

PARKS AMERICA, INC
Form 10-KT
December 29, 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

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

For the transition period from December 27, 2010 to October 2, 2011

Commission file number: 000-51254

PARKS! AMERICA, INC.

(Exact name of registrant as specified on its charter)

NEVADA
State or other jurisdiction of incorporation or
organization

91-0626756
(I.R.S. Employer Identification
Number)

1300 Oak Grove Road
Pine Mountain, GA 31822

(Address, Including Zip Code of Principal Executive Offices)

(706-663-8744)

(Issuer's telephone number)

With copies to:

Jonathan H. Gardner

Kavinoky Cook LLP

726 Exchange St., Suite 800

Buffalo, New York 14210

Securities registered under Section 12(b) of the Exchange Act:

NONE

Securities registered under Section 12(g) of the Exchange Act:

Common Stock, par value \$0.0001 per share

(Title of class)

Indicate by check mark whether 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 Section 15(d) of the Act. Yes . No .

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 Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes X
. No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K 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. X .

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 accelerated filer and large accelerated filer 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) X
Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act) Yes No X

The aggregate market value of the issued and outstanding stock held by non-affiliates of the registrant, based upon the most recent sale of the Company's common stock at a price of \$0.02 per share, was approximately \$650,131. For purposes of the above statement only, all directors, executive officers and 10% shareholders are assumed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for any other purpose.

As of December 16, 2011, the issuer had 73,781,537 outstanding shares of Common Stock.

DOCUMENTS INCORPORATED BY REFERENCE None

FORM 10-K

FOR THE FISCAL YEAR ENDED OCTOBER, 2011

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FORWARD-LOOKING STATEMENTS

In this annual report, references to "Parks! America, Inc.," "Parks! America," "the Company," "we," "us," and "our" refer to Parks! America, Inc. and our wholly-owned subsidiaries.

Except for the historical information contained herein, some of the statements in this Report contain forward-looking statements that involve risks and uncertainties. These statements are found in the sections entitled "Business," "Management's Discussion and Analysis of Financial Condition and Results of Operation," and "Risk Factors." They include statements concerning: our business strategy; expectations of market and customer response; liquidity and capital expenditures; future sources of revenues; expansion of our proposed product line; and trends in industry activity generally. In some cases, you can identify forward-looking statements by words such as "may," "will," "should," "expect," "plan," "could," "anticipate," "intend," "believe," "estimate," "predict," "potential," "goal," or "continue" or similar terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including, but not limited to, the risks outlined under "Risk Factors," that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. For example, assumptions that could cause actual results to vary materially from future results include, but are not limited to: our ability to successfully develop and market our products to customers; our ability to generate customer demand for our products in our target markets; the development of our target markets and market opportunities; our ability to manufacture suitable products at competitive cost; market pricing for our products and for competing products; the extent of increasing competition; technological developments in our target markets and the development of alternate, competing technologies in them; and sales of shares by existing shareholders. Although we believe that the expectations reflected in the forward looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Unless we are required to do so under federal securities laws or other applicable laws, we do not intend to update or revise any forward-looking statements.

PART I

ITEM 1. BUSINESS

Overview

Parks! America, Inc. (referred to herein as Parks! or the Company or we), through our wholly-owned subsidiaries owns and operates two regional theme parks and is in the business of acquiring, developing and operating local and regional theme parks and attractions in the United States. Our wholly-owned subsidiaries are Wild Animal, Inc., a Missouri corporation (Wild Animal - Missouri) and Wild Animal Safari, Inc. a Georgia corporation (Wild Animal - Georgia), Wild Animal - Georgia owns and operates the Wild Animal Safari theme park in Pine Mountain, Georgia

(the Georgia Park). Wild Animal - Missouri owns and operates the Wild Animal Safari theme park located in Strafford, Missouri (the Missouri Park).

Our goal is to build a family of theme parks primarily through acquisitions of small, local and regional, privately-owned existing parks and to develop a series of compatible, themed attractions. The Company also may pursue contract management opportunities for themed attractions owned by third parties.

Our philosophy is to acquire existing theme park properties with the following primary criteria in mind:

- Properties that have an operating history;
- Properties where our management team believes the potential exists to increase profits and operating efficiencies; and
- Properties where there is additional, underutilized land upon which to expand operations.

We believe that acquisitions should not unnecessarily encumber the Company with debt that cannot be justified by current operations. By using a combination of equity, debt and other financing options, we intend to carefully monitor shareholder value in conjunction with our pursuit of growth.

Our common shares are traded on the OTC Bulletin Board under the symbol, PRKA.

For an overview of our business operations, see MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS herein.

Corporate History

The Company was originally incorporated on July 30, 1954 as Painted Desert Uranium & Oil Co., Inc. in Washington State. On October 1, 2002, Painted Desert Uranium & Oil Co., Inc. changed its name to Royal Pacific Resources, Inc. and its corporate domicile to the State of Nevada.

On December 19, 2003, Royal Pacific Resources, Inc. acquired the assets of Great Western Parks LLC pursuant to a Share Exchange Agreement that set the stage for our current corporate structure and management team. We changed the name of the Company to Great American Family Parks, Inc. The acquisition was accounted for as a reverse acquisition in which Great Western Parks was considered to be the acquirer of Royal Pacific Resources for reporting purposes. Our common stock outstanding increased from 2,533,000 to 29,600,000 as a result of the transaction. As of June 11, 2008 the Company changed its name from Great American Family Parks, Inc. to its current name, Parks! America, Inc. In addition, effective June 25, 2008, the Company's quotation symbol on the OTC Bulletin Board was changed from GFAM to PRKA.

Wild Animal Safari, Inc. The Georgia Park

Wild Animal - Georgia owns and operates the Georgia Park in Pine Mountain, Georgia. The Georgia Park is situated within a 200-acre portion of a 500-acre plot that is owned by Wild Animal Georgia. The Georgia Park includes a drive-through animal viewing area that opened in 1991. It is home to over 900 animals from six continents. Most of the animals roam wild throughout a natural habitat and visitors to the Georgia Park are able to observe, photograph and feed the animals from their own cars as they drive along more than three miles of paved roads that run throughout the habitat area. Some animals are contained in special fenced-in areas within the natural habitat and others are located in a more traditional zoo-like atmosphere.

Wild Animal - Georgia's revenues are primarily derived from admission fees, food and beverage sales, gift store and specialty item sales, sales of animal food and vehicle rentals at the Georgia Park.

In addition to the animal environments, the Georgia Park contains a gift shop, an ice cream parlor, an arcade, a picnic and group recreation area, lakes, a pavilion and concession stands. We sell food and beverages in our restaurant, and gift items from the gift shop to include shirts and hats, specialty items, educational books and toys about animals of the world, other toys, authentic gifts from various continents (e.g. ostrich eggs, hides and skins) and other family oriented items. We also operate a Noble Roman's Pizza franchise and a Tuscano's Italian Subs franchise at the Georgia Park. Also within the Georgia Park is our reptile house, located next to our petting zoo, featuring reptiles from several continents.

Wild Animal - Georgia's growth plans are predicated upon our ongoing upgrade of the physical plant, which will make it more attractive to visitors; and our development of unused acreage surrounding the park.

A majority of Wild Animal -Georgia's animals are born in the Georgia Park. The animals we acquire are generally purchased domestically. We rarely import animals. Auctions and sales of animals across the United States occur often and we may acquire animals in these auctions if we see an opportunity to enhance our Parks. We sell animals from time to time as a result of the recent growth in the number of animals in the Georgia Park created by natural breeding that occurs in the Park, and these proceeds are recorded as revenue. The Company had \$20,253 in receivables at October 2, 2011 from the sale of animals.

Food and beverages are purchased locally, although the main products and ingredients for the Noble Roman's Pizza and Tuscano's Subs are purchased from the national franchising company. As of June 21, 2005 we purchased franchise rights to own and operate a Noble Roman's Pizza and Tuscano's Italian Subs food franchise at our Georgia Park. The Franchise Agreement had an initial term of 5 years commencing as of June 21, 2005 and has been renewed for an additional five years. The franchisor receives 7.0% of gross sale proceeds.

Wild Animal, Inc. The Missouri Park

Wild Animal Missouri purchased the Missouri Park as of March 5, 2008. The Missouri Park is situated in Strafford, Missouri on 255 acres of land located 12 miles east of Springfield and 45 miles north of Branson. The Missouri Park is a ride-through wild animal park with five-mile course permitting access to 700 animals of approximately 65 different species. Most of the animals roam wild throughout the natural habitat. Visitors to the Missouri Park are able to observe, photograph, and feed the animals from their own cars as they drive. Some animals are contained in special fenced-in areas within natural habitats. Other animals are located in a more traditional zoo-like atmosphere. In addition, the park offers a gift shop, a food and beverage area and a petting zoo.

The Georgia Park has approximately 15 full-time employees, and during the Georgia Park's prime attendance season, which runs from April through August, we typically engage up to approximately 20 additional seasonal employees. The Missouri Park has 6 year round employees and has engaged an additional 8 seasonal employees during the peak season. We also engage consultants from time to time. We have no collective bargaining agreements with our employees and believe our relations with our employees are good.

ITEM 1A. RISK FACTORS

You should read the following discussion and analysis together with our consolidated financial statements and related notes included elsewhere in this Annual Report. Some of the information contained in this discussion and analysis or set forth elsewhere in this Annual Report, including information with respect to our plans and strategies for our business, includes forward-looking statements that involve risks and uncertainties. You should review the "risk factors" below for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in this report. If any of the following risks actually occur, our business, financial condition and results of operations could suffer.

Risk Factors Relating to Our Business:

We Have a Limited Operating History

We have a limited operating history. We have been officially operating under our current business plan of acquiring theme parks since 2003, when we reached a preliminary agreement to purchase the Georgia Park. Subsequently in 2003, the Company gained control of Royal Pacific Resources and changed its name to Great American Family Parks. Our purchase of the Georgia Park was not completed until June of 2005. The Missouri Park was purchased in March of 2008. The likelihood of our success must be considered in the light of the problems, expenses, difficulties, complications, and delays frequently encountered in connection with the startup and growth of a new business, and the competitive environment in which we will operate. Our success is dependent upon the successful financing and development of our business plan. No assurance of success is offered. Unanticipated problems, expenses, and delays are frequently encountered in establishing a new business and marketing and developing products. These include, but are not limited to, competition, the need to develop customers and market expertise, market conditions, sales, marketing and governmental regulation. Our failure to meet any of these conditions would have a materially adverse effect upon us and may force us to reduce or curtail our operations.

We May Not Identify or Complete Acquisitions in a Timely, Cost-Effective Manner, If At All.

Our business plan is predicated upon the acquisition of additional local or regional theme parks and attractions; and, the approval and expansion of our current facilities and offerings. However, there can be no assurance that we will be successful in acquiring and operating additional local or regional theme parks and attractions. Competition for acquisition opportunities in the theme park industry is intense as there is a limited number of parks within the United States and Canada that could reasonably qualify as acquisition targets for us. Our acquisition strategy is dependent upon, among other things, our ability to: identify acquisition opportunities; obtain debt and equity financing; and obtain necessary regulatory approvals. Our ability to pursue our acquisition strategy may be hindered if we are not able to successfully identify acquisition targets or obtain the necessary financing or regulatory approvals, including but not limited to those arising under federal and state antitrust and environmental laws.

We May Be Unable To Effectively Manage Our Growth or Implement Our Expansion Strategy.

Our acquisition strategy is subject to related risks, including pressure on our management and on our internal systems and controls. Our planned growth will require us to invest in new, and improve our existing, operational, technological and financial systems and to expand, train and retain our employee base. Our failure to effectively manage our growth could have a material adverse effect on our future financial condition.

Significant Amounts of Additional Financing May Be Necessary For the Implementation of Our Business Plan.

The Company may require additional debt and equity financing to pursue its acquisition strategy. Given its limited operating history, there can be no assurance that we will be successful in obtaining additional financing. Lack of additional funding could force us to curtail substantially our expansion plans. Furthermore, the issuance by the Company of any additional securities would dilute the ownership of existing shareholders and may affect the price of our common stock.

The Theme Park Industry is Highly Competitive and We May Be Unable to Compete Effectively.

