

ANNUAL REPORT OF THE  
UNISEA FLEET COOPERATIVE  
YEAR 2011

PREPARED FOR:

NORTH PACIFIC FISHERY MANAGEMENT COUNCIL

MARCH 6, 2012

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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 2011 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 2011 was the twelfth year of UFC operations under the AFA. The UniSea fleet was managed and operated during 2011 following the successful model established during the preceding 2000-2010 fisheries--basically without change. This document format and 14 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

There were two membership changes to UFC in 2011. The ownership of the F/V *Starfish* changed and the vessel remained in UFC but was re-admitted to the co-op under new ownership. A second vessel named F/V *Morning Star*, a 57' catcher vessel (USCG# 1037811) joined UFC becoming the 16<sup>th</sup> vessel. Including the two changes, eight individual members of the UFC representing 16 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 2011 fishing season (Attachment 1, UniSea Fleet

Cooperative First Amendment to Amended and Restated Membership Agreement for 2011 dated 01/04/11, and Pollock Harvest Schedule). The F/V *Mar Gun* did not fish in the Bering Sea in 2011. The 2011 member vessels and their owners are listed below:

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

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

Jeff Hendricks, Manager, Auriga/Aurora General Partnership

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

Bob Desautel, Managing Member, Dona Martita, LLC

- F/V *Defender* 195 ft LOA

Chris Swasand, Member, Aleutian Spray Fisheries, Inc.

- 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

Bob Desautel, Managing Member, Dona Martita, LLC.

- F/V *Morning Star* 148 ft LOA

Rick Mezich, President, F/V Starfish, LLC.

- F/V *Starfish* 123 ft LOA

Chris 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

Rick Mezich, President, Starlite Fisheries, LLC.

- F/V *Starlite* 123 ft LOA

Rick Mezich, President, Starward Fisheries, LLC.

- F/V *Starward* 123 ft LOA

Rick Mezich, President, Fierce Allegiance, LLC.

- F/V *Fierce Allegiance* 167 ft LOA

Rick Mezich, President, F/V Morning Star, LLC.

- F/V *Morning Star* 57 ft Reg. Length

Co-op management and administration continued during 2011 and remained basically unchanged from management and administration of the 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 2011 as established in year 2000 and as conducted in 2001-2010.

#### UFC BERING SEA POLLOCK ALLOCATION TRANSFERS AND CATCH

In 2011, UFC's 16 member vessels received a final AFA Bering Sea pollock allocation that totaled 146,384 mt. This pollock allocation to UFC represented 11.692% of the total Bering Sea directed pollock allocation and 26.483% of the

inshore sector allocation. Exhibit 2 shows the distribution of final 2011 pollock allocations between the seven inshore pollock cooperatives. UFC's allocation of 26.483% of the inshore sector allocation ranked UFC as the second largest inshore co-op.

Each of the 16 UFC vessel's final pollock allocations are identified in Exhibit 3 showing their respective tonnage and each vessel's percentage of the UFC total allocation. The F/V *Pacific Monarch's* allocation was transferred to 7 other vessels in the UFC and divided up between those 7 vessels as reported in Exhibit 4.

Exhibit 5 reports the final 2011 Bering Sea pollock allocations for each of the remaining and active 13 vessels in the UniSea fleet during the 2011 season after both the F/V *Pacific Monarch* transfers and after in-season transfers of pollock allocations between member vessels. Two member vessels (*MarGun* and the new *Morning Star*) transferred all of their 2011 pollock quota to other UFC member vessels.

Exhibit 6 provides UFC Bering Sea pollock catches that occurred during the 2011 season relative to final allocations after all co-op transfers. The UFC directed Bering Sea pollock catch totaled 133,349.475 mt, which was 13,034.559 mt less than the final allocation. This catch equated to 91.10% utilization of the final 2011 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 2011, UFC member vessels delivered 131,935.629 mt of their 133,349.475 mt total deliveries to their affiliated plant at UniSea. The UniSea deliveries represented 98.94% 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 99.09% of the total catch of pollock plus all other groundfish in the directed pollock fishery.

Vessel-level detail of salmon bycatch in the directed Bering Sea pollock fishery is reported for UFC in 2011 to meet additional reporting requirements under Amendment 84 (salmon bycatch ICA). Specifically, Exhibit 7 summarizes the seasonal (A and B) catches of Chinook and chum salmon (other salmon), and the number of appearances of each vessel on the "dirty 20" lists for both salmon species. To appear on the "dirty 20" list, a vessel must have exceeded the salmon bycatch base rate for that weekly period and have been among the top 20 vessels with the highest salmon bycatch rate for that weekly period.

Additional salmon bycatch measures were in effect under Amendment 91 in 2011. We have been advised that further details of salmon bycatch in 2011 (including the effectiveness of reduction measures) are to be provided in a Chinook salmon IPA annual report and the non-Chinook salmon ICA annual report – both of which are prepared at the Interco-op level.

#### 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 sideboard allocations. By AFA definition, all catch of groundfish sideboard species made by non-exempt AFA catcher vessels, whether as targeted catch or incidental catch, are to be deducted from the sideboard limits. These are reported in the final harvest specifications (Table 13, 76 FR 11139) and are intended to be a cap on all catches of these species.

Initial BSAI sideboard limits for all AFA CV cooperatives totaled 48,597 mt for all sideboard species. Of this total, only BSAI Pacific cod was allocated further to AFA co-ops and the allocation to UFC vessels totaled 4,389 mt. A total of 2,920 mt of BSAI sideboard species were caught by UFC vessels and 2,175 mt of UFC

allocated sideboards (cod only) were left unharvested (Exhibit 8). Aggregate differences between catch and sideboard limits for all AFA CV cooperatives will be reported in the Inter-coop Report.

Initial GOA sideboard limits for all AFA CV cooperatives totaled 38,375 mt for all sideboard species. Only pollock and Pacific cod were allocated further to AFA co-ops and UFC allocation to vessels totaled 3,686 mt with no sideboard transfers for UFC occurring in 2011 (Exhibit 9). UFC member vessels did not conduct fisheries for pollock or for other species of groundfish in the GOA management region and all GOA sideboard limits were left unharvested.

#### DIRECTED BERING SEA COD AND GULF POLLOCK FISHERY

UFC member vessels conducted a small directed Bering Sea cod fishery within sideboard limits (4,389 mt) during 2011. This fishery was conducted by four member vessels (Exhibit 10) and yielded a harvest of 1,645 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 11. Cod comprised 78.97% 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 2011 and there were no transfers of UFC GOA sideboard pollock allocation (Exhibit 12).

#### DIRECTED CRAB FISHING

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

## UFC PROHIBITED SPECIES AND ALL GROUND FISH 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 13. UFC member vessels' total catch (landings and discards) by groundfish species, area and vessel is shown in Exhibit 14.

