

**LUGENBUHL, WHEATON, PECK, RANKIN & HUBBARD
A LAW CORPORATION**

27TH FLOOR, PAN-AMERICAN LIFE CENTER
601 POYDRAS STREET
NEW ORLEANS, LOUISIANA 70130

NATHAN P. HORNER



September 16, 2009

Via Federal Express
7969 5071 6621

Secretary, Surface Transportation Board
395 E Street, SW
Washington, D.C. 20024

Re: Our File 18255-09363
JONATHAN ROZIER, Official Number 1151073

RECORDATION NO. W112 FILED

SEP 17 '09

3-50 PM

SURFACE TRANSPORTATION BOARD

Dear Secretary:

We represent Regions Equipment Finance Corporation, the owner and lessor of the vessel described below, which has been chartered to Jackson Marine, L. L. C., as lessee/charterer. I have enclosed an original and one counterpart of a Memorandum of Bareboat Charter, dated July 30, 2009, a primary document, to be recorded pursuant to 49 U.S.C. §11301 and 49 C.F.R. §1177 *et seq.*

The names and addresses of the parties to the document are as follows:

Lessor/Owner

Regions Equipment Finance Corporation
1900 5th Avenue North, Suite 2400
Birmingham, Alabama 35203

Lessee/Charterer

Jackson Marine, L. L. C.
601 Poydras Street, 19th Floor
New Orleans, Louisiana 70130

A description of the equipment covered by lease or charter evidenced by the document follows:

The lease or bareboat charter covers the vessel JONATHAN ROZIER, Official Number 1151073, a United States documented offshore supply vessel, together with all equipment located onboard or used in connection with the above described vessel, together with her boilers, engines, generators, air compressors, cranes, machinery, masts, spars, riggings, boats, anchors, cable, chains, tackle, tools, pumps and pumping 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 vessel, and all proceeds thereof.

A short summary of the document to appear in the index as follows:

Lease or bareboat charter between Regions Equipment Finance Corporation, an Alabama corporation, whose address is 1900 5th Avenue North, Suite 2400, Birmingham, Alabama 35203, as Owner and Lessor, and Jackson Marine, L.L.C., a Louisiana limited liability company, whose address is 601 Poydras Street, 19th Floor, New Orleans, Louisiana 70130, dated July 30, 2009, and covering the vessel JONATHAN ROZIER, Official Number 1151073, a United States documented offshore supply vessel, together with all engines, equipment and other appurtenances thereto, all spare and replacement parts, whether now owned or hereafter acquired, and all cash and non-cash proceeds thereof.

I have enclosed our check in the amount of \$41.00 to cover the filing fee. Please return the original and any extra copies not needed by the Board for recordation to the undersigned at the address stated above.

Very truly yours,



Nathan P. Horner

SEP 1 7 09

3-50 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF BAREBOAT CHARTER PARTY

between

REGIONS EQUIPMENT FINANCE CORPORATION
("OWNER")

and

JACKSON MARINE, L.L.C.
("CHARTERER")

July 30, 2009

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on July __, 2009, at __ a.m./p.m.
Watercraft Recordation Number __

MEMORANDUM OF BAREBOAT CHARTER PARTY

This Memorandum of a Bareboat Charter Party is made and entered into as of July 30, 2009, by and between Regions Equipment Finance Corporation, an Alabama corporation ("Owner") and Jackson Marine, L.L.C., a Louisiana limited liability company ("Charterer").

WITNESSETH:

1. Pursuant to a Bareboat Charter Party dated July 30, 2009 ("Bareboat Charter"), Owner has agreed to furnish to Charterer, and the Charterer has agreed to lease from Owner, the United States documented offshore supply vessel JONATHAN ROZIER, Official Number 1151073, as more particularly described on Schedule 1 attached hereto.
2. The Bareboat Charter shall be effective as of the date first set forth hereinabove and shall be subject to the Term, as defined in the Bareboat Charter.
3. This Memorandum may be executed in counterparts.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

OWNER: REGIONS EQUIPMENT FINANCE CORPORATION

By: 
Name: Scott McClain
Title: Senior Vice President

STATE OF ALABAMA)
) ss.
COUNTY OF JEFFERSON)

On this 30th day of July, 2009, before me personally appeared Scott McClain, to me personally known, who being by me duly sworn, says that she/he is the Senior Vice President of REGIONS EQUIPMENT FINANCE CORPORATION, an Alabama corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was the free act and deed of said corporation.


NOTARY PUBLIC - STATE OF ALABAMA
VIVIAN HOOD
My commission expires: May 10, 2011

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

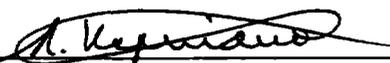
CHARTERER:

JACKSON MARINE, L.L.C.

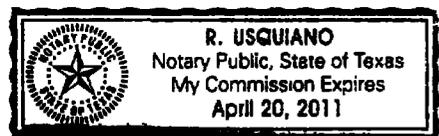
By: 
Name: Quinn P. Fanning
Title: Treasurer

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

On this 30th day of July, 2009, before me personally appeared QUINN P. FANNING, to me personally known, who being by me duly sworn, says that she/he is the TREASURER of JACKSON MARINE, L.L.C., a Louisiana limited liability company, that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was the free act and deed of said company.


NOTARY PUBLIC

My commission expires: April 20, 2011



SCHEDULE 1

Vessel subject to Bareboat Charter Party dated July 30, 2009 between Regions Equipment Finance Corporation, as Owner, and Jackson Marine, L. L. C., as Charterer:

VESSEL
JONATHAN ROZIER

OFFICIAL NUMBER
1151073

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 compressors, cranes, machinery, masts, spars, riggings, boats, anchors, cable, chains, tackle, tools, pumps and pumping 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 vessel, and all proceeds thereof.