

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 2019 This Form is Open to Public Inspection
---	--	---

Part I	Annual Report Identification Information
For calendar plan year 2019 or fiscal plan year beginning <u>01/01/2019</u> and ending <u>04/30/2019</u>	
A	This return/report is for: ☐ a multiemployer plan ☒ a single-employer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☐ a DFE (specify) ____
B	This return/report is: ☐ the first return/report ☐ an amended return/report ☒ the final 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 ☐ special extension (enter description) ☐ automatic extension ☐ the DFVC program

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>ANDEAVOR RETAIL 401(K) PLAN</u> 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) <u>ANDEAVOR LLC</u> <u>539 SOUTH MAIN STREET</u> <u>FINDLAY, OH 45840</u>	1b Three-digit plan number (PN) ▶ <u>006</u> 1c Effective date of plan <u>01/01/2018</u> 2b Employer Identification Number (EIN) <u>38-4084986</u> 2c Plan Sponsor's telephone number <u>419-422-2121</u> 2d Business code (see instructions) <u>324110</u>		

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	02/17/2020	STEPHEN A. NELSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.		
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Filed with authorized/valid electronic signature.		
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2019)
v. 190130

3a Plan administrator's name and address ☐ Same as Plan Sponsor STEPHEN A. NELSON C/O MARATHON PETROLEUM COMPANY LP 539 SOUTH MAIN STREET FINDLAY, OH 45840	3b Administrator's EIN 47-5024252 3c Administrator's telephone number 419-422-2121
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 8663
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 6626 6a(2) 0 6b 0 6c 0 6d 0 6e 0 6f 0 6g 0 6h 0
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: 2E 2F 2G 2J 2K 2S 2T b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
---	---

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ 0 **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2019 Form M-1 annual report. If the plan was not required to file the 2019 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 C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2019
		This Form is Open to Public Inspection.

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 04/30/2019		
A Name of plan ANDEAVOR RETAIL 401(K) PLAN	B Three-digit plan number (PN) ▶	006
C Plan sponsor's name as shown on line 2a of Form 5500 ANDEAVOR LLC	D Employer Identification Number (EIN) 38-4084986	

Part I	Service Provider Information (see instructions)
--------	---

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FID INV INSTL OPS CO
04-2647786

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

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

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

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

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

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

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

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

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

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

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

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

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

FID INV INSTL OPS CO

04-2647786

(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?
37 50 60 64 65	NONE	229060	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

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)

(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 ☐

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury 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 2019 This Form is Open to Public Inspection
For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 04/30/2019		
A Name of plan ANDEAVOR RETAIL 401(K) PLAN	B Three-digit plan number (PN) ►	006
C Plan sponsor's name as shown on line 2a of Form 5500 ANDEAVOR LLC	D Employer Identification Number (EIN) 38-4084986	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a Total noninterest-bearing cash	1a			
b Receivables (less allowance for doubtful accounts):				
(1) Employer contributions.....	1b(1)	5207771		0
(2) Participant contributions.....	1b(2)			
(3) Other.....	1b(3)			
c General investments:				
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)			
(2) U.S. Government securities	1c(2)			
(3) Corporate debt instruments (other than employer securities):				
(A) Preferred	1c(3)(A)			
(B) All other.....	1c(3)(B)			
(4) Corporate stocks (other than employer securities):				
(A) Preferred	1c(4)(A)			
(B) Common.....	1c(4)(B)			
(5) Partnership/joint venture interests	1c(5)			
(6) Real estate (other than employer real property).....	1c(6)			
(7) Loans (other than to participants)	1c(7)			
(8) Participant loans.....	1c(8)	1046600		0
(9) Value of interest in common/collective trusts	1c(9)			
(10) Value of interest in pooled separate accounts	1c(10)			
(11) Value of interest in master trust investment accounts	1c(11)	20826010		0
(12) Value of interest in 103-12 investment entities.....	1c(12)			
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)			
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)			
(15) Other.....	1c(15)			

		(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	27080381 0
Liabilities			
g	Benefit claims payable	1g	
h	Operating payables	1h	
i	Acquisition indebtedness	1i	
j	Other liabilities	1j	
k	Total liabilities (add all amounts in lines 1g through 1j)	1k	0 0
Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	27080381 0

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.