## 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, 2011.

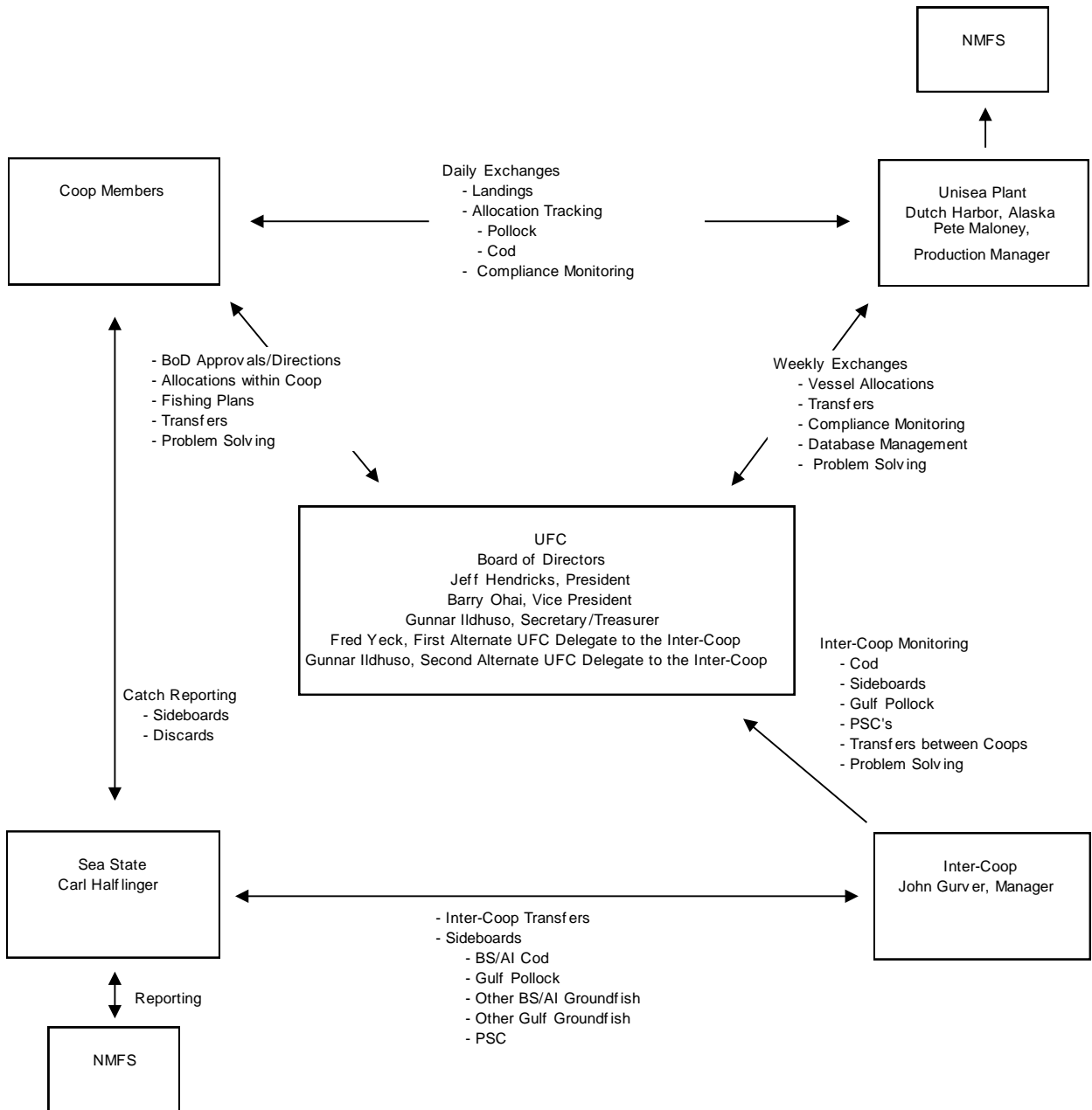


Exhibit 2. Percent distribution of 2011 Bering Sea "inshore pollock allocation" between the seven inshore AFA pollock cooperatives.

