Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation REEL FAMILY FOUNDATION, INC	A Employer identification number 26-3442960
Number and street (or P O box number if mail is not delivered to street address) 5600 S. Quebec 148B — Room/suite	B Telephone number (see instructions) 303 741-4949
City or town, state, and ZIP code Greenwood Village, Co 80111	C If exemption application is pending, check here ▶ ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☐ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ J Accounting method: ☑ Cash ☐ Accrual ☐ Other (specify) ________ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	32317	32317	32317	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		(33658)		
	8	Net short-term capital gain			18557	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	32317	(1341)	50874	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	18000	18000	18000	[illegible]
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	6000	6000	6000	
	c	Other professional fees (attach schedule) INVEST FEES	48,844	48844	48844	
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1729		1729	1729
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	74573			
	25	Contributions, gifts, grants paid	192500			192500
	26	**Total expenses and disbursements.** Add lines 24 and 25	267073	72844	74573	212229
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(234756)			
	b	**Net investment income** (if negative, enter -0-)		0		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	552571	672886	672886
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less· allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less· allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,940784	2758861	3109247
	c	Investments—corporate bonds (attach schedule)	653999	690090	690090
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less· accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	4147354	4,121837	3799333
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)			
	31	**Total liabilities and net assets/fund balances** (see instructions)	4147354	4121837	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4147354
2	Enter amount from Part I, line 27a	2	(234756)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3912598
5	Decreases not included in line 2 (itemize) ▶	5	(113265)
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3799333

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE ATTACHED	P	VAR	12-31-11
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	685,924		719,582	(33,658)
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** (33,658)

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . **3**

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010			
2009			
2008			
2007			
2006			

2	**Total** of line 1, column (d)	2	
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	0	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0	
3	Add lines 1 and 2	3		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	0	
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a			
b	Exempt foreign organizations—tax withheld at source — 6b			
c	Tax paid with application for extension of time to file (Form 8868) — 6c			
d	Backup withholding erroneously withheld — 6d			
7	Total credits and payments Add lines 6a through 6d	7		
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10		
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ ____ **Refunded** ▶	11		

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		✓
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		✓
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		✓
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	✓	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ________			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	✓	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		/

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		

Website address ▶ N/A

14 The books are in care of ▶ Louis T DAVIS Telephone no. ▶ 303 741-4949

Located at ▶ 5600 S Quebec 148D, Greenwood Village Co ZIP+4 ▶ 80111

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

		Line	Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		✓

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☑ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		✓
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		✓

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Louis J Davis 5600 S Quebec [illegible] Greenwood Village, Co 80111	Pres 3-4 hr/wk	18,000		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

Total number of other employees paid over $50,000 ▶

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 PROVIDE SUPPORT FOR ORG THAT AID ANIMALS	9140
2 PROVIDE HELP FOR BLACK UNIVERSITIES	9140
3 PROVIDE HELP FOR ORGS THAT ASSIST THE POOR + ELDERLY	9140
4 PROVIDE HELP FOR OTHER COLLEGES	9140
5. PROVIDE HELP FOR ORGANIZATIONS THAT HELP CHILDREN	9140
6 PROVIDE HELP FOR HEALTH CARE ORGS	9140

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 SEEKS OUT FOUNDATIONS THAT ARE 501C3	18,000
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	18000

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3187056
b	Average of monthly cash balances	1b	690141
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	3877197
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3877197
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	58158
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3819039
6	**Minimum investment return.** Enter 5% of line 5	6	190952

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	190952
2a	Tax on investment income for 2011 from Part VI, line 5	2a	0		
b	Income tax for 2011. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	190952
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	190952

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	74573
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	192500
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	267073
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	267073

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				190952
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only				
b	Total for prior years: 20___,20___,20___				
3	Excess distributions carryover, if any, to 2011:				
a	From 2006				
b	From 2007				
c	From 2008				
d	From 2009				
e	From 2010				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2011 from Part XII, line 4 ► $				
a	Applied to 2010, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2011 distributable amount				190952
e	Remaining amount distributed out of corpus	190592			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				190952
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b	Prior years' undistributed income. Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see instructions				
e	Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions				
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 2007				
b	Excess from 2008				
c	Excess from 2009				
d	Excess from 2010				
e	Excess from 2011				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶ N/A

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed

N/A

b The form in which applications should be submitted and information and materials they should include:

N/A

c Any submission deadlines:

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Att.			THE PURPOSE OF ALL DONATIONS IS TO PROVIDE FOR THE PURPOSES OF THE PERSON WHO ESTABLISHED THE FOUNDATION	
Total . . . . ▶ **3a**				192,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					32317
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					(15101)
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					17216

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 ______

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
13	ALL INCOME IS INVESTMENT INCOME
	INCOME USED TO MAKE CONTRBNS

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

[signature] 11/12/11 Pres.

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

REEL FAMILY FOUNDATION INC.
SCHEDULE XV
26-3442960

National Canine Cancer Foundation 13835 N. Tatum Blvd Suite 9-448 Phoenix, AZ 85032-5590	$10,000.00
Brain Research Foundation 9080 E. Jewell Circle Denver, CO 80231	$5,000.00
University of Illinois 2111 S. Oak Street, Suite 100, MC 608 Champaign, IL 61820	$5,000.00
Third Way Center 455 N. Acoma St. Denver, CO 80204	$4,000.00
Spelman College 350 Spelman Lane SW Atlanta, GA 30314-4399	$5,000.00
Ruby Ranch Horse Rescue 36785 Ramah Rd., E Ramah, CO 80832	$5,000.00
MaxFund Wellness Clinic 1000 Inca St. Denver, CO 80204	$7,500.00
MaxFund Shelter 1025 Galapago St. Denver, CO 80204	$7,500.00
Jewish Family Service 3201 S. Tamarac Dr. Denver, CO 80231	$15,000.00

Kemp Foundation $5,000.00
13123 E. 16th Ave.
B390
Aurora, CO 80045

Howard University $5,000.00
2400 Sixth St. N.W.
Washington, D.C. 20059-0001

University of Denver $8,000.00
2201 E. Asbury Ave.
Denver, CO 80209

University of Denver $2,500.00
2201 E. Asbury Ave.
Denver, CO 80209

Families First $6,500.00
2163 S. Yosemite St.
Denver, CO 80231

EarthLinks $8,000.00
2828 Larimer St.
Denver, CO 80205

APF Ministries, Inc. $8,000.00
P. O. Box 1399
Youngsville, LA 70592

Paw Pals Assistance Dogs $5,000.00
8635 Champie Rd.
Falcon, CO 80831

Byrne Urban Scholars $2,500.00
720 South Colorado Boulevard, Suite 450-S
Denver, CO 80246

Morehead State University $5,000.00
Palmer Development House
Morehead, KY 40351

Hampden University $5,000.00
Hampton, VA 23668-0099

Fisk University 1000 17th Avenue North Nashville, TN 37208	$5,000.00
Canine Partners of the Rockies P.O. Box 460214 Denver, CO 80246	$6,500.00
Boys & Girls Club of Metro Denver 2017 W. 9th Ave. Denver, CO 80204	$5,000.00
Colorado I Have a Dream Foundation 1836 Grant St. Denver, CO 80203	$6,500.00
Judi's House 1741 Gaylord St. Denver, CO 80206	$5,000.00
Summer Scholars 3401 Quebec St. Suite 5010 Denver, CO 80207	$6,500.00
Urban Peak Denver 730 21st St. Denver, CO 80205	$6,000.00
The Bob Telnosse Foundation P.O. Box 449 Colorado Springs, CO 80901	$2,500.00
Kids in Need of Dentistry 2465 S. Downing St. Denver, CO 80210	$15,000.00
Adams Camp 6767 S. Spruce St. Centennial, CO 80112	$10,000.00
Total:	**$192,500.00**

REEL FAMILY FOUNDATION, INC
Account Number 503-2160D-18 525

Details of Earnings 2011 - *continued*

Dividends and Distributions, Section 2

Amounts displayed for dividends include dividend reinvestments, money fund earnings, accrued dividends received and dividends exempt from Federal income tax.

