MAYOR AND CITY COUNCIL OF BALTIMORE Plaintiff, v. BP P.L.C., *et al.* Defendants.	*	IN THE CIRCUIT COURT FOR BALTIMORE CITY Case No. 24-C-18-004219 Specially Assigned to the Hon. Videtta A. Brown

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PLAINTIFF MAYOR AND CITY COUNCIL OF BALTIMORE'S MEMORANDUM OF LAW IN OPPOSITION TO DEFENDANTS MARATHON OIL CORPORATION'S AND MARATHON OIL COMPANY'S SUPPLEMENTAL MOTION TO DISMISS FOR FAILURE TO STATE A CLAIM

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The Mayor and City Council of Baltimore (the "City") amply states claims against Marathon Oil Corp. and Marathon Oil Co. (collectively, "Marathon"), as explained in the City's opposition to Defendants' joint motion to dismiss for failure to state a claim ("Opposition"). Opp. § IV.D. Marathon's additional arguments in its separate motion ("Motion") change nothing. *First*, the City alleges actionable omissions and misrepresentations by Marathon and attributable to Marathon under a concert-of-action theory. *Second*, Marathon's attempts to elevate the pleading standard are meritless. Marathon asks the Court to disregard the City's allegations that refer collectively to Marathon and other Defendants because they acted in the same way. But Maryland courts have not proscribed such collective allegations, which comport with basic pleading principles. Marathon also insists that all of the City's claims are subject to particularity pleading. But only the subset of the City's Maryland Consumer Protection Act ("MCPA") claim that sounds in fraud needs to be pleaded with particularity, which it is. *Third*, Marathon seeks dismissal without leave to amend. But Marathon does not justify departing from the rule that leave to amend should be freely granted. The Motion should be denied, or, at a minimum, granted with leave to amend.

I. The City Alleges Marathon's Actionable Omissions and Misrepresentations.

A. The City Thoroughly Describes Marathon's Firsthand Misconduct.

Instead of analyzing each of the City's claims separately, Marathon asserts that the Complaint does not sufficiently allege any wrongful conduct by Marathon. Mot. at 1–6. But the City amply alleges that members of the fossil fuel industry have—since the 1960s—studied the climatic dangers posed by the normal use of their products on coastal communities like Baltimore, and that key players like Marathon learned this critical information early on. Compl. ¶¶ 30–31, 109–37. Despite this knowledge, Marathon—just like other Defendants—did not adequately warn of its products' dangers. *Id.* ¶¶ 221(e), 222, 241. Even more than failing to warn, Marathon and other Defendants in the 1980s "embarked on a decades-long campaign designed to maximize

continued dependence on their products," *id.* ¶ 145, by spreading disinformation about their products' climate risks to deceive consumers, *id.* ¶¶ 146–48, 221, 242, 274, 295–96. Marathon and other Defendants' failures to warn and disinformation have inflated consumer demand for their products while inflicting climate-linked injuries on the City. *Id.* ¶¶ 170, 179–80, 190–217, 297.

So, the City amply alleges how Marathon failed to warn of and disinformed about its fossil fuel products' dangers, thus actively participating in creating nuisances in Baltimore, causing foreign materials to trespass on the City's property, breaching Marathon's duty to issue adequate warnings to protect those foreseeably harmed by its products' intended use, preventing consumers from understanding its products' risks, and violating the MCPA. Opp. § IV.D. These allegations—taken as true and with reasonable inferences drawn in the City's favor, *see Wheeling v. Selene Fin. LP*, 473 Md. 356, 374 (2021)—satisfy Maryland Rule 2-305's requirement to provide a "clear statement of the facts" supporting the City's claims and to notify Marathon of them.

B. Additional Misrepresentations Are Attributable to Marathon Under a Concert-of-Action Theory.

The case against Marathon is reinforced by the City's allegations of others' disinformation activities that are attributable to Marathon under a concert-of-action theory. This theory "recognize[s] joint and several liability for 'true' joint tortfeasors" that "act in concert," *Consumer Prot. Div. v. Morgan*, 387 Md. 125, 177 (2005), including when persons "concur[] in making [a tortious] misrepresentation," *Purdum v. Edwards*, 155 Md. 178 (1928). To define concert-of-action, the Maryland Supreme Court "repeatedly" has cited William Prosser's scholarship, including for the rule that "'[t]hose who actively participate in the wrongful act, by cooperation or request, or who lend aid, encouragement or countenance to the wrongdoer, or approval to his acts done for their benefit, are equally liable with him.'" *Morgan*, 387 Md. at 178 (quoting Prosser, *Joint Torts and Several Liability*, 25 Calif. L. Rev. 413, 429–30 (1936)). "Express agreement is

not necessary; all that is required is that there shall be a common design or understanding.'" *Id.* (quoting Prosser, 25 Calif. L. Rev. at 430). The Court also has relied on Restatement (Second) of Torts ("Restatement") § 876, which includes within the concert-of-action theory instances where a defendant "does a tortious act in concert with the other or pursuant to a common design with him" or "knows that the other's conduct constitutes a breach of duty and gives substantial assistance or encouragement" nonetheless. *Morgan*, 387 Md. at 184.

The City alleges that Marathon and other Defendants engaged in a "concerted public relations campaign to cast doubt on the science connecting climate change to fossil fuel products," including by advancing "climate change denialist" front groups. Compl. ¶¶ 1–7, 147. Marathon and its collaborators had a common design: using the early warning they received about the climate change crisis, *id.* ¶¶ 111, 115, 120, 137, they together "discredit[ed] and/or misrepresent[ed] information that tended to support restricting consumption of . . . [their] products," *id.* ¶ 146; *see id.* ¶¶ 141–70. Marathon also participated in the American Petroleum Institute ("API"), a locus for Defendants' deceptive activities. *Id.* ¶ 31(a). Far from a passive member, Marathon was an API leader that—with other Defendants—controlled API and represented it in important proceedings. For example, in 1994, Marathon Oil Co.'s then-CEO, Victor Beghini, testified to Congress on API's behalf.[1] Similarly, Marathon Oil Corp.'s SEC filings disclose that both Marathon Oil Corp.'s and Marathon Oil Co.'s top executives have served on API's Board of Directors and Executive Committee across multiple decades.[2] And API is no ordinary trade association. For example, in

[1] *Contract with America – Savings and Investment: Hearings before the Comm. on Ways & Means*, Serial No. 104-29 at 491–92 (1991) (excerpts attached as Ex. 1), https://hdl.handle.net/2027/pst.000025253191. This fact is not in the Complaint, but it is judicially noticeable because it is readily verifiable and is not subject to reasonable dispute, as it is stated in a congressional hearing record. Md. Rule 5-201; *see Dashiell v. Meeks*, 396 Md. 149, 175 & n.6 (2006).

[2] This fact is not pleaded in the Complaint but is judicially noticeable under Maryland Rule 5-201 because the contents of Marathon Oil Corp.'s own SEC filings are not subject to reasonable dispute and are readily verifiable. *E.g.*, Marathon Oil Corp., *DEF 14A (Proxy Statement)* at 13 (Apr. 12, 2023) (excerpts attached as Ex. 2) (Lee M. Tillman, Marathon Oil Corp.'s President and CEO, is a "Board Member and Executive Committee Member" of API), https://www.sec.gov/Archives/edgar/data/101778/000010177823000085/mro-20230411.htm; *DEF 14A (Proxy Statement)* at 8 (Apr. 13, 2018) (excerpts attached as Ex. 3) (Lee M. Tillman, Marathon Oil Corp.'s President and

1996, API "published an extensive report . . . warning against concern over [] buildup" of greenhouse gases "and any need to curb consumption" of fossil fuels, and "den[ying] the human connection to climate change." *Id.* ¶ 154. API also developed a multi-million-dollar communications plan, expressly aiming to convince "average citizens" to "recognize[] uncertainties in climate science." *Id.* ¶ 158. And API bankrolled junk climate science to undermine the public's understanding of the link between climate change and fossil fuel products. *Id.* ¶ 162.

