

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>NOBLE ENERGY, INC. RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>11/02/1952</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>NOBLE ENERGY, INC.</u> <u>100 GLENBOROUGH DRIVE</u> <u>SUITE 100</u> <u>HOUSTON, TX 77067</u> <u>HOUSTON, TX 77067</u>	2b Employer Identification Number (EIN) <u>73-0785597</u> 2c Sponsor's telephone number <u>281-872-3100</u> 2d Business code (see instructions) <u>211110</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2012</u>	<u>KIM COTTONE</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") EMPLOYEE BENEFITS COMMITTEE 100 GLENBOROUGH DRIVE, SUITE 100 HOUSTON, TX 77067	3b Administrator's EIN 73-0785597 3c Administrator's telephone number 281-872-3100
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	1179
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	619
b Retired or separated participants receiving benefits.....	6b	208
c Other retired or separated participants entitled to future benefits.....	6c	270
d Subtotal. Add lines 6a , 6b , and 6c	6d	1097
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	32
f Total. Add lines 6d and 6e	6f	1129
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

1A 1G

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

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

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

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)

(2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>NOBLE ENERGY, INC. RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>NOBLE ENERGY, INC.</u>	D Employer Identification Number (EIN) <u>73-0785597</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2011</u>	
2 Assets:	
a Market value	2a <u>222998774</u>
b Actuarial value	2b <u>206722180</u>
3 Funding target/participant count breakdown:	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>236</u> <u>57014957</u>
b For terminated vested participants	3b <u>295</u> <u>23157003</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>2087495</u>
(2) Vested benefits	3c(2) <u>86193101</u>
(3) Total active	3c(3) <u>655</u> <u>88280596</u>
d Total	3d <u>1186</u> <u>168452556</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.34 %</u>
6 Target normal cost	6 <u>11459873</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>09/18/2012</u>
Signature of actuary	Date
<u>KEVIN BILLS</u>	<u>11-07029</u>
Type or print name of actuary	Most recent enrollment number
<u>MERCER</u>	<u>713-276-2100</u>
Firm name	Telephone number (including area code)
<u>1000 MAIN STREET, SUITE 2900</u> <u>HOUSTON, TX 77002-6307</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2011
v.012611

Part II		Beginning of year carryover and prefunding balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	61040392	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	61040392	0
10	Interest on line 9 using prior year's actual return of <u>13.58</u> %	8289285	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		11165312
b	Interest on (a) using prior year's effective rate of <u>6.71</u> % except as otherwise provided (see instructions)		749192
c	Total available at beginning of current plan year to add to prefunding balance		11914504
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	69329677	0

Part III		Funding percentages	
14	Funding target attainment percentage	14	81.56 %
15	Adjusted funding target attainment percentage	15	122.71 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	126.93 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV		Contributions and liquidity shortfalls			
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
02/11/2011	8009	0			
04/12/2011	2721450	0			
07/14/2011	2721450	0			
10/13/2011	2721450	0			
01/13/2012	2721450	0			
09/14/2012	1104323	0			
Totals ▶			18(b)	11998132	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 11460040
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 3.78%	2nd segment: 6.31%	3rd segment: 6.57%	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	11459873	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	11459873	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	11459873	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	11460040	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	167	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>NOBLE ENERGY, INC. RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NOBLE ENERGY, INC.</u>	D Employer Identification Number (EIN) <u>73-0785597</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

94-1441976

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
ARTIO GLOBAL INVESTOR MGMT LLC

20-4663328

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
GRANTHAM, MAYO, VAN OTTERLOO & CO.

04-6566648

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
LSV EMERGIN MARKETS EQUITY FUND 4842 PAYSHERE CIRCLE
CHICAGO, IL 60674

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

BROWN BROTHERS HARRIMAN

140 BROADWAY
NEW YORK, NY 10005

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

PIMCO

33-0629048

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

JANUS CAPITAL MANAGEMENT LLC

75-3019302

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

ASTON ASSET MANAGEMENT

20-4747475

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

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

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

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

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

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

MERCER

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 15 17	NONE	261501	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ARTIO GLOBAL INVESTORS

20-4663328

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	147110	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

GRANTHAM, MAYO, VAN OTTERLOO & CO

04-6566648

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	108656	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

CASTLEARK MANAGEMENT, LLC

20-3870408

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	101608	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

LSV EMERGING MARKETS EQUITY FUND

4842 PAYSHERE CIRCLE
CHICAGO, IL 60674

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	70447	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BANCFIRST

73-0233385

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	TRUSTEE	37392	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

KPMG LLP

13-5565207

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	AUDITOR	15965	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name: KPMG LLP	b EIN: 13-5565207
c Position: AUDITOR	
d Address: 811 MAIN STREET HOUSTON, TX 77002	e Telephone: 713-319-2000

Explanation: COMPETITIVE FEES

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan NOBLE ENERGY, INC. RETIREMENT PLAN	B Three-digit plan number (PN) ►	001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500 NOBLE ENERGY, INC.	D Employer Identification Number (EIN) 73-0785597
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Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
--------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: GMO ERISA POOL

b Name of sponsor of entity listed in (a): GRANTHAM, MAYO, VAN OTTERLOO & CO.

c EIN-PN 04-6566648-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12750972
--	--	--

a Name of MTIA, CCT, PSA, or 103-12 IE: CASTLEARK INVESTMENT TRUST FUND

b Name of sponsor of entity listed in (a): CASTLEARK MANAGEMENT LLC

c EIN-PN 20-3870408-000	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16838058
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a Name of MTIA, CCT, PSA, or 103-12 IE: JENNISON U.S. SMALL CAP EQUITY

b Name of sponsor of entity listed in (a): PRUDENTIAL TRUST CO.

c EIN-PN 23-6994310-046	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11607242
--	--	--

a Name of MTIA, CCT, PSA, or 103-12 IE: ARTIO INT'L EQUITY GROUP TRUST FUND

b Name of sponsor of entity listed in (a): ARTIO GLOBAL INVESTORS

c EIN-PN 20-4663328-002	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11640353
--	--	--

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="font-size: 24pt; font-weight: bold;">2011</div> This Form is Open to Public Inspection
For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan NOBLE ENERGY, INC. RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 NOBLE ENERGY, INC.	D Employer Identification Number (EIN) 73-0785597	

Part I Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets			
a Total noninterest-bearing cash	1a	285054	1673353
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	17247852	3825773
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1980643	819040
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)	0	5859955
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)	64396654	52836625
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	140044192	159138904
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	223954395	224153650

Liabilities

g Benefit claims payable	1g	293775	175759
h Operating payables	1h	138974	125985
i Acquisition indebtedness	1i		
j Other liabilities	1j	285053	1673349
k Total liabilities (add all amounts in lines 1g through 1j)	1k	717802	1975093

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	223236593	222178557
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	11998132	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		11998132
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	304	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		304
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	9894121	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		9894121
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	-1282090	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-1282090
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-4417985
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-4300859
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		11891623

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	12175382	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		12175382
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	277466	
(2) Contract administrator fees	2i(2)	37392	
(3) Investment advisory and management fees	2i(3)	427820	
(4) Other	2i(4)	31599	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		774277
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		12949659

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-1058036
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: MCCONNELL & JONES, LLP

(2) EIN: 76-0488832

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>NOBLE ENERGY, INC. RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NOBLE ENERGY, INC.</u>	D Employer Identification Number (EIN) <u>73-0785597</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>73-0434800</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>65</u>

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 64.0% Investment-Grade Debt: 15.0% High-Yield Debt: 0.0% Real Estate: 0.0% Other: 21.0%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☒ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

**NOBLE ENERGY, INC.
RETIREMENT PLAN**

**Independent Auditors' Report
and Financial Statements**

December 31, 2011 and 2010

NOBLE ENERGY, INC. RETIREMENT PLAN

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December 31, 2011 and 2010

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All other supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended, have been omitted because they are not applicable.



