PARKS AMERICA, INC
Form 10-Q
May 15, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2009

OR

. 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

Parks! America, Inc.

(Exact Name of small business issuer as specified in its charter)

Nevada	91-0626756
(State or other jurisdiction of	(I.R.S. Employer
incorporation or organization)	Identification No.)

1300 Oak Grove Road

Pine Mountain, GA 31822

(Address of principal executive offices) (Zip Code)

Issuer's telephone Number: (626) 335-4680

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Date File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes **X** . No .

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

Large accelerated filer .	Accelerated filer .	Non-accelerated filer . (do not check if smaller reporting company)	Smaller reporting company **X** .

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

As of May 15, 2009, the issuer had 52,106,537 outstanding shares of Common Stock.

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FORMERLY KNOWN AS GREAT AMERICAN FAMILY PARKS, INC

CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2009

PARKS! AMERICA, INC. and SUBSIDIARIES

FORMERLY KNOWN AS GREAT AMERICAN FAMILY PARKS, INC

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PARKS! AMERICA, INC. and SUBSIDIARIES

FORMERLY KNOWN AS GREAT AMERICAN FAMILY PARKS, INC

CONSOLIDATED BALANCE SHEETS

At March 31, 2009 (Unaudited) and December 31, 2008 (Audited)

	March 31, 2009 (unaudited)	December 31, 2008 (audited)
ASSETS		
Current Assets		
Cash unrestricted	$ 73,594	$ 72,814
Cash restricted	38,630	38,812
Stock (at market value)	0	10,500
Inventory	139,992	133,492
Prepaid expenses	86,140	100,563
Discontinued operations current assets	100,808	876,169
Total Current Assets	439,164	1,232,350
Property and Equipment, net		
(includes discontinued P&E of $0 and $35,135, respectively)	7,028,756	7,128,412
Other Assets		
Intangible assets, net	16,412	18,690
Note receivable, Idaho Chevron	3,000	3,000
Deposits	10,683	10,683
Discontinued operations other assets	0	446,667
Total Other Assets	30,095	479,040
TOTAL ASSETS	$ 7,498,015	$ 8,839,802
LIABILITIES AND STOCKHOLDERS EQUITY		
Current Liabilities		
Accounts payable	$ 227,948	$ 10,114
Accrued expenses	398,205	359,638
Note payable related party	0	201,861
Notes payable lines of credit	393,901	321,000
Current maturities of long term debt	173,906	173,906

Discontinued operations current liabilities	0	801,640
Total Current Liabilities	1,193,960	1,868,159
Long-term Debt		
Long term obligations		
(includes discontinued operations debt of $ 0 and $393,015)	4,109,641	4,541,162
TOTAL LIABILITIES	5,303,601	6,409,321
STOCKHOLDERS EQUITY		
Common stock; 300,000,000 shares authorized, at $.001 par value; 52,106,537 shares issued and outstanding	52,106	52,106
Capital in excess of par	4,460,890	4,460,890
Treasury stock	(250)	(250)
Accumulated deficit	(2,318,332)	(2,082,265)
TOTAL STOCKHOLDERS EQUITY	2,194,414	2,430,481
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$ 7,498,015	$ 8,839,802

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

PARKS! AMERICA, INC. and SUBSIDIARIES

FORMERLY KNOWN AS GREAT AMERICAN FAMILY PARKS, INC

CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

For the Three Months Ended March 31, 2009 and 2008

	March 31, 2009 (unaudited)	March 31, 2008 Restated (unaudited)
NET SALES		
Theme park admissions	$ 431,648	$ 352,362
Corporate & unallocated	6,442	0
Total Net Sales	438,090	352,362
COST OF SALES	86,182	69,785
GROSS PROFIT	351,908	282,577
OPERATING EXPENSES		
Selling, general and administrative	523,770	576,184
Depreciation and amortization	82,465	48,168
Total Operating Expenses	606,235	624,352
LOSS FROM OPERATIONS	(254,327)	(341,775)
OTHER INCOME (EXPENSES)		
Interest income	109	1,456
Rental income	1,400	1,838
Other income	2,924	337
Other (expenses)	(2,661)	(13,985)
Restructuring charges	(72,224)	0
Interest expense	(88,025)	(44,459)
Gain (loss) on sale of assets	176,737	3,047
Total Other Income (Expenses)	18,260	(51,766)
NET LOSS BEFORE INCOME TAXES	(236,067)	(393,541)

PROVISION FOR INCOME TAXES		0		0
LOSS FROM CONTINUING OPERATIONS		(236,067)		(393,541)
INCOME FROM DISCONTINUED OPERATIONS		0		180,492
NET LOSS	$	(236,067)	$	(213,049)
WEIGHTED OUTSTANDING SHARES				
(stated in thousands)		52,106		52,106
NET LOSS PER SHARE	$	(0.00)	$	(0.00)

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

PARKS! AMERICA, INC. and SUBSIDIARIES

FORMERLY KNOWN AS GREAT AMERICAN FAMILY PARKS, INC

CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS EQUITY (UNAUDITED)

As of March 31, 2009

	Common Stock		Additional Paid in	Treasury	Accumulated	
	Shares	Amount	Capital	Stock	Deficit	Total
Balance, December 31, 2005	44,946,537	$ 44,946	$ 3,384,650	$ 0	$ (921,429)	$ 2,508,167
Issuance of common stock for services and expenses at $.15 per share	6,940,000	6,940	1,058,860	-	-	1,065,800
Net Income for the Year Ended December 31, 2006	-	-	-	-	422,599	422,599
Balance, December 31, 2006	51,886,537	51,886	4,443,510	-	(498,830)	3,996,566
Net Loss for the Year Ended December 31, 2007	-	-	-	-	(121,923)	(121,923)
Balance, December 31, 2007	51,886,537	51,886	4,443,510	-	(620,753)	3,874,643
Issuance of common stock to directors and officers	220,000	220	17,380	-	-	17,600
Treasury stock returned				(250)		(250)
Net Loss for the Year Ended	-	-	-	-	(1,461,512)	(1,461,512)

