

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</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>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>11/02/1952</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>11/02/1952</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; include room or suite number (employer, if for a single-employer plan) <u>NOBLE ENERGY, INC.</u> <u>1001 NOBLE ENERGY WAY</u> <u>HOUSTON, TX 77070</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>73-0785597</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>281-872-3100</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>211110</u></td> </tr> <tr> <td colspan="2" style="height: 40px;"></td> </tr> </table>	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>			
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>10/08/2014</u>	<u>LEE ROBISON</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>09/26/2014</u>	<u>AMY JOLLEY</u>
	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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☒ Same as Plan Sponsor Address EMPLOYEE BENEFITS COMMITTEE		3b Administrator's EIN 73-0785597
		3c Administrator's telephone number 281-872-3100
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
5 Total number of participants at the beginning of the plan year	5	1082
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	496
b Retired or separated participants receiving benefits	6b	221
c Other retired or separated participants entitled to future benefits.....	6c	269
d Subtotal. Add lines 6a , 6b , and 6c	6d	986
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	35
f Total. Add lines 6d and 6e	6f	1021
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	1
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (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) ☐ <u>0</u> 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 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **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>2013</u>	
2 Assets:	
a Market value	2a <u>249127597</u>
b Actuarial value	2b <u>240179439</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>245</u> <u>56780671</u>
b For terminated vested participants.....	3b <u>293</u> <u>21967131</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>3670754</u>
(2) Vested benefits	3c(2) <u>97251074</u>
(3) Total active.....	3c(3) <u>551</u> <u>100921828</u>
d Total.....	3d <u>1089</u> <u>179669630</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>10153215</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>09/17/2014</u>
	Signature of actuary	Date
<u>KEVIN BILLS</u>	Type or print name of actuary	<u>14-07029</u>
		Most recent enrollment number
<u>MERCER</u>	Firm name	<u>713-276-2100</u>
		Telephone number (including area code)
<u>500 DALLAS STREET, SUITE 1500</u> <u>HOUSTON, TX 77002-4800</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) 2013
v. 130118

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)	69156353	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	1494901	0
9 Amount remaining (line 7 minus line 8)	67661452	0
10 Interest on line 9 using prior year's actual return of <u>15.83</u> %	10710808	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>5.58</u> % except as otherwise provided (see instructions)		
c Total available at beginning of current plan year to add to prefunding balance		0
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)	78372260	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	90.05 %
15 Adjusted funding target attainment percentage	15	133.67 %
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	120.58 %
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
04/15/2013	2882595	0			
			Totals ►	18(b)	2882595 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	2832546
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If line 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: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 61
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 subject to 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	10153215	
b Excess assets, if applicable, but not greater than line 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	10153215	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	7320669	0	7320669
36 Additional cash requirement (line 34 minus line 35).....	36	2832546	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	2832546	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
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 an election was made to use PRA 2010 funding relief for this plan:			
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
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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	Service Provider Information (see instructions)
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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	
FRANKLIN TEMPLETON INVESTMENTS	ONE FRANKLIN PARKWAY SAN METEO, CA 94403

(b) Enter name and EIN or address of person who provided you disclosure 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	
GRANDER PEAK GLOBAL ADVISOR	

90-0732232

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
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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	280453	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PIMCO

33-0629048

(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	222929	Yes ☒ No ☐	Yes ☒ No ☐	0	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	112334	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)

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	65403	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	52681	Yes ☐ No ☒	Yes ☐ No ☐		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	48955	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)

PRUDENTIAL TRUST CO.

23-6994310

(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	36719	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

MJLM, LLP

76-0488832

(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	19196	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
GRANTHAM, MAYO, VAN OTTERLOO & CO	28	0
(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.	
ERISA POOL 04-6566648	0.05% CUSTODY FEES	
(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

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

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:

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.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>NOBLE ENERGY, INC. RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE 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	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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>CASTLEARK INVESTMENT TRUST FUND</u>		
b Name of sponsor of entity listed in (a): <u>CASTLEARK MANAGEMENT LLC</u>		
c EIN-PN <u>20-3870408-000</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3520</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GMO ERISA POOL</u>		
b Name of sponsor of entity listed in (a): <u>GRANTHAM, MAYO, VAN OTTERLOO & CO.</u>		
c EIN-PN <u>04-6566648-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JENNISON U.S SMALL CAP EQUITY</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL TRUST CO.</u>		
c EIN-PN <u>23-6994310-046</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
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)**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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
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			
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) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	3375110	2629027
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	1782436	0
(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)	1210164	175016565
(2) U.S. Government securities	1c(2)	13832865	12333429
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)	13288212	9497572
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)	7208971	7190233
(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)	47014106	0
(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)	164455147	60563841
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	0	3520

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	252167011	267234187

Liabilities

g Benefit claims payable	1g	106430	327800
h Operating payables	1h	184443	74624
i Acquisition indebtedness	1i		
j Other liabilities	1j	3035706	2292071
k Total liabilities (add all amounts in lines 1g through 1j)	1k	3326579	2694495

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	248840432	264539692
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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)	2882595	
(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)		2882595
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)	70983	
(C) Corporate debt instruments	2b(1)(C)	553735	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	1155	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		625873
(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)	4375945	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		4375945
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	46196472	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	47213285	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-1016813
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-3170045	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-3170045

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		25044585
c Other income	2c		11101872
d Total income. Add all income amounts in column (b) and enter total	2d		39844012

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	23221155	
(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)		23221155
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)	299649	
(2) Contract administrator fees	2i(2)	112334	
(3) Investment advisory and management fees	2i(3)	426687	
(4) Other	2i(4)	84927	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		923597
j Total expenses. Add all expense amounts in column (b) and enter total	2j		24144752

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		15699260
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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.)

