

BAYOU BEND PETROLEUM LTD.

MANAGEMENT DISCUSSION AND ANALYSIS *(Amounts in United States Dollars unless otherwise indicated)* **Three and Six Months Ended June 30, 2008 and 2007**

Management's discussion and analysis ("MD&A") of Bayou Bend Petroleum Ltd.'s (the "Company" or "Bayou Bend") financial condition and results of operations should be read in conjunction with the unaudited consolidated financial statements for the three and six months ended June 30, 2008 and 2007 and related notes therein, prepared in accordance with Canadian generally accepted accounting principles. The effective date of the MD&A is August 11, 2008. Additional information related to the Company is available on SEDAR at www.sedar.com and on the Company's web-site at www.bayoubendpetroleum.com.

Background

Bayou Bend is a Canadian-based oil and gas company that currently holds various interests in oil and gas exploration and development properties in the USA. Prior to February 9, 2007, the Company operated under the name Kit Resources Ltd. and traded on the TSX Venture Exchange under the symbol "KIT". On February 9, 2007, the Company changed its name to Bayou Bend Petroleum Ltd. and started trading under the symbol "BBP".

Prior to December 31, 2006, the Company was a resource based company engaged in the continued search for new and viable opportunities in the mineral sector. During the three months ended March 31, 2007, the Company began its transition into an oil and gas exploration and development company and completed several significant acquisitions.

Effective April 1, 2007, the Company's reporting currency was changed from Canadian dollars to U.S. dollars. The Company anticipates that its future sales will be earned in U.S. dollars and significant expenditures of the Company costs will be incurred in U.S. dollars. The comparative financial statements from prior periods have been restated to reflect this change.

Summary

During the three and six months ended June 30, 2008, the Company's major accomplishments and other significant events were as follows:

- In May 2008 the Company announced that it had made a gas condensate discovery on its Eagle's Nest prospect in the Marsh Island project in Eugene Island Block 6, and had the discovery on production 10 weeks later. The Eagle's Nest prospect was drilled to a total depth of 16,000 feet true vertical depth ("TVD") and encountered 56 feet TVD net effective gas pay. The well was jointly drilled with Contango Operators, Inc. and has been tied into Contango's

Eugene Island Block 11 production facility for processing and sales. First production occurred on July 24, 2008 and is currently flowing at 35.1 million standard cubic feet per day (“MMCF/D”) and 744 barrels of high API gravity condensate per day (“BC/D”) with very healthy flowing tubing pressure of 9170 pounds per square inch (“psi”) FTP. Bayou Bend has a 12.453525% working interest in this prospect.

- In May 2008 the Company entered into a Participation Agreement with PetroQuest Energy, L.L.C. and others to jointly drill and develop Eugene Island Block 164 in the Federal waters off of the Louisiana coast. The first well was spudded June 24, 2008 and was drilled to a total depth of 15,689’ MD/15,538’ TVD. The well discovered a non-commercial gas accumulation in the upper objective, the Tex X lower sand. The main objective, the Big A-4 sand, came in as expected in terms of depth and thickness but log analysis indicates the sand is wet. The well, in which the Company has a 10% working interest, has been plugged and abandoned.
- In May 2008 Bayou Bend entered into another joint exploration agreement with Contango Operators, Inc. to drill and develop the Company’s Marsh Island Phase I area Mount Moran North prospect located on Eugene Island Block 10 in the state waters of Louisiana. The Mount Moran North well was spud on June 4, 2008 and reached a total depth of 17,004 TVD on July 31, 2008. The well tested the Rob L geologic section which is in a deeper geological horizon than the Company’s Eagle’s Nest CibOp discovery. The Mount Moran North prospect encountered 98 feet net effective gas pay in three separate gas bearing sands. The well will be completed and tied into Contango’s EI 11 production facility for processing and sales. The Company has a working interest in this well of 12.453525% with Contango as operator.
- In June 2008 the Company spudded its first operated well in the Marsh Island Project Area in 2008 on its Haystack prospect. The Company had a 45.6275% working interest in this well. The well was completed on July 2, 2008, at a total depth of 11,028 feet MD. Based on log correlations, the expected Tex W3 sand was present in the well bore but log analysis indicated that the sand was wet. The well was subsequently plugged and abandoned.
- In June 2008 the Mineral Management Service awarded Bayou Bend Vermillion Block 108. The Company was the high bidder on this block in the March lease sale. This brings the Company’s current portfolio of Federal blocks to a total of 17 and the total gross acreage held by the Company to 117,249 acres.
- The seismic data super merge project over Marsh Island which consisted of the reprocessing of two proprietary and two multi-client 3D surveys was completed. This integrated, improved data will greatly assist with enhancing the Company’s ongoing exploration success in the Marsh Island area.

