

FINAL REPORT OF THE  
WESTWARD FLEET COOPERATIVE  
YEAR 2005

PREPARED FOR:

NORTH PACIFIC FISHERY MANAGEMENT COUNCIL

JANUARY 11, 2006

PREPARED BY:

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SEATTLE, WASHINGTON



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**Presented to the  
North Pacific Fishery Management Council  
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INTRODUCTION

Westward Fleet Cooperative (WFC) is pleased to submit this document and results of their 2005 Bering Sea fishery to the North Pacific Fishery Management Council (NPFMC) in compliance with annual reporting requirements of the 1998 American Fisheries Act (AFA).

Year 2005 was the sixth year of WFC operations under the AFA. The Westward fleet was managed and operated during 2005 following the successful model established during the previous five years fisheries—basically without change. This document format and 12 exhibits herein reporting WFC co-op members, management, allocations, catches, sideboard limits, prohibited species catches and enforcement is also consistent with WFC'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.

WESTWARD FLEET MEMBER VESSELS AND CO-OP MANAGEMENT

Seven individual members representing 13 catcher vessels signed their sixth year co-op membership agreement on December 1, 2004, which enabled them to operate under the laws of the AFA in a fishery cooperative delivering pollock to Westward Seafood Inc., during the 2005 fishing season (Attachment 1, WFC Membership Agreement, 2005 Addendum).

The WFC membership during 2005 did change from the prior year. Three vessels transferred out of the WFC after the 2004 season. The F/V *AJ* and the F/V *Pacific Challenger* transferred to the Peter Pan Cooperative and the F/V *Starward* transferred to the Unisea Fleet Cooperative.

WFC year 2005 managing member owners and their respective vessels are listed below:

F. Gregory Baker, Managing Member

- Viking Limited Partnership F/V *Viking* 130 ft LOA
- Alaskan Command LLC, F/V *Alaskan Command* 185 ft LOA
- Westward Limited Partnership, F/V *Westward I* 127 ft LOA
- Pacific Knight LLC, F/V *Pacific Knight* 165 ft LOA
- Ocean Dynasty Limited Partnership, F/V *Chelsea K* 149 ft LOA

John and Robert Dooley, Managing Member

- Pacific Prince LLC, F/V *Pacific Prince* 148 ft LOA
- Caitlin Ann LLC, F/V *Caitlin Ann* 104 ft LOA

Donald Johnson, Managing Member, Hickory Wind LLC

- F/V *Hickory Wind* 104 ft LOA

Rick Mezich, Managing Member, Fierce Allegiance, LLC

- F/V *Fierce Allegiance* 167 ft LOA

Matt Daugherty, Managing Member, U.S. Marine Corp.

- F/V *Ocean Hope 3* 112 ft LOA

Dan Green, Managing Member, Wa'atch, Inc.

- F/V *Alyeska* 125 ft LOA

Bob Desautel, Managing Member, Dona Martita LLC

- F/V *Arctic Wind* 123 ft LOA
- F/V *Dona Martita* 165 ft LOA

Co-op management and administration continued during 2005 basically unchanged from management and administration of the five prior co-op years (Exhibit 1). Mr. Robert Dooley continued to serve as the president of WFC and Mr. Steven Whitman continued to serve as the coordinator. Coordination of information on allocations, transfers, pollock catches, sideboard catches and prohibited species catches between the Westward plant in Dutch Harbor, the member vessels, Sea State, the Inter co-op Manager and the National Marine Fisheries Service all continued during 2005 as established in year 2000 and as conducted in 2001, 2002, 2003 and 2004.

#### WFC BERING SEA POLLOCK ALLOCATION, TRANSFERS AND CATCH

In 2005, the initial pollock allocation to WFC represented 19.874% of the AFA inshore-directed pollock allocation. WFC was the third largest tonnage co-op of the seven AFA inshore co-ops (Exhibit 2). WFC's 13 member vessels received initial and final<sup>1</sup> AFA Bering Sea pollock allocations that totaled 129,932 mt. This co-op allocation was distributed among the 13 member vessels. Exhibit 3 provides details of the 13 vessel's initial pollock allocations. Individual vessel Bering Sea pollock allocations are expressed in tonnage, expressed as a percentage of the WFC total allocation and expressed as a percentage of the 2005 inshore directed pollock fishery.

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<sup>1</sup> The directed Bering Sea pollock allocation posted in February 2005 (70FR8679) was revised by later regulation in August 2005 (70FR51684) to include releases of further pollock amounts to all AFA inshore cooperatives.

Within the WFC, 10 of the 13 member vessels transferred pollock allocations among themselves. Two member vessels, *F/V Dona Martita* and *F/V Pacific Knight*, transferred essentially all of their allocation to other member vessels and remained inactive in the Bering pollock fishery during 2005. Exhibit 4 identifies the transfers of Bering Sea pollock within the co-op by member vessel and the resulting final allocations to member vessels after transfers were completed. The final allocations shown in Exhibit 4 represented tonnages of Bering Sea pollock available to member vessels for harvesting during the 2005 fishing seasons.

Individual WFC member vessels directed Bering Sea pollock catches by the 11 vessels that operated are provided in Exhibit 5 and are compared to their respective final pollock allocations. The WFC total directed Bering Sea pollock catch totaled 127,340.528 mt, 2,594.399 mt under quota, representing 98.01% quota utilization during 2005.

#### OUTSIDE WESTWARD PROCESSOR DELIVERIES

Member vessels delivered 95.235% of the WFC pollock catch to the co-op's affiliated processor--Westward Seafoods, Inc. *F/V Fierce Allegiance* transferred all of her 6,133 mt allocation out of WFC and into the Unisea Fleet Cooperative where 6,068 mt was landed. *F/V Fierce Allegiance* landings outside WFC represented 4.765% of the WFC pollock catch. Accordingly, WFC member vessels were in compliance with AFA Section (210)(b)(6), which provides that up to 10% of the pollock harvested within a co-op, can be delivered to processors other than the co-op's affiliated processor.

#### BYCATCH IN THE BERING SEA POLLOCK FISHERY

Bycatch of other groundfish, herring, halibut, crab and salmon from the directed Bering Sea pollock fishery is detailed by member vessel in Exhibit 6. Pollock represented 98.9% of the catch of pollock plus all other groundfish.

## SIDEBOARD LIMITATIONS, ALLOCATIONS AND CATCHES

Initial sideboard limits for the WFC vessels totaled 9,234.359 mt. Of this total, 1,139.542 mt of sideboard species allocations were transferred from WFC to other co-ops, 1,222.023 mt of sideboard species allocations were harvested by WFC member vessels and 6,872.794 mt of sideboard species allocations remained unused (Exhibit 7).

No individual species/area sideboard allocation was exceeded. WFC member vessels did not conduct fisheries for pollock or for other species of groundfish in the Gulf of Alaska management region.

## DIRECTED BERING SEA COD AND GULF POLLOCK FISHERY

WFC's directed Bering Sea Pacific cod allocations, transfers and catches for 2005 are presented in Exhibit 8 by member vessel. Member vessel directed Bering Sea Pacific cod allocations totaled 2,894.000 mt of which 431.17 mt were transferred by inter co-op agreements to other co-ops and 1,222.02 mt were harvested by WFC co-op vessels. Only two member vessels participated in the WFC directed Bering Sea Pacific cod harvest. A total of 1,240.81 mt of the final WFC cod allocation remained unharvested.

Bycatch of other groundfish, halibut, herring, crab and salmon in the WFC directed Bering Sea cod fishery is detailed in Exhibit 9. Cod comprised 91.9% of the cod plus other groundfish catch in WFC's directed Bering Sea cod fishery.

As earlier noted in Exhibit 7, WFC's sideboard Gulf of Alaska allocations totaled 3,966.125 mt of Area 610 pollock, 416.689 mt of Area 620 pollock, 156.545 mt of Area 630 pollock and no Area 640 pollock. All areas Gulf of Alaska pollock allocation for WFC vessels totaled 4,539.359 mt. Of this total, 708.373 mt was

transferred to other co-ops as reported in Exhibit 10. WFC member vessels did not fish Gulf of Alaska pollock in 2005 leaving 3,830.986 mt of Gulf of Alaska pollock un-harvested and un-transferred to other co-ops.

