

Marathon Petroleum Corp  
Form 10-Q  
May 05, 2014  
Table of Contents

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q  
(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended March 31, 2014

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-35054

Marathon Petroleum Corporation

(Exact name of registrant as specified in its charter)

Delaware

27-1284632

(State or other jurisdiction of

(I.R.S. Employer

incorporation or organization)

Identification No.)

539 South Main Street, Findlay, Ohio

45840-3229

(Address of principal executive offices)

(Zip code)

(419) 422-2121

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.) Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)

Yes  No

There were 288,632,472 shares of Marathon Petroleum Corporation common stock outstanding as of April 30, 2014.

Table of Contents

MARATHON PETROLEUM CORPORATION  
Form 10-Q  
Quarter Ended March 31, 2014  
INDEX

	Page
<u>PART I – FINANCIAL INFORMATION</u>	
<u>Item 1. Financial Statements:</u>	
<u>Consolidated Statements of Income (Unaudited)</u>	<u>2</u>
<u>Consolidated Statements of Comprehensive Income (Unaudited)</u>	<u>3</u>
<u>Consolidated Balance Sheets (Unaudited)</u>	<u>4</u>
<u>Consolidated Statements of Cash Flows (Unaudited)</u>	<u>5</u>
<u>Consolidated Statements of Equity (Unaudited)</u>	<u>6</u>
<u>Notes to Consolidated Financial Statements (Unaudited)</u>	<u>7</u>
<u>Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>24</u>
<u>Item 3. Quantitative and Qualitative Disclosures about Market Risk</u>	<u>38</u>
<u>Item 4. Controls and Procedures</u>	<u>39</u>
<u>Supplementary Statistics (Unaudited)</u>	<u>40</u>
<u>PART II – OTHER INFORMATION</u>	
<u>Item 1. Legal Proceedings</u>	<u>43</u>
<u>Item 1A. Risk Factors</u>	<u>43</u>
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>44</u>
<u>Item 6. Exhibits</u>	<u>45</u>
<u>Signatures</u>	<u>46</u>

Unless otherwise stated or the context otherwise indicates, all references in this Form 10-Q to “MPC,” “us,” “our,” “we” or “the Company” mean Marathon Petroleum Corporation and its consolidated subsidiaries.

Table of Contents

## Part I – Financial Information

## Item 1. Financial Statements

## Marathon Petroleum Corporation

## Consolidated Statements of Income (Unaudited)

(In millions, except per share data)	Three Months Ended	
	2014	2013
Revenues and other income:		
Sales and other operating revenues (including consumer excise taxes)	\$23,285	\$23,330
Income from equity method investments	35	—
Net gain on disposal of assets	1	1
Other income	24	14
Total revenues and other income	23,345	23,345
Costs and expenses:		
Cost of revenues (excludes items below)	20,540	20,034
Purchases from related parties	159	72
Consumer excise taxes	1,515	1,458
Depreciation and amortization	320	287
Selling, general and administrative expenses	346	249
Other taxes	104	89
Total costs and expenses	22,984	22,189
Income from operations	361	1,156
Net interest and other financial income (costs)	(46	) (48
Income before income taxes	315	1,108
Provision for income taxes	108	378
Net income	207	730
Less net income attributable to noncontrolling interests	8	5
Net income attributable to MPC	\$199	\$725
Per Share Data (See Note 6)		
Basic:		
Net income attributable to MPC per share	\$0.68	\$2.19
Weighted average shares outstanding	293	331
Diluted:		
Net income attributable to MPC per share	\$0.67	\$2.17
Weighted average shares outstanding	295	333
Dividends paid	\$0.42	\$0.35

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

Table of Contents

Marathon Petroleum Corporation  
 Consolidated Statements of Comprehensive Income (Unaudited)

(In millions)	Three Months Ended		
	March 31,		
	2014	2013	
Net income	\$207	\$730	
Other comprehensive income (loss):			
Defined benefit postretirement and post-employment plans:			
Actuarial changes, net of tax of \$4 and \$54	7	90	
Prior service costs, net of tax of (\$5) and (\$5)	(8	) (8	)
Other comprehensive income (loss)	(1	) 82	
Comprehensive income	206	812	
Less comprehensive income attributable to noncontrolling interests	8	5	
Comprehensive income attributable to MPC	\$198	\$807	

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

Table of ContentsMarathon Petroleum Corporation  
Consolidated Balance Sheets (Unaudited)

(In millions, except per share data)	March 31, 2014	December 31, 2013
Assets		
Current assets:		
Cash and cash equivalents	\$2,166	\$2,292
Receivables, less allowance for doubtful accounts of \$9 and \$9	5,420	5,559
Inventories	5,689	4,689
Other current assets	173	197
Total current assets	13,448	12,737
Equity method investments	602	463
Property, plant and equipment, net	13,854	13,921
Goodwill	938	938
Other noncurrent assets	317	326
Total assets	\$29,159	\$28,385
Liabilities		
Current liabilities:		
Accounts payable	\$9,313	\$8,234
Payroll and benefits payable	259	406
Consumer excise taxes payable	371	373
Accrued taxes	614	513
Long-term debt due within one year	24	23
Other current liabilities	265	275
Total current liabilities	10,846	9,824
Long-term debt	3,635	3,373
Deferred income taxes	2,290	2,304
Defined benefit postretirement plan obligations	855	771
Deferred credits and other liabilities	775	781
Total liabilities	18,401	17,053
Commitments and contingencies (see Note 20)		
Equity		
MPC stockholders' equity:		
Preferred stock, no shares issued and outstanding (par value \$0.01 per share, 30 million shares authorized)	—	—
Common stock:		
Issued - 363 million and 362 million shares (par value \$0.01 per share, 1 billion shares authorized)	4	4
Held in treasury, at cost - 73 million and 65 million shares	(4,849	) (4,155
Additional paid-in capital	9,803	9,768
Retained earnings	5,591	5,507
Accumulated other comprehensive loss	(205	) (204
Total MPC stockholders' equity	10,344	10,920
Noncontrolling interests	414	412
Total equity	10,758	11,332
Total liabilities and equity	\$29,159	\$28,385

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



Table of ContentsMarathon Petroleum Corporation  
Consolidated Statements of Cash Flows (Unaudited)

(In millions)	Three Months Ended	
	2014	2013
Increase (decrease) in cash and cash equivalents		
Operating activities:		
Net income	\$207	\$730
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	320	287
Pension and other postretirement benefits, net	82	28
Deferred income taxes	(14)	6
Net gain on disposal of assets	(1)	(1)
Equity method investments, net	6	4
Changes in the fair value of derivative instruments	(25)	(57)
Changes in:		
Current receivables	139	(884)
Inventories	(1,000)	(517)
Current accounts payable and accrued liabilities	1,011	2,491
All other, net	41	(8)
Net cash provided by operating activities	766	2,079
Investing activities:		
Additions to property, plant and equipment	(267)	(195)
Acquisitions	—	(1,493)
Disposal of assets	2	3
Investments—acquisitions, loans and contributions	(123)	(21)
—redemptions and repayments	—	11
All other, net	28	13
Net cash used in investing activities	(360)	(1,682)
Financing activities:		
Long-term debt – borrowings	270	—
– repayments	(6)	(5)
Debt issuance costs	—	(2)
Issuance of common stock	13	28
Common stock repurchased	(689)	(431)
Dividends paid	(123)	(116)
Distributions to noncontrolling interests	(6)	(4)
All other, net	9	10
Net cash used in financing activities	(532)	(520)
Net decrease in cash and cash equivalents	(126)	(123)
Cash and cash equivalents at beginning of period	2,292	4,860
Cash and cash equivalents at end of period	\$2,166	\$4,737

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

Table of ContentsMarathon Petroleum Corporation  
Consolidated Statements of Equity (Unaudited)

(In millions)	MPC Stockholders' Equity				Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests	Total Equity
	Common Stock	Treasury Stock	Additional Paid-in Capital	Retained Earnings			
Balance as of December 31, 2012	\$4	\$(1,253)	\$ 9,527	\$ 3,880	\$ (464 )	\$ 411	\$ 12,105
Net income	—	—	—	725	—	5	730
Dividends declared	—	—	—	(116 )	—	—	(116 )
Distributions to noncontrolling interests	—	—	—	—	—	(4 )	(4 )
Other comprehensive income	—	—	—	—	82	—	82
Shares repurchased	—	(531 )	100	—	—	—	(431 )
Shares issued (returned) - stock based compensation	—	(3 )	27	—	—	—	24
Stock-based compensation	—	—	22	—	—	—	22
Balance as of March 31, 2013	\$4	\$(1,787)	\$ 9,676	\$ 4,489	\$ (382 )	\$ 412	\$ 12,412
Balance as of December 31, 2013	\$4	\$(4,155)	\$ 9,768	\$ 5,507	\$ (204 )	\$ 412	\$ 11,332
Net income	—	—	—	199	—	8	207
Dividends declared	—	—	—	(124 )	—	—	(124 )
Distributions to noncontrolling interests	—	—	—	—	—	(6 )	(6 )
Other comprehensive income	—	—	—	—	(1 )	—	(1 )
Shares repurchased	—	(689 )	—	—	—	—	(689 )
Shares issued (returned)—stock based compensation	—	(5 )	14	—	—	—	9
Stock-based compensation	—	—	21	—	—	—	21
Other	—	—	—	9	—	—	9
Balance as of March 31, 2014	\$4	\$(4,849)	\$ 9,803	\$ 5,591	\$ (205 )	\$ 414	\$ 10,758
(Shares in millions)	Common Stock	Treasury Stock					
Balance as of December 31, 2012	361	(28 )					
Shares repurchased	—	(6 )					
Balance as of March 31, 2013	361	(34 )					
Balance as of December 31, 2013	362	(65 )					
Shares repurchased	—	(8 )					
Shares issued—stock-based compensation	1	—					
Balance as of March 31, 2014	363	(73 )					

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



Table of Contents

Notes to Consolidated Financial Statements (Unaudited)

1. Description of the Business and Basis of Presentation

Description of the Business—As used in this report, the terms “MPC,” “we,” “us,” “the Company” or “our” may refer to Marathon Petroleum Corporation, one or more of its consolidated subsidiaries or all of them taken as a whole.

Our business consists of refining and marketing, retail marketing and pipeline transportation operations conducted primarily in the Midwest, Gulf Coast and Southeast regions of the United States, through subsidiaries, including Marathon Petroleum Company LP, Speedway LLC and MPLX LP and its subsidiaries (“MPLX”).

See Note 8 for additional information about our operations.

Basis of Presentation—All significant intercompany transactions and accounts have been eliminated.

These interim consolidated financial statements are unaudited; however, in the opinion of our management, these statements reflect all adjustments necessary for a fair statement of the results for the periods reported. All such adjustments are of a normal, recurring nature unless otherwise disclosed. These interim consolidated financial statements, including the notes, have been prepared in accordance with the rules of the Securities and Exchange Commission applicable to interim period financial statements and do not include all of the information and disclosures required by United States generally accepted accounting principles (“US GAAP”) for complete financial statements. These interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2013. The results of operations for the three months ended March 31, 2014 are not necessarily indicative of the results to be expected for the full year.

During the three months ended March 31, 2014, we recorded an out-of-period adjustment for additional expenses related to the prior year's bonus programs of \$29 million, included in total costs and expenses on the consolidated statements of income. The impact to our consolidated results of operations for three months ended March 31, 2014 and for the year ended December 31, 2013 was immaterial. We do not expect this adjustment to have a material impact to our results of operations for the year ended December 31, 2014.

2. Accounting Standards

Not Yet Adopted

In April 2014, the Financial Accounting Standards Board (“FASB”) issued an accounting standards update which redefines the criteria for determining discontinued operations and introduces new disclosures related to these disposals. The updated definition of a discontinued operation is the disposal of a component(s) of an entity or the classification of a component(s) of an entity as held for sale which represents a strategic shift for an entity and has (or will have) a major impact on an entity's operations and financial results. The standard requires disclosure of additional financial information for discontinued operations and individually material components not qualifying for discontinued operation presentation, as well as information regarding an entity's continuing involvement with the discontinued operation. The accounting standards update is effective prospectively for annual periods beginning on or after December 15, 2014, and interim periods within those years. Early adoption is permitted. Adoption of this standards update in the first quarter of 2015 is not expected to have an impact on our consolidated results of operations, financial position or cash flows.

3. MPLX LP

MPLX is a publicly traded master limited partnership that was formed by us to own, operate, develop and acquire pipelines and other midstream assets related to the transportation and storage of crude oil, refined products and other hydrocarbon-based products. We own a 73.6 percent interest in MPLX, including the two percent general partner interest. We consolidate this entity for financial reporting purposes since we have a controlling financial interest, and we record a noncontrolling interest for the interest owned by the public.

MPLX's initial assets consisted of a 51 percent general partner interest in MPLX Pipe Line Holdings LP (“Pipe Line Holdings”), which owns a network of common carrier crude oil and product pipeline systems and associated storage assets in the Midwest and Gulf Coast regions of the United States, and a 100 percent interest in a butane storage cavern in West Virginia. On May 1, 2013, we sold a five percent interest in Pipe Line Holdings to MPLX for \$100 million.



Table of Contents

Effective March 1, 2014, we sold MPLX a 13 percent interest in Pipe Line Holdings for \$310 million, increasing MPLX's ownership interest in Pipe Line Holdings to 69 percent. MPLX financed this transaction with \$40 million of cash on-hand and \$270 million of borrowings on its bank revolving credit agreement.

The sales of interests in Pipeline Holdings to MPLX resulted in a change of our ownership in Pipeline Holdings, but not a change in control. We accounted for the sales as equity transactions, with the excess cash paid over historical carrying value recorded as a change within equity. We did not record a gain or loss on the transactions.

#### 4. Acquisitions and Investments

##### Acquisition of Refinery and Related Logistics and Marketing Assets

On February 1, 2013, we acquired from BP Products North America Inc. and BP Pipelines (North America) Inc. (collectively, "BP") the 451,000 barrel per calendar day refinery in Texas City, Texas, three intrastate natural gas liquid pipelines originating at the refinery, four light product terminals, branded-jobber marketing contract assignments for the supply of approximately 1,200 branded sites, a 1,040 megawatt electric cogeneration facility and a 50,000 barrel per day allocation of space on Colonial Pipeline. We refer to these assets as the "Galveston Bay Refinery and Related Assets." We paid \$1.49 billion for these assets, which included \$935 million for inventory. The transaction was funded with cash on hand. Pursuant to the purchase and sale agreement, we may also be required to pay to BP a contingent earnout of up to an additional \$700 million over six years, subject to certain conditions. During the second quarter of 2014, we expect to pay BP approximately \$178 million for the first year's contingent earnout. See Note 13 for additional information on the contingent consideration.

