

FULL HOUSE RESORTS INC  
Form DEF 14A  
March 27, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**FULL HOUSE RESORTS, INC.**

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(4) Proposed maximum aggregate value of transaction:

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.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



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**FULL HOUSE RESORTS, INC.**

**4670 Fort Apache Road, Suite 190**

**Las Vegas, Nevada 89147**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**To be held on 2nd day of May, 2012**

Dear Stockholder:

You are invited to attend our Annual Meeting of Stockholders, which will be held at 10:00 a.m., local time, on the 2nd day of May, 2012, at the Suncoast Hotel and Casino, 9090 Alta Drive, Las Vegas, Nevada 89145, for the following purposes:

- (1) election of six members to our board of directors to serve until our next annual meeting of stockholders or until their successors are duly elected and qualified;
- (2) ratification of the appointment of Piercy Bowler Taylor & Kern, Certified Public Accountants ( Piercy Bowler Taylor & Kern ), as our independent registered public accounting firm for 2012;
- (3) transaction of such other business as may properly come before the annual meeting, including any adjournments or postponements thereof.

Our board of directors has fixed the close of business on March 20, 2012 as the record date for determining those stockholders entitled to notice of, and to vote at, the annual meeting and any adjournments or postponements thereof.

Whether or not you expect to be present, please sign, date and return the enclosed proxy card in the enclosed pre-addressed envelope as promptly as possible. No postage is required if mailed in the United States.

By Order of the Board of Directors

Andre M. Hilliou  
*Chairman*

Las Vegas, Nevada

April 4, 2012

**YOU ARE CORDIALLY INVITED TO ATTEND THE MEETING IN PERSON. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, DATE AND SIGN THE ENCLOSED PROXY CARD AS PROMPTLY AS POSSIBLE IN ORDER TO ENSURE YOUR REPRESENTATION AT THE MEETING. EVEN IF YOU EXECUTE A PROXY CARD, YOU MAY NEVERTHELESS ATTEND THE MEETING, REVOKE YOUR PROXY AND VOTE YOUR SHARES IN PERSON. PLEASE NOTE, HOWEVER, THAT IF YOUR SHARES ARE HELD OF RECORD BY A BROKER, BANK OR OTHER NOMINEE, AND YOU WISH TO VOTE AT THE MEETING, YOU MUST OBTAIN FROM THE RECORD HOLDER A PROXY ISSUED IN YOUR NAME.**



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**2012 ANNUAL MEETING OF STOCKHOLDERS**

**OF**

**FULL HOUSE RESORTS, INC.**

**PROXY STATEMENT**

This proxy statement contains information relating to our 2012 Annual Meeting of Stockholders to be held at 10:00 a.m., local time, on the 2nd day of May, 2012, at the Suncoast Hotel and Casino, 9090 Alta Drive, Las Vegas, Nevada 89145 and to any adjournments or postponements. This proxy statement and the enclosed form of proxy are first being mailed to stockholders on or about April 4, 2012.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE  
STOCKHOLDER MEETING TO BE HELD ON MAY 2, 2012**

**This proxy statement and form of proxy are also available on our website at [www.fullhouseressorts.com](http://www.fullhouseressorts.com).**

**ABOUT THE MEETING**

**What Is The Purpose Of The Annual Meeting?**

At the annual meeting, stockholders will act upon the matters outlined in the accompanying notice of meeting, including:

the election of six directors,

the ratification of Piercy Bowler Taylor & Kern as our independent registered public accounting firm,  
The stockholders also will transact any other business that properly comes before the meeting.

**Who Is Entitled To Vote?**

Only stockholders of record at the close of business on the record date, March 20, 2012, are entitled to receive notice of the annual meeting and to vote the shares of our common stock that they held on that date at the meeting, or any postponement or adjournment of the meeting. Each outstanding share of common stock entitles its holder to cast one vote on each matter to be voted upon.

**Who Can Attend The Meeting?**

All stockholders as of the record date, or their duly appointed proxies, may attend. Please note that if you hold shares in street name, that is, through a broker or other nominee, you will need to bring a copy of a brokerage statement reflecting your stock ownership as of the record date. You will also need a photo ID to gain admission.

**What Constitutes A Quorum?**

The presence at the meeting, in person or by proxy, of the holders of 40% of the total number of shares of our common stock and preferred stock outstanding on the record date will constitute a quorum, permitting the meeting to conduct its business. As of the record date, 18,673,681 shares of our common stock were outstanding and held by approximately 130 stockholders of record. As of the record date, no shares of our preferred stock were outstanding. Proxies received but marked as abstentions and broker non-votes will be included in the calculation of the number of shares considered to be present at the meeting for purposes of determining a quorum.

