

Marathon Petroleum Corp
Form 11-K
June 27, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File No. 001-35054

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:
MARATHON PETROLEUM THRIFT PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Marathon Petroleum Corporation

539 South Main Street

Findlay, Ohio 45840

Marathon Petroleum

Thrift Plan

Financial Statements and Supplemental Schedule

December 31, 2012 and 2011

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December 31, 2012 and 2011

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Participants and Administrator of

the Marathon Petroleum Thrift Plan

We have audited the accompanying statements of net assets available for benefits of the Marathon Petroleum Thrift Plan (the Plan) as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012. These financial statements are the responsibility of Plan management. 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 of the Public Company Accounting Oversight Board (United States). 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Plan management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the year ended December 31, 2012 in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended. This supplementary information is the responsibility of Plan management. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ McConnell & Jones LLP

Houston, Texas

June 24, 2013

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Thrift Plan

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

| | 2012 | 2011 |
|--|-------------------------|-------------------------|
| Assets | | |
| Investments, at fair value | \$ 1,579,622,395 | \$ 1,398,627,652 |
| Receivables: | | |
| Notes receivable from participants | 35,270,487 | 34,538,363 |
| Other | 3,060,273 | 1,025,205 |
| | 38,330,760 | 35,563,568 |
| Net Assets, at fair value | 1,617,953,155 | 1,434,191,220 |
| Adjustment from fair value to contract for fully benefit-responsive investment contracts | (13,051,407) | (15,335,861) |
| Net Assets Available for Benefits | \$ 1,604,901,748 | \$ 1,418,855,359 |

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Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2012

| | |
|---|--------------------|
| Additions: | |
| Additions to net assets attributed to: | |
| Investment income: | |
| Net appreciation in fair value of investments | \$ 156,680,999 |
| Interest | 7,901,239 |
| Dividends | 28,588,757 |
| | 193,170,995 |
| Interest income from notes receivable from participants | 1,147,609 |
| Contributions: | |
| Participants | 72,790,650 |
| Employer | 45,876,374 |
| Rollovers and direct plan transfers | 39,131,377 |
| | 157,798,401 |
| Total additions | 352,117,005 |
| Deductions: | |
| Deductions from net assets attributed to: | |
| Benefits paid to participants | 161,396,384 |
| Total deductions | 161,396,384 |
| Net Increase before Transfer out of Plan | 190,720,621 |
| Transfer out of the Plan | 4,674,232 |
| Net increase | 186,046,389 |
| Net assets available for benefits: | |
| Beginning of year | 1,418,855,359 |
| End of year | \$ 1,604,901,748 |

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Notes to Financial Statements

December 31, 2012 and 2011

1. Description of the Marathon Petroleum Thrift Plan

The following brief description of the Marathon Petroleum Thrift Plan (the Plan) provides only general information. Participants should refer to the Summary Plan Description or the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution thrift savings plan. The Plan covers substantially all regular and casual employees of (1) Marathon Petroleum Company LP (the Company), which is a wholly owned subsidiary of Marathon Petroleum Corporation and (2) employees participating in the Retirement Plan of the Company, (excluding employees of Speedway LLC, which is a separate wholly owned subsidiary of Marathon Petroleum Corporation). In order to participate in the Plan, employees must have one year of vesting service and be 21 years or older. An eligible employee may participate in the Plan by making contributions to the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

The Plan was created effective July 1, 2011 contingent upon the issuance of a favorable determination letter from the Internal Revenue Service as discussed in Note 10, as a spin-off of the Marathon Oil Company Thrift Plan. As a part of the spin-off agreement, the Marathon Oil Company Thrift Plan provided a transfer of assets to the Plan representing the account balances of the participants transferring to the Plan.

Contributions

Participants may elect to make contributions from 1 percent to a maximum of 18 percent of their gross pay consisting of after-tax contributions, or 1 percent to a maximum of 25 percent of their gross pay consisting of pre-tax contributions, Roth 401(k) contributions, or a combination of both. In addition, catch up contributions and Roth 401(k) catch-up contributions are allowed under the Plan, which allow for additional contributions for participants who have attained age 50 before the close of the Plan year as permitted under the Internal Revenue Code (the Code). An active participant may make any combination of after-tax, pre-tax, and Roth 401(k) payroll contributions provided that the participant does not exceed the maximums permitted under the Code or the limits set forth in the Plan document.

The contributions of highly compensated employees are subject to additional limitations pursuant to the provisions of Code Sections 401(k) and 401(m). Compensation of a participant taken into account under the Plan was limited to \$250,000 for 2012, as provided in Code Section 401(a)(17).

Participants may also make rollover contributions or direct-plan transfer contributions of qualified distributions from the qualified plans of the Company, its subsidiaries, its affiliates, and any other qualified plans or individual retirement accounts (IRA) upon specific authorization and subject to such terms and conditions as set forth by the Plan administrator.

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December 31, 2012 and 2011

To the extent that the Company has accumulated earnings and profits, the Company will match on a dollar for dollar basis each participant's after-tax, Roth 401(k), or pre-tax contributions to the Plan up to an aggregate of 7 percent of each participant's gross pay.

Valuation of Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contributions and (b) Plan earnings (losses) based on the participant's relative investment holdings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are fully and immediately vested in their contributions plus actual earnings thereon. Participants become fully vested in the Company contributions, plus actual earnings thereon, upon the earliest of the following: upon retirement under the Retirement Plan of the Company as then in effect; at death; after three years of service with the Company or a participating employer; upon attainment of age 65; or upon the termination or partial termination of the Plan.

Participant Loans

Participants may borrow from their fund accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. The loans are collateralized by the balance in the participant's account and bear interest rates that currently range from 3.25 percent to 9.50 percent, determined in accordance with Plan provisions. Principal and interest is paid ratably through payroll deductions for active employees and through coupon payments for participants not receiving pay and retirees.

Payment of Benefits

On termination of service, unless a participant elects otherwise or as required by the Code, a participant will receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. In general, the participant alternatively may elect to defer the commencement of benefits until a date no later than the April 1, immediately following the calendar year in which such participant attains age 70-1/2. In accordance with the provisions of the Code, mandatory distributions greater than \$1,000 require automatic rollover to an IRA for participants who fail to make an active election otherwise available under the Plan. A retired member or a spouse beneficiary member may withdraw, during any year, all or any portion of the remaining balance in his or her account subject to certain restrictions. An installment settlement option is available to retired participants, active participants (currently employed) who are at least age 70-1/2 and spouse beneficiary participants subject to certain requirements and restrictions.

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Notes to Financial Statements

December 31, 2012 and 2011

Forfeitures

Non-vested participants whose services with the Company have been terminated will forfeit their entire Company-matching contribution and earnings thereon when either of the following takes place: (1) they remove their participant contributions from the Plan, or (2) they do not regain employment within five years of termination. Company contributions and earnings thereon are eligible for reinstatement, should a member be rehired prior to the limitation indicated under the Plan. Total forfeitures of \$32,990 for the year ended December 31, 2012, were used to reduce employer matching contributions made to the Plan. As of December 31, 2012, forfeited non-vested accounts totaled \$13,341. There were no forfeited non-vested amounts as of December 31, 2011.

Transfer Out of the Plan

The transfer out of the Plan shown on the statement of changes in net assets available for benefits is related to the account balances of former employees of the Company included in the Minnesota refining division asset sale to Northern Tier Energy LP who made direct transfers out of the Plan.

Investment Options

Upon enrollment in the Plan, a participant may direct employee contributions in any of the funds which are made available through the Plan.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

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

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

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Notes to Financial Statements

December 31, 2012 and 2011

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

Payment of Benefits

Benefits are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants represent loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. No allowance for credit losses has been recorded. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the Plan document.

Administration of Plan Assets

All costs, expenses, and fees incurred in administering the Plan, to the extent not paid by the Company, are incurred by the participants. Fees or charges for investment management services are not paid by the Company but are borne by the participants electing such services. Any taxes applicable to the participants' account are charged or credited to the participants' account by Fidelity Management Trust Company (Fidelity or the Trustee).

The Stable Value Fund (the Fund) is managed by the Trustee pursuant to a trust agreement. Any fees charged by the Trustee are deducted from the interest earned by Plan members in the Fund. The total amount of fees charged for 2012 in connection with the Fund was \$783,252.

3. Accounting Standards Update

In May 2011, the Financial Accounting Standards Board (FASB) amended existing requirements for measuring fair value and for disclosing information about fair value measurements. This revised guidance results in a consistent definition of fair value, as well as common requirements for measurement and disclosure of fair value information between US GAAP and International Financial Reporting Standards (IFRS). In addition, the amendments set forth enhanced disclosure requirements with respect to recurring Level 3 measurements, nonfinancial assets measured or disclosed at fair value, transfers between levels in the fair value hierarchy, and assets and liabilities disclosed but not recorded at fair value. For the Plan, the revised fair value measurement guidance was effective for periods beginning after January 1, 2012. The adoption of the accounting standard does not impact the Plan's financial statements.

