

TEMPLETON EMERGING MARKETS FUND
Form 40-17F2
November 10, 2010

U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM N-17F-2

CERTIFICATE OF ACCOUNTING OF SECURITIES AND SIMILAR INVESTMENTS IN THE
CUSTODY OF MANAGEMENT INVESTMENT COMPANIES

PURSUANT TO RULE N-17F-2

1. Investment Company Act File Number: Date Examination completed:

811-04985

July 20, 2010

2. State Identification Number:

AL	AK	AZ	AR	CA	CO
CT	DE	DC	FL	GA	HI
ID	IL	IN	IA	KS	KY
LA	ME	MD	MA	MI	MN

MS MO MT NE NV NH
NJ NM NY NC ND OH
OK OR PA RI SC SD
TN TX UT VT VA WA
WV WI WY PUERTO RICO

3. Exact name of investment company as specified in registration statement:

Templeton Emerging Markets Fund

4. Address of principal executive office: (number, street, city, state, zip
code)

500 East Broward Blvd., Suite 2100, Fort Lauderdale, FL 33394-3091

REPORT OF INDEPENDENT AUDITORS

To the Board of Trustees of:

Franklin Templeton Limited Duration Income Trust
Templeton Global Investment Trust
Franklin Real Estate Securities Trust
Franklin Strategic Series
Franklin High Income Trust
Franklin Money Fund
Franklin Templeton Money Fund Trust
Institutional Fiduciary Trust
Franklin Global Trust
Franklin Gold and Precious Metals Fund
Franklin Universal Trust
Templeton China World Fund
Templeton Emerging Markets Fund
Templeton Emerging Markets Income Fund
Templeton Global Income Fund
Templeton Income Trust
Franklin Custodian Funds
Franklin Strategic Mortgage Portfolio
Franklin Investors Securities Trust
Franklin Templeton Global Trust
Franklin Value Investors Trust
Templeton Developing Markets Trust
Franklin Templeton Fund Allocator Series
Franklin Templeton Variable Insurance Products Trust
Templeton Institutional Funds

and the Board of Directors of

Templeton Dragon Fund, Inc.
Templeton Russia and East European Fund, Inc.

The Franklin Templeton Funds:

We have examined management's assertion, included in the accompanying Management Statement Regarding Compliance with Certain Provisions of the Investment Company Act of 1940, that the funds (see Attachment I), (hereafter referred to as the “Funds”) complied with the requirements of subsections (b) and (c) of Rule 17f-2 under the Investment Company Act of 1940 (“the Act”) as of February 28, 2010. Management is responsible for the Funds' compliance with those requirements. Our responsibility is to express an opinion on management's assertion about the Funds' compliance based on our examination.

Our examination was conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States) and, accordingly, included examining, on a test basis, evidence about the Funds' compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. Included among our procedures were the following tests performed as of February 28, 2010, and with respect to agreement of security purchases and sales, for the periods indicated in Attachment I:

- Without prior notice to management, confirmation of all securities held by Franklin Templeton Investors Services, Inc., transfer agent, as they
pertain to the security positions owned by the Funds and held in book entry form.
- Reconciliation of such security positions to the books and records of the Funds and Franklin Templeton Investor Services, Inc.
- Agreement of 100 security purchases and 100 security sales, since our last report, from the books and records of the Funds to the records of the transfer agent.

We believe that our examination provides a reasonable basis for our opinion. Our examination does not provide a legal determination on the Funds' compliance with specified requirements.

In our opinion, management's assertion that the Funds were in compliance with the requirements of subsections (b) and (c) of Rule 17f-2 of the Investment Company Act of 1940 as of February 28, 2010 with respect to securities reflected in the investment accounts of the Funds is fairly stated, in all material respects.

This report is intended solely for the information and use of, management, the Board of Trustees and Board of Directors and the Securities and Exchange Commission and is not intended to be and should not be used by anyone other than these specified parties.

/S/ PRICEWATERHOUSECOOPERS LLP

PricewaterhouseCoopers, LLP

San Francisco, California

July 20, 2010

Management Statement Regarding Compliance With Certain

Provisions of the Investment Company Act of 1940

We, as members of management of the Franklin Templeton Funds indicated in Attachment I (the “Funds”), are responsible for complying with the requirements of subsections (b) and (c) of Rule 17f-2, “Custody of Investments by Registered Management Investment Companies,” of the Investment Company Act of 1940. We are also responsible for establishing and maintaining effective internal controls over compliance with those requirements. We have performed an evaluation of the Funds’ compliance with the requirements of subsection (b) of Rule 17f-2, as interpreted in Franklin Investors Securities Trust SEC No-Action Letter (publicly available September 24, 1992), and subsection (c) of Rule 17f-2 of the Investment Company Act of 1940, as of February 28, 2010, and for the periods indicated in Attachment I.

Based on this evaluation, we assert that the Funds were in compliance with the requirements of subsection (b) of Rule 17f-2, as interpreted in Franklin Investors Securities Trust SEC No-Action Letter (publicly available September 24, 1992), and subsection (c) of Rule 17f-2 of the Investment Company Act of 1940, as of February 28, 2010, and for the periods indicated in Attachment I, with respect to securities reflected in the investment accounts of the Funds.

