

GLOBAL CASINOS INC  
Form 10-K  
October 13, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-K**

**ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934**

For the fiscal year ended June 30, 2011

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-15415

**GLOBAL CASINOS, INC.**

(Exact name of Registrant as specified in its Charter)

Utah  
(State or other jurisdiction  
of incorporation or organization)

87-0340206  
I.R.S. Employer  
Identification number

1507 Pine Street, Boulder, Colorado 80302  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number: (303) 449-2100

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, \$.05 par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act  
 Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.

*Note* Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Exchange Act from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of

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Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [ ] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer [\_\_\_] Accelerated filer [\_\_\_]

Non-accelerated filer [\_\_\_] (Do not check if a smaller reporting company)

Smaller reporting company [ X ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12-b2 of the Exchange Act). Yes [ ] No [ x ]

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter is \$5,549,213.

The number of shares outstanding of the registrant's common stock, as of October 4, 2011, is 6,798,488.

#### DOCUMENTS INCORPORATED BY REFERENCE

List hereunder the following documents if incorporated by reference and the Part of the Form 10-K (*e.g.*, Part I, Part II, etc.) into which the document is incorporated: (1) Any annual report to security holders; (2) Any proxy or information statement; and (3) Any prospectus filed pursuant to Rule 424(b) or (c) under the Securities Act of 1933. The listed documents should be clearly described for identification purposes

**Exhibits**

See Part IV, Item 15.

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## **FORWARD LOOKING STATEMENTS**

Certain statements made in this Annual Report are "forward-looking statements" (within the meaning of the Private Securities Litigation Reform Act of 1995) regarding the plans and objectives of management for future operations. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The forward-looking statements made in this Report are based on current expectations that involve numerous risks and uncertainties. The Company's plans and objectives are based, in part, on assumptions involving the growth and expansion of business. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the Company. Although the Company believes that its assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, there can be no assurance that the forward-looking statements made in this Report will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements made in this Report, the inclusion of such information should not be regarded as a representation by the Company or any other person that the objectives and plans of the Company will be achieved.

**PART I**

**ITEM 1. BUSINESS**

**Overview**

Global Casinos, Inc. ("the Company", "Global Casinos", or "Global") and its wholly owned subsidiaries operate in the domestic gaming industry. The Company is organized as a holding company for the purpose of acquiring and operating casinos, gaming properties, and other related interests. Global was organized under the laws of the State of Utah on June 8, 1978.

As of June 30, 2011, Global had two operating subsidiaries: one which owns and operates the Bull Durham Saloon & Casino ("Bull Durham") located in Black Hawk, Colorado; and one which owns and operates the Doc Holliday Casino ( Doc Holliday ) located in Central City, Colorado. In addition, Global also has a 25% equity investment in an entity that ~~which~~ owns certain gaming technology. This investment is being accounted for under the equity method.

**Description of Operations**

**Casinos U.S.A. - The Bull Durham Saloon and Casino**

**Background:** Casinos U.S.A. was acquired on November 19, 1993. Global Casinos acquired 100% of the outstanding common stock of Casinos U.S.A., Inc., a Colorado corporation, and Lincoln Corporation ("Lincoln") and Woodbine Corporation ("Woodbine"), both South Dakota corporations, in exchange for 253,500 shares of the Company's common stock. Lincoln and Woodbine operated the Last Chance Saloon and Lillie's, respectively; both located in Deadwood, South Dakota. The Company permanently closed the Last Chance Saloon on May 31, 1994 and Lillie's on June 30, 1995 due to unprofitable operations. Both Lincoln and Woodbine are now inactive corporations.

In October 1995, Casinos U.S.A. filed a voluntary petition under Chapter 11 of the United States Bankruptcy Code as it was in default under all of its secured obligations encumbering the Bull Durham Saloon and Casino. In January 1997, the Court approved the Debtor's Second Amended Plan of Reorganization (the "Plan"), and in February 1998 the bankruptcy was discharged upon being fully administered.

Operations: The Bull Durham is located approximately one hour from Denver, Colorado in the mountain town of Black Hawk. The Company has operated the Bull Durham since 1993, soon after limited stakes gambling was legalized in Black Hawk in 1992. The casino holds a retail liquor license issued by the State of Colorado and offers limited food service in addition to beverages.

Presently, the casino occupies approximately 7,400 square feet of space located at 110 Main Street in Black Hawk, Colorado. Casinos U.S.A. owns the building in which the Bull Durham operates, subject to two tiers of deeds of trust securing a total of \$1,410,592 in debt, as of June 30, 2011.

As of June 30, 2011, we operated 188 slot machines. The Bull Durham does not operate any table games.

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New slot machine designs are introduced every year by the equipment manufacturers. Certain games become more popular and older games tend to become less popular. During the past year, we replaced or upgraded 16 machines. The current popular trend is in the "penny" machines.

In 2005 we installed the Oasis Casino Management System ("Oasis System") produced by Aristocrat Technologies. The Oasis System connects our slot machines to a central computer that monitors all activity on each gaming device. It includes a "Player Tracking System" that allows us to implement new features and benefits into our Frequent Player Club (known as the "Sharpshooter Club") and also enables us to properly recognize our VIP players. As the system is fully automated, it provides several operational efficiencies in the collection and analysis of customer data, and allows us to target our marketing efforts towards the most active players. Our investment in the Oasis System totaled \$380,000.

The Bull Durham's customer base consists primarily of day visitors from Denver. Many gamblers are transported to Black Hawk on charter buses provided by the casinos. A city bus stop is adjacent to the casino. We also directly contract with certain bus companies to transport guests to our casino from Denver and its surrounding communities.

As we do not have parking facilities available for our customers, we rely totally on "walk-in" traffic and charter bus traffic. This traffic declines during the winter months when the weather deteriorates. We do not have a full service restaurant. Some of our competitors provide extensive food service, including Las Vegas-style buffets.

In March 2008, in order to provide some of the cash necessary to permit the Company to acquire Doc Holliday, Astraea Investment Management, LP, as Trustee ( Astraea ) consented to Casinos USA lending \$550,000 to Global Casinos. The loan is evidenced by an unsecured promissory note that was assigned to Astraea as further collateral for its mortgage notes. As part of the arrangement, Casinos USA agreed to an increase in the interest rate applicable to the two Astraea mortgage notes to 12% per annum. As part of Global Casino's purchase of the Astraea mortgage note in December 2009, the intercompany note between Casinos USA and Global Casinos was reassigned to Casinos USA. The promissory note was due June 30, 2009, was outstanding at June 30, 2011, and eliminates in consolidation.

In June 2009, Casinos USA loaned an additional \$100,000 to Global Casinos. The proceeds of the loan were used to fund, in part, the purchase and installation of a digital surveillance system at Doc Holliday to comply with a new mandate of the Division of Gaming. The loan was evidenced by a promissory note, which was repayable in two equal installments of \$50,000 each, payable out of the quarterly profit distributions payable by Casinos USA to Global Casinos for the quarters ended June 30 and September 30, 2009. Both installments have been paid as scheduled and the note cancelled.

Effective January 1, 2010, - Casinos USA entered into a Credit Agreement with Doc Holliday Casino II, LLC pursuant to which Casinos USA agreed to make available to Doc Holliday a revolving line of credit with a maximum loan balance of \$500,000. The Credit Agreement is secured by a UCC security interest in all of the assets of Doc Holliday. The obligation under the Credit Agreement is eliminated in consolidation.



Management is currently working to obtain debt or equity financing, or a combination of both, to restructure all Company debt. No agreements have been made as of the date of this report, and there can be no assurance such financing will be obtained.

**Doc Holliday Casino II, LLC**

**Background:** On March 18, 2008 the Company completed its acquisition of substantially all the assets and certain liabilities of the Doc Holliday Casino through a newly created wholly-owned subsidiary Doc Holliday Casino II, LLC ( Doc Holliday ). The operating results of Doc Holliday have been included in the consolidated financial statements since that date. Doc Holliday is a limited stakes gaming establishment located in Central City, Colorado and is generally considered to be in the same market and gaming environment as the Bull Durham Saloon and Casino. Our acquisition of Doc Holliday gives us an opportunity to benefit from joint marketing efforts, and to a lesser degree reduce our administrative operating expenses through economies of scale.

**Operations:** Doc Holliday is located approximately one hour from Denver, Colorado in the mountain town of Central City. The Company has operated Doc Holliday since March 2008. The casino holds a retail liquor license issued by the State of Colorado and offers limited food service in addition to beverages.

Presently, the casino occupies approximately 12,710 square feet of space located at 129 - 131 Main Street in Central City, Colorado. The casino occupies that space under a lease that expires in July 2015. There are presently no options to renew or extend the lease. The current monthly base rent, as amended, is \$20,833.33 plus triple net expenses, subject to a three percent cap on annual increases. The monthly base rent escalates to \$25,362 beginning January 2012 through the end of the lease term.

As of June 30, 2011, we operated 193 slot machines. In September 2010, all table games consisting of Three Card Poker, Texas Hold em, and Blackjack, were removed from the casino floor to provide additional space for slot machines.

New slot machine designs are introduced every year by the equipment manufacturers. Certain games become more popular and older games tend to become less popular. Since acquiring Doc Holliday in March 2008, we replaced or upgraded 18 machines. The current popular trend is in the "penny" machines.

We currently do not have a player tracking system similar to the Oasis system at Bull Durham. We plan to implement such a system when we have sufficient capital, as we estimate that a comparable system at Doc Holliday will cost approximately \$500,000.

The Doc Holliday customer base consists primarily of day visitors from Denver. Many gamblers are transported to Central City on charter buses provided by the casinos. We also directly contract with certain bus companies to transport guests to our casino from Denver and its surrounding communities.

We sublease a parking lot in close proximity to the casino at a cost of approximately \$5,000 per month. In addition, we rely on "walk-in" traffic and charter bus traffic. This traffic declines during the winter months when the weather deteriorates. We do not have a full service restaurant. Some of our competitors provide extensive food service, including Las Vegas-style buffets.

## **Regulation**

Both the Bull Durham and Doc Holliday Casinos operate as Class B Gaming Casinos, which limits each casino to four (4) gaming tables and fewer than two hundred fifty (250) slot machines. Under limited stakes gaming regulations in Colorado, maximum wagers are limited to \$100.00 per bet.

Ownership and operation of gaming establishments are extensively regulated by states in which such activities are permitted. Colorado has adopted numerous statutes and regulations covering limited stakes gaming operations. Existing regulation includes various aspects of the gaming industry, including ownership, operation and employment in all limited stakes gaming operations, taxation of revenues and regulation of equipment utilized in connection with such activities. Virtually all aspects of ownership and operation of gaming facilities require licensing by the state. Operators, machine manufacturers and distributors, employees and retailers are all subject to extensive investigation and regulation prior to licensing to engage in gaming activities. The procedure for obtaining these licenses is time consuming and costly. Prior to November 1, 2002, Global held a gaming license to operate the Bull Durham. Effective November 1, 2002, the gaming license was transferred to Casinos, U.S.A., Inc., our subsidiary that owns the Bull Durham, as part of an overall restructuring of our business operations under the Astraea Term Sheet. This restructuring was undertaken, in part, at the behest of the Division of Gaming.

Because the Company is a publicly traded corporation, each of the officers, directors and shareholders owning 5% or more of the equity interest prior to November 1, 2002, had to be approved by the Colorado Division of Gaming. With the transfer of the gaming license to Casinos, U.S.A., the officers and directors of that subsidiary must be approved by the Division of Gaming. The criteria established in determining the suitability to conduct such operations include financial history, criminal record and character, in addition to satisfaction of application procedures set forth in the existing regulations.

Under current regulations promulgated by the Colorado Limited Gaming Commission (the "Gaming Commission"), no gaming licensee may issue shares except in accordance with Colorado gaming laws and regulations; and any such issuance will be ineffective and such stock shall not be deemed issued until compliance is obtained; no shares of the licensee may be transferred except in accordance with Colorado Gaming Laws and regulations; and if the Gaming Commission determines that a holder of a licensee's securities is unsuitable, the licensee or a suitable person must, within sixty days, purchase such securities at the lesser of the unsuitable person's investment or the current market price of such securities. Any person who becomes a beneficial owner of five percent or more of the Company's common stock must notify the Division of Gaming within ten days after such person acquires such securities and must provide such additional information and be subject to a finding of suitability as required by the Division of Gaming Commission. The Company must notify each person who is subject to this regulation of its requirements as soon as it becomes aware of the acquisition. The same regulations apply to any person who becomes a beneficial owner of more than ten percent of any other class of voting securities of the Company.

Existing federal and state regulations may also impose civil and criminal sanctions for various activities prohibited in connection with gaming operations. State statutes and regulations also prohibit various acts in

connection with gaming operations, including false statements on applications and failure or refusal to obtain necessary licenses described in such regulations.

Violation of any of these existing or newly adopted regulations may have a substantial adverse effect on the operations of the Company and its subsidiaries.

The Company has been granted a casino tavern license issued under the Colorado Liquor Code for the Bull Durham. As revised in 1993, the Colorado Liquor Code now includes a casino tavern license issuable to duly licensed and operating limited stakes gaming casinos.

The beverage license is revocable and non-transferable. Licensing authorities may limit, condition, suspend or revoke the license. Violation of beverage laws or regulations can result in loss of license and may constitute a criminal offense punishable by fines, incarceration, or both.

Net profits derived from the operations of the Company and its subsidiaries are subject to taxation at the federal, state and local levels. The State of Colorado imposes a variable gaming tax on "adjusted gross proceeds" ("AGP"), which includes the total amount of all wagers made by players less all payments received by such players. As revised in July 1999 the progressive tax rate ranges from 0.25% on the first \$2,000,000 of AGP to 20% on AGP in excess of \$15,000,000. Local governmental units assess real and personal property taxes on the value of many assets, including land, building and gaming equipment. In addition, the cities of Black Hawk and Central City assess "device fees" on each gaming device utilized in a casino.

## **Competition**

Competition in the gaming industry in the United States is intense. There are numerous competitors engaged in the same business as the Company, and the Company's operations also compete with other forms of gaming activities, such as Bingo, Lotto, table games, sports betting and pari-mutuel wagering. Competition in Black Hawk, Colorado is particularly intense as competitors are in very close proximity to the Company's operations. There are now 17 casinos operating in the Black Hawk market. Additionally, there are 7 casinos, including our Doc Holliday Casino, located approximately one mile west in Central City. The Bull Durham Casino in Black Hawk is relatively small in comparison to the other casinos in the market. There are currently 8,313 slot machines in the Black Hawk market and 2,073 in the Central City market. Based upon the number of slot machines in Black Hawk, the Bull Durham casino represents approximately 2% of the Black Hawk market, while the Doc Holliday Casino represents approximately 9% of the total slot machines in Central City. Part of our strategy to stay competitive is by continually upgrading the casinos' gaming devices to provide the most state-of-the-art gaming experience possible, and by providing personalized customer services designed to promote customer loyalty. A direct mail marketing campaign was also developed that targets repeat customers as part of our efforts to maintain market share.

The 1991 referendum that authorized gaming in Colorado limited casinos to three mountain towns, Black Hawk, Central City, and Cripple Creek. There are two Native American casinos in Colorado, both in the southwest region of the state. However, future referendums could expand gaming to other locations. Other forms of legal gaming in Colorado include lottery games, dog and horse racing, and bingo.

It is possible that additional forms of gaming could be authorized. Colorado does not currently allow video lottery terminals ("VLT"). VLT's are games of chance similar to slot machines that generate a random set of numbers to be displayed on a video screen. Winning bets are rewarded with

a ticket that can be exchanged for cash. An initiative to legalize VLT's that was on the ballot for the November 2003 general election was defeated.

Seasonality. Because the Bull Durham Casino is located in a small mountain community west of Denver, it experiences its peak business during the summer months when weather conditions are more favorable. The winter months tend to be substantially slower when weather conditions reduce the amount of traffic through the town.

### **Executive Officers and Employees**

The Company has three executive officers: President is Clifford L. Neuman, its Secretary is Pete Bloomquist and its Chief Financial Officer is Todd Huss. None of these executive officers is an employee or paid a salary.

The Bull Durham operates with an on-site general manager who shares his duties with the Doc Holliday casino. The Bull Durham currently employs 30 persons, including 28 that are considered full-time and 2 that are considered part-time. The Doc Holliday casino currently employs 25 persons, including 14 that are considered full-time and 11 that are considered part-time. The Company is not part of any collective bargaining agreement. There have been no work stoppages and the Company believes its employee relations are good.

### **Global Gaming Technologies, LLC**

On February 28, 2006, the Company entered into an Organization Agreement with a certain individual to form a for-profit limited liability company under the name of Global Gaming Technologies, LLC ( GGT ). Under the terms of the Agreement, the individual contributed to GGT all of his intellectual property rights related to two games of poker. The Company agreed to make an initial cash capital contribution to GGT of \$100,000, for which it received a 25% equity interest in GGT. At the Company's election, it may make an additional \$100,000 cash capital contribution to GGT for which it will receive an additional 25% equity interest.

At the present time, both games are still under development and neither has been approved for use in any gaming jurisdiction. As of June 30, 2011, the Company has made cash payments to GGT of \$74,250 as part of the initial \$100,000 cash capital payments required under the Agreement. The remaining \$25,750 obligation is recorded as a current liability. The investment equal to the amount of cash advanced to GGT was written off in previous periods. As such, no further losses have been recorded. As of June 30, 2011, GGT has had no revenues.

### **Intellectual Property**



The Company does not claim any intellectual property protection to any of its assets and does not believe that intellectual property protection is material to its operations.

## Consultants

On April 1, 2008 the Company entered into Consultation Agreement ( Agreement ) with an independent contractor to provide corporate development services. The Agreement was to terminate on September 1, 2008, but was extended by both parties on a month to month as needed basis by verbal agreement. The agreement required the Company pay the consultant a fee equal to \$50,000. For the years ended June 30, 2011 and 2010, no amounts were charged to operating, general and administrative expenses associated with this agreement. The agreement was terminated in November 2010.

## ITEM 1A. RISK FACTORS

*An investment in our securities is speculative and involves a high degree of risk. Please carefully consider the following risk factors, as well as the possibility of the loss of your entire investment, before deciding to invest in our securities.*

*We will require additional capital and have no commitments for funding.*

Our operations consist solely of the Bull Durham and Doc Holliday casinos. We believe this operation can be self-sustaining. However, it is not expected to be sufficiently profitable to fund the capital resource needs of the parent company. These conditions make it unlikely that we could take advantage of future opportunities without a significant capital infusion. We will have to obtain such additional capital through borrowings or from additional equity financing. Additional future equity financing may occur through the sale of either unregistered common stock in exempt offerings or through the public offering of registered stock. In any case, such additional equity financing may result in additional dilution to investors. There can be no assurance that any additional capital, funding or revenues can satisfactorily be arranged. We have no arrangements for the acquisition of additional capital.

*We have leveraged our assets to secure repayment of debt. If we default in the repayment of the debt, we could forfeit our productive assets.*

All of our assets have been pledged as security for the repayment of debt in the approximate amount of \$1.3 million. If we are unable to pay any of the debt, our assets would be subject to foreclosure by the creditor. Should foreclosure occur, it is likely that we would be forced to discontinue operations and our interest in the assets could be forfeited. These debts are currently due and we do not have the resources to retire the obligations. If the debt holders demand payment we could be forced to seek bankruptcy protection or be forced to liquidate the assets to satisfy the debts. We are currently engaged in discussions with both our existing lenders as well as new lenders to refinance the

debt. While we have no agreement or commitments, we are optimistic that a refinance can be accomplished on reasonable terms.

## **Risks Related to our Gaming Operations**

*If we fail to comply with gaming regulations, we could lose our gaming license or be subject to substantial fines.*

The operation of a casino gaming facility in Colorado requires a Colorado Limited Gaming License. A Colorado gaming license is a non-transferable, revocable privilege in which the licensee acquires no vested interest. The Colorado Gaming Commission could choose not to renew that license if it has concerns about our management, operations, business practices or associations. Additionally, any violation of gaming laws or regulations could result in the assessment of substantial fines against us and the persons involved. The suspension, revocation or non-renewal of any of our licenses or the levy on us of substantial fines could have a material adverse effect on our business, financial condition and results of operations.

*Holders of our stock are subject to investigation by the Colorado Gaming Commission.*

The Colorado Gaming Commission requires that any beneficial owner of five percent or more of our securities, including holders of our common stock, file an application for a finding of suitability. The gaming authority has the power to investigate an owner's suitability and the owner must pay all costs of the investigation. If the owner is found unsuitable, then the owner may be required by law to dispose of our securities. The Colorado Division of Gaming is currently requiring certain of our shareholders to file an application for finding of suitability. If they are found by the division to be unsuitable, they could be required to divest their share positions.

*Changes in regulatory environment could have a material adverse effect on our operating results.*

From time to time, legislators and special interest groups have proposed legislation that would expand, restrict or prevent gaming operations or which may otherwise adversely impact our operations. Any expansion of gaming or restriction on or prohibition of our gaming operations could have a material adverse effect on our operating results.

*We face substantial competition from other gaming operations and other forms of gaming that could have a material adverse effect on our future operations.*

We operate in a very competitive environment. Casinos offering hotel accommodations for overnight stays may have a competitive advantage over our casino. In addition, many of the casinos in Black Hawk and Central City are operated by large companies with multi-state operations and substantial resources. Our casinos also indirectly face competition from other forms of gaming, including the Colorado state-run lottery, multi-state lottery, online computer gaming, charitable bingo and horse and dog racing, as well as other forms of entertainment.

