FINAL REPORT
OF THE
UNISEA FLEET COOPERATIVE
YEAR 2002

PREPARED FOR:
NORTH PACIFIC FISHERY MANAGEMENT COUNCIL

JANUARY 24, 2003

PREPARED BY:
NATURAL RESOURCES CONSULTANTS, INC.
SEATTLE, WASHINGTON
FINAL REPORT OF THE UNISEA FLEET COOPERATIVE
YEAR 2002

Presented to the
North Pacific Fishery Management Council
January 24, 2003
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INTRODUCTION

UniSea Fleet Cooperative (UFC) is pleased to submit this document and results of their 2002 Bering Sea fishery to the North Pacific Fishery Management Council (NPFMC) in compliance with annual reporting requirements of the 1998 American Fisheries Act (AFA).

Year 2002 was the third year of UFC operations under the AFA. The UniSea fleet was managed and operated during 2002 following the successful model established during the 2000 and 2001 fisheries--basically without change. This document format and 12 exhibits herein reporting UFC co-op members, management, allocations, catches, sideboard limits, prohibited species catches and enforcement is also consistent with UFC’s earlier years reporting to the NPFMC. We believe this reporting format and detail is both in keeping with AFA reporting requirements and provides easy comparison to the prior year results.

UNISEA FLEET MEMBER VESELS AND CO-OP MANAGEMENT

Nine individual members representing 12 catcher vessels signed their third year co-op membership agreement on December 1, 2001, which enabled them to operate under the laws of the AFA in a fishery cooperative delivering pollock to UniSea Inc., during the 2002 fishing season (Attachment 1).

There was one change in the 2002 UniSea fleet from the year before. The 122-ft F/V Starward opted not to join the 2002 UFC and transferred to the Westward Fleet Cooperative.
UFC year 2002 member owners and their vessels are listed below:

Margaret Hall, General Manager, Rondy's, Inc.
  • F/V Alsea 124 ft LOA
  • F/V Argosy 124 ft LOA

Reidar Tynes, President, Tynes Enterprises, Inc.
  • F/V American Eagle 120 ft LOA

Jeff Hendricks, Manager, Auriga/Aurora General Partnership
  • F/V Auriga 193 ft LOA
  • F/V Aurora 193 ft LOA

Barry Ohai, Manager, F/V Defender Limited Partnership
  • F/V Defender 195 ft LOA

Barry Ohai, Authorized Agent, Pacmon LLC
  • F/V Pacific Monarch 165 ft LOA

Gunnar Ildhuso, Jr., President, Ildhuso Fisheries, Inc.
  • F/V Gun-Mar 164 ft LOA

Cary Swasand, President, Aleutian Spray Fisheries, Inc.
  • F/V Starfish 123 ft LOA
  • F/V Starlite 123 ft LOA

Cary Swasand, Blue Boat Corporation
  • F/V Nordic Star 123 ft LOA

Fred Yeck, President, FY Fisheries, Inc.
  • F/V Sea Dawn 124 ft LOA
Co-op management and administration continued during 2002 and remained basically unchanged from management and administration of the two prior co-op years (Exhibit 1). Mr. Jeff Hendricks continued to serve as the president of UniSea Fleet Cooperative and Mr. Pete Maloney continued to serve as the coordinator. Coordination of information on allocations, transfers, pollock catches, sideboard catches and prohibited species catches between the UniSea plant in Dutch Harbor, the member vessels, Sea State, the Inter co-op Manager and the National Marine Fisheries Service all continued during 2002 as established in year 2000 and as conducted in 2001.

UFC BERING SEA POLLOCK ALLOCATION TRANSFERS AND CATCH

In 2002, UFC's 12 member vessels received initial AFA Bering Sea pollock allocations that totaled 147,910.000 mt and represented 11.53% of the Bering Sea directed pollock fishery. Each of the 12 vessel's initial pollock allocations are identified in Exhibit 2 showing their tonnage, each vessel's percentage of the UFC total allocation and each vessel's percentage of the 2002 directed pollock fishery total. The F/V Pacific Monarch's allocation was transferred to ten other vessels in the UFC and divided up between those ten vessels as reported in Exhibit 3.

These initial pollock allocations were adjusted upward by 1,036.000 mt from release of pollock bycatch reserves during the 2002 season resulting in a UFC final pollock allocation of 148,946.000 mt. Exhibit 4 reports the final 2002 Bering Sea pollock allocations for each of the 11 active vessels in the UniSea fleet during the 2002 season after release of bycatch reserves and after in-season transfers of pollock allocations between member vessels.

Individual UFC member vessels directed Bering Sea pollock catches by the 11 vessels that operated are provided in Exhibit 5 and are compared to their respective final allocations. The UFC total directed Bering Sea pollock catch totaled 148,891.281 mt, 54.719 mt under quota, representing 99.96% quota
utilization during 2002. All of the deliveries were made to their affiliated processing plant, UniSea, Inc. in Dutch Harbor, Alaska.

Bycatch of other groundfish, herring, halibut, crab and salmon from the directed Bering Sea pollock fishery is detailed by member vessel in Exhibit 6. Pollock represented 99.1% of the catch of pollock plus all other groundfish.

SIDEBOARD LIMITATIONS, ALLOCATIONS AND CATCHES

Sideboard limits for the UFC vessels totaled 8,414 mt and were managed to a catch of 2,582 mt, about 30% of the allocation (Exhibit 7). Bering Sea Pacific cod comprised 96.9% (2,503 mt) of the total sideboard catch. No individual species/area sideboard allocation was exceeded. A total of 344 mt of sideboard species allocations were transferred from UFC to other co-ops leaving a balance of 5,488 mt of sideboard allocations unused within the co-op.

DIRECTED BERING SEA COD AND GULF POLLOCK FISHERY

UFC’s directed Bering Sea Pacific cod allocations, transfers and catches for 2002 are presented in Exhibit 8 by member vessel. Six UFC members conducted directed Bering Sea cod fisheries. Their total Bering Sea Pacific cod allocation was 4,071 mt, 168 mt was transferred to another co-op and the UFC total directed cod catch was 2,503 mt. A total of 1,399 mt of UFC’s Bering Sea cod allocation was unused.

Bycatch of other groundfish, halibut, herring, crab and salmon in the UFC directed Bering Sea cod fishery is detailed in Exhibit 9. Cod comprised 78.3% of the total groundfish catch in UFC’s directed Bering Sea cod fishery.

UFC’s sideboard Gulf of Alaska allocations totaled 2,076 mt of pollock distributed over all Gulf areas and seasons. UFC member vessels did not fish Gulf of Alaska pollock in 2002, however 172 mt of the co-ops Gulf pollock allocation was transferred to the Unalaska co-op (Exhibit 10).
DIRECTED CRAB FISHING

Eight of the UFC member vessels conducted directed crab fisheries during the 2002 season. Their crab catches by member vessel are reported in Exhibit 11 and totaled 258,974 pounds of Bristol Bay red king crab and 2,296 pounds of Bering Sea opilio Tanner crab.

