

NORTHERN VICTOR FLEET COOPERATIVE

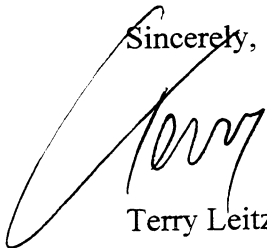
C/O Terry L. Leitzell
Icicle Seafoods, Inc.
4019 21st Avenue West
P.O. Box 79003
Seattle, Washington 98119
Phone: 206-281-5372
Fax: 206-281-0329
e-mail: TerryL@icicleseafoods.com
January 25, 2002

Mr. Chris Oliver
Acting Executive Director
North Pacific Fishery Management Council
605 West 4th Avenue, Suite 306
Anchorage, AK 99501-2252

Dear Chris:

Enclosed is the final 2001 report from the Northern Victor Fleet Cooperative. I am also enclosing a copy of the addendum to the Coop's Membership Agreement that extends the Cooperative through 2002 and adds one new member.

Sincerely,

A handwritten signature in black ink, appearing to read "Terry", with a large, sweeping flourish on the left side.

Terry Leitzell

FINAL

NORTHERN VICTOR
FLEET COOPERATIVE

2001 REPORT TO THE
NORTH PACIFIC FISHERY MANAGEMENT
COUNCIL

January 25, 2002

I. COOPERATIVE ORGANIZATION.

A. Legal Obligations.

The Northern Victor Fleet Cooperative was formed on December 20, 1999 with ten member vessels and an Agreement to Process with Icicle Seafoods, Inc., the owner of the P/V NORTHERN VICTOR (Members are listed at Exhibit A). The Membership Agreement was extended for the year 2001, effective December 1, 2000 (copy attached). Icicle Seafoods, Inc. signed the 2001 Agreement to Process on November 27, 2000 (copy attached).

B. Member Obligations.

In the Membership Agreement, each Member agrees not to exceed its allocation of pollock or its allocation of cap amounts for species in sideboard fisheries. It agrees to base allocations on pro rata catch history that each Member brings to the Cooperative, to recognize exemptions and the authorization for vessels under 99 feet to fish inside the Steller sea lion critical habitat forage area, and to recognize the right of each Member to deliver up to 10% of its annual pollock allocation to a pollock processor other than Icicle Seafoods. Each Member agrees that transfers of allocations between Members are authorized so long as notification is given to the Cooperative President, Icicle Seafoods, the Intercooperative Manager, and Sea State, the monitoring service for the Intercooperative Group.

C. Member and Board Meetings.

The Members met on November 27, 2000, in Seattle and accepted the F/V ANITA J and the F/V MISS BERDIE for membership, with the owners of the two vessels accepting all of the terms and conditions of membership in the Cooperative. The Members elected the following five directors to serve as the Board of Directors for 2001: John Woodruff and Terry Leitzell of Icicle Seafoods (owner of five trawlers in the Cooperative), Bill Jacobson (an owner of the F/Vs GOLD RUSH and EXCALIBUR II), Stan Hovik (an owner of the F/Vs PACIFIC FURY and NORDIC FURY), and Artur da Cruz (an owner of the F/V ROYAL ATLANTIC). During 2000, the Members approved the extension of and changes to the Intercooperative Agreement, the Intercooperative agreement on allocations of P. cod and halibut PSC, and the Intercooperative agreement on salmon bycatch reduction.

The Board of Directors met on November 27, 2000. The Board elected the following officers: Terry L. Leitzell as President, Spike Jones as Vice President, and John Woodruff as Secretary/Treasurer. The Board selected Terry L. Leitzell as the Cooperative's designated representative, approved the selection of Judy Sisco as the on-board manager, and approved the retention of Joseph Sullivan as counsel.

