Marathon Oil Company
Thrift Plan
Summary Plan Description

June 1, 2012

Marathon Oil Corporation™

Thrift Plan Summary Plan Description

Table of Contents

Marathon Oil Company Thrift Plan ("Thrift Plan")

The Thrift Plan can help you save for your retirement.

The Marathon Oil Company Thrift Plan is a 401(k) plan that lets you save a percentage of your eligible pay, up to legal limits, toward your retirement. You can elect to contribute on a pre-tax, after-tax or Roth 401(k) basis, or a combination of all three. Marathon Oil makes saving for retirement under the Thrift Plan easy. On and after January 1, 2012, regular employees are immediately eligible to contribute to the Thrift Plan.

Marathon Oil matches 100% of every dollar you contribute, up to 7% of your eligible pay each pay period. As a participant in the Thrift Plan, you can invest your savings in a variety of funds or Marathon Oil Corporation Common Stock.

You have access to your account balance through the plan's loan provision and, under certain conditions, you may take a withdrawal of a portion of your account while you're still working for Marathon Oil. However, because the plan is designed to help you save for retirement, taxes and penalties may apply.

This Thrift Plan is intended to be a "qualified retirement plan" under Section 401(a) of the Internal Revenue Code of 1986, as amended (the "Code") and to meet the requirements of Section 401(k) of the Code and Section 404(c) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

I. Plan Prospectus

This summary is part of the plan prospectus. The complete prospectus includes:

- This summary of the Marathon Oil Company Thrift Plan.
- The most recent Marathon Oil Company Thrift Plan Enrollment Guide brochure, including any updates.
- The most recent Quarterly Investment Performance Statement.
- All documents incorporated by reference and future supplements to the above documents.
- Future supplements and amendments to this summary.

Incorporation of certain documents by reference

The SEC allows us to "incorporate by reference" information filed with the U.S. Securities and Exchange Commission (the "SEC"). This means:

- Incorporated documents are considered part of this prospectus;
- We can disclose important information to you by referring to those documents; and
- Information that we file with the SEC will automatically update this prospectus.

The following documents heretofore or hereafter filed by us with the SEC are incorporated herein by reference:

- Our annual report on Form 10-K for the year ended December 31, 2011;
- Our quarterly report on Form 10-Q for the quarter ended March 31, 2012;
- Our current report on Form 8-K dated April 5, 2012 (filed April 10, 2012), our current report on Form 8-K dated April 25, 2012 (filed April 26, 2012) and our current report on Form 8-K dated May 9, 2012 (filed May 9, 2012);
- The description of our common stock contained in our registration statement on Form 8-A/A (Amendment No. 3) filed with the SEC on July 15, 2010, as that description has been updated by our current report on Form 8-K dated May 9, 2012 and as it may be further updated from time to time; and
- All documents filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (other than information deemed by the rules of the SEC to be furnished rather than filed), after May 10, 2012 and prior to the filing of a post-effective amendment to the registration statement on Form S-8 relating to the Plan either (1) indicating that all of the securities offered under the Plan have been sold or (2) deregistering all securities then remaining unsold thereunder. In no event, however, will any of the information that the we disclose under Item 2.02 or Item 7.01 of any current report on Form 8-K that we may from time to time file with the SEC be incorporated by reference into, or otherwise be included in, this prospectus.

Any statement contained in any document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein or in any other subsequently filed document that is also incorporated or deemed to be incorporated herein by reference modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

Additional information

Additional information about the Plan and the administrator may be obtained from, and copies of the following documents or reports will be furnished without charge upon oral or written request to: Corporate Secretary, Marathon Oil Corporation, Marathon Oil Tower, 5555 San Felipe Street, Houston, Texas 77056 (telephone number: (713) 629-6600):

- Documents or reports incorporated by reference into this prospectus, excluding exhibits to such documents or reports unless such exhibits are specifically incorporated by reference into such documents or reports;
- Our annual report to stockholders for the latest fiscal year; and
- All reports, proxy statements and other communications distributed to our stockholders.

The Marathon Oil Company Thrift Plan Enrollment Guide is available at www.mrobenefits.com. Click on the "Retirement & Savings" link, then "Thrift Plan Enrollment Guide." For more information, see:

- Eligibility and Participation
- How the Thrift Plan Works
- Investment Options
- Receiving Your Benefits
- What Happens if ...
- Administrative Information

Because this document is intended as a summary of a Marathon Oil benefits plan, it is not intended to describe each plan provision in detail. More complete details are contained in the governing plan documents. While we intend to update this summary on a regular basis, it is possible that at any point this summary may not be current or complete. Further, differences between this summary and the Thrift Plan document are not intended. If, however, differences are found to exist, the relevant portions of the Thrift Plan document will govern.

Marathon Oil Company reserves the right to amend or terminate the Thrift Plan and any other benefit plan at any time without any advance notice, except such notice as may be required by applicable law.

This summary constitutes part of a prospectus covering securities that have been registered under the Securities Act of 1933.

II. Eligibility and Participation

Who is eligible

In general, you are eligible to participate in the Thrift Plan if you are a regular full-time or regular part-time employee of a participating employer. The participating employers in the Thrift Plan are:

- Marathon Oil Company
- Marathon Oil Corporation
- MOC Administration LLC
- Marathon Service Company

You are eligible to enroll in the plan on your first day of employment or as soon as administratively possible if you meet the above requirements and are not excluded in one of the categories outlined in "Who is not eligible."

Who is not eligible

Regardless of your employee classification, you are not eligible to participate in the Thrift Plan if you are:

- A leased employee.
- Not a U.S. citizen, unless you are a non-U.S. citizen hired in the U.S. to perform services in the U.S., or within an employee group specifically approved by the Plan Administrator to participate in the tax-qualified retirement plans of Marathon Oil Company.
- An independent contractor, even if reclassified as a common-law employee.
- Covered by an agreement specifying that you are not eligible to participate in the Thrift Plan.
- Classified by Marathon Oil Company or another participating employer as a co-op, intern, college learner, summer helper or other category of employment reserved for student employees.
- Not classified as an employee on a participating employer's payroll, even if you are reclassified as a common-law employee by a third party.

How to enroll

If you are eligible to participate, you can enroll at any time through www.netbenefits.com.

The first time you access NetBenefits® for MARATHON OIL COMPANY, the system will prompt you for personal information so you can establish your personal identification number (PIN). The personal information may include your Social Security number or your birth date. Information required to set up or change your PIN may vary over time for account security purposes.

Online	By Phone
NetBenefits®: http://netbenefits.com You can: • Create or change your personal identification number (PIN). • Access information, including: – How much you and the company have contributed to your account this year. – Your current account balance and investment elections. – Your transaction history. – Information about investment options. – Plan information and literature. • Change your contribution amounts or investment elections. • Move money between investment options. • Request a loan or withdrawal. • Set up and manage bank account information for use with direct deposits or sending electronic loan payments.	**Call the Marathon Oil Company Benefits Service Center at Fidelity directly:** • Within the U.S.: 1-800-841-0213. • Hearing or speech impaired: 1-800-655-0962. • Representatives are available to assist you Monday through Friday, excluding New York Stock Exchange holidays, between 8:30 a.m. and midnight Eastern time (7:30 a.m. and 11 p.m. Central time).

When participation begins

If you are eligible, you can enroll in the plan as soon as administratively possible after your first day of employment.

You can enroll in the Thrift Plan by visiting www.netbenefits.com or calling the Marathon Oil Company Benefits Service Center at Fidelity at 1-800-841-0213. Each newly eligible employee will also receive an enrollment kit, which is mailed to your home address, and you may also fill out and return the paper enrollment materials. Note, however, that waiting for your enrollment kit and returning the paper enrollment materials by mail may take longer, and no money will be contributed to the Thrift Plan from your pay before you enroll. You will also receive no company matching contributions before you enroll. Typically, you can enroll using www.netbenefits.com within 7 – 14 days of becoming eligible to participate in the Thrift Plan. If you enroll promptly, Thrift Plan deferrals can typically be taken from your first paycheck as an employee. If you do not have Internet access as a regular part of your job, you may also request your local Human Resources Consultant print you a paper enrollment form from www.mrobenefits.com.

Unless you choose a different investment option, your savings plan account will be invested in the Thrift Plan's default investment option, which is the Pyramis Core Lifecycle Commingled Pools – Class V. Your contributions and company matching contributions will be invested in the pool which matches your assumed retirement date, which is age 65.

You should designate a beneficiary to receive your Thrift Plan benefits if you die.

When you enroll in the Thrift Plan, you will need to:

- Determine the percentage of eligible earnings to contribute to the plan (in whole percentages).
- Determine the type of contribution to make (pre-tax, after-tax and/or Roth 401(k)).
- Choose the investment allocation for all contributions (employee and company matching contributions).

By enrolling in the Thrift Plan, you authorize your employer to take payroll deductions each pay period based on the percentage of eligible pay you elect to contribute. Contributions to the Thrift Plan will begin as soon as administratively possible after you enroll, which is normally one or two pay periods after you enroll.

When participation ends

Your active participation in the Thrift Plan ends when you are no longer employed by any participating employer. When your active participation ends, you are no longer eligible to contribute to the Thrift Plan.

However, you remain a participant for purposes of sharing in investment gains and losses, changing your investment elections and receiving plan information until your account balance is distributed and/or forfeited.

If you continue to be an active member, or are a retired member or are employed by a non-participating employer that is still a part of the controlled group of Marathon Oil Company, you will be eligible to take loans from your Thrift Plan accounts.

In addition, you always have the option of ceasing contributions to the Thrift Plan for any period. However, you will not receive company matching contributions if you do not contribute to the Thrift Plan.