Marathon tries to avoid concert-of-action liability by arguing that the City must satisfy the elements of "conspiracy" to attribute others' acts and misrepresentations to Marathon. Mot. at 8–9 (quoting *Silkworth v. Cedar Hill Cemetery*, 95 Md. App. 726 (1993) (per curiam) (unreported in West reporters but reported in Maryland reporters)). But Maryland courts have not conflated concert-of-action liability with conspiracy. *See Morgan*, 387 Md. at 184–85. And even if Marathon were correct that the City must allege conspiracy, the City's allegations amply support an inference that Marathon, other Defendants, and API "had a unity of purpose or a common design and understanding," which suffices at this stage. *Silkworth*, 95 Md. App. 741. The City's allegations supporting conspiracy, in fact, are much more robust than the limited allegations located in five paragraphs that were sufficient in *Lloyd v. General Motors Corp.*, 397 Md. 108, 155–56 (2007).

Otherwise, Marathon cites cases for the unremarkable proposition that a defendant's *mere*

CEO, is a "Board Member" of API), https://www.sec.gov/Archives/edgar/data/101778/000101077818000082/a2018-mroproxystatement.htm; *DEF 14A (Proxy Statement)* at 10 (Mar. 18, 2015) (excerpts attached as Ex. 4) (same), https://www.sec.gov/Archives/edgar/data/101778/000104746915002402/a2223594zdef14a.htm; *DEF 14A (Proxy Statement)* at 24 (Mar. 6, 2013) (excerpts attached as Ex. 5) (disclosing Marathon Oil Corp.'s Chairman, President, and CEO, Clarence P. Cazalot Jr., as serving on the "Board[] of Directors" of API), https://www.sec.gov/Archives/edgar/data/101778/000110465913017995/a13-5467_1def14a.htm; *DEF 14A (Proxy Statement)* at 19 (Mar. 9, 2009) (excerpts attached as Ex. 6) (disclosing Mr. Cazalot as Marathon Oil Corp.'s President and CEO, and stating that he serves on the "Board[] of Directors" of API), https://www.sec.gov/Archives/edgar/data/101778/000119312509048165/ddef14a.htm; *DEF 14A (Proxy Statement)* at 19 (Mar. 9, 2004) (excerpts attached as Ex. 7) (same), https://www.sec.gov/Archives/edgar/data/101778/000119312504036497/ddef14a.htm; *DEF 14 (Proxy Statement)* at 16 (Mar. 12, 2001) (excerpts attached as Ex. 8) (disclosing Mr. Cazalot as Marathon Oil Corp.'s President and disclosing that he is a "member of the Policy and Executive committees of the American Petroleum Institute"), https://www.sec.gov/Archives/edgar/data/101778/000091205701503227/a2040659zdef14a.txt.

membership in a lawful trade organization does not prove their participation in a conspiracy. Mot. at 5 (citing *Silkworth*, 95 Md. App. 741 (mere "common membership" alone insufficient); *Acquah v. State*, 113 Md. App. 29, 51–52 (1996) (criminal conspiracy could be proved with evidence showing defendant "did more than merely associate")). If anything, those factually dissimilar cases only underscore that Marathon's membership in API and other groups *can* give rise to liability if Marathon and the group intended and acted to undertake unlawful conduct.[3] Here, the City alleges that the very purpose and nature of Defendants' organizations—like API—was to advance the shared goal of spreading deception, thus satisfying the requirements of conspiracy.

II. Marathon's Attempts to Elevate the Pleading Standard Fail.

Marathon tries to elevate the pleading standard using two intertwined strategies. *First*, Marathon contends that the City may not use collective allegations. *Second*, Marathon asserts that the heightened particularity pleading standard for fraud applies to all the City's claims and that the City does not satisfy that standard. Marathon is wrong on both counts.

A. The City Permissibly Relies on Collective Allegations, or "Group Pleading."

Marathon contends Maryland law does not allow the City to use collective allegations that refer to Marathon and other Defendants together and state they acted in the same way. Mot. at 3–4, 6. However, Marathon fails to identify a single case establishing such a proscription.[4]

[3] *Cf. N.A.A.C.P. v. Claiborne Hardware Co.*, 458 U.S. 886, 920 (1982) (even in the context of a Jim Crow-era lawsuit in a rural Mississippi county against the NAACP by white merchants, noting in dicta that civil liability might be imposed on an individual based on their NAACP membership if "the group itself possessed unlawful goals and that the individual held a specific intent to further those illegal aims"); *In re Turkey Antitrust Litig.*, 642 F. Supp. 3d 711, 727 (N.D. Ill. 2022) ("Although opportunities to cooperate in trade associations are not ipso facto evidence of a conspiracy, when one considers them in the broader context, evidence of these opportunities plausibly helps to fill-out the picture of an alleged conspiracy." (cleaned up)); *Compass, Inc. v. Real Estate Bd. of N.Y., Inc.*, 2022 WL 992628, at *3 (S.D.N.Y. Mar. 31, 2022) (in the antitrust context, applying the Second Circuit's rule that "there is no conceptual difficulty in treating trade associations as continuing conspiracies when they regulate areas where their members are in competition" (quotations omitted)); *Grasso Enters., LLC v. Express Scripts, Inc.*, 2017 WL 365434, at *4 (E.D. Mo. Jan. 25, 2017) (finding that "[i]n combination with . . . [various] circumstantial elements, Defendants' and their co-conspirators' joint involvement in a trade association supports an inference of a conspiracy," and noting that "[m]embership and participation in a trade group . . . provides opportunities to conspire" (cleaned up)).

[4] None of Marathon's cases proscribe group pleading. Mot. at 7 (citing *Heritage Harbour, L.L.C. v. John J. Reynolds, Inc.*, 143 Md. App. 698, 711 (2002) (dismissal upheld where complaint lacked "any mention of" eight of twenty defendants, and the only allegation that could pertain to those eight was that all twenty "[were] developers, architects and/or contractors who participated in the design, construction, evaluation and/or repair of" defective buildings);

After all, the City's use of group pleading is benign. The City's use of the term "Defendants" is unremarkable because Defendants acted in concert and in similar ways. The City's grouping of Marathon Oil Corp., Marathon Oil Co., Marathon Petroleum Corp., and Speedway LLC also is unremarkable because of the companies' tight historical ties. *See id.* ¶ 27(a). Marathon Oil Corp. spun off Marathon Petroleum Corp. and its wholly owned subsidiary Speedway LLC in 2011. *Id.* ¶ 27(c), (f). Marathon Oil Co. is an ancestor of both Marathon Oil Corp. and Marathon Petroleum Corp. *Id.* ¶ 27(a). This Court can take judicial notice from Marathon Oil Corp.'s SEC submissions that Marathon Oil Co. is now a subsidiary of Marathon Oil Corp.,[5] and that the two companies at times have shared the same Chairman and CEO.[6] As the City alleges that Marathon's misconduct started long before the 2011 spin-off, the Complaint properly groups these entities for now. The "heavi[ly] factual" issues of corporate successorship should be resolved using evidence after discovery. *See Playmark, Inc. v. Perret*, 253 Md. App. 593, 608 (2022) (quotations omitted).