D. Cooperative Operations.

Prior to each of the A-B and C-D Seasons, the President prepared spreadsheets for pollock allocations to each vessel, divided into allocations inside and outside the critical habitat forage area as appropriate, and divided into the A-B and C-D Seasons. At various times during the year, the President also prepared spreadsheets allocating the Bering Sea and Aleutian Islands Pacific cod fishery to each vessel and revised both pollock and cod spreadsheets as reserves were released. The President also prepared a spreadsheet allocating to each vessel a cap for halibut PSC in the P. cod fishery.

On board the P/V NORTHERN VICTOR, the on-board manager worked with each of the Member vessels, providing them with information about the allocations and changes of allocations, and about the amount remaining in each vessel's allocations. The manager entered all landings into a spreadsheet that contained each vessel's quota allocation for pollock and cod, each vessel's quota subdivision into inside and outside critical habitat, and the landed pounds for each vessel. The spreadsheet was always available to vessel skippers and was e-mailed to the Cooperative President weekly. The manager also reported all landings to the National Marine Fisheries Service and to Sea State, the Intercooperative Group's monitoring service.

During the year, transfers of pollock allocations and cod cap allocations occurred. At the end of each of the A-B and C-D Seasons, the manager, in consultation with the Cooperative President and the Fleet Manager, designated one vessel to make the last trip or trips to catch the remaining quota amounts for all Cooperative vessels. This approach ensured that the Cooperative did not exceed its BSAI pollock allocations. In several cases, vessels swapped quota inside and outside critical habitat or between seasons. In two cases, a Member vessel delivered pollock to a processor other than Icicle Seafoods under the 10% provision of the American Fisheries Act (See Table 8). All transfers were approved by the President and implemented by the on-board manager.

II. SIDEBOARD FISHERY CAPS AND CATCHES.

Tables 2, 3, 4 and 6 provide details on the Cooperative vessels' activity in sideboard fisheries. The Cooperative's vessels did not participate in the yellowfin sole or other flatfish fisheries in the Bering Sea and Aleutians.

A. Bering Sea and Aleutian Islands Cod and PSC Halibut and Other PSC Species.

The Cooperative is a member of the Intercooperative Group which agreed upon the allocation of the AFA vessel P. cod sideboard cap on a cooperative by cooperative basis. Individual vessel catches are in Table 1. The Cooperative's aggregate cod cap allocation and catch by non-exempt vessels is as follows:

<u>Cooperative cap allocation:</u>	9,005,791 pounds
<u>Cooperative catch:</u>	4,360,985 pounds

As a Member of the Intercooperative Group, the cooperative agreed to apportion the AFA halibut sideboard cap to each cooperative. The Cooperative allocated the halibut cap pro rata to its Member vessels based on cod landings history, and monitored and enforced the cap. Table 3 shows the cod and associated halibut cap allocations for these vessels.

B. Gulf of Alaska Fisheries.

Two Cooperative vessels fished in the Gulf of Alaska fisheries at various times during the year: the F/V Excalibur II and the F/V Gold Rush, both of which are GOA-exempt. The vessels' catches are shown in Tables 5 and 6.

C. Bristol Bay Red King Crab Catch.

The AFA vessels that were eligible for the Bristol Bay red king crab fishery worked together under the Intercooperative Group to ensure that the AFA vessels did not exceed the AFA cap. The Cooperative had two eligible vessels, the F/V STORM PETREL and the F/V COMMODORE, which had the following catches in the 2001 fishery.

STORM PETREL: 8,816 pounds.
COMMODORE: 18,780 pounds.

III. PENALTY STRUCTURES.

The Cooperative's Members recognized the critical importance of strong commitments by each Member to comply with pollock allocations, cod cap allocations, and limits in all sideboard fisheries for pollock in the Gulf of Alaska, non-pollock groundfish in the Bering Sea/Aleutian Islands and the Gulf of Alaska, and crab. The Cooperative took three approaches to ensuring compliance. First, each Member made a specific commitment in the Membership Agreement to comply with all allocations and limits. Second, the practical operation of the Cooperative and the constant availability of up-to-date data on landings minimized the possibility of error. Third, the Members set a forfeiture amount of the ex-vessel value plus 10% for any catches that exceed an allocation of quota or a cap amount. No penalty actions were taken in 2001.

