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Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

The organization may have to use a copy of this return to satisfy state reporting requirements

2005

Open to Public Inspection

Department of the Treasury Internal Revenue Service

A For the 2005 calendar year, or tax year beginning 2005, and ending

B Check if applicable: Address change, Name change, Initial return, Final return, Amended return, Application pending. C Name of organization UNITED FOOD AND COMMERCIAL WORKERS LOCAL NO. 400. D Employer identification number 53-0241580. E Telephone number (301) 459-3400. F Accounting method: Cash, Accrual.

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and I are not applicable to section 527 organizations. H(a) Is this a group return for affiliates? Yes No. H(b) If "Yes," enter number of affiliates. H(c) Are all affiliates included? Yes No. H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No. I Group Exemption Number. M Check if the organization is not required to attach Sch B (Form 990, 990-EZ, or 990-PF).

G Website: UFCW400.ORG

J Organization type (check only one) X 501(c)(5) 4947(a)(1) or 527

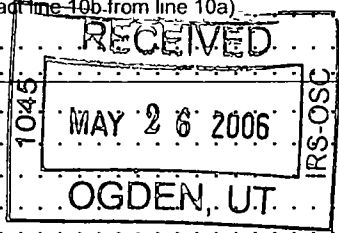
K Check here if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization chooses to file a return, be sure to file a complete return. Some states require a complete return.

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 15,123,035.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions)

Table with 21 rows and 4 columns: Description, Sub-column (a, b, c), Total, and Final Total. Includes sections for Contributions, Program service revenue, Membership dues, Interest on savings, Dividends, Gross rents, Other investment income, Gross amount from sales of assets, Special events, Gross sales of inventory, Other revenue, Total revenue, Expenses, and Net Assets.

SCANNED JUL 26 2006



For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2005)

Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See the instructions)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) (cash \$ _____ noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22				
23 Specific assistance to individuals (attach schedule)	23				
24 Benefits paid to or for members (attach schedule)	24				
25 Compensation of officers, directors, etc	25	1,962,548.			
26 Other salaries and wages	26	2,959,012.			
27 Pension plan contributions	27	208,574.			
28 Other employee benefits	28	1,024,019.			
29 Payroll taxes	29	374,343.			
30 Professional fundraising fees	30				
31 Accounting fees	31	55,594.			
32 Legal fees	32	552,329.			
33 Supplies	33				
34 Telephone	34	156,781.			
35 Postage and shipping	35	54,174.			
36 Occupancy	36	419,367.			
37 Equipment rental and maintenance	37	81,130.			
38 Printing and publications	38	137,402.			
39 Travel	39	1,013,467.			
40 Conferences, conventions, and meetings	40	73,670.			
41 Interest	41	6,178.			
42 Depreciation, depletion, etc (attach schedule)	42	148,510.			
43 Other expenses not covered above (itemize)					
a STMT 2	43a	3,781,237.			
b	43b				
c	43c				
d	43d				
e	43e				
f	43f				
g	43g				
44 Total functional expenses. Add lines 22 through 43 (Organizations completing columns (B)-(D), carry these totals to lines 13-15).	44	13,008,335.			

Joint Costs. Check if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No

If "Yes," enter (i) the aggregate amount of these joint costs \$ _____, (ii) the amount allocated to Program services \$ _____, (iii) the amount allocated to Management and general \$ _____, and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments

What is the organization's primary exempt purpose? **SEE STATEMENT 3**

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others)

Program Service Expenses
(Required for 501(c)(3) and (4) orgs, and 4947(a)(1) trusts, but optional for others)

a ORGANIZED AND REPRESENTED WORKERS FOR THE ECONOMIC, MORAL, AND SOCIAL ADVANCEMENT OF THEIR CONDITION AND STATUS. REPRESENTED APPROXIMATELY 33,000 MEMBERS.

