



REEL CHANGE

THE POWER OF CHANGE THROUGH FILM

TABLE OF CONTENTS

I.	TABLE OF CONTENTS	2
II.	MISSION STATEMENT.....	3
III.	ABOUT REEL CHANGE.....	4
IV.	BOARD OF DIRECTORS.....	5
V.	HOW REEL CHANGE WORKS	7
VI.	OUR PROJECTS	9
VII.	FUND RAISING/DONATION INFO.....	12
VII.	GOALS/FORECAST	13
VIII.	ALLOCATION OF FUNDS	14
IX.	CONTACT INFORMATION/DONATION INFO.....	15

MISSION STATEMENT

Reel Change is a California-based 501(c)(3) non-profit organization dedicated to producing, promoting and aiding Third World causes and exemplary organizations that request our assistance with their education, marketing, fundraising and outreach programs.

The power of change through film.

We provide non-profit organizations with the professional media materials they need to bring their vision to life. Various ways of supporting the cause of the non-profit include, but are not limited to: TV ads, web-casts, documentaries, and underwriter solicitation. One goal is to support their cause with a clear, concise portrayal of their mission. Reel Change is dedicated to helping non-profit organizations raise the necessary funds to increase public awareness and educate their intended audience.

We offer our services to organizations, individuals and communities who lack the resources to produce or distribute their own effective and innovative media. These groups often conduct their work in the most destitute areas of the Third World—beyond the orbit of most potential donors. Bringing the story of the people with its accompanying sights and sounds enhances the personal interest of potential financial contributors.

In addition to media and web production, Reel Change can publicize the produced media in any manner of distribution, including but not limited to; cable or national networks, independent films, and web or print publication.

Through our vast corporate network we directly aid Third World organizations by bridging the gap between those who need help and those who can provide it.

ABOUT REEL CHANGE

Established by a group of dedicated individuals with diverse professional backgrounds, Reel Change hopes to inspire others to action by publicizing creative and effective non-profits worldwide.

Our production teams, board, and administrative staff are committed to applying their skills and compassion to improving the quality of life for individuals, communities and nations within our global family.

We have worked with large international non-profits (Salvation Army) and local grass-roots organizations (Restorative Justice). No cause is too large or small for us to address.

We understand how positive change can occur when individuals, corporations and governments share their time and resources with those who need them most. Reel Change invites you to join us in improving the lives of others through the power of film.

BOARD OF DIRECTORS

Rev. Valerie Ambrose || Executive Director

With 25 years of professional senior management experience with non-profit organizations, Ambrose effectively and efficiently leads the daily operations of Reel Change. She has held executive director positions with two innovative human service agencies in western Michigan where she was also a hospital vice president of community partnerships. An ordained Episcopal priest, Ambrose is committed to equipping and assisting individuals and communities to reach their full potential. Her strengths in implementing infrastructures and recruiting partners to achieve a common vision will continue to help Reel Change move into its dynamic future.

Jim Schraith || Advisor

Prior to retiring in 2001, Schraith held several senior management roles in companies ranging from venture-backed start-ups to members of the Fortune 500 list. Jim's experience includes CEO/COO and senior VP roles at ShareWave, Inc., Compaq Computer and AST Research. Jim co-founded QTV Capital, a bay-area venture capital firm focused on the storage market. Jim is an investor and/or board member at JiWire, Mutant Logic, Schilling Robotics and Semtech Corp. (NASDAQ: SMTC). Jim is also a venture partner in the DFJ Frontier fund.

Ronald Ambrose || Secretary / Founding Co-Director

With a B.S. in Marketing from Colorado State University, Ambrose has an unparalleled enthusiasm for adventure and lifestyle programming. His photography experience evolved into a life-long passion, and became the cornerstone for his future documentary and network-related projects. As a co-founder for Craterlion Productions, he has traveled the world, filmed and photographed under some of the most unique conditions.

Sashi De || President / Founding Co-Director

While completing his education at the University of California, Davis, De developed a passion for creating programming intended to broaden his viewers' perspectives. As a co-founder/Executive Producer for Craterlion Productions, De has the necessary entrepreneurial skills and media experience to serve as Reel Change's President and Project Manager.