Moreover, the Court should credit the City's collective allegations because they comport with Maryland pleading principles. The Maryland Supreme Court has rejected technical pleading and required that "a pleading shall be simple, concise, and direct" and "shall contain only such

Samuels v. Tschechtelin, 135 Md. App. 483, 496, 528–29 (2000) (affirming dismissal of claims against individual university trustees where there were no allegations showing their involvement in the plaintiff's allegedly wrongful termination); *Wells v. State*, 100 Md. App. 693, 703–04 (1994) (to assess whether the plaintiff pleaded a wanton or willful state of mind for multiple defendants, "examin[ing] what each is charged with doing or failing to do," and finding the thin allegations insufficient)). Nor do the cases that Marathon cites to describe the general pleading standard proscribe group pleading. Mot. at 4–5 (citing *Polek v. J.P. Morgan Chase Bank, N.A.*, 424 Md. 333, 350–51 (2012) (describing the general pleading standard under Md. Rule 2-305 without addressing group pleading); *RRC Ne., LLC v. BAA Md., Inc.*, 413 Md. 638, 643–44 (2010) (same); *Adamson v. Corr. Med. Servs., Inc.*, 359 Md. 238, 246 (same); *Bobo v. State*, 346 Md. 706, 708–09 (1997) (same); and improperly citing in violation of Maryland Rule 1-104(a) *Baltimore Cnty. v. Baltimore Cnty. Deputy Sheriffs*, 2016 WL 687503 (Md. App. Feb. 18, 2016) (unreported) ("This is an unreported opinion, and it may not be cited . . . .")).

[5] Marathon Oil Corp., *Form 10-K Ex. 21.1, Subsidiaries of Marathon Oil* (Feb. 16, 2023) (attached as Ex. 9), https://www.sec.gov/Archives/edgar/data/101778/000010177823000030/mro-20221231x10kxex211.htm. This fact is judicially noticeable because Marathon Oil Corp.'s own SEC filings are not subject to reasonable dispute.

[6] Marathon Oil Corp., Marathon Oil Co., & Marathon Petroleum Corp., *Separation and Distribution Agreement*, at 62 (May 25, 2011) (attached as Ex. 10), https://www.sec.gov/Archives/edgar/data/101778/000119312511151791/dex21.htm (on the agreement spinning Marathon Petroleum Corp. off from Marathon Oil Corp., indicating that Marathon Oil Corp. and Marathon Oil Co. had the same President and CEO, Clarence P. Cazalot, Jr.). This fact is judicially noticeable because Marathon Oil Corp.'s and Marathon Oil Co.'s SEC filings are readily verifiable and not subject to reasonable dispute.

statements of fact as may be necessary to show the pleader's entitlement to relief." Md. Rule 2-303(b). The Complaint's use of collective allegations simply maintains brevity while discharging all the purposes of a complaint: "(1) it provides notice to the parties as to the nature of the claim []; (2) it states the facts upon which the claim [] allegedly exists; (3) it defines the boundaries of litigation; and (4) it provides for the speedy resolution of frivolous claims." *Ledvinka v. Ledvinka*, 154 Md. App. 420, 429 (2003).[7] Consonantly, federal courts inside and outside Maryland often have embraced collective allegations.[8] Maryland federal courts have been especially receptive to such allegations where the alleged wrongful conduct is such that the plaintiff has only limited "available information" without discovery, *CASA of Md., Inc. v. Arbor Realty Tr., Inc.*, 2022 WL 4080320, at *4 (D. Md. Sept. 6, 2022),[9] as is the case here given Defendants' concealment of their deception, *see* Compl. ¶¶ 31, 166–67. In fact, federal courts have recognized that group pleading can satisfy even heightened pleading requirements like Federal Rule of Civil Procedure 9(b). *See United States v. United Healthcare Ins. Co.*, 848 F.3d 1161, 1184 (9th Cir. 2016). Collective allegations are proper as long as a plaintiff meets the otherwise applicable pleading standard.

[7] *Frazier v. U.S. Bank, N.A.*, 2013 WL 1337263, at *3 (N.D. Ill. Mar. 29, 2013) ("Although Plaintiff refers to [defendants] collectively, Plaintiff has provided sufficient factual detail . . . to provide fair notice of his claims.").

[8] *E.g.*, *Crowe v. Coleman*, 113 F.3d 1536, 1539 (11th Cir. 1997) ("When multiple defendants are named . . . the allegations can be and usually are to be read in such a way that each defendant is having the allegation made about him individually."); *State v. Exxon Mobil Corp.*, 406 F. Supp. 3d 420, 476 (D. Md. 2019) (rejecting argument that "group pleading" was "improper" because collective allegations "provide[d] defendants with 'fair notice'" of the claims "'and the grounds upon which [they] rest'" (quoting *Bell Atl. Corp. v. Twombly*, 550 U.S. 544, 555 (2007))); *Chevron U.S.A. Inc. v. Apex Oil Co.*, 113 F. Supp. 3d 807, 815 n.1 (D. Md. 2015) (collecting cases showing "[n]othing in [Federal Rule of Civil Procedure] 8," the general pleading rule, "prohibits collectively referring to multiple defendants where the complaint alerts defendants that identical claims are asserted against each defendant" (quoting *Vantone Grp. Liab. Co. v. Yangpu NGT Indus. Co.*, 2015 WL 4040882, at *3 (S.D.N.Y. July 2, 2015))); *Lackey v. MWR Investigations, Inc.*, 2015 WL 132613, at *2–3 (D. Md. Jan. 8, 2015) (explaining "presum[ption] that all allegations made against the defendants collectively applied equally to the individual defendant" and noting "[o]n numerous occasions" "this Court has found [] collective allegations . . . sufficient") (collecting cases)).

[9] *See also, e.g.*, *Robertson v. Sea Pines Real Estate Cos., Inc.*, 679 F.3d 278, 291 (4th Cir. 2012) ("The requirement of nonconclusory factual detail at the pleading stage is tempered by the recognition that a plaintiff may only have so much information at his disposal at the outset.").

B. Marathon Misrepresents Particularity Pleading, Which the City Satisfies.

1. Only a Subset of the City's MCPA Claim Is Subject to a Particularity Pleading Requirement.

Maryland's particularity pleading requirement for fraud is a "judge-made gloss on the general rules of pleading." *McCormick v. Medtronic, Inc.*, 219 Md. App. 485, 528 (2014). Maryland's requirement thus rests on different bases than the federal requirement, which is based on a procedural rule. *Swierkiewicz v. Sorema N.A.*, 534 U.S. 506, 515 (2002) (federal particularity pleading rests on "the Federal Rules," not "judicial interpretation" (quotations omitted)).

In Maryland state court, particularity pleading applies only where a plaintiff seeks "relief on the ground of fraud." *Thomas v. Nadel*, 427 Md. 441, 453 (2012) (quotations omitted). That means fraud is "[t]he basis of . . . the relief sought." *Spangler v. Sprosty Bag Co.*, 183 Md. 166, 173 (1944). Naturally, Marathon cannot identify a single decision applying Maryland's particularity pleading doctrine to nuisance, trespass, design defect, and failure-to-warn claims like the City's claims here, which do not include fraud as a necessary element.

