

FORM LM-2 LABOR ORGANIZATION ANNUAL REPORT

APR 01 1997

MUST BE USED BY LABOR ORGANIZATIONS WITH \$200,000 OR MORE IN TOTAL ANNUAL RECEIPTS AND LABOR ORGANIZATIONS UNDER TRUSTEESHIP

This report is mandatory under P.L. 86-257, as amended. Failure to comply may result in criminal prosecution, fines, or civil penalties as provided by 29 U.S.C. 439 or 440.

READ THE INSTRUCTIONS CAREFULLY BEFORE PREPARING THIS REPORT. SUBMIT THIS REPORT IN DUPLICATE.

<p>IMPORTANT</p> <p>If a label is here, → peel off the top copy and place it in the same box on the second copy of the form.</p> <p>If label information is correct, leave items 4 through 8 blank.</p> <p>If label information is incorrect, complete items 4 through 8.</p>	<div style="border: 1px solid black; padding: 5px;"> <p>LENORE MILLER (2) 000-071 RETAIL WHOLESALE AFL-CIO 02A NHQ 30 E 29TH ST 12/96 NEW YORK, NY 10016</p> </div>	<p>1. FILE NUMBER <u>000-071</u></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2. PERIOD COVERED</td> <td>MO</td> <td>DAY</td> <td>YR</td> </tr> <tr> <td>From</td> <td style="text-align: center;">1</td> <td style="text-align: center;">1</td> <td style="text-align: center;">96</td> </tr> <tr> <td>Through</td> <td style="text-align: center;">12</td> <td style="text-align: center;">31</td> <td style="text-align: center;">96</td> </tr> </table> <p>3. If your organization ceased to exist and this is its terminal report, see Section XII of the instructions and check here: <input type="checkbox"/></p>	2. PERIOD COVERED	MO	DAY	YR	From	1	1	96	Through	12	31	96
2. PERIOD COVERED	MO	DAY	YR											
From	1	1	96											
Through	12	31	96											

4. AFFILIATION OR ORGANIZATION NAME		8. MAILING ADDRESS <i>(In care of) NAME AND TITLE OF PERSON</i>	
5. DESIGNATION <i>(Local, Lodge, etc.)</i>	6. DESIGNATION NUMBER	NUMBER AND STREET	
7. UNIT NAME <i>(if any)</i>		BUILDING AND ROOM NUMBER <i>(if any)</i>	
9. Are your organization's records kept at its mailing address? <i>(If "No," provide address in Item 75.)</i>		CITY	STATE ZIP CODE
		Yes No	
		<input type="checkbox"/> <input type="checkbox"/>	

