

FINAL REPORT OF THE
UNISEA FLEET COOPERATIVE
YEAR 2008

PREPARED FOR:

NORTH PACIFIC FISHERY MANAGEMENT COUNCIL

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PREPARED BY:

NATURAL RESOURCES CONSULTANTS, INC.
SEATTLE, WASHINGTON

POINT OF CONTACT:

STEVE HUGHES (206) 285-3480

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**Presented to the
North Pacific Fishery Management Council
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INTRODUCTION

UniSea Fleet Cooperative (UFC) is pleased to submit this document and results of their 2008 Bering Sea fishery to the North Pacific Fishery Management Council (NPFMC) in compliance with annual reporting requirements of the 1998 American Fisheries Act (AFA).

Year 2008 was the ninth year of UFC operations under the AFA. The UniSea fleet was managed and operated during 2008 following the successful model established during the preceding 2000-2007 fisheries--basically without change. This document format and 12 exhibits herein reporting UFC co-op members, management, allocations, catches, sideboard limits, prohibited species catches and enforcement is also consistent with UFC's earlier years reporting to the NPFMC. We believe this reporting format and detail is both in keeping with AFA reporting requirements and provides easy comparison to the prior year results.

UNISEA FLEET MEMBER VESSELS AND CO-OP MANAGEMENT

Nine individual members of the UFC representing 14 catcher vessels signed their Co-op Membership Agreement, which enabled them to operate under the laws of the AFA in a fishing cooperative delivering pollock to UniSea Inc. during the 2008 fishing season (Attachment 1, UniSea Fleet Cooperative Membership Agreement 2008 Addendum dated 12/01/07 with pollock harvest schedule). There was one change to this Agreement Addendum from the Addendum in effect for 2007; the American Eagle owned by Evening star, Inc. withdrew from

UFC in November 2007 and was not a UFC member in 2008. With this change, the 2008 member vessels and their owners are listed below:

Margaret Hall, General Manager, Rondy's, Inc.

- F/V *Alsa* 124 ft LOA
- F/V *Argosy* 124 ft LOA

Jeff Hendricks, Manager, Auriga/Aurora General Partnership

- F/V *Auriga* 193 ft LOA
- F/V *Aurora* 193 ft LOA

Barry Ohai, Manager, F/V *Defender* LLC

- F/V *Defender* 195 ft LOA

Barry Ohai, Authorized Agent, Pacmon LLC

- F/V *Pacific Monarch* 165 ft LOA

Gunnar Ildhuso, Jr., Margun Enterprises, LLC

- F/V *Mar-Gun* 112 ft LOA

Gunnar Ildhuso, Jr., President, Ildhuso Fisheries, Inc.

- F/V *Gun-Mar* 164 ft LOA

Chris Swasand, Member, Aleutian Spray Fisheries, Inc.

- F/V *Starfish* 123 ft LOA

Cary Swasand, F/V *Nordic Star* LLC

- F/V *Nordic Star* 123 ft LOA

Fred Yeck, President, FY Fisheries, Inc.

- F/V *Sea Dawn* 124 ft LOA

Phil Hanson, President, Starlite Fisheries, LLC.

- F/V *Starlite* 123 ft LOA

Phil Hanson, President, Starward Fisheries, LLC.

- F/V *Starward* 123 ft LOA

Rick Mezich, President, Fierce Allegiance, LLC.

- F/V *Fierce Allegiance* 167 ft LOA

Co-op management and administration continued during 2008 and remained basically unchanged from management and administration of the eight prior co-op years (Exhibit 1). Mr. Jeff Hendricks continued to serve as the president of UFC and Mr. Pete Maloney continued to serve as the UFC coordinator.

Coordination of information on allocations, transfers, pollock catches, sideboard catches and prohibited species catches between the UniSea plant in Dutch Harbor, the member vessels, Sea State, the Inter Co-op Manager and the National Marine Fisheries Service all continued during 2008 as established in year 2000 and as conducted in 2001-2007.

UFC BERING SEA POLLOCK ALLOCATION TRANSFERS AND CATCH

In 2008, UFC's 14 member vessels received a final AFA Bering Sea pollock allocation that totaled 105,332 mt. This pollock allocation to UFC represented 12.128% of the total Bering Sea directed pollock allocation and 24.256% of the inshore sector allocation. Exhibit 2 shows the distribution of final 2008 pollock allocations between the seven inshore pollock cooperatives. UFC's allocation of 24.256% of the inshore sector allocation ranked UFC as the second largest inshore co-op.

Each of the 14 UFC vessel's final pollock allocations are identified in Exhibit 3 showing their respective tonnage and each vessel's percentage of the UFC total allocation. The F/V *Pacific Monarch's* allocation was transferred to 8 other

vessels in the UFC and divided up between those 8 vessels as reported in Exhibit 4.

Exhibit 5 reports the final 2008 Bering Sea pollock allocations for each of the remaining and active 13 vessels in the UniSea fleet during the 2008 season after both the *F/V Pacific Monarch* transfers and after in-season transfers of pollock allocations between member vessels.