The following unaudited pro forma financial information presents consolidated results assuming the Galveston Bay Refinery and Related Assets acquisition occurred on January 1, 2012. The pro forma financial information does not give effect to potential synergies that could result from the acquisition and is not necessarily indicative of the results of future operations.

(In millions, except per share data)	Three Months Ended March 31, 2013
Sales and other operating revenues (including consumer excise taxes)	\$25,296
Net income attributable to MPC	780
Net income attributable to MPC per share - basic	\$2.36
Net income attributable to MPC per share - diluted	2.34

The pro forma information includes adjustments to align accounting policies, an adjustment to depreciation expense to reflect the fair value of property, plant and equipment, increased amortization expense related to identifiable intangible assets and the related income tax effects.

##### Acquisitions of Convenience Stores

During 2013, Speedway acquired nine convenience stores located in Tennessee, western Indiana and western Pennsylvania. In connection with these acquisitions, our Speedway segment recorded \$8 million of goodwill, which is deductible for income tax purposes.

The principal factors contributing to a purchase price resulting in goodwill included the acquired stores complementing our existing network in our Midwest market, access to our refined product transportation systems and the potential for higher merchandise sales.

Assuming these transactions had been made at the beginning of any period presented, the consolidated pro forma results would not be materially different from reported results.

##### Investments in Ethanol Companies

On August 1, 2013, we acquired from Mitsui & Co. (U.S.A.), Inc. its interests in three ethanol companies for \$75 million. Under the purchase agreement, we acquired an additional 24 percent interest in The Andersons Clymers Ethanol LLC ("TACE"), bringing our ownership interest to 60 percent; a 34 percent interest in The Andersons Ethanol Investment LLC, which holds a 50 percent ownership in The Andersons Marathon Ethanol LLC ("TAME"), bringing our direct and indirect ownership interest in TAME to 67 percent; and a 40 percent interest in The Andersons Albion Ethanol LLC ("TAAE"), which owns an ethanol production facility in Albion, Michigan. On October 1, 2013, our ownership interest in TAAE increased to 43 percent as a result of TAAE acquiring one of the owner's interest. We

hold a noncontrolling interest in each of these entities and account for them using the equity method of accounting since the minority owners have substantive participating rights.

8

---

Table of Contents

## Investments in Pipeline Companies

We made contributions of \$37 million to North Dakota Pipeline Company LLC ("North Dakota Pipeline") during the three months ended March 31, 2014. We have contributed \$61 million since project inception. These contributions funded 37.5 percent of the construction costs incurred to-date on the Sandpiper pipeline project. In conjunction with our commitment to be an anchor shipper for the Sandpiper pipeline and our investment in the project, we will earn an approximate 27 percent equity interest in Enbridge Energy Partner L.P.'s North Dakota System when the Sandpiper pipeline is placed into service, which is projected to occur in 2016. We also have the option to increase our ownership interest to approximately 30 percent through additional investments in future system improvements. We account for our interest in North Dakota Pipeline using the equity method of accounting. See Note 20 for information on future contributions to North Dakota Pipeline.

In March 2014, we acquired from Chevron Raven Ridge Pipe Line Company an additional 7 percent interest in Explorer Pipeline Company ("Explorer") for \$77 million, bringing our ownership interest to 25 percent. As a result of this increase in our ownership, we now account for our investment in Explorer using the equity method of accounting rather than the cost method. The cumulative impact of the change was applied as an adjustment to 2014 retained earnings.

## 5. Related Party Transactions

Our related parties include:

TAAE, in which we have a 43 percent noncontrolling interest, TACE, in which we have a 60 percent noncontrolling interest and TAME, in which we have a 67 percent direct and indirect noncontrolling interest. These companies each own an ethanol production facility.

Centennial Pipeline LLC ("Centennial"), in which we have a 50 percent noncontrolling interest. Centennial owns a refined products pipeline and storage facility.

Explorer, in which we have a 25 percent interest. Explorer owns and operates a refined products pipeline.

LOCAP LLC ("LOCAP"), in which we have a 59 percent noncontrolling interest. LOCAP owns and operates a crude oil pipeline.

LOOP LLC ("LOOP"), in which we have a 51 percent noncontrolling interest. LOOP owns and operates the only U.S. deepwater oil port.

Other equity method investees.

Sales to related parties, which are included in sales and other operating revenues (including consumer excise taxes) on the consolidated statements of income, were as follows:

(In millions)	Three Months Ended	
	March 31,	
	2014	2013
Other equity method investees	\$2	\$2

Purchases from related parties were as follows:

(In millions)	Three Months Ended	
	March 31,	
	2014	2013
Centennial	\$9	\$—
Explorer	13	—
LOCAP	5	4
LOOP	53	10
TAAE	16	—
TACE	27	26
TAME	34	30
Other equity method investees	2	2
Total	\$159	\$72



Table of Contents

Related party purchases from Centennial consist primarily of refinery feedstocks. Related party purchases from Explorer consist primarily of refined product transportation costs. Related party purchases from LOCAP, LOOP and other equity method investees consist primarily of crude oil transportation costs and crude oil purchases. Related party purchases from TAAE, TACE and TAME consist of ethanol.

Receivables from related parties, which are included in receivables, less allowance for doubtful accounts on the consolidated balance sheets, were as follows:

(In millions)	March 31, 2014	December 31, 2013
Centennial	\$—	\$1
Explorer	5	—
TAME	—	1
Total	\$5	\$2

We also had a long-term receivable from Centennial of \$2 million at March 31, 2014 and December 31, 2013, which is included in other noncurrent assets on the consolidated balance sheets.

Payables to related parties, which are included in accounts payable on the consolidated balance sheets, were as follows:

(In millions)	March 31, 2014	December 31, 2013
Explorer	\$4	\$—
LOCAP	2	2
LOOP	4	3
TAAE	2	2
TACE	4	4
TAME	7	5
Total	\$23	\$16

#### 6. Income per Common Share

We compute basic earnings per share by dividing net income attributable to MPC by the weighted average number of shares of common stock outstanding. Diluted income per share assumes exercise of certain stock-based compensation awards, provided the effect is not anti-dilutive.

Excluded from the diluted share calculation for both the three months ended March 31, 2014 and 2013 are less than one million shares related to stock-based compensation awards as their effect would be anti-dilutive.

MPC grants certain incentive compensation awards to employees and non-employee directors that are considered to be participating securities. Due to the presence of participating securities, we have calculated our earnings per share using the two-class method.

Table of Contents

(In millions, except per share data)	Three Months Ended	
	2014	2013
Basic earnings per share:		
Allocation of earnings:		
Net income attributable to MPC	\$ 199	\$ 725
Income allocated to participating securities	—	1
Income available to common stockholders - basic	\$ 199	\$ 724
Weighted average common shares outstanding	293	331
Basic earnings per share	\$ 0.68	\$ 2.19
Diluted earnings per share:		
Allocation of earnings:		
Net income attributable to MPC	\$ 199	\$ 725
Income allocated to participating securities	—	1
Income available to common stockholders - diluted	\$ 199	\$ 724
Weighted average common shares outstanding	293	331
Effect of dilutive securities	2	2
Weighted average common shares, including dilutive effect	295	333
Diluted earnings per share	\$ 0.67	\$ 2.17

## 7. Equity

Our board of directors has approved \$6.0 billion in total share repurchase authorizations since January 1, 2012. As of March 31, 2014, we have repurchased a total of \$4.83 billion of our common stock under these authorizations, leaving \$1.17 billion available for repurchases through September 2015. Under these authorizations, we have acquired 73 million shares at an average cost per share of \$66.19.

We may utilize various methods to effect the repurchases, which could include open market repurchases, negotiated block transactions, accelerated share repurchases or open market solicitations for shares, some of which may be effected through Rule 10b5-1 plans. The timing and amount of future repurchases, if any, will depend upon several factors, including market and business conditions, and such repurchases may be discontinued at any time.

Total share repurchases were as follows for the three months ended March 31, 2014 and 2013:

(In millions, except per share data)	Three Months Ended	
	2014	2013
Number of shares repurchased <sup>(a)</sup>	8	6
Cash paid for shares repurchased	\$ 689	\$ 431
Effective average cost per delivered share	\$ 87.60	\$ 80.95

<sup>(a)</sup> The three months ended March 31, 2013 includes one million shares received under the November 2012 accelerated share repurchase program, which were paid for in the fourth quarter of 2012.

At March 31, 2014, we had agreements to acquire additional common shares for \$12 million, which were settled in early April 2014.



Table of Contents

## 8. Segment Information

We have three reportable segments: Refining & Marketing; Speedway; and Pipeline Transportation. Each of these segments is organized and managed based upon the nature of the products and services they offer.

Refining & Marketing – refines crude oil and other feedstocks at our refineries in the Gulf Coast and Midwest regions of the United States, purchases ethanol and refined products for resale and distributes refined products through various means, including barges, terminals and trucks that we own or operate. We sell refined products to wholesale marketing customers domestically and internationally, to buyers on the spot market, to our Speedway segment and to independent entrepreneurs who operate Marathon® retail outlets;

Speedway – sells transportation fuels and convenience products in retail markets in the Midwest, primarily through Speedway® convenience stores; and

Pipeline Transportation – transports crude oil and other feedstocks to our refineries and other locations, delivers refined products to wholesale and retail market areas and includes the aggregated operations of MPLX and MPC's retained pipeline assets and investments.

On February 1, 2013, we acquired the Galveston Bay Refinery and Related Assets, which are part of the Refining & Marketing and Pipeline Transportation segments. Segment information for the period prior to the acquisition does not include amounts for these operations. See Note 4.

Segment income represents income from operations attributable to the reportable segments. Corporate administrative expenses and costs related to certain non-operating assets are not allocated to the reportable segments. In addition, certain items that affect comparability (as determined by the chief operating decision maker) are not allocated to the reportable segments.

(In millions)	Refining & Marketing	Speedway	Pipeline Transportation	Total
Three Months Ended March 31, 2014				
Revenues:				
Customer	\$19,810	\$3,458	\$17	\$23,285
Intersegment <sup>(a)</sup>	2,233	1	129	2,363
Segment revenues	\$22,043	\$3,459	\$146	\$25,648
Segment income from operations <sup>(b)</sup>	\$362	\$58	\$72	\$492
Income from equity method investments	24	—	11	35
Depreciation and amortization <sup>(c)</sup>	261	28	19	308
Capital expenditures and investments <sup>(d)</sup>	178	32	130	340

(In millions)	Refining & Marketing	Speedway	Pipeline Transportation	Total
Three Months Ended March 31, 2013				
Revenues:				
Customer	\$19,874	\$3,441	\$21	\$23,336
Intersegment <sup>(a)</sup>	2,199	1	104	2,304
Segment revenues	\$22,073	\$3,442	\$125	\$25,640
Segment income from operations <sup>(b)</sup>	\$1,105	\$67	\$51	\$1,223
Income (loss) from equity method investments	(4)	—	4	—
Depreciation and amortization <sup>(c)</sup>	236	27	18	281
Capital expenditures and investments <sup>(d)(e)</sup>	1,420	36	90	1,546

(a) Management believes intersegment transactions were conducted under terms comparable to those with unaffiliated parties.

(b) Corporate overhead costs attributable to MPLX are included in the Pipeline Transportation segment. These expenses are not allocated to the Refining & Marketing and Speedway segments.

Edgar Filing: Marathon Petroleum Corp - Form 10-Q

- (c) Differences between segment totals and MPC totals represent amounts related to unallocated items and are included in “Items not allocated to segments” in the reconciliation below.
- (d) Capital expenditures include changes in capital accruals.
- (e) The Refining & Marketing and Pipeline Transportation segments include the acquisition of the Galveston Bay Refinery and Related Assets. See Note 4.

Table of Contents

The following reconciles segment income from operations to income before income taxes as reported in the consolidated statements of income:

(In millions)	Three Months Ended		
	March 31,		
	2014	2013	
Segment income from operations	\$492	\$1,223	
Items not allocated to segments:			
Corporate and other unallocated items <sup>(a)(b)</sup>	(67	) (67	)
Pension settlement expenses <sup>(c)</sup>	(64	) —	
Net interest and other financial income (costs)	(46	) (48	)
Income before income taxes	\$315	\$1,108	

(a) Corporate and other unallocated items consists primarily of MPC's corporate administrative expenses and costs related to certain non-operating assets.

(b) Corporate overhead costs attributable to MPLX are included in the Pipeline Transportation segment. These expenses are not allocated to the Refining & Marketing and Speedway segments.

(c) See Note 18.

The following reconciles segment capital expenditures and investments to total capital expenditures:

(In millions)	Three Months Ended	
	March 31,	
	2014	2013
Segment capital expenditures and investments	\$340	\$1,546
Less: Investments in equity method investees	123	5
Plus: Items not allocated to segments:		
Capital expenditures not allocated to segments	25	24
Capitalized interest	6	4
Total capital expenditures <sup>(a)(b)</sup>	\$248	\$1,569

(a) Capital expenditures include changes in capital accruals.

(b) See Note 16 for a reconciliation of total capital expenditures to additions to property, plant and equipment as reported in the consolidated statements of cash flows.

The following reconciles customer revenues to sales and other operating revenues (including consumer excise taxes) as reported in the consolidated statements of income:

(In millions)	Three Months Ended		
	March 31,		
	2014	2013	
Customer revenues (as reported above)	\$23,285	\$23,336	
Corporate and other unallocated items	—	(6	)
Sales and other operating revenues (including consumer excise taxes)	\$23,285	\$23,330	

Table of Contents

## 9. Other Items

Net interest and other financial income (costs) was:

(In millions)	Three Months Ended	
	March 31, 2014	2013
Interest:		
Interest income	\$2	\$2
Interest expense	(49)	(48)
Interest capitalized	6	4
Total net interest	(41)	(42)
Other:		
Net foreign currency losses	—	(1)
Bank service and other fees	(5)	(5)
Total other	(5)	(6)
Net interest and other financial income (costs)	\$(46)	\$(48)

## 10. Income Taxes

The combined federal, state and foreign income tax rate was 34 percent for both the three months ended March 31, 2014 and 2013. The effective tax rate for the three months ended March 31, 2014 and 2013 is slightly less than the U.S. statutory rate of 35 percent primarily due to certain permanent benefit differences, including the domestic manufacturing deduction, partially offset by state and local tax expense.

