



June 20, 2013

Poseidon Concepts Corp. et al.
645-7th Avenue SW, Suite 1200
Calgary, Alberta T2P 4G8
Canada

Re: Second Side Letter to the Asset Purchase Agreement dated May 24, 2013, as amended by a side letter dated June 4, 2013 (collectively, the "APA")

This second side letter ("Second Side Letter") is written in connection with the Transaction contemplated under the APA. Capitalized terms used herein and not otherwise defined shall have the meanings given to them in the APA.

Pursuant to the APA the Parties are required to agree in writing and the Monitor is required to approve of such agreement, if the Closing Date shall occur on a date that is later than two (2) Business Days following the receipt by the Vendor of the Court Approval. The Parties acknowledge and agree that (i) the Court Approval was received on June 19, 2013 and (ii) the Closing Date for the Transaction shall be June 24, 2013.

This Second Side Letter may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which shall constitute one and the same agreement. Transmission by electronic mail of an executed counterpart of this Second Side Letter shall be deemed to constitute due and sufficient delivery of such counterpart.

The remainder of this Second Side Letter has been left intentionally blank.

A handwritten signature in dark ink, located in the bottom right corner of the page. The signature is stylized and appears to be a combination of initials and a surname.

If the above correctly reflects our understanding and agreement with respect to the foregoing matter, please (i) sign and date this Second Side Letter in the space provided below, (ii) obtain approval from the Monitor and (iii) return an executed copy to Logan Walters at lwalters@rockwaterenergy.com.

Yours truly,

Purchaser:

ROCKWATER ENERGY SOLUTIONS, INC.

Per:

Name:

Logan Walters

Title:

VP - Corporate Development

MWS TANKS, LLC

Per:

Name:

Kevin Blodgett

Title:

SVP

ROCKWATER ENERGY SOLUTIONS
CANADA, INC.

Per:

Name:

Kevin Blodgett

Title:


SVP

IN WITNESS WHEREOF this Second Side Letter has been properly acknowledged and agreed to by the Vendor as of the date first above written.

Vendor:


POSEIDON CONCEPTS CORP.

Per:


Name: Leigh Cassidy
Title: Consultant


POSEIDON CONCEPTS LTD.

Per:


Name: Leigh Cassidy
Title: Consultant


POSEIDON CONCEPTS LIMITED
PARTNERSHIP, by its general partner
POSEIDON CONCEPTS LTD.

Per:


Name: Leigh Cassidy
Title: Consultant

POSEIDON CONCEPTS INC.

Per:


Name: Leigh Cassidy
Title: Consultant



IN WITNESS WHEREOF this Second Side Letter has been properly acknowledged and approved by the Monitor as of the date first above written.

Monitor:

PRICEWATERHOUSECOOPERS INC.

Per:



Name: CLINTON REES

Title: Senior Vice President