

CHESAPEAKE ENERGY MARKETING INC  
Form 305B2  
April 10, 2014

**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)

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)

|  |   |
|--|---|
| <b>Oklahoma</b><br>(State or other jurisdiction of<br>incorporation or organization) | <b>45-2354177</b><br>(I.R.S. Employer<br>Identification Number) |
|--|---|

**Chesapeake Operating, Inc.**

(Exact name of registrant as specified in its charter)

|  |   |
|--|---|
| <b>Oklahoma</b><br>(State or other jurisdiction of<br>incorporation or organization) | <b>73-1343196</b><br>(I.R.S. Employer<br>Identification Number) |
|--|---|

**CHK Energy Holdings, Inc.**

(Exact name of registrant as specified in its charter)

|   |   |
|---|---|
| <b>Texas</b><br>(State or other jurisdiction of<br>incorporation or organization) | <b>46-1772347</b><br>(I.R.S. Employer<br>Identification Number) |
|---|---|

**Sparks Drive SWD, Inc.**

(Exact name of registrant as specified in its charter)

|  |   |
|--|---|
| <b>Delaware</b><br>(State or other jurisdiction of<br>incorporation or organization) | <b>76-0722336</b><br>(I.R.S. Employer<br>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)

**Atrium Towers, L.L.C.**

(Exact name of registrant as specified in its charter)

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

**35-2481722**  
(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 Equipment Finance, L.L.C.**

(Exact name of registrant as specified in its charter)

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

**45-3136236**  
(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)



**CHK-MAC, L.L.C.**

(Exact name of registrant as specified in its charter)

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

**32-0378579**  
(I.R.S. Employer  
Identification Number)

**CHK Utica Preferred Holdings, L.L.C.**

(Exact name of registrant as specified in its charter)

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

**46-2783402**  
(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)

**Northern Michigan Exploration Company, L.L.C.**

(Exact name of registrant as specified in its charter)

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

**27-2462483**  
(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**  
(State or other jurisdiction of  
incorporation or organization)

**20-1993109**  
(I.R.S. Employer  
Identification Number)

**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 December 31, 2013. 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 10<sup>th</sup> day of April, 2014.

DEUTSCHE BANK TRUST COMPANY AMERICAS

By: /s/ CAROL NG  
CAROL NG  
VICE PRESIDENT

Exhibit 7

FFIEC 031

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RC-1

**DEUTSCHE BANK TRUST COMPANY AMERICAS**

Legal Title of Bank

**NEW YORK**

City

**NY**

State

**10005**

Zip Code

FDIC Certificate Number: 00623

**Consolidated Report of Condition for Insured Banks****and Savings Associations for December 31, 2013**

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

**Schedule RC Balance Sheet**

| Dollar Amounts in Thousands   | RCFD | Tril | Bil        | Mil | Thou |
|---|------|------|------------|-----|------|
| <b>Assets</b>   |      |      |            |     |      |
| 1. Cash and balances due from depository institutions (from Schedule RC-A): |      |      |            |     |      |
| a. Noninterest-bearing balances and currency and coin (1)                   |      |      |            |     |      |
|   | 0081 |      | 134,000    |     | 1.a  |
| b. Interest-bearing balances (2)  |      |      |            |     |      |
|   | 0071 |      | 18,845,000 |     | 1.b  |
| 2. Securities:  |      |      |            |     |      |
| a. Held-to-maturity securities (from Schedule RC-B, column A)               |      |      |            |     |      |
|   | 1754 |      | 0          |     | 2.a  |
| b. Available-for-sale securities (from Schedule RC-B, column D)             |      |      |            |     |      |
|   | 1773 |      | 14,000     |     | 2.b  |
| 3. Federal funds sold and securities purchased under agreements to resell:  |      |      |            |     |      |
| a. Federal funds sold in domestic offices                                   |      |      |            |     |      |
|   | RCON |      |            |     |      |
|   | B987 |      | 123,000    |     | 3.a  |
| b. Securities purchased under agreements to resell (3)                      |      |      |            |     |      |
|   | RCFD |      |            |     |      |
|   | B989 |      | 15,200,000 |     | 3.b  |
| 4. Loans and lease financing receivables (from Schedule RC-C):              |      |      |            |     |      |
| a. Loans and leases held for sale   |      |      |            |     |      |
|   | 5369 |      | 0          |     | 4.a  |



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|  |      |            |      |
|--|------|------------|------|
| b. Loans and leases, net of unearned income                                    | B528 | 19,907,000 | 4.b  |
| c. LESS: Allowance for loan and lease losses                                   | 3123 | 69,000     | 4.c  |
| d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c) | B529 | 19,838,000 | 4.d  |
| 5. Trading assets (from Schedule RC-D)   | 3545 | 362,000    | 5    |
| 6. Premises and fixed assets (including capitalized leases)                    | 2145 | 43,000     | 6    |
| 7. Other real estate owned (from Schedule RC-M)                                | 2150 | 2,000      | 7    |
| 8. Investments in unconsolidated subsidiaries and associated companies         | 2130 | 0          | 8    |
| 9. Direct and indirect investments in real estate ventures                     | 3656 | 0          | 9    |
| 10. Intangible assets:   |      |            |      |
| a. Goodwill  | 3163 | 0          | 10.a |
| b. Other intangible assets (from Schedule RC-M)                                | 0426 | 44,000     | 10.b |
| 11. Other assets (from Schedule RC-F)  | 2160 | 1,154,000  | 11   |
| 12. Total assets (sum of items 1 through 11)                                   | 2170 | 55,759,000 | 12   |

(1) Includes cash items in process of collection and unposted debits.

