

GREAT AMERICAN FAMILY PARKS INC  
Form 10KSB  
April 16, 2007

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-KSB**

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

For the fiscal year ended December 31, 2006

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

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

*Commission file number: 000-51254*

**GREAT AMERICAN FAMILY PARKS, INC.**

(Name of small business issuer on its charter)

**NEVADA**

State or other jurisdiction of incorporation or organization

**91-0626756**

(I.R.S. Employer Identification Number)

**3420 Ocean Park Boulevard, Suite 3000**

**Santa Monica CA 90405**

(Address, Including Zip Code of Principal Executive Offices)

**(310) 450-9100**

(Issuer's telephone number)

With copies to:

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61 Broadway

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Tel: (212) 930-9700 Fax: (212) 930-9725

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

NONE

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

NONE

(Title of class)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 S No £

Check if no disclosure of delinquent filers in response to Item 405 of Regulation S-B is contained in this form, and no disclosure will 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-KSB or any amendment to this Form 10-KSB. S

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

State issuer's revenues for its most recent fiscal year: \$9,329,284.

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of a specified date within the past 60 days: Based on the closing sale price on the OTC Bulletin Board on April 12, 2007, the aggregate market value of the registrant's common stock held by non-affiliates was approximately \$1,476,000. For purposes of this computation, all directors and executive officers of the registrant are considered to be affiliates of the registrant. This assumption is not to be deemed an admission by the persons that they are affiliates of the registrant.

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State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 51,886,537 as of April 11, 2007.

Transitional Small Business Disclosure Format (Check one): Yes  No

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## **FORWARD-LOOKING STATEMENTS**

This annual report on Form 10-KSB includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, which we refer to in this annual report as the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, which we refer to in this annual report as the Exchange Act. Forward-looking statements are not statements of historical fact but rather reflect our current expectations, estimates and predictions about future results and events. These statements may use words such as "anticipate," "believe," "estimate," "expect," "intend," "predict," "project" and similar expressions as they relate to us or our management. When we make forward-looking statements, we are basing them on our management's beliefs and assumptions, using information currently available to us. These forward-looking statements are subject to risks, uncertainties and assumptions, including but not limited to, risks, uncertainties and assumptions discussed in this annual report. Factors that can cause or contribute to these differences include those described under the headings "Risk Factors" and "Management Discussion and Analysis and Plan of Operation."

If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may vary materially from what we projected. Any forward-looking statement you read in this annual report reflects our current views with respect to future events and is subject to these and other risks, uncertainties and assumptions relating to our operations, results of operations, growth strategy and liquidity. All subsequent written and oral forward-looking statements attributable to us or individuals acting on our behalf are expressly qualified in their entirety by this paragraph. You should specifically consider the factors identified in this annual report which would cause actual results to differ before making an investment decision. We are under no duty to update any of the forward-looking statements after the date of this annual report or to conform these statements to actual results.

## **PART I**

### **ITEM 1. DESCRIPTION OF BUSINESS**

#### **Overview**

Great American Family Parks is in the business of acquiring, developing and operating local and regional theme parks and attractions in the U.S. and internationally. We plan to build a family of parks primarily through acquisitions of small local regional privately owned existing parks. Our goal is to develop a series of compatible but distinct entertainment and amusement products, including themed amusement parks, associated products, food and beverage, and multimedia offerings. The implementation of this strategy has begun with themed amusement parks and attractions. Our business plan is to acquire existing properties.

Great American Family Parks, Inc. is the parent corporation of the following wholly-owned subsidiaries:

(1) GFAM Management Corporation, an Idaho corporation. GFAM Management Corporation is responsible for overall management of our subsidiary operating company Wild Animal Safari, Inc., and any additional theme parks or other operating units we may acquire. GFAM Management Corporation does not generate any revenues at present;

(2) Wild Animal Safari, Inc., a Georgia corporation that operates and owns the Wild Animal Safari theme park in Pine Mountain, Georgia.

### **Corporate History**

Great American Family Parks, Inc. 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 current management 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.



### **Disposition of Crossroads Convenience Center**

On October 31, 2006, Crossroads Convenience Center LLC ( Crossroads or Seller ), a wholly-owned subsidiary of Great American Family Parks, Inc. ( Great American or the Company ), entered into an asset purchase agreement (the Agreement ) with Idaho Center Chevron, Inc. ( Idaho Center or Buyer ) pursuant to which Idaho Center purchased the business and assets of the convenience center business owned by Crossroads, other than real estate. Such assets consist of the fuel and retail facility located next to The Idaho Center, a regional entertainment complex in the Boise, Idaho metropolitan area, as well as all of the property owned or leased by the Company that is used in connection with the business.

The purchase price for the assets is \$600,000, consisting of \$300,000 in cash and a secured conditional promissory note in the amount of \$300,000 (the Note ). The Note has a term of five years and bears interest at the rate of eight percent per annum. The Note is issued jointly by the Buyer and Richard Swensen and is secured by 300,000 shares of common stock of the Company owned by Mr. Swensen, 270,000 shares of which were delivered at closing and an additional 30,000 shares were delivered within two weeks of closing. Seller may sell the stock at any time to cover the Note.

The Agreement also included an option to purchase the real property owned by Crossroads located at 5950 East Franklin Road in Nampa, Canyon County, Idaho for a purchase price of approximately \$2,400,000. On January 5, 2007, the Company completed the sale of the real property, receiving net proceeds of \$1,348,186.41.

### **Wild Animal Safari Theme Park**

Our Wild Animal Safari Inc. subsidiary owns and operates the Wild Animal Safari theme park, which is located on 200 acres of a 500-acre plot, and includes a drive-through animal viewing area that opened in 1991. It is home to more than 1,800 animals from every continent (except Antarctica.) Most animals roam wild throughout a natural habitat of more than 200 acres; the total area utilized will be increased as further venues are added. In addition to availing themselves of the amenities described below, visitors to Wild Animal Safari are able to observe, photograph, and feed the animals from their own cars as they drive along the more than three miles of paved roads that run throughout the habitat area. Some animals are contained in special fenced areas or pens within natural habitat, and others are located in a more traditional zoo-like atmosphere.

Wild Animal Safari Inc. s revenues are primarily derived from sales of the following items at the Wild Animal Safari Park: (1) admission fees (2) food and beverage and related items; and, (3) gift store and specialty items.

In addition to the animal environments, the theme park contains a gift shop (recently expanded and redesigned), a new restaurant that includes the Noble Roman's Pizza and Tuscano's Italian Subs franchises which were purchased by our Wild Animal Safari, Inc. subsidiary on June 21, 2005, and an ice cream parlor, an arcade, a picnic and group recreation area, lakes, a pavilion and concessions. Our Georgia Wildlife Museum, located next to our petting zoo, features wildlife specimen native to Georgia recreated in natural-like settings. Visitors to the Park have increased every year, and during calendar year 2006 totaled approximately 125,000 people. The pre-existing operating management of Safari has been supplemented by corporate management for the new entities being brought to the enterprise by GFAM. The former principal owner of Pine Mountain Wild Animal Park continues to be available on a consulting basis.

Wild Animal Safari's growth plans are predicated upon: prior operating results; the experience and expertise of GFAM's management team; and, the development of unused acreage surrounding the park. We have developed a master plan for the entire 500 acre property, and are currently in the process of having that plan approved for implementation with local governmental authorities. This master plan will guide the design, financial commitment, and timetable for the development of the entire property.

Additionally, the U.S. Department of Defense Base Realignment and Closure Commission recommendations that were approved by Congress, has resulted in adding a significant number of new families to Fort Benning, Georgia, which is located approximately 30 miles from the Wild Animal Safari Park. Wild Animal Safari is the closest entertainment facility of its kind to Fort Benning, and we are aggressively promoting Wild Animal Safari to the families living at Fort Benning, or who are arriving there as new residents.

Safari's main product is the opportunity to interact with our 1,800 animals from across the globe. However, we also 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 (ostrich eggs, hides and skins) and other children's things.

Safari purchases animals throughout the United States, and only seldom requests a permit to import animals. Auctions and sales of animals across the U.S. occur often, and we participate depending on which animals we believe will enhance our offerings. Most animals are born on the property itself. 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 franchisor company.

