

Final Report
of the
Mothership Fleet Cooperative
2004

Presented to the
North Pacific Fishery Management Council
January 25, 2005

Introduction

In 2004 the mothership sector (as defined in Section 208 (c) and (d) of the American Fisheries Act) managed its Bering Sea pollock allocation under the provisions of a cooperative agreement. All twenty of the vessels qualified to participate in the mothership sector are members of the “Mothership Fleet Cooperative” (MFC) and are bound by the terms of that cooperative’s membership agreement. Only eighteen of the twenty vessels belonging to the MFC participated in Alaska groundfish fisheries in 2004. The mothership sector is assigned 10% of the BSAI directed pollock quota as per Section 206 (b) of the American Fisheries Act (AFA).

In addition to the membership agreement mentioned above, the MFC is a signatory to the 2004 Intercooperative Agreement, the Cod Allocation Agreement, and the Salmon Bycatch Management Agreement. These contracts establish the global rules by which all of the cooperatives jointly manage pollock harvest limits and non-pollock groundfish sideboards, prohibited species sideboards, and salmon bycatch avoidance measures.

Reporting Requirements

This report is intended to fully disclose all information required and identified for inclusion in an annual report to the North Pacific Fishery Management Council pursuant to Section 210 (a)(1) A and B of the American Fisheries Act and C.F.R. 679.60 (American Fisheries Act Management Measures) Section (d).

Mothership Fleet Cooperative Shares

It is important to note that the AFA requires a “cooperative of the whole” rather than separate and distinct cooperatives oriented to each processor within the sector, as is the case in the inshore sector. The AFA also provides an exemption to the Sherman Anti-Trust Act for the three AFA-qualified mothership processors (EXCELLENCE, GOLDEN ALASKA, OCEAN PHOENIX), allowing them to participate as members of the cooperative if at least eighty percent of the eligible catcher vessels are members of the co-op. Despite this allowance, the three mothership processors are not currently members of the MFC.

Neither the language in the AFA nor the Mothership Fleet Cooperative Membership Agreement binds catcher vessels delivering to motherships to a particular processor within a fishing year or season.

Membership in the MFC consists of all 20 eligible catcher vessels. Each vessel has a cooperative share representing its percentage share of the directed pollock quota allocation by the AFA to the mothership sector. Vessel names, owners, and their cooperative shares are listed in Table 1 below.

Table 1. Mothership Fleet Cooperative Share Percentages

Co-op Member(s)	Vessel(s)	Cooperative Share
Alakanuk Beauty L.L.C.	American Beauty	6.000%
Chetna, Inc.	Pacific Challenger	4.446%
Fury Group, Inc.	Nordic Fury Pacific Fury	6.177% 5.889%
Great West Seafoods, Ltd.	Margaret Lyn	5.643%
Katahdin, Inc.	Misty Dawn	3.569%
King and Winge, Inc. Futura Fisheries, Inc.	Vanguard	5.350%
Kydaka Corporation	California Horizon	3.786%
Langesater Fisheries, Inc. Reiten Enterprises, Inc. Arruela Fisheries, Inc.	Oceanic	7.038%
MarGun Fisheries, Inc.	Mar-Gun	6.251%
Mark 1, Inc.	Mark 1	6.251%
Meddar Corporation	Aleutian Challenger	4.925%
Emmonak Leader L.L.P.	Ocean Leader	6.000%
Popado, Inc.	Papado II	2.953%
Burton C. Parker	Amber Dawn	5.225%
Supreme Alaska Seafoods, Inc.	Morning Star	3.601%
Traveler Partnership, Inc.	Traveler	4.272%
Vesteraalen L.L.C.	Vesteraalen	6.201%
Wa'atch, Inc.	Alyeska	2.272%
Western Dawn L.L.C.	Western Dawn	4.150%

TOTAL

100%

Term of the Mothership Fleet Cooperative Membership Agreement

In 2002 the MFC Membership Agreement was amended to remove a five-year sunset. Under the amendment language, the MFC can be terminated if and when eighty percent of the MFC members vote in favor of terminating the agreement.

