



## NCE RESOURCES GROUP

2300 CANADA TRUST TOWER, 421-7th AVE. S.W., CALGARY, ALBERTA, CANADA T2P 4K9 TELEPHONE (403) 218-8625 FAX (403) 269-5858

September 16, 1999

### Working Interest Owners

Waskada Unit No. 15

(See attached Addressee List)

RE: **Waskada Unit No. 15**  
**Revisions to Unit Agreement Exhibits**  
**NCE File No.: U-00049**

Enclosed for your records, please find two revised Exhibit A's for the Waskada Unit No. 15. 70015 Manitoba Ltd. has been changed to Jimco Ltd. and PanCanadian Petroleum Limited to PanCanadian Resources. We accordingly have made these revisions on page 1 and to Tracts 6, 7, 8, 32 & 33.

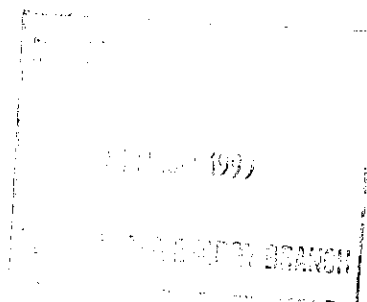
Should you have any questions regarding these changes, please contact Elsie Packer at 218-8651.

Yours very truly,

NCE PETROFUND CORP.

Pat Montgomery  
Land Assistant

Pkm/Encl.



no date  
P

## EXHIBIT "A"

### Attached to and made part of an Agreement entitled "Unit Agreement - Waskada Unit No. 15"

#### Working Interest Owners

NCE	NCE Petrofund Corp.	81.4781%
Baxter	Baxter Lake Holdings Company Limited	13.5392%
Tundra	Tundra Oil and Gas Ltd.	4.9827%

#### Royalty Interest Owners

McKinney	McKinney Farms Ltd.
Young	Frank Ross Young
Ovey	Ovey Oils Ltd.
Pop's	Pop's Oil Ltd.
Millar	D.K. Millar
60273	60273 Manitoba Ltd.
60274	60274 Manitoba Ltd.
Jimco Ltd.	Jimco Ltd.
70016	70016 Manitoba Ltd.
B.G. Lee	Brock Glover Lee
F.W. Lee	Francine Wilfrieda Lee
Corvair	Corvair Oils Ltd.
PanCan	PanCanadian Resources
Canada Trust	The Canada Trust Company
MB Crown	Manitoba Energy & Mines Petroleum
Wheat Belt	Wheat Belt Community Futures Development Corporation
Virden Credit	Virden Credit Union Limited
R. Hooper	Ronald Hooper

## EXHIBIT "A"

Tract No.	Land Description	W.I. Owner	W.I Share %	R.I. Owner	R.I. Share %	Tract Participation
1	6-33-1-26 W1M	NCE	100	McKinney	100	7.0211
2	7-33-1-26 W1M	NCE Baxter (4)	50 50	Young Ovey	50 50	2.9305
3	8-33-1-26 W1M	NCE Baxter (4)	50 50	Young Ovey	50 50	2.9796
4	9-33-1-26 W1M	NCE Baxter (4)	50 50	Pop's Millar	66.667 33.333	3.1702
5	10-33-1-26 W1M	NCE Baxter Tundra	50 35 15	Pop's Millar	66.667 33.333	2.8872
6	11-33-1-26 W1M	NCE	100	McKinney 60273 60274 Jimco Ltd. 70016	50.000 8.334 8.333 16.667 16.666	1.8188
7	13-33-1-26 W1M	NCE	100	McKinney 60273 60274 Jimco Ltd. 70016	50.000 8.334 8.333 16.667 16.666	4.5099

Revision No. 6  
September 16, 1999  
NCE File: U-00049

Tract No.	Land Description	W.I. Owner	W.I. Share %	R.I. Owner	R.I. Share %	Tract Participation
8	14-33-1-26 W1M	NCE	100	McKinney 60273 60274 Jimco Ltd. 70016	50.000 8.334 8.333 16.667 16.666	2.5785
9	15-33-1-26 w1m	NCE Baxter Tundra	50 35 15	Pop's Millar	66.667 33.333	5.3322
10	16-33-1-26 W1M	NCE Baxter Tundra	50 35 15	Pop's Millar	66.667 33.333	3.9765
11	4-3-2-26 W1M	NCE (2)	100	B.G. Lee F.W. Lee	50 50	2.0131
12	9-3-2-26 W1M	NCE Baxter Tundra	53.68 27.79 18.53	Ovey PanCan	92.65 7.35	2.9370
13	10-3-2-26 W1M	NCE Baxter Tundra	53.68 27.79 18.53	Ovey PanCan	92.65 7.35	3.0485
14	11-3-2-26 W1M	NCE (4)	100	Ovey PanCan	92.65 7.35	3.2841

Tract No.	Land Description	W.I. Owner	W.I. Share %	R.I. Owner	R.I. Share %	Tract Participation
15	12-3-2-26 W1M	NCE (4)	100	Ovey PanCan	92.65 7.35	3.5217
16	13-3-2-26 W1M	NCE (4)	100	Ovey	100	3.1229
17	14-3-2-26 W1M	NCE (4)	100	Ovey	100	2.1575
18	15-3-2-26 W1M	NCE Baxter Tundra	50 30 20	Ovey	100	2.8996
19	16-3-2-26 W1M	NCE Baxter Tundra	50 30 20	Ovey	100	2.5073
20	1-4-2-26 W1M	NCE Baxter Tundra	50 30 20	Ovey	100	2.8630
21	2-4-2-26 W1M	NCE Baxter Tundra	50 30 20	Ovey	100	2.6612
22	3-4-2-26 W1M	NCE	100	Canada Trust	100	4.0842
23	4-4-2-26 W1M	NCE	100	Canada Trust	100	2.6027