III. Beneficiary Designation

When you enroll in the Thrift Plan, you should designate a beneficiary to receive any benefits that may be payable from your account in the event of your death.

- **If you are married,** your spouse is automatically your beneficiary. If you want to name someone other than your spouse, your spouse must consent in writing each time you make a new designation. A notary public must verify that consent.
- **If you are not married,** you may designate anyone you wish to be your beneficiary and may change this designation as often as you like. If you do not designate a beneficiary, if no designated beneficiary survives you or if your beneficiary designation was not filed properly, your account will be paid to the person or persons comprising the first surviving class of the classes listed in order below and such person or persons will receive the funds in a single sum:
  - Your surviving children (either natural born or adopted through a final adoption order issued by a court of competent jurisdiction prior to the member's death) but specifically excluding step-children.
  - Your surviving parents.
  - Your surviving brothers and sisters.
  - The executor or administrator of your estate.

You can name one person, more than one person or a trust or other legal entity as your primary beneficiary. You can also name a secondary beneficiary, or contingent beneficiary, to receive your account in the event your primary beneficiary(ies) dies before you. If you name more than one primary beneficiary and one of those beneficiaries does not survive you, his or her portion will be shared among any remaining beneficiaries of the same type (primary or contingent), except to the extent otherwise provided on the applicable beneficiary form. Payment will be made to your contingent beneficiary(ies) only if there is no surviving primary beneficiary(ies).

You should be aware of some additional provisions that apply to beneficiary designations:

- Your beneficiary designations cannot be changed by anyone after your death.
- A divorce does not automatically revoke your former spouse as a designated beneficiary. You must change your beneficiary designation to replace him or her. Please be aware that a QDRO may affect your beneficiary designation. If you are impacted by a QDRO, please refer to your court documentation for information about any required named beneficiaries and make your beneficiary designations accordingly.

You may designate your beneficiary or change your designation online at www.netbenefits.com or by phone. If required, properly complete any required forms, such as a notarized consent, and return them to the Marathon Oil Company Benefits Service Center at Fidelity for your new or changed beneficiary designation to become effective. If required forms are not completed properly or accepted by the Marathon Oil Company Benefits Service Center at Fidelity, your beneficiary designation is not valid.

IV. How the Thrift Plan Works

Important information about the Marathon Oil Company Thrift Plan

When you become a participant in the Thrift Plan, an account will be set up in your name. You may elect a percentage of your eligible pay to contribute each pay period up to plan and legal limits. You may change the amount you contribute, stop contributions or begin contributions at any time.

Marathon Oil makes a company matching contribution equal to 100% of every dollar you contribute (excluding rollover contributions and catch-up contributions), up to 7% of your eligible pay each pay period. Therefore, if you elect to contribute less than 7%, you will not receive the full matching contribution for which you are eligible. Please keep this in mind when choosing the percentage of eligible pay you will contribute to the Thrift Plan.

Once you are a participant, all contributions and investment gains and losses are reflected in your Thrift Plan account. You choose how the assets in your Thrift Plan account are invested from a variety of investment options. You also assume all investment risk. For more information about investment options available in the Thrift Plan, refer to www.netbenetfits.com or to the Marathon Oil Company Thrift Plan Enrollment Guide, which is available at www.mrobenefits.com. You may also request a paper copy of the Thrift Plan Enrollment Guide by calling 1-800-841-0213 or by speaking to your local Human Resources Consultant. A paper copy will automatically be mailed to your home address approximately 2 – 3 weeks after your hire date.

As an active employee, you may borrow from your account and, in certain situations, make withdrawals. When you leave employment with Marathon Oil, you may choose from several distribution options, including a rollover distribution to another employer's qualified plan or to your own Individual Retirement Account, or "IRA," or you may leave your money in the Thrift Plan if your account balance is greater than $5,000.

You may view your account information securely online via www.netbenefits.com at any time, or you may receive printed quarterly statements. If you elect the online feature, you'll have access to your account balance and your personal rate of return for any month or calendar quarter within the last 24 months. No matter how you view your account — quarterly hardcopy statements or online — you will receive a paper statement and Quarterly Investment Performance Statement annually following the fourth quarter of each year.

Your contributions

You may contribute between 1% and 25% of your eligible pay to the Thrift Plan as pre-tax and/or Roth deferral contributions. Your combined pre-tax plus Roth contributions cannot exceed 25% of your eligible pay. You may also contribute between 1% and 18% of your eligible pay to the Thrift Plan as after-tax contributions. When you contribute to the Thrift Plan on a pre-tax basis, your contribution is not subject to federal, and in most cases, state or local income taxes while held in the Thrift Plan. However, your pre-tax contributions are subject to federal employment taxes (i.e., FICA). Further, Roth elective deferrals and after-tax contributions are subject to both federal income and federal employment taxes and will generally be subject to state and local income taxes as well.

Your contributions are made through automatic payroll deductions and are transferred to the Thrift Plan trustee after each payroll cycle as soon as administratively possible.

Pre-tax contributions

- Each dollar you contribute to the Thrift Plan on a pre-tax basis is a dollar that is not included in your taxable income for that calendar year. So you do not pay any income taxes on that money (including investment income) until it is distributed from the Thrift Plan.
- Pre-tax contributions do not reduce the amount of your eligible pay that is used to calculate pay-related benefits such as life insurance, disability insurance or pension benefits under the Retirement Plan of Marathon Oil Company.
- Social Security taxes are based on your unreduced pay, so your Social Security benefits will not be decreased as a result of your contributions to the Thrift Plan.
- You are always 100% vested in the market value of your pre-tax contributions.

After-tax contributions

- You pay tax now on your current contributions at your current income tax rate(s).
- Any gains or income you earn from your investment options accumulate on a tax-deferred basis and will be taxed upon distribution from the Thrift Plan.
- You can take an in-service withdrawal of your after-tax contributions. (In contrast, withdrawals from your pre-tax and Roth contribution sources are restricted.)
- You are always 100% vested in the market value of your after-tax contributions.

Roth Deferral contributions

- You pay tax now on your current contributions at your current income tax rate(s), so if tax rates are higher at the time of distribution, you may be better off making a Roth Deferral election.
- Any gains or income you earn from your investment options will be tax-free when distributed in a qualified distribution. A qualified distribution is a distribution that is made five taxable years after your first Roth Deferral contribution and after you reach age 59½, die or become disabled.
- You are always 100% vested in the market value of your Roth Deferral contributions.

The following example shows how making pre-tax contributions instead of after-tax or Roth contributions can affect your take-home pay. The example is based on a married employee who files a joint tax return with two allowances. The employee earns $32,000 in eligible pay and elects to contribute 10% of that amount to the Thrift Plan.

	Pre-Tax Contribution	After-Tax or Roth Contribution
Eligible Pay	$32,000	$32,000
Pre-Tax Contribution (10%)	– $ 3,200	$ 0
Taxable Income After Contribution	$28,800	$32,000
Federal Income Tax	– $ 1,512	– $ 1,944
After-Tax or Roth Contribution (10%)	$ 0	– $ 3,200
Annual Take-Home Pay	$27,288	$26,856
Difference In Take-Home Pay	**$432**	

Contribution limits

You may designate whatever whole percentage of eligible pay you wish to contribute from 1% to 25% for pre-tax and Roth deferral contributions and from 1% to 18% for after-tax contributions, subject to the following limits:

- **Pre-tax and Roth Deferral contributions limit.** For 2012, you can contribute up to $17,000 and any other Code Section 401(k) plan allowing pre-tax and/or Roth deferrals under Code Section 402(g). If you are age 50 or older in 2012, this limit is $22,500 because it includes an additional $5,500 for catch-up contributions. This is an annual dollar limit that is a legal requirement. The amount is indexed for inflation and may increase for future years.

  If you hit this limit (including catch-up contributions if applicable) during the year, your employee contributions will automatically change from pre-tax or Roth deferral contributions to after-tax contributions. If you do not want to participate on an after-tax basis, you must discontinue your contributions; however, be aware that you will lose company matching contributions if you do so. Also, at the beginning of the next year you would need to reestablish your contributions. If you continue to participate on an after-tax basis, your contributions will automatically revert to pre-tax and/or Roth deferral contributions at the beginning of the next year.

If you are a new employee, this limit applies to your combined pre-tax and Roth contributions to all Code Section 401(k) plans in which you have participated during the calendar year. As a result, you must keep track of your contributions — including catch-up contributions, if applicable — and request a refund of those that exceed the limit by contacting your previous employer or the Marathon Oil Thrift Plan Service Center. (The deadline for making this request to the Marathon Oil Company Benefits Service Center at Fidelity is March 15 of the year following the year in which your contribution exceeds the limit. We recommend that you make your request at least 30 days before the deadline, however.)

- **Combined employee and employer company contribution limits.** Tax law limits total annual additions to savings plans under Code Section 415 — both employer and employee contributions. However, catch-up contributions do not count against this limit. For 2012, this annual limit is $50,000.

  If you reach the annual additions limit ($50,000 for 2012), your contributions will stop. However, your contributions will automatically resume at the beginning of the next year. If your annual additions reach this limit, you may be eligible for a non-qualified Excess Plan benefit. If at any time you lower your contribution percentage below 7%, you will not receive the full company matching contribution under the Thrift Plan (or the non-qualified Excess Plan if applicable). Contact the Marathon Oil Benefits Department at 1-855-652-3067, Option 6 for more information. If you are a new employee, this limit is <u>not</u> aggregate with your previous employers.

- **Eligible Pay.** Tax law also places an annual limit on the amount of eligible pay that can be recognized under the Thrift Plan under Code Section 401(a)(17). For 2012, this annual limit is $250,000. However, if your pay is over this limit, you may be eligible for a non-qualified Excess Plan benefit. Contact the Marathon Oil Benefits Department for more information. If you are a new employee, this limit is <u>not</u> aggregate with your previous employers.

