
Private equities	24,773,371	23,172,838
Real estate	18,645,884	21,711,951
Insurance contract	6,541,270	6,468,693
Timber	5,291,718	5,558,141
	<u>55,252,243</u>	<u>56,911,623</u>
Total investments, at fair value	<u><u>\$ 573,915,910</u></u>	<u><u>\$ 614,310,781</u></u>

Retirement Plan of Marathon Oil Company
Notes to Financial Statements
December 31, 2014 and 2013

No individual investments exceed 5 percent of net assets as of December 31, 2014 and December 31, 2013.

The following tables set forth the summary of changes in the fair value of the Plan's level 3 investments for the years ended:

	2014			
	Private Equities	Real Estate	Insurance Contract	Timber
Balance, beginning of year	\$ 23,172,838	\$ 21,711,951	\$ 6,468,693	\$ 5,558,141
Realized gains	2,473,569	1,309,210	—	141,680
Unrealized gains/(losses) relating to instruments still held at the reporting date	1,745,992	718,919	—	(266,423)
Interest	—	—	352,625	—
Purchases	2,425,932	702,073	—	—
Sales	(5,044,960)	(5,796,269)	(280,048)	(141,680)
Balance, end of year	<u>\$ 24,773,371</u>	<u>\$ 18,645,884</u>	<u>\$ 6,541,270</u>	<u>\$ 5,291,718</u>
	2013			
	Private Equities	Real Estate	Insurance Contract	Timber
Balance, beginning of year	\$ 24,887,158	\$ 23,063,883	\$ 6,806,045	\$ 6,053,144
Realized gains	5,664,092	1,201,800	—	—
Unrealized gains/(losses) relating to instruments still held at the reporting date	(911,106)	624,192	(147,974)	(407,168)
Interest	—	—	169,157	—
Purchases	6,110,195	1,041,209	—	—
Sales	(12,577,501)	(4,219,133)	(358,535)	(87,835)
Balance, end of year	<u>\$ 23,172,838</u>	<u>\$ 21,711,951</u>	<u>\$ 6,468,693</u>	<u>\$ 5,558,141</u>

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the Statement of Changes in Net Assets Available for Benefits.

For the years ended December 31, 2014 and 2013, there were no transfers in or out of Levels 1, 2, or 3.

Retirement Plan of Marathon Oil Company
Notes to Financial Statements
December 31, 2014 and 2013

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs. The valuation methodology for the Plan's Level 3 investments has been disclosed as required in the preceding paragraphs.

Instrument	Fair Value		Valuation Techniques (1)	Unobservable Inputs (1)	Range (1)
	2014	2013			
Private Equities	\$ 24,773,371	\$ 23,172,838			
Real Estate	18,645,884	21,711,951			
Insurance Contract	6,541,270	6,468,693			
Timber	5,291,718	5,558,141			

⁽¹⁾ The valuation techniques, unobservable inputs and ranges have not been disclosed due to the wide range of possible values given the diverse nature of the underlying investments. The valuations are performed by third parties and used by the Plan without adjustment. Significant increases (decreases) in the various unobservable inputs would result in significantly higher (lower) fair value measurements.

The following table sets forth a summary of the Plan's investments with reported NAV.

	Fair Value Using NAV per Share				
	Fair Value	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Commingled Fund December 31, 2014	\$40,322,571	None	End of each day	None	None
Commingled Fund December 31, 2013	\$ 17,037,903	None	End of each day	None	None

Retirement Plan of Marathon Oil Company
Notes to Financial Statements
December 31, 2014 and 2013

5. Investments

During the years ended December 31, 2014 and 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	2014	2013
Common stock	\$ 6,343,482	\$ 64,292,872
Corporate bonds	12,411,792	(7,575,313)
Government securities	16,407,427	(15,780,486)
Commingled fund	(45,637)	(118,522)
Private equity	4,219,561	4,752,986
Real estate	2,028,129	1,825,992
Private placements	601,324	(4,390,919)
Exchange traded funds	2,423,108	(1,234,830)
Timber	(124,743)	(407,168)
Preferred stock	(343,871)	956,503
Other	(436,297)	6,789
	<u>\$ 43,484,275</u>	<u>\$ 42,327,904</u>

6. Insurance Contract

The Plan's investments include an immediate participation guaranteed unallocated annuity contract (the "Contract") with The Equitable Life Assurance Society ("The Equitable"). The Contract funds a portion of the benefits of employees who retired prior to July 1, 1976, or participated in the Plan prior to January 1, 1960. The funds are valued in the Plan financial statements at fair value. At December 31, 2014 and 2013 the fair value of the annuity contract was \$6,541,270 and \$6,468,693, respectively. The Contract participates immediately in the income experience of the general assets of The Equitable. The minimum rate of interest for 2014 and 2013 was 2.50 percent. The minimum rate for future years is 2.50 percent. The investment return is the greater of the rate of such actual investment return or if applicable, the minimum rate. Actual investment return rates were 2.96 and 2.73 percent for 2014 and 2013, respectively.

7. Accumulated Plan Benefits

An enrolled actuary determines the actuarial present value of accumulated plan benefits. The amount results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements for termination after becoming vested, death, disability, withdrawal, and retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in determining accumulated plan benefits as of January 1, 2014 are as follows:

Interest rate	6.75%
Mortality rates	2014 Static Mortality Table
Assumed average retirement age	58

Retirement Plan of Marathon Oil Company
Notes to Financial Statements
December 31, 2014 and 2013

The interest rate assumption used to value accrued benefits decreased from 7.25 to 6.75 percent from 2013 to 2014. The actuarial assumptions are based on the presumption that the Plan will continue. If the Plan is terminated, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The accumulated plan benefits information at the beginning of the plan year as of January 1, 2014 is as follows:

Actuarial present value of accumulated plan benefits:

Vested benefits:

Participants currently receiving payments	\$ 48,524,502
Other participants	593,422,872
	<u>641,947,374</u>
Non-vested benefits	<u>10,456,366</u>

Total actuarial present value of accumulated plan benefits	<u><u>\$ 652,403,740</u></u>
--	------------------------------

The change in the actuarial present value of accumulated plan benefits from last actuary valuation, to current actuary valuation date, is attributed to the following:

Actuarial present value of accumulated plan benefits at beginning of year	\$ 664,660,041
Increase (decrease) during the year attributable to:	
Benefit payments	(113,771,883)
Interest accumulation	44,135,781
Plan amendment	63,511
Actuarial assumptions	(35,444,561)
Benefits accumulated	<u>92,760,851</u>
Net decrease	<u>(12,256,301)</u>
Actuarial present value of accumulated plan benefits at end of year	<u><u>\$ 652,403,740</u></u>

8. Funding Policy

The actuarial cost method used for funding of the Plan is the “standard unit credit” method of actuarial valuation. The funding policy provides that the Company will contribute amounts necessary to maintain the Plan on a sound actuarial basis and in accordance with the minimum funding requirements of ERISA plus any additional amounts which may be approved from time to time. The minimum funding requirement was \$57.6 million for the 2014 plan year. Actual cash contributions made were \$57.6 million.

The minimum funding requirement was \$56.7 million for the 2013 plan year. Actual cash contributions made were \$84.6 million.

Retirement Plan of Marathon Oil Company
Notes to Financial Statements
December 31, 2014 and 2013

9. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for pension benefits per the financial statements to the Form 5500:

	2014	2013
Net assets available for pension benefits per the financial statements	589,845,895	665,617,092
Amounts allocated to withdrawing participants	(2,672,126)	(3,913,625)
Net assets per the Form 5500	<u>587,173,769</u>	<u>661,703,467</u>

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500 for the year ended December 31:

	2014
Benefits paid to participants per the financial statements	191,636,853
Amounts allocated to withdrawing participants at December 31, 2014	2,672,126
Amounts allocated to withdrawing participants at December 31, 2013	(3,913,625)
Total benefit payments per the Form 5500	<u>190,395,354</u>

10. Party-In-Interest Transactions

The Company, Fidelity, The Equitable, Wellington Management Group, and BNY Mellon have all been identified as parties-in-interest and these transactions are exempt from the prohibited transaction rules.

Fees paid by the Plan to the Trustee and the investment manager were \$3,072,706 and \$3,378,692, for the years ended December 31, 2014 and 2013, respectively.

11. Plan Termination

Although it has not expressed any intent to do so, the Company has retained the right to amend, terminate, or otherwise modify the Plan, including the right to discontinue the contributions thereto, at any time, solely at the discretion of the Company. In the event of the termination of the Plan, the assets thereof shall be distributed in accordance with Section 4044 of ERISA. The Plan is a covered plan, under the plan termination insurance provisions of ERISA, and the Pension Benefit Guaranty Corporation ("PBGC") guarantees the payments of certain benefits thereunder. Should the Plan terminate at some future time, its net assets generally will not be available on a pro rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

12. Income Tax Status

The Internal Revenue Service ("IRS") has determined and informed the Plan Administrator by letter dated March 25, 2015, that the Plan, as amended, meets the requirements of Code Section 401(a), and the trust is not subject to tax under present income tax law. This determination letter was applicable for the amendments executed September 24, 2014 and prior. The Plan administrator and the Plan's tax counsel believe that the

Retirement Plan of Marathon Oil Company

Notes to Financial Statements

December 31, 2014 and 2013

Plan, as amended, is designed and is currently being operated in compliance with the applicable requirements of the Code.

U.S. GAAP requires the Plan Administrator to evaluate uncertain tax positions taken by the Plan. The Plan is required to recognize a tax liability if the position does not meet the more likely than not criteria based on its technical merit. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2014, there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2011.

13. Commitments

At December 31, 2014 and 2013, the Plan had additional funding commitments related to various real estate and partnership investments amounting to \$10 million and \$13 million, respectively.

14. Subsequent Events

Subsequent events were evaluated through October 14, 2015, which is the date the financial statements were available to be issued. As a condition of receiving a favorable determination letter from the IRS, a remedial amendment clarifying certain provisions of the Plan was executed April 7, 2015.

Effective July 6, 2015, the Plan was amended and restated to freeze the final average pay used to calculate the legacy retirement benefit and to incorporate the provisions of the remedial amendment. The plan change resulted in an \$89 million reduction of liability and an \$11 million reduction in annualized expense.

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	SWAP COLLATERAL WITH MORGAN STANLEY	Cash Reserve Fund		\$ 423,661	\$ 423,661
	COMMIT TO PUR FNMA SF MTG	Government Securities	2.500% 01/01/2045 DD 01/01/15	\$ 96,484	\$ 97,680
	FNMA POOL #0AM2732	Government Securities	3.370% 03/01/2028 DD 03/01/13	\$ 121,552	\$ 132,842
	FNMA POOL #0AM4444	Government Securities	3.190% 10/01/2025 DD 09/01/13	\$ 297,080	\$ 293,459
	FNMA POOL #0AM4522	Government Securities	3.950% 10/01/2024 DD 10/01/13	\$ 170,914	\$ 183,184
	FNMA POOL #0AM4687	Government Securities	3.700% 12/01/2025 DD 12/01/13	\$ 439,468	\$ 478,752
	FNMA POOL #0AM4789	Government Securities	4.319% 11/01/2030 DD 11/01/13	\$ 402,297	\$ 416,923
	FNMA POOL #0AM4991	Government Securities	3.970% 12/01/2025 DD 12/01/13	\$ 431,816	\$ 469,559
	FNMA POOL #0AM5186	Government Securities	4.240% 01/01/2029 DD 01/01/14	\$ 161,458	\$ 177,103
	FNMA POOL #0AM5447	Government Securities	4.195% 03/01/2030 DD 03/01/14	\$ 240,346	\$ 249,671
	FNMA POOL #0AM5677	Government Securities	3.461% 07/01/2026 DD 07/01/14	\$ 259,582	\$ 267,793
	FNMA POOL #0AM6492	Government Securities	3.760% 08/01/2034 DD 08/01/14	\$ 231,926	\$ 245,117
	FNMA POOL #0AM6501	Government Securities	3.320% 08/01/2026 DD 08/01/14	\$ 403,406	\$ 417,580
	FNMA POOL #0AM6667	Government Securities	3.390% 09/01/2026 DD 09/01/14	\$ 219,441	\$ 227,865
	FNMA POOL #0AM6756	Government Securities	3.570% 10/01/2029 DD 10/01/14	\$ 101,494	\$ 104,961
	FNMA POOL #0AM6760	Government Securities	3.570% 10/01/2029 DD 10/01/14	\$ 101,494	\$ 104,961
	FNMA POOL #0AM6761	Government Securities	3.570% 10/01/2029 DD 10/01/14	\$ 304,996	\$ 314,883
	FNMA POOL #0AM6835	Government Securities	3.580% 10/01/2029 DD 10/01/14	\$ 119,813	\$ 123,981
	FNMA POOL #0AM6851	Government Securities	3.430% 10/01/2026 DD 10/01/14	\$ 303,281	\$ 313,140
	FNMA POOL #0AM6958	Government Securities	3.550% 10/01/2026 DD 10/01/14	\$ 203,651	\$ 211,825
	FNMA POOL #0AM6988	Government Securities	3.180% 12/01/2026 DD 12/01/14	\$ 642,200	\$ 656,787
	FNMA POOL #0AM7016	Government Securities	3.470% 10/01/2029 DD 10/01/14	\$ 740,463	\$ 768,682
	FNMA POOL #0AM7199	Government Securities	3.300% 11/01/2026 DD 11/01/14	\$ 563,492	\$ 569,520
	FNMA POOL #0AM7201	Government Securities	3.310% 12/01/2026 DD 12/01/14	\$ 561,344	\$ 573,452
	FNMA POOL #0AM7252	Government Securities	3.110% 11/01/2026 DD 11/01/14	\$ 109,923	\$ 111,833
	FNMA POOL #0AM7356	Government Securities	3.380% 12/01/2029 DD 12/01/14	\$ 215,403	\$ 224,176
	FNMA POOL #0AM7357	Government Securities	3.380% 12/01/2029 DD 12/01/14	\$ 525,984	\$ 546,273
	FNMA POOL #0AM7358	Government Securities	3.380% 12/01/2029 DD 12/01/14	\$ 375,703	\$ 390,195

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	FNMA POOL #0AM7359	Government Securities	3.380% 12/01/2029 DD 12/01/14	\$ 245,459	\$ 255,457
	FNMA POOL #0AM7360	Government Securities	3.380% 12/01/2029 DD 12/01/14	\$ 270,506	\$ 280,940
	FNMA POOL #0AM7440	Government Securities	3.530% 12/01/2026 DD 12/01/14	\$ 129,531	\$ 132,475
	FNMA POOL #0AM7493	Government Securities	3.240% 12/01/2026 DD 12/01/14	\$ 161,375	\$ 165,069
	FNMA POOL #0AM7505	Government Securities	3.220% 12/01/2026 DD 12/01/14	\$ 480,047	\$ 489,288
	FNMA POOL #0AM7596	Government Securities	3.160% 01/01/2027 DD 01/01/15	\$ 526,641	\$ 533,862
	FNMA POOL #0AQ8653	Government Securities	2.500% 12/01/2042 DD 12/01/12	\$ 252,768	\$ 272,734
	FNMA POOL #0AT0238	Government Securities	2.500% 03/01/2043 DD 03/01/13	\$ 338,247	\$ 364,936
	FNMA POOL #0AR9188	Government Securities	2.500% 03/01/2043 DD 03/01/13	\$ 2,562,233	\$ 2,764,492
	FNMA POOL #0AS0299	Government Securities	2.500% 08/01/2043 DD 07/01/13	\$ 526,554	\$ 568,137
	FNMA POOL #0AB9136	Government Securities	2.500% 04/01/2043 DD 03/01/13	\$ 1,706,810	\$ 1,841,601
	U S TREASURY BOND	Government Securities	3.125% 11/15/2041 DD 11/15/11	\$ 1,464,056	\$ 1,829,278
	U S TREASURY BOND	Government Securities	3.000% 05/15/2042 DD 05/15/12	\$ 5,157,329	\$ 6,464,204
	U S TREASURY BOND	Government Securities	2.750% 11/15/2042 DD 11/15/12	\$ 4,028,260	\$ 5,089,803
	U S TREASURY BOND	Government Securities	2.875% 05/15/2043 DD 05/15/13	\$ 3,059,524	\$ 3,861,108
	U S TREASURY BONDS	Government Securities	3.625% 08/15/2043 DD 08/15/13	\$ 141,657	\$ 176,403
	U S TREASURY BONDS	Government Securities	3.750% 11/15/2043 DD 11/15/13	\$ 208,250	\$ 240,422
	U S TREASURY BONDS	Government Securities	3.625% 02/15/2044 DD 02/15/14	\$ 1,027,734	\$ 1,176,800
	U S TREASURY BOND	Government Securities	3.375% 05/15/2044 DD 05/15/14	\$ 717,037	\$ 816,191
	U S TREASURY BOND	Government Securities	3.125% 08/15/2044 DD 08/15/14	\$ 1,178,838	\$ 1,238,044
	US TREAS-CPI INFLAT	Government Securities	0.125% 04/15/2019 DD 04/15/14	\$ 4,057,073	\$ 4,058,921
	GLEN OAKS APTS DUS 99Z035HS1	Government Securities	3.310% 01/01/2027 DD 01/01/15	\$ 327,133	\$ 326,830
	PIONEER CREEK DUS 99Z035P03	Government Securities	3.260% 01/01/2027 DD 01/01/15	\$ 229,852	\$ 230,063
	CREST OAK APTS DUS 99Z035WI6	Government Securities	3.230% 02/01/2027 DD 02/01/15	\$ 112,234	\$ 112,234
	BPCE SA	Corporate Bonds	5.150% 07/21/2024	\$ 384,758	\$ 386,427
	GRUPO BIMBO SAB DE CV	Private Placements	4.875% 06/27/2044	\$ 399,000	\$ 402,400
	ECOPETROL SA	Corporate Bonds	4.125% 01/16/2025	\$ 133,088	\$ 128,250
	PETROLEOS MEXICANOS	Private Placements	5.500% 06/27/2044	\$ 560,423	\$ 561,000

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	VALE OVERSEAS LTD	Corporate Bonds	6.875% 11/21/2036	\$ 503,482	\$ 511,282
	PETROLEOS MEXICANOS	Corporate Bonds	6.500% 06/02/2041	\$ 418,000	\$ 459,000
	PETROLEOS MEXICANOS	Corporate Bonds	5.500% 06/27/2044	\$ 409,000	\$ 408,000
	CNOOC FINANCE 2013 LTD	Corporate Bonds	3.000% 05/09/2023	\$ 299,468	\$ 307,582
	GRUPO TELEvisa SAB	Corporate Bonds	8.500% 03/11/2032	\$ 497,400	\$ 553,171
	PROLOGIS LP	Corporate Bonds	6.625% 12/01/2019 DD 11/20/09	\$ 323,147	\$ 322,746
	TIME WARNER INC	Corporate Bonds	7.625% 04/15/2031 DD 04/19/01	\$ 1,328,849	\$ 1,463,792
	AON PLC	Corporate Bonds	4.600% 06/14/2044 DD 05/28/14	\$ 409,780	\$ 425,773
	ACTAVIS FUNDING SCS	Corporate Bonds	3.850% 06/15/2024 DD 06/19/14	\$ 249,459	\$ 251,278
	AETNA INC	Corporate Bonds	4.125% 11/15/2042 DD 11/07/12	\$ 249,267	\$ 286,362
	AGRIUM INC	Other	7.125% 05/23/2036 DD 05/24/06	\$ 383,373	\$ 422,932
	ALLSTATE CORP	Corporate Bonds	VAR RT 08/15/2053 DD 08/08/13	\$ 201,500	\$ 210,750
	ALTRIA GROUP INC	Corporate Bonds	9.950% 11/10/2038 DD 11/10/08	\$ 245,589	\$ 275,415
	ALTRIA GROUP INC	Corporate Bonds	10.200% 02/06/2039 DD 02/06/09	\$ 101,414	\$ 113,174
	AMAZON.COM INC	Corporate Bonds	4.950% 12/05/2044 DD 12/05/14	\$ 334,002	\$ 351,223
	HESS CORP	Corporate Bonds	7.875% 10/01/2029 DD 10/01/99	\$ 700,915	\$ 703,797
	HESS CORP	Corporate Bonds	7.300% 08/15/2031 DD 08/15/01	\$ 213,722	\$ 217,420
	AMERICAN INTERNATIONAL GROUP I	Corporate Bonds	VAR RT 05/15/2068 DD 05/15/09	\$ 401,500	\$ 440,375
	AMERICAN INTL GROUP	Corporate Bonds	4.500% 07/16/2044 DD 07/16/14	\$ 472,320	\$ 501,842
	AMGEN INC	Corporate Bonds	5.150% 11/15/2041 DD 11/10/11	\$ 543,705	\$ 591,754
	ANADARKO PETROLEUM CORP	Corporate Bonds	7.950% 06/15/2039 DD 06/12/09	\$ 922,278	\$ 953,043
	ANADARKO PETROLEUM CORP	Corporate Bonds	4.500% 07/15/2044 DD 07/07/14	\$ 70,981	\$ 72,786
	BPCE SA 144A	Private Placements	5.150% 07/21/2024 DD 01/21/14	\$ 598,890	\$ 618,282
	BANK OF AMERICA CORP	Corporate Bonds	5.000% 01/21/2044 DD 01/21/14	\$ 103,785	\$ 111,982
	BANK OF AMERICA CORP	Corporate Bonds	4.200% 08/26/2024 DD 08/26/14	\$ 214,843	\$ 219,025
	BARCLAYS PLC	Corporate Bonds	4.375% 09/11/2024 DD 09/11/14	\$ 379,422	\$ 366,206
	BARRICK NORTH AMERICA FINANCE	Corporate Bonds	4.400% 05/30/2021 DD 06/01/11	\$ 101,573	\$ 100,975
	BARRICK NORTH AMERICA FINANCE	Corporate Bonds	5.700% 05/30/2041 DD 06/01/11	\$ 257,110	\$ 245,448

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	BRANDYWINE OPERATING PARTNERSH	Corporate Bonds	3.950% 02/15/2023 DD 12/18/12	\$ 431,195	\$ 463,910
	BRITISH SKY BROADCASTING 144A	Private Placements	3.750% 09/16/2024 DD 09/16/14	\$ 403,461	\$ 407,479
	CDS CORP	Corporate Bonds	4.900% 08/15/2044 DD 08/19/14	\$ 202,210	\$ 208,169
	CF INDUSTRIES INC	Corporate Bonds	4.950% 06/01/2043 DD 05/23/13	\$ 323,089	\$ 353,878
	CF INDUSTRIES INC	Corporate Bonds	5.375% 03/15/2044 DD 03/11/14	\$ 244,383	\$ 264,328
	CIGNA CORP	Corporate Bonds	5.375% 02/15/2042 DD 11/10/11	\$ 218,337	\$ 248,340
	CMS ENERGY CORP	Corporate Bonds	4.700% 03/31/2043 DD 03/22/13	\$ 253,755	\$ 266,433
	COMMERCIAL MORTGAGE PAS CR9 A4	Corporate Bonds	VAR RT 07/10/2045 DD 07/01/13	\$ 394,910	\$ 406,393
	CSX CORP	Corporate Bonds	6.150% 05/01/2037 DD 04/25/07	\$ 223,314	\$ 258,680
	CSX CORP	Corporate Bonds	6.220% 04/30/2040 DD 03/24/10	\$ 401,320	\$ 462,416
	CSX CORP	Corporate Bonds	4.400% 03/01/2043 DD 02/28/12	\$ 600,399	\$ 697,872
	CANADIAN NATURAL RESOURCES LTD	Corporate Bonds	6.250% 03/15/2038 DD 03/19/07	\$ 700,710	\$ 678,436
	CANADIAN PACIFIC RAILWAY LTD	Corporate Bonds	5.750% 01/15/2042 DD 12/01/11	\$ 268,818	\$ 320,618
	CARDINAL HEALTH INC	Corporate Bonds	4.500% 11/15/2044 DD 11/19/14	\$ 314,976	\$ 329,488
	CELGENE CORP	Corporate Bonds	4.625% 05/15/2044 DD 05/15/14	\$ 907,371	\$ 943,916
	CENOVUS ENERGY INC	Corporate Bonds	6.750% 11/15/2039 DD 05/15/10	\$ 391,624	\$ 370,243
	CITIGROUP INC	Corporate Bonds	6.000% 10/31/2033 DD 10/30/03	\$ 184,490	\$ 206,505
	CITIGROUP INC	Corporate Bonds	6.125% 08/25/2036 DD 08/25/06	\$ 1,226,096	\$ 1,370,881
	CITIGROUP INC	Corporate Bonds	3.500% 05/15/2023 DD 05/14/13	\$ 237,606	\$ 248,240
	CITIGROUP INC	Corporate Bonds	6.675% 09/13/2043 DD 09/13/13	\$ 362,448	\$ 407,311
	CITIGROUP INC	Corporate Bonds	5.300% 05/06/2044 DD 05/06/14	\$ 263,613	\$ 279,396
	CITIGROUP COMMERCIAL M GC19 A4	Corporate Bonds	4.023% 03/10/2047 DD 03/01/14	\$ 269,819	\$ 278,489
	COX COMMUNICATIONS INC	Private Placements	6.950% 06/01/2038 DD 06/05/08	\$ 393,364	\$ 472,418
	COX COMMUNICATIONS INC 144A	Private Placements	8.375% 03/01/2039 DD 02/20/09	\$ 48,511	\$ 57,026
	DCP MIDSTREAM LLC 144A	Private Placements	6.750% 09/15/2037 DD 09/17/07	\$ 240,386	\$ 244,404
	DEUTSCHE BANK AG	Corporate Bonds	VAR RT 05/24/2028 DD 05/24/13	\$ 366,659	\$ 391,202
	DEUTSCHE TELEKOM INTERNATIONAL	Corporate Bonds	VAR RT 06/15/2030 DD 07/06/00	\$ 923,520	\$ 960,154
	DEVON ENERGY CORP	Corporate Bonds	4.750% 05/15/2042 DD 05/14/12	\$ 319,922	\$ 347,305

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	DEVON ENERGY CORP	Corporate Bonds	7.950% 04/15/2032 DD 03/25/02	\$ 97,610	\$ 103,384
	DIRECTV HOLDINGS LLC / DIRECTV	Corporate Bonds	6.000% 08/15/2040 DD 08/17/10	\$ 86,589	\$ 84,059
	DIRECTV HOLDINGS LLC / DIRECTV	Corporate Bonds	5.150% 03/15/2042 DD 03/08/12	\$ 534,369	\$ 614,849
	DOMINION RESOURCES INC/VA	Corporate Bonds	4.050% 09/15/2042 DD 09/13/12	\$ 729,151	\$ 829,124
	DOMINION RESOURCES INC	Corporate Bonds	4.700% 12/01/2044 DD 11/25/14	\$ 323,804	\$ 345,859
	DOW CHEMICAL CO/THE	Corporate Bonds	9.400% 05/15/2039 DD 05/13/09	\$ 246,495	\$ 267,717
	DCP MIDSTREAM LLC	Private Placements	6.450% 11/03/2036 DD 10/27/06	\$ 254,638	\$ 261,673
	ERAC USA FINANCE LLC 144A	Private Placements	7.000% 10/15/2037 DD 10/17/07	\$ 414,197	\$ 471,664
	ENABLE MIDSTREAM PARTNER 144A	Private Placements	5.000% 05/15/2044 DD 05/27/14	\$ 194,973	\$ 183,686
	ENBRIDGE INC	Corporate Bonds	4.500% 06/10/2044 DD 06/04/14	\$ 233,809	\$ 202,890
	ENCANA CORP	Other	6.625% 08/15/2037 DD 08/13/07	\$ 525,350	\$ 517,304
	ENERGY TRANSFER PARTNERS LP	Corporate Bonds	7.500% 07/01/2038 DD 03/28/08	\$ 971,238	\$ 1,023,932
	ENERGY TRANSFER PARTNERS LP	Corporate Bonds	5.150% 02/01/2043 DD 01/22/13	\$ 121,151	\$ 123,704
	ENTERPRISE PRODUCTS OPERATING	Corporate Bonds	4.450% 02/15/2043 DD 08/13/12	\$ 373,644	\$ 417,928
	ENTERPRISE PRODUCTS OPERATING	Corporate Bonds	5.100% 02/15/2045 DD 02/12/14	\$ 333,248	\$ 344,061
	ENTERPRISE PRODUCTS OPER	Corporate Bonds	4.950% 10/15/2054 DD 10/14/14	\$ 147,534	\$ 153,531
	EXPRESS SCRIPTS HOLDING CO	Corporate Bonds	6.125% 11/15/2041 DD 11/15/12	\$ 370,841	\$ 409,468
	FEDEX CORP	Corporate Bonds	5.100% 01/15/2044 DD 01/09/14	\$ 649,644	\$ 750,536
	FIFTH THIRD BANCORP	Corporate Bonds	8.250% 03/01/2038 DD 03/04/08	\$ 399,417	\$ 450,654
	FORD MOTOR CO	Corporate Bonds	6.625% 10/01/2028 DD 09/30/98	\$ 56,136	\$ 61,409
	FORD MOTOR CREDIT CO LLC	Corporate Bonds	3.664% 09/08/2024 DD 09/08/14	\$ 425,000	\$ 425,850
	FREEPORT-MCMORAN COPPER & GOLD	Corporate Bonds	5.450% 03/15/2043 DD 09/15/13	\$ 271,895	\$ 260,032
	FREEPORT-MCMORAN INC	Corporate Bonds	5.400% 11/14/2034 DD 11/14/14	\$ 298,548	\$ 292,470
	GENERAL MOTORS CO	Corporate Bonds	6.250% 10/02/2043 DD 04/02/14	\$ 503,794	\$ 579,381
	GENERAL MOTORS CO	Corporate Bonds	5.200% 04/01/2045 DD 11/12/14	\$ 168,752	\$ 179,350
	GLENCORE FUNDING LLC 144A	Private Placements	4.625% 04/29/2024 DD 04/29/14	\$ 205,254	\$ 200,960
	GOLDMAN SACHS GROUP INC	Corporate Bonds	4.800% 07/08/2044 DD 07/08/14	\$ 149,319	\$ 160,662
	HCP INC	Corporate Bonds	6.750% 02/01/2041 DD 01/24/11	\$ 384,693	\$ 441,155

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	HARTFORD FINANCIAL SERVICES GR	Corporate Bonds	5.950% 10/15/2036 DD 10/03/06	\$ 243,586	\$ 270,420
	HARTFORD FINANCIAL SERVICES GR	Corporate Bonds	6.625% 04/15/2042 DD 04/05/12	\$ 168,305	\$ 192,937
	HEALTH CARE REIT INC	Corporate Bonds	6.500% 03/15/2041 DD 03/14/11	\$ 416,464	\$ 492,780
	HEALTH CARE REIT INC	Corporate Bonds	3.750% 03/15/2023 DD 12/06/12	\$ 164,490	\$ 176,510
	HESS CORP	Corporate Bonds	5.600% 02/15/2041 DD 08/10/10	\$ 58,243	\$ 53,617
	HUMANA INC	Corporate Bonds	4.950% 10/01/2044 DD 09/19/14	\$ 442,855	\$ 473,169
	INTERNATIONAL LEASE FINAN 144A	Private Placements	7.125% 09/01/2018 DD 08/20/10	\$ 466,960	\$ 448,000
	INTERNATIONAL PAPER CO	Corporate Bonds	6.000% 11/15/2041 DD 11/16/11	\$ 217,192	\$ 234,146
	INTERNATIONAL PAPER CO	Corporate Bonds	4.800% 06/15/2044 DD 06/10/14	\$ 348,177	\$ 357,420
	INTESA SANPAOLO SPA	Corporate Bonds	5.250% 01/12/2024 DD 01/14/14	\$ 342,751	\$ 373,739
	JPMORGAN CHASE & CO	Corporate Bonds	5.625% 08/16/2043 DD 08/21/13	\$ 510,440	\$ 558,192
	JPMORGAN CHASE & CO	Corporate Bonds	3.875% 09/10/2024 DD 09/10/14	\$ 213,871	\$ 215,183
	JP MORGAN CHASE CO WLDN A 144A	Private Placements	3.905% 05/05/2030 DD 05/01/12	\$ 312,120	\$ 318,810
	KANSAS CITY SOUTHERN RAILWAY C	Corporate Bonds	VAR RT 05/15/2043 DD 05/15/14	\$ 585,242	\$ 612,198
	KINDER MORGAN ENERGY PARTNERS	Corporate Bonds	6.950% 01/15/2038 DD 06/21/07	\$ 350,384	\$ 352,010
	KINDER MORGAN ENERGY PARTNERS	Corporate Bonds	5.000% 08/15/2042 DD 08/13/12	\$ 394,419	\$ 403,907
	KINDER MORGAN INC/DELAWA	Corporate Bonds	4.300% 06/01/2025 DD 11/26/14	\$ 353,573	\$ 355,167
	KINDER MORGAN INC/DELAWA	Corporate Bonds	5.550% 06/01/2045 DD 11/26/14	\$ 373,736	\$ 384,086
	MONDELEZ INTERNATIONAL INC	Corporate Bonds	6.500% 02/09/2040 DD 02/08/10	\$ 291,150	\$ 299,864
	KRAFT FOODS GROUP INC	Corporate Bonds	5.000% 06/04/2042 DD 12/04/12	\$ 108,437	\$ 121,088
	KRAFT FOODS GROUP INC	Corporate Bonds	6.500% 02/09/2040 DD 08/09/12	\$ 69,972	\$ 77,122
	KRAFT FOODS GROUP INC	Corporate Bonds	6.875% 01/26/2039 DD 07/26/12	\$ 249,657	\$ 270,961
	KROGER CO/THE	Corporate Bonds	5.150% 08/01/2043 DD 07/25/13	\$ 273,140	\$ 318,794
	LYB INTL FINANCE BV	Corporate Bonds	4.875% 03/15/2044 DD 02/28/14	\$ 168,013	\$ 174,889
	LIBERTY PROPERTY LP	Corporate Bonds	4.125% 06/15/2022 DD 06/11/12	\$ 93,504	\$ 98,480
	LIBERTY PROPERTY LP	Corporate Bonds	3.375% 06/15/2023 DD 12/10/12	\$ 104,665	\$ 112,115
	LIBERTY PROPERTY LP	Corporate Bonds	4.400% 02/15/2024 DD 09/27/13	\$ 284,754	\$ 304,254
	MARSH & MCLENNAN COS INC	Corporate Bonds	3.500% 03/10/2025 DD 09/10/14	\$ 284,115	\$ 286,813

