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March 8, 2005

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

SENT VIA FAX

RECEIVED
MAR - 8 2005
N.P.F.M.C.

Re: UniSea Fleet Cooperative

Dear Chris:

Enclosed is an amended Exhibit A to the Membership Agreement of the UniSea Fleet Cooperative reflecting the revised allocation percentages adopted by the members as of February 23, 2005.

Sincerely yours,

MUNDT MacGREGOR L.L.P.

Antonetta S. Cornwell

Antonetta S. Cornwell
Paralegal

Enclosure

cc: Ms. Lori Durall (w/encl.) (via fax)
Mr. Jeff Hendricks (via e-mail)
Mr. Joseph M. Sullivan (w/encl.)

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

Amended and adopted as of February 23, 2005

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

MEMBER	VESSEL(S)	PERCENTAGE OF "ALLOCATION"
Rondys, Inc.	ALSEA - ON 626517 ARGOSY - ON 611365	6.841% 6.716%
Tynes Enterprises, Inc.	AMERICAN EAGLE ON 558605	4.393%
Aurora/Auriga General Partnership	AURIGA - ON 639547 AURORA - ON 636919	11.986% 13.501%
F/V Defender LLC	DEFENDER - ON 554030	14.242%
Ildhuso Fisheries, Inc.	GUN-MAR - ON 640130	9.130%
Margun Enterprises LLC	MAR-GUN - ON 525608	0.440%

MEMBER	VESSEL(S)	PERCENTAGE OF "ALLOCATION"
F/V Nordic Star LLC	NORDIC STAR ON 584684	4.155%
FY Fisheries, Inc.	SEADAWN - ON 548685	5.687%
Aleutian Spray Fisheries, Inc.	STARFISH - ON 561651	6.118%
Starlite Fisheries LLC	STARLITE - ON 597065	5.039%
Starward Fisheries, LLC	STARWARD - ON 617807	5.186%
PacMon LLC	PACIFIC MONARCH ON 557467	6.567%
Total		100.000%

FINAL REPORT OF THE
UNISEA FLEET COOPERATIVE
YEAR 2004

PREPARED FOR:

NORTH PACIFIC FISHERY MANAGEMENT COUNCIL

JANUARY 28, 2005

PREPARED BY:

NATURAL RESOURCES CONSULTANTS, INC.
SEATTLE, WASHINGTON

**FINAL REPORT OF THE
UNISEA FLEET COOPERATIVE
YEAR 2004**

**Presented to the
North Pacific Fishery Management Council
January 28, 2005**

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**FINAL REPORT OF THE
UNISEA FLEET COOPERATIVE
YEAR 2004**

**Presented to the
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INTRODUCTION

UniSea Fleet Cooperative (UFC) is pleased to submit this document and results of their 2004 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 2004 was the fifth year of UFC operations under the AFA. The UniSea fleet was managed and operated during 2004 following the successful model established during the preceding 2000-2003 fisheries--basically without change. This document format and 13 exhibits herein reporting UFC co-op members, management, allocations, catches, sideboard limits, prohibited species catches and enforcement is also consistent with UFC's earlier years reporting to the NPFMC. We believe this reporting format and detail is both in keeping with AFA reporting requirements and provides easy comparison to the prior year results.

UNISEA FLEET MEMBER VESSELS AND CO-OP MANAGEMENT

Ten individual members of the UFC representing 13 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 2004 fishing season (Attachment 1, UniSea Fleet Cooperative Membership Agreement 2004 Addendum dated 12/01/03 with pollock harvest schedule). The only change to this Agreement Addendum from the 2003 Addendum signed one year before was the addition of the F/V *Mar-Gun* owned by Margun

Enterprises, LLC. With this change, the 2004 member vessels and their owners as of December 1, 2003 are listed below:

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

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

Reidar Tynes, President, Tynes Enterprises, Inc.

- F/V *American Eagle* 120 ft LOA

Jeff Hendricks, Manager, Auriga/Aurora General Partnership

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

Barry Ohai, Manager, F/V *Defender* LLC

- F/V *Defender* 195 ft LOA

Barry Ohai, Authorized Agent, Pacmon LLC

- F/V *Pacific Monarch* 165 ft LOA

Gunnar Ildhuso, Jr., Margun Enterprises, LLC

- F/V *Mar-Gun* 112 ft LOA

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

- F/V *Gun-Mar* 164 ft LOA

Chris Swasand, Member, Aleutian Spray Fisheries, Inc.

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

Cary Swasand, Blue Boat Corporation

- F/V *Nordic Star* 123 ft LOA

Fred Yeck, President, FY Fisheries, Inc.

- F/V *Sea Dawn* 124 ft LOA

On January 9, 2004, the UFC Bering Sea Pollock Fishery Harvest Schedule was amended to include the F/V *Mar-Gun* allocation (Attachment 2). Also, on June 30, 2004 the Third Amendment to the Membership Agreement (Attachment 3) was approved by UFC members whereby restriction on UniSea holding a membership interest in Cooperative vessels was eliminated. This amendment also admitted Starlite Fisheries LLC, a new owner and the F/V *Starlite*¹ to be admitted to the Cooperative as a member. UniSea is a 25% member of Star Partners LLC, which owns 100% of Starlite Fisheries.

Co-op management and administration continued during 2004 and remained basically unchanged from management and administration of the four 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 2004 as established in year 2000 and as conducted in 2001-2003.

UFC BERING SEA POLLOCK ALLOCATION TRANSFERS AND CATCH

In 2004, UFC's 13 member vessels received initial AFA Bering Sea pollock allocations that totaled 150,447.000 mt. This initial pollock allocation to UFC represented 11.580% of the total Bering Sea directed pollock allocation and 23.161% of the inshore sector allocation. Exhibit 2 shows the distribution of

¹ F/V *Starlite* has been a UFC member vessel since the UFC was formed in 1999. While ownership of the F/V *Starlite* changed from Aleutian Spray Fisheries to Starlite Fisheries LLC, the vessel at all times during 2004 remained within UFC as a co-op harvesting vessel.

2004 pollock allocations between the seven inshore pollock cooperatives. UFC's allocation of 23.161% of the inshore sector allocation ranked UFC as the second largest inshore co-op.

Each of the 13 UFC vessel's initial 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 nine other vessels in the UFC and divided up between those nine vessels as reported in Exhibit 4.

Exhibit 5 reports the final 2004 Bering Sea pollock allocations for each of the 12 active vessels in the UniSea fleet during the 2004 season after both the F/V *Pacific Monarch* transfers and after in-season transfers of pollock allocations between member vessels.