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December 31, 2012 and 2011

In October 2012, the FASB issued ASU 2012-04, Technical Corrections and Improvements (ASU 2012-04), which contains amendments that affect a number of topics, including technical corrections and improvements to the ASC and conforming amendments related to fair value measurements, which include clarifying the treatment of selling costs for plan investments in determining fair value of plan assets subject to ASC Topic 962, Plan Accounting - Defined Contribution Pension Plans. These amendments are effective for public entities for interim and annual reporting periods beginning after December 15, 2012 and are not expected to have a significant effect on the Plan's financial condition.

4. Fair Value Measurements

The FASB Accounting Standards codification (ASC) 820, Fair Value Measurement and Disclosures (ASC 820) 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 observable market-based inputs or unobservable inputs that are corroborated by market data, and are either directly or indirectly observable as of the measurements date;

Level 3 inputs are unobservable inputs that are not corroborated by market data and may be used with internally developed methodologies that result in management's best estimate of fair value. These inputs have the lowest priority.

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits, adjusted to contract value for benefit-responsive contracts. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. The following provides a description of the valuation techniques employed for each major Plan asset category at December 31, 2012 and 2011.

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December 31, 2012 and 2011

Common stock Investments in common stocks are valued using a market approach at the closing price reported in an active market and is therefore considered Level 1.

Mutual funds Investments in mutual funds including money market mutual funds are valued using a market approach at the net asset value (NAV) of shares held. The NAV is generally based on prices from a public exchange, which is normally the principal market on which a significant portion of the underlying investments are traded, and is considered Level 1.

Common Collective Trusts (CCTs) Investment in CCTs are valued using a market approach at the NAV of units held, but investment opportunities in such funds are limited to institutional investors on behalf of defined contribution plans. A significant portion of the underlying investments are mainly publicly traded. This investment is considered Level 2.

The majority of the CCTs are Pyramis Core Lifecycle (2000, 2005, 2010, 2015, 2020, 2025, 2030, 2035, 2040, 2045, 2050 and 2055) Commingled Pools. These pools seek active return until the pool's targeted retirement year. Thereafter, the pool's objective will be capital preservation. These pools invest in a diversified portfolio of equity, fixed income, and/or short-term products and may use futures, options, swaps, and exchange-traded funds to remain fully invested. Each pool's retirement date target allocation will be approximately 50 percent equity index, 40 percent fixed income index and 10 percent short term. There are no redemption restrictions on these CCTs.

The remaining CCT is the Fidelity US Equity Index Fund. The fund's objective is to seek a return that corresponds to the total return performance of common stock publicly traded in the United States. Under normal conditions, 90% of the fund will be invested in securities of companies which compose the S&P 500 Index. The remaining portion of the fund's assets may be in stock index futures and options and collective investment vehicles or shares of investment companies that are managed by the Trustee or its affiliates. There are currently no redemption restrictions on this CCT.

Synthetic Investment Contracts (SICS) A SIC is comprised of two components, an underlying asset and a wrapper contract. The wrapper contract guarantees the SICs value. The underlying assets which are primarily invested in benefit-responsive investment contracts issued by insurance companies and other approved financial institutions, and other short-term investments are determined based on the market values of the contracts' underlying securities plus any accrued income. Contract value represents contributions made to the fund, plus earnings, less withdrawals and transfers from the fund and administrative expenses. Wrap contracts are fair valued using a replacement cost methodology. This investment, with the exception of cash and equivalent investments, stated at cost which approximates fair value, is considered Level 2.

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Notes to Financial Statements

December 31, 2012 and 2011

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value:

| | Assets at Fair Value as of December 31, 2012 | | | |
|-----------------------------------|--|-----------------------|-----------|-------------------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Mutual funds: | | | | |
| Blend | \$ 288,704,604 | \$ | \$ | \$ 288,704,604 |
| Growth | 174,060,988 | | | 174,060,988 |
| International-Stock | 28,663,599 | | | 28,663,599 |
| Other* | 96,209,421 | | | 96,209,421 |
| Taxable Bond | 167,330,512 | | | 167,330,512 |
| Value | 38,808,045 | | | 38,808,045 |
| Money Market** | 27,448,009 | | | 27,448,009 |
| Common collective trusts | | 116,872,697 | | 116,872,697 |
| MPC Common stock | 100,551,194 | | | 100,551,194 |
| MOC Common Stock | 64,369,161 | | | 64,369,161 |
| Other - SICs | 26,623,305 | 449,980,860 | | 476,604,165 |
| Total assets at fair value | \$ 1,012,768,838 | \$ 566,853,557 | \$ | \$ 1,579,622,395 |

* Includes Brokerage Link investments

** Includes interest-bearing cash

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Notes to Financial Statements

December 31, 2012 and 2011

| | Assets at Fair Value as of December 31, 2011 | | | |
|-----------------------------------|--|-----------------------|-----------|-------------------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Mutual funds: | | | | |
| Blend | \$ 232,162,672 | \$ | \$ | \$ 232,162,672 |
| Growth | 158,521,000 | | | 158,521,000 |
| International-Stock | 30,174,084 | | | 30,174,084 |
| Other* | 91,402,736 | | | 91,402,736 |
| Taxable Bond | 119,149,222 | | | 119,149,222 |
| Value | 53,629,244 | | | 53,629,244 |
| Money Market** | 26,001,633 | | | 26,001,633 |
| Common collective trusts | | 96,144,394 | | 96,144,394 |
| MPC Common stock | 88,826,627 | | | 88,826,627 |
| MOC Common Stock | 87,669,543 | | | 87,669,543 |
| Other - SICs | 86,574,610 | 328,371,887 | | 414,946,497 |
| Total assets at fair value | \$ 974,111,371 | \$ 424,516,281 | \$ | \$ 1,398,627,652 |

* Includes Brokerage Link investments

** Includes interest-bearing cash

5. Investments

The following presents individual investments that represent 5 percent or more of the Plan's net assets available for benefits at December 31:

| | 2012 | 2011 |
|--|---------------|---------------|
| Interest-Bearing Cash-Fidelity Institutional Cash Portfolios | \$ 27,224,964 | \$ 85,038,543 |
| Natixis Financial Products Wrapper Contract 1706-01* | 98,686,129 | 97,904,386 |
| State Street Bank & Trust Company Boston 111013* | 98,701,052 | 97,912,200 |
| Chase Manhattan Bank Wrapper Contract MARAPETRO-7-11* | 133,613,725 | 132,555,302 |
| American General Life Wrapper Contract 1627813 * | 118,979,954 | |
| Fidelity Spartan 500 Index Institutional | 91,259,479 | 66,076,185 |
| Marathon Oil Corporation Common Stock | 64,369,161 | 87,669,543 |
| Marathon Petroleum Corporation Common Stock | 100,551,194 | 88,826,627 |

* SICs are investments included in the Fund comprised of underlying assets and wrapper contracts (used as liquidity guarantees).

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Notes to Financial Statements

December 31, 2012 and 2011

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$ 156,680,999 as follows:

| | |
|---------------------------|----------------|
| Mutual funds | \$ 75,993,240 |
| Common/ Collective Trusts | 12,781,311 |
| MOC Common stock | 3,911,666 |
| MPC Common stock | 63,994,782 |
| | \$ 156,680,999 |

6. Stable Value Fund

At December 31, 2012 and 2011 the Plan held SICs of \$436,929,453 and \$313,036,026, respectively, recorded at contract value. The remaining assets of \$26,623,305 and \$86,574,610 held by the Fund at December 31, 2012 and 2011, respectively, are invested in cash equivalents and stated at cost. Ordinarily, participants may direct the withdrawal or transfer of all or a portion of their investment in the fund at contract value.

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Notes to Financial Statements

December 31, 2012 and 2011

The following presents the fair value, adjustment to contract value, and the major credit rating of each individual wrap contract held within the Fund at December 31, 2012 and 2011:

| | Fair Value | Adjustment to Contract Value | S&P Credit Rating |
|--|----------------|---------------------------------|-------------------------|
| December 31, 2012 | | | |
| Natixis Financial Products Wrapper Contract 1706-01 | \$ 98,686,129 | \$ (2,862,328) | A |
| State Street Bank & Trust Boston Wrapper Contract 111013 | 98,701,052 | (2,862,761) | AA- |
| Chase Manhattan Bank Wrapper Contract MARAPETRO-7-11 | 133,613,725 | (3,875,381) | A+ |
| American General Life Wrapper Contract 1627813; 2.05% | 118,979,954 | (3,450,937) | A+ |
| | \$ 449,980,860 | \$ (13,051,407) | |
| December 31, 2011 | | | |
| Natixis Financial Products Wrapper Contract 1706-01 | \$ 97,904,386 | \$ (4,572,401) | A+ |
| State Street Bank & Trust Boston Wrapper Contract 111013 | 97,912,200 | (4,572,766) | AA- |
| Chase Manhattan Bank Wrapper Contract MARAPETRO-7-11 | 132,555,302 | (6,190,694) | A+ |
| | \$ 328,371,888 | \$ (15,335,861) | |

The Fund's average yield for 2012 was 1.87 percent. The Fund's crediting rate at December 31, 2012 was 1.90 percent. Wrap contracts use a crediting rate formula to convert market value changes in the underlying assets into income distributions in order to minimize the difference between the market value and contract value of the underlying assets over time. Using the crediting rate formula, an estimated future market value is calculated by compounding the current market value at the current yield to maturity for a period equal to the duration of the wrapped assets. The crediting rate may be affected by many factors, including purchases and redemptions by participants, but the precise impact depends on whether the market value of the underlying assets is higher or lower than the contract value of those assets. Crediting rates are typically reset, if needed, on a monthly basis. The wrap contracts provide a guarantee that the crediting rate will not fall below zero percent.