Exhibit 6 provides UFC Bering Sea pollock catches that occurred during the 2008 season relative to final allocations after all co-op transfers. The UFC directed Bering Sea pollock catch totaled 104,647.892 mt, which was 684.294 mt less than the final allocation. This catch equated to 99.35% utilization of the final 2008 Bering Sea pollock allocation.

The AFA provides that co-op member vessels may deliver up to 10% of the co-op's Bering Sea pollock catch to non-affiliated processors. During 2008, UFC member vessels delivered 103,867.115 mt of their 104,647.892 mt total deliveries to their affiliated plant at UniSea. The UniSea deliveries represented 99.25% of all directed pollock deliveries by UFC member vessels, in keeping with AFA requirements.

Bycatch of other groundfish, herring, halibut, crab and salmon from the directed Bering Sea pollock fishery is detailed by member vessel in Exhibit 7. Pollock represented 98.45% of the total catch of pollock plus all other groundfish in the directed pollock fishery.

Further detail of salmon bycatch in the directed Bering Sea pollock fishery is reported for UFC in 2008 to meet additional reporting requirements under Amendment 84 (salmon bycatch ICA). Specifically, Exhibit 7 summarizes the seasonal (A and B) catches of Chinook and chum salmon (other salmon), and the number of appearances of each vessel on the "dirty 20" lists for both salmon species. To appear on the "dirty 20" list, a vessel must have exceeded the

salmon bycatch base rate for that weekly period and have been among the top 20 vessels with the highest salmon bycatch rate for that weekly period.

We have been advised of a new reporting requirement for 2008 which deals with estimated numbers of salmon avoided by vessels as a result of vessels relocating fishing effort away from salmon savings areas. We understand that this salmon savings analysis will be calculated by industry sector and presented in the Inter-coop Report rather than in each individual cooperative report.

Regarding the new compliance audit reporting requirement dealing with vessels violating the rolling hotspot closures for salmon bycatch, we are not aware of any UFC member violations, but we have been advised that the required third party audit of vessel VMS data is not concluded. That report from the separate third party audit will be provided to the NPFMC when it is available.

SIDEBOARD LIMITATIONS, ALLOCATIONS AND CATCHES

The laws of the AFA place limits on AFA qualified catcher vessels whereby their harvest of groundfish other than Bering Sea pollock is limited to historic levels. Halibut bycatch (PSC) is also limited through the co-op allocations.

For 2008, the sideboard limits that applied to, and were allocated to the UFC consisted of 19 individual area species categories, which totaled 6,086 mt. These sideboard limits applied to Bering Sea/Aleutian Islands/Gulf of Alaska cod for both directed and incidental catches, Bering Sea rock sole, and Gulf of Alaska pollock (Exhibit 8). Of the 6,086 mt of sideboard allocations, 641 mt was transferred out of UFC to other co-ops, 2,037 mt was caught by UFC members and 3,420 mt remained unharvested within the co-op.

DIRECTED BERING SEA COD AND GULF POLLOCK FISHERY

UFC member vessels conducted a small directed Bering Sea cod fishery within sideboard limits (2,649 mt) during 2008. This fishery was conducted by four

member vessels (Exhibit 9) and yielded a harvest of 1,322 mt. UFC member vessels did not conduct a directed fishery for Gulf of Alaska pollock, and they did not conduct directed fisheries for yellowfin sole or rock sole.

Bycatch of other groundfish, halibut, herring, crab and salmon in the UFC directed Bering Sea cod fishery is detailed in Exhibit 10. Cod comprised 66.9% of the total groundfish catch in UFC's directed Bering Sea cod fishery.

As earlier noted, UFC member vessels did not fish Gulf of Alaska pollock in 2008 however, 140 mt of the co-ops 2,481 mt Gulf pollock allocation was transferred to one other co-op (Exhibit 11). After this transfer of Gulf pollock to other co-ops, 2,340 mt of the Gulf pollock sideboard limit remained unused within UFC.

DIRECTED CRAB FISHING

Amendments 18 and 19 to the Fishery Management Plan for BSAI king and Tanner crab (70FR 10174 – March 2005), commonly referred to as the BSAI Crab Rationalization Program, have eliminated the prior AFA crab harvesting reporting requirements by AFA pollock vessels.

UFC PROHIBITED SPECIES CATCH TOTALS

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

UFC MONITORING AND ENFORCEMENT

All UFC directed Bering Sea pollock and cod catches, as well as sideboard catches and the halibut PSC were successfully managed and did not exceed allocations. The co-op was accordingly not required to take any enforcement actions.

Exhibit 1. Schematic of UniSea Fleet Cooperative Operations, 2008.

