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**FINAL REPORT
OF THE
UNISEA FLEET COOPERATIVE
YEAR 2002**

PREPARED FOR:
NORTH PACIFIC FISHERY MANAGEMENT COUNCIL

JANUARY 24, 2003

PREPARED BY:
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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 2002 Bering Sea fishery to the North Pacific Fishery Management Council (NPFMC) in compliance with annual reporting requirements of the 1998 American Fisheries Act (AFA).

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

UNISEA FLEET MEMBER VESSELS AND CO-OP MANAGEMENT

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

There was one change in the 2002 UniSea fleet from the year before. The 122-ft F/V Starward opted not to join the 2002 UFC and transferred to the Westward Fleet Cooperative.

UFC year 2002 member owners and their vessels are listed below:

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

- F/V Alsea 124 ft LOA
- F/V Argosy 124 ft LOA

Reidar Tynes, President, Tynes Enterprises, Inc.

- F/V American Eagle 120 ft LOA

Jeff Hendricks, Manager, Auriga/Aurora General Partnership

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

Barry Ohai, Manager, F/V Defender Limited Partnership

- F/V Defender 195 ft LOA

Barry Ohai, Authorized Agent, Pacmon LLC

- F/V Pacific Monarch 165 ft LOA

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

- F/V Gun-Mar 164 ft LOA

Cary Swasand, President, Aleutian Spray Fisheries, Inc.

- F/V Starfish 123 ft LOA
- F/V Starlite 123 ft LOA

Cary Swasand, Blue Boat Corporation

- F/V Nordic Star 123 ft LOA

Fred Yeck, President, FY Fisheries, Inc.

- F/V Sea Dawn 124 ft LOA

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

UFC BERING SEA POLLOCK ALLOCATION TRANSFERS AND CATCH

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

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

Individual UFC member vessels directed Bering Sea pollock catches by the 11 vessels that operated are provided in Exhibit 5 and are compared to their respective final allocations. The UFC total directed Bering Sea pollock catch totaled 148,891.281 mt, 54.719 mt under quota, representing 99.96% quota

utilization during 2002. All of the deliveries were made to their affiliated processing plant, UniSea, Inc. in Dutch Harbor, Alaska.

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

SIDEBOARD LIMITATIONS, ALLOCATIONS AND CATCHES

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

DIRECTED BERING SEA COD AND GULF POLLOCK FISHERY

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

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

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

DIRECTED CRAB FISHING

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

UFC PROHIBITED SPECIES CATCH TOTALS

UFC member vessel total prohibited species catches of herring, Bristol Bay red king crab, 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, year 2002.

