

FINAL REPORT OF THE
UNISEA FLEET COOPERATIVE
YEAR 2005

PREPARED FOR:

NORTH PACIFIC FISHERY MANAGEMENT COUNCIL

JANUARY 11, 2006

PREPARED BY:

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North Pacific Fishery Management Council
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INTRODUCTION

UniSea Fleet Cooperative (UFC) is pleased to submit this document and results of their 2005 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 2005 was the sixth year of UFC operations under the AFA. The UniSea fleet was managed and operated during 2005 following the successful model established during the preceding 2000-2004 fisheries--basically without change. This document format and 13 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

Twelve 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 2005 fishing season (Attachment 1, UniSea Fleet Cooperative Membership Agreement 2005 Addendum dated 12/01/04 with pollock harvest schedule). There were two changes to this Agreement Addendum from the 2004 Addendum signed one year before; 1) the addition of the F/V *Starward* owned by Starward Fisheries, LLC, and 2) a change of ownership of the F/V *Starlite* from Aleutian

Spray Fisheries to the newly formed Starlite Fisheries LLC. With these changes, the 2005 member vessels and their owners as of December 1, 2004 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* 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

Importantly, at the time that the *F/V Starward* opted into UFC and signed the cooperative agreements, UFC was not able to calculate its percentage as NMFS had not yet made its allocation to the Cooperative. On February 23, 2005, the UFC Bering Sea Pollock Fishery Harvest Schedule was amended to include the *F/V Starward* allocation (Attachment 2). With this final change, Attachment 2 UFC member vessel allocations/harvest schedule represent the percentage distribution of Bering Sea pollock made to the UFC for the 2005 fishery.

Co-op management and administration continued during 2005 and remained basically unchanged from management and administration of the five 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 2005 as established in year 2000 and as conducted in 2001-2004.

UFC BERING SEA POLLOCK ALLOCATION TRANSFERS AND CATCH

In 2005, UFC's 14 member vessels received initial AFA Bering Sea pollock allocations that totaled 157,054.000 mt. During the season, further allocations were made to all of the AFA inshore pollock cooperatives which increased the final allocation for UFC to 159,679.000 mt. This pollock allocation to UFC

represented 10.957% of the total Bering Sea directed pollock allocation and 24.424% of the inshore sector allocation. Exhibit 2 shows the distribution of final 2005 pollock allocations between the seven inshore pollock cooperatives. UFC's allocation of 24.424% 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. As in prior years, the *F/V Pacific Monarch's* allocation was transferred to nine other vessels in the UFC and divided up between those nine vessels as reported in Exhibit 4.

Exhibit 5 reports the final 2005 Bering Sea pollock allocations for each of the remaining 13 vessels in the UniSea fleet during the 2005 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 2005 season relative to final allocations after all co-op transfers. *F/V Starward's* allocation was harvested by a non-UFC vessel (*F/V Fierce Allegiance*) and delivered to Unisea. All other UFC members harvested their own final allocations. The UFC directed Bering Sea pollock catch totaled 158,635.183 mt, which was 1,044.051 mt less than the final allocation. This catch equated to 99.35% utilization of the final 2005 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 2005, UFC member vessels delivered 155,300.988 mt of their 158,635.183 mt total deliveries to their affiliated plant at UniSea. The UniSea deliveries represented 97.90% 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 98.98% of the total catch of pollock plus all other groundfish in the directed pollock fishery.

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 2005, the sideboard limits that applied to, and were allocated to the UFC consisted of 18 individual area species categories, which totaled 10,755 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 yellowfin sole, and Gulf of Alaska pollock (Exhibit 8). Of the 10,755 mt of sideboard allocations, 1,369 mt was transferred out of UFC to other co-ops, 1,852 mt was caught by UFC members and 7,600 mt remained unharvested within the co-op.

DIRECTED BERING SEA COD AND GULF POLLOCK FISHERY

UFC member vessels conducted a directed Bering Sea cod fishery within sideboard limits during 2005. This fishery was conducted by four member vessels (Exhibit 9) and yielded a harvest of 1,690 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 84.1% 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 2005, however 436 mt of the co-ops 3,851 mt Gulf pollock allocation was transferred

to two other co-ops (Exhibit 11). After this transfer of Gulf pollock to other co-ops, 3,415 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 red king crab harvesting reporting requirements by AFA pollock vessels. As in prior years, *opilio* Tanner crab landings are reported. However, UFC boats did not fish *opilio* Tanner crab in 2005.

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, year 2005.

