

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **1999-09-10**
SEC Accession No. **0001014108-99-000188**

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SUBJECT COMPANY

DUNES HOTELS & CASINOS INC

CIK: **24004** | IRS No.: **111687244** | State of Incorporation: **NY** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-33952** | Film No.: **99709525**
SIC: **6532** Real estate dealers (for their own account)

Mailing Address
4600 NORTHGATE BLVD
SUITE 130
SACRAMENTO CA 95834

Business Address
4600 NORTHGATE BLVD
SUITE 130
SACRAMENTO CA 95834
9169292295

FILED BY

GFS ACQUISITION CO INC

CIK: **1088627** | State of Incorporation: **KS** | Fiscal Year End: **1231**
Type: **SC 13D/A**

Mailing Address
GFS ACQUISITION CO INC
8441 E. 32ND STREET N.
WICHITA KS 67226

Business Address
GFS ACQUISITION CO INC
8441 E. 32ND STREET N.
WICHITA KS 67226
3166361070

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)

DUNES HOTELS & CASINOS INC.
(Name of Issuer)

COMMON STOCK, \$0.50 PAR VALUE
(Title of Class of Securities)

265440107
(CUSIP Number)

THOMAS STEELE
GENERAL FINANCIAL SERVICES, INC.
8441 E. 32nd Street N.
Wichita, KS 67226
(316) 636-1070

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 27, 1999
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box / /.

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SCHEDULE 13D

CUSIP NO. 265440107

1. Name of Reporting Person
IRS Identification Nos. of Above Person (entities only)

GFS ACQUISITION COMPANY, INC.

2.	Check the appropriate Box if a Member of a Group	(a) /x/ (b) / /
3.	SEC Use Only	
4.	Source of Funds	WC
5.	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	/ /
6.	Citizenship or Place of Organization	KANSAS
	7. Sole Voting Power	
NUMBER OF SHARES	-0-	
	8. Shared Voting Power	
BENEFICIALLY OWNED	3,197,500	
	(See Item 5)	
BY EACH REPORTING	9. Sole Dispositive Power	
PERSON WITH	-0-	
	10. Shared Dispositive Power	
	3,197,500	
	(See Item 5)	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	3,197,500	
	(See Item 5)	
12.	Check Box if the Aggregate Amount in Row (11) Excludes Certain shares of Common Stock	/ /
13.	Percent of Class Represented by Amount in Row (11)	50.2% (See Item 5)
14.	Type of Reporting Person	CO

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SCHEDULE 13D

CUSIP NO. 265440107

1 Name of Reporting Person
 IRS Identification Nos. of Above Person (entities only)

 GENERAL FINANCIAL SERVICES, INC.

2. Check the appropriate Box if a Member of a Group (a) /x/

- 3. SEC Use Only
- 4. Source of Funds BK, WC
- 5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) / /
- 6. Citizenship or Place of Organization KANSAS
- 7. Sole Voting Power -0-
- 8. Shared Voting Power 3,197,500
(See Item 5)
- 9. Sole Dispositive Power -0-
- 10. Shared Dispositive Power 3,197,500
(See Item 5)
- 11. Aggregate Amount Beneficially Owned by Each Reporting Person Person
3,197,500
(See Item 5)
- 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain shares of Common Stock / /
- 13. Percent of Class Represented by Amount in Row (11) 50.2%
(See Item 5)
- 14. Type of Reporting Person CO

SCHEDULE 13D

CUSIP NO. 265440107

1 Name of Reporting Person
 IRS Identification Nos. of Above Person (entities only)

STEVE K. MILLER

- 2. Check the appropriate Box if a Member of a Group (a) /x/
(b) / /

3.	SEC Use Only	
4.	Source of Funds	NOT APPLICABLE
5.	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	/ /
6.	Citizenship or Place of Organization	UNITED STATES
NUMBER OF SHARES	7. Sole Voting Power	
	-0-	
BENEFICIALLY OWNED	8. Shared Voting Power	
	3,197,500	
	(See Item 5)	
BY EACH REPORTING	9. Sole Dispositive Power	
	-0-	
PERSON WITH	10. Shared Dispositive Power	
	3,197,500	
	(See Item 5)	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	3,197,500	
	(See Item 5)	
12.	Check Box if the Aggregate Amount in Row (11) Excludes Certain shares of Common Stock	/ /
13.	Percent of Class Represented by Amount in Row (11)	50.2%
		(See Item 5)
14.	Type of Reporting Person	IN

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This Amendment No. 2 to Schedule 13D supplements the information contained in the Schedule 13D dated June 4, 1999, as amended by Amendment No. 1 dated July 22, 1999 (collectively, the "Schedule 13D"), filed by GFS Acquisition Company, Inc., a Kansas corporation ("GFS Acquisition"), General Financial Services, Inc., a Kansas corporation and sole shareholder of GFS Acquisition ("GFS"), and Mr. Steve K. Miller who owns 100% of GFS and is the sole officer and director of each of GFS and GFS Acquisition.

ITEM 1. SECURITY AND ISSUER.

No change.

ITEM 2. IDENTITY AND BACKGROUND.

No change.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The information in the Schedule 13D is supplemented with the following information.

On August 27, 1999, GFS Acquisition acquired an additional 10,000 shares of Common Stock ("Additional Shares") for \$7,000. GFS Acquisition paid for the Additional Shares from its working capital funds.

ITEM 4. PURPOSE OF TRANSACTION.

No change.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) As a result of the acquisition of the Additional Shares on August 27, 1999, GFS Acquisition beneficially owns as of such date 3,197,500 shares of Common Stock, which it believes to be 50.2% of the outstanding shares of Common Stock of the Issuer.

As the sole shareholder of GFS Acquisition, GFS beneficially owns the 3,197,500 shares of Common Stock beneficially owned by GFS Acquisition on August 27, 1999. As described above, GFS believes these shares to be 50.2% of the outstanding shares of Common Stock of the Issuer.

As the President, sole director and sole shareholder of GFS and President and sole director of GFS Acquisition, Mr. Miller beneficially owns the 3,187,500 shares of Common Stock beneficially owned by GFS Acquisition on August 27, 1999. As described above, Mr. Miller believes these shares to be 50.2% of the outstanding shares of Common Stock of the Issuer.

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(b) No change.

(c) See Item 3. Other than the transactions listed in Item 3 (including transactions previously reported), no other transactions in the Common Stock of the Issuer were effected by GFS Acquisition, GFS or Mr. Miller during the past sixty days.

(d) No change.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

No change.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

*Exhibit 1. Statement of Joint Filing.

*Exhibit 2. Promissory Note dated December 28, 1998 made by GFS in favor of Citizens Bank and Trust Company.

* Previously filed as an Exhibit to the Schedule 13D dated June 4, 1999 filed by the reporting persons.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

GFS ACQUISITION COMPANY, INC.

September 7, 1999

By: /s/ Steve K. Miller, President

Steve K. Miller, President

GENERAL FINACIAL SERVICES, INC.

September 7, 1999

By: /s/ Steve K. Miller, President

Steve K. Miller, President

September 7, 1999

/s/ Steve K. Miller

Steve K. Miller

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