The theme park industry is highly competitive, highly fragmented, rapidly evolving, and subject to technological change and intense marketing by providers with similar products. One of our competitors for attracting general recreation dollars, Callaway Gardens, is located within five miles of our Wild Animal Safari park in Georgia. Branson, Missouri is located just 45 minutes from our Animal Paradise Park in Missouri. Many of our current competitors are significantly larger and have substantially greater market presence as well as greater financial, technical, operational, marketing and other resources and experience than we have. In the event that such a competitor expends significant sales and marketing resources in one or several markets we may not be able to compete successfully in such markets. The Company believes that competition will continue to increase, placing downward pressure on prices. Such pressure could adversely affect our gross margins if we are not able to reduce costs commensurate with such price reductions. In addition, the pace of technological change makes it impossible for us to predict whether we will face new competitors using different technologies to provide the same or similar products offered or proposed to be offered by us. If our competitors were to provide better and more cost effective products, our business could be materially and adversely affected.

We Face Strong Competition from Numerous Entertainment Alternatives.

In addition to competing with other themed and amusement parks, our venues compete with other types of recreational venues and entertainment alternatives, including but not limited to movies, sports attractions, vacation travel and video games. There can be no assurance that we will successfully differentiate ourselves from these entertainment alternatives or that consumers will consider our entertainment offerings to be more appealing than those of our competitors. The development of technology-based entertainment has provided families with a wider selection of entertainment alternatives close to or in their homes, including home entertainment units, online gaming, and video game parlors. In addition, traditional theme parks have been able to reduce the cost and increase the variety of their attractions by implementing technologies that cannot be readily incorporated by wild animal parks such as the Georgia Park or the Missouri Park.

Our Insurance Coverage May Not Be Adequate To Cover All Possible Losses That We Could Suffer, and Our Insurance Costs May Increase.

Companies engaged in the theme park business may be sued for substantial damages in the event of an actual or alleged accident. An accident occurring at our parks or at competing parks may reduce attendance, increase insurance premiums, and negatively impact our operating results. Our properties contain drive-through, safari style animal parks, and there are inherent risks associated with allowing the public to interact with animals. Although we carry liability insurance to cover this risk, there can be no assurance that our coverage will be adequate to cover liabilities, or that we will be able to afford or obtain adequate coverage should a catastrophic incident occur.

We currently have \$6,000,000 of liability insurance. We will continue to use reasonable commercial efforts to maintain policies of liability, fire and casualty insurance sufficient to provide reasonable coverage for risks arising from accidents, fire, weather, other acts of God, and other potential casualties. There can be no assurance that we will be able to obtain adequate levels of insurance to protect against suits and judgments in connection with accidents or other disasters that may occur in our theme parks.

Our Ownership of Real Property Subjects Us to Environmental Regulation, Which Creates Uncertainty Regarding Future Environmental Expenditures and Liabilities.

We may be required to incur costs to comply with environmental requirements, such as those relating to discharges to air, water and land; the handling and disposal of solid and hazardous waste; and the cleanup of properties affected by hazardous substances. Under these and other environmental requirements we may be required to investigate and clean up hazardous or toxic substances or chemical releases at one of our properties. As an owner or operator, we could also be held responsible to a governmental entity or third party for property damage, personal injury and investigation and cleanup costs incurred by them in connection with any contamination. Environmental laws typically impose cleanup responsibility and liability without regard to whether the owner or operator knew of or caused the presence of the contaminants. The liability under those laws has been interpreted to be joint and several unless the harm is divisible and there is a reasonable basis for allocation of the responsibility. The costs of investigation, remediation or removal of those substances may be substantial, and the presence of those substances, or the failure to remediate a property properly, may impair our ability to use our property. We are not currently aware of any material environmental risks regarding our properties. However, we may be required to incur costs to remediate potential environmental hazards or to mitigate environmental risks in the future.

The Suspension or Termination of Any of our Business Licenses May Have a Negative Impact on Our Business

We maintain a variety of standard business licenses issued by federal, state and city government agencies that are renewable on a periodic basis. We cannot guarantee that we will be successful in renewing all of our licenses on a periodic basis. The suspension, termination or expiration of one or more of these licenses could have a significant adverse affect on our revenues and profits. In addition, any changes to the licensing requirements for any of our licenses could affect our ability to maintain the licenses.

We Are Dependent Upon the Services of Our Executive Officers and Consultants.

Our success is heavily dependent on the continued active participation of our executive officers. Loss of the services of one or more of these officers could have a material adverse effect upon our business, financial condition or results of operations. In particular, we place substantial reliance upon the efforts and abilities of Dale Van Voorhis, Chairman of the Board of Directors and Chief Executive Officer and Jim Meikle, Chief Operating Officer of the Company and a Director of the Company, and President of Wild Animal-Missouri and Wild Animal-Georgia. The loss of Mr. Van Voorhis or Mr. Meikle's services could have a serious adverse effect on our business, operations, revenues or prospects.

Further, our success and achievement of our growth plans depend on our ability to recruit, hire, train and retain other highly qualified technical and managerial personnel. Competition for qualified employees among companies in the theme park industry is intense, and the loss of any such persons, or an inability to attract, retain and motivate any additional highly skilled employees required for the expansion of the Company's activities, could have a materially adverse effect on the Company. The inability of the Company to attract and retain the necessary personnel and consultants and advisors could have a material adverse effect on the Company's business, financial condition or results of operations.

Risk Factors Relating to Our Common Stock

Our Common Stock is Subject to the Penny Stock Rules of the SEC and the Trading Market in Our Securities is Limited, Which Makes Transactions In Our Stock Cumbersome and May Reduce the Value of an Investment in Our Stock.

Our common stock is considered a "penny stock" and the sale of our stock by you will be subject to the "penny stock rules" of the Securities and Exchange Commission. The penny stock rules require broker-dealers to take steps before making any penny stock trades in customer accounts. As a result, the market for our shares could be illiquid and there could be delays in the trading of our stock which would negatively affect your ability to sell your shares and could negatively affect the trading price of your shares.

We Do Not Expect to Pay Dividends for Some Time, if At All

No cash dividends have been paid on our common stock. We expect that any income received from operations will be devoted to our future operations and growth. We do not expect to pay cash dividends in the near future. Payment of dividends would depend upon our profitability at the time, cash available for those dividends, and other factors.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 2. PROPERTY

The Company owns and operates the following animal theme parks:

Wild Animal Safari, Inc. The Georgia Park

Wild Animal - Georgia owns and operates the Georgia Park in Pine Mountain, Georgia. The Georgia Park is situated within a 200-acre portion of a 500-acre plot that is owned by Wild Animal Georgia. The Georgia Park includes a drive-through animal viewing area that opened in 1991. It is home to over 900 animals from six continents. Most of the animals roam wild throughout a natural habitat and visitors to the Georgia Park are able to observe, photograph and feed the animals from their own cars as they drive along more than three miles of paved roads that run throughout the habitat area. Some animals are contained in special fenced-in areas within the natural habitat and others are located in a more traditional zoo-like atmosphere.

Wild Animal - Georgia's revenues are primarily derived from admission fees, food and beverage sales and gift store and specialty item sales, sales of animal food and vehicle rentals at the Georgia Park.

In addition to the animal environments, the Georgia Park contains a gift shop, an ice cream parlor, an arcade, a picnic and group recreation area, lakes, a pavilion and concession stands. We sell food and beverages in our restaurant, and gift items from the gift shop to include shirts and hats, specialty items, educational books and toys about animals of the world, other toys, authentic gifts from various continents (e.g. ostrich eggs, hides and skins) and other family oriented items. We also operate a Noble Roman's Pizza franchise and a Tuscano's Italian Subs franchise at the Georgia Park. Also within the Georgia Park is our reptile house which is located next to our petting zoo and features reptiles from several continents.

Wild Animal, Inc. The Missouri Park

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ITEM 3. LEGAL PROCEEDINGS

On May 16, 2011 the U.S. Department of Agriculture's Animal and Plant Health Inspection Service (USDA APHIS) issued a citation to the Company alleging violations of certain USDA APHIS regulations and assessed a penalty in the amount of \$76,857. The Company is defending itself with respect to these allegations and on July 8, 2011 submitted a reply to the USDA APHIS citation containing, among other things, mitigating factors which the Company believes should be considered in determining the amount of the fine. As of October 2, 2011 USDA APHIS has not responded to the Company. The Company has set a reserve of \$76,857 for this potential exposure. The Company also is addressing the compliance issues raised in the citation and is implementing new operational controls to address these issues.

ITEM 4. REMOVED AND RESERVED

PART II

ITEM 5. MARKET FOR COMMON EQUITY, RELATED STOCKHOLDERS MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock trades on the OTCBB under the symbol "PRKA". Effective June 25, 2008, the Company's quotation symbol on the Over-the-Counter Bulletin Board was changed from GFAM to PRKA. The table below sets forth, for the periods indicated, the high and low closing prices per share of the common stock as reported on the OTCBB. These quotations reflect prices between dealers, do not include retail mark-ups, markdowns, and commissions and may not necessarily represent actual transactions. The prices are adjusted to reflect all stock splits. As of October 2, 2011, there were 73,781,537 Shares outstanding held by approximately 3,300 stockholders of record.

This does not reflect those shares held beneficially or those shares held in "street" name.

| | | High | Low |
|------|----------------|----------|-----------|
| 2011 | First Quarter | \$ 0.04 | \$ 0.004 |
| | Second Quarter | \$ 0.02 | \$ 0.0064 |
| | Third Quarter | \$ 0.03 | \$ 0.02 |
| 2010 | First Quarter | \$ 0.020 | \$ 0.015 |
| | Second Quarter | \$ 0.030 | \$ 0.010 |
| | Third Quarter | \$ 0.020 | \$ 0.010 |
| | Fourth Quarter | \$ 0.010 | \$ 0.006 |
| 2009 | First Quarter | \$ 0.04 | \$ 0.006 |
| | Second Quarter | \$ 0.10 | \$ 0.006 |
| | Third Quarter | \$ 0.02 | \$ 0.04 |
| | Fourth Quarter | \$ 0.01 | \$ 0.0275 |

We do not currently pay any dividends on our common stock, and we currently intend to retain any future earnings, if any, for use in our business. Any future determination as to the payment of dividends on our common stock will be at the discretion of our Board of Directors and will depend on our earnings, operating and financial condition, capital requirements and other factors deemed relevant by our Board of Directors. The declaration of dividends on our common stock also may be restricted by the provisions of credit agreements that we may enter into from time to time.

RECENT SALES OF UNREGISTERED SECURITIES

In December 2009 the Company completed a private placement (the "Private Placement") of 20,000,000 shares of the Company's common stock (the "Shares") at \$0.01 per Share from two investors for total consideration of \$200,000. Both investors were "accredited investors" as that term is defined under Regulation D ("Regulation D") of the Securities Act of 1933, as amended (the "Securities Act"). The Private Placement was exempt from registration under the Securities Act pursuant to Regulation D. One of the investors was the Company's Chairman and then Chief Operating Officer.

ITEM 6. SELECTED FINANCIAL DATA

Not applicable

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

Management's discussion and analysis of results of operations and financial condition ("MD&A") is a supplement to the accompanying consolidated financial statements and provides additional information on the Company's businesses, current developments, financial condition, cash flows and results of operations. The following discussion should be read in conjunction with our consolidated financial statements for the period ended October 2, 2011 provided in this annual report on Form 10-K. Certain statements contained herein may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements involve a number of risks, uncertainties and other factors that could cause actual results to differ materially, as discussed more fully herein.

The forward-looking information set forth in this annual report is as of the date of this filing, and we undertake no duty to update this information. More information about potential factors that could affect our business and financial results is included in the section entitled "Risk Factors" in this annual report.

Overview

Through our wholly-owned subsidiaries, we own and operate two regional theme parks and are in the business of acquiring, developing and operating local and regional theme parks and attractions in the United States. Our wholly-owned subsidiaries are Wild Animal, Inc., a Missouri corporation ("Wild Animal - Missouri") and Wild Animal

Safari, Inc. a Georgia corporation (Wild Animal Georgia). Wild Animal-Georgia owns and operates the Wild Animal Safari theme park in Pine Mountain, Georgia (the Georgia Park). Wild Animal - Missouri owns and operates the Wild Animal Safari theme park located in Strafford, Missouri (the Missouri Park).

Our goal is to build a family of theme parks primarily through acquisitions of small, local and regional, privately-owned existing parks and to develop a series of compatible, themed attractions,. The Company also may pursue contract management opportunities for themed attractions owned by third parties.

Our philosophy is to acquire existing amusement park properties with the following primary criteria in mind:

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Properties that have an operating history;

.