By:

/S/ GASTON GARDEY

Gaston Gardey

Chief Financial Officer and Chief Accounting Officer

Franklin Funds Board

7/13/10

Date

/S/ MARK H. OTANI

Mark H. Otani

Chief Financial Officer and Chief Accounting Officer

Templeton Funds Board

7/20/10

Date

/S/ MATTHEW T. HINKLE

Matthew T. Hinkle

Chief Financial Officer and Chief Accounting Officer

Franklin New Jersey Funds Board

7/20/10

Date

/S/ LAURA F. FERGERSON

Laura F. Fergerson

Chief Executive Officer - Finance and Administration

7/15/10

Date

Attachment I

Fund	Period

Franklin Templeton Limited Duration Income TrustT	October 31, 2009 - February 28, 2010
Templeton Global Investment Trust:	
Templeton BRIC Fund	October 31, 2009 - February 28, 2010
Templeton Emerging Markets Small Cap Fund	October 31, 2009 - February 28, 2010
Templeton Frontier Markets Fund	October 31, 2009 - February 28, 2010
Templeton Income Fund	October 31, 2009 - February 28, 2010

Templeton Russia and East European Fund, Inc.	October 31, 2009 - February 28, 2010
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Franklin Real Estate Securities Trust:

Franklin Real Estate Securities Fund	October 31, 2009 - February 28, 2010
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Franklin Strategic Series:

Franklin Biotechnology Discovery Fund	October 31, 2009 - February 28, 2010
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Franklin Flex Cap Growth Fund	October 31, 2009 - February 28, 2010
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Franklin Focused Core Equity Fund	October 31, 2009 - February 28, 2010
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Franklin Growth Opportunities Fund	October 31, 2009 - February 28, 2010
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Franklin Natural Resources Fund	October 31, 2009 - February 28, 2010
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Franklin Small Cap Growth Fund	October 31, 2009 - February 28, 2010
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Franklin Small-Mid Cap Growth Fund	October 31, 2009 - February 28, 2010
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Franklin Strategic Income Fund	October 31, 2009 - February 28, 2010
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Franklin High Income Trust:

Franklin High Income Fund	October 31, 2009 - February 28, 2010
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Franklin Money Fund	October 31, 2009 - February 28, 2010
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Franklin Templeton Money Fund Trust:

Franklin Templeton Money Fund	October 31, 2009 - February 28, 2010
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Institutional Fiduciary Trust:

Money Market Portfolio

October 31, 2009 - February 28, 2010

Franklin Global Trust:

Franklin Large Cap Equity Fund

October 31, 2009 - February 28, 2010

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Franklin International Growth Fund	October 31, 2009 - February 28, 2010
Franklin Templeton Emerging Market Debt Opportunities Fund	October 31, 2009 - February 28, 2010

Franklin Gold and Precious Metals Fund	October 31, 2009 - February 28, 2010
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Franklin Universal Trust	October 31, 2009 - February 28, 2010
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Templeton China World Fund	October 31, 2009 - February 28, 2010
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Templeton Emerging Markets Fund	October 31, 2009 - February 28, 2010
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Templeton Emerging Markets Income Fund	October 31, 2009 - February 28, 2010
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Templeton Global Income Fund	October 31, 2009 - February 28, 2010
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Templeton Income Trust:

Templeton Global Bond Fund	October 31, 2009 - February 28, 2010
Templeton Global Total Return Fund	October 31, 2009 - February 28, 2010
Templeton International Bond Fund	October 31, 2009 - February 28, 2010

Franklin Custodian Funds:

Franklin DynaTech Fund	October 31, 2009 - February 28, 2010
Franklin Growth Fund	October 31, 2009 - February 28, 2010
Franklin Income Fund	October 31, 2009 - February 28, 2010
Franklin U.S. Government Securities Fund	October 31, 2009 - February 28, 2010

Franklin Utilities Fund

October 31, 2009 - February 28, 2010

Franklin Strategic Mortgage Portfolio

October 31, 2009 - February 28, 2010

Franklin Investors Securities Trust:

Franklin Adjustable U.S. Government Securities Fund	October 31, 2009 - February 28, 2010
Franklin Balanced Fund	October 31, 2009 - February 28, 2010
Franklin Convertible Securities Fund	October 31, 2009 - February 28, 2010
Franklin Equity Income Fund	October 31, 2009 - February 28, 2010
Franklin Floating Rate Daily Access Fund	October 31, 2009 - February 28, 2010
Franklin Limited Maturity U.S. Government Securities Fund	October 31, 2009 - February 28, 2010
Franklin Low Duration Total Return Fund	October 31, 2009 - February 28, 2010
Franklin Total Return Fund	October 31, 2009 - February 28, 2010

Franklin Templeton Global Trust:

Franklin Templeton Hard Currency	October 31, 2009 - February 28, 2010
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Franklin Value Investors Trust:

Franklin All Cap Value Fund	October 31, 2009 - February 28, 2010
Franklin Balance Sheet Investment Fund	October 31, 2009 - February 28, 2010
Franklin Large Cap Value Fund	October 31, 2009 - February 28, 2010
Franklin MicroCap Value Fund	October 31, 2009 - February 28, 2010
Franklin MidCap Value Fund	October 31, 2009 - February 28, 2010
Franklin Small Cap Value Fund	October 31, 2009 - February 28, 2010

