



May 30, 2011

**WORKING INTEREST OWNERS
DALY UNIT NO. 3**

(Addressee List Attached)

Dear Sir/Madam:

**Re: Revision to Schedule "A" & Schedule "B" Effective May 1, 2011
Penn West Petroleum Ltd. to Penn West Petroleum
PLAN FOR UNIT OPERATION GOVERNING THE UNITIZED MANAGEMENT,
OPERATION AND FURTHER DEVELOPMENT OF DALY UNIT NO. 3, AS AMENDED
(the "Agreement")
Our File No: UN000359**

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

Effective January 1, 2011, Penn West Petroleum Ltd. assigned its interest in the Daly Unit No. 3 to Penn West Petroleum, schedules revised effective May 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

ENERPLUS CORPORATION
The Dome Tower, Suite 3000
333 - 7th Avenue SW
Calgary, Alberta T2P 2Z1

T. 403-298-2200 F. 403-298-2211
www.enerplus.com

**WORKING INTEREST OWNER ADDRESSEE LIST
DALY UNIT NO. 3**

ARC Resources Ltd.
1200, 308 - 4th Avenue S.W.
Calgary, Alberta T2P 0H7

Attention: Stephanie Fiedler

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

Attention: Dennis Killips

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

Attention: Joan Simpson

SCHEDULE "A"
TRACT NUMBERS AND THE PRIMA FACIE WORKING INTEREST OWNERS
OF THE TRACTS IN DALY UNIT NO. 3

AS OF MAY 1, 2011

Tract Number	Working Interest Owner	Percentage Working Interest Ownership
13-16	Enerplus Partnership.	60
	Penn West Petroleum	40
4-7	Enerplus Partnership	60
	Penn West Petroleum	40
5-1	Enerplus Partnership	60
	Penn West Petroleum	40
10-1	Enerplus Partnership	60
	Penn West Petroleum	40
11-1	Enerplus Partnership	60
	Penn West Petroleum	40
12-1	Enerplus Partnership	60
	Penn West Petroleum	40
13-1	Enerplus Partnership	60
	Penn West Petroleum	40
14-1	Enerplus Partnership	60
	Penn West Petroleum	40
16-1	Enerplus Partnership	60
	Penn West Petroleum	40
5-2	Enerplus Partnership	60
	Penn West Petroleum	40
7-2	Enerplus Partnership	60
	Penn West Petroleum	40
8-2	Enerplus Partnership	60
	Penn West Petroleum	40
9-2	Arc Resources Ltd.	100
10-2	Arc Resources Ltd.	100
12-2	Enerplus Partnership	60
	Penn West Petroleum	40
13-2	Enerplus Partnership	60
	Penn West Petroleum	40
14-2	Enerplus Partnership	60
	Penn West Petroleum	40
15-2	Enerplus Partnership	60
	Penn West Petroleum	40

Tract Number	Working Interest Owner	Percentage Working Interest Ownership
16-2	Enerplus Partnership	60
	Penn West Petroleum	40
9-10	Enerplus Partnership	60
	Penn West Petroleum	40
10-10	Enerplus Partnership	60
	Penn West Petroleum	40
16-10	Enerplus Partnership	60
	Penn West Petroleum	40
1-11	Enerplus Partnership	60
	Penn West Petroleum	40
2-11	Enerplus Partnership	60
	Penn West Petroleum	40
3-11	Enerplus Partnership	60
	Penn West Petroleum	40
4-11	Enerplus Partnership	60
	Penn West Petroleum	40
5-11	Enerplus Partnership	60
	Penn West Petroleum	40
6-11	Enerplus Partnership	60
	Penn West Petroleum	40
7-11	Enerplus Partnership	60
	Penn West Petroleum	40
8-11	Enerplus Partnership	60
	Penn West Petroleum	40
9-11	Enerplus Partnership	60
	Penn West Petroleum	40
10-11	Enerplus Partnership	60
	Penn West Petroleum	40
11-11	Enerplus Partnership	60
	Penn West Petroleum	40
12-11	Enerplus Partnership	60
	Penn West Petroleum	40
13-11	Enerplus Partnership	60
	Penn West Petroleum	40
14-11	Enerplus Partnership	60
	Penn West Petroleum	40
15-11	Enerplus Partnership	60
	Penn West Petroleum	40
16-11	Enerplus Partnership	60
	Penn West Petroleum	40
1-12	Enerplus Partnership	60
	Penn West Petroleum	40

