



Pauletti  
Please note  
changes &  
file.  
J.

## NCE PETROFUND CORP.

2300 CANADA TRUST TOWER, 421-7th AVE. S.W., CALGARY, ALBERTA, CANADA T2P 4K9 TELEPHONE (403) 218-8625 FAX (403) 269-5858

March 2, 1999

Manitoba Energy and Mines  
Petroleum Branch  
360, 1395 Ellice Avenue  
Winnipeg, MB R3G 3P2

Attention: John Fox, P. Eng.  
Chief Petroleum Engineer

Re: Waskada Unit No. 13  
Correction to Unit Agreement Exhibit "A"  
NCE File No. U-00047

MAR 8 1999

The enclosed Exhibit "A" to Waskada Unit No. 13 corrects an error in typing for Tract No's 10, 11, 12. Please note that these tracts have been corrected to reference a GORR to Baxter Lake Holding Company Limited.

Should you have any questions or concerns, please contact Karen Sticks1 at (403) 218 - 8707.

Yours truly,

NCE Petrofund Corp.

*K. Sticks1*

Karen Sticks1  
Land Consultant

*no change*

*P*

Encl.

## EXHIBIT "A"

Tract No.	Land Description	W.I. Owner	W.I Share %	R.I. Owner	R.I. Share %	Tract Participation
1	1-1-2-26 W1M	NCE	100	Hannah (2)	100	7.5632
2	2-1-2-26 W1M	NCE	100	Hannah (2)	100	7.4025
3	3-1-2-26 W1M	NCE	100	Hannah (2)	100	6.9465
4	4-1-2-26 W1M	NCE	100	Hannah (2)	100	5.3472
5	5-1-2-26 W1M	NCE	100	Hannah (2)	100	7.4956
6	6-1-2-26 W1M	NCE	100	Hannah (2)	100	8.2741
7	7-1-2-26 W1M	NCE	100	Hannah (2)	100	7.2310
8	8-1-2-26 W1M	NCE	100	Hannah (2)	100	5.1412
9	9-1-2-26 W1M	NCE	100 (1)	60867 Hannah (2) PanCan	76.02 16.47 7.51	5.8204
10	10-1-2-26 W1M	NCE	100 (1)	60867 Hannah (2) PanCan	69.71 22.78 7.51	6.5958
11	11-1-2-26 W1M	NCE	100 (1)	60867 Hannah(2) PanCan	63.41 29.08 7.51	5.9793

Tract No.	Land Description	W.I. Owner	W.I. Share %	R.I. Owner	R.I. Share %	Tract Participation
12	12-1-2-26 W1M	NCE	100 (1)	60867 Hannah (2) PanCan	57.09 35.40 7.51	6.5078
13	13-1-2-26 W1M	NCE Baxter	50 50	60867	100	6.0806
14	14-1-2-26 W1M	NCE Baxter	50 50	60867	100	7.1052
15	15-1-2-26 W1M	NCE	100 (1)	60867	100	6.5096

Notes: (1) Subject to a GORR to Baxter  
 (2) Subject to a Non-Convertible GORR held by Lintus

7 13.1858 A  
 50% =  
 6.5929

no  
 large

P



*Checked  
Waskada #3  
changed only*

## NCE PETROFUND CORP.

2300 CANADA TRUST TOWER, 421-7th AVE. S.W., CALGARY, ALBERTA, CANADA T2P 4K9 TELEPHONE (403) 218-8625 FAX (403) 269-5858

January 19, 1998

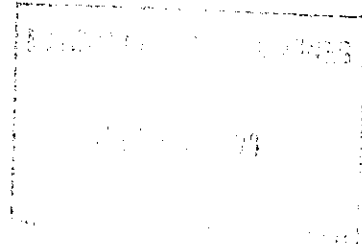
### Manitoba Energy and Mines

Petroleum Branch

360, 1395 Ellice Avenue

Winnipeg, MB R3G 3P2

Attention: John Fox, P. Eng.  
Chief Petroleum Engineer



Re: Manitoba Oil and Gas Units  
Waskada Area, Manitoba

Please be advised that pursuant to a Purchase and Sale Agreement dated December 23, 1996, Inuvialuit Petroleum Corporation (as successor in interest to Omega Hydrocarbons Ltd.) has sold its entire interest in the following Units to NCE Petrofund Corp., effective October 1, 1996.