Independent Auditors' Report

The Employee Benefits Committee
Noble Energy, Inc. Retirement Plan:

We were engaged to audit the accompanying statement of net assets available for benefits of Noble Energy, Inc. Retirement Plan (the Plan) as of December 31, 2011, and the related statement of changes in net assets available for benefits for the year then ended, and the related supplementary information, as listed in the accompanying table of contents. These financial statements and supplementary information are the responsibility of Plan management. The statement of net assets available for benefits of the Plan as of December 31, 2010, and the related statement of changes in net assets available for benefits for the year then ended were reported on by other auditors whose report dated September 30, 2011, disclaimed an opinion for the reasons described in the following paragraph.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 5, which was certified by BancFirst Trust and Investment Management, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplementary information. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the trustee as of December 31, 2011 and 2010, and for the years then ended that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplementary information taken as a whole. The form and content of the information included in the financial statements and supplementary information, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the DOL Rules and Regulations for Reporting and Disclosure under ERISA.

McConnell & Jones LLP
Houston, Texas
September 24, 2012

NOBLE ENERGY, INC. RETIREMENT PLAN
Statements of Net Assets Available for Benefits

		December 31,	
		2011	2010
Assets			
Cash		\$ 1,673,353	\$ 285,054
Investments, at fair value (Notes 4 and 5)			
Money market fund		819,040	1,980,643
Common collective trust funds		52,836,625	57,254,609
Limited partnership fund		5,859,955	7,142,045
Mutual funds		159,138,904	140,044,192
Total Investments		218,654,524	206,421,489
Receivables			
Employer contribution receivable		3,825,773	17,247,852
Total Receivables		3,825,773	17,247,852
Total Assets		224,153,650	223,954,395
Liabilities			
Administrative expenses payable		125,985	138,974
Due to broker for securities purchased		1,673,349	285,053
Total Liabilities		1,799,334	424,027
Net Assets Available for Benefits		\$ 222,354,316	\$ 223,530,368

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

NOBLE ENERGY, INC. RETIREMENT PLAN
Statements of Changes in Net Assets Available for Benefits

	Years Ended December 31,	
	2011	2010
Employer contributions	\$ 11,998,132	\$ 23,991,408
Investment Income		
Net appreciation in fair value of investments (Note 5)	—	15,875,428
Dividends and Interest	9,894,425	8,295,836
Net Investment Income	9,894,425	24,171,264
Deductions from Net Assets		
Net depreciation in fair value of investments (Note 5)	10,000,934	—
Benefits paid to participants	12,293,398	10,717,495
Administrative expenses	774,277	759,149
Production taxes	—	841
Total Deductions	23,068,609	11,477,485
Net (Decrease) Increase in Net Assets Available for Benefits	(1,176,052)	36,685,187
Net Assets Available for Benefits		
Beginning of year	223,530,368	186,845,181
End of year	\$ 222,354,316	\$ 223,530,368

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

NOBLE ENERGY, INC. RETIREMENT PLAN
Notes to Financial Statements
For the Years Ended December 31, 2011 and 2010

Note 1 – Description of the Plan

The following description of the Noble Energy, Inc. Retirement Plan (the Plan) provides only general information. Participants and others should refer to the Plan document, as amended, for a complete description of the Plan's provisions.

General

The Plan is a defined benefit pension plan covering certain employees of Noble Energy, Inc. and its adopting affiliates (collectively referred to as the Company and Noble Energy). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Plan Administration

The Plan is administered by the Employee Benefits Committee (the Committee). Among other duties, it is the responsibility of the Committee to construe and interpret the Plan, decide all questions of eligibility and determine the amount and time of payment of any benefits. BancFirst Trust and Investment Management serves as the trustee (the Trustee) of the Plan.

Eligibility

Employees participate in the Plan on the first anniversary of the employee's last date of commencement of employment. Employees hired after April 30, 2006 are not eligible to participate in the Plan.

On May 16, 2005, Noble Energy completed a merger with the Patina Oil & Gas Corporation (Patina). Effective January 1, 2006, Patina employees joined the Plan. Periods of employment with Patina are recognized by the Plan solely for the purposes of determining eligibility and vesting service.

Pension Benefits

The Plan is a defined benefit plan and provides benefits to employees upon retirement. Retirement dates vary in range, with normal retirement being at age 65. The Plan also provides for full normal retirement age benefits before age 65 after completion of 30 years of credited service. For the portion of benefit earned after April 30, 2006, full retirement benefits are provided on or after attaining age 65. The amount of retirement benefit depends upon an employee's final average monthly compensation and the number of years of credited service. Final average monthly compensation is defined in the Plan as the participant's average monthly rate of compensation from the employer for the 60 successive calendar months which give the highest average monthly rate of compensation for the participant. Participants become 100% vested in the Plan after completing five years of service. Participants terminating before five years of service will not receive a benefit.

The Plan permits early retirement upon the attainment of age 55 and completion of five years of service for benefits earned after April 30, 2006. The Plan provides for early retirement for benefits earned prior to May 1, 2006 upon the attainment of age 55 and completion of five years of service or after 20 years of credited service. Early retirement benefits are adjusted for the employee's age.

The Plan requires automatic distribution of participant accounts upon termination without the participant's consent, of amounts less than \$5,000. In the event the distribution is greater than \$1,000 and the participant has failed to make a distribution election, the Plan will pay the distribution to an individual retirement account for the benefit of the participant designated by the Plan administrator. Amounts less than \$1,000 will be distributed directly to participants upon termination.

The Plan was amended effective January 1, 2008 to provide for a lump sum payment option.

NOBLE ENERGY, INC. RETIREMENT PLAN
Notes to Financial Statements
For the Years Ended December 31, 2011 and 2010

Death and Disability Benefits

If a participant who has not begun receiving benefit payments dies on or before the participant's normal retirement date, effective May 1, 2006, the designated beneficiary will receive an amount equal to the survivor portion of a 50% joint and survivor annuity. If a Plan member becomes permanently disabled, the employee will receive normal retirement benefits at age 65.

Funding Policy

The Company contributes to the Plan to meet the minimum funding requirements in accordance with the guidelines under ERISA and the Internal Revenue Service (IRS). There was no minimum funding requirement, as determined by the actuarial cost method, for 2011 and 2010, respectively. The Company made a contribution in the amount of \$11,998,132 for 2011 and \$23,991,408 for 2010. Employee contributions are not allowed.

Plan Termination

The Company anticipates and believes that the Plan will continue without interruption, but reserves the right to discontinue the Plan. In the event that the Plan is terminated, the Plan provides that the net assets of the Plan shall be allocated among the participants and beneficiaries of the Plan in the order provided for by ERISA and further described in the Plan document. To the extent unfunded vested benefits exist, ERISA provides that such benefits are payable by the Pension Benefit Guaranty Corporation ("PBGC") to participants, up to specified limitations, as described in ERISA. Plan net assets may not be available on a pro rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC, while other benefits may not be provided for at all.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling on the amount of an individual's monthly benefit that the PBGC guarantees. The ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward. Benefits under a new plan or increases in benefits as a result of plan amendments are phased into coverage at approximately 20% for each year since adoption.