(Grants and allocations \$) If this amount includes foreign grants, check here

b

(Grants and allocations \$) If this amount includes foreign grants, check here

c

(Grants and allocations \$) If this amount includes foreign grants, check here

d

(Grants and allocations \$) If this amount includes foreign grants, check here

e Other program services (attach schedule)
(Grants and allocations \$) If this amount includes foreign grants, check here

f Total of Program Service Expenses (should equal line 44, column (B), Program services)

Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year
Assets	45 Cash - non-interest-bearing	380,970.	45	485,771.
	46 Savings and temporary cash investments	2,982.	46	3,018.
	47a Accounts receivable	27,158.	47a	
	b Less allowance for doubtful accounts		47b	
		21,240.	47c	27,158.
	48a Pledges receivable		48a	
	b Less allowance for doubtful accounts		48b	
			48c	
	49 Grants receivable		49	
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)		50	
	51a Other notes and loans receivable (attach schedule)		51a	
	b Less allowance for doubtful accounts		51b	
			51c	
	52 Inventories for sale or use		52	
	53 Prepaid expenses and deferred charges	231,085.	53	15,424.
54 Investments - securities (attach schedule) <input checked="" type="checkbox"/> Cost <input type="checkbox"/> FMV	1,998.	54	1,998.	
55a Investments - land, buildings, and equipment basis		55a		
b Less accumulated depreciation (attach schedule)		55b		
		55c		
56 Investments - other (attach schedule)		56		
57a Land, buildings, and equipment basis	2,460,936.	57a		
b Less accumulated depreciation (attach schedule)	1,866,205.	57b		
	632,311.	57c	594,731.	
58 Other assets (describe <input type="checkbox"/> STMT 5)	5,900.	58	5,900.	
59 Total assets (must equal line 74) Add lines 45 through 58.	1,276,486.	59	1,134,000.	
Liabilities	60 Accounts payable and accrued expenses	1,063,524.	60	853,691.
	61 Grants payable		61	
	62 Deferred revenue		62	
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63	
	64a Tax-exempt bond liabilities (attach schedule)		64a	
	b Mortgages and other notes payable (attach schedule) <input type="checkbox"/> STMT 6	737,869.	64b	249,345.
	65 Other liabilities (describe <input type="checkbox"/> STMT 12)	46,722.	65	2,614,258.
66 Total liabilities. Add lines 60 through 65	1,848,115.	66	3,717,294.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74			
	67 Unrestricted	-576,809.	67	-2,588,545.
	68 Temporarily restricted	5,180.	68	5,251.
	69 Permanently restricted		69	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.			
	70 Capital stock, trust principal, or current funds		70	
	71 Paid-in or capital surplus, or land, building, and equipment fund		71	
	72 Retained earnings, endowment, accumulated income, or other funds		72	
	73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72, column (A) must equal line 19, column (B) must equal line 21)	-571,629.	73	-2,583,294.
	74 Total liabilities and net assets/fund balances. Add lines 66 and 73	1,276,486.	74	1,134,000.

Part V-A Current Officers, Directors, Trustees, and Key Employees (continued)

75a Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings 36
75b Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s)
75c Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to this organization through common supervision or common control? Note. Related organizations include section 509(a)(3) supporting organizations
75d Does the organization have a written conflict of interest policy?

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column See the instructions)

Table with 5 columns: (A) Name and address, (B) Loans and Advances, (C) Compensation, (D) Contributions to employee benefit plans & deferred compensation plans, (E) Expense account and other allowances. The first row contains dashes and zeros.

Part VI Other Information (See the instructions.)

76 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity.
77 Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes
78a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?
78b If "Yes," has it filed a tax return on Form 990-T for this year?
79 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement
80a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc, to any other exempt or nonexempt organization?
80b If "Yes," enter the name of the organization and check whether it is exempt or nonexempt
81a Enter direct and indirect political expenditures (See line 81 instructions.)
81b Did the organization file Form 1120-POL for this year?

Part VI Other Information (continued)

		Yes	No
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?		X
82 b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III)		NONE
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
83 b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	N/A	
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	X	
84 b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	X	
85 a	501(c)(4), (5), or (6) organizations a Were substantially all dues nondeductible by members?	X	
85 b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		
85 c	Dues, assessments, and similar amounts from members		
85 d	Section 162(e) lobbying and political expenditures		
85 e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices		
85 f	Taxable amount of lobbying and political expenditures (line 85d less 85e)		
85 g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		
85 h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?		
86 a	501(c)(7) orgs Enter a Initiation fees and capital contributions included on line 12		N/A
86 b	Gross receipts, included on line 12, for public use of club facilities		N/A
87 a	501(c)(12) orgs Enter a Gross income from members or shareholders		N/A
87 b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		N/A
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX		X
89 a	501(c)(3) organizations Enter Amount of tax imposed on the organization during the year under: section 4911 ▶ N/A, section 4912 ▶ N/A, section 4955 ▶ N/A		
89 b	501(c)(3) and 501(c)(4) orgs Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		N/A
	Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		N/A
	Enter Amount of tax on line 89c, above, reimbursed by the organization		N/A
90 a	List the states with which a copy of this return is filed		
90 b	Number of employees employed in the pay period that includes March 12, 2005 (See instructions)	89	
91 a	The books are in care of ▶ THOMAS MCNUTT, SEC./TREAS. Telephone no ▶ (301) 459-3400		
	Located at ▶ 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD ZIP + 4 ▶ 20785-6103		
91 b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country		X
91 c	At any time during the calendar year, did the organization maintain an office outside of the United States? If "Yes," enter the name of the foreign country		X
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the tax year		N/A

