

**PENN VIRGINIA RESOURCE GP, LLC AND  
PENN VIRGINIA RESOURCE PARTNERS, L.P.  
EXECUTIVE AND FINANCIAL OFFICER CODE OF ETHICS**

In my role as Chief Executive Officer (“CEO”), President, Chief Financial Officer (“CFO”) or Controller of Penn Virginia Resource GP, LLC (the “Company”), the general partner of Penn Virginia Resource Partners, L.P. (the “Partnership”), I will, to the best of my knowledge and ability, adhere to and advocate the following principles and responsibilities governing professional conduct and ethics influencing financial management and performance:

1. Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships. A “conflict of interest” exists when an individual’s private interests interfere or conflict in any way (or even appear to interfere or conflict) with the interests of the Company or the Partnership.
2. Provide constituents with information that is accurate, complete, objective, relevant, timely and understandable. If I am the CEO or CFO, I shall review the annual and quarterly reports of the Partnership before certifying and filing them with the SEC.
3. Comply with all applicable laws, rules and regulations of federal, state and local governments, and other appropriate private and public regulatory agencies.
4. Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing my independent judgment to be subordinated.
5. Respect the confidentiality of information acquired in the course of business except when authorized or otherwise legally obligated to disclose the information. I acknowledge that confidential information acquired in the course of business is not to be used for personal advantage.
6. Proactively promote ethical behavior among employees at the Company and as a responsible partner with industry peers and associates.
7. Maintain control over and responsibly manage all assets and resources employed or entrusted to me by the Company and the Partnership.
8. Share knowledge and maintain the skills important and relevant to my constituents’ needs.
9. Report illegal or unethical conduct by any director, officer or employee in accordance with procedures described in the Company’s Code of Business Conduct and Ethics.

