

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 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>07/31/2016</u>			
A	This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)	
	☒ a single-employer plan ☐ a DFE (specify) ____		
B	This return/report is:	☐ the first return/report ☐ an amended return/report	☒ the final 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 ☐ special extension (enter description)	☐ automatic extension ☐ the DFVC program

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>NOBLE ENERGY, INC. RETIREMENT PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>001</u>
		1c	Effective date of plan <u>11/02/1952</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>NOBLE ENERGY, INC. 401(K) PLAN</u> <u>1001 NOBLE ENERGY WAY</u> <u>HOUSTON, TX 77070</u>	2b	Employer Identification Number (EIN) <u>73-0785597</u>
		2c	Plan 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	Filed with authorized/valid electronic signature.	02/27/2017	MITCH MCCRAW
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2016)
v. 160205

3a Plan administrator's name and address ☐ Same as Plan Sponsor EMPLOYEE BENEFIT COMMITTEE NOBLE ENERGY, INC. 1001 NOBLE ENERGY WAY HOUSTON, TX 77070	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 0
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).	
a(1) Total number of active participants at the beginning of the plan year.....	6a(1) 0
a(2) Total number of active participants at the end of the plan year	6a(2) 0
b Retired or separated participants receiving benefits.....	6b 0
c Other retired or separated participants entitled to future benefits	6c 0
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 0
f Total. Add lines 6d and 6e	6f 0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 3l	
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)	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	(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	b General Schedules
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) ☐ A (Insurance Information)
	(4) ☒ C (Service Provider Information)
	(5) ☐ D (DFE/Participating Plan Information)
	(6) ☐ G (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="text-align: center; font-size: 1.2em;">2016</div> This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 07/31/2016

A Name of plan NOBLE ENERGY, INC. RETIREMENT PLAN	<table style="width: 100%;"> <tr> <td style="width: 80%;">B Three-digit plan number (PN) ►</td> <td style="width: 20%; text-align: center; color: blue;">001</td> </tr> <tr> <td colspan="2" style="height: 20px;"></td> </tr> </table>	B Three-digit plan number (PN) ►	001		
B Three-digit plan number (PN) ►	001				
C Plan sponsor's name as shown on line 2a of Form 5500 NOBLE ENERGY, INC. 401(K) PLAN	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

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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)

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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	8300	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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)

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name:	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 H (Form 5500) <small>Internal Revenue Service</small> <hr/> <small>Department of Labor</small> <small>Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 07/31/2016		
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. 401(K) PLAN	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	0	116394
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(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)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(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)		
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:		
(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	0 116394
Liabilities			
g	Benefit claims payable	1g	0 116394
h	Operating payables	1h	
i	Acquisition indebtedness	1i	
j	Other liabilities	1j	
k	Total liabilities (add all amounts in lines 1g through 1j)	1k	0 116394
Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	0 0

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.

		(a) Amount	(b) Total
a	Contributions:		
(1)	Received or receivable in cash from: (A) Employers	2a(1)(A)	
	(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)	
b	Earnings on investments:		
(1)	Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	130
	(B) U.S. Government securities	2b(1)(B)	
	(C) Corporate debt instruments	2b(1)(C)	
	(D) Loans (other than to participants)	2b(1)(D)	
	(E) Participant loans	2b(1)(E)	
	(F) Other	2b(1)(F)	
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	130
(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)	
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	
(3)	Rents	2b(3)	
(4)	Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)	
(5)	Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	
	(B) Other	2b(5)(B)	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)	

		(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)		
c Other income.....	2c		141972
d Total income. Add all income amounts in column (b) and enter total.....	2d		142102

Expenses**e** Benefit payment and payments to provide benefits:

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	18208	
(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)		18208
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)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other	2i(4)	123894	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		123894
j Total expenses. Add all expense amounts in column (b) and enter total	2j		142102

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		0
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: **WEAVER AND TIDWELL, LLP**

(2) EIN: **75-0786316**

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?	4e	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?	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?	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?	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.)	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.)	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?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
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			
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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: 115594

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
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

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 sections 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 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 07/31/2016

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. 401(K) PLAN</u>	D Employer Identification Number (EIN) <u>73-0785597</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	
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	

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

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

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

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

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

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: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%	
	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): _____	

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .	