### Bering Sea Inshore Pollock Co-op 2011 Allocation

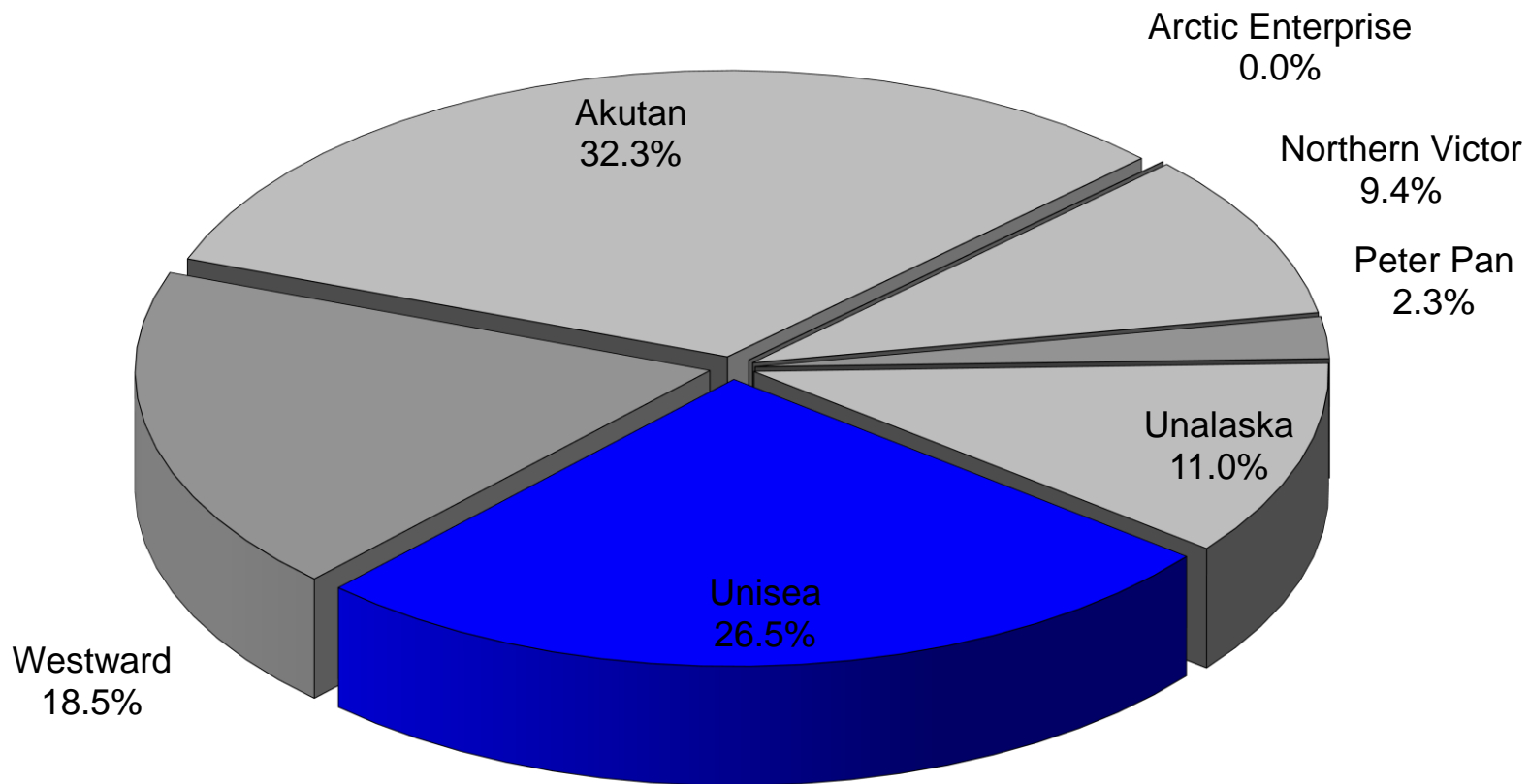


Exhibit 3. UniSea Fleet Cooperative member vessel initial pollock allocations expressed as a percentage of the co-op total, as a percentage of the Bering Sea directed inshore pollock fishery, and in metric tons for 2011.

Unisea Allocation (MT)				
146,384.000				
Company	Boat	% Co-op Allocation*	Pollock Allocations % Directed Inshore Pollock Fishery	Annual Allocation (MT)
Rondy's Inc.	Alea	6.281%	1.664%	9,194.974
Rondy's Inc.	Argosy	6.166%	1.633%	9,026.339
Aurora/Auriga General Partnership	Auriga	11.698%	3.098%	17,124.603
Aurora/Auriga General Partnership	Aurora	11.702%	3.099%	17,129.580
F/V Defender LLC	Defender	13.149%	3.482%	19,247.759
Fierce Allegiance LLC	Fierce Allegiance	3.541%	0.938%	5,183.170
Ildhuso Fisheries, Inc.	GunMar	8.383%	2.220%	12,271.529
MarGun Enterprises LLC	MarGun	0.394%	0.104%	576.461
Dona Martita LLC	Morning Star	6.412%	1.698%	9,386.151
F/V Nordic Star LLC	Nordic Star	3.815%	1.010%	5,584.409
Aleutian Spray Fisheries, Inc.	Starfish	5.707%	1.511%	8,354.290
Starlite Fisheries LLC	Starlite	4.762%	1.261%	6,970.667
Starward Fisheries LLC	Starward	4.626%	1.225%	6,772.316
FY Fisheries, Inc.	Seadawn	5.327%	1.411%	7,798.176
F/V Morning Star LLC	Morning Star (57')	1.998%	0.529%	2,924.023
PacMon LLC	Pacific Monarch	6.039%	1.599%	8,839.553
Co-op Total		100.000%	26.483%	146,384.000

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

Exhibit 4. UniSea Fleet Cooperative 2011 Bering Sea pollock allocations after purchase of F/V *Pacific Monarch* and transfer of the F/V *Pacific Monarch* initial allocation to seven UFC member vessels.

UniSea Allocation (MT)				Pacific Monarch	Pacific Monarch
146,384.000				Pollock Allocation	Adjusted Pollock Allocation
Company	Boat	% Co-op Allocation	Transfer	Percent	Metric Tons
Rondy's Inc.	Alesa	6.281%	0.498%	6.780%	9,924.305
Rondy's Inc.	Argosy	6.166%	0.489%	6.655%	9,742.353
Aurora/Auriga General Partnership	Auriga	11.698%	0.928%	12.627%	18,483.248
Aurora/Auriga General Partnership	Aurora	11.702%	0.928%	12.630%	18,488.223
F/V Defender LLC	Defender	13.149%	1.037%	14.186%	20,766.124
Fierce Allegiance LLC	Fierce Allegiance	3.541%	0.000%	3.541%	5,183.109
Ildhuso Fisheries, Inc.	GunMar	8.383%	0.740%	9.123%	13,354.822
MarGun Enterprises LLC	MarGun	0.394%	0.000%	0.394%	576.515
Dona Martita LLC	Morning Star	6.412%	0.000%	6.412%	9,386.198
F/V Nordic Star LLC	Nordic Star	3.815%	1.418%	5.233%	7,659.749
Aleutian Spray Fisheries, Inc.	Starfish	5.707%	0.000%	5.707%	8,354.219
Starlite Fisheries LLC	Starlite	4.762%	0.000%	4.762%	6,970.667
Starward Fisheries LLC	Starward	4.626%	0.000%	4.626%	6,772.316
FY Fisheries, Inc.	Seadawn	5.327%	0.000%	5.327%	7,798.155
F/V Morning Star LLC	Morning Star (57')	1.998%	0.000%	1.998%	2,924.032
PacMon LLC	Pacific Monarch	6.039%	-6.039% **	0.000%	0.000
Co-op Total		100.000%	0.000%	100.000%	146,384.000 *

\* Some totals are rounded. Vessel percentages are as published in cooperative harvest schedule.

\*\* Pacific Monarch allocation distributed according to transfer schedule provided by UniSea to 7 vessels. Pac Mon transferred percentages reflect ASF allocation transfers documented in UFC pollock transfer logs

Exhibit 5. UniSea Fleet Cooperative member vessel final Bering Sea directed pollock allocations for 2011 after reallocations of the F/V *Pacific Monarch* tonnage and with co-op transfers.

Company	Boat	Initial Pollock Allocation (MT)	Within Co-op Net Transfer In & Out (MT)	Final Pollock Allocation (MT)
Rondy's Inc.	Alsea	9,924.305	-167.142	9,757.163
Rondy's Inc.	Argosy	9,742.353	+167.142	9,909.495
Aurora/Auriga General Partnership	Auriga	18,483.248	+2.491	18,485.739
Aurora/Auriga General Partnership	Aurora	18,488.223	-2.488	18,485.735
F/V Defender LLC	Defender	20,766.124	+274.678	21,040.802
Fierce Allegiance LLC	Fierce Allegiance	5,183.109	+2,734.313	7,917.422
Ildhuso Fisheries, Inc.	GunMar	13,354.822	+604.597	13,959.419
MarGun Enterprises LLC	MarGun	576.515	-576.494	0.021
Dona Martita LLC	Morning Star	9,386.198	-274.678	9,111.520
F/V Nordic Star LLC	Nordic Star	7,659.749	-56.375	7,603.374
Aleutian Spray Fisheries, Inc.	Starfish	8,354.219	0.000	8,354.219
Starlite Fisheries LLC	Starlite	6,970.667	+189.719	7,160.386
Starward Fisheries LLC	Starward	6,772.316	0.000	6,772.316
FY Fisheries, Inc.	Seadawn	7,798.155	+28.269	7,826.424
F/V Morning Star LLC	Morning Star (57')	2,924.032	-2,924.032	0.000
Co-op Total		146,384.000 *	0.000	146,384.000 *

\* Some totals are rounded.