Exhibit A

F/V STORM PETREL

Evening Star, Inc.
C/o Icicle Seafoods, Inc.
4019 21st Ave. W.
Seattle, WA 98199
Attn: Terry L. Leitzell
Phone: 206-281-5372
Fax: 206-281-0329

F/V ANITA J

Evening Star, Inc.

F/V POSEIDON

Johannessen Enterprises, Inc.
Edmonds, WA
Attn: Lloyd Johannessen
Phone 206-915-4892

F/V ROYAL ATLANTIC

Royal Atlantic LLC
Edmonds, WA
Attn: Lloyd Johannessen
Phone 206-915-4892

F/V EXCALIBUR II

Excalibur II LLC
PO Box 2243
Sisters, OR 97759
Attn: Bill Jacobson
Phone: 541-549-0296
Fax: 541-549-0297

F/V ANITA J

Evening Star, Inc.

F/V MISS BERDIE

Miss Berdie, Inc.
1483 Old River Road N.E.
Siletz, OR 97380
Attn: Stan Schones
Phone: 541-444-2620
Fax: 541-444-2620

F/V HALF MOON BAY

Evening Star, Inc.

F/V SUNSET BAY

Evening Star, Inc.

F/V GOLD RUSH

Golden Tide, Inc.
510 Main Street
Oregon City, OR 97046
Attn. Bert Ashley
Phone: 503-901-6004
Fax: 503-723-0077

F/V PACIFIC FURY

F/V NORDIC FURY

Fury Group, Inc.
Edmonds, WA
Attn: Mike Stone
Phone: 206-213-0823
Fax: 206-213-0824

2001 TABLE 1									
VESSEL ALLOCATIONS AND CATCHES OF BERING SEA									
AND ALEUTIAN ISLANDS POLLOCK AND COD IN POUNDS-2001									
VESSEL NAME	INITIAL POLLOCK ALLOCATION	POLLOCK CATCH*	TRANS-FERS	COD ALLOCATION	COD CATCH*	TRANSFERS			
ANITA J	7,359,291	0	-7,359,291	150,187	0	-150,187			
COMMODORE	16,938,618	20,529,690	3,591,072	1,417,980	260,451	-1,157,529			
EXCALIBUR II	7,532,503	7,637,828	105,325	320,043	0	-320,043			
GOLD RUSH	5,844,050	5,677,244	-166,806	980,920	0	-980,920			
HALF MOON BAY	7,337,869	11,645,203	4,307,334	1,033,038	1,450,671	417,632			
MISS BERTIE	8,127,654	3,117,619	-5,010,035	452,362	0	-452,362			
NORDIC FURY	974,675	1,833,918	859,243	MOTHERSHIP COOPERATIVE		0			
PACIFIC FURY	779,718	0	-779,718	MOTHERSHIP COOPERATIVE		0			
POSEIDON	16,596,736	17,347,451	750,715	951,756	356,837	-594,920			
ROYAL ATLANTIC	17,640,147	18,632,434	992,287	1,481,035	616,318	-864,717			
STORM PETREL	16,206,136	19,340,904	3,134,768	1,171,568	526,988	-644,581			
SUNSET BAY	6,792,500	6,002,958	-789,542	1,046,900	1,149,721	102,821			
TOTALS	112,129,896	111,765,249	-364,647	9,005,791	4,360,985	-4,494,618	TOTAL		

*Transfers within the Cooperative resulted in some vessels catching more or less than their original allocation, with the Cooperative as a whole remaining under its aggregate allocation.

