OMB APPROVAL

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

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	Section 17(a) of the Po		ties Exchange Act of 1934 ng Company Act of 1935 or ompany Act of 1940	,
[_]	Check box if no longer so may continue. See Instruc		5. Form 4 or Form 5 obliga	tions
[X]	Form 3 Holdings Reported			
[_]	Form 4 Transactions Repo	rted		
 1.	Name and Address of Repo			
	McCracken	Carol		
	(Last)	(First)	(Middle)	
	1402 Veteran Ave., Suite			
		(Street)		
	Los Angeles	CA	90024	
	(City)	(State)	(Zip)	
2.	Issuer Name and Ticker of	r Trading Symbol		
	Reel Staff, Inc. (RELS)			
 3.	IRS Identification Number			у)
 4.	Statement for Month/Year			
	12/31/01			
 5.	If Amendment, Date of Or			
 6.	Relationship of Reporting (Check all applicable)	g Person(s) to Issue	er	
	[X] Director [X] Officer (give title	below) [_] 10% Owner _] Other (specify below)	
	Treasurer	_		
 7.	Individual or Joint/Group (Check applicable line)	p Filing		
	[X] Form Filed by One Re		Person	

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

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ship		2.										Deriv-
of		Conver-			5.				7.			ative
Deriv-	11.	sion			Number	of			Title and	Amount		Secur-
ative	Nature	or			Deriva	tive	6.		of Underl	vina	8.	ities
Secur-	of	Exer-			Securi		Date		Securitie		Price	Bene-
ity:	In-	cise	3.					blo and	(Instr. 3			ficially
Direct	direct			4	_							_
(D) or	Bene-	Price	Trans-	4.		-	Expirati					Owned
1. In-	ficial	of	action	Trans-	of (D)		(Month/D	ay/Year)		Amount	ative	at End
Title of direct	Owner-	Deriv-	Date	action	(Instr	. 3,				or	Secur-	of
Derivati (I)	ve ship	ative	(Month/	Code	4 and	5)	Date	Expira-		Number	ity	Year
Security	_	Secur-	Day/	(Instr.			Exer-	tion		of	(Instr.	(Instr.
(Instr. 4)	3) 4)	ity		8)					Title	Shares		4)
	<c></c>			<c></c>	<c></c>			<c></c>	<c></c>	<c></c>	<c></c>	<c></c>
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</TABLE>

Explanation of Responses:

/s/ Carol McCracken	02/07/02
**Signature of Reporting Person	Date

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

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