Exhibit 6. Comparison of UniSea Fleet Cooperative member vessels directed Bering Sea pollock catches with final allocations, 2011.

Company	Boat	Final Pollock Allocation (MT)	Directed Bering Sea Pollock Catch by Vessel (MT)	Difference Over (+) Under (-)
Rondy's Inc.	Alea	9,757.163	9,757.063	-0.100
Rondy's Inc.	Argosy	9,909.495	9,827.067	-82.428
Aurora/Auriga General Partnership	Auriga	18,485.739	16,165.699	-2,320.040
Aurora/Auriga General Partnership	Aurora	18,485.735	16,171.410	-2,314.325
F/V Defender LLC	Defender	21,040.802	19,299.422	-1,741.380
Fierce Allegiance LLC	Fierce Allegiance	7,917.422	6,661.373	-1,256.050
Ildhuso Fisheries, Inc.	GunMar	13,959.419	12,776.629	-1,182.790
MarGun Enterprises LLC	MarGun	0.021	0.000	-0.021
Dona Martita LLC	Morning Star	9,111.520	7,847.754	-1,263.766
F/V Nordic Star LLC	Nordic Star	7,603.374	6,917.983	-685.390
Aleutian Spray Fisheries, Inc.	Starfish	8,354.219	7,309.326	-1,044.892
Starlite Fisheries LLC	Starlite	7,160.386	6,409.516	-750.870
Starward Fisheries LLC	Starward	6,772.316	6,379.331	-392.985
FY Fisheries, Inc.	Seadawn	7,826.424	7,826.902	0.478
F/V Morning Star LLC	Morning Star (57')	0.000	0.000	0.000
Co-op Total		146,384.000 *	133,349.475 *	-13,034.559

\* Some totals are rounded.

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, 2011.

Company	Boat	Directed Bering Sea Pollock Catch (MT)	Other Groundfish Catch (MT)	Halibut Mortality (MT)	Herring Catch (MT)	Red King Crab (#)	<i>bairdi</i> Tanner Crab (#)	Other Tanner Crab (#)	A Season*		B Season*	
									Chinook Salmon # (D2)	Other Salmon # (D2)	Chinook Salmon # (D2)	Other Salmon # (D2)
Rondy's Inc.	Alsea	9,757.063	54.81	0	0	0	0	0	101 (0)	0 (0)	48 (0)	1,922 (5)
Rondy's Inc.	Argosy	9,827.067	125.79	2	0	0	0	0	61 (0)	0 (0)	149 (0)	2,421 (4)
Aurora/Auriga General Partnership	Auriga	16,165.699	125.61	0	0	0	0	0	108 (0)	4 (0)	329 (0)	3,038 (3)
Aurora/Auriga General Partnership	Aurora	16,171.410	142.88	3	0	0	0	0	133 (0)	4 (0)	368 (0)	4,547 (4)
F/V Defender LLC	Defender	19,299.422	160.24	11	3	0	0	0	174 (0)	1 (0)	637 (0)	2,949 (5)
Fierce Allegiance LLC	Fierce Allegiance	6,661.373	39.29	0	4	0	0	4	90 (0)	3 (0)	19 (0)	1,498 (3)
Ildhuso Fisheries, Inc.	GunMar	12,776.629	117.02	1	0	0	0	0	120 (0)	1 (0)	476 (0)	2,546 (5)
MarGun Enterprises LLC	MarGun	0.000	0.00	0	0	0	0	0	0 (0)	0 (0)	0 (0)	0 (0)
Dona Martita LLC	Morning Star	7,847.754	90.75	1	9	0	0	0	92 (0)	0 (0)	299 (0)	1,895 (6)
F/V Nordic Star LLC	Nordic Star	6,917.983	72.01	2	0	0	1	23	39 (0)	0 (0)	144 (0)	1,649 (6)
Aleutian Spray Fisheries, Inc.	Starfish	7,309.326	72.56	1	3	0	0	0	111 (0)	2 (0)	454 (0)	2,081 (6)
Starlite Fisheries LLC	Starlite	6,409.516	60.49	4	2	0	0	5	79 (0)	2 (0)	219 (0)	2,933 (3)
Starward Fisheries LLC	Starward	6,379.331	68.44	0	4	0	5	5	42 (0)	1 (0)	179 (0)	1,805 (4)
FY Fisheries, Inc.	Seadawn	7,826.902	96.01	1	0	0	0	0	83 (0)	1 (0)	9 (0)	2,254 (6)
F/V Morning Star LLC	Morning Star (57')	0.000	0.00	0	0	0	0	0	0 (0)	0 (0)	0 (0)	0 (0)
Co-op Total		133,349.475	1,225.90	27	27	0	6	38	1,233	19	3,330	31,538

PSC and other catch totals are from Seastate.

\* Continued reporting requirements for 2010 showing season split of chinook and other salmon PSC catches and the number of appearances on the weekly "Dirty 20" (D2) bycatch lists for chinook and other salmon by season.

Exhibit 8. BSAI sideboard limits and aggregate catch for the UniSea Fleet Cooperative member vessels, 2011.

BSAI Sideboard Species Limits from 2011 Final Specs Table 13 Area/Species/Season	Total AFA CV Sideboard Limit (mt)	Initial UFC** Sideboard Limit (mt)	Inter-Co-op Sideboard Transfer (mt)	Final Sideboard Limit (mt)**	UFC Co-op Catch (mt)	Difference Over "+" (mt) Under "-" (mt)
BSAI Pacific cod	38,729	4,389	0	4,389	2,214	-2,175
BS Sablefish	110	NA	NA	NA	0	NA
AI Sablefish	26	NA	NA	NA	0	NA
Eastern BSAI Atka mackerel	58	NA	NA	NA	2	NA
Central AI Atka mackerel	1	NA	NA	NA	0	NA
Western AI Atka mackerel	0	NA	NA	NA	0	NA
BSAI rock sole	2,588	NA	NA	NA	126	NA
BS Greenland turbot	192	NA	NA	NA	0	NA
AI Greenland turbot	27	NA	NA	NA	0	NA
BSAI arrowtooth flounder	1,519	NA	NA	NA	111	NA
BSAI Kamchatka flounder	1,038	NA	NA	NA	0	NA
BSAI Alaska plaice	600	NA	NA	NA	0	NA
BSAI other flatfish	112	NA	NA	NA	42	NA
BSAI flathead sole	1,874	NA	NA	NA	297	NA
BS Pacific ocean perch	485	NA	NA	NA	8	NA
Eastern AI Pacific ocean perch	39	NA	NA	NA	0	NA
Central AI Pacific ocean perch	11	NA	NA	NA	0	NA
Western AI Pacific ocean perch	0	NA	NA	NA	0	NA
BSAI northern rockfish	34	NA	NA	NA	0	NA
BSAI shortraker rockfish	1	NA	NA	NA	0	NA
EBS/EAI rougheye rockfish	1	NA	NA	NA	0	NA
CAI/WAI rougheye rockfish	1	NA	NA	NA	0	NA
BS other rockfish	2	NA	NA	NA	0	NA
AI other rockfish	4	NA	NA	NA	0	NA
BSAI squid	138	NA	NA	NA	0	NA
BSAI skates	759	NA	NA	NA	92	NA
BSAI sharks	2	NA	NA	NA	3	NA
BSAI octopuses	7	NA	NA	NA	0	NA
BSAI sculpins	239	NA	NA	NA	22	NA
Co-op All Species Sideboard Total	48,597	NA	0	NA	2,920	-2,175
PSC limited halibut for Bering Sea Directed cod fishery		43				

Note: Some totals are rounded. Catch totals are from Seastate data  
Yellowfin sole exempted as sideboard species by 679.64(b)(6).

