

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**

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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 – 4<sup>th</sup> Avenue SW  
Calgary AB T2P 0H7

**Attention: Stephanie Fiedler**

Penn West Petroleum  
200, 207 – 9<sup>th</sup> 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 - 7<sup>th</sup> Avenue SW  
Calgary AB T2P 2Z1

**Attention: Joan Simpson**

Cenovus Energy Inc.  
421 – 7<sup>th</sup> 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**

<b><u>Tract Number</u></b>	<b><u>Working Interest Owner</u></b>	<b><u>Percentage Working Interest Ownership</u></b>
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**

<b><u>Working Interest Owner</u></b>	<b><u>Final Participating Interest (%)</u></b>
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