#### DIRECTED CRAB FISHING

Two LLP crab qualified WFC member vessels fished Bering Sea crab during 2005. F/V *Fierce Allegiance* and F/V *Arctic Wind* harvested *opilio* Tanner crab and made landings that totaled 267,606 lbs as shown in Exhibit 11. 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 2005 AFA red king crab harvesting reporting requirements by AFA pollock vessels and will eliminate all future year's AFA crab reporting requirements.

#### CATCHES BY GULF SIDEBOARD EXEMPT MEMBER VESSELS

Two WFC member vessels (*Hickory Wind* and *Ocean Hope 3*) are Gulf of Alaska sideboard exempt. Both vessels operated within co-op guidelines and did not lease any of their Bering Sea pollock or cod.

#### WFC PROHIBITED SPECIES CATCH TOTALS

WFC member vessel prohibited species catch totals for halibut, herring, Bristol Bay red king crab, *bairdi* Tanner crab, other Tanner crab, Chinook salmon and other salmon are provided in Exhibit 12.

## WFC MONITORING AND ENFORCEMENT

All WFC 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 Westward Fleet Cooperative Operations, year 2005.

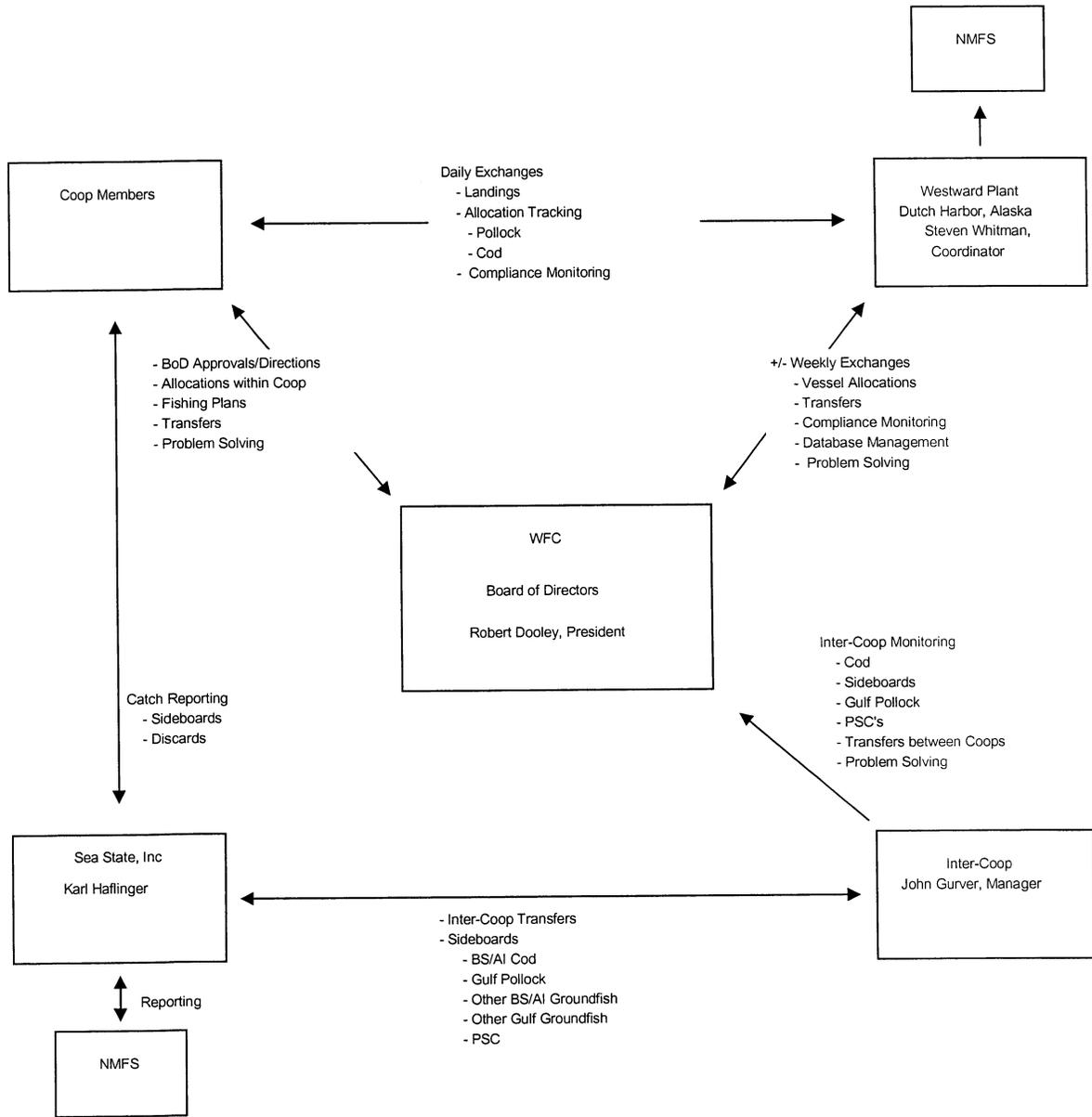


Exhibit 2. Percent distribution of 2005 Bering Sea "inshore pollock allocation" between the seven inshore AFA pollock cooperatives.

### Bering Sea Inshore Pollock Co-op 2005 Allocation

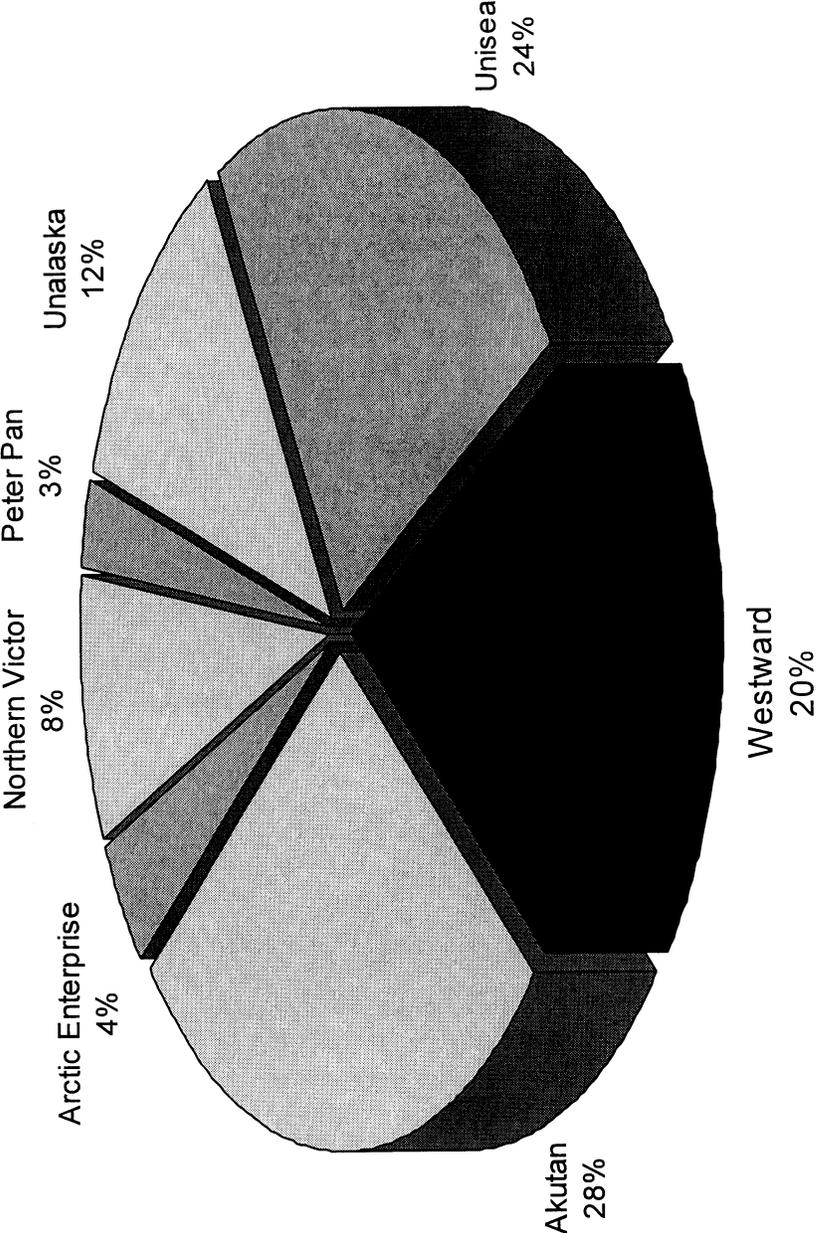


Exhibit 3. Westward Fleet Cooperative member vessel initial pollock allocations expressed as a percentage of the co-op total, as a percentage of the Bering Sea inshore directed pollock fishery, and in metric tons for the year 2005.