Tract Number	Working Interest Owner	Percentage Working Interest Ownership
2-12	Enerplus Partnership	60
	Penn West Petroleum	40
3-12	Enerplus Partnership	60
	Penn West Petroleum	40
4-12	Enerplus Partnership	60
	Penn West Petroleum	40
5-12	Enerplus Partnership	60
	Penn West Petroleum	40
6-12	Enerplus Partnership	60
	Penn West Petroleum	40
7-12	Enerplus Partnership	60
	Penn West Petroleum	40
8-12	Enerplus Partnership	60
	Penn West Petroleum	40
9-12	Enerplus Partnership	60
	Penn West Petroleum	40
10-12	Enerplus Partnership	60
	Penn West Petroleum	40
11-12	Enerplus Partnership	60
	Penn West Petroleum	40
12-12	Enerplus Partnership	60
	Penn West Petroleum	40
13-12	Enerplus Partnership	60
	Penn West Petroleum	40
14-12	Enerplus Partnership	60
	Penn West Petroleum	40
15-12	ARC Resources Ltd.	100
16-12	Enerplus Partnership	60
	Penn West Petroleum	40
1-13	Enerplus Partnership	60
	Penn West Petroleum	40
2-13	Enerplus Partnership	60
	Penn West Petroleum	40
3-13	Enerplus Partnership	60
	Penn West Petroleum	40
4-13	Enerplus Partnership	60
	Penn West Petroleum	40
5-13	Enerplus Partnership	60
	Penn West Petroleum	40
6-13	Enerplus Partnership	60
	Penn West Petroleum	40

Tract Number	Working Interest Owner	Percentage Working Interest Ownership
7-13	Enerplus Partnership	60
	Penn West Petroleum	40
10-13	Enerplus Partnership	60
	Penn West Petroleum	40
11-13	Enerplus Partnership	60
	Penn West Petroleum	40
12-13	Enerplus Partnership	60
	Penn West Petroleum	40
13-13	Enerplus Partnership	60
	Penn West Petroleum	40
14-13	Enerplus Partnership	60
	Penn West Petroleum	40
15-13	Enerplus Partnership	60
	Penn West Petroleum	40
2-14	Enerplus Partnership	60
	Penn West Petroleum	40
3-14	Enerplus Partnership	60
	Penn West Petroleum	40
4-14	Enerplus Partnership	60
	Penn West Petroleum	40
5-14	Enerplus Partnership	60
	Penn West Petroleum	40
6-14	Enerplus Partnership	60
	Penn West Petroleum	40
8-14	Enerplus Partnership	60
	Penn West Petroleum	40
12-14	Enerplus Partnership	60
	Penn West Petroleum	40
1-23	Enerplus Partnership	60
	Penn West Petroleum	40
8-23	Enerplus Partnership	60
	Penn West Petroleum	40
9-23	Enerplus Partnership	60
	Penn West Petroleum	40
2-24	Enerplus Partnership	60
	Penn West Petroleum	40
7-24	Enerplus Partnership	60
	Penn West Petroleum	40

Effective May 1, 2011

· SCHEDULE "B"
PRIMA FACIE WORKING INTEREST OWNERS AND THEIR PARTICIPATING INTERESTS
IN DALY UNIT NO. 3

<u>Working Interest Owner</u>	<u>Unit Participation %</u>
Enerplus Partnership	56.772702
Penn West Petroleum	37.848468
ARC Resources Ltd.	<u>5.378830</u>
	100