		(a) Amount	(b) Total
a	Contributions:		
(1)	Received or receivable in cash from: (A) Employers	2a(1)(A)	
	(B) Participants	2a(1)(B)	30019
	(C) Others (including rollovers)	2a(1)(C)	28472
(2)	Noncash contributions	2a(2)	
(3)	Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)	58491
b	Earnings on investments:		
(1)	Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	
	(B) U.S. Government securities	2b(1)(B)	
	(C) Corporate debt instruments	2b(1)(C)	
	(D) Loans (other than to participants)	2b(1)(D)	
	(E) Participant loans	2b(1)(E)	17479
	(F) Other	2b(1)(F)	
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	17479
(2)	Dividends: (A) Preferred stock	2b(2)(A)	
	(B) Common stock	2b(2)(B)	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	0
(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)	
	(B) Other	2b(5)(B)	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)	0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		2873971
(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)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		2949941

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	927453	
(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)		927453
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		960
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	1054	
(4) Other	2i(4)	226676	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		227730
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1156143

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1793798
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		28874179

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) ☐ Unmodified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: MCCONNELL & JONES LLP

(2) EIN: 76-0488832

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c		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.)		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		15000000
4e	X		15000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		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?		X	
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?		X	
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.)		X	
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.)		X	
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?	X		
4k	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
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			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☒ Yes ☐ No
 If "Yes," enter the amount of any plan assets that reverted to the employer this year 0.

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)
MARATHON PETROLEUM THRIFT PLAN	31-1537655	010

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. (See instructions.)

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 2019 This Form is Open to Public Inspection.
---	---	--

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 04/30/2019

A Name of plan <u>ANDEAVOR RETAIL 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>006</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ANDEAVOR LLC</u>	D Employer Identification Number (EIN) <u>38-4084986</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

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

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

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

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

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2019
v. 190130

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: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____% 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): _____
20	PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20. a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box: ☐ Yes. ☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date. ☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date. ☐ No. Other. Provide explanation _____

Andeavor Retail 401(k) Plan

Financial Statements with Independent Auditors' Report

As of April 30, 2019 and December 31, 2018 and for the Period Ended April 30, 2019

Andeavor Retail 401(k) Plan

	Page
Independent Auditors' Report	3
Statements of Net Assets Available for Benefits as of April 30, 2019 and December 31, 2018	5
Statement of Changes in Net Assets Available for Benefits for the Period Ended April 30, 2019	6
Notes to Financial Statements	7
Note 1 - Description of the Plan	7
Note 2 - Summary of Significant Accounting Policies	9
Note 3 - Interest in Andeavor Savings Plan Trust	9
Note 4 - Fair Value Measurements	11
Note 5 - Federal Income Tax Status	12
Note 6 - Risks and Uncertainties	12



Independent Auditors' Report

To the Plan Administrator and Plan Participants of
the Andeavor Retail 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Andeavor Retail 401(k) Plan (the "Plan"), which comprise the Statements of Net Assets Available for Benefits as of April 30, 2019 and December 31, 2018, and the related Statement of Changes in Net Assets Available for Benefits for the period January 1, 2019 through April 30, 2019, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America ("US GAAS"). Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), Plan management instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information, which was certified by Fidelity Management Trust Company, the trustee of the Plan ("Trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by Plan management that the Trustee held the Plan's investment assets and executed investment transactions. Plan management has obtained a certification from the Trustee as of April 30, 2019 and December 31, 2018 and for the period January 1, 2019 through April 30, 2019, that the information provided to Plan management by the Trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.



Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements other than that derived from the information certified by the Trustee, has been audited by us in accordance with US GAAS and, in our opinion, is presented in compliance with DOL Rules and Regulations for Reporting and Disclosure under ERISA.

McConnell & Jones LLP

Houston, Texas
January 13, 2020

Andeavor Retail 401(k) Plan
Statements of Net Assets Available for Benefits

	April 30, 2019	December 31, 2018
Assets		
Investments in Andeavor Savings Plan Trust	\$ —	\$ 20,826,010
Total Investments	—	20,826,010
Receivables:		
Employer contributions	—	5,207,771
Notes receivable from participants	—	1,046,600
Total Receivables	—	6,254,371
Total Assets	—	27,080,381
Net Assets Available for Benefits	\$ —	\$ 27,080,381

See the accompanying notes, which are an integral part of these financial statements.

