CHESAPEAKE ENERGY CORP
Form 8-A12B
February 24, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) or (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

CHESAPEAKE ENERGY CORPORATION*
(Exact name of registrant as specified in its charter)

Oklahoma (State of incorporation or organization)	73-1395733 (IRS Employer Identification No.)

6100 North Western Avenue, Oklahoma City, Oklahoma (Address of principal executive offices)	73118 (Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be registered	Name of exchange on which each class is to be registered
6.775% Senior Notes due 2019 and guarantees thereof	New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. o

Securities Act registration statement file number to which this form relates (if applicable): 333-168509

Securities to be registered pursuant to Section 12(g) of the Act: None

*Includes subsidiaries of Chesapeake Energy Corporation identified on the following pages.

Chesapeake Energy Louisiana Corporation
(Exact name of registrant as specified in its charter)

Oklahoma (State or other jurisdiction of incorporation or organization)	73-1524569 (I.R.S. Employer Identification Number)

Chesapeake Energy Marketing, Inc.
(Exact name of registrant as specified in its charter)

Oklahoma (State or other jurisdiction of incorporation or organization)	73-1439175 (I.R.S. Employer Identification Number)

Chesapeake E&P Holding Corporation
(Exact name of registrant as specified in its charter)

Oklahoma (State or other jurisdiction of incorporation or organization)	27-4485832 (I.R.S. Employer Identification Number)

Chesapeake NG Ventures Corporation
(Exact name of registrant as specified in its charter)

Oklahoma (State or other jurisdiction of incorporation or organization)	45-2354177 (I.R.S. Employer Identification Number)

Chesapeake Operating, Inc.
(Exact name of registrant as specified in its charter)

Oklahoma (State or other jurisdiction of incorporation or organization)	73-1343196 (I.R.S. Employer Identification Number)

CHK Holdings Corporation
(Exact name of registrant as specified in its charter)

Oklahoma (State or other jurisdiction of incorporation or organization)	41-2050649 (I.R.S. Employer Identification Number)

Winter Moon Energy Corporation
(Exact name of registrant as specified in its charter)

Oklahoma (State or other jurisdiction of incorporation or organization)	26-1939483 (I.R.S. Employer Identification Number)

Chesapeake AEZ Exploration, L.L.C.
(Exact name of registrant as specified in its charter)

Oklahoma (State or other jurisdiction of incorporation or organization)	27-2151081 (I.R.S. Employer Identification Number)

Chesapeake Appalachia, L.L.C.
(Exact name of registrant as specified in its charter)

Oklahoma (State or other jurisdiction of incorporation or organization)	20-3774650 (I.R.S. Employer Identification Number)

Chesapeake-Clements Acquisition, L.L.C.
(Exact name of registrant as specified in its charter)

Oklahoma (State or other jurisdiction of incorporation or organization)	20-8716794 (I.R.S. Employer Identification Number)

Chesapeake Exploration, L.L.C.
(Exact name of registrant as specified in its charter)

Oklahoma (State or other jurisdiction of incorporation or organization)	71-0934234 (I.R.S. Employer Identification Number)

Chesapeake Land Development Company, L.L.C.
(Exact name of registrant as specified in its charter)

Oklahoma (State or other jurisdiction of incorporation or organization)	20-2099392 (I.R.S. Employer Identification Number)

Chesapeake Plaza, L.L.C.
(Exact name of registrant as specified in its charter)

Oklahoma (State or other jurisdiction of incorporation or organization)	26-2692888 (I.R.S. Employer Identification Number)

Chesapeake Royalty, L.L.C.
(Exact name of registrant as specified in its charter)

Oklahoma (State or other jurisdiction of incorporation or organization)	73-1549744 (I.R.S. Employer Identification Number)

Chesapeake VRT, L.L.C.
(Exact name of registrant as specified in its charter)

Oklahoma (State or other jurisdiction of incorporation or organization)	20-8380083 (I.R.S. Employer Identification Number)

EMLP, L.L.C.
(Exact name of registrant as specified in its charter)

Oklahoma (State or other jurisdiction of incorporation or organization)	27-0581428 (I.R.S. Employer Identification Number)

Empress, L.L.C.
(Exact name of registrant as specified in its charter)

Oklahoma (State or other jurisdiction of incorporation or organization)	26-2809898 (I.R.S. Employer Identification Number)

Gothic Production, L.L.C.
(Exact name of registrant as specified in its charter)

Oklahoma (State or other jurisdiction of incorporation or organization)	73-1539475 (I.R.S. Employer Identification Number)

MC Louisiana Minerals, L.L.C.
(Exact name of registrant as specified in its charter)

Oklahoma (State or other jurisdiction of incorporation or organization)	26-3057487 (I.R.S. Employer Identification Number)

MC Mineral Company, L.L.C.

