

COURT FILE NUMBER

1301-04364

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COURT

COURT OF QUEEN'S BENCH OF ALBERTA

**CLERK OF THE COURT
FILED**

JUDICIAL CENTRE

CALGARY

JUN - 7 2013

APPLICANTS

**IN THE MATTER OF THE COMPANIES' JUDICIAL CENTRE
CREDITORS ARRANGEMENT ACT, R.S.C. OF CALGARY
1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF POSEIDON
CONCEPTS CORP., POSEIDON CONCEPTS
LTD., POSEIDON CONCEPTS LIMITED
PARTNERSHIP AND POSEIDON CONCEPTS
INC.**

DOCUMENT

**RENTAL AGREEMENT APPROVAL ORDER
AS AN ADMINISTRATIVE ADDENDUM TO
AN ASSET PURCHASE AGREEMENT**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

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File No. 01024527-0002

DATE ON WHICH ORDER WAS Thursday, June 6, 2013
PRONOUNCED

NAME OF JUSTICE WHO MADE The Honourable Madam Justice B.E.C. Romaine
THIS ORDER

UPON THE APPLICATION of Poseidon Concepts Corp., Poseidon Concepts Ltd., Poseidon Concepts Limited Partnership, and Poseidon Concepts Inc. (collectively "Poseidon" or the "Applicants"); **AND UPON HAVING READ** the pleadings, proceedings, orders and other materials filed in this action, including the Seventh Report of PricewaterhouseCoopers Inc. in its capacity as Monitor (the "Monitor"), filed (the "Monitor's Seventh Report"); **AND UPON HEARING** the consent of counsel for Poseidon, counsel to the Monitor, counsel to the Lending Syndicate, counsel for Rockwater Energy Solutions, Inc., MWS Tanks, LLC and Rockwater Energy Solutions Canada, Inc. (collectively the "Purchaser"); **AND UPON THE COURT** concurrently granting a Sale Approval and Vesting Order approving a sale between Poseidon and the Purchaser;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

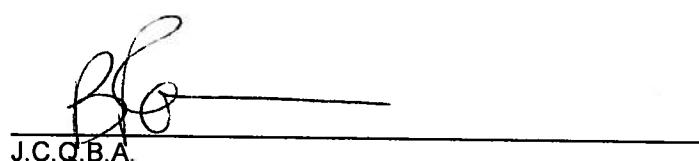
1. Service of notice of this application hereby dispensed with.

APPROVAL OF RENTAL AGREEMENT

2. The June 4, 2013 Side Letter (the "Rental Agreement") to the May 24, 2013 Asset Purchase Agreement, between Poseidon and the Purchase, in a form substantially as attached as Appendix "B" to the Monitor's Seventh Report, and the transaction contemplated by the Rental Agreement, is hereby authorized and approved as may be amended by agreement between Poseidon, the Purchaser, the Monitor and the Lending Syndicate.
3. Poseidon, the Purchaser, and the Monitor are authorized and directed to conclude the transactions contemplated by the Rental Agreement (the "Transactions") and to take all such steps and execute all such deeds, documents and instruments and do all such things as may reasonably be necessary to consummate the Transactions contemplated therein substantially in accordance with its terms, subject to such amendments as the parties thereto may approve which do not materially and adversely alter the Transactions.

MISCELLANEOUS MATTERS

4. This Honourable Court hereby requests the aid and recognition of any court or administrative body in any province of Canada, the Federal Court of Canada, any administrative tribunal or other court constituted pursuant to the Parliament of Canada or any of its provinces or territories and any federal or state court or administrative body or any other foreign courts to act in aid of and to be complimentary to this Court in carrying out the terms of this Order.
5. This Order must be served only upon those interested parties attending or represented at the within application and service may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following the transmission or delivery of such documents.
6. Service of this Order on any party not attending this application is hereby dispensed with.
7. The Monitor is at liberty to reapply for further advice, assistance and direction as may be necessary to give full force and effect to the terms of this Order.



J.C.Q.B.A.