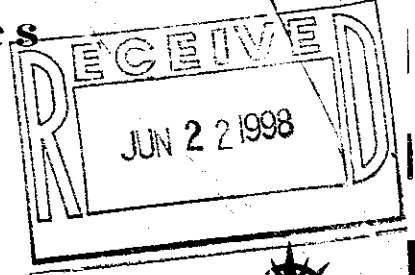


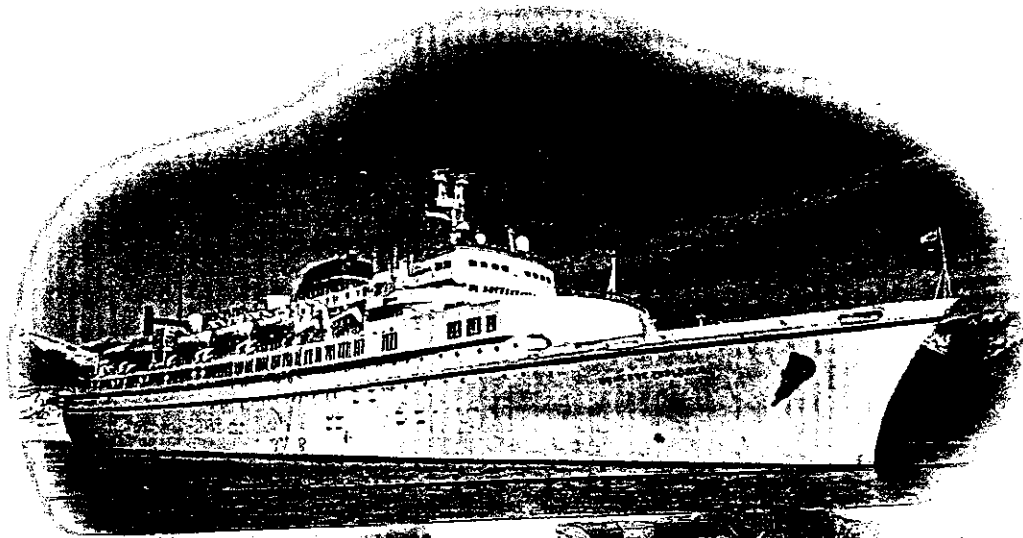
1999 World Explorer Cruises



# ALASKA



AN ADVENTURE FOR  
THE HEART, MIND, AND SOUL



To: Superintendent J.M. Brady  
GLACIER BAY NATIONAL PARK RESERVE  
PO Box 140 • Gustavus, AK 99826-9999

June 22, 1998

Glacier Bay



THE UNCOMMON ROUTE

## **National Park Service Note**

**The Following items are not included in this NPS release of:  
World Explorer Cruises & Tours, Inc. Proposal for Cruise Ship  
Services 2000-2004**

Materials generally available to the public or which repeats information included (available on request):

The Daily Explorer News letter (28 pages)

Pollution Minimization Plan (20 pages)

Records related to Marine Casualties, Violation Notices and Food Service Sanitation (18 pages)

Financial Statements & Funding (7 pages)

UNITED STATES OF AMERICA  
DEPARTMENT OF THE INTERIOR  
NATIONAL PARK SERVICE

**Draft Concessions Permit**

PERMIT NO. \_\_\_\_\_ This Concession was previously authorized pursuant to  
PERMIT NO. LPGLBA006-92 / CP-GLBA006-98

NAME OF CONCESSIONER: WORLD EXPLORER CRUISES & TOURS, INC.

d.b.a.: SAME

ADDRESS: 555 MONTGOMERY STREET, SUITE 1400

CITY, STATE, ZIP CODE: SAN FRANCISCO, CA 94111-2544

PHONE NUMBER: (415) 393-1565

The above, hereinafter referred to as "Concessioner", is hereby authorized and agrees to provide cruise ship service for the public within Glacier Bay National Park & Preserve.

This permit shall be for the term of five years from January 1, 2000, through December 31, 2004, subject to the following terms and conditions:

1. **Revocation.** It is expressly understood and agreed that this permit may be revoked at any time at the discretion of the Director without liability to the Government of any nature.

2. **Transfer or Assignment.** The Concessioner shall neither transfer nor assign this permit, nor grant any interest or privilege therein without prior written approval of the Director. Such approval is subject to the requirements of 36 CFR part 51 (as are or as may be set forth therein).

3. **Facilities and Services.** (a) The Concessioner shall maintain and operate the concession in such manner as the Director may deem satisfactory and shall provide the assets and personnel necessary therefor.

(b) The Director reserves the right to determine and control the nature, type and quality of the merchandise and services described herein as authorized and required to be sold or furnished by the Concessioner within the area. Food service operations under this permit and the administration thereof by the Director shall be subject to the United States Public Health Service requirements.

(c) The Director shall have the right at any time to board the cruise ship utilized by the Concessioner hereunder for any purpose he may deem reasonably necessary.

4. **Rates.** The rates charged cruise ship passengers will not be regulated during the life of this permit(s). The National Park Service believes there are a sufficient number of cruise ship companies operating in Glacier Bay to provide a competitive market in offering the public a range of prices and cruise orientation from which to choose. Permittees must, however, submit a brochure showing the rates and cruises within the park which are being offered.

**5. Accounting Records and Reports.** (a) The Concessioner shall maintain an accounting system whereby its accounts can be readily identified with its system of accounts classification. The Concessioner shall submit annually as soon as possible but not later than March 1, a financial statement for the preceding year which includes, as a minimum, total gross receipts, total passengers and total gross receipts per passenger per day for services provided under this permit. Such information is subject to public release to the extent authorized by law or established policies and procedures of the Director. The Director and Comptroller General of the United States, or any of their duly authorized representatives shall at any time up until the expiration of five (5) calendar years after the expiration of this permit, have access to and the right to examine any of the Concessioner's pertinent books, documents, papers, and records, including federal and state income tax returns (collectively "documents"), and such documents of any proprietary or affiliate companies of the Concessioners.

(b) The term "gross receipts," as in this PERMIT shall mean the total amount received or realized by, or accruing to, the Concessioner from all sales for cash or credit, of services, accommodations, materials, including commissions earned on permits or agreements with other persons or companies operating in the area, and excluding gross receipts from intracompany earnings on account of charges to other departments of the operation such as charges for employees' meals, lodgings, and transportation, interest on money loaned or in bank accounts, income from investments, income from subsidiary companies outside of the area, sale of property other than that purchased in the regular course of business for purposes of resale, and sales and excise taxes that are added as separate charges to approved sales prices, fishing license fees, and hunting license fees, provided that the amount excluded shall not exceed the amount actually due or paid Governmental agencies.

**6. Fees.** (a) For the term of this PERMIT, the Concessioner shall pay to the Director for the privileges granted herein, as follows: the greater of *\$5.00 per passenger per day (including both revenue and non-revenue passengers, see definitions, below)* or *\$200.00/year*.

(b) This fee is to be paid as follows: A pre-payment of \$1.50 multiplied by the total passenger capacity (*basis 2: i.e. two passengers per cabin*) scheduled to enter the park each year is due not later than March 1, 2000 (or on execution of the permit, if this occurs after this date), and by March first of each successive year the permit remains in effect. Follow-up payments of the actual number of passengers multiplied by \$5.00 minus the pre-payment amount for that visit, is due fifteen days after each month during which a ship entered the park under this permit. A pre-payment will not be required for ships scheduled to arrive prior to March 1.

(d) An interest charge will be assessed on overdue amounts for each thirty (30) day period, or portion thereof, that payment is delayed beyond the 15-day period provided for above. The percent of interest charged will be based on the current value of funds to the United States Treasury which is published quarterly in the Treasury Fiscal Requirements Manual.

(e) A *day* is each 24 hour period or portion thereof.

(f) *Revenue passenger* means anyone who paid money to be on board.

(g) *Non-revenue passenger* means anyone else on board except: Concessioner employees (captain, officers, crew, etc.); contractors and sub-concessioners of the permittee; immediate family members of employees who are sharing the employee's quarters; and musicians, artists, guest speakers, art auctioneers, interpreters, rangers, etc. who are traveling free, but providing passenger services for the concessioner or the National Park Service.

**7. Insurance and Indemnity.** The Concessioner shall save, hold harmless, defend and indemnify the United States of America, its agents and employees for losses, damages or judgments and expenses on account of fire or other peril, bodily injury, death or property damage or claims for bodily injury, death or

property damage of any nature whatsoever, and by whomsoever made, arising out of the activities of the Concessioner, his employees, subcontractors or agents under the contract.

At the request of the Secretary, the Concessioner shall provide the Secretary with a Federal Maritime Commission "Certificate of Financial Responsibility to Meet Liability Incurred for Death or Injury to Passengers or Other Persons" for any vessel it proposes to operate under this permit as evidence of compliance with this section.

Any liability policy shall specify that the insurance company shall have no right of subrogation against the United States of America or shall provide that the United States of America is named an additional insured.

The Director will not be responsible for any omissions or inadequacies of insurance coverages and amounts in the event the insurance purchased by the Concessioner proves to be inadequate or otherwise insufficient for any reason whatsoever.

**8. Nondiscrimination.** The Concessioner shall, in addition to other laws and regulations which may be applicable to its operations, comply with applicable requirements of (i) Title VII of the Civil Rights Act of 1964, as well as Executive Order No. 11246 of September 24, 1965, as amended by Executive Order No. 11375 of October 13, 1967, (ii) Title V, Sections 503 and 504 of the Rehabilitation Act of September 26, 1973, P.L. 93-112 as amended in 1978, (iii) 41 C.F.R. Part 60-2 which prescribes affirmative action requirements for contractors and subcontractors, (iv) the Age Discrimination in Employment Act of December 15, 1967 (P.L. 90-202), as amended by (P.L. 95-256) of April 6, 1978, and (v) the Architectural Barriers Act of 1968 (P.L. 90-480). The Concessioner shall also comply with regulations heretofore or hereafter promulgated, relating to nondiscrimination in employment and providing accessible facilities and services to the public including those set forth in Exhibit "A" attached hereto and made a part hereof.

**9. General Provisions.** (a) Reference in this PERMIT to the "Director" shall mean the Director of the National Park Service, and the term shall include his duly authorized representatives. Reference in this permit to the "Service" shall mean the National Park Service.

(b) The Concessioner is not entitled to be awarded or to have negotiating rights to any Federal procurement or service contract by virtue of any provision of this PERMIT.

(c) Notwithstanding any other provision hereof, the Director reserves the right to provide directly or through cooperative or other non-concession agreements with non-profit organizations, any accommodations, facilities or services to Area visitors which are part of and appropriate to the Area's interpretive program.

(d) Any and all taxes which may be lawfully imposed by any State or its political subdivisions upon the property or business of the Concessioner shall be paid promptly by the Concessioner.

(e) No member of, or delegate to, Congress or Resident Commissioner shall be admitted to any share or part of this PERMIT or to any benefit that may arise herefrom but this restriction shall not be construed to extend to this PERMIT if made with a corporation or company for its general benefit.

(f) This PERMIT may not be extended, renewed or amended in any respect except when agreed to in writing by the Director and the Concessioner.

(g) The concessioner shall review the conduct of any of its employees whose action or activities are considered by the Concessioner or the Director to be inconsistent with the proper administration of the area and enjoyment and protection of visitors and shall take such actions as are necessary to fully correct the situation.

(h) Operations must be in conformance with applicable federal, state, and local laws, regulations, and requirements for the type of service offered.

(i) Notwithstanding the provisions of Public Law 89-249 (79 Stat. 969; 16 U.S.C. 20), the Concessioner's preference to renew is limited to the number of June 1 - August 31 cruise ship entries awarded to the Concessioner prior to May 31, 1990. New Concessioners will enjoy the statutory preference to renew for the number of such entries authorized in their first permit. For both groups of Concessioners the preference will not extend to any additional entries the Concessioner may be allocated hereafter.

(j) The Concessioner shall conduct operations in the park as stated in the proposal submitted by the Concessioner in response to the Prospectus issued for this permit.

(k) All vessel operations shall be conducted in conformance with relevant National Park Service regulations contained in US Code of Federal Regulations, with particular attention to applicable elements of 36 CFR 13.65 and the park compendium. The park compendium is normally revised on an annual basis and includes closures, restrictions and other operating requirements.

(l) The Concessioner may enter Glacier Bay by cruise ship only according to a schedule approved by the Superintendent, and will depart from Glacier Bay National Park within 14 hours following each entry. The Concessioner's schedule should be coordinated through normal industry channels, currently *Cruise Line Agencies of Alaska, P.O. Box 8080, Ketchikan, Alaska, 99901*.

(m) Cruise ship entries year round into Glacier Bay for all companies combined are limited to no more than two cruise ships in the bay on any day.

(n) In conformance with entry limits established in 36 CFR 13.65, the Concessioner is tentatively authorized **[number to be determined]** entries into Glacier Bay proper from June 1 - August 31. No entry limits are in effect for the Concessioner from January 1 - May 31 and September 1 - December 31, subject to conditions *l* and *m*. The number of entries may be changed in response to resource considerations, federal laws, regulations and/or court decisions.

(o) All cruise ship entries authorized by this permit must be used by the Permittee during the June 1 - August 31 "regulatory" period, except when unforeseen circumstances prevent their use. The permittee will notify the NPS as soon as possible and surrender the entries to the NPS for reallocation of that season's entries to other authorized cruise ship operators. Any entries not scheduled by March 15 for the upcoming summer will be reallocated to other operators for the upcoming season. Failure to use one or more of the allocated Glacier Bay entries, except when excused by the Superintendent, or failure to notify the NPS in a timely manner of any entry non-use is a breach of the permit agreement and may result in revocation of the permit and loss of accompanying Glacier Bay entries.

(p) In order to give park visitors the best experience possible, the Concessioner shall:

1. Distribute the NPS Glacier Bay brochure to all passenger cabins the night before entering Glacier Bay (in the past, coordination of brochure distribution to ships has been handled through Cruise Line Agencies of Alaska).
2. Schedule the arrival to Glacier Bay no earlier than sunrise or 0600 local time, whichever is later, and departure no later than sunset or 2100 which ever is earlier.
3. Spend at least five (5) hours in the upper west arm area (between Queen Inlet northbound and Reid Inlet southbound) and one (1) hour or more at the face of tidewater glaciers.
4. Schedule the Interpretive program to be the priority activity on the ship while in the upper bay, from Queen Inlet until the ship leaves the last tidewater glacier (approximately 50% of the day in Glacier Bay).
5. Provide approved interpretive commentary over the ship's public address system while in the upper West Arm and at other points of interest, from a location with, at least, an open view forward and to port (the vessel bridge is generally the best location). This public address system must be broadcast clearly over all open decks and viewing lounges, but should not

broadcast unduly beyond the ship. The vessel must have a designated person responsible for ensuring that sound levels are appropriate in all areas and who immediately corrects any problems.

6. Provide an information station in a non-smoking area where passengers congregate and where commentary can be heard. The station must be forward or on the port side of the ship, have an open view outside for orientation purposes. A table will be provided and wall space, or an easel, will be available nearby for mounting Glacier Bay exhibits (minimum wall or easel space: 3 feet high by 4 feet wide).
7. Schedule an approved Glacier Bay interpretive program to be presented in a theater or lounge with high quality slide viewing capabilities during a time not competing with commentary or glacier viewing.
8. Schedule no ship board events or organized activities which compete with item (p) 4. above (examples of such events: ice carving demonstrations, jackpot bingo, auctions, dance lessons, photographic sessions involving props or costumes). However, passenger services not involving organized public events, such as gift shops, fitness centers, salons, etc., may remain open.
9. Distribute a ship's newsletter having appropriate and accurate information about Glacier Bay and the day's interpretive events.

(q) The launching or use of auxiliary vessels (launches, life boats, etc.), except in an emergency, while in Glacier Bay is not authorized without specific approval from the Director.

(r) Music shall not be broadcast on speakers on outside decks, public address system announcements shall be kept to a minimum, and ship's horns will not be sounded unless necessary for safety purposes.

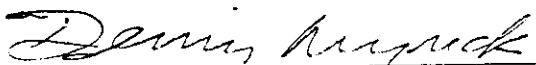
(s) No trash, balloons, or other objects may be discarded from the ship in the park.

(t) A separate National Park Service film permit is required if helicopters or fixed wing aircraft are used to take advertising photos in Glacier Bay National Park. The concessioner should contact the park's Chief Ranger (phone 907 697-2230; fax 907 697-2654) several weeks in advance to allow sufficient time for the information to be mailed to the concessioner and returned.

Dated at San Francisco, this Eighteenth day of June 19 98.

**(Concessioner)**

**United States Of America**



By Dennis Myrick  
Vice President

Title  
June 18, 1998

Date

By \_\_\_\_\_

Title \_\_\_\_\_

Date \_\_\_\_\_



# WORLD EXPLORER CRUISES

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## Proposal for Concession Operation

**James Brady, Superintendent  
Glacier Bay National Park and Preserve  
Attention: Division of Concession Program Management  
P.O. Box 140  
Gustavus, AK 99826**

Dear Mr. Brady:

We hereby offer to provide cruise ship and services at Glacier Bay National Park & Preserve, in accordance with the terms and conditions as specified in your Prospectus and to execute the draft permit contained in the prospectus without substantive modification (except as may be required by NPS pursuant to the terms of the Prospectus and/or inclusion of items from the selected offer which are beneficial to the government). We are enclosing the required "APPLICATION" which, by this reference, is made a part hereof. We certify that the information furnished herewith is true to the best of our knowledge and belief. In addition, we agree to complete the execution of the Concession Permit within fifteen working days after it is presented by the National Park Service.

