

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>MARATHON PETROLEUM RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ▶ <u>001</u> 1c Effective date of plan <u>04/01/1998</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>MARATHON PETROLEUM COMPANY LP</u> <u>539 SOUTH MAIN STREET, ROOM 3123</u> <u>FINDLAY, OH 45840</u>	2b Employer Identification Number (EIN) <u>31-1537655</u> 2c Plan Sponsor's telephone number <u>419-422-2121</u> 2d Business code (see instructions) <u>324110</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	Filed with authorized/valid electronic signature.	12/01/2015	RODNEY P NICHOLS
	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 RODNEY P. NICHOLS 539 SOUTH MAIN STREET FINDLAY, OH 45840	3b Administrator's EIN 34-1861584 3c Administrator's telephone number 419-422-2121 <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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 11485
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	6a(1) 9528
a(2) Total number of active participants at the end of the plan year	6a(2) 9973
b Retired or separated participants receiving benefits	6b 936
c Other retired or separated participants entitled to future benefits.....	6c 959
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 11868
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 135
f Total. Add lines 6d and 6e	6f 12003
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 50
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 3F 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) ☐ 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 _____

<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>
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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 MARATHON PETROLEUM RETIREMENT PLAN	B Three-digit plan number (PN) 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF MARATHON PETROLEUM COMPANY LP	D Employer Identification Number (EIN) 31-1537655
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	1659949405
b Actuarial value		2b	1550946334
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	1053	104731883	104731883
b For terminated vested participants	904	167580422	167580422
c For active participants	9528	1166614333	1216401578
d Total	11485	1438926638	1488713883
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	6.25%	
6 Target normal cost	6	63450432	

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	09/28/2015
TRISHA L. TREML	Date
Type or print name of actuary	14-06986
HEWITT ASSOCIATES LLC	Most recent enrollment number
Firm name	847-295-5000
4 OVERLOOK POINT LINCOLNSHIRE, IL 60069	Telephone number (including area code)
Address of the firm	

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	319522668
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	65458700
9 Amount remaining (line 7 minus line 8)	0	254063968
10 Interest on line 9 using prior year's actual return of <u>16.71</u> %	0	42454089
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		117073236
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>6.09</u> %		3143325
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		10938149
c Total available at beginning of current plan year to add to prefunding balance		131154710
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	296518057

Part III Funding Percentages		
14 Funding target attainment percentage	14	84.26 %
15 Adjusted funding target attainment percentage	15	104.18 %
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	83.45 %
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
09/14/2015	35000000				
			Totals ▶	18(b)	35000000
				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	31569869
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 59
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	63450432	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	234285606		58200835
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	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	121651267	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	96168392	96168392
36 Additional cash requirement (line 34 minus line 35).....	36	25482875	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	31569869	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	6086994	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	6086994	
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>MARATHON PETROLEUM RETIREMENT PLAN</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 PETROLEUM COMPANY LP</u>	D Employer Identification Number (EIN) <u>31-1537655</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 <u>MASSACHUSETTS FIN. SER. CO (MFS)</u> <u>04-2747644</u>

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation <u>DIMENSIONAL FUND ADVISORS LP (DFA)</u> <u>30-0447847</u>
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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(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)

US STEEL AND CARNEGIE PENSION FUND

27-6011802

(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?
18	NONE	792103	Yes ☒ No ☐	Yes ☐ No ☒	496	Yes ☐ No ☒

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

HEXAVEST

51-6579174

(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	NONE	961668	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

BARROW HANLEY MEWHINNEY/STRAUSS LLC

75-2403190

(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	NONE	578062	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)

NORTHERN TRUST COMPANY

36-1561860

(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	NONE	64725	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

PACIFIC INVESTMENT MANAGEMENT CO.

33-0629048

(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	NONE	733479	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

MERCER

61-0736136

(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?
17	NONE	180693	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)

MORGAN STANLEY INVEST. MGMT LTD

13-0057834

(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	NONE	419817	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

BOSTON TRUST & INV. MGMT CO.

04-2273811

(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	NONE	260302	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

KAYNE ANDERSON RUDNICK

95-4575414

(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	NONE	251263	Yes ☒ No ☐	Yes ☐ No ☒	4242	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)

AON HEWITT

22-2232264

(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?
11	NONE	125419	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BLACKROCK

94-3112180

(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	NONE	88736	Yes ☐ No ☒	Yes ☐ No ☐		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
KAYNE ANDERSON RUDNICK	28	2731
(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.	
CONVERGEX 1633 BROADWAY, 48TH FLOOR NEW YORK, NY 10019	SOFT DOLLAR COMMISSIONS	
(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
(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
(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
(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
(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
(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.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>MARATHON PETROLEUM RETIREMENT PLAN</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 PETROLEUM COMPANY LP</u>	D Employer Identification Number (EIN) <u>31-1537655</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: MARATHON PETROL. MASTER RET. TRUST

b Name of sponsor of entity listed in (a): MARATHON PETROL. GROUP LP

c EIN-PN <u>46-6645355-101</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1436786012</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)
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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):

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 <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>MARATHON PETROLEUM RETIREMENT PLAN</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 PETROLEUM COMPANY LP</u>	D Employer Identification Number (EIN) <u>31-1537655</u>	

Part I	Asset and Liability Statement		
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) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash		1a	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....		1b(1)	14400000
(2) Participant contributions		1b(2)	
(3) Other.....		1b(3)	11719139
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....		1c(1)	
(2) U.S. Government securities		1c(2)	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred		1c(3)(A)	
(B) All other		1c(3)(B)	
(4) Corporate stocks (other than employer securities):			
(A) Preferred		1c(4)(A)	
(B) Common.....		1c(4)(B)	55026096
(5) Partnership/joint venture interests		1c(5)	
(6) Real estate (other than employer real property).....		1c(6)	56501185
(7) Loans (other than to participants)		1c(7)	
(8) Participant loans.....		1c(8)	
(9) Value of interest in common/collective trusts		1c(9)	
(10) Value of interest in pooled separate accounts		1c(10)	
(11) Value of interest in master trust investment accounts		1c(11)	1508462913
(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)	
(14) Value of funds held in insurance company general account (unallocated contracts).....		1c(14)	
(15) Other.....		1c(15)	20223890
			18624137

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	1666333223	1602722470

Liabilities

g Benefit claims payable	1g	0	
h Operating payables	1h	0	
i Acquisition indebtedness	1i		
j Other liabilities	1j	5803432	
k Total liabilities (add all amounts in lines 1g through 1j)	1k	5803432	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1660529791	1602722470
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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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	35000000	
(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)		35000000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	82117	
(B) U.S. Government securities	2b(1)(B)	1024177	
(C) Corporate debt instruments	2b(1)(C)	20967752	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	723234	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		22797280
(2) Dividends: (A) Preferred stock	2b(2)(A)	56803	
(B) Common stock	2b(2)(B)	656420	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	14492860	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		15206083
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	199491167	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	185229443	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		14261724
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	2497499	
(B) Other	2b(5)(B)	56539260	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		59036759

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		24126436
(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)		14160584
c Other income.....	2c		-519653
d Total income. Add all income amounts in column (b) and enter total.....	2d		184069213

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	237077222	
(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)		237077222
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)	382642	
(2) Contract administrator fees.....	2i(2)	118585	
(3) Investment advisory and management fees.....	2i(3)	3775899	
(4) Other.....	2i(4)	522186	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		4799312
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		241876534

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-57807321
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: MCCONNELL AND JONES

(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		40000000
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		111551174
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

<div>SCHEDULE R (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>		<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</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					
A Name of plan MARATHON PETROLEUM RETIREMENT PLAN				B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 MARATHON PETROLEUM COMPANY LP				D Employer Identification Number (EIN) 31-1537655	
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	
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): _____					
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	383
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					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.					
Schedule R (Form 5500) 2014 v. 140124					

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: 53% Investment-Grade Debt: 21% High-Yield Debt: 1% Real Estate: 24% Other: 1%

- 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):

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

Marathon Petroleum Retirement Plan

Index

December 31, 2014 and 2013

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Independent Auditors' Report

To the Participants and Plan Administrator of
the Marathon Petroleum Retirement Plan

Report on the Financial Statements

We have audited the accompanying financial statements of the Marathon Petroleum Retirement Plan (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's Management 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 in net assets available for benefits for the years then ended, and its financial status as of January 1, 2014 and 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 table of contents 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 & Jones LLP

Houston, Texas
October 14, 2015

Marathon Petroleum Retirement Plan
Statements of Net Assets Available for Benefits at the Plan Level
December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Assets		
Investments, at fair value (Note 4):		
Investments, at fair value:		
Cash and cash equivalents	\$ -	\$ 2,361,132
Equities	59,935,954	55,026,096
Real estate	52,376,367	56,501,185
Other	18,624,137	17,862,758
Plan's interest in Marathon Petroleum Master Retirement Trust, at fair value	<u>1,436,786,012</u>	<u>1,508,462,913</u>
 Total Investments	 <u>1,567,722,470</u>	 <u>1,640,214,084</u>
 Receivables		
Accrued income	-	4,743,188
Investment sales	-	6,975,951
Employer contribution (Note 6)	<u>35,000,000</u>	<u>14,400,000</u>
 Total receivables	 <u>35,000,000</u>	 <u>26,119,139</u>
 Total Assets	 <u>1,602,722,470</u>	 <u>1,666,333,223</u>
 Liabilities		
Investment purchases	<u>-</u>	<u>5,803,432</u>
 Total liabilities	 <u>-</u>	 <u>5,803,432</u>
 Net assets available for benefits	 <u><u>\$ 1,602,722,470</u></u>	 <u><u>\$ 1,660,529,791</u></u>

Marathon Petroleum Retirement Plan

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2014 and 2013

	2014	2013
Additions		
Investment income:		
Net appreciation in fair value of investments	\$ 15,246,253	\$ 126,814,550
Interest and Dividends	3,075,416	4,837,385
Other	165,166	-
Net investment gain from Plan's interest in Marathon Petroleum Master Retirement Trust	130,582,378	90,071,675
Net investment income	149,069,213	221,723,610
Contributions		
Employer	35,000,000	161,400,000
Total contributions	35,000,000	161,400,000
Total additions	184,069,213	383,123,610
Deductions		
Benefit payments	237,077,222	220,200,434
Fees & Expenses	4,799,312	3,190,175
Total Deductions	241,876,534	223,390,609
Net Increase (Decrease)	(57,807,321)	159,733,001
Net Assets Available for Benefits, Beginning of Year	1,660,529,791	1,500,796,790
Net Assets Available for Benefits, End of Year	\$ 1,602,722,470	\$ 1,660,529,791

Marathon Petroleum Retirement Plan

Notes to Financial Statements

December 31, 2014 and 2013

1. Description of the Marathon Petroleum Retirement Plan

The following description of the Marathon Petroleum Retirement Plan (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, as amended (“ERISA”).

General

The Plan was adopted on April 1, 1998. The Plan is a non-contributory employer defined benefit pension plan covering eligible employees of Marathon Petroleum Company (“MPC”) or of a participating employer as defined by the Plan document. The Plan is sponsored and administered by MPC, 539 S. Main Street, Findlay, Ohio 45840. The Plan consists of three separate Sub-Plans and each of the Sub-Plans identifies a specific group or organization. The Northern Trust Company is the Trustee for the Marathon Petroleum Retirement Plan. Whereas U.S. Steel & Carnegie Pension Fund (“UCF” or the “Sub-Trustee”) is the Sub-Trustee and Fidelity Investments is the Record Keeper for the Plan.

The Sub-Plans include the Refining, Marketing and Transportation Sub-Plan, the Catlettsburg Refining Sub-Plan, and the Northwestern Refinery Sub-Plan. Each Sub-Plan has its own participation, benefit eligibility, and plan provisions. Summary Plan Descriptions and Plan documents providing detailed Plan information are available from the Plan administrator.

Pension Benefits

Regular full-time or part-time employees, as defined by the Plan, are eligible to participate in the Plan upon meeting the following eligibility requirements: attainment of age 21 and one year of service; a U.S. citizen, or a non-United States citizen hired in the United States to perform services in the United States; and not participating in another retirement plan towards which a participating employer makes contributions. Casual employees are deemed to be regular employees for Plan purposes at such time compensation or entitlement to compensation for 1,000 hours or more is achieved in a service year. December 31, 2009 and prior, employees vest 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 Legacy portion of the Plan are reduced proportionately based on the early retirement factors as defined by the Plan. The Plan provides a normal form of benefit, life or joint and survivorship annuity, in addition to other optional forms of benefit including lump sum. Early and surviving spouse retirement benefits are also provided. The total amount of the monthly retirement benefit of a participant is the legacy plan benefit description above plus the cash balance benefit.

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 design is made up of an annual pay credit formula based on a point schedule determined based on age plus

Marathon Petroleum Retirement Plan

Notes to Financial Statements

December 31, 2014 and 2013

service and a monthly interest crediting rate tied to the 30-year Treasury Bill rate with a 3 percent minimum which satisfies safe harbor interest credit rate requirements under Internal Revenue Service (“IRS”) Notice 2007-6. Benefits accrued through December 31, 2009 (“legacy benefits”), will have participation discontinued as of such date, but will continue application of compensation updates and age growth for all future years of employment.

Effective January 1, 2013 the legacy plan was amended to exclude compensation updates after December 31, 2012. In addition, the estimated Social Security benefit was frozen as of December 31, 2012. The single life annuity benefit continues to be adjusted for the participant’s age at the time of commencement.