(2) Includes time certificates of deposit not held for trading.

(3) Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

**DEUTSCHE BANK TRUST COMPANY AMERICAS**

Legal Title of Bank

FDIC Certificate Number: 00623

**Schedule RC Continued**

| Dollar Amounts in Thousands   | RCON Tril   Bil   Mil   Thou |            |        |
|---|------------------------------|------------|--------|
| <b>Liabilities</b>  |                              |            |        |
| 13. Deposits:   |                              |            |        |
| a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I)                                    | 2200                         | 38,271,000 | 13.a   |
| (1) Noninterest-bearing (4)   | 6631                         | 26,730,000 | 13.a.1 |
| (2) Interest-bearing  | 6636                         | 11,541,000 | 13.a.2 |
| b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II)                          | RCFN<br>2200                 | 2,715,000  | 13.b   |
| (1) Noninterest-bearing   | 6631                         | 290,000    | 13.b.1 |
| (2) Interest-bearing  | 6636                         | 2,425,000  | 13.b.2 |
| 14. Federal funds purchased and securities sold under agreements to repurchase:   |                              |            |        |
| a. Federal funds purchased in domestic offices (5)  | RCON<br>B993                 | 3,940,000  | 14.a   |
| b. Securities sold under agreements to repurchase (6)   | RCFD<br>B995                 | 0          | 14.b   |
| 15. Trading liabilities (from Schedule RC-D)  | 3548                         | 11,000     | 15     |
| 16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M) | 3190                         | 59,000     | 16     |
| 17. and 18. Not applicable  |                              |            |        |

(4) Includes noninterest-bearing demand, time, and savings deposits.

(5) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, Other borrowed money.

(6) Includes all securities repurchase agreements in domestic and foreign offices, regardless of maturity.

**DEUTSCHE BANK TRUST COMPANY AMERICAS**

Legal Title of Bank

FDIC Certificate Number: 00623

| Dollar Amounts in Thousands   | <u>RCFD</u> | Tril   Bil   Mil   Thou |
|---|-------------|-------------------------|
| <b>Liabilities Continued</b>  |             |                         |
| 19. Subordinated notes and debentures (1)                           | 3200        | 0 19                    |
| 20. Other liabilities (from Schedule RC-G)                          | 2930        | 1,444,000 20            |
| 21. Total liabilities (sum of items 13 through 20)                  | 2948        | 46,440,000 21           |
| 22. Not applicable  |             |                         |
| <b>Equity Capital</b>   |             |                         |
| <b>Bank Equity Capital</b>  |             |                         |
| 23. Perpetual preferred stock and related surplus                   | 3838        | 0 23                    |
| 24. Common stock  | 3230        | 2,127,000 24            |
| 25. Surplus (excludes all surplus related to preferred stock)       | 3839        | 594,000 25              |
| 26. a. Retained earnings  | 3632        | 6,313,000 26.a          |
| b. Accumulated other comprehensive income (2)                       | B530        | 82,000 26.b             |
| c. Other equity capital components (3)                              | A130        | 0 26.c                  |
| 27. a. Total bank equity capital (sum of items 23 through 26.c)     | 3210        | <b>9,116,000</b> 27.a   |
| b. Noncontrolling (minority) interests in consolidated subsidiaries | 3000        | <b>203,000</b> 27.b     |
| 28. Total equity capital (sum of items 27.a and 27.b)               | G105        | <b>9,319,000</b> 28     |
| 29. Total liabilities and equity capital (sum of items 21 and 28)   | 3300        | <b>55,759,000</b> 29    |

**Memoranda****To be reported with the March Report of Condition.**

|  | <u>RCFD</u> | <u>Number</u> |
|--|-------------|---------------|
| 1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2012 | 6724        | N/A M.1       |
| 1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank  |             |               |
| 4 = Directors examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)                             |             |               |
| 2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted   |             |               |
| 5 = Directors examination of the bank performed by other external auditors (may be required by state chartering  |             |               |

- auditing standards by a certified public authority)  
 accounting firm which submits a report 6 = Review of the bank's financial  
 on the consolidated holding company statements by external auditors  
 (but not on the bank separately)
- 3 = Attestation on bank management's 7 = Compilation of the bank's financial  
 assertion on the effectiveness of the statements by external auditors  
 bank's internal control over financial 8 = Other audit procedures (excluding  
 reporting by a certified public tax preparation work)  
 accounting firm. 9 = No external audit work

**To be reported with the March Report of Condition.**

|                                |             |              |     |
|--------------------------------|-------------|--------------|-----|
| 2. Bank's fiscal year-end date | <u>RCON</u> | <u>MM/DD</u> |     |
|                                | 8678        | N/A          | M.2 |

- (1) Includes limited-life preferred stock and related surplus.
- (2) Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and accumulated defined benefit pension and other post retirement plan adjustments.
- (3) Includes treasury stock and unearned Employee Stock Ownership Plan shares.