Company Name	Member Vessels	% of Co-op Allocation	% of AFA Inshore Directed Pollock Fishery	Year 2005 Allocation (MT)
Alaskan Command LLC	Alaskan Command	1.868%	0.371%	2,427.160
Wa'atch, Inc.	Alyeska	6.077%	1.208%	7,896.067
Dona Martita LLC	Arctic Wind	5.554%	1.104%	7,216.514
Caitlin Ann LLC	Caitlin Ann	4.812%	0.956%	6,252.406
Ocean Dynasty Limited Partnership	Chelsea K	23.388%	4.648%	30,388.877
Dona Martita LLC	Dona Martita	10.581%	2.103%	13,748.277
Fierce Allegiance LLC	Fierce Allegiance	4.720%	0.938%	6,132.867
Hickory Wind LLC	Hickory Wind	1.446%	0.287%	1,878.840
U.S. Marine Corporation	Ocean Hope 3	2.450%	0.487%	3,183.374
Pacific Knight LLC	Pacific Knight	10.976%	2.181%	14,261.515
Pacific Prince LLC	Pacific Prince	11.964%	2.378%	15,545.259
Viking Limited Partnership	Viking	8.340%	1.657%	10,836.465
Westward Limited Partnership	Westward 1	7.825%	1.555%	10,167.306
Cooperative Total		100.000%	19.874%	129,932.000 *

\* Some totals are rounded. All individual vessel percentages of co-op allocation are as published in co-op agreement harvest schedule, and Westward total metric tons and % of the AFA inshore directed pollock fishery are shown as reported in the Federal Register after release of final allocations of pollock (70FR51684-8/31/05).

Exhibit 4. Westward Fleet Cooperative member vessel final Bering Sea directed pollock allocations for the year 2005 after within co-op transfers and trades.

Company Name	Member Vessels	Year 2005 Allocation (MT)	Within Co-op Net Transfer In (+) MT & Out (-) MT	Within Co-op Trades In (+) MT & Out (-) MT	Final Pollock Allocation (MT)
Alaskan Command LLC	Alaskan Command	2,427.160	21,513.693	0.000	23,940.854
Wa'atch, Inc.	Alyeska	7,896.067	-7,465.104	0.000	430.962
Dona Martita LLC	Arctic Wind	7,216.514	3,338.519	0.000	10,555.033
Caitlin Ann LLC	Caitlin Ann	6,252.406	-746.419	-195.899	5,310.088
Ocean Dynasty Limited Partnership	Chelsea K	30,388.877	5,733.708	0.000	36,122.585
Dona Martita LLC	Dona Martita	13,748.277	-13,746.106	0.000	2.171
Fierce Allegiance LLC	Fierce Allegiance	6,132.867	0.000	0.000	6,132.867
Hickory Wind LLC	Hickory Wind	1,878.840	0.000	195.899	2,074.740
U.S. Marine Corporation	Ocean Hope 3	3,183.374	0.000	0.000	3,183.374
Pacific Knight LLC	Pacific Knight	14,261.515	-14,258.537	0.000	2.978
Pacific Prince LLC	Pacific Prince	15,545.259	3,127.864	0.000	18,673.124
Viking Limited Partnership	Viking	10,836.465	3,809.162	0.000	14,645.626
Westward Limited Partnership	Westward 1	10,167.306	-1,306.781	0.000	8,860.526
Cooperative Total		129,932.000 *	0.000	0.000	129,932.000 *

\* Some totals are rounded. The Westward total of 129,932 metric tons is shown as reported in the Federal Register (70FR51684-8/31/05).

Exhibit 5. Comparison of Westward Fleet Cooperative member vessels directed Bering Sea pollock catches with final allocations, year 2005.

Company Name	Member Vessels	Final Pollock Allocation (MT)	Directed Bering Sea Pollock Catch by Vessel (MT)	Difference Over (+) Under (-)
Alaskan Command LLC	Alaskan Command	23,940.854	23,677.873	-262.980
Wa'tch, Inc.	Alyeska	430.962	432.736	+1.774
Dona Martita LLC	Arctic Wind	10,555.033	9,999.492	-555.541
Caitlin Ann LLC	Caitlin Ann	5,310.088	5,503.022	+192.935
Ocean Dynasty Limited Partnership	Chelsea K	36,122.585	36,109.536	-13.049
Dona Martita LLC	Dona Martita	2.171	0.000	-2.171
Fierce Allegiance LLC	Fierce Allegiance	6,132.867	6,068.337	-64.531
Hickory Wind LLC	Hickory Wind	2,074.740	1,560.231	-514.509
U.S. Marine Corporation	Ocean Hope 3	3,183.374	1,848.663	-1,334.711
Pacific Knight LLC	Pacific Knight	2.978	0.000	-2.978
Pacific Prince LLC	Pacific Prince	18,673.124	18,664.560	-8.563
Viking Limited Partnership	Viking	14,645.626	14,639.324	-6.302
Westward Limited Partnership	Westward 1	8,860.526	8,836.753	-23.773
Cooperative Total		129,932.000	127,340.528	-2,594.399

Exhibit 6. Directed pollock fishing catch and bycatch and PSC's for the Westward Fleet Cooperative member vessels, year 2005.

Company Name	Member Vessels	Directed Bering Sea Pollock Catch by Vessel (MT)	Other Groundfish (MT)	Herring (MT)	Halibut (MT)	Red King Crab (#)	Bairdi		Other		Chinook Salmon (#)	Other Salmon (#)
							Tanner Crab (#)	Crab (#)	Tanner Crab (#)	Crab (#)		
Alaskan Command LLC	Alaskan Command	23,677.873	260.395	3	2	0	6	15	2,449	23,790	0	0
Waatch, Inc.	Alyeska	432.736	0.945	0	0	0	0	0	4	9,243	0	0
Dona Marita LLC	Arctic Wind	9,999.492	110.439	1	1	0	7	8	514	7,584	0	0
Caitlin Ann LLC	Caitlin Ann	5,503.022	53.246	1	0	0	0	1	150	46,757	0	0
Ocean Dynasty Limited Partnership	Chelsea K	36,109.536	400.627	50	3	0	1	0	2,684	0	0	0
Dona Marita LLC	Dona Marita	0.000	0.000	0	0	0	0	0	0	0	0	0
Fierce Allegiance LLC	Fierce Allegiance	6,068.337	80.283	2	0	0	1	5	206	1,376	0	0
Hickory Wind LLC	Hickory Wind	1,560.231	57.646	29	1	0	0	0	138	987	0	0
U.S. Marine Corporation	Ocean Hope 3	1,848.663	18.608	2	0	0	0	0	187	797	0	0
Pacific Knight LLC	Pacific Knight	0.000	0.000	0	0	0	0	0	0	0	0	0
Pacific Prince LLC	Pacific Prince	18,664.560	230.621	3	2	0	3	25	424	16,915	0	0
Viking Limited Partnership	Viking	14,639.324	138.322	2	1	0	0	1	646	7,503	0	0
Westward Limited Partnership	Westward 1	8,836.753	95.026	1	0	0	2	1	245	1,525	0	0
Cooperative Total		127,340.528	1,446.158	92	10	0	20	56	7,647	116,477	0	0

Exhibit 7. Sideboard limits and aggregate catch of non-Bering Sea pollock by the Westward Fleet Cooperative member vessels, year 2005.