Commencing with the 2013 Plan Year, the PBGC immediate annuity rate and the PBGC deferred vested interest rate as determined by the current Plan provisions for purposes of calculating lump sums were limited to an annual increase as determined by the following table:

Calculated Annual Plan Rate (Unadjusted)	Maximum Annual Plan Rate Increase
≥ 0.25 – 3.00	.25
≥ 3.25 – 5.00	.50
≥ 5.25	.75

If, however, the Plan provisions for calculating the annual lump sum interest rates result in a rate lower than the previous year’s published Plan rate, such lower rate will be used without regard to any cap on the size of the reduction.

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 the Plan participation is 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 during their final 10 years of active employment (ending on December 31, 2012), divided by 36. Primary social security benefit is the participant’s estimated social security benefit based on the social security law and benefit levels in effect on December 31, 2012.

Refining, Marketing and Transportation (“RMT”) Sub-Plan

The RMT Sub-Plan applies solely to those employees of the participating RMT employers, including MPC (except for those employees employed in a retail facility who are part of the Retail Sub-Plan), Marathon Pipe Line LLC, and Catlettsburg Refining LLC.

Marathon Petroleum Retirement Plan

Notes to Financial Statements

December 31, 2014 and 2013

A regular employee is an employee who is employed to work on a full- or part-time basis and not on a time, special job completion or call-when-needed basis. A part-time employee shall be considered a regular employee after completion of 1,000 hours in a service year. Effective January 1, 1999, regular employees are enrolled as participants in the Plan upon reaching age 21 and completing one year of vesting service. Prior to January 1, 1999, regular employees were enrolled as participants in the Plan on the first day of their employment. For employees hired subsequent to January 1, 1999, vesting service will be granted upon completion of 1,000 hours of service during the first service year. A service year is from the original hire date to the same date the following year (less one day). After the first service year is completed, the vesting service calculation will be changed to a calendar year basis. The amount of the monthly retirement benefit of a participant who retires on their normal retirement date or thereafter with at least 37 years and 6 months of RMT Sub-Plan participation is 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 RMT Sub-Plan) of a participant for any consecutive 36-month period during their final 10 years of active employment, divided by 36. 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. Early retirement benefits payable under the RMT Sub-Plan are reduced proportionately based on the early retirement factors as defined by the RMT Sub-Plan.

Catlettsburg Refining ("CR") Sub-Plan

Effective January 1, 1999, the Oil, Chemical, and Atomic Workers International Union ("OCAW") Plan merged into the Plan. Included in the OCAW Plan were Catlettsburg Unions 3-214 and 3-505. The CR Sub-Plan applies to union represented employees of the employer who were employed at the Catlettsburg, Kentucky facility prior to October 1, 1998.

Benefit accrual service in the CR Sub-Plan shall be the largest of the following three calculations based on years of service and compensation:

- a) The career average benefit equal to the sum of: (1) the product of (i) 50 percent, and (ii) the total contributions, if any, made by a member to the Plan during the period of time beginning on March 1, 1951 and ending on July 31, 1967, inclusive; (2) the product of (i) 75 percent and (ii) the total contributions, if any, made by a member to the Plan during the period of time beginning on August 1, 1967 and ending on April 30, 1969, inclusive; (3) for each year of credited service, if any, of a member after April 30, 1969 and before October 1, 1989, the sum of (i) 1.5 percent of that part of such member's compensation for such year which is at an annual rate not in excess of \$6,600 plus (ii) 2.25 percent of that part of such member's compensation for such year which is at an annual rate in excess of \$6,600; (4) for each year of crediting service (not to exceed 35 years) after September 30, 1989, the sum of (i) 1.83 percent of compensation

Marathon Petroleum Retirement Plan

Notes to Financial Statements

December 31, 2014 and 2013

less than \$6,600, (ii) 2.25 percent of compensation in excess of \$6,600, and (iii) the product of \$21.78 and number of years of credited service prior to October 1, 1989; or

- b) The minimum benefit equal to the difference between (i) product of \$168 and years of continuous service less (ii) an amount determined from calculation (a) above; or
- c) The alternate minimum benefit equal to the sum of (i) the product of number of years of credited service (maximum of 35 years) prior to February 1, 1993 and 1.25 percent of the participant's final average compensation and (ii) the product of number of years of credited service (maximum of 35 years combined with (i)) on or after February 1, 1993 and 1.35 percent of the participant's final average compensation.

The total benefit payable from the Plan will be determined by first calculating the monthly benefit under the RMT Sub-Plan (including the OCAW Plan benefit accrual service) for the age of retirement or termination and offsetting that benefit by the monthly benefit accrued for the age of retirement or termination under the terms of the CR Sub-Plan for benefit accrual service prior to December 31, 1998. Lump sum distributions in excess of \$5,000 will not be permitted for benefits accrued under the OCAW Plan through December 31, 1998.

Northwestern Refinery ("NWR") Sub-Plan

The NWR Sub-Plan applies to certain MPC Teamster represented employees at the St. Paul Park, Minnesota refinery.

Benefit accrual service in the NWR Sub-Plan is composed of two separate segments: eligible service prior to February 1, 1987 and eligible service subsequent to January 31, 1987. Normal pension benefits shall be equal to the sum of the benefit accrual rate multiplied by years and fractional years of service prior to February 1, 1987 and the larger of a) the career average benefit for each year after January 31, 1987 calculated as the sum of 1.5 percent of compensation less than \$12,000 and 2.25 percent of compensation in excess of \$12,000 or b) the product of years and fractional years of credited service and 1 percent of the final average compensation not in excess of \$9,000 and 1.5 percent of final average compensation in excess of \$9,000.

The total benefit payable from the Plan will be determined by first calculating the monthly benefit under the RMT Sub-Plan (including the NWR Sub-Plan benefit accrual service from February 1, 1987) for the age of retirement or termination and offsetting that benefit by the monthly benefit accrued for the age of retirement or termination under the terms of the NWR Sub-Plan for benefit accrual service from February 1, 1987 to September 1, 1999. Lump sum distributions in excess of \$5,000 will not be permitted for benefits accrued under the NWR Pension Plan through August 31, 1999.

Marathon Petroleum Retirement Plan

Notes to Financial Statements

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Plan Amendments

Effective December 2, 2014, the Plan and Sub Plans were amended as follows: 1. To define spouse such that all legal same-sex marriages for federal tax purposes, be recognized. 2. To provide a discretionary amendment that adopts subrogation and reimbursement language for the Plan Administrator to make corrections when mistakes are made. 3. Clarify a technical issue concerning how the maximum benefit that may be paid from one or more defined benefit plans within the controlled group are apportioned among these multiple plans.

On September 30, 2014, Speedway LLC completed its acquisition of Hess Retail Holdings LLC (Hess) and related assets. As of the acquisition date, approximately 50 of Hess Salary Grade 12 and above employees became employees of Marathon Petroleum Company and, as such, were eligible to participate in the Plan going forward under the same terms and conditions as current employees.

On April 1, 2014, Marathon Petroleum Corporation signed an agreement to purchase a facility in Cincinnati, Ohio from Felda Iffco. This acquisition will involve approximately 50 employees. These employees are eligible to participate in the Plan going forward under the same terms and conditions as current employees.

Effective January 1, 2014, the Marathon Petroleum Retirement Plan was amended to include regularly assigned Salary Grade 12 and above employees of Speedway LLC and related subsidiaries and affiliates which are part of its controlled group of companies.

Effective January 1, 2014, the Plan has been amended to allow immediate eligibility for all regular and casual employees. Those who are eligible as of the effective date will be grandfathered and those who have not yet met the one year waiting period and age 21 requirement as of the effective date will not be eligible to participate in the Plan. Immediate eligibility will apply to hires on or after the effective date, for regular employees and casual employees; however, casual employees classified as student workers hired on or after the effective date and not grandfathered as an eligible class, are specifically excluded.

Effective April 1, 2013, the majority of assets have been moved from the Retirement Plan accounts for which UCF was the trustee to a new master trust for the Plan's assets, the Marathon Petroleum Master Retirement Trust ("Master Trust"), for which The Northern Trust Company was named as trustee. The Northern Trust Company acts as custodian and primary trustee of the Master Trust. UCF will continue to manage certain specific assets which were not transferred to the Master Trust, as Sub-trustee with respect to those specified assets.

The Plan was amended to clarify that actual Social Security wages earned prior to employment with a Participating Employer may be submitted to the Plan Administrator no later than six months following retirement, death or commencement of a legacy benefit. No Social Security wages earned after December 31, 2012 are to be used. With respect to the

Marathon Petroleum Retirement Plan

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frozen Social Security Benefit offset amount, the applicability to the legacy benefit commences prior to February 1, 2013.

Effective February 1, 2013, MPC acquired the assets associated with the BP Products of North America, Inc. (BP) Texas City, Texas refinery. The BP Texas City refinery employees were immediately eligible to participate in the Plan.

2. Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan were prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

Date of Management's Review

Subsequent events were evaluated through October 14, 2015 which is the date the financial statements were available to be issued.

Use of Estimates

The preparation of financial statements in accordance with US GAAP requires Plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the dates of the financial statements and the reported amounts of additions and deductions during the respective reporting periods. Actual amounts could differ from those estimates and assumptions.

Investment Valuation and Income Recognition

Investments are reported 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, and expenses related to the Plan's investment portfolio.

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.

Marathon Petroleum Retirement Plan

Notes to Financial Statements

December 31, 2014 and 2013

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 MPC, in its discretion, pays such expenses.

Risks and Uncertainties

The Plan invests in various investment options. Investments are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investments will occur in the near term and those changes could materially affect the amounts reported in the statement of Net Assets Available for Benefits at the Plan Level and the Statement of Changes in 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 could be material to the financial statements.

Recently Issued Accounting Standards

In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-07, *Disclosures for Investments in Certain Entities That Calculate Net Asset Value (NAV) per Share (or its equivalent)* (ASU 2015-07). 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 Standards Codification (ASC) 820. ASU 2015-07 is effective for the Plan retrospectively for the year beginning after December 15, 2016 with early adoption permitted. Plan management believes the adoption of this guidance concerns disclosure only and will not have an impact on the Plan's financial statements.

In July 2015, the FASB issued ASU No. 2015-12, “*(Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient*” — consensus of the Emerging Issues Task Force (ASU No. 2015-12). 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*. ASU 2015-12 is effective for fiscal years beginning after December 31, 2015, with early application permitted. The Plan is required to apply the amendments retrospectively for all statements presented except for

Marathon Petroleum Retirement Plan

Notes to Financial Statements

December 31, 2014 and 2013

Part III which requires a prospective application. Plan management believes the adoption of this guidance concerns disclosure only and will not have an impact on the Plan's financial statements.

3. Investments

During 2013, substantially all assets of the Plan were transferred to Northern Trust Company and held in the Marathon Petroleum Master Retirement Trust (the "Master Trust"). The Master Trust assets are allocated between the Plan and the Speedway Retirement Plan based on each plan's proportionate interest in the Master Trust as calculated on a monthly basis.

The Master Trust has the following Plans and accounts with their respective proportionate interest as of December 31, 2014 and 2013:

	<u>2014</u>	<u>2013</u>
Marathon Petroleum Retirement Plan	89.8%	91.1%
Speedway Retirement Plan	<u>10.2%</u>	<u>8.9%</u>
	<u>100.00%</u>	<u>100.00%</u>

Investment income and administrative expenses relating to the Master Trust are allocated based on average monthly balances invested by each plan, other than items specific to one or the other plan.

Plan investments are received, invested and held by the trustee. The Plan interest in the Master Trust of \$1,436.8 million as of December 31, 2014 and \$1,508.5 million as of December 31, 2013 represents 5% or more of the Plan's net assets available for benefits.

Marathon Petroleum Retirement Plan

Notes to Financial Statements

December 31, 2014 and 2013

The following presents the Statement of Net Assets of the Master Trust as of December 31, 2014 and 2013:

Investments, at fair value:	2014	2013
Cash & cash equivalent	\$ 27,333,310	\$ 186,693,572
Equities	660,078,369	874,324,537
Fixed Income	898,847,224	589,731,451
Other	3,914,042	5,094,414
Total Investments	<u>1,590,172,945</u>	<u>1,655,843,974</u>
Receivables		
Receivables for Securities Sold	44,384,784	6,457,233
Employer Contribution	35,000,000	-
Accrued Income	7,869,574	5,206,611
Total Receivables	<u>87,254,358</u>	<u>11,663,844</u>
Total Assets	<u>1,677,427,303</u>	<u>1,667,507,818</u>
Liabilities		
Payables for securities purchased	42,540,896	6,370,444
Total Liabilities	<u>42,540,896</u>	<u>6,370,444</u>
Net Assets	<u>\$ 1,634,886,407</u>	<u>\$ 1,661,137,374</u>

Marathon Petroleum Retirement Plan

Notes to Financial Statements

December 31, 2014 and 2013

The following presents the Master Trust Statement of Changes in Net Assets for the years ended December 31, 2014 and 2013:

Additions:	2014	2013
Net appreciation (depreciation) in fair value of investments:		
Cash	\$ 840,268	\$ (82,741)
U.S. Government securities	13,273,966	(12,256,973)
Corporate Debt Instruments	39,441,241	(17,086,393)
Common/Collective trust	28,197,422	77,601,639
Registered Investment companies	16,589,161	(1,460,144)
Corporate Stock	1,246,054	10,749,131
Other	9,381,177	(412,686)
Total net appreciation in fair value of investments	108,969,289	57,051,833
Sponsor Contributions	-	-
Interest	37,859,779	32,275,495
Dividends	4,136,036	3,799,585
Net change in accrued income	2,654,276	5,247,503
Other	1,302,768	197,999
Net Investment Income	45,952,859	41,520,582
Total Additions	154,922,148	98,572,415
Deductions:		
Fees and Expenses	-	2,873,475
Total Deductions	-	2,873,475
Net Increase (Decrease) Before Transfers	154,922,148	95,698,940
Transfers In, from Sub-Trustee	72,581,215	1,680,573,644
Transfers Out	(253,754,330)	(115,135,210)
Net Assets - Beginning of Year	1,661,137,374	-
Net Assets - End of Year	\$ 1,634,886,407	\$ 1,661,137,374

Marathon Petroleum Retirement Plan

Notes to Financial Statements

December 31, 2014 and 2013

The following table presents the fair value of the Master Trust's individual investments that represent 5% or more of the Master Trust's net assets available for benefits as of December 31, 2014 and 2013:

	2014	2013
CF Hexavest EA FE Equity Fund	\$ 110,122,488	\$ 159,203,650
CF Blackrock Russel 1000 Index	279,135,633	371,521,402
Cotv Short Term Investment Fund	17,168,360	178,247,661
MFO MFS Institutional International Equity Fund	110,705,226	160,209,735
MFO PIMCO Funds Long Duration Corporate Bonds Portfolio	254,221,399	218,056,599

The remaining assets of the investable funds of the Plan and the Speedway Retirement Plan are combined and held in the UCF Marathon Petroleum Group Trust ("the UCF Trust"), with each plan having a proportionate interest in the assets of the UCF Trust. The UCF Trust is not considered a master trust or a 103-12 investment entity for reporting purposes because the UCF Trust is one of many unrelated group trusts held within UCF's Master Trust. Thus, the Plan reports its interest in UCF Trust assets, income, and expenses, which are allocated based on each plan's historical participation. There were no assets held by UCF that were greater than 5% of nets assets of the Plan.