### **Noble Roman's Pizza and Tuscano's Italian Subs Franchises**

On June 21, 2005 our Wild Animal Safari, Inc. subsidiary entered into an agreement with Noble Romans, Inc. to purchase franchise rights to own and operate a Noble Roman's Pizza and Tuscano's Italian Subs food franchise operation at our Wild Animal Safari theme park. The two franchise agreements, which are identical except for the franchise name, contain the following significant terms:

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Each Agreement is for a term of five years, with automatic extensions of five years assuming the franchisee is not delinquent in fulfilling the terms of the Agreements at the time of renewal;

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There are no territorial rights;

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All costs and expenses related to construction and implementation are the franchisee's responsibility;

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The initial franchise fee was \$5,000 for each franchise. An additional \$10,000 per franchise was paid for equipment and signage;

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The Franchisor receives 7.0% of gross sales proceeds.

### **Research and Development**

No research and development occurs in our Wild Animal Safari businesses except for normal product testing.

### **Government Regulation**

Our Wild Animal Safari facility operates under various licenses and approvals from government at various levels. Wild Animal Safari has received its own operating license from the USDA. The licenses under which our businesses operate are crucial to our ongoing operations. Should any changes occur in the licensing requirements for either business, this could have an adverse effect on revenues, profits and attendance. There are inspections at Safari, but the nature of the business makes it unlikely for there to be environmental concerns.

### **Wild Animal Safari Business Licenses**

#### 1) U.S. DEPARTMENT OF INTERIOR FISH & WILDLIFE - IMPORT/ EXPORT LICENSE

Renewal Date: May 31, 2006

Notification of Renewal: 1-2 months prior, a renewal form is sent to be updated, signed and returned with \$100 check

Date of Issuance: Not available.

Grounds for Revocation: Smuggling, violation of clearance procedures, proper notification of shipments, etc.

Notes: This license is not crucial for the operation of the business, but would be necessary for importing/exporting animals, skins, horns, etc.

#### 2) United States Department Of Agriculture Class C Exhibitor License

Renewal Date: October 13, 2006

Notification of Renewal: 1-2 months prior, a renewal form is sent to be updated, signed and returned with \$300 check

Approximate Date of Issuance: 1991

Grounds for Revocation: If the Secretary has reason to believe that any person licensed as an exhibitor subject to section 2142 of this title, has violated or is violating any provision of this chapter (54), or any of the rules or regulations or standards promulgated by the Secretary hereunder, he may suspend such person's license temporarily, but not to exceed 21 days, and after notice and opportunity for hearing, may suspend for such additional period as he may specify, or revoke such license, if such violation is determined to have occurred.



3) Georgia Department Of Natural Resources Wildlife Animal License

Renewal Date: March 31, 2006

Notification of Renewal: Mid-January, a renewal form is sent to be updated, signed and returned with \$236 check

Approximate Date of Issuance: 1991

Grounds for Revocation: License is dependent upon current and valid USDA license. Violations are given different amounts of response times based upon the type of violation. Complete Revocation of license can only result from direct permission from the Commissioner of Natural Resources.

4) GEORGIA DEPARTMENT OF NATURAL RESOURCES WILDLIFE EXHIBITION LICENSE

Renewal Date: March 31, 2006

Notification of Renewal: Mid-January

Approximate Date of Issuance: March 1991.

Grounds for Revocation: Liability insurance must be maintained at all times. License is dependent upon current and valid USDA license. Violations are given different amounts of response times based upon the type of violation. Complete Revocation of license can only result from direct permission from the Commissioner of Natural Resources.

5) TROUP COUNTY BUSINESS LICENSE

Renewal Date: 1-1-06 to 2-15-06 (yearly)

Notification of Renewal: Mid-October

Approximate Date of Issuance: 1991.

Grounds for Revocation: Not renewing license and legitimate complaints by neighbors.

6) Georgia Department Of Human Resources Food Serve Permit

Renewal Date: 1-1-06 to 2-15-06 (yearly)

Notification of Renewal: Mid-December

Approximate Date of Issuance: 1991

Grounds for Revocation: A failing food inspection score. Being the source of food related illnesses.

## **Competition**

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 general recreation consumer spending, Callaway Gardens, is located within five miles of our Wild Animal Safari park. Many of the Company's 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 the Company has. In the event that such a competitor expends significant sales and marketing resources in one or several markets the Company 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 the Company's gross margins if the Company is not able to reduce costs commensurate with such price reductions. In addition, the pace of technological change makes it impossible for the Company to predict whether it will face new competitors using different technologies to provide the same or similar products offered or proposed to be offered by the Company. If the Company's competitors were to provide better and more cost effective products, the Company's business initiatives could be materially and adversely affected.

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 our Company will successfully differentiate itself from these entertainment alternatives or that consumers will consider our entertainment offerings to be more appealing than those of our competitors.

## **Employees**

As of April, 2007 Great American Family Parks has approximately 2 full-time employees and 3 part-time employees. Our Wild Animal Safari subsidiary has approximately 15 full-time employees. During Wild Animal Safari's prime attendance season, which runs from March through August, we typically engage up to approximately 20 additional part-time employees. 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 2. DESCRIPTION OF PROPERTY**

Our major real property holding is located in Pine Mountain, Georgia. Wild Animal Safari, Inc. is a 200-acre wild animal park as part of a 500-acre parcel owned by GFAM to be developed in totality. The land has an appraised value of approximately \$3.4 million.

## **ITEM 3. LEGAL PROCEEDINGS**

We are not a party to any pending legal proceedings, other than routine litigation deemed incidental to our business. There are no legal, administrative, arbitral, governmental or other proceedings, actions or governmental investigations of any nature pending or, to the best knowledge of the Company, threatened, against the Company, which could result in a material loss to the Company. The Company is not subject to any order, judgment, injunction, rule or decree that has or could result in a material loss to the Company.

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

None.

## **PART II**

## **ITEM 5. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDERS MATTERS**

Our common stock has been traded on the OTCBB under the symbol "GFAM". 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.



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		High	Low
2007	Second Quarter (as of April 3, 2007)	\$0.09	\$0.075
	First Quarter	\$0.16	\$0.055
2006	Fourth Quarter	\$0.20	\$0.10
	Third Quarter	\$0.35	\$0.17
	Second Quarter	\$0.40	\$0.23
	First Quarter	\$0.75	\$0.26
2005	Fourth Quarter	\$1.07	\$0.38
	Third Quarter	\$1.35	\$0.85
	Second Quarter	\$1.23	\$0.45
	First Quarter	\$1.60	\$1.01

As of April 11, 2007, there were 51,886,537 shares of common stock outstanding.

As of April 11, 2007 there were approximately 3,238 stockholders of record of our common stock. This does not reflect those shares held beneficially or those shares held in "street" name. Royal Pacific Resources, Inc., which is the predecessor of Great American Family Parks, Inc., had in excess of 3,000 shareholders when it acquired the assets of Great Western Parks LLC. in December of 2003 pursuant to a Share Exchange Agreement that resulted in our current management gaining control of Royal Pacific Resources and changing the name to Great American Family Parks, Inc.

As of April, 2007, there were approximately 14,300,000 warrants to purchase our common stock outstanding.

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**

None

## **ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION**

The following discussion should be read in conjunction with our consolidated financial statements for the year ended December 31, 2006 provided in this annual report on Form 10-KSB. 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" of this annual report.

### **Overview**

Great American Family Parks is in the business of acquiring, developing and operating local and regional theme parks and attractions both in the U.S. and internationally. We are in the process of building a family of parks primarily through acquisitions of small local or regional privately owned parks. Our goal is to develop a series of compatible, but distinct entertainment and amusement products including themed amusement parks, associated products, food and beverage, and multimedia offerings. The implementation of this strategy has begun with themed amusement parks and attractions. Our business plan is to acquire existing properties with three criteria in mind:

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Properties that have an operating history and are profitable;

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

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

It also is our belief 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 non-traditional financing options, we intend to carefully monitor shareholder value in conjunction with our pursuit of growth.

Great American Family Parks, Inc. is the parent corporation of the following wholly owned subsidiaries:

(1) GFAM Management Corporation, an Idaho corporation. GFAM Management Corporation is responsible for overall management of all operating entities, which includes our Wild Animal Safari theme park and any additional theme parks we may acquire. GFAM Management Corporation does not generate any revenues separate from the operating units at present;

(2) Wild Animal Safari, Inc., a Georgia corporation that operates and owns the Wild Animal Safari theme park in Pine Mountain, Georgia.