Templeton Developing Markets Trust

October 31, 2009 - February 28, 2010

Franklin Templeton Fund Allocator Series:

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Franklin Templeton 2015 Retirement Target Fund	October 31, 2009 - February 28, 2010
Franklin Templeton 2025 Retirement Target Fund	October 31, 2009 - February 28, 2010
Franklin Templeton 2035 Retirement Target Fund	October 31, 2009 - February 28, 2010
Franklin Templeton 2045 Retirement Target Fund	October 31, 2009 - February 28, 2010
Franklin Templeton Conservative Target Fund	October 31, 2009 - February 28, 2010
Franklin Templeton Corefolio Allocation Fund	October 31, 2009 - February 28, 2010
Franklin Templeton Founding Funds Allocation Fund	October 31, 2009 - February 28, 2010
Franklin Templeton Growth Target Fund	October 31, 2009 - February 28, 2010
Franklin Templeton Moderate Target Fund	October 31, 2009 - February 28, 2010
Franklin Templeton Perspectives Allocation Fund	October 31, 2009 - February 28, 2010

Franklin Templeton Variable Insurance Products Trust:

Franklin Flex Cap Growth Securities Fund	October 31, 2009 - February 28, 2010
Franklin Founding Funds Allocation Fund	October 31, 2009 - February 28, 2010
Franklin Large Cap Value Securities Fund	October 31, 2009 - February 28, 2010
Franklin Rising Dividends Securities Fund	October 31, 2009 - February 28, 2010
Franklin Small Cap Value Securities Fund	October 31, 2009 - February 28, 2010
Franklin Small-Mid Cap Growth Securities Fund	October 31, 2009 - February 28, 2010
Franklin Strategic Income Securities Fund	October 31, 2009 - February 28, 2010
Templeton Developing Markets Securities Fund	October 31, 2009 - February 28, 2010
Templeton Foreign Securities Fund	October 31, 2009 - February 28, 2010
Templeton Global Asset Allocation Fund	October 31, 2009 - February 28, 2010

Templeton Dragon Fund, Inc.

October 31, 2009 - February 28, 2010

Templeton Institutional Funds:

Foreign Equity Series

October 31, 2009 - February 28, 2010

Emerging Markets Series

October 31, 2009 - February 28, 2010

administrative or investigative, by reason of the fact that he is or was an officer, director, employee or agent of Chesapeake or an affiliate or is or was serving at the request of Chesapeake as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The payments which Chesapeake would be obligated to make under an indemnification agreement could include damages, charges, judgments, fines, penalties, settlements and costs, cost of investigation and cost of defense of legal, equitable or criminal actions, claims or proceedings and appeals therefrom, and costs of attachment, supersedeas, bail, surety or other bonds.

Item 16. Exhibits.

The following documents are filed as exhibits to this registration statement:

- 1.1** Form of Underwriting Agreement.
- 4.1** Indenture, dated as of August 2, 2010, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee.
- 4.2** Form of Supplemental Indenture.
- 4.3** Form of Senior Note of Chesapeake Energy Corporation (included in the Form of Supplemental Indenture filed as Exhibit 4.2 hereto).
- 4.4** First Supplemental Indenture, dated as of August 17, 2010, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee (incorporated herein by reference to Exhibit 4.2 to Chesapeake's Form 8-A filed on September 24, 2010).
- 4.5** Second Supplemental Indenture, dated as of August 17, 2010, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee (incorporated herein by reference to Exhibit 4.3 to Chesapeake's Form 8-A filed on September 24, 2010).
- 4.6** Third Supplemental Indenture, dated as of December 13, 2010, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee.
- 4.7** Fourth Supplemental Indenture, dated as of February 7, 2011, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee.
- 4.8** Fifth Supplemental Indenture, dated as of February 11, 2011, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee (incorporated herein by reference to Exhibit 4.2 to Chesapeake's Form 8-A filed on February 22, 2011).
- 4.9** Sixth Supplemental Indenture, dated as of March 23, 2011, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee.
- 4.10** Seventh Supplemental Indenture, dated as of October 25, 2011, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee.
- 4.11** Eighth Supplemental Indenture, dated as of February 10, 2012, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee.
- 4.12 Ninth Supplemental Indenture, dated February 16, 2012, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee (incorporated herein by reference to Exhibit 4.2 to Chesapeake's Form 8-A filed on February 24, 2012).
- 4.13* Tenth Supplemental Indenture, dated June 29, 2012, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee.
- 4.14* Eleventh Supplemental Indenture, dated October 15, 2012, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee.
- 4.15* Twelfth Supplemental Indenture, dated December 20, 2012, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee.

