



December 20, 2012

Virden-Roselea Unit No. 3
Working Interest Owners
(Addressee list
attached)

Dear Sir/Madam:

**Re: Plan for Unit Operation Governing the Unitized Management Operation and
Further
Development of Virden-Roselea Unit No. 3 (the "Agreement")
Schedules "A" & "B" Revised Effective January 1, 2013
Enerplus Partnership File No.: UN000366**

Please find enclosed revised Schedule "A" & Schedule "B" to reflect the following transaction:

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 this transaction is held on file.

If you have any questions, please contact me at (403) 298-8840.

Yours truly,

**ENERPLUS PARTNERSHIP,
by its managing partner, Enerplus Corporation**



Val Pilson
Joint Interest Analyst

Enclosure(s)

cc: Manitoba Industry, Economic Development and Mines

ENERPLUS CORPORATION
The Dome Tower, Suite 3000
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Calgary, Alberta T2P 2Z1

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**WORKING INTEREST ADDRESSEE LIST
VIRDEN ROSELEA UNIT NO. 3**

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

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. 3

SCHEDULE "A"

TRACT NUMBERS AND THE PRIMA FACIE WORKING INTEREST OWNERS OF THE TRACTS IN VIRDEN-ROSELEA UNIT NO. 3

AS OF JANUARY 1, 2013

<u>Tract Number</u>	<u>Working Interest Owner</u>	<u>Percentage Working Interest Ownership</u>
6-7	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
8-7	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
9-7	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
10-7	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
11-7	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
12-7	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
13-7	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
14-7	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
15-7	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
16-7	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
2-18	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
3-18	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40

<u>Tract Number</u>	<u>Working Interest Owner</u>	<u>Percentage Working Interest Ownership</u>
4-18	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
5-18	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
6-18	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
7-18	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
12-18	ARC Resources General Partnership.	40
	Corex Resources Ltd.	36
	Crescent Point Resources Partnership	24
2-1	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
3-1	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
5-1	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
6-1	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
7-1	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
11-1	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
12-1	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
13-1	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
14-1	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
5-2	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40

<u>Tract Number</u>	<u>Working Interest Owner</u>	<u>Percentage Working Interest Ownership</u>
7-2	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
8-2	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
9-2	Corex Resources Ltd.	30
	Crescent Point Resources Partnership	20
	ARC Resources General Partnership.	50
10-2	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
11-2	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
12-2	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
13-2	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
14-2	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
15-2	Corex Resources Ltd.	30
	Crescent Point Resources Partnership	20
	ARC Resources General Partnership.	50
16-2	Corex Resources Ltd.	30
	Crescent Point Resources Partnership	20
	ARC Resources General Partnership.	50
9-3	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
15-3	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
16-3	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
1-10	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40

<u>Tract Number</u>	<u>Working Interest Owner</u>	<u>Percentage Working Interest Ownership</u>
2-10	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
5-10	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
6-10	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
7-10	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
8-10	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
9-10	Corex Resources Ltd.	46.5
	Crescent Point Resources Partnership	31.0
	ARC Resources General Partnership.	22.5
10-10	ARC Resources General Partnership.	100
11-10	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
12-10	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
16-10	Corex Resources Ltd.	46.5
	Crescent Point Resources Partnership	31.0
	ARC Resources General Partnership.	22.5
1-11	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
2-11	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
3-11	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
4-11	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40

<u>Tract Number</u>	<u>Working Interest Owner</u>	<u>Percentage Working Interest Ownership</u>
5-11	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
6-11	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
7-11	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
8-11	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
9-11	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
10-11	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
11-11	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
12-11	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
13-11	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
14-11	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
15-11	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
16-11	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
3-12	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
4-12	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
5-12	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40

<u>Tract Number</u>	<u>Working Interest Owner</u>	<u>Percentage Working Interest Ownership</u>
6-12	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
9-12	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
11-12	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
12-12	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
13-12	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
14-12	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
15-12	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
16-12	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
1-13	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
3-13	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
4-13	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
5-13	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
6-13	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
7-13	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
8-13	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40

<u>Tract Number</u>	<u>Working Interest Owner</u>	<u>Percentage Working Interest Ownership</u>
9-13	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
10-13	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
11-13	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
12-13	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
13-13	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
14-13	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
15-13	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
2-14	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
3-14	ARC Resources General Partnership.	40
	Corex Resources Ltd.	36
	Crescent Point Resources Partnership	24
4-14	ARC Resources General Partnership.	40
	Corex Resources Ltd.	36
	Crescent Point Resources Partnership	24
5-14	ARC Resources General Partnership.	40
	Corex Resources Ltd.	36
	Crescent Point Resources Partnership	24
6-14	ARC Resources General Partnership.	40
	Corex Resources Ltd.	36
	Crescent Point Resources Partnership	24
11-14	ARC Resources General Partnership.	40
	Corex Resources Ltd.	36
	Crescent Point Resources Partnership	24

<u>Tract Number</u>	<u>Working Interest Owner</u>	<u>Percentage Working Interest Ownership</u>
12-14	ARC Resources General Partnership.	40
	Corex Resources Ltd.	36
	Crescent Point Resources Partnership	24
14-14	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
15-14	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
16-14	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
9-15	Corex Resources Ltd.	60
	Crescent Point Resources Partnership	40
1-23	ARC Resources General Partnership.	100
2-23	ARC Resources General Partnership.	100
3-23	ARC Resources General Partnership.	100
4-23	ARC Resources General Partnership.	100
5-23	ARC Resources General Partnership.	100
6-23	ARC Resources General Partnership.	100
7-23	ARC Resources General Partnership.	100
8-23	ARC Resources General Partnership.	100

Effective: January 1, 2013

VIRDEN-ROSELEA UNIT NO. 3

SCHEDULE "B"

PRIMA FACIE WORKING INTEREST OWNERS AND THEIR FINAL PARTICIPATION INTEREST IN THE VIRDEN-ROSELEA UNIT NO. 3

AS AT JANUARY 1, 2013

<u>Working Interest Owner</u>	<u>Final Participation Interest (%)</u>
Corex Resources Ltd.	52.65118 ✓
Crescent Point Resources Partnership	35.10079
ARC Resources General Partnership.	<u>12.24803</u> ✓
	100.00000

Effective: January 1, 2013