  Your actual contribution percentage may be lower because of tax withholding and certain other payroll deductions that Marathon Oil places as a higher priority deduction (i.e., federal, state and local taxes, health and welfare benefit deductions, etc.) or because an applicable tax limit is reached. Depending on your contribution rate and other payroll deductions, your take-home pay could be significantly reduced or even eliminated. However, you can adjust your contribution rate prospectively at any time.

  The Thrift Plan must also satisfy legal non-discrimination testing rules, designed to ensure that retirement plans do not pay a disproportionate portion of their benefits to highly-compensated employees. If you are a highly-compensated employee, your contributions — other than catch-up contributions, which are not subject to these rules — may need to be reduced or partially refunded in order for the plan to pass required non-discrimination testing. You will be notified if you are affected. In addition, Marathon Oil has the right to make qualified non-elective contributions to participants' accounts as permitted by law to satisfy non-discrimination testing rules or to correct errors in plan operation.

Catch-up contributions

In any year in which you are (or reach) age 50 or older, you are eligible to make pre-tax and/or Roth deferral contributions in excess of the annual limit ($17,000 for 2012) and the total contribution limit ($50,000 for 2012). These contributions are referred to as “catch-up contributions.” The maximum catch-up contribution for 2012 is $5,500, so your total pre-tax and/or Roth contribution opportunity for 2012 — if eligible — is $22,500.

Eligibility for catch-up contributions is based on your date of birth as found in Marathon Oil’s Human Resources records. It is your responsibility to make sure that the date on file is correct. Corrective changes will not be made if you have not verified your birth date in a timely manner.

You must make a separate election from 1% to 50% of eligible pay as a catch-up contribution if you would like to participate. However, you must elect pre-tax, Roth deferral or after-tax contributions of at least 7% to be eligible for catch-up contributions. This is because catch-up contributions are not matched with the company matching contribution, and so you must elect contributions that will be matched to ensure that you receive your maximum matching contribution before making any catch-up contributions.

Rollover contributions

If you are an active employee or if you are a participant with an account balance and elect a lump-sum distribution from another tax-qualified plan (for example, the Retirement Plan of Marathon Oil Company once you leave employment with Marathon Oil) or conduit IRA, you may be able to “roll over” your distribution directly into the Thrift Plan. Rollover contributions are also allowed by employees who are not otherwise eligible to participate in the Thrift Plan and who are classified as co-op, intern, summer helper or student employee.

You are always 100% vested in the market value of your rollover contribution.

To make a rollover contribution, you will need to follow specific procedures available from the Marathon Oil Company Benefits Service Center at Fidelity. Before making a rollover, you should keep in mind that:

- **Eligible taxable distributions** can be rolled over from a tax-qualified plan or conduit IRA either directly or indirectly. Only a direct rollover is permitted from a Roth 401(k) plan.
- **Non-taxable distributions** can only be rolled over via a direct rollover from tax-qualified plans (not from IRAs). Also, note that the Thrift Plan will not track your basis in any non-taxable amounts rolled into the plan. For example, you may lose any tax advantage from pre-1987 after-tax contributions made to a prior plan.
- **Rollovers** must occur within 60 days after you receive your distribution from the originating plan or IRA.
- The Thrift Plan will not accept rollover contributions from a non-conduit IRA or a Code Section 403(a) plan.
- Required minimum distributions are not eligible for rollover.

To request a rollover into the Thrift Plan, contact the Marathon Oil Company Benefits Service Center at Fidelity or go online at www.netbenefits.com.

Eligible pay

Your Thrift Plan contributions are based on a percentage of your eligible pay. For purposes of the Thrift Plan, eligible pay includes the following components of your pay:

- Base salary or wages (including pre-tax contributions for benefits)
- Overtime pay
- Shift or rate differentials
- Annual cash bonus payments

When you leave Marathon Oil, keep in mind that any of these eligible forms of pay received beyond 30 days after your termination of employment will generally not be considered eligible pay.

Eligible pay does not include the following components of your pay:

- Signing bonuses
- Relocation payments or allowances
- Educational assistance expense reimbursement
- Expense allowances
- Premiums based upon work location
- The value of any stock or long-term incentive payment
- The value of stock appreciation rights or stock options (whether before or after exercise)
- Severance or separation payments
- Deferred compensation
- Tax equalization payments
- Any other compensation designated as non-benefits-bearing
- Vacation payout

If you have questions about whether a specific component of your pay will be eligible pay for purposes of the Thrift Plan, please contact the Marathon Oil Benefits Department.

Changing your contribution

After you enroll in the Thrift Plan, you may change your contribution amount — in 1% increments, stop contributing, restart your contributions at any time before you terminate employment with Marathon Oil. Changes are effective as soon as administratively possible.

If you reduce your contribution amount to less than 7% of eligible pay or stop contributing entirely, your company matching contributions will likewise be reduced or stopped.

To change or stop your contributions, log onto www.netbenefits.com or call the Marathon Oil Company Benefits Service Center at Fidelity at 1-800-841-0213.

Company matching contributions

You receive a dollar-for-dollar match on the first 7% of eligible pay you contribute to the Thrift Plan each pay period. Your company matching contributions and any investment income on those contributions are subject to a vesting requirement.

Here is an example of how company matching contributions are calculated. In this example, a Marathon Oil Company employee earns $32,000 in eligible pay and elects to contribute 10% of that amount to the Thrift Plan.

Company Match Contributions	Amount
Thrift Plan contribution from employee's pay (10% of eligible pay)	$3,200
Company matching contribution (100% of employee contribution up to 7% of eligible pay)	$2,240
Total annual contribution (excluding investment gains or losses)	**$5,440**

Company matching contributions are credited to your company matching contribution source and invested in the same way as your pre-tax and after-tax contributions. (Note that there is a separate election for investment of your Roth sources.) If you have not set an investment election for your employee contributions, your company matching contributions will be automatically invested in the Pyramis Core Lifecycle Commingled Pool nearest to your expected retirement date (assumed to be age 65 for this purpose) at the time the contribution is made, but you may exchange into other investment options at any time. For more information about the Pyramis Core Lifecycle Commingled Pools, please see www.netbenefits.com or the Marathon Oil Company Thrift Plan Enrollment Guide, which is available at www.netbenefits.com. You may also request a paper copy of the Thrift Plan Enrollment Guide by calling 1-800-841-0213 or by speaking to your local Human Resources Consultant.

Vesting

Your right to retain your Thrift Plan company matching contributions even after termination of employment is known as vesting. You are always 100% vested in the market value of your pre-tax and Roth deferral contributions (including catch-up contributions), your after-tax contributions and your rollover contributions. That means you are entitled to receive 100% of the market value of these contributions (including any earnings on these contributions) when you leave employment with Marathon Oil, regardless of your length of service.

You are fully vested in your company matching contributions when any of the following occur:

- You have completed at least three years of vesting service with Marathon Oil.
- You reach at least age 65 while employed by Marathon Oil.
- You die while employed by Marathon Oil.
- Termination or partial termination of the Thrift Plan. (We do not anticipate that either of these will occur.)

Note: If you previously performed services as a leased employee for Marathon Oil Company or a member of the controlled group of Marathon Oil Company (for example, Marathon Petroleum Company LLC before June 30, 2011) while you were employed as an employee of a leasing organization (such as Kelly Services, etc.), you may be eligible to receive vesting service credit under the Retirement Plan of Marathon Oil Company and the Thrift Plan. If you believe that you qualify for this service credit, please contact your local Human Resources Consultant. You may be required to provide documentation that substantiates the dates you performed services for Marathon Oil.

If you leave Marathon Oil for any reason and you are not yet vested, your company matching contribution account will be forfeited, and the money will be used to reduce future employer contributions or to reduce plan expenses.

Earning vesting service while on leave of absence

Regardless of whether your leave of absence is paid or unpaid, you will continue to earn credit towards vesting service during the period you are on an approved leave of absence.

Earning vesting service while you're disabled

If you become disabled (either as defined under Marathon Oil's long-term disability plan or as determined by the Social Security Administration), you will earn vesting service under the Thrift Plan for periods during which you are on an approved leave of absence for disability.

Loans and withdrawals

The Thrift Plan is designed as a long-term savings program that will provide benefits after your employment with Marathon Oil ends. However, there may be times when you need access to money in your account while you are still employed, so the Thrift Plan allows loans. Withdrawals are also allowed under certain circumstances. You should understand how taking a loan or withdrawal will affect your ability to save for retirement before you take a loan or withdrawal.

Loans available under the Thrift Plan

Individual account loans are available under the Thrift Plan. You may take a loan for any reason.

The minimum amount you may borrow from the Thrift Plan is $500. Special rules apply to participants on a military leave of absence from Marathon Oil. Contact the Marathon Oil Benefits Service Center at Fidelity for information if you are on a military leave and would like a loan.

The maximum amount you may borrow from your Thrift Plan account is the lesser of $50,000 or 50% of your vested account balance. Any outstanding loans you have taken under the Thrift Plan reduce the amount available to you to borrow.

You may have no more than five loans outstanding at one time. Additionally, there is a 15 day waiting period after the closing of a fifth loan before a new fifth loan may be taken.

Interest rate on plan loans

The interest rate on any loan you take out from your Thrift Plan account will be based on the prime rate. Please call the Marathon Oil Company Benefits Service Center at Fidelity or log onto www.netbenefits.com for current loan interest rates. Once established, the rate of interest for your loan is fixed and will not change for the term of your loan. Special rules apply for participants on a military leave from Marathon Oil.

