

RANGE RESOURCES CORP

Form 11-K

June 24, 2010

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 11-K  
ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

(Mark one)

**Annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934  
For the fiscal year ended December 31, 2009**

**Transition report pursuant to Section 15(d) of the Securities Exchange Act of 1934.  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 001-12209**

A. Full title of the plan and address of the plan, if different from the issuer named below

**RANGE RESOURCES CORPORATION**

**401 (k) PLAN**

B. Name of issuer of the securities held pursuant to the plan and address of its principle executive office

**Range Resources Corporation**

**100 Throckmorton, Suite 1200**

**Fort Worth, Texas, 76012**

**TABLE OF CONTENTS**

<u>Report of Independent Registered Public Accounting Firm</u>	F-1
Financial Statements	
<u>Statements of Net Assets Available for Benefits</u>	F-2
<u>Statements of Changes in Net Assets Available for Benefits</u>	F-3
<u>Notes to Financial Statements</u>	F-4
<u>Supplemental Schedule Form 5500, Schedule H, Line 4i, Schedule of Assets (Held at End of Year)</u>	F-11
<u>Signature</u>	F-12
<u>Exhibit Index</u>	F-13
Exhibit 23- Consent of Independent Registered Public Accounting Firm	F-14
Exhibit 99.1- Certification of Periodic Financial Reports	F-15
<u>EX-23</u>	
<u>EX-99.1</u>	

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**Table of Contents**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Administrative Committee of the  
Range Resources Corporation 401(k) Plan

We have audited the accompanying statements of net assets available for benefits of the Range Resources Corporation 401(k) Plan as of December 31, 2009 and 2008 and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Range Resources Corporation 401(k) Plan as of December 31, 2009 and 2008, and the changes in its net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of Form 5500, Schedule H, Line 4i, Schedule of Assets (Held at End of Year) as of December 31, 2009 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Whitley Penn LLP

Fort Worth, Texas

June 22, 2010

F-1

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**Table of Contents**

**RANGE RESOURCES CORPORATION 401(k) PLAN  
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

	<b>December 31,</b>	
	<b>2009</b>	<b>2008</b>
<b>Assets</b>		
Investments, at fair value:		
Shares of registered investment companies:		
Mutual funds	\$ 32,654,375	\$ 20,710,675
Common collective trust	7,537,078	6,047,135
Range Resources common stock	31,811,392	22,909,164
Participant loans	989,907	783,585
Total investments at fair value	72,992,752	50,450,559
Participant contribution receivable	128,945	
Employer contribution receivable	112,657	
Other receivable		
Total assets	73,234,354	50,450,559
 <b>Liabilities</b>		
Liability for excess contributions		
Net assets available for benefits at fair value	73,234,354	50,450,559
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contract	(125,232)	435,514
Net assets available for benefits	\$ 73,109,122	\$ 50,886,073
See accompanying notes to financial statements.		

Table of Contents

**RANGE RESOURCES CORPORATION 401(k) PLAN  
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

	<b>Year Ended December 31,</b>	
	<b>2009</b>	<b>2008</b>
<b>Additions to net assets</b>		
Investment income:		
Net realized and unrealized gains on investments	\$ 16,639,155	\$
Interest and dividends	849,828	1,756,350
Total investment income	17,488,983	1,756,350
Contributions:		
Cash:		
Participants	5,010,498	4,196,024
Employer match	3,188,749	2,690,088
Rollover and other	539,313	448,312
Total contributions	8,738,560	7,334,424
Total additions to net assets	26,227,542	9,090,774
<b>Deductions from net assets</b>		
Benefits paid to participants	(4,004,493)	(1,691,048)
Investment losses:		
Net realized and unrealized losses on investments		(23,176,953)
Total deductions from net assets	(4,004,493)	(24,868,001)
Net increase (decrease) in net assets available for benefits	22,223,049	(15,777,227)
Net assets available for benefits at beginning of year	50,886,073	66,663,300
Net assets available for benefits at end of year	\$ 73,109,122	\$ 50,886,073

See accompanying notes to financial statements.

**Table of Contents**

**RANGE RESOURCES CORPORATION 401(k) PLAN  
Notes to Financial Statements  
December 31, 2009 and 2008**

**A. Description of the Plan**

**Plan Description**

The following description of the Range Resources Corporation 401(k) Plan (the Plan ) provides only general information. The Plan is sponsored by Range Resources Corporation (the Company or Plan Sponsor ). Participants should refer to the plan agreement for a more complete description of the Plan s provisions.

**General**

The Plan was established effective January 1, 1989 as a defined contribution plan covering employees of the Company who are eighteen years of age or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ( ERISA ).

The purpose of the Plan is to encourage employees to save and invest, systematically, a portion of their current compensation in order that they may have a source of additional income upon their retirement, or for their family in the event of death.

**Contributions**

Participants may contribute up to 75% of pre-tax annual compensation, as defined by the Plan. Contributions are subject to limitations on annual additions and other limitations imposed by the Internal Revenue Code (the Code ) as defined in the Plan agreement. The Plan allows for two types of elective deferrals. A participant may elect a pre-tax deferral of up to 75% of pre-tax compensation or a participant may make a Roth IRA deferral which is taxed differently than the pre-tax deferral.

The Company has an automatic enrollment feature under the Plan after a participant meets a 60-day service requirement. Those employees that do not make an affirmative election to contribute to the Plan are automatically enrolled in the Plan with contributions equal to 3% of pre-tax annual compensation. If those employees added to the Plan under the automatic enrollment feature do not change their deferral, the deferral will increase 1% on each anniversary date up to a maximum of 6%.

Employees who are eligible to make salary deferral contributions under the Plan and who have attained age 50 before the close of the Plan year, are eligible for catch-up contributions in accordance with and subject to the limitations imposed by the Code.

Participants must be employed on the last day of the Plan year, and complete 1,000 hours of service during the Plan year to be eligible to receive profit sharing contributions. Each year the Board of Directors may determine the percentage of employee salaries that the Company will contribute as a profit sharing contribution. This contribution is discretionary and the Company did not make profit sharing contributions in either 2009 or 2008.

At the discretion of the Board of Directors, the Company may elect to contribute a matching contribution based on the amounts of salary deferrals of the participants. Effective January 1, 2005, the Company began making matching cash contributions to participant accounts. The Board did not elect any matching contributions in 2009 or 2008.

Beginning January 1, 2008, the Company began a Qualified Automatic Safe Harbor Matching Contribution ( QASH ) in the amount of 100% of the first 6% of deferred compensation. QASH contributions were approximately \$3,189,000 and \$2,690,000 during 2009 and 2008, respectively.

**Table of Contents**

**A. Description of the Plan continued**

**Participant Accounts**

Each participant's account is credited with the participant's elective contributions, employer contribution(s), and earnings thereon. Allocations are based on participant earnings or account balances as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting**

Participants are immediately fully vested in their elective contributions plus actual earnings thereon. Effective January 1, 2008 vesting in the Company Qualified Automatic Safe Harbor Matching Contribution portion of accounts plus actual earnings thereon is as follows:

<b>Years of Service</b>	<b>Vested Percentage</b>
Less than One (1) year	0%
One (1) year	50%
Two (2) years	50%

A year of service for vesting purposes is defined as a period in which a participant completes at least 1,000 hours of service. Prior to 2008, Company contributions were subject to the following vesting schedule:

<b>Years of Service</b>	<b>Vested Percentage</b>
Less than One (1) year	0%
One (1) year	40%
Two (2) years	80%
Three (3) or more years	100%

**Loans**

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from one to five years or, in the case of a loan to acquire or construct the primary residence of a participant, a period not to exceed a repayment period used by commercial lenders for similar loans. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus 2.00%, as defined by the Participant Loan Program. Interest rates for current outstanding loans ranged from 5.25% to 10.25%. Principal and interest are paid ratably through payroll deductions.

**Benefit Payments**

Participants withdrawing during the year for reasons of service or disability, retirement, death, or termination are entitled to their vested account balance. Benefits are distributed in the form of rollovers, lump sum distributions, installment payments, or through the purchase of an annuity contract. If withdrawing participants are not entitled to their entire account balance, the amounts not received are forfeited. See additional discussion below.

A participant may receive a hardship distribution from salary deferrals if the distribution is: (1) on account of uninsured medical expenses incurred by the participant, their spouse or dependents; (2) to purchase (excluding mortgage payments) a principal residence of the participant; (3) for the payment of post-secondary tuition expenses; (4) needed to prevent eviction of the participant from his or her principal residence or foreclosure upon the mortgage of the participant's principal residence; (5) on account of funeral or burial expenses relating to the death of the



**Table of Contents**

**A. Description of the Plan continued**

**Benefit Payments continued**

participant's deceased parent, spouse, child or dependant; or (6) on account of casualty expenses to repair damage to the participant's principal residence.

**Forfeitures**

Forfeited balances of terminated participants' non-vested accounts were reallocated to the account balances of the remaining participants for all forfeitures through 2007. All forfeitures incurred in 2008 and forward will be used to fund Plan expenses.

**B. Summary of Significant Accounting Policies**

**Basis of Accounting**

The financial statements of the Plan are presented on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses. Actual results could differ from these estimates.

**Investment Valuation and Income Recognition**

The Plan's investments are stated at fair value. Quoted market prices are used to value investments in the mutual funds and Range Resources common stock. Participant loans are valued at their outstanding balances, which approximate fair value. The Plan's interest in the common collective trust is valued based on information reported by the investment advisor using the audited financial statements of the common collective trust at year-end. These investments are subject to market or credit risks customarily associated with equity investments.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net realized gains or loss on investments is the difference between the proceeds received upon the sale of investments and the market value of investments as of the end of the preceding year or the average cost of those assets if acquired during the current year.

Unrealized appreciation or depreciation of investments represents the increase or decrease in market value during the year.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a common collective trust. The fair value of the investment in the common collective trust is presented in the Statement of Net Assets Available for Benefits as well as the adjustment of the investment in the common collective trust from fair value to contract value. The Statement of Changes in Net Assets Available for Benefit is prepared on a contract value basis.

**Contributions**

Contributions from participants and the Company are accrued in the period in which they are deducted in accordance with salary deferral agreements and as they become obligations of the Company, as determined by the Plan's administrator.

**Table of Contents****B. Summary of Significant Accounting Policies continued****Payment of Benefits**

Benefits are recorded when paid.

**Plan Expenses**

Employees of the Company perform certain administrative functions with no compensation from the Plan. Administrative costs of the Plan are paid by the Company and are not reflected in the accompanying financial statements. The Plan Sponsor paid Plan expenses on behalf of the Plan of approximately \$31,000 in 2009 and \$46,000 in 2008.

**C. Investments**

Participants may direct their 401(k) salary deferrals and employer contributions to be invested into any of the twenty-one investment funds and one common collective trust offered by the Plan as well as the Range Resources Corporation common stock.

The following table presents the individual investments that exceeded 5% of the Plan's net assets available for benefits at December 31:

<b>Description</b>	<b>2009</b>
Range Resources Corporation common stock	\$ 31,811,392
DWS Stable Value Trust-Institutional Shares	7,537,078
American Funds - The Growth Fund of America Class R3	6,572,519

<b>Description</b>	<b>2008</b>
Range Resources Corporation common stock	\$ 22,909,164
DWS Stable Value Trust-Institutional Shares	6,047,135
American Funds - The Growth Fund of American Class R3	4,315,553

Common stock of the Company represented approximately 44% of net assets available for benefits at December 31, 2009 compared to 45% of net assets available for benefits at December 31, 2008.

During 2009 and 2008, the composition of the Plan's net realized and unrealized gains and (losses) on investments was as follows:

	<b>2009</b>	<b>2008</b>
Mutual Funds	\$ 6,262,321	\$ (12,249,937)
Range Resources Common Stock	10,376,834	(10,927,016)
	\$ 16,639,155	\$ (23,176,953)

**D. Tax Status**

The Plan has received a determination letter from the Internal Revenue Service ( IRS ) dated August 20, 2003, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from federal income taxation. The Plan has been amended since receiving the determination letter. The Company has adopted the Scudder Trust Company Prototype Defined Contribution Plan, which has been approved by the IRS

**Table of Contents****D. Tax Status continued**

for use by employers as a qualified plan. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. Management believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

**E. Forfeitures**

At December 31, 2009 the balance in the forfeiture account approximated \$35,000 compared to \$17,000 at December 31, 2008. In 2008, there was approximately \$32,000 of forfeitures reallocated to participants.

**F. Transactions with Parties-in-Interest**

Participants have the option to invest their salary deferrals into the Company's common stock. In addition, the Plan invests in shares of mutual funds managed by Scudder. Scudder acts as trustee for these investments as defined by the Plan. Transactions in such investments qualify as parties-in-interest transactions, which are exempt from the prohibited transaction rules.

**G. Plan Termination**

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time, subject to the provisions of ERISA. In the event of such termination of the Plan, participants would become fully vested and the net assets of the Plan would be distributed among the participants in accordance with ERISA.

**H. Reconciliation of Financial Statements to Form 5500**

The following is a reconciliation of net assets available for benefits as of December 31, 2009 and 2008, per the financial statements to the Form 5500:

	<b>2009</b>	<b>2008</b>
Net assets available for benefits per the financial statements	\$ 73,109,122	\$ 50,886,073
Adjustment from contract value to fair value for interest in common collective trust relating to fully benefit-responsive investment contract	125,232	(435,514)
Net assets available for benefits per the Form 5500	\$ 73,234,354	\$ 50,450,559
	<b>2009</b>	<b>2008</b>
Net increase (decrease) in net assets available for benefits per the financial statements	\$ 22,223,049	\$ (15,777,227)
Change in adjustment from contract value to fair value for interest in common collective trust relating to fully benefit-responsive investment contract	560,746	(322,525)
Prior year liabilities per the financial statements		(46,862)
Net increase (decrease) in net assets available for benefits per the Form 5500	\$ 22,783,795	\$ (16,146,614)

**Table of Contents****H. Reconciliation of Financial Statements to Form 5500 continued**

The reconciling items noted above are due to the difference in the method of accounting used in preparing the Form 5500 as compared to the Plan's financial statements. The modified cash basis of accounting was used in preparing the Form 5500, whereas the Plan's financial statements have been prepared on the accrual basis of accounting as required by accounting principles generally accepted in the United States of America. For 2009 and 2008, the common collective trust is adjusted from fair value to contract value.

**I. Fair Value Measurements**

In accordance with Generally Accepted Accounting Principles in the United States of America, fair value measurements are based upon inputs that market participants use in pricing an asset or liability, which are classified into two categories, observable inputs and unobservable inputs. Observable inputs represent market data obtained from independent sources, whereas unobservable inputs reflect a company's own market assumptions, which are used if observable inputs are not reasonably available without undue cost and effort. These two types of inputs are further prioritized into the following fair value input hierarchy:

Level 1 Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities as of the reporting date.

Level 2 Pricing inputs are other than quoted prices in active markets included in Level 1, which are directly or indirectly observable as of the reporting date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Where observable inputs are available, directly or indirectly, for substantially the full term of the asset or liability, the instrument is categorized in Level 2.

Level 3 Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

The Plan uses a market approach for fair value measurements and endeavors to use the best information available. Accordingly, valuation techniques that maximize the use of observable inputs are favored. The following tables present the fair value hierarchy table for assets and liabilities measured at fair value, on a recurring basis:

	Total Carrying Value as of December 31, 2009	Fair Value Measurements at December 31, 2009 Using Quoted Prices in Active		
		Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds	\$ 32,654,375	\$ 32,654,375	\$	\$
Range Resources common stock	31,811,392	31,811,392		
Common collective trust	7,537,078		7,537,078	
Participant loans	989,907			989,907
<b>Total investment at fair value</b>	<b>\$ 72,992,752</b>	<b>\$ 64,465,767</b>	<b>\$ 7,537,078</b>	<b>\$ 989,907</b>

**Table of Contents****I. Fair Value Measurements -continued**

	Total Carrying Value as of December 31, 2008	Fair Value Measurements at December 31, 2008 Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds	\$ 20,710,675	\$ 20,710,675	\$	\$
Range Resources common stock	22,909,164	22,909,164		
Common collective trust	6,047,135		6,047,135	
Participant loans	783,585			783,585
<b>Total investment at fair value</b>	<b>\$ 50,450,559</b>	<b>\$ 43,619,839</b>	<b>\$ 6,047,135</b>	<b>\$ 783,585</b>

These items are classified in their entirety based on the lowest priority level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the placement of assets and liabilities within the levels of the fair value hierarchy. Mutual funds in Level 1 are measured at fair value with a market approach using December 31, 2009 net asset values of the shares held by the Plan at year-end. Range Resources common stock in Level 1 is exchange traded and measured at fair value with a market approach using the December 31, 2009 closing price. The common collective trust in Level 2 is measured based on information reported by the investment advisor using the audited financial statements of the trust for the Plan's year-end. Participant loans in Level 3 are valued at amortized cost, which approximates fair value.

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2009 and 2008.

	<b>2009</b>	<b>2008</b>
Participant loans, beginning of year	\$ 783,585	\$ 791,137
Loan issuance	656,808	377,340
Loan repayments	(387,190)	(354,002)
Distributed loans	(63,296)	(30,890)
<b>Participant loans, end of year</b>	<b>\$ 989,907</b>	<b>\$ 783,585</b>

Table of Contents

**RANGE RESOURCES CORPORATION 401(k) PLAN**  
**FORM 5500, SCHEDULE H, LINE 4i, SCHEDULE OF ASSETS (HELD AT END OF YEAR)**  
**December 31, 2009**

EIN: 34-1312571

Plan: 002

(a)	(b) Identity of Issue, Borrower or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost Value	(e) Current Value
*	Range Resources Corp.	Common Stock	**	\$ 31,811,392
*	DWS	Stable Value Trust Institutional Shares	***	7,537,078
	American Funds	The Growth Fund of America Class R3	**	6,572,519
	Pimco	Total Return Fund A	**	3,447,744
	Oppenheimer	Global Fund Class N	**	3,000,010
*	DWS	Strategic Value A	**	2,836,455
	Blackrock	U. S. Opport Port	**	2,323,225
*	DWS	Equity 500 Index Fund Investment Class	**	2,090,151
*	DWS	Life Compass 2015 Fund	**	1,830,959
	Allianz	NFJ Small Cap Value A	**	1,579,065
*	DWS	Diversified International Equity Fund Class A	**	1,284,519
	Blackrock	Global Allocation Fund A	**	1,115,350
	Riversource	Mid Value Fund R	**	1,064,352
	Pimco	Real Return Fund A	**	1,028,540
	Alger	Small Cap Growth Inst R	**	881,282
*	DWS	Life Compass 2030 Fund	**	793,626
	RS	Emerging Markets Fund A	**	701,957
*	DWS	RREEF Real Estate Securities Fund Class A	**	525,615
*	DWS	Life Compass 2020 Fund	**	500,527
	Davis	New York Venture Fund A	**	313,980
	Alliance Ber	International Value Fund A	**	297,021
*	DWS	Life Compass Retirement Fund	**	264,018
	Oppenheimer	International Bond Fund	**	203,460
*	Participant loans	5.25% - 10.25% ; 1 - 5 years	-0-	989,907

\$ 72,992,752

\* A party-in-interest  
as defined by  
ERISA

\*\* Cost not necessary  
due to  
participant-directed  
investments in  
mutual funds,  
common collective  
trust and common

stock

\*\*\* Reported at fair  
value in accordance  
with Form 5500

F-11

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**Table of Contents**

**SIGNATURE**

*The Plan.* Pursuant to the requirements of the Securities Exchange Act of 1934, the trustee has duly caused this annual report to be signed on their behalf by the undersigned hereunto duly authorized.

**RANGE RESOURCES  
CORPORATION  
401(k) PLAN**

Date: June 24, 2010

/s/ Roger S. Manny  
Roger S. Manny, *Trustee*

F-12

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**Table of Contents**

**Exhibit Index**

NUMBER	Exhibit
23*	Consent of independent registered public accounting firm
99.1*	Certification of the December 31, 2009 Annual Report on Form 11-K, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by the Principal Executive Officer and Principal Financial Officer of the Plan.

\* included  
herewith

F-13