Oil and Gas Acquisitions

On February 20, 2007, the Company acquired 100% of the membership interests in Summit (the "Summit Acquisition") and Summit became a wholly-owned subsidiary of the Company. The assets acquired included an 18.1634% interest in a portfolio of assets onshore and offshore Marsh Island in the Gulf of Mexico, together with an 18.1634% interest in a 40 MMcfpgd production facility tied into the existing regional pipeline infrastructure. The acquisition costs for this operating company totaled \$45,847,000.

On March 8, 2007, the Company exercised its option under the Summit purchase agreement to acquire two additional properties for the issuance of 1,222,604 common shares with a deemed value of \$1,712,000.

Also in February 2007, the Company closed on the purchase of an additional 17.4175% participating interest in the Phase I Area of the Marsh Island project bringing its total working interest to 35.5809% and its net revenue interest to 25.2124%. The acquisition costs totaled \$28,601,000.

Selected Quarterly Information

The following is a summary of selected financial information for the Company for the quarters indicated:

	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31
(\$000s, except per share data)	2008	2008	2007	2007	2007	2007
Revenue - oil & gas sales, net	\$798	\$965	\$1,181	\$1,077	\$299	\$172
Net income (loss)	(\$5,793)	(\$3,947)	(\$46,870)	(\$13,292)	\$6,025	(\$4,335)
Net income (loss) per share - basic	(\$0.02)	(\$0.01)	(\$0.15)	(\$0.04)	\$0.02	(\$0.02)
Net income (loss) per share - diluted	(\$0.02)	(\$0.01)	(\$0.15)	(\$0.04)	\$0.02	(\$0.02)
Exploration & development expenditures	\$5,442	\$290	\$28,127	\$8,631	\$4,189	\$57,248
Total assets	\$150,203	\$152,988	\$166,841	\$221,632	\$228,730	\$186,398
Working capital surplus	\$66,621	\$76,465	\$80,120	\$99,432	\$117,577	\$114,796
Shareholders' equity	\$142,560	\$147,857	\$151,665	\$198,344	\$211,542	\$180,698
Common shares outstanding	308,756	308,756	308,256	308,256	308,256	298,056

Prior to December 31, 2006, the Company was a mineral exploration company and had limited operational activities. During the first three months of 2007, the Company changed its strategic direction to become an oil and gas exploration and development company by acquiring a variety of oil and gas interests in the USA.

The Company follows the successful efforts method of accounting for its oil and gas properties.

Production

	For the Quarter Ended					
	Jun 30	Mar 31	Dec. 31	Sep. 30	Jun 30	Mar 31
	<u>2008</u>	<u>2008</u>	<u>2007</u>	<u>2007</u>	<u>2007</u>	<u>2007</u>
Oil & gas sales, net (\$000's)	\$ 798	\$ 965	\$ 1,181	\$ 1,077	\$ 299	\$ 172
Oil (net bopd)	27	30	32	24	16	16
Natural gas (net mcf/d)	362	835	1,572	1,457	499	211
Total (net mcfe/d)*	524	1,016	1,766	1,601	593	306
Average selling price, net:						
Oil - per bbl	\$ 123.21	\$ 91.52	\$ 91.52	\$ 77.37	\$ 66.79	\$ 60.73
Gas - per mcf	\$ 9.69	\$ 9.13	\$ 6.16	\$ 5.85	\$ 7.05	\$ 7.66