Properties where our management team believes the potential exists to increase profits and operating efficiencies; and

.

Properties where there is additional, underutilized land upon which to expand operations.

We believe that acquisitions should not unnecessarily encumber the Company with debt that cannot be justified by current operations. By using a combination of equity, debt and other financing options, we intend to carefully monitor shareholder value in conjunction with our pursuit of growth.

As we look at our operations for the period ended October 2, 2011, our principal concern is the Missouri Park which continues to have improving, but unsatisfactory operating results. We increased net revenue at the Missouri Park by \$97,000, or 16%, for the nine months ended 2011 versus 2010. The Missouri Park increased its animal sales by \$43,000 this year versus last year same period. The Missouri Park s operating margin was a very slight loss of \$1,584 as compared to an operating loss of \$53,014 for the same period last year.

We believe that years of operation under prior owners have resulted in preconceptions about the condition of the Missouri Park that we still have to overcome. We have worked since our acquisition of the Missouri Park in March of 2008 to upgrade the Park's physical facilities and dramatically improve its food service. The challenge is to bring the public's perception of the Park in line with its current condition and level of service. We expect that this effort will take time, but that it will yield favorable results. We will continue to focus our efforts to promote the Missouri Park and make such improvements as our capital budget allows.

Our current size and operating model leaves us little room for mistakes. Our highest priority is to make the Missouri Park operation profitable. The current tightness in the financial markets could make it difficult for us to raise the needed capital to give us the time we may need to get the Missouri Park profitable. Any future capital raised by our company is likely to result in dilution to existing stockholders. It is possible that cash generated by, or available to, Parks! America may not be sufficient to fund our capital and liquidity needs for the near-term.

The Company signed a new loan agreement in March, 2011 with our primary lending institution which replaced our maturing loan on the Georgia Park for a term of three years (based on a 14-year amortization) at an interest rate of 6.5% (down from previous mortgage rate of 7.75%). Our auditors have issued a clean opinion for the second year in a row, after qualifying their opinion for each of 2008 and 2009 with a "going concern" exception. We believe this is due, in part, to our successful efforts to refinance the maturing mortgage at the Georgia Park in March 2011.

Results of Operations For the Nine Month Period Ended October 2, 2011 as Compared to Nine Month Period Ended September 26, 2010

Change in Fiscal Year End: The Company changed its fiscal year-end from December 31 to September 30, and its quarterly close dates to the closest Sunday to the end of each reporting period. For the year 2011, the closest Sunday to September 30 was October 2. This decision was made to align the Company's fiscal periods more closely with the seasonality of its business. The high season typically ends after the Labor Day holiday weekend. The period from October through early March is geared towards maintenance and preparation for the next busy season which typically begins at Spring Break and runs through Labor Day.

The nine month period from December 27, 2010 through October 2, 2011 includes 40 weeks of operation as compared with 39 weeks from December 27, 2009 through September 26, 2010. The week ending October 2, 2011 generated revenue of \$46,000, or 1.5% of total revenue reported for the nine months ended 2011. Of course offsetting this revenue were the cost to operate the parks this week such as labor, cost of sales, maintenance and supplies. The net impact of this extra week in 2011 is immaterial to the reported results.

Total Net Revenues

The Company's total net revenues for the nine month period ended October 2, 2011 increased \$159,000, or 6%, to \$3,020,254 versus the nine month period ended September 26, 2010. Both parks increased revenue during the nine month period, led by the Missouri Park's revenue growth of \$97,000 discussed above. The revenue growth of \$62,000 at Georgia Park was a result of higher revenue per customer. Attendance at the Georgia Park declined by 10% this year versus 2010 while the Missouri Park attendance decreased by 7% versus 2010. Both parks generated higher revenue per customer in 2011 as a result of higher admission pricing and more cross-selling of other products and services. As stated above, net sales benefited by reporting an extra week which added almost \$46,000 to 2011 net sales. Excluding this extra week of revenue, net sales increased by 4% in 2011 as compared with the same 39 week period in 2010.

The following table breaks down our operations by subsidiary for 2011 versus 2010:

| Nine Months (\$ in 1,000's) | Georgia Park | | Missouri Park | | Total | |
|---------------------------------------|---------------------|--------------------|----------------------|--------------------|--------------------|--------------------|
| | <u>2011</u> | <u>2010</u> | <u>2011</u> | <u>2010</u> | <u>2011</u> | <u>2010</u> |
| Total Net Sales | \$2,308 | 2,246 | 712 | 615 | 3,020 | 2,861 |
| Operating Expenses | 1,475 | 1,414 | 714 | 668 | 2,189 | 2,082 |
| Operating Margin | \$833 | 832 | (2) | (53) | 831 | 779 |
| Margin % | 36% | 37% | 0% | -9% | 28% | 27% |
| Corporate operating expenses | | | | | \$341 | 386 |
| Profit from operations | | | | | \$490 | \$393 |

Operating Expenses

The 2011 operating margin at the Georgia Park increased slightly to \$833,000 versus the 2010 margin as a result of higher revenues. However, operating costs at the Georgia Park increased \$61,000 to nearly \$1.5 million as a result of recording a \$76,857 charge associated with fines assessed by the United States Department of Agriculture (USDA) in May 2011 for alleged violations and deficiencies in maintaining and operating the Georgia Park.. During July 2011, the Company filed an appeal seeking relief of these assertions. The USDA has yet to respond to our appeal as of this filing. The Company has set a reserve of \$76,857 for this potential exposure. The Company also is addressing the compliance issues raised in the citation and is implementing new operational controls to address these issues. See LEGAL PROCEEDINGS herein.

Labor cost at the Georgia Park increased by 8% during 2011 and this increase was nearly offset by lower advertising costs which declined by 7%. Also, the cost of fuel increased by \$22,000 this year at Georgia Park, as a result of higher gas prices. The higher fuel cost was mostly offset by lower cost of sales in the gift shop.

The Missouri Park's operating margin improved by \$51,000 to nearly break even this year as compared to a loss of \$53,014 for the same nine month period in 2010. The primary reason for this improvement was a \$44,000 increase in the sale of animals from the Missouri Park. Sales of animals born in the Park are a new source of revenue that we began developing last year. While higher revenue per customer generated an additional \$53,000 in net sales during 2011 as compared with this same period in 2010, this increase in revenue was primarily offset by greater spending on labor, advertising and fuel cost which increased by \$10,000, \$30,000 and \$7,000, respectively, in 2011. The Company's goal for the Missouri Park is to break even next year.

Corporate Expenses and Other

Corporate spending declined \$45,000 to \$341,430 during 2011 primarily as a result of eliminating one officer position in December 2010. The Corporate staff reduction saved the Company \$53,000 for the first 9 months of 2011. The reduction in Executive payroll was partially offset by slightly higher travel spending in 2011 as the Executive team has made a concerted effort to invest more time on site developing the staff at the parks.

Interest Cost

Interest expense was \$238,304, a decline of \$21,000 as compared with the first nine months of 2010. This reduction was a result of negotiating a lower rate on the renewal of the Georgia mortgage and the benefit of having lower total

debt outstanding this year versus 2010.

Net Income and Income Per Share

The Company's net income increased \$123,253, or 84%, to a profit of \$269,598, or \$0.00 per share and fully diluted per share, for the nine months ended October 2, 2011 as compared with a profit of \$146,345, or \$0.00 per share and fully diluted per share, in 2010. The operating margin from both parks netted the Company over \$52,000, or 7%, more in operating profit in 2011; Corporate spending was \$45,000 lower in 2011 as compared to 2010 as discussed above; and Interest cost declined \$21,000 as compared to the first nine months of 2010.

Results of Operations For The Three Month Period Ended October 2, 2011 as Compared to Three Month Period Ended September 26, 2010

Total Net Revenues

The Company's total net revenues for the three month period ended October 2, 2011 increased \$46,000, to \$1,322,068 versus the three month period ended September 26, 2010. This increase is a result of reporting 14 weeks of operation during this quarter as compared to the typical 13 weeks during a quarter. Both parks recorded lower attendance which was mostly offset by higher revenue per customer. Attendance during this quarter declined 15% and 7% for the Georgia Park and Missouri Park, respectively. However, increased admission pricing and more cross selling of other products and services during this three month period mostly offset the decline in attendance because of the overall higher revenue per customer. The Company believes that the heat wave that blistered the Midwest this July and August contributed to the reduction in attendance. Both parks experienced many days with heat index over 100 degrees.

Net sales at the Georgia Park declined \$27,000 while total net sales at the Missouri Park increased \$73,000 during the period as compared to 2010. Missouri net sales benefited from an increase in proceeds from the sale of animals totaling \$24,000 and higher revenue per customer during this period in 2011.

The following table breaks down our operations by subsidiary for 2011 versus 2010:

| Three Months Ended <u>(\$ in 1,000's)</u> | Georgia Park | | Missouri Park | | Total | |
|---|---------------------|--------------------|----------------------|--------------------|--------------------|--------------------|
| | <u>2011</u> | <u>2010</u> | <u>2011</u> | <u>2010</u> | <u>2011</u> | <u>2010</u> |
| Total Net Sales | \$910 | \$937 | \$412 | \$339 | 1,322 | 1,276 |
| Operating Expenses | 603 | 559 | 299 | 240 | 902 | 799 |
| Operating Margin | 307 | 378 | 113 | 99 | 420 | 477 |
| Margin % | 34% | 40% | 27% | 29% | 32% | 37% |
| Corporate operating expenses | | | | | 140 | 164 |
| Profit from operations | | | | | \$280 | \$313 |

Operating Expenses

The operating margin at the Georgia Park decreased \$71,000 to \$307,000 versus 2010 as a result of higher operating expenses during the quarter. The increase in Georgia operating expenses can be attributed to the USDA fine of \$76,857 which has been accrued but is under appeal. Excluding the USDA fine reported during this period, the Georgia operating margin would have increased by approximately \$6,000 on slightly lower revenue during the period. The operating expenses increased at the Missouri Park by \$59,000 as a result of higher labor and advertising expenses. However, the operating margin at the Missouri Park increased by \$14,000 as a result of higher net sales.

Corporate Expenses and Other

Corporate spending declined \$24,000 to \$140,000 during this period primarily as a result of eliminating one officer position in December 2010 and lower professional fees. The Corporate staff reduction saved the Company \$53,000 for the first 9 months of 2011, or \$17,500 each quarter in 2011.

Interest Cost

Interest expense was \$80,340, a decline of nearly \$11,000 as compared with the same quarter of 2010. This reduction was a result of negotiating a lower rate on the renewal of the Georgia mortgage and the benefit of having lower total debt outstanding this year versus 2010.

Net Income and Income Per Share

The Company's net income for the last three months decreased \$22,295, or 10%, to a profit of \$202,437, or \$0.00 per share and fully diluted per share, as compared with a profit of \$224,732, or \$0.00 per share and fully diluted per share, in 2010. Excluding the impact of accruing the USDA fine, the parks core operations performed slightly better in the last three months of 2011 as compared to the same period in 2010 despite lower attendance during the quarter.

Liquidity and Capital Resources

Management believes that it has improved its operations to the point that it can now generate enough cash to fund its operations, make its mortgage payments and spend modestly on capital improvements in the near-term. Any slowdown in revenue or unusual capital outlays would require us to seek additional capital. In March 2011 the Company borrowed \$50,000 from its Chairman to make an additional onetime \$50,000 lump sum principal payment on the Missouri mortgage that allowed us to extend this seller financing another two years on the same terms. This \$50,000 related party note had terms similar to its CB&T line of credit. The related party note was repaid in April 2011. It has a term of one year, is unsecured and bears interest at a rate of 6% per annum. For more information regarding such note, see Certain Relationships and Related Transactions, and Director Independence herein.

The Company's working capital is negative \$360,739 at October 2, 2011 as compared to a negative \$606,904 working capital at December 26, 2010. The improvement in our working capital reflects the positive cash flow generated during the nine month period ended October 2, 2011.

Total debt related to property mortgages and lines of credit (LOC), including current maturities, at October 2, 2011 was \$3.8 million as compared with \$4.3 million at December 26, 2010. The reduction in debt was a result of our positive cash flow being used to pay down the LOC from \$365,262 to \$42,000 as of October 2, 2011. In addition, the Company paid a onetime \$50,000 lump sum principal payment on its Missouri mortgage and extended this seller financing another two years. The Company has \$558,000 available on its lines of credit to fund operations during the next two quarters.

The Company continues to explore opportunities to refinance its mortgages on a more permanent basis than we currently have in place.

