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SURFACE TRANSPORTATION BOARD

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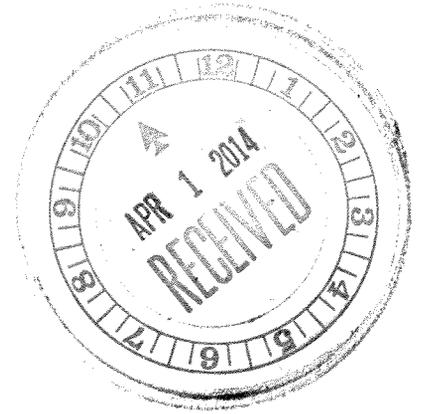
LUGENBUHL, WHEATON, PECK, RANKIN & HUBBARD
A LAW CORPORATION

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Nathan Horner
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March 31, 2014



Via Federal Express
7983 8434 9432

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

Re: Regions Equipment Finance Corporation – Charter to Gulf Fleet Supply Vessels, L.L.C., successor-by-merger to Zapata Gulf Pacific, L.L.C.
Our File: 18255-09363

Dear Sir or Madam:

We represent Regions Equipment Finance Corporation (“REFCO”). I have enclosed an original and one counterpart of a Notice of Termination of Memorandum of Bareboat Charter, dated March 31, 2014, a secondary document, to be recorded pursuant to 49 U.S.C. §11301 and 49 C.F.R. §1177 *et seq.* The primary document to which the enclosed Notice of Termination relates is a Memorandum of Bareboat Charter Party, dated June 30, 2009, between REFCO and Zapata Gulf Pacific, L.L.C. (“Zapata Gulf”), which Memorandum was recorded with the Surface Transportation Board on July 6, 2009 at 12:05 p.m. under Watercraft Recordation No. W-110. The Memorandum of Bareboat Charter Party was amended by a First Amendment to Memorandum of Bareboat Charter Party, dated as of March 31, 2013, in order to reflect the merger of Zapata Gulf, the original Charterer under the Bareboat Charter, with and into Gulf Fleet Supply Vessels, L.L.C. (“Gulf Fleet”), and the substitution of Gulf Fleet as the Charterer under the Bareboat Charter, which amendment was recorded with the Surface Transportation Board on August 6, 2013 at 10:26 a.m. under Watercraft Recordation No. W-110A.

The names and addresses of the parties to the enclosed Notice Termination are as follows:

Lessor/Owner:

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

Lessee/Charterer:

Gulf Fleet Supply Vessels, L.L.C.
successor-by-merger to Zapata Gulf Pacific, L.L.C.
601 Poydras Street, Suite 1500
New Orleans, Louisiana 70130

A description of the equipment covered by the lease or charter evidenced by the document follows: The United States documented offshore supply vessel SOLAR TIDE II, Official No. 1140537.

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

Secondary Document: Termination of Memorandum of Bareboat Charter Party, dated March 31, 2014, 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, covering the United States documented offshore supply vessel SOLAR TIDE II, Official No. 1140537.

I have enclosed our check in the amount of \$44 to cover the filing fee. Please return a filed copy of the enclosed Termination of Memorandum of Bareboat Charter Party to the undersigned at the address stated above.

Very truly yours,



Nathan P. Horner

APR 01 '14 -3 45 PM

SURFACE TRANSPORTATION BOARD

NOTICE OF TERMINATION OF
MEMORANDUM OF BAREBOAT CHARTER

between

REGIONS EQUIPMENT FINANCE CORPORATION ("Owner")

and

GULF FLEET SUPPLY VESSELS, L.L.C. ("Charterer")

March 31, 2014

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on _____, 2014, at ___ a.m./p.m.
Recordation Number _____

**NOTICE OF TERMINATION OF
MEMORANDUM OF BAREBOAT CHARTER**

THIS NOTICE OF TERMINATION OF MEMORANDUM OF BAREBOAT CHARTER (this "Notice of Termination"), dated and effective as of March 31, 2014, is made by REGIONS EQUIPMENT FINANCE CORPORATION ("Owner"), and pertains to that certain Bareboat Charter Agreement, dated June 30, 2009 (collectively, as amended, the "Bareboat Charter") between Owner and GULF FLEET SUPPLY VESSELS, L.L.C., successor-by-merger to Zapata Gulf Pacific, L.L.C. ("Charterer").

WITNESSETH:

WHEREAS, Owner and Charterer entered into the Bareboat Charter whereby Owner agreed to charter to Charterer the U.S. documented offshore supply vessel SOLAR TIDE II, Official No. 1140537 (the "Vessel"); and

WHEREAS, in order to evidence the Bareboat Charter of the Vessel, Owner and Charterer entered into that certain Memorandum of Bareboat Charter Party, dated June 30, 2009, recorded with the Surface Transportation Board on July 6, 2009 at 12:05 p.m. under Watercraft Recordation No. W-110; and

WHEREAS, Owner and Charterer executed that certain First Amendment to Memorandum of Bareboat Charter Party, dated as of March 31, 2013, in order to reflect the merger of the original Charterer under the Bareboat Charter, Zapata Gulf Pacific, L.L.C., with and into Gulf Fleet Supply Vessels, L.L.C. ("Gulf Fleet"), and the substitution of Gulf Fleet as the Charterer under the Bareboat Charter, which amendment was recorded with the Surface Transportation Board on August 6, 2013 at 10:26 a.m. under Watercraft Recordation No. W-110A; and

WHEREAS, the Bareboat Charter between Owner and Charterer with respect to the Vessel has been terminated.

NOW, THEREFORE, the Owner desires to clarify the public record state as follows:

1. This Notice serves as notice that the Bareboat Charter between Owner and Charterer relating to the Vessel and evidenced by the Memorandum of Bareboat Charter, as amended, filed with the Surface Transportation Board has been terminated in all respects.

2. Owner wishes to record this Notice of Termination of Memorandum of Bareboat Charter in order to terminate the Memorandum of Bareboat Charter, as amended, of record and as to release its lien with respect to the Vessel.

IN WITNESS WHEREOF, Owner has caused this instrument to be executed by its duly authorized officer on March 31, 2014 to be effective as of the date first set forth above.

OWNER:

REGIONS EQUIPMENT FINANCE CORPORATION

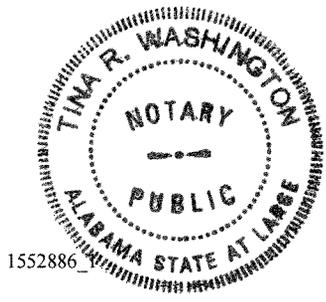
By: 
Name: Scott McClain
Title: Senior Vice President

ACKNOWLEDGEMENT

STATE OF ALABAMA)
) ss.
COUNTY OF JEFFERSON)

BE IT KNOWN, that on this 31st day of March, 2014, before me personally appeared SCOTT MCCLAIN, to me known, who being by me duly sworn, stated that he is the Senior Vice President of Regions Equipment Finance Corporation, and that the foregoing instrument was signed on behalf of said corporation as his free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the date set forth above.



Tina R. Washington

NOTARY PUBLIC My Commission Expires
My commission expires: _____ May 2, 2017