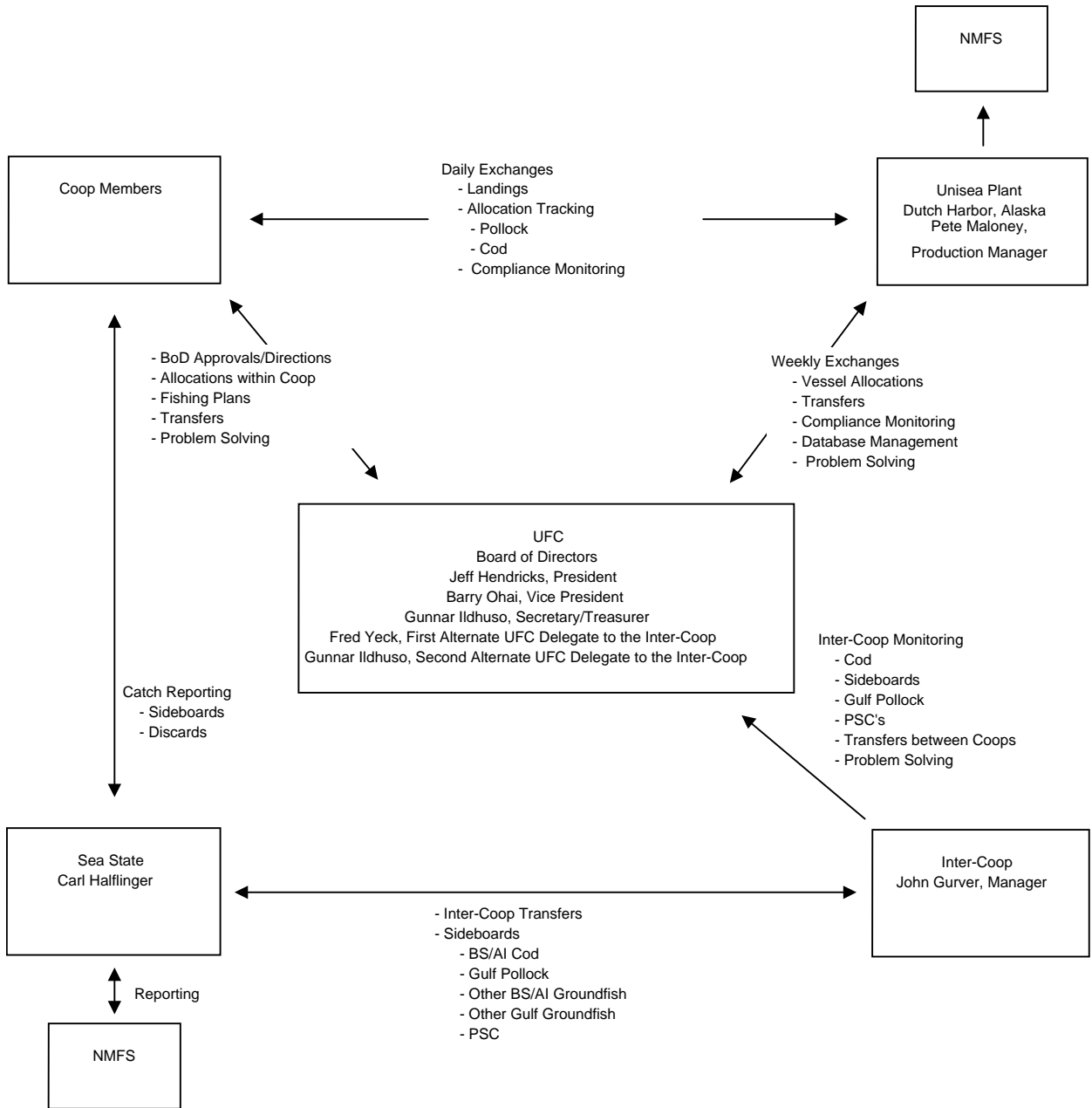


Exhibit 2. Percent distribution of 2008 Bering Sea "inshore pollock allocation" between the seven inshore AFA pollock cooperatives.

