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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: Reel Family Foundation, Inc.

A Employer identification number: 26-3412960

Number and street (or P O box number if mail is not delivered to street address): 5600 S Quebec — Room/suite: 148B

B Telephone number (see instructions): 303 741-4949

City or town, state, and ZIP code: Greenwood Village, C 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) ► $3,742,125

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	Description	(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	81089	81089	81089	
	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)		2142		
	8	Net short-term capital gain				
	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	81089	83231	81089	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	18000	18,000	18,000	18,000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	6000	6000	6000	6000
	c	Other professional fees (attach schedule) INVEST. FEES	49238	49238	49238	
	17	Interest				
	18	Taxes (attach schedule) (see instructions) = IRS	62		62	62
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	72300			
	24	**Total operating and administrative expenses.** Add lines 13 through 23				
	25	Contributions, gifts, grants paid	195900			195900
	26	**Total expenses and disbursements.** Add lines 24 and 25	268200	73238	73300	219962
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(138873)			
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing	422560	422560	422560
	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)	2317614	2317614	2660080
	c Investments—corporate bonds (attach schedule)	605,129	605129	659485
	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)	3,345303	3345303	3742,125
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)	3345303	3345303	

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	3799333
2	Enter amount from Part I, line 27a	2	(138873)
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED APPRECIATION	3	81665
4	Add lines 1, 2, and 3	4	
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3742125

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	BMY	D	VAR	12-31-12
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	16206		14065	2142
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	2142
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))
2011			
2010			
2009			
2008			
2007			

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 2012 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	2012 estimated tax payments and 2011 overpayment credited to 2012 — 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 2013 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 Instructions for the 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 2012 or the taxable year beginning in 2012 (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)*

			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 J Davis Telephone no. ▶ 303 741-4949

Located at ▶ 5600 S Quebec 148B, Greenwood Village 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

			Yes	No
16	At any time during calendar year 2012, 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.		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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012.)*	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 2012?	4b		✓

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

		Yes	No
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**	N/A
	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 148B Greenwood Village Co 80111	Pres 3 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

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
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 AFRICAN AMERICAN UNIVERSITIES	9050
2 PROVIDES SUPPORT FOR ANIMAL ORGANIZATIONS	9050
3. PROVIDES SUPPORT FOR NEEDY PEOPLE	9050
4 PROVIDES HELP FOR CHILDREN FOR EDUCATION + HEALTH CARE	9050
5. SUPPORTS OTHER UNIVERSITIES	9050
6. ASSISTS ELDERLY THRU ORGANIZATIONS	9050
4	

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 501 C3 ORGANIZATIONS	18000
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	

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	3283163
b	Average of monthly cash balances	1b	487565
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3770728
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	3770728
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	56560
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3714168
6	**Minimum investment return.** Enter 5% of line 5	6	185708

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	185708
2a	Tax on investment income for 2012 from Part VI, line 5	2a	0		
b	Income tax for 2012. (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	185708
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	185708

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	73300
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	195900
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	269200
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	269200

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				185708
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only				
b	Total for prior years: 20___,20___,20___				
3	Excess distributions carryover, if any, to 2012:				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $				
a	Applied to 2011, 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 2012 distributable amount				185708
e	Remaining amount distributed out of corpus	185708			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				185708
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 2011. Subtract line 4a from line 2a. Taxable amount—see instructions				
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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 2012, 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			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
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 or e-mail 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 ATTACHED			THE PURPOSE OF ALL DONATIONS IS TO PROVIDE FOR THE PURPOSE FOR WHICH THE PERSON WHO ESTABLISHED THE FOUNDATION	
Total ▶ 3a				195000
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					81089
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					2142
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)					

13 **Total.** Add line 12, columns (b), (d), and (e) 13 83231

(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.)
	ALL INCOME IS INVESTMENT INCOME
	INCOME USED TO MAKE CONTRIBUTIONS

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 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	

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

HOUSEHOLD SUMMARY

SIPC

News and Information

For the Period Ending: 12/31/12

Internet Address: www.opco.com

Financial Advisor
HAMEL, WILLIAM - V5T
3200 CHERRY CREEK SOUTH DRIVE
SUITE 310
DENVER, CO 80209
(303) 698-5300

7518001811 PSRT <>
REEL FAMILY FOUNDATION INC
6840 E POWERS AVE
GREENWOOD VILLAGE CO 80111-1716

DISTRIBUTION OF 2012 TAX REPORTING DOCUMENTS

The IRS deadline for mailing 2012 tax reporting documents is February 15, 2013. However, in an effort to minimize amended forms for accounts subject to income reclassifications, pursuant to IRS approval, the mailing for affected accounts may be delayed until late February

Please refer to the last page of this Household Summary to review important messages from Oppenheimer & Co. Inc.

Account		Cash, Money Funds & Bank Deposits	Priced Securities	Total Asset Value	Direct Investments (1)	Adjusted Asset Value (2)	Previous Month Adj Asset Value	Statement Enclosed (3)
G54-0010316	REEL FAMILY FOUNDATION INC 6840 E POWERS AVE	$11,496 45	$361,454 48	$372,950 93	$0 00	$372,950 93	$364,706 07	Yes
G54-0010324	REEL FAMILY FOUNDATION INC (O 6840 E POWERS AVE	61,450 18	684,465 02	745,915 20	0 00	745,915 20	748,257 06	Yes
G54-0010332	REEL FAMILY FOUNDATION INC (O 6840 E POWERS AVE	510,253 22	2,273,646 17	2,783,899 39	0 00	2,783,899 39	2,781,483 02	Yes
G54-0010340	REEL FAMILY FOUNDATION INC ATTN LOUIS J DAVIS	1,359.95	0 00	1,359 95	0 00	1,359 95	1,359 95	Yes
	Totals	$584,559 80	$3,319,565 67	$3,904,125 47	$0 00	$3,904,125 47	$3,895,806 10	

(1) Values for Direct Investments, which are not included in the Total Asset Value for your account, are provided for informational purposes only Note that prices for Direct Investments are furnished periodically by the entities issuing and/or managing such investments Due to timing of such pricing, values for Direct Investment reflect the most recent prices available, which may not be month-end values

(2) "Adjusted Asset Value" is the sum of "Total Asset Value" and "Direct Investments"

(3) "No" in the Statement Enclosed column indicates that a statement was not generated for the specified account due to lack of activity during the period However, as a courtesy, current values for the account are displayed for informational purposes

Cash
584,560
less O/S chks (162000)
422,560

Important Information

IRS REPORTING: COST BASIS INFORMATION

In accordance with provisions of the Emergency Economic Stabilization Act of 2008 (Public Law 110-343, "EESA"), Oppenheimer will report cost basis information to the IRS for securities transactions applicable to the 2012 tax year. Accordingly, this information will also be reflected on the 1099 forms you receive from us in early 2013. Specific details of these regulations and appropriate tax treatment may be found at www.irs.gov.

Note that aggregate cost basis information for the holdings in your account is displayed on your Oppenheimer client statement (detailed cost basis information by tax lot is displayed if you receive your statement via eDelivery). To the extent that your holdings are missing cost basis (indicated by "N/A"), or if you believe the information displayed is inaccurate or incomplete, please contact your Oppenheimer Financial Advisor to arrange for your records to be updated.

ACCOUNT VERIFICATION PROFILE

Please review the Account Verification Profile on the previous page of this statement. Because we may rely upon this information with respect to your account, it is important that you notify us immediately if any of the information is inaccurate, out-of-date or has changed in any way.

ANNUAL FEES FOR SELF-DIRECTED RETIREMENT, EDUCATION AND HEALTH SAVINGS ACCOUNTS

Annual fees for self-directed retirement, education savings and health savings accounts are due by mid-March, 2013. Fees are as follows: IRA (Traditional, Roth, SIMPLE and SEP), Coverdell Education Savings and Health Savings accounts: $50; Custodial Simplified Qualified Plans: $75; Custodial Flexible Qualified Plans: $125. To avoid having the fee deducted from the balance in your account, send a separate check to Oppenheimer & Co. Inc., Attn: IRA Department, 3310 W Big Beaver Rd., Suite 205, Troy, MI 48084. Make certain to note your account number on the check. If your check is received after your account has been charged, the amount will be considered a 2013 contribution. Please contact your Financial Advisor if you have any questions.

IRS REPORTING: 12/31/12 FAIR MARKET VALUE OF RETIREMENT ACCOUNT

In accordance with Section 408(i) of the Internal Revenue Code of 1986, Oppenheimer will report the 12/31/12 Fair Market Value (FMV) of your Custodial Traditional IRA, Roth IRA, SIMPLE IRA or SEP IRA to the Internal Revenue Service for the 2012 tax year.

ADVANTAGE BANK DEPOSIT PROGRAM NOTICE

In accordance with the Terms and Conditions of the Advantage Bank Deposit Program, the composition of our Deposit Bank List is subject to change over time. Banco Popular North America [New York, NY] and Liberty Bank of Arkansas [Jonesboro, AR] were recently added to the program In the coming weeks or months, we may amend the Deposit Bank List to include one or more of the following banks: Ally Bank [Midvale, UT]; American Express Bank [Salt Lake City, UT]; American Express Centurion Bank [Salt Lake City, UT]; Bank of Agriculture and Commerce [Stockton, CA]; BofI Federal Bank [San Diego, CA]; CIT Bank [Salt Lake City, UT]; Citibank, N.A. [Sioux Falls, SD]; East West Bank [Pasadena, CA]; GE Capital Financial Inc. [Salt Lake City, UT]; Goldman Sachs Bank USA [New York, NY]; Johnson Bank [Racine, WI]. To determine the Deposit Bank List in effect at any point in time, please contact your Oppenheimer Financial Advisor or visit our website at www.opco.com. As always, please notify your Financial Advisor if you wish to designate any Deposit Bank(s) as ineligible to receive your funds.

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Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

Account Number: G54-0010316
For the Period: 12/01/12 - 12/31/12

Tax ID Number: ON FILE
Last Statement: 11/30/12

News and Information

DISTRIBUTION OF 2012 TAX REPORTING DOCUMENTS

The IRS deadline for mailing 2012 tax reporting documents is February 15, 2013. However, in an effort to minimize amended forms for accounts subject to income reclassifications, pursuant to IRS approval, the mailing for affected accounts may be delayed until late February.

ACCOUNT VERIFICATION PROFILE

Please review the Account Verification Profile on the last page of this statement. Because we may rely upon this information with respect to your account, it is important that you notify us immediately if any of the information is inaccurate, out-of-date or has changed in any way.

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

Portfolio Summary

	This Period 12/31/12	Previous Period 11/30/12	Estimated Annual Income
Money Market Funds	$11,437.16	$7,398 99	$1.14
Equities	361,454 48	357,112 68	5,504 38
Cash Account Balance	59 29	194 40	
Total Asset Value	**$372,950.93**	**$364,706.07**	**$5,505.52**

Total Asset Value does not include Direct Investments, Accrued Interest or unpriced securities

Cash Activity Summary

Opening Cash Balance	**$194.40**
Net Buy and Sell Transactions	15 27
Net Miscellaneous Credits/Debits	-4 02
Net Income Activity	3,891 81
Net Money Fund Cash Activity	-4,038 17
Closing Cash Balance	**$59.29**

Financial Advisor
HAMEL, WILLIAM
V5T
(303) 698-5300

Office Serving Your Account
3200 CHERRY CREEK SOUTH DRIVE
SUITE 310
DENVER, CO 80209

Internet Address: www.opco.com

Income Summary

Reportable	This Period	Year to Date
Dividends	$3,891 76	$8,902 76
Money Fund Div Taxable	0 05	0 19
Foreign Tax Withheld	-4.02	-15 42
Total Reportable	**$3,887.79**	**$8,887.53**

1. **REGULATIONS**
All transactions in your account are subject to the constitution, rules, regulations, customs, usages, rulings and interpretations of the exchange or market, and its clearing house, if any, where the transactions are executed, and if not executed on an exchange, of the Financial Industry Regulatory Authority (FINRA)

2. **FREE CREDIT BALANCES**
Your closing cash balance is held unsegregated and may be used by us in the operation of our business subject to the limitations of Rule 15c3-3 of the Securities Exchange Act of 1934 You have the absolute right to receive, in the normal course of business, any free credit balance and any fully-paid securities to which you are entitled, subject to open commitments in any of your accounts

3 **INTEREST/DIVIDENDS**
We are required by law to report annually to you and to the Internal Revenue Service (IRS) on Form 1099 certain interest and dividend income credited to your account The income that we report is usually the amount printed in the Income Summary in the Year-to-Date section of the last statement that you receive for each calendar year, however, certain reclassifications may alter these amounts and categories, which the IRS requires on Form 1099 Money market dividends are not eligible for the dividend exclusion

4 **SUBSTITUTE FOR 1099-B**
We are required to report to the IRS and to you on Form 1099-B or a substitute the proceeds realized from each disposition of securities as required from time to time by the IRS We are using the appropriate sales trade confirmation as our report to you by printing the legend "Form 1099-B Substitute" We report gross proceeds for each transaction to the IRS Please retain each sales confirmation for income tax purposes

5. **OPTION ACCOUNTS**
   a Random Method of Allocation - Exercise assignment notices for option contracts are allocated pursuant to a manual procedure which randomly selects from among all client short option positions, including positions established on the day of assignment, those contracts which are subject to exercise The writer of an American-style option is subject to being assigned an exercise at any time after he/she has written the option until the option expires By contrast, the writer of a European-style option is subject to exercise assignment only during the exercise period A more detailed description of our random allocation procedure is available upon request
   b Transactions - Information with respect to commissions and other charges related to the execution of option transactions has been included on confirmations of such transactions previously furnished to you A summary of such information will be made promptly available to you upon your request
   c Investment Objectives - Please promptly advise us in writing of any material change in your financial situation and/or investment objectives of your accounts at Oppenheimer

6. **MARGIN ACCOUNTS**
You are entitled to receive securities purchased on margin upon full payment of any indebtedness to us We reserve the right to limit margin purchases in accordance with our policies as modified from time to time and in accordance with regulatory margin requirements Any market increases and/or decreases will be marked-to-the-market on the basis of the daily closing price If your account is not a cash account, this statement may be a combined statement of your general account and of a special memorandum account maintained for you under Regulation T issued by the Board of Governors of the Federal Reserve System The permanent record of the separate accounts as required by Regulation T is available for your inspection upon request In the event that any such securities are being held as collateral in a margin account, your ability to exercise certain attendant rights of ownership, including, but not limited to, the exercise of any voting rights, may be limited Additionally, you will be at risk of losing your qualified dividend status and consequently, any preferential tax rates on dividends

