

March 12, 2012

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

Dear Sir/Madam:

**Re: 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 enclosed, revisions to Schedule "A" and Schedule "B" to the subject Agreement.

Effective October 1, 2011, Penn West Petroleum assigned its entire interest in the Unit to Crescent Point Resources Partnership. Schedules are revised effective February 1, 2012.

Appropriate documentation to support this transaction is held on file.

If you require further information please contact the undersigned at (403) 298-8840 or vpilson@enerplus.com.

Yours truly,

ENERPLUS PARTNERSHIP,
by its managing partner, Enerplus Corporation



Val Pilson
Joint Interest Analyst

Enclosures

cc: [Manitoba Industry, Economic Development and Mines](#)

ENERPLUS CORPORATION
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333 - 7th Avenue SW
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**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

Crescent Point Resources Partnership
2800, 111 – 5th Avenue SW
Calgary, Alberta T2P 3Y6

Attention: Paul Tyson

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

Cenovus 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
	Crescent Point Resources Partnership	20
	ARC Resources General Partnership	50
9-1	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
10-1	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
15-1	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
16-1	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
4-5	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
5-5	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
7-5	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
9-5	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
10-5	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
11-5	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
12-5	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
13-5	Enerplus Partnership	60
	Crescent Point Resources Partnership	40

Effective: February 1, 2012

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

<u>Tract Number</u>	<u>Working Interest Owner</u>	<u>Percentage Working Interest Ownership</u>
15-6	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
16-6	Enerplus Partnership	60
	Crescent Point Resources Partnership	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	50
	Enerplus Partnership	30
	Crescent Point Resources Partnership	20
6-7	ARC Resources General Partnership	50
	Enerplus Partnership	30
	Crescent Point Resources Partnership	20
3-8	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
4-8	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
1-12	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
2-12	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
7-12	Enerplus Partnership	30
	Crescent Point Resources Partnership	20
	ARC Resources General Partnership	50
8-12	Enerplus Partnership	30
	Crescent Point Resources Partnership	20
	ARC Resources General Partnership	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

<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 Crescent Point Resources Partnership	60 40
10-36	Enerplus Partnership Crescent Point Resources Partnership	60 40
11-36	Gem Oil Inc.	100
12-36	Gem Oil Inc.	100
14-36	Enerplus Partnership Crescent Point Resources Partnership	60 40
15-36	Enerplus Partnership Crescent Point Resources Partnership	60 40
16-36	Enerplus Partnership Crescent Point Resources Partnership	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	48.216876
Crescent Point Resources Partnership	32.144584
K&N Oil Development	2.261750
Gem Oil Inc.	3.675470
ARC Resources General Partnership	<u>13.701320</u>
	<u>100.000000</u>

Effective: February 1, 2012