Reference number	Description	Nondividend distributions	Foreign tax paid	Cash liquidation distributions	Non cash liquidation distributions	Investment expense	NRA Withholding
160001900	741511109000 PRICE SMART INC A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED	$ 2.79					
Totals		**$ 2.79**					

Details of Short Term Gain (Loss) 2011

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000090	81	NCI INC CL A CGMI AND/OR ITS AFFILIATES	04/05/10	02/17/11	$ 1,719 86	$ 2,358.00	($ 638.14)	
Total					**$ 1,719.86**	**$ 2,358 00**	**($ 638.14)**	

Details of Long Term Gain (Loss) 2011

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	75	ACXIOM CORP CGMI AND/OR ITS AFFILIATES FULL PRICE IS 9.44649000	04/13/06	08/19/11	$ 708 47	$ 1,950 67	($ 1,242.20)	

2011 YEAR END SUMMARY

2011 Year End Summary

REEL FAMILY FOUNDATION, INC
Account Number 503-2160D-18 525

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000020	47	BLACK BOX CORP DE CGMI AND/OR ITS AFFILIATES	04/13/06	03/21/11	$ 1,599.82	$ 2,193.49	($ 593.67)	
125000030	19	BUFFALO WILD WINGS INC CGMI AND/OR ITS AFFILIATES	03/21/07	08/18/11	1,080.86	552.83		528.03
125000040	18	CATALYST HEALTH SOLUTIONS INC CGMI AND/OR ITS AFFILIATES	04/13/06	09/29/11	1,045.96	561 60		484.36
125000050	30	CYMER INC CGMI AND/OR ITS AFFILIATES	04/13/06	07/18/11	1,333 54	1,443.90	(110.36)	
125000060	34	GENTEX CORP CGMI AND/OR ITS AFFILIATES	04/13/06	03/04/11	991.25	533.45		457.80
125000070	37	KENSEY NASH CORP CGMI AND/OR ITS AFFILIATES	04/13/06	02/07/11	887 98	930.18	(42.20)	
125000080	67 13	MATTHEWS INTL CORP CL A CGMI AND/OR ITS AFFILIATES	11/05/08 12/04/08	08/23/11	2,020.99 392.13	2,996 02 531.45	(975.03) (139.32)	
125000100	66 25 34 23 9	PHARMACEUTICAL PRODUCT DEV INC	04/13/06 10/23/08 06/03/09 03/31/10 06/02/10	12/05/11	2,194.50 831 25 1,130.50 764.75 299.25	2,085.60 621.72 687.26 523.77 227.34		108 90 209.53 443 24 240.98 71 91
125000110	61	RADIANT SYSTEMS INC CGMI AND/OR ITS AFFILIATES	10/25/07	07/14/11	1,718.73	1,069.55		649.18
125000120	75 93 17 43	RADIANT SYSTEMS INC	10/25/07 10/26/07 11/16/07 09/24/08	09/15/11	2,100 00 2,604 00 476 00 1,204.00	1,315.02 1,384.02 264.98 395.59		784 98 1,219.98 211.02 808.41
125000130	40	RIVERBED TECHNOLOGY INC CGMI AND/OR ITS AFFILIATES	02/12/08	01/03/11	1,492.88	426.64		1,066.24
125000140	32	RIVERBED TECHNOLOGY INC CGMI AND/OR ITS AFFILIATES	02/12/08	03/07/11	1,347.84	341.31		1,006.53
125000150	10 86	RIVERBED TECHNOLOGY INC CGMI AND/OR ITS AFFILIATES	02/12/08 03/31/08	03/16/11	395.45 3,400.84	106.66 647.45		288.79 2,753.39
125000160	30 100	RIVERBED TECHNOLOGY INC CGMI AND/OR ITS AFFILIATES	03/31/08 09/25/08	03/22/11	1,105.61 3,685 38	225 85 632.35		879.76 3,053 03
125000170	16	TRACTOR SUPPLY CO CGMI AND/OR ITS AFFILIATES	04/13/06	03/31/11	944.59	496.96		447.63
125000180	22	TRACTOR SUPPLY CO CGMI AND/OR ITS AFFILIATES	04/13/06	06/29/11	1,465.04	683.32		781.72

REEL FAMILY FOUNDATION, INC
Account Number 503-2160D-18 525

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000190	7	TRACTOR SUPPLY CO CGMI AND/OR ITS AFFILIATES	04/13/06	09/29/11	$ 458.42	$ 217.42		$ 241 00
125000200	126	TRIQUINT SEMICONDUCTOR INC	04/13/06	09/29/11	644 54	648 90	(4.36)	
	6	CGMI AND/OR ITS AFFILIATES	01/18/08		30.69	29.45		1.24
Total					**$ 38,355 26**	**$ 24,724.75**	**($ 3,107.14)**	**$ 16,737 65**

Details of Deposits and Withdrawals 2011

This section reflects any deposits or withdrawals made to your account during the year.

Deposits

Reference number	Date	Description	Amount
210000100	12/06/11	CONSULTING & ADVISORY SERVICES FROM 12/02/11 TO 12/31/11	$ 516.79
Total			**$ 516.79**

Withdrawals

Reference number	Date	Description	Referral number	Amount
220000100	01/21/11	CONSULTING & ADVISORY SERVICES FROM 01/01/11 TO 03/31/11		$ 1,677.76
220000300	07/15/11	CONSULTING & ADVISORY SERVICES FROM 07/01/11 TO 09/30/11		1,871.10
220000500	12/13/11	CREDIT CASH BALANCE ACCT-TRANSFRD-12 13 11 OPPENHEIMER & CO. INC.		9,709.16
220000700	12/19/11	CREDIT CASH BALANCE ACCT-TRANSFRD-12 19 11 OPPENHEIMER & CO. INC.		28.90
220000900	12/27/11	CREDIT CASH BALANCE ACCT-TRANSFRD-12 27 11 OPPENHEIMER & CO. INC.		17.76
220000200	04/15/11	CONSULTING & ADVISORY SERVICES FROM 04/01/11 TO 06/30/11		$ 1,842.79
220000400	10/21/11	CONSULTING & ADVISORY SERVICES FROM 10/01/11 TO 12/31/11		1,584.83
220000600	12/15/11	CREDIT CASH BALANCE ACCT-TRANSFRD-12 15 11 OPPENHEIMER & CO. INC.		.01
220000800	12/22/11	CREDIT CASH BALANCE ACCT-TRANSFRD-12 22 11 OPPENHEIMER & CO. INC.		25 20
Total				**$ 16,757.51**

Details of Earnings 2011 - *continued*

Dividends and Distributions, Section 2

Amounts displayed for dividends include dividend reinvestments, money fund earnings, accrued dividends received and dividends exempt from Federal income tax.

