

Edgar Filing: RANGE RESOURCES CORP - Form 10-K/A

RANGE RESOURCES CORP
Form 10-K/A
March 20, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(MARK ONE)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 (FEE REQUIRED)

For the fiscal year ended December 31, 2001

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 (NO FEE REQUIRED)

For the transaction period from _____ to _____

COMMISSION FILE NUMBER 0-9592

RANGE RESOURCES CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State of incorporation)

34-1312571
(I.R.S. Employer
Identification No.)

777 MAIN STREET, FORT WORTH, TEXAS
(Address of principal executive offices)

76102
(Zip Code)

Registrant's telephone number, including area code:
(817) 870-2601

Securities registered pursuant to Section 12(b) of the Act:
None

COMMON STOCK, \$.01 PAR VALUE
(Title of class)

Securities registered pursuant to Section 12(g) of the Act:
None

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. {X}

The aggregate market value of voting stock of the registrant held by non-affiliates (excluding voting shares held by officers and directors) was \$237,932,024 on March 1, 2002.

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Indicate the number of shares outstanding of each of the registrant's classes of stock on March 1, 2002: Common Stock \$.01 par value: 52,841,766.

DOCUMENTS INCORPORATED BY REFERENCE:

Part III of this report incorporates by reference the Proxy Statement relating to the Registrant's 2002 Annual Meeting of Stockholders, to be filed on or about April 18, 2002.

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SIGNATURES

PURSUANT TO THE REQUIREMENTS OF SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934, THE COMPANY HAS DULY CAUSED THIS REPORT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED.

Dated: March 18, 2002

RANGE RESOURCES CORPORATION

By: /s/ John H. Pinkerton

John H. Pinkerton
President

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934, THIS REPORT HAS BEEN SIGNED BELOW BY THE PERSONS ON BEHALF OF THE COMPANY AND IN THE CAPACITIES AND ON THE DATES INDICATED.

| | | |
|---|----------------------|-----------|
| /s/ Thomas J. Edelman ----- Chairman and Chairman of the Board | Thomas J. Edelman, | March 18, |
| /s/ John H. Pinkerton ----- President and Director | John H. Pinkerton, | March 18, |
| /s/ Eddie M. LeBlanc III ----- Chief Financial and Accounting Officer | Eddie M. LeBlanc III | March 18, |
| /s/ Robert E. Aikman ----- Director | Robert E. Aikman | March 18, |
| /s/ Anthony V. Dub ----- Director | Anthony V. Dub | March 18, |

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| | | |
|---|--------------------|-----------|
| /s/ V. Richard Eales ----- Director | V. Richard Eales | March 18, |
| /s/ Allen Finkelson ----- Director | Allen Finkelson | March 18, |
| /s/ Alexander P. Lynch ----- Director | Alexander P. Lynch | March 18, |
| /s/ James E. McCormick ----- Director | James E. McCormick | March 18, |

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RANGE RESOURCES CORPORATION

INDEX TO EXHIBITS

(Item 14[a 3])

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 3.1.1. | Certificate of Incorporation of Lomak dated March 24, 1980 (incorporated by reference to the Company's Registration Statement (No. 33-31558)). |
| 3.1.2. | Certificate of Amendment of Certificate of Incorporation dated July 22, 1981 (reference to the Company's Registration Statement (No. 33-31558)). |
| 3.1.3. | Certificate of Amendment of Certificate of Incorporation dated September 8, 1981 (reference to the Company's Registration Statement (No. 33-31558)). |
| 3.1.4. | Certificate of Amendment of Certificate of Incorporation dated December 28, 1981 (reference to the Company's Registration Statement (No. 33-31558)). |
| 3.1.5. | Certificate of Amendment of Certificate of Incorporation dated August 31, 1989 (reference to the Company's Registration Statement (No. 33-31558)). |
| 3.1.6. | Certificate of Amendment of Certificate of Incorporation dated May 30, 1991 (reference to the Company's Registration Statement (No. 333-20259)). |
| 3.1.7. | Certificate of Amendment of Certificate of Incorporation dated November 20, 1991 (reference to the Company's Registration Statement (No. 333-20257)). |