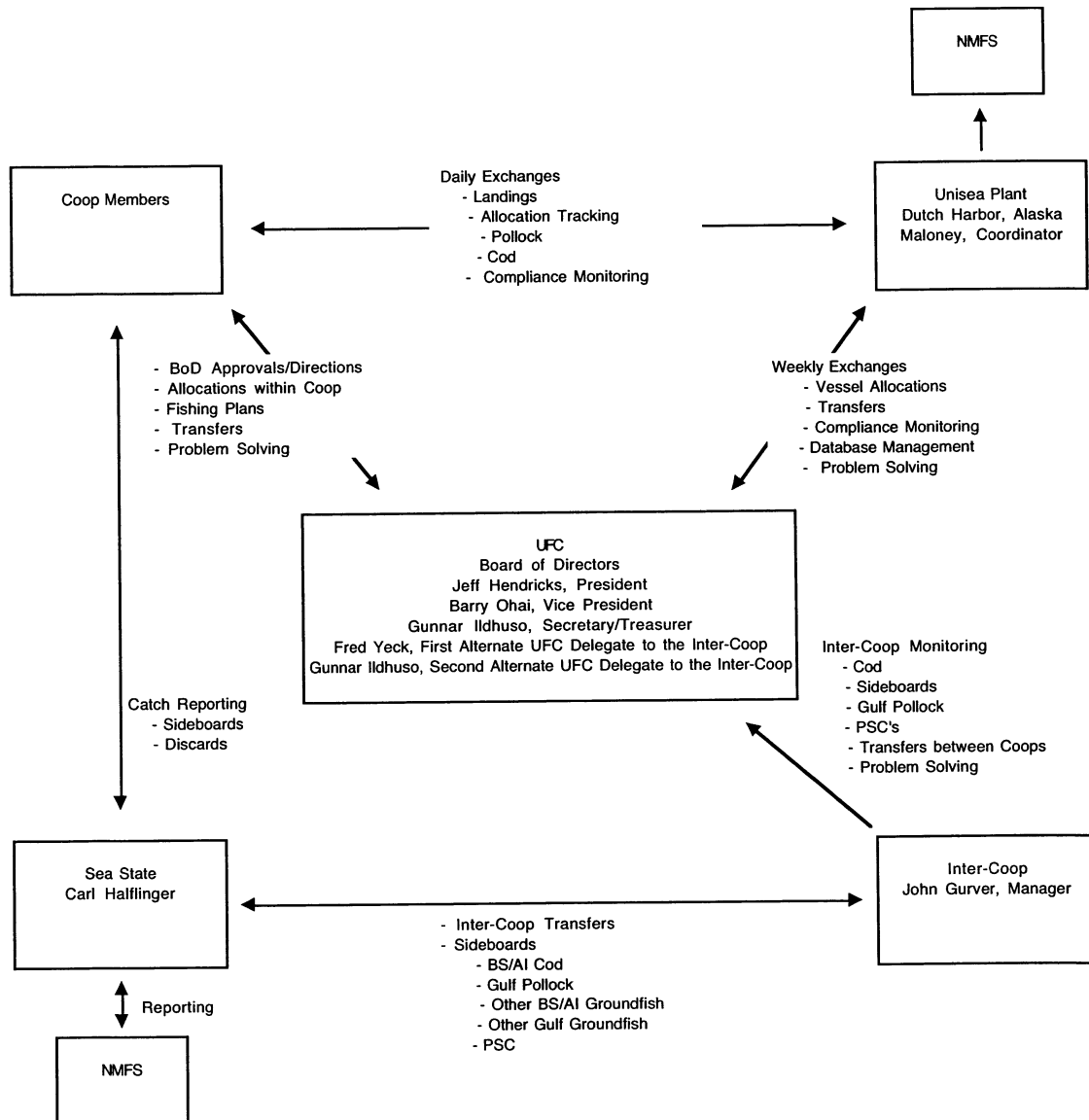


Exhibit 2. UniSea Fleet Cooperative member vessel initial pollock allocations expressed as a percentage of the co-op total, as a percentage of the Bering Sea directed pollock fishery, and in metric tons for the year 2002.

Initial Allocation		Initial Pollock Allocations		
147,910.000		% Co-op Allocation	% Directed Pollock Fishery	Year 2002 Allocation (mt)
Company Name	Member Vessels			
Rondy's, Inc.	Alsea	7.25%	0.84%	10,723.475
Rondy's, Inc.	Argosy	7.12%	0.82%	10,531.192
Tynes Enterprises, Inc.	American Eagle	4.65%	0.54%	6,877.815
Aurora/Auriga General Partnership	Auriga	12.70%	1.46%	18,784.570
Aurora/Auriga General Partnership	Aurora	14.31%	1.65%	21,165.921
F/V Defender Limited Partnership	Defender	15.09%	1.74%	22,319.619
Ilduhuso Fisheries, Inc.	GunMar	9.67%	1.11%	14,302.897
Blue Boat Corporation	Nordic Star	4.40%	0.51%	6,508.040
Aleutian Spray Fisheries, Inc.	Starfish	6.48%	0.75%	9,584.568
Aleutian Spray Fisheries, Inc.	Starlite	5.34%	0.62%	7,898.394
FY Fisheries, Inc.	SeaDawn	6.03%	0.70%	8,918.973
PacMon LLC	Pacific Monarch	6.96%	0.80%	10,294.536
Co-op Total		100.00%	11.53%	147,910.000

Exhibit 3. UniSea Fleet Cooperative year 2002 Bering Sea pollock allocations after purchase of F/V Pacific Monarch.

