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 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

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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.)
- [X] 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
- [X] special extension (enter description) HURRICANE HARVEY

Part II Basic Plan Information—enter all requested information

1a Name of plan
RETIREMENT PLAN OF MARATHON OIL COMPANY

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1936

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
MARATHON OIL COMPANY

5555 SAN FELIPE ROAD
HOUSTON, TX 77056

2b Employer Identification Number (EIN) 25-1410539

2c Plan Sponsor's telephone number 713-629-6600

2d Business code (see instructions) 211110

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.	01/29/2018	DEANNA JONES
	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)

Preparer's telephone number

3a Plan administrator's name and address ☐ Same as Plan Sponsor

DEANNA L. JONES

5555 SAN FELIPE ROAD
HOUSTON, TX 77056

3b Administrator's EIN
47-1302783

3c Administrator's telephone number
713-629-6600

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	3822
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)**	1797
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	1525
b	Retired or separated participants receiving benefits	**6b**	366
c	Other retired or separated participants entitled to future benefits	**6c**	976
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	2867
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	458
f	Total. Add lines **6d** and **6e**.	**6f**	3325
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**	41
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)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] 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)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [X] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [X] 1 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **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 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
RETIREMENT PLAN OF MARATHON OIL COMPANY

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MARATHON OIL COMPANY

D Employer Identification Number (EIN)
25-1410539

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

1 Coverage Information:

(a) Name of insurance carrier
AXA EQUITABLE LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
13-5570651	62944	AC1547-A	451	01/01/2016	12/31/2016

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	5763550
5	Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☒ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			7b	5843264
c	Additions: (1) Contributions deposited during the year	7c(1)			
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	157286		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below) ▶	7c(5)			
	(6) Total additions			7c(6)	157286
d	Total of balance and additions (add lines **7b** and **7c(6)**)			7d	6000550
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	203952		
	(2) Administration charge made by carrier	7e(2)	33048		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below) ▶	7e(4)			
	(5) Total deductions			7e(5)	237000
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	5763550

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs.

Part IV Provision of Information

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

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

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

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **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
RETIREMENT PLAN OF MARATHON OIL COMPANY

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
MARATHON OIL COMPANY

D Employer Identification Number (EIN)
25-1410539

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2016

2 Assets:

a Market value	**2a**	382380718
b Actuarial value	**2b**	390366354

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	897	44104039	44104039
b For terminated vested participants	1155	129905877	129905877
c For active participants	1797	249413255	257231289
d Total	3849	423423171	431241205

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**	5.86 %
6 Target normal cost	**6**	17762800

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

09/22/2017
Date

W. CLAY HOLLOWAY
Type or print name of actuary

17-05230
Most recent enrollment number

AON CONSULTING, INC.
Firm name

281-363-0456
Telephone number (including area code)

9500 LAKESIDE BLVD.
THE WOODLANDS, TX 77381
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 [ ]

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	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 1.95%	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		46915
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 5.98 %		2806
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c	Total available at beginning of current plan year to add to prefunding balance		49721
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14	Funding target attainment percentage	14	90.52%
15	Adjusted funding target attainment percentage	15	90.52%
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	94.99%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2016	10900000	0			
07/15/2016	7500000	0			
10/14/2016	9200000	0			
01/13/2017	9200000	0			
09/15/2017	3900000	0			
			Totals ► 18(b)	40700000	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	39010519

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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:	2nd segment:	3rd segment:	
4.43%	5.91%	6.65%	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	58

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	17762800
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	40874851	21120750
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**	38883550

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	**36**	38883550
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	39010519
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	126969
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

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

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected	☐ 2 plus 7 years	☐ 15 years
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2016** **This Form is Open to Public Inspection.**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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

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).. . . . . [X] Yes [ ] No

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

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

THE DREYFUS CORPORATION
ONE WALL STREET
NEW YORK, NY 10286

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

BARCLAYS

94-3112180

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

VANGUARD

23-2376849

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

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

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

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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)

WELLINGTON MANAGEMENT COMPANY

30-0835489

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 68	NONE	1386873	Yes [X] No [ ]	Yes [X] No [ ]	4824	Yes [ ] No [X]

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

BANK OF NEW YORK MELLON

13-5160382

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	TRUSTEE	235760	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

DLJ CAPITAL PARTNERS LLP

26-1181152

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	48004	Yes [ ] No [X]	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)

SCHNEIDER DOWNS AND CO INC

25-1408703

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	38862	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

AURORA EQUITY LP

27-1231417

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 49 50 51	NONE	19133	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

TRIDENT IV LP

98-0509277

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 49 50 51	NONE	11941	Yes [ ] No [X]	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)

ROCKPOINT REAL ESTATE

26-0302858

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 49 50 51	NONE	7875	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 ☐

(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
WELLINGTON MANAGEMENT	68	4824

(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.
WELLINGTON MANAGEMENT 30-0835489	SOFT DOLLAR RESEARCH SERVICES

(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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

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

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
RETIREMENT PLAN OF MARATHON OIL COMPANY

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MARATHON OIL COMPANY

D Employer Identification Number (EIN)
25-1410539

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: WTC-CTF DURABLE COMPANIES POOL

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

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)
46-3572913-001	C	8922705

a Name of MTIA, CCT, PSA, or 103-12 IE: WTC-CTF OPPORTUNISTIC FIXED INCOME

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

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)
90-6110062-001	C	5317126

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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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)

Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
RETIREMENT PLAN OF MARATHON OIL COMPANY

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MARATHON OIL COMPANY

D Employer Identification Number (EIN)
25-1410539

Part I Asset and Liability Statement

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	0	251569
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	16100000	13100000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	27769752	17269297
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	63144656	13091978
(2) U.S. Government securities	1c(2)	26276132	23227764
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	75377657	52927695
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	343785	43943
(B) Common	1c(4)(B)	114811280	81550045
(5) Partnership/joint venture interests	1c(5)	22783242	20229985
(6) Real estate (other than employer real property)	1c(6)	15218756	10658792
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	23043453	14239831
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	7557020	4502761
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	6185825	6237402
(15) Other	1c(15)	8509797	5541243

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(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	407121355	262872305
	Liabilities			
g	Benefit claims payable	1g	41764794	3791985
h	Operating payables	1h	937452	397334
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	23524175	20217529
k	Total liabilities (add all amounts in lines 1g through1j)	1k	66226421	24406848
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	340894934	238465457

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)	40700000	
	(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)		40700000
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	24417	
	(B) U.S. Government securities	2b(1)(B)	322764	
	(C) Corporate debt instruments	2b(1)(C)	2847780	
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)	659284	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3854245
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	2769765	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	565815	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		3335580
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	-1036334	
	(B) Other	2b(5)(B)	12799480	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		11763146

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		985223
(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)		385670
c Other income	2c		59219
d Total income. Add all **income** amounts in column (b) and enter total	2d		61083083
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	160022060	
(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)		160022060
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)	274622	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	1460931	
(4) Other	2i(4)	1754947	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		3490500
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		163512560
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-102429477
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) [X] 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 [X] No

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

(1) Name: MCCONNEL AND JONES LLP **(2)** EIN: 76-0488832

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
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.)	4a		X	
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.)	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.)	4c		X	
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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
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?	4g		X	
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?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
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.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
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			
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 3984942. (See instructions.)

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
RETIREMENT PLAN OF MARATHON OIL COMPANY

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MARATHON OIL COMPANY

D Employer Identification Number (EIN)
25-1410539

Part I 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** 0

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): 45-6192888

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** 478

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: 54.0 % Investment-Grade Debt: 39.0 % High-Yield Debt: 0.0 % Real Estate: 5.0 % Other: 2.0 %

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):

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes	☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Current year" ADP test	☐ "Prior year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test	☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes	☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter ____/____/____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter ____/____/____.

Retirement Plan of
Marathon Oil Company
Financial Statements and
Independent Auditors' Report
December 31, 2016 and 2015

Retirement Plan of Marathon Oil Company
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December 31, 2016 and 2015

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

MJ
McCONNELL & JONES LLP
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditors' Report

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

Report on the Financial Statements

We have audited the accompanying financial statements of the Retirement Plan of Marathon Oil Company (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to financial statements.

Plan Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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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, information regarding the net assets available for benefits of the Plan as of December 31, 2016 and the changes therein for the year then ended and its financial status as of December 31, 2015, and the changes therein for the year then ended, in accordance with US GAAP.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplementary information listed in the table of contents to the financial statements is presented for the purpose of additional analysis and is not a required part of the 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 the 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 financial statements taken as a whole.

McConnell & Jones LLP

Houston, Texas
December 21, 2017

Retirement Plan of Marathon Oil Company
Statements of Net Assets Available for Benefits
December 31, 2016 and 2015

Assets	2016	2015
Investments, at fair value	$ 232,251,439	$ 363,253,212
Total investments	232,251,439	363,253,212
Receivables		
Employer's contributions	13,100,000	16,100,000
Investment sales	14,871,693	14,681,342
Accrued interest and dividends	1,106,059	1,544,427
Total receivables	29,077,752	32,325,769
Cash		
At recordkeeper for funding	1,291,545	11,542,374
At broker	251,569	—
Total assets	262,872,305	407,121,355
Liabilities		
Accrued expenses	397,334	937,452
Investment purchases	20,217,529	23,466,056
Due to broker	—	58,119
Total liabilities	20,614,863	24,461,627
Net assets available for benefits	$ 242,257,442	$ 382,659,728

The accompanying notes are an integral part of these financial statements.

Retirement Plan of Marathon Oil Company
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2016 and 2015

	2016	2015
Additions		
Investment income		
Net appreciation/(depreciation) in fair value of investments	$ 13,193,258	$ (1,341,621)
Interest	3,854,245	7,086,161
Dividends	3,335,580	6,130,469
Net investment income	20,383,083	11,875,009
Contributions from plan sponsor (Note 7)	40,700,000	45,440,184
Total additions	61,083,083	57,315,193
Deductions		
Benefits paid directly to participants	197,994,869	259,373,689
Administrative expenses	3,490,500	5,127,671
Total deductions	201,485,369	264,501,360
Net decrease	(140,402,286)	(207,186,167)
Net assets available for benefits:		
Beginning of year	382,659,728	589,845,895
End of year	$ 242,257,442	$ 382,659,728

The accompanying notes are an integral part of these financial statements.

1. Description of the Retirement Plan of Marathon Oil Company

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

General

The Plan was adopted on January 1, 1936. The Plan is a non-contributory defined benefit pension plan covering eligible employees of Marathon Oil Company (the "Company" or "MOC") and employees of a participating employer which are Marathon Oil Company, Marathon Oil Corporation and Marathon Service Company. Effective January 1, 1975, employee contributions were no longer required by the Plan. The Plan is sponsored by Marathon Oil Company, 5555 San Felipe Street, Houston, TX 77056. The Plan administrator is Deanna L. Jones, who is Vice President, Human Resources and Administrative Services of Marathon Oil Corporation. The Plan's record keeper is Fidelity Workplace Services LLC ("Fidelity") and the Plan's Trustee is Bank of New York Mellon ("BNY Mellon" or the "Trustee"). Wellington Management Group is the Plan's investment manager of the Plan's assets, with the exception of the Plan's illiquid investments (private equity, real estate, and timber). Investment decisions related to the Plan's illiquid investments are made by the Investment Committee of the Plan. On June 23, 2015, the Plan was amended and restated effective July 6, 2015 to incorporate new amendments including the final average pay freeze in the legacy benefit.

Pension Benefits

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

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

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

2. Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan were prepared on the accrual basis of accounting in accordance with accounting standards generally accepted in the United States of America (U.S. GAAP).

Investment Valuation and Income Recognition

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

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

Contributions

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

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

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

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual amounts could differ from those estimates.

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term

and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

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

Reclassifications
Certain reclassifications have been made to the 2015 financial statements to conform to the 2016 financial statement presentation. The balance for Other under Investment Income was classified as a part of Net Appreciation/(Depreciation) in Fair Value of Investments for 2016. Accordingly, the prior year investment income balance was reclassified to conform to the 2016 financial statement presentation. The balance for Prepaid Benefit Payments was classified as a part of Cash for 2016. Accordingly, the prior year balance was reclassified to conform with the 2016 financial statement presentation.

3. New Accounting Pronouncements

In July 2015, the FASB issued Accounting Standards Update ("ASU") 2015-12, "*Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part 1) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient*". ASU 2015-12 (1) requires a pension plan to use contract value as the only measure for fully benefit-responsive investment contracts, (2) simplifies and increases the effectiveness of the investment disclosure requirements for employee benefit plans, and (3) provides benefit plans with a measurement-date practical expedient similar to the practical expedient provided to employers in ASU 2015-04, *Practical Expedient for the Measurement Date of an Employer's Defined Benefit Obligation and Plan Assets*. These amendments are effective for fiscal years beginning after December 15, 2015 with early adoption permitted. The Plan is required to apply the amendments retrospectively for all statements presented except for Part I which is not applicable to defined benefit plans and Part III which requires a prospective application. The adoption of this standard in fiscal year 2016 impacts investment related disclosures in the Plan's financial statements.

In May 2015, the FASB issued ASU No. 2015-07, "*Disclosures for Investments in Certain Entities That Calculate Net Asset Value ("NAV") per Share (or its equivalent)*." ASU 2015-07 removes the requirement to include investments in the fair value hierarchy for which fair value is measured using the net asset value per share practical expedient under Accounting Standard Codification ("ASC") 820. ASU 2015-07 is effective for the Plan retrospectively for the year ending December 31, 2016 with early adoption permitted. The adoption of this standard in fiscal year 2016 impacts investment related disclosures in the Plan's financial statements.

4. Fair Value Measurements

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

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

The Plan's investments are reported at fair value in the accompanying Statement of Net Assets Available for Benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan Investment Committee believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. The following provides a description of the valuation techniques employed for each major plan asset class. Methodologies were consistently applied for the 2016 and 2015 plan years.

- Cash and cash equivalents - Mutual funds include an investment in a money market fund that invests mainly in short-term instruments and cash, both of which are valued using a market approach and are considered Level 1. The money market fund is valued at the net asset value ("NAV") of shares held. This investment also includes a cash reserve account (a collective short-term investment fund) that is valued using an income approach and is considered Level 2.

- Equity securities - Investments in common stock, preferred stock, and real estate investment trusts ("REIT") are valued using a market approach at the closing price reported in an active market and are therefore considered Level 1. The non-public investment trust is valued using a market approach based on the underlying investments in the trust, which are publicly traded securities, and is considered Level 2. Private equity investments include interests in limited partnerships which are valued based on the sum of the estimated fair values of the investments held by each partnership, determined using a combination of market, income and cost approaches, plus working capital, adjusted for liabilities, currency translation and estimated performance incentives. These private equity investments are considered Level 3. See note 5 for additional information.

- Fixed income securities - U.S. treasury notes and exchange traded funds are valued at the closing price reported in an active market, and are considered Level 1. Corporate bonds, non-U.S. government bonds, private placements, taxable municipals, GNMA/FNMA Pools, and Yankee bonds are valued using calculated yield curves created by models that incorporate various market factors and are considered Level 2. Other fixed income investments include futures contracts, REIT, credit default, zero coupon, and interest rate swaps. These asset amounts are deemed immaterial and are categorized as Level 2 assets within the fair value hierarchy.

- Insurance contract - The investment in an unallocated annuity contract is valued using a market approach based on the experience of the assets held in an insurer's general account. The majority of the general account is invested in a well-diversified portfolio of high-quality fixed income securities, primarily consisting of investment-grade bonds. Investment income is allocated among pension plans participating in the general account based on the investment year method. Due to the lack of transparency in the use of investment year method earnings rates, this asset is considered Level 3. See Note 5 for additional information.

- Real estate - Real estate investments are valued based on the income approach using discounted cash flows, comparable sales, outside appraisals, price per square foot or some combination thereof and therefore are considered Level 3.

- Timber - Timber is composed of investments in two limited liability companies ("LLCs") with no public market. The LLCs were formed to acquire timberland in the northwest and other properties. The values of the LLCs are determined using a cost approach based on historical cost less depletion for timber previously harvested. These assets are considered Level 3.

- Commingled Funds - The investment in the commingled fund is valued using the NAV of units held. The commingled funds are reported in the fair value table without leveling, as ASU 2015-07 was adopted in 2016. This accounting standard removes the requirement to include investments in the fair value hierarchy for which fair value is measured using the NAV per share practical expedient under accounting standards codification ASC 820. The commingled fund consists of an equity and fixed income portfolio with underlying investments held in U.S. and non-U.S. securities.

For the years ended December 31, 2016 and 2015, there were no transfers in or out of Levels 1, 2, or 3.

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

2016	Level 1	Level 2	Level 3	Total
Cash & Cash Equivalents	$ 12,684,814	$ 407,164	$ —	$ 13,091,978
Equity Securities				
Common stock	81,550,045	—	—	81,550,045
Preferred stock	—	43,943	—	43,943
Private Equity	—	—	20,229,985	20,229,985
Fixed Income Securities				
Corporate	—	52,927,695	—	52,927,695
Exchange Traded Funds	4,502,761	—	—	4,502,761
Government	5,876,867	17,350,897	—	23,227,764
Real estate investment trust	—	381,804	—	381,804
Swaps	—	242,394	—	242,394
Other				
Insurance contract	—	—	6,237,402	6,237,402
Real estate	—	—	10,658,792	10,658,792
Timber	—	—	4,917,045	4,917,045
Investments measured at net asset value:				
Commingled funds	—	—	—	14,239,831
Total plan assets	**$104,614,487**	**$ 71,353,897**	**$ 42,043,224**	**$232,251,439**

2015	Level 1	Level 2	Level 3	Total
Cash & Cash Equivalents	$ 61,869,716	$ 1,274,940	$ —	$ 63,144,656
Equity Securities				
Common stock	114,811,280	—	—	114,811,280
Preferred stock	—	343,785	—	343,785
Private Equity	—	—	22,783,242	22,783,242
Real estate investment trust	810,572	—	—	810,572
Fixed Income Securities				
Corporate	—	76,116,385	—	76,116,385
Exchange Traded Funds	7,557,020	—	—	7,557,020
Government	4,979,287	21,296,515	—	26,275,802
Real estate investment trust	—	1,430,070	—	1,430,070
Swaps	—	465,026	—	465,026
Other				
Insurance contract	—	—	6,185,825	6,185,825
Real estate	—	—	15,218,756	15,218,756
Timber	—	—	5,067,340	5,067,340
Investments measured at net asset value:				
Commingled funds	—	—	—	23,043,453
Total plan assets	**$ 190,027,875**	**$ 100,926,721**	**$ 49,255,163**	**$ 363,253,212**

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

	2016			
	Private Equities	Real Estate	Insurance Contract	Timber
Balance, beginning of year	$ 22,783,242	$ 15,218,756	$ 6,185,825	$ 5,067,340
Realized gains	3,752,313	1,686,566	—	—
Unrealized (losses) relating to instruments still held at the reporting date	(270,262)	(1,815,494)	—	(150,295)
Interest	—	—	255,529	—
Purchases	451,924	357,054	—	—
Sales	(6,487,232)	(4,788,090)	(203,952)	—
Balance, end of year	$ 20,229,985	$ 10,658,792	$ 6,237,402	$ 4,917,045

	2015			
	Private Equities	Real Estate	Insurance Contract	Timber
Balance, beginning of year	$ 24,773,371	$ 18,645,884	$ 6,541,270	$ 5,291,718
Realized gains	2,633,568	1,986,945	—	23,650
Unrealized gains/(losses) relating to instruments still held at the reporting date	603,230	(729,495)	—	(224,378)
Interest	—	—	(116,181)	—
Purchases	868,202	395,990	—	972,462
Sales	(6,095,129)	(5,080,568)	(239,264)	(996,112)
Balance, end of year	$ 22,783,242	$ 15,218,756	$ 6,185,825	$ 5,067,340

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

Instrument	Fair Value		Valuation Techniques [1]	Unobservable Inputs [1]	Range [1]
	2016	2015			
Private Equities	$ 20,229,985	$ 22,783,242			
Real Estate	10,658,792	15,218,756			
Insurance Contract	6,237,402	6,185,825			
Timber	4,917,045	5,067,340			

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

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

	Fair Value Using NAV per Share				
	December 31, 2016				
	Fair Value	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
CTF Durable Companies Portfolio	8,922,705	None	Each Wednesday	None	5 days
CTF Opportunistic Fixed Income Allocation Portfolio	5,317,126	None	End of month	None	30 days
	$14,239,831				

	Fair Value Using NAV per Share				
	December 31, 2015				
	Fair Value	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
CTF Durable Companies Portfolio	12,788,729	None	Each Wednesday	None	5 days
CTF Opportunistic Fixed Income Allocation Portfolio	10,254,724	None	End of month	None	30 days
	$23,043,453				

5. Insurance Contract

The Plan's investments include an immediate participation guaranteed unallocated annuity contract (the "Contract") with The Equitable Life Assurance Society ("The Equitable"). The Contract funds a portion of the benefits of employees who retired prior to July 1, 1976, or participated in the Plan prior to January 1, 1960. The funds are valued in the Plan financial statements at fair value. At December 31, 2016 and 2015 the fair value of the annuity contract was $6,237,402 and $6,185,825, respectively. The Contract participates immediately in the income experience of the general assets of The Equitable. The minimum rate of interest for 2016 and 2015 was 2.50 percent. The investment return is the greater of the rate of such actual investment return or if applicable, the minimum rate. Actual investment return rates were 2.71 and 2.58 percent for 2016 and 2015, respectively.

6. Accumulated Plan Benefits

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

The significant actuarial assumptions used in determining accumulated plan benefits as of January 1, 2016 are as follows:

Interest rate	6.75%
Mortality rates	2016 Static Mortality Table
Assumed average retirement age	58 years

The interest rate assumption used to value accrued benefits for 2016 and 2015 was 6.75 percent. The actuarial assumptions are based on the presumption that the Plan will continue. If the Plan is terminated, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The accumulated plan benefits information at the beginning of the plan year as of January 1, 2016 is as follows:

Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants currently receiving payments	$ 44,160,176
Other participants	356,252,435
Total vested benefits	400,412,611
Non-vested benefits	6,646,139
Total actuarial present value of accumulated plan benefits	$ 407,058,750

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

Actuarial present value of accumulated plan benefits at January 1, 2015	$ 566,999,445
(Decrease)/increase during the year attributable to:	
Benefit payments	(259,373,689)
Interest accumulation	29,661,537
Actuarial assumptions	(8,811,952)
Benefits accumulated	78,583,409
Net decrease	(159,940,695)
Actuarial present value of accumulated plan benefits at January 1, 2016	$ 407,058,750

7. Funding Policy

The actuarial cost method used for funding of the Plan is the "standard unit credit" method of actuarial valuation. The funding policy provides that the Company will contribute amounts necessary to maintain the Plan on a sound actuarial basis and in accordance with the minimum funding requirements of ERISA plus any additional amounts which may be approved from time to time. The minimum funding requirement was $40.7 million for the 2016 plan year. Actual cash contributions made were $40.7 million, of which $9.2 million was paid in January 2017 and $3.9 million was paid in September 2017.

The minimum funding requirement was $45.4 million for the 2015 plan year. Actual cash contributions made were $45.4 million.

8. Reconciliation of Financial Statements to Form 5500

The Internal Revenue Service ("IRS"), Department of Labor, and Pension Benefit Guaranty Corporation ("PBGC") jointly developed the Form 5500-series returns for employee benefit plans ("Form 5500") to satisfy annual reporting requirements under ERISA and the Internal Revenue Code. The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	2016	2015
Net assets available for benefits per the financial statements	242,257,442	382,659,728
Amounts allocated to withdrawing participants	(3,791,985)	(41,764,794)
Cost of foreign currency	—	1,609
Net assets per the Form 5500	238,465,457	340,896,543

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

	2016
Benefits paid to participants per the financial statements	197,994,869
Amounts allocated to withdrawing participants at December 31, 2016	3,791,985
Amounts allocated to withdrawing participants at December 31, 2015	(41,764,794)
Total benefit payments per the Form 5500	160,022,060

9. Party-In-Interest Transactions

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

Fees paid by the Plan to the Trustee and the investment managers were $1,527,633 and $2,766,646, for the years ended December 31, 2016 and 2015, respectively.

10. Plan Termination

In 2015, the Company implemented multiple rounds of workforce reductions that created a reduction in Plan participation in excess of 20% of active employees participating in the Plan. As described in IRS Revenue Ruling 2007-28, a partial termination is presumed to occur with respect to a plan if 20% of employees participating in the plan are terminated. Because the reductions in force affected more than 20% of employees participating in the Plan, a partial termination occurred for tax purposes. A partial termination of the Plan did not occur in 2016.

Although it has not expressed any intent to do so, the Company has retained the right to amend, terminate, or otherwise modify the Plan, including the right to discontinue the contributions thereto, at any time, solely at the discretion of the Company. In the event of the termination of the Plan, the assets thereof shall be distributed in accordance with Section 4044 of ERISA. The Plan is a covered plan, under the plan termination insurance provisions of ERISA, and the 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.

11. Income Tax Status

The IRS has determined and informed the Plan Administrator by letter dated March 25, 2015, that the Plan, as amended, meets the requirements of Code Section 401(a), and the trust is not subject to tax under present income tax law. This determination letter was applicable for the amendments executed September 24, 2014 and prior. The Plan administrator and the Plan's tax counsel believe that the Plan, as amended, is designed and is currently being operated in compliance with the applicable requirements of the Code. The remedial amendments required by the IRS in its March 25, 2015 determination letter were executed April 7, 2015.

U.S. GAAP requires the Plan Administrator to evaluate uncertain tax positions taken by the Plan. The Plan is required to recognize a tax liability if the position does not meet the more likely than not criteria based on its technical merit. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2016, there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2013.

12. Commitments

At December 31, 2016 and 2015, the Plan had additional funding commitments related to various real estate and partnership investments amounting to $7 million and $8 million, respectively.

13. Subsequent Events

Events and transactions subsequent to the balance sheet date have been evaluated by management of the Plan through December 21, 2017, the date these financial statements were available to be issued for potential recognition or disclosure in the financial statements. There are no subsequent events to report in relation to the December 31, 2016 reporting of the Plan.

Retirement Plan of Marathon Oil Company
Plan Number 001 EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year, December 31, 2016)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
*	CIF OPP FIXED INCOME	COMMON/COLLECTIVE TRUST	ALLOCATION	$ 5,366,221.26	$ 5,317,125.70
*	WTC-CTF DURABLE COMP	COMMON/COLLECTIVE TRUST		$ 8,109,104.41	$ 8,922,705.01
	*ANCHORAGE CAPITAL CL 9A A 144A	CORPORATE DEBT INSTRUMENTS	VAR RT 01/15/2029 DD 12/08/16	$ 250,000.00	$ 250,000.00
	*CSAIL 2016-C5 COMMERCIAL C5 A5	CORPORATE DEBT INSTRUMENTS	3.757% 11/15/2048 DD 02/01/16	$ 83,481.45	$ 77,974.50
	*KFW DISC	CORPORATE DEBT INSTRUMENTS	2/1/2017	$ 404,077.50	$ 404,077.50
	*SG COMMERCIAL MORTGAGE S C5 A4	CORPORATE DEBT INSTRUMENTS	3.055% 10/10/2048 DD 07/01/16	$ 83,625.00	$ 77,623.20
	21ST CENTURY FOX AMERICA 144A	CORPORATE DEBT INSTRUMENTS	4.750% 11/15/2046 DD 11/18/16	$ 4,994.45	$ 5,014.90
	21ST CENTURY FOX AMERICA INC	CORPORATE DEBT INSTRUMENTS	6.150% 02/15/2041 DD 08/15/11	$ 44,949.20	$ 47,310.80
	21ST CENTURY FOX AMERICA INC	CORPORATE DEBT INSTRUMENTS	6.200% 12/15/2034 DD 12/03/04	$ 102,189.60	$ 105,730.20
	21ST CENTURY FOX AMERICA INC	CORPORATE DEBT INSTRUMENTS	7.850% 03/01/2039 DD 02/13/09	$ 323,285.00	$ 335,832.50
	ABBVIE INC	CORPORATE DEBT INSTRUMENTS	4.500% 05/14/2035 DD 05/14/15	$ 88,164.00	$ 88,427.70
	ACTAVIS FUNDING SCS	CORPORATE DEBT INSTRUMENTS	4.550% 03/15/2035 DD 03/12/15	$ 317,054.05	$ 321,681.75
	AEP TRANSMISSION CO LLC 144A	CORPORATE DEBT INSTRUMENTS	4.000% 12/01/2046 DD 11/21/16	$ 4,917.45	$ 4,959.85
	AETNA INC	CORPORATE DEBT INSTRUMENTS	4.125% 11/15/2042 DD 11/07/12	$ 56,141.40	$ 57,241.20
	AETNA INC	CORPORATE DEBT INSTRUMENTS	4.375% 06/15/2046 DD 06/09/16	$ 49,950.00	$ 50,207.50
	AGRIUM INC	CORPORATE DEBT INSTRUMENTS	4.125% 03/15/2035 DD 03/02/15	$ 68,052.00	$ 73,351.20
	AMAZON.COM INC	CORPORATE DEBT INSTRUMENTS	4.950% 12/05/2044 DD 12/05/14	$ 127,782.96	$ 136,866.00
	AMERICAN INTERNATIONAL GROUP I	CORPORATE DEBT INSTRUMENTS	4.375% 01/15/2055 DD 01/15/15	$ 98,818.35	$ 105,359.55
	AMERICAN INTERNATIONAL GROUP I	CORPORATE DEBT INSTRUMENTS	4.500% 07/16/2044 DD 07/16/14	$ 9,247.60	$ 9,860.80
	ANADARKO PETROLEUM CORP	CORPORATE DEBT INSTRUMENTS	4.500% 07/15/2044 DD 07/07/14	$ 95,697.50	$ 117,443.75
	ANADARKO PETROLEUM CORP	CORPORATE DEBT INSTRUMENTS	7.950% 06/15/2039 DD 06/12/09	$ 224,389.20	$ 271,870.20
	ANTHEM INC	CORPORATE DEBT INSTRUMENTS	4.625% 05/15/2042 DD 05/07/12	$ 56,659.20	$ 60,286.20
	ANTHEM INC	CORPORATE DEBT INSTRUMENTS	6.375% 06/15/2037 DD 06/08/07	$ 254,957.75	$ 258,279.50
	AON PLC	CORPORATE DEBT INSTRUMENTS	4.600% 06/14/2044 DD 05/28/14	$ 120,345.00	$ 123,491.25
	AT&T INC	CORPORATE DEBT INSTRUMENTS	4.300% 12/15/2042 DD 06/15/13	$ 230,715.00	$ 241,698.60
	AT&T INC	CORPORATE DEBT INSTRUMENTS	4.350% 06/15/2045 DD 06/15/13	$ 128,320.50	$ 133,654.50
	AT&T INC	CORPORATE DEBT INSTRUMENTS	4.500% 03/09/2048 DD 09/07/16	$ 89,767.80	$ 80,871.30
	AT&T INC	CORPORATE DEBT INSTRUMENTS	4.500% 05/15/2035 DD 05/04/15	$ 46,243.00	$ 48,308.50

Retirement Plan of Marathon Oil Company
Plan Number 001 EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year, December 31, 2016)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	AT&T INC	CORPORATE DEBT INSTRUMENTS	4.750% 05/15/2046 DD 05/04/15	$ 238,994.05	$ 236,855.00
	AT&T INC	CORPORATE DEBT INSTRUMENTS	4.800% 06/15/2044 DD 06/10/14	$ 82,452.60	$ 85,041.90
	AT&T INC	CORPORATE DEBT INSTRUMENTS	5.150% 03/15/2042 DD 03/15/16	$ 319,504.60	$ 308,812.70
	BAE SYSTEMS PLC 144A	CORPORATE DEBT INSTRUMENTS	5.800% 10/11/2041 DD 10/11/11	$ 73,821.00	$ 68,421.60
	BANK OF AMERICA CORP	CORPORATE DEBT INSTRUMENTS	3.248% 10/21/2027 DD 10/21/16	$ 125,108.30	$ 119,337.50
	BANK OF AMERICA CORP	CORPORATE DEBT INSTRUMENTS	3.500% 04/19/2026 DD 04/19/16	$ 54,908.15	$ 54,266.85
	BANK OF AMERICA CORP	CORPORATE DEBT INSTRUMENTS	3.950% 04/21/2025 DD 04/21/15	$ 77,901.60	$ 79,639.20
	BANK OF AMERICA CORP	CORPORATE DEBT INSTRUMENTS	4.000% 01/22/2025 DD 01/22/15	$ 48,946.50	$ 50,063.00
	BANK OF AMERICA CORP	CORPORATE DEBT INSTRUMENTS	6.110% 01/29/2037 DD 01/29/07	$ 175,878.50	$ 181,706.50
	BANK OF AMERICA CORP	CORPORATE DEBT INSTRUMENTS	7.750% 05/14/2038 DD 05/14/08	$ 366,330.60	$ 371,736.00
	BARRICK NORTH AMERICA FINANCE	CORPORATE DEBT INSTRUMENTS	5.700% 05/30/2041 DD 06/01/11	$ 33,522.00	$ 51,030.50
	BERKSHIRE HATHAWAY ENERGY CO	CORPORATE DEBT INSTRUMENTS	6.125% 04/01/2036 DD 10/01/06	$ 530,593.70	$ 568,240.40
	BRANDYWINE OPERATING PARTNERSH	CORPORATE DEBT INSTRUMENTS	3.950% 02/15/2023 DD 12/18/12	$ 165,495.00	$ 169,342.10
	CANADIAN NATURAL RESOURCES LTD	CORPORATE DEBT INSTRUMENTS	6.250% 03/15/2038 DD 03/19/07	$ 47,011.40	$ 56,883.00
	CANADIAN NATURAL RESOURCES LTD	CORPORATE DEBT INSTRUMENTS	6.450% 06/30/2033 DD 09/16/02	$ 25,659.00	$ 28,157.00
	CANADIAN NATURAL RESOURCES LTD	CORPORATE DEBT INSTRUMENTS	6.500% 02/15/2037 DD 08/17/06	$ 65,100.00	$ 68,655.60
	CANADIAN NATURAL RESOURCES LTD	CORPORATE DEBT INSTRUMENTS	6.750% 02/01/2039 DD 01/17/08	$ 5,455.80	$ 5,834.40
	CARDINAL HEALTH INC	CORPORATE DEBT INSTRUMENTS	4.500% 11/15/2044 DD 11/19/14	$ 38,608.00	$ 39,652.00
	CARLYLE GLOBAL MARK 1A BR 144A	CORPORATE DEBT INSTRUMENTS	VAR RT 04/20/2022 DD 04/20/15	$ 252,631.05	$ 255,198.90
	CBS CORP	CORPORATE DEBT INSTRUMENTS	4.600% 01/15/2045 DD 01/12/15	$ 38,952.00	$ 38,498.00
	CBS CORP	CORPORATE DEBT INSTRUMENTS	4.900% 08/15/2044 DD 08/19/14	$ 86,442.40	$ 95,094.05
	CELGENE CORP	CORPORATE DEBT INSTRUMENTS	5.000% 08/15/2045 DD 08/12/15	$ 95,369.55	$ 98,774.35
	CENOVUS ENERGY INC	CORPORATE DEBT INSTRUMENTS	6.750% 11/15/2039 DD 05/15/10	$ 52,325.52	$ 61,323.35
	CHARTER COMMUNICATIONS OPERATI	CORPORATE DEBT INSTRUMENTS	6.384% 10/23/2035 DD 10/23/16	$ 253,764.55	$ 285,458.00
	CHARTER COMMUNICATIONS OPERATI	CORPORATE DEBT INSTRUMENTS	6.484% 10/23/2045 DD 10/23/16	$ 181,235.52	$ 208,094.40
	CHARTER COMMUNICATIONS OPERATI	CORPORATE DEBT INSTRUMENTS	6.834% 10/23/2055 DD 10/23/16	$ 45,321.04	$ 53,926.72
	CITIGROUP INC	CORPORATE DEBT INSTRUMENTS	3.200% 10/21/2026 DD 10/21/16	$ 138,733.10	$ 138,651.90
	CITIGROUP INC	CORPORATE DEBT INSTRUMENTS	4.450% 09/29/2027 DD 09/29/15	$ 496,690.00	$ 507,925.00