Transfer of Shares Between Catcher Vessels

The Mothership Fleet Cooperative Membership Agreement allows members of the coop to transfer cooperative shares among themselves. Transfers of quota made within a fleet of catchers delivering to a particular mothership (intra-fleet) must be reported to that mothership at the time of delivery. Transfers of allocations between vessels fishing in different mothership fleets (inter-fleet) must be reported to the monitoring agent within seven days prior to the transfer and, in any case, prior to the harvest of the transferred amount. Both intra- and inter-fleet transfers occurred in 2004.

Catch Monitoring

All in-season data used for individual vessel and fleet-wide catch monitoring and management within the mothership sector was obtained from the National Marine Fisheries Service Observer Program. The MFC has contracted with Sea State, Inc. to process the catch data provided by the observer program and to provide in-season management support.

Sea State regularly provides catch reports to each mothership fleet. These reports include cumulative fleet-wide and vessel-level catch data as well as a tow-by-tow summary. Fleet managers are able to reconcile the tow-by-tow catch information provided by Sea State against their own catch records to identify possible data errors and insure accurate catch accounting throughout the fishing season.

Catch and Bycatch of Groundfish and Prohibited Species

The harvest and bycatch of non-pollock and prohibited species (PSC) in the Bering Sea, Aleutian Islands, and Gulf of Alaska is limited by groundfish and PSC sideboards as recommended by the Council and implemented through regulation. Pollock harvest by AFA catcher vessels is limited in the Gulf of Alaska as well. The intent of the sideboards is to limit the catch and bycatch of these species by AFA vessels to "traditional harvest levels". The Mothership Fleet Cooperative Membership Agreement authorized the cooperative board to allocate sideboard amounts available for directed harvest to each catcher vessel in the cooperative in amounts prorated to each boat's catch history.

The Mothership Fleet Cooperative Membership Agreement provides that PSC sideboard apportionments may be administered as aggregate caps within the mothership sector. Where necessary and appropriate, the cooperative board is authorized to allocate PSC apportionments to individual vessels. The board is further authorized to order a vessel to stop fishing if that vessel exceeds an assigned apportionment or rate, and to obtain an injunction restraining the

activity of any vessel that fails to heed such an order. PSC was not assigned to individual vessels in 2004.

None of the sideboard caps were exceeded by the Mothership Fleet Cooperative in 2004.

Penalties

The Mothership Fleet Cooperative Agreement includes provisions allowing penalties to be assessed against vessels that exceed their agreed harvest share of pollock and non-pollock species. The Agreement includes a penalty of \$500 per metric ton for pollock harvested in excess of a vessel's allocation. The penalty for overages in the non-pollock fisheries include \$1000 per metric ton of cod harvest in excess of an allocation, \$300 per metric ton for over-harvests of all other BSAI and GOA directed groundfish fisheries. The cooperative established penalties for exceeding assigned PSC caps as well.

The Mothership Fleet Cooperative assessed no penalties in 2004.

Salmon Bycatch Avoidance Reporting

As described above, the Mothership Fleet Cooperative is a signatory to the Intercooperative Salmon Bycatch Management Agreements. In an effort to maximize the incentive to avoid salmon bycatch within the mothership fleet, the MFC created an intra-fleet salmon bycatch reporting program for the 2004 "A" and "B" seasons. This program consists of a daily report from each mothership to the other two motherships and their fleet managers. This report, sent via e-mail, includes the amount of groundfish delivered during the previous day, the number of salmon (Chinook during "A" season and other salmon during "B" season) in the delivered catch, the salmon bycatch rate for that day, and more specific information regarding any tows with a bycatch rate in excess of a pre-determined threshold.

These reports are an efficient way to monitor "real-time" bycatch performance within the mothership fleet and an effective vehicle for "peer pressure"-motivated bycatch reduction.