As to the City's MCPA claim, Maryland courts have applied particularity pleading to MCPA claims *only* to the extent they rely on Md. Code Ann., Com. Law § 13-301(9) and thus "replicate[] common-law fraud." *See McCormick*, 219 Md. App. at 529. As in *McCormick*, the City alleges non-fraudulent MCPA violations under Md. Code Ann., Com. Law § 13-301(1) and (3) based on Marathon's representations and omissions that had the effect, capacity, or tendency to deceive, and fraudulent violations under § 13-301(9) based on Marathon's deceptive conduct with the *specific intent* to induce consumer reliance.[10] So, only the subset of the City's MCPA claim based on § 13-301(9) is subject to particularity pleading. *McCormick*, 219 Md. App. at 529.[11]

[10] The Complaint expressly refers only to §§ 13-301(1) and 13-301(9), *see* Compl. ¶ 292, but the City also states a violation of § 13-301(3) by alleging the climatic risks of fossil fuel products are material to Maryland consumers, *see id.* ¶¶ 295–96, and that Marathon and other Defendants failed to warn of their products' climatic risks while marketing and selling those products, *see id.* ¶¶ 141–70, 241, 274, which has deceived consumers, *id.* ¶ 170.

[11] *See Kemp v. Nationstar Mortg. Ass'n*, 248 Md. App. 1, 39–40 (2020) (Mortgage Fraud Protection Act claim

Defying this body of precedent, Marathon relies on federal decisions applying the Federal Rules of Civil Procedure to suggest that all the City's claims are subject to particularity pleading. Mot. at 3 (citing *Kantsevoy v. LumenR LLC*, 301 F. Supp. 3d 577, 601 (D. Md. 2018)). The Court should disregard this non-controlling case law because Maryland precedent holds that Maryland's particularity pleading requirement applies only to claims for which fraud is a necessary element.[12]

And even if Marathon were correct that particularity pleading for *fraud* applies to all the City's claims, Marathon forgets that the claims rest in substantial part on Marathon's *simple failure to warn*, which does not hinge on fraud and is therefore exempt from particularity pleading.

2. The City's § 13-301(9) MCPA Claim Meets Particularity Pleading.

The City amply pleads its MCPA claim based on § 13-301(9) by exhaustively describing the multi-decade deception and concealment campaign in which Marathon participated. The analogous case of *Lloyd*, 397 Md. at 150–54, involved an MCPA claim alleging automakers' coordinated, multi-decade effort to fraudulently conceal a product danger. *Id.* The Maryland Supreme Court found particularity pleading satisfied because plaintiffs alleged that defendants "ha[d] known the risk of injury," provided "facts that support that assertion," and alleged that defendants had "engaged in a 30-year cover-up." *Id.* at 153–54 & n.21. The court did not require greater precision. The City's allegations here are more robust than those in *Lloyd*.[13]

Marathon's reliance on the Appellate Court's decision in *McCormick*, 219 Md. App. 485, fails for at least two reasons. Mot. at 3. *First*, *McCormick* involved only allegations of a fraudulent, *affirmative misrepresentation*. 219 Md. App. at 528 (defendants' statements were "intended to

"sound[ed] in fraud" because it required plaintiff to show "an action made with the intent to defraud").

[12] Likewise, Marathon's citation of the Fourth Circuit's decision affirming remand to this Court does not show that the City's claims sound in fraud. Mot. at 2–3. The Fourth Circuit recognized that the City's claims rested in part on Defendants' "fail[ure] to warn the public" and did not describe the City's claims as based on fraud. *Mayor & City Council of Baltimore v. BP P.L.C.*, 952 F.3d 452, 467 n.10 (4th Cir. 2020) (not using the term "fraud" at all).

[13] *See also Antigua Condominium Ass'n v. Melba Invs. Atl., Inc.*, 307 Md. 700, 735 (1986) (particularity pleading satisfied with facts from which fraud may be "implied").

induce physicians . . . to rely on [certain] alleged misrepresentations"). By contrast, the City—as the plaintiffs did in *Lloyd*, 397 Md. at 149—also alleges fraudulent *omissions*. Compl. ¶¶ 295–96; *see also id.* ¶¶ 141–70. Marathon's embrace of *McCormick*'s requirement to specify "who made what false statement, when, and in what manner," 219 Md. App. at 528, is a poor fit for the City's case, which places equal weight on Marathon's omissions.

Second, the City's allegations here are far more detailed than those in *McCormick*, where the plaintiff only "vague[ly] reference[d]" misrepresentations. *Id.* The City shows "who made what false statement, when, and in what manner . . . . ; why the statement is false; and why a finder of fact would have reason to conclude that the defendant acted with scienter . . . and with the intention to [induce reliance]." *See id.* Marathon participated in a disinformation campaign about the risks of the unrestricted use of its fossil fuel products and also failed to warn about those dangers. Compl. ¶¶ 141–70. As explained, Marathon acted both directly and in concert with others. Consumers were deceived by and relied on Marathon's and others' misrepresentations, inflating the fossil fuel market and causing the City's injuries. *Id.* ¶¶ 170, 179–80, 190–217, 298.

III. If the Motion Is Granted, Leave to Amend Should Be Granted.

Without citing supporting case law, Marathon seeks dismissal without leave to amend because of this suit's "scope" and because this suit was filed by a city with help from outside counsel. Mot. at 9–10. However, such dismissals are disfavored, and courts freely grant leave to amend in the interests of justice. *RRC Ne., LLC v. BAA Md., Inc.*, 413 Md. 638, 656 (2010). Marathon makes no showing of prejudice or futility that justifies departing from this rule. *Cf. id.* at 673–74. The City requests leave to amend if the Motion is granted; amendment would not be futile because—as the City's requests for judicial notice reflect—the City is prepared to allege additional facts about Marathon's misconduct.

Dated: December 12, 2023

Respectfully submitted,

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Acting City Solicitor

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CERTIFICATE OF SERVICE

I hereby certify that on this 12th day of December 2023, a copy of the *Mayor and City Council of Baltimore's Memorandum of Law in Opposition to Defendants Marathon Oil Corporation's and Marathon Oil Company's Motion to Dismiss for Failure to State a Claim* was served upon all counsel of record via email (by agreement of the parties).

/s/ Matthew K. Edling
Matthew K. Edling

EXHIBIT 1

CONTRACT WITH AMERICA—SAVINGS AND INVESTMENT

HEARINGS

BEFORE THE

COMMITTEE ON WAYS AND MEANS
HOUSE OF REPRESENTATIVES

ONE HUNDRED FOURTH CONGRESS

FIRST SESSION

JANUARY 24, 25, 26, 31; AND FEBRUARY 1, 1995

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Ms. DUNN. Thank you very much, Mr. Powell.
We will continue with Mr. Beghini.

STATEMENT OF VICTOR G. BEGHINI, PRESIDENT, MARATHON OIL CO., ON BEHALF OF THE AMERICAN PETROLEUM INSTITUTE

Mr. BEGHINI. Thank you, Madam Chairwoman.

My name is Victor Beghini. I am president of Marathon Oil Co. I am testifying on behalf of the American Petroleum Institute.

API represents approximately 300 companies engaged in every aspect of the oil and gas industry. I am pleased to appear today to discuss the proposed neutral cost recovery system.

The stated goal of NCRS is to reduce the cost of capital in order to make American industries more competitive, stimulate additional investment, and create new jobs. API members heartily endorse that goal.

The oil and gas industry is a vital part of the Nation's economy and is also one of the country's most capital-intensive industries. We are therefore vitally concerned with the effect of cost of capital on our ability to find, develop, and deliver new energy resources.

In our exploration and production operations, because many promising sources of new reserves are located offshore in deep water or in operationally difficult frontier areas, huge capital investments and very long lead times are required.

Typically an oil and gas project in these areas can take over 7 years to reach the producing stage. It is only then that we can begin to recover our capitalized cost. Onshore lower 48 reserves require increasingly sophisticated drilling and recovery techniques which are also high cost. In the refining and marketing segment of our business, we are faced with enormous costs imposed by government environmental regulations.