Total Season Initial Allocation		Initial	PacMon	Pacific Monarch	
147,910		% Co-op	PollockAllocation	Adjusted Pollock Allocation	
Company Name	Member Vessels	Allocation	Transfer	Percent	Metric Tons
Rondys, Inc.	Alsea	7.250%	0.546%	7.796%	11,531.064
Rondys, Inc.	Argosy	7.120%	0.533%	7.653%	11,319.552
Tynes Enterprises, Inc.	American Eagle	4.650%	0.356%	5.006%	7,404.375
Aurora/Auriga General Partnership	Auriga	12.700%	0.958%	13.658%	20,201.548
Aurora/Auriga General Partnership	Aurora	14.310%	1.075%	15.385%	22,755.954
F/V Defender Limited Partnership	Defender	15.090%	1.139%	16.229%	24,004.314
Ildhuso Fisheries, Inc.	GunMar	9.670%	0.734%	10.404%	15,388.556
Blue Boat Corporation	Nordic Star	4.400%	0.188%	4.588%	6,786.111
Aleutian Spray Fisheries, Inc.	Starfish	6.480%	0.785%	7.265%	10,745.662
Aleutian Spray Fisheries, Inc.	Starlite	5.340%	0.650%	5.990%	8,859.809
FY Fisheries, Inc.	Seadawn	6.026%	0.000%	6.026%	8,913.057
PacMon LLC	Pacific Monarch	6.964%	-6.964%	0.000%	0.000
Co-op Total		100.000%	0.000%	100.000%	147,910.000

Exhibit 4. UniSea Fleet Cooperative member vessel final Bering Sea directed pollock allocations for the year 2002.

Pollock Transfers & Final Allocation		Year 2002	Within Co-op	Outside Co-op	Year 2002	Final
Company Name	Member Vessels	Initial Pollock Allocation (mt)	Net Transfer In & Out (mt)	Net Transfer In & Out (mt)	Additional Pollock Allocation (mt)	Pollock Allocation (mt)
Rondy's, Inc.	Aisea	11,531.064	-75.961	-	80.767	11,535.869
Rondy's, Inc.	Argosy	11,319.552	57.942	-	79.285	11,456.779
Tynes Enterprises, Inc.	American Eagle	7,404.375	10.681 *	-	51.862	7,466.918
Aurora/Auriga General Partnership	Auriga	20,201.548	-29.251	-	141.497	20,313.794
Aurora/Auriga General Partnership	Aurora	22,755.954	104.712	-	159.389	23,020.054
F/V Defender Limited Partnership	Defender	24,004.314	-84.636	-	168.132	24,087.810
Ilduhuso Fisheries, Inc.	GunMar	15,388.556	-13.048	-	107.785	15,483.294
Blue Boat Corporation	Nordic Star	6,786.111	91.913	-	47.532	6,925.555
Aleutian Spray Fisheries, Inc.	Starfish	10,745.662	-238.925	-	75.265	10,582.002
Aleutian Spray Fisheries, Inc.	Starlife	8,859.809	163.779	-	62.056	9,085.644
FY Fisheries, Inc.	SeaDawn	8,913.057	12.794	-	62.429	8,988.280
Co-op Totals		147,910.000	0.000	0.000	1,036.000	148,946.000

* 10,439 mt A Season carryover transferred to American Eagle to balance within coop transfers.

Exhibit 5. Comparison of UniSea Fleet Cooperative member vessels directed Bering Sea pollock catches with final allocations, year 2002.

Final Pollock Allocation v. Catch
Unisea Co-op Vessels, BS 2002

Company Name	Member Vessels	Final Pollock Allocation (mt)	Directed Bering Sea Pollock Catch by Vessel (mt)	Difference Over (+) Under (-)
Rondy's, Inc.	Alsea	11,535.869	11,535.789	-0.080
Rondy's, Inc.	Argosy	11,456.779	11,415.295	-41.484
Tynes Enterprises, Inc.	American Eagle	7,466.918	7,530.930	64.012
Aurora/Auriga General Partnership	Auriga	20,313.794	20,383.698	69.904
Aurora/Auriga General Partnership	Aurora	23,020.054	22,886.303	-133.751
F/V Defender Limited Partnership	Defender	24,087.810	24,081.117	-6.693
Ilduhuso Fisheries, Inc.	GunMar	15,483.294	15,477.778	-5.516
Blue Boat Corporation	Nordic Star	6,925.555	6,759.144	-166.411
Aleutian Spray Fisheries, Inc.	Starfish	10,582.002	10,882.961	300.959
Aleutian Spray Fisheries, Inc.	Starlite	9,085.644	8,949.867	-135.777
FY Fisheries, Inc.	SeaDawn	8,988.280	8,988.399	0.119
Co-op Total		148,946.000	148,891.281	-54.718

Exhibit 6. Directed pollock fishing catch and bycatch and PSC's for the UniSea Fleet Cooperative member vessels, year 2002.

