

RECORDATION NO W127-A FILED
April 25, 2013 03:55 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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April 25, 2013

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of and Second Amendment to Memorandum of Bareboat Charter Agreement, dated as of April 25, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Notice of and Amendment to Memorandum of Bareboat Charter Agreement previously filed with the Board under Recordation Number W127.

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

Owner: PNC Equipment Finance, L.L.C.
Two PNC Plaza
620 Liberty Square Avenue
Pittsburgh, Pennsylvania 15265

Successor
Charterer: Zapata Gulf Marine, L.L.C.
601 Polydras Street
Suite 1900
New Orleans, LA 70161

Section Chief
April 25, 2013
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A description of the railroad equipment covered by the enclosed document
is:

1 Vessel "Dalfrey Tide", Official No. 1207050

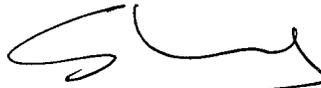
A short summary of the document to appear in the index is:

Notice of and Second Amendment to Memorandum of Bareboat Charter
Agreement.

Also enclosed is a check in the amount of \$42.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

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

between

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

and

**ZAPATA GULF MARINE, L.L.C.
as successor by merger to
Seafarer Boat, L.L.C.
("Charterer")**

**Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on April 25, 2013, at 3:55 p.m.
Recordation Number W127-A**

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

This Notice of and Second Amendment to Memorandum of Bareboat Charter Agreement is made and entered into as of April 25, 2013, by and between PNC EQUIPMENT FINANCE, LLC, a Delaware limited liability company ("Owner") and ZAPATA GULF MARINE, L.L.C., a Louisiana limited liability company and successor by merger to Seafarer Boat, L.L.C. ("Charterer").

WITNESSETH:

1. Pursuant to 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 June 30, 2010, 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. agreed to be merged with and into Seafarer Boat, L.L.C. being the surviving entity. Seafarer Boat, L.L.C. assumed all of the obligations of Charterer under the Bareboat Charter.

5. On July 7, 2011, the Owner filed with the Surface Transportation Board a Notice of and Amendment to Memorandum of Bareboat Charter Agreement pursuant to 49 U.S.C. § 11301 at 10:00 a.m. under Recordation No. W127.

6. On March 31, 2013, Seafarer Boat, L.L.C. merged with Zapata Gulf Marine, L.L.C. ("Zapata") with Zapata being the surviving entity. Zapata assumed all of the obligations of Charterer under the Bareboat Charter.

7. By this Notice of and Second Amendment to Memorandum of Bareboat Charter Agreement, the Owner hereby wishes to amend its prior filings with the Surface Transportation Board to reflect the fact that, as of March 31, 2013 at 11:59 p.m. Zapata Gulf Marine, L.L.C. 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]

SCHEDULE 1

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

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/25/13

Edward M Luria
Edward M. Luria