These are unfunded mandates which are intended to be of a general societal benefit, but they also reduce a company's income and return on investment. Obviously our industry has a very strong interest in proposals that would reduce the cost of capital. As the Tax Reform Act of 1986 amply demonstrated, tax policy does have a significant impact on the cost of capital.

While TRA did provide a rate reduction for all taxpayers, it did so at the expense of capital-intensive industries such as ours by extending depreciation periods, repealing the investment tax credit, and adding the alternative minimum tax under which taxpayers face not only tax acceleration but possibly even double taxation because of the limitation on the use of foreign tax credits.

While NCRS represents some improvement in the treatment of depreciable capital expenditures, there are concerns about its design and coverage, and it should not be viewed as a substitute for a fundamental reform of the AMT.

First, over the long term, there is a cumulative benefit when you analyze the effect of NCRS on a typical investment profile for the oil and gas industry, but as the earlier panel testified, some taxpayers would actually pay more taxes in the early years of NCRS. The Treasury revenue estimate of $18.4 billion for the first 5 years confirms this fact. This cash flow drain will likely have a negative effect on the economy.

Second, while application of NCRS to alternative minimum tax depreciation provides some relief for AMT taxpayers, far more fundamental reform is needed if we are to remove the current disincentive for capital investment. For oil and gas companies, many of whom are subject to the AMT, the minimum tax has the perverse effect of penalizing them when prices decline and when investment in property, plant, and equipment increases.

Furthermore, while Congress intended the AMT as a temporary prepayment of tax, it actually represents a permanent tax increase for some oil and gas companies. Once a capital-intensive company gets into the AMT position, it is exceedingly difficult to get out. NCRS does not address these fundamental AMT flaws.

Finally, I must note that under the NCRS proposal, the oil and gas industry's depletable assets would not be provided indexing of cost recovery deductions. The segment of the oil and gas industry represented by integrated oil companies is the only segment of U.S. capital-intensive industries that currently does not have accelerated cost recovery for a substantial portion of its capital investment.

The exclusion of depletable assets from NCRS only exacerbates that disparity because such assets would also be denied the benefits of NCRS indexing. Cost depletion deductions should be included in any neutral cost recovery system.

In summary, Madam Chairwoman, we support your efforts to improve capital cost recovery. To encourage more investment in the oil and gas industry and to eliminate the disparate treatments of depletable assets, the NCRS concept should be applied to cost depletion.

Let me close by again emphasizing fundamental reform of the AMT must be an integral part of any proposed goal to improve capital recovery and enhance economic growth in this industry.

Thank you.

[The prepared statement and attachments follow:]

EXHIBIT 2

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

☒ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material under §240.14a-12

Marathon Oil Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

☒ No fee required

☐ Fee paid previously with preliminary materials

☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

Lee M. Tillman

Chairman, President and CEO of Marathon Oil Corporation
Age: 61
Director since: 2013
Chairman since: 2019

BUSINESS EXPERIENCE

- Chairman (2019-present), Director (2013-2019), President and Chief Executive Officer of Marathon Oil Corporation, Houston, TX (2013-present)
- Vice President of Engineering, ExxonMobil Development Company, 2010-2013
- North Sea Production Manager and Lead Country Manager, ExxonMobil subsidiaries in Stavanger, Norway, 2007-2010
- Acting Vice President, ExxonMobil Upstream Research Company, 2006-2007
- Joined Exxon Corporation in 1989 as a research engineer and served in positions of increasing responsibility

OTHER CURRENT POSITIONS

- Board Member, Houston American Heart Association and Southwest Region American Heart Association
- Board Member and Executive Committee Member, American Petroleum Institute
- Chairman and Board Member, American Exploration & Production Council
- Member, Engineering Advisory Council and Chemical Engineering Advisory Council of Texas A&M University
- Member, National Petroleum Council
- Member, Society of Petroleum Engineers
- Member, Celebration of Reading Committee within the Barbara Bush Houston Literacy Foundation
- Emeritus Board Member, Spindletop Charities

EDUCATION

- B.S. (chemical engineering), Texas A&M University
- Ph.D. (chemical engineering), Auburn University

As our Chairman, President and CEO, Mr. Tillman sets our Company's strategic direction under the Board's guidance. He has extensive knowledge and experience in global operations, project execution and leading edge technology in the oil and gas industry gained through his executive and management positions with our Company and ExxonMobil. His knowledge and hands-on experience with the day-to-day issues affecting our business provide the Board with invaluable information necessary to direct the business and affairs of our Company.

Shawn D. Williams

Executive Chairman of the Board, Covia Holdings LLC
Age: 60
Director since: 2023
Committees:
AFC, CGN
Current Public Company Boards:
Tetra Technologies, Inc.
Kirby Corporation

BUSINESS EXPERIENCE

- Executive Chairman (2021-present), Chairman and Chief Executive Officer (2021) of Covia Holdings LLC
- Chief Executive Officer, Nexeo Plastics, LLC (2019-2020)
- Executive Vice President, Plastics (2018-2019), Senior Vice President, Plastics (2012-2018) of Nexeo Solutions, Inc.
- President and Chief Executive Officer, Momentive Global Sealants, Momentive Performance Materials Inc. (2009-2012), President and Chief Executive Officer, Momentive Performance Materials Inc., Americas (2007-2009)
- Joined General Electric Company in 1985 and served in positions of increasing responsibility in sales, management and as President until 2007

EDUCATION

- B.S. (electrical engineering), Purdue University
- MBA, University of California Berkeley
- Postgrad/Masters, University of California Berkeley

Mr. Williams has over 30 years of experience in executive and managerial positions in the United States and global industrial markets. Mr. Williams' extensive experience in various industrial and materials businesses complements the oil and gas industry experience of a number of the Company's other directors.

EXHIBIT 3

DEF 14A 1 a2018-mroproxystatement.htm DEF 14A

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☒ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material under §240.14a-12

Marathon Oil Corporation
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- ☐ Fee paid previously with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

Dennis H. Reilley
Director since: 2002
Age: 65

PRIOR BUSINESS EXPERIENCE

- Non-Executive Chairman of the Board, Marathon Oil Corporation, Houston, TX (since 2014); Lead Director (2011-2013)
- Chairman, Praxair, Inc. (2006-2007)
- Chairman and Chief Executive Officer, Praxair, Inc. (2006)
- Chairman, President and Chief Executive Officer, Praxair, Inc. (2000-2006)
- Executive Vice President and Chief Operating Officer, E. I. Du Pont de Nemours & Company (1999-2000)
- Various positions of increasing responsibility with DuPont and Conoco, Inc. (acquired by DuPont in 1981) since joining Conoco in 1975 as a pipeline engineer

CURRENT PUBLIC COMPANY BOARDS

- DowDuPont, Inc. (formerly Dow Chemical Company)
- CSX Corporation

PUBLIC COMPANY BOARDS DURING THE PAST 5 YEARS

- Covidien Ltd. (former Non-Executive Chairman)
- H. J. Heinz Co.

OTHER POSITIONS

- Former Chairman, American Chemistry Council

EDUCATION

- B.S. (finance), Oklahoma State University

Mr. Reilley has over 35 years of executive and management experience in the oil, petrochemical and chemical industries. His service as chairman, president and CEO of Praxair and other executive and management positions has provided valuable experience in managing many of the major issues that we face as a publicly traded company in the oil and gas industry. His service on other publicly traded company boards has given him valuable insight and exposure to a variety of industries and approaches to governance.