Dennis Myrick, Vice President  
World Explorer Cruises  
555 Montgomery Street, Suite 1400  
San Francisco, CA 94111

### CERTIFICATE OF CORPORATE OFFICER

I, Dennis Myrick, certify that I am the Vice President of the corporation named as *Offeror* herein; that Dennis Myrick, who signed this proposal on behalf of the *Offeror*, was then Vice President of said corporation; that said proposal was duly signed for and in behalf of the corporation by authority of its governing body within the scope of its corporate powers.



**❖ PRINCIPAL FACTOR 1. -- THE EXPERIENCE AND RELATED BACKGROUND OF THE OFFEROR**

**OFFEROR, ENTITY, NEW CONCESSIONER, OPERATOR IDENTIFICATION FORM**

**ENTITY NAME:** *World Explorer Cruises*

**ADDRESS:** *555 Montgomery Street Suite 1400  
San Francisco, CA 94111*

**CONTACT PERSON:** *Dennis Myrick*  
**TELEPHONE NUMBER:** *415-393-1565*  
**FAX NUMBER:** *415-391-1145*  
**E-MAIL ADDRESS:** *dmyrick@wecruise.com*

**Form of Business:** *Corporation*

**Describe the expected role in providing this concession service:**

*World Explorer Cruises will take a proactive role in exceeding Glacier Bay National Park & Preserve goals and objectives for visitors to the park. World Explorer Cruises has prepared its guests for the visit to Glacier Bay with hours of lectures on glaciation, ecosystems and marine biology. Our extensive lecture program is designed to complement the program of narration and slide show offered by the Park Service interpreters. No social or entertainment activity is scheduled on the ship during the daylong visit to Glacier Bay. Glacier Bay is not only the main focus; it's the only focus.*

**Structure of the business:**

*World Explorer Cruises & Tours, Inc. a California corporation is a wholly owned subsidiary of Hemisphere Cruises & Tours, Inc., a Liberian corporation.*

Name and Address of Owners	Number and Type of Shares or Percentage of Ownership	Total Value of Investment
Hemisphere Cruises and Tours	1060 Common Stock \$10 par value	\$10,600
Total Shares Outstanding:	1060	\$10,600

## ANILCA Section 1307 Preferred Operator

**6. Is the entity making this offer a local resident, as defined in 36 CFR 13.81(f), for the services offered under this prospectus?**

*No*

**7. Are you applying for "most directly affected Native corporation" status, as defined in 36 CFR 13.85?**

*No*

### Preferences for New and Small Operators

**8. Do you provide cruise ship services within Glacier Bay National Park under a current limited permit with the National Park Service?**

*Yes. World Explorer Cruises provides cruise ship services under a current limited permit with the National Park Service.*

**9. If yes, does the number of cruise ship entries from June 1 to August 31 exceed 19 entries (14 percent of 139 cruise ship entries allocated for Glacier Bay from June 1 – August 31)?**

*No. World Explorer Cruises is allocated less than 14% of the currently available Glacier Bay National Park & Preserve whale season cruise ship entries.*

**10. Do any of the above have operations or interest in other operations in areas adjacent to this national park area or operations in other national parks.**

*No*

**11. The NPS is looking for an ENTITY that has demonstrated experience in managing this type of business activity.** Give specific examples of business operations undertaken by ENTITY. Detail the OFFERERS experience and skills in developing efficient, effective, defined targeted goals for business programs according to pre-established management parameters.

*World Explorer Cruises has twenty-one years of specific experience in managing this type of business activity, and has consistently demonstrated superior management skills. Since 1980, World Explorer Cruises has met or exceeded targeted visitor goals established by senior management for visitors to Glacier Bay National Park & Preserve.*

**12. Describe the business management qualifications and experience of the ENTITY and the NEW CONCESSIONER proposed to manage and operate this business.**

*World Explorer Cruises has been honored to provide our cruise guests visits to Glacier Bay National Park & Preserve since 1978. The senior marketing and operations management have more than twenty years of combined concession management experience, and, more than thirty years of general business management in the private and public sector.*

**13. Does the entity have experience providing services under contract for an agency like NPS, United States Forest Service, Bureau of Land Management, city, state, large corporation, or other organization with significant philosophical and operational constraints?**

*Yes, with The United States Forest Service.*

**14a. Individual Experience and Related Background of Key Managers**

**Name:** *K.Y. Tang*

**Employer:** *World Explorer Cruises*

**Address:** *555 Montgomery Street Suite 1400  
San Francisco, CA 94619*

**Employer Address:** *same*

**Employee Phone Number:** *415-393-1565*

**Date of Birth or SSN:**

**Employer Phone Number:** *415-393-1565*

**Employer Fax Number:** *415-391-1145*

**Position:** *President*

**Hours/Week** *50*

**Number of People Supervised:** *13*

**Employer e-mail:** *kytang @wecruise.com*

**Duties and Responsibilities:** *\*(see enclosure 1)*

**Role in Proposed Business and Estimated Hours per week:** *(see enclosure 1)*

**Qualifications for this Role:** *(see enclosure 1)*

*\*Enclosure 1 next page*

## **KWING-YEUNG TANG (K.Y. TANG)**

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### **Summary of Experience:**

25 years of solid experience in all functions of international shipping including positions as Chief Executive Officer of a number of shipping companies in the last two years. Experience ranging from ship-management of passenger ships, oil tankers and dry bulk carriers; introduction of quality management system to office under ISO-9002 and ISM Certificate for both office and onboard ships; chartering and sale/purchase of ships; long term planning functions of company; planning and implementation of shipping projects; financing of shipping projects.

### **Background:**

Became President of World Explorer Cruises in November 1997. Attended Sloan Executive Program at Stanford University from August 1996 to July 1997 and obtained a Master of Science Degree in Management. Held multiple senior positions in shipping companies within Tung Group in Hong Kong, London, Tokyo and Singapore. Chief Executive Officer of a travel agency in Hong Kong.

### **Professional Qualifications/Experience:**

August 1996-July 1997

Nominated by Island Navigation International Limited to attend the Sloan Program at Stanford University and obtained a Master of Science Degree in Management.

Island Navigation Corporation International Limited, Hong Kong

Deputy Managing Director

February 15, 1991 – June 30, 1996

Reporting to the Chairman/Managing Director (same person). Responsible for the day to day management of the company and the development of new shipping projects on a worldwide basis, shipping joint ventures, ship finance, sales and purchase of ships. Successfully developed joint venture in dry

cargo ships with Baoshan Steel in Shanghai, PRC and expanded the venture into 6 vessels backed by 60 million tons of cargo in 4 years.

Associated Maritime Company (Hong Kong) Ltd., Hong Kong

Managing Director (concurrently)

April 1, 1994 – June 30, 1996

Chief Executive Officer of the company engaged in ship management for 25 vessels including passenger ship (SS "Universe"), oil tankers and dry bulk carriers. Successfully implemented quality management system basing ISO-9002 and ISM Certificate for both office and onboard ships. Attended numerous oil pollution drills organized by oil companies in US in joint operation with the US Coast Guard. Supervision of three important functions in oil tankers projects – investment in new building or second-hand oil tankers, chartering of oil tankers and ship management.

Bao-Island Enterprises Ltd., Hong Kong

Director and General Manager (concurrently)

November 3, 1992 – Present

Supervision of a company acting as industry carriers operator specializing in dry bulk cargo of iron ore and coal. Resigned as General Manager June 30, 1997.

Associated Maritime Company (London) Limited, London, United Kingdom

Managing Director (concurrently)

July 18, 1987 – June 30, 1997

Chief Executive Officer of the company and the supervision of the chartering business of the company in oil tankers.

Island Navigation Corporation (U.K.) Limited, London, United Kingdom

Managing Director (concurrently)

February 10, 1994 – June 30, 1997

Chief Executive Officer of the company and the supervision of the chartering business of the company in dry cargo ships.

AMCL (Singapore) Private Limited, Singapore

Managing Director (concurrently)

December 29, 1994 – June 30, 1997

Chief Executive Office of the company and the supervision of all shipping businesses in South East Asia.

Island Navigation Corporation, Tokyo Branch, Delaware  
Director (concurrently)

April 1, 1994 – June 30, 1997

Supervision and the development of all shipping businesses with Japanese interests.

Orient Overseas Services (H.K.) Ltd., Hong Kong

Director and General Manager (concurrently)

December 28, 1989 – June 30, 1996

Supervision of the full service of a travel agent.

Island Navigation Corporation International Limited, Hong Kong

Director of Financial Management Division

February 1, 1997 – February 14, 1991

Responsible for all functions of ship finance and corporation finance, negotiation of related loan documentation. Took part in new shipping projects and joint ventures.

Island Navigation Corporation (Development) Limited, Hong Kong

General Manager, Project & Planning Division

May 16, 1983 – January 31, 1987

Responsible for all shipping projects including new building vessels, sale and purchase of vessels.

Island Navigation Corporation Limited, Hong Kong

Various positions

July 19, 1972 – May 15, 1983

Responsible for planning, chartering and operations of non-container functions of shipping. Received training in Japan for three months in Yamashita Shinnihon Steamship Company limited in 1975.

**Education:**

Stanford University, Stanford, California, U.S.A.

Master of Science in Management – 1997

New Asia College, The Chinese University of Hong Kong

Bachelor of Business Administration - 1972

**14b. Individual Experience and Related Background of Key Managers**

**Name:** *Dennis Myrick*

**Employer:** *World Explorer Cruises*

**Address:** *555 Montgomery Street Suite 1400  
San Francisco, CA 94619*

**Employer Address:** *same*

**Employee Phone Number:** *415-393-1565*

**Date of Birth or SSN:**

**Employer Phone Number:** *415-393-1565*

**Employer Fax Number:** *415-391-1145*

**Position:** *Vice President*

**Hours/Week** *50*

**Number of People Supervised:** *12*

**Employer e-mail:** *dmyrick @wecruise.com*

**Duties and Responsibilities:** *\*(see enclosure 2)*

**Role in Proposed Business and Estimated Hours per week:** *(see enclosure 2)*

**Qualifications for this Role:** *(see enclosure 2)*

*\*Enclosure 2 next page*



## **DENNIS M. MYRICK**

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### **SUMMARY OF EXPERIENCE:**

Extensive senior management sales, sales promotion, training, advertising and product management / marketing experience in a service environment. Creative and media direction, planning and execution for airline and cruise line advertising.

### **BACKGROUND:**

1967 to present: Sales, advertising, training, leisure marketing and sales promotion management with Continental Airlines, major international air carrier. Hired as a Sales Agent, 1967; Supervisor Direct Mail-Advertising, 1971; District Sales Manager, 1974; Manager, Group Planning, 1978; Manager Sales Training, 1979; Manager Leisure Marketing, 1981; Director Meeting and Incentive Sales, American Hawaii Cruises, 1983; Director Marketing and Sales, World Explorer Cruises, 1984; Vice President and General Manager, World Explorer Cruises, 1987.

### **PROFESSIONAL EXPERIENCE:**

#### **World Explorer Cruises, San Francisco, California**

*Vice President/General Manager*

*October 1987-Present*

Reporting to President/CEO with day-to-day responsibility for all marketing and operations activities. Complete profit and loss accountability including new business development and long range planning.

#### **World Explorer Cruises, San Francisco, California**

*Director, Marketing and Sales*

*January 1984-October 1987*

Reporting to Chief Operating Officer with responsibility for sales and marketing activities. Key member of small management team who achieved 100% load factor, 185% increase in net cruise revenue in only 18 months. Responsibilities include providing sales direction to eighteen regional sales managers in north America and two regional sales directors. Major national account negotiations. Profit and loss responsibility.

#### **American Hawaii Cruises, San Francisco, California**

*Director, Meeting and Incentive Sales*

*December 1982-January 1984*

Responsible for setting up and staffing a new department. Development of sales goals, developed and executed marketing plans, strategic market planning, sales promotion planning and execution, direct marketing.

#### **Continental Airlines, Los Angeles, California**

*Manager, Leisure Marketing*

*February 1981-December 1982*

Responsible for development and execution of all leisure marketing programs with domestic and international wholesalers. Developed promotional and collateral support activities for United States, Mexico and the South Pacific. Responsible for administering corporate advertising budget, coordinating advertising content - providing direction, planning and controlling execution. In addition, administered collateral budget for point of purchase displays, tour brochures, promotion, audio-visual, premium items; budgeted, developed and supervised all stages of production with ad agencies, wholesalers, design studios, printers and other outside suppliers.

**Continental Airlines, Los Angeles, California**  
**Manager, Sales Training**

*February 1979-February 1981*

Researched and developed sales training programs for Continental's sales force. Evaluated outside sales training programs for possible implementation by Continental. Considered applicability, administration, required materials, and cost. Provided direct instruction to 156 Sales and Service management personnel. Evaluating adequacy of sales training programs; modify where necessary. Prepared custom sales training programs where special markets warranted them. Assisted in presenting new product lines to Sales and Service personnel.

**Continental Airlines, Los Angeles, California**  
**Manager, Group Sales Planning**

*February 1978-February 1979*

Total responsibility for development and implementation of all group sales activities. Provided direction for Field Sales and implemented specific plans to secure convention, business meeting and incentive travel group traffic. Responsible for creation of promotional and collateral programs required for field sales support. Administered the group marketing budget and media plan. Participated in specific meeting planner conventions and trade shows generating confirmed group business and sales leads for field sales follow-up.

**Continental Airlines, Kansas City, Missouri**  
**District Sales Manager**

*June 1974-February 1978*

Responsible for establishing marketing plans and goals for territory within prescribed budget limitations. Produced direct mail programs, including monthly travel agency newsletter. Conducted passenger and cargo sales presentations to prospective commercial and travel trade clients. Held product seminars for the travel agency community to improve Continental's market share. Increased Continental's visibility through creative public relations and use of collateral material.

**Continental Airlines, Los Angeles, California**  
**Supervisor, Direct Mail Advertising**

*May 1971-June 1974*

Responsible for company Direct Mail Department and its related functions; stimulated growth of department to complete year-round fully-computerized mailing program to Travel Agent, Interline and Commercial accounts. Assisted field managers in creating direct mail programs, including layout, copy, production, printing and distribution. Coordinated the design, production and effective use of Continental's major consumer and trade exhibits. Worked with advertising agency, printers and other outside vendors.

**Continental Airlines, Los Angeles, California**  
**Airport Sales Agent**

*June 1967-May 1971*

Entry level position: with various duties, including ticket writing and tariff usage, flight check-in, flight operations, airport accounting functions and public relations.

**EDUCATION:**

William Jewell College, School of Business, BS degree  
Business Management Major, Psychology/Social Sciences Minor.

**❖ PRINCIPAL FACTOR 2. – CONFORMANCE TO THE TERMS AND CONDITIONS OF THE PROSPECTUS IN RELATION TO QUALITY OF SERVICE TO THE VISITOR**

**CRITERION 2A. THE OFFEROR AGREES TO PROVIDE THE SERVICES AS REQUIRED BY THIS PROSPECTUS.**

**1. Indicate below whether you agree to provide the required services under the conditions specified in the Permit.**

*Yes*

**2. Provide a basic description of the ship which offeror proposes to operate in the park, including, as a minimum, the following, and any other design information the offeror feels is pertinent.**

**Ship Name:** *SS Universe Explorer*

**Former Names:**

<i>Brasil</i>	<i>1958-1971</i>
<i>Volendam</i>	<i>1971-1975</i>
<i>Monarch Sun</i>	<i>1975-1978</i>
<i>Volendam</i>	<i>1978-1984</i>
<i>Island Sun</i>	<i>1984-1985</i>
<i>Liberte</i>	<i>1985-1986</i>
<i>Canada Star</i>	<i>1986-1988</i>
<i>Queen of Bermuda</i>	<i>1988-1990</i>
<i>Enchanted Seas</i>	<i>1990-1995</i>

**Registry:** *Panama*

**Gross Tonnage:** *22,162*

**Builder:** *Ingals Shipbuilding Corp., Pascagula, Mississippi*

**Date Launched:** *December 1957*

**Length:** *617 feet 6 inches*

**Beam:** *84 feet (moulded) 88 feet 2 inches (extreme)*

**Date of Last Refit:** *June 9-June 16, 1997*

**Draft:** *27 feet 3 inches*

**Stack Height:** *Approx. 60 feet above water line*

**Propellers (no. & type):** Two fixed pitch

**Propulsion type:** Steam Turbine

**Propulsion Power:** 25,500 HP

**Fuel (type/weight)** IFO 380 CST (ISO RMG 35 Spec.)

**Passenger Capacity: (based on double)** 731

**Passenger Capacity: (all berths)** 800

**Cabin Size(mean sq.feet):** 188

**Passenger/Space ratio (basis 2):** 30.32

**No. of Cabins** 365

**No. of Wheelchair accessible cabins:** 50

**Officer Nationality:** European/American

**Crew Nationality:**

U.S.	10%
Canadian	6%
European	5%
Filipino	79%

**3. Do you agree not to use a substitute ship without the approval of the park superintendent and that any substitute must meet or exceed the standards of the ship approved in the proposal?**

*Yes*

**4. Specify the total number of cruise ship entries into Glacier Bay from June 1 - August 31 for which you are applying.**