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	MCKESSON CORP	Corporate Bonds	4.883% 03/15/2044 DD 03/10/14	\$ 239,284	\$ 258,869
	MERRILL LYNCH & CO INC	Corporate Bonds	6.110% 01/29/2037 DD 01/29/07	\$ 296,579	\$ 324,706
	MERRILL LYNCH & CO INC	Corporate Bonds	7.750% 05/14/2038 DD 05/14/08	\$ 1,530,185	\$ 1,659,453
	MIDAMERICAN ENERGY HOLDINGS CO	Corporate Bonds	6.125% 04/01/2036 DD 10/01/06	\$ 1,039,629	\$ 1,130,697
	MIDAMERICAN ENERGY HOLDINGS CO	Corporate Bonds	5.150% 11/15/2043 DD 11/08/13	\$ 908,390	\$ 1,001,404
	MOLSON COORS BREWING CO	Corporate Bonds	5.000% 05/01/2042 DD 05/03/12	\$ 342,458	\$ 379,915
	MONSANTO CO	Corporate Bonds	4.400% 07/15/2044 DD 07/01/14	\$ 208,335	\$ 217,883
	MORGAN STANLEY	Corporate Bonds	7.250% 04/01/2032 DD 04/03/02	\$ 154,698	\$ 171,128
	MORGAN STANLEY	Corporate Bonds	5.000% 11/24/2025 DD 11/22/13	\$ 587,253	\$ 602,923
	MORGAN STANLEY	Corporate Bonds	4.350% 09/08/2026 DD 09/08/14	\$ 423,424	\$ 427,542
	MORGAN STANLEY	Corporate Bonds	6.375% 07/24/2042 DD 07/24/12	\$ 227,773	\$ 245,686
	MORGAN STANLEY	Corporate Bonds	4.875% 11/01/2022 DD 10/23/12	\$ 117,721	\$ 122,139
	MORGAN STANLEY	Corporate Bonds	3.700% 10/23/2024 DD 10/23/14	\$ 454,208	\$ 461,197
	NEWMONT MINING CORP	Corporate Bonds	4.875% 03/15/2042 DD 03/08/12	\$ 242,020	\$ 239,522
	NEWS AMERICA INC	Corporate Bonds	6.200% 12/15/2034 DD 12/03/04	\$ 885,576	\$ 1,021,512
	NEWS AMERICA INC	Corporate Bonds	7.850% 03/01/2039 DD 02/13/09	\$ 320,345	\$ 370,828
	NEWS AMERICA INC	Corporate Bonds	6.150% 02/15/2041 DD 08/15/11	\$ 169,181	\$ 190,898
	NISOURCE FINANCE CORP	Corporate Bonds	5.250% 02/15/2043 DD 06/14/12	\$ 97,184	\$ 114,633
	NISOURCE FINANCE CORP	Corporate Bonds	4.800% 02/15/2044 DD 04/12/13	\$ 323,089	\$ 378,231
	NISOURCE FINANCE CORP	Corporate Bonds	5.650% 02/01/2045 DD 10/10/13	\$ 251,595	\$ 269,341
	NORFOLK SOUTHERN CORP	Corporate Bonds	4.800% 08/15/2043 DD 08/13/13	\$ 508,716	\$ 578,942
	ONCOR ELECTRIC DELIVERY CO LLC	Corporate Bonds	7.250% 01/15/2033 DD 07/15/03	\$ 565,362	\$ 649,355
	PACIFIC GAS & ELECTRIC CO	Corporate Bonds	6.050% 03/01/2034 DD 03/23/04	\$ 732,064	\$ 810,965
	PETRO-CANADA	Other	6.800% 05/15/2038 DD 05/15/08	\$ 239,372	\$ 252,648
	PETROBRAS GLOBAL FINANCE BV	Corporate Bonds	5.625% 05/20/2043 DD 05/20/13	\$ 167,344	\$ 167,126
	PETROBRAS GLOBAL FINANCE	Corporate Bonds	7.250% 03/17/2044 DD 03/17/14	\$ 216,626	\$ 197,500
	PROGRESS ENERGY INC	Corporate Bonds	7.750% 03/01/2031 DD 02/22/01	\$ 676,074	\$ 760,279
	PROGRESS ENERGY INC	Corporate Bonds	7.000% 10/30/2031 DD 10/30/01	\$ 392,629	\$ 446,638

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	PROGRESS ENERGY INC	Corporate Bonds	6.000% 12/01/2039 DD 11/19/09	\$ 400,123	\$ 419,838
	PRUDENTIAL FINANCIAL INC	Corporate Bonds	5.700% 12/14/2036 DD 12/14/06	\$ 268,558	\$ 297,175
	PRUDENTIAL FINANCIAL INC	Corporate Bonds	6.625% 12/01/2037 DD 12/03/07	\$ 209,846	\$ 230,960
	REALTY INCOME CORP	Corporate Bonds	6.750% 08/15/2019 DD 09/05/07	\$ 321,943	\$ 323,939
	REALTY INCOME CORP	Corporate Bonds	3.250% 10/15/2022 DD 10/10/12	\$ 279,124	\$ 300,678
	REPUBLIC SERVICES INC	Corporate Bonds	6.200% 03/01/2040 DD 03/04/10	\$ 510,759	\$ 581,801
	REYNOLDS AMERICAN INC	Corporate Bonds	7.250% 06/15/2037 DD 06/21/07	\$ 316,162	\$ 346,810
	REYNOLDS AMERICAN INC	Corporate Bonds	4.750% 11/01/2042 DD 10/31/12	\$ 88,882	\$ 97,055
	SBA TOWER TRUST 144A	Private Placements	3.598% 04/15/2043 DD 04/18/13	\$ 263,920	\$ 270,662
	SEMPRA ENERGY	Corporate Bonds	6.000% 10/15/2039 DD 10/08/09	\$ 439,384	\$ 494,164
	SOUTHERN POWER CO	Corporate Bonds	5.150% 09/15/2041 DD 09/22/11	\$ 562,919	\$ 667,684
	SUMITOMO MITSUI FINANCIA 144A	Private Placements	4.436% 04/02/2024 DD 04/02/14	\$ 475,000	\$ 491,810
	SUNOCO LOGISTICS PARTNER	Corporate Bonds	5.300% 04/01/2044 DD 04/03/14	\$ 294,516	\$ 297,345
	SUNOCO LOGISTICS PARTNER	Corporate Bonds	5.350% 05/15/2045 DD 11/17/14	\$ 397,324	\$ 404,428
	SYMPHONY CLO LTD 15A A 144A	Private Placements	VAR RT 10/17/2026 DD 11/17/14	\$ 674,900	\$ 675,350
	TELEFONICA EUROPE BV	Corporate Bonds	8.250% 09/15/2030 DD 09/21/00	\$ 267,941	\$ 312,768
	TIME WARNER INC	Corporate Bonds	6.500% 11/15/2036 DD 11/13/06	\$ 621,434	\$ 699,694
	TIME WARNER INC	Corporate Bonds	5.350% 12/15/2043 DD 12/16/13	\$ 365,279	\$ 391,844
	TIME WARNER CABLE INC	Corporate Bonds	7.300% 07/01/2038 DD 06/19/08	\$ 398,872	\$ 551,540
	TIME WARNER CABLE INC	Corporate Bonds	5.875% 11/15/2040 DD 11/15/10	\$ 207,612	\$ 286,166
	TIME WARNER CABLE INC	Corporate Bonds	5.500% 09/01/2041 DD 09/12/11	\$ 705,812	\$ 877,250
	VENTAS REALTY LP / VENTAS CAPI	Corporate Bonds	4.250% 03/01/2022 DD 02/10/12	\$ 75,472	\$ 78,804
	VENTAS REALTY LP	Corporate Bonds	5.700% 09/30/2043 DD 09/26/13	\$ 250,802	\$ 293,912
	VERIZON COMMUNICATIONS INC	Corporate Bonds	6.400% 02/15/2038 DD 02/12/08	\$ 112,297	\$ 123,386
	VERIZON COMMUNICATIONS INC	Corporate Bonds	6.900% 04/15/2038 DD 04/04/08	\$ 297,518	\$ 327,498
	VERIZON COMMUNICATIONS INC	Corporate Bonds	6.000% 04/01/2041 DD 03/28/11	\$ 845,406	\$ 907,545
	VERIZON COMMUNICATIONS INC	Corporate Bonds	6.400% 09/15/2033 DD 09/18/13	\$ 646,311	\$ 686,101
	VERIZON COMMUNICATIONS INC	Corporate Bonds	6.550% 09/15/2043 DD 09/18/13	\$ 1,230,161	\$ 1,324,709

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	VERIZON COMMUNICATIONS	Corporate Bonds	5.050% 03/15/2034 DD 03/17/14	\$ 450,602	\$ 453,360
	VERIZON COMMUNICATIONS IN 144A	Private Placements	4.862% 08/21/2046 DD 08/21/14	\$ 1,764,206	\$ 1,880,858
	VERIZON COMMUNICATIONS IN 144A	Private Placements	5.012% 08/21/2054 DD 08/21/14	\$ 489,091	\$ 579,348
	VERIZON COMMUNICATIONS	Corporate Bonds	4.400% 11/01/2034 DD 10/29/14	\$ 864,963	\$ 869,733
	VIACOM INC	Corporate Bonds	4.500% 02/27/2042 DD 02/28/12	\$ 98,115	\$ 112,116
	VIACOM INC	Corporate Bonds	4.375% 03/15/2043 DD 03/15/13	\$ 78,977	\$ 82,872
	VIACOM INC	Corporate Bonds	5.850% 09/01/2043 DD 08/19/13	\$ 247,037	\$ 261,336
	VIACOM INC	Corporate Bonds	5.250% 04/01/2044 DD 03/11/14	\$ 292,997	\$ 306,669
	WASTE MANAGEMENT INC	Corporate Bonds	7.750% 05/15/2032 DD 11/15/02	\$ 130,282	\$ 145,712
	ACTAVIS INC	Corporate Bonds	4.625% 10/01/2042 DD 10/02/12	\$ 173,795	\$ 186,187
	WELLPOINT INC	Corporate Bonds	6.375% 06/15/2037 DD 06/08/07	\$ 604,799	\$ 687,887
	WELLPOINT INC	Corporate Bonds	4.650% 01/15/2043 DD 09/10/12	\$ 366,027	\$ 405,896
	WF-RBS COMMERCIAL MORT LC14 A5	Corporate Bonds	4.045% 03/15/2047 DD 02/01/14	\$ 331,611	\$ 339,025
	WILLIAMS PARTNERS LP	Corporate Bonds	6.300% 04/15/2040 DD 02/09/10	\$ 349,281	\$ 363,568
	WILLIAMS PARTNERS LP	Corporate Bonds	4.900% 01/15/2045 DD 06/27/14	\$ 322,531	\$ 304,382
	XSTRATA FINANCE CANADA LT 144A	Private Placements	VAR RT 10/25/2042 DD 10/25/12	\$ 25,168	\$ 25,226
	AMMC CDO 14A A1L 144A	Private Placements	VAR RT 07/27/2026 DD 07/11/14	\$ 503,960	\$ 500,519
	AT&T INC	Corporate Bonds	5.550% 08/15/2041 DD 08/18/11	\$ 421,393	\$ 440,149
	AT&T INC	Corporate Bonds	4.300% 12/15/2042 DD 06/15/13	\$ 356,261	\$ 399,298
	AT&T INC	Corporate Bonds	4.350% 06/15/2045 DD 06/15/13	\$ 378,868	\$ 410,096
	AT&T INC	Corporate Bonds	4.800% 06/15/2044 DD 06/10/14	\$ 398,544	\$ 407,584
	ALABAMA POWER CO	Corporate Bonds	4.100% 01/15/2042 DD 01/18/12	\$ 178,692	\$ 206,794
	AMGEN INC	Corporate Bonds	6.375% 06/01/2037 DD 12/01/07	\$ 860,145	\$ 943,988
	ANHEUSER-BUSCH INBEV WORLDWIDE	Corporate Bonds	8.200% 01/15/2039 DD 01/15/11	\$ 989,093	\$ 1,042,079
	APACHE CORP	Corporate Bonds	4.750% 04/15/2043 DD 04/09/12	\$ 120,336	\$ 107,846
	APACHE CORP	Corporate Bonds	4.250% 01/15/2044 DD 12/03/12	\$ 82,048	\$ 74,285
	APIDOS CDO 13-16A A1 144A	Private Placements	VAR RT 01/19/2025 DD 01/09/14	\$ 334,900	\$ 334,688
	APPLE INC	Corporate Bonds	3.850% 05/04/2043 DD 05/03/13	\$ 474,443	\$ 525,378

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	APPLEINC	Corporate Bonds	4.450% 05/06/2044 DD 05/06/14	\$ 169,080	\$ 187,335
	ASTRAZENECA PLC	Corporate Bonds	6.450% 09/15/2037 DD 09/12/07	\$ 149,263	\$ 168,438
	AT&T INC	Corporate Bonds	5.350% 09/01/2040 DD 03/01/11	\$ 157,616	\$ 157,009
	ATLAS SENIOR LN FD 14-6A A 144	Private Placements	VAR RT 10/15/2026 DD 09/25/14	\$ 469,765	\$ 466,490
	ATRIUM CDO CORP 7AR AR 144A	Private Placements	VAR RT 11/16/2022 DD 08/18/14	\$ 460,000	\$ 460,000
	AVENTURA MALL TRUST AVM A 144A	Private Placements	VAR RT 12/05/2032 DD 12/01/13	\$ 302,487	\$ 313,092
	BB-UBS TRUST 2012- SHOW A 144A	Private Placements	3.430% 11/05/2036 DD 11/01/12	\$ 109,986	\$ 122,099
	BHP BILLITON FINANCE USA LTD	Corporate Bonds	5.000% 09/30/2043 DD 09/30/13	\$ 515,461	\$ 566,760
	BANC OF AMERICA COMMERCIA 4 A4	Corporate Bonds	VAR RT 02/10/2051 DD 11/01/07	\$ 124,518	\$ 122,903
	BANK OF AMERICA CORP	Corporate Bonds	4.875% 04/01/2044 DD 04/01/14	\$ 184,321	\$ 198,862
	BEAR STEARNS COMMERCIAL T26 A4	Corporate Bonds	VAR RT 01/12/2045 DD 04/01/07	\$ 137,343	\$ 132,772
	BEAR STEARNS COMMERCIA PW16 A4	Corporate Bonds	VAR RT 06/11/2040 DD 06/01/07	\$ 235,500	\$ 226,506
	BERKSHIRE HATHAWAY INC	Corporate Bonds	4.500% 02/11/2043 DD 02/11/13	\$ 317,163	\$ 328,083
	BURLINGTON NORTHERN SANTA FE L	Corporate Bonds	5.750% 05/01/2040 DD 05/17/10	\$ 193,576	\$ 203,570
	BURLINGTON NORTHERN SANTA FE L	Corporate Bonds	5.400% 06/01/2041 DD 05/19/11	\$ 238,561	\$ 274,372
	BURLINGTON NORTHERN SANTA FE L	Corporate Bonds	5.150% 09/01/2043 DD 08/22/13	\$ 301,578	\$ 340,170
	BURLINGTON NORTHERN SANTA FE L	Corporate Bonds	6.150% 05/01/2037 DD 04/13/07	\$ 227,700	\$ 263,230
	CIFC FUNDING LTD 2A A1L 144A	Private Placements	VAR RT 05/24/2026 DD 05/02/14	\$ 748,725	\$ 748,575
	CIFC FUNDING LTD 1AR A1R 144A	Private Placements	VAR RT 08/14/2024 DD 08/14/14	\$ 349,563	\$ 350,455
	COMMERCIAL MORTGAGE PA CR12 A4	Corporate Bonds	4.046% 10/10/2046 DD 11/01/13	\$ 275,392	\$ 285,707
	COMM MORTGAGE TR 14-UBS4 CL A5	Corporate Bonds	3.694% 08/10/2047 DD 07/01/14	\$ 221,449	\$ 223,929
	COMM MORTGAGE TR 14-LC15 A4	Corporate Bonds	4.006% 04/10/2047 DD 03/01/14	\$ 219,906	\$ 225,702
	COMM MORTGAGE TRUST 14-UBS2 A5	Corporate Bonds	3.961% 03/10/2047 DD 03/01/14	\$ 288,918	\$ 299,919
	COMM MORTGAGE TRUST 14-CR17 A5	Corporate Bonds	3.977% 05/10/2047 DD 05/01/14	\$ 264,562	\$ 273,549
	COMM MORTGAGE TR 14-CR18 A5	Corporate Bonds	3.828% 07/15/2047 DD 06/01/14	\$ 405,969	\$ 413,178
	CARLYE GLOBAL 12-2AR A1R 144A	Private Placements	VAR RT 07/20/2023 DD 07/21/14	\$ 599,100	\$ 595,920
	CATERPILLAR INC	Corporate Bonds	4.300% 05/15/2044 DD 05/08/14	\$ 223,955	\$ 240,273
	CENT CLO LP 14-21A A1A 144A	Private Placements	VAR RT 07/27/2026 DD 06/18/14	\$ 383,653	\$ 384,423

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	CITIGROUP COMMERCIAL M GC15 A4	Corporate Bonds	VAR RT 09/10/2046 DD 09/01/13	\$ 387,324	\$ 403,004
	CITIGROUP COMMERCIAL M GC17 A4	Corporate Bonds	4.131% 11/10/2046 DD 12/01/13	\$ 276,311	\$ 287,663
	CITIGROUP COMMERCIAL M GC21 A5	Corporate Bonds	3.855% 05/10/2047 DD 05/01/14	\$ 268,978	\$ 275,935
	CITY OF HOPE/THE	Corporate Bonds	5.623% 11/15/2043 DD 07/25/13	\$ 409,976	\$ 509,813
	COMCAST CORP	Corporate Bonds	7.050% 03/15/2033 DD 03/14/03	\$ 1,058,610	\$ 1,217,440
	COMCAST CORP	Corporate Bonds	6.950% 08/15/2037 DD 08/23/07	\$ 614,650	\$ 704,450
	COMCAST CORP	Corporate Bonds	4.750% 03/01/2044 DD 02/26/14	\$ 632,050	\$ 685,350
	COMM 2013-LC6 MORTGAGE LC6 A4	Corporate Bonds	2.941% 01/10/2046 DD 01/01/13	\$ 208,185	\$ 216,047
	COMMERCIAL MORTGAGE LO LS1 A4B	Corporate Bonds	VAR RT 12/10/2049 DD 03/01/08	\$ 360,839	\$ 350,564
	CONNECTICUT LIGHT & PWR	Corporate Bonds	4.300% 04/15/2044 DD 04/24/14	\$ 150,000	\$ 162,461
	CONOCOPHILLIPS	Corporate Bonds	5.900% 10/15/2032 DD 10/09/02	\$ 1,094,399	\$ 1,202,555
	CONOCOPHILLIPS	Corporate Bonds	6.500% 02/01/2039 DD 02/03/09	\$ 222,096	\$ 232,514
	CONOCOPHILLIPS COMPANY	Corporate Bonds	4.300% 11/15/2044 DD 11/12/14	\$ 220,277	\$ 235,370
	CONSOLIDATED EDISON CO OF NEW	Corporate Bonds	4.200% 03/15/2042 DD 03/13/12	\$ 208,641	\$ 217,781
	CONSOLIDATED EDISON CO OF NEW	Corporate Bonds	3.950% 03/01/2043 DD 02/28/13	\$ 683,775	\$ 772,939
	CONSOLIDATED EDISON CO OF NY	Corporate Bonds	4.450% 03/15/2044 DD 03/06/14	\$ 276,318	\$ 297,404
	CONSOLIDATED EDISON CO O	Corporate Bonds	4.625% 12/01/2054 DD 11/24/14	\$ 304,448	\$ 323,081
	COOPERATIEVE CENTRALE RAIFFEIS	Corporate Bonds	5.750% 12/01/2043 DD 11/29/13	\$ 307,426	\$ 346,103
	COMMERCIAL MORTGAGE PASS C4 A3	Corporate Bonds	5.467% 09/15/2039 DD 09/01/06	\$ 211,928	\$ 205,049
	DAIMLER FINANCE NORTH AMERICA	Corporate Bonds	8.500% 01/18/2031 DD 01/18/01	\$ 513,475	\$ 535,322
	DEUTSCHE BANK AG LONDON	Corporate Bonds	3.700% 05/30/2024 DD 05/30/14	\$ 149,429	\$ 152,216
	DUKE ENERGY INDIANA INC	Corporate Bonds	6.350% 08/15/2038 DD 08/21/08	\$ 321,330	\$ 342,963
	DUKE ENERGY INDIANA INC	Corporate Bonds	6.450% 04/01/2039 DD 03/23/09	\$ 160,990	\$ 169,694
	DUKE ENERGY CAROLINAS LLC	Corporate Bonds	6.100% 06/01/2037 DD 06/05/07	\$ 886,561	\$ 1,008,081
	DUKE ENERGY PROGRESS INC	Corporate Bonds	4.150% 12/01/2044 DD 11/20/14	\$ 109,624	\$ 116,930
	ELECTRICITE DE FRANCE SA 144A	Private Placements	5.600% 01/27/2040 DD 01/26/10	\$ 196,277	\$ 206,817
	ELECTRICITE DE FRANCE 144A	Private Placements	4.875% 01/22/2044 DD 01/22/14	\$ 711,135	\$ 799,085
	EATON CORP	Corporate Bonds	4.150% 11/02/2042 DD 11/02/13	\$ 361,299	\$ 392,041

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	FMR LLC 144A	Private Placements	6.450% 11/15/2039 DD 11/02/09	\$ 285,390	\$ 324,918
	FLATIRON CLO LTD 1A A1 144A	Private Placements	VAR RT 07/17/2026 DD 07/15/14	\$ 689,310	\$ 685,501
	FRANCE TELECOM SA	Corporate Bonds	VAR RT 03/01/2031 DD 09/01/01	\$ 229,017	\$ 228,807
	GS MORTGAGE SECURI ALOH A 144A	Private Placements	3.551% 04/10/2034 DD 05/01/12	\$ 290,047	\$ 307,378
	GS MORTGAGE SECURI SHOP A 144A	Private Placements	2.933% 06/05/2031 DD 08/01/12	\$ 129,873	\$ 133,262
	GS MORTGAGE SECURI BWTR A 144A	Private Placements	2.954% 11/05/2034 DD 12/01/12	\$ 379,582	\$ 409,344
	GSMS 2014-GC20 A5 49970	Corporate Bonds	3.998% 04/10/2047 DD 04/01/14	\$ 268,983	\$ 278,853
	GS MTG SECS TR 2014-GC22 A-5	Corporate Bonds	3.862% 06/10/2047 DD 06/01/14	\$ 331,271	\$ 339,802
	GENERAL ELECTRIC CO	Corporate Bonds	4.500% 03/11/2044 DD 03/11/14	\$ 104,698	\$ 109,922
	GENERAL ELECTRIC CAPITAL CORP	Corporate Bonds	6.750% 03/15/2032 DD 03/20/02	\$ 712,028	\$ 785,381
	GENERAL ELECTRIC CAPITAL CORP	Corporate Bonds	6.150% 08/07/2037 DD 08/07/07	\$ 197,998	\$ 208,693
	GENERAL ELECTRIC CAPITAL CORP	Corporate Bonds	5.875% 01/14/2038 DD 01/14/08	\$ 358,743	\$ 379,608
	GENERAL ELECTRIC CAPITAL CORP	Corporate Bonds	6.875% 01/10/2039 DD 01/09/09	\$ 1,578,600	\$ 1,732,775
	GEORGIA POWER CO	Corporate Bonds	4.300% 03/15/2042 DD 03/06/12	\$ 274,910	\$ 288,794
	GILEAD SCIENCES INC	Corporate Bonds	5.650% 12/01/2041 DD 12/13/11	\$ 194,817	\$ 216,682
	GILEAD SCIENCES INC	Corporate Bonds	4.500% 02/01/2045 DD 11/17/14	\$ 325,373	\$ 347,360
	GOLDMAN SACHS GROUP INC/THE	Corporate Bonds	6.750% 10/01/2037 DD 10/03/07	\$ 1,886,891	\$ 2,106,112
	GOLDMAN SACHS GROUP INC/THE	Corporate Bonds	6.250% 02/01/2041 DD 01/28/11	\$ 583,087	\$ 619,429
	GRAMERCY PARK 12-1AR A1R 144A	Private Placements	VAR RT 07/17/2023 DD 07/17/14	\$ 500,000	\$ 499,250
	HSBC HOLDINGS PLC	Corporate Bonds	6.500% 09/15/2037 DD 09/12/07	\$ 242,391	\$ 256,978
	HSBC HOLDINGS PLC	Corporate Bonds	6.800% 06/01/2038 DD 05/27/08	\$ 1,660,703	\$ 1,790,330
	HILTON USA TRUST HLT AFX 144A	Private Placements	2.662% 11/05/2030 DD 12/01/13	\$ 518,825	\$ 520,655
	HOME DEPOT INC/THE	Corporate Bonds	5.875% 12/16/2036 DD 12/19/06	\$ 807,730	\$ 914,200
	HOME DEPOT INC/THE	Corporate Bonds	4.200% 04/01/2043 DD 04/05/13	\$ 129,498	\$ 145,967
	HOME DEPOT INC	Corporate Bonds	4.400% 03/15/2045 DD 06/12/14	\$ 123,983	\$ 136,615
	HUTCHISON WHAMPOA INTERNA 144A	Private Placements	3.250% 11/08/2022 DD 11/08/12	\$ 201,225	\$ 218,726
	JPMORGAN CHASE & CO	Corporate Bonds	6.400% 05/15/2038 DD 05/22/08	\$ 745,938	\$ 816,588
	JPMORGAN CHASE & CO	Corporate Bonds	4.850% 02/01/2044 DD 01/28/14	\$ 540,779	\$ 582,383

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	JP MORGAN CHASE COMMER CB14 A4	Corporate Bonds	VAR RT 12/12/2044 DD 03/01/06	\$ 545,739	\$ 522,879
	JP MORGAN CHASE COMMERC LC9 A5	Corporate Bonds	2.840% 12/15/2047 DD 12/01/12	\$ 504,222	\$ 523,993
	JPMBB COMMERCIAL MORTGA C17 A4	Corporate Bonds	4.199% 01/15/2047 DD 12/01/13	\$ 160,272	\$ 163,937
	JPMBB COMMRCCL MTG 14-C19 A4	Corporate Bonds	3.997% 04/15/2047 DD 05/01/14	\$ 270,897	\$ 279,755
	JPMBB COMMERCIAL MORTGA C21 A5	Corporate Bonds	3.775% 08/15/2047 DD 07/01/14	\$ 222,642	\$ 227,386
	JPMBB COMMERCIAL MORTGAG C2 A4	Corporate Bonds	3.801% 09/15/2047 DD 08/01/14	\$ 221,450	\$ 226,584
	JPMBB COMMERCIAL MO 14-C26 A4	Corporate Bonds	3.494% 01/15/2048 DD 12/01/14	\$ 499,547	\$ 497,203
	LB-UBS COMMERCIAL MORTGA C2 A3	Corporate Bonds	5.430% 02/15/2040 DD 04/11/07	\$ 234,146	\$ 227,389
	LOWE'S COS INC	Corporate Bonds	6.650% 09/15/2037 DD 09/11/07	\$ 332,226	\$ 375,354
	MAGNETITE CLO LTD 9A A1 144A	Private Placements	VAR RT 07/25/2026 DD 07/17/14	\$ 464,763	\$ 461,496
	MASSACHUSETTS MUTUAL LIFE 144A	Private Placements	8.875% 06/01/2039 DD 06/01/09	\$ 515,902	\$ 580,860
	MCDONALD'S CORP	Corporate Bonds	3.625% 05/01/2043 DD 05/06/13	\$ 289,900	\$ 301,035
	MEDTRONIC INC 144A	Private Placements	3.150% 03/15/2022 DD 12/10/14	\$ 124,793	\$ 126,585
	MEDTRONIC INC 144A	Private Placements	4.375% 03/15/2035 DD 12/10/14	\$ 287,439	\$ 307,649
	MEDTRONIC INC 144A	Private Placements	4.625% 03/15/2045 DD 12/10/14	\$ 778,676	\$ 845,512
	MEMORIAL SLOAN-KETTERING CANCE	Corporate Bonds	4.125% 07/01/2052 DD 12/05/12	\$ 395,680	\$ 447,399
	METLIFE INC	Corporate Bonds	6.375% 06/15/2034 DD 06/03/04	\$ 206,967	\$ 233,195
	MORGAN STANLEY BANK OF C14 A5	Corporate Bonds	4.064% 02/15/2047 DD 02/01/14	\$ 366,575	\$ 382,875
	MORGAN STANLEY CAPITAL T27 A4	Corporate Bonds	VAR RT 06/11/2042 DD 07/01/07	\$ 33,706	\$ 32,656
	MORGAN STANLEY CAPITAL IQ14 A4	Corporate Bonds	VAR RT 04/15/2049 DD 05/01/07	\$ 277,030	\$ 269,180
	MORGAN STANLEY CAPITAL IQ16 A4	Corporate Bonds	5.809% 12/12/2049 DD 11/01/07	\$ 255,995	\$ 248,171
	MORGAN STANLEY BANK OF C17 A5	Corporate Bonds	3.741% 08/15/2047 DD 08/01/14	\$ 334,740	\$ 342,287
	MORGAN STANLEY CAP MP A 144A	Private Placements	3.469% 08/11/2029 DD 11/01/14	\$ 345,034	\$ 346,651
	NATIONAL RURAL UTILITIES COOPE	Corporate Bonds	4.023% 11/01/2032 DD 10/16/12	\$ 156,963	\$ 165,346
	NATIONWIDE MUTUAL INSURAN 144A	Private Placements	9.375% 08/15/2039 DD 08/10/09	\$ 685,341	\$ 752,619
	NEUBERGER BERMAN CLO XVII LTD	Private Placements	VAR RT 08/04/2025 DD 07/16/14	\$ 708,500	\$ 707,160
	NEW YORK LIFE INSURANCE C 144A	Private Placements	6.750% 11/15/2039 DD 10/08/09	\$ 304,958	\$ 347,970
	NEXEN INC	Other	5.875% 03/10/2035 DD 03/10/05	\$ 11,136	\$ 11,743