7 **SHORT ACCOUNT BALANCES**
The proceeds of securities sold which you do not own (short sales) appear in your short account in accordance with existing regulations Any market increases and/or decreases from the original sale price will be marked-to-the-market on the basis of the daily closing price

8. **DATES**
Dates shown on purchase and sale transactions are settlement dates You may have received confirmation for transactions which do not appear on your statement If the settlement dates for transactions shown on the confirmations are later than the period ending date of this statement, the transactions will appear on your next regular monthly statement

9. **ACCOUNT ASSIGNMENT**
Oppenheimer has the right to assign your account to anyone, including any registered Financial Advisor, unless you give us written notice to the contrary This right will inure to the benefit of anyone to whom we assign your account

10. **SECURITIES HELD BY YOU**
Securities which you may be holding in your personal possession (or your safe deposit box) will not appear on this statement

11 **FINANCIAL STATEMENT**
A financial statement of Oppenheimer is available for your inspection at our main office A copy will be mailed to you upon written request

12 **ADDITIONAL CHARGES**
Your accounts may be subject to additional charges associated with the clearance and custody of your security positions, which charges have been passed along to us by our depository institutions or the issuer of the securities Securities executed in non-US shares may also be subject to certain foreign execution costs

13. **CALLABLE BONDS AND PREFERRED STOCK**
Corporate and municipal bonds and preferred stock held in our nominee name are held in bulk segregation In the event of a call for less than an entire issue or series of these securities, the securities to be called will be automatically selected on a random basis from those held in bulk The probability that your securities will be selected is proportional to the amount of your holdings relative to those of our other clients A more detailed description of our random selection procedure is available upon request

14. **OPEN ORDERS**
All previous open orders must be cancelled when a new open order is placed You will be responsible for errors that occur because of your failure to cancel an open order The price specified in buy and sell stop orders will be reduced by the amount of dividends or rights on the ex-dividend or ex-rights date

15. **MULTI-TRADED SECURITIES**
Orders for options or other securities traded in more than one market will be executed in a market chosen by us unless you give us specific instructions to execute the order in a specific market

16 **PORTFOLIO HOLDINGS**
The amounts printed in the Market Value column of this section are month-end prices provided by outside quotation services for securities currently held by us in your account Prices of municipal bonds, certain over-the-counter securities and federal obligations are approximations and are only for guidance purposes For an actual quote, please contact your Financial Advisor The prices used are based on the last reported transaction known to the quotation services and do not include estimated selling commissions Oppenheimer cannot guarantee the accuracy or availability of the prices obtained from the quotation services or of the yields or values which are calculated on the basis of these prices

17. **MONEY FUNDS**
The quantity represents shares owned as of the close of business on the statement period ending date Average yield is a net annualized yield for the dividend period shown The yield indicated fluctuates with short-term interest rates and should not be construed as representative of future results

18. **TOTAL ACCOUNT EQUITY**
This figure represents the approximate total value of all your accounts, in US Dollars, on the statement date, including all money funds, based on the combination of the settled money balances, if any, and the value of all settled security and option positions See "Portfolio Holdings", above, for a description of the means used to price securities

19. **SECURITIES PROTECTION**
We are a member of the Securities Investor Protection Corporation (SIPC) This means that securities held by us in your account are protected up to a maximum of US$500,000 per client, including up to a maximum of US$250,000 for cash In addition, securities in your account are covered up to US$100 million per account under an excess insurance policy maintained by the firm Further information about SIPC may be found on their website at www sipc org or by calling (202) 371-8300 Securities that are the subject of a repurchase transaction are not covered by SIPC

20. **ERRORS AND OMISSIONS**
Please notify us promptly if you believe that there is any inaccuracy or discrepancy in any transaction or balance reflected on this statement In the event that you have relayed such information to us verbally, please re-confirm to us any such communication in writing as soon as possible thereafter Please be sure to note your account number

21. **CUSTOMER ACCOUNT TRANSFERS**
Please be advised that there are inherent costs incurred by Oppenheimer relating to the transfer of security positions Oppenheimer charges US$125 for outgoing Customer Account Transfers In addition, there may be foreign custody charges that are passed along from various custodial agents These charges are substantial and range from US$50 to US$250 per item, depending upon the country in which the security is held

22. **SERVICE FEES**
A service fee of US$25 per calendar quarter will be charged to all accounts inactive during the prior 12-month period

23. **CORRESPONDENT ACCOUNTS**
Customer funds or securities are located at Oppenheimer & Co Inc

24. **RETIREMENT, EDUCATION AND HEALTH SAVINGS ACCOUNT FEES**
Annual Fee IRA (Traditional, Roth, SIMPLE, SEP), Coverdell Education Savings and Health Savings Accounts US$50, Custodial Simplified Qualified Plans US$75, Custodial Flexible Qualified Plans US$125, Distribution Fee for each remittance up to US$250 US$5, Termination Fee US$125

25 **MULTI-CURRENCY**
Investments and transactions in securities denominated in a foreign currency carry certain risks, including, without limitation, currency risk The value of these securities may be affected by fluctuations in currency rates in their respective foreign countries as compared to the U S dollar A change in exchange rates may adversely affect the price or value of, or the return or interest on, such securities

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STATEMENT OF ACCOUNT

SIPC

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

Page	Account Number	Financial Advisor	Period Ending
6 of 10	G54-0010316	HAMEL, WILLIAM - V5T	12/31/12

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
YOUNG INNOVATIONS INC	(L) CASH	99	YDNT	30 10000	39 41000	2,979 90	3,901 59	922	0 405%	15	1 05
SUB-TOTAL COMMON STOCK						**333,918.92**	**361,454.48**	**27,538**		**5,504**	**96 93**
TOTAL EQUITIES						**333,918.92**	**361,454.48**	**27,538**		**5,504**	**96.93**

COMMON STOCK HOLDINGS SUMMARY BY INDUSTRY CODE

(Q)	17%	TECHNOLOGY	(I)	7%	FINANCIAL
(D)	5%	CAPITAL GOODS	(S)	5%	TRANSPORTATION
(L)	20%	HEALTHCARE	(T)	2%	UTILITIES
(C)	6%	BASIC INDUSTRY	(G)	4%	ENERGY
(J)	6%	FOOD & BEVERAGES	(B)	2%	APPAREL & ACCESSORIES
(P)	10%	RETAIL SERVICES	(F)	6%	CONSUMER GOODS
(R)	2%	TELECOMMUNICATIONS	(E)	2%	CONSTRUCTION & BLDG

	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
Total Portfolio Holdings	**$345,356.08**	**$372,891.64**	**$27,538**	**1.476%**	**5,505**	**100%**

Transactions/Activity Detail

Date	Type	Quantity	Transaction	Description		Price/Entry	Amount	
				** BUY AND SELL TRANSACTIONS **				
12-11	CASH	-1	SOLD	DIODES INC COMMISSION 0 00	VSP 04/20/07 CHARGES/FEES 0 01	15 28	15 27	CREDIT
				Net Buy and Sell Transactions			**$15.27**	**CREDIT**

Date	Type	Quantity	Transaction	Description		Price/Entry	Amount	
				** MISCELLANEOUS ACTIVITY **				
12-03	CASH	86	RECEIVED	STRATASYS LTD	MERGER AT 1 000000000000 MER			
12-03	CASH	-86	DELIVERED	STRATASYS INC	MERGER AT 1 000000000000 MER			
12-07	CASH	219	FRGN TAX PAID	RITCHIE BROS AUCTIONEERS R/DTE 11/16/12 P/DTE 12/07/12	NON-RESIDENT TAX RATE 15 00		4 02	DEBIT
				Net Miscellaneous Credits/Debits			**$4.02**	**DEBIT**

Date	Type	Quantity	Transaction	Description		Price/Entry	Amount	
				** INCOME ACTIVITY **				
12-03	CASH		DIVIDENDS ON	AMERICAN SCIENCE & ENGR INC	R/DTE 11/19/12 P/DTE 12/03/12		33 50	CREDIT
12-03	CASH		DIVIDENDS ON	NATIONAL INSTRS CORP	TE 11/09/12 P/DTE 12/03/12		36 82	CRED

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STATEMENT OF ACCOUNT

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

Page	Account Number	Financial Advisor	Period Ending
5 of 10	G54-0010316	HAMEL, WILLIAM - V5T	12/31/12

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
NATIONAL PRESTO INDS INC	(F) CASH	35	NPK	100 85000	69 10000	3,529 75	2,418 50	(1,111)	1 447%	35	0 65
NATIONAL RESEARCH CORP	(L) CASH	106	NRCI	40 09000	54 20000	4,249 54	5,745 20	1,496	1 918%	110	1 54
NEOGEN CORP	(L) CASH	95	NEOG	34 15920	45 32000	3,245 12	4,305 40	1,060			1 15
OPENTABLE INC	(P) CASH	61	OPEN	46 45950	48 80000	2,834 03	2,976 80	143			0 80
OWENS & MINOR INC NEW	(L) CASH	175	OMI	30 52800	28 51000	5,342 40	4,989 25	(353)	3 086%	154	1 34
PEGASYSTEMS INC	(Q) CASH	113	PEGA	32 96990	22 68000	3,725 60	2,562 84	(1,163)	0 529%	13	0 69
PLANTRONICS INC NEW	(R) CASH	146	PLT	38 81600	36 87000	5,667 14	5,383 02	(284)	1 084%	58	1 44
POLARIS INDS INC	(S) CASH	74	PII	65 12200	84 15000	4,819 03	6,227 10	1,408	1 758%	109	1 67
PRICESMART INC	(P) CASH	114	PSMT	36 15730	76 99000	4,121 93	8,776 86	4,655	0 779%	68	2 35
QUALITY SYS INC	(Q) CASH	205	QSII	39 12970	17 36000	8,021 59	3,558 80	(4,463)	4 032%	143	0 95
RAVEN INDS INC	(C) CASH	198	RAVN	32 29500	26 36000	6,394 41	5,219 28	(1,175)	1 593%	83	1 40
RITCHIE BROS AUCTIONEERS	(P) CASH	219	RBA	23 56600	20 89000	5,160 95	4,574 91	(586)	2 345%	107	1 23
ROLLINS INC	(P) CASH	329	ROL	22 80000	22 04000	7,501 20	7,251 16	(250)	1 451%	105	1 94
SELECTIVE INS GROUP INC	(I) CASH	88	SIGI	17 80000	19 27000	1,566 40	1,695 76	129	2 698%	45	0 45
SOURCEFIRE INC	(Q) CASH	114	FIRE	33 23860	47 22000	3,789 20	5,383 08	1,594			1 44
STERIS CORP	(L) CASH	249	STE	31 74590	34 73000	7,904 73	8,647 77	743	2 188%	189	2 32
SYNTEL INC	(Q) CASH	123	SYNT	46 39990	53 62830	5,707 19	6,596 28	889	0 447%	29	1 77
TARGA RES CORP	(G) CASH	136	TRGP	46 01200	52 84000	6,257 63	7,186 24	929	3 198%	229	1 93
II VI INC	(L) CASH	201	IIVI	16 64990	18 23000	3,346 63	3,664 23	318			0 98
UNITED NAT FOODS INC	(J) CASH	149	UNFI	37 78190	53 59000	5,629 51	7,984 91	2,355			2 14
VALMONT INDS INC	(E) CASH	62	VMI	103 93000	136 55000	6,443 66	8,466 10	2,022	0 659%	55	2 27
W & T OFFSHORE INC	(G) CASH	170	WTI	21 96700	16 03000	3,734 39	2,725 10	(1,009)	1 996%	54	0 73
WATSCO INC	(F) CASH	88	WSO	69 29000	74 90000	6,097 52	6,591 20	494	3 311%	218	1 77
WERNER ENTERPRISES INC	(S) CASH	143	WERN	25 79850	21 67000	3,689 19	3,098 81	(590)	0 922%	28	0 83
WEST PHARMACEUTICAL SVSC INC	(L) CASH	117	WST	35 83220	54 75000	4,192 37	6,405 75	2,213	1 388%	88	1 72
WOLVERINE WORLD WIDE INC	(F) CASH	205	WWW	38 51800	40 98000	7,896 19	8,400 90	505	1 171%	98	2 25

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STATEMENT OF ACCOUNT

SIPC

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

Page	Account Number	Financial Advisor	Period Ending
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Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
BUCKLE INC	(B) CASH	176	BKE	43 14960	44 64000	7,594 33	7,856 64	262	1 792%	140	2 11
CANTEL MEDICAL CORP	(L) CASH	262	CMN	22 04850	29 73000	5,776 71	7,789 26	2,013	0 369%	28	2 09
COMPUTER PROGRAMS & SYS INC	(Q) CASH	43	CPSI	60 79000	50 34000	2,613 97	2,164 62	(449)	3 655%	79	0 58
EPIQ SYS INC	(Q) CASH	289	EPIQ	11 06850	12 75000	3,198 80	3,684 75	486	2 823%	104	0 99
EBIX INC COM NEW	(Q) CASH	85	EBIX	24 18000	16 12000	2,055 30	1,370 20	(685)	1 240%	17	0 37
FIRST FINL BANCORP OH	(I) CASH	237	FFBC	17 81950	14 62000	4,223 22	3,464 94	(758)	4 103%	142	0 93
GLACIER BANCORP INC NEW	(I) CASH	131	GBCI	13 08950	14 71000	1,714 72	1,927 01	212	3 806%	73	0 52
HEALTHCARE SVCS GRP INC	(P) CASH	469	HCSG	17 93580	23 23000	8,411 89	10,894 87	2,483	2 841%	309	2 92
HENRY JACK & ASSOC INC	(Q) CASH	196	JKHY	35 10560	39 26000	6,880 70	7,694 96	814	1 171%	90	2 06
IBERIABANK CORP	(I) CASH	47	IBKC	54 01940	49 12000	2,538 91	2,308 64	(230)	2 768%	63	0 62
INTER PARFUMS INC	(F) CASH	307	IPAR	17 33940	19 46000	5,323 20	5,974 22	651	1 644%	98	1 60
J & J SNACK FOODS CORP	(J) CASH	101	JJSF	51 27240	63 88310	5,178 51	6,452 19	1,274	1 001%	64	1 73
J2 GLOBAL INC	(R) CASH	128	JCOM	29 49000	30 60000	3,774 72	3,916 80	142	2 941%	115	1 05
LANCASTER COLONY CORP	(J) CASH	58	LANC	69 31000	69 19000	4,019 98	4,013 02	(7)	2 196%	88	1 08
LANDAUER INC	(D) CASH	86	LDR	57 79050	61 21000	4,969 98	5,264 06	294	3 594%	189	1 41
LUFKIN INDS INC	(D) CASH	126	LUFK	76 16000	58 13000	9,596 16	7,324 38	(2,272)	0 860%	63	1 96
MWI VETERINARY SUPPLY INC	(L) CASH	56	MWIV	40 19020	110 00000	2,250 65	6,160 00	3,909			1 65
MARKETAXESS HLDGS INC	(I) CASH	203	MKTX	31 42390	35 30000	6,379 06	7,165 90	787	1 246%	89	1 92
MATTHEWS INTL CORP CL A	(P) CASH	117	MATW	32 59600	32 10000	3,813 73	3,755 70	(58)	1 246%	46	1 01
MERIDIAN BIOSCIENCE INC	(L) CASH	368	VIVO	19 35200	20 25000	7,121 55	7,452 00	330	3 753%	279	2 00
MICREL INC	(Q) CASH	319	MCRL	12 23000	9 50000	3,901 37	3,030 50	(871)	1 789%	54	0 81
MICROS SYS INC	(Q) CASH	96	MCRS	51 86000	42 44000	4,978 56	4,074 24	(904)			1 09
MINE SAFETY APPLIANCES CO	(L) CASH	149	MSA	35 19310	42 71000	5,243 77	6,363 79	1,120	2 622%	166	1 71
MONRO MUFFLER BRAKE INC	(S) CASH	170	MNRO	42 09930	34 90010	7,156 88	5,933 01	(1,224)	1 146%	68	1 59
NVE CORP COM NEW	(Q) CASH	93	NVEC	54 21000	55 49000	5,041 53	5,160 57	119			1 38
NATIONAL INSTRS C[illegible]P	(Q) CASH	263	NATI	27 2497[illegible]	25 81000	7,166 67	6,788 03	(379)	2 169%	[illegible]7	1 82