Whether all participants receive their benefits, should the Plan terminate at some future time, will depend on the sufficiency of the Plan's net assets to provide those benefits at that time and may also depend on the level of benefits guaranteed by the PBGC.

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements are prepared on the accrual basis of accounting in conformity with U.S. generally accepted accounting principles (US GAAP).

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions relating to the reported amounts of assets and liabilities and changes therein, disclosure of contingent assets and liabilities and the actuarial present value of accumulated plan benefits and changes therein at the date of the financial statements. Actual results could differ from those estimates.

NOBLE ENERGY, INC. RETIREMENT PLAN

Notes to Financial Statements

For the Years Ended December 31, 2011 and 2010

Recently Issued Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2011-04: Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs (ASU 2011-04). ASU 2011-04 clarifies application of fair value measurement and disclosure requirements and is effective for annual and interim periods beginning after December 15, 2011. Early application is not permitted. We do not expect the provisions of ASU 2011-04 to impact the Plan's financial statements or financial statement disclosures as we do not currently hold any investments classified as Level 3 on the fair value hierarchy.

In January 2010, the FASB issued Accounting Standards Update No. 2010-06, Improving Disclosures about Fair Value Measurements (Topic 820) - Fair Value Measurements and Disclosures (ASU 2010-06) to add additional disclosures about the different classes of assets and liabilities measured at fair value, the valuation techniques and inputs used, the activity in Level 3 fair value measurements, and the transfers between Levels 1, 2, and 3. Levels 1, 2 and 3 of fair value measurements are defined in Note 3 below. The Plan initially adopted ASU 2010-06 as of December 31, 2010 except for the provisions that were to be effective in the year ending December 31, 2011. As of December 31, 2011, the Plan has adopted all provisions of ASU 2010-06. The implementation of ASU 2010-06 did not have a significant impact on the Plan's financial statements as of December 31, 2011.

Valuation of Investments and Income Recognition

All investments are stated at fair value. See Note 4. Fair Value Measurements. Purchases and sales of investments are recorded on a trade date basis. Net appreciation (depreciation) in fair value of investments includes realized gains and losses on investments sold during the year as well as net appreciation (depreciation) of investments held at the end of the year. Interest is recorded as earned. Dividends are recorded on the ex-dividend date.

Expenses of the Plan

In accordance with the Plan document, all administrative expenses, unless paid by the Company at its discretion, are paid by the Plan.

Benefit Payments

Benefits are recorded as paid.

Plan Management's Review of Subsequent Events

Plan management has evaluated subsequent events through September 24, 2012, which is the date that the financial statements were available to be issued.

Note 3 – Accumulated Plan Benefits

Accumulated plan benefits represent future periodic payments that are attributable under the Plan's provisions to the service rendered by employees. Accumulated plan benefits include benefits expected to be paid to retired or terminated employees or their beneficiaries, beneficiaries of employees who are deceased and present employees or their beneficiaries. Benefits payable under all circumstances are included to the extent they are attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by the Plan's actuary and is that amount which results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money through discounts for interest and the probability of payment by means of decrements such as for death, disability, withdrawal or retirement between the valuation date and the expected date of payment. The actuarial present value of accumulated plan benefits was calculated as of January 1, 2011. Had the valuation been performed as of December 31, 2010, there would be no material differences.

NOBLE ENERGY, INC. RETIREMENT PLAN
Notes to Financial Statements
For the Years Ended December 31, 2011 and 2010

The significant actuarial assumptions used in the valuations include the following:

Interest rate	7.25% (2011) 7.50% (2010)
Mortality basis	RP-2000 70% white collar/30% blue collar mortality table (sex distinct) with a seventeen year mortality improvement projection to 2017 (Healthy Pensioners) Disabled mortality table in Revenue Ruling 96-7 (Disabled Pensioners)
Retirement rate	Graded rates from age 40 to 65

These actuarial assumptions are based on the presumption that the Plan will continue. If the Plan was terminated, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

A summary of the actuarial present value of accumulated plan benefits is as follows:

	January 1,	
	2011	2010
Vested benefits		
Participants currently receiving payments	\$ 52,328,601	\$ 49,853,239
Other participants	113,605,870	91,692,485
Total vested benefits	165,934,471	141,545,724
Nonvested benefits	1,181,192	5,776,600
Total actuarial present value of accumulated plan benefits	\$ 167,115,663	\$ 147,322,324

The change in the actuarial present value of accumulated plan benefits is as follows:

	Year Ended January 1, 2011
Actuarial present value of accumulated plan benefits at beginning of year	\$ 147,322,324
Increase (decrease) during the year attributable to:	
Benefits accumulated	13,097,669
Interest due to the decrease in the discount period	10,647,009
Benefits paid	(10,717,495)
Change in actuarial assumptions	6,766,156
Net increase	19,793,339
Actuarial present value of accumulated plan benefits at end of year	\$ 167,115,663

NOBLE ENERGY, INC. RETIREMENT PLAN
Notes to Financial Statements
For the Years Ended December 31, 2011 and 2010

The following changes in actuarial assumptions were made since the prior valuation:

- The lump sum interest rate assumption was updated to the November 2010 30-year treasury rate of 4.19% and the spot segment rates of 1.65%, 4.91% and 6.52% from the November 2009 rates.
- The deferred vested lump sum assumption was changed to assume 50% of the current deferred vested population will elect future lump sums with 50% electing future annuities.
- The long-term rate of return was changed from 7.50% to 7.25%.

Note 4 – Fair Value Measurements

US GAAP for fair value measurements establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three levels. The fair value hierarchy gives the highest priority to quoted market prices (unadjusted) in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Level 2 inputs are inputs, other than quoted prices included within Level 1, which are observable for the asset or liability, either directly or indirectly. The Plan uses Level 1 inputs when available as Level 1 inputs generally provide the most reliable evidence of fair value.

Certain investments are reported at fair value on a recurring basis in the statements of net assets available for benefits. There have been no changes in the methodologies used at December 31, 2011 and 2010. The following methods and assumptions were used to estimate the fair values:

Money Market Funds Investments in federal money market funds consist of portfolios of high quality fixed income securities (such as US Treasury securities) which, generally, have maturities less than one year. The fair value of these investments is based on quoted market prices for identical assets as of the measurement date.

Mutual Funds Investments in mutual funds consist of diversified portfolios of common stocks and fixed income instruments. The common stock mutual funds are diversified by market capitalization and investment style as well as economic sector and industry. The fixed income mutual funds are diversified primarily in government bonds, mortgage backed securities, and corporate bonds, most of which are rated investment grade. The fair values of these investments are based on quoted market prices for identical assets as of the measurement date.

Limited Partnership Fund Our investment in the limited partnership fund consists of common stock investments in non-US emerging markets. The limited partnership fund portfolio is diversified by market capitalization and investment style as well as economic sector and industry. Investments in this fund are used to further enhance and diversify investments held by the Plan which is expected to moderate the Plan's overall risk volatility. In addition to the normal risk associated with stock market investing, these investments may carry additional political, regulatory, and currency risk which is taken into account by the Committee in its deliberations. The Plan uses the practical expedient election for the fair value of these investments as the investments are valued at the net asset value of shares held by the Plan at year end. All of the investments in the limited partnership fund represent exchange-traded securities with readily observable prices.

