

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of Report July 15, 2002

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, FT. WORTH, TEXAS  
(Address of principal executive offices)

76102  
(Zip Code)

Registrant's telephone number: (817) 870-2601

ITEM 4. CHANGES IN REGISTRANTS CERTIFYING ACCOUNTANT.

The Audit Committee of the Board of Directors of Range Resources, a Delaware Corporation (the "Company") sought proposals from independent accountants to audit the company's financial statements. The Company received proposals from and the Audit Committee conducted interviews with three of the largest four accounting firms. On July 11, 2002 the Audit Committee recommended the engagement of KPMG as the Company's independent auditors for the year ended December 31, 2002, to replace Arthur Andersen LLP ("Arthur Andersen"), whose engagement as the Company's auditors ended immediately. The Company's Board of Directors approved the Audit Committee's recommendations. As a result of this process, KPMG was selected as the Company's auditor for 2002.

Arthur Andersen's audit reports on the Company's financial statements as of or for the years ended December 31, 2000 and 2001 did not contain an adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles.

During the two years ended December 31, 2000 and 2001 and the subsequent interim period through March 31, 2002:

- (i) there were no disagreements between the Company and Arthur Andersen on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to Arthur Andersen's satisfaction, would have caused Arthur Andersen to make reference to the subject matter of the disagreement in connection with its reports:
- (ii) none of the reportable events described under Item 304(a)(1)(v) of Regulation S-K occurred; and
- (iii) except as disclosed in the next sentence, the Company did not consult with KPMG regarding any of the matters or events described in item 304(a)(2)(i) and (ii) of Regulation S-K. Prior to the official engagement as the Company's auditor, as part of KPMG's client acceptance procedure, KPMG and the Company discussed the accounting principles used upon the formation of the Great Lakes LLC joint venture in 1999. The Company has agreed to revise its accounting for the transaction as more fully described in the Company's press release attached hereto as Exhibit 99.1.

The Company provided Arthur Andersen with a copy of the foregoing statements and requested that Arthur Andersen furnish a letter addressed to the SEC stating whether or not it agrees with the above statements. The Company was unable to obtain that letter. The Company was informed by Arthur Andersen that the SEC had been notified that Arthur Andersen would no longer be providing such requested letters from former clients. The letter from the Company is attached hereto as Exhibit 16.1.

ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE.

Attached and incorporated by reference as Exhibit 99.1 is a copy of a press release of the Company dated July 15, 2002 regarding the appointment of KPMG, the restatement of previously filed financial statements and the re-audit by KPMG of the three years ended December 31, 2001.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

Exhibit Number	Description
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-- 16.1	Letter
	from Range
	Resources
	to Arthur
	Andersen
	LLP

regarding  
request  
for  
letter.

99.1 Press  
Release of  
Range  
Resources  
Corporation  
dated July  
15, 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RANGE RESOURCES CORPORATION

By: /s/ Eddie M. LeBlanc

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Eddie M. LeBlanc  
Chief Financial Officer

Date: July 15, 2002

EXHIBIT INDEX

EXHIBIT  
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Letter  
from Range  
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to Arthur  
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dated July  
15, 2002.

[RANGE RESOURCES LOGO]

[RANGE RESOURCES LETTERHEAD]

July 9, 2002

Client Code: RAN136

Arthur Andersen LLP  
901 Main Street  
Suite 5600  
Dallas, TX 75202  
Attn: Rick Howell

Dear Sirs:

Attached is a draft Form 8-K which Range Resources Corporation plans to file with the SEC on or about July 15, 2002 under Item 4 - Changes in Registrant's Certifying Accountant. Please review the document and provide Range Resources with a letter addressed to the SEC stating that your firm is in agreement with all comments regarding Arthur Andersen LLP. This letter along with your response will be filed as an exhibit to the 8-K.

Our thanks for your assistance.

Sincerely yours,

/s/ Eddie M. LeBlanc

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Eddie M. LeBlanc  
Chief Financial Officer

[RANGE RESOURCES LOGO]

## NEWS RELEASE

## RANGE APPOINTS NEW AUDITORS

FORT WORTH, TEXAS, JULY 15, 2002.....RANGE RESOURCES CORPORATION (NYSE: RRC) today announced the appointment of new auditors. Over the past forty-five days, the Audit Committee of the Company formally requested proposals from three of the largest four accounting firms to audit the Company's financial statements. As part of the process, the Audit Committee and Management indicated to each of the proposing accounting firms that to provide additional assurance to the Company's shareholders they had resolved to have the newly selected firm perform a full reaudit of the prior three years. The Audit Committee reviewed the proposals in detail and interviewed each of the firms. On July 11, 2002, the Audit Committee recommended the engagement of KPMG LLP as the Company's independent auditors to replace Arthur Andersen LLP, whose engagement as the Company's auditors ended immediately. The Company's Board of Directors approved the Audit Committee's recommendation.