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

	2014	2013
Equities	\$ 8,161,015	\$ (14,439,412)
Real Estate	6,165,182	7,955,604
Bond LP	-	(765,393)
Equity LP	-	120,178,902
Other	920,056	1,717,041
Limited Partnerships		12,167,808
Net appreciation in fair value of investments, outside the Master Trust	<u>\$ 15,246,253</u>	<u>\$126,814,550</u>

Marathon Petroleum Retirement Plan

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. These inputs have the highest priority;
- Level 2 inputs consist of observable market-based inputs or unobservable inputs that are corroborated by market data, and are either directly or indirectly observable as of the measurements date;
- Level 3 inputs are unobservable inputs that are not corroborated by market data and may be used with internally developed methodologies that result in management's best estimate of fair value. These inputs have the lowest priority.

The Plan's investments are reported at fair value in the accompanying statements 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 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 category:

- Cash and cash equivalents -Cash and cash equivalents include a collective fund serving as the investment vehicle for the cash reserves and cash held by third-party investment managers. The collective fund is valued at net asset value ("NAV") on a scheduled basis using a cost approach, and is considered a Level 2 asset. Cash and cash equivalents held by third-party investment managers are valued using a cost approach and are considered Level 2. The non-Master Trust cash and cash equivalents include cash on deposit and an investment in a money market mutual 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 mutual fund is valued at the NAV of shares held.
- Equity – Equity investments include common stock, mutual and pooled funds, public and non-public investment trusts, and S&P 500 exchange-traded funds. Common stock is valued using a market approach. These assets are priced daily in active markets and are considered Level 1. Mutual and pooled equity funds are well diversified portfolios, representing a mix of strategies in domestic,

Marathon Petroleum Retirement Plan

Notes to Financial Statements

December 31, 2014 and 2013

international, and emerging market strategies. Mutual funds are publicly registered, valued at NAV on a daily basis using a market approach, and are considered Level 1 assets. Pooled funds are valued at NAV using a market approach, and are considered Level 2 assets. Investments in public trusts and S&P 500 exchange traded funds are valued using a market approach at the closing price reported in an active market and therefore are considered Level 1. Non-public investment trusts are considered Level 2 and are valued using a market approach based on the underlying investments in the trust, which are publicly traded securities.

- **Fixed Income** – Fixed income investments include corporate bonds, U.S. dollar treasury bonds, and municipal bonds. These securities are priced on observable inputs using a combination of market, income, and cost approaches. These securities are considered Level 2 assets. Fixed income also includes a well-diversified bond portfolio structured as a pooled fund. This fund is valued at NAV on a daily basis using a combination of market, income, and cost approaches. It is considered a Level 2 asset.
- **Private Equity** - Private equity investments include interests in limited partnerships which are valued using information provided by external managers for each individual investment held in the fund. These holdings are considered Level 3.
- **Real Estate** - Real estate investments consist of interests in limited partnerships. These holdings are either appraised or valued using investment manager's assessment of assets held. These holdings are considered Level 3.
- **Other** - Other investments include two limited liability companies ("LLCs") with no public market. The LLCs were formed to acquire timberland in the northwest United States. These holdings are either appraised or valued using investment manager's assessment of assets held. These holdings are considered Level 3.

Marathon Petroleum Retirement Plan

Notes to Financial Statements

December 31, 2014 and 2013

The following tables provide by level, within the fair value hierarchy, the Master Trust investments at fair value as of December 31, 2014 and 2013:

	2014	2013
Level 1		
Equity Securities		
Common Stock	\$ 63,337,757	\$ 68,276,544
Mutual Funds	154,849,723	216,998,874
Other	1,586,867	-
	<u>219,774,347</u>	<u>285,275,418</u>
Level 2		
Cash and cash equivalent	27,333,310	186,693,572
Equity securities		
Pooled funds	441,890,889	589,049,118
Fixed income		
Corporate	546,869,269	350,613,850
Government	97,756,556	21,061,002
Pooled funds	254,221,399	218,056,600
Other	2,327,175	5,094,414
	<u>1,370,398,598</u>	<u>1,370,568,556</u>
Level 3	<u>-</u>	<u>-</u>
	<u>-</u>	<u>-</u>
Total Master Trust investments, at fair value	<u>\$ 1,590,172,945</u>	<u>\$ 1,655,843,974</u>

Marathon Petroleum Retirement Plan

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 outside the Master Trust, at fair value, as of December 31, 2014 and 2013.

	2014	2013
Level 1:		
Cash and cash equivalent	\$ -	\$ 2,361,132
Level 3:		
Private Equity	59,935,954	55,026,096
Real Estate	52,376,367	56,501,185
Other	18,624,137	17,862,758
	<u>130,936,458</u>	<u>129,390,039</u>
Total Plan investments, at fair value	<u>\$ 130,936,458</u>	<u>\$ 131,751,171</u>

The following table sets forth a summary of changes in the fair value of the Plan's level 3 investments for the year ended December 31, 2014.

	Private Equities	Real Estate	Other
Balance, beginning of year	\$ 55,026,096	\$ 56,501,185	\$ 17,862,758
Realized gains	4,899,352	3,968,490	-
Unrealized gains relating to instruments still held at the reporting date	2,527,395	2,497,501	761,379
Purchases	7,825,232	4,871,206	-
Sales	(10,342,121)	(15,462,015)	-
Balance, end of year	<u>\$ 59,935,954</u>	<u>\$ 52,376,367</u>	<u>\$ 18,624,137</u>

Marathon Petroleum Retirement Plan

Notes to Financial Statements

December 31, 2014 and 2013

The following table sets forth a summary of changes in the fair value of the Plan's level 3 investments for the year ended December 31, 2013.

	Private Equities	Real Estate	Other
Balance, beginning of year	\$ 55,592,073	\$ 54,801,149	\$ 15,978,860
Realized gains	6,476,699	4,597,160	-
Unrealized gains relating to instruments still held at the reporting date	121,058	6,692,699	1,883,898
Purchases	5,195,431	8,356,343	-
Sales	(12,359,165)	(17,946,166)	-
Balance, end of year	<u>\$ 55,026,096</u>	<u>\$ 56,501,185</u>	<u>\$ 17,862,758</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.

The following table represents significant unobservable inputs used in the fair value measurement of Level 3 assets:

Instrument	Fair Value	Valuation Technique	Unobservable Input	Range
Private Equity	\$ 59,935,954	(1)	(2)	(3)
Real Estate	\$ 52,376,367	(1)	(2)	(3)
Other	\$ 18,624,118	Discounted Cash Flows	Discount Rate Revenue Growth	5.1-6.0% (4)

(1) A wide variety of valuation techniques were used to value these assets.

(2) A wide variety of valuation techniques were used to value these assets depending on the individual characteristics of the underlying investments in each asset category. Significant increases or decreases in any of those inputs in isolation could result in significantly lower or higher fair value measurements.

(3) The range has not been disclosed due to the wide range of possible values given the diverse nature of the underlying investments

(4) Revenue Growth is calculated using projections of future harvest volumes, physical measurement and statistical information of timber inventory, future timber prices and expenses.

Marathon Petroleum Retirement Plan

Notes to Financial Statements

December 31, 2014 and 2013

The following tables for December 31, 2014 and 2013 set forth a summary of the Plan's investments with reported NAV.

Fair Value Using NAV per Share December 31, 2014					
	Fair Value	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Pooled funds - Equity	\$ 433,044,697	None	End of Month	None	None
Pooled funds - Fixed Income	254,221,399	None	No Restriction	None	None
Fair Value Using NAV per Share December 31, 2013					
	Fair Value	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Pooled funds - Equity	\$ 536,619,853	None	End of Month	None	None
Pooled funds - Fixed Income	198,648,120	None	End of Month	None	None

5. Accumulated Plan Benefits

A third party 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	7.0%
Mortality rates	2014 Static Mortality Table
Assumed average retirement age	59

The interest rate assumption used to value accrued benefits was 7.0 percent in 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.

Marathon Petroleum Retirement Plan

Notes to Financial Statements

December 31, 2014 and 2013

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

Actuarial present value of accumulated plan benefits:

Vested benefits:

Participants currently receiving payments	\$ 102,336,613
Other participants	1,244,720,425
Total vested benefits	1,347,057,038

Nonvested benefits	36,016,151
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Total actuarial present value of accumulated plan benefits	\$ 1,383,073,189
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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	\$ 1,332,145,865
Increase (decrease) during the year attributable to:	
Benefit payments	(219,392,129)
Interest accumulation	91,832,468
Plan Amendments	15,608
Actuarial assumptions	(13,515,845)
Benefits accumulated, net of experience gain or loss or changes in data	191,987,222
Net change	\$ 50,927,324
Actuarial present value of accumulated Plan benefits at end of year	\$ 1,383,073,189

6. Funding Policy

The actuarial cost method used for funding of the Plan is the “projected unit credit” method of actuarial valuation. The funding policy provides that MPC 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. Discretionary contributions were made in 2013 of \$147 million. Also, on September 12, 2014, a contribution was made for \$14.4 million, which resides in the receivable line of the Statement of Net Assets Available for Benefits at the Plan Level for the 2013 plan year. In addition, there was a contribution made on September 14, 2015 of \$35 million for the 2014 Plan Year.

Marathon Petroleum Retirement Plan

Notes to Financial Statements

December 31, 2014 and 2013

7. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500:

	2014	2013
Benefits paid to participants per the financial statements	\$ 237,077,222	\$ 220,200,434
Less: Amounts allocated to withdrawing participants at December 31, 2012	-	(\$1,288,320)
Benefits paid to participants per the Form 5500	<u>\$ 237,077,222</u>	<u>\$ 218,912,114</u>

The following is a reconciliation of net assets available for pension benefits per the financial statements to the Form 5500 for the year ended December 31, 2014 and 2013:

8. Party-In-Interest Transactions

Northern Trust and UCF have been identified as parties-in-interest and these transactions are exempt from the prohibited transaction rules.

Fees paid by the Plan to Northern Trust in its capacity as Plan Trustee for 2014 is \$64,725 and from March 1 to December 31, 2013 were \$235,473. Fees paid by the Plan to UCF in its capacity as Sub Trustee for 2014 is \$792,103. In its capacity as Plan Trustee from January 1 through February 29, 2013 and Sub Trustee from March 31, 2013 through December 31, 2013 was \$1,113,406.

9. Plan Termination

Although it has not expressed any intent to do so, MPC 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 MPC. 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.

Marathon Petroleum Retirement Plan

Notes to Financial Statements

December 31, 2014 and 2013

10. Income Tax Status

The IRS has determined and informed MPC by three separate letters, two dated June 27, 2013, and one dated July 1, 2013, that the Northwestern Refinery Sub-Plan, the RM&T Sub-Plan, and the Catlettsburg Refining Sub-Plan and the related trust are designed in accordance with the applicable sections of the Internal Revenue Code ("IRC"). The plans were subsequently amended as of July 23, 2013 in accordance with specific instructions set forth in the IRS determination letters. The Plan Administrator and the Plan's tax counsel believe that the Plan and all related Sub-Plans are designed and are currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, there are no uncertain positions taken or expected to be taken. 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.

11. Commitments

At December 31, 2014 and 2013, the Plan had additional funding commitments related to various real estate and limited partnership investments amounting to \$33 million and \$46 million, respectively.

12. Subsequent Events

Effective January 1, 2015, the Plan will be amended to provide any suit or legal action initiated by a claimant under the Plan must be brought by the claimant no later than one year following the issuance of a final decision on the claim for benefits under the Plan's claims and appeals process.

On September 30, 2014, Speedway completed its acquisition of Hess Retail Holdings LLC (Hess) and related assets, which included the acquisition of WilcoHess LLC, a subsidiary of Hess. As of July 1, 2015 approximately 11 employees of WilcoHess LLC salary grade 12 and above became employees of Marathon Petroleum Company and, as such, were eligible to participate in the Plan going forward under the same terms and conditions as current employees.