*Additional legalization of gaming in Colorado could adversely affect our business.*

Additional legalization of gaming in or near any area from which our casino draws customers would adversely affect our business. Colorado law requires statewide voter approval for any expansion of limited gaming into additional locations and depending on the authorization approved by the statewide vote, may also require voter approval from the locality in question. Several attempts have been made by various parties in recent years to expand gaming in Colorado. However, to date none of this legislation has passed. However, there can be no assurance that such legislation will not

be implemented in Colorado. If such legislation is approved by the Colorado legislature or Colorado voters, it would likely have a material adverse impact on our future operating results.

***Construction of a new roadway from Interstate 70 to Central City has not had a material beneficial impact on our business.***

In November 2004, Central City completed a new four-lane road from Interstate 70 at Hidden Valley directly into downtown Central City. This roadway allows drivers to reach Central City without driving through Clear Creek Canyon and Black Hawk. While there was an initial increase in business following the opening of the highway, for the past several years that business has been waning, and we do not believe that it will have any lasting positive impact on Doc Holliday operations.

***We may face difficulties in attracting and retaining qualified employees for our casinos.***

The operation of our casinos requires qualified executives, managers and skilled employees with gaming industry experience and qualifications to obtain the requisite licenses. Currently, there is a shortage of skilled labor in the gaming industry. We believe this shortage will make it increasingly difficult and expensive for the manager of our casino to attract and retain qualified employees. Increasing competition in Black Hawk, Central City and competing markets may lead to higher costs in order to retain and attract qualified employees. We may incur higher labor costs in order for the casino management to attract qualified employees from existing gaming facilities. While we believe that we will be able to attract and retain qualified employees, we may have difficulty attracting a satisfactory number, and we may incur higher costs than expected as a result.

***Adverse weather, road conditions and infrastructure limitations affect our ability to attract customers.***

The location of our casinos in the Rocky Mountains creates a risk that it will be subject to inclement weather, particularly snow. Severe weather conditions could cause significant physical damage to the casino or result in reduced hours of operation or access to the casinos. Black Hawk and Central City are served by winding mountain roads that require cautious driving, particularly in bad weather, and are subject to driving restrictions and closure. Congestion on the roads leading to Black Hawk and Central City is common during the peak summer season, holidays and other times and may discourage potential customers from traveling to the casinos, particularly if road construction is in process.

***Because we are dependent on two casinos for all of our cash flow, local economic conditions and other local conditions and circumstances beyond our control could adversely affect our business.***

We are entirely dependent upon our two casinos for all of our cash flow. Therefore, we are subject to greater risks than a geographically diversified gaming company. These greater risks include those caused by any of the risks described in this section, including:

- local economic and competitive conditions;
- inaccessibility due to road construction or closure on primary access routes;
- changes in local and state governmental laws and regulations;

- natural and other disasters;
- a decline in the number of residents near or visitors to Black Hawk and Central City; or
- a decrease in gaming activities in Black Hawk and Central City.

Any of the factors outlined above could adversely affect our ability to generate sufficient cash flow to continue to operate our casino. A recession or economic slowdown could cause a reduction in visitation to the casino, which would adversely affect our operating results.

***Increases in the price of gasoline has had a material adverse impact on the gaming industry.***

Black Hawk and Central City are only accessible by auto or bus. As a result, sharp increases in the price of gasoline has had a material adverse impact on our operations, inasmuch as the primary demographic of our customers is retired persons on fixed incomes. It is unlikely that we will be able to offset the effects of increased transportation costs with marketing and other incentives.

***We are subject to environmental laws and potential exposure to environmental liabilities, which could be costly.***

We are subject to laws and regulations that impose liability and clean-up responsibility for releases of hazardous substances into the environment. Under certain of these laws and regulations, we could be held liable for the costs of remediating contaminated soil or groundwater on or from our property without regard to whether we knew of, or caused, the contamination, as well as incur liability to third parties impacted by such contamination. The presence of contamination, or failure to remediate it properly, may adversely affect our ability to sell or rent such property.

Our casino is located within the geographic footprint of the Clear Creek/Central City Superfund Site, a large area of historic mining activity, which is the subject of state and federal clean-up actions. Although we have not been named a potentially responsible party for this Superfund Site, it is possible that as a result of our ownership and operation of our property (on which mining may have occurred in the past), we may incur costs related to this matter in the future. To date, none of these matters or other matters arising under environmental laws has had a material adverse effect on our business, financial condition, or results of operations; however, there can be no assurance that such matters will not have such an effect in the future.



*The rate of taxation on gaming profits may increase in the future.*

The Colorado Constitution permits a gaming tax of up to 40% on adjusted gross gaming proceeds. The Colorado Gaming Commission has the authority to set gaming tax rates and the current rate structure is a progressive scale with a maximum tax of 20%. The cities of Black Hawk and Central City have imposed an annual device fee of \$946 and \$1,265, respectively, per gaming device and it revises the same from time to time. The Colorado Gaming Commission has eliminated its annual device fee for gaming machines. The Colorado Gaming Commission may revise the gaming tax or re-impose the state device fee at any time and has been conducting annual reviews to reconsider and reevaluate the gaming taxes on or about July 1st of each year. We cannot assure you that the tax rates applicable to the casino will not be increased in the future by either the Colorado

Gaming Commission or the cities of Black Hawk or Central City. Additionally, from time to time, certain federal legislators have proposed the imposition of a federal tax on gaming revenues. Any such tax could adversely affect our financial condition or results of operations.

***Energy and fuel price increases may adversely affect our costs of operations and our revenues.***

Our casino properties use significant amounts of electricity, natural gas and other forms of energy. While no shortages of energy have been experienced, the recent substantial increases in the cost of electricity in the United States may negatively affect our results of operations. The extent of the impact is subject to the magnitude and duration of the energy and fuel price increases.

***We experience quarterly fluctuations in our results of operations.***

Our quarterly operating results fluctuate because of seasonality and other factors. We typically generate the best operating profits in our fourth and first fiscal quarters, which end in June and September, respectively. These seasonal trends may impact our financial condition to the extent we need more funds during periods of slower activity in the future.

***We have not paid dividends and do not anticipate paying any dividends on our common stock in the foreseeable future.***

We anticipate that we will retain all future earnings and other cash resources for the future operation and development of our business. Except for dividends payable on our outstanding shares of Series D Preferred Stock, we do not intend to declare or pay any cash dividends in the foreseeable future. Payment of any future dividends will be at the discretion of our Board of Directors after taking into account many factors, including our operating results, financial condition, current and anticipated cash needs, and other factors.

***The existence of outstanding convertible securities, options and warrants may impair our ability to raise capital.***

At June 30, 2011, there were 835,000 shares of common stock issuable upon conversion of convertible preferred stock and exercise of outstanding options and warrants at a weighted average exercise price of \$1.00 per share, and 480,000 shares of common stock issuable upon conversion of convertible notes. During the life of the preferred stock, options and warrants, the holders are given an opportunity to profit from a rise in the market price of our common stock with a resulting dilution in the interest of the other shareholders. Our ability to obtain additional financing during the period the warrants and options are outstanding may be adversely affected and the existence of

the warrants and options may have an effect on the price of our common stock. The holders of the warrants may be expected to exercise them at a time when we would, in all likelihood, be able to obtain any needed capital by a new offering of securities on terms more favorable than those provided by the warrants.

*There are trading risks for low priced stocks.*

Our common stock is currently traded in the over-the-counter market on the "Electronic Bulletin Board" of the National Association of Securities Dealers, Inc. As a consequence, an investor could find it more difficult to dispose of, or to obtain accurate quotations as to the price of, our securities.

The Securities Enforcement and Penny Stock Reform Act of 1990 requires additional disclosure, relating to the market for penny stocks, in connection with trades in any stock defined as a penny stock. The Commission recently adopted regulations that generally define a penny stock to be any equity security that has a market price of less than \$5.00 per share, subject to certain exceptions. Such exceptions include any equity security listed on NASDAQ and any equity security issued by an issuer that has (i) net tangible assets of at least \$2,000,000, if such issuer has been in continuous operation for three (3) years, (ii) net tangible assets of at least \$5,000,000, if such issuer has been in continuous operation for less than three (3) years, or (iii) average annual revenue of at least \$6,000,000, if such issuer has been in continuous operation for less than three (3) years. Unless an exception is available, the regulations require the delivery, prior to any transaction involving a penny stock, of a disclosure schedule explaining the penny stock market and the risks associated therewith.

If our securities are not quoted on NASDAQ, or we do not have \$2,000,000 in net tangible assets, trading in our securities will be covered by Rules 15-g-1 through 15-g-6 promulgated under the Exchange Act for non-NASDAQ and non-exchange listed securities. Under such rules, broker-dealers who recommend such securities to persons other than established customers and accredited investors must make a special written suitability determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to this transaction. Securities are exempt from these rules if the market price of the common stock is at least \$5.00 per share.

***The market price of our securities could be adversely affected by sales of restricted securities.***

Actual sales or the prospect of future sales of shares of our common stock under Rule 144 may have a depressive effect upon the price of, and market for, our common stock. As of September 26, 2011, there were 6,798,488 shares of our common stock issued and outstanding. Approximately 2,466,472 of these shares are "restricted securities" and under some circumstances may, in the future, be under a registration under the Securities Act or in compliance with Rule 144 adopted under the Securities Act.

We cannot predict what effect, if any, that sales of shares of common stock, or the availability of these shares for sale, will have on the market prices prevailing from time-to-time. Nevertheless, the possibility that substantial amounts of common stock may be sold in the public market may adversely effect prevailing prices for our common stock and could impair our ability to raise capital in the future through the sale of equity securities.

***Our ability to issue additional securities without shareholder approval could have substantial dilutive and other adverse effects on existing stockholders and investors in this offering.***

We have the authority to issue additional shares of common stock and to issue options and warrants to purchase shares of our common stock without shareholder approval. Future issuance of common stock could be at values substantially below the exercise price of the warrants, and therefore could represent further substantial dilution to you as an investor in this offering. In addition, we could issue large blocks of voting stock to fend off unwanted

tender offers or hostile takeovers without further shareholder approval.

*Our corporate charter makes certain limitations on director liability.*

Our Articles of Incorporation provide, as permitted by Utah law, that our directors shall not be personally liable to the corporation or our stockholders for monetary damages for breach of fiduciary duty as a director, with certain exceptions. These provisions may discourage stockholders from bringing suit against a director for breach of fiduciary duty and may reduce the likelihood of derivative litigation brought by stockholders on behalf of us against directors. In addition, our Articles of Incorporation and bylaws provide for mandatory indemnification of directors and officers to the fullest extent permitted by Utah law.

***If we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial results or prevent fraud. As a result, current and potential shareholders could lose confidence in our financial reporting, which would harm our business and the trading price of our stock.***

Effective internal controls are necessary for us to provide reliable financial reports and effectively prevent fraud. If we cannot provide financial reports or prevent fraud, our business reputation and operating results could be harmed. Inferior internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our stock.

***Members of our management have conflicts of interest.***

Our directors, are, or may become in their individual capacity, officers, and directors, controlling shareholders and/or partners of other entities engaged in a variety of businesses. Thus, they may develop conflicts of interest including, among other things, time, effort, and corporate opportunity, involved in participation with such other business entities. The amount of time that our directors will devote to our business will be limited.

***Current difficult conditions in the financial services markets may materially and adversely impact our business***

Dramatic declines in the values of, among other things, various derivative instruments, credit default swaps and the housing market during the prior year s , with falling home prices and increasing foreclosures and unemployment, have resulted in significant write-downs of asset values by financial institutions, including government-sponsored entities and major commercial and investment banks. Many lenders and institutional investors have reduced, and in some cases, ceased to provide funding to borrowers, including other financial institutions. This market turmoil and tightening of credit have also led to an increased level of commercial and consumer delinquencies, lack of consumer confidence, increased market volatility and possibly a general reduction of business activity. A continuation of these conditions could have, among other things, the following potential negative effects:

1.

A reduction in discretionary spending by consumers could significantly impact the customer traffic and revenues of our casino operations; and

2.

While we do not depend on credit from the financial markets to finance our operations, most of our long-term debt has matured and must be refinanced. As of June 30, 2011 a note payable to the seller of the Doc Holliday Casino in the amount of \$366,667 had matured on

March 31, 2009, and was therefore in default. Since default, we have made interest payments under the default terms of the note. At the request of the note holder and beginning in January 2010, we had been making interest and additional monthly principal reduction payments of \$12,500. Beginning in January 2011, we notified the noteholder that we would not be able to continue making the monthly principal reduction payments on the note until the cash flows of the Doc Holliday Casino allow for additional principal reductions. With the noteholder's acquiescence, but not express agreement, we have been making interest only payments and smaller principal reduction payments, however the note holder has not executed the modification agreement or a forbearance agreement, and as such all principal is considered in technical default. At June 30, 2011 the note had a principal balance of \$210,667. And, as of the date of this report, other junior mortgage debt totaling \$103,575 had also matured on September 19, 2009, and efforts to refinance or modify the terms of these notes with the noteholders have not been successful. Since 2008, the financial markets have experienced disruption that has had a dramatic impact on the availability and cost of capital and credit. Our ability to re-finance our matured long-term debt will likely be affected by the current financial market conditions. If we are successful in obtaining financing of our long-term debt, there can be no assurance that we will be able to negotiate rates and terms similar to those we currently have, and such negotiated rates could be significantly higher than those currently existing on our long-term debt.

**ITEM 1B. UNRESOLVED STAFF COMMENTS.**

None

**ITEM 2. PROPERTIES**

**Corporate Offices**

We utilize certain office functions and systems managed by the Company's president and chief executive officer in Boulder, Colorado. We do not expect additional further office space or services will be required under the current corporate operating structure.

**Operating Subsidiaries**

The facilities and properties of the Company's operating subsidiaries are more fully described in Item 1 of this Report and are incorporated herein by this reference.



The Company believes that each of its facilities is adequate for its intended purpose and does not plan any significant investment in additional facilities during the next year.

**ITEM 3. LEGAL PROCEEDINGS**

None

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

None, except as previously disclosed.

**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS**

The outstanding shares of Common Stock are traded over-the-counter and quoted on the OTC Bulletin Board ("OTCBB") under the symbol "GBCS". On April 25, 2011, the quotation was moved from the OTCBB to the OTCQB due to the lack of a market maker. The reported high and low bid and ask prices for the common stock are shown below for the period from July 1, 2009 through June 30, 2011.

|                  | <u>High</u> | <u>Low</u> |
|------------------|-------------|------------|
| July - Sept 2009 | \$0.60      | \$0.25     |
| Oct Dec 2009     | 0.54        | 0.25       |
| Jan Mar 2010     | 0.43        | 0.21       |
| Apr June 2010    | 0.80        | 0.10       |
| July - Sept 2010 | \$0.24      | \$0.11     |
| Oct Dec 2010     | 0.20        | 0.08       |
| Jan Mar 2011     | 0.19        | 0.09       |
| Apr June 2011    | 0.37        | 0.10       |

The bid and ask prices of the Company's common stock as of October 4, 2011 were \$0.36 and \$0.39 respectively, as reported on the OTCQB. The OTCBB and OTCQB prices are bid and ask prices which represent prices between broker-dealers and do not include retail mark-ups and mark-downs or any commissions to the broker-dealer. The prices do not reflect prices in actual transactions. As of October 4, 2011, there were approximately 717 record owners of the Company's common stock.

The OTC Bulletin Board is a registered quotation service that displays real-time quotes, last sale prices and volume information in over-the-counter (OTC) securities. An OTC equity security generally is any equity that is not listed or traded on NASDAQ or a national securities exchange. The OTCBB is not an issuer listing service, market or exchange. Although the OTCBB does not have any listing requirements, per se, to be eligible for quotation on the OTCBB, issuers must remain current in their filings with the SEC or applicable regulatory authority.

The Company's Board of Directors may declare and pay dividends on outstanding shares of common stock out of funds legally available therefore in its sole discretion; however, to date other than the 8% dividend payable on our outstanding shares of Series D Preferred Stock, no dividends have been paid on common stock and the Company does not anticipate the payment of dividends in the foreseeable future. Further, under the terms of the convertible preferred

stock issued by the Company, the Company is restricted from paying cash dividends on common stock during the period that the convertible preferred stock is outstanding.

**Recent Sales of Unregistered Securities**

None, except as previously disclosed.

**EQUITY COMPENSATION PLAN INFORMATION**

|  | Number of<br>securities to be<br>issued upon<br>exercise of<br>outstanding<br>options,<br>warrants and<br>rights (a) | Weighted<br>average<br>exercise<br>price of<br>outstanding<br>options,<br>warrants<br>and rights<br>(b) | Number of securities<br>remaining available<br>for future issuances<br>under equity<br>compensation plans<br>(excluding securities<br>reflected in column<br>(a) (b) |
|--|--|---|--|
| Equity compensation plans approved by<br>security holders                    | -0-  | \$0.00  | -0-  |
| Equity compensation plans not approved<br>by security holders <sup>(1)</sup> | <u>135,000</u>   | \$1.00  | <u>-0-</u>   |
| Total  | <u>135,000</u>   | \$1.00  | <u>-0-</u>   |

(1) Includes nonqualified options granted to directors and officers.

**ITEM 6. Selected Financial Data**

We have set forth below certain selected financial data. The information has been derived from the financial statements, financial information and notes thereto included elsewhere in this report.

| <b>Statement of Operations Data:</b> | <b>Year Ended June<br/>30, 2011</b> | <b>Year Ended June<br/>30, 2010</b> |
|--------------------------------------|-------------------------------------|-------------------------------------|
| Total net revenues                   | \$ 5,516,147                        | \$ 5,952,229                        |
| Operating expenses                   | \$ 6,786,685                        | \$ 6,901,634                        |
| Net income (loss)                    | \$ (1,379,431)                      | \$ (1,110,667)                      |

|   |                |                |
|---|----------------|----------------|
| Net income (loss) attributable to common shareholders | \$ (1,436,209) | \$ (1,167,445) |
| Basic earnings (loss) per common share                | \$ (0.22)      | \$ (0.19)      |
| Shares used in computing basic earnings per share     | \$ 6,533,855   | 6,203,204      |
| Diluted earnings per share                            | \$ (0.22)      | \$ (0.19)      |
| Shares used in computing diluted earnings per share   | 6,533,855      | 6,203,204      |

**Balance Sheet Data:**

|                           | <b>June 30, 2011</b> | <b>June 30, 2010</b> |
|---------------------------|----------------------|----------------------|
| Working capital (deficit) | \$ (472,057)         | \$ (527,689)         |
| Total assets              | \$ 3,541,228         | \$ 4,996,926         |
| Total liabilities         | \$ 1,802,347         | \$ 1,860,606         |
| Stockholders' equity      | \$ 1,738,881         | \$ 3,136,320         |

**ITEM 7                    MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS**

Certain statements in this Management's Discussion and Analysis of Financial Condition and Results of Operations which are not historical facts are forward-looking statements such as statements relating to future operating results, existing and expected competition, financing and refinancing sources and availability and plans for future development or expansion activities and capital expenditures. Such forward-looking statements involve a number of risks and uncertainties that may significantly affect our liquidity and results in the future and, accordingly, actual results may differ materially from those expressed in any forward-looking statements. Such risks and uncertainties include, but are not limited to, those related to effects of competition, leverage and debt service financing and refinancing efforts, general economic conditions, changes in gaming laws or regulations (including the legalization of gaming in various jurisdictions) and risks related to development and construction activities. The following discussion and analysis should be read in conjunction with the consolidated financial statements and notes thereto appearing elsewhere in this report.

**Overview**

We operate in the domestic gaming industry. We were organized as a holding company for the purpose of acquiring and operating casinos, gaming properties and other related interests.

As of June 30, 2011, our operating subsidiaries were Casinos USA, Inc. ("Casinos USA," a Colorado corporation), which owns and operates the Bull Durham Saloon and Casino ("Bull Durham"), located in the limited stakes gaming district of Black Hawk, Colorado, and Doc Holliday Casino II, LLC (a Colorado limited liability company), which operates the Doc Holliday Casino ( Doc Holliday ), located in the limited stakes gaming district of Central City, Colorado.

Our operations are seasonal. Our casinos typically experience a significant increase in business during the summer tourist season.

We operate in a highly regulated environment subject to the political process. Our retail gaming licenses are subject to annual renewal by the Colorado Division of Gaming. Changes to existing statutes and regulations could have a negative effect on our operations.

**Results of Operations    Year Ended June 30, 2011 Compared to the Year Ended June 30, 2010**

We recognized a net loss attributable to common shareholders after \$56,778 of dividends on our Series D preferred stock of \$(1,436,209) (\$0.22 per share) for the year ended June 30, 2011, compared to a net loss attributable to common shareholders after dividends of \$56,778, of \$(1,167,445) (\$0.19 per share) for the year ended June 30, 2010. The net losses for both years were significantly affected by goodwill impairment charges of \$1,008,496 and \$890,000 recorded at June 30, 2011 and March 31, 2010, respectively. The impairment charges have resulted from the continuing poor operating results of our Doc Holliday Casino.



## Revenues

Casino revenues for the year ended June 30, 2011 were \$5,694,309 compared to \$6,116,612 for the year ended June 30, 2010, a decrease of \$(422,303) or 6.9%. Total casino revenues for the Bull Durham were \$3,594,373 and \$3,735,230 for the years ended June 30, 2011 and 2010, respectively, a decrease of \$(140,857) or 3.8%. Total casino revenues for Doc Holliday were \$2,099,936 and \$2,381,382 for the years ended June 30, 2011 and 2010, respectively, a decrease of \$(281,446) or 11.8%. Total casino coin-in was down 7.0% for the year ended June 30, 2011 compared to the year ended June 30, 2010. We also experienced an increase of 0.03% in our hold percentage for the year ended June 30, 2011 compared to the year ended June 30, 2010.