Waskada Unit No. 1  
Waskada Lower  
Amaranth Unit No. 1  
Waskada Unit No. 2  
Waskada Unit No. 3  
Waskada Unit No. 4  
Waskada Unit No. 5  
Waskada Unit No. 7

Waskada Unit No. 8  
Waskada Unit No. 9  
Waskada Unit No. 10  
Waskada Unit No. 12  
Waskada Unit No. 13  
Waskada Unit No. 14  
Waskada Unit No. 15

Accordingly, enclosed are copies of an Assignment Agreement for each of the above Units along with copies of the execution page(s). Also enclosed are the revised Exhibits for each of these Units.

We trust that the foregoing will enable you to update the "Manitoba Oil and Gas Units". Should you require any further information, contact the writer at (403) 218-8635.

Sincerely yours,  
NCE Petrofund Corp.

Jacqueline Gislason  
Land Consultant

## EXHIBIT "A"

Attached to and made part of an Agreement entitled  
"Unit Agreement - Waskada Unit No. 13"

### Working Interest Owners

NCE  
Baxter

NCE Petrofund Corp.  
Baxter Lake Holdings Company Limited

93.4071%  
6.5929%

no  
change

### Royalty Interest Owners

Hannah  
60867  
PanCan  
Lintus

Roydon Gordon Keith Hannah  
60867 Manitoba Ltd.  
PanCanadian Petroleum Limited  
Lintus Resources Limited

f

Revision No. 4  
November 3, 1997  
NCE File: U-00047

## EXHIBIT "A"

Tract No.	Land Description	W.I. Owner	W.I. Share %	R.I. Owner	R.I. Share %	Tract Participation
1	1-1-2-26 W1M	NCE	100	Hannah (2)	100	7.5632
2	2-1-2-26 W1M	NCE	100	Hannah (2)	100	7.4025
3	3-1-2-26 W1M	NCE	100	Hannah (2)	100	6.9465
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5	5-1-2-26 W1M	NCE	100	Hannah (2)	100	7.4956
6	6-1-2-26 W1M	NCE	100	Hannah (2)	100	8.2741
7	7-1-2-26 W1M	NCE	100	Hannah (2)	100	7.2310
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14	14-1-2-26 W1M	NCE Baxter	50 50	60867	100	7.1052
15	15-1-2-26 W1M	NCE	100 (1)	60867	100	6.5096

Notes: (1) Subject to a GORR to Baxter  
(2) Subject to a Non-Convertible GORR held by Lintus

## **ASSIGNMENT AGREEMENT**

**THIS AGREEMENT** dated the 23rd day of December, 1996.

**BETWEEN:**

**OMEGA HYDROCARBONS LTD.**, a body corporate, having an office in the City of Calgary, in the Province of Alberta, (hereinafter called the "Assignor")

- and -

**NCE PETROFUND CORP.**, a body corporate, having an office in the City of Calgary, in the Province of Alberta, (hereinafter called the "Assignee")

**WHEREAS** the Assignor is a party to the agreement or agreements described and set forth in Schedule "A" attached hereto (such agreement or agreements, including all amendments thereto, if any, being hereinafter referred to as the "said Agreement" regardless whether there be more than one of them, but if more than one, then such reference shall be collective);

**AND WHEREAS** under and by virtue of an Agreement made effective as of the 1st day of July, 1996 (hereinafter referred to as the "effective date"), the Assignor sold to the Assignee all of its right title, estate and interest in and to the said Agreement;

**AND WHEREAS** the Assignor desires to assign, transfer and convey unto the Assignee all its right, title, estate and interest in and to the said Agreement.