Marathon Petroleum Retirement Plan
EIN 31-1537655/PN 001

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

A.	B. IDENTITY OF ISSUE	MATURITY DATE and VALUE, INTEREST RATE,	D. COST	E. CURRENT VALUE
	Short-term investments:			
	S-T Invest Fund Ctfi	19	19.00	19.00
	Total		19.00	19.00
	Corporate Stocks: Preferred			
	Pharma Stem Corp C Cv Pfd	0.63		
	Pharma Stem Corp D Cv Pfd	0.63		
	Pharma Stem Therapeutics A Pfd	0.63		
	Pharma Stem Therapeutics B Pfd	0.63		
	Total	2.53		
	Real Estate			
	AG CORE PLUS REALTY II	2,940,669	988,045.00	459,577.00
	AG CORE PLUS REALTY III	3,044,507	3,044,507.00	4,002,736.00
	Aetos Capital Asia II LP	2,532,235	2,180,450.00	947,697.00
	Aetos Capital Asia III LP	4,007,556	3,904,112.00	680,363.00
	Avanti Strategic Land II-ACT	115,020	1.00	1.00
	Avanti Strategic Land II-PAS	427,381	1.00	27,087.00
	Avanti Strategic Land III-ACT	900,417	1.00	140,852.00
	Avanti Strategic Land III-PAS	909,730	1.00	260,938.00
	Avanti Strategic Land IV-ACT	264,179	40,229.00	177,871.00
	Avanti Strategic Land IV-PAS	181,170	8,451.00	48,757.00
	Avanti Strategic Land V	1,597,656	1,392,334.00	1,144,877.00
	Avanti Strategic Land VI	1,998,417	1,772,103.00	2,289,755.00
	Avanti Strategic Land Inv VII	1,445,429	1,437,821.00	1,301,079.00
	Blackstone R/E Partners IV	3,179,047	2,150,579.00	1,772,227.00
	Blackstone R/E Partners V	4,512,452	2,599,145.00	4,789,372.00
	Blackstone R/E Partners VI	5,040,945	2,926,595.00	5,960,075.00
	Blackstone R/E Partners VII	3,876,273	3,876,273.00	5,515,522.00
	CPI Asia Pacific	4,818,990	642,012.00	978,467.00
	CPI Eruope	3,703,763	3,185,956.00	1,182,108.00
	DLJ RE Capital Partners III LP	3,910,623	3,465,342.00	2,665,633.00
	DLJ RE Capital Partners IV LP	6,337,990	5,747,521.00	6,075,559.00
	Lasalle Mexico Fund I	5,113,514	4,598,506.00	4,390,775.00
	Rockpoint R E Fund I LP	3,179,048	737,139.00	11,737.00
	Rockpoint R E Fund II LP	3,179,049	2,103,743.00	1,003,123.00
	Rockpoint RE Fund III LP	6,476,013	1,457,191.00	1,190,926.00
	Rockpoint RE Fund IV LP	2,132,251	2,056,918.00	2,554,304.00
	Pearlmark Mezzanine III	6,251,335	3,057,365.00	2,794,115.00
	Westbrook RE Fund IV LP	1,907,429	1.00	10,834.00
	Total		53,372,342.00	52,376,367.00

Marathon Petroleum Retirement Plan
EIN 31-1537655/PN 001

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

		MATURITY DATE and VALUE,		E. CURRENT
A.	B. IDENTITY OF ISSUE	INTEREST RATE,	D. COST	VALUE
	Other Investments:			
	TC&I Timber Company - Shasta	4,811,806.91	4,811,807.00	4,630,070.00
	TC&I Timber Company - Chinook	9,634,105.52	9,634,105.00	13,994,048.00
	Total		14,445,912.00	18,624,118.00
	Limited Partnerships:			
	AEA Investors 2006 LP	4,254,781	2,328,965.00	3,383,168.00
	AEA Investors 2003 Program	1,354,109	99,607.00	41,172.00
	AEA Investors V	2,430,841	2,430,841.00	2,841,427.00
	Aurora Equity Partners IV LP	1,757,312	1,757,159.00	2,555,207.00
	CAI Partners & Company II LP	631,454	363,418.00	129,115.00
	CAI Partners & Company IV LP	4,377,387	2,586,417.00	2,448,667.00
	Clayton Dubilier Rice Fund VI	2,932,616	153,145.00	5,417.00
	Clayton Dubilier Rice Fund VII	754,320	307,227.00	437,004.00
	Clayton Dubilier Rice Fd VIII	3,850,917	2,742,236.00	4,699,594.00
	Devon Part Bioventurs LP	1,549,427	1,474,143.00	2,720,438.00
	Electra Partners Club 2007 LP	2,932,098	1,745,105.00	2,603,061.00
	FF&P Investor LP	1,252,152	861,155.00	345,810.00
	Fourth Cinven Fund	2,653,723	1,995,176.00	1,477,145.00
	Fifth Cinven Fund	1,393,886	1,393,886.00	1,621,609.00
	Geam Intl Private Equity Fund	2,063,938	290,374.00	574,245.00
	International PVt Eq Fund II	1,689,850	1,493,689.00	1,775,101.00
	Tenaya Capital V	2,261,786	1,558,656.00	2,043,264.00
	Tenaya Capital VI	2,243,827	2,243,827.00	2,507,353.00
	PERFORMANCE DIRECT II	5,907,110	4,173,920.00	5,730,706.00
	Third Cinven Fund	2,598,661	350,779.00	303,374.00
	TRIDENT IV LP	5,541,334	2,050,297.00	3,837,323.00
	TRIDENT V LP	6,970,917	6,781,113.00	8,243,479.00
	Warburg Pincus Pvt Equity VIII	1,271,619	1.00	493,887.00
	Warburg Pincus Pvt Equity IX	2,129,962	269,382.00	678,078.00
	Warburg Pincus Pvt Equity X	7,629,715	3,494,835.00	5,920,316.00
	Warburg Pincus Pvt Equity XI	2,171,926	2,077,432.00	2,519,994.00
	Total		45,022,785.00	59,935,954.00
	Total Marathon Petroleum		112,841,058.00	130,936,458.00

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue Service
Department 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>Marathon Petroleum Retirement Plan</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 Petroleum Company LP</u>	D Employer Identification Number (EIN) <u>31-1537655</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>1,659,949,405</u>	
b Actuarial value	2b	<u>1,550,946,334</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>1,053</u>	<u>104,731,883</u>	<u>104,731,883</u>
b For terminated vested participants.....	<u>904</u>	<u>167,580,422</u>	<u>167,580,422</u>
c For active participants.....	<u>9,528</u>	<u>1,166,614,333</u>	<u>1,216,401,578</u>
d Total.....	<u>11,485</u>	<u>1,438,926,638</u>	<u>1,488,713,883</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>6.25 %</u>	
6 Target normal cost	6	<u>63,450,432</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**Trisha L. Trembl (TT)

Signature of actuary

09/28/2015

Date

Trisha L. Trembl

Type or print name of actuary

14-06986

Most recent enrollment number

Hewitt Associates LLC

Firm name

(847) 295-5000

Telephone number (including area code)

4 Overlook PointLincolnshireIL 60069

Address of the firm

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	319,522,668
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	65,458,700
9 Amount remaining (line 7 minus line 8)	0	254,063,968
10 Interest on line 9 using prior year's actual return of <u>16.71</u> %	0	42454089
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		117073236
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>6.0</u> %		3143325
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		10,938,149
c Total available at beginning of current plan year to add to prefunding balance		131154710
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	296518057

Part III Funding Percentages

14 Funding target attainment percentage	14	84.26 %
15 Adjusted funding target attainment percentage	15	104.18 %
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	83.45 %
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
09/14/2015	35,000,000				
Totals ▶			18(b)	35,000,000	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	31,569,869

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**

59

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**

63,450,432

b Excess assets, if applicable, but not greater than line 31a**31b**

0

32 Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment

234,285,606

58,200,835

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**

0

34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)..... **34** 121,651,267

Carryover balance

Prefunding balance

Total balance

35 Balances elected for use to offset funding requirement.....

0

96,168,392

96,168,392

36 Additional cash requirement (line 34 minus line 35)..... **36** 25,482,875**37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....**37**

31,569,869

38 Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36)**38a**

6,086,994

b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances**38b**

6,086,994

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
Marathon Petroleum Retirement Plan
EIN: 31-1537655 PN: 001

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2014

Date	Amount	Days to Discount to 1/1/2014 at 6.25%	Interest Adjusted Contribution
September 14, 2015	\$ 35,000,000	621	\$ 31,569,869
Total Contribution	\$ 35,000,000		\$ 31,569,869

Schedule SB Attachment (Form 5500)—2014 Plan Year
Marathon Petroleum Retirement Plan
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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	3.00%	1.0000	1.52
51.5	3.00%	0.9700	1.50
52.5	3.00%	0.9409	1.48
53.5	3.00%	0.9127	1.46
54.5	5.00%	0.8853	2.41
55.5	7.00%	0.8410	3.27
56.5	10.00%	0.7822	4.42
57.5	10.00%	0.7039	4.05
58.5	14.00%	0.6335	5.19
59.5	20.00%	0.5449	6.48
60.5	25.00%	0.4359	6.59
61.5	30.00%	0.3269	6.03
62.5	35.00%	0.2288	5.01
63.5	30.00%	0.1487	2.83
64.5	30.00%	0.1041	2.01
65.5	45.00%	0.0729	2.15
66.5	30.00%	0.0401	0.80
67.5	30.00%	0.0281	0.57
68.5	30.00%	0.0196	0.40
69.5	30.00%	0.0137	0.29
70	100.00%	0.0096	0.67
Weighted Average			59.13

Schedule SB Attachment (Form 5500)—2014 Plan Year
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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	Interest rate phase-in with an ultimate rate of 3.07%. Rate based on 24-month average of 30-year Treasury rates, using the same lookback period as the Funding Target segment rates, with minimum rate of 3.0%.
Lump Sum Conversion Basis	
417(e) basis	The mortality table required under 417(e) for 2014 and the underlying liability interest rates.
PBGC basis	The RP-2000 combined healthy mortality table weighted 75% male/25% female and interest rate phase-in with an ultimate rate of 1.00%. Rate based on 24-month average of PBGC immediate rates, using the same lookback period as the Funding Target segment rates, rounded down to the next 0.25%.
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of 4.00% per year.

Schedule SB Attachment (Form 5500)—2014 Plan Year
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Social Security COLA Increases	3.00%
Optional Payment Form Election Percentage	96% lump sum. 4% life annuity.
Retirement Age	
Active Participants	See Table 2.
Terminated Vested Participants	Age 59 for those assumed to elect a single life annuity. Immediate payment at termination for those assumed to elect a lump sum.
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 40% of females have an eligible spouse, and that males are three 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.
Valuation of Plan Assets	<p>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% nor more than 110% of fair market value.</p> <p>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</p>

Schedule SB Attachment (Form 5500)—2014 Plan Year
Marathon Petroleum Retirement Plan
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rate under IRC section 430(h)(2)(C)(iii).

Expected Return on Assets

2012 Plan Year

7.50%

2013 Plan Year

7.50%, limited to 6.76%

Trust Expenses Included in Target Normal Cost

Administrative expenses paid during the prior year
(\$2,864,611).

Actuarial Method

Standard unit credit cost method

Valuation Date

January 1, 2014

Schedule SB Attachment (Form 5500)—2014 Plan Year
Marathon Petroleum Retirement Plan
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Table 1

Salary Merit Increase Rates

Age	Rate	Age	Rate
21	6.25%	51	3.00%
22	6.25%	52	3.00%
23	6.25%	53	3.00%
24	6.25%	54	3.00%
25	6.25%	55	3.00%
26	6.25%	56	3.00%
27	6.25%	57	3.00%
28	6.25%	58	3.00%
29	6.25%	59	3.00%
30	6.25%	60	3.00%
31	6.25%	61	3.00%
32	6.25%	62	3.00%
33	6.25%	63	3.00%
34	6.25%	64	3.00%
35	6.25%	65+	3.00%
36	6.25%		
37	6.25%		
38	6.25%		
39	6.25%		
40	6.25%		
41	5.50%		
42	5.50%		
43	5.50%		
44	5.50%		
45	5.50%		
46	4.25%		
47	4.25%		
48	4.25%		
49	4.25%		
50	4.25%		

Schedule SB Attachment (Form 5500)—2014 Plan Year
Marathon Petroleum Retirement Plan
EIN: 31-1537655 PN: 001

Table 2

Retirement Rates

Age	Rate
50	3.00%
51	3.00%
52	3.00%
53	3.00%
54	5.00%
55	7.00%
56	10.00%
57	10.00%
58	14.00%
59	20.00%
60	25.00%
61	30.00%
62	35.00%
63	30.00%
64	30.00%
65	45.00%
66	30.00%
67	30.00%
68	30.00%
69	30.00%
70+	100.00%

Schedule SB Attachment (Form 5500)—2014 Plan Year
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Table 3—Page 1 of 4