(Exact name of registrant as specified in its charter)

Oklahoma (State or other jurisdiction of incorporation or organization)	61-1448831 (I.R.S. Employer Identification Number)

MidCon Compression, L.L.C.
(Exact name of registrant as specified in its charter)

Oklahoma (State or other jurisdiction of incorporation or organization)	20-0299525 (I.R.S. Employer Identification Number)

MKR Holdings, L.L.C.
(Exact name of registrant as specified in its charter)

Oklahoma (State or other jurisdiction of incorporation or organization)	26-4272581 (I.R.S. Employer Identification Number)

Northern Michigan Exploration Company, L.L.C.
(Exact name of registrant as specified in its charter)

Michigan (State or other jurisdiction of incorporation or organization)	27-2462483 (I.R.S. Employer Identification Number)

Ventura, LLC
(Exact name of registrant as specified in its charter)

Oklahoma (State or other jurisdiction of incorporation or organization)	20-4181817 (I.R.S. Employer Identification Number)

Chesapeake Louisiana, L.P.
(Exact name of registrant as specified in its charter)

Oklahoma (State or other jurisdiction of incorporation or organization)	73-1519126 (I.R.S. Employer Identification Number)

Empress Louisiana Properties, L.P.
(Exact name of registrant as specified in its charter)

Texas (State or other jurisdiction of incorporation or organization)	20-1993109 (I.R.S. Employer Identification Number)

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered consist of 6.775% Senior Notes due 2019 (the "Notes") issued by Chesapeake Energy Corporation (the "Company"), and the full and unconditional guarantee of the Notes by certain subsidiaries of the Company. The description of the Notes and related guarantees under the caption "Description of Chesapeake Debt Securities" in the Company's prospectus filed as part of its registration statement on Form S-3 (No. 333-168509) with the SEC on August 3, 2010 (the "Registration Statement") and under the caption "Description of Notes" in the Company's prospectus supplement filed with the SEC on February 14, 2012 pursuant to Rule 424(b) of the Securities Act of 1933, as amended, are incorporated by reference herein.

Item 2. Exhibits.

Exhibit No.	Document Description
4.1	Indenture, dated as of August 2, 2010, by and among the Company, the subsidiary guarantors named therein and The Bank of New York Mellon Trust Company, N.A. (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement).
4.2	Ninth Supplemental Indenture, dated as of February 16, 2012, by and among the Company, the subsidiary guarantors named therein and The Bank of New York Mellon Trust Company, N.A.
4.3	Form of 6.775% Senior Note due 2019 (included as Exhibit A to the Ninth Supplemental Indenture filed herewith as Exhibit 4.2).

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrants have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Registrants:

CHESAPEAKE
ENERGY
CORPORATION,

By:
/s/ JENNIFER M.
GRIGSBY
Name: Jennifer M.
Grigsby
Title: Senior Vice
President, Treasurer
and
Corporate Secretary

CHESAPEAKE ENERGY
LOUISIANA
CORPORATION
CHESAPEAKE ENERGY
MARKETING, INC.
CHESAPEAKE E&P
HOLDING CORPORATION
CHESAPEAKE NG
VENTURES
CORPORATION
CHESAPEAKE
OPERATING, INC.
CHK HOLDINGS
CORPORATION
WINTER MOON ENERGY
CORPORATION
CHESAPEAKE AEZ
EXPLORATION, L.L.C.
CHESAPEAKE
APPALACHIA, L.L.C.
CHESAPEAKE-CLEMENTS
ACQUISITION, L.L.C.
CHESAPEAKE
EXPLORATION, L.L.C.
CHESAPEAKE LAND
DEVELOPMENT
COMPANY, L.L.C.
CHESAPEAKE PLAZA,
L.L.C.
CHESAPEAKE ROYALTY,
L.L.C.

CHESAPEAKE VRT, L.L.C.
EMLP, L.L.C.
EMPRESS, L.L.C.
GOTHIC PRODUCTION, L.L.C.
MC LOUISIANA MINERALS, L.L.C.
MC MINERAL COMPANY, L.L.C.
MIDCON COMPRESSION, L.L.C.
MKR HOLDINGS, L.L.C.
NORTHERN MICHIGAN EXPLORATION COMPANY, L.L.C.
VENTURA, LLC
CHESAPEAKE LOUISIANA, L.P.
By: Chesapeake Operating, Inc., its General Partner
EMPRESS LOUISIANA PROPERTIES, L.P.
By: EMLP, L.L.C., its General Partner

For each of the above:

By: /s/ JENNIFER M. GRIGSBY
Name: Jennifer M. Grigsby
Title: Senior Vice President, Treasurer and Corporate Secretary

Date: February 24, 2012

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