

Amend Partnership - Proof of Filing

Alberta Amendment Date: 2008/06/04

The change to the Partners of BAYTEX ENERGY PARTNERSHIP - PT11739794 is filed as of 2008/06/04

BURMIS ENERGY - PT11739794 changed its name to BAYTEX ENERGY PARTNERSHIP filed as of 2008/06/04

Service Request Number: 11677877
Registration Date: 2005/06/01
Registration Number: PT11739794
Partnership Name: BAYTEX ENERGY PARTNERSHIP
Type of Business: PETROLEUM AND NATURAL GAS EXPLORATION, DEVELOPMENT AND PRODUCTION.
Business Location: ALBERTA
Commencement Date: 2005/05/31

Partner

Partner Status: Active
Partner Type: Legal Entity
Corporate Access Number: 2014056028
Last Name/Legal Entity Name: BAYTEX ENERGY LTD.
Street: 1400, 350 - 7TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 3N9

Partner Status: Active
Partner Type: Legal Entity
Corporate Access Number: 2011711518
Last Name/Legal Entity Name: BAYTEX OIL & GAS LTD.
Street: 1400, 350 - 7TH AVENUE SW
City: CALGARY
Province: ALBERTA

Postal Code: T2P 3N9
Partner Status: Inactive
Partner Type: Legal Entity
Corporate Access Number: 2010187439
Last Name/Legal Entity Name: BURMIS ENERGY INC.
Street: 1000, 736 - 6 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 3T7

Partner Status: Inactive
Partner Type: Legal Entity
Corporate Access Number: 2011711518
Last Name/Legal Entity Name: BURMIS OIL & GAS CORP.
Street: 1000, 736 - 6 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 3T7

Registration Authorized By: MICHAEL D. ERVIN
SOLICITOR

AMENDMENT TO DECLARATION OF PARTNERSHIP

Partnership Act

Name of Partnership	Registration Number
Burmis Energy	PT11739794

We, the persons named as partners in the Declaration of Partnership declare that:

1. The Partnership name indicated above has been changed to

Baytex Energy Partnership

New Name of Partnership

2. The current partners are (if more than two partners please attached a list):

(a) Baytex Energy Ltd.

Name in Full

1400, 350 7th Avenue S.W., Calgary, AB T2P 3N9

Home Address in Full



Signature

(b) Baytex Oil & Gas Ltd.

Name in Full

1400, 350 7th Avenue S.W., Calgary, AB T2P 3N9

Home Address in Full



Signature

3. Do the names above reflect:

a change of partners? Yes No

a change of home address of partner? Yes No

4. Date of declaration:

June 4, 2008

Year/Month/Day

This information is being collected for the purpose of corporate registry records in accordance with the Partnership Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Registries, Research and Program Support, 3rd Floor, Commerce Place, 10155 - 102 Street, Edmonton, Alberta T5J 4L4, (780) 422-7330.