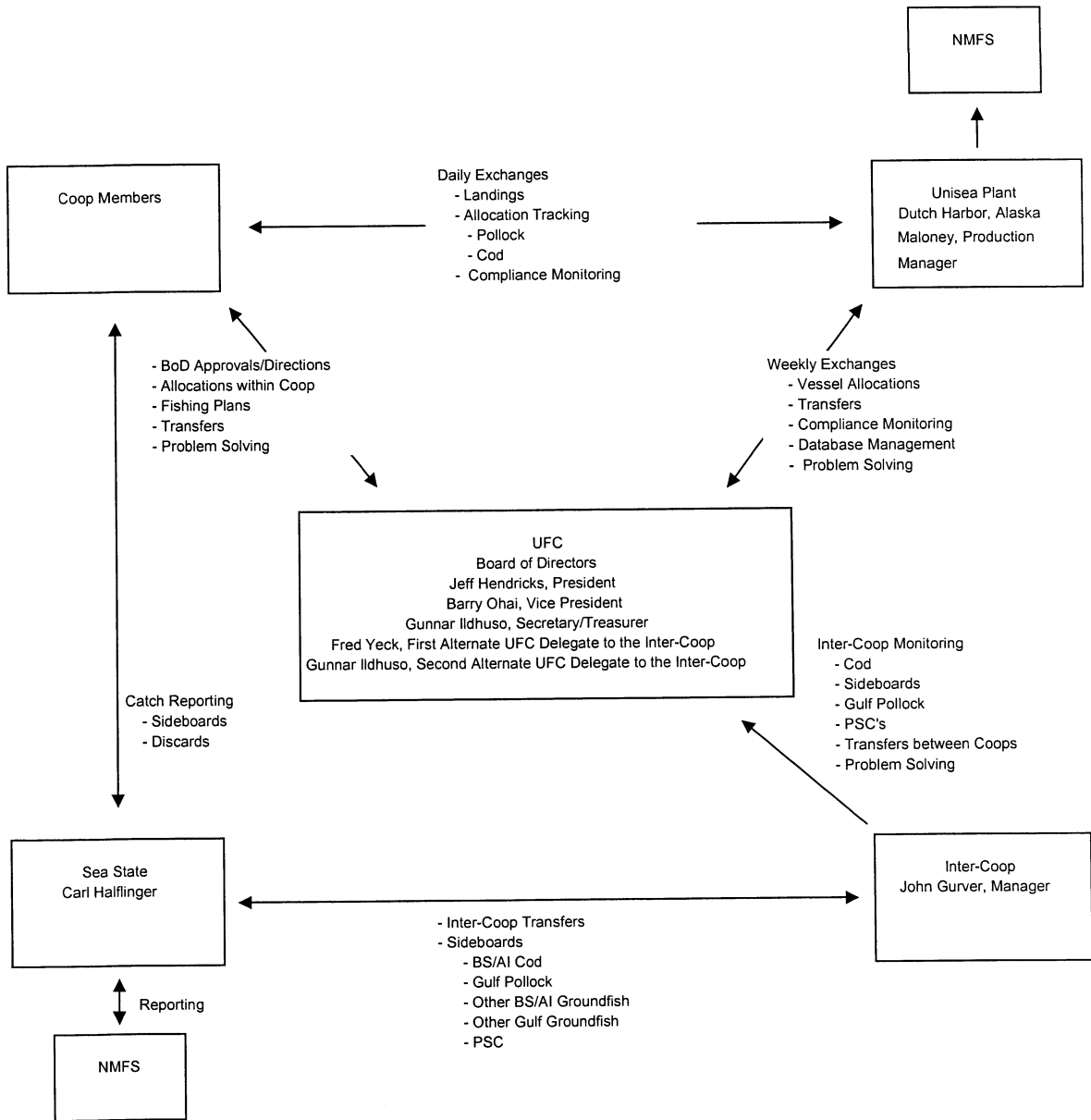


Exhibit 2. Percent distribution of 2005 Bering Sea "inshore pollock allocation" between the seven inshore AFA pollock cooperatives.

Bering Sea Inshore Pollock Co-op 2005 Allocation

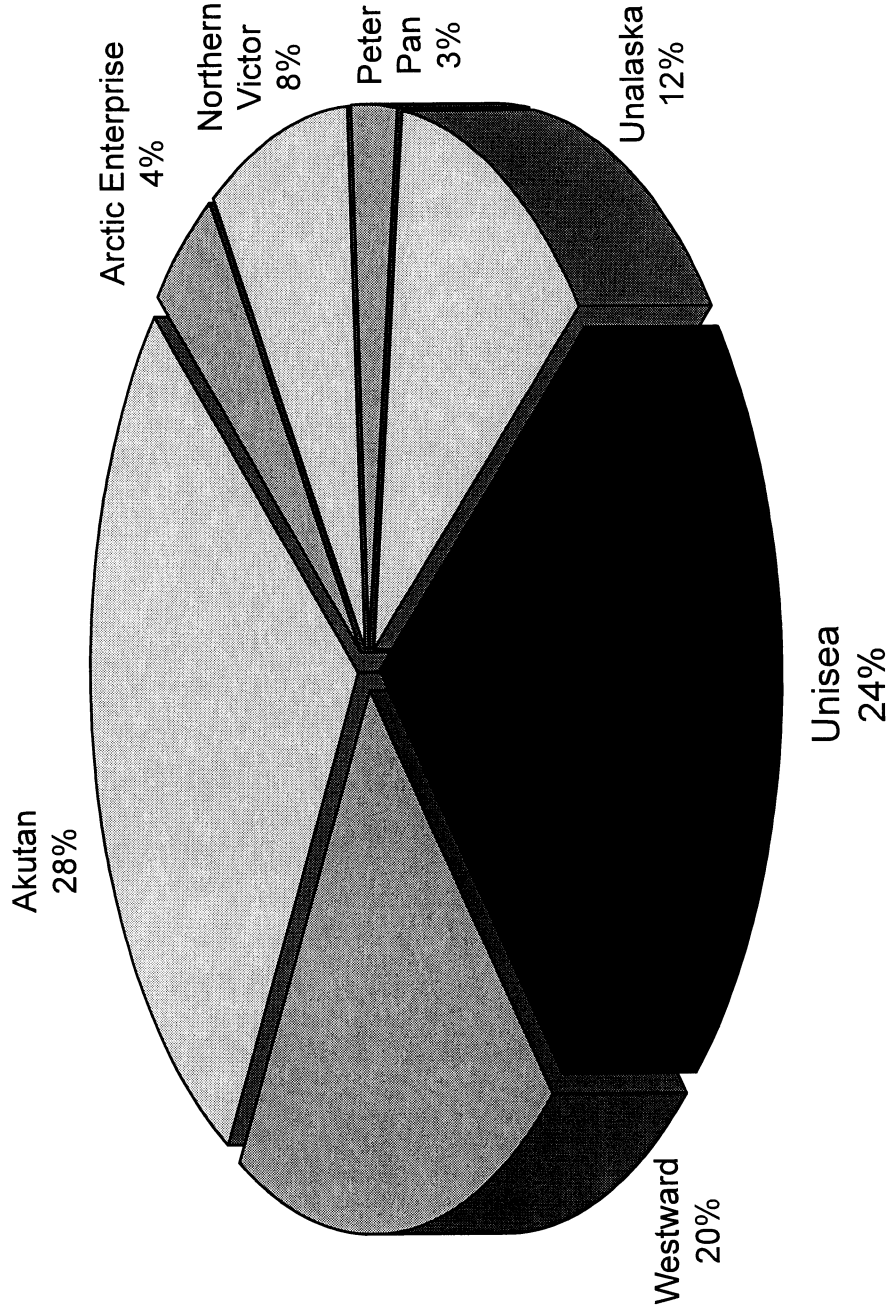


Exhibit 3. UniSea Fleet Cooperative member vessel initial pollock allocations expressed as a percentage of the co-op total, as a percentage of the Bering Sea directed inshore pollock fishery, and in metric tons for the year 2005.