Reference number	Description	Nondividend distributions	Foreign tax paid	Cash liquidation distributions	Non cash liquidation distributions	Investment expense	NRA Withholding
160000800	167250109001 *** CHICAGO BRIDGE&IRON NV SHS THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT		$ 49.50				
160002100	42217K106000 HEALTH CARE REIT INC A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED	1,422.70					
160004300	71654V408001 *** PETROLEO BRASILEIRO SA PETROBRAS THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT		174.71				
160004800	780259206001 *** ROYAL DUTCH SHELL PLC ADR CL A THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT		151.20				
160005300	879382208001 *** TELEFONICA S.A. SPON ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT		122.36				

2011 Year End Summary

REEL FAMILY FOUNDATION, INC
Account Number 503-2153D-13 525

Details of Earnings 2011 - *continued*

Dividends and Distributions, Section 2

Reference number	Description	Nondividend distributions	Foreign tax paid	Cash liquidation distributions	Non cash liquidation distributions	Investment expense	NRA Withholding
160005400	881624209001 *** TEVA PHARMACEUTICAL INDS LTD ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT		$ 45 14				
160006000	91912E105001 *** VALE S A SPON ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT		18.52				
Totals		**$ 1,422.70**	**$ 561.43**				

Details of Additional Summary Information 2011

Other Income

This amount represents distributions with respect to investments such as limited partnerships, and certain trusts, which are subject to IRS Schedules K-1 reporting Schedules K-1 are issued directly by the partnership or trust.

Reference number	Description	Amount	Federal Income tax withheld	NRA tax withheld	Foreign tax withheld
170000100	KKR & CO. L.P	$ 630.00			
170000200	KINDER MORGAN ENERGY PRTNRS LP	2,290.00			
Totals		**$ 2,920.00**			

Details of Short Term Gain (Loss) 2011

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000030	60	AMAZON COM INC ACCOUNT ASSIGNED OCC CALL 10-22-11 81795290 OPTION PREMIUM -696.80	11/19/10	10/21/11	$ 13,617.82	$ 9,846.60		$ 3,771.22

2011 YEAR END SUMMARY

Details of Short Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000040	-3	CALL AAPL APR 11 @ 350.00 APPLE INC 100 SHS EXP 04/16/2011	01/24/11	03/21/11	$ 3,464 93	$ 1,710 00		$ 1,754.93
125000050	-3	CALL AAPL OCT 11 @ 405.00 APPLE INC 100 SHS	07/18/11	10/24/11	2,909.94			2,909.94
125000060	31 17	BAIDU INC SPON ADR RPTNG ORD SHS CL A CGMI AND/OR ITS AFFILIATES	11/02/10 11/10/10	06/20/11	3,707.21 2,032.99	3,398.41 1,853.10		308.80 179 89
125000080	-10	CALL CELG OCT 11 @ 65.00 CELGENE CORP 100 SHS EXP 10/22/2011	04/18/11	08/26/11	1,599.96	310.00		1,289.96
125000090	94	CHEVRON CORP	12/02/10	09/22/11	8,397.05	7,941.12		455.93
125000100	15	DIRECTV CL A CGMI AND/OR ITS AFFILIATES	12/02/10	09/22/11	610.98	615 30	(4.32)	
125000110	84	E I DU PONT DE NEMOURS & CO	12/02/10	09/22/11	3,494 50	4,053.84	(559.34)	
125000120	-2	CALL ESRX AUG 11 @ 62.50 EXPRESS SCRIPTS INC.COMMON 100 SHS	05/17/11	08/22/11	369.99			369.99
125000150	11 47	GOLDMAN SACHS GROUP INC	10/20/10 12/02/10	09/22/11	1,018.56 4,352.02	1,744.54 7,574.05	(725.98) (3,222.03)	
125000160	6 4 3 2	GOOGLE INC CLASS A CGMI AND/OR ITS AFFILIATES	06/04/10 07/13/10 07/23/10 09/20/10	04/15/11	3,259.44 2,172.96 1,629.72 1,086.47	2,998.62 1,937.55 1,468.30 1,014.00		260.82 235.41 161.42 72.47
125000170	-10	CALL HAL OCT 11 @ 55.00 HALLIBURTON CO HOLDINGS CO 100 SHS EXP 10/22/2011	05/25/11	08/26/11	2,066.96	191.00		1,875.96
125000180	-2	CALL IBM JUL 11 @ 180.00 INTL BUSINESS MACHINES CORP 100 SHS	05/17/11	07/18/11	237.99			237.99
125000190	-2	CALL IBM NOV 11 @ 185 00 INTL BUSINESS MACHINES CORP 100 SHS EXP 11/19/2011	09/30/11	10/24/11	919.98	560.00		359.98

2011 YEAR END SUMMARY

Details of Short Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000220	100	LAS VEGAS SANDS CORP	09/22/10	03/15/11	$ 3,669.71	$ 3,255.08		$ 414.63
	42		10/29/10		1,541.28	1,908.63	(367.35)	
	58		12/02/10		2,128.42	2,949.88	(821.46)	
125000250	-5	CALL NSC SEP 11 @ 75.00 NORFOLK SOUTHERN CORP 100 SHS EXP 09/17/2011	05/17/11	08/26/11	974.98	41.15		933.83
125000280	4,000	POWERSHARES EXCH-TRADED FD FINL PFD PORTFOLIO TR PROSPECTUS ENCLOSED	12/02/10	09/12/11	65,446.34	71,149.60	(5,703.26)	
125000300	165	TELEFONICA S.A. SPON ADR	07/28/10	05/11/11	4,027.97	3,652.55		375 42
125000330	-2	CALL UNP NOV 11 @ 110.00 UNION PACIFIC CORP 100 SHS	05/18/11	11/21/11	621.98			621 98
Total					**$ 135,360 15**	**$ 130,173.32**	**($ 11,403.74)**	**$ 16,590.57**

Details of Long Term Gain (Loss) 2011

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	800	AMDOCS LTD	07/09/08	06/20/11	$ 22,954 76	$ 24,027.20	($ 1,072.44)	
	200		08/05/08		5,738.69	5,955.70	(217.01)	
	500		11/04/08		14,346.72	11,754.50		2,592.22
125000020	170	AT&T INC	09/09/10	09/22/11	4,682.15	4,721.70	(39.55)	
125000030	21	AMAZON COM INC	09/21/10	10/21/11	4,766 24	3,200.40		1,565.84
	11	ACCOUNT ASSIGNED	09/22/10		2,496.60	1,671.53		825.07
	8	OCC CALL 10-22-11 81795290 OPTION PREMIUM -696.80	10/05/10		1,815 71	1,277.22		538.49
125000070	1,000	BANK OF AMERICA CORP	08/06/08	03/16/11	13,790.53	33,480 00	(19,689.47)	
	1,500		09/09/09		20,685.80	25,619.40	(4,933.60)	
125000090	40	CHEVRON CORP	04/13/06	09/22/11	3,573.21	2,341.20		1,232.01
	6		07/21/06		535.98	391.21		144.77