How to apply for a plan loan

You may apply for or model a loan from your Thrift Plan account through the Marathon Oil Company Benefits Service Center at Fidelity or www.netbenefits.com. There is no charge for applying for or modeling a loan.

For more detailed information about the order of accounts or investment options for loans, please call the Marathon Oil Company Benefits Service Center at Fidelity.

If you apply for a loan and satisfy the conditions that apply to your application, you will be sent a check or electronic funds transfer (EFT), if elected, for the amount of the loan. The loan agreement that contains a truth-in-lending disclosure will be sent to you or provided online if EFT is elected. You should read the loan agreement carefully before endorsing your loan check or endorsing online as your endorsement will bind you to the terms of the loan agreement.

Repayment of plan loans

If you take a loan from your Thrift Plan account, your loan repayments will be automatically deducted in equal installments from each paycheck on an after-tax basis. If you have an outstanding loan and are not receiving a paycheck from a participating employer (for example you have retired from Marathon Oil or are on an unpaid leave of absence), a kit to set up coupon or automatic payments via direct deposit will be provided to you. If you have terminated prior to retirement, you are required to repay your loan, else the loan will be treated as a withdrawal and taxed accordingly. Contact the Marathon Oil Company Benefits Service Center at Fidelity for more information.

If you are making contributions at the time of repayment, your loan payments are invested according to your current investment election on file.

If you do not make a loan payment when due, your entire loan balance is considered in default and will be treated as a withdrawal. Withdrawals are subject to regular income taxes, including — if applicable — a 10% early withdrawal penalty, unless you make a full payment of your missing payment(s) within a 90-day grace period. If you are not eligible to receive a distribution and default on a loan, you must repay the defaulted loan, plus interest, before you can take out a new loan.

The minimum repayment period is twelve months. The maximum repayment period for a loan is 60 months.

Payment of plan loans

You may pay all or part of the unpaid balance of your loan at any time without penalty. To arrange for payment, contact the Marathon Oil Company Benefits Service Center at Fidelity. You can always make additional payments by check and the amount will be applied to the principal.

In-service withdrawal

While you are working at Marathon Oil, you may be able to take an in-service withdrawal from all or a portion of your Thrift Plan account.

Withdrawals allow you to access the money in your account while you are an active employee and do not require repayment of the benefit you have received. In-service withdrawals are subject to certain rules, based on the type of contribution (pre-tax, Roth, after-tax, etc.).

Contribution Type	Amount Available	Limitations
Pre-tax (including catch-up)	• The entire amount if you are at least age 59½. • None, if you are not yet age 59½.	
Roth deferral	• The entire amount if you are at least age 59½ and have satisfied the five year requirement. • None if you are not yet age 59½.	
After-tax	The entire amount.	Pre-1987 contributions will be withdrawn first unless otherwise elected. After-tax and after-tax rollover contribution sources are combined for determining the taxability of withdrawals.
Company match	The entire vested portion of your account.	All pre-1987 contributions must be withdrawn before any funds from the company matching account or rollover account can be withdrawn.
Pre-tax rollover	The entire amount.	All pre-1987 contributions must be withdrawn before any funds from the company matching account or rollover account can be withdrawn.
Roth 401(k) rollover	The entire amount.	All pre-1987 contributions must be withdrawn before any funds from the company matching account or rollover account can be withdrawn.
After-tax rollover	The entire amount.	All pre-1987 contributions must be withdrawn before any funds from the company matching account or rollover account can be withdrawn.

In-service withdrawals are limited to a maximum of four each year and cannot be less than $100.

If you take an in-service withdrawal that reduces your account balance to an amount that is less than the last 24 months of matched employee and company matching contributions, then you will be subject to a suspension penalty. The suspension penalty requires that company matching contributions will cease on the date of the withdrawal and will resume after six months have passed.

For more detailed information about the order of accounts or investment options for withdrawals, please call the Marathon Oil Company Benefits Service Center at Fidelity or consult the Thrift Plan document on www.mrobenefits.com.

How to request a withdrawal

To determine how much you may have available for an in-service withdrawal or to request a withdrawal, contact the Marathon Oil Company Benefits Service Center at Fidelity.

You will receive a single cash payment of your withdrawal amount, unless you elect an in-kind distribution of any amount invested in Marathon Oil Corporation common stock by speaking with a representative at Marathon Oil Company Benefits Service Center at Fidelity.

Special considerations before taking a withdrawal

If you take an in-service withdrawal that reduces your account balance to an amount that is less than the last 24 months of matched employee and company matching contributions, then you will be subject to a suspension penalty. The suspension penalty requires that company matching contributions will cease on the date of the withdrawal and will resume after six months have passed.

Also, at the time of the withdrawal you may incur taxes and additional penalties and will be unable to repay this money back into your Thrift Plan account.

Withdrawals for employees called to active military duty

As allowed under the Heroes Earnings Assistance and Relief Tax Act of the 2007 (the “HEART Act”), if you are a reservist or national guardsman called to active duty after September 11, 2001 and service for six months (180 days) or more, you may withdraw some or all of your contributions to the Thrift Plan without having to pay the 10% early withdrawal penalty tax. However, regular income taxes continue to apply to these payments in most cases. Also, you may redeposit all or part of the withdrawal amount to an IRA within two years after the end of your active duty.

Tax consequences of withdrawals

Taxable withdrawals from your Thrift Plan account are taxed as ordinary income in the year withdrawn. If you have not left employment with Marathon Oil and are not yet age 59½, you may also be subject to a 10% tax penalty for early withdrawal unless you elect a rollover of your withdrawal to an IRA or other tax-qualified retirement plan.

Withdrawals from your Roth 401(k) source that are not “qualified distributions” have additional tax consequences. See “Special tax considerations for Roth 401(k) contributions” for more information.

A federal income tax withholding of 20% applies to the taxable portion of withdrawals that are eligible for rollover but that are not directly rolled over to another tax-qualified plan or IRA. You may also be responsible for state and local taxes.

Withdrawals are generally considered taxable and may also be subject to penalties and withholding. Income tax laws are complex and subject to change. Therefore, you should consult with your own tax advisor.

To avoid the tax consequences of withdrawing from your Thrift Plan account, you may wish to consider a plan loan instead. (Remember, we let you have five loans at any time!)

V. Investment Options

The Thrift Plan allows you to choose from a variety of investment options. You decide which options best suit your long-term investment needs and then set your investment direction. Your investment direction applies to both your contributions and company matching contributions. Unless you choose a different investment option, your Thrift Plan account will be automatically invested in the Pyramis Core Lifecycle Commingled Pool nearest to your expected retirement date (assumed to be age 65 for this purpose).

Remember, it is important to review your investments periodically and to rebalance your allocation or adjust your investment strategy. Generally, you can change your investment direction for new contributions or exchange your account balance at any time. An exchange is a request to transfer all or a portion of your existing account balance in one or more investment options into one or more other investment options. When you make an exchange, you will receive a confirmation from the Marathon Oil Company Benefits Service Center at Fidelity. If you find an error or discrepancy in your confirmation, you must contact the Marathon Oil Company Benefits Service Center at Fidelity immediately.

You should also consider the benefits of maintaining a diversified investment portfolio. In general, spreading your assets across different types of asset classes (such as stocks, bonds and short-term investments) may lower your portfolio's short-term risk. This is because market or other economic conditions that can cause one asset class or particular security to perform well may cause another asset class or specific security to perform poorly. Although diversification is not a guarantee against loss, it can be an effective strategy to help you manage your investment risk.

As part of understanding your investment options, it is also important to know the cost (fees and expenses) of your investments, since cost can impact your net return.

You have sole responsibility for choosing the investment options in which your Thrift Plan account is invested. Neither Marathon Oil nor any other plan fiduciary is liable for any loss in value of your investment holding resulting from your exercise of your investment responsibility to the extent permitted under Section 404(c) of ERISA. Under Section 404(c) of ERISA, participants and beneficiaries bear responsibility for their investment decisions. The Thrift Plan's fiduciaries may be relieved of liability for any losses that are the direct and necessary result of investment instructions given by participants and beneficiaries.

Any of the Thrift Plan's investment options may be changed, closed to new investment, or eliminated at any time. Typically, Marathon Oil will endeavor to provide reasonable notice of upcoming changes in Thrift Plan investment options, but such notice is not required and may not always be given, depending upon the circumstances.

Read the entire Marathon Oil Company Thrift Plan Enrollment Guide, which is available at www.mrobenefits.com, the most recent information for each investment option such as quarterly performance statements and any additional information such as mutual fund prospectuses for a more complete description of the investment options described in this summary and for information about selecting your investment options. The provisions of the Marathon Oil Company Thrift Plan Enrollment Guide are incorporated into this summary by reference. Contact the Marathon Oil Company Benefits Service Center at Fidelity if you would like a printed copy of the Marathon Oil Company Thrift Plan Enrollment Guide or you may print it on line at www.mrobenefits.com.

Setting and changing your investment direction and exchanges

You may set or change your investment direction for all contributions — both employee and company matching contributions — as often as you would like by contacting the Marathon Oil Thrift Plan Service Center at Fidelity either online or by phone. You may also make exchanges among investment options in your account as often as you would like.

Read the Marathon Oil Company Thrift Plan Enrollment Guide and any updates for information about restrictions or limitations on your investment direction, exchanges or other plan transaction requests. In addition, the Thrift Plan annual participant disclosure as well as each mutual fund's prospectus describes the fees and expenses associated with investment options in the Thrift Plan. This information is also available at www.netbenefits.com.

If you do not set an investment direction when your enroll in the Thrift Plan, your employee contributions, company matching contributions and any rollovers will be invested automatically in the Pyramis Core Lifecycle Commingled Pool nearest to your expected retirement date (assumed to be age 65 for this purpose). You can change this direction at any time.