Unisea Allocation (MT)				
159,679.000				
Company	Boat	% Co-op Allocation*	Pollock Allocations % Directed Inshore Pollock Fishery	Year 2005 Allocation (MT)
Rondy's Inc.	Alesa	6.841%	1.671%	10,923.809
Rondy's Inc.	Argosy	6.716%	1.640%	10,723.374
Tynes Enterprises, Inc.	American Eagle	4.393%	1.073%	7,014.682
Aurora/Auriga General Partnership	Auriga	11.986%	2.927%	19,138.970
Aurora/Auriga General Partnership	Aurora	13.501%	3.297%	21,557.766
F/V Defender LLC	Defender	14.242%	3.478%	22,741.426
Ildhuso Fisheries, Inc.	GunMar	9.130%	2.230%	14,578.582
MarGun Enterprises LLC	MarGun	0.440%	0.107%	702.732
F/V Nordic Star LLC	Nordic Star	4.155%	1.015%	6,634.616
Aleutian Spray Fisheries, Inc.	Starfish	6.118%	1.494%	9,768.424
Starlite Fisheries LLC	Starlite	5.039%	1.231%	8,045.594
Starward Fisheries LLC	Starward	5.186%	1.267%	8,281.283
FY Fisheries, Inc.	Seadawn	5.687%	1.389%	9,081.131
PacMon LLC	Pacific Monarch	6.567%	1.604%	10,486.611
Co-op Total		100.000%	24.424%	159,679.000

* Allocations from updated, signed Unisea harvest schedules.

Exhibit 4. UniSea Fleet Cooperative year 2005 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)					
159,679.000					
Company	Boat	% Co-op Allocation	Pacific Monarch Pollock Allocation Transfer	Pacific Monarch Adjusted Pollock Allocation Percent	Metric Tons
Rondy's Inc.	Alesa	6.841%	0.515%	7.356%	11,745.522
Rondy's Inc.	Argosy	6.716%	0.505%	7.221%	11,530.009
Tynes Enterprises, Inc.	American Eagle	4.393%	0.330%	4.723%	7,542.342
Aurora/Auriga General Partnership	Auriga	11.986%	0.902%	12.888%	20,578.644
Aurora/Auriga General Partnership	Aurora	13.501%	1.016%	14.516%	23,179.388
F/V Defender LLC	Defender	14.242%	1.071%	15.313%	24,452.085
Ildhuso Fisheries, Inc.	GunMar	9.130%	0.687%	9.817%	15,675.215
MarGun Enterprises LLC	MarGun	0.440%	0.000%	0.440%	702.732
F/V Nordic Star LLC	Nordic Star	4.155%	0.500%	4.655%	7,433.011
Aleutian Spray Fisheries, Inc.	Starfish	6.118%	1.042%	7.160%	11,432.280
Starlite Fisheries LLC	Starlite	5.039%	0.000%	5.039%	8,045.594
Starward Fisheries LLC	Starward	5.186%	0.000%	5.186%	8,281.283
FY Fisheries, Inc.	Seadawn	5.687%	0.000%	5.687%	9,081.131
PacMon LLC	Pacific Monarch	6.567%	-6.567%	0.000%	0.000
Co-op Total		100.000%	0.000%	100.000%	159,679.000 *

* Some totals are rounded. Total UniSea allocation as published in Federal Register after release of final allocations of pollock (70FR51684-8/15/05).

Exhibit 5. UniSea Fleet Cooperative member vessel final Bering Sea directed pollock allocations for the year 2005 after reallocations of the F/V *Pacific Monarch* tonnage and with co-op transfers.

Company	Boat	Year 2005 Initial Pollock Allocation (MT)	Within Co-op Net Transfer In & Out (MT)	Final Pollock Allocation (MT)
Rondy's Inc.	Alsea	11,745.522	-13.612	11,731.910
Rondy's Inc.	Argosy	11,530.009	-0.555	11,529.454
Tynes Enterprises, Inc.	American Eagle	7,542.342	-75.262	7,467.080
Aurora/Auriga General Partnership	Auriga	20,578.644	+1,470.173	22,048.817
Aurora/Auriga General Partnership	Aurora	23,179.388	-1,407.060	21,772.328
F/V Defender LLC	Defender	24,452.085	-5.129	24,446.956
Ildhuso Fisheries, Inc.	GunMar	15,675.215	+46.471	15,721.686
MarGun Enterprises LLC	MarGun	702.732	-7.492	695.240
F/V Nordic Star LLC	Nordic Star	7,433.011	+82.591	7,515.602
Aleutian Spray Fisheries, Inc.	Starfish	11,432.280	-108.505	11,323.775
Starlite Fisheries LLC	Starlite	8,045.594	+988.415	9,034.009
Starward Fisheries LLC	Starward	8,281.283	-996.642	7,284.641
FY Fisheries, Inc.	Seadawn	9,081.131	+26.607	9,107.738
Co-op Total		159,679.000	0.000	159,679.000 *

* Some totals are rounded. UFC allocation as published in Federal Register after release of final allocations of pollock (70FR51684-8/15/05).

Exhibit 6. Comparison of UniSea Fleet Cooperative member vessels directed Bering Sea pollock catches with final allocations, year 2005.

Company	Boat	Final Pollock Allocation (MT)	Directed Bering Sea Pollock Catch by Vessel (MT)	Difference Pollock Allocation (MT)
Rondy's Inc.	Alea	11,731.910	11,608.518	-123.392
Rondy's Inc.	Argosy	11,529.454	11,090.956	-438.498
Tynes Enterprises, Inc.	American Eagle	7,467.080	7,476.940	+9.861
Aurora/Auriga General Partnership	Auriga	22,048.817	22,048.800	-0.017
Aurora/Auriga General Partnership	Aurora	21,772.328	21,772.305	-0.022
F/V Defender LLC	Defender	24,446.956	24,250.198	-196.759
Ildhuso Fisheries, Inc.	GunMar	15,721.686	15,721.669	-0.016
MarGun Enterprises LLC	MarGun	695.240	732.650	+37.410
F/V Nordic Star LLC	Nordic Star	7,515.602	8,121.882	+606.280
Aleutian Spray Fisheries, Inc.	Starfish	11,323.775	10,760.057	-563.717
Starlite Fisheries LLC	Starlite	9,034.009	9,023.321	-10.688
Starward Fisheries LLC	Starward	7,284.641	6,916.875 *	-367.766
FY Fisheries, Inc.	Seadawn	9,107.738	9,111.012	+3.274
Co-op Total		159,679.000	158,635.183	-1,044.051

* This catch was delivered by the non-UFC member F/V *Fierce Allegiance* fishing for the F/V Starward.

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, year 2005.

