

We, BAYTEX ENERGY LTD., AQUILO ENERGY INC. and BELLATOR EXPLORATION INC.
Name of Declarant

Name of Declarant

declare that:

1. We are carrying on or intend to carry on the business of and activities of

acquiring, exploring for, developing, processing, producing and marketing
 crude oil, natural gas, natural Type of Business gas liquids, bitumen and sulphur

in the City of Calgary, in the Province of Alberta, under the name
City, Town, Village

of BAYTEX ENERGY PARTNERSHIP
Business Name

2. The said partnership has existed since 15 December 2000, and that the
Day / Month / Year
 partnership will exist; (a) until _____
Day / Month / Year
 (b) for an indefinite period.

3. The persons named in the declaration are the sole members of the partnership.

4. Date of declaration 15 December 2000
Day / Month / Year

5. Name, Address, Occupation and Identification of Partners *(if more than two partners, please attach a list)*

Name: BAYTEX ENERGY LTD.

Resident

Address: Suite 2200, 205 - 5th Avenue S.W., Calgary, AB, T2P 2V7

City, Town, Village

Province

Postal Code

Occupation: Legal Entity

Signature

Name: AQUILO ENERGY INC.

Resident

Address: Suite 2200, 205 - 5th Avenue S.W., Calgary, AB, T2P 2V7

City, Town, Village

Province

Postal Code

Occupation: Legal Entity

Signature

(NOTE: LIST OF PARTNERS ATTACHED)

This information is being collected for the purposes 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.

Declaration Of Partnership

Partnership Act

We, _____
Name of Declarant

Name of Declarant

declare that:

1. We are carrying on or intend to carry on the business of

Type of Business

in _____, in the Province of Alberta, under the name
City, Town, Village

of _____
Business Name

2. The said partnership has existed since _____, and that the
Day / Month / Year

partnership will exist; (a) until _____
Day / Month / Year

(b) for an indefinite period.

3. The persons named in the declaration are the sole members of the partnership.

4. Date of declaration _____
Day / Month / Year

5. Name, Address, Occupation and Identification of Partners *(if more than two partners, please attach a list)*

Name: BELLATOR EXPLORATION INC.

Resident Address: Suite 2200, 205 - 5th Avenue S.W., Calgary, AB, T2P 2V7
City, Town, Village Province Postal Code

Occupation: Legal Entity

Signature

Name: _____

Resident Address: _____
City, Town, Village Province Postal Code

Occupation: _____

Signature

DECLARATION OF PARTNERSHIP

BAYTEX ENERGY LTD. ("Baytex"), AQUILO ENERGY INC. ("Aquilo"), and BELLATOR EXPLORATION INC. ("Bellator") bodies corporate incorporated pursuant to the laws of the Province of Alberta, respectively, HEREBY DECLARE:

1. that Baytex, Aquilo and Bellator, as partners under the firm name of "Baytex Energy Partnership" (the "Partnership"), are carrying on the business and activities of acquiring, exploring for, developing, processing, producing and marketing crude oil, natural gas, natural gas liquids, bitumen and sulphur as of December 15, 2000 until the Partnership is dissolved or terminated;
2. that Baytex, Aquilo and Bellator are the sole members of the Partnership and Baytex is the managing partner of the Partnership; and
3. that Baytex, Aquilo and Bellator and the Partnership have offices at 2200, 205 - 5th Avenue S.W., Calgary, Alberta T2P 2V7.

DATE OF DECLARATION: December 15, 2000.

BAYTEX ENERGY LTD.

Per: _____

Per: _____

AQUILO ENERGY INC.

Per: _____

Per: _____

BELLATOR EXPLORATION INC.

Per: _____

Per: _____