2001		TABLE 2										
PSC BYCATCH IN BSAI DIRECTED POLLOCK FISHERY(MT OR NUMBER)												
Landed Pollock	Total Catch Weight	Halibut Bycatch	Halibut Mortality	Chinook N	Other Salmon N	Red King crab N	Bairdi N	Other Tanner N	Herring Wt			
9,311	9,353	2	2	112	467	3	1	1	3			
3,465	3,487	1	1	50	92	0	1	0	1			
2,573	2,589	1	1	50	85	0	1	0	0			
5,117	5,145	1	1	51	358	2	1	1	1			
1,414	1,422	0	0	61	3	0	0	0	0			
832	833	0	0	9	82	0	0	0	0			
7,842	7,891	1	1	54	427	4	1	1	3			
8,452	8,499	2	1	78	418	3	1	1	3			
8,542	8,617	2	2	139	376	3	2	1	2			
2,869	2,901	1	1	28	107	2	0	0	1			

2001 TABLE 3									
BSAI COD AND HALIBUT PSC CATCHES									
VESSEL NAME	COD ALLOCATION*	COD CATCH*	HALIBUT ALLOCATION*	HALIBUT CATCH*	POLLOCK BYCATCH				
ANITA J	150,187	0	3,147	0	0				
COMMODORE	1,417,980	260,451	29,842	8,752	12,435				
EXCALIBUR II	320,043	0	6,750	0	0				
GOLD RUSH	980,920	0	20,647	0	0				
HALF MOON BAY	1,033,038	1,450,671	21,766	44,335	88,390				
MISS BERTIE	452,362	0	9,537	0	0				
NORDIC FURY	MOTHERSHIP COOPERATIVE								
PACIFIC FURY	MOTHERSHIP COOPERATIVE								
POSEIDON	951,756	356,837	20,040	9,105	29,326				
ROYAL ATLANTIC	1,481,035	616,318	31,188	26,874	79,852				
STORM PETREL	1,171,568	526,988	24,647	11,089	10,506				
SUNSET BAY	1,046,900	1,149,721	22,031	17,505	130,637				
TOTALS	9,005,791	4,360,985	189,595	117,660	351,146				
*Transfers within the Cooperative resulted in some vessels catching more or less than their original allocations, with the Cooperative as a whole remaining under its aggregate allocations.									

2001 TABLE 4

PSC BYCATCH IN BSAI DIRECTED COD FISHERY(MT OR NUMBER)

Vessel	Landed Cod RWE	Total Groundfish Catch (inc discards)	Halibut Bycatch	Halibut Mortality	Chinook N	Other Salmon N	Red King crab N	Bairdi N	Other Herring Tanner N	Wt
ANITA J										
COMMODORE	118.14	157.10	6.01	3.97	20.29	2.88	0.00	237.26	50.55	0.00
EXCALIBUR II										
GOLD RUSH										
HALF MOON BAY	658.02	792.53	30.47	20.11	53.06	284.51	0.00	338.34	79.55	0.00
MISS BERDIE										
NORDIC FURY										
MOTHERSHIP COOPERATIVE										
PACIFIC FURY										
POSEIDON	161.86	218.86	6.25	4.13	31.37	0.58	0.00	215.95	71.87	0.00
ROYAL ATLANTIC	279.56	388.45	18.46	12.19	48.46	27.46	0.00	394.38	134.19	0.00
STORM PETREL	239.04	291.31	7.62	5.03	28.51	2.45	0.00	242.04	79.96	0.00