Lee M. Tillman
Director since: 2013
Age: 56

PRIOR BUSINESS EXPERIENCE

- Director, President and Chief Executive Officer of Marathon Oil Corporation, Houston, TX (since 2013)
- Vice President of Engineering, ExxonMobil Development Company
- North Sea Production Manager and Lead Country Manager, ExxonMobil subsidiaries in Stavanger, Norway, 2007-2010
- Acting Vice President, ExxonMobil Upstream Research Company, 2006-2007
- Joined Exxon Corporation in 1989 as a research engineer and served in positions of increasing responsibility

OTHER POSITIONS

- Board Member, American Petroleum Institute
- Board Member, American Exploration & Production Council
- Board Member, Greater Houston Partnership
- Member, University of Houston Energy Advisory Board
- Member, Engineering Advisory Council and Chemical Engineering Advisory Council of Texas A&M University
- Member, National Petroleum Council
- Member, Business Roundtable
- Member, Society of Petroleum Engineers
- Member, Celebration of Reading Committee within the Barbara Bush Houston Literacy Foundation
- Advisory Board Member and President, Spindletop Charities

EDUCATION

- B.S. (chemical engineering), Texas A&M University
- Ph.D. (chemical engineering), Auburn University

As our president and CEO, Mr. Tillman sets our Company's strategic direction under the Board's guidance. He has extensive knowledge and experience in global operations, project execution and leading edge technology in the oil and gas industry gained through his executive and management positions with our Company and ExxonMobil. His knowledge and hands-on experience with the day-to-day issues affecting our business provide the Board with invaluable information necessary to direct the business and affairs of our Company.

EXHIBIT 4

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant ☒

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☐ Definitive Additional Materials

☐ Soliciting Material under §240.14a-12

Marathon Oil Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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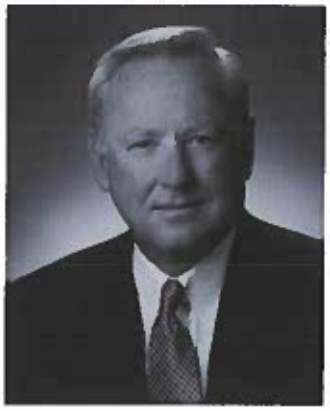
NOMINEES FOR DIRECTOR -- TERMS EXPIRE 2016 (CONTINUED)

YOUR BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH NOMINEE



Dennis H. Reilley Director since 2002 Independent

Mr. Reilley, 61, is non-executive Chairman of the Board of Marathon Oil Corporation. He served as chairman of Praxair, Inc. (a provider of gases and coatings) from 2006 to 2007, as chairman and chief executive officer in 2006, and as chairman, president and chief executive officer from 2000 to 2006. Prior to joining Praxair, Mr. Reilley served as executive vice president and chief operating officer of E. I. Du Pont de Nemours & Company since 1999, having served in positions of increasing responsibility with DuPont and Conoco, Inc. (which was acquired by DuPont in 1981) since joining Conoco in 1975 as a pipeline engineer. Mr. Reilley is a founding member and partner of Trian Advisory Partners (an advisory group for Trian Fund Management, L.P.). He also serves on the board of directors of Dow Chemical Company (a provider of specialty chemicals). Within the past five years, Mr. Reilley also served on the boards of directors of Covidien Ltd., having served as non-executive chairman of Covidien from 2007 through 2008 and H. J. Heinz Co. He is former Chairman of the American Chemistry Council. Mr. Reilley holds a B.S. in finance from Oklahoma State University.

Mr. Reilley has over 35 years of executive and management experience in the oil, petrochemical and chemical industries. His service as chairman, president and CEO of Praxair and other executive and management positions, has provided valuable experience in managing many of the major issues that we face as a publicly-traded company in the oil and gas industry. His service on other publicly-traded company boards has given him valuable insight and exposure to a variety of industries and approaches to governance.

Lee M. Tillman Director since 2013 Management/Non-Independent

Mr. Tillman, 53, became a director, President and Chief Executive Officer of Marathon Oil Corporation on August 1, 2013. Prior to joining Marathon Oil, he served as vice president of engineering for ExxonMobil Development Company (a project design and execution company), where he was responsible for all global engineering staff engaged in major project concept selection, frontend design and engineering. He served as North Sea production manager and lead country manager for subsidiaries of ExxonMobil in Stavanger, Norway, from 2007 and 2010, and as acting vice president, ExxonMobil Upstream Research Company from 2006 to 2007. Mr. Tillman began his career in the oil and gas industry at Exxon Corporation in 1989 as a research engineer and has extensive operations management and leadership experience that has included assignments in Jakarta, Indonesia; Aberdeen, Scotland; Stavanger, Norway; Malabo, Equatorial Guinea; Dallas and New Orleans. He is a board member of the American Petroleum Institute, American Exploration & Production Council, a member of the University of Houston Energy Advisory Board and the Chemical and Engineering Advisory Councils of Texas A&M University. He is also a member of the National Petroleum Council and the Society of Petroleum Engineers. Mr. Tillman holds a B.S. in chemical engineering from Texas A&M University and a Ph.D. in chemical engineering from Auburn University.

As our President and Chief Executive Officer, Mr. Tillman sets our Company's strategic direction under the Board's guidance. He has extensive knowledge and experience in global operations, project execution and leading edge technology in the oil and gas industry gained through his executive and management positions with our Company and ExxonMobil. His knowledge and hands-on experience with the day-to-day issues affecting our business provide the Board with invaluable information necessary to direct the business and affairs of our Company.

EXHIBIT 5

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

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(Amendment No. ___)

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☐ Definitive Additional Materials

☐ Soliciting Material Pursuant to §240.14a-12

Marathon Oil Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.

member of the Advisory Council of the University of Arizona's Department of Mining and Geological Engineering and the School of Engineering and Applied Science National Council at Washington University.

As a chief executive officer, Mr. Boyce's current position provides him with experience running a major corporation with international operations. This includes developing strategic insight and direction for his company. Global operations require a thorough understanding of different cultures and political regimes. His position as chief executive officer also exposes him to many of the same issues we face in our business, including markets, competitors, operational, regulatory, technology and financial.

Pierre Brondeau **Director since 2011** **Age 55**

Chairman, President and Chief Executive Officer of FMC Corporation

Mr. Brondeau earned both a bachelor of science degree and a Ph.D from Institut National des Sciences Appliquées of Toulouse in biochemical engineering and received a master's degree from the University of Montpellier, France in food sciences. He joined FMC Corporation on January 1, 2010, as President and Chief Executive Officer and became Chairman of the Board on October 1, 2010. Mr. Brondeau served as President and Chief Executive Officer of Dow Advanced Materials Division of Dow Chemical Company until September 2009. He was President and Chief Operating Officer of Rohm and Haas Company from May 2008, which was acquired by Dow Chemical in April 2009. From 2006 through May 2008, Mr. Brondeau served as Executive Vice President of electronics and specialty materials of Rohm and Haas Company. He held numerous executive positions during his tenure at Rohm and Haas Company from 1989 through May 2008, in Europe and the United States with global responsibilities for marketing, sales, research and development, engineering, technology and operations. Mr. Brondeau also serves on the Board of Directors of TE Connectivity Ltd. He is Vice Chairman of the Board of the American Chemistry Council.

Mr. Brondeau's years of senior executive experience and executive leadership at large multi-national companies and his knowledge of developing technology, finance, acquisitions and mergers, strategic planning and regulatory issues impacting publicly-traded companies provides a valuable resource for our Board. He also has leadership experience serving as chairman of the board and also as a member of the board of an electronics manufacturer with service on its audit committee.

