

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

FORM 10-Q

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

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 1999

OR

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

For the transition period from _____ to _____

Commission file number: 0-7062

NOBLE AFFILIATES, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware
(STATE OF INCORPORATION)

73-0785597
(I.R.S. EMPLOYER IDENTIFICATION NUMBER)

110 West Broadway
Ardmore, Oklahoma
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

73401
(ZIP CODE)

(580) 223-4110
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Number of shares of common stock outstanding as of May 3, 1999: 56,981,212

PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS
NOBLE AFFILIATES, INC. AND SUBSIDIARIES
CONSOLIDATED CONDENSED BALANCE SHEET
(Dollars in thousands)

	(Unaudited) March 31, 1999	December 31, 1998
	-----	-----
ASSETS		
Current Assets:		
Cash and short-term cash investments.....	\$ 56,976	\$ 19,100
Accounts receivable-trade.....	81,948	106,513
Materials and supplies inventories.....	2,201	3,006
Other current assets.....	52,209	59,670
	-----	-----
Total Current Assets.....	193,334	188,289
	-----	-----
Property, Plant and Equipment, at cost.....	2,918,553	2,915,917
Less: accumulated depreciation, depletion and amortization.....	(1,545,608)	(1,486,250)
	-----	-----
	1,372,945	1,429,667

Investment in unconsolidated subsidiary.....	33,512	25,061
Other Assets.....	47,161	43,063
Total Assets.....	<u>\$1,646,952</u>	<u>\$1,686,080</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable-trade.....	\$ 84,990	\$ 108,538
Other current liabilities.....	33,460	28,815
Income taxes-current.....	650	1,813
Total Current Liabilities.....	<u>119,100</u>	<u>139,166</u>
Deferred Income Taxes.....	101,525	106,823
Other Deferred Credits and Noncurrent Liabilities.....	50,240	52,868
Long-term Debt.....	745,187	745,143
Shareholders' Equity:		
Common stock.....	195,018	195,018
Capital in excess of par value.....	360,008	360,008
Retained earnings.....	91,292	102,472
	<u>646,318</u>	<u>657,498</u>
Less common stock in treasury (at cost, 1,524,900 shares).....	(15,418)	(15,418)
Total Shareholders' Equity.....	630,900	642,080
Total Liabilities and Shareholders' Equity.....	<u>\$1,646,952</u>	<u>\$1,686,080</u>

SEE NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS.

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NOBLE AFFILIATES, INC. AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENT OF OPERATIONS
(Dollars in Thousands, Except Per Share Amounts)
(Unaudited)

	Three Months Ended March 31,	
	1999	1998
REVENUES:		
Oil and gas sales and royalties.....	\$ 112,233	\$ 166,937
Gathering, marketing and processing.....	63,633	79,598
Other income.....	2,046	1,603
	<u>177,912</u>	<u>248,138</u>
COSTS AND EXPENSES:		
Oil and gas exploration.....	10,240	16,615
Oil and gas operations.....	31,352	39,690
Gathering, marketing and processing.....	58,503	76,294
Depreciation, depletion and amortization.....	66,549	70,312
Selling, general and administrative.....	11,391	13,061
Interest.....	13,035	11,530
Interest capitalized.....	(1,123)	(1,550)
	<u>189,947</u>	<u>225,952</u>
INCOME (LOSS) BEFORE TAXES.....	(12,035)	22,186
INCOME TAX PROVISION (BENEFIT).....	(3,134) (1)	8,468 (1)
NET INCOME (LOSS).....	<u>\$ (8,901)</u>	<u>\$ 13,718</u>
BASIC EARNINGS (LOSS) PER SHARE.....	<u>\$ (.16) (2)</u>	<u>\$.24 (2)</u>
DILUTED EARNINGS (LOSS) PER SHARE.....	<u>\$ (.16) (2)</u>	<u>\$.24 (2)</u>

SEE NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS.