- 4.16* Thirteenth Supplemental Indenture, dated December 28, 2012, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee.
- 4.17* Fourteenth Supplemental Indenture, dated March 18, 2013, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and Deutsche Bank Trust Company Americas, as Trustee.
- 5.1** Opinion of Bracewell & Giuliani LLP regarding the validity of the securities being registered.
- 5.2** Opinion of Bracewell & Giuliani LLP regarding the validity of the securities being registered by that certain Post-Effective Amendment No. 1 to Form S-3 filed with the Commission on February 8, 2011.
- 5.3** Opinion of Bracewell & Giuliani LLP regarding the validity of the securities being registered by that certain Post-Effective Amendment No. 2 to Form S-3 filed with the Commission on February 13, 2012.
- 5.4* Opinion of Bracewell & Giuliani LLP regarding the validity of the securities being registered by this Post-Effective Amendment No. 3 to Form S-3.
- 12.1 Computation of Ratios of Earnings to Fixed Charges (incorporated herein by reference to Exhibit 12 to Chesapeake's annual report on Form 10-K for the year ended December 31, 2012).
- 23.1* Consent of PricewaterhouseCoopers LLP
- 23.2* Consent of Netherland, Sewell & Associates, Inc.
- 23.3* Consent of PetroTechnical Services, Division of Schlumberger Technology Corporation
- 23.4* Consent of Ryder Scott Company, L.P.
- 23.5* Consent of Bracewell & Giuliani LLP (contained in Exhibit 5.4).
- 24.1** Powers of Attorney (contained on the signature pages to the original Registration Statement).
- 24.2** Power of Attorney (Simpson).
- 24.3* Power of Attorney (Dunham).
- 24.4* Power of Attorney (Alexander).
- 24.5* Power of Attorney (Intrieri).
- 24.6* Power of Attorney (Martin).
- 24.7* Power of Attorney (Poses).
- 24.8* Power of Attorney (Raspino).
- 25.1** Form T-1 Statement of Eligibility and Qualification of Trustee (The Bank of New York Mellon Trust Company, N.A.).
- 25.2*** Form T-1 Statement of Eligibility of Trustee (Deutsche Bank Trust Company Americas).

- * Filed herewith.
- ** Previously filed as an Exhibit to the Registration Statement.
- *** To be filed separately under electronic form type 305B2.

Item 17. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the

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foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) Each prospectus filed by a Registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which the prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities:

The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) That portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma, on this 18th day of March, 2013.

CHESAPEAKE ENERGY CORPORATION

By: /s/ AUBREY K. MCCLENDON
Aubrey K. McClendon
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons, in the capacities and on the date indicated.

/s/ AUBREY K. MCCLENDON	President and Chief Executive Officer (Principal Executive Officer)	March 18, 2013
Aubrey K. McClendon		
/s/ DOMENIC J. DELL OSSO, JR.	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	March 18, 2013
Domenic J. Dell Osso, Jr.		
/s/ MICHAEL A. JOHNSON	Senior Vice President Accounting, Controller and Chief Accounting Officer (Principal Accounting Officer)	March 18, 2013
Michael A. Johnson		
*	Chairman of the Board	March 18, 2013
Archie W. Dunham		
*	Director	March 18, 2013
Bob G. Alexander		
*	Director	March 18, 2013
Vincent J. Intrieri		
*	Director	March 18, 2013
R. Brad Martin		
*	Director	March 18, 2013
Merrill A. Miller, Jr.		
*	Director	March 18, 2013
Fredric M. Poses		
*	Director	March 18, 2013

Louis A. Raspino

*

Director

March 18, 2013

Louis A. Simpson

*By:

/s/ JENNIFER M. GRIGSBY

Jennifer M. Grigsby,

Attorney-in-Fact

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each Registrant below (each a Corporation) has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma on March 18, 2013.

ARKANSAS MIDSTREAM GAS SERVICES CORP.

CHESAPEAKE ENERGY LOUISIANA CORPORATION

CHESAPEAKE ENERGY MARKETING, INC.
CHESAPEAKE E&P HOLDING CORPORATION
CHESAPEAKE NG VENTURES CORPORATION

CHESAPEAKE OPERATING, INC.

CHK ENERGY HOLDINGS, INC.
WINTER MOON ENERGY CORPORATION

By: /s/ DOMENIC J. DELL OSSO, JR.
Domenic J. Dell Osso, Jr.

Executive Vice President

and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons, in the capacities and on the date indicated.

Signature	Capacity	Date
/s/ AUBREY K. MCCLENDON Aubrey K. McClendon	Chief Executive Officer (Principal Executive Officer) and Director of each Corporation	March 18, 2013
/s/ DOMENIC J. DELL OSSO, JR. Domenic J. Dell Osso, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) of each Corporation	March 18, 2013
/s/ STEVEN C. DIXON Steven C. Dixon	Director of each Corporation	March 18, 2013

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each Registrant below (each a CMD LLC) has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma on March 18, 2013.

AMGS, L.L.C.

CHESAPEAKE MIDSTREAM HOLDINGS, L.L.C..

CHESAPEAKE WEST TEXAS GATHERING, L.L.C.

By: Chesapeake Midstream Development, L.L.C.,

its Sole Manager

By: Chesapeake Operating, Inc.,

its Sole Manager

By: /s/ DOMENIC J. DELL OSSO, JR
Domenic J. Dell Osso, Jr.