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 (#)	Chinook Salmon (#)	Other Salmon (#)
Rondy's Inc.	Aisea	11,608.518	143.480	0.800	8.970	0	10	15	1,032	4,487
Rondy's Inc.	Argosy	11,090.956	110.190	0.560	4.560	0	7	25	1,659	4,364
Tynes Enterprises, Inc.	American Eagle	7,476.940	72.280	0.720	11.410	0	5	20	166	13,828
Aurora/Auriga General Partnership	Auriga	22,048.800	283.080	3.280	40.820	0	15	29	1,639	23,058
Aurora/Auriga General Partnership	Aurora	21,772.305	265.500	2.460	37.840	0	15	41	1,262	23,210
FV Defender LLC	Defender	24,250.198	165.260	1.200	11.950	0	15	71	693	7,694
Ilduso Fisheries, Inc.	GunMar	15,721.669	141.900	1.170	7.170	0	10	32	324	9,514
MarGun Enterprises LLC	MarGun	732.650	6.050	0.080	0.220	0	1	0	1	478
FV Nordic Star LLC	Nordic Star	8,121.882	104.470	0.840	18.130	0	9	14	212	12,299
Aleutian Spray Fisheries, Inc.	Starfish	10,760.057	110.120	0.910	9.950	0	7	23	425	10,529
Starlite Fisheries LLC	Starlite	9,023.321	73.450	0.730	8.550	0	6	23	179	4,800
Starward Fisheries LLC	Starward	6,916.875	75.780	0.310	3.750	0	5	22	459	2,503
FY Fisheries, Inc.	Seadawn	9,111.012	60.680	1.060	16.090	0	8	12	261	15,571
Co-op Total		158,635.183	1,612.240	14.120	179.410	0	111	330	8,312	132,335

Exhibit 8. Sideboard limits and aggregate catch for the UniSea Fleet Cooperative member vessels, year 2005.

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	4,583	-933	3,650	1,690	-1,960
BSAI yellowfin sole	2,061	0	2,061	8	-2,053
BSAI rock sole	97	0	97	154	+57 **
Western GOA Pacific cod	162	0	162	0	-162
Central GOA Pacific cod	0	0	0	0	0
Area 610 "A" season pollock	518	-145	373	0	-373
Area 620 "A" season pollock	87	-87	0	0	0
Area 630 "A" season pollock	33	-33	0	0	0
Area 610 "B" season pollock	518	0	518	0	-518
Area 620 "B" season pollock	103	-103	0	0	0
Area 630 "B" season pollock	16	0	16	0	-16
Area 640 "B" season pollock	320	0	320	0	-320
Area 610 "C" season pollock	1,046	0	1,046	0	-1,046
Area 620 "C" season pollock	33	0	33	0	-33
Area 630 "C" season pollock	49	0	49	0	-49
Area 610 "D" season pollock	1,046	0	1,046	0	-1,046
Area 620 "D" season pollock	33	0	33	0	-33
Area 630 "D" season pollock	49	-68	47 *	0	-47
Co-op All Species Sideboard Total	10,755	-1,369	9,452	1,852	-7,600
PSC limited halibut for Bering Sea					
Directed cod fishery	96			33	

Note: Catch totals are from Unisea & Seastate data

* Transfers take into account previous season "rollovers" of remaining allocations.

** Incidental catch not taken in a directed fishery

Exhibit 9. Comparison of UniSea Fleet Cooperative member vessels directed Bering Sea Pacific cod catches with final allocations, year 2005.

Company	Boat	Total Co-op Cod Allocation (MT)	PacMon Cod Allocation (MT)	UFC PacMon Adjusted 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.	Alsea	271	17	288	-207	81	0	-81
Rondy's Inc.	Argosy	299	17	316	-227	89	0	-89
Tynes Enterprises, Inc.	American Eagle	744	11	755	-275	480	183	-297
Aurora/Auriga General Partnership	Auriga	0	30	30	-21	8	0	-8
Aurora/Auriga General Partnership	Aurora	0	33	33	-24	9	0	-9
FV Defender LLC	Defender	14	35	49	-35	14	0	-14
Ildhuso Fisheries, Inc.	GunMar	254	23	276	-123	153	0	-153
MarGun Enterprises LLC	MarGun	0	0	0	0	0	0	0
FV Nordic Star LLC	Nordic Star	703	0	703	0	703	104	-599
Aleutian Spray Fisheries, Inc.	Starfish	377	50	427	-300	127	0	-127
Starlite Fisheries LLC	Starlite	373	0	373	-267	105	0	-105
Starward Fisheries LLC	Starward	686	0	686	+546	1,232	1,038	-194
FY Fisheries, Inc.	Seadawn	675	0	675	0	675	366	-310
PacMon LLC	Pacific Monarch	216	-216	0	0	0	0	0
Co-op Total		4,612	0	4,612	-933	3,679	1,690	-1,988

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

Exhibit 10. Directed Pacific cod fishing catch and bycatch for the UniSea Fleet Cooperative member vessels, year 2005.

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 (#)
		Pacific cod	Sea					Tanner Crab	Crab		Salmon	Salmon	
Rondy's Inc.	Alsea	0	0	0	0	0	0	0	0	0	0	0	0
Rondy's Inc.	Argosy	0	0	0	0	0	0	0	0	0	0	0	0
Tynes Enterprises, Inc.	American Eagle	183	0	55	2	0	0	81	6	0	31	0	0
Aurora/Auriga General Partnership	Auriga	0	0	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	0	0
F/V Defender LLC	Defender	0	0	0	0	0	0	0	0	0	0	0	0
Ildhuso Fisheries, Inc.	GunMar	0	0	0	0	0	0	0	0	0	0	0	0
MarGun Enterprises LLC	MarGun	0	0	0	0	0	0	0	0	0	0	0	0
F/V Nordic Star LLC	Nordic Star	104	0	39	1	0	0	49	3	0	30	0	0
Aleutian Spray Fisheries, Inc.	Starfish	0	0	0	0	0	0	0	0	0	0	0	0
Starlite Fisheries LLC	Starlite	0	0	0	0	0	0	0	0	0	0	0	0
Starward Fisheries LLC	Starward	1,038	0	173	28	0	0	3,578	270	0	1	0	0
FY Fisheries, Inc.	Seadawn	366	0	52	2	0	0	270	44	0	1	0	0
Co-op Total*		1,690		320	33	0	0	3,978	323	0	63	0	0

* 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, year 2005.

Gulf Area/Season	Transfers To	Transfer Amount (MT)
610 A	High Seas Conservation	145
620 A	Unalaska	87
630 A	Unalaska	33
620 B	Unalaska	103
630 D	Unalaska	68
Total GOA Transfers		436

Exhibit 12. UniSea Fleet Cooperative vessel-by-vessel prohibited species catch, year 2005.