2011 Year End Summary

REEL FAMILY FOUNDATION, INC
Account Number 503-2153D-13 525

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
	22		08/09/06		$ 1,965.27	$ 1,495.92		$ 469.35
	15		09/11/06		1,339.95	926.70		413.25
	3		09/27/06		267.99	192.87		75.12
	8		11/02/06		714.64	542.16		172.48
	1		11/13/06		89.33	69.55		19.78
	6		02/06/07		535.98	438.78		97.20
	5		04/18/07		446.65	389.30		57.35
125000100	121	DIRECTV CL A	11/11/09	09/22/11	4,928.55	3,583.29		1,345.26
	45	CGMI AND/OR ITS AFFILIATES	11/24/09		1,832.93	1,440.47		392.46
	52		12/04/09		2,118.05	1,682 08		435.97
	38		12/14/09		1,547.81	1,257.79		290.02
	29		09/17/10		1,181 22	1,209.04	(27.82)	
125000110	91	E I DU PONT DE NEMOURS & CO	03/24/10	09/22/11	3,785.71	3,520.80		264.91
	86		04/26/10		3,577.70	3,519.52		58.18
	39		09/17/10		1,622.45	1,719.53	(97.08)	
125000130	1,000	GENERAL MILLS INC	07/09/08	09/22/11	39,426.94	31,203.00		8,223.94
	400		08/14/08		15,770.78	13,499 60		2,271.18
125000140	122	GLAXOSMITHKLINE PLC SP ADR	04/13/06	05/11/11	5,268 15	6,387.84	(1,119.69)	
	25		10/11/06		1,079 54	1,358.61	(279.07)	
	1		10/12/06		43.18	55 11	(11.93)	
	4		01/23/07		172 73	222.46	(49.73)	
	2		01/24/07		86.36	110.29	(23 93)	
	2		01/25/07		86.36	110.09	(23.73)	
	4		01/26/07		172.73	218.07	(45.34)	
	7		01/29/07		302 27	381.47	(79.20)	
	3		01/30/07		129 54	163.77	(34.23)	
	2		01/31/07		86.36	108.38	(22.02)	
	28		12/14/07		1,209 08	1,493 56	(284.48)	
	300		07/09/08		12,954 48	14,688 60	(1,734.12)	
125000150	21	GOLDMAN SACHS GROUP INC	07/29/10	09/22/11	1,944.52	3,205.08	(1,260 56)	
	10		08/02/10		925.96	1,531.62	(605.66)	
	11		09/09/10		1,018.56	1,646 20	(627.64)	
125000160	13	GOOGLE INC CLASS A CGMI AND/OR ITS AFFILIATES	08/25/09	04/15/11	7,062.11	6,143.41		918.70
125000200	197	JPMORGAN CHASE & CO	08/11/08	09/22/11	5,691.73	8,273.61	(2,581.88)	
	16		08/25/08		462.27	584.74	(122.47)	
	2		09/23/08		57.78	82.20	(24.42)	
	10		08/25/09		288.92	438.66	(149.74)	

REEL FAMILY FOUNDATION, INC

Account Number 503-2153D-13 525

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
	85		11/11/09		$ 2,455 82	$ 3,758.70	($ 1,302 88)	
	41		04/14/10		1,184.57	1,936.13	(751 56)	
	36		04/14/10		1,040 11	1,700.02	(659.91)	
	96		04/15/10		2,773 66	4,588.72	(1,815.06)	
125000210	118	KRAFT FOODS INC CLASS A	04/13/06	05/11/11	4,060 77	3,436.16		624.61
	20		02/06/07		688.27	673.45		14.82
	26		02/13/07		894.75	894.29		.46
	36		03/30/07		1,238.87	1,129 95		108.92
125000230	80	MCDERMOTT INTERNATIONAL INC	10/16/08	09/22/11	899.36	681.55		217.81
	120		07/28/10		1,349.03	1,536.07	(187.04)	
125000240	1,500	NEW YORK COMMUNITY BANCORP	08/06/08	05/11/11	24,617.52	24,682.95	(65.43)	
125000260	500	PETROLEO BRASILEIRO SA PETROBRAS	07/09/08	05/11/11	17,255.66	31,507.50	(14,251.84)	
125000270	20	PFIZER INC	07/25/06	05/11/11	414 84	499.80	(84.96)	
	26		07/27/06		539.29	665.82	(126.53)	
	26		08/01/06		539 29	679.28	(139.99)	
	29		08/18/06		601.51	782.13	(180.62)	
	25		09/11/06		518.54	696.00	(177.46)	
	3		10/05/06		62.23	84 09	(21.86)	
	11		10/11/06		228.16	299 97	(71.81)	
	56		10/20/06		1,161 54	1,530.30	(368.76)	
	22		11/16/06		456.32	588.82	(132 50)	
	53		03/05/07		1,099.31	1,316.65	(217.34)	
	16		03/30/07		331.87	401 99	(70.12)	
	24		04/20/07		497.80	646.88	(149.08)	
	28		07/18/07		580.77	706.52	(125.75)	
	24		12/31/07		497.80	546.22	(48.42)	
	7		07/01/09		145 19	104.79		40 40
125000280	2,000	POWERSHARES EXCH-TRADED FD FINL PFD PORTFOLIO TR PROSPECTUS ENCLOSED	02/16/10	09/12/11	32,723.17	32,958.00	(234.83)	
	2,000		07/28/10		32,723.17	34,456.00	(1,732 83)	
125000290	55	PROGRESS ENERGY INC	04/18/06	09/22/11	2,754.55	2,314 63		439 92
	15		06/12/06		751.24	642.63		108.61
	25		10/21/08		1,252.07	945.17		306 90
	5		07/28/10		250.41	213.65		36 76
125000300	435	TELEFONICA S A. SPON ADR	04/19/06	05/11/11	10,619.18	6,797.55		3,821.63

REEL FAMILY FOUNDATION, INC
Account Number 503-2153D-13 525

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000310	800	TEREX CORP NEW	07/30/08	09/22/11	$ 8,449.43	$ 39,177.20	($ 30,727.77)	
	200		08/08/08		2,112 36	9,353.70	(7,241.34)	
	500		09/19/08		5,280.90	17,235.75	(11,954.85)	
125000320	157	TRAVELERS COMPANIES INC	04/13/06	09/22/11	7,377 60	6,437.00		940.60
	10		04/23/07		469.91	539.01	(69.10)	
	3		06/23/09		140.97	122.45		18.52
	130		07/28/10		6,108.84	6,549.28	(440.44)	
125000340	500	VANGUARD SMALL-CAP GROWTH ETF	09/19/08	03/15/11	39,534.34	32,900 00		6,634.34
Total					**$ 432,261.96**	**$ 505,051.00**	**($ 108,506.89)**	**$ 35,717.85**

Details of Deposits and Withdrawals 2011

This section reflects any deposits or withdrawals made to your account during the year.