Withdrawal Rates—Male

Age	Years of Service				
	0	1	2-3	4	5+
15	0.00%	0.00%	0.00%	0.00%	0.00%
16	0.00%	0.00%	0.00%	0.00%	0.00%
17	0.00%	0.00%	0.00%	0.00%	0.00%
18	0.00%	0.00%	0.00%	0.00%	0.00%
19	0.00%	0.00%	0.00%	0.00%	0.00%
20	0.00%	0.00%	0.00%	0.00%	0.00%
21	0.00%	6.00%	4.00%	4.00%	4.00%
22	0.00%	6.00%	4.00%	4.00%	4.00%
23	0.00%	6.00%	4.00%	4.00%	4.00%
24	0.00%	6.00%	4.00%	4.00%	4.00%
25	0.00%	6.00%	4.00%	4.00%	4.00%
26	0.00%	6.00%	4.00%	4.00%	4.00%
27	0.00%	6.00%	4.00%	4.00%	4.00%
28	0.00%	6.00%	4.00%	4.00%	4.00%
29	0.00%	6.00%	4.00%	4.00%	4.00%
30	0.00%	6.00%	4.00%	3.00%	2.50%
31	0.00%	6.00%	4.00%	3.00%	2.50%
32	0.00%	6.00%	4.00%	3.00%	2.50%
33	0.00%	6.00%	4.00%	3.00%	2.50%
34	0.00%	6.00%	4.00%	3.00%	2.50%
35	0.00%	6.00%	4.00%	3.00%	2.50%
36	0.00%	6.00%	4.00%	3.00%	2.50%
37	0.00%	6.00%	4.00%	3.00%	2.50%
38	0.00%	6.00%	4.00%	3.00%	2.50%
39	0.00%	6.00%	4.00%	3.00%	2.50%
40	0.00%	6.00%	4.00%	3.00%	2.00%
41	0.00%	6.00%	4.00%	3.00%	2.00%
42	0.00%	6.00%	4.00%	3.00%	2.00%
43	0.00%	6.00%	4.00%	3.00%	2.00%
44	0.00%	6.00%	4.00%	3.00%	2.00%

Schedule SB Attachment (Form 5500)—2014 Plan Year
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Table 3—Page 2 of 4

Withdrawal Rates—Male

Age	Years of Service				
	0	1	2-3	4	5+
45	0.00%	6.00%	4.00%	3.00%	2.00%
46	0.00%	6.00%	4.00%	3.00%	2.00%
47	0.00%	6.00%	4.00%	3.00%	2.00%
48	0.00%	6.00%	4.00%	3.00%	2.00%
49	0.00%	6.00%	4.00%	3.00%	2.00%
50	0.00%	6.00%	4.00%	3.00%	2.00%
51	0.00%	6.00%	4.00%	3.00%	2.00%
52	0.00%	6.00%	4.00%	3.00%	2.00%
53	0.00%	6.00%	4.00%	3.00%	2.00%
54	0.00%	6.00%	4.00%	3.00%	2.00%
55+	0.00%	0.00%	0.00%	0.00%	0.00%

Schedule SB Attachment (Form 5500)—2014 Plan Year
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Table 3—Page 3 of 4

Withdrawal Rates—Female

Age	Years of Service				
	0	1	2-3	4	5+
15	0.00%	0.00%	0.00%	0.00%	0.00%
16	0.00%	0.00%	0.00%	0.00%	0.00%
17	0.00%	0.00%	0.00%	0.00%	0.00%
18	0.00%	0.00%	0.00%	0.00%	0.00%
19	0.00%	0.00%	0.00%	0.00%	0.00%
20	0.00%	0.00%	0.00%	0.00%	0.00%
21	0.00%	10.00%	6.00%	6.00%	6.00%
22	0.00%	10.00%	6.00%	6.00%	6.00%
23	0.00%	10.00%	6.00%	6.00%	6.00%
24	0.00%	10.00%	6.00%	6.00%	6.00%
25	0.00%	10.00%	6.00%	6.00%	6.00%
26	0.00%	10.00%	6.00%	6.00%	6.00%
27	0.00%	10.00%	6.00%	6.00%	6.00%
28	0.00%	10.00%	6.00%	6.00%	6.00%
29	0.00%	10.00%	6.00%	6.00%	6.00%
30	0.00%	10.00%	6.00%	6.00%	3.50%
31	0.00%	10.00%	6.00%	6.00%	3.50%
32	0.00%	10.00%	6.00%	6.00%	3.50%
33	0.00%	10.00%	6.00%	6.00%	3.50%
34	0.00%	10.00%	6.00%	6.00%	3.50%
35	0.00%	10.00%	6.00%	6.00%	3.00%
36	0.00%	10.00%	6.00%	6.00%	3.00%
37	0.00%	10.00%	6.00%	6.00%	3.00%
38	0.00%	10.00%	6.00%	6.00%	3.00%
39	0.00%	10.00%	6.00%	6.00%	3.00%
40	0.00%	10.00%	6.00%	6.00%	2.50%
41	0.00%	10.00%	6.00%	6.00%	2.50%
42	0.00%	10.00%	6.00%	6.00%	2.50%
43	0.00%	10.00%	6.00%	6.00%	2.50%
44	0.00%	10.00%	6.00%	6.00%	2.50%

Schedule SB Attachment (Form 5500)—2014 Plan Year
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Withdrawal Rates—Female

Age	Years of Service				
	0	1	2-3	4	5+
45	0.00%	10.00%	6.00%	6.00%	2.00%
46	0.00%	10.00%	6.00%	6.00%	2.00%
47	0.00%	10.00%	6.00%	6.00%	2.00%
48	0.00%	10.00%	6.00%	6.00%	2.00%
49	0.00%	10.00%	6.00%	6.00%	2.00%
50	0.00%	10.00%	6.00%	6.00%	2.00%
51	0.00%	10.00%	6.00%	6.00%	2.00%
52	0.00%	10.00%	6.00%	6.00%	2.00%
53	0.00%	10.00%	6.00%	6.00%	2.00%
54	0.00%	10.00%	6.00%	6.00%	2.00%
55+	0.00%	0.00%	0.00%	0.00%	0.00%

Schedule SB Attachment (Form 5500)—2014 Plan Year
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Table 4

Disability Rates

Age	Male	Female	Age	Male	Female
15	0.0432%	0.0432%	45	0.2302%	0.3454%
16	0.0432%	0.0432%	46	0.2590%	0.3885%
17	0.0432%	0.0432%	47	0.3022%	0.4317%
18	0.0432%	0.0432%	48	0.3598%	0.4749%
19	0.0432%	0.0432%	49	0.4029%	0.5180%
20	0.0432%	0.0432%	50	0.4749%	0.5756%
21	0.0432%	0.0432%	51	0.5612%	0.6332%
22	0.0432%	0.0432%	52	0.6619%	0.7051%
23	0.0432%	0.0432%	53	0.7627%	0.7771%
24	0.0432%	0.0432%	54	0.8778%	0.8490%
25	0.0432%	0.0432%	55	0.9929%	0.9210%
26	0.0432%	0.0432%	56	1.1080%	0.9929%
27	0.0432%	0.0432%	57	1.2375%	1.0649%
28	0.0432%	0.0576%	58	1.3671%	1.1512%
29	0.0432%	0.0576%	59	1.5110%	1.2232%
30	0.0432%	0.0576%	60	1.6549%	1.2951%
31	0.0432%	0.0720%	61	1.8131%	1.3814%
32	0.0432%	0.0720%	62	1.9858%	1.4534%
33	0.0432%	0.0863%	63	2.1729%	1.5110%
34	0.0432%	0.0863%	64	2.3600%	1.5685%
35	0.0576%	0.1007%	65+	0.0000%	0.0000%
36	0.0576%	0.1151%			
37	0.0720%	0.1295%			
38	0.0863%	0.1439%			
39	0.1007%	0.1727%			
40	0.1151%	0.1871%			
41	0.1295%	0.2159%			
42	0.1439%	0.2446%			
43	0.1727%	0.2734%			
44	0.2015%	0.3166%			

Schedule SB Attachment (Form 5500)—2014 Plan Year
Marathon Petroleum Retirement Plan
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Schedule SB, Part V—Summary of Plan Provisions

Effective Date

The Marathon Petroleum Company LLC Retirement Plan was established in 1988. Effective January 1, 1999, the Petroleum Marketing Retirement Plan (the "PMRP") and the Ashland Inc. and Affiliates Retirement Plan, applicable to Oil Chemical and Atomic Workers International Union Locals No. 3-214 Catlettsburg, Kentucky and 3-505 Catlettsburg, Kentucky (the "P.A.C.E." Plan) were merged into this plan. Effective September 1, 1999, the Northwestern Refinery Pension Plan for Hourly Employees was merged into this Plan. The Plan is comprised of various Sub-Plans: Refining, Marketing, and Transportation ("RMT") Sub-Plan; Retail Sub Plan; Catlettsburg Refining Sub-Plan; and Northwestern Refinery Sub-Plan.

Effective June 30, 2007, the Retail Sub-Plan was spun off from the Marathon Petroleum Company LLC Retirement Plan, and the new Speedway SuperAmerica LLC Retirement Plan was established.

Effective October 1, 2010, the plan name was changed to the Marathon Petroleum Retirement Plan.

Plan amendments adopted or effective by January 1, 2014 are reflected in this valuation.

Plan Status

Open to new participants meeting eligibility requirements.

Definitions

Plan Year

January 1 to December 31.

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.

Average Monthly Compensation

Average monthly compensation in the 36 highest consecutive calendar months during the last 10 years of participation.

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Social Security Benefit

Estimated Social Security benefit assuming no future earnings after termination. Calculated at age 62 for retirement eligible employees, otherwise age 65.

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 and on December 31, 2012 for all other participants.

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 greater of 3.0% and the average of the 30-year Treasury rate for August, September, and October of the prior plan year.

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Actuarial Equivalence

Conversion of Frozen Service Benefit
to Lump Sum

The current interest rate assumption and the RP2000 Combined Healthy Mortality Table weighted 75% male/25% female.

The current interest rate assumption is the lesser of the following annuity rates:

- (1) The simple average (rounded to the nearest one quarter of 1%) 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.

Effective January 1, 2013, the year-over-year increase in the interest rate will be limited to a certain percentage that varies based on the rate for the current year, as follows:

Rate for Current Year Before Adjustment	Maximum Annual Percentage Increase
0.25%–3.00%	0.25%
3.25%–5.00%	0.50%
5.25% or greater	0.75%

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.

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. All optional forms are adjusted to be actuarially equivalent to the life annuity.

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Refining, Marketing & Transportation (“RMT”) Sub-Plan

Eligibility for Participation	Any regular employee of Catlettsburg Refining LLC, Mannheim Terminal and Warehousing Services Company, Marathon Ashland Pipe Line LLC, Mid-Valley Supply LLC, Surlock Permian LLC, and Marathon Petroleum Company LLC may participate under the provisions of this Sub-Plan upon attainment of age 21 and one year of vesting service.
Normal Retirement	
Eligibility	Age 65.
Benefit	<p>Frozen service benefit plus cash balance account.</p> <p>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.</p> <p>Frozen service benefit will be offset by any Ashland Pension Plan benefit or Marathon Oil Company Pension benefit accrued upon transfer to MPC. Such offset will only be applied to those employees whose benefits, liabilities, and assets were not transferred to MPC in 1998. In addition, benefit will be offset by any benefit payable by the Catlettsburg Refining LLC Sub Plan or the Northwestern Refinery Sub-Plan.</p> <p>For employees whose benefits, liabilities, and assets were transferred to MPC, the frozen service benefit will be no less than the benefit accrued at the date of transfer.</p> <p>For the Maleic/Neal employees who entered the plan on July 1, 2005, the frozen service benefit is the greater of the plan benefit based on service earned after July 1, 2005 and the plan benefit based on all service offset by the Ashland Retirement Plan benefit. The December 31, 2009 service and December 31, 2012 pay freeze apply.</p>
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.

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Vested Termination Benefits

Eligibility

Three years of vesting service or age 65.

Benefit

Frozen service benefit payable at age 65 (actuarially reduced for early commencement) plus cash balance account.

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.

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.

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Catlettsburg Refining Sub-Plan

Eligibility for Participation

Effective January 1, 2000, the Ashland Inc. and Affiliates Retirement Plan, applicable to Oil, Chemical, and Atomic Workers International Union Locals No. 3-214 Catlettsburg, Kentucky and 3-505 Catlettsburg, Kentucky (the "P.A.C.E." Plan) was merged into the Marathon Petroleum Company LLC Retirement Plan. Effective September 30, 1998, the provisions applicable to Catlettsburg employees were frozen and incorporated into the Plan under the Catlettsburg Refining Sub Plan. The provisions as summarized are applicable only to those employees who were members of the Catlettsburg Refining Sub-Plan on September 30, 1998 and January 1, 2000.

Normal Retirement
Eligibility

Age 65.

Benefit

Annual benefit payable to a member upon normal retirement is equal to the greatest of (1), (2), and (3):

- (1) \$21.78 times credited service prior to October 1, 1989, plus, for each year of credited service after September 30, 1989, the sum of 1.83% of annual compensation which is at a rate not in excess of \$6,600 and 2.25% of annual compensation which is at a rate in excess of \$6,600.
- (2) \$168 times continuous service adjusted for benefits which would have accrued in the event the member did not participate when first eligible.
- (3) 1.25% of final average pay times credited service prior to February 1, 1993, plus 1.35% of final average pay times credited service on or after February 1, 1993 (maximum credited service is 35 years).

All service for benefit accrual purposes is frozen as of September 30, 1998.

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Early Retirement
Eligibility

Age 55, or any age where attained age and continuous service totals at least 80.

Benefit

Accrued benefit payable at early retirement age reduced according to the following schedule:

Age	Early Retirement Factor	Age	Early Retirement Factor
50	46%	58	88%
51	51%	59	91%
52	56%	60	94%
53	62%	61	97%
54	68%	62	100%
55	75%	63	100%
56	80%	64	100%
57	84%	65	100%

Vested Termination Benefits
Eligibility

Five years of vesting service, effective for members with one or more hours of service after September 30, 1989.