VI. Receiving Your Benefits

When your employment with Marathon Oil ends, you have several options to consider. You may request a distribution of your vested Thrift Plan account balance or you may defer receiving your account balance if your account balance is in excess of $5,000.

You can request a distribution by contacting the Marathon Oil Company Benefits Service Center at Fidelity via the following methods:

- Online: by accessing www.netbenefits.com
- By phone at: 1-800-841-0213

Automatic distribution or rollover of your account balance if $5,000 or less

If your vested account balance is $5,000 or less when you leave Marathon Oil or at any time after you leave (as determined during a periodic review of your account value), and you do not initiate a full distribution or rollover, your vested account balance will automatically be paid to you as a lump sum distribution (if your account balance is $1,000 or less) or rolled over to an IRA at Fidelity (if your account balance is greater than $1,000 but $5,000 or less). This could happen even if your account had been previously valued at $5,000 or more and you chose to defer your distribution.

You may roll over this one-time lump sum payment directly into an IRA or another tax-qualified plan.

If you do not initiate a rollover or distribution, your lump sum benefit will be paid out as follows:

- **Benefits valued between $1,000 and $5,000.** The Internal Revenue Code requires that your lump sum payment be rolled over into a qualified IRA which will defer taxes until you choose to withdraw your distribution.

  The lump sum will be rolled over into a Fidelity rollover IRA in your name and will be invested in the Fidelity Cash Reserves Fund (FDRXX), a money market vehicle designed to preserve principal and provide a reasonable rate of return and liquidity. The Cash Reserves Fund investment management fees will be charged to your IRA and will not be paid by Marathon Oil or the Thrift Plan.

  The expenses and fees of the Fidelity IRA will not be any higher than the expenses and fees charged by Fidelity for other comparable Fidelity IRAs. If one of these IRAs is established for you, Fidelity will provide you information about your account. No further benefits will be payable from the Thrift Plan.

- **Benefits valued at $1,000 or less.** If your vested account balance is $1,000 or less, a check for the entire amount of the lump sum will be sent to you with the required 20% federal income tax withheld. Additional state and local taxes will also be withheld, if applicable. No further benefits will be payable from the Thrift Plan.

Requesting a distribution

When your employment with Marathon Oil ends, you will receive a Thrift Plan distribution kit. You must decide how your distribution will be made and when the distribution will begin. The distribution options you have depend on the amount of your vested benefit and whether you are a Retired Member of the Thrift Plan or a Deferred Member of the Thrift Plan.

- If your vested benefit is $5,000 or less, your distribution will be made as described in the section above which is titled "Automatic distribution or rollover of account balance if $5,000 or less."

If you terminate employment with Marathon Oil on or after age 50 and are vested in your company matching contributions, then you are a Retired Member. If you terminate employment with Marathon Oil and you are not vested in your company matching contributions or you have not reached age 50 before you terminate employment with Marathon Oil, you are a Deferred Member.

- If your vested benefit is more than $5,000 and you are a Retired Member, you have several options for your account:
  - Deferring your distribution (however, the law requires that you begin receiving distributions by a certain date);
  - An immediate lump-sum distribution;
  - Installment payments; or
  - A partial withdrawal.

- If your vested benefit is more than $5,000 and you are a Deferred Member, you have several options for your account:
  - Deferring your distribution (however, the law requires that you begin receiving distributions by a certain date);
  - An immediate lump-sum distribution; or
  - A onetime partial withdrawal for the purpose of paying off outstanding loans.

Minimum required distributions

By law, you must start receiving your vested Thrift Plan account no later than April 1 of the year following the calendar year in which you attain age 70½ or terminate employment if later. Additional required distributions must be made by December 31 of each subsequent year.

Your minimum required distribution amount for each year is generally the lesser of (1) your account balance (as of December 31 of the immediately preceding calendar year) divided by your life expectancy or (2) if your sole designated beneficiary is your spouse, your account balance (as of December 31 of the immediately preceding calendar year) divided by the joint life expectancy of you and your spouse.

Joint life expectancy is the total number of years, based on actuarial determinations, that two people of specified ages are expected to live. For this purpose, joint life expectancy is the number of years set forth in the Joint and Last Survivor Table set forth in Section 1.409(a)(9)-9 of the Treasury Regulations, using your and your spouse's attained ages based upon your birthdays in the distribution calendar year.

Lump-sum distributions

If your Thrift Plan account balance is $5,000 or less your distribution will be made as described in "Automatic distribution or rollover of account balance if $5,000 or less."

If your vested balance is over $5,000, you may request a lump-sum distribution at any time after your employment with Marathon Oil ends. A lump-sum distribution will be made in cash, unless you elect to have certain portions paid in kind as Marathon Oil Corporation common stock, as permitted by plan rules. You can choose payment in Marathon Oil Corporation common stock, as a combination of whole shares and cash for the portion of your distribution in Marathon Oil Corporation common stock.

Your lump sum distribution will be paid as soon as administratively possible.

Rollover distributions

In general, distributions from the Thrift Plan are eligible for rollover into another tax-qualified plan or IRA that accepts rollovers. Roth elective deferrals may only be directly rolled over into a Roth elective deferral account under a tax-qualified retirement plan or a Roth IRA. You may roll over your:

- Pre-tax contributions.
- Roth elective deferral contributions.
- Rollover contributions.
- Vested company matching contributions.
- After-tax contributions.
- Catch-up contributions.

When you roll over all or part of a distribution from the Thrift Plan, you postpone income taxes on the amounts rolled over until you withdraw them. This can provide substantial tax savings if you are in a lower tax bracket when you receive your distribution. A Special Tax Notice Regarding Plan Payments with more information on rollovers from the Thrift Plan is available from the Marathon Oil Company Benefits Service Center at Fidelity.

There are two ways to roll over your Thrift Plan benefits to another tax-qualified plan or IRA:

- **Direct rollover.** You instruct Fidelity to pay all or part of your eligible distribution directly to the trustee or administrator of the other plan. No taxes are withheld from a direct rollover. Any non-taxable portion of your distribution (after-tax contributions) you want to roll over must be made via a direct rollover.
- **Indirect rollover.** You receive a check for the distribution — payable to you — and you choose to roll part of all of the eligible distribution into another tax-qualified plan or IRA within 60 days of the date of receipt. Mandatory federal (and in some cases state or local) tax withholding applies to indirect rollovers. You may not make an indirect rollover of non-taxable distributions (after-tax contributions).

Because taxes have been withheld, you may want to replace the amount withheld with money from another source, so you will not incur income taxes on the amount withheld.

If you have Roth elective deferral contributions and are entitled to a distribution from the Thrift Plan, you may roll over your Roth elective deferral contributions into a Roth IRA or another tax-qualified plan that accepts Roth elective deferral contributions, but you may not roll over your Roth account within the Thrift Plan to a regular IRA. The rules regarding rollovers of Roth elective deferral contributions are complicated; please consult your tax advisor.

You are solely responsible for following guidelines and adhering to deadlines that apply to your rollover in order to ensure that your distribution is not immediately taxable.

The distribution kit you will receive when you terminate employment with Marathon Oil has instructions for requesting a rollover distribution.

Installment payments

When your employment with Marathon Oil ends, if you are a Retired Member, you may receive your Thrift Plan benefit as installment payments — a series of payments made over time — but only if your vested benefit is more than $5,000. Installments may be paid monthly, semi-annually or annually. After benefits commence under the installment option you may discontinue receiving installments at any time, subject to the minimum distribution requirements under the Code.

If you terminate employment with Marathon Oil on or after age 50 and are vested in your company matching contributions, then you are a Retired Member. If you terminate employment with Marathon Oil and you are not vested in your company matching contributions or you have not reached age 50 before you terminate employment with Marathon Oil, you are a Deferred Member. Deferred Members are not eligible for installment payments.

Installment payments will be made only in cash. If you want to receive a portion of your distribution in-kind in the form of Marathon Oil Corporation common stock, you must request a lump-sum distribution.

You may also request partial withdrawals while your installments continue. To choose this payment option, contact the Marathon Oil Company Benefits Service Center at Fidelity.

How installment payments are calculated

You may request an amount or a percentage; however, your payments must be completed over a period of time that is less than or equal to the combined life expectancies of you and your designated beneficiary.

You may choose from three different installment payment approaches:

- Payments over a fixed period of time (for example, annual payments over 10 years) — with this approach, the dollar amount of the payment will change based on the then-remaining balance in your account and the remaining number of payments.
- Equal payments over your life expectancy or over the combined life expectancies of you and your designated beneficiary — with this approach, you can have the amount of your payment adjusted once per year.
- Equal payments in a fixed amount (subject to adjustment once per calendar year) until your account is completely paid out.

How installment payments are withdrawn from your account

Unless you specify otherwise, payments will be made by withdrawing money from your Thrift Plan contribution sources in the following order, until all payments are made:

- After-tax contribution source (pre-1987 tax-paid contributions first)
- After-tax rollover source
- Pre-tax rollover source
- Company matching contribution source
- Pre-tax contribution source
- Pre-tax catch-up contribution source
- Roth rollover source
- Roth elective deferral source
- Roth catch-up source

Plan loans cannot be used to fund installment payments.

Within each contribution source above, your payments will be withdrawn from your investment options in the order specified in Appendix D to the Thrift Plan, unless you specify the investment options from which your withdrawals are to be taken. For more information, contact the Marathon Oil Thrift Plan Service Center at Fidelity at 1-800-841-0213.

Additional withdrawals available to retired members with installment payments

If you are a Retired Member and you elect to receive your Thrift Plan benefit as installment payments, you may choose to:

- Accelerate payments, so they are paid over a shorter time frame or in larger amounts.
- Have the remaining portion of your Thrift Plan account balance paid in a lump sum.
- Make an additional partial withdrawal (up to four per year) which includes a minimum $500 withdrawal.