Company Name	Member Vessels	Directed Bering Sea Pollock Landed Catch (mt)	Other Groundfish Catch (mt)	Hallbut Mortality Catch (mt)	Herring Catch (mt)	Red King Crab (#)	bairdi Tanner Crab (#)	Other Tanner Crab (#)	Chinook Salmon (#)	Other Salmon (#)
Rondy's, Inc.	Aalsea	11,536	103	5	11	0	3	2	415	360
Rondy's, Inc.	Argosy	11,415	69	2	3	0	4	3	473	2,246
Tynes Enterprises, Inc.	American Eagle	7,531	48	1	0	0	2	2	193	280
Aurora/Auriga General Partnership	Auriga	20,384	234	5	0	0	5	4	648	1,785
Aurora/Auriga General Partnership	Aurora	22,886	233	4	2	1	5	4	1,261	1,361
FV Defender Limited Partnership	Defender	24,081	279	2	3	2	125	25	560	2,340
Ildhuso Fisheries, Inc.	GunMar	15,478	70	2	0	0	6	5	625	2,117
Blue Boat Corporation	Nordic Star	6,759	49	1	10	0	2	1	340	241
Aleutian Spray Fisheries, Inc.	Starfish	10,883	82	1	1	0	4	3	281	1,357
Aleutian Spray Fisheries, Inc.	Starlite	8,950	74	1	0	1	22	5	119	349
FY Fisheries, Inc.	SeaDawn	8,988	46	1	8	0	3	2	233	1,568
Co-op Total*		148,891	1,286	24	37	5	181	57	5,148	14,004

* Some totals are rounded to nearest metric ton or # of animals
Note: Catch totals are from Unisea & Seastate data and salmon numbers are those reported delivered.

Exhibit 7. Sideboard limits and aggregate catch for the UniSea Fleet Cooperative member vessels, year 2002.

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	4,071	-168	3,902	2,503	-1,399
BSAI yellowfin sole	1,969	0	1,969	12	-1,957
BSAI rock sole	125	0	125	68	-57
Western GOA Pacific cod	174	0	174	0	-174
Central GOA Pacific cod	0	0	0	0	0
Area 610 "A" season pollock	300	-4	297	0	-297
Area 620 "A" season pollock	64	-64	0	0	0
Area 630 "A" season pollock	9	0	9	0	-9
Shelikof "A" season pollock	0	0	0	0	0
Area 610 "B" season pollock	300	0	300	0	-300
Area 620 "B" season pollock	64	-64	0	0	0
Area 630 "B" season pollock	9	0	9	0	-9
Shelikof "B" season pollock	0	0	0	0	0
Area 610 "C" season pollock	613	0	613	0	-613
Area 620 "C" season pollock	22	0	22	0	-22
Area 630 "C" season pollock	30	0	30	0	-30
Area 610 "D" season pollock	613	0	613	0	-613
Area 620 "D" season pollock	22	-44	-22	0	22
Area 630 "D" season pollock	30	0	30	0	-30
WGOA shallow-water flatfish	0	0	0	0	0
CGOA shallow-water flatfish	0	0	0	0	0
EGOA shallow-water flatfish	0	0	0	0	0
CGOA deep-water flatfish	0	0	0	0	0
CGOA northern rockfish	0	0	0	0	0
CGOA Pacific ocean perch	0	0	0	0	0
EGOA Pacific ocean perch	0	0	0	0	0
Co-op All Species Sideboard Total	8,414	-344	8,070	2,582	-5,488
PSC limited halibut for Bering Sea					
Directed cod fishery	84			54	

Note: Catch totals are from Unisea & Seastate data

Exhibit 8. Comparison of UniSea Fleet Cooperative member vessels directed Bering Sea Pacific cod catches with final allocations, year 2002.

