

CHESAPEAKE GRANITE WASH TRUST  
Form 8-A12B  
November 08, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**CHESAPEAKE GRANITE WASH TRUST**

(Exact name of registrant as specified in its charter)

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

**45-6355635**  
(I.R.S. Employer Identification No.)

**919 Congress Avenue, Suite 500**

**Austin, Texas 78701**

(Address of principal executive offices and zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class  
to be so registered**

**Name of each exchange on which  
each class is to be registered**

**Common Units representing beneficial interests in the Trust**

**New York Stock Exchange**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box

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Securities Act registration statement file number to which this form relates: 333-175395

Securities to be registered pursuant to Section 12(g) of the Act: None

**Item 1. Description of Registrant's Securities to be Registered.**

A description of the common units representing beneficial interests in Chesapeake Granite Wash Trust (the Registrant) is set forth under the captions Summary The Offering, Target Distributions and Subordination and Incentive Thresholds, Description of the Trust Agreement, Description of the Trust Units and U.S. Federal Income Tax Considerations in the prospectus included in the Registrant's Registration Statement on Form S-1 (Registration No. 333-175395), initially filed with the Securities and Exchange Commission on July 7, 2011 under the Securities Act of 1933, as amended, and will be set forth in any prospectus filed in accordance with Rule 424(b) thereunder, which description is incorporated herein by reference.

**Item 2. Exhibits.**

None. Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on the New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Chesapeake Granite Wash Trust

By: Chesapeake Energy Corporation

Date: November 8, 2011

By:                    /s/   JENNIFER M. GRIGSBY  
                              **Jennifer M. Grigsby**  
                              Senior Vice President, Treasurer and

Corporate Secretary