Part VII Analysis of Income-Producing Activities (See the instructions)

Note: Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue					
a STRIKE REIMB					13,210.
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					14,977,898.
95 Interest on savings and temporary cash investments			14	36.	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate					
a debt-financed property					
b not debt-financed property			16	30,761.	
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	11,645.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue. a					
b MISCELLANEOUS			01	300.	
c REIMBURSED EXPENSE					81,101.
d					
e					
104 Subtotal (add columns (B), (D), and (E))				42,742.	15,072,209.
105 Total (add line 104, columns (B), (D), and (E))					15,114,951.

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
21	STMT 21

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Please Sign Here

Signature of officer: Thomas P. McNutt Date: 5/15/06

Type or print name and title: THOMAS P. McNUTT SECY-TROR

Paid Preparer's Use Only

Preparer's signature: Sam P. ... CPA Date: 5/15/06 Check if self-employed:

Firm's name (or yours if self-employed), address, and ZIP + 4: BOND BEEBE, P.C. EIN:

4600 EAST-WEST HWY., STE. 900 Phone no: 301-272-6000

BETHESDA, MD 20814-3423

FORM 990, PART I - PAYMENTS TO AFFILIATES

DESCRIPTION

AMOUNT

UNITED FOOD AND COMMERCIAL WORKERS
INTERNATIONAL UNION
1775 K ST., N.W.
WASHINGTON, DC 20006

PER CAPITA MEMBERSHIP DUES FORWARDED TO THE
AFFILIATED INTERNATIONAL UNION

4,118,365.

TOTAL

4,118,365.
=====

United Food and Commercial Workers Local No. 400
EIN 53-0241580
Year Ended December 31, 2005

Attachment
Form 990, Part I, Line 8(B)

	Date Acquired/ Method	Gross Sales Proceeds	Cost	Depreciation	Net Gain(Loss)
Desk	10/01/79 Purchase	80	392	392	80
Dell Computer	07/28/99 Purchase	125	1,668	1,668	125
2001 Chrysler 300M	01/24/01 Purchase	7,540	31,988	27,989	3,540
2002 Grand Cherokee	02/08/02 Purchase	6,900	31,854	29,854	4,900
2002 Chevy Impala	02/07/02 Purchase	5,000	28,275	26,275	3,000
		<u>19,645</u>	<u>94,178</u>	<u>86,178</u>	<u>11,645</u>

United Food and Commercial Workers Local No. 400
EIN 53-0241580
Year Ended December 31, 2005

Attachment
Form 990, Part II, Line 42
Form 990, Part IV, Line 57

Description	12/31/04	Additions	Disposals	12/31/05
Automobiles	605,176	101,047	92,117	614,106
Building	553,995			553,995
Building improvements	0			0
Capitalized lease equipment	5,000			5,000
Furniture and fixtures	1,132,762	17,883	2,060	1,148,585
Land	97,922			97,922
Leasehold improvements	41,328			41,328
	2,436,183			2,460,936
Accumulated depreciation	1,803,872	148,510	86,177	1,866,205
	<u>632,311</u>			<u>594,731</u>

Description	Useful Life	Method
Automobiles	3 years	Straight-line
Building	39.5 years	Straight-line
Building improvements	39.5 years	Straight-line
Capitalized lease equipment	5 - 10 years	Straight-line
Furniture and fixtures	5 - 10 years	Straight-line
Land	Not applicable	Not applicable
Leasehold improvements	10 years	Straight-line