Benefit

Accrued benefit payable at age 65. Payment may commence as early as age 55, subject to a reduction of 6% per year from age 65 to 60 and 4% per year from age 60 to age 55. Member may elect a refund of his contributions with interest in lieu of accrued allowance.

Preretirement Death Benefit
Eligibility

Death in active service after becoming eligible for early retirement or vesting.

Benefit

50% of the benefit which the member would have been entitled to receive as a vested terminated or retired employee under a 50% joint and survivorship benefit. If the member is under age 55 at the time of his death, payment of the benefit to his spouse will be deferred until the time he would have attained age 55.

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Death After Vested Termination
Eligibility

Death after vested termination but prior to commencement of benefit.

Benefits

50% of the benefit to which the member was entitled as a vested terminated employee under a 50% joint and survivor benefit. If the member is under age 55 at the time of his death, payment of the benefit to his spouse will be deferred until the time he would have attained age 55.

Normal Form of Annuity
Without Spouse

Life annuity.

With Spouse

Reduced joint and survivor annuity. 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; 120 months certain and life annuity; joint and survivor annuity (50%, 66⅔%, or 100%). All optional forms are adjusted to be actuarially equivalent to the life annuity.

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Northwestern Refinery

Eligibility for Participation

The Northwestern Refinery Company Pension Plan for Hourly Employees was established in 1963. Effective September 1, 1999, the plan was frozen and merged into the Marathon Petroleum Company LLC Retirement Plan. The provisions as summarized are applicable only to those employees who were members of the Northwestern Refinery Company Pension Plan for Hourly Employees on August 31, 1999.

Normal Retirement

Eligibility

Age 65.

Benefit

Annual benefit payable to a member upon normal retirement is equal to (1) plus the larger of (2) and (3):

- (1) For members who are in Local No. 120 and affiliated with Teamsters Council No. 32, \$312 (\$372 effective June 1, 1999, \$384 effective June 1, 2000, \$396 effective June 1, 2001, \$444 effective June 1, 2002, \$456 effective June 1, 2003, \$468 effective June 1, 2004, \$480 effective June 1, 2005) multiplied by years of service before February 1, 1987.
- (2) A career average benefit equal to the sum of 1½% of annual compensation which is at a rate not in excess of \$12,000 plus 2¼% of annual compensation which is at a rate in excess of \$12,000 for each year of service after January 31, 1987.
- (3) 1% of final average compensation not in excess of \$9,000 plus 1½% of final average compensation in excess of \$9,000, all multiplied by years of service after January 31, 1987 (up to a maximum of 35 years).

All service for benefit accrual purposes is frozen as of August 31, 1999.

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Early Retirement
Eligibility

Age 55, or any age where attained age and continuous service totals at least 80. Members on January 31, 1987 are entitled to benefits earned as of that date, upon attainment of age 50 and completion of 15 years of vesting service.

Benefit

Accrued benefit payable at early retirement age reduced according to the following schedule:

Age	Early Retirement Factor	For Pre-1/31/1987 Benefits	Age	Early Retirement Factor
50	46%	32.2%	58	88%
51	51%	34.3%	59	91%
52	56%	36.6%	60	94%
53	62%	39.1%	61	97%
54	68%	41.8%	62	100%
55	75%		63	100%
56	80%		64	100%
57	84%		65	100%

Vested Termination Benefits
Eligibility

Five years of vesting service.

Benefit

Accrued benefit payable at age 65. Payment may commence as early as age 55, subject to a reduction of 6% per year from age 65 to 60 and 4% per year from age 60 to age 55.

Preretirement Death Benefit
Eligibility

Death in active service after becoming eligible for early retirement or vesting.

Benefit

50% of the benefit which the member would have been entitled to receive as a vested terminated or retired employee under a 50% joint and survivorship benefit. If the member is under age 55 at the time of his death, payment of the benefit to his spouse will be deferred until the time he would have attained age 55.

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Death After Vested Termination
Eligibility

Death after vested termination but prior to commencement of benefit.

Benefits

50% of the benefit to which the member was entitled as a vested terminated employee under a 50% joint and survivor benefit. If the member is under age 55 at the time of his death, payment of the benefit to his spouse will be deferred until the time he would have attained age 55.

Normal Form of Annuity
Without Spouse

Life annuity.

With Spouse

Reduced joint and survivor annuity. 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; 120 months or more certain and life annuity; joint and survivor annuity (50%, 66⅔%, or 100%). All optional forms are adjusted to be actuarially equivalent to the life annuity.

Plan Changes Since the Prior Year

The January 1, 2014 valuations reflect the following plan changes:

- 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.
- An update to the mortality and interest rates for determining minimum lump sum payments under IRC section 417(e)(3) to the applicable rates for the current plan year.

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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
Marathon Petroleum Retirement Plan
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Schedule SB, line 24—Change in Actuarial Assumptions

- A change in the retirement rates.
- A change in the withdrawal rates.
- A change in the expected long-term rate of return on plan assets from 7.50% to 7.00%.
- A change in the percent married assumption, from 90% to 75% for males and from 80% to 40% for females.
- A change in the assumed average terminated vested retirement age from 65 to 59.
- Salary increases were updated.

These changes were made to better reflect the anticipated future experience. These assumptions change did not result in a decrease in the funding shortfall of the plan in excess of \$50,000,000 or both 5% of the funding target of the plan and \$5,000,000; as such, approval of the commissioner is not required.

Schedule SB Attachment (Form 5500)—2014 Plan Year
Marathon Petroleum Retirement Plan
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Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2014

Number of Participants, Average Compensation and Average Cash Balance Account

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	106	218	6							
	\$70,393	\$76,933								
	\$304	\$7,774								
25-29	111	457	453	2						
	\$74,080	\$91,214	\$105,951							
	\$18	\$12,657	\$23,994							
30-34	101	338	588	165	7					
	\$83,389	\$95,945	\$108,958	\$120,974						
	\$113	\$11,573	\$22,376	\$28,218						
35-39	93	268	466	251	134	4				
	\$89,646	\$104,017	\$114,811	\$117,282	\$133,237					
	\$0	\$13,008	\$21,939	\$28,059	\$35,965					
40-44	66	201	415	218	176	90	8			
	\$93,047	\$98,830	\$115,270	\$121,335	\$128,551	\$140,577				
	\$109	\$11,268	\$22,388	\$34,017	\$34,878	\$41,406				
45-49	66	155	325	162	133	228	249	18		
	\$101,632	\$98,779	\$112,865	\$118,506	\$122,892	\$140,831	\$150,600			
	\$73	\$13,916	\$27,794	\$34,234	\$34,177	\$42,170	\$52,759			
50-54	49	114	262	158	107	151	263	305	44	
	\$112,705	\$95,924	\$109,839	\$112,200	\$119,915	\$121,628	\$136,987	\$136,675	\$112,611	
	\$0	\$14,106	\$27,768	\$33,066	\$34,618	\$37,204	\$48,665	\$49,466	\$40,629	
55-59	22	75	153	105	85	114	143	245	322	18
	\$119,454	\$105,010	\$105,912	\$108,855	\$111,301	\$105,150	\$127,794	\$138,628	\$132,494	
	\$0	\$16,171	\$26,953	\$35,967	\$36,844	\$31,812	\$42,277	\$47,218	\$48,294	
60-64	21	32	66	33	23	22	49	56	91	47
	\$122,501	\$86,070	\$97,665	\$113,116	\$95,801	\$108,411	\$123,994	\$124,310	\$119,008	\$113,706
	\$0	\$15,164	\$24,251	\$38,563	\$35,614	\$28,442	\$40,819	\$34,244	\$40,716	\$42,586
65-69	1	4	7	6	3	4	7	10	13	8
70+		2		3		1	1		1	4

N-9,528

Schedule SB Attachment (Form 5500)—2014 Plan Year
Marathon Petroleum Retirement Plan
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Schedule SB, line 32—Schedule of Amortization Bases

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment
Shortfall	\$ 61,373,656	January 1, 2010	3	\$ 21,461,767
Shortfall	\$ 74,221,580	January 1, 2011	4	\$ 19,931,900
Shortfall	\$ (26,071,481)	January 1, 2012	5	\$ (5,734,061)
Shortfall	\$ 75,741,655	January 1, 2013	6	\$ 14,337,259
Shortfall	\$ 49,020,196	January 1, 2014	7	\$ 8,203,970

Schedule SB Attachment (Form 5500)—2014 Plan Year
Marathon Petroleum Retirement Plan
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Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2014

Date	Amount	Days to Discount to 1/1/2014 at 6.25%	Interest Adjusted Contribution
September 14, 2015	\$ 35,000,000	621	\$ 31,569,869
Total Contribution	\$ 35,000,000		\$ 31,569,869

Schedule SB Attachment (Form 5500)—2014 Plan Year
Marathon Petroleum Retirement Plan
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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	3.00%	1.0000	1.52
51.5	3.00%	0.9700	1.50
52.5	3.00%	0.9409	1.48
53.5	3.00%	0.9127	1.46
54.5	5.00%	0.8853	2.41
55.5	7.00%	0.8410	3.27
56.5	10.00%	0.7822	4.42
57.5	10.00%	0.7039	4.05
58.5	14.00%	0.6335	5.19
59.5	20.00%	0.5449	6.48
60.5	25.00%	0.4359	6.59
61.5	30.00%	0.3269	6.03
62.5	35.00%	0.2288	5.01
63.5	30.00%	0.1487	2.83
64.5	30.00%	0.1041	2.01
65.5	45.00%	0.0729	2.15
66.5	30.00%	0.0401	0.80
67.5	30.00%	0.0281	0.57
68.5	30.00%	0.0196	0.40
69.5	30.00%	0.0137	0.29
70	100.00%	0.0096	0.67
Weighted Average			59.13

Schedule SB Attachment (Form 5500)—2014 Plan Year
Marathon Petroleum Retirement Plan
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Schedule SB, line 24—Change in Actuarial Assumptions

- A change in the retirement rates.
- A change in the withdrawal rates.
- A change in the expected long-term rate of return on plan assets from 7.50% to 7.00%.
- A change in the percent married assumption, from 90% to 75% for males and from 80% to 40% for females.
- A change in the assumed average terminated vested retirement age from 65 to 59.
- Salary increases were updated.

These changes were made to better reflect the anticipated future experience. These assumptions change did not result in a decrease in the funding shortfall of the plan in excess of \$50,000,000 or both 5% of the funding target of the plan and \$5,000,000; as such, approval of the commissioner is not required.

Schedule SB Attachment (Form 5500)—2014 Plan Year
Marathon Petroleum Retirement Plan
EIN: 31-1537655 PN: 001

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

Number of Participants, Average Compensation and Average Cash Balance Account

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<25	106	218	6							
	\$70,393	\$76,933								
	\$304	\$7,774								
25-29	111	457	453	2						
	\$74,080	\$91,214	\$105,951							
	\$18	\$12,657	\$23,994							
30-34	101	338	588	165	7					
	\$83,389	\$95,945	\$108,958	\$120,974						
	\$113	\$11,573	\$22,376	\$28,218						
35-39	93	268	466	251	134	4				
	\$89,646	\$104,017	\$114,811	\$117,282	\$133,237					
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45-49	66	155	325	162	133	228	249	18		
	\$101,632	\$98,779	\$112,865	\$118,506	\$122,892	\$140,831	\$150,600			
	\$73	\$13,916	\$27,794	\$34,234	\$34,177	\$42,170	\$52,759			
50-54	49	114	262	158	107	151	263	305	44	
	\$112,705	\$95,924	\$109,839	\$112,200	\$119,915	\$121,628	\$136,987	\$136,675	\$112,611	
	\$0	\$14,106	\$27,768	\$33,066	\$34,618	\$37,204	\$48,665	\$49,466	\$40,629	
55-59	22	75	153	105	85	114	143	245	322	18
	\$119,454	\$105,010	\$105,912	\$108,855	\$111,301	\$105,150	\$127,794	\$138,628	\$132,494	
	\$0	\$16,171	\$26,953	\$35,967	\$36,844	\$31,812	\$42,277	\$47,218	\$48,294	
60-64	21	32	66	33	23	22	49	56	91	47
	\$122,501	\$86,070	\$97,665	\$113,116	\$95,801	\$108,411	\$123,994	\$124,310	\$119,008	\$113,706
	\$0	\$15,164	\$24,251	\$38,563	\$35,614	\$28,442	\$40,819	\$34,244	\$40,716	\$42,586
65-69	1	4	7	6	3	4	7	10	13	8
70+		2		3		1	1		1	4

N-9,528

Schedule SB Attachment (Form 5500)—2014 Plan Year
Marathon Petroleum Retirement Plan
EIN: 31-1537655 PN: 001

Schedule SB, line 32—Schedule of Amortization Bases

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment
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Shortfall	\$ 74,221,580	January 1, 2011	4	\$ 19,931,900
Shortfall	\$ (26,071,481)	January 1, 2012	5	\$ (5,734,061)
Shortfall	\$ 75,741,655	January 1, 2013	6	\$ 14,337,259
Shortfall	\$ 49,020,196	January 1, 2014	7	\$ 8,203,970

Schedule SB Attachment (Form 5500)—2014 Plan Year
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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	Interest rate phase-in with an ultimate rate of 3.07%. Rate based on 24-month average of 30-year Treasury rates, using the same lookback period as the Funding Target segment rates, with minimum rate of 3.0%.
Lump Sum Conversion Basis	
417(e) basis	The mortality table required under 417(e) for 2014 and the underlying liability interest rates.
PBGC basis	The RP-2000 combined healthy mortality table weighted 75% male/25% female and interest rate phase-in with an ultimate rate of 1.00%. Rate based on 24-month average of PBGC immediate rates, using the same lookback period as the Funding Target segment rates, rounded down to the next 0.25%.
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of 4.00% per year.

