Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

For calendar year 2013, or tax year beginning , 2013, and ending ,

Name of foundation: REEL FAMILY FOUNDATION, INC

A Employer identification number: 26-3442960

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

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

City or town, state or province, country, and ZIP or foreign postal code: ENGLEWOOD CO 80111

C If exemption application is pending, check here ► [ ]

G Check all that apply. [ ] Initial return [ ] Initial Return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1 Foreign organizations, check here ► [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ► [ ]

H Check type of organization [X] 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, column (c), line 16)* ► $ 4,203,540.

J Accounting method [X] 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))*	**(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 (att sch)				
2 Ck ► [ ] if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	74,967.			
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	1,064.	L-6a Stmt		
b Gross sales price for all assets on line 6a 1,064.				
7 Capital gain net income (from Part IV, line 2)		1,064.		
8 Net short-term capital gain			1,064.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 **Total.** Add lines 1 through 11	76,031.	1,064.	1,064.	
OPERATING AND ADMINISTRATIVE EXPENSES 13 Compensation of officers, directors, trustees, etc	18,000.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)	6,000.			
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs)				
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) INVESTMENT FEES	55,070.			
24 **Total operating and administrative expenses.** Add lines 13 through 23	79,070.			
25 Contributions, gifts, grants paid	5,013.			
26 **Total expenses and disbursements.** Add lines 24 and 25	84,083.			
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	-8,052.			
b **Net investment income** (if negative, enter -0-)		1,064.		
c **Adjusted net income** (if negative, enter -0-)			1,064.	

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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	(c) Fair Market Value
ASSETS			
1 Cash — non-interest-bearing	422,560.	242,811.	242,811.
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 sch) ►			
Less: allowance for doubtful accounts ►			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments — U S and state government obligations (attach schedule)			
b Investments — corporate stock (attach schedule)	2,660,080.	2,415,591.	3,232,413.
c Investments — corporate bonds (attach schedule)	659,485.	657,841.	728,316.
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)	3,742,125.	3,316,243.	4,203,540.
LIABILITIES			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, & 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 ► X and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, building, 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)	3,742,125.	3,316,243.	

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	3,742,125.
2	Enter amount from Part I, line 27a	2	-8,052.
3	Other increases not included in line 2 (itemize) ► UNREALIZED GAIN	3	469,467.
4	Add lines 1, 2, and 3	4	4,203,540.
5	Decreases not included in line 2 (itemize) ► DIFFERENCE OF BOOK VALUE AND FAIR VALUE	5	887,297.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	3,316,243.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	STOCK	P	Various	07/12/13
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	1,064.		0.	1,064.
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a	0.	0.	0.	1,064.
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** 1,064.

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** 1,064.

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 (column (b) divided by column (c))
2012			
2011			
2010			
2009			
2008			

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 2013 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)

1 a	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 instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b	1	21.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	21.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	21.
6	Credits/Payments:		
a	2013 estimated tax pmts and 2012 overpayment credited to 2013 — 6a		
b	Exempt foreign organizations – tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c 0.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	0.
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	21.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	0.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ► — **Refunded** ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
	*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?	1 c		X
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		X
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		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
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		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	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*	8 b	X	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		X

Website address ► N/A

14 The books are in care of ► LOUIS J DAVIS Telephone no ► (303) 741-4949

Located at ► 5600 S. QUEBEC GREENWOOD VILLAGE CO ZIP + 4 ► 80111

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

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

			Yes	No
16	At any time during calendar year 2013, 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		X
	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
1 a	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)?		1 b		
	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 2013?		1 c		X
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .	☐ Yes ☒ No			
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.)		2 b		X
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__				
3 a	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 2013 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 2013.)*		3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
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 2013?		4 b		X

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**		
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**		X
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 GREENWOOD VILLAGE CO 80111	PRESIDENT 5.00	18,000.	0.	0.

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

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

Total number of other employees paid over $50,000 ► None

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

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

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

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 PROVIDES CONTRIBUTIONS TO ORGANIZATIONS HELPING CHILDREN	15,250.
2 HELPS SUPPORT ANIMAL CARE ORGANIZATIONS	15,250.
3 ASSISTS WOUNDED VETERANS	15,250.
4 HELPS BLACK COLLEGES AND OTHER UNIVERSITIES	15,250.

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 APPROPRIATE ORGANIZATIONS	18,000.
2	
All other program-related investments. See instructions 3	
Total. Add lines 1 through 3	18,000.

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	2,946,246.
b	Average of monthly cash balances	1b	332,685.
c	Fair market value of all other assets (see instructions)	1c	693,900.
d	**Total** (add lines 1a, b, and c)	1d	3,972,831.
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	3,972,831.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	59,592.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,913,239.
6	**Minimum investment return.** Enter 5% of line 5	6	195,662.

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	195,662.
2a	Tax on investment income for 2013 from Part VI, line 5	2a: 21.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b:		
c	Add lines 2a and 2b		2c	21.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	195,641.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	195,641.
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	195,641.