2001 TABLE 7

SUMMARY OF TOTAL COOP BSAI CATCHES BY SPECIES

TARGET SPECIES CODE	SPECIES CODE	LANDED WEIGHT	DISCARD WEIGHT	TOTAL WEIGHT	SPECIES
P	110	148.76	0.00	148.76	Pacific Cod
P	120	0.01	0.00	0.01	Other Flatfish
P	121	6.56	0.00	6.56	Arrowtooth Flounder
P	122	81.44	0.00	81.44	Flathead Sole
P	123	1.58	0.00	1.58	Rock Sole
P	127	0.01	0.00	0.01	Yellowfin Sole
P	134	0.01	0.00	0.01	Greenland Turbot
P	139	0.07	0.00	0.07	Other Rockfish
P	141	7.93	0.00	7.93	Pacific Ocean Perch
P	160	13.85	0.00	13.85	Other Species
P	171	0.00	0.00	0.00	Other Red Rockfish - BS
P	193	16.47	0.00	16.47	Atka Mackerel
P	270	50,415.50	0.00	50,415.50	Pollock
P	710	1.92	0.00	1.92	Sablefish
P	875	43.47	0.00	43.47	Squid
C	110	1,894.56	6.20	1,900.75	Pacific Cod
C	120	0.51	9.75	10.26	Other Flatfish
C	121	0.15	26.31	26.46	Arrowtooth Flounder
C	122	0.01	21.16	21.17	Flathead Sole
C	123	0.06	87.80	87.86	Rock Sole
C	127		20.73		Yellowfin Sole
C	134		0.32		Greenland Turbot
C	136		0.53		SC/NO
C	139		0.04		Other Rockfish
C	141		0.00		Pacific Ocean Perch
C	160	0.11	73.34	73.45	Other Species
C	171		0.09		Other Red Rockfish - BS
C	193		0.10		Atka Mackerel
C	710		0.01		Sablefish

NORTHERN VICTOR FLEET COOPERATIVE

MEMBERSHIP AGREEMENT

2002 ADDENDUM

Each of the undersigned hereby acknowledges and agrees that the terms and conditions of the Northern Victor Fleet Cooperative Membership Agreement dated as of December 20, 1999 shall be in full force and effect among the undersigned for the year 2002, and that the Amended Exhibit A attached hereto supersedes Exhibit A to the Membership Agreement and Exhibit A to the 2001 Addendum.

In addition, each of the undersigned hereby certifies that the vessel on behalf of which it is executing this Addendum: (i) shall fish under terms authorized under an AFA catcher vessel permit with an inshore endorsement; and (ii) that such vessel has no permit sanctions or other type of sanctions against it that would prevent it from fishing for groundfish in the BSAI.

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

F/V ANITA J

By: Don Giles
Don Giles, President
Evening Star, Inc.

F/V COMMODORE

By: Don Giles
Don Giles, President
Evening Star, Inc.

F/V EXCALIBUR 2

By: _____
Kent Leslie, President
Leslie Fisheries, Inc., member
Excalibur 2 LLC

F/V GOLD RUSH

By: Bert & Ashley
BERT ASHLEY, PRESIDENT
GOLDEN TIDE, INC.

Signatures continued on page 2

F/V HALF MOON BAY

By: Don Giles
Don Giles, President
Evening Star, Inc.

F/V MISS BERTIE

By: _____
Stanley J. Schones, President
Miss Bertie, Inc.

F/V NORDIC FURY

By: _____
Mike Stone, President
Fury Group, Inc.

F/V PACIFIC FURY

By: _____
Mike Stone, President
Fury Group Inc.

F/V POSEIDON

By: _____
Lloyd Johannessen, Vice President
Johannessen Enterprises, Inc.

F/V ROYAL ATLANTIC

By: Artur da Cruz
~~Lloyd Johannessen, Vice President~~
~~Johannessen Enterprises, Inc., Member~~
Royal Atlantic LLC
ARTUR DA CRUZ, MEMBER

F/V STORM PETREL

By: Don Giles
Don Giles, President
Evening Star, Inc.

F/V SUNSET BAY

By: Don Giles
Don Giles, President
Evening Star, Inc.

F/V COLLIER BROTHERS

By: _____
James A. Schones

By: _____
Sandra L. Schones

F/V HALF MOON BAY

By: Don Giles
Don Giles, President
Evening Star, Inc.