Retirement Plan of Marathon Oil Company
Plan Number 001 EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year, December 31, 2016)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	CITIGROUP INC	CORPORATE DEBT INSTRUMENTS	4.600% 03/09/2026 DD 03/09/16	$ 39,920.80	$ 41,343.20
	CITIGROUP INC	CORPORATE DEBT INSTRUMENTS	4.650% 07/30/2045 DD 07/30/15	$ 77,967.04	$ 81,161.85
	CITIGROUP INC	CORPORATE DEBT INSTRUMENTS	5.500% 09/13/2025 DD 09/13/13	$ 81,411.75	$ 82,425.75
	CLECO CORPORATE HOLDINGS 144A	CORPORATE DEBT INSTRUMENTS	4.973% 05/01/2046 DD 05/17/16	$ 130,000.00	$ 131,602.90
	COMISION FEDERAL DE ELECT 144A	CORPORATE DEBT INSTRUMENTS	6.125% 06/16/2045 DD 06/16/15	$ 206,437.50	$ 215,437.50
	COMMONWEALTH EDISON CO	CORPORATE DEBT INSTRUMENTS	3.650% 06/15/2046 DD 06/27/16	$ 59,610.60	$ 56,385.60
	COOPERATIEVE RABOBANK UA	CORPORATE DEBT INSTRUMENTS	3.750% 07/21/2026 DD 07/21/16	$ 332,174.70	$ 323,482.50
	COX COMMUNICATIONS INC 144A	CORPORATE DEBT INSTRUMENTS	4.500% 06/30/2043 DD 05/01/13	$ 29,248.80	$ 33,871.60
	COX COMMUNICATIONS INC 144A	CORPORATE DEBT INSTRUMENTS	4.700% 12/15/2042 DD 11/29/12	$ 25,638.60	$ 26,086.50
	COX COMMUNICATIONS INC 144A	CORPORATE DEBT INSTRUMENTS	4.800% 02/01/2035 DD 12/08/14	$ 70,317.10	$ 79,175.80
	COX COMMUNICATIONS INC 144A	CORPORATE DEBT INSTRUMENTS	6.950% 06/01/2038 DD 06/05/08	$ 164,156.85	$ 178,259.40
	COX COMMUNICATIONS INC 144A	CORPORATE DEBT INSTRUMENTS	8.375% 03/01/2039 DD 02/20/09	$ 56,755.50	$ 62,354.50
	CRH AMERICA INC 144A	CORPORATE DEBT INSTRUMENTS	5.125% 05/18/2045 DD 05/18/15	$ 200,114.00	$ 208,272.00
	CSX CORP	CORPORATE DEBT INSTRUMENTS	4.400% 03/01/2043 DD 02/28/12	$ 65,912.70	$ 70,629.30
	CSX CORP	CORPORATE DEBT INSTRUMENTS	6.220% 04/30/2040 DD 03/24/10	$ 70,676.40	$ 74,782.80
	CVS HEALTH CORP	CORPORATE DEBT INSTRUMENTS	5.125% 07/20/2045 DD 07/20/15	$ 447,501.67	$ 468,069.00
	DEUTSCHE TELEKOM INTERNATIONAL	CORPORATE DEBT INSTRUMENTS	VAR RT 06/15/2030 DD 07/06/00	$ 131,711.80	$ 139,661.40
	DEVON ENERGY CORP	CORPORATE DEBT INSTRUMENTS	4.750% 05/15/2042 DD 05/14/12	$ 88,743.75	$ 118,087.50
	DEVON ENERGY CORP	CORPORATE DEBT INSTRUMENTS	5.600% 07/15/2041 DD 07/12/11	$ 117,290.65	$ 133,900.00
	DIAMOND 1 FINANCE CORP / 144A	CORPORATE DEBT INSTRUMENTS	8.100% 07/15/2036 DD 06/01/16	$ 39,698.05	$ 41,635.30
	DIAMOND 1 FINANCE CORP / 144A	CORPORATE DEBT INSTRUMENTS	8.350% 07/15/2046 DD 06/01/16	$ 79,936.00	$ 98,503.20
	DOMINION RESOURCES INC/VA	CORPORATE DEBT INSTRUMENTS	4.050% 09/15/2042 DD 09/13/12	$ 97,057.40	$ 102,071.20
	DOMINION RESOURCES INC/VA	CORPORATE DEBT INSTRUMENTS	4.700% 12/01/2044 DD 11/25/14	$ 19,485.00	$ 20,561.00
	DOMINION RESOURCES INC/VA	CORPORATE DEBT INSTRUMENTS	4.900% 08/01/2041 DD 08/05/11	$ 296,821.80	$ 299,193.00
	DOW CHEMICAL CO/THE	CORPORATE DEBT INSTRUMENTS	4.375% 11/15/2042 DD 11/14/12	$ 91,826.10	$ 87,364.80
	EMERA US FINANCE LP 144A	CORPORATE DEBT INSTRUMENTS	3.550% 06/15/2026 DD 06/16/16	$ 14,958.75	$ 14,745.45
	EMERA US FINANCE LP 144A	CORPORATE DEBT INSTRUMENTS	4.750% 06/15/2046 DD 06/16/16	$ 49,644.00	$ 50,422.50
	ENCANA CORP	CORPORATE DEBT INSTRUMENTS	6.500% 02/01/2038 DD 12/04/07	$ 74,854.90	$ 75,653.20

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(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	ENCANA CORP	CORPORATE DEBT INSTRUMENTS	6.625% 08/15/2037 DD 08/13/07	$ 152,754.87	$ 174,676.50
	ENCANA CORP	CORPORATE DEBT INSTRUMENTS	7.200% 11/01/2031 DD 11/05/01	$ 33,934.20	$ 33,670.80
	ENERGY TRANSFER PARTNERS LP	CORPORATE DEBT INSTRUMENTS	5.150% 03/15/2045 DD 03/12/15	$ 61,179.71	$ 71,931.00
	ENERGY TRANSFER PARTNERS LP	CORPORATE DEBT INSTRUMENTS	6.625% 10/15/2036 DD 10/23/06	$ 10,698.70	$ 10,835.70
	ENERGY TRANSFER PARTNERS LP	CORPORATE DEBT INSTRUMENTS	7.500% 07/01/2038 DD 03/28/08	$ 170,871.55	$ 214,501.95
	ENTERPRISE PRODUCTS OPERATING	CORPORATE DEBT INSTRUMENTS	4.900% 05/15/2046 DD 05/07/15	$ 67,370.70	$ 66,722.50
	ENTERPRISE PRODUCTS OPERATING	CORPORATE DEBT INSTRUMENTS	4.950% 10/15/2054 DD 10/14/14	$ 74,317.55	$ 92,067.35
	ENTERPRISE PRODUCTS OPERATING	CORPORATE DEBT INSTRUMENTS	5.100% 02/15/2045 DD 02/12/14	$ 104,705.00	$ 131,831.25
	ERAC USA FINANCE LLC 144A	CORPORATE DEBT INSTRUMENTS	5.625% 03/15/2042 DD 03/15/12	$ 85,859.20	$ 88,182.40
	ERAC USA FINANCE LLC 144A	CORPORATE DEBT INSTRUMENTS	7.000% 10/15/2037 DD 10/17/07	$ 109,682.10	$ 114,035.40
	FEDEX CORP	CORPORATE DEBT INSTRUMENTS	4.100% 02/01/2045 DD 01/09/15	$ 41,925.20	$ 37,453.60
	FEDEX CORP	CORPORATE DEBT INSTRUMENTS	4.550% 04/01/2046 DD 03/24/16	$ 5,002.32	$ 5,038.55
	FEDEX CORP	CORPORATE DEBT INSTRUMENTS	4.750% 11/15/2045 DD 10/23/15	$ 24,927.05	$ 25,891.75
	FEDEX CORP	CORPORATE DEBT INSTRUMENTS	5.100% 01/15/2044 DD 01/09/14	$ 217,585.20	$ 227,858.40
	FIFTH THIRD BANCORP	CORPORATE DEBT INSTRUMENTS	8.250% 03/01/2038 DD 03/04/08	$ 104,432.25	$ 104,253.00
	FIRSTENERGY CORP	CORPORATE DEBT INSTRUMENTS	7.375% 11/15/2031 DD 11/15/01	$ 88,030.70	$ 90,223.00
	FIRSTENERGY TRANSMISSION 144A	CORPORATE DEBT INSTRUMENTS	5.450% 07/15/2044 DD 05/19/14	$ 31,815.30	$ 31,847.10
	FORD MOTOR CO	CORPORATE DEBT INSTRUMENTS	4.750% 01/15/2043 DD 01/08/13	$ 54,873.75	$ 52,217.55
	FORD MOTOR CO	CORPORATE DEBT INSTRUMENTS	7.450% 07/16/2031 DD 07/16/99	$ 168,804.85	$ 169,431.75
	FORTIS INC/CANADA 144A	CORPORATE DEBT INSTRUMENTS	3.055% 10/04/2026 DD 10/04/16	$ 179,384.75	$ 168,350.40
	GENERAL MOTORS CO	CORPORATE DEBT INSTRUMENTS	6.250% 10/02/2043 DD 04/02/14	$ 301,113.90	$ 315,061.80
	GENERAL MOTORS CO	CORPORATE DEBT INSTRUMENTS	6.600% 04/01/2036 DD 02/23/16	$ 84,932.00	$ 97,155.85
	GENERAL MOTORS FINANCIAL CO IN	CORPORATE DEBT INSTRUMENTS	5.250% 03/01/2026 DD 03/01/16	$ 9,963.90	$ 10,504.90
	GILEAD SCIENCES INC	CORPORATE DEBT INSTRUMENTS	4.600% 09/01/2035 DD 09/14/15	$ 86,430.55	$ 88,161.15
	GOLDCORP INC	CORPORATE DEBT INSTRUMENTS	5.450% 06/09/2044 DD 06/09/14	$ 36,991.00	$ 34,331.15
	GOLDMAN SACHS GROUP INC/ THE	CORPORATE DEBT INSTRUMENTS	3.750% 02/25/2026 DD 02/25/16	$ 20,010.71	$ 20,058.80
	GOLDMAN SACHS GROUP INC/ THE	CORPORATE DEBT INSTRUMENTS	5.150% 05/22/2045 DD 05/22/15	$ 160,149.26	$ 173,523.90
	GOLDMAN SACHS GROUP INC/ THE	CORPORATE DEBT INSTRUMENTS	6.250% 02/01/2041 DD 01/28/11	$ 286,272.00	$ 297,496.80

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	GOLDMAN SACHS GROUP INC/ THE	CORPORATE DEBT INSTRUMENTS	6.750% 10/01/2037 DD 10/03/07	$ 438,352.50	$ 463,068.75
	GRUPO TELEVISA SAB	CORPORATE DEBT INSTRUMENTS	8.500% 03/11/2032	$ 138,834.90	$ 140,861.09
	HALLIBURTON CO	CORPORATE DEBT INSTRUMENTS	5.000% 11/15/2045 DD 11/13/15	$ 84,025.90	$ 91,668.25
	HARTFORD FINANCIAL SERVICES GR	CORPORATE DEBT INSTRUMENTS	5.950% 10/15/2036 DD 10/03/06	$ 103,213.80	$ 102,836.70
	HARTFORD FINANCIAL SERVICES GR	CORPORATE DEBT INSTRUMENTS	6.625% 04/15/2042 DD 04/05/12	$ 6,096.70	$ 6,131.10
	HESS CORP	CORPORATE DEBT INSTRUMENTS	5.600% 02/15/2041 DD 08/10/10	$ 201,787.93	$ 242,673.60
	HESS CORP	CORPORATE DEBT INSTRUMENTS	5.800% 04/01/2047 DD 09/28/16	$ 108,476.40	$ 114,160.20
	HESS CORP	CORPORATE DEBT INSTRUMENTS	6.000% 01/15/2040 DD 12/14/09	$ 22,162.75	$ 25,789.75
	HESS CORP	CORPORATE DEBT INSTRUMENTS	7.300% 08/15/2031 DD 08/15/01	$ 109,211.30	$ 128,119.20
	HESS CORP	CORPORATE DEBT INSTRUMENTS	7.875% 10/01/2029 DD 10/01/99	$ 38,231.90	$ 42,200.55
	HEWLETT PACKARD ENTERPRISE CO	CORPORATE DEBT INSTRUMENTS	VAR RT 10/15/2045 DD 10/15/16	$ 99,192.30	$ 101,010.00
	HUMANA INC	CORPORATE DEBT INSTRUMENTS	4.950% 10/01/2044 DD 09/19/14	$ 74,505.75	$ 78,830.25
	INTEL CORP	CORPORATE DEBT INSTRUMENTS	4.100% 05/19/2046 DD 05/19/16	$ 84,749.21	$ 84,250.30
	INTERNATIONAL PAPER CO	CORPORATE DEBT INSTRUMENTS	4.800% 06/15/2044 DD 06/10/14	$ 4,548.60	$ 4,966.25
	INTERNATIONAL PAPER CO	CORPORATE DEBT INSTRUMENTS	6.000% 11/15/2041 DD 11/16/11	$ 141,578.55	$ 151,606.35
	JM SMUCKER CO/THE	CORPORATE DEBT INSTRUMENTS	4.375% 03/15/2045 DD 09/15/15	$ 111,959.40	$ 114,103.00
	JP MORGAN CHASE CO WLDN A 144A	CORPORATE DEBT INSTRUMENTS	3.905% 05/05/2030 DD 05/01/12	$ 306,837.99	$ 307,169.15
	JPMORGAN CHASE & CO	CORPORATE DEBT INSTRUMENTS	4.950% 06/01/2045 DD 05/29/15	$ 14,997.15	$ 15,994.65
	JPMORGAN CHASE & CO	CORPORATE DEBT INSTRUMENTS	5.625% 08/16/2043 DD 08/21/13	$ 97,938.00	$ 103,277.70
	KIMCO REALTY CORP	CORPORATE DEBT INSTRUMENTS	4.250% 04/01/2045 DD 03/30/15	$ 64,253.00	$ 67,320.40
	KINDER MORGAN ENERGY PARTNERS	CORPORATE DEBT INSTRUMENTS	5.000% 08/15/2042 DD 08/13/12	$ 29,512.80	$ 38,228.80
	KINDER MORGAN ENERGY PARTNERS	CORPORATE DEBT INSTRUMENTS	5.500% 03/01/2044 DD 02/24/14	$ 50,039.65	$ 56,073.05
	KINDER MORGAN ENERGY PARTNERS	CORPORATE DEBT INSTRUMENTS	5.800% 03/15/2035 DD 03/15/05	$ 132,742.65	$ 158,583.00
	KINDER MORGAN ENERGY PARTNERS	CORPORATE DEBT INSTRUMENTS	6.950% 01/15/2038 DD 06/21/07	$ 81,596.45	$ 110,197.15
	KINDER MORGAN INC/DE	CORPORATE DEBT INSTRUMENTS	5.050% 02/15/2046 DD 02/26/15	$ 18,823.64	$ 24,747.75
	KINDER MORGAN INC/DE	CORPORATE DEBT INSTRUMENTS	5.300% 12/01/2034 DD 11/26/14	$ 33,378.80	$ 40,594.00
	KINDER MORGAN INC/DE	CORPORATE DEBT INSTRUMENTS	5.550% 06/01/2045 DD 11/26/14	$ 73,600.54	$ 89,400.45
	KRAFT HEINZ FOODS CO	CORPORATE DEBT INSTRUMENTS	4.375% 06/01/2046 DD 05/24/16	$ 294,657.31	$ 276,648.12

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	KRAFT HEINZ FOODS CO	CORPORATE DEBT INSTRUMENTS	5.200% 07/15/2045 DD 07/15/16	$ 17,122.80	$ 15,702.15
	KROGER CO/THE	CORPORATE DEBT INSTRUMENTS	3.875% 10/15/2046 DD 10/03/16	$ 24,990.75	$ 22,759.25
	KROGER CO/THE	CORPORATE DEBT INSTRUMENTS	5.150% 08/01/2043 DD 07/25/13	$ 78,571.50	$ 80,856.75
	LABORATORY CORP OF AMERICA HOL	CORPORATE DEBT INSTRUMENTS	4.700% 02/01/2045 DD 01/30/15	$ 22,841.50	$ 24,693.50
	LOCKHEED MARTIN CORP	CORPORATE DEBT INSTRUMENTS	3.600% 03/01/2035 DD 02/20/15	$ 129,667.70	$ 137,750.00
	LOCKHEED MARTIN CORP	CORPORATE DEBT INSTRUMENTS	3.800% 03/01/2045 DD 02/20/15	$ 106,364.40	$ 113,642.40
	LOCKHEED MARTIN CORP	CORPORATE DEBT INSTRUMENTS	4.070% 12/15/2042 DD 12/14/12	$ 41,643.90	$ 44,417.25
	LOCKHEED MARTIN CORP	CORPORATE DEBT INSTRUMENTS	4.500% 05/15/2036 DD 11/23/15	$ 10,124.00	$ 10,631.80
	LOCKHEED MARTIN CORP	CORPORATE DEBT INSTRUMENTS	4.700% 05/15/2046 DD 11/23/15	$ 117,802.55	$ 125,088.95
	MADISON PARK FUND 11A A1A 144A	CORPORATE DEBT INSTRUMENTS	VAR RT 10/23/2025 DD 09/19/13	$ 354,099.63	$ 354,771.40
	MAGELLAN MIDSTREAM PARTNERS LP	CORPORATE DEBT INSTRUMENTS	4.250% 09/15/2046 DD 09/13/16	$ 19,752.40	$ 18,791.40
	MARSH & MCLENNAN COS INC	CORPORATE DEBT INSTRUMENTS	3.500% 03/10/2025 DD 09/10/14	$ 63,991.20	$ 65,442.65
	MARSH & MCLENNAN COS INC	CORPORATE DEBT INSTRUMENTS	3.750% 03/14/2026 DD 09/14/15	$ 25,033.00	$ 25,468.75
	MCDONALD'S CORP	CORPORATE DEBT INSTRUMENTS	4.600% 05/26/2045 DD 05/26/15	$ 31,976.10	$ 30,976.80
	MCDONALD'S CORP	CORPORATE DEBT INSTRUMENTS	4.875% 12/09/2045 DD 12/09/15	$ 157,615.27	$ 160,660.50
	MCKESSON CORP	CORPORATE DEBT INSTRUMENTS	4.883% 03/15/2044 DD 03/10/14	$ 44,977.50	$ 45,776.70
	MEDTRONIC INC	CORPORATE DEBT INSTRUMENTS	4.375% 03/15/2035 DD 03/15/15	$ 369,967.44	$ 387,202.38
	METHANEX CORP	CORPORATE DEBT INSTRUMENTS	5.650% 12/01/2044 DD 11/18/14	$ 55,691.25	$ 57,023.20
	MOLSON COORS BREWING CO	CORPORATE DEBT INSTRUMENTS	4.200% 07/15/2046 DD 07/07/16	$ 75,933.34	$ 69,924.75
	MOLSON COORS BREWING CO	CORPORATE DEBT INSTRUMENTS	5.000% 05/01/2042 DD 05/03/12	$ 43,335.00	$ 47,040.75
	MONSANTO CO	CORPORATE DEBT INSTRUMENTS	4.700% 07/15/2064 DD 07/01/14	$ 17,928.86	$ 18,014.00
	MORGAN STANLEY	CORPORATE DEBT INSTRUMENTS	3.950% 04/23/2027 DD 04/23/15	$ 179,557.30	$ 183,133.35
	MORGAN STANLEY	CORPORATE DEBT INSTRUMENTS	4.350% 09/08/2026 DD 09/08/14	$ 50,163.50	$ 51,237.50
	MORGAN STANLEY	CORPORATE DEBT INSTRUMENTS	6.375% 07/24/2042 DD 07/24/12	$ 98,924.00	$ 102,813.60
	NEWMONT MINING CORP	CORPORATE DEBT INSTRUMENTS	4.875% 03/15/2042 DD 03/08/12	$ 39,300.80	$ 51,603.75
	NISOURCE FINANCE CORP	CORPORATE DEBT INSTRUMENTS	4.800% 02/15/2044 DD 04/12/13	$ 142,294.60	$ 147,390.60
	NOBLE ENERGY INC	CORPORATE DEBT INSTRUMENTS	5.050% 11/15/2044 DD 11/07/14	$ 72,410.75	$ 75,221.25
	NOBLE ENERGY INC	CORPORATE DEBT INSTRUMENTS	5.250% 11/15/2043 DD 11/08/13	$ 61,458.60	$ 61,116.60

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	NORFOLK SOUTHERN CORP	CORPORATE DEBT INSTRUMENTS	4.800% 08/15/2043 DD 08/13/13	$ 140,890.70	$ 157,835.40
	ONCOR ELECTRIC DELIVERY CO LLC	CORPORATE DEBT INSTRUMENTS	7.250% 01/15/2033 DD 07/15/03	$ 256,474.00	$ 277,168.00
	ONCOR ELECTRIC DELIVERY CO LLC	CORPORATE DEBT INSTRUMENTS	7.500% 09/01/2038 DD 03/01/09	$ 7,050.27	$ 7,201.70
	PACIFIC GAS & ELECTRIC CO	CORPORATE DEBT INSTRUMENTS	4.250% 03/15/2046 DD 11/05/15	$ 9,689.90	$ 10,162.30
	PACIFIC GAS & ELECTRIC CO	CORPORATE DEBT INSTRUMENTS	6.050% 03/01/2034 DD 03/23/04	$ 173,201.28	$ 183,966.09
	PEPSICO INC	CORPORATE DEBT INSTRUMENTS	3.450% 10/06/2046 DD 10/06/16	$ 79,348.80	$ 72,879.20
	PETRO-CANADA	CORPORATE DEBT INSTRUMENTS	6.800% 05/15/2038 DD 05/15/08	$ 65,602.80	$ 77,806.20
	PETROLEOS MEXICANOS	CORPORATE DEBT INSTRUMENTS	5.500% 06/27/2044	$ 35,359.98	$ 39,113.40
	PETROLEOS MEXICANOS	CORPORATE DEBT INSTRUMENTS	5.625% 01/23/2046	$ 13,275.00	$ 12,450.00
	PETROLEOS MEXICANOS	CORPORATE DEBT INSTRUMENTS	5.625% 01/23/2046 DD 01/23/16	$ 210,374.66	$ 219,950.00
	PETROLEOS MEXICANOS 144A	CORPORATE DEBT INSTRUMENTS	6.500% 03/13/2027 DD 12/13/16	$ 54,501.70	$ 56,732.50
	PETROLEOS MEXICANOS 144A	CORPORATE DEBT INSTRUMENTS	6.750% 09/21/2047	$ 165,236.01	$ 171,953.60
	PETROLEOS MEXICANOS 144A	CORPORATE DEBT INSTRUMENTS	6.875% 08/04/2026	$ 19,988.37	$ 21,100.00
	PHILLIPS 66 PARTNERS LP	CORPORATE DEBT INSTRUMENTS	4.900% 10/01/2046 DD 10/14/16	$ 29,790.90	$ 28,808.70
	PROGRESS ENERGY INC	CORPORATE DEBT INSTRUMENTS	6.000% 12/01/2039 DD 11/19/09	$ 202,520.50	$ 210,287.00
	PROGRESS ENERGY INC	CORPORATE DEBT INSTRUMENTS	7.000% 10/30/2031 DD 10/30/01	$ 313,976.40	$ 330,604.95
	PRUDENTIAL FINANCIAL INC	CORPORATE DEBT INSTRUMENTS	6.625% 12/01/2037 DD 12/03/07	$ 67,341.45	$ 69,918.75
	RAYTHEON CO	CORPORATE DEBT INSTRUMENTS	4.875% 10/15/2040 DD 10/20/10	$ 186,082.00	$ 191,168.40
	REYNOLDS AMERICAN INC	CORPORATE DEBT INSTRUMENTS	5.700% 08/15/2035 DD 06/12/15	$ 32,874.60	$ 34,459.20
	REYNOLDS AMERICAN INC	CORPORATE DEBT INSTRUMENTS	7.250% 06/15/2037 DD 06/21/07	$ 177,517.70	$ 189,981.90
	SBA TOWER TRUST 144A	CORPORATE DEBT INSTRUMENTS	3.598% 04/15/2043 DD 04/18/13	$ 269,028.00	$ 270,996.30
	SEMPRA ENERGY	CORPORATE DEBT INSTRUMENTS	6.000% 10/15/2039 DD 10/08/09	$ 168,192.00	$ 178,732.50
	SHELL INTERNATIONAL FINANCE BV	CORPORATE DEBT INSTRUMENTS	4.000% 05/10/2046 DD 05/10/16	$ 35,066.80	$ 33,469.10
	SOUTHERN CO/THE	CORPORATE DEBT INSTRUMENTS	4.400% 07/01/2046 DD 05/24/16	$ 156,900.80	$ 148,368.00
	SOUTHERN COPPER CORP	CORPORATE DEBT INSTRUMENTS	5.875% 04/23/2045 DD 04/23/15	$ 14,482.50	$ 14,725.95
	SOUTHERN POWER CO	CORPORATE DEBT INSTRUMENTS	5.150% 09/15/2041 DD 09/22/11	$ 203,550.60	$ 221,562.00
	SPECTRA ENERGY PARTNERS LP	CORPORATE DEBT INSTRUMENTS	4.500% 03/15/2045 DD 03/12/15	$ 20,132.60	$ 19,017.00
	STRYKER CORP	CORPORATE DEBT INSTRUMENTS	4.625% 03/15/2046 DD 03/10/16	$ 59,336.40	$ 61,180.80

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	SUNOCO LOGISTICS PARTNERS OPER	CORPORATE DEBT INSTRUMENTS	5.300% 04/01/2044 DD 04/03/14	$ 11,163.45	$ 14,482.35
	SUNOCO LOGISTICS PARTNERS OPER	CORPORATE DEBT INSTRUMENTS	5.350% 05/15/2045 DD 11/17/14	$ 100,128.15	$ 130,364.10
	SYNCHRONY FINANCIAL	CORPORATE DEBT INSTRUMENTS	3.700% 08/04/2026 DD 08/04/16	$ 139,466.60	$ 134,577.80
	SYSCO CORP	CORPORATE DEBT INSTRUMENTS	4.500% 04/01/2046 DD 04/01/16	$ 44,845.65	$ 45,368.55
	TELEFONICA EUROPE BV	CORPORATE DEBT INSTRUMENTS	8.250% 09/15/2030 DD 09/21/00	$ 98,060.25	$ 98,477.25
	TIME WARNER CABLE LLC	CORPORATE DEBT INSTRUMENTS	5.500% 09/01/2041 DD 09/12/11	$ 234,949.00	$ 264,318.60
	TIME WARNER CABLE LLC	CORPORATE DEBT INSTRUMENTS	5.875% 11/15/2040 DD 11/15/10	$ 127,935.45	$ 143,970.75
	TIME WARNER CABLE LLC	CORPORATE DEBT INSTRUMENTS	6.550% 05/01/2037 DD 04/09/07	$ 33,509.25	$ 33,961.50
	TIME WARNER CABLE LLC	CORPORATE DEBT INSTRUMENTS	7.300% 07/01/2038 DD 06/19/08	$ 5,420.80	$ 6,150.70
	VALE OVERSEAS LTD	CORPORATE DEBT INSTRUMENTS	6.875% 11/10/2039	$ 53,778.25	$ 53,487.50
	VALE SA	CORPORATE DEBT INSTRUMENTS	5.625% 09/11/2042	$ 38,182.50	$ 39,825.00
	VALERO ENERGY CORP	CORPORATE DEBT INSTRUMENTS	4.900% 03/15/2045 DD 03/13/15	$ 140,066.70	$ 164,429.10
	VALERO ENERGY CORP	CORPORATE DEBT INSTRUMENTS	6.625% 06/15/2037 DD 06/08/07	$ 5,199.70	$ 5,851.80
	VENTAS REALTY LP	CORPORATE DEBT INSTRUMENTS	5.700% 09/30/2043 DD 09/26/13	$ 65,908.80	$ 67,400.40
	VERIZON COMMUNICATIONS INC	CORPORATE DEBT INSTRUMENTS	4.400% 11/01/2034 DD 10/29/14	$ 73,810.40	$ 78,959.20
	VERIZON COMMUNICATIONS INC	CORPORATE DEBT INSTRUMENTS	4.862% 08/21/2046 DD 02/21/15	$ 466,709.15	$ 430,648.25
	VERIZON COMMUNICATIONS INC	CORPORATE DEBT INSTRUMENTS	5.050% 03/15/2034 DD 03/17/14	$ 54,797.60	$ 57,917.20
	VIACOM INC	CORPORATE DEBT INSTRUMENTS	3.450% 10/04/2026 DD 10/04/16	$ 49,740.50	$ 46,210.00
	WALGREENS BOOTS ALLIANCE INC	CORPORATE DEBT INSTRUMENTS	3.450% 06/01/2026 DD 06/01/16	$ 134,786.43	$ 132,516.00
	WELLS FARGO & CO	CORPORATE DEBT INSTRUMENTS	4.400% 06/14/2046 DD 06/14/16	$ 89,895.60	$ 86,134.50
	WELLS FARGO & CO	CORPORATE DEBT INSTRUMENTS	4.750% 12/07/2046 DD 12/08/16	$ 110,025.30	$ 111,634.60
	WELLTOWER INC	CORPORATE DEBT INSTRUMENTS	6.500% 03/15/2041 DD 03/14/11	$ 75,864.75	$ 77,741.30
	WILLIAMS PARTNERS LP	CORPORATE DEBT INSTRUMENTS	4.000% 09/15/2025 DD 03/03/15	$ 56,157.00	$ 74,158.50
	WILLIAMS PARTNERS LP	CORPORATE DEBT INSTRUMENTS	4.900% 01/15/2045 DD 06/27/14	$ 14,344.80	$ 13,863.15
	WILLIAMS PARTNERS LP	CORPORATE DEBT INSTRUMENTS	5.100% 09/15/2045 DD 03/03/15	$ 24,467.75	$ 23,761.25
	WILLIAMS PARTNERS LP	CORPORATE DEBT INSTRUMENTS	6.300% 04/15/2040 DD 02/09/10	$ 3,836.75	$ 5,336.95
	21ST CENTURY FOX AMERICA INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.950% 10/15/2045 DD 10/21/15	$ 9,848.20	$ 10,277.00
	ABBVIE INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.450% 05/14/2046 DD 05/12/16	$ 44,697.60	$ 43,088.85

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(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	AETNA INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.250% 06/15/2036 DD 06/09/16	$ 79,864.00	$ 80,212.00
	ALABAMA POWER CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.100% 01/15/2042 DD 01/18/12	$ 42,791.85	$ 44,774.10
	ALTRIA GROUP INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.875% 09/16/2046 DD 09/16/16	$ 172,401.25	$ 161,505.75
	AMGEN INC 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.563% 06/15/2048 DD 06/14/16	$ 176,420.50	$ 165,401.46
	AMGEN INC 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.663% 06/15/2051 DD 06/14/16	$ 87,169.32	$ 80,733.24
	AMMC CLO XIV LTD 14A A1L 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 07/27/2026 DD 07/11/14	$ 499,955.05	$ 503,565.80
	ANHEUSER-BUSCH INBEV FINANCE I	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.700% 02/01/2036 DD 01/25/16	$ 290,625.10	$ 299,782.95
	ANHEUSER-BUSCH INBEV FINANCE I	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.900% 02/01/2046 DD 01/25/16	$ 456,564.40	$ 486,391.50
	ANHEUSER-BUSCH INBEV WORLDWIDE	CORPORATE DEBT INSTRUMENTS - PREFERRED	8.200% 01/15/2039 DD 01/15/11	$ 461,264.00	$ 481,244.80
	APACHE CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.100% 09/01/2040 DD 08/20/10	$ 76,932.90	$ 94,156.20
	APPLE INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.450% 02/09/2045 DD 02/09/15	$ 73,181.60	$ 75,025.25
	APPLE INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.850% 05/04/2043 DD 05/03/13	$ 165,835.80	$ 172,123.20
	APPLE INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.850% 08/04/2046 DD 08/04/16	$ 34,907.25	$ 33,534.90
	APPLE INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.650% 02/23/2046 DD 02/23/16	$ 79,900.36	$ 86,388.00
	ASCENSION HEALTH	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.945% 11/15/2046 DD 05/11/16	$ 30,000.00	$ 28,644.60
	ASTRAZENECA PLC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.375% 11/16/2045 DD 11/16/15	$ 116,211.45	$ 110,412.50
	ATLAS SENIOR LOAN FU 6A A 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 10/15/2026 DD 09/25/14	$ 465,130.80	$ 469,238.60
	BANC OF AMERICA COMMERCIA 4 A4	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 02/10/2051 DD 11/01/07	$ 90,661.54	$ 88,342.79
	BANK OF AMERICA CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.183% 11/25/2027 DD 11/25/16	$ 149,913.20	$ 150,096.00
	BB-UBS TRUST 2012- SHOW A 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.430% 11/05/2036 DD 11/01/12	$ 119,377.20	$ 121,438.80
	BEAR STEARNS COMMERCIA PW16 A4	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 06/11/2040 DD 06/01/07	$ 135,078.72	$ 132,086.05
	BEAR STEARNS COMMERCIAL T26 A4	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 01/12/2045 DD 04/01/07	$ 60,728.66	$ 59,064.77
	BERKSHIRE HATHAWAY ENERGY CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.150% 11/15/2043 DD 11/08/13	$ 31,656.90	$ 33,683.40
	BERKSHIRE HATHAWAY INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.500% 02/11/2043 DD 02/11/13	$ 115,796.95	$ 122,280.65
	BHP BILLITON FINANCE USA LTD	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.000% 09/30/2043 DD 09/30/13	$ 40,446.00	$ 50,263.20
	BURLINGTON NORTHERN SANTA FE L	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.900% 08/01/2046 DD 05/16/16	$ 35,974.25	$ 34,218.80
	BURLINGTON NORTHERN SANTA FE L	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.400% 03/15/2042 DD 03/02/12	$ 23,772.25	$ 26,065.00
	BURLINGTON NORTHERN SANTA FE L	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.400% 06/01/2041 DD 05/19/11	$ 173,947.20	$ 188,859.20