NOBLE ENERGY, INC. RETIREMENT PLAN

FINANCIAL REPORT

DECEMBER 31, 2015 AND JULY 31, 2016

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All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted, because of the absence of the conditions under which they would apply.

INDEPENDENT AUDITOR'S REPORT

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

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 (liquidation basis) as of July 31, 2016 and December 31, 2015, and the related statements of changes in net assets available for benefits (liquidation basis) for the period ended July 31, 2016 and the year ended December 31, 2015 and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America (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 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of July 31, 2016 and December 31, 2015 and for the year ended December 31, 2015, that the information provided to the plan administrator by the trustee/custodian is complete and accurate.

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

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.

Other Matter

The supplementary information listed in the table of contents as of December 31, 2015 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 the 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, has been audited by us in accordance with US GAAS and, in our opinion, is presented in compliance with the DOL Rules and Regulations for Reporting and Disclosure under ERISA.

Weaver and Tidwell, L.L.P.

WEAVER AND TIDWELL, L.L.P.

Houston, Texas
December 20, 2016

NOBLE ENERGY, INC. RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
(LIQUIDATION BASIS)
JULY 31, 2016 AND DECEMBER 31, 2015

	<u>July 31, 2016</u>	<u>December 31, 2015</u>
ASSETS		
Cash	\$ 116,394	\$ -
LIABILITIES		
Payable to Noble Energy, Inc.	<u>116,394</u>	<u>-</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>

The Notes to Financial Statements are
an integral part of these statements.

NOBLE ENERGY, INC. RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
(LIQUIDATION BASIS)
PERIOD ENDED JULY 31, 2016 AND YEAR ENDED DECEMBER 31, 2015

	Period Ended July 31, 2016	Year Ended December 31, 2015
ADDITIONS		
Investment income		
Net depreciation in fair value of investments	\$ -	\$ (1,741,379)
Interest and dividends	130	3,131,096
	<u>130</u>	<u>3,131,096</u>
Net investment income	130	1,389,717
Other income	<u>141,972</u>	<u>-</u>
Total additions	142,102	1,389,717
DEDUCTIONS		
Benefits paid directly to participants	18,208	292,746,361
Other distribution to Noble Energy, Inc.	116,394	-
Administrative expenses	<u>7,500</u>	<u>663,843</u>
Total deductions	<u>142,102</u>	<u>293,410,204</u>
Net increase (decrease)	-	(292,020,487)
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year	<u>-</u>	<u>292,020,487</u>
NET ASSETS AVAILABLE FOR BENEFITS, end of year	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>

The Notes to Financial Statements are
an integral part of these statements.

NOBLE ENERGY, INC. RETIREMENT PLAN NOTES TO FINANCIAL STATEMENTS

NOTE 1. DESCRIPTION OF THE PLAN

The following description of the Noble Energy, Inc. Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan document, as amended, for a more complete description of the Plan's provisions, which is available from Plan management.

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).

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 8 Related-Party Transactions and 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 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 for 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 services. For the portion of benefit earned April 30, 2006, full retirement benefits are provided on or after attaining age 65. The amount of retirement benefit depends upon an employee's final average monthly compensation and the number of years of credited service. Final average monthly compensation is defined in the Plan as the participant's average monthly rate of compensation from the employer for the 60 successive calendar months which give the highest average monthly rate of compensation for the participant. Participants become 100% vested in the Plan after completing five years of service. Participants terminating before five years of service will not receive a benefit.

NOBLE ENERGY, INC. RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1. DESCRIPTION OF THE PLAN – CONTINUED

Pension Benefits – Continued

The Plan permits early retirement upon the attainment age of 55 and completion of five years of service for benefits earned after April 30, 2006. The Plan provides an early retirement for benefits earned prior to May 1, 2006, upon the attainment age of 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 amount 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 2016 or 2015. Employee contributions are not allowed.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan have been prepared on the liquidation basis of accounting in conformity with accounting principles generally accepted in the United States of America (US GAAP). The actuarial present value of accumulated plan benefits as of December 31, 2015 and the change in actuarial present value of accumulated plan benefits for the year ended December 31, 2015, have been prepared on the liquidation basis as well.