Tract No.	Land Description	W.I. Owner	W.I Share %	R.I. Owner	R.I. Share %	Tract Participation
24	5-4-2-26 W1M	NCE	100	Canada Trust	100	2.1386
25	6-4-2-26 W1M	NCE	100	Canada Trust	100	2.6648
26	7-4-2-26 W1M	NCE Baxter Tundra	50 30 20	Ovey	100	2.1157
27	9-4-2-26 W1M	NCE (4)	100	Ovey PanCan MB Crown	88.975 6.000 5.025	4.0771
28	10-4-2-26 W1M	NCE (4)	100	Ovey PanCan MB Crown Millar	87.175 7.025 5.375 .425	2.1297
29	11-4-2-26 W1M	NCE	100	MB Crown	100	1.4885
30	12-4-2-26 W1M	NCE	100	MB Crown	100	2.3161
31	14-4-2-26 W1M	NCE	100	MB Crown	100	1.9168
32	9-5-2-26 W1M	NCE	100	60273 60274 Jimco Ltd. 70016	16.667 16.666 33.334 33.333	2.2144

Tract No.	Land Description	W.I. Owner	W.I Share %	R.I. Owner	R.I. Share %	Tract Participation
33	10-5-2-26 W1M	NCE	100	60273 60274 Jimco Ltd. 70016	16.667 16.666 33.334 33.333	1.3858
34	3-10-2-26 W1M	NCE (4)	100	Wheat Belt Viriden Credit R. Hooper	25 25 50	2.6452

Notes: (1) Subject to Payout Provisions  
(2) Subject to GORR to Corvair  
(3) Portion of Interest Subject to GORR to Tundra  
(4) Subject to GORR to Tundra



## NCE PETROFUND CORP.

2300 CANADA TRUST TOWER, 421-7th AVE. S.W., CALGARY, ALBERTA, CANADA T2P 4K9 TELEPHONE (403) 218-8625 FAX (403) 269-5858

July 20, 1999

WORKING INTEREST OWNERS  
ROYALTY INTEREST OWNERS  
Waskada Unit No. 15  
(see attached addressee list)

Re: Waskada Unit No. 15  
Revised Exhibit E

Enclosed is a revised "Exhibit E" for your files.

Should you have any questions or comments, please contact Sherri Rosia at 218 - 8636.

Yours truly,  
NCE PETROFUND CORP.

*Ramona McRae*

Ramona McRae  
Land Department

Encl.

*Waskada  
P*

**Addressee List**

**McKinney Farms Ltd.**  
General Delivery  
Waskada, MB R0M 2E0

**Ovey Oils Ltd.**  
c/o Mrs. Dorothy A. Olischefski  
PO Box 383  
Deloraine, MB R0M 0M0

**D.K. Millar**  
PO Box 165  
Waskada, MB R0M 2E0

**60274 Manitoba Ltd.**  
PO Box 89  
Waskada, MB R0M 2E0

**70016 Manitoba Ltd.**  
PO Box 70  
Waskada, MB R0M 2E0

**Francine Wilfrieda Lee**  
Box 656  
Carman, MB R0G 2J0

**PanCanadian Petroleum Limited**  
150 - 9 Avenue SW  
Calgary, AB T2P 3H9

**Manitoba Energy & Mines**  
360, 1359 Ellice Avenue  
Winnipeg, MB R3G 3P2

**Virden Credit Union Limited**  
PO Box 145  
Waskada, MB R0M 2E0

**Frank Ross Young**  
1898 Skylard Place  
Victoria, BC V8N 2X1

**Pop's Oil Ltd.**  
c/o Sheldon W. Lanchbery  
PO Box 489  
Deloraine, MB R0M 0M0

**60273 Manitoba Ltd.**  
PO Box 89  
Waskada, MB R0M 2E0

**70015 Manitoba Ltd.**  
PO Box 70  
Waskada, MB R0M 2E0

**Brock Glover Lee**  
Box 656  
Carman, MB R0G 2J0

**Corvair Oils Ltd.**  
1111 One Lombard Place  
Winnipeg, MB R3B 0X4

**The Canada Trust Company**  
c/o Montreal Trust Company  
Waskada Oil Group No. 2  
600, 530 - 8 Avenue SW  
Calgary, AB T2P 3Y8