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	
b	Program-related investments — total from Part IX-B	1b	18,000.
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	
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	18,000.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	18,000.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				195,641.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ► $ 18,000.				
a Applied to 2012, 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 2013 distributable amount				
e Remaining amount distributed out of corpus	18,000.			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	18,000.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				195,641.
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 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	18,000.			
10 Analysis of line 9				
a Excess from 2009 . . . 0.				
b Excess from 2010 . . . 0.				
c Excess from 2011 . . . 0.				
d Excess from 2012 . . . 0.				
e Excess from 2013 . . . 18,000.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . ►

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) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a 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))

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

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

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

c Any submission deadlines:

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

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		501C3	CHARITABLE PURPOSES FOR WHICH FDN WAS ESTABLISHED	5,013.
Total ► 3a				5,013.
b Approved for future payment				
Total ► 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					
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					1,064.
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)					1,064.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 1,064.

(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.)
1	ALL INCOME IS PASSIVE INCOME
	INCOME USED FOR EXEMPT PURPOSES

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

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

2 a 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 11/15/14 | Title PRESIDENT

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
LOUIS DAVIS	LOUIS DAVIS			P01398671

Firm's name ► LOUIS J DAVIS, PC — Firm's EIN ► 27-4732085

Firm's address ► 5600 S. QUEBEC ST. SUITE 148B GREENWOOD VILLAGE CO 80111 — Phone no (303) 741-4949

Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF
► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Name of the organization	Employer identification number
REEL FAMILY FOUNDATION, INC	26-3442960

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule** .

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor (Complete Parts I and II.)

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year . . . . ► $ ____________

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Reel 2013 Charity Donations

Adams Camp	$5,000
Australian Shepherd Rescue	$7,500
Big Brothers Big Sisters	$5,000
Boys & Girls Club	$7,000
Denver Achievement Academy	$2,000
Denver Rescue Mission	$2,500
Denver Univ FDN	$2,500
DU Gymnastics	$5,000
Denver Urban Scholars	$2,500
EarthLinks	$7,500
Fisher House	$7,500
Fisk University	$5,000
Friends of Man	$7,500
Howard University	$2,500
Independence Fund	$7,500
Jewish Family Services	$5,000
Kids In Need of Dentistry	$11,000
Langston University	$2,500
Max Fund Shelter	$5,000
Max Fund Wellness	$5,000
Military Warriors	$7,500
National Canine Cancer Foundation	$7,500
Project Angel Heart	$6,000
Ranch Horse Rescue	$6,000
Salvation Army	$5,000
Semper Fi Fund	$6,000
Australian Shepherd Health	$7,050
Spelman College	$2,500
Summer Scholars	$7,500
Toby's Foundation	$7,500
UI Business	$1,000
UI History	$3,000
Urban Peak Denver	$6,000
USO	$7,500
Volunteers of America	$6,000
Welcome Home Montrose	$5,000
Wounded Warrior	$7,500
	$203,550

:EL FAMILY FOUNDATION INC
40 E POWERS AVE
ŁEENWOOD VILLAGE CO 80111

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ırtfolio Holdings

ıe 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 ırate 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 information Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information

nated 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 s, 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 ; not reflect changes in its price, which may fluctuate

ıney Market Funds (NOT FDIC INSURED)

t may elect to liquidate any cash investment option at any time by contacting his/her Financial Advisor

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ANTAGE GOVERNMENT LIQ FD	CASH	3,099 4000	ADGXX	1 00000	1 00000	3,099 40	3,099 40	0 010%		0 77
TOTAL MONEY MARKET FUNDS						**3,099.40**	**3,099.40**			**0.77**

uities

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

ımon Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
.OG LTD	(S) CASH	267	GLOG	12 40180	20 96000	3,311 28	5,596 32	2,285	2 290%	128	1 40
ATASYS LTD	(Q) CASH	68	SSYS	35 71710	120 56000	2,428 76	8,198.08	5,769			2 05
ƆNS INC PAR $0 50	(I) CASH	130	AAN	27 46000	26 89000	3,569 80	3,495 70	(74)	0 312%	10	0 87
:IS INC	(D) CASH	169	ABAX	28 79870	38 17000	4,866.98	6,450 73	1,584			1.61
ƆL INTL CORP	(S) CASH	75	ACO	29 44960	34 07000	2,208 72	2,555 25	347	2 348%	60	0 64
OGIC CORP PAR $0 05	(T) CASH	84	ALOG	61 21170	95 65000	5,141 78	8,034 60	2,893	0 418%	33	2 00
IED INDL TECHNOLOGIES INC	(C) CASH	138	AIT	37 15900	50 54000	5,127 94	6,974 52	1,847	1 978%	138	1 74
ƆN CORP	(L) CASH	9	ATRI	241 42000	267 18000	2,172 78	2,404 62	232	0 958%	23	0 60
; FOODS INC NEW	(J) CASH	197	BGS	34 67270	32 77000	6,830 53	6,455 69	(375)	4 028%	260	1 61
:HEM CORP	(C) CASH	169	BCPC	20 72270	54 52000	3,502 13	9,213 88	5,712	0 476%	43	2 30
‹ OF THE OZARKS INC	(I) CASH	140	OZRK	30 71990	63 40000	4,300 79	8,876 00	4,575	1 388%	123	2 21
KBAUD INC	(Q) CASH	170	BLKB	30 03970	34 46000	5,106 75	5,858 20	751	1 392%	81	1 46
‹ER INTL INC	(J) CASH	138	EAT	26 34980	48 36000	3,636 27	6,673 68	3,037	1 985%	132	1 67