At October 2, 2011, the Company had equity of \$2,485,352 and total debt of \$3,787,901 and a debt to equity ratio of 1.52 to 1. The Company's debt to equity ratio was 1.94 to 1 as of December 26, 2010.

Our principal source of income is from cash sales, which is projected to provide sufficient cash flow to fund operations and service our current debt. During the next twelve to twenty-four months, management will focus on improving the financial condition of the Company.

Off Balance Sheet Arrangements

We do not have any off balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, revenues, results of operations, liquidity or capital expenditures.

Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of any contingent assets and liabilities. On an on-going basis, we evaluate our estimates. We base our estimates on various assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

An infinite number of variables can be posted that could have an effect on valuation of assets and liabilities. For example, it is assumed that:

.

Revenue and profit growth at the theme parks will continue;

.

The infrastructure will accommodate the additional customers;

.

Cost of improvements and operations will remain a relatively stable budgeted allocation; and

.

Per capita spending by the customers will continue to rise in relation to the rise in capital expenditures;

If any one of these assumptions, or combination of assumptions, proves incorrect, then the values assigned to real estate, per capita revenues, attendance and other variables that have remained consistent over the past two years may not be realized. The same would be true if higher than expected revenue streams occurred.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

None.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Our financial statements and related notes are set forth at pages F-1 through F-16.

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

None.

ITEM 9A. CONTROLS AND PROCEDURES

(a) Disclosure Controls and Procedures

Based on an evaluation conducted by management, of the effectiveness of the design and operation of our disclosure controls and procedures, as required by Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended (the Exchange Act) they concluded that our disclosure controls and procedures were effective as of October 2, 2011, to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act are:

1.

recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms; and

2.

accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Management's Annual Report on Internal Control over Financial Reporting

Overview

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Exchange Act as a process designed by, or under the supervision of, the Company's principal executive and principal financial officers and effected by the Company's board of directors, management and other personnel, 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 accounting principles generally accepted in the United States 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 financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Because of the inherent limitations of internal control, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce this risk.

Based on its assessment, management has concluded that the Company's disclosure controls and procedures and internal control over financial reporting are effective.

(c) Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting, as defined in Rules 13a-15(f) of the Exchange Act, during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

On September 16, 2011, the Company's Board of Directors approved a change in the Company's fiscal year end from December 31 to September 30, to align its fiscal periods more closely with the seasonality of its business. The Company will continue fiscal and quarterly reporting using a 52/53 week fiscal year and the fiscal year shall end on the Sunday that falls closest to September 30.

As of January 17, 2011, the Board of Directors the Company's Bylaws to require that any person standing for election as a director who fails to receive an affirmative majority vote at a shareholder's meeting shall cease to be a director as of the conclusion of such meeting. The amendment replaced Section 4.5 of the Company's by-laws with the following provision.

Section 4.5

(c) Election. In any election of directors, the candidates elected are those who receive a majority of votes cast by the shares entitled to vote in the election, up to the number of directors to be elected.

In any such election of directors, any person standing for election as a director who fails to receive the affirmative vote of a majority of the shares present at a meeting of the shareholders, in person or by proxy, shall not be or shall cease to be (as applicable) a member of the Board of Directors as of the conclusion of such shareholders' meeting. In the event that at least that number of persons standing for election as would constitute a majority of the number of directors to be elected do not each receive the affirmative vote of a majority of the shares present at the meeting, then no person standing for election as a director shall have been elected

Any such failure by the shareholders to elect at least a majority of the number of directors to be elected shall result in the continuation of the term of those directors serving prior to such election until a new election of directors satisfying the requirements of this provision has been held.

The full text of the Bylaws, as amended, is filed as an exhibit to this report.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Our executive officers and directors are as follows:

| Name | Age | Position |
|----------------------|------------|--------------------------------------|
| Dale Van Voorhis | 70 | Chief Executive Officer and Director |
| Jon Laria | 51 | Chief Financial Officer and Director |
| Christopher Eastland | 39 | Director |
| Jim Meikle | 70 | Chief Operating Officer and Director |
| Jeff Lococo | 54 | Secretary and Director |
| Tristan Pico | 64 | Director |
| Charles Kohnen | 43 | Director |

Dale Van Voorhis

Dale Van Voorhis was appointed as our Chief Executive Officer on January 27, 2011. Mr. Van Voorhis was re-appointed to our board of directors on March 13, 2009, and served as the Company's Chief Operating Officer from March 28, 2009 until January 27, 2011. Mr. Van Voorhis previously served as a Director of the Company from December 2003 through December 2006. During his previous tenure at Parks! America, Inc., Mr. Van Voorhis served on the Company's Audit Committee as Chairman and Financial Expert. Dale Van Voorhis previously served as Chief Financial Officer, President and Director of GFAM Management Corporation from December 2003 through December 2006. In addition, Mr. Van Voorhis has been the President of Amusement Business Consultants, Inc., an amusement industry consulting company, since its inception in 1994. Dale Van Voorhis was President and CEO of Funtime Parks Inc. from 1982 until 1994. Funtime Parks consisted of three parks in New York and Ohio and they generated total attendance of 2.6 million visitors in 1993. The Company sold the three parks for \$60 million. Mr. Van Voorhis has over forty years experience in the amusement / entertainment industry.

Jon Laria, CPA

Jon Laria was appointed Parks Chief Financial Officer and as a member of its Board of Directors during March 2009. Mr. Laria was Chief Financial Officer for twelve years at World Harvest, a global non-profit organization which operated ten different divisions and employed 350 staff. Mr. Laria was previously a senior manager at Ryder System, Inc. for eight years, a \$6 billion transportation services and logistics company, where he was responsible for managing \$3.7 billion in assets in North America for his last three years there. He also served as the head of several centralized accounting and analysis functions for three years and was also the Financial Reporting Manager for two years. Mr. Laria was an Audit Manager for Arthur Andersen in the Columbus, Ohio office. His clients at Arthur Andersen were primarily public companies.

Christopher Eastland

Christopher Eastland has been a Director of the Company since May 2006 and is a member of the Audit Committee. Christopher Eastland is currently a Partner of Seidler Equity Partners, a private equity investment firm based in Los Angeles, California. He is involved in all firm investment activities, including deal sourcing, transaction structuring and negotiating and monitoring of portfolio investments. Prior to joining Seidler Equity Partners in early 2004, Chris was a transactional attorney at the law firm O Melveny & Myers LLP since 1999. His practice focused principally on mergers and acquisitions and private equity investment, as well as representation of public and private companies in commercial transactions. Chris received a B.S. in business administration and entrepreneurial studies from the University of Southern California and a J.D. from the University of Southern California. He is a member of the State Bar of California.

Jim Meikle

Jim Meikle was appointed Chief Operating Officer on January 27, 2011 and has been a Director of the Company since May 2006. He also is President of Wild Animal Safari, Inc., and Wild Animal, Inc, wholly owned subsidiaries of the Company. Since 1994, Jim Meikle has served as Vice President of Amusement Business Consultants, Inc., an entertainment industry consulting company based in Ohio. Since 1994, Mr. Meikle has also been the owner of Turk-Meikle Construction, Inc., a general contracting business in Ohio. Mr Meikle has worked in the amusement / entertainment industry for over 45 years in various management operations positions at Cedar Point, Inc. and Funtime Parks, Inc

Jeff Lococo

Jeff Lococo was appointed Secretary of the Company on January 27, 2011 and has been a Director of the Company since May 2006. In 2000, Mr. Lococo joined Great Wolf Resorts Inc. as General Manager of Great Wolf Lodge Sandusky, Ohio. In 2005, Mr. Lococo was appointed Corporate Vice President of Resort Operations for all Great Wolf Lodge Resorts. In this capacity, he was responsible for overseeing seven properties. Mr. Lococo has twenty five years of experience in the entertainment and hospitality industry.

Charles Kohnen

Charles Kohnen has been a director of the Company since October 19, 2010. Mr. Kohnen has a diverse business background including experience with planning and executing management strategies for turnaround companies. From 1998 to 2006 he was Managing Partner of Kohnen Realty Co., a real estate and stock investment company that he co-founded, where he was responsible for all aspects of the business including the coordination of all legal, accounting and buyout issues. Currently, Mr. Kohnen serves as a Managing Board Member of Teller's of Hyde Park, Ltd., a privately held restaurant located in Cincinnati, Ohio. Mr. Kohnen also serves on the Boards of two non-profit organizations and earned a Bachelor of Science degree in General Business from Miami University in Oxford, Ohio. Mr. Kohnen is 43 years old.

Tristan R. Pico

Tristan Pico has been a director of the Company since March 2006. Mr. Pico served as the Company's Chief Executive Officer from March 28, 2009 until December 16, 2010. Since 1994, Tristan R. Pico has been a partner of Pico & Associates, a tort litigation firm specializing in construction litigation and product liability. Since 1994, Mr. Pico has also served as a pro bono mediator and arbitrator at the Los Angeles Superior Court. Mr. Pico is a member of the

Consumer Attorneys Association of Los Angeles and of the Consumer Attorneys Association of California. Mr. Pico holds a Bachelor of Arts degree from Brigham Young University and a Juris Doctor degree from the University of Southern California's Gould School of Law.

Involvement in Certain Legal Proceedings

Except as set forth below, during the past ten years none of the following events have occurred with respect to any of our directors or executive officers or any of the persons nominated by our board to become a director of the Company.

1. A petition under the Federal bankruptcy laws or any state insolvency law was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing;

2. Such person was convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

3. Such person was the subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from, or otherwise limiting, the following activities:

i. Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;

ii. Engaging in any type of business practice; or

iii. Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;

4. Such person was the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph (3)(i) above, or to be associated with persons engaged in any such activity;

5. Such person was found by a court of competent jurisdiction in a civil action or by the Commission to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;

6. Such person was found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;

7. Such person was the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

i. Any Federal or State securities or commodities law or regulation; or

ii. Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease- and-desist order, or removal or prohibition order; or

iii. Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

8. Such person was the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Reorganization of Officers and Directors

On October 19, 2010 the Company held a Shareholders Meeting (the Meeting). At the Meeting, the shareholders (1) elected all seven of the Company's director nominees.

The following is a tabulation of the votes for each individual director nominee.

| Director | For | Against | Abstain | Withheld | Unvoted |
|----------------------|------------|----------------|----------------|-----------------|----------------|
| Dale Van Voorhis | 31,589,354 | 17 | 552,299 | 8,083 | 150 |
| Jon Laria | 31,989,354 | 17 | 152,299 | 8,083 | 150 |
| James Meikle | 31,589,021 | 17 | 552,299 | 8,416 | 150 |
| Jeff Lococo | 31,819,354 | 17 | 322,299 | 8,083 | 150 |
| Tristan Pico | 29,417,687 | 17 | 152,299 | 2,579,750 | 150 |
| Christopher Eastland | 29,050,687 | 17 | 372,299 | 2,726,750 | 150 |
| Charles Kohnen | 31,989,354 | 17 | 152,299 | 8,083 | 150 |

On December 16, 2010 the Board of Directors terminated Tristan Pico as Chief Executive Officer and Secretary of the Company. Mr. Pico remains a member of the Company's Board of Directors and a member of the Company's Audit Committee.

On January 27, 2011 the Company announced the following actions concerning the Company's executive officers, effective immediately: Dale Van Voorhis was appointed Chief Executive Officer of the Company; James R. Meikle was appointed Chief Operating Officer of the Company and Jeff Lococo was appointed Secretary of the Company.

Audit Committee

Effective April 7, 2009, Chris Eastland, Jeff Lococo and Jim Meikle were appointed to serve as members of the audit committee.

Effective December 7, 2011 Tristan Pico was appointed to serve as a member of the audit committee.

The Audit Committee met once in the twelve-month period ended October 2, 2011.

Compensation Committee

Our Compensation Committee determines matters pertaining to the compensation and expense reporting of certain of our executive officers, and administers our stock option, incentive compensation, and employee stock purchase plans. The Compensation Committee is composed of the following members:

Jeff Lococo

Christopher Eastland

Charles Kohnen

Code of Ethics

We have not adopted a Code of Ethics.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires our officers, directors, and persons who beneficially own more than 10% of our common stock to file reports of securities ownership and changes in such ownership with the Securities and Exchange Commission ("SEC"). Officers, directors and greater than 10% beneficial owners are also required by rules promulgated by the SEC to furnish us with copies of all Section 16(a) forms they file.