NOBLE AFFILIATES, INC. AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENT OF CASH FLOWS
(Dollars in Thousands)
(Unaudited)

	Three Months Ended March 31,	
	1999	1998
Cash Flows from Operating Activities:		
Net income (loss).....	\$ (8,901)	\$ 13,718
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation, depletion and amortization.....	66,549	70,312
Amortization of undeveloped lease costs, net.....	1,178	596
Increase (decrease) in deferred credits.....	(7,925)	4,288
(Increase) decrease in other assets and other noncash items, net...	(2,579)	12,065
Changes in working capital, not including cash:		
(Increase) decrease in accounts receivable.....	24,565	25,274
(Increase) decrease in other current assets and inventories.....	8,323	9,385
Increase (decrease) in accounts payable.....	(23,548)	1,174
Increase (decrease) in other current liabilities.....	3,481	7,336
	61,143	144,148
Net Cash Provided by Operating Activities	61,143	144,148
Cash Flows From Investing Activities:		
Capital expenditures.....	(12,763)	(201,128)
Investment in unconsolidated subsidiary.....	(8,451)	
Proceeds from sale of property, plant and equipment.....	226	1,622
	(20,988)	(199,506)
Net Cash Used in Investing Activities	(20,988)	(199,506)
Cash Flows From Financing Activities:		
Exercise of stock options.....		1,481
Cash dividends.....	(2,279)	(2,277)
Proceeds from bank borrowings.....		50,000
	(2,279)	49,204
Net Cash Provided by (Used in) Financing Activities	(2,279)	49,204
Increase (Decrease) in Cash and Short-term Cash Investments.....	37,876	(6,154)
Cash and Short-term Cash Investments at Beginning of Period.....	19,100	55,075
Cash and Short-term Cash Investments at End of Period.....	\$ 56,976	\$ 48,921
Supplemental Disclosures of Cash Flow Information:		
Cash paid during the period for:		
Interest (net of amount capitalized).....	\$ 6,116	\$ 6,472
Income taxes.....	\$ 0	\$ 0

SEE NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(Unaudited)

In the opinion of Noble Affiliates, Inc. (the "Company"), the accompanying unaudited consolidated condensed financial statements contain all adjustments, consisting only of necessary and normal recurring adjustments, necessary to present fairly the Company's financial position as of March 31, 1999 and the results of operations and the cash flows for the three month periods ended March 31, 1999 and 1998. These consolidated condensed financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 1998.

(1) INCOME TAX PROVISION (BENEFIT)

For the three months ended March 31:

	(In thousands)	
	1999	1998
Current.....	\$ (7,469)	\$ 3,804
Deferred.....	4,335	4,664
	-----	-----
	\$ (3,134)	\$ 8,468
	=====	=====

(2) BASIC EARNINGS PER SHARE AND DILUTED EARNINGS PER SHARE

Basic earnings per share of common stock was computed using the weighted average number of shares of common stock outstanding during each period. The diluted net income per share of common stock includes the effect of outstanding stock options.

The following table summarizes the calculation of basic earnings per share ("EPS") and diluted EPS for the quarter ending March 31:

(IN THOUSANDS, EXCEPT PER SHARE)	1999		1998	
	INCOME (NUMERATOR)	SHARES (DENOMINATOR)	INCOME (NUMERATOR)	SHARES (DENOMINATOR)
Net income (loss)/shares	\$ (8,901)	56,981	\$13,718	56,912
BASIC EPS	\$ (.16)		\$.24	
Net income (loss)/shares	\$ (8,901)	56,981	\$13,718	56,912
EFFECT OF DILUTIVE SECURITIES				
Stock options (1)				480
Adjusted net income (loss)/shares	\$ (8,901)	56,981	\$13,718	57,392
DILUTED EPS	\$ (.16)		\$.24	

- (1) The effect of dilutive securities on first quarter 1999 diluted EPS is antidilutive as a result of the net operating loss; therefore, the basic EPS and diluted EPS are the same. The effect of dilutive securities on first quarter 1998 diluted EPS is less than one cent; therefore, the basic EPS and diluted EPS, as reported, are the same.

(3) MINERALS MANAGEMENT SERVICE CLAIMS

Samedan Oil Corporation ("Samedan"), a wholly owned subsidiary of the Company, has from time to time settled various claims against parties which failed to fulfill their contractual obligation to Samedan to purchase gas at fixed prices greater than market or pursuant to take-or-pay provisions. The Company's policy, which is consistent with general industry practice, is that amounts received in such settlements ("settlement payments") do not represent payment for gas produced and, therefore, are not subject to royalty payments. Property owners, including governmental authorities and private parties, have in recent years asserted claims against Samedan and other oil and gas companies for royalties on settlement payments.

