

Commonwealth of Kentucky
Elaine N. Walker, Secretary of State

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Elaine N. Walker
Secretary of State
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Secretary of State
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Statement of Change of
Principal Office Address

POC

Pursuant to the provisions of KRS chapters 271B, 273, 275, or 362, the undersigned hereby applies to change the principal office on behalf of

PENN VIRGINIA OPERATING CO., LLC

which is organized in the state of Delaware, and for that purpose submits the following statements:

1. Address of current principal office

THREE RADNOR CORPORATE CENTER
100 MATSONFORD RD STE 300
RADNOR, PA 19087-4564

2. Principal office is hereby changed to:

FIVE RADNOR CORPORATE CENTER
100 MATSONFORD ROAD, SUITE 500
RADNOR, PA 19087-4564

3. Signature of officer or chairman of the board

Bruce D. Davis, Jr., Executive Vice President & General

Signature and Title

Type or print name and title

3/24/2011 2:38 PM

Date