Individual UFC member vessels directed Bering Sea pollock catches by the 12 vessels that operated are provided in Exhibit 6 and are compared to their respective final allocations. The UFC total directed Bering Sea pollock catch totaled 150,143.275 mt, which was 303.726 mt less than the final allocation. This catch equated to 99.80% utilization of the final 2004 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 2004, UFC member vessels delivered 149,184.820 mt of their 150,143.275 mt total deliveries to their affiliated plant at UniSea. The UniSea deliveries represented 99.36% 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 99.75% of the total catch of pollock plus all other groundfish in the directed pollock fishery.

SIDEBOARD LIMITATIONS, ALLOCATIONS AND CATCHES

The laws of the AFA place limits on AFA qualified catcher vessels whereby their harvest of groundfish other than Bering Sea pollock is limited to historic levels. Halibut bycatch (PSC) is also limited through the co-op allocations.

For 2004, the sideboard limits that applied to, and were allocated to the UFC consisted of 18 individual area species categories, which totaled 9,310 mt. These sideboard limits applied to Bering Sea/Aleutian Islands/Gulf of Alaska cod for both directed and incidental catches, Bering Sea rock sole and yellowfin sole, and Gulf of Alaska pollock (Exhibit 8). Of the 9,310 mt of sideboard allocations, 1,189 mt was transferred out of UFC to other co-ops, 2,922 mt was caught by UFC members and 5,291 mt remained unharvested within the co-op.

DIRECTED BERING SEA COD AND GULF POLLOCK FISHERY

UFC member vessels conducted a directed Bering Sea cod fishery within sideboard limits during 2004. This fishery was conducted by six member vessels (Exhibit 9) and yielded a harvest of 2,040 mt.

UFC member vessels did not conduct a directed fishery for Gulf of Alaska pollock, and they did not conduct directed fisheries for yellowfin sole or rock sole.

Bycatch of other groundfish, halibut, herring, crab and salmon in the UFC directed Bering Sea cod fishery is detailed in Exhibit 10. Cod comprised 83.9% 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 2004, however 938 mt of the co-ops 2,913 mt Gulf pollock allocation was transferred to two other co-ops (Exhibit 11). After this transfer of Gulf pollock to other co-ops, 1,975 mt of the Gulf pollock sideboard limit remained unused within UFC.

DIRECTED CRAB FISHING

Nine of the UFC member vessels conducted directed fisheries for Bristol Bay red king crab during the 2004 season. Their crab catches by member vessel are reported in Exhibit 12 and totaled 455,089 pounds. UFC member vessels did not conduct *opilio* Tanner crab fisheries in 2004.

UFC PROHIBITED SPECIES CATCH TOTALS

UFC member vessel total prohibited species catches of halibut, herring, Bristol Bay red king crab, *bairdi* Tanner crab, other Tanner crab, chinook salmon and other salmon from all directed Bering Sea pollock and cod fisheries are provided in Exhibit 13.

UFC MONITORING AND ENFORCEMENT

All UFC directed Bering Sea pollock and cod catches, as well as sideboard catches and the halibut PSC were successfully managed and did not exceed allocations. The co-op was accordingly not required to take any enforcement actions.

Exhibit 1. Schematic of UniSea Fleet Cooperative Operations, year 2004.

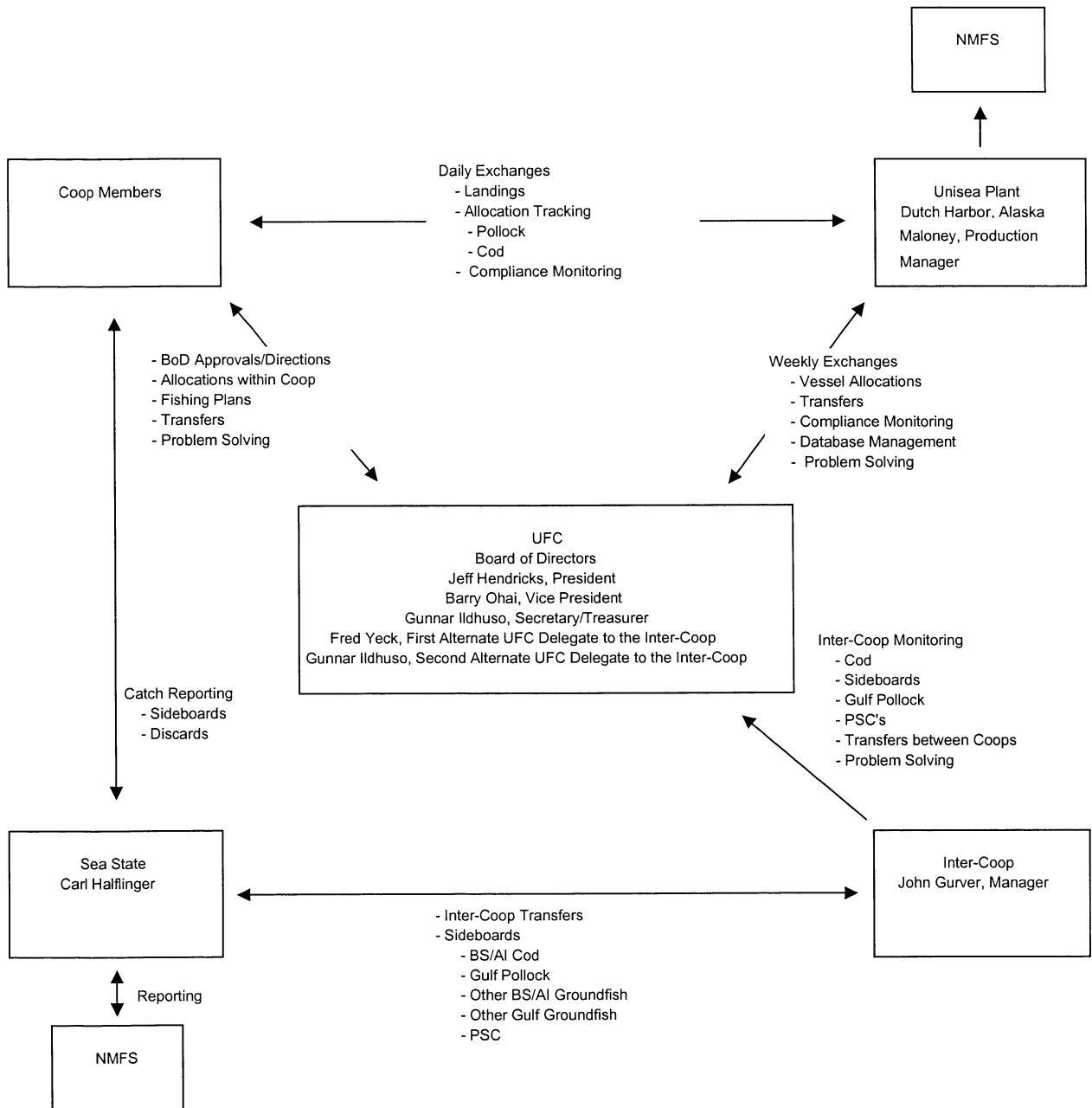


Exhibit 2. Percent distribution of 2004 Bering Sea "inshore pollock allocation" between the seven inshore AFA pollock cooperatives.