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STATEMENT OF ACCOUNT

SIPC

REEL FAMILY FOUNDATION INC
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
BUCKLE INC	(B) CASH	136	BKE	44 51620	44 32000	6,054 20	6,027 52	(27)	1 985%	119	1 50
CANTEL MEDICAL CORP	(L) CASH	307	CMN	15 16030	31 70000	4,654 22	9,731 90	5,078	0 283%	27	2 43
COMPUTER PROGRAMS & SYS INC	(Q) CASH	95	CPSI	54 09890	66 82000	5,139 40	6,347 90	1,209	3 412%	216	1 58
COMPUTER TASK GROUP INC	(Q) CASH	302	CTG	18 79700	16 16000	5,676 70	4,880 32	(796)	1 237%	60	1 22
EPIQ SYS INC	(Q) CASH	276	EPIQ	11 37930	14 36000	3,140 68	3,963 36	823	2 506%	99	0 99
FUTUREFUEL CORPORATION	(C) CASH	198	FF	15 51130	16 36000	3,071 24	3,239 28	168	2 933%	95	0 81
GLACIER BANCORP INC NEW	(I) CASH	103	GBCI	13 08940	26 43000	1,348 21	2,722 29	1,374	2 421%	65	0 68
HEALTHCARE SVCS GRP INC	(P) CASH	226	HCSG	18 59200	27 13000	4,201 80	6,131 38	1,930	2 524%	154	1 53
HENRY JACK & ASSOC INC	(Q) CASH	156	JKHY	35 27370	55 78000	5,502 70	8,701 68	3,199	1 434%	124	2 17
HORACE MANN EDUCATORS CORP NEW	(I) CASH	141	HMN	29 68700	27 90000	4,185 87	3,933 90	(252)	2 795%	109	0 98
IBERIABANK CORP	(I) CASH	37	IBKC	53 92320	65 84000	1,995 16	2,436 08	441	2 065%	50	0 61
INTER PARFUMS INC	(F) CASH	237	IPAR	17 33940	32 54000	4,109 44	7,711 98	3,603	1 475%	113	1 92
J & J SNACK FOODS CORP	(J) CASH	80	JJSF	51 67200	88 10000	4,133 76	7,048 00	2,914	1 452%	102	1 76
J2 GLOBAL INC	(R) CASH	131	JCOM	32 63980	45 35000	4,275 81	5,940 85	1,665	2 249%	133	1 48
LANCASTER COLONY CORP	(J) CASH	41	LANC	70 90170	86 92000	2,906 97	3,563 72	657	2 024%	72	0 89
LIFEWAY FOODS INC	(J) CASH	246	LWAY	18 48990	14 04000	4,548 52	3,453 84	(1,095)	0 569%	19	0 86
MWI VETERINARY SUPPLY INC	(L) CASH	43	MWIV	41 15090	186 26000	1,769 49	8,009 18	6,240			2 00
MARKETAXESS HLDGS INC	(I) CASH	158	MKTX	31 61110	62 74000	4,994 55	9,912 92	4,918	1 020%	101	2 47
MATTHEWS INTL CORP CL A	(P) CASH	91	MATW	32 59590	42 52000	2,966 23	3,869 32	903	1 034%	40	0 97
MENTOR GRAPHICS CORP	(Q) CASH	194	MENT	22 59700	20 80000	4,383 82	4,035 20	(349)	0 865%	34	1 01
MERIDIAN BIOSCIENCE INC	(L) CASH	289	VIVO	18 97020	22 78000	5,482 38	6,583 42	1,101	3 511%	231	1 64
MICREL INC	(Q) CASH	251	MCRL	12 23000	9 98000	3,069 73	2,504 98	(565)	2 004%	50	0 63
MINE SAFETY APPLIANCES CO	(L) CASH	115	MSA	35 42700	50 38000	4,074 10	5,793 70	1,720	2 381%	138	1 45
MONRO MUFFLER BRAKE INC	(S) CASH	131	MNRO	42 09930	55 51000	5,515 01	7,271 81	1,757	0 792%	57	1 81
MYRIAD GENETICS INC	(L) CASH	127	MYGN	24 44800	27 63000	3,104 90	3,509 01	404			0 88
NVE CORP COM NEW	(Q) CASH	73	NVEC	54 21000	57 56000	3,957 33	4,201 88	245			1 05
NATIONAL INST[illegible]ORP	(Q) CASH	205	NATI	27 [illegible]	29 00000	5,586 19	5,945 00	359	2 068%	123	1 48