Bering Sea Inshore Pollock Co-op 2008 Allocation

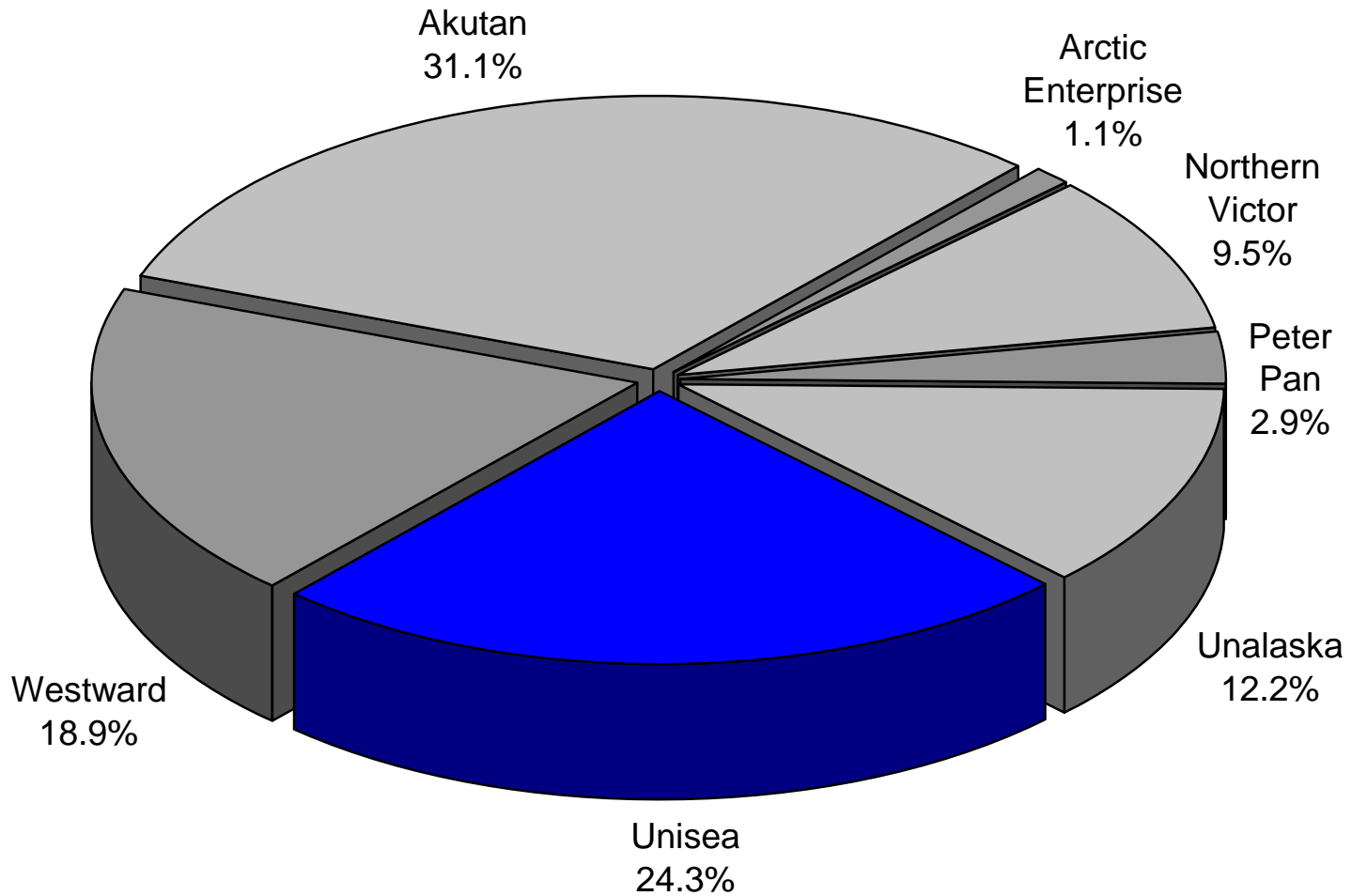


Exhibit 3. UniSea Fleet Cooperative member vessel initial pollock allocations expressed as a percentage of the co-op total, as a percentage of the Bering Sea directed inshore pollock fishery, and in metric tons for 2008.

Unisea Allocation (MT)				
105,332.000				
Company	Boat	% Co-op Allocation*	Pollock Allocations % Directed Inshore Pollock Fishery	Year 2007 Allocation (MT)
Rondy's Inc.	Alesea	6.878%	1.668%	7,244.810
Rondy's Inc.	Argosy	6.752%	1.638%	7,112.092
Aurora/Auriga General Partnership	Auriga	12.051%	2.923%	12,693.635
Aurora/Auriga General Partnership	Aurora	13.574%	3.293%	14,297.841
F/V Defender LLC	Defender	14.319%	3.473%	15,082.564
Fierce Allegiance LLC	Fierce Allegiance	3.875%	0.940%	4,081.690
Ildhuso Fisheries, Inc.	GunMar	9.179%	2.226%	9,668.500
MarGun Enterprises LLC	MarGun	0.442%	0.107%	465.643
F/V Nordic Star LLC	Nordic Star	4.177%	1.013%	4,399.793
Aleutian Spray Fisheries, Inc.	Starfish	6.151%	1.492%	6,479.047
Starlite Fisheries LLC	Starlite	5.066%	1.229%	5,336.194
Starward Fisheries LLC	Starward	5.214%	1.265%	5,492.086
FY Fisheries, Inc.	Seadawn	5.718%	1.387%	6,022.959
PacMon LLC	Pacific Monarch	6.603%	1.602%	6,955.147
Co-op Total		100.000%	24.256%	105,332.000

* Some totals are rounded. Allocations from updated, signed Unisea harvest schedules.

Exhibit 4. UniSea Fleet Cooperative 2008 Bering Sea pollock allocations after purchase of F/V *Pacific Monarch* and transfer of the F/V *Pacific Monarch* initial allocation to nine UFC member vessels.

UniSea Allocation (MT)					
105,332.000					
Company	Boat	% Co-op Allocation	Pacific Monarch Pollock Allocation Transfer	Pacific Monarch Adjusted Pollock Allocation Percent	Pacific Monarch Allocation Metric Tons
Rondy's Inc.	Alea	6.878%	0.545%	7.423%	7,818.983
Rondy's Inc.	Argosy	6.752%	0.535%	7.287%	7,675.520
Aurora/Auriga General Partnership	Auriga	12.051%	0.955%	13.006%	13,699.155
Aurora/Auriga General Partnership	Aurora	13.574%	1.075%	14.649%	15,430.023
F/V Defender LLC	Defender	14.319%	1.134%	15.453%	16,277.218
Fierce Allegiance LLC	Fierce Allegiance	3.875%	0.000%	3.875%	4,081.690
Ildhuso Fisheries, Inc.	GunMar	9.179%	0.809%	9.989%	10,521.141
MarGun Enterprises LLC	MarGun	0.442%	0.000%	0.442%	465.643
F/V Nordic Star LLC	Nordic Star	4.177%	0.404%	4.581%	4,825.609
Aleutian Spray Fisheries, Inc.	Starfish	6.151%	1.146%	7.297%	7,685.963
Starlite Fisheries LLC	Starlite	5.066%	0.000%	5.066%	5,336.194
Starward Fisheries LLC	Starward	5.214%	0.000%	5.214%	5,492.086
FY Fisheries, Inc.	Seadawn	5.718%	0.000%	5.718%	6,022.959
PacMon LLC	Pacific Monarch	6.603%	-6.603% **	0.000%	0.000
Co-op Total		100.000%	0.000%	100.000%	105,332.000 *