UFC PROHIBITED SPECIES CATCH TOTALS

UFC member vessel total prohibited species catches of herring, Bristol Bay red king crab, bairdii Tanner crab, other Tanner crab, chinook salmon and other salmon from all directed Bering Sea pollock and cod fisheries are provided in Exhibit 12.

UFC MONITORING AND ENFORCEMENT

All UFC directed Bering Sea pollock and cod catches, as well as sideboard catches and the halibut PSC were successfully managed and did not exceed allocations. The co-op was accordingly not required to take any enforcement actions.
Exhibit 2. UniSea Fleet Cooperative member vessel initial pollock allocations expressed as a percentage of the co-op total, as a percentage of the Bering Sea directed pollock fishery, and in metric tons for the year 2002.

<table>
<thead>
<tr>
<th>Company Name</th>
<th>Member Vessels</th>
<th>% Co-op Allocation</th>
<th>% Directed Pollock Fishery</th>
<th>Year 2002 Allocation (mt)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rondy's, Inc.</td>
<td>Alsea</td>
<td>7.25%</td>
<td>0.84%</td>
<td>10,723,475</td>
</tr>
<tr>
<td>Rondy's, Inc.</td>
<td>Argosy</td>
<td>7.12%</td>
<td>0.82%</td>
<td>10,531,192</td>
</tr>
<tr>
<td>Tynes Enterprises, Inc.</td>
<td>American Eagle</td>
<td>4.65%</td>
<td>0.54%</td>
<td>6,877,815</td>
</tr>
<tr>
<td>Aurora/Auriga General Partnership</td>
<td>Auriga</td>
<td>12.70%</td>
<td>1.46%</td>
<td>18,784,570</td>
</tr>
<tr>
<td>Aurora/Auriga General Partnership</td>
<td>Aurora</td>
<td>14.31%</td>
<td>1.65%</td>
<td>21,165,921</td>
</tr>
<tr>
<td>F/V Defender Limited Partnership</td>
<td>Defender</td>
<td>15.09%</td>
<td>1.74%</td>
<td>22,319,619</td>
</tr>
<tr>
<td>IUlфhoso Fisheries, Inc.</td>
<td>GunMrt</td>
<td>9.67%</td>
<td>1.11%</td>
<td>14,302,897</td>
</tr>
<tr>
<td>Blue Boat Corporation</td>
<td>Nordic Star</td>
<td>4.40%</td>
<td>0.51%</td>
<td>6,506,040</td>
</tr>
<tr>
<td>Aleutian Spray Fisheries, Inc.</td>
<td>Starfish</td>
<td>6.48%</td>
<td>0.75%</td>
<td>9,584,568</td>
</tr>
<tr>
<td>Aleutian Spray Fisheries, Inc.</td>
<td>Starlite</td>
<td>5.34%</td>
<td>0.62%</td>
<td>7,889,394</td>
</tr>
<tr>
<td>FY Fisheries, Inc.</td>
<td>Seadawn</td>
<td>6.03%</td>
<td>0.70%</td>
<td>8,918,973</td>
</tr>
<tr>
<td>PacMon LLC</td>
<td>Pacific Monarch</td>
<td>6.96%</td>
<td>0.80%</td>
<td>10,294,536</td>
</tr>
</tbody>
</table>

Co-op Total: 100.00% 11.53% 147,910,000

<table>
<thead>
<tr>
<th>Company Name</th>
<th>Member Vessels</th>
<th>Initial % Co-op Allocation</th>
<th>PacMon Pollock Allocation</th>
<th>Pacific Monarch Adjusted Pollock Allocation</th>
<th>Metric Tons</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rondyn, Inc.</td>
<td>Aleia</td>
<td>7.250%</td>
<td>0.546%</td>
<td>7.796%</td>
<td>11,319,552</td>
</tr>
<tr>
<td>Rondyn, Inc.</td>
<td>Argosy</td>
<td>7.120%</td>
<td>0.533%</td>
<td>7.653%</td>
<td>11,319,552</td>
</tr>
<tr>
<td>Tynees Enterprises, Inc.</td>
<td>American Eagle</td>
<td>4.650%</td>
<td>0.356%</td>
<td>5.006%</td>
<td>7,404,375</td>
</tr>
<tr>
<td>Aurora/Auriga General Partnership</td>
<td>Aurora</td>
<td>12.700%</td>
<td>0.958%</td>
<td>13.658%</td>
<td>20,201,548</td>
</tr>
<tr>
<td>Aurora/Auriga General Partnership</td>
<td>Aurora</td>
<td>14.310%</td>
<td>1.075%</td>
<td>15.385%</td>
<td>22,755,054</td>
</tr>
<tr>
<td>F/V Defender Limited Partnership</td>
<td>Defender</td>
<td>15.090%</td>
<td>1.139%</td>
<td>16.229%</td>
<td>24,004,314</td>
</tr>
<tr>
<td>Ithuho Fisheries, Inc.</td>
<td>GunMar</td>
<td>9.670%</td>
<td>0.734%</td>
<td>10.404%</td>
<td>15,388,556</td>
</tr>
<tr>
<td>Blue Boat Corporation</td>
<td>Nordic Star</td>
<td>4.400%</td>
<td>0.188%</td>
<td>4.588%</td>
<td>6,786,111</td>
</tr>
<tr>
<td>Alaskan Spray Fisheries, Inc.</td>
<td>Starfish</td>
<td>6.480%</td>
<td>0.785%</td>
<td>7.265%</td>
<td>10,745,662</td>
</tr>
<tr>
<td>Alaska Spray Fisheries, Inc.</td>
<td>Stirlii</td>
<td>5.340%</td>
<td>0.650%</td>
<td>5.990%</td>
<td>8,859,809</td>
</tr>
<tr>
<td>FY Fisheries, Inc.</td>
<td>Seadawn</td>
<td>6.026%</td>
<td>0.000%</td>
<td>6.026%</td>
<td>8,913,057</td>
</tr>
<tr>
<td>Pacific LLC</td>
<td>Pacific Monarch</td>
<td>6.964%</td>
<td>-6.964%</td>
<td>0.000%</td>
<td>0.000</td>
</tr>
<tr>
<td><strong>Co-op Total</strong></td>
<td></td>
<td><strong>100.000%</strong></td>
<td><strong>0.000%</strong></td>
<td><strong>100.000%</strong></td>
<td><strong>147,910,000</strong></td>
</tr>
</tbody>
</table>
Exhibit 4. UniSea Fleet Cooperative member vessel final Bering Sea directed pollock allocations for the year 2002.