A wrap issuer may terminate a wrap contract at any time subject to the provisions of the contract agreement. In addition, wrap contracts limit the ability of the Fund to transact at contract value upon the occurrence of certain events (including but not limited to, the complete or partial

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termination of the Plan, group layoffs, early retirement programs or the Plan's failure to qualify under Section 401(a) or Section 401(k) of the Code). However, the Plan administrator believes the occurrence of these types of events is not probable at this time.

7. Reconciliation of Financial Statements to Form 5500

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

| | Period Ended December 31, 2012 | Period Ended December 31, 2011 |
|--|---|---|
| Net assets available per the financial statements | \$ 1,604,901,748 | \$ 1,418,855,359 |
| Adjustment from fair value to contract for fully benefit-responsive investment contracts | 13,051,407 | 15,335,861 |
| Net assets available for benefits per the Form 5500 | \$ 1,617,953,155 | \$ 1,434,191,220 |

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2012:

| | 2012 |
|--|-----------------------|
| Increase in net assets available for benefits per the financial statements | \$ 186,046,389 |
| Adjustment from fair value to contract value for benefit-responsive investment contracts | |
| Prior-year adjustment | (15,335,861) |
| Current year adjustment | 13,051,407 |
| Increase in net assets available for benefits per Form 5500 | \$ 183,761,935 |

8. Party-in-Interest Transactions

Transactions involving shares of Marathon Petroleum Corporation common stock are performed by the Trustee on the open market, unless otherwise directed by the Company, in which case, shares may be bought or sold directly from Marathon Petroleum Corporation. During 2012, all shares of Marathon Petroleum Corporation stock were purchased on the open market.

Certain Plan investments are shares of mutual funds managed by Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest.

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9. Plan Termination

Although it has not expressed any interest to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts

10. Tax Status

The Plan was established effective as of July 1, 2011 in connection with the spin-off of the Company's corporate parent, Marathon Petroleum Corporation, from its former parent company, Marathon Oil Corporation. The Plan was established as a mirror plan of the plan sponsored by Marathon Oil Corporation which covered the Company's employees prior to the spin-off. With respect to the prior plan from which the Plan was mirrored, the Internal Revenue Service (IRS) had determined by letter dated May 7, 2003, that the prior plan met the requirements of Code Section 401(a), and was therefore a qualified plan not subject to tax under present income tax law. The Plan has not yet received its own determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code and is therefore a tax qualified plan. The Plan has applied for the IRS determination letter and has received an acknowledgement of request letter dated February 19, 2013.

GAAP requires Plan management to evaluate uncertain tax positions taken by the Plan and to recognize a tax liability (or asset) when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012 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.

11. Risks and Uncertainties

The Plan provides for various investment options. These investments are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is possible that changes in the near or long term could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

Marathon Petroleum

Thrift Plan EIN 31-1537655, Plan Number 010

Form 5500, Schedule H, Line 4i Schedule of Assets (Held at End of Year)

Year Ended December 31, 2012

| (a) | (b) | (c) | (d) |
|--------------------------------|--|--|----------------|
| Identity of Issue, Borrower | | | Current |
| Lessor or Similar Party | | Description of Investment | Value |
| RTUN | * Marathon Petroleum Corporation | Marathon Common Stock - 1,596,051 shares | \$ 100,551,194 |
| RTUP | Marathon Oil Corporation | Marathon Common Stock - 2,099,451 shares | 64,369,161 |
| Investment Trust Shares | | | |
| 0009 | * Fidelity Select Consumer Staples | Investment Company - 6,994 shares | \$ 559,689 |
| 0015 | * Fidelity Ginnie Mae Fund | Investment Company - 15,236 shares | 178,876 |
| 0026 | * Fidelity Investment Grade Bond Fund | Investment Company - 38,042 shares | 304,337 |
| 0028 | * Fidelity Select Software | Investment Company - 2,628 shares | 216,261 |
| 0032 | * Fidelity Intermediate Bond Fund | Investment Company - 97,204 shares | 1,082,852 |
| 0038 | * Fidelity Capital & Income Fund | Investment Company - 140,540 shares | 1,335,133 |
| 0041 | * Fidelity Select Gold | Investment Company - 27,586 shares | 1,020,131 |
| 0042 | * Fidelity Select Biotechnology | Investment Company - 3,056 shares | 336,115 |
| 0043 | * Fidelity Select Energy Service | Investment Company - 10,834 shares | 722,613 |
| 0054 | * Fidelity Government Income Fund | Investment Company - 1,807,287 shares | 19,121,092 |
| 0055 | * Fidelity Cash Reserves | Investment Company - 486,293 shares | 486,293 |
| 0060 | * Fidelity Select Energy | Investment Company - 33,888 shares | 1,721,843 |
| 0062 | * Fidelity Select Leisure | Investment Company - 1,134 shares | 115,155 |
| 0063 | * Fidelity Select Healthcare | Investment Company - 5,911 shares | 792,367 |
| 0064 | * Fidelity Select Technology | Investment Company - 4,256 shares | 431,197 |
| 0066 | * Fidelity Select Financial Services | Investment Company - 3,071 shares | 189,662 |
| 0067 | * Fidelity Select Defense & Aerospace | Investment Company - 10,611 shares | 923,968 |
| 0068 | * Fidelity Select Brokerage | Investment Company - 2,101 shares | 105,343 |
| 0069 | * Fidelity Select Chemicals | Investment Company - 4,864 shares | 579,100 |
| 0301 | * Fidelity Europe | Investment Company - 2,478 shares | 77,398 |
| 0302 | * Fidelity Pacific Basin Fund | Investment Company - 5,703 shares | 142,348 |
| 0303 | * Fidelity Real Estate Investment | Investment Company - 44,566 shares | 1,432,352 |
| 0308 | * Fidelity Convertible Securities Fund | Investment Company - 18,856 shares | 488,558 |
| 0309 | * Fidelity Canada | Investment Company - 43,981 shares | 2,353,433 |
| 0314 | * Fidelity Asset Manager 50% | Investment Company - 106,284 shares | 1,748,377 |
| 0318 | * Fidelity Worldwide Fund | Investment Company - 8,836 shares | 179,810 |

Marathon Petroleum

Thrift Plan EIN 31-1537655, Plan Number 010

Form 5500, Schedule H, Line 4i Schedule of Assets (Held at End of Year)