* Some totals are rounded. Total allocation as published online in AFA Pollock Fisheries Mngt., Bering Sea Subarea Inshore Cooperative Allocations URL - <http://www.fakr.noaa.gov/sustainablefisheries/afa/08bsaicoopallocations.pdf>

** Pacific Monarch allocation distributed according to transfer schedule provided by UniSea to 8 vessels. Aleutian Spray Fisheries amount of 1.550% is distributed by pollock quota transfer schedule, shown in this table split between the F/V Nordic Star and F/V Starfish.

Exhibit 5. UniSea Fleet Cooperative member vessel final Bering Sea directed pollock allocations for 2008 after reallocations of the F/V *Pacific Monarch* tonnage and with co-op transfers.

Company	Boat	Year 2007 Initial Pollock Allocation (MT)	Within Co-op Net Transfer In & Out (MT)	Final Pollock Allocation (MT)
Rondy's Inc.	Alea	7,818.983	+25.292	7,844.275
Rondy's Inc.	Argosy	7,675.520	-102.016	7,573.504
Aurora/Auriga General Partnership	Auriga	13,699.155	+581.174	14,280.329
Aurora/Auriga General Partnership	Aurora	15,430.023	-810.728	14,619.295
F/V Defender LLC	Defender	16,277.218	-69.161	16,208.057
Fierce Allegiance LLC	Fierce Allegiance	4,081.690	+1,939.731	6,021.421
Ildhuso Fisheries, Inc.	GunMar	10,521.141	+142.175	10,663.316
MarGun Enterprises LLC	MarGun	465.643	-36.723	428.920
F/V Nordic Star LLC	Nordic Star	4,825.609	+44.671	4,870.280
Aleutian Spray Fisheries, Inc.	Starfish	7,685.963	-45.811	7,640.152
Starlite Fisheries LLC	Starlite	5,336.194	-41.582	5,294.612
Starward Fisheries LLC	Starward	5,492.086	-1,920.950	3,571.136
FY Fisheries, Inc.	Seadawn	6,022.959	+293.928	6,316.887
Co-op Total		105,332.000	0.000	105,332.000 *

* Some totals are rounded.

Exhibit 6. Comparison of UniSea Fleet Cooperative member vessels directed Bering Sea pollock catches with final allocations, 2008.

Company	Boat	Final Pollock Allocation (MT)	Directed Bering Sea Pollock Catch by Vessel (MT)	Difference Pollock Allocation (MT)
Rondy's Inc.	Alea	7,844.275	7,843.756	-0.518
Rondy's Inc.	Argosy	7,573.504	7,572.995	-0.510
Aurora/Auriga General Partnership	Auriga	14,280.329	14,279.477	-0.853
Aurora/Auriga General Partnership	Aurora	14,619.295	14,533.499	-85.796
F/V Defender LLC	Defender	16,208.057	16,111.597	-96.460
Fierce Allegiance LLC	Fierce Allegiance	6,021.421	6,021.206	-0.216
Ildhuso Fisheries, Inc.	GunMar	10,663.316	10,662.645	-0.672
MarGun Enterprises LLC	MarGun	428.920	429.333	+0.414
F/V Nordic Star LLC	Nordic Star	4,870.280	4,802.921	-67.359
Aleutian Spray Fisheries, Inc.	Starfish	7,640.152	7,591.643	-48.509
Starlite Fisheries LLC	Starlite	5,294.612	5,294.064	-0.548
Starward Fisheries LLC	Starward	3,571.136	3,208.689	-362.446
FY Fisheries, Inc.	Seadawn	6,316.887	6,296.066	-20.821
Co-op Total		105,332.000 *	104,647.892 *	-684.294

* Some totals are rounded. Pollock catch totals are from Seastate.

Exhibit 7. Directed pollock fishing catch, bycatch of other groundfish in the directed pollock fishery and PSC's for the UniSea Fleet Cooperative member vessels, 2008.