John P. Norton || Director

Norton's career began with a Bachelor of Science degree from University of California, Davis. As an executive with J.R. Norton Company, a family-owned diversified agricultural business, his experience includes production agriculture and Real Estate acquisition. Norton served as President of Ready Pac Growers, a vegetable processing company, while he founded Norton Enterprises (1990-present), a company specializing in processed vegetable production, as well as invested in both venture capital and real estate opportunities.

Norton has served on the Board of Directors of Rent.com (a company in which he was a founding owner that sold to eBay), United Fruits & Vegetables Association, Illuminations.com, Starlume, Inc. and Axispointe. John is a current Director of Pickpoint Corp. and Citrine Operations, Inc.

BOARD OF DIRECTORS

Brook Wager || Director

Brook Wager, MD., was born and raised in Jackson Hole, Wyoming. He attended the University of Colorado, at Boulder with a focus in environmental biology and graduated with high honors in 1999. Wager completed Medical School at the David Geffen School of Medicine at UCLA, and attained the degree of Doctor of Medicine in 2006. He is currently a second-year resident at Duke University Hospital, specializing in Emergency Medicine, with a focus on International and Wilderness Medicine. His research interests include; emergency medicine administration, information technology, and development of portable point-of-care diagnostic support tools.

Judith Smith || Director

A creative thinker who can get organizations started and put them on course for success, Smith has volunteered extensively on behalf of Holland, Michigan's non-profit community for 25 years. Among her many projects, she co-founded the Waterfront Film Festival, contributed her talents to Hospice of Holland and chaired the board of the Holland Historical Trust. At the same time, Smith has also been active in the management of retail and real estate ventures. Well-grounded in both her corporate and non-profit experience, she now looks forward to helping Reel Change create real change.

Jan Gockerman || Director

Jan Gockerman recently retired from thirty years of senior hospital administration. She has a BS from the University of Michigan and a Master of Management degree from Aquinas College. Gockerman also has extensive volunteer experience in leading not for profit organizations through times of change and transition. Her strategic planning and fiscal management expertise will be valuable as Reel Change continues its rapid growth.

HOW REEL CHANGE WORKS

Reel Change takes the initiative, becomes immersed in and researches pertinent aspects of the project, discovers what needs attention, and then acts as both producer and distributor of unique media materials designed to increase public awareness of NPO's with the goal of increasing the number and size of their donations.



For example:

Hand-pulled rickshaws were outlawed in India in February of 2007, leaving 250,000 people out of work and unable to provide for their families. Rickshaw pullers exist on the ragged margins of India's society, barely scraping by on subsistence wages, but they're an integral part of the transportation network. They transport people and goods at costs that even the poorest can afford. With hand-pulling outlawed, the only option became the bicycle rickshaw, which requires a \$1000 investment on the part of the puller—a cost that can't be met without a loan, which rickshaw pullers can rarely obtain.

Pedals for Progress is a national bicycle collection service that ships used bikes from America to developing nations around the world. They also support sustainable bicycle repair shops internationally, and have the infrastructure and contacts to provide enough bicycle parts to build a fleet of bicycle rickshaws in India.

Pedals for Progress has partnered with Reel Change and proposes to collect bicycle parts, pay builders in India to make pedal-rickshaws, and then donate the rickshaws to pullers in Kolkata. To meet the costs of the program, Reel Change will produce a short film highlighting the challenges faced by rickshaw pullers in India, and then distribute the film to bicycle shops across America to ask for their old parts. United Parcel Service, (UPS), as a sponsor, will donate the shipping costs for bike parts from their origin point to a collection center in California, and from there to India.

