

CHESAPEAKE ENERGY CORP  
Form 305B2  
March 18, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM T-1**

**STATEMENT OF ELIGIBILITY**  
**UNDER THE TRUST INDENTURE ACT OF 1939**  
**OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)**

**DEUTSCHE BANK TRUST COMPANY AMERICAS**  
**(formerly BANKERS TRUST COMPANY)**

**(Exact name of trustee as specified in its charter)**

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**NEW YORK**  
(Jurisdiction of Incorporation or  
organization if not a U.S. national bank)

**13-4941247**  
(I.R.S. Employer  
Identification no.)

**60 WALL STREET**

**NEW YORK, NEW YORK**  
(Address of principal executive offices)

**10005**  
(Zip Code)

**Deutsche Bank Trust Company Americas**

**Attention: Lynne Malina**

**Legal Department**

**60 Wall Street, 37th Floor**

**New York, New York 10005**

**(212) 250 0677**

(Name, address and telephone number of agent for service)

**Chesapeake Energy Corporation**

(Exact name of obligor as specified in its charter)

**SEE TABLE OF ADDITIONAL REGISTRANTS**

**Oklahoma**  
(State or other jurisdiction 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)

**Debt Securities**

(Title of the Indenture securities)

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ADDITIONAL REGISTRANTS

**Arkansas Midstream Gas Services Corp.**

(Exact name of registrant as specified in its charter)

**Arkansas**  
(State or other jurisdiction of  
incorporation or organization)

**20-8306047**  
(I.R.S. Employer  
Identification Number)

**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 Energy Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Texas**  
(State or other jurisdiction of  
incorporation or organization)

**46-1772347**  
(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)

**AMGS, L.L.C.**

(Exact name of registrant as specified in its charter)

**Arkansas**  
(State or other jurisdiction of  
incorporation or organization)

**26-2105945**  
(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 Midstream Development, L.L.C.**

(Exact name of registrant as specified in its charter)

**Oklahoma**  
(State or other jurisdiction of  
incorporation or organization)

**46-1179116**  
(I.R.S. Employer  
Identification Number)

**Chesapeake Midstream Holdings, L.L.C.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**27-0868590**  
(I.R.S. Employer  
Identification Number)

**Chesapeake Midstream Management, L.L.C.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**26-2096548**  
(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)

**Chesapeake West Texas Gathering, L.L.C.**

(Exact name of registrant as specified in its charter)

**Oklahoma**  
(State or other jurisdiction of  
incorporation or organization)

**38-3871845**  
(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)

**GSF, L.L.C.**

(Exact name of registrant as specified in its charter)

**Oklahoma**  
(State or other jurisdiction of  
incorporation or organization)

**26-2762867**  
(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)

<b>Michigan</b> (State or other jurisdiction of incorporation or organization)	<b>27-2462483</b> (I.R.S. Employer Identification Number)
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**Ventura, LLC**

(Exact name of registrant as specified in its charter)

<b>Oklahoma</b> (State or other jurisdiction of incorporation or organization)	<b>20-4181817</b> (I.R.S. Employer Identification Number)
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**Chesapeake Louisiana, L.P.**

(Exact name of registrant as specified in its charter)

<b>Oklahoma</b> (State or other jurisdiction of incorporation or organization)	<b>73-1519126</b> (I.R.S. Employer Identification Number)
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**Empress Louisiana Properties, L.P.**

(Exact name of registrant as specified in its charter)

<b>Texas</b> (State or other jurisdiction of incorporation or organization)	<b>20-1993109</b> (I.R.S. Employer Identification Number)
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**Item 1. General Information.**

Furnish the following information as to the trustee.

- (a) Name and address of each examining or supervising authority to which it is subject.

<b>Name</b>	<b>Address</b>
Federal Reserve Bank (2nd District)	New York, NY
Federal Deposit Insurance Corporation	Washington, D.C.
New York State Banking Department	Albany, NY

- (b) Whether it is authorized to exercise corporate trust powers.

Yes.

**Item 2. Affiliations with Obligor.**

If the obligor is an affiliate of the Trustee, describe each such affiliation.

None.

**Item 3. - 15. Not Applicable**

**Item 16. List of Exhibits.**

- Exhibit 1 -** Restated Organization Certificate of Bankers Trust Company dated August 6, 1998, Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated September 25, 1998, Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated December 16, 1998, and Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated February 27, 2002 - Incorporated herein by reference to Exhibit 1 filed with Form T-1 Statement, Registration No. 333-157637-01.
- Exhibit 2 -** Certificate of Authority to commence business - Incorporated herein by reference to Exhibit 2 filed with Form T-1 Statement, Registration No. 333-157637-01.
- Exhibit 3 -** Authorization of the Trustee to exercise corporate trust powers - Incorporated herein by reference to Exhibit 3 filed with Form T-1 Statement, Registration No. 333-157637-01.
- Exhibit 4 -** Existing By-Laws of Deutsche Bank Trust Company Americas, as amended on April 15, 2002 business - Incorporated herein by reference to Exhibit 4 filed with Form T-1 Statement, Registration No. 333-157637-01.

- Exhibit 5 -** Not applicable.
- Exhibit 6 -** Consent of Bankers Trust Company required by Section 321(b) of the Act. - business - Incorporated herein by reference to Exhibit 6 filed with Form T-1 Statement, Registration No. 333-157637-01.
- Exhibit 7 -** The latest report of condition of Deutsche Bank Trust Company Americas dated as of September 30, 2012. Copy attached.
- Exhibit 8 -** Not Applicable.
- Exhibit 9 -** Not Applicable.

**SIGNATURE**

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, Deutsche Bank Trust Company Americas, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of New York, and State of New York, on this 18th day of March, 2013.

DEUTSCHE BANK TRUST COMPANY AMERICAS

By: /s/ CAROL NG  
CAROL NG  
VICE PRESIDENT