\* UFC sideboard allocations are made from total AFA CV sideboard limit when a directed fishery may occur - for 2011 this was for Pacific cod only as directed fishing is prohibited (see Table 13, 76FR11139) for all BSAI sideboard species except Pacific cod and yellowfin sole (see note\* above).

\*\* Final sideboard limit totals may also include amounts withheld for bycatch requirements.

Exhibit 9. GOA sideboard limits and aggregate catch for the UniSea Fleet Cooperative member vessels, 2011.

GOA Sideboard Species Limits from 2011 Final Specs Table 14*	Total AFA CV Sideboard Limit (mt)	Initial UFC* Sideboard Limit (mt)	Inter-Co-op Sideboard Transfer (mt)	Final Sideboard Limit (mt)**	UFC Co-op Catch (mt)	Difference Over "+-" (mt) Under "-." (mt)
Area 610 "A" season pollock	2,895	523	0	523	0	-523
Area 620 "A" season pollock	1,388	0	0	0	0	0
Area 630 "A" season pollock	908	13	0	13	0	-13
Area 610 "B" season pollock	2,895	523	0	523	0	-523
Area 620 "B" season pollock	1,661	0	0	0	0	0
Area 630 "B" season pollock	434	13	0	13	0	-13
Area 610 "C" season pollock	5,278	953	0	953	0	-953
Area 620 "C" season pollock	656	0	0	0	0	0
Area 630 "C" season pollock	1,381	19	0	19	0	-19
Area 610 "D" season pollock	5,278	953	0	953	0	-953
Area 620 "D" season pollock	656	0	0	0	0	0
Area 630 "D" season pollock	1,381	19	0	19	0	-19
Area 640 Annual pollock	817	443	0	443	0	-443
Area 650 Annual pollock	3,231	NA	NA	NA	0	NA
Western "A" season GOA Pacific cod	1,819	136	0	136	0	-136
Central "A" season GOA Pacific cod	1,677	0	0	0	0	0
Western "B" season GOA Pacific cod	1,214	90	0	90	0	-90
Central "B" season GOA Pacific cod	1,117	0	0	0	0	0
Eastern Annual GOA Pacific cod	16	NA	NA	NA	0	NA
Western GOA deep-water flatfish	0	0	0	0	0	0
Central GOA deep-water flatfish	189	0	0	0	0	0
Eastern GOA deep-water flatfish	27	NA	NA	NA	0	NA
Western GOA rex sole	1	NA	NA	NA	0	NA
Central GOA rex sole	242	0	0	0	0	0
Eastern GOA rex sole	3	NA	NA	NA	0	NA
Western GOA flathead sole	7	NA	NA	NA	0	NA
Central GOA flathead sole	107	0	0	0	0	0
Eastern GOA flathead sole	2	NA	NA	NA	0	NA
Western GOA shallow-water flatfish	70	NA	NA	NA	0	NA
Central GOA shallow-water flatfish	763	0	0	0	0	0
Eastern GOA shallow-water flatfish	15	NA	NA	NA	0	NA
Western GOA arrowtooth flounder	17	NA	NA	NA	0	NA
Central GOA arrowtooth flounder	840	0	0	0	0	0
Eastern GOA arrowtooth flounder	1	NA	NA	NA	0	NA
Western GOA sablefish	0	0	0	0	0	0
Central GOA sablefish	61	NA	NA	NA	0	NA
Eastern GOA sablefish	11	NA	NA	NA	0	NA
Western GOA Pacific ocean perch	6	NA	NA	NA	0	NA
Central GOA Pacific ocean perch	776	NA	NA	NA	0	NA
Eastern GOA Pacific ocean perch	90	NA	NA	NA	0	NA
Western GOA shortraker rockfish	0	0	0	0	0	0
Central GOA shortraker rockfish	7	NA	NA	NA	0	NA
Eastern GOA shortraker rockfish	5	NA	NA	NA	0	NA
Western GOA rougheye rockfish	0	0	0	0	0	0
Central GOA rougheye rockfish	21	NA	NA	NA	0	NA
Eastern GOA rougheye rockfish	5	NA	NA	NA	0	NA
Western GOA other rockfish	1	NA	NA	NA	0	NA
Central GOA other rockfish	86	NA	NA	NA	0	NA
Eastern GOA other rockfish	0	0	0	0	0	0
Western GOA northern rockfish	1	NA	NA	NA	0	NA
Central GOA northern rockfish	63	NA	NA	NA	0	NA
Western GOA pelagic shelf rockfish	0	0	0	0	0	0
Central GOA pelagic shelf rockfish	0	0	0	0	0	0
Eastern GOA pelagic shelf rockfish	3	NA	NA	NA	0	NA
Western GOA thornyhead rockfish	12	NA	NA	NA	0	NA
Central GOA thornyhead rockfish	18	NA	NA	NA	0	NA
Eastern GOA thornyhead rockfish	20	NA	NA	NA	0	NA
Western GOA big skates	4	NA	NA	NA	0	NA
Central GOA big skates	13	NA	NA	NA	0	NA
Eastern GOA big skates	4	NA	NA	NA	0	NA
Western GOA longnose skates	1	NA	NA	NA	0	NA
Central GOA longnose skates	13	NA	NA	NA	0	NA
Eastern GOA longnose skates	5	NA	NA	NA	0	NA
GOA other skates	13	NA	NA	NA	0	NA
SEO GOA demersal shelf rockfish	1	NA	NA	NA	0	NA
GOA Atka mackerel	62	NA	NA	NA	0	NA
GOA squids	7	NA	NA	NA	0	NA
GOA sharks	39	NA	NA	NA	0	NA
GOA octopuses	6	NA	NA	NA	0	NA
GOA sculpins	35	NA	NA	NA	0	NA
Co-op All Species Sideboard Total	38,375	3,686	0	3,686	0	-3,686

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

\* UFC sideboard allocations are made from total AFA CV sideboard limit (Table 14, 76FR11111) when a directed fishery may occur.

\*\* Final sideboard limit totals may also include amounts withheld for bycatch requirements.

