

O B E R K A L E R
Attorneys at Law

Ober, Kaler, Grimes & Shriver
A Professional Corporation

100 Light Street
Baltimore, MD 21202
410.685.1120 Main
410.547.0699 Fax
www.ober.com

RECORDATION NO. W 127 FILED

JUL 07 11 - 10 00 AM

SURFACE TRANSPORTATION BOARD

July 6, 2011

Patrick K. Cameron
pkcameron@ober.com
410.347.7340 / Fax: 443.263.7540

Offices In
Maryland
Washington, D.C.
Virginia

VIA HAND DELIVERY

Surface Transportation Board
Office of the Secretary
395 E Street, S.W.
Washington, DC 20423-0001

Re: Notice of and Amendment to
Memorandum of Bareboat Charter

Dear Madam/Sir:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of the Notice of and Amendment to Memorandum of Bareboat Charter Agreement dated June 30, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Owner: PNC Equipment Finance, LLC
One PNC Plaza, 10th Floor
249 Fifth Avenue
Pittsburgh, Pennsylvania 15222

Successor
Charterer: Seafarer Boat, L.L.C.
successor-by-merger to
Tidewater Marine Services, L.L.C.
601 Poydras Street, Suite 1900
New Orleans, Louisiana 70130

A description of the equipment covered by the enclosed document is:

one (1) vessel named "DELFREY TIDE", Official No. 1207050

Surface Transportation Board
July 6, 2011
Page 2

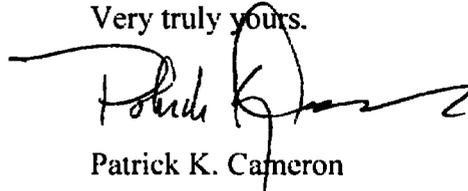
A short summary of the document to appear in the index is:

Notice of and Amendment to Memorandum of Bareboat Charter Agreement

Also enclosed is our check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours.

A handwritten signature in black ink, appearing to read "Patrick K. Cameron", with a long horizontal flourish extending to the left.

Patrick K. Cameron

PKC:slh

Enclosures

RECORDATION NO. W127 FEB 2011

JUL 11 10 00 AM

SURFACE TRANSPORTATION BOARD

**NOTICE OF AND AMENDMENT TO
MEMORANDUM OF BAREBOAT CHARTER AGREEMENT**

between

**PNC EQUIPMENT FINANCE, LLC,
("Owner")**

and

**SEAFARER BOAT, L.L.C.,
as successor by merger to
Tidewater Marine Services, L.L.C.
("Charterer")**

**Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on July __, 2011, at _____.m.
Recordation Number _____**

**NOTICE OF AND AMENDMENT TO
MEMORANDUM OF BAREBOAT CHARTER AGREEMENT**

This Notice of and Amendment to Memorandum of Bareboat Charter Agreement is made and entered into as of June 30, 2011, by and between PNC EQUIPMENT FINANCE, LLC, a Delaware limited liability company ("Owner") and SEAFARER BOAT, L.L.C., a Louisiana limited liability company and successor by merger to Tidewater Marine Services, L.L.C. ("Charterer").

WITNESSETH:

1. Pursuant to a Bareboat Charter Agreement dated June 30, 2009 ("Bareboat Charter"), Owner agreed to bareboat charter to Tidewater Marine Services, L.L.C., and Tidewater Marine Services, L.L.C. has agreed to hire from Owner, the U.S. flag vessel named DALFREY TIDE, Official No. 1207050, as identified on Schedule 1 attached hereto (the "Vessel").

2. The Vessel was delivered to and accepted by Tidewater Marine Services, L.L.C. and the Bareboat Charter became effective as of the date first set forth above.

3. On June 30, 2009, the Owner filed with the Surface Transportation Board a Memorandum of Bareboat Charter Agreement pursuant to 49 U.S.C. §11301 at 4:00 p.m. under Recordation No. W107.

4. On or about June 30, 2011, Tidewater Marine Services, L.L.C. entered into an Agreement of Merger with Seafarer Boat, L.L.C., pursuant to which Tidewater Marine Services, L.L.C. has agreed to be merged with and into Seafarer Boat, L.L.C., with Seafarer Boat, L.L.C. being the surviving entity.

5. As provided in the Agreement of Merger, the merger shall become effective at 11:59 p.m. on June 30, 2011.

6. Upon the effectiveness of the merger and with the consent of the Owner, Seafarer Boat, L.L.C. shall become the Charterer under the Bareboat Charter and assume all obligations of the Charterer thereunder.

7. By this Notice of and Amendment to Memorandum of Bareboat Charter Agreement, the Owner hereby wishes to amend its prior filing with the Surface Transportation Board to reflect the fact that, as of 11:59 p.m. on the date hereof, Seafarer Boat, L.L.C. has succeeded to the rights and assumed all obligations of, and for all purposes of the Bareboat Charter is deemed to be, the Charterer thereunder.

8. This Memorandum may be executed in counterparts.

[Signature Page Follows]

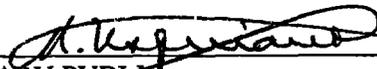
SEAFARER BOAT, L.L.C.,
as successor by merger to
Tidewater Marine Services, L.L.C.,
Charterer

By: 
Name: Bruce D. Lundstrom
Title: Vice President

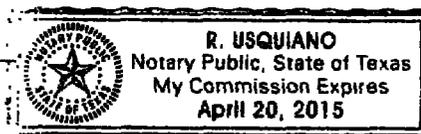
STATE OF TEXAS)
) ss:
COUNTY OF HARRIS)

On this 30th day of June, 2011, before me personally appeared BRUCE LUNDSTROM to me personally known, who being by me duly sworn, says that he/she is the VICE PRESIDENT of Seafarer Boat, L.L.C., that the foregoing instrument was signed on behalf of said limited liability company as its free act and deed.

(SEAL)


NOTARY PUBLIC

My commission expires: _____



SCHEDULE 1

Vessel subject to Bareboat Charter Agreement dated June 30, 2009 between PNC Equipment Finance, LLC, as Owner, and Seafarer Boat, L.L.C. (successor by merger to Tidewater Marine Services, L.L.C.), as Charterer.

<u>Vessel</u>	<u>Official Number</u>
Dalfrey Tide	1207050

and all equipment located onboard or used in connection with the above-described vessel, the whole of the vessel, together with her boilers, engines, generators, air compressions, cranes, machinery, masts, spars, riggings, boats, anchors, cable, chains, tackle, tools, pumps and pumping equipment, communication equipment, apparel, furniture, furnishings, fittings, spare parts, stores, and all other appurtenances thereunto appertaining or belonging, whether now owned or hereafter acquired, whether on board or not, and all additions, renewals and replacements hereafter made in or to the vessels, and proceeds thereof.