Company Name	Member Vessels	Initial		Pacific		UFC PacMon		UFC		UFC Final		Directed Bering		Difference
		Co-op Cod Allocation (mt)	Monarch Cod Allocation (mt)	Monarch Cod Allocation (mt)	Adjusted Cod Allocation (mt)	In (+), Out (-) Transfers (mt)	Adjusted Cod Allocation (mt)	by Vessel (mt)	Sea Cod Catch	Over (+) Under (-)				
Rondys, Inc.	Alesea	280	12	293	-189	104	0	-104						
Rondys, Inc.	Argosy	310	13	323	-209	114	0	-114						
Tynes Enterprises, Inc.	American Eagle	775	34	808	9	817	232	-585						
Aurora/Auriga General Partnership	Auriga	46	10	56	0	56	0	-56						
Aurora/Auriga General Partnership	Aurora	0	0	0	0	0	0	0						
F/V Defender Limited Partnership	Defender	15	1	15	-11	4	0	-4						
Ildhuso Fisheries, Inc.	GunMar	263	11	274	318	592	526	-66						
Blue Boat Corporation	Nordic Star	730	32	762	-15	747	484	-263						
PacMon LLC	Pacific Monarch	177	-177	0	-177	-177	0	177						
FY Fisheries, Inc.	Seadawn	699	30	729	50	779	602	-177						
Aleutian Spray Fisheries, Inc.	Starfish	390	17	407	8	415	317	-98						
Aleutian Spray Fisheries, Inc.	Starlite	386	17	403	48	451	341	-110						
Co-op Total		4,071	0	4,071	-168	3,902	2,503	-1,399						

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

Exhibit 9. Directed Pacific cod fishing catch and bycatch for the UniSea Fleet Cooperative member vessels, year 2002.

Company Name	Member Vessels	Directed Bering Sea Pacific cod		Other Groundfish Catch (mt)	Hullbut Catch (mt)	Herring Catch (mt)	Red King Crab (#)	bairdi Tanner Crab (#)	Other Tanner Crab (#)	Chinook Salmon (#)	Other Salmon (#)
		Landed	Catch (mt)								
Rondy's, Inc.	Aisea	0	0	0	0	0	0	0	0	0	0
Rondy's, Inc.	Argosy	0	0	0	0	0	0	0	0	0	0
Tynes Enterprises, Inc.	American Eagle	232	6	80	0	0	0	563	109	17	2
Aurora/Auriga General Partnership	Auriga	0	0	0	0	0	0	0	0	0	0
Aurora/Auriga General Partnership	Aurora	0	0	0	0	0	0	0	0	0	0
F/V Defender Limited Partnership	Defender	0	0	0	0	0	0	0	0	0	0
Ilihuso Fisheries, Inc.	GunMar	526	5	20	5	0	0	82	7	110	0
Blue Boat Corporation	Nordic Star	484	9	148	9	0	0	766	145	24	6
Aleutian Spray Fisheries, Inc.	Starfish	317	10	117	10	1	1	948	179	23	2
Aleutian Spray Fisheries, Inc.	Starlite	341	14	136	14	1	1	924	195	24	28
FY Fisheries, Inc.	SeaDawn	602	10	191	10	0	0	1,124	243	32	6
Co-op Total*		2,503	54	692	54	0	2	4,408	879	231	43

* Some totals are rounded to nearest metric ton or # of animals
Note: Catch and PSC totals are from UniSea & Seastate data

Exhibit 10. Transfers of UniSea Fleet Cooperative Gulf of Alaska pollock sideboard limits to other catcher vessel co-ops, year 2002.

Gulf Area/Season	Transfers To	Transfer Amount (mt)
620 B	Unalaska	128
620 D	Unalaska	44
Total GOA Transfers		172

Exhibit 11. Directed crab fishing landed catch by UniSea Fleet Cooperative member vessels which were qualified to harvest Bering Sea crab.