Exhibit 10. Comparison of UniSea Fleet Cooperative member vessels directed Bering Sea Pacific cod catches with final allocations, 2011.

Company	Boat	Total* Co-op Cod Allocation (MT)	UFC Transfers In(+), Out(-) (MT)	UFC Final Cod Allocation (MT)	Directed Bering Sea Cod Catch (MT)	Difference Over (+) Under (-) (MT)
Rondy's Inc.	Alesea	268	0	268	0	-268
Rondy's Inc.	Argosy	293	0	293	0	-293
Aurora/Auriga General Partnership	Auriga	29	0	29	0	-29
Aurora/Auriga General Partnership	Aurora	32	0	32	0	-32
F/V Defender LLC	Defender	47	0	47	0	-47
Fierce Allegiance LLC	Fierce Allegiance	148	0	148	0	-148
Ildhuso Fisheries, Inc.	GunMar	259	0	259	0	-259
MarGun Enterprises LLC	MarGun	0	0	0	0	0
Dona Martita LLC	Morning Star	85	0	85	0	-85
F/V Nordic Star LLC	Nordic Star	651	0	651	246	-405
Aleutian Spray Fisheries, Inc.	Starfish	349	171	520	474	-47
Starlite Fisheries LLC	Starlite	345	-171	174	0	-174
Starward Fisheries LLC	Starward	636	0	636	430	-206
FY Fisheries, Inc.	Seadawn	625	0	625	495	-130
F/V Morning Star LLC	Morning Star (57')	0	0	0	0	0
<b>Co-op Total</b>		<b>3,768</b>	<b>0 **</b>	<b>3,768</b>	<b>1,645</b>	<b>-2,123</b>

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

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

Exhibit 11. Directed Pacific cod fishing catch and bycatch for the UniSea Fleet Cooperative member vessels, 2011.

Company	Boat	Directed Bering Sea Pacific cod Catch (MT)	Other Groundfish Catch (MT)	Halibut Mortality (MT)	Herring Catch (MT)	Red King Crab (#)	<i>bairdi</i> Tanner Crab (#)	Other Tanner Crab (#)	Chinook Salmon (#)	Other Salmon (#)
Rondy's Inc.	Alea	0	0	0	0	0	0	0	0	0
Rondy's Inc.	Argosy	0	0	0	0	0	0	0	0	0
Aurora/Auriga General Partnership	Auriga	0	0	0	0	0	0	0	0	0
Aurora/Auriga General Partnership	Aurora	0	0	0	0	0	0	0	0	0
F/V Defender LLC	Defender	0	0	0	0	0	0	0	0	0
Fierce Allegiance LLC	Fierce Allegiance	0	0	0	0	0	0	0	0	0
Ildhuso Fisheries, Inc.	GunMar	0	0	0	0	0	0	0	0	0
MarGun Enterprises LLC	MarGun	0	0	0	0	0	0	0	0	0
Dona Martita LLC	Morning Star	0	0	0	0	0	0	0	0	0
F/V Nordic Star LLC	Nordic Star	246	36	1	0	0	32	0	8	0
Aleutian Spray Fisheries, Inc.	Starfish	474	123	5	0	0	0	0	0	0
Starlite Fisheries LLC	Starlite	0	0	0	0	0	0	0	0	0
Starward Fisheries LLC	Starward	430	124	7	0	0	243	127	0	0
FY Fisheries, Inc.	Seadawn	495	154	3	0	0	0	0	0	0
F/V Morning Star LLC	Morning Star (57')	0	0	0	0	0	0	0	0	0
Co-op Total*		1,645	438	15	0	0	275	127	8	0

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

Exhibit 12. Transfers of UniSea Fleet Cooperative Gulf of Alaska pollock sideboard limits to other catcher vessel co-ops, 2011.

Gulf Area/Season	Transfers To	Transfer Amount (MT)
NO TRANSFERS		
Total GOA Transfers		0

Exhibit 13. UniSea Fleet Cooperative vessel-by-vessel prohibited species catch, 2011.

March 6, 2012

Company	Boat	Halibut Mortality (MT)	Herring Catch (MT)	Red King Crab (#)	<i>bairdi</i> Tanner Crab (#)	Other Tanner Crab (#)	Chinook Salmon (#)	Other Salmon (#)
Rondy's Inc.	Alsea	0	0	0	0	0	149	1,922
Rondy's Inc.	Argosy	2	0	0	0	0	210	2,421
Aurora/Auriga General Partnership	Auriga	0	0	0	0	0	437	3,042
Aurora/Auriga General Partnership	Aurora	3	0	0	0	0	501	4,551
F/V Defender LLC	Defender	11	3	0	0	0	811	2,950
Fierce Allegiance LLC	Fierce Allegiance	0	4	0	0	4	109	1,501
Ildhuso Fisheries, Inc.	GunMar	1	0	0	0	0	596	2,547
MarGun Enterprises LLC	MarGun	0	0	0	0	0	0	0
Dona Martita LLC	Morning Star	1	9	0	0	0	391	1,895
F/V Nordic Star LLC	Nordic Star	3	0	0	33	23	191	1,649
Aleutian Spray Fisheries, Inc.	Starfish	6	3	0	0	0	565	2,083
Starlite Fisheries LLC	Starlite	4	2	0	0	5	298	2,935
Starward Fisheries LLC	Starward	7	4	0	248	132	221	1,806
FY Fisheries, Inc.	Seadawn	4	0	0	0	0	92	2,255
F/V Morning Star LLC	Morning Star (57')	0	0	0	0	0	0	0
Co-op Total*		42	27	0	281	165	4,571	31,557

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

Note: PSC totals are from Seastate data.



Exhibit 14. UniSea Fleet Cooperative vessel-by-vessel total groundfish catch (landed and discarded), 2011.