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- 3.1.8. Certificate of Amendment of Certificate of Incorporation dated May 24, 1996 (in reference to the Company's Registration Statement (No. 333-20257)).
- 3.1.9. Certificate of Amendment of Certificate of Incorporation dated October 2, 1996 (in reference to the Company's Registration Statement (No. 333-20257)).
- 3.1.10. Restated Certificate of Incorporation as required by Item 102 of Regulation S-T (in reference to the Company's Registration Statement (No. 333-20257)).
- 3.1.11. Certificate of Amendment of Certificate of Incorporation dated August 25, 1998 (in reference to the Company's Registration Statement (No. 333-62439)).
- 3.1.12. Certificate of Amendment of Certificate of Incorporation dated May 25, 2000 (in reference to the Company's Form 10-Q dated August 8, 2000).
- 3.2.1. By-Laws of the Company (incorporated by reference to the Company's Registration Statement (No. 333-31558)).
- 3.2.2. Amended and Restated By-laws of the Company dated May 24, 2001.
- 4.1. Specimen certificate of Lomak Petroleum, Inc. (incorporated by reference to the Company's Registration Statement (No. 333-20257)).
- 4.2. Certificate of Trust of Lomak Financing Trust (incorporated by reference to the Company's Registration Statement (No. 333-43823)).
- 4.3. Amended and Restated Declaration of Trust of Lomak Financing Trust dated as of October 22, 1997, between Lomak Petroleum, Inc. and The Bank of New York (Delaware) and the Bank of New York as Trustees and Lomak Sponsor (incorporated by reference to the Company's Registration Statement (No. 333-43823)).
- 4.4.1. Indenture dated as of October 22, 1997, between Lomak Petroleum, Inc. and The Bank of New York (incorporated by reference to the Company's Registration Statement (No. 333-43823)).
- 4.4.2. First Supplemental Indenture dated as of October 22, 1997, between Lomak Petroleum, Inc. and The Bank of New York (incorporated by reference to the Company's Registration Statement (No. 333-43823)).
- 4.5. Form of 5 3/4% Preferred Convertible Securities.
- 4.6. Form of 5 3/4% Convertible Junior Subordinated Debentures.
- 4.7. Convertible Preferred Securities Guarantee Agreement dated October 22, 1997, between Lomak Petroleum, Inc., as Guarantor, and The Bank of New York as Preferred Guarantee Trustee (incorporated by reference to the Company's Registration Statement (No. 333-43823)).
- 4.8. Common Securities Guarantee Agreement dated October 22, 1997, between Lomak Petroleum, Inc., as Guarantor, and The Bank of New York as Common Guarantee Trustee. (incorporated by reference to the Company's Registration Statement No. 333-43823)).
- 4.9. Form of Trust Indenture relating to the Senior Subordinated Notes due 2007 between Lomak Petroleum, Inc., and Fleet National Bank as trustee (incorporated on the Company's Registration Statement (No. 333-20257)).

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- 4.10 Credit Agreement, dated as of June 7, 1996, between Domain Finance Corporation --Houston (including the First and the Second Amendment thereto) (incorporated Exhibit 10.3 of Domain Energy Corporation's Registration Statement on Form S-1 Commission on April 4, 1997 and Exhibit 10.3 of Amendment No. 1 to Domain Energy Registration Statement on Form S-1 filed with the Commission on May 21, 1997) (333-24641).
- 4.11 Corrected Certificate of Designations of Preferred Stock of Range Resources Corp As \$2.03 Convertible Exchangeable Preferred Stock, Series D (incorporated by reference to the Company's Form 10-Q dated November 6, 2000).
- 10.1 Incentive and Non-Qualified Stock Option Plan dated March 13, 1989 (incorporated by reference to the Company's Registration Statement (No. 33-31558)).
- 10.2 Advisory Agreement dated September 29, 1988 between Lomak and SOCO (incorporated by reference to the Company's Registration Statement (No. 33-31558)).
- 10.3.1 1989 Stock Purchase Plan (incorporated by reference to the Company's Registration Statement (No. 33-31558)).
- 10.3.2 Amendment to the Lomak Petroleum, Inc., 1989 Stock Purchase Plan, as amended (incorporated by reference to the Company's Registration Statement (No. 333-44821)).
- 10.4 Form of Directors Indemnification Agreement (incorporated by reference to the Company's Registration Statement (No. 333-47544)).
- 10.5.1 1994 Outside Directors Stock Option Plan (incorporated by reference to the Company's Registration Statement (No. 333-47544)).
- 10.5.2 1994 Outside Directors Stock Option Plan - Amendment No. 1 (incorporated by reference to the Company's Registration Statement No. 333-40380)
- 10.5.3 1994 Outside Directors Stock Option Plan - Amendment No. 2 (incorporated by reference to the Company's Registration Statement No. 333-40380)
- 10.5.4 1994 Outside Directors Stock Option Plan - Amendment No. 3 (incorporated by reference to the Company's Registration Statement No. 333-40380)
- 10.5.5 1994 Outside Directors Stock Option Plan - Amendment No. 4 (incorporated by reference to the Company's Registration Statement No. 333-40380)
- 10.6 1994 Stock Option Plan (incorporated by reference to the Company's Registration Statement (No. 33-47544)).
- 10.7 Registration Rights Agreement dated October 22, 1997, by and among Lomak Petroleum Financing Trust, Morgan Stanley & Co. Incorporated, Credit Suisse First Boston, Markets L.P. and McDonald Company Securities, Inc., (incorporated by reference to the Company's Registration Statement (No. 333-43823)).
- 10.8.1 1997 Stock Purchase Plan (incorporated by reference to the Company's Registration Statement (No. 333-44821)).
- 10.8.2 1997 Stock Purchase Plan, as amended (incorporated by reference to the Company's Registration Statement (No. 333-44821)).
- 10.8.3 1997 Stock Purchase Plan - Amendment No. 1 dated May 26, 1999 (incorporated by reference to the Company's Registration Statement No. 333-40380)
- 10.8.4 1997 Stock Purchase Plan - Amendment No. 2 dated September 28, 1999 (incorporated by reference to the Company's Registration Statement No. 333-40380)
- 10.8.5 1997 Stock Purchase Plan - Amendment No. 3 dated May 24, 2000 (incorporated by reference to the Company's Registration Statement No. 333-40380)