2004 Directed Pollock Fishery Results

Table 2. 2004 Mothership Fleet Co-op Pollock Allocations and Harvest - MT

Catcher	Co-op %	Co-op MT	Actual MT	Actual %
Aleutian Challenger	4.925%	6398.4	7,849.8	6.04%
Alyeska	2.272%	2951.7	3,285.0	2.53%
Amber Dawn	5.225%	6788.2	0.0	0.00%
American Beauty	6.000%	7795.0	9,988.4	7.69%
California Horizon	3.786%	4918.7	5,914.4	4.55%
Mar-Gun	6.251%	8121.1	9,018.1	6.94%
Margaret Lyn	5.643%	7331.2	1,998.8	1.54%
Mark I	6.251%	8121.1	10,858.7	8.36%
Misty Dawn	3.569%	4636.7	5,812.6	4.47%
Morning Star	3.601%	4678.3	0.0	0.00%
Nordic Fury	6.177%	8025.0	5,685.7	4.38%
Ocean Leader	6.000%	7795.0	9,777.7	7.53%
Oceanic	7.038%	9143.6	9,431.8	7.26%
Pacific Challenger	4.446%	5776.1	4,318.6	3.32%
Pacific Fury	5.889%	7650.8	9,946.6	7.66%
Popado II	2.953%	3836.4	5,286.6	4.07%
Traveler	4.272%	5550.1	5,610.1	4.32%
Vanguard	5.350%	6950.6	8,101.4	6.24%
Vesteraalen	6.201%	8056.2	10,624.6	8.18%
Western Dawn	4.150%	5391.6	5,713.2	4.40%
TOTAL	100.0%	129,916	129,221.8	99.47%
TOTAL UNHARVESTED			694.2	0.53%

Table 3. PSC Bycatch in 2004 Mothership Fleet Co-op Directed Pollock Fishery by Vessel

Catcher	Groundfish (MT)	Halibut (MT)	Herring (MT)	R. King Crab	Bairdi	Opilio	Chinook	Other salmon
Aleutian Challenger	42	0	0	0	0	0	92	904
Alyeska	35	0	0	0	0	0	446	2,484
Amber Dawn	0	0	0	0	0	0	0	0
American Beauty	85	0	1	0	0	0	145	799
California Horizon	55	0	1	0	0	0	375	1,486
Mar-Gun	84	1	0	0	5	5	144	687
Margaret Lyn	2	0	0	0	0	0	7	140
Mark I	60	0	2	0	0	0	184	509
Misty Dawn	66	0	0	0	0	0	431	1,052
Morning Star	0	0	0	0	0	0	0	0
Nordic Fury	31	0	0	0	0	0	60	395
Ocean Leader	53	0	0	0	0	0	235	674
Oceanic	66	1	2	0	0	0	273	601
Pacific Challenger	71	0	0	0	0	0	75	243
Pacific Fury	73	0	2	0	0	0	223	457
Popado II	57	0	6	0	0	4	148	423
Traveler	57	0	4	0	0	3	112	466
Vanguard	49	0	0	0	0	0	100	660
Vesteraalen	85	0	1	0	0	0	250	722
Western Dawn	56	0	3	0	0	0	152	573
TOTAL	1,026	4	24	0	5	12	3,452	13,275

**Table 4. Aggregate PSC and Groundfish Bycatch in 2004
Mothership Fleet Cooperative Directed Pollock Fishery.**

Species	Number	Weight (mt)
Opilio crab	12	
C. bairdi crab	5	
Red king crab	0	
Other species		84
Pacific cod		531
Other flatfish		17
Arrowtooth flounder		24
Flathead sole		153
Rock sole		176
Yellowfin sole		30
Turbot		1
Other rockfish		0
Pacific ocean perch		1
Shortraker/Rougheye		0
Northern rockfish		0
Atka mackerel		9
Pacific halibut		4
Chum salmon	13,275	
King salmon	3,452	
Pollock		129,222
Pacific herring		24
Sablefish		0
Squid		0
Unallocated species		0

Non-Pollock Groundfish Fisheries

In 2004 mothership catcher vessels participated in fisheries other than in the Bering Sea and Aleutian Islands directed pollock fishery. These fisheries included the BSAI Pacific cod fishery and the several directed fisheries in the Gulf of Alaska.