F/V MISS BERDIE

By: _____
Stanley J. Schones, President
Miss Berdie, Inc.

F/V NORDIC FURY

By: Mike Stone
Mike Stone, President
Fury Group, Inc.

F/V PACIFIC FURY

By: Mike Stone
Mike Stone, President
Fury Group, Inc.

F/V POSEIDON

By: Lloyd Johannessen
Lloyd Johannessen, Vice President
Johannessen Enterprises, Inc.

F/V ROYAL ATLANTIC

By: Artur da Cruz
~~Lloyd Johannessen, Vice President~~
~~Johannessen Enterprises, Inc., Member~~
Royal Atlantic LLC
ARTUR DA CRUZ, MEMBER

F/V STORM PETREL

By: Don Giles
Don Giles, President
Evening Star, Inc.

F/V SUNSET BAY

By: Don Giles
Don Giles, President
Evening Star, Inc.

F/V COLLIER BROTHERS

By: _____
James A. Schones

By: _____
Sandra L. Schones

11/14/2001 10:30 AM

NORTHERN VICTOR FLEET COOPERATIVE

MEMBERSHIP AGREEMENT

2002 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) shall fish under terms authorized under an AFA catcher vessel permit with an inshore endorsement; and (ii) that such vessel has no permit sanctions or other type of sanctions against it that would prevent it from fishing for groundfish in the BSAI.

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

F/V ANITA J

F/V COMMODORE

By: Don Giles
Don Giles, President
Evening Star, Inc.

By: Don Giles
Don Giles, President
Evening Star, Inc.

F/V EXCALIBUR 2

F/V GOLD RUSH

By: Kent Leslie
Kent Leslie, President
Leslie Fisheries, Inc., member
Excalibur 2 LLC
Manager, Excalibur II

By: Bert Ashley
BERT ASHLEY, PRESIDENT
GOLDEN TIDE, INC.

Signatures continued on page 2

F/V HALF MOON BAY

By: Don Giles
Don Giles, President
Evering Star, Inc.

F/V MISS BERDIE

By: Stanley J. Schones
Stanley J. Schones, President
Miss Berdie, Inc.

F/V NORDIC FURY

By: Mike Stone
Mike Stone, President
Fury Group, Inc.

F/V PACIFIC FURY

By: Mike Stone
Mike Stone, President
Fury Group, Inc.

F/V POSEIDON

By: Lloyd Johannessen
Lloyd Johannessen, Vice President
Johannessen Enterprises, Inc.

F/V ROYAL ATLANTIC

By: Artur da Cruz
Lloyd Johannessen, Vice President
Johannessen Enterprises, Inc., Member
Royal Atlantic LLC
ARTUR DA CRUZ, MEMBER

F/V STORM PETREL

By: Don Giles
Don Giles, President
Evering Star, Inc.

F/V SUNSET BAY

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Don Giles, President
Evering Star, Inc.

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Don Giles, President
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Fury Group, Inc.

F/V PACIFIC FURY

By: _____
Mike Stone, President
Fury Group, Inc.

F/V POSEIDON

By: _____
Lloyd Johannessen, Vice President
Johannessen Enterprises, Inc.

F/V ROYAL ATLANTIC

By: Artur da Cruz
~~Lloyd Johannessen, Vice President~~
~~Johannessen Enterprises, Inc., Member~~
Royal Atlantic LLC
ARTUR DA CRUZ, MEMBER

F/V STORM PETREL

By: Don Giles
Don Giles, President
Evening Star, Inc.

F/V SUNSET BAY

By: Don Giles
Don Giles, President
Evening Star, Inc.