Company	Boat	Hallibut Mortality (MT)	Herring Catch (MT)	Red King Crab (#)	<i>bairdi</i> Tanner Crab (#)	Other Tanner Crab (#)	Chinook Salmon (#)	Other Salmon (#)
Rondy's Inc.	Aisea	1	9	0	10	15	1,032	4,487
Rondy's Inc.	Argosy	1	5	0	7	25	1,659	4,364
Tynes Enterprises, Inc.	American Eagle	3	11	0	86	26	197	13,828
Aurora/Auriga General Partnership	Auriga	3	41	0	15	29	1,639	23,058
Aurora/Auriga General Partnership	Aurora	2	38	0	15	41	1,262	23,210
FV Defender LLC	Defender	1	12	0	15	71	693	7,694
Ildhuso Fisheries, Inc.	GunMar	1	7	0	10	32	324	9,514
MarGun Enterprises LLC	MarGun	0	0	0	1	0	1	478
FV Nordic Star LLC	Nordic Star	2	18	0	58	17	242	12,299
Aleutian Spray Fisheries, Inc.	Starfish	1	10	0	7	23	425	10,529
Starlite Fisheries LLC	Starlite	1	9	0	6	23	179	4,800
Starward Fisheries LLC	Starward	28	4	0	3,583	292	460	2,503
FY Fisheries, Inc.	Seadawn	3	16	0	278	56	262	15,571
Co-op Total*		47	179	0	4,089	653	8,375	132,335

* Some totals are rounded to nearest metric ton or number of animals.
Note: PSC totals are from Seastate data.

ATTACHMENT 1

UFC MEMBERSHIP AGREEMENT 2005 ADDENDUM

UNISEA FLEET COOPERATIVE

MEMBERSHIP AGREEMENT

2005 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, and that Third Amendment to Membership Agreement dated as of June 30, 2004 shall be in full force and effect among the undersigned for the year 2005, 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, 2004.

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

By M. E. Hall
Margaret Hall, General Manager

F/V AMERICAN EAGLE
by Tynes Enterprises, Inc.

By _____
Reidar Tynce, President

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

By _____
Jeff Hendricks, Manager

F/V DEFENDER
by F/V Defender LLC

By _____
Barry Ohai, Manager

[SIGNATURES CONTINUED ON PAGE 2]

UNISEA FLEET COOPERATIVE

MEMBERSHIP AGREEMENT

2005 ADDENDUM

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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, 2004.

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F/V ARGOSY
by Rondys, Inc.

F/V AMERICAN EAGLE
by Tynes Enterprises, Inc.

By _____
Margaret Hall, General Manager

By Reidar Tynes
Reidar Tynes, President

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

F/V DEFENDER
by F/V Defender LLC

By _____
Jeff Hendricks, Manager

By _____
Barry Ohai, Manager

[SIGNATURES CONTINUED ON PAGE 2]

UNISLA FLEET COOPERATIVE

MEMBERSHIP AGREEMENT

2005 ADDENDUM

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Dated effective as of December 1, 2004.

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by Rondys, Inc.

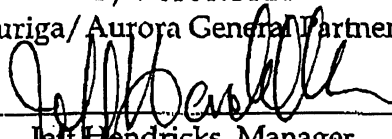
F/V AMERICAN EAGLE
by Tynes Enterprises, Inc.

By _____
Margaret Hall, General Manager

By _____
Reidar Tynes, President

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

F/V DEFENDER
by F/V Defender LLC

By  _____
Jeff Hendricks, Manager

By _____
Barry Ohai, Manager

[SIGNATURES CONTINUED ON PAGE 2]

UNISEA FLEET COOPERATIVE

MEMBERSHIP AGREEMENT

2005 ADDENDUM

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F/V AMERICAN EAGLE
by Tynes Enterprises, Inc.

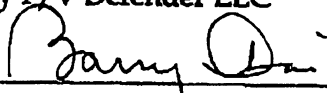
By _____
Margaret Hall, General Manager

By _____
Reidar Tynes, President

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

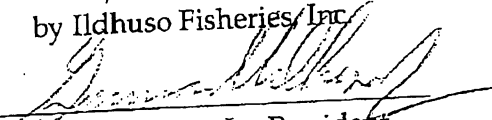
F/V DEFENDER
by F/V Defender LLC

By _____
Jeff Hendricks, Manager

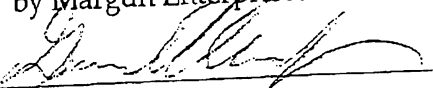
By 
Barry Ohai, Manager

[SIGNATURES CONTINUED ON PAGE 2]

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

F/V STARFISH
By Aleutian Spray Fisheries, Inc.

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Cary Swasand, President

F/V STARLITE
By Starlite Fisheries LLC

By _____
Phil Hanson, President

F/V STARWARD
By Starward Fisheries, LLC

By _____
Phil Hanson, President

UNISEA FLEET COOPERATIVE

By _____
Jeff Hendricks, President



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F/V MAR-GUN
by Margun Enterprises LLC

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Gunnar Ildhuso, Jr., Manager

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by F/V Nordic Star LLC

By Chris Swasand
Chris Swasand, Member
Cary

PACIFIC MONARCH
by PacMon LLC

By Barry Ohai
Barry Ohai, Authorized Agent

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Cary Swasand, President

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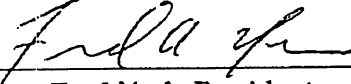
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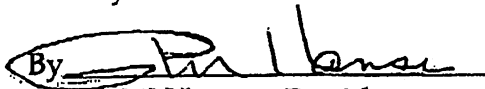
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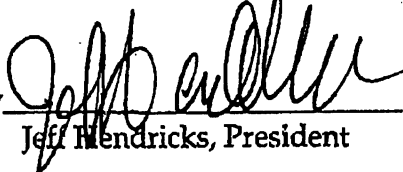
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By Starward Fisheries, LLC

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Phil Hanson, President

UNISEA FLEET COOPERATIVE

By 
Jeff Hendricks, President

UNISEA FLEET COOPERATIVE
EXHIBIT A TO 2005 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.