<table>
<thead>
<tr>
<th>Pollock Transfers &amp; Final Allocation</th>
<th>Year 2002 Initial Pollock Allocation (mt)</th>
<th>Within Co-op Net Transfer In &amp; Out (mt)</th>
<th>Outside Co-op Net Transfer In &amp; Out (mt)</th>
<th>Year 2002 Additional Pollock Allocation (mt)</th>
<th>Final Pollock Allocation (mt)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Company Name</td>
<td>Member Vessels</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Rody's, Inc.</td>
<td>Abea</td>
<td>11,531.064</td>
<td>-75.951</td>
<td>80.767</td>
<td>11,535.869</td>
</tr>
<tr>
<td>Rody's, Inc.</td>
<td>Angsey</td>
<td>11,319.552</td>
<td>57.942</td>
<td>79.285</td>
<td>11,456.779</td>
</tr>
<tr>
<td>Tylees Enterprises, Inc.</td>
<td>American Eagle</td>
<td>7,404.375</td>
<td>10.681 *</td>
<td>51.862</td>
<td>7,466.918</td>
</tr>
<tr>
<td>Aurora/Auriga General Partnership</td>
<td>Aurora</td>
<td>20,201.548</td>
<td>-29.251</td>
<td>141.497</td>
<td>20,313.794</td>
</tr>
<tr>
<td>Aurora/Auriga General Partnership</td>
<td>Aurora</td>
<td>22,755.954</td>
<td>104.712</td>
<td>159.389</td>
<td>23,020.054</td>
</tr>
<tr>
<td>FV Defender Limited Partnership</td>
<td>Defender</td>
<td>24,004.314</td>
<td>-84.636</td>
<td>168.132</td>
<td>24,087.810</td>
</tr>
<tr>
<td>Blue Boat Corporation</td>
<td>Nordic Star</td>
<td>6,786.111</td>
<td>91.913</td>
<td>47.532</td>
<td>6,925.555</td>
</tr>
<tr>
<td>Atalai Spray Fisheries, Inc.</td>
<td>Starfish</td>
<td>10,745.662</td>
<td>-238.925</td>
<td>75.265</td>
<td>10,582.002</td>
</tr>
<tr>
<td>Atalai Spray Fisheries, Inc.</td>
<td>Starfish</td>
<td>8,859.809</td>
<td>163.779</td>
<td>82.054</td>
<td>9,085.644</td>
</tr>
<tr>
<td>FY Fisheries, Inc.</td>
<td>SeaDawn</td>
<td>8,913.057</td>
<td>12.794</td>
<td>82.425</td>
<td>8,988.280</td>
</tr>
</tbody>
</table>

Co-op Totals 147,910.000 0.000 0.000 1,036.000 148,946.000

* 10.429 mt A Season carryover transferred to American Eagle to balance within co-op transfers.

<table>
<thead>
<tr>
<th>Company Name</th>
<th>Member Vessels</th>
<th>Final Pollock Allocation (mt)</th>
<th>Directed Bering Sea Pollock Catch by Vessel (mt)</th>
<th>Difference Over (+) Under (-)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rondy's, Inc.</td>
<td>Alsea</td>
<td>11,535.869</td>
<td>11,535.789</td>
<td>-0.080</td>
</tr>
<tr>
<td>Rondy's, Inc.</td>
<td>Argosy</td>
<td>11,455.779</td>
<td>11,415.285</td>
<td>-41.484</td>
</tr>
<tr>
<td>Tynes Enterprises, Inc.</td>
<td>American Eagle</td>
<td>7,666.918</td>
<td>7,530.530</td>
<td>64.012</td>
</tr>
<tr>
<td>Aurora/Auriga General Partnership</td>
<td>Aurora</td>
<td>20,313.794</td>
<td>20,383.698</td>
<td>69.904</td>
</tr>
<tr>
<td>Aurora/Auriga General Partnership</td>
<td>Aurora</td>
<td>23,020.054</td>
<td>22,886.303</td>
<td>-133.751</td>
</tr>
<tr>
<td>F/V Defender Limited Partnership</td>
<td>Defender</td>
<td>24,087.810</td>
<td>24,081.117</td>
<td>-6.693</td>
</tr>
<tr>
<td>Ildulcuso Fisheries, Inc.</td>
<td>GunMar</td>
<td>15,483.294</td>
<td>15,477.778</td>
<td>-5.516</td>
</tr>
<tr>
<td>Blue Boat Corporation</td>
<td>Nordic Star</td>
<td>6,925.555</td>
<td>6,759.144</td>
<td>-166.411</td>
</tr>
<tr>
<td>Aleutian Spray Fisheries, Inc.</td>
<td>Starfish</td>
<td>10,582.002</td>
<td>10,882.561</td>
<td>300.959</td>
</tr>
<tr>
<td>Aleutian Spray Fisheries, Inc.</td>
<td>Starlite</td>
<td>9,085.644</td>
<td>8,949.667</td>
<td>-135.777</td>
</tr>
<tr>
<td>FY Fisheries, Inc.</td>
<td>SeaDawn</td>
<td>8,968.280</td>
<td>8,988.399</td>
<td>0.119</td>
</tr>
</tbody>
</table>

Co-op Total                      | 148,946.000    | 148,891.281                  | -54.718                                      |
Exhibit 6. Directed pollock fishing catch and bycatch and PSC's for the UniSea Fleet Cooperative member vessels, year 2002.