* Production information is commonly reported in units of barrel of oil equivalent (“boe”), or if primarily a producer of natural gas in units of thousand cubic feet equivalent (“mcf”), which may be misleading, particularly if used in isolation. For purposes of computing such units, thousand cubic feet of natural gas equivalent units have been calculated using an energy equivalence conversion rate of six thousand cubic feet of natural gas to one barrel of oil (6:1). The conversion ratio of 6:1 is based on an energy equivalency conversion method, which is primarily applicable at the burner tip and does not represent value equivalence at the wellhead.

During the three month period ended June 30, 2008, daily production from the Company’s Greylock well was down by 63% from the previous quarter which was consistent with the projected production over the remaining life of the well. Currently, proved reserves from Greylock are projected to be depleted during the third quarter of 2008.

In addition to the production associated with the Eugene Island Block 7 facility, the Company’s interest in its Jefferson Island wells produced 235 mcfe/d on a net revenue basis during the second quarter of 2008 compared to 255 mcfe/d during the first quarter of the year.

On July 24, 2008, the Company commenced production on its Eagle’s Nest well. The well is currently producing at 3.14 mcfe/d on a net revenue basis. The well, in which the Company holds a 12.453525% working interest and a 8.935404% net revenue interest, is tied into Contango’s Eugene Island Block 11 production facility.

Results of Operations

	For the Quarter Ended (in \$000s)					
	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31
	2008	2008	2007	2007	2007	2007
Oil and gas sales	1,121	1,293	1,614	1,414	432	201
Royalties	(323)	(328)	(433)	(337)	(133)	(29)
Oil and gas sales, net	798	965	1,181	1,077	299	172
Operating	(230)	(466)	(397)	(351)	(152)	(45)
Exploration	(2,102)	(2,721)	(1,916)	(525)	(1,530)	(845)
Dry hole	(3,257)	-	(35,753)	(9,397)	-	-
Impairment of properties	-	-	(11,333)	(10,998)	-	(1,603)
Accretion	(15)	(13)	(11)	(13)	(13)	-
Depletion, depreciation and amortization	(525)	(430)	(2,248)	(759)	(174)	(78)
General and administrative	(943)	(928)	(3)	(888)	(1,687)	(457)
Stock-based compensation	(496)	(89)	(191)	(91)	(37)	(1,904)
Foreign exchange gain (loss)	450	(1,079)	2,627	7,264	8,125	-
Interest income	527	814	1,174	1,389	1,194	425
Net income (loss)	(5,793)	(3,947)	(46,870)	(13,292)	6,025	(4,335)

The Company had a consolidated net loss of \$5,793,000 for the three months ended June 30, 2008 compared to net income of \$6,025,000 for the comparable period in the prior year. For the six months ended June 30, 2008, the Company had a net loss of \$9,740,000 compared to net income of \$1,690,000 for the comparable period in 2007. Included in the second quarter and first six months of 2007 was \$8,125,000 in foreign exchange gains. In addition, through June 30, 2007, the Company had not incurred any dry hole expense.

The production volume and proven reserve base at this early stage of exploration result in higher costs per mcf than would be the case for a later stage exploration company, particularly operating and general and administrative costs.

The various income and expenses categories are explained below in more detail.

Oil and Gas Sales

The Company had oil and gas sales, net of royalties, of \$798,000 and \$1,763,000 for the three and six months ended June 30, 2008, respectively. The comparable numbers for 2007 were \$299,000 and \$471,000. The increase in oil and gas sales compared to the prior year is due to the Greylock well commencing production on June 8, 2007 and higher prices for natural gas in 2008.

Operating Costs

The Company had operating costs of \$230,000 and \$696,000 for the three and six months ended June 30, 2008, respectively. In 2007, the comparable amounts were \$152,000 and \$197,000. Operating costs during the periods are primarily related to the Company's Greylock and Jefferson Island properties.