**Wheat Belt Community Futures Development Corporation**  
141 Rosser Avenue  
Brandon, MB R7A 0J6

**Ronald Hooper**  
512 - 22 Avenue NE  
Calgary, AB T2E 1T9

## EXHIBIT "E"

### Attached to and made part of an Agreement "Unit Operating Agreement - Waskada Unit No. 15"

Waskada Unit No. 15 WIW 7-33-1-26 WPM	Water Injector
Waskada Unit No. 15 8-33-1-26 WPM	Abandoned
Waskada Unit No. 15 9-33-1-26 WPM	Abandoned
Waskada Unit No. 15 10-33-1-26 WPM	Abandoned
Omega Waskada 11-33-1-26 WPM	Abandoned
Waskada Unit No. 15 WIW 13-33-1-26 WPM/02	Water Injector
Waskada Unit No. 15 14-33-1-26 WPM	Abandoned
Waskada Unit No. 15 WIW 15-33-1-26 WPM	Water Injector
Waskada Unit No. 15 16-33-1-26 WPM	Abandoned
Waskada Unit No. 15 4-3-2-26 WPM/02	
Waskada Unit No. 15 9-3-2-26 WPM	
Waskada Unit No. 15 10-3-2-26 WPM	
Waskada Unit No. 15 11-3-2-26 WPM	
Waskada Unit No. 15 12-3-2-26 WPM	
Waskada Unit No. 15 WIW 13-3-2-26 WPM	Water Injector
Waskada Unit No. 15 14-3-2-26 WPM	
Waskada Unit No. 15 WIW 15-3-2-26 WPM	Water Injector
Waskada Unit No. 15 16-3-2-26 WPM	
Waskada Unit No. 15 1-4-2-26 WPM	
Waskada Unit No. 15 2-4-2-26 WPM	Abandoned
Waskada Unit No. 15 3-4-2-26 WPM	
Omega Waskada 4-4-2-26 WPM	Abandoned
Waskada Unit No. 15 WIW 5-4-2-26 WPM	Water Injector
Waskada Unit No. 15 02/A6-4-2-26 WPM	Abandoned
Waskada Unit No. 15 WIW 7-4-2-26 WPM	Water Injector
Waskada Unit No. 15 9-4-2-26 WPM	Abandoned
Omega Waskada 10-4-2-26 WPM	Abandoned
Omega Waskada Prov. 11-4-2-26 WPM	Abandoned
Omega Waskada Prov. 12-4-2-26 WPM	Abandoned
Omega Waskada Prov. 14-4-2-26 WPM	Abandoned
Omega Waskada 3-10-2-26 WPM	Abandoned

Revision No. 3  
1999-05-17



Paulette, Please  
note changes  
as necessary &  
file

## NCE PETROFUND CORP.

2300 CANADA TRUST TOWER, 421-7th AVE. S.W., CALGARY, ALBERTA, CANADA T2P 4K9 TELEPHONE (403) 218-8625 FAX (403) 269-5858

March 9, 1999

### Working Interest Owners

Waskada Unit No. 15

(See attached Addressee List)

RE: Waskada Unit No. 15  
Revisions to Unit Agreement Exhibits  
NCE File No.: U-00049

Enclosed for your records, please find two revised Exhibit A's for the Waskada Unit No. 15. We have been advised that James Hooper's interest has been acquired by Wheat Belt Community Futures Development Corporation and Virden Credit Union Limited. We accordingly have made these changes on the first page and also on the second Exhibit, page 5, Tract No. 34.

Should you have any questions regarding these changes, please contact Elsie Packer at 218-8651.

Yours very truly,

NCE PETROFUND CORP.

Pat Burrows-Junck  
Land Assistant

Pbj/  
Encl.

*No change.*

*P.*

## EXHIBIT "A"

### Attached to and made part of an Agreement entitled "Unit Agreement - Waskada Unit No. 15"

#### Working Interest Owners

NCE	NCE Petrofund Corp.	81.4781%
Baxter	Baxter Lake Holdings Company Limited	13.5392%
Tundra	Tundra Oil and Gas Ltd.	4.9827%

#### Royalty Interest Owners

McKinney	McKinney Farms Ltd.
Young	Frank Ross Young
Ovey	Ovey Oils Ltd.
Pop's	Pop's Oil Ltd.
Millar	D.K. Millar
60273	60273 Manitoba Ltd.
60274	60274 Manitoba Ltd.
70015	70015 Manitoba Ltd.
70016	70016 Manitoba Ltd.
B.G. Lee	Brock Glover Lee
F.W. Lee	Francine Wilfrieda Lee
Corvair	Corvair Oils Ltd.
PanCan	PanCanadian Petroleum Limited
Canada Trust	The Canada Trust Company
MB Crown	Manitoba Energy & Mines Petroleum
Wheat Belt	Wheat Belt Community Futures Development Corporation
Virden Credit	Virden Credit Union Limited
R. Hooper	Ronald Hooper

## EXHIBIT "A"

Tract No.	Land Description	W.I. Owner	W.I. Share %	R.I. Owner	R.I. Share %	Tract Participation
1	6-33-1-26 W1M	NCE	100	McKinney	100	7.0211
2	7-33-1-26 W1M	NCE Baxter (4)	50 50	Young Ovey	50 50	2.9305
3	8-33-1-26 W1M	NCE Baxter (4)	50 50	Young Ovey	50 50	2.9796
4	9-33-1-26 W1M	NCE Baxter (4)	50 50	Pop's Millar	66.667 33.333	3.1702
5	10-33-1-26 W1M	NCE Baxter Tundra	50 35 15	Pop's Millar	66.667 33.333	2.8872
6	11-33-1-26 W1M	NCE	100	McKinney 60273 60274 70015 70016	50.000 8.334 8.333 16.667 16.666	1.8188
7	13-33-1-26 W1M	NCE	100	McKinney 60273 60274 70015 70016	50.000 8.334 8.333 16.667 16.666	4.5099

Tract No.	Land Description	W.I. Owner	W.I Share %	R.I. Owner	R.I. Share %	Tract Participation
8	14-33-1-26 W1M	NCE	100	McKinney 60273 60274 70015 70016	50.000 8.334 8.333 16.667 16.666	2.5785
9	15-33-1-26 w1m	NCE Baxter Tundra	50 35 15	Pop's Millar	66.667 33.333	5.3322
10	16-33-1-26 W1M	NCE Baxter Tundra	50 35 15	Pop's Millar	66.667 33.333	3.9765
11	4-3-2-26 W1M	NCE (2)	100	B.G. Lee F.W. Lee	50 50	2.0131
12	9-3-2-26 W1M	NCE Baxter Tundra	53.68 27.79 18.53	Ovey PanCan	92.65 7.35	2.9370
13	10-3-2-26 W1M	NCE Baxter Tundra	53.68 27.79 18.53	Ovey PanCan	92.65 7.35	3.0485
14	11-3-2-26 W1M	NCE (4)	100	Ovey PanCan	92.65 7.35	3.2841

