UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2002

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from ----------------- to -----------------

Commission File Number: 000-33305

Reel Staff, Inc.
(Exact name of small business issuer as specified in its charter)

Nevada	95-4863690
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1069 South Alfred Street, Los Angeles, California 90035
(Address of principal executive offices)

(323) 359.1531
(Issuer's Telephone Number)

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practical date. As of May 13, 2001, there were 5,673,750 shares of the issuer's $.001 par value common stock issued and outstanding.

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

REEL STAFF, INC.

FINANCIAL STATEMENTS

MARCH 31, 2002

REEL STAFF, INC.

CONTENTS

REEL STAFF, INC.

BALANCE SHEET

MARCH 31, 2002

(UNAUDITED)

ASSETS

Current assets	
Cash	$ 943
Prepaid expenses	24,969
Accounts receivable, net of allowance of $-0-	---
Total current assets	25,912
Other assets	---
Total assets	$ 25,912

LIABILITIES AND STOCKHOLDERS' DEFICIT

Current liabilities	
Accounts payable and accrued expenses	$ 12,830
Note payable	25,000
Total current liabilities	37,830
Stockholders' Deficit	
Preferred stock, $.001 par value; Authorized shares -- 5,000,000 Issued and outstanding share -- 0	---
Common stock, $.001 par value; Authorized shares-- 50,000,000 Issued and outstanding shares-- 5,673,750	5,674
Additional paid-in capital	12,161
Accumulated deficit	(29,753)
Total stockholders' deficit	(11,918)
Total liabilities and stockholders' deficit	$ 25,912

See accompanying notes to financial statements.

REEL STAFF, INC.

STATEMENT OF OPERATIONS

THREE MONTHS ENDED MARCH 31, 2002

(UNAUDITED)

Revenues		
Production staffing	$	1,293
Post-production staffing		---
Less: returns and allowances		---
Net revenues		1,293
Operating expenses		
Consulting services		---
Legal and professional fees		10,190
Occupancy		500
Office supplies and expense		487
Total operating expenses		11,177
Loss from operations		(9,884)
Provision for income tax expense (benefit)		---
Net loss/comprehensive loss	$	(9,884)
Net loss/comprehensive loss per common share --- basic and diluted	$	(---)
Weighted average of common shares --- basic and diluted		5,673,750

See accompanying notes to financial statements.

REEL STAFF, INC.

STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

MAY 21, 2001 (INCEPTION) THROUGH MARCH 31, 2002

(UNAUDITED)

<TABLE>
<CAPTION>

<S>	<C> Common Stock Shares	<C> Common Stock Amount	<C> Additional Paid-In Capital	<C> Accumulated Deficit	<C> Total
Balance, May 21, 2001	---	$ ---	$ ---	$ ---	$ ---
Issuance of common stock, May 22, 2001	5,500,000	5,500	---	---	5,500
Issuance of common stock, May 28, 2001	10,000	10	190	---	200
Issuance of common stock, June 13, 2001	345,000	345	6,555	---	6,900
Issuance of common stock,					

June 17, 2001	30,000	30	570	---	600
Issuance of common stock, June 28, 2001	228,750	229	4,346	---	4,575
Redemption of stock November 15, 2001	(440,000)	(440)	---	---	(440)
Net loss/comprehensive loss	---	---	---	(19,869)	(19,869)
Balance, December 31, 2001	5,673,750	5,674	11,661	(19,869)	(2,534)
Cost of occupancy contributed by officer	---	---	500	---	500
Net loss/comprehensive loss	---	---	---	(9,884)	(9,884)
Balance, March 31, 2002	5,673,750	$ 5,674	$ 12,161	$ (29,753)	$ (11,918)

</TABLE>

See accompanying notes to financial statements.

REEL STAFF, INC.