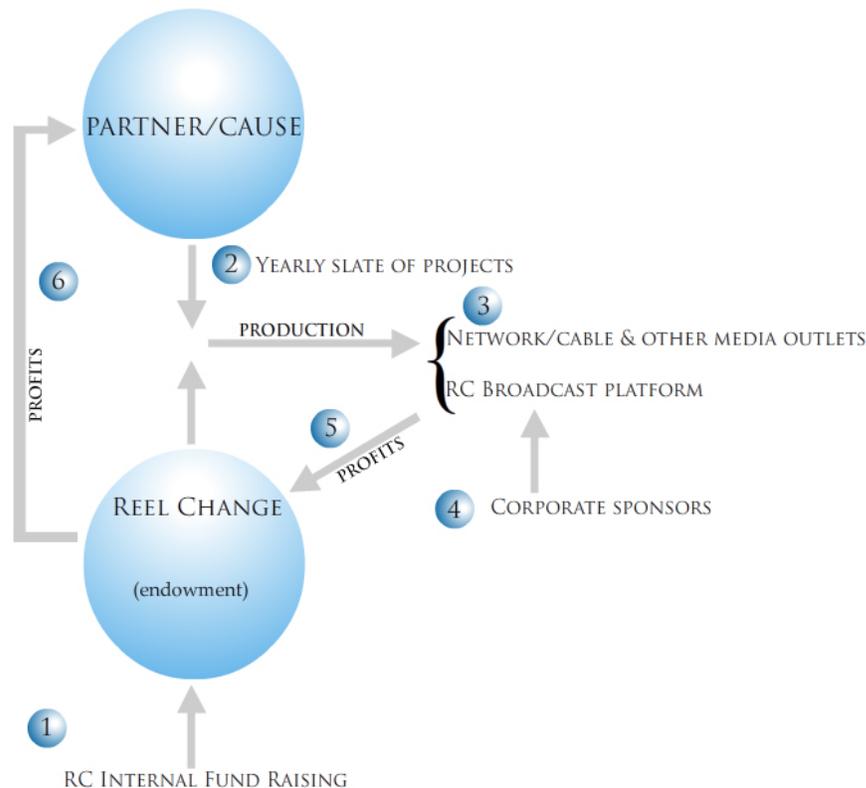


Additionally, the film will air on a major network and act as a catalyst for people to donate funds which will pay for the rickshaws to be built and distributed in India. Viewers will be able to donate to Pedals for Progress directly or through Reel Change. Tax-deductible donations to Reel Change can be made online or via regular mail.

A unique advantage of Reel Change is that donors will be able to actually see the impact that resulted from their donations. Additionally, our supported non-profits will receive media material for further fundraising efforts, free of charge.

Reel Change goes one step further by allotting a sizeable percentage of TV royalties, Web donations and ongoing financial support back to the cause.

HOW REEL CHANGE WORKS, CONT'D



1. **Reel Change (RC) Internal Fundraising:** Our internal fund-raising goal is to raise the maximum possible funds at the least possible expense. The above-named “endowment” will be carefully assessed and allocated by board members to collaborate with potential partners/clients for RC’s yearly slate of projects.
2. **Yearly Slate of Projects:** These can be third party submissions to RC or can be original causes collectively chosen by the RC board. The RC website accepts submissions from any distinguished NPO.
3. **Profits:** Once the media is produced, it is routed to network/cable venues for distribution. At this stage, revenue can be made either by network/cable royalties or donations made by the audience-members.
4. **Corporate Sponsors:** RC invests significant effort towards finding suitable corporate partners to fund/sponsor projects that appeal to the branding of the cause RC is addressing (i.e.: General Electric and the Clean Water Project, or United Parcel Service and the shipment of humanitarian goods). The result is two-fold: RC receives generous donations to continue its efforts while the corporations receive a tax deduction for donations and use RC media as a public relations tool.
5. **Profits:** Any profits made from the produced materials (corporate sponsors, audience donation, network royalties, etc. . .) are routed back to RC and relayed to the original cause.

OUR PROJECTS

Reel Change's list of projects is ever-expanding. Our portfolio consists of an array of original efforts developed by our Board of Directors and direct requests for assistance by Non Profit Organizations via our on-line submission form.