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If less than 40% of outstanding shares entitled to vote are represented at the meeting, a majority of the shares present at the meeting may adjourn the meeting to another date, time or place, and notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before an adjournment is taken.

### **How Do I Vote?**

If you complete and properly sign the accompanying proxy card and return it to us, it will be voted as you direct. If you are a registered stockholder and you attend the meeting, you may deliver your completed proxy card in person. Street name stockholders who wish to vote at the meeting will need to obtain a proxy from the institution that holds their shares.



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Prior to the annual meeting, we will select one or more inspectors of election. These inspectors will determine the number of shares of common stock represented at the meeting, the existence of a quorum, the validity of proxies, will count the ballots and votes, and will determine and report the results to us.

### **May I Change My Vote After I Return My Proxy Card?**

Yes. Even after you have submitted your proxy, you may change your vote at any time before the proxy is exercised by filing with our Secretary either a notice of revocation or a duly executed proxy bearing a later date. The powers of the proxy holders will be suspended if you attend the meeting in person and so request, although attendance at the meeting will not by itself revoke a previously granted proxy.

### **What Are The Board's Recommendations?**

The enclosed proxy is solicited on behalf of our board of directors. Unless you give other instructions on your proxy card, the persons named as proxy holders on the proxy card will vote in accordance with the recommendations of our board of directors. The recommendation of the board of directors is set forth with the description of each item in this proxy statement. In summary, the board of directors recommends a vote:

FOR the election of the nominated slate of directors (see pages 5-14).

FOR the ratification of Piercy Bowler Taylor & Kern as our independent auditors (see pages 15-16).

The board of directors does not know of any other matters that may be brought before the meeting nor does it foresee or have reason to believe that the proxy holders will have to vote for substitute or alternate board nominees. In the event that any other matter should properly come before the meeting or any nominee is not available for election, the proxy holders will vote as recommended by the board of directors or, if no recommendation is given, in accordance with their best judgment.

### **What Vote Is Required To Approve Each Item?**

*Election Of Directors.* A plurality of the votes cast at the meeting is required for the election of directors. A properly executed proxy marked WITHHOLD AUTHORITY with respect to the election of one or more directors will not be voted with respect to the director or directors indicated, although it will be counted for purposes of determining whether there is a quorum. Stockholders do not have the right to accumulate their votes for directors.

*Ratification of Piercy Bowler Taylor & Kern.* An affirmative vote of a majority of the votes cast at the meeting is required for the ratification of our independent registered public accounting firm.

*Other Items.* For any other item which may properly come before the meeting, the affirmative vote of a majority of the votes cast at the meeting, either in person or by proxy, will be required for approval, unless otherwise required by law.

For the purpose of determining whether the stockholders have approved matters other than the election of directors under Delaware law, abstentions are treated as shares present or represented and voting, so abstaining has the same effect as a negative vote. Abstentions are counted for purposes of determining whether there is a quorum. If your shares are held by a broker on your behalf (that is, in street name), and you do not instruct the broker as to how to vote these shares on Proposal 1, the broker may not exercise discretion to vote for or against those proposals. This would be a broker non-vote and these shares will not be counted as having been voted on the applicable proposal. With respect to Proposal 2, the broker may exercise its discretion to vote for or against that proposal in the absence of your instruction. Please instruct your bank or broker so your vote can be counted.

### **Who Pays For The Preparation Of The Proxy Statement?**

We will pay the cost of preparing, assembling and mailing the proxy statement, notice of meeting and enclosed proxy card. In addition to the use of mail, our employees or authorized agents may solicit proxies personally and by telephone. Our employees will receive no compensation for soliciting proxies other than their regular salaries. We may request banks, brokers and other custodians, nominees and fiduciaries to forward copies of the proxy material to their principals and to request authority for the execution of proxies and we may reimburse those persons for their expenses incurred in connection with these activities. We will compensate only independent third party agents that are not affiliated with us but

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solicit proxies. At this time, we do not anticipate that we will be retaining a third party solicitation firm, but should we determine in the future that it is in our best interest to do so, we will retain a solicitation firm and pay for all costs and expenses associated with retaining this solicitation firm.

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You should review the information provided in this proxy statement in conjunction with our 2011 Annual Report to Stockholders, which accompanies this proxy statement. Our principal executive offices are located at 4670 South Fort Apache Road, Suite 190, Las Vegas, Nevada 89147 and our telephone number is (702) 221-7800. A list of stockholders entitled to vote at the annual meeting will be available at our offices for a period of ten days prior to the meeting and at the meeting itself for examination by any stockholder.

**Do I Have Dissenter s or Appraisal Rights?**

You have no dissenter s or appraisal rights in connection with any of the proposals described herein.