Year Ended December 31, 2012

| (a) | (b) | (c) | (d) |
|-----------------------------|--|--|--------------|
| Identity of Issue, Borrower | | | Current |
| Lessor or Similar Party | | Description of Investment | Value |
| 0321 | * Fidelity Asset Manager 70% | Investment Company - 129,173 shares | \$ 2,239,865 |
| 0328 | * Fidelity Asset Manager 20% | Investment Company - 42,656 shares | 560,075 |
| 0331 | * Fidelity New Markets Income Fund | Investment Company - 63,178 shares | 1,124,577 |
| 0334 | * Fidelity Global Balanced Fund | Investment Company - 8,105 shares | 189,652 |
| 0336 | * Fidelity Stock Selector Small Cap | Investment Company - 13,922 shares | 279,834 |
| 0338 | * Fidelity Large Cap Stock Fund | Investment Company - 4,421 shares | 90,580 |
| 0340 | * Fidelity Small Cap Stock Fund | Investment Company - 37,137 shares | 671,803 |
| 0341 | * Fidelity Europe Capital Appreciation Fund | Investment Company - 3,374 shares | 64,166 |
| 0342 | * Fidelity Nordic Fund | Investment Company - 10,030 shares | 319,969 |
| 0349 | * Fidelity Latin America Fund | Investment Company - 46,632 shares | 2,159,513 |
| 0351 | * Fidelity Emerging Asia Fund | Investment Company - 64,941 shares | 1,274,589 |
| 0352 | * Fidelity China Region Fund | Investment Company - 46,259 shares | 1,418,305 |
| 0354 | * Fidelity Select Medical Equipment & Systems | Investment Company - 22,185 shares | 618,731 |
| 0355 | * Fidelity Four-In-One Index Fund | Investment Company - 4,118 shares | 120,279 |
| 0368 | * Fidelity Strategic Income Fund | Investment Company - 127,334 shares | 1,447,787 |
| 0452 | * Fidelity Intermediate Gov t Income Fund | Investment Company - 26,261 shares | 284,936 |
| 0455 | * Fidelity High Income Fund | Investment Company - 30,168 shares | 281,773 |
| 0500 | * Fidelity Fifty | Investment Company - 11,019 shares | 222,590 |
| 0505 | * Fidelity Select Medical Delivery | Investment Company - 4,181 shares | 239,867 |
| 0507 | * Fidelity Select Banking | Investment Company - 12,843 shares | 247,998 |
| 0509 | * Fidelity Select Materials | Investment Company - 3,328 shares | 237,602 |
| 0513 | * Fidelity Select Natural Gas | Investment Company - 31,495 shares | 971,616 |
| 0514 | * Fidelity Select Natural Resources | Investment Company - 22,724 shares | 732,834 |
| 0630 | * Fidelity Retirement Money Market | Investment Company - 560,842 shares | 560,842 |
| 0631 | * Fidelity Retirement Govt. Money Market | Investment Company - 19,165,309 shares | 19,165,309 |
| 0708 | * Fidelity Stock Selector Large Cap Value Fund | Investment Company - 16,326 shares | 191,343 |
| 0762 | * Fidelity Mid Cap Value Fund | Investment Company - 335,177 shares | 5,966,154 |
| 0782 | * Fidelity US Equity Index Fund | Investment Company - 5,174 shares | 268,588 |
| 0794 | * Fidelity Inflation-Protected Bond Fund | Investment Company - 11,112 shares | 148,454 |

Marathon Petroleum**Thrift Plan EIN 31-1537655, Plan Number 010****Form 5500, Schedule H, Line 4i Schedule of Assets (Held at End of Year)****Year Ended December 31, 2012**

| (a) | (b) | (c) | (d) |
|-----------------------------|---|---------------------------------------|------------|
| Identity of Issue, Borrower | | | Current |
| Lessor or Similar Party | | Description of Investment | Value |
| 0814 | * Fidelity Floating Rate High Income | Investment Company - 3,329 shares | \$ 33,026 |
| 0963 | * Fidelity Select Wireless | Investment Company - 38,877 shares | 322,288 |
| 1271 | * Fidelity Blue Chip Value | Investment Company - 9,370 shares | 101,568 |
| 1368 | * Fidelity International Real Estate Fund | Investment Company - 11,963 shares | 113,890 |
| 1388 | * Fidelity Small Cap Growth | Investment Company - 12,210 shares | 192,802 |
| 1520 | * Spartan Total Market Index Advtg | Investment Company - 32,644 shares | 1,345,904 |
| 1521 | * Spartan Extended Market Index Advtg | Investment Company - 1,080,840 shares | 43,136,340 |
| 1564 | Spartan Intermediate Treasury Bond Inx | | |
| | * Advtg | Investment Company - 13,555 shares | 154,261 |
| 2076 | * Fidelity Growth Strategies K | Investment Company - 10,617 shares | 221,150 |
| OF1P | PIMCO Total Return Institutional | Investment Company - 5,502,570 shares | 61,848,888 |
| OF4P | PIMCO Global Bond Unhedged | Investment Company - 2,962 shares | 29,681 |
| OF5P | PIMCO High Yield | Investment Company - 28,193 shares | 271,583 |
| 2077 | * Fidelity Balanced K | Investment Company - 1,355,344 shares | 27,337,278 |
| 2078 | * Fidelity Blue Chip Growth K | Investment Company - 145,791 shares | 7,156,866 |
| 2079 | * Fidelity Capital Appreciation K | Investment Company - 19,233 shares | 565,632 |
| 2080 | * Fidelity Contrafund K | Investment Company - 765,359 shares | 59,322,988 |
| 2082 | * Fidelity Diversified International K | Investment Company - 89,493 shares | 2,674,955 |
| 2083 | * Fidelity Dividend Grade K | Investment Company - 24,363 shares | 727,962 |
| 2084 | * Fidelity Emerging Markets K | Investment Company - 50,297 shares | 1,165,390 |
| 2085 | * Fidelity Equity Income K | Investment Company - 19,415 shares | 913,295 |
| 2086 | * Fidelity Equity Dividend Income K | Investment Company - 348,742 shares | 6,790,009 |
| 2087 | * Fidelity Export and Multinational K | Investment Company - 24,090 shares | 526,610 |
| 2088 | * Fidelity Fund K | Investment Company - 96,121 shares | 3,440,171 |
| 2089 | * Fidelity Growth & Income K | Investment Company - 243,791 shares | 5,178,116 |
| 2090 | * Fidelity Growth Company K | Investment Company - 590,428 shares | 55,075,091 |
| 2091 | * Fidelity Growth Discovery K | Investment Company - 18,236 shares | 283,928 |
| 2092 | * Fidelity Independence K | Investment Company - 18,498 shares | 479,471 |
| 2093 | * Fidelity International Discovery K | Investment Company - 308,636 shares | 10,178,810 |
| 2094 | * Fidelity Leveraged Company Stock K | Investment Company - 106,848 shares | 3,447,969 |

Marathon Petroleum**Thrift Plan EIN 31-1537655, Plan Number 010****Form 5500, Schedule H, Line 4i Schedule of Assets (Held at End of Year)****Year Ended December 31, 2012**

| (a) | (b) | (c) | (d) |
|------|--|---------------------------------------|------------------|
| | Identity of Issue, Borrower Lessor or Similar Party | Description of Investment | Current Value |
| 2095 | * Fidelity Low Priced Stock K | Investment Company - 1,188,920 shares | \$ 46,926,657 |
| 2096 | * Fidelity Magellan K | Investment Company - 115,064 shares | 8,420,350 |
| 2097 | * Fidelity Mid Cap Stock K | Investment Company - 62,112 shares | 1,822,998 |
| 2098 | * Fidelity OTC K | Investment Company - 7,590 shares | 463,163 |
| 2099 | * Fidelity Overseas K | Investment Company - 5,723 shares | 184,516 |
| 2100 | * Fidelity Puritan K | Investment Company - 18,156 shares | 352,226 |
| 2102 | * Fidelity Value K | Investment Company - 51,838 shares | 3,959,896 |
| 2103 | * Fidelity Value Discovery K | Investment Company - 30,090 shares | 489,261 |
| 2324 | * Spartan US Bond Index Advtg | Investment Company - 43,533 shares | 517,613 |
| 2327 | * Spartan 500 Index Institutional | Investment Company - 1,807,476 shares | 91,259,479 |
| 2362 | * Spartan International Index Inst | Investment Company - 2,103,095 shares | 72,094,112 |
| 3585 | * Pyramis Core Lifecycle 2055 Commingled | Investment Company - 50,184 shares | 532,949 |
| 5187 | * Pyramis Core Lifecycle 2000 Commingled | Investment Company - 241,535 shares | 2,683,457 |
| 5188 | * Pyramis Core Lifecycle 2005 Commingled | Investment Company - 98,994 shares | 1,109,724 |
| 5189 | * Pyramis Core Lifecycle 2010 Commingled | Investment Company - 360,107 shares | 4,152,033 |
| 5190 | * Pyramis Core Lifecycle 2015 Commingled | Investment Company - 981,452 shares | 11,149,297 |
| 5191 | * Pyramis Core Lifecycle 2020 Commingled | Investment Company - 2,068,315 shares | 22,544,633 |
| 5192 | * Pyramis Core Lifecycle 2025 Commingled | Investment Company - 1,653,637 shares | 18,024,639 |
| 5193 | * Pyramis Core Lifecycle 2030 Commingled | Investment Company - 1,570,849 shares | 16,273,998 |
| 5194 | * Pyramis Core Lifecycle 2035 Commingled | Investment Company - 1,076,600 shares | 11,110,515 |
| 5195 | * Pyramis Core Lifecycle 2040 Commingled | Investment Company - 1,160,555 shares | 11,768,028 |
| 5196 | * Pyramis Core Lifecycle 2045 Commingled | Investment Company - 883,594 shares | 8,959,644 |
| 5197 | * Pyramis Core Lifecycle 2050 Commingled | Investment Company - 831,182 shares | 8,295,192 |
| OF8F | Allianz NFJ Small-Cap Value | Investment Company - 29,559 shares | 884,982 |
| OFA2 | American Adv Large Cap Value Fund | Investment Company - 14,025 shares | 288,080 |
| OFAM | Morgan Stanley Emerging Markets | Investment Company - 12,580 shares | 326,317 |
| OFAT | Columbia Acorn International Z | Investment Company - 219,636 shares | 8,969,915 |
| OFDP | FPA Crescent Portfolio | Investment Company - 60,169 shares | 1,762,347 |
| OFDQ | Rice, Hall, James Micro Cap Portfolio | Investment Company - 9,224 shares | 180,051 |
| OFEI | Ariel Fund | Investment Company - 12,537 shares | 642,008 |