	GF Sp/Area	Alesa	Argosy	Auriga	Aurora	Defender	Fierce Alleg.	GunMar	Morning Star	Nordic Star	Seadawn	Starfish	Starlite	Starward	UFC Total
Landed Catch (mt)	Pollock BS	9,757	9,827	16,166	16,172	19,300	6,661	12,777	7,846	6,918	7,805	7,249	6,410	6,348	133,235
	Pcod BSAI	33	70	54	68	51	25	61	45	287	527	504	30	456	2,210
	Flathead BSAI	11	21	32	35	52	5	17	25	14	22	23	11	20	287
	Rocksole BSAI	3	5	12	8	12	2	17	4	0	22	3	5	5	100
	Arrowtooth BSAI	5	9	11	12	20	1	6	6	9	4	6	3	6	99
	Skates BSAI	3	7	7	8	8	3	7	6	4	13	4	5	4	77
	Oflats BSAI	1	5	3	4	8	0	5	4	2	1	3	2	3	40
	POP BS	0	0	0	0	2	0	1	0	0	0	0	2	2	8
	Sculpins BSAI	0	1	2	2	0	0	0	0	0	0	0	0	0	7
	Sharks BSAI	1	1	0	0	0	0	0	0	0	0	0	0	0	3
	Mackerel BS/541	0	0	0	0	0	2	0	0	0	0	0	0	0	2
	Yellowfin BSAI	0	0	0	0	0	0	0	0	0	0	0	0	0	1
	ORockfish BS	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	AKPlaice BSAI	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Octopus BSAI	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Turbot BS	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Squid BSAI	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Rougheye BSAI	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Northern BSAI	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sablefish BS	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Kamchatka BSAI	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Discarded Catch (mt)	Pollock BS	0	0	3	4	5	2	3	1	20	58	53	1	49	200
	Pcod BSAI	0	0	0	0	0	0	0	0	3	1	0	0	0	4
	Flathead BSAI	0	0	0	0	0	0	0	0	1	4	3	0	3	10
	Rocksole BSAI	0	0	0	0	0	0	0	0	7	6	6	0	7	26
	Arrowtooth BSAI	0	0	0	0	0	0	0	0	1	4	3	0	3	11
	Skates BSAI	0	0	0	0	0	0	0	0	1	6	5	0	5	15
	Oflats BSAI	0	0	0	0	0	0	0	0	0	1	1	0	1	2
	POP BS	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sculpins BSAI	0	0	0	0	0	0	0	0	3	5	4	0	4	15
	Sharks BSAI	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Mackerel BS/541	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Yellowfin BSAI	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	ORockfish BS	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	AKPlaice BSAI	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Octopus BSAI	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Turbot BS	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Squid BSAI	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Rougheye BSAI	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Northern BSAI	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sablefish BS	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Kamchatka BSAI	0	0	0	0	0	0	0	0	0	0	0	0	0	0	

Note:

Total landings and discards by vessel are provided by Seastate and represent all directed or incidental catch of both landings and discards taken in all UFC fishing in 2011. F/Vs MarGun and Morning Star (57) did not fish in the Bering Sea in 2011.

## ATTACHMENT 1

UFC MEMBERSHIP AGREEMENT 2011 ADDENDUM

**UNISEA FLEET COOPERATIVE  
FIRST AMENDMENT TO AMENDED AND RESTATED MEMBERSHIP  
AGREEMENT**

This FIRST AMENDMENT TO MEMBERSHIP AGREEMENT is entered into as of January 4, 2011 by and among the members of UNISEA FLEET COOPERATIVE as reflected on the signature pages attached hereto (each, a "Member," together, the "Members") and UNISEA FLEET COOPERATIVE, a Washington nonprofit corporation (the "Cooperative") with respect to the following facts:

A. The Members are party to that certain Amended and Restated Membership Agreement dated as of September 24, 2010, as amended by that certain Membership Agreement Addendum dated as of November 16, 2010 (as the same may be further amended from time to time, the "Membership Agreement").

B. The vessel F/V MORNING STAR, Official Number 1037811 (the "MORNING STAR"), is owned one hundred percent (100%) by Fishing Vessel Morning Star LLC, a Washington limited liability company ("FV Morning Star"). FV Morning Star has petitioned for admission into the Cooperative as a Member. FV Morning Star is owned one hundred percent (100%) by Mezich Allegiance, Inc., a Washington corporation.

C. The vessel F/V STARFISH, Official Number 561651 (the "STARFISH"), is owned one hundred percent (100%) by F/V Starfish, LLC, a Washington limited liability company ("F/V Starfish"). F/V Starfish has petitioned for admission into the Cooperative as a Member. F/V Starfish is owned one hundred percent (100%) by Mezich Allegiance, Inc., a Washington corporation.

D. The Members desire to add FV Moring Star and F/V Starfish as parties 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 FV Morning Star and the MORNING STAR 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, FV Morning Star is hereby admitted as a Member of the Cooperative, and the Membership Agreement is hereby amended to reflect the addition of FV Morning Star as a Member.

1.2 The Members hereby acknowledge and agree that F/V Starfish and the STARFISH 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, F/V Starfish is hereby admitted as a Member of the Cooperative, and the Membership Agreement is hereby amended to reflect the addition of F/V Starfish as a Member.

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

1.4 The members and contact information have been updated and Exhibit D attached hereto replaces in its entirety Exhibit D to the Membership Agreement.

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

3. Faxed or Electronic 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 or electronic mail are fully effective for all purposes.

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

*SIGNATURE PAGES FOLLOW*



F/V ALSEA  
F/V ARGOSY  
By: Rondys, Inc.

By \_\_\_\_\_  
Margaret Hall, General Manager

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

By \_\_\_\_\_  
Jeff Hendricks, Manager

F/V DEFENDER  
F/V MORNING STAR  
(Official Number 610393)  
By: Dona Martita LLC

By \_\_\_\_\_  
Robert Desautel, Managing Member

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

By \_\_\_\_\_  
Rick Mezich, President

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

By \_\_\_\_\_  
Gunnar Ildhuso, Jr., President

F/V MAR-GUN  
By: Margun Enterprises LLC

By \_\_\_\_\_  
Gunnar Ildhuso, Jr., Manager

F/V MORNING STAR  
(Official Number 1037811)  
By: Fishing Vessel Morning Star LLC  
By: R&B Fisheries, Inc., Manager

By \_\_\_\_\_  
Rick Mezich, President

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

By \_\_\_\_\_  
Chris Swasand, Member

F/V PACIFIC MONARCH  
By: Aleutian Spray Fisheries, Inc.,  
Manager

By \_\_\_\_\_  
Chris Swasand, Manager

F/V SEADAWN  
By: FY Fisheries, Inc.

By \_\_\_\_\_  
Fred Yeck, President

[SIGNATURES CONTINUE ON PAGE 4]

F/V ALSEA  
F/V ARGOSY  
By: Rondys, Inc.

By \_\_\_\_\_  
Margaret Hall, General Manager

F/V AUNIGA  
F/V AURORA  
By: Auniga/Aurora General Partnership

By \_\_\_\_\_  
Jeff Hendricks, Manager

F/V DEFENDER  
F/V MORNING STAR  
(Official Number 610393)  
By: Dona Martita LLC

By \_\_\_\_\_  
Robert Desautel, Managing Member

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

By \_\_\_\_\_  
Rick Mezich, President

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

By \_\_\_\_\_  
Gunnar Ildhuso, Jr., President

F/V MAR-GUN  
By: Margun Enterprises LLC

By \_\_\_\_\_  
Gunnar Ildhuso, Jr., Manager

F/V MORNING STAR  
(Official Number 1037811)  
By: Fishing Vessel Morning Star LLC  
By: R&B Fisheries, Inc., Manager

By \_\_\_\_\_  
Rick Mezich, President

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

By \_\_\_\_\_  
Chris Swasand, Member

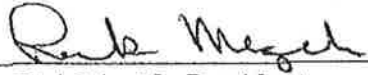
F/V PACIFIC MONARCH  
By: Aleutian Spray Fisheries, Inc.,  
Manager

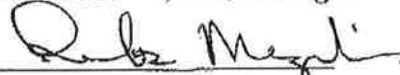
By \_\_\_\_\_  
Chris Swasand, Manager

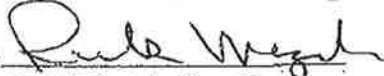
F/V SEADAWN  
By: FY Fisheries, Inc.