December 31, 2008						
Balance, December 31, 2008	52,106,537	52,106	4,460,890	(250)	(2,082,265)	2,430,481
Net Loss for the Period Ended March 31, 2009	-	-	-	-	(236,067)	(236,067)
Balance, March 31, 2009	52,106,537	$ 52,106	$ 4,460,890	$ (250)	$ (2,318,332)	$ 2,194,414

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

PARKS! AMERICA, INC. and SUBSIDIARIES

FORMERLY KNOWN AS GREAT AMERICAN FAMILY PARKS, INC

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

For the Three Months Ended March 31, 2009 and 2008

	March 31, 2009 (unaudited)	March 31, 2008 Restated (unaudited)
Cash Flows from Operating Activities:		
Net loss for the period	(236,067)	(213,049)
Adjustments to Reconcile Net Loss to Net Cash Used in Operating Activities:		
Depreciation expense & amortization	82,465	48,168
Changes in Assets and Liabilities		
(Increase) decrease in prepaid expenses and taxes	14,423	3,430
(Increase) in inventory	(6,500)	(10,000)
Decrease in ST securities mark to market	10,500	-
Increase in accrued expenses	38,567	70,629
Increase (decrease) in accounts payable	217,834	(11,028)
Net Cash From (Used In) Operating Activities	121,222	(111,850)
Cash Flows from Investing Activities:		
Acquisition of property and equipment	(15,666)	(212,227)
Purchase Wild Animal, Inc.	-	(250,000)
Capitalization of loan fees	-	(6,200)
Decrease in restricted cash	182	-
Net Cash (Used In) Investing Activities	(15,484)	(468,427)
Cash Flows from Financing Activities:		
Forgiven indebtedness notes payable related party	(201,861)	-
Increase in note payable related party	-	53,697
Proceeds from note payable and lines of credit	72,901	347,061
Payments on note payable and lines of credit	(38,506)	(5,000)
Issuance of common stock director fees	-	17,600
Net Cash Provided (Used In) Financing Activities	(167,466)	413,358

Cash Flows From Discontinued Operations	62,508	9,125
Net Increase in Cash	780	(157,794)
Cash at beginning of period	72,814	378,610
Cash at end of period	73,594	220,816
Supplemental Cash Flow Information:		
Cash paid for interest	80,701	198,996
Cash paid for income taxes	-	-

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

PARKS! AMERICA, INC. and SUBSIDIARIES

FORMERLY KNOWN AS GREAT AMERICAN FAMILY PARKS, INC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2009

1.

ORGANIZATION

PARKS! AMERICA, INC. (hereafter Parks! or the Company together with its subsidiaries) is formerly Royal Pacific Resources, Inc a Nevada corporation formed during 2002 for the purpose of merging with Painted Desert Uranium and Oil Company, Inc., a Washington corporation, incorporated in 1954, with the merger being completed on July 25, 2002.

The Company owns and operates two regional theme parks (see note 6 regarding discontinued operations and reconveyance of Park Staffing Services effective January 1, 2009 which is presented as a discontinued operation for financial reporting purposes) all within the United States. The parks are open year round but experience increased seasonal attendance April through August.

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

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

On September 30, 2007, the Company acquired assets from TempServe LLC outlined in note 6.

On March 6, 2008, the Company acquired assets for a Missouri theme park outlined in note 7.

On June 11, 2008, the Company changed its name from Great American Family Parks, Inc. to Parks! America, Inc.

On January 1, 2009, the Company reconveyed Park Staffing Services LLC back to the original owners outlined in note 6 and this business is presented as a discontinued operation.

2.

SIGNIFICANT ACCOUNTING POLICIES

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

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

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

PARKS! AMERICA, INC. and SUBSIDIARIES

FORMERLY KNOWN AS GREAT AMERICAN FAMILY PARKS, INC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

March 31, 2009

2.

SIGNIFICANT ACCOUNTING POLICIES - continued

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

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

Basic and diluted net income (loss) per share is computed by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding in each period. Potentially dilutive shares, consisting of 14,300,000 warrants, are not included in the calculation of diluted loss per share because their effect is anti-dilutive.

Revenue Recognition: The major source of income is received from theme park admissions. Theme park revenues from admission fees are recognized upon receipt of the cash at the time of our customers visit to the parks. No theme park ticket sales are made in advance. Short term seasonal passes are sold primarily during the summer seasons and are negligible to our results of operations and are not material.

Trade Accounts Receivable: The theme parks are a cash business therefore there are no receivables on the books of the Company.

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

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

Financial and Concentrations Risk: The Company does not have any concentration or related financial credit risks except for cash, accounts receivable and notes receivable, however, the Company considers the accounts to be fully collectible at the recorded amounts. The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits.

Principles of Consolidation: The accompanying consolidation financial statements include the accounts of PARKS! AMERICA, INC.. (parent or corporate), and its subsidiaries (Wild Animal Safari, Inc in Georgia and Wild Animal, Inc. in Missouri). Park Staffing Services, LLC is reported as a discontinued operation. Results of operations and cash flows are included for the period subsequent to the acquisition dates and include the accounts of Wild Animal Safari, Inc. and Wild Animal, Inc. All material inter-company accounts and transactions have been eliminated in consolidation.

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.

PARKS! AMERICA, INC. AND SUBSIDIARIES

FORMERLY KNOWN AS GREAT AMERICAN FAMILY PARKS, INC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

March 31, 2009

2.

