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CHESAPEAKE ENERGY CORP

Form 8-A12B

January 21, 2005

FORM 8-A

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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
(STATE OF INCORPORATION)

73-1395733
(I.R.S. EMPLOYER IDENTIFICATION NO.)

6100 NORTH WESTERN AVENUE
OKLAHOMA CITY, OKLAHOMA
(ADDRESS OF PRINCIPAL OFFICES)

73118
(ZIP CODE)

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(B)
OF THE SECURITIES EXCHANGE ACT OF 1934 (THE "ACT")

TITLE OF EACH CLASS
TO BE SO REGISTERED
7.00 % Senior Notes due 2014 and
guarantees thereof

NAME OF EXCHANGE ON WHICH
EACH CLASS IS TO BE REGISTERED
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:

CARMEN ACQUISITION, L.L.C.

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(Exact name of registrant as specified in its charter)

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

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

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

CHESAPEAKE BNR Corp.
(Exact name of registrant as specified in its charter)

DELAWARE 51-0462231
(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 ENERGY MARKETING, INC.
(Exact name of registrant as specified in its charter)

OKLAHOMA 73-1439175
(State of incorporation or organization) (I.R.S. Employer Identification No.)

CHESAPEAKE ENO ACQUISITION, L.L.C.
(Exact name of registrant as specified in its charter)

OKLAHOMA 82-0553595
(State of incorporation or organization) (I.R.S. Employer Identification No.)

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

OKLAHOMA 48-1270813
(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.)

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CHESAPEAKE NFW, L.P.

(Exact name of registrant as specified in its charter)

OKLAHOMA

20-1559859

(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 ORC, L.L.C.

(Exact name of registrant as specified in its charter)

OKLAHOMA

71-0934234

(State of incorporation or organization) (I.R.S. Employer Identification No.)

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CHESAPEAKE PERMIAN, L.P.

(Exact name of registrant as specified in its charter)

OKLAHOMA

20-0701951

(State of incorporation or organization) (I.R.S. Employer Identification No.)

CHESAPEAKE PERMIAN ACQUISITION, L.L.C.

(Exact name of registrant as specified in its charter)

OKLAHOMA

73-1592437

(State of incorporation or organization) (I.R.S. Employer Identification No.)

CHESAPEAKE PRH CORP.

(Exact name of registrant as specified in its charter)

TEXAS

75-1778666

(State of incorporation or organization) (I.R.S. Employer Identification No.)

CHESAPEAKE ROYALTY, L.L.C.

(Exact name of registrant as specified in its charter)

OKLAHOMA

73-1549744

(State of incorporation or organization) (I.R.S. Employer Identification No.)

CHESAPEAKE SIGMA, L.P.

(Exact name of registrant as specified in its charter)

OKLAHOMA

27-0029884

(State of incorporation or organization) (I.R.S. Employer Identification No.)

CHESAPEAKE SOUTH TEXAS CORP.

(Exact name of registrant as specified in its charter)

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OKLAHOMA 41-2050649
(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.)

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

OKLAHOMA 20-0322339
(State of incorporation or organization) (I.R.S. Employer Identification No.)

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

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

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

OKLAHOMA 73-1508539
(State of incorporation or organization) (I.R.S. Employer Identification No.)

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

OKLAHOMA 20-0174765
(State of incorporation or organization) (I.R.S. Employer Identification No.)

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

OKLAHOMA 61-1448831
(State of incorporation or organization) (I.R.S. Employer Identification No.)

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MIDCON COMPRESSION, L.P.
(Exact name of registrant as specified in its charter)

OKLAHOMA 20-0299525
(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.)

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OXLEY PETROLEUM CO.

(Exact name of registrant as specified in its charter)

OKLAHOMA

73-1508537

(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 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.

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REGISTRANTS:

CHESAPEAKE ENERGY CORPORATION

By: /s/ MARTHA A. BURGER

Martha A. Burger, Treasurer and
Senior Vice President - Human Resources

CARMEN ACQUISITION, L.L.C.
CHESAPEAKE ACQUISITION, L.L.C.
CHESAPEAKE BNR CORP.
CHESAPEAKE ENERGY LOUISIANA CORPORATION
CHESAPEAKE ENERGY MARKETING, INC.
MAYFIELD PROCESSING, L.L.C.
CHESAPEAKE ENO ACQUISITION, L.L.C.
CHESAPEAKE EP, L.L.C.
CHESAPEAKE ORC, L.L.C.
CHESAPEAKE PERMIAN ACQUISITION, L.L.C.
CHESAPEAKE PRH CORP.
CHESAPEAKE ROYALTY, L.L.C.
CHESAPEAKE SOUTH TEXAS CORP.
GOTHIC PRODUCTION, L.L.C.
JOHN C. OXLEY, L.L.C.
NOMAC DRILLING CORPORATION
MC MINERAL COMPANY, L.L.C.
OXLEY PETROLEUM CO.

For each of the above:

By: /s/ MARTHA A. BURGER

Martha A. Burger, Treasurer and Vice President

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CHESAPEAKE OPERATING, INC.

By: /s/ MARTHA A. BURGER

Martha A. Burger, Treasurer and
Senior Vice President - Human Resources

CHESAPEAKE EXPLORATION LIMITED PARTNERSHIP
CHESAPEAKE LOUISIANA, L.P.
CHESAPEAKE NFW, L.P.
CHESAPEAKE PERMIAN, L.P.
CHESAPEAKE SIGMA, L.P.
CHESAPEAKE-STAGHORN ACQUISITION L.P.
CHESAPEAKE ZAPATA, L.P.

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

By: /s/ MARTHA A. BURGER

Martha A. Burger, Treasurer and
Senior Vice President - Human Resources

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MIDCON COMPRESSION, L.P.

By: Chesapeake Energy Marketing, Inc.
General Partner

By: /s/ MARTHA A. BURGER

Martha A. Burger, Treasurer and Vice President

Date: January 21, 2005

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Listing Application to
New York Stock Exchange, Inc.

(165167)
1st 6 digits of Cusip#

The New York Stock Exchange, Inc. hereby authorizes the above referenced debt securities of CHESAPEAKE ENERGY CORPORATION and certifies to the Securities and Exchange Commission its approval for the listing and registration of such securities under the Act:

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By:

Janice O'Neill
Vice President
Listing Compliance & Operations