Common Collective Trust Funds Investments in common collective trust funds consist of common stock investments in both US and non-US equity markets. Portfolios are diversified by market capitalization and investment style as well as economic sector and industry. The investments in the non-US equity markets are used to further enhance the Plan's overall equity diversification which is expected to moderate the Plan's overall risk volatility. In addition to the normal risk associated with stock market investing, investments in foreign equity markets may carry additional political, regulatory, and currency risk which is taken into account by the Committee in its deliberations. The Plan uses the practical expedient election for the fair value of these investments as the investments are valued at the net asset value of shares held by the Plan at year end. All of the investments in Common Collective Trust Funds represent exchange-traded securities with readily observable prices.

NOBLE ENERGY, INC. RETIREMENT PLAN

Notes to Financial Statements

For the Years Ended December 31, 2011 and 2010

Fair value information for investments that are measured at fair value on a recurring basis is as follows at December 31, 2011 and 2010:

	Fair Value Measurements Using				
	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value Measurement	
December 31, 2011					
Money market fund	\$ 819,040	\$ —	\$ —	\$ 819,040	
Common collective trust funds					
Large Cap Funds	—	16,838,058	—	16,838,058	
Small Cap Funds	—	11,607,242	—	11,607,242	
International Funds	—	24,391,325	—	24,391,325	
Limited partnership fund					
Emerging Markets Fund	—	5,859,955	—	5,859,955	
Mutual funds					
Large Cap Funds	66,456,906	—	—	66,456,906	
Mid Cap Funds	9,781,366	—	—	9,781,366	
Blended Funds	5,514,139	—	—	5,514,139	
Fixed Income Funds	77,386,493	—	—	77,386,493	
Total investments, at fair value	\$ 159,957,944	\$ 58,696,580	\$ —	\$ 218,654,524	
December 31, 2010					
Money market fund	\$ 1,980,643	\$ —	\$ —	\$ 1,980,643	
Common collective trust funds					
Large Cap Funds	—	16,620,291	—	16,620,291	
Small Cap Funds	—	11,766,504	—	11,766,504	
International Funds	—	28,867,814	—	28,867,814	
Limited partnership fund					
Emerging Markets Fund	—	7,142,045	—	7,142,045	
Mutual funds					
Large Cap Funds	69,301,431	—	—	69,301,431	
Mid Cap Funds	10,037,617	—	—	10,037,617	
Blended Funds	5,639,521	—	—	5,639,521	
Fixed Income Funds	55,065,623	—	—	55,065,623	
Total investments, at fair value	\$ 142,024,835	\$ 64,396,654	\$ —	\$ 206,421,489	

NOBLE ENERGY, INC. RETIREMENT PLAN

Notes to Financial Statements

For the Years Ended December 31, 2011 and 2010

The following table provides the Plan's fair value, future investment commitments, and redemption conditions for the common collective trust funds that calculate net asset value per share as of December 31, 2011 and 2010:

	December 31, 2011		December 31, 2010	
	Common Collective Trust Funds	Limited Partnership Fund	Common Collective Trust Funds	Limited Partnership Fund
Fair Value	52,836,625	5,859,955	57,254,609	7,142,045
Future Commitments	NA	NA	NA	NA
Redemption Frequency	Daily to Monthly	Monthly	Daily to Monthly	Monthly
Redemption Period	1 to 10 days	10 days	1 to 10 days	10 days

Note 5 – Investments (Certified by Trustee)

The Plan held the following investments in a bank-administered trust fund, which separately represented 5% or more of the Plan's net assets available for benefits:

	December 31,	
	2011	2010
ASTON/Montag & Caldwell Growth Fund	\$ 16,055,340	\$ 16,209,733
Artio International Equity Group Trust Fund	11,640,353	14,543,684
CastleArk Investment Trust Fund	16,838,058	16,620,291
Dodge & Cox Stock Fund	31,309,650	32,642,234
GMO ERISA Pool	12,750,972	14,324,130
Jennison Institutional US Small Cap Equity Fund	11,607,242	11,766,504
Vanguard Primecap – Admiral Fund	19,091,916	20,449,464
PIMCO Investment Grade Corporate Fund	31,227,888	29,436,376
PIMCO Long Credit Fund	46,158,605	25,629,247
Other investments less than 5% individually	21,974,500	24,799,826
Total investments, at fair value	218,654,524	206,421,489

The total value of interest and dividends earned by the Plan and certified by the Trustee as of December 31, 2011 and 2010 was \$9,894,425 and \$8,295,836 respectively.

The Plan's investments, including investments bought, sold and held during the year, appreciated (depreciated) in fair value as follows:

	Year Ended December 31,	
	2011	2010
Common collective trust funds	\$ (4,417,985)	\$ 8,505,770
Limited partnership fund	(1,282,090)	850,761
Mutual funds	(4,300,859)	6,518,897
Net appreciation (depreciation) in fair value	\$ (10,000,934)	\$ 15,875,428

NOBLE ENERGY, INC. RETIREMENT PLAN
Notes to Financial Statements
For the Years Ended December 31, 2011 and 2010

Note 6 – Tax Status

The Company considers the Plan to be in compliance with Section 401(a) of the IRC of 1986, as amended and accordingly, to be entitled to an exemption from federal income taxes under the provisions of Section 501(a) of the IRC, and has received a favorable determination letter from the IRS dated July 22, 2010.

US GAAP requires plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

Note 7 – Risks and Uncertainties

The Plan may invest in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the funded status of the Plan. As a result, the Plan may require additional funding in subsequent years.

The Plan invests in securities with contractual cash flows, such as asset backed securities, collateralized mortgage obligations and commercial mortgage backed securities. The value, liquidity and related income of those securities are sensitive to changes in economic conditions, including real estate value, delinquencies or defaults, or both, and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates. The value of these securities as of December 31, 2011 is immaterial.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Market conditions subsequent to December 31, 2011 have resulted in volatility and increased the short term liquidity risk associated with certain investments held by the Plan which could negatively impact the value of investments after the date of these financial statements. The funded status of the Plan was determined based upon market conditions in effect at the time that the annual valuation for the year ended December 31, 2011 was performed.

Note 8 – Reconciliation to Form 5500

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

	December 31,	
	2011	2010
Net assets available for benefits per the financial statements	\$ 222,354,316	\$ 223,530,368
Less: Amounts allocated to withdrawing participants	(175,759)	(293,775)
Net assets available for benefits per the Form 5500	\$ 222,178,557	\$ 223,236,593

NOBLE ENERGY, INC. RETIREMENT PLAN
Notes to Financial Statements
For the Years Ended December 31, 2011 and 2010

The following is a reconciliation of withdrawals by participants per the financial statements to the Form 5500:

	Years Ended December 31,	
	2011	2010
Withdrawals by participants per the financial statements	\$ 12,293,398	\$ 10,717,495
Add: Amounts allocated to withdrawing participants at December 31, 2011 and 2010	175,759	293,775
Less: Amounts allocated to withdrawing participants at December 31, 2010 and 2009	(293,775)	(104,133)
Withdrawals by participant per the Form 5500	\$ 12,175,382	\$ 10,907,137

Amounts currently payable to or for participants, dependents and beneficiaries are recorded on the Form 5500 for benefit payments that have been processed and approved for payment prior to December 31, but not yet paid as of that date.