REEL FAMILY FOUNDATION INC
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
NEOGEN CORP	(L) CASH	112	NEOG	23 08140	42 02000	2,585 12	4,706 24	2,121			1 17
OPENTABLE INC	*(P) CASH*	*47*	*OPEN*	*46 45960*	*75 28000*	*2,183 60*	*3,538 16*	*1,355*			*0 88*
OWENS & MINOR INC NEW	(L) CASH	137	OMI	30 52800	34 64000	4,182 34	4,745 68	563	2 771%	131	1 18
PACWEST BANCORP DEL	(I) CASH	218	PACW	36 38080	40 11000	7,931 02	8,743 98	813	2 493%	218	2 18
PEGASYSTEMS INC	(Q) CASH	95	PEGA	32 95220	45 44000	3,130 46	4,316 80	1,186	0 264%	11	1 08
PLANTRONICS INC NEW	(R) CASH	113	PLT	38 81600	42 93000	4,386 21	4,851 09	465	0 931%	45	1 21
POWER INTEGRATIONS INC	(Q) CASH	104	POWI	53 54990	59 23000	5,569 19	6,159 92	591	0 540%	33	1 54
PRICESMART INC	(P) CASH	88	PSMT	37 17400	90 90000	3,271 31	7,999 20	4,728	0 770%	61	2 00
QUALITY SYS INC	(Q) CASH	158	QSII	39 12970	18 41000	6,182 49	2,908 78	(3,274)	3 802%	110	0 73
RAVEN INDS INC	(C) CASH	154	RAVN	32 29500	37 45000	4,973 43	5,767 30	794	1 281%	73	1 44
RITCHIE BROS AUCTIONEERS	(P) CASH	245	RBA	21 96840	22 96000	5,382 27	5,625 20	243	2 264%	127	1 40
ROLLINS INC	(P) CASH	256	ROL	22 80000	28 82000	5,836 80	7,377 92	1,541	1 457%	107	1 84
SELECTIVE INS GROUP INC	(I) CASH	70	SIGI	17 80000	23 52000	1,246 00	1,646 40	400	2 210%	36	0 41
STEPAN CO	(F) CASH	79	SCL	59 89560	63 39000	4,731 75	5,007 81	276	1 072%	53	1 25
STERIS CORP	(L) CASH	197	STE	32 33080	45 89000	6,369 17	9,040 33	2,671	1 830%	165	2 26
SYNTEL INC	(Q) CASH	95	SYNT	53 23530	84 25000	5,057 35	8,003 75	2,946			2 00
TESSCO TECHNOLOGIES INC	(Q) CASH	79	TESS	37 60510	33 29000	2,970 80	2,629 91	(341)	2 403%	63	0 66
TARGA RES CORP	(G) CASH	133	TRGP	50 70350	90 29000	6,743 56	12,008 57	5,265	2 691%	323	3 00
TEXAS ROADHOUSE INC	(J) CASH	283	TXRH	21 61770	24 25000	6,117 80	6,862 75	745	1 979%	135	1 71
THOR INDS INC	(S) CASH	108	THO	44 52210	51 37000	4,808 39	5,547 96	740	1 790%	99	1 38
TRINITY BIOTECH PLC SPON ADR NEW	(L) CASH	340	TRIB	20 88970	25 96000	7,102 50	8,826 40	1,724	0 770%	68	2 20
II VI INC	(L) CASH	174	IIVI	16 66890	15 27000	2,900 38	2,656 98	(243)			0 66
UNITED NAT FOODS INC	(J) CASH	118	UNFI	38 76520	67 57000	4,574 29	7,973 26	3,399			1 99
VALMONT INDS INC	(E) CASH	50	VMI	104 91040	146 38000	5,245 52	7,319 00	2,073	0 683%	50	1 83
W & T OFFSHORE INC	(G) CASH	131	WTI	21 96700	14 32000	2,877 68	1,875 92	(1,002)	2 793%	52	0 47
WATSCO INC	(F) CASH	68	WSO	69 29000	94 62000	4,711 72	6,434 16	1,722	1 690%	108	1 61
WEST PHARMACEUTICAL SVSC INC	(L) CASH	183	WST	18 14860	47 45000	3,321 19	8,683 35	5,362	0 842%	73	2 17

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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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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)

Client may elect to liquidate any cash investment option at any time by contacting his/her Financial Advisor

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE GOVERNMENT LIQ FD	CASH	56,388	ADGXX	1 00000	1 00000	56,388 00	56,388 00	0 010%	5	7 74
ADVANTAGE PRIMARY LIQ FD	CASH	20,567.1100	ADLXX	1 00000	1 00000	20,567 11	20,567 11	0 020%	4	2 82
TOTAL MONEY MARKET FUNDS						**76,955.11**	**76,955.11**		**9**	**10.56**

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 03890	24 88000	25,038 86	24,880 00	(159)	4 400%	1,094	3 42
SUB-TOTAL EXCHANGE TRADED FUNDS						**25,038.86**	**24,880.00**	**(159)**		**1,094**	**3 42**
TOTAL MUTUAL FUNDS						**25,038.86**	**24,880.00**	**(159)**		**1,094**	**3.42**

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	103 45300	40,167 18	41,381 20	1,214	2 000%	800	5 68

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STATEMENT OF ACCOUNT

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

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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 2 375% DUE 05/31/18 NOTE	CASH	46,000	912828QQ6	100 75600	103 80500	46,347 74	47,750 30	1,403	2 375%	1,092	6 56
UNITED STATES TREAS NTS B/E 2 125% DUE 08/15/21 NOTE	CASH	96,000	912828RC6	100 75390	96 87500	96,723 74	93,000 00	(3,724)	2 125%	2,040	12 77
UNITED STATES TREAS BDS B/E 4 375% DUE 02/15/38 DEBENTURE	CASH	10,000	912810PW2	126 07960	108 84400	12,607 96	10,884 40	(1,724)	4 375%	437	1 49
SUB-TOTAL GOVERNMENT BONDS		**192,000**				**195,846.62**	**193,015.90**	**(2,831)**		**4,370**	**26.50**