<table>
<thead>
<tr>
<th>Company Name</th>
<th>Member Vessels</th>
<th>Directed Bering Sea Pollock Landed Catch (mt)</th>
<th>Other Groundfish Catch (mt)</th>
<th>Halibut Mortality Catch (mt)</th>
<th>Herring Catch (mt)</th>
<th>Red King Crab (#)</th>
<th>bairdii Tanner Crab (#)</th>
<th>Other Tanner Crab (#)</th>
<th>Chinook Salmon (#)</th>
<th>Other Salmon (#)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rondy's, Inc.</td>
<td>Alesa</td>
<td>11,538</td>
<td>103</td>
<td>5</td>
<td>11</td>
<td>0</td>
<td>3</td>
<td>2</td>
<td>415</td>
<td>360</td>
</tr>
<tr>
<td></td>
<td>Argory</td>
<td>11,415</td>
<td>69</td>
<td>2</td>
<td>3</td>
<td>0</td>
<td>4</td>
<td>3</td>
<td>473</td>
<td>2,246</td>
</tr>
<tr>
<td>Tynes Enterprises, Inc.</td>
<td>American Eagle</td>
<td>7,531</td>
<td>48</td>
<td>1</td>
<td>0</td>
<td>0</td>
<td>2</td>
<td>2</td>
<td>193</td>
<td>280</td>
</tr>
<tr>
<td>Aurora/Auriga General Partnership</td>
<td>Aurora</td>
<td>20,384</td>
<td>234</td>
<td>5</td>
<td>0</td>
<td>0</td>
<td>5</td>
<td>4</td>
<td>648</td>
<td>1,785</td>
</tr>
<tr>
<td>Aurora/Auriga General Partnership</td>
<td>Defender</td>
<td>22,866</td>
<td>233</td>
<td>4</td>
<td>2</td>
<td>1</td>
<td>5</td>
<td>4</td>
<td>1,261</td>
<td>1,361</td>
</tr>
<tr>
<td>FY Defender Limited Partnership</td>
<td>Defender</td>
<td>24,081</td>
<td>279</td>
<td>2</td>
<td>3</td>
<td>2</td>
<td>125</td>
<td>25</td>
<td>560</td>
<td>2,340</td>
</tr>
<tr>
<td>Iduhuso Fisheries, Inc.</td>
<td>GunMar</td>
<td>15,476</td>
<td>70</td>
<td>2</td>
<td>0</td>
<td>0</td>
<td>6</td>
<td>5</td>
<td>625</td>
<td>2,117</td>
</tr>
<tr>
<td>Blue Boat Corporation</td>
<td>Nordic Star</td>
<td>6,759</td>
<td>49</td>
<td>1</td>
<td>10</td>
<td>0</td>
<td>2</td>
<td>1</td>
<td>340</td>
<td>241</td>
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<tr>
<td>Aleutian Spray Fisheries, Inc.</td>
<td>Starfish</td>
<td>10,883</td>
<td>82</td>
<td>1</td>
<td>1</td>
<td>0</td>
<td>4</td>
<td>3</td>
<td>281</td>
<td>1,357</td>
</tr>
<tr>
<td>Aleutian Spray Fisheries, Inc.</td>
<td>Starlite</td>
<td>8,950</td>
<td>74</td>
<td>1</td>
<td>0</td>
<td>1</td>
<td>22</td>
<td>5</td>
<td>119</td>
<td>349</td>
</tr>
<tr>
<td>FY Fisheries, Inc.</td>
<td>SeaDawn</td>
<td>8,988</td>
<td>46</td>
<td>1</td>
<td>8</td>
<td>0</td>
<td>3</td>
<td>2</td>
<td>239</td>
<td>1,568</td>
</tr>
</tbody>
</table>

Co-op Total* 148,891 1,286 24 37 5 181 57 5,148 14,004

* Some totals are rounded to nearest metric ton or # of animals
Note: Catch totals are from Unisea & Seastate data and salmon numbers are those reported delivered.
Exhibit 7. Sideboard limits and aggregate catch for the UniSea Fleet Cooperative member vessels, year 2002.

<table>
<thead>
<tr>
<th>Species/Area</th>
<th>Initial UFC Sideboard Limit (mt)</th>
<th>Inter-Co-op Sideboard Transfer (mt)</th>
<th>Final Sideboard Limit (mt)</th>
<th>Co-op Catch (mt)</th>
<th>Difference Over &quot;A&quot; (mt)</th>
<th>Difference Under &quot;B&quot; (mt)</th>
</tr>
</thead>
<tbody>
<tr>
<td>BSAI Pacific cod</td>
<td>4,071</td>
<td>-168</td>
<td>3,902</td>
<td>2,503</td>
<td>-1,399</td>
<td></td>
</tr>
<tr>
<td>BSAI yellowfin sole</td>
<td>1,969</td>
<td>0</td>
<td>1,969</td>
<td>12</td>
<td>-1,957</td>
<td></td>
</tr>
<tr>
<td>BSAI rock sole</td>
<td>125</td>
<td>0</td>
<td>125</td>
<td>68</td>
<td>-57</td>
<td></td>
</tr>
<tr>
<td>Western GOA Pacific cod</td>
<td>174</td>
<td>0</td>
<td>174</td>
<td>0</td>
<td>-174</td>
<td></td>
</tr>
<tr>
<td>Central GOA Pacific cod</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Area 610 &quot;A&quot; season pollock</td>
<td>300</td>
<td>-4</td>
<td>297</td>
<td>0</td>
<td>-297</td>
<td></td>
</tr>
<tr>
<td>Area 620 &quot;A&quot; season pollock</td>
<td>64</td>
<td>-64</td>
<td>0</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Area 630 &quot;A&quot; season pollock</td>
<td>9</td>
<td>0</td>
<td>9</td>
<td>0</td>
<td>-9</td>
<td></td>
</tr>
<tr>
<td>Shellikof &quot;A&quot; season pollock</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Area 610 &quot;B&quot; season pollock</td>
<td>300</td>
<td>0</td>
<td>300</td>
<td>0</td>
<td>-300</td>
<td></td>
</tr>
<tr>
<td>Area 620 &quot;B&quot; season pollock</td>
<td>64</td>
<td>-64</td>
<td>0</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Area 630 &quot;B&quot; season pollock</td>
<td>9</td>
<td>0</td>
<td>9</td>
<td>0</td>
<td>-9</td>
<td></td>
</tr>
<tr>
<td>Shellikof &quot;B&quot; season pollock</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Area 610 &quot;C&quot; season pollock</td>
<td>613</td>
<td>0</td>
<td>613</td>
<td>0</td>
<td>-613</td>
<td></td>
</tr>
<tr>
<td>Area 620 &quot;C&quot; season pollock</td>
<td>22</td>
<td>0</td>
<td>22</td>
<td>0</td>
<td>-22</td>
<td></td>
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<tr>
<td>Area 630 &quot;C&quot; season pollock</td>
<td>30</td>
<td>0</td>
<td>30</td>
<td>0</td>
<td>-30</td>
<td></td>
</tr>
<tr>
<td>Area 610 &quot;D&quot; season pollock</td>
<td>613</td>
<td>0</td>
<td>613</td>
<td>0</td>
<td>-613</td>
<td></td>
</tr>
<tr>
<td>Area 620 &quot;D&quot; season pollock</td>
<td>22</td>
<td>-44</td>
<td>-22</td>
<td>0</td>
<td>22</td>
<td></td>
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<tr>
<td>Area 630 &quot;D&quot; season pollock</td>
<td>30</td>
<td>0</td>
<td>30</td>
<td>0</td>
<td>-30</td>
<td></td>
</tr>
<tr>
<td>WGOA shallow-water flatfish</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>CGOA shallow-water flatfish</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>EGOA shallow-water flatfish</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>CGOA deep-water flatfish</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td></td>
<td></td>
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<tr>
<td>CGOA northern rockfish</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>CGOA Pacific ocean perch</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>EGOA Pacific ocean perch</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Co-op All Species Sideboard Total</td>
<td>8,414</td>
<td>-344</td>
<td>8,070</td>
<td>2,582</td>
<td>-5,488</td>
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</tbody>
</table>