**NOW THEREFORE THIS AGREEMENT WITNESSETH THAT** in consideration of the premises of the mutual covenants and agreements hereinafter set forth and contained, the parties hereto mutually covenant and agree as follows:

1. The Assignor hereby assigns, transfers, sets over and conveys unto the Assignee, from and after the effective date, all of its right, title, estate and interest in and to the said Agreement (hereinafter referred to as the "assigned Interest"), and all rights, benefits, privileges and advantages to be derived therefrom, including corresponding interest in and to the unit facilities appertaining to the operation of the unit (as the term "unit facilities" is defined in the Unit Operating Agreement), to have and to hold the same unto the Assignee for its sole use and benefit absolutely, subject to the performance and observance by the Assignee of the terms, conditions and obligations contained in the said Agreement.
2. The Assignee hereby accepts the within assignment, transfer and conveyance and covenants and agrees with the Assignor that from and after the effective date it will be bound by and observe, perform and fulfill each and every covenant, agreement, term, condition and stipulation on the part of the Assignor in the said Agreement, reserved and contained, with respect to the Assigned Interest, as if the Assignee had been originally named a party thereto in the place and stead of the Assignor with respect to the Assigned Interest.
3. The Assignee expressly acknowledges that in all matters relating to the said Agreement subsequent to the effective date and prior to the delivery of this Agreement to the Unit Operator, including but not limited to all accounting, conduct of operations and disposition of production thereunder, the Assignor



has been acting as a trustee for and as the duly authorized agent of the Assignee with respect to the signed Interest, and the Assignee does hereby expressly ratify, adopt and confirm all acts or omissions of the Assignor in its capacity as such trustee and agent to the end that all such acts and omissions shall for all purposes be construed as having been made or done by the Assignee.

4. It is further agreed that the parties hereto shall, from time to time and at all times hereafter, do all such further acts and execute and deliver all such further documents and assurances as may be reasonably required in order to fully perform and carry out the terms of this Agreement.
5. The address of the Assignee for notices to be hereafter served on it under the said Agreement, but subject to the provisions thereof as to notices, shall be:

NCE PETROFUND CORP.  
2300 Canada Trust Tower  
421 - 7th Avenue S.W.  
Calgary, Alberta  
T2P 4K9

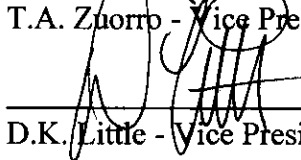
6. This Agreement shall enure to the benefit of and be binding upon the parties hereto and their respective successors and permitted assigns.

**IN WITNESS WHEREOF** the parties hereto have executed this Agreement.

**ASSIGNOR:**

**INUVIALUIT ENERGY INC., AS  
SUCCESSOR IN RIGHT TO AND ATTORNEY FOR  
OMEGA HYDROCARBONS LTD.**

  
\_\_\_\_\_  
T.A. Zuorro - Vice President, Land

  
\_\_\_\_\_  
D.K. Little - Vice President, Finance

**ASSIGNEE:**

**NCE PETROFUND CORP.**

  
\_\_\_\_\_  
Jeff D. Newcommon, P. Land  
Vice President, Land

  
\_\_\_\_\_  
J.E. Errico  
Senior Vice President, Operations

## **SCHEDULE "A"**

Attached to and made part of an Assignment Agreement dated the 23rd day of December, 1996.

### **"the said Agreement"**

Waskada Unit No. 13

### **Land Description for Reference Only:**

Twp 2 Rge 26 W1M



1300 SUN LIFE PLAZA III  
112 - 4th AVENUE S.W.  
CALGARY, ALBERTA, CANADA T2P 0H3  
TELEPHONE (403) 261-0743

March 17, 1987

Royalty Interest Owners  
Waskada Unit No. 13  
(Addressee List Attached)

Gentlemen:

**Re: Revision of Exhibits  
Unit Agreement**

---

Enclosed is a copy of each of pages A-1, A-2 and A-3 of Exhibit "A" of the Unit Agreement revised to reflect the conveyance of interest from Sasko Oil & Gas Limited to Baxter Lake Holdings Company Limited and name change for Andex Oil Co. Ltd. to Enron Oil Canada Ltd.