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 = 14,011 FACTOR = 1 07777000	CASH	13,000	912828MY3	93 91640	102 19500	13,158 64	14,318 55	1,160	0 500%	70	1 97
FEDERAL NATL MTG ASSN B/E 2 375% DUE 07/28/15 NOTE	CASH	51,000	31398AU34	99 64200	103 16100	50,817 42	52,612 11	1,795	2 375%	1,211	7 22
FEDERAL HOME LN MTG CORP B/E 2 5% DUE 05/27/16 MEDIUM TERM NOTE	CASH	40,000	3137EACT4	99 90200	104 65900	39,960 80	41,863 60	1,903	2 500%	1,000	5 75
UNITED STATES TREAS NTS TIPS 1 625% DUE 01/15/18 NOTE AMORTIZED AMOUNT = 18,953 FACTOR = 1 11489000	CASH	17,000	912828HN3	92 41830	108 68000	17,516 16	20,598 26	3,082	1 625%	307	2 83
FEDERAL HOME LN MTG CORP B/E 3 75% DUE 03/27/19 NOTE	CASH	38,000	3137EACA5	99 40320	108 99700	37,773 23	41,418 86	3,646	3 750%	1,425	5 69

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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 BDS 1 75% DUE 01/15/28 DEB AMORTIZED AMOUNT = 6,689 FACTOR = 1 11489000	CASH	6,000	912810PV4	94 58500	107 06300	6,327 11	7,161 80	835	1 750%	117	0 98
SUB-TOTAL GOVERNMENT AGENCY BONDS		**165,000**				**165,553.36**	**177,973.18**	**12,421**		**4,131**	**24.44**

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.

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 / BBB+	111 30370	106 02300	6,678 22	6,361 38	(317)	4 450%	267	0 87
CHICAGO ILL MET WTR RECLAMATIO IL 5 72% DUE 12/01/38 B/E UGO TXBL NON-CALL	CASH	5,000	167560PL9 AA1 / AAA	122 94200	106 32900	6,147 10	5,316 45	(831)	5 720%	286	0 73
SUB-TOTAL MUNICIPAL BONDS		**11,000**				**12,825.32**	**11,677.83**	**(1,148)**		**553**	**1.60**

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 BAA3 / BBB+	101 28710	100 79500	7,090 10	7,055 65	(34)	4 750%	332	0.97
TELECOM ITALIA CAP FGN 6 175% DUE 06/18/14 NOTE	CASH	7,000	87927VAW8 BA1 / BB+	100.72090	102 12000	7,050 46	7,148 40	98	6 175%	432	0 98
JOHNSON CTLS INC B/E 5 5% DUE 01/15/16 NOTE	CASH	6,000	478366AR8 BAA1 / BBB+	111 45000	108 62300	6,687 00	6,517 38	(170)	5 500%	330	0 89
HOME DEPOT INC B/E 5 4% DUE 03/01/16 NOTE	CASH	6,000	437076AP7 A2 / A	111 78200	109 68900	6,706 92	6,581.34	(126)	5 400%	324	0 90
MCKESSON CORP B/E 3 25% DUE 03/01/16 NOTE	CASH	7,000	58155QAC7 BAA2 / A-	101 31960	104 21900	7,092 37	7,295.33	203	3 250%	227	1 00

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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
THERMO FISHER SCIENTIFIC INC B/E 2 25% DUE 08/15/16 NOTE	CASH	7,000	883556BA9 BAA1 / BBB	100 67700	102 26800	7,047 39	7,158 76	111	2 250%	157	0 98
WASTE MGMT INC DEL B/E 2 6% DUE 09/01/16 NOTE	CASH	2,000	94106LAX7 BAA3 / A-	99 99100	103 21700	1,999 82	2,064 34	65	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	102 38100	8,995 23	9,214 29	219	1 850%	166	1 27
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	103 27000	7,014 42	7,228 90	214	2 200%	154	0 99
ACE INA HLDG INC B/E 5 7% DUE 02/15/17 NOTE	CASH	6,000	00440EAJ6 A3 / A	100 39570	112 13500	6,023 74	6,728 10	704	5 700%	342	0 92
BURLINGTON NORTHN SANTA FE CP B/E 5 65% DUE 05/01/17 DEB	CASH	6,000	12189TAY0 A3 / BBB+	100 87120	112 15100	6,052 27	6,729 06	677	5 650%	339	0 92
AMERICAN EXPRESS CO B/E 6 15% DUE 08/28/17 NOTE	CASH	6,000	025816AX7 A3 / BBB+	115 39000	115 36900	6,923 40	6,922 14	(1)	6 150%	369	0 95
MERRILL LYNCH CO INC MTN BE B/E 6 4% DUE 08/28/17 MTN	CASH	6,000	59018YJ69 BAA2 / A-	103 17300	115 47000	6,190 38	6,928 20	738	6 400%	384	0 95
BEAR STEARNS COS INC B/E 7 25% DUE 02/01/18 NT,INV CO	CASH	12,000	073902RU4 A3 / A	107 57910	119 73700	12,909 49	14,368 44	1,459	7 250%	870	1 97
XEROX CORP B/E 6 35% DUE 05/15/18 NOTE	CASH	4,000	984121BW2 BAA2 / BBB	94 24830	114 28800	3,769 93	4,571 52	802	6 350%	254	0 63
VERIZON COMMUNICATIONS INC B/E 6 35% DUE 04/01/19 NOTE	CASH	6,000	92343VAV6 BAA1 / BBB+	99 08000	117 53900	5,944 80	7,052.34	1,108	6 350%	381	0 97
DOW CHEM CO B/E 8 55% DUE 05/15/19 NOTE	CASH	5,000	260543BX0 BAA2 / BBB	119 32300	129 11900	5,966 15	6,455 95	490	8 550%	427	0 89
TELEFONICA EMISIONES S A U FGN 5 877% DU[illegible]15/19 NOTE	CASH	7,000	87938WAH6 BAA2 / BBB	109 23540	112 39500	7,646 48	7,867 65	221	5 877%	411	1 08