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Social Security COLA Increases	3.00%
Optional Payment Form Election Percentage	96% lump sum. 4% life annuity.
Retirement Age	
Active Participants	See Table 2.
Terminated Vested Participants	Age 59 for those assumed to elect a single life annuity. Immediate payment at termination for those assumed to elect a lump sum.
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 40% of females have an eligible spouse, and that males are three 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.
Valuation of Plan Assets	<p>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% nor more than 110% of fair market value.</p> <p>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</p>

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rate under IRC section 430(h)(2)(C)(iii).

Expected Return on Assets

2012 Plan Year

7.50%

2013 Plan Year

7.50%, limited to 6.76%

Trust Expenses Included in Target Normal Cost

Administrative expenses paid during the prior year
(\$2,864,611).

Actuarial Method

Standard unit credit cost method

Valuation Date

January 1, 2014

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Table 1

Salary Merit Increase Rates

Age	Rate	Age	Rate
21	6.25%	51	3.00%
22	6.25%	52	3.00%
23	6.25%	53	3.00%
24	6.25%	54	3.00%
25	6.25%	55	3.00%
26	6.25%	56	3.00%
27	6.25%	57	3.00%
28	6.25%	58	3.00%
29	6.25%	59	3.00%
30	6.25%	60	3.00%
31	6.25%	61	3.00%
32	6.25%	62	3.00%
33	6.25%	63	3.00%
34	6.25%	64	3.00%
35	6.25%	65+	3.00%
36	6.25%		
37	6.25%		
38	6.25%		
39	6.25%		
40	6.25%		
41	5.50%		
42	5.50%		
43	5.50%		
44	5.50%		
45	5.50%		
46	4.25%		
47	4.25%		
48	4.25%		
49	4.25%		
50	4.25%		

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Table 2

Retirement Rates

Age	Rate
50	3.00%
51	3.00%
52	3.00%
53	3.00%
54	5.00%
55	7.00%
56	10.00%
57	10.00%
58	14.00%
59	20.00%
60	25.00%
61	30.00%
62	35.00%
63	30.00%
64	30.00%
65	45.00%
66	30.00%
67	30.00%
68	30.00%
69	30.00%
70+	100.00%

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Withdrawal Rates—Male

Age	Years of Service				
	0	1	2-3	4	5+
15	0.00%	0.00%	0.00%	0.00%	0.00%
16	0.00%	0.00%	0.00%	0.00%	0.00%
17	0.00%	0.00%	0.00%	0.00%	0.00%
18	0.00%	0.00%	0.00%	0.00%	0.00%
19	0.00%	0.00%	0.00%	0.00%	0.00%
20	0.00%	0.00%	0.00%	0.00%	0.00%
21	0.00%	6.00%	4.00%	4.00%	4.00%
22	0.00%	6.00%	4.00%	4.00%	4.00%
23	0.00%	6.00%	4.00%	4.00%	4.00%
24	0.00%	6.00%	4.00%	4.00%	4.00%
25	0.00%	6.00%	4.00%	4.00%	4.00%
26	0.00%	6.00%	4.00%	4.00%	4.00%
27	0.00%	6.00%	4.00%	4.00%	4.00%
28	0.00%	6.00%	4.00%	4.00%	4.00%
29	0.00%	6.00%	4.00%	4.00%	4.00%
30	0.00%	6.00%	4.00%	3.00%	2.50%
31	0.00%	6.00%	4.00%	3.00%	2.50%
32	0.00%	6.00%	4.00%	3.00%	2.50%
33	0.00%	6.00%	4.00%	3.00%	2.50%
34	0.00%	6.00%	4.00%	3.00%	2.50%
35	0.00%	6.00%	4.00%	3.00%	2.50%
36	0.00%	6.00%	4.00%	3.00%	2.50%
37	0.00%	6.00%	4.00%	3.00%	2.50%
38	0.00%	6.00%	4.00%	3.00%	2.50%
39	0.00%	6.00%	4.00%	3.00%	2.50%
40	0.00%	6.00%	4.00%	3.00%	2.00%
41	0.00%	6.00%	4.00%	3.00%	2.00%
42	0.00%	6.00%	4.00%	3.00%	2.00%
43	0.00%	6.00%	4.00%	3.00%	2.00%
44	0.00%	6.00%	4.00%	3.00%	2.00%

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Withdrawal Rates—Male

Age	Years of Service				
	0	1	2-3	4	5+
45	0.00%	6.00%	4.00%	3.00%	2.00%
46	0.00%	6.00%	4.00%	3.00%	2.00%
47	0.00%	6.00%	4.00%	3.00%	2.00%
48	0.00%	6.00%	4.00%	3.00%	2.00%
49	0.00%	6.00%	4.00%	3.00%	2.00%
50	0.00%	6.00%	4.00%	3.00%	2.00%
51	0.00%	6.00%	4.00%	3.00%	2.00%
52	0.00%	6.00%	4.00%	3.00%	2.00%
53	0.00%	6.00%	4.00%	3.00%	2.00%
54	0.00%	6.00%	4.00%	3.00%	2.00%
55+	0.00%	0.00%	0.00%	0.00%	0.00%

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Withdrawal Rates—Female

Age	Years of Service				
	0	1	2-3	4	5+
15	0.00%	0.00%	0.00%	0.00%	0.00%
16	0.00%	0.00%	0.00%	0.00%	0.00%
17	0.00%	0.00%	0.00%	0.00%	0.00%
18	0.00%	0.00%	0.00%	0.00%	0.00%
19	0.00%	0.00%	0.00%	0.00%	0.00%
20	0.00%	0.00%	0.00%	0.00%	0.00%
21	0.00%	10.00%	6.00%	6.00%	6.00%
22	0.00%	10.00%	6.00%	6.00%	6.00%
23	0.00%	10.00%	6.00%	6.00%	6.00%
24	0.00%	10.00%	6.00%	6.00%	6.00%
25	0.00%	10.00%	6.00%	6.00%	6.00%
26	0.00%	10.00%	6.00%	6.00%	6.00%
27	0.00%	10.00%	6.00%	6.00%	6.00%
28	0.00%	10.00%	6.00%	6.00%	6.00%
29	0.00%	10.00%	6.00%	6.00%	6.00%
30	0.00%	10.00%	6.00%	6.00%	3.50%
31	0.00%	10.00%	6.00%	6.00%	3.50%
32	0.00%	10.00%	6.00%	6.00%	3.50%
33	0.00%	10.00%	6.00%	6.00%	3.50%
34	0.00%	10.00%	6.00%	6.00%	3.50%
35	0.00%	10.00%	6.00%	6.00%	3.00%
36	0.00%	10.00%	6.00%	6.00%	3.00%
37	0.00%	10.00%	6.00%	6.00%	3.00%
38	0.00%	10.00%	6.00%	6.00%	3.00%
39	0.00%	10.00%	6.00%	6.00%	3.00%
40	0.00%	10.00%	6.00%	6.00%	2.50%
41	0.00%	10.00%	6.00%	6.00%	2.50%
42	0.00%	10.00%	6.00%	6.00%	2.50%
43	0.00%	10.00%	6.00%	6.00%	2.50%
44	0.00%	10.00%	6.00%	6.00%	2.50%

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Withdrawal Rates—Female

Age	Years of Service				
	0	1	2-3	4	5+
45	0.00%	10.00%	6.00%	6.00%	2.00%
46	0.00%	10.00%	6.00%	6.00%	2.00%
47	0.00%	10.00%	6.00%	6.00%	2.00%
48	0.00%	10.00%	6.00%	6.00%	2.00%
49	0.00%	10.00%	6.00%	6.00%	2.00%
50	0.00%	10.00%	6.00%	6.00%	2.00%
51	0.00%	10.00%	6.00%	6.00%	2.00%
52	0.00%	10.00%	6.00%	6.00%	2.00%
53	0.00%	10.00%	6.00%	6.00%	2.00%
54	0.00%	10.00%	6.00%	6.00%	2.00%
55+	0.00%	0.00%	0.00%	0.00%	0.00%

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Table 4

Disability Rates

Age	Male	Female	Age	Male	Female
15	0.0432%	0.0432%	45	0.2302%	0.3454%
16	0.0432%	0.0432%	46	0.2590%	0.3885%
17	0.0432%	0.0432%	47	0.3022%	0.4317%
18	0.0432%	0.0432%	48	0.3598%	0.4749%
19	0.0432%	0.0432%	49	0.4029%	0.5180%
20	0.0432%	0.0432%	50	0.4749%	0.5756%
21	0.0432%	0.0432%	51	0.5612%	0.6332%
22	0.0432%	0.0432%	52	0.6619%	0.7051%
23	0.0432%	0.0432%	53	0.7627%	0.7771%
24	0.0432%	0.0432%	54	0.8778%	0.8490%
25	0.0432%	0.0432%	55	0.9929%	0.9210%
26	0.0432%	0.0432%	56	1.1080%	0.9929%
27	0.0432%	0.0432%	57	1.2375%	1.0649%
28	0.0432%	0.0576%	58	1.3671%	1.1512%
29	0.0432%	0.0576%	59	1.5110%	1.2232%
30	0.0432%	0.0576%	60	1.6549%	1.2951%
31	0.0432%	0.0720%	61	1.8131%	1.3814%
32	0.0432%	0.0720%	62	1.9858%	1.4534%
33	0.0432%	0.0863%	63	2.1729%	1.5110%
34	0.0432%	0.0863%	64	2.3600%	1.5685%
35	0.0576%	0.1007%	65+	0.0000%	0.0000%
36	0.0576%	0.1151%			
37	0.0720%	0.1295%			
38	0.0863%	0.1439%			
39	0.1007%	0.1727%			
40	0.1151%	0.1871%			
41	0.1295%	0.2159%			
42	0.1439%	0.2446%			
43	0.1727%	0.2734%			
44	0.2015%	0.3166%			

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Schedule SB, Part V—Summary of Plan Provisions

Effective Date

The Marathon Petroleum Company LLC Retirement Plan was established in 1988. Effective January 1, 1999, the Petroleum Marketing Retirement Plan (the "PMRP") and the Ashland Inc. and Affiliates Retirement Plan, applicable to Oil Chemical and Atomic Workers International Union Locals No. 3-214 Catlettsburg, Kentucky and 3-505 Catlettsburg, Kentucky (the "P.A.C.E." Plan) were merged into this plan. Effective September 1, 1999, the Northwestern Refinery Pension Plan for Hourly Employees was merged into this Plan. The Plan is comprised of various Sub-Plans: Refining, Marketing, and Transportation ("RMT") Sub-Plan; Retail Sub Plan; Catlettsburg Refining Sub-Plan; and Northwestern Refinery Sub-Plan.

Effective June 30, 2007, the Retail Sub-Plan was spun off from the Marathon Petroleum Company LLC Retirement Plan, and the new Speedway SuperAmerica LLC Retirement Plan was established.

Effective October 1, 2010, the plan name was changed to the Marathon Petroleum Retirement Plan.

Plan amendments adopted or effective by January 1, 2014 are reflected in this valuation.

Plan Status

Open to new participants meeting eligibility requirements.

Definitions

Plan Year

January 1 to December 31.

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.

Average Monthly Compensation

Average monthly compensation in the 36 highest consecutive calendar months during the last 10 years of participation.

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Social Security Benefit

Estimated Social Security benefit assuming no future earnings after termination. Calculated at age 62 for retirement eligible employees, otherwise age 65.

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 and on December 31, 2012 for all other participants.

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 greater of 3.0% and the average of the 30-year Treasury rate for August, September, and October of the prior plan year.

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Actuarial Equivalence

Conversion of Frozen Service Benefit
to Lump Sum

The current interest rate assumption and the RP2000 Combined Healthy Mortality Table weighted 75% male/25% female.

The current interest rate assumption is the lesser of the following annuity rates:

- (1) The simple average (rounded to the nearest one quarter of 1%) 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.

Effective January 1, 2013, the year-over-year increase in the interest rate will be limited to a certain percentage that varies based on the rate for the current year, as follows:

Rate for Current Year Before Adjustment	Maximum Annual Percentage Increase
0.25%–3.00%	0.25%
3.25%–5.00%	0.50%
5.25% or greater	0.75%

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.

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. All optional forms are adjusted to be actuarially equivalent to the life annuity.

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Refining, Marketing & Transportation ("RMT") Sub-Plan

Eligibility for Participation	Any regular employee of Catlettsburg Refining LLC, Mannheim Terminal and Warehousing Services Company, Marathon Ashland Pipe Line LLC, Mid-Valley Supply LLC, Surlock Permian LLC, and Marathon Petroleum Company LLC may participate under the provisions of this Sub-Plan upon attainment of age 21 and one year of vesting service.
Normal Retirement	
Eligibility	Age 65.
Benefit	<p>Frozen service benefit plus cash balance account.</p> <p>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.</p> <p>Frozen service benefit will be offset by any Ashland Pension Plan benefit or Marathon Oil Company Pension benefit accrued upon transfer to MPC. Such offset will only be applied to those employees whose benefits, liabilities, and assets were not transferred to MPC in 1998. In addition, benefit will be offset by any benefit payable by the Catlettsburg Refining LLC Sub Plan or the Northwestern Refinery Sub-Plan.</p> <p>For employees whose benefits, liabilities, and assets were transferred to MPC, the frozen service benefit will be no less than the benefit accrued at the date of transfer.</p> <p>For the Maleic/Neal employees who entered the plan on July 1, 2005, the frozen service benefit is the greater of the plan benefit based on service earned after July 1, 2005 and the plan benefit based on all service offset by the Ashland Retirement Plan benefit. The December 31, 2009 service and December 31, 2012 pay freeze apply.</p>
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.