Yours truly,

OMEGA HYDROCARBONS LTD.

A handwritten signature in cursive script, appearing to read "R.A. Beamish".

R.A. Beamish  
Chairman-Operating Committee

cc: Manitoba Oil & Gas Conservation  
Board (2)

Encl:

RAB/tct

**Waskada Unit No. 13  
Royalty Interest Owners  
Addressee List**

Roydon Gordon Keith Hannah  
Box 24  
Waskada, Manitoba  
ROM 2E0

60867 Manitoba Ltd.  
c/o Murray Hannah  
Box 7  
Waskada, Manitoba  
ROM 2E0

PanCanadian Petroleum Limited  
150 - 9th Avenue S.W.  
P.O. Box 2850  
Calgary, Alberta  
T2P 2S5



1300 SUN LIFE PLAZA III  
112 - 4th AVENUE S.W.  
CALGARY, ALBERTA, CANADA T2P 0H3  
TELEPHONE (403) 261-0743

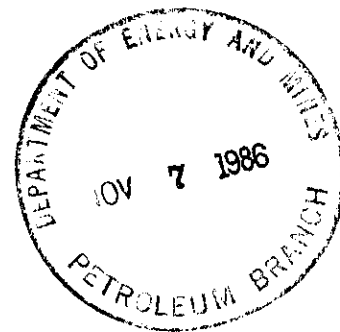
November 6, 1986

Manitoba Petroleum Branch  
550 - 330 Graham Avenue  
Winnipeg, Manitoba  
R3C 4E3

Attention: Mr. Bob Dubreuil

Dear Sir:

Re: Waskada Unit No. 13  
Effective Date



This letter will confirm our request for an Effective Date of November 1, 1986 for the captioned unit and provide you with the appropriate replacements for the information sent by telecopier.

Enclosed is a copy of each parties execution of the Unit Agreement, and a copy of the Unit Agreement for your files.

Also enclosed is a copy of the Unit Operating Agreement, along with a copy of each Working Interest Owners execution of same.

Yours truly,

OMEGA HYDROCARBONS LTD.

A handwritten signature in dark ink, appearing to read "R.A. Beamish".

R.A. Beamish  
Joint Interest Coordinator

Encl:

RAB/tct

# Manitoba



The Oil and Natural Gas  
Conservation Board

Room 309  
Legislative Building  
Winnipeg, Manitoba, CANADA  
R3C 0V8

(204) 945-3130

OCT 31 1986

Omega Hydrocarbons Ltd.  
1300 Sun Life Plaza  
112 - 4 Avenue S.W.  
Calgary, Alberta  
T2P 0H3

Attention: Mr. R. A. Beamish, P. Eng.

Dear Sirs:

Re: Waskada Unit No. 13

The Waskada Unit No. 13 Unit Agreement is hereby approved with an effective date (pursuant to Article XIV of the Unit Agreement) of November 1, 1986.

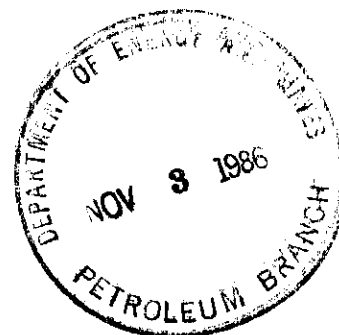
Sincerely yours

ORIGINAL SIGNED BY  
CHARLES S. KANG

Charles S. Kang  
Chairman

LRD/lk

b.c. Wm. McDonald  
B. Ball  
Petroleum





OMEGA HYDROCARBONS LTD.

5000 SHEPPARD AVENUE E.  
SUITE 200, WILLOWDALE, ONT. M2H 1P7  
TEL. (416) 491-1111

Transmitted by Telecopier

October 29, 1986

Canadian Petroleum Branch  
2000 7th Avenue  
Winnipeg, Manitoba  
R2S 1A7

Attention: Mr. Bob Dubinsky

Dear Sir:

Re: Waskada Unit Vol. 1  
Effective Date \_\_\_\_\_

Enclosed for your review are sending by telecopier a copy of the executive  
order and the Unit Agreement for each party involved.