Bering Sea Inshore Pollock Coop 2004 Allocation

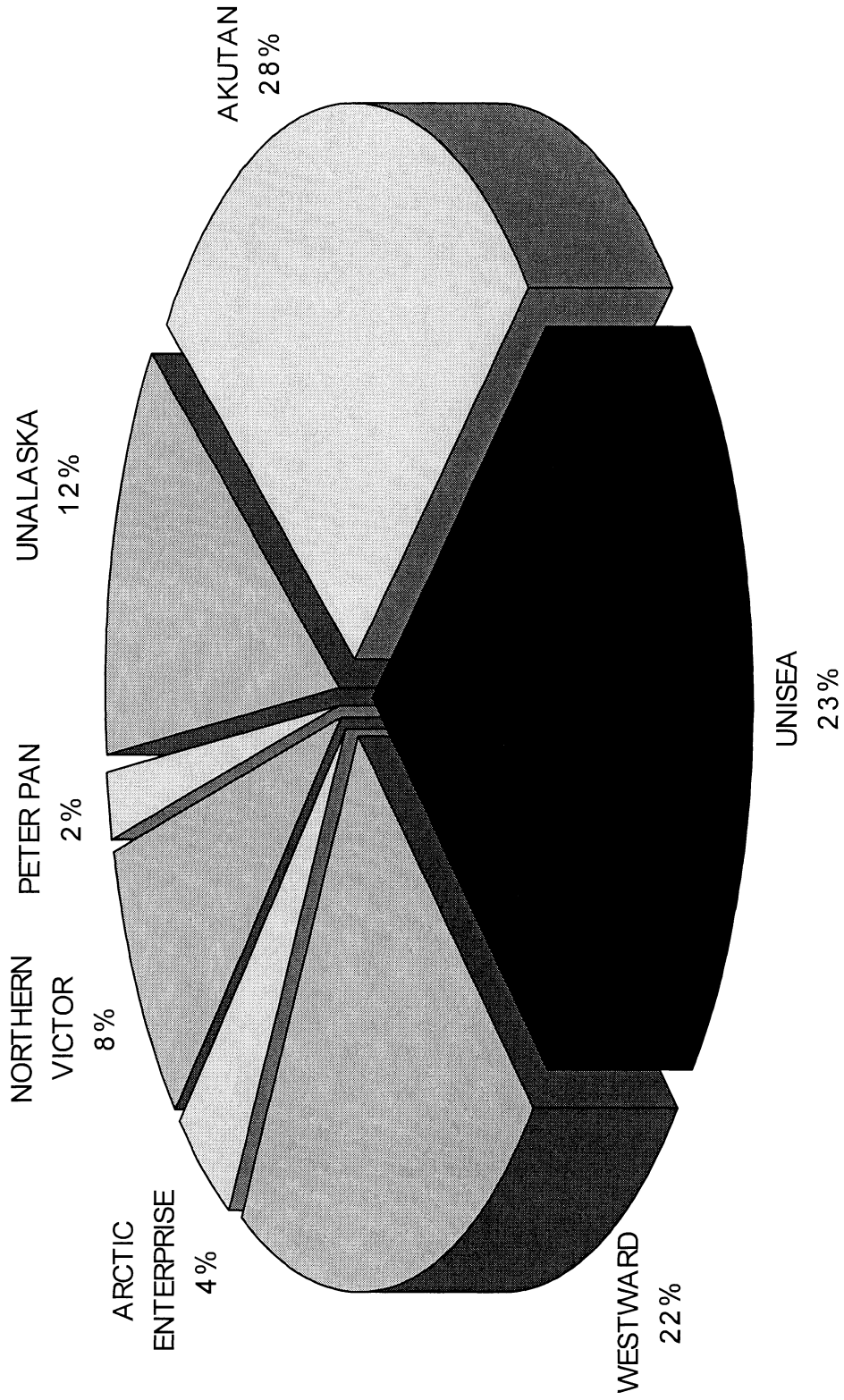


Exhibit 3. UniSea Fleet Cooperative member vessel initial pollock allocations expressed as a percentage of the co-op total, as a percentage of the Bering Sea directed inshore pollock fishery, and in metric tons for the year 2004.

Initial Allocation		Initial Pollock Allocations		
150,447.000		% Co-op Allocation	% Directed Inshore Pollock Fishery	Year 2004 Allocation (mt)
Company Name	Member Vessels			
Rondy's, Inc.	Alsea	7.216%	1.671%	10,856.503
Rondy's, Inc.	Argosy	7.084%	1.641%	10,657.303
Tynes Enterprises, Inc.	American Eagle	4.634%	1.073%	6,971.462
Aurora/ Auriga General Partnership	Auriga	12.643%	2.928%	19,021.046
Aurora/ Auriga General Partnership	Aurora	14.241%	3.298%	21,424.939
F/V Defender Limited Partnership	Defender	15.023%	3.479%	22,601.306
Ilduhuso Fisheries, Inc.	GunMar	9.630%	2.230%	14,488.757
MarGun Enterprises LLC	MarGun	0.452%	0.105%	680.513
Blue Boat Corporation	Nordic Star	4.383%	1.015%	6,593.737
Aleutian Spray Fisheries, Inc.	Starfish	6.453%	1.495%	9,708.237
Aleutian Spray Fisheries, Inc.	Starlite	5.315%	1.231%	7,996.022
FY Fisheries, Inc.	SeaDawn	5.999%	1.389%	9,025.178
PacMon LLC	Pacific Monarch	6.927%	1.604%	10,421.999
Co-op Total		100.000%	23.161%	150,447.000

Exhibit 4. UniSea Fleet Cooperative year 2004 Bering Sea pollock allocations after purchase of F/V *Pacific Monarch* and transfer of the F/V *Pacific Monarch* initial allocation to nine UFC member vessels.