MEMBER	VESSEL(S)	PERCENTAGE OF "ALLOCATION"
Rondys, Inc.	ALSEA - ON 626517 ARGOSY - ON 611365	7.216% 7.084%
Tynes Enterprises, Inc.	AMERICAN EAGLE ON 558605	4.634%
Aurora/Auriga General Partnership	AURIGA - ON 639547 AURORA - ON 636919	12.643% 14.241%
F/V Defender LLC	DEFENDER - ON 554030	15.023%
Ildhuso Fisheries, Inc.	GUN-MAR - ON 640130	9.630%
Margun Enterprises LLC	MAR-GUN - ON 525608	0.452%

MEMBER	VESSEL(S)	PERCENTAGE OF "ALLOCATION"
F/V Nordic Star LLC	NORDIC STAR ON 584684	4.383%
FY Fisheries, Inc.	SEADAWN - ON 548685	5.999%
Aleutian Spray Fisheries, Inc.	STARFISH - ON 561651	6.453%
Starlite Fisheries LLC	STARLITE - ON 597065	5.315%
Starward Fisheries, LLC	STARWARD - ON 617807	%
PacMon LLC	PACIFIC MONARCH ON 557467	6.927%
Total		100.000%

ATTACHMENT 2

2005 UFC AMENDED BERING SEA
POLLOCK FISHERY HARVEST SCHEDULE

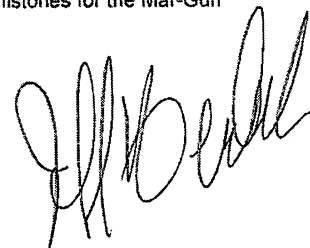
Unisea Fleet Cooperative 2005 Harvest Schedule

Amended as of February 23, 2005

	UFC Vessel Catch History Best 2 of 3 for 1995-6-7	UFC 2005 Harvest Schedule
Alsea	32,111,013	6.841%
Argosy	31,521,825	6.716%
American Eagle	20,619,964	4.393%
Auriga	56,259,835	11.986%
Aurora	63,369,992	13.501%
Defender	66,849,412	14.242%
Gun-Mar	42,854,377	9.130%
Mar-Gun	2,065,710	0.440%
Nordic Star	19,502,742	4.155%
Starfish	28,714,709	6.118%
Starward	24,343,193	5.186%
Starlite	23,650,375	5.039%
Seadawn	26,694,380	5.687%
Pacific Monarch	30,825,851	6.567%
	<hr/> 469,383,378	<hr/> 100.000%

Note:

UFC approved Sea State catch histories as of 11/14/99 except that the catch histories for the Mar-Gun and Starward are inferred by NMFS intercoop transfers as of 2/23/05.



MUNDT MACGREGOR L.L.P.
A T T O R N E Y S A T L A W

Wm. Paul MacGregor
J. David Stahl
Matthew L. Fick
Joseph M. Sullivan
E. Thaddeus Lewis
John H. Chun

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

Telephone (206) 624-5950
Facsimile (206) 624-5469
www.mundtmac.com

R. Shawn Griggs
Duncan R. McIntosh
Mark A. Wilner
Christopher T. Wion

December 15, 2005

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

SENT VIA E-MAIL

RECEIVED
DEC 19 2005
N.P.F.M.C.

Re: UniSea Fleet Cooperative

Dear Mr. Oliver:

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

- Agreement to Process dated as of December 1, 2005; and
- 2006 Certificate of Members.

Please note that the FIERCE ALLEGIANCE is opting in for 2006. We will prepare an amendment to the Membership Agreement in connection with this change in the early part of January, and will send you a copy in due course.

To the best of our knowledge there have been no changes to the Membership Agreement since the Third Amendment to Membership Agreement dated as of June 30, 2004, which we understand has been submitted by Natural Resource Consultants with the report to the Council.

If you have any questions or need anything further, please let us know.

Sincerely yours,

MUNDT MacGREGOR L.L.P.

V. Bayard
Vonnie M. Bayard
Paralegal

Enclosures

cc: Mr. Jeff Hendricks (via e-mail)
Ms. Sue Salveson (via e-mail)
Mr. Joseph M. Sullivan (w/encl.)

AGREEMENT TO PROCESS

This AGREEMENT TO PROCESS is entered into as of December 1, 2005, 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



PRESIDENT

CERTIFICATE OF THE MEMBERS

OF

UNISEA FLEET COOPERATIVE

Each of the undersigned Members hereby acknowledge, certify, covenant and warrant to the Unisea Fleet Cooperative (the "Cooperative") and to Joseph M. Sullivan, the Cooperative Representative, as follows:

A. Member acknowledges that an Application for American Fisheries Act (AFA) Inshore Catcher Vessel Cooperative Permit (the "Application") must be completed and filed with the National Marine Fisheries Service prior to December 1, 2005 in order to obtain a catcher vessel permit which will be in effect for the year 2006.

B. Member acknowledges that the Application contains certain statements that Joseph M. Sullivan, as the Cooperative Representative, must affirm as true.

C. Therefore each Member hereby certifies that the vessel on behalf of which it is executing this Certificate:

- (i) delivered more pollock to the Unisea, Inc. plant in Dutch Harbor, Alaska than to any other American Fisheries Act ("AFA") inshore processor in the last year in which the vessel engaged in directed fishing for pollock in the Bering Sea/ Aleutian Islands Fishery Conservation Zone ("BS/ AI") for delivery to the inshore sector;
- (ii) is a qualified catcher vessel under the AFA;
- (iii) is otherwise eligible to fish for groundfish in the BS/ AI;
- (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 BS/AI.

Dated effective as of December 1, 2005.

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

By M. E. Hall
Margaret Hall, General Manager

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

F/V DEFENDER
by F/V Defender LLC

By Barry Ohai ✓
Barry Ohai, Manager

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

By Gunnar Ildhuso, Jr. ✓
Gunnar Ildhuso, Jr., President

F/V MAR-GUN
by Margun Enterprises LLC

By Gunnar Ildhuso, Jr. ✓
Gunnar Ildhuso, Jr., Manager

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

By Chris Swasand ✓
Chris Swasand, Member

PACIFIC MONARCH
by PacMon LLC

By Barry Ohai ✓
Barry Ohai, Authorized Agent

F/V SEADAWN
By FY Fisheries, Inc.

By Fred Yeck ✓
Fred Yeck, President

F/V STARFISH
By Aleutian Spray Fisheries, Inc.

By Cary Swasand ✓
Cary Swasand, President

- (v) has no permit sanctions or other type of sanctions against it that would prevent it from fishing for groundfish in the BS/AI.

Dated effective as of December 1, 2005.

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

F/V AMERICAN EAGLE
by Tynes Enterprises, Inc.

