

Penn Virginia GP Holdings, L.P.  
Form 425  
September 22, 2010

Penn Virginia Resource Partners, L.P.  
Penn Virginia GP Holdings, L.P.  
Investor Presentation  
9/22/2010  
NYSE: PVR  
[www.pvresource.com](http://www.pvresource.com)  
NYSE: PVG  
[www.pvgpholdings.com](http://www.pvgpholdings.com)

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Certain statements by PVR and PVG contained herein that are not descriptions of historical facts are forward-looking statements of PVR and PVG within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Act of 1934, as amended. Words such as may, will, could, should, expect, plan, project, intend, anticipate, estimate, predict, potential, pursue, target, continue, and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, the anticipated benefits and other aspects of the proposed merger, future financial and operating results and expectations and intentions with respect to future operations and services, ap

the proposed transaction by PVR and PVG unitholders, the satisfaction of the closing conditions to the proposed transaction, and timing of the completion of the proposed transaction. Because such statements include risks, uncertainties and contingencies, results may differ materially from those expressed or implied by such forward-looking statements. Many of the factors that will affect PVR's and PVG's future results are beyond the ability of management to control or predict. Readers should not place undue reliance on forward-looking statements, which reflect management's views only as of the date hereof. PVR and PVG undertake no obligation to update any forward-looking statements, or to make any other forward-looking statements, whether as the result of new information or future events or otherwise. These risks as well as other risks, uncertainties and contingencies are discussed in more detail in PVR and PVG's joint press release and public periodic filings with the Securities and Exchange Commission (SEC), including PVR and PVG's Annual Reports on Form 10-K for the year ended December 31, 2009 and most recent Quarterly Reports on Form 10-Q. PVR and PVG will file a joint proxy statement/prospectus and other documents with the SEC in relation to the merger. Investors should read these documents carefully when they become available because they will contain important information regarding PVR and PVG and the transaction. A definitive joint proxy statement/prospectus will be sent to unitholders of PVR and PVG seeking their approval of the transaction contemplated by the merger agreement. Once available, investors may obtain a free copy of the joint proxy statement/prospectus from participants in the solicitation of proxies from their security holders. Information about these entities and persons can be found in PVR and PVG's Annual Reports on Form 10-K for the year ended December 31, 2009. Additional information about such entities and persons may also be obtained from the joint proxy statement/prospectus when it becomes available.

other documents containing information about PVR and PVG, without charge, at the SEC's website at [www.sec.gov](http://www.sec.gov). Copies of the joint proxy statement/prospectus and the SEC filings that will be incorporated by reference in the joint proxy statement/prospectus may also be obtained free of charge by contacting investor relations at 610-975-8204, or

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### Transaction Summary

The boards of directors of PVR and PVG have agreed to a merger of the two partnerships in a tax-free, 100% equity exchange

Terms of the merger were approved by the conflicts committees and boards of PVR and PVG

The  
merger  
is  
subject  
to  
approval  
by  
a  
majority  
of  
each  
of  
PVR s  
and  
PVG s  
unitholders

PVG has agreed to vote its approximate 37.6% interest in PVR units in favor of the merger

PVG unitholders will receive 0.98 PVR limited partnership ( LP ) units in exchange for each PVG LP unit they own

The merger would result in 38.3 million additional PVR units being issued and the cancellation of the approximate 19.6 million PVR LP units currently owned by PVG

Following the merger, the former PVG unitholders will own approximately 54% of PVR s LP units

The merger would result in PVR owning its General Partner and the cancellation of PVG s incentive distribution rights ( IDRs )

The PVR management team will continue in their current roles

PVR s unitholders will elect all of the directors of its general partner s board of directors beginning in 2011

All three of PVG s independent directors are expected to join PVR s board of directors

The transaction is expected to result in dilution of PVR s distributable cash flow per unit of approximately 1.0% in 2011

(a)

Thereafter, the transaction is expected to be accretive as the economic benefits of the merger are realized

(a) Accretion / dilution calculations are based on management assumptions presented on page 8

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Expected Merger Benefits

The merger is expected to provide benefits to both PVR and PVG unitholders, including:

Lower Cost of Capital

Elimination of the IDRs

will reduce PVR's cost of capital



Lower cost of capital enhances the cash accretion from investments in internal growth projects and acquisitions

Strengthens PVR's overall competitive position when pursuing growth opportunities

Simplified Structure

Provides a capital structure more easily understood by the investing public

Streamlines governance of PVR

Eliminates the potential for conflicts of interest from dual management roles

Reduces G&A costs associated with the elimination of one publicly traded entity

Enhanced Investor and Market Profile

Improves transparency for debt and equity investors

Attracts a broader investor base by increasing the public float and trading liquidity of the market for PVR's LP units

Provides PVR's unitholders the right to elect all of the directors of its general partner's board of directors

Based on the exchange ratio and upon closing of the merger, PVG unitholders quarterly cash distributions will increase 18%

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Current Structure  
Penn Virginia  
Resource Partners, L.P.  
(NYSE: PVR)  
Public  
Unitholders  
32.7 MM Common

Units

60.4% LP interest

Penn Virginia

GP Holdings, L.P.

(NYSE: PVG)

Public

Unitholders

39.1 MM Common

Units

100% LP interest

Penn Virginia

Resource

GP, LLC

100% ownership

2% GP Interest

and Incentive

Distribution Rights

37.6% LP interest

19.6 MM PVR Common Units

Notes:

1)

Chart displays simplified organizational structure

2)

Units outstanding and ownership interests are

rounded approximations

Penn Virginia

Operating Co., LLC

and its subsidiaries

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Post-Transaction Structure  
Penn Virginia  
Resource Partners, L.P.  
(NYSE: PVR)  
Public  
Unitholders  
71.0 Million

Common Units  
100% LP interest  
Penn Virginia  
Operating Co., LLC  
and its subsidiaries  
Penn Virginia  
Resource  
GP, LLC  
100% (Indirect)  
Non-economic GP interest

Notes:

1)

Chart displays simplified organizational structure

2)

Units outstanding and ownership interests are rounded approximations

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Transaction Milestones

Preparation of joint proxy statement/prospectus by PVR and PVG

Review of joint proxy statement/prospectus by SEC

Solicitation of PVR and PVG unitholder votes

PVR and PVG unitholder meetings

Transaction Closing (anticipated Q1 2011)

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Key Base Case Assumptions

Approximately \$325 million of cumulative internal growth capital expenditures from 2010 through 2014

\$100  
million



in  
annual  
acquisitions  
from  
2011  
through  
2014  
at  
an  
8.5x  
EBITDA multiple, financed 50/50 debt/equity

Inclusion of \$24 million in annual reserve replacement capital expenditures in 2011 through 2014 resulting in a reduction of distributable cash flow, offset by a reduction in targeted cash distribution coverage ratio from 1.20x to 1.05x

Reserve replacement capital expenditures are in addition to \$14 to \$15 million in expected annual maintenance capital expenditures

Note:

This forecast is based on various forward-looking assumptions made by the management of PVR. While management believes assumptions are reasonable, it can give no assurance that such results will materialize. Please refer to forward looking statements disclosure on page 2.