Samedan participated, in a joint effort with other energy companies and the Independent Petroleum Association of America ("IPAA"), in a test case which challenged the determination by the U.S. Minerals Management Service ("MMS") that royalties were payable to the government on certain settlement payments received by Samedan and the other plaintiffs (the "MMS Lawsuit"). The District Court for the District of Columbia (the "D.C. District Court") entered a judgment against Samedan in the amount of \$20,000. In 1996, the Court of Appeals for the District of Columbia Circuit reversed the judgment against Samedan. In subsequent proceedings in the D.C. District Court consistent with the appellate court decision, on July 25, 1997, the court enjoined the MMS from taking action to collect from Samedan royalties on non-recoupable settlement payments (the "MMS Injunction"). The MMS had until

April 14, 1998 to appeal the MMS Injunction and elected not to do so. Based upon the MMS Injunction, the Company in June 1998 recorded \$13.7 million as other income which represented the amount of the reserve that the Company had established pending the outcome of the MMS Lawsuit.

Samedan may be the subject of future legal actions by property owners claiming royalties on other settlement payments received by Samedan. There can be no assurance that Samedan will prevail in any such action. The Company is unable to estimate the possible amount of loss, if any, associated with this contingency.

(4) TRADING AND HEDGING ACTIVITIES

The Company, through its subsidiaries, from time to time, uses various hedging arrangements in connection with anticipated crude oil and natural gas sales of its production to minimize the impact of product price fluctuations. Such arrangements include fixed price hedges, costless collars, swaps, options and other contractual arrangements.

Hedging gains and losses, as applicable, related to the Company's oil and gas production are recorded in oil and gas sales and royalties. The Company had no natural gas or crude oil hedging contracts related to its production in the first quarter of 1999 and 1998.

In addition to the hedging arrangements pertaining to the Company's production as described above, Noble Gas Marketing, Inc. ("NGM"), a wholly owned subsidiary of the Company, employs various hedging arrangements in connection with its purchases and sales of third party production to lock in profits or limit exposure to gas price risk. Most of the purchases made by NGM are on an index basis; however, purchasers in the markets in which NGM sells often require fixed or NYMEX related pricing. NGM may use a hedge to convert the fixed or NYMEX sale to an index basis thereby determining the margin and minimizing the risk of price volatility.

During the first quarter of 1999, NGM had hedging transactions with broker-dealers that represented approximately 728,000 MMBTU's of gas per day. Hedges for April 1999 through October 2000, which range from 25,000 MMBTU's to 637,000 MMBTU's of gas per day for future physical transactions, were not closed at March 31, 1999. During the first quarter of 1998, NGM had hedging transactions with broker-dealers that represented approximately 783,000 MMBTU's of gas per day.

NGM records hedging gains or losses relating to fixed term sales as gathering, marketing and processing revenues in the periods in which the related contract is completed.

In December 1998 the Emerging Issues Task Force ("EITF") released their consensus on EITF 98-10 "Accounting for Energy Trading and Risk Management Activities". This statement requires that contracts for the purchase and sale of energy commodities which are entered into for the purpose of speculating on market movements or otherwise generating gains from market price differences be recorded at their market value, as of the balance sheet date, with any corresponding gains or losses recorded as income from operations. The effect of adopting this statement was not material.

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The Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standard ("SFAS") No. 133, "Accounting for Derivative Instruments and Hedging Activities" in June 1998. The Statement establishes accounting and reporting standards requiring that every derivative instrument (including certain derivative instruments embedded in other contracts) be recorded in the balance sheet as either an asset or liability measured at its fair value. The Statement requires that changes in the derivative's fair value be recognized currently in earnings unless specific hedge accounting criteria are met wherein gains and losses are reflected in stockholders equity until the hedged item is recognized. Special accounting for qualifying hedges allows a derivative's gains and losses to offset related results on the hedged item in the income statement, and requires that a company formally document, designate and assess the effectiveness of transactions that receive hedge accounting.

SFAS No. 133 is effective for fiscal years beginning after June 15, 1999. A company may also implement the Statement as of the beginning of any

fiscal quarter after the Statement's issuance (that is, fiscal quarters beginning June 16, 1998 and thereafter). SFAS No. 133 cannot be applied retroactively and must be applied to (a) derivative instruments and (b) certain derivative instruments embedded in hybrid contracts that were issued, acquired, or substantively modified after December 31, 1997 (and, at the Company's election, before January 1, 1998).

