



May 26, 2011

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 May 1, 2011
Enerplus Partnership File No.: UN000366**

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

Effective January 1, 2011 Penn West Petroleum Ltd. assigned its interest in the Agreement to Penn West Petroleum, schedules effective May 1, 2011.

Please insert into your copy of the Agreement.

Enerplus Partnership holds the appropriate documentation on file to substantiate the change.

If you have any questions, please contact me at (403) 693-5096.

Yours truly,
Enerplus Partnership
by its managing partner, Enerplus Corporation



pen Karen Hicks
Sr. Joint Interest Contract Analyst

Enclosures

cc: Manitoba Petroleum Branch

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 ADDRESSEE LIST
VIRDEN ROSELEA UNIT NO. 3**

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

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 MAY 1, 2011

<u>Tract Number</u>	<u>Working Interest Owner</u>	<u>Percentage Working Interest Ownership</u>
6-7	Enerplus Partnership Penn West Petroleum	60 40
8-7	Enerplus Partnership Penn West Petroleum	60 40
9-7	Enerplus Partnership Penn West Petroleum	60 40
10-7	Enerplus Partnership Penn West Petroleum	60 40
11-7	Enerplus Partnership Penn West Petroleum	60 40
12-7	Enerplus Partnership Penn West Petroleum	60 40
13-7	Enerplus Partnership Penn West Petroleum	60 40
14-7	Enerplus Partnership Penn West Petroleum	60 40
15-7	Enerplus Partnership Penn West Petroleum	60 40
16-7	Enerplus Partnership Penn West Petroleum	60 40
2-18	Enerplus Partnership Penn West Petroleum	60 40
3-18	Enerplus Partnership Penn West Petroleum	60 40

Effective: May 1, 2011

<u>Tract Number</u>	<u>Working Interest Owner</u>	<u>Percentage Working Interest Ownership</u>
4-18	Enerplus Partnership	60
	Penn West Petroleum	40
5-18	Enerplus Partnership	60
	Penn West Petroleum	40
6-18	Enerplus Partnership	60
	Penn West Petroleum	40
7-18	Enerplus Partnership	60
	Penn West Petroleum	40
12-18	ARC Resources Ltd.	40
	Enerplus Partnership	36
	Penn West Petroleum	24
2-1	Enerplus Partnership	60
	Penn West Petroleum	40
3-1	Enerplus Partnership	60
	Penn West Petroleum	40
5-1	Enerplus Partnership	60
	Penn West Petroleum	40
6-1	Enerplus Partnership	60
	Penn West Petroleum	40
7-1	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
5-2	Enerplus Partnership	60
	Penn West Petroleum	40

Effective: May 1, 2011

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

Effective: May 1, 2011

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

Effective: May 1, 2011

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

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

Effective: May 1, 2011

<u>Tract Number</u>	<u>Working Interest Owner</u>	<u>Percentage Working Interest Ownership</u>
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	ARC Resources Ltd.	40
	Enerplus Partnership	36
	Penn West Petroleum	24
4-14	ARC Resources Ltd.	40
	Enerplus Partnership	36
	Penn West Petroleum	24
5-14	ARC Resources Ltd.	40
	Enerplus Partnership	36
	Penn West Petroleum	24
6-14	ARC Resources Ltd.	40
	Enerplus Partnership	36
	Penn West Petroleum	24
11-14	ARC Resources Ltd.	40
	Enerplus Partnership	36
	Penn West Petroleum	24
12-14	ARC Resources Ltd.	40
	Enerplus Partnership	36
	Penn West Petroleum	24

<u>Tract Number</u>	<u>Working Interest Owner</u>	<u>Percentage Working Interest Ownership</u>
14-14	Enerplus Partnership	60
	Penn West Petroleum	40
15-14	Enerplus Partnership	60
	Penn West Petroleum	40
16-14	Enerplus Partnership	60
	Penn West Petroleum	40
9-15	Enerplus Partnership	60
	Penn West Petroleum	40
1-23	ARC Resources Ltd.	100
2-23	ARC Resources Ltd.	100
3-23	ARC Resources Ltd.	100
4-23	ARC Resources Ltd.	100
5-23	ARC Resources Ltd.	100
6-23	ARC Resources Ltd.	100
7-23	ARC Resources Ltd.	100
8-23	ARC Resources Ltd.	100

Effective: May 1, 2011

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 May 1, 2011

<u>Working Interest Owner</u>	<u>Final Participation Interest (%)</u>
Enerplus Partnership	52.65118
Penn West Petroleum	35.10079
ARC Resources Ltd.	<u>12.24803</u>
	100.00000

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