Tract No.	Land Description	W.I. Owner	W.I Share %	R.I. Owner	R.I. Share %	Tract Participation
15	12-3-2-26 W1M	NCE (4)	100	Ovey PanCan	92.65 7.35	3.5217
16	13-3-2-26 W1M	NCE (4)	100	Ovey	100	3.1229
17	14-3-2-26 W1M	NCE (4)	100	Ovey	100	2.1575
18	15-3-2-26 W1M	NCE Baxter Tundra	50 30 20	Ovey	100	2.8996
19	16-3-2-26 W1M	NCE Baxter Tundra	50 30 20	Ovey	100	2.5073
20	1-4-2-26 W1M	NCE Baxter Tundra	50 30 20	Ovey	100	2.8630
21	2-4-2-26 W1M	NCE Baxter Tundra	50 30 20	Ovey	100	2.6612
22	3-4-2-26 W1M	NCE	100	Canada Trust	100	4.0842
23	4-4-2-26 W1M	NCE	100	Canada Trust	100	2.6027

Revision No. 5  
March 1, 1999  
NCE File: U-00049

Tract No.	Land Description	W.I. Owner	W.I Share %	R.I. Owner	R.I. Share %	Tract Participation
24	5-4-2-26 W1M	NCE	100	Canada Trust	100	2.1386
25	6-4-2-26 W1M	NCE	100	Canada Trust	100	2.6648
26	7-4-2-26 W1M	NCE Baxter Tundra	50 30 20	Ovey	100	2.1157
27	9-4-2-26 W1M	NCE (4)	100	Ovey PanCan MB Crown	88.975 6.000 5.025	4.0771
28	10-4-2-26 W1M	NCE (4)	100	Ovey PanCan MB Crown Millar	87.175 7.025 5.375 .425	2.1297
29	11-4-2-26 W1M	NCE	100	MB Crown	100	1.4885
30	12-4-2-26 W1M	NCE	100	MB Crown	100	2.3161
31	14-4-2-26 W1M	NCE	100	MB Crown	100	1.9168
32	9-5-2-26 W1M	NCE	100	60273 60274 70015 70016	16.667 16.666 33.334 33.333	2.2144

Tract No.	Land Description	W.I. Owner	W.I Share %	R.I. Owner	R.I. Share %	Tract Participation
33	10-5-2-26 W1M	NCE	100	60273 60274 70015 70016	16.667 16.666 33.334 33.333	1.3858
34	3-10-2-26 W1M	NCE (4)	100	Wheat Belt Virden Credit R. Hooper	25 25 50	2.6452

Notes: (1) Subject to Payout Provisions  
(2) Subject to GORR to Corvair  
(3) Portion of Interest Subject to GORR to Tundra  
(4) Subject to GORR to Tundra

**Addressee List**

MAR 15 1999

McKinney Farms Ltd.  
General Delivery  
Waskada, MB ROM 2EO

Frank Ross Young  
1898 Skylark Place  
Victoria, B.C. V8N 2X1

Ovey Oils Ltd.  
C/o Mrs. Dorothy A. Olischefski  
P.O. Box 383  
Deloraine, MB ROM OMO

Pop's Oil Ltd.  
C/o Sheldon W. Lanchbery  
P.O. Box 489  
Deloraine, MB ROM OMO

D.K. Millar  
P.O. Box 165  
Waskada, MB ROM 2EO

60273 Manitoba Ltd.  
P.O. Box 89  
Waskada, MB ROM 2EO

60274 Manitoba Ltd.  
P.O. Box 89  
Waskada, MB ROM 2EO

70015 Manitoba Ltd.  
P.O. Box 70  
Waskada, MB ROM 2EO

70016 Manitoba Ltd.  
P.O. Box 70  
Waskada, MB ROM 2EO

Brock Glover Lee  
Box 656  
Carman, MB ROG 2JO

Francine Wilfrieda Lee  
Box 656  
Carman, MB ROG 2JO

Corvair Oils Ltd.  
1111 One Lombard Place  
Winnipeg, MB R3B 0X4

PanCanadian Petroleum Limited  
150-9 Avenue S.W.  
Calgary, AB T2P 3H9

The Canada Trust Company  
C/o Montreal Trust Company  
Waskada Oil Group No. 2  
600, 530 – 8 Avenue S.W.  
Calgary, AB T2P 3Y8

Manitoba Energy & Mines  
360, 1359 Ellice Avenue  
Winnipeg, MB R3G 3P2

Wheat Belt Community Futures Development  
Corporation  
141 Rosser Avenue  
Brandon, MB R7A 0J6

Virden Credit Union Limited  
P.O. Box 145  
Waskada, MB ROM 2EO

Ronald Hooper  
512 – 22 Avenue N.E.  
Calgary, AB T2E 1T9



*Checked  
Waskada #3  
changed only*

## NCE PETROFUND CORP.

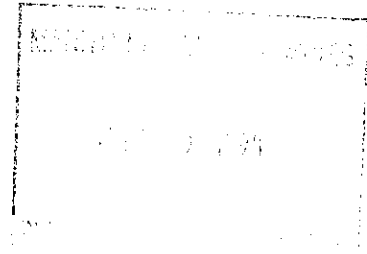
2300 CANADA TRUST TOWER, 421-7th AVE. S.W., CALGARY, ALBERTA, CANADA T2P 4K9 TELEPHONE (403) 218-8625 FAX (403) 269-5858

January 19, 1998

**Manitoba Energy and Mines**  
Petroleum Branch  
360, 1395 Ellice Avenue  
Winnipeg, MB R3G 3P2

**Attention: John Fox, P. Eng.**  
**Chief Petroleum Engineer**

**Re: Manitoba Oil and Gas Units**  
**Waskada Area, Manitoba**



Please be advised that pursuant to a Purchase and Sale Agreement dated December 23, 1996, Inuvialuit Petroleum Corporation (as successor in interest to Omega Hydrocarbons Ltd.) has sold its entire interest in the following Units to NCE Petrofund Corp., effective October 1, 1996.