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	NEXEN INC	Other	7.500% 07/30/2039 DD 07/30/09	\$ 204,042	\$ 222,056
	OBP DEPOSITOR LLC T OBP A 144A	Private Placements	4.646% 07/15/2045 DD 07/01/10	\$ 239,666	\$ 244,824
	OCTAGON INVESTMEN 13-1A A 144A	Private Placements	VAR RT 07/17/2025 DD 06/13/13	\$ 300,486	\$ 298,000
	ORACLE CORP	Corporate Bonds	6.125% 07/08/2039 DD 07/08/09	\$ 455,815	\$ 488,123
	ORACLE CORP	Corporate Bonds	5.375% 07/15/2040 DD 07/15/11	\$ 284,944	\$ 299,903
	PECO ENERGY CO	Corporate Bonds	4.800% 10/15/2043 DD 09/23/13	\$ 278,753	\$ 297,758
	DUKE ENERGY INDIANA INC	Corporate Bonds	6.120% 10/15/2035 DD 10/21/05	\$ 214,527	\$ 225,733
	PACIFIC GAS & ELECTRIC CO	Corporate Bonds	3.750% 08/15/2042 DD 08/16/12	\$ 500,466	\$ 573,540
	PACIFIC GAS & ELECTRIC CO	Corporate Bonds	4.750% 02/15/2044 DD 02/21/14	\$ 189,073	\$ 203,463
	PACIFIC LIFE INSURANCE CO 144A	Private Placements	9.250% 06/15/2039 DD 06/19/09	\$ 381,895	\$ 432,575
	PACIFICORP	Corporate Bonds	6.250% 10/15/2037 DD 10/03/07	\$ 506,715	\$ 575,153
	PFIZER INC	Corporate Bonds	7.200% 03/15/2039 DD 03/24/09	\$ 991,729	\$ 1,068,506
	PHILIP MORRIS INTERNATIONAL IN	Corporate Bonds	4.875% 11/15/2043 DD 11/12/13	\$ 277,376	\$ 312,152
	PHILIP MORRIS INTL INC	Corporate Bonds	4.250% 11/10/2044 DD 11/10/14	\$ 340,449	\$ 355,908
	PHILLIPS 66	Corporate Bonds	4.875% 11/15/2044 DD 11/17/14	\$ 230,622	\$ 240,534
	POTOMAC ELECTRIC POWER CO	Corporate Bonds	6.500% 11/15/2037 DD 11/16/07	\$ 410,158	\$ 452,309
	RAYTHEON COMPANY	Corporate Bonds	4.200% 12/15/2044 DD 12/02/14	\$ 69,479	\$ 72,708
	ROCHE HOLDING INC 144A	Private Placements	4.000% 11/28/2044 DD 11/28/14	\$ 418,353	\$ 447,640
	SHACKLETON CLO LTD 6A A2 144A	Private Placements	VAR RT 07/17/2026 DD 07/08/14	\$ 412,469	\$ 403,942
	SHELL INTERNATIONAL FINANCE BV	Corporate Bonds	6.375% 12/15/2038 DD 12/11/08	\$ 310,497	\$ 335,955
	SOUTH CAROLINA ELECTRIC & GAS	Corporate Bonds	4.600% 06/15/2043 DD 06/14/13	\$ 499,504	\$ 544,350
	SOUTHERN CALIFORNIA EDISON CO	Corporate Bonds	4.650% 10/01/2043 DD 10/02/13	\$ 851,869	\$ 951,317
	SWISS RE TREASURY US CORP 144A	Private Placements	4.250% 12/06/2042 DD 12/06/12	\$ 180,461	\$ 217,600
	SYMPHONY CLO 12-8AR AR 144A	Private Placements	VAR RT 01/09/2023 DD 09/24/14	\$ 430,000	\$ 430,000
	SYSCO CORPORATIN	Corporate Bonds	4.500% 10/02/2044 DD 10/02/14	\$ 333,329	\$ 363,364
	TARGET CORP	Corporate Bonds	6.500% 10/15/2037 DD 10/05/07	\$ 118,460	\$ 136,570
	TEACHERS INSURANCE & ANNU 144A	Private Placements	6.850% 12/16/2039 DD 12/16/09	\$ 340,692	\$ 376,969
	TEACHERS INSUR & ANNUITY 144A	Private Placements	4.900% 09/15/2044 DD 09/18/14	\$ 174,837	\$ 195,011

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	TRANSCANADA PIPELINES LTD	Corporate Bonds	6.200% 10/15/2037 DD 10/05/07	\$ 256,327	\$ 265,352
	TRANSCANADA PIPELINES LTD	Other	7.625% 01/15/2039 DD 01/09/09	\$ 100,106	\$ 103,068
	UBS-BARCLAYS COMMERCIAL C5 A4	Other	3.185% 03/10/2046 DD 02/01/13	\$ 286,432	\$ 299,924
	UBS-BARCLAYS COMMERCIAL C3 A4	Corporate Bonds	3.091% 08/10/2049 DD 09/01/12	\$ 573,222	\$ 608,760
	UNION PACIFIC CORP	Corporate Bonds	4.750% 12/15/2043 DD 10/25/13	\$ 219,177	\$ 254,934
	UNION PACIFIC CORP	Corporate Bonds	4.850% 06/15/2044 DD 01/10/14	\$ 59,624	\$ 68,859
	UNITED TECHNOLOGIES CORP	Corporate Bonds	6.125% 07/15/2038 DD 05/16/08	\$ 238,452	\$ 263,826
	UNITED TECHNOLOGIES CORP	Corporate Bonds	4.500% 06/01/2042 DD 06/01/12	\$ 593,983	\$ 653,274
	UNITEDHEALTH GROUP INC	Corporate Bonds	5.800% 03/15/2036 DD 03/02/06	\$ 882,630	\$ 990,576
	VIRGINIA ELECTRIC AND POWER CO	Corporate Bonds	8.875% 11/15/2038 DD 11/06/08	\$ 501,495	\$ 544,356
	WF-RBS COMM MTG TR 14-C20 A5	Corporate Bonds	3.995% 05/15/2047 DD 05/01/14	\$ 328,432	\$ 338,203
	WF-RBS COMMERCIAL MORTG C14 A5	Corporate Bonds	3.337% 06/15/2046 DD 06/01/13	\$ 137,273	\$ 139,131
	VORNADO DP LLC T VNO A2FX 144A	Private Placements	4.004% 09/13/2028 DD 08/18/10	\$ 131,501	\$ 136,027
	VOYA CLO 2014-3 LTD 3A A1 144A	Corporate Bonds	VAR RT 07/25/2026 DD 07/31/14	\$ 459,310	\$ 456,044
	WF-RBS COMMERCIAL MTG T C19 A5	Corporate Bonds	4.101% 03/15/2047 DD 03/01/14	\$ 212,473	\$ 221,939
	WF-RBS COMMERCIAL MORTG C21 A5	Corporate Bonds	3.678% 08/15/2047 DD 08/01/14	\$ 319,392	\$ 324,871
	WACHOVIA BANK COMMERCIA C23 A4	Corporate Bonds	VAR RT 01/15/2045 DD 03/01/06	\$ 271,307	\$ 261,071
	WACHOVIA CORP	Corporate Bonds	5.500% 08/01/2035 DD 08/01/05	\$ 180,719	\$ 205,443
	WAL-MART STORES INC	Corporate Bonds	5.250% 09/01/2035 DD 08/31/05	\$ 244,424	\$ 270,644
	WAL-MART STORES INC	Corporate Bonds	6.500% 08/15/2037 DD 08/24/07	\$ 1,532,389	\$ 1,685,625
	WAL-MART STORES INC	Corporate Bonds	6.200% 04/15/2038 DD 04/15/08	\$ 600,925	\$ 669,660
	WAL-MART STORES INC	Corporate Bonds	4.000% 04/11/2043 DD 04/11/13	\$ 567,105	\$ 638,050
	WELLS FARGO & COMPANY	Corporate Bonds	4.100% 06/03/2026 DD 06/03/14	\$ 275,006	\$ 281,067
	WELLS FARGO & COMPANY	Corporate Bonds	4.650% 11/04/2044 DD 11/04/14	\$ 228,418	\$ 237,328
	WELLS FARGO & CO	Corporate Bonds	5.606% 01/15/2044 DD 11/26/13	\$ 1,539,208	\$ 1,738,739
	WELLS FARGO COMMERCIAL LC16 A5	Corporate Bonds	3.817% 08/15/2050 DD 06/01/14	\$ 221,495	\$ 227,408
	ACE CAPITAL TRUST II	Corporate Stock - Preferred	9.700% 04/01/2030 DD 03/31/00	\$ 178,750	\$ 186,313
	ALLSTATE CORP/THE	Corporate Stock - Preferred	PFD 5.100% NOT APPLICABLE	\$ 173,592	\$ 182,376

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	GENERAL ELECTRIC CAPITAL CORP	Corporate Stock - Preferred	VAR RT 12/29/2049 DD 07/27/12	\$ 206,500	\$ 217,750
	ANHEUSER-BUSCH INBEV NV	Corporate Stock - Common		\$ 1,165,879	\$ 1,238,198
	GROUPE BRUXELLES L NPV	Corporate Stock - Common		\$ 597,173	\$ 554,503
	DEUTSCHE POST AG NPV (REGD)	Corporate Stock - Common		\$ 2,237,131	\$ 2,137,944
	BAYERISCHE MOTOREN WERKE (BMW)	Corporate Stock - Common	AG EUR1	\$ 2,036,242	\$ 1,892,920
	CAIXABANK	Corporate Stock - Common		\$ 1,085,930	\$ 1,063,237
	ENDESA SA EUR 1.2 (REGD)	Corporate Stock - Common		\$ 668,626	\$ 799,050
	RED ELECTRICA CORPORATION SA	Corporate Stock - Common	EUR2	\$ 538,590	\$ 704,893
	SES SA FIDUCIARY DR EACH REP	Corporate Stock - Common	1 'A' SHS	\$ 957,667	\$ 1,038,140
	REXEL PROMESSES	Corporate Stock - Common	EUR5	\$ 1,883,889	\$ 1,354,539
	VINCI EUR2.50 (POST SUBDIVISIO	Corporate Stock - Common		\$ 735,785	\$ 616,832
	TOTAL SA EUR2.5	Corporate Stock - Common	POST SUBDIVISION	\$ 2,588,362	\$ 2,170,320
	SUEZ ENVIRONNEMENT CO EUR4	Corporate Stock - Common		\$ 911,132	\$ 884,707
	SCHNEIDER ELECTRIC SE	Corporate Stock - Common		\$ 3,325,682	\$ 2,820,260
	BNP PARIBAS EUR2	Corporate Stock - Common		\$ 1,839,756	\$ 1,429,675
	ENEL GREEN POWER SPA EUR0.20	Corporate Stock - Common		\$ 763,011	\$ 620,020
	ASSICURAZIONI GENERALI EUR1	Corporate Stock - Common		\$ 2,391,725	\$ 2,392,554
	INTESA SANPAOLO EUR0.52	Corporate Stock - Common		\$ 1,360,141	\$ 1,401,671
	SNAM SPA	Corporate Stock - Common		\$ 734,079	\$ 649,010
	ASML HOLDING NV EUR0.09	Corporate Stock - Common	(POST SPLIT)	\$ 1,284,333	\$ 1,648,643
	AKZO NOBEL NV EUR2	Corporate Stock - Common		\$ 2,309,690	\$ 2,090,479
	KONINKLIJKE KPN NV EUR0.04	Corporate Stock - Common		\$ 1,870,271	\$ 1,637,970
	UBS GROUP AG	Corporate Stock - Common		\$ 1,660,894	\$ 1,559,986
	JULIUS BAER GRUPPE AG	Corporate Stock - Common		\$ 2,866,686	\$ 2,744,773
	FLUGHAFEN ZURICH AG CHF50	Corporate Stock - Common	(REGD)	\$ 463,449	\$ 527,217
	ZURICH INSURANCE GROUP AG	Corporate Stock - Common	CHF0.1	\$ 2,950,857	\$ 3,179,895
	NOVARTIS AG CHF0.50 (REGD)	Corporate Stock - Common		\$ 1,988,575	\$ 2,070,521
	ABB LTD CHF1.03 (REGD)	Corporate Stock - Common		\$ 2,285,543	\$ 1,997,476

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	ROCHE HLDG AG GENUSSSCHEINE NPV	Corporate Stock - Common		\$ 3,800,112	\$ 3,668,022
	HOLCIM CHF2 (REGD)	Corporate Stock - Common		\$ 1,897,766	\$ 1,888,282
	NATIONAL GRID PLC NEW ORD	Corporate Stock - Common	GBP0.11395	\$ 2,726,580	\$ 2,962,945
	SEVERN TRENT ORD GBP0.9789	Corporate Stock - Common		\$ 695,766	\$ 766,325
	EXPERIAN PLC ORD USD0.10	Corporate Stock - Common		\$ 1,693,601	\$ 1,693,037
	WPP PLC ORD GBP0.10	Corporate Stock - Common		\$ 1,650,758	\$ 1,722,255
	SKY PLC	Corporate Stock - Common	ORD 50P	\$ 2,637,954	\$ 2,616,480
	DIAGEO ORD 28 101/108P	Corporate Stock - Common		\$ 2,403,946	\$ 2,130,980
	BAE SYSTEMS ORD GBP0.025	Corporate Stock - Common		\$ 1,200,134	\$ 1,243,694
	STANDARD CHARTERED ORD USD0.50	Corporate Stock - Common		\$ 2,421,525	\$ 1,671,204
	IMPERIAL TOBACCO GROUP ORD 10P	Corporate Stock - Common		\$ 1,535,443	\$ 1,694,921
	SSE PLC	Corporate Stock - Common		\$ 670,750	\$ 743,329
	BG GROUP PLC ORD GBP0.10	Corporate Stock - Common		\$ 3,575,536	\$ 2,432,244
	BK OF IRELAND ORD STK EUR0.1	Corporate Stock - Common		\$ 824,503	\$ 798,767
	CHINA LONGYUAN POWER GROUP	Corporate Stock - Common		\$ 852,594	\$ 799,211
	BEIJING ENTERPRISE HLDGS H SHS	Corporate Stock - Common	ORD HKD0.10	\$ 758,745	\$ 611,540
	CHEUNG KONG INFRASTRUCTURE	Corporate Stock - Common	HLDGS HKD1	\$ 2,148,189	\$ 2,309,368
	LENOVO GROUP LTD HKD0.025	Corporate Stock - Common		\$ 1,802,045	\$ 1,841,113
	ENN ENERGY HOLDINGS LTD	Corporate Stock - Common		\$ 963,226	\$ 751,788
	KUNLUN ENERGY COMPANY LTD	Corporate Stock - Common	ORD HK\$0.01	\$ 154,535	\$ 83,179
	POWER ASSETS HOLDINGS LIMITED	Corporate Stock - Common		\$ 583,993	\$ 713,215
	HONG KONG & CHINA GAS CO LTD	Corporate Stock - Common		\$ 326,090	\$ 379,781
	GUANGDONG INVT LTD ORD HK\$0.50	Corporate Stock - Common		\$ 775,441	\$ 1,023,695
	SONY FINANCIAL HOLDINGS INC	Corporate Stock - Common	NPV	\$ 1,795,210	\$ 1,703,300
	NTT DOCOMO INC	Corporate Stock - Common		\$ 1,769,063	\$ 1,563,101
	DAIWA HOUSE INDUSTRY CO Y50	Corporate Stock - Common		\$ 1,811,939	\$ 1,901,032
	EISAI CO Y50	Corporate Stock - Common		\$ 2,783,378	\$ 2,585,294
	MITSUBISHI UFJ FINANCIAL GROUP	Corporate Stock - Common	NPV	\$ 3,692,888	\$ 3,359,218

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	HONDA MOTOR CO NPV	Corporate Stock - Common		\$ 2,212,521	\$ 1,905,119
	NIPPON TEL & TEL CORP Y50000	Corporate Stock - Common		\$ 1,467,666	\$ 1,388,338
	OSAKA GAS CO Y50	Corporate Stock - Common		\$ 447,760	\$ 428,825
	TAKEDA PHARMACEUTICAL CO LTD	Corporate Stock - Common	NPV	\$ 2,602,879	\$ 2,361,038
	BANK OF YOKOHAMA Y50	Corporate Stock - Common		\$ 845,055	\$ 833,309
	KOREA ELEC PWR CORP KSWN5000	Corporate Stock - Common		\$ 531,178	\$ 596,903
	ACCENTURE PLC	Corporate Stock - Common		\$ 2,309,818	\$ 2,504,252
	EATON CORP PLC	Corporate Stock - Common		\$ 1,916,293	\$ 1,760,028
	ACE LIMITED SHS	Corporate Stock - Common		\$ 3,834,797	\$ 4,228,733
	CANADIAN NATIONAL RAILWAY CO	Corporate Stock - Common		\$ 755,223	\$ 906,076
	IMPERIAL OIL LTD	Corporate Stock - Common		\$ 2,529,635	\$ 2,393,931
	ENBRIDGE INC	Corporate Stock - Common		\$ 834,410	\$ 978,431
	TRANSCANADA CORP	Corporate Stock - Common		\$ 690,941	\$ 739,478
	NIELSEN N V	Corporate Stock - Common		\$ 1,514,719	\$ 1,622,804
	DSV DKK1 (POST SUBDIVISION)	Corporate Stock - Common		\$ 2,216,616	\$ 2,081,325
	LUNDBECK (H) A/S DKK5	Corporate Stock - Common		\$ 2,181,807	\$ 1,829,164
	DNO ASA	Corporate Stock - Common		\$ 592,122	\$ 476,129
	TELENOR ASA	Corporate Stock - Common		\$ 3,460,469	\$ 2,966,208
	ATLAS COPCO AB SER A NPV	Corporate Stock - Common	(POST SPLIT)	\$ 1,688,404	\$ 1,679,294
	ALTERA CORP	Corporate Stock - Common		\$ 2,194,405	\$ 2,280,676
	ANADARKO PETROLEUM CORP	Corporate Stock - Common		\$ 2,075,387	\$ 2,076,525
	ANALOG DEVICES INC	Corporate Stock - Common		\$ 2,027,117	\$ 2,210,251
	ASTRAZENECA PLC	Corporate Stock - Common	ADR	\$ 2,745,651	\$ 3,129,799
	AUTOLIV INC	Corporate Stock - Common		\$ 1,821,837	\$ 2,083,136
	BANK OF NOVA SCOTIA	Corporate Stock - Common		\$ 1,712,749	\$ 1,569,700
	BRISTOL-MYERS SQUIBB CO	Corporate Stock - Common		\$ 2,877,069	\$ 3,334,900
	CVS HEALTH CORPORATION	Corporate Stock - Common		\$ 2,268,532	\$ 3,040,507
	CAMECO CORP	Corporate Stock - Common		\$ 1,859,356	\$ 1,471,157

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	CARDINAL HEALTH INC	Corporate Stock - Common	\$ 1,789,674	\$ 2,145,803
	CATERPILLAR INC	Corporate Stock - Common	\$ 534,995	\$ 523,552
	CHEVRON CORP	Corporate Stock - Common	\$ 4,189,686	\$ 3,868,527
	CISCO SYSTEMS INC	Corporate Stock - Common	\$ 1,850,340	\$ 2,248,565
	COCA-COLA CO/THE	Corporate Stock - Common	\$ 1,599,436	\$ 1,584,939
	COMCAST CORP	Corporate Stock - Common	\$ 3,468,942	\$ 3,929,423
	DOMINION RESOURCES INC/VA	Corporate Stock - Common	\$ 1,050,316	\$ 1,241,166
	DOW CHEMICAL CO/THE	Corporate Stock - Common	\$ 1,664,447	\$ 1,681,185
	ENBRIDGE ENERGY MANAGEMENT LLC	Corporate Stock - Common	\$ 542,594	\$ 783,170
	EQUITY LIFESTYLE PROPERTIES IN	Other	\$ 670,115	\$ 943,365
	EXXON MOBIL CORP	Corporate Stock - Common	\$ 2,706,655	\$ 2,488,199
	FORD MOTOR CO	Corporate Stock - Common	\$ 2,593,832	\$ 2,566,335
	GOLDCORP INC	Corporate Stock - Common	\$ 1,059,666	\$ 866,180
	GOOGLE INC	Corporate Stock - Common	\$ 1,167,602	\$ 1,172,759
	HALLIBURTON CO	Corporate Stock - Common	\$ 1,197,168	\$ 932,121
	INTEL CORP	Corporate Stock - Common	\$ 1,981,328	\$ 2,515,260
	INTERNATIONAL PAPER CO	Corporate Stock - Common	\$ 1,675,331	\$ 1,859,976
	JPMORGAN CHASE & CO	Corporate Stock - Common	\$ 2,525,698	\$ 2,709,088
	LAS VEGAS SANDS CORP	Corporate Stock - Common	\$ 1,009,210	\$ 965,456
	ELI LILLY & CO	Corporate Stock - Common	\$ 1,523,916	\$ 2,011,748
	LOWE'S COS INC	Corporate Stock - Common	\$ 1,740,435	\$ 2,415,568
	MARSH & MCLENNAN COS INC	Corporate Stock - Common	\$ 1,231,349	\$ 1,381,774
	MEDTRONIC INC	Corporate Stock - Common	\$ 1,746,632	\$ 2,150,333
	MERCK & CO INC	Corporate Stock - Common	\$ 3,706,604	\$ 4,125,510
	METLIFE INC	Corporate Stock - Common	\$ 1,538,697	\$ 1,570,720
	MICROSOFT CORP	Corporate Stock - Common	\$ 3,535,392	\$ 4,312,883
	NEXTERA ENERGY INC	Corporate Stock - Common	\$ 2,531,175	\$ 3,105,794
	PG&E CORP	Corporate Stock - Common	\$ 623,996	\$ 808,982

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	PNC FINANCIAL SERVICES GROUP I	Corporate Stock - Common		\$ 2,035,510	\$ 2,368,331
	PRINCIPAL FINANCIAL GROUP INC	Corporate Stock - Common		\$ 1,539,509	\$ 1,655,328
	PRUDENTIAL FINANCIAL INC	Corporate Stock - Common		\$ 3,097,660	\$ 3,059,357
	RAYTHEON CO	Corporate Stock - Common		\$ 2,805,065	\$ 3,237,204
	SYMANTEC CORP	Corporate Stock - Common		\$ 1,472,216	\$ 1,641,920
	UGI CORP	Corporate Stock - Common		\$ 905,785	\$ 1,229,792
	UNILEVER NV	Corporate Stock - Common		\$ 2,772,932	\$ 2,688,099
	UNITED PARCEL SERVICE INC	Corporate Stock - Common		\$ 3,839,059	\$ 4,101,506
	UNITED TECHNOLOGIES CORP	Corporate Stock - Common		\$ 2,416,946	\$ 2,449,500
	UNITEDHEALTH GROUP INC	Corporate Stock - Common		\$ 1,615,151	\$ 2,102,672
	VERIZON COMMUNICATIONS INC	Corporate Stock - Common		\$ 1,714,328	\$ 1,713,084
	WAL-MART STORES INC	Corporate Stock - Common		\$ 989,845	\$ 1,093,252
	WELLS FARGO & CO	Corporate Stock - Common		\$ 5,035,343	\$ 6,002,790
	WISCONSIN ENERGY CORP	Corporate Stock - Common		\$ 575,148	\$ 730,185
	SECOND CINVEN FUND US NO 3 LP	Private Equity		\$ 927	\$ 859
	ELECTRA PARTNER CLUB 2007 LP	Private Equity		\$ 1,017,302	\$ 1,245,631
	FF&P INVESTOR 8 ERISA LP	Private Equity		\$ 134,448	\$ 162,722
	THIRD CINVEN FUND US (NO 3) LP	Private Equity		\$ 96,931	\$ 115,935
	FOURTH CINVEN FUND (UBTI)	Private Equity	LIMITED PARTNERSHIP	\$ 1,211,782	\$ 691,667
	AURORA EQUITY PARTNERS IV LP	Private Equity		\$ 910,864	\$ 1,115,840
	PHARMASTEM CORP C CV PFD	Private Equity		\$ —	\$ —
	PHARMASTEM CORP D CV PFD	Private Equity		\$ —	\$ —
	PHARMASTEM THERAPEUTICS A PFD	Private Equity		\$ —	\$ —
	PHARMASTEM THERAPEUTICS B PFD	Private Equity		\$ —	\$ —
	TCI TIMBER COMPANY - SHASTA	Timber		\$ 1,854,555	\$ 1,751,152
	TCI TIMBER COMPANY - CHINOOK	Timber		\$ 3,703,586	\$ 3,540,566
	TRIDENT V STONE POINT LP	Private Equity		\$ 3,521,603	\$ 3,806,689
	INTERNATIONAL PRIVATE EQUITY	Private Equity	PARTNERS II	\$ 583,809	\$ 716,284

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	TRIDENT CAPITAL FUND IV LP	Private Equity		\$ 2,221,029	\$ 1,734,867
	AEA INVESTORS 2006 FUND LP	Private Equity		\$ 1,384,487	\$ 1,441,952
	WARBURG PINCUS PRIV EQ VIII	Private Equity		\$ 307,081	\$ 281,232
	WARBURG PINCUS PRIVATE EQUITY	Private Equity	IX LP	\$ 405,355	\$ 365,634
	CLAYTON DUBILIER & RICE VII LP	Private Equity		\$ 191,958	\$ 198,948
	DEVON PARK BIOVENTURES LP	Private Equity		\$ 549,226	\$ 1,201,962
	WARBURG PINCUS X	Private Equity		\$ 2,511,439	\$ 2,931,351
	TENAYA CAPITAL V-P LP	Private Equity		\$ 993,413	\$ 953,435
	AEA INVESTORS LP 2003	Private Equity		\$ 103,832	\$ 17,259
	CLAYTON DUBILIER & RICE VIII	Private Equity	LP	\$ 1,999,185	\$ 2,368,030
	CLAYTON DUBILIER RICE VI LP	Private Equity		\$ 57,308	\$ 3,934
	TENAYA CAPITAL VI LP	Private Equity		\$ 1,051,957	\$ 1,157,533
	CAI PARTNERS & COMPANY III LP	Private Equity		\$ 179,884	\$ 179,624
	CAI PARTNERS & COMPANY IV LP	Private Equity		\$ 1,239,451	\$ 1,158,638
	GEAM INTERNATIONAL PRIVATE EQU	Private Equity	ITY FUND LP	\$ 310,003	\$ 238,328
	PERFORMANCE DIRECT INVESTMENT	Private Equity	II LP	\$ 2,074,588	\$ 2,685,018
	CPI CCP EU-T SCOTS LP	Real Estate		\$ 580,784	\$ 524,967
	AVANTI STRATEGIC LAND INVTS	Real Estate	III (ACTIVE L P)	\$ 212,000	\$ 239,000
	AETOS CAPITAL ASIA II LP	Real Estate		\$ 390,590	\$ 479,704
	AETOS CAPITAL ASIA III LP	Real Estate		\$ 305,437	\$ 317,626
	AG CORE PLUS REALTY FD III LP	Real Estate		\$ 1,553,685	\$ 1,846,744
	AG CORE PLUS REALTY FUND II LP	Real Estate		\$ 356,636	\$ 211,779
	AVANTI STRATEGIC LAND II -	Real Estate	ACTIVE	\$ 1,225	\$ 1,225
	AVANTI STRATEGIC LAND II -	Real Estate	PASSIVE	\$ 14,000	\$ 13,000
	AVANTI STRATEGIC LAND INVTSIII	Real Estate	(PASSIVE LP)	\$ 86,584	\$ 51,888
	AVANTI STRATEGIC LAND IV -	Real Estate	ACTIVE	\$ 69,732	\$ 74,239
	AVANTI STRATEGIC LAND IV -	Real Estate	PASSIVE	\$ 14,667	\$ 14,000
	AVANTI STRATEGIC LAND V	Real Estate		\$ 293,043	\$ 304,000

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	AVANTI STRATEGIC LAND VI	Real Estate		\$ 646,073	\$ 632,377
	BLACKSTONE R/E PARTNERS IV	Real Estate		\$ 782,836	\$ 781,999
	BLACKSTONE RE VI	Real Estate		\$ 2,490,181	\$ 2,614,200
	BLACKSTONE REAL ESTATE	Real Estate	PARTNERS V LP	\$ 2,253,475	\$ 2,052,068
	CPI CP ASIA T E L P	Real Estate		\$ 566,232	\$ 458,065
	DLJ REAL ESTATE CAPITAL	Real Estate	PARTNERS III LP	\$ 1,132,489	\$ 1,238,613
	DLJ REAL ESTATE IV	Real Estate		\$ 2,534,457	\$ 2,699,153
	LASALLE MEXICO FUND I LP	Real Estate		\$ 1,695,495	\$ 1,859,917
	ROCKPOINT RE FUND III	Real Estate		\$ 649,015	\$ 540,153
	ROCKPOINT REAL ESTATE FUND I L	Real Estate		\$ (19,691)	\$ 5,635
	ROCKPOINT REAL ESTATE FUND II	Real Estate		\$ 447,239	\$ 453,484
	TRANSWESTERN MEZZ RLTY PRT III	Real Estate		\$ 1,466,958	\$ 1,227,652
	WESTBROOK REAL ESTATE FUND IV	Real Estate		\$ 3,537	\$ 4,397
	UNITED MEXICAN STATES	Government Securities	5.550% 01/21/2045	\$ 217,844	\$ 254,588
	REPUBLIC OF COLOMBIA	Government Securities	5.625% 02/26/2044	\$ 1,250,693	\$ 1,378,125
	FEDERAL REPUBLIC OF BRAZIL	Government Securities	5.000% 01/27/2045	\$ 1,224,900	\$ 1,228,125
	COLOMBIA GOVERNMENT INTERNATIO	Government Securities	7.375% 09/18/2037	\$ 135,450	\$ 134,750
	PERUVIAN GOVERNMENT INTERNATIO	Government Securities	6.550% 03/14/2037	\$ 546,250	\$ 616,313
	MEXICO GOVERNMENT INTERNATIONALA	Government Securities	5.750% 10/12/2110	\$ 370,000	\$ 430,000
	PHILIPPINE GOVERNMENT INTERNAT	Government Securities	5.500% 03/30/2026	\$ 360,100	\$ 384,313
	COLOMBIA GOVERNMENT INTERNATIO	Government Securities	6.125% 01/18/2041	\$ 733,158	\$ 778,375
	MEXICO GOVERNMENT INTERNATIONALA	Government Securities	4.750% 03/08/2044	\$ 1,841,199	\$ 2,089,170
	CHILE GOVERNMENT INTERNATIONAL	Government Securities	3.625% 10/30/2042	\$ 183,425	\$ 208,725
	BRAZILIAN GOVERNMENT INTERNATI	Government Securities	8.250% 01/20/2034	\$ 440,738	\$ 473,513
	CCP_CD_X. BP UL CD_X.NA.IG.23_V1	Other	PAY 100BPS 2019 DEC 20	\$ —	\$ (488,014)
	CDS BP UL DRI	Other	P 100BPS 2019 DEC 20	\$ 8,752	\$ 5,235
	CDS BP UL DRI	Other	P 100BPS 2019 DEC 20	\$ 1,817	\$ 1,091
	CDS BP UL DRI	Other	P 100BPS 2019 DEC 20	\$ 3,350	\$ 2,065