When developing recommendations for AFA groundfish harvesting sideboards, the North Pacific Fishery Management Council provided an annual exemption to mothership sector catcher vessels from sideboard limitations on harvests of BSAI Pacific cod after March 1. While the mothership sector did not reach the aggregate sideboard amount of cod prior to this date in 2004, a number of mothership fleet catcher vessels utilized the post-March 1 exemption and harvested amounts of cod in excess of their individual sideboard limits, resulting in a mothership sector cod harvest of 5,699 metric tons, 1,810 metric tons greater than the March 1 sideboard amount.

The Mothership Fleet Cooperative is a signatory to the inter-cooperative agreements and was actively involved in the development of measures and protocols by which the catcher vessels insure compliance with the groundfish and PSC sideboard provisions.

Some of the catcher vessels qualified to participate in the Mothership Fleet Cooperative also participate in an inshore cooperative. Regardless of inshore eligibility, however, all catcher vessels qualified to participate in the mothership sector fish under the mothership sector groundfish and PSC sideboards in the directed BSAI cod fishery. Any of the mothership catcher vessels that are “dual qualified” fish under the inshore cooperative sideboards in any groundfish fisheries other than BSAI pollock and cod.

Groundfish and PSC mothership cooperative catch and bycatch in non-pollock BSAI and GOA groundfish fishery information is contained in the tables below. As detailed in these report tables, none of the mothership sector groundfish or PSC sideboard caps were exceeded.

Table 5. Mothership Fleet Cooperative 2004 BSAI Pacific Cod Sideboard Amounts and Actual Landings by Vessel.

Vessel	% of Mothership Sideboard	Cod Sideboard MT	Landed Cod RWE
Aleutian Challenger	3.40%	132	124
Alyeska	1.13%	44	0
Amber Dawn	2.04%	79	0
American Beauty	3.37%	131	0
California Horizon	4.42%	172	0
Mar-Gun	6.62%	257	390
Margaret Lyn	4.15%	161	926
Mark I	14.51%	564	142
Misty Dawn	0.00%	0	0
Nordic Fury	8.56%	333	739
Ocean leader	3.79%	147	0
Oceanic	12.97%	504	172
Pacific Alliance	0.25%	10	0
Pacific Challenger	8.23%	320	957
Pacific Fury	7.95%	309	54
Papado II	0.97%	38	0
Traveler	1.99%	77	767
Vanguard	0.98%	38	0
Vesteraalen	8.09%	315	166
Western Dawn	6.59%	256	102
Total	100%	3,889	5,699

Table 6. Mothership Fleet Cooperative Halibut Bycatch Mortality Sector Allocation and Actual PSC Bycatch Mortality in the 2004 Directed BSAI Pacific Cod Fishery.

Vessel	Halibut Mortality Allocation (MT)	Actual Halibut Mortality (MT)	Chinook	Other salmon	Red king crab	Bairdi	Other Tanner	Herring (MT)
Aleutian Challenger	3.64	1.3	19	0	0	8	8	0
Alyeska	1.21	0	0	0	0	0	0	0
Amber Dawn	2.18	0	0	0	0	0	0	0
American Beautiy	3.61	0	0	0	0	0	0	0
California Horizon	4.73	0	0	0	0	0	0	0
Mar-Gun	7.08	7.0	1	0	0	181	9	0
Margaret Lyn	4.44	18.6	80	0	0	2,060	234	0
Mark I	15.53	1.4	0	0	0	53	1	0
Misty Dawn	0.00	0	0	0	0	0	0	0
Nordic Fury	9.16	5.2	5	0	0	341	46	0
Ocean leader	4.06	0	0	0	0	0	0	0
Oceanic	13.88	2.6	4	0	0	30	8	0
Pacific Alliance	0.27	0	0	0	0	0	0	0
Pacific Challenger	8.81	15.1	16	2	0	878	158	0
Pacific Fury	8.51	0	0	0	0	5	4	0
Papado II	1.04	0	0	0	0	0	0	0
Traveler	2.13	7.6	9	0	0	476	55	0
Vanguard	1.05	0	0	0	0	0	0	0
Vesteraalen	8.66	1.3	0	0	0	33	10	0
Western Dawn	7.05	0.8	7	0	0	4	10	0
Total	107	61.4	141	2	0	4,069	543	0

Table 7. Total Groundfish Catch in 2004 Mothership Fleet Cooperative BSAI Directed Pacific Cod Fishery.

