

RANGE RESOURCES CORP

Form 11-K

June 09, 2004

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**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, 2003**

- 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  
777 Main Street, Suite 800  
Fort Worth, Texas, 76012**

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**REPORT OF INDEPENDENT AUDITORS**

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

We have audited the accompanying statements of net assets available for plan benefits of the Range Resources Corporation 401(k) Plan as of December 31, 2003 and 2002 and the related statements of changes in net assets available for plan 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 auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes 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 plan benefits of the Plan as of December 31, 2003 and 2002, and the changes in its net assets available for plan benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held for investment purposes at end of year 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. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Whitley Penn

Fort Worth, Texas  
May 14, 2004

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

|  | <b>December 31,</b> |             |
|--|---------------------|-------------|
|  | <b>2003</b>         | <b>2002</b> |
|  | <hr/>               | <hr/>       |
| <b>Assets</b>                              |                     |             |
| Investments, at fair value:                |                     |             |
| Shares of registered investment companies: |                     |             |
| Mutual Funds                               | \$4,189,697         | \$2,988,099 |
| Common Collective Trust                    | 746,162             |             |
| Range Resources Common Stock               | 3,785,055           | 2,514,532   |
| Participant loans                          | 269,532             | 209,088     |
|  | <hr/>               | <hr/>       |
| Total assets                               | 8,990,446           | 5,711,719   |
| <b>Liabilities</b>                         | <hr/>               | <hr/>       |
| Net assets available for plan benefits     | \$8,990,446         | \$5,711,719 |
|  | <hr/>               | <hr/>       |

See accompanying notes to financial statements

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

|   | <b>Years Ended December 31,</b> |              |
|---|---------------------------------|--------------|
|   | <b>2003</b>                     | <b>2002</b>  |
|   | <hr/>                           | <hr/>        |
| <b>Additions to net assets attributed to:</b>               |                                 |              |
| Investment income:  |                                 |              |
| Net realized and unrealized gain (loss) on investments      | \$2,270,958                     | \$ (169,906) |
| Interest and dividends                                      | 70,050                          | 53,313       |
|   | <hr/>                           | <hr/>        |
|   | 2,341,008                       | (116,593)    |
| Contributions:  |                                 |              |
| Non-cash:   |                                 |              |
| Employer stock  | 610,000                         | 601,500      |
| Cash:   |                                 |              |
| Participant   | 747,939                         | 643,570      |
| Rollover  | 67,384                          |              |
| Transfer from qualified plan                                |                                 | 425,408      |
|   | <hr/>                           | <hr/>        |
|   | 1,425,323                       | 1,670,478    |
| Total additions   | 3,766,331                       | 1,553,885    |
| <b>Deductions from net assets attributed to:</b>            |                                 |              |
| Benefits paid to participants                               | 458,523                         | 391,928      |
| Net loan borrowings/repayments)                             | 29,081                          |              |
|   | <hr/>                           | <hr/>        |
| Total deductions  | 487,604                         | 391,928      |
| Net increase  | 3,278,727                       | 1,161,957    |
| Net assets available for plan benefits at beginning of year | 5,711,719                       | 4,549,762    |
|   | <hr/>                           | <hr/>        |
| Net assets available for plan benefits at end of year       | \$8,990,446                     | \$5,711,719  |
|   | <hr/>                           | <hr/>        |

See accompanying notes to financial statements

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

**NOTES TO FINANCIAL STATEMENTS**

**December 31, 2003 and 2002**

**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 ). 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 was restated effective January 1, 2002, refer to Footnote H. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ( ERISA ).

Effective January 1, 2003, the assets of the Plan were transferred from Matrix Capital Bank Trust Services to Scudder Trust Company ( Scudder ). As a result of this transfer, Scudder also assumed the responsibility of trustee and record keeper, which was formerly held by CPI Qualified Plan Consultants, Inc. The Company adopted the Scudder Trust Co. prototype Deferred Contribution Plan.

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 50% 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. Contributions are equal to 5.7% of each active participant s eligible compensation in excess of the social security taxable wage base in 2003 and 2002.