NOBLE ENERGY, INC. RETIREMENT PLAN

EIN: 73-0785597 PN: 001

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

December 31, 2011

Identity of issue, borrower, lessor, or similar party	Description of investment	Cost	Current value
Money Market Fund			
Goldman Sachs Financial Square Federal Fund	Money market	\$ 819,040	\$ 819,040
Total Money Market Fund		819,040	819,040
Common Collective Trust Funds			
Artio International Equity Group Trust Fund	Common collective trust fund	16,700,000	11,640,353
CastleArk Investment Trust Fund	Common collective trust fund	16,866,000	16,838,058
GMO ERISA Pool	Common collective trust fund	16,276,002	12,750,972
Jennison Institutional US Small Cap Equity Fund	Common collective trust fund	10,241,974	11,607,242
Total Common Collective Trust Funds		60,083,976	52,836,625
Limited Partnership Fund			
LSV Emerging Markets Equity Fund	Limited partnership fund	6,291,284	5,859,955
Total Limited Partnership Fund		6,291,284	5,859,955
Mutual Funds			
ASTON/Montag & Caldwell Growth Fund	Mutual fund	17,104,770	16,055,340
Dodge & Cox Stock Fund	Mutual fund	38,522,635	31,309,650
Janus Perkins Mid Cap Value Fund - Class J	Mutual fund	10,519,770	9,781,366
PIMCO Investment Grade Corporate Fund	Mutual fund	32,671,188	31,227,888
PIMCO Long Credit Fund	Mutual fund	43,955,201	46,158,605
PRIMECAP Odyssey Growth Fund	Mutual fund	4,307,383	5,514,139
Vanguard Primecap Fund - Admiral Shares	Mutual fund	16,136,000	19,091,916
Total Mutual Funds		163,216,947	159,138,904
Total Investments			\$ 218,654,524

The information shown on this schedule has been summarized from information provided by the Trustee, which the Trustee has certified as complete and accurate.

See accompanying independent auditors' reports.

NOBLE ENERGY, INC. RETIREMENT PLAN

EIN: 73-0785597 PN: 001

Schedule H, line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2011

Identity of party involved	Description of assets	Purchase price (a) (c)	Selling price (b) (c)	Cost of Asset	Net gain (loss)
Series transactions					
Goldman Sachs Financial Square Federal Fund	Purchases	\$ 26,498,883	N/A	\$ 26,498,883	—
Goldman Sachs Financial Square Federal Fund	Sales	N/A	\$27,660,486	27,660,486	—
Single transactions					
PIMCO Long Credit Fund	Purchase	\$ 12,700,000	N/A	12,700,000	—

(a) Purchase price includes expenses incurred in connection with transactions (i.e., commissions, transfer fees, etc.).

(b) Selling price is net of expenses incurred in connection with transactions.

(c) Current value of asset on transaction date is equal to the purchase/selling price.

This schedule includes each single investment transaction and series of transactions involving the same investment which, in the aggregate, amounts to more than 5% of the current value of plan assets at the beginning of the plan year.

The information shown on this schedule has been summarized from information provided by the Trustee, which the Trustee has certified as complete and accurate.

See accompanying independent auditors' reports.

Schedule SB, Line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Up	Total
Under 25			2								2
25 - 29		4	18								22
30 - 34		7	30	2							39
35 - 39		4	31	14	3	1					53
40 - 44		5	41	17	7	6					76
45 - 49	1	1	52	11	18	16	5				104
50 - 54		3	73	15	12	12	11	2			128
55 - 59		12	70	26	11	7	5	4			135
60 - 64	1	5	46	16	9	1	4		1		83
65 - 69			8	4		1					13
70 & Up											
Total	2	41	371	105	60	44	25	6	1		655

In each cell, the number is the count of active participants for each age/service combination. Average pay is not shown for plans with less than 1,000 active participants.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Actuarial assumptions

Discount rate sponsor elections¹

	Segment
▪ Segment rates or full yield curve	
▪ Look-back months	4
▪ First 5 years	3.78%
▪ Next 15 years	6.31%
▪ Over 20 years	6.57%

Mortality sponsor elections

▪ Healthy participants	Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.
▪ Pre-1995 disabilities	Revenue Ruling 96-7 table for participants who became disabled before 1995
▪ Post-1994 disabilities ²	Revenue Ruling 96-7 table for participants who became disabled after 1994 and are eligible for Social Security disability benefits

417(e) lump sums

Liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount, rather than valuing the lump sum payment. This annuity is valued based on funding interest rates rather than 417(e) rates and current year 417(e) unisex mortality.

Other economic assumptions

▪ Salary increases	5.00% per year
▪ Flat-dollar benefit increases	Not applicable
▪ Social Security wage base	3.25% per year
▪ Inflation	2.50% per year
▪ Expected investment return	8.00% per year for 2009; 7.50% for 2010; 7.25% for 2011
▪ Expenses	\$490,623 added to current year normal cost.
▪ Overtime	15% of base pay for participants who received overtime pay during the prior year.

¹ Based on interest rate methodology sponsor elections.

² Used for participants eligible for Social Security disability - all others use the healthy participant mortality assumption.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

- | | |
|--|--|
| <ul style="list-style-type: none"> ▪ Future bonus ▪ Assumed cost-of-living adjustments | <p>100% of target</p> <p>None, on the understanding that ad hoc COLAs are not part of the substantive plan and there is no commitment to participants to any future COLAs.</p> |
|--|--|

Demographic assumptions

- | | |
|---|--|
| <p>Withdrawal</p> <p>Disability incidence</p> <p>Retirement age</p> | <p>2003 SOA study S&U table (all plans). See table of sample rates.</p> <p>80% of 1985 Disability Study Class 1 unisex rates.</p> <p>Rates are as follows-</p> |
|---|--|

Percentage		
Age-based retirement rates		
Attained age	<15 years credited service at 5/1/2006	15+ years credited service at 5/1/2006 ³
40-54	N/A	3.0%
55	3.0%	3.0%
56	3.6%	3.6%
57	4.2%	4.2%
58	4.8%	4.8%
59	5.4%	5.4%
60	6.0%	6.0%
61	6.6%	6.6%
62	22.5%	22.5%
63	8.0%	8.0%
64	8.5%	8.5%
65 and above	100%	100%
Additional retirement rates for 30+ years of credited service		
Credited service at 5/1/2006	Rates	
< 20	0.0%	
20 – 24	25.0% (in each future year) ⁴	
25+	50.0% (in each future year) ⁴	

³ Applies once the participant has 20 years of total credited service.⁴ Applies once the participant has 30 years of total credited service.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Benefit commencement age for

- Future vested deferred 65
- Current vested deferred 65

Spouse assumptions

Male participants**Female participants**

- Percentage married⁵ 100% 100%
- Spouse age difference 3 years younger 3 years older

Form of payment

	80% J&S				
	Lump sum	3-yr C&L	w/ 5-yr cert	10-yr C&L	50% J&S
▪ Active retirements	90%	3%	7%	0%	0%
▪ Future vested deferred	90%	3%	7%	0%	0%
▪ Future disabilities	0%	0%	0%	100%	0%
▪ Future deaths	0%	0%	0%	0%	100%
▪ Current vested deferred	50%	15%	35%	0%	0%

Unpredictable contingent event assumptions

Not applicable

⁵ Assume 100% since non-spouse beneficiaries receive survivor benefits.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Table of sample rates