FORM 990, PART II - OTHER EXPENSES

DESCRIPTION	TOTAL
AFFILIATION & MEMBERSHIP FEES	256,415.
ARBITRATION EXPENSES	26,271.
BUSINESS REPRESENTATIVE	49,960.
CONTRACT RATIFICATION	18,540.
DATA PROCESSING	78,971.
DEMOGRAPHIC ANALYSIS	659.
INSURANCE	183,758.
LOST TIME	102,118.
MISCELLANEOUS	83,741.
OFFICE EXPENSES	103,076.
PUBLICITY & ADVERTISING	325,913.
SHOP STEWARD REIMBURSEMENTS	42,437.
TAXES & LICENSES	12,708.
WITHDRAWAL LIABILITY EXPENSE	2,496,670.
TOTALS	3,781,237.

FORM 990, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE

=====

LOCAL 400 WAS ESTABLISHED UNDER THE CONSTITUTION OF THE UNITED FOOD AND COMMERCIAL WORKERS INTERNATIONAL UNION TO PROMOTE THE BEST INTERESTS OF INDIVIDUALS EMPLOYED IN THE RETAIL TRADE INDUSTRY THROUGHOUT PARTS OF MARYLAND AND ALL OF VIRGINIA, WEST VIRGINIA, AND THE DISTRICT OF COLUMBIA.

FORM 990, PART IV - INVESTMENTS - SECURITIES

=====

DESCRIPTION	ENDING BOOK VALUE	COST OR FMV
-----	-----	-----
PUBLICLY TRADED SECURITIES		
CORPORATE STOCK (<5% OWNER)	1,998.	COST

TOTALS	1,998.	
	=====	

FORM 990, PART IV - OTHER ASSETS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----
DEPOSITS	5,900.
TOTALS	----- 5,900. =====

FORM 990, PART IV - MORTGAGES AND OTHER NOTES PAYABLE

LENDER: FIRST UNION NATIONAL BANK
ORIGINAL AMOUNT: 30,361.
INTEREST RATE: 9.500000
DATE OF NOTE: 03/20/2001
MATURITY DATE: 03/20/2006
REPAYMENT TERMS: 641.09 PER MONTH
SECURITY PROVIDED: 2001 CHRYSLER 300M
PURPOSE OF LOAN: AUTOMOBILE PURCHASE

BEGINNING BALANCE DUE 6,188.
ENDING BALANCE DUE NONE

LENDER: CHRYSLER FINANCIAL
ORIGINAL AMOUNT: 28,811.
INTEREST RATE: 0.190000
DATE OF NOTE: 11/15/2001
MATURITY DATE: 11/15/2005
REPAYMENT TERMS: 624.28 PER MONTH
SECURITY PROVIDED: 2001 CHRYSLER LHS
PURPOSE OF LOAN: AUTOMOBILE PURCHASE

BEGINNING BALANCE DUE 8,452.
ENDING BALANCE DUE NONE

LENDER: THE HUNTINGTON NATIONAL BANK
ORIGINAL AMOUNT: 19,275.
INTEREST RATE: 6.992500
DATE OF NOTE: 02/06/2002
MATURITY DATE: 02/06/2005
REPAYMENT TERMS: 595.10 PER MONTH
SECURITY PROVIDED: 2002 CHEVROLET IMPALA
PURPOSE OF LOAN: AUTOMOBILE PURCHASE

BEGINNING BALANCE DUE 1,180.
ENDING BALANCE DUE NONE

LENDER: BERT WOLFE FORD PORSCHE AUDI, INC
 ORIGINAL AMOUNT: 23,921.
 DATE OF NOTE: 02/17/2002
 MATURITY DATE: 01/07/2005
 REPAYMENT TERMS: 666.41 PER MONTH
 SECURITY PROVIDED: 2002 CROWN VICTORIA
 PURPOSE OF LOAN: AUTOMOBILE PURCHASE

BEGINNING BALANCE DUE 667.
 ENDING BALANCE DUE NONE

LENDER: GRAND CHEROKEE
 ORIGINAL AMOUNT: 28,439.
 INTEREST RATE: 7.160000
 DATE OF NOTE: 02/25/2002
 MATURITY DATE: 02/25/2006
 REPAYMENT TERMS: 683.12 PER MONTH
 SECURITY PROVIDED: 2002 JEEP GRAND CHEROKEE
 PURPOSE OF LOAN: AUTOMOBILE PURCHASE