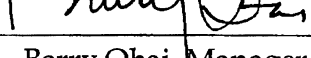
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By _____
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F/V MAR-GUN
by Margun Enterprises LLC

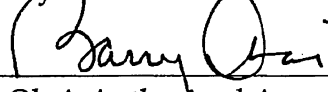
By _____
Gunnar Ildhuso, Jr., President

By _____
Gunnar Ildhuso, Jr., Manager

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

PACIFIC MONARCH
by PacMon LLC

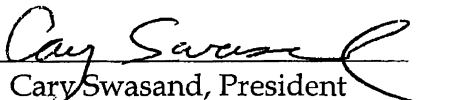
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Gunnar Ildhuso, Jr., Manager

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

F/V STARFISH
By Aleutian Spray Fisheries, Inc.

By _____
Cary Swasand, President

(v) has no permit sanctions or other type of sanctions against it that would prevent it from fishing for groundfish in the BS/AI.

Dated effective as of December 1, 2005.

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

By _____
Margaret Hall, General Manager

F/V AMERICAN EAGLE
by Tynes Enterprises, Inc.

By 
Reidar Tynes, President

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

By _____
Jeff Hendricks, Manager

F/V DEFENDER
by F/V Defender LLC

By _____
Barry Ohai, Manager

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

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Fred Yeck, President

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Margaret Hall, General Manager

By _____
Reidar Tynes, President

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

F/V DEFENDER
by F/V Defender LLC

By _____
Jeff Hendricks, Manager

By _____
Barry Ohai, Manager

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by Margun Enterprises LLC

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Gunnar Ildhuso, Jr., President

By _____
Gunnar Ildhuso, Jr., Manager

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

PACIFIC MONARCH
by PacMon LLC

By _____
Chris Swasand, Member

By _____
Barry Ohai, Authorized Agent

F/V SEADAWN
By FY Fisheries, Inc.

F/V STARFISH
By Aleutian Spray Fisheries, Inc.

By *Fred Yeck*
Fred Yeck, President

By _____
Cary Swasand, President

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Dated effective as of December 1, 2005.

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F/V ARGOSY
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By _____
Margaret Hall, General Manager

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By _____
Reidar Tynes, President

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F/V AURORA
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By _____
Jeff Hendricks, Manager

F/V DEFENDER
by F/V Defender LLC

By _____
Barry Ohai, Manager

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

By *Gunnar Ildhuso, Jr.*
Gunnar Ildhuso, Jr., President

F/V MAR-GUN
by Margun Enterprises LLC

By *Gunnar Ildhuso, Jr.*
Gunnar Ildhuso, Jr., Manager

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by F/V Nordic Star LLC

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Chris Swasand, Member

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Barry Ohai, Authorized Agent

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By FY Fisheries, Inc.

By _____
Fred Yeck, President

F/V STARFISH
By Aleutian Spray Fisheries, Inc.

By _____
Cary Swasand, President

Oh
(2)

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Dated effective as of December 1, 2005.

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

F/V AMERICAN EAGLE
by Tynes Enterprises, Inc.

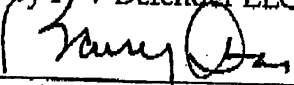
By _____
Margaret Hall, General Manager

By _____
Reidar Tynes, President

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

F/V DEFENDER
by F/V Defender LLC

By _____
Jeff Hendricks, Manager

By  _____
Barry Ohai, Manager

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

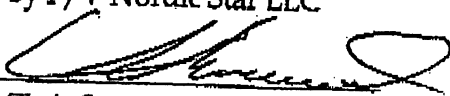
F/V MAR-GUN
by Margun Enterprises LLC

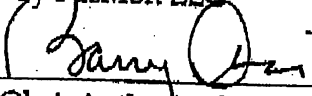
By _____
Gunnar Ildhuso, Jr., President

By _____
Gunnar Ildhuso, Jr., Manager

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

PACIFIC MONARCH
by PacMon LLC

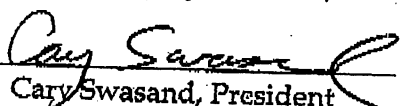
By  _____
Chris Swasand, Member

By  _____
Barry Ohai, Authorized Agent

F/V SEADAWN
By FY Fisheries, Inc.

F/V STARFISH
By Aleutian Spray Fisheries, Inc.

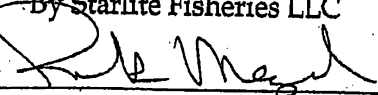
By _____
Fred Yeck, President

By  _____
Cary Swasand, President

F/V STARLITE

By Starlite Fisheries LLC

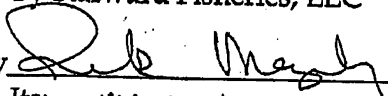
By


Its: manager

F/V STARWARD

By Starward Fisheries, LLC

By


Its: manager

MUNDT MACGREGOR L.L.P.
A T T O R N E Y S A T L A W

Wm. Paul MacGregor
J. David Stahl
Matthew L. Fick
Joseph M. Sullivan
E. Thaddeus Lewis
John H. Chun

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

Telephone (206) 624-5950
Facsimile (206) 624-5469
www.mundtmac.com

January 17, 2006

R. Shawn Griggs
Duncan R. McIntosh
Mark A. Wilner
Christopher T. Wion

RECEIVED

JAN 21 2006

HPFMC.

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

Re: Unisea Fleet Cooperative


Dear Mr. Oliver:

Enclosed please find a copy of the Fourth Amendment to the Unisea Fleet Cooperative Membership Agreement dated as of January 10, 2006 which accepts the admittance of Fierce Allegiance LLC as a Member of the Cooperative.

To the best of our knowledge, there have been no other changes to the Membership Agreement.

Sincerely yours,

MUNDT MacGREGOR L.L.P.


Vonnice M. Bayard
Corporate Paralegal

Enclosure

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

FOURTH AMENDMENT
TO
MEMBERSHIP AGREEMENT

THIS FOURTH AMENDMENT TO MEMBERSHIP AGREEMENT (“Amendment”) is entered into as of January 10 __, 2006, by and among the entities listed hereafter (each, a “Member”, and together, the “Members”) and the Unisea Fleet Cooperative, a Washington nonprofit corporation (the “Cooperative”) with respect to the following facts:

A. The Members are party to that certain Membership Agreement entered into as of December 14, 1999, as amended by that certain First Amendment to Membership Agreement dated May 10, 2001, that Second Amendment to Membership Agreement dated May 15, 2003, and that Third Amendment to Membership Agreement dated June 30, 2004 (as the same may be further amended from time to time, the “Membership Agreement”).

B. The vessel F/V FIERCE ALLEGIANCE, Official Number 588849 (the “Vessel”), is owned 100% by Fierce Allegiance LLC, an Alaska limited liability company (“Fierce Allegiance”). Fierce Allegiance has petitioned for admission into the Cooperative as a Member and for addition of the Vessel as a Cooperative Member Vessel. Fierce Allegiance is owned 30% by Central Bering Sea Vessel, LLC and 70% by Mezich Allegiance, Inc.