<p>DURING THE REPORTING PERIOD DID YOUR ORGANIZATION:</p> <p>10. Have a "subsidiary organization" as defined in Section X of the instructions? Yes No <input checked="" type="checkbox"/> <input type="checkbox"/></p> <p>11. Create or participate in the administration of a trust or other fund or organization, as defined in the instructions, which provides benefits for members or their beneficiaries? <input checked="" type="checkbox"/> <input type="checkbox"/></p> <p>12. Have a political action committee (PAC) fund? <input checked="" type="checkbox"/> <input type="checkbox"/></p> <p>13. Acquire or dispose of any goods or property in any manner other than by purchase or sale? <input type="checkbox"/> <input checked="" type="checkbox"/></p> <p>14. Have an audit or review of its books and records by an outside accountant or by a parent body auditor/representative? <input checked="" type="checkbox"/> <input type="checkbox"/></p> <p>15. Discover any loss or shortage of funds or other property? <i>(Answer "Yes" even if there has been repayment or recovery.)</i> <input type="checkbox"/> <input checked="" type="checkbox"/></p> <p>16. Have any officer who was paid \$10,000 or more by your organization and also received \$10,000 or more as an officer or employee of another labor organization or of an employee benefit plan? <input type="checkbox"/> <input checked="" type="checkbox"/></p> <p>17. Liquidate or reduce any liabilities without disbursement of cash? <input type="checkbox"/> <input checked="" type="checkbox"/></p> <p><i>(If the answer to any of the above questions is "Yes," provide details in Item 75 as explained in the instructions for each item.)</i></p>	<p>18. How many members did your organization have at the end of the reporting period? 80230</p> <p>19. What is the date of your organization's next regular election of officers? 6 98 Month Year</p> <p>20. What is the maximum amount recoverable under your organization's fidelity bond for a loss caused by any officer or employee of your organization? \$500,000</p> <p>21. What are your organization's rates of dues and fees? <i>(Enter a minimum and maximum if more than one rate applies for any line.)</i></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th colspan="2" style="text-align: center;">Rates of Dues and Fees</th> </tr> <tr> <td>(a) Regular Dues/Fees</td> <td>\$ <u>4.50 - 15.75</u> per <u>140</u> <small>(month, year, etc.)</small></td> </tr> <tr> <td>(b) Initiation Fees</td> <td>\$ <u>1</u> <u>See COMMENT ATTACHED</u></td> </tr> <tr> <td>(c) Transfer Fees</td> <td>\$ _____</td> </tr> <tr> <td>(d) Work Permits</td> <td>\$ _____ per _____ <small>(month, year, etc.)</small></td> </tr> </table> <p>22. During the reporting period, did your organization have any changes in its constitution and bylaws (other than rates of dues and fees) or in practices/procedures listed in the instructions? Yes No <input type="checkbox"/> <input checked="" type="checkbox"/> <i>(If the constitution and bylaws have changed, attach two new dated copies. If practices/procedures have changed, see the instructions.)</i></p> <p>23. Were any of your organization's assets pledged as security or encumbered in any other way at the end of the reporting period? <input type="checkbox"/> <input checked="" type="checkbox"/></p> <p>24. Did your organization have any contingent liabilities at the end of the reporting period? <input type="checkbox"/> <input checked="" type="checkbox"/> <i>(If the answer to Item 23 or 24 is "Yes," provide details in Item 75.)</i></p>	Rates of Dues and Fees		(a) Regular Dues/Fees	\$ <u>4.50 - 15.75</u> per <u>140</u> <small>(month, year, etc.)</small>	(b) Initiation Fees	\$ <u>1</u> <u>See COMMENT ATTACHED</u>	(c) Transfer Fees	\$ _____	(d) Work Permits	\$ _____ per _____ <small>(month, year, etc.)</small>
Rates of Dues and Fees											
(a) Regular Dues/Fees	\$ <u>4.50 - 15.75</u> per <u>140</u> <small>(month, year, etc.)</small>										
(b) Initiation Fees	\$ <u>1</u> <u>See COMMENT ATTACHED</u>										
(c) Transfer Fees	\$ _____										
(d) Work Permits	\$ _____ per _____ <small>(month, year, etc.)</small>										

Each of the undersigned, duly authorized officers of the above labor organization, declares, under the applicable penalties of law, that all of the information submitted in this report (including the information contained in any accompanying documents) has been examined by the signatory and is, to the best of the undersigned's knowledge and belief, true, correct, and complete. *(See Section VI on penalties in the instructions.)*

<p>76. SIGNED: <u>Lenore Miller</u> PRESIDENT <u>3/31/97 (212) 684-5300</u> Date Telephone Number</p>	<p>77. SIGNED: <u>Steven Appeller</u> TREASURER <u>3/31/97 (212) 684-5300</u> Date Telephone Number <i>(If other title, see instructions)</i></p>
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ENTER AMOUNTS IN DOLLARS ONLY