*Seven (7)*

**5. Do you wish to apply and compete in all categories in order to maximize your opportunity:**

*Yes*

**6. Do you intend to utilize all entries authorized throughout the term of the permit?**

*Yes*

**7. Do you agree to notify the NPS of any unused entries that may become available in a timely manner and, if necessary, assist to facilitate the reallocation of the unused entry?**

*Yes*

❖ **CRITERION 2B Describe what additional services and/or facilities will be provided and/or how the company will improve upon the services or schedules required by this prospectus, to provide a superior park experience for its passengers.**

**1) Describe the services and facilities related to the above that you propose to offer.**

*World Explorer Cruises (WEC) is completing its 21<sup>st</sup> consecutive year in Alaska offering the only dedicated educational and cultural experience in the cruise industry. During a typical sixteen week Alaska season, more than 48 Ph.D., university professors, expert in Alaska's history, geology, ocean studies, natural history and botany will lecture and provide on-deck commentary. The lecture program is the heart of the on board program and to it we dedicate our main lounge during prime time for over sixteen hours of in-depth study of Alaska and her beauty. We believe this cruise format and feature is unmatched by any other operator and is, therefore, an important element in the National Park Services Management Plan. World Explorer Cruises and its vessel, SS Universe Explorer, is unique in the cruise industry for this approach to educationally oriented cruising and has a significant part to play in the Glacier Bay cruise ship mix.*

*The program also engages wherever available local dancers, singers, speakers, and storytellers to enrich the educational immersion that our guests seek. In 1998 WEC is participating with the Yakutat Tlingit Tribe in a pilot program of on board narrative and native story telling. Our first efforts have been greeted with enthusiasm by our guests. In 1999 WEC will be the first cruise vessel to make calls at the native community of Metlakatla. Our resident artists have included native carvers and mask makers for our guests' education and enjoyment.*

*The presence of the largest library afloat where otherwise a casino would be is further testimony to our priorities. This 16,000 title library houses a permanent collection of Alaska materials for our guests' study and browsing pleasure. By agreement with Sheldon Jackson Museum in Sitka, a "Hands-on" rotating collection of native artifacts is featured in this library.*

*The WEC program is so enriching that Elderhostel of Alaska is sailing with forty-five passengers on four of our voyages and the National Geographic Alliance will conduct seminars while on our 14-day voyages. That these prestigious and discriminating organizations have chosen this program for their participation is evidence of our historical and current strength in educational cruising.*

*The above services and features far exceed, we believe, the park experience offered and conducted by any other cruise operator in Alaska.*

Management Policies Manual, Chapter VIII. "Promoting the sale of United States made handcrafts including Native American handcrafts relating to the culture, historical, natural and geographic characteristics of park areas is encouraged and there shall be a continuing effort to enhance the scope and supply of local handcrafts where they exist and to establish them where they do not."

2) Describe what measures the company will take to implement this policy in your service.

*World Explorer Cruises is working with gift shop management to seek and acquire for sale American made and Native Alaskan art and crafts. This inventory will develop as sources of authentic materials are identified and purchasing is dedicated to this purpose. By the year 1999 we expect to offer significant resident and native Alaska art and crafts in the gift shop. We will closely monitor the process to assure compliance.*

3) Describe other services, facilities, programs, itineraries, etc., your company will implement that will provide a superior park experience for the visitor

*World Explorer Cruises dedicates the day in Glacier Bay to a Glacier Bay Experience. We have long recognized the importance of this day in our guests' expectations and the enjoyment of their cruise. We dedicate the day's program to this purpose and schedule no competing activities from the time the interpreters arrive until away from the glaciers and down bay. As evidenced by the attached Daily Explorer, the time from 6:00 a.m. until 3:00 p.m. is dedicated to outdoor viewing and Park Interpreter's presentations. Cabin video offerings this day include, Alaska: Glacier Bay, and videos on whales and whale behavior. These videos are also available for purchase in the gift shop.*

❖ **CRITERION 3A THE OFFEROR AGREES TO A FEE OF NOT LESS THAN THE AMOUNT DESCRIBED BELOW.**

The NPS has determined that the fees described below is the minimum required offer:

\$5.00 per passenger (including both revenue and non-revenue passengers)

1. Do you agree to this initial level of fees as shown above and in the sample permit?

Yes

❖ **CRITERION 4A THE OFFEROR PROPOSES TO PROVIDE INTERPRETIVE SERVICES (EITHER THROUGH THE NPS INTERPRETIVE PROGRAM OR THROUGH AN APPROVED CONCESSIONER PROGRAM) WHICH MEETS THE REQUIREMENTS OF THE PROSPECTUS AND PERMIT.**

**1. Do you agree to provide an interpretive program meeting these minimum criteria?**

*Yes*

**2. Will you participate in the NPS Interpretive Program (including cost-recovery)?**

*Yes*



❖ **CRITERION 4B THE OFFEROR PROPOSES TO PROVIDE INTERPRETIVE SERVICES BEYOND THE MINIMUM LEVELS LISTED IN CRITERION 4A.**

- 1) **Do you propose to operate in accordance with an optimum itinerary shown above?**  
  
*Yes*
- 2) *N/A*
- 3) **If you answer yes to item 1, but would also like to propose possible alternative itineraries which you feel would provide a superior visitor experience, please do so here.**

*World Explorer Cruises would like to propose an optimum itinerary predicated on the offer Example of 0700 Optimal Itinerary, Application, Page 18 of 26. This Optimal Itinerary suggests two interpretive presentations, 1400 and 1445. This is not being offered by NPS in 1998.*

<i>0600-0700</i>	<i>Arrive Glacier Bay</i>
<i>0830</i>	<i>Queen Inlet- Begin Commentary</i>
<i>0900</i>	<i>Reid Inlet</i>
<i>0930</i>	<i>Lamplugh Glacier</i>
<i>1030-1200</i>	<i>Margerie and Grand Pacific</i>
<i>1215-1245</i>	<i>First Interpretive Presentation (first seating lunch)</i>
<i>1300-1345</i>	<i>NPS Interpreters eat lunch</i>
<i>1345-1430</i>	<i>Second Interpretive Presentation (second seating lunch)</i>
<i>1600</i>	<i>Depart Glacier Bay</i>

*This schedule would be optimal for World Explorer Cruises purposes because it takes into consideration the fact that the main public room on SS Universe Explorer will not accommodate more than 60% of our guests at one time and that working with the lunch schedule, not around it, works best for all large-audience presentations. This will only be viable if NPS will agree to two presentations.*

**Do you propose to meet any or all of the elements shown above? (Applicable only if you will not be participating in the NPS Interpretive Program: the NPS Interpretive Program meets these elements.)**

4) N/A

5) **Do you propose to meet any or all of the elements shown above?**

*Yes, World Explorer Cruises has traditionally offered the Youth Activities Program an opportunity to meet privately with a Glacier Bay Interpreter in a Question and Answer session while in Glacier Bay. We would continue to do so with the encouragement and cooperation of NPS. The resident geologist has presented lectures on glaciation prior to arrival in Glacier Bay. A video on Glacier Bay is shown on the ship's television system and can be purchased in the gift shop.*

6) **Do you propose to add any additional interpretive elements or services?**

*World Explorer Cruises engages university professors on all of its voyages. By the time our vessel arrives in Glacier Bay our guests have enjoyed hours of lectures on glaciation, vulcanology, plate tectonics, and anthropology on the native people who reside in South East Alaska. The Glacier Bay Park Interpreters add additional substance and first person details as do the Yakutat Tlingit storytellers, the botanical walks in Wrangell, and the National Park Service talks in Seward. These lectures form the core of our program and are the primary reason World Explorer Cruises has survived for twenty years in the fiercely competitive Alaska marketplace. World Explorer Cruises does not offer a casino or gaming, nor Las Vegas reviews or Art Auctions. The dining fare is reasonable and health conscious, not Epicurean. Our guests choose us because they want their cruise experience to feed their minds more than their stomachs.*

*Our Junior Cruiser staff welcomes NPS interpreters who visit the youth center for Question and Answer sessions. Prior to Glacier Bay day the youth program schedules a Nature Scavenger Hunt and a presentation by our on-board Naturalist especially prepared for the younger audience. Week two in the voyage a traditional youth entry in the costume parade is for all the junior cruisers to form a large glacier that advances, retreats, and calves. It is often the highlight of the show. It has to be seen.*

*Our 16000-volume library has an Alaska collection that includes materials that augment the educational offerings of the program. The library, open 109 hours in a two week cruise, and the materials, see heavy use.*

**Please see next pages *Enclosure 3* for our 1998 Lecture List and *Enclosure 4*, our *Daily Explorer Newspaper* showing Glacier Bay Day**



# WORLD EXPLORER CRUISES

## 1998 Lecture Schedule

Date	Geology	Biology	History	Anthropology
26-May	<b>James Roddick</b> University of British Columbia Vancouver, BC	<b>John Sullivan</b> Southern Oregon University Ashland, OR	<b>Pat McLatchy</b> Skagit Valley College Mt. Vernon, WA	<b>Pamela Amoss</b>
9-Jun	<b>Dee Trent</b> Citrus College Glendora, CA	<b>Becky Houck</b> University of Portland Portland, OR	<b>William Mullins</b> Oklahoma Baptist University Shawnee, OK	<b>Lowell Holmes</b> Wichita State University Wichita, KS
23-Jun	<b>Gordon Bigelow</b> University of Hawaii Honolulu, HI	<b>Tom Darrow</b> Lewis and Clark College Portland, OR	<b>Charles Coate</b> Eastern Oregon University La Grande, OR	<b>Andie Diane Palmer</b> University of Alberta Edmonton, Alberta
7-Jul	<b>Dick Thoms</b> Portland State University Portland, OR	<b>Allan Schoenherr</b> Fullerton College Fullerton, CA	<b>Ann-Marie Nakhla</b> Western Washington University Bellingham, WA	<b>Peter Jacobs</b> Colorado State University Fort Collins, CO
21-Jul	<b>Monty Elliott</b> Southern Oregon University Ashland, OR	<b>Jill Wright</b> University of Pittsburgh Pittsburgh, PA	<b>Harry Ritter</b> Western Washington University Bellingham, WA	<b>Pat and Chip Coronel</b> Colorado State University Greeley, CO
4-Aug	<b>Jad D'Allura</b> Southern Oregon University Ashland, OR	<b>Mary Stensvold</b> USFS Ranger Sitka, AK	<b>Darrell Amundsen</b> Western Washington University Bellingham, WA	<b>Vickie Jensen, Jay Powell</b> University of British Columbia Vancouver, BC
18-Aug	<b>Joseph Graf</b> Southern Oregon University Ashland, OR	<b>John Sullivan</b> Southern Oregon University Ashland, OR	<b>Gary Ferngren</b> Oregon State University Corvallis, OR	<b>Carol Morrison</b> Stanford University Palo Alto, CA
25-Aug	<b>Harry Smedes</b> Southern Oregon University Ashland, OR	<b>Rich Carter</b> Pacific University Forest Grove, OR	<b>John Tymitz</b> University of Pittsburgh Pittsburgh, PA	<b>Carol Morrison</b> Stanford University Palo Alto, CA

*Enclosure 3*

# WORLD EXPLORER CRUISES

# THE

# DAILY

# EXPLORER

SUNDAY, JULY 20, 1997

GLACIER BAY



Sunrise: 4:30am

Sunset: 9:54pm



*This was my first general view of Glacier Bay. A solitude of ice and snow and northern rocks, dim, dreary, mysterious... Sunshine streamed through the luminous fringes of the clouds and fell on the green waters of the fjord, the glittering bergs, the crystal bluffs of the vast glacier, the intensely white, far-spreading fields of ice, and the ineffably chaste and spiritual heights of the Fairweather Range, which were now hidden, now partly revealed, the whole making a picture of icy wilderness unspeakably pure and sublime.*

- John Muir, upon his discovery of Glacier Bay, 1879

GLACIER BAY Blue-white glaciers flow from the lofty, snow clad peaks of the St. Elias and Fairweather Ranges to fjord-like inlets in Glacier Bay National Park and Preserve, one of the most scenic places in the world. This 3,303,840 acre area stretches from Cross Sound on the south to the Canadian border on the north.

Within the park are Mount Fairweather (15,320ft.) and Glacier Bay. The bay, about 70 miles long and 2 1/2 to 10 miles wide, was filled with ice 5,000ft. thick as recently as 200 years ago. Along the water front, glaciers in every stage of development - from actively moving to nearly stagnant - are visible. Equally impressive are the icebergs floating in the bay. This spectacular and beautiful region is accessible only by plane or boat.

Park Rangers from Glacier Bay National Park and Preserve will board the ship at 6:00am and will be with us most of the day. They will be making announcements from the bridge and will be able to answer your questions. They will also present a slide lecture about Glacier Bay at approximately 2:15pm. Please listen for announcements confirming time and place.

There will be very few activities today so that everyone will feel free to enjoy Glacier Bay.

## ESTIMATED TIME OF ARRIVAL IN GLACIER BAY

- 6:00am
- 6:00am ETA
- 6:00-7:00am
- 7:00-9:00am
- 7:00-9:00am
- 8:00am
- 9:00-12:00
- 12:00-2:00pm
- 12:00noon
- 1:15pm
- 2:15pm
- 3:00-3:45pm
- 3:00-4:00pm
- 3:15pm
- 3:30pm
- 4:00pm
- 4:00pm
- 4:00-4:45pm
- 6:00pm
- 7:30-8:00pm

Glacier Bay Rangers come aboard, Starboard Side, Aloha Deck

Continental Breakfast is offered - Harbour Grill, Promenade Deck, Aft

Breakfast Buffet is offered - Harbour Grill, Promenade Deck, Aft

Open Seating Menu Breakfast is served - Hamilton Dining Room, Main Deck

**QUIZ TIME** - Today's quiz available outside the Activities Office!

Pool Bar Special: Bloody Marys and Screw Drivers priced at only \$2.75 - Promenade Deck, Aft.

Lunch Buffet is offered - Harbour Grill, Promenade Deck, Aft

Lunch is served - *1st Seating Passengers (Open Seating)* - Hamilton Dining Room, Main

Lunch is served - *2nd Seating Passengers (Open Seating)* - Hamilton Dining Room, Main

**PARK RANGER PRESENTATION** - Mid-Ocean Lounge, Promenade Deck  
*(time subject to change)*

**Group Exercising** with Susan - Sports Court, Sun Deck, Aft *(weather permitting)*

**Costume Supplies Available!** Stop by the Activities Office to start putting your fabulous costume together for the next week's **COSTUME PARADE!**

**Interdenominational Christian Religious Service** - Theatre, Aloha Deck

**EDUCATIONAL VIDEO: SHIP TOUR** - Behind the scene look at the Universe Explorer's Engine Room, Galley, and Navigational Bridge - Televised in the Mid-Ocean Lounge and also in your cabins on Channel 7 *(Available for purchase through the Activities Office)*

Join passenger Betty Schmitt and other savvy travelers to share your experiences and learn new travel tips from others - Theatre, Aloha Deck

**AFTERNOON SING-A-LONG:** a good old-fashioned sing-a-long! Join JANEY SMITH in the Mid-Ocean Lounge and sing along to oldies but goodies! - Promenade Deck

Afternoon Tea is offered - Harbour Grill, Promenade Deck.

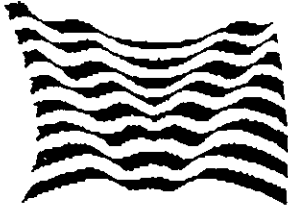
**DINNER** is served - *(1st Seating Passengers)* Hamilton Dining Room, Main Deck

Cocktail music by our singer/pianist PHIL WESTBROOK - Mid-Ocean Lounge, Prom Deck

*"Irish Coffee" and "Golden Cadillac" Specials from 8am-2pm- Pool-side Bar, Promenade Deck, Aft, priced at only \$2.75*

V. Ships Marine, Ltd.  
22 Jericho Turnpike  
Mincola, NY 11501

Phone: (516) 741-2700  
Fax: (516) 741-2847  
Telex: 6790767



**V. Ships**

June 8, 1998  
CCL01898.CF

Mr. David Nemeth  
U.S. Department of the Interior  
National Park Service  
Glacier Bay National Park and Preserve  
P.O. Box 140  
Gustavus, AK 99826-0140

Dear Mr. Nemeth:

**SUBJ: UNIVERSE EXPLORER PERMIT CP-GLBY006-98**

We are V. Ships Marine, Ltd. (VSML), Managers of the subject vessel on behalf of the Owners and World Explorer Cruises. VSML was formed as a joint venture company between International Marine Carriers, Inc. (IMC) and V. Ships USA. The contract for the management of the UNIVERSE EXPLORER has been formally transferred from IMC to VSML.

While the contract has been passed from IMC to VSML, the management team which managed the vessel under IMC remains unchanged under VSML as all personnel involved are now employed by VSML in the same basic capacities. Under VSML management, the vessel has been certified for compliance with IMO's International Safety Management (ISM) code which comes into effect for passenger vessels on 01 Jul 98.

We have attached a revised "Pollution Minimization Plan" for the UNIVERSE EXPLORER. This revision was necessary in order to make the plan consistent with ISM documentation utilized by our office and the vessel.

The vessel has been instructed to review this plan in detail in coordination with seasonal oil spill drills keyed to Alaska operations and unassisted cleanup of minor pollution incidents utilizing vessel equipment and personnel.