Deposits

Reference number	Date	Description	Amount
210000100	01/13/11	FROM 503-2173D-01 TO 503-2153D-01	$ .02
210000300	02/28/11	INVESTMENT AND MGMT SERVICES FROM 02/15/11 TO 03/31/11	36.99
210000500	12/06/11	INVESTMENT AND MGMT SERVICES FROM 12/02/11 TO 12/31/11	3,196.50
210000200	01/31/11	INVESTMENT AND MGMT SERVICES FROM 01/26/11 TO 03/31/11	$ 432.74
210000400	06/30/11	INVESTMENT AND MGMT SERVICES FROM 06/09/11 TO 06/30/11	18 08
Total			**$ 3,684.33**

Withdrawals

Reference number	Date	Description	Referral number	Amount
220000100	01/04/11	FROM 503-2153D-01 TO 503-2173D-01		$ 10,000.00
220000300	01/07/11	FROM 503-2153D-01 TO 503-2173D-01		45,000.00
220000500	01/12/11	FROM 503-2153D-01 TO 503-2173D-01		55,000.00
220000200	01/05/11	FROM 503-2153D-01 TO 503-2173D-01		$ 15,000.00
220000400	01/10/11	FROM 503-2153D-01 TO 503-2173D-01		7,500.00
220000600	01/18/11	FROM 503-2153D-01 TO 503-2173D-01		5,000.00

2011 Year End Summary

REEL FAMILY FOUNDATION, INC
Account Number 503-2153D-13 525

Details of Deposits and Withdrawals 2011 - *continued*

Withdrawals - *continued*

Reference number	Date	Description	Referral number	Amount
220000700	01/21/11	INVESTMENT AND MGMT SERVICES FROM 01/01/11 TO 03/31/11		$ 11,083.40
220000900	01/26/11	FROM 503-2153D-01 TO 503-2173D-01		9,500.00
220001100	02/15/11	FROM 503-2153D-01 TO 503-2173D-01		20,000.00
220001300	05/06/11	VALE S A SPON ADR ADR FEE OF 01500 PER SHR RECORD 04/18/11 PAY 05/06/11		1.95
220001500	06/09/11	FROM 503-2153D-01 TO 503-2173D-01		20,000.00
220001700	09/02/11	VALE S A SPON ADR ADR FEE OF .00500 PER SHR RECORD 08/16/11 PAY 09/02/11		.65
220001900	11/07/11	VALE S A SPON ADR ADR FEE OF .00500 PER SHR RECORD 10/19/11 PAY 11/07/11		.65
220002100	12/13/11	CREDIT CASH BALANCE ACCT-TRANSFRD-12 13 11 OPPENHEIMER & CO. INC.		664,158.65
Total				**$ 908,960.50**

Reference number	Date	Description	Referral number	Amount
220000800	01/21/11	FROM 503-2153D-01 TO 503-2173D-01		$ 15,000.00
220001000	02/07/11	VALE S A SPON ADR ADR FEE OF .01500 PER SHR RECORD 01/19/11 PAY 02/07/11		1.95
220001200	04/15/11	INVESTMENT AND MGMT SERVICES FROM 04/01/11 TO 06/30/11		10,963 66
220001400	05/17/11	TELEFONICA S.A. SPON ADR ADR FEE OF 01000 PER SHR RECORD 05/05/11 PAY 05/17/11		6.00
220001600	07/15/11	INVESTMENT AND MGMT SERVICES FROM 07/01/11 TO 09/30/11		10,939.04
220001800	10/21/11	INVESTMENT AND MGMT SERVICES FROM 10/01/11 TO 12/31/11		9,802.60
220002000	11/07/11	VALE S A SPON ADR ADR FEE OF 01500 PER SHR RECORD 10/19/11 PAY 11/07/11		1.95

Details of Short Term Gain (Loss) 2011

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. For additional information regarding this section see enclosed brochure.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost / Adjusted Cost	Original Gain/(Loss) / Adjusted Gain/(Loss)	Ordinary Income / Capital Gain/(Loss)
125000060	7,000	DIRECTV HOLDINGS/FIN	10/27/10	03/08/11	$ 6,887.65	$ 7,146.23	($ 258 58)	$ 0.00
		BK/ETNRY				**$ 7,136.92**	**($ 249.27)**	($ 249.27)
		DTD 08/17/2010						
		DUE 02/15/2016 RATE 3.125						
125000140	3,000	U S TREASURY BONDS	11/30/10	11/02/11	4,228 71	3,952.03	276 68	0 00
		DTD 8/16/1993				**3,894.96**	**333.75**	333.75
	2,000	DUE 08/15/2023 RATE 6 250	12/07/10		2,819.14	2,537.81	281.33	0 00
		YIELD 2 269MTY				**2,506.96**	**312.18**	312.18
	1,000		12/30/10		1,409 57	1,245.12	164.45	0.00
						1,232.10	**177.47**	177.47
	9,000		03/29/11		12,686.14	11,151.21	1,534.93	0.00
						11,068.47	**1,617.67**	1,617.67
125000150	1,000	U S TREASURY BONDS	12/30/10	08/30/11	1,159 96	993.87	166.09	0.00
		DTD 02/15/2008				**993 87**	**166 09**	166.09
	1,000	DUE 02/15/2038 RATE 4.375	07/19/11		1,159 96	1,021.33	138.63	0.00
		YIELD 3.448MTY				**1,021.28**	**138.68**	138.68
125000160	4,000	U S TREASURY BONDS	07/19/11	10/28/11	4,757.03	4,085.31	671.72	0.00
		DTD 02/15/2008				**4,084.68**	**672.35**	672 35
		DUE 02/15/2038 RATE 4.375						
		YIELD 3.293MTY						
125000170	4,000	U S TREASURY BONDS	08/10/11	11/22/11	5,148.44	4,620.94	527.50	0.00
		DTD 02/15/2008				**4,616.68**	**531.76**	531 76
		DUE 02/15/2038 RATE 4.375						
		YIELD 2.819MTY						
125000180	1,000	U S TREASURY NOTES SER B-2017	09/08/10	06/10/11	1,153 46	1,164.45	(10.99)	0.00
		DTD 02/15/2007				**1,146.07**	**7.39**	7.39
		DUE 02/15/2017 RATE 4.625						
		YIELD 1.770MTY						
125000200	6,000	U S TREASURY NOTES SER B-2019	03/05/10	01/13/11	5,910.70	5,621.72	288.98	31.12
		DTD 02/17/2009				**5,621.72**	**288.98**	257.86
	1,000	DUE 02/15/2019 RATE 2.750	03/18/10		985.12	940.59	44.53	4.74
		YIELD 2.958MTY				**940.59**	**44 53**	39.79
	4,000		03/31/10		3,940.47	3,713.59	226.88	21.85
						3,713.59	**226.88**	205.03

