

December 20, 2012

WORKING INTEREST OWNERS
VIRDEN-ROSELEA UNIT NO. 1
(Addressee List Attached)

Dear Sir/Madam:

Re: Revision # 28 to Schedules "A" & "B" Effective January 1, 2013
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 attached Revision No. 28 to Schedule "A" and Schedule "B" to the subject Agreement to reflect the following changes:

Effective September 1, 2012, Enerplus Partnership assigned its entire interest in the subject Unit to Corex Resources Ltd. Schedules are revised effective January 1, 2013.

Appropriate documentation to support these changes are held on file.

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

Yours truly,

ENERPLUS PARTNERSHIP,
by its managing partner, Enerplus Corporation



Val Pilon
Joint Interest 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
VIRDEN ROSELEA UNIT NO. 1**

ARC Resources General Partnership
1200, 308 – 4th Avenue SW
Calgary AB T2P 0H7

Attention: Stephanie Fiedler

Berwick Minerals Limited
5308 Lakeshore Road
Kelowna, BC V1W 4J3

Attention: Lawrence Bintner

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: Mr. A.A. Niesner

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

Attention: Ms. Jean Bye

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

Attention: Paul Tyson

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. 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
	Corex Resources Ltd.	50
13-19	ARC Resources General Partnership.	50
	Corex Resources Ltd.	50
16-19	ARC Resources General Partnership.	50
	Corex Resources Ltd.	50
8-20	Corex Resources Ltd.	60
	Penn West Petroleum	40
9-20	Corex Resources Ltd.	60
	Penn West Petroleum	40
10-20	Corex Resources Ltd.	60
	Penn West Petroleum	40
11-20	Corex Resources Ltd.	60
	Penn West Petroleum	40
12-20	Corex Resources Ltd.	60
	Penn West Petroleum	40
13-20	Corex Resources Ltd.	60
	Penn West Petroleum	40
14-20	Corex Resources Ltd.	60
	Penn West Petroleum	40
15-20	Corex Resources Ltd.	60
	Penn West Petroleum	40
16-20	Corex Resources Ltd.	60
	Penn West Petroleum	40
5-21	Corex Resources Ltd.	58.5
	Penn West Petroleum	39.0
	Berwick Minerals Limited	2.5
6-21	Corex Resources Ltd.	58.92
	Penn West Petroleum	39.28
	Berwick Minerals Limited	1.8
7-21	Corex Resources Ltd.	58.68
	Penn West Petroleum	39.12
	Berwick Minerals Limited	2.2
10-21	Corex Resources Ltd.	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	Corex Resources Ltd.	60
	Penn West Petroleum	40
12-21	Corex Resources Ltd.	60
	Penn West Petroleum	40
13-21	Corex Resources Ltd.	60
	Penn West Petroleum	40
14-21	Corex Resources Ltd.	60
	Penn West Petroleum	40
15-21	Corex Resources Ltd.	59.1
	Penn West Petroleum	39.4
	Berwick Minerals Limited	1.5
2-28	Corex Resources Ltd.	60
	Penn West Petroleum	40
3-28	Corex Resources Ltd.	60
	Penn West Petroleum	40
4-28	Corex Resources Ltd.	60
	Penn West Petroleum	40
5-28	Corex Resources Ltd.	60
	Penn West Petroleum	40
1-29	Corex Resources Ltd.	60
	Penn West Petroleum	40
2-29	Corex Resources Ltd.	60
	Penn West Petroleum	40
3-29	Corex Resources Ltd.	60
	Penn West Petroleum	40
4-29	Corex Resources Ltd.	60
	Penn West Petroleum	40
5-29	Corex Resources Ltd.	60
	Penn West Petroleum	40
6-29	Corex Resources Ltd.	60
	Penn West Petroleum	40
7-29	Corex Resources Ltd.	60
	Penn West Petroleum	40
8-29	Corex Resources Ltd.	60
	Penn West Petroleum	40
10-29	Corex Resources Ltd.	60
	Penn West Petroleum	40
11-29	Corex Resources Ltd.	60
	Penn West Petroleum	40
12-29	Corex Resources Ltd.	60
	Penn West Petroleum	40
1-30	Corex Resources Ltd.	60
	Penn West Petroleum	40

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

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

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

Revision No. 28
Effective: January 1, 2013

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>
Corex Resources Ltd.	63.289793870
Penn West Petroleum	34.509738660
ARC Resources General Partnership.	1.719964870
K&N Oil Developments	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. 28
Effective: January 1, 2013

March 12, 2012

WORKING INTEREST OWNERS
VIRDEN-ROSELEA UNIT NO. 1
(Addressee List Attached)

Dear Sir/Madam:

Re: Revision # 27 to Schedules "A" & "B" Effective February 1, 2012
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 attached Revision No. 27 to Schedule "A" and Schedule "B" to the subject Agreement to reflect the following changes:

Effective October 1, 2012, Penn West Petroleum assigned its entire interest in the Virden-Roselea Unit No. 1 to Crescent Point Resources Partnership. Schedules are effective February 1, 2012.

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

Appropriate documentation to support these changes are held on file.

If you require further information please contact the undersigned at (403) 298-8840 or vpilson@enrplus.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
The Dome Tower, Suite 3000
333 - 7th Avenue SW
Calgary, Alberta T2P 2Z1

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

ARC Resources General Partnership
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 Oil 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

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

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

Attention: JI Department – Royalty Owner

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
	Crescent Point Resources Partnership	40
9-20	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
10-20	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
11-20	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
12-20	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
13-20	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
14-20	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
15-20	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
16-20	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
5-21	Enerplus Partnership	58.5
	Crescent Point Resources Partnership	39.0
	Berwick Minerals Limited	2.5
6-21	Enerplus Partnership	58.92
	Crescent Point Resources Partnership	39.28
	Berwick Minerals Limited	1.8
7-21	Enerplus Partnership	58.68
	Crescent Point Resources Partnership	39.12
	Berwick Minerals Limited	2.2
10-21	Enerplus Partnership	58.92
	Crescent Point Resources Partnership	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
	Crescent Point Resources Partnership	40
12-21	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
13-21	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
14-21	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
15-21	Enerplus Partnership	59.1
	Crescent Point Resources Partnership	39.4
	Berwick Minerals Limited	1.5
2-28	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
3-28	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
4-28	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
5-28	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
1-29	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
2-29	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
3-29	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
4-29	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
5-29	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
6-29	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
7-29	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
8-29	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
10-29	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
11-29	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
12-29	Enerplus Partnership	60
	Crescent Point Resources Partnership	40
1-30	Enerplus Partnership	60
	Crescent Point Resources Partnership	40

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

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

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

Revision No. 27
Effective: February 1, 2012

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
Crescent Point Resources Partnership	34.509738660
ARC Resources General Partnership.	1.719964870
K&N Oil Developments	0.279600670
North West Exploration Company Ltd.	0.087818950
Gem Oil Inc.	0.059066940
Berwick Minerals Limited	0.054016040
 TOTAL	 <u>100.000000000</u>

Revision No. 27
Effective: February 1, 2012