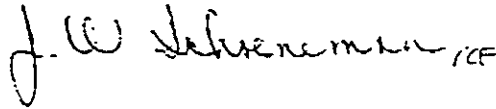
We will forward a hard copy of the plan to your office for your review and files. We have also included our contract and "typical" specifications for the fuel that will be utilized on the vessel during the Alaska season. We understand that there are only three (3) suppliers for this trade, and we have contracted with ICS Petroleum, Ltd. You have likely already received these same fuel specifications from another line as ICS is supplying the majority of the vessels this season.

*Enclosure*

If you have any questions or comments regarding the foregoing, please feel free to contact the undersigned or, in my absence, our V.P. Safety and Quality Control, David Walton.

Very truly yours,

V.SHIPS MARINE, LTD.  
As Vessel Managers of the UNIVERSE EXPLORER  
on Behalf of New Commodore Cruise Line

A handwritten signature in black ink, appearing to read "J. W. Schoeneman" followed by a small "JCF" or similar initials.

James W. Schoeneman  
Fleet Manager

JWS/cf  
Attachs.

File: H:\FRISCHMA\CCLAUNIEXPL\CCL01898.CF

**CRITERION 6A. THE OFFEROR'S PAST RECORD RELATED TO MARINE CASUALTIES, VIOLATION NOTICES AND FOOD SERVICE SANITATION**

1) **Has the offeror had any reportable marine casualties including but not limited to grounding, loss of primary propulsion, collision, flooding, capsizing, fire, explosion, loss of life or reportable injury for the period beginning three years prior to the date this prospectus was issued through the present?**

*Yes, see Enclosure 7, Flag State (Panama) Incident Report, equivalent to USCG Report*

2) **Has the offeror received citations or notices of violation received from, or criminal information or indictments filed by local, state or federal authorities in the United States, regardless of the outcome, for the period beginning three years prior too the date this prospectus was issued through the present?**

*No*

3) **Has the offeror received any unsatisfactory food-service sanitation inspection reports from the U.S. Public Health Service for the period beginning two years prior to the date this prospectus was issued through the present?**

*Yes, The SS Universe Explorer was inspected by CDC, Vessel Sanitation, on August 23, 1996 (Enclosure 8). From that inspection a score of 91 was recorded. Another inspection took place on May 22, 1997 at which time the vessel received a score of 77. Documents related to this score were not available to WEC at time of this submission. Verbal communication with ship management suggests that the score was the result of the inspectors taking water samples during the loading of fresh water before the vessel's water treatment system could establish the necessary chlorine levels needed for approval. A re-inspection was immediately requested. Re-inspection took place on July 4, 1997 and a score of 88 was earned (Enclosure 9).*

*The SS Universe Explorer received a score of 80 by vessel sanitation inspectors of CDC on December 23, 1997. On this date at 0800 the SS Universe Explorer returned to the United States from its 100 day Semester at Sea program. While on the 100-day absence from U.S. waters problems were noted with refrigeration gaskets. Maintaining required temperatures on a consistent basis had become difficult. Parts were ordered for these machines and were awaiting, with technicians, the ship's return to Fort Lauderdale, Florida on December 23, 1997. The sanitation inspection took place on arrival, before repairs with the parts could be effected, and the deficiencies noted were largely due to the faulty refrigeration units. V Ships Marine responded in writing to CDC. (See letter following, Enclosure 10.) By December 25, 1997 the repairs to the units were completed by technicians and a request was made to CDC to re-inspect. CDC could not accommodate the request and an additional offer to fly inspectors to Nassau where the*



### **PRINCIPAL FACTOR 3. THE OFFEROR'S FINANCIAL CAPABILITY**

- ❖ **CRITERION 7A. THE OFFEROR DEMONSTRATES THAT NEEDED FUNDING (EQUITY AND/OR BORROWED) IS AVAILABLE AND IS DEMONSTRATED TO BE SUPPORTABLE WITHIN THE INCOME STATEMENT AND BALANCE SHEETS REQUIRED.**

**1) Financial Statement, balance sheet, audits**

*See following six pages (Enclosure II)*

**2) Identify the sources of all needed funds:**

*Revenues from passenger tickets  
Revenues from shore excursions  
Revenues from onboard concessions  
Revenues from pre/post cruise land packages  
Revenues from passenger trip insurance*

**3) Describe how your financing arrangements, taken as a whole, are advantageous terms for financing that both balance the financial interests of the NPS in this permit and the need for a soundly financed concessioner with the least number of financing issues to be negotiated in the future.**

*World Explorer Cruises has been a for profit corporation for more than twenty years. We continue to enjoy record sales with less than a one percent bad debt loss ratio. In addition we also generate substantial additional revenue from other sources as describe in item 2 above. This provides the financial resources to meet or exceed our financial obligations to the National Park Service as evidenced by our satisfactory financial performance with the NPS since 1978. During this twenty year period we are not aware of any financing issues that were a concern to the NPS and we don't expect any in the future.*

**❖ CRITERION 8B A FRANCHISE FEE ABOVE THE LEVEL REQUIRED AT CRITERION 3A IS OFFERED**

**1) Do you propose to offer a franchise fee above the level required at Criterion 3A?**

*No*

FAX 40 12/8



# United States Department of the Interior

## NATIONAL PARK SERVICE

Glacier Bay National Park and Preserve  
P.O. Box 140  
Gustavus, Alaska 99826-0140

IN REPLY REFER TO:

C38

December 4, 1998

World Explorer Cruises  
Attention: Mr. Dennis Myrick  
555 Montgomery Street, Suite 1400  
San Francisco, CA 94111

Dear Mr. Myrick:

This letter is to advise you that your June 18, 1998 offer to provide cruise ship services was not the best offer. As detailed in the prospectus, as a satisfactory incumbent operator you now have an opportunity to amend your proposal in order to meet the terms of the best offer. In addition, we require clarification of specific elements of your proposal. Your submittal amending your proposal and the clarifications must be received at the address shown above by January 6, 1999 in order to be considered in the final selection process. *Include with your submission, a certified statement that the information you provide is to be incorporated into your original proposal.*

**Elements of the best proposal. You will need to amend your offer to substantially meet the elements listed below by specifically stating how you would meet each element.**

The best proposal:

1. Offered reference materials to be available in the ship's library as follows: At least 32 *specific* books directly related to the natural and cultural history of Glacier Bay and the surrounding region. This included adult and children's books directly related to park themes and the region's natural and cultural history.
2. Offered to provide an onboard interpretive specialist to assist with the National Park Service (NPS) Interpretive program while in Glacier Bay and provide visitor and employee programs related to the park prior to arrival. The specific program elements would be subject to NPS approval and may (at NPS discretion)

December 4, 1998

Navy) in the design of vessels and other facilities with a view towards minimizing noise. ... (The consultant) is (to be) uniquely qualified to take that data and, if reducing noise is necessary, make proposals that will have actual positive results."

**Information necessary in order for offer to be fully evaluated. The following information is needed to insure that the proposal was fully responsive to the prospectus.**

1. We note that the same person (Dennis Myrick) signed the offer letter and the *Certificate of Corporate Officer* statement at the bottom of the offer letter (Prospectus: Application section, page prior to "Application page 8 of 26). We need either an explanation and supporting documentation addressing the authority of the same person signing the offer letter and certification, or an offer letter and *Certificate of Corporate Officer* statement signed by the appropriate corporate officers.
2. Criterion 1A, (Identify the Offeror). Information regarding the offeror and the structure and relationship with superior entities was only minimally described. Identify ownership of the 1,060 shares of Hemisphere Cruises and Tours, Inc. stock, and more fully describe the relationship between World Explorer Cruises and Hemisphere Cruises and Tours, Inc. Provide address of Hemisphere Cruises and Tours, Inc.
3. Criterion 1A, (Identify the Offeror). Information regarding key shipboard personnel was not provided as requested in question 14. Please provide the indicated resumes for any key management and shipboard personnel. For the two resumes submitted (K. Y. Yang & Dennis Myrick), information was not provided regarding their duties and responsibilities.

Procedures we will use in applying preferences can be found in the prospectus document. Please contact Chief of Concessions Management, Dave Nemeth, at (907-697-2230) if you have any questions.

Sincerely,



Tomie Patrick Lee  
Superintendent



# WORLD EXPLORER CRUISES

---

January 4, 1999

RECEIVED

JAN 07 1999

GLACIER BAY NATIONAL PARK  
& PRESERVE

EMILY COPY RECEIVED  
1/5/99

Tomie Patrick Lee  
Superintendent  
Glacier Bay National Park  
and Preserve  
United States Department  
of the Interior  
P.O. Box 140  
Gustavus, Alaska 99826-0140

RE: Cruise Ship services Prospectus

Dear Ms. Lee:

Enclosed is our amended proposal as requested in your letter of December 4, 1998 which will meet or exceed the terms of the best offer. In addition we have provided further clarification of specific elements of our proposal as requested. We are confident that you will find our amended proposal satisfactory. Please contact me personally if you require additional information or clarification.

Sincerely,

Dennis Myrick  
Vice President

- 1) The best proposal offered to provide reference materials, at least 32 specific books directly related to Glacier Bay and the surrounding region, adult and children's related to park themes etc.**

*RESPONSE: A careful reading of World Explorer Cruises (WEC) offer (Criterion 2B, 1-services and facilities related to improving upon the services and schedules to provide a superior park experience for its passengers) would have revealed that the 16,000 volume ship library, "houses a permanent collection of Alaska materials". Included is a "hands on" collection of Native American artifacts on loan from Sheldon Jackson Museum in Sitka. Not only does this permanent collection meet the best proposal; in sheer volume, it is clearly superior to the best proposal and WEC believes it superior to any collection of Alaska related materials on any vessel operating in Glacier Bay and Alaska waters. WEC did not list its extensive collection in its offer. A partial list of Three hundred and thirty one titles (ten times the best offer) in this collection is attached as Enclosure #1. The collection is now approximately 500 volumes. There are clearly titles that relate directly to, "the natural and cultural history of Glacier Bay and the surrounding region". The ship's Media Manager also assures us that she has purchased multiple copies of the literature available from the Rangers on board while in Glacier Bay. There exist materials for children on Alaska that are not well represented in the WEC collection. WEC will study available resources and correct this to meet or better the best proposal.*

- 2) The best proposal offered to provide an onboard interpretive specialist to assist with the NPS Interpretive program while in Glacier Bay and provide visitor and employee programs related to the park prior to arrival.**

*RESPONSE: World Explorer Cruises' offer included Criterion 4B which solicited proposals to provide interpretive services beyond minimal levels listed in Criterion 4A. World Explorer Cruises responded in 4B, 6... "additional interpretive elements or services". Our Ph.D. lecturers in Alaska history, geology, anthropology, and natural sciences have provided hours of lectures on Alaska subjects including Glacier Bay prior to arrival. Additionally, the Yakutat Tlingit visitors to the ship and the nature walks in Wrangell provide enriched additional interpretive services for our guests. Enclosure #2 lists these lecturers as it did in the original WEC submission. Enclosure #3 is a set of sample daily programs from 1998 with relevant lecture and video offerings highlighted for your information. These demonstrate lecture/video preparation prior to arrival in Glacier Bay. WEC will make any of these professors available to NPS interpreters in Glacier Bay, and, upon request, submit lecture titles used in our program to NPS for review. WEC will discuss with NPS, if requested, the need for training sessions for our lecture staff in order to meet or better the best proposal.*

- 3) The best proposal offered to provide an onboard youth program, which coordinated with NPS interpretive program including appropriate materials.**

*RESPONSE: World Explorer Cruises will consult with NPS, Glacier Bay, to augment its youth program and materials beyond its present offering to meet or better the best program on any vessel in Glacier Bay.*

- 4) **The best proposal offered to provide video programming, in cabin when possible, of programs related to cultural and natural history of Southeast Alaska.**

RESPONSE: *World Explorer Cruises presently airs on its in-cabin system a wide variety of cultural and natural history videos on a daily basis. WEC is regularly adding to these offerings, as titles become available. Enclosure #4 lists titles currently in use that meet these demands. In 1998 WEC scheduled for in cabin viewing 32 hours of the listed titles as part of its two-week video selections. Titles specific to Glacier Bay and Southeast Alaska will continue to be sought and added to the collection. Titles additional to those listed in the permanent collection are rented from National Geographic Society and PBS for use during the Alaska season. In addition WEC schedules entertainment videos with Alaska as a theme or setting such as Balto, Charlie Chaplin's Gold Rush, Never Cry Wolf, and the classic, Alaska with Charlton Heston. For the permitting period 2000 – 2005 WEC will expand these offerings to maintain our destination oriented cruise program and to meet or better the best proposal.*

- 5) **The best offer proposed to carry sorbant boom capable of encircling their ship(s).**

RESPONSE: *World Explorer Cruises and the vessel owners will provide sorbant boom on the SS Universe Explorer capable of fully encircling the vessel to meet the best proposal.*

- 6) **The best offer proposed providing data from two stack opacity meters and recorders of up to five inputs over time. The records to be correlated with time and GPS position to provide NPS with baseline data on emissions density.**

RESPONSE—*World Explorer Cruises and the vessel owners will provide information from opacity meters in the vessel's exhaust system to meet the requirement of NPS for baseline data on emissions density to meet the best proposal.*

- 7) **The best offer proposed to provide vessel's sound signature information from a "highly qualified acoustical consultant that would enable NPS and the offerer to obtain baseline data on their vessels." The study would consist of 3 tasks that would identify the radiated noise of the vessel(s), identify the sources and paths of the vibrations, compare the data with information from prior studies regarding whales and make, if indicated, recommendations for vessel design that will have positive results.**

RESPONSE—*World Explorer Cruises and the vessel owners agree to meet the best proposal regarding the sound signature of the SS Universe Explorer by duplicating the study proposed or by participating in a study that will accomplish the same goal of NPS to acquire this baseline data.*

## **INFORMATION REQUESTED IN ORDER TO BE FULLY EVALUATED:**

- 1) **NPS noted that the same person (Dennis Myrick) signed the “Offer Letter” and the “Certificate of Corporate Officer Statement”.**

*A corrected Offer Letter and Certificate of Corporate Officer is included. Please see Enclosure #5 for correction.*

- 2) **Criterion 1A, NPS requests that WEC provide further information regarding the ownership of Hemisphere Cruises and Tours and the relationship to WEC. NPS also requests WEC provide an address of Hemisphere Cruises and Tours, Inc.**

### **World Explorer Cruises**

*World Explorer Cruises is a California corporation wholly owned subsidiary of Hemisphere Cruises and Tours, Inc. The company was incorporated on July 7, 1975.*

*The authorized share capital of World Explorer Cruises is 7500 share of Common Stock at \$10 par value. As of December 31, 1998, the total Stockholder's Equity of World Explorer Cruises is \$407,666, composed of :*

- *Issued and outstanding share capital of \$10,600 represented by Common Stocks of 1060 shares of \$10 par value;*
- *Contributed Capital from Hemisphere of \$140,000;*
- *Retained Earnings of \$257,066.*

#### *Directors and Officers of World Explorer Cruises:*

- *Kwing-Yeung Tang (K.Y. Tang), of Chinese descent holding permanent resident status in the United States  
Director, President and Secretary;*
- *Dennis M. Myrick, an American Citizen  
Director and Vice-President;*
- *Chia-Chang Tan (C.C. Tan), an American Citizen  
Director and Chief Financial Officer.*

### **Hemisphere Cruises and Tours**

*Hemisphere Cruises is a Liberian corporation ultimately and beneficially wholly owned by Hong Kong interest. The company was formed on October 29, 1979. The authorized and paid in share capital of Hemisphere Cruises is \$159,000. The main activity of Hemisphere Cruises is investment holding.*

#### *Directors and Officers of Hemisphere Cruises*

- *Ming Hang Liang (M.H. Liang), a Hong Kong Chinese  
Sole Director, President, Secretary, and Treasurer*



*Registered Address, Hemisphere Cruises*  
80 Broad Street  
Monrovia,  
Republic of Liberia

*Mailing Address of Hemisphere Cruises*  
C/o World Explorer Cruises  
555 Montgomery Street, Suite 1412  
San Francisco, CA 94111 2544  
U.S.A.