Company Name	Member Vessel	Bristol Bay	Bering Sea	
		Red King Crab Pounds	opilio	Tanner Crab Pounds
Rondy's, Inc.	Aisea	18,419		0
Rondy's, Inc.	Argosy	21,924		0
Tynes Enterprises, Inc.	American Eagle	29,014		2,296
Aurora/Auriga General Partnership	Auriga	0		0
Aurora/Auriga General Partnership	Aurora	0		0
F/V Defender Limited Partnership	Defender	0		0
Ilduhuso Fisheries, Inc.	GunMar	51,665		0
Blue Boat Corporation	Nordic Star	49,858		0
Aleutian Spray Fisheries, Inc.	Starfish	31,523		0
Aleutian Spray Fisheries, Inc.	Starlite	31,319		0
FY Fisheries, Inc.	SeaDawn	25,252		0
Co-op Total		258,974		2,296

Note: Catch totals from Unisea data

Exhibit 12. UniSea Fleet Cooperative vessel-by-vessel prohibited species catch, year 2002.

Company Name	Member Vessel	Halibut Mortality (mt)	Herring Catch (mt)	Red King Crab (#)	bairdi Tanner (#)	Other Tanner (#)	Chinook Salmon (mt)	Other Salmon (mt)
Rondy's, Inc.	Aisea	5	11	0	3	2	415	360
Rondy's, Inc.	Argosy	2	3	0	4	3	473	2,246
Tynes Enterprises, Inc.	American Eagle	7	0	1	565	111	210	282
Aurora/Auriga General Partnership	Auriga	5	0	0	5	4	648	1,785
Aurora/Auriga General Partnership	Aurora	4	2	1	5	4	1,261	1,361
F/V Defender Limited Partnership	Defender	2	3	2	125	25	560	2,340
Ilihuso Fisheries, Inc.	GunMar	7	0	0	88	11	735	2,117
Blue Boat Corporation	Nordic Star	10	10	0	768	146	364	247
Aleutian Spray Fisheries, Inc.	Starfish	11	1	1	952	183	304	1,359
Aleutian Spray Fisheries, Inc.	Starlite	15	0	1	947	200	143	377
FY Fisheries, Inc.	SeaDawn	11	8	0	1,127	246	265	1,574
Co-op Total*		78	37	7	4,589	935	5,379	14,047

* Some totals are rounded to nearest metric ton or # of animals.
 Note: Catch totals from UniSea & Seastate data

ATTACHMENT 1

UFC MEMBERSHIP AGREEMENT 2002 ADDENDUM

UNISEA FLEET COOPERATIVE
MEMBERSHIP AGREEMENT
2002 ADDENDUM

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

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

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

F/V ALSEA
by Rondys, Inc.

By Margaret Hall
Margaret Hall, General Mgr.

F/V ARGOSY
by Rondys, Inc.

By Margaret Hall
Margaret Hall, General Mgr.

F/V AMERICAN EAGLE
by Tynes Enterprises, Inc.

By Reidar Tynes
Reidar Tynes, President

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

By Jeff Hendricks
Jeff Hendricks, Manager

Signatures continued on page 2.

**UNISEA FLEET COOPERATIVE
MEMBERSHIP AGREEMENT
2002 ADDENDUM**

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

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

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by Rondys, Inc.


F/V ARGOSY
by Rondys, Inc.

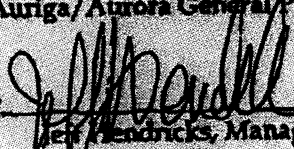
By _____
Margaret Hall, General Mgr.

By _____
Margaret Hall, General Mgr.

F/V AMERICAN EAGLE
by Tynes Enterprises, Inc.

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

By 
Reidar Tynes, President

By 
Jeff Hendricks, Manager

Signatures continued on page 2.

F/V DEFENDER
by F/V Defender Limited Partnership

By Barry Ohai
Barry Ohai, Mgr.

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

By _____
Gunnar Ildhuso, Jr., President

F/V NORDIC STAR
by Blue Boat Corporation

By Cary Swagand

PACIFIC MONARCH
by PacMon LLC

By Barry Ohai
Barry Ohai, Authorized Agent

F/V SEADAWN
by FY Fisheries, Inc.

By _____
Fred Yeck, President

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

By Cary Swagand
Cary Swagand, President


UNISEA FLEET COOPERATIVE

By _____
Jeff Hendricks, President

F/V DEFENDER
by **F/V Defender Limited Partnership**

By _____
Barry Ohai, Mgr.