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Nominees for Director *(continued)*
Terms Expire 2014

Clarence P. Cazalot, Jr. **Director since 2000** **Age 62**

Chairman, President and Chief Executive Officer of Marathon Oil Corporation

Mr. Cazalot graduated from Louisiana State University in 1972 with a bachelor of science degree in geology and joined Texaco Inc. that same year as a geophysicist. After holding a number of increasingly responsible management positions, Mr. Cazalot was elected a Vice President of Texaco Inc. and President of Texaco's Latin America/West Africa Division in 1992. In 1994, he was named President of Texaco Exploration and Production Inc. Mr. Cazalot was appointed President of Texaco International Marketing and Manufacturing in 1997, and in 1998 he was named President - International Production and Chairman of London-based Texaco Ltd. He was elected President of Texaco's worldwide production operations in 1999. Mr. Cazalot joined USX Corporation as Vice Chairman and Marathon Oil Company as President in March 2000. Effective upon the separation of USX's steel and energy businesses on January 1, 2002, Mr. Cazalot was named President and Chief Executive Officer of Marathon Oil Corporation. On July 1, 2011, Mr. Cazalot also was named as Chairman of the Board. In May 2007, he was awarded an Honorary Doctorate of Humane Letters from Louisiana State University. He serves on the Boards of Directors of Baker Hughes Incorporated, the American Petroleum Institute and the Greater Houston Partnership. He is a member of The Business Roundtable and serves on the Advisory Board of the World Affairs Council of Houston and the James A. Baker III Institute for Public Policy.

As our Chairman, President and Chief Executive Officer, Mr. Cazalot sets the strategic direction of our Company under the guidance of the Board. He has extensive knowledge and experience in the oil and gas industry gained through the executive and management positions with our Company and Texaco. His knowledge and handling of the day-to-day issues affecting our business provide the Board with invaluable information necessary to direct the business and affairs of our Company.

EXHIBIT 6

DEF 14A 1 ddef14a.htm DEFINITIVE PROXY STATEMENT

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
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Check the appropriate box:

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☒ Definitive Proxy Statement
☐ Definitive Additional Materials
☐ Soliciting Material Pursuant to §240.14a-12

Marathon Oil Corporation
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(4) Proposed maximum aggregate value of transaction:

Clarence P. Cazalot, Jr. **Director since 2000** **Age 58**

President and Chief Executive Officer, Marathon Oil Corporation

Mr. Cazalot graduated from Louisiana State University in 1972 with a bachelor of science degree in geology and joined Texaco Inc. that same year as a geophysicist. After holding a number of increasingly responsible management positions, Mr. Cazalot was elected a Vice President of Texaco Inc. and President of Texaco's Latin America/West Africa Division in 1992. In 1994, he was named President of Texaco Exploration and Production Inc. Mr. Cazalot was appointed President of Texaco International Marketing and Manufacturing in 1997, and in 1998 he was named President - International Production and Chairman of London-based Texaco Ltd. He was elected President of Texaco's worldwide production operations in 1999. Mr. Cazalot joined USX Corporation as Vice Chairman and Marathon Oil Company as President in March 2000. Effective upon the separation of USX's steel and energy businesses on January 1, 2002, Mr. Cazalot was named President and Chief Executive Officer of Marathon Oil Corporation. Mr. Cazalot serves on the Boards of Directors of Baker Hughes Incorporated, the U.S.-Saudi Arabian Business Council, the American Petroleum Institute and the Greater Houston Partnership. He is a member of The Business Council and serves on the Advisory Board of the World Affairs Council of Houston.

EXHIBIT 7

DEF 14A 1 ddef14a.htm DEFINITIVE PROXY STATEMENT

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

Filed by the Registrant ☒

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- ☐ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-12
- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Marathon Oil Corporation

(Name of Registrant as Specified In Its Charter)

[List Other Person(s) or replace with LP24 (total) if blank]

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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  - (1) Amount Previously Paid:

    _____
  - (2) Form, Schedule or Registration Statement No.:

    _____

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Continuing Class I Directors
Terms Expire 2006

Clarence P. Cazalot, Jr. **Director since 2000** **Age 53**

President and Chief Executive Officer, Marathon Oil Corporation
Mr. Cazalot graduated from Louisiana State University in 1972 with a BS degree in geology and joined Texaco Inc. that same year as a geophysicist. After holding a number of increasingly responsible management positions, Mr. Cazalot was elected a Vice President of Texaco Inc. and President of Texaco's Latin America/West Africa Division in 1992. In 1994, he was named President of Texaco Exploration and Production Inc. Mr. Cazalot was appointed President of Texaco International Marketing and Manufacturing in 1997, and in 1998 he was named President- International Production and Chairman of London-based Texaco Ltd. He was elected President of Texaco's worldwide production operations in 1999. Mr. Cazalot joined USX Corporation as Vice Chairman and Marathon Oil Company as President in March 2000. Effective upon the separation of USX's steel and energy businesses on January 1, 2002, Mr. Cazalot was named President and Chief Executive Officer of Marathon Oil Corporation. He also serves as Chairman of the Board of Managers of Marathon Ashland Petroleum LLC. Mr. Cazalot serves on the Boards of Directors of Baker Hughes Incorporated, the US-Saudi Arabian Business Council, the American Petroleum Institute and the Greater Houston Partnership. He also is a member of the Board of Advisors for the Maguire Energy Institute and the Board of Directors of the Sam Houston Area Council, Boy Scouts of America.

David A. Daberko **Director since 2002** **Age 58**

Chairman of the Board and Chief Executive Officer, National City Corporation
Mr. Daberko graduated from Denison University with a BA and from Case Western Reserve University with an MBA. He joined National City Bank in 1968 as a management trainee and held a number of management positions within the company. In 1985, he led the assimilation of the former BancOhio National Bank into National City Bank, Columbus. In 1987, Mr. Daberko was elected deputy chairman of the corporation and president of National City Bank in Cleveland. He served as president and chief operating officer from 1993 until 1995 when he was named Chairman and Chief Executive Officer. Mr. Daberko is a director of OMNOVA Solutions, Inc. He is a trustee of Case Western University, University Hospitals Health System and Cleveland Tomorrow.

William L. Davis **Director since 2002** **Age 60**

Retired Chairman, President and Chief Executive Officer, R.R. Donnelley & Sons Company
Mr. Davis graduated from Princeton University in 1965 with a BA degree. From 1977 through 1997 he held a variety of positions with Emerson Electric Company, including the position of President of two of its subsidiaries, Appleton Electric Company and Skil Corporation, and Senior Executive Vice President for the Emerson Tool Group, the Industrial Motors and Drives Group and the Process Control Group. Mr. Davis joined R.R. Donnelley & Sons Company in 1997 as the Chairman and Chief Executive Officer. In 2001, he further accepted the responsibility as President of the company. Mr. Davis retired as Chairman, President and Chief Executive Officer of R.R. Donnelley & Sons Company in February 2004. He is a director of the Chicago Urban League, Evanston Northwestern Healthcare, and a former director of Mallinckrodt. Mr. Davis is a trustee of Northwestern University.

EXHIBIT 8

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SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
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/X/ Definitive Proxy Statement
/ / Definitive Additional Materials
/ / Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

USX CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Chairman Emeritus, Phelps Dodge Corporation

Mr. Yearley graduated from Cornell University with a Bachelor's degree in metallurgical engineering and attended the Program for Management Development at Harvard Business School. He joined Phelps Dodge in 1960 as Director of Research. He held several key positions before being elected Executive Vice President and a director in 1987, Chief Executive Officer in 1989 and President in 1991. He retired in May, 2000. He is a director of Lockheed Martin Corporation, and a member of the Business Council, the Center for Compatible Economic Development and the National Council of the World Wildlife Fund.