Andeavor Retail 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
For the Period January 1, 2019 Through April 30, 2019

Additions

Contributions:

Participants	\$	30,019
Participant rollover		28,472
Total Contributions		58,491

Net gain from investment in the Andeavor Savings Plan Trust	2,873,971
Interest income on notes receivable from participants	17,479
Total Additions	2,949,941

Deductions

Benefit payments	928,413
Transfers to Marathon Petroleum Thrift Plan	28,874,179
Administrative expenses	227,730
Total Deductions	30,030,322

Net decrease in net assets available for benefits	(27,080,381)
---	--------------

Net assets available for benefits

Beginning of period	27,080,381
End of period	\$ —

See the accompanying notes, which are an integral part of these financial statements.

Note 1 - Description of the Plan

The accompanying financial statements are for the Andeavor Retail 401(k) Plan (the "Plan"), a defined contribution retirement plan that was sponsored by Andeavor LLC prior to the Plan's merger into the Marathon Petroleum Thrift Plan (the "MPC Plan") on April 30, 2019 (the "Plan Merger").

The following description provides only general information about the Plan. Prior to the Plan Merger, the Plan was subject to, and complied with, the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and was also subject to and complied with and was tax-qualified under section 401(a) or the Internal Revenue Code of 1986, as amended (the "Code").

Andeavor LLC is the successor by merger to Andeavor, which was the Plan's sponsor until October 1, 2018, the date of Andeavor's acquisition by Marathon Petroleum Corporation ("MPC"). As used in these financial statements, the term "Andeavor" or "the Company" means Andeavor and, for periods on and after October 1, 2018, Andeavor LLC.

On December 19, 2017, the Company amended its trust agreement with Fidelity Management Trust Company ("Fidelity" or the "Trustee") effective January 1, 2018. The amendment established the Andeavor Savings Plan Trust (the "Master Trust"), a master trust containing the Plan and the Andeavor 401(k) Plan.

The Plan was originally adopted effective as of January 1, 2018 for Company retail store employees, hourly production bakery employees and bakery drivers, including employees whose positions were covered by a collective bargaining agreement where Plan participation was included in the agreement.

The purpose of the Plan was to encourage employees to save and invest a portion of their eligible compensation, as defined in the Plan, so as to have an additional source of income upon their retirement or disability, or for their family in the event of their death. Benefits provided by the Plan were in addition to benefits that participants were entitled to receive under any other programs of the Company and under the Social Security Act. The investments in the Plan were held by Fidelity. Fidelity was responsible for holding, investing and accounting for the assets of the Plan and maintaining separate accounts for all participants of the Plan. The Plan was administered by Fiona Laird, the Chief Human Resources Officer of MPC.

The MPC Plan, is a defined contribution retirement plan sponsored by Marathon Petroleum Company LP, a wholly-owned subsidiary of MPC. The MPC Plan is subject to ERISA and is also subject to the Code and is tax-qualified under section 401(a) of the Code.

Plan Freeze

The Plan was frozen with respect to participant and Company contributions and the entry of new participants effective December 31, 2018 (the "Plan Freeze"). However, rollover contributions were still permitted. During the period from January 1, 2019 to April 30, 2019 (the "Period"), \$28,472 were rolled into the Plan. Further, immaterial contributions related to the final pay period of 2018 were received by the Master Trust and recognized during 2019 of \$30,019.

Plan Merger

The Plan Merger was effective on April 30, 2019 and at such time all balances and outstanding participant loans of the Plan were legally transferred to the MPC Plan. The MPC Plan held the investment in the Master Trust until May 7, 2019 when the investments were transferred into the other investment options offered by the MPC Plan. All outstanding participant loans were also transferred into the MPC Plan.