Company	Boat	Directed Bering Sea Pollock Catch (MT)	Other Groundfish Catch (MT)	Halibut Mortality (MT)	Herring Catch (MT)	Red King Crab (#)	<i>bairdi</i> Tanner Crab (#)	Other Tanner Crab (#)	A Season*		B Season*	
									Chinook Salmon # (D2)	Other Salmon # (D2)	Chinook Salmon # (D2)	Other Salmon # (D2)
Rondy's Inc.	Alesa	7,843.756	120.18	1	1	0	6	35	154 (3)	0 (0)	3 (0)	53 (2)
Rondy's Inc.	Argosy	7,572.995	157.58	1	0	0	7	33	191 (3)	0 (0)	9 (0)	132 (2)
Aurora/Auriga General Partnership	Auriga	14,279.477	285.27	4	6	0	14	62	269 (3)	0 (0)	27 (0)	199 (3)
Aurora/Auriga General Partnership	Aurora	14,533.499	190.32	3	9	0	11	59	259 (1)	5 (0)	36 (0)	277 (2)
F/V Defender LLC	Defender	16,111.597	269.01	4	1	0	19	80	343 (3)	0 (0)	8 (0)	175 (3)
Fierce Allegiance LLC	Fierce Allegiance	6,021.206	64.64	1	0	0	6	27	196 (2)	1 (0)	0 (0)	15 (0)
Ildhuso Fisheries, Inc.	GunMar	10,662.645	120.70	2	0	0	12	54	188 (2)	0 (0)	5 (0)	114 (1)
MarGun Enterprises LLC	MarGun	429.333	4.32	0	0	0	0	3	3 (0)	0 (0)	0 (0)	1 (0)
F/V Nordic Star LLC	Nordic Star	4,802.921	48.09	1	0	0	5	19	104 (2)	0 (0)	5 (0)	96 (4)
Aleutian Spray Fisheries, Inc.	Starfish	7,591.643	122.85	1	0	0	8	37	154 (3)	0 (0)	20 (0)	46 (1)
Starlite Fisheries LLC	Starlite	5,294.064	77.34	1	0	0	6	29	122 (2)	0 (0)	1 (0)	20 (1)
Starward Fisheries LLC	Starward	3,208.689	76.72	0	0	0	3	14	9 (0)	0 (0)	14 (0)	59 (0)
FY Fisheries, Inc.	Seadawn	6,296.066	113.65	2	0	0	5	21	76 (1)	0 (0)	129 (2)	128 (4)
Co-op Total		104,647.892	1,650.69	21	18	0	99	474	2,068	6	257	1,315

Directed pollock, PSC and other catch totals are from Seastate.

* Reporting requirements for 2008 showing season split of chinook and other salmon PSC catches and the number of appearances on the weekly "Dirty 20" (D2) bycatch lists for chinook and other salmon by season.

Exhibit 8. Sideboard limits and aggregate catch for the UniSea Fleet Cooperative member vessels, 2008.

Species/Area	Initial UFC Sideboard Limit (mt)	Inter-Co-op Sideboard Transfer (mt)	Final Sideboard Limit (mt)	Co-op Catch (mt)	Difference Over "+" (mt) Under "-" (mt)
BSAI Pacific cod	3,149	-500	2,649	1,844	-804
BSAI yellowfin sole*	NA	NA	NA	NA	NA
BSAI rock sole	255	0	255	193	-62
BSAI flathead sole**	NA	NA	NA	NA	NA
Western GOA Pacific cod	201	0	201	0	-201
Central GOA Pacific cod	0	0	0	0	0
Area 610 "A" season pollock	367	0	367	0	-367
Area 620 "A" season pollock	46	-46	0	0	0
Area 630 "A" season pollock	24	-24	0	0	0
Area 610 "B" season pollock	367	0	367	0	-367
Area 620 "B" season pollock	56	-56	0	0	0
Area 630 "B" season pollock	13	-13	0	0	0
Area 640 "B" season pollock	288	0	288	0	-288
Area 610 "C" season pollock	605	0	605	0	-605
Area 620 "C" season pollock	20	0	20	0	-20
Area 630 "C" season pollock	35	0	35	0	-35
Area 610 "D" season pollock	605	0	605	0	-605
Area 620 "D" season pollock	20	0	20	0	-20
Area 630 "D" season pollock	35	0	47	0	-47
Co-op All Species Sideboard Total	6,086	-641	5,458	2,037	-3,420
PSC limited halibut for Bering Sea Directed cod fishery	53				

Note: Some totals are rounded. Catch totals are from Unisea & Seastate data

* BSAI yellowfin sole had no sideboard limit in 2008 - the UFC catch of 43.26 mt of yellowfin sole is not included in the above table.

** BSAI flathead sole is a sideboard species in 2008. Final limits and catch will be reported in the UFC final report.

Exhibit 9. Comparison of UniSea Fleet Cooperative member vessels directed Bering Sea Pacific cod catches with final allocations, 2008.