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.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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.)			
4c		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.)			
4d		X	
e Was this plan covered by a fidelity bond?	X		10000000
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	
4f		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	
4g		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	
4h		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		
4i	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		
4j	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	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m			
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: 0

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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☒ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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
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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>51</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)
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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
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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
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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.
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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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (a) through (c)

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

Stock: 63.0% Investment-Grade Debt: 30.0% High-Yield Debt: 0.0% Real Estate: 0.0% Other: 7.0%

- 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 line 19(b)?

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

NOBLE ENERGY, INC. RETIREMENT PLAN

Independent Auditors' Report

and Financial Statements

December 31, 2013 and 2012

NOBLE ENERGY, INC. RETIREMENT PLAN

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December 31, 2013 and 2012

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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, has been omitted because it is not applicable.



Independent Auditors' Report

To the Employee Benefits Committee of
Noble Energy, Inc. Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Noble Energy, Inc. Retirement Plan (the Plan), which comprise the Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012, and the related Statements of Changes in Net Assets Available for Benefits for the years then ended, and the related Notes to Financial Statements.

Plan Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles (US GAAP); this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with U.S. generally accepted auditing standards (US GAAS). Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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), Plan management instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 6, which was certified by BancFirst Trust and Investment Management, the trustee of the Plan (Trustee), except for comparing such information with the related information included in the financial statements. We have been informed by Plan management that the Trustee holds the Plan's investment assets and executes investment transactions. Plan management has obtained a certification from the Trustee as of December 31, 2013 and 2012 and for the years then ended, that the information provided to Plan management by the Trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Emphasis of Matter

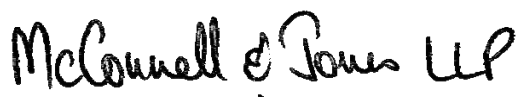
As discussed in Note 1 to the financial statements, the Executive Management Committee of Noble Energy, Inc. made a decision during the fourth quarter of 2013 to terminate the Plan effective December 31, 2013. As a result, in accordance with US GAAP, the Plan has changed its basis of accounting, from the on-going basis used in presenting the 2012 financial statements to the liquidation basis used in presenting the 2013 financial statements.

Other Matter

The supplementary information listed in the table of contents as of and for the year ended December 31, 2013 is required by DOL Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplementary information.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplementary information, other than that derived from the information certified by the Trustee, have been audited by us in accordance with US GAAS and, in our opinion, is presented in compliance with DOL Rules and Regulations for Reporting and Disclosure under ERISA.



Houston, Texas
September 24, 2014

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

	December 31,	
	2013	2012
	(Liquidation Basis)	(On-Going Plan Basis)
Assets		
Cash	\$ 2,629,027	\$ 3,375,110
Investments, at fair value (Notes 5 and 6)		
Money market fund	175,016,565	1,210,164
Mutual funds	60,563,841	164,455,147
Common collective trust funds	3,520	47,014,106
Limited partnership fund	7,190,233	7,208,971
Government securities	12,333,429	13,832,865
Corporate bonds	9,497,572	13,288,212
Total Investments	264,605,160	247,009,465
Receivables		
Employer contribution receivable	—	1,782,436
Total Receivables	—	1,782,436
Total Assets	267,234,187	252,167,011
Liabilities		
Administrative expenses payable	74,624	184,443
Due to broker for securities purchased	2,292,071	3,035,706
Total Liabilities	2,366,695	3,220,149
Net Assets Available for Benefits	\$ 264,867,492	\$ 248,946,862

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,	
	2013	2012
	(Liquidation Basis)	(On-Going Plan Basis)
Additions to Net Assets		
Employer contributions	\$ 2,882,595	\$ 10,377,340
Investment Income		
Net appreciation in fair value of investments (Note 6)	31,952,265	25,286,511
Dividends and interest	5,009,152	9,380,080
Net Investment Income	36,961,417	34,666,591
Deductions from Net Assets		
Benefits paid to participants	22,999,785	17,482,492
Administrative expenses	923,597	968,893
Total Deductions	23,923,382	18,451,385
Net Increase in Net Assets Available for Benefits	15,920,630	26,592,546
Net Assets Available for Benefits		
Beginning of year	248,946,862	222,354,316
End of year	\$ 264,867,492	\$ 248,946,862

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, 2013 and 2012

Note 1 – Plan Termination

During the fourth quarter of 2013, the Company notified the Plan participants, the IRS, and other regulatory agencies about its decision to terminate the Plan following the issuance of a favorable determination letter by the IRS and the expiration of the time period for issuance of notice of non-compliance by the Pension Benefit Guaranty Corporation (PBGC) in accordance with section 4041(b)(2)(c) of ERISA. As of December 31, 2013, the Plan had not received a favorable determination letter from the IRS.