STATEMENT OF CASH FLOWS

THREE MONTHS ENDED MARCH 31, 2002

(UNAUDITED)

Cash flows from operating activities	
Net loss	$ (9,884)
Adjustments to reconcile net loss to net cash used in operating activities	
Cost of consulting services paid with common stock	---
Cost of legal services paid with common stock	---
Occupancy cost contributed by officer	---
Changes in operating assets and liabilities	
(Increase) decrease in prepaid expenses	(24,969)
Increase (decrease) in accounts payable and accrued expenses	32,830
Net cash used by operating activities	(1,523)
Cash flows from investing activities	---
Net cash used by investing activities	---
Cash flows from financing activities	---
Net cash provided by financing activities	---
Net decrease in cash	(1,523)
Cash, beginning of period	2,466
Cash, end of period	$ 943
Supplemental disclosure of cash flow information	
Income taxes paid	$ ---
Interest paid	$ ---

See accompanying notes to financial statements.

REEL STAFF, INC.

NOTES TO FINANCIAL STATEMENTS

MARCH 31, 2002

(UNAUDITED)

NOTE 1 - NATURE OF OPERATIONS

Reel Staff, Inc. (the "Company") provides production and post-production staffing services to film, video, and television production companies. The Company was incorporated in the state of Nevada on May 21, 2001 and is headquartered in Los Angeles, California.

NOTE 2 - BASIS OF PRESENTATION

The unaudited financial statements included herein have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-QSB and Item 310(b) of Regulation S-B. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three months ended March 31, 2002 are not necessarily indicative of the results that may be expected for the year ended December 31, 2002. For further information, these financial statements and the related notes should be read in conjunction with the Company's audited financial statements for the period ended December 31, 2001 included in the Company's annual report on Form 10-KSB.

NOTE 3 - COMMON STOCK

On May 22, 2001, the Company issued 3,900,000 shares of its common stock to its officers and founders for consulting services and 1,600,000 shares of its common stock to various individuals for legal services rendered in connection with the initial organization costs incurred. Since there was no readily available market value at the time the services were rendered, par value of $0.001 per share was considered as a reasonable estimate of fair value by all parties.

On May 28, 2001, the Company issued 10,000 shares of its common stock to an individual for consulting and design services. Since the Company had prepared a Private Placement Memorandum Offering (as described in the following paragraph), the Company utilized the value of its common stock associated with that offering of $0.02 per share. This amount was considered a reasonable estimate of fair value between the Company and the individual.

On June 30, 2001, the Company completed a "best efforts" offering of its common stock pursuant to the provisions of Section 4(2) of the Securities Act of 1933 and Rule 506 of Regulation D promulgated by the Securities and Exchange Commission. In accordance with the Private Placement Memorandum Offering, which was initiated on May 25, 2001, the Company issued 603,750 shares of its common stock at $0.02 per share for a total of $12,075 from June 13th - June 30th 2001.

NOTE 4 - RELATED PARTY TRANSACTIONS

On May 22, 2001, the Company issued 3,900,000 shares of its common stock to it current officers for services as described in Note 3.

Item 2. Plan of Operation
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This following information specifies certain forward-looking statements of management of the company. Forward-looking statements are statements that estimate the happening of future events and are not based on historical fact.

Forward-looking statements may be identified by the use of forward-looking terminology, such as "may", "shall", "will", "could", "expect", "estimate", "anticipate", "predict", "probable", "possible", "should", "continue", or similar terms, variations of those terms or the negative of those terms. The forward-looking statements specified in the following information have been compiled by our management on the basis of assumptions made by management and considered by management to be reasonable. Our future operating results, however, are impossible to predict and no representation, guaranty, or warranty is to be inferred from those forward-looking statements.

The assumptions used for purposes of the forward-looking statements specified in the following information represent estimates of future events and are subject to uncertainty as to possible changes in economic, legislative, industry, and other circumstances. As a result, the identification and interpretation of data and other information and their use in developing and selecting assumptions from and among reasonable alternatives require the exercise of judgment. To the extent that the assumed events do not occur, the outcome may vary substantially from anticipated or projected results, and, accordingly, no opinion is expressed on the achievability of those forward-looking statements. We cannot guaranty that any of the assumptions relating to the forward-looking statements specified in the following information are accurate, and we assume no obligation to update any such forward-looking statements.

We provide staffing services to film, video and television production companies. Our staffing services consist of production services but we intend to expand those services to include postproduction work as well as talent and casting services. The services, skills and labor offered by us will generally include production assistants, as well as film and video crews, such as back line technicians, carpenters, lighting designers, lighting technicians, riggers, sound designers, stage and scenery designers and other skilled laborers.