Attained age	Percentage			
	Sample withdrawal rates			
	2003 SOA study select and ultimate table			
	0-1 ⁶	2-4 ⁶	5-9 ⁶	10+ ⁶
20	17.99%	14.19%		
25	21.74	17.14	12.96%	
30	18.61	13.58	8.39	4.84%
35	16.78	11.02	7.15	5.02
40	15.91	10.35	6.01	4.15
45	15.48	9.47	5.82	3.73
50	15.60	8.90	5.32	3.49
55	13.52	7.82	2.59	0.88
60	13.63	7.84	2.12	0.20

⁶ Based on vesting service.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Actuarial methods

Asset methods

The asset valuation method is an average of the adjusted market value for each year during the last 2 years preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** Only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for non-vested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum funding methods

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

- This plan provides disability benefits that are only partially based on a participant's accrued benefit or years of service. This benefit is allocated to funding target based on the accrued benefit on the valuation date plus a portion of the excess of the benefit over the accrued benefit multiplied by the ratio of the participant's service at the beginning of the plan year to their service at each decrement age. This benefit is allocated to target normal cost based on the proportionate benefit attributable to the increase in the participant's service and compensation during the plan year.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Maximum deductible contribution method

Calculations of maximum deductible contributions include the excess of the funding target computed using the projected unit credit method over the minimum funding target. The objective of the projected unit credit method is to fund each participant's benefits under the plan as they accrue, taking into consideration expected future compensation increases. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- An individual's **projected funding target** is the present value of benefits based on credited service as of the beginning of the plan year and projected compensation that would be used in the calculation of the benefit on each expected separation date. If multiple decrements are used, the projected funding target for an individual is the sum of the component projected funding targets associated with the various anticipated separation dates.
- The plan's **projected funding target** is the sum of the projected funding targets for all participants under the plan. The excess of the plan's projected funding target over the plan's funding target is included in the "cushion amount."

NOBLE ENERGY, INC. RETIREMENT PLAN

EIN: 73-0785597 PN: 001

Schedule H, line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2011

Identity of party involved	Description of assets	Purchase price (a) (c)	Selling price (b) (c)	Cost of Asset	Net gain (loss)
Series transactions					
Goldman Sachs Financial Square Federal Fund	Purchases	\$ 26,498,883	N/A	\$ 26,498,883	—
Goldman Sachs Financial Square Federal Fund	Sales	N/A	\$27,660,486	27,660,486	—
Single transactions					
PIMCO Long Credit Fund	Purchase	\$ 12,700,000	N/A	12,700,000	—

(a) Purchase price includes expenses incurred in connection with transactions (i.e., commissions, transfer fees, etc.).

(b) Selling price is net of expenses incurred in connection with transactions.

(c) Current value of asset on transaction date is equal to the purchase/selling price.

This schedule includes each single investment transaction and series of transactions involving the same investment which, in the aggregate, amounts to more than 5% of the current value of plan assets at the beginning of the plan year.

The information shown on this schedule has been summarized from information provided by the Trustee, which the Trustee has certified as complete and accurate.

See accompanying independent auditors' reports.

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service <hr/> Department of Labor Employee Benefits Security Administration <hr/> Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ■ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

■ **Round off amounts to nearest dollar.**

■ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan NOBLE ENERGY, INC. RETIREMENT PLAN	B Three-digit plan number (PN) ■	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF NOBLE ENERGY, INC.	D Employer Identification Number (EIN) 73-0785597	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2011</u>			
2 Assets:			
a Market value	2a	222,998,774	
b Actuarial value	2b	206,722,180	
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	236	57,014,957
b For terminated vested participants	3b	295	23,157,003
c For active participants:			
(1) Non-vested benefits	3c(1)		2,087,495
(2) Vested benefits	3c(2)		86,193,101
(3) Total active	3c(3)	655	88,280,596
d Total	3d	1,186	168,452,556
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	6.34 %	
6 Target normal cost	6	11,459,873	

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<div style="font-size: 2em; font-family: cursive;">KB</div>	<div style="font-size: 1.5em; font-family: cursive;">9/18/2012</div>
	Signature of actuary	Date
KEVIN BILLS	Type or print name of actuary	11-07029
		Most recent enrollment number
MERCER		(713) 276-2100
	Firm name	Telephone number (including area code)
1000 MAIN STREET, SUITE 2900		
	Address of the firm	
HOUSTON TX 77002-6307		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2011
v.012611

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	61,040,392	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8).....	61,040,392	0
10 Interest on line 9 using prior year's actual return of <u>13.58</u> %.....	8,289,285	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		11,165,312
b Interest on (a) using prior year's effective rate of <u>6.71</u> % except as otherwise provided (see instructions).....		749,192
c Total available at beginning of current plan year to add to prefunding balance.....		11,914,504
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	69,329,677	0

Part III Funding percentages

14 Funding target attainment percentage.....	14	81.56 %
15 Adjusted funding target attainment percentage.....	15	122.71 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	126.93 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
02/11/2011	8,009				
04/12/2011	2,721,450				
07/14/2011	2,721,450				
10/13/2011	2,721,450				
01/13/2012	2,721,450				
09/14/2012	1,104,323				
Totals •			18(b)	11,998,132	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date.....	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	11,460,040

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:			
a Segment rates:	1st segment: 3.78 %	2nd segment: 6.31 %	3rd segment: 6.57 %
			☐ N/A, full yield curve used
b Applicable month (enter code)	21b		4
22 Weighted average retirement age	22		62
23 Mortality table(s) (see instructions)	☐ Prescribed - combined	☒ Prescribed - separate	☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes	☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes	☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.	27	

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	11,459,873	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment		0	0
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	11,459,873	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	11,459,873	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	11,460,040	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	167	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years	☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008	☐ 2009	☐ 2010 ☐ 2011
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Schedule SB, Line 22 — Description of Weighted Average Retirement Age

Assumed retirement rates vary based on the amount of credited service earned prior to May 1, 2006. For this purpose, 85% of employees are assumed to possess less than 15 years of credited service at May 1, 2006, while 15% are assumed to possess 15 or more years of credited service at May 1, 2006.

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 62.

This calculation assumes no employees reach 30 years of credited service and therefore does not reflect the additional assumption once the employee reaches 30 years of credited service.

Weighted average retirement age: 62

< 15 years credited service at 5/1/2006

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	3.00%	10,000	300	16,500
56	3.60%	9,700	349	19,544
57	4.20%	9,351	393	22,401
58	4.80%	8,958	430	24,940
59	5.40%	8,528	461	27,199
60	6.00%	8,067	484	29,040
61	6.60%	7,583	500	30,500
62	22.50%	7,083	1,594	98,828
63	8.00%	5,489	439	27,657
64	8.50%	5,050	429	27,456
65	100.00%	4,621	4,621	300,365
Total			10,000	624,430
Average				62.44

Schedule SB, Line 22 — Description of Weighted Average Retirement Age

This calculation reflects the additional assumption once the employee reaches 30 years of credited service.

