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CHESAPEAKE ENERGY CORP  
Form 8-A12B  
October 19, 2004

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	NAME OF EXCHANGE ON WHICH EACH CLASS IS TO BE REGISTERED
7.50% Senior Notes due 2014 and 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:

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

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

OKLAHOMA 33-1021135  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

CHESAPEAKE KNAN ACQUISITION, L.L.C.

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(Exact name of registrant as specified in its charter)

OKLAHOMA 73-1300132

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

CHESAPEAKE LNG, L.P.

(Exact name of registrant as specified in its charter)

OKLAHOMA 20-1506297

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

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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, L.L.C.

(Exact name of registrant as specified in its charter)

OKLAHOMA 73-1238619

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

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.)

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 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.)

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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 20-0877783  
(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  
(Exact name of registrant as specified in its charter)

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.)

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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)

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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.)

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.)

OXLEY PETROLEUM CORP.  
(Exact name of registrant as specified in its charter)

OKLAHOMA 73-1508537  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

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

OKLAHOMA 73-1622555  
(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.

REGISTRANTS:  
CHESAPEAKE ENERGY CORPORATION

By: /S/ MARTHA A. BURGER

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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 FOCUS, L.L.C.  
CHESAPEAKE KNAN ACQUISITION, L.L.C.  
CHESAPEAKE MOUNTAIN FRONT, 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  
OXLEY PETROLEUM CORP.  
SAP ACQUISITION, L.L.C.

For each of the above:

By: /S/ MARTHA A. BURGER

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Martha A. Burger, Treasurer and Vice President

CHESAPEAKE OPERATING, INC.

By: /S/ MARTHA A. BURGER

-----  
Martha A. Burger, Treasurer AND  
Senior Vice President

CHESAPEAKE EXPLORATION LIMITED PARTNERSHIP  
CHESAPEAKE LNG, L.P.  
CHESAPEAKE LOUISIANA, L.P.  
CHESAPEAKE NFW, L.P.  
CHESAPEAKE PANHANDLE LIMITED PARTNERSHIP  
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.

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General Partner

By: /S/ MARTHA A. BURGER

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

MIDCON COMPRESSION, L.P.

By: Chesapeake Energy Marketing, Inc.  
General Partner

By: /S/ MARTHA A. BURGER

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Martha A. Burger, Treasurer and Vice President

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Date: October 20, 2004

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:

By:

\_\_\_\_\_  
Janice O'Neill  
Vice President  
Listing Compliance & Operations

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