## **RESULTS OF OPERATIONS**

### **YEAR ENDED DECEMBER 31, 2006 COMPARED TO YEAR ENDED DECEMBER 31, 2005**

#### **Revenues**

Revenues increased \$2,351,218 to \$9,329,284 for the year ended December 31, 2006, as compared to revenues of \$6,978,066 for the year ended December 31, 2005. The increase in revenues was attributable to full year of operation and increase admissions of park and ten months operation of the convenience store.

Cost of revenues increased \$1,457,976 to \$7,098,801 for the year ended December 31, 2006, as compared to cost of revenues of \$5,640,825 for the year ended December 31, 2005. The change in cost of revenues is attributable to increased volume and increased sales at convenience store.



Gross margins increased \$893,241 to \$2,230,482 for the year ended December 31, 2006, as compared to \$1,337,441 for the year ended December 31, 2005. The change in gross margins is attributable to profitability of the park and improved margins.

### **Expenses**

General, administrative and selling expenses increased \$1,378,016 to \$3,228,525 for the year ended December 31, 2006, as compared to \$1,850,509 for the year ended December 31, 2005. The change in general, administrative and selling expenses was due to one time bonus to corporate officers and key employees and expanded one time legal fees.

### **Depreciation and Amortization**

Our depreciation and amortization expense increased \$160,749 to \$267,266 for the year ended December 31, 2006, as compared to \$106,517 for the year ended December 31, 2005.

### **Net Income/Loss**

We posted a net profit of \$431,599 and a net loss from operations of \$1,265,309 for the year ended December 31, 2006. The net profit represents an increase of \$1,259,216 as compared to a net loss of \$827,617 for the year ended December 31, 2005. The decrease in net loss and increase in net loss from operations is attributable to the successful sale of the convenience operation and the one time costs outlined above.

### **Liquidity and Capital Resources**

Our total current assets at December 31, 2006 were \$1,482,967, including \$1,335,143 in cash, as compared with \$230,399 in total current assets at December 31, 2005, which included cash of \$63,213. Additionally, we had shareholder equity in the amount of \$3,996,566 at December 31, 2006, as compared to shareholder equity of \$2,508,167 at December 31, 2005. This change was a result of \$1,488,399.

Our cash on hand increased \$1,271,930 to \$1,335,143 as of December 31, 2006, as compared to cash on hand of in the amount of \$63,213 for the year ended December 31, 2005. During the second quarter of 2005, we obtained funding needed to complete the purchase of Wild Animal Safari through a private placement of approximately 11,128,000

shares of our common stock and 11,128,000 warrants resulting in gross proceeds of approximately \$3,338,400. We will require additional debt and/or equity funding in order to pursue our strategy of acquiring additional theme parks, which is our intended business plan. However, we will be able to support our operations over the next 12 months from our revenues even if the funding necessary to complete further potential acquisitions does not materialize.

On June 13, 2005, we completed our acquisition of the assets of Ron Snider & Associates, Inc. also known as Pine Mountain Wild Animal Park, located in Pine Mountain, Georgia. At closing, we paid \$350,000 in cash and a promissory note for \$350,000. The promissory note bears interest at 7.5% per annum and is payable in eighty-three monthly payments of principal and interest of \$5,368. We also entered into a Real Estate Purchase agreement for the underlying land and all buildings, improvements and fixtures of the park for \$4,000,000. We paid \$2,000,000 in cash at closing and issued a promissory note for \$2,000,000. The note bore interest at 7.5% per annum and was payable in eighty-three monthly payments of principal and interest of \$30,676. Both notes were secured by a first priority Security Agreement on the operating assets and a first Security Deed on the real estate. An agreement extension payment of \$50,000 for extension of closing was also paid in addition to 50,000 shares of Company stock.

On November 17, 2005, our wholly owned subsidiary, Wild Animal Safari, Inc., completed the refinancing of the debt we incurred on June 13, 2005 in connection the acquisition of the Wild Animal Safari theme park from Ron Snider & Associates, Inc. and related entities. A new loan in the principal amount of \$2,300,210.09 was obtained from Commercial Bank & Trust Company of Troup County in LaGrange, Georgia. As a result of this refinancing, the promissory notes in the aggregate principal amount of \$2,350,000 that were issued to Ron Snider & Associates, Inc. and its affiliated entities were paid in full and the liens which were held by those entities against the Wild Animal Safari theme park assets were released. The new loan is secured by a first priority security agreement and a first priority security deed on the Wild Animal Safari theme park assets.

In addition, on November 17, 2005, our Wild Animal Safari, Inc. subsidiary obtained a line of credit loan from Commercial Bank & Trust Company of Troup County for working capital purposes in the principal amount of \$200,000.00. This line of credit loan is renewable annually, subject to the satisfactory performance by Wild Animal Safari, Inc. under the terms of the line of credit. It is also secured by a lien on the Wild Animal Safari theme park assets.

We believe that we have sufficient cash, other current assets and operating cash flow to sustain foreseeable organic growth throughout the next fiscal year. Management intends to seek additional needed funds through financings or other avenues such as loans, the sale and issuance of additional debt and/or equity securities, or other financing arrangements for acquisitions and expansions. Any future capital raised by our company is likely to result in substantial dilution to existing stockholders.

Our principal source of income is from cash sales, which are expected to provide sufficient cash flow to service our current debt.

### **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 posited that could have an effect on valuation of assets and liabilities. For example, it is assumed that:

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Revenue and profit growth at Wild Animal Safari subsidiary will continue;

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The infrastructure will accommodate the additional customers;

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

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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.

### **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" SECTION OF THIS REPORT 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 and our financial health will be subject to all the risks inherent in the establishment of a new business enterprise. We have been officially operating under our current business plan of acquiring theme parks since 2003, when we reached a preliminary agreement to purchase Wild Animal Safari. Subsequently in 2003, our current management gained control of Royal Pacific Resources and changed its name to Great American Family Parks. Our purchase of Wild Animal Safari was not completed until June of 2005. 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 at Wild Animal Safari. 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.**

Great American Family Parks 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 us of any additional securities and the exercise of Warrants which might arise under any future fundraising activities undertaken by us would dilute the ownership of existing shareholders and may reduce the price of our common stock.

**A Downturn In Economic Conditions Could Adversely Affect Our Business.**

The theme park industry typically relies upon the expenditure of consumer discretionary income. A significant downturn in the United States or global economy or any other uncertainties regarding future economic prospects could affect consumer-spending habits, which would have a material adverse impact on our operations and financial results. Some of the factors that may have an adverse impact on our theme park operations include an increase in the price of fuel, an increase in the price of admission to our theme park, an increase security costs, and a decrease in the distance families are willing to travel for entertainment.

**A Variety of Factors Beyond Our Control Could Adversely Impact Attendance at Our Venues and Thus Our Operating Results.**

The success of our Wild Animal Safari theme park is dependent upon attracting large numbers of visitors on a continual basis. A variety of actual or projected events could reduce the number of visitors at our venues and harm our operating results, including but not limited to the following:

- Inclement weather and forecasts thereof;
- Natural disasters and forecasts thereof;
- Human or animal borne disease and threats thereof;
- Terrorist attacks and threats thereof;
- Accidents occurring or almost occurring at our venues or at competing venues;
- Actual or attempted security breaches at our venues or at competing venues;
- An economic downturn and projections thereof;
- Fuel price increases and projections thereof;
- Airline ticket price increases and forecasts thereof;
- Disruptions in air travel and threats thereof;
- Competition from numerous theme park and entertainment alternatives.

**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. 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. Great American Family Parks 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 a wild animal park such as Wild Animal Safari.

**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. Wild Animal Safari contains a drive-through, safari style animal park, 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.

Great American Family Parks currently has \$6,000,000 of liability insurance through its Wild Animal Safari, Inc. subsidiary. 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 CEO and other Key Personnel and Consultants.**

Great American Family Parks success is heavily dependent on the continued active participation of our current executive officers listed under Management. 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 Dr. Larry Eastland, our chief executive officer. The loss of Dr.

Eastland's services could have a serious adverse effect on our business, operations, revenues or prospects. We currently maintain key man insurance on Dr. Eastland's life, with a death benefit payout of \$1,000,000 to Great American Family Parks as beneficiary of the policy.