We are continuously undergoing examination of our income tax returns, which have been completed for our U.S. federal and state income tax returns through the 2009 and 2003 tax years, respectively. We had \$16 million of unrecognized tax benefits as of March 31, 2014. Pursuant to our tax sharing agreement with Marathon Oil Corporation ("Marathon Oil"), the unrecognized tax benefits related to pre-spinoff operations for which Marathon Oil was the taxpayer remain the responsibility of Marathon Oil and we have indemnified Marathon Oil accordingly. See Note 20 for indemnification information.

## 11. Inventories

(In millions)	March 31, 2014	December 31, 2013
Crude oil and refinery feedstocks	\$2,734	\$1,797
Refined products	2,540	2,367
Materials and supplies	333	425
Merchandise	82	100
Total (at cost)	\$5,689	\$4,689

Inventories are carried at the lower of cost or market value. The cost of inventories of crude oil and refinery feedstocks, refined products and merchandise is determined primarily under the last-in, first-out ("LIFO") method. There were no liquidations of LIFO inventories for the three months ended March 31, 2014 and 2013.

Table of Contents

## 12. Property, Plant and Equipment

(In millions)	March 31, 2014	December 31, 2013
Refining & Marketing	\$17,117	\$16,982
Speedway	2,374	2,344
Pipeline Transportation	1,926	1,921
Corporate and Other	570	546
Total	21,987	21,793
Less accumulated depreciation	8,133	7,872
Property, plant and equipment, net	\$13,854	\$13,921

## 13. Fair Value Measurements

## Fair Values—Recurring

The following tables present assets and liabilities accounted for at fair value on a recurring basis as of March 31, 2014 and December 31, 2013 by fair value hierarchy level. We have elected to offset the fair value amounts recognized for multiple derivative contracts executed with the same counterparty, including any related cash collateral as shown below; however, fair value amounts by hierarchy level are presented on a gross basis in the following tables.

(In millions)	March 31, 2014 Fair Value Hierarchy				Netting and Collateral <sup>(a)</sup>	Net Carrying Value on Balance Sheet <sup>(b)</sup>	Collateral Pledged Not Offset
	Level 1	Level 2	Level 3				
Commodity derivative instruments, assets	\$41	\$—	\$—	\$ (39 )	\$2	\$82	
Other assets	2	—	—	N/A	2	—	
Total assets at fair value	\$43	\$—	\$—	\$ (39 )	\$4	\$82	
Commodity derivative instruments, liabilities	\$81	\$—	\$—	\$ (81 )	\$—	\$—	
Contingent consideration, liability <sup>(c)</sup>	—	—	639	N/A	639	—	
Total liabilities at fair value	\$81	\$—	\$639	\$ (81 )	\$639	\$—	

(In millions)	December 31, 2013 Fair Value Hierarchy				Netting and Collateral <sup>(a)</sup>	Net Carrying Value on Balance Sheet <sup>(b)</sup>	Collateral Pledged Not Offset
	Level 1	Level 2	Level 3				
Commodity derivative instruments, assets	\$21	\$—	\$—	\$ (21 )	\$—	\$61	
Other assets	2	—	—	N/A	2	—	
Total assets at fair value	\$23	\$—	\$—	\$ (21 )	\$2	\$61	
Commodity derivative instruments, liabilities	\$53	\$—	\$—	\$ (53 )	\$—	\$—	
Contingent consideration, liability <sup>(c)</sup>	—	—	625	N/A	625	—	
Total liabilities at fair value	\$53	\$—	\$625	\$ (53 )	\$625	\$—	

Represents the impact of netting assets, liabilities and cash collateral when a legal right of offset exists. As of <sup>(a)</sup> March 31, 2014 and December 31, 2013, cash collateral of \$42 million and \$32 million, respectively, was netted with mark-to-market derivative liabilities.

- (b) We have no derivative contracts that are subject to master netting arrangements that are reflected gross on the balance sheet.
- (c) Includes \$178 million and \$159 million classified as current at March 31, 2014 and December 31, 2013, respectively.

Table of Contents

Commodity derivatives in Level 1 are exchange-traded contracts for crude oil and refined products measured at fair value with a market approach using the close-of-day settlement prices for the market. Commodity derivatives are covered under master netting agreements with an unconditional right to offset. Collateral deposits in futures commission merchant accounts covered by master netting agreements related to Level 1 commodity derivatives are classified as Level 1 in the fair value hierarchy.

The contingent consideration represents the fair value as of March 31, 2014 of the amount we expect to pay to BP related to the earnout provision for the Galveston Bay Refinery and Related Assets acquisition. See Note 4. The fair value of the contingent consideration was estimated using an income approach and is therefore a Level 3 liability. The amount of cash to be paid under the arrangement is based on both a market-based crack spread and refinery throughput volumes for the months during which the contract applies, as well as established thresholds that cap the annual and total payment. The earnout payment cannot exceed \$200 million per year for the first three years of the arrangement or \$250 million per year for the last three years of the arrangement, with the total cumulative payment capped at \$700 million over the six-year period. Any excess or shortfall from the annual cap for a current year's earnout calculation will not affect subsequent years' calculations. The fair value calculation used significant unobservable inputs, including (1) an estimate of refinery throughput volumes; (2) a range of internal and external crack spread forecasts from \$13 to \$18 per barrel; and (3) a range of risk-adjusted discount rates from 5 percent to 10 percent. An increase or decrease in crack spread forecasts or refinery throughput volume expectations will result in a corresponding increase or decrease in the fair value. Increases to the fair value as a result of increasing forecasts for both of these unobservable inputs, however, are limited as the earnout payment is subject to annual thresholds. An increase or decrease in the discount rate will result in a decrease or increase to the fair value, respectively. The fair value of the contingent consideration is reassessed each quarter, with changes in fair value recorded in cost of revenues.

The following is a reconciliation of the beginning and ending balances recorded for liabilities classified as Level 3 in the fair value hierarchy.

(In millions)	Three Months Ended March 31,	
	2014	2013
Beginning balance	\$625	\$—
Contingent consideration agreement	—	600
Total realized and unrealized losses included in net income	14	—
Ending balance	\$639	\$600

We did not hold any Level 3 derivative instruments during the three months ended March 31, 2014 and 2013. See Note 14 for the income statement impacts of our derivative instruments. There was an unrealized loss of \$14 million related to the contingent consideration agreement for the three months ended March 31, 2014.

## Fair Values – Reported

The following table summarizes financial instruments on the basis of their nature, characteristics and risk at March 31, 2014 and December 31, 2013, excluding the derivative financial instruments and contingent consideration reported above.

(In millions)	March 31, 2014		December 31, 2013	
	Fair Value	Carrying Value	Fair Value	Carrying Value
Financial assets:				
Investments	\$39	\$13	\$336	\$14
Other	30	28	31	30
Total financial assets	\$69	\$41	\$367	\$44
Financial liabilities:				
Long-term debt <sup>(a)</sup>	\$3,670	\$3,270	\$3,306	\$3,001
Deferred credits and other liabilities	21	21	21	21

Edgar Filing: Marathon Petroleum Corp - Form 10-Q

Total financial liabilities	\$3,691	\$3,291	\$3,327	\$3,022
(a) Excludes capital leases				

16

---



Table of Contents

Our current assets and liabilities include financial instruments, the most significant of which are trade accounts receivable and payables. We believe the carrying values of our current assets and liabilities approximate fair value. Our fair value assessment incorporates a variety of considerations, including (1) the short-term duration of the instruments, (2) our investment-grade credit rating and (3) our historical incurrence of and expected future insignificance of bad debt expense, which includes an evaluation of counterparty credit risk.

Fair values of our financial assets included in investments and other financial assets and of our financial liabilities included in deferred credits and other liabilities are measured primarily using an income approach and most inputs are internally generated, which results in a Level 3 classification. Estimated future cash flows are discounted using a rate deemed appropriate to obtain the fair value. Other financial assets primarily consist of environmental remediation receivables. Deferred credits and other liabilities primarily consist of insurance liabilities and environmental remediation liabilities.

Fair value of fixed-rate long-term debt is measured using a market approach, based upon the average of quotes from major financial institutions and a third-party service for our debt. Because these quotes cannot be independently verified to the market, they are considered Level 3 inputs. Fair value of variable-rate long-term debt approximates the carrying value.

## 14. Derivatives

For further information regarding the fair value measurement of derivative instruments, including any effect of master netting agreements or collateral, see Note 13. We do not designate any of our commodity derivative instruments as hedges for accounting purposes.

Derivatives that are not designated as accounting hedges may include commodity derivatives used to hedge price risk on (1) inventories, (2) fixed price sales of refined products, (3) the acquisition of foreign-sourced crude oil and (4) the acquisition of ethanol for blending with refined products.

The following table presents the gross fair values of derivative instruments, excluding cash collateral, and where they appear on the consolidated balance sheets as of March 31, 2014 and December 31, 2013:

	March 31, 2014		
(In millions)	Asset	Liability	Balance Sheet Location
Commodity derivatives	\$41	\$81	Other current assets
	December 31, 2013		
(In millions)	Asset	Liability	Balance Sheet Location
Commodity derivatives	\$21	\$53	Other current assets

The table below summarizes open commodity derivative contracts as of March 31, 2014.

	Position	Total Barrels (In thousands)
Crude oil <sup>(a)</sup>		
Exchange-traded	Long	9,640
Exchange-traded	Short	(35,375 )
Refined Products <sup>(a)</sup>		
Exchange-traded	Long	2,317
Exchange-traded	Short	(3,658 )

<sup>(a)</sup> 100 percent of these contracts expire in the second quarter of 2014.

Table of Contents

The following table summarizes the effect of all commodity derivative instruments in our consolidated statements of income:

(In millions) Income Statement Location	Gain (Loss)	
	Three Months Ended March 31, 2014	2013
Sales and other operating revenues	\$10	\$1
Cost of revenues	(61	) (60
Total	\$ (51	) \$ (59

## 15. Debt

Our outstanding borrowings at March 31, 2014 and December 31, 2013 consisted of the following:

(In millions)	March 31, 2014	December 31, 2013
Marathon Petroleum Corporation:		
Revolving credit agreement due 2017	\$—	\$—
3.500% senior notes due March 1, 2016	750	750
5.125% senior notes due March 1, 2021	1,000	1,000
6.500% senior notes due March 1, 2041	1,250	1,250
Consolidated subsidiaries:		
Capital lease obligations due 2014-2028	389	395
MPLX Operations LLC revolving credit agreement due 2017	270	—
Trade receivables securitization facility due 2016	—	—
Total	3,659	3,395
Unamortized discount	(10	) (10
Fair value adjustments <sup>(a)</sup>	10	11
Amounts due within one year	(24	) (23
Total long-term debt due after one year	\$3,635	\$3,373

<sup>(a)</sup> The \$20 million gain on the termination of our interest rate swap agreements in 2012 is being amortized over the remaining life of the 3.50 percent senior notes.

There were no borrowings or letters of credit outstanding under the MPC revolving credit agreement or the trade receivables securitization facility at March 31, 2014. During the three months ended March 31, 2014, MPLX borrowed \$270 million under the MPLX Operations LLC revolving credit agreement (the "MPLX Credit Agreement") at an average interest rate of 1.5 percent per annum. The borrowings were used to fund MPLX's acquisition of an additional interest in Pipe Line Holdings. At March 31, 2014, MPLX had \$270 million of borrowings and no letters of credit outstanding under the MPLX Credit Agreement, resulting in total unused loan availability of \$230 million, or 46 percent of the borrowing capacity. The MPLX Credit Agreement is scheduled to mature on October 31, 2017.

Table of Contents

## 16. Supplemental Cash Flow Information

(In millions)	Three Months Ended March 31,	
	2014	2013
Net cash provided by operating activities included:		
Interest paid (net of amounts capitalized)	\$80	\$83
Net income taxes paid to (refunded from) taxing authorities	5	(5 )
Non-cash investing and financing activities:		
Capital lease obligations increase	\$—	\$61
Acquisition:		
Contingent consideration <sup>(a)</sup>	—	600
Payable to seller <sup>(a)</sup>	—	6

(a) Acquisition-date fair value of non-cash consideration associated with the Galveston Bay Refinery and Related Assets acquisition.

The consolidated statements of cash flows exclude changes to the consolidated balance sheets that did not affect cash. The following is a reconciliation of additions to property, plant and equipment to total capital expenditures:

(In millions)	Three Months Ended March 31,	
	2014	2013
Additions to property, plant and equipment	\$267	\$195
Acquisitions <sup>(a)</sup>	—	1,377
Decrease in capital accruals	(19 )	(3 )
Total capital expenditures	\$248	\$1,569

The three months ended March 31, 2013 includes the acquisition of the Galveston Bay Refinery and Related

(a) Assets, comprised of total consideration, excluding inventory and other current assets, plus assumed liabilities.

Total consideration includes the base purchase price and a fair-value estimate of \$600 million for the contingent consideration. See Note 4.

## 17. Accumulated Other Comprehensive Loss

The following table shows the changes in accumulated other comprehensive loss by component. Amounts in parentheses indicate debits.

(In millions)	Pension Benefits	Other Benefits	Gain on Cash Flow Hedge	Workers Compensation	Total
Balance as of December 31, 2012	\$(432 )	\$(36 )	\$4	—	\$(464 )
Other comprehensive income before reclassifications	67	9	—	—	76
Amounts reclassified from accumulated other comprehensive loss:					
Amortization – prior service credit <sup>(†)</sup>	(11 )	(2 )	—	—	(13 )
– actuarial loss <sup>(‡)</sup>	21	1	—	—	22
Tax effect	(4 )	1	—	—	(3 )
Other comprehensive income	73	9	—	—	82
Balance as of March 31, 2013	\$(359 )	\$(27 )	\$4	\$—	\$(382 )

Table of Contents

(In millions)	Pension Benefits	Other Benefits	Gain on Cash Flow Hedge	Workers Compensation	Total
Balance as of December 31, 2013	\$(161 )	\$(50 )	\$4	\$3	\$(204 )
Other comprehensive income (loss) before reclassifications	(43 )	1	—	—	(42 )
Amounts reclassified from accumulated other comprehensive loss:					
Amortization – prior service credit <sup>(a)</sup>	(12 )	(1 )	—	—	(13 )
– actuarial loss <sup>(a)</sup>	13	1	—	—	14
– settlement loss <sup>(a)</sup>	64	—	—	—	64
Tax effect	(24 )	—	—	—	(24 )
Other comprehensive income (loss)	(2 )	1	—	—	(1 )
Balance as of March 31, 2014	\$(163 )	\$(49 )	\$4	\$3	\$(205 )

<sup>(a)</sup> These accumulated other comprehensive loss components are included in the computation of net periodic benefit cost. See Note 18.