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 determines the percentage of employee salaries that the Company will contribute as a profit sharing contribution. In 2003 and 2002, the Company made profit sharing contributions, in the form of Company stock, at the rate of 6% of an eligible participant s salary.

At the discretion of the Board of Directors, the Company may elect to contribute a matching contribution based on the amounts of salary reduction of the participants. No matching contribution was made in 2003 or 2002.





**Table of Contents****RANGE RESOURCES CORPORATION 401 (k) PLAN  
NOTES TO FINANCIAL STATEMENTS (continued)****A. Description of Plan - continued****Participant Accounts**

Each participant's account is credited with the participant's elective contribution, 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. Vesting in the Company contribution portion of accounts plus actual earnings thereon is as follows:

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

A year of service for vesting purposes is defined as a period in which a participant completes at least 1,000 hours of service.

**Loans**

Participants may borrow from their fund accounts a minimum of \$1,000 and 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%, as defined by the Participant Loan Program. Interest rates for 2003 ranged from 6.0% to 6.25%. 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 sums, 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 and reallocated to the remaining participants once it is assured that a break in service was incurred by the withdrawing participant. Disbursements for benefits are recorded when paid.

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**RANGE RESOURCES CORPORATION 401 (k) PLAN  
NOTES TO FINANCIAL STATEMENTS (continued)**

**A. Description of Plan - continued**

**Benefit Payments - continued**

A participant may receive a hardship distribution from salary reduction contributions 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; or, (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.

**Forfeitures**

Forfeited balances of terminated participants' non-vested accounts are reallocated to the account balances of the remaining participants.

**Administrative Expenses**

The Company pays administrative expenses of the Plan. During 2003 and 2002, the Company paid approximately \$12,100 and \$10,100, respectively, of Plan expenses on behalf of the Plan.

**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 during the reporting period. Actual results could differ from those estimates.

**Investments Valuation and Income Recognition**

Investments are valued at fair market value as of December 31, 2003 and 2002. The Common Stock of Range Resources Corporation 401(k) Plan is valued at the last reported sales price on the last business day of the Plan year.

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**RANGE RESOURCES CORPORATION 401(k) PLAN  
NOTES TO FINANCIAL STATEMENTS (continued)**

**B. Summary of Significant Accounting Policies - continued**

**Investments Valuation and Income Recognition - continued**

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Net realized gain 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.

These investments are subject to market or credit risks customarily associated with equity investments. Participant loans are recorded at the unpaid principal balance which approximates fair value.

**Contributions**

Contributions from the participants and the employer 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.

**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.

**C. Investments**

Participants may direct their 401(k) salary deferrals to be invested into any of the twelve investment funds offered by the Plan as well as the Range Resources Corporation common stock.

Non-cash profit sharing contributions made in the form of the Company's common stock, by the Company, can be redirected by participants into any of the twelve investment options offered by the Plan.

**Table of Contents****RANGE RESOURCES CORPORATION 401(k) PLAN  
NOTES TO FINANCIAL STATEMENTS (continued)****C. Investments continued**

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

| <b>Description</b>                            | <b>2003</b> |
|---|-------------|
| Scudder Stable Value II Institution           | \$ 746,162  |
| Scudder Fixed Income Fund - A                 | 477,928     |
| Scudder Flag Investors Value Builder - A      | 611,255     |
| American Growth Fund of America - R3          | 1,181,349   |
| Scudder Dreman High Return Equity - A         | 752,102     |
| Range Resources Common Stock (411,419 shares) | 3,785,055   |
| <b>Description</b>                            | <b>2002</b> |
| AIM Cash Reserves                             | \$ 403,958  |
| Bond Fund of America                          | 307,029     |
| Investment Co of America                      | 590,511     |
| AIM Balanced                                  | 465,789     |
| AIM Blue Chip                                 | 491,063     |
| Range Resources Common Stock (463,241 shares) | 2,514,532   |

Range Resources common stock represented approximately 42% and 44% of total net assets available for plan benefits at December 31, 2003 and 2002, respectively.

**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 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. The Company 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, 2003 and 2002, the balance in the forfeiture account approximated \$6,000 and \$3,300, respectively. There were no forfeitures reallocated to participants in 2003.