Species/Area	Initial Westward Sideboard Limit (MT)	InterCoop Sideboard Transfer (MT)	Final Sideboard Limit (MT)	Coop Catch (MT)	Difference Over "+" (MT) Under "-" (MT)
BSAI Pacific Cod	2,894.000	431.169	2,462.831	1,222.023	-1,240.808
BSAI Yellowfin Sole	991.000	0.000	991.000	0.000	-991.000
BSAI Rock Sole	477.000	0.000	477.000	0.000	-477.000
Western GOA Pacific Cod "A" Season	177.000	0.000	177.000	0.000	-177.000
Central GOA Pacific Cod "A" Season	156.000	0.000	156.000	0.000	-156.000
Western GOA Pacific Cod "B" Season	0.000	0.000	0.000	0.000	0.000
Central GOA Pacific Cod "B" Season	0.000	0.000	0.000	0.000	0.000
Area 610 "A" season Pollock	657.247	506.693	150.554	0.000	-150.554
Area 620 "A" season Pollock	141.613	0.000	141.613	0.000	-141.613
Area 630 "A" season Pollock	34.677	34.680	-0.003	0.000	0.003
Shelikof "A" season Pollock	0.000	0.000	0.000	0.000	0.000
Area 610 "B" season Pollock	657.247	0.000	657.247	0.000	-657.247
Area 620 "B" season Pollock	167.423	167.000	0.423	0.000	-0.423
Area 630 "B" season Pollock	16.910	0.000	16.910	0.000	-16.910
Shelikof "B" season Pollock	0.000	0.000	0.000	0.000	0.000
Area 610 "C" season Pollock	1,325.815	0.000	1,325.815	0.000	-1,325.815
Area 620 "C" season Pollock	53.827	0.000	53.827	0.000	-53.827
Area 630 "C" season Pollock	52.479	0.000	52.479	0.000	-52.479
Area 610 "D" season Pollock	1,325.815	0.000	1,325.815	0.000	-1,325.815
Area 620 "D" season Pollock	53.827	0.000	53.827	0.000	-53.827
Area 630 "D" season Pollock	52.479	0.000	52.479	0.000	-52.479
Eastern GOA Pollock 640	0.000	0.000	0.000	0.000	0.000
WGOA shallow-water flatfish	0.000	0.000	0.000	0.000	0.000
CGOA shallow-water flatfish	0.000	0.000	0.000	0.000	0.000
EGOA shallow-water flatfish	0.000	0.000	0.000	0.000	0.000
CGOA deep-water flatfish	0.000	0.000	0.000	0.000	0.000
CGOA Northern Rockfish	0.000	0.000	0.000	0.000	0.000
CGOA Pacific Ocean Perch	0.000	0.000	0.000	0.000	0.000
EGOA Pacific Ocean Perch	0.000	0.000	0.000	0.000	0.000
Coop All Species Sideboard Total	9,234.359	1,139.542	8,094.817	1,222.023	-6,872.794

PSC limited halibut for Bering Sea  
 Directed Pacific Cod fishery → 60.000

Exhibit 8. Comparison of Westward Fleet Cooperative member vessels directed Bering Sea Pacific cod catches with final allocations, year 2005.

Company Name	Member Vessels	Initial Coop Cod Allocation (MT) For Year 2005	Within Coop		InterCoop		Westward Coop		Directed Bering Sea Cod Catch by Vessel (MT)	Difference Over (+) Under (-)
			Net Transfer In (+) & Out (-)	InterCoop Transfers (MT) In (+), Out (-)	Final Adjusted Cod Allocation (MT)	Final Adjusted Cod Allocation (MT)				
Alaskan Command LLC	Alaskan Command	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Wa'tach, Inc.	Alyeska	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Dona Maritita LLC	Arctic Wind	412.96	0.00	11.99	0.00	424.94	85.47	85.47	-339.47	-339.47
Caitlin Ann LLC	Caitlin Ann	421.96	947.87	0.00	0.00	1,369.84	1,136.55	1,136.55	-233.28	-233.28
Ocean Dynasty Limited Partnership	Chelsea K	75.61	-54.24	0.00	0.00	21.37	0.00	0.00	-21.37	-21.37
Dona Maritita LLC	Dona Maritita	367.37	0.00	-263.53	0.00	103.84	0.00	0.00	-103.84	-103.84
Fierce Allegiance LLC	Fierce Allegiance	250.41	0.00	-179.63	0.00	70.78	0.00	0.00	-70.78	-70.78
Hickory Wind LLC	Hickory Wind	119.95	0.00	0.00	0.00	119.95	0.00	0.00	-119.95	-119.95
U.S. Marine Corporation	Ocean Hope 3	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Pacific Knight LLC	Pacific Knight	162.60	-116.64	0.00	0.00	45.96	0.00	0.00	-45.96	-45.96
Pacific Prince LLC	Pacific Prince	391.76	-281.03	0.00	0.00	110.73	0.00	0.00	-110.73	-110.73
Viking Limited Partnership	Viking	357.21	-256.24	0.00	0.00	100.97	0.00	0.00	-100.97	-100.97
Westward Limited Partnership	Westward 1	334.18	-239.72	0.00	0.00	94.46	0.00	0.00	-94.46	-94.46
Coop Total		2,894.00	0.00	-431.17	0.00	2,462.83	1,222.02	1,222.02	-1,240.81	-1,240.81

Exhibit 9. Directed Pacific cod fishing catch and bycatch for the Westward Fleet Cooperative member vessels, year 2005.

Company Name	Member Vessels	Directed Bering Sea Cod Catch by Vessel (MT)	Other Groundfish Catch (MT)	Halibut Mortality (MT)	Herring Catch (MT)	Red King Catch (#)	Bairdi Tanner Catch (#)	Other Tanner Catch (#)	Chinook Salmon (#)	Other Salmon (#)
Alaskan Command LLC	Alaskan Command	0.000	0.000	0	0.000	0	0	0	0	0
Watch, Inc.	Alyeska	0.000	0.000	0	0.000	0	0	0	0	0
Dona Marrita LLC	Arctic Wind	85.471	21.378	1.06	0.000	0	0	0	3	0
Caitlin Ann LLC	Caitlin Ann	1,136.553	53.783	31.59	0.000	0	9	4	19	0
Ocean Dynasty Limited Partnership	Chelsea K	0.000	0.000	0	0.000	0	0	0	0	0
Dona Marrita LLC	Dona Marrita	0.000	0.000	0	0.000	0	0	0	0	0
Fierce Allegiance LLC	Fierce Allegiance	0.000	0.000	0	0.000	0	0	0	0	0
Hickory Wind LLC	Hickory Wind	0.000	0.000	0	0.000	0	0	0	0	0
U.S. Marine Corporation	Ocean Hope 3	0.000	0.000	0	0.000	0	0	0	0	0
Pacific Knight LLC	Pacific Knight	0.000	0.000	0	0.000	0	0	0	0	0
Pacific Prince LLC	Pacific Prince	0.000	0.000	0	0.000	0	0	0	0	0
Viking Limited Partnership	Viking	0.000	0.000	0	0.000	0	0	0	0	0
Westward Limited Partnership	Westward 1	0.000	0.000	0	0.000	0	0	0	0	0
Coop Total		1,222.023	75.161	32.650	0.000	0	9	4	22	0

Exhibit 10. Transfers of Westward Fleet Cooperative Gulf of Alaska pollock sideboard limits to other catcher vessel co-ops, year 2005.

Gulf Area/Season	Transfers To	Transfer Amount (MT)
610 A	High Seas Catcher Vessel Coop	506.693
610 B	No Transfers	0.000
610 C	No Transfers	0.000
610 D	No Transfers	0.000
620 B	Peter Pan Fleet Cooperative	167.000
630 A	Unalaska Fleet Cooperative	34.680
640		0.000
Total GOA Transfers		708.373

Exhibit 11. Directed crab fishing landed catch by Westward Fleet Cooperative member vessels that were qualified to harvest Bering Sea crab, year 2005.

Company Name	Member Vessel	Bering Sea	
		<i>Opilio</i> Pounds	Tanner Crab Numbers
Dona Martita LLC	Arctic Wind	46,603	34,017
Mezich Allegiance, Inc.	Fierce Allegiance	221,003	144,447
Coop Total*		267,606	178,464

\* Total Pounds and Numbers include any crab which was not sold but for personal use.  
All totals include any deadloss.