If you want to change the form of distribution, contact the Marathon Oil Thrift Plan Service Center at Fidelity at 1-800-841-0213.

If you die while receiving installment payments

If you are a Retired Member and you elect to receive your Thrift Plan benefit as installment payments, and you die after payments have started but before the vested portion of your Thrift Plan account balance has been totally distributed to you, the remainder of your account will be paid to your designated beneficiary or beneficiaries at least as rapidly as required under the minimum distribution requirements of the Code.

Your beneficiary or beneficiaries should contact the Marathon Oil Thrift Plan Service Center at Fidelity at 1-800-841-0213.

Deferring your distribution

When your employment with Marathon Oil ends, you may choose to keep your account in the Thrift Plan and receive a distribution at a later date, but only while your account balance exceeds $5,000. You do not need to make a special election to defer distribution; by default, if you do not elect a distribution and your account value is greater than $5,000, you will remain in the Thrift Plan.

While your account remains in the Thrift Plan, it continues to be subject to investment gains and losses, and you may make exchanges among your investment options at any time.

In addition, you will continue to have access to your online statements or hardcopy quarterly statements. However, you will not be able to make additional elective deferral contributions. You also will not receive any additional company matching contributions.

In any event, by law you must begin receiving minimum required distributions by no later than April 1 of the year following the calendar year in which you reach age 70½ or terminate employment, if later.

Partial withdrawals

At any time after you leave Marathon Oil, you may receive a one-time only partial withdrawal of your vested account balance. Your partial withdrawal may be any portion of your account balance. If your account balance does not exceed $5,000, it will be distributed or rollover over to an IRA as previously described.

If you're not vested

If your employment with Marathon Oil ends and you're not vested in your company matching contributions, the unvested matching contributions are subject to forfeiture and will not be paid when your benefit is distributed to you. This applies whether the distribution is paid immediately or at a later time.

Forfeited company matching contributions could be reinstated if you are rehired by Marathon Oil within five years of your termination of employment with Marathon Oil.

If you are a rehired employee whose company matching contributions were previously forfeited, please contact the Marathon Oil Benefits Department to determine if your company matching contributions can be reinstated.

You are always 100% vested in your pre-tax, Roth elective deferral, after-tax and rollover contribution sources. Contributions and investment earnings (if any) held in those sources are never subject to forfeiture.

Tax considerations

Because Marathon Oil cannot give you tax advice, you should discuss your situation with your own tax advisor before you receive a withdrawal or distribution from the Thrift Plan.

For important information on the tax implications of your distribution options, you should review the Special Tax Notice Regarding Plan Payments, available from the Marathon Oil Company Benefits Service Center at Fidelity. This notice contains relevant tax disclosures specifically prescribed by the Internal Revenue Service in connection with any distribution from a tax-qualified savings plan.

Any tax considerations mentioned in this summary should be regarded as highlights only and not as a comprehensive discussion of tax law. The tax laws change frequently, and the application of the tax laws varies based upon individual circumstances.

When your Thrift Plan account is paid to you, generally, you will be responsible for ordinary income tax on the value of your pre-tax, company matching and taxable portion of your rollover contributions. This includes investment gains or losses that have been credited to these sources. You will also be responsible for income tax on investment income earned on your after-tax contributions.

Depending on applicable tax law and your individual circumstances, you may be responsible for state and local taxes as well.

As of the date of this summary, Marathon Oil Company and other participating employers are entitled to deduct the value of company matching contributions and pre-tax contributions made on behalf of participants.

Special tax considerations for Roth deferral contributions

Investment income earned on your Roth deferral contributions is not taxed if it is part of a "qualified distribution." A qualified distribution is generally a distribution made:

- After a five-year period of participation; and
- After you reach age 59½, die or become disabled.

The five-year period includes the period in which the initial contribution is made and continues to apply even if you stop making Roth deferral contributions.

If the withdrawal is not a qualified distribution, investment earnings on your Roth deferral contributions are taxed as ordinary income and may be subject to a 10% early withdrawal penalty.

Required tax withholding

Federal income tax withholding at 20% is required on most taxable lump sum cash distributions. State and local income tax withholding may also be required.

Withholding does not change your tax liability — it just means you are paying estimated taxes at the time the distribution is made.

Withholding is not required on the following distributions:

- Direct rollover contributions.
- Installment payments made at least once each year for ten years or more.
- Installment payments made at least once each year over your life expectancy or the joint life expectancies of you and your spouse or other beneficiary.
- In-kind distributions.
- Minimum required distributions made after you reach age 70½.

Postponing taxes and tax withholding

If you roll over the taxable portion of a distribution — either through a direct rollover or otherwise — to another tax-qualified plan or IRA, any taxes on the rollover amount will be postponed. Mandatory tax withholding can be avoided if you make a direct rollover.

Note that rolling over the taxable portion of a distribution into a tax-qualified plan or IRA simply defers or postpones the taxes due — it does not eliminate those taxes. You will still owe income taxes at the time in the future when the rollover is distributed to you.

Additional taxes

If you receive a payment before you reach age 59½ and you do not roll it over, in addition to income taxes, you may have to pay an early withdrawal tax penalty equal to 10% of the taxable portion of the payment.

The additional 10% tax does not apply if your payment is:

- Paid to you because you leave the company during or after the year you reach age 55.
- Paid to you after you are permanently and totally disabled.
- Paid to you as substantially equal payments over your life expectancy (or you and your spouse's or beneficiary's life expectancies).
- Used to pay certain medical expenses.
- A qualified reservist distribution.

The Special Tax Notice Regarding Plan Payments that contains more information about required tax withholding is available from the Marathon Oil Thrift Plan Service Center at Fidelity.

Taxes on Marathon Oil Corporation common stock

If you receive Marathon Oil Corporation common stock in-kind as a part of your Thrift Plan distribution, you may be able to defer taxes on any increase in the value of that portion of your account invested in Marathon Oil Corporation common stock over the trustee's cost basis when you receive the Marathon Oil Corporation common stock. Additionally, you may qualify for capital gains treatment on any increase in the value over the trustee's basis when you sell your Marathon Oil Corporation common stock.

You will need to report dividends on Marathon Oil Corporation common stock as income on your federal (and state or local, if applicable) income tax return(s). Dividends paid on Marathon Oil Corporation common stock will generally constitute "qualified dividend income" that is subject to a maximum federal tax of 15%, provided that you meet certain holding period requirements.

You should be aware that taxes are not withheld on in-kind distributions of Marathon Oil Corporation common stock.

You may be required to file estimated taxes as a result of your in-kind distribution. If you plan to take an in-kind distribution of Marathon Oil Corporation common stock, you should consult your tax advisor about the tax impact to you.

VII. Reduction for Overpayment

If the Plan Administrator determines that you have received more than you are entitled to under the terms of the Thrift Plan, the Plan Administrator has the authority to collect such overpayment, including by off-setting any further amounts you may be entitled to under the Thrift Plan.

VIII. What happens if…

Various rules will apply to your participation in the Thrift Plan if certain life events occur.

You are on a leave of absence

In general, your Thrift Plan employee and company matching contributions will continue during your leave while you are receiving a regular paycheck from Marathon Oil. Specifically:

- If you are on a paid leave of absence, your contributions will continue during your leave. You may change or stop contributions at any time using www.netbenefits.com or by contacting the Marathon Oil Benefits Service Center at Fidelity.
- If you are on an unpaid leave of absence (including a medical/long-term disability leave), your contributions will stop until you return. Unless your unpaid leave is a military leave, you will not have the opportunity to make up missed contributions.
- If you are on a military leave, upon your return you may make up any missed contributions. You will receive any company matching contributions you would have received while you were on qualified military leave, reduced by any company matching contributions you did receive during that time. Contact the Marathon Oil Benefits Department for more information about eligibility for qualified military leaves of absence and make-up contributions.

You die

If you die while employed by Marathon Oil, your designated beneficiary will obtain the right to your total Thrift Plan account balance — including employer company matching contributions — even if you were not already vested.

If you die after termination of employment, your beneficiaries should notify the Marathon Oil Thrift Plan Service Center at Fidelity as soon as possible. As long as your account balance exceeds $5,000:

- If your surviving spouse is your sole beneficiary, then distributions will begin by the end of the calendar year following the year of your death or, if later, by the end of the calendar year in which you would have reached age 70½.
- If your surviving spouse is not your sole beneficiary, then distributions will begin by the end of the calendar year following the year of your death.
- If you have no designated beneficiary, your entire Thrift Plan account balance must be distributed by the second anniversary of your death.

Typically, if your account balance is $5,000 or less, it will be distributed to you before death. If you have an account balance that does not exceed $5,000 and you die, it will be distributed to your beneficiaries as described above.

You should regularly review your beneficiary designation to be sure it is up to date.

Your beneficiary may elect to:

- Make changes among investment options.
- Pay off any outstanding loan in full to avoid having it treated as a defaulted loan.
- Have any part of your Thrift Plan account balance that is invested in Marathon Oil Corporation common stock distributed in-kind rather than in cash.
- Directly roll over your Thrift Plan account balance to a tax-qualified plan or IRA (for a surviving spouse beneficiary). A non-spouse beneficiary may elect a direct rollover to an IRA. Your beneficiary should consult his or her tax advisor.

Your beneficiary will not have the same rights you have. For example, your beneficiary may not take a loan.

You become disabled

If you become disabled, refer to the "You are on a leave of absence" for further details.

You terminate employment and are later rehired

If you leave Marathon Oil and are later rehired as an eligible employee, you will be eligible to make a deferral election under the Thrift Plan as soon as administratively possible after your date of rehire. Calculation of your vesting service following rehire is described below.