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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
CREDIT SUISSE NEW YORK BRANCH B/E 5 4% DUE 01/14/20 MTN	CASH	7,000	22546QAD9 BAA2 / BBB	100 27390	111 13300	7,019 17	7,779.31	760	5 400%	378	1 07
ANHEUSER BUSCH INBEV WORLDWIDE B/E 5 375% DUE 01/15/20 NOTE	CASH	6,000	03523TAN8 A3 / A	111 52900	114 76600	6,691 74	6,885 96	194	5 375%	322	0 95
KRAFT FOODS INC B/E 5 375% DUE 02/10/20 NOTE	CASH	6,000	50075NBA1 BAA1 / BBB-	110 73800	112 93900	6,644 28	6,776 34	132	5 375%	322	0 93
COMCAST CORP NEW B/E 5 15% DUE 03/01/20 MTN	CASH	6,000	20030NBA8 A3 / A-	100 09570	111 55700	6,005 74	6,693 42	688	5 150%	309	0.92
GOLDMAN SACHS GRP INC MTN BE B/E 6% DUE 06/15/20 MTN	CASH	7,000	38141EA66 BAA1 / A-	106 44270	114 65800	7,450 99	8,026 06	575	6 000%	420	1 10
GENERAL ELEC CAP CORP MTN BE B/E 4 375% DUE 09/16/20 MTN	CASH	14,000	36962G4R2 A1 / AA+	99 59060	108 37900	13,942 69	15,173.06	1,230	4 375%	612	2 08
DIRECTV HLDGS LLC / DIRECTV B/E 5% DUE 03/01/21 NOTE	CASH	7,000	25459HBA2 BAA2 / BBB	99 65200	105 05100	6,975 64	7,353 57	378	5 000%	350	1 01
WELLS FARGO CO MTN BE B/E 4 6% DUE 04/01/21 MTN	CASH	7,000	94974BEV8 A2 / A+	106 46300	109 62300	7,452 41	7,673 61	221	4 600%	322	1 05
CATERPILLAR INC DEL B/E 3 9% DUE 05/27/21 NOTE	CASH	7,000	149123BV2 A2 / A	99 55870	103 87000	6,969 11	7,270 90	302	3 900%	273	1 00
INTEL CORP B/E 3 3% DUE 10/01/21 NOTE	CASH	7,000	458140AJ9 A1 / A+	103 14300	99.34900	7,220 01	6,954 43	(266)	3 300%	231	0 95
CIGNA CORPORATION B/E 4% DUE 02/15/22 NOTE CALL 11/15/21 @100	CASH	7,000	125509BS7 BAA2 / A-	98 76200	101.78700	6,913 34	7,125 09	212	4 000%	280	0 98
MIDAMERICAN ENERGY HLDGS NEW B/E 6 125% DUE 04/01/36 DEB	CASH	6,000	59562VAM9 BAA1 / BBB+	98 75320	113 60600	5,925 19	6,816 36	891	6 125%	367	0.94
ORACLE CORP B/E 6 5% DUE 04/15/38 NOTE	CASH	6,000	68389XAE5 A1 / A+	115 48100	121 83500	6,928 86	7,310 10	381	6 500%	390	1 00

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ırtfolio Holdings

ıe 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 ırate 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 information Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information

nated 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 s, 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 ; not reflect changes in its price, which may fluctuate

ney Market Funds (NOT FDIC INSURED)

ı may elect to liquidate any cash investment option at any time by contacting his/her Financial Advisor

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
·NTAGE PRIMARY LIQ FD	CASH	717,102 1700	ADLXX	1 00000	1 00000	717,102 17	717,102 17	0 020%	143	25 34
TOTAL MONEY MARKET FUNDS						**717,102.17**	**717,102.17**		**143**	**25.34**

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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

ımon Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
E INC	(Q) CASH	300	AAPL	164 78680	561 02000	49,436 03	168,306.00	118,870	2 174%	3,660	5 95
ER INTL INC	(L) CASH	1,000	BAX	62 93950	69 55000	62,939 50	69,550 00	6,611	2 818%	1,960	2 46
CAREMARK CORPORATION	(L) CASH	1,200	CVS	38 08580	71 57000	45,702 91	85,884 00	40,181	1 536%	1,320	3 03
)TRONICS INC	(P) CASH	1,000	CATM	36 91850	43 45000	36,918 47	43,450 00	6,532			1 54
O SYS INC	(R) CASH	1,500	CSCO	24 74850	22 43000	37,122 75	33,645 00	(3,478)	3 031%	1,020	1 19
·GRA FOODS INC	(J) CASH	1,000	CAG	21 19970	33 70000	21,199 65	33,700 00	12,500	2 967%	1,000	1 19
;OLIDATED EDISON INC	(T) CASH	300	ED	47 12340	55 28000	14,137 03	16,584 00	2,447	4 450%	738	0 59
EY WALT CO DISNEY	(H) CASH	200	DIS	30 37710	76 40000	6,075 41	15,280 00	9,205	1 125%	172	0 54
CHEM CO	(C) CASH	200	DOW	26 84660	44 40000	5,369.31	8,880.00	3,511	2 882%	256	0 31
) MTR CO DEL PAR $0 01	(S) CASH	700	F	13 17780	15 43000	9,224 46	10,801 00	1,577	2 592%	280	0 38
.PORT-MCMORAN COPPER & GOLD	(C) CASH	1,000	FCX	40 99390	37 74000	40,993 93	37,740 00	(3,254)	3 312%	1,250	1 33
:RAL ELECTRIC CO	(R) CASH	1,000	GE	20.22240	28 03000	20,222 41	28,030 00	7,808	3 139%	880	0 99