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Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A The total gains and/or losses do not reflect positions which we do not have cost information Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information

Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments EAI and EY for certain types of securities could include a return of principal or capital gains, in which case the EAI and EY would be overstated As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate

Money Market Funds

(NOT FDIC INSURED)

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE GOVERNMENT LIQ FD	CASH	11,437 1600	ADGXX	1 00000	1 00000	11,437 16	11,437 16	0 010%	1	3 07
TOTAL MONEY MARKET FUNDS						**11,437.16**	**11,437.16**		**1**	**3.07**

Equities

Please note the following icon appears to the right of the stock symbol of those securities which Oppenheimer has provided research coverage If you wish to access such research you may visit the Client Access web site (www opco com) or speak with your Financial Advisor

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
STRATASYS LTD	(Q) CASH	86	SSYS	35 71700	80 15000	3,071 66	6,892 90	3,821			1 85
AARONS INC COM PAR $0 50	(I) CASH	168	AAN	27 46000	28 28000	4,613 28	4,751 04	138	0 240%	11	1 27
ABAXIS INC	(D) CASH	219	ABAX	28 79870	37 10000	6,306 92	8,124 90	1,818			2 18
AMCOL INTL CORP	(S) CASH	96	ACO	29 44960	30 68000	2,827 16	2,945 28	118	2 607%	76	0 79
AMERICAN SCIENCE & ENGR INC	(L) CASH	67	ASEI	71 03000	65 21000	4,759 01	4,369 07	(390)	3 067%	134	1 17
ANALOGIC CORP COM PAR $0 05	(T) CASH	106	ALOG	59 68080	74 30000	6,326 16	7,875 80	1,550	0 538%	42	2 11
APPLIED INDL TECHNOLOGIES INC	(C) CASH	204	AIT	37 15900	42 01000	7,580 44	8,570 04	990	1 999%	171	2 30
ATRION CORP	(L) CASH	29	ATRI	241 42000	196 00000	7,001 18	5,684 00	(1,317)	1 142%	64	1 52
BALCHEM CORP	(C) CASH	218	BCPC	19 46600	36 45000	4,243 59	7,946 10	3,703	0 603%	47	2 13
BANK OF THE OZARKS INC	(I) CASH	166	OZRK	29 31960	33 47000	4,867 05	5,556 02	689	1 673%	92	1 49
BERRY PETE CO CL A	(G) CASH	164	BRY	38 30150	33 55000	6,281 45	5,502 20	(779)	0 953%	52	1 48
BLACKBAUD INC	(Q) CASH	219	BLKB	30 03970	22 83000	6,578 69	4,999 77	(1,579)	2 102%	105	1 34
BRINKER INTL INC	(J) CASH	178	EAT	26 34980	30 99000	4,690 26	5,516 22	826	2 581%	142	1 48

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Date	Type	Quantity	Transaction	Description		Price/Entry	Amount	
12-03	CASH		DIVIDENDS ON	SELECTIVE INS GROUP INC	R/DTE 11/15/12 P/DTE 12/03/12		11 44	CREDIT
12-03	CASH		DIVIDENDS ON	W & T OFFSHORE INC	R/DTE 11/16/12 P/DTE 12/03/12		79 90	CREDIT
12-03	CASH		DIVIDENDS ON	W & T OFFSHORE INC	R/DTE 11/16/12 P/DTE 12/03/12		13 60	CREDIT
12-07	CASH		DIVIDENDS ON	RITCHIE BROS AUCTIONEERS	R/DTE 11/16/12 P/DTE 12/07/12		26 83	CREDIT
12-10	CASH		DIVIDENDS ON	ATRION CORP	R/DTE 11/26/12 P/DTE 12/10/12		290 00	CREDIT
12-10	CASH		DIVIDENDS ON	MATTHEWS INTL CORP R/DTE 11/26/12 P/DTE 12/10/12	CL A		11 70	CREDIT
12-10	CASH		DIVIDENDS ON	MINE SAFETY APPLIANCES CO	R/DTE 11/14/12 P/DTE 12/10/12		41 72	CREDIT
12-10	CASH		DIVIDENDS ON	PLANTRONICS INC NEW	R/DTE 11/20/12 P/DTE 12/10/12		14 60	CREDIT
12-10	CASH		DIVIDENDS ON	ROLLINS INC	R/DTE 11/09/12 P/DTE 12/10/12		39 48	CREDIT
12-10	CASH		DIVIDENDS ON	ROLLINS INC	R/DTE 11/09/12 P/DTE 12/10/12		26 32	CREDIT
12-11	CASH		DIVIDENDS ON	LUFKIN INDS INC	R/DTE 12/03/12 P/DTE 12/10/12		15 75	CREDIT
12-13	CASH		DIVIDENDS ON	WERNER ENTERPRISES INC	R/DTE 11/29/12 P/DTE 12/13/12		214 50	CREDIT
12-14	CASH		DIVIDENDS ON	BLACKBAUD INC	R/DTE 11/28/12 P/DTE 12/14/12		26 28	CREDIT
12-14	CASH		DIVIDENDS ON	CANTEL MEDICAL CORP	R/DTE 11/14/12 P/DTE 12/14/12		14 41	CREDIT
12-14	CASH		DIVIDENDS ON	COMPUTER PROGRAMS & SYS INC	R/DTE 11/29/12 P/DTE 12/14/12		43 00	CREDIT
12-14	CASH		DIVIDENDS ON	YOUNG INNOVATIONS INC	R/DTE 11/15/12 P/DTE 12/14/12		3 96	CREDIT
12-17	CASH		DIVIDENDS ON	ATRION CORP	R/DTE 12/03/12 P/DTE 12/17/12		16 24	CREDIT
12-17	CASH		DIVIDENDS ON	HENRY JACK & ASSOC INC	R/DTE 12/03/12 P/DTE 12/17/12		22 54	CREDIT
12-17	CASH		DIVIDENDS ON	PEGASYSTEMS INC	R/DTE 12/03/12 P/DTE 12/17/12		3 39	CREDIT
12-17	CASH		DIVIDENDS ON	POLARIS INDS INC	R/DTE 11/30/12 P/DTE 12/17/12		27 38	CREDIT
12-18	CASH		DIVIDENDS ON	NATIONAL RESEARCH CORP	R/DTE 11/16/12 P/DTE 12/18/12		159 00	CREDIT
12-18	CASH		DIVIDENDS ON	NATIONAL RESEARCH CORP	R/DTE 11/16/12 P/DTE 12/18/12		27 56	CREDIT
12-19	CASH		DIVIDENDS ON	STERIS CORP	R/DTE 11/21/12 P/DTE 12/19/12		47 31	CREDIT
12-20	CASH		DIVIDENDS ON	GLACIER BANCORP INC NEW	R/DTE 12/11/12 P/DTE 12/20/12		18 34	CREDIT
12-21	CASH		DIVIDENDS ON	BALCHEM CORP	R/DTE 12/14/12 P/DTE 12/21/12		47 96	CREDIT
12-21	CASH		DIVIDENDS ON	BUCKLE INC	R/DTE 12/07/12 P/DTE 12/21/12		792 00	CREDIT
12-21	CASH		DIVIDENDS ON	BUCKLE INC	R/DTE 12/07/12 P/DTE 12/21/12		35 20	CREDIT
12-21	CASH		DIVIDENDS ON	ADVANTAGE GOVERNMENT LIQ FD			0 03	CREDIT
12-21	CASH		DIVIDENDS ON	MONRO MUFFLER BRAKE INC	R/DTE 12/11/12 P/DTE 12/21/12		34 00	CREDIT
12-21	CASH		DIVIDENDS ON	PRICESMART INC	R/DTE 12/10/12 P/DTE 12/21/12		34 20	CREDIT
12-24	CASH		DIVIDENDS ON	MERIDIAN BIOSCIENCE INC	R/DTE 12/14/12 P/DTE 12/24/12		69 92	CREDIT
12-27	CASH		DIVIDENDS ON	BRINKER INTL INC	R/DTE 12/07/12 P/DTE 12/27/12		35 60	CREDIT
12-27	CASH		DIVIDENDS ON	J & J SNACK FOODS CORP	R/DTE 12/11/12 P/DTE 12/27/12		16 16	CREDIT
12-27	CASH		DIVIDENDS ON	MARKETAXESS HLDGS INC	R/DTE 12/14/12 P/DTE 12/27/12		263 90	CREDIT
12-27	CASH		DIVIDENDS ON	MICREL INC	R/DTE 12/18/12 P/DTE 12/27/12		13 56	CREDIT
12-28	CASH		DIVIDENDS ON	ABAXIS INC	R/DTE 12/17/12 P/DTE 12/28/12		219 00	CREDIT
12-28	CASH		DIVIDENDS ON	ANALOGIC CORP R/DTE 12/18/12 P/DTE 12/28/12	COM PAR $0 05		10 60	CREDIT
12-28	CASH		DIVIDENDS ON	BERRY PETE CO R/DTE 12/13/12 P/DTE 12/28/12	CL A		13 12	CREDIT

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Date	Type	Quantity	Transaction	Description		Price/Entry	Amount	
12-28	CASH		DIVIDENDS ON	EPIQ SYS INC	R/DTE 11/30/12 P/DTE 12/28/12		26 01	CREDIT
12-28	CASH		DIVIDENDS ON	LANCASTER COLONY CORP	R/DTE 12/10/12 P/DTE 12/28/12		290 00	CREDIT
12-28	CASH		DIVIDENDS ON	LANCASTER COLONY CORP	R/DTE 12/10/12 P/DTE 12/28/12		22 04	CREDIT
12-28	CASH		DIVIDENDS ON	MINE SAFETY APPLIANCES CO	R/DTE 12/14/12 P/DTE 12/28/12		41 72	CREDIT
12-28	CASH		DIVIDENDS ON	NATIONAL PRESTO INDS INC	R/DTE 12/17/12 P/DTE 12/28/12		192 50	CREDIT
12-28	CASH		DIVIDENDS ON	NATIONAL PRESTO INDS INC	R/DTE 12/17/12 P/DTE 12/28/12		35 00	CREDIT
12-28	CASH		DIVIDENDS ON	QUALITY SYS INC	R/DTE 12/14/12 P/DTE 12/28/12		35 88	CREDIT
12-28	CASH		DIVIDENDS ON	SYNTEL INC	R/DTE 12/18/12 P/DTE 12/28/12		276 75	CREDIT
12-28	CASH		DIVIDENDS ON	SYNTEL INC	R/DTE 12/18/12 P/DTE 12/28/12		7 38	CREDIT
12-28	CASH		DIVIDENDS ON	W & T OFFSHORE INC	R/DTE 12/24/12 P/DTE 12/28/12		54 40	CREDIT
12-31	CASH		DIVIDENDS ON	ADVANTAGE GOVERNMENT LIQ FD			0 02	CREDIT
12-31	CASH		DIVIDENDS ON	OWENS & MINOR INC NEW	R/DTE 12/14/12 P/DTE 12/31/12		38 50	CREDIT
12-31	CASH		DIVIDENDS ON	RAVEN INDS INC	R/DTE 12/14/12 P/DTE 12/31/12		20 79	CREDIT
				Net Income Activity			**$3,891.81**	**CREDIT**

Date	Type	Quantity	Transaction	Description		Price/Entry	Amount	
				**** MONEY FUND ACTIVITY ****				
12-21	CASH	0 03000	RECEIVED	ADVANTAGE GOVERNMENT LIQ FD	DIVIDEND SHARES REINVESTED		0 03	DEBIT
12-31	CASH	0 02000	RECEIVED	ADVANTAGE GOVERNMENT LIQ FD	DIVIDEND SHARES REINVESTED		0 02	DEBIT

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: 4,038 12 **DEBIT**
Total Money Funds Redeemed: 0.00

Net Money Fund Activity **$4,038.17** **DEBIT**

Realized Gain/(Loss)Transactions

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)	
DIODES INC	0 5000	03/29/2007	23 46000	11 73	12/06/2012	15 28000	7 63	(4 10)	LT
DIODES INC	0 5000	04/20/2007	24 92000	12 46	12/06/2012	15 28000	7 63	(4 83)	LT
SUB-TOTAL LONG TERM				**24.19**			**15.26**	**(8.93)**	
TOTAL REALIZED GAIN/(LOSS)				**24.19**			**15.26**	**(8.93)**	

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IMPORTANT: ACCOUNT VERIFICATION PROFILE for your review

Oppenheimer is required to maintain certain information about your account. Because we may rely on this information with respect to your account, it is very important that we have accurate and up-to-date information. Please carefully review the information below, and notify the Branch Manager specified, *in writing*, if any information is incomplete, inaccurate, or out-of-date in any way. Upon receipt of your updated information, we will modify our records and provide an updated Account Verification Profile for your review. Note that if the information below is accurate, no action is required on your part. Please be aware that all information related to your account is held in the strictest confidence.