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

By 
Gurunur Ildhuso, Jr., President

F/V NORDIC STAR
by **Blue Boat Corporation**

By _____

PACIFIC MONARCH
by **PacMon LLC**

By _____
Barry Ohai, Authorized Agent

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by **FY Fisheries, Inc.**

By _____
Fred Yeck, President

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

By _____
Cary Swasand, President

UNISEA FLEET COOPERATIVE

By _____
Jeff Hendricks, President



F/V DEFENDER
by F/V Defender Limited Partnership

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Barry Ohai, Mgr.

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

By _____
Gunnar Ildhuso, Jr., President

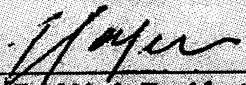
F/V NORDIC STAR
by Blue Boat Corporation

By _____

PACIFIC MONARCH
by PacMon LLC

By _____
Barry Ohai, Authorized Agent

F/V SEADAWN
by FY Fisheries, Inc.

By 
Fred Yeck, President

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

By _____
Cary Swasand, President

UNISEA FLEET COOPERATIVE

By _____
Jeff Hendricks, President

F/V DEFENDER
by F/V Defender Limited Partnership

By _____
Barry Ohal, Mgr.

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

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Gunnar Ildhuso, Jr., President

F/V NORDIC STAR
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PACIFIC MONARCH
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Barry Ohal, Authorized Agent

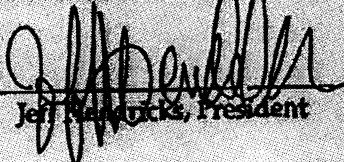
F/V SEADAWN
by FY Fisheries, Inc.

By _____
Frad Yeck, President

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

By _____
Cary Swasand, President

UNISEA FLEET COOPERATIVE

By 
Jeff Hendricks, President

MUNDT MACGREGOR L.L.P.
ATTORNEYS AT LAW

Jay H. Zulauf
Wm. Paul MacGregor
J. David Stahl
Matthew L. Fick
Joseph M. Sullivan
Joe B. Stansell
John H. Chun

999 Third Avenue • Suite 4200
Seattle, Washington • 98104-4082

Telephone (206) 624-5950
Facsimile (206) 624-5469

December 23, 2002

R. Shawn Griggs
Christopher J. Kerkering
Duncan R. McIntosh
Christopher S. McNulty
Elizabeth Poh
Mark A. Wilner
Christopher T. Wion

OF COUNSEL
Janet H. Cheetham

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

SENT VIA FEDERAL EXPRESS

RECEIVED

DEC 26 2002

Re: UniSea Fleet Cooperative

N.P.F.M.C

Dear Chris:

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

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

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

Sincerely yours,

MUNDT MacGREGOR L.L.P.

Nettie Cornwell

Antonetta S. Cornwell
Paralegal

Enclosures

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

AGREEMENT TO PROCESS

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

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


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

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

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

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

UNISEA, INC.

By 
Its VICE PRESIDENT

UNISEA FLEET COOPERATIVE

MEMBERSHIP AGREEMENT

2003 ADDENDUM

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

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

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

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by Rondys, Inc.

F/V ARGOSY
by Rondys, Inc.

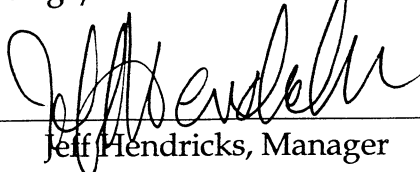
By _____
Margaret Hall, General Mgr.

By _____
Margaret Hall, General Mgr.

F/V AMERICAN EAGLE
by Tynes Enterprises, Inc.

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

By _____
Reidar Tynes, President

By  _____
Jeff Hendricks, Manager

Signatures continued on page 2.

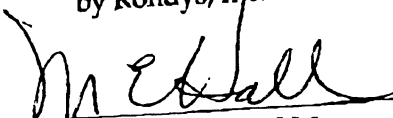
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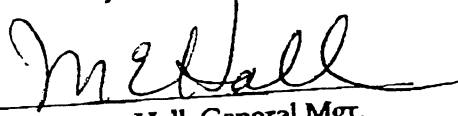
F/V ALSEA
by Rondys, Inc.