Marathon Petroleum**Thrift Plan EIN 31-1537655, Plan Number 010****Form 5500, Schedule H, Line 4i Schedule of Assets (Held at End of Year)****Year Ended December 31, 2012**

| (a) | (b) | (c) | (d) |
|------|--|---------------------------------------|------------------|
| | Identity of Issue, Borrower Lessor or Similar Party | Description of Investment | Current Value |
| OFEJ | Ariel Appreciation Fund | Investment Company - 16,623 shares | \$ 681,867 |
| OFJ7 | Janus Twenty Fund | Investment Company - 6,970 shares | 432,582 |
| OFMU | Mutual Shares | Investment Company - 30,162 shares | 678,035 |
| OFMW | Morgan Stanley Mid Cap Growth | Investment Company - 283,208 shares | 9,838,632 |
| OFU3 | USAA Income Fund | Investment Company - 8,367 shares | 112,707 |
| OFUV | Templeton Growth Advisor | Investment Company - 19,444 shares | 377,607 |
| OFZQ | Artisan International Fund | Investment Company - 12,086 shares | 297,191 |
| OKLZ | DFA Emerging Markets Value | Investment Company - 721,324 shares | 21,524,302 |
| OKOW | Royce Value Plus | Investment Company - 20,219 shares | 281,848 |
| OKTK | AIM Diversified Dividend | Investment Company - 56,640 shares | 762,936 |
| OKTL | American Beacon Balanced | Investment Company - 4,919 shares | 69,807 |
| OKTT | Templeton World Fund Adv | Investment Company - 24,569 shares | 385,985 |
| OKUU | Neuberger Berman Partners Inst | Investment Company - 9,254 shares | 261,138 |
| OLHV | Eaton Vance Large Cap Value | Investment Company - 305,816 shares | 5,978,709 |
| OLLF | Invesco Gbl Sm & Mid Cap Grth Inst | Investment Company - 9,425 shares | 171,055 |
| OMBS | PIMCO Real Return | Investment Company - 38,951 shares | 477,924 |
| OMJA | Managers Bond Fund | Investment Company - 23,942 shares | 668,697 |
| OMWG | The Oakmark Equity & Income Fund | Investment Company - 33,527 shares | 955,514 |
| OKWB | Wells Fargo Advantage Small Cap Value | Investment Company - 255,498 shares | 8,252,599 |
| OQFZ | Templeton Global Bond | Investment Company - 104,248 shares | 1,390,668 |
| OQFC | Vanguard Total Bond Market | Investment Company - 6,888,050 shares | 76,388,478 |
| OQNK | Vanguard Windsor Admiral | Investment Company - 145,885 shares | 7,431,369 |
| OQNZ | Neuberger Berman Genesis | Investment Company - 29,661 shares | 1,445,082 |
| OQSC | Artisan Mid Cap Value Fund | Investment Company - 8,197 shares | 170,416 |
| OQSD | Mutual Discovery | Investment Company - 37,336 shares | 1,069,308 |
| OQYK | Columbia Acorn Select Fund | Investment Company - 8,934 shares | 228,434 |
| OSCN | Calvert Social Investment Bond | Investment Company - 9,816 shares | 160,195 |
| OSEF | Templeton Foreign Advisor | Investment Company - 652,447 shares | 4,430,115 |

Marathon Petroleum

Thrift Plan EIN 31-1537655, Plan Number 010

Form 5500, Schedule H, Line 4i Schedule of Assets (Held at End of Year)

Year Ended December 31, 2012

| (a) | (b) Identity of Issue, Borrower Lessor or Similar Party | (c) Description of Investment | (d) Current Value |
|------|---|-------------------------------------|-------------------------|
| OSEX | Rainier Small Mid Cap Equity | Investment Company - 3,313 shares | \$ 123,706 |
| OSLV | CRM Mid Cap Value Institutional | Investment Company - 4,699 shares | 144,641 |
| OSMF | Kalmar Growth with Value Small Cap | Investment Company - 365,976 shares | 5,928,804 |
| OSXB | Templeton Developing Markets Trust | Investment Company - 8,130 shares | 191,302 |
| OUDS | Janus Worldwide I | Investment Company - 6,534 shares | 313,253 |
| OUEN | Baron Asset Inst | Investment Company - 6,906 shares | 341,416 |
| OUFG | Baron Growth Inst | Investment Company - 61,724 shares | 3,336,820 |
| OUKV | Janus Fund I | Investment Company - 75,508 shares | 2,406,455 |

Marathon Petroleum

Thrift Plan EIN 31-1537655, Plan Number 010

Form 5500, Schedule H, Line 4i Schedule of Assets (Held at End of Year)

Year Ended December 31, 2012

| (a) | (b) Identity of Issue, Borrower Lessor or Similar Party | (c) Description of Investment | (d) Current Value |
|---------------------------------------|---|---|-------------------------|
| Stable Value Contract Carriers | | | |
| | Natixis Financial Products | Actively Managed Global Wrap** | |
| | Wrapper Contract 1706-01; 2.12% | | |
| | Total Contract Value/Fair Market Value | | 98,686,129*** |
| | Chase Manhattan Bank | Actively Managed Global Wrap** | |
| | Wrapper Contract MARAPETRO-7-11; 2.16% | | |
| | Total Contract Value/Fair Market Value | | 133,613,725*** |
| | State Street Bank & Trust Company Boston | Actively Managed Global Wrap** | |
| | Wrapper Contract 111013; 2.11% | | |
| | Total Contract Value/Fair Market Value | | 98,701,052*** |
| | American General Life | Actively Managed Global Wrap** | |
| | Wrapper Contract 1627813; 2.05% | | |
| | Total Contract Value/Fair Market Value | | 118,979,954*** |
| * | | Interest-Bearing Cash-Fidelity Institutional Cash Portfolios; | |
| | Fidelity Management Trust Company Variable interest rate - 1.87% as of 12/31/12 | Money Market Portfolio; Class A Money Market Pool | 26,623,305 |
| | Brokerage Link | Self-Directed Brokerage Accounts | 52,460,342 |
| * | Fidelity Management Trust Company Interest rates range from 3.25%-9.50% due 1/1/13 - 12/31/2017 | Loans to Plan Participants | 35,270,487 |
| | Totals | | \$ 1,614,892,882 |

* Indicates party-in-interest.

** A SIC is comprised of two components, an underlying asset and a wrapper contract. The underlying assets are valued at representative quoted market prices. The wrapper contracts are valued by using replacement cost methodology. Contract value represents contributions made under the contract, plus earnings, less Plan withdrawals and administrative expenses. The wrapper contract guarantees the SIC contract value.

*** Pages 24 thru 34 list the fair value of each underlying investment of the SICs . Each SIC owns approximately a 25 percent interest in the total fair value of the Fund.

Marathon Petroleum**Thrift Plan EIN 31-1537655, Plan Number 010****Form 5500, Schedule H, Line 4i Schedule of Assets (Held at End of Year)****Year Ended December 31, 2012**

| (a) | (b) | (c) | (d) |
|-----|--|---|------------------|
| | Identity of Issue, Borrower Lessor or Similar Party | Description of Investment | Current Value |
| | (CASH) | Actively Managed Global Wrap Underlying Investments | \$ 4,856,888 |
| | ABB FIN USA INC 1.625% 5/08/17 | | 166,470 |
| | AT&T INC 2.95% 5/15/16 | | 445,070 |
| | ABBEY NATL 3.875 11/10/14 144A | | 881,417 |
| | ALLYA 2011-3 A3 0.97% 8/15 | | 486,441 |
| | ALLYA 2011-1 A3 1.45 1/15 | | 295,292 |
| | ALLYA 2011-2 A3 1.18% 4/15 | | 303,620 |
| | ALLYA 2011-5 A2 0.8% 6/14 | | 150,404 |
| | ALLYA 2012-1 A2 0.71% 9/14 | | 282,688 |
| | ALLYA 2012-2 A2 0.56% 10/14 | | 290,283 |
| | ALLYL 2012-SN1 A3 .57% 8/20/15 | | 600,349 |
| | AMER EXPRESS CR 3ML+85 6/24/14 | | 1,060,700 |
| | AMXCA 2012-2 A .68% 3/18 | | 2,238,081 |
| | AMER HONDA 2.5% 9/21/15 144A | | 439,813 |
| | AMERICAN HONDA 1.5% 9/17 144A | | 463,823 |
| | ANZ BK GRP 2.125% 1/10/14 144A | | 385,086 |
| | AUSTRALIA & NZ 1.875% 10/06/17 | | 473,489 |
| | BB&T CORP MTN B/E 3.2% 3/15/16 | | 445,508 |
| | BHP BILLITON F 1% 2/24/15 | | 434,675 |
| | BMWLT 2011-1 A3 1.06% 2/14 | | 316,524 |
| | BMWLT 2012-1 A3 .75% 2/20/15 | | 461,708 |
| | BANK AMER 4.5% 4/1/15 | | 193,879 |
| | BMONT Q 2.125% 6/28/13 | | 544,675 |
| | BANK OF NOVA SC 2.05% 10/07/15 | | 1,758,676 |
| | BK NOVA SCOTIA 1.375 12/18/17 | | 711,064 |
| | BARCLAYS BANK 2.375% 1/13/14 | | 1,061,886 |
| | BSCMS 05-T18 A4 4.933% 2/42 | | 682,995 |