## 18. Defined Benefit Pension and Other Postretirement Plans

The following summarizes the components of net periodic benefit costs:

(In millions)	Three Months Ended March 31,			
	Pension Benefits		Other Benefits	
	2014	2013	2014	2013
Components of net periodic benefit cost:				
Service cost	\$23	\$23	\$7	\$6
Interest cost	20	18	8	7
Expected return on plan assets	(28 )	(27 )	—	—
Amortization – prior service credit	(12 )	(11 )	(1 )	(2 )
– actuarial loss	13	21	1	1
– net settlement loss	64	—	—	—
Net periodic benefit cost	\$80	\$24	\$15	\$12

During the three months ended March 31, 2014, we made no contributions to our funded pension plans. We have no required funding for 2014 but may do so at our discretion. Current benefit payments related to unfunded pension and other postretirement benefit plans were \$8 million and \$5 million, respectively, during the three months ended March 31, 2014.

During the three months ended March 31, 2014, we determined that lump sum payments to employees retiring in 2014 will exceed the plans' total service and interest costs for the year. Settlement losses are required to be recorded when lump sum payments exceed total service and interest costs. As a result, during the three months ended March 31, 2014, we recorded pension settlement expenses of \$64 million related to our cumulative lump sum payments made during the first three months of 2014.

Table of Contents

## 19. Stock-Based Compensation Plans

## Stock Option Awards

The following table presents a summary of our stock option award activity for the three months ended March 31, 2014:

	Number of Shares <sup>(a)</sup>	Weighted Average Exercise Price
Outstanding at December 31, 2013	5,147,837	\$40.08
Granted	327,100	83.37
Exercised	(455,999 )	30.65
Forfeited, canceled or expired	(19,293 )	50.05
Outstanding at March 31, 2014	4,999,645	43.73

<sup>(a)</sup> Includes an immaterial number of stock appreciation rights.

The grant date fair value of stock option awards granted during the three months ended March 31, 2014 was \$24.87 per share. The fair value of stock options granted to our employees is estimated on the date of the grant using the Black Scholes option-pricing model, which employs various assumptions. The assumption for expected volatility of our stock price was refined for the three months ended March 31, 2014 to reflect a weighting of 50 percent of MPC's common stock implied volatility and 50 percent of MPC's common stock historical volatility.

## Restricted Stock Awards

The following table presents a summary of restricted stock award activity for the three months ended March 31, 2014:

	Shares of Restricted Stock ("RS")		Restricted Stock Units ("RSU")	
	Number of Shares	Weighted Average Grant Date Fair Value	Number of Units	Weighted Average Grant Date Fair Value
Outstanding at December 31, 2013	624,122	\$61.11	385,079	\$33.96
Granted	51,594	83.45	5,939	89.96
RS's Vested/RSU's Issued	(117,980 )	54.43	—	—
Forfeited	(14,840 )	64.31	—	—
Outstanding at March 31, 2014	542,896	64.60	391,018	34.81

## Performance Unit Awards

The following table presents a summary of the activity for performance unit awards to be settled in shares for the three months ended March 31, 2014:

	Number of Units
Outstanding at December 31, 2013	3,822,500
Granted	2,033,700
Settled	—
Canceled	—
Outstanding at March 31, 2014	5,856,200

The performance unit awards granted in 2014 have a grant date fair value of \$1.02 per unit, as calculated using a Monte Carlo valuation model.

## MPLX Awards

During the three months ended March 31, 2014, MPLX granted equity-based compensation awards under the MPLX LP 2012 Incentive Compensation Plan. The compensation expense for these awards is not material to our consolidated financial statements.



Table of Contents

20. Commitments and Contingencies

We are the subject of, or a party to, a number of pending or threatened legal actions, contingencies and commitments involving a variety of matters, including laws and regulations relating to the environment. Some of these matters are discussed below. For matters for which we have not recorded an accrued liability, we are unable to estimate a range of possible loss because the issues involved have not been fully developed through pleadings and discovery. However, the ultimate resolution of some of these contingencies could, individually or in the aggregate, be material.

**Environmental matters**—We are subject to federal, state, local and foreign laws and regulations relating to the environment. These laws generally provide for control of pollutants released into the environment and require responsible parties to undertake remediation of hazardous waste disposal sites and certain other locations including presently or formerly owned or operated retail marketing sites. Penalties may be imposed for noncompliance. At both March 31, 2014 and December 31, 2013, accrued liabilities for remediation totaled \$123 million. It is not presently possible to estimate the ultimate amount of all remediation costs that might be incurred or the penalties if any that may be imposed. Receivables for recoverable costs from certain states, under programs to assist companies in clean-up efforts related to underground storage tanks at presently or formerly owned or operated retail marketing sites, were \$50 million and \$51 million at March 31, 2014 and December 31, 2013, respectively.

We are involved in a number of environmental enforcement matters arising in the ordinary course of business. While the outcome and impact on us cannot be predicted with certainty, management believes the resolution of these environmental matters will not, individually or collectively, have a material adverse effect on our consolidated results of operations, financial position or cash flows.

**Lawsuits**—In May 2007, the Kentucky attorney general filed a lawsuit against us and Marathon Oil in state court in Franklin County, Kentucky for alleged violations of Kentucky’s emergency pricing and consumer protection laws following Hurricanes Katrina and Rita in 2005. The lawsuit alleges that we overcharged customers by \$89 million during September and October 2005. The complaint seeks disgorgement of these sums, as well as penalties, under Kentucky’s emergency pricing and consumer protection laws. We are vigorously defending this litigation. We believe that this is the first lawsuit for damages and injunctive relief under the Kentucky emergency pricing laws to progress this far and it contains many novel issues. In May 2011, the Kentucky attorney general amended his complaint to include a request for immediate injunctive relief as well as unspecified damages and penalties related to our wholesale gasoline pricing in April and May 2011 under statewide price controls that were activated by the Kentucky governor on April 26, 2011 and which have since expired. The court denied the attorney general’s request for immediate injunctive relief, and the remainder of the 2011 claims likely will be resolved along with those dating from 2005. If the lawsuit is resolved unfavorably in its entirety, it could materially impact our consolidated results of operations, financial position or cash flows. However, management does not believe the ultimate resolution of this litigation will have a material adverse effect.

We are a defendant in a number of other lawsuits and other proceedings arising in the ordinary course of business. While the ultimate outcome and impact to us cannot be predicted with certainty, we believe that the resolution of these other lawsuits and proceedings will not have a material adverse effect on our consolidated financial position, results of operations or cash flows.

**Guarantees**—We have provided certain guarantees, direct and indirect, of the indebtedness of other companies. Under the terms of most of these guarantee arrangements, we would be required to perform should the guaranteed party fail to fulfill its obligations under the specified arrangements. In addition to these financial guarantees, we also have various performance guarantees related to specific agreements.

**Guarantees related to indebtedness of equity method investees**—We hold interests in an offshore oil port, LOOP, and a crude oil pipeline system, LOCAP. Both LOOP and LOCAP have secured various project financings with throughput and deficiency agreements. Under the agreements, we are required to advance funds if the investees are unable to service their debt. Any such advances are considered prepayments of future transportation charges. The duration of the agreements vary but tend to follow the terms of the underlying debt, which extend through 2037. Our maximum potential undiscounted payments under these agreements for the debt principal totaled \$172 million as of March 31, 2014.

We hold an interest in a refined products pipeline through our investment in Centennial, and have guaranteed the payment of Centennial's principal, interest and prepayment costs, if applicable, under a Master Shelf Agreement, which is scheduled to expire in 2024. The guarantee arose in order for Centennial to obtain adequate financing. Our maximum potential undiscounted payments under this agreement for debt principal totaled \$41 million as of March 31, 2014.



Table of Contents

We hold an interest in an ethanol production facility through our investment in TAME, and through our participation as a lender under TAME's revolving credit agreement, have agreed to reimburse the bank for 50 percent of any amounts drawn on a letter of credit that has been issued to secure TAME's repayment of the tax exempt bonds. The credit agreement expires in 2018. Our maximum potential undiscounted payments under this arrangement were \$25 million at March 31, 2014.

**Marathon Oil indemnifications**—In conjunction with our spinoff from Marathon Oil, we have entered into arrangements with Marathon Oil providing indemnities and guarantees with recorded values of \$2 million as of March 31, 2014, which consist of unrecognized tax benefits related to MPC, its consolidated subsidiaries and the refining, marketing and transportation business operations prior to our spinoff which are not already reflected in the unrecognized tax benefits described in Note 10, and other contingent liabilities Marathon Oil may incur related to taxes. Furthermore, the separation and distribution agreement and other agreements with Marathon Oil to effect our spinoff provide for cross-indemnities between Marathon Oil and us. In general, Marathon Oil is required to indemnify us for any liabilities relating to Marathon Oil's historical oil and gas exploration and production operations, oil sands mining operations and integrated gas operations, and we are required to indemnify Marathon Oil for any liabilities relating to Marathon Oil's historical refining, marketing and transportation operations. The terms of these indemnifications are indefinite and the amounts are not capped.

**Other guarantees**—We have entered into other guarantees with maximum potential undiscounted payments totaling \$122 million as of March 31, 2014, which primarily consist of a commitment to contribute cash to an equity method investee for certain catastrophic events, up to \$50 million per event, in lieu of procuring insurance coverage, an indemnity to the co-lenders associated with an equity method investee's credit agreement, and leases of assets containing general lease indemnities and guaranteed residual values.

**General guarantees associated with dispositions** – Over the years, we have sold various assets in the normal course of our business. Certain of the related agreements contain performance and general guarantees, including guarantees regarding inaccuracies in representations, warranties, covenants and agreements, and environmental and general indemnifications that require us to perform upon the occurrence of a triggering event or condition. These guarantees and indemnifications are part of the normal course of selling assets. We are typically not able to calculate the maximum potential amount of future payments that could be made under such contractual provisions because of the variability inherent in the guarantees and indemnities. Most often, the nature of the guarantees and indemnities is such that there is no appropriate method for quantifying the exposure because the underlying triggering event has little or no past experience upon which a reasonable prediction of the outcome can be based.

**Contractual commitments**—At March 31, 2014, our contractual commitments to acquire property, plant and equipment and advance funds to equity method investees totaled \$1.8 billion, which includes \$700 million of contingent consideration associated with the acquisition of the Galveston Bay Refinery and Related Assets and \$854 million for contributions to North Dakota Pipeline. See Notes 4 and 13 for additional information on the contingent consideration. See Note 4 for additional information on our investment in North Dakota Pipeline.

21. Subsequent Event

On April 1, 2014, we purchased a facility in Cincinnati, Ohio from Felda Iffco Sdn Bhd, Malaysia for \$40 million. The plant currently produces biodiesel, glycerin and other by-products. The capacity of the plant is approximately 60 million gallons per year.

Table of Contents

Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations

Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the unaudited financial statements and accompanying footnotes included under Item 1. Financial Statements and in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2013. Management's Discussion and Analysis of Financial Condition and Results of Operations includes various forward-looking statements concerning trends or events potentially affecting our business. You can identify our forward-looking statements by words such as "anticipate," "believe," "estimate," "expect," "forecast," "goal," "intend," "plan," "project," "seek," "target," "could," "may," "should," "would," "will" or other similar expressions that convey the uncertainty of future events or outcomes. In accordance with "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, these statements are accompanied by cautionary language identifying important factors, though not necessarily all such factors, which could cause future outcomes to differ materially from those set forth in forward-looking statements. For additional risk factors affecting our business, see Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2013.

Corporate Overview

We are an independent petroleum refining, marketing and transportation company. We currently own and operate seven refineries, all located in the United States, with an aggregate crude oil refining capacity of approximately 1.7 million barrels per calendar day. Our refineries supply refined products to resellers and consumers within our market areas, including the Midwest, Gulf Coast and Southeast regions of the United States. We distribute refined products to our customers through one of the largest private domestic fleets of inland petroleum product barges, one of the largest terminal operations in the United States, and a combination of MPC-owned and third-party-owned trucking and rail assets. We currently own, lease or have ownership interests in approximately 8,300 miles of crude oil and refined product pipelines to deliver crude oil to our refineries and other locations and refined products to wholesale and retail market areas. We are one of the largest petroleum pipeline companies in the United States on the basis of total volumes delivered.

Our operations consist of three reportable operating segments: Refining & Marketing; Speedway; and Pipeline Transportation. Each of these segments is organized and managed based upon the nature of the products and services they offer.

Refining & Marketing—refines crude oil and other feedstocks at our seven refineries in the Gulf Coast and Midwest regions of the United States, purchases ethanol and refined products for resale and distributes refined products through various means, including barges, terminals and trucks that we own or operate. We sell refined products to wholesale marketing customers domestically and internationally, buyers on the spot market, our Speedway business segment and to independent entrepreneurs who operate Marathon® retail outlets;

Speedway—sells transportation fuels and convenience products in the retail market in the Midwest, primarily through Speedway® convenience stores; and

Pipeline Transportation—transports crude oil and other feedstocks to our refineries and other locations, delivers refined products to wholesale and retail market areas and includes the aggregated operations of MPLX and MPC's retained pipeline assets and investments.

Executive Summary

Net income attributable to MPC was \$199 million, or \$0.67 per diluted share, for the first quarter of 2014 compared to \$725 million, or \$2.17 per diluted share, for the first quarter of 2013. The decrease was primarily due to our Refining & Marketing segment, which generated income from operations of \$362 million in the first quarter of 2014 compared to \$1.11 billion in the first quarter of 2013. The decrease in Refining & Marketing segment income from operations was primarily due to narrower crude oil differentials and higher turnaround costs, partially offset by higher crack spreads and more favorable net product price realizations.