Waskada Unit No. 1  
Waskada Lower  
Amaranth Unit No. 1  
Waskada Unit No. 2  
Waskada Unit No. 3  
Waskada Unit No. 4  
Waskada Unit No. 5  
Waskada Unit No. 7

Waskada Unit No. 8  
Waskada Unit No. 9  
Waskada Unit No. 10  
Waskada Unit No. 12  
Waskada Unit No. 13  
Waskada Unit No. 14  
Waskada Unit No. 15

Accordingly, enclosed are copies of an Assignment Agreement for each of the above Units along with copies of the execution page(s). Also enclosed are the revised Exhibits for each of these Units.

We trust that the foregoing will enable you to update the "Manitoba Oil and Gas Units". Should you require any further information, contact the writer at (403) 218-8635.

Sincerely yours,  
**NCE Petrofund Corp.**

  
Jacqueline Gislason  
Land Consultant

## EXHIBIT "A"

Attached to and made part of an Agreement entitled  
"Unit Agreement - Waskada Unit No. 15"

### Working Interest Owners

NCE	NCE Petrofund Corp.	81.4781% ✓
Baxter	Baxter Lake Holdings Company Limited	13.5392% ✓
Tundra	Tundra Oil and Gas Ltd.	4.9827% ✓

no  
drop

f.

### Royalty Interest Owners

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J. Hooper	James Hooper
R. Hooper	Ronald Hooper

## EXHIBIT "A"

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10	16-33-1-26 W1M	NCE Baxter Tundra	50 35 15	Pop's Millar	66.667 33.333	3.9765
11	4-3-2-26 W1M	NCE (2)	100	B.G. Lee F.W. Lee	50 50	2.0131
12	9-3-2-26 W1M	NCE Baxter Tundra	53.68 27.79 18.53	Ovey PanCan	92.65 7.35	2.9370
13	10-3-2-26 W1M	NCE Baxter Tundra	53.68 27.79 18.53	Ovey PanCan	92.65 7.35	3.0485
14	11-3-2-26 W1M	NCE (4)	100	Ovey PanCan	92.65 7.35	3.2841

Tract No.	Land Description	W.I. Owner	W.I Share %	R.I. Owner	R.I. Share %	Tract Participation
15	12-3-2-26 W1M	NCE (4)	100	Ovey PanCan	92.65 7.35	3.5217
16	13-3-2-26 W1M	NCE (4)	100	Ovey	100	3.1229
17	14-3-2-26 W1M	NCE (4)	100	Ovey	100	2.1575
18	15-3-2-26 W1M	NCE Baxter Tundra	50 30 20	Ovey	100	2.8996
19	16-3-2-26 W1M	NCE Baxter Tundra	50 30 20	Ovey	100	2.5073
20	1-4-2-26 W1M	NCE Baxter Tundra	50 30 20	Ovey	100	2.8630
21	2-4-2-26 W1M	NCE Baxter Tundra	50 30 20	Ovey	100	2.6612
22	3-4-2-26 W1M	NCE	100	Canada Trust	100	4.0842
23	4-4-2-26 W1M	NCE	100	Canada Trust	100	2.6027

Tract No.	Land Description	W.I. Owner	W.I Share %	R.I. Owner	R.I. Share %	Tract Participation
24	5-4-2-26 W1M	NCE	100	Canada Trust	100	2.1386
25	6-4-2-26 W1M	NCE	100	Canada Trust	100	2.6648
26	7-4-2-26 W1M	NCE Baxter Tundra	50 30 20	Ovey	100	2.1157
27	9-4-2-26 W1M	NCE (4)	100	Ovey PanCan MB Crown	88.975 6.000 5.025	4.0771
28	10-4-2-26 W1M	NCE (4)	100	Ovey PanCan MB Crown Millar	87.175 7.025 5.375 .425	2.1297
29	11-4-2-26 W1M	NCE	100	MB Crown	100	1.4885
30	12-4-2-26 W1M	NCE	100	MB Crown	100	2.3161
31	14-4-2-26 W1M	NCE	100	MB Crown	100	1.9168
32	9-5-2-26 W1M	NCE	100	60273 60274 70015 70016	16.667 16.666 33.334 33.333	2.2144

Tract No.	Land Description	W.I. Owner	W.I Share %	R.I. Owner	R.I. Share %	Tract Participation
33	10-5-2-26 W1M	NCE	100	60273 60274 70015 70016	16.667 16.666 33.334 33.333	1.3858
34	3-10-2-26 W1M	NCE (4)	100	J. Hooper R. Hooper	50 50	2.6452

Notes: (1) Subject to Payout Provisions  
 (2) Subject to GORR to Corvair  
 (3) Portion of Interest Subject to GORR to Tundra  
 (4) Subject to GORR to Tundra

## **ASSIGNMENT AGREEMENT**

**THIS AGREEMENT** dated the 23rd day of December, 1996.

**BETWEEN:**

**OMEGA HYDROCARBONS LTD.**, a body corporate, having an office in the City of Calgary, in the Province of Alberta, (hereinafter called the "Assignor")

- and -

**NCE PETROFUND CORP.**, a body corporate, having an office in the City of Calgary, in the Province of Alberta, (hereinafter called the "Assignee")

**WHEREAS** the Assignor is a party to the agreement or agreements described and set forth in Schedule "A" attached hereto (such agreement or agreements, including all amendments thereto, if any, being hereinafter referred to as the "said Agreement" regardless whether there be more than one of them, but if more than one, then such reference shall be collective);

**AND WHEREAS** under and by virtue of an Agreement made effective as of the 1st day of October, 1996 (hereinafter referred to as the "effective date"), the Assignor sold to the Assignee all of its right title, estate and interest in and to the said Agreement;

**AND WHEREAS** the Assignor desires to assign, transfer and convey unto the Assignee all its right, title, estate and interest in and to the said Agreement.