Species	Landed MT	Discarded MT	Total Groundfish MT
Pacific Cod	5,699	7	5,706
Other Flatfish	2	19	21
Arrowtooth Flounder	7	68	75
Flathead Sole	2	34	36
Rock Sole	15	330	345
Yellowfin Sole	0	19	19
Greenland Turbot	0	0	0
Pacific Ocean Perch	0	1	1
Other Species	12	102	114
Other Red Rockfish - BS	0	0	0
Atka Mackerel	3	60	63
Sablefish	0	0	0
Squid	0	0	0
Incidental pollock	205	318	523
TOTAL	5,945	958	6,903

King Crab Fishery

Several of the catcher vessels in the Mothership Fleet Cooperative participated in the October 2004 red king crab fishery. The crab fishery sideboards, however, are managed directly by the inter-cooperative rather than the mothership or inshore sector cooperatives. For this reason, the crab fishery information is included in the inter-cooperative report.

Summary

The Mothership Fleet Cooperative successfully managed all directed harvest and bycatch limits in 2004. In addition to insuring that all harvest limits were observed, the MFC dedicated extensive resources to the reduction of salmon bycatch, which proved to be a formidable challenge to the MFC and the pollock harvesting fleet at large.

Our efforts to reduce salmon bycatch included participation in the intercooperative salmon bycatch reduction agreement, the MFC salmon bycatch avoidance reporting program, and ad hoc efforts on the fishing grounds including increased communications between fishermen and fishing fleets and extensive searches for fishing areas with low salmon bycatch rates. Mothership Fleet Cooperative salmon bycatch avoidance measures will be reviewed by the cooperative members with an aim toward increasing the effectiveness of such measures in 2005.

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
John H. Chun
Christopher S. McNulty

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

OF COUNSEL
E. Thaddeus Lewis

December 3, 2004

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

SENT VIA E-MAIL

Re: Mothership Fleet Cooperative - Annual Contract Filing

Dear Chris:

To the best of our knowledge, there have been no amendments to the Membership Agreement of the Mothership Fleet Cooperative since the Third Amendment to Membership Agreement dated as of January 6, 2004, a copy of which was sent to you on February 5, 2004.

Please note, however, that we have been informed that the new owner of the PACIFIC CHALLENGER is Pacific Dawn LLC. As soon as we have the necessary information, we will prepare an amendment to the Membership Agreement and send you a copy in due course. We anticipate that this will happen sometime in late January.

Sincerely yours,

MUNDT MacGREGOR L.L.P.



Antonetta S. Cornwell
Paralegal

cc: Mr. J. Christopher Garbrick (via e-mail)
Mr. John Henderschedt (via e-mail)
Mr. Joseph M. Sullivan

MUNDT MACGREGOR LLP
ATTORNEYS AT LAW

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

February 5, 2004

RECEIVED
FEB 10 2004

N.P.F.M.C. SENT VIA FAX

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

Re: Mothership Fleet Cooperative - Annual Contract Filing

Dear Chris:

Following up on our letter of January 13, 2004, enclosed is the Third Amendment to Membership Agreement to reflect the change in ownership of the vessel MAR-GUN, which is now owned by Margun Enterprises LLC. This Third Amendment has been signed by all of the members of the Mothership Fleet Cooperative.

Please feel free to contact us if you have any questions.

Sincerely yours,

MUNDT MacGREGOR L.L.P.

Nettie Cornwell

Antonetta S. Cornwell
Paralegal

Enclosure

cc: Mr. J. Christopher Garbrick (w/encl.)
Mr. John Henderschedt (w/encl.)
Ms. Sue Salvesson (w/encl.)
Mr. Joseph M. Sullivan (w/encl.)

MOTHERSHIP FLEET COOPERATIVE

THIRD AMENDMENT TO MEMBERSHIP AGREEMENT

This THIRD AMENDMENT TO MEMBERSHIP AGREEMENT is entered into as of January 6, 2004 by and among the entities and vessels listed on Exhibit C hereto (the "Members") and MOTHERSHIP FLEET COOPERATIVE, a Washington nonprofit corporation (the "Cooperative"):

RECITALS

A. The Members, excluding Margun Enterprises LLC, and the Cooperative are parties to that certain Membership Agreement dated as of January 6, 2000, as amended by that First Amendment to Membership Agreement entered into as of May 31, 2001 and that Second Amendment to Membership Agreement entered into as of January 22, 2002 (together, the "Membership Agreement").

