

OMB APPROVAL

OMB Number 3235-0362
Expires: December 31, 2001
Estimated average burden
hours per response 1.0

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

[] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

[X] Form 3 Holdings Reported

[] Form 4 Transactions Reported

1. Name and Address of Reporting Person*

McCracken Carol
(Last) (First) (Middle)

1402 Veteran Ave., Suite B

(Street)

Los Angeles CA 90024

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Reel Staff, Inc. (RELS)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

12/31/01

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

[X] Director [] 10% Owner
[X] Officer (give title below) [] Other (specify below)

Treasurer

7. Individual or Joint/Group Filing
(Check applicable line)

[X] Form Filed by One Reporting Person
[] Form Filed by More than One Reporting Person

<TABLE>
<CAPTION>

7. Nature of Indirect 1. Beneficial Title of Security Ownership (Instr. 3) (Instr. 4)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially	6. Owner- ship Form:
			Amount	or	Price	Owned at End of Issuer's Fiscal Year (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr.4)
<S> <C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>

Common Stock						205,000	D
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* If the form is filed by more than one Reporting Person, see Instruction 4 (b) (v).
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Over)
SEC 2270 (3-99)

FORM 5 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<TABLE>
<CAPTION>

10.
Owner-
Number