As a part of the auditor selection process, KPMG performed its normal client acceptance procedures with respect to the Company. In connection with these procedures, KPMG advised the Company that it believes that the Company should have used a different accounting principle to determine the amount of gain recognized in 1999 upon the formation of the Great Lakes LLC joint venture. Under this accounting principle, (i) the gain recognized in 1999 should be reduced (from \$39.8 million to \$31.0 million) and (ii) income recognized in periods subsequent to September 30, 1999 should be increased (by approximately \$125,000 in 1999 and \$500,000 per year thereafter).

In September 1999, the Company and an unaffiliated third party formed Great Lakes. The Company contributed all of its Appalachian oil and gas properties and associated gas gathering and transportation systems to Great Lakes (which at the time had an estimated fair value of \$260.6 million and a net book value of \$195.0 million) in exchange for a 50% ownership interest in the joint venture and \$188.3 million in cash (which was funded under Great Lakes' newly established bank credit facility). The other party contributed oil and gas properties (with an estimated fair value of \$70.4 million) and \$2.0 million of cash. The Company used the \$188.3 million of proceeds to repay the majority of its bank debt. In connection with the formation of the joint venture, the Company recognized a gain of \$39.8 million (including \$7.0 million recognized on the sale of gas marketing contracts) after consultation with its auditors at the time. This represented full gain recognition attributable to the portion of the net assets conveyed to Great Lakes in excess of the Company's 50% ownership interest, pursuant to EITF 89-7, Exchange of Assets or Interest in a Subsidiary for a Noncontrolling Equity Interest in a New Entity. The gain was calculated by comparing the Company's financial advisor's estimate of the fair market value of the assets conveyed to their net book value.

KPMG has advised the Company that, in its view, the amount of gain recognized on the formation of Great Lakes should have been calculated under a different accounting principle (i.e., SFAS 19, Financial Accounting and Reporting by Oil and Gas Producing Companies and APB No. 29, Accounting for Nonmonetary Transactions) than that previously used. Under this guidance, gain should be recognized only to the extent oil and gas properties are sold for cash. Therefore, the amount of the gain should be limited to the amount by which the monetary consideration received exceeded a proportionate share of the net book value of the assets conveyed, based on the ratio of the monetary consideration to the fair value of the assets conveyed. The Company has agreed to revise its accounting for the transaction. Using the revised accounting, the Company

estimates the gain on the transaction would have been \$31.0 million (comprised of \$24.0 million on the sale of oil and gas assets and \$7.0 million on the sale of gas marketing contracts) rather than the \$39.8 million previously recorded. The Company intends to restate its previously filed financial statements to adjust for the \$8.8 million reduction in gain on the formation of Great Lakes in 1999. As a result, there will be a corresponding reduction in depletion expense relating to Range's share of the Great Lakes assets for all periods subsequent to September 30, 1999 and a corresponding increase in pre-tax income. The increase approximated \$125,000 in 1999 and \$500,000 per year thereafter.

While it was not required, in order to provide additional assurance to its shareholders, the Company engaged KPMG to reaudit the three years ended December 31, 2001. The reaudits are expected to be completed by the end of the third quarter. Upon completion of the reaudits, there could be a change in the Company's current estimate of the proper amounts to be recorded for the Great Lakes transaction, as well as other adjustments for the years being reaudited.

The Company will host a conference call on Tuesday, July 16 at 10:30 a.m. ET to discuss this release. Anyone interested in participating in the call is invited to dial in at 719-457-2654. The confirmation code is 647786. A simultaneous webcast of the call may be accessed over the Internet at [www.rangeresources.com](http://www.rangeresources.com) or [www.vcall.com](http://www.vcall.com).

The webcast will be archived for replay on the Company's website for 90 days. A telephone replay of the call will be available through July 30 at 719-457-0820. The access code for the replay is 647786.

RANGE RESOURCES CORPORATION is an independent oil and gas company operating in the Permian, Midcontinent, Gulf Coast and Appalachian regions of the United States.

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Contact: Rodney Waller, Senior Vice President  
(817) 870-2601  
[www.rangeresources.com](http://www.rangeresources.com)