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	CDS BP UL DRI	Government Securities	P 100BPS 2019 DEC 20	\$ 1,521	\$ 978
	AMERICAN MUNI PWR-OHIO INC OH	Government Securities	6.270% 02/15/2050 DD 05/23/11	\$ 236,693	\$ 288,000
	BAY AREA CA TOLL AUTH TOLL BRI	Government Securities	6.918% 04/01/2040 DD 07/01/10	\$ 616,357	\$ 730,157
	BAY AREA CA TOLL AUTH TOLL BRI	Government Securities	7.043% 04/01/2050 DD 07/01/10	\$ 92,519	\$ 111,528
	CALIFORNIA ST	Government Securities	7.300% 10/01/2039 DD 10/15/09	\$ 2,780,295	\$ 3,206,138
	CHICAGO IL O'HARE INTERNATIONAL	Government Securities	6.395% 01/01/2040 DD 04/29/10	\$ 121,431	\$ 150,037
	ILLINOIS ST	Government Securities	5.100% 06/01/2033 DD 06/12/03	\$ 859,270	\$ 918,238
	ILLINOIS ST TOLL HIGHWAY AUTH	Government Securities	6.184% 01/01/2034 DD 05/21/09	\$ 146,881	\$ 168,247
	LOS ANGELES CA DEPARTMENT OF W	Government Securities	5.716% 07/01/2039 DD 06/02/10	\$ 109,086	\$ 126,456
	LOS ANGELES CA DEPARTMENT OF W	Government Securities	6.574% 07/01/2045 DD 12/02/10	\$ 398,902	\$ 472,209
	LOS ANGELES CA UNIF SCH DIST	Government Securities	5.755% 07/01/2029 DD 10/15/09	\$ 582,860	\$ 647,126
	LOS ANGELES CA UNIF SCH DIST	Government Securities	6.758% 07/01/2034 DD 03/04/10	\$ 153,643	\$ 174,170
	MET TRANSPRTN AUTH NY DEDICATE	Government Securities	7.336% 11/15/2039 DD 04/30/09	\$ 1,297,212	\$ 1,403,929
	MUNI ELEC AUTH OF GEORGIA	Government Securities	6.637% 04/01/2057 DD 03/11/10	\$ 183,950	\$ 232,001
	NEW JERSEY ST TURNPIKE AUTH	Government Securities	7.414% 01/01/2040 DD 04/28/09	\$ 398,322	\$ 450,822
	NEW JERSEY ST TURNPIKE AUTH	Government Securities	7.102% 01/01/2041 DD 12/15/10	\$ 604,884	\$ 688,907
	NEW YORK CITY NY MUNI WTR FIN	Government Securities	5.724% 06/15/2042 DD 06/30/10	\$ 390,002	\$ 461,612
	NEW YORK CITY NY MUNI WTR FIN	Government Securities	5.790% 06/15/2041 DD 09/23/10	\$ 41,725	\$ 45,309
	N TX TOLLWAY AUTH REVENUE	Government Securities	6.718% 01/01/2049 DD 08/12/09	\$ 417,211	\$ 506,688
	OHIO ST UNIV	Government Securities	4.800% 06/01/2039 DD 10/26/11	\$ 302,848	\$ 376,380
	PORT AUTH OF NEW YORK & NEW JE	Government Securities	5.647% 11/01/2040 DD 11/01/10	\$ 181,241	\$ 183,921
	PORT AUTH OF NEW YORK & NEW JE	Government Securities	4.926% 10/01/2051 DD 10/06/11	\$ 654,962	\$ 791,973
	PORT AUTH OF NEW YORK & NEW JE	Government Securities	4.458% 10/01/2062 DD 10/10/12	\$ 240,594	\$ 286,586
	PORT AUTH OF NEW YORK & NEW JE	Government Securities	4.960% 08/01/2046 DD 01/30/14	\$ 100,000	\$ 113,201
	PORT AUTH OF NEW YORK & NEW JE	Government Securities	5.310% 08/01/2046 DD 01/30/14	\$ 370,000	\$ 404,147
	UNIV OF CALIFORNIA CA RGTS MED	Government Securities	6.583% 05/15/2049 DD 12/17/09	\$ 174,690	\$ 204,915
	UNIV OF CALIFORNIA CA RGTS MED	Government Securities	6.548% 05/15/2048 DD 11/18/10	\$ 302,383	\$ 348,672
	UNIV OF CALIFORNIA CA REVENUES	Government Securities	4.858% 05/15/2112 DD 03/01/12	\$ 346,188	\$ 416,736

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	UNIV OF CALIFORNIA CA REVENUES	Government Securities	4.601% 05/15/2031 DD 10/02/13	\$ 358,970	\$ 397,685
	US TREAS BD FUTURE (CBT)	Government Securities	EXP MAR 15	\$ —	\$ 240,831
	US 10YR TREAS NTS FUTURE (CBT)	Government Securities	EXP MAR 15	\$ —	\$ (144,666)
	US 5YR TREAS NTS FUTURE (CBT)	Government Securities	EXP MAR 15	\$ —	\$ 8,522
	US 2YR TREAS NTS FUT (CBT)	Government Securities	EXP MAR 15	\$ —	\$ 328
	US ULTRA BOND (CBT)	Government Securities	EXP MAR 15	\$ —	\$ 1,594,234
	US TREAS-CPI INFLATION IND FWD	Government Securities	1.250% 07/15/2024 DD 07/15/14	\$ 5,469,981	\$ 5,458,934
	CCP_CD_X_BP UL CDX.NA.IG.23_V1	Other	PAY 100BPS 2019 DEC 20	\$ (456,282)	\$ —
	CDS_BP UL DRI	Other	P 100BPS 2019 DEC 20	\$ —	\$ —
	CDS_BP UL DRI	Other	P 100BPS 2019 DEC 20	\$ —	\$ —
	CDS_BP UL DRI	Other	P 100BPS 2019 DEC 20	\$ —	\$ —
	CDS_BP UL DRI	Other	P 100BPS 2019 DEC 20	\$ —	\$ —
	US TREAS-CPI INFLAT FWD	Government Securities	2.250% 11/15/2024 DD 11/15/14	\$ (1,912,664)	\$ (1,916,297)
	U S TREASURY NOTE FWD	Government Securities	2.250% 11/15/2024 DD 11/15/14	\$ (3,806,524)	\$ (3,824,139)
	IRS R USD-LIBOR-BBA 3M	Other	PUT APR 15 003.500 ED 042915	\$ 36,784	\$ 711
	CIF OPP FIXED INCOME	Commingled Fund	ALLOCATION	\$ 15,077,440	\$ 14,748,200
	WTC-CTF DURABLE COMP	Commingled Fund		\$ 25,621,737	\$ 25,574,371
*	AXA EQUITABLE LIFE INSURANCE	Other- Insurance Contract	COMPANY AC1547A	\$ 5,567,599	\$ 6,541,270
*	AXA EQUITABLE LIFE INSURANCE	Other- Insurance Contract	COMPANY AC6096	\$ —	\$ —
*	AXA EQUITABLE LIFE INSURANCE	Other- Insurance Contract	COMPANY AC6266	\$ —	\$ —
	MASS MUTUAL	Other- Insurance Contract		\$ —	\$ —
	ISHARES CORE U.S. AGGREGATE	Exchange Traded Funds	BOND ETF	\$ 504,683	\$ 509,415
	ISHARES 20+ YEAR TREASURY BOND	Exchange Traded Funds	ETF	\$ 2,409,011	\$ 2,652,001
	VANGUARD LONG-TERM CORPORATE B	Exchange Traded Funds		\$ 2,496,672	\$ 2,596,170
	DREYFUS TREAS & AGY CSH CSH MG	Money Market Fund	VAR RT 12/31/2049 DD 04/09/97	\$ 24,687,672	\$ 24,687,672
	TOTAL INVESTMENTS			\$547,533,815	\$573,915,910

Retirement Plan of Marathon Oil Company

EIN 25-1410539

Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year)

(a) Identity of Issue, borrower, lessor, or similar party	(b) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost of acquisitions	(e) Proceeds of dispositions
00817YAP3	AETNA INC	4.750% 03/15/2044 DD 03/07/14	\$ (114,724)	\$ 119,186
025816BF5	AMERICAN EXPRESS CO	4.050% 12/03/2042 DD 12/03/12	(112,591)	111,621
05565QCP1	BP CAPITAL MARKETS PLC	3.184% 02/10/2024 DD 02/10/14	(225,000)	227,153
064255AX0	BK TOKYO-MITSUBISHI UFJ 144A	4.700% 03/10/2044 DD 03/10/14	(398,916)	421,804
12591RBA7	COMMERCIAL MORTGAGE PA CR15 A4	VAR RT 02/10/2047 DD 02/01/14	(497,699)	506,952
12591VAE1	COMM MORTGAGE TRUST 14-CR16 A4	4.051% 04/10/2047 DD 04/01/14	(295,917)	298,496
149123CE9	CATERPILLAR INC	4.750% 05/15/2064 DD 05/08/14	(149,514)	153,953
172967FT3	CITIGROUP INC	4.500% 01/14/2022 DD 11/01/11	(265,004)	269,734
172967HD6	CITIGROUP INC	3.875% 10/25/2023 DD 10/25/13	(443,627)	456,736
17322VAT3	CITIGROUP COML 14-GC23 A-4	3.622% 07/10/2047 DD 08/01/14	(190,542)	188,243
345370CQ1	FORD MOTOR CO	4.750% 01/15/2043 DD 01/08/13	(177,384)	175,973
361448AU7	GATX CORP	5.200% 03/15/2044 DD 03/04/14	(79,890)	86,782
36198FAE2	GS MORTGAGE SECURITIES GC14 A5	4.243% 08/10/2046 DD 08/01/13	(249,250)	253,396
36252RAM1	GS MTG SECURITIES TR GC18 A4	4.074% 01/10/2047 DD 01/01/14	(128,749)	128,379
38141GVM3	GOLDMAN SACHS GROUP INC	4.000% 03/03/2024 DD 03/03/14	(299,094)	303,560
38406HAA0	GRCE MORTGAGE TRUS GRCE A 144A	3.369% 06/10/2028 DD 06/01/14	(375,948)	374,357
40414LAK5	HCP INC	4.200% 03/01/2024 DD 02/21/14	(34,988)	35,466
46639NAQ4	JPMBB COMMERCIAL MTG C12 A5	3.664% 07/15/2045 DD 06/01/13	(522,531)	524,727
46642CBJ8	JP MORGAN CHASE COMMERC C20 A5	3.805% 07/15/2047 DD 06/01/14	(474,234)	475,318
494550BU9	KINDER MORGAN ENER PART	5.500% 03/01/2044 DD 02/24/14	(138,900)	145,947
539830BB4	LOCKHEED MARTIN CORP	4.070% 12/15/2042 DD 12/14/12	(383,444)	390,588
59156RBG2	METLIFE INC	40875% 11/13/2043 DD 11/13/13	(80,804)	81,752
60688UAB2	MIZUHO FIN GRP CAYMAN 3 144A	4.600% 03/27/2024 DD 03/27/14	(304,250)	311,652
61746BDQ6	MORGAN STANLEY	3.875% 04/29/2024 DD 04/28/14	(282,503)	288,274
61763MAF7	MORGAN STANLEY BAML TR C16 A5	3.892% 06/15/2047 DD 06/01/14	(354,520)	357,945
637432MY8	NATIONAL RURAL UTILITIES 144A	4.023% 11/01/2032 DD 05/01/14	(433)	430
651639AN6	NEWMONT MINING CORP	3.500% 03/15/2022 DD 03/08/12	(51,330)	52,764
66989HAH1	NOVARTIS CAPITAL CORP	4.400% 05/06/2044 DD 02/21/14	(495,980)	503,984
90131HAF2	21ST CENTURY FOX AMERICA 144A	4.750% 09/15/2044 DD 09/15/14	(189,850)	200,423
92277GAD9	VENTAS REALTY LP	3.750% 05/01/2024 DD 04/17/14	(143,991)	144,198
92343VBR4	VERIZON COMMUNICATIONS INC	5.150% 09/15/2023 DD 09/18/13	(573,647)	589,129
96950FAK0	WILLIAMS PARTNERS LP	5.800% 11/15/2043 DD 11/15/13	(137,963)	146,850
96950FAN4	WILLIAMS PARTNERS LP	5.400% 03/04/2044 DD 03/04/14	(74,757)	76,284
999J26478	US TREAS-CPI INFLAT FWD	1.500% 11/30/2019 DD 11/30/14	(3,786,398)	3,796,310
999K25295	UNITED STATES TREASURY BO FWD	3.000% 11/15/2044 DD 11/15/14	(3,293,115)	3,288,427
99F133F4A	US TREAS BD FUTURE (CBT)	EXP JUN 14	—	595,165
99F133I4A	US TREAS BD FUTURE (CBT)	EXP SEP 14	—	231,797
99F133L4A	US TREAS BD FUTURE (CBT)	EXP DEC 14	—	222,404
99F139F4A	US 10YR TREAS NTS FUTURE (CBT)	EXP JUN 14	—	(398,602)

Retirement Plan of Marathon Oil Company

EIN 25-1410539

Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year)

(a) Identity of Issue, borrower, lessor, or similar party	(b) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost of acquisitions	(e) Proceeds of dispositions
99F139I4A	US 10YR TREAS NTS FUTURE (CBT)	EXP SEP 14	—	(344,593)
99F139L4A	US 10YR TREAS NTS FUTURE (CBT)	EXP DEC 14	—	(1,188)
99F167L5C	90DAY EURODOLLAR FUTURE (CME)	EXP DEC 15	—	(1,526)
99F167L6C	90DAY EURODOLLAR FUTURE (CME)	EXP DEC 16	—	18,457
99F183F4A	US 5YR TREAS NTS FUTURE (CBT)	EXP JUN 14	—	(5,320)
99F183I4A	US 5YR TREAS NTS FUTURE (CBT)	EXP SEP 14	—	17,376
99F183L4A	US 5YR TREAS NTS FUTURE (CBT)	EXP DEC 14	—	(13,803)
99F217F4A	US 2YR TREAS NTS FUT (CBT)	EXP JUN 14	—	(8,766)
99F217L4A	US 2YR TREAS NTS FUT (CBT)	EXP DEC 14	—	1,760
99F700F4A	US ULTRA BOND FUT (CBT)	EXP JUN 14	—	491,586
99F700I4A	US ULTRA BOND (CBT)	EXP SEP 14	—	803,716
99F700L4A	US ULTRA BOND FUTURE (CBT)	EXP DEC 14	—	794,278
99QACJL2	CCP BP UL CDX IG21.SR.XR	1.000% 12/20/2018 DD 09/20/13	347,503	(412,830)
99QACJLM0	CCP_BP UL CDX IG21.SR.XR	VAR RT 12/20/2018 DD 09/20/13	1	1
99QACK9AL	IRS R 2.33% P US0003M 01/13/20	CALL JAN 15 002.330 ED 1/09/15	(91,260)	103,350
99QACK9AM	IRS R 1.53% P US0003M 01/13/18	CALL JAN 15 001.530 ED 1/09/15	(12,865)	14,043
99QACL9ME	IRS R USD-LIBOR-BBA 3M 1/22/25	PUT JAN 15 003.670 ED 01/22/15	(90,605)	66,357
99QACM9CG	IRS R USD-LIBOR-BBA 3M 031020	CALL MAR 15 002.100 ED 030615	(30,799)	22,061
99QACM9HA	IRS P USD-LIBOR-BBA 3M 9/09/16	CALL AUG 14 000.710 ED 8/28/14	(12,824)	2,863
99QACM9HB	IRS P USD-LIBOR-BBA 3M 9/01/16	CALL AUG 14 000.730 ED 8/28/14	(16,597)	4,553
99QACM9IA	IRS P USD-LIBOR-BBA 3M 9/09/16	CALL SEP 14 000.740 ED 9/05/14	(7,390)	2,380
99QACM9OF	IRS R USD-LIBOR-BBA 3M 3/09/25	PUT MAR 15 003.500 ED 03/05/15	(43,935)	21,750
EF5966512	SOCIETE GENERALE EUR1.25		(1,202,896)	907,078
EX0056658	BHP BILLITON PLC USD0.50		(1,512,676)	1,291,307
EX0089568	VERIZON COMMUNICATIONS INC		(38,006)	36,863
EXBH4HKS0	VODAFONE GROUP USD0(POST CONSO		(646,648)	483,689
FJ6470986	JSR CORP JPY50		(849,173)	890,235
FJ6640406	NEC CORP NPV		(1,011,984)	945,594
FJ6747201	ROHM CO Y50		(1,718,398)	1,569,863
NA9QDK652	CCP_CDX_BP UL CDX.NA.IG.22_V1	PAY 100BPS 2019 JUN 20	(1)	1
NA9QDK660	CCP_CDX_BP UL CDX.NA.IG.22_V1	PAY 100BPS 2019 JUN 20	1,162,650	(1,207,822)
NA9QDMVH4	CCP_CDX_SP UL CDX.NA.IG.22_V1	REC 100BPS 2019 JUN 20	(284,002)	306,367
NA9QDMVJ0	CCP_CDX_SP UL CDX.NA.IG.22_V1	REC 100BPS 2019 JUN 20	1	(1)
NA9QDZG41	CCP_CDX_SP UL CDX.NA.IG.23_V1	REC 100BPS 2019 DEC 20	(186,974)	164,330
NA9QDZG58	CCP_CDX_SP UL CDX.NA.IG.23_V1	REC 100BPS 2019 DEC 20	1	(1)
NAB02ZVV0	MEXICO GOVERNMENT INTERNATIONA	6.750% 09/27/2034	(322,438)	325,548
NAB92S090	ROSNEFT OIL CO VIA ROSNEFT INT	4.199% 03/06/2022	(204,940)	175,000

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4j - Schedule of Reportable Transactions

(b) Description of asset (include interest rate and maturity in case of a loan)	(d) Selling price	(g) Cost of asset	(i) Net gain or (loss)
DREYFU TRE AGY CSH MGT 521 INC VAR RT 12/31/2049 DD 04/09/97	\$ —	\$ —	\$ —
DREYFU TRE AGY CSH MGT 521 INC VAR RT 12/31/2049 DD 04/09/97	54,487,078	54,487,078	—
DREYFU TRE AGY CSH MGT 521 INC VAR RT 12/31/2049 DD 04/09/97	31,591,311	31,591,311	—
DREYFU TRE AGY CSH MGT 521 INC VAR RT 12/31/2049 DD 04/09/97	—	—	—
DREYFU TRE AGY CSH MGT 521 INC VAR RT 12/31/2049 DD 04/09/97	62,296,560	62,296,560	—
COMMIT TO PUR FNMA SF MTG 3.500% 07/01/2044 DD 07/01/14	44,333,879	44,300,508	(33,371)
COMMIT TO PUR FNMA SF MTG 3.500% 08/01/2043 DD 08/01/13	31,586,399	31,535,883	(50,516)
COMMIT TO PUR FNMA SF MTG 3.500% 09/01/2043 DD 09/01/13	30,417,414	30,337,789	(79,625)
ISHARES 20+ YEAR TREASURY BO ETF	32,750,837	32,178,210	572,627
US TREAS-CPI 0.050% 01/15/2024 DD 01/15/14	21,546,356	21,449,104	97,252
US TREASURY NOTE 1.625% 03/31/2019 DD 03/31/14	54,121,616	54,013,271	(110,371)
US TREAS-CPI INFLAT 0.125% 04/15/2019 DD 04/15/14	89,632,829	89,267,576	(60,720)
US TREASURY NOTE 1.625% 04/30/2019 DD 04/30/14	142,171,048	142,193,237	22,185
US TREAS-CPI INFLATION INDEXED 0.250% 07/15/2024 DD 07/15/14	—	—	—
US TREAS-CPI INFLATION INDEXED 0.250% 07/15/2024 DD 07/15/14	1,467,974	1,467,974	—
US TREAS-CPI INFLATION INDEXED 0.250% 07/15/2024 DD 07/15/14	22,183,563	22,219,612	(36,854)
VANGUARD LONG-TERM CORP BOND	32,682,234	32,276,948	405,286
DREYFUS TREAS & AGY CSH CSH MG VAR RT 12/31/2049 DD 04/09/97	394,297,630	394,297,630	—

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, line 19—Discounted Employer Contributions
Year applied for contributions: 2014

Date	Amount	Days to Discount to 1/1/2014 at 6.18%	Interest Adjusted Contribution
April 11, 2014	\$ 14,300,000	100	\$ 14,066,986
July 11, 2014	14,300,000	191	13,858,244
October 10, 2014	14,300,000	282	13,652,600
January 13, 2015	14,300,000	377	13,441,171
September 15, 2015	400,000	622	361,144
Total Contribution	\$ 57,600,000		\$ 55,380,145

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2014**This Form is Open to Public
Inspection**For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>Retirement Plan of Marathon Oil Company</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>Marathon Oil Company</u>	D Employer Identification Number (EIN) <u>25-1410539</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2014</u>			
2 Assets:			
a Market value	2a	<u>664,422,769</u>	
b Actuarial value	2b	<u>636,528,859</u>	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	<u>1,033</u>	<u>50,194,274</u>	<u>50,194,274</u>
b For terminated vested participants.....	<u>837</u>	<u>176,525,293</u>	<u>176,525,293</u>
c For active participants.....	<u>2,316</u>	<u>465,107,174</u>	<u>477,268,020</u>
d Total.....	<u>4,186</u>	<u>691,826,741</u>	<u>703,987,587</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	<u>6.18 %</u>	
6 Target normal cost	6	<u>35,251,578</u>	

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	 Signature of actuary	<u>09/28/2015</u> Date
<u>W. Clay Holloway</u> Type or print name of actuary		<u>14-05230</u> Most recent enrollment number
<u>Hewitt Associates LLC</u> Firm name		<u>(281) 363-0456</u> Telephone number (including area code)
<u>9500 Lakeside Blvd.</u> Address of the firm	<u>TX 77381</u>	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2014
v. 140124

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	3,491,293
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	3,491,293
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>10.46%</u>	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		26375126
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>5.98%</u>		1368453
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		365,189
c Total available at beginning of current plan year to add to prefunding balance		28108768
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	90.41 %
15 Adjusted funding target attainment percentage	15	90.41 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	92.30 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/11/2014	14,300,000				
07/11/2014	14,300,000				
10/10/2014	14,300,000				
01/13/2015	14,300,000				
09/15/2015	400,000				
Totals ▶			18(b)	57,600,000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	55,380,145

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 4.99 %	2nd segment: 6.32 %	3rd segment: 6.99 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 58
23 Mortality table(s) (see instructions)	☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute		

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.....	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years.....	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29).....	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	35,251,578	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment	67,458,728		20,001,493
b Waiver amortization installment.....	0		0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	55,253,071	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	55,253,071	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	55,380,145	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	127,074	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years.....	43		

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, line 19—Discounted Employer Contributions
Year applied for contributions: 2014

Date	Amount	Days to Discount to 1/1/2014 at 6.18%	Interest Adjusted Contribution
April 11, 2014	\$ 14,300,000	100	\$ 14,066,986
July 11, 2014	14,300,000	191	13,858,244
October 10, 2014	14,300,000	282	13,652,600
January 13, 2015	14,300,000	377	13,441,171
September 15, 2015	400,000	622	361,144
Total Contribution	\$ 57,600,000		\$ 55,380,145

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

(a)	(b)	(c)	(d)
Age	Rate	Weight	Product (a) × (b) × (c)
50.5	5.00%	1.0000	2.53
51.5	6.00%	0.9500	2.94
52.5	7.00%	0.8930	3.28
53.5	8.00%	0.8305	3.55
54.5	9.00%	0.7641	3.75
55.5	10.00%	0.6953	3.86
56.5	10.00%	0.6258	3.54
57.5	10.00%	0.5632	3.24
58.5	10.00%	0.5069	2.97
59.5	10.00%	0.4562	2.71
60.5	20.00%	0.4106	4.97
61.5	20.00%	0.3284	4.04
62.5	30.00%	0.2628	4.93
63.5	20.00%	0.1839	2.34
64.5	20.00%	0.1471	1.90
65.5	50.00%	0.1177	3.86
66.5	35.00%	0.0589	1.37
67.5	35.00%	0.0383	0.90
68.5	35.00%	0.0249	0.60
69.5	35.00%	0.0162	0.39
70	100.00%	0.0105	0.74
Weighted Average			58.41

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following assumption changes better reflect anticipated future experience.

- A change in the retirement age assumption for active participants.
- A change in the withdrawal rates for active participants.
- A change in the optional payment form election percentage from 4% electing single life annuity and 96% electing lump sum to:
 - For retirement, 90% assumed to elect lump sum and 10% assumed to elect annuity
 - For terminations prior to retirement, 50% assumed to elect immediate lump sum and 50% assumed to defer, and for those who defer 90% assumed to elect lump sum at age 57 and 10% assumed to elect annuity at age 65.
- A change in the spouse age difference assumption from males being three years older than their spouses to males being two years older than their spouses.
- A change in the percent married assumption from 90% of males and 80% of females having an eligible spouse to 75% of males and 60% of females having an eligible spouse.

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2014

Attained Age	Number of Participants and Average Compensation									
	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	32 \$84,979	44 \$95,311	1							
25-29	35 \$104,040	176 \$106,529	87 \$124,652	2						
30-34	41 \$114,353	153 \$117,134	130 \$122,653	17	1					
35-39	32 \$122,145	86 \$124,244	87 \$138,385	38 \$164,743	16					
40-44	20 \$114,271	66 \$138,768	82 \$161,412	22 \$186,511	30 \$209,786	8				
45-49	16 \$130,508	61 \$150,227	49 \$178,713	30	12	20 \$195,814	43 \$199,840	3		
50-54	17 \$149,214	51 \$150,771	60 \$168,713	33 \$183,214	25 \$191,197	31 \$201,174	52 \$183,531	76	6	
55-59	14 \$168,970	34 \$182,035	58 \$161,366	29 \$162,793	22	12 \$140,396	34 \$183,573	93 \$205,172	59	
60-64	5 \$171,197	27 \$179,953	32	15	7	6	8	11	20 \$193,695	6
65-69	1	5	8	4	3		2	4	1	
70+			1	1			2		1	

N-2.316

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, line 32—Schedule of Amortization Bases

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment
Shortfall	\$ 31,983,048	January 1, 2010	3	\$ 11,184,159
Shortfall	\$ 36,605,606	January 1, 2011	4	\$ 9,830,285
Shortfall	\$ (4,349,944)	January 1, 2012	5	\$ (956,710)
Shortfall	\$ (27,134,939)	January 1, 2013	6	\$ (5,136,416)
Shortfall	\$ 30,354,957	January 1, 2014	7	\$ 5,080,175

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2013), each adjusted as needed to fall within the 25-year average interest rate corridor under HATFA
1st Segment Rate	4.99%
2nd Segment Rate	6.32%
3rd Segment Rate	6.99%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2013), without regard to interest rate stabilization
1st Segment Rate	1.37%
2nd Segment Rate	4.05%
3rd Segment Rate	5.06%
Salary Increases	
Minimum Funding Target Normal Cost	See Table 1
Maximum Tax Expected Benefit Increase	See Table 1
Cash Balance Interest Crediting Rate	24-month average of 30-year Treasury Bill through August of prior year but not less than 3.00% (3.07% for 2014).
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of 4.00% per year.
Social Security COLA Increases	3.00%
Optional Payment Form Election Percentage	
For retirement	90% assume to elect lump sum and 10% assumed to elect annuity
For termination prior to retirement	50% assumed to elect immediate lump sum and 50% assumed to defer, and for those who defer, 90% assumed to elect lump sum at age 57 and 10% assumed to elect annuity at age 65

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Lump Sum Conversion Basis	The mortality table required under 417(e) for 2014 and the underlying liability interest rates, same as funding interest rates above for lump sums
PBGC Basis	The RP-2000 combined healthy mortality table weighted 75% male/25% female and an immediate interest rate derived from the 24-month average of PBGC rates through August of the prior year (1.00% for 2014) (4.00% for deferral period).
Retirement Age	
Active Participants	See Table 2
Terminated Vested Participants	Immediate payment at termination for those assumed to elect a lump sum. For those who defer, 90% are assumed to elect an annuity at age 57 and 10% are assumed to elect an annuity at age 65.
Mortality Rates	
Healthy and Disabled	2014 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	See Table 3
Disability Rates	See Table 4
Decrement Timing	Middle of year decrements, with 100% retirement occurring at beginning of year.
Surviving Spouse Benefit	It is assumed that 75% of males and 60% of females have an eligible spouse, and that males are two years older than their spouses.
Valuation Compensation	2013 pensionable earnings rolled forward one year with the salary increase assumption
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$210,000 and the IRC section 401(a)(17) compensation limit of \$260,000.

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Valuation of Plan Assets

Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% or more than 110% of fair market value.

A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).

Expected Return on Assets

2012 Plan Year

7.75%, limited to 6.32%

2013 Plan Year

7.25%, limited to 6.76%

Trust Expenses Included in Target Normal Cost

Administrative expenses paid during the prior year (\$1,562,453 for 2014).

Actuarial Method

Standard unit credit cost method

Valuation Date

January 1, 2014

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Table 1

Salary Merit Increase Rates

Age	Rate	Age	Rate
21	7.75%	51	4.50%
22	7.75%	52	4.50%
23	7.75%	53	4.50%
24	7.75%	54	4.50%
25	7.75%	55	4.50%
26	7.75%	56	4.00%
27	7.75%	57	4.00%
28	7.75%	58	4.00%
29	7.75%	59	4.00%
30	7.75%	60	4.00%
31	7.75%	61	4.00%
32	7.75%	62	4.00%
33	7.75%	63	4.00%
34	7.75%	64	4.00%
35	7.75%	65+	4.00%
36	7.75%		
37	7.75%		
38	7.75%		
39	7.75%		
40	7.75%		
41	7.00%		
42	7.00%		
43	7.00%		
44	7.00%		
45	7.00%		
46	5.75%		
47	5.75%		
48	5.75%		
49	5.75%		
50	5.75%		

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Table 2
Retirement Rates

Age	Rate
50	5.00%
51	6.00%
52	7.00%
53	8.00%
54	9.00%
55	10.00%
56	10.00%
57	10.00%
58	10.00%
59	10.00%
60	20.00%
61	20.00%
62	30.00%
63	20.00%
64	20.00%
65	50.00%
66	35.00%
67	35.00%
68	35.00%
69	35.00%
70+	100.00%

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Table 3—Page 1 of 2

Withdrawal Rates

Age	Years of Service				
	0-1	2	3	4	5+
15	13.00%	12.00%	11.00%	10.00%	10.00%
16	13.00%	12.00%	11.00%	10.00%	10.00%
17	13.00%	12.00%	11.00%	10.00%	10.00%
18	13.00%	12.00%	11.00%	10.00%	10.00%
19	13.00%	12.00%	11.00%	10.00%	10.00%
20	13.00%	12.00%	11.00%	10.00%	10.00%
21	13.00%	12.00%	11.00%	10.00%	10.00%
22	13.00%	12.00%	11.00%	10.00%	10.00%
23	13.00%	12.00%	11.00%	10.00%	10.00%
24	13.00%	12.00%	11.00%	10.00%	10.00%
25	13.00%	12.00%	11.00%	10.00%	10.00%
26	13.00%	12.00%	11.00%	10.00%	10.00%
27	13.00%	12.00%	11.00%	10.00%	10.00%
28	13.00%	12.00%	11.00%	10.00%	10.00%
29	13.00%	12.00%	11.00%	10.00%	10.00%
30	13.00%	12.00%	11.00%	10.00%	10.00%
31	13.00%	12.00%	11.00%	10.00%	10.00%
32	13.00%	12.00%	11.00%	10.00%	10.00%
33	13.00%	12.00%	11.00%	10.00%	10.00%
34	13.00%	12.00%	11.00%	10.00%	10.00%
35	13.00%	12.00%	11.00%	10.00%	10.00%
36	13.00%	12.00%	11.00%	10.00%	9.50%
37	13.00%	12.00%	11.00%	10.00%	9.00%
38	13.00%	12.00%	11.00%	10.00%	8.50%
39	13.00%	12.00%	11.00%	10.00%	8.00%
40	13.00%	12.00%	11.00%	10.00%	7.50%
41	13.00%	12.00%	11.00%	10.00%	7.00%
42	13.00%	12.00%	11.00%	10.00%	6.50%
43	13.00%	12.00%	11.00%	10.00%	6.00%
44	13.00%	12.00%	11.00%	10.00%	5.50%

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Table 3—Page 2 of 2

Withdrawal Rates

Age	Years of Service				
	0-1	2	3	4	5+
45	13.00%	12.00%	11.00%	10.00%	5.00%
46	13.00%	12.00%	11.00%	10.00%	5.00%
47	13.00%	12.00%	11.00%	10.00%	5.00%
48	13.00%	12.00%	11.00%	10.00%	5.00%
49	13.00%	12.00%	11.00%	10.00%	5.00%
50	13.00%	12.00%	11.00%	10.00%	5.00%
51	13.00%	12.00%	11.00%	10.00%	5.00%
52	13.00%	12.00%	11.00%	10.00%	5.00%
53	13.00%	12.00%	11.00%	10.00%	5.00%
54	13.00%	12.00%	11.00%	10.00%	5.00%
55	13.00%	12.00%	11.00%	10.00%	5.00%
56	13.00%	12.00%	11.00%	10.00%	5.00%
57	13.00%	12.00%	11.00%	10.00%	5.00%
58	13.00%	12.00%	11.00%	10.00%	5.00%
59	13.00%	12.00%	11.00%	10.00%	5.00%
60	13.00%	12.00%	11.00%	10.00%	5.00%
61	13.00%	12.00%	11.00%	10.00%	5.00%
62	13.00%	12.00%	11.00%	10.00%	5.00%
63	13.00%	12.00%	11.00%	10.00%	5.00%
64	13.00%	12.00%	11.00%	10.00%	5.00%
65+	0.00%	0.00%	0.00%	0.00%	0.00%

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Table 4

Disability Rates

Age	Male	Female	Age	Male	Female
15	0.0357%	0.0357%	45	0.1904%	0.2856%
16	0.0357%	0.0357%	46	0.2142%	0.3213%
17	0.0357%	0.0357%	47	0.2499%	0.3570%
18	0.0357%	0.0357%	48	0.2975%	0.3927%
19	0.0357%	0.0357%	49	0.3332%	0.4284%
20	0.0357%	0.0357%	50	0.3927%	0.4760%
21	0.0357%	0.0357%	51	0.4641%	0.5236%
22	0.0357%	0.0357%	52	0.5474%	0.5831%
23	0.0357%	0.0357%	53	0.6307%	0.6426%
24	0.0357%	0.0357%	54	0.7259%	0.7021%
25	0.0357%	0.0357%	55	0.8211%	0.7616%
26	0.0357%	0.0357%	56	0.9163%	0.8211%
27	0.0357%	0.0357%	57	1.0234%	0.8806%
28	0.0357%	0.0476%	58	1.1305%	0.9520%
29	0.0357%	0.0476%	59	1.2495%	1.0115%
30	0.0357%	0.0476%	60	1.3685%	1.0710%
31	0.0357%	0.0595%	61	1.4994%	1.1424%
32	0.0357%	0.0595%	62	1.6422%	1.2019%
33	0.0357%	0.0714%	63	1.7969%	1.2495%
34	0.0357%	0.0714%	64	1.9516%	1.2971%
35	0.0476%	0.0833%	65+	0.0000%	0.0000%
36	0.0476%	0.0952%			
37	0.0595%	0.1071%			
38	0.0714%	0.1190%			
39	0.0833%	0.1428%			
40	0.0952%	0.1547%			
41	0.1071%	0.1785%			
42	0.1190%	0.2023%			
43	0.1428%	0.2261%			
44	0.1666%	0.2618%			

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, Part V—Summary of Plan Provisions

Effective Date	The Retirement Plan of Marathon Oil Company was established in 1936. Amendments adopted or effective by January 1, 2014 are reflected in this valuation.
Eligibility for Participation	Immediate participation.
Normal Retirement Eligibility	Age 65.
Benefit	Frozen service benefit plus cash balance account. The frozen service benefit is converted to a lump sum and added to the cash balance account or the cash balance account is converted to an annuity and added to the frozen service benefit.
Early Retirement Eligibility	Age 50 and 10 years of vesting service.
Benefit	Frozen service benefit reduced 3% per year from age 62 and 4% per year from age 59 plus cash balance account.
Vested Termination Benefits Eligibility	Three years of vesting service (benefits accrued as of January 1, 2002 are 100% vested).
Benefit	Frozen service benefit payable at age 65 (actuarially reduced for early commencement) plus cash balance account.
Disability Benefit Eligibility	Three years of vesting service.
Benefit	Benefit accrued based on service at termination due to disability.