BRANCH MANAGER OF THE OFFICE SERVICING YOUR ACCOUNT: JAMES HAASS

GENERAL INFORMATION

Business Telephone Number	(303) 741 - 4949
Nature of Business/Entity/Trust	Non Profit
Authorized Person/Trustee Name	Louis J Davis
Authorized Person/Trustee Position	President

FINANCIAL INFORMATION

Net Value/Net Worth	
Assets Available to Invest	
Tax Bracket	NOT SUPPLIED

INVESTMENT OBJECTIVES & RISK TOLERANCE

- ☑ **CAPITAL APPRECIATION** A preference for assuming risk consistent with the pursuit of appreciation in value because of "company" performance, market conditions, income reinvestment, or a combination of these
  - ☑ CONSERVATIVE
  - ☐ MODERATE
  - ☑ AGGRESSIVE
- ☑ **CURRENT INCOME** A preference for investments that generate income rather than capital appreciation
  - ☑ CONSERVATIVE
  - ☐ MODERATE
  - ☑ AGGRESSIVE
- ☑ **LIQUIDITY:** A preference for holding cash and cash equivalents
- ☐ **SHORT-TERM TRADING:** High volume of transactions intending to capitalize on inter-day or inter-week price movements coupled with a high cost-to-equity ratio with a **SIGNIFICANT** risk tolerance.
- ☐ **SPECULATION:** Investments or investment strategies that assume a higher-than-normal market risk with the hope of commensurate gain with a **SIGNIFICANT** risk tolerance
- ☐ **TAX-FREE/TAX-DEFERRED:** A preference for vehicles generating tax-free or tax-deferred income

RISK TOLERANCE DEFINITIONS

CONSERVATIVE: Emphasis on principal preservation over return-on investment

MODERATE: Emphasis on balance between return-on-investment and principal preservation, willing to subject a portion of portfolio to risk in anticipation of greater return on investment

AGGRESSIVE: Emphasis on return-on-investment over principal preservation, willing to subject a larger portion of portfolio to risk in anticipation of greater return-on-investment

SIGNIFICANT: Willing to accept near maximum risk to initial principal to aggressively seek possible maximum returns with the potential to lose most, or all, of the money invested

TIME HORIZON Period of time to achieve stated financial goals

- ☐ Under 1 year
- ☐ 1 - 2 years
- ☐ 3 - 5 Years
- ☐ 6 - 10 years
- ☐ 11 - 20 years
- ☐ Over 20 years

LIQUIDITY NEEDS Ability to quickly and easily convert investments to cash

- ☐ Very Important
- ☐ Important
- ☐ Somewhat Important
- ☐ Not Important

INVESTMENT EXPERIENCE

- ☐ Commodities/Futures
- ☐ Corporate Bonds
- ☑ Equities
- ☐ Initial Public Offerings
- ☑ Managed Money
- ☐ Other
- ☐ Municipal Bonds
- ☑ Mutual Funds
- ☑ Options
- ☐ Private Placements
- ☐ Restricted Stock

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
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STATEMENT OF ACCOUNT

SIPC

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

Page	Account Number	Financial Advisor	Period Ending
10 of 10	G54-0010316	HAMEL, WILLIAM - V5T	12/31/12

Cash and securities held by us in your client account(s) are protected in two ways Through our membership in SIPC (Securities Investor Protection Corp), protection is provided up to US$500,000, of which as much as US$250,000 can be in cash The firm supplements this by providing similar protection for the remainder of the cash and/or securities up to US$100,000,000 that we hold on your behalf Further information about SIPC may be found on their website at www sipc org or by calling (202) 371-8300

Please notify us promptly if you believe that there is any inaccuracy or discrepancy in any transaction or balance reflected on this statement In the event that you have relayed such information to us verbally, please re-confirm to us any such communication in writing as soon as possible thereafter Please be sure to note your account number

****** THIS IS THE END OF YOUR STATEMENT. WE THANK YOU FOR BEING A VALUED CLIENT. ******

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STATEMENT OF ACCOUNT

SIPC

Account Number: G54-0010324
For the Period: 12/01/12 - 12/31/12

Tax ID Number: ON FILE
Last Statement: 11/30/12

News and Information

DISTRIBUTION OF 2012 TAX REPORTING DOCUMENTS

The IRS deadline for mailing 2012 tax reporting documents is February 15, 2013. However, in an effort to minimize amended forms for accounts subject to income reclassifications, pursuant to IRS approval, the mailing for affected accounts may be delayed until late February.

ACCOUNT VERIFICATION PROFILE

Please review the Account Verification Profile on the last page of this statement. Because we may rely upon this information with respect to your account, it is important that you notify us immediately if any of the information is inaccurate, out-of-date or has changed in any way.

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

Portfolio Summary

	This Period 12/31/12	Previous Period 11/30/12	Estimated Annual Income
Money Market Funds	$61,352 68	$59,912 11	$8 18
Mutual Funds	24,980 00	24,720 00	1,201 00
Government Bonds	205,817 64	207,501.96	4,370 00
Government Agency Bonds	185,047 09	185,819 26	4,126 58
Municipal Bonds	13,254 66	13,378 60	553 00
Corporate Bonds	255,365 63	256,278 61	11,373 14
Cash Account Balance	97 50	646 52	
Total Asset Value	**$745,915.20**	**$748,257.06**	**$21,631.90**
Net Value of Accrued Interest	$5,421.18	$4,525 78	

Total Asset Value does not include Direct Investments, Accrued Interest or unpriced securities

Financial Advisor
HAMEL, WILLIAM
V5T
(303) 698-5300

Office Serving Your Account
3200 CHERRY CREEK SOUTH DRIVE
SUITE 310
DENVER, CO 80209

Internet Address: www.opco.com

Income Summary

Reportable	This Period	Year to Date
Money Fund Div Taxable	$0 92	$5 86
Corporate Interest	650 13	11,514 01
Municipal Interest	143 00	626 89
Government Interest	0 00	8,733.72
Dividends	97 50	300 84
Total Reportable	**$891.55**	**$21,181.32**

Cash Activity Summary

Opening Cash Balance	**$646.52**
Net Income Activity	891.55
Net Money Fund Cash Activity	-1,440 57
Closing Cash Balance	**$97.50**

1. **REGULATIONS**
All transactions in your account are subject to the constitution, rules, regulations, customs, usages, rulings and interpretations of the exchange or market, and its clearing house, if any, where the transactions are executed, and if not executed on an exchange, of the Financial Industry Regulatory Authority (FINRA)

2. **FREE CREDIT BALANCES**
Your closing cash balance is held unsegregated and may be used by us in the operation of our business subject to the limitations of Rule 15c3-3 of the Securities Exchange Act of 1934 You have the absolute right to receive, in the normal course of business, any free credit balance and any fully-paid securities to which you are entitled, subject to open commitments in any of your accounts

3. **INTEREST/DIVIDENDS**
We are required by law to report annually to you and to the Internal Revenue Service (IRS) on Form 1099 certain interest and dividend income credited to your account The income that we report is usually the amount printed in the Income Summary in the Year-to-Date section of the last statement that you receive for each calendar year, however, certain reclassifications may alter these amounts and categories, which the IRS requires on Form 1099 Money market dividends are not eligible for the dividend exclusion

4. **SUBSTITUTE FOR 1099-B**
We are required to report to the IRS and to you on Form 1099-B or a substitute the proceeds realized from each disposition of securities as required from time to time by the IRS We are using the appropriate sales trade confirmation as our report to you by printing the legend "Form 1099-B Substitute" We report gross proceeds for each transaction to the IRS Please retain each sales confirmation for income tax purposes

5. **OPTION ACCOUNTS**
   a Random Method of Allocation - Exercise assignment notices for option contracts are allocated pursuant to a manual procedure which randomly selects from among all client short option positions, including positions established on the day of assignment, those contracts which are subject to exercise The writer of an American-style option is subject to being assigned an exercise at any time after he/she has written the option until the option expires By contrast, the writer of a European-style option is subject to exercise assignment only during the exercise period A more detailed description of our random allocation procedure is available upon request

   b Transactions - Information with respect to commissions and other charges related to the execution of option transactions has been included on confirmations of such transactions previously furnished to you A summary of such information will be made promptly available to you upon your request

   c Investment Objectives - Please promptly advise us in writing of any material change in your financial situation and/or investment objectives of your accounts at Oppenheimer

6. **MARGIN ACCOUNTS**
You are entitled to receive securities purchased on margin upon full payment of any indebtedness to us We reserve the right to limit margin purchases in accordance with our policies as modified from time to time and in accordance with regulatory margin requirements Any market increases and/or decreases will be marked-to-the-market on the basis of the daily closing price If your account is not a cash account, this statement may be a combined statement of your general account and of a special memorandum account maintained for you under Regulation T issued by the Board of Governors of the Federal Reserve System The permanent record of the separate accounts as required by Regulation T is available for your inspection upon request In the event that any such securities are being held as collateral in a margin account, your ability to exercise certain attendant rights of ownership, including, but not limited to, the exercise of any voting rights, may be limited Additionally, you will be at risk of losing your qualified dividend status and consequently, any preferential tax rates on dividends

7. **SHORT ACCOUNT BALANCES**
The proceeds of securities sold which you do not own (short sales) appear in your short account in accordance with existing regulations Any market increases and/or decreases from the original sale price will be marked-to-the-market on the basis of the daily closing price

8. **DATES**
Dates shown on purchase and sale transactions are settlement dates You may have received confirmation for transactions which do not appear on your statement If the settlement dates for transactions shown on the confirmations are later than the period ending date of this statement, the transactions will appear on your next regular monthly statement

9 **ACCOUNT ASSIGNMENT**
Oppenheimer has the right to assign your account to anyone, including any registered Financial Advisor, unless you give us written notice to the contrary This right will inure to the benefit of anyone to whom we assign your account

10. **SECURITIES HELD BY YOU**
Securities which you may be holding in your personal possession (or your safe deposit box) will not appear on this statement

11 **FINANCIAL STATEMENT**
A financial statement of Oppenheimer is available for your inspection at our main office A copy will be mailed to you upon written request

12. **ADDITIONAL CHARGES**
Your accounts may be subject to additional charges associated with the clearance and custody of your security positions, which charges have been passed along to us by our depository institutions or the issuer of the securities Securities executed in non-US shares may also be subject to certain foreign execution costs

13. **CALLABLE BONDS AND PREFERRED STOCK**
Corporate and municipal bonds and preferred stock held in our nominee name are held in bulk segregation In the event of a call for less than an entire issue or series of these securities, the securities to be called will be automatically selected on a random basis from those held in bulk The probability that your securities will be selected is proportional to the amount of your holdings relative to those of our other clients A more detailed description of our random selection procedure is available upon request

14. **OPEN ORDERS**
All previous open orders must be cancelled when a new open order is placed You will be responsible for errors that occur because of your failure to cancel an open order The price specified in buy and sell stop orders will be reduced by the amount of dividends or rights on the ex-dividend or ex-rights date

15. **MULTI-TRADED SECURITIES**
Orders for options or other securities traded in more than one market will be executed in a market chosen by us unless you give us specific instructions to execute the order in a specific market

16. **PORTFOLIO HOLDINGS**
The amounts printed in the Market Value column of this section are month-end prices provided by outside quotation services for securities currently held by us in your account Prices of municipal bonds, certain over-the-counter securities and federal obligations are approximations and are only for guidance purposes For an actual quote, please contact your Financial Advisor The prices used are based on the last reported transaction known to the quotation services and do not include estimated selling commissions Oppenheimer cannot guarantee the accuracy or availability of the prices obtained from the quotation services or of the yields or values which are calculated on the basis of these prices

17. **MONEY FUNDS**
The quantity represents shares owned as of the close of business on the statement period ending date Average yield is a net annualized yield for the dividend period shown The yield indicated fluctuates with short-term interest rates and should not be construed as representative of future results

18. **TOTAL ACCOUNT EQUITY**
This figure represents the approximate total value of all your accounts, in US Dollars, on the statement date, including all money funds, based on the combination of the settled money balances, if any, and the value of all settled security and option positions See "Portfolio Holdings", above, for a description of the means used to price securities

19. **SECURITIES PROTECTION**
We are a member of the Securities Investor Protection Corporation (SIPC) This means that securities held by us in your account are protected up to a maximum of US$500,000 per client, including up to a maximum of US$250,000 for cash In addition, securities in your account are covered up to US$100 million per account under an excess insurance policy maintained by the firm Further information about SIPC may be found on their website at www sipc org or by calling (202) 371-8300 Securities that are the subject of a repurchase transaction are not covered by SIPC

20. **ERRORS AND OMISSIONS**
Please notify us promptly if you believe that there is any inaccuracy or discrepancy in any transaction or balance reflected on this statement In the event that you have relayed such information to us verbally, please re-confirm to us any such communication in writing as soon as possible thereafter Please be sure to note your account number

21. **CUSTOMER ACCOUNT TRANSFERS**
Please be advised that there are inherent costs incurred by Oppenheimer relating to the transfer of security positions Oppenheimer charges US$125 for outgoing Customer Account Transfers In addition, there may be foreign custody charges that are passed along from various custodial agents These charges are substantial and range from US$50 to US$250 per item, depending upon the country in which the security is held

22. **SERVICE FEES**
A service fee of US$25 per calendar quarter will be charged to all accounts inactive during the prior 12-month period

23. **CORRESPONDENT ACCOUNTS**
Customer funds or securities are located at Oppenheimer & Co Inc

24. **RETIREMENT, EDUCATION AND HEALTH SAVINGS ACCOUNT FEES**
Annual Fee IRA (Traditional, Roth, SIMPLE, SEP), Coverdell Education Savings and Health Savings Accounts US$50, Custodial Simplified Qualified Plans US$75, Custodial Flexible Qualified Plans US$125, Distribution Fee for each remittance up to US$250 US$5, Termination Fee US$125

25 **MULTI-CURRENCY**
Investments and transactions in securities denominated in a foreign currency carry certain risks, including, without limitation, currency risk The value of these securities may be affected by fluctuations in currency rates in their respective foreign countries as compared to the U S dollar A change in exchange rates may adversely affect the price or value of, or the return or interest on, such securities

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Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A The total gains and/or losses do not reflect positions which we do not have cost information Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information

Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments EAI and EY for certain types of securities could include a return of principal or capital gains, in which case the EAI and EY would be overstated As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate

Money Market Funds

(NOT FDIC INSURED)

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE GOVERNMENT LIQ FD	CASH	40,789 2200	ADGXX	1 00000	1 00000	40,789 22	40,789 22	0 010%	4	5 47
ADVANTAGE PRIMARY LIQ FD	CASH	20,563 4600	ADLXX	1 00000	1 00000	20,563 46	20,563 46	0 020%	4	2 76
TOTAL MONEY MARKET FUNDS						**61,352.68**	**61,352.68**		**8**	**8.23**

Mutual Funds

Exchange Traded Funds

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
POWERSHARES ETF TRUST II SENIOR LN PORT SBI/CBI ETF	CASH	1,000	BKLN	25 03900	24 98000	25,039 00	24,980 00	(59)	4 807%	1,201	3 35
SUB-TOTAL EXCHANGE TRADED FUNDS						**25,039.00**	**24,980.00**	**(59)**		**1,201**	**3.35**
TOTAL MUTUAL FUNDS						**25,039.00**	**24,980.00**	**(59)**		**1,201**	**3.35**

Fixed Income

Government Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP #	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
UNITED STATES TREAS NTS B/E 2% DUE 04/30/16 NOTE	CASH	40,000	912828QF0	100 41800	105 21100	40,167 18	42,084 40	1,917	2 000%	800	5 64
UNITED STATES TREAS NTS B/E 2 375% DUE 05/31/18 NOTE	CASH	46,000	912828QQ6	100 75600	108 34400	46,347 74	49,838 24	3,491	2 375%	1,092	6 68

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Government Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP #	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
UNITED STATES TREAS NTS B/E 2 125% DUE 08/15/21 NOTE	CASH	96,000	912828RC6	100 75390	105 12500	96,723 74	100,920 00	4,196	2 125%	2,040	13 53
UNITED STATES TREAS BDS B/E 4 375% DUE 02/15/38 DEBENTURE	CASH	10,000	912810PW2	126 07960	129 75000	12,607 96	12,975 00	367	4 375%	437	1 74
SUB-TOTAL GOVERNMENT BONDS		**192,000**				**195,846 62**	**205,817.64**	**9,971**		**4,370**	**27.59**

Due to credit market volatility this month, there may be some unreliable pricing of fixed income securities compared to prior months. Call your Financial Advisor if you have any questions.