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Company's Registration Statement No. 333-40380)

- 10.8.6 1997 Stock Purchase Plan - Amendment No. 4 dated May 24, 2001.
- 10.9 Second Amended and Restated 1996 Stock Purchase and Option Plan for Key Employee Corporation and Affiliates (incorporated by reference to the Company's Registration Statement No. 333-62439)).
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- 10.10 Domain Energy Corporation 1997 Stock Option Plan for Nonemployee Directors (incorporated by reference to the Company's Registration Statement (No. 333-62439)).
- 10.11 \$100,000,000 Credit Agreement between Range Energy Finance Corporation, as Borrower, and Credit Lyonnais New York Branch, as Administrative Agent and Certain Lenders dated December 14, 1999 (incorporated by reference to the Company's 1999 10K dated March 20, 2000.)
- 10.11.1 \$100,000,000 Second Amendment to Credit Agreement between Range Energy Finance Corporation, as Borrower, and Credit Lyonnais New York Branch, as Administrative Agent and Certain Lenders dated December 14, 1999 (incorporated by reference to the Company's 1999 10K dated March 20, 2000.)
- 10.12 Purchase and Sale Agreement - Dated April 20, 2000 between Range Pipeline System and Conoco Inc., as Buyer (incorporated by reference to the Company's 10-Q dated August 8, 2000).
- 10.13 Gas Purchase Contract - Dated July 1, 2000 between Range Production I, L.P. as Seller, and Conoco Inc., as Buyer (incorporated by reference to the Company's 10-Q dated August 8, 2000).
- 10.14 Application Service Provider and Outsourcing Agreement - Dated June 1, 2000 between Range Resources and Applied Terravision Systems Inc. (incorporated by reference to the Company's 10-Q dated August 8, 2000).
- 10.15.1 \$225,000,000 Amended and Restated Credit Agreement among Range Resources Corporation and certain parties, as Lenders, Bank One, Texas, N.A., as Administrative Agent, Chase Bank of Texas, N.A., as Syndication Agent, and Bank of America, N.A., as Documentation Agent dated September 30, 1999 incorporated by reference to the Company's 10-Q dated November 10, 1999.
- 10.15.2 \$225,000,000 First Amendment to Credit Agreement among Range Resources Corporation and certain parties, as Lenders, Bank One, Texas, N.A., as Administrative Agent, Chase Bank of Texas, N.A., as Syndication Agent, and Bank of America, N.A., as Documentation Agent dated September 30, 1999.
- 10.15.3 \$225,000,000 Second Amendment to Credit Agreement among Range Resources Corporation and certain parties, as Lenders, Bank One, Texas, N.A., as Administrative Agent, Chase Bank of Texas, N.A., as Syndication Agent, and Bank of America, N.A., as Documentation Agent dated September 30, 1999 (incorporated by reference to the Company's 10-Q dated August 8, 2000).
- 10.15.4 \$225,000,000 Third Amendment to Credit Agreement among Range Resources Corporation and certain parties as Lenders, Bank One, Texas, N.A., as Administrative Agent, Chase Bank of Texas, N.A., as Syndication Agent, and Bank of America, N.A., as Documentation Agent dated September 30, 1999 (incorporated by reference to the Company's 10-Q dated August 8, 2000).
- 10.16 1999 Stock Option Plan (incorporated by reference to the Company's Registration Statement No. 333-40380)

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- 10.16.1 1999 Stock Option Plan - Amended and Restated dated April 5, 2001 (incorporated the Company's Proxy Statement on Schedule 14 dated April 20, 2001)
- 10.16.2 1999 Stock Option Plan - Amendment No. 1 dated May 24, 2001.
- 10.19 The Amended and Restated Deferred Compensation Plan for Directors and Selected effective September 1, 2000.
- 21.1 Subsidiaries of Registrant.
- 23.1* Consent of Independent Public Accountants.
- 23.2 Consent of H.J. Gruy and Associates, Inc., independent consulting petroleum eng
- 23.3 Consent of DeGoyler and MacNaughton, independent consulting petroleum engineers
- 23.4 Consent of Wright and Company, independent consulting engineers.

_____ *Filed herewith.