B. The vessel MAR-GUN, Official Number 525608, has undergone a change in ownership and is now owned 100% by Margun Enterprises LLC, a Washington limited liability company. Margun Fisheries, Inc. has transferred its rights and obligations under the Membership Agreement to Margun Enterprises LLC.

AGREEMENT

Now, therefore, the members hereby agree as follows:

1. Substitution of Member. The parties acknowledge that Margun Fisheries, Inc. has assigned and delegated all of its rights and obligations under the Membership Agreement to Margun Enterprises LLC, and Margun Enterprises LLC has assumed all of Margun Fisheries, Inc.'s obligations under the Membership Agreement. The Membership Agreement is hereby amended to substitute Margun Enterprises LLC for Margun Fisheries, Inc.

2. Other Provisions. Each of the undersigned hereby acknowledges and agrees that the terms and conditions of the Membership Agreement shall be in full force and effect among the undersigned.

3. Counterparts and Fax. This Amendment may be signed in counterparts which, when taken together, shall have the same effectiveness as a fully executed original. Delivery of a signed copy of the Amendment by telefacsimile transmission shall have the effectiveness of delivering a signed original.

EXECUTED AS OF THE DATE FIRST WRITTEN ABOVE.

ALAKANUK BEAUTY, L.L.C.

AMBER DAWN FISHERIES, LLC.

By _____
Its _____

By _____
Its _____

EMMONAK LEADER L.L.C.

FURY GROUP, INC.

By _____
Its _____

By Michael Stou
Its President

GREAT WEST SEAFOODS L.P.

KATAHDIN, INC.

By J. P. [Signature]
Its President of C+D Fisheries
The General Partner

By Dale W. Johnson
Its Pres.

KING AND WINGE, INC.
FUTURA FISHERIES, INC.

KYDAKA CORPORATION

By _____
Its _____

By Dale W. Johnson
Its Pres.

SIGNATURES CONTINUED ON PAGE 3

02/05/04 THU 14:15 FAX
01/09/2004 13:12 FAX 2054418112
Jan 09 04 12:09p
01/09/2004 13:05 FAX 2054418112
JAN-9-2004 13:05 FROM:

002

P. 1

001/001

TO:12064418112

P:1/2

3. Counterparts and Fax This Amendment may be signed in counterparts which when taken together, shall have the same effectiveness as a fully executed original. Delivery of a signed copy of the Amendment by telefacsimile transmission shall have the effectiveness of delivering a signed original.

EXECUTED AS OF THE DATE FIRST WRITTEN ABOVE.

ALA KANUK BEASTY, L.L.C

By: [Signature]
Its: Manager

AMBER DAWN FISHERIES, LLC

By: [Signature]
Its: Manager

EMMONAK LEADER L.L.C

By: [Signature]
Its: Manager

FURY GROUP, INC.

By: _____
Its: _____

GREAT WEST SEAFOODS L.P.

By: _____
Its: _____

KATAHDIN, INC.

By: _____
Its: _____

KING AND WINGE, INC.
FUYUKA FISHERIES, INC

By: [Signature]
Its: Manager

KYDAKA CORPORATION

By: _____
Its: _____

SIGNATURES CONTINUED ON PAGE 3

LANGESATER FISHERIES, INC.
REITEN ENTERPRISES, INC.
ARRUELA FISHERIES, INC.

By Emar Langesater
Its MANAGER

MARGUN FISHERIES, INC.
Outgoing Member

By [Signature]
Its PRES.

MARK I, INC.

By [Signature]
Its President

MEDDAR CORPORATION

By _____
Its _____

POPADO, INC.

By Ocean Parker
Its _____

SUPREME ALASKA SEAFOODS, INC.

By [Signature]
Its President

VESTERAALLEN L.L.C.

By [Signature]
Its manager

WA'ATCH, INC.