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:**

**The Market Price Of Our Common Stock May Decline Because There Are Warrants That May Be Available For Future Sale And The Sale Of These Shares May Depress The Market Price.**

The market price of our common stock may decline because there are a large number of warrants that may be available for future sale, and the sale of these shares may depress the market price. As of April 11, 2007, we had approximately 51,886,537 shares of common stock issued and outstanding and outstanding warrants to purchase up to 14,300,000 shares of common stock. The warrants represent approximately 28% of our common stock issued and outstanding. All of the shares included in this prospectus may be sold without restriction. The sale of these shares may adversely affect the market price of our common stock.

**Our Directors and Executive Officers Beneficially Own Approximately 29% of Our Common Stock; Their Interests Could Conflict with Yours; Significant Sales of Stock Held by Them Could Have a Negative Effect on Our Stock Price; Stockholders May be Unable to Exercise Control.**

As of April, 2007, our executive officers, directors and affiliated persons beneficially owned approximately 29% of our common stock. As a result, our executive officers, directors and affiliated persons will have significant influence to:

- elect or defeat the election of our directors;
- amend or prevent amendment of our articles of incorporation or bylaws;
- effect or prevent a merger, sale of assets or other corporate transaction; and
- control the outcome of any other matter submitted to the stockholders for vote.

As a result of their ownership and positions, our directors and executive officers collectively are able to significantly influence all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions. In addition, sales of significant amounts of shares held by our directors and executive officers, or the prospect of these sales, could adversely affect the market price of our common stock. Management's stock ownership may discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us, which in turn could reduce our stock price or prevent our stockholders from realizing a premium over our stock price.

**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.**

The Securities and Exchange Commission has adopted Rule 15g-9 which establishes the definition of a "penny stock," for the purposes relevant to us, as any equity security that has a market price of less than \$5.00 per share or with an exercise price of less than \$5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require:

- \* that a broker or dealer approve a person's account for transactions in penny stocks; and
- \* the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person's account for transactions in penny stocks, the broker or dealer must:

- \* obtain financial information and investment experience objectives of the person; and
- \* make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the Commission relating to the penny stock market, which, in highlight form:

- \* sets forth the basis on which the broker or dealer made the suitability determination; and
- \* that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of our common stock and cause a decline in the market value of our stock.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.



**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.

**Future Capital Needs Could Result in Dilution to Investors; Additional Financing Could be Unavailable or Have Unfavorable Terms.**

Our future capital requirements will depend on many factors, including cash flow from operations, progress in our present operations, competing market developments, and our ability to market our products successfully. It may be necessary to raise additional funds through equity or debt financings. Any equity financings could result in dilution to our then-existing stockholders. Sources of debt financing may result in higher interest expense. Any financing, if available, may be on terms unfavorable to us. We anticipate that our existing capital resources will be adequate to satisfy our operating expenses and capital requirements for at least the next 6 months. However, such estimates may prove to be inaccurate.

**ITEM 7. FINANCIAL STATEMENTS**

Our financial statements and related notes are set forth at pages F-1 through F-13.

**INDEX TO FINANCIAL STATEMENTS**

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**MADSEN & ASSOCIATES, CPAs INC.**

**Certified Public Accountants and Business Consultants**

**684 East Vine St. #3**

**Murray, Utah 84107**

**Telephone 801-268-2632**

**Fax 801-262-3978**

Board of Directors

Great American Family Parks, Inc. and Subsidiaries

Eagle, Idaho

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have audited the accompanying consolidated balance sheets of Great American Family Parks, Inc. and Subsidiaries at December 31, 2006, and the related consolidated statement of operations, changes in stockholders' equity, and cash flows for the years ended December 31, 2006 and 2005. 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 audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. 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 audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Great American Family Parks, Inc. and Subsidiaries at December 31, 2006, and the statements of operations, and cash flows for the years ended December 31, 2006 and 2005 in conformity with accounting principles generally

accepted in the United States of America.

April 13, 2007

/s/ Madsen & Associates, CPA s Inc.

Murray, Utah

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**GREAT AMERICAN FAMILY PARKS, INC. and SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS****December 31, 2006****ASSETS****CURRENT ASSETS**

Cash	\$ 1,335,143
Accounts receivable	21,471
Inventory	58,439
Prepaid expenses	67,914
Total Current Assets	1,482,967

**PROPERTY and EQUIPMENT** - net of depreciation 4,693,426

**OTHER ASSETS**

Note receivable	300,000
Deposits	10,683
Franchise and loan fees - net of amortization	30,628
Intercompany advances affiliates	41,600
	382,911
	\$ 6,559,304

**LIABILITIES and STOCKHOLDERS' EQUITY****CURRENT LIABILITIES**

Accounts payable	\$ 128,061
Note payable	30,000
Note payable - affiliate	161,354
Mortgage payable - theme park - current maturities	59,418
Total Current Liabilities	378,833

**LONG TERM LIABILITIES** - net of current maturities

Mortgage payable - theme park	2,183,905
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**STOCKHOLDERS' EQUITY**

Common stock	
300,000,000 shares authorized, at \$.001 par value;	
51,886,537 shares issued and outstanding	51,886
Capital in excess of par value	4,443,510

Retained earnings (deficit)	(498,830)
	3,996,566
	\$ 6,559,304

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

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**GREAT AMERICAN FAMILY PARKS, INC. and SUBSIDIARIES****CONSOLIDATED STATEMENT OF OPERATIONS****For the Years Ended December 31, 2006 and 2005**

	<b>Dec 31, 2006</b>	<b>Dec 31, 2005</b>
<b>SALES</b>	\$ 9,329,283	\$ 6,978,066
<b>COST OF SALES</b>	7,098,801	5,640,825
Gross Profit	2,230,482	1,337,241
<b>OPERATING EXPENSES</b>		
Administrative	3,237,525	1,850,509
Depreciation & amortization	267,266	106,517
	3,504,791	1,957,026
<b>NET LOSS FROM OPERATIONS</b>	(1,274,309)	(619,785)
<b>OTHER INCOME AND EXPENSES</b>		
Sales of assets - net	1,939,484	-
Other income	24,767	20,900
Interest expense	(267,343)	(228,732)
<b>NET PROFIT (LOSS) - before income tax</b>	\$ 422,599	\$ (827,617)

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

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**GREAT AMERICAN FAMILY PARKS, INC. and SUBSIDIARIES****STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY****For the Period January 1, 2004 to December 31, 2006**

	<b>Common Stock Shares</b>	<b>Amount</b>	<b>Capital in Excess of Par Value</b>	<b>Retained Earnings</b>
<b>Balance January 1, 2004</b>	30,200,000	\$ 30,200	\$ (33,619)	\$ 186,594
Issuance of common stock for cash - net of issuance costs - September 2004	1,716,000	1,716	361,867	-
Issuance of common stock for payment of debt - September 2004	1,268,400	1,268	22,762	-
Interest expense on value of contingent debt	-	-	1,477	-
Net operating loss for the year ended December 31, 2004	-	-	-	(280,406)
Adjustment to outstanding stock resulting from change in transfer agents	137	-	-	-
Issuance of common stock for cash at \$.30 - net of issuance costs	11,128,000	11,128	2,841,093	-
Issuance of common stock for services and expenses - at \$.30	634,000	634	189,566	-
Interest expense on value of contingent debt	-	-	1,504	-
Net operating loss for the year				

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ended December 31, 2005	-	-	-	(827,617)
<b>Balance December 31, 2005</b>	44,946,537	44,946	3,384,650	(921,429)
Issuance of common stock for services at \$.15	6,940,000	6,940	1,058,860	-
Net operating profit for the year ended December 31, 2006	-	-	-	422,599
<b>Balance December 31, 2006</b>	51,886,537	\$ 51,886	\$ 4,443,510	\$ (498,830)

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

**GREAT AMERICAN FAMILY PARKS, INC. and SUBSIDIARIES****CONSOLIDATED STATEMENT OF CASH FLOWS****For the Years Ended December 31, 2006 and 2005**