Promotional allowances primarily include anticipated redemptions associated with the Bull Durham Casino's Sharpshooter's Club which awards customers with cash payouts dependent upon the frequency and amount of their gaming activities on our slot machines. The total allowances increased by \$13,779 from \$164,383 to \$178,162 for the years ended June 30, 2010 and 2011, respectively.

## Operating Expenses

Casino operations: Includes all expenses associated with the operations of the Bull Durham Casino and the Doc Holliday Casino for the years ended June 30, 2011 and 2010. The following table summarizes such expenses for comparison and discussion purposes:

|                                | For the years ended |               |             |          |
|--------------------------------|---------------------|---------------|-------------|----------|
|                                | June 30, 2011       | June 30, 2010 | \$ Change   | % Change |
| Labor & Benefits               | \$2,044,393         | \$2,130,013   | \$(85,620)  | -4.0%    |
| Marketing & Advertising        | 1,244,040           | 1,217,898     | 26,142      | 2.1%     |
| Depreciation & Amortization    | 432,541             | 558,950       | (126,409)   | -22.6%   |
| Food & Beverage                | 339,696             | 340,009       | (313)       | -0.1%    |
| Repair, Maintenance & Supplies | 249,616             | 234,050       | 15,566      | 6.7%     |
| Device fees                    | 421,806             | 425,638       | (3,832)     | -0.9%    |
| Professional fees              | 48,170              | 86,676        | (38,506)    | -44.4%   |
| Insurance, Taxes & Licenses    | 206,807             | 185,487       | 21,320      | 11.5%    |
| Utilities & Telephone          | 172,924             | 181,875       | (8,951)     | -4.9%    |
| Occupancy                      | 281,615             | 242,312       | 39,303      | 16.2%    |
| Other casino expenses          | 42,277              | 85,899        | (43,622)    | -50.8%   |
|                                | \$5,483,885         | \$5,688,807   | \$(204,922) | -3.6%    |



**Labor & Benefits:** Includes all salary and contract labor costs associated with the operations of the casinos, payroll taxes, as well as costs associated with the casinos' employee benefit and health insurance plans. The 4.0% decrease is primarily attributable to certain casino employee bonuses totaling approximately \$90,000 paid during the year ended June 30, 2010, as compared to \$15,000 for the year ended June 30, 2011. Total labor and benefits costs as a percentage of casino revenues increased from 34.8% to 35.9% for the years ended June 30, 2010 and 2011, respectively.

**Marketing & Advertising:** Includes all costs associated with our advertising and marketing efforts including promotional activities designed to drive customers to our casinos, and programs designed to foster customer loyalty. The 2.1% increase is primarily attributed to an increase in periodic purchases of marketing supplies and increases in monthly promotional efforts designed to attract and retain casino customers.

**Depreciation & Amortization:** Primarily includes depreciation on our gaming equipment, casino building improvements, furniture and fixtures, as well as amortization on our customer tracking software. The decrease of \$126,409 is attributable to decreases in the casino depreciable asset bases resulting from our efforts to upgrade existing slot machines versus purchasing of new machines due to capital constraints and efforts to reduce operating expenses. However, we are continuing our efforts to upgrade and maintain the quality and appearance of the machines in both casinos as part of our strategy to provide the best customer experience possible to enhance customer loyalty.

**Food & Beverage:** Includes all costs associated with our bar and limited menu food services. Total food and beverage costs as a percentage of casino revenues were 6.0% and 5.6% for the years ended June 30, 2011 and 2010, respectively.

**Repair, Maintenance & Supplies:** Includes costs associated with the general upkeep of the facility, as well as parts and repair efforts to maintain the quality of our slot machines. Total repair, maintenance and supplies costs as a percentage of casino revenues were 4.4% and 3.8% for the years ended June 30, 2011 and 2010, respectively.

**Device Fees:** Includes fees paid to the local jurisdictions of the casinos based on the number of slot machines in operation. The decrease in the fees is attributable to fewer machines on the casino floor, particularly in the Doc Holliday casino as we adjust to customer activity.

**Professional Fees:** Includes all costs and fees associated with the casinos' legal services, accounting and auditing services, and the Board of Directors of Casinos USA (d/b/a The Bull Durham Saloon & Casino). The decrease in

professional fees is attributable to a decrease in director fees to the Board of Directors of Casinos USA of approximately \$(48,000) from \$54,166 to \$6,000 for the years ended June 30, 2010 and 2011, respectively. The decrease in the fees is the result of the resignation of certain Casinos USA directors resulting from Global Casinos, Inc. purchase of the Bull Durham Casino first mortgage from the mortgage holder in November 2009.

Insurance, Taxes & Licenses: Includes all non-payroll taxes, liability and property insurance, and licenses associated with the operation of the casinos. The increase of approximately \$21,300 is primarily attributed to increases in casino property taxes and business license renewals. Total insurance, taxes and licenses as a percentage of casino revenues were 3.6% and 3.0% for the years ended June 30, 2011 and 2010, respectively.

**Utilities & Telephone:** Includes all costs associated with the casinos' telephone systems, cell phone usage, and utility costs. Total utilities and telephone expenses as a percentage of revenues were 3.0% for the each of the years ended June 30, 2011 and 2010, respectively.

**Occupancy:** Includes lease costs of the Doc Holliday Casino, which leases approximately 13,000 square feet of space used for its gaming activities, supporting offices and storage space under an operating lease that terminates in July 2015. The lease requires the Casino to pay for a portion of the building expenses until the landlord secures additional tenants to occupy the remaining building space. To the extent the Casino pays total building expenses in excess of the Casino's portion as defined by the lease, any excess amounts paid are credited to the following lease year's rent payments. As of June 30, 2010, prepaid rent credits available to offset future rent payments was approximately \$48,000 and are recorded as prepaid expenses and other current assets. The difference between the amount recorded as occupancy expense and the scheduled rent payments is due to the amortization of available prepaid rent credits resulting from certain prior payments of building expenses as discussed above.

On January 29, 2010 the landlord of the Doc Holliday Casino property agreed to rent abatement in the total aggregate amount of \$40,000 prorated over a six-month term in the amount of \$6,667 per month beginning in February 2010, and continued through July 2010. In consideration of the rent abatement the Company agreed to replace all carpeting on the first floor of the premises, which was completed in February 2010, at a cost of approximately \$29,000. The amount of the rent abatement in excess of the cost of the carpet replacement, or approximately \$11,000, was recorded as deferred rent and is being amortized to rent expense over the remaining life of the lease.

On December 31, 2010 the landlord of the Doc Holliday Casino property agreed to further amend the lease agreement. As a result, for the period commencing January 1, 2011 and ending December 31, 2011 the base rent shall be \$250,000, payable at a rate of \$20,833 per month. The amendment results in a monthly reduction of the base rent of approximately \$4,500 per month during the abatement period. The total rent abatement under the agreement of approximately \$54,000 was recorded as deferred rent and is being amortized to rent expense over the remaining life of the lease. All existing agreements with respect to triple net expenses and the cap on the Company's liability for annual increases in such expenses will remain in effect for the lease period. In consideration of the rent abatement, the Company agreed that the digital surveillance system installed on the premises would be deemed the sole and separate property of the landlord upon termination of the lease. At June 30, 2011 the system had a book value of approximately \$45,000.

**Other Casino Expenses:** Includes all other costs of the casino operations not included in the above categories, including travel, armored car services, postage, casino entertainment, employee education programs, bank and other financing fees, and lease costs associated with off-site storage units. Total other casino expenses as a percentage of revenues were 0.7% and 1.4% for the years ended June 30, 2011 and 2010, respectively.

**Operating, general, and administrative expenses:** Generally includes all expenses associated with the operations of the parent entity, Global Casinos, Inc., including legal and executive services provided by the company's principal executive officer, accounting services provided by the company's principal accounting officer, as well as clerical and bookkeeping services, corporate marketing efforts, and stock-based compensation costs relating to the company's

executive officers, directors, and subsidiary management.

Total operating, general, and administrative costs were \$171,886, as compared to \$317,910 for the years ended June 30, 2011 and 2010, respectively, a decrease of \$146,024, or 45.9%. The decrease is attributable to three primary factors. First, on January 18, 2010 the Company awarded an aggregate of 325,000 shares of common stock valued at \$97,500 (\$.30 per share) in consideration of services provided by the Company's directors and management, and as such \$97,500 of stock based compensation was recorded for the year ended June 30, 2010. On March 18, 2011, the Company's board of directors granted a total of 325,000 shares of the Company's common stock to members of senior management as consideration of services provided by the Company's directors and executive officers. The services were valued at \$.10 per share, and as such \$32,500 of stock based compensation was recorded for the year ended June 30, 2011. Second, on November 30, 2009 the Company consummated a Loan Document Purchase and Assignment Agreement with the holder of the senior mortgage of the Bull Durham Casino in which the Company obtained all of the rights, title and interest in and to the Note and Loan Agreement. Upon the acquisition of the Note, we sold participations in the Note to two investors, one being a director of the Company, which also required the payment of participation fees in the form of common stock. As such, we recorded loan participation fees totaling \$20,170 and the issuance of 53,000 shares of the Company's common stock during the year ended June 30, 2010. Third, during the year ended June 30, 2010 we experienced additional legal and accounting expenses primarily resulting from the acquisition of the senior mortgage note as discussed above, as well as additional accounting and legal expenses associated with impairment evaluations of the goodwill that resulted from the purchase of the Doc Holliday Casino in 2008. Total accounting and legal expenses were \$112,682 and \$151,277 for the years ended June 30, 2011 and 2010, respectively, a decrease of \$38,595.

#### Loss on asset disposals

During the year ended June 30, 2011 we disposed certain casino equipment with a remaining book value of \$2,418. There were no proceeds received regarding these disposals. The resulting \$2,418 loss was recorded as a loss on asset disposals during the year ended June 30, 2011. During the year ended June 30, 2010 we disposed certain casino equipment with a remaining book value of \$4,917. There were no proceeds received regarding these disposals. The resulting \$4,917 loss was recorded as a loss on asset disposals for the year ended June 30, 2010.

#### Impairment of Goodwill

During the quarter ended March 31, 2010, and based on a combination of factors, including the continuing poor local and regional economic environment, the sustained period of decline in the Company's market capitalization, and poor operating results of the Doc Holliday Casino, we concluded there were sufficient indicators to perform an interim impairment test of the reporting unit's recorded goodwill.

The estimate of the reporting unit's fair value was determined by discounting estimating future cash flows based on internally developed revenue, operating cost, and cash flow forecasts considering historical results, local and regional current and expected economic conditions, as well as the potential impact of business and operational strategies in light of capital constraints based on current financial market conditions. No significant additional investment in operating assets was assumed other than to maintain the quality of the gaming equipment. For purposes of discounting future cash flows, we used 12%, which is management's best estimate of our cost of capital based on historical values, recent borrowings, current market conditions both in terms of borrowing rates and availability of credit, and considerations for risks associated with the reporting unit. Operating estimates for the





next ten years were used to determine estimated future cash flows. No terminal value was assigned to the fair value as the property is leased and management determined that estimates beyond ten years were dependent upon significant upgrades to the property, which could not be appropriately evaluated. We believe the assumptions used in the impairment analysis are consistent with the factors and risks inherent within the industry.

The analysis incorporated four discounted cash flow models: zero to slow growth, slow to moderate growth; moderate growth; and, moderate to aggressive growth. Revenue growth assumptions used in the models varied from 1% per year in the zero to slow growth model to 5% per year in the aggressive growth model. Operating expense growth was dependent upon the revenue growth and reflected increases in personnel and other operating costs necessary to support the associated revenue growth assumption. Operating expense growth assumptions used in the models varied from 0.25% per year in the zero to slow growth model to 2.5% per year in the aggressive growth model. In all models, fiscal year 2011 did not include the full growth assumptions as we anticipated fiscal year 2011 growth would continue to be sluggish due to expectations regarding local and regional economic conditions.

Because of the significant uncertainties regarding the local and regional economic recoveries, the results from the aggressive growth model were discarded. The fair value calculated in the zero to slow growth model was also discarded as overly conservative and not indicative of historical performances nor does it appropriately reflect expected improvements over time in the local and regional economies. Therefore, the best estimate of fair value based on the discounted cash flow model was determined to be between the slow to moderate growth and moderate growth models which utilized revenue growth assumptions of 3% to 4%, and expense growth assumptions of 1% to 2%. The average fair value of these two models was approximately \$700,000, and was assigned to the Step 1 analysis. The result of the Step 1 analysis resulted in a fair value less than the recorded value of the reporting unit. As such, Step 2 analysis was performed. This analysis included a hypothetical valuation of the reporting unit's long term assets including its gaming and other fixed assets as if it had been acquired in a business combination. For all other assets and liabilities the fair value and recorded values were considered equal. After the allocation of the fair value to the entities operating assets, the recorded value of the goodwill was in excess of its implied fair value, and as such an impairment adjustment to the carrying value of the goodwill in the amount of \$890,000 was recorded for the three months ended March 31, 2010 and the year ended June 30, 2010.

During fiscal year 2011, casino revenues continued to be adversely affected by various factors including the sluggish local and regional economic recovery, as well as local infrastructure construction in Central City that is directly affecting customer traffic at the casino. On an annual basis, casino net revenues at the Doc Holliday casino were down approximately 13% from fiscal year 2010. As such, the Company has modified its cash flow models used to determine the fair value of the casino to reflect this decline. In addition, and based on operating estimates going forward, the Company has determined that the zero to moderate growth models best represent expected operating results for the casino at June 30, 2011, particularly given uncertainties regarding the strength and timing of the local and regional economic recoveries. The models assume revenue growth rates in the 1% to 3% range over the next ten years, and return a negative reporting unit value approximately 700% less than the reporting unit's carrying value per the Step 1 analysis. The Step 2 analysis was performed, which included a hypothetical valuation of the reporting unit's long term assets including its gaming and other fixed assets as if it had been acquired in a business combination. For all other assets and liabilities the fair value and recorded values were considered equal. After the allocation of



the fair value to the reporting unit's operating assets, the recorded value of the goodwill was in excess of its implied fair value, and as such an impairment adjustment equal to the remaining carrying value of the goodwill of \$1,008,496 was recorded for the year ended June 30, 2011.

#### Impairment of Investment in ImageDoc

During the quarter ended June 30, 2011, the Company determined that ImageDoc's expected and realized cash flows were significantly less than initial expectations, which has delayed the preparation and filing of its Registration Statement as discussed above. This raised substantial doubt regarding the current value of the investment. As such, the Company has recorded an impairment charge equal to the original investment at June 30, 2011. This investment is discussed further in Note 2 in the Notes to Consolidated Financial Statements contained in this report.

#### Interest Expense

Net interest expense was \$108,893 for the year ended June 30, 2011 compared to \$161,262 for the year ended June 30, 2010, and primarily represents regularly scheduled payments on various mortgages collateralized by the Bull Durham Saloon and Casino real estate, as well as certain debt incurred to facilitate the acquisition of the Doc Holliday Casino in March 2008. Interest expense is partially offset by interest income earned on certain cash balances maintained at financial institutions.

#### Other

Series D Preferred Stock: Holders of our Series D Preferred Stock are entitled to receive dividends at the rate of 8% per year, declared quarterly and payable the 15<sup>th</sup> day of April, July, October and January of each year. For the year ended June 30, 2011, dividends of \$56,778 were declared on the Series D Preferred Stock, of which \$42,622 had been paid as of June 30, 2011. The remaining accrued dividends are included in accrued expenses at June 30, 2011. For the year ended June 30, 2010, dividends of \$56,778 were declared on the Series D Preferred Stock, of which \$42,622 had been paid as of June 30, 2010. The remaining accrued dividends were included in accrued expenses at June 30, 2010.

Net Operating Loss Carryover: For federal income tax purposes, Global has a net operating loss carryover (NOL) approximating \$6,000,000, which can be used to offset future taxable income, if any. Under the Tax Reform Act of 1986, the amounts of and the benefits from NOL's are subject to certain limitations including restrictions imposed when there is a loss of business continuity or when ownership changes in excess of 50% of outstanding shares, under certain circumstances. There is no guarantee that Global will be able to utilize its NOL before it expires and accordingly, no potential benefit has been recorded in the financial statements.

Inflation did not have a material impact on the Company's operations for the period.

Other than the foregoing, management knows of no trends, demands, or uncertainties that are reasonably likely to have a material impact on the Company's results of operations.

## Liquidity and Capital Resources

Our primary source of cash is internally generated through operations. As of June 30, 2011, neither the Company nor its subsidiaries have commercial bank credit facilities. Consequently, we believe that cash necessary for future operations must be internally generated through our casino operations. Cash flow at one of the Company's operating subsidiaries, Bull Durham, has been sufficient to fund operations and we believe that cash flow will be sufficient during the next twelve months to continue our operations. Cash flows from our other operating subsidiary, Doc Holliday, have not been sufficient to fund its operations and necessary capital improvements, however operating changes we have implemented since its acquisition in March 2008, have stabilized its operating cash flows. From time to time, we have depended on funds received through debt and equity financing to address operating shortfalls and capital requirements. We have also relied, from time to time, upon loans from affiliates to meet immediate cash demands. There can be no assurance that these affiliates or other related parties will continue to provide funds to us in the future if necessary, as there is no legal obligation on these parties to provide such loans.

Effective September 19, 2009, all of the secured obligations of Casinos, USA, Inc., a wholly-owned subsidiary of Global Casinos, Inc. had matured and became due and payable. The secured obligations are secured by deeds of trust encumbering the Bull Durham Casino property located in Blackhawk, Colorado.

On November 30, 2009 we consummated a Loan Document Purchase and Assignment Agreement with the holder of the senior mortgage of the Bull Durham Casino in which the Company obtained all of the rights, title and interest in and to the Note and Loan Agreement. The total amount of consideration paid to the holder was \$730,710 which included principal of \$721,021, interest accrued to the purchase date of \$5,689, and a fee of \$4,000 to cover legal and administrative costs of the holder. Also on November 30, 2009 we executed a Loan Participation Agreement whereby the Company assigned to an unaffiliated third party an undivided 34.7% interest in the Note for total consideration of \$250,000 and a loan participation fee of 50,000 shares of the Company's common stock valued at \$0.38 per share.

And on December 30, 2009 the Company executed a Loan Participation Agreement whereby the Company assigned to a director an undivided 2.08% interest in the Note for total consideration of \$15,000 and a loan participation fee of 3,000 shares of the Company's common stock valued at \$0.39 per share. The remaining undivided 63.22% interest in the Note is owned by the Company and is eliminated in consolidation as the debtor is a wholly owned operating subsidiary. The Note has not been modified and continues to be in technical default.

On December 30, 2009 we consummated an Allonge and Modification Agreement with the holder of a second deed of trust note on the Bull Durham Casino. Immediately prior to the modification the Note had a principal balance of \$616,988. Upon execution of the agreement, the Company paid to the note holder a loan extension fee of \$2,585, and \$8,000 to reimburse the note holder for legal and other costs associated with the modification. The agreement required a principal pay down of \$100,000, monthly principal and interest payments of \$5,596 beginning on January 1, 2010, and extended the maturity date of the Note to December 31, 2010. In December 2010, the Company exercised its option to extend the maturity date of this Note to December 31, 2011 by an additional \$50,000 principal pay down of the Note. Subject to the Note not being in default at the maturity date, and together with an additional \$50,000 pay down of the Note principal, the Company will have the additional option to extend the maturity date of the Note to December 31, 2012. After December 31,



2012 the maturity date will only be further extended by written mutual agreement upon terms acceptable to both parties.

On March 22, 2010, we consummated an Allonge and Modification Agreement with the holder of a junior deed of trust note on the Bull Durham Casino. Immediately prior to the modification the Note had a principal balance of \$176,540. The agreement requires monthly principal and interest payments of \$1,911 beginning on April 1, 2010, and extended the maturity date of the Note to April 1, 2013.

While no additional agreements have been reached as of the date of this report, we have been in communication with the remaining junior mortgage note holders concerning the need to extend the maturity dates of the notes. Until their maturity, all payments required under the notes had been made in a timely fashion, and we intend to continue to make payments under the notes pending our efforts to renegotiate their maturity dates.

In addition, the note payable to the seller of Doc Holliday Casino acquired in March 2008, matured on March 31, 2009. The note did not bear interest, however upon its maturity a default interest rate of 8% with interest payments due monthly became effective. Since default, we have made interest payments under the default terms of the note. At the request of the note holder and beginning in January 2010, we had been making interest and additional monthly principal reduction payments of \$12,500. Beginning in January 2011, we notified the noteholder that we would not be able to continue making the monthly principal reduction payments on the note during the slower winter months. With the noteholder's acquiescence, but not express agreement, we have been making interest only payments and as cash flows allow, smaller principal reduction payments. As of June 30, 2011, the note holder has not executed any modification agreement, and as such all the note principal in the amount of \$210,667 is considered in technical default and is classified as a current obligation.

At June 30, 2011, the Company had cash and cash equivalents of \$531,208, substantially all of which was utilized in our casino operations. Pursuant to state gaming regulations, the casinos are required to maintain cash balances sufficient to pay potential jackpot awards. Our cash balances at June 30, 2011 were in excess of funds required by gaming regulations.

Our working capital improved by \$55,632 to a working capital deficit of \$(472,057) at June 30, 2011 from a working capital deficit of \$(527,689) at June 30, 2010. The working capital deficit is primarily due to mortgage debt associated with the Bull Durham casino, and debt associated with the acquisition of the Doc Holliday casino now due or maturing within one year, all of which is classified as short-term liabilities at June 30, 2011 and 2010. Cash flows generated from our operations have been sufficient to service the monthly installments on our mortgage debt. As discussed above, we are currently exploring our options to renegotiate or refinance all our remaining debt obligations. There can be no assurance these efforts will be successful.