Executive Vice President

and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons, in the capacities and on the date indicated.

Signature	Capacity	Date
/s/ AUBREY K. MCCLENDON Aubrey K. McClendon	Chief Executive Officer (Principal Executive Officer) of each CMD LLC and Director of Chesapeake Operating, Inc., the Sole Manager of Chesapeake Midstream Development, L.L.C., the Sole Manager of each CMD LLC	March 18, 2013
/s/ DOMENIC J. DELL OSSO, JR. Domenic J. Dell Osso, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) of each CMD LLC	March 18, 2013
/s/ STEVEN C. DIXON Steven C. Dixon	Director of Chesapeake Operating, Inc., the Sole Manager of Chesapeake Midstream Development, L.L.C., the Sole Manager of each CMD LLC	March 18, 2013

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each Registrant below (each a "CE LLC") has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma on March 18, 2013.

CHESAPEAKE AEZ EXPLORATION, L.L.C.

CHESAPEAKE-CLEMENTS ACQUISITION, L.L.C.

By: Chesapeake Exploration, L.L.C.,

its Sole Manager

By: Chesapeake E&P Holding Corporation,

its Sole Manager

By: /s/ DOMENIC J. DELL OSSO, JR.
Domenic J. Dell Osso, Jr.

Executive Vice President

and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons, in the capacities and on the date indicated.

Signature	Capacity	Date
/s/ AUBREY K. MCCLENDON Aubrey K. McClendon	Chief Executive Officer (Principal Executive Officer) of each CE LLC and Director of Chesapeake E&P Holding Corporation, the Sole Manager of Chesapeake Exploration, L.L.C., the Sole Manager of each CE LLC	March 18, 2013
/s/ DOMENIC J. DELL OSSO, JR. Domenic J. Dell Osso, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) of each CE LLC	March 18, 2013
/s/ STEVEN C. DIXON Steven C. Dixon	Director of Chesapeake E&P Holding Corporation, the Sole Manager of Chesapeake Exploration, L.L.C., the Sole Manager of each CE LLC	March 18, 2013

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each Registrant below (each a "COI LLC") has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma on March 18, 2013.

CHESAPEAKE LAND DEVELOPMENT COMPANY,
L.L.C.

CHESAPEAKE MIDSTREAM DEVELOPMENT, L.L.C.

CHESAPEAKE PLAZA, L.L.C.

CHESAPEAKE VRT, L.L.C.

By: Chesapeake Operating, Inc.,

its Sole Manager

CHESAPEAKE MIDSTREAM MANAGEMENT, L.L.C.

NORTHERN MICHIGAN EXPLORATION
COMPANY, L.L.C.

By: Chesapeake Operating, Inc.,
its Sole Member

By: /s/ DOMENIC J. DELL OSSO, JR.
Domenic J. Dell Osso, Jr.

Executive Vice President

and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons, in the capacities and on the date indicated.

Signature	Capacity	Date
/s/ AUBREY K. MCCLENDON Aubrey K. McClendon	Chief Executive Officer (Principal Executive Officer) of each COI LLC and Director of Chesapeake Operating, Inc., the Sole Manager or Sole Member, as applicable, of each COI LLC	March 18, 2013
/s/ DOMENIC J. DELL OSSO, JR. Domenic J. Dell Osso, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) of each COI LLC	March 18, 2013
/s/ STEVEN C. DIXON	Director of Chesapeake Operating, Inc., the Sole Manager or Sole Member, as applicable, of each COI LLC	March 18, 2013

Steven C. Dixon

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma on March 18, 2013.

CHESAPEAKE APPALACHIA, L.L.C.

By: Chesapeake Energy Corporation,
its Sole Manager

By: /s/ DOMENIC J. DELL OSSO, JR.
Domenic J. Dell Osso, Jr.

Executive Vice President

and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons, in the capacities and on the date indicated.

Signature	Capacity	Date
/s/ AUBREY K. MCCLENDON Aubrey K. McClendon	Chief Executive Officer (Principal Executive Officer) of Chesapeake Appalachia, L.L.C. and Director of Chesapeake Energy Corporation, the Sole Manager of Chesapeake Appalachia, L.L.C.	March 18, 2013
/s/ DOMENIC J. DELL OSSO, JR. Domenic J. Dell Osso, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) of Chesapeake Appalachia, L.L.C.	March 18, 2013
* Archie W. Dunham	Chairman of Chesapeake Energy Corporation, the Sole Manager of Chesapeake Appalachia, L.L.C.	March 18, 2013
* Bob G. Alexander	Director of Chesapeake Energy Corporation, the Sole Manager of Chesapeake Appalachia, L.L.C.	March 18, 2013
* Vincent J. Inrieri	Director of Chesapeake Energy Corporation, the Sole Manager of Chesapeake Appalachia, L.L.C.	March 18, 2013
* R. Brad Martin	Director of Chesapeake Energy Corporation, the Sole Manager of Chesapeake Appalachia, L.L.C.	March 18, 2013
* Merrill A. Miller, Jr.	Director of Chesapeake Energy Corporation, the Sole Manager of Chesapeake Appalachia, L.L.C.	March 18, 2013
* 	Director of Chesapeake Energy Corporation, the Sole Manager of Chesapeake Appalachia, L.L.C.	March 18, 2013

Fredric M. Poses

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Signature	Capacity	Date
<p>*</p> <p>Louis A. Raspino</p>	<p>Director of Chesapeake Energy Corporation, the Sole Manager of Chesapeake Appalachia, L.L.C.</p>	<p>March 18, 2013</p>
<p>*</p> <p>Louis A. Simpson</p>	<p>Director of Chesapeake Energy Corporation, the Sole Manager of Chesapeake Appalachia, L.L.C.</p>	<p>March 18, 2013</p>

*By: /s/ JENNIFER M. GRIGSBY
Jennifer M. Grigsby,
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma on March 18, 2013.