Company	Boat	Total* Co-op Cod Allocation (MT)	UFC Transfers In(+), Out(-) (MT)	UFC Final Cod Allocation (MT)	Directed Bering Sea Cod Catch (MT)	Difference Over (+) Under (-) (MT)
Rondy's Inc.	Alesea	198	0	198	0	-198
Rondy's Inc.	Argosy	217	0	217	0	-217
Aurora/Auriga General Partnership	Auriga	21	0	21	0	-21
Aurora/Auriga General Partnership	Aurora	24	0	24	0	-24
F/V Defender LLC	Defender	35	0	35	0	-35
Fierce Allegiance LLC	Fierce Allegiance	109	-95	15	0	-15
Ildhuso Fisheries, Inc.	GunMar	192	0	192	0	-192
MarGun Enterprises LLC	MarGun	0	0	0	0	0
F/V Nordic Star LLC	Nordic Star	481	0	481	224	-257
Aleutian Spray Fisheries, Inc.	Starfish	462	0	462	54	-408
Starlite Fisheries LLC	Starlite	258	-221	37	0	-37
Starward Fisheries LLC	Starward	255	+315	571	553	-18
FY Fisheries, Inc.	Seadawn	470	-194 **	276	491	+215
Co-op Total		2,723	-194	2,529	1,322	-1,207

Note: Some totals may not add due to rounding. Catch totals are from Seastate data.

* Total Co-op cod allocation is shown after redistribution of any Pacific Monarch cod according to cod harvest schedules provided by Unisea.

** Transferred to Trident Seafoods

Exhibit 10. Directed Pacific cod fishing catch and bycatch for the UniSea Fleet Cooperative member vessels, 2008.

Company	Boat	Directed Bering Sea Pacific cod Catch (MT)	Other Groundfish Catch (MT)	Halibut Mortality (MT)	Herring Catch (MT)	Red King Crab (#)	<i>bairdi</i> Tanner Crab (#)	Other Tanner Crab (#)	Chinook Salmon (#)	Other Salmon (#)
Rondy's Inc.	Alea	0	0	0	0	0	0	0	0	0
Rondy's Inc.	Argosy	0	0	0	0	0	0	0	0	0
Aurora/Auriga General Partnership	Auriga	0	0	0	0	0	0	0	0	0
Aurora/Auriga General Partnership	Aurora	0	0	0	0	0	0	0	0	0
F/V Defender LLC	Defender	0	0	0	0	0	0	0	0	0
Fierce Allegiance LLC	Fierce Allegiance	0	0	0	0	0	0	0	0	0
Ildhuso Fisheries, Inc.	GunMar	0	0	0	0	0	0	0	0	0
MarGun Enterprises LLC	MarGun	0	0	0	0	0	0	0	0	0
F/V Nordic Star LLC	Nordic Star	224	81	5	0	0	79	169	5	0
Aleutian Spray Fisheries, Inc.	Starfish	54	98	2	0	25	261	77	0	0
Starlite Fisheries LLC	Starlite	0	0	0	0	0	0	0	0	0
Starward Fisheries LLC	Starward	553	254	18	0	95	1,598	734	0	1
FY Fisheries, Inc.	Seadawn	491	221	14	0	0	728	893	8	0
Co-op Total*		1,322	654	38	0	120	2,666	1,874	13	1

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

Note: Catch and PSC totals are from Unisea & Seastate data.

Exhibit 11. Transfers of UniSea Fleet Cooperative Gulf of Alaska pollock sideboard limits to other catcher vessel co-ops, 2008.

Gulf Area/Season	Transfers To	Transfer Amount (MT)
630 A	Unalaska - Sylvia Ettefagh	24
620 B	Unalaska - Sylvia Ettefagh	103
630 B	Unalaska - Sylvia Ettefagh	13
Total GOA Transfers		140

Exhibit 12. UniSea Fleet Cooperative vessel-by-vessel prohibited species catch, 2008.

Company	Boat	Halibut Mortality (MT)	Herring Catch (MT)	Red King Crab (#)	<i>bairdi</i> Tanner Crab (#)	Other Tanner Crab (#)	Chinook Salmon (#)	Other Salmon (#)
Rondy's Inc.	Alsa	1	1	0	6	35	157	53
Rondy's Inc.	Argosy	1	0	0	7	33	200	132
Aurora/Auriga General Partnership	Auriga	4	6	0	14	62	296	199
Aurora/Auriga General Partnership	Aurora	3	9	0	11	59	295	282
F/V Defender LLC	Defender	4	1	0	19	80	351	175
Fierce Allegiance LLC	Fierce Allegiance	1	0	0	6	27	196	16
Ildhuso Fisheries, Inc.	GunMar	2	0	0	12	54	193	114
MarGun Enterprises LLC	MarGun	0	0	0	0	3	3	1
F/V Nordic Star LLC	Nordic Star	5	0	0	83	189	114	96
Aleutian Spray Fisheries, Inc.	Starfish	3	0	25	268	114	174	46
Starlite Fisheries LLC	Starlite	1	0	0	6	29	123	20
Starward Fisheries LLC	Starward	19	0	95	1,601	748	23	60
FY Fisheries, Inc.	Seadawn	16	0	0	732	914	213	128
Co-op Total*		60	18	122	2,765	2,348	2,338	1,322

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

Note: PSC totals are from Seastate data.