	<b>Dec 31, 2006</b>	<b>Dec 31, 2005</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net profit (loss)	\$ 422,599	\$ (827,617)
Adjustments to reconcile net loss to net cash provided by operating activities		
Depreciation & amortization	267,266	106,517
Issuance of capital stock for services & expenses	1,065,800	190,200
Changes in		
Intercompany advances	(38,403)	68,086
Accounts receivable	(182)	11,949
Inventory	55,334	(49,705)
Prepaid expenses & deposits	(44,515)	17,476
Accounts payable	(333,399)	334,214
Net Change From Operations	1,394,500	(148,880)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Franchise fees	-	(10,000)
Changes in note receivable	(300,000)	-
Sale of land, building and equipment - cost	964,284	-
Purchase equipment	(118,643)	(4,853,167)
	545,641	(4,863,167)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Net proceeds from issuance of capital stock	-	2,852,221
Payments on notes payable and capital lease obligations	(777,072)	(73,692)
Net proceeds from note payable - affiliate	161,354	-
Payments on and proceeds from mortgage payable	(52,493)	2,266,918
	(668,211)	5,045,447

Net Change in Cash	1,271,930	33,400
Cash at Beginning of Period	63,213	29,813
Cash at End of Period	\$ 1,335,143	\$ 63,213

**SUPPLEMENTAL DISCLOSURE OF CASH FLOW  
INFORMATION**

Cash paid for interest	\$ 267,343	\$ 228,732
Issuance of common stock for services & expenses	1,065,800	190,200

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

**GREAT AMERICAN FAMILY PARKS, INC. and SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**December 31, 2006**

**1.**

**ORGANIZATION**

Great American Family Parks, Inc. (GAFP) (formally Royal Pacific Resources, Inc.) is a Nevada corporation formed during 2002 for the purpose of merging with Painted Deseret Uranium and Oil Company, Inc., a Washington corporation, incorporated in 1954, with the merger being completed on July 25, 2002.

On December 23, 2003 GAFP completed the acquisition of all member interests in Crossroads Convenience Center, LLC (CCC) from Great Western Parks LLC by the issuance of 27,067,000 shares of its common capital stock, representing 91.4% of the outstanding stock after the acquisition, which was accounted for as a reverse acquisition, in which Great Western Parks LLC was considered to be the acquirer of Royal Pacific Resources Inc. for reporting purposes. The outstanding stock of GAFP before the acquisition was 2,533,000 and after 29,600,000. The continuing operations of the business are those of CCC including its prior historical financial statements and the operations of GAFP from December 23, 2003. The financial statements show a retroactive restatement of CCC's historical members' equity to reflect the equivalent number of shares of common stock issued in the acquisition.

Crossroads Convenience Center, LLC (CCC) was organized under the laws of the State of Idaho on June 18, 1998. CCC's primary business activity is operating a retail convenience center, which includes a Chevron gasoline station, and a convenience store in Nampa, Idaho. The assets and business activity of CCC was sold in October and November 2006.

On June 13, 2005 the Company acquired the theme park outlined in note 3.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Accounting Methods

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

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 antidilutive and then only the basic per share amounts are shown in the report.

Revenue Recognition

The major source of income is received in the form of cash sales from a convenience center and gas station, and a theme park. Revenue is recognized upon receipt of the cash from the sale of a product or service.

**GREAT AMERICAN FAMILY PARKS, INC. and SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS (Continued)**

**December 31, 2006**

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued**

Advertising and Market Development

The company expenses advertising and market development 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 bases of the assets and liabilities and are measured using the enacted tax rates and laws that will be in effect, when the differences are expected to reverse. An allowance against deferred tax assets is recorded, when it is more likely than not, that such tax benefits will not be realized.

CCC is a limited liability company with all tax attributes passing through to its members. Before the acquisition date of December 23, 2003, the income of CCC passed through to the former members. Accordingly, there is no provision for income taxes in the accompanying financial statements associated with the income of CCC prior to acquisition.

After the acquisition by GAFP the income or loss of CCC passes through to GAFP, the sole member of CCC. On December 31, 2006, the Company and its subsidiaries had a net operating loss available for carry forward of \$687,427. The tax benefit of approximately \$206,000 from the loss carry forward has been fully offset by a valuation reserve because the use of the future tax benefit is doubtful since the Company is unable to project a reliable future net income. The loss carryforward expires beginning in the 2024.

Principles of Consolidation

The accompanying consolidated financial statements includes the accounts of GAFP, (parent) and its subsidiaries CCC, and Wild Animal Safari, Inc. Revenues and expenses of GAFP are included for the period subsequent to December 23, 2003 and includes the accounts of CCC and Wild Animal Safari, Inc. from their inceptions. All material intercompany accounts and transactions have been eliminated.

Financial and Concentrations Risk

The Company does not have any concentration or related financial credit risks except for the accounts receivable and a note receivable, however, the Company considers the accounts to be fully collectable .

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.



**GREAT AMERICAN FAMILY PARKS, INC. and SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS (Continued)**

**December 31, 2006**

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued**

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.

Land	\$	1,762,005
Buildings and improvements		2,365,794
Equipment		416,911
Animals		403,698
Less accumulated depreciation		(254,982)
Net	\$	4,693,426

Inventory

Inventory consists of park supplies, and convenience store items, and are stated at the lower of cost or market. Cost is determined on the first-in, first-out method.

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 to be impaired, the 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.

#### Stock-based Compensation

Prior to October 1, 2006, we accounted for stock-based compensation under the recognition and measurement principles of SFAS No. 123 and as permitted under APB Opinion No. 25, and related interpretations. Effective October 1, 2006, we adopted FAS 123R using the modified prospective method recognizing compensation costs on a straight-line basis over the requisite service period of the award. SFAS No. 123R 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. We also apply SFAS No. 123R and the EITF No 96-18 stock based compensation to non-employees.

#### Other Recent Accounting Pronouncements

The Company does not expect that the adoption of other recent accounting pronouncements will have a material impact on its financial statements.

**GREAT AMERICAN FAMILY PARKS, INC. and SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS (Continued)**

**December 31, 2006**

**3. MORTGAGE PAYABLE - THEME PARK**

On November 8, 2004, the Company entered into an Asset Purchase Agreement with Ron Snider & Associates, Inc. to purchase animals and other park property for a theme park in Pine Mountain Georgia for \$700,000, with an extended closing date of June 13, 2005. At closing the Company paid \$350,000 and a promissory note for the balance. The promissory note includes interest at 7.5% per annum and will be payable in eighty-three monthly installments of principle and interest of \$5,368. The Company also entered into a Real Estate Purchase Agreement with individuals and a partnership for the acquisition of the land underlying the theme park site, including the improvements, buildings, and fixtures for \$4,000,000. The Company paid \$2,000,000 and a promissory note for \$2,000,000 for the balance at closing. The note for the purchase of the real property will bear interest at 7.5% per annum and will be payable in eighty-three monthly installments of principal and interest of \$30,676. Both notes are secured by a first priority Security Agreement on the assets and a first Security Deed on the real estate.

On November 17, 2005 Wild Animal Safari, Inc. (subsidiary) completed the refinancing of the debt incurred on June 13, 2005, above, in the acquisition of the Wild Animal Safari theme park from Ron Snider & Associates, Inc. and related entities. This refinancing was obtained from Commercial Bank & Trust Company of Troup County in LaGrange, Georgia. As a result of this refinancing, Ron Snider & Associates, Inc. and its affiliated entities were paid in full and the liens which were held by those entities against the Wild Animal Safari theme park assets were released. In place of the original seven year financing, which was provided by the Snider entities, there is now a loan due by Wild Animal Safari, Inc. to Commercial Bank & Trust.

This new loan will be repaid in monthly installments based on a twenty year amortization schedule. The interest rate on the new loan is 7.75% for the first five years. The interest rate will be renegotiated at the end of the initial five years of the payment term on November 17, 2010, but as part of the refinancing the bank has agreed to extend the payment term for an additional fifteen years after November 17, 2010, subject to no default. The new loan is secured by a first priority security agreement and a first priority security deed on the Wild Animal Safari theme park assets. The old loan had a monthly payment of \$30,767 and the new loan a monthly payment of \$18,883.

In addition, on November 17, 2005, Wild Animal Safari, Inc. (subsidiary) obtained a line of credit loan from Commercial Bank & Trust Company of Troup County for working capital purposes in the principal amount of \$200,000. This line of credit loan is renewable annually, subject to the satisfactory performance by Wild Animal Safari, Inc. under the terms of the line of credit. It is also secured by a lien on the Wild Animal Safari theme park assets.