Total Season Initial Allocation					
150,447		Initial	PacMon	Pacific Monarch	
Company Name	Member Vessels	% Co-op Allocation	Pollock Allocation Transfer	Adjusted Pollock Allocation Percent	Metric Tons
Rondys, Inc.	Alsa	7.216%	0.544%	7.760%	11,675
Rondys, Inc.	Argosy	7.084%	0.534%	7.618%	11,461
Tynes Enterprises, Inc.	American Eagle	4.634%	0.350%	4.983%	7,497
Aurora/ Auriga General Partnership	Auriga	12.643%	0.954%	13.597%	20,456
Aurora/ Auriga General Partnership	Aurora	14.241%	1.074%	15.315%	23,041
F/V Defender Limited Partnership	Defender	15.023%	1.133%	16.156%	24,306
Ildhuso Fisheries, Inc.	GunMar	9.630%	0.726%	10.357%	15,582
MarGun Enterprises LLC	MarGun	0.452%	0.000%	0.452%	681
Blue Boat Corporation	Nordic Star	4.383%	0.806%	5.189%	7,806
Aleutian Spray Fisheries, Inc.	Starfish	6.453%	0.806%	7.259%	10,921
Aleutian Spray Fisheries, Inc.	Starlite	5.315%	0.000%	5.315%	7,996
FY Fisheries, Inc.	SeaDawn	5.999%	0.000%	5.999%	9,025
PacMon LLC	Pacific Monarch	6.927%	-6.927%	0.000%	0
Co-op Total		100.000%	0.000%	100.000%	150,447

Exhibit 5. UniSea Fleet Cooperative member vessel final Bering Sea directed pollock allocations for the year 2004 after reallocations of the F/V *Pacific Monarch* tonnage and with co-op transfers.

Pollock Transfers & Final Allocation		Year 2004	Within Co-op	Outside Co-op	Year 2004*	Final
Company Name	Member Vessels	Initial Pollock Allocation (mt)	Net Transfer In & Out (mt)	Net Transfer In & Out (mt)	Additional Pollock Allocation (mt)	Pollock Allocation (mt)
Rondy's, Inc.	Alsea	11,675	-93.297	0.000	0.000	11,582
Rondy's, Inc.	Argosy	11,461	+47.833	0.000	0.000	11,509
Tynes Enterprises, Inc.	American Eagle	7,497	-58.796	0.000	0.000	7,439
Aurora/ Auriga General Partnership	Auriga	20,456	+522.588	0.000	0.000	20,978
Aurora/ Auriga General Partnership	Aurora	23,041	-520.927	0.000	0.000	22,520
F/V Defender Limited Partnership	Defender	24,306	-56.492	0.000	0.000	24,250
Ilduhuso Fisheries, Inc.	GunMar	15,582	+331.641	0.000	0.000	15,913
MarGun Enterprises LLC	MarGun	681	-173.315	0.000	0.000	507
Blue Boat Corporation	Nordic Star	7,806	+88.093	0.000	0.000	7,894
Aleutian Spray Fisheries, Inc.	Starfish	10,921	-115.209	0.000	0.000	10,806
Aleutian Spray Fisheries, Inc.	Starlite	7,996	-5.010	0.000	0.000	7,991
FY Fisheries, Inc.	SeaDawn	9,025	+32.891	0.000	0.000	9,058
Co-op Totals		150,447	0.000	0.000	0.000	150,447

* During 2004, no inseason release of Bering Sea pollock reserved for bycatch in nonpollock fisheries occurred. The initial allocations to the co-ops in 2004 were also the final allocations to the co-ops.

Exhibit 6. Comparison of UniSea Fleet Cooperative member vessels directed Bering Sea pollock catches with final allocations, year 2004.

Final Pollock Allocation v. Catch
Unisea Co-op Vessels, BS 2004

Company Name	Member Vessels	Final Pollock Allocation (mt)	Directed Bering Sea Pollock Catch by Vessel (mt)	Difference* Over (+) Under (-)
Rondy's, Inc.	Alsea	11,582.086	11,572.009	-10.077
Rondy's, Inc.	Argosy	11,508.991	11,515.785	+6.794
Tynes Enterprises, Inc.	American Eagle	7,438.507	7,153.580	-284.927
Aurora/ Auriga General Partnership	Auriga	20,978.347	20,946.041	-32.306
Aurora/ Auriga General Partnership	Aurora	22,520.045	22,533.903	+13.858
F/V Defender Limited Partnership	Defender	24,249.577	24,414.970	+165.393
Ilduhuso Fisheries, Inc.	GunMar	15,913.251	16,441.177	+527.926
MarGun Enterprises LLC	MarGun	507.198	507.116	-0.082
Blue Boat Corporation	Nordic Star	7,894.360	7,116.247	-778.113
Aleutian Spray Fisheries, Inc.	Starfish	10,805.558	10,881.235	+75.677
Aleutian Spray Fisheries, Inc.	Starlite	7,991.012	7,996.066	+5.054
FY Fisheries, Inc.	SeaDawn	9,058.069	9,065.146	+7.077
Co-op Total		150,447.000	150,143.275	-303.726

* Differences between final pollock allocations and directed Bering Sea pollock catch by vessel may be updated in the final report. The above information is preliminary and may not account for all transfers between member vessels. However, the co-op total allocation and catch is final and not subject to change.

Exhibit 7. Directed pollock fishing catch and bycatch and PSC's for the UniSea Fleet Cooperative member vessels, year 2004.

Company Name	Member Vessels	Directed		Other Groundfish Catch (mt)	Halibut Mortality (mt)	Herring Catch (mt)	Red King Crab (#)	bairdi		Chinook		Other Salmon (#)
		Bering Sea Pollock Landed Catch (mt)	Other Groundfish Catch (mt)					Tanner Crab (#)	Other Tanner Crab (#)	Salmon (#)	Salmon (#)	
Rondy's, Inc.	Aisea	11,572	75	1	24	0	0	108	21	443	10,331	
Rondy's, Inc.	Argosy	11,516	85	1	22	0	0	100	20	292	3,199	
Tynes Enterprises, Inc.	American Eagle	7,154	85	1	7	0	0	43	10	276	7,540	
Aurora/Auriga General Partnership	Auriga	20,946	252	2	21	0	0	108	24	807	14,547	
Aurora/Auriga General Partnership	Aurora	22,534	394	3	21	0	0	144	32	969	17,894	
F/V Defender Limited Partnership	Defender	24,415	205	2	36	0	0	154	38	1,016	20,586	
Ilduhuso Fisheries, Inc.	GunMar	16,441	107	2	26	0	0	113	26	366	12,811	
MarGun Enterprises LLC	MarGun	507	6	0	1	0	0	25	1	4	65	
Blue Boat Corporation	Nordic Star	7,116	61	1	7	0	0	46	9	339	6,976	
Aleutian Spray Fisheries, Inc.	Starfish	10,881	100	1	10	0	0	76	15	1,082	7,991	
Aleutian Spray Fisheries, Inc.	Starlite	7,996	71	1	9	0	0	53	11	155	3,275	
FY Fisheries, Inc.	SeaDawn	9,065	73	1	13	0	0	80	17	253	3,179	
Co-op Total*		150,143	1,514	16	197	0	0	1,051	225	6,002	108,394	

* Some totals are rounded to nearest metric ton or # of animals

Note: Catch totals are from Seastate data and salmon numbers are those reported delivered.