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

Company Name	Member Vessels	Total Halibut Mortality (MT)	Total Herring Catch (MT)	Total Red King Crab (#)	Total Bairdi Tanner Crab (#)	Total Other Tanner Crab (#)	Total Chinook Salmon (#)	Total Other Salmon (#)
Alaskan Command LLC	Alaskan Command	2	3	0	6	15	2,449	23,790
Wa'tch, Inc.	Alyeska	0	0	0	0	0	4	0
Dona Maritita LLC	Arctic Wind	2	1	0	7	8	517	9,243
Caitlin Ann LLC	Caitlin Ann	32	1	0	9	5	169	7,584
Ocean Dynasty Limited Partnership	Chelsea K	3	50	0	1	0	2,684	46,757
Dona Maritita LLC	Dona Maritita	0	0	0	0	0	0	0
Fierce Allegiance LLC	Fierce Allegiance	0	2	0	1	5	206	1,376
Hickory Wind LLC	Hickory Wind	1	29	0	0	0	138	987
U.S. Marine Corporation	Ocean Hope 3	0	2	0	0	0	187	797
Pacific Knight LLC	Pacific Knight	0	0	0	0	0	0	0
Pacific Prince LLC	Pacific Prince	2	3	0	3	25	424	16,915
Viking Limited Partnership	Viking	1	2	0	0	1	646	7,503
Westward Limited Partnership	Westward 1	0	1	0	2	1	245	1,525
<b>Coop Total</b>		<b>43</b>	<b>92</b>	<b>0</b>	<b>29</b>	<b>60</b>	<b>7,669</b>	<b>116,477</b>

## ATTACHMENT 1

WFC MEMBERSHIP AGREEMENT 2005 ADDENDUM

COPY

WESTWARD FLEET COOPERATIVE

MEMBERSHIP AGREEMENT

2005 ADDENDUM

Each of the undersigned hereby acknowledges and agrees that the terms and conditions of the Westward Fleet Cooperative Membership Agreement dated as of December 23, 1999, as amended by that First Amendment to Membership Agreement dated as of January 15, 2004, shall be in full force and effect among the undersigned for the year 2005, and that Exhibit A attached hereto supersedes 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 Westward Seafoods, Inc. than to any other AFA inshore processor in the last year in which the vessel engaged in directed fishing for pollock in the BSAI for delivery to the inshore sector; (ii) is a qualified catcher vessel; (iii) is otherwise eligible to fish for groundfish in the BSAI; (iv) has an AFA catcher vessel permit with an inshore endorsement; and (v) has no permit sanctions or other type of sanctions against it that would prevent it from fishing for groundfish in the BSAI.

Dated effective as of December 1, 2004.

F/V ALASKAN COMMAND  
Alaskan Command L.L.C.

By: [Signature]  
Its: ENGINEER/ENGINE MANAGER

F/V ALYESKA  
Wa'atch, Inc.

By: [Signature]  
Its: MANAGER

F/V ARCTIC WIND  
Dona Martita LLC

By: [Signature]  
Its: President

F/V CHELSEA K  
Ocean Dynasty Limited Partnership

By: [Signature]  
Its: ENGINEER/ENGINE MANAGER

[SIGNATURES CONTINUED ON PAGE 2]

F/V CAITLIN ANN  
Caitlin Ann, LLC

By: Robert E. Doef  
Its: Manager

F/V DONA MARTITA  
Dona Martita LLC

By: [Signature]  
Its: President

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

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

F/V HICKORY WIND  
Hickory Wind, LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V OCEAN HOPE 3  
U.S. Marine Corp.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V PACIFIC KNIGHT  
Pacific Knight LLC

By: [Signature]  
Its: ENGINEERING MANAGER

F/V PACIFIC PRINCE  
Pacific Prince, LLC

By: Robert E. Doef  
Its: manager

F/V VIKING  
Viking Limited Partnership

By: [Signature]  
Its: ENGINEERING MANAGER

F/V WESTWARD 1  
Westward Limited Partnership

By: [Signature]  
Its: ENGINEERING MANAGER

WESTWARD FLEET COOPERATIVE

By: Robert E. Doef  
Its: president

F/V CAITLIN ANN  
Caitlin Ann, LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V DONA MARTITA  
Dona Martita LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V FIERCE ALLEGIANCE  
Fierce Allegiance LLC

By: R&B Fisheries, Inc., Manager

By:   
Rick Mezich, President

F/V HICKORY WIND  
Hickory Wind, LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V OCEAN HOPE 3  
U.S. Marine Corp.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V PACIFIC KNIGHT  
Pacific Knight LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V PACIFIC PRINCE  
Pacific Prince, LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V VIKING  
Viking Limited Partnership

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V WESTWARD 1  
Westward Limited Partnership

By: \_\_\_\_\_  
Its: \_\_\_\_\_

WESTWARD FLEET COOPERATIVE

By: \_\_\_\_\_  
Its: \_\_\_\_\_

MAY-27-2002 06:24P FROM: HARLEYROADS 775-751-9666

ID: 12063419997

P: 2/3

F/V CAITLIN ANN  
Caitlin Ann, LLC

By: Robert E. Deaf  
Its: Manager

F/V DONA MARTITA  
Dona Martita LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

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

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

F/V HICKORY WIND  
Hickory Winds LLC

By: Robert E. Deaf  
Its: Manager

F/V OCEAN HOPE 3  
US Marine Corp.

By: Robert E. Deaf  
Its: On behalf of US Seafoods its Manager

F/V PACIFIC KNIGHT  
Pacific Knight LLC

By: \_\_\_\_\_  
Its: Manager

F/V PACIFIC PRINCE  
Pacific Prince, LLC

By: Robert E. Deaf  
Its: manager

F/V VIKING  
Viking Limited Partnership

By: \_\_\_\_\_  
Its: Manager

F/V WESTWARD 1  
Westward Limited Partnership

By: \_\_\_\_\_  
Its: Manager

WESTWARD FLEET COOPERATIVE

By: Robert E. Deaf  
Its: President

WESTWARD FLEET COOPERATIVE  
EXHIBIT A TO 2005 ADDENDUM

BERING SEA/ ALEUTIAN ISLANDS POLLOCK FISHERY  
HARVEST SCHEDULE

<i>Member</i>	<i>Vessel</i>	<i>Percentage of Allocation</i>
Alaskan Command L.L.C.	ALASKAN COMMAND	1.868%
Wa'atch, Inc.	ALYESKA	6.077%
Dona Martita LLC	ARCTIC WIND	5.554%
Caitlin Ann, LLC	CAITLIN ANN	4.812%
Ocean Dynasty Limited Partnership	CHELSEA K	23.388%
Dona Martita LLC	DONA MARTITA	10.581%
Fierce Allegiance LLC	FIERCE ALLEGIANCE	4.720%
Hickory Wind, LLC	HICKORY WIND	1.446%
U.S. Marine Corp.	OCEAN HOPE 3	2.450%
Pacific Knight LLC	PACIFIC KNIGHT	10.976%
Pacific Prince, LLC	PACIFIC PRINCE	11.964%
Viking Limited Partnership	VIKING	8.340%
Westward Limited Partnership	WESTWARD 1	7.825%
<b>TOTAL</b>		<b>100.00%</b>

## ATTACHMENT 2

FIRST AMENDMENT TO MEMBERSHIP AGREEMENT

## FIRST AMENDMENT TO MEMBERSHIP AGREEMENT

This FIRST AMENDMENT TO MEMBERSHIP AGREEMENT (this "First Amendment") is entered into as of January 15, 2004 by and among F/V AJ, LLC, ALASKAN COMMAND, L.L.C., WA'ATCH, INC., F/V ARCTIC WIND LLC, JOHN DOOLEY, ROBERT DOOLEY, CAITLIN ANN, LLC, OCEAN DYNASTY LIMITED PARTNERSHIP, DONA MARTITA LLC, MEZICH ALLEGIANCE, INC., FIERCE ALLEGIANCE LLC, HICKORY WIND, LLC, U.S. MARINE CORP., PACIFIC KNIGHT, LLC, FISHING VESSEL PACIFIC PRINCE GENERAL PARTNERSHIP, PACIFIC PRINCE, LLC, VIKING LIMITED PARTNERSHIP, WESTWARD LIMITED PARTNERSHIP, F/V PACIFIC CHALLENGER and ALEUTIAN SPRAY FISHERIES, INC. (together, the "Members"), and WESTWARD FLEET COOPERATIVE, a Washington nonprofit corporation (the "Cooperative").

### RECITALS

A. The Members, excluding Caitlin Ann, LLC, Fierce Allegiance LLC and Pacific Prince, LLC, or their predecessors in interest, and the Cooperative are parties to that certain Membership Agreement dated as of December 23, 1999, and all addenda thereto (collectively, the "Membership Agreement").

B. Dona Martita LLC, a Washington limited liability company, and F/V Arctic Wind LLC ("AWL") entered into an agreement for the purchase and sale of the ARCTIC WIND, Official Number 608216, and its associated equipment, fishing gear, and fishing rights and privileges (the "PSA"). The closing date occurred December 16, 2003.

C. Pursuant to the PSA, Dona Martita LLC agreed to assume AWL's obligations under the Membership Agreement, provided that it was accepted as a member of the Cooperative. Dona Martita LLC is currently a member of the Cooperative and pursuant to the Assignment and Assumption Agreement, AWL assigned, and Dona Martita LLC assumed, AWL's rights and obligations in the Cooperative and under the Membership Agreement.