Dry Hole Costs

Dry hole costs were \$3,257,000 for the three and six months ended June 30, 2008, compared to \$nil for the comparable periods in the prior year. During the second quarter the Company incurred \$3,900,000 in dry hole costs related to its Haystack well. These costs were offset by the reversal of excess dry hole costs accrued in the prior year.

Impairment of Properties

Impairment costs were \$nil for the three and six months ended June 30, 2008, compared to \$nil and \$1,603,000 for the comparable periods in 2007.

Depletion, Depreciation and Amortization

Depletion, depreciation and amortization (“DD&A”) was \$525,000 and \$955,000 for the three and six months ended June 30, 2008, respectively. For the previous year the comparable amounts were \$174,000 and \$252,000. DD&A primarily results from production in the Greylock and Jefferson Island properties.

General and Administrative Expenses

General and administrative expenses for the three and six months ended June 30, 2008 were \$943,000 and \$1,871,000, respectively. In the prior year the comparable amounts were \$1,687,000 and \$2,144,000.

The general and administrative expenses for the three months ended June 30, 2008 include \$233,000 for legal, accounting and audit costs, \$449,000 for salaries and benefits, \$82,000 for management and consulting fees, and \$61,000 for travel and entertainment expenses. General and administrative expenses are expected to continue to increase over the prior periods as the Company continues to increase its exploration and production activities.

The general and administrative expenses for the six months ended June 30, 2008 include \$441,000 for legal, accounting and audit costs, \$797,000 for salaries and benefits, \$192,000 for management and consulting fees, and \$120,000 for travel and entertainment expenses.

Stock-Based Compensation

Stock-based compensation was \$496,000 and \$585,000 for the three and six months ended June 30, 2008, respectively. The comparable amounts in 2007 were \$37,000 and \$1,941,000. The stock-based compensation expense in 2008 results from the issuance of 3,595,000 stock options in April and the vesting of stock options that were granted in 2007. The Company uses the fair value method of accounting for stock options granted to directors, officers, employees and consultants whereby the fair value of all stock options granted is recorded as a charge to operations. The fair value of common share options granted is estimated on the date of grant using the Black-Scholes option pricing model.

Foreign Exchange (Gain) Loss

Foreign exchange (gain) loss was \$(450,000) and \$629,000 for the three and six months ended June 30, 2008, respectively. The Company had foreign exchange income of \$(8,125,000) during the three months ended June 30, 2007. There was no foreign exchange gain or loss during the first three months of 2007 due to the Company's reporting currency being the Canadian dollar at that time and the Company holding Canadian dollar cash. The Company changed its reporting currency to the U.S. dollar effective April 1, 2007. The year-to-date loss in 2008 results from the strengthening of the United States dollar against the Canadian dollar.

Interest Income

For the three and six months ended June 30, 2008, interest income was \$527,000 and \$1,341,000, respectively. For the comparable periods in 2007 the amounts were \$1,194,000 and \$1,619,000. Interest income represents bank interest earned on excess cash and investments in marketable securities.

Other Comprehensive Income

Other comprehensive income represents changes in shareholders' equity during a period arising from transactions and other events and circumstances from non-owner sources and, during the first quarter of 2007, includes unrealized foreign currency translation gains and losses.

The Company's operations in the United States are denominated in U.S. dollars and are considered integrated. Effective April 1, 2007, the Company changed its reporting currency from the Canadian dollar to the United States dollar.

As of July 31, 2008, the Company had approximately \$21,000,000 Canadian dollars in its cash accounts, with the balance in United States dollars. The Company does not have any exposure to asset-backed commercial paper.

Financial Condition

At June 30, 2008, the Company had total assets of \$150,203,000 compared to \$166,841,000 at December 31, 2007.

Liquidity and Capital Resources

Working capital at June 30, 2008, totaled \$66,621,000, compared to \$80,120,000 at December 31, 2007.

Funds used by operations were \$3,588,000 and \$15,580,000 for the three and six months ended June 30, 2008 compared to funds provided by operations of \$13,959,000 and \$16,559,000 for the comparable periods in 2007. The primary use of the funds during 2008 was for exploration activities and to reduce trade payables.