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	BURLINGTON NORTHERN SANTA FE L	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.750% 05/01/2040 DD 05/17/10	$ 184,704.30	$ 201,367.65
	CARLYLE GLOBAL MARKE 4A B 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 10/15/2026 DD 09/30/14	$ 260,109.20	$ 260,217.10
	CENT CLO 17 17A A1 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 01/30/2025 DD 02/21/13	$ 498,536.00	$ 503,883.95
	CISCO SYSTEMS INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.500% 01/15/2040 DD 11/17/09	$ 99,682.90	$ 103,547.00
	COMCAST CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.600% 08/15/2045 DD 05/27/15	$ 5,116.95	$ 5,241.35
	COMCAST CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.750% 03/01/2044 DD 02/26/14	$ 197,354.90	$ 203,780.70
	COMCAST CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.950% 08/15/2037 DD 08/23/07	$ 195,732.00	$ 204,586.50
	COMCAST CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	7.050% 03/15/2033 DD 03/14/03	$ 716,061.00	$ 745,081.95
	COMM 2014-UBS4 MORTGAG UBS4 A5	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.694% 08/10/2047 DD 07/01/14	$ 218,429.25	$ 222,479.85
	COMM 2015-CCRE23 MORTG CR23 A4	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.497% 05/10/2048 DD 05/01/15	$ 253,061.25	$ 237,677.04
	COMMERCIAL MORTGAGE LO LS1 A4B	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 12/10/2049 DD 03/01/08	$ 229,912.24	$ 227,360.82
	CONNECTICUT LIGHT & POWER CO/T	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.300% 04/15/2044 DD 04/24/14	$ 50,219.50	$ 51,429.50
	CONOCOPHILLIPS	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.500% 02/01/2039 DD 02/03/09	$ 46,817.95	$ 56,965.95
	CONOCOPHILLIPS CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.300% 11/15/2044 DD 11/12/14	$ 115,620.40	$ 119,365.20
	CONOCOPHILLIPS CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.950% 03/15/2046 DD 03/08/16	$ 55,677.41	$ 61,873.00
	CONSOLIDATED EDISON CO OF NEW	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.950% 03/01/2043 DD 02/28/13	$ 157,017.10	$ 164,536.20
	CONSOLIDATED EDISON CO OF NEW	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.200% 03/15/2042 DD 03/13/12	$ 76,721.60	$ 80,214.40
	CONSOLIDATED EDISON CO OF NEW	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.300% 12/01/2056 DD 11/16/16	$ 64,528.30	$ 64,910.95
	CONSOLIDATED EDISON CO OF NEW	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.625% 12/01/2054 DD 11/24/14	$ 172,191.25	$ 183,585.50
	CSAIL 2015-C1 COMMERCIAL C1 A4	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.505% 04/15/2050 DD 03/01/15	$ 533,158.80	$ 544,368.30
	CSAIL 2015-C3 COMMERCIAL C3 A4	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.718% 08/15/2048 DD 08/01/15	$ 366,727.72	$ 377,544.28
	DUKE ENERGY CAROLINAS LLC	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.100% 06/01/2037 DD 06/05/07	$ 211,613.50	$ 215,341.00
	DUKE ENERGY CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.750% 09/01/2046 DD 08/12/16	$ 30,982.64	$ 27,906.51
	DUKE ENERGY INDIANA LLC	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.120% 10/15/2035 DD 10/21/05	$ 209,550.25	$ 210,882.00
	DUKE ENERGY PROGRESS LLC	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.700% 10/15/2046 DD 09/16/16	$ 23,276.75	$ 23,673.00
	DUKE ENERGY PROGRESS LLC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.200% 08/15/2045 DD 08/13/15	$ 44,335.35	$ 45,789.75
	ELECTRICITE DE FRANCE SA 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.875% 01/22/2044 DD 01/22/14	$ 119,520.00	$ 125,245.00
	ELI LILLY & CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.700% 03/01/2045 DD 03/05/15	$ 42,093.90	$ 42,687.90

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	EXXON MOBIL CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.114% 03/01/2046 DD 03/03/16	$ 65,000.00	$ 66,577.55
	FORD MOTOR CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.291% 12/08/2046 DD 12/08/16	$ 110,000.00	$ 111,428.90
	GALAXY XIX CLO LT 19A A1A 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 01/24/2027 DD 02/25/15	$ 674,192.80	$ 679,728.00
	GE CAPITAL INTERNATIONAL FUNDI	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.418% 11/15/2035 DD 05/15/16	$ 763,759.85	$ 771,261.76
	GENERAL ELECTRIC CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.500% 03/11/2044 DD 03/11/14	$ 30,873.90	$ 32,204.40
	GENERAL ELECTRIC CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.750% 03/15/2032 DD 03/20/02	$ 84,929.65	$ 86,523.45
	GENERAL MOTORS CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.750% 04/01/2046 DD 02/23/16	$ 24,224.50	$ 23,453.80
	GEORGIA POWER CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.300% 03/15/2042 DD 03/06/12	$ 120,069.30	$ 131,552.20
	GEORGIA POWER CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.300% 03/15/2043 DD 03/15/13	$ 45,900.00	$ 50,464.50
	GILEAD SCIENCES INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.150% 03/01/2047 DD 09/20/16	$ 84,390.55	$ 80,733.00
	GILEAD SCIENCES INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.500% 02/01/2045 DD 11/17/14	$ 55,672.50	$ 49,958.00
	GOLDMAN SACHS GROUP INC/ THE	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.750% 10/21/2045 DD 10/21/15	$ 95,830.41	$ 100,285.80
	GOLDMAN SACHS GROUP INC/ THE	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.800% 07/08/2044 DD 07/08/14	$ 44,739.00	$ 47,242.35
	GS MORTGAGE SECURI ALOH A 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.551% 04/10/2034 DD 05/01/12	$ 303,180.35	$ 308,322.20
	GS MORTGAGE SECURI BWTR A 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	2.954% 11/05/2034 DD 12/01/12	$ 403,058.70	$ 410,036.90
	GTP ACQUISITION PARTNERS 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.482% 06/15/2050 DD 05/29/15	$ 398,722.50	$ 393,433.20
	HIGHBRIDGE LOAN MA 2015 A 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 05/05/2027 DD 04/28/15	$ 340,356.37	$ 344,733.59
	HOME DEPOT INC/THE	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.500% 09/15/2056 DD 09/15/16	$ 24,524.25	$ 21,883.75
	HOME DEPOT INC/THE	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.200% 04/01/2043 DD 04/05/13	$ 65,113.10	$ 66,972.75
	HOME DEPOT INC/THE	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.400% 03/15/2045 DD 06/12/14	$ 20,671.20	$ 21,314.00
	HOME DEPOT INC/THE	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.875% 12/16/2036 DD 12/19/06	$ 347,369.40	$ 360,057.60
	HSBC HOLDINGS PLC	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.900% 05/25/2026 DD 05/25/16	$ 199,294.00	$ 201,366.00
	HSBC HOLDINGS PLC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.300% 03/08/2026 DD 03/08/16	$ 200,923.00	$ 207,374.00
	HSBC HOLDINGS PLC	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.800% 06/01/2038 DD 05/27/08	$ 199,160.00	$ 202,619.20
	INTEL CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.900% 07/29/2045 DD 07/29/15	$ 143,608.95	$ 151,021.80
	JOHNSON & JOHNSON	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.550% 03/01/2036 DD 03/01/16	$ 114,396.25	$ 115,070.15
	JOHNSON & JOHNSON	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.700% 03/01/2046 DD 03/01/16	$ 114,236.40	$ 113,316.40
	JPMORGAN CHASE & CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	2.950% 10/01/2026 DD 07/21/16	$ 44,902.80	$ 42,952.05

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	JPMORGAN CHASE & CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.200% 06/15/2026 DD 06/07/16	$ 24,989.25	$ 24,468.75
	JPMORGAN CHASE & CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.600% 07/15/2041 DD 07/21/11	$ 11,542.70	$ 11,958.00
	JPMORGAN CHASE & CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.400% 05/15/2038 DD 05/22/08	$ 458,841.60	$ 466,480.80
	LB-UBS COMMERCIAL MORTGA C2 A3	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.430% 02/15/2040 DD 04/11/07	$ 36,352.08	$ 35,492.77
	LOWE'S COS INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.700% 04/15/2046 DD 04/20/16	$ 183,971.40	$ 172,688.25
	LOWE'S COS INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.650% 09/15/2037 DD 09/11/07	$ 123,213.10	$ 125,818.95
	MAGELLAN MIDSTREAM PARTNERS LP	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.000% 03/01/2026 DD 02/29/16	$ 35,382.45	$ 38,379.95
	MASSACHUSETTS MUTUAL LIFE 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	8.875% 06/01/2039 DD 06/01/09	$ 196,033.50	$ 202,656.60
	MCDONALD'S CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.625% 05/01/2043 DD 05/06/13	$ 65,841.60	$ 70,360.00
	MEDTRONIC INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.625% 03/15/2045 DD 03/15/15	$ 29,921.25	$ 27,035.50
	MERCK & CO INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.700% 02/10/2045 DD 02/10/15	$ 189,307.25	$ 195,475.70
	METLIFE INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.125% 08/13/2042 DD 08/13/12	$ 76,476.15	$ 73,812.75
	METLIFE INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.600% 05/13/2046 DD 11/13/15	$ 33,006.30	$ 31,581.90
	MICROSOFT CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.450% 08/08/2036 DD 08/08/16	$ 104,593.65	$ 99,787.80
	MICROSOFT CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.700% 08/08/2046 DD 08/08/16	$ 89,563.50	$ 84,732.30
	MICROSOFT CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.950% 08/08/2056 DD 08/08/16	$ 195,010.00	$ 188,896.00
	MICROSOFT CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.450% 11/03/2045 DD 11/03/15	$ 252,710.15	$ 261,027.90
	MICROSOFT CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.750% 11/03/2055 DD 11/03/15	$ 103,523.55	$ 108,769.00
	MORGAN STANLEY	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.125% 07/27/2026 DD 07/25/16	$ 134,082.00	$ 128,976.30
	MORGAN STANLEY	CORPORATE DEBT INSTRUMENTS - PREFERRED	7.250% 04/01/2032 DD 04/03/02	$ 163,818.75	$ 169,365.00
	MORGAN STANLEY CAPITAL IQ14 A4	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 04/15/2049 DD 05/01/07	$ 190,159.89	$ 185,823.20
	MORGAN STANLEY CAPITAL IQ16 A4	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.809% 12/12/2049 DD 11/01/07	$ 172,384.48	$ 167,451.91
	MORGAN STANLEY CAPITAL T27 A4	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 06/11/2042 DD 07/01/07	$ 28,326.30	$ 27,419.13
	MYLAN NV 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.250% 06/15/2046 DD 06/09/16	$ 49,992.00	$ 46,114.50
	NATIONWIDE MUTUAL INSURAN 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	9.375% 08/15/2039 DD 08/10/09	$ 224,973.20	$ 234,115.10
	OAKTREE EIF II SERI B1A A 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 02/15/2026 DD 03/17/15	$ 540,461.29	$ 543,782.31
	OCP CLO 2015-8 LTD 8A A1 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 04/17/2027 DD 04/30/15	$ 473,739.84	$ 480,210.72
	OCTAGON INVESTMENT P 1A A 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 07/17/2025 DD 06/13/13	$ 298,457.75	$ 305,198.25

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	ORACLE CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.000% 07/15/2046 DD 07/07/16	$ 311,253.20	$ 291,732.50
	ORACLE CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.125% 07/08/2039 DD 07/08/09	$ 103,991.20	$ 108,221.54
	ORANGE SA	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 03/01/2031 DD 09/01/01	$ 84,685.80	$ 90,211.20
	OZLM XII LTD 12A A1 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 04/30/2027 DD 05/28/15	$ 523,359.10	$ 531,060.00
	PACIFIC GAS & ELECTRIC CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.750% 08/15/2042 DD 08/16/12	$ 151,434.30	$ 159,526.30
	PACIFIC GAS & ELECTRIC CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.000% 12/01/2046 DD 12/01/16	$ 24,541.00	$ 24,655.25
	PACIFIC GAS & ELECTRIC CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.750% 02/15/2044 DD 02/21/14	$ 114,305.40	$ 120,711.80
	PACIFICORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.250% 10/15/2037 DD 10/03/07	$ 272,133.40	$ 284,977.00
	PECO ENERGY CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.800% 10/15/2043 DD 09/23/13	$ 188,821.50	$ 195,427.75
	PFIZER INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.000% 12/15/2036 DD 11/21/16	$ 79,611.95	$ 81,964.00
	PFIZER INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.125% 12/15/2046 DD 11/21/16	$ 19,982.80	$ 20,345.20
	PFIZER INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.400% 05/15/2044 DD 05/15/14	$ 45,748.80	$ 42,250.40
	PFIZER INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	7.200% 03/15/2039 DD 03/24/09	$ 137,716.00	$ 144,449.00
	PHILIP MORRIS INTERNATIONAL IN	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.250% 11/10/2044 DD 11/10/14	$ 252,766.21	$ 251,789.55
	POTOMAC ELECTRIC POWER CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.500% 11/15/2037 DD 11/16/07	$ 134,923.95	$ 137,595.15
	PROVIDENCE ST JOSEPH HEALTH OB	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.744% 10/01/2047 DD 09/28/16	$ 35,213.88	$ 32,295.20
	RAYTHEON CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.200% 12/15/2044 DD 12/02/14	$ 15,072.60	$ 15,327.75
	SFAVE COMMERCIAL 5AVE A2B 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 01/05/2043 DD 02/01/15	$ 236,512.50	$ 248,310.00
	SHACKLETON 2014-VI 6A A2 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 07/17/2026 DD 07/08/14	$ 409,845.70	$ 414,481.25
	SHELL INTERNATIONAL FINANCE BV	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.750% 09/12/2046 DD 09/12/16	$ 98,271.00	$ 92,015.00
	SHELL INTERNATIONAL FINANCE BV	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.125% 05/11/2035 DD 05/11/15	$ 28,635.90	$ 30,631.80
	SHELL INTERNATIONAL FINANCE BV	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.375% 05/11/2045 DD 05/11/15	$ 154,668.35	$ 162,076.80
	SHERWIN-WILLIAMS CO/THE	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.550% 08/01/2045 DD 07/31/15	$ 15,746.85	$ 14,887.80
	SOUND POINT CLO IV L 3A A 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 01/21/2026 DD 12/17/13	$ 444,388.34	$ 450,458.80
	SOUTH CAROLINA ELECTRIC & GAS	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.600% 06/15/2043 DD 06/14/13	$ 80,304.00	$ 84,084.80
	SOUTH CAROLINA ELECTRIC & GAS	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.100% 06/01/2065 DD 05/22/15	$ 162,817.10	$ 169,946.65
	SOUTHERN CALIFORNIA EDISON CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.650% 10/01/2043 DD 10/02/13	$ 327,245.30	$ 341,837.00
	STATOIL ASA	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.950% 05/15/2043 DD 05/15/13	$ 22,816.27	$ 23,846.00

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	STATOIL ASA	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.250% 11/23/2041 DD 11/23/11	$ 188,240.25	$ 199,616.00
	TEACHERS INSURANCE & ANNU 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.850% 12/16/2039 DD 12/16/09	$ 160,729.40	$ 168,703.60
	TEVA PHARMACEUTICAL FINANCE NE	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.150% 10/01/2026 DD 07/21/16	$ 24,933.50	$ 23,048.25
	TEVA PHARMACEUTICAL FINANCE NE	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.100% 10/01/2046 DD 07/21/16	$ 29,750.10	$ 25,705.80
	TRANSCANADA PIPELINES LTD	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.200% 10/15/2037 DD 10/05/07	$ 88,314.00	$ 105,391.50
	UNION PACIFIC CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.799% 10/01/2051 DD 10/04/16	$ 65,114.40	$ 56,008.20
	UNION PACIFIC CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.050% 03/01/2046 DD 03/01/16	$ 49,341.00	$ 50,143.00
	UNION PACIFIC CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.375% 11/15/2065 DD 10/29/15	$ 51,606.50	$ 49,724.00
	UNITED TECHNOLOGIES CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.500% 06/01/2042 DD 06/01/12	$ 216,513.60	$ 230,136.00
	UNITEDHEALTH GROUP INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.625% 07/15/2035 DD 07/23/15	$ 166,099.20	$ 174,406.40
	UNITEDHEALTH GROUP INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.750% 07/15/2045 DD 07/23/15	$ 18,135.15	$ 16,524.30
	UNITEDHEALTH GROUP INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.800% 03/15/2036 DD 03/02/06	$ 294,997.50	$ 304,222.50
	VALERO ENERGY CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.400% 09/15/2026 DD 09/12/16	$ 69,758.50	$ 67,060.70
	VERIZON COMMUNICATIONS INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.522% 09/15/2048 DD 03/13/15	$ 495,442.20	$ 531,236.14
	VERIZON COMMUNICATIONS INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.672% 03/15/2055 DD 03/13/15	$ 143,993.36	$ 155,892.26
	VISA INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.150% 12/14/2035 DD 12/14/15	$ 151,437.00	$ 157,047.00
	VISA INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.300% 12/14/2045 DD 12/14/15	$ 106,528.80	$ 110,828.55
	WACHOVIA CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.500% 08/01/2035 DD 08/01/05	$ 194,481.00	$ 193,768.75
	WAL-MART STORES INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.200% 04/15/2038 DD 04/15/08	$ 463,950.40	$ 487,730.30
	WAL-MART STORES INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.500% 08/15/2037 DD 08/24/07	$ 271,246.50	$ 284,594.10
	WELLS FARGO & CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.000% 10/23/2026 DD 10/25/16	$ 34,919.15	$ 33,334.00
	WELLS FARGO & CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.606% 01/15/2044 DD 11/26/13	$ 635,434.80	$ 648,098.88
	WELLS FARGO COMMERCIAL LC24 A4	CORPORATE DEBT INSTRUMENTS - PREFERRED	2.942% 10/15/2049 DD 09/01/16	$ 246,152.55	$ 231,729.62
	ABB LTD	CORPORATE STOCK - COMMON		$ 682,839.40	$ 795,183.75
	ACCENTURE PLC	CORPORATE STOCK - COMMON		$ 481,233.23	$ 536,338.27
	AKZO NOBEL NV	CORPORATE STOCK - COMMON		$ 661,863.72	$ 627,982.07
	ALPHABET INC-CL A	CORPORATE STOCK - COMMON		$ 832,504.12	$ 866,147.85
	AMERICAN TOWER CORP	CORPORATE STOCK - COMMON		$ 286,549.78	$ 310,910.56

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	ANADARKO PETROLEUM CORP	CORPORATE STOCK - COMMON		$ 448,095.57	$ 619,620.78
	ASML HOLDING NV	CORPORATE STOCK - COMMON		$ 410,856.46	$ 517,337.31
	ASSICURAZIONI GENERALI SPA	CORPORATE STOCK - COMMON		$ 563,185.41	$ 507,198.39
	ASTRAZENECA PLC	CORPORATE STOCK - COMMON	ADR	$ 1,427,907.88	$ 1,171,481.60
	AUTOLIV INC	CORPORATE STOCK - COMMON		$ 925,662.50	$ 901,013.45
	AVANGRID INC	CORPORATE STOCK - COMMON		$ 313,149.43	$ 308,002.28
	BAE SYSTEMS PLC	CORPORATE STOCK - COMMON		$ 831,486.23	$ 836,916.75
	BANK OF AMERICA CORP	CORPORATE STOCK - COMMON		$ 1,190,471.80	$ 1,747,579.60
	BANK OF NOVA SCOTIA/THE	CORPORATE STOCK - COMMON		$ 634,332.72	$ 875,400.96
	BAYERISCHE MOTOREN WERKE AG	CORPORATE STOCK - COMMON		$ 657,535.73	$ 585,992.73
	BEIJING ENTERPRISES HOLDINGS L	CORPORATE STOCK - COMMON		$ 282,893.77	$ 226,802.05
	BNP PARIBAS SA	CORPORATE STOCK - COMMON		$ 882,538.32	$ 1,051,028.16
	BRISTOL-MYERS SQUIBB CO	CORPORATE STOCK - COMMON		$ 1,426,196.88	$ 1,298,770.56
	BRITISH AMERICAN TOBACCO PLC	CORPORATE STOCK - COMMON		$ 872,462.20	$ 897,185.53
	BT GROUP PLC	CORPORATE STOCK - COMMON		$ 815,352.93	$ 709,200.09
	CAIXABANK SA	CORPORATE STOCK - COMMON		$ 704,759.71	$ 751,993.48
	CANADIAN NATIONAL RAILWAY CO	CORPORATE STOCK - COMMON		$ 640,299.51	$ 763,959.07
	CARDINAL HEALTH INC	CORPORATE STOCK - COMMON		$ 1,085,681.88	$ 942,591.09
	CATERPILLAR INC	CORPORATE STOCK - COMMON		$ 710,939.04	$ 913,952.70
	CHEUNG KONG INFRASTRUCTURE HOL	CORPORATE STOCK - COMMON		$ 655,342.13	$ 568,650.83
	CHEVRON CORP	CORPORATE STOCK - COMMON		$ 1,182,831.46	$ 1,538,809.80
	CHINA LONGYUAN POWER GROUP COR	CORPORATE STOCK - COMMON		$ 244,306.01	$ 259,586.21
	CHUBB LTD	CORPORATE STOCK - COMMON		$ 1,421,596.43	$ 1,609,882.20
	CISCO SYSTEMS INC	CORPORATE STOCK - COMMON		$ 897,229.48	$ 971,512.56
	COCA-COLA AMATIL LTD	CORPORATE STOCK - COMMON		$ 470,474.37	$ 502,341.65
	COLGATE-PALMOLIVE CO	CORPORATE STOCK - COMMON		$ 260,632.53	$ 257,244.64
	COMCAST CORP	CORPORATE STOCK - COMMON		$ 1,269,165.80	$ 1,556,110.80
	CSX CORP	CORPORATE STOCK - COMMON		$ 580,774.24	$ 813,419.27

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	CVS HEALTH CORP	CORPORATE STOCK - COMMON		$ 694,908.78	$ 588,826.42
	DAIWA HOUSE INDUSTRY CO LTD	CORPORATE STOCK - COMMON		$ 878,994.86	$ 862,880.29
	DEUTSCHE POST AG	CORPORATE STOCK - COMMON		$ 780,504.18	$ 914,358.76
	DIAGEO PLC	CORPORATE STOCK - COMMON		$ 738,598.58	$ 708,721.02
	DOMINION RESOURCES INC/VA	CORPORATE STOCK - COMMON		$ 515,779.73	$ 583,615.80
	E.ON SE	CORPORATE STOCK - COMMON		$ 378,696.78	$ 295,562.89
	EATON CORP PLC	CORPORATE STOCK - COMMON		$ 422,358.38	$ 526,857.77
	EISAI CO LTD	CORPORATE STOCK - COMMON		$ 605,217.66	$ 532,855.68
	ENEL SPA	CORPORATE STOCK - COMMON		$ 272,099.00	$ 275,608.16
	ENN ENERGY HOLDINGS LTD	CORPORATE STOCK - COMMON		$ 304,989.43	$ 241,872.45
	EQUITY LIFESTYLE PROPERTIES IN	CORPORATE STOCK - COMMON		$ 292,747.97	$ 316,591.10
	EXPERIAN PLC	CORPORATE STOCK - COMMON		$ 390,795.98	$ 428,192.07
	FLUGHAFEN ZUERICH AG	CORPORATE STOCK - COMMON		$ 194,359.34	$ 239,946.77
	FORD MOTOR CO	CORPORATE STOCK - COMMON		$ 747,315.28	$ 647,402.36
	GUANGDONG INVESTMENT LTD	CORPORATE STOCK - COMMON		$ 289,723.30	$ 270,092.77
	H LUNDBECK A/S	CORPORATE STOCK - COMMON		$ 137,706.80	$ 165,177.48
	HESS CORP	CORPORATE STOCK - COMMON		$ 637,007.37	$ 847,081.71
	HILTON WORLDWIDE HOLDINGS INC	CORPORATE STOCK - COMMON		$ 311,853.41	$ 387,790.40
	HONEYWELL INTERNATIONAL INC	CORPORATE STOCK - COMMON		$ 492,168.70	$ 542,178.00
	IBERDROLA SA	CORPORATE STOCK - COMMON		$ 1,114,242.73	$ 1,175,922.14
	ING GROEP NV	CORPORATE STOCK - COMMON		$ 582,523.80	$ 591,226.66
	INNOGY SE	CORPORATE STOCK - COMMON		$ 89,498.39	$ 77,433.67
	INTEL CORP	CORPORATE STOCK - COMMON		$ 1,465,910.50	$ 1,557,796.50
	INTERNATIONAL PAPER CO	CORPORATE STOCK - COMMON		$ 451,087.32	$ 637,197.54
	ISUZU MOTORS LTD	CORPORATE STOCK - COMMON		$ 834,542.62	$ 892,650.60
	ITALGAS SPA	CORPORATE STOCK - COMMON		$ 34,643.03	$ 30,472.78
	JPMORGAN CHASE & CO	CORPORATE STOCK - COMMON		$ 1,179,674.76	$ 1,564,523.99
	JULIUS BAER GROUP LTD	CORPORATE STOCK - COMMON		$ 970,046.72	$ 946,120.73

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	LAFARGEHOLCIM LTD	CORPORATE STOCK - COMMON		$ 798,910.95	$ 855,676.19
	LINDE AG	CORPORATE STOCK - COMMON		$ 975,933.92	$ 988,702.08
	LOCKHEED MARTIN CORP	CORPORATE STOCK - COMMON		$ 902,206.22	$ 996,010.90
	MARSH & MCLENNAN COS INC	CORPORATE STOCK - COMMON		$ 773,261.90	$ 951,802.38
	MCKESSON CORP	CORPORATE STOCK - COMMON		$ 643,703.56	$ 507,024.50
	MEDTRONIC PLC	CORPORATE STOCK - COMMON		$ 1,051,727.83	$ 967,730.78
	MERCK & CO INC	CORPORATE STOCK - COMMON		$ 1,284,730.97	$ 1,435,132.86
	MICROSOFT CORP	CORPORATE STOCK - COMMON		$ 1,671,722.99	$ 1,878,057.22
	MITSUBISHI UFJ FINANCIAL GROUP	CORPORATE STOCK - COMMON		$ 1,137,066.74	$ 1,160,063.26
	NATIONAL GRID PLC	CORPORATE STOCK - COMMON		$ 152,319.21	$ 129,178.29
	NEXTERA ENERGY INC	CORPORATE STOCK - COMMON		$ 844,430.46	$ 969,537.36
	NIELSEN HOLDINGS PLC	CORPORATE STOCK - COMMON		$ 440,168.12	$ 401,587.35
	NIPPON TELEGRAPH & TELEPHONE C	CORPORATE STOCK - COMMON		$ 846,085.16	$ 869,238.93
	NOVARTIS AG	CORPORATE STOCK - COMMON		$ 1,329,249.33	$ 1,148,154.47
	NTT DOCOMO INC	CORPORATE STOCK - COMMON		$ 784,337.71	$ 841,926.76
	OSAKA GAS CO LTD	CORPORATE STOCK - COMMON		$ 139,535.80	$ 147,591.08
	PEPSICO INC	CORPORATE STOCK - COMMON		$ 789,609.01	$ 814,126.03
	PHILIP MORRIS INTERNATIONAL IN	CORPORATE STOCK - COMMON		$ 717,161.50	$ 700,813.40
	PNC FINANCIAL SERVICES GROUP I	CORPORATE STOCK - COMMON		$ 1,001,526.44	$ 1,254,162.08
	POWER ASSETS HOLDINGS LTD	CORPORATE STOCK - COMMON		$ 267,484.83	$ 256,318.56
	PRINCIPAL FINANCIAL GROUP INC	CORPORATE STOCK - COMMON		$ 719,872.63	$ 947,631.08
	PRUDENTIAL FINANCIAL INC	CORPORATE STOCK - COMMON		$ 809,177.43	$ 1,044,346.16
	QBE INSURANCE GROUP LTD	CORPORATE STOCK - COMMON		$ 557,361.03	$ 668,194.83
	REGENERON PHARMACEUTICALS INC	CORPORATE STOCK - COMMON		$ 240,496.08	$ 209,975.48
	ROCHE HOLDING AG	CORPORATE STOCK - COMMON		$ 1,277,276.68	$ 1,080,210.56
	ROYAL DUTCH SHELL PLC	CORPORATE STOCK - COMMON	B SHS	$ 1,097,997.12	$ 1,316,893.94
	SCHLUMBERGER LTD	CORPORATE STOCK - COMMON		$ 683,060.18	$ 761,426.50
	SCHNEIDER ELECTRIC SE	CORPORATE STOCK - COMMON		$ 606,448.88	$ 735,855.65

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	SEMPRA ENERGY	CORPORATE STOCK - COMMON		$ 1,085,561.25	$ 1,005,796.16
	SES SA	CORPORATE STOCK - COMMON		$ 1,233,029.89	$ 1,043,985.59
	SEVERN TRENT PLC	CORPORATE STOCK - COMMON		$ 260,256.07	$ 222,696.78
	SNAM SPA	CORPORATE STOCK - COMMON		$ 202,779.44	$ 159,550.21
	SPECTRA ENERGY CORP	CORPORATE STOCK - COMMON		$ 201,703.45	$ 285,452.23
	SSE PLC	CORPORATE STOCK - COMMON		$ 241,210.33	$ 206,518.95
	STERIS PLC	CORPORATE STOCK - COMMON		$ 306,448.14	$ 298,942.04
	SUEZ	CORPORATE STOCK - COMMON		$ 114,972.17	$ 90,645.19
	SUNCOR ENERGY INC	CORPORATE STOCK - COMMON	NEW	$ 918,891.89	$ 1,108,425.49
	TAKEDA PHARMACEUTICAL CO LTD	CORPORATE STOCK - COMMON		$ 792,314.47	$ 651,451.34
	TOKIO MARINE HOLDINGS INC	CORPORATE STOCK - COMMON		$ 922,103.77	$ 1,088,850.55
	TOTAL SA	CORPORATE STOCK - COMMON		$ 1,254,647.36	$ 1,432,835.43
	TRANSCANADA CORP	CORPORATE STOCK - COMMON		$ 267,513.04	$ 369,185.43
	UGI CORP	CORPORATE STOCK - COMMON		$ 360,894.40	$ 492,595.20
	UNITED PARCEL SERVICE INC	CORPORATE STOCK - COMMON		$ 1,203,121.00	$ 1,433,802.48
	UNITEDHEALTH GROUP INC	CORPORATE STOCK - COMMON		$ 527,855.47	$ 706,896.68
	VINCI SA	CORPORATE STOCK - COMMON		$ 236,481.35	$ 251,200.00
	WALGREENS BOOTS ALLIANCE INC	CORPORATE STOCK - COMMON		$ 1,005,144.85	$ 1,038,803.52
	WELLS FARGO & CO	CORPORATE STOCK - COMMON		$ 991,780.29	$ 1,010,607.18
	ZURICH INSURANCE GROUP AG	CORPORATE STOCK - COMMON		$ 826,504.20	$ 925,332.41
	ACE CAPITAL TRUST II	CORPORATE STOCK - PREFERRED	9.700% 04/01/2030 DD 03/31/00	$ 43,350.00	$ 43,942.80
*	BNY MELLON CASH RESERVE	INTEREST-BEARING CASH	0.010% 12/31/2049 DD 06/26/97	$ 1,993.74	$ 1,993.74
	SWAP COLLATERAL WITH MORGAN STANLEY	INTEREST-BEARING CASH		$ 1,092.73	$ 1,092.73
	BAY AREA CA TOLL AUTH TOLL BRI	OTHER INVESTMENTS	6.918% 04/01/2040 DD 07/01/10	$ 190,996.90	$ 195,751.45
	BAY AREA CA TOLL AUTH TOLL BRI	OTHER INVESTMENTS	7.043% 04/01/2050 DD 07/01/10	$ 137,618.00	$ 141,459.00
	BRAZILIAN GOVERNMENT INTERNATI	OTHER INVESTMENTS	5.000% 01/27/2045	$ 156,400.00	$ 162,240.00
	CALIFORNIA ST	OTHER INVESTMENTS	7.300% 10/01/2039 DD 10/15/09	$ 880,273.80	$ 889,805.70
	CALIFORNIA ST	OTHER INVESTMENTS	7.600% 11/01/2040 DD 12/01/10	$ 83,386.70	$ 82,767.30

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	CALIFORNIA ST	OTHER INVESTMENTS	7.625% 03/01/2040 DD 04/01/10	$ 7,271.35	$ 7,346.60
	CCP_CDX. SP UL CDX.NA.IG. 27_V1	OTHER INVESTMENTS	REC 100BPS 2021 DEC 20	$ 12,062.76	$ 14,011.31
	CCP_CDX._SP UL CDX.NA.IG. 27_V1	OTHER INVESTMENTS	REC 100BPS 2021 DEC 20	$ (0.03)	$ —
	CCP_IRS. P USD-LIBOR-BBA 3M CM	OTHER INVESTMENTS	REC 2.75% 2046 SEP 21	$ 396,337.98	$ 115,755.19
	CCP_IRS. R USD-LIBOR-BBA 3M CM	OTHER INVESTMENTS	PAY 2.25% 2026 SEP 21	$ 0.01	$ 28,437.90
	CCP_IRS._P USD-LIBOR-BBA 3M CM	OTHER INVESTMENTS	REC 2.75% 2046 SEP 21	$ (0.01)	$ —
	CCP_IRS._R USD-LIBOR-BBA 3M CM	OTHER INVESTMENTS	PAY 2.25% 2026 SEP 21	$ (196,254.15)	$ —
	CCP_OIS. R USD FEDL01 1D CME	OTHER INVESTMENTS	PAY 1.63% 2026 NOV 14	$ 0.01	$ 12,204.46
	CCP_OIS. R USD FEDL01 1D CME	OTHER INVESTMENTS	VAR RT 00% 2026 SEP 29	$ 7,617.81	$ 72,895.21
	CCP_OIS._R USD FEDL01 1D CME	OTHER INVESTMENTS	PAY 1.00% 2026 SEP 29	$ (0.01)	$ —
	CCP_OIS._R USD FEDL01 1D CME	OTHER INVESTMENTS	PAY 1.63% 2026 NOV 14	$ (0.01)	$ —
	CDX SP UL CMBX.NA.AAA_6	OTHER INVESTMENTS	R 50BPS 2063 MAY 11	$ —	$ (99.95)
	CDX. SP UL CMBX.NA.AAA_6	OTHER INVESTMENTS	R 50BPS 2063 MAY 11	$ 0.02	$ (810.02)
	CDX._SP UL CMBX.NA.AAA_6	OTHER INVESTMENTS	R 50BPS 2063 MAY 11	$ (63,519.81)	$ —
	CDX_SP UL CMBX.NA.AAA_6	OTHER INVESTMENTS	R 50BPS 2063 MAY 11	$ (8,119.60)	$ —
	CHICAGO IL O'HARE INTERNATIONA	OTHER INVESTMENTS	6.395% 01/01/2040 DD 04/29/10	$ 12,519.00	$ 13,052.50
	CHICAGO IL TRANSIT AUTH SALES	OTHER INVESTMENTS	6.899% 12/01/2040 DD 08/06/08	$ 380,836.50	$ 412,087.50
	CMWLTH FING AUTH PA	OTHER INVESTMENTS	4.144% 06/01/2038 DD 10/31/16	$ 70,000.00	$ 67,314.80
	COLOMBIA GOVERNMENT INTERNATIO	OTHER INVESTMENTS	6.125% 01/18/2041	$ 175,271.25	$ 178,200.00
	ILLINOIS ST	OTHER INVESTMENTS	5.100% 06/01/2033 DD 06/12/03	$ 283,815.00	$ 268,050.00
	KANSAS ST DEV FIN AUTH REVENUE	OTHER INVESTMENTS	4.927% 04/15/2045 DD 08/20/15	$ 84,467.05	$ 90,683.10
	LOS ANGELES CA DEPT WTR & PWR	OTHER INVESTMENTS	6.574% 07/01/2045 DD 12/02/10	$ 162,880.80	$ 164,208.00
	LOS ANGELES CA UNIF SCH DIST	OTHER INVESTMENTS	6.758% 07/01/2034 DD 03/04/10	$ 164,690.00	$ 167,471.25
	LOS ANGELES CNTY CA PUBLIC WKS	OTHER INVESTMENTS	7.488% 08/01/2033 DD 11/23/10	$ 169,261.30	$ 172,299.40
	MET TRANSPRTN AUTH NY DEDICATE	OTHER INVESTMENTS	7.336% 11/15/2039 DD 04/30/09	$ 255,155.25	$ 257,250.00
	MEXICO GOVERNMENT INTERNATIONA	OTHER INVESTMENTS	4.750% 03/08/2044	$ 155,223.13	$ 149,125.20
	MEXICO GOVERNMENT INTERNATIONA	OTHER INVESTMENTS	5.750% 10/12/2110	$ 399,268.85	$ 381,915.00
	MUNI ELEC AUTH OF GEORGIA	OTHER INVESTMENTS	6.637% 04/01/2057 DD 03/11/10	$ 120,750.00	$ 123,132.00