*Hemisphere Cruises purchased 30 shares (50% of total outstanding) of World Explorer Cruises on November 3, 1980 and another 30 shares on October 1, 1982. Since that time, World Explorer Cruises has been a wholly owned subsidiary of Hemisphere Cruises. On March 17, 1992, Hemisphere purchased an additional 1,000 shares of World Explorer Cruises.*

*World Explorer Cruises operates cruises to Alaska with a vessel – the S.S. "Universe" under a charter dated January 1, 1986. That charter was subsequently assigned to SeaComm Limited under the Assignment Agreement dated October 30, 1995 and the performing vessel was replaced by the S.S. "Universe Explorer" provided by SeaComm. Hemisphere Cruises and World Explorer Cruises jointly issue passenger tickets for such Alaska cruises.*

**3) Criterion 1A, NPS requests "information regarding key shipboard personnel" as well as information regarding the duties of K.Y. Tang and Dennis Myrick.**

*To follow you will find information regarding the key shipboard personnel currently on board the S.S. Universe Explorer. This is compiled from confidential personnel records located at the ship's management company, V-Ships Marine in New York. For further detail, we have also included a corporate summary of V-Ships Marine, Ltd. This summary contains a personnel resume for Mr. Thomas Keenan, Vice President-Operations (please see Enclosure #6). Information regarding the duties and responsibilities of K.Y. Tang and Dennis Myrick is also given in detail.*

### ***On Board Management***

#### **Captain Nikolas Nianais, Master:**

*Captain Nianais provides the S.S. Universe Explorer with years of experience as the Master of ships in many parts of the world, including Alaska. He has earned a diploma from the Proteus Nautical College in Greece and holds two Captain-Class A license (from Greece and the Bahamas). He also holds certificates including "Radar Observer", "Ship Master's Medicare",*

*“Fire Fighting Basic”, “Advanced” as well as “Command”, and many more (fully detailed as Enclosure #7). His maritime experience began in 1968 and he was promoted to Master in 1993.*

*He has been employed by Niarchos Line, Carras Line, Koch Oil, Epirotiki Line, Afroessa Line, Ocean Quest Line, Regency Cruise Line, Royal Venture Cruise Line, and New Commodore Cruise Line. Captain Nianias is of Greek Descent.*

**Athanasios Lalousis, Chief Engineer:**

*Chief Lalousis has been a Chief Engineer since 1969. He has earned a diploma of Merchant Marine Engineer and holds three license of Chief Engineer (from Greece, Panama, and Liberia). He also hold a “Certificate of Efficiency of Lifeboatman for Passenger Vessels”, “Certificate of Achievement in Fire Prevention, Fire Fighting, and Damage Control”, and “Lloyd’s Register of Shipping Certification of Authorization for Chief Engineer” (fully detailed in Enclosure #8)*

*He has been employed as Chief Engineer by the following cruise lines: Easter Steam Ship Line, Bahama Cruise Line, Holland America Line, Dolphin Cruise Line, Narval Shippng Company, Bermuda Star Line, and Commodore Cruise Line. This experience has seen him working on board the S.S. Universe Explorer since 1976, through her many name changes. Chief Lalousis is of Greek Descent.*

**Sandra Mooney, Hotel Manager:**

*Ms. Mooney has extensive hotel experience both on land and at sea. She obtained her degree in Hotel Management while in England and held management positions at several London hotels. She began working at sea in 1990 and has been employed by the following lines: Premier Cruise Line, Crown Cruise Line, Star Cruises, and Commodore Cruise Line. She has been employed as Hotel Manager on board the S.S. Universe Explorer and her sister ship the S.S. Enchanted Isle since 1995. Ms. Mooney is from Ireland.*

**Lee Drury, Cruise Director:**

*Mr. Drury has worked as a Cruise Director since 1985. He graduated from Appalachian State University in North Carolina with a degree in Management and Communication. After graduating from the University, Mr. Drury performed in theatres along the eastern coast of the United States before joining American Hawaii Line as an entertainer on the S.S. Liberte during her time in Tahiti. After being promoted to Cruise Director he continued working with American Hawaii Line until he was hired by World Explorer Cruises in 1986. Mr. Drury has also sailed as a part of the educational Semester at Sea program in 1995.*

*During his time with our company, Mr. Drury consistently receives top ratings from our guests. As a special note, in World Explorer Cruises’ evaluation by the National Park Service he was cited by on board Rangers in Glacier Bay for his cooperation. Mr. Drury is from the United States.*

**Pamela Hoffee, Shore Excursion Manager:**

*Ms. Hoffee has worked for World Explorer Cruises since 1992. She graduated from the University of Colorado with a degree in Marketing and Tourism Development/ Management. She has sailed as part of the educational Semester at Sea program on two occasions.*

*Our Shore Excursion program has been administered by Ms. Hoffee since 1995. It is designed to enhance our guest's enjoyment and knowledge of Alaska. The goal is that passengers feel as though they are "experiencing" Alaska rather than just "seeing" the area. Tours are selected to highlight the people, history, botany, geological sites, animals and natural beauty of Alaska. The program steadfastly receives the highest compliments of our guests. Ms. Hoffee has just joined the World Explorer Cruises team in our San Francisco office as the Program Coordinator which will supplement her time on board the ship. She is from the United States.*

***Duties and Responsibilities of K.Y. Tang and Dennis Myrick***

**K.Y. Tang, President**

- 1. Takes up all duties and responsibilities as the Chief Executive Officer, Secretary and Chief Financial Officer of WEC;*
- 2. Develops policies of WEC;*
- 3. Plans and develops all future businesses of WEC;*
- 4. Maintains a smooth relationship with the shareholders of WEC;*
- 5. Maintains a balanced relationship with other parties and related organizations in the same industry;*
- 6. Supervises the development of cruise program by the Vice President;*
- 7. Supervises the Vice President and other Directors for day to day business performance and operations of WEC;*
- 8. Selects and decides performing vessels for cruise programs operated by WEC including the Alaska cruise;*
- 9. Coordinates and supervises the performance of vessel manager and the performing vessel in particular safety standards assisted by a qualified port captain;*
- 10. Controls costs on an overall basis of WEC.*

**Dennis Myrick, Vice President**

1. *Takes part in maintaining a harmonious relationship with other partners and other related organizations of the cruise industry;*
2. *Plans and develops new cruise programs of WEC;*
3. *Attends to the overall marketing function of cruise programs operated by WEC;*
4. *Supervises the sales, reservations and documentation functions of WEC;*
5. *Supervises the onboard operations of the WEC program and monitors the customer satisfaction evaluation from time to time;*
6. *Supervises and ensures that WEC operates its cruises in compliance with all regulations and agreements entered into by WEC;*
7. *Negotiates cruise related add-on products of WEC such as air-portion, insurance and transfer arrangements etc;*
8. *Ensures an excellent and harmonious relationship with all major national accounts of WEC.*

World Explorer Cruises  
S.S. Universe Explorer Library - Alaska Collection

<u>Author</u>	<u>Copies</u>	<u>Date</u>	<u>Title</u>	<u>Subject</u>
Boehm,WM D	1	1975	Glacier Bay	AK Geo
	1	1973	Vol 1:3 Admiralty... Island in Contention	AK Geo
	2	1972	Vol 5:2 Southeast Alaska's Panhandle	AK Geo
	2		Vol 5:4 Alaska's Whales	AK Geo
	1		Vol 6:2 Aurora Borealis	AK Geo
	1		Vol 6:3 Alaska's Native People	AK Geo
	1		Vol 7:2 Photographic Geo. of Alaska Revised	AK Geo
	1		Vol 7:4 Klondike Lost	AK Geo
	1		Vol 8:1 Wrangell Saint Elias	AK Geo
	1		Vol 8:4 Alaska National Interest Lands	AK Geo
	1		Vol 9:1 Alaska's Glaciers	AK Geo
	1		Vol 9:2 Sitka and its Ocean/Island World	AK Geo
	1		Vol 10:2 Anchorage & the Cook Inlet Basin	AK Geo
	1		Vol 10:3 Alaska Salmon Fisheries	AK Geo
	1		Vol 11 :2 Alaska Farms & Gardens	AK Geo
	1		Vol 11:3 Chilkat River Valley	AK Geo
	1		Vol 11:4 Alaska Steam	AK Geo
	2		Vol 12:1 NW territories	AK Geo
	1		Vol 14:4 South, Southeast Alaska	AK Geo
	1		Vol 14:3 Alaska's Seward Peninsula	AK Geo
	1		Vol 15:1 Glacier Bay Icy Wilderness	AK Geo
	1		Vol 15:4 Kuskokwin	AK Geo
	1		Vol 16:1 Katmai Country	AK Geo
	1		Vol 16:2 North Slopstown	AK Geo
	1		Vol 17:2 Juneau	AK Geo
Allocca,Nicholas	1	1986	Enemies	Alaska Fic.
Elkins, Aaron	1	1990	Icy Clutches	Alaska Fic.
Engel,Bernard	1	1981	Alaskan Crude	Alaska Fic.
Joose,Barbava M	1	1990	Mama,You Love Me?	Alaska Fic.
L'Amour,Louis	5	1985	Sitka	Alaska Fic.
London,Jack	1	1960	Call Of The Wild,The	Alaska Fic.
London,Jack	1	1973	Call of the Wild/White Fang	Alaska Fic.
London,Jack	1	1986	Build a Fire & Other Stories,To	Alaska Fic.
Maclean,Alistair	1	1980	Anthabosca	Alaska Fic.
Michner,James	5	1988	Alaska	Alaska Fic.
Michner,James	1	1988	Readers Digest Condensed Book- Alaska	Alaska Fic.
Mowat, Farley	2	1973	Never Cry Wolf	Alaska Fic.
Mowat,Farley	1	1969-70	Boat Who Wouldn't Float,The	Alaska Fic.
Mowat,Farley	1	1986	Snow Walker,The	Alaska Fic.
Muir,John	1	1909	Stickeen	Alaska Fic.
O'Brian Patrick	1	1992	Letter of Marque,The	Alaska Fic.
Randles,Slim	1	1985	Long Dark,The	Alaska Fic.
Searls,Hank	2	1982	Sounding	Alaska Fic.
Straley,John	2	1995	The Curious Eat Themselves	Alaska Fic.
Straley,John	2	1994	The Woman who Married a Bear	Alaska Fic.
Vanloon,Dirk	1	1970	Papeck	Alaska Fic.
William,Kirby	1	1985	King Season	Alaska Fic.
Ackerman,Maria	1	1975	Tlingit Stories	Art&Anthro
AK Geographic	1	1985	Alaska Native Arts & Crafts	Art&Anthro
Alaska St. Mus	1	1993	Pre.Report European Invent The Subsistence	Art&Anthro

World Explorer Cruises  
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Allen, June	1	1982	Dolly's House	Art&Anthro
Anverarity, Robert & Bruce	1	1950	Art of the NW Coast Indians	Art&Anthro
Berton, Pierre	1	1984	Klondike Fever, The	Art&Anthro
Bette, Hubert	1	1976	Alaska State Museum	Art&Anthro
Boeri, David	1	1983	People of the Ice Whale	Art&Anthro
Bowman, Phylis	1	1980	Whistling Through The West	Art&Anthro
Bredgewater, Alan & Gill	1	1991	Carving Totem Poles & Masks	Art&Anthro
Cameroon, Anne	1	1986	How the Loon Lost her Voice	Art&Anthro
Chaffin, Kriega-Rostad	1	1983	Alaska's Konyag Country	Art&Anthro
Chance, Norman	1	1966	Eskimos of Northern Alaska, The	Art&Anthro
Clark, Art	1	1970	Touch of Wragellitis	Art&Anthro
Clutesi, George	1	1969	Potlatch	Art&Anthro
Cole, Donofar	1	1990	Iron Hand Upon The People, An	Art&Anthro
Comins, Jeremy	1	1975	Eskimo Crafts & Their Cultural Backgrounds	Art&Anthro
Drucker, Philip	1	1965	Culture of the North Pacific Coast	Art&Anthro
Dujjek, Karen	1		Guide to Buying Contemp. NW Coast Indian	Art&Anthro
Fischer, James	1	1975	Alaska's Constitutional Convention	Art&Anthro
Fodors	1	1989	Alaska	Art&Anthro
Fodors	1	1989	Facts About Alaska	Art&Anthro
Fodors	1	1986	Facts About Alaska	Art&Anthro
Fodors	1	1985	Facts About Alaska	Art&Anthro
Fodors	1	1990	Facts About Alaska	Art&Anthro
Fodors	1	1982	On People & Things Alaskan	Art&Anthro
Ford, Corey	1	1992	Where the Sea Breaks the Back	Art&Anthro
Freuchens, Peter	1	1952	Book of the Eskimos	Art&Anthro
Garfield, Viola	1	1986	Way of the Raven, The	Art&Anthro
Garfield, Viola	1	1986	Tlingit Legends. Sheldon Jackson Museum	Art&Anthro
Garfield, Viola	1	1984	Silust: Tlingit Legends	Art&Anthro
Gilschen, Herbert	1	1950	Alaska Now	Art&Anthro
Gruening, Ernest	1	1954	State of Alaska, The	Art&Anthro
Herbert, Wally	1	1989	House of Lourds, The	Art&Anthro
Holm	1	1978	Northwest Coast Indian Art Printing	Art&Anthro
Holm	1	1975	Indian of NW Coast	Art&Anthro
Kaiper, Dan & Nan	1	1981	Tlingit: Their Art, Culture & Legends	Art&Anthro
Keithahn	1	1974	Alaska Igloo Tales	Art&Anthro
Keithohn, Edward	1	1967	Alaska for the Curious	Art&Anthro
King, JCH	1	1979	Portrait Masks from the NW Coast of America	Art&Anthro
Krasue, Angel	1	1968	Songs & Stories of the Netsilik Eskimos	Art&Anthro
Krause, Aurel	1	1979	Tlingit Indians, The	Art&Anthro
Krause, Albert	2	1979	Tlingit Indians, The	Art&Anthro
Krause, Aurel	1	1979	Tales of the Longhouse	Art&Anthro
LaChance, Karen	1	1995	Valdez	Art&Anthro
Langdon, Steve J	1	1987	Native People of Alaska	Art&Anthro
Lord, Nancy	1	1991	Survival	Art&Anthro
Martinsen, Ellen Leung	1	1967	Black Land of Gold	Art&Anthro
McCart, Dennis	1	1983	Hope Truckline, The	Art&Anthro
McNally	1	1986	World Facts in Brief	Art&Anthro
McNutt	1	1984	Bentwood Box	Art&Anthro
McNutt	1	1986	Button Blanket	Art&Anthro
McPhee, John	1	1977	Coming into the Country	Art&Anthro
Mitchell, John	1	1987	Exile in Alaska	Art&Anthro

World Explorer Cruises  
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Mobley, George	1	1976	Alaska, High Roads to Adventure	Art&Anthro
Modydwelski, Michael	1	1953	Inside Passage	Art&Anthro
Mozino, Jose	1	1970	Noticias De Nutha	Art&Anthro
Naske, Claus	1	1973	Interpretation of History, An	Art&Anthro
Naske, Claus	1	1987	Alaska	Art&Anthro
Naske, Claus	1	1973	Interpretation of Alaska Statehood, An	Art&Anthro
Neblack, Albert	1	1970	Coast Indians, The	Art&Anthro
Nelson, Richard	1	1969	Hunters of the Northern Ice	Art&Anthro
Nelson, Richard	1	1991	Island Within, The	Art&Anthro
Nemoth, Leah	1	1981	Flora	Art&Anthro
Pancer, Paul	1		Spruce Root Basketry of the Alaska Tlingit	Art&Anthro
Paul, Frances	1		Spruce Root Basketry of the Alaskan Tlingit	Art&Anthro
Ray, Dorothy Jean	1	1975	Eskimo Mask: Art & Ceremony	Art&Anthro
Reed, Bill	1	1984	Raven Steals the Light, The	Art&Anthro
Sheldon, Jackson	1	1976	Tlingit Ways of Long Ago	Art&Anthro
Shields, Mary	1	1967	Sled Dog Trails	Art&Anthro
Shortridge, Louis	2	1984	Tlingit Boman's Root Basket	Art&Anthro
Smitch, Curt	1	1985	Pacific NW Salmon Cookbook	Art&Anthro
Smith, Frances	1	1967	Men at Work in Alaska	Art&Anthro
Sunset	2	1988	Alaska	Art&Anthro
Upton, Joe	1	1992	Journey Through the Inside Passage	Art&Anthro
Washbouse, Ronald	1	1985	Coastal Kayakers, The	Art&Anthro
Whelan, Jack	1	1982	Smoking Salmon	Art&Anthro
Wickerstrom, James	1	1938	Old Yukon	Art&Anthro
Wolder, Edna	1	1980	Secrets of Eskimo Skin Sewing	Art&Anthro
Woodcock, Geo	1	1977	People of the Coast	Art&Anthro
	1	1989	American Indian Art Magazine	Art&Anthro
	1	1967	Data Book, The : A guide to the Eskimo Cards,	Art&Anthro
	1	1976	Monsters in Alaska: Myths & Legend (student H	Art&Anthro
	1	1976	Monsters in Alaska: Myths & Legends (Teacher	Art&Anthro
	1		Sheldon Jackson Museum	Art&Anthro
	1	1976	Sheldon Jackson Museum	Art&Anthro
	1	1987	Milepost, The	Art&Anthro
	1	1976	Sheldon Jackson Museum (Catalogue)	Art&Anthro
	1	1952	BC Heritage Series our Native Peoples Tshim	Art&Anthro
	1	1953	BC Heritage... Dene (vol 9)	Art&Anthro
	1	1966	BC Heritage... Kwakiuth (vol 7)	Art&Anthro
	1	1978	Seinsuit Travel Guide to Alaska	Art&Anthro
	1		Netsilid Eskimos on Sea Ice, The	Art&Anthro
	1		Eskimos Life In Alaska	Art&Anthro
Arnold, Robert	1	1978	Alaska Native Land Claims	History
Balcom, Mary	1	1968	Ketchikan Alaska's Totemland	History
Berton, Pierre	2	1988	The Artic Grail	History
Bolotin, Norm	1	1980	Klondike Lost: A Decade of Photographs	History
Burroughs, John	1	1986	Alaska Harriman Expedition	History
Chattin, Yule	1	1983	Alaskas Konyag Country	History
Chevigny, Hector	2	1985	Great Alaskan Venture 1741-1867, The	History
Clifford, Howard	1	1978	Skagway Story, The	History
Cohen, Stan	1	1992	Forgotten War, The	History
Cohen, Stan	1	1989	Forgotten War, The	History
Cohen, Stan	1	1984	Races Across the Tundra	History