SIGNIFICANT ACCOUNTING POLICIES continued

Advance from Factor: The Company used a factor for cash flow and receivables administration purposes for its Park Staffing business. The factor is an entity owned by the shareholders of Computer Contract Service, Inc. (CCS), an entity from which, the Company acquired the assets of TempServ (See Note 6). Under the factoring agreement, the factor purchases certain trade accounts receivable and assumes minimal credit risks with respect to such accounts for a factoring charge negotiated as a percentage of the invoice amount assigned. The Company may also obtain advances against the receivables assigned. The Company is contingently liable to the factor for merchandise disputes, customer claims, and the like, on receivables sold to the factor. The factor holds a security interest in certain receivables. Accordingly, the Company has presented its accounts receivables related to the Park Staffing business in the discontinued current assets at net realizable value and presented its borrowings from the factors in its discontinued operations current liability. As of March 31, 009, the Company was responsible for the collection of its receivables which were under $6,000 (net of a reserve for uncollectible accounts of $68,000). There are no amounts owed to the factor at March 31, 2009.

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.

		March 31,		**December 31,**
		2009		**2008**
Land	$	2,505,180	$	2,505,180
Buildings		2,910,037		2,906,466
Facilities and Improvements		696,048		688,720
Furniture & Fixtures		105,933		105,484
Ground Improvements		749,945		749,945
Park animals		584,167		584,168
Rides & entertainment		40,000		40,000
Vehicles		162,091		157,772

Sub-total	7,753,401	7,737,735
Accumulated Depreciation	(724,645)	(644,458)
Total Assets from Continuing Operations	7,028,756	7,093,277
Net Assets from Discontinued Operations	-	35,135
Total Net Assets	$ 7,028,756	$ 7,128,412

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

PARKS! AMERICA, INC. AND SUBSIDIARIES

FORMERLY KNOWN AS GREAT AMERICAN FAMILY PARKS, INC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

March 31, 2009

2.

SIGNIFICANT ACCOUNTING POLICIES continued

Goodwill: Goodwill was initially recorded as the excess of the purchase price over the fair value of the net assets acquired. Goodwill is not amortized. We are required to evaluate goodwill for impairment on at least an annual basis, or sooner if required to do so.

Other Intangible assets: Other intangible assets include franchising fees, loan fees, payroll software, intangibles or continuing contracts and a covenant not to compete are reported at cost. Franchising and loan fees are amortized over a period of 60 months and payroll software over a period of 36 months.

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

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

Stock Based Compensation: Prior to January 1, 2006 the company accounted for stock based compensation under recognition and measurement principles of SFAS No. 123 and as permitted under APB Opinion No. 25, and related interpretations. Effective January 1, 2006 the company adopted FAS 123R using the modified prospective method which recognizes compensation costs on a straight-line basis over the requisite service period of the 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. The company also applies SFAS No. 123R and EITF No. 96-18 stock based compensation to non-employees. No activity has occurred in relation to stock options during the period ended March 31, 2009. Stan Harper returned 5,000,000 stock warrants of the Company as part of the reconveyance of Park Staffing back to him. The Company awards shares to its Board of Directors for service on the Board. The shares issued to the Board are restricted shares under Rule 144. The Company recognizes the expense based on the share price at time of the grant. Directors were granted 25,000 shares for their service in 2008.

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

PARKS! AMERICA, INC. AND SUBSIDIARIES

FORMERLY KNOWN AS GREAT AMERICAN FAMILY PARKS, INC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

March 31, 2009

2.

SIGNIFICANT ACCOUNTING POLICIES continued

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.

In June 2006, the FASB issued Interpretation No. 48 (FIN48), Accounting for Uncertainty in Income Taxes . This interpretation requires companies to determine whether it is more likely than not that a tax position will be sustained upon examination by the appropriate taxing authorities before any part of the benefit can be recorded in the financial statements. FIN 48 provides guidance on de-recognition, classification, accounting in interim periods and disclosure requirements for tax contingencies. FIN 48 is effective for fiscal years beginning after December 15, 2006. The differences between the amounts recognized in the statements of financial position prior to the adoption of FIN 48 and the amounts reported after adoption will be accounted for as a cumulative-effect adjustment recorded to the beginning balance of retained earnings. The Company adopted FIN48 on January 1, 2007 and has determined that the impact of the adoption of FIN 48 is insignificant to the Company s consolidated financial position, results of operations or cash flows.

In September 2006, the FASB issued Statement No. 157, Fair Value Measurements . SFAS 157 defines fair value, establishes a framework and gives guidance regarding the methods used for measuring fair value, and expands disclosures about fair value measurements. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company is evaluating the impact of this new pronouncement to the Company s financial position and results of operations or cash flows.

In September 2006, the FASB issued Statement No. 158, Employers Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements No. 87, 88, 106, and 132(R) . SFAS 158 requires companies to recognize the overfunded or underfunded status of a defined benefit post-retirement plan as an asset or liability in its balance sheet and to recognize changes in that funded status in the year in which the changes occur through comprehensive income, effective for fiscal years ending after December 15, 2006. SFAS 158 also requires companies to measure the funded status of the plan as of the date of its fiscal year-end, with limited exceptions, effective for fiscal years ending after December 15, 2008. The Company does not expect the adoption of SFAS 158 to have a material impact on the Company s financial position or results of operations, as the Company does not currently have any defined benefit pension or other post-retirement plans.

In September 2006, the Securities and Exchange Commission (SEC) issued Staff Accounting Bulletin No. 108 (SAB 108), Financial Statements - Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements . SAB 108 provides guidance on how prior year misstatements should be taken into consideration when quantifying misstatements in current year financial statements for purposes of determining whether the current year s financial statements are materially misstated. SAB 108 provides that once a current year misstatement has been quantified, the guidance in SAB No. 99, Financial Statements Materiality , should be applied to determine whether the misstatement is material and should result in an adjustment to the financial statements. Under certain circumstances, prior year financial statements will not have to be restated and the effects of initially applying SAB 108 on prior years will be recorded as a cumulative effect adjustment to beginning Retained Earnings on January 1, 2006, with disclosure of the items included in the cumulative effect. The Company has restated its 2007 financial statements for correction of two errors (see note 10).

PARKS! AMERICA, INC. AND SUBSIDIARIES

FORMERLY KNOWN AS GREAT AMERICAN FAMILY PARKS, INC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

March 31, 2009

2.