Participant Contributions

Prior to the Plan Freeze, participants were permitted to contribute up to 50% of their eligible pay each payroll period on a pre-tax or Roth 401(k) contribution option ("Roth") basis or any combination thereof not to exceed 50% of their eligible pay. The total combined pre-tax and Roth contribution amounts could not exceed \$18,500, the annual limit under the Code for 2018. Employees age 50 and over were permitted to contribute up to \$6,000 in additional pre-tax and/or Roth catch-up contributions, the annual limit under the Code for 2018. If after 30 days, a participant had not made an election to contribute a percentage of pay, including an election to contribute 0%, the participant was deemed to have elected to contribute 3% of eligible pay on a pre-tax basis under the Plan's automatic enrollment feature. Additionally, under that feature, the Plan provided for the automatic increase of a participant's contribution percentage, including a deemed election contribution, by 1% each Plan year (which was the calendar year), up to 6% of eligible pay. The Plan was required to return contributions received during the 2018 Plan year in excess of the Code or Plan limits. There were no refunds of employee contributions in excess of Code or Plan limits for the Plan's year ended December 31, 2018.

Contributions were made to the Plan by the Company on behalf of each eligible employee based upon their elected pay deferral through payroll deductions. Individual accounts were maintained for each of the Plan's participants. Each participant's account was credited with the participant's contributions and the Company's contributions and, prior to the Plan Merger, was adjusted for earnings, losses and withdrawals. Allocations were based on participant earnings or account balances, as defined. Participants were permitted to elect a Roth 401(k) contribution option, allowing participants to make contributions on an after-tax basis. Under

the Roth 401(k) option, accumulated investment earnings on contributions were tax-free to the participant on qualified distributions. Prior to the Plan Merger, amounts held in participants' Plan accounts were invested at each participant's direction, in one or more of the investment options offered under the Plan.

Employer Contributions

Prior to the Plan Freeze, the Plan allowed for an annual non-elective Company contribution to the Plan. This contribution was calculated as 5% of each eligible employee's eligible pay for the Plan year. All employees eligible for the Plan who were employed on December 31st of the Plan year were eligible to receive an allocation of the contribution, even if they were not otherwise contributing to the Plan. Participants who terminated employment as a result of disability or death were also eligible for the Company contribution. The Company contribution was invested in one or more of the investment options in the same manner as described above for participant contributions. If a participant did not make an investment election, the default allocation of the contribution was contributed to the participant's age appropriate target date fund. A Company contribution for the 2018 Plan year in the amount of \$5,207,771 was contributed by the Company into the Plan's trust in 2019 and was reflected as an employer contribution receivable on the Statements of Net Assets Available for Benefits as of December 31, 2018.

Vesting

Participants were fully vested at all times in their participant contributions. Company non-elective contributions and any related earnings were 100% vested after three years of service. Upon voluntary termination of employment prior to normal retirement for reasons other than disability or death, a participant was entitled to the total of his or her participant contributions to the Plan and the vested portion of the Company contributions made to the participant's Plan account. Participants fully vested in all portions of their Plan account upon termination of employment on account of death or disability. Generally, vesting service began on the employee's employment commencement date and ended upon the employee's termination of employment with the Company and its affiliates.

Forfeitures

Upon termination of employment, a participant's nonvested account monies were permitted to be used to reduce future employer contributions or to pay reasonable Plan administrative expenses. At December 31, 2018, the forfeitures balance was \$25,707. This balance included forfeited nonvested amounts, as well as uncashed stale-dated check amounts. Plan administrative expenses paid with forfeiture monies totaled \$42,504 during the Period.

Investment Options

Prior to the Plan Merger, participants were permitted to elect to invest the amount allocated to their Plan accounts in certain investment options offered under the Plan. Participants were permitted to change the percentage of eligible pay they contributed to their Plan accounts and the investment direction of their contributions and any company contributions made to their Plan accounts. The Plan's investment menu was comprised of target date funds, actively managed funds and index funds.

Loans

Prior to the Plan Merger, a participant generally could borrow up to the lesser of \$50,000 or one half of their vested account balance from the Plan with a minimum loan amount of \$1,000. Such loans were secured by the participant's vested account balance and bear interest at the prime rate plus 1%. The Plan allowed for new loans with original terms of six months to five years. A participant could not have more than one loan outstanding at any time. Upon termination of employment, the loan repayment could continue at the election of the participant. If loan repayments were in default, the unpaid loan balance would be treated as a distribution to the participant. As explained above, all loans were legally transferred to the MPC Plan on April 30, 2019.

