

December 20, 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 September 1, 2011, Enerplus Partnership assigned its entire interest in the subject Unit to Corex Resources Ltd. Schedules are revised effective January 1, 2013.

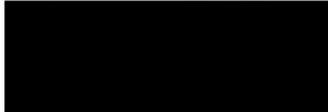
Also included in this revision is a correction to a working interest owner name. K&N Oil Development has been changed to read the correct name of K&N Oil Developments.

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

Y. Pilson

ENERPLUS CORPORATION
The Dome Tower, Suite 3000
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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 Oil Developments
#300, 2080 Broad Street
Regina SK S4P 1Y3

Attention: Adam Niesner Jr.

Corex Resources Ltd.
2600, 520 - 5th Avenue SW
Calgary AB T2P 3R7

Attention: David McGuinness

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	Corex Resources Ltd.	30
	Crescent Point Resources Partnership	20
	ARC Resources General Partnership	50
9-1	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
10-1	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
15-1	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
16-1	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
4-5	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
5-5	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
7-5	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
9-5	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
10-5	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
11-5	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
12-5	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
13-5	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40

Effective: January 1, 2013

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

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

Effective: January 1, 2013

<u>Tract Number</u>	<u>Working Interest Owner</u>	<u>Percentage Working Interest Ownership</u>
7-36	Adam Niesner & Andrew Krattenthaler (K&N Oil Developments)	100
8-36	Adam Niesner & Andrew Krattenthaler (K&N Oil Developments)	100
9-36	Corex Resources Ltd. Crescent Point Resources Partnership	60 40
10-36	Corex Resources Ltd. Crescent Point Resources Partnership	60 40
11-36	Gem Oil Inc.	100
12-36	Gem Oil Inc.	100
14-36	Corex Resources Ltd. Crescent Point Resources Partnership	60 40
15-36	Corex Resources Ltd. Crescent Point Resources Partnership	60 40
16-36	Corex Resources Ltd. 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>
Corex Resources Ltd.	48.216876
Crescent Point Resources Partnership	32.144584
K&N Oil Developments	2.261750
Gem Oil Inc.	3.675470
ARC Resources General Partnership	<u>13.701320</u>
	<u>100.000000</u>

Effective: January 1, 2013