FILE NUMBER
000-071

COMPLETE SCHEDULES 1 THROUGH 15 BEFORE COMPLETING STATEMENTS A AND B

STATEMENT A — ASSETS AND LIABILITIES

ASSETS				LIABILITIES			
Item	From SCH #	Start of Reporting Period (A)	End of Reporting Period (B)	Item	From SCH #	Start of Reporting Period (C)	End of Reporting Period (D)
25. Cash		1976103	227551	33. Accounts Payable			
26. Accounts Receivable ...				34. Loans Payable	8		
27. Loans Receivable	1	5314044	520715	35. Mortgages Payable			
28. U.S. Treasury Securities		6305047	6244986	36. Other Liabilities	4	125074	166343
29. Investments	2	12959634	13417914	37. TOTAL LIABILITIES		125074	166343
30. Fixed Assets	5	58657	46602				
31. Other Assets	3	17607	27490	38. NET ASSETS (Item 32 less Item 37)		26505996	27064883
32. TOTAL ASSETS		26631070	27731276				

STATEMENT B — RECEIPTS AND DISBURSEMENTS

CASH RECEIPTS			CASH DISBURSEMENTS		
Item	From SCH #	AMOUNT	Item	From SCH #	AMOUNT
39. Dues			56. To Officers	9	218937
40. Per Capita Tax			57. To Employees	10	1182235
41. Fees			58. Per Capita Tax		701403
42. Fines			59. Fees, Fines, Assessments, etc.		
43. Assessments			60. Office & Administrative Expense	13	649127
44. Work Permits			61. Educational & Publicity Expense		239740
45. Sale of Supplies			62. Professional Fees		135409
46. Interest		695055	63. Benefits	11	2146782
47. Dividends		650501	64. Contributions, Gifts & Grants	12	139549
48. Rents			65. Supplies for Resale		
49. Sale of Investments & Fixed Assets	6	8932294	66. Direct Taxes		127343
50. Loans Obtained	8		67. Withholding Taxes		538977
51. Repayments of Loans Made	1	110346	68. Purchase of Investments & Fixed Assets	7	8705855
52. On Behalf of Affiliates for Transmittal to Them		392551	69. Loans Made	1	17039
53. From Members for Disbursement on Their Behalf			70. Repayment of Loans Obtained	8	
54. Other Receipts	14	4990827	71. To Affiliates of Funds Collected on Their Behalf		355267
55. TOTAL RECEIPTS		15771575	72. On Behalf of Individual Members		75467
			73. Other Disbursements	15	239027
			74. TOTAL DISBURSEMENTS		15472157

75. ADDITIONAL INFORMATION (If more space is needed, attach additional pages properly identified.)

Item Number

If more space is needed to complete any of the schedules, continue on additional pages, using the same column headings used on the schedule, and enter the totals on the line provided for additional pages in each schedule.

SCHEDULE 1 — LOANS RECEIVABLE

List below loans to officers, employees, or members which at any time during the reporting period exceeded \$250 and list all loans to business enterprises regardless of amount. (A)	Loans Outstanding at Start of Period (B)	Loans Made During Period (C)	Repayments Received During Period		Loans Outstanding at End of Period (E)
			Cash (D)(1)	Other Than Cash (D)(2)	
1. Name: _____ Purpose: _____ Security: _____ Terms of Repayment: _____					
2. Name: _____ Purpose: _____ Security: _____ Terms of Repayment: _____	See SCHEDULE ATTACHED				
3. Totals from additional pages (if any)					
4. Totals of loans not listed above					
5. Totals of Lines 1 through 4	5314044	17039	110346		5220715
Enter the Totals from Line 5 in Item 27, Item 69 Item 51 Item 75 Item 27, Column (A) with Explanation Column (B)					

**SCHEDULE 2 — INVESTMENTS
(OTHER THAN U.S. TREASURY SECURITIES)**

Description (A)	Amount (B)
<u>Marketable Securities</u>	
1. Total Cost	12831915
2. Total Book Value	14073912
3. List each marketable security which has a book value over \$1,000 and exceeds 20% of Line 2.	
(a) _____	
(b) _____	
(c) _____	
(d) _____	
<u>Other Investments</u>	
4. Total Cost	1000
5. Total Book Value	656000
6. List each other investment which has a book value over \$1,000 and exceeds 20% of Line 5. Also list each subsidiary for which separate reports are attached.	
(a) RWDSU Realty Corp.	(656000)
(b) _____	
(c) _____	
(d) _____	
(e) Total from additional pages (if any)	
7. Total of Lines 2 and 5	13417912
Enter the Total from Line 7 in Item 29, Column (B)	