Based on the Company's review of the forms it has received on reports filed by Section 16 Persons with the SEC and on the Company's records, the Company believes that during the year ended October 2, 2011, no Section 16 Reports were filed late.

ITEM 11. EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE

The following table sets forth information regarding compensation paid to our principal executive officer, principal financial officer, and our highest paid executive officer, all of whose total annual salary and bonus for the years ended October 2, 2011, December 26, 2010 and December 27, 2009 and exceeded \$100,000.

| Name & Principal Position | Year | Salary | Bonus | Stock Awards | Option Awards | Non-Equity Incentive Plan Compensation | Change in Pension Value and Non-Qualified Deferred | All Other Compensation | Total |
|--|------|-----------|-------|-----------------|------------------|--|--|---------------------------|-----------|
| | | | | | | | Compensation Earnings | | |
| | (1) | (\$) | (\$) | (\$) | (\$) | (\$) | (\$) | (\$) | (\$) |
| James Meikle | 2011 | \$ 90,000 | | | | | | | \$ 90,000 |
| | 2010 | \$120,000 | | \$250 | | | | | \$120,250 |
| President Wild Animal | 2009 | \$120,000 | | \$500 | | | | | \$120,500 |
| Safari, Inc. and Wild Animal Inc., Director of the Company | | | | | | | | | |
| Dale Van Voorhis | 2011 | \$ 66,250 | | | | | | | \$66,250 |
| Chief Operating Officer | 2010 | \$75,000 | | \$250 | | | | | \$75,250 |
| | 2009 | \$53,812 | | \$250 | | | | | \$54,062 |
| Jon Laria | 2011 | \$37,500 | | | | | | | \$37,500 |
| Chief Financial Officer | 2010 | \$50,000 | | \$250 | | | | | \$50,250 |
| | 2009 | \$38,750 | | \$5,250 | | | | | \$44,000 |
| FORMER OFFICERS | 2011 | | | | | | | | |
| | 2010 | \$70,000 | | | | | | | \$70,000 |
| | 2009 | \$61,250 | | \$10,500 | | | | | \$71,750 |
| Tristan Pico CEO (1) | | | | | | | | | |
| Larry Eastland(2) | 2011 | | | | | | | | |
| | 2010 | | | | | | | | |
| President and Chief | 2009 | \$127,503 | | -- | | | | | |
| Richard Jackson (3) | 2011 | | | | | | | | |
| | 2010 | | | | | | | | |
| | 2009 | \$45,000 | | | | | | | |
| Chief Financial Officer | | | | | | | | | |

(1)

Mr. Pico was terminated as the Company's Chief Executive Officer on December 16, 2010. Mr. Pico is still a member of the Company's Board of Directors.

(2)

Mr. Eastland resigned from the Company on March 29, 2009.

(3)

Mr. Jackson resigned from the Company on March 28, 2009.

DIRECTOR COMPENSATION

The following table sets forth with respect to the named director, compensation information inclusive of equity awards and payments made in the year ended October 2, 2011. The table below reflects shares issued to directors in 2010.

| Name | Cash (\$) | Shares/ (\$) | Awards (\$) | Compensation (\$) | Earnings | Compensation (\$) | Total (\$) | Change in Pension Value and Nonqualified Deferred |
|----------------------|--------------|-------------------|----------------|----------------------|----------|----------------------|---------------|---|
| | | | | | | | | |
| Dale Van Voorhis | | 25,000 (\$250) | -- | -- | -- | -- | \$250 | |
| Tristan Pico | | 25,000 (\$250) | -- | -- | -- | | \$250 | |
| Christopher Eastland | -- | 25,000 (\$250) | -- | -- | -- | -- | \$250 | |
| James Meikle | | 25,000 (\$250) | -- | -- | -- | -- | \$250 | |
| Jon Laria | | 25,000 (\$250) | | | | | \$250 | |
| Jeff Lococo | -- | 25,000 (\$250) | -- | -- | -- | -- | \$250 | |
| Charles Kohnen | | 25,000 (\$250) | | | | | \$250 | |

We do not pay directors cash compensation for their service as directors. Our officers and directors elected to forego compensation until such time as we achieved the acquisition and commenced the operation of our first theme park. Upon the closing the acquisition of our first theme park, existing employment contracts for officers and directors were implemented. These agreements, described below, provide for compensation and certain corporate benefits for certain employees and board members.

Each director was awarded an annual grant of 25,000 Shares for their service to the Company.

Employment Agreements

During the second quarter of 2008, the Company entered into employment agreements with four of its officers. Among other things, these agreements provides for base annual salaries aggregating \$415,000 as compensation for the part-time and full time employment of such officers. The respective agreements each have a five-year term. Salaries will be reviewed annually, and health insurance is provided to one officer. Each of the employment agreements also provides for the payment of additional severance compensation to each officer equal to the remaining salary for the balance of the term of his employment agreement following termination if: (i) the agreement is terminated by the Company without cause (as defined therein), or (ii) terminated by the executive following a change in control (as defined therein). These agreements also entitle the officers to participate in stock option plans to be established by the Company. The contracts also provide for a sale/take-over termination bonuses of \$1,050,000 to the four officers.

In connection with his resignation as an officer and director of the Company on March 28, 2009, all bonus provisions under Mr. Eastland's employment agreement became null and void and no bonus had been earned or accrued on the Company's books as of that date.

During the second quarter of 2009, the Board approved separate employment agreements with three officers which provided for annual salaries in the aggregate of \$195,000, as compensation for the part-time employment of the officers retroactive to June 1, 2009 for a five-year term.

Three of four previous employment agreements signed in April 2008 were terminated. The one remaining employment contract from April 2008 is for a full time officer and he receives \$120,000 pursuant to his continuing employment agreement.

Some of the employment agreements provide for additional severance compensation for the term of the contract if: (i) the agreement is terminated by the Company without cause (as defined therein) or (ii) terminated by the executive following a change in control (as defined therein). These agreements also entitle the officers to participate in stock option plans to be set up. The additional severance compensation totals \$615,000.

In addition, two of the officers were awarded signing bonuses in the aggregate of 1,500,000 shares of restricted common stock of the Company.

On December 16, 2010 the Company terminated Tristan Pico as Chief Executive Officer and Secretary of the Company.

The salaries of all officers are reviewed annually.

Stock Option and Award Plan

A Stock Option and Award Plan (the Plan) providing for incentive stock options and performance bonus awards for executives, employees, and directors was approved by our Board of Directors on February 1, 2005, and will be presented to the shareholders for approval. The Plan sets aside five million (5,000,000) shares for award of stock options, including qualified incentive stock options and performance stock bonuses. To date, no grants or awards have been made pursuant to the Plan and the Company did not submit the Plan to the Company's shareholders at the last meeting of shareholders.

ITEM 12. EQUITY COMPENSATION PLAN INFORMATION AND SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth certain information relating to the ownership of common stock by (i) each person known by us to be the beneficial owner of more than five percent of the outstanding shares of our common stock, (ii) each of our directors, (iii) each of our named executive officers, and (iv) all of our executive officers and directors as a group. Unless otherwise indicated, the information relates to these persons, beneficial ownership as of October 2, 2011. Except as may be indicated in the footnotes to the table and subject to applicable community property laws, each person has the sole voting and investment power with respect to the shares owned. Unless otherwise indicated, the address of each beneficial owner is care of Parks! America, Inc., 1300 Oak Grove Road, Pine Mountain, GA 31822, unless otherwise set forth below that person's name.

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| Name of Beneficial Owner | Number of Shares Owned | Percent (2) | Title |
|---|------------------------|-------------|--------------------------------------|
| Tristan Pico | 1,125,000 | 1.4% | Director |
| Dale Van Voorhis | 13,050,000 | 17.7% | CEO and Director |
| Jon Laria | 550,000 | 0.7% | CFO and Director |
| James Meikle | 2,785,000 | 3.7% | Chief Operating Officer and Director |
| Christopher Eastland | 350,000 | 0.3% | Director |
| Jeffrey Lococo | 175,000 | 0.06% | Secretary and Director |
| Charles Kohnen & Angela Kohnen | 13,395,000 | 18.2% | Director |
| Global Public Strategies LTD Central Plaza, Suite 4703 18 Harbour Road Wanchai Hong Kong (1) | 10,020,000 | 13.6% | |
| Larry L. Eastland 12679 Promontory Road Los Angeles, CA 90049 | 139,000 | 0.2% | Former Director and CEO |

(1)

Of the shares reported as held by Global Public Strategies LTD, the Company's transfer agent reports that 5,000,000 shares are actually held by the EDLA Family Limited Partnership (EDLA) with an office at 12679 Promontory Road, Los Angeles, CA 90049, and were not transferred to Global Public Strategies LTD as previously reported by EDLA. Based upon prior filings by EDLA, that entity is controlled by Larry Eastland. Larry Eastland is a former director, president and chief executive officer of the Company and the father of Christopher Eastland, a member of the Board of Directors.

(2)

Based upon 73,606,537 shares of common stock issued and outstanding as of October 2, 2011, assuming except that shares of common stock underlying options or warrants exercisable within 60 days of the date hereof are deemed to be outstanding.

Officers, directors and their controlled entities, as a group, controlled approximately 40% of the outstanding common stock of the Company as of October 2, 2011.

The information as to shares beneficially owned has been individually furnished by our respective directors, named executive officers and other stockholders, or taken from documents filed with the SEC.

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

Except as set forth below, none of the following parties has, since our date of incorporation, had any material interest, direct or indirect, in any transaction with the Company or in any presently proposed transaction that has or will materially affect the Company:

.

Any of our directors or officers;

.

Any person proposed as a nominee for election as a director;

.

Any person who beneficially owns, directly or indirectly, shares carrying more than 10% of the voting rights attached to our outstanding shares of common stock;

.

Any of our promoters; and

.

Any relative or spouse of any of the foregoing persons who has the same house as such person.

On December 21, 2009, Dale Van Voorhis, the Company's Chairman of the Board and Chief Operating Officer purchased 10 million common shares of the Company at a price of \$0.01 per share for total consideration of \$100,000. Independent members of the Board of Directors approved the sale of shares to Mr. Van Voorhis and determined that the price was fair to the Company and reflected the fair market value of the shares at the time. An independent third party also purchased 10 million shares at the same time for the same price. The private placement was exempt from registration under the Securities Act of 1933 pursuant to an exemption afforded by Regulation D promulgated under such Act.

On March 4, 2011 the Company received an unsecured loan (the Loan) in the amount of \$50,000 from Dale Van Voorhis, Chairman and CEO of the Company. The Loan has a term of one (1) year and bears interest at the rate of 6% per annum. The Company used the proceeds of the Loan toward the balloon payment due on the Missouri Mortgage.

Director Independence

Of the members of the Company s board of directors, Chris Eastland and Charles Kohnen are considered to be independent under the listing standards of the Rules of Nasdaq set forth in the Nasdaq Manual.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit Fees

The aggregate fees billed by our independent registered public accounting firm for the audit and quarterly reviews of our financial statements and services that are normally provided by an accountant in connection with statutory and regulatory filings or engagements for the fiscal years ended October 2, 2011 and December 26, 2010, were approximately \$36,200 and \$48,341.

Tax Fees

The aggregate fees billed by our independent registered public accounting firm for professional services rendered for tax compliance, tax advice and tax planning for the fiscal years ended October 2, 2011 and December 26, 2010, were \$0.

All Other Fees

No other fees were billed by our independent registered public accounting firm for the fiscal years ended October 2, 2011 and December 26, 2010.

Audit Committee Pre-Approval Policies and Procedures

The audit committee is required to pre-approve the audit and non-audit services performed by the independent auditor in order to assure that the provision of such services do not impair the auditor's independence.

ITEM 15. EXHIBITS

3.1

Articles of Incorporation of Great American Family Parks, Inc. dated July 17, 2002 (incorporated by reference to the Registration Statement on Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

3.2

Amended Articles of Incorporation of Great American Family Parks, Inc. dated January 26, 2004 (incorporated by reference to the Registration Statement on Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

3.3

Bylaws of Great American Family Parks, Inc. dated January 30, 2004 (incorporated by reference to the Registration Statement on Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

3.4

Great American Family Parks 2005 Stock Option Plan dated February 1, 2005 (incorporated by reference to the Registration Statement on Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

3.5

Amended Bylaws of the Company, as of January 17, 2011.

21.1

Subsidiaries of the Registrant.

23.1

Consent of Silberstein Ungar, PLLC Independent Auditors dated December 28, 2011.