Exhibit 8. Sideboard limits and aggregate catch for the UniSea Fleet Cooperative member vessels, year 2004.

Species/ Area	Initial UFC Sideboard Limit (mt)	Inter-Co-op Sideboard Transfer (mt)	Final Sideboard Limit (mt)	Co-op Catch (mt)	Difference Over "+" (mt) Under "-" (mt)
BSAI Pacific cod	4,156	-250	3,906	2,665	-1,241
BSAI yellowfin sole	1,971	0	1,971	7	-1,964
BSAI rock sole	95	0	95	250	155 **
Western GOA Pacific cod	175	0	175	0	-175
Central GOA Pacific cod	0	0	0	0	0
Area 610 "A" season pollock	386	-201	185	0	-185
Area 620 "A" season pollock	67	0	67	0	-67
Area 630 "A" season pollock	24	0	24	0	-24
Area 610 "B" season pollock	386	-45	341	0	-341
Area 620 "B" season pollock	80	-147 *	-67	0	0
Area 630 "B" season pollock	11	-35 *	-24	0	0
Area 640 "B" season pollock	243	0	243	0	-243
Area 610 "C" season pollock	795	-292	503	0	-503
Area 620 "C" season pollock	25	-25	0	0	0
Area 630 "C" season pollock	38	-38	0	0	0
Area 610 "D" season pollock	795	-92	703	0	-703
Area 620 "D" season pollock	25	-25	0	0	0
Area 630 "D" season pollock	38	-38	0	0	0
Co-op All Species Sideboard Total	9,310	-1,189	8,121	2,922	-5,291
PSC limited halibut for Bering Sea					
Directed cod fishery	85			21	

Note: Catch totals are from Unisea & Seastate data

* Transfer amount includes rollover of A season allocation.

** Not a directed fishery, incidental catch only.

Exhibit 9. Comparison of UniSea Fleet Cooperative member vessels directed Bering Sea Pacific cod catches with final allocations, year 2004.

Company Name	Member Vessels	Initial		Pacific Monarch Cod Allocation (mt)	UFC PacMon Adjusted Cod Allocation (mt)	UFC		UFC Final Adjusted Cod Allocation (mt)	Directed Bering Sea Cod Catch by Vessel (mt)	Difference	
		Co-op Cod Allocation (mt)	Monarch Cod Allocation (mt)			In (+), Out (-)	Transfers (mt)			Over (+)	Under (-)
Rondys, Inc.	Aalsea	286	18	304	-216	88	0	-88			
Rondys, Inc.	Argosy	316	18	334	-237	97	0	-97			
Tynes Enterprises, Inc.	American Eagle	791	12	802	0	802	277	-526			
Aurora/Auriga General Partnership	Auriga	0	31	31	-22	9	0	-9			
Aurora/Auriga General Partnership	Aurora	0	35	35	-25	10	0	-10			
F/V Defender Limited Partnership	Defender	15	37	52	-37	15	0	-15			
Ildhuso Fisheries, Inc.	GunMar	268	24	292	+203	495	360	-135			
MarGun Enterprises LLC	MarGun	0	0	0	0	0	0	0			
Blue Boat Corporation	Nordic Star	746	27	772	0	772	206	-566			
Aleutian Spray Fisheries, Inc.	Starfish	399	27	425	0	425	331	-94			
Aleutian Spray Fisheries, Inc.	Starlite	394	0	394	0	394	176	-217			
FY Fisheries, Inc.	Seadawn	714	0	714	+84	798	690	-108			
PacMon LLC	Pacific Monarch	228	-228	0	0	0	0	0			
Co-op Total		4,156	0	4,156	-250	3,906	2,040	-1,865			

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

Exhibit 10. Directed Pacific cod fishing catch and bycatch for the UniSea Fleet Cooperative member vessels, year 2004.

Company Name	Member Vessels	Directed Bering Sea Pacific cod		Other Groundfish Catch (mt)	Halibut Mortality (mt)	Herring Catch (mt)	Red King Crab (#)	bairdi Tanner Crab (#)	Other Tanner Crab (#)	Chinook Salmon (#)	Other Salmon (#)
		Landed Catch (mt)	Landed Catch (mt)								
Rondy's, Inc.	Alesa	0	0	0	0	0	0	0	0	0	0
Rondy's, Inc.	Argosy	0	0	0	0	0	0	0	0	0	0
Tynes Enterprises, Inc.	American Eagle	277	0	67	2	0	0	131	14	7	0
Aurora/Auriga General Partnership	Auriga	0	0	0	0	0	0	0	0	0	0
Aurora/Auriga General Partnership	Aurora	0	0	0	0	0	0	0	0	0	0
F/V Defender Limited Partnership	Defender	0	0	0	0	0	0	0	0	0	0
Ilduhuso Fisheries, Inc.	GunMar	360	0	5	0	0	0	2	2	0	0
MarGun Enterprises LLC	MarGun	0	0	0	0	0	0	0	0	0	0
Blue Boat Corporation	Nordic Star	206	0	45	2	0	0	58	0	8	0
Aleutian Spray Fisheries, Inc.	Starfish	331	0	77	3	0	0	123	16	1	0
Aleutian Spray Fisheries, Inc.	Starlite	176	0	43	1	0	0	113	1	0	0
FY Fisheries, Inc.	SeaDawn	690	0	153	6	0	0	218	25	7	0
Co-op Total*		2,040	0	391	14	0	0	645	57	23	0

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

Exhibit 11. Transfers of UniSea Fleet Cooperative Gulf of Alaska pollock sideboard limits to other catcher vessel co-ops, year 2004.