Cash provided by operating activities was \$300,870 for the year ended June 30, 2011. For the year ended June 30, 2010, operating activities provided net cash of \$265,089. The year-over-year increase in cash provided by operating

activities was primarily the result of changes in certain current liabilities, and in our accrued gaming income during the year ended June 30, 2011, which represents the deposits of cash held in our gaming machines at June 30, 2011.

Cash used in investing activities was \$161,068 for the year ended June 30, 2011, and primarily represents the \$120,000 investment in common stock and stock purchase warrants of ImageDoc.com,



and purchases of gaming and security equipment. Cash used in investing activities was \$140,659 for the year ended June 30, 2010, and generally represents purchases of gaming and security equipment.

For the year ended June 30, 2012 and depending upon available capital resources, we expect to acquire up to approximately \$50,000 in gaming equipment and other capital items, primarily to continue our efforts to upgrade and purchase new slot machines and leasehold improvements at the Doc Holliday Casino designed to improve the customer experience. We are also contemplating installing a customer tracking system at the Doc Holliday casino similar to the system operating at the Bull Durham casino. Such a system would require the outlay of approximately \$500,000, and as of the date of this report no specific financing has been obtained.

Cash flows used in financing activities were \$(144,498) for the year ended June 30, 2011, compared to cash used of \$(794,406) during the year ended June 30, 2010. During the year ended June 30, 2011 we completed a private offering of securities consisting of \$120,000 in 5% Unsecured Convertible Debentures. The Debentures will mature and be due and payable in July and August 2013. The principal amount of the Debentures accrue interest at the rate of 5% per annum and will be payable at the maturity date. The Debentures are convertible, at the option of the investor, at any time, into shares of the Company's Series E Convertible Preferred Stock at a conversion price equal to \$0.25 per share of Series E Preferred. The Debentures will automatically convert into shares of Series E Preferred Stock under certain circumstances.

Principal payments on debt totaled \$180,385 and \$269,229 for the years ended June 30, 2011 and 2010, respectively, and represent principal payments on our mortgage debt, debt associated with the acquisition of the Doc Holliday casino, and equipment financing obligations.

As discussed above, on November 30, 2009 we consummated a Loan Document Purchase and Assignment Agreement with the holder of the senior mortgage of the Bull Durham Casino in which the Company obtained all of the rights, title and interest in and to the Note and Loan Agreement. Also on November 30, 2009 we executed a Loan Participation Agreement whereby the Company assigned to an unaffiliated third party an undivided 34.7% interest in the Note for total consideration of \$250,000 and a loan participation fee of 50,000 shares of the Company's common stock valued at \$0.38 per share. And on December 30, 2009 the Company executed a Loan Participation Agreement whereby the Company assigned to a director an undivided 2.08% interest in the Note for total consideration of \$15,000 and a loan participation fee of 3,000 shares of the Company's common stock valued at \$0.39 per share.

During the years ended June 30, 2011 and 2010 we made \$27,335 and \$12,378, respectively, in principal payments under the loan participation agreements.

In March 2008, we completed a private offering of 700,000 shares of Series D Preferred stock with a stated value of \$1.00 per share. The preferred stock is redeemable at any time only at the option of the Company. At the option of the holder, each preferred share is convertible to one share of the Company's common stock. Holders of our Series D Preferred Stock are entitled to receive dividends at the rate of 8% per year, declared quarterly and payable the 15<sup>th</sup> day of April, July, October and January of each year. During the year ended June 30, 2011 and 2010, dividends declared on June 30<sup>th</sup>, September 30<sup>th</sup>, December 31<sup>st</sup>, and March 31<sup>st</sup> totaling \$56,778 were paid to the holders of the Series D Preferred Stock.

Effective January 1, 2010, Casinos USA entered into a Credit Agreement with Doc Holliday Casino II, LLC pursuant to which Casinos USA agreed to make available to Doc Holliday a revolving line of credit with a maximum loan balance of \$500,000. The Credit Agreement is secured by a UCC

security interest in all of the assets of Doc Holliday. The obligation under the Credit Agreement is eliminated in consolidation.

#### Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of Securities and Exchange Commission regulation S-K.

#### Use of Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Significant estimates included herein relate to the recoverability of assets, the value of long-lived assets and liabilities, including estimates of liabilities incurred under customer rewards programs, the value of share based compensation transactions, the long-term viability of the business, the future impact of gaming regulations, and future obligations under various tax statutes. Actual results may differ from estimates.

Other than the foregoing, management knows of no trends, demands, or uncertainties that are reasonably likely to have a material impact on the Company's liquidity and capital resources.

#### **ITEM 7A.**

#### **QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT**

#### **MARKET RISK.**

Market risk is the risk of loss arising from adverse changes in market rates and prices, such as interest rates, foreign currency exchange rates and commodity prices. Our primary exposure to market risk is interest rate risk associated with our short term money market investments. The Company does not have any financial instruments held for trading

or other speculative purposes and does not invest in derivative financial instruments, interest rate swaps or other investments that alter interest rate exposure. The Company does not have any credit facilities with variable interest rates.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The following consolidated financial statements are filed as part of this report:

1. Report of Independent Registered Public Accounting Firm
2. Consolidated Balance Sheets as of June 30, 2011 and June 30, 2010
3. Consolidated Statements of Operations for the Years Ended June 30, 2011 and 2010
4. Consolidated Statement of Stockholders' Equity for the Years Ended June 30, 2011 and 2010
5. Consolidated Statements of Cash Flows for the Years Ended June 30, 2011 and 2010
6. Notes to Consolidated Financial Statements

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***Report of Independent Registered Public Accounting Firm***

Board of Directors

Global Casinos, Inc.

We have audited the accompanying consolidated balance sheets of Global Casinos, Inc. and Subsidiaries as of June 30, 2011 and 2010, and the related Consolidated Statements of Operations, Stockholders' Equity, and Cash Flows for the two years ended June 30, 2011 and 2010. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Global Casinos, Inc. and Subsidiaries as of June 30, 2011 and 2010, and the results of its operations and cash flows for the two years ended June 30, 2011 and 2010, in conformity with accounting principles generally accepted in the United States of America.

SCHUMACHER & ASSOCIATES, INC.

Denver, Colorado  
October 12, 2011

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**GLOBAL CASINOS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**

|  | <i>June 30, 2011</i> | <i>June 30, 2010</i> |
|--|----------------------|----------------------|
| <b><u>ASSETS</u></b>                                 |                      |                      |
| Current Assets                                       |                      |                      |
| Cash and cash equivalents                            | \$ 531,208           | \$ 535,904           |
| Accrued gaming income                                | 275,425              | 294,061              |
| Inventory  | 23,101               | 22,636               |
| Prepaid expenses and other current assets            | <u>31,165</u>        | <u>90,027</u>        |
| Total current assets                                 | 860,899              | 942,628              |
| Land, building and improvements, and equipment:      |                      |                      |
| Land   | 517,950              | 517,950              |
| Building and improvements                            | 4,138,220            | 4,137,271            |
| Equipment  | 3,156,685            | 3,186,475            |
| Total land, building and improvements, and equipment | 7,812,855            | 7,841,696            |
| Accumulated depreciation                             | (5,132,526)          | (4,795,894)          |
| Land, building and improvements, and equipment, net  | 2,680,329            | 3,045,802            |
|  |                      | -                    |
| Investment in ImageDoc                               | -                    | -                    |
| Goodwill   |                      | 1,008,496            |
| Total assets   | \$ 3,541,228         | \$ 4,996,926         |
| <b><u>LIABILITIES AND STOCKHOLDERS' EQUITY</u></b>   |                      |                      |
| Current liabilities:                                 |                      |                      |
| Accounts payable, trade                              | \$ 108,717           | \$ 89,745            |
| Accounts payable, related parties                    | 14,073               | 11,410               |
| Accrued expenses                                     | 304,186              | 334,859              |
| Accrued interest                                     | 15,370               | 11,121               |
| Other current liabilities                            | 62,451               | 56,618               |
| Joint venture obligation                             | 25,750               | 25,750               |
| Current portion of long-term debt                    | 771,607              | 913,479              |
| Current portion of loan participation obligations    | 30,802               | 27,335               |
| Total current liabilities                            | 1,332,956            | 1,470,317            |
| Long-term debt, less current portion                 | 154,906              | 165,002              |
| Loan participation obligations, less current portion | 194,485              | 225,287              |
| Convertible debt                                     | <u>120,000</u>       | <u>-</u>             |
| Total liabilities                                    | <u>\$ 1,802,347</u>  | <u>\$ 1,860,606</u>  |

Continued on following page



*See accompanying notes to these financial statements*

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Continued from previous page

**GLOBAL CASINOS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**

June 30, 2011

June 30, 2010

Commitments and contingencies

Stockholders' equity:

Preferred stock: 10,000,000 shares authorized

Series A - no dividends, \$2.00 stated value,  
non-voting,2,000,000 shares authorized,  
200,500 shares issued and  
outstanding

401,000

401,000

Series B - 8% cumulative, convertible, \$10.00  
stated value, non-voting,400,000 shares authorized, no  
shares issued and outstanding

-

-

Series C - 7% cumulative, convertible, \$1.20  
stated value, voting 600,000 shares authorized, no  
shares issued and outstanding

-

-

Series D - 8% cumulative, convertible, \$1.00  
stated value, non-voting1,000,000 shares authorized,  
700,000 shares issued and  
outstanding

700,000

700,000

Series E - convertible, \$0.25 stated value,  
non-voting600,000 shares authorized, no  
shares issued and outstanding

-

-

Common stock - \$0.05 par value; 50,000,000 shares  
authorized;6,798,488 and 6,420,488 shares  
issued and outstanding

339,925

321,025

Additional paid-in capital

14,203,225

14,183,355

Accumulated deficit

(13,905,269)

(12,469,060)

Total equity

1,738,881

3,136,320

Total liabilities and stockholders' equity

\$ 3,541,228

\$ 4,996,926

*See accompanying notes to these financial statements*



**GLOBAL CASINOS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
*for the years ended June 30, 2011 and 2010*

|  | 2011           | 2010           |
|--|----------------|----------------|
| Revenues:                                    |                |                |
| Casino                                       | \$ 5,694,309   | \$ 6,116,612   |
| Promotional allowances                       | (178,162)      | (164,383)      |
| Net Revenues                                 | 5,516,147      | 5,952,229      |
| Expenses:                                    |                |                |
| Casino operations                            | 5,483,885      | 5,688,807      |
| Operating, general, and administrative       | 171,886        | 317,910        |
| Loss on asset disposals                      | 2,418          | 4,917          |
| Impairment Goodwill                          | 1,008,496      | 890,000        |
| Impairment Investment in ImageDoc            | 120,000        | -              |
|  | 6,786,685      | 6,901,634      |
| Loss from operations                         | (1,270,538)    | (949,405)      |
| Other income (expense):                      |                |                |
| Interest                                     | (108,893)      | (161,262)      |
| Loss before provision for income taxes       | (1,379,431)    | (1,110,667)    |
| Provision for income taxes                   | -              | -              |
| Net loss                                     | (1,379,431)    | (1,110,667)    |
| Series D Preferred dividends                 | (56,778)       | (56,778)       |
| Net loss attributable to common shareholders | \$ (1,436,209) | \$ (1,167,445) |
| Loss per common share:                       |                |                |
| Basic  | \$ (0.22)      | \$ (0.19)      |
| Diluted                                      | \$ (0.22)      | \$ (0.19)      |
| Weighted average shares outstanding:         |                |                |
| Basic  | 6,533,855      | 6,203,204      |
| Diluted                                      | 6,533,855      | 6,203,204      |

*See accompanying notes to these financial statements*

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**GLOBAL CASINOS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY**

**July 1, 2009 through June 30, 2011**

|   | SERIES A<br>PREFERRED<br>STOCK |              | SERIES D<br>PREFERRED<br>STOCK |              | COMMON STOCK        |              | Additional<br>Paid In<br>Capital | Accumulated<br>(Deficit) Total |
|---|--------------------------------|--------------|--------------------------------|--------------|---------------------|--------------|----------------------------------|--------------------------------|
|   | Number<br>of Shares            | Amount<br>\$ | Number<br>of Shares            | Amount<br>\$ | Number<br>of Shares | Amount<br>\$ |                                  |                                |
| Balance as of<br>June 30, 2009  | 200,500                        | 401,000      | 700,000                        | 700,000      | 5,955,215           | 297,761      | \$ 14,085,449                    | (11,301,825)                   |
| Cashless<br>exercise of<br>stock options<br>by officer                            | -                              | -            | -                              | -            | 77,273              | 3,864        | (3,864)                          | -                              |
| Common<br>stock issued<br>for retainer<br>under<br>consulting<br>agreement        | -                              | -            | -                              | -            | 10,000              | 500          | 3,000                            | -                              |
| Common<br>stock issued<br>under loan<br>participation<br>agreement                | -                              | -            | -                              | -            | 50,000              | 2,500        | 16,500                           | -                              |
| Common<br>stock issued<br>to director<br>under loan<br>participation<br>agreement | -                              | -            | -                              | -            | 3,000               | 150          | 1,020                            | -                              |
| Common<br>stock issued<br>to officers and<br>directors                            | -                              | -            | -                              | -            | 325,000             | 16,250       | 81,250                           | -                              |
| Series D<br>Preferred<br>dividends  | -                              | -            | -                              | -            | -                   | -            | -                                | (56,788)                       |
| Net loss  | -                              | -            | -                              | -            | -                   | -            | -                                | (1,106,667)                    |
| Balance as of<br>June 30, 2010  | 200,500                        | 401,000      | 700,000                        | 700,000      | 6,420,488           | 321,025      | \$ 14,183,355                    | (12,451,863)                   |
| Common<br>stock issued<br>to officers and<br>directors                            | -                              | -            | -                              | -            | 325,000             | 16,250       | 16,250                           | 32,500                         |

|  |         |            |         |            |           |            |               |              |
|--|---------|------------|---------|------------|-----------|------------|---------------|--------------|
| Common stock issued under loan participation agreement             |         |            |         |            | 50,000    | 2,500      | 3,500         | 6,000        |
| Common stock issued to director under loan participation agreement |         |            |         |            | 3,000     | 150        | 120           | -270         |
| Series D Preferred dividends                                       | -       | -          | -       | -          | -         | -          | -             | (5,678)      |
| Net loss   | -       | -          | -       | -          | -         | -          | -             | (1,379,431)  |
| Balance as of June 30, 2011  | 200,500 | \$ 401,000 | 700,000 | \$ 700,000 | 6,798,488 | \$ 339,925 | \$ 14,203,225 | (13,905,268) |

*See accompanying notes to these financial statements*

**GLOBAL CASINOS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

*for the years ended June 30, 2011 and 2010*

|  | 2011           | 2010           |
|--|----------------|----------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>           |                |                |
| Net loss   | \$ (1,379,431) | \$ (1,110,667) |
| Adjustments to reconcile net income (loss) to net cash |                |                |
| provided by operating activities                       |                |                |
| Depreciation and amortization                          | 432,541        | 558,950        |
| Impairment - Goodwill                                  | 1,008,496      | 890,000        |
| Impairment Investment in ImageDoc                      | 120,000        | -              |
| Loan participation fees paid with common stock         | 6,270          | 20,170         |
| Professional fees paid with common stock               | -              | 3,500          |
| Stock based compensation                               | 32,500         | 97,500         |
| Loss on disposals of fixed assets                      | 2,418          | 4,917          |
| Changes in operating assets and liabilities            |                |                |
| Accrued gaming income                                  | 18,636         | (103,545)      |
| Inventories  | (465)          | (3,327)        |
| Other current assets                                   | 58,862         | 10,764         |
| Accounts payable and accrued expenses                  | (9,038)        | (91,376)       |
| Accrued interest                                       | 4,249          | 4,401          |
| Other current liabilities                              | 5,832          | (16,198)       |
| Net cash provided by operating activities              | 300,870        | 265,089        |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>            |                |                |
| Purchase of trading securities                         | (120,000)      | -              |
| Purchases of building improvements and equipment       | (41,068)       | (140,559)      |
| Proceeds from sale of assets                           | -              | -              |
| Investment in Global Gaming Technologies               | -              | (100)          |
| Net cash used in investing activities                  | (161,068)      | (140,659)      |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>            |                |                |
| Proceeds upon issuance of convertible debt             | 120,000        | -              |
| Purchase of casino mortgage                            | -              | (721,021)      |
| Proceeds from loan participation obligations           | -              | 265,000        |
| Principal payments on long-term debt                   | (180,385)      | (269,229)      |
| Payments on loan participation obligations             | (27,335)       | (12,378)       |
| Payment of Series D preferred stock dividends          | (56,778)       | (56,778)       |
| Net cash used in financing activities                  | (144,498)      | (794,406)      |
| Net decrease in cash                                   | (4,696)        | (669,976)      |
| Cash at beginning of period                            | 535,904        | 1,205,880      |
| Cash at end of period                                  | \$ 531,208     | \$ 535,904     |



SUPPLEMENTAL CASH FLOW INFORMATION:

|                            |    |         |    |         |
|----------------------------|----|---------|----|---------|
| Cash paid for interest     | \$ | 104,749 | \$ | 156,567 |
| Cash paid for income taxes | \$ | -       | \$ | -       |

SUPPLEMENTAL SCHEDULE OF NON-CASH  
INVESTING AND

FINANCING ACTIVITIES

|  |    |        |    |        |
|--|----|--------|----|--------|
| Equipment financing obligations                          | \$ | 28,417 | \$ | 30,663 |
| Accrued and unpaid dividends on Series D preferred stock | \$ | 14,156 | \$ | 14,156 |
| Cashless exercise of stock options by officer            | \$ | -      | \$ | 3,864  |

*See accompanying notes to these financial statements*

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**GLOBAL CASINOS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**June 30, 2011**

**1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

This summary of significant accounting policies of Global Casinos, Inc. (Company) is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management who is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements.

**Organization and Consolidation**

Global Casinos, Inc. (the "Company" or "Global"), a Utah corporation, has two subsidiaries that operate two gaming casinos.

As of June 30, 2011, the Company's operating subsidiaries were Casinos USA, Inc. ("Casinos USA," a Colorado corporation), which owns and operates the Bull Durham Saloon and Casino ("Bull Durham"), located in the limited stakes gaming district of Black Hawk, Colorado, and Doc Holliday Casino II, LLC (a Colorado limited liability company), which operates the Doc Holliday Casino ( Doc Holliday ), located in the limited stakes gaming district of Central City, Colorado.

The consolidated financial statements of the Company include the accounts of its wholly owned subsidiaries. All significant inter-company accounts and transactions have been eliminated in consolidation.

**Presentation and Comparability**

Certain amounts from previously reported periods have been reclassified to conform to the current period presentations.

**Use of Estimates and Assumptions**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Significant estimates included herein relate to the recoverability of assets, the value of long-lived assets and liabilities, the value of share based compensation transactions, the future obligations resulting from promotional activities, the long-term viability of the business, the future impact of gaming regulations, and future obligations under various tax statutes. Actual results may differ from estimates.

### **Risk Considerations**

The Company operates in a highly regulated environment subject to the political process. Our retail gaming licenses are subject to annual renewal by the Colorado Division of Gaming. Changes to existing statutes and regulations could have a negative effect on our operations. The Colorado

Gaming Commission requires that any beneficial owner of five percent or more of the Company's securities, including holders of common stock, file an application for a finding of suitability. The gaming authority has the power to investigate an owner's suitability and the owner must pay all costs of the investigation. If the owner is found unsuitable, then the owner may be required by law to dispose of the securities. The Colorado Division of Gaming is currently requiring certain of the Company's shareholders to file an application for finding of suitability. If they are found by the division to be unsuitable, they could be required to divest their share positions. A contingency exists with respect to this matter, the ultimate resolution of which cannot presently be determined.

In addition, since the Company's two gaming facilities are both located in the Central City and Black Hawk, Colorado geographic area, the potential for severe financial impact can result from negative effects of economic conditions within the market or geographic area. This concentration results in an associated risk and uncertainty.

### **Concentrations of Credit Risk**

Financial instruments that potentially subject the company to concentrations of credit risk consist principally of cash and cash equivalents, and accounts receivables. At June 30, 2011, the Company had approximately \$90,000 of cash or cash equivalents in financial institutions in non-insured accounts

### **Fair Value of Financial Instruments**

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management. The Company's financial instruments include cash, accrued gaming income, accounts payable, accrued expenses, other current liabilities and long-term debt obligations. Except for long-term debt obligations, the carrying value of financial instruments approximated fair value due to their short maturities.

The carrying value of all long-term debt obligations approximated fair value because interest rates on these instruments are similar to quoted rates for instruments with similar risks.

### **Cash and Cash Equivalents**

Cash consists of demand deposits and vault cash used in casino operations. The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

**Accrued Gaming Income**

Gaming income represents the difference between the cash played by customers, and the cash paid out by the casino machines. On a regular basis, the cash representing the casino's revenue is pulled from the machines and deposited. However, this process does not always occur at the end of the last business day of the month. Accrued gaming income represents the amount of revenue (cash) in the machines that has not yet been pulled and deposited at the end of the reporting period. At June 30, 2011 and 2010, \$275,425 and \$294,061 of income, respectively, was accrued and recorded as a current asset.

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## **Inventories**

Inventories primarily consist of food and beverage supplies and are stated at the lower of cost or market. Cost is determined by the specific-cost method.