**SECURITY OWNERSHIP**

The following table sets forth information as of the record date concerning the beneficial ownership of our common stock by:

each person known by us to be the beneficial owner of more than 5% of our outstanding common stock,

each director,

each of the named executive officers (as defined below), and

all executive officers and directors as a group.

Unless otherwise listed above, the address for each of our officers and directors is c/o Full House Resorts, 4670 South Fort Apache Road, Suite 190, Las Vegas, Nevada 89147.

Name and Address of Beneficial Owner	September 30, Number of Shares Owned (1)	September 30, Percentage of Class Outstanding (1)
<i>Common Stock:</i>		
Lee A. Iacocca	880,471	4.8%
Andre M. Hilliou	624,600(2)	3.4%
Carl G. Braunlich	14,000	0.1%
Mark J. Miller	445,161(3)	2.4%
Kathleen Marshall	12,000	0.1%
Kenneth R. Adams	18,400	0.1%
T. Wesley Elam	109,035(4)	0.6%
Barth F. Aaron	40,000	0.2%
James D. Meier	20,000	0.1%
All Officers and Directors as a Group (9 Persons)	2,163,667	12.0%

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Allen E. Paulson Living Trust

514 Via De La Valle, Suite 210

Solana Beach, California 92075

1,776,887(5)

9.7%

Austin W. Marx and David M. Greenhouse

527 Madison Ave, Suite 2600

New York, NY 10022

1,802,140(6)

9.8%

- (1) Shares are considered beneficially owned, for purposes of this table only, if held by the person indicated as beneficial owner, or if such person, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise, has or shares the power to vote, to direct the voting of and/or dispose of or to direct the disposition of, such security, or if the person has a right to acquire beneficial ownership within 60 days, unless otherwise indicated in these footnotes. Any securities outstanding which are subject to options or warrants exercisable within 60 days are deemed to be outstanding for the purpose of computing the percentage of outstanding securities of the class owned by such person, but are not deemed to be outstanding for the purpose of computing the percentage of the class owned by any other person.

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- (2) Includes 300,000 shares of restricted stock which vest on June 1, 2013. All shares are owned through the Hilliou Living Trust, of which Mr. Hilliou is co-trustee and co-beneficiary.
- (3) Includes 300,000 shares of restricted stock which vest on June 1, 2013. All shares are owned through the Miller Family Living Trust of which Mr. Miller is a trustee and beneficiary.
- (4) Includes 50,000 shares of restricted stock which vest in equal amounts on June 1, 2012, June 1, 2013 and June 1, 2014.
- (5) Based on information disclosed in Form 4, as filed with the SEC on March 24, 2011. Vicki Paulson and Crystal Christensen are the co-trustees of the Allen E. Paulson Living Trust.
- (6) Based on information disclosed, in Schedules 13G, as filed with the SEC on February 13, 2009.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and executive officers and persons who own more than ten percent of our outstanding common stock, to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in ownership of common stock. These persons are required by SEC regulation to furnish us with copies of all such reports they file.

To our knowledge, based solely on a review of the copies of such reports furnished to us and written representations that no other reports were required, we believe that all Section 16(a) reports were timely filed by our officers, directors and greater than ten percent beneficial owners, except for the following, which were not timely filed:

September 30, Form 4	September 30, T. Wesley Elam, filed 9-1-11 for a transaction dated August 18, 2011.
Form 4	Kenneth R. Adams, filed 9-1-11 for a transaction dated August 12, 2011.
Form 4	Kenneth R. Adams, filed 6-20-11 for a transaction dated May 2, 2011.
Form 4	Carl J. Braunlich, filed 6-15-11 for a transaction dated May 2, 2011.
Form 4	Kathleen Caracciolo, filed 6-20-11 for a transaction dated May 2, 2011.
Form 4	T. Wesley Elam, filed 6-15-11 for a transaction dated June 1, 2011.
Form 4	Andre M. Hilliou, filed 6-15-11 for a transaction dated June 1, 2011.
Form 4	Mark J. Miller, filed 6-15-11 for a transaction dated June 1, 2011.
Form 4	William P. McComas, filed 3-1-11 for various transactions between March 22, 2007 and January 12, 2011

**PROPOSAL ONE: ELECTION OF DIRECTORS**

Our bylaws provide that the number of directors constituting our board of directors shall be fixed from time to time by the board. Our board of directors currently consists of six directors. The nominees to be voted on by stockholders at this meeting are Kenneth R. Adams, Carl G. Braunlich, Kathleen Marshall (formerly Caracciolo), Lee A. Iacocca, Andre M. Hilliou and Mark J. Miller.

OUR BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH OF THE NOMINEES.