Retirement Plan of Marathon Oil Company
Plan Number 001 EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year, December 31, 2016)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	N TX TOLLWAY AUTH REVENUE	OTHER INVESTMENTS	6.718% 01/01/2049 DD 08/12/09	$ 178,165.00	$ 181,545.00
	NEW JERSEY ST TURNPIKE AUTH	OTHER INVESTMENTS	7.102% 01/01/2041 DD 12/15/10	$ 309,899.25	$ 314,329.50
	NEW YORK CITY NY MUNI WTR FIN	OTHER INVESTMENTS	5.724% 06/15/2042 DD 06/30/10	$ 139,492.10	$ 139,774.80
	NEW YORK CITY NY MUNI WTR FIN	OTHER INVESTMENTS	5.790% 06/15/2041 DD 09/23/10	$ 44,104.40	$ 44,221.60
	OHIO ST UNIV	OTHER INVESTMENTS	4.800% 06/01/2111 DD 10/26/11	$ 120,518.75	$ 121,487.50
	PERUVIAN GOVERNMENT INTERNATIO	OTHER INVESTMENTS	5.625% 11/18/2050	$ 15,300.00	$ 16,987.50
	PORT AUTH OF NEW YORK & NEW JE	OTHER INVESTMENTS	4.458% 10/01/2062 DD 10/10/12	$ 76,172.80	$ 80,266.40
	PORT AUTH OF NEW YORK & NEW JE	OTHER INVESTMENTS	4.926% 10/01/2051 DD 10/06/11	$ 217,480.40	$ 227,037.50
	PORT AUTH OF NEW YORK & NEW JE	OTHER INVESTMENTS	4.960% 08/01/2046 DD 01/30/14	$ 32,405.70	$ 33,486.60
	PORT AUTH OF NEW YORK & NEW JE	OTHER INVESTMENTS	5.647% 11/01/2040 DD 11/01/10	$ 177,493.50	$ 181,008.00
	QATAR GOVERNMENT INTERNAT 144A	OTHER INVESTMENTS	4.625% 06/02/2046	$ 220,750.00	$ 199,748.80
	SAUDI GOVERNMENT INTERNAT 144A	OTHER INVESTMENTS	4.500% 10/26/2046 DD 10/26/16	$ 313,648.00	$ 306,505.60
	U S TREASURY NOTE FWD	OTHER INVESTMENTS	2.000% 02/15/2025 DD 02/15/15	$ (2,377,577.70)	$ (2,377,577.70)
	UNITED STATES TREASURY FWD	OTHER INVESTMENTS	2.000% 08/15/2025 DD 08/15/15	$ (255,826.45)	$ (255,826.45)
	UNIV OF CALIFORNIA CA REVENUES	OTHER INVESTMENTS	4.601% 05/15/2031 DD 10/02/13	$ 63,943.80	$ 66,088.20
	UNIV OF CALIFORNIA CA REVENUES	OTHER INVESTMENTS	4.858% 05/15/2039 DD 03/01/12	$ 62,178.35	$ 63,042.20
	UNIV OF CALIFORNIA CA RGTS MED	OTHER INVESTMENTS	6.548% 05/15/2048 DD 11/18/10	$ 167,271.00	$ 170,573.00
	UNIV OF CALIFORNIA CA RGTS MED	OTHER INVESTMENTS	6.583% 05/15/2049 DD 12/17/09	$ 32,098.25	$ 32,631.25
	URUGUAY GOVERNMENT INTERNATION	OTHER INVESTMENTS	4.375% 10/27/2027	$ 39,300.00	$ 40,102.00
	URUGUAY GOVERNMENT INTERNATION	OTHER INVESTMENTS	5.100% 06/18/2050	$ 151,639.86	$ 157,500.00
	US 10 YR TREAS NTS FUTURE(CBT)	OTHER INVESTMENTS	EXP MAR 17	$ —	$ (6,511.46)
	US 10YR ULTRA FUTURE (CBT)	OTHER INVESTMENTS	EXP MAR 17	$ —	$ 292.85
	US 5YR TREAS NTS FUTURE (CBT)	OTHER INVESTMENTS	EXP MAR 17	$ —	$ 11,648.40
	US TIPS FWD 01-31-17 FWD	OTHER INVESTMENTS	0.125% 07/15/2026 DD 07/15/16	$ (6,627,103.84)	$ (6,627,103.84)
	US TIPS FWD 01-31-17 FWD	OTHER INVESTMENTS	0.625% 01/15/2026 DD 01/15/16	$ (773,045.27)	$ (773,045.27)
	US TREAS BD FUTURE (CBT)	OTHER INVESTMENTS	EXP MAR 17	$ —	$ (51,320.52)
	US TREAS-CPI INFLAT FWD	OTHER INVESTMENTS	0.250% 01/15/2025 DD 01/15/15	$ 2,416,009.37	$ 2,416,009.37
	US TREAS-CPI INFLAT FWD	OTHER INVESTMENTS	0.375% 07/15/2025 DD 07/15/15	$ 2,877,079.89	$ 2,877,079.89

Retirement Plan of Marathon Oil Company
Plan Number 001 EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year, December 31, 2016)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	US TREAS-CPI INFLAT FWD	OTHER INVESTMENTS	2.375% 01/15/2027 DD 01/31/07	$ 3,755,588.79	$ 3,755,588.79
	US TREAS-CPI INFLAT FWD	OTHER INVESTMENTS	2.500% 01/15/2029 DD 01/31/17	$ 1,244,505.87	$ 1,244,505.87
	US ULTRA BOND (CBT)	OTHER INVESTMENTS	EXP MAR 17	$ —	$ (66,484.00)
	AEA INVESTORS 2006 FUND LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 1,116,322.00	$ 1,082,611.00
	AEA INVESTORS LP 2003	PARTNERSHIP/JOINT VENTURE INTEREST		$ 5,122.00	$ 8,812.00
	AURORA EQUITY PARTNERS IV LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 1,270,190.00	$ 1,784,652.00
	BLACKSTONE RE VI	PARTNERSHIP/JOINT VENTURE INTEREST		$ 1,329,332.00	$ 1,052,865.00
	CAI PARTNERS & COMPANY III LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 157,961.73	$ 75,773.00
	CAI PARTNERS & COMPANY IV LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 1,338,867.98	$ 3,237,948.01
	CLAYTON DUBILIER & RICE VII LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 101,925.00	$ 110,544.00
	CLAYTON DUBILIER & RICE VIII LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 1,450,383.00	$ 1,293,251.00
	CLAYTON DUBILIER RICE VI LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 3,708.00	$ 3,524.00
	DEVON PARK BIOVENTURES LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 1,333,258.00	$ 268,618.00
	DLJ REAL ESTATE CAPITAL PARTNERS III LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 981,132.00	$ 814,929.00
	DLJ REAL ESTATE IV	PARTNERSHIP/JOINT VENTURE INTEREST		$ 2,766,720.00	$ 2,765,597.00
	ELECTRA PARTNER CLUB 2007 LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 564,819.13	$ 505,257.89
	FF&P INVESTOR 8 ERISA LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 204,351.81	$ 202,059.67
	FOURTH CINVEN FUND (UBTI) LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 352,323.66	$ 134,774.90
	GEAM INTERNATIONAL PRIVATE EQUITY FUND LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 138,739.00	$ 147,686.00
	INTERNATIONAL PRIVATE EQUITY PARTNERS II	PARTNERSHIP/JOINT VENTURE INTEREST		$ 822,376.00	$ 459,846.00
	LASALLE MEXICO FUND I LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 1,148,535.69	$ 813,168.81
	PERFORMANCE DIRECT INVESTMENT II LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 1,925,729.21	$ 1,545,148.39
	PHARMASTEM CORP C CV PFD	PARTNERSHIP/JOINT VENTURE INTEREST		$ —	$ —
	PHARMASTEM CORP D CV PFD	PARTNERSHIP/JOINT VENTURE INTEREST		$ 0.29	$ 0.29
	PHARMASTEM THERAPEUTICS A PFD	PARTNERSHIP/JOINT VENTURE INTEREST		$ —	$ —
	PHARMASTEM THERAPEUTICS B PFD	PARTNERSHIP/JOINT VENTURE INTEREST		$ —	$ —
	TCI TIMBER COMPANY - CHINOOK	PARTNERSHIP/JOINT VENTURE INTEREST		$ 3,365,866.00	$ 3,231,586.00
	TCI TIMBER COMPANY - SHASTA	PARTNERSHIP/JOINT VENTURE INTEREST		$ 1,701,474.00	$ 1,685,459.00

Retirement Plan of Marathon Oil Company
Plan Number 001 EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year, December 31, 2016)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	TENAYA CAPITAL VI LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 1,490,819.09	$ 1,421,358.00
	TENAYA CAPITAL V-P LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 754,301.00	$ 763,813.00
	THIRD CINVEN FUND US (NO 3) LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 72,173.40	$ 6,842.71
	TRIDENT CAPITAL FUND IV LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 1,370,154.25	$ 1,230,358.92
	TRIDENT V STONE POINT LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 3,782,935.71	$ 3,903,246.38
	WARBURG PINCUS PRIV EQ VIII	PARTNERSHIP/JOINT VENTURE INTEREST		$ 167,385.00	$ 86,819.92
	WARBURG PINCUS PRIVATE EQUITY IX LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 151,250.21	$ 132,478.00
	WARBURG PINCUS X	PARTNERSHIP/JOINT VENTURE INTEREST		$ 1,925,152.23	$ 1,824,562.44
*	AXA EQUITABLE LIFE INSURANCE	POOLED SEPARATE ACCOUNTS	COMPANY AC1547A	$ 5,124,383.61	$ 6,237,402.00
*	AXA EQUITABLE LIFE INSURANCE	POOLED SEPARATE ACCOUNTS	COMPANY AC6096	$ —	$ —
*	AXA EQUITABLE LIFE INSURANCE	POOLED SEPARATE ACCOUNTS	COMPANY AC6266	$ —	$ —
	MASS MUTUAL	POOLED SEPARATE ACCOUNTS		$ —	$ —
	AETOS CAPITAL ASIA II LP	REAL ESTATE		$ 112,795.30	$ 69,587.00
	AETOS CAPITAL ASIA III LP	REAL ESTATE		$ 233,519.00	$ 273,679.00
	AG CORE PLUS REALTY FD III LP	REAL ESTATE		$ 1,100,603.99	$ 960,242.45
	AG CORE PLUS REALTY FUND II LP	REAL ESTATE		$ 62,153.82	$ 62,662.00
	AVANTI STRATEGIC LAND II -	REAL ESTATE	ACTIVE	$ 1,224.98	$ 1,224.98
	AVANTI STRATEGIC LAND II -	REAL ESTATE	PASSIVE	$ 13,000.00	$ 3,134.00
	AVANTI STRATEGIC LAND INVTS III (ACTIVE L P)	REAL ESTATE		$ 268,328.00	$ 304,000.00
	AVANTI STRATEGIC LAND INVTSIII	REAL ESTATE	(PASSIVE LP)	$ 3,551.00	$ 19,000.00
	AVANTI STRATEGIC LAND IV -	REAL ESTATE	ACTIVE	$ 53,351.00	$ 52,351.00
	AVANTI STRATEGIC LAND IV -	REAL ESTATE	PASSIVE	$ 14,667.00	$ 14,000.00
	AVANTI STRATEGIC LAND V	REAL ESTATE		$ 306,137.28	$ 296,740.28
	AVANTI STRATEGIC LAND VI	REAL ESTATE		$ 514,912.79	$ 544,645.76
	BLACKSTONE R/E PARTNERS IV	REAL ESTATE		$ 387,631.00	$ 233,076.00
	BLACKSTONE REAL ESTATE PARTNERS V LP	REAL ESTATE		$ 1,390,398.00	$ 975,355.00
	CPI CCP EU-T SCOTS LP	REAL ESTATE		$ 143,750.26	$ 110,662.95
	CPI CP ASIA T E L P	REAL ESTATE		$ 444,765.60	$ 270,524.60
	ROCKPOINT RE FUND III	REAL ESTATE		$ 419,664.06	$ 367,719.00

Retirement Plan of Marathon Oil Company
Plan Number 001 EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year, December 31, 2016)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	ROCKPOINT REAL ESTATE FUND I L	REAL ESTATE		$ 5,213.41	$ 4,798.00
	ROCKPOINT REAL ESTATE FUND II	REAL ESTATE		$ 175,611.09	$ 172,121.00
	TRANSWESTERN MEZZ RLTY PRT III	REAL ESTATE		$ 597,288.75	$ 476,709.25
	DREYFUS TREAS & AGY CSH CSH MG	REGISTERED INVESTMENT COMPANIES	VAR RT 12/31/2049 DD 04/09/97	$ 12,684,813.63	$ 12,684,813.63
	ISHARES 20+ YEAR TREASURY BO	REGISTERED INVESTMENT COMPANIES		$ 2,294,766.82	$ 2,223,084.93
	VANGUARD LONG-TERM CORP BOND	REGISTERED INVESTMENT COMPANIES		$ 2,290,945.55	$ 2,279,675.90
	COMMIT TO PUR FNMA SF MTG	U. S. GOVERNMENT SECURITIES	3.500% 01/01/2047 DD 01/01/17	$ 5,026,040.04	$ 5,022,108.00
	COMMIT TO PUR GNMA II JUMBOS	U. S. GOVERNMENT SECURITIES	2.500% 01/20/2047 DD 01/01/17	$ 96,968.76	$ 97,038.00
	FNMA POOL #0AM5186	U. S. GOVERNMENT SECURITIES	4.381% 01/01/2029 DD 01/01/14	$ 168,528.63	$ 168,534.78
	FNMA POOL #0AM6492	U. S. GOVERNMENT SECURITIES	3.760% 08/01/2034 DD 08/01/14	$ 231,763.37	$ 228,080.56
	FNMA POOL #0AM6501	U. S. GOVERNMENT SECURITIES	3.320% 08/01/2026 DD 08/01/14	$ 407,672.00	$ 407,924.00
	FNMA POOL #0AM6761	U. S. GOVERNMENT SECURITIES	3.570% 10/01/2029 DD 10/01/14	$ 297,644.72	$ 301,138.21
	FNMA POOL #0AM6835	U. S. GOVERNMENT SECURITIES	3.580% 10/01/2029 DD 10/01/14	$ 117,340.48	$ 118,732.66
	FNMA POOL #0AM7356	U. S. GOVERNMENT SECURITIES	3.380% 12/01/2029 DD 12/01/14	$ 216,408.25	$ 218,472.25
	FNMA POOL #0AM7357	U. S. GOVERNMENT SECURITIES	3.380% 12/01/2029 DD 12/01/14	$ 528,438.75	$ 533,478.75
	FNMA POOL #0AM7358	U. S. GOVERNMENT SECURITIES	3.380% 12/01/2029 DD 12/01/14	$ 377,456.25	$ 381,056.25
	FNMA POOL #0AM7493	U. S. GOVERNMENT SECURITIES	3.348% 12/01/2026 DD 12/01/14	$ 162,368.00	$ 162,793.60
	FNMA POOL #0AM8036	U. S. GOVERNMENT SECURITIES	2.748% 03/01/2027 DD 03/01/15	$ 597,637.50	$ 604,337.50
	FNMA POOL #0AR9188	U. S. GOVERNMENT SECURITIES	2.500% 03/01/2043 DD 03/01/13	$ 2,292,355.32	$ 2,269,036.77
	FNMA POOL #0AT0238	U. S. GOVERNMENT SECURITIES	2.500% 03/01/2043 DD 03/01/13	$ 280,886.26	$ 278,040.53
	U S TREASURY BD PRIN STRIP	U. S. GOVERNMENT SECURITIES	0.000% 11/15/2045 DD 11/16/15	$ 1,258,223.28	$ 1,105,987.56
	U S TREASURY BOND	U. S. GOVERNMENT SECURITIES	2.250% 08/15/2046 DD 08/15/16	$ 1,028,375.94	$ 898,836.58
	U S TREASURY BOND	U. S. GOVERNMENT SECURITIES	2.875% 08/15/2045 DD 08/15/15	$ 215,608.62	$ 213,632.82
	U S TREASURY BOND	U. S. GOVERNMENT SECURITIES	3.000% 05/15/2042 DD 05/15/12	$ 1,150,052.31	$ 1,133,444.52
	U S TREASURY BOND	U. S. GOVERNMENT SECURITIES	3.000% 05/15/2045 DD 05/15/15	$ 50,766.93	$ 50,310.48
	U S TREASURY BOND	U. S. GOVERNMENT SECURITIES	3.000% 11/15/2045 DD 11/15/15	$ 1,580,261.41	$ 1,464,700.05
	U S TREASURY BOND	U. S. GOVERNMENT SECURITIES	4.500% 02/15/2036 DD 02/15/06	$ 1,276,400.60	$ 1,122,329.97

Retirement Plan of Marathon Oil Company
Plan Number 001 EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year, December 31, 2016)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	TOTAL INVESTMENTS			**$ 226,058,333**	**$ 232,251,439**

* Indicates party-in-interest.

Retirement Plan of Marathon Oil Company
Plan Number 001 EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year, 2016)

(a) Identity of Issue, borrower, lessor, or similar party	(b) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(c) Cost of acquisitions	(d) Proceeds of dispositions
00206RDL3	AT&T INC 144A	4.500% 03/09/2048 DD 09/07/16	$ (24,936)	$ 24,247
00817YAW8	AETNA INC	3.200% 06/15/2026 DD 06/09/16	(84,682)	86,414
031162BZ2	AMGEN INC	4.400% 05/01/2045 DD 05/01/15	(46,568)	47,369
161175AS3	CHARTER COMMUNICATIONS OP 144A	4.464% 07/23/2022 DD 07/23/15	(60,090)	64,242
161175AV6	CHARTER COMMUNICATIONS OP 144A	6.484% 10/23/2045 DD 07/23/15	(40,470)	49,428
224044CG0	COX COMMUNICATIONS INC 144A	3.350% 09/15/2026 DD 09/13/16	(4,992)	4,754
254010AE1	DIGNITY HEALTH	5.267% 11/01/2064 DD 10/15/14	(129,938)	141,248
369604BQ5	GENERAL ELECTRIC CO	VAR RT 12/29/2049 DD 01/20/16	(212,400)	241,337
406216BH3	HALLIBURTON CO	3.375% 11/15/2022 DD 11/13/14	(19,767)	20,356
512807AP3	LAM RESEARCH CORP	3.900% 06/15/2026 DD 06/07/16	(54,859)	58,521
649322AD6	NEW YORK AND PRESBYTERIAN HOSP	4.063% 08/01/2056 DD 06/28/16	(29,999)	30,797
748149AJ0	PROVINCE OF QUEBEC CANADA	2.500% 04/20/2026 DD 04/20/16	(89,731)	92,942
931427AC2	WALGREENS BOOTS ALLIANCE INC	4.800% 11/18/2044 DD 11/18/14	(35,827)	38,602
931427AR9	WALGREENS BOOTS ALLIANCE INC	4.650% 06/01/2046 DD 06/01/16	(14,882)	16,630
999A75250	US TREAS-CPI INFLAT FWD	0.250% 01/15/2025 DD 01/15/15	—	(5,374)
999A79542	US TREAS-CPI INFLAT FWD	0.625% 01/15/2026 DD 01/15/16	1,957,246	(1,995,591)
999A79559	US TREAS-CPI INFLAT FWD	0.375% 07/15/2025 DD 07/15/15	(903,093)	918,707
999A79567	US TREAS-CPI INFLAT FWD	0.125% 07/15/2024 DD 07/15/14	(1,848,610)	1,877,407
999A79575	US TREAS-CPI INFLAT FWD	0.375% 07/15/2025 DD 07/15/15	1,950,323	(2,020,339)
999A80789	US TREAS CPI INFLAT FWD	1.000% 02/15/2046 DD 02/15/16	(88,404)	88,872
999A80839	99Z057YS6 US TIPS FWD 11-30-16	0.625% 01/15/2026 DD 01/29/16	4,554,033	(4,448,674)
999A81357	US TIPS FWD 99Z05EPI	0.375% 07/15/2025 DD 07/15/15	(2,927,484)	2,875,976
999J28870	US TREAS-CPI INFLAT FWD	2.000% 02/15/2025 DD 02/15/15	2,907,756	(3,011,113)
999J28896	US TREAS-CPI INFLAT FWD	0.250% 01/15/2025 DD 01/15/15	(2,100,183)	2,139,464
999J28920	US TREAS-CPI INFLAT FWD	2.375% 01/15/2027 DD 01/15/07	(1,909,202)	1,952,146
999K42167	US TREASURY INFLATION IND FWD	0.250% 01/15/2025 DD 01/15/15	(4,672,646)	4,630,731
999K42175	UNITED STATES TREASURY NOT FWD	2.000% 02/15/2025 DD 02/15/15	(4,980,655)	5,070,425
999K45939	U S TREASURY NOTE FWD	2.000% 02/15/2025 DD 02/15/15	2,866,859	(2,943,800)
999K45947	US TREASURY INFLATION INDE FWD	0.250% 01/15/2025 DD 01/15/15	(2,721,428)	2,776,747
999K45954	US TREASURY INFLATION INDE FWD	0.375% 07/15/2025 DD 07/15/15	(419,732)	427,656
999K45962	U S TREASURY NOTE	2.000% 08/15/2025 DD 08/15/15	2,647,205	(2,715,152)
999K45970	US TREASURY INFLATION INDE FWD	1.250% 07/15/2024 DD 07/15/14	(2,263,942)	2,308,985
999K46747	99Z04H0X1 US TIPS FWD 03-31-16	0.250% 01/15/2025 DD 01/15/15	(2,777,459)	2,816,766
999K46754	99Z04H0Z6 USTN FWD 03-31-16	2.000% 02/15/2025 DD 02/15/15	2,939,999	(2,910,593)
999K46762	FWD US TIPS FWD 03-31-16	0.125% 07/15/2024 DD 07/15/14	(2,309,728)	2,339,330
999K46770	USTN FWD 03-31-16	2.000% 08/15/2025 DD 08/15/15	2,711,449	(2,683,518)
999K46788	US TIPS FWD 03-31-16	0.375% 07/15/2025 DD 07/15/15	(427,703)	432,922
999K47513	US TREAS-CPI INFLAT FWD	0.250% 01/15/2025 DD 01/15/15	(2,081,160)	2,099,041
999K47521	U S TREASURY NOTE FWD	2.000% 02/15/2025 DD 02/15/15	2,907,027	(2,907,900)
999K47539	US TREAS-CPI INFLAT FWD	0.375% 07/15/2025 DD 07/15/15	(894,030)	900,178

Retirement Plan of Marathon Oil Company
Plan Number 001 EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year, 2016)

(a) Identity of Issue, borrower, lessor, or similar party	(b) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(c) Cost of acquisitions	(d) Proceeds of dispositions
999K47547	U S TREASURY NOTE FWD	2.000% 08/15/2025 DD 08/15/15	1,946,856	(1,948,378)
999K47562	US TREAS-CPI INFLAT FWD	0.125% 07/15/2024 DD 07/15/14	(2,340,093)	2,359,923
999K49030	US TREAS-CPI INFLAT FWD	0.250% 01/15/2025 DD 01/15/15	(2,099,487)	2,099,700
999K49048	UNITED STATES TREASURY NT FWD	2.000% 02/15/2025 DD 02/15/15	2,903,811	(2,911,490)
999K49055	US TREAS-CPI INFLAT FWD	0.125% 07/15/2024 DD 07/15/14	(1,842,868)	1,848,050
999K49063	U S TREASURY NOTE FWD	2.000% 08/15/2025 DD 08/15/15	1,945,598	(1,952,894)
999K49071	US TREAS-CPI INFLAT FWD	0.375% 07/15/2025 DD 07/15/15	(900,266)	903,006
999K53297	US TREASURY NOTE FWD	2.000% 02/15/2025 DD 02/15/15	2,563,094	(2,565,445)
999K53305	US TREASURY NOTE FWD	2.000% 08/15/2025 DD 08/15/15	2,000,174	(2,001,587)
999K54444	U S TREASURY NOTE FWD	2.000% 02/15/2025 DD 02/15/15	2,562,318	(2,565,445)
999K54451	US TREAS-CPI INFLAT FWD	0.625% 01/15/2026 DD 01/15/16	5,160,642	(5,172,612)
999K54469	US TREAS-CPI INFLAT FWD	0.250% 01/15/2025 DD 01/15/15	(2,153,854)	2,160,455
999K54477	US TREAS-CPI INFLAT FWD	0.125% 07/15/2024 DD 07/15/14	(1,889,743)	1,877,076
999K55813	US TREASURY INFL IND FWD	2.500% 01/15/2029 DD 01/30/09	(270,966)	269,520
999K55821	US TREASURY INFL IND FWD	0.125% 07/15/2026 DD 07/29/16	1,398,869	(1,395,323)
999K58775	U S TREASURY NOTE FWD	2.000% 08/15/2025 DD 08/15/15	260,243	(256,153)
999K58783	US TREAS-CPI INFLAT FWD	0.250% 01/15/2025 DD 01/15/15	(2,454,602)	2,415,024
999K58809	US TREAS-CPI INFLAT FWD	2.500% 01/15/2029 DD 01/30/09	(1,268,041)	1,245,923
999K59666	US TREAS-CPI INFLAT FWD	0.250% 01/15/2025 DD 01/15/15	(2,510,969)	2,453,755
999K59674	UNITED STATES TREASURY NOTEFWD	99Z057Y9 US912828J272	2,524,285	(2,426,564)
999K59682	U S TREASURY NOTE FWD	99Z057XU US912828K742	273,085	(260,575)
999K59690	US TREAS-CPI INFLAT FWD	99Z0580T US912828XL95	(1,699,674)	1,650,874
999K59708	US TREAS-CPI INFLAT FWD	99Z057Z0 US912810PZ57	(269,207)	258,366
999K59716	US TREAS-CPI INFLAT FWD	1.000% 02/15/2046 DD 02/15/16	(88,878)	87,928
999K59724	US TREASURY INFLATION IND FWD	2.375% 01/15/2027 DD 01/15/07	(3,944,147)	3,830,050
999K59732	US TREASURY INFLATION IND FWD	0.125% 07/15/2026 DD 07/15/16	3,554,090	(3,488,093)
999K59740	U S TREASURY NOTE FWD	2.000% 02/15/2025 DD 02/15/15	2,423,637	(2,380,656)
99F106F6A	ULTRA 10YR US TREAS NT FUT CBT	EXP JUN 16	—	(18,030)
99F106I6A	US 10YR ULTRA FUTURE (CBT)	EXP SEP 16	—	22,617
99F106L6A	US 10YR ULTRA FUTURE (CBT)	EXP DEC 16	—	(44,156)
99F133C6A	US TREAS BD FUTURE (CBT)	EXP MAR 16	—	87,576
99F133F6A	US TREAS BD FUTURE (CBT)	EXP JUN 16	—	(40,988)
99F133I6A	US LONG BD FUTURE (CBT)	EXP SEP 16	—	207,131
99F133L6A	US TREAS BD FUTURE (CBT)	EXP DEC 16	—	(554,990)
99F139F6A	US 10YR TREAS NTS FUTURE (CBT)	EXP JUN 16	—	(33,246)
99F139I6A	US 10YR TREAS NTS FUTURE (CBT)	EXP SEP 16	—	79,543
99F139L6A	US 10YR TREAS NTS FUTURE (CBT)	EXP DEC 16	—	(195,233)
99F167I8C	90DAY EURODOLLAR FUTURE (CME)	EXP SEP 18	—	27,792
99F183F6A	US 5YR TREAS NTS FUTURE (CBT)	EXP JUN 16	—	75,292
99F183I6A	US 5YR TREAS NTS FUTURE (CBT)	EXP SEP 16	—	(150,358)

Retirement Plan of Marathon Oil Company
Plan Number 001 EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year, 2016)

(a) Identity of Issue, borrower, lessor, or similar party	(b) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(c) Cost of acquisitions	(d) Proceeds of dispositions
99F183L6A	US 5YR TREAS NTS FUTURE (CBT)	EXP DEC 16	—	237,507
99F217C7A	US 2YR TREAS NTS FUT (CBT)	EXP MAR 17	—	3,784
99F217F6A	US 2YR TREAS NTS FUT (CBT)	EXP JUN 16	—	4,098
99F217I6A	US 2YR TREAS NTS FUTURE (CBT)	EXP SEP 16	—	5,957
99F217L6A	US 2YR TREAS NTS FUT (CBT)	EXP DEC 16	—	15,942
99F295F6C	S & P 500 E MINI IND FUT (CME)	EXP JUN 16	—	17,325
99F295I6C	S & P 500 EMINI IND FUT (CME)	EXP SEP 16	—	22,963
99F700F6A	US ULTRA BOND (CBT)	EXP JUN 16	—	(88,518)
99F700I6A	US ULTRA BOND FUTURE (CBT)	EXP SEP 16	—	816,509
99F700L6A	US ULTRA BOND (CBT)	EXP DEC 16	—	(1,319,475)
99F734F6X	MSCI EAFE INDEX FUTURE (ICE)	EXP JUN 16	—	36,495
99F734I6X	MSCI EAFE INDEX FUTURE (NYF)	EXP SEP 16	—	(3,970)
99QAC89UR	IRS R 3M LIBOR 09/13/27	PUT SEP 17 185.000 ED 09/11/17	(13,406)	13,304
99QADAZX6	CCP CDX SP UL IG 27 5Y	2021 DEC 20 ICE	104,349	(117,504)
99QADAZY4	CCP_CDX SP UL IG 27 5Y	2021 DEC 20 ICE	—	—
99VVBB3J0	US TIPS FWD 07-29-16	0.375% 07/15/2025 DD 07/15/15	(918,883)	924,412
99VVBB3K7	US TIPS FWD 07-29-16	0.125% 07/15/2024 DD 07/15/14	(1,878,128)	1,878,186
99VVBB3N1	USTN FWD 07-29-16	2.000% 08/15/2025 DD 08/15/15	2,017,924	(2,002,876)
99VVBB3P6	USTN FWD 07-29-16	2.000% 02/15/2025 DD 02/15/15	3,007,538	(2,991,034)
99VVBB3Q4	US TIPS FWD 07-29-16	0.250% 01/15/2025 DD 01/15/15	(2,139,936)	2,143,873
99VVBC6R7	US TIPS FWD 09-30-16	0.375% 07/15/2025 DD 07/15/15	(1,683,201)	1,702,179
99VVBCG62	US TREASURY INFLATION FWD	0.125% 07/15/2024 DD 07/15/14	(1,878,871)	1,889,098
99VVBCG70	US TREASURY INFLATION FWD	0.375% 07/15/2025 DD 07/15/15	(541,184)	543,130
99VVBCG88	US TREAS-CPI INFLAT FWD	0.250% 01/15/2025 DD 01/15/15	(2,144,398)	2,153,317
99VVBCG96	US TREASURY CPI INFLAT FWD	2.375% 01/15/2027 DD 01/31/07	(3,929,975)	3,959,876
99VVBCHA2	US TREAS-CPI INFLAT FWD	0.625% 01/15/2026 DD 01/15/16	5,139,984	(5,161,681)
99VVBCYJ4	FWD US TREAS CPI INFLAT	23.750% 01/15/2027 DD 01/15/07	(3,955,514)	3,962,701
99VVBCYL9	U S TREASURY NOTE FWD	2.000% 08/15/2025 DD 08/15/15	277,008	(276,929)
99VVBEDB0	US TIPS FWD 12-30-16 99Z05EP77	US912828N712	2,123,140	(2,080,631)
99VVBEDC8	US TIPS FWD 12-30-16 99Z05EOK9	US912810PS15	(3,825,719)	3,759,704
99VVBEDD6	US TIPS FWD 12-30-16 99Z05EPV4	US912828S505	6,724,957	(6,624,116)
EDBZ6CZ40	UNIPER SE		(37,348)	37,591
EEBD6FXN0	RED ELECTRICA CORP SA		(118,177)	202,909
EEBYVQ8R1	CAIXABANK SA		(10,867)	9,538
EX3127480	MARKS & SPENCER GROUP PLC		(493,165)	393,981
LMB84XBP7	INFRAESTRUCTURA ENERGETICA NOV		(36,713)	38,238
NA9QE0GH8	CDX. SP UL CMBX.NA.AAA_6	0.500% BPS 2063 MAY 11	—	—
NA9QE0GJ4	CDX._SP UL CMBX.NA.AAA_6	R 50BPS 2063 MAY 11	3,787	(3,029)
NA9QE0GP0	CDX. SP UL CMBX.NA.AAA_6	0.500% BPS 2063 MAY 11	—	—
NA9QE0GQ8	CDX._SP UL CMBX.NA.AAA_6	R 50BPS 2063 MAY 11	3,954	(3,123)

Retirement Plan of Marathon Oil Company
Plan Number 001 EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year, 2016)