BEGINNING BALANCE DUE 9,149.
 ENDING BALANCE DUE NONE

LENDER: EAST WEST LINCOLN MERCURY, INC
 ORIGINAL AMOUNT: 39,202.
 INTEREST RATE: 0.000100
 DATE OF NOTE: 09/30/2002
 MATURITY DATE: 09/04/2007
 REPAYMENT TERMS: 653.36 PER MONTH
 SECURITY PROVIDED: 2002 LINCOLN CONTINENTAL
 PURPOSE OF LOAN: AUTOMOBILE PURCHASE

BEGINNING BALANCE DUE 21,561.
 ENDING BALANCE DUE 13,721.

LENDER: UFCW INTERNATIONAL
 ORIGINAL AMOUNT: 679,300.
 INTEREST RATE: NONE
 DATE OF NOTE: 06/01/2003
 MATURITY DATE: 11/10/2005
 REPAYMENT TERMS: MONTHLY BEGINNING 08/10/04
 SECURITY PROVIDED: NONE
 PURPOSE OF LOAN: STRIKE ASSISTANCE

BEGINNING BALANCE DUE 478,495.
 ENDING BALANCE DUE NONE

LENDER: COUNTY CHRYSLER PLYMOUTH JEEP EAGLE
 ORIGINAL AMOUNT: 32,109.
 INTEREST RATE: NONE
 DATE OF NOTE: 07/01/2003
 MATURITY DATE: 06/01/2007
 REPAYMENT TERMS: 668.92 PER MONTH
 SECURITY PROVIDED: 2003 CHRYSLER 300M
 PURPOSE OF LOAN: AUTOMOBILE PURCHASE

BEGINNING BALANCE DUE 20,068.
 ENDING BALANCE DUE 12,041.

LENDER: LINDSAY CHEVROLET
 ORIGINAL AMOUNT: 21,410.
 INTEREST RATE: 10.460000
 DATE OF NOTE: 12/08/2003
 MATURITY DATE: 11/08/2007
 REPAYMENT TERMS: 549.23 PER MONTH
 SECURITY PROVIDED: 2004 CHEVROLET IMPALA
 PURPOSE OF LOAN: AUTOMOBILE PURCHASE

BEGINNING BALANCE DUE 16,473.
 ENDING BALANCE DUE 11,386.

LENDER: DAIMLERCHRYSLER SERVICES
 ORIGINAL AMOUNT: 31,200.
 INTEREST RATE: NONE
 DATE OF NOTE: 01/21/2004
 MATURITY DATE: 01/22/2008
 REPAYMENT TERMS: 650.00 PER MONTH
 SECURITY PROVIDED: 2004 CHRYSLER 300M
 PURPOSE OF LOAN: AUTOMOBILE PURCHASE

BEGINNING BALANCE DUE 24,050.
 ENDING BALANCE DUE 16,250.

LENDER: FORD MOTOR CREDIT
 ORIGINAL AMOUNT: 34,503.
 INTEREST RATE: NONE
 DATE OF NOTE: 04/30/2004
 MATURITY DATE: 05/14/2008
 REPAYMENT TERMS: 718.82 PER MONTH
 SECURITY PROVIDED: 2004 FORD EXPEDITION
 PURPOSE OF LOAN: AUTOMOBILE PURCHASE

BEGINNING BALANCE DUE 29,472.
 ENDING BALANCE DUE 20,846.

LENDER: FORD MOTOR CREDIT
 ORIGINAL AMOUNT: 32,195.
 INTEREST RATE: NONE
 DATE OF NOTE: 04/30/2004
 MATURITY DATE: 05/14/2008
 REPAYMENT TERMS: 670.72 PER MONTH
 SECURITY PROVIDED: 2004 CROWN VICTORIA
 PURPOSE OF LOAN: AUTOMOBILE PURCHASE

BEGINNING BALANCE DUE 27,500.
 ENDING BALANCE DUE 19,451.

LENDER: DAIMLERCHRYSLER SERVICES
 ORIGINAL AMOUNT: 28,114.
 INTEREST RATE: 5.200000
 DATE OF NOTE: 05/24/2004
 MATURITY DATE: 05/24/2008
 REPAYMENT TERMS: 650.00 PER MONTH
 SECURITY PROVIDED: 2004 CHRYSLER 300M
 PURPOSE OF LOAN: AUTOMOBILE PURCHASE

BEGINNING BALANCE DUE 24,369.
 ENDING BALANCE DUE 17,678.