By 
Margaret Hall, General Mgr.

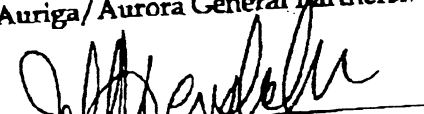
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UNISEA FLEET COOPERATIVE

MEMBERSHIP AGREEMENT

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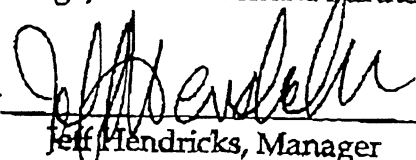
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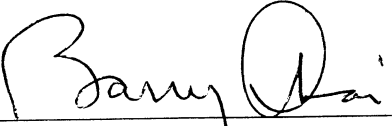
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F/V AURORA
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By 
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By 
Jeff Hendricks, Manager

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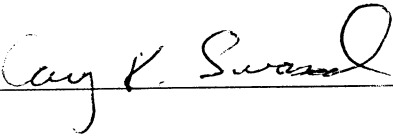
F/V DEFENDER
by F/V Defender Limited Partnership

By 
Barry Ohai, Mgr.

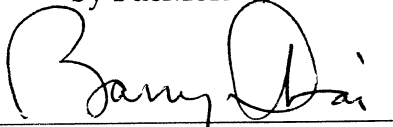
F/V GUN-MAR
by Ildhuso Fisheries, Inc.

By _____
Gunnar Ildhuso, Jr., President

F/V NORDIC STAR
by Blue Boat Corporation

By 

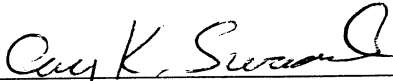
PACIFIC MONARCH
by PacMon LLC

By 
Barry Ohai, Authorized Agent

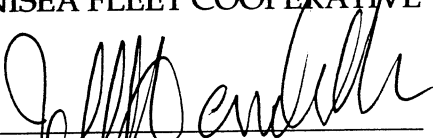
F/V SEADAWN
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Fred Yeck, President

F/V STARFISH
F/V STARLITE
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By 
Cary Swasand, President

UNISEA FLEET COOPERATIVE

By 
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by F/V Defender Limited Partnership

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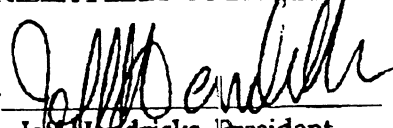
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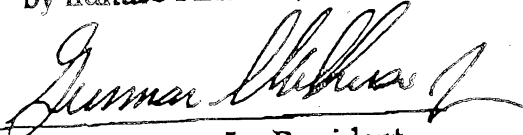
UNISEA FLEET COOPERATIVE

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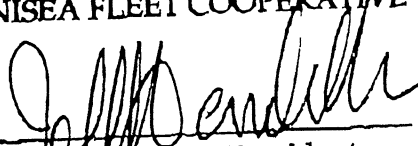
By 
Jeff Hendricks, President

EXHIBIT A
 TO
 UNISEA FLEET COOPERATIVE
 MEMBERSHIP AGREEMENT
 BERING SEA POLLOCK FISHERY
 HARVEST SCHEDULE

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

<i>MEMBER</i>	<i>VESSEL(S)</i>	<i>PERCENTAGE OF "ALLOCATION"</i>
Rondys, Inc.	ALSEA - ON 626517 ARGOSY - ON 611365	7.249% 7.116%
Tynes Enterprises, Inc.	AMERICAN EAGLE - ON 558605	4.655%
Aurora/ Auriga General Partnership	AURIGA - ON 639547 AURORA - ON 636919	12.700% 14.306%
F/V Defender Limited Partnership	DEFENDER - ON 554030	15.091%
Ildhuso Fisheries, Inc.	GUN-MAR - ON 640130	9.674%
Blue Boat Corporation	NORDIC STAR - ON 584684	4.403%

Aleutian Spray Fisheries, Inc.	STARFISH - ON 561651 STARLITE - ON 597065	6.482% 5.339%
FY Fisheries, Inc.	SEADAWN - ON 548685	6.026%
PacMon LLC	PACIFIC MONARCH - ON 557467	6.959%
Total		100.00%