**NOW THEREFORE THIS AGREEMENT WITNESSETH THAT** in consideration of the premises of the mutual covenants and agreements hereinafter set forth and contained, the parties hereto mutually covenant and agree as follows:

1. The Assignor hereby assigns, transfers, sets over and conveys unto the Assignee, from and after the effective date, all of its right, title, estate and interest in and to the said Agreement (hereinafter referred to as the "assigned Interest"), and all rights, benefits, privileges and advantages to be derived therefrom, including corresponding interest in and to the unit facilities appertaining to the operation of the unit (as the term "unit facilities" is defined in the Unit Operating Agreement), to have and to hold the same unto the Assignee for its sole use and benefit absolutely, subject to the performance and observance by the Assignee of the terms, conditions and obligations contained in the said Agreement.
2. The Assignee hereby accepts the within assignment, transfer and conveyance and covenants and agrees with the Assignor that from and after the effective date it will be bound by and observe, perform and fulfill each and every covenant, agreement, term, condition and stipulation on the part of the Assignor in the said Agreement, reserved and contained, with respect to the Assigned Interest, as if the Assignee had been originally named a party thereto in the place and stead of the Assignor with respect to the Assigned Interest.
3. The Assignee expressly acknowledges that in all matters relating to the said Agreement subsequent to the effective date and prior to the delivery of this Agreement to the Unit Operator, including but not limited to all accounting, conduct of operations and disposition of production thereunder, the Assignor

has been acting as a trustee for and as the duly authorized agent of the Assignee with respect to the signed Interest, and the Assignee does hereby expressly ratify, adopt and confirm all acts or omissions of the Assignor in its capacity as such trustee and agent to the end that all such acts and omissions shall for all purposes be construed as having been made or done by the Assignee.

4. It is further agreed that the parties hereto shall, from time to time and at all times hereafter, do all such further acts and execute and deliver all such further documents and assurances as may be reasonably required in order to fully perform and carry out the terms of this Agreement.
5. The address of the Assignee for notices to be hereafter served on it under the said Agreement, but subject to the provisions thereof as to notices, shall be:


NCE PETROFUND CORP.  
2300 Canada Trust Tower  
421 - 7th Avenue S.W.  
Calgary, Alberta  
T2P 4K9

6. This Agreement shall enure to the benefit of and be binding upon the parties hereto and their respective successors and permitted assigns.

**IN WITNESS WHEREOF** the parties hereto have executed this Agreement.

**ASSIGNOR:**

**INUVIALUIT ENERGY INC., AS  
SUCCESSOR IN RIGHT TO AND ATTORNEY FOR  
OMEGA HYDROCARBONS LTD.**

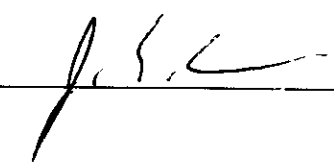
  
\_\_\_\_\_  
T.A. Zuorro - Vice President, Land

  
\_\_\_\_\_  
D.K. Little - Vice President, Finance

**ASSIGNEE:**

**NCE PETROFUND CORP.**

  
\_\_\_\_\_  
Jeff D. Newcommon, P. Land  
Vice President, Land

  
\_\_\_\_\_  
J.E. Errico  
Senior Vice President, Operations

## **SCHEDULE "A"**

attached to and made part of an Assignment Agreement dated the 23rd day of December, 1996.

### **"the said Agreement"**

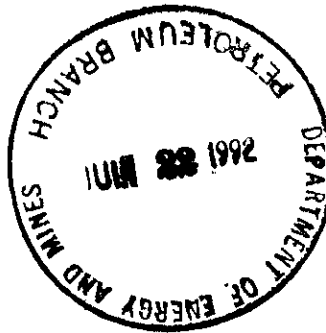
Waskada Unit No. 15

### **Land Description for Reference Only:**

Twps 1 & 2 Rge 26 W1M



1300 SUN LIFE PLAZA III  
112 - 4TH AVENUE S.W.  
CALGARY, ALBERTA, CANADA T2P 0H3  
TELEPHONE (403) 261-0743  
FAX (403) 264-5691



July 16, 1992

Royalty Interest Owners  
Waskada Unit No. 15  
(Addressee List Attached)

Gentlemen:

**RE: Waskada Unit No. 15**  
**Revisions to Unit Agreement and Unit Operating Agreement Exhibits**

Enclosed for your records are complete copies of revised Exhibit D and Exhibit E of the Waskada Unit No. 15 Unit Operating Agreement and also a revised copy of Exhibit A of the Waskada Unit No. 15 Unit Agreement. The interests of Chevron Canada Resources have recently been acquired by Tundra Oil and Gas Ltd., the attached revisions reflect this change.

Yours truly,

OMEGA HYDROCARBONS LTD.

R.A. Paranych, P. Eng.  
Production Engineer

RP/ns

c.c.: Unit File  
Accounting Department  
Land Department

*July 22/92  
x0647 to see  
Paranych  
2091*

**WASKADA UNIT NO. 15**

**ROYALTY INTEREST OWNERS**

**ADDRESSEE LIST**

McKinney Farms Ltd.  
General Delivery  
Waskada, Manitoba  
ROM 2E0

Frank Ross Young  
1898 Skylark Place  
Victoria, B.C.  
V8N 2X1

Ovey Oils Ltd.  
c/o Dorothy A. Olischefski  
P.O. Box 383  
Deloraine, Manitoba  
ROM OMO

Pop's Oil Ltd.  
c/o Mr. James Kirkup  
31 Phoebe Street  
Portage La Prairie, Manitoba  
R1N 3E9