LENDER: FORD MOTOR CREDIT
 ORIGINAL AMOUNT: 29,426.
 INTEREST RATE: NONE
 DATE OF NOTE: 09/16/2004
 MATURITY DATE: 10/01/2008
 REPAYMENT TERMS: 613.04 PER MONTH
 SECURITY PROVIDED: 2004 CROWN VICTORIA
 PURPOSE OF LOAN: AUTOMOBILE PURCHASE

BEGINNING BALANCE DUE 27,587.
 ENDING BALANCE DUE 20,843.

LENDER: CAPITOL CADILLAC COMPANY
 ORIGINAL AMOUNT: 43,921.
 INTEREST RATE: 6.000500
 DATE OF NOTE: 10/03/2004
 MATURITY DATE: 10/03/2009
 REPAYMENT TERMS: 849.12 PER MONTH
 SECURITY PROVIDED: 2004 CADILLAC DEVILLE
 PURPOSE OF LOAN: AUTOMOBILE PURCHASE

BEGINNING BALANCE DUE 42,658.
 ENDING BALANCE DUE 34,816.

LENDER: FORD MOTOR COMPANY
 ORIGINAL AMOUNT: 22,785.
 DATE OF NOTE: 06/09/2005
 MATURITY DATE: 06/09/2008
 REPAYMENT TERMS: 652.13 PER MONTH
 SECURITY PROVIDED: FORD 500
 PURPOSE OF LOAN: AUTOMOBILE PURCHASE

BEGINNING BALANCE DUE NONE
 ENDING BALANCE DUE 19,079.

LENDER: GMAC
 ORIGINAL AMOUNT: 34,721.
 DATE OF NOTE: 08/01/2005
 MATURITY DATE: 08/01/2009
 REPAYMENT TERMS: 752.35 PER MONTH
 SECURITY PROVIDED: PONTIAC BONNEVILLE
 PURPOSE OF LOAN: AUTOMOBILE PURCHASE

BEGINNING BALANCE DUE NONE
 ENDING BALANCE DUE 31,929.

LENDER: CHRYSLER FINANCIAL
 ORIGINAL AMOUNT: 32,841.
 DATE OF NOTE: 09/07/2005
 MATURITY DATE: 11/07/2010
 REPAYMENT TERMS: 724.64 PER MONTH
 SECURITY PROVIDED: CHRYSLER 300C
 PURPOSE OF LOAN: AUTOMOBILE PURCHASE

BEGINNING BALANCE DUE NONE
 ENDING BALANCE DUE 31,305.

TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE 737,869.
 =====

TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE 249,345.
 =====

FORM 990, PART IV - OTHER LIABILITIES
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DESCRIPTION -----	ENDING BOOK VALUE -----
DEATH BENEFITS PAYABLE	79,725.
EMPLOYER WITHDRAWAL LIABILITY	2,496,670.
PAYROLL LIABILITIES	37,863.
TOTALS	----- 2,614,258. =====

FORM 990, PART IV-A - OTHER REVENUE ON BOOKS BUT NOT ON RETURN

DESCRIPTION

AMOUNT

GROSS REVENUE

I.R.C. SEC. 527(F)(3)

SEPARATE SEGREGATED FUND

85,769.

TOTAL

85,769.

FORM 990, PART IV-B - OTHER EXPENSES ON BOOKS BUT NOT ON RETURN
=====

DESCRIPTION -----	AMOUNT -----
EXPENSES	
I.R.C. SEC. 527(F)(3)	
SEPARATE SEGREGATED FUND	78,512.