The Company is preparing to adopt this statement as of January 1, 2000. The Company estimates there will be no material financial impact as a result of adopting SFAS No. 133.

(5) METHANOL PLANT

Through the recently formed Atlantic Methanol Production Company ("AMPCO"), Samedan is participating, with a 45 percent expense interest and a five percent carried interest for the Equatorial Guinea Government, in a joint venture with CMS Energy Corporation to construct a methanol plant on Bioko Island in Equatorial Guinea. The plant will use the gas from Samedan's 31 percent owned Alba field as feedstock. The plant is being designed to utilize approximately 115 MMCF of gas per day. The gas sold by Samedan to AMPCO will be priced at approximately \$.25 per MMBTU.

On January 29, 1998, AMPCO awarded a contract to Raytheon Engineers and Constructors to build the methanol plant. The turnkey plant construction cost is \$313.5 million and is being designed to produce 2,500 metric tons of methanol per day, which equates to approximately 20,000 BBLs per day. The construction contract stipulates that the first commercial production of methanol should be achieved by January 2001. Current marketing plans are to enter into long-term contracts with methanol users in the United States and Europe.

The Company is currently funding its share of the construction costs related to the methanol plant with cash flow from current operations and is evaluating alternative methods for funding the balance of its obligation related to the construction project.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This report on Form 10-Q includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact included in this Form 10-Q, including, without limitation, statements contained under "Management's Discussion and Analysis of Financial Condition and Results of Operations" regarding anticipated capital expenditures, projected timing of planned projects or activities, the Company's financial position, business strategy, plans and objectives of management of the Company for future operations and industry conditions, are forward-looking statements. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. Important factors that could cause actual results to differ materially from the Company's expectations ("Cautionary Statements") include without limitation future production levels, future prices and demand for oil and gas, results of future exploration and development activities, future operating and development costs, the effect of existing and future laws and governmental regulations (including those pertaining to the environment) and the political and economic climate of the United States and the foreign countries in which the Company operates from time to time, as discussed in this quarterly report on Form 10-Q and the other documents of the Company filed with the Securities and Exchange Commission (the "Commission"). All subsequent written and oral forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by the Cautionary Statements.

LIQUIDITY AND CAPITAL RESOURCES

Net cash provided by operating activities decreased to \$61.1 million in the three months ended March 31, 1999 from \$144.1 million in the same period of 1998. Cash and short-term investments increased from \$19.1 million at

December 31, 1998 to \$57.0 million at March 31, 1999.

The Company has expended approximately \$21.2 million of its \$234.3 million 1999 capital budget through March 31, 1999. The Company expects to fund its remaining 1999 capital budget from cash flows from operations. The Company continues to evaluate possible strategic acquisitions and believes it is positioned to access external sources of funding should it be necessary or desirable in connection with an acquisition.

Through the recently formed Atlantic Methanol Production Company ("AMPCO"), Samedan is participating, with a 45 percent expense interest and a five percent carried interest for the Equatorial Guinea Government, in a joint venture with CMS Energy Corporation to construct a methanol plant on Bioko Island in Equatorial Guinea. The plant will use the gas from Samedan's 31 percent owned Alba field as feedstock. The plant is being designed to utilize approximately 115 MMCF of gas per day. The gas will be priced at approximately \$.25 per MMBTU.

On January 29, 1998, AMPCO awarded a contract to Raytheon Engineers and Constructors to build the methanol plant. The turnkey plant construction cost is \$313.5 million and is being designed to produce 2,500 metric tons of methanol per day, which equates to approximately 20,000 BBLs per day. The construction contract stipulates that the first commercial production of methanol should be achieved by January 2001. Current marketing plans are to enter into long-term contracts with methanol users in the United States and Europe.

The Company is currently funding its share of the construction costs related to the methanol plant with cash flow from current operations and is evaluating alternative methods for funding the balance of its obligation related to the construction project.

The Company's current ratio (current assets divided by current liabilities) was 1.62 at March 31, 1999 compared with .96 at December 31, 1998.

