

Edgar Filing: RANGE RESOURCES CORP - Form FWP

RANGE RESOURCES CORP  
Form FWP  
May 11, 2011

Issuer Free Writing Prospectus dated May 11, 2011  
Filed Pursuant to Rule 433 under the Securities Act of 1933  
Registration Statement No. 333-174119

<b>Issuer:</b>	Range Resources Corporation
<b>Guarantors:</b>	American Energy Systems, LLC Energy Assets Operating Company, LLC Range Energy Services Company, LLC Range Operating New Mexico, LLC Range Production Company Range Resources Appalachia, LLC Range Resources Midcontinent, LLC Range Resources Pine Mountain, Inc. Range Texas Production, LLC
<b>Security Description:</b>	Senior Subordinated Notes
<b>Distribution:</b>	SEC Registered
<b>Face:</b>	\$500,000,000
<b>Gross Proceeds:</b>	\$500,000,000
<b>Net Proceeds: (after deducting discounts to the underwriters and estimated expenses of the offering)</b>	\$490,750,000
<b>Coupon:</b>	5.75%
<b>Maturity:</b>	June 1, 2021
<b>Offering Price:</b>	100%
<b>Yield to Maturity:</b>	5.75%
<b>Spread to Treasury:</b>	+258 basis points
<b>Benchmark:</b>	UST 3.625% due 2/15/21
<b>Ratings:</b>	Ba3/BB
<b>Interest Pay Dates:</b>	June 1 and December 1
<b>Beginning:</b>	December 1, 2011
<b>Clawback:</b>	Up to 35% at 105.75%

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<b>Until:</b>	June 1, 2014										
<b>Optional redemption:</b>	Makewhole call @ T+50bps prior to June 1, 2016, then:										
	<table><thead><tr><th><b>On or after:</b></th><th><b>Price:</b></th></tr></thead><tbody><tr><td>June 1, 2016</td><td>102.875%</td></tr><tr><td>June 1, 2017</td><td>101.917%</td></tr><tr><td>June 1, 2018</td><td>100.958%</td></tr><tr><td>June 1, 2019 and thereafter</td><td>100.000%</td></tr></tbody></table>	<b>On or after:</b>	<b>Price:</b>	June 1, 2016	102.875%	June 1, 2017	101.917%	June 1, 2018	100.958%	June 1, 2019 and thereafter	100.000%
<b>On or after:</b>	<b>Price:</b>										
June 1, 2016	102.875%										
June 1, 2017	101.917%										
June 1, 2018	100.958%										
June 1, 2019 and thereafter	100.000%										
<b>Change of control:</b>	Put @ 101% of principal plus accrued interest										

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**Trade Date:** May 11, 2011

**Settlement Date:** (T+10) May 25, 2011

**CUSIP:** 75281AAM1

**ISIN:** US75281AAM18

**Bookrunners:**

J.P. Morgan Securities LLC  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
Wells Fargo Securities, LLC

**Co-Managers:**

Barclays Capital Inc.  
Credit Agricole Securities (USA) Inc.  
Credit Suisse Securities (USA) LLC  
Deutsche Bank Securities Inc.  
RBC Capital Markets, LLC  
BMO Capital Markets Corp.  
BNP Paribas Securities Corp.  
Citigroup Global Markets Inc.  
KeyBanc Capital Markets Inc.  
SunTrust Robinson Humphrey, Inc.  
Banco Bilbao Vizcaya Argentaria, S.A.  
BOSC, Inc.  
Capital One Southcoast, Inc.  
Comerica Securities, Inc.  
Mitsubishi UFJ Securities (USA), Inc.  
Natixis Securities North America Inc.  
Scotia Capital (USA) Inc.  
SG Americas Securities, LLC  
UBS Securities LLC  
U.S. Bancorp Investments, Inc.

**Additional Information:**

We estimate that the net proceeds from this offering (after deducting discounts to the underwriters and estimated expenses of the offering) will be approximately \$490.8 million.

We intend to use a portion of such net proceeds to fund our pending tender offers and consent solicitations for any and all of our outstanding \$150.0 million aggregate principal amount of 6<sup>3</sup>/<sub>8</sub>% Senior Subordinated Notes due 2015 (the 2015 Notes ) and our outstanding \$250.0 million aggregate principal amount of ~~7~~<sup>7</sup>/<sub>2</sub>% Senior Subordinated Notes due 2016 (the 2016 Notes) (including accrued and unpaid interest estimated to be approximately \$2.4 million as of May 25, 2011, the consent fees and related fees and expenses, assuming that all such 2015 Notes and 2016 Notes are tendered and purchased promptly after the consent expiration date). We intend to redeem any 2015 Notes or 2016 Notes not tendered and purchased in the tender offers and to use the remaining net proceeds for general corporate purposes.

At the quarter ended March 31, 2011, on an as further adjusted basis to give effect to this offering and the application of the estimated net proceeds in the manner described above, we had a total capitalization of \$3,958 million, total

long-term debt of \$1,787 million, including \$500 million of indebtedness associated with our new senior subordinated notes and cash and cash equivalents of \$442.0 million. This information supplements the information contained in the capitalization table under the column heading "As further adjusted" on page S-27 of the preliminary prospectus supplement.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling collect 1-800-245-8812.