

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

OMB APPROVAL

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

FORM 4

STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person*

(Last) (First) (Middle)
McCracken, Carol

(Street)
1069 South Alfred Street

(City) (State) (Zip)
Los Angeles, CA 90035

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/Day/Year

September 1, 2002

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

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

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

Former officer and director

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

Form filed by One Reporting Person
 Form filed by more than One Reporting Person

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Table I -- Non-Derivative Securities Acquired, Disposed of,
or Beneficially Owned
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<TABLE>
<CAPTION>

6.Owner- 7. Nature of Indirect
5. Amount of Securities
4. Securities Acquired (A) or Securities Form:
ship

| Direct Ownership 1. Title of Indirect Security (Instr. 3) (Instr. 4) | Beneficial 2. Transaction (Instr. 4) Date (Month/Day/Yr) | 2A. Deemed Execution if any (Month/Day/Yr) | 3. Transaction Code (Instr. 8) | | Disposed of (D) (Instr. 3, 4 and 5) | | | Beneficially Owned at End (D) or (I) of Month (Instr. 3 and 4) | |
|---|---|---|--------------------------------|---|-------------------------------------|------------|-------|--|-----|
| | | | Code | V | Amount | (A) or (D) | Price | (D) | (I) |

| | | | | | | | | | |
|--------------|----------|-----|-----|-----|---------|-----|-----|---------|-----|
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| <C> | | | | | | | | | |
| Common Stock | 09/01/02 | | S | | 660,100 | | D | \$.0012 | 0 |

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 </TABLE>

FORM 4 (continued)

Table II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (e.g., puts, calls, warrants, options, convertible securities)

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<TABLE>
 <CAPTION>

| 10. Owner-ship Form of Derivative Security: | 2. Conversion Nature or Exercise In- | 3A. Deemed Execution 4. | 5. Number of Derivative Securities | 6. Date | 7. Title and Amount of Underlying Securities | 8. Price | 9. Number of Derivative Securities Benefe- |
|---|--------------------------------------|-------------------------|------------------------------------|---------|--|----------|--|
|---|--------------------------------------|-------------------------|------------------------------------|---------|--|----------|--|

| Direct (D) or Indirect (I) Title of Derivative Security (Instr. 4) | cise direct Price of Beneficial Ownership (Instr. 3) ity | 3. Trans- action Date (Month/Day/Year) | Date, if any action (Month/Day/Year) | Trans- action Code (Instr. 8) Code V | Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | Exercisable and Expiration Date (Month/Day/Year) | Exer- tion Date | (Instr. 3 and 4) Amount or Number of Shares | of Deriv- ative Secur- ity (Instr. 5) | of Secur- ity (Instr. 4) | Officially Owned at End of Month (Instr. 4) |
|--|--|--|--------------------------------------|--------------------------------------|---|--|-----------------|---|---------------------------------------|--------------------------|---|
|--|--|--|--------------------------------------|--------------------------------------|---|--|-----------------|---|---------------------------------------|--------------------------|---|

<S> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C>

<C> <C>

</TABLE>

Explanation of Responses:

Shares were cancelled by Issuer.

/s/ Carol McCracken

09/03/02

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.