Respectfully,  
Roydon Gordon Zaitz, Branch  
Manager  
Canadian Petroleum Limited  
Omega Hydrocarbons Ltd.  
a division of  
Imperial Oil Limited

Very truly yours,  
October 29, 1986 is respectfully requested

that you will follow as soon as possible

Yours truly,

OMEGA HYDROCARBONS LTD.

*[Signature]*

S.A. Berman  
Unit 1, 1000 7th Avenue

Page 1



The Oil and Natural Gas  
Conservation Board

Room 309  
Legislative Building  
Winnipeg, Manitoba, CANADA  
R3C 0V8

(204) 945-3130

OCT 28 1986

Omega Hydrocarbons Ltd.  
1300, 112 - 4th Avenue S.W.  
CALGARY, Alberta  
T2P 0H3

Attention: Mr. G.E. Patey  
Vice-President, Production

Dear Sirs:

Re: Waskada Lower Amaranth A Pool  
Board Order No. PM 52  
Omega Waskada 13-17-1-25 (WPM)  
Omega Waskada 7-18-1-25 (WPM)  
Omega Waskada Prov. 5-20-1-25 (WPM)  
Omega Waskada 7-20-1-25 (WPM)  
Omega Waskada 13-20-1-25 (WPM)  
Omega Waskada 15-20-1-25 (WPM)  
Omega Andex Waskada 5-1-2-26 (WPM)  
Omega Andex Waskada 7-1-2-26 (WPM)  
Omega et al Waskada 13-1-2-26 (WPM)  
Omega Waskada 15-1-2-26 (WPM)

Enclosed is Board Order No. 52 authorizing water injection operations in the Waskada Lower Amaranth A Pool.

Please note, however, that injection shall not be initiated in the subject wells until the Board has approved the proposed Waskada Units No. 7 and 13.

Also, please note that subclause 1(4) of Board Order No. PM 52 stipulates that the completion of the wells will be as prescribed by the Executive Director. You are consequently required to submit completed applications for each well to be converted (using form MG 416) for approval of the proposed recompletion program, prior to conversion of the wells to injection.

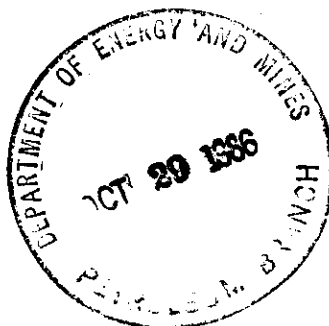
Sincerely yours

ORIGINAL SIGNED BY  
CHARLES S. KANG

Charles S. Kang  
Chairman

LRD/lk

b.c. Wm. McDonald  
B. Ball  
Petroleum









UNITED WORKING INTEREST OWNERSHIP BREAKDOWN

0. 26

TRACT NUMBER	TRACT FACTOR	WORKING INTEREST OWNERS, THEIR SHARES IN EACH TRACT, AND THE RESULTING TOTAL WORKING INTERESTS									
		1	2	3	4	5	6	7	8	9	10
		DNESA	ANCEA	SASCO							
		W.I.	W.I.	W.I.	W.I.	W.I.	W.I.	W.I.	W.I.	W.I.	W.I.
1	7.5622	50.0000	3.7816	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
2	7.4025	50.0000	3.7012	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
3	6.9465	50.0000	3.4732	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
4	5.3472	50.0000	2.6736	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
5	7.4536	50.0000	3.7268	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
6	8.2741	50.0000	4.1371	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
7	7.2310	50.0000	3.6155	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
8	5.1412	50.0000	2.5706	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
9	5.8264	51.7640	3.3410	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
10	6.5756	88.5110	5.8446	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
11	5.9792	85.4610	5.1109	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
12	6.5378	82.3020	5.3569	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
13	4.0806	50.0000	3.0405	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
14	7.1052	50.0000	3.5525	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
15	6.5595	100.0000	6.5595	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
1100.0000		62.4549	30.9522	6.5729	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000



Energy and Mines

Petroleum

555 — 330 Graham Avenue  
Winnipeg, Manitoba, CANADA  
R3C 4E3

(204) 945-6577

August 19, 1986

Omega Hydrocarbons Ltd.  
1300 Sunlife Plaza III  
112 - 4th Avenue S.W.  
CALGARY, Alberta  
T2P 0H3

Attention: Mr. R.A. Beamish, P. Eng.