D. John Dooley and Robert Dooley have transferred their rights and obligations under the Membership Agreement to Caitlin Ann, LLC, a Washington limited liability company, which now owns the F/V CAITLIN ANN, Official Number 960836.

E. Fishing Vessel Pacific Prince General Partnership has transferred its rights and obligations under the Membership Agreement to Pacific Prince, LLC, a Washington limited liability company, which now owns the F/V PACIFIC PRINCE, Official Number 697280.

F. Mezich Allegiance, Inc. has transferred its rights and obligations under the Membership Agreement to Fierce Allegiance LLC, an Alaska limited liability company, which now owns the F/V FIERCE ALLEGIANCE, Official Number 588849.

Now, therefore, the members agree as follows:

## AGREEMENT

1. Substitution of Member. The Membership Agreement is hereby amended to substitute Dona Martita LLC for AWL as a full Member of the Cooperative, with the same rights and privileges heretofore enjoyed by AWL as a Member of the Cooperative and the owner of the F/V ARCTIC WIND, and Dona Martita LLC hereby accepts such membership.

2. Substitution of Member. The Membership Agreement is hereby amended to substitute Caitlin Ann, LLC for John Dooley and Robert Dooley as a full Member of the Cooperative, with the same rights and privileges heretofore enjoyed by John Dooley and Robert Dooley as Members of the Cooperative and the owners of the F/V CAITLIN ANN, and Caitlin Ann, LLC hereby accepts such membership.

3. Substitution of Member. The Membership Agreement is hereby amended to substitute Pacific Prince, LLC for Fishing Vessel Pacific Prince General Partnership as a full Member of the Cooperative, with the same rights and privileges heretofore enjoyed by Fishing Vessel Pacific Prince General Partnership as a Member of the Cooperative and the owner of the F/V PACIFIC PRINCE, and Pacific Prince, LLC hereby accepts such membership.

4. Substitution of Member. The Membership Agreement is hereby amended to substitute Fierce Allegiance LLC for Mezich Allegiance, Inc. as a full Member of the Cooperative, with the same rights and privileges heretofore enjoyed by Mezich Allegiance, Inc. as a Member of the Cooperative and the owner of the F/V FIERCE ALLEGIANCE, and Fierce Allegiance LLC hereby accepts such membership.

5. Other Provisions. Other than as amended by this First Amendment, all provisions of the Membership Agreement remain in full force and effect.

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

THIS FIRST AMENDMENT TO MEMBERSHIP AGREEMENT is EXECUTED as of the date first written above.

FV AJ  
FV AJ, LLC

By: *M. Reed*  
Its: MANAGER, PRESIDENT  
SEVEN SEAS FISHING CO.

FV ALASKAN COMMAND  
Alaskan Command L.L.C.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

FV ALYESKA  
Wa'atch, Inc.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

FV ARCTIC WIND  
FV Arctic Wind LLC  
Outgoing Member

By: \_\_\_\_\_  
Its: \_\_\_\_\_

FV CAITLIN ANN

*John Dooley*  
John Dooley  
Outgoing Member

FV CAITLIN ANN

*Robert Dooley*  
Robert Dooley  
Outgoing Member

FV CHELSEA K  
Ocean Dynasty Limited Partnership

By: \_\_\_\_\_  
Its: \_\_\_\_\_

FV DONA MARTITA  
Dona Martita LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

FV FIERCE ALLEGIANCE  
Mezich Allegiance, Inc.  
Outgoing Member

By: \_\_\_\_\_  
Its: \_\_\_\_\_

FV HICKORY WIND  
Hickory Wind, LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

[SIGNATURES CONTINUED ON PAGE 4]

**FV AJ  
FV AJ, LLC**

By: \_\_\_\_\_  
Its: \_\_\_\_\_

**FV ALASKAN COMMAND  
Alaskan Command LLC.**

By: \_\_\_\_\_  
Its: \_\_\_\_\_

**FV ALYESKA  
Wa'tch, Inc.**

By: \_\_\_\_\_  
Its: \_\_\_\_\_

**FV ARCTIC WIND  
FV Arctic Wind LLC  
Outgoing Member**

By: Cary K. Swanson  
Its: Pres

**FV CAITLIN ANN**

John Dooley  
John Dooley  
Outgoing Member

**FV CAITLIN ANN**

Robert Dooley  
Robert Dooley  
Outgoing Member

**FV CHELSEA K  
Ocean Dynasty Limited Partnership**

By: \_\_\_\_\_  
Its: \_\_\_\_\_

**FV DONA MARTITA  
Dona Martita LLC**

By: \_\_\_\_\_  
Its: \_\_\_\_\_

**FV FIERCE ALLEGIANCE  
Mazich Allegiance, Inc.  
Outgoing Member**

By: \_\_\_\_\_  
Its: \_\_\_\_\_

**FV HICKORY WIND  
Hickory Wind, LLC**

By: \_\_\_\_\_  
Its: \_\_\_\_\_

**[SIGNATURES CONTINUED ON PAGE 4]**

F/V AJ  
F/V AJ, LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V ALASKAN COMMAND  
Alaskan Command L.L.C.

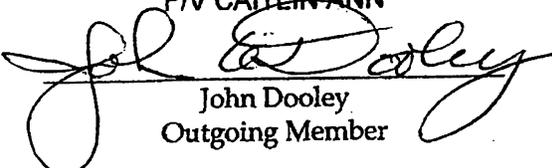
By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V ALYESKA  
Wa'atch, Inc.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V ARCTIC WIND  
F/V Arctic Wind LLC  
Outgoing Member

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V CAITLIN ANN  
  
John Dooley  
Outgoing Member

F/V CAITLIN ANN  
  
Robert Dooley  
Outgoing Member

F/V CHELSEA K  
Ocean Dynasty Limited Partnership

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V DONA MARTITA  
Dona Martita LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V FIERCE ALLEGIANCE  
Mezich Allegiance, Inc.  
Outgoing Member

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V HICKORY WIND  
Hickory Wind, LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

[SIGNATURES CONTINUED ON PAGE 4]

FV AJ  
FV AJ, LLC

By: [Signature]  
Its: MANAGER, PRESIDENT  
SEWARD SEN FUNDING L

FV ALASKAN COMMAND  
Alaskan Command LLC.

By: [Signature]  
Its: GENERAL MANAGER

FV ALYESKA  
Wa'atch, Inc.

By: [Signature]  
Its: POA

FV ARCTIC WIND  
FV Arctic Wind LLC  
Outgoing Member

By: \_\_\_\_\_  
Its: \_\_\_\_\_

FV CAITLIN-ANN

[Signature]  
John Dooley  
Outgoing Member

FV CAITLIN ANN

[Signature]  
Robert Dooley  
Outgoing Member

FV CHELSEA K  
Ocean Dynasty Limited Partnership

By: [Signature]  
Its: GENERAL MANAGER

FV DONA MARTITA  
Dona Martita LLC

By: [Signature]  
Its: Treasurer

FV FIERCE ALLEGIANCE  
Mezich Allegiance, Inc.  
Outgoing Member

By: \_\_\_\_\_  
Its: \_\_\_\_\_

FV HICKORY WIND  
Hickory Wind, LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

[SIGNATURES CONTINUED ON PAGE 4]

FV AJ  
FV AJ, LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

FV ALASKAN COMMAND  
Alaskan Command L.L.C.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

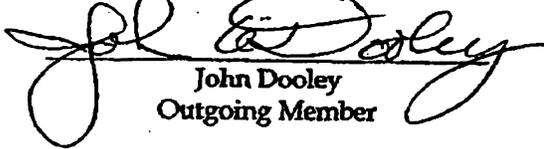
FV ALYESKA  
Wa'atch, Inc.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

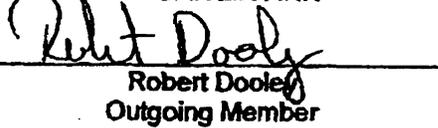
FV ARCTIC WIND  
FV Arctic Wind LLC  
Outgoing Member

By: \_\_\_\_\_  
Its: \_\_\_\_\_

FV CAITLIN ANN

  
John Dooley  
Outgoing Member

FV CAITLIN ANN

  
Robert Dooley  
Outgoing Member

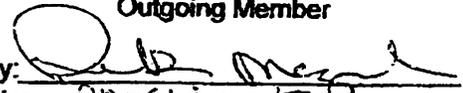
FV CHELSEA K  
Ocean Dynasty Limited Partnership