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All nominees have consented to be named and have indicated their intent to serve if elected. We have no reason to believe that any of these nominees are unavailable for election. However, if any of the nominees become unavailable for any reason, the persons named as proxies may vote for the election of such person or persons for such office as our board of directors may recommend in the place of such nominee or nominees. It is intended that proxies, unless marked to the contrary, will be voted in favor of the election of Kenneth R. Adams, Carl G. Braunlich, Kathleen Marshall, Lee A. Iacocca, Andre M. Hilliou and Mark J. Miller.

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The names, ages and positions of all our nominees for director and executive officers are listed below, followed by a brief account of their business experience during at least the past five years.

Name	Age	Position
Kenneth R. Adams	69	Director
Carl G. Braunlich	59	Vice Chairman
Kathleen Marshall	56	Director
Lee A. Iacocca	87	Director
Andre M. Hilliou	64	Chairman/ Chief Executive Officer
Mark J. Miller	55	Director/ Treasurer/Chief Financial Officer/Chief Operating Officer
T. Wesley Elam	58	Vice President of Operations and Project Management
Barth F. Aaron	63	Secretary
James D. Meier	47	Vice President Finance

**Kenneth R. Adams** joined our Board in January 2007. Mr. Adams is a principal in the gaming consulting firm, Ken Adams Ltd., which he founded in 1990. He is also an editor of the Adams Report monthly newsletter, the Adams Daily Report electronic newsletter and the Adams Review, each of which focus on the gaming industry. Since August 1997, Mr. Adams has been a partner in Johnny Nolon's Casino in Cripple Creek, Colorado, a limited stakes casino with a restaurant and bar. From 2001 until 2008, he served on the Board of Directors of Vision Gaming & Technology, Inc., a privately-held gaming machine company, and he currently serves on the Board of Directors of the Downtown Improvement Agency in Reno, Nevada. The Board believes Mr. Adams is qualified to serve as a Director of the Company due to his specific experience as a casino operator, his knowledge of the casino industry and his continuing analysis and review of the industry.

**Dr. Carl G. Braunlich** has been one of our directors since May 2005. Since August 2006, he has been an Associate Professor at University of Nevada, Las Vegas. Dr. Braunlich holds a Doctor of Business Administration in International Business from United States International University, San Diego, CA. Prior to joining the faculty of University of Nevada, Las Vegas, Dr. Braunlich was a Professor of Hotel Management at Purdue University since 1990. Previously he was on the faculty at United States International University. Dr. Braunlich has held executive positions at the Golden Nugget Hotel and Casino in Atlantic City, NJ and at Paradise Island Hotel and Casino, Nassau, Bahamas. He has been a consultant to Wynn Las Vegas, Harrah's Entertainment, Inc., Showboat Hotel and Casino, Bellagio Resort and Casino, International Game Technology, Inc., Atlantic Lottery Corporation, Nova Scotia Gaming Corporation and the Nevada Council on Problem Gambling. He was on the Board of Directors of the National Council on Problem Gambling and has served on several Problem Gambling Committees, including those of the Nevada Resort Association and the American Gaming Association. The Board believes that Dr. Braunlich is qualified to serve as a Director of the Company due to his knowledge of and experience in the casino industry and his position as an educator and consultant to the casino industry.

**Kathleen Marshall** joined our Board in January 2007. Ms. Marshall has also been appointed the Chairperson of our Audit Committee. Ms. Marshall is a Certified Public Accountant who since October 2008 has served as Director of Business Development of Global Connect, LLC a web-based voice messaging company. Prior to that, from July 2003 through August 2008 served as Vice President of Finance for Atlantic City Coin & Slot Service Co. Inc., which designs, manufactures and distributes electronic gaming devices. Between January and June 2003, Ms. Marshall worked as a consultant. From April 1999 to December 2002, she served as Vice President of Finance for the Atlantic City Convention and Visitors Authority, a government agency responsible for enhancing the economy of the region with coordination of the operations of the Atlantic City Convention Center. Prior to that, Ms. Marshall held various finance positions with several Atlantic City Casinos, including Atlantic City Showboat, Inc. and Caesars Atlantic City, Inc. The Board believes that Ms. Marshall is qualified to serve as a Director of the Company due to her knowledge of and experience in the casino industry and her background as a financial officer for casino and casino related companies.

**Lee A. Iacocca** has been one of our directors since April 1998. Mr. Iacocca currently serves as the President of Iacocca & Associates, Inc., a consulting firm. In 1997, he founded EV Global Motors, to design, market and distribute the next generation of electric vehicles. Mr. Iacocca is former Chief Executive Officer and Chairman of the Board of Directors of Chrysler Corporation, retiring from those positions in 1992. He retired as a Chrysler Director in September 1993 and continued to serve as a consultant to Chrysler until 1994. He is Chairman of the Iacocca Foundation, a philanthropic organization dedicated to educational projects and the advancement of diabetes research. Mr. Iacocca is also Chairman Emeritus of the Statue of Liberty Ellis Island Foundation.