F/V COLLIER BROTHERS

By: James A. Schones
James A. Schones
By: Sandra L. Schones
Sandra L. Schones

EXHIBIT A

NORTHERN VICTOR FLEET COOPERATIVE

BERING SEA/ALEUTIAN ISLANDS POLLOCK FISHERY
HARVEST SCHEDULE

Members and Vessels	Percentage of Cooperative' s Inshore Allocation
F/V ANITA J: Evening Star, Inc. C/o Icicle Seafoods, Inc. 4019 21 st Ave. W. Seattle, WA 98199 Attn: Terry L. Leitzell Phone: 206-281-5372 Fax: 206-281-0329	6.47%
F/V COLLIER BROTHERS James A. Schones Sandra L. Schones	1.46%
F/V COMMODORE: Evening Star, Inc. C/o Icicle Seafoods, Inc. 4019 21 st Ave. W. Seattle, WA 98199 Attn: Terry L. Leitzell Phone: 206-281-5372 Fax: 206-281-0329	14.89%
F/V EXCALIBUR 2: Excalibur 2 LLC PO Box 2243 Sisters, OR 97759 Attn: Bill Jacobson Phone: 541-549-0296 Fax: 541-549-0297	6.44%

F/V GOLD RUSH: 5.06%

Gold Rush LLC
Oregon City, OR
Attn: Don Ashley
Phone: 503-723-6115
Fax: 503-723-0077

F/V HALF MOON BAY: 6.45%

Evening Star, Inc.
C/o Icicle Seafoods, Inc.
4019 21st Ave. W.
Seattle, WA 98199
Attn: Terry L. Leitzell
Phone: 206-281-5372
Fax: 206-281-0329

F/V MISS BERDIE: 7.13%

Miss Berdie, Inc.
1483 Old River Road N.E.
Siletz, OR 97380
Attn: Stan Schones
Phone: 541-444-2620
Fax: 541-444-2620

F/V NORDIC FURY: 0.86%

Fury Group, Inc.
Attn: Mike Stone
Phone: 206-783-3844
Fax: 206-783-3871

F/V PACIFIC FURY: 0.69%

Fury Group, Inc.
Attn: Mike Stone
Phone: 206-783-3844
Fax: 206-783-3871

F/V POSEIDON:	14.59%
Johannessen Enterprises, Inc. Edmonds, WA Attn: Lloyd Johannessen Phone: 425-774-3096	
F/V ROYAL ATLANTIC:	15.50%
Royal Atlantic LLC Edmonds, WA Attn: Lloyd Johannessen Phone: 425-774-3096	
F/V STORM PETREL:	14.51%
Evening Star, Inc. C/o Icicle Seafoods, Inc. 4019 21 st Ave. W. Seattle, WA 98199 Attn: Terry L. Leitzell Phone: 206-281-5372 Fax: 206-281-0329	
F/V SUNSET BAY:	5.97%
Evening Star, Inc. C/o Icicle Seafoods, Inc. 4019 21 st Ave. W. Seattle, WA 98199 Attn: Terry L. Leitzell Phone: 206-281-5372 Fax: 206-281-0329	
Total	100.00%

AGREEMENT TO PROCESS

This AGREEMENT TO PROCESS is entered into as of November 26, 2001, by Icicle Seafoods, Inc., an Alaska corporation ("Icicle"), 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 (i) that, 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) that 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 P/V NORTHERN VICTOR, a processing vessel owned by Evening Star, Inc., a wholly-owned subsidiary of Icicle, 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 Northern Victor Fleet Cooperative (the "Cooperative") Membership Agreement, to deliver pollock from the BS/ AI directed pollock fishery only to the P/V NORTHERN VICTOR.

D. Icicle 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, Icicle 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 Icicle and such vessels' owners. Icicle hereby acknowledges and agrees that, pursuant to Section 210(b)(6) of the Act and subject to provisions of the Membership Agreement, such vessels may deliver up to ten percent (10%) of the Cooperative's BS/ AI pollock allocation to qualified shoreside processors other than Icicle.

ICICLE SEAFOODS, INC.

By Ann Galt
Its PRESIDENT