

COURT FILE NUMBER

1301-04364

Clerk's Stamp

COURT

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

CALGARY

APPLICANTS

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

CLERK OF THE COURT
FILED

JUN - 7 2013

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

JUDICIAL CENTRE
OF CALGARY

DOCUMENT

RESTRICTED COURT ACCESS ORDER

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

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File No. 01024529-0001

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

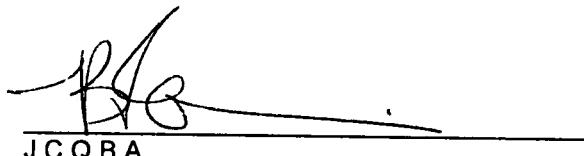
NAME OF JUSTICE WHO MADE The Honourable Madam Justice B.E.C. Romaine
THIS ORDER

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 Affidavit of Leigh Cassidy sworn May 29 2013, filed, the Fifth Report of PricewaterhouseCoopers Inc. in its capacity as Monitor (the "Monitor"), filed (the "Monitor's Fifth Report"), and the Confidential Report of the Monitor dated May 29, 2013 (the "Confidential Monitor's Report"), to be filed; AND UPON HEARING counsel for Poseidon, counsel to the Monitor, counsel for Rockwater Energy Solutions, Inc., MWS Tanks, LLC and Rockwater Energy Solutions Canada, Inc. (collectively the "Purchaser") and from any other interested persons who by the Court record have appeared; AND UPON IT APPEARING that all interested and affected parties have been served with notice of this

application; **AND WHEREAS** all capitalized terms not defined herein shall take the meaning ascribed to them in the Poseidon APA (as that term is defined in the Sale Approval and Vesting Order granted in the within proceedings);

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, no other person is required to have been served with notice of this application, time for service of this application is abridged to that actually given, and specifically, the service, notice and formal requirements of Part 6, Division 4 of the *Alberta Rules of Court*, Alta Reg 124/2010 shall not apply to this Order and are hereby dispensed with.
2. The Confidential Monitor's Report shall, subject to further Order of this Court, be marked "SEALED PURSUANT TO COURT ORDER - NOT TO BE OPENED WITHOUT PRIOR ORDER OF THE COURT", and shall be maintained in accordance with the terms of this Order and shall be treated as confidential, sealed and not form part of the public record.
3. Every person on whom the Confidential Monitor's Report is served shall keep the information contained therein confidential and such information:
 - (a) shall be used only for the purposes of this proceeding and not for any business or other purpose whatsoever;
 - (b) shall not be given, shown, made available, or communicated in any way to anyone other than for the purpose of retaining and instructing counsel with respect to these proceedings only, who shall be bound by the terms of this Order; and
 - (c) shall not be copied or reproduced, except by counsel for the purpose of responding to Poseidon's motion or preparing materials for use in these proceedings.
4. The Monitor and Poseidon are 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.
5. This Order will remain in effect subject to further Order of the Court granted on notice to Poseidon, the Purchaser, and the Monitor, an Application for which may be brought by any interested party only following the filing by the Monitor of the Monitor's Certificate confirming the closing (if any) of the transaction to which the Confidential Monitor's Report relates.



J.C.Q.B.A.