Gulf Area/ Season	Transfers To	Transfer Amount (mt)
610 A	High Seas Conservation	201
610 B	High Seas Conservation	45
620 B	Unalaska	147
630 B	Unalaska	35
610 C	High Seas Conservation	292
620 C	Unalaska	25
630 C	Unalaska	38
610 D	High Seas Conservation	92
620 D	Unalaska	25
630 D	Unalaska	38
Total GOA Transfers		938

Exhibit 12. Directed crab fishing landed catch by UniSea Fleet Cooperative member vessels which were qualified to harvest Bering Sea crab, 2004.

Company Name	Member Vessel	Bristol Bay Red King Crab Pounds	Bering Sea <i>opilio</i> Tanner Crab Pounds
Rondy's, Inc.	Alsea	48,436	0
Rondy's, Inc.	Argosy	56,566	0
Tynes Enterprises, Inc.	American Eagle	48,682	0
Aurora/ Auriga General Partnership	Auriga	0	0
Aurora/ Auriga General Partnership	Aurora	0	0
F/V Defender Limited Partnership	Defender	0	0
Ilduhuso Fisheries, Inc.	GunMar	45,127	0
MarGun Enterprises LLC	MarGun	51,538	0
Blue Boat Corporation	Nordic Star	51,104	0
Aleutian Spray Fisheries, Inc.	Starfish	51,881	0
Aleutian Spray Fisheries, Inc.	Starlite	51,833	0
FY Fisheries, Inc.	SeaDawn	49,922	0
Co-op Total		455,089	0

Note: Catch totals from Unisea data

Exhibit 13. UniSea Fleet Cooperative vessel-by-vessel prohibited species catch, year 2004.

Company Name	Member Vessel	Halibut Mortality (mt)	Herring Catch (mt)	Red King Crab (#)	<i>bairdi</i> Tanner (#)	Other Tanner (#)	Chinook Salmon (mt)	Other Salmon (mt)
Rondy's, Inc.	Alea	1	24	0	108	21	443	10,331
Rondy's, Inc.	Argosy	1	22	0	100	20	292	3,199
Tynes Enterprises, Inc.	American Eagle	3	7	0	175	24	283	7,540
Aurora/Auriga General Partnership	Auriga	2	21	0	108	24	807	14,547
Aurora/Auriga General Partnership	Aurora	3	21	0	144	32	969	17,894
F/V Defender Limited Partnership	Defender	2	36	0	154	38	1,016	20,586
Iduhuso Fisheries, Inc.	GunMar	2	26	0	116	27	366	12,811
MarGun Enterprises LLC	MarGun	0	1	0	25	1	4	65
Blue Boat Corporation	Nordic Star	2	7	0	104	10	347	6,976
Aleutian Spray Fisheries, Inc.	Starfish	4	10	0	199	31	1,083	7,991
Aleutian Spray Fisheries, Inc.	Starlite	2	9	0	167	12	155	3,275
FY Fisheries, Inc.	SeaDawn	7	13	0	297	42	260	3,179
Co-op Total*		30	197	0	1,696	282	6,025	108,394

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

ATTACHMENT 1

UFC MEMBERSHIP AGREEMENT 2004 ADDENDUM

UNISEA FLEET COOPERATIVE

MEMBERSHIP AGREEMENT

2004 ADDENDUM

Each of the undersigned hereby acknowledges and agrees that the terms and conditions of the UniSea Fleet Cooperative Membership Agreement dated as of December 14, 1999, as amended by that First Amendment to Membership Agreement dated as of May 10, 2001 and that Second Amendment to Membership Agreement dated as of May 15, 2003, shall be in full force and effect among the undersigned for the year 2004, and that Exhibit A attached hereto replaces in its entirety Exhibit A to the Membership Agreement and to all prior addenda thereto.

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

Dated effective as of the 1st day of December, 2003.

F/V ALSEA
by Rondys, Inc.

F/V ARGOSY
by Rondys, Inc.

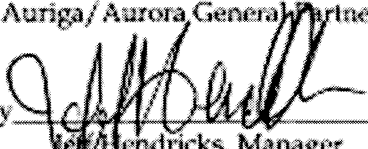
By _____
Margaret Hall, General Manager

By _____
Margaret Hall, General Manager

F/V AMERICAN EAGLE
by Tynes Enterprises, Inc.

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

By _____
Reidar Tynes, President

By  _____
Jeff Hendricks, Manager

[SIGNATURES CONTINUED ON PAGE 2]

UNISEA FLEET COOPERATIVE

MEMBERSHIP AGREEMENT

2001 ADDENDUM

Each of the undersigned hereby acknowledges and agrees that the terms and conditions of the UniSea Fleet Cooperative Membership Agreement dated as of December 14, 1999, as amended by that First Amendment to Membership Agreement dated as of May 10, 2001 and that Second Amendment to Membership Agreement dated as of May 15, 2003, shall be in full force and effect among the undersigned for the year 2004, and that Exhibit A attached hereto replaces in its entirety Exhibit A to the Membership Agreement and to all prior addenda thereto.

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

Dated effective as of the 1st day of December, 2003.

F/V ALSEA
by Rondys, Inc.

By M. E. Hall
Margaret Hall, General Manager

F/V ARGOSY
by Rondys, Inc.

By M. E. Hall
Margaret Hall, General Manager

F/V AMERICAN EAGLE
by Tynes Enterprises, Inc.

By Reidar Tynes
Reidar Tynes, President

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

By J. J. Hendricks
J. J. Hendricks, Manager

[SIGNATURES CONTINUED ON PAGE 2]

F/V DEFENDER
by F/V Defender LLC

By 
Barry Ohai, Manager

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

By _____
Gunnar Ildhuso, Jr., President


F/V MAR-GUN
by Margun Enterprises LLC

By _____
Title: _____
Gunnar Ildhuso, Jr.

F/V NORDIC STAR
by Blue Boat Corporation

By _____
Cary Swasand, President

PACIFIC MONARCH
by PacMon LLC

By 
Barry Ohai, Authorized Agent

F/V SEADAWN
By FY Fisheries, Inc.

By _____
Fred Yeck, President

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

By _____
Cary Swasand, President

UNISEA FLEET COOPERATIVE

By _____
Jeff Hendricks, President


F/V DEFENDER
by F/V Defender LLC

By _____
Barry Ohai, Manager

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

By  _____
Gunnar Ildhuso, Jr., President

F/V MAR-GUN
by Margun Enterprises LLC

By  _____
Title: PRES.
Gunnar Ildhuso, Jr.