SCHEDULE 3 — OTHER ASSETS

Description (A)	Book Value (B)
1. Security deposits	27490
2. _____	
3. _____	
4. _____	
5. Total from additional pages (if any)	
6. Total of Lines 1 through 5	27490
Enter the Total from Line 6 in Item 31, Column (B)	

SCHEDULE 4 — OTHER LIABILITIES

Description (A)	Amount at End of Period (B)
1. Payroll taxes Payable	6302
2. Amounts due Affiliates	160041
3. _____	
4. _____	
5. _____	
6. _____	
7. _____	
8. Total from additional pages (if any)	
9. Total of Lines 1 through 8	166343
Enter the Total from Line 9 in Item 36, Column (D)	

SCHEDULE 9 — ALL OFFICERS AND DISBURSEMENTS TO OFFICERS

Name <i>(List all persons who held office during the reporting period even if they received no salary or other disbursements.)</i> (A)	Title (B)	Status (C)*	Gross Salary (before taxes and other deductions) (D)	Allowances (E)	Disbursements for Official Business (F)	Other Disbursements (G)	Total (H)
1.							
2.							
3.							
4.			See	Schedule	attached		
5.							
6.							
7.							
8.							
9.							
10. Totals from additional pages (if any)							
11. Totals of Lines 1 through 10			977139		39163	400	311702
					12. Less Deductions		97765
					13. Net Disbursements		218937
Enter the Total from Line 13 in							↑ Item 56
* Code for Column (C): past officer — P; continuing officer — C; new officer during the reporting period — N. (If any officer was not elected at a regular election in accordance with your organization's constitution and bylaws, explain in Item 75.)							

SCHEDULE 10 — DISBURSEMENTS TO EMPLOYEES

Name <i>(List all employees who received more than \$10,000 in total disbursements from your organization and any affiliates.)</i> (A)	Position (B)	Name of Affiliated Organization (if applicable) (C)	Gross Salary (before taxes and other deductions) (D)	Allowances (E)	Disbursements for Official Business (F)	Other Disbursements (G)	Total (H)
1.							
2.							
3.							
4.			See	Schedule	attached		
5.							
6.							
7.							
8.							
9. Totals from additional pages (if any)							
10. Totals for all employees who, during the reporting period, received \$10,000 or less in total disbursements from your organization and any affiliates							
11. Totals of Lines 1 through 10			1506808		200238	852	1707898
					12. Less Deductions		575663
					13. Net Disbursements		1182235
Enter the Total from Line 13 in							↑ Item 57

SCHEDULE 11 — BENEFITS

FILE NUMBER
000-071

Description (A)	To Whom Paid (B)	Amount (C)
1. See schedule attached		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		
10. Total from additional pages (if any)		
11. Total of Lines 1 through 10		2146782
Enter the Total from Line 11 in		↑ Item 63

SCHEDULE 12 — CONTRIBUTIONS, GIFTS & GRANTS

Description (A)	Amount (B)
1. Political	7585
2. Charitable	21356
3. Educational	14145
4. Labor	28783
5.	
6.	
7.	
8.	
9.	
10. Total from additional pages (if any)	
11. Total of Lines 1 through 10	139549
Enter the Total from Line 11 in ↑ Item 64	

SCHEDULE 13 — OFFICE & ADMINISTRATIVE EXPENSE

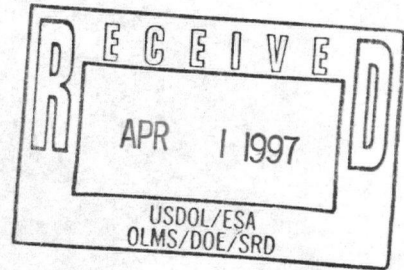
Description (A)	Amount (B)
1. Field organizing & subsidies	417510
2. Office expenses	197278
3. Insurance	34339
4.	
5.	
6.	
7.	
8.	
9.	
10. Total from additional pages (if any)	
11. Total of Lines 1 through 10	649127
Enter the Total from Line 11 in ↑ Item 60	