By: \_\_\_\_\_  
Its: \_\_\_\_\_

FV DONA MARTITA  
Dona Martita LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

FV FIERCE ALLEGIANCE  
Mezich Allegiance, Inc.  
Outgoing Member

By:   
Its: RESIDENT

FV HICKORY WIND  
Hickory Wind, LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

[SIGNATURES CONTINUED ON PAGE 4]

FV AJ  
FV AJ, LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

FV ALASKAN COMMAND  
Alaskan Command LLC.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

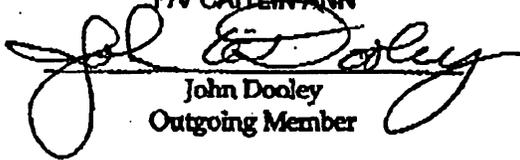
FV ALYESKA  
Wa'atch, Inc.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

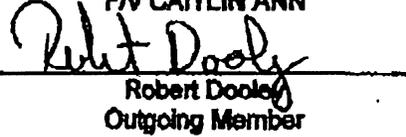
FV ARCTIC WIND  
FV Arctic Wind LLC  
Outgoing Member

By: \_\_\_\_\_  
Its: \_\_\_\_\_

FV CAITLIN ANN

  
John Dooley  
Outgoing Member

FV CAITLIN ANN

  
Robert Dooley  
Outgoing Member

FV CHELSEA K  
Ocean Dynasty Limited Partnership

By: \_\_\_\_\_  
Its: \_\_\_\_\_

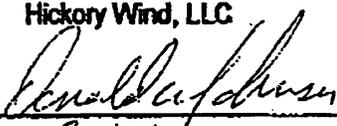
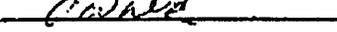
FV DONA MARTITA  
Dona Martita LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

FV FIERCE ALLEGIANCE  
Mezich Allegiance, Inc.  
Outgoing Member

By: \_\_\_\_\_  
Its: \_\_\_\_\_

FV HICKORY WIND  
Hickory Wind, LLC

By:   
Its: 

(SIGNATURES CONTINUED ON PAGE 4)



FV OCEAN HOPE 3  
U.S. Marine Corp.

By: [Signature]  
Its: [Signature]

FV PACIFIC KNIGHT  
Pacific Knight LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

FV PACIFIC PRINCE  
Fishing Vessel Pacific Prince General  
Partnership  
Outgoing Member

By: \_\_\_\_\_  
Its: \_\_\_\_\_

FV VIKING  
Viking Limited Partnership

By: \_\_\_\_\_  
Its: \_\_\_\_\_

FV WESTWARD 1  
Westward Limited Partnership

By: \_\_\_\_\_  
Its: \_\_\_\_\_

FV PACIFIC CHALLENGER

\_\_\_\_\_  
Chester T. Peterson

FV STARWARD  
Aleutian Spray Fisheries, Inc.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

**NEW MEMBER SIGNATURES:**

FV ARCTIC WIND  
Dona Martita LLC

By: [Signature]  
Its: [Signature]

FV FIERCE ALLEGIANCE  
Fierce Allegiance LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

[SIGNATURES CONTINUED ON PAGE 5]

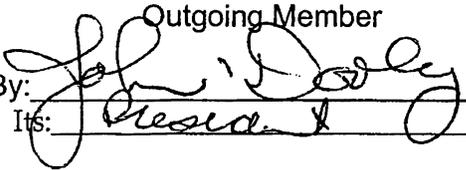
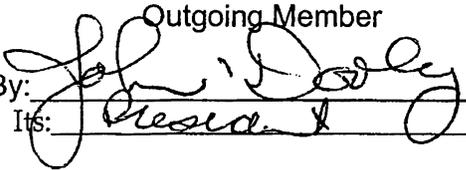
F/V OCEAN HOPE 3  
U.S. Marine Corp.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V PACIFIC KNIGHT  
Pacific Knight LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V PACIFIC PRINCE  
Fishing Vessel Pacific Prince General  
Partnership  
Outgoing Member

By:  \_\_\_\_\_  
Its:  \_\_\_\_\_

F/V VIKING  
Viking Limited Partnership

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V WESTWARD 1  
Westward Limited Partnership

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V PACIFIC CHALLENGER

\_\_\_\_\_  
Chester T. Peterson

F/V STARWARD  
Aleutian Spray Fisheries, Inc.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

**NEW MEMBER SIGNATURES:**

F/V ARCTIC WIND  
Dona Martita LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V FIERCE ALLEGIANCE  
Fierce Allegiance LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

*[SIGNATURES CONTINUED ON PAGE 5]*

**FV OCEAN HOPE 3**  
U.S. Marine Corp.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

**FV PACIFIC KNIGHT**  
Pacific Knight LLC

By: [Signature]  
Its: ENGINEERING MANAGER

**FV PACIFIC PRINCE**  
Fishing Vessel Pacific Prince General  
Partnership  
Outgoing Member

By: [Signature]  
Its: Treasurer

**FV VIKING**  
Viking Limited Partnership

By: [Signature]  
Its: ENGINEERING MANAGER

**FV WESTWARD 1**  
Westward Limited Partnership

By: [Signature]  
Its: ENGINEERING MANAGER

**FV PACIFIC CHALLENGER**

\_\_\_\_\_  
Chester T. Peterson

**FV STARWARD**  
Aleutian Spray Fisheries, Inc.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

**NEW MEMBER SIGNATURES:**

**FV ARCTIC WIND**  
Dona Martita LLC

By: [Signature]  
Its: Treasurer

**FV FIERCE ALLEGIANCE**  
Fierce Allegiance LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

**[SIGNATURES CONTINUED ON PAGE 5]**

F/V OCEAN HOPE 3  
U.S. Marine Corp.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V PACIFIC KNIGHT  
Pacific Knight LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V PACIFIC PRINCE  
Fishing Vessel Pacific Prince General  
Partnership  
Outgoing Member

By: *John D. Dwyer*  
Its: *President*

F/V VIKING  
Viking Limited Partnership

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V WESTWARD 1  
Westward Limited Partnership

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V PACIFIC CHALLENGER

\_\_\_\_\_  
Chester T. Peterson

F/V STARWARD  
Aleutian Spray Fisheries, Inc.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

**NEW MEMBER SIGNATURES:**

F/V ARCTIC WIND  
Dona Martita LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V FIERCE ALLEGIANCE  
Fierce Allegiance LLC  
By: RFB Fisheries, Inc.  
Its: Manager

By: *D. B. Maguire*  
Its: *President*

[SIGNATURES CONTINUED ON PAGE 5]

F/V OCEAN HOPE 3  
U.S. Marine Corp.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V PACIFIC KNIGHT  
Pacific Knight LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V PACIFIC PRINCE  
Fishing Vessel Pacific Prince General  
Partnership  
Outgoing Member

By: *John J. Doherty*  
Its: *President*

F/V VIKING  
Viking Limited Partnership

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V WESTWARD 1  
Westward Limited Partnership

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V PACIFIC CHALLENGER

*Chester T. Peterson*  
Chester T. Peterson

F/V STARWARD  
Aleutian Spray Fisheries, Inc.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

**NEW MEMBER SIGNATURES:**

F/V ARCTIC WIND  
Dona Martita LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V FIERCE ALLEGIANCE  
Fierce Allegiance LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

**[SIGNATURES CONTINUED ON PAGE 5]**

F/V CAITLIN ANN  
Caitlin Ann, LLC

By: John Dooley  
Its: President

F/V PACIFIC PRINCE  
Pacific Prince, LLC

By: John Dooley  
Its: President

WESTWARD FLEET COOPERATIVE

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V CAITLIN ANN  
Caitlin Ann, LLC

By: John Dooley  
Its: President

F/V PACIFIC PRINCE  
Pacific Prince, LLC

By: John Dooley  
Its: President

WESTWARD FLEET COOPERATIVE

By: Robert E Dooley  
Its: president

U:\ASCT\AGREEMENTS\AFIRSTAMENDMENT(CLEAN)-2992-001A.DOC



**MUNDT MACGREGOR** L.L.P.  
ATTORNEYS AT LAW

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

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

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

December 15, 2005

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

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

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

SENT VIA E-MAIL

Re: Westward Fleet Cooperative

Dear Mr. Oliver:

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

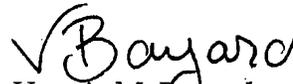
- Agreement to Process dated as of December 1, 2005; and
- 2006 Addendum to Membership Agreement.