At December 31, 2006, the scheduled future principal maturities for the note are as follows:

<u>Year Ending</u>	<u>Amount</u>
<u>December 31</u>	
2007	59,418
2008	64,190
2009	69,345
2010	74,530
2011 thereafter	1,975,840

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**GREAT AMERICAN FAMILY PARKS, INC. and SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS (Continued)**

**December 31, 2006**

**4. CAPITAL STOCK**

On September 27, 2004, the Company issued 2,984,400 private placement common shares for cash, and 2,059,200 warrants under a Purchase Agreements dated June 10, 2004. Each warrant includes the right to purchase an additional common share at \$.30 per share at any time within five years.

During June 2005 the Company completed an offering of 11,128,000 common shares for cash. Included as part of the sale were warrants to purchase 11,128,000 common shares at any time before June 23, 2010 at an exercise price of \$.35.

On the date of this report none of the warrants had been exercised.

During 2005 the Company issued 634,000 common shares for services and expenses at \$.30 per share and during 2006 6,940,000 common shares for services at \$.15 per share.

**5. SIGNIFICANT TRANSACTIONS WITH RELATED PARTIES**

Officer-directors and their controlled entities have acquired 29% of the outstanding common stock of the Company, and during the year ended December 2005 the Company paid \$169,480 in salaries to officers, and during 2006 \$314,300.

During 2006 the Company made a no interest demand loan to an affiliate of \$41,600 and received the proceeds from a 6% line of credit from an affiliate with a balance of \$161,354 on December 31, 2006. Both are scheduled for payoff in 2007.

The affiliation resulted by common officers of the affiliates and the Company.

Employment Agreements

On February 1, 2005, the Company entered into separate employment agreements with four officers which provides for base annual salaries of aggregate payments of \$260,000, as compensation for the part-time employment of the officers until a second theme park is acquired. Each agreement has a base term of three years effective February 1, 2005 and provides for base annual salaries of \$120,000 to Larry Eastland, the president and CEO, \$40,000 to Dale Van Voorhis, the CFO, and \$60,000 to James Meikle, President of the Theme Park. The agreements are renewable for additional period of two years, unless notice is given to the contrary. Upon the acquisition of a second theme park, the salaries will increase to aggregate payments of \$330,000 and provides for base annual salaries of respectively \$170,000, \$60,000, and \$100,000. With the acquisition of additional theme parks, salaries will be reviewed with consideration given to resulting increased work and responsibility. Health insurance is provided in the form of a Blue Cross Plan for two officers and their families.

The president of the Company will receive an annual cash bonus based upon a percentage of our pre-tax income for each fiscal year covered by the employment agreement at a percentage of 2%. No bonus is payable unless the Company earns pre-tax income in excess of \$500,000.

**GREAT AMERICAN FAMILY PARKS, INC. and SUBSIDIARIES****NOTES TO FINANCIAL STATEMENTS (Continued)****December 31, 2006****5. SIGNIFICANT TRANSACTIONS WITH RELATED PARTIES - continued**

Each of the employment agreements also provides for the payment of additional severance compensation, in amounts based on a formula of not less than three times the executive's then current base salary, at any time during the term when either of the following occurs: (i) the agreement is terminated by us without cause (as defined therein), or (ii) terminated by the executive due to a change in control (as defined therein). These agreements also entitle the officers to participate in Stock Option Plans to be set up. Upon hiring additional marketing personnel, we may enter into additional employment agreements, which we anticipate may contain similar terms to our existing employment agreements.

**6. EARNINGS PER SHARE**

Basic earnings per share are computed by dividing earnings available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflect per share amounts that would have resulted if dilutive potential common stock had been converted to common stock. The following reconciles amounts reported in the financial statements.

	Years Ended	
	2006	2005
Numerator		
Net profit (loss)	\$ 422,599	\$ (827,617)
Denominator		
Weighted average number of common shares outstanding (stated in 1,000's)		
Basic	48,386	36,634
Warrants	13,187	13,187
Diluted	61,573	49,821
Net loss per common share		
Basic	\$ .01	\$ (.02)





**GREAT AMERICAN FAMILY PARKS, INC. and SUBSIDIARIES****NOTES TO FINANCIAL STATEMENTS (Continued)****December 31, 2006****7. OPERATING SEGMENT DISCLOSURE**

Included in the following are the condensed operating statements of Great American Family Parks, Inc.(administrative division) and Wild Animal Safari, Inc. for the year ended December 31, 2006 and Crossroads Convenience Center, LLC (CCC) for the ten months ended October 31, 2006.

GAFP is the administrative division that serves CCC and the Wild Animal Safari, Inc.

CCC is a wholly owned subsidiary of the Company, which operates a retail convenience center, including a Chevron gasoline station, and a convenience store in Nampa, Idaho. The assets and the operations were sold in October and November 2006.

Wild Animal Safari, Inc., a wholly owned subsidiary of the Company, operates a wild animal theme park located in Pine Mountain, Georgia. The cost of sales shown for the theme park includes all direct costs, including supplies, park wages, animal food, truck expense, and maintenance.

There were no inter-company operational transactions and no provision for income tax has been provided because a net operating loss carryforward is available to offset any profit.

(Stated in 1,000's)	GAFP	CCC	Theme Park	Adjust- ments	Combined
SALES	\$ -	\$ 7,098	\$ 2,231		\$ 9,329
COST OF SALES	-	6,530	568		7,098

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Gross Profit	-	568	1,663	2,231
<b>EXPENSES</b>				
Administration	1,855	422	962	3,239
Depreciation and amortization	5	97	164	266
	1,860	519	1,126	3,505
NET PROFIT (LOSS) - from operations	(1,860)	49	537	(1,274)
<b>OTHER INCOME (EXPENSES)</b>				
Other income	-	13	12	25
Sale of assets	-	1,926	13	1,939
Interest	(12)	(71)	(184)	(267)
NET PROFIT (LOSS) before income tax	\$ (1,872)	\$ 1,917	\$ 378	\$ 423

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**GREAT AMERICAN FAMILY PARKS, INC. and SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS (Continued)**

**December 31, 2006**

**8. SALE OF ASSETS AND OPERATIONS OF CROSSROADS CONVENIENCE CENTER LLC**

During October and November 2006 the Company sold the assets and operations of Crossroads Convenience Center, LLC (CCC) for cash, payment of Company debt, and an 8% \$300,000 note receivable due in 2011. The note is secured by 300,000 restricted common shares of the Company and can be sold to pay the note at the option of the Company.

The operations of CCC for the ten months ended October 31, 2006 is shown separately under the operating segment disclosure.

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**ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

N/S

**ITEM 8A. CONTROLS AND PROCEDURES**

We maintain disclosure controls and procedures that are designed to ensure that the information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission, and that this information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure. As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on this evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures are effective in timely alerting him to material information required to be included in our periodic reports with the Securities and Exchange Commission.

Disclosure controls and procedures are our controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file under the Exchange Act is accumulated and communicated to our management, including principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

**ITEM 8B. OTHER INFORMATION**

None.

**PART III**

**ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS;  
COMPLIANCE WITH SECTION 16 (A) OF THE EXCHANGE ACT**

Our executive officers and directors are as follows:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Larry L. Eastland	64	President, CEO and Chairman of the Board of Directors
Richard W. Jackson	63	Chief Financial Officer, Director
Jane Klosterman	48	Director
Tristan R. Pico	60	Director
Christopher Eastland	34	Director
Jim Meikle	66	Director
Jeff Lococo	51	Director

**Larry L. Eastland**

Dr. Eastland has been our President, CEO and the Chairman of our Board of Directors since December 23, 2003. Dr. Eastland has engaged in a variety of entrepreneurial pursuits since leaving the White House in 1977, where he served as Staff Assistant to President Gerald Ford. He is a founder of LEA Management Group LLC., a business management and research consulting company, and served as its Managing Director from its inception in 1978 until March 2005. Dr. Eastland was the President of TBAY Holdings, Inc., from January 2002 until December 2004, during which time the company was under contract with the United States Bankruptcy Court for the Southern District of Florida to assist in the sale of assets. Dr. Eastland was a director of Grand Slam Treasures, Inc., an entertainment research and development corporation, from 1995 until 2001. Dr. Eastland received a B.A. in Political Science and International Relations from Brigham Young University in 1967. He received an M.A. and Ph.D. in quantitative behavioral research from the University of Southern California in 1973 and 1976, respectively.