SIGNIFICANT ACCOUNTING POLICIES continued

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities . The objective of this statement is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. This Statement is expected by the FASB to expand the use of fair value measurement, which is consistent with the FASB s long-term measurement objectives for accounting for financial instruments. The Company has evaluated all of the assets on its balance sheet and made adjustments to reflect their fair market value as of the date of the reported period. Several write downs were recorded to common stock securities and notes receivable to their current fair market value.

In December 2007, the FASB issued SFAS No. 141(R), *Business Combinations*, which changes the accounting for business combinations and their effects on the financial statements. SFAS No. 141(R) will be effective at the beginning of 2009. The adoption of this statement is not expected to have a material impact on our financial condition, results of operations, or cash flows.

In December 2007, the FASB issued SFAS No. 160, *Accounting and Reporting of Noncontrolling Interests in Consolidated Financial Statements, and amendment of ARB No. 51.* SFAS No. 160 requires entities to report non-controlling interests in subsidiaries as equity in their consolidated financial statements. SFAS No. 160 will be effective at the beginning of 2009. The adoption of this statement is not expected to have a material impact on the Company s financial condition, results of operations, or cash flows.

In May 2008, the FASB issued SFAS No. 162, *The Hierarchy of Generally Accepted Accounting Principles*, (SFAS No. 162). SFAS No. 162 sets forth the sources of accounting principles and the framework, or hierarchy, for selecting principles to be used in financial statement preparation. Prior to the issuance of SFAS No. 162, the GAAP hierarchy was defined in the AICPA Statement on Auditing Standards No. 69, *The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles*. SFAS No. 162 will be effective

60 days following the approval by the Securities and Exchange Commission (SEC) of the Public Company Accounting Oversight Board amendments to AU Section 411, *The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles*. The Company is currently evaluating the impact, if any, that the adoption

of SFAS No. 162 will have on its consolidated financial position and results of operations.

3.

NOTES RECEIVABLE OTHER ASSETS

On Oct 31, 2006 the company received a note receivable from Idaho Center Chevron in the amount of $300,000. The note is a five year note with interest accruing at 8% per annum. The note receivable was subsequently valued at security interest value by management . The note was valued at $3,000 on March 31, 2009 and December 31, 2008.

PARKS! AMERICA, INC. AND SUBSIDIARIES

FORMERLY KNOWN AS GREAT AMERICAN FAMILY PARKS, INC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

March 31, 2009

4.

LONG-TERM DEBT

	March 31, 2009	December 31, 2008
The Commercial Bank and Trust of Troup County loan will be repaid in monthly installments based on a twenty year amortization schedule. The interest rate on the 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 loan is secured by a first priority security agreement and a first priority security deed on the Wild Animal Safari theme park assets. The current loan requires a monthly payment of $19,250.	$ 2,116,807	$ 2,128,371
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 theme park assets. The line of credit was drawn down to $195,000 as of March 31, 2009 leaving $5,000 available. All advances are recorded as current liabilities.	-	-
On February 27, 2008, the bank issued a note payable for $22,000 for the purchase of a vehicle with an interest rate of 7.1% per annum. The loan is being amortized over five years.	17,764	18,760
On March 5, 2008 Wild Animal, Inc. (Subsidiary) issued a note payable to Oak Oak, Inc. in the amount of $1,750,000 for debt incurred in the purchase of the Wild Animal theme park. The note required interest at a rate of 8%, 36 monthly payments of $12,841, and a final balloon payment at the end of the 3rd year. Buyer additionally has the right to extend the loan for 2 more years in exchange for $50,000 principle and $20,000 in the Company stock in addition to the monthly payment. On	1,735,380	1,739,145

the 60^{th} payment the balloon is due in full. Buyer will be entitled to a 10% discount of the then balance, if paid in full on or before the 5 year balloon payment. Discount option will be forfeited if not exercised with in the 60 months.

PARKS! AMERICA, INC. AND SUBSIDIARIES

FORMERLY KNOWN AS GREAT AMERICAN FAMILY PARKS, INC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2008

4.

LONG-TERM DEBT - continued

		March 31, 2009		December 31, 2008
On March 5, 2008 Wild Animal, Inc (Subsidiary) obtained a loan from Commercial Bank & Trust in the amount of $500,000 to improve and upgrade facilities of the Wild Animal theme park. The note required interest at a rate of 7.25% and 60 monthly payments of $9,986. In addition a line of credit was extended for $250,000 until March 7, 2010 on a variable rate with the initial rate being 6%. At March 31, 2009, the line was drawn down to $198,901 leaving $51,099 available.		413,596		435,777
		4,283,547		4,322,053
Less current portion of long-term debt		(173,906)		(173,906)
	$	4,109,641	$	4,148,147

At March 31, 2009 the scheduled future principal maturities for all notes are as follows:

Period Ending March 31		Amount
2009	$	173,906
2010		187,567
2011		202,303
2012		218,200
2013		235,200
Thereafter		3,266,371
Total	$	4,283,547

On September 30, 2007, Park Staffing Services, LLC (Subsidiary) issued a note payable to Computer Contract Services, Inc. in the amount of $562,500 for debt incurred in the purchase of the Park Staffing Services temp agency. The note required interest at a rate of 6% and 36 monthly payments of $17,290 beginning January 1, 2008. This loan was reconveyed on January 1, 2009.	$	-	$	393,015

PARKS! AMERICA, INC. AND SUBSIDIARIES

FORMERLY KNOWN AS GREAT AMERICAN FAMILY PARKS, INC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

March 31, 2009

5.

STOCKHOLDERS EQUITY

On September 27, 2004, the Company issued 2,984,400 private placement common shares for cash, and 2,059,200 warrants under a Purchase Agreement dated June 10, 2004. Each warrant includes the right to purchase an additional common share at $0.30 per share at any time within five years. Since the warrants and shares were both equity classified, no separate valuation of the warrants were performed.

