

September 23, 2011

WORKING INTEREST OWNERS
VIRDEN-ROSELEA UNIT NO. 1
(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. 1, AS AMENDED (the "Agreement")
Our File No: UN000364

Please find the attached revisions to Schedule "A" & "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. 1 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

A black rectangular redaction box covering the signature area of the Enerplus Partnership.

Karen Hicks
Sr. Joint Interest Contract Analyst

Enclosures

cc: Manitoba Industry, Economic Development and Mines

VIRDEN-ROSELEA UNIT NO. 1

SCHEDULE "A"

TRACT NUMBERS AND THE PRIMA FACIE WORKING INTEREST OWNERS OF THE TRACTS IN THE VIRDEN-ROSELEA UNIT NO. 1

<u>Tract Number</u>	<u>Working Interest Owner</u>	<u>Percentage Working Interest Ownership</u>
9A-19	ARC Resources General Partnership.	50
	Enerplus Partnership	50
13-19	ARC Resources General Partnership.	50
	Enerplus Partnership	50
16-19	ARC Resources General Partnership.	50
	Enerplus Partnership	50
8-20	Enerplus Partnership	60
	Penn West Petroleum	40
9-20	Enerplus Partnership	60
	Penn West Petroleum	40
10-20	Enerplus Partnership	60
	Penn West Petroleum	40
11-20	Enerplus Partnership	60
	Penn West Petroleum	40
12-20	Enerplus Partnership	60
	Penn West Petroleum	40
13-20	Enerplus Partnership	60
	Penn West Petroleum	40
14-20	Enerplus Partnership	60
	Penn West Petroleum	40
15-20	Enerplus Partnership	60
	Penn West Petroleum	40
16-20	Enerplus Partnership	60
	Penn West Petroleum	40
5-21	Enerplus Partnership	58.5
	Penn West Petroleum	39.0
	Berwick Minerals Limited	2.5
6-21	Enerplus Partnership	58.92
	Penn West Petroleum	39.28
	Berwick Minerals Limited	1.8
7-21	Enerplus Partnership	58.68
	Penn West Petroleum	39.12
	Berwick Minerals Limited	2.2
10-21	Enerplus Partnership	58.92
	Penn West Petroleum	39.28
	Berwick Minerals Limited	1.8

<u>Tract Number</u>	<u>Working Interest Owner</u>	<u>Percentage Working Interest Ownership</u>
11-21	Enerplus Partnership	60
	Penn West Petroleum	40
12-21	Enerplus Partnership	60
	Penn West Petroleum	40
13-21	Enerplus Partnership	60
	Penn West Petroleum	40
14-21	Enerplus Partnership	60
	Penn West Petroleum	40
15-21	Enerplus Partnership	59.1
	Penn West Petroleum	39.4
	Berwick Minerals Limited	1.5
2-28	Enerplus Partnership	60
	Penn West Petroleum	40
3-28	Enerplus Partnership	60
	Penn West Petroleum	40
4-28	Enerplus Partnership	60
	Penn West Petroleum	40
5-28	Enerplus Partnership	60
	Penn West Petroleum	40
1-29	Enerplus Partnership	60
	Penn West Petroleum	40
2-29	Enerplus Partnership	60
	Penn West Petroleum	40
3-29	Enerplus Partnership	60
	Penn West Petroleum	40
4-29	Enerplus Partnership	60
	Penn West Petroleum	40
5-29	Enerplus Partnership	60
	Penn West Petroleum	40
6-29	Enerplus Partnership	60
	Penn West Petroleum	40
7-29	Enerplus Partnership	60
	Penn West Petroleum	40
8-29	Enerplus Partnership	60
	Penn West Petroleum	40
10-29	Enerplus Partnership	60
	Penn West Petroleum	40
11-29	Enerplus Partnership	60
	Penn West Petroleum	40
12-29	Enerplus Partnership	60
	Penn West Petroleum	40
1-30	Enerplus Partnership	60
	Penn West Petroleum	40

<u>Tract Number</u>	<u>Working Interest Owner</u>	<u>Percentage Working Interest Ownership</u>
2-30	Enerplus Partnership	60
	Penn West Petroleum	40
3-30	Enerplus Partnership	60
	Penn West Petroleum	40
4-30	Enerplus Partnership	60
	Penn West Petroleum	40
5-30	Enerplus Partnership	60
	Penn West Petroleum	40
6-30	Enerplus Partnership	60
	Penn West Petroleum	40
7-30	Enerplus Partnership	60
	Penn West Petroleum	40
8-30	Enerplus Partnership	60
	Penn West Petroleum	40
9-30	Enerplus Partnership	60
	Penn West Petroleum	40
10-30	Enerplus Partnership	60
	Penn West Petroleum	40
11-30	Enerplus Partnership	60
	Penn West Petroleum	40
12-30	Enerplus Partnership	60
	Penn West Petroleum	40
15-30	Enerplus Partnership	60
	Penn West Petroleum	40
9-23	Enerplus Partnership	88.5
	Penn West Petroleum	10.0
	North West Exploration Company Ltd.	1.5
10-23	Enerplus Partnership	88.5
	Penn West Petroleum	10.0
	North West Exploration Company Ltd.	1.5
11-23	Enerplus Partnership	98.5
	North West Exploration Company Ltd.	1.5
12-23	Enerplus Partnership	100
13-23	Enerplus Partnership	98.5
	North West Exploration Company Ltd.	1.5
14-23	Enerplus Partnership	98.5
	North West Exploration Company Ltd.	1.5
15-23	Enerplus Partnership	88.5
	Penn West Petroleum	10.0
	North West Exploration Company Ltd.	1.5
16-23	Enerplus Partnership	100
9-24	Enerplus Partnership	60
	Penn West Petroleum	40