15+ years credited service at 5/1/2006

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
40	3.00%	10,000	300	12,000
41	3.00%	9,700	291	11,931
42	3.00%	9,409	282	11,844
43	3.00%	9,127	274	11,782
44	3.00%	8,853	266	11,704
45	3.00%	8,587	258	11,610
46	3.00%	8,330	250	11,500
47	3.00%	8,080	242	11,374
48	3.00%	7,837	235	11,280
49	3.00%	7,602	228	11,172
50	3.00%	7,374	221	11,050
51	3.00%	7,153	215	10,965
52	3.00%	6,938	208	10,816
53	3.00%	6,730	202	10,706
54	3.00%	6,528	196	10,584
55	3.00%	6,333	190	10,450
56	3.60%	6,143	221	12,376
57	4.20%	5,921	249	14,193
58	4.80%	5,673	272	15,776
59	5.40%	5,400	292	17,228
60	6.00%	5,109	306	18,360
61	6.60%	4,802	317	19,337
62	22.50%	4,485	1,009	62,558
63	8.00%	3,476	278	17,514
64	8.50%	3,198	272	17,408
65	100.00%	2,926	2,926	190,190
Total			10,000	565,708
Average				56.57

Schedule SB, Line 22 — Description of Weighted Average Retirement Age

The weighted average for the two groups is calculated below

Weighted average retirement age across plan

$85\% \times 62.44 + 15\% \times 56.57 =$

61.56

Schedule SB, Part V — Summary of Plan Provisions

Benefits included or excluded

Unless noted below, all benefits provided by the plan, as restated effective January 1, 2008 and amended through the third amendment are included in this valuation.

- **Most recent plan amendments included:** Amendment No. 3 to the Noble Energy, Inc. Retirement Plan is included because it was adopted by the valuation date and is effective by the end of the plan year.
- **Plan amendments excluded:** None. Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.
- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Late retirement increases:**
 - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. This valuation includes increases for current participants over age 70.
 - *Deferred vested participants:* There is one deferred vested participant over normal retirement age. A benefit suspension notice was provided to the participant when he was an active participant and turned age 65; therefore, late retirement actuarial increases are not included.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.
- **IRC Section 401(a)(17) and 415(b) benefit limitations:** The limitations of Internal Revenue Code Sections 401(a)(17) and 415(b) have been incorporated into our calculations.

Schedule SB, Part V — Summary of Plan Provisions

- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Schedule SB, Part V — Summary of Plan Provisions**Summary of major plan provisions**

Effective date and plan year	Original plan: June 12, 1953 Restated plan: January 1, 2008 Plan year: Calendar year
Status of the plan	The plan has ongoing benefit accruals. However, new employees hired after April 30, 2006 are not eligible to participate in the plan.
Significant events that occurred during the year	None

Definitions

▪ Covered employees	All employees hired before May 1, 2006, who have (or will have) at least one year of service are eligible. Any employee hired after April 30, 2006 is not eligible. Former employees of Patina Oil & Gas became participants in the plan on January 1, 2006.
▪ Participation	A covered employee becomes a participant on the latest of the: (1) first anniversary of last start date; (2) date he becomes an employee; and (3) plan's effective date.
▪ Employee contributions	None
▪ Vesting service	100% vested after completion of 5 years from date of hire (or age 65, if earlier)
▪ Credited service	Participants shall accrue 1/12 years of credited service for each completed month of employment from date of hire to date of termination. Patina participants shall begin to accrue credited services as of January 1, 2006.

Schedule SB, Part V — Summary of Plan Provisions

<ul style="list-style-type: none"> ▪ Pensionable earnings 	<p>Compensation includes amounts paid by the employer for services rendered, as reported on the employee's Federal income tax withholding statement, excluding reimbursements and other expense allowances, fringe benefits, moving expenses, welfare benefits, and all other extraordinary compensation. Additionally, compensation includes amounts that were not paid due to a salary reduction agreement and includes Section 125 and Section 402(e)(3) deferrals.</p> <p>Compensation deferred into the deferred compensation plan is excluded.</p> <p>Compensation is limited by the Internal Revenue Code Section 401(a)(17).</p>
<ul style="list-style-type: none"> ▪ Final average earnings 	<p>Final average monthly compensation is the average monthly compensation over the period of 60 consecutive months since date of hire that produces the highest such average.</p>
<ul style="list-style-type: none"> ▪ Monthly covered compensation 	<p>1/12 of the 35-year average of the Social Security wage base.</p>
<ul style="list-style-type: none"> ▪ Full benefit accrual date 	<p>The full benefit accrual date for the portion of the benefit earned prior to May 1, 2006 is the earlier of the normal retirement date and the first day of the month coincident with or next following completion of 30 years of credited service (including projection of service if less than 30 years of credited service).</p> <p>The full benefit accrual date for the portion of the benefit earned after April 30, 2006 is the normal retirement date.</p>

Schedule SB, Part V — Summary of Plan Provisions

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|--|---|
| ▪ Accrued deferred monthly retirement income | The accrued deferred monthly retirement income is calculated as the greater of Formula A and Formula B below: |
|--|---|

Formula A (i. + ii.):

- i. 1.25% of final average monthly compensation times credited service (maximum of 30 years)
- ii. 0.50% of final average monthly compensation in excess of monthly covered compensation times credited service (maximum of 30 years)

Formula B (i. x ii.):

- i. 2.00% of final average monthly compensation times credited service (maximum of 20 years) at the later of the current date and full benefit accrual date
- ii. credited service (maximum of 30 years) at the current date divided by credited service (maximum of 30 years) at the later of the current date and full benefit accrual date

The accrued deferred monthly retirement income for the portion of the benefit earned prior to May 1, 2006 is frozen, based on credited service and final average monthly compensation as of April 30, 2006. The accrued deferred monthly retirement income for the portion of the benefit earned after April 30, 2006 is calculated as the total accrued deferred monthly retirement income calculated under the formulas above, reduced by the frozen accrued deferred monthly retirement income as of April 30, 2006.

Schedule SB, Part V — Summary of Plan Provisions

Normal retirement

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|---------------|---|
| ▪ Eligibility | Normal retirement date is the first day of the month nearest the date the employee attains age 65. |
| ▪ Benefit | The normal retirement benefit, payable as a 10-year certain and life annuity, is calculated as the greater of A, B, C or D below: |

A. Formula A (i. + ii.):

- i. 1.25% of final average monthly compensation times credited service (maximum of 30 years)
- ii. 0.50% of final average monthly compensation in excess of monthly covered compensation times credited service (maximum of 30 years)

B. Formula B:

2.00% of final average monthly compensation times credited service (maximum of 20 years)

C. Minimum Benefit:

For participants as of December 31, 1988 who had credited service accrued prior to January 1, 1989, the sum of i. and ii.:

- i. the accrued benefit as of December 31, 1988 times the fraction (not less than one) of final average monthly compensation at termination over final average monthly compensation as of December 31, 1988
- ii. the sum of a. and b.:
 - a. 1.25% of final average monthly compensation times credited service (maximum of 30 years) offset by credited service earned prior to January 1, 1989
 - b. 0.50% of final average monthly covered compensation in excess of monthly covered compensation times credited service (max of 30 years) offset by credited service earned prior to January 1, 1989

D. Accrued benefit as of April 30, 1991.

The normal retirement benefit is limited by Internal Revenue Code Section 415(b).

Schedule SB, Part V — Summary of Plan Provisions

Early retirement

▪ Eligibility

For the portion of the benefit earned prior to May 1, 2006, the early retirement date is the first day of the month coincident with or next following the earlier of age 55 (with 5 years of vesting service) and 20 years of credited service.

For the portion of the benefit earned after April 30, 2006, the early retirement date is the first day of the month coincident with or next following the date the employee attains age 55 (with 5 years of vesting service).