(a) Identity of Issue, borrower, lessor, or similar party	(b) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(c) Cost of acquisitions	(d) Proceeds of dispositions
NA9QE0KY6	CDX. SP UL CMBX.NA.AAA_6	0.500% BPS 2063 MAY 11	—	—
NA9QE0KZ3	CDX._SP UL CMBX.NA.AAA_6	R 50BPS 2063 MAY 11	3,949	(3,123)
NA9QE1MR7	CCP_CDX. SP UL CDX.NA.IG.26_V1	REC 100BPS 2021 JUN 20	(102,308)	92,965
NA9QE1MS5	CCP_CDX._SP UL CDX.NA.IG.26_V1	REC 100BPS 2021 JUN 20	—	—
NA9QE2PW1	CCP_IRS. R USD-LIBOR-BBA 3M CM	PAY 1.60% 2026 JUN 15	—	—
NA9QE2PX9	CCP_IRS._R USD-LIBOR-BBA 3M CM	PAY 1.60% 2026 JUN 15	—	(31,328)
NA9QE3469	CCP_CDX. BP UL CDX.NA.IG.26_V1	PAY 100BPS 2021 JUN 20	—	—
NA9QE3477	CCP_CDX._BP UL CDX.NA.IG.26_V1	PAY 100BPS 2021 JUN 20	49,352	(62,841)
NA9QE6EE4	CCP_CDX. SP UL CDX.NA.IG.26_V1	REC 100BPS 2021 JUN 20	(81,181)	53,659
NA9QE6EF1	CCP_CDX._SP UL CDX.NA.IG.26_V1	REC 100BPS 2021 JUN 20	—	—
NA9QE6EL8	CCP_CDX. BP UL CDX.NA.IG.26_V1	PAY 100BPS 2021 JUN 20	—	—
NA9QE6EM6	CCP_CDX._BP UL CDX.NA.IG.26_V1	PAY 100BPS 2021 JUN 20	178,831	(233,753)
NA9QE9MQ2	CCP_ZCS. R USD FEDL01 1D CME	PAY 0.51% 2017 AUG 09	—	2,762
NA9QE9MR0	CCP_ZCS._R USD FEDL01 1D CME	PAY 0.51% 2017 AUG 09	—	—
NA9QEPS64	CDX_SP UL CMBX.NA.AAA.8_1	R 50BPS 2057 OCT 17	7,236	(11,524)
NA9QEXU07	CDX. SP UL CMBX.NA.AAA_6	R 50BPS 2063 MAY 11	—	—
NA9QEXU15	CDX._SP UL CMBX.NA.AAA_6	R 50BPS 2063 MAY 11	2,279	(1,325)
NA9QEZAV6	CDX. SP UL CMBX.NA.AAA_6	0.500% BPS 2063 MAY 11	—	—
NA9QEZAW4	CDX._SP UL CMBX.NA.AAA_6	R 50BPS 2063 MAY 11	5,409	(2,745)
NA9QEZJT2	CDX_SP UL CMBX.NA.AAA_6	R 50BPS 2063 MAY 11	4,065	(2,221)
NA9QEZKR4	CDX_SP UL CMBX.NA.AAA_6	R 50BPS 2063 MAY 11	4,742	(2,592)
NA9QEZKU7	CDX. SP UL CMBX.NA.AAA_6	0.500% BPS 2063 MAY 11	—	—
NA9QEZKV5	CDX._SP UL CMBX.NA.AAA_6	R 50BPS 2063 MAY 11	2,707	(1,514)
NA9QEZQD9	CDX_SP UL CMBX.NA.AAA_6	R 50BPS 2063 MAY 11	3,018	(1,666)
NA9QEZQE7	CDX_SP UL CMBX.NA.AAA_6	R 50BPS 2063 MAY 11	4,735	(2,592)
NA9QFBFF8	CCP_IRS. R USD-LIBOR-BBA 3M CM	PAY 1.52% 2026 SEP 13	—	—
NA9QFBFG6	CCP_IRS._R USD-LIBOR-BBA 3M CM	PAY 1.52% 2026 SEP 13	—	(10,058)
NAB8T2WV6	TURKEY GOVERNMENT INTERNATIONA	4.875% 04/16/2043	(188,200)	194,000
NABYZ7LF8	SINOPEC GROUP OVERSEAS DE 144A	3.500% 05/03/2026	(198,332)	208,350

Retirement Plan of Marathon Oil Company
Plan Number 001 EIN 25-1410539
Schedule H, Line 4j - Schedule of Reportable Transactions, 2016

(b) Description of asset (include interest rate and maturity in case of a loan)	(d) Selling price	(g) Cost of asset	(i) Net gain or (loss)
DREYFUS TREAS & AGY CSH CSH MG VAR RT 12/31/2049 DD 04/09/97	$ 25,358,592	$ 25,358,592	$ —
DREYFUS TREAS & AGY CSH CSH MG VAR RT 12/31/2049 DD 04/09/97	22,093,155	22,093,155	—
DREYFUS TREAS & AGY CSH CSH MG VAR RT 12/31/2049 DD 04/09/97	—	38,097,085	—
DREYFUS TREAS & AGY CSH CSH MG VAR RT 12/31/2049 DD 04/09/97	22,294,246	22,294,246	—

Schedule SB Attachment (Form 5500)—2016 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2016

Number of Participants and Average Compensation

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	24 $98,561	41 $93,591								
25-29	23 $95,780	174 $109,892	39 $125,170	3						
30-34	18	148 $121,908	88 $143,483	21 $132,102	1					
35-39	16	134 $128,066	76 $139,106	45 $178,001	17	1				
40-44	14	107 $140,294	39 $174,165	43 $174,222	21 $214,590	7	1			
45-49	2	79 $133,878	34 $172,080	24 $186,467	16	7	26 $196,007			
50-54	3	54 $145,107	21 $176,077	22 $174,732	17	7	40 $220,904	31 $185,093	2	
55-59	3	47 $163,281	25 $178,587	26 $172,390	12	8	21 $165,890	35 $194,895	44 $194,903	
60-64		22 $148,797	14	13	4	1	3	7	4	4
65-69	1	5	5	1	2	1			1	1
70+			1							

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Schedule SB Attachment (Form 5500)—2016 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

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

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2015), each adjusted as needed to fall within the 25-year average interest rate corridor under HATFA
1st Segment Rate	4.43%
2nd Segment Rate	5.91%
3rd Segment Rate	6.65%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2015), without regard to interest rate stabilization
1st Segment Rate	1.34%
2nd Segment Rate	4.03%
3rd Segment Rate	5.06%
Salary Increases	
Minimum Funding Target Normal Cost	See Table 1
Maximum Tax Expected Benefit Increase	See Table 1
Cash Balance Interest Crediting Rate	24-Month average of 30-year Treasury Bill through August of prior year but not less than 3.00%. (3.23% as of 2016)
Optional Payment Form Election Percentage	
For retirement	90% assumed to elect lump sum and 10% assumed to elect annuity
For termination prior to retirement	50% assumed to elect immediate lump sum and 50% assumed to defer, and for those who defer, 90% assumed to elect lump sum at age 57 and 10% assumed to elect annuity at age 65
Lump Sum Conversion Basis	The mortality table required under 417(e) for 2016 and the underlying liability interest rates, same as funding interest rates above for lump sums
PBGC basis	The RP-2000 combined healthy mortality table weighted 75% male/25% female and an immediate interest rates derived from the 24-month average of PBGC rates through August of the prior year. (1.25% for 2016) (4.00% for deferral period).

Retirement Age	
Active Participants	See Tables 2
Terminated Vested Participants	Immediate payment at termination for those assumed to elect a lump sum. For those who defer, 90% are assumed to elect an annuity at age 57 and 10% are assumed to elect an annuity at age 65
Mortality Rates	
Healthy and Disabled	2016 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 (except that retirement is assumed to occur at the beginning of the year for ages where the assumed retirement rate is 100%)
Surviving Spouse Benefit	It is assumed that 75% of males and 60% of females have an eligible spouse, and that males are two years older than their spouses.
Valuation Compensation	2015 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 $265,000.
Valuation of Plan Assets	Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% not more than 110% of fair market value. A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).

Expected Return on Assets	
2014 Plan Year	6.75%
2015 Plan Year	6.75%
Trust Expenses Included in Target Normal Cost	Administrative expenses paid during the prior year. ($2,496,242 for 2016)
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2016

Table 1

Salary Merit Increase Rates

Age	Rate	Age	Rate
21	6.75%	51	3.50%
22	6.75%	52	3.50%
23	6.75%	53	3.50%
24	6.75%	54	3.50%
25	6.75%	55	3.50%
26	6.75%	56	3.00%
27	6.75%	57	3.00%
28	6.75%	58	3.00%
29	6.75%	59	3.00%
30	6.75%	60	3.00%
31	6.75%	61	3.00%
32	6.75%	62	3.00%
33	6.75%	63	3.00%
34	6.75%	64	3.00%
35	6.75%	65+	3.00%
36	6.75%		
37	6.75%		
38	6.75%		
39	6.75%		
40	6.75%		
41	6.00%		
42	6.00%		
43	6.00%		
44	6.00%		
45	6.00%		
46	4.75%		
47	4.75%		
48	4.75%		
49	4.75%		
50	4.75%		

Table 2

Retirement Rates

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

Table 3 –Page 1 of 2

Withdrawal Rates

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

Table 3—Page 2 of 2

Withdrawal Rates

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

Table 4

Disability Rates

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

Retirement Plan of Marathon Oil Company
Plan Number 001 EIN 25-1410539
Schedule H, Line 4j - Schedule of Reportable Transactions, 2016

(b) Description of asset (include interest rate and maturity in case of a loan)	(d) Selling price	(g) Cost of asset	(i) Net gain or (loss)
DREYFUS TREAS & AGY CSH CSH MG VAR RT 12/31/2049 DD 04/09/97	$ 25,358,592	$ 25,358,592	$ —
DREYFUS TREAS & AGY CSH CSH MG VAR RT 12/31/2049 DD 04/09/97	22,093,155	22,093,155	—
DREYFUS TREAS & AGY CSH CSH MG VAR RT 12/31/2049 DD 04/09/97	—	38,097,085	—
DREYFUS TREAS & AGY CSH CSH MG VAR RT 12/31/2049 DD 04/09/97	22,294,246	22,294,246	—

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

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **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
RETIREMENT PLAN OF MARATHON OIL COMPANY

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
MARATHON OIL COMPANY

D Employer Identification Number (EIN)
25-1410539

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2016

2 Assets:

a Market value	**2a**	382,380,718
b Actuarial value	**2b**	390,366,354

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	897	44,104,039	44,104,039
b For terminated vested participants	1,155	129,905,877	129,905,877
c For active participants	1,797	249,413,255	257,231,289
d Total	3,849	423,423,171	431,241,205

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**	5.86%
6 Target normal cost	**6**	17,762,800

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

W. Clay Holloway WCH
Signature of actuary

9/22/2017
Date

W. CLAY HOLLOWAY
Type or print name of actuary

1705230
Most recent enrollment number

AON CONSULTING, INC.
Firm name

281-363-0456
Telephone number (including area code)

9500 LAKESIDE BLVD.

THE WOODLANDS TX 77381
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 [ ]

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	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 1.95%	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		46,915
	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 5.98%		2,806
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
	c Total available at beginning of current plan year to add to prefunding balance		49,721
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14	Funding target attainment percentage	14	90.52%
15	Adjusted funding target attainment percentage	15	90.52%
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	94.99%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2016	10,900,000	0			
07/15/2016	7,500,000	0			
10/14/2016	9,200,000	0			
01/13/2017	9,200,000	0			
09/15/2017	3,900,000	0			
			Totals ► 18(b)	40,700,000	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	39,010,519

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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:	2nd segment:	3rd segment:	☐ N/A, full yield curve used
4.43 %	5.91 %	6.65%	

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	58

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):		
a Target normal cost (line 6)	**31a**	17,762,800
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	40,874,851	21,120,750
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**	38,883,550

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	**36**	38,883,550
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	39,010,519
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	126,969
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

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

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

Schedule SB Attachment (Form 5500)—2016 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2016

Date	Amount	Days to Discount to 1/1/2016 at 5.86%	Interest Adjusted Contribution
April 15, 2016	$ 10,900,000	105	$ 10,723,370
July 15, 2016	7,500,000	196	7,274,730
October 14, 2016	9,200,000	287	8,798,208
January 13, 2017	9,200,000	378	8,674,512
September 15, 2017	3,900,000	623	3,539,699
Total Contribution	$ 40,700,000		$ 39,010,519

Schedule SB Attachment (Form 5500)—2016 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

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

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

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2016

Number of Participants and Average Compensation

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	24 $98,561	41 $93,591								
25-29	23 $95,780	174 $109,892	39 $125,170	3						
30-34	18	148 $121,908	88 $143,483	21 $132,102	1					
35-39	16	134 $128,066	76 $139,106	45 $178,001	17	1				
40-44	14	107 $140,294	39 $174,165	43 $174,222	21 $214,590	7	1			
45-49	2	79 $133,878	34 $172,080	24 $186,467	16	7	26 $196,007			
50-54	3	54 $145,107	21 $176,077	22 $174,732	17	7	40 $220,904	31 $185,093	2	
55-59	3	47 $163,281	25 $178,587	26 $172,390	12	8	21 $165,890	35 $194,895	44 $194,903	
60-64		22 $148,797	14	13	4	1	3	7	4	4
65-69	1	5	5	1	2	1			1	1
70+			1							

N-1797

Schedule SB Attachment (Form 5500)—2016 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, line 32—Schedule of Amortization Bases

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment
Shortfall	$ 11,184,159	January 1, 2010	1	$ 11,184,159
Shortfall	$ 19,243,562	January 1, 2011	2	$ 9,830,285
Shortfall	$ (2,750,099)	January 1, 2012	3	$ (956,710)
Shortfall	$ (19,274,900)	January 1, 2013	4	$ (5,136,416)
Shortfall	$ 23,335,322	January 1, 2014	5	$ 5,080,175
Shortfall	$ (17,818,312)	January 1, 2015	6	$ (3,334,360)
Shortfall	$ 26,955,119	January 1, 2016	7	$ 4,453,617

Schedule SB Attachment (Form 5500)—2016 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

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

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2015), each adjusted as needed to fall within the 25-year average interest rate corridor under HATFA
1st Segment Rate	4.43%
2nd Segment Rate	5.91%
3rd Segment Rate	6.65%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2015), without regard to interest rate stabilization
1st Segment Rate	1.34%
2nd Segment Rate	4.03%
3rd Segment Rate	5.06%
Salary Increases	
Minimum Funding Target Normal Cost	See Table 1
Maximum Tax Expected Benefit Increase	See Table 1
Cash Balance Interest Crediting Rate	24-Month average of 30-year Treasury Bill through August of prior year but not less than 3.00%. (3.23% as of 2016)
Optional Payment Form Election Percentage	
For retirement	90% assumed to elect lump sum and 10% assumed to elect annuity
For termination prior to retirement	50% assumed to elect immediate lump sum and 50% assumed to defer, and for those who defer, 90% assumed to elect lump sum at age 57 and 10% assumed to elect annuity at age 65
Lump Sum Conversion Basis	The mortality table required under 417(e) for 2016 and the underlying liability interest rates, same as funding interest rates above for lump sums
PBGC basis	The RP-2000 combined healthy mortality table weighted 75% male/25% female and an immediate interest rates derived from the 24-month average of PBGC rates through August of the prior year. (1.25% for 2016) (4.00% for deferral period).

Retirement Age	
Active Participants	See Tables 2
Terminated Vested Participants	Immediate payment at termination for those assumed to elect a lump sum. For those who defer, 90% are assumed to elect an annuity at age 57 and 10% are assumed to elect an annuity at age 65
Mortality Rates	
Healthy and Disabled	2016 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 (except that retirement is assumed to occur at the beginning of the year for ages where the assumed retirement rate is 100%)
Surviving Spouse Benefit	It is assumed that 75% of males and 60% of females have an eligible spouse, and that males are two years older than their spouses.
Valuation Compensation	2015 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 $265,000.
Valuation of Plan Assets	Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% not more than 110% of fair market value. A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).

Expected Return on Assets	
2014 Plan Year	6.75%
2015 Plan Year	6.75%
Trust Expenses Included in Target Normal Cost	Administrative expenses paid during the prior year. ($2,496,242 for 2016)
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2016

Table 1

Salary Merit Increase Rates

Age	Rate	Age	Rate
21	6.75%	51	3.50%
22	6.75%	52	3.50%
23	6.75%	53	3.50%
24	6.75%	54	3.50%
25	6.75%	55	3.50%
26	6.75%	56	3.00%
27	6.75%	57	3.00%
28	6.75%	58	3.00%
29	6.75%	59	3.00%
30	6.75%	60	3.00%
31	6.75%	61	3.00%
32	6.75%	62	3.00%
33	6.75%	63	3.00%
34	6.75%	64	3.00%
35	6.75%	65+	3.00%
36	6.75%		
37	6.75%		
38	6.75%		
39	6.75%		
40	6.75%		
41	6.00%		
42	6.00%		
43	6.00%		
44	6.00%		
45	6.00%		
46	4.75%		
47	4.75%		
48	4.75%		
49	4.75%		
50	4.75%		

Table 2

Retirement Rates

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

Table 3 –Page 1 of 2

Withdrawal Rates

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

Table 3—Page 2 of 2

Withdrawal Rates

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

Table 4

Disability Rates

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, Part V—Summary of Plan Provisions

Effective Date	The Retirement Plan of Marathon Oil Company was established in 1936. Amendments adopted or effective by January 1, 2016 are reflected in this valuation.
Eligibility for Participation	Immediate participation.
Normal Retirement	
Eligibility	Age 65.
Benefit	Frozen service benefit plus cash balance account. The frozen service benefit is converted to a lump sum and added to the cash balance account or the cash balance account is converted to an annuity and added to the frozen service benefit.
Early Retirement	
Eligibility	Age 50 and 10 years of vesting service.
Benefit	Frozen service benefit reduced 3% per year from age 62 and 4% per year from age 59 plus cash balance account.
Vested Termination Benefits	
Eligibility	Three years of vesting service (benefits accrued as of January 1, 2002 are 100% vested).
Benefit	Frozen service benefit payable at age 65 (actuarially reduced for early commencement) plus cash balance account.
Disability Benefit	
Eligibility	Three years of vesting service.
Benefit	Benefit accrued based on service at termination due to disability.

Preretirement Death Benefit	
Eligibility	Earlier of age 65 and three years of vesting service.
Benefit	The frozen service benefit under the lump sum option is equivalent to 100% of the lump sum of the lifetime form of benefit had the employee retired or terminated on the date of his death. The monthly frozen service benefit annuity form of payment shall be the actuarial equivalent value of the lump sum form as described above. 100% of the cash balance account is payable to the beneficiary.
Death After Early Retirement	
Eligibility	Death after retirement but prior to age 65.
Benefits	50% of the frozen service benefit amount the member was receiving as a lifetime form of benefit, exclusive of any temporary supplemental benefits.
Death After Vested Termination	
Eligibility	Death after vested termination but prior to commencement of benefit.
Benefits	50% of the frozen service benefit to which the member was entitled as a vested terminated employee. If the member is under age 50 at the time of his death, payment of the frozen service benefit to his spouse will be deferred until the time he would have attained age 50. 100% of the cash balance account is payable to the beneficiary.
Normal Form of Annuity	
Without Spouse	Life annuity.
With Spouse	Joint and survivor annuity actuarially equivalent to the retirement benefit payable for employee's lifetime. Participant receives reduced lifetime benefit and, in event of participant's death, 50% of reduced benefit continued to surviving spouse.
Optional Forms of Annuity	Life annuity; term certain and life annuity; joint and survivor annuity (25%, 50%, 75% or 100%); lump sum.

Definitions

Frozen Service Benefit

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

(1) 60% of final average pay (average of highest 36 consecutive months of last 10 years of service).

(2) 50% of the member's Social Security benefit.

(3) Ratio of actual years of service to 37.5 years, with such ratio not greater than one.

Benefit service under this formula was frozen on December 31, 2009 for all participants. Additionally, final average pay and the Social Security benefit were also frozen on December 31, 2009 for certain highly compensated employees. For all other participants, final average pay and Social Security benefit were frozen on July 5, 2015.

Cash Balance Account

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

Pay Credits

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

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

Interest Credits

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

Benefit and Vesting Service

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

Compensation

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

Average Monthly Compensation	Average monthly compensation in the 36 highest consecutive calendar months during the last 10 years of participation.
Social Security Benefit	Estimated Social Security benefit assuming no future earnings after termination. Calculated at age 62 for retirement eligible employees, otherwise age 65.
Plan Year	January 1 to December 31.
Actuarial Equivalence	
Conversion of Frozen Service Benefit to Lump Sum	The greater of the minimum amount required under IRC §417(e)(3) or an amount based on the current interest rate assumption and the RP2000 Combined Healthy Mortality Table weighted 75% male/25% female. The current interest rate assumption is the lesser of the following annuity rates: (1) The simple average (rounded to the nearest one quarter of one percent) of PBGC immediate rates in effect on the first day of the months April through September of the prior year. (2) The PBGC immediate annuity rate in effect on the first day of the plan year.
Conversion of Cash Balance Account to Monthly Single Life Annuity	Based on the applicable mortality and interest rates under IRC §417(e)(3).
Other Optional Forms	7% and the RP2000 Combined Healthy Mortality Table weighted 75% male/25% female.

Changes in Plan Provisions for the January 1, 2016 Valuation

- The mortality table used for lump sum calculations changed from the 417(e) table for 2015 to the 417(e) table for 2016.

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)—2016 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2016

Date	Amount	Days to Discount to 1/1/2016 at 5.86%	Interest Adjusted Contribution
April 15, 2016	$ 10,900,000	105	$ 10,723,370
July 15, 2016	7,500,000	196	7,274,730
October 14, 2016	9,200,000	287	8,798,208
January 13, 2017	9,200,000	378	8,674,512
September 15, 2017	3,900,000	623	3,539,699
Total Contribution	$ 40,700,000		$ 39,010,519

Schedule SB Attachment (Form 5500)—2016 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

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

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

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

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Retirement Plan of Marathon Oil Company
Plan Number 001 EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year, December 31, 2016)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
*	CIF OPP FIXED INCOME	COMMON/COLLECTIVE TRUST	ALLOCATION	$ 5,366,221.26	$ 5,317,125.70
*	WTC-CTF DURABLE COMP	COMMON/COLLECTIVE TRUST		$ 8,109,104.41	$ 8,922,705.01
	*ANCHORAGE CAPITAL CL 9A A 144A	CORPORATE DEBT INSTRUMENTS	VAR RT 01/15/2029 DD 12/08/16	$ 250,000.00	$ 250,000.00
	*CSAIL 2016-C5 COMMERCIAL C5 A5	CORPORATE DEBT INSTRUMENTS	3.757% 11/15/2048 DD 02/01/16	$ 83,481.45	$ 77,974.50
	*KFW DISC	CORPORATE DEBT INSTRUMENTS	2/1/2017	$ 404,077.50	$ 404,077.50
	*SG COMMERCIAL MORTGAGE S C5 A4	CORPORATE DEBT INSTRUMENTS	3.055% 10/10/2048 DD 07/01/16	$ 83,625.00	$ 77,623.20
	21ST CENTURY FOX AMERICA 144A	CORPORATE DEBT INSTRUMENTS	4.750% 11/15/2046 DD 11/18/16	$ 4,994.45	$ 5,014.90
	21ST CENTURY FOX AMERICA INC	CORPORATE DEBT INSTRUMENTS	6.150% 02/15/2041 DD 08/15/11	$ 44,949.20	$ 47,310.80
	21ST CENTURY FOX AMERICA INC	CORPORATE DEBT INSTRUMENTS	6.200% 12/15/2034 DD 12/03/04	$ 102,189.60	$ 105,730.20
	21ST CENTURY FOX AMERICA INC	CORPORATE DEBT INSTRUMENTS	7.850% 03/01/2039 DD 02/13/09	$ 323,285.00	$ 335,832.50
	ABBVIE INC	CORPORATE DEBT INSTRUMENTS	4.500% 05/14/2035 DD 05/14/15	$ 88,164.00	$ 88,427.70
	ACTAVIS FUNDING SCS	CORPORATE DEBT INSTRUMENTS	4.550% 03/15/2035 DD 03/12/15	$ 317,054.05	$ 321,681.75
	AEP TRANSMISSION CO LLC 144A	CORPORATE DEBT INSTRUMENTS	4.000% 12/01/2046 DD 11/21/16	$ 4,917.45	$ 4,959.85
	AETNA INC	CORPORATE DEBT INSTRUMENTS	4.125% 11/15/2042 DD 11/07/12	$ 56,141.40	$ 57,241.20
	AETNA INC	CORPORATE DEBT INSTRUMENTS	4.375% 06/15/2046 DD 06/09/16	$ 49,950.00	$ 50,207.50
	AGRIUM INC	CORPORATE DEBT INSTRUMENTS	4.125% 03/15/2035 DD 03/02/15	$ 68,052.00	$ 73,351.20
	AMAZON.COM INC	CORPORATE DEBT INSTRUMENTS	4.950% 12/05/2044 DD 12/05/14	$ 127,782.96	$ 136,866.00
	AMERICAN INTERNATIONAL GROUP I	CORPORATE DEBT INSTRUMENTS	4.375% 01/15/2055 DD 01/15/15	$ 98,818.35	$ 105,359.55
	AMERICAN INTERNATIONAL GROUP I	CORPORATE DEBT INSTRUMENTS	4.500% 07/16/2044 DD 07/16/14	$ 9,247.60	$ 9,860.80
	ANADARKO PETROLEUM CORP	CORPORATE DEBT INSTRUMENTS	4.500% 07/15/2044 DD 07/07/14	$ 95,697.50	$ 117,443.75
	ANADARKO PETROLEUM CORP	CORPORATE DEBT INSTRUMENTS	7.950% 06/15/2039 DD 06/12/09	$ 224,389.20	$ 271,870.20
	ANTHEM INC	CORPORATE DEBT INSTRUMENTS	4.625% 05/15/2042 DD 05/07/12	$ 56,659.20	$ 60,286.20
	ANTHEM INC	CORPORATE DEBT INSTRUMENTS	6.375% 06/15/2037 DD 06/08/07	$ 254,957.75	$ 258,279.50
	AON PLC	CORPORATE DEBT INSTRUMENTS	4.600% 06/14/2044 DD 05/28/14	$ 120,345.00	$ 123,491.25
	AT&T INC	CORPORATE DEBT INSTRUMENTS	4.300% 12/15/2042 DD 06/15/13	$ 230,715.00	$ 241,698.60
	AT&T INC	CORPORATE DEBT INSTRUMENTS	4.350% 06/15/2045 DD 06/15/13	$ 128,320.50	$ 133,654.50
	AT&T INC	CORPORATE DEBT INSTRUMENTS	4.500% 03/09/2048 DD 09/07/16	$ 89,767.80	$ 80,871.30
	AT&T INC	CORPORATE DEBT INSTRUMENTS	4.500% 05/15/2035 DD 05/04/15	$ 46,243.00	$ 48,308.50

Retirement Plan of Marathon Oil Company
Plan Number 001 EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year, December 31, 2016)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	AT&T INC	CORPORATE DEBT INSTRUMENTS	4.750% 05/15/2046 DD 05/04/15	$ 238,994.05	$ 236,855.00
	AT&T INC	CORPORATE DEBT INSTRUMENTS	4.800% 06/15/2044 DD 06/10/14	$ 82,452.60	$ 85,041.90
	AT&T INC	CORPORATE DEBT INSTRUMENTS	5.150% 03/15/2042 DD 03/15/16	$ 319,504.60	$ 308,812.70
	BAE SYSTEMS PLC 144A	CORPORATE DEBT INSTRUMENTS	5.800% 10/11/2041 DD 10/11/11	$ 73,821.00	$ 68,421.60
	BANK OF AMERICA CORP	CORPORATE DEBT INSTRUMENTS	3.248% 10/21/2027 DD 10/21/16	$ 125,108.30	$ 119,337.50
	BANK OF AMERICA CORP	CORPORATE DEBT INSTRUMENTS	3.500% 04/19/2026 DD 04/19/16	$ 54,908.15	$ 54,266.85
	BANK OF AMERICA CORP	CORPORATE DEBT INSTRUMENTS	3.950% 04/21/2025 DD 04/21/15	$ 77,901.60	$ 79,639.20
	BANK OF AMERICA CORP	CORPORATE DEBT INSTRUMENTS	4.000% 01/22/2025 DD 01/22/15	$ 48,946.50	$ 50,063.00
	BANK OF AMERICA CORP	CORPORATE DEBT INSTRUMENTS	6.110% 01/29/2037 DD 01/29/07	$ 175,878.50	$ 181,706.50
	BANK OF AMERICA CORP	CORPORATE DEBT INSTRUMENTS	7.750% 05/14/2038 DD 05/14/08	$ 366,330.60	$ 371,736.00
	BARRICK NORTH AMERICA FINANCE	CORPORATE DEBT INSTRUMENTS	5.700% 05/30/2041 DD 06/01/11	$ 33,522.00	$ 51,030.50
	BERKSHIRE HATHAWAY ENERGY CO	CORPORATE DEBT INSTRUMENTS	6.125% 04/01/2036 DD 10/01/06	$ 530,593.70	$ 568,240.40
	BRANDYWINE OPERATING PARTNERSH	CORPORATE DEBT INSTRUMENTS	3.950% 02/15/2023 DD 12/18/12	$ 165,495.00	$ 169,342.10
	CANADIAN NATURAL RESOURCES LTD	CORPORATE DEBT INSTRUMENTS	6.250% 03/15/2038 DD 03/19/07	$ 47,011.40	$ 56,883.00
	CANADIAN NATURAL RESOURCES LTD	CORPORATE DEBT INSTRUMENTS	6.450% 06/30/2033 DD 09/16/02	$ 25,659.00	$ 28,157.00
	CANADIAN NATURAL RESOURCES LTD	CORPORATE DEBT INSTRUMENTS	6.500% 02/15/2037 DD 08/17/06	$ 65,100.00	$ 68,655.60
	CANADIAN NATURAL RESOURCES LTD	CORPORATE DEBT INSTRUMENTS	6.750% 02/01/2039 DD 01/17/08	$ 5,455.80	$ 5,834.40
	CARDINAL HEALTH INC	CORPORATE DEBT INSTRUMENTS	4.500% 11/15/2044 DD 11/19/14	$ 38,608.00	$ 39,652.00
	CARLYLE GLOBAL MARK 1A BR 144A	CORPORATE DEBT INSTRUMENTS	VAR RT 04/20/2022 DD 04/20/15	$ 252,631.05	$ 255,198.90
	CBS CORP	CORPORATE DEBT INSTRUMENTS	4.600% 01/15/2045 DD 01/12/15	$ 38,952.00	$ 38,498.00
	CBS CORP	CORPORATE DEBT INSTRUMENTS	4.900% 08/15/2044 DD 08/19/14	$ 86,442.40	$ 95,094.05
	CELGENE CORP	CORPORATE DEBT INSTRUMENTS	5.000% 08/15/2045 DD 08/12/15	$ 95,369.55	$ 98,774.35
	CENOVUS ENERGY INC	CORPORATE DEBT INSTRUMENTS	6.750% 11/15/2039 DD 05/15/10	$ 52,325.52	$ 61,323.35
	CHARTER COMMUNICATIONS OPERATI	CORPORATE DEBT INSTRUMENTS	6.384% 10/23/2035 DD 10/23/16	$ 253,764.55	$ 285,458.00
	CHARTER COMMUNICATIONS OPERATI	CORPORATE DEBT INSTRUMENTS	6.484% 10/23/2045 DD 10/23/16	$ 181,235.52	$ 208,094.40
	CHARTER COMMUNICATIONS OPERATI	CORPORATE DEBT INSTRUMENTS	6.834% 10/23/2055 DD 10/23/16	$ 45,321.04	$ 53,926.72
	CITIGROUP INC	CORPORATE DEBT INSTRUMENTS	3.200% 10/21/2026 DD 10/21/16	$ 138,733.10	$ 138,651.90
	CITIGROUP INC	CORPORATE DEBT INSTRUMENTS	4.450% 09/29/2027 DD 09/29/15	$ 496,690.00	$ 507,925.00

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	CITIGROUP INC	CORPORATE DEBT INSTRUMENTS	4.600% 03/09/2026 DD 03/09/16	$ 39,920.80	$ 41,343.20
	CITIGROUP INC	CORPORATE DEBT INSTRUMENTS	4.650% 07/30/2045 DD 07/30/15	$ 77,967.04	$ 81,161.85
	CITIGROUP INC	CORPORATE DEBT INSTRUMENTS	5.500% 09/13/2025 DD 09/13/13	$ 81,411.75	$ 82,425.75
	CLECO CORPORATE HOLDINGS 144A	CORPORATE DEBT INSTRUMENTS	4.973% 05/01/2046 DD 05/17/16	$ 130,000.00	$ 131,602.90
	COMISION FEDERAL DE ELECT 144A	CORPORATE DEBT INSTRUMENTS	6.125% 06/16/2045 DD 06/16/15	$ 206,437.50	$ 215,437.50
	COMMONWEALTH EDISON CO	CORPORATE DEBT INSTRUMENTS	3.650% 06/15/2046 DD 06/27/16	$ 59,610.60	$ 56,385.60
	COOPERATIEVE RABOBANK UA	CORPORATE DEBT INSTRUMENTS	3.750% 07/21/2026 DD 07/21/16	$ 332,174.70	$ 323,482.50
	COX COMMUNICATIONS INC 144A	CORPORATE DEBT INSTRUMENTS	4.500% 06/30/2043 DD 05/01/13	$ 29,248.80	$ 33,871.60
	COX COMMUNICATIONS INC 144A	CORPORATE DEBT INSTRUMENTS	4.700% 12/15/2042 DD 11/29/12	$ 25,638.60	$ 26,086.50
	COX COMMUNICATIONS INC 144A	CORPORATE DEBT INSTRUMENTS	4.800% 02/01/2035 DD 12/08/14	$ 70,317.10	$ 79,175.80
	COX COMMUNICATIONS INC 144A	CORPORATE DEBT INSTRUMENTS	6.950% 06/01/2038 DD 06/05/08	$ 164,156.85	$ 178,259.40
	COX COMMUNICATIONS INC 144A	CORPORATE DEBT INSTRUMENTS	8.375% 03/01/2039 DD 02/20/09	$ 56,755.50	$ 62,354.50
	CRH AMERICA INC 144A	CORPORATE DEBT INSTRUMENTS	5.125% 05/18/2045 DD 05/18/15	$ 200,114.00	$ 208,272.00
	CSX CORP	CORPORATE DEBT INSTRUMENTS	4.400% 03/01/2043 DD 02/28/12	$ 65,912.70	$ 70,629.30
	CSX CORP	CORPORATE DEBT INSTRUMENTS	6.220% 04/30/2040 DD 03/24/10	$ 70,676.40	$ 74,782.80
	CVS HEALTH CORP	CORPORATE DEBT INSTRUMENTS	5.125% 07/20/2045 DD 07/20/15	$ 447,501.67	$ 468,069.00
	DEUTSCHE TELEKOM INTERNATIONAL	CORPORATE DEBT INSTRUMENTS	VAR RT 06/15/2030 DD 07/06/00	$ 131,711.80	$ 139,661.40
	DEVON ENERGY CORP	CORPORATE DEBT INSTRUMENTS	4.750% 05/15/2042 DD 05/14/12	$ 88,743.75	$ 118,087.50
	DEVON ENERGY CORP	CORPORATE DEBT INSTRUMENTS	5.600% 07/15/2041 DD 07/12/11	$ 117,290.65	$ 133,900.00
	DIAMOND 1 FINANCE CORP / 144A	CORPORATE DEBT INSTRUMENTS	8.100% 07/15/2036 DD 06/01/16	$ 39,698.05	$ 41,635.30
	DIAMOND 1 FINANCE CORP / 144A	CORPORATE DEBT INSTRUMENTS	8.350% 07/15/2046 DD 06/01/16	$ 79,936.00	$ 98,503.20
	DOMINION RESOURCES INC/VA	CORPORATE DEBT INSTRUMENTS	4.050% 09/15/2042 DD 09/13/12	$ 97,057.40	$ 102,071.20
	DOMINION RESOURCES INC/VA	CORPORATE DEBT INSTRUMENTS	4.700% 12/01/2044 DD 11/25/14	$ 19,485.00	$ 20,561.00
	DOMINION RESOURCES INC/VA	CORPORATE DEBT INSTRUMENTS	4.900% 08/01/2041 DD 08/05/11	$ 296,821.80	$ 299,193.00
	DOW CHEMICAL CO/THE	CORPORATE DEBT INSTRUMENTS	4.375% 11/15/2042 DD 11/14/12	$ 91,826.10	$ 87,364.80
	EMERA US FINANCE LP 144A	CORPORATE DEBT INSTRUMENTS	3.550% 06/15/2026 DD 06/16/16	$ 14,958.75	$ 14,745.45
	EMERA US FINANCE LP 144A	CORPORATE DEBT INSTRUMENTS	4.750% 06/15/2046 DD 06/16/16	$ 49,644.00	$ 50,422.50
	ENCANA CORP	CORPORATE DEBT INSTRUMENTS	6.500% 02/01/2038 DD 12/04/07	$ 74,854.90	$ 75,653.20