MorganStanley SmithBarney

Ref: 00003302 00090261

2011 Year End Summary

REEL FAMILY FOUNDATION, INC
Account Number 503-2161D-16 525

Details of Short Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost / Adjusted Cost	Original Gain/(Loss) / Adjusted Gain/(Loss)	Ordinary Income / Capital Gain/(Loss)
	13,000		04/20/10		$ 12,806.52	$ 12,115.90	$ 690.62	$ 63.28
						$ 12,115.90	**$ 690.62**	$ 627.34
	3,000		05/27/10		2,955 35	2,903.67	51.68	6.03
						2,903.67	**51.68**	45.65
	4,000		06/08/10		3,940.47	3,905.47	35.00	5.77
						3,905.47	**35.00**	29 23
	4,000		08/05/10		3,940 47	4,025.16	(84.69)	0.00
						4,023 96	**(83.49)**	(83 49)
	4,000		09/29/10		3,940.47	4,165.94	(225.47)	0.00
						4,160 72	**(220 25)**	(220 25)
	1,000		11/04/10		985.12	1,050.90	(65.78)	0.00
						1,049.82	**(64 70)**	(64.70)
	16,000		11/05/10		15,761 87	16,752.50	(990.63)	0.00
						16,737.28	**(975 41)**	(975.41)
125000210	3,000	U S TREASURY NOTES SER AD-2011	05/27/10	02/24/11	3,016.29	3,013 48	2.81	0.00
		DTD 10/31/2009				**3,006.45**	**9.84**	9 84
		DUE 10/31/2011 RATE 1.000						
		YIELD .197MTY						
125000220	2,000	U S TREASURY NOTES SER AD-2011	05/27/10	03/29/11	2,009.30	2,008 98	.32	0 00
		DTD 10/31/2009				**2,003.72**	**5.58**	5 58
	7,000	DUE 10/31/2011 RATE 1.000	09/09/10		7,032.54	7,051.95	(19 41)	0.00
		YIELD 205MTY				**7,026.74**	**5.80**	5.80
	3,000		09/29/10		3,013.94	3,022.97	(9.03)	0.00
						3,012 39	**1 55**	1.55
125000230	26,000	U S TREASURY NOTES SER AD-2011	09/29/10	07/19/11	26,069.06	26,199.06	(130.00)	0.00
		DTD 10/31/2009				**26,051.22**	**17 84**	17.84
	3,000	DUE 10/31/2011 RATE 1.000	10/29/10		3,007.97	3,022.73	(14 76)	0 00
		YIELD .051MTY				**3,006.36**	**1 61**	1 61
	8,000		04/29/11		8,021.25	8,035.00	(13.75)	0.00
						8,019.76	**1.49**	1.49
	3,000		05/26/11		3,007.97	3,011.60	(3 63)	0 00
						3,007.59	**.38**	.38
125000240	35,000	U S TREASURY NOTES SER P-2015	09/02/10	05/06/11	35,254.29	35,596.09	(341.80)	0 00
		DTD 07/31/2010				**35,515 90**	**(261 61)**	(261.61)
	4,000	DUE 07/31/2015 RATE 1.750	02/24/11		4,029.06	3,974.84	54.22	0 00
		YIELD 1 572MTY				**3,974 84**	**54 22**	54.22
	1,000		04/14/11		1,007.27	995.08	12.19	0.00
						995 08	**12 19**	12.19

2011 YEAR END SUMMARY

MorganStanley SmithBarney

Ref: 00003302 00090262

2011 Year End Summary

REEL FAMILY FOUNDATION, INC
Account Number 503-2161D-16 525

Details of Short Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost / Adjusted Cost	Original Gain/(Loss) / Adjusted Gain/(Loss)	Ordinary Income / Capital Gain/(Loss)
125000250	1,000	U S TREASURY NOTES SER F-2010	01/13/11	10/11/11	$ 1,047.70	$ 939.02	$ 108.68	$ 3.94
		DTD 11/15/2010				**$ 939.02**	**$ 108.68**	$ 104.74
		DUE 11/15/2020 RATE 2.625						
		YIELD 2.047MTY						
125000260	8,000	U S TREASURY NOTES SER F-2010	01/13/11	10/18/11	8,409.69	7,512.19	897 50	32.37
		DTD 11/15/2010				**7,512.19**	**897.50**	865.13
		DUE 11/15/2020 RATE 2.625						
		YIELD 2 005MTY						
125000270	6,000	U S TREASURY NOTES SER F-2010	01/13/11	10/19/11	6,290.39	5,634.14	656.25	24 34
		DTD 11/15/2010				**5,634.14**	**656.25**	631.91
		DUE 11/15/2020 RATE 2.625						
		YIELD 2.038MTY						
125000280	36,000	U S TREASURY NOTES SER F-2010	01/13/11	11/02/11	38,186.72	33,804.84	4,381.88	153.60
		DTD 11/15/2010				**33,804 84**	**4,381.88**	4,228.28
	5,000	DUE 11/15/2020 RATE 2.625	04/29/11		5,303.71	4,723.24	580 47	12 51
		YIELD 1 890MTY				**4,723 24**	**580.47**	567.96
125000290	3,000	US TREASURY NOTES SER E-2021	11/02/11	11/07/11	3,041.48	3,022 62	18.86	0.00
		DTD 08/15/2011				**3,022.59**	**18.89**	18.89
		DUE 08/15/2021 RATE 2.125						
		YIELD 1.969MTY						
125000300	4,000	US TREASURY NOTES SER E-2021	11/02/11	11/22/11	4,069.37	4,030.16	39.21	0.00
		DTD 08/15/2011				**4,030.00**	**39.37**	39.37
		DUE 08/15/2021 RATE 2.125						
		YIELD 1.928MTY						
125000310	1,000	US TREASURY NOTES SER E-2021	11/02/11	11/29/11	1,011.45	1,007.54	3.91	0.00
		DTD 08/15/2011				**1,007.48**	**3.97**	3 97
		DUE 08/15/2021 RATE 2.125						
		YIELD 1.995MTY						
Total						$ 249,719.27	$ 9,686.80	$ 359.55
					$ 259,406.07	**$ 249,168.26**	**$ 10,237.81**	$ 9,878.26

2011 YEAR END SUMMARY

REEL FAMILY FOUNDATION, INC
Account Number 503-2161D-16 525

Details of Long Term Gain (Loss) 2011

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. For additional information regarding this section see enclosed brochure.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost / Adjusted Cost	Original Gain/(Loss) / Adjusted Gain/(Loss)	Ordinary Income / Capital Gain/(Loss)
125000010	6,000	AMERICAN EXPRESS CO	05/19/09	05/27/11	$ 6,897.24	$ 6,025.44	$ 871.80	$ 0.00
		DTD 05/18/2009				**$ 6,015.96**	**$ 881.28**	$ 881.28
		DUE 05/20/2014 RATE 7.250						
		YTM 2.030						
125000020	6,000	AUTOZONE INC	10/26/09	10/27/11	6,612.66	6,395.10	217.56	0.00
		DTD 07/02/2009				**6,253.20**	**359 46**	359.46
		DUE 01/15/2015 RATE 5.750						
		YTM 2.419						
125000030	2,000	BANK OF AMERICA CORP	12/03/08	08/10/11	2,048.40	2,005 28	43.12	0.00
		FDIC/TLGP BOOK ENTRY				**2,001.26**	**47.14**	47 14
		DTD 12/04/2008						
		DUE 06/15/2012 RATE 3 125						
125000040	8,000	BANK OF AMERICA CORP	12/03/08	08/24/11	8,185.36	8,021.12	164.24	0.00
		FDIC/TLGP BOOK ENTRY				**8,004.80**	**180.56**	180.56
		DTD 12/04/2008						
		DUE 06/15/2012 RATE 3.125						
125000050	5,000	CATERPILLAR FINANCIA	03/19/08	05/25/11	5,658.25	5,044.85	613.40	0.00
		DTD 03/27/2008				**5,032.95**	**625.30**	625.30
	1,000	DUE 04/15/2018 RATE 5.450	03/26/09		1,131.65	835.92	295.73	29.18
		YTM 3.296				**835 92**	**295.73**	266.55
125000070	5,000	EXELON CORPORATION	11/03/09	04/06/11	5,244.25	5,201.45	42.80	0.00
		DTD 06/09/2005				**5,154.15**	**90 10**	90.10
	1,000	DUE 06/15/2015 RATE 4.900	11/04/09		1,048.85	1,038.51	10 34	0.00
		YTM 3.628				**1,029.51**	**19 34**	19.34
125000080	18,000	FEDERAL HOME LOAN MTG CORP	04/20/06	04/06/11	19,931.58	17,608.68	2,322.90	214.38
		GLOBAL REFERENCE NOTES-				**17,608.68**	**2,322 90**	2,108.52
	5,000	DTD 07/16/2004	10/27/06		5,536.55	5,008 20	528.35	0.00
		DUE 07/15/2014 RATE 5.000				**5,003.65**	**532.90**	532.90
	1,000		03/07/08		1,107.31	1,065 83	41.48	0.00
						1,035.88	**71.43**	`71.43