Also, during the fourth quarter of 2013, the Company notified the Plan participants that, effective December 31, 2013, the Plan's benefit accruals would cease and the Plan would be frozen. In addition, certain plan amendments were adopted related to final average earnings, age 55 subsidies and a lump sum rate change related to this notification. The Plan participants will continue to receive benefits until the Trust is liquidated, primarily through lump-sum payments to participants or the payment of annuities. The liquidation process is anticipated to be completed during the first half of 2015.

Note 2 – 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. See Note 9. Party-In-Interest Transactions.

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

NOBLE ENERGY, INC. RETIREMENT PLAN

Notes to Financial Statements

For the Years Ended December 31, 2013 and 2012

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.

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 2013 or 2012. The Company made a contribution in the amount of \$2,882,595 for 2013 and \$10,377,340 for 2012. Employee contributions are not allowed.

Note 3 – Summary of Significant Accounting Policies

Basis of Presentation

The 2012 financial statements have been prepared on the on-going basis and the 2013 financial statements have been prepared on the liquidation basis of accounting in conformity with U.S. generally accepted accounting principles (US GAAP). However, the actuarial present value of accumulated plan benefits as of January 1, 2013 and the change in actuarial present value of accumulated plan benefits for the year ended December 31, 2012 have been prepared on the accrual basis since termination was not effective as of the actuarial valuation date.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires Plan management to make estimates and assumptions relating to the reported amounts of assets and liabilities and changes therein, disclosure of

NOBLE ENERGY, INC. RETIREMENT PLAN

Notes to Financial Statements

For the Years Ended December 31, 2013 and 2012

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.

Valuation of Investments and Income Recognition

All investments are stated at fair value. See Note 5. Fair Value Measurements. Purchases and sales of investments are recorded on a trade date basis. Net appreciation in fair value of investments includes realized gains and losses on investments sold during the year as well as net appreciation 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, 2014, which is the date that the financial statements were available to be issued.

Note 4 – 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, 2013. Had the valuation been performed as of December 31, 2012, there would be no material differences.

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

NOBLE ENERGY, INC. RETIREMENT PLAN

Notes to Financial Statements

For the Years Ended December 31, 2013 and 2012

Interest rate	6.50% (2013) 6.50% (2012)
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 42 to 70

These actuarial assumptions are based on the presumption that the Plan will continue. As a result of the decision by the Company to terminate the Plan in 2013 (as discussed in Note 1 to the Financial Statements) different actuarial assumptions and other factors are applicable in determining the actuarial present value of accumulated plan benefits. The estimated Plan obligations, on a liquidation basis are \$289,300,000.

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

	January 1, 2013
Vested benefits	
Participants currently receiving payments	\$ 55,392,443
Other participants	145,349,955
Total vested benefits	200,742,398
Nonvested benefits	2,089,739
Total actuarial present value of accumulated plan benefits	\$ 202,832,137

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

	Year Ended January 1, 2013
Actuarial present value of accumulated plan benefits at beginning of year	\$ 184,607,569
Increase (decrease) during the year attributable to:	
Benefits accumulated	13,461,139
Interest due to the decrease in the discount period	11,383,926
Benefits paid	(17,483,522)
Change in actuarial assumptions	10,863,025
Net increase	18,224,568
Actuarial present value of accumulated plan benefits at end of year	\$ 202,832,137

NOBLE ENERGY, INC. RETIREMENT PLAN

Notes to Financial Statements

For the Years Ended December 31, 2013 and 2012

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

- The lump sum interest rate assumption was updated to the November 2012 spot segment rates of 0.97%, 3.50% and 4.60% from the November 2011 rates.

Note 5 – 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, 2013 and 2012. The following methods and assumptions were used to estimate the fair values:

Money Market Fund Investment in federal money market funds consists 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 As of December 31, 2013, investments in mutual funds consist of fixed income instruments. As of December 31, 2012, investments in mutual funds consisted of both 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.

Common Collective Trust Funds During 2013, the majority of the balance in this investment account was re-allocated to money market funds. As of December 31, 2012, investments in common collective trust funds consisted of common stock investments in both US and non-US equity markets. Portfolios were diversified by market capitalization and investment style as well as economic sector and industry. The investments in the non-US equity markets were used to further enhance the Plan's overall equity diversification which was 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 used the practical expedient election for the fair value of these investments as the investments were valued at the net asset value of shares held by the Plan at year end. All of the investments in Common Collective Trust Funds represented exchange-traded securities with readily observable prices.

Corporate Bonds Investments valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings.

NOBLE ENERGY, INC. RETIREMENT PLAN

Notes to Financial Statements

For the Years Ended December 31, 2013 and 2012

U.S. Government Securities Investments valued using pricing models maximizing the use of inputs for similar securities.