During 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 $0.35. The Company had estimated the value of the warrants to be approximately $612,040 at the time of issue. The options were valued using the Black Scholes pricing model. The underlying assumptions used were: Grant date fair value of $0.30, exercise price of $0.35, risk free rate of 4.23%, volatility of 138.53% and term of 5 years. Since the stock price has never exceeded the exercise price of $0.35 and the warrants will expire in 2010, the Company will recognize the value of the consideration at the time as additional goodwill. As of the date of this report none of the warrants had been exercised and no value has been recognized.

In the first three months of 2008, 220,000 shares of stock were issued for directors fees and stock bonuses to two key employees and expensed. These shares were valued based on the market price as of the date of issuance and stock based compensation expense of $17,600 was recognized during the three months ended March 31, 2008. Also during 2008, shares issued to a Stan Harper as a board member were returned as part of the reconveyance agreement of Park Staffing and recorded as treasury stock in the amount of $250.

As policy, capital stock shares issued for services or expenses are valued based on market price on the date of issuance.

6.

SIGNIFICANT TRANSACTIONS WITH RELATED PARTIES

Officer-directors and their controlled entities have acquired 7% of the outstanding common stock of the Company. As of December 31, 2008, the Company had an interest bearing demand loan due to Larry Eastland s wholly owned company, LEA Management Company of $201,861. Park Staffing Services provided LEA Management services during 2008 and have accounts receivable of $62,520 as of December 31, 2008 (see Note 9). At March 31, 2009, all amounts were forgiven by the Company and Larry Eastland and amounts are included in the restructuring charge of $72,224, net.

Employment Agreements: During the second quarter of 2008, the Company entered into separate employment agreements with four officers which provides for base annual salaries of aggregate payments of $415,000, as compensation for the part-time and full time employment of the officers retroactive to January 2008 or April 2008 for a five year term. Salaries will be reviewed annually, and health insurance is provided to one officer.

The President and Chief Executive Officer of the company is eligible to receive a bonus equal to two percent (2%) of the annual gross pre-tax income determined quarterly based on the filing of the 10Q report with the SEC, subject to the provision that said annual gross pre-tax income amounts to at least the sum of Five Hundred Thousand Dollars ($500,000). Said payment was required to occur within thirty (30) days following the filing of the 10Q report. Any overpayment of said bonus shall be deducted from Eastland s salary at a rate not to exceed $10,000 per month. As of this report, no bonus was earned. This contract became null and void with his resignation on March 28, 2009.

PARKS! AMERICA, INC. AND SUBSIDIARIES

FORMERLY KNOWN AS GREAT AMERICAN FAMILY PARKS, INC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

March 31, 2009

6.

SIGNIFICANT TRANSACTIONS WITH RELATED PARTIES (continued)

Each of the employment agreements also provides for the payment of additional severance compensation for the term of the contract: (i) the agreement is terminated by the Company without cause (as defined therein), or (ii) terminated by the executive due to change in control (as defined therein). These agreements also entitle the officers to participate in stock option plans to be set up. The contracts also provide for a sale/take-over termination bonuses of $1,050,000.

During the Company s ownership of Park Staffing Services LLC until June 2008, the son-in-law of Mr. Eastland, Chairman and CEO of Parks America was employed as the managing director of Park Staffing at a salary of $120,000 per year. On June 16, 2008, he was terminated and received severance pay of six months.

7.

DISCONTINUED OPERATIONS AND RECONVEYANCE OF TEMPSERVE ASSETS, NOW RENAMED PARK STAFFING SERVICES, LLC

On September 30, 2007, the Company entered into an Asset Purchase Agreement with Computer Contact Service, Inc. (CCS) to acquire substantially all of the assets of tempSERV (now renamed Park Staffing Services, LLC) (Park Staffing Services), a division of CCS.

Park Staffing Services, which is located in Bakersfield, California, provides temporary industrial, construction, service, and clerical staffing services nationwide. In addition to the more traditional functions job placement, payroll and personnel administration, Park Staffing Services provides screening, testing, counseling and supervision of its placements.

The acquisition was completed on September 30, 2007. Assets acquired by the Company pursuant to the Agreement include: (i) certain fixed assets, equipment, fixtures, leasehold improvements located at tempSERV s office in

Bakersfield, California; (ii) certain intellectual property of tempSERV; (iii) the goodwill of tempSERV; (iv) certain contracts related to the assets acquired by the Company.

The consideration for the assets acquired by the Company was an aggregate of $1,162,500, consisting of $400,000 in cash, a promissory note in the principal amount of $562,500 shall be paid out of the cash flow of Park Staffing Services in 36 equal monthly installments, in the amount of $17,292.41 each, commencing on January 1, 2008, and continuing through December 1, 2010, and a warrant to purchase 5,000,000 shares of common stock at $0.05 per share. The warrant was cancelled and will not be exercised. See note 6.

A note payable to EDLA, LLC, a related party entity controlled by the Chairman and CEO of Parks America, in the amount of $200,000 for the remainder of debt incurred in the purchase of the Park Staffing Services. The note required interest at a rate of 6% and 12 monthly payments of $17,643 beginning March 31, 2008. The entire balance of this loan was paid off during 2008.

PARKS! AMERICA, INC. AND SUBSIDIARIES

FORMERLY KNOWN AS GREAT AMERICAN FAMILY PARKS, INC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

March 31, 2009

7.

ACQUISITION AND RECONVEYANCE OF TEMPSERV ASSETS, NOW RENAMED PARK STAFFING SERVICES, LLC (continued)

The purchase price was allocated as follows:		
Furniture and fixtures	$	50,000
Goodwill		671,000
Continuing contracts		391,500
Covenant not to compete		50,000
Total assets acquired		1,162,500
Total consideration paid consists of:		
Note payable-Computer Contract Service Inc		(562,500)
Note payable-EDLA LLC		(200,000)
Cash for purchase		(400,000)
Total Consideration		(1,162,500)
Cash for purchase		(400,000)
Cash for operations		(25,000)
Prepaid deposit and insurance		(97,683)
Total consideration paid	$	(522,683)

On December 30, 2008, an agreement was executed that reconveyed this segment to CCS, the original owner, effective January 1, 2009, in exchange for $50,000 cash, 5,000,000 warrants of the Company s common stock and the outstanding debt balance owing CCS of $393,015. The Company recorded a Loss on Sale of Discontinued Operations of $616,080 at December 31, 2008 to reflect this purchase price.