Government Agency Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP #	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
UNITED STATES TREAS NTS 5% DUE 04/15/15 NOTE AMORTIZED AMOUNT = 13,876 FACTOR = 1 06741000	CASH	13,000	912828MY3	94 82800	104 34400	13,158 64	14,479 11	1,320	0 500%	69	1 94
FEDERAL NATL MTG ASSN B/E 2 375% DUE 07/28/15 NOTE	CASH	51,000	31398AU34	99 64200	105 13600	50,817 42	53,619 36	2,802	2 375%	1,211	7 19
FEDERAL HOME LN MTG CORP B/E 2 5% DUE 05/27/16 MEDIUM TERM NOTE	CASH	40,000	3137EACT4	99 90200	106 69500	39,960 80	42,678 00	2,717	2 500%	1,000	5 72
UNITED STATES TREAS NTS TIPS 1 625% DUE 01/15/18 NOTE AMORTIZED AMOUNT = 18,770 FACTOR = 1 10417000	CASH	17,000	912828HN3	93 31560	115 97700	17,516 16	21,769 91	4,254	1 625%	305	2 92
FEDERAL HOME LN MTG CORP B/E 3 75% DUE 03/27/19 NOTE	CASH	38,000	3137EACA5	99 40320	115 59200	37,773 23	43,924 96	6,152	3 750%	1,425	5 89
UNITED STATES TREAS BDS 1 75% DUE 01/15/28 DEB AMORTIZED AMOUNT = 6,625 FACTOR = 1 10417000	CASH	6,000	912810PV4	95 50330	129 44500	6,327 11	8,575 75	2,249	1 750%	115	1 15
SUB-TOTAL GOVERNMENT AGENCY BONDS		**165,000**				**165,553.36**	**185,047.09**	**19,494**		**4,126**	**24.81**

Due to credit market volatility this month, there may be some unreliable pricing of fixed income securities compared to prior months Call your Financial Advisor if you have any questions.

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Municipal Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP/ Rating	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
DOMINION RES INC VA NEW VA 4 45% DUE 03/15/21 B/E TXBL CALLABLE	CASH	6,000	25746UBL2 BAA2 / A-	111 30370	115 20600	6,678 22	6,912 36	234	4 450%	267	0 93
CHICAGO ILL MET WTR RECLAMATIO IL 5 72% DUE 12/01/38 B/E UGO TXBL NON-CALL	CASH	5,000	167560PL9 AAA / AAA	122 94200	126 84600	6,147 10	6,342 30	195	5 720%	286	0 85
SUB-TOTAL MUNICIPAL BONDS		**11,000**				**12,825.32**	**13,254.66**	**429**		**553**	**1.78**

Due to credit market volatility this month, there may be some unreliable pricing of fixed income securities compared to prior months. Call your Financial Advisor if you have any questions.

Corporate Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP/ Rating	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
MORGAN STANLEY B/E 4 75% DUE 04/01/14 NOTE	CASH	7,000	61748AAE6 BAA2 / BBB+	101 28710	103 54800	7,090 10	7,248 36	158	4 750%	332	0 97
TELECOM ITALIA CAP FGN 6 175% DUE 06/18/14 NOTE	CASH	7,000	87927VAW8 BAA2 / BBB	100 72090	105 98000	7,050 46	7,418 60	368	6 175%	432	0 99
JOHNSON CTLS INC B/E 5 5% DUE 01/15/16 NOTE	CASH	6,000	478366AR8 BAA1 / BBB+	111 45000	112 87900	6,687 00	6,772 74	86	5 500%	330	0 91
HOME DEPOT INC B/E 5 4% DUE 03/01/16 NOTE	CASH	6,000	437076AP7 A3 / A-	111 78200	114 24200	6,706 92	6,854 52	148	5 400%	324	0 92
MCKESSON CORP B/E 3 25% DUE 03/01/16 NOTE	CASH	7,000	58155QAC7 BAA2 / A-	101 31960	107 19000	7,092 37	7,503 30	411	3 250%	227	1 01
THERMO FISHER SCIENTIFIC INC B/E 2 25% DUE 08/15/16 NOTE	CASH	7,000	883556BA9 BAA1 / A-	100 67700	103 53900	7,047 39	7,247 73	200	2 250%	157	0 97
WASTE MGMT INC DEL B/E 2 6% DUE 09/01/16 NOTE	CASH	2,000	94106LAX7 BAA3 / BBB	99 99100	104 75700	1,999 82	2,095 14	95	2 600%	52	0 28
DEERE JOHN CAP CORP MTNS BE B/E 1 85% DUE 09/15/16 MTN	CASH	9,000	24422ERF8 A2 / A	99 94700	103 42700	8,995 23	9,308 43	313	1 850%	166	1 25

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Corporate Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP/ Rating	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
U S BANCORP MTNS BK ENT B/E 2 2% DUE 11/15/16 MTN CALL 10/14/16 @100	CASH	7,000	91159HHB9 A1 / A+	100 20600	104 19100	7,014 42	7,293 37	279	2 200%	154	0 98
ACE INA HLDG INC B/E 5 7% DUE 02/15/17 NOTE	CASH	6,000	00440EAJ6 A3 / A	100 39570	117 42200	6,023 74	7,045 32	1,022	5 700%	342	0 94
BURLINGTON NORTHN SANTA FE CP B/E 5 65% DUE 05/01/17 DEB	CASH	6,000	12189TAY0 A3 / BBB+	100 87120	117 71100	6,052 27	7,062 66	1,010	5 650%	339	0 95
AMERICAN EXPRESS CO B/E 6 15% DUE 08/28/17 NOTE	CASH	6,000	025816AX7 A3 / BBB+	115 39000	120 49700	6,923 40	7,229 82	306	6 150%	369	0 97
MERRILL LYNCH CO INC MTN BE B/E 6 4% DUE 08/28/17 MTN	CASH	6,000	59018YJ69 BAA2 / A-	103 17300	117 43600	6,190 38	7,046 16	856	6 400%	384	0 94
BEAR STEARNS COS INC B/E 7 25% DUE 02/01/18 NT,INV CO	CASH	12,000	073902RU4 A2 / A	107 57910	125 30400	12,909 49	15,036 48	2,127	7 250%	870	2 02
XEROX CORP B/E 6 35% DUE 05/15/18 NOTE	CASH	4,000	984121BW2 BAA2 / BBB-	94 24830	115 33000	3,769 93	4,613 20	843	6 350%	254	0 62
VERIZON COMMUNICATIONS INC B/E 6 35% DUE 04/01/19 NOTE	CASH	6,000	92343VAV6 A3 / A-	99 08000	126 37800	5,944 80	7,582 68	1,638	6 350%	381	1 02
DOW CHEM CO B/E 8 55% DUE 05/15/19 NOTE	CASH	5,000	260543BX0 BAA2 / BBB	119 32300	135 00800	5,966 15	6,750 40	784	8 550%	427	0 91
TELEFONICA EMISIONES S A U FGN 5 877% DUE 07/15/19 NOTE	CASH	7,000	87938WAH6 BAA2 / BBB	109 23540	109 54500	7,646 48	7,668 15	22	5 877%	411	1 03
CREDIT SUISSE NEW YORK BRANCH B/E 5 4% DUE 01/14/20 MTN	CASH	7,000	22546QAD9 BAA2 / BBB+	100 27390	112 43900	7,019 17	7,870 73	852	5 400%	378	1 06
ANHEUSER BUSCH INBEV WORLDWIDE B/E 5 375% DUE 01/15/20 NOTE	CASH	6,000	03523TAN8 A3 / A	111 52900	121 70300	6,691 74	7,302 18	610	5 375%	322	0 98
KRAFT FOODS INC B/E 5 375% DUE 02/[illegible] NOTE	CASH	6,000	50075NBA1 BAA2 / BBB-	110 73800	120 72600	6,644 28	7,243 56	599	5 375%	322	0 97

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Corporate Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP/ Rating	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
COMCAST CORP NEW B/E 5 15% DUE 03/01/20 MTN	CASH	6,000	20030NBA8 BAA1 / BBB+	100 09570	118 52600	6,005 74	7,111 56	1,106	5 150%	309	0 95
GOLDMAN SACHS GRP INC MTN BE B/E 6% DUE 06/15/20 MTN	CASH	7,000	38141EA66 A3 / A-	106 44270	118 82100	7,450 99	8,317 47	866	6 000%	420	1 12
GENERAL ELEC CAP CORP MTN BE B/E 4 375% DUE 09/16/20 MTN	CASH	14,000	36962G4R2 A1 / AA+	99 59060	111 60500	13,942 69	15,624 70	1,682	4 375%	612	2 09
DIRECTV HLDGS LLC / DIRECTV B/E 5% DUE 03/01/21 NOTE	CASH	7,000	25459HBA2 BAA2 / BBB	99 65200	112 17800	6,975 64	7,852 46	877	5 000%	350	1 05
WELLS FARGO CO MTN BE B/E 4 6% DUE 04/01/21 MTN	CASH	7,000	94974BEV8 A2 / A+	106 46300	115 02400	7,452 41	8,051 68	599	4 600%	322	1 08
CATERPILLAR INC DEL B/E 3 9% DUE 05/27/21 NOTE	CASH	7,000	149123BV2 A2 / A	99 55870	112 18900	6,969 11	7,853 23	884	3 900%	273	1 05
INTEL CORP B/E 3 3% DUE 10/01/21 NOTE	CASH	7,000	458140AJ9 A1 / A+	103 14300	106 03600	7,220 01	7,422 52	203	3 300%	231	1 00
CIGNA CORPORATION B/E 4% DUE 02/15/22 NOTE CALL 11/15/21 @100	CASH	7,000	125509BS7 BAA2 / BBB	98 76200	109 31500	6,913 34	7,652 05	739	4 000%	280	1 03
MIDAMERICAN ENERGY HLDGS NEW B/E 6 125% DUE 04/01/36 DEB	CASH	6,000	59562VAM9 BAA1 / BBB+	98 75320	126 23400	5,925 19	7,574 04	1,649	6 125%	367	1 02
ORACLE CORP B/E 6 5% DUE 04/15/38 NOTE	CASH	6,000	68389XAE5 A1 / A+	115 48100	139 05200	6,928 86	8,343 12	1,414	6 500%	390	1 12
AT&T INC B/E 6 55% DUE 02/15/39 NOTE	CASH	6,000	00206RAS1 A2 / A-	113 60900	131 41100	6,816 54	7,884 66	1,068	6 550%	393	1 06

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STATEMENT OF ACCOUNT

SIPC

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

Page	Account Number	Financial Advisor	Period Ending
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Corporate Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP/ Rating	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
METLIFE INC B/E 6 4% DUE 12/15/66 DEB,EXTDBL CALL 12/15/31 @100	CASH	7,000	59156RAP3 BAA2 / BBB	97 66140	106 92300	6,836 30	7,484 61	648	6 400%	448	0 98
SUB-TOTAL CORPORATE BONDS		**222,000**				**230,902.36**	**255,365.63**	**24,462**		**11,373**	**34 24**

Due to credit market volatility this month, there may be some unreliable pricing of fixed income securities compared to prior months. Call your Financial Advisor if you have any questions.

	Quantity	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EAI	Portfolio Percent
TOTAL FIXED INCOME	**590,000**	**605,127.66**	**659,485.02**	**54,356**	**20,422**	**88.42**

	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
Total Portfolio Holdings	$691,519.34	$745,817.70	$54,297	2.900%	21,631	100%

Transactions/Activity Detail

Date	Type	Quantity	Transaction	Description		Price/Entry	Amount	
				** INCOME ACTIVITY **				
12-03	CASH		INTEREST ON	CHICAGO ILL MET WTR RECLAMATIO R/DTE 11/16/12 P/DTE 12/03/12	IL 5 72% DUE 12/01/38		143 00	CREDIT
12-17	CASH		INTEREST ON	GOLDMAN SACHS GRP INC MTN BE R/DTE 11/30/12 P/DTE 12/17/12	B/E 6% DUE 06/15/20		210 00	CREDIT
12-17	CASH		INTEREST ON	METLIFE INC R/DTE 12/14/12 P/DTE 12/17/12	B/E 6 4% DUE 12/15/66		224 00	CREDIT
12-18	CASH		INTEREST ON	TELECOM ITALIA CAP R/DTE 11/30/12 P/DTE 12/18/12	FGN 6 175% DUE 06/18/14		216 13	CREDIT
12-21	CASH		DIVIDENDS ON	ADVANTAGE GOVERNMENT LIQ FD			0 35	CREDIT
12-21	CASH		DIVIDENDS ON	ADVANTAGE PRIMARY LIQ FD			0 35	CREDIT
12-31	CASH		DIVIDENDS ON	ADVANTAGE GOVERNMENT LIQ FD			0 11	CREDIT
12-31	CASH		DIVIDENDS ON	ADVANTAGE PRIMARY LIQ FD			0 11	CREDIT
12-31	CASH		DIVIDENDS ON	POWERSHARES ETF TRUST II R/DTE 12/18/12 P/DTE 12/31/12	SENIOR LN PORT		97 50	CREDIT
				Net Income Activity			**$891.55**	**CREDIT**

Date	Type	Quantity	Transaction	Description		Price/Entry	Amount	
				** MONEY FUND ACTIVITY **				
12-21	CASH	0 35000	RECEIVED	ADVANTAGE GOVERNMENT LIQ FD	DIVIDEND SHARES REINVESTED		0 35	DEBIT
12-21	CASH	0 35000	RECEIVED	ADVANTAGE PRIMARY LIQ FD	DIVIDEND SHARES REINVESTED		0 35	DEBIT
12-31	CASH	0 11000	RECEIVED	ADVANTAGE GOVERNMENT LIQ FD	DIVIDEND SHARES REINVESTED		0 11	DEBIT
12-31	CASH	0 11000	RECEIVED	ADVANTAGE PRIMARY LIQ FD	DIVIDEND SHARES REINVESTED		0 11	DEBIT

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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:**		**1,439.65**	**DEBIT**
					Total Money Funds Redeemed:		**0.00**	

Net Money Fund Activity .... **$1,440.57 DEBIT**

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IMPORTANT: ACCOUNT VERIFICATION PROFILE for your review

Oppenheimer is required to maintain certain information about your account. Because we may rely on this information with respect to your account, it is very important that we have accurate and up-to-date information. Please carefully review the information below, and notify the Branch Manager specified, *in writing*, if any information is incomplete, inaccurate, or out-of-date in any way. Upon receipt of your updated information, we will modify our records and provide an updated Account Verification Profile for your review. Note that if the information below is accurate, no action is required on your part. Please be aware that all information related to your account is held in the strictest confidence.