Schedule SB, Part V — Summary of Plan Provisions

▪ Benefit

For the portion of the benefit earned prior to May 1, 2006, the early retirement benefit is calculated as the greater of Formula A and Formula B below:

Formula A (i. + ii.):

- i. 1.25% of final average monthly compensation times credited service (maximum of 30 years), reduced 2% per year for each of the first 5 years preceding full benefit accrual date, and reduced an additional 6% per year for each of the next 5 years preceding full benefit accrual date
- ii. 0.50% of final average monthly compensation in excess of monthly covered compensation times credited service (maximum of 30 years), reduced prior to age 65 using the “1/15-1/30” early retirement reduction factors shown in the plan document.

Formula B (i. x ii. x iii.):

- i. 2.00% of final average monthly compensation times credited service (maximum of 20 years) at the later of early retirement date and full benefit accrual date
- ii. credited service (maximum of 30 years) at early retirement date divided by credited service (maximum of 30 years) at the later of early retirement date and full benefit accrual date
- iii. the early retirement factor calculated by reducing 2% per year for each of the first 5 years preceding full benefit accrual date, and reducing an additional 6% per year for each of the next 5 years preceding full benefit accrual date

For the portion of the benefit earned after April 30, 2006, the early retirement benefit is calculated as 4% per year reduction prior to age 62, regardless of which accrued benefit formula wins. If an employee retires prior to age 55 (with 5 years of vesting service) but is eligible for early retirement for the portion of the benefit earned prior to May 1, 2006, then his portion of the benefit earned after April 30, 2006 is also payable at this date, reduced on an actuarially equivalent basis from age 65.

Schedule SB, Part V — Summary of Plan Provisions

Late retirement	
▪ Eligibility	Employment beyond normal retirement date. Participants that turn age 65 after September 2007 receive suspension of benefit notices.
▪ Benefit	Greater of: (1) benefit computed as of actual retirement date and (2) benefit computed as of normal retirement date with actuarial increase to actual retirement date.
Deferred vested	
▪ Eligibility	The vested termination benefit applies to vested participants who do not commence benefit payments immediately after termination.
▪ Benefit	For the portion of the benefit earned prior to May 1, 2006, the vested termination benefit at commencement date is the accrued deferred monthly retirement income payable at full benefit accrual date (or early retirement benefit payable at early retirement date, if applicable), actuarially increased with interest and mortality from full benefit accrual date (or early retirement, if applicable) to commencement date. For the portion of the benefit earned after April 30, 2006, vested termination benefits are reduced actuarially from age 65 to age at commencement. Vested termination benefits can commence at any age. For this purpose, the actuarial equivalence assumptions of 7.5% interest and the 1984 Unisex Pension Mortality Table are used.

Schedule SB, Part V — Summary of Plan Provisions

Disability	
▪ Eligibility	The disability benefit applies to participants who become totally and permanently disabled while active and through normal retirement date.
▪ Benefit	<p>The disability benefit is calculated the same as the normal retirement benefit except that:</p> <ol style="list-style-type: none"> The participant will receive credited service while on disability through normal retirement date The final average monthly compensation and monthly covered compensation will be the same as that calculated on the date of disability The calculation will use the provisions of the plan effective on the date of disability
Pre-termination death	
▪ Eligibility	A participant who dies while still employed by the company is eligible for the pre-termination death benefit.
▪ Benefit	The pre-termination death benefit is calculated as the monthly survivor portion of the 50% Joint and Survivor Annuity.
Pre-retirement death	
▪ Eligibility	Participant terminates employment with a vested benefit and dies prior to commencing their benefit
▪ Benefit for participant who terminates on or after May 1, 2006	In the event a participant dies after termination (other than disability) but prior to commencement, the participant's beneficiary will receive the survivor portion of the 50% Joint and Survivor Annuity that is the actuarial equivalent of the vested termination benefit calculated assuming commencement on the first day of the month coincident with or next following the participant's death. Optional forms of payment are available including a lump sum payment.
▪ Benefit for participant who terminates before May 1, 2006	In the event a participant dies after termination but prior to commencement, the participant's beneficiary will receive a 10-year certain and life annuity that is the actuarial equivalent of the vested termination benefit calculated assuming commencement on the first day of the month coincident with or next following the participant's death. Optional forms of payment are available including a lump sum payment.

Schedule SB, Part V — Summary of Plan Provisions

Death after disability benefit	In the event a participant dies after disability termination but prior to commencement, the participant's beneficiary will receive the "pre-termination death benefit" calculated reflecting service through date of death and rate of compensation and covered compensation at date of disability.
Form of benefits	
▪ Normal form	10-year certain and life annuity
▪ Optional forms	Other actuarially equivalent annuity forms are available. These include a single life annuity and a qualified joint and 50% contingent annuity. Also available are 50%, 66-2/3%, 75% and 100% joint and survivor annuities (all available with or without a 10-year certain feature).
	Additionally, a lump sum is available.
▪ Optional form conversion factors	For annuity optional forms, the actuarial equivalence is based on UP-1984 Mortality Table and 7.50% interest.
	For lump sum optional form, the actuarial equivalence is based on mortality and interest as defined in IRC 417(e)(3).
Miscellaneous	
▪ Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2011, the limit is \$245,000.
▪ Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2011, the limit is \$195,000.

Plan provision changes since prior valuation

- Maximum compensation and maximum benefits were updated from 2010 to 2011.

NOBLE ENERGY, INC. RETIREMENT PLAN

EIN: 73-0785597 PN: 001

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

December 31, 2011

Identity of issue, borrower, lessor, or similar party	Description of investment	Cost	Current value
Money Market Fund			
Goldman Sachs Financial Square Federal Fund	Money market	\$ 819,040	\$ 819,040
Total Money Market Fund		819,040	819,040
Common Collective Trust Funds			
Artio International Equity Group Trust Fund	Common collective trust fund	16,700,000	11,640,353
CastleArk Investment Trust Fund	Common collective trust fund	16,866,000	16,838,058
GMO ERISA Pool	Common collective trust fund	16,276,002	12,750,972
Jennison Institutional US Small Cap Equity Fund	Common collective trust fund	10,241,974	11,607,242
Total Common Collective Trust Funds		60,083,976	52,836,625
Limited Partnership Fund			
LSV Emerging Markets Equity Fund	Limited partnership fund	6,291,284	5,859,955
Total Limited Partnership Fund		6,291,284	5,859,955
Mutual Funds			
ASTON/Montag & Caldwell Growth Fund	Mutual fund	17,104,770	16,055,340
Dodge & Cox Stock Fund	Mutual fund	38,522,635	31,309,650
Janus Perkins Mid Cap Value Fund - Class J	Mutual fund	10,519,770	9,781,366
PIMCO Investment Grade Corporate Fund	Mutual fund	32,671,188	31,227,888
PIMCO Long Credit Fund	Mutual fund	43,955,201	46,158,605
PRIMECAP Odyssey Growth Fund	Mutual fund	4,307,383	5,514,139
Vanguard Primecap Fund - Admiral Shares	Mutual fund	16,136,000	19,091,916
Total Mutual Funds		163,216,947	159,138,904
Total Investments			\$ 218,654,524

The information shown on this schedule has been summarized from information provided by the Trustee, which the Trustee has certified as complete and accurate.

See accompanying independent auditors' reports.

Schedule SB, Line 24 — Change in Actuarial Assumptions

Actuarial assumption changes since prior valuation

- Expense normal cost increased from \$393,187 to \$490,623 to reflect our expectations for the current plan year.
- The form of payment assumption for current vested deferred participants changed to assume 50% will elect a future lump sum and 50% will elect an annuity.
- The expected investment return was reduced to 7.25% for 2011 to better reflect anticipated future experience.