MKR HOLDINGS, L.L.C.

By: Chesapeake Appalachia, L.L.C.

its Sole Manager

By: Chesapeake Energy Corporation,

its Sole Manager

By: /s/ DOMENIC J. DELL OSSO, JR.
Domenic J. Dell Osso, Jr.

Executive Vice President

and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons, in the capacities and on the date indicated.

Signature	Capacity	Date
/s/ AUBREY K. MCCLENDON Aubrey K. McClendon	Chief Executive Officer (Principal Executive Officer) of MKR Holdings, L.L.C. and Director of Chesapeake Energy Corporation, the Sole Manager of Chesapeake Appalachia, L.L.C., the Sole Manager of MKR Holdings, L.L.C.	March 18, 2013
/s/ DOMENIC J. DELL OSSO, JR. Domenic J. Dell Osso, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) of MKR Holdings, L.L.C.	March 18, 2013
* Archie W. Dunham	Director of Chesapeake Energy Corporation, the Sole Manager of Chesapeake Appalachia, L.L.C., the Sole Manager of MKR Holdings, L.L.C.	March 18, 2013
* Bob G. Alexander	Director of Chesapeake Energy Corporation, the Sole Manager of Chesapeake Appalachia, L.L.C., the Sole Manager of MKR Holdings, L.L.C.	March 18, 2013
* Vincent J. Inrieri	Director of Chesapeake Energy Corporation, the Sole Manager of Chesapeake Appalachia, L.L.C., the Sole Manager of MKR Holdings, L.L.C.	March 18, 2013
* R. Brad Martin	Director of Chesapeake Energy Corporation, the Sole Manager of Chesapeake Appalachia, L.L.C., the Sole Manager of MKR Holdings, L.L.C.	March 18, 2013
*		March 18, 2013

Merrill A. Miller, Jr.

Director of Chesapeake Energy Corporation, the Sole Manager of Chesapeake Appalachia, L.L.C., the Sole Manager of MKR Holdings, L.L.C.

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Signature	Capacity	Date
* Fredric M. Poses	Director of Chesapeake Energy Corporation, the Sole Manager of Chesapeake Appalachia, L.L.C., the Sole Manager of MKR Holdings, L.L.C.	March 18, 2013
* Louis A. Raspino	Director of Chesapeake Energy Corporation, the Sole Manager of Chesapeake Appalachia, L.L.C., the Sole Manager of MKR Holdings, L.L.C.	March 18, 2013
* Louis A. Simpson	Director of Chesapeake Energy Corporation, the Sole Manager of Chesapeake Appalachia, L.L.C., the Sole Manager of MKR Holdings, L.L.C.	March 18, 2013

*By: /s/ JENNIFER M. GRIGSBY
Jennifer M. Grigsby,
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each Registrant below (each an E&P LLC)has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma on March 18, 2013.

CHESAPEAKE EXPLORATION, L.L.C.

CHESAPEAKE ROYALTY, L.L.C.

MC MINERAL COMPANY, L.L.C.

By: Chesapeake E&P Holding Corporation,
its Sole Manager

By: /s/ DOMENIC J. DELL OSSO, JR.
Domenic J. Dell Osso, Jr.

Executive Vice President

and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons, in the capacities and on the date indicated.

Signature	Capacity	Date
/s/ AUBREY K. MCCLENDON Aubrey K. McClendon	Chief Executive Officer (Principal Executive Officer) of each E&P LLC and Director of Chesapeake E&P Holding Corporation, the Sole Manager of each E&P LLC	March 18, 2013
/s/ DOMENIC J. DELL OSSO, JR. Domenic J. Dell Osso, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) of each E&P LLC	March 18, 2013
/s/ STEVEN C. DIXON Steven C. Dixon	Director of Chesapeake E&P Holding Corporation, the Sole Manager of each E&P LLC	March 18, 2013

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each Registrant (each a CELC LLC) has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma on March 18, 2013.

EMPRESS, L.L.C.

GSF, L.L.C.

MC LOUISIANA MINERALS, L.L.C.

By: Chesapeake Energy Louisiana Corporation,
its Sole Manager

By: /s/ DOMENIC J. DELL OSSO, JR.
Domenic J. Dell Osso, Jr.

Executive Vice President

and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons, in the capacities and on the date indicated.