BRANCH MANAGER OF THE OFFICE SERVICING YOUR ACCOUNT: JAMES HAASS

GENERAL INFORMATION

Business Telephone Number	(303) 741 - 4949
Nature of Business/Entity/Trust	Non Profit
Authorized Person/Trustee Name	Louis J Davis
Authorized Person/Trustee Position	President

FINANCIAL INFORMATION

Net Value/Net Worth	
Assets Available to Invest	
Tax Bracket	NOT SUPPLIED

INVESTMENT OBJECTIVES & RISK TOLERANCE

- ☑ **CAPITAL APPRECIATION** A preference for assuming risk consistent with the pursuit of appreciation in value because of "company" performance, market conditions, income reinvestment, or a combination of these — ☑ CONSERVATIVE ☐ MODERATE ☑ AGGRESSIVE
- ☑ **CURRENT INCOME** A preference for investments that generate income rather than capital appreciation — ☑ CONSERVATIVE ☐ MODERATE ☑ AGGRESSIVE
- ☑ **LIQUIDITY:** A preference for holding cash and cash equivalents
- ☐ **SHORT-TERM TRADING:** High volume of transactions intending to capitalize on inter-day or inter-week price movements coupled with a high cost-to-equity ratio with a **SIGNIFICANT** risk tolerance
- ☐ **SPECULATION:** Investments or investment strategies that assume a higher-than-normal market risk with the hope of commensurate gain with a **SIGNIFICANT** risk tolerance
- ☐ **TAX-FREE/TAX-DEFERRED:** A preference for vehicles generating tax-free or tax-deferred income

RISK TOLERANCE DEFINITIONS

CONSERVATIVE: Emphasis on principal preservation over return-on investment
MODERATE: Emphasis on balance between return-on-investment and principal preservation, willing to subject a portion of portfolio to risk in anticipation of greater return on investment
AGGRESSIVE: Emphasis on return-on-investment over principal preservation, willing to subject a larger portion of portfolio to risk in anticipation of greater return-on-investment
SIGNIFICANT: Willing to accept near maximum risk to initial principal to aggressively seek possible maximum returns with the potential to lose most, or all, of the money invested

TIME HORIZON Period of time to achieve stated financial goals

- ☐ Under 1 year
- ☐ 1 - 2 years
- ☐ 3 - 5 Years
- ☐ 6 - 10 years
- ☐ 11 - 20 years
- ☐ Over 20 years

LIQUIDITY NEEDS Ability to quickly and easily convert investments to cash

- ☐ Very Important
- ☐ Important
- ☐ Somewhat Important
- ☐ Not Important

INVESTMENT EXPERIENCE

- ☐ Commodities/Futures
- ☐ Corporate Bonds
- ☑ Equities
- ☐ Initial Public Offerings
- ☑ Managed Money
- ☐ Other
- ☐ Municipal Bonds
- ☑ Mutual Funds
- ☑ Options
- ☐ Private Placements
- ☐ Restricted Stock

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****** THIS IS THE END OF YOUR STATEMENT. WE THANK YOU FOR BEING A VALUED CLIENT. ******

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STATEMENT OF ACCOUNT

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News and Information

DISTRIBUTION OF 2012 TAX REPORTING DOCUMENTS

The IRS deadline for mailing 2012 tax reporting documents is February 15, 2013. However, in an effort to minimize amended forms for accounts subject to income reclassifications, pursuant to IRS approval, the mailing for affected accounts may be delayed until late February.

ACCOUNT VERIFICATION PROFILE

Please review the Account Verification Profile on the last page of this statement. Because we may rely upon this information with respect to your account, it is important that you notify us immediately if any of the information is inaccurate, out-of-date or has changed in any way.

Account Number: G54-0010332
For the Period: 12/01/12 - 12/31/12

Tax ID Number: ON FILE
Last Statement: 11/30/12

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

Portfolio Summary

	This Period 12/31/12	Previous Period 11/30/12	Estimated Annual Income
Money Market Funds	$508,797 22	$506,814 85	$101 75
Equities	1,717,547.13	1,718,381 90	42,948 86
Mutual Funds	556,099 04	556,186 00	11,204 38
Cash Account Balance	1,456 00	100.27	
Total Asset Value	**$2,783,899.39**	**$2,781,483.02**	**$54,254.99**

Total Asset Value does not include Direct Investments, Accrued Interest or unpriced securities

Financial Advisor
HAMEL, WILLIAM
V5T
(303) 698-5300

Office Serving Your Account
3200 CHERRY CREEK SOUTH DRIVE
SUITE 310
DENVER, CO 80209

Internet Address: www.opco.com

Cash Activity Summary

Opening Cash Balance	**$100.27**
Net Buy and Sell Transactions	16,205 94
Net Miscellaneous Credits/Debits	-22,570 39
Net Income Activity	9,702 55
Net Money Fund Cash Activity	-1,982 37
Closing Cash Balance	**$1,456.00**

Income Summary

Reportable	This Period	Year to Date
Dividends	$9,608 78	$47,395 81
Money Fund Div Taxable	12 77	96 42
MLP Distributions	81 00	3,926 00
Foreign Tax Withheld	-70 39	-397 71
Total Reportable	**$9,632.16**	**$51,020.52**

1. **REGULATIONS**
All transactions in your account are subject to the constitution, rules, regulations, customs, usages, rulings and interpretations of the exchange or market, and its clearing house, if any, where the transactions are executed, and if not executed on an exchange, of the Financial Industry Regulatory Authority (FINRA)

2. **FREE CREDIT BALANCES**
Your closing cash balance is held unsegregated and may be used by us in the operation of our business subject to the limitations of Rule 15c3-3 of the Securities Exchange Act of 1934 You have the absolute right to receive, in the normal course of business, any free credit balance and any fully-paid securities to which you are entitled, subject to open commitments in any of your accounts

3. **INTEREST/DIVIDENDS**
We are required by law to report annually to you and to the Internal Revenue Service (IRS) on Form 1099 certain interest and dividend income credited to your account The income that we report is usually the amount printed in the Income Summary in the Year-to-Date section of the last statement that you receive for each calendar year, however, certain reclassifications may alter these amounts and categories, which the IRS requires on Form 1099 Money market dividends are not eligible for the dividend exclusion

4. **SUBSTITUTE FOR 1099-B**
We are required to report to the IRS and to you on Form 1099-B or a substitute the proceeds realized from each disposition of securities as required from time to time by the IRS We are using the appropriate sales trade confirmation as our report to you by printing the legend "Form 1099-B Substitute" We report gross proceeds for each transaction to the IRS Please retain each sales confirmation for income tax purposes

5. **OPTION ACCOUNTS**
   a Random Method of Allocation - Exercise assignment notices for option contracts are allocated pursuant to a manual procedure which randomly selects from among all client short option positions, including positions established on the day of assignment, those contracts which are subject to exercise The writer of an American-style option is subject to being assigned an exercise at any time after he/she has written the option until the option expires By contrast, the writer of a European-style option is subject to exercise assignment only during the exercise period A more detailed description of our random allocation procedure is available upon request
   b Transactions - Information with respect to commissions and other charges related to the execution of option transactions has been included on confirmations of such transactions previously furnished to you A summary of such information will be made promptly available to you upon your request
   c Investment Objectives - Please promptly advise us in writing of any material change in your financial situation and/or investment objectives of your accounts at Oppenheimer

6. **MARGIN ACCOUNTS**
You are entitled to receive securities purchased on margin upon full payment of any indebtedness to us We reserve the right to limit margin purchases in accordance with our policies as modified from time to time and in accordance with regulatory margin requirements Any market increases and/or decreases will be marked-to-the-market on the basis of the daily closing price If your account is not a cash account, this statement may be a combined statement of your general account and of a special memorandum account maintained for you under Regulation T issued by the Board of Governors of the Federal Reserve System The permanent record of the separate accounts as required by Regulation T is available for your inspection upon request In the event that any such securities are being held as collateral in a margin account, your ability to exercise certain attendant rights of ownership, including, but not limited to, the exercise of any voting rights, may be limited Additionally, you will be at risk of losing your qualified dividend status and consequently, any preferential tax rates on dividends

7. **SHORT ACCOUNT BALANCES**
The proceeds of securities sold which you do not own (short sales) appear in your short account in accordance with existing regulations Any market increases and/or decreases from the original sale price will be marked-to-the-market on the basis of the daily closing price

8. **DATES**
Dates shown on purchase and sale transactions are settlement dates You may have received confirmation for transactions which do not appear on your statement If the settlement dates for transactions shown on the confirmations are later than the period ending date of this statement, the transactions will appear on your next regular monthly statement

9. **ACCOUNT ASSIGNMENT**
Oppenheimer has the right to assign your account to anyone, including any registered Financial Advisor, unless you give us written notice to the contrary This right will inure to the benefit of anyone to whom we assign your account

10. **SECURITIES HELD BY YOU**
Securities which you may be holding in your personal possession (or your safe deposit box) will not appear on this statement

11. **FINANCIAL STATEMENT**
A financial statement of Oppenheimer is available for your inspection at our main office A copy will be mailed to you upon written request

12. **ADDITIONAL CHARGES**
Your accounts may be subject to additional charges associated with the clearance and custody of your security positions, which charges have been passed along to us by our depository institutions or the issuer of the securities Securities executed in non-US shares may also be subject to certain foreign execution costs

13. **CALLABLE BONDS AND PREFERRED STOCK**
Corporate and municipal bonds and preferred stock held in our nominee name are held in bulk segregation In the event of a call for less than an entire issue or series of these securities, the securities to be called will be automatically selected on a random basis from those held in bulk The probability that your securities will be selected is proportional to the amount of your holdings relative to those of our other clients A more detailed description of our random selection procedure is available upon request

14. **OPEN ORDERS**
All previous open orders must be cancelled when a new open order is placed You will be responsible for errors that occur because of your failure to cancel an open order The price specified in buy and sell stop orders will be reduced by the amount of dividends or rights on the ex-dividend or ex-rights date

15. **MULTI-TRADED SECURITIES**
Orders for options or other securities traded in more than one market will be executed in a market chosen by us unless you give us specific instructions to execute the order in a specific market

16. **PORTFOLIO HOLDINGS**
The amounts printed in the Market Value column of this section are month-end prices provided by outside quotation services for securities currently held by us in your account Prices of municipal bonds, certain over-the-counter securities and federal obligations are approximations and are only for guidance purposes For an actual quote, please contact your Financial Advisor The prices used are based on the last reported transaction known to the quotation services and do not include estimated selling commissions Oppenheimer cannot guarantee the accuracy or availability of the prices obtained from the quotation services or of the yields or values which are calculated on the basis of these prices

17. **MONEY FUNDS**
The quantity represents shares owned as of the close of business on the statement period ending date Average yield is a net annualized yield for the dividend period shown The yield indicated fluctuates with short-term interest rates and should not be construed as representative of future results

18. **TOTAL ACCOUNT EQUITY**
This figure represents the approximate total value of all your accounts, in US Dollars, on the statement date, including all money funds, based on the combination of the settled money balances, if any, and the value of all settled security and option positions See "Portfolio Holdings", above, for a description of the means used to price securities

19. **SECURITIES PROTECTION**
We are a member of the Securities Investor Protection Corporation (SIPC) This means that securities held by us in your account are protected up to a maximum of US$500,000 per client, including up to a maximum of US$250,000 for cash In addition, securities in your account are covered up to US$100 million per account under an excess insurance policy maintained by the firm Further information about SIPC may be found on their website at www sipc org or by calling (202) 371-8300 Securities that are the subject of a repurchase transaction are not covered by SIPC

20. **ERRORS AND OMISSIONS**
Please notify us promptly if you believe that there is any inaccuracy or discrepancy in any transaction or balance reflected on this statement In the event that you have relayed such information to us verbally, please re-confirm to us any such communication in writing as soon as possible thereafter Please be sure to note your account number

21. **CUSTOMER ACCOUNT TRANSFERS**
Please be advised that there are inherent costs incurred by Oppenheimer relating to the transfer of security positions Oppenheimer charges US$125 for outgoing Customer Account Transfers In addition, there may be foreign custody charges that are passed along from various custodial agents These charges are substantial and range from US$50 to US$250 per item, depending upon the country in which the security is held

22 **SERVICE FEES**
A service fee of US$25 per calendar quarter will be charged to all accounts inactive during the prior 12-month period

23. **CORRESPONDENT ACCOUNTS**
Customer funds or securities are located at Oppenheimer & Co Inc

24. **RETIREMENT, EDUCATION AND HEALTH SAVINGS ACCOUNT FEES**
Annual Fee IRA (Traditional, Roth, SIMPLE, SEP), Coverdell Education Savings and Health Savings Accounts US$50, Custodial Simplified Qualified Plans US$75, Custodial Flexible Qualified Plans US$125, Distribution Fee for each remittance up to US$250 US$5, Termination Fee US$125

25 **MULTI-CURRENCY**
Investments and transactions in securities denominated in a foreign currency carry certain risks, including, without limitation, currency risk The value of these securities may be affected by fluctuations in currency rates in their respective foreign countries as compared to the U S dollar A change in exchange rates may adversely affect the price or value of, or the return or interest on, such securities

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Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A The total gains and/or losses do not reflect positions which we do not have cost information Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information

Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments EAI and EY for certain types of securities could include a return of principal or capital gains, in which case the EAI and EY would be overstated As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate

Money Market Funds

(NOT FDIC INSURED)

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE PRIMARY LIQ FD	CASH	508,797 2200	ADLXX	1 00000	1 00000	508,797 22	508,797 22	0 020%	101	18 29
TOTAL MONEY MARKET FUNDS						**508,797.22**	**508,797.22**		**101**	**18.29**

Equities

Please note the following icon appears to the right of the stock symbol of those securities which Oppenheimer has provided research coverage If you wish to access such research you may visit the Client Access web site (www opco com) or speak with your Financial Advisor

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
APPLE INC	(Q) CASH	300	AAPL	164 78680	532 17290	49,436 03	159,651 87	110,216	1 991%	3,180	5 74
BAXTER INTL INC	(L) CASH	1,000	BAX	62 93950	66 66000	62,939 50	66,660 00	3,721	2 700%	1,800	2 40
CVS CAREMARK CORPORATION	(L) CASH	1,200	CVS	38 08580	48 35000	45,702 91	58,020 00	12,317	1 861%	1,080	2 09
CERNER CORP	(Q) CASH	400	CERN	73 45980	77 51000	29,383 92	31,004 00	1,620			1 11
CHICAGO BRIDGE & IRON CO N V N Y REGISTRY SH	(E) CASH	2,200	CBI	16 58400	46 35000	36,484 70	101,970 00	65,485	0 431%	440	3 66
CISCO SYS INC	(R) CASH	1,500	CSCO	24 74850	19 64940	37,122 75	29,474 10	(7,649)	2 849%	840	1 06
CONAGRA FOODS INC	(J) CASH	1,000	CAG	21 19970	29 50000	21,199 65	29,500 00	8,300	3 389%	1,000	1 06
CONSOLIDATED EDISON INC	(T) CASH	300	ED	47 12340	55 54000	14,137 03	16,662 00	2,525	4 357%	726	0 60
DISNEY WALT CO COM DISNEY	(H) CASH	200	DIS	30 37710	49 79000	6,075 41	9,958 00	3,883	1 506%	150	0 36
DOW CHEM CO	(C) CASH	200	DOW	26 84660	32 32940	5,369 31	6,465 88	1,097	3 959%	256	0 23
EXPRESS SCRIPTS HLDG CO	(L) CASH	200	ESRX	39 30420	54 00000	7,860 83	10,800 00	2,939			0 39
FORD MTR CO DEL COM PAR $0 01	(S) CASH	700	F	13 17780	12 95000	9,224 46	9,065 00	(159)	1 544%	140	0 33

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Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
FREEPORT-MCMORAN COPPER & GOLD	(C) CASH	1,000	FCX	40 99390	34 20000	40,993 93	34,200 00	(6,794)	3 654%	1,250	1 23
GENERAL ELECTRIC CO	(T) CASH	1,000	GE	20 22240	20 99000	20,222 41	20,990 00	768	3 620%	760	0 75
GILEAD SCIENCES INC	(L) CASH	800	GILD	55 51600	73 45000	44,412 80	58,760 00	14,347			2 11
GLAXOSMITHKLINE PLC SPONSORED ADR	(L) CASH	500	GSK	48 82850	43 47000	24,414 25	21,735 00	(2,679)	5 335%	1,159	0 78
HALLIBURTON CO	(G) CASH	1,000	HAL	43 48870	34 69000	43,488 74	34,690 00	(8,799)	1 037%	360	1 25
HEALTH CARE REIT INC REIT	(I) CASH	1,000	HCN	42 52480	61 29000	42,524 77	61,290 00	18,765	4 829%	2,960	2 20
HEWLETT PACKARD CO	(Q) CASH	500	HPQ	45 46800	14 25000	22,733 99	7,125 00	(15,609)	3 705%	264	0 26
HONEYWELL INTL INC	(S) CASH	1,000	HON	48 21420	63 47000	48,214 21	63,470 00	15,256	2 583%	1,640	2 28
INTERNATIONAL BUSINESS MACHS	(Q) CASH	200	IBM	130 34730	191 55000	26,069 46	38,310 00	12,241	1 774%	680	1 38
JOHNSON & JOHNSON	(L) CASH	500	JNJ	71 76800	70 10000	35,884 00	35,050 00	(834)	3 480%	1,220	1 26
LAUDER ESTEE COS INC CL A	(F) CASH	600	EL	41 41590	59 86000	24,849 52	35,916 00	11,066	1 202%	432	1 29
MERCK & CO INC NEW	(L) CASH	221	MRK	36 03530	40 94000	7,963 81	9,047 74	1,084	4 201%	380	0 33
METLIFE INC	(I) CASH	1,854	MET	37 65260	32 94000	69,808 01	61,070 76	(8,737)	2 246%	1,371	2 19
MONSANTO CO NEW	(A) CASH	400	MON	119 08750	94 65000	47,635 00	37,860 00	(9,775)	1 584%	600	1 36
NORFOLK SOUTHERN CORP	(S) CASH	500	NSC	49 44600	61 84000	24,723 00	30,920 00	6,197	3 234%	1,000	1 11
NUCOR CORP	(C) CASH	1,500	NUE	55 29060	43 16000	82,935 95	64,740 00	(18,196)	3 405%	2,205	2 33
OCCIDENTAL PETE CORP DEL	(G) CASH	200	OXY	80 26890	76 61000	16,053 77	15,322 00	(732)	2 819%	432	0 55
ORACLE CORP	(Q) CASH	1,000	ORCL	28 23530	33 32000	28,235 29	33,320 00	5,085	0 720%	240	1 20
OWENS ILL INC COM NEW	(C) CASH	1,500	OI	38 34440	21 27000	57,516 65	31,905 00	(25,612)			1 15
PEABODY ENERGY CORP	(C) CASH	500	BTU	43 17560	26 61000	21,587 81	13,305 00	(8,283)	1 277%	170	0 48
PETROLEO BRASILEIRO SA PETROBR SPONSORED ADR	(G) CASH	1,000	PBR	37 80980	19 47000	37,809 81	19,470 00	(18,340)	0 567%	110	0 70
QUALCOMM INC	(Q) CASH	400	QCOM	44 52850	61 85960	17,811 40	24,743 84	6,932	1 616%	400	0 89
ROYAL DUTCH SHELL PLC SPONS ADR A	(G) CASH	300	RDSA	61 03090	68 95000	18,309 28	20,685 00	2,376	4 240%	877	0 74
SALESFORCE CO	(Q) CASH	32	CRM	73 397	168 10000	2,348 72	5,379 20	3,030			0 19

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STATEMENT OF ACCOUNT

SIPC

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

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Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
SCHLUMBERGER LTD	(G) CASH	400	SLB	69 26490	69 29860	27,705 94	27,719 44	14	1 587%	440	1 00
SEMPRA ENERGY	(T) CASH	1,545	SRE	47 93770	70 94000	74,063 74	109,602 30	35,539	3 383%	3,708	3 94
STARWOOD HOTELS&RESORTS WRLDWD	(K) CASH	200	HOT	56 11720	57 36000	11,223 43	11,472 00	249	2 179%	250	0 41
TEVA PHARMACEUTICAL INDS LTD ADR	(L) CASH	600	TEVA	46 93640	37 34000	28,161 82	22,404 00	(5,758)	2 153%	482	0 81
UNILEVER PLC SPON ADR NEW	(J) CASH	500	UL	23 04400	38 72000	11,521 98	19,360 00	7,838	3 166%	613	0 70
UNION PAC CORP	(S) CASH	200	UNP	67 14350	125 72000	13,428 69	25,144 00	11,715	2 195%	552	0 90
UNITED PARCEL SERVICE INC CL B	(P) CASH	200	UPS	68 18230	73 73000	13,636 46	14,746 00	1,110	3 092%	456	0 53
UNITED TECHNOLOGIES CORP	(S) CASH	400	UTX	71 75290	82 01000	28,701 15	32,804 00	4,103	2 609%	856	1 18
VERIZON COMMUNICATIONS INC	(R) CASH	500	VZ	37 00800	43 27000	18,504 00	21,635 00	3,131	4 760%	1,030	0 78
WAL-MART STORES INC	(P) CASH	500	WMT	59 85750	68 23000	29,928 75	34,115 00	4,186	2 330%	795	1 23
WASTE MGMT INC DEL	(N) CASH	500	WM	31 92010	33 74000	15,960 05	16,870 00	910	4 208%	710	0 61
SUB-TOTAL COMMON STOCK						**1,404,319.09**	**1,644,407.13**	**240,089**		**38,016**	**59.13**

COMMON STOCK HOLDINGS SUMMARY BY INDUSTRY CODE

(Q)	18%	TECHNOLOGY	(L)	17%	HEALTHCARE	(E)	6%	CONSTRUCTION & BLDG	(R)	3%	TELECOMMUNICATIONS
(J)	2%	FOOD & BEVERAGES	(T)	8%	UTILITIES	(H)	61%	ENTERTAINMENT	(C)	9%	BASIC INDUSTRY
(S)	9%	TRANSPORTATION	(G)	7%	ENERGY	(I)	7%	FINANCIAL	(F)	2%	CONSUMER GOODS
(A)	2%	AGRICULTURE	(K)	70%	GAMING/LODGING	(P)	2%	RETAIL SERVICES	(N)	1%	PUBLIC SERVICES

Master Limited Partnerships

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
KKR & CO L P DEL COM UNITS TAX FREE SBI/CBI	CASH	1,500	KKR	17 72800	15 23000	26,592 00	22,845 00	(3,747)	6 303%	1,440	0 82
KINDER MORGAN ENERGY PARTNERS UT LTD PARTNER SBI/CBI	CASH	500	KMP	49 61800	79 79000	24,809 00	39,895 00	15,086	6 316%	2,520	1 43

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Master Limited Partnerships

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
VANGUARD NATURAL RESOURCES LLC COM UNIT SBI/CBI	CASH	400	VNR	28 38800	26 00000	11,355 20	10,400 00	(955)	9 346%	972	0 37
SUB-TOTAL MASTER LIMITED PARTNERSHIPS						**62,756.20**	**73,140.00**	**10,384**		**4,932**	**2.62**
TOTAL EQUITIES						**1,467,075.29**	**1,717,547.13**	**250,473**		**42,948**	**61.75**

Mutual Funds

Exchange Traded Funds

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
ISHARES TR BARCLYS TIPS BD CLOSED END SBI/CBI ETF	CASH	1,000	TIP	103 46130	121 41000	103,461 26	121,410 00	17,949	2 218%	2,693	4 36
ISHARES TR BARCLYS 1-3 YR CLOSED END SBI/CBI ETF	CASH	500	SHY	83 44800	84 42000	41,724 00	42,210 00	486	0 370%	156	1 52
POWERSHARES ETF TRUST II SENIOR LN PORT SBI/CBI ETF	CASH	1,000	BKLN	25 03900	24 98000	25,039 00	24,980 00	(59)	4 807%	1,201	0 90
SPDR GOLD TRUST GOLD SHS CLOSED END SBI/CBI ETF	CASH	100	GLD	80 64360	162 02040	8,064 36	16,202 04	8,138			0 58
SPDR SERIES TRUST DB INT GVT ETF CLOSED END SBI/CBI ETF	CASH	2,000	WIP	58 86650	63 54000	117,733 00	127,080 00	9,347	2 477%	3,148	4 57
SPDR SER TR BARCLAYS CAP TIPS ETF CLOSED END SBI/CBI ETF	CASH	2,000	IPE	53 95000	60 72000	107,900 00	121,440 00	13,540	1 988%	2,414	4 36
VANGUARD INTL EQUITY INDEX FD MSCI EMR MKT ETF CLOSED END SBI/CBI ETF	CASH	400	VWO	41 06720	44 53000	16,426 88	17,812 00	1,385	2 189%	390	0 64
VANGUARD INDEX FDS SML CP GRW ETF CLOSED END SBI/CBI ETF	CASH	500	VBK	76 68920	89 03000	38,344 60	44,515 00	6,170	1 029%	458	1 60

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Exchange Traded Funds

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
VANGUARD INDEX FDS SMALL CP ETF CLOSED END SBI/CBI ETF	CASH	500	VB	65 78600	80 90000	32,893 00	40,450 00	7,557	1 835%	742	1 45
SUB-TOTAL EXCHANGE TRADED FUNDS						**491,586.10**	**556,099.04**	**64,513**		**11,204**	**19.96**
TOTAL MUTUAL FUNDS						**491,586.10**	**556,099.04**	**64,513**		**11,204**	**19.96**

	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
Total Portfolio Holdings	$2,467,458.61	$2,782,443.39	$314,986	1.949%	54,254	100%

Transactions/Activity Detail

Date	Type	Quantity	Transaction	Description		Price/Entry	Amount	
				** BUY AND SELL TRANSACTIONS **				
12-28	CASH	-500	SOLD	BRISTOL MYERS SQUIBB CO COMMISSION 0 00	OMEGA ACCOUNT TRADE CHARGES/FEES 0 37	32 41	16,205 94	CREDIT
				Net Buy and Sell Transactions			**$16,205.94**	**CREDIT**

Date	Type	Quantity	Transaction	Description		Price/Entry	Amount	
				** MISCELLANEOUS ACTIVITY **				
12-03	CASH	600	FRGN TAX PAID	TEVA PHARMACEUTICAL INDS LTD NON-RESIDENT TAX RATE 20 70	ADR R/DTE 11/15/12 P/DTE 12/03/12		31 69	DEBIT
12-20	CASH	300	FRGN TAX PAID	ROYAL DUTCH SHELL PLC NON-RESIDENT TAX RATE 15 00	SPONS ADR A R/DTE 11/16/12 P/DTE 12/20/12		38 70	DEBIT
12-28	CASH		JOURNAL	TRANSFER TO ACCT G540010340			7,500 00	DEBIT
12-31	CASH		JOURNAL	TRANSFER TO ACCT G540010340			15,000 00	DEBIT
				Net Miscellaneous Credits/Debits			**$22,570.39**	**DEBIT**

Date	Type	Quantity	Transaction	Description		Price/Entry	Amount	
				** INCOME ACTIVITY **				
12-03	CASH		DIVIDENDS ON	FORD MTR CO DEL R/DTE 11/02/12 P/DTE 12/03/12	COM PAR $0 01		35 00	CREDIT
12-03	CASH		DIVIDENDS ON	INTEL CORP	R/DTE 11/07/12 P/DTE 12/03/12		337 50	CREDIT
12-03	CASH		DIVIDENDS ON	TEVA PHARMACEUTICAL INDS LTD R/DTE 11/15/12 P/DTE 12/03/12	ADR		153 14	CREDIT
12-04	CASH		DIVIDENDS ON	CONAGRA FOODS INC	R/DTE 10/31/12 P/DTE 12/04/12		250 00	CREDIT
12-05	CASH		DIVIDENDS ON	UNITED PARCEL SERVICE INC R/DTE 11/19/12 P/DTE 12/05/12	CL B		114 00	CREDIT