Marathon Petroleum

Thrift Plan EIN 31-1537655, Plan Number 010

Form 5500, Schedule H, Line 4i Schedule of Assets (Held at End of Year)

Year Ended December 31, 2012

| (a) | (b) Identity of Issue, Borrower Lessor or Similar Party | (c) Description of Investment | (d) Current Value |
|-----|---|---|-------------------------|
| | BSCMS 05-PWR8 A4 4.674 6/41 | Actively Managed Global Wrap Underlying Investments | \$ 478,597 |
| | BRITISH COLMB PRO 1.2% 4/25/17 | | 2,695,371 |
| | BRIT COLMB PROV 2.1% 5/18/16 | | 1,359,466 |
| | COMM 2012-CR5 A1 0.673% 12/45 | | 350,196 |
| | COMM 2012-CR1 A1 1.116% 5/45 | | 163,403 |
| | COMM 2012-CR1 A2 2.35% 5/45 | | 358,386 |
| | CANADIAN IMP BK .9% 10/01/15 | | 390,513 |
| | CHAIT 2012-A3 A3 0 6/17 | | 1,912,900 |
| | CHAIT 2012-A5 A5 .59% 8/17 | | 2,202,902 |
| | CHAIT 2012-A8 A8 0.54% 10/17 | | 2,896,984 |
| | CHEVRON CORP NE 1.104% 12/5/17 | | 881,475 |
| | CITIGROUP 5.125 5/5/14 | | 163,460 |
| | CCCIT 2008-A5 A5 4.85% 4/15 | | 1,014,274 |
| | CCCIT 2009-A4 A4 4.9 6/16 | | 448,060 |
| | CCCIT 2012-A1 A1 0.55% 10/17 | | 1,290,645 |
| | CGCMT 2006-C5 A4 5.431 10/49 | | 437,704 |
| | COMM 2006-C8 A4 0 12/46 | | 668,907 |
| | CMONWLTH BK 3.5% 3/19/15 144A | | 440,697 |
| | COMMONWEALTH NY 1.95% 3/16/15 | | 673,784 |
| | COMMONWETH MTN2.9 9/17/14 144A | | 2,144,467 |
| | CORNELL UNIV 4.35% 2/1/14 | | 456,009 |
| | CSFB 2003-C4 A4 5.137 8/36 | | 330,285 |
| | CREDIT SUISSE NY 2.2% 1/14/14 | | 1,444,881 |
| | DBUBS 2011-LC3A A1 2.238 8/44 | | 97,311 |
| | DCENT 2012-A1 A1 0.81% 8/17 | | 947,465 |
| | DCENT 2012-A3 A 0.86% 11/15/17 | | 1,006,932 |
| | EXPORT DEV CANADA 1.5% 5/15/14 | | 280,122 |
| | FHLG 15YR 4.50% 8/18 #E98688 | | 374,581 |

Marathon Petroleum**Thrift Plan EIN 31-1537655, Plan Number 010****Form 5500, Schedule H, Line 4i Schedule of Assets (Held at End of Year)****Year Ended December 31, 2012**

| (a) | (b) Identity of Issue, Borrower Lessor or Similar Party | (c) Description of Investment | (d) Current Value |
|-----|---|---|-------------------------|
| | FHLG 15YR 4.50% 9/18 #E99205 | Actively Managed Global Wrap Underlying Investments | \$ 127,630 |
| | FHLG 15YR 4.50% 10/18 #E99833 | | 173,923 |
| | FHLM ARM 3.53% 4/40 #1B4657 | | 176,574 |
| | FHLM ARM 3.58% 4/40 #1B4702 | | 135,935 |
| | FHLM ARM 4.68% 1/36 #847584 | | 42,691 |
| | FHLM ARM 3.88% 1/35 #848084 | | 37,064 |
| | FHLG 7.50% 7/34 #G02115 | | 508,569 |
| | FHLG 15YR 5.00% 3/19 #G13052 | | 482,279 |
| | FHLG 15YR 3.50% 1/26 #G14312 | | 363,418 |
| | FHLG 15YR 4.00% 9/25 #G14376 | | 447,649 |
| | FHLG 15YR 3.50% 4/27 #G14449 | | 875,447 |
| | FHLG 15YR 3.50% 10/26 #G14450 | | 3,762,170 |
| | FHLG 25YR 5.50% 7/35 #G05815 | | 213,633 |
| | FHLM ARM 4.941% 11/35 #1J1228 | | 144,314 |
| | FHLM ARM 5.37% 12/35 #1N0106 | | 114,913 |
| | FHLM ARM 2.98% 8/41 #1B8533 | | 265,679 |
| | FHLM ARM 3.07% 9/41 #1B8608 | | 150,795 |
| | FHLG 5.50% 3/34 #G01665 | | 316,979 |
| | FHLG 15YR 5.50% 4/18 #G11389 | | 165,394 |
| | FHLG 15YR 4.00% 9/25 #E02787 | | 466,735 |
| | FHLG 15YR 4.00% 4/26 #E02867 | | 246,262 |
| | FHLG 15YR 4.50% 11/18 #B10931 | | 107,061 |
| | FHLM ARM 4.199% 8/36 #848185 | | 75,803 |
| | FHLG 5.50% 5/34 #Z40042 | | 2,345,297 |
| | FHR 2417 EH 6% 2/17 | | 31,798 |
| | FHR 2394 KD 6% 12/16 | | 49,177 |
| | FNMA 0.75% 12/19/14 | | 740,473 |
| | FNMA 0.5% 5/27/15 | | 1,029,742 |

Marathon Petroleum**Thrift Plan EIN 31-1537655, Plan Number 010****Form 5500, Schedule H, Line 4i Schedule of Assets (Held at End of Year)****Year Ended December 31, 2012**

| (a) | (b) Identity of Issue, Borrower Lessor or Similar Party | (c) Description of Investment | (d) Current Value |
|-----|---|---|-------------------------|
| | FNMA 0.5% 7/02/15 | Actively Managed Global Wrap Underlying Investments | \$ 5,551,251 |
| | FNMA .5% 9/28/15 | | 3,021,617 |
| | FNMA .875% 10/26/17 | | 6,271,925 |
| | FNMA 0.875% 12/20/17 | | 20,672,997 |
| | FNMA .375% 12/21/15 | | 19,493,384 |
| | FNR 2011-88 AB 2.5% 9/26 | | 306,696 |
| | FNR 2012-15 FP 1ML+38 6/40 | | 763,592 |
| | FHR 3943 EF 1ML+25 2/26 | | 445,913 |
| | FHR 3763 QA 4% 4/34 | | 460,027 |
| | FHR 3820 DA 4% 11/35 | | 416,260 |
| | FHLMC 1% 9/29/17 | | 2,680,163 |
| | FHLMC .75% 1/12/18 | | 1,853,193 |
| | FNMA 15YR 7.00% 2/15 #253033 | | 64,998 |
| | FNMA 5.50% 11/34 #310105 | | 1,738,027 |
| | FNMA 15YR 6.50% 10/13 #323321 | | 18,433 |
| | FNMA 15YR 6.50% 6/14 #323794 | | 13,947 |
| | FNMA ARM 3.01% 8/41 #AI4358 | | 134,049 |
| | FNMA ARM 3.37% 9/41 #AI8935 | | 150,020 |
| | FNMA ARM 2.74% 8/41 #AH5259 | | 488,248 |
| | FNMA ARM 2.69% 9/41 #AH5260 | | 388,886 |
| | FNMA ARM 2.57% 10/41 #AH5261 | | 305,762 |
| | FNMA 15YR 3.50% 1/26 #AL1168 | | 390,366 |
| | FNMA 15YR 3.50% 5/27 #AL1741 | | 849,786 |
| | FNMA 15YR 3.50% 5/27 #AL1742 | | 628,640 |
| | FNMA 15YR 3.50% 3/27 #AL1746 | | 1,357,852 |
| | FNMA 15YR 3.50% 5/27 #AL1751 | | 311,050 |
| | FNMA 6.50% 7/32 #545759 | | 72,912 |