By [Signature]
Its President

F/V WESTERN DAWN L.L.C.

By [Signature]
Its Manager

PACIFIC CHALLENGER

By _____
Chester T. Peterson

LANGESATER FISHERIES, INC.
REITEN ENTERPRISES, INC.
ARR JELA FISHERIES, INC.

By _____
Its _____

MARGUN FISHERIES, INC.
Outgoing Member

By _____
Its _____

MAFK I, INC.

By _____
Its _____

MEDDAR CORPORATION

By _____
Its *President* _____

POPADO, INC.

By _____
Its _____

SUPREME ALASKA SEAFOODS, INC.

By _____
Its _____

VESTERAALEN L.L.C.

By _____
Its _____

WAATCH, INC.

By _____
Its _____

F/V WESTERN DAWN L.L.C.

By _____
Its _____

PACIFIC CHALLENGER

By _____
Chester T. Peterson

SIGNATURES CONTINUED ON PAGE 4

LANGESATER FISHERIES, INC.
REITEN ENTERPRISES, INC.
ARRUELA FISHERIES, INC.

By Emmanuel Langesater
Its MANAGER

MARGUN FISHERIES, INC
Outgoing Member

By Shannon Clark
Its PRES.

MARK I, INC.

By J.P. [Signature]
Its President

MEDDAR CORPORATION

By _____
Its _____

POPADO, INC.

By Ocean Parker
Its _____

SUPREME ALASKA SEAFOODS, INC.

By F. J. B. [Signature]
Its President

VESTERAALEN L.L.C.

By Eric Pedersen
Its manager

WA'ATCH, INC.

By Daniel [Signature]
Its President

F/V WESTERN DAWN L.L.C.

By [Signature]
Its manager

PACIFIC CHALLENGER

By Chester T. Peterson
Chester T. Peterson

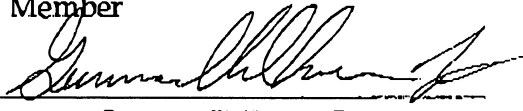
SIGNATURES CONTINUED ON PAGE 4

TRAVELER

MARGUN ENTERPRISES LLC

New Member

By _____
Rex Hockema



Gunnar Ildhuso, Jr.
Title: PICS

MOTHERSHIP FLEET COOPERATIVE

J. Christopher Garbrick
President

MOTHERSHIP FLEET COOPERATIVE

EXHIBIT C

TO THIRD AMENDMENT TO MEMBERSHIP AGREEMENT

BERING SEA/ALEUTIAN ISLANDS POLLOCK FISHERY
HARVEST SCHEDULE

MEMBER	VESSEL(S)	PERCENTAGE OF "ALLOCATION"
Alakanuk Beauty, L.L.C.	AMERICAN BEAUTY	6.000%
Amber Dawn Fisheries, L.L.C.	AMBER DAWN	5.225%
Emmonak Leader L.L.C.	OCEAN LEADER	6.000%
Fury Group, Inc.	NORDIC FURY PACIFIC FURY	6.177% 5.889%
Great West Seafoods L.P.	MARGARET LYN	5.643%
Katahdin, Inc.	MISTY DAWN	3.569%
King and Winge, Inc. Futura Fisheries, Inc.	VANGUARD	5.350%
Kydaka Corporation	CALIFORNIA HORIZON	3.786%
Langesater Fisheries, Inc. Reiten Enterprises, Inc. Arruela Fisheries, Inc.	OCEANIC	7.038%
Margun Enterprises LLC	MAR-GUN	6.251%
Mark I, Inc.	MARK I	6.251%
Meddar Corporation	ALEUTIAN CHALLENGER	4.925%
Popado, Inc.	PAPADO II	2.953%

Supreme Alaska Seafoods, Inc.	PACIFIC ALLIANCE	3.601%
Vesteraalen L.L.C.	VESTERAALEN	6.201%
Wa'atch, Inc.	ALYESKA	2.272%
F/V Western Dawn L.L.C.	WESTERN DAWN	4.150%
Chester T. Peterson	PACIFIC CHALLENGER	4.446%
Rex Hockema	TRAVELER	4.272%