ATTACHMENT 1

UFC MEMBERSHIP AGREEMENT 2008 ADDENDUM

UNISEA FLEET COOPERATIVE

MEMBERSHIP AGREEMENT

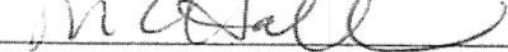
2008 ADDENDUM

Each of the undersigned hereby acknowledges and agrees that the terms and conditions of the UniSea Fleet Cooperative Membership Agreement dated as of December 14, 1999, as amended by that First Amendment to Membership Agreement dated as of May 10, 2001, that Second Amendment to Membership Agreement dated as of May 15, 2003, that Third Amendment to Membership Agreement dated as of June 30, 2004, that Fourth Amendment to Membership Agreement dated as of January 10, 2006, that Membership Agreement Addendum dated as of January 10, 2006, and that Fifth Amendment to Membership Agreement dated as of February 5, 2007 shall be in full force and effect among the undersigned for the year 2008, and that Exhibit A attached hereto replaces in its entirety Exhibit A to the Membership Agreement and to all prior amendments and addenda thereto.

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

Dated effective as of December 1, 2007.

F/V ALSEA
F/V ARGOSY
by Rondys, Inc.

By 
Margaret Hall, General Manager

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

By _____
Jeff Hendricks, Manager

[SIGNATURES CONTINUED ON PAGE 2]

UNISEA FLEET COOPERATIVE

MEMBERSHIP AGREEMENT

2008 ADDENDUM

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Dated effective as of December 1, 2007.

F/V ALSEA
F/V ARGOSY
by Rondys, Inc.

By _____
Margaret Hall, General Manager

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

By  _____
Jeff Hendricks, Manager

[SIGNATURES CONTINUED ON PAGE 2]

F/V DEFENDER
by F/V Defender LLC

By _____
Barry Ohai, Manager

F/V FIERCE ALLEGIANCE
by: Fierce Allegiance LLC
by R&B Fisheries, Inc., Manager

By _____
Rick Mezich, President

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

By _____
Gunnar Ildhuso, Jr., President

F/V MAR-GUN
by Margun Enterprises LLC

By _____
Gunnar Ildhuso, Jr., Manager

F/V NORDIC STAR
by F/V Nordic Star LLC

By _____
Chris Swasand, Member

PACIFIC MONARCH
by PacMon LLC

By _____
Barry Ohai, Authorized Agent

F/V SEADAWN
By FY Fisheries, Inc.

By _____
Fred Yeck, President

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By Aleutian Spray Fisheries, Inc.

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By Starlite Fisheries, LLC
by R&B Fisheries, Inc., Manager

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Rick Mezich, President

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by R&B Fisheries, Inc., Manager

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UNISEA FLEET COOPERATIVE

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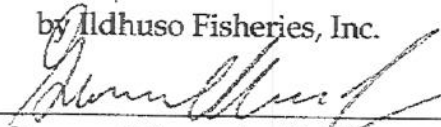
F/V DEFENDER
by F/V Defender LLC

By _____
Barry Ohai, Manager

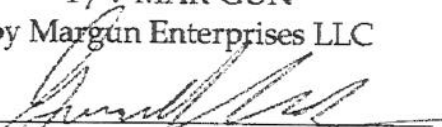
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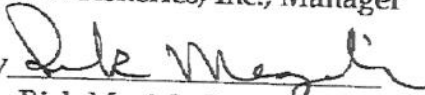
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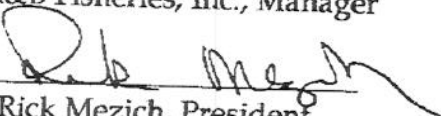
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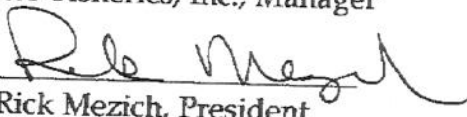
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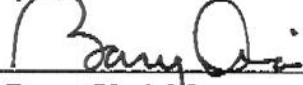
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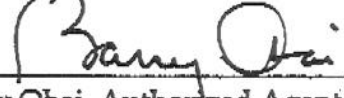
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UNISEA FLEET COOPERATIVE
EXHIBIT A TO 2008 ADDENDUM

BERING SEA POLLOCK FISHERY
HARVEST SCHEDULE

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

<i>MEMBER</i>	<i>VESSEL(S)</i>	<i>PERCENTAGE OF "ALLOCATION"</i>
Rondys, Inc.	ALSEA - ON 626517 ARGOSY - ON 611365	6.878% 6.752%
Aurora/ Auriga General Partnership	AURIGA - ON 639547 AURORA - ON 636919	12.051% 13.574%
F/V Defender LLC	DEFENDER - ON 554030	14.319%
Fierce Allegiance LLC	FIERCE ALLEGIANCE - ON 588849	3.875%
Ildhuso Fisheries, Inc.	GUN-MAR - ON 640130	9.179%
Margun Enterprises LLC	MAR-GUN - ON 525608	0.442%

<i>MEMBER</i>	<i>VESSEL(S)</i>	<i>PERCENTAGE OF "ALLOCATION"</i>
F/V Nordic Star LLC	NORDIC STAR - ON 584684	4.177%
PacMon LLC	PACIFIC MONARCH ON 557467	6.603%
FY Fisheries, Inc.	SEADAWN - ON 548685	5.718%
Aleutian Spray Fisheries, Inc.	STARFISH - ON 561651	6.151%
Starlite Fisheries, LLC	STARLITE - ON 597065	5.066%
Starward Fisheries, LLC	STARWARD - ON 617807	5.214%
Total		100.000%