<PAGE>

CONTINUING CLASS I DIRECTORS

Terms Expire 2003

[PHOTO]

Neil A. Armstrong Director since 1984 Age 70

Chairman, EDO Corporation (electronic and electromechanical systems company)

Mr. Armstrong received a BS degree in aeronautical engineering from Purdue University and an MS degree in aerospace engineering from the University of Southern California. For 17 years he served with the National Aeronautics and Space Administration and its predecessor agency as engineer, test pilot, astronaut and administrator. From 1971 to 1979 he was professor of aerospace engineering at The University of Cincinnati. He became Chairman of CTA, Inc. in 1982, Chairman of AIL Systems Inc. in 1989 and director and Chairman of the EDO Corporation in 2000. He is a director of RTI International Metals, Inc. and a member of the National Academy of Engineering.

[PHOTO]

Clarence P. Cazalot, Jr. Director since 2000 Age 50

Vice Chairman-USX Corporation and President-Marathon Oil Company

Mr. Cazalot graduated from Louisiana State University in 1972 with a BS degree in geology and joined Texaco Inc. that same year as a geophysicist. After holding a number of management positions, Mr. Cazalot was elected a Vice President of Texaco Inc. and President of Texaco's Latin America/West Africa Division in 1992. In 1994 he was named President of Texaco Exploration and Production Inc., and in 1997 he was named President of International Marketing and Manufacturing. Mr. Cazalot was named President-International Production and Chairman of London-based Texaco Ltd. in 1998. He was named President-Worldwide Production Operations of Texaco Inc. in 1999. Mr. Cazalot was elected Vice Chairman-USX Corporation and President-Marathon Oil Company effective March 3, 2000. He is a Director and Executive Committee member of the U.S.-Saudi Arabian Business Council and a member of the Policy and Executive committees of the American Petroleum Institute.

[PHOTO]

Robert M. Hernandez Director since 1991 Age 56

EXHIBIT 9

EX-21.1 4 mro-20221231x10kxex211.htm EX-21.1

Exhibit 21.1

Subsidiaries of Marathon Oil

The names of certain subsidiaries have been omitted since, considered in the aggregate as a single subsidiary, they would not constitute a significant subsidiary, as of the end of the year covered by this report, as defined under the Securities and Exchange Commission Regulation S-X 210.1-02(w).

Company Name	Jurisdiction of Incorporation or Organization
Alba Associates LLC	Cayman Islands
Alba Equatorial Guinea Partnership, L.P.	Delaware
Alba Plant LLC	Cayman Islands
AMPCO Marketing, L.L.C.	Michigan
AMPCO Services, L.L.C.	Michigan
Atlantic Methanol Associates LLC	Cayman Islands
Atlantic Methanol Production Company LLC	Cayman Islands
E.G. Global LNG Services, Ltd.	Delaware
Equatorial Guinea LNG Company, S.A.	Equatorial Guinea
Equatorial Guinea LNG Holdings Limited	Bahamas
Equatorial Guinea LNG Operations, S.A.	Equatorial Guinea
Equatorial Guinea LNG Train 1, S.A.	Equatorial Guinea
Marathon E.G. Holding Limited	Cayman Islands
Marathon E.G. International Limited	Cayman Islands
Marathon E.G. LNG Holding Limited	Cayman Islands
Marathon E.G. Production Limited	Cayman Islands
Marathon East Texas Holdings LLC	Delaware
Marathon International Investment LLC	Texas
Marathon International Oil Company	Delaware
Marathon International Oil Holdings LLC	Delaware
Marathon Oil Company	Ohio
Marathon Oil Corporation	Delaware
Marathon Oil EF II LLC	Delaware
Marathon Oil EF LLC	Delaware
Marathon Oil Investment LLC	Delaware
Marathon Oil Permian LLC	Delaware
Marathon West Texas Holdings LLC	Delaware
MOC Portfolio Delaware, Inc.	Delaware

EXHIBIT 10

EX-2.1 2 dex21.htm SEPARATION AND DISTRIBUTION AGREEMENT

Exhibit 2.1

SEPARATION AND DISTRIBUTION AGREEMENT

Dated as of May 25, 2011

Among

MARATHON OIL CORPORATION,

MARATHON OIL COMPANY

and

MARATHON PETROLEUM CORPORATION

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EXHIBITS

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Exhibit B	Form of Marathon Petroleum Amended and Restated Bylaws
Exhibit C	Form of Marathon Petroleum Restated Certificate of Incorporation
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SCHEDULES

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SEPARATION AND DISTRIBUTION AGREEMENT

THIS SEPARATION AND DISTRIBUTION AGREEMENT is made as of May 25, 2011 among Marathon Oil Corporation, a Delaware corporation ("Marathon Oil"), Marathon Oil Company, an Ohio corporation and a direct, wholly owned subsidiary of Marathon Oil ("MOC"), and Marathon Petroleum Corporation, a Delaware corporation ("Marathon Petroleum"), and, as of the date hereof, a direct, wholly owned subsidiary of MOC.

WHEREAS, Marathon Oil, through the Marathon Petroleum Subsidiaries (as defined herein), is engaged in the business of petroleum refining, marketing and transportation (the "Transferred Business");

WHEREAS, the Board of Directors of Marathon Oil has determined that it would be advisable and in the best interests of Marathon Oil and its stockholders for Marathon Oil to separate into two publicly traded companies: (i) Marathon Oil, which will continue to conduct, directly and through its subsidiaries, the businesses of crude oil and natural gas exploration and production, integrated natural gas and oils sands mining, and (ii) Marathon Petroleum, which will continue to conduct, directly and through its subsidiaries, the Transferred Business;

WHEREAS, to effectuate the Contribution and the Distribution (each as defined herein), Marathon Oil intends: (i) to cause (x) MOC to contribute to Marathon Petroleum its interest in the Transferred Assets and its partnership interest in MPC LP (each as defined herein); (y) Marathon Petroleum to assume certain liabilities; and (z) MOC to distribute to Marathon Oil all of the outstanding shares of common stock, par value $0.01 per share, of Marathon Petroleum ("Marathon Petroleum Common Stock") then owned by MOC (the "Internal Distribution"); and (ii) to contribute to Marathon Petroleum MOC's interest in the Transferred Assets and its partnership interest in MPC LP and any receivables due from a Marathon Petroleum Party to a Marathon Oil Party;

WHEREAS, the Board of Directors of Marathon Oil has determined that, following the MOC Contribution (as defined herein), the Internal Distribution and the Contribution, it would be advisable and in the best interests of Marathon Oil and its stockholders for Marathon Oil to distribute on a pro rata basis to the holders of outstanding shares of common stock, par value $1.00 per share, of Marathon Oil ("Marathon Oil Common Stock") all of the outstanding shares of Marathon Petroleum Common Stock owned by Marathon Oil as of the Distribution Date (as defined herein);

WHEREAS, for U.S. federal income tax purposes, it is intended that each of (i) the MOC Contribution and the Internal Distribution and (ii) the Contribution and the Distribution qualify as a tax-free transaction under Sections 355 and 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, it is appropriate and desirable to set forth the principal transactions required to effect the Contribution and Distribution and certain other agreements that will govern the relationship of Marathon Oil and Marathon Petroleum following the Distribution.

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed by their authorized representatives as of the date first above written.

MARATHON OIL CORPORATION

By: /s/ Clarence P. Cazalot, Jr.
Name: Clarence P. Cazalot, Jr.
Title: President and Chief Executive Officer

MARATHON OIL COMPANY

By: /s/ Clarence P. Cazalot, Jr.
Name: Clarence P. Cazalot, Jr.
Title: President and Chief Executive Officer

MARATHON PETROLEUM CORPORATION

By: /s/ G. R. Heminger
Name: G. R. Heminger
Title: President

Signature Page to Separation and Distribution Agreement