Payment of Benefits

Prior to the Plan Merger, upon termination of employment, involuntary layoff, retirement, disability or death, a participant or a participant's beneficiary was provided the opportunity to request a distribution from the Plan. The Plan permitted hardship withdrawals from amounts constituting the employee contributions, but imposed a six-month suspension of further employee contributions to their accounts following such a withdrawal, provided, however, that the six-month suspension period was effectively ended on December 31, 2018, on account of the Plan Freeze.

Administrative Expenses

Prior to the Plan Merger, the Plan allowed for the payment of administrative expenses by either the Plan, the Company or participants. Until July 1, 2018, forfeited nonvested accounts and revenue sharing credits were used to pay Plan administrative fees for active employees. Any additional fees were paid by the Company, except for those relating to participant loans, withdrawals or accounts of terminated employees. Effective July 1, 2018, administrative fees were paid by participants to the extent they were not otherwise offset by the receipt of revenue sharing (for those funds that provide revenue sharing).

Revenue Sharing

Prior to the Plan Merger, under the Plan, certain funds offered revenue sharing. During the Period, no revenue sharing credits were used to pay Plan administrative expenses.

Plan Termination

The Company had the right under the Plan to discontinue its contributions at any time, which event occurred effective December 31, 2018 on account of the Plan Freeze, and to terminate the Plan subject to the provisions set forth in ERISA and the Code. In the event that the Plan had been terminated, participants would have become 100% vested in their accounts.

New Accounting Pronouncements

In July 2018, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2018-09, Codification Improvements, which provides various minor codification updates and improvements to address comments that the FASB had received regarding unclear or vague accounting guidance. The standard is effective for fiscal years beginning after December 15, 2018, including interim reporting periods within that fiscal year. This standard has no impact on the Plan's financial statements or disclosures.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the Plan's management to make estimates that affect the amounts reported in the financial statements and accompanying notes and supplemental schedules. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments in the Master Trust held at Fidelity and plan investments are reported at fair value. Fair value, as defined by FASB Accounting Standards Codification Topic 820, Fair Value Measurements and Disclosures, 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 an accrual basis. Dividends are recorded on the ex-dividend date. The net investment gain or loss includes the Master Trust's gains and losses on investments that were bought, sold and held during the year.

Payments of Benefits

As of April 30, 2019, there were no participant initiated withdrawals from the Plan that had not been distributed. Benefit payments are recorded when paid. As a result of the Plan Merger, any participant initiated withdrawals after April 30, 2019 were the responsibility of the MPC Plan.

Subsequent Events

We have evaluated subsequent events through January 13, 2020, the date the financial statements were available to be issued.

Notes Receivable from Participants

Notes receivable from participants represented participant loans that were recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants was recorded when it was earned. Related fees were recorded as administrative expenses when incurred. All notes receivables were transferred in connection with the Plan Merger as of April 30, 2019 along with any related allowance for credit losses that may have been recorded. No allowance for credit losses has been recorded as of December 31, 2018. If a participant ceased making loan repayments, and the Plan administrator deemed the participant loan to be a distribution, the participant loan balance was reduced and a benefit payment was recorded.

Note 3 - Interest in Andeavor Savings Plan Trust

The Plan's assets were held in the Master Trust. The purpose of the Master Trust was the collective investment of assets of the participating plans. Each participating plan's interest in the Master Trust was based on account balances of the participants and their elected investment fund options. The Master Trust assets were allocated between the participating plans by assigning to each plan those transactions (primarily contributions, benefit payments, and plan-specific expenses) that could be specifically identified, and by allocating investment income and administrative expenses to the individual plans on a daily basis based on each participant's account balance within each investment fund option.

Notes to Financial Statements

Percentage Interests in the Net Assets of the Master Trust

Plan Name	December 31, 2018
Andeavor Retail 401(k) Plan	1.21%
Andeavor 401(k) Plan	98.79%
	100.00%