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Vested Termination Benefits

Eligibility

Three years of vesting service or age 65.

Benefit

Frozen service benefit payable at age 65 (actuarially reduced for early commencement) plus cash balance account.

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.

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.

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Catlettsburg Refining Sub-Plan

Eligibility for Participation

Effective January 1, 2000, the Ashland Inc. and Affiliates Retirement Plan, applicable to Oil, Chemical, and Atomic Workers International Union Locals No. 3-214 Catlettsburg, Kentucky and 3-505 Catlettsburg, Kentucky (the "P.A.C.E." Plan) was merged into the Marathon Petroleum Company LLC Retirement Plan. Effective September 30, 1998, the provisions applicable to Catlettsburg employees were frozen and incorporated into the Plan under the Catlettsburg Refining Sub Plan. The provisions as summarized are applicable only to those employees who were members of the Catlettsburg Refining Sub-Plan on September 30, 1998 and January 1, 2000.

Normal Retirement
Eligibility

Age 65.

Benefit

Annual benefit payable to a member upon normal retirement is equal to the greatest of (1), (2), and (3):

- (1) \$21.78 times credited service prior to October 1, 1989, plus, for each year of credited service after September 30, 1989, the sum of 1.83% of annual compensation which is at a rate not in excess of \$6,600 and 2.25% of annual compensation which is at a rate in excess of \$6,600.
- (2) \$168 times continuous service adjusted for benefits which would have accrued in the event the member did not participate when first eligible.
- (3) 1.25% of final average pay times credited service prior to February 1, 1993, plus 1.35% of final average pay times credited service on or after February 1, 1993 (maximum credited service is 35 years).

All service for benefit accrual purposes is frozen as of September 30, 1998.

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Early Retirement
Eligibility

Age 55, or any age where attained age and continuous service totals at least 80.

Benefit

Accrued benefit payable at early retirement age reduced according to the following schedule:

Age	Early Retirement Factor	Age	Early Retirement Factor
50	46%	58	88%
51	51%	59	91%
52	56%	60	94%
53	62%	61	97%
54	68%	62	100%
55	75%	63	100%
56	80%	64	100%
57	84%	65	100%

Vested Termination Benefits
Eligibility

Five years of vesting service, effective for members with one or more hours of service after September 30, 1989.

Benefit

Accrued benefit payable at age 65. Payment may commence as early as age 55, subject to a reduction of 6% per year from age 65 to 60 and 4% per year from age 60 to age 55. Member may elect a refund of his contributions with interest in lieu of accrued allowance.

Preretirement Death Benefit
Eligibility

Death in active service after becoming eligible for early retirement or vesting.

Benefit

50% of the benefit which the member would have been entitled to receive as a vested terminated or retired employee under a 50% joint and survivorship benefit. If the member is under age 55 at the time of his death, payment of the benefit to his spouse will be deferred until the time he would have attained age 55.

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Death After Vested Termination
Eligibility

Death after vested termination but prior to commencement of benefit.

Benefits

50% of the benefit to which the member was entitled as a vested terminated employee under a 50% joint and survivor benefit. If the member is under age 55 at the time of his death, payment of the benefit to his spouse will be deferred until the time he would have attained age 55.

Normal Form of Annuity
Without Spouse

Life annuity.

With Spouse

Reduced joint and survivor annuity. 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; 120 months certain and life annuity; joint and survivor annuity (50%, 66 $\frac{2}{3}$ %, or 100%). All optional forms are adjusted to be actuarially equivalent to the life annuity.

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Northwestern Refinery

Eligibility for Participation

The Northwestern Refinery Company Pension Plan for Hourly Employees was established in 1963. Effective September 1, 1999, the plan was frozen and merged into the Marathon Petroleum Company LLC Retirement Plan. The provisions as summarized are applicable only to those employees who were members of the Northwestern Refinery Company Pension Plan for Hourly Employees on August 31, 1999.

Normal Retirement

Eligibility

Age 65.

Benefit

Annual benefit payable to a member upon normal retirement is equal to (1) plus the larger of (2) and (3):

- (1) For members who are in Local No. 120 and affiliated with Teamsters Council No. 32, \$312 (\$372 effective June 1, 1999, \$384 effective June 1, 2000, \$396 effective June 1, 2001, \$444 effective June 1, 2002, \$456 effective June 1, 2003, \$468 effective June 1, 2004, \$480 effective June 1, 2005) multiplied by years of service before February 1, 1987.
- (2) A career average benefit equal to the sum of 1½% of annual compensation which is at a rate not in excess of \$12,000 plus 2¼% of annual compensation which is at a rate in excess of \$12,000 for each year of service after January 31, 1987.
- (3) 1% of final average compensation not in excess of \$9,000 plus 1½% of final average compensation in excess of \$9,000, all multiplied by years of service after January 31, 1987 (up to a maximum of 35 years).

All service for benefit accrual purposes is frozen as of August 31, 1999.

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Early Retirement
Eligibility

Age 55, or any age where attained age and continuous service totals at least 80. Members on January 31, 1987 are entitled to benefits earned as of that date, upon attainment of age 50 and completion of 15 years of vesting service.

Benefit

Accrued benefit payable at early retirement age reduced according to the following schedule:

Age	Early Retirement Factor	For Pre-1/31/1987 Benefits	Age	Early Retirement Factor
50	46%	32.2%	58	88%
51	51%	34.3%	59	91%
52	56%	36.6%	60	94%
53	62%	39.1%	61	97%
54	68%	41.8%	62	100%
55	75%		63	100%
56	80%		64	100%
57	84%		65	100%

Vested Termination Benefits
Eligibility

Five years of vesting service.

Benefit

Accrued benefit payable at age 65. Payment may commence as early as age 55, subject to a reduction of 6% per year from age 65 to 60 and 4% per year from age 60 to age 55.

Preretirement Death Benefit
Eligibility

Death in active service after becoming eligible for early retirement or vesting.

Benefit

50% of the benefit which the member would have been entitled to receive as a vested terminated or retired employee under a 50% joint and survivorship benefit. If the member is under age 55 at the time of his death, payment of the benefit to his spouse will be deferred until the time he would have attained age 55.

Schedule SB Attachment (Form 5500)—2014 Plan Year
Marathon Petroleum Retirement Plan
EIN: 31-1537655 PN: 001

Death After Vested Termination
Eligibility

Death after vested termination but prior to commencement of benefit.

Benefits

50% of the benefit to which the member was entitled as a vested terminated employee under a 50% joint and survivor benefit. If the member is under age 55 at the time of his death, payment of the benefit to his spouse will be deferred until the time he would have attained age 55.

Normal Form of Annuity
Without Spouse

Life annuity.

With Spouse

Reduced joint and survivor annuity. 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; 120 months or more certain and life annuity; joint and survivor annuity (50%, 66⅔%, or 100%). All optional forms are adjusted to be actuarially equivalent to the life annuity.

Plan Changes Since the Prior Year

The January 1, 2014 valuations reflect the following plan changes:

- 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.
- An update to the mortality and interest rates for determining minimum lump sum payments under IRC section 417(e)(3) to the applicable rates for the current plan year.

Schedule SB Attachment (Form 5500)—2014 Plan Year
Marathon Petroleum Retirement Plan
EIN: 31-1537655 PN: 001

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.

Marathon Petroleum Retirement Plan
EIN 31-1537655/PN 001

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

A.	B. IDENTITY OF ISSUE	MATURITY DATE and VALUE, INTEREST RATE,	D. COST	E. CURRENT VALUE
	Short-term investments:			
	S-T Invest Fund Ctfi	19	19.00	19.00
	Total		19.00	19.00
	Corporate Stocks: Preferred			
	Pharma Stem Corp C Cv Pfd	0.63		
	Pharma Stem Corp D Cv Pfd	0.63		
	Pharma Stem Therapeutics A Pfd	0.63		
	Pharma Stem Therapeutics B Pfd	0.63		
	Total	2.53		
	Real Estate			
	AG CORE PLUS REALTY II	2,940,669	988,045.00	459,577.00
	AG CORE PLUS REALTY III	3,044,507	3,044,507.00	4,002,736.00
	Aetos Capital Asia II LP	2,532,235	2,180,450.00	947,697.00
	Aetos Capital Asia III LP	4,007,556	3,904,112.00	680,363.00
	Avanti Strategic Land II-ACT	115,020	1.00	1.00
	Avanti Strategic Land II-PAS	427,381	1.00	27,087.00
	Avanti Strategic Land III-ACT	900,417	1.00	140,852.00
	Avanti Strategic Land III-PAS	909,730	1.00	260,938.00
	Avanti Strategic Land IV-ACT	264,179	40,229.00	177,871.00
	Avanti Strategic Land IV-PAS	181,170	8,451.00	48,757.00
	Avanti Strategic Land V	1,597,656	1,392,334.00	1,144,877.00
	Avanti Strategic Land VI	1,998,417	1,772,103.00	2,289,755.00
	Avanti Strategic Land Inv VII	1,445,429	1,437,821.00	1,301,079.00
	Blackstone R/E Partners IV	3,179,047	2,150,579.00	1,772,227.00
	Blackstone R/E Partners V	4,512,452	2,599,145.00	4,789,372.00
	Blackstone R/E Partners VI	5,040,945	2,926,595.00	5,960,075.00
	Blackstone R/E Partners VII	3,876,273	3,876,273.00	5,515,522.00
	CPI Asia Pacific	4,818,990	642,012.00	978,467.00
	CPI Eruope	3,703,763	3,185,956.00	1,182,108.00
	DLJ RE Capital Partners III LP	3,910,623	3,465,342.00	2,665,633.00
	DLJ RE Capital Partners IV LP	6,337,990	5,747,521.00	6,075,559.00
	Lasalle Mexico Fund I	5,113,514	4,598,506.00	4,390,775.00
	Rockpoint R E Fund I LP	3,179,048	737,139.00	11,737.00
	Rockpoint R E Fund II LP	3,179,049	2,103,743.00	1,003,123.00
	Rockpoint RE Fund III LP	6,476,013	1,457,191.00	1,190,926.00
	Rockpoint RE Fund IV LP	2,132,251	2,056,918.00	2,554,304.00
	Pearlmark Mezzanine III	6,251,335	3,057,365.00	2,794,115.00
	Westbrook RE Fund IV LP	1,907,429	1.00	10,834.00
	Total		53,372,342.00	52,376,367.00

Marathon Petroleum Retirement Plan
EIN 31-1537655/PN 001

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

A.	B. IDENTITY OF ISSUE	MATURITY	D. COST	E. CURRENT
		DATE and VALUE, INTEREST RATE,		VALUE
	Other Investments:			
	TC&I Timber Company - Shasta	4,811,806.91	4,811,807.00	4,630,070.00
	TC&I Timber Company - Chinook	9,634,105.52	9,634,105.00	13,994,048.00
	Total		14,445,912.00	18,624,118.00
	Limited Partnerships:			
	AEA Investors 2006 LP	4,254,781	2,328,965.00	3,383,168.00
	AEA Investors 2003 Program	1,354,109	99,607.00	41,172.00
	AEA Investors V	2,430,841	2,430,841.00	2,841,427.00
	Aurora Equity Partners IV LP	1,757,312	1,757,159.00	2,555,207.00
	CAI Partners & Company II LP	631,454	363,418.00	129,115.00
	CAI Partners & Company IV LP	4,377,387	2,586,417.00	2,448,667.00
	Clayton Dubilier Rice Fund VI	2,932,616	153,145.00	5,417.00
	Clayton Dubilier Rice Fund VII	754,320	307,227.00	437,004.00
	Clayton Dubilier Rice Fd VIII	3,850,917	2,742,236.00	4,699,594.00
	Devon Part Bioventurs LP	1,549,427	1,474,143.00	2,720,438.00
	Electra Partners Club 2007 LP	2,932,098	1,745,105.00	2,603,061.00
	FF&P Investor LP	1,252,152	861,155.00	345,810.00
	Fourth Cinven Fund	2,653,723	1,995,176.00	1,477,145.00
	Fifth Cinven Fund	1,393,886	1,393,886.00	1,621,609.00
	Geam Intl Private Equity Fund	2,063,938	290,374.00	574,245.00
	International PVt Eq Fund II	1,689,850	1,493,689.00	1,775,101.00
	Tenaya Capital V	2,261,786	1,558,656.00	2,043,264.00
	Tenaya Capital VI	2,243,827	2,243,827.00	2,507,353.00
	PERFORMANCE DIRECT II	5,907,110	4,173,920.00	5,730,706.00
	Third Cinven Fund	2,598,661	350,779.00	303,374.00
	TRIDENT IV LP	5,541,334	2,050,297.00	3,837,323.00
	TRIDENT V LP	6,970,917	6,781,113.00	8,243,479.00
	Warburg Pincus Pvt Equity VIII	1,271,619	1.00	493,887.00
	Warburg Pincus Pvt Equity IX	2,129,962	269,382.00	678,078.00
	Warburg Pincus Pvt Equity X	7,629,715	3,494,835.00	5,920,316.00
	Warburg Pincus Pvt Equity XI	2,171,926	2,077,432.00	2,519,994.00
	Total		45,022,785.00	59,935,954.00
	Total Marathon Petroleum		112,841,058.00	130,936,458.00