F/V NORDIC STAR
by Blue Boat Corporation

By _____
Cary Swasand, President

PACIFIC MONARCH
by PacMon LLC

By _____
Barry Ohai, Authorized Agent

F/V SEADAWN
By FY Fisheries, Inc.

By _____
Fred Yeck, President

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

By _____
Cary Swasand, President

UNISEA FLEET COOPERATIVE

By _____
Jeff Hendricks, President

F/V DEFENDER
by F/V Defender LLC

By _____
Barry Ohai, Manager

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

By _____
Gunnar Ildhuso, Jr., President

F/V MAR-GUN
by Margun Enterprises LLC

By _____
Title: _____
Gunnar Ildhuso, Jr.

F/V NORDIC STAR
by Blue Boat Corporation

By 
Cary Swasand, President

PACIFIC MONARCH
by PacMon LLC

By _____
Barry Ohai, Authorized Agent

F/V SEADAWN
By FY Fisheries, Inc.

By _____
Fred Yeck, President

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

By 
Cary Swasand, President

UNISEA FLEET COOPERATIVE

By _____
Jeff Hendricks, President

F/V DEFENDER
by F/V Defender LLC

By _____
Barry Ohai, Manager

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

By _____
Gunnar Ildhuso, Jr., President

F/V MAR-GUN
by Margun Enterprises LLC

By _____
Title: _____
Gunnar Ildhuso, Jr.

F/V NORDIC STAR
by Blue Boat Corporation

By _____
Cary Swasand, President

PACIFIC MONARCH
by PacMon LLC

By _____
Barry Ohai, Authorized Agent

F/V SEADAWN
By FY Fisheries, Inc.

By _____
Fred Yeck, President

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

By _____
Cary Swasand, President

UNISEA FLEET COOPERATIVE

By _____
Jeff Hendricks, President

F/V DEFENDER
by F/V Defender LLC

By _____
Barry Ohai, Manager

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

By _____
Gunnar Ildhuso, Jr., President

F/V MAR-GUN
by Margun Enterprises LLC

By _____
Title: _____
Gunnar Ildhuso, Jr.

F/V NORDIC STAR
by Blue Boat Corporation

By _____
Cary Swasand, President

PACIFIC MONARCH
by PacMon LLC

By _____
Barry Ohai, Authorized Agent

F/V SEADAWN
By FY Fisheries, Inc.

By _____
Fred Yeck, President

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

By _____
Cary Swasand, President

UNISEA FLEET COOPERATIVE

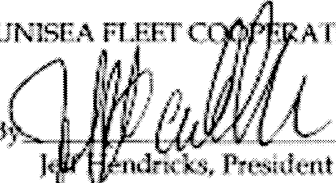
By  _____
Jeff Hendricks, President

EXHIBIT A

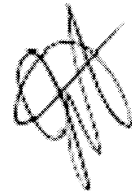
UNISEA FLEET COOPERATIVE
2004 ADDENDUM

BERING SEA POLLOCK FISHERY
HARVEST SCHEDULE

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

MEMBER	VESSEL(S)	PERCENTAGE OF "ALLOCATION"
Rondys, Inc.	ALSEA - ON 626517 ARGOSY - ON 611365	7.249% 7.116%
Tynes Enterprises, Inc.	AMERICAN EAGLE - ON 558605	4.655%
Aurora/ Auriga General Partnership	AURIGA - ON 639547 AURORA - ON 636919	12.700% 14.306%
F/V Defender LLC	DEFENDER - ON 554030	15.091%
Ildhuso Fisheries, Inc.	GUN-MAR - ON 640130	9.674%
Margun Enterprises LLC	MAR-GUN - ON 525608	
Blue Boat Corporation	NORDIC STAR - ON 584684	4.403%

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



ATTACHMENT 2

2004 UFC AMENDED BERING SEA
POLLOCK FISHERY HARVEST SCHEDULE

UNISEA FLEET COOPERATIVE

BERING SEA POLLOCK FISHERY
HARVEST SCHEDULE

Amended and Adopted on January 9, 2004

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

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

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

ATTACHMENT 3

2004 UFC THIRD AMENDMENT TO THE MEMBERSHIP AGREEMENT

THIRD AMENDMENT
TO
MEMBERSHIP AGREEMENT

THIS THIRD AMENDMENT TO MEMBERSHIP AGREEMENT ("Amendment") is entered into as of June 30, 2004, by and among the entities listed hereafter (each, a "Member", and together, the "Members") and the Unisea Fleet Cooperative, a Washington nonprofit corporation (the "Cooperative") with respect to the following facts:

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

B. Starlite Fisheries LLC, an Alaska limited liability company ("Starlite"), has petitioned for admission into the Cooperative as a Member. Starlite is wholly-owned by Star Partners LLC, of which UniSea, Inc. is a 25% member.

C. Pursuant to Section 10 of the Membership Agreement, Members are prohibited from granting ownership or control in member vessels to UniSea, Inc., or its owners, parents, affiliates or subsidiaries.

D. The Members desire to amend Section 10 of the Membership Agreement to eliminate the restriction on UniSea holding a membership interest in Cooperative vessels, as well as to add Starlite as a party to the Membership Agreement.

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

1. Amendments to the Membership Agreement.

1.1 Section 10 of the Membership Agreement is hereby amended to read as follows:

Promoting Competition. To promote market competition for products produced from pollock harvested under this Agreement, each Member agrees that throughout the term of this Agreement each Member authorizes the Cooperative Board of Directors to

promote development of Council policy and NMFS regulations which will permit vessels harvesting pollock for processing by the inshore component to transfer from one catcher vessel cooperative to another without being required to spend an intervening year in the "open access" BS/AI pollock fishery.

1.2 The Members hereby acknowledge and agree, that upon satisfaction of all conditions precedent to membership in the Cooperative set forth in the Cooperative's Bylaws and Membership Agreement, and upon execution of an adherence agreement whereby it agrees to be bound by all terms and conditions of the Membership Agreement as though it were an original signatory thereto, Starlite shall be admitted as a Member of the Cooperative, and the Membership Agreement shall be thereby amended to reflect such addition of Starlite as a Member.

1.3 Upon the admission of Starlite as a Member of the Cooperative, in accordance with Section 1.2, above, Exhibit A to the Membership Agreement, which sets forth each Member's respective Percentage Allocation, shall be amended such that the Percentage Allocation formerly held by Aleutian Spray Fisheries, Inc. with respect to the F/V STARLITE, Official Number 597065, shall now be the Percentage Allocation held by Starlite.

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

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

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

F/V ALSEA
By: Rondys, Inc.




By: Margaret Hall
Its: General Manager

F/V ARGOSY
By: Rondys, Inc.