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**Andre M. Hilliou** became President and Chief Executive Officer of Full House in March 2004 and has been one of our directors since May 2005. From 2001 until joining us, he served as Chairman and Chief Executive Officer of Vision Gaming and Technology. Mr. Hilliou held executive positions with various companies including Chief Executive Officer of American Bingo and Gaming, Inc. and Chief Executive Officer of Aristocrat, Inc. He also spent approximately 11 years with the Showboat Corporation, reaching the level of Senior Vice President of Operations for its Atlantic City, New Jersey property, and Chief Executive Officer of Showboat's Sydney Harbour Casino. The Board believes that Mr. Hilliou is qualified to serve as a Director of the Company due to his extensive experience as a casino developer and operator for publicly traded companies.

**Mark J. Miller** became Chief Financial Officer in February 2007. He was named Chief Operating Officer in May, 2009. He was one of our directors from May 2005 until the announcement of his employment with us in January 2007. He rejoined the board of directors in May, 2007. From September 2003 until December 2006, Mr. Miller served as Executive Vice President and Chief Financial Officer of Aero Products International, a leading maker of premium, air-filled bedding products. From December 1998 until May 2003, Mr. Miller was Executive Vice President and Chief Financial Officer and then, Chief Operating Officer of American Skiing Company, owner and operator of nine well-known ski resorts. From 1994 until 1998, he was an Executive Vice President of Showboat, Inc. with operational support responsibility for new casino development. Previously, Mr. Miller served in various positions within the Showboat organization, including President and Chief Executive Officer of Atlantic City Showboat, Inc. Mr. Miller holds a Master Degree in Accountancy from Brigham Young University and is a Certified Public Accountant. The Board believes that Mr. Miller is qualified to serve as a Director of the Company due to his extensive experience as a casino developer, operator and as a financial officer for publicly traded companies.

**T. Wesley Elam** became our Vice President of Operations and Project Management in April 2005. Prior to joining us, he served as general manager of the Argosy Casino in Baton Rouge, Louisiana beginning in December 1998. From September 1994 until August 1998 he served as Chief Operating Officer for the Star City Casino in Sydney, Australia, responsible for the openings and operations of both the temporary and permanent casino/hotel. Prior to that, he served as controller for Casino Windsor, Ontario, Canada, overseeing the construction and opening of the temporary casino, which was a six-month fast track project. Previously, he served in various executive positions with responsibilities for opening and operations of the Trump Taj Mahal Casino, Showboat Casino, Trump Castle Casino and Tropicana Casino. Mr. Elam holds a Bachelor of Science degree in Business Administration from the Thomas Edison State College.

**Barth F. Aaron** was appointed as our Secretary in March 2004. He has served as our General Counsel since March 2004. From April 2002 until May 2005, Mr. Aaron was General Counsel of Vision Gaming and Technology, Inc. From January 2001 until April 2002, Mr. Aaron served as Corporate Director of Regulatory Compliance and Risk Management for Penn National Gaming, Inc. From August 1996 until May 2000, Mr. Aaron was Corporate General Counsel for Aristocrat, Inc., the U.S. subsidiary of Australia's largest slot machine manufacturer, where he was a legal consultant from May 2000 until January 2001. Mr. Aaron has been a Deputy Attorney General with the New Jersey Division of Gaming Enforcement and is admitted to practice law in the states of Nevada, New Jersey and New York.

**James D. Meier** was named Vice President of Finance in February 2007. Previously, Mr. Meier served as our Chief Financial Officer since January 2005 and as our controller from July 2004 until January 2005. Prior to joining us, he served as Chief Financial Officer of Capital One, LLC, a gaming development and finance company. From 2001 to 2003, he served as the Controller/Chief Financial Officer of Phoenix Leisure Corporation and prior to that he was financial reporting manager for Ameristar Casinos, Inc. beginning in 2000. He served as controller for Nevada Palace Hotel and Casino and until 1999 was an auditor with Piercy Bowler Taylor & Kern. Mr. Meier is a Certified Public Accountant and Certified Management Accountant with a Master's Degree in Hotel Administration from University of Nevada, Las Vegas. He received his Bachelor of Science degree in Business Administration from Minnesota State University.

The term of office of each director ends at the next annual meeting of stockholders or when his successor is elected and qualified. Our officers serve at the discretion of the board of directors.