PSC limited halibut for Bering Sea
Directed cod fishery

Note: Catch totals are from Unisea & Seastate data

<table>
<thead>
<tr>
<th>Company Name</th>
<th>Member Vessels</th>
<th>Initial Co-op Cod Allocation (mt)</th>
<th>Pacific Monarch Cod Allocation (mt)</th>
<th>UFC PacMon Adjusted Cod Allocation (mt)</th>
<th>UFC Transfers (mt) In (+), Out (-)</th>
<th>UFC Final Adjusted Cod Allocation (mt)</th>
<th>Directed Bering Sea Cod Catch by Vessel (mt)</th>
<th>Difference Over (+), Under (-)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rondys, Inc.</td>
<td>Asea</td>
<td>280</td>
<td>12</td>
<td>293</td>
<td>-189</td>
<td>104</td>
<td>0</td>
<td>-104</td>
</tr>
<tr>
<td>Rondys, Inc.</td>
<td>Argosy</td>
<td>310</td>
<td>13</td>
<td>323</td>
<td>-209</td>
<td>114</td>
<td>0</td>
<td>-114</td>
</tr>
<tr>
<td>Tynes Enterprises, Inc.</td>
<td>American Eagle</td>
<td>775</td>
<td>34</td>
<td>808</td>
<td>9</td>
<td>817</td>
<td>232</td>
<td>-585</td>
</tr>
<tr>
<td>Aurora/Aurlga General Partnership</td>
<td>Aurlga</td>
<td>46</td>
<td>10</td>
<td>56</td>
<td>0</td>
<td>56</td>
<td>0</td>
<td>-56</td>
</tr>
<tr>
<td>Aurora/Aurlga General Partnership</td>
<td>Aurora</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>F/V Defender Limited Partnership</td>
<td>Defender</td>
<td>15</td>
<td>1</td>
<td>15</td>
<td>-11</td>
<td>4</td>
<td>0</td>
<td>-4</td>
</tr>
<tr>
<td>Ildhuso Fisheries, Inc.</td>
<td>GurnMar</td>
<td>283</td>
<td>11</td>
<td>274</td>
<td>318</td>
<td>592</td>
<td>526</td>
<td>-66</td>
</tr>
<tr>
<td>Blue Boat Corporation</td>
<td>Nordic Star</td>
<td>730</td>
<td>32</td>
<td>762</td>
<td>-15</td>
<td>747</td>
<td>484</td>
<td>-263</td>
</tr>
<tr>
<td>PacMon LLC</td>
<td>Pacific Monarch</td>
<td>177</td>
<td>-177</td>
<td>0</td>
<td>-177</td>
<td>-177</td>
<td>0</td>
<td>177</td>
</tr>
<tr>
<td>FY Fisheries, Inc.</td>
<td>Seadawn</td>
<td>699</td>
<td>30</td>
<td>729</td>
<td>50</td>
<td>779</td>
<td>602</td>
<td>-177</td>
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<tr>
<td>Aleutian Spray Fisheries, Inc.</td>
<td>Starfish</td>
<td>390</td>
<td>17</td>
<td>407</td>
<td>8</td>
<td>415</td>
<td>317</td>
<td>-98</td>
</tr>
<tr>
<td>Aleutian Spray Fisheries, Inc.</td>
<td>Starlite</td>
<td>386</td>
<td>17</td>
<td>403</td>
<td>48</td>
<td>451</td>
<td>341</td>
<td>-110</td>
</tr>
</tbody>
</table>

Co-op Total: 4,071 0 4,071 -168 3,902 2,503 -1,399

Note: Some totals may not add due to rounding.
Catch totals are from Unisea data.
49.61 mt transferred in to Seadawn and 218.00 mt transferred out to HSCC for net transfer out of 168 mt.

<table>
<thead>
<tr>
<th>Company Name</th>
<th>Member Vessels</th>
<th>Directed Bering Sea Pacific cod Landed Catch (mt)</th>
<th>Other Groundfish Catch (mt)</th>
<th>Halibut Catch (mt)</th>
<th>Herring Catch (mt)</th>
<th>Red King Crab (#)</th>
<th>bairdi Tanner Crab (#)</th>
<th>Other Tanner Crab (#)</th>
<th>Chinook Salmon (#)</th>
<th>Other Salmon (#)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rondy's, Inc.</td>
<td>Asea</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Rondy's, Inc.</td>
<td>Argosy</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
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<tr>
<td>Tynes Enterprises, Inc.</td>
<td>American Eagle</td>
<td>232</td>
<td>80</td>
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<td>0</td>
<td>568</td>
<td>109</td>
<td>17</td>
<td>2</td>
<td>0</td>
</tr>
<tr>
<td>Aurora/Auriga General Partnership</td>
<td>Aurora</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Aurora/Auriga General Partnership</td>
<td>Aurora</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>F/V Defender Limited Partnership</td>
<td>Defender</td>
<td>529</td>
<td>20</td>
<td>5</td>
<td>0</td>
<td>82</td>
<td>7</td>
<td>110</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Iduhuso Fisheries, Inc.</td>
<td>GunMar</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Blue Boat Corporation</td>
<td>Nordic Star</td>
<td>484</td>
<td>148</td>
<td>9</td>
<td>0</td>
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<td>948</td>
<td>179</td>
<td>23</td>
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<tr>
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<td>Starfish</td>
<td>317</td>
<td>117</td>
<td>9</td>
<td>0</td>
<td>1</td>
<td>924</td>
<td>195</td>
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<td>541</td>
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<td>1</td>
<td>1,124</td>
<td>243</td>
<td>32</td>
<td>6</td>
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<tr>
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<td>SeaDawn</td>
<td>602</td>
<td>191</td>
<td>10</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>

Co-op Total* 2,503 692 54 0 2 4,408 879 231 43

* Some totals are rounded to nearest metric ton or # of animals
Note: Catch and PSC totals are from Unisear & Seastate data
Exhibit 10. Transfers of UniSea Fleet Cooperative Gulf of Alaska pollock sideboard limits to other catcher vessel co-ops, year 2002.

<table>
<thead>
<tr>
<th>Gulf Area/Season</th>
<th>Transfers To</th>
<th>Transfer Amount (mt)</th>
</tr>
</thead>
<tbody>
<tr>
<td>620 B</td>
<td>Unalaska</td>
<td>128</td>
</tr>
<tr>
<td>620 D</td>
<td>Unalaska</td>
<td>44</td>
</tr>
<tr>
<td>Total GOA Transfers</td>
<td></td>
<td>172</td>
</tr>
</tbody>
</table>
Exhibit 11. Directed crab fishing landed catch by UniSea Fleet Cooperative member vessels which were qualified to harvest Bering Sea crab.