Speedway segment income from operations decreased \$9 million in the first quarter of 2014 compared to the first quarter of 2013, primarily due to a lower gasoline and distillate gross margin and higher operating expenses, partially offset by a higher merchandise gross margin.

Pipeline Transportation segment income from operations increased \$21 million in the first quarter of 2014 compared to the first quarter of 2013. The increase primarily reflects an increase in pipeline transportation revenue and equity

affiliate income, partially offset by higher operating expenses.

On February 1, 2013, we acquired from BP the 451,000 barrel per calendar day refinery in Texas City, Texas, three intrastate natural gas liquid pipelines originating at the refinery, four light product terminals, branded-jobber marketing contract assignments for the supply of approximately 1,200 branded sites, a 1,040 megawatt electric cogeneration facility and a 50 thousand barrel per day ("mbpd") allocation of space on the Colonial Pipeline. We refer to these assets as the "Galveston Bay

Table of Contents

Refinery and Related Assets.” We paid \$1.49 billion for these assets, which included \$935 million for inventory. Pursuant to the purchase and sale agreement, we may also be required to pay BP a contingent earnout of up to an additional \$700 million over six years, subject to certain conditions. During the second quarter of 2014, we expect to pay BP approximately \$178 million for the first year's contingent earnout. These assets are part of our Refining & Marketing and Pipeline Transportation segments. Our financial results and operating statistics for the period prior to the acquisition does not include amounts for the Galveston Bay Refinery and Related Assets. See Note 4 to the unaudited consolidated financial statements for additional information on this acquisition.

Effective March 1, 2014, we sold MPLX a 13 percent interest in Pipe Line Holdings for \$310 million, increasing MPLX's ownership interest in Pipe Line Holdings to 69 percent. MPLX financed this transaction with \$40 million of cash on-hand and \$270 million of borrowings on its bank revolving credit agreement. See Note 3 to the unaudited consolidated financial statements for additional information on MPLX.

In March 2014, we acquired from Chevron Raven Ridge Pipe Line Company an additional 7 percent interest in Explorer for \$77 million, bringing our ownership interest to 25 percent. This increase in our ownership percentage requires us to now account for our investment in Explorer using the equity method of accounting and begin reporting Explorer as a related party. Explorer owns approximately 1,900 miles of refined products pipeline from Lake Charles, Louisiana to Hammond, Indiana.

In 2013, we agreed with Enbridge Energy Partners, L.P. ("Enbridge") to serve as an anchor shipper for the Sandpiper pipeline, which will run from Beaver Lodge, North Dakota to Superior, Wisconsin and is targeted to be operational in early 2016. We also agreed to fund 37.5 percent of the construction of the Sandpiper pipeline project, which is currently estimated to cost \$2.6 billion, of which approximately \$1.0 billion is our share. We made contributions of \$37 million during the first quarter of 2014 and have contributed \$61 million since project inception. In exchange for our commitment to be an anchor shipper and our investment in the project, we will earn an approximate 27 percent equity interest in Enbridge's North Dakota System when the Sandpiper pipeline is placed into service. Enbridge's North Dakota System currently includes approximately 240 miles of crude oil gathering pipelines connected to a transportation pipeline that is approximately 730 miles long. We will also have the option to increase our ownership interest to approximately 30 percent through additional investments in future system improvements. See Notes 4 and 20 to the unaudited consolidated financial statements.

During the first three months of 2014, we paid \$689 million to acquire 8 million common shares through open market share repurchases. The effective average cost was \$87.60 per delivered share. At March 31, 2014, we also had agreements to repurchase additional common shares for \$12 million, which were settled in early April 2014. As of March 31, 2014, we had an outstanding repurchase authorization of \$1.17 billion, which expires in September 2015. See Note 7 to the unaudited consolidated financial statements.

Overview of Segments

Refining & Marketing

Refining & Marketing segment income from operations depends largely on our Refining & Marketing gross margin and refinery throughputs.

Our Refining & Marketing gross margin is the difference between the prices of refined products sold and the costs of crude oil and other charge and blendstocks refined, including the costs to transport these inputs to our refineries and the costs of purchased products. The crack spread is a measure of the difference between market prices for refined products and crude oil, commonly used by the industry as a proxy for the refining margin. Crack spreads can fluctuate significantly, particularly when prices of refined products do not move in the same relationship as the cost of crude oil. As a performance benchmark and a comparison with other industry participants, we calculate Midwest (Chicago) and U.S. Gulf Coast ("USGC") crack spreads that we believe most closely track our operations and slate of products. Light Louisiana Sweet crude oil ("LLS") prices and a 6-3-2-1 ratio of products (6 barrels of LLS crude oil producing 3 barrels of unleaded regular gasoline, 2 barrels of ultra-low sulfur diesel and 1 barrel of 3 percent residual fuel oil) are used for these crack-spread calculations.

Our refineries can process significant amounts of sour crude oil, which typically can be purchased at a discount to sweet crude oil. The amount of this discount, the sweet/sour differential, can vary significantly, causing our Refining & Marketing gross margin to differ from crack spreads based on sweet crude oil. In general, a larger sweet/sour

differential will enhance our Refining & Marketing gross margin.

Historically, West Texas Intermediate crude oil ("WTI") has traded at prices similar to LLS. During 2011 and continuing through the first half of 2013, WTI traded at prices significantly less than LLS, which favorably impacted our Refining & Marketing gross margin. Logistical constraints in the U.S. mid-continent markets and other market factors acted to keep the price of WTI from rising with the prices of crude oil produced in other regions. However, the differential between WTI and LLS significantly narrowed during the second half of 2013 before widening modestly late in the first quarter of 2014 due to a

Table of Contents

variety of domestic and international market conditions. Future crude oil differentials will be dependent on a variety of market and economic factors.

The following table provides sensitivities showing an estimated change in annual net income due to potential changes in market conditions.

(In millions, after-tax)

LLS 6-3-2-1 crack spread sensitivity <sup>(a)</sup> (per \$1.00/barrel change)	\$450
Sweet/sour differential sensitivity <sup>(b)</sup> (per \$1.00/barrel change)	200
LLS-WTI differential sensitivity <sup>(c)</sup> (per \$1.00/barrel change)	85
Natural gas price sensitivity (per \$1.00/million British thermal unit change)	125

<sup>(a)</sup> Weighted 38% Chicago and 62% USGC LLS 6-3-2-1 crack spreads and assumes all other differentials and pricing relationships remain unchanged.

<sup>(b)</sup> LLS (prompt) - [delivered cost of sour crude oil: Arab Light, Kuwait, Maya, Western Canadian Select and Mars].

<sup>(c)</sup> Assumes 20% of crude oil throughput volumes are WTI-based domestic crude oil.

In addition to the market changes indicated by the crack spreads, the sweet/sour differential and the discount of WTI to LLS, our Refining & Marketing gross margin is impacted by factors such as:

- the types of crude oil and other charge and blendstocks processed;
- our refinery yields;
- the selling prices realized for refined products;
- the impact of commodity derivative instruments used to hedge price risk; and
- the cost of products purchased for resale.

Refining & Marketing segment income from operations is also affected by changes in refinery direct operating costs, which include turnaround and major maintenance, depreciation and amortization and other manufacturing expenses. Changes in manufacturing costs are primarily driven by the cost of energy used by our refineries, including purchased natural gas, and the level of maintenance costs. Planned major maintenance activities, or turnarounds, requiring temporary shutdown of certain refinery operating units, are periodically performed at each refinery. We had significant planned turnaround and major maintenance activities at our Galveston Bay; Garyville, Louisiana; Robinson, Illinois and Catlettsburg, Kentucky refineries during the first quarter of 2014 compared to activities at our Catlettsburg, Garyville and Galveston Bay refineries during the first quarter of 2013.

#### Speedway

Our retail marketing gross margin for gasoline and distillate, which is the price paid by consumers less the cost of refined products, including transportation, consumer excise taxes and bankcard processing fees, impacts the Speedway segment profitability. Numerous factors impact gasoline and distillate demand throughout the year, including local competition, seasonal demand fluctuations, the available wholesale supply, the level of economic activity in our marketing areas and weather conditions. Market demand increases for gasoline and distillate generally increase the product margin we can realize. The gross margin on merchandise sold at convenience stores historically has been less volatile and has contributed substantially to Speedway's gross margin. Approximately two-thirds of Speedway's gross margin was derived from merchandise sales in the first quarter of 2014. Speedway's convenience stores offer a wide variety of merchandise, including prepared foods, beverages and non-food items.

#### Pipeline Transportation

The profitability of our pipeline transportation operations primarily depends on tariff rates and the volumes shipped through the pipelines. A majority of the crude oil and refined product shipments on our common carrier pipelines serve our Refining & Marketing segment. The volume of crude oil that we transport is directly affected by the supply of, and refiner demand for, crude oil in the markets served directly by our crude oil pipelines. Key factors in this supply and demand balance are the production levels of crude oil by producers in various regions or fields, the availability and cost of alternative modes of transportation, the volumes of crude oil processed at refineries and refinery and transportation system maintenance levels. The volume of refined products that we transport is directly affected by the production levels of, and user demand for, refined products in the markets served by our refined product pipelines. In most of our markets, demand for gasoline and distillate peaks during the summer driving season,

which extends from May through September of each year, and declines during the fall and winter months. As with crude oil, other transportation alternatives and system maintenance levels influence refined product movements.

Table of Contents

## Results of Operations

## Consolidated Results of Operations

(In millions)	Three Months Ended		
	March 31, 2014	2013	Variance
Revenues and other income:			
Sales and other operating revenues (including consumer excise taxes)	\$23,285	\$23,330	\$(45 )
Income from equity method investments	35	—	35
Net gain on disposal of assets	1	1	—
Other income	24	14	10
Total revenues and other income	23,345	23,345	—
Costs and expenses:			
Cost of revenues (excludes items below)	20,540	20,034	506
Purchases from related parties	159	72	87
Consumer excise taxes	1,515	1,458	57
Depreciation and amortization	320	287	33
Selling, general and administrative expenses	346	249	97
Other taxes	104	89	15
Total costs and expenses	22,984	22,189	795
Income from operations	361	1,156	(795 )
Net interest and other financial income (costs)	(46 )	(48 )	2
Income before income taxes	315	1,108	(793 )
Provision for income taxes	108	378	(270 )
Net income	207	730	(523 )
Less net income attributable to noncontrolling interests	8	5	3
Net income attributable to MPC	\$199	\$725	\$(526 )

Net income attributable to MPC decreased \$526 million in the first quarter of 2014 compared to the first quarter of 2013, primarily due to a decrease in our Refining & Marketing segment income from operations of \$743 million in the first quarter of 2014 compared to the first quarter of 2013. The decrease in Refining & Marketing segment income from operations was primarily due to narrower crude oil differentials and higher turnaround costs, partially offset by higher crack spreads and more favorable net product price realizations.

Sales and other operating revenues (including consumer excise taxes) remained flat in the first quarter of 2014 compared to the first quarter of 2013, primarily due to the offsetting impacts of higher refined product sales volumes and lower refined product selling prices. Our consolidated refined product sales increased 69 mbpd in the first quarter of 2014 compared to the first quarter of 2013.

Income from equity method investments increased \$35 million in the first quarter of 2014 compared to the first quarter of 2013, primarily due to an increase in income from our ethanol investments of \$24 million and an increase in income from our pipeline affiliates, including Explorer, of \$11 million. The increase in income from our ethanol investments was primarily related to lower corn prices in the first quarter of 2014 compared to the first quarter of 2013 and the acquisition of interests in TAAE, TACE and TAEI in 2013.

Centennial experienced a significant reduction in shipment volumes in the second half of 2011 that has continued through the first three months of 2014. At March 31, 2014, Centennial was not shipping product. As a result, we continued to evaluate the carrying value of our equity investment in Centennial. We concluded that no impairment was required given our assessment of its fair value based on market participant assumptions for various potential uses and future cash flows of Centennial's assets. If current business conditions remain unchanged and the owners of Centennial are unable to find an alternative use for the assets, there could be a future impairment of our Centennial interest. As of March 31, 2014, our equity investment in Centennial was \$39 million and we had a \$41 million guarantee associated with 50 percent of Centennial's outstanding debt. See Note 20 to the unaudited consolidated financial statements for additional information on the debt guarantee.





Table of Contents

Other income increased \$10 million in the first quarter of 2014 compared to the first quarter of 2013, primarily due to an increase in sales of Renewable Identification Numbers (“RINs”), partially offset by a decrease in dividends received from a pipeline affiliate.

Cost of revenues increased \$506 million in the first quarter of 2014 compared to the first quarter of 2013, primarily due to higher refinery direct operating costs, including costs associated with significant turnaround activity at the Galveston Bay refinery, and an increase in purchased refined product volumes. These higher costs were partially offset by lower crude oil acquisition prices and a decrease in purchased charge and blendstocks volumes. Refinery direct operating costs increased \$4.27 per barrel of throughput, and refined product purchase volumes increased 13 percent in the first quarter of 2014 compared to the first quarter of 2013. Crude oil acquisition prices decreased 3 percent and charge and blendstocks volumes decreased 16 percent compared to the same quarter last year.

Purchases from related parties increased \$87 million in the first quarter of 2014 compared to the first quarter of 2013, primarily due to an increase in purchases from LOOP of \$43 million, largely related to higher crude oil purchases in the first quarter of 2014, purchases totaling \$16 million from TAAE and \$13 million from Explorer in the first quarter of 2014, which were not related parties during the first quarter of 2013, and an increase in feedstock purchases from Centennial of \$9 million.

Depreciation and amortization increased \$33 million in the first quarter of 2014 compared to the first quarter of 2013, primarily due to accelerated depreciation of a unit at our Garyville refinery, the implementation of corporate-level information technology projects and our acquisition of the Galveston Bay Refinery and Related Assets.

Selling, general and administrative expenses increased \$97 million in the first quarter of 2014 compared to the first quarter of 2013, primarily due to pension settlement expenses of \$64 million in the first quarter of 2014 resulting from the level of employee lump sum retirement distributions that occurred during the period and an increase in refinery and information technology contract services.

Other taxes increased \$15 million in the first quarter of 2014 compared to the first quarter of 2013, primarily due to increases in payroll taxes and sales and use tax expense. These increases were attributable to a number of factors including the acquisition of the Galveston Bay Refinery and Related Assets.