## **Land, Building and Improvements, and Equipment**

Land, building and improvements, and equipment are carried at cost. Depreciation is computed using the straight-line method over the estimated useful lives. The building is depreciated over 31 years, and improvements and equipment are depreciated over five to seven years. Depreciation expense for the years ended June 30, 2011 and 2010 was \$432,541 and \$558,950, respectively.

## **Impairment of Long-Lived Assets**

The Company evaluates its long-lived assets for impairment when events or changes in circumstances indicate, in management's judgment, that the carrying value of such assets may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying value to future undiscounted cash flows expected to be generated by the asset. If such assets are considered impaired, the impairment to be recognized is determined as the amount by which the carrying value exceeds the fair value of the assets.

## **Goodwill**

Goodwill, which resulted from the purchase price in excess of the fair value of the underlying assets purchased and liabilities assumed in the acquisition of the Doc Holliday Casino ( reporting unit or casino ) in March 2008, is evaluated for impairment annually at the reporting unit level as of June 30, and whenever the occurrence of a significant event or a change in circumstances would suggest that the carrying value of the reporting unit including goodwill might be in excess of its fair value. Such factors include, but are not limited to, adverse changes in the business climate, and significant and unexpected changes in the reporting unit's cash flows. Goodwill is evaluated for impairment in a two step process per ASC 350. Step 1 requires testing the recoverability of the reporting unit on a fair-value basis. If the fair value of the reporting unit is less than the carrying value of the reporting unit including goodwill, Step 2 is performed by assigning the reporting unit's fair value to its assets and liabilities in a manner similar to the allocation of purchase price in a business combination to determine the implied fair value of the goodwill. If the carrying value of the reporting unit's goodwill exceeds its implied fair value, goodwill is deemed impaired, and is written down to the extent of the difference. The fair value of the reporting unit has been determined from time-to-time using the discounted future cash flow method, the cost and market approach obtained by independent appraisal, or a combination thereof.

See Note 3 for further discussion regarding the Company's goodwill.

### **Casino Chips and Tokens**

Gaming chips and tokens are accounted for from the time the casino receives them even though they may not yet be issued and are held in reserve. The chip and token float is determined by the difference between the total amounts of chips and tokens placed in service and the actual inventory

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of chips and tokens held by the casino at any point in time. The chip and token float is included in other current liabilities.

### **Revenue Recognition**

In accordance with gaming industry practice, the Company recognizes casino revenues as the net win from gaming activities, which is the difference between gaming wins and losses. Anticipated payouts resulting from our customer loyalty program (Sharpshooter's Club), in which registered customers are awarded cash based on the frequency and amounts of their gaming activities are included in promotional allowances. In accordance with gaming industry practice, these promotional allowances are presented as a reduction of casino revenues.

### **Advertising Costs**

The Company expenses all advertising costs as they are incurred. Advertising costs were \$1,155 and \$421 for the years ended June 30, 2011 and 2010, respectively.

### **Consulting Expenses**

From time-to-time the Company engages consultants to perform various professional and administrative functions including public relations and corporate marketing. Expenses for consulting services are generally recognized when services are performed and billable by the consultant. In the event an agreement requires payments in which the timing of the payments is not consistent with the performance of services, expense is recognized as either service events occur, or recognized evenly over the period of the consulting agreement where specific services performed under the agreement are not readily identifiable. Consulting agreements in which compensation is contingent upon the successful occurrence of one or more events are only expensed when the contingency has been, or is reasonably assured, to be met. The Company currently has no active consulting arrangements.

### **Income Taxes**

The Company uses the liability method of accounting for income taxes. Accordingly, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of assets and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected



to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates resulting from new legislation is recognized in income in the period of enactment. A valuation allowance is established against deferred tax assets when management concludes that the "more likely than not" realization criteria has not been met.

### **Earnings Per Common Share**

Basic earnings (loss) per share is computed by dividing the net income (loss) attributable to common shareholders for the period by the weighted average number of common shares outstanding during the period. Diluted net loss per share is computed based on the weighted average number of common shares and potentially dilutive common shares outstanding. The calculation of diluted net income (loss) per share excludes potential common shares if the effect would be anti-dilutive.

Potential common shares consist of incremental common shares issuable upon the exercise of stock options and shares issuable upon the conversion of preferred stock.

Potentially dilutive shares of 835,000 were not included in the calculations of diluted earnings per share for the years ended June 30, 2011 and 2010, as their inclusion would have been anti-dilutive, and represent out of the money stock options and shares issuable upon conversion of preferred stock.

### **Stock-Based Compensation**

Financial Accounting Standards Board ( FASB ) Accounting Standards Codification (the ASC ) Topic 718, *Stock Compensation*, establishes fair value as the measurement objective in accounting for share based payment arrangements, and requires all entities to apply a fair value based measurement method in accounting for share based payment transactions with employees. Stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense on a straight-line basis over the period during which the holder is required to provide services in exchange for the award, i.e., the vesting period.

On March 18, 2011, the Company's board of directors granted a total of 325,000 shares of the Company's common stock to members of senior management as consideration of services provided by the Company's directors and executive officers. The services were valued at \$.10 per share, and as such \$32,500 of stock based compensation was recorded for the year ended June 30, 2011.

On January 18, 2010, the Company's board of directors granted a total of 325,000 shares of the Company's common stock to members of senior management as consideration of services provided by the Company's directors and executive officers. The services were valued at \$.30 per share, and as such \$97,500 of stock based compensation is included in operating, general and administrative expenses for the year ended June 30, 2010.

### **Comprehensive Income**

Financial Accounting Standards Board ( FASB ) Accounting Standards Codification (the ASC ) Topic 220, *Comprehensive Income*, provides guidance for reporting and display of comprehensive income, its components and accumulated balances. For the years ended June 30, 2011 and 2010, there were no differences between reported net income and comprehensive income.

### **Derivative Instruments and Hedging Activities**

Financial Accounting Standards Board ( FASB ) Accounting Standards Codification (the ASC ) Topic 815, *Derivatives and Hedging*, provides guidance for disclosure of derivative instruments and hedging activities. During the periods covered by the financial statements the Company did not have any derivative financial instruments and did not participate in hedging activities.

### **Segment Information**

The Company currently operates in one business segment as determined in accordance with Financial Accounting Standards Board ( FASB ) Accounting Standards Codification (the ASC ) Topic 280, *Segment reporting*. The determination of reportable segments is based on the way management organizes financial information for making operating decisions and assessing performance. All operations are located in the United States of America.

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## Recent Pronouncements

In May 2011, the FASB issued amendments to disclosure requirements for common fair value measurement. These amendments, effective for the interim and annual periods beginning on or after December 15, 2011 (early adoption is prohibited), result in a common definition of fair value and common requirements for measurement of and disclosure requirements between U.S. GAAP and IFRS. Consequently, the amendments change some fair value measurement principles and disclosure requirements. The implementation of this amended accounting guidance is not expected to have a material impact on our consolidated financial position and results of operations.

In June 2011, the FASB issued Accounting Standards Update ( ASU ) No. 2011-05, Comprehensive Income (Topic 220): *Presentation of Comprehensive Income*. ASU No. 2011-05 requires that all non-owner changes in stockholders equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements, eliminating the option to present other comprehensive income in the statement of changes in equity. Under either choice, items that are reclassified from other comprehensive income to net income are required to be presented on the face of the financial statements where the components of net income and the components of other comprehensive income are presented. This amendment is effective for the Company in 2012 and will be applied retrospectively. This amendment will not change the manner in which the Company presents comprehensive income.

There are other various accounting standards and interpretations issued during 2011 and 2010, none of which are expected to have a material impact on the Company's consolidated financial position, operations, or cash flows.

## 2. INVESTMENT IN IMAGEDOC USA, INC.

On July 19, 2010, the Company executed a Common Stock and Warrant Purchase Agreement ( Purchase Agreement ) with ImageDoc USA, Inc. ( ImageDoc ), a Colorado corporation wherein, the Company agreed to purchase, for an aggregate purchase price of up to \$120,000, up to an aggregate of 2,566,000 shares of common stock and warrants exercisable to purchase an additional 400,000 shares of common stock of ImageDoc for a period of five years at an exercise price of \$0.20 per share. The investment represents less than 10% of all outstanding common stock and common stock equivalents of ImageDoc at the closing date.

Also effective July 19, 2010 the Company and ImageDoc entered into a Registration Rights Agreement establishing the terms by which ImageDoc shall prepare and file a Registration Statement covering the spin-off to Global equity holders of the ImageDoc shares, which are the subject of the aforementioned Purchase Agreement. The Company completed the purchase of all 2,566,000 shares of common stock and warrants exercisable to purchase an additional 400,000 shares of common stock of ImageDoc. As of June 30, 2011 the warrants have not been exercised. No record date has been established for the spin-off of those shares and the distribution will not occur until such time a Registration Statement has been declared effective by the Securities Exchange Commission.

During the quarter ended June 30, 2011, the Company determined that ImageDoc's expected and realized cash flows were significantly less than initial expectations, which has delayed the preparation and filing of its Registration Statement as discussed above. This raised substantial doubt

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regarding the current value of the investment. As such, the Company has recorded an impairment charge equal to the original investment at June 30, 2011.

### 3. GOODWILL

The Company's goodwill as recorded in our Doc Holliday Casino reporting unit is comprised of the following:

|                                    |    |             |
|------------------------------------|----|-------------|
| Total Goodwill                     | \$ | 1,898,496   |
| Impairment charges                 |    | (1,898,496) |
| Total Goodwill as of June 30, 2011 | \$ | -           |

Goodwill is evaluated for impairment annually at the reporting unit level as of June 30, and whenever the occurrence of an event or a change in circumstances would suggest that the carrying value of the reporting unit including goodwill might be in excess of its fair value. Such factors include, but are not limited to, adverse changes in the business climate, and significant and unexpected changes in the reporting unit's cash flows. Due to various factors, the Company evaluated the goodwill recorded in our Doc Holliday Casino reporting unit during the quarter ended March 31, 2010, as well as the years ended June 30, 2010 and 2011, which is discussed below.

During the quarter ended March 31, 2010, and based on a combination of factors, including the ongoing poor local and regional economic environment, the sustained period of decline in the Company's market capitalization, and poor operating results of the Doc Holliday Casino, the Company concluded there were sufficient indicators to perform an interim impairment test of the reporting unit's recorded goodwill.

The Company's estimate of the reporting unit's fair value at March 31, 2010 was determined by discounting estimating future cash flows based on internally developed revenue, operating cost, and cash flow forecasts considering historical results, local and regional current and expected economic conditions, as well as the potential impact of business and operational strategies in light of capital constraints based on current financial market conditions. No significant additional investment in operating assets was assumed other than to maintain the quality of the gaming equipment.

For purposes of discounting future cash flows, we used 12%, which is management's best estimate of our cost of capital based on historical values, recent borrowings, current market conditions both in terms of borrowing rates and availability of credit, and considerations for risks associated with the reporting unit. Operating estimates for the next ten years were used to determine estimated future cash flows. No terminal value was assigned to the fair value as the property is leased and management determined that estimates beyond ten years were dependent upon significant upgrades to the property, which could not be appropriately evaluated. The Company believes the assumptions used in the impairment analysis are consistent with the factors and risks inherent within the industry.

The analysis incorporated four discounted cash flow models: zero to slow growth, slow to moderate growth; moderate growth; and, moderate to aggressive growth. Revenue growth assumptions used in the models varied from 1% per

year in the zero to slow growth model to 5% per year in the aggressive growth model. Operating expense growth was dependent upon the revenue growth and reflected increases in personnel and other operating costs necessary to support the associated revenue

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growth assumption. Operating expense growth assumptions used in the models varied from 0.25% per year in the zero to slow growth model to 2.5% per year in the aggressive growth model. In all models, fiscal year 2011 does not include the full growth assumptions as we anticipate fiscal year 2011 growth will continue to be sluggish due to the local and regional economic conditions.

Because of the significant uncertainties regarding the local and regional economic recoveries, the results from the aggressive growth model were discarded. The fair value calculated in the zero to slow growth model was also discarded as overly conservative and not indicative of historical performances nor does it appropriately reflect expected improvements over time in the local and regional economies. Therefore, the best estimate of fair value based on the discounted cash flow model was determined to be between the slow to moderate growth and moderate growth models which utilized revenue growth assumptions of 3% to 4%, and expense growth assumptions of 1% to 2%. The average fair value of these two models was approximately \$700,000, and was assigned to the Step 1 analysis. The result of the Step 1 analysis resulted in a fair value less than the recorded value of the reporting unit. As such, Step 2 analysis was performed. This analysis included a hypothetical valuation of the reporting unit's long term assets including its gaming and other fixed assets as if it had been acquired in a business combination. For all other assets and liabilities the fair value and recorded values were considered equal. After the allocation of the fair value to the reporting unit's operating assets, the recorded value of the goodwill was in excess of its implied fair value, and as such an impairment adjustment to the carrying value of the goodwill in the amount of \$890,000 was recorded during the three months ended March 31, 2010.

The Company's evaluation for goodwill impairment at June 30, 2010 essentially mirrored the interim analysis performed as of March 31, 2010, with minor adjustments made to the reporting unit's cash flow forecasts. As no significant changes in either the operating or economic environment had occurred since the March 31, 2010 interim evaluation which is discussed in detail above, management determined all other pertinent assumptions and estimates remained unchanged from the that evaluation, including the 12% rate used to discount future cash flows, revenue and expense growth assumptions, asset investment assumptions, and utilization of the ten year horizon with no terminal value assigned. Based on the June 30, 2010 evaluation, the fair value of the reporting unit including the goodwill exceeded its carrying value by approximately 20%. As such, step two of the evaluation was not performed at June 30, 2010.

During fiscal year 2011, casino revenues continued to be adversely affected by various factors including the sluggish local and regional economic recovery, as well as local infrastructure construction in Central City that is directly affecting customer traffic at the casino. On an annual basis, casino net revenues at the Doc Holliday casino were down approximately 13% from fiscal year 2010. As such, the Company has modified its cash flow models used to determine the fair value of the casino to reflect this decline. In addition, and based on operating estimates going forward, the Company has determined that the zero to moderate growth models best represent expected operating results for the casino at June 30, 2011, particularly given uncertainties regarding the strength and timing of the local and regional economic recoveries. The models assume revenue growth rates in the 1% to 3% range over the next ten years, and return a negative reporting unit value approximately 700% less than the reporting unit's carrying value per the Step 1 analysis. The Step 2 analysis was performed, which included a hypothetical valuation of the reporting unit's long term assets including its gaming and other fixed assets as if it had been acquired in a business combination. For all other assets and liabilities the fair value and recorded values were considered equal. After the allocation of the fair value to the reporting unit's operating assets, the recorded value of the goodwill was in



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excess of its implied fair value, and as such an impairment adjustment equal to the remaining carrying value of the goodwill of \$1,008,496 was recorded for the year ended June 30, 2011.

The estimates of future operations of the reporting unit represent management's best estimates given data known at the time the analysis was prepared.

#### **4. NOTES PAYABLE AND LONG-TERM DEBT**

Effective September 19, 2009, all of the secured obligations of Casinos, USA, Inc., a wholly-owned subsidiary of Global Casinos, Inc. matured and became due and payable. The secured obligations are secured by deeds of trust encumbering the Bull Durham casino property located in Blackhawk, Colorado. Until their maturity, all payments required under the notes had been made in a timely fashion. We have since purchased the senior loan and deed of trust and negotiated extensions of the second priority loan and deed of trust and a portion of the junior loans and deed of trust. We intend to continue to make payments under the notes pending our efforts to renegotiate their maturity dates.

On March 22, 2010 the Company consummated an Allonge and Modification Agreement with the holder of a junior deed of trust note on the Bull Durham Casino. Immediately prior to the modification the Note had a principal balance of \$176,540. The agreement extended the maturity date to April 1, 2013, established an interest rate of 8% per annum, and requires monthly principal and interest payments of \$1,911 beginning on April 1, 2010.

On December 30, 2009 the Company consummated an Allonge and Modification Agreement with the holder of a second deed of trust note on the Bull Durham Casino. Immediately prior to the modification the Note had a principal balance of \$616,988. The agreement required a principal pay down of \$100,000, monthly principal and interest payments of \$5,596 beginning on January 1, 2010, and extended the maturity date of the Note to December 31, 2010. In addition, the Company paid to the note holder a loan extension fee of \$2,585, and \$8,000 to reimburse the note holder for legal and other costs associated with the modification. Subject to the Note not being in default at the maturity date, and together with an additional \$50,000 pay down of the Note principal, the Company would have the option to extend the maturity date of the Note to December 31, 2011. In December 2010, the Company exercised this option and made the \$50,000 pay down on the Note thereby extending the maturity date to December 31, 2011. In addition, subject to the Note not being in default at December 31, 2011, together with an additional \$50,000 pay down on the Note, the Company will have an additional option to extend the maturity date to December 31, 2012. After December 31, 2012 the maturity date will only be further extended by written mutual agreement upon terms acceptable to both parties.

On November 30, 2009 the Company consummated a Loan Document Purchase and Assignment Agreement with the holder of the senior mortgage of the Bull Durham Casino in which the Company obtained all of the rights, title and interest in and to the Note and Loan Agreement. The total amount of consideration paid to the holder was \$730,710 which included principal of \$721,021, interest accrued to the purchase date of \$5,689, and a fee of \$4,000 to cover

legal and administrative costs of the holder. Also on November 30, 2009 the Company executed a Loan Participation Agreement whereby the Company assigned to an unaffiliated third party an undivided 34.7% interest in the Note for total consideration of \$250,000 and a loan participation fee of 50,000 shares of the Company's common stock valued at \$0.38 per share. And on December 30, 2009 the Company executed a Loan Participation Agreement whereby the Company assigned to a director an undivided 2.08% interest in the Note for total consideration of \$15,000 and a loan participation fee of 3,000 shares of the

Company's common stock valued at \$0.39 per share. The remaining undivided 63.22% interest in the Note is owned by the Company and is eliminated in consolidation as the debtor is a wholly owned operating subsidiary. The Note has not been modified and continues to be in technical default. The resulting participation obligations are discussed further in the footnote Loan Participation Obligations.

In addition, a note payable to the seller of Doc Holliday Casino acquired in March 2008, matured on March 31, 2009. The note did not bear interest, however upon its maturity a default interest rate of 8% with interest payments due monthly became effective. Since default, we have made all required interest payments under the default terms of the note. At the request of the note holder and beginning in January 2010, we had been making interest and additional monthly principal reduction payments of \$12,500. Beginning in January 2011, we notified the noteholder that we would not be able to continue making the monthly principal reduction payments on the note until the cash flows of the Doc Holliday Casino allow for additional principal reductions. With the noteholder's acquiescence, but not express agreement, we have been making interest only payments and smaller principal reduction payments. The note holder has not executed any modification agreement, and as such all principal is considered in technical default and is classified as a current obligation.

At June 30, 2011, notes payable and long-term debt, exclusive of the Loan Participations discussed in Note 4, consisted of the following:

Junior mortgage payable to private lender, collateralized by real estate, interest at 8%, monthly payments of \$5,596, maturing December 31, 2011.

\$ 421,220

Junior mortgage payable to private lender, collateralized by real estate, interest at 8%, monthly payments of \$1,911, maturing April 1, 2013.

165,001

Junior mortgages payable to private lenders, collateralized by real estate, interest at 4%, monthly payments of \$605. Notes matured September 19, 2009.

Installment note payable to equipment supplier, collateralized by equipment, requiring monthly payments of \$2,368, no interest, final payment due May 9, 2012.

103,576

26,049

Note payable to seller of Doc Holliday Casino, uncollateralized, no interest. Note matured March 31, 2009. Default interest rate of 8% applies until note paid in full.

210,667

Total notes payable and long-term debt  
Less current portion  
Long-term debt, net

926,513

(771,607)\$ 154,906

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Scheduled maturities of notes payable and long-term debt for the one year periods ending June 30th is as follows:

|      |                   |
|------|-------------------|
| 2012 | \$ 771,607        |
| 2013 | 8,119             |
| 2014 | <u>146,787</u>    |
|      | <u>\$ 926,513</u> |

## 5. LOAN PARTICIPATION OBLIGATIONS

As discussed in Note 2: Notes Payable and Long Term Debt, on November 30, 2009 the Company consummated a Loan Document Purchase and Assignment Agreement with the holder of the senior mortgage of the Bull Durham Casino in which the Company obtained all of the rights, title and interest in and to the Note and Loan Agreement.

Then, and also on November 30, 2009 the Company executed a Loan Participation Agreement ( Agreement ) whereby the Company assigned to an unaffiliated third party an undivided 34.7% interest in the Note for total consideration of \$250,000 and a loan participation fee of 50,000 shares of the Company's common stock valued at \$0.38 per share. The Company is considered the Loan Servicing Agent under the Agreement. Monthly principal and interest payments began on January 1, 2010, and are based on a seven year amortization at 12% annual interest. In addition, the participant is entitled to an additional 1% per year in year one, 2% per year in year 2, and 3% in year 3, as well as additional loan participation fees on the first and second annual anniversaries of 50,000 shares of the Company's common stock, provided that on each issue date there remains outstanding and unpaid any amount due and owing under the participant interest. The first anniversary shares were issued in February 2011, at a value of \$0.12 per share, the closing price of the Company's common stock on November 30, 2010. As such, \$6,000 of financing fees were charged for the year ended June 30, 2011.