<table>
<thead>
<tr>
<th>Company Name</th>
<th>Member Vessel</th>
<th>Bristol Bay Red King Crab Pounds</th>
<th>Bering Sea opilio Tanner Crab Pounds</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rondy's, Inc.</td>
<td>Alsea</td>
<td>18,419</td>
<td>0</td>
</tr>
<tr>
<td>Rondy's, Inc.</td>
<td>Argosy</td>
<td>21,924</td>
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</tr>
<tr>
<td>Tynes Enterprises, Inc.</td>
<td>American Eagle</td>
<td>29,014</td>
<td>2,296</td>
</tr>
<tr>
<td>Aurora/Auriga General Partnership</td>
<td>Auriga</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Aurora/Auriga General Partnership</td>
<td>Aurora</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>F/V Defender Limited Partnership</td>
<td>Defender</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Iluhuso Fisheries, Inc.</td>
<td>GunMar</td>
<td>51,665</td>
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<td>Blue Boat Corporation</td>
<td>Nordic Star</td>
<td>49,858</td>
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<td>31,523</td>
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<tr>
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<td>Starlite</td>
<td>31,319</td>
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<tr>
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<td>SeaDawn</td>
<td>25,252</td>
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</table>

Co-op Total: 258,974 2,296

Note: Catch totals from Unisea data

<table>
<thead>
<tr>
<th>Company Name</th>
<th>Member Vessel</th>
<th>Halibut Mortality (mt)</th>
<th>Herring Catch (mt)</th>
<th>Red King Crab (#)</th>
<th>bairdi Tanner (#)</th>
<th>Other Tanner (#)</th>
<th>Chinook Salmon (mt)</th>
<th>Other Salmon (mt)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rondy's, Inc.</td>
<td>Aisea</td>
<td>5</td>
<td>11</td>
<td>0</td>
<td>3</td>
<td>2</td>
<td>415</td>
<td>360</td>
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<tr>
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<td>Argosy</td>
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<td>3</td>
<td>473</td>
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<td>American Eagle</td>
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<td>565</td>
<td>111</td>
<td>210</td>
<td>282</td>
</tr>
<tr>
<td>Aurora/Auriga General Partnership</td>
<td>Auriga</td>
<td>5</td>
<td>0</td>
<td>0</td>
<td>5</td>
<td>4</td>
<td>648</td>
<td>1,785</td>
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<td>1</td>
<td>5</td>
<td>4</td>
<td>1,281</td>
<td>1,361</td>
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<tr>
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<td>Defender</td>
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<td>3</td>
<td>2</td>
<td>125</td>
<td>25</td>
<td>560</td>
<td>2,340</td>
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<tr>
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<td>GunMar</td>
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<td>0</td>
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<td>88</td>
<td>11</td>
<td>735</td>
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<td>10</td>
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<td>768</td>
<td>146</td>
<td>364</td>
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<td>1</td>
<td>952</td>
<td>183</td>
<td>304</td>
<td>1,359</td>
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<td>947</td>
<td>200</td>
<td>143</td>
<td>377</td>
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<td>8</td>
<td>0</td>
<td>1,127</td>
<td>246</td>
<td>265</td>
<td>1,574</td>
</tr>
</tbody>
</table>

**Co-op Total**

78  37  7  4,589  935  5,379  14,047

* Some totals are rounded to nearest metric ton or # of animals.

Note: Catch totals from Unisea & Seastate data.
ATTACHMENT 1

UFC MEMBERSHIP AGREEMENT 2002 ADDENDUM
UNISEA FLEET COOPERATIVE

MEMBERSHIP AGREEMENT

2002 ADDENDUM

Each of the undersigned hereby acknowledges and agrees that the terms and conditions of the UniSea Fleet Cooperative Membership Agreement dated as of December 14, 1999, as amended by that First Amendment to Membership Agreement dated as of May 10, 2001, shall be in full force and effect among the undersigned for the year 2002.

In addition, each of the undersigned hereby certifies that the vessel on behalf of which it is executing this Addendum: (i) delivered more pollock to UniSea, Inc. than to any other AFA inshore processor in the last year in which the vessel engaged in directed fishing for pollock in the BSAI for delivery to the inshore sector; (ii) agrees to fish under terms authorized under an AFA catcher vessel permit with an inshore endorsement; and (iii) that such vessel has no permit sanctions or other type of sanctions against it that would prevent it from fishing for groundfish in the BSAI.

Dated effective as of the 1st day of December, 2001.

F/V ALSBA
by Rondys, Inc.

By ____________________________
Margaret Hall, General Mgr.

F/V ARGOSY
by Rondys, Inc.

By ____________________________
Margaret Hall, General Mgr.

F/V AMERICAN EAGLE
by Tynes Enterprises, Inc.

By ____________________________
Reidar Tynes, President

F/V AURIGA
F/V AURORA
by Auriga/Aurora General Partnership

By ____________________________
Jeff Hendricks, Manager

Signatures continued on page 2.
UNSEA FLEET COOPERATIVE
MEMBERSHIP AGREEMENT
2002 ADDENDUM

Each of the undersigned hereby acknowledges and agrees that the terms
and conditions of the UniSea Fleet Cooperative Membership Agreement dated as of
December 14, 1999, as amended by that First Amendment to Membership Agreement
dated as of May 10, 2001, shall be in full force and effect among the undersigned for the
year 2002.

In addition, each of the undersigned hereby certifies that the vessel on
behalf of which it is executing this Addendum: (i) delivered more pollock to UniSea,
Inc. than to any other APA inshore processor in the last year in which the vessel
engaged in directed fishing for pollock in the BSAI for delivery to the inshore sector; (ii)
agrees to fish under terms authorized under an APA catcher vessel permit with an
inshore endorsement; and (iii) that such vessel has no permit sanctions or other type of
sanctions against it that would prevent it from fishing for groundfish in the BSAI.

Dated effective as of the 1st day of December, 2001.

F/V ALSEA
by Rondys, Inc.

By ____________________________
Margaret Hall, General Mgr.

F/V AMERICAN EAGLE
by Tynes Enterprises, Inc.

By ____________________________
Reidar Tynes, President

F/V ARGOSY
by Rondys, Inc.

By ____________________________
Margaret Hall, General Mgr.

F/V AURIGA
by Aurora General Partnership

F/V AURORA

By ____________________________
Wendricks, Manager

Signatures continued on page 2.
F/V Defender
by F/V Defender Limited Partnership
By Barry Ohal, Mgr.

F/V Nordic Star
by Blue Boat Corporation
By Cary Swagard

F/V Seadawn
by FV Fisheries, Inc.
By Fred Yeck, President

F/V Gun-Mar
by Ildhuso Fisheries, Inc.
By Gunnar Ildhuso, Jr., President

Pacific Monarch
by PacMon LLC
By Barry Ohal, Authorized Agent

F/V Starfish
F/V Starlite
by Aleutian Spray Fisheries, Inc.
By Cary Swagard

UNISEA FLEET COOPERATIVE

By Jeff Hendricks, President
F/V DEFENDER
by F/V Defender Limited Partnership

By ____________________________
    Barry Ohai, Mgr.