Dear Sir:

Re: Waskada Unit No. 13

Your letter of July 24, 1986 with respect to the proposed Waskada Unit No. 13 is acknowledged. The Branch has reviewed the tract factors for the proposed Unit wells and feels that these are acceptable. Final approval for unitization will be recommended to The Oil and Natural Gas Conservation Board upon submission of a copy of the Unit Agreement executed by all the Royalty Interest and Working Interest Owners, included in the proposed Unit Area.

Yours sincerely,

L.R. Dubreuil  
Chief Petroleum Engineer  
Petroleum Branch

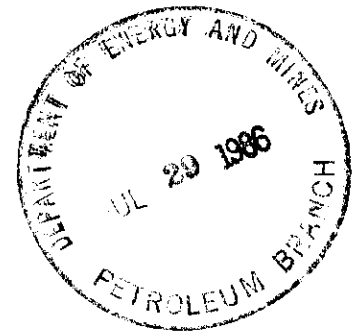
LRD:dah

Waskoda Unit No. 13 Tract Factors ( $\phi t$  calculations) - M. Arbez / Aug 15/86

Location	GR <sub>CL</sub>	GR <sub>SH</sub>	X% for 50% V <sub>sh</sub> ( $X = 0.7 \frac{GR_{SH}}{GR_{CL}}$ ) - Corr.	① $\phi t$	② Omega $\phi t$	①/②	③ Omega Tract Factor	③/①
1-1	2.1	6.0	4.8	0.65	1.49	.4	7.56	11.
2-1	2.5	6.3	5.2	0.84	1.25	.7	7.40	9
3-1	3.0	6.0	5.1	0.94	1.03	.9	6.95	7
4-1	3.0	6.0	5.1	0.65	0.80	.8	5.35	8
5-1	2.3	5.6	4.6	0.76	1.11	.7	7.50	10
6-1	2.7	6.3	5.2	0.78	1.38	.6	8.27	11
7-1	3.0	6.0	5.1	0.65	1.28	.5	7.23	11
8-1	3.0	5.4	4.7	0.60	0.99	.6	5.14	9
9-1	3.0	6.0	5.1	1.03	1.17	.9	5.82	6
10-1	2.4	6.0	4.9	0.72	0.96	.8	6.60	9
11-1	3.5	6.0	5.3	0.93	0.90	1.0	6.00	6
12-1	3.0	6.0	5.1	0.46	0.95	.5	6.51	14
13-1	3.4	6.0	5.3	1.15	1.03	1.1	6.08	5
14-1	3.2	6.0	5.2	0.92	1.10	.8	7.11	8
15-1	3.0	6.0	5.1	0.87	1.23	.7	6.51	7



1300 SUN LIFE PLAZA III  
112 - 4th AVENUE S.W.  
CALGARY, ALBERTA, CANADA T2P 0H3  
TELEPHONE (403) 261-0743



July 24, 1986

Manitoba Petroleum Branch  
555 - 330 Graham Avenue  
Winnipeg, Manitoba  
R3C 4E3

**Attention: Mr. Bob Dubreuil**

Dear Sir:

**Re: Proposed Waskada Unit No. 13**

Unit documents for the captioned unit are in final preparation to be sent to each owner for execution.

As previously requested we are forwarding to you a copy of the Tract Participation calculations. The formula utilized is the same as that used for Waskada Unit No. 5, except that a longer, initial production period was available, ie: seven months rather than four months.

Yours truly,

OMEGA HYDROCARBONS LTD.

A handwritten signature in cursive script, appearing to read "R.A. Beamish".

R.A. Beamish, P. Eng.  
Joint Interest Coordinator

RAB:cw  
Enclosure  
c.c. Proposed Waskada unit No. 13 File