Provision for income taxes decreased \$270 million in the first quarter of 2014 compared to the first quarter of 2013, primarily due to the \$793 million decrease in income before income taxes. The effective tax rate was 34 percent in the first quarter of 2014 and 2013. The effective tax rate for both periods is slightly less than the U.S. statutory rate of 35 percent primarily due to certain permanent benefit differences, including the domestic manufacturing deduction, partially offset by state and local tax expense.

The above discussion contains forward-looking statements with respect to the carrying value of our Centennial equity investment. Factors that could affect the carrying value of our Centennial equity investment include, but are not limited to, a change in business conditions, a further decline or improvement in the long-term outlook of the potential uses of Centennial’s assets and the pursuit of different strategic alternatives for such assets. These factors, among others, could cause actual results to differ materially from those set forth in the forward-looking statements.

Table of Contents

## Segment Results

Revenues, including intersegment sales, are summarized by segment in the following table.

(In millions)	Three Months Ended	
	March 31,	
	2014	2013
Refining & Marketing	\$22,043	\$22,073
Speedway	3,459	3,442
Pipeline Transportation	146	125
Segment revenues	\$25,648	\$25,640
Items included in both revenues and costs:		
Consumer excise taxes	\$1,515	\$1,458

Refining & Marketing segment revenues remained flat in the first quarter of 2014 compared to the first quarter of 2013, due to offsetting impacts of an increase in refined product sales volumes of 71 mbpd and a decrease in average refined product selling prices of \$0.10 per gallon. The table below shows our Refining & Marketing segment refined product sales volumes, sales destined for export and average sales prices.

	Three Months Ended	
	March 31,	
	2014	2013
Refining & Marketing segment:		
Refined product sales volumes (thousands of barrels per day) <sup>(a)</sup>	1,951	1,880
Refined product sales destined for export (thousands of barrels per day)	223	135
Average refined product sales prices (dollars per gallon)	\$2.88	\$2.98

<sup>(a)</sup> Includes intersegment sales and sales destined for export.

The table below shows the average refined product benchmark prices for our marketing areas.

(Dollars per gallon)	Three Months Ended	
	March 31,	
	2014	2013
Chicago spot unleaded regular gasoline	\$2.68	\$2.79
Chicago spot ultra-low sulfur diesel	2.99	3.08
USGC spot unleaded regular gasoline	2.65	2.83
USGC spot ultra-low sulfur diesel	2.93	3.08

Refining & Marketing intersegment sales to our Speedway segment increased \$34 million in the first quarter of 2014 compared to the first quarter of 2013, primarily due to higher intersegment refined product sales volumes, partially offset by a decrease in average refined product sales prices of \$0.11 per gallon. The increase in volumes was primarily related to higher Speedway sales volumes per convenience store. The table below shows our Refining & Marketing intersegment sales to our Speedway segment.

	Three Months	
	Ended	
	March 31,	
	2014	2013
Refining & Marketing intersegment sales to Speedway:		
Intersegment sales (in millions)	\$2,233	\$2,199
Refined product sales volumes (millions of gallons)	723	688
Average refined product sales prices (dollars per gallon)	\$3.08	\$3.19

Table of Contents

Speedway segment revenues increased \$17 million in the first quarter of 2014 compared to the first quarter of 2013, primarily due to an increase in merchandise sales of \$11 million and an increase in gasoline and distillate sales of \$6 million. The higher merchandise sales was primarily due to an increase in the number of convenience stores. The higher gasoline and distillate sales were primarily due to an increase in gasoline and distillate sales volumes of 28 million gallons related to higher average sales volumes per convenience store and an increase in the number of convenience stores, partially offset by a decrease in gasoline and distillate selling prices of \$0.12 per gallon. The following table includes certain revenue statistics for the Speedway segment.

	Three Months Ended			
	March 31,			
	2014	2013		
Convenience stores at period-end	1,482	1,463		
Gasoline & distillate sales (millions of gallons)	773	745		
Average gasoline & distillate sales prices (dollars per gallon)	\$3.39	\$3.51		
Merchandise sales (in millions)	\$722	\$711		
Same store gasoline sales volume (period over period)	(0.7	)% 0.7		%
Same store merchandise sales (period over period) <sup>(a)</sup>	5.3	% 0.8		%

<sup>(a)</sup>Excludes cigarettes.

Pipeline Transportation segment revenue increased \$21 million in the first quarter of 2014 compared to the first quarter of 2013, primarily due to a \$17 million increase in revenue related to volume deficiency credits, as well as higher transportation tariffs resulting from higher average tariff rates on crude oil and refined products volumes transported. These increases were partially offset by decreases in crude oil and refined products volumes transported. Crude oil pipeline throughput volumes decreased 128 mbpd and refined products pipeline throughput volumes decreased 98 mbpd in the first quarter of 2014 compared to the first quarter of 2013.

The following table includes throughput volumes for the Pipeline Transportation segment.

	Three Months Ended	
	March 31,	
	2014	2013
Pipeline Throughputs (thousands of barrels per day): <sup>(a)</sup>		
Crude oil pipelines	1,144	1,272
Refined products pipelines	819	917
Total	1,963	2,189

<sup>(a)</sup> On owned common-carrier pipelines, excluding equity method investments.

Income before income taxes and income from operations by segment are presented in the following table.

(In millions)	Three Months Ended			
	March 31,			
	2014	2013		
Income from Operations by segment				
Refining & Marketing	\$362	\$1,105		
Speedway	58	67		
Pipeline Transportation <sup>(a)</sup>	72	51		
Items not allocated to segments:				
Corporate and other unallocated items <sup>(a)</sup>	(67	) (67	)	)
Pension settlement expenses	(64	) —		
Income from operations	361	1,156		
Net interest and other financial income (costs)	(46	) (48	)	)
Income before income taxes	\$315	\$1,108		

<sup>(a)</sup> Corporate overhead costs attributable to MPLX are included in the Pipeline Transportation segment. These expenses are not allocated to the Refining & Marketing and Speedway segments.



Table of Contents

The following table presents certain market indicators that we believe are helpful in understanding the results of our Refining & Marketing segment's business.

	Three Months Ended	
	March 31,	
(Dollars per barrel)	2014	2013
Chicago LLS 6-3-2-1 <sup>(a)(b)</sup>	\$8.80	\$3.99
USGC LLS 6-3-2-1 <sup>(a)</sup>	7.27	4.87
Blended 6-3-2-1 <sup>(a)(c)</sup>	7.85	4.54
LLS	104.29	113.87
WTI	98.61	94.36
LLS—WTI crude oil differential <sup>(a)</sup>	5.68	19.51
Sweet/Sour crude oil differential <sup>(a)(d)</sup>	8.23	12.12

<sup>(a)</sup> All spreads and differentials are measured against prompt LLS.

<sup>(b)</sup> Calculation utilizes USGC 3% residual fuel oil price as a proxy for Chicago 3% residual fuel oil price.

<sup>(c)</sup> Blended Chicago/USGC crack spread is 38%/62% based on MPC's refining capacity by region.

<sup>(d)</sup> LLS (prompt) - [delivered cost of sour crude oil: Arab Light, Kuwait, Maya, Western Canadian Select and Mars].

Refining & Marketing segment income from operations decreased \$743 million in the first quarter of 2014 compared to the first quarter of 2013, primarily due to narrower crude oil differentials and higher turnaround costs, partially offset by higher crack spreads and more favorable net product price realizations.

The LLS-WTI crude oil differential narrowed by \$13.83 per barrel and the sweet/sour crude oil differential narrowed by \$3.89 per barrel in the first quarter of 2014 compared to the first quarter of 2013, which we estimate had negative impacts on segment income of \$397 million and \$320 million, respectively. The Chicago LLS 6-3-2-1 crack spread increased \$4.81 per barrel and the USGC 6-3-2-1 crack spread increased \$2.40 per barrel in the first quarter of 2014 compared to the first quarter of 2013, which we estimate had positive impacts on segment income of \$269 million and \$215 million, respectively.

The following table summarizes our refinery throughputs.

	Three Months Ended	
	March 31,	
	2014	2013
Refinery Throughputs (thousands of barrels per day):		
Crude oil refined	1,450	1,433
Other charge and blendstocks	200	238
Total	1,650	1,671
Sour crude oil throughput percent	49	54
WTI-priced crude oil throughput percent	21	22

The following table includes certain key operating statistics for the Refining & Marketing segment.

	Three Months Ended	
	March 31,	
	2014	2013
Refining & Marketing gross margin (dollars per barrel) <sup>(a)</sup>	\$14.46	\$15.29
Refinery direct operating costs (dollars per barrel): <sup>(b)</sup>		
Planned turnaround and major maintenance	\$3.15	\$1.15
Depreciation and amortization	1.55	1.42
Other manufacturing <sup>(c)</sup>	5.95	3.81
Total	\$10.65	\$6.38

<sup>(a)</sup> Sales revenue less cost of refinery inputs and purchased products, divided by total refinery throughputs.

<sup>(b)</sup> Per barrel of total refinery throughputs.

<sup>(c)</sup> Includes utilities, labor, routine maintenance and other operating costs.



Table of Contents

Refinery direct operating costs increased \$4.27 per barrel of total refinery throughputs in the first quarter of 2014 compared to the first quarter of 2013, which includes an increase in other manufacturing costs of \$2.14 per barrel and an increase in turnaround and major maintenance costs of \$2.00 per barrel. These increases were primarily attributable to the Galveston Bay refinery acquired in February 2013, which had significant turnaround and major maintenance activities during the first quarter of 2014 and higher operating costs per barrel of throughput than the average of our other six refineries.

We purchase RINs to satisfy a portion of our Renewable Fuel Standard compliance. Our expense associated with purchased RINs increased to \$71 million in the first quarter of 2014 from \$43 million in the first quarter of 2013. Speedway segment income from operations decreased \$9 million in the first quarter of 2014 compared to the first quarter of 2013. The severe weather conditions in the Midwest impacted all aspects of the business for the first quarter of 2014. The decrease in segment income was primarily due to a decrease in the gasoline and distillate gross margin of \$0.0145 per gallon and higher operating expenses resulting from an increase in the number of stores and due to the difficult weather conditions in the first quarter of 2014. The negative impacts to segment income were partially offset by an increase in merchandise gross margin related to higher merchandise and food sales along with an increase in the number of convenience stores.

The following table includes margin statistics for the Speedway segment.

	Three Months Ended March 31,	
	2014	2013
Gasoline & distillate gross margin (dollars per gallon) <sup>(a)</sup>	\$0.1156	\$0.1301
Merchandise gross margin (in millions)	\$192	\$184

(a) The price paid by consumers less the cost of refined products, including transportation, consumer excise taxes and bankcard processing fees, divided by gasoline and distillate sales volume.

Pipeline Transportation segment income from operations increased \$21 million in the first quarter of 2014 compared to the first quarter of 2013. The increase primarily reflects an increase in pipeline transportation revenue and equity affiliate income, partially offset by higher operating expenses.

We recorded pretax pension settlement expense of \$64 million in the first quarter of 2014 resulting from the level of employee lump-sum retirement distributions that occurred during the period.

## Liquidity and Capital Resources

## Cash Flows

Our cash and cash equivalents balance was \$2.17 billion at March 31, 2014 compared to \$2.29 billion at December 31, 2013. Net cash provided by (used in) operating activities, investing activities and financing activities for the first quarters of 2014 and 2013 are presented in the following table.

(In millions)	Three Months Ended March 31,	
	2014	2013
Net cash provided by (used in):		
Operating activities	\$766	\$2,079
Investing activities	(360)	(1,682)
Financing activities	(532)	(520)
Total	\$(126)	\$(123)

Net cash provided by operating activities decreased \$1.31 billion in the first quarter of 2014 compared to the first quarter of 2013, primarily due to unfavorable changes in working capital of \$908 million and the \$523 million decrease in net income compared to the first quarter of 2013. Changes in working capital were a net \$125 million source of cash in the first quarter of 2014 compared to a net \$1.03 billion source of cash in the first quarter of 2013. The \$125 million source of cash from working capital changes in the first quarter of 2014 was primarily due to an increase in accounts payable and accrued liabilities and a decrease in current receivables, partially offset by an increase in inventories. Accounts payable increased \$1.08 billion from year-end 2013, primarily due to higher crude oil payable volumes and prices at the end of the first quarter of 2014 compared to year-end 2013. Current receivables



decreased \$139 million from year-end 2013, primarily due to lower refined product and crude oil receivable volumes, partially offset by higher refined product and crude oil prices. Inventories increased \$1.00 billion from year-end 2013, primarily due to an increase in crude oil inventory volumes.

Table of Contents

The \$1.03 billion source of cash in the first quarter of 2013 was primarily due to an increase in accounts payable and accrued liabilities. Accounts payable increased \$2.09 billion from year-end 2012, primarily due to higher crude oil payable volumes related to the addition of the Galveston Bay refinery in the first quarter of 2013 and lower crude oil purchases at the end of 2012 in preparation for turnaround and major maintenance activity. In addition, accounts payable increased due to higher crude oil prices at the end of the first quarter of 2013 compared to year-end 2012. Accrued liabilities increased \$404 million from year-end 2012, primarily due to an increase in accrued taxes associated with timing of federal income tax payments. The increase in accounts payable and accrued liabilities was partially offset by higher refined product receivable volumes attributable to an increase in refined product sales volumes and increases in crude oil and refined product inventory volumes.

Net cash used in investing activities decreased \$1.32 billion in the first quarter of 2014 compared to the first quarter of 2013, primarily due to the Galveston Bay Refinery and Related Assets acquisition in February 2013, partially offset by higher capital expenditures in our Refining & Marketing and Pipeline Transportation segments in the first quarter of 2014.

The consolidated statements of cash flows exclude changes to the consolidated balance sheets that did not affect cash. A reconciliation of additions to property, plant and equipment to reported total capital expenditures and investments follows.

(In millions)	Three Months Ended	
	March 31,	
	2014	2013
Additions to property, plant and equipment	\$267	\$195
Acquisitions <sup>(a)</sup>	—	1,377
Decrease in capital accruals	(19	) (3
Total capital expenditures	248	1,569
Investments in equity method investees	123	5
Total capital expenditures and investments	\$371	\$1,574

The three months ended March 31, 2013 includes the acquisition of the Galveston Bay Refinery and Related Assets, comprised of total consideration, excluding inventory and other current assets, plus assumed liabilities.