31.1

Certification by Chief Executive Officer, required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act, promulgated pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2

Certification by Chief Financial Officer, required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act, promulgated pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1

Certification by Chief Executive Officer, required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code, promulgated pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2

Certification by Chief Financial Officer, required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code, promulgated pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf as of December 23, 2011 by the undersigned, thereunto duly authorized.

PARKS! AMERICA, INC.

By: /s/ Dale Van Voorhis

Dale Van Voorhis

Chief Executive Officer and Director

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| <u>SIGNATURE</u> | <u>TITLE</u> | <u>DATE</u> |
|---|---|-------------------|
| By: <i>/s/ Dale Van Voorhis</i> Dale Van Voorhis | Chief Executive Officer and Director | December 23, 2011 |
| By: <i>/s/ Christopher Eastland</i> Christopher Eastland | Director | December 23, 2011 |
| By: Jeffrey Lococo | Director | |

By:*/s/ James Meikle*
James Meikle Director December 23, 2011

By:*/s/ Jon Laria*
Jon Laria Chief Financial Officer and Director December 23, 2011

By:*/s/ Charles Kohnen*
Charles Kohnen Director December 23, 2011

By:
Tristan R. Pico Director

ITEM 8

FINANCIAL STATEMENTS

PARKS! AMERICA, INC and SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

October 2, 2011

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PARKS! AMERICA, INC and SUBSIDIARIES

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Silberstein Ungar, PLLC CPAs and Business Advisors

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors

Parks! America, Inc.

Pine Mountain, Georgia

We have audited the accompanying consolidated balance sheets of Parks! America, Inc. and Subsidiaries as of October 2, 2011 and December 26, 2010, and the related consolidated statements of income, changes in stockholders equity, and cash flows for the periods then ended. 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). 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 has determined that it 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 that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Parks! America, Inc. and Subsidiaries as of October 2, 2011 and December 26, 2010 and the results of its operations and cash flows for the periods then ended, in conformity with accounting principles generally accepted in the United States of America.

/s/ Silberstein Ungar, PLLC

Silberstein Ungar, PLLC

Bingham Farms, Michigan

December 22, 2011

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PARKS! AMERICA, INC. and SUBSIDIARIES**CONSOLIDATED BALANCE SHEETS**

As of October 2, 2011 and December 26, 2010

| | October 2, | December 26, |
|---|---------------------|---------------------|
| | 2011 | 2010 |
| ASSETS | | |
| Current Assets | | |
| Cash unrestricted | \$ 41,097 | \$ 9,918 |
| Inventory | 130,415 | 76,802 |
| Accounts Receivable | 20,253 | 0 |
| Prepaid expenses | 31,426 | 103,451 |
| Total Current Assets | 223,191 | 190,171 |
| Property and Equipment, net | 6,353,808 | 6,487,391 |
| Other Assets | | |
| Intangible assets, net | 2,582 | 3,924 |
| Deposits | 8,500 | 8,500 |
| Total Other Assets | 11,082 | 12,424 |
| TOTAL ASSETS | \$ 6,588,081 | \$ 6,689,986 |
| LIABILITIES AND STOCKHOLDERS EQUITY | | |
| Current Liabilities | | |
| Accounts payable | \$ 121,473 | \$ 95,448 |
| Accrued expenses | 193,355 | 71,114 |
| Notes payable lines of credit | 42,000 | 365,262 |
| Notes payable, current portion | 227,102 | 265,251 |
| Total Current Liabilities | 572,127 | 797,075 |
| Long-term Liabilities | | |
| Notes payable , net of current portion | 3,518,799 | 3,677,157 |
| TOTAL LIABILITIES | 4,102,729 | 4,474,232 |
| STOCKHOLDERS EQUITY | | |
| Common stock; 300,000,000 shares authorized, at \$.001 par value; 73,781,537 shares issued and outstanding, respectively | 73,781 | 73,781 |
| Capital in excess of par | 4,791,081 | 4,791,081 |
| Treasury stock | (3,250) | (3,250) |
| Accumulated deficit | (2,376,260) | (2,645,858) |
| TOTAL STOCKHOLDERS EQUITY | 2,485,352 | 2,215,754 |
| TOTAL LIABILITIES AND STOCKHOLDERS EQUITY | \$ 6,588,081 | \$ 6,689,986 |

The accompanying notes are an integral part of these condensed consolidated financial statements.

PARKS! AMERICA, INC. and SUBSIDIARIES**CONSOLIDATED STATEMENTS OF OPERATIONS**

For the Periods Ended October 2, 2011 and December 26, 2010

| | For the nine months ended October 2, 2011 | For the year ended December 26, 2010 |
|--|--|---|
| NET SALES | \$ 2,967,112 | \$ 3,366,391 |
| Sale of animals | 53,142 | 16,727 |
| TOTAL NET REVENUES | 3,020,254 | 3,383,118 |
| OPERATING EXPENSES | | |
| Cost of sales | 385,070 | 500,876 |
| Selling, general and administrative | 1,912,117 | 2,485,146 |
| Depreciation & amortization | 233,423 | 313,858 |
| (Gain) loss on disposal of operating assets | (538) | 21,972 |
| Total Operating Expenses | 2,530,072 | 3,321,852 |
| INCOME FROM OPERATIONS | 490,182 | 61,266 |
| OTHER INCOME (EXPENSES) | | |
| Other income (expense) | 17,720 | 110,829 |
| Interest expense | (238,304) | (330,617) |
| Total Other Income (Expenses) | (220,584) | (219,788) |
| NET INCOME LOSS BEFORE INCOME TAXES | 269,598 | (158,522) |
| PROVISION FOR TAXES | 0 | 0 |
| NET PROFIT (LOSS) | \$ 269,598 | \$ (158,522) |
| WEIGHTED OUTSTANDING SHARES (in 000's) | 73,782 | 73,606 |
| NET INCOME (LOSS) PER SHARE / FULLY DILUTED SHARE | \$ 0.00 | \$ (0.00) |

The accompanying notes are an integral part of these condensed consolidated financial statements.

PARKS! AMERICA, INC. and SUBSIDIARIES**CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS EQUITY**

As of October 2, 2011

| | Common Stock | | Additional | Treasury | Accumulated | Total |
|---|--------------|----------|--------------------|------------|----------------|-------------|
| | Shares | Amount | Paid in Capital | Stock | Deficit | |
| Balance at December 27, 2009 | 73,606,537 | \$73,606 | \$4,789,506 | \$ (3,250) | \$ (2,487,336) | \$2,372,526 |
| Issuance of common stock to directors and officers | 175,000 | \$175 | 1,575 | - | - | 1,750 |
| Net Loss for the Period Ended December 26, 2010 | - | - | - | - | (158,522) | (158,522) |
| Balance at December 26, 2010 | 73,781,537 | \$73,781 | \$4,791,081 | (\$3,250) | (\$2,645,858) | \$2,215,754 |
| Net Income for the Period Ended October 2, 2011 | - | - | - | - | 269,598 | 269,598 |
| Balance at October 2, 2011 | 73,781,537 | \$73,781 | \$4,791,081 | (\$3,250) | (\$2,376,260) | \$2,485,352 |

The accompanying notes are an integral part of these financial statements.

PARKS! AMERICA, INC. and SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Periods Ended October 2, 2011 and December 26, 2010

| | For the nine months ended October 2, 2011 | For the year ended December 26, 2010 |
|---|--|---|
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net income (loss) for the period | \$ 269,598 | \$ (158,522) |
| Adjustments to Reconcile Net Income (Loss) to Net Cash Provided by (Used in) Operating Activities: | | |
| Depreciation expense and amortization | 233,423 | 313,858 |
| (Gain) loss on the disposal of assets | (538) | 21,106 |
| Forgiveness and write-off of accrued expenses | 0 | (96,865) |
| Share-based compensation | 0 | 1,750 |
| Changes in Assets and Liabilities | | |
| (Increase) decrease in prepaid expenses | 72,025 | (30,524) |
| (Increase) decrease in inventory | (53,613) | 21,165 |
| (Increase) in accounts receivable | (20,253) | 0 |
| Increase (decrease) in accrued expenses | 122,241 | 0 |
| Increase (decrease) in accounts payable | 26,025 | (113,792) |
| Net Cash Provided by (Used in) Operating Activities | 648,908 | (41,824) |
| Cash Flows from Investing Activities: | | |
| Acquisition of property and equipment | (98,498) | (82,915) |
| Proceeds from asset sales | 538 | 9,544 |
| Decrease in restricted cash | 0 | 38,841 |
| Net Cash Used In Investing Activities | (97,960) | (34,530) |
| Cash Flows from Financing Activities: | | |
| Proceeds (payments) on lines of credit | (323,262) | 32,262 |
| Payments on note payable | (196,507) | (185,959) |
| Net Cash Used in Financing Activities | (519,769) | (153,697) |
| Net Increase (Decrease) in Cash | 31,179 | (230,051) |
| Cash at beginning of period | 9,918 | 239,969 |
| Cash at end of period | \$ 41,097 | \$ 9,918 |
| Supplemental Cash Flow Information: | | |
| Cash paid for interest | \$ 229,706 | \$ 337,692 |
| Cash paid for income taxes | \$ 0 | \$ 0 |

The accompanying notes are an integral part of these condensed consolidated financial statements.

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PARKS! AMERICA, INC. and SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

October 2, 2011

1. ORGANIZATION

Parks! America (Parks! or the Company) was originally incorporated on July 30, 1954 as Painted Desert Uranium & Oil Co., Inc. in Washington State. On October 1, 2002, Painted Desert Uranium & Oil Co., Inc. changed its name to Royal Pacific Resources, Inc. and its corporate domicile to the State of Nevada.

On December 19, 2003, Royal Pacific Resources, Inc. acquired the assets of Great Western Parks LLC, including the Crossroads Convenience Center LLC., pursuant to a Share Exchange Agreement that resulted in our assuming control and changing the corporate name to Great American Family Parks, Inc. The acquisition was accounted for as a reverse acquisition in which Great Western Parks was considered to be the acquirer of Royal Pacific Resources for reporting purposes. Our common stock outstanding increased from 2,533,000 to 29,600,000 as a result of the acquisition. On June 11, 2008 the Company changed its name from Great American Family Parks, Inc. to Parks! America, Inc.

The Company owns and operates through wholly-owned subsidiaries two regional theme parks and is in the business of acquiring, developing and operating local and regional theme parks and attractions in the United States. Our wholly-owned subsidiaries are Wild Animal, Inc., a Missouri corporation (Wild Animal - Missouri) and Wild Animal Safari, Inc. a Georgia corporation (Wild Animal - Georgia). Wild Animal - Georgia owns and operates the Wild Animal Safari theme park in Pine Mountain, Georgia (the Georgia Park). Wild Animal - Missouri owns and operates the Wild Animal Safari theme park located in Strafford, Missouri (the Missouri Park).

The parks are open year round but experience increased seasonal attendance during the months of April through August.

Important factors that could cause actual results to differ materially from those in the forward-looking statements include regional, national or global political, economic, business, competitive, market and regulatory conditions and include the following: local conditions, events, disturbances and terrorist activities, accidents occurring at our parks, adverse weather conditions, competition with other theme parks and other entertainment alternatives, changes in consumer spending patterns, credit market and general economic conditions; and any future legal proceedings.

On June 13, 2005, the Company acquired the Georgia Park and on March 5, 2008, the Company acquired the Missouri Park.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation: The audited consolidated financial statements included herein have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). The Company believes that the disclosures made are adequate to make the information presented not misleading. The information reflects all adjustments that, in the opinion of management, are necessary for a fair presentation of the financial position and results of operations for the periods set forth herein. All such adjustments are of a normal and recurring nature.

Accounting Method: The Company recognizes income and expenses based on the accrual method of accounting.

Reclassifications: Certain accounts and financial statement captions in the prior periods have been reclassified to conform to the current period financial statements.

Dividend Policy: The Company has not yet adopted a policy regarding payment of dividends.

Basic and Diluted Net Income (loss) Per Share: Basic net income (loss) per share amounts are computed based on the weighted average number of shares actually outstanding. Diluted net income (loss) per share amounts are computed using the weighted average number of common shares and common equivalent shares outstanding as if shares had been issued on the exercise any common share rights unless the exercise becomes anti-dilutive and then only the basic per share amounts are shown in the report.

Basic and diluted net income (loss) per share is computed by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding in each period.