**NOBLE ENERGY, INC. RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded at the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

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

NOBLE ENERGY, INC. RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

New Accounting Pronouncements/Accounting Changes

In July 2015, FASB issued ASU No. 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient*. Part I eliminates the requirements to measure the fair value of fully benefit-responsive investment contracts and provide certain disclosures. Contract value is the only required measure for fully benefit-responsive investment contracts. Part II eliminates the requirements to disclose individual investments that represent 5 percent or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investment by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. Part III is not applicable to the Plan. The ASU is effective for fiscal years beginning after December 15, 2015, with early adoption permitted. Parts I and II are to be applied retrospectively. Part III is to be applied prospectively. Management has elected to adopt Parts I and II early. The Plan's early adoption of this guidance in 2015 was applied retrospectively and did not have a material impact on its financial statements.

Plan Management's Review of Subsequent Events

The Plan has evaluated subsequent events through December 20, 2016, the date the financial statements were available to be issued.

NOTE 3. 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 February 25, 2015, the Plan has received a favorable determination letter from the IRS.

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 subsidiaries and a lump sum rate change related to this notification. The Plan participants continued to receive benefits until the Trust was liquidated, primarily through lump-sum payments to participants or the payment of annuities.

**NOBLE ENERGY, INC. RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 3. PLAN TERMINATION – CONTINUED

The majority of the liquidation process was completed in August 2015, in which an aggregate of approximately \$41 million was rolled into the Noble Energy, Inc. 401(k) Plan and approximately \$81 million was distributed to a Principal Life Insurance Company Pension Account for an annuity contract. A final distribution was made in 2016, which completed the liquidation process of the Plan as of July 31, 2016.

NOTE 4. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the services employees have rendered. Accumulated plan benefits include benefits expected to be paid to retired or terminated employees or their beneficiaries, beneficiaries of employees who have died, and present employees or their beneficiaries. Benefits payable under all circumstances are included, to the extent they are deemed attributable to employee service rendered prior to the valuation date.

The Plan's actuary estimates the actuarial present value of accumulated plan benefits, which is the amount that 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 total actuarial present value of accumulated plan benefits at December 31, 2015 was zero due to the liquidation of the Plan.

The change in the actuarial present value of accumulated plan benefits for the year ended December 31, 2015 is attributable to the following:

	2015
Actuarial present value of accumulated plan benefits at December 31, 2014	\$286,950,974
Decrease during the year attributable to:	
Benefit payments	(286,950,974)
Interest accumulation	-
Actuarial gains	-
Assumption changes	-
Net decrease	<u>(286,950,974)</u>
Actuarial present value of accumulated plan benefits at December 31, 2015	<u>\$ -</u>

**NOBLE ENERGY, INC. RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS**

**NOTE 4. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS –
CONTINUED**

The assumption changes reflected above is a change in the discount rate to 3.50% and the updated mortality assumption to the RP-2014 mortality table (sex distinct), projected with MP-2014 generational mortality, and no collar adjustment for the Plan.

The significant actuarial assumptions used in the Plan valuations as of December 31, 2015 was as follows:

Interest rate:	3.50%
Retirement age rate:	Graded rates from 42 to 70
Mortality basis:	RP-2014 Mortality Table (sex distinct), projected with MP-2014 generational mortality, and no collar adjustment

These actuarial assumptions are based on the decision by the Company to terminate the Plan in 2013 (as discussed in Note 3 of the financial statements).

NOTE 5. CERTIFIED INVESTMENTS

All investment information disclosed in the accompanying financial statements and supplementary information, including cash held at July 31, 2016, and net depreciation in fair value of investments and investment income for the period ended July 31, 2016 and the year ended December 31, 2015, was obtained or derived from information provided to Plan management and certified as complete and accurate by BancFirst Trust and Investment Management, the trustee of the Plan.