Net cash provided from financing activities for the three and six months ended June 30, 2008 was \$Nil and \$50,000, respectively, compared to \$18,000 and \$166,767,000 for the comparable periods in 2007. During the three months ended March 31, 2007 the Company issued 214,817,538 common shares at an average price of Cdn \$0.97 per share.

Net cash used in investing activities was \$10,840,000 and \$3,322,000 for the three and six months ended June 30, 2008, compared to funds used in investing activities of \$4,189,000 and \$61,437,000 for the comparable period in 2007. During the three months ended March 31, 2007, the Company used cash to add to its oil and gas operations through the acquisition of leases and exploration and development activities.

Contributed surplus increased \$496,000 and \$571,000 for the three and six months ended June 30, 2008, respectively compared to \$37,000 and \$1,938,000 in 2007. The increase is due to stock-based compensation for the year offset by the exercise of warrants. When options are granted, the Black-Scholes option value method is used to calculate a value for the stock options. The offset to the amount that is recorded as stock compensation expense is a credit to contributed surplus. When the options are exercised, the applicable amounts of contributed surplus are transferred to share capital. During the three month period ended March 31, 2007, 750,000 stock options were exercised. No other stock options were exercised during 2007 or 2008.

The Company does not currently generate sufficient cash flow from its oil and gas operations to fund the entire oil and gas exploration, development and acquisition activities. The Company has relied upon the issuance of common shares to assist with financing its ongoing oil and gas exploration, development and acquisition activities to the extent that sufficient cash flow from oil and gas assets or farming out interests in oil and gas properties is not sufficient to finance its operations. Notwithstanding that the Company has sufficient financial resources to fund operations through the 2008 fiscal year, continuing operations are dependent on discovery of economic oil and gas reserves and ultimately on the attainment of profitable operations.

Financial Instruments

The carrying amounts of financial instruments comprising cash, cash equivalents, accounts receivable, accounts payable, accrued expenses and advances from joint interest holders approximate their fair value due to the immediate or short-term nature of these financial instruments.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Outstanding Share Data

As of August 11, 2008, the Company had 308,756,088 shares outstanding, 6,560,000 stock options outstanding under its stock-based compensation plan and zero warrants outstanding.

Related Party Transactions

Namdo Management Services Ltd. (Namdo) provides administrative support to the Company under an agreement which commenced April 1, 2007. The amount paid to Namdo was \$59,000 and \$125,000 during the three and six months ended June 30, 2008, respectively, compared to \$78,000 and \$78,000 in 2007. Namdo is a private corporation owned by a shareholder of the Company.

During the three and six months ended June 30, 2008, the Company incurred legal fees of \$4,000 and \$8,000, respectively, with a law firm in which an officer of the Company is a partner. The comparable amounts were \$207,000 and \$207,000 in the prior year.

During the three and six months ended June 30, 2008, the Company incurred geological and geophysical (G&G) costs of \$120,000 and \$242,000, respectively, with a G&G firm in which an officer of the Company is a managing partner. The comparable costs in 2007 were \$nil for both periods.

Accounting Policies and Critical Accounting Estimates

Use of Estimates

The consolidated financial statements of the Company have been prepared by management in accordance with accounting principles generally accepted in Canada. In preparing financial statements, management makes informed judgments and estimates that affect the reported amounts of assets and liabilities as of the date of the financial statements and affect the reported amounts of revenues and expenses during the reported period. Specifically, estimates were utilized in calculating depletion, asset retirement obligations, stock-based compensation, amortization and impairment write-downs. Actual results could differ from these estimates and the differences could be material.

Accounting for Oil and Gas Operations

Due to the Company's transition into the oil and gas exploration and development industry, effective in 2007, the Company has followed the successful efforts method of accounting for its oil and gas operations. Under this method acquisition costs of oil and gas properties, costs to drill and equip exploratory wells that find proved reserves and costs of drilling and equipping development wells are capitalized and subject to annual impairment testing.