World Explorer Cruises  
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Cole, Terrance	1	1984	The Capture of Attic	History
Cole, Terrance	1	1984	Klondike Letters	History
Faber, Jim	2	1985	Steamers' Wake	History
Gaiden Way Bulletin			Build A Smokehouse	History
Gunther, Lena		1972	Indian Life of NW Coast of Northern Alaska	History
Hakbinen, Elizabeth	1	1983	Sheldon Museum & Cultural Center, The	History
Haufield, Brian	4	1981	Thousand Mile War, The	History
Hilscher, Herb	1	1971	The Heritage of Alaska	History
Jollie	1	1978	Alaska Earthquake: A Photo Story	History
Kresge, David T	1	1977	Issues In Alaska	History
McIveer, May	1	1960	Alaskan Gold Rush, The	History
McKeown, Martha	1	1948	Trail Led North, The	History
Retting, Ron	1	1976	Parade of Alaska History, A	History
Ritter, Huey	2	1995	Alaska's History	History
Satterfield, Archie	1	1987	Chilkoot Pass	History
Smith & Barnett	1	1990	Russian America: Forgotten Frontier	History
Stevens, Martha	1	1978	Search for the Great Land	History
Strohmeyer, John	3	1993	Extreme Conditions	History
Van Blockin, Tom	1		Interglatic Traveler's, The	History
Wheeler, Ruth	2	1977	Time Life : The Alaskans	History
	1	1983	Building History - City of Haines	History
	1	1959	Histories, Territories, and Law	History
	1	1986	Alaskan Journal, The	History
	1	1990	Vol 6:3 Keepers Log (Lighthouses)	History
Badett, Tom	1		As Far As You Can	Pers.Narr.
Black, Martha	1	1986	Martha Black	Pers.Narr.
Black, Martha Louis	1	1957	My Ninety Years	Pers.Narr.
Blackman, Margaret	1	1944	During My Time	Pers.Narr.
Cameron, Anne	1	1938	Daughters of Copper Woman	Pers.Narr.
Cheugny	1	1942	Lord of Alaska	Pers.Narr.
Chwigny, Hector	1	1944	Last Empire	Pers.Narr.
Coren, Allen	1	1979	Klondike Arthur	Pers.Narr.
Davidson, Art	1	1969	Minus 148 (Degrees)	Pers.Narr.
Day, Ruth	1	1986	Glacier Pilot	Pers.Narr.
Fortier, Ed	1	1982	One Survival	Pers.Narr.
Harris, Christie	1	1992	Raven's Cry	Pers.Narr.
Jackson, Dassou	1	1983	Handloggers	Pers.Narr.
Jacobs	1	1995	Schoolteacher in Old Alaska, A	Pers.Narr.
Janson, Lone	1	1981	Mudhole Smith	Pers.Narr.
Led, Richard	2	1993	Edge of the Earth	Pers.Narr.
Lounpman, Helen	1	1984	Honey Buckets of Kushbabwin	Pers.Narr.
Martinsen, Ella Lung	1	1969	Trail to North Star Gold	Pers.Narr.
McGhee, John	5	1977	Coming Into the Country	Pers.Narr.
McGinnis, Joe	3	1980	Going To Extremes	Pers.Narr.
Miller, Mike	1	1978	Soapy	Pers.Narr.
Mowat, Farley	1	1975	Desperate People, The	Pers.Narr.
Muir, John	2	1988	Travel in Alaska	Pers.Narr.
Music, Margaret	2	1993	Two with Far North	Pers.Narr.
Nache, Claus	1	1979	Bob Bartlett of Alaska	Pers.Narr.
Oleriou, Patrick	1	1988	Letter of Marque, The	Pers.Narr.
Patter, Jean	1	1983	Flying North, The	Pers.Narr.



World Explorer Cruises  
S.S. Universe Explorer Library - Alaska Collection

Petite, Irving	1	1976	Meander to Alaska	Pers.Narr.
Randles, Slim	2	1978	Dopled	Pers.Narr.
Robertson, Frank	1	1961	Soapy Smith	Pers.Narr.
Rochweld, Kent	1	1920	Wilderness	Pers.Narr.
Staender, Vivian	1	1984	Our Artic Year	Pers.Narr.
William, Jay	1	1952	Alaskan Adventure	Pers.Narr.
Wortman, Elma	1	1981	Almost Too Late	Pers.Narr.
	1	1985	Go Without A Passport	Pers.Narr.
Abrams, Harry, N	1	1992	North Pole, South Pole: Journeys to the Ends o	sciences
Alaska Dept of Fish & Gam	1	1983	Guide to Wildlife Viewing in Alaska	sciences
Alaska Nat. History Assoc.	1	1993	Kenai Pathways	sciences
Alaska Nat. History Assoc.	1	1989	Guide to Alaska Seabirds, A	sciences
Armstrong, Robert H	1	1990	Guide to the Birds of Alaska	sciences
Armstrong, Robert H	1	1984	Guide to Birds of Alaska	sciences
Asby, Ruth	1	1990	Sea Otters	sciences
Bailey, Alfred	1	1971	Field Work of a Museum Naturalist	sciences
Batin, Christopher & Adela	1	1990	Fishing Alaska on \$15 a Day	sciences
Beck & Turner	1	1983	Journey through Prince William Sound, A	sciences
Borches & Wertheim	1	1992	Forest Plant Identification Guide	sciences
Breland, Osmond	1	1972	Animal Life and Lore	sciences
Brown, Tom	1	1971	Oil on Ice	sciences
Brown, Wm	1	1982	This Last Treasure	sciences
Clark, Lewis J	1	1984	Wild Flowers of Forest & Woodland	sciences
Coachman, Aggaard & Tripp	1	1975	Bering Strait	sciences
Coast Guard, U.S.	1	1977	Navigation Rules	sciences
Cohen, Stan	1	1995	8.6 The Great Alaska Earthquake	sciences
Connor & OHaile	1	1988	Roadside Goelogy	sciences
Cooperative Extens. Servic	1	1988	Wild Edible & Posonous Plants of Alaska	sciences
Costeau, Jacques	1	1987	Discovering Marine Mammals	sciences
Cousteau, Jacques	1	1975	Dolphins	sciences
Cousteau, Jacques	1	1987	Whales Zoobooks	sciences
Cousteau, Jacques	1	1987	Seals, Sealions & Walruses Zoobooks	sciences
Cousteau, Jacques	1	1988	The Deer Family Zoobooks	sciences
Cousteau, Jacques	1	1988	Ducks, Geese & Swans	sciences
Cousteau, Jacques	1		Alaska's Threatened & Endangered Species	sciences
Cousteau, Jacques	1	1970	Artic, The	sciences
Davidson, Art	1	1990	In the Wake of the Exxon Valdez	sciences
DeArmond, R.N	1	1989	Names on the Chart	sciences
Dept of Agriculture, U.S.	1	1995	Of Rock & Ice	sciences
Dept of Agriculture, U.S.	1	1995	Chugach Salmon	sciences
Dept. of the Interior, U.S.	3	1983	Glacier Bay	sciences
Dunec, JoAnne	1	1986	Portage Glacier & Turnagain Arm	sciences
Graham, Farances K	1	1985	Plant Lore of an Alaskan Island	sciences
Harris & Tuttle	1	1990	Geology of National Parks 4th Ed	sciences
Harris, Stephen L	1	1980	Fire & Ice	sciences
Hodges, Robert P	1	1977	Amphibians & Reptiles in Alaska	sciences
Howarth, Peter C	1	1985	Whales, Dolphins-Purpoises	sciences
Hoyt, Erich	1	1991	Meeting the Whales	sciences
Johnson & Jorgson	1	1963	Land Resources of Alaska, The	sciences
LaBounty & Martin	2	1991	Forest Indicator Plants of the Tongass Nat. For	sciences
Leon, Vicki	1	1987	Raft of Sea Otters, A	sciences

World Explorer Cruises  
S.S. Universe Explorer Library - Alaska Collection

Leon, Vicki	1	1995	Pod of Killer Whales, A	sciences
Lethcoe & Nurmberger	2	1989	Exxon Valdez Oil Spill	sciences
Lopez, Barry H	1	1978	Wolves and Men, Of	sciences
Mackinnon & Pojar	1	1994	Plants of the Pacific Northwest Coast	sciences
Morrit, Hope	1	1985	Land of the Fireweed	sciences
Nat'l Research Council	1	1991	Opportunities&Priorities in Artic Geoscience	sciences
Neil, Davis	1	1989	Alaska Sciece Nuggets	sciences
Obee & Ellis	1	1992	Guardians of the Whales	sciences
Peterson, Roget T	1	1986	Petersons First Guide to Birds	sciences
Pewe, Troy L	1	1975	Quarternary Geology of Alaska	sciences
Rennicke, Jeff	1	1987	Bears of Alaska in Life & Legend	sciences
Rennicke, Jeff	1	1982	Courier Jobs Vol 32 No 2	sciences
Rennicke, Jeff	1	1969	Alaska : A Pictorial Geography	sciences
Rennicke, Jeff	1	1993	Draft. Exxon valdez Oil Spill Restoration Plan	sciences
Rennicke, Jeff	1	1994	Draft. Environmental Impact Statement for the	sciences
Robins, Braun & Zim	1	1983	Birds of North America	sciences
Schoelfield, Janice	1	1995	Alaska's Wild Plants	sciences
Schovr, Alan Edw.	1	1986	Alaska Place Names	sciences
Schumann, Walter	1	1984	Gemstones of the World	sciences
Sharp, Robert P	2	1960	Glaciers	sciences
Smith, Phillip	1	1939	Real Geology of Alaska, A	sciences
Stewart, Frank	1	1995	Presence of Whales, The	sciences
Stomsen, Nancy	1	1989	Guide to Alaskan Seabirds, A	sciences
Time Life	2	1972	Wild Alaska	sciences
Underhill, JE	1	1984	Guide to Western Mushrooms	sciences
USDA	1	1992	Hooked on Fishing	sciences
USDA Forest Service	1	1994	Lichens of Southeastern Alaska	sciences
Viereck & Little	1	1987	Prince William Sound	sciences
Viereck & Little	1	1986	Alaska Trees And Shrubs	sciences
Walker, Tom	1	1979	We Live in the Alaskan Bush	sciences
Wayne, Roebuck O	1	1989	Common Alpine Plants of S.E. Alaska	sciences
Wayne, Roebuck	1	1985	Common Plants of the Muskegs of S.E. Alaska	sciences
White, Helen	1	1989	Alaska Yukon Wild Flowers Guide	sciences
Wilderness Society	1	1989	Wilderness America	sciences
Wynne, Kate	1	1992	Guide to Marine Mammals of Alaska	sciences
	1	1988	Marine Atlas: Vol 2 Port Hardy to Skagway	Tab. Refer.
Berton	1	1983	The Klondike Guest	Tab. Refer.
Coleman	1	1989	Artists Vision, An	Tab. Refer.
Coleman	1	1992	Artist at Large: Queen Charlotte Island	Tab. Refer.
Coleman	1	1993	Along the South Coast of Alaska	Tab. Refer.
Forthnngen&Soloakoff	1		Faberge	Tab. Refer.
John, Betty	1	1987	Libby	Tab. Refer.
Kelly	1	1988	Secrets of the old Growth forest	Tab. Refer.
Maxyum, Lucy	1	1988	Vol 2 Russian Lacquer:...	Tab. Refer.
Maxyum, Lucy	1	1987	Russian Lacquer: Legends & Fairy Tales	Tab. Refer.
Mortimore	1		British Columbia	Tab. Refer.
Slimmerman	1	1986	Southeast Alaska	Tab. Refer.
Stewart, Hillary	1	1984	Cedar	Tab. Refer.
Sutherland	1	1987	Vancouver Island	Tab. Refer.
Woodward, Kesler E	1	1990	Sydney, Lawrence	Tab. Refer.
	1	1991	ISE Odyssey : tales of the Universe	Tab. Refer.

World Explorer Cruises  
S.S. Universe Explorer Library - Alaska Collection

	1	1985	Discovery	Tab.Refer.
	1	1986	Alaska: Southeast to McKinley	Tab.Refer.
	1	1986	Beyond the Essential Form	Tab.Refer.
	1	1981	Bits & Pieces of Alaskan History Vol 1 1935-5	Tab.Refer.
	1	1981	Bits & Pieces of Alaskan History Vol2 1960-74	Tab.Refer.
Bone,Robert W	1	1990	Alaska & Yukon ( Fieldings)	Travel
Castleman & Pitcher	1	1991	Alaska - Yukon Handbook - Moon Pubns	Travel
Castleman & Pitcher	1	1983	Canada Handbook	Travel
Dufresne,Jim	1	1990	(Lonely Planet) Alaska	Travel
Eppenbach	1	1983	Alaskas' Southeast	Travel
Eppenbach	1	1984	Alaskas' Southeast 2nd Edition	Travel
Eppenbach	1	1987	Alaskas' Southeast 3rd, revised	Travel
Grescoe,Paul & Audrey	1	1993	Alaska,the Cruise Lovers Guide	Travel
Reddicker,Henderson	1	1994	Adventure Guide to Coastal Alaska,The	Travel
Sagaford		1984	Alaska (Cunard)	Travel
Searby,Ellen	1	1989	Alaska's Inside Passage Traveler	Travel
Simpson,Altus L	2	1988	Travelers' Alaska	Travel
Spring,Norma	1	1979	Alaska: The Complete Travel Book	Travel
Spring,Norma	1	1985	Alaska: Yukon & BC Travel Book	Travel
Stanley,D	1	1983	Alaska - Yukon handbook- Moon Pubns	Travel
	1	1988	Jodors Alaska	Travel
	1	1990	Self Guided Alaska	Travel
	2	92,4,7,8	Official State Vacation Planner	Travel
		1995	A3CA2 Campbook with Canada & Alaska 95	Travel
	6	1996	A3CA2 Campbook with Canada & Alaska 96	Travel



# WORLD EXPLORER CRUISES

## 1998 Lecture Schedule

Date	Geology	Biology	History	Anthropology
26-May	<b>Dr. James Roddick</b> University of British Columbia Vancouver, BC	<b>Dr. John Sullivan</b> Southern Oregon University Ashland, OR	<b>Dr. Pat McLatchy</b> Skagit Valley College Mt. Vernon, WA	<b>Dr. Pamela Amoss</b>
9-Jun	<b>Dr. Dee Trent</b> Citrus College Glendora, CA	<b>Dr. Becky Houck</b> University of Portland Portland, OR	<b>Dr. William Mullins</b> Oklahoma Baptist University Shawnee, OK	<b>Dr. Lowell Holmes</b> Wichita State University Wichita, KS
23-Jun	<b>Dr. Gordon Bigelow</b> University of Hawaii Honolulu, HI	<b>Dr. Tom Darrow</b> Lewis and Clark College Portland, OR	<b>Dr. Charles Coate</b> Eastern Oregon University La Grande, OR	<b>Ar. Andie Diane Palmer</b> University of Alberta Edmonton, Alberta
7-Jul	<b>Dr. Dick Thoms</b> Portland State University Portland, OR	<b>Dr. Allan Schoenherr</b> Fullerton College Fullerton, CA	<b>Ms. Ann Marie Nakhia</b> Western Washington University Bellingham, WA	<b>Dr. Peter Jacobs</b> Colorado State University Fort Collins, CO
21-Jul	<b>Dr. Monty Elliott</b> Southern Oregon University Ashland, OR	<b>Dr. Jill Wright</b> University of Pittsburgh Pittsburgh, PA	<b>Dr. Harry Ritter</b> Western Washington University Bellingham, WA	<b>Drs. Pat and Chip Coronel</b> Colorado State University University of Northern Colorado Fort Collins/Greeley, CO
4-Aug	<b>Dr. Jad D'Allura</b> Southern Oregon University Ashland, OR	<b>Ms. Mary Stensvold</b> USFS Ranger Sitka, AK	<b>Dr. Darrell Amundsen</b> Western Washington University Bellingham, WA	<b>Drs. Vickie Jensen and Jay Powell</b> University of British Columbia Vancouver, BC
18-Aug	<b>Dr. Joseph Graf</b> Southern Oregon University Ashland, OR	<b>Dr. John Sullivan</b> Southern Oregon University Ashland, OR	<b>Dr. Gary Ferngren</b> Oregon State University Corvallis, OR	<b>Dr. Carol Morrison</b> Stanford University Palo Alto, CA
25-Aug	<b>Dr. Harry Smedes</b> Southern Oregon University Ashland, OR	<b>Dr. Rich Carter</b> Pacific University Forest Grove, OR	<b>Dr. John Tymitz</b> University of Pittsburgh Pittsburgh, PA	<b>Dr. Carol Morrison</b> Stanford University Palo Alto, CA

