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**LUGENBUHL, WHEATON, PECK, RANKIN & HUBBARD
A LAW CORPORATION**
SURFACE TRANSPORTATION BOARD

NATHAN P. HORNER

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April 20, 2012

Via Federal Express
7934 7503 9440



Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20024

Re: Regions Equipment Finance Corporation – Charter to Tidewater or Subsidiary
JONATHAN ROZIER, Official Number 1151073
Our File: 18255-09363

Dear Section Chief:

We represent Regions Equipment Finance Corporation (“Regions”), the owner and lessor of the vessel described below, which was originally leased or chartered to Jackson Marine, L.L.C. (“Jackson Marine”), as lessee/charterer, pursuant to a Bareboat Charter Agreement dated as of July 30, 2009 (the “Charter”). Effective as of March 31, 2012, Jackson Marine merged with and into Gulf Fleet Supply Vessels, L.L.C., a Louisiana limited liability company, who continued as the survivor and assumed the obligations of Jackson Marine under the Charter by operation of law. I have enclosed for recordation, under the provisions of 49 U.S.C. §11301(a) and 49 C.F.R. §1177 *et seq.*, an original and one original counterpart of a First Amendment to Memorandum of Bareboat Charter dated March 31, 2012, a secondary document, which amends that certain Memorandum of Bareboat Charter, dated July 30, 2009, between Regions and Jackson Marine, recordation number W112, a primary document, to reflect the merger of Jackson Marine with and into Gulf Fleet Supply Vessels, LLC (the “Amendment”).

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

Original Lessee/Charterer:
Jackson Marine, L. L. C.
601 Poydras Street, 19th Floor
New Orleans, Louisiana 70130

Successor Lessee/Charterer:
Gulf Fleet Supply Vessels, L.L.C.
601 Poydras Street, 19th Floor
New Orleans, Louisiana 70130

A description of the equipment covered by the Charter as amended by the Amendment 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 follows:

First Amendment to Memorandum of Bareboat Charter Party, dated March 31, 2012, to that certain Memorandum of Bareboat Charter Party, dated July 30, 2009, recordation number W112, 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 Gulf Fleet Supply Vessels, L.L.C., a Louisiana limited liability company, whose address is 601 Poydras Street, 19th Floor, New Orleans, Louisiana 70130, in its capacity as successor by merger of Jackson Marine, L.L.C., as Lessee/Charterer, 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 a filed copy of the enclosed Amendment to Memorandum of Bareboat Charter Party to the undersigned at the address stated above.

Very truly yours,



Nathan P. Horner

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SURFACE TRANSPORTATION BOARD

FIRST AMENDMENT TO
MEMORANDUM OF BAREBOAT CHARTER PARTY

between

REGIONS EQUIPMENT FINANCE CORPORATION
("OWNER")

and

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

March 31, 2012

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on _____, 2012, at ___ a.m./p.m.
Watercraft Recordation Number ____

**FIRST AMENDMENT TO
MEMORANDUM OF BAREBOAT CHARTER PARTY**

THIS FIRST AMENDMENT (this "Amendment"), dated March 31, 2012, to that certain Memorandum of Bareboat Charter Party dated as of July 30, 2009, is entered into by and between Regions Equipment Finance Corporation, an Alabama corporation ("Owner"), and Gulf Fleet Supply Vessels, L.L.C. ("Gulf Fleet"), a Louisiana limited liability company, successor by merger to Jackson Marine, L.L.C. ("Jackson Marine"); and together with Gulf Fleet, the "Charterer").

WITNESSETH:

1. Owner and Jackson Marine, L.L.C. entered into that certain Bareboat Charter Party, dated as of July 30, 2009 (the "Bareboat Charter"), pursuant to which Owner agreed to furnish to Jackson Marine, as "Charterer", and Jackson Marine 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. A Memorandum of Bareboat Charter dated July 30, 2009 with respect to the Bareboat Charter was executed by Owner and Jackson Marine and recorded as a primary document with the Surface Transportation Board (the "Board") on September 17, 2009 under Recordation No. W-112 (the "Original Memorandum").

2. The Bareboat Charter was effective as of July 30, 2009 and is subject to the Term, as defined in the Bareboat Charter.

3. Effective as of March 31, 2012, Jackson Marine merged with and into Gulf Fleet, with Gulf Fleet remaining as the survivor, pursuant to La. R.S. 12:1357 *et seq.* (the "Merger").

4. By virtue of the Merger, (a) the Bareboat Charter and the rights of Jackson Marine thereunder are deemed to have been assigned to Gulf Fleet, (b) Gulf Fleet is deemed to have assumed all of the obligations, liabilities and indebtedness of Jackson Marine, as "Charterer" under the Charter, by operation of law, and (c) the separate existence of Jackson Marine has ceased.

5. Owner and Charterer desire to amend the Original Memorandum to reflect the Merger and the substitution of Gulf Fleet, as successor by merger of Jackson Marine, for Jackson Marine, as Charterer. Henceforth, the term "Charterer" as used in the Bareboat Charter and in the Original Memorandum, shall mean "Gulf Fleet Supply Vessels, L.L.C., successor by merger to Jackson Marine, L.L.C."

6. This Amendment may be executed in counterparts.

[SIGNATURE PAGE FOLLOWS]

SCHEDULE 1

Vessel subject to Bareboat Charter Party dated July 30, 2009 between Regions Equipment Finance Corporation, as Owner, and Gulf Fleet Supply Vessels, L.L.C., successor by merger to Jackson Marine, L.L.C., as Charterer:

VESSEL	OFFICIAL NUMBER
JONATHAN ROZIER	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.