The Company follows the entitlements method of accounting for its gas imbalances. The Company's estimated gas imbalance receivables were \$19.0 million at March 31, 1999 and \$19.1 million at December 31, 1998. Estimated gas imbalance liabilities were \$14.9 million at March 31, 1999 and \$14.8 at December 31, 1998. These imbalances are valued at the amount which is expected to be received or paid to settle the imbalances. The settlement of the imbalances can occur either over the life or at the end of the life of a well, on a volume basis or by cash settlement. The Company does not expect that a significant portion of the settlements will occur in any one year. Thus, the Company believes the settlement of gas imbalances will not have a material impact on its liquidity.

RESULTS OF OPERATIONS

For the first quarter of 1999, the Company recorded a net loss of \$8.9 million, or \$.16 per share, compared with net income of \$13.7 million, or \$.24 per share, in the first quarter of 1998. The decrease resulted primarily from substantially lower product prices coupled with lower production volumes.

Gas sales for the Company, excluding third party sales by Noble Gas Marketing, Inc. ("NGM"), a wholly owned subsidiary of the Company, decreased 33 percent for the three months ended March 31, 1999 compared with the same period in 1998. The primary reasons for the decreased sales were a decrease in average gas price of 21 percent, coupled with an average daily production decrease of 13 percent, in the 1999 first quarter compared with the first quarter of 1998.

Oil sales for the Company, excluding third party sales by Noble Trading, Inc. ("NTI"), a wholly owned subsidiary of the Company, decreased 35 percent for the three months ended March 31, 1999, compared with the same period in 1998. The decrease in sales was primarily due to an average oil price decrease of 26 percent, and an average daily production decrease of 13 percent, in the first quarter of 1999 compared with the first quarter of 1998.

NGM markets the Company's natural gas as well as certain third party gas. NGM sells gas directly to end-users, gas marketers, industrial users, interstate and intrastate pipelines, and local distribution companies. NTI markets a portion of the Company's oil as well as certain third party oil. The Company records all of NGM's and NTI's sales as gathering, marketing and

processing revenues and expenses. All intercompany sales and expenses have been eliminated.

For the first quarter of 1999, revenues and expenses from combined NGM and NTI third party sales totaled \$63.6 million and \$58.5 million, respectively, for a gross margin of \$5.1 million. In comparison, for the first quarter of 1998 combined NGM and NTI third party sales and expenses of \$79.6 million and \$76.3 million, respectively, resulted in a gross margin of \$3.3 million.

The Company, from time to time, uses various hedging arrangements in connection with anticipated crude oil and natural gas sales of its own production and third party production purchased and sold by NGM to minimize the impact of product price fluctuations. Such arrangements include fixed price hedges, costless collars and other contractual arrangements. Although these hedging arrangements expose the Company to credit risk, the Company monitors the creditworthiness of its counterparties, which generally are major institutions, and believes that losses from nonperformance are unlikely to occur.

The Company had no natural gas or crude oil hedging contracts related to its production in the first quarter of 1999 or 1998.

In December 1998 the Emerging Issues Task Force ("EITF") released their consensus on EITF 98-10 "Accounting for Energy Trading and Risk Management Activities". This statement requires that contracts for the purchase and sale of energy commodities which are entered into for the purpose of speculating on market movements or otherwise generating gains from market price differences be recorded at their market value, as of the balance sheet date, with any corresponding gains or losses recorded as income from operations. The effect of adopting this statement was not material.

The Company is exposed to market risk in the normal course of its business operations. Management believes that the Company is well positioned with its mix of oil and gas reserves to take advantage of future price increases that may occur. However, the uncertainty of oil and gas prices continues to impact the domestic oil and gas industry. Due to the volatility of oil and gas prices, the Company, from time to time, has used derivative hedging and may do so in the future as a means of controlling its exposure to price changes. During the first quarter of 1999, the Company had no oil or gas hedging transactions for its production. NGM, from time to time, employs hedging arrangements in connection with its purchases and sales of production. While most of NGM's purchases are made for an index-based price, NGM's customers often require prices that are either fixed or related to NYMEX. In order to establish a fixed margin and mitigate the risk of price volatility, NGM may convert a fixed or NYMEX sale to an index-based sales price (such as by purchasing an index-based futures contract obligating NGM for delivery of production). Due to the size of such transactions and certain restraints imposed by contract and by Company guidelines, as of March 31, 1999 the Company had no material market risk exposure from NGM's hedging activity. During the first quarter of 1999, NGM had hedging transactions with broker-dealers that represented approximately 728,000 MMBTU's of gas per day. Hedges for April 1999 through October 2000, which range from 25,000 MMBTU's to 637,000 MMBTU's of gas per day for future physical transactions, were not closed at March 31, 1999. During the first quarter of 1998, NGM had hedging transactions with broker-dealers that represented approximately 783,000 MMBTU's of gas per day.