C. The Members desire to add Fierce Allegiance as a party to the Membership Agreement.

NOW THEREFORE, in consideration of the rights and obligations contained herein:

1. Amendments to the Membership Agreement.

1.1 The Members hereby acknowledge and agree that Fierce Allegiance and the Vessel have satisfied all conditions precedent to membership in the Cooperative set forth in the Cooperative’s Bylaws and Membership Agreement, and in consideration for its execution of an adherence agreement under which it agrees to be bound by all terms and conditions of the Membership Agreement as though it were an original signatory thereto, Fierce Allegiance is hereby admitted as a Member of the Cooperative, and the Membership Agreement is hereby amended to reflect such addition of Fierce Allegiance as a Member.

1.2 The Membership Agreement Harvest Schedule attached as Exhibit A hereto replaces in its entirety all prior Membership Agreement Harvest Schedules.

2. No Other Amendments. Except as provided herein, this Amendment shall not alter the rights and obligations contained in the Membership Agreement, which shall continue in full force and effect.

3. Faxed Signatures; Counterparts. This Amendment may be executed in any number of counterparts, each of which shall be an original, and all of which, taken together, shall constitute one and the same instrument. Signatures transmitted by facsimile are fully effective for all purposes.

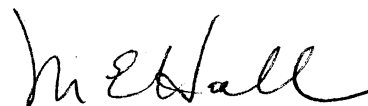
EXECUTED as of the day and year first set forth above.

F/V ALSEA
By: Rondys, Inc.



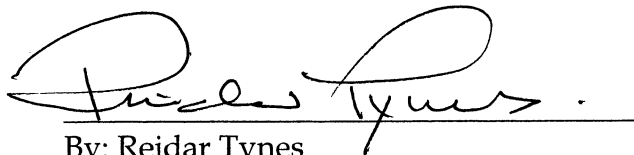
By: Margaret Hall
Its: General Manager

F/V ARGOSY
By: Rondys, Inc.



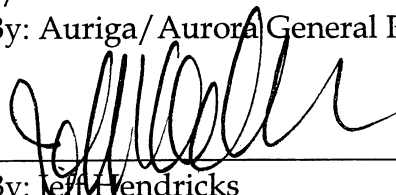
By: Margaret Hall
Its: General Manager

F/V AMERICAN EAGLE
By: Tynes Enterprises, Inc.



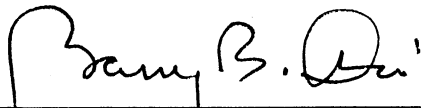
By: Reidar Tynes
Its: President

F/V AURIGA
F/V AURORA
By: Auriga/ Aurora General Partnership



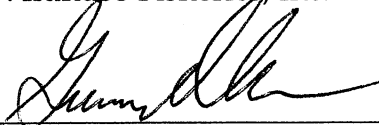
By: Jeff Hendricks
Its: Manager

F/V DEFENDER
By: F/V Defender LLC



By: Barry Ohai
Its: Manager

F/V GUN-MAR
By: Ildhuso Fisheries, Inc.



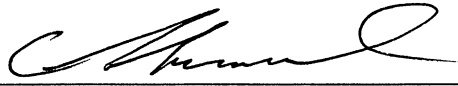
By: Gunnar Ildhuso, Jr.
Its: President

F/V MAR-GUN
By: Margun Enterprises LLC




By: Gunnar Ildhuso, Jr.
Its: MEMBER

F/V NORDIC STAR
By: F/V Nordic Star LLC




By:
Its: Member

F/V PACIFIC MONARCH
By: PacMon LLC



By: Barry Ohai
Its: Authorized Agent

F/V SEADAWN
By: FY Fisheries, Inc.



By: Fred Yeck
Its: President

F/V STARLITE
By: Starlite Fisheries LLC

R&B fisheries
its manager


By: ~~Phil Hanson~~ *Rick Meziel*
Its: President

F/V STARWARD
By: Starward Fisheries LLC

R&R fisheries
its manager

By: ~~Phil Hanson~~ *Rick Meziel*
Its: President

F/V STARFISH
Aleutian Spray Fisheries, Inc.



By:
Its: Member

UNISEA FLEET COOPERATIVE



By: Jeff Hendricks
Its: President

F/V MAR-GUN
By: Margun Enterprises LLC

F/V NORDIC STAR
By: F/V Nordic Star LLC


By: Gunnar Ildhuso, Jr.
Its: _____

By: _____
Its: Member

F/V PACIFIC MONARCH
By: PacMon LLC

F/V SEADAWN
By: FY Fisheries, Inc.

By: Barry Ohai
Its: Authorized Agent


By: Fred Yeck
Its: President

F/V STARLITE
By: Starlite Fisheries LLC

F/V STARWARD
By: Starward Fisheries LLC

By: Phil Hanson
Its: President

By: Phil Hanson
Its: President

F/V STARFISH
Aleutian Spray Fisheries, Inc.

UNISEA FLEET COOPERATIVE

By: _____
Its: _____

By: Jeff Hendricks
Its: President

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

Amended and adopted as of January 10, 2006

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.

MEMBER	VESSEL(S)	PERCENTAGE OF "ALLOCATION"
Rondys, Inc.	ALSEA - ON 626517 ARGOSY - ON 611365	6.587% 6.466%
Tynes Enterprises, Inc.	AMERICAN EAGLE ON 558605	4.230%
Aurora/ Auriga General Partnership	AURIGA - ON 639547 AURORA - ON 636919	11.541% 13.000%
F/V Defender LLC	DEFENDER - ON 554030	13.713%
Ildhuso Fisheries, Inc.	GUN-MAR - ON 640130	8.791%
Margun Enterprises LLC	MAR-GUN - ON 525608	0.424%

MEMBER	VESSEL(S)	PERCENTAGE OF "ALLOCATION"
F/V Nordic Star LLC	NORDIC STAR ON 584684	4.001%
FY Fisheries, Inc.	SEADAWN - ON 548685	5.476%
Aleutian Spray Fisheries, Inc.	STARFISH - ON 561651	5.891%
Starlite Fisheries LLC	STARLITE - ON 597065	4.852%
Starward Fisheries, LLC	STARWARD - ON 617807	4.994%
PacMon LLC	PACIFIC MONARCH ON 557467	6.324%
Fierce Allegiance LLC	FIERCE ALLEGIANCE ON 588849	3.711%
Total		100.000%