PARKS! AMERICA, INC. and SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

October 2, 2011

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue Recognition: The major source of income is received from theme park admissions. Theme park revenues from admission fees are recognized upon receipt of the cash at the time of our customers' visit to the parks. No theme park ticket sales are made in advance. Short term seasonal passes are sold primarily during the summer seasons and are negligible to our results of operations and are not material. The Company is currently developing a new product line of selling surplus animals created from the natural breeding process that occurs within the parks. All sales will be reported as a separate line item.

Trade Accounts Receivable: The theme parks are a cash business therefore there are typically no receivables on the books of the Company. As of October 2, 2011 the Company had \$20,253 in receivables primarily from the sale of animals in late September following the end of the Company's busy season.

Advertising and Market Development: The Company expenses advertising and marketing costs as incurred.

Income Taxes: The Company utilizes the liability method of accounting for income taxes. Under the liability method deferred tax assets and liabilities are determined based on the differences between financial reporting and the tax basis of the assets and liabilities and are measured using the enacted tax rates and laws in effect at the end of the reporting period, when it is more likely than not, that such tax benefits will not be realized.

Financial and Concentrations Risk: The Company does not have any concentration or related financial credit risks except for. The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits.

Principles of Consolidation: The accompanying consolidated financial statements include the accounts of the Company and its subsidiaries (Wild Animal-Georgia and Wild Animal-Missouri). All material inter-company accounts and transactions have been eliminated in consolidation.

Fiscal Year End: The Company changed its fiscal year-end from December 31 to September 30, and its quarterly close dates to the closest Sunday to the end of each reporting period. For the year 2011, the closest Sunday to September 30 was October 2. This decision was made to align the Company's fiscal periods more closely with the seasonality of its business. The high season typically ends after the Labor Day holiday weekend. The period from October through early March is geared towards maintenance and preparation for the next busy season which typically begins at Spring Break and runs through Labor Day.

Estimates and Assumptions: Management uses estimates and assumptions in preparing financial statements in accordance with accounting principles generally accepted in the United States of America. Those estimates and assumptions affect the reported amounts of the assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from the estimates that were assumed in preparing these financial statements.

Property and Equipment: Property and equipment are stated at cost. Depreciation is computed on the straight line method over the estimated useful lives of the assets, which range from five to thirty nine years. A summary is included below.

| | October 2, | December 26, | Depreciable |
|--|--------------|--------------|--------------|
| | 2011 | 2010 | Lives |
| Land | \$ 2,507,180 | \$ 2,507,180 | none |
| Buildings | 2,924,605 | 2,895,590 | 40 years |
| Facilities and Improvements & Equipment | 674,967 | 673,205 | 5 - 15 years |
| Furniture & Fixtures | 74,333 | 72,572 | 7 years |
| Ground Improvements | 749,149 | 755,244 | 15 years |
| Park animals | 586,859 | 577,050 | 5 - 10 years |
| Rides & entertainment | 22,000 | 22,000 | 7 years |
| Vehicles | 250,696 | 191,965 | 5 years |
| Sub-total | 7,789,789 | 7,694,806 | |
| Accumulated Depreciation | (1,435,981) | (1,207,415) | |
| Total Net Assets | \$ 6,353,808 | \$ 6,487,391 | |

Inventory: Inventory consists of park supplies, and is stated at the lower of cost or market. Cost is determined on the first-in, first-out method. Inventories are reviewed and reconciled annually, because inventory levels turn over rapidly.

PARKS! AMERICA, INC. and SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

October 2, 2011

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Other Intangible assets: Other intangible assets include franchising fees, loan fees, payroll software, and they are reported at cost. Franchising and loan fees are amortized over a period of 60 months and payroll software over a period of 36 months.

Impairment of Long-Lived Assets: The Company reviews its major assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If an asset is considered impaired, then impairment will be recognized in an amount determined by the excess of the carrying amount of the asset over its fair value.

Financial Instruments: The carrying amounts of financial instruments are considered by management to be their estimated fair values due to their short-term maturities. Securities that are publicly traded are valued at their fair market value based as of the balance sheet date presented.

Uncertainties: The accompanying financial statements have been prepared on a going concern basis. The ability of the Company to continue as a going concern during the next twelve months depends on the ability of the Company to generate revenues from operations, to maintain its existing sources of capital and to obtain extensions on existing debt maturities or obtain new sources of financing sufficient to sustain operations. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Stock Based Compensation: Prior to January 1, 2006 the company accounted for stock based compensation under recognition and measurement principles of ASC 718 and as permitted under APB Opinion No. 25, and related interpretations. Effective January 1, 2006 the company adopted ASC 718 using the modified prospective method which recognizes compensation costs on a straight-line basis over the requisite service period of the ASC 718 requires that cash flows resulting from tax deductions in excess of the cumulative compensation cost recognized for options exercised be classified as cash inflows from financing activities and cash outflows from operating activities. The company also applies ASC 718 and EITF No. 96-18 stock based compensation to non-employees. No activity has occurred in relation to stock options during any period presented. The Company awards shares to its Board of Directors for service on the Board. The shares issued to the Board are restricted and are not to be re-sold unless an exemption is available, such as the exemption afforded by Rule 144 promulgated under the Securities Act of 1933, as

amended (the Securities Act). The Company recognizes the expense based on the fair market value at time of the grant. Directors are granted 25,000 shares a year for each year of service in December.

Recent Accounting Pronouncements: In May 2009, the FASB issued ASC 855-10 entitled Subsequent Events . Companies are now required to disclose the date through which subsequent events have been evaluated by management. Public entities (as defined) must conduct the evaluation as of the date the financial statements are issued, and provide disclosure that such date was used for this evaluation. ASC 855-10 provides that financial statements are considered issued when they are widely distributed for general use and reliance in a form and format that complies with GAAP. ASC 855-10 is effective for interim and annual periods ending after June 15, 2009 and must be applied prospectively. The adoption of ASC 855-10 during the quarter ended September 30, 2009 did not have a significant effect on the Company s financial statements as of that date or for the quarter or year-to-date period then ended.

In June 2009, the FASB issued ASC 105-10, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles. ASC 105-10 establishes the Codification as the sole source of authoritative accounting principles recognized by the FASB to be applied by all nongovernmental entities in the preparation of financial statements in conformity with GAAP.

ASC 105-10 was prospectively effective for financial statements issued for fiscal years ending on or after September 15, 2009 and interim periods within those fiscal years. The Codification did not change GAAP, however, it did change the way GAAP is organized and presented.

As a result, these changes impact how companies reference GAAP in their financial statements and in their significant accounting policies. The Company implemented the Codification in this Report by providing references to the Codification topics alongside references to the corresponding standards. With the exception of the pronouncements noted above, no other accounting standards or interpretations issued or recently adopted are expected to have a material impact on the Company s financial position, operations or cash flows.

PARKS! AMERICA, INC. and SUBSIDIARIES**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

October 2, 2011

3. LONG-TERM DEBT

On March 10, 2011, the Company secured refinancing for its Georgia Park from Commercial Bank and Trust, a division of Synovus Bank (the New Loan). The New Loan bears interest at a rate of 6.5% per annum and is payable in monthly payments of \$18,049 based on a fourteen year amortization. It matures on May 10, 2014 and required a loan fee of \$2,500. The mortgage is secured by the Georgia Park land, buildings and improvements and most of the park s assets. The loan is also guaranteed by Parks!

| | October 2, 2011 | December 26, 2010 |
|---|--------------------|-------------------------|
| The Commercial Bank and Trust of Troup County original loan was repaid in monthly installments of \$19,250 based on a twenty year amortization schedule. The interest rate on the original loan was 7.75% for the first five years. The original loan matured on November 17, 2010, but terms continued on a month to month basis until March 2011. The new note requires monthly payments of \$18,048.55 based on a 14 year amortization. The loan has a fixed interest rate of 6.5%, and a balloon payment due in June 2014. The loan is secured by a first priority security agreement and a first priority security deed on the Wild Animal Safari theme park assets. | \$ 1,935,043 | \$ 1,987,853 |

In addition, Wild Animal Safari, Inc. maintains several lines of credit loans from Commercial Bank & Trust Company of Troup County (CB&T) for working capital purposes which total \$600,000. These lines of credit are renewable annually, subject to the satisfactory performance by Wild Animal Safari theme park assets. The lines of credit were drawn down to \$42,000 as of October 2, 2011 and \$365,262 as of December 26, 2010. All advances are recorded as current liabilities.

| | | |
|--|-----------|-----------|
| On March 5, 2008 the Company s wholly owned subsidiary Wild Animal, Inc. issued a note payable to Oak Oak, Inc. in the amount of \$1,750,000 for debt incurred in the purchase of the Wild Animal theme park. The note bears interest at 8% and is payable in 36 monthly installments of \$12,841, and a final balloon payment at the end of the 3 rd year. In March, 2011 Wild Animal, Inc. made an additional one-time lump sum payment of \$50,000 that allowed it to extend the loan for an additional 2 years on the same terms. full. The note is extended and has a final balloon payment due in full on | 1,641,266 | 1,706,816 |
|--|-----------|-----------|

the 60th payment in March 2013.

On March 5, 2008 the Company obtained a loan from Commercial Bank & Trust in the amount of \$500,000 to improve and upgrade facilities of the Wild Animal theme park in Missouri. The bears interest at a rate of 7.25% and is payable in 60 monthly payments of \$9,986.

| | | |
|--|--------------|--------------|
| | 169,591 | 247,739 |
| Total Debt | 3,745,900 | 3,942,408 |
| Less current portion of long-term debt | (227,101) | (265,251) |
| Long-term Debt | \$ 3,518,799 | \$ 3,677,157 |

At October 2, 2011 the scheduled future principal maturities for all notes are as follows:

| | |
|-------------------------|--------------|
| Period Ending 10/2/2011 | |
| 2012 | \$ 227,101 |
| 2013 | 1,774,907 |
| 2014 | 1,743,892 |
| 2015 | 0 |
| 2016 | 0 |
| thereafter | 0 |
| | 3,745,900 |
| Less: current portion | (227,101) |
| Long-term portion | \$ 3,518,799 |

PARKS! AMERICA, INC. and SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

October 2, 2011

4. LINES OF CREDIT

Wild Animal Safari, Inc. maintains several lines of credit loans from Commercial Bank & Trust Company of Troup County (CB&T) for working capital purposes which total \$600,000. These lines of credit (LOCs) are renewable annually, subject to the satisfactory performance by Wild Animal Safari theme park assets. The LOCs were drawn down to \$42,000 and \$365,262 as of October 2, 2011 and December 26, 2010, respectively. All advances are recorded as current liabilities. The LOC interest rates are tied to prime but have a minimum rate of 6% for \$350,000 and 5.5% for the other \$250,000.

5. NOTE PAYABLE RELATED PARTY

On March 4, 2011 the Company received an unsecured loan (the Loan) in the amount of \$50,000 from the Chairman and CEO of the Company. The Loan has a term of one (1) year and bears interest at the rate of 6% per annum. The Company used the proceeds of the Loan toward the balloon payment due on the Missouri Mortgage. The Loan was repaid in full in April 2011.

6. STOCKHOLDERS EQUITY

As policy, capital stock shares issued for service to the Company are valued based on market price on the date of issuance. During 2010, the Company awarded 175,000 shares to seven directors for their service on the Board of Directors at a fair market value of \$0.01 per share or \$1,750. This amount was reported as an expense to operations in 2010.

Officer, directors and their controlled entities own approximately 40% of the outstanding common stock of the Company as of October 2, 2011.

7. SIGNIFICANT TRANSACTIONS WITH RELATED PARTIES

Employment Agreements: During the second quarter of 2009, the Board approved separate employment agreements with three officers which provided for annual salaries in the aggregate of \$195,000, as compensation for the part-time employment of the officers retroactive to June 1, 2009 for a five-year term.

Three of four previous employment agreements signed in April 2008 were terminated. The one remaining employment contract from April 2008 is for a full time officer and he receives \$120,000 pursuant to his continuing employment agreement.

Some of the employment agreements provide for additional severance compensation for the term of the contract if: (i) the agreement is terminated by the Company without cause (as defined therein) or (ii) terminated by the executive following a change in control (as defined therein). These agreements also entitle the officers to participate in stock option plans to be set up. The additional severance compensation totals \$615,000.

On December 16, 2010 the Board of Directors terminated Tristan Pico as Chief Executive Officer and Secretary of the Company. Mr. Pico remains a member of the Company's Board of Directors.