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.

NOBLE ENERGY, INC. RETIREMENT PLAN

Notes to Financial Statements

For the Years Ended December 31, 2013 and 2012

Fair value information for investments that are measured at fair value on a recurring basis is as follows at December 31, 2013 and 2012:

	Fair Value Measurements Using			
	Quoted Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value Measurement
December 31, 2013				
Money market fund	\$ 175,016,565	\$ —	\$ —	\$ 175,016,565
Common collective trust funds				
Large Cap Funds	—	3,520	—	3,520
Limited partnership fund				
Emerging Markets Fund	—	7,190,233	—	7,190,233
Debt securities				
Government Securities	—	12,333,429	—	12,333,429
Corporate Bonds	—	9,497,572	—	9,497,572
Mutual funds				
Fixed Income Funds	60,563,841	—	—	60,563,841
Total investments, at fair value	\$ 235,580,406	\$ 29,024,754	\$ —	\$ 264,605,160
December 31, 2012				
Money market fund	\$ 1,210,164	\$ —	\$ —	\$ 1,210,164
Common collective trust funds				
Large Cap Funds	—	19,154,142	—	19,154,142
Small Cap Funds	—	13,111,806	—	13,111,806
International Funds	—	14,748,158	—	14,748,158
Limited partnership fund				
Emerging Markets Fund	—	7,208,971	—	7,208,971
Debt securities				
Government Securities	—	13,832,865	—	13,832,865
Corporate Bonds	—	13,288,212	—	13,288,212
Mutual Funds				
Large Cap Funds	86,005,757	—	—	86,005,757
Mid Cap Funds	10,589,759	—	—	10,589,759
Blended Funds	6,229,186	—	—	6,229,186
Fixed Income Funds	61,630,445	—	—	61,630,445
Total investments, at fair value	\$ 165,665,311	\$ 81,344,154	\$ —	\$ 247,009,465

NOBLE ENERGY, INC. RETIREMENT PLAN

Notes to Financial Statements

For the Years Ended December 31, 2013 and 2012

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, 2013 and 2012:

	December 31, 2013		December 31, 2012	
	Common Collective Trust Funds	Limited Partnership Fund	Common Collective Trust Funds	Limited Partnership Fund
Fair Value	\$3,520	\$7,190,233	\$47,014,106	\$7,208,971
Unfunded Commitments	None	None	None	None
Redemption Frequency	Daily to Monthly	Monthly	Daily to Monthly	Monthly
Redemption Notice Period	1 to 10 days	10 days	1 to 10 days	10 days

Note 6 – 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,	
	2013	2012
Goldman Sachs Financial Square Federal Fund	\$ 175,016,565	\$ —
ASTON/Montag & Caldwell Growth Fund	—	16,268,655
Castle Ark Investment Trust Fund	—	19,154,142
Dodge & Cox Stock Fund	—	35,887,191
GMO ERISA Pool	—	14,748,158
Jennison Institutional US Small Cap Equity Fund	—	13,111,806
PIMCO Long Duration Corporate Bond Portfolio	60,456,464	61,623,577
RS International Growth Fund - Class Y	—	13,808,581
Vanguard Primecap – Admiral Fund	—	20,041,330
Other investments less than 5% individually	29,132,131	52,366,025
Total investments, at fair value	\$ 264,605,160	\$ 247,009,465

The total value of interest and dividends earned by the Plan and certified by the Trustee as of December 31, 2013 and 2012 was \$5,009,152 and \$9,380,080 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,	
	2013	2012
Common collective trust funds	\$ 11,085,643	\$ 7,070,840
Limited partnership fund	(18,738)	1,349,016
Debt securities	(4,168,121)	878,190
Mutual funds	25,053,481	15,988,465
Net appreciation in fair value	\$ 31,952,265	\$ 25,286,511

NOBLE ENERGY, INC. RETIREMENT PLAN

Notes to Financial Statements

For the Years Ended December 31, 2013 and 2012

Note 7 – 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 December 3, 2013.

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, 2013, 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 2010.

Note 8 – 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.

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.

Note 9 – Party-In-Interest Transactions

The Plan has arrangements with service providers. Fees paid by the Plan to the Trustee and audit fees are included in administrative expenses. These transactions are qualified as party in interest transactions, however, they are exempt from the prohibited transaction rules under ERISA.