**Jane Klosterman**

Jane Klosterman has been a director of Great American Family Parks since December 23, 2003. She is currently the President-elect for the St. Mark's Home & School Association. Ms. Klosterman was a Senior Executive for the Idaho Association of Commerce & Industry, a nonprofit association comprised of over 450 businesses, from 1988 until 1990. Ms. Klosterman was the Executive Vice President of the California Association of Chambers of Commerce, a 450-member nonprofit professional development organization, from 1985 until 1988. She founded the Idaho Children's Educational Film and Television Foundation in 1993 and has served as its President since its inception. Ms. Klosterman holds a Bachelor of Science degree from the University of Utah, and has completed a Certification Program by the Western Association of Communication and Association Managers through the Institute for Communications Management at San Jose State University.

**Tristan R. Pico**

Tristan R. Pico has been a director of Great American Family Parks since March 2006 and Secretary since October 2006. 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.

**Richard W. Jackson, CPA**

Richard W. Jackson has been the Chief Financial Officer and a Director of Great American Family Parks since March 2006. Mr. Jackson has thirty-eight years of experience in public accounting, including extensive experience in representing clients in tax matter negotiations with the Internal Revenue Service and State Tax Commission. Since November 2004, Mr. Jackson has been a partner of Jackson Coles, PLLC. From January 2002 until November 2004, Mr. Jackson was a partner of Stanton, Jackson & Company. From January 1996 until December 2001, Mr. Jackson was a partner of Presnell Gage. Since 1976, he has taught accounting and other courses for the American Institute of Banking and Idaho Bankers Association. In addition, he authored a course for the American Institute of Certified Public Accountants. Mr. Jackson graduated from the University of Idaho, holding a Bachelor of Science Degree in Business with an accounting major.

**Christopher Eastland**

Christopher Eastland has been a Director of Great American Family Parks, Inc. since May 2006. Christopher Eastland is currently a principal 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.

Christopher Eastland is the son of Larry Eastland, the Company's Chairman, President and Chief Executive Officer.

### **Jim Meikle**

Jim Meikle has been a Director of Great American Family Parks, Inc. since May 2006. He also is President of Wild Animal Safari, Inc., a wholly owned subsidiary of Great American Family Parks. 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.

### **Jeff Lococo**

Jeff Lococo has been a Director of Great American Family Parks, Inc. 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.

### **Audit Committee**

Dale W. Van Voorhis resigned as a director and as Chairman of the Audit Committee in December 2006. The remaining members of our Audit Committee are Jane Klosterman and Christopher Eastland. Jane Klosterman is independent within the meaning of the applicable Nasdaq listing standards and applicable rules and regulations promulgated by the Securities and Exchange Commission.

### **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. Tristan R. Pico is the Chairman of our Compensation Committee. The Compensation Committee is composed of the following members:

Tristan Pico, Chairman

Jeff Lococo

Richard Jackson

### **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.

During the year ended December 31, 2006, our officers, directors, and persons who beneficially own more than 10% of our common stock were not subject to the requirements of Section 16(a) of the Securities Exchange Act of 1934.



## **Consulting Agreements**

On September 1, 2006 we entered into an investor relations agreement with Olde Monarch Media for a term of one year. Pursuant to the agreement, we have agreed to issue 300,000 shares of our common stock to Olde Monarch every three months, for an aggregate of 1,200,000 shares during the term of the agreement.

We have entered into a Consulting Agreement with Ronald E. Snider, which became effective upon closing of the acquisition of the Wild Animal Safari theme park. The Consulting Agreement provides that we will pay Snider the sum of \$300,000 over a term of three years in monthly installments of \$8,333.33, of which \$4,163.33 will be paid in cash and the balance will be paid in our common stock @ \$1.00 per share.

On July 25, 2005, we entered into a public relations consulting agreement with Mark Wachs & Associates. As compensation under the Agreement, Mark Wachs shall receive 7,000 restricted shares of Great American Family Parks common stock per month for six months, plus expenses. This contract was renewed on August 1, 2006 for a six month period. That agreement has not yet been renewed.

## **ITEM 10. EXECUTIVE COMPENSATION**

### **SUMMARY COMPENSATION TABLE**

The following table sets forth the cash compensation (including cash bonuses) paid or accrued and equity awards granted by us for years ended December 31, 2006 and 2005 to our Chief Executive Officer and our most highly compensated officers other than the Chief Executive Officer at December 31, 2006 whose total compensation 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 Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Larry Eastland President and Chief Executive Officer (1)	2006	\$120,000	--	\$804,000 (1)	--	--	--	--	--
	2005	\$60,000	--	--	--	--	--	--	--

(1) Represents 5,025,000 shares of common stock valued at \$0.16 per share.

## OUTSTANDING EQUITY AWARDS

There were no outstanding equity awards requiring tabular disclosure under this item at December 31, 2006.

## 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 end December 31, 2006.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
------	----------------------------------	-------------------	--------------------	---	--	-----------------------------	------------

		\$804,000					
Larry Eastland	--	(4)	--	--	--	--	--
Richard Jackson							
(1)	--	\$4,000 (5)	--	--	--	--	--
Jane Klosterman	--	\$4,000	--	--	--	--	--
Dale Van Voorhis							
(2)	--	\$4,000	--	--	--	--	--
Tristan Pico (1)	--	\$4,000	--	--	--	--	--
Christopher							
Eastland (3)	--	\$4,000	--	--	--	--	--
James Miekle (3)	--	\$4,000	--	--	--	--	--
Jeff Lococo (3)	--	\$4,000	--	--	--	--	--

(1) Mr. Pico and Mr. Jackson were appointed to the board of directors in March, 2006.

(2) Mr. Van Voorhis resigned from the board of directors in December, 2006.

(3) Mr. Christopher Eastland, Mr. Miekle and Mr. Lococo were appointed to the board of directors in May, 2006.

(4) Represents 5,025,000 shares of common stock valued at \$0.16 per share.

(5) Represents 25,000 shares of common stock valued at \$0.16 per share.

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 of our directors has received an annual grant of 25,000 shares of our common stock.

In April 2006, the Board of Directors approved, and the Company issued, 5,000,000 shares of common stock to Larry Eastland, our Chairman, President, and Chief Executive Officer for the following reasons: (i) managing our day to day operations prior to our acquisition of the Wild Animal Safari theme park, during which time Mr. Eastland did not receive a salary, (ii) introducing us to fundraising opportunities, (iii) evaluating potential acquisition candidates, including arranging the acquisition of Wild Animal Safari, and (iii) advancing an aggregate of \$250,000 to the Company to sustain its operations. We believe that these transactions were on terms as favorable as could have been obtained from unaffiliated third parties.

### **Employment Agreements**

On February 1, 2005, we entered into separate employment agreements with Larry Eastland, our President and CEO; with Dale Van Voorhis, who was our CFO at that time and who currently serves as the president of our GFAM Management Corp. subsidiary; with James Meikle, the President of our Wild Animal Safari, Inc. subsidiary; and with Jack Klosterman, our Corporate Secretary and Treasurer. These agreements provide for base annual salaries of \$120,000; \$40,000; \$60,000; and \$40,000 respectively, as compensation for the part-time employment of the aforementioned officers until a second theme park is acquired. Further, each agreement has a base term of three (3) years effective retroactively as of February 1, 2005. The agreements are thereafter renewable for additional periods of two (2) years, unless we give notice to the contrary. Upon our acquisition of a second theme park, said salaries will increase, respectively, to the following amounts: \$170,000; \$60,000; \$100,000; \$60,000. Upon the acquisition of additional theme parks, salaries will be reviewed with consideration given to resulting increased work and responsibility. Mr. Klosterman's employment agreement was mutually terminated on June 12, 2006, and he was paid 250,000 shares of common stock as compensation.

In addition, Dr. Eastland is entitled to receive an annual cash bonus based upon a percentage of our pre-tax income (as defined therein) for each fiscal year covered by the employment agreement at a percentage of 2%. No bonus is payable unless and until the Company earns pre-tax income in excess of \$500,000. Each of the employment agreements also provide for the payment of additional severance compensation, in amounts based on a formula of not less than three (3) times the executive's then current base salary, at any time during the term thereof when either of the following occurs: (i) the agreement is terminated by us without cause (as defined therein), or (ii) terminated by the executive due to a change in control (as defined therein). These agreements also entitle the officers to participate in the Stock Option Plans. Upon hiring additional marketing personnel, we may enter into additional employment agreements, which we anticipate may contain similar terms to our existing employment agreements.

We also entered into separate employment agreements with Jason Hutcherson and Philip Michael Miller in connection with our acquisition of the assets of Ron Snider & Associates, Inc. dba Wild Animal Safari, Inc.