<sup>(a)</sup> Total consideration includes the base purchase price and a fair-value estimate of \$600 million for the contingent consideration. See Note 4 to the unaudited consolidated financial statements.

Capital expenditures and investments are summarized by segment below.

(In millions)	Three Months Ended	
	March 31,	
	2014	2013
Refining & Marketing <sup>(a)</sup>	\$178	\$1,420
Speedway	32	36
Pipeline Transportation <sup>(a)</sup>	130	90
Corporate and Other <sup>(b)</sup>	31	28
Total	\$371	\$1,574

<sup>(a)</sup> The three months ended March 31, 2013 includes the acquisition of the Galveston Bay Refinery and Related Assets. See Note 4 to the unaudited consolidated financial statements.

<sup>(b)</sup> Includes capitalized interest of \$6 million and \$4 million for the three months ended March 31, 2014 and 2013, respectively.

The acquisition of the Galveston Bay Refinery and Related Assets comprised 87 percent of our total capital spending in the first quarter of 2013.

Net cash used in investments in affiliates increased \$113 million in the first quarter of 2014 compared to the first quarter of 2013, primarily due to our acquisition of an additional 7 percent interest in Explorer for \$77 million and our contributions to North Dakota Pipeline of \$37 million to fund our portion of the Sandpiper pipeline project in the first quarter of 2014.

Net cash used in financing activities increased \$12 million in the first quarter of 2014 compared to the first quarter of 2013. The uses of cash for both periods were primarily for common stock repurchases under our share repurchase plans and dividend payments, partially offset in the first quarter of 2014 by long-term debt borrowings by MPLX. Cash provided by long-term debt borrowings was \$270 million in the first quarter of 2014. MPLX borrowed \$270 million under its revolving credit agreement to fund MPLX's acquisition of an additional interest in Pipe Line Holdings.

Table of Contents

Cash used in common stock repurchases under the share repurchase plans authorized by our board of directors increased \$258 million in the first quarter of 2014 compared to the first quarter of 2013. During the first quarter of 2014, we paid \$689 million to repurchase 8 million common shares compared to \$431 million paid to repurchase 5 million shares through open market repurchases during the first quarter of 2013. See Note 7 to the unaudited consolidated financial statements for further discussion of the share repurchase plans.

Cash used in dividend payments increased \$7 million in the first quarter of 2014 compared to the first quarter of 2013, primarily due to a 7 cent per share increase in our quarterly dividend payment, partially offset by a decrease in the number of outstanding shares of our common stock attributable to share repurchases. Our dividend payments were \$0.42 per common share in the first quarter of 2014 compared to \$0.35 per common share in the first quarter of 2013.

**Derivative Instruments**

See Item 3. Quantitative and Qualitative Disclosures about Market Risk for a discussion of derivative instruments and associated market risk.

**Capital Resources**

As of March 31, 2014, we had no borrowings or letters of credit outstanding under our revolving credit agreement or our trade receivables securitization facility. MPLX had \$270 million in borrowings outstanding under its revolving credit agreement at March 31, 2014. Our liquidity totaled \$5.97 billion at March 31, 2014 consisting of:

(In millions)	March 31, 2014
Cash and cash equivalents	\$2,166
Revolving credit agreement <sup>(a)</sup>	2,500
Trade receivables securitization facility	1,300
Total	\$5,966

<sup>(a)</sup> Excludes MPLX's \$500 million revolving credit agreement, which had \$230 million available as of March 31, 2014.

Because of the alternatives available to us, including internally generated cash flow and access to capital markets, we believe that our short-term and long-term liquidity is adequate to fund not only our current operations, but also our near-term and long-term funding requirements, including capital spending programs, the repurchase of shares of our common stock, dividend payments, defined benefit plan contributions, repayment of debt maturities and other amounts that may ultimately be paid in connection with contingencies.

Our revolving credit agreement (the "MPC Credit Agreement") and the MPLX Credit Agreement contain representations and warranties, affirmative and negative covenants and events of default that we consider usual and customary for agreements of these types. The financial covenant included in the MPC Credit Agreement requires us to maintain, as of the last day of each fiscal quarter, a ratio of Consolidated Net Debt to Total Capitalization (as defined in the MPC Credit Agreement) of no greater than 0.65 to 1.00. As of March 31, 2014, we were in compliance with this debt covenant with a ratio of Consolidated Net Debt to Total Capitalization of 0.17 to 1.00, as well as the other covenants contained in the MPC Credit Agreement.

The financial covenant included in the MPLX Credit Agreement requires MPLX to maintain a ratio of Consolidated Total Debt (as defined in the MPLX Credit Agreement) as of the end of each fiscal quarter to Consolidated EBITDA (as defined in the MPLX Credit Agreement) for the prior four fiscal quarters of not greater than 5.0 to 1.0 (or 5.5 to 1.0 during the six-month period following certain acquisitions). As of March 31, 2014, MPLX was in compliance with this debt covenant with a ratio of Consolidated Total Debt to Consolidated EBITDA of 2.2 to 1.0, as well as the other covenants contained in the MPLX Credit Agreement.

Our intention is to maintain an investment grade credit profile. As of March 31, 2014, the credit ratings on our senior unsecured debt were at or above investment grade level as follows.

Rating Agency	Rating
Moody's	Baa2 (positive outlook)
Standard & Poor's	BBB (stable outlook)

The ratings reflect the respective views of the rating agencies. Although it is our intention to maintain a credit profile that supports an investment grade rating, there is no assurance that these ratings will continue for any given period of

time. The ratings may be revised or withdrawn entirely by the rating agencies if, in their respective judgments, circumstances so warrant.

Table of Contents

Neither the MPC Credit Agreement, the MPLX Credit Agreement nor our trade receivables securitization facility contain credit rating triggers that would result in the acceleration of interest, principal or other payments in the event that our credit ratings are downgraded. However, any downgrades of our senior unsecured debt to below investment grade ratings would increase the applicable interest rates, yields and other fees payable under the MPC Credit Agreement and our trade receivables securitization facility. In addition, a downgrade of our senior unsecured debt rating to below investment grade levels could, under certain circumstances, decrease the amount of trade receivables that are eligible to be sold under our trade receivables securitization facility, impact our ability to purchase crude oil on an unsecured basis and could result in us having to post letters of credit under existing transportation services agreements.

**Debt-to-Total-Capital Ratio**

Our debt-to-total capital ratio (total debt to total debt-plus-equity) was 25 percent at March 31, 2014 and 23 percent at December 31, 2013.

(In millions)	March 31, 2014	December 31, 2013
Long-term debt due within one year	\$24	\$23
Long-term debt	3,635	3,373
Total debt	\$3,659	\$3,396
Calculation of debt-to-total-capital ratio:		
Total debt	\$3,659	\$3,396
Total equity	10,758	11,332
Total capital	\$14,417	\$14,728
Debt-to-total-capital ratio	25	% 23

**Capital Requirements**

We have a capital and investment budget for 2014 of \$2.43 billion, excluding capitalized interest. The budget includes spending on refining, retail marketing, transportation, logistics and brand marketing projects as well as amounts designated for corporate activities. During the three months ended March 31, 2014, our capital expenditures and investments were \$365 million, excluding capitalized interest. There have been no material changes to our 2014 capital and investment budget since our Annual Report on Form 10-K for the year ended December 31, 2013 was filed. We continuously evaluate our capital budget and make changes as conditions warrant.

Pursuant to the purchase and sale agreement for the Galveston Bay Refinery and Related Assets, we may be required to pay to the seller a contingent earnout of up to an additional \$700 million over six years, subject to certain conditions. During the second quarter of 2014, we expect to pay BP approximately \$178 million for the first year's contingent earnout. See Notes 4 and 13 to the unaudited consolidated financial statements.

MPLX had \$270 million in borrowings outstanding under its revolving credit agreement at March 31, 2014.

During the three months ended March 31, 2014, we made no contributions to our funded pension plans. We have no required funding for 2014 but may do so at our discretion.

On April 30, 2014, our board of directors approved a 42 cents per share dividend, payable June 10, 2014 to stockholders of record at the close of business on May 21, 2014.

During the first three months of 2014, we paid \$689 million to acquire 8 million common shares through open market share repurchases. We also entered into agreements to acquire additional common shares for \$12 million, which were settled in early April 2014. As of March 31, 2014, we had total outstanding repurchase authorizations pursuant to the authorization announced on September 26, 2013 of \$1.17 billion, which expires in September 2015.

We may utilize various methods to effect additional repurchases, which could include open market purchases, negotiated block transactions, accelerated share repurchases or open market solicitations for shares, some of which may be effected through Rule 10b5-1 plans. The timing and amount of future repurchases, if any, will depend upon several factors, including market and business conditions, and such repurchases may be discontinued at any time.

The above discussion contains forward-looking statements with respect to share repurchase authorizations. Factors that could affect the share repurchase authorizations and the timing of any repurchases include, but are not limited to business conditions, availability of liquidity and the market price of our common stock. These factors, among others,

could cause actual results to differ materially from those set forth in the forward-looking statements.

35

---

## Table of Contents

### Contractual Cash Obligations

As of March 31, 2014, our contractual cash obligations included long-term debt, capital and operating lease obligations, purchase obligations and other long-term liabilities. During the first three months of 2014, the MPLX Credit Agreement committed payments increased \$282 million due to borrowing on the MPLX Credit Agreement to purchase the additional interest in Pipe Line Holdings, including interest and fees. There were no other material changes to our contractual cash obligations outside the ordinary course of business.

### Off-Balance Sheet Arrangements

Off-balance sheet arrangements comprise those arrangements that may potentially impact our liquidity, capital resources and results of operations, even though such arrangements are not recorded as liabilities under accounting principles generally accepted in the United States. Our off-balance sheet arrangements are limited to indemnities and guarantees that are described below. Although these arrangements serve a variety of our business purposes, we are not dependent on them to maintain our liquidity and capital resources, and we are not aware of any circumstances that are reasonably likely to cause the off-balance sheet arrangements to have a material adverse effect on liquidity and capital resources.

We have provided various guarantees related to equity method investees. In conjunction with our spinoff from Marathon Oil, we entered into various indemnities and guarantees to Marathon Oil. These arrangements are described in Note 20 to the unaudited consolidated financial statements.

Our opinions concerning liquidity and capital resources and our ability to avail ourselves in the future of the financing options mentioned in the above forward-looking statements are based on currently available information. If this information proves to be inaccurate, future availability of financing may be adversely affected. Factors that affect the availability of financing include our performance (as measured by various factors, including cash provided by operating activities), the state of worldwide debt and equity markets, investor perceptions and expectations of past and future performance, the global financial climate, and, in particular, with respect to borrowings, the levels of our outstanding debt and credit ratings by rating agencies. The discussion of liquidity and capital resources above also contains forward-looking statements regarding expected capital and investment spending. The forward-looking statements about our capital and investment budget are based on current expectations, estimates and projections and are not guarantees of future performance. Actual results may differ materially from these expectations, estimates and projections and are subject to certain risks, uncertainties and other factors, some of which are beyond our control and are difficult to predict. Some factors that could cause actual results to differ materially include prices of and demand for crude oil and refinery feedstocks and refined products, actions of competitors, delays in obtaining necessary third-party approvals, changes in labor, materials, and equipment costs and availability, planned and unplanned outages, the delay of, cancellation of or failure to implement planned capital projects, project cost overruns, disruptions or interruptions of our refining operations due to the shortage of skilled labor and unforeseen hazards such as weather conditions, acts of war or terrorist acts and the governmental or military response, and other operating and economic considerations.

### Transactions with Related Parties

We believe that transactions with related parties were conducted under terms comparable to those with unrelated parties.

### Environmental Matters and Compliance Costs

We have incurred and may continue to incur substantial capital, operating and maintenance, and remediation expenditures as a result of environmental laws and regulations. If these expenditures, as with all costs, are not ultimately reflected in the prices of our products and services, our operating results will be adversely affected. We believe that substantially all of our competitors must comply with similar environmental laws and regulations. However, the specific impact on each competitor may vary depending on a number of factors, including the age and location of its operating facilities, marketing areas, production processes and whether it is also engaged in the petrochemical business or the marine transportation of crude oil and refined products.

On March 3, 2014, the U.S. Environmental Protection Agency signed the final Tier 3 fuel standards. The final Tier 3 fuel standards require, among other things, a lower annual average sulfur level in gasoline to no more than 10 parts per million ("ppm") beginning in calendar year 2017. In addition, gasoline refiners and importers may not exceed a



maximum per-gallon sulfur standard of 80 ppm while retailers may not exceed a maximum per-gallon sulfur standard of 95 ppm. We anticipate that we will spend an estimated \$750 million to \$1 billion between 2014 and 2019 for capital expenditures necessary to comply with these standards.

There have been no other significant changes to our environmental matters and compliance costs during the three months ended March 31, 2014.

Table of Contents

Critical Accounting Estimates

There have been no significant changes to our critical accounting estimates during the three months ended March 31, 2014.

Accounting Standards Not Yet Adopted

In April 2014, the FASB issued an accounting standards update which redefines the criteria for determining discontinued operations and introduces new disclosures related to these disposals. The updated definition of a discontinued operation is the disposal of a component(s) of an entity or the classification of a component(s) of an entity as held for sale which represents a strategic shift for an entity and has (or will have) a major impact on an entity's operations and financial results. The standard requires disclosure of additional financial information for discontinued operations and individually material components not qualifying for discontinued operation presentation, as well as information regarding an entity's continuing involvement with the discontinued operation. The accounting standards update is effective prospectively for annual periods beginning on or after December 15, 2014, and interim periods within those years. Early adoption is permitted. Adoption of this standards update in the first quarter of 2015 is not expected to have an impact on our consolidated results of operations, financial position or cash flows.

Table of Contents

## Item 3. Quantitative and Qualitative Disclosures about Market Risk

For a detailed discussion of our risk management strategies and our derivative instruments, see Item 7A. Quantitative and Qualitative Disclosures about Market Risk in our Annual Report on Form 10-K for the year ended December 31, 2013.

See Notes 13 and 14 to the unaudited consolidated financial statements for more information about the fair value measurement of our derivatives, as well as the amounts recorded in our consolidated balance sheets and statements of income. We do not designate any of our commodity derivative instruments as hedges for accounting purposes. Sensitivity analysis of the incremental effects on income from operations (“IFO”) of hypothetical 10 percent and 25 percent increases and decreases in commodity prices for open commodity derivative instruments as of March 31, 2014 is provided in the following table.