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For service as a director, each non-executive director receives cash compensation of \$20,000 per year plus \$1,000 for each meeting attended in excess of four meetings. The chairperson of each committee of the board, other than the nominating committee, receives cash compensation of \$10,000 per year for such service and each committee member receives \$1,000 for each committee meeting attended. In addition, non-executive directors also receive 2,000 shares of fully vested common stock per annum.

The table below summarizes the compensation paid by us to our non-employee directors for services rendered for 2011. Directors who are employed by us do not receive additional compensation for serving as directors.

## Director Compensation

Name	September 30, Fees Earned or Paid in Cash	September 30, Stock Awards(1)	September 30, Total
Carl G. Braunlich	\$ 51,000	\$ 8,020	\$ 59,020
Kenneth R Adams	\$ 37,000	\$ 8,020	\$ 45,020
Kathleen Marshall	\$ 43,000	\$ 8,020	\$ 51,020

- (1) The amounts shown in this column represent the dollar amount recognized for financial statement reporting purposes for the fiscal year ended December 31, 2011 in accordance with SFAS No. 123(R) related to restricted stock awards granted in 2011 pursuant to our various share-based payment plans, and include amounts from awards. Assumptions used in the calculation of these amounts are included in Note 13 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2011.

**Independent Directors**

Under the corporate governance standards of the NYSE Amex at least 50% of our board of directors and all of the members of our audit committee, compensation committee and the nominating committee must meet the test of independence as defined by the listing requirements of NYSE Amex. Our board of directors, in the exercise of its reasonable business judgment, has determined that Mr. Adams, Dr. Braunlich, and Ms. Marshall qualify as independent directors pursuant to the NYSE Amex and SEC rules and regulations. Our board of directors has determined that Mr. Miller was an independent director prior to his agreement to serve as our Chief Financial Officer and that Mr. Iacocca was an independent director prior to entering into a consulting agreement with us. In making the determination of independence, our board considered whether an independent director has a material relationship with Full House, either directly or as a partner or shareholder of an organization that has a relationship with Full House or any other relationships that, in our board's judgment, would interfere with the director's independence. In the late 1980's and early 1990's, Mr. Hilliou, Mr. Miller and Ms. Marshall were employed by Showboat, Inc. or a subsidiary thereof and were professionally associated through such employment.

**Meetings and Committees of the Board of Directors**

*Meetings.* During fiscal year 2011, the board of directors held three regular meetings. Each of our directors attended at least 75% of the aggregate of the number of meetings of the board of directors which were held during the period such person served on the board of directors and the number of meetings of committees of the board of directors held during the period that such person served on such committee. We have no specific requirements regarding the attendance at the annual meeting of stockholders by our directors. In 2011, all of our directors except Mr. Iacocca attended the annual meeting in person. Mr. Iacocca attended the board meeting by telephone conference.

We have four standing committees: the audit committee, the compensation committee, the nominating committee and the regulatory compliance committee.

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### *Audit Committee*

Our audit committee is comprised of three members, Ms. Marshall, Dr. Braunlich and Mr. Adams. Ms. Marshall serves as Chair and financial expert on the Committee. Our board had determined that Ms. Marshall is an audit committee financial expert as defined by the rules and regulations of the Securities and Exchange Commission. Our board of directors, in its reasonable judgment, has determined that each member of the audit committee is independent as defined under the applicable NYSE Amex listing standards and federal law. Our audit committee held four meetings in 2011.

The audit committee's functions include overseeing and monitoring the activities of our financial reporting process, our systems of internal controls over financial reporting and the integrity of our financial statements, the independent auditors' qualifications, independence and performance, and to assist our board of directors in ensuring our compliance with legal and regulatory requirements in our financial reporting process. Our board of directors has adopted a written charter for the audit committee setting out the functions that it is to perform. The text of the charter is available on our website at [www.fullhouserestorts.com](http://www.fullhouserestorts.com).

Please refer to the audit committee report, which is set forth on page 16, for a further description of our audit committee's responsibilities and its recommendations with respect to our audited consolidated financial statements for the year ended December 31, 2011.

### *Compensation Committee*

The compensation committee is comprised of two members, Ms. Marshall and Dr. Braunlich. Dr. Braunlich acts as chair of the compensation committee. Our board of directors, in its reasonable judgment, has determined that each member of the compensation committee is independent as defined under the applicable NYSE Amex listing standards. Our compensation committee held six meetings in 2011.

The compensation committee's functions include reviewing and making recommendations to the board of directors regarding all forms of compensation to be provided to our executive officers and directors. Our board of directors has adopted a written charter for the compensation committee setting out the functions that it is to perform and has recently amended the charter. The text of the charter is available on our website at [www.fullhouserestorts.com](http://www.fullhouserestorts.com).