Signature	Capacity	Date
/s/ AUBREY K. MCCLENDON Aubrey K. McClendon	Chief Executive Officer (Principal Executive Officer) of each CELC LLC and Director of Chesapeake Energy Louisiana Corporation, the Sole Manager of each CELC LLC.	March 18, 2013
/s/ DOMENIC J. DELL OSSO, JR. Domenic J. Dell Osso, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) of each CELC LLC.	March 18, 2013
/s/ STEVEN C. DIXON Steven C. Dixon	Director of Chesapeake Energy Louisiana Corporation, the Sole Manager of each CELC LLC.	March 18, 2013

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma on March 18, 2013.

MIDCON COMPRESSION, L.L.C.

By: Chesapeake Energy Marketing, Inc.,
its Sole Manager

By: /s/ DOMENIC J. DELL OSSO, JR.
Domenic J. Dell Osso, Jr.

Executive Vice President

and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons, in the capacities and on the date indicated.

Signature	Capacity	Date
/s/ AUBREY K. MCCLENDON Aubrey K. McClendon	Chief Executive Officer (Principal Executive Officer) of MidCon Compression, L.L.C. and Director of Chesapeake Energy Marketing, Inc., the Sole Manager of MidCon Compression, L.L.C.	March 18, 2013
/s/ DOMENIC J. DELL OSSO, JR. Domenic J. Dell Osso, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) of MidCon Compression, L.L.C.	March 18, 2013
/s/ STEVEN C. DIXON Steven C. Dixon	Director of Chesapeake Energy Marketing, Inc., the Sole Manager of MidCon Compression, L.L.C.	March 18, 2013

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma on March 18, 2013.

VENTURA, LLC

By: Chesapeake VRT, L.L.C.
its Sole Member

By: Chesapeake Operating, Inc.,
its Sole Manager

By: /s/ DOMENIC J. DELL OSSO, JR.
Domenic J. Dell Osso, Jr.

Executive Vice President

and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons, in the capacities and on the date indicated.

Signature	Capacity	Date
/s/ AUBREY K. MCCLENDON Aubrey K. McClendon	Chief Executive Officer (Principal Executive Officer) of Ventura, LLC and Director of Chesapeake Operating, Inc., the Sole Manager of Chesapeake VRT, L.L.C., the Sole Member of Ventura, LLC	March 18, 2013
/s/ DOMENIC J. DELL OSSO, JR. Domenic J. Dell Osso, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) of Ventura, LLC	March 18, 2013
/s/ STEVEN C. DIXON Steven C. Dixon	Director of Chesapeake Operating, Inc., the Sole Manager of Chesapeake VRT, L.L.C., the Sole Member of Ventura, LLC	March 18, 2013

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma on March 18, 2013.

CHESAPEAKE LOUISIANA, L.P.

By: Chesapeake Operating, Inc.,
its General Partner

By: /s/ DOMENIC J. DELL OSSO, JR.
Domenic J. Dell Osso, Jr.

Executive Vice President

and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons, in the capacities and on the date indicated.

Signature	Capacity	Date
/s/ AUBREY K. MCCLENDON Aubrey K. McClendon	Chief Executive Officer (Principal Executive Officer) and Director of Chesapeake Operating, Inc., the General Partner of Chesapeake Louisiana, L.P.	March 18, 2013
/s/ DOMENIC J. DELL OSSO, JR. Domenic J. Dell Osso, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) of Chesapeake Operating, Inc., the General Partner of Chesapeake Louisiana, L.P.	March 18, 2013
/s/ STEVEN C. DIXON Steven C. Dixon	Director of Chesapeake Operating, Inc., the General Partner of Chesapeake Louisiana, L.P.	March 18, 2013

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma on March 18, 2013.

EMPRESS LOUISIANA PROPERTIES, L.P.

By: EMLP, L.L.C.,
its General Partner

By: Empress, L.L.C.
its Sole Manager

By: Chesapeake Energy Louisiana Corporation
its Sole Manager

By: /s/ DOMENIC J. DELL OSSO, JR.
Domenic J. Dell Osso, Jr.

Executive Vice President

and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons, in the capacities and on the date indicated.

Signature	Capacity	Date
/s/ AUBREY K. MCCLENDON Aubrey K. McClendon	Chief Executive Officer (Principal Executive Officer) of EMLP, L.L.C., the General Partner of Empress Louisiana Properties, L.P., and Director of Chesapeake Energy Louisiana Corporation, the Sole Manager of Empress, L.L.C., the Sole Manager of EMLP, L.L.C., the General Partner of Empress Louisiana Properties, L.P.	March 18, 2013
/s/ DOMENIC J. DELL OSSO, JR. Domenic J. Dell Osso, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) of EMLP, L.L.C., the General Partner of Empress Louisiana Properties, L.P.	March 18, 2013
/s/ STEVEN C. DIXON Steven C. Dixon	Director of Chesapeake Energy Louisiana Corporation, the Sole Manager of Empress, L.L.C., the Sole Manager of EMLP, L.L.C., the General Partner of Empress Louisiana Properties, L.P.	March 18, 2013

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma on March 18, 2013.

EMLP, L.L.C.

By: Empress, L.L.C.
its Sole Manager

By: Chesapeake Energy Louisiana Corporation
its Sole Manager

By: /s/ DOMENIC J. DELL OSSO, JR.
Domenic J. Dell Osso, Jr.