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Date	Type	Quantity	Transaction	Description		Price/Entry	Amount	
12-07	CASH		DIVIDENDS ON	ISHARES TR R/DTE 12/05/12 P/DTE 12/07/12	BARCLYS TIPS BD		485 28	CREDIT
12-07	CASH		DIVIDENDS ON	ISHARES TR R/DTE 12/05/12 P/DTE 12/07/12	BARCLYS 1-3 YR		10 05	CREDIT
12-10	CASH		DIVIDENDS ON	HONEYWELL INTL INC	R/DTE 11/20/12 P/DTE 12/10/12		410 00	CREDIT
12-10	CASH		DIVIDENDS ON	INTERNATIONAL BUSINESS MACHS	R/DTE 11/09/12 P/DTE 12/10/12		170 00	CREDIT
12-10	CASH		DIVIDENDS ON	NORFOLK SOUTHERN CORP	R/DTE 11/02/12 P/DTE 12/10/12		250 00	CREDIT
12-10	CASH		DIVIDENDS ON	UNITED TECHNOLOGIES CORP	R/DTE 11/16/12 P/DTE 12/10/12		214 00	CREDIT
12-11	CASH		DIVIDENDS ON	SPDR SERIES TRUST R/DTE 12/05/12 P/DTE 12/11/12	DB INT GVT ETF		907 90	CREDIT
12-11	CASH		DIVIDENDS ON	SPDR SERIES TRUST R/DTE 12/05/12 P/DTE 12/11/12	BARCLYS TIPS ETF		465 20	CREDIT
12-12	CASH		DIVIDENDS ON	JOHNSON & JOHNSON	R/DTE 11/27/12 P/DTE 12/11/12		305 00	CREDIT
12-12	CASH		DIVIDENDS ON	UNILEVER PLC R/DTE 11/09/12 P/DTE 12/12/12	SPON ADR NEW		158 00	CREDIT
12-14	CASH		DIVIDENDS ON	METLIFE INC	R/DTE 11/09/12 P/DTE 12/14/12		1,371 96	CREDIT
12-14	CASH		MLP DISTR	VANGUARD NATURAL RESOURCES LLC	COM UNIT		81 00	CREDIT
12-14	CASH		DIVIDENDS ON	WASTE MGMT INC DEL	R/DTE 11/28/12 P/DTE 12/14/12		177 50	CREDIT
12-17	CASH		DIVIDENDS ON	CONSOLIDATED EDISON INC	R/DTE 11/14/12 P/DTE 12/17/12		181 50	CREDIT
12-17	CASH		DIVIDENDS ON	LAUDER ESTEE COS INC R/DTE 11/30/12 P/DTE 12/17/12	CL A		432 00	CREDIT
12-19	CASH		DIVIDENDS ON	CISCO SYS INC	R/DTE 11/29/12 P/DTE 12/19/12		210 00	CREDIT
12-20	CASH		DIVIDENDS ON	ROYAL DUTCH SHELL PLC R/DTE 11/16/12 P/DTE 12/20/12	SPONS ADR A		258 00	CREDIT
12-21	CASH		DIVIDENDS ON	ADVANTAGE PRIMARY LIQ FD			9 68	CREDIT
12-21	CASH		DIVIDENDS ON	ORACLE CORP	R/DTE 12/14/12 P/DTE 12/21/12		180 00	CREDIT
12-21	CASH		DIVIDENDS ON	QUALCOMM INC	R/DTE 12/07/12 P/DTE 12/21/12		100 00	CREDIT
12-27	CASH		DIVIDENDS ON	HALLIBURTON CO	R/DTE 12/06/12 P/DTE 12/27/12		90 00	CREDIT
12-27	CASH		DIVIDENDS ON	OCCIDENTAL PETE CORP DEL	R/DTE 12/10/12 P/DTE 12/27/12		108 00	CREDIT
12-27	CASH		DIVIDENDS ON	VANGUARD INTL EQUITY INDEX FD R/DTE 12/24/12 P/DTE 12/27/12	MSCI EMR MKT ETF		180 00	CREDIT
12-27	CASH		DIVIDENDS ON	WAL-MART STORES INC	R/DTE 12/07/12 P/DTE 12/27/12		198 75	CREDIT
12-28	CASH		DIVIDENDS ON	DISNEY WALT CO R/DTE 12/10/12 P/DTE 12/28/12	COM DISNEY		150 00	CREDIT
12-28	CASH		DIVIDENDS ON	STARWOOD HOTELS&RESORTS WRLDWD	R/DTE 12/14/12 P/DTE 12/28/12		250 00	CREDIT
12-31	CASH		DIVIDENDS ON	CHICAGO BRIDGE & IRON CO N V R/DTE 12/21/12 P/DTE 12/31/12	N Y REGISTRY SH		93 50	CREDIT
12-31	CASH		DIVIDENDS ON	ADVANTAGE PRIMARY LIQ FD			3 09	CREDIT
12-31	CASH		DIVIDENDS ON	DOW CHEM CO	R/DTE 12/24/12 P/DTE 12/31/12		64 00	CREDIT
12-31	CASH		DIVIDENDS ON	POWERSHARES ETF TRUST II R/DTE 12/18/12 P/DTE 12/31/12	SENIOR LN PORT		97 50	CREDIT

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Date	Type	Quantity	Transaction	Description		Price/Entry	Amount	
12-31	CASH		DIVIDENDS ON	VANGUARD INDEX FDS R/DTE 12/27/12 P/DTE 12/31/12	SML CP GRW ETF		458 50	CREDIT
12-31	CASH		DIVIDENDS ON	VANGUARD INDEX FDS R/DTE 12/27/12 P/DTE 12/31/12	SMALL CP ETF		742 50	CREDIT
				Net Income Activity			**$9,702.55**	**CREDIT**

Date	Type	Quantity	Transaction	Description		Price/Entry	Amount	
				**** MONEY FUND ACTIVITY ****				
12-21	CASH	9 68000	RECEIVED	ADVANTAGE PRIMARY LIQ FD	DIVIDEND SHARES REINVESTED		9 68	DEBIT
12-31	CASH	3 09000	RECEIVED	ADVANTAGE PRIMARY LIQ FD	DIVIDEND SHARES REINVESTED		3 09	DEBIT

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: **16,969.60** **DEBIT**
Total Money Funds Redeemed: **15,000.00** **CREDIT**

Net Money Fund Activity .... **$1,982.37** **DEBIT**

Realized Gain/(Loss)Transactions

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)	
BRISTOL MYERS SQUIBB CO	25	07/11/2008	21 12000	528 18	12/24/2012	32 41262	810 30	282 12	LT
BRISTOL MYERS SQUIBB CO	37	07/22/2008	21 65000	801 38	12/24/2012	32 41262	1,199 24	397 86	LT
BRISTOL MYERS SQUIBB CO	33	08/01/2008	21 23000	700 81	12/24/2012	32 41262	1,069 59	368 78	LT
BRISTOL MYERS SQUIBB CO	13	08/27/2008	21 40000	278 21	12/24/2012	32 41262	421 35	143 14	LT
BRISTOL MYERS SQUIBB CO	13	09/12/2008	22 12000	287 65	12/24/2012	32 41262	421 35	133 70	LT
BRISTOL MYERS SQUIBB CO	22	09/23/2008	20 29000	446 44	12/24/2012	32 41262	713 06	266 62	LT
BRISTOL MYERS SQUIBB CO	9	09/24/2008	20 50000	184 54	12/24/2012	32 41262	291 71	107 17	LT
BRISTOL MYERS SQUIBB CO	32	09/26/2008	20 64000	660 65	12/24/2012	32 41262	1,037 18	376 53	LT
BRISTOL MYERS SQUIBB CO	16	07/28/2010	25 16000	402 56	12/24/2012	32 41262	518 59	116 03	LT
BRISTOL MYERS SQUIBB CO	300	10/24/2011	32 57000	9,773 40	12/24/2012	32 41262	9,723 56	(49 84)	LT
SUB-TOTAL LONG TERM				**14,063.82**			**16,205.93**	**2,142.11**	
TOTAL REALIZED GAIN/(LOSS)				**14,063.82**			**16,205.93**	**2,142.11**	

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IMPORTANT: ACCOUNT VERIFICATION PROFILE for your review

Oppenheimer is required to maintain certain information about your account. Because we may rely on this information with respect to your account, it is very important that we have accurate and up-to-date information. Please carefully review the information below, and notify the Branch Manager specified, *in writing*, if any information is incomplete, inaccurate, or out-of-date in any way. Upon receipt of your updated information, we will modify our records and provide an updated Account Verification Profile for your review. Note that if the information below is accurate, no action is required on your part. Please be aware that all information related to your account is held in the strictest confidence.

BRANCH MANAGER OF THE OFFICE SERVICING YOUR ACCOUNT: JAMES HAASS

GENERAL INFORMATION

Business Telephone Number	(303) 741 - 4949
Nature of Business/Entity/Trust	Non Profit
Authorized Person/Trustee Name	Louis J Davis
Authorized Person/Trustee Position	President

FINANCIAL INFORMATION

Net Value/Net Worth	
Assets Available to Invest	
Tax Bracket	NOT SUPPLIED

INVESTMENT OBJECTIVES & RISK TOLERANCE

- ☑ **CAPITAL APPRECIATION** A preference for assuming risk consistent with the pursuit of appreciation in value because of "company" performance, market conditions, income reinvestment, or a combination of these
  - ☑ CONSERVATIVE
  - ☐ MODERATE
  - ☑ AGGRESSIVE
- ☑ **CURRENT INCOME** A preference for investments that generate income rather than capital appreciation
  - ☑ CONSERVATIVE
  - ☐ MODERATE
  - ☑ AGGRESSIVE
- ☑ **LIQUIDITY:** A preference for holding cash and cash equivalents
- ☐ **SHORT-TERM TRADING:** High volume of transactions intending to capitalize on inter-day or inter-week price movements coupled with a high cost-to-equity ratio with a **SIGNIFICANT** risk tolerance
- ☐ **SPECULATION:** Investments or investment strategies that assume a higher-than-normal market risk with the hope of commensurate gain with a **SIGNIFICANT** risk tolerance
- ☐ **TAX-FREE/TAX-DEFERRED:** A preference for vehicles generating tax-free or tax-deferred income

RISK TOLERANCE DEFINITIONS

CONSERVATIVE: Emphasis on principal preservation over return-on investment
MODERATE: Emphasis on balance between return-on-investment and principal preservation, willing to subject a portion of portfolio to risk in anticipation of greater return on investment
AGGRESSIVE: Emphasis on return-on-investment over principal preservation, willing to subject a larger portion of portfolio to risk in anticipation of greater return-on-investment
SIGNIFICANT: Willing to accept near maximum risk to initial principal to aggressively seek possible maximum returns with the potential to lose most, or all, of the money invested

TIME HORIZON Period of time to achieve stated financial goals

- ☐ Under 1 year
- ☐ 1 - 2 years
- ☐ 3 - 5 Years
- ☐ 6 - 10 years
- ☐ 11 - 20 years
- ☐ Over 20 years

LIQUIDITY NEEDS Ability to quickly and easily convert investments to cash

- ☐ Very Important
- ☐ Important
- ☐ Somewhat Important
- ☐ Not Important

INVESTMENT EXPERIENCE

- ☐ Commodities/Futures
- ☐ Corporate Bonds
- ☑ Equities
- ☐ Initial Public Offerings
- ☑ Managed Money
- ☐ Other
- ☐ Municipal Bonds
- ☑ Mutual Funds
- ☑ Options
- ☐ Private Placements
- ☐ Restricted Stock

REEL FAMILY FOUNDATION INC.
SCHEDULE XV
26-3442960

University of Illinois
1305 West Green Street
Urbana, IL 61801
$3000

Adams Camp
6767 S. Spruce #102
Centennial, CO 80112
$7500

Big Brothers Big Sisters
1391 N. Speer Blvd. Suite 450
Denver, CO 80204
$5000

Boys & Girls Club of Metro Denver
2017 W. 9th Ave.
Denver, CO 80204
$6500

Byrne Urban Scholars
720 South Colorado Boulevard, Suite 450-S
Denver, CO 80246
$2500

Claflin College
400 Magnolia St.
Orangeburg, SC 29115
$5000

Denver Rescue Mission
PO Box 5206
Denver, CO 80217
$7500

University of Denver
2201 E. Asbury Ave.
Denver, CO 80209
$2000 (basketball program)

University of Denver
Attn: Melissa Kutcher-Rinehart
2201 E. Asbury Ave.
Denver, CO 80209
$10,000

EarthLinks
Ms. Kathleen Cronan
2828 Larimer St.
Denver, CO 80205
$7500

Families First
2163 S. Yosemite St.
Denver, CO 80231
$7500

Fisher House Foundation
111 Rockville Pike Suite 420
Rockville, MD 20850
$7500

Fisk University
1000 17th Avenue North
Nashville, TN 37208
$5000

Colorado I Have a Dream Foundation
1836 Grant St.
Denver, CO 80203
$7500

Jewish Family Service
3201 S. Tamarac Dr.
Denver, CO 80231
$7500

Kids In Need of Dentistry
21533 E. Layton Dr.
Aurora, CO 80015
$10,000

Langstom University
4205 N. Lincoln Blvd.
Oklahoma City, OK 73105
$7500

MaxFund Shelter
1025 Galapago St.
Denver, CO 80204
$5000

MaxFund Wellness Clinic
1000 Inca St.
Denver, CO 80204
$5000

Miles College
5500 Myron Massey Blvd.
Fairfield, Alabama 35064
$5000

Paw Pals Assistance Dogs
8635 Champie Rd.
Falcon, CO 80831
$5000

Project Angel Heart
4950 Washington St.
Denver, CO 80216
$7500

Denver Achievement Academy
1720 S. Bellaire
Denver, CO 80222
$2000

Spelman College
350 Spelman Lane SW
Atlanta, GA 30314-4399
$5000

Summer Scholars
3401 Quebec St. Suite 5010
Denver, CO 80207
$6000

University of Illinois
1305 West Green Street
Urbana, IL 61801
$2000 (business honors program)

University of Illinois
1305 West Green Street
Urbana, IL 61801
$2500 (History)

Urban Peak Denver
730 21st St.
Denver, CO 80205
$7500

Volunteers of America
2660 Larimer St.
Denver, CO 80205
$7500

Welcome Home Montrose
1561 Osbow Dr.
Montrose, CO 81401
$5000

Wounded Warrior Project
PO Box 758571
Topeka, KS 66675
$7500

Denver Urban Scholars
1660 S. Albion
Denver, CO 80222
$2500