## 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.

## ITEM 11. SECURITIES 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 April 11, 2007. 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 Great American Family Parks, Inc., 3420 Ocean Park Boulevard, Suite 3000, Santa Monica, CA 90405, unless otherwise set forth below that person's name.

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Name of Beneficial Owner	Title of Class	Number of Shares Owned (1)	Percent (2)
EDLA FLP	Common Stock	10,020,000 (3)	19.3%
Larry L. Eastland	Common Stock	10,025,000 (4)	19.3%
Richard Jackson			
JACKSON COLES, PLLC			
Certified Public Accountants			
960 Broadway, Suite 415			
Boise, ID 83706	Common Stock	25,000	*
Jane Klosterman	Common Stock	3,175,000	6.1%
Jeffrey Lococo	Common Stock	25,000	*
Christopher L. Eastland	Common Stock	225,000	*
James Meikle	Common Stock	1,475,000	3%
Tristan Pico	Common Stock	25,000	*
Jay Pitlake			
1878 Edward Lane			
Merrick, NY 11566	Common Stock	3,475,000	6.7%
All Officers and Directors as a Group (8)		14,975,000	29%
* Less than 1%			

(1) Under Rule 13d-3 under the Exchange Act, certain shares may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares outstanding is deemed to include the amount of shares beneficially owned by that person (and only that person) by reason of these acquisition rights. As a result, the percentage of outstanding shares of any person as shown in this table does not necessarily reflect the person's actual ownership with respect to the number of shares of our common stock actually outstanding at April, 2007.

(2) Based upon 51,886,537 shares of common stock issued and outstanding as of April 11, 2007 except that shares of common stock underlying options or warrants exercisable within 60 days of the date hereof are deemed to be outstanding for purposes of calculating the beneficial ownership of securities of the holder of such options or warrants.

(3) Larry Eastland is a general partner of EDLA FLP.

(4) Represents 10,020,000 shares of common stock owned by EDLA FLP, of which Mr. Eastland is the general partner.

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 12. 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 Great American Family Parks or in any presently proposed transaction that has or will materially affect Great American Family Parks:

-

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;

-

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

Since January 1, 2005, Larry Eastland, the Company's Chairman, President and Chief Executive Officer, has loaned approximately \$250,000 to the Company.

Director Independence

Of the members of the Company's board of directors, Jane Klosterman, Tristan R. Pico, Jim Meikle and Jeff Lococo are considered to be independent under the listing standards of the Rules of Nasdaq set forth in the Nasdaq Manual.



**ITEM 13. EXHIBITS**

3.1

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

4.1

Unit Purchase Agreement, 2004 private placement, dated June 10, 2004 (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

4.2

Common Stock Purchase Warrant, 2004 private placement (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

4.3

Registration Rights Agreement, 2004 private placement (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

4.4

Subscription Agreement and Investor Questionnaire, 2005 private placement (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

4.5

Common Stock Purchase Warrant, 2005 private placement (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

4.6

Registration Rights Agreement, 2005 private placement (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

5.1

Consent of Sichenzia Ross Friedman Ference LLP.

10.1

Stock Purchase Agreement between Great Western Parks, LLC and Royal Pacific Resources, Inc. dated December 19, 2003 (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

10.2

Agreement for Purchase of Assets for Wild Animal Safari Park Acquisition dated November 8, 2004 (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

10.3

Real Estate Purchase Agreement for Wild Animal Safari Park Acquisition dated November 8, 2004 (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

10.4

First Amendment to Agreement for Purchase of Assets for Wild Animal Safari Park Acquisition dated February 18, 2005 (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

10.5

First Amendment to Real Estate Purchase Agreement for Wild Animal Safari Park Acquisition dated February 18, 2005 (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

10.6

Second Amendment to Agreement for Purchase of Assets for Wild Animal Safari Park Acquisition dated May 2, 2005 (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

10.7

Second Amendment to Real Estate Purchase Agreement for Wild Animal Safari Park Acquisition dated May 2, 2005 (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

10.8

Third Amendment to Agreement for Purchase of Assets for Wild Animal Safari Park Acquisition dated May 31, 2005 (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

10.9

Third Amendment to Real Estate Purchase Agreement for Wild Animal Safari Park Acquisition dated May 31, 2005 (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

10.10

Fourth Amendment to Agreement for Purchase of Assets for Wild Animal Safari Park Acquisition dated June 13, 2005 (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

10.11

Fourth Amendment to Real Estate Purchase Agreement for Wild Animal Safari Park Acquisition dated June 13, 2005 (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

10.12

Consulting Agreement between Great American Family Parks, Inc. and National Financial Communications Corp. dated November 15, 2004 (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

10.13

Agreement between Great American Family Parks, Inc. and Mark Wachs & Associates dated July 25, 2005 (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

10.14

Consulting Agreement between Great American Family Parks, Inc. and Ron Snider (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

10.15

Employment Agreement between Great American Family Parks, Inc. and Larry Eastland (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

10.16

Employment Agreement between Great American Family Parks, Inc. and James Meikle (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

10.17

Employment Agreement between Great American Family Parks, Inc. and Dale Van Voorhis (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

10.18

Employment Agreement between Great American Family Parks, Inc. and Jack Klosterman (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

10.19

Employment Agreement between Great American Family Parks, Inc. and Jason Hutcherson (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

10.20

Employment Agreement between Great American Family Parks, Inc. and Philip Michael Miller (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on August 4, 2005).

10.21

Asset Purchase Agreement between Cross Convenience Center LLC and Idaho Center Chevron, Inc., effective as of October 31, 2006 (as incorporated by reference to the Form 8-K filed with the Securities & Exchange Commission on November 3, 2006).

16.1

Aronson & Company letter regarding change of accountants. (as incorporated by reference to Form SB-2 filed with the Securities and Exchange Commission on December 6, 2005).

21.1

Subsidiaries of the Registrant

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.

## **ITEM 14. PRINCIPAL ACCOUNTANTS FEES AND SERVICES**

### **AUDIT FEES**

The aggregate fees billed by Madsen & Associates, Inc., Certified Public Accountants for the audit and review of our annual 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 December 31, 2006 and 2005, were approximately \$25,000 and \$25,000, respectively.

### **AUDIT-RELATED FEES**

The aggregate fees billed by Madsen & Associates, Inc., Certified Public Accountants for assurance and related services rendered that are reasonably related to the performance of the audit or review of our financial statements for the fiscal years ended December 31, 2006 and 2005, were approximately \$0 and \$0, respectively.

### **TAX FEES**

The aggregate fees billed by Madsen & Associates, Inc., Certified Public Accountants for professional services rendered for tax compliance, tax advice and tax planning for the fiscal years ended December 31, 2006 and 2005, were approximately \$0 and \$0, respectively.

**ALL OTHER FEES**

No other fees were billed by Madsen & Associates, Inc., Certified Public Accountants for the fiscal years ended December 31, 2006 and 2005.

**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.



**SIGNATURES**

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

**GREAT AMERICAN FAMILY PARKS, INC.**

By: /s/ Larry Eastland

*Larry Eastland*

*President, Chief Executive Officer and*

*Chairman*

*(Principal Executive Officer)*

By: /s/ Richard E. Jackson

*Richard W. Jackson*

*Chief Financial Officer*

*(Principal Financial and Accounting  
Officer)*

KNOWN BY ALL MEN THESE PRESENTS, that each person whose signature appears below constitutes and appoints Larry Eastland his attorney-in-fact and agent with full power of substitution and re-substitution, for him and his name, place and stead, in any and all capacities, to sign any or all amendments to this Form 10-KSB and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute,

may lawfully do or cause to be done by virtue hereof.

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: <u>/s/ Larry L. Eastland</u> Larry L. Eastland	President, Chief Executive Officer and Chairman of the Board of Directors  (Principal Executive Officer)	April 13, 2007
By: <u>/s/ Richard W. Jackson</u> Richard W. Jackson	Chief Financial Officer and Director  (Principal Financial and Accounting Officer)	April 13, 2007
By: _____ Jane Klosterman	Director	
By: <u>/s/ Christopher Eastland</u> Christopher Eastland	Director	April 13, 2007
By: _____ Tristan R. Pico	Director	
By: _____ Jeffrey Lococo	Director	
By: <u>/s/ James Mickle</u> James Mickle	Director	April 13, 2007