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	ENCANA CORP	CORPORATE DEBT INSTRUMENTS	6.625% 08/15/2037 DD 08/13/07	$ 152,754.87	$ 174,676.50
	ENCANA CORP	CORPORATE DEBT INSTRUMENTS	7.200% 11/01/2031 DD 11/05/01	$ 33,934.20	$ 33,670.80
	ENERGY TRANSFER PARTNERS LP	CORPORATE DEBT INSTRUMENTS	5.150% 03/15/2045 DD 03/12/15	$ 61,179.71	$ 71,931.00
	ENERGY TRANSFER PARTNERS LP	CORPORATE DEBT INSTRUMENTS	6.625% 10/15/2036 DD 10/23/06	$ 10,698.70	$ 10,835.70
	ENERGY TRANSFER PARTNERS LP	CORPORATE DEBT INSTRUMENTS	7.500% 07/01/2038 DD 03/28/08	$ 170,871.55	$ 214,501.95
	ENTERPRISE PRODUCTS OPERATING	CORPORATE DEBT INSTRUMENTS	4.900% 05/15/2046 DD 05/07/15	$ 67,370.70	$ 66,722.50
	ENTERPRISE PRODUCTS OPERATING	CORPORATE DEBT INSTRUMENTS	4.950% 10/15/2054 DD 10/14/14	$ 74,317.55	$ 92,067.35
	ENTERPRISE PRODUCTS OPERATING	CORPORATE DEBT INSTRUMENTS	5.100% 02/15/2045 DD 02/12/14	$ 104,705.00	$ 131,831.25
	ERAC USA FINANCE LLC 144A	CORPORATE DEBT INSTRUMENTS	5.625% 03/15/2042 DD 03/15/12	$ 85,859.20	$ 88,182.40
	ERAC USA FINANCE LLC 144A	CORPORATE DEBT INSTRUMENTS	7.000% 10/15/2037 DD 10/17/07	$ 109,682.10	$ 114,035.40
	FEDEX CORP	CORPORATE DEBT INSTRUMENTS	4.100% 02/01/2045 DD 01/09/15	$ 41,925.20	$ 37,453.60
	FEDEX CORP	CORPORATE DEBT INSTRUMENTS	4.550% 04/01/2046 DD 03/24/16	$ 5,002.32	$ 5,038.55
	FEDEX CORP	CORPORATE DEBT INSTRUMENTS	4.750% 11/15/2045 DD 10/23/15	$ 24,927.05	$ 25,891.75
	FEDEX CORP	CORPORATE DEBT INSTRUMENTS	5.100% 01/15/2044 DD 01/09/14	$ 217,585.20	$ 227,858.40
	FIFTH THIRD BANCORP	CORPORATE DEBT INSTRUMENTS	8.250% 03/01/2038 DD 03/04/08	$ 104,432.25	$ 104,253.00
	FIRSTENERGY CORP	CORPORATE DEBT INSTRUMENTS	7.375% 11/15/2031 DD 11/15/01	$ 88,030.70	$ 90,223.00
	FIRSTENERGY TRANSMISSION 144A	CORPORATE DEBT INSTRUMENTS	5.450% 07/15/2044 DD 05/19/14	$ 31,815.30	$ 31,847.10
	FORD MOTOR CO	CORPORATE DEBT INSTRUMENTS	4.750% 01/15/2043 DD 01/08/13	$ 54,873.75	$ 52,217.55
	FORD MOTOR CO	CORPORATE DEBT INSTRUMENTS	7.450% 07/16/2031 DD 07/16/99	$ 168,804.85	$ 169,431.75
	FORTIS INC/CANADA 144A	CORPORATE DEBT INSTRUMENTS	3.055% 10/04/2026 DD 10/04/16	$ 179,384.75	$ 168,350.40
	GENERAL MOTORS CO	CORPORATE DEBT INSTRUMENTS	6.250% 10/02/2043 DD 04/02/14	$ 301,113.90	$ 315,061.80
	GENERAL MOTORS CO	CORPORATE DEBT INSTRUMENTS	6.600% 04/01/2036 DD 02/23/16	$ 84,932.00	$ 97,155.85
	GENERAL MOTORS FINANCIAL CO IN	CORPORATE DEBT INSTRUMENTS	5.250% 03/01/2026 DD 03/01/16	$ 9,963.90	$ 10,504.90
	GILEAD SCIENCES INC	CORPORATE DEBT INSTRUMENTS	4.600% 09/01/2035 DD 09/14/15	$ 86,430.55	$ 88,161.15
	GOLDCORP INC	CORPORATE DEBT INSTRUMENTS	5.450% 06/09/2044 DD 06/09/14	$ 36,991.00	$ 34,331.15
	GOLDMAN SACHS GROUP INC/ THE	CORPORATE DEBT INSTRUMENTS	3.750% 02/25/2026 DD 02/25/16	$ 20,010.71	$ 20,058.80
	GOLDMAN SACHS GROUP INC/ THE	CORPORATE DEBT INSTRUMENTS	5.150% 05/22/2045 DD 05/22/15	$ 160,149.26	$ 173,523.90
	GOLDMAN SACHS GROUP INC/ THE	CORPORATE DEBT INSTRUMENTS	6.250% 02/01/2041 DD 01/28/11	$ 286,272.00	$ 297,496.80

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	GOLDMAN SACHS GROUP INC/ THE	CORPORATE DEBT INSTRUMENTS	6.750% 10/01/2037 DD 10/03/07	$ 438,352.50	$ 463,068.75
	GRUPO TELEVISA SAB	CORPORATE DEBT INSTRUMENTS	8.500% 03/11/2032	$ 138,834.90	$ 140,861.09
	HALLIBURTON CO	CORPORATE DEBT INSTRUMENTS	5.000% 11/15/2045 DD 11/13/15	$ 84,025.90	$ 91,668.25
	HARTFORD FINANCIAL SERVICES GR	CORPORATE DEBT INSTRUMENTS	5.950% 10/15/2036 DD 10/03/06	$ 103,213.80	$ 102,836.70
	HARTFORD FINANCIAL SERVICES GR	CORPORATE DEBT INSTRUMENTS	6.625% 04/15/2042 DD 04/05/12	$ 6,096.70	$ 6,131.10
	HESS CORP	CORPORATE DEBT INSTRUMENTS	5.600% 02/15/2041 DD 08/10/10	$ 201,787.93	$ 242,673.60
	HESS CORP	CORPORATE DEBT INSTRUMENTS	5.800% 04/01/2047 DD 09/28/16	$ 108,476.40	$ 114,160.20
	HESS CORP	CORPORATE DEBT INSTRUMENTS	6.000% 01/15/2040 DD 12/14/09	$ 22,162.75	$ 25,789.75
	HESS CORP	CORPORATE DEBT INSTRUMENTS	7.300% 08/15/2031 DD 08/15/01	$ 109,211.30	$ 128,119.20
	HESS CORP	CORPORATE DEBT INSTRUMENTS	7.875% 10/01/2029 DD 10/01/99	$ 38,231.90	$ 42,200.55
	HEWLETT PACKARD ENTERPRISE CO	CORPORATE DEBT INSTRUMENTS	VAR RT 10/15/2045 DD 10/15/16	$ 99,192.30	$ 101,010.00
	HUMANA INC	CORPORATE DEBT INSTRUMENTS	4.950% 10/01/2044 DD 09/19/14	$ 74,505.75	$ 78,830.25
	INTEL CORP	CORPORATE DEBT INSTRUMENTS	4.100% 05/19/2046 DD 05/19/16	$ 84,749.21	$ 84,250.30
	INTERNATIONAL PAPER CO	CORPORATE DEBT INSTRUMENTS	4.800% 06/15/2044 DD 06/10/14	$ 4,548.60	$ 4,966.25
	INTERNATIONAL PAPER CO	CORPORATE DEBT INSTRUMENTS	6.000% 11/15/2041 DD 11/16/11	$ 141,578.55	$ 151,606.35
	JM SMUCKER CO/THE	CORPORATE DEBT INSTRUMENTS	4.375% 03/15/2045 DD 09/15/15	$ 111,959.40	$ 114,103.00
	JP MORGAN CHASE CO WLDN A 144A	CORPORATE DEBT INSTRUMENTS	3.905% 05/05/2030 DD 05/01/12	$ 306,837.99	$ 307,169.15
	JPMORGAN CHASE & CO	CORPORATE DEBT INSTRUMENTS	4.950% 06/01/2045 DD 05/29/15	$ 14,997.15	$ 15,994.65
	JPMORGAN CHASE & CO	CORPORATE DEBT INSTRUMENTS	5.625% 08/16/2043 DD 08/21/13	$ 97,938.00	$ 103,277.70
	KIMCO REALTY CORP	CORPORATE DEBT INSTRUMENTS	4.250% 04/01/2045 DD 03/30/15	$ 64,253.00	$ 67,320.40
	KINDER MORGAN ENERGY PARTNERS	CORPORATE DEBT INSTRUMENTS	5.000% 08/15/2042 DD 08/13/12	$ 29,512.80	$ 38,228.80
	KINDER MORGAN ENERGY PARTNERS	CORPORATE DEBT INSTRUMENTS	5.500% 03/01/2044 DD 02/24/14	$ 50,039.65	$ 56,073.05
	KINDER MORGAN ENERGY PARTNERS	CORPORATE DEBT INSTRUMENTS	5.800% 03/15/2035 DD 03/15/05	$ 132,742.65	$ 158,583.00
	KINDER MORGAN ENERGY PARTNERS	CORPORATE DEBT INSTRUMENTS	6.950% 01/15/2038 DD 06/21/07	$ 81,596.45	$ 110,197.15
	KINDER MORGAN INC/DE	CORPORATE DEBT INSTRUMENTS	5.050% 02/15/2046 DD 02/26/15	$ 18,823.64	$ 24,747.75
	KINDER MORGAN INC/DE	CORPORATE DEBT INSTRUMENTS	5.300% 12/01/2034 DD 11/26/14	$ 33,378.80	$ 40,594.00
	KINDER MORGAN INC/DE	CORPORATE DEBT INSTRUMENTS	5.550% 06/01/2045 DD 11/26/14	$ 73,600.54	$ 89,400.45
	KRAFT HEINZ FOODS CO	CORPORATE DEBT INSTRUMENTS	4.375% 06/01/2046 DD 05/24/16	$ 294,657.31	$ 276,648.12

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	KRAFT HEINZ FOODS CO	CORPORATE DEBT INSTRUMENTS	5.200% 07/15/2045 DD 07/15/16	$ 17,122.80	$ 15,702.15
	KROGER CO/THE	CORPORATE DEBT INSTRUMENTS	3.875% 10/15/2046 DD 10/03/16	$ 24,990.75	$ 22,759.25
	KROGER CO/THE	CORPORATE DEBT INSTRUMENTS	5.150% 08/01/2043 DD 07/25/13	$ 78,571.50	$ 80,856.75
	LABORATORY CORP OF AMERICA HOL	CORPORATE DEBT INSTRUMENTS	4.700% 02/01/2045 DD 01/30/15	$ 22,841.50	$ 24,693.50
	LOCKHEED MARTIN CORP	CORPORATE DEBT INSTRUMENTS	3.600% 03/01/2035 DD 02/20/15	$ 129,667.70	$ 137,750.00
	LOCKHEED MARTIN CORP	CORPORATE DEBT INSTRUMENTS	3.800% 03/01/2045 DD 02/20/15	$ 106,364.40	$ 113,642.40
	LOCKHEED MARTIN CORP	CORPORATE DEBT INSTRUMENTS	4.070% 12/15/2042 DD 12/14/12	$ 41,643.90	$ 44,417.25
	LOCKHEED MARTIN CORP	CORPORATE DEBT INSTRUMENTS	4.500% 05/15/2036 DD 11/23/15	$ 10,124.00	$ 10,631.80
	LOCKHEED MARTIN CORP	CORPORATE DEBT INSTRUMENTS	4.700% 05/15/2046 DD 11/23/15	$ 117,802.55	$ 125,088.95
	MADISON PARK FUND 11A A1A 144A	CORPORATE DEBT INSTRUMENTS	VAR RT 10/23/2025 DD 09/19/13	$ 354,099.63	$ 354,771.40
	MAGELLAN MIDSTREAM PARTNERS LP	CORPORATE DEBT INSTRUMENTS	4.250% 09/15/2046 DD 09/13/16	$ 19,752.40	$ 18,791.40
	MARSH & MCLENNAN COS INC	CORPORATE DEBT INSTRUMENTS	3.500% 03/10/2025 DD 09/10/14	$ 63,991.20	$ 65,442.65
	MARSH & MCLENNAN COS INC	CORPORATE DEBT INSTRUMENTS	3.750% 03/14/2026 DD 09/14/15	$ 25,033.00	$ 25,468.75
	MCDONALD'S CORP	CORPORATE DEBT INSTRUMENTS	4.600% 05/26/2045 DD 05/26/15	$ 31,976.10	$ 30,976.80
	MCDONALD'S CORP	CORPORATE DEBT INSTRUMENTS	4.875% 12/09/2045 DD 12/09/15	$ 157,615.27	$ 160,660.50
	MCKESSON CORP	CORPORATE DEBT INSTRUMENTS	4.883% 03/15/2044 DD 03/10/14	$ 44,977.50	$ 45,776.70
	MEDTRONIC INC	CORPORATE DEBT INSTRUMENTS	4.375% 03/15/2035 DD 03/15/15	$ 369,967.44	$ 387,202.38
	METHANEX CORP	CORPORATE DEBT INSTRUMENTS	5.650% 12/01/2044 DD 11/18/14	$ 55,691.25	$ 57,023.20
	MOLSON COORS BREWING CO	CORPORATE DEBT INSTRUMENTS	4.200% 07/15/2046 DD 07/07/16	$ 75,933.34	$ 69,924.75
	MOLSON COORS BREWING CO	CORPORATE DEBT INSTRUMENTS	5.000% 05/01/2042 DD 05/03/12	$ 43,335.00	$ 47,040.75
	MONSANTO CO	CORPORATE DEBT INSTRUMENTS	4.700% 07/15/2064 DD 07/01/14	$ 17,928.86	$ 18,014.00
	MORGAN STANLEY	CORPORATE DEBT INSTRUMENTS	3.950% 04/23/2027 DD 04/23/15	$ 179,557.30	$ 183,133.35
	MORGAN STANLEY	CORPORATE DEBT INSTRUMENTS	4.350% 09/08/2026 DD 09/08/14	$ 50,163.50	$ 51,237.50
	MORGAN STANLEY	CORPORATE DEBT INSTRUMENTS	6.375% 07/24/2042 DD 07/24/12	$ 98,924.00	$ 102,813.60
	NEWMONT MINING CORP	CORPORATE DEBT INSTRUMENTS	4.875% 03/15/2042 DD 03/08/12	$ 39,300.80	$ 51,603.75
	NISOURCE FINANCE CORP	CORPORATE DEBT INSTRUMENTS	4.800% 02/15/2044 DD 04/12/13	$ 142,294.60	$ 147,390.60
	NOBLE ENERGY INC	CORPORATE DEBT INSTRUMENTS	5.050% 11/15/2044 DD 11/07/14	$ 72,410.75	$ 75,221.25
	NOBLE ENERGY INC	CORPORATE DEBT INSTRUMENTS	5.250% 11/15/2043 DD 11/08/13	$ 61,458.60	$ 61,116.60

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	NORFOLK SOUTHERN CORP	CORPORATE DEBT INSTRUMENTS	4.800% 08/15/2043 DD 08/13/13	$ 140,890.70	$ 157,835.40
	ONCOR ELECTRIC DELIVERY CO LLC	CORPORATE DEBT INSTRUMENTS	7.250% 01/15/2033 DD 07/15/03	$ 256,474.00	$ 277,168.00
	ONCOR ELECTRIC DELIVERY CO LLC	CORPORATE DEBT INSTRUMENTS	7.500% 09/01/2038 DD 03/01/09	$ 7,050.27	$ 7,201.70
	PACIFIC GAS & ELECTRIC CO	CORPORATE DEBT INSTRUMENTS	4.250% 03/15/2046 DD 11/05/15	$ 9,689.90	$ 10,162.30
	PACIFIC GAS & ELECTRIC CO	CORPORATE DEBT INSTRUMENTS	6.050% 03/01/2034 DD 03/23/04	$ 173,201.28	$ 183,966.09
	PEPSICO INC	CORPORATE DEBT INSTRUMENTS	3.450% 10/06/2046 DD 10/06/16	$ 79,348.80	$ 72,879.20
	PETRO-CANADA	CORPORATE DEBT INSTRUMENTS	6.800% 05/15/2038 DD 05/15/08	$ 65,602.80	$ 77,806.20
	PETROLEOS MEXICANOS	CORPORATE DEBT INSTRUMENTS	5.500% 06/27/2044	$ 35,359.98	$ 39,113.40
	PETROLEOS MEXICANOS	CORPORATE DEBT INSTRUMENTS	5.625% 01/23/2046	$ 13,275.00	$ 12,450.00
	PETROLEOS MEXICANOS	CORPORATE DEBT INSTRUMENTS	5.625% 01/23/2046 DD 01/23/16	$ 210,374.66	$ 219,950.00
	PETROLEOS MEXICANOS 144A	CORPORATE DEBT INSTRUMENTS	6.500% 03/13/2027 DD 12/13/16	$ 54,501.70	$ 56,732.50
	PETROLEOS MEXICANOS 144A	CORPORATE DEBT INSTRUMENTS	6.750% 09/21/2047	$ 165,236.01	$ 171,953.60
	PETROLEOS MEXICANOS 144A	CORPORATE DEBT INSTRUMENTS	6.875% 08/04/2026	$ 19,988.37	$ 21,100.00
	PHILLIPS 66 PARTNERS LP	CORPORATE DEBT INSTRUMENTS	4.900% 10/01/2046 DD 10/14/16	$ 29,790.90	$ 28,808.70
	PROGRESS ENERGY INC	CORPORATE DEBT INSTRUMENTS	6.000% 12/01/2039 DD 11/19/09	$ 202,520.50	$ 210,287.00
	PROGRESS ENERGY INC	CORPORATE DEBT INSTRUMENTS	7.000% 10/30/2031 DD 10/30/01	$ 313,976.40	$ 330,604.95
	PRUDENTIAL FINANCIAL INC	CORPORATE DEBT INSTRUMENTS	6.625% 12/01/2037 DD 12/03/07	$ 67,341.45	$ 69,918.75
	RAYTHEON CO	CORPORATE DEBT INSTRUMENTS	4.875% 10/15/2040 DD 10/20/10	$ 186,082.00	$ 191,168.40
	REYNOLDS AMERICAN INC	CORPORATE DEBT INSTRUMENTS	5.700% 08/15/2035 DD 06/12/15	$ 32,874.60	$ 34,459.20
	REYNOLDS AMERICAN INC	CORPORATE DEBT INSTRUMENTS	7.250% 06/15/2037 DD 06/21/07	$ 177,517.70	$ 189,981.90
	SBA TOWER TRUST 144A	CORPORATE DEBT INSTRUMENTS	3.598% 04/15/2043 DD 04/18/13	$ 269,028.00	$ 270,996.30
	SEMPRA ENERGY	CORPORATE DEBT INSTRUMENTS	6.000% 10/15/2039 DD 10/08/09	$ 168,192.00	$ 178,732.50
	SHELL INTERNATIONAL FINANCE BV	CORPORATE DEBT INSTRUMENTS	4.000% 05/10/2046 DD 05/10/16	$ 35,066.80	$ 33,469.10
	SOUTHERN CO/THE	CORPORATE DEBT INSTRUMENTS	4.400% 07/01/2046 DD 05/24/16	$ 156,900.80	$ 148,368.00
	SOUTHERN COPPER CORP	CORPORATE DEBT INSTRUMENTS	5.875% 04/23/2045 DD 04/23/15	$ 14,482.50	$ 14,725.95
	SOUTHERN POWER CO	CORPORATE DEBT INSTRUMENTS	5.150% 09/15/2041 DD 09/22/11	$ 203,550.60	$ 221,562.00
	SPECTRA ENERGY PARTNERS LP	CORPORATE DEBT INSTRUMENTS	4.500% 03/15/2045 DD 03/12/15	$ 20,132.60	$ 19,017.00
	STRYKER CORP	CORPORATE DEBT INSTRUMENTS	4.625% 03/15/2046 DD 03/10/16	$ 59,336.40	$ 61,180.80

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Plan Number 001 EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year, December 31, 2016)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	SUNOCO LOGISTICS PARTNERS OPER	CORPORATE DEBT INSTRUMENTS	5.300% 04/01/2044 DD 04/03/14	$ 11,163.45	$ 14,482.35
	SUNOCO LOGISTICS PARTNERS OPER	CORPORATE DEBT INSTRUMENTS	5.350% 05/15/2045 DD 11/17/14	$ 100,128.15	$ 130,364.10
	SYNCHRONY FINANCIAL	CORPORATE DEBT INSTRUMENTS	3.700% 08/04/2026 DD 08/04/16	$ 139,466.60	$ 134,577.80
	SYSCO CORP	CORPORATE DEBT INSTRUMENTS	4.500% 04/01/2046 DD 04/01/16	$ 44,845.65	$ 45,368.55
	TELEFONICA EUROPE BV	CORPORATE DEBT INSTRUMENTS	8.250% 09/15/2030 DD 09/21/00	$ 98,060.25	$ 98,477.25
	TIME WARNER CABLE LLC	CORPORATE DEBT INSTRUMENTS	5.500% 09/01/2041 DD 09/12/11	$ 234,949.00	$ 264,318.60
	TIME WARNER CABLE LLC	CORPORATE DEBT INSTRUMENTS	5.875% 11/15/2040 DD 11/15/10	$ 127,935.45	$ 143,970.75
	TIME WARNER CABLE LLC	CORPORATE DEBT INSTRUMENTS	6.550% 05/01/2037 DD 04/09/07	$ 33,509.25	$ 33,961.50
	TIME WARNER CABLE LLC	CORPORATE DEBT INSTRUMENTS	7.300% 07/01/2038 DD 06/19/08	$ 5,420.80	$ 6,150.70
	VALE OVERSEAS LTD	CORPORATE DEBT INSTRUMENTS	6.875% 11/10/2039	$ 53,778.25	$ 53,487.50
	VALE SA	CORPORATE DEBT INSTRUMENTS	5.625% 09/11/2042	$ 38,182.50	$ 39,825.00
	VALERO ENERGY CORP	CORPORATE DEBT INSTRUMENTS	4.900% 03/15/2045 DD 03/13/15	$ 140,066.70	$ 164,429.10
	VALERO ENERGY CORP	CORPORATE DEBT INSTRUMENTS	6.625% 06/15/2037 DD 06/08/07	$ 5,199.70	$ 5,851.80
	VENTAS REALTY LP	CORPORATE DEBT INSTRUMENTS	5.700% 09/30/2043 DD 09/26/13	$ 65,908.80	$ 67,400.40
	VERIZON COMMUNICATIONS INC	CORPORATE DEBT INSTRUMENTS	4.400% 11/01/2034 DD 10/29/14	$ 73,810.40	$ 78,959.20
	VERIZON COMMUNICATIONS INC	CORPORATE DEBT INSTRUMENTS	4.862% 08/21/2046 DD 02/21/15	$ 466,709.15	$ 430,648.25
	VERIZON COMMUNICATIONS INC	CORPORATE DEBT INSTRUMENTS	5.050% 03/15/2034 DD 03/17/14	$ 54,797.60	$ 57,917.20
	VIACOM INC	CORPORATE DEBT INSTRUMENTS	3.450% 10/04/2026 DD 10/04/16	$ 49,740.50	$ 46,210.00
	WALGREENS BOOTS ALLIANCE INC	CORPORATE DEBT INSTRUMENTS	3.450% 06/01/2026 DD 06/01/16	$ 134,786.43	$ 132,516.00
	WELLS FARGO & CO	CORPORATE DEBT INSTRUMENTS	4.400% 06/14/2046 DD 06/14/16	$ 89,895.60	$ 86,134.50
	WELLS FARGO & CO	CORPORATE DEBT INSTRUMENTS	4.750% 12/07/2046 DD 12/08/16	$ 110,025.30	$ 111,634.60
	WELLTOWER INC	CORPORATE DEBT INSTRUMENTS	6.500% 03/15/2041 DD 03/14/11	$ 75,864.75	$ 77,741.30
	WILLIAMS PARTNERS LP	CORPORATE DEBT INSTRUMENTS	4.000% 09/15/2025 DD 03/03/15	$ 56,157.00	$ 74,158.50
	WILLIAMS PARTNERS LP	CORPORATE DEBT INSTRUMENTS	4.900% 01/15/2045 DD 06/27/14	$ 14,344.80	$ 13,863.15
	WILLIAMS PARTNERS LP	CORPORATE DEBT INSTRUMENTS	5.100% 09/15/2045 DD 03/03/15	$ 24,467.75	$ 23,761.25
	WILLIAMS PARTNERS LP	CORPORATE DEBT INSTRUMENTS	6.300% 04/15/2040 DD 02/09/10	$ 3,836.75	$ 5,336.95
	21ST CENTURY FOX AMERICA INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.950% 10/15/2045 DD 10/21/15	$ 9,848.20	$ 10,277.00
	ABBVIE INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.450% 05/14/2046 DD 05/12/16	$ 44,697.60	$ 43,088.85

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	AETNA INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.250% 06/15/2036 DD 06/09/16	$ 79,864.00	$ 80,212.00
	ALABAMA POWER CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.100% 01/15/2042 DD 01/18/12	$ 42,791.85	$ 44,774.10
	ALTRIA GROUP INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.875% 09/16/2046 DD 09/16/16	$ 172,401.25	$ 161,505.75
	AMGEN INC 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.563% 06/15/2048 DD 06/14/16	$ 176,420.50	$ 165,401.46
	AMGEN INC 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.663% 06/15/2051 DD 06/14/16	$ 87,169.32	$ 80,733.24
	AMMC CLO XIV LTD 14A A1L 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 07/27/2026 DD 07/11/14	$ 499,955.05	$ 503,565.80
	ANHEUSER-BUSCH INBEV FINANCE I	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.700% 02/01/2036 DD 01/25/16	$ 290,625.10	$ 299,782.95
	ANHEUSER-BUSCH INBEV FINANCE I	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.900% 02/01/2046 DD 01/25/16	$ 456,564.40	$ 486,391.50
	ANHEUSER-BUSCH INBEV WORLDWIDE	CORPORATE DEBT INSTRUMENTS - PREFERRED	8.200% 01/15/2039 DD 01/15/11	$ 461,264.00	$ 481,244.80
	APACHE CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.100% 09/01/2040 DD 08/20/10	$ 76,932.90	$ 94,156.20
	APPLE INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.450% 02/09/2045 DD 02/09/15	$ 73,181.60	$ 75,025.25
	APPLE INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.850% 05/04/2043 DD 05/03/13	$ 165,835.80	$ 172,123.20
	APPLE INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.850% 08/04/2046 DD 08/04/16	$ 34,907.25	$ 33,534.90
	APPLE INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.650% 02/23/2046 DD 02/23/16	$ 79,900.36	$ 86,388.00
	ASCENSION HEALTH	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.945% 11/15/2046 DD 05/11/16	$ 30,000.00	$ 28,644.60
	ASTRAZENECA PLC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.375% 11/16/2045 DD 11/16/15	$ 116,211.45	$ 110,412.50
	ATLAS SENIOR LOAN FU 6A A 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 10/15/2026 DD 09/25/14	$ 465,130.80	$ 469,238.60
	BANC OF AMERICA COMMERCIA 4 A4	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 02/10/2051 DD 11/01/07	$ 90,661.54	$ 88,342.79
	BANK OF AMERICA CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.183% 11/25/2027 DD 11/25/16	$ 149,913.20	$ 150,096.00
	BB-UBS TRUST 2012- SHOW A 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.430% 11/05/2036 DD 11/01/12	$ 119,377.20	$ 121,438.80
	BEAR STEARNS COMMERCIA PW16 A4	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 06/11/2040 DD 06/01/07	$ 135,078.72	$ 132,086.05
	BEAR STEARNS COMMERCIAL T26 A4	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 01/12/2045 DD 04/01/07	$ 60,728.66	$ 59,064.77
	BERKSHIRE HATHAWAY ENERGY CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.150% 11/15/2043 DD 11/08/13	$ 31,656.90	$ 33,683.40
	BERKSHIRE HATHAWAY INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.500% 02/11/2043 DD 02/11/13	$ 115,796.95	$ 122,280.65
	BHP BILLITON FINANCE USA LTD	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.000% 09/30/2043 DD 09/30/13	$ 40,446.00	$ 50,263.20
	BURLINGTON NORTHERN SANTA FE L	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.900% 08/01/2046 DD 05/16/16	$ 35,974.25	$ 34,218.80
	BURLINGTON NORTHERN SANTA FE L	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.400% 03/15/2042 DD 03/02/12	$ 23,772.25	$ 26,065.00
	BURLINGTON NORTHERN SANTA FE L	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.400% 06/01/2041 DD 05/19/11	$ 173,947.20	$ 188,859.20

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	BURLINGTON NORTHERN SANTA FE L	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.750% 05/01/2040 DD 05/17/10	$ 184,704.30	$ 201,367.65
	CARLYLE GLOBAL MARKE 4A B 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 10/15/2026 DD 09/30/14	$ 260,109.20	$ 260,217.10
	CENT CLO 17 17A A1 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 01/30/2025 DD 02/21/13	$ 498,536.00	$ 503,883.95
	CISCO SYSTEMS INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.500% 01/15/2040 DD 11/17/09	$ 99,682.90	$ 103,547.00
	COMCAST CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.600% 08/15/2045 DD 05/27/15	$ 5,116.95	$ 5,241.35
	COMCAST CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.750% 03/01/2044 DD 02/26/14	$ 197,354.90	$ 203,780.70
	COMCAST CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.950% 08/15/2037 DD 08/23/07	$ 195,732.00	$ 204,586.50
	COMCAST CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	7.050% 03/15/2033 DD 03/14/03	$ 716,061.00	$ 745,081.95
	COMM 2014-UBS4 MORTGAG UBS4 A5	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.694% 08/10/2047 DD 07/01/14	$ 218,429.25	$ 222,479.85
	COMM 2015-CCRE23 MORTG CR23 A4	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.497% 05/10/2048 DD 05/01/15	$ 253,061.25	$ 237,677.04
	COMMERCIAL MORTGAGE LO LS1 A4B	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 12/10/2049 DD 03/01/08	$ 229,912.24	$ 227,360.82
	CONNECTICUT LIGHT & POWER CO/T	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.300% 04/15/2044 DD 04/24/14	$ 50,219.50	$ 51,429.50
	CONOCOPHILLIPS	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.500% 02/01/2039 DD 02/03/09	$ 46,817.95	$ 56,965.95
	CONOCOPHILLIPS CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.300% 11/15/2044 DD 11/12/14	$ 115,620.40	$ 119,365.20
	CONOCOPHILLIPS CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.950% 03/15/2046 DD 03/08/16	$ 55,677.41	$ 61,873.00
	CONSOLIDATED EDISON CO OF NEW	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.950% 03/01/2043 DD 02/28/13	$ 157,017.10	$ 164,536.20
	CONSOLIDATED EDISON CO OF NEW	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.200% 03/15/2042 DD 03/13/12	$ 76,721.60	$ 80,214.40
	CONSOLIDATED EDISON CO OF NEW	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.300% 12/01/2056 DD 11/16/16	$ 64,528.30	$ 64,910.95
	CONSOLIDATED EDISON CO OF NEW	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.625% 12/01/2054 DD 11/24/14	$ 172,191.25	$ 183,585.50
	CSAIL 2015-C1 COMMERCIAL C1 A4	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.505% 04/15/2050 DD 03/01/15	$ 533,158.80	$ 544,368.30
	CSAIL 2015-C3 COMMERCIAL C3 A4	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.718% 08/15/2048 DD 08/01/15	$ 366,727.72	$ 377,544.28
	DUKE ENERGY CAROLINAS LLC	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.100% 06/01/2037 DD 06/05/07	$ 211,613.50	$ 215,341.00
	DUKE ENERGY CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.750% 09/01/2046 DD 08/12/16	$ 30,982.64	$ 27,906.51
	DUKE ENERGY INDIANA LLC	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.120% 10/15/2035 DD 10/21/05	$ 209,550.25	$ 210,882.00
	DUKE ENERGY PROGRESS LLC	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.700% 10/15/2046 DD 09/16/16	$ 23,276.75	$ 23,673.00
	DUKE ENERGY PROGRESS LLC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.200% 08/15/2045 DD 08/13/15	$ 44,335.35	$ 45,789.75
	ELECTRICITE DE FRANCE SA 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.875% 01/22/2044 DD 01/22/14	$ 119,520.00	$ 125,245.00
	ELI LILLY & CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.700% 03/01/2045 DD 03/05/15	$ 42,093.90	$ 42,687.90

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	EXXON MOBIL CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.114% 03/01/2046 DD 03/03/16	$ 65,000.00	$ 66,577.55
	FORD MOTOR CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.291% 12/08/2046 DD 12/08/16	$ 110,000.00	$ 111,428.90
	GALAXY XIX CLO LT 19A A1A 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 01/24/2027 DD 02/25/15	$ 674,192.80	$ 679,728.00
	GE CAPITAL INTERNATIONAL FUNDI	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.418% 11/15/2035 DD 05/15/16	$ 763,759.85	$ 771,261.76
	GENERAL ELECTRIC CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.500% 03/11/2044 DD 03/11/14	$ 30,873.90	$ 32,204.40
	GENERAL ELECTRIC CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.750% 03/15/2032 DD 03/20/02	$ 84,929.65	$ 86,523.45
	GENERAL MOTORS CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.750% 04/01/2046 DD 02/23/16	$ 24,224.50	$ 23,453.80
	GEORGIA POWER CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.300% 03/15/2042 DD 03/06/12	$ 120,069.30	$ 131,552.20
	GEORGIA POWER CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.300% 03/15/2043 DD 03/15/13	$ 45,900.00	$ 50,464.50
	GILEAD SCIENCES INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.150% 03/01/2047 DD 09/20/16	$ 84,390.55	$ 80,733.00
	GILEAD SCIENCES INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.500% 02/01/2045 DD 11/17/14	$ 55,672.50	$ 49,958.00
	GOLDMAN SACHS GROUP INC/ THE	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.750% 10/21/2045 DD 10/21/15	$ 95,830.41	$ 100,285.80
	GOLDMAN SACHS GROUP INC/ THE	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.800% 07/08/2044 DD 07/08/14	$ 44,739.00	$ 47,242.35
	GS MORTGAGE SECURI ALOH A 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.551% 04/10/2034 DD 05/01/12	$ 303,180.35	$ 308,322.20
	GS MORTGAGE SECURI BWTR A 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	2.954% 11/05/2034 DD 12/01/12	$ 403,058.70	$ 410,036.90
	GTP ACQUISITION PARTNERS 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.482% 06/15/2050 DD 05/29/15	$ 398,722.50	$ 393,433.20
	HIGHBRIDGE LOAN MA 2015 A 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 05/05/2027 DD 04/28/15	$ 340,356.37	$ 344,733.59
	HOME DEPOT INC/THE	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.500% 09/15/2056 DD 09/15/16	$ 24,524.25	$ 21,883.75
	HOME DEPOT INC/THE	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.200% 04/01/2043 DD 04/05/13	$ 65,113.10	$ 66,972.75
	HOME DEPOT INC/THE	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.400% 03/15/2045 DD 06/12/14	$ 20,671.20	$ 21,314.00
	HOME DEPOT INC/THE	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.875% 12/16/2036 DD 12/19/06	$ 347,369.40	$ 360,057.60
	HSBC HOLDINGS PLC	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.900% 05/25/2026 DD 05/25/16	$ 199,294.00	$ 201,366.00
	HSBC HOLDINGS PLC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.300% 03/08/2026 DD 03/08/16	$ 200,923.00	$ 207,374.00
	HSBC HOLDINGS PLC	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.800% 06/01/2038 DD 05/27/08	$ 199,160.00	$ 202,619.20
	INTEL CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.900% 07/29/2045 DD 07/29/15	$ 143,608.95	$ 151,021.80
	JOHNSON & JOHNSON	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.550% 03/01/2036 DD 03/01/16	$ 114,396.25	$ 115,070.15
	JOHNSON & JOHNSON	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.700% 03/01/2046 DD 03/01/16	$ 114,236.40	$ 113,316.40
	JPMORGAN CHASE & CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	2.950% 10/01/2026 DD 07/21/16	$ 44,902.80	$ 42,952.05

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	JPMORGAN CHASE & CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.200% 06/15/2026 DD 06/07/16	$ 24,989.25	$ 24,468.75
	JPMORGAN CHASE & CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.600% 07/15/2041 DD 07/21/11	$ 11,542.70	$ 11,958.00
	JPMORGAN CHASE & CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.400% 05/15/2038 DD 05/22/08	$ 458,841.60	$ 466,480.80
	LB-UBS COMMERCIAL MORTGA C2 A3	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.430% 02/15/2040 DD 04/11/07	$ 36,352.08	$ 35,492.77
	LOWE'S COS INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.700% 04/15/2046 DD 04/20/16	$ 183,971.40	$ 172,688.25
	LOWE'S COS INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.650% 09/15/2037 DD 09/11/07	$ 123,213.10	$ 125,818.95
	MAGELLAN MIDSTREAM PARTNERS LP	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.000% 03/01/2026 DD 02/29/16	$ 35,382.45	$ 38,379.95
	MASSACHUSETTS MUTUAL LIFE 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	8.875% 06/01/2039 DD 06/01/09	$ 196,033.50	$ 202,656.60
	MCDONALD'S CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.625% 05/01/2043 DD 05/06/13	$ 65,841.60	$ 70,360.00
	MEDTRONIC INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.625% 03/15/2045 DD 03/15/15	$ 29,921.25	$ 27,035.50
	MERCK & CO INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.700% 02/10/2045 DD 02/10/15	$ 189,307.25	$ 195,475.70
	METLIFE INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.125% 08/13/2042 DD 08/13/12	$ 76,476.15	$ 73,812.75
	METLIFE INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.600% 05/13/2046 DD 11/13/15	$ 33,006.30	$ 31,581.90
	MICROSOFT CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.450% 08/08/2036 DD 08/08/16	$ 104,593.65	$ 99,787.80
	MICROSOFT CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.700% 08/08/2046 DD 08/08/16	$ 89,563.50	$ 84,732.30
	MICROSOFT CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.950% 08/08/2056 DD 08/08/16	$ 195,010.00	$ 188,896.00
	MICROSOFT CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.450% 11/03/2045 DD 11/03/15	$ 252,710.15	$ 261,027.90
	MICROSOFT CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.750% 11/03/2055 DD 11/03/15	$ 103,523.55	$ 108,769.00
	MORGAN STANLEY	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.125% 07/27/2026 DD 07/25/16	$ 134,082.00	$ 128,976.30
	MORGAN STANLEY	CORPORATE DEBT INSTRUMENTS - PREFERRED	7.250% 04/01/2032 DD 04/03/02	$ 163,818.75	$ 169,365.00
	MORGAN STANLEY CAPITAL IQ14 A4	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 04/15/2049 DD 05/01/07	$ 190,159.89	$ 185,823.20
	MORGAN STANLEY CAPITAL IQ16 A4	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.809% 12/12/2049 DD 11/01/07	$ 172,384.48	$ 167,451.91
	MORGAN STANLEY CAPITAL T27 A4	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 06/11/2042 DD 07/01/07	$ 28,326.30	$ 27,419.13
	MYLAN NV 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.250% 06/15/2046 DD 06/09/16	$ 49,992.00	$ 46,114.50
	NATIONWIDE MUTUAL INSURAN 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	9.375% 08/15/2039 DD 08/10/09	$ 224,973.20	$ 234,115.10
	OAKTREE EIF II SERI B1A A 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 02/15/2026 DD 03/17/15	$ 540,461.29	$ 543,782.31
	OCP CLO 2015-8 LTD 8A A1 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 04/17/2027 DD 04/30/15	$ 473,739.84	$ 480,210.72
	OCTAGON INVESTMENT P 1A A 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 07/17/2025 DD 06/13/13	$ 298,457.75	$ 305,198.25

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	ORACLE CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.000% 07/15/2046 DD 07/07/16	$ 311,253.20	$ 291,732.50
	ORACLE CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.125% 07/08/2039 DD 07/08/09	$ 103,991.20	$ 108,221.54
	ORANGE SA	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 03/01/2031 DD 09/01/01	$ 84,685.80	$ 90,211.20
	OZLM XII LTD 12A A1 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 04/30/2027 DD 05/28/15	$ 523,359.10	$ 531,060.00
	PACIFIC GAS & ELECTRIC CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.750% 08/15/2042 DD 08/16/12	$ 151,434.30	$ 159,526.30
	PACIFIC GAS & ELECTRIC CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.000% 12/01/2046 DD 12/01/16	$ 24,541.00	$ 24,655.25
	PACIFIC GAS & ELECTRIC CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.750% 02/15/2044 DD 02/21/14	$ 114,305.40	$ 120,711.80
	PACIFICORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.250% 10/15/2037 DD 10/03/07	$ 272,133.40	$ 284,977.00
	PECO ENERGY CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.800% 10/15/2043 DD 09/23/13	$ 188,821.50	$ 195,427.75
	PFIZER INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.000% 12/15/2036 DD 11/21/16	$ 79,611.95	$ 81,964.00
	PFIZER INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.125% 12/15/2046 DD 11/21/16	$ 19,982.80	$ 20,345.20
	PFIZER INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.400% 05/15/2044 DD 05/15/14	$ 45,748.80	$ 42,250.40
	PFIZER INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	7.200% 03/15/2039 DD 03/24/09	$ 137,716.00	$ 144,449.00
	PHILIP MORRIS INTERNATIONAL IN	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.250% 11/10/2044 DD 11/10/14	$ 252,766.21	$ 251,789.55
	POTOMAC ELECTRIC POWER CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.500% 11/15/2037 DD 11/16/07	$ 134,923.95	$ 137,595.15
	PROVIDENCE ST JOSEPH HEALTH OB	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.744% 10/01/2047 DD 09/28/16	$ 35,213.88	$ 32,295.20
	RAYTHEON CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.200% 12/15/2044 DD 12/02/14	$ 15,072.60	$ 15,327.75
	SFAVE COMMERCIAL 5AVE A2B 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 01/05/2043 DD 02/01/15	$ 236,512.50	$ 248,310.00
	SHACKLETON 2014-VI 6A A2 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 07/17/2026 DD 07/08/14	$ 409,845.70	$ 414,481.25
	SHELL INTERNATIONAL FINANCE BV	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.750% 09/12/2046 DD 09/12/16	$ 98,271.00	$ 92,015.00
	SHELL INTERNATIONAL FINANCE BV	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.125% 05/11/2035 DD 05/11/15	$ 28,635.90	$ 30,631.80
	SHELL INTERNATIONAL FINANCE BV	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.375% 05/11/2045 DD 05/11/15	$ 154,668.35	$ 162,076.80
	SHERWIN-WILLIAMS CO/THE	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.550% 08/01/2045 DD 07/31/15	$ 15,746.85	$ 14,887.80
	SOUND POINT CLO IV L 3A A 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	VAR RT 01/21/2026 DD 12/17/13	$ 444,388.34	$ 450,458.80
	SOUTH CAROLINA ELECTRIC & GAS	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.600% 06/15/2043 DD 06/14/13	$ 80,304.00	$ 84,084.80
	SOUTH CAROLINA ELECTRIC & GAS	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.100% 06/01/2065 DD 05/22/15	$ 162,817.10	$ 169,946.65
	SOUTHERN CALIFORNIA EDISON CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.650% 10/01/2043 DD 10/02/13	$ 327,245.30	$ 341,837.00
	STATOIL ASA	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.950% 05/15/2043 DD 05/15/13	$ 22,816.27	$ 23,846.00

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	STATOIL ASA	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.250% 11/23/2041 DD 11/23/11	$ 188,240.25	$ 199,616.00
	TEACHERS INSURANCE & ANNU 144A	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.850% 12/16/2039 DD 12/16/09	$ 160,729.40	$ 168,703.60
	TEVA PHARMACEUTICAL FINANCE NE	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.150% 10/01/2026 DD 07/21/16	$ 24,933.50	$ 23,048.25
	TEVA PHARMACEUTICAL FINANCE NE	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.100% 10/01/2046 DD 07/21/16	$ 29,750.10	$ 25,705.80
	TRANSCANADA PIPELINES LTD	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.200% 10/15/2037 DD 10/05/07	$ 88,314.00	$ 105,391.50
	UNION PACIFIC CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.799% 10/01/2051 DD 10/04/16	$ 65,114.40	$ 56,008.20
	UNION PACIFIC CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.050% 03/01/2046 DD 03/01/16	$ 49,341.00	$ 50,143.00
	UNION PACIFIC CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.375% 11/15/2065 DD 10/29/15	$ 51,606.50	$ 49,724.00
	UNITED TECHNOLOGIES CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.500% 06/01/2042 DD 06/01/12	$ 216,513.60	$ 230,136.00
	UNITEDHEALTH GROUP INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.625% 07/15/2035 DD 07/23/15	$ 166,099.20	$ 174,406.40
	UNITEDHEALTH GROUP INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.750% 07/15/2045 DD 07/23/15	$ 18,135.15	$ 16,524.30
	UNITEDHEALTH GROUP INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.800% 03/15/2036 DD 03/02/06	$ 294,997.50	$ 304,222.50
	VALERO ENERGY CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.400% 09/15/2026 DD 09/12/16	$ 69,758.50	$ 67,060.70
	VERIZON COMMUNICATIONS INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.522% 09/15/2048 DD 03/13/15	$ 495,442.20	$ 531,236.14
	VERIZON COMMUNICATIONS INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.672% 03/15/2055 DD 03/13/15	$ 143,993.36	$ 155,892.26
	VISA INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.150% 12/14/2035 DD 12/14/15	$ 151,437.00	$ 157,047.00
	VISA INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	4.300% 12/14/2045 DD 12/14/15	$ 106,528.80	$ 110,828.55
	WACHOVIA CORP	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.500% 08/01/2035 DD 08/01/05	$ 194,481.00	$ 193,768.75
	WAL-MART STORES INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.200% 04/15/2038 DD 04/15/08	$ 463,950.40	$ 487,730.30
	WAL-MART STORES INC	CORPORATE DEBT INSTRUMENTS - PREFERRED	6.500% 08/15/2037 DD 08/24/07	$ 271,246.50	$ 284,594.10
	WELLS FARGO & CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	3.000% 10/23/2026 DD 10/25/16	$ 34,919.15	$ 33,334.00
	WELLS FARGO & CO	CORPORATE DEBT INSTRUMENTS - PREFERRED	5.606% 01/15/2044 DD 11/26/13	$ 635,434.80	$ 648,098.88
	WELLS FARGO COMMERCIAL LC24 A4	CORPORATE DEBT INSTRUMENTS - PREFERRED	2.942% 10/15/2049 DD 09/01/16	$ 246,152.55	$ 231,729.62
	ABB LTD	CORPORATE STOCK - COMMON		$ 682,839.40	$ 795,183.75
	ACCENTURE PLC	CORPORATE STOCK - COMMON		$ 481,233.23	$ 536,338.27
	AKZO NOBEL NV	CORPORATE STOCK - COMMON		$ 661,863.72	$ 627,982.07
	ALPHABET INC-CL A	CORPORATE STOCK - COMMON		$ 832,504.12	$ 866,147.85
	AMERICAN TOWER CORP	CORPORATE STOCK - COMMON		$ 286,549.78	$ 310,910.56

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	ANADARKO PETROLEUM CORP	CORPORATE STOCK - COMMON		$ 448,095.57	$ 619,620.78
	ASML HOLDING NV	CORPORATE STOCK - COMMON		$ 410,856.46	$ 517,337.31
	ASSICURAZIONI GENERALI SPA	CORPORATE STOCK - COMMON		$ 563,185.41	$ 507,198.39
	ASTRAZENECA PLC	CORPORATE STOCK - COMMON	ADR	$ 1,427,907.88	$ 1,171,481.60
	AUTOLIV INC	CORPORATE STOCK - COMMON		$ 925,662.50	$ 901,013.45
	AVANGRID INC	CORPORATE STOCK - COMMON		$ 313,149.43	$ 308,002.28
	BAE SYSTEMS PLC	CORPORATE STOCK - COMMON		$ 831,486.23	$ 836,916.75
	BANK OF AMERICA CORP	CORPORATE STOCK - COMMON		$ 1,190,471.80	$ 1,747,579.60
	BANK OF NOVA SCOTIA/THE	CORPORATE STOCK - COMMON		$ 634,332.72	$ 875,400.96
	BAYERISCHE MOTOREN WERKE AG	CORPORATE STOCK - COMMON		$ 657,535.73	$ 585,992.73
	BEIJING ENTERPRISES HOLDINGS L	CORPORATE STOCK - COMMON		$ 282,893.77	$ 226,802.05
	BNP PARIBAS SA	CORPORATE STOCK - COMMON		$ 882,538.32	$ 1,051,028.16
	BRISTOL-MYERS SQUIBB CO	CORPORATE STOCK - COMMON		$ 1,426,196.88	$ 1,298,770.56
	BRITISH AMERICAN TOBACCO PLC	CORPORATE STOCK - COMMON		$ 872,462.20	$ 897,185.53
	BT GROUP PLC	CORPORATE STOCK - COMMON		$ 815,352.93	$ 709,200.09
	CAIXABANK SA	CORPORATE STOCK - COMMON		$ 704,759.71	$ 751,993.48
	CANADIAN NATIONAL RAILWAY CO	CORPORATE STOCK - COMMON		$ 640,299.51	$ 763,959.07
	CARDINAL HEALTH INC	CORPORATE STOCK - COMMON		$ 1,085,681.88	$ 942,591.09
	CATERPILLAR INC	CORPORATE STOCK - COMMON		$ 710,939.04	$ 913,952.70
	CHEUNG KONG INFRASTRUCTURE HOL	CORPORATE STOCK - COMMON		$ 655,342.13	$ 568,650.83
	CHEVRON CORP	CORPORATE STOCK - COMMON		$ 1,182,831.46	$ 1,538,809.80
	CHINA LONGYUAN POWER GROUP COR	CORPORATE STOCK - COMMON		$ 244,306.01	$ 259,586.21
	CHUBB LTD	CORPORATE STOCK - COMMON		$ 1,421,596.43	$ 1,609,882.20
	CISCO SYSTEMS INC	CORPORATE STOCK - COMMON		$ 897,229.48	$ 971,512.56
	COCA-COLA AMATIL LTD	CORPORATE STOCK - COMMON		$ 470,474.37	$ 502,341.65
	COLGATE-PALMOLIVE CO	CORPORATE STOCK - COMMON		$ 260,632.53	$ 257,244.64
	COMCAST CORP	CORPORATE STOCK - COMMON		$ 1,269,165.80	$ 1,556,110.80
	CSX CORP	CORPORATE STOCK - COMMON		$ 580,774.24	$ 813,419.27

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	CVS HEALTH CORP	CORPORATE STOCK - COMMON		$ 694,908.78	$ 588,826.42
	DAIWA HOUSE INDUSTRY CO LTD	CORPORATE STOCK - COMMON		$ 878,994.86	$ 862,880.29
	DEUTSCHE POST AG	CORPORATE STOCK - COMMON		$ 780,504.18	$ 914,358.76
	DIAGEO PLC	CORPORATE STOCK - COMMON		$ 738,598.58	$ 708,721.02
	DOMINION RESOURCES INC/VA	CORPORATE STOCK - COMMON		$ 515,779.73	$ 583,615.80
	E.ON SE	CORPORATE STOCK - COMMON		$ 378,696.78	$ 295,562.89
	EATON CORP PLC	CORPORATE STOCK - COMMON		$ 422,358.38	$ 526,857.77
	EISAI CO LTD	CORPORATE STOCK - COMMON		$ 605,217.66	$ 532,855.68
	ENEL SPA	CORPORATE STOCK - COMMON		$ 272,099.00	$ 275,608.16
	ENN ENERGY HOLDINGS LTD	CORPORATE STOCK - COMMON		$ 304,989.43	$ 241,872.45
	EQUITY LIFESTYLE PROPERTIES IN	CORPORATE STOCK - COMMON		$ 292,747.97	$ 316,591.10
	EXPERIAN PLC	CORPORATE STOCK - COMMON		$ 390,795.98	$ 428,192.07
	FLUGHAFEN ZUERICH AG	CORPORATE STOCK - COMMON		$ 194,359.34	$ 239,946.77
	FORD MOTOR CO	CORPORATE STOCK - COMMON		$ 747,315.28	$ 647,402.36
	GUANGDONG INVESTMENT LTD	CORPORATE STOCK - COMMON		$ 289,723.30	$ 270,092.77
	H LUNDBECK A/S	CORPORATE STOCK - COMMON		$ 137,706.80	$ 165,177.48
	HESS CORP	CORPORATE STOCK - COMMON		$ 637,007.37	$ 847,081.71
	HILTON WORLDWIDE HOLDINGS INC	CORPORATE STOCK - COMMON		$ 311,853.41	$ 387,790.40
	HONEYWELL INTERNATIONAL INC	CORPORATE STOCK - COMMON		$ 492,168.70	$ 542,178.00
	IBERDROLA SA	CORPORATE STOCK - COMMON		$ 1,114,242.73	$ 1,175,922.14
	ING GROEP NV	CORPORATE STOCK - COMMON		$ 582,523.80	$ 591,226.66
	INNOGY SE	CORPORATE STOCK - COMMON		$ 89,498.39	$ 77,433.67
	INTEL CORP	CORPORATE STOCK - COMMON		$ 1,465,910.50	$ 1,557,796.50
	INTERNATIONAL PAPER CO	CORPORATE STOCK - COMMON		$ 451,087.32	$ 637,197.54
	ISUZU MOTORS LTD	CORPORATE STOCK - COMMON		$ 834,542.62	$ 892,650.60
	ITALGAS SPA	CORPORATE STOCK - COMMON		$ 34,643.03	$ 30,472.78
	JPMORGAN CHASE & CO	CORPORATE STOCK - COMMON		$ 1,179,674.76	$ 1,564,523.99
	JULIUS BAER GROUP LTD	CORPORATE STOCK - COMMON		$ 970,046.72	$ 946,120.73

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	LAFARGEHOLCIM LTD	CORPORATE STOCK - COMMON		$ 798,910.95	$ 855,676.19
	LINDE AG	CORPORATE STOCK - COMMON		$ 975,933.92	$ 988,702.08
	LOCKHEED MARTIN CORP	CORPORATE STOCK - COMMON		$ 902,206.22	$ 996,010.90
	MARSH & MCLENNAN COS INC	CORPORATE STOCK - COMMON		$ 773,261.90	$ 951,802.38
	MCKESSON CORP	CORPORATE STOCK - COMMON		$ 643,703.56	$ 507,024.50
	MEDTRONIC PLC	CORPORATE STOCK - COMMON		$ 1,051,727.83	$ 967,730.78
	MERCK & CO INC	CORPORATE STOCK - COMMON		$ 1,284,730.97	$ 1,435,132.86
	MICROSOFT CORP	CORPORATE STOCK - COMMON		$ 1,671,722.99	$ 1,878,057.22
	MITSUBISHI UFJ FINANCIAL GROUP	CORPORATE STOCK - COMMON		$ 1,137,066.74	$ 1,160,063.26
	NATIONAL GRID PLC	CORPORATE STOCK - COMMON		$ 152,319.21	$ 129,178.29
	NEXTERA ENERGY INC	CORPORATE STOCK - COMMON		$ 844,430.46	$ 969,537.36
	NIELSEN HOLDINGS PLC	CORPORATE STOCK - COMMON		$ 440,168.12	$ 401,587.35
	NIPPON TELEGRAPH & TELEPHONE C	CORPORATE STOCK - COMMON		$ 846,085.16	$ 869,238.93
	NOVARTIS AG	CORPORATE STOCK - COMMON		$ 1,329,249.33	$ 1,148,154.47
	NTT DOCOMO INC	CORPORATE STOCK - COMMON		$ 784,337.71	$ 841,926.76
	OSAKA GAS CO LTD	CORPORATE STOCK - COMMON		$ 139,535.80	$ 147,591.08
	PEPSICO INC	CORPORATE STOCK - COMMON		$ 789,609.01	$ 814,126.03
	PHILIP MORRIS INTERNATIONAL IN	CORPORATE STOCK - COMMON		$ 717,161.50	$ 700,813.40
	PNC FINANCIAL SERVICES GROUP I	CORPORATE STOCK - COMMON		$ 1,001,526.44	$ 1,254,162.08
	POWER ASSETS HOLDINGS LTD	CORPORATE STOCK - COMMON		$ 267,484.83	$ 256,318.56
	PRINCIPAL FINANCIAL GROUP INC	CORPORATE STOCK - COMMON		$ 719,872.63	$ 947,631.08
	PRUDENTIAL FINANCIAL INC	CORPORATE STOCK - COMMON		$ 809,177.43	$ 1,044,346.16
	QBE INSURANCE GROUP LTD	CORPORATE STOCK - COMMON		$ 557,361.03	$ 668,194.83
	REGENERON PHARMACEUTICALS INC	CORPORATE STOCK - COMMON		$ 240,496.08	$ 209,975.48
	ROCHE HOLDING AG	CORPORATE STOCK - COMMON		$ 1,277,276.68	$ 1,080,210.56
	ROYAL DUTCH SHELL PLC	CORPORATE STOCK - COMMON	B SHS	$ 1,097,997.12	$ 1,316,893.94
	SCHLUMBERGER LTD	CORPORATE STOCK - COMMON		$ 683,060.18	$ 761,426.50
	SCHNEIDER ELECTRIC SE	CORPORATE STOCK - COMMON		$ 606,448.88	$ 735,855.65

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	SEMPRA ENERGY	CORPORATE STOCK - COMMON		$ 1,085,561.25	$ 1,005,796.16
	SES SA	CORPORATE STOCK - COMMON		$ 1,233,029.89	$ 1,043,985.59
	SEVERN TRENT PLC	CORPORATE STOCK - COMMON		$ 260,256.07	$ 222,696.78
	SNAM SPA	CORPORATE STOCK - COMMON		$ 202,779.44	$ 159,550.21
	SPECTRA ENERGY CORP	CORPORATE STOCK - COMMON		$ 201,703.45	$ 285,452.23
	SSE PLC	CORPORATE STOCK - COMMON		$ 241,210.33	$ 206,518.95
	STERIS PLC	CORPORATE STOCK - COMMON		$ 306,448.14	$ 298,942.04
	SUEZ	CORPORATE STOCK - COMMON		$ 114,972.17	$ 90,645.19
	SUNCOR ENERGY INC	CORPORATE STOCK - COMMON	NEW	$ 918,891.89	$ 1,108,425.49
	TAKEDA PHARMACEUTICAL CO LTD	CORPORATE STOCK - COMMON		$ 792,314.47	$ 651,451.34
	TOKIO MARINE HOLDINGS INC	CORPORATE STOCK - COMMON		$ 922,103.77	$ 1,088,850.55
	TOTAL SA	CORPORATE STOCK - COMMON		$ 1,254,647.36	$ 1,432,835.43
	TRANSCANADA CORP	CORPORATE STOCK - COMMON		$ 267,513.04	$ 369,185.43
	UGI CORP	CORPORATE STOCK - COMMON		$ 360,894.40	$ 492,595.20
	UNITED PARCEL SERVICE INC	CORPORATE STOCK - COMMON		$ 1,203,121.00	$ 1,433,802.48
	UNITEDHEALTH GROUP INC	CORPORATE STOCK - COMMON		$ 527,855.47	$ 706,896.68
	VINCI SA	CORPORATE STOCK - COMMON		$ 236,481.35	$ 251,200.00
	WALGREENS BOOTS ALLIANCE INC	CORPORATE STOCK - COMMON		$ 1,005,144.85	$ 1,038,803.52
	WELLS FARGO & CO	CORPORATE STOCK - COMMON		$ 991,780.29	$ 1,010,607.18
	ZURICH INSURANCE GROUP AG	CORPORATE STOCK - COMMON		$ 826,504.20	$ 925,332.41
	ACE CAPITAL TRUST II	CORPORATE STOCK - PREFERRED	9.700% 04/01/2030 DD 03/31/00	$ 43,350.00	$ 43,942.80
*	BNY MELLON CASH RESERVE	INTEREST-BEARING CASH	0.010% 12/31/2049 DD 06/26/97	$ 1,993.74	$ 1,993.74
	SWAP COLLATERAL WITH MORGAN STANLEY	INTEREST-BEARING CASH		$ 1,092.73	$ 1,092.73
	BAY AREA CA TOLL AUTH TOLL BRI	OTHER INVESTMENTS	6.918% 04/01/2040 DD 07/01/10	$ 190,996.90	$ 195,751.45
	BAY AREA CA TOLL AUTH TOLL BRI	OTHER INVESTMENTS	7.043% 04/01/2050 DD 07/01/10	$ 137,618.00	$ 141,459.00
	BRAZILIAN GOVERNMENT INTERNATI	OTHER INVESTMENTS	5.000% 01/27/2045	$ 156,400.00	$ 162,240.00
	CALIFORNIA ST	OTHER INVESTMENTS	7.300% 10/01/2039 DD 10/15/09	$ 880,273.80	$ 889,805.70
	CALIFORNIA ST	OTHER INVESTMENTS	7.600% 11/01/2040 DD 12/01/10	$ 83,386.70	$ 82,767.30

Retirement Plan of Marathon Oil Company
Plan Number 001 EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year, December 31, 2016)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	CALIFORNIA ST	OTHER INVESTMENTS	7.625% 03/01/2040 DD 04/01/10	$ 7,271.35	$ 7,346.60
	CCP_CDX. SP UL CDX.NA.IG. 27_V1	OTHER INVESTMENTS	REC 100BPS 2021 DEC 20	$ 12,062.76	$ 14,011.31
	CCP_CDX._SP UL CDX.NA.IG. 27_V1	OTHER INVESTMENTS	REC 100BPS 2021 DEC 20	$ (0.03)	$ —
	CCP_IRS. P USD-LIBOR-BBA 3M CM	OTHER INVESTMENTS	REC 2.75% 2046 SEP 21	$ 396,337.98	$ 115,755.19
	CCP_IRS. R USD-LIBOR-BBA 3M CM	OTHER INVESTMENTS	PAY 2.25% 2026 SEP 21	$ 0.01	$ 28,437.90
	CCP_IRS._P USD-LIBOR-BBA 3M CM	OTHER INVESTMENTS	REC 2.75% 2046 SEP 21	$ (0.01)	$ —
	CCP_IRS._R USD-LIBOR-BBA 3M CM	OTHER INVESTMENTS	PAY 2.25% 2026 SEP 21	$ (196,254.15)	$ —
	CCP_OIS. R USD FEDL01 1D CME	OTHER INVESTMENTS	PAY 1.63% 2026 NOV 14	$ 0.01	$ 12,204.46
	CCP_OIS. R USD FEDL01 1D CME	OTHER INVESTMENTS	VAR RT 00% 2026 SEP 29	$ 7,617.81	$ 72,895.21
	CCP_OIS._R USD FEDL01 1D CME	OTHER INVESTMENTS	PAY 1.00% 2026 SEP 29	$ (0.01)	$ —
	CCP_OIS._R USD FEDL01 1D CME	OTHER INVESTMENTS	PAY 1.63% 2026 NOV 14	$ (0.01)	$ —
	CDX SP UL CMBX.NA.AAA_6	OTHER INVESTMENTS	R 50BPS 2063 MAY 11	$ —	$ (99.95)
	CDX. SP UL CMBX.NA.AAA_6	OTHER INVESTMENTS	R 50BPS 2063 MAY 11	$ 0.02	$ (810.02)
	CDX._SP UL CMBX.NA.AAA_6	OTHER INVESTMENTS	R 50BPS 2063 MAY 11	$ (63,519.81)	$ —
	CDX_SP UL CMBX.NA.AAA_6	OTHER INVESTMENTS	R 50BPS 2063 MAY 11	$ (8,119.60)	$ —
	CHICAGO IL O'HARE INTERNATIONA	OTHER INVESTMENTS	6.395% 01/01/2040 DD 04/29/10	$ 12,519.00	$ 13,052.50
	CHICAGO IL TRANSIT AUTH SALES	OTHER INVESTMENTS	6.899% 12/01/2040 DD 08/06/08	$ 380,836.50	$ 412,087.50
	CMWLTH FING AUTH PA	OTHER INVESTMENTS	4.144% 06/01/2038 DD 10/31/16	$ 70,000.00	$ 67,314.80
	COLOMBIA GOVERNMENT INTERNATIO	OTHER INVESTMENTS	6.125% 01/18/2041	$ 175,271.25	$ 178,200.00
	ILLINOIS ST	OTHER INVESTMENTS	5.100% 06/01/2033 DD 06/12/03	$ 283,815.00	$ 268,050.00
	KANSAS ST DEV FIN AUTH REVENUE	OTHER INVESTMENTS	4.927% 04/15/2045 DD 08/20/15	$ 84,467.05	$ 90,683.10
	LOS ANGELES CA DEPT WTR & PWR	OTHER INVESTMENTS	6.574% 07/01/2045 DD 12/02/10	$ 162,880.80	$ 164,208.00
	LOS ANGELES CA UNIF SCH DIST	OTHER INVESTMENTS	6.758% 07/01/2034 DD 03/04/10	$ 164,690.00	$ 167,471.25
	LOS ANGELES CNTY CA PUBLIC WKS	OTHER INVESTMENTS	7.488% 08/01/2033 DD 11/23/10	$ 169,261.30	$ 172,299.40
	MET TRANSPRTN AUTH NY DEDICATE	OTHER INVESTMENTS	7.336% 11/15/2039 DD 04/30/09	$ 255,155.25	$ 257,250.00
	MEXICO GOVERNMENT INTERNATIONA	OTHER INVESTMENTS	4.750% 03/08/2044	$ 155,223.13	$ 149,125.20
	MEXICO GOVERNMENT INTERNATIONA	OTHER INVESTMENTS	5.750% 10/12/2110	$ 399,268.85	$ 381,915.00
	MUNI ELEC AUTH OF GEORGIA	OTHER INVESTMENTS	6.637% 04/01/2057 DD 03/11/10	$ 120,750.00	$ 123,132.00