By: Margaret Hall
Its: General Manager

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


By: Reidar Tynes
Its: President

F/V DEFENDER
By: F/V Defender LLC

By: Barry Ohai
Its: Manager


F/V MAR-GUN
By: Margun Enterprises LLC

By: Gunnar Ildhuso, Jr.
Its: _____

F/V PACIFIC MONARCH
By: PacMon LLC

By: Barry Ohai
Its: Authorized Agent

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


By: Jeff Hendricks
Its: Manager

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

By: Gunnar Ildhuso, Jr.
Its: President

F/V NORDIC STAR
By: F/V Nordic Star LLC
By: Blue Boat Corporation
Its: Member

By: Cary Swasand
Its: President

F/V SEADAWN
By: FY Fisheries, Inc.

By: Fred Yeck
Its: President

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

By: Reidar Tynes
Its: President

F/V DEFENDER
By: F/V Defender LLC

By: Barry Ohai
Its: Manager


F/V MAR-GUN
By: Margun Enterprises LLC

By: Gunnar Ildhuso, Jr.
Its: _____

F/V PACIFIC MONARCH
By: PacMon LLC

By: Barry Ohai
Its: Authorized Agent

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



By: Jeff Hendricks
Its: Manager

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

By: Gunnar Ildhuso, Jr.
Its: President

F/V NORDIC STAR
By: F/V Nordic Star LLC
By: Blue Boat Corporation
Its: Member

By: Cary Swasand
Its: President

F/V SEADAWN
By: FY Fisheries, Inc.

By: Fred Yeck
Its: President

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

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

By: Reidar Tynes
Its: President

By: Jeff Hendricks
Its: Manager

F/V DEFENDER
By: F/V Defender LLC

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




By: Barry Ohai
Its: Manager

By: Gunnar Ildhuso, Jr.
Its: President

F/V MAR-GUN
By: Margun Enterprises LLC

F/V NORDIC STAR
By: F/V Nordic Star LLC
By: ~~Blue Boat Corporation~~
Its: Member

By: Gunnar Ildhuso, Jr.
Its: _____



By: Cary Swasand *Cary Swasand*
Its: ~~President~~ *member*

F/V PACIFIC MONARCH
By: PacMon LLC

F/V SEADAWN
By: FY Fisheries, Inc.



By: Barry Ohai
Its: Authorized Agent

By: Fred Yeck
Its: President

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

By: Reidar Tynes
Its: President

F/V DEFENDER
By: F/V Defender LLC

By: Barry Ohai
Its: Manager

F/V MAR-GUN
By: Margan Enterprises LLC


By: Gunnar Edhuso, Jr.
Its: MANAGER


F/V PACIFIC MONARCH
By: PacMon LLC

By: Barry Ohai
Its: Authorized Agent

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


By: Jeff Hendricks
Its: Manager

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


By: Gunnar Edhuso, Jr.
Its: President

F/V NORDIC STAR
By: F/V Nordic Star LLC
By: Blue Boat Corporation
Its: Member

By: Cary Swasand
Its: President

F/V SEADAWN
By: FY Fisheries, Inc.

By: Fred Yeck
Its: President

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

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

By: Reidar Tynes
Its: President

By: Jeff Hendricks
Its: Manager

F/V DEFENDER
By: F/V Defender LLC

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

By: Barry Ohai
Its: Manager

By: Gunnar Ildhuso, Jr.
Its: President

F/V MAR-GUN
By: Margun Enterprises LLC

F/V NORDIC STAR
By: F/V Nordic Star LLC
By: Blue Boat Corporation
Its: Member


By: Gunnar Ildhuso, Jr.
Its: _____

By: Cary Swasand
Its: President

F/V PACIFIC MONARCH
By: PacMon LLC

F/V SEADAWN
By: FY Fisheries, Inc.

By: Barry Ohai
Its: Authorized Agent


By: Fred Yeck
Its: President

F/V STARFISH
Aleutian Spray Fisheries, Inc.



By: ~~Cary Swanson~~ *Chris Swanson*
Its: President *Member*

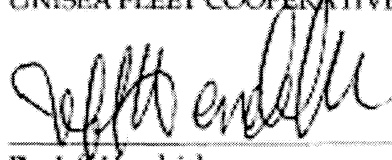
UNISEA FLEET COOPERATIVE

By: Jeff Hendricks
Its: President

F/V STARFISH
Aleutian Spray Fisheries, Inc.

By: Cary Swasand
Its: President

UNISEA FLEET COOPERATIVE



By: Jeff Hendricks
Its: President

NOTICE OF ASSIGNMENT OF MEMBERSHIP INTEREST
AND ADHERENCE AGREEMENT

THIS NOTICE OF ASSIGNMENT OF MEMBERSHIP INTEREST AND ADHERENCE AGREEMENT ("Agreement") is entered into as of this 31st day of March, 2004, by STARLITE FISHERIES, LLC, an Alaska limited liability company ("Maker"), with respect to the following:

A. Pursuant to that certain Agreement for Purchase and Sale of Vessel and Associated Fishing Rights dated December 23, 2003 (the "Acquisition Agreement"), Maker has acquired the United States flag fishing vessel STARLITE, Official Number 597065 (the "Vessel"), and its fishing rights from Aleutian Spray Fisheries, Inc. The Vessel is enrolled as a member of the UniSea Fleet Cooperative (the "Cooperative").

B. Maker desires, by this Agreement, to provide notice to the Cooperative that the ownership of the Vessel and its fishing rights has changed and to agree to adhere to the terms and conditions of membership in the Cooperative, as set forth in that certain UniSea Fleet Cooperative Membership Agreement dated as of December 14, 1999 (as amended, the "Cooperative Agreement").

NOW THEREFORE:

1. Maker hereby provides notice to the Cooperative that, pursuant to the Acquisition Agreement, all ownership interest in the Vessel and its associated fishing rights, including the Vessel's right to participate in the Cooperative, is hereby vested in Maker.

2. Maker hereby agrees that, in accordance with Section 6 of the Membership Agreement and pursuant to the terms of the Acquisition Agreement and all documents executed in connection therewith, Maker shall assume all of the rights and obligations of Aleutian Spray Fisheries, Inc., that pertain to the Vessel under the Cooperative Agreement. It is Maker's intent that execution of this Agreement be deemed for all purposes to have the same legal effect as direct execution of the Membership Agreement by Maker.

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

STARLITE FISHERIES, LLC
By: Star Partners, LLC
Its: Sole Member



By: Phil Hanson
Its: President