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**RANGE RESOURCES CORPORATION 401(k) PLAN  
NOTES TO FINANCIAL STATEMENTS (continued)**

**F. Transactions with Parties in Interest**

Participants have the option to invest their salary deferrals into the common stock of Range Resources Corporation, the Company. The Plan invests in shares of mutual funds managed by Scudder. Scudder acts as trustee for those investments as defined by the Plan. Transactions in such investments qualify as a party-in-interest transaction 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. Plan Amendment**

Effective January 1, 2002, the Plan was amended and restated ( Plan Amendment ) and the definition of compensation as it relates to the Plan was changed. The definition of compensation was modified to exclude all bonuses and amounts taxed to employees in connection with purchases of discounted stocks. The Plan was amended to exclude temporary employees as eligible employees to the Plan. The Plan was amended to increase participant contributions to 50% of pre-tax annual compensation, as defined by the Plan.

**I. Plan Merger**

In 1998, Lomak Petroleum, Inc. acquired Domain Energy Corporation ( Domain ) via merger and changed the resulting company s name to Range Resources Corporation. The Plan was amended to allow Domain employees to be eligible for the Plan, and the Range Energy Ventures Corporation 401(k) Plan ( Domain Plan ) assets were frozen. On March 14, 2002, Domain received a favorable letter of determination relating to tax qualification status of the Domain Plan prior to merging the Domain Plan with the Plan. During July 2002, the Company merged Domain Plan s net assets of \$425,400 into the Plan. These net assets have been recorded as a Transfer From Qualified Plan in the accompanying Statements of Changes In Net Assets Available For Plan Benefits.

**J. Subsequent Events**

Effective April 1, 2004, the Plan s Recordkeeping Service Agreement with Scudder Trust Company (in particular the fee schedule) was amended to allow for the qualified domestic relations order fee to be charged to the affected participant.

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**SUPPLEMENTAL SCHEDULE**

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**RANGE RESOURCES CORPORATION 401(k) PLAN  
FORM 5500, SCHEDULE H, LINE 4i SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT  
END OF YEAR  
December 31, 2003**

EIN: 34-1312571

Plan: 002

| (a) | (b)<br>Identity of Issue | (c)<br>Description<br>of Investments | (d)<br>Cost | (e)<br>Current<br>Value |
|-----|--------------------------|--------------------------------------|-------------|-------------------------|
| *   | Scudder                  | Stable Value II Institution          | **          | \$ 746,162              |
| *   | Scudder                  | Fixed Income Fund - A                | **          | 477,928                 |
| *   | Scudder                  | Flag Investors Value Builder - A     | **          | 611,255                 |
|     | American Funds           | Growth Fund of America - R3          | **          | 1,181,349               |
|     | Oppenheimer              | Global Fund - N                      | **          | 267,399                 |
|     | Pimco                    | PEA Renaissance - A                  | **          | 197,552                 |
|     | PIMCO                    | NFJ Small Cap Value - A              | **          | 32,719                  |
| *   | Scudder                  | Dreman High Return Equity - A        | **          | 752,102                 |
| *   | Scudder                  | International Select Equity - A      | **          | 160,621                 |
| *   | Scudder                  | Micro Cap - A                        | **          | 50,438                  |
| *   | Scudder                  | Mid Cap - A                          | **          | 404,374                 |
| *   | Scudder                  | Select 500 - A                       | **          | 53,960                  |
| *   | Range Resources          | Common Stock                         | **          | 3,785,055               |
| *   | Participant Loans        | 6.0% - 6.25%; 1 - 5 years            | \$0         | 269,532                 |
|     |                          |                                      |             | <u>\$8,990,446</u>      |

\* A party in interest as defined by ERISA

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

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**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 8, 2004

/s/ ROGER S. MANNY

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Roger S. Manny, *Trustee*

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**Exhibit Index**

| <b>NUMBER</b> | <b>Exhibit</b>  |
|---------------|---|
| 23*           | Consent of independent accountants  |
| 99.1*         | Certification of the December 31, 2003 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

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