NOTE 6. RISKS AND UNCERTAINTIES

The Plan may invest in various investment securities that are exposed to various risks such as interest rates, market and credit risks. Market values of investments may decline for a number of reasons, including changes in prevailing market and interest rates, increases in defaults and credit rating downgrades. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in values of investment securities will occur in the near term and that some changes could materially affect the funded status of the Plan.

Plan contributions are determined 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 estimates 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.

NOBLE ENERGY, INC. RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 7. TAX STATUS

The Plan obtained its latest determination letter on February 25, 2015, in which the Internal Revenue Service stated that the Plan and related trust, as then designed, were in compliance with the applicable requirements of the Internal Revenue Code and therefore not subject to tax. Plan management believes that the Plan and related trust are currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

US GAAP requires Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. Plan management has analyzed the tax positions taken by the Plan, and has concluded that as of July 31, 2016 and December 31, 2015, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Plan management believes it is no longer subject to income tax examinations for years prior to 2012.

NOTE 8. RELATED-PARTY TRANSACTIONS AND 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 the administrative expenses. These transactions are qualified as party-in-interest transactions, however, they are exempt from the prohibited transaction rules under ERISA.

SUPPLEMENTARY INFORMATION

NOBLE ENERGY, INC. RETIREMENT PLAN
SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS
PLAN #001 / EIN: 73-0785597
DECEMBER 31, 2015

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Assets, Interest Rate, and Maturity Date	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Series Transactions								
Goldman Sachs Financial Square #520	Purchases	\$ 255,746,991				\$ 255,746,991		\$ -
PIMCO Short-Term Floating Nav Portfolio II	Purchases	86,700,489				86,700,489		-
Fannie Mae DTD 10/17/2012 1.020% 10/17/2017	Purchases	16,696,204				16,696,204		-
PIMCO Short-Term Floating Nav Portfolio II	Purchases	106,006,885				106,006,885		-
U.S. Government Bond DTD 12/01/2014 1.50% 11/30/2019	Purchases	75,822,855				75,822,855		-
U.S. Treasury N/B DTD 12/31/2014 0.625% 12/31/2016	Purchases	1,317,955,303				1,317,955,303		-
U.S. Government N/B DTD 4/30/2015 0.500% 4/30/2017	Purchases	51,004,819				51,004,819		-
US Treasury N/B DTD 7/31/2014 1.625% 07/31/2019	Purchases	101,122,969				101,122,969		-
US Treasury N/B DTD 4/30/2015 1.750% 4/30/2022	Purchases	15,838,625				15,838,625		-

See Independent Auditor's Report.

NOBLE ENERGY, INC. RETIREMENT PLAN
SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS
PLAN #001 / EIN: 73-0785597
DECEMBER 31, 2015
(CONTINUED)

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Assets, Interest Rate, and Maturity Date	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Series Transactions								
Goldman Sachs Financial Square #520	Sales		\$ 257,252,173			\$ 257,252,173		\$ -
PIMCO Investment Grade Corporate Portfolio	Sales		29,055,684			30,057,277		(1,001,593)
PIMCO Short-Term Floating Nav Portfolio II	Sales		86,717,469			86,719,902		(2,433)
PIMCO Long Duration Corp Bond	Sales		26,173,385			26,507,014		(333,629)
Federal Home Loan Bank DTD 4/28/2014 1.625% 4/28/2017	Sales		14,742,974			14,781,338		(38,364)
Fannie Mae DTD 10/17/12 1.020% due 10/17/17	Sales		16,696,601			16,696,204		397
PIMCO Short-Term Floating Nav Portfolio II	Sales		111,822,937			111,824,489		(1,552)
U.S. Government Bond DTD 12/01/2014 1.50% 11/30/2019	Sales		73,099,468			73,143,949		(44,481)
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		1,368,958,518			1,368,688,891		269,627
U.S. Government N/B DTD 4/30/15 0.500% 4/30/17	Sales		51,006,758			51,004,819		1,939
US Treasury N/B DTD 7/31/2014 1.625% 07/31/2019	Sales		97,056,215			97,109,219		(53,004)
US Treasury N/B DTD 4/30/2015 1.750% 4/30/2022	Sales		15,825,228			15,838,625		(13,397)