Percentage Interest in Investment Fund Options Within the Master Trust

Investment Type / Fund Name	December 31, 2018	Andeavor Retail 401(k) Plan	Andeavor 401(k) Plan
Common Stock			
Marathon Stock Fund	\$ 213,083,447	—%	100.00%
Mutual Funds			
Equities			
Fidelity 500 Index Institutional	167,425,716	0.47%	99.53%
Fidelity Contrafund K	173,721,557	0.20%	99.80%
Fidelity Extd Mkt Idx	49,018,737	0.23%	99.77%
Fidelity International Index Institutional	34,239,910	0.25%	99.75%
Fidelity Puritan K	65,305,610	—%	100.00%
Westwood SMidCap Institutional	48,251,862	0.74%	99.26%
William Blair SMid Cap Growth I	74,359,294	0.26%	99.74%
Lifecycle Funds			
Fidelity Freedom Index Income IPR	3,399,595	2.51%	97.49%
Fidelity Freedom Index 2005	1,362,256	3.46%	96.54%
Fidelity Freedom Index 2010	2,506,704	2.77%	97.23%
Fidelity Freedom Index 2015	11,775,982	4.02%	95.98%
Fidelity Freedom Index 2020	57,558,665	3.17%	96.83%
Fidelity Freedom Index 2025	78,826,944	3.36%	96.64%
Fidelity Freedom Index 2030	76,336,513	4.09%	95.91%
Fidelity Freedom Index 2035	74,764,586	2.84%	97.16%
Fidelity Freedom Index 2040	45,925,911	3.58%	96.42%
Fidelity Freedom Index 2045	53,518,959	3.07%	96.93%
Fidelity Freedom Index 2050	49,036,535	2.98%	97.02%
Fidelity Freedom Index 2055	16,537,058	6.45%	93.55%
Fidelity Freedom Index 2060	4,681,423	13.54%	86.46%
Fixed Income			
Vanguard Total Bond Market Index Institutional	47,587,463	0.21%	99.79%
PIMCO Total Return Institutional	73,967,699	0.60%	99.40%
Vanguard Federal Money Market Fund	138,046,392	0.48%	99.52%
Vanguard Inflation-Protected Securities Institutional Fund	13,474,062	0.67%	99.33%
Vanguard Short-Term Bond Index IS	6,724,357	—%	100.00%
Common/collective Trust Funds			
Fidelity Managed Income Portfolio II	2,812,770	12.00%	88.00%
Artisan International Growth Trust Fund	77,321,135	0.38%	99.62%
Boston Partners Large Cap Value Equity Fund	61,926,267	0.26%	99.74%
Total net assets available for benefits for participating plans	\$ 1,723,497,409		

Investment Income of the Plan in Master Trust for the Period

	Master Trust Total	Andeavor Retail 401(k) Plan	Andeavor 401(k) Plan
Net appreciation in fair value of investments	\$ 199,914,075	\$ 2,848,200	\$ 197,065,875
Interest and dividend income	8,319,647	25,771	8,293,876
Total Plan investment gain	\$ 208,233,722	\$ 2,873,971	\$ 205,359,751

Note 4 - Fair Value Measurements

Financial assets and financial liabilities were classified according to the fair value hierarchy. Financial assets and liabilities classified as level 1 instruments were valued based on quoted prices in active markets for identical assets and liabilities. Level 2 instruments were valued based on quoted prices for similar assets and liabilities in active markets, and inputs other than quoted prices that were observable for the asset or liability. Level 3 instruments were valued based on unobservable inputs that were supported by little or no market activity and that were significant to the fair value of the assets or liabilities. The level in the fair value hierarchy within which the fair value measurement was classified is determined based on the level of the input that was significant to the fair value measure in its entirety. The Plan did not have any financial assets or liabilities classified as level 2 or level 3 at December 31, 2018.

The Marathon Stock Fund value is based upon the underlying common stock closing price reported on the active market on which the security was traded and was categorized as level 1. Shares of mutual funds are valued using quoted market prices from national securities exchanges, which represent shares held by the Plan at year-end and are valued as level 1 fair value assets. The Plan's common/collective trust funds are measured at fair value, using Net Asset Value ("NAV") as a practical expedient, and have been excluded from the fair value hierarchy in accordance with ASU 2015-07. Due to the Plan Merger, there were no assets as of April 30, 2019 to measure.