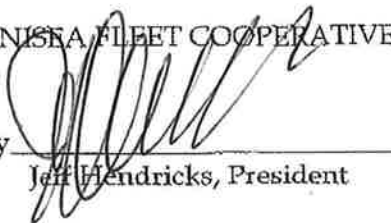
By \_\_\_\_\_  
Fred Yeck, President

[SIGNATURES CONTINUE ON PAGE 4]

F/V STARFISH  
By: F/V Starfish, LLC  
By: R&B Fisheries, Inc., Manager  
By   
Rick Mezich, President

F/V STARLITE  
By: Starlite Fisheries, LLC  
By: R&B Fisheries, Inc., Manager  
By   
Rick Mezich, President

F/V STARWARD  
By: Starward Fisheries, LLC  
By: R&B Fisheries, Inc., Manager  
By   
Rick Mezich, President

UNISFA FLEET COOPERATIVE  
By   
Jeff Hendricks, President



ADHERENCE AGREEMENT

This ADHERENCE AGREEMENT is entered into as of January 4, 2011 by and between the undersigned "New Member" and UniSea Fleet Cooperative, a Washington Fish Marketing Act corporation (the "Cooperative"), on behalf of itself and its members, with respect to the following:

A. New Member is the owner of the vessel MORNING STAR, Official Number 1037811, and is eligible to and desires to join the Cooperative.

B. The members of the Cooperative desire to admit New Member to the Cooperative, but only if New Member agrees to be bound by the provisions of the Cooperative's Membership Agreement.

NOW, THEREFORE, the parties agree as follows:


1. New Member has carefully reviewed the Cooperative's Amended and Restated Membership Agreement dated as of September 24, 2010 (as amended by that Membership Agreement Addendum dated as of November 16, 2010, the "Membership Agreement"), and by executing this Adherence Agreement agrees to be bound by all provisions of the Membership Agreement as the same may be amended from time. Execution of this Adherence Agreement shall have the same effect as execution of the Membership Agreement by New Member and the Cooperative's all other members.

2. Upon execution of this Agreement by New Member and the Cooperative and the satisfaction of all other conditions precedent to New Member's membership in the Cooperative, New Member shall be deemed admitted as a member of the Cooperative and such admittance shall be reflected on the Cooperative's records.

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

Cooperative:

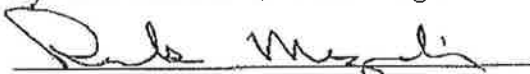
UNISEA FLEET COOPERATIVE

  
By: Jeff Hendricks, President

New Member:

FISHING VESSEL MORNING STAR LLC

By: R & B Fisheries, Inc., Manager

  
By: Rick Mezich, President

Address:

7215 156<sup>th</sup> Street S.W.

Edmonds, Washington 98026

**ADHERENCE AGREEMENT**

This ADHERENCE AGREEMENT is entered into as of January 4, 2011 by and between the undersigned "New Member" and UniSea Fleet Cooperative, a Washington Fish Marketing Act corporation (the "Cooperative"), on behalf of itself and its members, with respect to the following:

A. New Member is the owner of the vessel STARFISH, Official Number 561651, and is eligible to and desires to join the Cooperative.

B. The members of the Cooperative desire to admit New Member to the Cooperative, but only if New Member agrees to be bound by the provisions of the Cooperative's Membership Agreement.

NOW, THEREFORE, the parties agree as follows:

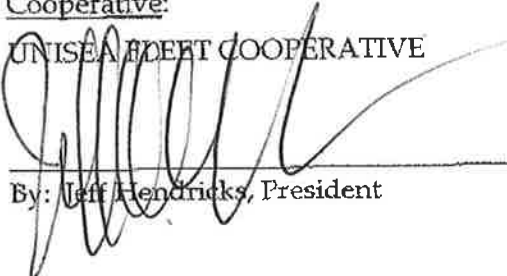
1. New Member has carefully reviewed the Cooperative's Amended and Restated Membership Agreement dated as of September 24, 2010 (as amended by that Membership Agreement Addendum dated as of November 16, 2010, the "Membership Agreement"), and by executing this Adherence Agreement agrees to be bound by all provisions of the Membership Agreement as the same may be amended from time. Execution of this Adherence Agreement shall have the same effect as execution of the Membership Agreement by New Member and the Cooperative's all other members.

2. Upon execution of this Agreement by New Member and the Cooperative and the satisfaction of all other conditions precedent to New Member's membership in the Cooperative, New Member shall be deemed admitted as a member of the Cooperative and such admittance shall be reflected on the Cooperative's records.

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

Cooperative:


UNISEA FLEET COOPERATIVE

  
By: Jeff Hendricks, President

New Member:

F/V STARFISH, LLC

By: R & B Fisheries, Inc., Manager

  
By: Rick Mezich, President

Address:

7215 156<sup>th</sup> Street S.W.

Edmonds, Washington 98026

**EXHIBIT A**

**UNISEA FLEET COOPERATIVE**

**BERING SEA POLLOCK FISHERY  
HARVEST SCHEDULE AS OF JANUARY 5, 2011**

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

<i>MEMBER</i>	<i>VESSEL(S)</i>	<i>PERCENTAGE OF "ALLOCATION"</i>
Rondys, Inc.	ALSEA - ON 626517 ARGOSY - ON 611365	6.2814% 6.1662%
Aurora/ Auriga General Partnership	AURIGA - ON 639547 AURORA - ON 636919	11.6984% 11.7018%
Dona Martita LLC	DEFENDER - ON 554030 MORNING STAR - ON 610393	13.1488% 6.4120%
Fierce Allegiance LLC	FIERCE ALLEGIANCE ON 588849	3.5408%
Ildhuso Fisheries, Inc.	GUN-MAR - ON 640130	8.3831%
Margun Enterprises LLC	MAR-GUN - ON 525608	0.3938%

<i>MEMBER</i>	<i>VESSEL(S)</i>	<i>PERCENTAGE OF "ALLOCATION"</i>
Fishing Vessel Morning Star LLC	MORNING STAR - ON 1037811	1.9975%
F/V Nordic Star LLC	NORDIC STAR - ON 584684	3.8149%
F/V Starfish, LLC	STARFISH - ON 561651	5.7071%
FY Fisheries, Inc.	SEADAWN - ON 548685	5.3272%
PacMon LLC	PACIFIC MONARCH - ON 557467	6.0386%
Starlite Fisheries, LLC	STARLITE - ON 597065	4.7619%
Starward Fisheries, LLC	STARWARD - ON 617807	4.6264%
<b>Total</b>		<b>100.000%</b>