Exploration well costs are initially capitalized and, if subsequently determined to have not found sufficient reserves to justify commercial production, are charged to exploration expense. Exploration well costs that have found sufficient reserves to justify commercial production, but whose reserves cannot be classified as proved, continue to be capitalized as long as sufficient progress is being made to assess the reserves and economic viability of the well and or related project. All other exploration costs, including geological and geophysical costs, are charged to exploration expense when incurred.

Capitalized costs of proved oil and gas properties are depleted using the unit of production method based on estimated gross proved reserves of petroleum and natural gas as determined by independent engineers. Successful exploratory wells and development costs and acquired resource properties are depleted over proved developed reserves. Acquisition costs of unproved reserves are not depleted or amortized while under active evaluation for commercial reserves.

Costs associated with significant development projects are depleted once commercial production commences.

A revision to the estimate of proved reserves can have a significant impact on earnings as they are a key component in the calculation of depreciation, depletion and accretion.

Producing properties and significant unproved properties are assessed annually, or more frequently as economic events dictate, for potential impairment. The impairment test is initially based on undiscounted future cash flows from proved and risk adjusted probable reserves. If an impairment is identified, fair value is calculated as the present value of estimated expected discounted cash flows from proved and risk-adjusted probable reserves. Any impairment loss is the difference between the carrying value of the oil and gas property and its fair value. If it is determined that the estimated fair value is less than the net carrying amount, a write-down to the oil and gas property's fair value is recognized during the period, with a charge to earnings.

Estimates of future cash flows used in the evaluation of impairment of assets are performed based on risk assessments on field and reservoir performance and include judgment assumptions regarding commodity prices, discount rates and future costs.

A substantial portion of the Company's exploration and development activities are conducted jointly with others. The financial statements reflect only the Company's proportionate interests in such activities.

The Company engaged Netherland, Sewell and Associates, Inc., an independent geoscience consultancy firm, to evaluate 100% of the Company's proved and probable oil and gas reserves at December 31, 2007. The estimation of reserves is subjective. Forecasts are based on engineering data, future prices, expected future rates of production and the timing of capital expenditures, all of which are subject to uncertainties and interpretations. Reserves will be revised upward or downward based on the results of future drilling, testing and production levels.

Risks and Uncertainties

The Company is exposed to a number of risks and uncertainties inherent in exploring for, developing and producing crude oil and natural gas. These risks and uncertainties include, but are not limited to, the following: economic risk of finding and producing reserves at a reasonable cost; cost of capital risk associated with securing the needed capital to carry out the Company's operations; risk of fluctuating currency exchange rates; risk of carrying out operations with minimal environmental impact; risk of weather, including hurricanes and other storms; risk of governmental policies, social instability or other political, economic or diplomatic developments in the US operations; market risk associated with investing the Company's cash reserves in interest bearing depository instruments; and environmental risks related to its oil and gas and mineral properties. Many of the previously mentioned risks are beyond the Company's control, and it is impossible to ensure that any exploration drilling program will result in commercial operations. The Company does not currently utilize derivative instruments to hedge its foreign currency exchange or interest rate risks.

Outlook

The Company plans to continue its active and budgeted exploration drilling program, pursuing Gulf of Mexico oil and gas opportunities to add to its portfolio of exploration and development properties, and focusing on the development of its existing interests in the USA.

Forward-Looking Statements

Certain information regarding the Company contained herein may constitute forward-looking statements. Forward-looking statements may include estimates, plans, expectations, opinions, forecasts, projections, guidance or other statements that are not statements in facts. By their nature, forward-looking statements and information involve assumptions, inherent risks and uncertainties, many of which are difficult to predict, and are usually beyond the control of management, that could cause actual results to be materially different from those expressed by these forward-looking statements and information. The Company does not undertake to update or re-issue the forward-looking statements and information that may be contained herein, whether as a result of new information, future events or otherwise. The Company's forward-looking statements are expressly qualified in their entirety by this cautionary statement.