We provide media exposure in all media, including, but not limited to:

Web

- advertising
- press release
- streaming video

Television

- news
- network
- cable

Film

- independent
- festivals

Print

- magazines
- newspapers
- ad campaigns

Corporate Affiliates

CURRENT PROJECTS:**COMPLETED PROJECT: HEARTSIDE MINISTRY**

We began work out of our own pockets before attaining our 501(c)(3) status, producing a documentary to meet the publicity needs of Heartside Ministry in Grand Rapids, Michigan. The film showcases Heartside's community outreach program, and how they have positively affected the lives of hundreds of people. This promotional feature for Heartside is a compelling tool for fund-raising and public awareness. This has aired in the local television market in Michigan.

USA: SILENT EPIDEMIC: Traumatic Brain Injury**Summary:**

Silent Epidemic covers the growing risk and dangers of traumatic brain injuries that occur in the world of sports and for soldiers fighting the global war on terror. TBI, or Traumatic Brain Injury, is a growing health concern for athletes in the sports of football, soccer, boxing, race car driving, hockey or any other contact sport. It is also a major concern for troops in Iraq and Afghanistan due to IED explosions. This special documentary will cover the broad reach of this condition in the many contact sports of today and also how it occurs on the battlefield. At focus will be the in-depth and personal tales of a professional football player and of a soldier afflicted with TBI from a battlefield injury in Iraq/Afghanistan. The documentary jumps from first-person insider perspective to family perspectives to medical evaluations and ultimately provides detailed information about the cause of TBI, the treatment options and efforts at hand, and personal stories of how individuals afflicted with it (whether at the battlefield or at the football stadium) are triumphing over their rarely-known injuries. The goal for this documentary is to be distributed to networks such as the Military Channel and other venues. A second cut specific to football will also be made and marketed to insurance companies as well as venues such as the NFL, NHL, etc.

HOST

Chad Hennings was an Air Force A-10 pilot flying over 40 missions in Iraq and with NATO before playing professional football with the Dallas Cowboys. Chad is someone who knows TBI and understands the affects of such a life altering affliction. As a professional football player, Chad saw first-hand many teammates and fellow players who fell victim to this growing affliction. Chad eventually retired from football in 2000 and has since then turned his attention to things close to his heart, the military and football. He has been working with Congressional leaders, Pentagon officials and with the NFL Players Association to develop programs to help those suffering and recovering from TBI. He has also been touring the country at his own expense at times doing motivational speeches for youth groups, private gatherings and for military personnel. Due to his experience and close ties to the U-S military, to the NFL, plus his engaging, on-camera delivery, the Producers of this program view Mr. Hennings as the perfect host for this informative program.

Philippines: The Banaue Rice Terraces recovery project

Summary: The world-famous UNESCO heritage site, Banaue Rice Terraces, is endangered by both the cultural erosion of youth abandoning the traditional lifestyle and erosion of the earthen structure exacerbated by an invasion of an unknown species of earthworms. Reel Change will produce a 1-hour documentary special that captures the challenges of a collaborative effort of graduate students who venture deep into the heart of the rice terraces to find a solution to this incessant problem. While the collaborative effort of scholars and scientists addresses the physical destruction of the terraces, Reel Change will also address the potential demise of their way of life. By providing medical supplies as well as schooling infrastructure; more families will opt to keep their children at home instead of sending them away into the cities for schooling and medical care.

Kenya: Margaret Okari Foundation

Summary: The Margaret Okari Children's foundation is dedicated to helping AIDS orphans in Africa by building the physical, spiritual and educational foundation of the children of the Kisii region in Kenya. These children, whose parents have died of AIDS, would never realize their full potential without the dedication of the staff and the foundation. Reel Change will capture the remarkable story of Kwamboka Okari and how she overcame adversity to create the boarding school which currently houses and educates more than 80 children. In addition to providing a core curriculum, they also facilitate special programs to tutor and mentor the children, provide educational materials, and enrich and extend awareness of a world of possibilities beyond the cultural norms. The goals of the foundation include but are not limited to: building a well, continuing to create housing and classrooms, and accommodating more children—as the waiting list exceeds 600.