SCHEDULE 14 — OTHER RECEIPTS

Description (A)	Amount (B)
1. Expense reimbursements - UFCW	4223585
2. Strike Fund contributions	179985
3. Political Committee contributions	21681
4. Qualified Pension Plan contributions	491568
5. Grant Income	67500
6. Services to locals	6508
7.	
8.	
9.	
10. Total from additional pages (if any)	
11. Total of Lines 1 through 10	4990827
Enter the Total from Line 11 in ↑ Item 54	

SCHEDULE 15 — OTHER DISBURSEMENTS

Description (A)	Amount (B)
1. Increase in security deposits	9883
2. Meetings - Conferences	201112
3. Foreign Currency losses	28034
4.	
5.	
6.	
7.	
8.	
9.	
10. Total from additional pages (if any)	
11. Total of Lines 1 through 10	239027
Enter the Total from Line 11 in ↑ Item 73	



ITEM 75 - ADDITIONAL INFORMATION

ITEM
NUMBER

- 10 RWDSU REALTY CORP. IS A SUBSIDIARY ORGANIZATION TO THE RETAIL WHOLESALE AFL- CIO. THIS COMPANY MANAGES AND MAINTAINS A COMMERCIAL BUILDING IN NYC IN WHICH THE RETAIL WHOLESALE AFL- CIO IS A TENANT. THE INTERNATIONAL UNION OWNS 100% OF THE OUTSTANDING STOCK OF THE RWDSU REALTY CORP. THE FINANCIAL CONDITION AND OPERATIONS OF THE SUBSIDIARY ORGANIZATION IS REPORTED IN A SEPERATE REPORT.
- 11 RWDSU STAFF RETIREMENT PLAN 30 EAST 29TH STREET, N.Y., NY 10016. THIS TRUST IS A DEFINED CONTRIBUTION PLAN WHICH CONFORMS TO THE PROVISIONS OF ERISA. ERISA PLAN NUMBER #001 I.D. #51-6041432.
- 11 RWDSU QUALIFIED PENSION PLAN, 30 EAST 29TH STREET, N.Y., NY 10016. THIS TRUST IS A DEFINED BENEFIT EMPLOYEE PENSION PLAN WHICH CONFORMS TO THE PROVISIONS OF ERISA. ERISA PLAN NUMBER #002 I.D.# 13-3226118.
- 11 RWDSU JOINT STRIKE FUND, 30 EAST 29TH STREET, N.Y., NY 10016. PER CAPITA PAYMENTS ARE RECEIVED FROM PARTICIPATING LOCALS. PAYMENTS ARE MADE TO STRIKERS IN ACCORDANCE WITH REGULATIONS IN EFFECT. ASSETS AND LIABILITIES ARE REPORTED IN ITEMS 23-37.
- 11 RETAIL WHOLESALE AND DEPARTMENT STORE INTERNATIONAL UNION HEALTH AND BENEFIT FUND, P.O. BOX 55728, BIRMINGHAM, AL 35255-0509. THIS TRUST IS A HEALTH AND WELFARE FUND WHICH CONFORMS TO THE PROVISIONS OF ERISA. ERISA PLAN NUMBER #501 I.D. #63-0708443.
- 11 RETAIL WHOLESALE AND DEPARTMENT STORE INTERNATIONAL UNION INDUSTRY PENSION FUND, P.O. BOX 55728, BIRMINGHAM, AL 35255- 0509. THIS TRUST IS A DEFINED BENEFIT EMPLOYEE PENSION PLAN WHICH CONFORMS TO THE PROVISIONS OF ERISA. PLAN NUMBER #001 I.D.# 63-0708442.
- 14 *Retail - Wholesale AFL-CIO is AUDITED ANNUALLY by AN independent + certified public ACCOUNTING firm. M.R. WEISER & CO., LLP*

