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BAYTEX ENERGY TRUST  
Form 8-A12B/A  
December 12, 2007

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

BAYTEX ENERGY TRUST

(Exact name of registrant as specified in its charter)

ALBERTA, CANADA	NOT APPLICABLE
-----	
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
SUITE 2200, 205 - 5TH AVENUE S.W. CALGARY, ALBERTA, CANADA	T2P 2V7
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(Address of principal executive offices)	(Zip Code)

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.  [X]

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.  [ ]

Securities Act registration file number to which this form relates (if applicable): \_\_\_\_\_

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

Title of each class to be registered -----	Name of each exchange on which each class is to be registered -----
Trust Units	New York Stock Exchange

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

INFORMATION REQUIRED IN REGISTRATION STATEMENT

EXPLANATORY NOTE

This Amendment No.1 hereby amends the registration statement on Form

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8-A (the "Registration Statement") filed by Baytex Energy Trust, an open-ended unincorporated investment trust created under the laws of the Province of Alberta, (the "Trust" or the "Registrant") with the U.S. Securities and Exchange Commission (the "SEC") on February 24, 2006 relating to trust units without nominal or no par value, of the Trust (the "Trust Units").

On December 1, 2007, the Trust amended its September 2, 2003 amended and restated trust indenture (the "Trust Indenture") entered into by and among Baytex Energy Ltd. (the "Corporation") and Valiant Trust Company (the "Trustee") to permit the use of direct registration systems.

The Trust therefore amends Item 1 and 2 of the Registration Statement.

### ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

This registration statement relates to the registration with the SEC of the Trust Units.

The Corporation and the Trustee entered into the second amended and restated trust indenture on December 1, 2007 (the "Second Amended Trust Indenture"), which includes amendments to the Trust Indenture to permit the use of direct registration systems. Specifically, the Corporation and the Trustee amended the Trust Indenture by adding the following language as paragraph (a) of Section 11.2:

- (a) Trust Units shall be:
- (i) represented by certificates; or
  - (ii) uncertified Trust Units evidenced by a book-entry system maintained by the Trustee or by a Transfer Agent designated to act on behalf and under the direction of the Trustee; or
  - (iii) a combination of (i) and (ii) above,

The Corporation and the Trustee also executed other mechanical and incidental amendments and revisions necessary to give effect to the amendment described herein.

This description does not purport to be complete, and is qualified in its entirety by the provisions of the Second Amended Trust Indenture, a form which is attached hereto as Exhibit 3.1 and is incorporated herein in its entirety by reference.

### ITEM 2. EXHIBITS.

The following exhibits are filed as part of this Registration Statement on Form 8-A/A:

EXHIBIT NUMBER	DESCRIPTION
3.1	Form of Second Amended and Restated Trust Indenture dated as of December 1, 2007 between the Corporation and the Trustee.

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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.

Date: December 11, 2007

BAYTEX ENERGY TRUST

By: /s/ Derek Aylesworth

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Name: W. Derek Aylesworth  
Title: Chief Financial Officer