Management provides recommendations to the committee on the amount and type of executive compensation as well as individual performance objectives for bonuses and incentive compensation, and the committee reviews these recommendations along with information previously provided by an executive employment consultant to formulate the committee's recommendations to the board of directors. The compensation committee determines the fulfillment of the individual performance objectives and recommends individual bonus and incentive compensation amounts to the board of directors.

In 2010, the compensation committee engaged HVS Executive Search ( HVS ) to assess the competitiveness of executive compensation. HVS reviewed and provided recommendations regarding base salary, short-term and long-term incentives and other compensation of our named executive officers. HVS identified seven small cap casino companies as a competitive peer group and reviewed comparable data for corresponding positions. To maintain external competitiveness, HVS recommended that the Company increase the number of shares available for awards under the Company's incentive compensation plan. In 2011, our stockholders approved an amendment to the plan which increased the shares of common stock available under the plan by 800,000 to a total of 2,000,000. Consistent with HVS's recommendation, the Company awarded a total of 650,000 shares of restricted stock grants to our named executive officers in June, 2011.

### *Nominating Committee*

In 2011, the Nominating Committee met once during the fourth quarter of 2011 to approve the slate of nominees standing for election by the shareholders.

Our board of directors has adopted a written charter for the nominating committee setting out the functions that it is to perform. The text of the charter is available on our website at [www.fullhouserestorts.com](http://www.fullhouserestorts.com).

Our nominating committee's functions include assisting our board of directors with respect to nominating new directors. To fulfill its responsibilities and duties, the committee, among other things;

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determines periodically, as appropriate, desired board qualifications, expertise and characteristics, including such factors as business experience and skills and knowledge with respect to gaming, finance, marketing, financial reporting, regulatory and any other areas as may be expected to contribute to an effective board;

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determines periodically, as appropriate, whether there are any specific, minimum qualifications that the nominating committee believes must be met by a nominee approved by the nominating committee for a position on the board and whether there are any specific qualities or skills that the nominating committee believes are necessary for one or more directors to possess;

conducts searches for potential board members with corresponding attributes as needed;

evaluates, proposes and approves nominees for election or appointment to the board; and

considers, evaluates and, as applicable, proposes and approves, stockholder nominees for election to the board.

The nominating committee considers all qualified candidates regardless of age, race, gender, national origin or religion.

The nominating committee will consider stockholder recommendations for director candidates and will do so in the same manner that it considers all director candidates. There are no specific, minimum qualifications that must be met by a director nominee recommended by a stockholder except as provided for by applicable law. A stockholder wishing to recommend a prospective director nominee for consideration should send notice to Full House Resorts, Inc., Attention: Nominating Committee c/o Secretary, 4670 Fort Apache Road, Suite 190, Las Vegas, Nevada 89147. To be included in our proxy for our next annual meeting, the notice of recommendation must be made in writing and received by our Secretary by January 2, 2013. Although the committee's charter permits the committee to engage a search firm to identify director candidates, we did not pay any third parties a fee to assist in the process of identifying or evaluating director candidates in 2011.

### *Regulatory Compliance Committee*

The regulatory compliance committee is comprised of three members, Mr. Adams, Ms. Marshall, and Dr. Braunlich. Mr. Adams acts as chair of the regulatory compliance committee. The regulatory compliance committee's functions include reviewing and making recommendations to the board of directors regarding compliance with gaming laws and regulations. The regulatory compliance committee held four meetings in 2011.

The regulatory compliance committee meets quarterly to review the items determined by the Nevada Gaming Control Board to be of sufficient material interest to warrant review by a committee of the board. During 2011, the committee met quarterly and reviewed reports from the Company's Compliance Officer, Mr. Aaron, who also serves as General Counsel. The committee found no material violations of or deviations from appropriate regulatory controls and events of regulatory interest were appropriately addressed with no gaming regulatory agency action.

### **Board of Directors Leadership Structure**

The Company is led by Mr. Andre M. Hilliou, who has served as Chief Executive Officer since 2004 and as Chairman of the Board since 2009. In 2009, we named Dr. Carl Braunlich as Vice Chairman of the Board. Dr. Braunlich serves as our lead independent director. As Vice Chairman, the lead independent director serves in the place of the Chairman in any matter in which the Chairman is excused or does not appear. In addition, he calls and presides over meetings of the independent directors, which are held periodically throughout the year, most recently on December 8, 2011. All of our board committees are comprised only of independent directors. Each committee is chaired by a different independent director. Our independent directors meet regularly at each committee meeting. In May 2009, we appointed Mr. Mark J. Miller to be Chief Operating Officer in addition to his roles as Treasurer and Chief Financial Officer of the Company. This will ensure an orderly succession of executive management should one be needed.