RETAIL WHOLESALE AFL-CIO
FILE # 000-071

Schedule 11 - Benefits

(A)	(B)	(C)
Hospitalization	RWDSU Ind Benefit Fund	\$ 142,808
Dental	RWDSU Ind Benefit Fund	6,735
Long-Ter, Dbl Ins	Mass Mutual Life	22,532
Workers Dbl Ins	Continental Assur Co	1,114
Life Insurance	Union Labor Life	37,461
*Prescription Drugs	RWDSU Ind Benefit Fund	30,524
Hospitalization	Gordon Ritchie	42
Hospitalization	Christian Schubert	42
Major Medical	Employee Benefit Services	21,265
Dental	Ontario Retail Empl Ben Fd	2,799
Employer Health Tax	Treasurer of Ontario	977
Strike Fund Benefits	Various Union Members	79,800
Pension	RWDSU Staff Retirement Plan	207,349
Pension	RWDSU Qualified Pension Plan	917,117
Pension	RWDSU Registered Pension Plan	35,231
Pension	RWDSU Industry Plan	52,080
Deferred Compensation	Employees and Officers of RWDSU and Local Unions or their survivors who retired or died prior to January 1, 1983	372,746
Pension	Varied Retired Union Officers	96,000
Pension	Employees and Officers of RWDSU and Local Unions or their survivors who retired after September 30, 1993	120,160
		<u>\$2,146,782</u>

RETAIL WHOLESALE AFL-CIO
FILE # 000-071

Schedule 10 - Disbursements to Employees

Name (A)	Position (B)	Affiliated Organiz (C)	Gross Salary (D)	Disbursements		Other Disbursements (G)	Total (H)
				Allowances (E)	For Official Business (F)		
Mariah White	Office Mgr		79,341				79,341
Thomas Carlton	Comptroller		73,405		4,232		77,637
Emma Jones	Bookkeeper		65,455				65,455
Nancy Lau	Clerical		39,167				39,167
Joseph Dorismond	Clerical		43,619				43,619
Priscilla A. Brown	Clerical		36,305				36,305
Dorothy Ramey	Clerical		37,630				37,630
Pura Albino	Clerical		49,767			192	49,959
Adrien Markowitz	Prog Coordinator		60,155		8,645		68,800
David Mertz	Special Projects		51,781		9,791		61,572
Angelous Lineback	International Rep				12,486		12,486
Myron Johnson	International Rep		65,292		9,548		74,840
Pascual Fonseca	International Rep		20,125		2,690		22,815
Thomas Stufflebean	International Rep		71,122		8,389	300	79,811
Murel Householder	International Rep		71,122		26,450		97,572
Henry Jenkins	International Rep		73,507		8,746		82,253
Jerry F. Dickinson	International Rep		65,292		16,848	160	82,300
Bessie Lee	International Rep		65,292		12,354		77,646
Jesus M. Oquendo	International Rep		56,441		10,647		67,088
Stanley Lucas	International Rep		67,147		4,716	200	72,063
Don Ingles	International Rep		63,967		5,031		68,998
John Moore	International Rep		65,292		9,392		74,684
Jack Wurm	International Rep		65,292		13,199		78,491
Randy Belliel	International Rep		65,292		13,358		78,650
Robin W. McArthur	International Rep		86,761		23,716		110,477
Catherine Hughes	International Rep		47,329				47,329
Totals for employees less than 10,000			<u>20,910</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>20,910</u>
Totals			<u>1,506,808</u>	<u>-</u>	<u>200,238</u>	<u>852</u>	<u>1,707,898</u>
					(2)	(1)	

(1) Represents direct reimbursements for optical costs and medical insurance incurred.

(2) Represents indirect disbursements to airlines, hotels, auto rentals, and meals in connection with attendance at meetings and conferences.

