

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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FILER

DTLL INC

CIK: **356767** | IRS No.: **411279182** | State of Incorporation: **MN** | Fiscal Year End: **1231**
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SIC: **3843** Dental equipment & supplies

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 23, 2006

DTLL, Inc.

(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction
of incorporation)

0-30608
(Commission
File Number)

41-1279182
(IRS Employer
Identification No.)

1650 West 82nd, Suite 1200, Bloomington, MN
(Address of principal executive offices)

55431
(Zip Code)

Registrant's telephone number, including area code: (952) 881-4105

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEMS 7.01. Regulation F-D Disclosure

We urge you to read all documents filed by us with the U.S. Securities and Exchange Commission because they contain important information. You can see and obtain copies of these documents for free at the Commission's web site, www.sec.gov.

Explanatory Note: This Report describes various transactions, including the announcement of an exchange offers. To the extent that this Report constitutes pre-commencement communication related to an exchange offer, we have designated that this Report will also constitute the required disclosure pursuant to Securities Act Rule 425 and Securities Exchange Act Rule 14d-2.

1. **Grand Sierra Resorts Corp. Transactions.** On March 7, 2006, the Company announced that it had made an offer to the shareholders of Grand Sierra Resort Corporation ("GSRC") to purchase their respective interest in GSRC in exchange for a newly created class of preferred stock. GSRC is under contract to purchase the Reno Hilton from Harrah's Entertainment. The Company proposes to complete the transaction with GSRC by means of Share Exchange Agreements between shareholders of GSR and the Company, and file registration statements with the SEC to register the shares that are exchanged under this agreement. This transaction was initially scheduled to close on or before April 7, 2006.

On March 15, 2006, the Company presented the Share Exchange Offer (the "Offer") to the Board of Directors of GSRC with an initial deadline of Friday, March 17, 2006. On March 15 the Company provided a letter to the Board of Directors of GSRC reconfirming the Offer to purchase the outstanding shares of GSRC at the equivalent of \$1.25 per share by means of a newly created class of preferred stock. The Company also affirmed its confidence in its ability to provide \$135 million in financing for the purchase of the Reno Hilton and another \$2.6 million in bridge financing for working capital needs prior to the expected closing of the Reno Hilton acquisition. On March 17, 2006, the President of GSRC agreed to the present the Offer to the Board of Directors of GSRC and the Company extended the deadline until Friday, March 24, 2006. On March 23, 2006, the company extended the deadline until Tuesday April 4, 2006.

On April 7, 2006 the Company extended the offer until May 7, 2006.

On April 21, 2006 the Company increased the offer to include one share of DTLL common stock for every 15 GSRC Common Shares in addition to \$0.15 per share in cash for every one GSRC common share. The total cash available to be paid the GSRC shareholders under the terms of the offer would be \$25 million dollars.

On May 3, 2006 the Company engaged CRT Capital Group (www.crtllc.com) to provide up to \$75 million in financing for its acquisitions including the Grand Sierra Resorts Transaction.

ITEM 9.01. Financial Statements and Exhibits

(a) Exhibits

10.1 Copy of Press Release dated May 7, 2006

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 hereunto duly authorized.

Dated: May 7, 2006

DTLL, Inc.

By /s/ Dual Cooper _____

Dual Cooper, President

-4-

PRESS RELEASE

DTLL ENGAGES CRT CAPITAL FOR \$75 MILLION IN FINANCING

Bloomington, Mn, May 7, 2006: DTLL, INC (“DTLL”) (OTCBB:DTLL.OB) announced today that it has engaged CRT Capital Group (www.crtllc.com) to provide up to \$75 million dollars in financing for the purchase of Grand Sierra Resorts Corporation, the Reno Hilton and Casino from Harrah’s Entertainment and other company projects.

CRT is an institutional securities research and brokerage firm focused on mergers and acquisitions, equities and private placements. Since its inception in 1990, CRT has diligently earned the respect and loyalty of its clients based on its research quality and execution capabilities. The firm’s clients include major financial asset managers, mutual funds, insurance companies, pension funds and investment companies. CRT has been a co-manager and financial advisor on recent transactions of up to \$1.25 Billion.

DTLL has increased its exchange offer for Grand Sierra Resorts Corporation (“GSR”) (www.grandsierraresort.com) to include \$25 million in cash to the GSR shareholders

When the acquisitions are completed next month, DTLL will have in excess of a \$150 million in revenues. The intent is to establish a multi-facility hotel, gaming, entertainment, and real estate development company.

DTLL intends to have its properties developed as destination hotel, resort and casino, with condominiums and other amenities. The development of the properties are subject to risks and uncertainties which include, but are not limited to, those relating to permitting, financing, the actions of federal, state, or local governments and agencies. DTLL may be affected by some or all of these factors and other risks and uncertainties, many of which are beyond DTLL's control. Except for historical statements contained herein, the statements made in this release constitute forward-looking statements that involve risks and uncertainties.

For further information, contact:

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