The economic downturn at year end caused major clients of Park Staffing to cancel business at year end. Change in regulation of workman s compensation insurance further impaired the viability of the segment. The segment was treated as a discontinued segment of the Company in its financial statements.

8.

ASSET PURCHASE OF LAND AND PROPERTY, NOW NAMED WILD ANIMAL, INC.

On March 6, 2008 the Company entered into an Asset Purchase Agreement with Oak Oak, Inc. to acquire real property and certain assets formally leased and operated by Animal Paradise, LLC for $2 million. (The facilities were renamed Wild Animal, Inc and the subsidiary was incorporated under Missouri law).

Wild Animal, Inc., located in Strafford, Missouri near Springfield, is a ride-through wild animal park similar to the previously acquired Wild Animal Safari theme park in Georgia.

The Company acquired land, land improvements, buildings and structures, equipment, fixtures, and inventory. The animals were acquired subsequent to the purchase. Proforma results of operations have not been presented for the period prior to the transaction as such results were not available.

PARKS! AMERICA, INC. AND SUBSIDIARIES

FORMERLY KNOWN AS GREAT AMERICAN FAMILY PARKS, INC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

March 31, 2009

8.

ASSET PURCHASE OF LAND AND IMPROVEMENTS, NOW RENAMED WILD ANIMAL, INC.

The Missouri assets were purchased with $250,000 cash and a mortgage to the seller for $1,750,000 (see note 3 for terms of the loan).

The purchase price was allocated as follows:

Land	$	727,650
Buildings		418,300
Equipment		121,050
Improvements		733,000
Total assets acquired	$	2,000,000

Since acquiring this theme park in March 2008, the Company has invested more than $450,000 for improvements and equipment to bring it up to our standards of operation. These improvements were financed with additional borrowings discussed in note 3.

9.

BUSINESS SEGMENTS

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

10.

GOING CONCERN

The Company has a negative working capital, has incurred operating losses in its two most recent fiscal years, and its operating activities have required financing from outside institutions and related parties. The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company may continue to need outside financing to support its internal growth.

11.

RESTRUCTURING

Effective March 28, 2009, Larry Eastland resigned as Chairman and Chief Executive Officer to the Board of Directors of the Company. There were no disagreements between Mr. Eastland and the Company which led to his resignation. In connection with his resignation, the Company entered into a mutual release with Mr. Eastland and also agreed to a severance package under which Mr. Eastland shall receive his base salary for a period of six months. The Company and Mr. Eastland agreed to mutually forgive all amounts owed each other for services provided to each other. The Company owed LEA Management, Mr. Eastland s wholly owned company, approximately $200,000 as of the date of the separation agreement and LEA Management owed the Company nearly $63,000 for services provided by its Park Staffing Services subsidiary. See note 6 Significant Transactions With Related Parties.

PARKS! AMERICA, INC. AND SUBSIDIARIES

FORMERLY KNOWN AS GREAT AMERICAN FAMILY PARKS, INC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

March 31, 2009

11.

RESTRUCTURING continued

Effective March 28, 2009, Richard W. Jackson, resigned as a member of the Board of Directors and as the Company s Chief Financial Officer. There was no disagreement or dispute between Mr. Jackson and as the Company s Chief Financial Officer which led to his resignation. In connection with his resignation, the Company entered into a mutual release with Mr. Jackson and also agreed to a severance package under which Mr. Jackson shall continue to receive his base salary for a period of six months.

On March 28, 2009, the Board of Directors of the Company appointed Tristan R. Pico to serve as the Company s Chief Executive Officer. Mr. Pico has served as a member of the Company s Board of Directors since March 2006 and as Secretary since October 2006.

On March 28, 2009, the Board of Directors of the Company appointed Dale Van Voorhis to serve as the Company s Chairman of the Board and Chief Operating Officer, Mr. Van Voorhis was appointed to the Company s Board of Directors on March 13, 2009.

On March 28, 2009, the Company appointed Jon Laria, CPA as Chief Financial Officer.

On March 31, 2009, the Company closed its corporate office in Santa Monica California and is moving its corporate office to its Georgia s theme park location at 1300 Oak Grove Road, Pine Mountain, GA 31822.

The Company recorded a net charge of $72,000 in March 2009 reflecting severance, office lease termination expense, corporate office relocation, and the write off of the Company s accounts receivable and notes payable to LEA Management.

12.

OPERATIONS BY SEGMENT

Period ended March 31, 2009	Theme Parks	Corporate & unallocated	Total Continuing Operations	Park Staffing	Total
Net revenue	$ 438,091	$ -	$ 438,091	$ 0	$ 438,091
Income (Loss) from operations	13,001	(184,862)	(171,861)	0	(171,861)
Income (Loss) before provision for income taxes	(76,554)	(159,513)	(236,067)	0	(236,067)
Period ended March 31,2008					
Net revenue	$ 352,362	$ 0	$ 352,362	$ 2,432,070	$ 2,784,432
Income (Loss) from operations	(128,803)	(212,972)	(341,775)	188,449	(153,326)
Income before provision for income taxes	(251,173)	(142,368)	(393,541)	180,492	(213,049)

Total Assets	March 31, 2009	December 31, 2008
Theme Parks	$ 4,575,015	$ 4,620,741
Corporate and unallocated	2,822,191	3,356,025
Assets from Continuing Operations	7,397,206	7,976,766
Park Staffing Discontinued Operations	100,809	863,036
Total assets	$ 7,498,015	$ 8,839,802

PARKS! AMERICA, INC. and SUBSIDIARIES

FORMERLY KNOWN AS GREAT AMERICAN FAMILY PARKS, INC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

March 31, 2009

13.