Executive Vice President

and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons, in the capacities and on the date indicated.

Signature	Capacity	Date
/s/ AUBREY K. MCCLENDON Aubrey K. McClendon	Chief Executive Officer (Principal Executive Officer) of EMLP, L.L.C. and Director of Chesapeake Energy Louisiana Corporation, the Sole Manager of Empress, L.L.C., the Sole Manager of EMLP, L.L.C.	March 18, 2018
/s/ DOMENIC J. DELL OSSO, JR. Domenic J. Dell Osso, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) of EMLP, L.L.C.	March 18, 2018
/s/ STEVEN C. DIXON Steven C. Dixon	Director of Chesapeake Energy Louisiana Corporation, the Sole Manager of Empress, L.L.C., the Sole Manager of EMLP, L.L.C.	March 18, 2018

INDEX TO EXHIBITS

- 1.1** Form of Underwriting Agreement.
- 4.1** Indenture, dated as of August 2, 2010, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee.
- 4.2** Form of Supplemental Indenture.
- 4.3** Form of Senior Note of Chesapeake Energy Corporation (included in the Form of Supplemental Indenture filed as Exhibit 4.2 hereto).
- 4.4** First Supplemental Indenture, dated as of August 17, 2010, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee (incorporated herein by reference to Exhibit 4.2 to Chesapeake's Form 8-A filed on September 24, 2010).
- 4.5** Second Supplemental Indenture, dated as of August 17, 2010, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee (incorporated herein by reference to Exhibit 4.3 to Chesapeake's Form 8-A filed on September 24, 2010).
- 4.6** Third Supplemental Indenture, dated as of December 13, 2010, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee.
- 4.7** Fourth Supplemental Indenture, dated as of February 7, 2011, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee.
- 4.8** Fifth Supplemental Indenture, dated as of February 11, 2011, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee (incorporated herein by reference to Exhibit 4.2 to Chesapeake's Form 8-A filed on February 22, 2011).
- 4.9** Sixth Supplemental Indenture, dated as of March 23, 2011, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee.
- 4.10** Seventh Supplemental Indenture, dated as of October 25, 2011, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee.
- 4.11** Eighth Supplemental Indenture, dated as of February 10, 2012, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee.
- 4.12 Ninth Supplemental Indenture, dated February 16, 2012, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee (incorporated herein by reference to Exhibit 4.2 to Chesapeake's Form 8-A filed on February 24, 2012).
- 4.13* Tenth Supplemental Indenture, dated June 29, 2012, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee.
- 4.14* Eleventh Supplemental Indenture, dated October 15, 2012, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee.
- 4.15* Twelfth Supplemental Indenture, dated December 20, 2012, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee.
- 4.16* Thirteenth Supplemental Indenture, dated December 28, 2012, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee.
- 4.17* Fourteenth Supplemental Indenture, dated March 18, 2013, by and among Chesapeake Energy Corporation, the Subsidiary Guarantors named therein and Deutsche Bank Trust Company Americas, as Trustee.
- 5.1** Opinion of Bracewell & Giuliani LLP regarding the validity of the securities being registered.
- 5.2** Opinion of Bracewell & Giuliani LLP regarding the validity of the securities being registered by that certain Post-Effective Amendment No. 1 to Form S-3 filed with the Commission on February 8, 2011.
- 5.3** Opinion of Bracewell & Giuliani LLP regarding the validity of the securities being registered by that certain Post-Effective Amendment No. 2 to Form S-3 filed with the Commission on February 13, 2012.

- 5.4* Opinion of Bracewell & Giuliani LLP regarding the validity of the securities being registered by this Post-Effective Amendment No. 3 to Form S-3.
- 12.1 Computation of Ratios of Earnings to Fixed Charges (incorporated herein by reference to Exhibit 12 to Chesapeake's annual report on Form 10-K for the year ended December 31, 2012).
- 23.1* Consent of PricewaterhouseCoopers LLP
- 23.2* Consent of Netherland, Sewell & Associates, Inc.
- 23.3* Consent of PetroTechnical Services, Division of Schlumberger Technology Corporation
- 23.4* Consent of Ryder Scott Company, L.P.
- 23.5* Consent of Bracewell & Giuliani LLP (contained in Exhibit 5.4).
- 24.1** Powers of Attorney (contained on the signature pages to the original Registration Statement).
- 24.2** Power of Attorney (Simpson).
- 24.3* Power of Attorney (Dunham).
- 24.4* Power of Attorney (Alexander).
- 24.5* Power of Attorney (Intrieri).
- 24.6* Power of Attorney (Martin).
- 24.7* Power of Attorney (Poses).
- 24.8* Power of Attorney (Raspino).
- 25.1** Form T-1 Statement of Eligibility and Qualification of Trustee (The Bank of New York Mellon Trust Company, N.A.).
- 25.2*** Form T-1 Statement of Eligibility of Trustee (Deutsche Bank Trust Company Americas).

- * Filed herewith.
- ** Previously filed as an Exhibit to the Registration Statement.
- *** To be filed separately under electronic form type 305B2.