On December 30, 2009 the Company executed an additional Loan Participation Agreement whereby the Company assigned to a director an undivided 2.08% interest in the Note for total consideration of \$15,000 and a loan participation fee of 3,000 shares of the Company's common stock valued at \$0.39 per share. The Company is considered the Loan Servicing Agent under the Agreement. Monthly principal and interest payments began on January 1, 2010, and are based on a seven year amortization at 12% annual interest. In addition, the participant is entitled to an additional 1% per year in year one, 2% per year in year 2, and 3% in year 3, as well as additional loan participation fees on the first and second annual anniversaries of 3,000 shares of the Company's common stock, provided that on each issue date there remains outstanding and unpaid any amount due and owing under the participant interest. The first anniversary shares were issued in February 2011, at a value of \$0.09 per share, the closing price of the Company's common stock on December 30, 2010. As such, \$270 of financing fees were charged for the year ended June 30, 2011.

The remaining undivided 63.22% interest in the Note is owned by the Company and is eliminated in consolidation as the debtor is a wholly owned operating subsidiary. The Note has not been modified and continues to be in technical default.

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At June 30, 2011, loan participation obligations consisted of the following:

Participation obligation payable to unaffiliated third party with an undivided 34.7% interest in senior mortgage secured by real estate, monthly principal and interest payments of \$4,417, plus additional interest of 1% in 2010, 2% in 2011, and 3% in 2012.

\$ 212,403

Participation obligation payable to director with and undivided 2.08% interest in senior mortgage secured by real estate, monthly principal and interest payments of \$265 plus additional interest of 1% in 2010, 2% in 2011, and 3% in 2012.

12,884

Total loan participation obligations

225,287

Less current portion

(30,802)

Loan participation obligations, less current portion

\$ 194,485

## 6. CONVERTIBLE DEBT

On July 16, 2010, the Company's board of directors approved a private offering of its securities consisting of up to \$120,000 in 5% Unsecured Convertible Debentures ( "Debentures" ) on a \$10,000 minimum, all-or-none, \$120,000 maximum, best efforts basis. The Debentures will mature and be due and payable in July and August 2013. The principal amount of the Debentures will accrue interest at the rate of 5% per annum and will be payable at the maturity date. The Debentures are convertible, at the option of the investor, at any time, into shares of the Company's Series E Convertible Preferred Stock at a conversion price equal to \$0.25 per share of Series E Preferred. At the time of issuance and based on the Company's common stock trading activity, the Company determined that no beneficial conversion feature was associated with the Debentures. The Debentures will automatically convert into shares of Series E Preferred Stock under certain circumstances. All debentures approved by the board of directors in the private offering were sold in July and August 2010.

## 7. STOCKHOLDERS' EQUITY



## **Preferred Stock**

The Company has authorized 10,000,000 shares of preferred stock. These shares may be issued in series with such rights and preferences as may be determined by the Board of Directors.

### **Series A Convertible Redeemable Preferred Stock**

The Company's Board of Directors has authorized 2,000,000 shares of \$2.00 stated value, Series A Preferred Stock. The preferred stock has a senior liquidation preference value of \$2.00 per share. It does not bear dividends. The conversion privileges originally included with the stock have expired. The preferred stock originally contained a mandatory redemption feature that required the Company to redeem the outstanding stock on May 31, 1995 at a rate of \$2.00 per share. On May 31, 1995, a majority of the preferred stockholders agreed to waive the mandatory redemption in consideration for a lower conversion price into common shares at \$1.125 per share. Subsequently, holders of

1,205,750 shares of Series A preferred stock converted their holdings into common stock. The remaining 200,500 outstanding shares of Series A preferred stock are held by owners who chose not to participate in the revised offer and remain outstanding at June 30, 2011. During the year ended June 30, 2005, the Company determined that the mandatory redemption feature expired due to the statute of limitations. Accordingly, the Series A preferred stock was reclassified from current liabilities to stockholders' equity.

### **Series B Convertible Redeemable Preferred Stock**

The Company's Board of Directors has authorized 400,000 shares of \$10.00 stated value, Series B Convertible Preferred Stock. Each share of Series B preferred stock is convertible into one share of the Company's common stock or may be redeemed at an exercise price of \$10.00 per share. In addition, the Series B shares have a junior liquidation preference of \$10.00 per share. Holders of the Series B preferred stocks are entitled to receive an annual dividend payable at the rate of 8% per annum, which is cumulative, and unpaid dividends bear interest at an annual rate of 12%. As of June 30, 2011 there were no shares outstanding.

### **Series C Convertible Preferred Stock**

In January 1999, the Board of Directors of the Company ratified the issuance of Series C preferred stock. The Company has authorized 600,000 Series C shares with a stated value of \$1.20 per share. Series C shares are convertible into common stock at a rate of \$1.20 per share. Holders of Series C preferred stock are entitled to vote and to receive dividends at the annual rate of 7% based on the stated value per share. In addition, the holders of Series C preferred stock are entitled to participate, pro rata, in dividends paid on outstanding shares of common stock. The dividends are cumulative and unpaid dividends bear interest at an annual rate of 10%. As of June 30, 2011 there were no shares outstanding.

### **Series D Convertible Preferred Stock**

In February 2008, the Board of Directors of the Company established a series of the class of preferred stock designated Series D Convertible Preferred Stock (Series D preferred stock) and authorized an aggregate of 1,000,000 non-voting shares with a stated value of \$1.00 per share. Holders of the Series D preferred stock are entitled to receive dividends at the annual rate of eight percent (8%) based on the stated value per share computed on the basis of a 360 day year and twelve 30 day months. Dividends are cumulative, shall be declared quarterly, and are calculated from the date of issue and payable on the fifteenth day of April, July, October and January. The dividends may be paid, at the option of the holder either in cash or by the issuance of shares of the Company's common stock valued at the market price on the dividend record date. Shares of the Series D preferred stock are redeemable at the Company's option. At the option of the holder shares of the Series D preferred stock plus any declared and unpaid dividends are convertible to shares of the Company's common stock at a conversion rate of \$1.00 per share.

In March 2008, the Company completed a private offering of 700,000 shares of Series D Preferred stock. The \$700,000 proceeds from the private offering were used as partial payment to the seller of Doc Holliday at the acquisition closing on March 18, 2008. On June 30, 2011, \$14,156 of dividends were declared and are included in accrued expenses at June 30, 2011. All other quarterly dividends declared have been paid.

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### **Series E Convertible Preferred Stock**

On July 12, 2010, the Company's Board of Directors approved an Amendment to the Articles of Incorporation of the Company to authorize a new series of preferred stock designated Series E Convertible Preferred Stock ( Preferred Stock ). The Amended and Restated Certificate of Designations, Preferences and Rights of Series E Convertible Preferred Stock authorized six hundred thousand (600,000) shares of the Company's authorized Preferred Stock to be designated as Series E Convertible Preferred Stock, having a stated value of \$0.25 per share. Holders of the Preferred Stock shall have no voting rights, but shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion. In addition, the holders of the Preferred Stock shall be entitled to participate, *pro rata*, in dividends paid on outstanding shares of common stock. The Preferred Stock is redeemable by the Company at its sole option and discretion at any time after six months from the initial issue date, at the Preferred Stock's stated value plus any accrued and unpaid dividends, if any, and may be paid in cash or in shares of common stock valued at 75% of the volume weighted-average price of the common stock for the ten trading days immediately prior to the date of the redemption notice. In addition, at any time prior to redemption, but after the earlier of ninety days from the date of issuance, or the effective date of a Registration Statement registering for sale the shares of the common stock issuable upon such conversion, holders of the Preferred Stock shall have the right to convert their shares into common stock, at a conversion rate of \$0.25 per share plus any accrued or unpaid dividends. As of June 30, 2011, no shares of Series E Convertible Preferred Stock have been issued.

### **Common Stock**

The Company has authorized 50,000,000 shares of \$0.05 par value common stock.

As discussed in Loan Participation Obligations, in November 2009 the Company issued 50,000 shares of the Company's common stock valued at \$0.38 per share determined by market trading activity on and around the settlement date, as a participation fee to an unaffiliated third party. The participant is also entitled to 50,000 shares of the Company's common stock on the first and second annual anniversaries, provided that on each issue date there remains outstanding and unpaid any amount due and owing under the participant interest. The first anniversary shares were issued in February 2011, at a value of \$0.12 per share, the closing price of the Company's common stock on November 30, 2010. As such, \$6,000 of financing fees were charged for the year ended June 30, 2011.

Also as discussed in Loan Participation Obligations, in December 2009 the Company issued 3,000 shares of the Company's common stock valued at \$0.39 per share determined by market trading activity on and around the settlement date, as a participation fee to a director. The participant is also entitled to 3,000 shares of the Company's common stock on the first and second annual anniversaries, provided that on each issue date there remains outstanding and unpaid any amount due and owing under the participant interest. The first anniversary shares were issued in February 2011, at a value of \$0.09 per share, the closing price of the Company's common stock on December 30, 2010. As such, \$270 of financing fees were charged for the year ended June 30, 2011.

On March 18, 2011, the Company's board of directors granted a total of 325,000 shares of the Company's common stock to members of senior management as consideration of services provided by the Company's directors and executive officers. The services were valued at \$.10 per share as determined by market trading activity on and around the award date, and as such \$32,500 of stock

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based compensation was recognized and included in operating, general and administrative expenses for the year ended June 30, 2011.

On January 18, 2010, the Company's board of directors granted a total of 325,000 shares of the Company's common stock to members of senior management as consideration of services provided by the Company's directors and executive officers. The services were valued at \$.30 per share as determined by market trading activity on and around the award date, and as such \$97,500 of stock based compensation was recognized and included in operating, general and administrative expenses for the year ended June 30, 2010.

On August 24, 2009 the Company entered into a Consulting Agreement ( Agreement ) with a corporate marketing firm to assist us in our efforts to refinance our existing debt, and to assist us in developing other possible strategic alternatives. The agreement required the Company to pay a one time non-refundable retainer in the amount of 10,000 shares of the Company's common stock. The stock with a value of \$3,500, or \$0.35 per share determined by market trading activity on and around the settlement date, was issued in October 2009.

On August 15, 2009, the Company issued to Clifford L. Neuman, the Company's President and a Director, 77,273 shares of common stock, \$.05 par value pursuant to his cashless exercise of options exercisable to purchase 100,000 shares of common Stock at an exercise price of \$0.10 per share. For purposes of the cashless exercise, the shares were valued at \$0.44 per share, which was equal to 100% of the public trading price of the Common Stock on August 15, 2009 as quoted on the OTC Electronic Bulletin Board. As a result, the Company received the surrender of 22,727 options in consideration of the cashless exercise.

On January 5, 2007, the stockholders approved a proposal to adopt and approve a reverse split of up to a ratio of one-for-five of the issued and outstanding shares of our common stock, and issued and outstanding options, warrants and other rights convertible into shares of our common stock, all at the discretion of our Board of Directors to be implemented in the future as and when determined by our Board of Directors. That reverse split has not been implemented.

## **8. COMMITMENTS AND CONTINGENCIES**

### **Leases**

The Doc Holliday Casino currently leases approximately 13,000 square feet of space used for its gaming activities, supporting offices and storage space for \$25,362 per month under an operating lease that terminates in July 2015. The lease requires the Casino to pay for all building expenses until the landlord secures additional tenants to occupy the remaining building space. If the building is fully leased the Casino's proportionate share will be equal to 32% of the total building expense burden. The lease also provides for a credit against future monthly rent payments to the extent

the total building expenses paid by the casino increase by more than 3% over a 2004 base year calculation ( floor ). The total amount of building expenses expected to be in excess of the floor is estimated and capitalized on a monthly basis and reconciled to the actual allowable excess annual expenses in April each year. The actual excess expenses are available for credit against rent payments beginning the following July each year under the lease. At June 30, 2011 the total credit available to apply against future rent payments was approximately \$43,000. Rent expense for the years ended June 30, 2011 and 2010, net of monthly applied expense credits was \$296,417 and \$303,512, respectively.

On January 29, 2010 the landlord of the Doc Holliday Casino property agreed to a rent abatement in the total aggregate amount of \$40,000 prorated over a six month term in the amount of \$6,667 per month beginning in February, 2010 and continuing through July 2010. In consideration of the rent abatement the Company agreed to replace all carpeting on the first floor of the premises, which was completed in February 2010, at a cost of approximately \$29,000. The amount of the rent abatement in excess of the cost of the carpet replacement, or approximately \$11,000, was recorded as deferred rent and is being amortized to rent expense over the remaining life of the lease.

On December 31, 2010 the Company and the landlord of the Doc Holliday Casino property agreed to amend the lease agreement noted above. As a result, for the period commencing January 1, 2011 and ending December 31, 2011 the base rent shall be \$250,000, payable at a rate of \$20,833 per month. The amendment results in a monthly reduction of the base rent of approximately \$4,500 per month during the abatement period. The total rent abatement under the agreement of approximately \$54,000 was recorded as deferred rent and is being amortized to rent expense over the remaining life of the lease. All existing agreements with respect to triple net expenses and the cap on the Company's liability for annual increases in such expenses will remain in effect for the lease period. In consideration of the rent abatement, the Company agreed that the digital surveillance system installed on the premises would be deemed the sole and separate property of the landlord upon termination of the lease. At June 30, 2011 the system had a book value of approximately \$47,000.

Future minimum lease payments considering the rent abatement but before application of rent credits for the fiscal years ending June 30 are as follows:

|       |    |         |
|-------|----|---------|
| 2012  | \$ | 277,170 |
| 2013  |    | 304,344 |
| 2014  |    | 304,344 |
| 2015  |    | 25,362  |
| Total | \$ | 911,220 |

## 9. INCOME TAXES

The Company and its subsidiaries are subject to income taxes on income arising in, or derived from, the tax jurisdictions in which they operate. The Company is current with all its federal and stated tax filings, and no periods have been subjected to IRS examination.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred tax assets are comprised entirely of net operating loss carry-forwards.



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For the years ended June 30, 2011 and 2010, the reconciliation between the statutory tax rate and the effective tax rate as a percentage is as follows:

|  |                    |                    |
|--|--------------------|--------------------|
| Statutory federal income tax rate          | <u>2011</u><br>34% | <u>2010</u><br>34% |
| Statutory state income tax rate            | 4%                 | 4%                 |
| Effect of net operating loss carry-forward | <u>(38)</u>        | <u>(38)</u>        |
|  | <u>-%</u>          | <u>-%</u>          |

At June 30, 2011, the Company had net operating loss carry forwards of approximately \$6,170,000 available to reduce future taxable income. The net operating loss carry forwards expire in the years ending June 30 as follows:

|      |                    |
|------|--------------------|
| 2016 | \$ 897,000         |
| 2017 | 518,000            |
| 2018 | 789,000            |
| 2019 | 1,985,000          |
| 2020 | 316,000            |
| 2021 | 985,000            |
| 2022 | 82,000             |
| 2029 | 30,000             |
| 2030 | 198,000            |
| 2031 | <u>370,000</u>     |
|      | <u>\$6,170,000</u> |

When more than a 50% change in ownership occurs, over a three-year period, as defined, the Tax Reform Act of 1986 limits the utilization of net operating loss (NOL) carry forwards in the years following the change in ownership.

Therefore, the Company's utilization of its NOL carry forwards may be partially reduced as a result of changes in stock ownership. No determination has been made as of June 30, 2011, as to what implications, if any, there will be in the net operating loss carry forwards of the Company. In addition, the Company has a limited history of earnings, and there is no guarantee of future earnings to offset the net operating loss carry forwards. The deferred tax asset resulting from the net operating loss carry forwards of approximately \$2,098,000 is offset by a valuation allowance due to the uncertainty of the realization of the net operating loss carry forwards. The net increase in the valuation allowance was approximately \$97,000 from June 30, 2010 to June 30, 2011, and primarily results from the operating loss for the year ended June 30, 2011.



**10. STOCK INCENTIVE PLAN**

The Company has a Stock Incentive Plan (the "Incentive Plan"), that allows the Company to grant incentive stock options and/or purchase rights (collectively "Rights") to officers, employees, former employees and consultants of the Company and its subsidiaries.

A summary of stock option activity is as follows:

|                          | Number of<br>Shares | Weighted<br>average Exercise<br>Price |
|--------------------------|---------------------|---------------------------------------|
| Balance at June 30, 2009 | 235,000             | \$ 0.62                               |
| Granted                  | -                   |                                       |
| Exercised                | (77,273)            | \$ 0.10                               |
| Surrendered              | (22,727)            | \$ 0.10                               |
| Balance at June 30, 2010 | 135,000             | \$ 1.00                               |
| Granted                  | -                   |                                       |
| Exercised                | -                   |                                       |
| Surrendered              | -                   |                                       |
| Balance at June 30, 2011 | 135,000             | \$ 1.00                               |

The following table summarizes information about fixed-price stock options at June 30, 2011:

| Exercise<br>Price | Weighted<br>Average<br>Number<br>Outstanding | <u>Outstanding</u><br>Weighted<br>Average<br>Contractual<br>Life | Weighted-<br>Average<br>Exercise<br>Price | <u>Exercisable</u>    |                   |
|-------------------|--|--|---|-----------------------|-------------------|
|                   |  |  |   | Number<br>Exercisable | Exercise<br>Price |
| \$ 1.00           | 135,000                                      | 1.5 years  | \$ 1.00                                   | 135,000               | \$ 1.00           |

The fair value of each option award is estimated on the date of grant using the Black-Scholes option pricing model. Expected volatility is based on historical volatility as well as expected trends for any known or expected events that might affect the volatility of our future stock prices. Because of the lack of historical forfeiture data, no adjustments to the expected option life were made for expected forfeitures. The expected life represents an estimate of the time options are expected to remain outstanding. The risk-free interest rate for periods within the contractual life of the option is based on the U.S. treasury yield in effect at the time of grant.

For the years ended June 30, 2011 and 2010 no options or warrants to purchase common stock were granted, and as such we recorded no compensation expense under the requirements as discussed above.

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## 11. CONSULTING AGREEMENTS

On April 1, 2008 the Company entered into Consultation Agreement ( Agreement ) with an independent contractor to provide corporate development services. The Agreement was to terminate on September 1, 2008, but was extended by both parties on a month to month as needed basis by verbal agreement. The agreement required the Company pay the consultant a fee equal to \$50,000. For the years ended June 30, 2011 and 2010, no amounts were charged to operating, general and administrative expenses associated with this agreement. The agreement was terminated in November 2010.

In August 2008, we entered into an agreement with a marketing firm to provide investor relations services. The agreement required a monthly fee of \$2,000, had an original term of six months and had been extended on a month-to-month as-needed basis. For the years ended June 30, 2011 and 2010, \$2,000 and \$19,000, respectively, were charged to operating, general and administrative expenses associated with this agreement. The agreement has since been terminated.

On August 24, 2009 the Company entered into a Consulting Agreement ( Agreement ) with a corporate marketing firm to assist us in our efforts to refinance our existing debt, and to assist us in developing other possible strategic alternatives. Any amounts payable to the consultant were contingent upon various performance benchmarks, none of which were met. The agreement also required the Company to pay a one-time non-refundable retainer in the amount of 10,000 shares of the Company s common stock. The stock with a value of \$3,500, or \$0.35 per share, was issued in October 2009. The Agreement has since been terminated by mutual agreement of the parties.

## 12. RELATED PARTIES

An officer and director operates a law firm that provides legal services to the Company. During the years ended June 30, 2011 and 2010, his billings to the Company totaled \$71,921 and \$80,344 respectively. At June 30, 2011 and 2010, amounts due to him were \$12,198 and \$6,660, respectively, and are included in accounts payable, related parties.

The Company contracts with an officer to provide management and accounting services to the Company. During the years ended June 30, 2011 and 2010, his billings to the company for services were \$29,000 and \$38,150, respectively. At June 30, 2011 and 2010, amounts due him were \$1,875 and \$4,750, respectively, and are included in accounts payable, related parties.

On March 18, 2011, the Company s board of directors granted a total of 325,000 shares of the Company s common stock to members of senior management as consideration of services provided by the Company s directors and executive officers. The services were valued at \$.10 per share as determined by market trading activity on and around the award date.

On January 18, 2010, the Company's board of directors granted a total of 325,000 shares of the Company's common stock to members of senior management as consideration of services provided by the Company's directors and executive officers. The services were valued at \$.30 per share as determined by market trading activity on and around the award date.

On December 30, 2009 the Company executed an Allonge and Loan Participation Agreement whereby the Company assigned to a director for an undivided 2.08% interest in a mortgage note receivable from the Bull Durham Casino for total consideration of \$15,000 and a loan participation

fee of 3,000 shares of the Company's common stock valued at \$0.39 per share. As discussed above, the participant is also entitled to 3,000 shares of the Company's common stock on the first and second annual anniversaries, provided that on each issue date there remains outstanding and unpaid any amount due and owing under the participant interest. The first anniversary shares were issued in February 2011, at a value of \$0.09 per share, the closing price of the Company's common stock on the anniversary date. This transaction is further discussed in footnote titled "Loan Participation Obligations."

### **13. JOINT VENTURE OBLIGATION**

On February 28, 2006, the Company entered into an Organization Agreement with a certain individual to form a for-profit limited liability company under the name of Global Gaming Technologies, LLC ( "GGT" ). Under the terms of the Agreement, the individual contributed to GGT all of his intellectual property rights related to two games of poker. The Company agreed to make an initial cash capital contribution to GGT of \$100,000, for which it received a 25% equity interest in GGT. At the Company's election, it may make an additional \$100,000 cash capital contribution to GGT for which it will receive an additional 25% equity interest.

At the present time, both games are still under development and neither has been approved for use in any gaming jurisdiction. As of June 30, 2011, the Company has made cash payments to GGT of \$74,250 as part of the initial \$100,000 cash capital payments required under the Agreement. The remaining \$25,750 obligation is recorded as a current liability. As of June 30, 2011, GGT had no revenues.