CORRECTION OF ERRORS AND RESTATEMENT

The March 31, 2008 income statement has been restated to correct unrecorded expenses occurring throughout the year but reported in December 2008. Prior year annual earnings were reported correctly since the catch up adjustment was reported at year end in our Form 10-K. The interim statements are restated to reflect reporting these charges as incurred. The unrecorded expenses reported in this corrected March 31, 2008 period was $32,297.

The consolidated statement of operations has been restated to reflect additional expenses in 2008 and discontinued operations for both periods. Sales and revenues were divided into segment, sources and the discontinued operations were isolated and defined.

The consolidated statement of cash flows is corrected and expanded to reflect the balance sheet and statement of operations revisions discussed above.

The footnotes are expanded and clarified.

The following are the before and after balances as restated:

		Period Ending March 31, 2008
Consolidated Statement of operations		
Sales		
Before	$	2,784,431
After	$	352,362

Cost of Sales		
Before	$	2,004,280
After	$	69,785
Gross Profi		
Before	$	780,151
After	$	282,577
Operating Expenses		
Before	$	884,314
After	$	624,352
Net (Loss) from Operations		
Before	$	(104,163)
After	$	(341,775)
Income from Discontinued Operations		
Before	$	0
After	$	180,492
Net (Loss)		
Before	$	(180,752)
After	$	(213,049)

PARKS! AMERICA, INC. and SUBSIDIARIES

FORMERLY KNOWN AS GREAT AMERICAN FAMILY PARKS, INC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

March 31, 2009

13.

CORRECTION OF ERRORS, RESTATEMENT AND DISCONTINUED OPERATIONS (continued)

		Period Ending March 31, 2008
Restated Consolidated Statement of Cash Flows		
Net change from operations		
Before	$	213,826
After	$	(111,850)
Cash flows from investing activities		
Before	$	(2,225,217)
After	$	(15,484)
Cash flows from financing activities		
Before	$	1,942,654
After	$	(167,466)
Cash flows from discontinued operations		
Before	$	0
After	$	9,125

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The information in this report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. This Act provides a "safe harbor" for forward-looking statements to encourage companies to provide prospective information about themselves so long as they identify these statements as forward looking and provide meaningful cautionary statements identifying important factors that could cause actual results to differ from the projected results. All statements other than statements of historical fact made in this report are forward looking. In particular, the statements herein regarding industry prospects and future results of operations or financial position are forward-looking statements. Forward-looking statements reflect management's current expectations and are inherently uncertain. Our actual results may differ significantly from management's expectations.

The following discussion and analysis should be read in conjunction with the financial statements and notes thereto included elsewhere in this report and with our annual report on Form 10-K for the fiscal year ended December 31, 2008. This discussion should not be construed to imply that the results discussed herein will necessarily continue into the future, or that any conclusion reached herein will necessarily be indicative of actual operating results in the future. Such discussion represents only the best present assessment of our management.

Overview

Parks! America, Inc. (the Company) is in the business of acquiring, developing and operating local and regional theme parks and attractions in the United States. We plan to build a family of parks primarily through acquisitions of small local and 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.

Effective June 11, 2008, the Company changed its name from Great American Family Parks, Inc. to Parks! America, Inc. In addition, effective June 25, 2008, the Company's quotation symbol on the Over-the-Counter Bulletin Board was changed from GFAM to PRKA.

Parks! America, Inc. is the parent corporation of the following wholly-owned subsidiaries:

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

(2) Wild Animal, Inc., a Missouri corporation that operates and owns the Wild Animal Safari theme park in Strafford, Missouri; which was acquired March of 2008.

On December 30, 2008, the Company entered into an agreement pursuant to which the Company agreed to re-convey certain assets of Park Staffing Services to the prior owners effective January 1, 2009. The cash consideration paid for the assets of the Subsidiary totaled $50,000. In addition, CCS forgave the remaining principal balance on its promissory note to the Company of $393,015. Mr. Harper also returned 25,000 shares of common stock of the Company and warrants to acquire an additional 5,000,000 shares of common stock of the Company to the Company for cancellation. Goodwill and other intangibles associated with the original acquisition of Park Staffing Services LLC were recorded in the amount of $1,062,500. The Company recorded a loss on sale of discontinued operations of $616, 080 as of December 31, 2008 to reflect the consideration paid on January 1, 2009 under the terms of the re-conveyance agreement. The assets of Park Staffing were previously acquired by the Company on September 30, 2007. For financial reporting purposes Park Staffing is presented as a discontinued segment in these financial statements.

In an effort to reduce our overhead cost and improve our internal controls over disbursements and financial reporting, the Corporate office in Santa Monica, CA was closed and all accounting and corporate records will be maintained in Pine Mountain, GA. The Board of Directors reinstated Dale Van Voorhis as Chief Operating Officer and elected him as the Chairman of the board. In addition, Tristan Pico, prior member of the board, was hired as the new Chief Executive Officer and Jon Laria, CPA was recruited as the new Chief Financial Officer.

Results of Operations

Three Months Ended March 31, 2009 Compared to Three Months Ended March 31, 2008

The Company completed two significant strategic transactions in 2008, the purchase of the Missouri theme park in March 2008 and the reconveyance of its Park Staffing Services business back to the original owners effective January 1, 2009.

Park Staffing is reported as a discontinued segment.

Net Sales

Total net sales for the first three months of the year increased $99,000 to $438,000 as a result of the Missouri theme park being open for the entire quarter versus just opening end of March 2008. The Georgia park net sales increased 14% to $366,000 as a result of better pricing. Attendance at the Georgia theme park was flat despite 2009 s first quarter recession. This is traditionally a slower part of the season due to harsher weather and very little group activity as well.

Total cost of sales increased $16,000 to $86,000 in 2009 as a result of having the Missouri park open for three months in 2009 versus a few days in 2008.