Note 10 – Reconciliation to Form 5500

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

	December 31,	
	2013	2012
Net assets available for benefits per the financial statements	\$ 264,867,492	\$ 248,946,862
Less: Amounts allocated to withdrawing participants	(327,800)	(106,430)
Net assets per the Form 5500	\$ 264,539,692	\$ 248,840,432

NOBLE ENERGY, INC. RETIREMENT PLAN

Notes to Financial Statements

For the Years Ended December 31, 2013 and 2012

The following is a reconciliation of benefits paid to participants per the financial statements to the total benefit payments per the Form 5500:

		Years Ended December 31,	
		2013	2012
Benefits paid to participants per the financial statements	\$	22,999,785	\$ 17,482,492
Add: Amounts allocated to withdrawing participants at December 31, 2013 and 2012		327,800	106,430
Less: Amounts allocated to withdrawing participants at December 31, 2013 and 2012		(106,430)	(175,759)
Total benefit payments per the Form 5500	\$	23,221,155	\$ 17,413,163

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, 2013

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	\$ 175,016,56	\$ 175,016,565
Total Money Market Fund		175,016,565	175,016,565
Common Collective Trust Funds			
CastleArk Investment Trust Fund	Common collective trust fund	3,520	3,520
Total Common Collective Trust Funds		3,520	3,520
Limited Partnership Fund			
LSV Emerging Markets Equity Fund	Limited partnership fund	6,291,284	7,190,233
Total Limited Partnership Fund		6,291,284	7,190,233
Mutual Funds			
PIMCO Short Term Floating NAV Portfolio II	Mutual fund	107,387	107,377
PIMCO Long Duration Corporate Bond Portfolio	Mutual fund	65,635,769	60,456,464
Total Mutual Funds		65,743,156	60,563,841
Debt Securities			
U.S. Treasury Notes 2.5%, due 08 /15/2023	Government Security	600,505	585,789
U.S. Treasury Notes 2.75%, due 11 /15/2023	Government Security	1,294,324	1,271,764
U.S. Treasury BD Strip Princ ,due 05/15/2042	Government Security	11,382,308	8,940,410
U.S. Treasury BD Strip Princ ,due 11/15/2042	Government Security	1,311,738	1,005,838
U.S. Treasury Bonds 3.625%, due 08/15/2043	Government Security	192,819	188,876
Port Authority NY&NJ 4.458%, due 10/01/2062-2053	Government Security	400,000	340,752
SLMA - Sallie Mae 4.625%, due 09/25/2017	Corporate Bond	494,465	519,010
Baidu Inc.- Spon Adr DTD 3.25% due 08/06/2018	Corporate Bond	500,135	505,400
Goldman Sachs GP GS 7.5%, due 02/15/2019	Corporate Bond	560,510	608,985
SLMA - Sallie Mae 7.25%, due 01/25/2022	Corporate Bond	258,438	264,375
Symantec Corp 3.95%, due 06/15/2022	Corporate Bond	396,800	388,072
Banco do Brasil 3.875%, due 10/10/2022	Corporate Bond	692,846	609,000
RPM International Inc 3.45%, due 11/15/2022	Corporate Bond	499,355	456,590
Barclays Bank PLC DTD 7.625%, due 11/21/2022	Corporate Bond	807,000	852,000
Goldcorp Inc DTD 3.7%, due 03/15/2023	Corporate Bond	596,586	536,616

Schedule 1

NOBLE ENERGY, INC. RETIREMENT PLAN

EIN: 73-0785597 PN: 001

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

December 31, 2013

Identity of issue, borrower, lessor, or similar party	Description of investment	Cost	Current value
Constellation Brands Inc CL A DTD 4.25%, due 05/01/2023	Corporate Bond	368,250	373,000
HCA Inc 4.75%, due 5/1/2023	Corporate Bond	200,000	188,000
Prologis LP DTD 4.25%, due 08/15/2023	Corporate Bond	199,484	197,572
US Airways 2012-1A PTT 5.9%, due 10/01/2024	Corporate Bond	393,310	418,763
Firstenergy Corp DTD 7.375%, due 11/15/2031	Corporate Bond	403,420	434,632
Time Warner Ent DTD 8.375%, due 07/15/2033	Corporate Bond	108,131	108,948
Time Warner Cable Dtd 6.55%, due 05/01/2037	Corporate Bond	285,237	277,605
Comcast Corp 6.95%, due 08/15/2037	Corporate Bond	504,152	491,720
Altria Group Inc 10.2%, due 02/06/2039	Corporate Bond	56,927	51,487
Metlife Inc DTD 10.75%, due 08/01/2039	Corporate Bond	152,000	147,500
Time Warner Cable Dtd 5.875%, due 11/15/2040	Corporate Bond	88,125	86,505
Newmont Mining Corp 4.875%, due 03/15/2042	Corporate Bond	585,240	444,264
ADT Corporation DTD 4.875%, due 07/15/2042	Corporate Bond	73,297	75,250
Altria Group Inc 4.25%, due 08/09/2042	Corporate Bond	225,939	235,544
Domtar Corp 6.25%, due 9/1/2042	Corporate Bond	199,162	191,644
Oneok Partners LP DTD 6.2%, due 09/15/2043	Corporate Bond	199,134	215,882
Wells Fargo & Co DTD 10/28/2013	Corporate Bond	797,632	819,208
Total Debt Securities		24,827,269	21,831,001
Total Investments			<u>\$ 264,605,160</u>