Master Trust at Fair Value

	Assets at Fair Value as of December 31, 2018			
	Level 1	Level 2	Level 3	Total
Marathon Stock Fund	\$ 213,083,447	\$ —	\$ —	\$ 213,083,447
Mutual Funds	1,368,353,790	—	—	1,368,353,790
Master Trust Assets Measured at Fair Value	\$ 1,581,437,237	\$ —	\$ —	1,581,437,237
Common/collective Trust Funds Measured at NAV (1)				142,060,172
Total Master Trust Investments				\$ 1,723,497,409

(1) Common Collective Trust Funds

Common Collective Trust Name	Investment Objective	Types of Investments	Restrictions
Fidelity Managed Income Portfolio I	Deliver safety and stability by preserving principal and accumulating earnings	Benefit-Responsive Investment Contracts issued by insurance companies and other financial institutions, fixed income securities, and money market funds	No restrictions; however, the Plan was required to provide a one year redemption notice to liquidate its entire share in the funds, such notice was provided in February 2018 to permit a change in this investment option in February 2019, which was subsequently extended to May 1, 2019
Boston Partners Large Cap Value Equity Fund	Outperform its benchmark index, the Russell 1000 Value Index	Equity securities of U.S. and non-U.S. issuers, including, without limitation, American Depositary Receipts on non-U.S. issuers, that are denominated in U.S. dollars and trade in U.S. markets, including, without limitation, on U.S. exchanges or in the over-the-counter market	No restrictions; however, the Trustee reserved the right to require five business days advance written notice from the Plan for withdrawal
Artisan International Growth Trust Fund	Seek long-term capital growth	Publicly traded corporate equities, including common and preferred stocks, warrants, and depository receipts, of non-U.S. companies across a broad capitalization range	No restrictions; however, the Trustee reserved the right to require five business days advance written notice from the Plan for withdrawal

Note 5 - Federal Income Tax Status

The Plan received a favorable determination letter from the Internal Revenue Service ("IRS") on July 25, 2018, indicating that the Plan was tax qualified in form under section 401(a) of the Code. Although the Plan was amended after receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe the Plan, as amended, was designed and was operated in compliance with the applicable requirements of the Code and, therefore, believe that the Plan remained tax-qualified and that the Plan's related trust remained tax-exempt to the date of the Plan Merger.

U.S. GAAP requires management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position were recognized when the position was more likely than not, based on the technical merits, to be sustained upon examination by the IRS. Management analyzed the tax positions taken by the Plan and concluded that as of April 30, 2019 and December 31, 2018, there were no uncertain positions taken or expected to be taken. The Plan recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions for periods prior to the Plan Merger. As of April 30, 2019, there were no periods under audit by the IRS.

Note 6 - Risks and Uncertainties

Prior to the Plan Merger, the Plan provided for investments in various securities through investment funds offered to participants. Investment securities, in general, were exposed to various risks such as interest rate, credit, liquidity and overall market volatility risk.

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment 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**2019****This Form is Open to Public Inspection****Part I Annual Report Identification Information**

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 04/30/2019

- 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.)
☒ a single-employer plan ☐ a DFE (specify) _____
- B** This return/report is: ☐ the first return/report ☒ the final return/report
☐ an amended return/report ☒ a short plan year return/report (less than 12 months)
- C** If the plan is a collectively-bargained plan, check here. ▶ ☐
- D** Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program
☐ special extension (enter description) _____

Part II Basic Plan Information—enter all requested information

1a Name of plan Andeavor Retail 401(k) Plan	1b Three-digit plan number (PN) ▶ 006
	1c Effective date of plan 01/01/2018
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) Andeavor LLC 539 South Main Street Findlay OH 45840	2b Employer Identification Number (EIN) 38-4084986
	2c Plan Sponsor's telephone number 419-422-2121
	2d Business code (see instructions) 324110

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		2-17-2020	STEPHEN A. NELSON
	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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2019)
v. 190130

3a Plan administrator's name and address ☐ Same as Plan Sponsor STEPHEN A. NELSON C/O MARATHON PETROLEUM COMPANY LP 539 SOUTH MAIN STREET FINDLAY OH 45840	3b Administrator's EIN 47-5024252 3c Administrator's telephone number 419-422-2121
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 8,663
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) 6,626
a(2) Total number of active participants at the end of the plan year	6a(2) 0
b Retired or separated participants receiving benefits.....	6b 0
c Other retired or separated participants entitled to future benefits	6c 0
d Subtotal. Add lines 6a(2), 6b, and 6c.....	6d 0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 0
f Total. Add lines 6d and 6e.....	6f 0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 0
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 0
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: 2E 2F 2G 2J 2K 2S 2T	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information - Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2018 Form M-1 annual report. If the plan was not required to file the 2018 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 _____