Enclosure #2

World Explorer Cruises  
 S.S. Universe Explorer  
 Video Library - Educational

TITLE	MINUTES	#COPIES
ALASKA	28	1
ALASKA EXPERIENCE		1
ALASKA AT WAR	50	2
ALASKA:GULF COAST	45	2
ALASKA HIGHLIGHTS	23	1
ALASKA HIGHWAY	58	2
ALASKA PIPELINE: PERMAFROST FRONTIERS	28	1
ALASKA PORTRAIT	40	1
ALASKA RAILROAD	30	1
ALASKA RAIN FOREST	30	2
ALASKA SIGHTSEEING TOURS		
ALASKA'S GOLD RUSH	60	1
ALYESKA: PIPELINE	28	1
AURORA	40	1
THE BOX OF DAYLIGHT	8	2
CRUISING ALASKA'S INSIDE PASSAGE	60	1
CRUISING THE INSIDE PASSAGE	55	1
DYEA & THE CHILKOOT TRAIL	30	1
EARLY ANCHORAGE	30	10
EARLY JUNEAU	30	5
EXPERIENCE ALASKA, KETCHIKAN	10	1
EXPERIENCE THE MAGIC OF VALDEZ	10	1
GLACIER BAY	35	1
GOLD CREEK SALMON BAKE: JUNEAU		
THE GREAT BEARS	60	1
IDITAROD-SLED DOG TOURS		
THE INSIDE PASSAGE	60	1
IN THE COMPANY OF WOLVES	90	1
KENAI FJORDS IN ONE DAY	12	1
THE LAND IS OURS	58	1
MYSTERIOUS ALASKA		
ORCA - KILLER WHALE OR GENTLE GIANT	26	1
OVER BRITISH COLUMBIA		2
RAIN COUNTRY		2
RAVEN STORIES WITH ELAINE ABRAHAM	10.5	1
REPORT FROM THE ALEUTIANS, WW II	50	1
SAXMAN NATIVE VILLAGE TOUR	6	1
THE SERUM RACE TO NOME	30	3
SITKA NEWS BUREAU		1
STIKINE RIVER JET BOAT TOUR, WRANGELL		2
SOAPY SMITH, SKAGWAY & WHITE PASS	30	1
THE STORY OF CORDOVA	30	16
THE VALDEZ TO FAIRBANKS TRAIL	30	8
TEMSCO HELICOPTERS	16	1
TOURING ALASKA		1
TRAVELING THE INSIDE PASSAGE	60	1
VOYAGE TO ALASKA	60	1

Enclosure #4

World Explorer Cruises  
S.S. Universe Explorer  
Video Library - Educational

WHITE PASS AND YUKON ROUTE	30	3
WILD ALASKA	60	1
WILD ALASKA 2ND EDITION	60	1
WORLD EXPLORER'S ALASKA	30	1
WRANGELL ALASKA	18	1
YUKON PASSAGE	60	2



## WORLD EXPLORER CRUISES

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### Proposal for Concession Operation

**James Brady, Superintendent  
Glacier Bay National Park and Preserve  
Attention: Division of Concession Program Management  
P.O. Box 140  
Gustavus, AK 99826**

Dear Mr. Brady:

We hereby offer to provide cruise ship and services at Glacier Bay National Park & Preserve, in accordance with the terms and conditions as specified in your Prospectus and to execute the draft permit contained in the prospectus without substantive modification (except as may be required by NPS pursuant to the terms of the Prospectus and/or inclusion of items from the selected offer which are beneficial to the government). We are enclosing the required "APPLICATION" which, by this reference, is made a part hereof. We certify that the information furnished herewith is true to the best of our knowledge and belief. In addition, we agree to complete the execution of the Concession Permit within fifteen working days after it is presented by the National Park Service.

Dennis Myrick, Vice President  
World Explorer Cruises, Inc.  
555 Montgomery Street, Suite 1400  
San Francisco, CA 94111

### CERTIFICATE OF CORPORATE OFFICER

I, K.Y. Tang, certify that I am the President and the Secretary of the corporation named as *Offeror* herein; that Dennis Myrick, who signed this proposal on behalf of the *Offeror*, was then Vice President of said corporation; that said proposal was duly signed for and in behalf of the corporation by authority of its governing body within the scope of its corporate powers.

K.Y. Tang  
President and Secretary

## V.SHIPS MARINE, LTD. (VSML),

VSML, a U.S. corporation registered in Delaware, was formed in mid 1996 when V. Ships (USA), Inc. established a new company by joining with the previous owners of International Marine Carriers and G. E. Capital, to form a new, enlarged ship management company.

V. Ships (USA) had successfully provided ship management and related services to U.S. based tonnage since 1947. International Marine Carriers was established in 1982 and provided a variety of services including international ship management (both commercial and technical) planning and development, new construction, engineering, maintenance and repair, and supervision and development of vessel personnel for a wide range of sea-going carriers owned privately, publicly or by conglomerates. VSML is a new name for two well-established companies; VSML has retained the staffs of both companies and therefore the capabilities of the two companies in regard to vessel operations, management and past performance.

The resultant company, VSML, now manages a combined fleet of seventeen (17) U.S. Government and commercial vessels from its Mineola, New York, headquarters with essentially the same experienced staff previously employed by V. Ships (USA) and International Marine Carriers, Inc.

### Vessel types presently under management:

- Roll on/Roll off
- General Cargo
- Tanker
- LASH Vessels
- Container
- Passenger
- Bulk Carriers (incl. Self-Unloading)
- Auxiliary Crane

### V. Ships Marine, Ltd. is structured with three main departments:

- Fleet Operations
- Crew Department
- Financial Department

Vessels presently under management are divided into independent fleets, each one operated by a team comprised of:

- Fleet Manager
- Port Engineers
- Specialty Personnel (by vessel type e.g. Contracting Officer)
- Technical Controller
- Purchasing Agent
- Administrative and Crew Assistants
- Fleet Accountant

Fleets are under the direct supervision of the Fleet Manager and share the services of:

- Safety and Quality Department
- Purchasing Manager
- Crewing Manager
- Accounting Manager



- Insurance Manager

Oversight supervision is provided by the company's executive staff consisting of the President, Executive Vice President, Vice President, Operations and Vice President of Finance & Administration.

### SHIP MANAGEMENT - An Art and a Science

At VSML we believe that there is an art as well as a science to ship management and by practicing the disciplines listed below we realize the accomplishment of both:

- **MAINTENANCE: planned efficiency**

Planned maintenance schedules, constantly updated and monitored according to the type of vessel and the client's particular requirements, are designed to ensure smooth vessel operation and minimum out of service time. In addition, specialist teams are on stand-by for onboard repairs and routine dry-docking.

- **PURCHASING: benefits of considerable buying power**

Clients benefit not only from our ability to organize and dispatch large volumes of supplies rapidly, but also to negotiate discounts for bulk purchases.

- **BUDGET CONTROL: emphasis on concise, informed reporting**

Costs for each vessel managed are controlled against an agreed budget. Reports are sent to clients as requested. Variances are predicted and monitored so that correct containment action can be undertaken.

- **TECHNICAL CONSULTING: wide ranging cover**

As well as day-to-day fleet operation, VSML provides a full range of specialized technical services. These encompass newbuilding and conversion consultancy, supervision to prepurchase evaluation and the preparation of technical studies.

- **SAFETY AND ENVIRONMENTAL SERVICES: constant monitoring**

At a time when safety and the environment have become increasingly important, V.Ships has already introduced a safety monitoring system. A full time safety group co-ordinates the system and is responsible for keeping up-to-date with decisions made by USCG, MARPOL, SOLAS and other relevant organizations. Similarly, measures for environmental protection are constantly evaluated and incorporated into our operations.

- **QUALITY MANAGEMENT**

V.Ships Marine, Ltd. maintains (re-audited in November 1998) through DNV an ISM Document of Compliance, and has ISO 9002 certification and DNV Safety and Environmental Protection ("SEP") certification as well as USCG and RINA certification. Copies of our Documents of Compliance and certificates are presented in Appendix #1. V.Ships Marine, Ltd. continues its strong commitment to both safety and quality throughout its organization for both its betterment and that of its clients.

## PERSONNEL RESUME

NAME: Thomas F. Keenan  
CURRENT TITLE: Vice President - Operations  
Length of Time in Position: 18 yrs.  
Length of Time with Company: 18 yrs.

Proposed title/job position: Vice President - Operations

### Tasks:

Manage the day-to-day vessel operations of V. Ships Marine Limited within the policies of V. Ships and maintain the reputation of the Group.

To ensure that the Company has the necessary personnel and expertise, both commercially and technically, to sustain all its actual or projected activities.

To ensure that Company vessels are operated in compliance with Company Policy and that Quality Management standards are maintained.

To ensure that uniform operating and maintenance routines are used both ashore and on board each Company vessel and further ensure the performance standards of each vessel is in accordance with each Owner's requirements.

To ensure new business development is carried out with oversight on existing business contracts compliance.

To ensure that the Company's Safety and Quality Management System (S & QMS), its policies and procedures are implemented and maintained by all line personnel, both ashore and on board each vessel, as defined by the V. Ships group.

### RESPONSIBILITIES:

The Vice President - Operations (VPr-Ops) is charged with the overall responsibility for the economic and operational viability of the corporate fleet, including oversight of all aspects of the Company's Fleet Managers, Marine Insurance Department, Marine Personnel Department and Purchasing Staff. The VPR-Ops is instrumental with the continued implementation of operational systems and procedures used by the Company and Group. The Vice President - Operations' duties also include business development for the company for both new and existing business opportunities.

Specific duties of the Vice President - Operations include:

- Vessel Management for each existing Management Agreement

- Vessel Financial Planning Oversight

- Legal Issues/Compliance Oversight

- Oversight of Operating Managers and coordination of Engineering Staff

- Oversight of Vessel Cost Controls

- Liaison with Owners and/or Government Agencies

- Company compliance with Safety & Quality Management system

Twenty-seven years of extensive experience in the Maritime Industry. A proven administrator particularly in the areas of fleet planning, development and operation. Developed and supervised new construction, including contract negotiating, plan specifications, site inspection and guarantee coordination. Six years as Marine Superintendent of large steamship company. Responsibilities included fleet maintenance repair and operation, budget preparation and management, stores, spare parts and inventory control; supervision of vessel and office personnel and insurance claim processing. Other duties included, technical involvement with existing and pending U.S. Maritime Legislation, coordination of various government and industry test and evaluation programs and expert testimony and technical briefs for numerous Admiralty proceedings. Instrumental in maintenance, logistic support and ship alteration for Naval Vessels and management of Inter-Governmental Agreements and Contracts.

#### **EDUCATION:**

- Bachelor of Engineering - Marine State University of New York, Maritime College
- Graduate Studies in Business - University of Virginia

#### **Membership in Professional Societies or Associations:**

Society of Naval Architects and Marine Engineers  
Society of Marine Port Engineers  
International Union of Operating Engineers  
U.S. Naval Reserve, Retired  
International Propeller Club

#### **Professional References**

1. Capt. Frank Johnston, MARAD-Western Region Director, (415) 744-3125
2. Depack Varshney, MARAD-Central Region, (504) 589-2000
3. Fred Mayer, New Commodore Cruise Line, Director, (954) 967-2107

PERSONAL

-----  
 Name NIKOLAOS NIANIAS  
 Date of Birth DECEMBER 5TH 1947  
 Place of Birth CAIRO, EGYPT.  
 Nationality GREEK  
 Status MARRIED

EDUCATION

-----  
 1952 - 1965 PRIMARY-SECONDARY AND HIGH SCHOOL  
 "AMPETIOS" COLLEGE (CAIRO-EGYPT)  
 1965 - 1968 NAUTICAL COLLEGE "PROTEUS"  
 (PIRAEUS-GREECE)

MANDATORY COURSES AND CERTIFICATIONS

-----  

COURSE	#	DATE	PLACE
RADAR OBSERVER	HYA	DEC. 10, 1975	PIRAEUS GREECE
RADAR SIMULATOR	HYA	DEC. 10, 1975	PIRAEUS GREECE
BASIC SEA SURVIVAL	2138	DEC. 30, 1971	PIRAEUS GREECE
SHIP MASTER'S MEDICARE	10822	NOV. 11, 1979	KESEN PIRAEUS GREECE
CPSC	2138	DEC. 30, 1971	PIRAEUS GREECE
FIRE FIGHTING BASIC	2138	DEC. 30, 1971	PIRAEUS GREECE
FIRE FIGHTING ADVANCED	2138	DEC. 30, 1971	PIRAEUS GREECE
FIRE FIGHT. COM/CON	2138	DEC. 30, 1971	PIRAEUS GREECE
RESTRICTED R/T	216	DEC. 30, 1969	PIRAEUS GREECE
E.N.S.	HYA	DEC. 17, 1975	PIRAEUS GREECE
ARPA COURSE	321	DEC. 5, 1996	GLASGON SCOTTLAND
STCW 95 - V/E -		DEC. 19-20, '98	ON BOARD
CERTIFICATE STCW TO AS AMENDED IN 1995 ACCORANCE WITH THE PROVISIONS OF REG VI	20	NOV. 19, 1997	GREECE
CAPTAIN CLASS C' COURSE		SEP.-DEC. 1971	NAUT.COLLEGE PIRAEUS
CAPTAIN CLASS B' COURSE		AUG.-NOV. 1975	NAUT.COLLEGE PIRAEUS
CAPTAIN CLASS A' COURSE		JUN.-OCT. 1979	KESEN PIRAEUS GREECE

CERTIFICATE OF COMPETENCY

-----  

CADET	CERTIFICATE # 3706	JUL. 1968
CAPTAIN CLASS C'	CERTIFICATE # 13779	JAN. 1972
CAPTAIN CLASS B'	CERTIFICATE # 12037	DEC. 1975
CAPTAIN CLASS A'	CERTIFICATE # 10822	NOV. 1979

MISCELLANEOUS COURSES

- 1.) U.S. PUBLIC HEALTH 1993 IN MIAMI.  
 2.) SASSMEX REFRESHER COURSE IN BASIC SEA SURVIVAL AND FIRE FIGHTING  
 1973 IN MIAMI. PLUS HELIVAC

LANGUAGES

-----  
 GREEK  
 ENGLISH  
 GERMAN  
 ARABIC

WORK EXPERIENCE

-----  
 DATE                      SHIP'S NAME                      DW/GR                      RANK                      TYPE                      COMPANY  
 =====

6/67-6/68	W. ENTERPRISE	32000	CADET	TANKER	NIARCHOS
7/68-7/69	W. GREECE	45000	CADET	TANKER	NIARCHOS
7/69-11/69	W. JUSTISE	32000	3/OFF.	TANKER	NIARCHOS
1/70-1/71	CONSTANTINE	65000	2/OFF.	TANKER	NIARCHOS
3/71-11/71	W. DUET	112000	2/OFF.	OBO	NIARCHOS
1/72-7/73	W. HONOUR	212000	2/OFF.	TANKER	NIARCHOS
9/73-9/74	DEL. APOLLON	25000	2/OFF.	TANKER	CARRAS
9/74-9/75	DEL. APOLLON	25000	CH.OFF.	TANKER	CARRAS
1/76-7/78	MARY R. KOCH	270000	CH.OFF.	ORE/OIL	KOCH OIL
7/78-7/79	MARY R. KOCH	270000	EX.OFF.	ORE/OIL	KOCH OIL
11/79-11/80	OCEANOS	10000	CH.OFF.	PASSENG.	EPIROTIKI
1/81-8/81	OCEANOS	10000	CH.OFF.	PASSENG.	EPIROTIKI
10/81-5/82	JUPITER	3000	CH.OFF.	PASSENG.	EPIROTIKI
10/82-7/84	MARY R. KOCH	270000	EX.OFF.	ORE/OIL	KOCH OIL
1985-1988	EMPLOYED AS MANAGER BY THE "SWEDISH INTER.CO." OPERATING-CHARTERING CRUISE SHIPS AND YACHTS				
1/89-9/89	SILVER PALOMA	8000	CH.OFF.	PASSENG.	AFROESSA
9/89-7/90	OCEAN SPIRIT	8000	ST.CAPT.	PASSENG.	OCEAN QUEST
4/91-12/92	REGENT SUN	25000	ST.CAPT.	PASSENG.	REGENCY CR.
1/93-6/93	REGENT SUN	25000	ST.CAPT.	PASSENG.	REGENCY CR.
6/93-12/93	REGENT SUN	25000	CAPTAIN	PASSENG.	REGENCY CR.
3/94-11/94	REGENT SUN	25000	CAPTAIN	PASSENG.	REGENCY CR.
1/95-8/95	REGENT SUN	25000	CAPTAIN	PASSENG.	REGENCY CR.
7/96-10/96	SUN VENTURE	25000	CAPTAIN	PASSENG.	ROYAL VENTR
12/96-PRESENT	UNIVERSE EXPLORER	22000	CAPTAIN	PASSENG.	COMMODORE

TO : INTERNATIONAL MARINE CARRIER.  
FROM : A.G. LALOUSIS  
CHIEF ENGINEER S/S ENCHANTED ISLE

RESUME

NAME: LALOUSIS, ATHANASIOS, GEORGIOS

DATE OF BIRTH: APRIL 24, 1933

PLACE OF BIRTH: DIDYMA-ARGOLIDA

CIVIL STATUS: MARRIED NATIONALITY: GREEK LANGUAGE: ENGLISH, ITALIAN

ADDRESS: 102A DODEKANISOU ALSOUPOLI - N. IONIA 142 35 ATHENS, GREECE

TELEPHONE & FAX NO.: ( 01 ) 2774945 TELEPHONE NO.: ( 0754 ) 71474

EDUCATIONAL ATTAINMENT:

- GRADUATED HIGH SCHOOL
- DIPLOMA OF MERCHANT MARINE ENGINEER

LICENSE:

- GREEK LICENSE CHIEF ENGINEER LICENSE NO. 3406 ISSUED AUGUST 23, 1968  
DATE OF EXPIRATION : INDEFINITE
- PANAMANIAN LICENSE CHIEF ENGINEER LICENSE CERTIFICATE NO. 21CG011500  
DATE OF EXPIRATION: JULY 24, 1996
- LIBERIAN LICENSE ( EXPIRED ) CHIEF ENGINEER LICENSE NO. 247482

CERTIFICATES:

- CERTIFICATE OF EFFICIENCY OF LIFEBOATMAN FOR PASSENGER VESSELS  
CERT. NO. 3269 ISSUED SEPTEMBER 29, 1967
- CERTIFICATE OF ACHIEVEMENT IN FIRE PREVENTION, FIRE FIGHTING AND DAMAGE  
CONTROL. ISSUED MAY 1966
- LLOYD'S REGISTER OF SHIPPING CERTIFICATION OF AUTHORIZATION FOR  
CHIEF ENGINEER.