2011 YEAR END SUMMARY

REEL FAMILY FOUNDATION, INC
Account Number 503-2161D-16 525

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
	18,000		09/29/08		$ 19,931.58	$ 18,876.96	$ 1,054.62	$ 0.00
						$ 18,520.38	**$ 1,411.20**	$ 1,411 20
	2,000		03/20/09		2,214.62	2,249.92	(35 30)	0.00
						2,157.72	**56 90**	56.90
125000090	3,000	JEFFRIES GROUP SENIOR NOTES	10/05/10	11/01/11	3,029.25	3,240.39	(211.14)	0.00
		DTD 3/12/2002				**3,061.44**	**(32.19)**	(32.19)
	1,000	DUE 03/15/2012 RATE 7.750	10/26/10		1,009.75	1,078.79	(69.04)	0 00
		YTM 4.970				**1,020.97**	**(11.22)**	(11.22)
125000100	8,000	JP MORGAN CHASE & CO	11/26/08	09/27/11	8,042.32	7,995.04	47.28	0 00
		FDIC/TLGP BOOK ENTRY				**7,995.04**	**47.28**	47.28
		DTD 12/02/2008						
		DUE 12/01/2011 RATE 3.125						
125000110	5,000	KIMBERLY-CLARK NOTES	08/23/07	08/23/11	6,054.80	5,162.55	892.25	0.00
		BOOK/ENTRY				**5,107 65**	**947 15**	947.15
	1,000	DD 7/30/2007	10/30/08		1,210.96	942 93	268.03	14.79
		DUE 08/01/2017 RATE 6.125				**942 93**	**268.03**	253.24
125000120	5,000	KINDER MORGAN ENERGY	05/16/08	03/10/11	5,329 65	5,102.90	226.75	0.00
		DTD 08/28/07				**5,038.55**	**291.10**	291.10
	1,000	DUE 09/15/2012 RATE 5.850	10/30/08		1,065.93	898.89	167.04	57.78
		YTM 1.393				**898.89**	**167.04**	109 26
125000130	6,000	MERRILL LYNCH & CO	10/22/08	07/13/11	6,595.44	5,294.46	1,300.98	166.38
		BOOK/ENTRY				**5,294.46**	**1,300 98**	1,134 60
		DD 8/28/2007						
		DUE 08/28/2017 RATE 6 400						
125000140	3,000	U S TREASURY BONDS	04/05/07	11/02/11	4,228.71	3,447.42	781.29	0.00
		DTD 8/16/1993				**3,355.59**	**873.12**	873 12
	6,000	DUE 08/15/2023 RATE 6.250	05/07/07		8,457.42	6,932 81	1,524 61	0.00
		YIELD 2.269MTY				**6,743.28**	**1,714 14**	1,714.14
	1,000		05/30/07		1,409.57	1,125.74	283 83	0.00
						1,100.84	**308.73**	308 73
	3,000		06/14/07		4,228.71	3,271.64	957.07	0.00
						3,219.33	**1,009 38**	1,009.38
	1,000		08/10/07		1,409 57	1,126.76	282 81	0.00
						1,102.41	**307.16**	307.16
	2,000		09/17/07		2,819.14	2,324.30	494.84	0.00
						2,261.98	**557.16**	557.16
	3,000		11/27/07		4,228.71	3,637.73	590.98	0.00
						3,516.27	**712.44**	712.44

2011 Year End Summary

REEL FAMILY FOUNDATION, INC
Account Number 503-2161D-16 525

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost / Adjusted Cost	Original Gain/(Loss) / Adjusted Gain/(Loss)	Ordinary Income / Capital Gain/(Loss)
	2,000		12/21/07		$ 2,819.14	$ 2,389 30	$ 429.84	$ 0.00
						$ 2,316 78	**$ 502 36**	$ 502.36
	3,000		02/06/08		4,228.71	3,685.20	543.51	0 00
						3,558 09	**670 62**	670.62
	1,000		11/21/08		1,409 57	1,258.99	150.58	0.00
						1,218.38	**191.19**	191.19
	1,000		10/06/09		1,409.57	1,260.78	148.79	0.00
						1,229.86	**179 71**	179.71
	4,000		12/18/09		5,638.28	4,922.50	715.78	0.00
						4,823 80	**814.48**	814.48
125000180	4,000	U S TREASURY NOTES SER B-2017	06/20/07	06/10/11	4,613.91	3,844 38	769 53	54.95
		DTD 02/15/2007				**3,844 38**	**769.53**	714.58
	3,000	DUE 02/15/2017 RATE 4.625	07/13/07		3,460.43	2,890.08	570 35	38.37
		YIELD 1.770MTY				**2,890.08**	**570.35**	531.98
	1,000		08/22/07		1,153.48	997.42	156.06	0.00
						997.42	**156 06**	156.06
	1,000		09/17/07		1,153.48	1,010.98	142 50	0.00
						1,007.12	**146.36**	146 36
	5,000		11/05/07		5,767 38	5,113.87	653.51	0.00
						5,074.85	**692.53**	692.53
	2,000		07/07/08		2,306.95	2,105.95	201.00	0.00
						2,073.72	**233.23**	233.23
	1,000		08/06/08		1,153.48	1,049.57	103.91	0.00
						1,034.75	**118.73**	118 73
	3,000		08/26/08		3,460.43	3,210.83	249.60	0.00
						3,148.14	**312.29**	312 29
	2,000		02/27/09		2,306.95	2,251.65	55.30	0 00
						2,185 04	**121.91**	121.91
	4,000		05/12/09		4,613.91	4,494.86	119.05	0.00
						4,372.24	**241.67**	241.67
	1,000		06/16/09		1,153.48	1,079.14	74.34	0.00
						1,060 53	**92.95**	92 95
	3,000		08/04/09		3,460.43	3,253.71	206.72	0.00
						3,196.98	**263.45**	263.45
	6,000		09/29/09		6,920.86	6,628.13	292.73	0 00
						6,495.24	**425.62**	425.62

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000190	1,000	US TSY INFLATION INDEX NTS CPI U NON-SEASONALLY ADJ DTD 01/15/2008 DUE 01/15/2018 RATE 1.625	07/14/08	08/10/11	$ 1,248 89	$ 1,053 50 **$ 1,095.35**	$ 195.39 **$ 153 54**	$ 0.00 $ 153.54
Total					**$ 202,947 56**	$ 183,460 45 **$ 180,936 44**	$ 19,487.11 **$ 22,011.12**	$ 575 83 $ 21,435.29

Details of Accrued Income 2011

This section shows your accrued income paid or received as a result of purchases and sales.