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

NOBLE ENERGY, INC. RETIREMENT PLAN

EIN: 73-0785597 PN: 001

Schedule H, line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2013

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	\$ 225,324,279	N/A	\$ 225,324,279	\$ —
Goldman Sachs Financial Square Federal Fund	Sales	N/A	\$ 51,517,878	\$ 51,517,878	\$ —
Aston Tamro Montag & Caldwell	Sales	N/A	\$ 20,198,697	\$ 16,268,655	\$ 3,930,042
Dodge & Cox Stock Fund	Sales	N/A	\$ 48,074,673	\$ 36,353,794	\$ 11,720,879
Single transactions					
Goldman Sachs Financial Square Federal Fund	Purchase	N/A	\$ 16,563,159	\$ 16,563,159	\$ —
Goldman Sachs Financial Square Federal Fund	Purchase	N/A	\$ 24,020,207	\$ 24,020,207	\$ —
RS International Growth Fund Class Y	Sale	N/A	\$ 14,995,017	\$ 13,008,936	\$ 1,986,081
GMO Erisa Pool	Sale	N/A	\$ 15,949,299	\$ 16,276,002	\$ (326,703)
Aston Tamro Montag & Caldwell	Sale	N/A	\$ 19,198,697	\$ 15,664,850	\$ 3,533,847
Dodge & Cox Stock Fund	Sale	N/A	\$ 41,074,673	\$ 31,336,369	\$ 9,738,303
Janus Perkins Mid Cap Value Fund Class J	Sale	N/A	\$ 13,115,620	\$ 10,771,393	\$ 2,344,227
Vanguard Primecap Fund Admiral	Sale	N/A	\$ 24,727,093	\$ 13,636,904	\$ 11,090,189
Jenninson Institutional US Small Cap	Sale	N/A	\$ 16,563,159	\$ 9,688,803	\$ 6,874,356
Castle Ark Investment Trust Series	Sale	N/A	\$ 24,020,207	\$ 16,449,255	\$ 7,570,952

(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.

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											
25–29			7								7
30–34			28	4							32
35–39			23	7	1						31
40–44	1	1	32	12	11	7					64
45–49		1	37	7	19	15	3				82
50–54		1	45	18	13	15	13	1			106
55–59		1	60	25	26	10	3	7	1		133
60–64			40	10	15	2	1	3	1		72
65–69		1	5	10	2		1	2			21
70 & up			2	1							3
Total	1	5	279	94	87	49	21	13	2		551

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

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

Discount rate sponsor elections		
• Segment rates or full yield curve	Segment	
• Look-back months	4	
	<u>Stabilized</u>	<u>Nonstabilized</u>
• First 5 years	4.94%	1.75%
• Next 15 years	6.15%	4.62%
• Over 20 years	6.76%	5.72%
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 ¹	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	Age-based table in 5-year intervals. See table of sample rates.	
• Flat-dollar benefit increases	Not applicable	
• Social Security wage base	3.25% per year	
• Inflation	2.50% per year	
• Expected investment return	7.25% for 2011; 6.50% for 2012 through 2013	
• Expenses	\$526,705 added to current year normal cost	
• Overtime	15% of base pay for participants who received overtime pay during the prior year.	
• Future bonus	100% of target	
• Assumed cost-of-living adjustments	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.	

¹ Used for participants eligible for Social Security disability - all others use the healthy participant mortality assumption. Assume 100% of disabled participants are eligible for Social Security disability.

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

- Withdrawal 10% per year prior to age 45, with an age-based assumption post-45. See table of sample rates.
- Disability incidence 80% of 1985 Disability Study Class 1 unisex rates. See table of sample rates.
- Retirement age

	Percentage	
	Age-based retirement rates	
	<20 years credited service	>=20 years credited service
Attained age		
Under 42	N/A	0%
42	N/A	2.5%
43	N/A	5.0%
44-49	N/A	7.5%
50-51	N/A	10.0%
52-54	N/A	15.0%
55	14.0%	15.0%
56	3.0%	15.0%
57	7.0%	15.0%
58	10.0%	15.0%
59	3.0%	20.0%
60	3.0%	25.0%
61	5.0%	20.0%
62	4.0%	25.0%
63	12.0%	25.0%
64-65	15.0%	25.0%
66-69	15.0%	30.0%
70 and above	100%	100%

• Benefit commencement age for		
— Future vested deferred	60	
— Current vested deferred	60	
• Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>
— Percentage married ²	100%	100%
— Spouse age difference	2 years younger	2 years older

² Assume 100% since non-spouse beneficiaries receive survivor benefits.

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

Form of payment	<u>Lump sum</u>	<u>3-yr C&L</u>	<u>80% J&S w/ 5-yr cert</u>	<u>10-yr C&L</u>	<u>50% J&S</u>
• 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				

Table of Sample Rates

Attained age	Percentage		
	Withdrawal	Disability incidence	Salary increases
20	10.00%	0.0240%	13.00%
25	10.00%	0.0344%	8.75%
30	10.00%	0.0512%	8.75%
35	10.00%	0.0784%	7.25%
40	10.00%	0.1264%	7.00%
45	10.00%	0.2072%	6.25%
50	7.50%	0.3584%	5.75%
55	7.00%	0.6760%	5.00%
60	6.00%	0.9632%	4.50%
65	5.00%	1.2320%	4.00%
70	5.00%	0.0000%	4.00%
75	5.00%	0.0000%	4.00%

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% and no less than 90% 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.
- 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.