Certain selected oil and gas operating statistics follow:

	For the three months ended March 31,	
	1999	1998
Oil revenue (in thousands).....	\$ 29,070	\$ 45,055
Average daily oil production - BBLs.....	33,408	38,540
Average oil price per BBL.....	\$ 9.93	\$ 13.37
Gas revenues (in thousands).....	\$ 79,274	\$ 117,476

Average daily gas production - MCFS.....	520,506	599,082
Average gas price per MCF.....	\$ 1.76	\$ 2.24

BBLs - BARRELS
MCF - THOUSAND CUBIC FEET

Oil and gas exploration expense decreased \$6.4 million to \$10.2 million for the three months ended March 31, 1999, as compared with the same period of 1998. This decrease is attributable to a \$6.4 million decrease in seismic expense, as compared to the same period of 1998.

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Depreciation, depletion and amortization (DD&A) expense decreased five percent for the three months ended March 31, 1999 compared with the same period in 1998. The unit rate of DD&A per barrel of oil equivalents (BOE), converting gas to oil on the basis of 6 MCF per barrel, was \$6.15 for the first three months of 1999 compared with \$5.65 for the same period of 1998. The increase in the unit rate per BOE is due to additional drilling and completion costs recorded to certain high unit rate properties during 1998. The Company has recorded, through charges to DD&A, a reserve for future liabilities related to dismantlement and reclamation costs for offshore facilities. This reserve is based on the best estimates of Company engineers of such costs to be incurred in future years.

Interest capitalized decreased to \$1.1 million for the first quarter of 1999 from \$1.5 million for the first quarter of 1998. This decrease resulted from a reduction in expenditures related to drilling, completion and construction activity, which decreased during the first quarter of 1999 due to low product prices, as compared to the same period of 1998.

FUTURE TRENDS

Samedan Oil Corporation ("Samedan"), a wholly owned subsidiary of the Company, has from time to time settled various claims against parties which failed to fulfill their contractual obligation to Samedan to purchase gas at fixed prices greater than market or pursuant to take-or-pay provisions. The Company's policy, which is consistent with general industry practice, is that amounts received in such settlements ("settlement payments") do not represent payment for gas produced and, therefore, are not subject to royalty payments. Property owners, including governmental authorities and private parties, have in recent years asserted claims against Samedan and other oil and gas companies for royalties on settlement payments.

Samedan participated, in a joint effort with other energy companies and the Independent Petroleum Association of America ("IPAA"), in a test case which challenged the determination by the U.S. Minerals Management Service ("MMS") that royalties were payable to the government on certain settlement payments received by Samedan and the other plaintiffs (the "MMS Lawsuit"). The District Court for the District of Columbia (the "D.C. District Court") entered a judgment against Samedan in the amount of \$20,000. In 1996, the Court of Appeals for the District of Columbia Circuit reversed the judgment against Samedan. In subsequent proceedings in the D.C. District Court consistent with the appellate court decision, on July 25, 1997, the court enjoined the MMS from taking action to collect from Samedan royalties on non-recoupable settlement payments (the "MMS Injunction"). The MMS had until April 14, 1998 to appeal the MMS Injunction and elected not to do so. Based upon the MMS Injunction, the Company in June 1998 recorded \$13.7 million as other income which represented the amount of the reserve that the Company had established pending the outcome of the MMS Lawsuit.

Samedan may be the subject of future legal actions by property owners claiming royalties on other settlement payments received by Samedan. There can be no assurance that Samedan will prevail in any such action. The Company is unable to estimate the possible amount of loss, if any, associated with this contingency.

The Company is currently funding its share of the construction costs related to the methanol plant in Equatorial Guinea with cash flow from current operations and is evaluating alternative methods for funding the balance of its obligations related to the construction project. See "-Liquidity and Capital Resources."

Management believes the Company is well positioned with its balanced reserves of oil and gas to take advantage of future price increases that may occur. However, the uncertainty of oil and gas prices continues to affect the domestic oil and gas industry. Due to the volatility of oil and gas prices, the Company, from time to time, uses hedging and plans to do so in the future as a means of controlling its exposure to price changes. The Company cannot predict the extent to which its revenues will be affected by inflation, government regulation or changing prices.