Reference number	Transaction Description	Trade Date	Interest Paid	Interest Received
120000100	AMERICAN EXPRESS GLOBAL SR NOTES BOOK/ENTRY DD 8/28/2007 DUE 08/28/2017 RATE 6.150	05/27/11	$ 96.35	
120000200	AMERICAN EXPRESS CO DTD 05/18/2009 DUE 05/20/2014 RATE 7.250	05/27/11		14.50
120000300	AUTOZONE INC DTD 07/02/2009 DUE 01/15/2015 RATE 5.750	10/27/11		101.58
120000400	BANK OF AMERICA CORP FDIC/TLGP BOOK ENTRY DTD 12/04/2008 DUE 06/15/2012 RATE 3.125	08/10/11		9 72
120000500	BANK OF AMERICA CORP FDIC/TLGP BOOK ENTRY DTD 12/04/2008 DUE 06/15/2012 RATE 3.125	08/24/11		48.61
120000600	BEAR STEARNS CO INC DTD 02/01/2008 GLOBAL DUE 02/01/2018 RATE 7 250	08/30/11	6.24	

REEL FAMILY FOUNDATION, INC

Account Number 503-2161D-16 525

Details of Accrued Income 2011 - *continued*

Reference number	Transaction Description	Trade Date	Interest Paid	Interest Received
120000800	CATERPILLAR FINANCIA DTD 03/27/2008 DUE 04/15/2018 RATE 5.450	05/25/11		$ 38.15
120000900	CATERPILLAR INC DTD 05/27/2011 DUE 05/27/2021 RATE 3.900	05/25/11	.43	
120001100	CHICAGO ILL MET WTR RECLAMATION DIST GTR CHICAGO L/T TXBLE B/E GO DD 8/26/09 DUE 12/01/2038 RATE 5 720	11/22/11	140.62	
120001200	CREDIT SUISSE BOOK/ENTRY DTD 01/14/2010 DUE 01/14/2020 RATE 5.400	08/09/11	4.20	
120001400	DIRECTV HOLDINGS/FIN BK/ETNRY DTD 08/17/2010 DUE 02/15/2016 RATE 3.125	03/08/11		15.80
120001500	DIRECTV HLDG/FIN INC DUE 03/01/2021 RATE 5.000	03/08/11	96	
120001600	DOMINION RESOURCES INC/VA DTD 03/07/2011 DUE 03/15/2021 RATE 4.450	11/21/11	34 61	
120001700	DOMINION RESOURCES INC/VA DTD 03/07/2011 DUE 03/15/2021 RATE 4.450	11/22/11	18.05	
120001800	EXELON CORPORATION DTD 06/09/2005 DUE 06/15/2015 RATE 4.900	04/06/11		94 73
120001900	FEDERAL HOME LOAN MTG CORP GLOBAL REFERENCE NOTES- DTD 07/16/2004 DUE 07/15/2014 RATE 5.000	04/06/11		501.11
120002000	FEDERAL HOME LOAN MTG CORP NOTES BK/ENTRY DTD 03/27/2009 DUE 03/27/2019 RATE 3.750	02/11/11	42.81	

Page	Account Number	Financial Advisor	Period Ending
12 of 15	G54-0010324	HAMEL, WILLIAM - V5T	12/31/11

REEL FAMILY FOUNDATION INC
6840 E POWERS AVE
GREENWOOD VILLAGE CO 80111

Date	Type	Quantity	Transaction	Description		Price/Entry	Amount	
12-28	CASH	-6,000	REDEMPTION	AT&T WIRELESS SVCS INC FULL CALL	B/E 8.125% DUE 05/01/12		6,157.95	CREDIT
				Net Miscellaneous Credits/Debits.............			**$19,720.94**	**CREDIT**

Date	Type	Quantity	Transaction	Description		Price/Entry	Amount	
				** INCOME ACTIVITY **				
12-15	CASH		INTEREST ON	BANK OF AMERICA FDIC GTD TLGP R/DTE:12/14/11 P/DTE:12/15/11	B/E 3.125% DUE 06/15/12		93.75	CREDIT
12-15	CASH		INTEREST ON	GOLDMAN SACHS GRP INC MTN BE R/DTE:12/01/11 P/DTE:12/15/11	B/E 6% DUE 06/15/20		210.00	CREDIT
12-15	CASH		INTEREST ON	METLIFE INC R/DTE:12/14/11 P/DTE:12/15/11	B/E 6.4% DUE 12/15/66		224.00	CREDIT
12-19	CASH		INTEREST ON	SOUTHERN PWR CO FULL CALL	B/E 6.25% DUE 07/15/12		160.42	CREDIT
12-19	CASH		INTEREST ON	TELECOM ITALIA CAP R/DTE:12/16/11 P/DTE:12/19/11	FGN 6.175% DUE 06/18/14		216.13	CREDIT
12-28	CASH		INTEREST ON	AT&T WIRELESS SVCS INC FULL CALL	B/E 8.125% DUE 05/01/12		77.19	CREDIT
12-30	CASH		DIVIDENDS ON	ADVANTAGE PRIMARY LIQ FD			0.12	CREDIT
				Net Income Activity.........................			**$981.61**	**CREDIT**

Date	Type	Quantity	Transaction	Description		Price/Entry	Amount	
				** MONEY FUND ACTIVITY **				
12-30	CASH	0.12	RECEIVED	ADVANTAGE PRIMARY LIQ FD	DIVIDEND SHARES REINVESTED		0.12	DEBIT

38

REEL FAMILY FOUNDATION INC
6840 E POWERS AVE
GREENWOOD VILLAGE CO 80111

Page	Account Number	Financial Advisor	Period Ending
13 of 15	G54-0010324	HAMEL, WILLIAM - V5T	12/31/11

Date	Type	Quantity	Transaction	Description	Price/Entry	Amount

The Total Money Funds purchased and redeemed represent the total of automatic daily sweeps into and out of your account as per your standing instructions.	Total Money Funds Purchased:	20,702.43 DEBIT
	Total Money Funds Redeemed:	0.00

Net Money Fund Cash Activity................. $20,702.55 DEBIT

Realized Gain/(Loss) Transactions

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)
SOUTHERN PWR CO B/E 6.25% DUE 07/15/12	5,000	02/23/2007	104.29	5,214.75	12/19/2011	103.3695	5,168.48	(46.27) LT
SOUTHERN PWR CO B/E 6.25% DUE 07/15/12	1,000	12/09/2008	103.55	1,035.59	12/19/2011	103.3695	1,033.69	(1.90) LT
AT&T WIRELESS SVCS INC B/E 8.125% DUE 05/01/12	5,000	04/24/2006	112.36	5,618.15	12/28/2011	102.6325	5,131.63	(486.52) LT
AT&T WIRELESS SVCS INC B/E 8.125% DUE 05/01/12	1,000	10/26/2010	110.86	1,108.67	12/28/2011	102.6325	1,026.32	(82.35) LT
SUB-TOTAL LONG TERM				12,977.16			12,360.12	(617.04)
TOTAL REALIZED GAIN/(LOSS)				12,977.16			12,360.12	(617.04)