NOBLE ENERGY, INC. RETIREMENT PLAN
SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS
PLAN #001 / EIN: 73-0785597
DECEMBER 31, 2015
(CONTINUED)

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Assets, Interest Rate, and Maturity Date	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Single Transactions								
PIMCO Short-Term Floating Nav Portfolio II	Purchases	\$ 33,100,000				\$ 33,100,000		\$ -
PIMCO Short-Term Floating Nav Portfolio II	Purchases	20,400,000				20,400,000		-
PIMCO Short-Term Floating Nav Portfolio II	Purchases	24,600,000				24,600,000		-
PIMCO Short-Term Floating Nav Portfolio II	Purchases	89,200,000				89,200,000		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	47,421,256				47,421,256		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	29,498,127				29,498,127		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	18,398,934				18,398,934		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	48,658,192				48,658,192		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	49,131,986				49,131,986		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	49,588,126				49,588,126		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	50,106,534				50,106,534		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	49,819,987				49,819,987		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	46,558,479				46,558,479		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	44,948,585				44,948,585		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	45,385,091				45,385,091		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	45,385,104				45,385,104		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	44,271,634				44,271,634		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	44,283,589				44,283,589		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	43,595,240				43,595,240		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	45,222,963				45,222,963		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	45,209,278				45,209,278		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	36,096,340				36,096,340		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	34,520,851				34,520,851		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	38,256,816				38,256,816		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	38,771,679				38,771,679		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	39,973,480				39,973,480		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	43,681,289				43,681,289		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	43,695,838				43,695,838		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	42,902,496				42,902,496		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	43,402,609				43,402,609		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	46,656,042				46,656,042		-

See Independent Auditor's Report.

NOBLE ENERGY, INC. RETIREMENT PLAN
SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS
PLAN #001 / EIN: 73-0785597
DECEMBER 31, 2015
(CONTINUED)

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Assets, Interest Rate, and Maturity Date	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Single Transactions								
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	\$ 31,575,927				\$ 31,575,927		\$ -
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	28,760,433				28,760,433		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	28,732,280				28,732,280		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	28,777,716				28,777,716		-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Purchases	28,032,709				28,032,709		-

NOBLE ENERGY, INC. RETIREMENT PLAN
SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS
PLAN #001 / EIN: 73-0785597
DECEMBER 31, 2015
(CONTINUED)

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Assets, Interest Rate, and Maturity Date	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Single Transactions								
PIMCO Short-Term Floating Nav Portfolio II	Sales		\$ 33,100,000			\$ 33,100,000	\$	-
PIMCO Short-Term Floating Nav Portfolio II	Sales		\$ 24,607,469			\$ 24,609,868	\$	(2,399)
PIMCO Short-Term Floating Nav Portfolio II	Sales		\$ 24,600,000			\$ 24,600,000	\$	-
PIMCO Short-Term Floating Nav Portfolio II	Sales		\$ 62,600,000			\$ 62,600,000	\$	-
PIMCO Short-Term Floating Nav Portfolio II	Sales		\$ 17,600,000			\$ 17,600,000	\$	-
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 47,425,781			\$ 47,439,776	\$	(13,995)
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 18,400,000			\$ 18,369,497	\$	30,503
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 29,500,000			\$ 29,451,009	\$	48,991
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 48,660,750			\$ 48,595,748	\$	65,002
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 49,137,812			\$ 49,057,442	\$	80,370
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 49,592,812			\$ 49,631,048	\$	(38,236)
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 50,109,375			\$ 50,089,364	\$	20,011
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 49,824,250			\$ 49,805,895	\$	18,355
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 46,559,500			\$ 46,512,020	\$	47,480
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 44,954,000			\$ 44,953,014	\$	986
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 45,385,812			\$ 45,550,078	\$	(164,266)
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 45,385,812			\$ 45,388,182	\$	(2,370)
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 44,272,312			\$ 44,285,465	\$	(13,153)
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 44,286,156			\$ 44,272,321	\$	13,835
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 43,600,000			\$ 43,583,849	\$	16,151
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 45,228,250			\$ 45,194,901	\$	33,349
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 45,214,125			\$ 45,222,963	\$	(8,838)
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 36,100,000			\$ 36,107,410	\$	(7,410)
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 34,521,562			\$ 34,499,152	\$	22,410
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 38,259,687			\$ 38,221,065	\$	38,622
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 38,772,562			\$ 38,756,765	\$	15,797
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 39,974,812			\$ 39,971,558	\$	3,254
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 43,681,750			\$ 43,673,105	\$	8,645
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 43,695,375			\$ 43,681,289	\$	14,086
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 42,907,000			\$ 42,894,079	\$	12,921
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 43,408,250			\$ 43,403,595	\$	4,655
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 46,659,844			\$ 46,604,055	\$	55,789