Liquidity and Capital Resources. We had cash of $943 as of March 31, 2002. Our total assets were approximately $25,912 as of March 31, 2002, of which approximately $24,969 were prepaid expenses. On March 20, 2002, we entered into a promissory note in the amount of $25,000 with an unrelated party. The note matures on March 20, 2003, and carries an interest rate of 8% due at maturity. Our prepaid expenses represent the proceeds from that promissory note. Our total liabilities were approximately $37,830 as of March 31, 2002, which were represented by $12,830 for accounts payable and accrued expenses, and $25,000 for that note payable.

Results of Operations.

Revenue. For the three months ended March 31, 2002, we realized revenues of approximately $1,293 from providing production staffing services. We hope to generate more revenues as we expand our customer base.

Operating Expenses. For the three months ended March 31, 2002, our total operating expenses were approximately $11,177. The majority of those expenses were represented by legal and professional fees of $10,190. We also had $500 in occupancy expenses and $487 in office supplies and expenses. For the three months ended March 31, 2002, we experienced a net loss of approximately $9,884. We anticipate that we will continue to incur significant general and administrative expenses.

Our Plan of Operation for the Next Twelve Months. We generated revenues of $1,293 for the three month period ending March 31, 2002. In our management's opinion, to effectuate our business plan in the next twelve months, the following events must occur:

1. We must continue to provide production-staffing services including production assistants, coordinators and managers in order to generate revenues. We have provided services to Alta Vista Pictures, Palomar Pictures, NBC and various small production companies. Any revenues generated will be used to increase our marketing activities as well as expand our operations.

2. We must also increase the number of projects performed for existing customers. If we perform high quality services and provide competent staff to our current clients, we believe the number of projects will increase.

3. We must continue to develop relationships and market our staffing services. We currently market our services through the relationships and contacts of our President, Renee McCracken. Ms. McCracken has contacts in the entertainment industry and we have focused our marketing activities around those contacts and relationships. We need to develop additional relationships with various entertainment-related companies so that we can increase our customer base.

4. We must expand our marketing activities to further develop relationships with our clients and production companies. We hope to cultivate our existing and prospective relationships with our clients so that we can become their primary source for production staff. We believe that we can develop additional relationships with clients by diversifying our service offering to include casting services for film, television, and video productions.

We expect that, in the near term, our operating expenses will increase by approximately $1,000 per month. We will use the increased expenses for marketing and promotional activities.

We had cash of $943 and prepaid expenses of $24,969 as of March 31, 2002. In the opinion of management, available funds will satisfy our working capital requirements through June 2002. Our forecast for the period for which our financial resources will be adequate to support our operations involves risks and uncertainties and actual results could fail as a result of a number of factors. We anticipate that we may need to raise additional capital to continue operations. Such additional capital may be raised through public or private financing as well as borrowings and other sources. We cannot guaranty that additional funding will be available on favorable terms, if at all. If adequate funds are not available, then our ability to expand our operations may be adversely affected. If adequate funds are not available, we hope that our officers and directors will contribute funds to pay for our expenses, although we cannot that guaranty that our officers will pay those expenses.

We have also contemplated acquiring a third party, merging with a third party or pursuing a joint venture with a third party in order to support our development. We have conducted informal discussions with potential acquisition or merger candidates, although we have not conducted any formal negotiations. We cannot guaranty that we will acquire or merge with a third party, or that in the event we acquire or merge with a third party, such acquisition or merger will increase the value of our common stock.

We are not currently conducting any research and development activities, other than the development of our website. We do not anticipate conducting such activities in the near future. We do not anticipate that we will purchase or sale of any significant equipment. In the event that we generate significant revenues and expand our operations, then we may need to hire additional employees or independent contractors.

PART II -- OTHER INFORMATION

Item 1. Legal Proceedings.

Item 2. Changes in Securities.

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Submission of Matters to Vote of Security Holders

None.

Item 5. Other Information

None.

Item 6. Exhibits and Reports on Form 8-K

None.

SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Reel Staff, Inc.,
a Nevada corporation

May 13, 2002 By: /s/ Renee McCracken

Renee McCracken
Its: President, Secretary, Director