(In millions)	Incremental Change in IFO from a Hypothetical Price Increase of		Incremental Change in IFO from a Hypothetical Price Decrease of	
	10%	25%	10%	25%
As of March 31, 2014				
Crude	\$(238 )	\$(595 )	\$251	\$626
Refined products	—	4	13	34

We remain at risk for possible changes in the market value of commodity derivative instruments; however, such risk should be mitigated by price changes in the underlying physical commodity. Effects of these offsets are not reflected in the above sensitivity analysis.

We evaluate our portfolio of commodity derivative instruments on an ongoing basis and add or revise strategies in anticipation of changes in market conditions and in risk profiles. Changes to the portfolio after March 31, 2014 would cause future IFO effects to differ from those presented above.

Sensitivity analysis of the projected incremental effect of a hypothetical 100-basis-point change in interest rates on long-term debt as of March 31, 2014 is provided in the following table. Fair value of cash and cash equivalents, receivables, accounts payable and accrued interest approximate carrying value and are relatively insensitive to changes in interest rates due to the short-term maturity of the instruments. Accordingly, these instruments are excluded from the table.

(In millions)	Fair Value <sup>(b)</sup>	Incremental Change in Fair Value	Incremental Change in Net Income
Long-term debt <sup>(a)</sup>			
Fixed-rate	\$3,400	\$315	<sup>(c)</sup> n/a
Variable-rate	270	n/a	— <sup>(d)</sup>

<sup>(a)</sup> Excludes capital leases.

<sup>(b)</sup> Fair value was based on market prices, where available, or current borrowing rates for financings with similar terms and maturities.

<sup>(c)</sup> Assumes a 100-basis-point decrease in the weighted average yield-to-maturity at March 31, 2014.

<sup>(d)</sup> Assumes a 100-basis-point increase in interest rates for the three months ended March 31, 2014.

At March 31, 2014, our portfolio of long-term debt was comprised of fixed-rate instruments and variable-rate borrowings under the MPLX Credit Agreement. The fair value of our fixed-rate debt is relatively sensitive to interest rate fluctuations. Our sensitivity to interest rate declines and corresponding increases in the fair value of our debt portfolio unfavorably affects our results of operations and cash flows only when we elect to repurchase or otherwise retire fixed-rate debt at prices above carrying value. Interest rate fluctuations generally do not impact the fair value of borrowings under the MPLX Credit Agreement, but may affect our results of operations and cash flows.



Table of Contents

Item 4. Controls and Procedures

Disclosure Controls and Procedures

An evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13(a)-15(e) and 15(d)-15(e) under the Securities Exchange Act of 1934, as amended) was carried out under the supervision and with the participation of our management, including our chief executive officer and chief financial officer. Based upon that evaluation, the chief executive officer and chief financial officer concluded that the design and operation of these disclosure controls and procedures were effective as of March 31, 2014, the end of the period covered by this report.

Internal Control over Financial Reporting and Changes in Internal Control over Financial Reporting

During the quarter ended March 31, 2014, we implemented an Enterprise Resource Planning system for core financial and procurement processes. As a result of the implementation, certain internal controls have changed. There were no other changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

## Supplementary Statistics (Unaudited)

(In millions)	Three Months Ended	
	2014	March 31, 2013
Income from Operations by segment		
Refining & Marketing	\$362	\$1,105
Speedway	58	67
Pipeline Transportation <sup>(a)</sup>	72	51
Items not allocated to segments:		
Corporate and other unallocated items <sup>(a)</sup>	(67 )	(67 )
Pension settlement expenses	(64 )	—
Income from operations	\$361	\$1,156
Capital Expenditures and Investments <sup>(b)(c)</sup>		
Refining & Marketing	\$178	\$1,420
Speedway	32	36
Pipeline Transportation	130	90
Corporate and Other <sup>(d)</sup>	31	28
Total	\$371	\$1,574

(a) Corporate overhead costs attributable to MPLX are included in the Pipeline Transportation segment. These expenses are not allocated to the Refining & Marketing and Speedway segments.

(b) Capital expenditures include changes in capital accruals.

The three months ended March 31, 2013 includes the acquisition of the Galveston Bay Refinery and Related

(c) Assets, comprised of total consideration, excluding inventory and other current assets, plus assumed liabilities. Total consideration includes the base purchase price and a fair-value estimate of \$600 million for the contingent consideration. See Note 4 to the unaudited consolidated financial statements.

(d) Includes capitalized interest \$6 million and \$4 million for the three months ended March 31, 2014 and 2013, respectively.

Table of Contents

## Supplementary Statistics (Unaudited)

	Three Months Ended March 31,	
	2014	2013
MPC Consolidated Refined Product Sales Volumes (thousands of barrels per day) <sup>(a)(b)</sup>	1,964	1,895
Refining & Marketing Operating Statistics <sup>(b)</sup>		
Refining & Marketing Refined Product Sales Volume (thousands of barrels per day) <sup>(c)</sup>	1,951	1,880
Refining & Marketing Gross Margin (dollars per barrel) <sup>(d)</sup>	\$14.46	\$15.29
Crude Oil Capacity Utilization percent <sup>(e)</sup>	85	93
Refinery Throughputs (thousands of barrels per day): <sup>(f)</sup>		
Crude oil refined	1,450	1,433
Other charge and blendstocks	200	238
Total	1,650	1,671
Sour Crude Oil Throughput percent	49	54
WTI-Priced Crude Oil Throughput percent	21	22
Refined Product Yields (thousands of barrels per day): <sup>(f)</sup>		
Gasoline	837	889
Distillates	514	523
Propane	34	32
Feedstocks and special products	220	184
Heavy fuel oil	30	30
Asphalt	43	46
Total	1,678	1,704
Refinery Direct Operating Costs (dollars per barrel): <sup>(g)</sup>		
Planned turnaround and major maintenance	\$3.15	\$1.15
Depreciation and amortization	1.55	1.42
Other manufacturing <sup>(h)</sup>	5.95	3.81
Total	\$10.65	\$6.38
Refining & Marketing Operating Statistics By Region		
Gulf Coast: <sup>(b)</sup>		
Refinery Throughputs (thousands of barrels per day): <sup>(i)</sup>		
Crude oil refined	860	837
Other charge and blendstocks	211	211
Total	1,071	1,048
Sour Crude Oil Throughput percent	60	68
WTI-Priced Crude Oil Throughput percent	3	6
Refined Product Yields (thousands of barrels per day): <sup>(i)</sup>		
Gasoline	489	531
Distillates	319	322
Propane	21	19
Feedstocks and special products	245	179
Heavy fuel oil	15	18
Asphalt	7	6
Total	1,096	1,075
Refinery Direct Operating Costs (dollars per barrel): <sup>(g)</sup>		
Planned turnaround and major maintenance	\$3.83	\$0.87
Depreciation and amortization	1.25	1.13
Other manufacturing <sup>(h)</sup>	5.87	3.29

Edgar Filing: Marathon Petroleum Corp - Form 10-Q

Total	\$10.95	\$5.29
-------	---------	--------

41

---



Table of Contents

## Supplementary Statistics (Unaudited)

	Three Months Ended March 31,			
	2014		2013	
Refining & Marketing Operating Statistics By Region				
Midwest:				
Refinery Throughputs (thousands of barrels per day): <sup>(i)</sup>				
Crude oil refined	590		596	
Other charge and blendstocks	48		56	
Total	638		652	
Sour Crude Oil Throughput percent	34		35	
WTI-Priced Crude Oil Throughput percent	47		45	
Refined Product Yields (thousands of barrels per day): <sup>(i)</sup>				
Gasoline	348		358	
Distillates	195		201	
Propane	13		13	
Feedstocks and special products	33		34	
Heavy fuel oil	16		12	
Asphalt	36		40	
Total	641		658	
Refinery Direct Operating Costs (dollars per barrel): <sup>(g)</sup>				
Planned turnaround and major maintenance	\$1.71		\$1.56	
Depreciation and amortization	1.91		1.82	
Other manufacturing <sup>(h)</sup>	5.54		4.47	
Total	\$9.16		\$7.85	
Speedway Operating Statistics				
Convenience stores at period-end	1,482		1,463	
Gasoline and distillate sales (millions of gallons)	773		745	
Gasoline and distillate gross margin (dollars per gallon) <sup>(j)</sup>	\$0.1156		\$0.1301	
Merchandise sales (in millions)	\$722		\$711	
Merchandise gross margin (in millions)	\$192		\$184	
Same store gasoline sales volume (period over period)	(0.7	)%	0.7	%
Same store merchandise sales (period over period) <sup>(k)</sup>	5.3	%	0.8	%
Pipeline Transportation Operating Statistics				
Pipeline Throughputs (thousands of barrels per day): <sup>(l)</sup>				
Crude oil pipelines	1,144		1,272	
Refined products pipelines	819		917	
Total	1,963		2,189	

(a) Total average daily volumes of refined product sales to wholesale, branded and retail (Speedway segment) customers.

(b) Includes the impact of the Galveston Bay Refinery and Related Assets beginning on the February 1, 2013 acquisition date.

(c) Includes intersegment sales.

(d) Sales revenue less cost of refinery inputs and purchased products, divided by total refinery throughputs.

(e) Based on calendar day capacity, which is an annual average that includes downtime for planned maintenance and other normal operating activities.

(f) Excludes inter-refinery volumes of 59 mbpd and 29 mbpd for the three months ended March 31, 2014 and 2013, respectively.

(g) Per barrel of total refinery throughputs.

Edgar Filing: Marathon Petroleum Corp - Form 10-Q

- (h) Includes utilities, labor, routine maintenance and other operating costs.
- (i) Includes inter-refinery transfer volumes.
- (j) The price paid by consumers less the cost of refined products, including transportation, consumer excise taxes and bankcard processing fees, divided by gasoline and distillate sales volume.
- (k) Excludes cigarettes.
- (l) On owned common-carrier pipelines, excluding equity method investments.

42

---

Table of Contents

Part II – Other Information

Item 1. Legal Proceedings

We are the subject of, or a party to, a number of pending or threatened legal actions, contingencies and commitments involving a variety of matters, including laws and regulations relating to the environment.

Litigation

We are a party to a number of lawsuits and other proceedings and cannot predict the outcome of every such matter with certainty. While it is possible that an adverse result in one or more of the lawsuits or proceedings in which we are a defendant could be material to us, based upon current information and our experience as a defendant in other matters, we believe that these lawsuits and proceedings, individually or in the aggregate, will not have a material adverse effect on our consolidated results of operations, financial position or cash flows.

Environmental Proceedings

We are involved in a number of environmental proceedings arising in the ordinary course of business. While the outcome and impact on us cannot be predicted with certainty, we believe the resolution of these environmental proceedings will not have a material adverse effect on our consolidated results of operations, financial position or cash flows.

Item 1A. Risk Factors

We are subject to various risks and uncertainties in the course of our business. The discussion of such risks and uncertainties may be found under Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2013.

Table of Contents

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table sets forth a summary of our purchases during the quarter ended March 31, 2014, of equity securities that are registered by MPC pursuant to Section 12 of the Securities Exchange Act of 1934, as amended.

Period	Total Number of Shares Purchased <sup>(a)</sup>	Average Price Paid per Share <sup>(b)</sup>	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs <sup>(c)</sup>
01/01/2014-01/31/2014	968,989	\$87.46	959,300	\$ 1,773,147,021
02/01/2014-02/28/2014	3,059,067	\$85.95	3,035,300	1,512,294,007
03/01/2014-03/31/2014	3,880,356	\$88.93	3,865,900	1,168,445,346
Total	7,908,412	\$87.60	7,860,500	

The amounts in this column include 9,689, 23,767 and 14,456 shares of our common stock delivered by employees<sup>(a)</sup> to MPC, upon vesting of restricted stock, to satisfy tax withholding requirements in January, February and March, respectively.

Amounts in this column reflect the weighted average price paid for shares purchased under our share repurchase<sup>(b)</sup> authorizations and for shares tendered to us in satisfaction of employee tax withholding obligations upon the vesting of restricted stock granted under our stock plans. The weighted average price includes commissions paid to brokers on shares purchased under our share repurchase authorizations.

On September 26, 2013, we announced that our board of directors approved an additional \$2.0 billion share<sup>(c)</sup> repurchase authorization through September 30, 2015, resulting in \$6.0 billion of total share repurchase authorizations since January 1, 2012. As of March 31, 2014, we had approximately \$1.17 billion of share repurchase authorization remaining.

Table of Contents

## Item 6. Exhibits

Exhibit Number	Exhibit Description	Incorporated by Reference		Filing Date	SEC File No.	Filed Herewith	Furnished Herewith
		Form	Exhibit				
3.1	Restated Certificate of Incorporation of Marathon Petroleum Corporation	8-K	3.1	6/22/2011	001-35054		
3.2	Amended and Restated Bylaws of Marathon Petroleum Corporation	10-Q	3.2	8/8/2012	001-35054		
10.1	Form of Marathon Petroleum Corporation Performance Unit Award Agreement - 2014-2016 Performance Cycle					X	
31.1	Certification of President and Chief Executive Officer pursuant to Rule 13(a)-14 and 15(d)-14 under the Securities Exchange Act of 1934.					X	
31.2	Certification of Senior Vice President and Chief Financial Officer pursuant to Rule 13(a)-14 and 15(d)-14 under the Securities Exchange Act of 1934.					X	
32.1	Certification of President and Chief Executive Officer pursuant to 18 U.S.C. Section 1350.						X
32.2	Certification of Senior Vice President and Chief Financial Officer pursuant to 18 U.S.C. Section 1350.						X
101.INS	XBRL Instance Document.					X	
101.SCH	XBRL Taxonomy Extension Schema.					X	
101.PRE	XBRL Taxonomy Extension Presentation Linkbase.					X	
101.CAL	XBRL Taxonomy Extension Calculation Linkbase.					X	
101.DEF	XBRL Taxonomy Extension Definition Linkbase.					X	
101.LAB	XBRL Taxonomy Extension Label Linkbase.					X	

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

May 5, 2014

MARATHON PETROLEUM  
CORPORATION

By: /s/ Michael G. Braddock  
Michael G. Braddock  
Vice President and Controller

46