Marathon Petroleum**Thrift Plan EIN 31-1537655, Plan Number 010****Form 5500, Schedule H, Line 4i Schedule of Assets (Held at End of Year)****Year Ended December 31, 2012**

| (a) | (b) Identity of Issue, Borrower Lessor or Similar Party | (c) Description of Investment | (d) Current Value |
|-----|---|---|-------------------------|
| | FNMA 6.50% 7/32 #545762 | Actively Managed Global Wrap Underlying Investments | \$ 36,574 |
| | FNR 2002-56 MC 5.5% 9/17 | | 49,410 |
| | FNR 2003-74 PG 4.5% 8/18 | | 222,558 |
| | FNR 2005-90 FC 1ML+25 10/35 | | 279,704 |
| | FNR 2005-106 UF 1ML+30 11/35 | | 271,858 |
| | FHR 2866 XE 4 12/18 | | 204,090 |
| | FHR 2915 DC 4.5% 3/19 | | 71,313 |
| | FHR 3117 JF 1ML+30 2/36 | | 322,137 |
| | FNR 2008-29 BG 4.7% 12/35 | | 196,816 |
| | FNR 2008-95 AD 4.5% 12/23 | | 564,884 |
| | FNR 2011-23 AB 2.75% 6/25/20 | | 236,018 |
| | FNMA 1.625% 10/26/15 | | 970,456 |
| | FHR 3560 LA 2% 8/14 | | 45,309 |
| | FHR 3573 LC 1.85% 8/14 | | 158,025 |
| | FNR 2010-123 DL 3.5% 11/25 | | 213,584 |
| | FHR 3741 HD 3% 11/15/39 | | 320,743 |
| | FNR 2010-135 DE 2.25% 4/24 | | 377,689 |
| | FNR 2010-143 B 3.5% 12/25 | | 336,739 |
| | FHR 3659 EJ 3% 6/18 | | 511,321 |
| | FNMA 15YR 4.00% 8/18 #728852 | | 234,856 |
| | FNMA ARM 4.68% 11/34 #735011 | | 102,111 |
| | FNMA 6.50% 12/32 #735415 | | 36,627 |
| | FNMA 6.50% 7/35 #745092 | | 37,281 |
| | FNMA 15YR 4.50% 6/19 #745278 | | 164,891 |
| | FNMA ARM 4.53% 12/34 #802852 | | 117,494 |
| | FNMA 6.50% 8/36 #888034 | | 52,394 |
| | FNMA 6.50% 8/36 #888544 | | 221,761 |

Marathon Petroleum**Thrift Plan EIN 31-1537655, Plan Number 010****Form 5500, Schedule H, Line 4i Schedule of Assets (Held at End of Year)****Year Ended December 31, 2012**

| (a) | (b) | (c) | (d) |
|-----|--|---|------------------|
| | Identity of Issue, Borrower Lessor or Similar Party | Description of Investment | Current Value |
| | FNMA 15YR 4.50% 7/20 #888653 | Actively Managed Global Wrap Underlying Investments | \$ 75,144 |
| | FNMA ARM 4.21% 5/35 #889946 | | 201,337 |
| | FNMA ARM 4.30% 2/35 #995017 | | 231,121 |
| | FNMA ARM 4.58% 7/35 #995273 | | 79,503 |
| | FNMA ARM 4.53% 10/35 #995414 | | 184,063 |
| | FNMA ARM 4.55% 10/35 #995415 | | 801,385 |
| | FNMA ARM 4.512% 12/36 #995606 | | 210,914 |
| | FNMA ARM 2.61% 4/35 #995609 | | 79,608 |
| | FNMA ARM 3.20% 1/40 #AC0599 | | 250,680 |
| | FNMA ARM 4.285% 7/33#AD0066 | | 80,013 |
| | FNMA 6.50% 12/35 #AD0723 | | 243,379 |
| | FNMA ARM 3.47% 3/40 #AD0820 | | 196,621 |
| | FNMA 6.50% 8/36 #AE0746 | | 194,597 |
| | FORDO 2009-C A4 4.43% 11/14 | | 183,250 |
| | FORDO 2009-D A4 2.98% 8/14 | | 608,167 |
| | FORDO 2011-B A3 .84% 6/15 | | 321,676 |
| | FORDO 2011-B A4 1.35% 12/16 | | 355,443 |
| | FORDL 2012-A A3 0.85% 1/15 | | 271,296 |
| | FORDO 2012-B A3 0.72% 12/15/16 | | 632,394 |
| | FORDL 2012-B A2 0.54% 11/14 | | 220,178 |
| | FORDL 2012-B A3 0.57% 9/15 | | 540,646 |
| | FORDO 2012-D A3 0.51% 4/17 | | 549,897 |
| | GEMNT 2012-1 A 1.03% 1/18 | | 758,036 |
| | GEMNT 2012-5 A 0.97% 6/15/18 | | 2,019,072 |
| | GMACC 2004-C2 A4 5.301% 8/38 | | 415,306 |
| | GMACC 2003-C2 A2 CSTR 5/40 | | 203,817 |
| | GSMS 2011-GC5 A1 CSTR 8/44 | | 285,704 |

Marathon Petroleum

Thrift Plan EIN 31-1537655, Plan Number 010

Form 5500, Schedule H, Line 4i Schedule of Assets (Held at End of Year)

Year Ended December 31, 2012

| (a) | (b) Identity of Issue, Borrower Lessor or Similar Party | (c) Description of Investment | (d) Current Value |
|-----|---|---|-------------------------|
| | GSMS 2012-GC6 A1 1.282% 1/45 | Actively Managed Global Wrap Underlying Investments | \$ 127,495 |
| | GSMS 04-GG2 A6 CSTR 8/38 | | 466,905 |
| | GSMS 2005-GG4 A3 4.607 7/39 | | 8,944 |
| | GSMS 2006-GG6 A2 5.506% 4/38 | | 94,582 |
| | GSMS 2006-GG8 A2 5.479 11/39 | | 276,045 |
| | GEPMC 2005-C2 A4 CSTR 5/43 | | 1,123,066 |
| | GEPMC 2006-C1 A4 CSTR 3/44 | | 641,995 |
| | GE-CORP .85% 10/09/15 | | 493,641 |
| | GE CAP MTN 3.5% 6/29/15 | | 523,931 |
| | GE CAP CORP 2.25% 11/9/15 | | 402,957 |
| | GENERAL ELEC 2.95% 5/09/16 | | 122,654 |
| | GOLDMAN SACHS MTN 3.7% 8/1/15 | | 334,067 |
| | GOLDMAN SAC GRP 3.625% 2/07/16 | | 317,541 |
| | GNR 2010-99 PT 3.5% 8/33 | | 224,721 |
| | GNR 2010-112 PM 3.25% 9/33 | | 182,942 |
| | CFGNR 2011-150 D 3% 4/37 | | 287,167 |
| | GNR 2012-149 MF 1ML+25 12/42 | | 1,502,099 |
| | G2SF 12-149 LF 1ML+25 12/42 | | 630,783 |
| | CANADA GOVT .875% 2/14/17 | | 707,773 |
| | HAROT 2011-3 A2 1 4/14 | | 211,030 |
| | HAROT 2010-1 A4 1.98% 5/23/16 | | 153,654 |
| | HAROT 2010-3 A3 .7% 4/14 | | 174,324 |
| | HAROT 2012-2 A3 0.7% 2/16 | | 522,978 |
| | HAROT 2011-1 A4 1.8% 4/17 | | 224,940 |
| | HAROT 2011-2 A3 0.94% 3/15 | | 437,503 |
| | HSBC BANK 3.1% 5/24/16 144A | | 886,313 |
| | HART 2011-A A3 1.44 4/15 | | 376,864 |

