

LUGENBUHL, WHEATON, PECK, RANKIN & HUBBARD

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July 2, 2009

Via FedEx

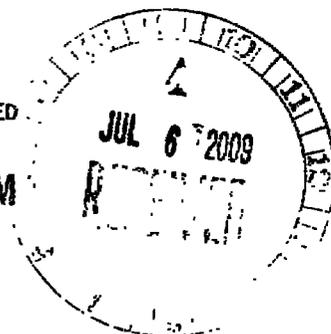
Secretary, Surface Transportation Board
395 E Street, SW
Washington, D.C. 20024

RECORDATION NO. W110 FILED

JUL 02 2009

12:05 PM

SURFACE TRANSPORTATION BOARD



Re: Our File 18255-09363
SOLAR TIDE II

Dear Secretary:

We represent Regions Equipment Finance Corporation, the owner and lessor of the vessel described below, which has been chartered to Zapata Gulf Pacific, L. L. C., as lessee/charterer. I have enclosed an original and one counterpart of a Memorandum of Bareboat Charter, dated June 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

Zapata Gulf Pacific, L.L.C.
P.O. Box 61117
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 SOLAR TIDE II, Official Number 1140537, a United States documented 203.1 foot 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.

I have enclosed our check in the amount of \$41 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.

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 Zapata Gulf Pacific, L.L.C., a Louisiana limited liability company, whose address is P. O. Box 61117, 601 Poydras Street, 19th Floor, New Orleans, Louisiana 31090, dated June 30, 2009, and covering the vessel SOLAR TIDE II, Official Number 1140537, a United States documented 203.1 foot 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.

Sincerely,

A handwritten signature in black ink that reads "Elizabeth R. Carter". The signature is written in a cursive style with a large initial "E".

Elizabeth R. Carter

JUL 03 '09

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF BAREBOAT CHARTER PARTY

between

REGIONS EQUIPMENT FINANCE CORPORATION
("OWNER")

and

ZAPATA GULF PACIFIC, L. L. C.
("CHARTERER")

June 30, 2009

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on June ___, 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 June 30, 2009, by and between Regions Equipment Finance Corporation, an Alabama corporation ("Owner") and Zapata Gulf Pacific, L.L.C., a Louisiana limited liability company ("Charterer")

WITNESSETH.

1 Pursuant to a Bareboat Charter Party dated June 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 SOLAR TIDE II, Official Number 1140537, 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: *[Signature]*
Name: DAX GOFORTH
Title: VICE PRESIDENT

STATE OF ALABAMA)
COUNTY OF Jefferson) ss.

On this 29 day of June, 2009, before me personally appeared Dax Goforth, to me personally known, who being by me duly sworn, says that she/he is the Dax Goforth 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.

[Signature]
NOTARY PUBLIC

My commission expires:



SCHEDULE 1

Vessel subject to Bareboat Charter Party dated June 30, 2009 between Regions Equipment Finance Corporation, as Owner, and Zapata Gulf Pacific, L. L. C., as Charterer:

VESSEL	OFFICIAL NUMBER
SOLAR TIDE II	1140537

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.