March 12, 2011

To: ATTACHED ADDRESSEE LIST

Re: Revision to Schedule "A" and "B" effective February 1, 2012

PLAN FOR UNIT OPERATION GOVERNING THE UNITIZED MANAGEMENT, OPERATION AND FURTHER DEVELOPMENT OF DALY UNIT NO. 3, AS AMENDED (the "Agreement")

Our File No: UN000359

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

Should you have any questions please contact the undersigned at (403) 298-8840 or vpilson@enerplus.com.

Yours very truly,

ENERPLUS PARTNERSHIP,
by its managing partner, Enerplus Corporation



Val Pilson
Joint Interest Analyst

Encl.

cc: Manitoba Industry, Economic Development and Mines

ENERPLUS CORPORATION
The Dome Tower, Suite 3000
333 - 7th Avenue SW
Calgary, Alberta T2P 2Z1

T. 403-298-2200 F. 403-298-2211
www.enerplus.com

**WORKING INTEREST OWNER ADDRESSEE LIST
DALY UNIT NO. 3**

ARC Resources General Partnership
1200, 308 - 4th Avenue S.W.
Calgary, Alberta T2P 0H7

Attention: Stephanie Fiedler

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

Attention: Paul Tyson

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

Attention: Joan Simpson

SCHEDULE "A"
TRACT NUMBERS AND THE PRIMA FACIE WORKING INTEREST OWNERS
OF THE TRACTS IN DALY UNIT NO. 3

AS OF AUGUST 1, 2011

Tract Number	Working Interest Owner	Percentage Working Interest Ownership
13-16	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
4-7	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
5-1	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
10-1	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
11-1	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
12-1	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
13-1	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
14-1	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
16-1	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
5-2	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
7-2	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
8-2	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
9-2	ARC Resources General Partnership	100
10-2	ARC Resources General Partnership	100
12-2	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
13-2	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
14-2	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
15-2	Enerplus Partnership	60
	Crescent Point Resources Partnership	40

Tract Number	Working Interest Owner	Percentage Working Interest Ownership
16-2	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
9-10	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
10-10	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
16-10	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
1-11	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
2-11	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
3-11	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
4-11	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
5-11	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
6-11	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
7-11	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
8-11	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
9-11	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
10-11	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
11-11	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
12-11	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
13-11	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
14-11	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
15-11	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
16-11	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
1-12	Enerplus Partnership	60
	Crescent Point Resources Partnership	40

Tract Number	Working Interest Owner	Percentage Working Interest Ownership
2-12	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
3-12	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
4-12	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
5-12	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
6-12	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
7-12	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
8-12	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
9-12	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
10-12	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
11-12	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
12-12	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
13-12	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
14-12	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
15-12	ARC Resources General Partnership	100
16-12	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
1-13	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
2-13	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
3-13	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
4-13	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
5-13	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
6-13	Enerplus Partnership	60
	Crescent Point Resources Partnership	40

Tract Number	Working Interest Owner	Percentage Working Interest Ownership
7-13	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
10-13	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
11-13	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
12-13	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
13-13	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
14-13	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
15-13	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
2-14	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
3-14	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
4-14	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
5-14	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
6-14	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
8-14	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
12-14	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
1-23	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
8-23	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
9-23	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
2-24	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
7-24	Enerplus Partnership	60
	Crescent Point Resources Partnership	40

Effective: February 1, 2012

SCHEDULE "B"
PRIMA FACIE WORKING INTEREST OWNERS AND THEIR PARTICIPATING INTERESTS
IN DALY UNIT NO. 3

<u>Working Interest Owner</u>	<u>Unit Participation %</u>
Enerplus Partnership	56.772702
Crescent Point Resources Partnership	37.848468
ARC Resources General Partnership	<u>5.378830</u>
	100

Effective: February 1, 2012