Calculating your vesting service after rehire

In general:

- If you were vested in your company matching contributions when you left Marathon Oil, you will be 100% vested in all company matching contributions credited to your Thrift Plan account following your rehire.
- If you were not vested in your company matching contributions when you left Marathon Oil, all of your prior service will be recognized under the Thrift Plan for vesting purposes, regardless of how long you were gone.

You are no longer eligible due to a transfer

If you are no longer employed by a participating employer due to a transfer, you will no longer be eligible to contribute to the Thrift Plan. Your service with the Marathon Oil controlled group after the transfer will continue to count towards vesting service.

Your account balance will remain in the Thrift Plan, unless you choose to make a withdrawal for which you are eligible. If you choose to make a withdrawal while employed by a non-participating employer, you may incur taxes and penalties. Please review the provisions applicable to in-service withdrawal.

You take a military leave of absence

If you are on military leave for "service in the uniformed services," Marathon Oil may pay you "differential pay" to make up some or all of the difference between your military pay and your civilian pay pursuant to the terms of the Marathon Oil Company Military Leave of Absence Plan. You can make Thrift Plan deferrals from this differential pay and receive a company matching contribution. Upon your return from leave, you may make up any missed contributions. You will receive the full company matching contribution you would have received while you were on military leave, reduced by any match you already received during your military leave. You may be asked to demonstrate to the Plan Administrator that you were engaged in military service.

The company matching contributions resume automatically for current contributions. From your date of reemployment, you will have the lesser of five years or three times the period of military service to repay your missed contributions.

If you were called to active duty for more than 30 days, you may be eligible to take a partial distribution of your vested Thrift Plan account balance. A 10% early withdrawal tax penalty will apply if you are younger than age 59½ and your withdrawal does not meet the requirements of a qualified reservist distribution. If you take a partial withdrawal, you will not be permitted to make contributions to the Thrift Plan for six months after the distribution. You are advised to consult your tax advisor about the consequences of any Thrift Plan distribution.

You die while on a military leave of absence

If you die while on a military leave of absence, you will be treated as if you had returned to work prior to your death. If you were not fully vested in your company matching contributions, you will be fully vested upon your death. Please refer to the section titled, "You Die," for more detailed information.

IX. Administrative Information

Plan Name	Marathon Oil Company Thrift Plan
Plan Administrator (Agent for service of legal process)	Deanna Jones 5555 San Felipe Street Houston, TX 77253 Phone: (713) 629-6600
Named Fiduciaries	Deanna Jones 5555 San Felipe Street Houston, TX 77253 Phone: (713) 629-6600
Employer Identification Number	25-1410539
Type of Plan	Defined contribution plan (profit-sharing) intended to be qualified under Section 401(a) of the Internal Revenue Code
Plan Sponsor	Marathon Oil Company
Plan Number	003
Sources of contributions	Employees make contributions pursuant to Section 401(k) of the Internal Revenue Code. Marathon provides additional contributions through company matching contributions. All contributions are held in the plan's trust.
Trustee (Service of legal process may also be made on the Trustee)	Fidelity Management Trust Company 82 Devonshire Street Boston, MA 02109 Phone: (617) 570-7000
Recordkeeper	Fidelity Investments Institutional Operations Company, Inc. 82 Devonshire Street Boston, MA 02109
Inspection of Plan Documents	Plan documents may be inspected by making a request at any company Human Resources office or by writing: Thrift & Retirement Marathon Oil Company 5555 San Felipe Road Houston, TX 77253 Plan documents are also available at the following website: www.mrobenefits.com
Plan Year	January 1 – December 31
Benefits under the Thrift Plan are not insured by the Pension Benefit Guaranty Corporation.	

Plan trustee

The Thrift Plan assets are held in a trust. Fidelity Management Trust Company is the plan trustee. As trustee, Fidelity Management Trust Company is responsible for duties specifically assigned to it in the trust agreement or by applicable law, including:

- Having custody of the trust assets.
- Making — at the direction of the appropriate investment manager — all purchases, sales and redemptions of securities held by it.
- Voting — at the direction of the appropriate investment manager — stock held in the Thrift Plan. However, the shares of Marathon Oil Corporation common stock held in the Thrift Plan are voted according to the instructions provided by employees owning those shares (if these instructions are provided according to the guidelines established by the Thrift Plan and ERISA).

Under the terms of the Thrift Plan, Marathon Oil Company may appoint additional or successor trustees.

The Thrift Plan is not insured by the Pension Benefit Guaranty Corporation.

Plan administrator

Marathon Oil Company has appointed Robert L. Sovine, Jr. as the plan administrator for the Thrift Plan. The plan administrator (or his or her authorized delegates) is responsible for, among other things:

- Establishing rules and regulations regarding the Thrift Plan.
- Determining eligibility of participants.
- Handling contributions and calculations.
- Deciding, in his discretion, whether benefits should be paid.
- Selecting and contracting with a recordkeeper.
- Determining expenses that can be paid from plan assets.
- Interpreting the Thrift Plan.
- Operating and administering the Thrift Plan.

The plan administrator may delegate to an assistant plan administrator the authority to exercise some or all of his powers as necessary or appropriate to carry out the provisions of the Thrift Plan.

With respect to investment matters, an Investment Committee shall meet at least once a year and shall assist the plan administrator in selecting and reviewing appropriate investment options and in addressing any related investment matters. The Investment Committee shall consist of the plan administrator, the Treasurer of Marathon Oil Corporation, and any other employees of Marathon Oil whom the plan administrator may appoint.

The plan administrator is also authorized to obtain the services of legal counsel, outside consultants, and other appropriate persons.

The determinations of the plan administrator shall be conclusive in respect to all matters involved in the administration of the Thrift Plan except as otherwise provided in the Thrift Plan document or by law.

Plan recordkeeper

The plan administrator has contracted with Fidelity Investments Institutional Operations Company, Inc. to be responsible for duties specifically assigned to it in the recordkeeping agreement, including:

- Maintaining plan records and participant accounts.
- Producing participant statements and confirmations.
- Processing plan withdrawals and distributions in accordance with the terms of the Thrift Plan.
- Providing telephone and online services for the Thrift Plan.

The plan administrator selects the recordkeeper. Under the terms of the Recordkeeping Services Agreement, the plan administrator may remove the recordkeeper with advance notice and may appoint additional or successor recordkeepers.

Assignment of interest/liens on funds or property

Your rights to your Thrift Plan account cannot be transferred or assigned to anyone else, nor can you use your account as security or collateral for a loan, except for a loan taken from the Thrift Plan. In addition, no charges or deductions are made upon the withdrawal or termination of your account except for:

- Expenses in connection with the sales or securities or taxes, if any.
- Certain trust and administration fees that may be assessed upon termination of the Thrift Plan.

However, the Thrift Plan is required to comply with a judgment, decree or order issued that constitutes a qualified domestic relations order, or “QDRO,” under the domestic relations laws of a state or a federal personal income tax lien.

If the Thrift Plan receives a QDRO relating to marital property rights, alimony payment or child support, all or a portion of your Thrift Plan account may be paid to someone else.

Your Thrift Plan benefits may also be offset by a court order if you commit a crime involving the Thrift Plan or breach certain fiduciary duties that you have with respect to the Thrift Plan.

Governing plan documents

In preparation of this summary plan description, much effort was made to provide a clear, concise description of your benefits and to avoid contract and legal terms whenever possible. The aim has been to present a simplified overview of essential information about your benefits in terms that are not difficult to understand. However, the formal terms of the plan are set forth in legal plan documents. This means that should any questions arise about the nature and extent of your benefits, the formal language of the plan documents (and not this summary plan description) will govern.

No right to employment

Your eligibility for or your rights under Marathon Oil's benefit plans is not a guarantee of continued employment. Marathon Oil's employment determinations are made separately from and without regard to the determination of the benefits to which you are entitled under the Thrift Plan. You have no right to continued employment with Marathon Oil. Marathon Oil reserves the right to terminate your employment at any time and for any reason not prohibited by law.

Qualified domestic relations orders

A domestic relations order, or "DRO," is an order or judgment issued by a state court directing the plan administrator to pay all or a portion of your benefit under a tax-qualified benefit plan, such as the Thrift Plan or the Retirement Plan of Marathon Oil Company, to your spouse, former spouse or other eligible dependent.

If a DRO has been issued regarding your benefits you must forward all relevant documentation to QDRO Administration Services at Fidelity. Based upon the applicable QDRO guidelines, QDRO Administration Services will oversee the process that determines whether the DRO is qualified and is a QDRO. If the DRO is determined to be qualified, all or a portion of your plan benefits will be subject to the terms the QDRO.

If you have questions concerning a QDRO or if you would like a copy of the applicable plan QDRO procedures free of charge, please contact:

Fidelity Investments
QDRO Administration Group
P.O. Box 770001
Cincinnati, OH 45277-0066
Attn: Marathon Oil Company

You can find more information about QDROs at https://qdro.fidelity.com and www.mrobenefits.com.

Qualified domestic relations orders do not apply to any of Marathon Oil's non-qualified plan benefits.

Incapacity of participant or beneficiary

If you are declared incompetent or are a minor and a conservator, guardian or other person legally charged with your care is appointed, any benefits payable to you will be paid to your conservator, guardian or other person legally charged with your care. The plan administrator's decision in such matters will be final, binding and conclusive.

Future of the plan

Marathon Oil Company has and reserves the right to change or terminate the Thrift Plan at any time without advance notice except if such notice as required by law. The decision to change or terminate the Thrift Plan may be a result of changes in federal or state laws governing benefits or any other factor.