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

- 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.

NOBLE ENERGY, INC. RETIREMENT PLAN

EIN: 73-0785597 PN: 001

Schedule H, line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2013

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	\$ 225,324,279	N/A	\$ 225,324,279	\$ —
Goldman Sachs Financial Square Federal Fund	Sales	N/A	\$ 51,517,878	\$ 51,517,878	\$ —
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Single transactions					
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Goldman Sachs Financial Square Federal Fund	Purchase	N/A	\$ 24,020,207	\$ 24,020,207	\$ —
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GMO Erisa Pool	Sale	N/A	\$ 15,949,299	\$ 16,276,002	\$ (326,703)
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Castle Ark Investment Trust Series	Sale	N/A	\$ 24,020,207	\$ 16,449,255	\$ 7,570,952

(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.

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	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 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

► **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>2013</u>			
2 Assets:			
a Market value	2a	249,127,597	
b Actuarial value	2b	240,179,439	
3 Funding target/participant count breakdown:			
	(1) Number of participants	(2) Funding Target	
a For retired participants and beneficiaries receiving payment	3a	245	56,780,671
b For terminated vested participants	3b	293	21,967,131
c For active participants:			
(1) Non-vested benefits	3c(1)		3,670,754
(2) Vested benefits	3c(2)		97,251,074
(3) Total active	3c(3)	551	100,921,828
d Total	3d	1,089	179,669,630
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	10,153,215	

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> Signature of actuary	<div style="font-size: 1.5em; font-family: cursive;">9/10/2014</div> Date
	KEVIN BILLS Type or print name of actuary	14-07029 Most recent enrollment number
	MERCER Firm name	(713) 276-2100 Telephone number (including area code)
	500 DALLAS STREET, SUITE 1500 HOUSTON TX 77002-4800 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) 2013
v. 130118

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)	69,156,353	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	1,494,901	0
9	Amount remaining (line 7 minus line 8)	67,661,452	0
10	Interest on line 9 using prior year's actual return of <u>15.83</u> %	10,710,808	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		0
b	Interest on (a) using prior year's effective interest rate of <u>5.58</u> % except as otherwise provided (see instructions)		
c	Total available at beginning of current plan year to add to prefunding balance		0
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)	78,372,260	0

Part III Funding Percentages		14	15
14	Funding target attainment percentage	90.05 %	
15	Adjusted funding target attainment percentage	133.67 %	
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	120.58 %	
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage		%

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)
04/15/2013	2,882,595
Totals ▶	18(b) 2,882,595
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 2,832,546

20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If line 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
0	0
(3) 3rd	(4) 4th
0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 4.94 %	2nd segment: 6.15 %	3rd segment: 6.76 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 61
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 subject to 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	10,153,215
b Excess assets, if applicable, but not greater than line 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	10,153,215
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	7,320,669	0	7,320,669
36 Additional cash requirement (line 34 minus line 35)		36	2,832,546
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)		37	2,832,546
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	0
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 an election was made to use PRA 2010 funding relief for this plan:			
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, 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, 2013 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 service as of January 1, 2006.
• Pensionable earnings	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. Compensation deferred into the deferred compensation plan is excluded. Compensation is limited by the Internal Revenue Code Section 401(a)(17).
• Final average earnings	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.
• Monthly covered compensation	1/12 of the 35-year average of the Social Security wage base.

Schedule SB, Part V — Summary of Plan Provisions

• 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>
• Accrued deferred monthly retirement income	<p>The accrued deferred monthly retirement income is calculated as the greater of Formula A and Formula B below:</p> <p><u>Formula A</u> (i. + ii.):</p> <ul style="list-style-type: none"> 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) <p><u>Formula B</u> (i. x ii.):</p> <ul style="list-style-type: none"> 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 <p>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.</p>

Schedule SB, Part V — Summary of Plan Provisions

Normal retirement	
• Eligibility	Normal retirement date is the first day of the month nearest the date the employee attains age 65.
• Benefit	<p>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:</p> <p>A. <u>Formula A</u> (i. + ii.):</p> <ul style="list-style-type: none"> 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) <p>B. <u>Formula B</u>:</p> <p>2.00% of final average monthly compensation times credited service (maximum of 20 years)</p> <p>C. <u>Minimum Benefit</u>:</p> <p>For participants as of December 31, 1988 who had credited service accrued prior to January 1, 1989, the sum of i. and ii.:</p> <ul style="list-style-type: none"> 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.: <ul style="list-style-type: none"> 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 <p>D. Accrued benefit as of April 30, 1991.</p> <p>The normal retirement benefit is limited by Internal Revenue Code Section 415(b).</p>

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).

- 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	<p>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.</p> <p>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.</p> <p>For this purpose, the actuarial equivalence assumptions of 7.5% interest and the 1984 Unisex Pension Mortality Table are used.</p>
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 vested 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.

Schedule SB, Part V — Summary of Plan Provisions

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.
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 form	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 2013, the limit is \$255,000.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2013, the limit is \$205,000.