FUTURE PROJECTS:

- Timbuktu Trash cleanup project: Waste Management: PENDING
- Pedals for Progress: Rickshaw pullers of Kolkata: IN PROGRESS
- Episcopal Church's international relief agency (Episcopal Relief and Development) to combat malaria in Africa: PENDING
- Foundation for Self-Sufficiency in Central America (www.fssca.net): PENDING

FUNDRAISING

Reel Change is a 501(c)(3) non-profit media and educational organization entirely funded by donations.

METHODS

- Internal fundraising efforts.
- Reel Change website: donation and support pages.
- Corporate sponsorship.
- Publicity campaign: press releases, public relations, advertising, articles.

#

DONATION INFORMATION

REEL CHANGE ACCEPTS DONATIONS ONLINE VIA OUR WEBSITE:
[HTTP://WWW.REEL-CHANGE.ORG](http://www.reel-change.org) WE ALSO ACCEPT CHECKS (MADE OUT TO REEL CHANGE).

REEL CHANGE, INC.
*EIN #: 26-3912744
873 EMBARCADERO DRIVE,
SUITE 3, EL DORADO HILLS,
CA 95762

THANK YOU!

ATTORNEY INFORMATION

LAW OFFICES OF DEBORAH BARRON
DEBORAH BARRON
916-486-1712
DEBORAH.BARRON@LAWBARRON.COM

*your donations are tax deductible

*Reel Change is a 501(c)(3) operating in California, USA.

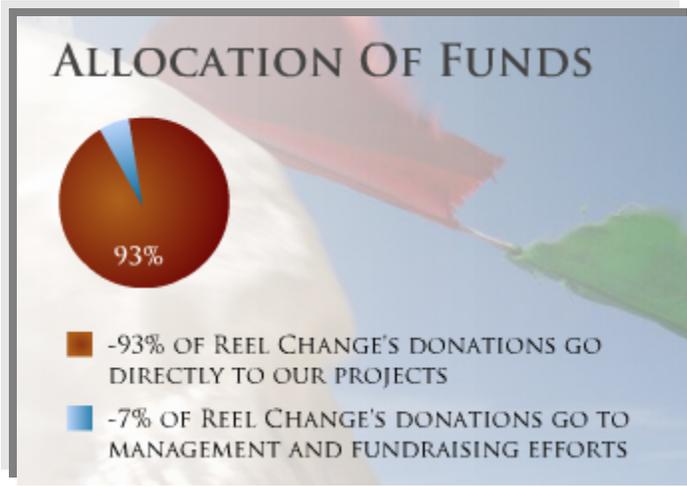
GOALS/FORECAST 2010

- Completion of two projects (estimated expense of 100,000 USD each).
- Attain a minimum of one corporate sponsor.

GOALS/FORECAST 2011

- Raise endowment to 250,000 USD mark.
- Acquire and develop projects for broadcast platform.
- Undertake three projects throughout the entire year.
- Follow-up previous year's projects as needed.

ALLOCATION OF FUNDS



The majority of funds will be allotted to the projects, therefore minimizing management and operating expenses.

- Projected goal for allotments: 9.3:1.
- Upon request, cause-specific donations (from website) go entirely to the project itself.
- Online source of donation reduces overhead expense of extensive office support staff.
- Small, dedicated staff of fund-raisers.

CONTACT

REEL CHANGE CAN ACCEPT DONATIONS ONLINE. WE ALSO ACCEPT CHECKS (MADE OUT TO REEL CHANGE).

PUBLIC RELATIONS:

JOSH MORGAN
PHONE: 916.941.0901
EMAIL:
JOSH@MORGANDORADO.COM

ATTORNEY INFORMATION

LAW OFFICES OF DEBORAH BARRON
DEBORAH BARRON
916-486-1712
DEBORAH.BARRON@LAWBARRON.COM

CONTACT

RONALD AMBROSE | SECRETARY
(916) 412-8734
RON@REEL-CHANGE.ORG

REEL CHANGE, INC.
EIN #: 26-3912744
1941 CAVERSHAM WAY
FOLSOM, CA 95630