

Edgar Filing: RANGE RESOURCES CORP - Form FWP

RANGE RESOURCES CORP
Form FWP
February 24, 2012

Issuer Free Writing Prospectus dated February 24, 2012

Filed Pursuant to Rule 433 under the Securities Act of 1933

Registration Statement No. 333-179663

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| Issuer: | Range Resources Corporation |
| Guarantors: | 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 |
| Security Description: | Senior Subordinated Notes |
| Distribution: | SEC Registered |
| Face: | \$600,000,000 |
| Gross Proceeds: | \$600,000,000 |
| Net Proceeds: (after deducting discounts to the underwriters and estimated expenses of the offering) | \$589,000,000 |
| Coupon: | 5.000% |
| Maturity: | August 15, 2022 |
| Offering Price: | 100% |
| Yield to Maturity: | 5.000% |
| Spread to Treasury: | 301 basis points |
| Benchmark: | UST 2.00% due February 15, 2022 |
| Interest Pay Dates: | February 15 th and August 15 th |
| Beginning: | August 15, 2012 |
| Clawback: | Up to 35% at 105.000 |
| Until: | February 15, 2015 |
| Optional Redemption: | Makewhole call @ T+50bps prior to February 15, 2017, then: |
| On or after: | Price: |

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|----------------------------------|----------|
| February 15, 2017 | 102.500% |
| February 15, 2018 | 101.667% |
| February 15, 2019 | 100.833% |
| February 15, 2020 and thereafter | 100.000% |

Change of Control:

Put @ 101% of principal plus accrued and unpaid interest

Trade Date:

February 24, 2012

Settlement Date: (T+10) March 9, 2012

CUSIP: 75281A AN9

ISIN: US75281AAN90

Bookrunners: Merrill Lynch, Pierce, Fenner & Smith
Incorporated
J.P. Morgan Securities LLC
Wells Fargo Securities, LLC
Barclays Capital Inc.
Deutsche Bank Securities Inc.
Co-Managers: Credit Suisse Securities (USA) LLC
RBC Capital Markets, LLC
Credit Agricole Securities (USA) Inc.
Citigroup Global Markets Inc.
BMO Capital Markets Corp.
SunTrust Robinson Humphrey, Inc.
UBS Securities LLC
BNP Paribas Securities Corp.
BOSC, Inc.
Capital One Southcoast, Inc.
Comerica Securities, Inc.
KeyBanc Capital Markets Inc.
Lloyds Securities Inc.
Mitsubishi UFJ Securities (USA), Inc.
Natixis Securities Americas LLC
Scotia Capital (USA) Inc.
SG Americas Securities, LLC
U.S. Bancorp Investments, Inc.

Additional Information:

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We estimate that the net proceeds from this offering (after deducting discounts to the underwriters and estimated expenses of the offering) will be approximately \$589.0 million.

At the year ended December 31, 2011, on an as adjusted basis to give effect to this offering and the application of the estimated net proceeds, we had a total capitalization of \$4,780 million, total long-term debt of \$2,388 million, including \$600 million of indebtedness associated with our new senior subordinated notes and cash and cash equivalents of \$402.1 million. This information supplements the information contained in the capitalization table under the column heading "As adjusted" on page S-26 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 obtain these documents for free by visiting EDGAR on the SEC Web site at 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 them by calling BofA Merrill Lynch at 1-800-294-1322.