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Preretirement Death Benefit
Eligibility

Earlier of age 65 and three years of vesting service.

Benefit

The frozen service benefit under the lump sum option is equivalent to 100% of the lump sum of the lifetime form of benefit had the employee retired or terminated on the date of his death. The monthly frozen service benefit annuity form of payment shall be the actuarial equivalent value of the lump sum form as described above.

100% of the cash balance account is payable to the beneficiary.

Death After Early Retirement
Eligibility

Death after retirement but prior to age 65.

Benefits

50% of the frozen service benefit amount the member was receiving as a lifetime form of benefit, exclusive of any temporary supplemental benefits.

Death After Vested Termination
Eligibility

Death after vested termination but prior to commencement of benefit.

Benefits

50% of the frozen service benefit to which the member was entitled as a vested terminated employee. if the member is under age 50 at the time of his death, payment of the frozen service benefit to his spouse will be deferred until the time he would have attained age 50.

100% of the cash balance account is payable to the beneficiary.

Normal Form of Annuity
Without Spouse

Life annuity.

With Spouse

Joint and survivor annuity actuarially equivalent to the retirement benefit payable for employee's lifetime. Participant receives reduced lifetime benefit and, in event of participant's death, 50% of reduced benefit continued to surviving spouse.

Optional Forms of Annuity

Life annuity; term certain and life annuity; joint and survivor annuity (25%, 50%, 75% or 100%); lump sum.

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Definitions

Frozen Service Benefit

Monthly benefit payable to a member upon normal retirement equal to [(1) less (2)] times (3):

- (1) 60% of final average pay (average of highest 36 consecutive months of last 10 years of service).
- (2) 50% of the member's Social Security benefit.
- (3) Ratio of actual years of service to 37.5 years, with such ratio not greater than one.

Benefit service under this formula was frozen on December 31, 2009 for all participants. Additionally, final average pay and the Social Security benefit were also frozen on December 31, 2009 for certain highly compensated employees.

Cash Balance Account

Hypothetical accounts established on January 1, 2010 for each participant. Initial account balances are \$0 and accounts are credited with pay and interest credits for each year after 2009.

Pay Credits

A percentage of eligible compensation is credited to each participant's account for each year of participation after 2009 based on the participant's attained points (age plus service). For this purpose, all service is included.

Points	Percentage
Under 50	7.00%
50 to 69	9.00%
70 and over	11.00%

Interest Credits

Interest on the opening balance is credited each year based on the 30-year Treasury rate.

Benefit and Vesting Service

Generally based on elapsed time. Any period of service with an employer commencing on employee's date of hire for vesting service and upon plan participation for benefit service and ending on the date of termination.

Compensation

Total regular annual salary including overtime, bonuses, and commissions.

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Average Monthly Compensation	Average monthly compensation in the 36 highest consecutive calendar months during the last 10 years of participation.
Social Security Benefit	Estimated Social Security benefit assuming no future earnings after termination. Calculated at age 62 for retirement eligible employees, otherwise age 65.
Plan Year	January 1 to December 31.
Actuarial Equivalence Conversion of Frozen Service Benefit to Lump Sum	<p>The greater of the minimum amount required under IRC §417(e)(3) or an amount based on the current interest rate assumption and the RP2000 Combined Healthy Mortality Table weighted 75% male/25% female.</p> <p>The current interest rate assumption is the lesser of the following annuity rates:</p> <ol style="list-style-type: none">(1) The simple average (rounded to the nearest one quarter of one percent) of PBGC immediate rates in effect on the first day of the months April through September of the prior year.(2) The PBGC immediate annuity rate in effect on the first day of the plan year.
Conversion of Cash Balance Account to Monthly Single Life Annuity	Based on the applicable mortality and interest rates under IRC §417(e)(3).
Other Optional Forms	7% and the RP2000 Combined Healthy Mortality Table weighted 75% male/25% female.

Changes in Plan Provisions for the January 1, 2014 Valuation

- An increase in the annual pay limit under IRC section 401(a)(17) from \$255,000 in 2013 to \$260,000 in 2014 and an increase in the IRC section 415 dollar limit for defined benefit plans from \$205,000 in 2013 to \$210,000 in 2014.
- The mortality table used for lump sum calculations changed from the 417(e) table for 2013 to the 417(e) table for 2014.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
50.5	5.00%	1.0000	2.53
51.5	6.00%	0.9500	2.94
52.5	7.00%	0.8930	3.28
53.5	8.00%	0.8305	3.55
54.5	9.00%	0.7641	3.75
55.5	10.00%	0.6953	3.86
56.5	10.00%	0.6258	3.54
57.5	10.00%	0.5632	3.24
58.5	10.00%	0.5069	2.97
59.5	10.00%	0.4562	2.71
60.5	20.00%	0.4106	4.97
61.5	20.00%	0.3284	4.04
62.5	30.00%	0.2628	4.93
63.5	20.00%	0.1839	2.34
64.5	20.00%	0.1471	1.90
65.5	50.00%	0.1177	3.86
66.5	35.00%	0.0589	1.37
67.5	35.00%	0.0383	0.90
68.5	35.00%	0.0249	0.60
69.5	35.00%	0.0162	0.39
70	100.00%	0.0105	0.74
Weighted Average			58.41

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2013), each adjusted as needed to fall within the 25-year average interest rate corridor under HATFA
1st Segment Rate	4.99%
2nd Segment Rate	6.32%
3rd Segment Rate	6.99%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2013), without regard to interest rate stabilization
1st Segment Rate	1.37%
2nd Segment Rate	4.05%
3rd Segment Rate	5.06%
Salary Increases	
Minimum Funding Target Normal Cost	See Table 1
Maximum Tax Expected Benefit Increase	See Table 1
Cash Balance Interest Crediting Rate	24-month average of 30-year Treasury Bill through August of prior year but not less than 3.00% (3.07% for 2014).
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of 4.00% per year.
Social Security COLA Increases	3.00%
Optional Payment Form Election Percentage	
For retirement	90% assume to elect lump sum and 10% assumed to elect annuity
For termination prior to retirement	50% assumed to elect immediate lump sum and 50% assumed to defer, and for those who defer, 90% assumed to elect lump sum at age 57 and 10% assumed to elect annuity at age 65

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Lump Sum Conversion Basis	The mortality table required under 417(e) for 2014 and the underlying liability interest rates, same as funding interest rates above for lump sums
PBGC Basis	The RP-2000 combined healthy mortality table weighted 75% male/25% female and an immediate interest rate derived from the 24-month average of PBGC rates through August of the prior year (1.00% for 2014) (4.00% for deferral period).
Retirement Age	
Active Participants	See Table 2
Terminated Vested Participants	Immediate payment at termination for those assumed to elect a lump sum. For those who defer, 90% are assumed to elect an annuity at age 57 and 10% are assumed to elect an annuity at age 65.
Mortality Rates	
Healthy and Disabled	2014 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	See Table 3
Disability Rates	See Table 4
Decrement Timing	Middle of year decrements, with 100% retirement occurring at beginning of year.
Surviving Spouse Benefit	It is assumed that 75% of males and 60% of females have an eligible spouse, and that males are two years older than their spouses.
Valuation Compensation	2013 pensionable earnings rolled forward one year with the salary increase assumption
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$210,000 and the IRC section 401(a)(17) compensation limit of \$260,000.

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Valuation of Plan Assets

Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% or more than 110% of fair market value.

A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).

Expected Return on Assets

2012 Plan Year

7.75%, limited to 6.32%

2013 Plan Year

7.25%, limited to 6.76%

Trust Expenses Included in Target Normal Cost

Administrative expenses paid during the prior year (\$1,562,453 for 2014).

Actuarial Method

Standard unit credit cost method

Valuation Date

January 1, 2014

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Table 1

Salary Merit Increase Rates

Age	Rate	Age	Rate
21	7.75%	51	4.50%
22	7.75%	52	4.50%
23	7.75%	53	4.50%
24	7.75%	54	4.50%
25	7.75%	55	4.50%
26	7.75%	56	4.00%
27	7.75%	57	4.00%
28	7.75%	58	4.00%
29	7.75%	59	4.00%
30	7.75%	60	4.00%
31	7.75%	61	4.00%
32	7.75%	62	4.00%
33	7.75%	63	4.00%
34	7.75%	64	4.00%
35	7.75%	65+	4.00%
36	7.75%		
37	7.75%		
38	7.75%		
39	7.75%		
40	7.75%		
41	7.00%		
42	7.00%		
43	7.00%		
44	7.00%		
45	7.00%		
46	5.75%		
47	5.75%		
48	5.75%		
49	5.75%		
50	5.75%		

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Table 2
Retirement Rates

Age	Rate
50	5.00%
51	6.00%
52	7.00%
53	8.00%
54	9.00%
55	10.00%
56	10.00%
57	10.00%
58	10.00%
59	10.00%
60	20.00%
61	20.00%
62	30.00%
63	20.00%
64	20.00%
65	50.00%
66	35.00%
67	35.00%
68	35.00%
69	35.00%
70+	100.00%

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Table 3—Page 1 of 2

Withdrawal Rates

Age	Years of Service				
	0-1	2	3	4	5+
15	13.00%	12.00%	11.00%	10.00%	10.00%
16	13.00%	12.00%	11.00%	10.00%	10.00%
17	13.00%	12.00%	11.00%	10.00%	10.00%
18	13.00%	12.00%	11.00%	10.00%	10.00%
19	13.00%	12.00%	11.00%	10.00%	10.00%
20	13.00%	12.00%	11.00%	10.00%	10.00%
21	13.00%	12.00%	11.00%	10.00%	10.00%
22	13.00%	12.00%	11.00%	10.00%	10.00%
23	13.00%	12.00%	11.00%	10.00%	10.00%
24	13.00%	12.00%	11.00%	10.00%	10.00%
25	13.00%	12.00%	11.00%	10.00%	10.00%
26	13.00%	12.00%	11.00%	10.00%	10.00%
27	13.00%	12.00%	11.00%	10.00%	10.00%
28	13.00%	12.00%	11.00%	10.00%	10.00%
29	13.00%	12.00%	11.00%	10.00%	10.00%
30	13.00%	12.00%	11.00%	10.00%	10.00%
31	13.00%	12.00%	11.00%	10.00%	10.00%
32	13.00%	12.00%	11.00%	10.00%	10.00%
33	13.00%	12.00%	11.00%	10.00%	10.00%
34	13.00%	12.00%	11.00%	10.00%	10.00%
35	13.00%	12.00%	11.00%	10.00%	10.00%
36	13.00%	12.00%	11.00%	10.00%	9.50%
37	13.00%	12.00%	11.00%	10.00%	9.00%
38	13.00%	12.00%	11.00%	10.00%	8.50%
39	13.00%	12.00%	11.00%	10.00%	8.00%
40	13.00%	12.00%	11.00%	10.00%	7.50%
41	13.00%	12.00%	11.00%	10.00%	7.00%
42	13.00%	12.00%	11.00%	10.00%	6.50%
43	13.00%	12.00%	11.00%	10.00%	6.00%
44	13.00%	12.00%	11.00%	10.00%	5.50%

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Table 3—Page 2 of 2

Withdrawal Rates

Age	Years of Service				
	0-1	2	3	4	5+
45	13.00%	12.00%	11.00%	10.00%	5.00%
46	13.00%	12.00%	11.00%	10.00%	5.00%
47	13.00%	12.00%	11.00%	10.00%	5.00%
48	13.00%	12.00%	11.00%	10.00%	5.00%
49	13.00%	12.00%	11.00%	10.00%	5.00%
50	13.00%	12.00%	11.00%	10.00%	5.00%
51	13.00%	12.00%	11.00%	10.00%	5.00%
52	13.00%	12.00%	11.00%	10.00%	5.00%
53	13.00%	12.00%	11.00%	10.00%	5.00%
54	13.00%	12.00%	11.00%	10.00%	5.00%
55	13.00%	12.00%	11.00%	10.00%	5.00%
56	13.00%	12.00%	11.00%	10.00%	5.00%
57	13.00%	12.00%	11.00%	10.00%	5.00%
58	13.00%	12.00%	11.00%	10.00%	5.00%
59	13.00%	12.00%	11.00%	10.00%	5.00%
60	13.00%	12.00%	11.00%	10.00%	5.00%
61	13.00%	12.00%	11.00%	10.00%	5.00%
62	13.00%	12.00%	11.00%	10.00%	5.00%
63	13.00%	12.00%	11.00%	10.00%	5.00%
64	13.00%	12.00%	11.00%	10.00%	5.00%
65+	0.00%	0.00%	0.00%	0.00%	0.00%

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Table 4

Disability Rates

Age	Male	Female	Age	Male	Female
15	0.0357%	0.0357%	45	0.1904%	0.2856%
16	0.0357%	0.0357%	46	0.2142%	0.3213%
17	0.0357%	0.0357%	47	0.2499%	0.3570%
18	0.0357%	0.0357%	48	0.2975%	0.3927%
19	0.0357%	0.0357%	49	0.3332%	0.4284%
20	0.0357%	0.0357%	50	0.3927%	0.4760%
21	0.0357%	0.0357%	51	0.4641%	0.5236%
22	0.0357%	0.0357%	52	0.5474%	0.5831%
23	0.0357%	0.0357%	53	0.6307%	0.6426%
24	0.0357%	0.0357%	54	0.7259%	0.7021%
25	0.0357%	0.0357%	55	0.8211%	0.7616%
26	0.0357%	0.0357%	56	0.9163%	0.8211%
27	0.0357%	0.0357%	57	1.0234%	0.8806%
28	0.0357%	0.0476%	58	1.1305%	0.9520%
29	0.0357%	0.0476%	59	1.2495%	1.0115%
30	0.0357%	0.0476%	60	1.3685%	1.0710%
31	0.0357%	0.0595%	61	1.4994%	1.1424%
32	0.0357%	0.0595%	62	1.6422%	1.2019%
33	0.0357%	0.0714%	63	1.7969%	1.2495%
34	0.0357%	0.0714%	64	1.9516%	1.2971%
35	0.0476%	0.0833%	65+	0.0000%	0.0000%
36	0.0476%	0.0952%			
37	0.0595%	0.1071%			
38	0.0714%	0.1190%			
39	0.0833%	0.1428%			
40	0.0952%	0.1547%			
41	0.1071%	0.1785%			
42	0.1190%	0.2023%			
43	0.1428%	0.2261%			
44	0.1666%	0.2618%			

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, Part V—Summary of Plan Provisions

Effective Date	The Retirement Plan of Marathon Oil Company was established in 1936. Amendments adopted or effective by January 1, 2014 are reflected in this valuation.
Eligibility for Participation	Immediate participation.
Normal Retirement Eligibility	Age 65.
Benefit	Frozen service benefit plus cash balance account. The frozen service benefit is converted to a lump sum and added to the cash balance account or the cash balance account is converted to an annuity and added to the frozen service benefit.
Early Retirement Eligibility	Age 50 and 10 years of vesting service.
Benefit	Frozen service benefit reduced 3% per year from age 62 and 4% per year from age 59 plus cash balance account.
Vested Termination Benefits Eligibility	Three years of vesting service (benefits accrued as of January 1, 2002 are 100% vested).
Benefit	Frozen service benefit payable at age 65 (actuarially reduced for early commencement) plus cash balance account.
Disability Benefit Eligibility	Three years of vesting service.
Benefit	Benefit accrued based on service at termination due to disability.

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Preretirement Death Benefit
Eligibility

Earlier of age 65 and three years of vesting service.

Benefit

The frozen service benefit under the lump sum option is equivalent to 100% of the lump sum of the lifetime form of benefit had the employee retired or terminated on the date of his death. The monthly frozen service benefit annuity form of payment shall be the actuarial equivalent value of the lump sum form as described above.

100% of the cash balance account is payable to the beneficiary.

Death After Early Retirement
Eligibility

Death after retirement but prior to age 65.

Benefits

50% of the frozen service benefit amount the member was receiving as a lifetime form of benefit, exclusive of any temporary supplemental benefits.

Death After Vested Termination
Eligibility

Death after vested termination but prior to commencement of benefit.

Benefits

50% of the frozen service benefit to which the member was entitled as a vested terminated employee. if the member is under age 50 at the time of his death, payment of the frozen service benefit to his spouse will be deferred until the time he would have attained age 50.

100% of the cash balance account is payable to the beneficiary.

Normal Form of Annuity
Without Spouse

Life annuity.

With Spouse

Joint and survivor annuity actuarially equivalent to the retirement benefit payable for employee's lifetime. Participant receives reduced lifetime benefit and, in event of participant's death, 50% of reduced benefit continued to surviving spouse.

Optional Forms of Annuity

Life annuity; term certain and life annuity; joint and survivor annuity (25%, 50%, 75% or 100%); lump sum.

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Definitions

Frozen Service Benefit

Monthly benefit payable to a member upon normal retirement equal to [(1) less (2)] times (3):

- (1) 60% of final average pay (average of highest 36 consecutive months of last 10 years of service).
- (2) 50% of the member's Social Security benefit.
- (3) Ratio of actual years of service to 37.5 years, with such ratio not greater than one.

Benefit service under this formula was frozen on December 31, 2009 for all participants. Additionally, final average pay and the Social Security benefit were also frozen on December 31, 2009 for certain highly compensated employees.

Cash Balance Account

Hypothetical accounts established on January 1, 2010 for each participant. Initial account balances are \$0 and accounts are credited with pay and interest credits for each year after 2009.

Pay Credits

A percentage of eligible compensation is credited to each participant's account for each year of participation after 2009 based on the participant's attained points (age plus service). For this purpose, all service is included.

Points	Percentage
Under 50	7.00%
50 to 69	9.00%
70 and over	11.00%

Interest Credits

Interest on the opening balance is credited each year based on the 30-year Treasury rate.

Benefit and Vesting Service

Generally based on elapsed time. Any period of service with an employer commencing on employee's date of hire for vesting service and upon plan participation for benefit service and ending on the date of termination.

Compensation

Total regular annual salary including overtime, bonuses, and commissions.

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Average Monthly Compensation	Average monthly compensation in the 36 highest consecutive calendar months during the last 10 years of participation.
Social Security Benefit	Estimated Social Security benefit assuming no future earnings after termination. Calculated at age 62 for retirement eligible employees, otherwise age 65.
Plan Year	January 1 to December 31.
Actuarial Equivalence Conversion of Frozen Service Benefit to Lump Sum	<p>The greater of the minimum amount required under IRC §417(e)(3) or an amount based on the current interest rate assumption and the RP2000 Combined Healthy Mortality Table weighted 75% male/25% female.</p> <p>The current interest rate assumption is the lesser of the following annuity rates:</p> <ol style="list-style-type: none">(1) The simple average (rounded to the nearest one quarter of one percent) of PBGC immediate rates in effect on the first day of the months April through September of the prior year.(2) The PBGC immediate annuity rate in effect on the first day of the plan year.
Conversion of Cash Balance Account to Monthly Single Life Annuity	Based on the applicable mortality and interest rates under IRC §417(e)(3).
Other Optional Forms	7% and the RP2000 Combined Healthy Mortality Table weighted 75% male/25% female.

Changes in Plan Provisions for the January 1, 2014 Valuation

- An increase in the annual pay limit under IRC section 401(a)(17) from \$255,000 in 2013 to \$260,000 in 2014 and an increase in the IRC section 415 dollar limit for defined benefit plans from \$205,000 in 2013 to \$210,000 in 2014.
- The mortality table used for lump sum calculations changed from the 417(e) table for 2013 to the 417(e) table for 2014.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following assumption changes better reflect anticipated future experience.

- A change in the retirement age assumption for active participants.
- A change in the withdrawal rates for active participants.
- A change in the optional payment form election percentage from 4% electing single life annuity and 96% electing lump sum to:
 - For retirement, 90% assumed to elect lump sum and 10% assumed to elect annuity
 - For terminations prior to retirement, 50% assumed to elect immediate lump sum and 50% assumed to defer, and for those who defer 90% assumed to elect lump sum at age 57 and 10% assumed to elect annuity at age 65.
- A change in the spouse age difference assumption from males being three years older than their spouses to males being two years older than their spouses.
- A change in the percent married assumption from 90% of males and 80% of females having an eligible spouse to 75% of males and 60% of females having an eligible spouse.

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2014

Attained Age	Number of Participants and Average Compensation									
	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	32 \$84,979	44 \$95,311	1							
25-29	35 \$104,040	176 \$106,529	87 \$124,652	2						
30-34	41 \$114,353	153 \$117,134	130 \$122,653	17	1					
35-39	32 \$122,145	86 \$124,244	87 \$138,385	38 \$164,743	16					
40-44	20 \$114,271	66 \$138,768	82 \$161,412	22 \$186,511	30 \$209,786	8				
45-49	16 \$130,508	61 \$150,227	49 \$178,713	30	12	20 \$195,814	43 \$199,840	3		
50-54	17 \$149,214	51 \$150,771	60 \$168,713	33 \$183,214	25 \$191,197	31 \$201,174	52 \$183,531	76	6	
55-59	14 \$168,970	34 \$182,035	58 \$161,366	29 \$162,793	22	12	34 \$140,396	93 \$183,573	59 \$205,172	
60-64	5 \$171,197	27 \$179,953	32	15	7	6	8	11	20 \$193,695	6
65-69	1	5	8	4	3		2	4	1	
70+			1	1			2		1	

N-2.316

Schedule SB Attachment (Form 5500)—2014 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, line 32—Schedule of Amortization Bases

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment
Shortfall	\$ 31,983,048	January 1, 2010	3	\$ 11,184,159
Shortfall	\$ 36,605,606	January 1, 2011	4	\$ 9,830,285
Shortfall	\$ (4,349,944)	January 1, 2012	5	\$ (956,710)
Shortfall	\$ (27,134,939)	January 1, 2013	6	\$ (5,136,416)
Shortfall	\$ 30,354,957	January 1, 2014	7	\$ 5,080,175

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	SWAP COLLATERAL WITH MORGAN STANLEY	Cash Reserve Fund		\$ 423,661	\$ 423,661
	COMMIT TO PUR FNMA SF MTG	Government Securities	2.500% 01/01/2045 DD 01/01/15	\$ 96,484	\$ 97,680
	FNMA POOL #0AM2732	Government Securities	3.370% 03/01/2028 DD 03/01/13	\$ 121,552	\$ 132,842
	FNMA POOL #0AM4444	Government Securities	3.190% 10/01/2025 DD 09/01/13	\$ 297,080	\$ 293,459
	FNMA POOL #0AM4522	Government Securities	3.950% 10/01/2024 DD 10/01/13	\$ 170,914	\$ 183,184
	FNMA POOL #0AM4687	Government Securities	3.700% 12/01/2025 DD 12/01/13	\$ 439,468	\$ 478,752
	FNMA POOL #0AM4789	Government Securities	4.319% 11/01/2030 DD 11/01/13	\$ 402,297	\$ 416,923
	FNMA POOL #0AM4991	Government Securities	3.970% 12/01/2025 DD 12/01/13	\$ 431,816	\$ 469,559
	FNMA POOL #0AM5186	Government Securities	4.240% 01/01/2029 DD 01/01/14	\$ 161,458	\$ 177,103
	FNMA POOL #0AM5447	Government Securities	4.195% 03/01/2030 DD 03/01/14	\$ 240,346	\$ 249,671
	FNMA POOL #0AM5677	Government Securities	3.461% 07/01/2026 DD 07/01/14	\$ 259,582	\$ 267,793
	FNMA POOL #0AM6492	Government Securities	3.760% 08/01/2034 DD 08/01/14	\$ 231,926	\$ 245,117
	FNMA POOL #0AM6501	Government Securities	3.320% 08/01/2026 DD 08/01/14	\$ 403,406	\$ 417,580
	FNMA POOL #0AM6667	Government Securities	3.390% 09/01/2026 DD 09/01/14	\$ 219,441	\$ 227,865
	FNMA POOL #0AM6756	Government Securities	3.570% 10/01/2029 DD 10/01/14	\$ 101,494	\$ 104,961
	FNMA POOL #0AM6760	Government Securities	3.570% 10/01/2029 DD 10/01/14	\$ 101,494	\$ 104,961
	FNMA POOL #0AM6761	Government Securities	3.570% 10/01/2029 DD 10/01/14	\$ 304,996	\$ 314,883
	FNMA POOL #0AM6835	Government Securities	3.580% 10/01/2029 DD 10/01/14	\$ 119,813	\$ 123,981
	FNMA POOL #0AM6851	Government Securities	3.430% 10/01/2026 DD 10/01/14	\$ 303,281	\$ 313,140
	FNMA POOL #0AM6958	Government Securities	3.550% 10/01/2026 DD 10/01/14	\$ 203,651	\$ 211,825
	FNMA POOL #0AM6988	Government Securities	3.180% 12/01/2026 DD 12/01/14	\$ 642,200	\$ 656,787
	FNMA POOL #0AM7016	Government Securities	3.470% 10/01/2029 DD 10/01/14	\$ 740,463	\$ 768,682
	FNMA POOL #0AM7199	Government Securities	3.300% 11/01/2026 DD 11/01/14	\$ 563,492	\$ 569,520
	FNMA POOL #0AM7201	Government Securities	3.310% 12/01/2026 DD 12/01/14	\$ 561,344	\$ 573,452
	FNMA POOL #0AM7252	Government Securities	3.110% 11/01/2026 DD 11/01/14	\$ 109,923	\$ 111,833
	FNMA POOL #0AM7356	Government Securities	3.380% 12/01/2029 DD 12/01/14	\$ 215,403	\$ 224,176
	FNMA POOL #0AM7357	Government Securities	3.380% 12/01/2029 DD 12/01/14	\$ 525,984	\$ 546,273
	FNMA POOL #0AM7358	Government Securities	3.380% 12/01/2029 DD 12/01/14	\$ 375,703	\$ 390,195

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	FNMA POOL #0AM7359	Government Securities	3.380% 12/01/2029 DD 12/01/14	\$ 245,459	\$ 255,457
	FNMA POOL #0AM7360	Government Securities	3.380% 12/01/2029 DD 12/01/14	\$ 270,506	\$ 280,940
	FNMA POOL #0AM7440	Government Securities	3.530% 12/01/2026 DD 12/01/14	\$ 129,531	\$ 132,475
	FNMA POOL #0AM7493	Government Securities	3.240% 12/01/2026 DD 12/01/14	\$ 161,375	\$ 165,069
	FNMA POOL #0AM7505	Government Securities	3.220% 12/01/2026 DD 12/01/14	\$ 480,047	\$ 489,288
	FNMA POOL #0AM7596	Government Securities	3.160% 01/01/2027 DD 01/01/15	\$ 526,641	\$ 533,862
	FNMA POOL #0AQ8653	Government Securities	2.500% 12/01/2042 DD 12/01/12	\$ 252,768	\$ 272,734
	FNMA POOL #0AT0238	Government Securities	2.500% 03/01/2043 DD 03/01/13	\$ 338,247	\$ 364,936
	FNMA POOL #0AR9188	Government Securities	2.500% 03/01/2043 DD 03/01/13	\$ 2,562,233	\$ 2,764,492
	FNMA POOL #0AS0299	Government Securities	2.500% 08/01/2043 DD 07/01/13	\$ 526,554	\$ 568,137
	FNMA POOL #0AB9136	Government Securities	2.500% 04/01/2043 DD 03/01/13	\$ 1,706,810	\$ 1,841,601
	U S TREASURY BOND	Government Securities	3.125% 11/15/2041 DD 11/15/11	\$ 1,464,056	\$ 1,829,278
	U S TREASURY BOND	Government Securities	3.000% 05/15/2042 DD 05/15/12	\$ 5,157,329	\$ 6,464,204
	U S TREASURY BOND	Government Securities	2.750% 11/15/2042 DD 11/15/12	\$ 4,028,260	\$ 5,089,803
	U S TREASURY BOND	Government Securities	2.875% 05/15/2043 DD 05/15/13	\$ 3,059,524	\$ 3,861,108
	U S TREASURY BONDS	Government Securities	3.625% 08/15/2043 DD 08/15/13	\$ 141,657	\$ 176,403
	U S TREASURY BONDS	Government Securities	3.750% 11/15/2043 DD 11/15/13	\$ 208,250	\$ 240,422
	U S TREASURY BONDS	Government Securities	3.625% 02/15/2044 DD 02/15/14	\$ 1,027,734	\$ 1,176,800
	U S TREASURY BOND	Government Securities	3.375% 05/15/2044 DD 05/15/14	\$ 717,037	\$ 816,191
	U S TREASURY BOND	Government Securities	3.125% 08/15/2044 DD 08/15/14	\$ 1,178,838	\$ 1,238,044
	US TREAS-CPI INFLAT	Government Securities	0.125% 04/15/2019 DD 04/15/14	\$ 4,057,073	\$ 4,058,921
	GLEN OAKS APTS DUS 99Z035HS1	Government Securities	3.310% 01/01/2027 DD 01/01/15	\$ 327,133	\$ 326,830
	PIONEER CREEK DUS 99Z035P03	Government Securities	3.260% 01/01/2027 DD 01/01/15	\$ 229,852	\$ 230,063
	CREST OAK APTS DUS 99Z035WI6	Government Securities	3.230% 02/01/2027 DD 02/01/15	\$ 112,234	\$ 112,234
	BPCE SA	Corporate Bonds	5.150% 07/21/2024	\$ 384,758	\$ 386,427
	GRUPO BIMBO SAB DE CV	Private Placements	4.875% 06/27/2044	\$ 399,000	\$ 402,400
	ECOPETROL SA	Corporate Bonds	4.125% 01/16/2025	\$ 133,088	\$ 128,250
	PETROLEOS MEXICANOS	Private Placements	5.500% 06/27/2044	\$ 560,423	\$ 561,000

