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CHESAPEAKE ENERGY CORP  
Form 8-A12B  
January 28, 2002

FORM 8-A

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20519

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

AND

LISTING OF SUCH SECURITIES ON THE  
NEW YORK STOCK EXCHANGE, INC.

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

|  |  |
|--|--|
| OKLAHOMA<br>(State of Incorporation)   | 73-1395733<br>(I.R.S. employer identification no.) |
| 6100 NORTH WESTERN AVENUE<br>OKLAHOMA CITY, OKLAHOMA<br>(Address of principal offices) | 73118<br>(Zip Code)                                |

Securities to be registered pursuant to Section  
12(b) Of the Securities Exchange Act of 1934  
(the "Act")

| Title of each class<br>To be so registered             | Name of exchange on which<br>each class to be registered |
|--|--|
| 8.375% Senior Notes due 2008 and<br>guarantees thereof | New York Stock Exchange                                  |

This form relates to the registration of a class of "debt securities", as defined in Rule 3a12-11(c) under the Act, pursuant to Section 12(b) of the Act and is effective pursuant to General Instruction A.(c). The issuer of these securities is subject to and in compliance with the reporting requirements under Section 12 or Section 15(d) of the Act.

The offer and sale of these securities were registered with the Commission under the Securities Act of 1933.

Securities Act registration statement file number to which this form relates (for any registration statement that the issuer is filing concurrently with this form): N/A

\*Includes certain subsidiaries of Chesapeake Energy Corporation identified on the following pages:

THE AMES COMPANY, INC.  
(Exact name of registrant as specified in its charter)

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OKLAHOMA 73-1470082  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

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

OKLAHOMA 73-1528271  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

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

OKLAHOMA 73-1524569  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

CHESAPEAKE EXPLORATION LIMITED PARTNERSHIP  
(Exact name of registrant as specified in its charter)

OKLAHOMA 73-1384282  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

CHESAPEAKE LOUISIANA, L.P.  
(Exact name of registrant as specified in its charter)

OKLAHOMA 73-1519126  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

CHESAPEAKE MOUNTAIN FRONT CORP.  
(Exact name of registrant as specified in its charter)

OKLAHOMA 73-1238619  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

CHESAPEAKE OPERATING, INC.  
(Exact name of registrant as specified in its charter)

OKLAHOMA 73-1343196  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

CHESAPEAKE PANHANDLE LIMITED PARTNERSHIP  
(Exact name of registrant as specified in its charter)

OKLAHOMA 73-1565350  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

CHESAPEAKE ROYALTY COMPANY  
(Exact name of registrant as specified in its charter)

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OKLAHOMA 73-1549744  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

CHESAPEAKE-STAGHORN ACQUISITION L.P.  
(Exact name of registrant as specified in its charter)

OKLAHOMA 73-1612854  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

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

OKLAHOMA 22-2663839  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

GOTHIC PRODUCTION CORPORATION  
(Exact name of registrant as specified in its charter)

OKLAHOMA 73-1539475  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

NOMAC DRILLING CORPORATION  
(Exact name of registrant as specified in its charter)

OKLAHOMA 73-1606317  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

SAP ACQUISITION CORP.  
(Exact name of registrant as specified in its charter)

OKLAHOMA 73-1622555  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

CARMEN ACQUISITION CORP.  
(Exact name of registrant as specified in its charter)

OKLAHOMA 73-1604860  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

All requisite approvals and authorizations have been received, and required supporting documents relating to this transaction have been filed with the New York Stock Exchange. Pursuant to the requirements of Section 12 of the Act, the registrants have duly caused the registration statement to be signed on their behalf by the undersigned, thereto duly authorized.

In connection with the issuance of these securities, the issuer has received

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opinion(s) of counsel covering: the valid existence of the issuer; the due authorization of the debt securities subject to this application (the "Debt Securities"); the validity of the Debt Securities; the qualification of the indenture under the Trust Indenture Act of 1939, if applicable, and, the effectiveness of the securities under the Securities Act of 1933, or, if not registered, the reasons why not.

Registrants:

CHESAPEAKE ENERGY CORPORATION

By: /s/ AUBREY K. MCCLENDON

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Aubrey K. McClendon, Chairman  
and Chief Executive Officer

THE AMES COMPANY, INC.  
CHESAPEAKE ACQUISITION CORPORATION  
CHESAPEAKE ROYALTY COMPANY

For each of the above:

By: /s/ AUBREY K. MCCLENDON

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Aubrey K. McClendon,  
President

CHESAPEAKE ENERGY LOUISIANA CORPORATION  
CHESAPEAKE MOUNTAIN FRONT CORP.  
CHESAPEAKE OPERATING, INC.  
GOTHIC ENERGY CORPORATION  
GOTHIC PRODUCTION CORPORATION  
NOMAC DRILLING CORPORATION  
SAP ACQUISITION CORP.  
CARMEN ACQUISITION CORP.

For each of the above:

By: /s/ AUBREY K. MCCLENDON

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Aubrey K. McClendon,

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Chief Executive Officer

CHESAPEAKE EXPLORATION LIMITED PARTNERSHIP  
CHESAPEAKE LOUISIANA, L.P.  
CHESAPEAKE PANHANDLE LIMITED PARTNERSHIP  
CHESAPEAKE-STAGHORN ACQUISITION L.P.

For each of the above:  
By: Chesapeake Operating, Inc.  
General Partner

By: /s/ AUBREY K. MCCLENDON

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Aubrey K. McClendon,  
Chief Executive Officer

Date: January 25, 2002