WORK EXPERIENCE AND EMPLOYMENT RECORD:

- SINCE SEPTEMBER 1952 TO MARCH 1955 IN VARIOUS SHIP REPAIR WORKSHOPS.
- GREEK NAVY FROM OCTOBER 1955 TO DECEMBER 1957.

continuation;;;

AS APPRENTICE ENGINEER:

- IONASIS LAISIS COMPANY  
IN M/V "NERAIDA " FROM APRIL 1955 TO SEPTEMBER 1955
- HELLENIC LINE  
IN T.S.S. "QUEEN FREDERICA " FROM MAY 1958 TO MAY 1960

AS 3RD ENGINEER:

- HELLENIC AMERICAN LINE  
IN T.S.S. "QUEEN FREDERICA" FROM OCTOBER 1960 TO AUGUST 1963

AS 2ND ENGINEER:

- HELLENIC AMERICAN LINE  
IN T.S.S. "QUEEN FREDERICA" FROM AUGUST 1963 TO JULY 1964
- GREEK LINE  
IN T.S.S. "QUEEN ANAMARIA " ( PASSENGER SHIP ) FROM APRIL 1965 TO APRIL 1968
- CHANDEIS LINE  
IN T.S.S. "AUSTRALIS " ( PASSENGER SHIP ) FROM SEPTEMBER 1968 TO NOVEMBER 1969.

AS CHIEF ENGINEER:

- EASTER STEAM SHIP LINE  
IN T.S.S. "NEW BAHAMA STAR " ( PASSENGER SHIP ) FROM FEBRUARY 1969 TO DECEMBER 1969.
- BAHAMA CRUISE LINE  
IN T.S.S. "VERA CRUZ " FROM FEBRUARY 1974 TO AUGUST 1976.
- HOLLAND AMERICAN LINE  
IN T.S.S. "VOLENDAM", T.S.S. "VEENDAM", ( RE-NAMED T.S.S. ENCHANTED SEAS, T.S.S. ENCHANTED ISLE ) FROM SEPTEMBER 1976 TO JULY 1979.
- DOLPHIN CRUISE LINE  
IN T.S.S. "DOLPHIN " FROM OCTOBER 1979 TO AUGUST 1980.

- NARVAL SHIPPING CO.

IN "M/V KATERINA " FROM JUNE 1981 TO APRIL 1982.

- BERMUDA STAR LINE

IN T.S.S."VERA CRUZ " ( PASSENGER SHIP ) FROM APRIL 1982 TO MARCH 1984.

- BERMUDA STAR LINE

IN T.S.S."BERMUDA STAR " ( PASSENGER SHIP ) FROM APRIL 1984 TO MARCH 1987..

- BERMUDA STAR LINE

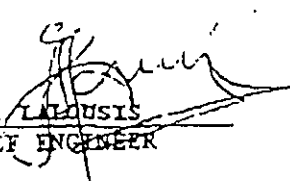
IN T.S.S."CANADA STAR " ( PASSENGER SHIP RE-NAMED QUEEN OF BERMUDA ) FROM APRIL 1987 TO JULY 1989.

- COMMODORE CRUISE LINE

IN T.S.S."ENCHANTED SEAS"AND T.S.S."ENCHANTED ISLE " FROM JULY 1989 UNTIL PRESENT TIME.

NOTE:

- FROM AUGUST 1971 TO SEPTEMBER 1973 IN GREECE , WORKED AS A SUPERVISOR FOR THE STEEL CONSTRUCTION, DISTILLING PLANT, PRIVATE POWER PLANT ( FOR HOME ) AND REPAIRING OF SMALL BOATS AND ALSO AUTOMOBILES FOR ONE PRIVATE HOME BUILDING.

  
A.C. LABOUSIS  
CHIEF ENGINEER



# State of California

SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this



*Bill Jones*

Secretary of State

Enclosure #9

ENDORSED - FILED  
in the office of the Secretary of State  
of the State of California

SEP 25 1998

BILL JONES, Secretary of State

WORLD EXPLORER CRUISES & TOURS, INC.

CERTIFICATE OF AMENDMENT OF  
RESTATED ARTICLES OF INCORPORATION

K.Y. Tang and C.C. Tan certify that:

1. They are the President and the Treasurer, respectively, of World Explorer Cruises & Tours, Inc., a California corporation.


2. The Board of Directors has approved the following amendment to the Restated Articles of Incorporation, as amended, by amending Article I to read as follows:

I

The name of this corporation is  
World Explorer Cruises, Inc.

3. The foregoing amendment of the Restated Articles of Incorporation, as amended, has been duly approved by the required vote of the shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 1,060. The number of shares voting in favor of the amendments equalled to or exceeded the vote required. The percentage vote required was more than 50 percent.

Each of the undersigned declares under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of his own knowledge. Executed in San Francisco, California, on SEP 23, 1998.

  
\_\_\_\_\_  
K.Y. Tang, President

  
\_\_\_\_\_  
C.C. Tan, Treasurer





## WORLD EXPLORER CRUISES

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June 19, 1998

James Brady, Superintendent  
Department of Interior  
National Park Service  
Glacier Bay National Park & Preserve  
P.O. Box 140  
Gustavus, Alaska 99826

Re: World Explorer Cruises  
Concession Permit for Seven Entries to Glacier Bay

Dear Mr. Brady:

World Explorer Cruises maintains historical rights to four entries/permits for the Glacier Bay National Park during the regulatory period for the reasons set forth in our June 12, 1986 letter, copy enclosed, to which the National Park Service never replied.

We note that the Abstract of Business Opportunity soliciting applications for permits/entries for the period of January 1, 2000 to December 31, 2004, indicates that World Explorer Cruises is now not considered a historical operator under ANILCA, s1307. However, the National Park Service has not provided World Explorer Cruises, with its reasons for so listing World Explorer Cruises, despite a request for such reasons.

In order to expedite the process, World Explorer Cruises is submitting an application for the concession permit for the four historical entries and three non-historical entries into Glacier Bay which accompanies this letter, although, as an historical operator, World Explorer Cruises is not required to do so.

By submitting the application for the concession permits for four entries, World Explorer Cruises does so without prejudice to its status as an historical operator under s1307(a) ANILCA and reserves all rights with respect thereto.

I welcome any questions or comments you have on the above or the enclosure

Sincerely,

Dennis Myrick  
Vice President

GRAHAM & JAMES

ONE MARITIME PLAZA

THIRD FLOOR

SAN FRANCISCO, CALIFORNIA 94111

TELEPHONE (415) 954-0200

June 12, 1986

OTHER OFFICES  
LOS ANGELES, CA  
LONG BEACH, CA  
NEWPORT BEACH, CA  
PALO ALTO, CA  
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AFFILIATED OFFICE  
KUWAIT

TELEX  
W.U. 340143 CHALGRAY SFO  
M. C. I. 67565 GJ SFO

FACSIMILE  
GI/X (415) 391-5806  
GX/X (415) 391-2493

CABLE  
CHALGRAY, SAN FRANCISCO, CA

WRITER'S DIRECT DIAL NUMBER

(415) 954-0220

United States Department of Interior  
National Park Service  
2525 Gambell Street  
Anchorage, Alaska 99503

Attention: Mr. Boyd Evison  
Regional Director -- Alaska Region

Re: Concession Permit  
CT 9815-4-0006  
World Explorer Cruises

Gentlemen:

We write on behalf of our client, World Explorer Cruises Inc. (WEC), a California corporation. By letter dated May 8, 1986, WEC was informed that the National Park Service had determined that the "historical rights" of WEC for the captioned concession permit have lapsed as a consequence of a change in the ownership interest of the corporation. (A copy of the letter is enclosed).

We respectfully request the National Park Service to reconsider this determination on the following facts and applicable law and, hopefully, agree that there has been no loss of the "historical rights" of World Explorer Cruises Inc. with respect to the concession permit.

WEC has been the "person" accorded the historical rights by the National Park Service since 1980, the first year permits were issued. Prior to 1982, the outstanding shares of World Explorer Cruises Inc. were owned by two shareholders, Hemisphere Cruises & Tours, Inc., which owned 50 percent of the outstanding stock, and Travel Time, Inc. which owned the remaining 50 percent of the

Enclosure 1

outstanding stock. In 1982 and 1983, Hemisphere Cruises & Tours purchased Travel Time's 50 percent interest. Prior to its consummation, the National Park Service approved this sale by its letter of March 29, 1983 (copy enclosed) pursuant to application by Hemisphere Cruises & Tours under Title 36, Part 51.7, Code of Federal Regulations.

Part 51 of Title 36 was adopted effective November 1, 1979, and provides notice to the public of the regulations upon which concession contracts can be solicited and awarded under situations in which there is a right of preference as well as those in which there is no right of preference. Those regulations also set forth the requirements for the sale, assignment or encumbrance of concession contracts, permits and assets. Nowhere does 36 C.F.R. Part 51 deal with historical rights in connection with concession permits. This is not surprising as the Act which provided such historical rights, the Alaska National Interest Lands Preservation Act of 1980 (16 U.S.C. §3197) (ANILCA), was enacted in 1980, subsequent to the implementation of the regulations set forth in Part 51 of Title 36. Because the provision dealing with statutory historical rights had not been enacted as of November 1, 1979, Part 51 clearly did not, nor could it have been intended to, regulate the historical rights stemming from §1307(a) of ANILCA. In fact, Part 51 is directed to the Concession's Policy Act of 1965, 16 U.S.C. §§20 through 20g.

It is our understanding that the National Park Service is presently drafting regulations covering ANILCA, some of which will specifically address the problem at issue here. These regulations have not yet been adopted through the usual process.

Nonetheless, it appears that the National Park Service has recently interpreted §1307(a) to mean that historical rights are not transferable, and also has applied 36 C.F.R. §51.7(b) to §1307(a), concluding that if a "controlling interest" in a corporation, as defined in §51.7(b), changed hands after January 1, 1979, then historical rights accorded under §1307(a) have lapsed. Nowhere, to our knowledge, are these interpretations set forth in the statute or in the regulations or administrative interpretive rulings which have been adopted or published by the Park Service. Consequently, WEC, the regulated party, was not on notice of the subject interpretations at the time of the transfer of the controlling interest as approved by the Park Service.

The possibility of the lapse of historical rights was not mentioned to WEC by the Park Service on any occasion earlier than your November 27, 1984 letter. There was no mention of the possibility of the lapse of historical rights at the time of obtaining approval of the purchase by Hemisphere of the remainder of the WEC's stock in 1982 and 1983, and your regulations, then and now, have no reference to the term. In fact, in correspondence, the Park Service has, since 1982, continued to refer to WEC as a "historic operator". The Park Service's letter of approval of this transfer (copy attached), strongly suggests that the stock transfer did not prejudice any of WEC's permit rights.

In addressing the subject of "historical operators", §1307(a) uses the term "any persons," without limitation of that term. Under the heading, "Definitions", 36 C.F.R. §1.4, defines "person" to include a corporation. Even without that definition, ordinary interpretation of the term would include a corporation. A corporation is a legal entity which is accorded all the rights and privileges of a person under the eyes of the law. Section 1307(a) is silent on the issue of the transfer of stock in a corporation. In this instance, the same corporate entity, WEC, has continued to maintain and own the concession permit and to operate the cruises with the SS UNIVERSE since the approved stock transfer in 1983. Accordingly, the straightforward language of §1307(a) has been met by WEC as a "person" within the statute.

We respectfully submit that WEC should have been provided advance notice of the Park Service's administrative interpretation of these regulations as applied to the statute at issue prior to the stock transfer in 1983. In the absence of such notice, we submit that the Park Service cannot, under the applicable law, retroactively apply an unforeseeable interpretation of a regulation to the detriment of a regulated party on the theory that the post hoc interpretation asserted by the Park Service is generally consistent with the Park Service's regulatory policies.

This principle is made clear in a line of cases beginning with Tobin v. Edward A. Wagner Co., 187 F. 2d 977 (2d Cir. 1951) and has been frequently and recently reaffirmed. See e.g., Nabisco, Inc. v. United States, 599 F. 2d 415, 419 (Ct. Cl. 1979); Getty Oil Co. v. Department of Energy, 478 F. Supp. 523, 528 (C.D. 1978); Standard Oil Co. v. Department of Energy, 596 F. 2d 1029,

1064 (T.E.A. 1978); Standard Oil Co. v. Federal Energy Administration, 453 F. Supp. 203, 239 (N.D. Ohio 1978).

In Tobin, the government argued that an omission in the regulations under consideration was "unintended"; that the public hearings preceding issuance of the regulations showed what they were actually intended to cover; and that the courts should not construe the regulations too literally, "recognizing the administrative purpose..." Thus the Government sought to persuade the Tobin court to cure an admitted defect in the applicable regulations through judicial interpretation, and then retroactively apply the glossed regulations to the detriment of a regulated party then before the court. The Second Circuit, in an opinion delivered by Judge Jerome Frank, rejected the Government's argument holding:

"Were we interpreting a statute to ascertain what power is conferred on an administrative officer, much could be said for such an argument. Beginning at least with Aristotle, it has often been recognized that, as a legislature cannot foresee all possible particular instances to which legislation is to apply, it must therefore be reasonably so interpreted to fill in gaps. [Footnote omitted]. But when the legislature delegates to an administrative official the authority, by 'sublegislation', to issue regulations in order to fill in those gaps, then the regulations, precisely because they particularize, ought not to be as generously interpreted as the statute. In fairness to the regulated, the provisions of the regulations should not be deemed to include what the administrator, exercising his delegated power, might have covered but did not cover. True, in deciding what they do cover, we must not regard their literal terms merely but must also give much weight to administrative interpretive rulings which have been published and of which the regulated are thus on notice. But here there are no published rulings giving the construction for which the Government contends." 187 F. 2d at 979-80. (Emphasis added).

Tobin was relied upon by the court in Exxon Corporation v. John F. O'Leary, Administrator of the Federal Energy Administration, et al., 453 F.Supp. 203, 240 (1978) in which the court noted:

"The Tobin and Chicago Blackhawk cases hold that a federal court will not retroactively apply an unforeseeable interpretation of an administrative regulation to the detriment of a regulated party on the theory that the post hoc interpretation asserted by the agency is generally consistent with the policies underlying the agency's regulatory program, when the semantic meaning of the regulations, as previously drafted and construed by the appropriate agency, does not support the interpretation which that agency urges upon the court." 1/

We submit that the above cases demonstrate that the Park Service's post hoc interpretation of §1307(a) through the application of regulations enacted prior to the enactment of §1307(a) is not appropriate. Other cruise operators with concession permits in the same region are corporations, some of which have shares which are publicly traded. It is difficult to see how, under the interpretation asserted by the Park Service, such corporations could ever maintain historical rights given the distinct possibility that substantial portions of such corporations' ownership interests change hands over a period of years. Moreover, the Park Service's post hoc administrative interpretation of §1307 appears to conflict with the legislative history of that section which contains the statement that:

"The secretary in enforcing this section should use its flexibility to not be unduly restrictive on operators." [5 U.S. Code Congressional Administrative News at p. 5250 (1980)].

In summary, we respectfully submit that the stock transfer approved by the Park Service in 1983 under 36 C.F.R. Part 51 did not, under the language of §1307(a) of ANILCA or the language of 36 C.F.R. Part 51, constitute a transaction which would cause loss of "historical rights" of WEC, the "person" accorded such historical

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1/ The Exxon court ordered declaratory and injunctive relief in favor of Exxon against the FEA's post hoc interpretation of its regulations to prohibit establishing pricing practices of oil refiners, which practices were not "explicitly curtailed" by the regulation at issue.



rights since 1980 by the Park Service. We hope that the Park Service can agree that, under the circumstances and applicable law, there has been no loss of "historical rights" of WEC, and ask for reconsideration of its initial decision on this issue.

We thank you for your consideration and patience.

Very truly yours,

Sam D. Delich  
of GRAHAM & JAMES

SDD:af  
Enclosures

cc: World Explorer Cruises Inc.  
Attn: C. C. Yin, President

cc: Mr. Chris Bockman  
Solicitors Office  
Department of The Interior  
701 "C" Street  
Box 34  
Anchorage, Alaska 99513

cc: Mr. Michael Tollefson  
Superintendent  
National Park Service  
Glacier Bay National Park & Preserve  
Gustavus, Alaska 99826-0120

cc: Dennis M. Myrick, Director  
World Explorer Cruises

## POLLUTION MINIMIZATION PLAN

### QUALITY PLAN

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- 1 INTRODUCTION
- 2 DEFINITIONS
  - 2.1 Quality and Safety Management Systems (Program)
  - 2.2 Contract Quality Program (Plan) Document
- 3 THE COMPANY'S QUALITY PROGRAM
  - 3.1 Quality Policy Manual
  - 3.2 Policy Objectives
  - 3.3 Quality Procedures Manual
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