### **14. SUBSEQUENT EVENTS**

The Company has evaluated subsequent events through the time of issuance of the financial statements.





**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. Controls and Procedures**

**Disclosure Controls and Procedures**

As of the end of the period covered by this report, the Company's Chief Financial Officer and with the participation of the Company's President and Chief Executive Officer, carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of June 30, 2011. In performing its assessment of the Company's internal control over financial reporting, management used the criteria set forth in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based upon this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of that date for purposes of recording, processing, summarizing and timely reporting material information required to be disclosed in reports that the Company files under the Securities Exchange Act of 1934.

**Management's Report on Internal Control over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States, and includes those policies and procedures that:

- 1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and,
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the Company's financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving their control objectives. Furthermore, smaller reporting companies face additional limitations. Smaller reporting companies employ fewer individuals and find it difficult to properly segregate duties. Often, one or two individuals control every aspect of the Company's operation and are in a position to override any system of internal control. Additionally, smaller reporting companies tend to utilize general accounting software packages that lack a rigorous set of software controls.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's Chief Financial Officer, and with the participation of the Company's President and Chief Executive Officer, has conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of June 30, 2011, based on the criteria for effective internal control described in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on its assessment, management concluded that the Company's internal control over financial reporting was effective as of June 30, 2011.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this Form 10-K.

### **Changes in Internal Control over Financial Reporting**

There were no changes in the Company's internal control over financial reporting that occurred during the year ended June 30, 2011, that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

### **Inherent Limitations of Internal Controls**

Our principal executive and financial officer do not expect that our disclosure controls or internal controls will prevent all error and all fraud. Although our disclosure controls and procedures were designed to provide reasonable assurance of achieving their objectives and our principal executive and financial officer have determined that our disclosure controls and procedures are effective at doing so, a control system, no matter how well conceived and operated, can provide only reasonable, not absolute assurance that the objectives of the system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented if there exists in an individual a desire to do so. There can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

## **ITEM 9B. OTHER INFORMATION**

None.



**PART III****ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.****Directors and Executive Officers**

The name, position with the Company, age of each Director and executive officer of the Company is as follows:

| <u>Name</u>        | <u>Age</u> | <u>Position</u>         | <u>Director/Officer Since</u> |
|--------------------|------------|-------------------------|-------------------------------|
| Clifford L. Neuman | 63         | President & Director    | 1997                          |
| Pete Bloomquist    | 55         | Secretary & Director    | 2005                          |
| Todd Huss          | 59         | Chief Financial Officer | 2006                          |

*Clifford L. Neuman* has served as a Director of the Company since 1997. Mr. Neuman is a licensed, practicing attorney and a partner in the law firm of Clifford L. Neuman, P.C., with offices located in Boulder, Colorado. Mr. Neuman also serves as a director of two tax-exempt non-profits: The Ratna Foundation and Medicine Horse Program. Mr. Neuman received his Bachelor of Arts degree from Trinity College in 1970 and his Juris Doctorate degree from the University of Pennsylvania School of Law in 1973.

*Pete Bloomquist.* From 2006 to 2009, Mr. Bloomquist has served as VP Corporate Finance with Smart Move, Inc. From July 1997 to 2006, Mr. Bloomquist was employed by Bathgate Capital Partners LLC in the corporate finance group. Bathgate Capital Partners, currently known as GVC Capital, LLC, is a full service investment bank, working with micro-cap companies. From August 1994 to June 1997 Mr. Bloomquist was the Chief Financial Officer and a Director of Global Casinos, Inc. From May 1989 to August 1994 he was employed by Cohig & Associates, Inc. in the corporate finance group. Cohig & Associates, Inc. was a full service broker dealer. From September 1980 to May 1989 Mr. Bloomquist worked for local and national accounting firms in the area of taxation. He received his Bachelor of Science degree in Business Management with an emphasis in Accounting from the University of Northern Colorado in 1980.

*Todd Huss.* Mr. Huss has been the Chief Financial Officer of the Company since January, 2006. Since 2002, Mr. Huss has performed contract accounting services for various public companies. From 1996 to 2002, he served as the Chief Financial Officer for Premier Concepts, Inc., the publicly-traded owner and operator of a national chain of specialty retail jewelry stores. From 1991 to 1995 he served as the Chief Financial Officer for Gardenswartz Sportz, Inc., a privately-held corporation which owned and operated eight full service retail sporting goods stores in New Mexico and Texas. Mr. Huss graduated from California State University-Long Beach in 1984, with a Bachelor of Science degree in business administration and professional accounting, and subsequently worked for KPMG Peat Marwick in its Los Angeles, California, and Albuquerque, New Mexico offices until 1991.

All directors serve until their successors have been duly elected and qualified and are subject to reelection at the Company's regular Annual Meeting of Shareholders, unless they earlier resign.

## Board Meeting and Compensation

During the fiscal year ended June 30, 2011 meetings of the Board of Directors were held both in person and telephonically, and business of the board was also conducted by written unanimous consent. All Board members attended 100% of the Board meetings. Directors are entitled to reimbursement of their expenses associated with attendance at such meeting or otherwise incurred in connection with the discharge of their duties as a Director. The Board of Directors has not adopted a compensation plan for outside directors. In March 7, 2011, Messrs. Neuman and Bloomquist were each granted 100,000 shares of common stock and Todd Huss was granted 50,000 shares of common stock as compensation for services.

During fiscal 2010 the entire Board of Directors assumed all responsibilities of the Audit, Compensation and Nominating Committees. The board had no formal standing committees, but plans to create those committees when it determines that those committees would be beneficial. No member of the Audit, Compensation or Nominating Committees will receive any additional compensation for his service as a member of that Committee.

### *Audit Committee*

The Board as a whole serves as the audit committee.

Neither Mr. Neuman nor Mr. Bloomquist would not be deemed to be "independent" within the meaning of the National Association of Securities Dealers, Inc.'s listing standards. For this purpose, an audit committee member is deemed to be independent if he does not possess any vested interests related to those of management and does not have any financial, family or other material personal ties to management.

The committee is responsible for accounting and internal control matters. The audit committee:

- reviews with management, the internal auditors and the independent auditors policies and procedures with respect to internal controls;
- reviews significant accounting matters;
- approves any significant changes in accounting principles of financial reporting practices;
- reviews independent auditor services; and
- recommends to the board of directors the firm of independent auditors to audit our consolidated financial statements.



In addition to its regular activities, the committee is available to meet with the independent accountants, controller or internal auditor whenever a special situation arises.

The Audit Committee of the Board of Directors will adopt a written charter, which when adopted will be filed with the Commission.

#### *Compensation Advisory Committee*

The composition of the compensation advisory committee has not been determined.

The compensation advisory committee did not meet during fiscal 2011. The compensation advisory committee:

- recommends to the board of directors the compensation and cash bonus opportunities based on the achievement of objectives set by the compensation advisory committee with respect to our chairman of the board and president, our chief executive officer and the other executive officers;
- administers our compensation plans for the same executives;
- determines equity compensation for all employees;
- reviews and approves the cash compensation and bonus objectives for the executive officers; and
- reviews various matters relating to employee compensation and benefits.

#### *Nomination Process*

The Board of Directors has not appointed a standing nomination committee and does not intend to do so during the upcoming year. The process of determining director nominees has been addressed by the board as a whole, which consists of two members. The board has not adopted a charter to govern the director nomination process.

Of the currently serving two directors, Mr. Neuman would not be deemed to be independent within the meaning of the National Association of Securities Dealers, Inc.'s listing standards. For this purpose, a director is deemed to be independent if he does not possess any vested interests related to those of management and does not have any financial, family or other material personal ties to management.

The board of directors has not adopted a policy with regard to the consideration of any director candidates recommended by security holders, since to date the board has not received from any security holder a director

nominee recommendation. The board of directors will consider candidates recommended by security holders in the future. Security holders wishing to recommended a director nominee for consideration should contact Mr. Clifford L. Neuman, President, at the Company's principal executive offices located in Boulder, Colorado and provide to Mr. Neuman, in writing, the recommended director nominee's professional resume covering all activities during the past five years, the information required by Item 401 of Regulation S-K, and a statement of the reasons why the security holder is making the recommendation. Such recommendation must be received by the Company before June 30, 2012.

The board of directors believes that any director nominee must possess significant experience in business and/or financial matters as well as a particular interest in the Company's activities.

All director nominees identified in this proxy statement were recommended by our President and Chief Financial Officer and unanimously approved by the board of directors.

#### *Shareholder Communications*

Any shareholder of the Company wishing to communicate to the board of directors may do so by sending written communication to the board of directors to the attention of Mr. Clifford L. Neuman, President, at the principal executive offices of the Company. The board of directors will consider any such written communication at its next regularly scheduled meeting.

Any transactions between the Company and its officers, directors, principal shareholders, or other affiliates have been and will be on terms no less favorable to the Company than could be obtained from unaffiliated third parties on an arms-length basis and will be approved by a majority of the Company's independent, outside disinterested directors.

#### *Code of Ethics*

Our Board of Directors adopted a Code of Business Conduct and Ethics for all of our directors, officers and employees during the fiscal year ended June 30, 2004. We will provide to any person without charge, upon request, a copy of our Code of Business Conduct and Ethics. Such request should be made in writing and addressed to Investor Relations, Global Casinos, Inc. 1507 Pine Street, Boulder, CO 80302. Further, our Code of Business Conduct and Ethics was filed as an exhibit to our Annual Report on Form 10-KSB for the fiscal year ended June 30, 2004 and can be reviewed on the website maintained by the SEC at [www.SEC.gov](http://www.SEC.gov).

No family relationship exists between any director and executive officer.

There are no material proceedings to which any director, officer or affiliate of the Company, any owner of record or beneficially of more than five percent (5%) of any class of voting securities of the Company, or any associate of any such director, officer, affiliate of the Company, or security holder is a party adverse to the Company or any of its subsidiaries or has a material interest adverse to the Company or any of its subsidiaries.

Except as noted herein or below, during the last ten (10) years no director or officer of the Company has:

(1) had any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;

(2) been convicted in a criminal proceeding or subject to a pending criminal proceeding;

(3) been subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities; or

(4) been found by a court of competent jurisdiction in a civil action, the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

Any transactions between the Company and its officers, directors, principal shareholders, or other affiliates have been and will be on terms no less favorable to the Company than could be obtained from unaffiliated third parties on an arms-length basis and will be approved by a majority of the Company's independent, outside disinterested directors.

### **Indemnification and Limitation on Liability of Directors**

The Company's Articles of Incorporation provide that the Company shall indemnify, to the fullest extent permitted by Utah law, any director, officer, employee or agent of the corporation made or threatened to be made a party to a proceeding, by reason of the former or present official of the person, against judgments, penalties, fines, settlements and reasonable expenses incurred by the person in connection with the proceeding if certain standards are met. At present, there is no pending litigation or proceeding involving any director, officer, employee or agent of the Company where indemnification will be required or permitted. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

The Company's Articles of Incorporation limit the liability of its directors to the fullest extent permitted by the Utah Business Corporation Act. Specifically, directors of the Company will not be personally liable for monetary damages for breach of fiduciary duty as directors, except for (i) any breach of the duty of loyalty to the Company or its stockholders, (ii) acts or omissions not in good faith or that involved intentional misconduct or a knowing violation of law, (iii) dividends or other distributions of corporate assets that are in contravention of certain statutory or contractual restrictions, (iv) violations of certain laws, or (v) any transaction from which the director derives an improper personal benefit. Liability under federal securities law is not limited by the Articles. The officers of the Company will dedicate sufficient time to fulfill their fiduciary obligations to the Company's affairs. The Company has no retirement, pension or profit sharing plans for its officers and Directors.

### **Compliance with Section 16(a) of the Exchange Act**

Under the Securities Laws of the United States, the Company's Directors, its Executive (and certain other) Officers, and any persons holding more than ten percent (10%) of the Company's common stock are required to report their ownership of the Company's common stock and any changes in that ownership to the Securities and Exchange Commission. Specific due dates for these reports have been established and the Company is required to report in this report any failure to file by these dates. All of these filing requirements were satisfied by its Officers, Directors, and

ten- percent holders. In making these statements, the Company has relied on the written representation of its Directors and Officers or copies of the reports that they have filed with the Commission.

## ITEM 11. EXECUTIVE COMPENSATION

### COMPENSATION DISCUSSION AND ANALYSIS

**Introduction.** This Compensation Discussion and Analysis ( CD&A ) provides an overview of the Company's executive compensation program together with a description of the material factors underlying the decisions which resulted in the compensation provided for 2010 to the Company's Chief Executive Officer ( CEO ) and Chief Financial Officer ( CFO ) (the Named Executive Officers or NEOs ), as presented in the tables which follow this CD&A. The following discussion and analysis contains statements regarding future individual and Company performance targets and goals. These targets and goals are disclosed in the limited context of the Company's compensation programs and should not be understood to be statements of management's expectations or estimates of financial results or other guidance. The Company specifically cautions investors not to apply these statements to other contexts.

The Board has responsibility for determining and implementing the Company's philosophy with respect to executive compensation. To implement this philosophy, the Board oversees the establishment and administration of the Company's executive compensation program.

It is expected that the compensation of the executives in fiscal 2012, including equity awards, will be reviewed based on the expected performance of the Company as established by the Board of Directors

**Compensation Philosophy and Objectives.** The guiding principle of the Board's executive compensation philosophy is that the executive compensation program should enable the Company to attract, retain and motivate a team of highly qualified executives who will create long-term value for the Shareholders. To achieve this objective, the Board has developed an executive compensation program that is ownership-oriented and that rewards the attainment of specific annual, long-term and strategic goals that will result in improvement in total shareholder return. To that end, the Board believes that the executive compensation program should include both cash and equity-based compensation that rewards specific performance. In addition, the Board continually monitors the effectiveness of the program to ensure that the compensation provided to executives remains competitive relative to the compensation paid to executives in a peer group comprised of select container industry and other manufacturing companies. The Board annually evaluates the components of the compensation program as well as the desired mix of compensation among these components. The Board believes that a substantial portion of the compensation paid to the Company's NEOs should be at risk, contingent on the Company's operating and market performance. Consistent with this philosophy, the Board will continue to place significant emphasis on stock-based compensation and performance measures, in an effort to more closely align compensation with Shareholder interests and to increase executives' focus on the Company's long-term performance.

**Role of Executive Officers in Compensation Decisions.** The Board makes all compensation decisions for the CEO and the CFO. Decisions regarding the compensation of other employees are made by the CEO and CFO in consultation with the Board. In this regard, the CEO and CFO provide the Board evaluations of executive



performance, business goals and objectives and recommendations regarding salary levels and equity awards.

**Market-Based Compensation Strategy.** The Board adopted the following market-based compensation strategy:

Pay levels are evaluated and calibrated relative to other companies of comparable size operating in the gaming industry (the Peer Group ) as the primary market reference point. In addition, general industry data is reviewed as an additional market reference and to ensure robust competitive data.

Target total direct compensation (target total cash compensation plus the annualized expected value of long-term incentives) levels for NEOs are calibrated relative to the Peer Group.

Target total cash compensation levels (base salary plus target annual incentive) for NEOs are calibrated to the Peer Group.

The long-term incentive component of the executive compensation program is discretionary and viewed in light of the target total direct compensation level.

The Board retains discretion, however, to vary compensation above or below the targeted percentile based upon each NEO's experience, responsibilities and performance.

### **Total Direct Compensation**

Our objective is to target total direct compensation at levels consistent with the surveyed companies, if specified corporate and business unit performance metrics and individual performance objectives are met. We selected this target for compensation to remain competitive in attracting and retaining talented executives. Many of our competitors are significantly larger and have financial resources greater than our own. The competition for experienced, technically proficient executive talent in the industry is currently particularly acute, as companies seek to draw from a limited pool of such executives.

We structure total direct compensation to the named executive officers so that some of this compensation is delivered in the form of equity awards in order to provide incentives to work toward long-term profitable growth that will enhance stockholder returns. We also structure their cash compensation so that a significant portion is at risk under the cash bonus plan, payable based on corporate, business unit and individual performance. In the following sections, we further detail each component of total direct compensation.

**Components of Compensation.** For the year ended June 30, 2011, the President & CEO received no base salary but rather was compensated on the basis of legal services which he performed for the Company in his capacity as legal counsel to the Company. For the year ended June 30, 2011, the CFO was paid a fixed hourly rate on all time devoted to his services to the Company. Neither the CEO nor CFO received a base salary. We did not provide additional compensation in the form of annual incentive bonus, long term incentives, retirement benefits, or perquisites.

The following tables and discussion set forth information with respect to all plan and non-plan compensation awarded to, earned by or paid to the Chief Executive Officer ("CEO"), and the Company's four (4) most highly compensated executive officers other than the CEO, for all services rendered in all capacities to the Company and its subsidiaries for each of the Company's

last three (3) completed fiscal years; provided, however, that no disclosure has been made for any executive officer, other than the CEO, whose total annual salary and bonus does not exceed \$100,000.

**SUMMARY COMPENSATION TABLE**

| Name and Position                   | Year | Nonqualified |       |              |                |                             |                     |                       | Total    |
|-------------------------------------|------|--------------|-------|--------------|----------------|-----------------------------|---------------------|-----------------------|----------|
|                                     |      | Salary (\$)  | Bonus | Stock Awards | Options Awards | Incentive Plan Compensation | Non equity Earnings | Deferred Compensation |          |
| Clifford L. Neuman, President & CEO | 2011 | \$-0-        | -0-   | \$30,000     | -0-            | -0-                         | -0-                 | -0-                   | \$30,000 |
|                                     | 2010 | \$-0-        | -0-   | \$30,000     | -0-            | -0-                         | -0-                 | -0-                   | \$30,000 |
|                                     | 2009 | \$-0-(1)     | -0-   | \$12,500     | -0-            | -0-                         | -0-                 | -0-                   | \$12,500 |

(1) Mr. Neuman receives no compensation for his services as President & CEO. He provides legal services to the Company, for which he was paid fees for services in the amount of \$59,723.62 for the fiscal year 2011; \$84,341 for the fiscal year 2010 and \$63,819 for fiscal year 2009.

The following table sets forth information concerning compensation paid to the Company's directors during the most recently completed fiscal year:

**DIRECTOR COMPENSATION TABLE**

| Name               | Nonqualified        |              |               |                             |                     |                       |           | Total    |
|--------------------|---------------------|--------------|---------------|-----------------------------|---------------------|-----------------------|-----------|----------|
|                    | Fees Earned or Paid | Stock Awards | Option Awards | Incentive Plan Compensation | Non-Equity Earnings | Deferred Compensation | All Other |          |
| Clifford L. Neuman | 0                   | \$10,000     | 0             | 0                           | 0                   | 0                     | 0         | \$10,000 |
| Pete Bloomquist    | 0                   | \$10,000     | 0             | 0                           | 0                   | 0                     | 0         | \$10,000 |

## Company Stock Incentive Plans

In 1993, the Board of Directors and the Shareholders of the Company adopted the Global Casinos, Inc., Stock Incentive Plan (the "Incentive Plan"). The Incentive Plan allows the Company to grant incentive stock options non-qualified stock options and/or stock purchase rights (collectively "Rights") to officers, employees, former employees and consultants of the Company and its subsidiaries. Options granted to eligible participants may take the form of Incentive Stock Options ("ISO's") under Section 422 of the Internal Revenue Code of 1986, as amended (the "Code") or options which do not qualify as ISO's ("Non-Qualified Stock Options" or "NQSO's"). As required by Section 422 of the Code, the aggregate fair market value (as defined by the Incentive Plan) of the Company's Common Stock (determined as of the date of grant of ISO) with respect to which ISO's granted to an employee are exercisable for the first time in any calendar year may not exceed \$100,000. The foregoing limitation does not apply to NQSO's. Rights to purchase shares of the Company's Common Stock may also be offered under

the Incentive Plan at a purchase price under terms determined by the Incentive Plan Administrator.

Either the Board of Directors (provided that a majority of Directors are "disinterested" can administer the Incentive Plan), or the Board of Directors may designate a committee comprised of Directors meeting certain requirements to administer the Incentive Plan. The Administrator will decide when and to whom to make grants, the number of shares to be covered by the grants, the vesting schedule, the type of awards and the terms and provisions relating to the exercise of the awards.

An aggregate of 100,000 shares of the Company's Common Stock is reserved for issuance under the Incentive Plan. As of June 30, 2011, no options were outstanding under the Plan. However, options to purchase 135,000 shares of Common Stock were issued and outstanding with a weighted average exercise price of \$1.00 per share. No shares were available for future option grants.

