

September 23, 2011

WORKING INTEREST OWNERS
VIRDEN-ROSELEA UNIT NO. 2
(Addressee List Attached)



Dear Sir/Madam:

Re: Revision to Schedule "A" & "B" Effective August 1, 2011
ARC Resources Ltd to ARC Resources General Partnership
PLAN FOR UNIT OPERATION GOVERNING THE UNITIZED
MANAGEMENT, OPERATION AND FURTHER DEVELOPMENT OF
VIRDEN-ROSELEA UNIT NO. 2, AS AMENDED (the "Agreement")
Our File No: UN000365

Please find the attached revisions to Schedule "A" and Schedule "B" to the Agreement to reflect the following transaction:

Effective January 1, 2011, ARC Resources Ltd. assigned its interest in the Virden-Roselea Unit No. 2 to ARC Resources General Partnership, schedules revised effective August 1, 2011

Appropriate documentation to support this transaction is held on file.

If you require further information please contact the undersigned at (403) 693-5096.

Thank you.

Yours truly,

ENERPLUS PARTNERSHIP,
by its managing partner, Enerplus Corporation


Karen Hicks
Sr. Joint Interest Contract Analyst

Enclosures

cc: Manitoba Industry, Economic Development and Mines

**WORKING INTEREST ADDRESSEE LIST
VIRDEN ROSELEA UNIT NO. 2**

ARC Resources General Partnership.
1200, 308 – 4th Avenue SW
Calgary AB T2P 0H7

Attention: Stephanie Fiedler

Penn West Petroleum
200, 207 – 9th Avenue SW
Calgary AB T2P 1K3

Attention: Dennis Killips

Gem Oil Inc.
Box 1111
Regina SK S4P 3B2

Attention: Shaun Spelliscy

K&N Developments
#300, 2080 Broad Street
Regina SK S4P 1Y3

Attention: Adam Niesner Jr.

Enerplus Partnership
3000, 333 - 7th Avenue SW
Calgary AB T2P 2Z1

Attention: Joan Simpson

Genovus Energy Inc.
421 – 7th Avenue S.W.
PO Box 766
Calgary, AB T2P 0M5

Attention: JI Department – Royalty Owner

VIRDEN-ROSELEA UNIT NO. 2

SCHEDULE "A"

TRACT NUMBERS AND THE PRIMA FACIE WORKING INTEREST OWNERS OF THE TRACTS IN THE VIRDEN-ROSELEA UNIT NO. 2

<u>Tract Number</u>	<u>Working Interest Owner</u>	<u>Percentage Working Interest Ownership</u>
8-1	Enerplus Partnership	30
	Penn West Petroleum	20
	ARC Resources General Partnership	50
9-1	Enerplus Partnership	60
	Penn West Petroleum	40
10-1	Enerplus Partnership	60
	Penn West Petroleum	40
15-1	Enerplus Partnership	60
	Penn West Petroleum	40
16-1	Enerplus Partnership	60
	Penn West Petroleum	40
4-5	Enerplus Partnership	60
	Penn West Petroleum	40
5-5	Enerplus Partnership	60
	Penn West Petroleum	40
7-5	Enerplus Partnership	60
	Penn West Petroleum	40
9-5	Enerplus Partnership	60
	Penn West Petroleum	40
10-5	Enerplus Partnership	60
	Penn West Petroleum	40
11-5	Enerplus Partnership	60
	Penn West Petroleum	40
12-5	Enerplus Partnership	60
	Penn West Petroleum	40
13-5	Enerplus Partnership	60
	Penn West Petroleum	40

Effective: August 1, 2011

<u>Tract Number</u>	<u>Working Interest Owner</u>	<u>Percentage Working Interest Ownership</u>
14-5	Enerplus Partnership Penn West Petroleum	60 40
15-5	Enerplus Partnership Penn West Petroleum	60 40
16-5	Enerplus Partnership Penn West Petroleum	60 40
1-6	Enerplus Partnership Penn West Petroleum	60 40
2-6	Enerplus Partnership Penn West Petroleum	60 40
3-6	Enerplus Partnership Penn West Petroleum	60 40
5-6	Enerplus Partnership Penn West Petroleum	60 40
6-6	Enerplus Partnership Penn West Petroleum	60 40
7-6	Enerplus Partnership Penn West Petroleum	60 40
8-6	Enerplus Partnership Penn West Petroleum	60 40
9-6	Enerplus Partnership Penn West Petroleum	60 40
10-6	Enerplus Partnership Penn West Petroleum	60 40
11-6	Enerplus Partnership Penn West Petroleum	60 40
12-6	Enerplus Partnership Penn West Petroleum	60 40
13-6	Enerplus Partnership Penn West Petroleum	60 40
14-6	Enerplus Partnership Penn West Petroleum	60 40

<u>Tract Number</u>	<u>Working Interest Owner</u>	<u>Percentage Working Interest Ownership</u>
15-6	Enerplus Partnership Penn West Petroleum	60 40
16-6	Enerplus Partnership Penn West Petroleum	60 40
1-7	ARC Resources General Partnership	100
2-7	ARC Resources General Partnership	100
3-7	ARC Resources General Partnership	100
4-7	ARC Resources General Partnership	100
5-7	ARC Resources General Partnership Enerplus Partnership Penn West Petroleum	50 30 20
6-7	ARC Resources General Partnership Enerplus Partnership Penn West Petroleum	50 30 20
3-8	Enerplus Partnership Penn West Petroleum	60 40
4-8	Enerplus Partnership Penn West Petroleum	60 40
1-12	Enerplus Partnership Penn West Petroleum	60 40
2-12	Enerplus Partnership Penn West Petroleum	60 40
7-12	Enerplus Partnership Penn West Petroleum ARC Resources General Partnership	30 20 50
8-12	Enerplus Partnership Penn West Petroleum ARC Resources General Partnership	30 20 50
5-31	ARC Resources General Partnership	100
12-31	ARC Resources General Partnership	100
13-31	ARC Resources General Partnership	100
6-36	ARC Resources General Partnership	100

Effective: August 1, 2011

<u>Tract Number</u>	<u>Working Interest Owner</u>	<u>Percentage Working Interest Ownership</u>
7-36	Adam Niesner & Andrew Krattenthaler (K & N Oil Development)	100
8-36	Adam Niesner & Andrew Krattenthaler (K & N Oil Development)	100
9-36	Enerplus Partnership Penn West Petroleum	60 40
10-36	Enerplus Partnership Penn West Petroleum	60 40
11-36	Gem Oil Inc.	100
12-36	Gem Oil Inc.	100
14-36	Enerplus Partnership Penn West Petroleum	60 40
15-36	Enerplus Partnership Penn West Petroleum	60 40
16-36	Enerplus Partnership Penn West Petroleum	60 40

VIRDEN-ROSELEA UNIT NO. 2

SCHEDULE "B"

PRIMA FACIE WORKING INTEREST OWNERS AND THEIR FINAL PARTICIPATING INTEREST IN THE VIRDEN-ROSELEA UNIT NO. 2

<u>Working Interest Owner</u>	<u>Final Participating Interest (%)</u>
Enerplus Partnership	48.21687600
Penn West Petroleum	32.14458400
K & N Oil Development	2.26175
Gem Oil Inc.	3.67547
ARC Resources General Partnership	<u>13.70132</u>
	<u>100.00000</u>

Effective: August 1, 2011