RETAIL WHOLESALE AFL-CIO
 FILE # 000-071
 Schedule 9- All Officers and Disbursements to Officers

Name (A)	Title (B)	Status (C)	Gross Salary (D)	Allowances (E)	Disbursements For Official		Total (H)	
					Business (F)	Other (G)		
Lenore Miller	President	C	161,068		(1)	348	200	
					(2)	17,114		178,730
Stuart Appelbaum	Secy-Treas	C	111,071		(1)	1227	200	
					(2)	20,474		132,972
Totals			<u>272,139</u>	<u>-</u>		<u>39,163</u>	<u>400</u>	<u>311,702</u>

(1) Represents direct reimbursements for expenses in connection with attendance at meetings and conferences.

(2) Represents indirect disbursements to airlines, hotels, auto rentals, and meals in connection with attendance at meetings and conferences.

Column (G) Represents direct reimbursement for optical costs and medical insurance.

RETAIL WHOLESALE AFL-CIO
FILE # 000-071

Schedule 1-

Loans Receivable (A)	Loans O/S at start of period (B)	Loans made during the period (C)	Cash (D)(1)	Repayment Received During the Period Other than cash (D)(2)	Balance at end of Period
1. Locals					
Local 43	25,222				25,222
Local 1034	19,000			12,000	7,000
Local 1974	5,449				5,449
Local 60	134,201			12,364	121,837
No. Ontario Joint Board	60,000			60,000	-
	<u>243,872</u>	-		<u>84,364</u>	<u>159,508</u>

Loans are made to locals when they are short of funds. The loans are generally uncollateralized, non-interest bearing, and due on demand. Loan to Local 60 is collateralized by a mortgage, the interest rate is 6.876%, due 4/20/2004. Local 1034 loan is due 9/1/97 with accrued interest at 7%. Northern Ontario Joint Board is due 11/30/98, but was paid early.

2. Individuals

A. Markowitz (E)	1,200	2,000		1,520	1,680
J. Jones (E)	1,940	2,000		2,218	1,722
C.V. Hughes (E)	2,000			980	1,020
J. Dickinson (E)	1,900	2,000		1,920	1,980
P. Brown (E)	666			666	-
T. Stufflebean (E)	1,600			1,600	-
D. Ramey (E)		2,000		740	1,260
R. Belliel (E)	-	2,000		720	1,280
M. Johnson (E)	**	3,039		2,781	258
J. Moore (E)		2,000		640	1,360
J. Dorismond (E)	-	2,000		564	1,436
	<u>9,306</u>	<u>17,039</u>		<u>14,349</u>	<u>11,996</u>

Loans are given to individuals to enable them to meet personal obligations. Loans are unsecured and payable in weekly installments deducted from the individual's salary for a period not to exceed two years. The individual may not have more than \$2000 outstanding at any time.

** This amount represents two loans to the individual. The first loan was paid off before the second was given.

3. Additional

RWDSU Realty	1,060,844			11,633	1,049,211
UFCW International Union	4,000,000				4,000,000
	<u>5,060,844</u>	-		<u>11,633</u>	<u>5,049,211</u>

RWDSU Realty Corp> loans are made to support building operating expense. There are no fixed repayment terms.

UFCW loan receivable represents an escrow deposit held by UFCW for future per capita in accordance with merger document.

Grand totals	<u>5,314,022</u>	<u>17,039</u>		<u>110,346</u>	<u>5,220,715</u>
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tail. - Wholesale AF
File # 000-071
12/31/96

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ITEM 75 (CONTINUED)

ITEM
NUMBER

IV RWDSU Committee on Political Education, who files
with the FEDERAL ELECTION COMMISSION AND
Commonwealth of Pennsylvania, Bureau of Elections

Sched. 1
S(D)(2)

Loans to individuals are repaid in weekly installments
deducted from the individuals salary

Loans to locals are written off when a local
terminates or by executive council authority

21. Dues are paid directly to UFCW by the locals in
accordance with the merger document.