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	VALE OVERSEAS LTD	Corporate Bonds	6.875% 11/21/2036	\$ 503,482	\$ 511,282
	PETROLEOS MEXICANOS	Corporate Bonds	6.500% 06/02/2041	\$ 418,000	\$ 459,000
	PETROLEOS MEXICANOS	Corporate Bonds	5.500% 06/27/2044	\$ 409,000	\$ 408,000
	CNOOC FINANCE 2013 LTD	Corporate Bonds	3.000% 05/09/2023	\$ 299,468	\$ 307,582
	GRUPO TELEvisa SAB	Corporate Bonds	8.500% 03/11/2032	\$ 497,400	\$ 553,171
	PROLOGIS LP	Corporate Bonds	6.625% 12/01/2019 DD 11/20/09	\$ 323,147	\$ 322,746
	TIME WARNER INC	Corporate Bonds	7.625% 04/15/2031 DD 04/19/01	\$ 1,328,849	\$ 1,463,792
	AON PLC	Corporate Bonds	4.600% 06/14/2044 DD 05/28/14	\$ 409,780	\$ 425,773
	ACTAVIS FUNDING SCS	Corporate Bonds	3.850% 06/15/2024 DD 06/19/14	\$ 249,459	\$ 251,278
	AETNA INC	Corporate Bonds	4.125% 11/15/2042 DD 11/07/12	\$ 249,267	\$ 286,362
	AGRIUM INC	Other	7.125% 05/23/2036 DD 05/24/06	\$ 383,373	\$ 422,932
	ALLSTATE CORP	Corporate Bonds	VAR RT 08/15/2053 DD 08/08/13	\$ 201,500	\$ 210,750
	ALTRIA GROUP INC	Corporate Bonds	9.950% 11/10/2038 DD 11/10/08	\$ 245,589	\$ 275,415
	ALTRIA GROUP INC	Corporate Bonds	10.200% 02/06/2039 DD 02/06/09	\$ 101,414	\$ 113,174
	AMAZON.COM INC	Corporate Bonds	4.950% 12/05/2044 DD 12/05/14	\$ 334,002	\$ 351,223
	HESS CORP	Corporate Bonds	7.875% 10/01/2029 DD 10/01/99	\$ 700,915	\$ 703,797
	HESS CORP	Corporate Bonds	7.300% 08/15/2031 DD 08/15/01	\$ 213,722	\$ 217,420
	AMERICAN INTERNATIONAL GROUP I	Corporate Bonds	VAR RT 05/15/2068 DD 05/15/09	\$ 401,500	\$ 440,375
	AMERICAN INTL GROUP	Corporate Bonds	4.500% 07/16/2044 DD 07/16/14	\$ 472,320	\$ 501,842
	AMGEN INC	Corporate Bonds	5.150% 11/15/2041 DD 11/10/11	\$ 543,705	\$ 591,754
	ANADARKO PETROLEUM CORP	Corporate Bonds	7.950% 06/15/2039 DD 06/12/09	\$ 922,278	\$ 953,043
	ANADARKO PETROLEUM CORP	Corporate Bonds	4.500% 07/15/2044 DD 07/07/14	\$ 70,981	\$ 72,786
	BPCE SA 144A	Private Placements	5.150% 07/21/2024 DD 01/21/14	\$ 598,890	\$ 618,282
	BANK OF AMERICA CORP	Corporate Bonds	5.000% 01/21/2044 DD 01/21/14	\$ 103,785	\$ 111,982
	BANK OF AMERICA CORP	Corporate Bonds	4.200% 08/26/2024 DD 08/26/14	\$ 214,843	\$ 219,025
	BARCLAYS PLC	Corporate Bonds	4.375% 09/11/2024 DD 09/11/14	\$ 379,422	\$ 366,206
	BARRICK NORTH AMERICA FINANCE	Corporate Bonds	4.400% 05/30/2021 DD 06/01/11	\$ 101,573	\$ 100,975
	BARRICK NORTH AMERICA FINANCE	Corporate Bonds	5.700% 05/30/2041 DD 06/01/11	\$ 257,110	\$ 245,448

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	BRANDYWINE OPERATING PARTNERSH	Corporate Bonds	3.950% 02/15/2023 DD 12/18/12	\$ 431,195	\$ 463,910
	BRITISH SKY BROADCASTING 144A	Private Placements	3.750% 09/16/2024 DD 09/16/14	\$ 403,461	\$ 407,479
	CDS CORP	Corporate Bonds	4.900% 08/15/2044 DD 08/19/14	\$ 202,210	\$ 208,169
	CF INDUSTRIES INC	Corporate Bonds	4.950% 06/01/2043 DD 05/23/13	\$ 323,089	\$ 353,878
	CF INDUSTRIES INC	Corporate Bonds	5.375% 03/15/2044 DD 03/11/14	\$ 244,383	\$ 264,328
	CIGNA CORP	Corporate Bonds	5.375% 02/15/2042 DD 11/10/11	\$ 218,337	\$ 248,340
	CMS ENERGY CORP	Corporate Bonds	4.700% 03/31/2043 DD 03/22/13	\$ 253,755	\$ 266,433
	COMMERCIAL MORTGAGE PAS CR9 A4	Corporate Bonds	VAR RT 07/10/2045 DD 07/01/13	\$ 394,910	\$ 406,393
	CSX CORP	Corporate Bonds	6.150% 05/01/2037 DD 04/25/07	\$ 223,314	\$ 258,680
	CSX CORP	Corporate Bonds	6.220% 04/30/2040 DD 03/24/10	\$ 401,320	\$ 462,416
	CSX CORP	Corporate Bonds	4.400% 03/01/2043 DD 02/28/12	\$ 600,399	\$ 697,872
	CANADIAN NATURAL RESOURCES LTD	Corporate Bonds	6.250% 03/15/2038 DD 03/19/07	\$ 700,710	\$ 678,436
	CANADIAN PACIFIC RAILWAY LTD	Corporate Bonds	5.750% 01/15/2042 DD 12/01/11	\$ 268,818	\$ 320,618
	CARDINAL HEALTH INC	Corporate Bonds	4.500% 11/15/2044 DD 11/19/14	\$ 314,976	\$ 329,488
	CELGENE CORP	Corporate Bonds	4.625% 05/15/2044 DD 05/15/14	\$ 907,371	\$ 943,916
	CENOVUS ENERGY INC	Corporate Bonds	6.750% 11/15/2039 DD 05/15/10	\$ 391,624	\$ 370,243
	CITIGROUP INC	Corporate Bonds	6.000% 10/31/2033 DD 10/30/03	\$ 184,490	\$ 206,505
	CITIGROUP INC	Corporate Bonds	6.125% 08/25/2036 DD 08/25/06	\$ 1,226,096	\$ 1,370,881
	CITIGROUP INC	Corporate Bonds	3.500% 05/15/2023 DD 05/14/13	\$ 237,606	\$ 248,240
	CITIGROUP INC	Corporate Bonds	6.675% 09/13/2043 DD 09/13/13	\$ 362,448	\$ 407,311
	CITIGROUP INC	Corporate Bonds	5.300% 05/06/2044 DD 05/06/14	\$ 263,613	\$ 279,396
	CITIGROUP COMMERCIAL M GC19 A4	Corporate Bonds	4.023% 03/10/2047 DD 03/01/14	\$ 269,819	\$ 278,489
	COX COMMUNICATIONS INC	Private Placements	6.950% 06/01/2038 DD 06/05/08	\$ 393,364	\$ 472,418
	COX COMMUNICATIONS INC 144A	Private Placements	8.375% 03/01/2039 DD 02/20/09	\$ 48,511	\$ 57,026
	DCP MIDSTREAM LLC 144A	Private Placements	6.750% 09/15/2037 DD 09/17/07	\$ 240,386	\$ 244,404
	DEUTSCHE BANK AG	Corporate Bonds	VAR RT 05/24/2028 DD 05/24/13	\$ 366,659	\$ 391,202
	DEUTSCHE TELEKOM INTERNATIONAL	Corporate Bonds	VAR RT 06/15/2030 DD 07/06/00	\$ 923,520	\$ 960,154
	DEVON ENERGY CORP	Corporate Bonds	4.750% 05/15/2042 DD 05/14/12	\$ 319,922	\$ 347,305

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	DEVON ENERGY CORP	Corporate Bonds	7.950% 04/15/2032 DD 03/25/02	\$ 97,610	\$ 103,384
	DIRECTV HOLDINGS LLC / DIRECTV	Corporate Bonds	6.000% 08/15/2040 DD 08/17/10	\$ 86,589	\$ 84,059
	DIRECTV HOLDINGS LLC / DIRECTV	Corporate Bonds	5.150% 03/15/2042 DD 03/08/12	\$ 534,369	\$ 614,849
	DOMINION RESOURCES INC/VA	Corporate Bonds	4.050% 09/15/2042 DD 09/13/12	\$ 729,151	\$ 829,124
	DOMINION RESOURCES INC	Corporate Bonds	4.700% 12/01/2044 DD 11/25/14	\$ 323,804	\$ 345,859
	DOW CHEMICAL CO/THE	Corporate Bonds	9.400% 05/15/2039 DD 05/13/09	\$ 246,495	\$ 267,717
	DCP MIDSTREAM LLC	Private Placements	6.450% 11/03/2036 DD 10/27/06	\$ 254,638	\$ 261,673
	ERAC USA FINANCE LLC 144A	Private Placements	7.000% 10/15/2037 DD 10/17/07	\$ 414,197	\$ 471,664
	ENABLE MIDSTREAM PARTNER 144A	Private Placements	5.000% 05/15/2044 DD 05/27/14	\$ 194,973	\$ 183,686
	ENBRIDGE INC	Corporate Bonds	4.500% 06/10/2044 DD 06/04/14	\$ 233,809	\$ 202,890
	ENCANA CORP	Other	6.625% 08/15/2037 DD 08/13/07	\$ 525,350	\$ 517,304
	ENERGY TRANSFER PARTNERS LP	Corporate Bonds	7.500% 07/01/2038 DD 03/28/08	\$ 971,238	\$ 1,023,932
	ENERGY TRANSFER PARTNERS LP	Corporate Bonds	5.150% 02/01/2043 DD 01/22/13	\$ 121,151	\$ 123,704
	ENTERPRISE PRODUCTS OPERATING	Corporate Bonds	4.450% 02/15/2043 DD 08/13/12	\$ 373,644	\$ 417,928
	ENTERPRISE PRODUCTS OPERATING	Corporate Bonds	5.100% 02/15/2045 DD 02/12/14	\$ 333,248	\$ 344,061
	ENTERPRISE PRODUCTS OPER	Corporate Bonds	4.950% 10/15/2054 DD 10/14/14	\$ 147,534	\$ 153,531
	EXPRESS SCRIPTS HOLDING CO	Corporate Bonds	6.125% 11/15/2041 DD 11/15/12	\$ 370,841	\$ 409,468
	FEDEX CORP	Corporate Bonds	5.100% 01/15/2044 DD 01/09/14	\$ 649,644	\$ 750,536
	FIFTH THIRD BANCORP	Corporate Bonds	8.250% 03/01/2038 DD 03/04/08	\$ 399,417	\$ 450,654
	FORD MOTOR CO	Corporate Bonds	6.625% 10/01/2028 DD 09/30/98	\$ 56,136	\$ 61,409
	FORD MOTOR CREDIT CO LLC	Corporate Bonds	3.664% 09/08/2024 DD 09/08/14	\$ 425,000	\$ 425,850
	FREEPORT-MCMORAN COPPER & GOLD	Corporate Bonds	5.450% 03/15/2043 DD 09/15/13	\$ 271,895	\$ 260,032
	FREEPORT-MCMORAN INC	Corporate Bonds	5.400% 11/14/2034 DD 11/14/14	\$ 298,548	\$ 292,470
	GENERAL MOTORS CO	Corporate Bonds	6.250% 10/02/2043 DD 04/02/14	\$ 503,794	\$ 579,381
	GENERAL MOTORS CO	Corporate Bonds	5.200% 04/01/2045 DD 11/12/14	\$ 168,752	\$ 179,350
	GLENCORE FUNDING LLC 144A	Private Placements	4.625% 04/29/2024 DD 04/29/14	\$ 205,254	\$ 200,960
	GOLDMAN SACHS GROUP INC	Corporate Bonds	4.800% 07/08/2044 DD 07/08/14	\$ 149,319	\$ 160,662
	HCP INC	Corporate Bonds	6.750% 02/01/2041 DD 01/24/11	\$ 384,693	\$ 441,155

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	HARTFORD FINANCIAL SERVICES GR	Corporate Bonds	5.950% 10/15/2036 DD 10/03/06	\$ 243,586	\$ 270,420
	HARTFORD FINANCIAL SERVICES GR	Corporate Bonds	6.625% 04/15/2042 DD 04/05/12	\$ 168,305	\$ 192,937
	HEALTH CARE REIT INC	Corporate Bonds	6.500% 03/15/2041 DD 03/14/11	\$ 416,464	\$ 492,780
	HEALTH CARE REIT INC	Corporate Bonds	3.750% 03/15/2023 DD 12/06/12	\$ 164,490	\$ 176,510
	HESS CORP	Corporate Bonds	5.600% 02/15/2041 DD 08/10/10	\$ 58,243	\$ 53,617
	HUMANA INC	Corporate Bonds	4.950% 10/01/2044 DD 09/19/14	\$ 442,855	\$ 473,169
	INTERNATIONAL LEASE FINAN 144A	Private Placements	7.125% 09/01/2018 DD 08/20/10	\$ 466,960	\$ 448,000
	INTERNATIONAL PAPER CO	Corporate Bonds	6.000% 11/15/2041 DD 11/16/11	\$ 217,192	\$ 234,146
	INTERNATIONAL PAPER CO	Corporate Bonds	4.800% 06/15/2044 DD 06/10/14	\$ 348,177	\$ 357,420
	INTESA SANPAOLO SPA	Corporate Bonds	5.250% 01/12/2024 DD 01/14/14	\$ 342,751	\$ 373,739
	JPMORGAN CHASE & CO	Corporate Bonds	5.625% 08/16/2043 DD 08/21/13	\$ 510,440	\$ 558,192
	JPMORGAN CHASE & CO	Corporate Bonds	3.875% 09/10/2024 DD 09/10/14	\$ 213,871	\$ 215,183
	JP MORGAN CHASE CO WLDN A 144A	Private Placements	3.905% 05/05/2030 DD 05/01/12	\$ 312,120	\$ 318,810
	KANSAS CITY SOUTHERN RAILWAY C	Corporate Bonds	VAR RT 05/15/2043 DD 05/15/14	\$ 585,242	\$ 612,198
	KINDER MORGAN ENERGY PARTNERS	Corporate Bonds	6.950% 01/15/2038 DD 06/21/07	\$ 350,384	\$ 352,010
	KINDER MORGAN ENERGY PARTNERS	Corporate Bonds	5.000% 08/15/2042 DD 08/13/12	\$ 394,419	\$ 403,907
	KINDER MORGAN INC/DELAWA	Corporate Bonds	4.300% 06/01/2025 DD 11/26/14	\$ 353,573	\$ 355,167
	KINDER MORGAN INC/DELAWA	Corporate Bonds	5.550% 06/01/2045 DD 11/26/14	\$ 373,736	\$ 384,086
	MONDELEZ INTERNATIONAL INC	Corporate Bonds	6.500% 02/09/2040 DD 02/08/10	\$ 291,150	\$ 299,864
	KRAFT FOODS GROUP INC	Corporate Bonds	5.000% 06/04/2042 DD 12/04/12	\$ 108,437	\$ 121,088
	KRAFT FOODS GROUP INC	Corporate Bonds	6.500% 02/09/2040 DD 08/09/12	\$ 69,972	\$ 77,122
	KRAFT FOODS GROUP INC	Corporate Bonds	6.875% 01/26/2039 DD 07/26/12	\$ 249,657	\$ 270,961
	KROGER CO/THE	Corporate Bonds	5.150% 08/01/2043 DD 07/25/13	\$ 273,140	\$ 318,794
	LYB INTL FINANCE BV	Corporate Bonds	4.875% 03/15/2044 DD 02/28/14	\$ 168,013	\$ 174,889
	LIBERTY PROPERTY LP	Corporate Bonds	4.125% 06/15/2022 DD 06/11/12	\$ 93,504	\$ 98,480
	LIBERTY PROPERTY LP	Corporate Bonds	3.375% 06/15/2023 DD 12/10/12	\$ 104,665	\$ 112,115
	LIBERTY PROPERTY LP	Corporate Bonds	4.400% 02/15/2024 DD 09/27/13	\$ 284,754	\$ 304,254
	MARSH & MCLENNAN COS INC	Corporate Bonds	3.500% 03/10/2025 DD 09/10/14	\$ 284,115	\$ 286,813

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	MCKESSON CORP	Corporate Bonds	4.883% 03/15/2044 DD 03/10/14	\$ 239,284	\$ 258,869
	MERRILL LYNCH & CO INC	Corporate Bonds	6.110% 01/29/2037 DD 01/29/07	\$ 296,579	\$ 324,706
	MERRILL LYNCH & CO INC	Corporate Bonds	7.750% 05/14/2038 DD 05/14/08	\$ 1,530,185	\$ 1,659,453
	MIDAMERICAN ENERGY HOLDINGS CO	Corporate Bonds	6.125% 04/01/2036 DD 10/01/06	\$ 1,039,629	\$ 1,130,697
	MIDAMERICAN ENERGY HOLDINGS CO	Corporate Bonds	5.150% 11/15/2043 DD 11/08/13	\$ 908,390	\$ 1,001,404
	MOLSON COORS BREWING CO	Corporate Bonds	5.000% 05/01/2042 DD 05/03/12	\$ 342,458	\$ 379,915
	MONSANTO CO	Corporate Bonds	4.400% 07/15/2044 DD 07/01/14	\$ 208,335	\$ 217,883
	MORGAN STANLEY	Corporate Bonds	7.250% 04/01/2032 DD 04/03/02	\$ 154,698	\$ 171,128
	MORGAN STANLEY	Corporate Bonds	5.000% 11/24/2025 DD 11/22/13	\$ 587,253	\$ 602,923
	MORGAN STANLEY	Corporate Bonds	4.350% 09/08/2026 DD 09/08/14	\$ 423,424	\$ 427,542
	MORGAN STANLEY	Corporate Bonds	6.375% 07/24/2042 DD 07/24/12	\$ 227,773	\$ 245,686
	MORGAN STANLEY	Corporate Bonds	4.875% 11/01/2022 DD 10/23/12	\$ 117,721	\$ 122,139
	MORGAN STANLEY	Corporate Bonds	3.700% 10/23/2024 DD 10/23/14	\$ 454,208	\$ 461,197
	NEWMONT MINING CORP	Corporate Bonds	4.875% 03/15/2042 DD 03/08/12	\$ 242,020	\$ 239,522
	NEWS AMERICA INC	Corporate Bonds	6.200% 12/15/2034 DD 12/03/04	\$ 885,576	\$ 1,021,512
	NEWS AMERICA INC	Corporate Bonds	7.850% 03/01/2039 DD 02/13/09	\$ 320,345	\$ 370,828
	NEWS AMERICA INC	Corporate Bonds	6.150% 02/15/2041 DD 08/15/11	\$ 169,181	\$ 190,898
	NISOURCE FINANCE CORP	Corporate Bonds	5.250% 02/15/2043 DD 06/14/12	\$ 97,184	\$ 114,633
	NISOURCE FINANCE CORP	Corporate Bonds	4.800% 02/15/2044 DD 04/12/13	\$ 323,089	\$ 378,231
	NISOURCE FINANCE CORP	Corporate Bonds	5.650% 02/01/2045 DD 10/10/13	\$ 251,595	\$ 269,341
	NORFOLK SOUTHERN CORP	Corporate Bonds	4.800% 08/15/2043 DD 08/13/13	\$ 508,716	\$ 578,942
	ONCOR ELECTRIC DELIVERY CO LLC	Corporate Bonds	7.250% 01/15/2033 DD 07/15/03	\$ 565,362	\$ 649,355
	PACIFIC GAS & ELECTRIC CO	Corporate Bonds	6.050% 03/01/2034 DD 03/23/04	\$ 732,064	\$ 810,965
	PETRO-CANADA	Other	6.800% 05/15/2038 DD 05/15/08	\$ 239,372	\$ 252,648
	PETROBRAS GLOBAL FINANCE BV	Corporate Bonds	5.625% 05/20/2043 DD 05/20/13	\$ 167,344	\$ 167,126
	PETROBRAS GLOBAL FINANCE	Corporate Bonds	7.250% 03/17/2044 DD 03/17/14	\$ 216,626	\$ 197,500
	PROGRESS ENERGY INC	Corporate Bonds	7.750% 03/01/2031 DD 02/22/01	\$ 676,074	\$ 760,279
	PROGRESS ENERGY INC	Corporate Bonds	7.000% 10/30/2031 DD 10/30/01	\$ 392,629	\$ 446,638

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	PROGRESS ENERGY INC	Corporate Bonds	6.000% 12/01/2039 DD 11/19/09	\$ 400,123	\$ 419,838
	PRUDENTIAL FINANCIAL INC	Corporate Bonds	5.700% 12/14/2036 DD 12/14/06	\$ 268,558	\$ 297,175
	PRUDENTIAL FINANCIAL INC	Corporate Bonds	6.625% 12/01/2037 DD 12/03/07	\$ 209,846	\$ 230,960
	REALTY INCOME CORP	Corporate Bonds	6.750% 08/15/2019 DD 09/05/07	\$ 321,943	\$ 323,939
	REALTY INCOME CORP	Corporate Bonds	3.250% 10/15/2022 DD 10/10/12	\$ 279,124	\$ 300,678
	REPUBLIC SERVICES INC	Corporate Bonds	6.200% 03/01/2040 DD 03/04/10	\$ 510,759	\$ 581,801
	REYNOLDS AMERICAN INC	Corporate Bonds	7.250% 06/15/2037 DD 06/21/07	\$ 316,162	\$ 346,810
	REYNOLDS AMERICAN INC	Corporate Bonds	4.750% 11/01/2042 DD 10/31/12	\$ 88,882	\$ 97,055
	SBA TOWER TRUST 144A	Private Placements	3.598% 04/15/2043 DD 04/18/13	\$ 263,920	\$ 270,662
	SEMPRA ENERGY	Corporate Bonds	6.000% 10/15/2039 DD 10/08/09	\$ 439,384	\$ 494,164
	SOUTHERN POWER CO	Corporate Bonds	5.150% 09/15/2041 DD 09/22/11	\$ 562,919	\$ 667,684
	SUMITOMO MITSUI FINANCIA 144A	Private Placements	4.436% 04/02/2024 DD 04/02/14	\$ 475,000	\$ 491,810
	SUNOCO LOGISTICS PARTNER	Corporate Bonds	5.300% 04/01/2044 DD 04/03/14	\$ 294,516	\$ 297,345
	SUNOCO LOGISTICS PARTNER	Corporate Bonds	5.350% 05/15/2045 DD 11/17/14	\$ 397,324	\$ 404,428
	SYMPHONY CLO LTD 15A A 144A	Private Placements	VAR RT 10/17/2026 DD 11/17/14	\$ 674,900	\$ 675,350
	TELEFONICA EUROPE BV	Corporate Bonds	8.250% 09/15/2030 DD 09/21/00	\$ 267,941	\$ 312,768
	TIME WARNER INC	Corporate Bonds	6.500% 11/15/2036 DD 11/13/06	\$ 621,434	\$ 699,694
	TIME WARNER INC	Corporate Bonds	5.350% 12/15/2043 DD 12/16/13	\$ 365,279	\$ 391,844
	TIME WARNER CABLE INC	Corporate Bonds	7.300% 07/01/2038 DD 06/19/08	\$ 398,872	\$ 551,540
	TIME WARNER CABLE INC	Corporate Bonds	5.875% 11/15/2040 DD 11/15/10	\$ 207,612	\$ 286,166
	TIME WARNER CABLE INC	Corporate Bonds	5.500% 09/01/2041 DD 09/12/11	\$ 705,812	\$ 877,250
	VENTAS REALTY LP / VENTAS CAPI	Corporate Bonds	4.250% 03/01/2022 DD 02/10/12	\$ 75,472	\$ 78,804
	VENTAS REALTY LP	Corporate Bonds	5.700% 09/30/2043 DD 09/26/13	\$ 250,802	\$ 293,912
	VERIZON COMMUNICATIONS INC	Corporate Bonds	6.400% 02/15/2038 DD 02/12/08	\$ 112,297	\$ 123,386
	VERIZON COMMUNICATIONS INC	Corporate Bonds	6.900% 04/15/2038 DD 04/04/08	\$ 297,518	\$ 327,498
	VERIZON COMMUNICATIONS INC	Corporate Bonds	6.000% 04/01/2041 DD 03/28/11	\$ 845,406	\$ 907,545
	VERIZON COMMUNICATIONS INC	Corporate Bonds	6.400% 09/15/2033 DD 09/18/13	\$ 646,311	\$ 686,101
	VERIZON COMMUNICATIONS INC	Corporate Bonds	6.550% 09/15/2043 DD 09/18/13	\$ 1,230,161	\$ 1,324,709

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	VERIZON COMMUNICATIONS	Corporate Bonds	5.050% 03/15/2034 DD 03/17/14	\$ 450,602	\$ 453,360
	VERIZON COMMUNICATIONS IN 144A	Private Placements	4.862% 08/21/2046 DD 08/21/14	\$ 1,764,206	\$ 1,880,858
	VERIZON COMMUNICATIONS IN 144A	Private Placements	5.012% 08/21/2054 DD 08/21/14	\$ 489,091	\$ 579,348
	VERIZON COMMUNICATIONS	Corporate Bonds	4.400% 11/01/2034 DD 10/29/14	\$ 864,963	\$ 869,733
	VIACOM INC	Corporate Bonds	4.500% 02/27/2042 DD 02/28/12	\$ 98,115	\$ 112,116
	VIACOM INC	Corporate Bonds	4.375% 03/15/2043 DD 03/15/13	\$ 78,977	\$ 82,872
	VIACOM INC	Corporate Bonds	5.850% 09/01/2043 DD 08/19/13	\$ 247,037	\$ 261,336
	VIACOM INC	Corporate Bonds	5.250% 04/01/2044 DD 03/11/14	\$ 292,997	\$ 306,669
	WASTE MANAGEMENT INC	Corporate Bonds	7.750% 05/15/2032 DD 11/15/02	\$ 130,282	\$ 145,712
	ACTAVIS INC	Corporate Bonds	4.625% 10/01/2042 DD 10/02/12	\$ 173,795	\$ 186,187
	WELLPOINT INC	Corporate Bonds	6.375% 06/15/2037 DD 06/08/07	\$ 604,799	\$ 687,887
	WELLPOINT INC	Corporate Bonds	4.650% 01/15/2043 DD 09/10/12	\$ 366,027	\$ 405,896
	WF-RBS COMMERCIAL MORT LC14 A5	Corporate Bonds	4.045% 03/15/2047 DD 02/01/14	\$ 331,611	\$ 339,025
	WILLIAMS PARTNERS LP	Corporate Bonds	6.300% 04/15/2040 DD 02/09/10	\$ 349,281	\$ 363,568
	WILLIAMS PARTNERS LP	Corporate Bonds	4.900% 01/15/2045 DD 06/27/14	\$ 322,531	\$ 304,382
	XSTRATA FINANCE CANADA LT 144A	Private Placements	VAR RT 10/25/2042 DD 10/25/12	\$ 25,168	\$ 25,226
	AMMC CDO 14A A1L 144A	Private Placements	VAR RT 07/27/2026 DD 07/11/14	\$ 503,960	\$ 500,519
	AT&T INC	Corporate Bonds	5.550% 08/15/2041 DD 08/18/11	\$ 421,393	\$ 440,149
	AT&T INC	Corporate Bonds	4.300% 12/15/2042 DD 06/15/13	\$ 356,261	\$ 399,298
	AT&T INC	Corporate Bonds	4.350% 06/15/2045 DD 06/15/13	\$ 378,868	\$ 410,096
	AT&T INC	Corporate Bonds	4.800% 06/15/2044 DD 06/10/14	\$ 398,544	\$ 407,584
	ALABAMA POWER CO	Corporate Bonds	4.100% 01/15/2042 DD 01/18/12	\$ 178,692	\$ 206,794
	AMGEN INC	Corporate Bonds	6.375% 06/01/2037 DD 12/01/07	\$ 860,145	\$ 943,988
	ANHEUSER-BUSCH INBEV WORLDWIDE	Corporate Bonds	8.200% 01/15/2039 DD 01/15/11	\$ 989,093	\$ 1,042,079
	APACHE CORP	Corporate Bonds	4.750% 04/15/2043 DD 04/09/12	\$ 120,336	\$ 107,846
	APACHE CORP	Corporate Bonds	4.250% 01/15/2044 DD 12/03/12	\$ 82,048	\$ 74,285
	APIDOS CDO 13-16A A1 144A	Private Placements	VAR RT 01/19/2025 DD 01/09/14	\$ 334,900	\$ 334,688
	APPLE INC	Corporate Bonds	3.850% 05/04/2043 DD 05/03/13	\$ 474,443	\$ 525,378

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	APPLEINC	Corporate Bonds	4.450% 05/06/2044 DD 05/06/14	\$ 169,080	\$ 187,335
	ASTRAZENECA PLC	Corporate Bonds	6.450% 09/15/2037 DD 09/12/07	\$ 149,263	\$ 168,438
	AT&T INC	Corporate Bonds	5.350% 09/01/2040 DD 03/01/11	\$ 157,616	\$ 157,009
	ATLAS SENIOR LN FD 14-6A A 144	Private Placements	VAR RT 10/15/2026 DD 09/25/14	\$ 469,765	\$ 466,490
	ATRIUM CDO CORP 7AR AR 144A	Private Placements	VAR RT 11/16/2022 DD 08/18/14	\$ 460,000	\$ 460,000
	AVENTURA MALL TRUST AVM A 144A	Private Placements	VAR RT 12/05/2032 DD 12/01/13	\$ 302,487	\$ 313,092
	BB-UBS TRUST 2012- SHOW A 144A	Private Placements	3.430% 11/05/2036 DD 11/01/12	\$ 109,986	\$ 122,099
	BHP BILLITON FINANCE USA LTD	Corporate Bonds	5.000% 09/30/2043 DD 09/30/13	\$ 515,461	\$ 566,760
	BANC OF AMERICA COMMERCIA 4 A4	Corporate Bonds	VAR RT 02/10/2051 DD 11/01/07	\$ 124,518	\$ 122,903
	BANK OF AMERICA CORP	Corporate Bonds	4.875% 04/01/2044 DD 04/01/14	\$ 184,321	\$ 198,862
	BEAR STEARNS COMMERCIAL T26 A4	Corporate Bonds	VAR RT 01/12/2045 DD 04/01/07	\$ 137,343	\$ 132,772
	BEAR STEARNS COMMERCIA PW16 A4	Corporate Bonds	VAR RT 06/11/2040 DD 06/01/07	\$ 235,500	\$ 226,506
	BERKSHIRE HATHAWAY INC	Corporate Bonds	4.500% 02/11/2043 DD 02/11/13	\$ 317,163	\$ 328,083
	BURLINGTON NORTHERN SANTA FE L	Corporate Bonds	5.750% 05/01/2040 DD 05/17/10	\$ 193,576	\$ 203,570
	BURLINGTON NORTHERN SANTA FE L	Corporate Bonds	5.400% 06/01/2041 DD 05/19/11	\$ 238,561	\$ 274,372
	BURLINGTON NORTHERN SANTA FE L	Corporate Bonds	5.150% 09/01/2043 DD 08/22/13	\$ 301,578	\$ 340,170
	BURLINGTON NORTHERN SANTA FE L	Corporate Bonds	6.150% 05/01/2037 DD 04/13/07	\$ 227,700	\$ 263,230
	CIFC FUNDING LTD 2A A1L 144A	Private Placements	VAR RT 05/24/2026 DD 05/02/14	\$ 748,725	\$ 748,575
	CIFC FUNDING LTD 1AR A1R 144A	Private Placements	VAR RT 08/14/2024 DD 08/14/14	\$ 349,563	\$ 350,455
	COMMERCIAL MORTGAGE PA CR12 A4	Corporate Bonds	4.046% 10/10/2046 DD 11/01/13	\$ 275,392	\$ 285,707
	COMM MORTGAGE TR 14-UBS4 CL A5	Corporate Bonds	3.694% 08/10/2047 DD 07/01/14	\$ 221,449	\$ 223,929
	COMM MORTGAGE TR 14-LC15 A4	Corporate Bonds	4.006% 04/10/2047 DD 03/01/14	\$ 219,906	\$ 225,702
	COMM MORTGAGE TRUST 14-UBS2 A5	Corporate Bonds	3.961% 03/10/2047 DD 03/01/14	\$ 288,918	\$ 299,919
	COMM MORTGAGE TRUST 14-CR17 A5	Corporate Bonds	3.977% 05/10/2047 DD 05/01/14	\$ 264,562	\$ 273,549
	COMM MORTGAGE TR 14-CR18 A5	Corporate Bonds	3.828% 07/15/2047 DD 06/01/14	\$ 405,969	\$ 413,178
	CARLYE GLOBAL 12-2AR A1R 144A	Private Placements	VAR RT 07/20/2023 DD 07/21/14	\$ 599,100	\$ 595,920
	CATERPILLAR INC	Corporate Bonds	4.300% 05/15/2044 DD 05/08/14	\$ 223,955	\$ 240,273
	CENT CLO LP 14-21A A1A 144A	Private Placements	VAR RT 07/27/2026 DD 06/18/14	\$ 383,653	\$ 384,423