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated effective January 1, 2013 are included in this valuation.

Schedule SB, Part V — Summary of Plan Provisions

- **Most recent plan amendments included:** None.
- **Plan amendments excluded:** None. Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.
- **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.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **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.
- **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.
- **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 Provision Changes Since Prior Valuation

Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2012 to 2013.

NOBLE ENERGY, INC. RETIREMENT PLAN

EIN: 73-0785597 PN: 001

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

December 31, 2013

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	\$ 175,016,56	\$ 175,016,565
Total Money Market Fund		175,016,565	175,016,565
Common Collective Trust Funds			
CastleArk Investment Trust Fund	Common collective trust fund	3,520	3,520
Total Common Collective Trust Funds		3,520	3,520
Limited Partnership Fund			
LSV Emerging Markets Equity Fund	Limited partnership fund	6,291,284	7,190,233
Total Limited Partnership Fund		6,291,284	7,190,233
Mutual Funds			
PIMCO Short Term Floating NAV Portfolio II	Mutual fund	107,387	107,377
PIMCO Long Duration Corporate Bond Portfolio	Mutual fund	65,635,769	60,456,464
Total Mutual Funds		65,743,156	60,563,841
Debt Securities			
U.S. Treasury Notes 2.5%, due 08 /15/2023	Government Security	600,505	585,789
U.S. Treasury Notes 2.75%, due 11 /15/2023	Government Security	1,294,324	1,271,764
U.S. Treasury BD Strip Princ ,due 05/15/2042	Government Security	11,382,308	8,940,410
U.S. Treasury BD Strip Princ ,due 11/15/2042	Government Security	1,311,738	1,005,838
U.S. Treasury Bonds 3.625%, due 08/15/2043	Government Security	192,819	188,876
Port Authority NY&NJ 4.458%, due 10/01/2062-2053	Government Security	400,000	340,752
SLMA - Sallie Mae 4.625%, due 09/25/2017	Corporate Bond	494,465	519,010
Baidu Inc.- Spon Adr DTD 3.25% due 08/06/2018	Corporate Bond	500,135	505,400
Goldman Sachs GP GS 7.5%, due 02/15/2019	Corporate Bond	560,510	608,985
SLMA - Sallie Mae 7.25%, due 01/25/2022	Corporate Bond	258,438	264,375
Symantec Corp 3.95%, due 06/15/2022	Corporate Bond	396,800	388,072
Banco do Brasil 3.875%, due 10/10/2022	Corporate Bond	692,846	609,000
RPM International Inc 3.45%, due 11/15/2022	Corporate Bond	499,355	456,590
Barclays Bank PLC DTD 7.625%, due 11/21/2022	Corporate Bond	807,000	852,000
Goldcorp Inc DTD 3.7%, due 03/15/2023	Corporate Bond	596,586	536,616

Schedule 1

NOBLE ENERGY, INC. RETIREMENT PLAN

EIN: 73-0785597 PN: 001

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

December 31, 2013

Identity of issue, borrower, lessor, or similar party	Description of investment	Cost	Current value
Constellation Brands Inc CL A DTD 4.25%, due 05/01/2023	Corporate Bond	368,250	373,000
HCA Inc 4.75%, due 5/1/2023	Corporate Bond	200,000	188,000
Prologis LP DTD 4.25%, due 08/15/2023	Corporate Bond	199,484	197,572
US Airways 2012-1A PTT 5.9%, due 10/01/2024	Corporate Bond	393,310	418,763
Firstenergy Corp DTD 7.375%, due 11/15/2031	Corporate Bond	403,420	434,632
Time Warner Ent DTD 8.375%, due 07/15/2033	Corporate Bond	108,131	108,948
Time Warner Cable Dtd 6.55%, due 05/01/2037	Corporate Bond	285,237	277,605
Comcast Corp 6.95%, due 08/15/2037	Corporate Bond	504,152	491,720
Altria Group Inc 10.2%, due 02/06/2039	Corporate Bond	56,927	51,487
Metlife Inc DTD 10.75%, due 08/01/2039	Corporate Bond	152,000	147,500
Time Warner Cable Dtd 5.875%, due 11/15/2040	Corporate Bond	88,125	86,505
Newmont Mining Corp 4.875%, due 03/15/2042	Corporate Bond	585,240	444,264
ADT Corporation DTD 4.875%, due 07/15/2042	Corporate Bond	73,297	75,250
Altria Group Inc 4.25%, due 08/09/2042	Corporate Bond	225,939	235,544
Domtar Corp 6.25%, due 9/1/2042	Corporate Bond	199,162	191,644
Oneok Partners LP DTD 6.2%, due 09/15/2043	Corporate Bond	199,134	215,882
Wells Fargo & Co DTD 10/28/2013	Corporate Bond	797,632	819,208
Total Debt Securities		24,827,269	21,831,001
Total Investments			\$ 264,605,160

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

Schedule SB, Line 24 — Change in Actuarial Assumptions

- The expense component of normal cost increased from \$357,033 to \$526,705 to reflect our expectations for the current plan year.