F/V NORDIC STAR
by Blue Boat Corporation

By ____________________________
    Fred Yeck, President

F/V GUN-MAR
by Ilidhuso Fisheries, Inc.

By ____________________________
    Gunnar Ilidhuso, Jr., President

F/V SEADAWN
by FY Fisheries, Inc.

By ____________________________

PACIFIC MONARCH
by PacMon LLC

By ____________________________
    Barry Ohai, Authorized Agent

F/V STARFISH
F/V STARLITE
by Aleutian Spray Fisheries, Inc.

By ____________________________
    Cary Swanson, President

UNISEA FLEET COOPERATIVE

By ____________________________
    Jeff Hendricks, President
F/V DEFENDER
by F/V Defender Limited Partnership

By______________________________
Barry Ohai, Mgr.

F/V NORDIC STAR
by Blue Boat Corporation

By______________________________

F/V SEADAWN
by FY Fisheries, Inc.

By______________________________
Fred Yeck, President

F/V GUN-MAR
by Ildhuso Fisheries, Inc.

By______________________________
Gunnar Ildhuso, Jr., President

PACIFIC MONARCH
by PacMon LLC

By______________________________
Barry Ohai, Authorized Agent

F/V STARFISH
F/V STARLITE
by Aleutian Spray Fisheries, Inc.

By______________________________
Cary Swasand, President

UNISEA FLEET COOPERATIVE

By______________________________
Jeff Hendricks, President
F/V DEFENDER  
by F/V Defender Limited Partnership  

By ____________________  
Barry Ohal, Mgr.

F/V NORDIC STAR  
by Blue Boat Corporation  

By ____________________  

F/V SEADAWN  
by FY Fisheries, Inc.  

By ____________________  
Fred Yeck, President

F/V GUN-MAR  
by Ildhuso Fisheries, Inc.  

By ____________________  
Gunnar Ildhuso, Jr., President

PACIFIC MONARCH  
by PacMon LLC  

By ____________________  
Barry Ohal, Authorized Agent

F/V STARFISH  
F/V STAPPLES  
by Aleutian Sprat Fisheries, Inc.  

By ____________________  
Cary Swasand, President

UNISEA FLEET COOPERATIVE  

By ____________________  
Jeff Woodhouse, President
Mr. Chris Oliver  
Executive Director  
North Pacific Fishery Management Council  
605 West Fourth, Suite 306  
Anchorage, Alaska 99501-2252

Re: UniSea Fleet Cooperative

Dear Chris:

Enclosed please find the following documents related to the above-referenced cooperative:

- Agreement to Process dated as of December 1, 2002; and  
- 2003 Addendum to Membership Agreement.

To the best of our knowledge there have been no changes to the Membership Agreement since the First Amendment to Membership Agreement dated as of May 10, 2001.

Sincerely yours,

MUNDT MacGREGOR L.L.P.

Nettie Cornwell  
Antonetta S. Cornwell  
Paralegal

Enclosures

cc: Mr. Jeff Hendricks (w/out encl.)  
Mr. Joseph M. Sullivan (w/out encl.)  
Ms. Sue Salveson (w/out encl.)
AGREEMENT TO PROCESS

This AGREEMENT TO PROCESS is entered into as of December 1, 2002, by UNISEA, INC., a Washington corporation ("UniSea"), with reference to the following facts:

A. The American Fisheries Act (the "Act") authorizes the Secretary of Commerce to reserve portions of the Bering Sea/Aleutian Islands ("BS/AI") pollock inshore directed fishing allowance for harvesting only by members of qualifying fishery cooperatives.

B. Under the Act, a contract implementing a qualifying fishery cooperative must specify that: (i) other than as permitted under Section 210(b)(6) of the Act, the cooperative’s catcher vessels will deliver pollock in the BS/AI directed pollock fishery only to the processor to which such vessels delivered more pollock than to any other AFA inshore processor in the last year in which the vessels engaged in directed fishing for pollock in the BS/AI for delivery to the inside sector, and (ii) such processor has agreed to process such pollock.

C. The owners of eighty percent (80%) of the catcher vessels that delivered more pollock to the UniSea plant in Dutch Harbor, Alaska (the "Plant") in the last year in which the vessels engaged in directed fishing for pollock for delivery to the inside sector have agreed, subject to the provisions of Section 210(b)(6) of the Act and related provisions in the UniSea Fleet Cooperative (the "Cooperative") Membership Agreement, as amended, to deliver pollock from the BS/AI directed pollock fishery only to the Plant.

D. UniSea is willing to agree to process the BS/AI directed pollock fishery harvest of the Cooperative’s members’ vessels, to enable the Cooperative to obtain an allocation of BS/AI pollock under Section 210 of the Act.

NOW, THEREFORE, UniSea hereby agrees to purchase and process pollock harvested in the BS/AI directed pollock fishery by the Cooperative’s members’ catcher vessels, on terms and conditions to be agreed upon by and between UniSea and such vessels’ owners. UniSea hereby acknowledges and agrees that, pursuant to Section 210(b)(6) of the Act, such vessels may deliver up to ten percent (10%) of the Cooperative’s BS/AI pollock allocation to qualified shoreside processors other than UniSea.
UNISEA, INC.

By [Signature]

Its [Vice President]
UNISEA FLEET COOPERATIVE

MEMBERSHIP AGREEMENT

2003 ADDENDUM

Each of the undersigned hereby acknowledges and agrees that the terms and conditions of the UniSea Fleet Cooperative Membership Agreement dated as of December 14, 1999, as amended by that First Amendment to Membership Agreement dated as of May 10, 2001, shall be in full force and effect among the undersigned for the year 2003, and that Exhibit A attached hereto replaces in its entirety Exhibit A to the Membership Agreement and to all prior addenda thereto.

In addition, each of the undersigned hereby certifies that the vessel on behalf of which it is executing this Addendum: (i) delivered more pollock to UniSea, Inc. than to any other AFA inshore processor in the last year in which the vessel engaged in directed fishing for pollock in the BSAI for delivery to the inshore sector; (ii) agrees to fish under terms authorized under an AFA catcher vessel permit with an inshore endorsement; and (iii) that such vessel has no permit sanctions or other type of sanctions against it that would prevent it from fishing for groundfish in the BSAI.

Dated effective as of the 1st day of December, 2002.

F/V ALSEA
by Rondys, Inc.

By ______________________________
Margaret Hall, General Mgr.

F/V ARGOSY
by Rondys, Inc.

By ______________________________
Margaret Hall, General Mgr.

F/V AMERICAN EAGLE
by Tynes Enterprises, Inc.