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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
GLAXOSMITHKLINE PLC SPONSORED ADR	(L) CASH	500	GSK	48 82850	53 39000	24,414 25	26,695 00	2,281	4 512%	1,204	0 94
HALLIBURTON CO	(G) CASH	1,000	HAL	43 48870	50 75000	43,488 74	50,750 00	7,261	1 182%	600	1 79
HEALTH CARE REIT INC REIT	(I) CASH	1,000	HCN	41 18720	53 57000	41,187 17	53,570 00	12,383	5 712%	3,060	1 89
HEWLETT PACKARD CO	(Q) CASH	500	HPQ	45 46800	27 98000	22,733 99	13,990 00	(8,744)	2 076%	290	0 49
HONEYWELL INTL INC	(S) CASH	1,000	HON	48 21420	91 37000	48,214 21	91,370 00	43,156	1 970%	1,800	3 23
INTERNATIONAL BUSINESS MACHS	(Q) CASH	200	IBM	130 34730	187 57000	26,069 46	37,514 00	11,445	2 025%	760	1 33
JOHNSON & JOHNSON	(L) CASH	500	JNJ	71 76800	91 59000	35,884 00	45,795 00	9,911	2 882%	1,320	1 62
LAUDER ESTEE COS INC CL A	(F) CASH	600	EL	41 41590	75 32000	24,849 52	45,192 00	20,342	1 062%	480	1 60
MGM RESORTS INTERNATIONAL	(K) CASH	1,000	MGM	20 33900	23 52000	20,339 00	23,520 00	3,181			0 83
MERCK & CO INC NEW	(L) CASH	221	MRK	36 03530	50 05000	7,963 81	11,061 05	3,097	3 516%	388	0 39
METLIFE INC	(I) CASH	1,854	MET	37 65260	53 92000	69,808 01	99,967 68	30,160	2 040%	2,039	3 53
MONSANTO CO NEW	(A) CASH	400	MON	119 08750	116 55000	47,635 00	46,620 00	(1,015)	1 475%	688	1 65
NUCOR CORP	(C) CASH	1,500	NUE	55 29060	53 38000	82,935 95	80,070 00	(2,866)	2 772%	2,220	2 83
OCCIDENTAL PETE CORP DEL	(G) CASH	200	OXY	80 26890	95 10000	16,053 77	19,020 00	2,966	2 691%	512	0 67
ORACLE CORP	(Q) CASH	1,000	ORCL	28 23530	38 26000	28,235 29	38,260 00	10,025	1 254%	480	1 35
OWENS ILL INC COM NEW	(C) CASH	1,500	OI	38 34440	35 78000	57,516 65	53,670 00	(3,847)			1 90
PEABODY ENERGY CORP	(C) CASH	500	BTU	43 17560	19 53000	21,587 81	9,765 00	(11,823)	1 740%	170	0 35
PETROLEO BRASILEIRO SA PETROBR SPONSORED ADR	(G) CASH	1,000	PBR	37 80980	13 78000	37,809 81	13,780 00	(24,030)			0 49
QUALCOMM INC	(Q) CASH	400	QCOM	44 52850	74 25000	17,811 40	29,700 00	11,889	1 885%	560	1 05
ROYAL DUTCH SHELL PLC SPONS ADR A	(G) CASH	300	RDSA	61 03090	71 27000	18,309 28	21,381 00	3,072	4 293%	918	0 76
SALESFORCE COM INC	(Q) CASH	128	CRM	18 34940	55 19000	2,348 72	7,064 32	4,716			0 25
SCHLUMBERGER LTD	(G) CASH	400	SLB	69 26490	90 11000	27,705 94	36,044 00	8,338	1 387%	500	1 27
SEMPRA ENERGY	(T) CASH	1,545	SRE	47 93770	89 76000	74,063 74	138,679 20	64,615	2 807%	3,893	4 90
STARWOOD H[illegible]&RESORTS WRLDWD	(K) CASH	200	HOT	56[illegible]	79 45000	11,223 43	15,890 00	4,667	1 699%	270	0 56