Please note that the F/V FIERCE ALLEGIANCE opted out of the Cooperative as reflected in the 2006 Addendum. To the best of our knowledge there have been no other changes to the Membership Agreement since the First Amendment to Membership Agreement dated as of January 15, 2004, which we understand has been previously submitted.

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

Sincerely yours,

MUNDT MacGREGOR L.L.P.

  
Vonnice M. Bayard  
Paralegal

Enclosures

cc: Mr. Robert E. Dooley (via e-mail)  
Ms. Sue Salvesson (via e-mail)  
Mr. Joseph M. Sullivan (w/encl.)



AGREEMENT TO PROCESS

THIS AGREEMENT TO PROCESS is entered into as of December 1, 2005 by WESTWARD SEAFOODS, INC., an Alaskan corporation ("Westward"), with reference to the following facts:

A. The American Fisheries Act (the "Act") authorizes the Secretary of Commerce to reserve portions of the Bering Sea/ Aleutian Islands ("BS/ AI") pollock inshore directed fishing allowance for harvesting only by members of qualifying fishery cooperatives.

B. Under the Act, a contract implementing a qualifying fishery cooperative must specify that (i) other than as permitted under Section 210(b)(6) of the Act, the cooperative's catcher vessels will deliver pollock in the BS/ AI directed pollock fishery only to the processor to which such vessels delivered the predominant amount of their shoreside pollock catch in the prior year, and (ii) such processor has agreed to process such pollock.

C. The owners of eighty percent (80%) of the catcher vessels that delivered more pollock to the Westward plant in Dutch Harbor, Alaska (the "Plant") in the last year in which the vessels engaged in directed fishing for pollock for delivery to the inside sector have agreed, subject to the provisions of Section 210(b)(6) of the Act and related provisions in the Westward Fleet Cooperative (the "Cooperative") Membership Agreement, to deliver pollock from the BS/ AI directed pollock fishery only to the Plant.

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

WESTWARD SEAFOODS, INC.

By   
Its President

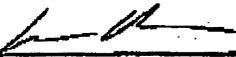
WESTWARD FLEET COOPERATIVE  
MEMBERSHIP AGREEMENT  
2006 ADDENDUM

Each of the undersigned hereby acknowledges and agrees that the terms and conditions of the Westward Fleet Cooperative Membership Agreement dated as of December 23, 1999, as amended by that First Amendment to Membership Agreement dated as of January 15, 2004, shall be in full force and effect among the undersigned for the year 2006, and that Exhibit A attached hereto supersedes Exhibit A to the Membership Agreement and to all prior addenda thereto.

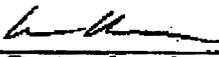
In addition, each of the undersigned hereby certifies that the vessel on behalf of which it is executing this Addendum: (i) delivered more pollock to Westward Seafoods, Inc. than to any other AFA inshore processor in the last year in which the vessel engaged in directed fishing for pollock in the BSAI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

Dated effective as of December 1, 2005.

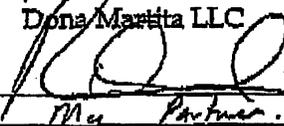
F/V ALASKAN COMMAND  
Alaskan Command L.L.C.

By:   
Its: ENGINEERING MANAGER

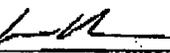
F/V ALYESKA  
Wa'atch, Inc.

By:   
Its: POB FOR FV ALYESKA

F/V ARCTIC WIND  
Dona Martita LLC

By:   
Its: My Partner.

F/V CHELSRA K  
Ocean Dynasty Limited Partnership

By:   
Its: ENGINEERING MANAGER

[SIGNATURES CONTINUED ON PAGE 2]

F/V DONA MARTITA  
Dona Martita LLC

By: [Signature]  
Its: My. Partner

F/V CAITLIN ANN  
Caitlin Ann, LLC

By: \_\_\_\_\_ ✓  
Its: \_\_\_\_\_

F/V HICKORY WIND  
Hickory Wind, LLC

By: \_\_\_\_\_ ✓  
Its: \_\_\_\_\_

F/V OCEAN HOPE 3  
U.S. Marine Corp.

By: \_\_\_\_\_ ✓  
Its: \_\_\_\_\_

F/V PACIFIC KNIGHT  
Pacific Knight LLC

By: [Signature]  
Its: ENGINEERING MANAGER

F/V PACIFIC PRINCE  
Pacific Prince, LLC

By: \_\_\_\_\_ ✓  
Its: \_\_\_\_\_

F/V VIKING  
Viking Limited Partnership

By: [Signature]  
Its: ENGINEERING MANAGER

F/V WESTWARD 1  
Westward Limited Partnership

By: [Signature]  
Its: ENGINEERING MANAGER

WESTWARD FLEET COOPERATIVE

By: [Signature]  
Its: ALTERNATE

F/V DONA MARTITA  
Dona Martita LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V CAITLIN ANN  
Caitlin Ann, LLC

By: Robert E. Dooler  
Its: MANAGER

F/V HICKORY WIND  
Hickory Wind, LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V OCEAN HOPE 3  
U.S. Marine Corp.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V PACIFIC KNIGHT  
Pacific Knight LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V PACIFIC PRINCE  
Pacific Prince, LLC

By: Robert E. Dooler  
Its: MANAGER

F/V VIKING  
Viking Limited Partnership

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V WESTWARD 1  
Westward Limited Partnership

By: \_\_\_\_\_  
Its: \_\_\_\_\_

WESTWARD FLEET COOPERATIVE

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V DONA MARTITA  
Dona Martita LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V CAITLIN ANN  
Caitlin Ann, LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V HICKORY WIND  
Hickory Wind, LLC

By: Donald Johnson  
Its: Marine Corp

F/V OCEAN HOPE 3  
U.S. Marine Corp.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V PACIFIC KNIGHT  
Pacific Knight LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V PACIFIC PRINCE  
Pacific Prince, LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V VIKING  
Viking Limited Partnership

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V WESTWARD 1  
Westward Limited Partnership

By: \_\_\_\_\_  
Its: \_\_\_\_\_

WESTWARD FLEET COOPERATIVE

By: \_\_\_\_\_  
Its: \_\_\_\_\_

FROM : Ocean Peace, Inc.

FAX NO. : 206 282 6103

Nov. 21 2003 05:37PM P2

F/V DONA MARTITA  
Dona Martita LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V CAITLIN ANN  
Caitlin Ann, LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V HICKORY WIND  
Hickory Wind, LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V OCEAN HOPE 3  
U.S. Marine Corp.

By: *Michael L...*  
Its: *Vice President, CFO*

F/V PACIFIC KNIGHT  
Pacific Knight LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V PACIFIC PRINCE  
Pacific Prince, LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V VIKING  
Viking Limited Partnership

By: \_\_\_\_\_  
Its: \_\_\_\_\_

F/V WESTWARD 1  
Westward Limited Partnership

By: \_\_\_\_\_  
Its: \_\_\_\_\_

WESTWARD FLEET COOPERATIVE

By: \_\_\_\_\_  
Its: \_\_\_\_\_

**WESTWARD FLEET COOPERATIVE  
EXHIBIT A TO 2006 ADDENDUM**

**BERING SEA/ALEUTIAN ISLANDS POLLOCK FISHERY  
HARVEST SCHEDULE**

<i>Member</i>	<i>Vessel</i>	<i>Percentage of Allocation</i>
Alaskan Command L.L.C.	ALASKAN COMMAND	1.960%
Wa'atch, Inc.	ALYESKA	6.378%
Dona Martita LLC	ARCTIC WIND	5.829%
Caitlin Ann, LLC	CAITLIN ANN	5.050%
Ocean Dynasty Limited Partnership	CHELSEA K	24.546%
Dona Martita LLC	DONA MARTITA	11.105%
Hickory Wind, LLC	HICKORY WIND	1.517%
U.S. Marine Corp.	OCEAN HOPE 3	2.571%
Pacific Knight LLC	PACIFIC KNIGHT	11.520%
Pacific Prince, LLC	PACIFIC PRINCE	12.557%
Viking Limited Partnership	VIKING	8.753%
Westward Limited Partnership	WESTWARD 1	8.213%
<b>TOTAL</b>		<b>100.00%</b>