

CHESAPEAKE ENERGY CORP
Form 8-A12B
September 24, 2010

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 |
|--|---|
| 6.875% Senior Notes due 2018 and guarantees thereof | New York Stock Exchange |
| 6.625% Senior Notes due 2020 and guarantees thereof | |

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.

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 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)

Diamond Y Enterprise, Incorporated

(Exact name of registrant as specified in its charter)

Pennsylvania

(State or other jurisdiction of
incorporation or organization)

26-0004174

(I.R.S. Employer
Identification Number)

Gene D. Yost & Son, Inc.

(Exact name of registrant as specified in its charter)

Oklahoma

(State or other jurisdiction of
incorporation or organization)

20-5550602

(I.R.S. Employer
Identification Number)

Carmen Acquisition, L.L.C.

(Exact name of registrant as specified in its charter)

Oklahoma

(State or other jurisdiction of
incorporation or organization)

73-1604860

(I.R.S. Employer
Identification Number)

Chesapeake AEZ Exploration, L.L.C.

(Exact name of registrant as specified in its charter)

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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)

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CHK Holdings, L.L.C.

(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)

Compass Manufacturing, L.L.C.

(Exact name of registrant as specified in its charter)

Oklahoma
(State or other jurisdiction of
incorporation or organization)

26-1455378
(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)

Great Plains Oilfield Rental, L.L.C.

(Exact name of registrant as specified in its charter)

Oklahoma
(State or other jurisdiction of
incorporation or organization)

20-5654318
(I.R.S. Employer
Identification Number)

Hawg Hauling & Disposal, LLC

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

06-1706211
(I.R.S. Employer
Identification Number)

Hodges Trucking Company, L.L.C.

(Exact name of registrant as specified in its charter)

Oklahoma
(State or other jurisdiction of
incorporation or organization)

73-1293811
(I.R.S. Employer
Identification Number)

MC Louisiana Minerals, L.L.C.

(Exact name of registrant as specified in its charter)

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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)

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

Oklahoma
(State or other jurisdiction of
incorporation or organization)

26-3069548
(I.R.S. Employer
Identification Number)

Ventura Refining and Transmission, 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

20-1993109
(I.R.S. Employer

(State or other jurisdiction of
incorporation or organization)

Identification Number)

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

The securities to be registered consist of 6.875% Senior Notes due 2018 and 6.625% Senior Notes due 2020 (collectively, 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 August 10, 2010 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 | First Supplemental Indenture, dated as of August 17, 2010, by and among the Company, the subsidiary guarantors named therein and the Bank of New York Mellon Trust Company, N.A. |
| 4.3 | Second Supplemental Indenture, dated as of August 17, 2010, by and among the Company, the subsidiary guarantors named therein and the Bank of New York Mellon Trust Company, N.A. |
| 4.4 | Form of 6.875% Senior Note due 2018 (included as Exhibit A to the First Supplemental Indenture filed herewith as Exhibit 4.2). |
| 4.5 | Form of 6.625% Senior Note due 2020 (included as Exhibit A to the Second Supplemental Indenture filed herewith as Exhibit 4.3). |

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 OPERATING, INC.,
DIAMOND Y ENTERPRISE,
INCORPORATED,
GENE D. YOST & SON, INC.,
CARMEN ACQUISITION, L.L.C.,
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.,
CHK HOLDINGS, L.L.C.,
COMPASS MANUFACTURING,
L.L.C.,
GOTHIC PRODUCTION, L.L.C.,
GREAT PLAINS OILFIELD
RENTAL, L.L.C.,

HAWG HAULING & DISPOSAL,
LLC,
HODGES TRUCKING COMPANY,
L.L.C.,
MC LOUISIANA MINERALS,
L.L.C.,
MC MINERAL COMPANY, L.L.C.,
MIDCON COMPRESSION, L.L.C.,
NOMAC DRILLING, L.L.C.,
VENTURA REFINING AND
TRANSMISSION, LLC,

For each of the above:

By: /s/ JENNIFER M. GRIGSBY

Name: Jennifer M.
Grigsby
Title: Senior Vice
President, Treasurer and
Corporate Secretary

CHESAPEAKE LOUISIANA,
L.P.,
By: Chesapeake Operating, Inc.,
its General Partner

By: /s/ JENNIFER M. GRIGSBY

Name: Jennifer M.
Grigsby
Title: Senior Vice
President, Treasurer
and
Corporate Secretary

EMPRESS LOUISIANA
PROPERTIES, L.P.,
By: EMLP, L.L.C., its General
Partner

By: /s/ JENNIFER M. GRIGSBY

Name: Jennifer M.
Grigsby
Title: Senior Vice
President, Treasurer
and
Corporate Secretary

Date: September 24, 2010

EXHIBIT INDEX

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