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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
TEVA PHARMACEUTICAL INDS LTD ADR	(L) CASH	600	TEVA	46 93640	40 08000	28,161 82	24,048 00	(4,114)	2 710%	651	0 85
UNILEVER PLC SPON ADR NEW	(J) CASH	500	UL	23 04400	41 20000	11,521 98	20,600 00	9,078	3 386%	697	0 73
UNION PAC CORP	(S) CASH	200	UNP	67 14350	168 00000	13,428 69	33,600 00	20,171	1 880%	632	1 19
UNITED PARCEL SERVICE INC CL B	(P) CASH	200	UPS	68 18230	105.08000	13,636 46	21,016 00	7,380	2 360%	496	0 74
UNITED TECHNOLOGIES CORP	(S) CASH	400	UTX	71.75290	113 80000	28,701 15	45,520 00	16,819	2 073%	944	1 61
VERIZON COMMUNICATIONS INC	(R) CASH	500	VZ	37 00800	49 14000	18,504 00	24,570 00	6,066	4 314%	1,060	0 87
WAL-MART STORES INC	(P) CASH	500	WMT	59 85750	78 69000	29,928 75	39,345 00	9,416	2 389%	940	1 39
WASTE MGMT INC DEL	(N) CASH	500	WM	31 92010	44 87000	15,960 05	22,435 00	6,475	3 253%	730	0 79
YAHOO INC	(Q) CASH	1,000	YHOO	32 65960	40 44000	32,659 62	40,440 00	7,780			1 43
SUB-TOTAL COMMON STOCK						**1,350,033.33**	**1,832,792.25**	**482,761**		**40,842**	**64.77**

COMMON STOCK HOLDINGS SUMMARY BY INDUSTRY CODE

(Q)	18%	TECHNOLOGY	(L)	14%	HEALTHCARE	(P)	5%	RETAIL SERVICES	(R)	4%	TELECOMMUNICATIONS	(J)	2%	FOOD & BEVERAGES
(T)	8%	UTILITIES	(H)	83%	ENTERTAINMENT	(C)	10%	BASIC INDUSTRY	(S)	9%	TRANSPORTATION	(G)	7%	ENERGY
(I)	8%	FINANCIAL	(F)	2%	CONSUMER GOODS	(K)	2%	GAMING/LODGING	(A)	2%	AGRICULTURE	(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	24 34000	26,592.00	36,510 00	9,918	6 655%	2,430	1 29
KINDER MORGAN ENERGY PARTNERS UT LTD PARTNER SBI/CBI	CASH	500	KMP	49 61800	80 66000	24,809 00	40,330 00	15,521	6 694%	2,700	1 42
VANGUARD NAT RES LLC COM UNIT SBI/CBI	CASH	400	VNR	28 38800	29 52000	11,355 20	11,808 00	453	8 434%	996	0 42
SUB-TOTAL MASTER LIMITED PARTNERSHIPS						**62,756.20**	**88,648.00**	**25,892**		**6,126**	**3.13**
TOTAL EQUITIES						**1,412,789.53**	**1,921,440.25**	**508,653**		**46,968**	**67.90**

OPPENHEIMER

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

STATEMENT OF ACCOUNT

SIPC

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

Page	Account Number	Financial Advisor	Period Ending
6 of 10	G54-0010332	HAMEL, WILLIAM - V5T	12/31/13

Options

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	Portfolio Percent
CALL HAL JAN @ $55 EXP 01/18/14 HALLIBURTON COMPANY	CASH	-10	HAL 140118C00055000	1 12000	0 09000	-1,119 98	-90 00	1,030	
CALL SLB JAN @ $95 EXP 01/18/14 SCHLUMBERGER LTD	CASH	-4	SLB 140118C00095000	1 92000	0 33000	-767 98	-132 00	636	
CALL QCOM JAN @ $67 5 EXP 01/18/14 QUALCOMM INC	CASH	-4	QCOM 140118C00067500	2 99990	6 78000	-1,199 97	-2,712 00	(1,512)	-0 10
TOTAL OPTIONS						**-3,087.93**	**-2,934.00**	**154**	**-0.10**

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 1-3 YR TR BD ETF CLOSED END SBI/CBI ETF	CASH	500	SHY	83 44800	84 38000	41,724 00	42,190 00	466	0 262%	110	1 49
POWERSHARES ETF TRUST II SENIOR LN PORT SBI/CBI ETF	CASH	1,000	BKLN	25 03890	24 88000	25,038 86	24,880 00	(159)	4 400%	1,094	0 88
SPDR GOLD TRUST GOLD SHS CLOSED END SBI/CBI ETF	CASH	100	GLD	80 64360	116 12000	8,064 36	11,612 00	3,548			0 41
VANGUARD INDEX FDS SML CP GRW ETF CLOSED END SBI/CBI ETF	CASH	500	VBK	76 68920	122 30000	38,344 60	61,150 00	22,805	0 636%	389	2 16
VANGUARD INDEX FDS SMALL CP ETF CLOSED END SBI/CBI ETF	CASH	500	VB	65 78600	109 95000	32,893 00	54,975 00	22,082	1 293%	711	1 94
SUB-TOTAL EXCHANGE TRADED FUNDS						**146,064.82**	**194,807.00**	**48,742**		**2,305**	**6 85**
TOTAL MUTUAL FUNDS						**146,064.82**	**194,807.00**	**48,742**		**2,305**	**6.85**

Form 990-PF Part I, Line 6a	Net Gain or Loss From Sale of Assets	2013

Name	Employer Identification Number
REEL FAMILY FOUNDATION, INC	26-3442960

Asset Information:

Description of Property: KINDER MORGAN CALLS
Date Acquired: Various — How Acquired: Purchased
Date Sold: 12/31/13 — Name of Buyer:
Sales Price: 1,064. — Cost or other basis (do not reduce by depreciation): 0.
Sales Expense: — Valuation Method:
Total Gain (Loss): 1,064. — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation: