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SURFACE TRANSPORTATION BOARD

# Lugenbuhl

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A LAW CORPORATION

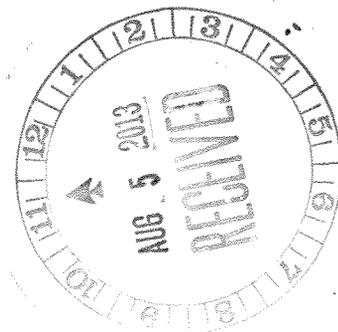
601 POYDRAS STREET | SUITE 2775 | NEW ORLEANS, LA 70130

TEL: 504.568.1990 | FAX: 504.310.9195

Nathan Horner

nhorner@lawia.com

August 2, 2013



*Via Federal Express*  
7963 7801 9591

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  
SOLAR TIDE II, Official Number 1140537  
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 Zapata Gulf Pacific, L.L.C. (“Zapata”), as lessee/charterer, pursuant to a Bareboat Charter Agreement dated as of June 30, 2009 (the “Charter”). Effective as of March 31, 2013, Zapata merged with and into Gulf Fleet Supply Vessels, L.L.C. (“Gulf Fleet”), a Louisiana limited liability company, who continued as the survivor and assumed the obligations of Zapata 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 certified true copy of a First Amendment to Memorandum of Bareboat Charter dated March 31, 2013, a secondary document, which amends that certain Memorandum of Bareboat Charter, dated June 30, 2009, between Regions and Zapata, recordation number W110, a primary document, to reflect the merger of Zapata with and into Gulf Fleet (the “Amendment”).

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

Lessor/Owner

Regions Equipment Finance Corporation  
1900 5<sup>th</sup> Avenue North, Suite 2400  
Birmingham, Alabama 35203

Original Lessee/Charterer:

Zapata Gulf Pacific, L.L.C.  
601 Poydras Street, Suite 1500  
New Orleans, Louisiana 70130

Successor Lessee/Charterer:  
Gulf Fleet Supply Vessels, L.L.C.  
601 Poydras Street, Suite 1500  
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 SOLAR TIDE II, Official Number 1140537, 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, 2013, to that certain Memorandum of Bareboat Charter Party, dated June 30, 2009, recordation number W110, between Regions Equipment Finance Corporation, an Alabama corporation, whose address is 1900 5<sup>th</sup> 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, Suite 1500, New Orleans, Louisiana 70130, in its capacity as successor by merger of Zapata Gulf Pacific, L.L.C., as Lessee/Charterer, covering the vessel SOLAR TIDE II, Official Number 1140537, 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 \$42.00 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~~

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FIRST AMENDMENT TO MEMORANDUM OF  
BAREBOAT CHARTER PARTY

between

REGIONS EQUIPMENT FINANCE CORPORATION  
("OWNER")

and

GULF FLEET SUPPLY VESSELS, L.L.C.,  
SUCCESSOR BY MERGER TO ZAPATA GULF PACIFIC, L.L.C. ("CHARTERER")

March 31, 2013

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. §11301 on \_\_\_\_\_, 2013, at \_\_\_ a.m./p.m.  
Watercraft Recordation Number \_\_\_\_

TRUE COPY

I have compared this copy with the original  
and I certify that it is complete and identical  
in all respects to the original document.



NOTARY PUBLIC

**NATHAN P. HORNER**  
**NOTARY PUBLIC**  
**LA BAR No. 14381/ Notary No. 3251**  
Parish of Orleans, State of Louisiana  
My Commission is issued for Life

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

**THIS FIRST AMENDMENT** (this "Amendment"), dated as of March 31, 2013, to that certain Memorandum of Bareboat Charter Party dated as of June 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 Zapata Gulf Pacific, L.L.C. ("ZGP"); and together with Gulf Fleet, the "Charterer").

WITNESSETH:

1. Owner and ZGP entered into that certain Bareboat Charter Party, dated as of June 30, 2009 (the "Bareboat Charter"), pursuant to which Owner agreed to furnish to ZGP, as "Charterer", and ZGP 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. A Memorandum of Bareboat Charter dated June 30, 2009, with respect to the Bareboat Charter was executed by Owner and ZGP and recorded as a primary document with the Surface Transportation Board (the "Board") on July 6, 2009 under Recordation No. W-110 (the "Original Memorandum").
2. The Bareboat Charter was effective as of June 30, 2009, and is subject to the Term, as defined in the Bareboat Charter.
3. Effective as of March 31, 2013, ZGP 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 ZGP 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 ZGP, as "Charterer" under the Charter, by operation of law, and (c) the separate existence of ZGP 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 ZGP, for ZGP, 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 Zapata Gulf Pacific, L.L.C."
6. This Amendment may be executed in counterparts.



[SIGNATURE PAGE FOLLOWS]





**SCHEDULE 1**

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

<b>VESSEL</b>	<b>OFFICIAL NUMBER</b>
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.