Total gross profit increased $83,000 to $352,000 in the first quarter 2008 with the Georgia park adding $44,000 and Missouri park generating gross profit of $39,000 since commencing operations in March 2008. Higher admission pricing at the Georgia park created the higher profit margin.

The Georgia park lowered its operating expenses by $106,000 during the first quarter by reducing expenditures in advertising, professional fees, fuel, insurance cost, payroll and travel. Missouri spent $81,000 more reflecting three entire months of operation versus just opening late last March 2008.,

The Georgia park reduced it negative contribution margin by $138,000 as a result of its cost cutting and higher pricing. Missouri results were in line with Management s expectations for this start-up operation.

The following table breaks down our operations by subsidiary for 2009 versus 2008:

	Georgia Park		**Missouri Park**		**Total**	
				Opened March		
($ in 1,000's)	**2009**	**2008**	**2009**	**2008**	**2009**	**2008**
Net Sales	366	321	72	18	438	339
Cost of Sales	(65)	(64)	(21)	(6)	(86)	(70)

Gross Profit	301	257	51	12	352	269
Gross Profit %	82%	80%	71%	67%	80%	79%
Operating Expenses	(226)	(332)	(113)	(32)	(339)	(364)
Operating Profit / EBITDA	75	(75)	(62)	(20)	13	(95)
EBITDA %	20%	-23%	-86%	-111%	3%	-28%
Depreciation & Interest	(96)	(84)	(72)	(5)	(168)	(89)
Contribution Margin	(21)	(159)	(134)	(25)	(155)	(184)
Corporate spending					(185)	(179)
Loss from operations					(340)	(363)

Corporate spending was slightly higher during the first quarter due to higher salaries. The Company implemented a restructuring to close the corporate office in Santa Monica, CA and move its functions to the Georgia park. We expect to save over $450,000 from last year s spending going forward in the next twelve months as a result of this move and reductions in corporate payroll.

The Georgia park sold some timber from its unused areas generating other income of $175,000 in the first quarter of 2009 which more than offset the restructuring charge of $72,000 (see Note 11 for more information).

Liquidity and Capital Resources

Management believes that cash generated by or available to Parks America may not be sufficient to fund its capital and liquidity needs for the near-term foreseeable future. Our working capital is negative $755,000 at March 31, 2009 as compared to $636,00 negative at year end..

Total debt (including the line of credit) at March 31, 2009 was $4.7 million versus $5.0 million at year end as a result of transferring $393,000 of debt related to Park Staffing upon reconveyance at January 1, 2009. This was partially offset by additional borrowing another $72,000 on our line of credit during the first quarter.

At March 31, 2009 the Company had equity of $2.2 million and total debt of $4.7 million, leaving the Company with a debt to equity ratio was 2.2 to 1. The Company s debt to equity ratio was 2.1 to 1 as of year end.

Our principal source of income is from cash sales, which may not provide sufficient cash flow to fund operations and service our current debt. During the next twelve to twenty-four months, management will focus on improving the financial condition of the Company, by paying down short term debt and building cash reserves. This will be a very challenging time period as we work to recover from the loss generated in 2008 and our negative working capital position.

Unrestricted cash was $74,000 at March 31, 2009 and our line of credit was drawn down to $394,000 leaving us an available balance of $56,000. Capital spending will be kept to a minimum during the next twelve months as strive to improve our financial condition.

Our current size and operating model leaves us very little room for mistakes. Our highest priority is to make the Missouri park operation profitable. The tightness in the financial markets could make it difficult for us to raise the needed capital to give us the time we may need to get the Missouri park profitable. Any future capital raised by our company is likely to result in substantial dilution to existing stockholders.

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.

Summary of Significant 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:

.

Revenue and profit growth at Wild Animal Safari (Georgia park) will continue and that our Missouri park results will continue to improve as word of mouth and advertising continue to draw new business;

.

The infrastructure will accommodate the additional customers;

.

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

.

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

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

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

N/A

ITEM 4T. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures. Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act") as of the end of the period covered by this report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the March 31, 2009 measurement date, there were material weaknesses in both the design and effectiveness of our internal control over financial reporting. Management has assessed these deficiencies and has determined that there were material weaknesses in the Company s internal control over financial reporting. Management has concluded that our internal control over financial reporting was not effective as of March 31, 2009 such that the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management to allow timely decisions regarding disclosure.. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. A controls system cannot provide absolute assurance, however, that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

In management s opinion, our assessment as of March 31, 2009 regarding the existence of material weaknesses in our internal control over financial reporting relates to (1) the absence of adequate staffing, proper role descriptions, inadequate training and poor communication between offices, (2) the lack of controls or ineffectively designed controls, (3) the failure in design and operating effectiveness of information technology controls over financial reporting, and (4) failures in operating control effectiveness identified during the testing of the internal control over financial reporting. . Management and our audit committee have assigned a high priority to the short-term and long-term improvement of our internal control over financial reporting.

Changes in Internal Control Over Financial Reporting. During the most recent quarter ended March 31, 2009, there has been no change in our internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act)) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II

ITEM 1. LEGAL PROCEEDINGS.

We are not a party to any pending legal proceeding, nor is our property the subject of a pending legal proceeding, that is not in the ordinary course of business or otherwise material to the financial condition of our business. None of our directors, officers or affiliates is involved in a proceeding adverse to our business or has a material interest adverse to our business.

ITEM 1A. RISK FACTORS.

N/A

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

N/A

ITEM 3. DEFAULTS UPON SENIOR SECURITIES. [

None

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

None

ITEM 5. OTHER INFORMATION.

None

ITEM 6. EXHIBITS.

Exhibit Number	Description of Exhibit
31.1	Certification by Chief Executive Officer as required by Rule 13a-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification by Chief Financial Officer as required by Rule 13a-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C.§ 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C.§ 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PARKS! AMERICA, INC.

/s/ Tristan R. Pico

May 15, 2009

Tristan R. Pico
Chief Executive Officer
(Principal Executive Officer)

/s/ Jon Laria

Jon Laria
Chief Financial Officer
(Principal Financial Officer)