<u>Tract Number</u>	<u>Working Interest Owner</u>	<u>Percentage Working Interest Ownership</u>
10-24	Enerplus Partnership	60
	Penn West Petroleum	40
11-24	Enerplus Partnership	60
	Penn West Petroleum	40
12-24	Enerplus Partnership	60
	Penn West Petroleum	40
13-24	Enerplus Partnership	60
	Penn West Petroleum	40
14-24	Enerplus Partnership	60
	Penn West Petroleum	40
15-24	Enerplus Partnership	60
	Penn West Petroleum	40
16-24	Enerplus Partnership	60
	Penn West Petroleum	40
1-25	Enerplus Partnership	60
	Penn West Petroleum	40
2-25	Enerplus Partnership	60
	Penn West Petroleum	40
3-25	Enerplus Partnership	60
	Penn West Petroleum	40
4-25	Enerplus Partnership	60
	Penn West Petroleum	40
5-25	Enerplus Partnership	60
	Penn West Petroleum	40
6-25	Enerplus Partnership	60
	Penn West Petroleum	40
7-25	Enerplus Partnership	60
	Penn West Petroleum	40
8-25	Enerplus Partnership	60
	Penn West Petroleum	40
9-25	Enerplus Partnership	60
	Penn West Petroleum	40
10-25	Enerplus Partnership	60
	Penn West Petroleum	40
11-25	Enerplus Partnership	60
	Penn West Petroleum	40
12-25	Enerplus Commercial Trust	60
	Penn West Petroleum	40
13-25	Enerplus Partnership	60
	Penn West Petroleum	40
14-25	Enerplus Partnership	60
	Penn West Petroleum	40
15-25	Enerplus Partnership	60
	Penn West Petroleum	40

<u>Tract Number</u>	<u>Working Interest Owner</u>	<u>Percentage Working Interest Ownership</u>
16-25	Enerplus Partnership	60
	Penn West Petroleum	40
1-26	Enerplus Partnership	60
	Penn West Petroleum	40
3-26	Enerplus Partnership	60
	Penn West Petroleum	40
4-26	Enerplus Partnership	60
	Penn West Petroleum	40
6-26	Enerplus Partnership	60
	Penn West Petroleum	40
7-26	Enerplus Partnership	60
	Penn West Petroleum	40
8-26	Enerplus Partnership	60
	Penn West Petroleum	40
9-26	ARC Resources General Partnership.	40
	Enerplus Partnership	36
	Penn West Petroleum	24
10-26	ARC Resources General Partnership.	40
	Enerplus Partnership	36
	Penn West Petroleum	24
15-26	ARC Resources General Partnership.	40
	Enerplus Partnership	36
	Penn West Petroleum	24
16-26	ARC Resources General Partnership.	40
	Enerplus Partnership	36
	Penn West Petroleum	24
1-36	K & N Oil Development Co. Ltd.	100
2-36	Gem Oil Inc.	100

Revision No. 26
Effective: August 1, 2011

VIRDEN-ROSELEA UNIT NO.1

SCHEDULE "B"

PRIMA FACIE WORKING INTEREST OWNERS AND THEIR FINAL PARTICIPATING INTEREST IN THE VIRDEN-ROSELEA UNIT NO. 1

<u>Working Interest Owner</u>	<u>Final Participating Interest (%)</u>
Enerplus Partnership	63.289793870
Penn West Petroleum	34.509738660
ARC Resources General Partnership.	1.719964870
K & N Oil Development Co. Ltd.	0.279600670
North West Exploration Company Ltd.	0.087818950
Gem Oil Inc.	0.059066940
Berwick Minerals Limited	<u>0.054016040</u>
 TOTAL	 <u>100.000000000</u>

Revision No. 26
Effective: August 1, 2011

**WORKING INTEREST OWNER ADDRESSEE LIST
VIRDEN ROSELEA UNIT NO. 1**

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

Attention: Stephanie Fiedler

Berwick Minerals Limited
135 Mayfair Crescent
Regina SK S4S 4J1

Attention: Lawrence J. Bintner

Gem Oil Inc.
Box 1111
Regina SK S4P 3B2

Attention: Shaun Spelliscy

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

Attention: Mr. A.A. Niesner

North West Exploration Co. Ltd.
c/o 1903 Louisiana Avenue
Ottawa ON K1H 6T7

Attention: Ms. Jean Bye

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

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

Attention: JI Department – Royalty Owner