Retirement Plan of Marathon Oil Company
Plan Number 001 EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year, December 31, 2016)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	N TX TOLLWAY AUTH REVENUE	OTHER INVESTMENTS	6.718% 01/01/2049 DD 08/12/09	$ 178,165.00	$ 181,545.00
	NEW JERSEY ST TURNPIKE AUTH	OTHER INVESTMENTS	7.102% 01/01/2041 DD 12/15/10	$ 309,899.25	$ 314,329.50
	NEW YORK CITY NY MUNI WTR FIN	OTHER INVESTMENTS	5.724% 06/15/2042 DD 06/30/10	$ 139,492.10	$ 139,774.80
	NEW YORK CITY NY MUNI WTR FIN	OTHER INVESTMENTS	5.790% 06/15/2041 DD 09/23/10	$ 44,104.40	$ 44,221.60
	OHIO ST UNIV	OTHER INVESTMENTS	4.800% 06/01/2111 DD 10/26/11	$ 120,518.75	$ 121,487.50
	PERUVIAN GOVERNMENT INTERNATIO	OTHER INVESTMENTS	5.625% 11/18/2050	$ 15,300.00	$ 16,987.50
	PORT AUTH OF NEW YORK & NEW JE	OTHER INVESTMENTS	4.458% 10/01/2062 DD 10/10/12	$ 76,172.80	$ 80,266.40
	PORT AUTH OF NEW YORK & NEW JE	OTHER INVESTMENTS	4.926% 10/01/2051 DD 10/06/11	$ 217,480.40	$ 227,037.50
	PORT AUTH OF NEW YORK & NEW JE	OTHER INVESTMENTS	4.960% 08/01/2046 DD 01/30/14	$ 32,405.70	$ 33,486.60
	PORT AUTH OF NEW YORK & NEW JE	OTHER INVESTMENTS	5.647% 11/01/2040 DD 11/01/10	$ 177,493.50	$ 181,008.00
	QATAR GOVERNMENT INTERNAT 144A	OTHER INVESTMENTS	4.625% 06/02/2046	$ 220,750.00	$ 199,748.80
	SAUDI GOVERNMENT INTERNAT 144A	OTHER INVESTMENTS	4.500% 10/26/2046 DD 10/26/16	$ 313,648.00	$ 306,505.60
	U S TREASURY NOTE FWD	OTHER INVESTMENTS	2.000% 02/15/2025 DD 02/15/15	$ (2,377,577.70)	$ (2,377,577.70)
	UNITED STATES TREASURY FWD	OTHER INVESTMENTS	2.000% 08/15/2025 DD 08/15/15	$ (255,826.45)	$ (255,826.45)
	UNIV OF CALIFORNIA CA REVENUES	OTHER INVESTMENTS	4.601% 05/15/2031 DD 10/02/13	$ 63,943.80	$ 66,088.20
	UNIV OF CALIFORNIA CA REVENUES	OTHER INVESTMENTS	4.858% 05/15/2039 DD 03/01/12	$ 62,178.35	$ 63,042.20
	UNIV OF CALIFORNIA CA RGTS MED	OTHER INVESTMENTS	6.548% 05/15/2048 DD 11/18/10	$ 167,271.00	$ 170,573.00
	UNIV OF CALIFORNIA CA RGTS MED	OTHER INVESTMENTS	6.583% 05/15/2049 DD 12/17/09	$ 32,098.25	$ 32,631.25
	URUGUAY GOVERNMENT INTERNATION	OTHER INVESTMENTS	4.375% 10/27/2027	$ 39,300.00	$ 40,102.00
	URUGUAY GOVERNMENT INTERNATION	OTHER INVESTMENTS	5.100% 06/18/2050	$ 151,639.86	$ 157,500.00
	US 10 YR TREAS NTS FUTURE(CBT)	OTHER INVESTMENTS	EXP MAR 17	$ —	$ (6,511.46)
	US 10YR ULTRA FUTURE (CBT)	OTHER INVESTMENTS	EXP MAR 17	$ —	$ 292.85
	US 5YR TREAS NTS FUTURE (CBT)	OTHER INVESTMENTS	EXP MAR 17	$ —	$ 11,648.40
	US TIPS FWD 01-31-17 FWD	OTHER INVESTMENTS	0.125% 07/15/2026 DD 07/15/16	$ (6,627,103.84)	$ (6,627,103.84)
	US TIPS FWD 01-31-17 FWD	OTHER INVESTMENTS	0.625% 01/15/2026 DD 01/15/16	$ (773,045.27)	$ (773,045.27)
	US TREAS BD FUTURE (CBT)	OTHER INVESTMENTS	EXP MAR 17	$ —	$ (51,320.52)
	US TREAS-CPI INFLAT FWD	OTHER INVESTMENTS	0.250% 01/15/2025 DD 01/15/15	$ 2,416,009.37	$ 2,416,009.37
	US TREAS-CPI INFLAT FWD	OTHER INVESTMENTS	0.375% 07/15/2025 DD 07/15/15	$ 2,877,079.89	$ 2,877,079.89

Retirement Plan of Marathon Oil Company
Plan Number 001 EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year, December 31, 2016)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	US TREAS-CPI INFLAT FWD	OTHER INVESTMENTS	2.375% 01/15/2027 DD 01/31/07	$ 3,755,588.79	$ 3,755,588.79
	US TREAS-CPI INFLAT FWD	OTHER INVESTMENTS	2.500% 01/15/2029 DD 01/31/17	$ 1,244,505.87	$ 1,244,505.87
	US ULTRA BOND (CBT)	OTHER INVESTMENTS	EXP MAR 17	$ —	$ (66,484.00)
	AEA INVESTORS 2006 FUND LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 1,116,322.00	$ 1,082,611.00
	AEA INVESTORS LP 2003	PARTNERSHIP/JOINT VENTURE INTEREST		$ 5,122.00	$ 8,812.00
	AURORA EQUITY PARTNERS IV LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 1,270,190.00	$ 1,784,652.00
	BLACKSTONE RE VI	PARTNERSHIP/JOINT VENTURE INTEREST		$ 1,329,332.00	$ 1,052,865.00
	CAI PARTNERS & COMPANY III LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 157,961.73	$ 75,773.00
	CAI PARTNERS & COMPANY IV LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 1,338,867.98	$ 3,237,948.01
	CLAYTON DUBILIER & RICE VII LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 101,925.00	$ 110,544.00
	CLAYTON DUBILIER & RICE VIII LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 1,450,383.00	$ 1,293,251.00
	CLAYTON DUBILIER RICE VI LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 3,708.00	$ 3,524.00
	DEVON PARK BIOVENTURES LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 1,333,258.00	$ 268,618.00
	DLJ REAL ESTATE CAPITAL PARTNERS III LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 981,132.00	$ 814,929.00
	DLJ REAL ESTATE IV	PARTNERSHIP/JOINT VENTURE INTEREST		$ 2,766,720.00	$ 2,765,597.00
	ELECTRA PARTNER CLUB 2007 LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 564,819.13	$ 505,257.89
	FF&P INVESTOR 8 ERISA LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 204,351.81	$ 202,059.67
	FOURTH CINVEN FUND (UBTI) LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 352,323.66	$ 134,774.90
	GEAM INTERNATIONAL PRIVATE EQUITY FUND LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 138,739.00	$ 147,686.00
	INTERNATIONAL PRIVATE EQUITY PARTNERS II	PARTNERSHIP/JOINT VENTURE INTEREST		$ 822,376.00	$ 459,846.00
	LASALLE MEXICO FUND I LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 1,148,535.69	$ 813,168.81
	PERFORMANCE DIRECT INVESTMENT II LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 1,925,729.21	$ 1,545,148.39
	PHARMASTEM CORP C CV PFD	PARTNERSHIP/JOINT VENTURE INTEREST		$ —	$ —
	PHARMASTEM CORP D CV PFD	PARTNERSHIP/JOINT VENTURE INTEREST		$ 0.29	$ 0.29
	PHARMASTEM THERAPEUTICS A PFD	PARTNERSHIP/JOINT VENTURE INTEREST		$ —	$ —
	PHARMASTEM THERAPEUTICS B PFD	PARTNERSHIP/JOINT VENTURE INTEREST		$ —	$ —
	TCI TIMBER COMPANY - CHINOOK	PARTNERSHIP/JOINT VENTURE INTEREST		$ 3,365,866.00	$ 3,231,586.00
	TCI TIMBER COMPANY - SHASTA	PARTNERSHIP/JOINT VENTURE INTEREST		$ 1,701,474.00	$ 1,685,459.00

Retirement Plan of Marathon Oil Company
Plan Number 001 EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year, December 31, 2016)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	TENAYA CAPITAL VI LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 1,490,819.09	$ 1,421,358.00
	TENAYA CAPITAL V-P LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 754,301.00	$ 763,813.00
	THIRD CINVEN FUND US (NO 3) LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 72,173.40	$ 6,842.71
	TRIDENT CAPITAL FUND IV LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 1,370,154.25	$ 1,230,358.92
	TRIDENT V STONE POINT LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 3,782,935.71	$ 3,903,246.38
	WARBURG PINCUS PRIV EQ VIII	PARTNERSHIP/JOINT VENTURE INTEREST		$ 167,385.00	$ 86,819.92
	WARBURG PINCUS PRIVATE EQUITY IX LP	PARTNERSHIP/JOINT VENTURE INTEREST		$ 151,250.21	$ 132,478.00
	WARBURG PINCUS X	PARTNERSHIP/JOINT VENTURE INTEREST		$ 1,925,152.23	$ 1,824,562.44
*	AXA EQUITABLE LIFE INSURANCE	POOLED SEPARATE ACCOUNTS	COMPANY AC1547A	$ 5,124,383.61	$ 6,237,402.00
*	AXA EQUITABLE LIFE INSURANCE	POOLED SEPARATE ACCOUNTS	COMPANY AC6096	$ —	$ —
*	AXA EQUITABLE LIFE INSURANCE	POOLED SEPARATE ACCOUNTS	COMPANY AC6266	$ —	$ —
	MASS MUTUAL	POOLED SEPARATE ACCOUNTS		$ —	$ —
	AETOS CAPITAL ASIA II LP	REAL ESTATE		$ 112,795.30	$ 69,587.00
	AETOS CAPITAL ASIA III LP	REAL ESTATE		$ 233,519.00	$ 273,679.00
	AG CORE PLUS REALTY FD III LP	REAL ESTATE		$ 1,100,603.99	$ 960,242.45
	AG CORE PLUS REALTY FUND II LP	REAL ESTATE		$ 62,153.82	$ 62,662.00
	AVANTI STRATEGIC LAND II -	REAL ESTATE	ACTIVE	$ 1,224.98	$ 1,224.98
	AVANTI STRATEGIC LAND II -	REAL ESTATE	PASSIVE	$ 13,000.00	$ 3,134.00
	AVANTI STRATEGIC LAND INVTS III (ACTIVE L P)	REAL ESTATE		$ 268,328.00	$ 304,000.00
	AVANTI STRATEGIC LAND INVTSIII	REAL ESTATE	(PASSIVE LP)	$ 3,551.00	$ 19,000.00
	AVANTI STRATEGIC LAND IV -	REAL ESTATE	ACTIVE	$ 53,351.00	$ 52,351.00
	AVANTI STRATEGIC LAND IV -	REAL ESTATE	PASSIVE	$ 14,667.00	$ 14,000.00
	AVANTI STRATEGIC LAND V	REAL ESTATE		$ 306,137.28	$ 296,740.28
	AVANTI STRATEGIC LAND VI	REAL ESTATE		$ 514,912.79	$ 544,645.76
	BLACKSTONE R/E PARTNERS IV	REAL ESTATE		$ 387,631.00	$ 233,076.00
	BLACKSTONE REAL ESTATE PARTNERS V LP	REAL ESTATE		$ 1,390,398.00	$ 975,355.00
	CPI CCP EU-T SCOTS LP	REAL ESTATE		$ 143,750.26	$ 110,662.95
	CPI CP ASIA T E L P	REAL ESTATE		$ 444,765.60	$ 270,524.60
	ROCKPOINT RE FUND III	REAL ESTATE		$ 419,664.06	$ 367,719.00

Retirement Plan of Marathon Oil Company
Plan Number 001 EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year, December 31, 2016)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	ROCKPOINT REAL ESTATE FUND I L	REAL ESTATE		$ 5,213.41	$ 4,798.00
	ROCKPOINT REAL ESTATE FUND II	REAL ESTATE		$ 175,611.09	$ 172,121.00
	TRANSWESTERN MEZZ RLTY PRT III	REAL ESTATE		$ 597,288.75	$ 476,709.25
	DREYFUS TREAS & AGY CSH CSH MG	REGISTERED INVESTMENT COMPANIES	VAR RT 12/31/2049 DD 04/09/97	$ 12,684,813.63	$ 12,684,813.63
	ISHARES 20+ YEAR TREASURY BO	REGISTERED INVESTMENT COMPANIES		$ 2,294,766.82	$ 2,223,084.93
	VANGUARD LONG-TERM CORP BOND	REGISTERED INVESTMENT COMPANIES		$ 2,290,945.55	$ 2,279,675.90
	COMMIT TO PUR FNMA SF MTG	U. S. GOVERNMENT SECURITIES	3.500% 01/01/2047 DD 01/01/17	$ 5,026,040.04	$ 5,022,108.00
	COMMIT TO PUR GNMA II JUMBOS	U. S. GOVERNMENT SECURITIES	2.500% 01/20/2047 DD 01/01/17	$ 96,968.76	$ 97,038.00
	FNMA POOL #0AM5186	U. S. GOVERNMENT SECURITIES	4.381% 01/01/2029 DD 01/01/14	$ 168,528.63	$ 168,534.78
	FNMA POOL #0AM6492	U. S. GOVERNMENT SECURITIES	3.760% 08/01/2034 DD 08/01/14	$ 231,763.37	$ 228,080.56
	FNMA POOL #0AM6501	U. S. GOVERNMENT SECURITIES	3.320% 08/01/2026 DD 08/01/14	$ 407,672.00	$ 407,924.00
	FNMA POOL #0AM6761	U. S. GOVERNMENT SECURITIES	3.570% 10/01/2029 DD 10/01/14	$ 297,644.72	$ 301,138.21
	FNMA POOL #0AM6835	U. S. GOVERNMENT SECURITIES	3.580% 10/01/2029 DD 10/01/14	$ 117,340.48	$ 118,732.66
	FNMA POOL #0AM7356	U. S. GOVERNMENT SECURITIES	3.380% 12/01/2029 DD 12/01/14	$ 216,408.25	$ 218,472.25
	FNMA POOL #0AM7357	U. S. GOVERNMENT SECURITIES	3.380% 12/01/2029 DD 12/01/14	$ 528,438.75	$ 533,478.75
	FNMA POOL #0AM7358	U. S. GOVERNMENT SECURITIES	3.380% 12/01/2029 DD 12/01/14	$ 377,456.25	$ 381,056.25
	FNMA POOL #0AM7493	U. S. GOVERNMENT SECURITIES	3.348% 12/01/2026 DD 12/01/14	$ 162,368.00	$ 162,793.60
	FNMA POOL #0AM8036	U. S. GOVERNMENT SECURITIES	2.748% 03/01/2027 DD 03/01/15	$ 597,637.50	$ 604,337.50
	FNMA POOL #0AR9188	U. S. GOVERNMENT SECURITIES	2.500% 03/01/2043 DD 03/01/13	$ 2,292,355.32	$ 2,269,036.77
	FNMA POOL #0AT0238	U. S. GOVERNMENT SECURITIES	2.500% 03/01/2043 DD 03/01/13	$ 280,886.26	$ 278,040.53
	U S TREASURY BD PRIN STRIP	U. S. GOVERNMENT SECURITIES	0.000% 11/15/2045 DD 11/16/15	$ 1,258,223.28	$ 1,105,987.56
	U S TREASURY BOND	U. S. GOVERNMENT SECURITIES	2.250% 08/15/2046 DD 08/15/16	$ 1,028,375.94	$ 898,836.58
	U S TREASURY BOND	U. S. GOVERNMENT SECURITIES	2.875% 08/15/2045 DD 08/15/15	$ 215,608.62	$ 213,632.82
	U S TREASURY BOND	U. S. GOVERNMENT SECURITIES	3.000% 05/15/2042 DD 05/15/12	$ 1,150,052.31	$ 1,133,444.52
	U S TREASURY BOND	U. S. GOVERNMENT SECURITIES	3.000% 05/15/2045 DD 05/15/15	$ 50,766.93	$ 50,310.48
	U S TREASURY BOND	U. S. GOVERNMENT SECURITIES	3.000% 11/15/2045 DD 11/15/15	$ 1,580,261.41	$ 1,464,700.05
	U S TREASURY BOND	U. S. GOVERNMENT SECURITIES	4.500% 02/15/2036 DD 02/15/06	$ 1,276,400.60	$ 1,122,329.97

Retirement Plan of Marathon Oil Company
Plan Number 001 EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Held at End of Year, December 31, 2016)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	TOTAL INVESTMENTS			**$ 226,058,333**	**$ 232,251,439**

* Indicates party-in-interest.

Retirement Plan of Marathon Oil Company
Plan Number 001 EIN 25-1410539
Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year, 2016)

(a) Identity of Issue, borrower, lessor, or similar party	(b) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(c) Cost of acquisitions	(d) Proceeds of dispositions
00206RDL3	AT&T INC 144A	4.500% 03/09/2048 DD 09/07/16	$ (24,936)	$ 24,247
00817YAW8	AETNA INC	3.200% 06/15/2026 DD 06/09/16	(84,682)	86,414
031162BZ2	AMGEN INC	4.400% 05/01/2045 DD 05/01/15	(46,568)	47,369
161175AS3	CHARTER COMMUNICATIONS OP 144A	4.464% 07/23/2022 DD 07/23/15	(60,090)	64,242
161175AV6	CHARTER COMMUNICATIONS OP 144A	6.484% 10/23/2045 DD 07/23/15	(40,470)	49,428
224044CG0	COX COMMUNICATIONS INC 144A	3.350% 09/15/2026 DD 09/13/16	(4,992)	4,754
254010AE1	DIGNITY HEALTH	5.267% 11/01/2064 DD 10/15/14	(129,938)	141,248
369604BQ5	GENERAL ELECTRIC CO	VAR RT 12/29/2049 DD 01/20/16	(212,400)	241,337
406216BH3	HALLIBURTON CO	3.375% 11/15/2022 DD 11/13/14	(19,767)	20,356
512807AP3	LAM RESEARCH CORP	3.900% 06/15/2026 DD 06/07/16	(54,859)	58,521
649322AD6	NEW YORK AND PRESBYTERIAN HOSP	4.063% 08/01/2056 DD 06/28/16	(29,999)	30,797
748149AJ0	PROVINCE OF QUEBEC CANADA	2.500% 04/20/2026 DD 04/20/16	(89,731)	92,942
931427AC2	WALGREENS BOOTS ALLIANCE INC	4.800% 11/18/2044 DD 11/18/14	(35,827)	38,602
931427AR9	WALGREENS BOOTS ALLIANCE INC	4.650% 06/01/2046 DD 06/01/16	(14,882)	16,630
999A75250	US TREAS-CPI INFLAT FWD	0.250% 01/15/2025 DD 01/15/15	—	(5,374)
999A79542	US TREAS-CPI INFLAT FWD	0.625% 01/15/2026 DD 01/15/16	1,957,246	(1,995,591)
999A79559	US TREAS-CPI INFLAT FWD	0.375% 07/15/2025 DD 07/15/15	(903,093)	918,707
999A79567	US TREAS-CPI INFLAT FWD	0.125% 07/15/2024 DD 07/15/14	(1,848,610)	1,877,407
999A79575	US TREAS-CPI INFLAT FWD	0.375% 07/15/2025 DD 07/15/15	1,950,323	(2,020,339)
999A80789	US TREAS CPI INFLAT FWD	1.000% 02/15/2046 DD 02/15/16	(88,404)	88,872
999A80839	99Z057YS6 US TIPS FWD 11-30-16	0.625% 01/15/2026 DD 01/29/16	4,554,033	(4,448,674)
999A81357	US TIPS FWD 99Z05EPI	0.375% 07/15/2025 DD 07/15/15	(2,927,484)	2,875,976
999J28870	US TREAS-CPI INFLAT FWD	2.000% 02/15/2025 DD 02/15/15	2,907,756	(3,011,113)
999J28896	US TREAS-CPI INFLAT FWD	0.250% 01/15/2025 DD 01/15/15	(2,100,183)	2,139,464
999J28920	US TREAS-CPI INFLAT FWD	2.375% 01/15/2027 DD 01/15/07	(1,909,202)	1,952,146
999K42167	US TREASURY INFLATION IND FWD	0.250% 01/15/2025 DD 01/15/15	(4,672,646)	4,630,731
999K42175	UNITED STATES TREASURY NOT FWD	2.000% 02/15/2025 DD 02/15/15	(4,980,655)	5,070,425
999K45939	U S TREASURY NOTE FWD	2.000% 02/15/2025 DD 02/15/15	2,866,859	(2,943,800)
999K45947	US TREASURY INFLATION INDE FWD	0.250% 01/15/2025 DD 01/15/15	(2,721,428)	2,776,747
999K45954	US TREASURY INFLATION INDE FWD	0.375% 07/15/2025 DD 07/15/15	(419,732)	427,656
999K45962	U S TREASURY NOTE	2.000% 08/15/2025 DD 08/15/15	2,647,205	(2,715,152)
999K45970	US TREASURY INFLATION INDE FWD	1.250% 07/15/2024 DD 07/15/14	(2,263,942)	2,308,985
999K46747	99Z04H0X1 US TIPS FWD 03-31-16	0.250% 01/15/2025 DD 01/15/15	(2,777,459)	2,816,766
999K46754	99Z04H0Z6 USTN FWD 03-31-16	2.000% 02/15/2025 DD 02/15/15	2,939,999	(2,910,593)
999K46762	FWD US TIPS FWD 03-31-16	0.125% 07/15/2024 DD 07/15/14	(2,309,728)	2,339,330
999K46770	USTN FWD 03-31-16	2.000% 08/15/2025 DD 08/15/15	2,711,449	(2,683,518)
999K46788	US TIPS FWD 03-31-16	0.375% 07/15/2025 DD 07/15/15	(427,703)	432,922
999K47513	US TREAS-CPI INFLAT FWD	0.250% 01/15/2025 DD 01/15/15	(2,081,160)	2,099,041
999K47521	U S TREASURY NOTE FWD	2.000% 02/15/2025 DD 02/15/15	2,907,027	(2,907,900)
999K47539	US TREAS-CPI INFLAT FWD	0.375% 07/15/2025 DD 07/15/15	(894,030)	900,178

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999K47547	U S TREASURY NOTE FWD	2.000% 08/15/2025 DD 08/15/15	1,946,856	(1,948,378)
999K47562	US TREAS-CPI INFLAT FWD	0.125% 07/15/2024 DD 07/15/14	(2,340,093)	2,359,923
999K49030	US TREAS-CPI INFLAT FWD	0.250% 01/15/2025 DD 01/15/15	(2,099,487)	2,099,700
999K49048	UNITED STATES TREASURY NT FWD	2.000% 02/15/2025 DD 02/15/15	2,903,811	(2,911,490)
999K49055	US TREAS-CPI INFLAT FWD	0.125% 07/15/2024 DD 07/15/14	(1,842,868)	1,848,050
999K49063	U S TREASURY NOTE FWD	2.000% 08/15/2025 DD 08/15/15	1,945,598	(1,952,894)
999K49071	US TREAS-CPI INFLAT FWD	0.375% 07/15/2025 DD 07/15/15	(900,266)	903,006
999K53297	US TREASURY NOTE FWD	2.000% 02/15/2025 DD 02/15/15	2,563,094	(2,565,445)
999K53305	US TREASURY NOTE FWD	2.000% 08/15/2025 DD 08/15/15	2,000,174	(2,001,587)
999K54444	U S TREASURY NOTE FWD	2.000% 02/15/2025 DD 02/15/15	2,562,318	(2,565,445)
999K54451	US TREAS-CPI INFLAT FWD	0.625% 01/15/2026 DD 01/15/16	5,160,642	(5,172,612)
999K54469	US TREAS-CPI INFLAT FWD	0.250% 01/15/2025 DD 01/15/15	(2,153,854)	2,160,455
999K54477	US TREAS-CPI INFLAT FWD	0.125% 07/15/2024 DD 07/15/14	(1,889,743)	1,877,076
999K55813	US TREASURY INFL IND FWD	2.500% 01/15/2029 DD 01/30/09	(270,966)	269,520
999K55821	US TREASURY INFL IND FWD	0.125% 07/15/2026 DD 07/29/16	1,398,869	(1,395,323)
999K58775	U S TREASURY NOTE FWD	2.000% 08/15/2025 DD 08/15/15	260,243	(256,153)
999K58783	US TREAS-CPI INFLAT FWD	0.250% 01/15/2025 DD 01/15/15	(2,454,602)	2,415,024
999K58809	US TREAS-CPI INFLAT FWD	2.500% 01/15/2029 DD 01/30/09	(1,268,041)	1,245,923
999K59666	US TREAS-CPI INFLAT FWD	0.250% 01/15/2025 DD 01/15/15	(2,510,969)	2,453,755
999K59674	UNITED STATES TREASURY NOTEFWD	99Z057Y9 US912828J272	2,524,285	(2,426,564)
999K59682	U S TREASURY NOTE FWD	99Z057XU US912828K742	273,085	(260,575)
999K59690	US TREAS-CPI INFLAT FWD	99Z0580T US912828XL95	(1,699,674)	1,650,874
999K59708	US TREAS-CPI INFLAT FWD	99Z057Z0 US912810PZ57	(269,207)	258,366
999K59716	US TREAS-CPI INFLAT FWD	1.000% 02/15/2046 DD 02/15/16	(88,878)	87,928
999K59724	US TREASURY INFLATION IND FWD	2.375% 01/15/2027 DD 01/15/07	(3,944,147)	3,830,050
999K59732	US TREASURY INFLATION IND FWD	0.125% 07/15/2026 DD 07/15/16	3,554,090	(3,488,093)
999K59740	U S TREASURY NOTE FWD	2.000% 02/15/2025 DD 02/15/15	2,423,637	(2,380,656)
99F106F6A	ULTRA 10YR US TREAS NT FUT CBT	EXP JUN 16	—	(18,030)
99F106I6A	US 10YR ULTRA FUTURE (CBT)	EXP SEP 16	—	22,617
99F106L6A	US 10YR ULTRA FUTURE (CBT)	EXP DEC 16	—	(44,156)
99F133C6A	US TREAS BD FUTURE (CBT)	EXP MAR 16	—	87,576
99F133F6A	US TREAS BD FUTURE (CBT)	EXP JUN 16	—	(40,988)
99F133I6A	US LONG BD FUTURE (CBT)	EXP SEP 16	—	207,131
99F133L6A	US TREAS BD FUTURE (CBT)	EXP DEC 16	—	(554,990)
99F139F6A	US 10YR TREAS NTS FUTURE (CBT)	EXP JUN 16	—	(33,246)
99F139I6A	US 10YR TREAS NTS FUTURE (CBT)	EXP SEP 16	—	79,543
99F139L6A	US 10YR TREAS NTS FUTURE (CBT)	EXP DEC 16	—	(195,233)
99F167I8C	90DAY EURODOLLAR FUTURE (CME)	EXP SEP 18	—	27,792
99F183F6A	US 5YR TREAS NTS FUTURE (CBT)	EXP JUN 16	—	75,292
99F183I6A	US 5YR TREAS NTS FUTURE (CBT)	EXP SEP 16	—	(150,358)

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99F183L6A	US 5YR TREAS NTS FUTURE (CBT)	EXP DEC 16	—	237,507
99F217C7A	US 2YR TREAS NTS FUT (CBT)	EXP MAR 17	—	3,784
99F217F6A	US 2YR TREAS NTS FUT (CBT)	EXP JUN 16	—	4,098
99F217I6A	US 2YR TREAS NTS FUTURE (CBT)	EXP SEP 16	—	5,957
99F217L6A	US 2YR TREAS NTS FUT (CBT)	EXP DEC 16	—	15,942
99F295F6C	S & P 500 E MINI IND FUT (CME)	EXP JUN 16	—	17,325
99F295I6C	S & P 500 EMINI IND FUT (CME)	EXP SEP 16	—	22,963
99F700F6A	US ULTRA BOND (CBT)	EXP JUN 16	—	(88,518)
99F700I6A	US ULTRA BOND FUTURE (CBT)	EXP SEP 16	—	816,509
99F700L6A	US ULTRA BOND (CBT)	EXP DEC 16	—	(1,319,475)
99F734F6X	MSCI EAFE INDEX FUTURE (ICE)	EXP JUN 16	—	36,495
99F734I6X	MSCI EAFE INDEX FUTURE (NYF)	EXP SEP 16	—	(3,970)
99QAC89UR	IRS R 3M LIBOR 09/13/27	PUT SEP 17 185.000 ED 09/11/17	(13,406)	13,304
99QADAZX6	CCP CDX SP UL IG 27 5Y	2021 DEC 20 ICE	104,349	(117,504)
99QADAZY4	CCP_CDX SP UL IG 27 5Y	2021 DEC 20 ICE	—	—
99VVBB3J0	US TIPS FWD 07-29-16	0.375% 07/15/2025 DD 07/15/15	(918,883)	924,412
99VVBB3K7	US TIPS FWD 07-29-16	0.125% 07/15/2024 DD 07/15/14	(1,878,128)	1,878,186
99VVBB3N1	USTN FWD 07-29-16	2.000% 08/15/2025 DD 08/15/15	2,017,924	(2,002,876)
99VVBB3P6	USTN FWD 07-29-16	2.000% 02/15/2025 DD 02/15/15	3,007,538	(2,991,034)
99VVBB3Q4	US TIPS FWD 07-29-16	0.250% 01/15/2025 DD 01/15/15	(2,139,936)	2,143,873
99VVBC6R7	US TIPS FWD 09-30-16	0.375% 07/15/2025 DD 07/15/15	(1,683,201)	1,702,179
99VVBCG62	US TREASURY INFLATION FWD	0.125% 07/15/2024 DD 07/15/14	(1,878,871)	1,889,098
99VVBCG70	US TREASURY INFLATION FWD	0.375% 07/15/2025 DD 07/15/15	(541,184)	543,130
99VVBCG88	US TREAS-CPI INFLAT FWD	0.250% 01/15/2025 DD 01/15/15	(2,144,398)	2,153,317
99VVBCG96	US TREASURY CPI INFLAT FWD	2.375% 01/15/2027 DD 01/31/07	(3,929,975)	3,959,876
99VVBCHA2	US TREAS-CPI INFLAT FWD	0.625% 01/15/2026 DD 01/15/16	5,139,984	(5,161,681)
99VVBCYJ4	FWD US TREAS CPI INFLAT	23.750% 01/15/2027 DD 01/15/07	(3,955,514)	3,962,701
99VVBCYL9	U S TREASURY NOTE FWD	2.000% 08/15/2025 DD 08/15/15	277,008	(276,929)
99VVBEDB0	US TIPS FWD 12-30-16 99Z05EP77	US912828N712	2,123,140	(2,080,631)
99VVBEDC8	US TIPS FWD 12-30-16 99Z05EOK9	US912810PS15	(3,825,719)	3,759,704
99VVBEDD6	US TIPS FWD 12-30-16 99Z05EPV4	US912828S505	6,724,957	(6,624,116)
EDBZ6CZ40	UNIPER SE		(37,348)	37,591
EEBD6FXN0	RED ELECTRICA CORP SA		(118,177)	202,909
EEBYVQ8R1	CAIXABANK SA		(10,867)	9,538
EX3127480	MARKS & SPENCER GROUP PLC		(493,165)	393,981
LMB84XBP7	INFRAESTRUCTURA ENERGETICA NOV		(36,713)	38,238
NA9QE0GH8	CDX. SP UL CMBX.NA.AAA_6	0.500% BPS 2063 MAY 11	—	—
NA9QE0GJ4	CDX._SP UL CMBX.NA.AAA_6	R 50BPS 2063 MAY 11	3,787	(3,029)
NA9QE0GP0	CDX. SP UL CMBX.NA.AAA_6	0.500% BPS 2063 MAY 11	—	—
NA9QE0GQ8	CDX._SP UL CMBX.NA.AAA_6	R 50BPS 2063 MAY 11	3,954	(3,123)

Retirement Plan of Marathon Oil Company
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NA9QE0KY6	CDX. SP UL CMBX.NA.AAA_6	0.500% BPS 2063 MAY 11	—	—
NA9QE0KZ3	CDX._SP UL CMBX.NA.AAA_6	R 50BPS 2063 MAY 11	3,949	(3,123)
NA9QE1MR7	CCP_CDX. SP UL CDX.NA.IG.26_V1	REC 100BPS 2021 JUN 20	(102,308)	92,965
NA9QE1MS5	CCP_CDX._SP UL CDX.NA.IG.26_V1	REC 100BPS 2021 JUN 20	—	—
NA9QE2PW1	CCP_IRS. R USD-LIBOR-BBA 3M CM	PAY 1.60% 2026 JUN 15	—	—
NA9QE2PX9	CCP_IRS._R USD-LIBOR-BBA 3M CM	PAY 1.60% 2026 JUN 15	—	(31,328)
NA9QE3469	CCP_CDX. BP UL CDX.NA.IG.26_V1	PAY 100BPS 2021 JUN 20	—	—
NA9QE3477	CCP_CDX._BP UL CDX.NA.IG.26_V1	PAY 100BPS 2021 JUN 20	49,352	(62,841)
NA9QE6EE4	CCP_CDX. SP UL CDX.NA.IG.26_V1	REC 100BPS 2021 JUN 20	(81,181)	53,659
NA9QE6EF1	CCP_CDX._SP UL CDX.NA.IG.26_V1	REC 100BPS 2021 JUN 20	—	—
NA9QE6EL8	CCP_CDX. BP UL CDX.NA.IG.26_V1	PAY 100BPS 2021 JUN 20	—	—
NA9QE6EM6	CCP_CDX._BP UL CDX.NA.IG.26_V1	PAY 100BPS 2021 JUN 20	178,831	(233,753)
NA9QE9MQ2	CCP_ZCS. R USD FEDL01 1D CME	PAY 0.51% 2017 AUG 09	—	2,762
NA9QE9MR0	CCP_ZCS._R USD FEDL01 1D CME	PAY 0.51% 2017 AUG 09	—	—
NA9QEPS64	CDX_SP UL CMBX.NA.AAA.8_1	R 50BPS 2057 OCT 17	7,236	(11,524)
NA9QEXU07	CDX. SP UL CMBX.NA.AAA_6	R 50BPS 2063 MAY 11	—	—
NA9QEXU15	CDX._SP UL CMBX.NA.AAA_6	R 50BPS 2063 MAY 11	2,279	(1,325)
NA9QEZAV6	CDX. SP UL CMBX.NA.AAA_6	0.500% BPS 2063 MAY 11	—	—
NA9QEZAW4	CDX._SP UL CMBX.NA.AAA_6	R 50BPS 2063 MAY 11	5,409	(2,745)
NA9QEZJT2	CDX_SP UL CMBX.NA.AAA_6	R 50BPS 2063 MAY 11	4,065	(2,221)
NA9QEZKR4	CDX_SP UL CMBX.NA.AAA_6	R 50BPS 2063 MAY 11	4,742	(2,592)
NA9QEZKU7	CDX. SP UL CMBX.NA.AAA_6	0.500% BPS 2063 MAY 11	—	—
NA9QEZKV5	CDX._SP UL CMBX.NA.AAA_6	R 50BPS 2063 MAY 11	2,707	(1,514)
NA9QEZQD9	CDX_SP UL CMBX.NA.AAA_6	R 50BPS 2063 MAY 11	3,018	(1,666)
NA9QEZQE7	CDX_SP UL CMBX.NA.AAA_6	R 50BPS 2063 MAY 11	4,735	(2,592)
NA9QFBFF8	CCP_IRS. R USD-LIBOR-BBA 3M CM	PAY 1.52% 2026 SEP 13	—	—
NA9QFBFG6	CCP_IRS._R USD-LIBOR-BBA 3M CM	PAY 1.52% 2026 SEP 13	—	(10,058)
NAB8T2WV6	TURKEY GOVERNMENT INTERNATIONA	4.875% 04/16/2043	(188,200)	194,000
NABYZ7LF8	SINOPEC GROUP OVERSEAS DE 144A	3.500% 05/03/2026	(198,332)	208,350

Schedule SB Attachment (Form 5500)—2016 Plan Year
Retirement Plan of Marathon Oil Company
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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	$ 11,184,159	January 1, 2010	1	$ 11,184,159
Shortfall	$ 19,243,562	January 1, 2011	2	$ 9,830,285
Shortfall	$ (2,750,099)	January 1, 2012	3	$ (956,710)
Shortfall	$ (19,274,900)	January 1, 2013	4	$ (5,136,416)
Shortfall	$ 23,335,322	January 1, 2014	5	$ 5,080,175
Shortfall	$ (17,818,312)	January 1, 2015	6	$ (3,334,360)
Shortfall	$ 26,955,119	January 1, 2016	7	$ 4,453,617