The following table sets forth information concerning unexercised options, stock that has not vested and equity incentive plan awards for each named executive officer outstanding as of the end of the most recently completed fiscal year:

**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END TABLE**

| <b>Option Awards</b> |            |            | <b>Stock Awards</b> |           |           |
|----------------------|------------|------------|---------------------|-----------|-----------|
|                      |            |            |                     |           | Equity    |
|                      |            |            |                     |           | Incentive |
|                      |            |            |                     |           | Plan      |
|                      |            |            |                     |           | Awards;   |
|                      |            |            |                     |           | Market or |
|                      |            | Equity     |                     | Number    | Payout    |
|                      |            |            |                     | of        | Value of  |
|                      |            | Incentive  | Number              | Market    | Unearned  |
|                      |            |            | of                  | Value of  | Unearned  |
|                      |            | Plan       | Shares or           | Shares of | Shares,   |
| Number of            | Number of  | Awards;    | Units of            | Units     | Units or  |
| Securities           | Securities | Number of  | Stock               | That      | Other     |
| Underlying           | Underlying | Securities | That                |           | Other     |

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| Name               | Unexercised | Unexercised   | Underlying  | Option | Option | Have Not | Have Not | Rights | Rights |
|--------------------|-------------|---------------|-------------|--------|--------|----------|----------|--------|--------|
|                    | Options     | Options       | Unexercised |        |        | Vested   | Vested   | That   | That   |
|                    | Exercisable | Unexercisable | Options     | Price  | Date   |          |          | Not    | Not    |
|                    |             |               |             |        |        |          |          | Vested | Vested |
| Clifford L. Neuman | 50,000      | -0-           | -0-         | \$1.00 | 2006   | -0-      | -0-      | -0-    | -0-    |
| Pete Bloomquist    | 50,000      | -0-           | -0-         | \$1.00 | 2006   | -0-      | -0-      | -0-    | -0-    |

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The following table sets forth, as of October 4, 2011 and as adjusted for the sale of option and warrant stock, the stock ownership of (i) each person known by the Company to be the beneficial owner of five (5%) percent or more of the Company's Common Stock, (ii) all Directors individually, (iii) all Officers individually, and (iv) all Directors and Officers as a group. Each person has sole voting and investment power with respect to the shares shown, except as noted. In presenting the information contained in this Item 12, the Company has relied upon publicly available reports of beneficial ownership filed by persons required to do so pursuant to Section 13 of the Exchange Act.

| <u>Title<br/>Of Class</u> | <u>Name &amp; Address<br/>of Beneficial Owner</u>    | <u>Shares Beneficially Owned</u> |                               |
|---------------------------|--|----------------------------------|-------------------------------|
|                           |  | <u>Number</u>                    | <u>Percent</u> <sup>(1)</sup> |
| Common Stock              | Clifford L. Neuman                                   |                                  |                               |
|                           | 1507 Pine Street                                     | 787,273 (2)                      | 11.50                         |
|                           | Boulder, Colorado 80302                              |                                  |                               |
|                           | Pete Bloomquist                                      | 331,397 (3)                      | 4.84                          |
|                           | 3600 Christy Ridge                                   |                                  |                               |
|                           | Sedalia, CO 80135                                    |                                  |                               |
|                           | Todd Huss  | 130,605                          | 1.92                          |
|                           | 13802 Boulder Lane                                   |                                  |                               |
|                           | Larkspur, CO 80118                                   |                                  |                               |
|                           | All Officers and Directors<br>as a Group (3 Persons) | 1,249,275                        | 18.38(4)                      |

- (1) Shares not outstanding but beneficially owned by virtue of the individuals' right to acquire them as of the date of this annual report or within sixty days of such date, are treated as outstanding when determining the percent of the class owned by such individual.
- (2) Includes options exercisable to purchase 50,000 shares at an exercise price of \$1.00 per share; 687,273 shares owned individually; and 50,000 shares owned of record by Ratna Foundation, of which Mr. Neuman is a Director.
- (3) Includes 229,917 shares owned individually, 51,480 shares owned of record by the Bloomquist Family Partnership, of which Mr. Bloomquist is a General Partner and 50% equity holder, and options exercisable to purchase 50,000 shares at an exercise price of \$1.00 per share.
- (4) Based on 6,798,488 shares issued and outstanding on October 4, 2011.





**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.**

Throughout its history, the Company has experienced shortages in working capital and has relied, from time to time, upon loans from affiliates to meet immediate cash demands. There can be no assurance that these affiliates or other related parties will continue to provide funds to the Company in the future, as there is no legal obligation to provide such loans.

In September 2008, Messrs. Neuman and Bloomquist were granted restricted stock awards consisting of 25,000 shares each for services as officers and directors. Mr. Huss was granted a restricted stock award consisting of 15,000 shares for his services as CFO.

In January 2010, Messrs. Neuman and Bloomquist were granted restricted stock awards consisting of 100,000 shares each for services as officers and directors. Mr. Huss was granted a restricted stock award consisting of 50,000 shares for his services as CFO.

In March 2011, Messrs. Neuman and Bloomquist were granted restricted stock awards consisting of 100,000 shares each for services as officers and directors. Mr. Huss was granted a restricted stock award consisting of 50,000 shares for his services as CFO.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The following table details the aggregate fees billed to the Company by Schumacher & Associates, Inc., its current accountant, for each of the last two fiscal years:

|                | <u>2011</u> | <u>2010</u>     |
|----------------|-------------|-----------------|
| Audit Fees     | \$56,600    | \$47,250        |
| Tax Fees       | -0-         | -0-             |
| All Other Fees | <u>-0-</u>  | <u>450</u>      |
| Total          | \$56,600    | <u>\$47,700</u> |

The caption "Audit Fees" includes professional services rendered for the audit of the annual consolidated financial statements and review of the quarterly consolidated financial statements.

It is the policy of the Board of Directors, acting as the audit committee to pre-approve all services to be performed by the independent accountants.

**PART IV****ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

| <b>Exhibit No.</b> | <b>Title</b>   |
|--------------------|--|
| #                  | 9.01 Consolidated Balance Sheets as of June 30, 2011 and June 30, 2010   |
| #                  | 9.02 Consolidated Statements of Operations for the Years Ended June 30, 2011 and 2010  |
| #                  | 9.03 Consolidated Statement of Stockholders' Equity for the Years Ended June 30, 2011 and 2010   |
| #                  | 9.04 Consolidated Statements of Cash Flows for the Years Ended June 30, 2011 and 2010  |
| *                  | 1.0 Articles of Amendment to the Articles of Incorporation dated June 22, 1994   |
| *                  | 3.1 Amended and Restated Articles of Incorporation   |
| *                  | 3.2 Bylaws   |
| *                  | 3.3 Certificate of Designations, Preferences, and Rights of Series A Convertible Preferred Stock   |
| *****              | 3.4 Certificate of Designations, Preferences, and Rights of Series B Convertible Preferred Stock   |
| *****              | 3.5 Certificate of Designations, Preferences, and Rights of Series C Convertible Preferred Stock   |
| *****              | 3.6 Agreement Respecting Rights of Holders of Series C Convertible Preferred Stock   |
| x                  | 3.7 Certificate of Designations, Preferences, and Rights of Series E Convertible Preferred Stock   |
| xx                 | 3.8 Form of Registration Rights Agreement  |
| *                  | 4.1 Specimen Certificate of Common Stock   |
| *                  | 4.2 Specimen Class A Common Stock Purchase Warrant   |
| *                  | 4.3 Specimen Class B Common Stock Purchase Warrant   |
| *                  | 4.4 Specimen Class C Common Stock Purchase Warrant   |
| *                  | 4.5 Warrant Agreement  |
| xxx                | 4.6 Form of Series 2010 5% Convertible Debenture   |
| xxxx               | 4.7 Form of Common Stock and Warrant Purchase Agreement  |
| *                  | 5.0 Opinion of Neuman & Drennen, LLC regarding the legality of the securities being registered   |
| *                  | 10.1 Selling Agent Agreement   |
| *                  | 10.2 The Casino-Global Venture I Joint Venture Agreement   |
| *                  | 10.3 Assignment of Casino-Global Joint Venture Agreement dated January 31, 1994  |
| *                  | 10.4 Nonresidential Lease Agreement between Russian-Turkish Joint Venture Partnership with Hotel Lazurnaya and Global Casino Group, Inc. dated September 22, 1993  |
| *                  | 10.5 Contract by and between Aztec-Talas-Four Star, Inc. and Global Casinos Group, Inc. dated April 12, 1993, and Addendum to Agreement by and between Aztec-Talas-Four Star, Inc., Global Casinos Group, Inc. and Restaurant "Naryn" dated June 29, 1993. |
| *                  | 10.6   |

Agreement and Plan of Reorganization among Silver State Casinos, Inc., Colorado Gaming Properties, Inc. and Morgro Chemical Company, dated September 8, 1993, incorporated by reference from the Company's Current Report on Form 8-K, dated September 20, 1993

- \* 10.7 Agreement and Plan of Reorganization among Casinos U.S.A., Lincoln Corporation, Woodbine Corporation and Morgro Chemical Company, dated October 15, 1993, incorporated by reference from the Company's Current Report on Form 8-K, dated November 19, 1993
- \* 10.8 Stock Pooling and Voting Agreement, incorporated by reference from the Company's Current Report on Form 8-K, dated November 19, 1993
- \* 10.9 Employment Agreement, dated September 28, 1993, between Morgro Chemical Company and Nathan Katz, incorporated by reference from the Company's Current Report on Form 8-K, dated November 19, 1993
- \* 10.10 Employment Agreement, dated October 15, 1993, between Morgro Chemical Company and William P. Martindale, incorporated by reference from the Company's Current Report on Form 8-K, dated November 19, 1993
- \* 10.11 Asset Acquisition Agreement by and among Global Casinos, Inc., Morgro, Inc. and MDO, L.L.C., dated as of February 18, 1994, incorporated by reference from the Company's Current Report on Form 8-K, dated February 18, 1994
- \* 10.12 Stock Purchase Agreement, dated March 25, 1994, incorporated by reference from the Company's Current Report on Form 8-K, dated April 29, 1994
- \* 10.13 Articles of Incorporation of BPJ Holding N.V., incorporated by reference from the Company's Current Report on Form 8-K, dated April 29, 1994
- \* 10.14 Aruba Caribbean Resort and Casino Lease Agreement, dated January 18, 1993, incorporated by reference from the Company's Current Report on Form 8-K, dated April 29, 1994
- \* 10.15 Aruba Gaming Permit issued to Dutch Hotel and Casino Development Corporation, incorporated by reference from the Company's Current Report on Form 8-K, dated April 29, 1994
- \* 10.16 Letter Agreement between Astraea Investment Management, L.P. and Global Casinos, Inc. dated May 11, 1994
- \* 10.17 Guaranty from Global Casinos, Inc. to Astraea Investment Management, L.P. dated May 19, 1994
- \* 10.18 Secured Convertible Promissory Note in favor of Global Casinos, Inc. from Astraea Investment Management, L.P. dated May 19, 1994
- \* 10.19 Registration Rights Agreement between Global Casinos, Inc. and Astraea Investment Management, L.P. dated May 11, 1994
- \* 10.20 Employment Agreement, dated July 1, 1994, between Global Casinos, Inc. and Peter Bloomquist
- \*\* 10.21 Letter of Agreement, dated September 16, 1994 between Astraea Management Services, L.P., Casinos U.S.A., Inc. and Global Casinos, Inc.
- \*\*\* 10.23 Letter of Agreement dated June 27, 1995, between Global Casinos, Inc., Global Casinos International, Inc., Global Casinos Group, Inc., Broho Holding, N.V., and Kenneth D. Brown individually.
- \* 10.24 Second Amended Plan of Reorganization of Casinos USA, Inc., and Order Confirming Plan
- \* 10.25 Warrant Agreement
- \*\*\*\* 10.26 Stock Purchase and Sale Agreement between Alaska Bingo Supply, Inc., Global Alaska Industries, Inc. and Mark Griffin
- \*\*\*\*\* 10.27 Convertible Promissory Note in the amount of \$450,000 dated March 31, 1998 in favor of Mark Griffin
- \*\*\*\* 10.28 General Security Agreement from Global Alaska Industries, Inc. to Mark Griffin

\*\*\*\*  
10.29 Stock Pledge Agreement from Global Alaska Industries, Inc. to Mark Griffin  
\*\*\*\*\*  
10.30 Agreement to Convert Debt dated March 31, 1998 with Mark Griffin  
\*\*\*\*\*  
10.31 Tollgate Casino Lease and Option Agreement

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|       |       |   |
|-------|-------|---|
| ***** | 10.32 | Equipment Lease with Plato Foufas & Co., Inc.   |
| ***** | 10.33 | Employment Agreement of Eric Hartsough  |
| ***** | 10.34 | Stock Purchase Agreement dated December 30, 1999 between Arufinance, N.V. and Global Casinos, Inc.  |
| ***** | 10.35 | Term Sheet dated July 24, 2002 between Global Casinos, Inc., Astraea Investment Management L.P. and others.   |
| ***** | 10.36 | Agreement dated September 17, 2002 among Global Casinos, Inc., Casinos, U.S.A., Inc. and Astraea Investment Management L.P.   |
| ***** | 10.37 | Agreement and Amendment to Promissory Note dated September 17, 2002 between Casinos U.S.A., Inc. and Astraea Investment Management L.P. for promissory note in the original principal amount of \$249,418.48. |
| ***** | 10.38 | Agreement and Amendment to Promissory Note dated September 17, 2002 between Casinos U.S.A., Inc. and Astraea Investment Management L.P. for promissory note in the original principal amount of \$750,000.    |
| ***** | 10.39 | Agreement and Amendment to Promissory Note dated September 17, 2002 between Casinos U.S.A., Inc. and Astraea Investment Management L.P. for promissory note in the original principal amount of \$783,103.56. |
| ***** | 10.40 | Assumption Agreement dated September 17, 2002 among, Global Casinos, Inc., Casinos U.S.A., Inc. and Astraea Investment Management L.P.  |
| ***** | 10.41 | Bill of Sale, Assignment and Assumption dated October ___, 2002 between Global Casinos, Inc. and Casinos, U.S.A., Inc.  |
| ***** | 10.42 | Option Agreement dated September 17, 2002 by and between Astraea Investment Management L.P. and Global Casinos, Inc.  |
| ***** | 10.43 | Security Agreement dated September 17, 2002 by Casinos U.S.A., Inc. in favor of Astraea Investment Management L.P.  |
| ***** | 10.44 | Service Agreement dated as of September 17, 2002 between Casinos U.S.A., Inc. and Global Casinos, Inc.  |
| ***** | 10.45 | Stock Pledge Agreement dated as of September 17, 2002 between Global Casinos, Inc. and Astraea Investment Management L.P.   |
| ***** | 10.46 | Voting Agreement dated as of September 17, 2002 between Casinos U.S.A., Inc. and Global Casinos, Inc.   |
| ***** | 10.47 | Asset Purchase and Sale Agreement dated June 14, 2007.  |
| ***** | 10.48 | Escrow Agreement dated June 20, 2007  |
| ***** | 10.49 | Amendment No. 1 to Asset Purchase and Sale Agreement dated June 14, 2007  |
| ***** | 14.   | Code of Ethics  |
| ##    | 10.50 | Amendment No. 2 to Asset Purchase and Sale Agreement dated June 14, 2007.   |
| ###   | 10.51 | Amendment No. 3 to Asset Purchase and Sale Agreement dated June 14, 2007.   |
| ####  | 10.52 | Amendment No. 4 to Asset Purchase and Sale Agreement dated June 14, 2007.   |
| ##### | 10.53 | Amendment No. 5 to Asset Purchase and Sale Agreement dated June 14, 2007.   |
| ##### | 10.54 | Articles of Organization of Doc Holliday Casino II, LLC   |
| ##### | 10.55 | Operating Agreement of Doc Holliday Casino II, LLC  |
| ##### | 10.56 | Certificate of Series D for Global Casinos Inc  |
| ##### | 10.57 | Consent to Assignment of Lease to Global Casinos  |
| ##### | 10.58 | Consent to Assignment of Lease to Doc Holliday Casino II  |
| ##### | 10.59 | Assignment & Assumption of Lease by Doc Holliday II   |
| ##### | 10.60 | Promissory Note \$550,000   |
| ##### | 10.61 | Promissory Note \$400,000   |



|       |       |  |
|-------|-------|--|
| ##### | 10.62 | Promissory Note \$155,000                    |
| ##### | 10.63 | Bill of Sale                                 |
| ##### | 10.64 | Noncompetition and Confidentiality Agreement |

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|           |       |   |
|-----------|-------|---|
| #####     | 10.65 | Consultation Agreement  |
| #####     | 10.66 | Lease Agreement   |
| #####     | 10.67 | Addendum to Lease Agreement   |
| #####     | 10.68 | Addendum No. 2 to Lease Agreement                                       |
| #####     | 10.69 | Loan Agreement with Astraea Investment Management                       |
| #####     | 10.70 | Assignment of Note  |
| #####     | 10.71 | Assignment and Assumption Agreement                                     |
| #####     | 10.72 | Second Amendment to Promissory Note                                     |
| xxxxx     | 10.73 | Astraea Loan Document Purchase and Assignment Agreement                 |
| xxxxxx    | 10.74 | Martindale Allonge and Loan Participation Agreement                     |
| xxxxxxx   | 10.75 | Montrose Allonge and Modification Agreement                             |
| xxxxxxxx  | 10.76 | Bloomquist Allonge and Loan Participation Agreement                     |
| xxxxxxxxx | 10.77 | Shupp Allonge and Modification Agreement                                |
| +         | 10.78 | Amendment to Lease Agreement dated December 28, 2010                    |
| #         | 31    | Certification   |
| #         | 32    | Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

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- \* Incorporated by reference to the Registrant's Registration Statement on Form SB-2, Registration No. 33-76204, on file with the Commission on August 11, 1994.
  - \*\* Incorporated by reference to the Registrant's Annual Report on Form 10-KSB for year ended June 30, 1994.
  - \*\*\* Incorporated by reference to the Registrant's Current Report on Form 8-K dated July 15, 1995.
  - \*\*\*\* Incorporated by reference to the Registrant's Current Report on Form 8-K dated August 1, 1997, as filed with the Commission on August 14, 1997.
  - \*\*\*\*\* Incorporated by reference to the Registrant's Annual Report on Form 10KSB for the year ended June 30, 1999.
  - \*\*\*\*\* Incorporated by reference to the Registrant's Current Report on Form 8-K dated December 30, 1999, as filed with the Commission on January 14, 2000.
  - \*\*\*\*\* Incorporated by reference to the Registrant's Annual Report on Form 10KSB for the year ended June 30, 2002.
  - \*\*\*\*\* Incorporated by reference to the Registrant's Annual Report on Form 10KSB for the year ended June 30, 2004.
  - \*\*\*\*\* Incorporated by reference to the Registrant's Current Report on Form 8-K dated June 14, 2007 as filed with the Commission on June 19, 2007
  - \*\*\*\*\* Incorporated by reference to the Registrant's Current Report on Form 8-K/A dated September 28, 2007 as filed with the Commission on October 2, 2007.
  - # Filed herewith
  - ## Incorporated by reference to the Registrant's Current Report on Form 8-K dated November 30, 2007 as filed with the Commission on December 3, 2007.
  - ### Incorporated by reference to the Registrant's Current Report on Form 8-K dated December 5, 2007 as filed with the Commission on December 6, 2007.
  - #### Incorporated by reference to the Registrant's Current Report on Form 8-K dated January 30, 2008 as filed with the Commission on February 4, 2008.

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Incorporated by reference to the Registrant's Current Report on Form 8-K dated March 6, 2008 as filed with the Commission on March 6, 2008.

##### Incorporated by reference to the Registrant's Current Report on Form 8-K dated March 18, 2008 as filed with the Commission on March 24, 2008.

##### Incorporated by reference to the Registrant's Current Report on Form 8-K/A dated March 18, 2008 as filed with the Commission on May 29, 2008.

x Incorporated by reference to the Registrant's Current Report on Form 8-K dated July 12, 2010 as filed with the Commission on July 14, 2010.

xx Incorporated by reference to the Registrant's Current Report on Form 8-K dated July 19, 2010 as filed with the Commission on July 20, 2010.

xxx Incorporated by reference to the Registrant's Current Report on Form 8-K dated July 16, 2010 as filed with the Commission on July 20, 2010.

xxxx Incorporated by reference to the Registrant's Current Report on Form 8-K dated July 16, 2010 as filed with the Commission on July 20, 2010.

xxxxx Incorporated by reference to the Registrant's Current Report on Form 8-K dated November 30, 2009 as filed with the Commission on December 3, 2009.

xxxxxx Incorporated by reference to the Registrant's Current Report on Form 8-K dated November 30, 2009 as filed with the Commission on December 3, 2009.

xxxxxxx Incorporated by reference to the Registrant's Current Report on Form 8-K dated December 30, 2009 as filed with the Commission on December 31, 2009.

xxxxxxxx Incorporated by reference to the Registrant's Current Report on Form 8-K dated December 30, 2009 as filed with the Commission on January 5, 2010.

xxxxxxxxx Incorporated by reference to the Registrant's Current Report on Form 8-K dated March 25, 2010 as filed with the Commission on March 25, 2010.

+ Incorporated by reference to the Registrant's Current Report on Form 8-K dated December 28, 2010 as filed with the Commission on December 29, 2010 as amended by Form 8-K/A filed with the Commission on February 10, 2011.

Current Report on Form 8-K, dated December 28, 2010, Item Nos. 8.01 and 9.01, as filed with the Commission on December 29, 2010.

Current Report on Form 8-K/A, dated December 28, 2010, Item Nos. 8.01 and 9.01, as filed with the Commission on February 10, 2011.

Current Report on Form 8-K, dated March 18, 2011, Item No. 3.02 as filed with the Commission on March 25, 2011.

Current Report on Form 8-K, dated July 25, 2011, Item No. 8.01 as filed with the Commission on July 25, 2011.

Current Report on Form 8-K, dated August 11, 2011, Item Nos. 7.01 and 9.01 as filed with the Commission on August 11, 2011.



**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

**GLOBAL CASINOS, INC.**

Date: October 13, 2011

By /s/ Clifford L. Neuman

Clifford L. Neuman  
President

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| <b>SIGNATURE</b>                                    | <b>TITLE</b>            | <b>DATE</b>      |
|---|-------------------------|------------------|
| <u>/s/ Clifford L. Neuman</u><br>Clifford L. Neuman | President & Director    | October 13, 2011 |
| <u>/s/ Pete Bloomquist</u><br>Pete Bloomquist       | Secretary & Director    | October 13, 2011 |
| <u>/s/ Todd Huss</u><br>Todd Huss                   | Chief Financial Officer | October 13, 2011 |