If material changes are made to the Thrift Plan, Marathon Oil will notify you. No amendment or termination of the Thrift Plan will adversely affect your right to any benefits you may have accrued (not including investment gains) under the Thrift Plan immediately before its amendment or termination.

If the Thrift Plan is terminated and you are not vested, you will become fully vested in your company matching contributions and all other sources under the Thrift Plan.

How to File a Formal Claim under ERISA

Claims should be filed with the Claims Administrator.

Formal claims and appeals process

If you are not satisfied with the results of your inquiry to the Marathon Oil Benefits Department, you may file a formal claim. If you are still not satisfied with this decision regarding your formal claim, you may then file a formal appeal of this decision. Your formal claim for benefits is reviewed by the Claims Administrator — and, if you file an appeal of that decision, your appeal is reviewed by the Plan Administrator.

Claims process

You have the right to file a formal claim for benefits if you disagree with the response you received on your benefits inquiry from the Marathon Oil Company Benefits Service Center at Fidelity. This would include decisions you disagree with regarding your eligibility for benefits, the amount of your benefits, or other issues impacting your benefits.

Your formal claim must be submitted in writing and be filed with the plan's Claims Administrator at the following address:

Marathon Oil Benefits Department
5555 San Felipe Street
Houston, TX 77056
Attn: Thrift & Retirement

Please include a copy of any written response you received from Fidelity and the information you submitted in support of your inquiry. To expedite receipt of your claim, you can submit your claim electronically to MRObenefitshelp@marathonoil.com.

The Claims Administrator will consider the applicable benefit plan provisions, all of the information and evidence you present, and any other relevant information, including any information that the Claims Administrator may request from you to perfect your claim (i.e., establish your right to the benefit) and complete the review.

The Claims Administrator may require you or the Company to submit, within 30 days of written notice, additional facts, documents or other evidence as the Claims Administrator, in his sole discretion, deems necessary or advisable in making such a review. The timeframe to make a determination will be tolled (suspended) during this period. If you do not respond, a decision will be made based on the information on file. On the basis of the review, the Claims Administrator will make an independent determination of your claim.

If your formal claim for benefits is denied, you will be provided with a notice of denial that contains:

- The specific reason(s) for the denial.
- A specific reference to the plan provision(s) on which the denial is based.
- Descriptions of any additional information that is necessary to perfect your claim and an explanation of why this information is necessary.
- An explanation of the plan's appeal review procedure.

If your claim is denied in whole or in part, you will receive an adverse benefit determination within 90 days of the date your formal claim is received by the plan, unless special circumstances require an additional 90 days to process your claim. If an extension of time is required, you will be given written notice prior to the beginning of the extension period. The notice will indicate the special circumstances that require an extension of time and the date by which the plan expects the final decision to be rendered.

Appeals process

If your claim is denied in whole or in part, you may appeal this adverse benefit determination by submitting an appeal to the Plan Administrator at the following address:

Deanna Jones
Marathon Oil Company
5555 San Felipe Street
Houston, TX 77056

To expedite receipt of your appeal, please do not send it via certified mail.

Your appeal must be submitted within 60 days of your receipt of the claim denial and should include a written statement:

- Requesting a review of the Claims Administrator's decision;
- Setting forth any new or different information upon which the appeal of the denial is based, and all facts in support thereof; and
- Including all issues or comments which you feel are relevant to the appeal.

If you do not submit a written letter appealing to the claim denial within 60 days, you will be unable to file an appeal thereafter.

You may review pertinent documents to prepare your appeal at no charge to you. Upon your request, you may receive, free of charge, reasonable access to and copies of all documents, records, and other information relevant to the decision on your claim. In addition, the Plan Administrator may request additional information from you to perfect your appeal and complete the review.

The Plan Administrator may require you or the Company to submit, within 30 days of written notice, additional facts, documents or other evidence as the Plan Administrator, in his sole discretion, deems necessary or advisable in making such a review. The timeframe to make a determination will be tolled (suspended) during this period. If you don't respond, a decision will be made based on the information on file. On the basis of the review, the Plan Administrator will make an independent determination of your appeal.

You will receive a written decision on your appeal within 60 days of the plan's receipt of your appeal, unless special circumstances require an extension of time for processing. In that event, a decision will be rendered as soon as possible, but not later than 120 days after receipt of your appeal.

The decision of your appeal will be provided to you in writing. It will include the reasons for the decision, a reference to the specific plan provision(s), as applicable, and other relevant information related to the decision. Generally, if you do not receive notice of the appeal decision within 120 days after receipt of your appeal, your appeal is deemed denied.

Effect of the Appeals Administrator's decision

The decision of the Plan Administrator on your appeal is final, conclusive, and not subject to further review. The Plan Administrator has complete discretionary authority to interpret and administer the plan and make factual decisions regarding eligibility, payment of benefits, and other plan-related issues.

After the claims and appeals process has concluded

If, following exhaustion of the plan's claims and appeals procedures, you still believe that you are entitled to a benefit under the plan, you may file a civil action under Section 502(a) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Time limits and venue for bringing suit

However, any civil action for benefits must be brought no later than two years following: (i) in the case of any lump-sum payment, the date on which the payment was made, (ii) in the case of a periodic payment, the date of the first in the series of payments or (iii) for all other claims, the date on which the action complained of occurred.

Any civil action for benefits under the plan must be brought in the United States District Court for the Southern District of Texas, Houston Division.

Importance of exhausting the administrative review process

If you do not file a claim, follow the claims process, or appeal on time, you will give up your legal rights, including the right to file a civil action in federal court because you will not have exhausted your internal administrative appeal rights. Generally, you must exhaust your internal administrative appeal rights before you can bring a civil action in federal court.

Your ERISA Rights

As a participant in a Marathon Oil benefit plan, you are entitled to certain rights and protections under the Employee Retirement Income Security Act of 1974 (ERISA). ERISA provides that all plan participants have the right to:

- Examine, without charge, at the plan administrator's office, all documents governing the plan, including insurance contracts and collective bargaining agreements, and a copy of the latest annual report (Form 5500 Series) filed by the plan with the U.S. Department of Labor and available at the Public Disclosure Room of the Employee Benefits Security Administration.
- Obtain copies for the governing plan documents by contacting the Marathon Oil Benefits Department. A reasonable fee for copying may be assessed.

  Marathon Oil Benefits Department
  5555 San Felipe Street
  Houston, TX 77056
  Attn: Thrift & Retirement
- Obtain copies of the latest annual report (Form 5500 Series) and updated summary plan descriptions by contacting the Marathon Oil Benefits Department. A reasonable fee for copying may be assessed.

  Marathon Oil Benefits Department
  5555 San Felipe Street
  Houston, TX 77056
  Attn: Thrift & Retirement
- Receive a summary of the plan's annual financial report at no charge. Each participant is automatically provided with a copy of this summary annual report.

In addition to creating rights for plan participants, ERISA imposes duties upon the people who are responsible for the operation of the plan. The people who operate your plans are called "fiduciaries" and have a duty to operate the plans prudently and in the interest of you and other plan participants and beneficiaries.

No one, including your employer, your union, or any other person, may fire you or discriminate against you in any way to prevent you from obtaining benefits under the plan or exercising your rights under ERISA.

If your claim for a benefit is denied or ignored, in whole or in part, you have a right to know why this was done, to obtain copies of documents relating to the decision without charge and to appeal any denial, all within certain time limits.

Under ERISA, there are steps you can take to enforce these rights. For instance, if you request a copy of plan documents or the latest annual report from the plan and do not receive them within 30 days, you may file suite in a federal court. In such a case, the court may require the plan administrator to provide the materials and pay you up to $110 a day until you receive the materials, unless the materials were not sent because of reasons beyond the plan administrator's control.

If you have a claim for benefits that is denied or ignored, in whole or in part, you may file suit in a state or federal court. In addition, if you disagree with the plan's decision, or lack thereof, concerning the qualified status of a Domestic Relations Order (DRO), you may file suit in a federal court. (You can file suit only after you have exhausted in the plan's claims and appeals procedures.) If the plan fiduciaries misuse the plan's money, or if you are discriminated against for asserting your rights, you may seek assistance from the U.S. Department of Labor, or you may file suit in a federal court.

The court will decide who should pay court costs and legal fees. If you're successful, the court may order the person you have sued to pay these costs and fees. If you lose — for example, if the court finds your claim is frivolous — the court may order you to pay these costs and fees.

If you have any questions about the plan, contact the Marathon Oil Benefits Department. For questions about savings and retirement plans, contact the Marathon Oil Company Benefit Service Center at Fidelity.

If you have any questions about this statement or about your rights under ERISA, or if you need assistance in obtaining documents from the plan administrator, you should contact the nearest office of the Employee Benefits Security Administration, U.S. Department of Labor, listed in your telephone directory, or contact:

Division of Technical Assistance and Inquiries
Employee Benefits Security Administration
U.S. Department of Labor
200 Constitution Avenue N.W.
Washington, DC 20210

You may also obtain certain publications about your rights and responsibilities under ERISA by calling the publications hotline of the Employee Benefits Security Administration.

If you have questions about your benefits

If you have questions about your benefits from the Thrift Plan, you should contact the Marathon Oil Company Benefits Service at Fidelity at 1-800-841-0213. In many cases, an inquiry will solve your issue.

If you believe that the response to your inquiry is incorrect or need additional information to clarify your issue, you may submit a request for research to the Marathon Oil Benefits Department. You may contact the Marathon Oil Benefits Department by calling 1-855-652-3067, Option 6; in writing by e-mail at MROBenefitshelp@marathonoil.com; by mail at:

Marathon Oil Company
Attention: Thrift & Retirement
5555 San Felipe Street
Houston, TX 77056

If possible, please include a copy of any written materials you have received that are relevant to your question, as well as any other information that supports your inquiry.