See Independent Auditor's Report.

NOBLE ENERGY, INC. RETIREMENT PLAN
SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS
PLAN #001 / EIN: 73-0785597
DECEMBER 31, 2015
(CONTINUED)

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Assets, Interest Rate, and Maturity Date	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Single Transactions								
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 15,038,672			\$ 15,050,336		\$ (11,664)
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 31,578,750			\$ 31,605,706		\$ (26,956)
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 28,762,781			\$ 28,769,178		\$ (6,397)
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 28,735,875			\$ 28,760,434		\$ (24,559)
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 28,780,719			\$ 28,732,280		\$ 48,439
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 28,035,000			\$ 28,075,821		\$ (40,821)
U.S. Treasury N/B DTD 12/31/14 0.625% 12/31/16	Sales		\$ 28,760,539			\$ 28,734,451		\$ 26,088

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

► **Complete all entries in accordance with
the instructions to the Form 5500.**OMB Nos. 1510 - 0110
1510 - 0089**2015****This Form is Open to
Public Inspection****Part I Annual Report Identification Information**For calendar plan year 2015 or fiscal plan year beginning **01/01/2016** and ending **07/31/2016**

- A** This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the forms instr.); 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 NOBLE ENERGY, INC. RETIREMENT PLAN	1b Three-digit plan number (PN) ► 001
	1c Effective date of plan 11/02/1952
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) NOBLE ENERGY, INC. 1001 NOBLE ENERGY WAY HOUSTON TX 77070	2b Employer Identification Number (EIN) 73-0785597
	2c Plan Sponsor's telephone number 281-872-3100
	2d Business code (see instructions) 211110

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 	2/27/2017	MITCH MCCRAW
Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		
Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE		
Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)		Preparer's telephone number

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

Form 5500 (2015)
v. 150123

3a Plan administrator's name and address ☐ Same as Plan Sponsor
EMPLOYEE BENEFIT COMMITTEE

NOBLE ENERGY, INC.
1001 NOBLE ENERGY WAY
HOUSTON TX 77070

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

0

6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1)**, **6a(2)**, **6b**, **6c**, and **6d**).

a(1) Total number of active participants at the beginning of the plan year

6a(1)

0

a(2) Total number of active participants at the end of the plan year

6a(2)

0

b Retired or separated participants receiving benefits

6b

0

c Other retired or separated participants entitled to future benefits

6c

0

d Subtotal. Add lines **6a(2)**, **6b**, and **6c**

6d

0

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits

6e

0

f Total. Add lines **6d** and **6e**

6f

0

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)

6g

h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested

6h

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)

7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
3I

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) ☐ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☐ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

NOBLE ENERGY, INC. RETIREMENT PLAN
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
PLAN #001 / EIN: 73-0785597
July 31, 2016

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Assets, Interest Rate, and Maturity Date	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Series Transactions								
Goldman Sachs Financial Square Treasury Obligation Fund	Purchases	\$ 142,079				\$ 142,079		\$ -
Series Transactions								
Goldman Sachs Financial Square Treasury Obligation Fund	Sales		\$ 26,468			\$ 26,468		\$ -