Donald Keith Millar  
Box 165  
Waskada, Manitoba  
ROM 2E0

60273 Manitoba Ltd.  
Box 89  
Waskada, Manitoba  
ROM 2E0

60274 Manitoba Ltd.  
Box 89  
Waskada, Manitoba  
ROM 2E0

70016 Manitoba Ltd.  
Box 70  
Waskada, Manitoba  
ROM 2E0

70015 Manitoba Ltd.  
Box 189  
Waskada, Manitoba  
ROM 2E0

Howard Glover Lee  
Post Office of Waskada  
Waskada, Manitoba  
ROM 2E0

Brock Glover Lee  
Box 656  
Carman, Manitoba  
ROG OJO

Francine Wilfrieda Germaine Esther Lee  
Box 656  
Carman, Manitoba  
ROG OJO

Amoco Canada Resources Ltd.  
240 - 4th Avenue S.W.  
P.O. Box 200, Station "M"  
Calgary, Alberta  
T2P 2H8

PanCanadian Petroleum Limited  
150 - 9th Avenue S.W.  
P.O. Box 2850  
Calgary, Alberta  
T2P 2S5

Canada Trust Company  
c/o Montreal Trust Company  
411 - 8th Avenue S.W.  
Calgary, Alberta  
T2P 1E7

Manitoba Department of Energy & Mines  
Mineral Resources Division  
Petroleum Branch  
555 - 330 Graham Avenue  
Winnipeg, Manitoba  
R3C 4E3

Hooper Farms Ltd.  
Box 58  
Waskada, Manitoba  
ROM 2E0

**E X H I B I T " D "**

**Attached to and made part of an Agreement entitled  
"Unit Operating Agreement - Waskada Unit No. 15"**

**LIST OF PARTIES AND THEIR RESPECTIVE UNIT PARTICIPATIONS**

<b>Party</b>	<b>Unit Participation Percent</b>
Omega Hydrocarbons Ltd.	81.4781
Baxter Lake Holdings	13.5392
Tundra Oil and Gas Ltd.	4.9827
	100.0000

Revision No. 2  
1992-04-01

Effective: As of the  
Effective Date

**E X H I B I T " E "**

**Attached to and made part of an Agreement entitled -  
"Unit Operating Agreement - Waskada Unit No. 15"**

**LIST OF UNIT WELLS**

Omega et al Waskada WIW	7-33-1-26	WPM
Omega Sasko Waskada	8-33-1-26	WPM
Omega et al Waskada	9-33-1-26	WPM
Omega et al Waskada	10-33-1-26	WPM
Omega Waskada WIW	13-33-1-26	WPM
Omega Waskada	14-33-1-26	WPM
Omega Sasko Waskada WIW	15-33-1-26	WPM
Omega et al Waskada	16-33-1-26	WPM
Omega Waskada	4-3-2-26	WPM
Omega et al Waskada	9-3-2-26	WPM
Omega Chevron Waskada	10-3-2-26	WPM
Omega Chevron Waskada	11-3-2-26	WPM
Omega Waskada	12-3-2-26	WPM
Omega Waskada WIW	13-3-2-26	WPM
Omega Chevron Dalny	14-3-2-26	WPM
Omega et al Waskada WIW	15-3-2-26	WPM
Omega et al Waskada	16-3-2-26	WPM
Omega et al Waskada	1-4-2-26	WPM
Omega et al Waskada	2-4-2-26	WPM
Omega Waskada	3-4-2-26	WPM
Omega Waskada WIW	5-4-2-26	WPM
Omega et al Waskada WIW	7-4-2-26	WPM
Omega Waskada	9-4-2-26	WPM

Revision No. 2  
1992-04-01

Effective: As of the  
Effective Date

# **E X H I B I T " A "**

**Attached to and made a part of an Agreement entitled  
"Unit Agreement - Waskada Unit No. 15"**

## **TRACT PARTICIPATIONS**

In this Exhibit the names of the Parties have been abbreviated as follows:

<b>Abbreviation</b>	<b>Party</b>
Omega	Omega Hydrocarbons Ltd.
Tundra	Tundra Oil and Gas Ltd.
Baxter Lake	Baxter Lake Holdings Company Limited
McKinney Farms	McKinney Farms Ltd.
F.R. Young	Frank Ross Young
Ovey Oils	Ovey Oils Ltd.
Pop's Oil	Pop's Oil Ltd.
D.K. Millar	Donald Keith Millar
60273 Manitoba	60273 Manitoba Ltd.
60274 Manitoba	60274 Manitoba Ltd.
70015 Manitoba	70015 Manitoba Ltd.
70016 Manitoba	70016 Manitoba Ltd.
H.G. Lee	Howard Glover Lee
B.G. Lee	Brock Glover Lee
F.W.G.E. Lee	Francine Wilfrieda Germaine Esther Lee
Amoco	Amoco Canada Resources Ltd.
PanCanadian	PanCanadian Petroleum Limited
Canada Trust	Canada Trust Company
Crown	Manitoba Department of Energy & Mines
Hooper Farms	Hooper Farms Ltd.