YEAR 2000 ISSUE

The Year 2000 issue is the result of computer programs being written using two digits rather than four to define the applicable year. Computer equipment and software and devices with embedded technology that are time-sensitive may recognize a date using "00" as the year 1900 rather than the year 2000. This could result in a system failure or miscalculations causing disruptions of operations, including, among other things, a temporary inability to process transactions, send invoices, or engage in similar normal business activities.

The Company has undertaken various initiatives intended to ensure that its computer equipment and software will function properly with respect to dates in the year 2000 and thereafter. For this purpose, the term "computer

equipment and software" includes systems that are commonly thought of as information technology ("IT") systems, including accounting, data processing, telephone/PBX systems, and other miscellaneous systems, as well as systems that are not commonly thought of as IT systems, such as field operations equipment, alarm systems, sprinkler systems, fax machines, or other miscellaneous systems. Both IT and non-IT systems may contain imbedded technology, which complicates the Company's Year 2000 identification, assessment, remediation, and testing efforts. In addition, in the ordinary course of replacing computer equipment and software, the Company attempts to obtain replacements that it believes are Year 2000 compliant. Utilizing internal resources to identify and assess needed Year 2000 remediation, the Company currently anticipates that its Year 2000 identification, assessment, remediation, and testing efforts, which began in January 1998, will be completed by September 30, 1999, and that such efforts will be completed prior to any currently anticipated impact on its computer equipment and software. The Company estimates that as of March 31, 1999, it had completed approximately 80% of the initiatives that it believes will be necessary to fully address potential Year 2000 issues relating to its computer equipment and software. The projects comprising the remaining 20% of the initiatives are in process and expected to be completed by September 30, 1999.

Year 2000 Initiative	Time Frame	Percent Complete
Identification and assessment of IT systems (Company and subsidiaries)	March 31, 1999	100%
Identification and assessment of critical non-IT systems (Company and subsidiaries)	June 30, 1999	50%
Remediation and testing of IT and non-IT systems of subsidiaries other than Samedan and subsidiaries	December 31, 1998	100%
Remediation and testing of IT and non-IT systems of Samedan and subsidiaries	June 30, 1999	90%
Remediation and testing of Company's central IT and non-IT systems	June 30, 1999	90%
Replacement and testing of third party software	June 30, 1999	75%
Identification and assessment of field equipment used in oil and gas producing operations	June 30, 1999	25%
Remediation and testing of field equipment	September 30, 1999	0%

The Company plans to mail letters in May 1999 to its significant vendors and service providers and has verbally communicated with many strategic customers to determine the extent to which interfaces with such entities are vulnerable to Year 2000 issues and whether the products and services purchased from or by such entities are Year 2000 compliant.

The Company is funding its Year 2000 efforts primarily with internal resources and does not anticipate making any expenditures in connection therewith except for the purchase of third party software that it otherwise would not have purchased or would have purchased at a later date. Although

the Company does not separately track its internal costs related to Year 2000 efforts, which include compensation of employees working on Year 2000 projects, it believes that such costs will not exceed \$75,000, of which approximately \$65,000 had been incurred as of March 31, 1999. The Company estimates that these internal and external costs will represent less than five percent of total IT-related costs for 1998 and 1999 and that none of the Company's IT initiatives that are not related to the Year 2000 issue will be materially delayed or impacted by Year 2000 efforts.

The Company presently believes that the Year 2000 issue will not pose significant operational problems for the Company. However, if all Year 2000 issues are not properly identified, or assessment, remediation, and testing are not effected timely, there can be no assurance that the Year 2000 issue will not materially adversely impact the Company's results of operations or adversely affect the Company's relationships with customers, vendors, or others. Additionally, there can be no assurance that the Year 2000 issues of other entities will not have a material adverse impact on the Company's systems or results of operations.