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	CITIGROUP COMMERCIAL M GC15 A4	Corporate Bonds	VAR RT 09/10/2046 DD 09/01/13	\$ 387,324	\$ 403,004
	CITIGROUP COMMERCIAL M GC17 A4	Corporate Bonds	4.131% 11/10/2046 DD 12/01/13	\$ 276,311	\$ 287,663
	CITIGROUP COMMERCIAL M GC21 A5	Corporate Bonds	3.855% 05/10/2047 DD 05/01/14	\$ 268,978	\$ 275,935
	CITY OF HOPE/THE	Corporate Bonds	5.623% 11/15/2043 DD 07/25/13	\$ 409,976	\$ 509,813
	COMCAST CORP	Corporate Bonds	7.050% 03/15/2033 DD 03/14/03	\$ 1,058,610	\$ 1,217,440
	COMCAST CORP	Corporate Bonds	6.950% 08/15/2037 DD 08/23/07	\$ 614,650	\$ 704,450
	COMCAST CORP	Corporate Bonds	4.750% 03/01/2044 DD 02/26/14	\$ 632,050	\$ 685,350
	COMM 2013-LC6 MORTGAGE LC6 A4	Corporate Bonds	2.941% 01/10/2046 DD 01/01/13	\$ 208,185	\$ 216,047
	COMMERCIAL MORTGAGE LO LS1 A4B	Corporate Bonds	VAR RT 12/10/2049 DD 03/01/08	\$ 360,839	\$ 350,564
	CONNECTICUT LIGHT & PWR	Corporate Bonds	4.300% 04/15/2044 DD 04/24/14	\$ 150,000	\$ 162,461
	CONOCOPHILLIPS	Corporate Bonds	5.900% 10/15/2032 DD 10/09/02	\$ 1,094,399	\$ 1,202,555
	CONOCOPHILLIPS	Corporate Bonds	6.500% 02/01/2039 DD 02/03/09	\$ 222,096	\$ 232,514
	CONOCOPHILLIPS COMPANY	Corporate Bonds	4.300% 11/15/2044 DD 11/12/14	\$ 220,277	\$ 235,370
	CONSOLIDATED EDISON CO OF NEW	Corporate Bonds	4.200% 03/15/2042 DD 03/13/12	\$ 208,641	\$ 217,781
	CONSOLIDATED EDISON CO OF NEW	Corporate Bonds	3.950% 03/01/2043 DD 02/28/13	\$ 683,775	\$ 772,939
	CONSOLIDATED EDISON CO OF NY	Corporate Bonds	4.450% 03/15/2044 DD 03/06/14	\$ 276,318	\$ 297,404
	CONSOLIDATED EDISON CO O	Corporate Bonds	4.625% 12/01/2054 DD 11/24/14	\$ 304,448	\$ 323,081
	COOPERATIEVE CENTRALE RAIFFEIS	Corporate Bonds	5.750% 12/01/2043 DD 11/29/13	\$ 307,426	\$ 346,103
	COMMERCIAL MORTGAGE PASS C4 A3	Corporate Bonds	5.467% 09/15/2039 DD 09/01/06	\$ 211,928	\$ 205,049
	DAIMLER FINANCE NORTH AMERICA	Corporate Bonds	8.500% 01/18/2031 DD 01/18/01	\$ 513,475	\$ 535,322
	DEUTSCHE BANK AG LONDON	Corporate Bonds	3.700% 05/30/2024 DD 05/30/14	\$ 149,429	\$ 152,216
	DUKE ENERGY INDIANA INC	Corporate Bonds	6.350% 08/15/2038 DD 08/21/08	\$ 321,330	\$ 342,963
	DUKE ENERGY INDIANA INC	Corporate Bonds	6.450% 04/01/2039 DD 03/23/09	\$ 160,990	\$ 169,694
	DUKE ENERGY CAROLINAS LLC	Corporate Bonds	6.100% 06/01/2037 DD 06/05/07	\$ 886,561	\$ 1,008,081
	DUKE ENERGY PROGRESS INC	Corporate Bonds	4.150% 12/01/2044 DD 11/20/14	\$ 109,624	\$ 116,930
	ELECTRICITE DE FRANCE SA 144A	Private Placements	5.600% 01/27/2040 DD 01/26/10	\$ 196,277	\$ 206,817
	ELECTRICITE DE FRANCE 144A	Private Placements	4.875% 01/22/2044 DD 01/22/14	\$ 711,135	\$ 799,085
	EATON CORP	Corporate Bonds	4.150% 11/02/2042 DD 11/02/13	\$ 361,299	\$ 392,041

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	FMR LLC 144A	Private Placements	6.450% 11/15/2039 DD 11/02/09	\$ 285,390	\$ 324,918
	FLATIRON CLO LTD 1A A1 144A	Private Placements	VAR RT 07/17/2026 DD 07/15/14	\$ 689,310	\$ 685,501
	FRANCE TELECOM SA	Corporate Bonds	VAR RT 03/01/2031 DD 09/01/01	\$ 229,017	\$ 228,807
	GS MORTGAGE SECURI ALOH A 144A	Private Placements	3.551% 04/10/2034 DD 05/01/12	\$ 290,047	\$ 307,378
	GS MORTGAGE SECURI SHOP A 144A	Private Placements	2.933% 06/05/2031 DD 08/01/12	\$ 129,873	\$ 133,262
	GS MORTGAGE SECURI BWTR A 144A	Private Placements	2.954% 11/05/2034 DD 12/01/12	\$ 379,582	\$ 409,344
	GSMS 2014-GC20 A5 49970	Corporate Bonds	3.998% 04/10/2047 DD 04/01/14	\$ 268,983	\$ 278,853
	GS MTG SECS TR 2014-GC22 A-5	Corporate Bonds	3.862% 06/10/2047 DD 06/01/14	\$ 331,271	\$ 339,802
	GENERAL ELECTRIC CO	Corporate Bonds	4.500% 03/11/2044 DD 03/11/14	\$ 104,698	\$ 109,922
	GENERAL ELECTRIC CAPITAL CORP	Corporate Bonds	6.750% 03/15/2032 DD 03/20/02	\$ 712,028	\$ 785,381
	GENERAL ELECTRIC CAPITAL CORP	Corporate Bonds	6.150% 08/07/2037 DD 08/07/07	\$ 197,998	\$ 208,693
	GENERAL ELECTRIC CAPITAL CORP	Corporate Bonds	5.875% 01/14/2038 DD 01/14/08	\$ 358,743	\$ 379,608
	GENERAL ELECTRIC CAPITAL CORP	Corporate Bonds	6.875% 01/10/2039 DD 01/09/09	\$ 1,578,600	\$ 1,732,775
	GEORGIA POWER CO	Corporate Bonds	4.300% 03/15/2042 DD 03/06/12	\$ 274,910	\$ 288,794
	GILEAD SCIENCES INC	Corporate Bonds	5.650% 12/01/2041 DD 12/13/11	\$ 194,817	\$ 216,682
	GILEAD SCIENCES INC	Corporate Bonds	4.500% 02/01/2045 DD 11/17/14	\$ 325,373	\$ 347,360
	GOLDMAN SACHS GROUP INC/THE	Corporate Bonds	6.750% 10/01/2037 DD 10/03/07	\$ 1,886,891	\$ 2,106,112
	GOLDMAN SACHS GROUP INC/THE	Corporate Bonds	6.250% 02/01/2041 DD 01/28/11	\$ 583,087	\$ 619,429
	GRAMERCY PARK 12-1AR A1R 144A	Private Placements	VAR RT 07/17/2023 DD 07/17/14	\$ 500,000	\$ 499,250
	HSBC HOLDINGS PLC	Corporate Bonds	6.500% 09/15/2037 DD 09/12/07	\$ 242,391	\$ 256,978
	HSBC HOLDINGS PLC	Corporate Bonds	6.800% 06/01/2038 DD 05/27/08	\$ 1,660,703	\$ 1,790,330
	HILTON USA TRUST HLT AFX 144A	Private Placements	2.662% 11/05/2030 DD 12/01/13	\$ 518,825	\$ 520,655
	HOME DEPOT INC/THE	Corporate Bonds	5.875% 12/16/2036 DD 12/19/06	\$ 807,730	\$ 914,200
	HOME DEPOT INC/THE	Corporate Bonds	4.200% 04/01/2043 DD 04/05/13	\$ 129,498	\$ 145,967
	HOME DEPOT INC	Corporate Bonds	4.400% 03/15/2045 DD 06/12/14	\$ 123,983	\$ 136,615
	HUTCHISON WHAMPOA INTERNA 144A	Private Placements	3.250% 11/08/2022 DD 11/08/12	\$ 201,225	\$ 218,726
	JPMORGAN CHASE & CO	Corporate Bonds	6.400% 05/15/2038 DD 05/22/08	\$ 745,938	\$ 816,588
	JPMORGAN CHASE & CO	Corporate Bonds	4.850% 02/01/2044 DD 01/28/14	\$ 540,779	\$ 582,383

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	JP MORGAN CHASE COMMER CB14 A4	Corporate Bonds	VAR RT 12/12/2044 DD 03/01/06	\$ 545,739	\$ 522,879
	JP MORGAN CHASE COMMERC LC9 A5	Corporate Bonds	2.840% 12/15/2047 DD 12/01/12	\$ 504,222	\$ 523,993
	JPMBB COMMERCIAL MORTGA C17 A4	Corporate Bonds	4.199% 01/15/2047 DD 12/01/13	\$ 160,272	\$ 163,937
	JPMBB COMMRCCL MTG 14-C19 A4	Corporate Bonds	3.997% 04/15/2047 DD 05/01/14	\$ 270,897	\$ 279,755
	JPMBB COMMERCIAL MORTGA C21 A5	Corporate Bonds	3.775% 08/15/2047 DD 07/01/14	\$ 222,642	\$ 227,386
	JPMBB COMMERCIAL MORTGAG C2 A4	Corporate Bonds	3.801% 09/15/2047 DD 08/01/14	\$ 221,450	\$ 226,584
	JPMBB COMMERCIAL MO 14-C26 A4	Corporate Bonds	3.494% 01/15/2048 DD 12/01/14	\$ 499,547	\$ 497,203
	LB-UBS COMMERCIAL MORTGA C2 A3	Corporate Bonds	5.430% 02/15/2040 DD 04/11/07	\$ 234,146	\$ 227,389
	LOWE'S COS INC	Corporate Bonds	6.650% 09/15/2037 DD 09/11/07	\$ 332,226	\$ 375,354
	MAGNETITE CLO LTD 9A A1 144A	Private Placements	VAR RT 07/25/2026 DD 07/17/14	\$ 464,763	\$ 461,496
	MASSACHUSETTS MUTUAL LIFE 144A	Private Placements	8.875% 06/01/2039 DD 06/01/09	\$ 515,902	\$ 580,860
	MCDONALD'S CORP	Corporate Bonds	3.625% 05/01/2043 DD 05/06/13	\$ 289,900	\$ 301,035
	MEDTRONIC INC 144A	Private Placements	3.150% 03/15/2022 DD 12/10/14	\$ 124,793	\$ 126,585
	MEDTRONIC INC 144A	Private Placements	4.375% 03/15/2035 DD 12/10/14	\$ 287,439	\$ 307,649
	MEDTRONIC INC 144A	Private Placements	4.625% 03/15/2045 DD 12/10/14	\$ 778,676	\$ 845,512
	MEMORIAL SLOAN-KETTERING CANCE	Corporate Bonds	4.125% 07/01/2052 DD 12/05/12	\$ 395,680	\$ 447,399
	METLIFE INC	Corporate Bonds	6.375% 06/15/2034 DD 06/03/04	\$ 206,967	\$ 233,195
	MORGAN STANLEY BANK OF C14 A5	Corporate Bonds	4.064% 02/15/2047 DD 02/01/14	\$ 366,575	\$ 382,875
	MORGAN STANLEY CAPITAL T27 A4	Corporate Bonds	VAR RT 06/11/2042 DD 07/01/07	\$ 33,706	\$ 32,656
	MORGAN STANLEY CAPITAL IQ14 A4	Corporate Bonds	VAR RT 04/15/2049 DD 05/01/07	\$ 277,030	\$ 269,180
	MORGAN STANLEY CAPITAL IQ16 A4	Corporate Bonds	5.809% 12/12/2049 DD 11/01/07	\$ 255,995	\$ 248,171
	MORGAN STANLEY BANK OF C17 A5	Corporate Bonds	3.741% 08/15/2047 DD 08/01/14	\$ 334,740	\$ 342,287
	MORGAN STANLEY CAP MP A 144A	Private Placements	3.469% 08/11/2029 DD 11/01/14	\$ 345,034	\$ 346,651
	NATIONAL RURAL UTILITIES COOPE	Corporate Bonds	4.023% 11/01/2032 DD 10/16/12	\$ 156,963	\$ 165,346
	NATIONWIDE MUTUAL INSURAN 144A	Private Placements	9.375% 08/15/2039 DD 08/10/09	\$ 685,341	\$ 752,619
	NEUBERGER BERMAN CLO XVII LTD	Private Placements	VAR RT 08/04/2025 DD 07/16/14	\$ 708,500	\$ 707,160
	NEW YORK LIFE INSURANCE C 144A	Private Placements	6.750% 11/15/2039 DD 10/08/09	\$ 304,958	\$ 347,970
	NEXEN INC	Other	5.875% 03/10/2035 DD 03/10/05	\$ 11,136	\$ 11,743

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	NEXEN INC	Other	7.500% 07/30/2039 DD 07/30/09	\$ 204,042	\$ 222,056
	OBP DEPOSITOR LLC T OBP A 144A	Private Placements	4.646% 07/15/2045 DD 07/01/10	\$ 239,666	\$ 244,824
	OCTAGON INVESTMEN 13-1A A 144A	Private Placements	VAR RT 07/17/2025 DD 06/13/13	\$ 300,486	\$ 298,000
	ORACLE CORP	Corporate Bonds	6.125% 07/08/2039 DD 07/08/09	\$ 455,815	\$ 488,123
	ORACLE CORP	Corporate Bonds	5.375% 07/15/2040 DD 07/15/11	\$ 284,944	\$ 299,903
	PECO ENERGY CO	Corporate Bonds	4.800% 10/15/2043 DD 09/23/13	\$ 278,753	\$ 297,758
	DUKE ENERGY INDIANA INC	Corporate Bonds	6.120% 10/15/2035 DD 10/21/05	\$ 214,527	\$ 225,733
	PACIFIC GAS & ELECTRIC CO	Corporate Bonds	3.750% 08/15/2042 DD 08/16/12	\$ 500,466	\$ 573,540
	PACIFIC GAS & ELECTRIC CO	Corporate Bonds	4.750% 02/15/2044 DD 02/21/14	\$ 189,073	\$ 203,463
	PACIFIC LIFE INSURANCE CO 144A	Private Placements	9.250% 06/15/2039 DD 06/19/09	\$ 381,895	\$ 432,575
	PACIFICORP	Corporate Bonds	6.250% 10/15/2037 DD 10/03/07	\$ 506,715	\$ 575,153
	PFIZER INC	Corporate Bonds	7.200% 03/15/2039 DD 03/24/09	\$ 991,729	\$ 1,068,506
	PHILIP MORRIS INTERNATIONAL IN	Corporate Bonds	4.875% 11/15/2043 DD 11/12/13	\$ 277,376	\$ 312,152
	PHILIP MORRIS INTL INC	Corporate Bonds	4.250% 11/10/2044 DD 11/10/14	\$ 340,449	\$ 355,908
	PHILLIPS 66	Corporate Bonds	4.875% 11/15/2044 DD 11/17/14	\$ 230,622	\$ 240,534
	POTOMAC ELECTRIC POWER CO	Corporate Bonds	6.500% 11/15/2037 DD 11/16/07	\$ 410,158	\$ 452,309
	RAYTHEON COMPANY	Corporate Bonds	4.200% 12/15/2044 DD 12/02/14	\$ 69,479	\$ 72,708
	ROCHE HOLDING INC 144A	Private Placements	4.000% 11/28/2044 DD 11/28/14	\$ 418,353	\$ 447,640
	SHACKLETON CLO LTD 6A A2 144A	Private Placements	VAR RT 07/17/2026 DD 07/08/14	\$ 412,469	\$ 403,942
	SHELL INTERNATIONAL FINANCE BV	Corporate Bonds	6.375% 12/15/2038 DD 12/11/08	\$ 310,497	\$ 335,955
	SOUTH CAROLINA ELECTRIC & GAS	Corporate Bonds	4.600% 06/15/2043 DD 06/14/13	\$ 499,504	\$ 544,350
	SOUTHERN CALIFORNIA EDISON CO	Corporate Bonds	4.650% 10/01/2043 DD 10/02/13	\$ 851,869	\$ 951,317
	SWISS RE TREASURY US CORP 144A	Private Placements	4.250% 12/06/2042 DD 12/06/12	\$ 180,461	\$ 217,600
	SYMPHONY CLO 12-8AR AR 144A	Private Placements	VAR RT 01/09/2023 DD 09/24/14	\$ 430,000	\$ 430,000
	SYSCO CORPORATIN	Corporate Bonds	4.500% 10/02/2044 DD 10/02/14	\$ 333,329	\$ 363,364
	TARGET CORP	Corporate Bonds	6.500% 10/15/2037 DD 10/05/07	\$ 118,460	\$ 136,570
	TEACHERS INSURANCE & ANNU 144A	Private Placements	6.850% 12/16/2039 DD 12/16/09	\$ 340,692	\$ 376,969
	TEACHERS INSUR & ANNUITY 144A	Private Placements	4.900% 09/15/2044 DD 09/18/14	\$ 174,837	\$ 195,011

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	TRANSCANADA PIPELINES LTD	Corporate Bonds	6.200% 10/15/2037 DD 10/05/07	\$ 256,327	\$ 265,352
	TRANSCANADA PIPELINES LTD	Other	7.625% 01/15/2039 DD 01/09/09	\$ 100,106	\$ 103,068
	UBS-BARCLAYS COMMERCIAL C5 A4	Other	3.185% 03/10/2046 DD 02/01/13	\$ 286,432	\$ 299,924
	UBS-BARCLAYS COMMERCIAL C3 A4	Corporate Bonds	3.091% 08/10/2049 DD 09/01/12	\$ 573,222	\$ 608,760
	UNION PACIFIC CORP	Corporate Bonds	4.750% 12/15/2043 DD 10/25/13	\$ 219,177	\$ 254,934
	UNION PACIFIC CORP	Corporate Bonds	4.850% 06/15/2044 DD 01/10/14	\$ 59,624	\$ 68,859
	UNITED TECHNOLOGIES CORP	Corporate Bonds	6.125% 07/15/2038 DD 05/16/08	\$ 238,452	\$ 263,826
	UNITED TECHNOLOGIES CORP	Corporate Bonds	4.500% 06/01/2042 DD 06/01/12	\$ 593,983	\$ 653,274
	UNITEDHEALTH GROUP INC	Corporate Bonds	5.800% 03/15/2036 DD 03/02/06	\$ 882,630	\$ 990,576
	VIRGINIA ELECTRIC AND POWER CO	Corporate Bonds	8.875% 11/15/2038 DD 11/06/08	\$ 501,495	\$ 544,356
	WF-RBS COMM MTG TR 14-C20 A5	Corporate Bonds	3.995% 05/15/2047 DD 05/01/14	\$ 328,432	\$ 338,203
	WF-RBS COMMERCIAL MORTG C14 A5	Corporate Bonds	3.337% 06/15/2046 DD 06/01/13	\$ 137,273	\$ 139,131
	VORNADO DP LLC T VNO A2FX 144A	Private Placements	4.004% 09/13/2028 DD 08/18/10	\$ 131,501	\$ 136,027
	VOYA CLO 2014-3 LTD 3A A1 144A	Corporate Bonds	VAR RT 07/25/2026 DD 07/31/14	\$ 459,310	\$ 456,044
	WF-RBS COMMERCIAL MTG T C19 A5	Corporate Bonds	4.101% 03/15/2047 DD 03/01/14	\$ 212,473	\$ 221,939
	WF-RBS COMMERCIAL MORTG C21 A5	Corporate Bonds	3.678% 08/15/2047 DD 08/01/14	\$ 319,392	\$ 324,871
	WACHOVIA BANK COMMERCIA C23 A4	Corporate Bonds	VAR RT 01/15/2045 DD 03/01/06	\$ 271,307	\$ 261,071
	WACHOVIA CORP	Corporate Bonds	5.500% 08/01/2035 DD 08/01/05	\$ 180,719	\$ 205,443
	WAL-MART STORES INC	Corporate Bonds	5.250% 09/01/2035 DD 08/31/05	\$ 244,424	\$ 270,644
	WAL-MART STORES INC	Corporate Bonds	6.500% 08/15/2037 DD 08/24/07	\$ 1,532,389	\$ 1,685,625
	WAL-MART STORES INC	Corporate Bonds	6.200% 04/15/2038 DD 04/15/08	\$ 600,925	\$ 669,660
	WAL-MART STORES INC	Corporate Bonds	4.000% 04/11/2043 DD 04/11/13	\$ 567,105	\$ 638,050
	WELLS FARGO & COMPANY	Corporate Bonds	4.100% 06/03/2026 DD 06/03/14	\$ 275,006	\$ 281,067
	WELLS FARGO & COMPANY	Corporate Bonds	4.650% 11/04/2044 DD 11/04/14	\$ 228,418	\$ 237,328
	WELLS FARGO & CO	Corporate Bonds	5.606% 01/15/2044 DD 11/26/13	\$ 1,539,208	\$ 1,738,739
	WELLS FARGO COMMERCIAL LC16 A5	Corporate Bonds	3.817% 08/15/2050 DD 06/01/14	\$ 221,495	\$ 227,408
	ACE CAPITAL TRUST II	Corporate Stock - Preferred	9.700% 04/01/2030 DD 03/31/00	\$ 178,750	\$ 186,313
	ALLSTATE CORP/THE	Corporate Stock - Preferred	PFD 5.100% NOT APPLICABLE	\$ 173,592	\$ 182,376

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	GENERAL ELECTRIC CAPITAL CORP	Corporate Stock - Preferred	VAR RT 12/29/2049 DD 07/27/12	\$ 206,500	\$ 217,750
	ANHEUSER-BUSCH INBEV NV	Corporate Stock - Common		\$ 1,165,879	\$ 1,238,198
	GROUPE BRUXELLES L NPV	Corporate Stock - Common		\$ 597,173	\$ 554,503
	DEUTSCHE POST AG NPV (REGD)	Corporate Stock - Common		\$ 2,237,131	\$ 2,137,944
	BAYERISCHE MOTOREN WERKE (BMW)	Corporate Stock - Common	AG EUR1	\$ 2,036,242	\$ 1,892,920
	CAIXABANK	Corporate Stock - Common		\$ 1,085,930	\$ 1,063,237
	ENDESA SA EUR 1.2 (REGD)	Corporate Stock - Common		\$ 668,626	\$ 799,050
	RED ELECTRICA CORPORATION SA	Corporate Stock - Common	EUR2	\$ 538,590	\$ 704,893
	SES SA FIDUCIARY DR EACH REP	Corporate Stock - Common	1 'A' SHS	\$ 957,667	\$ 1,038,140
	REXEL PROMESSES	Corporate Stock - Common	EUR5	\$ 1,883,889	\$ 1,354,539
	VINCI EUR2.50 (POST SUBDIVISIO	Corporate Stock - Common		\$ 735,785	\$ 616,832
	TOTAL SA EUR2.5	Corporate Stock - Common	POST SUBDIVISION	\$ 2,588,362	\$ 2,170,320
	SUEZ ENVIRONNEMENT CO EUR4	Corporate Stock - Common		\$ 911,132	\$ 884,707
	SCHNEIDER ELECTRIC SE	Corporate Stock - Common		\$ 3,325,682	\$ 2,820,260
	BNP PARIBAS EUR2	Corporate Stock - Common		\$ 1,839,756	\$ 1,429,675
	ENEL GREEN POWER SPA EUR0.20	Corporate Stock - Common		\$ 763,011	\$ 620,020
	ASSICURAZIONI GENERALI EUR1	Corporate Stock - Common		\$ 2,391,725	\$ 2,392,554
	INTESA SANPAOLO EUR0.52	Corporate Stock - Common		\$ 1,360,141	\$ 1,401,671
	SNAM SPA	Corporate Stock - Common		\$ 734,079	\$ 649,010
	ASML HOLDING NV EUR0.09	Corporate Stock - Common	(POST SPLIT)	\$ 1,284,333	\$ 1,648,643
	AKZO NOBEL NV EUR2	Corporate Stock - Common		\$ 2,309,690	\$ 2,090,479
	KONINKLIJKE KPN NV EUR0.04	Corporate Stock - Common		\$ 1,870,271	\$ 1,637,970
	UBS GROUP AG	Corporate Stock - Common		\$ 1,660,894	\$ 1,559,986
	JULIUS BAER GRUPPE AG	Corporate Stock - Common		\$ 2,866,686	\$ 2,744,773
	FLUGHAFEN ZURICH AG CHF50	Corporate Stock - Common	(REGD)	\$ 463,449	\$ 527,217
	ZURICH INSURANCE GROUP AG	Corporate Stock - Common	CHF0.1	\$ 2,950,857	\$ 3,179,895
	NOVARTIS AG CHF0.50 (REGD)	Corporate Stock - Common		\$ 1,988,575	\$ 2,070,521
	ABB LTD CHF1.03 (REGD)	Corporate Stock - Common		\$ 2,285,543	\$ 1,997,476

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	ROCHE HLDG AG GENUSSSCHEINE NPV	Corporate Stock - Common	\$ 3,800,112	\$ 3,668,022
	HOLCIM CHF2 (REGD)	Corporate Stock - Common	\$ 1,897,766	\$ 1,888,282
	NATIONAL GRID PLC NEW ORD	Corporate Stock - Common	GBP0.11395	\$ 2,726,580
	SEVERN TRENT ORD GBP0.9789	Corporate Stock - Common	\$ 695,766	\$ 766,325
	EXPERIAN PLC ORD USD0.10	Corporate Stock - Common	\$ 1,693,601	\$ 1,693,037
	WPP PLC ORD GBP0.10	Corporate Stock - Common	\$ 1,650,758	\$ 1,722,255
	SKY PLC	Corporate Stock - Common	ORD 50P	\$ 2,637,954
	DIAGEO ORD 28 101/108P	Corporate Stock - Common	\$ 2,403,946	\$ 2,130,980
	BAE SYSTEMS ORD GBP0.025	Corporate Stock - Common	\$ 1,200,134	\$ 1,243,694
	STANDARD CHARTERED ORD USD0.50	Corporate Stock - Common	\$ 2,421,525	\$ 1,671,204
	IMPERIAL TOBACCO GROUP ORD 10P	Corporate Stock - Common	\$ 1,535,443	\$ 1,694,921
	SSE PLC	Corporate Stock - Common	\$ 670,750	\$ 743,329
	BG GROUP PLC ORD GBP0.10	Corporate Stock - Common	\$ 3,575,536	\$ 2,432,244
	BK OF IRELAND ORD STK EUR0.1	Corporate Stock - Common	\$ 824,503	\$ 798,767
	CHINA LONGYUAN POWER GROUP	Corporate Stock - Common	\$ 852,594	\$ 799,211
	BEIJING ENTERPRISE HLDGS H SHS	Corporate Stock - Common	ORD HKD0.10	\$ 758,745
	CHEUNG KONG INFRASTRUCTURE	Corporate Stock - Common	HLDGS HKD1	\$ 2,148,189
	LENOVO GROUP LTD HKD0.025	Corporate Stock - Common	\$ 1,802,045	\$ 1,841,113
	ENN ENERGY HOLDINGS LTD	Corporate Stock - Common	\$ 963,226	\$ 751,788
	KUNLUN ENERGY COMPANY LTD	Corporate Stock - Common	ORD HK\$0.01	\$ 154,535
	POWER ASSETS HOLDINGS LIMITED	Corporate Stock - Common	\$ 583,993	\$ 713,215
	HONG KONG & CHINA GAS CO LTD	Corporate Stock - Common	\$ 326,090	\$ 379,781
	GUANGDONG INVT LTD ORD HK\$0.50	Corporate Stock - Common	\$ 775,441	\$ 1,023,695
	SONY FINANCIAL HOLDINGS INC	Corporate Stock - Common	NPV	\$ 1,795,210
	NTT DOCOMO INC	Corporate Stock - Common	\$ 1,769,063	\$ 1,563,101
	DAIWA HOUSE INDUSTRY CO Y50	Corporate Stock - Common	\$ 1,811,939	\$ 1,901,032
	EISAI CO Y50	Corporate Stock - Common	\$ 2,783,378	\$ 2,585,294
	mitsubishi UFJ Financial Group	Corporate Stock - Common	NPV	\$ 3,692,888

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	HONDA MOTOR CO NPV	Corporate Stock - Common		\$ 2,212,521	\$ 1,905,119
	NIPPON TEL & TEL CORP Y50000	Corporate Stock - Common		\$ 1,467,666	\$ 1,388,338
	OSAKA GAS CO Y50	Corporate Stock - Common		\$ 447,760	\$ 428,825
	TAKEDA PHARMACEUTICAL CO LTD	Corporate Stock - Common	NPV	\$ 2,602,879	\$ 2,361,038
	BANK OF YOKOHAMA Y50	Corporate Stock - Common		\$ 845,055	\$ 833,309
	KOREA ELEC PWR CORP KSWN5000	Corporate Stock - Common		\$ 531,178	\$ 596,903
	ACCENTURE PLC	Corporate Stock - Common		\$ 2,309,818	\$ 2,504,252
	EATON CORP PLC	Corporate Stock - Common		\$ 1,916,293	\$ 1,760,028
	ACE LIMITED SHS	Corporate Stock - Common		\$ 3,834,797	\$ 4,228,733
	CANADIAN NATIONAL RAILWAY CO	Corporate Stock - Common		\$ 755,223	\$ 906,076
	IMPERIAL OIL LTD	Corporate Stock - Common		\$ 2,529,635	\$ 2,393,931
	ENBRIDGE INC	Corporate Stock - Common		\$ 834,410	\$ 978,431
	TRANSCANADA CORP	Corporate Stock - Common		\$ 690,941	\$ 739,478
	NIELSEN N V	Corporate Stock - Common		\$ 1,514,719	\$ 1,622,804
	DSV DKK1 (POST SUBDIVISION)	Corporate Stock - Common		\$ 2,216,616	\$ 2,081,325
	LUNDBECK (H) A/S DKK5	Corporate Stock - Common		\$ 2,181,807	\$ 1,829,164
	DNO ASA	Corporate Stock - Common		\$ 592,122	\$ 476,129
	TELENOR ASA	Corporate Stock - Common		\$ 3,460,469	\$ 2,966,208
	ATLAS COPCO AB SER A NPV	Corporate Stock - Common	(POST SPLIT)	\$ 1,688,404	\$ 1,679,294
	ALTERA CORP	Corporate Stock - Common		\$ 2,194,405	\$ 2,280,676
	ANADARKO PETROLEUM CORP	Corporate Stock - Common		\$ 2,075,387	\$ 2,076,525
	ANALOG DEVICES INC	Corporate Stock - Common		\$ 2,027,117	\$ 2,210,251
	ASTRAZENECA PLC	Corporate Stock - Common	ADR	\$ 2,745,651	\$ 3,129,799
	AUTOLIV INC	Corporate Stock - Common		\$ 1,821,837	\$ 2,083,136
	BANK OF NOVA SCOTIA	Corporate Stock - Common		\$ 1,712,749	\$ 1,569,700
	BRISTOL-MYERS SQUIBB CO	Corporate Stock - Common		\$ 2,877,069	\$ 3,334,900
	CVS HEALTH CORPORATION	Corporate Stock - Common		\$ 2,268,532	\$ 3,040,507
	CAMECO CORP	Corporate Stock - Common		\$ 1,859,356	\$ 1,471,157