Revision No. 3  
1992-04-01

Effective: As of the  
Effective Date

E X H I B I T " A "

Tract No.	Land Description (LSD)	Working Interest		Royalty Interest		Tract Participation (%)
		Owner	Share, %	Owner	Share, %	
1	6-33-1-26 WPM	Omega	100.0	McKinney Farms	100.0	7.0211
2	7-33-1-26 WPM	Omega Baxter Lake (4)	50.0 50.0	F.R. Young Ovey Oils	50.0 50.0	2.9305
3	8-33-1-26 WPM	Omega Baxter Lake (4)	50.0 50.0	F.R. Young Ovey Oils	50.0 50.0	2.9796
4	9-33-1-26 WPM	Omega Baxter Lake (4)	50.0 50.0	Pop's Oil D.K. Millar	66.667 33.333	3.1702
5	10-33-1-26 WPM	Omega Baxter Lake Tundra	50.0 35.0 15.0	Pop's Oil D.K. Millar	66.667 33.333	2.8872
6	11-33-1-26 WPM	Omega	100.0	60273 Manitoba 60274 Manitoba McKinney Farms 70015 Manitoba 70016 Manitoba	8.334 8.333 50.0 16.667 16.666	1.8188
7	13-33-1-26 WPM	Omega	100.0	60273 Manitoba 60274 Manitoba McKinney Farms 70015 Manitoba 70016 Manitoba	8.334 8.333 50.0 16.667 16.666	4.5099

Revision No. 3  
1992-04-01

Effective: As of the  
Effective Date:

# E X H I B I T " A "

Tract No.	Land Description (LSD)	Working Interest		Royalty Interest		Tract Participation (\$)
		Owner	Share, %	Owner	Share, %	
8	14-33-1-26 WPM	Omega	100.0	60273 Manitoba 60274 Manitoba McKinney Farms 70015 Manitoba 70016 Manitoba	8.334 8.333 50.0 16.667 16.666	2.5785
9	15-33-1-26 WPM	Omega Baxter Lake Tundra	50.0 35.0 15.0	Pop's Oil D.K. Millar	66.667 33.333	5.3322
10	16-33-1-26 WPM	Omega Baxter Lake Tundra	50.0 35.0 15.0	Pop's Oil D.K. Millar	66.667 33.333	3.9765
11	4-3-2-26 WPM	Omega(2)	100.0	H.G. Lee B.G. Lee F.W.G.E. Lee	33.334 33.333 33.333	2.0131
12	9-3-2-26 WPM	Omega Baxter Lake Tundra	53.68 27.79 18.53	Ovey Oils PanCanadian	92.65 7.35	2.9370
13	10-3-2-26 WPM	Omega(1)	100.0	Ovey Oils PanCanadian	92.65 7.35	3.0485
14	11-3-2-26 WPM	Omega(4)	100.0	Ovey Oils PanCanadian	92.65 7.35	3.2841
15	12-3-2-26 WPM	Omega(4)	100.0	Ovey Oils PanCanadian	92.65 7.35	3.5217

Revision No. 3  
1992-04-01

Effective: As of the  
Effective Date:

E X H I B I T " A "

Tract No.	Land Description (LSD)	Working Interest		Royalty Interest		Tract Participation (%)
		Owner	Share, %	Owner	Share, %	
16	13-3-2-26 WPM	Omega (4)	100.0	Ovey Oils	100.0	3.1229
17	14-3-2-26 WPM	Omega (4)	100.0	Ovey Oils	100.0	2.1575
18	15-3-2-26 WPM	Omega Tundra Baxter Lake	50.0 20.0 30.0	Ovey Oils	100.0	2.8996
19	16-3-2-26 WPM	Omega Tundra Baxter Lake	50.0 20.0 30.0	Ovey Oils	100.0	2.5073
20	1-4-2-26 WPM	Omega Tundra Baxter Lake	50.0 20.0 30.0	Ovey Oils	100.0	2.8630
21	2-4-2-26 WPM	Omega Tundra Baxter Lake	50.0 20.0 30.0	Ovey Oils	100.0	2.6612
22	3-4-2-26 WPM	Omega	100.0	Canada Trust	100.0	4.0842
23	4-4-2-26 WPM	Omega	100.0	Canada Trust	100.0	2.6027
24	5-4-2-26 WPM	Omega	100.0	Canada Trust	100.0	2.1386
25	6-4-2-26 WPM	Omega	100.0	Canada Trust	100.0	2.6648

Revision No. 3  
1992-04-01

Effective: As of the  
Effective Date:

**E X H I B I T " A "**

Tract No.	Land Description (LSD)	Working Interest		Royalty Interest		Tract Participation (%)
		Owner	Share, %	Owner	Share, %	
26	7-4-2-26 WPM	Omega Tundra Baxter Lake	50.0 20.0 30.0	Ovey Oils	100.0	2.1157
27	9-4-2-26 WPM	Omega (4)	100.0	Ovey Oils PanCanadian Crown	88.975 6.000 5.025	4.0771
28	10-4-2-26 WPM	Omega (4)	100.0	Ovey Oils PanCanadian Crown D.K. Millar	87.1751 7.025 5.375 0.425	2.1297
29	11-4-2-26 WPM	Omega	100.0	Crown	100.0	1.4885
30	12-4-2-26 WPM	Omega	100.0	Crown	100.0	2.3161
31	14-4-2-26 WPM	Omega	100.0	Crown	100.0	1.9168
32	9-5-2-26 WPM	Omega	100.0	60273 Manitoba 60274 Manitoba 70015 Manitoba 70016 Manitoba	16.667 16.666 33.334 33.333	2.2144
33	10-5-2-26 WPM	Omega	100.0	60273 Manitoba 60274 Manitoba 70015 Manitoba 70016 Manitoba	16.667 16.666 33.334 33.333	1.3858

Revision No. 3  
1992-04-01

Effective: As of the  
Effective Date:

E X H I B I T " A "

Tract No.	Land Description (LSD)	Working Interest		Royalty Interest		Tract Participation (%)
		Owner	Share, %	Owner	Share, %	
34	3-10-2-26 WPM	Omega (4)	100.0	Hooper Farms	100.0	2.6452
						100.0000

Note: (1) Interest subject to payout provisions.  
 (2) Interest subject to gross over-riding royalty to Amoco.  
 (3) Portion of interest subject to gross over-riding royalty to Tundra.  
 (4) Interest subject to gross over-riding royalty to Tundra.

Revision No. 3  
 1992-04-01

Effective: As of the  
 Effective Date