By ______________________________
Reidar Tynes, President

F/V AURIGA
F/V AURORA
by Auriga/Aurora General Partnership

By ______________________________
Jeff Hendricks, Manager

Signatures continued on page 2.
UNISEA FLEET COOPERATIVE

MEMBERSHIP AGREEMENT

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Dated effective as of the 1st day of December, 2002.

F/V ALSEA by Rondys, Inc.

By __________________________
Margaret Hall, General Mgr.

F/V AMERICAN EAGLE by Tynes Enterprises, Inc.

By __________________________
Reidar Tynes, President

F/V ARGOSY by Rondys, Inc.

By __________________________
Margaret Hall, General Mgr.

F/V AURIGA
F/V AURORA
by Auriga/Aurora General Partnership

By __________________________
Jeff Hendricks, Manager

Signatures continued on page 2.
UNISEA FLEET COOPERATIVE

MEMBERSHIP AGREEMENT

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Each of the undersigned hereby acknowledges and agrees that the terms and conditions of the UniSea Fleet Cooperative Membership Agreement dated as of December 14, 1999, as amended by that First Amendment to Membership Agreement dated as of May 10, 2001, shall be in full force and effect among the undersigned for the year 2003, and that Exhibit A attached hereto replaces in its entirety Exhibit A to the Membership Agreement and to all prior addenda thereto.

In addition, each of the undersigned hereby certifies that the vessel on behalf of which it is executing this Addendum: (i) delivered more pollock to UniSea, Inc. than to any other AFA inshore processor in the last year in which the vessel engaged in directed fishing for pollock in the BSAL for delivery to the inshore sector; (ii) agrees to fish under terms authorized under an AFA catcher vessel permit with an inshore endorsement; and (iii) that such vessel has no permit sanctions or other type of sanctions against it that would prevent it from fishing for groundfish in the BSAL.

Dated effective as of the 1st day of December, 2002.

F/V ALSEA
by Rondys, Inc.

By__________________
Margaret Hall, General Mgr.

F/V AMERICAN EAGLE
by Tynes Enterprises, Inc.

By__________________
Reidar Tynes, President

F/V ARGOSY
by Rondys, Inc.

By__________________
Margaret Hall, General Mgr.

F/V AURIGA
F/V AURORA
by Auriga/Aurora General Partnership

By__________________
Jeff Hendricks, Manager

Signatures continued on page 2.
F/V DEFENDER
by F/V Defender Limited Partnership

By Barry Ohai, Mgr.

F/V NORDIC STAR
by Blue Boat Corporation

By Cary K. Swasand

F/V SEADAWN
By FY Fisheries, Inc.

By Fred Yeck, President

F/V GUN-MAR
by Ildhuso Fisheries, Inc.

By Gunnar Ildhuso, Jr., President

PACIFIC MONARCH
by PacMon LLC

By Barry Ohai, Authorized Agent

F/V STARFISH
F/V STARLITE
By Aleutian Spray Fisheries, Inc.

By Cary K. Swasand
Cary Swasand, President

UNISEA FLEET COOPERATIVE

By Jeff Hendricks, President
F/V DEFENDER
by F/V Defender Limited Partnership

By __________________________
Barry Ohai, Mgr.

F/V NORDIC STAR
by Blue Boat Corporation

By __________________________

F/V GUN-MAR
by Ildhuso Fisheries, Inc.

By __________________________
Gunnar Ildhuso, Jr., President

PACIFIC MONARCH
by PacMon LLC

By __________________________
Barry Ohai, Authorized Agent

F/V SEADAWN
By FY Fisheries, Inc.

By __________________________
Fred Yeck, President

F/V STARFISH
F/V STARLITE
By Aleutian Spray Fisheries, Inc.

By __________________________
Cary Swasand, President

UNISEA FLEET COOPERATIVE

By __________________________
Jeff Hendricks, President
F/V DEFENDER
by F/V Defender Limited Partnership

By
Barry Ohai, Mgr.

F/V NORDIC STAR
by Blue Boat Corporation

F/V SEADAWN
By FY Fisheries, Inc.

By
Fred Yeck, President

F/V GUN-MAR
by Ildhuso Fisheries, Inc.

By
Gunnar Ildhuso, Jr., President

PACIFIC MONARCH
by PacMon LLC

By
Barry Ohai, Authorized Agent

F/V STARFISH
F/V STARLITE
By Aleutian Spray Fisheries, Inc.

By
Cary Swasdand, President

UNISEA FLEET COOPERATIVE

By
Jeff Hendricks, President
EXHIBIT A

TO

UNISEA FLEET COOPERATIVE

MEMBERSHIP AGREEMENT

BERING SEA POLLOCK FISHERY
HARVEST SCHEDULE

This Harvest Schedule is based on the best information available to the Members at the time of its preparation. It will be amended from time to time pursuant to the terms of the Cooperative’s Membership Agreement.

<table>
<thead>
<tr>
<th>MEMBER</th>
<th>VESSEL(S)</th>
<th>PERCENTAGE OF &quot;ALLOCATION&quot;</th>
</tr>
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<tbody>
<tr>
<td>Rondys, Inc.</td>
<td>ALSEA - ON 626517</td>
<td>7.249%</td>
</tr>
<tr>
<td></td>
<td>ARGOSY - ON 611365</td>
<td>7.116%</td>
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<tr>
<td>Tynes Enterprises, Inc.</td>
<td>AMERICAN EAGLE - ON 558605</td>
<td>4.655%</td>
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<tr>
<td>Aurora/Auriga General Partnership</td>
<td>AURIGA - ON 639547</td>
<td>12.700%</td>
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<td></td>
<td>AURORA - ON 636919</td>
<td>14.306%</td>
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<tr>
<td>F/V Defender Limited Partnership</td>
<td>DEFENDER - ON 554030</td>
<td>15.091%</td>
</tr>
<tr>
<td>Ildhuso Fisheries, Inc.</td>
<td>GUN-MAR - ON 640130</td>
<td>9.674%</td>
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<tr>
<td>Blue Boat Corporation</td>
<td>NORDIC STAR - ON 584684</td>
<td>4.403%</td>
</tr>
<tr>
<td>Company</td>
<td>Fish Name</td>
<td>Percentage</td>
</tr>
<tr>
<td>-----------------------</td>
<td>-------------------</td>
<td>------------</td>
</tr>
<tr>
<td>Aleutian Spray Fisheries, Inc.</td>
<td>STARFISH - ON 561651</td>
<td>6.482%</td>
</tr>
<tr>
<td></td>
<td>STARLITE - ON 597065</td>
<td>5.339%</td>
</tr>
<tr>
<td>FY Fisheries, Inc.</td>
<td>SEADAWN - ON 548685</td>
<td>6.026%</td>
</tr>
<tr>
<td>PacMon LLC</td>
<td>PACIFIC MONARCH - ON 557467</td>
<td>6.959%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td></td>
<td><strong>100.00%</strong></td>
</tr>
</tbody>
</table>