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	CARDINAL HEALTH INC	Corporate Stock - Common	\$ 1,789,674	\$ 2,145,803
	CATERPILLAR INC	Corporate Stock - Common	\$ 534,995	\$ 523,552
	CHEVRON CORP	Corporate Stock - Common	\$ 4,189,686	\$ 3,868,527
	CISCO SYSTEMS INC	Corporate Stock - Common	\$ 1,850,340	\$ 2,248,565
	COCA-COLA CO/THE	Corporate Stock - Common	\$ 1,599,436	\$ 1,584,939
	COMCAST CORP	Corporate Stock - Common	\$ 3,468,942	\$ 3,929,423
	DOMINION RESOURCES INC/VA	Corporate Stock - Common	\$ 1,050,316	\$ 1,241,166
	DOW CHEMICAL CO/THE	Corporate Stock - Common	\$ 1,664,447	\$ 1,681,185
	ENBRIDGE ENERGY MANAGEMENT LLC	Corporate Stock - Common	\$ 542,594	\$ 783,170
	EQUITY LIFESTYLE PROPERTIES IN	Other	\$ 670,115	\$ 943,365
	EXXON MOBIL CORP	Corporate Stock - Common	\$ 2,706,655	\$ 2,488,199
	FORD MOTOR CO	Corporate Stock - Common	\$ 2,593,832	\$ 2,566,335
	GOLDCORP INC	Corporate Stock - Common	\$ 1,059,666	\$ 866,180
	GOOGLE INC	Corporate Stock - Common	\$ 1,167,602	\$ 1,172,759
	HALLIBURTON CO	Corporate Stock - Common	\$ 1,197,168	\$ 932,121
	INTEL CORP	Corporate Stock - Common	\$ 1,981,328	\$ 2,515,260
	INTERNATIONAL PAPER CO	Corporate Stock - Common	\$ 1,675,331	\$ 1,859,976
	JPMORGAN CHASE & CO	Corporate Stock - Common	\$ 2,525,698	\$ 2,709,088
	LAS VEGAS SANDS CORP	Corporate Stock - Common	\$ 1,009,210	\$ 965,456
	ELI LILLY & CO	Corporate Stock - Common	\$ 1,523,916	\$ 2,011,748
	LOWE'S COS INC	Corporate Stock - Common	\$ 1,740,435	\$ 2,415,568
	MARSH & MCLENNAN COS INC	Corporate Stock - Common	\$ 1,231,349	\$ 1,381,774
	MEDTRONIC INC	Corporate Stock - Common	\$ 1,746,632	\$ 2,150,333
	MERCK & CO INC	Corporate Stock - Common	\$ 3,706,604	\$ 4,125,510
	METLIFE INC	Corporate Stock - Common	\$ 1,538,697	\$ 1,570,720
	MICROSOFT CORP	Corporate Stock - Common	\$ 3,535,392	\$ 4,312,883
	NEXTERA ENERGY INC	Corporate Stock - Common	\$ 2,531,175	\$ 3,105,794
	PG&E CORP	Corporate Stock - Common	\$ 623,996	\$ 808,982

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	PNC FINANCIAL SERVICES GROUP I	Corporate Stock - Common		\$ 2,035,510	\$ 2,368,331
	PRINCIPAL FINANCIAL GROUP INC	Corporate Stock - Common		\$ 1,539,509	\$ 1,655,328
	PRUDENTIAL FINANCIAL INC	Corporate Stock - Common		\$ 3,097,660	\$ 3,059,357
	RAYTHEON CO	Corporate Stock - Common		\$ 2,805,065	\$ 3,237,204
	SYMANTEC CORP	Corporate Stock - Common		\$ 1,472,216	\$ 1,641,920
	UGI CORP	Corporate Stock - Common		\$ 905,785	\$ 1,229,792
	UNILEVER NV	Corporate Stock - Common		\$ 2,772,932	\$ 2,688,099
	UNITED PARCEL SERVICE INC	Corporate Stock - Common		\$ 3,839,059	\$ 4,101,506
	UNITED TECHNOLOGIES CORP	Corporate Stock - Common		\$ 2,416,946	\$ 2,449,500
	UNITEDHEALTH GROUP INC	Corporate Stock - Common		\$ 1,615,151	\$ 2,102,672
	VERIZON COMMUNICATIONS INC	Corporate Stock - Common		\$ 1,714,328	\$ 1,713,084
	WAL-MART STORES INC	Corporate Stock - Common		\$ 989,845	\$ 1,093,252
	WELLS FARGO & CO	Corporate Stock - Common		\$ 5,035,343	\$ 6,002,790
	WISCONSIN ENERGY CORP	Corporate Stock - Common		\$ 575,148	\$ 730,185
	SECOND CINVEN FUND US NO 3 LP	Private Equity		\$ 927	\$ 859
	ELECTRA PARTNER CLUB 2007 LP	Private Equity		\$ 1,017,302	\$ 1,245,631
	FF&P INVESTOR 8 ERISA LP	Private Equity		\$ 134,448	\$ 162,722
	THIRD CINVEN FUND US (NO 3) LP	Private Equity		\$ 96,931	\$ 115,935
	FOURTH CINVEN FUND (UBTI)	Private Equity	LIMITED PARTNERSHIP	\$ 1,211,782	\$ 691,667
	AURORA EQUITY PARTNERS IV LP	Private Equity		\$ 910,864	\$ 1,115,840
	PHARMASTEM CORP C CV PFD	Private Equity		\$ —	\$ —
	PHARMASTEM CORP D CV PFD	Private Equity		\$ —	\$ —
	PHARMASTEM THERAPEUTICS A PFD	Private Equity		\$ —	\$ —
	PHARMASTEM THERAPEUTICS B PFD	Private Equity		\$ —	\$ —
	TCI TIMBER COMPANY - SHASTA	Timber		\$ 1,854,555	\$ 1,751,152
	TCI TIMBER COMPANY - CHINOOK	Timber		\$ 3,703,586	\$ 3,540,566
	TRIDENT V STONE POINT LP	Private Equity		\$ 3,521,603	\$ 3,806,689
	INTERNATIONAL PRIVATE EQUITY	Private Equity	PARTNERS II	\$ 583,809	\$ 716,284

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	TRIDENT CAPITAL FUND IV LP	Private Equity		\$ 2,221,029	\$ 1,734,867
	AEA INVESTORS 2006 FUND LP	Private Equity		\$ 1,384,487	\$ 1,441,952
	WARBURG PINCUS PRIV EQ VIII	Private Equity		\$ 307,081	\$ 281,232
	WARBURG PINCUS PRIVATE EQUITY	Private Equity	IX LP	\$ 405,355	\$ 365,634
	CLAYTON DUBILIER & RICE VII LP	Private Equity		\$ 191,958	\$ 198,948
	DEVON PARK BIOVENTURES LP	Private Equity		\$ 549,226	\$ 1,201,962
	WARBURG PINCUS X	Private Equity		\$ 2,511,439	\$ 2,931,351
	TENAYA CAPITAL V-P LP	Private Equity		\$ 993,413	\$ 953,435
	AEA INVESTORS LP 2003	Private Equity		\$ 103,832	\$ 17,259
	CLAYTON DUBILIER & RICE VIII	Private Equity	LP	\$ 1,999,185	\$ 2,368,030
	CLAYTON DUBILIER RICE VI LP	Private Equity		\$ 57,308	\$ 3,934
	TENAYA CAPITAL VI LP	Private Equity		\$ 1,051,957	\$ 1,157,533
	CAI PARTNERS & COMPANY III LP	Private Equity		\$ 179,884	\$ 179,624
	CAI PARTNERS & COMPANY IV LP	Private Equity		\$ 1,239,451	\$ 1,158,638
	GEAM INTERNATIONAL PRIVATE EQU	Private Equity	ITY FUND LP	\$ 310,003	\$ 238,328
	PERFORMANCE DIRECT INVESTMENT	Private Equity	II LP	\$ 2,074,588	\$ 2,685,018
	CPI CCP EU-T SCOTS LP	Real Estate		\$ 580,784	\$ 524,967
	AVANTI STRATEGIC LAND INVTS	Real Estate	III (ACTIVE L P)	\$ 212,000	\$ 239,000
	AETOS CAPITAL ASIA II LP	Real Estate		\$ 390,590	\$ 479,704
	AETOS CAPITAL ASIA III LP	Real Estate		\$ 305,437	\$ 317,626
	AG CORE PLUS REALTY FD III LP	Real Estate		\$ 1,553,685	\$ 1,846,744
	AG CORE PLUS REALTY FUND II LP	Real Estate		\$ 356,636	\$ 211,779
	AVANTI STRATEGIC LAND II -	Real Estate	ACTIVE	\$ 1,225	\$ 1,225
	AVANTI STRATEGIC LAND II -	Real Estate	PASSIVE	\$ 14,000	\$ 13,000
	AVANTI STRATEGIC LAND INVTSIII	Real Estate	(PASSIVE LP)	\$ 86,584	\$ 51,888
	AVANTI STRATEGIC LAND IV -	Real Estate	ACTIVE	\$ 69,732	\$ 74,239
	AVANTI STRATEGIC LAND IV -	Real Estate	PASSIVE	\$ 14,667	\$ 14,000
	AVANTI STRATEGIC LAND V	Real Estate		\$ 293,043	\$ 304,000

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	AVANTI STRATEGIC LAND VI	Real Estate		\$ 646,073	\$ 632,377
	BLACKSTONE R/E PARTNERS IV	Real Estate		\$ 782,836	\$ 781,999
	BLACKSTONE RE VI	Real Estate		\$ 2,490,181	\$ 2,614,200
	BLACKSTONE REAL ESTATE	Real Estate	PARTNERS V LP	\$ 2,253,475	\$ 2,052,068
	CPI CP ASIA T E L P	Real Estate		\$ 566,232	\$ 458,065
	DLJ REAL ESTATE CAPITAL	Real Estate	PARTNERS III LP	\$ 1,132,489	\$ 1,238,613
	DLJ REAL ESTATE IV	Real Estate		\$ 2,534,457	\$ 2,699,153
	LASALLE MEXICO FUND I LP	Real Estate		\$ 1,695,495	\$ 1,859,917
	ROCKPOINT RE FUND III	Real Estate		\$ 649,015	\$ 540,153
	ROCKPOINT REAL ESTATE FUND I L	Real Estate		\$ (19,691)	\$ 5,635
	ROCKPOINT REAL ESTATE FUND II	Real Estate		\$ 447,239	\$ 453,484
	TRANSWESTERN MEZZ RLTY PRT III	Real Estate		\$ 1,466,958	\$ 1,227,652
	WESTBROOK REAL ESTATE FUND IV	Real Estate		\$ 3,537	\$ 4,397
	UNITED MEXICAN STATES	Government Securities	5.550% 01/21/2045	\$ 217,844	\$ 254,588
	REPUBLIC OF COLOMBIA	Government Securities	5.625% 02/26/2044	\$ 1,250,693	\$ 1,378,125
	FEDERAL REPUBLIC OF BRAZIL	Government Securities	5.000% 01/27/2045	\$ 1,224,900	\$ 1,228,125
	COLOMBIA GOVERNMENT INTERNATIO	Government Securities	7.375% 09/18/2037	\$ 135,450	\$ 134,750
	PERUVIAN GOVERNMENT INTERNATIO	Government Securities	6.550% 03/14/2037	\$ 546,250	\$ 616,313
	MEXICO GOVERNMENT INTERNATIONALA	Government Securities	5.750% 10/12/2110	\$ 370,000	\$ 430,000
	PHILIPPINE GOVERNMENT INTERNAT	Government Securities	5.500% 03/30/2026	\$ 360,100	\$ 384,313
	COLOMBIA GOVERNMENT INTERNATIO	Government Securities	6.125% 01/18/2041	\$ 733,158	\$ 778,375
	MEXICO GOVERNMENT INTERNATIONALA	Government Securities	4.750% 03/08/2044	\$ 1,841,199	\$ 2,089,170
	CHILE GOVERNMENT INTERNATIONAL	Government Securities	3.625% 10/30/2042	\$ 183,425	\$ 208,725
	BRAZILIAN GOVERNMENT INTERNATI	Government Securities	8.250% 01/20/2034	\$ 440,738	\$ 473,513
	CCP_CD_X. BP UL CD_X.NA.IG.23_V1	Other	PAY 100BPS 2019 DEC 20	\$ —	\$ (488,014)
	CDS BP UL DRI	Other	P 100BPS 2019 DEC 20	\$ 8,752	\$ 5,235
	CDS BP UL DRI	Other	P 100BPS 2019 DEC 20	\$ 1,817	\$ 1,091
	CDS BP UL DRI	Other	P 100BPS 2019 DEC 20	\$ 3,350	\$ 2,065

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	CDS BP UL DRI	Government Securities	P 100BPS 2019 DEC 20	\$ 1,521	\$ 978
	AMERICAN MUNI PWR-OHIO INC OH	Government Securities	6.270% 02/15/2050 DD 05/23/11	\$ 236,693	\$ 288,000
	BAY AREA CA TOLL AUTH TOLL BRI	Government Securities	6.918% 04/01/2040 DD 07/01/10	\$ 616,357	\$ 730,157
	BAY AREA CA TOLL AUTH TOLL BRI	Government Securities	7.043% 04/01/2050 DD 07/01/10	\$ 92,519	\$ 111,528
	CALIFORNIA ST	Government Securities	7.300% 10/01/2039 DD 10/15/09	\$ 2,780,295	\$ 3,206,138
	CHICAGO IL O'HARE INTERNATIONAL	Government Securities	6.395% 01/01/2040 DD 04/29/10	\$ 121,431	\$ 150,037
	ILLINOIS ST	Government Securities	5.100% 06/01/2033 DD 06/12/03	\$ 859,270	\$ 918,238
	ILLINOIS ST TOLL HIGHWAY AUTH	Government Securities	6.184% 01/01/2034 DD 05/21/09	\$ 146,881	\$ 168,247
	LOS ANGELES CA DEPARTMENT OF W	Government Securities	5.716% 07/01/2039 DD 06/02/10	\$ 109,086	\$ 126,456
	LOS ANGELES CA DEPARTMENT OF W	Government Securities	6.574% 07/01/2045 DD 12/02/10	\$ 398,902	\$ 472,209
	LOS ANGELES CA UNIF SCH DIST	Government Securities	5.755% 07/01/2029 DD 10/15/09	\$ 582,860	\$ 647,126
	LOS ANGELES CA UNIF SCH DIST	Government Securities	6.758% 07/01/2034 DD 03/04/10	\$ 153,643	\$ 174,170
	MET TRANSPRTN AUTH NY DEDICATE	Government Securities	7.336% 11/15/2039 DD 04/30/09	\$ 1,297,212	\$ 1,403,929
	MUNI ELEC AUTH OF GEORGIA	Government Securities	6.637% 04/01/2057 DD 03/11/10	\$ 183,950	\$ 232,001
	NEW JERSEY ST TURNPIKE AUTH	Government Securities	7.414% 01/01/2040 DD 04/28/09	\$ 398,322	\$ 450,822
	NEW JERSEY ST TURNPIKE AUTH	Government Securities	7.102% 01/01/2041 DD 12/15/10	\$ 604,884	\$ 688,907
	NEW YORK CITY NY MUNI WTR FIN	Government Securities	5.724% 06/15/2042 DD 06/30/10	\$ 390,002	\$ 461,612
	NEW YORK CITY NY MUNI WTR FIN	Government Securities	5.790% 06/15/2041 DD 09/23/10	\$ 41,725	\$ 45,309
	N TX TOLLWAY AUTH REVENUE	Government Securities	6.718% 01/01/2049 DD 08/12/09	\$ 417,211	\$ 506,688
	OHIO ST UNIV	Government Securities	4.800% 06/01/2039 DD 10/26/11	\$ 302,848	\$ 376,380
	PORT AUTH OF NEW YORK & NEW JE	Government Securities	5.647% 11/01/2040 DD 11/01/10	\$ 181,241	\$ 183,921
	PORT AUTH OF NEW YORK & NEW JE	Government Securities	4.926% 10/01/2051 DD 10/06/11	\$ 654,962	\$ 791,973
	PORT AUTH OF NEW YORK & NEW JE	Government Securities	4.458% 10/01/2062 DD 10/10/12	\$ 240,594	\$ 286,586
	PORT AUTH OF NEW YORK & NEW JE	Government Securities	4.960% 08/01/2046 DD 01/30/14	\$ 100,000	\$ 113,201
	PORT AUTH OF NEW YORK & NEW JE	Government Securities	5.310% 08/01/2046 DD 01/30/14	\$ 370,000	\$ 404,147
	UNIV OF CALIFORNIA CA RGTS MED	Government Securities	6.583% 05/15/2049 DD 12/17/09	\$ 174,690	\$ 204,915
	UNIV OF CALIFORNIA CA RGTS MED	Government Securities	6.548% 05/15/2048 DD 11/18/10	\$ 302,383	\$ 348,672
	UNIV OF CALIFORNIA CA REVENUES	Government Securities	4.858% 05/15/2112 DD 03/01/12	\$ 346,188	\$ 416,736

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	UNIV OF CALIFORNIA CA REVENUES	Government Securities	4.601% 05/15/2031 DD 10/02/13	\$ 358,970	\$ 397,685
	US TREAS BD FUTURE (CBT)	Government Securities	EXP MAR 15	\$ —	\$ 240,831
	US 10YR TREAS NTS FUTURE (CBT)	Government Securities	EXP MAR 15	\$ —	\$ (144,666)
	US 5YR TREAS NTS FUTURE (CBT)	Government Securities	EXP MAR 15	\$ —	\$ 8,522
	US 2YR TREAS NTS FUT (CBT)	Government Securities	EXP MAR 15	\$ —	\$ 328
	US ULTRA BOND (CBT)	Government Securities	EXP MAR 15	\$ —	\$ 1,594,234
	US TREAS-CPI INFLATION IND FWD	Government Securities	1.250% 07/15/2024 DD 07/15/14	\$ 5,469,981	\$ 5,458,934
	CCP_CD_X_BP UL CDX.NA.IG.23_V1	Other	PAY 100BPS 2019 DEC 20	\$ (456,282)	\$ —
	CDS_BP UL DRI	Other	P 100BPS 2019 DEC 20	\$ —	\$ —
	CDS_BP UL DRI	Other	P 100BPS 2019 DEC 20	\$ —	\$ —
	CDS_BP UL DRI	Other	P 100BPS 2019 DEC 20	\$ —	\$ —
	CDS_BP UL DRI	Other	P 100BPS 2019 DEC 20	\$ —	\$ —
	US TREAS-CPI INFLAT FWD	Government Securities	2.250% 11/15/2024 DD 11/15/14	\$ (1,912,664)	\$ (1,916,297)
	U S TREASURY NOTE FWD	Government Securities	2.250% 11/15/2024 DD 11/15/14	\$ (3,806,524)	\$ (3,824,139)
	IRS R USD-LIBOR-BBA 3M	Other	PUT APR 15 003.500 ED 042915	\$ 36,784	\$ 711
	CIF OPP FIXED INCOME	Commingled Fund	ALLOCATION	\$ 15,077,440	\$ 14,748,200
	WTC-CTF DURABLE COMP	Commingled Fund		\$ 25,621,737	\$ 25,574,371
*	AXA EQUITABLE LIFE INSURANCE	Other- Insurance Contract	COMPANY AC1547A	\$ 5,567,599	\$ 6,541,270
*	AXA EQUITABLE LIFE INSURANCE	Other- Insurance Contract	COMPANY AC6096	\$ —	\$ —
*	AXA EQUITABLE LIFE INSURANCE	Other- Insurance Contract	COMPANY AC6266	\$ —	\$ —
	MASS MUTUAL	Other- Insurance Contract		\$ —	\$ —
	ISHARES CORE U.S. AGGREGATE	Exchange Traded Funds	BOND ETF	\$ 504,683	\$ 509,415
	ISHARES 20+ YEAR TREASURY BOND	Exchange Traded Funds	ETF	\$ 2,409,011	\$ 2,652,001
	VANGUARD LONG-TERM CORPORATE B	Exchange Traded Funds		\$ 2,496,672	\$ 2,596,170
	DREYFUS TREAS & AGY CSH CSH MG	Money Market Fund	VAR RT 12/31/2049 DD 04/09/97	\$ 24,687,672	\$ 24,687,672
	TOTAL INVESTMENTS			\$547,533,815	\$573,915,910

Retirement Plan of Marathon Oil Company

EIN 25-1410539

Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year)

(a) Identity of Issue, borrower, lessor, or similar party	(b) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost of acquisitions	(e) Proceeds of dispositions
00817YAP3	AETNA INC	4.750% 03/15/2044 DD 03/07/14	\$ (114,724)	\$ 119,186
025816BF5	AMERICAN EXPRESS CO	4.050% 12/03/2042 DD 12/03/12	(112,591)	111,621
05565QCP1	BP CAPITAL MARKETS PLC	3.184% 02/10/2024 DD 02/10/14	(225,000)	227,153
064255AX0	BK TOKYO-MITSUBISHI UFJ 144A	4.700% 03/10/2044 DD 03/10/14	(398,916)	421,804
12591RBA7	COMMERCIAL MORTGAGE PA CR15 A4	VAR RT 02/10/2047 DD 02/01/14	(497,699)	506,952
12591VAE1	COMM MORTGAGE TRUST 14-CR16 A4	4.051% 04/10/2047 DD 04/01/14	(295,917)	298,496
149123CE9	CATERPILLAR INC	4.750% 05/15/2064 DD 05/08/14	(149,514)	153,953
172967FT3	CITIGROUP INC	4.500% 01/14/2022 DD 11/01/11	(265,004)	269,734
172967HD6	CITIGROUP INC	3.875% 10/25/2023 DD 10/25/13	(443,627)	456,736
17322VAT3	CITIGROUP COML 14-GC23 A-4	3.622% 07/10/2047 DD 08/01/14	(190,542)	188,243
345370CQ1	FORD MOTOR CO	4.750% 01/15/2043 DD 01/08/13	(177,384)	175,973
361448AU7	GATX CORP	5.200% 03/15/2044 DD 03/04/14	(79,890)	86,782
36198FAE2	GS MORTGAGE SECURITIES GC14 A5	4.243% 08/10/2046 DD 08/01/13	(249,250)	253,396
36252RAM1	GS MTG SECURITIES TR GC18 A4	4.074% 01/10/2047 DD 01/01/14	(128,749)	128,379
38141GVM3	GOLDMAN SACHS GROUP INC	4.000% 03/03/2024 DD 03/03/14	(299,094)	303,560
38406HAA0	GRCE MORTGAGE TRUS GRCE A 144A	3.369% 06/10/2028 DD 06/01/14	(375,948)	374,357
40414LAK5	HCP INC	4.200% 03/01/2024 DD 02/21/14	(34,988)	35,466
46639NAQ4	JPMBB COMMERCIAL MTG C12 A5	3.664% 07/15/2045 DD 06/01/13	(522,531)	524,727
46642CBJ8	JP MORGAN CHASE COMMERC C20 A5	3.805% 07/15/2047 DD 06/01/14	(474,234)	475,318
494550BU9	KINDER MORGAN ENER PART	5.500% 03/01/2044 DD 02/24/14	(138,900)	145,947
539830BB4	LOCKHEED MARTIN CORP	4.070% 12/15/2042 DD 12/14/12	(383,444)	390,588
59156RBG2	METLIFE INC	40875% 11/13/2043 DD 11/13/13	(80,804)	81,752
60688UAB2	MIZUHO FIN GRP CAYMAN 3 144A	4.600% 03/27/2024 DD 03/27/14	(304,250)	311,652
61746BDQ6	MORGAN STANLEY	3.875% 04/29/2024 DD 04/28/14	(282,503)	288,274
61763MAF7	MORGAN STANLEY BAML TR C16 A5	3.892% 06/15/2047 DD 06/01/14	(354,520)	357,945
637432MY8	NATIONAL RURAL UTILITIES 144A	4.023% 11/01/2032 DD 05/01/14	(433)	430
651639AN6	NEWMONT MINING CORP	3.500% 03/15/2022 DD 03/08/12	(51,330)	52,764
66989HAH1	NOVARTIS CAPITAL CORP	4.400% 05/06/2044 DD 02/21/14	(495,980)	503,984
90131HAF2	21ST CENTURY FOX AMERICA 144A	4.750% 09/15/2044 DD 09/15/14	(189,850)	200,423
92277GAD9	VENTAS REALTY LP	3.750% 05/01/2024 DD 04/17/14	(143,991)	144,198
92343VBR4	VERIZON COMMUNICATIONS INC	5.150% 09/15/2023 DD 09/18/13	(573,647)	589,129
96950FAK0	WILLIAMS PARTNERS LP	5.800% 11/15/2043 DD 11/15/13	(137,963)	146,850
96950FAN4	WILLIAMS PARTNERS LP	5.400% 03/04/2044 DD 03/04/14	(74,757)	76,284
999J26478	US TREAS-CPI INFLAT FWD	1.500% 11/30/2019 DD 11/30/14	(3,786,398)	3,796,310
999K25295	UNITED STATES TREASURY BO FWD	3.000% 11/15/2044 DD 11/15/14	(3,293,115)	3,288,427
99F133F4A	US TREAS BD FUTURE (CBT)	EXP JUN 14	—	595,165
99F133I4A	US TREAS BD FUTURE (CBT)	EXP SEP 14	—	231,797
99F133L4A	US TREAS BD FUTURE (CBT)	EXP DEC 14	—	222,404
99F139F4A	US 10YR TREAS NTS FUTURE (CBT)	EXP JUN 14	—	(398,602)

Retirement Plan of Marathon Oil Company

EIN 25-1410539

Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year)

(a) Identity of Issue, borrower, lessor, or similar party	(b) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost of acquisitions	(e) Proceeds of dispositions
99F139I4A	US 10YR TREAS NTS FUTURE (CBT)	EXP SEP 14	—	(344,593)
99F139L4A	US 10YR TREAS NTS FUTURE (CBT)	EXP DEC 14	—	(1,188)
99F167L5C	90DAY EURODOLLAR FUTURE (CME)	EXP DEC 15	—	(1,526)
99F167L6C	90DAY EURODOLLAR FUTURE (CME)	EXP DEC 16	—	18,457
99F183F4A	US 5YR TREAS NTS FUTURE (CBT)	EXP JUN 14	—	(5,320)
99F183I4A	US 5YR TREAS NTS FUTURE (CBT)	EXP SEP 14	—	17,376
99F183L4A	US 5YR TREAS NTS FUTURE (CBT)	EXP DEC 14	—	(13,803)
99F217F4A	US 2YR TREAS NTS FUT (CBT)	EXP JUN 14	—	(8,766)
99F217L4A	US 2YR TREAS NTS FUT (CBT)	EXP DEC 14	—	1,760
99F700F4A	US ULTRA BOND FUT (CBT)	EXP JUN 14	—	491,586
99F700I4A	US ULTRA BOND (CBT)	EXP SEP 14	—	803,716
99F700L4A	US ULTRA BOND FUTURE (CBT)	EXP DEC 14	—	794,278
99QACJL2	CCP BP UL CDX IG21.SR.XR	1.000% 12/20/2018 DD 09/20/13	347,503	(412,830)
99QACJLM0	CCP_BP UL CDX IG21.SR.XR	VAR RT 12/20/2018 DD 09/20/13	1	1
99QACK9AL	IRS R 2.33% P US0003M 01/13/20	CALL JAN 15 002.330 ED 1/09/15	(91,260)	103,350
99QACK9AM	IRS R 1.53% P US0003M 01/13/18	CALL JAN 15 001.530 ED 1/09/15	(12,865)	14,043
99QACL9ME	IRS R USD-LIBOR-BBA 3M 1/22/25	PUT JAN 15 003.670 ED 01/22/15	(90,605)	66,357
99QACM9CG	IRS R USD-LIBOR-BBA 3M 031020	CALL MAR 15 002.100 ED 030615	(30,799)	22,061
99QACM9HA	IRS P USD-LIBOR-BBA 3M 9/09/16	CALL AUG 14 000.710 ED 8/28/14	(12,824)	2,863
99QACM9HB	IRS P USD-LIBOR-BBA 3M 9/01/16	CALL AUG 14 000.730 ED 8/28/14	(16,597)	4,553
99QACM9IA	IRS P USD-LIBOR-BBA 3M 9/09/16	CALL SEP 14 000.740 ED 9/05/14	(7,390)	2,380
99QACM9OF	IRS R USD-LIBOR-BBA 3M 3/09/25	PUT MAR 15 003.500 ED 03/05/15	(43,935)	21,750
EF5966512	SOCIETE GENERALE EUR1.25		(1,202,896)	907,078
EX0056658	BHP BILLITON PLC USD0.50		(1,512,676)	1,291,307
EX0089568	VERIZON COMMUNICATIONS INC		(38,006)	36,863
EXBH4HKS0	VODAFONE GROUP USD0(POST CONSO		(646,648)	483,689
FJ6470986	JSR CORP JPY50		(849,173)	890,235
FJ6640406	NEC CORP NPV		(1,011,984)	945,594
FJ6747201	ROHM CO Y50		(1,718,398)	1,569,863
NA9QDK652	CCP_CDX_BP UL CDX.NA.IG.22_V1	PAY 100BPS 2019 JUN 20	(1)	1
NA9QDK660	CCP_CDX_BP UL CDX.NA.IG.22_V1	PAY 100BPS 2019 JUN 20	1,162,650	(1,207,822)
NA9QDMVH4	CCP_CDX_SP UL CDX.NA.IG.22_V1	REC 100BPS 2019 JUN 20	(284,002)	306,367
NA9QDMVJ0	CCP_CDX_SP UL CDX.NA.IG.22_V1	REC 100BPS 2019 JUN 20	1	(1)
NA9QDZG41	CCP_CDX_SP UL CDX.NA.IG.23_V1	REC 100BPS 2019 DEC 20	(186,974)	164,330
NA9QDZG58	CCP_CDX_SP UL CDX.NA.IG.23_V1	REC 100BPS 2019 DEC 20	1	(1)
NAB02ZVV0	MEXICO GOVERNMENT INTERNATIONA	6.750% 09/27/2034	(322,438)	325,548
NAB92S090	ROSNEFT OIL CO VIA ROSNEFT INT	4.199% 03/06/2022	(204,940)	175,000

Retirement Plan of Marathon Oil Company
EIN 25-1410539
Schedule H, Line 4j - Schedule of Reportable Transactions

(b) Description of asset (include interest rate and maturity in case of a loan)	(d) Selling price	(g) Cost of asset	(i) Net gain or (loss)
DREYFU TRE AGY CSH MGT 521 INC VAR RT 12/31/2049 DD 04/09/97	\$ —	\$ —	\$ —
DREYFU TRE AGY CSH MGT 521 INC VAR RT 12/31/2049 DD 04/09/97	54,487,078	54,487,078	—
DREYFU TRE AGY CSH MGT 521 INC VAR RT 12/31/2049 DD 04/09/97	31,591,311	31,591,311	—
DREYFU TRE AGY CSH MGT 521 INC VAR RT 12/31/2049 DD 04/09/97	—	—	—
DREYFU TRE AGY CSH MGT 521 INC VAR RT 12/31/2049 DD 04/09/97	62,296,560	62,296,560	—
COMMIT TO PUR FNMA SF MTG 3.500% 07/01/2044 DD 07/01/14	44,333,879	44,300,508	(33,371)
COMMIT TO PUR FNMA SF MTG 3.500% 08/01/2043 DD 08/01/13	31,586,399	31,535,883	(50,516)
COMMIT TO PUR FNMA SF MTG 3.500% 09/01/2043 DD 09/01/13	30,417,414	30,337,789	(79,625)
ISHARES 20+ YEAR TREASURY BO ETF	32,750,837	32,178,210	572,627
US TREAS-CPI 0.050% 01/15/2024 DD 01/15/14	21,546,356	21,449,104	97,252
US TREASURY NOTE 1.625% 03/31/2019 DD 03/31/14	54,121,616	54,013,271	(110,371)
US TREAS-CPI INFLAT 0.125% 04/15/2019 DD 04/15/14	89,632,829	89,267,576	(60,720)
US TREASURY NOTE 1.625% 04/30/2019 DD 04/30/14	142,171,048	142,193,237	22,185
US TREAS-CPI INFLATION INDEXED 0.250% 07/15/2024 DD 07/15/14	—	—	—
US TREAS-CPI INFLATION INDEXED 0.250% 07/15/2024 DD 07/15/14	1,467,974	1,467,974	—
US TREAS-CPI INFLATION INDEXED 0.250% 07/15/2024 DD 07/15/14	22,183,563	22,219,612	(36,854)
VANGUARD LONG-TERM CORP BOND	32,682,234	32,276,948	405,286
DREYFUS TREAS & AGY CSH CSH MG VAR RT 12/31/2049 DD 04/09/97	394,297,630	394,297,630	—