Marathon Petroleum**Thrift Plan EIN 31-1537655, Plan Number 010****Form 5500, Schedule H, Line 4i Schedule of Assets (Held at End of Year)****Year Ended December 31, 2012**

| (a) | (b) Identity of Issue, Borrower Lessor or Similar Party | (c) Description of Investment | (d) Current Value |
|-----|---|---|-------------------------|
| | HART 09-A A4 3.15% 3/16 | Actively Managed Global Wrap Underlying Investments | \$ 51,134 |
| | ING BANK NV 2% 10/18/13 144A | | 615,990 |
| | JPMORGAN CHASE 3.15% 7/05/16 | | 609,280 |
| | JPMCC 03-CB7 A4 CSTR 1/38 | | 156,640 |
| | JPMCC 2003-C1 A2 4.985 1/37 | | 38,802 |
| | JPMCC 2005-LDP2 A3 4.697 7/42 | | 226,249 |
| | JPMCC 2005-LDP5 A2 5.198 12/44 | | 194,166 |
| | JPMCC 2007-LDPX A2S 5.305 1/49 | | 109,838 |
| | JPMCC 2007-LD11 A2 CSTR 6/49 | | 218,392 |
| | JPMCC 2012-C6 A2 2.2058% 5/45 | | 428,786 |
| | LBUBS 2006-C6 A4 5.372% 9/39 | | 161,356 |
| | LBUBS 2003-C3 A4 4.166 5/32 | | 83,324 |
| | LBUBS 2004-C8 4.799% 12/29 | | 416,884 |
| | LBUBS 2004-C2 A3 3.973% 3/29 | | 192,438 |
| | LBUBS 2005-C1 AAB CSTR 2/30 | | 150,690 |
| | LBUBS 2007-C6 A2 5.845 7/40 | | 119,892 |
| | MVCOT 2006-2A A 5.417% 10/28 | | 41,858 |
| | MASSMUTUAL GLB 3.125 4/16 144A | | 891,890 |
| | MASSMUTUAL GLBL 2% 4/5/17 144A | | 451,452 |
| | MBART 2011-1 A3 0.85% 3/15 | | 499,874 |
| | MLMT 2004-KEY2 A2 4.166% 8/39 | | 28,542 |
| | MET LIFE GLBL 2.5 9/29/15 144A | | 641,221 |
| | MICROSOFT CORP .875% 11/15/17 | | 136,407 |
| | MLCFC 2006-3 A4 CSTR 7/46 | | 1,881,222 |
| | MONUMENTAL GLBL 5.5% 4/13 144A | | 160,901 |
| | MSC 03-IQ4 A2 4.07 5/40 | | 64,188 |
| | MSC 03-T11 A4 5.15 6/41 | | 151,798 |

Marathon Petroleum**Thrift Plan EIN 31-1537655, Plan Number 010****Form 5500, Schedule H, Line 4i Schedule of Assets (Held at End of Year)****Year Ended December 31, 2012**

| (a) | (b) Identity of Issue, Borrower Lessor or Similar Party | (c) Description of Investment | (d) Current Value |
|-----|---|--|-------------------------|
| | MORGAN STANLEY 2.875% 7/28/14 | Actively Managed Global Wrap Underlying Investments | \$ 176,853 |
| | MORGAN STANL MTN 4.2% 11/20/14 | | 104,817 |
| | MORGAN STANLEY 4.1% 1/26/15 | | 221,501 |
| | MSBAM 2012-C5 A1 .916% 8/45 | | 425,337 |
| | MSBAM 2012-C5 A2 1.972% 8/45 | | 758,081 |
| | NCUA GTD NTS MA 1.4% 6/12/15 | | 586,103 |
| | NATIONAL AUSTR NY BR 2% 3/9/15 | | 447,054 |
| | NATIONAL AUSTR 1.6% 8/07/15 | | 679,193 |
| | NATIONAL BANK CA 1.5% 6/26/15 | | 560,555 |
| | NEW YORK LIFE 1.3% 10/17 144A | | 1,206,942 |
| | NALT 2010-B A3 1% 12/15/13 | | 148,855 |
| | NALT 2010-B A4 1.27% 10/16 | | 193,666 |
| | NALT 2 11-A ABS 1.04% 8/15/14 | | 632,278 |
| | NALT 2011-B A3 0.92% 2/15 | | 301,331 |
| | NAROT 2010-A A3 0.87 7/14 | | 232,407 |
| | NAROT 2011-A A3 1.18% 2/15 | | 355,818 |
| | NORDEA BK AG 1.75 10/4/13 144A | | 619,323 |
| | NEF 2005-1 A5 4.74% 10/45 | | 182,013 |
| | OCCIDENTAL PETRO 1.5% 2/15/18 | | 423,434 |
| | PNCFUND MTN 3.625% 2/8/15 | | 498,919 |
| | PROCTER & GAMBLE 1.8% 11/15/15 | | 389,516 |
| | ROYAL BK CANADA 1.125 1/15/14 | | 154,826 |
| | ROYAL BK CDA GBL .8% 10/30/15 | | 460,056 |
| | ROYAL BK CANADA 2.3% 7/20/16 | | 188,331 |
| | ROYAL BK CANADA 1.45% 10/30/14 | | 659,729 |
| | ROYAL BK SCOT 4.875 8/14 144A | | 1,106,986 |
| | SLMA 2012-7 A2 1ML+28 9/19 | | 399,744 |

Marathon Petroleum**Thrift Plan EIN 31-1537655, Plan Number 010****Form 5500, Schedule H, Line 4i Schedule of Assets (Held at End of Year)****Year Ended December 31, 2012**

| (a) | (b) | (c) | (d) |
|-----|--|---|------------------|
| | Identity of Issue, Borrower Lessor or Similar Party | Description of Investment | Current Value |
| | SVOVM 2005-A A 5.25% 2/21 | Actively Managed Global Wrap Underlying Investments | \$ 49,434 |
| | SANOFI AVENTIS 2.625% 3/29/16 | | 459,593 |
| | SUMITOMO BKG 1.9% 1/12/15 144A | | 421,857 |
| | TARGET CORP 1.125% 7/18/14 | | 200,934 |
| | TORONTO DOM BK 2.5% 7/14/16 | | 892,159 |
| | TORONTO DOMINI 2.375% 10/19/16 | | 422,112 |
| | TOTAL CAP CDA 1.625% 1/28/14 | | 431,714 |
| | TOTAL CAPITAL SA 1.5% 2/17/17 | | 448,764 |
| | TOYOTA MOTOR CRD 1.25% 10/5/17 | | 706,810 |
| | UBSBB 2012-C2 A1 1.006% 5/63 | | 377,952 |
| | UBSCM 2012-C1 A1 1.032% 5/45 | | 235,545 |
| | UBSCM 2012-C1 A2 2.180% 5/45 | | 376,627 |
| | UBSBB 2012-C4 A1 .6728 12/45 | | 299,876 |
| | USAA CAPITAL 1.05% 9/14 144A | | 477,376 |
| | USAA CAP CO 2.25% 12/13/16 144 | | 425,916 |
| | UNION BK NA 3% 6/6/16 | | 913,033 |
| | USTN 1.75% 7/31/15 | | 69,154,894 |
| | USTN 1% 9/30/16 | | 26,004,410 |
| | USTN .375% 11/15/14 | | 97,542,129 |
| | USTN .875% 11/30/16 | | 1,211,513 |
| | USTN .375% 3/15/15 | | 17,200,494 |
| | USTN .875% 4/30/17 | | 21,285,834 |
| | USTN .750% 6/30/17 | | 21,410,009 |
| | VERIZON WIRELESS 5.55% 2/1/14 | | 887,263 |
| | VALET 2011-1 A3 1.22% 6/15 | | 1,018,902 |
| | VWALT 2010-A A3 0.99% 11/13 | | 78,501 |
| | VWALT 2011-A A2 1% 2/14 | | 106,290 |

Marathon Petroleum**Thrift Plan EIN 31-1537655, Plan Number 010****Form 5500, Schedule H, Line 4i Schedule of Assets (Held at End of Year)****Year Ended December 31, 2012**

| (a) | (b) Identity of Issue, Borrower Lessor or Similar Party | (c) Description of Investment | (d) Current Value |
|-----|---|---|-------------------------|
| | VALET 2012-1 A2 .61 10/14 | Actively Managed Global Wrap Underlying Investments | \$ 279,721 |
| | WFRBS 2011-C5 A1 1.456 11/44 | | 113,177 |
| | WFRBS 2012-C8 A1 .864% 8/45 | | 240,889 |
| | WFRBS 2012-C8 A2 1.881% 8/45 | | 423,336 |
| | WBCMT 2006-C23 A5 CSTR 1/45 | | 851,503 |
| | WBCMT 2006-C25 A5 CSTR 5/43 | | 231,360 |
| | WBCMT 05-C16 APB 4.692% 10/41 | | 156,929 |
| | WBCMT 2003-C9 A4 5.012 12/35 | | 487,774 |
| | WBCMT 2007-C31A A2 5.421% 4/47 | | 343,919 |
| | WELLS FARGO MTN 3.625% 4/15/15 | | 271,883 |
| | WELLS FARGO & CO 1.25% 2/13/15 | | 1,343,691 |
| | WELLS FARGO&COM 3.676% 6/15/16 | | 203,046 |
| | WESTPAC BANK CORP 2.1% 8/2/13 | | 247,451 |
| | WESTPAC BK CORP 1.85% 12/09/13 | | 802,423 |
| | WESTPAC BANKING CRP 2% 8/14/17 | | 830,886 |
| | WESTPAC BANKING 1.125% 9/25/15 | | 912,988 |
| | WOART 2012-A A3 0.64% 2/17 | | 571,438 |
| | WOART 2011-A A3 1.49% 10/14 | | 354,108 |
| | WOLS 2012-A A3 0.93% 11/15 | | 282,025 |
| | YALE UNIV MTN 2.9% 10/15/14 | | 360,007 |
| | Total Fair Value of Underlying Investments | | \$ 449,980,860 |

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Marathon Petroleum Thrift Plan

Date: June 26, 2013

By: /s/ Rodney P. Nichols
Rodney P. Nichols
Plan Administrator