The costs of the Company's Year 2000 identification, assessment, remediation, and testing efforts and the dates on which the Company believes it will complete such efforts are based upon management's estimates, which were derived using numerous assumptions regarding future events, including the continued availability of certain resources, third-party remediation plans and other factors. There can be no assurance that these estimates will prove to be

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accurate, and actual results could differ materially from those currently anticipated. Specific factors that could cause such material differences include, but are not limited to, the availability and cost of personnel trained in Year 2000 issues, the ability to identify, assess, remediate, and test all relevant computer codes and imbedded technology, and similar uncertainties. In addition, variability of definitions of "compliance with Year 2000" may lead to claims on the Company, the impact of which is not currently estimable. No assurance can be given that the aggregate cost of defending and resolving such claims, if any, will not materially adversely affect the Company's results of operations.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is exposed to market risk in the normal course of its business operations. Management believes that the Company is well positioned with its mix of oil and gas reserves to take advantage of future price increases that may occur. However, the uncertainty of oil and gas prices continues to impact the domestic oil and gas industry. Due to the volatility of oil and gas prices, the Company, from time to time, has used derivative hedging and may do so in the future as a means of controlling its exposure to price changes. During the first quarter of 1999, the Company had no oil or gas hedging transactions for its production. NGM, from time to time, employs hedging arrangements in connection with its purchases and sales of production. While most of NGM's purchases are made for an index-based price, NGM's customers often require prices that are either fixed or related to NYMEX. In order to establish a fixed margin and mitigate the risk of price volatility, NGM may convert a fixed or NYMEX sale to an index-based sales price (such as by purchasing an index-based futures contract obligating NGM for delivery of production). Due to the size of such transactions and certain restraints imposed by contract and by Company guidelines, as of March 31, 1999 the Company had no material market risk exposure from NGM's hedging activity.

The Company has a \$300 million credit agreement (see Note 3 - Debt, to the Consolidated Financial Statements) which exposes the Company to the risk of earnings or cash flow loss due to changes in market interest rates. At March 31, 1999, there was \$300 million outstanding under the credit facility with a maturity date of December 24, 2002. The interest rate charged, which is based upon a Eurodollar rate plus 22.5 basis points, was 5.2 percent at March 31, 1999. All other Company long-term debt is fixed-rate and, therefore, does not expose the Company to the risk of earnings or cash flow loss due to changes in market interest rates.

The Company does not invest in foreign currency derivatives. The U.S.

dollar is considered the primary currency for each of the Company's international operations. Transactions that are completed in a foreign currency are translated into U.S. dollars and recorded in the financial statements. Translation gains or losses were not material in any of the periods presented and the Company does not believe it is currently exposed to any material risk of loss on this basis. Such gains or losses are included in other expense on the income statement. However, certain sales transactions are concluded in foreign currencies and the Company therefore is exposed to potential risk of loss based on fluctuation in exchange rates from time to time.

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PART II. OTHER INFORMATION
 ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

- (a) The annual meeting of stockholders of the Company was held at 10:00 a.m., local time, on Tuesday, April 27, 1999 in Ardmore, Oklahoma.
- (b) Proxies were solicited by the Board of Directors of the Company pursuant to Regulation 14A under the Securities Exchange Act of 1934. There was no solicitation in opposition to the Board of Directors' nominees as listed in the proxy statement and all such nominees were duly elected.
- (c) Out of a total of 56,981,008 shares of common stock of the Company outstanding and entitled to vote, 50,959,628 shares were present in person or by proxy, representing approximately 89 percent.

	Number of Shares Voting FOR Election As Director	Number of Shares WITHHOLDING AUTHORITY to Vote for Election As Director
	-----	-----
Alan A. Baker.....	50,534,717	424,911
Michael A. Cawley.....	50,548,001	411,627
Edward F. Cox.....	50,546,436	413,192
James C. Day.....	50,547,626	412,002
Thomas E. Hassen.....	50,548,137	411,491
Dale P. Jones.....	50,534,910	424,718
Robert Kelley.....	50,547,827	411,801
Harold F. Kleinman.....	50,044,626	915,002
T. Don Stacy.....	50,531,099	428,529

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

- (a) The information required by this Item 6(a) is set forth in the Index to Exhibits accompanying this quarterly report on Form 10-Q.
- (b) The Company did not file any reports on Form 8-K during the three months ended March 31, 1999.

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SIGNATURE

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

NOBLE AFFILIATES, INC.
 (Registrant)

Date: May 12, 1999

By: /s/ WILLIAM D. DICKSON

William D. Dickson,
Senior Vice President-Finance and Treasurer
(Principal Financial Officer
and Authorized Signatory)

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INDEX TO EXHIBITS

Exhibit
Number

Exhibit

27.1

Financial Data Schedule

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