The salaries of all officers are reviewed annually and no changes were made in 2011. On January 27, 2011 the Company announced the following actions concerning the Company's executive officers, effective immediately: Dale Van Voorhis was appointed Chief Executive Officer of the Company; James R. Meikle was appointed Chief Operating Officer of the Company and Jeff Lococo was appointed Secretary of the Company.

On March 4, 2011 the Company received an unsecured loan (the Loan) in the amount of \$50,000 from the Chairman and CEO of the Company. The Loan has a term of one (1) year and bears interest at the rate of 6% per annum. The Company used the proceeds of the Loan toward the balloon payment due on the Missouri Mortgage. In April of 2011, the Loan was repaid in full. See Note 5.

PARKS! AMERICA, INC. and SUBSIDIARIES**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

October 2, 2011

8. INCOME TAXES

For the period ended October 2, 2011, the Company has reported a profit \$269,598 and will utilize a portion of its net operating loss carryforward to offset its tax liability, therefore, we have no tax liability. The net deferred tax asset generated by the loss carry-forward has been fully reserved. The cumulative net operating loss carry-forward is approximately \$4,493,000 at October 2, 2011 and will expire beginning in the year 2026.

The provision for Federal income tax consists of the following at October 2, 2011 and December 26, 2010:

| Federal income tax benefit attributable to: | 2011 | 2010 |
|---|-------------|-------------|
| Current Operations | \$ (91,663) | \$ 53,897 |
| Valuation allowance | 91,663 | (53,897) |
| Net provision for Federal income taxes | \$ 0 | \$ 0 |

The cumulative tax effect at the expected rate of 34% of significant items comprising our net deferred tax amount is as follows:

| Deferred tax asset attributable to: | 2011 | 2010 |
|-------------------------------------|--------------|--------------|
| Net operating loss carryover | \$ 1,527,790 | \$ 1,619,453 |
| Less: valuation allowance | (1,527,790) | (1,619,453) |
| Net deferred tax asset | \$ 0 | \$ 0 |

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards of approximately \$4,493,000 for Federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carry forwards may be limited as to use in future years.

9. COMMITMENTS AND CONTINGENCIES

On May 16, 2011 the U.S. Department of Agriculture's Animal and Plant Health Inspection Service (USDA APHIS) issued a citation to the Company alleging violations of certain USDA APHIS regulations and assessed a penalty in the amount of \$76,857. The Company is defending itself with respect to these allegations and on July 8, 2011 submitted a reply to the USDA APHIS citation containing, among other things, mitigating factors which the Company believes should be considered in determining the amount of the fine. As of October 2, 2011 USDA APHIS has not responded to the Company. The Company has set a reserve of \$76,857 for this potential exposure. The Company also is addressing the compliance issues raised in the citation and is implementing new operational controls to address these issues.

10. BUSINESS SEGMENTS

We manage our operations on an individual location basis. Discrete financial information is maintained for each park and provided to our corporate management for review and as a basis for decision making. The primary performance measures used to allocate resources are park earnings before interest, tax expense, depreciation and amortization and free cash flow.

| | Total | | | |
|---------------------------------|-----------|--------------|-------------|--------------|
| As of October 2, 2011 | | | | October 2, |
| Operations by Subsidiary | Corporate | Georgia | Missouri | 2011 |
| Total Revenue | \$ - | \$ 2,308,094 | \$ 712,160 | \$ 3,020,254 |
| Operating Expenses | (341,430) | (1,474,898) | (713,744) | (2,530,072) |
| Operating Profit (Loss) | (341,430) | 833,196 | (1,584) | 490,182 |
| Interest Expense | (11,906) | (123,024) | (103,374) | (238,304) |
| Other Income (Expense), Net | 372,748 | (363,107) | 8,079 | 17,720 |
| Income (Loss) Before Taxes | \$ 19,412 | 347,065 | \$ (96,879) | \$ 269,598 |

PARKS! AMERICA, INC. and SUBSIDIARIES**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

October 2, 2011

10. BUSINESS SEGMENTS (CONTINUED)

| | Total | | | |
|------------------------------------|--------------|--------------|----------------|---------------|
| As of September 26, 2010 | | | | September 26, |
| Operations by Subsidiary | Corporate | Georgia | Missouri | 2010 |
| Total Net Sales | \$ - | \$ 2,246,290 | \$ 615,422 | \$ 2,861,712 |
| Operating Expenses | (386,251) | (1,413,715) | (668,436) | (2,468,402) |
| Operating Profit (Loss) | (386,251) | 832,575 | (53,014) | 393,310 |
| Interest Expense | (14,602) | (134,771) | (110,348) | (259,721) |
| Other Income (Expense), Net | 407,555 | (395,087) | 288 | 12,756 |
| Income (Loss) Before Taxes | \$ 6,702 | \$ 302,717 | \$ (163,074) | \$ 146,345 |
| As of December 26, 2010 | | | | December 26, |
| Operations by Subsidiary | Corporate | Georgia | Missouri | 2010 |
| Total Revenue | \$ - | \$ 2,671,692 | \$ 711,426 | \$ 3,383,118 |
| Operating Expenses | (643,300) | (1,806,379) | (872,173) | (3,321,852) |
| Operating Profit (Loss) | (643,300) | 865,313 | (160,747) | 61,266 |
| Interest Expense | (21,583) | (168,313) | (140,721) | (330,617) |
| Other Income (Expense), Net | 707,179 | (597,438) | 1,088 | 110,829 |
| Income (Loss) Before Taxes | \$ 42,296 | \$ 99,562 | \$ \$(300,380) | \$ (158,522) |
| | | | | Total |
| As of October 2, 2011 | | | | October 2, |
| Balance Sheet by Subsidiary | Corporate | Georgia | Missouri | 2011 |
| Current Assets | \$ 4,711 | \$ 157,980 | \$ 60,500 | \$ 223,191 |
| Fixed Assets | 0 | 4,241,616 | 2,112,192 | 6,353,808 |
| Intangible asset | 0 | 419 | 2,163 | 2,582 |
| Investments | 4,023,035 | (2,511,240) | (1,511,795) | 0 |
| Other assets | 0 | 3,500 | 5,000 | 8,500 |
| Total Assets | \$ 4,027,746 | \$ 1,892,275 | \$ 668,060 | \$ 6,588,081 |
| Current Liabilities | \$ 172,365 | \$ 335,110 | \$ 76,455 | \$ 583,930 |
| Long term notes | 58,399 | 1,842,778 | 1,617,622 | 3,518,799 |
| Intercompany | 1,079,407 | (1,267,824) | 188,417 | 0 |
| Stockholders Equity | 2,717,575 | 982,211 | (1,214,434) | 2,485,352 |

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Total Liabilities and Stockholders Equity \$ 4,027,746 \$ \$1,892,275 \$ 668,060 \$ 6,588,081

| | | | | Total |
|---|--------------|--------------|-------------|--------------|
| As of December 26, 2010 | | | | December 26, |
| Balance Sheet by Subsidiary | Corporate | Georgia | Missouri | 2010 |
| Current Assets | \$ 32,081 | \$ 124,654 | \$ 33,436 | \$ 190,171 |
| Fixed Assets | 0 | 4,333,022 | 2,154,369 | 6,487,391 |
| Intangible asset | 0 | 664 | 3,260 | 3,924 |
| Investments | 4,023,035 | (2,511,240) | (1,511,795) | 0 |
| Other assets | 0 | 3,500 | 5,000 | 8,500 |
| Total Assets | \$ 4,055,116 | \$ 1,950,600 | \$ 684,270 | \$ 6,689,986 |
| | | | | |
| Current Liabilities | \$ 191,060 | \$ 510,298 | \$ 95,717 | \$ 797,075 |
| Long term notes | 142,414 | 1,899,212 | 1,635,531 | 3,677,157 |
| Intercompany | 1,023,479 | (1,094,056) | 70,577 | 0 |
| Stockholders Equity | 2,698,163 | 635,146 | (1,117,555) | 2,215,754 |
| Total Liabilities and Stockholders Equity | \$ 4,055,116 | \$ 1,950,600 | \$ 684,270 | \$ 6,689,986 |

PARKS! AMERICA, INC. and SUBSIDIARIES**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

October 2, 2011

11. CHANGE IN FISCAL YEAR END

The Company changed its fiscal year-end from December 31 to September 30, and its quarterly close dates to the closest Sunday to the end of each reporting period. For the year 2011, the closest Sunday to September 30 was October 2. This decision was made to align the Company's fiscal periods more closely with the seasonality of its business. The high season typically ends after the Labor Day holiday weekend. The period from October through early March is geared towards maintenance and preparation for the next busy season which typically begins at Spring Break and runs through Labor Day.

Unaudited condensed comparative financial statement information is presented below.

| Condensed Statements of Operations | For 3 months ended | | For 9 months ended | |
|---|--------------------|--------------------------|--------------------|-----------------------|
| | October 2, 2011 | September 26, 2010 | October 2, 2011 | September 26, 2010 |
| NET SALES | \$ 1,293,126 | \$ 1,276,192 | \$ 2,967,112, | \$ 2,856,267 |
| Sale of animals | 28,942 | 0 | 53,142 | 5,445 |
| TOTAL NET REVENUES | 1,322,068 | 1,276,192 | 3,020,254 | 2,861,712 |
| OPERATING EXPENSES | 1,042,326 | 962,948 | 2,530,072 | 2,468,402 |
| INCOME FROM OPERATIONS | 279,742 | 313,244 | 490,182 | 393,310 |
| OTHER INCOME (EXPENSES) | (77,305) | (88,512) | (220,584) | (246,965) |
| NET INCOME LOSS BEFORE INCOME TAXES | 202,437 | 224,732 | 269,598 | 146,345 |
| PROVISION FOR TAXES | 0 | 0 | 0 | 0 |
| NET PROFIT (LOSS) | 202,437 | 224,732 | 269,598 | 146,345 |
| WEIGHTED OUTSTANDING SHARES (in 000's) | \$ 73,782 | \$ 73,606 | \$ 73,782 | \$ 73,606 |
| NET INCOME (LOSS) PER SHARE | \$ 0.00 | \$ 0.00 | \$ 0.00 | \$ 0.00 |

PARKS! AMERICA, INC. and SUBSIDIARIES**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

October 2, 2011

11. CHANGE IN FISCAL YEAR END (CONTINUED)

| | Nine Months | Nine Months |
|--|--------------------|----------------------|
| | Ended | Ended |
| | October 2, | September 26, |
| | 2011 | 2010 |
| Statements of Cash Flows | | |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net income for the period | \$ 269,598 | \$ 146,345 |
| Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities: | | |
| Depreciation expense and amortization | 233,423 | 230,037 |
| (Gain) loss on the disposal of assets | (538) | 11,095 |
| Changes in Assets and Liabilities | | |
| (Increase) decrease in prepaid expenses | 72,025 | (27,212) |
| (Increase) in inventory | (53,613) | (7,635) |
| (Increase) in accounts receivable | (20,253) | 0 |
| Increase (decrease) in accrued expenses | 122,241 | 19,415 |
| Increase (decrease) in accounts payable | 126,025 | (59,785) |
| Net Cash Provided by Operating Activities | 648,908 | 312,260 |
| Cash Flows from Investing Activities: | | |
| Acquisition of property and equipment | (98,498) | (64,572) |
| Proceeds from asset sales | 538 | 9,567 |
| Decrease in restricted cash | 0 | 38,841 |
| Net Cash Used In Investing Activities | (97,960) | (16,164) |
| Cash Flows from Financing Activities: | | |
| Proceeds (payments) on lines of credit | (323,262) | (333,000) |
| Payments on note payable | (196,507) | (139,466) |
| Net Cash Used in Financing Activities | (519,769) | (472,466) |
| Net Increase (Decrease) in Cash | 31,179 | (176,370) |
| Cash at beginning of period | 9,918 | 239,969 |
| Cash at end of period | \$ 41,097 | \$ 63,599 |
| Supplemental Cash Flow Information: | | |
| Cash paid for interest | \$ 229,706 | \$ 259,863 |

| | | | | |
|----------------------------|----|---|----|---|
| Cash paid for income taxes | \$ | 0 | \$ | 0 |
|----------------------------|----|---|----|---|

12. SUBSEQUENT EVENTS

In accordance with ASC 855-10, the Company has analyzed its operations subsequent to October 2, 2011 to December 22, 2011, the date these financial statements were issued, and have determined that it does not have any material subsequent events to disclose in these consolidated financial statements.

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