TOTAL	78,512.
	=====

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
C. JAMES LOWTHERS 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	PRESIDENT 40 HOURS	215,745.	17,646.	2,831.
THOMAS MCNUTT 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	SECRETARY/TREASURER 40 HOURS	148,029.	17,646.	3,854.
EVA ANDRIUK 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 40 HOURS	86,424.	17,646.	925.
ROSENA BELL 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 20 HOURS	5,275.	NONE	NONE
MICHAEL BOYLE 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 40 HOURS	104,310.	17,646.	2,114.
GREGORY BURTON 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 20 HOURS	5,665.	NONE	NONE
DONALD CASH 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 40 HOURS	126,330.	17,646.	2,219.
LINDA CRUDUP 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 20 HOURS	4,872.	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
TERRY DIXON 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 40 HOURS	96,444.	17,646.	1,554.
MICHAEL EARMAN 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 40 HOURS	128,385.	17,646.	3,353.
PAUL EVANS, SR. 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 40 HOURS	83,160.	17,646.	1,108.
MARK FEDERICI 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 40 HOURS	113,519.	17,646.	2,410.
NELSON GRAHAM 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 40 HOURS	97,470.	9,224.	2,200.
JOANNE GRIMALKI 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 20 HOURS	5,303.	NONE	NONE
CARRIE HEPNER 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 20 HOURS	4,872.	NONE	NONE
JAMES HEPNER 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 40 HOURS	95,760.	17,646.	1,184.

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ALBERT HOOD 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 20 HOURS	10,744.	NONE	NONE
PHYLLIS JACKSON 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 20 HOURS	4,872.	NONE	NONE
JAMES JARBOE 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 20 HOURS	4,872.	NONE	NONE
MARY LOU LAUFLIN 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 20 HOURS	4,872.	NONE	NONE
SUSAN MCQUAIN 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 20 HOURS	4,872.	NONE	NONE
KENNETH PINKARD 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 20 HOURS	27,972.	NONE	NONE
RUDOLPH PINTO 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 40 HOURS	83,060.	NONE	NONE
ODIS PRICE 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 20 HOURS	4,872.	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JERRY REXROAD 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 20 HOURS	4,980.	NONE	NONE
THOMAS ROGERS 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 20 HOURS	41,638.	NONE	NONE
WALTER SAUTER 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 40 HOURS	96,990.	17,646.	2,816.
CAROLYN SHEBORA 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 20 HOURS	4,872.	NONE	NONE
VIVIAN SIGOUIN 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 20 HOURS	4,872.	NONE	NONE
LARRY SOUTHERN 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 20 HOURS	4,994.	NONE	NONE
JEANNE SWARTZ 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 40 HOURS	76,284.	17,646.	1,246.
DOUGLAS TRABUE 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 40 HOURS	93,737.	17,646.	1,811.

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MARY VINES 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 20 HOURS	5,058.	NONE	NONE
ROBIN WILLIAMS 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 40 HOURS	57,114.	17,646.	NONE
RUSSELL WISE 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 40 HOURS	104,310.	17,646.	1,609.
RANDALL TAYLOR 4301 GARDEN CITY DR., STE. 400 LANDOVER, MD 20785-6103	VICE PRESIDENT 20 HOURS	NONE	NONE	NONE
GRAND TOTALS		1,962,548.	273,914.	31,234.

FORM 990, PART VI - NAMES OF RELATED ORGANIZATIONS

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RELATED ORGANIZATION NAME: UFCW LOCAL 400 MEAT AND POULTRY
PENSION FUND

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: WASHINGTON WHOLESALERS HEALTH AND
WELFARE FUND

EXEMPT: X NONEXEMPT:

FORM 990, PART VIII - ACCOMPLISHMENT OF EXEMPT PURPOSES

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LINE NO. ---	EXPLANATION OF HOW EACH ACTIVITY FOR WHICH INCOME IS REPORTED IN COLUMN (E) OF PART VII CONTRIBUTED IMPORTANTLY TO THE ACCOMPLISHMENT OF EXEMPT PURPOSES -----
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93A	STRIKE REIMBURSEMENTS - THE UNITED FOOD AND COMMERCIAL WORKERS INTERNATIONAL UNION REIMBURSED THE ORGANIZATION FOR STRIKE BENEFIT DISBURSEMENTS PAID TO ITS STRIKING MEMBERS.
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94	MEMBERSHIP DUES AND ASSESSMENTS - AMOUNT RECEIVED FOR FULL MEMBERSHIP RIGHTS OF REPRESENTATION AND COLLECTIVE BARGAINING FOR BETTER WAGES AND BENEFITS, IMPROVED WORKPLACE CONDITIONS, AND FAIR LABOR PRACTICES.
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103C	REIMBURSED EXPENSES - MISCELLANEOUS RECOVERIES OF AMOUNTS EXPENDED BY THE ORGANIZATION TO ACCOMPLISH ITS EXEMPT PURPOSE.
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