Our audit committee is responsible for reviewing and assessing financial risk to the Company. The audit committee is comprised of three independent directors and meets at least quarterly. In addition, we maintain a regulatory compliance committee, comprised of three independent directors, which is responsible for the oversight and review of all matters of gaming regulatory import. We believe that these two independent committees provide proper risk oversight for the Company.

Our board leadership structure is commonly utilized by other public companies in the United States of comparable size and scope. We believe that this leadership structure has been effective for the Company. We believe that an independent Vice Chairman and only independent directors serving on our board committees provides a balance with a combined Chairman and Chief Executive Officer. With experienced and participating independent directors, we believe we have the proper leadership structure.



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### **Code of Conduct and Ethics**

Our board of directors has adopted a code of conduct and ethics applicable to each of our directors, officers and employees. In addition, our board of directors has adopted a separate code of ethics applicable to the Chief Executive Officer and senior financial officers. The full text of the code of conduct and ethics and the code of ethics are available at our website at [www.fullhouserescorts.com](http://www.fullhouserescorts.com).

### **Compensation Committee Interlocks and Insider Participation**

No executive of Full House Resorts is also a member of a compensation committee for a company whose executive officers are on the board of Full House Resorts.

### **Communications with the Board of Directors**

Our board of directors believes it important that interested parties have the opportunity to communicate their concerns directly to our board of directors. Stockholders may contact or communicate with an individual director or our board of directors as a group, including the non-employee directors as a group, by addressing that letter to Full House Resorts, Inc., Attention: Board of Directors c/o Company Secretary, 4670 Fort Apache Road, Suite 190, Las Vegas, Nevada 89147. Each communication should specify the applicable addressee or addressees to be contacted.

## **EXECUTIVE COMPENSATION**

In accordance with the SEC's proxy disclosure rules, total compensation in 2011 is defined as the sum of the following:

**Salary:** Base salary paid during 2011.

**Bonus:** Non-performance based awards (i.e., guarantees, sign on, retention bonuses).

**Stock Awards:** Restricted stock (including dividends earned on outstanding restricted shares that are not part of FAS 123(R) value) dollar amounts reflect the grant date accounting fair value calculated pursuant to the guidance set forth under FAS 123(R), as presented in our Annual Report on Form 10-K.

**Non-Equity Incentive Awards:** Short and long-term performance based awards, reflecting only annual incentives for 2011.

**All Other Compensation:** All other compensation not captured elsewhere in the Summary Executive Compensation Table. We have reported these amounts, even if the value of an individual item is less than \$10,000.

### **Summary Executive Compensation Table**

The following table summarizes the total compensation of our Chief Executive Officer, and our two highest paid executives other than our Chief Executive Officer, or, collectively, the named executive officers, for the fiscal year ended December 31, 2011.

**Table of Contents****SUMMARY COMPENSATION TABLE**

Name and Principal Position	Year	Salary	Stock Awards <sup>(1)</sup>	Non-Equity Incentive Plan Compensation <sup>(2)</sup>	All Other Compensation <sup>(3)</sup>	Total
Andre M. Hilliou <i>Chief Executive Officer</i>	2011	\$ 324,703	\$ 339,500	\$ 281,361	\$ 5,600	\$ 951,164
	2010	\$ 314,042	\$	\$ 255,626	\$ 4,000	\$ 573,668
Mark J. Miller <i>Executive Vice President /Chief Financial Officer/Chief Operating Officer</i>	2011	\$ 324,703	\$ 339,500	\$ 281,361	\$	\$ 945,564
	2010	\$ 314,042	\$ 16,683	\$ 255,626	\$	\$ 586,351
T. Wesley Elam <i>Vice President of Operations and Project Management</i>	2011	\$ 236,980	\$ 37,724	\$ 177,706	\$	\$ 452,410
	2010	\$ 226,590	\$	\$ 230,901	\$	\$ 457,491

(1) The amounts shown in this column represent the aggregate grant date fair value of restricted stock calculated pursuant to the guidance set forth under FAS 123(R) for the year ended related to restricted stock awards granted in and prior to 2011 pursuant to our various share-based payment plans, and include amounts from awards. Assumptions used in the calculation of these amounts are included in Note 13 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2011. The majority of the shares (600,000) will fully vest on June 1, 2013. The remaining shares will vest over three years, 16,667 on June 1, 2012, 16,667 on June 1, 2013, and 16,666 on June 1, 2014.

(2) The amount shown in this column for each named executive officer is the attributable performance-based bonus granted under the 2006 Incentive Compensation Plan. These amounts correspond to the year in which they were earned.

(3) The amounts shown in this column represent incidental expenses relating to maintaining an office for Mr. Hilliou separate from the Company's headquarters.

During 2011, the Compensation Committee approved and the executive officers were paid the salaries, incentive compensation, and restricted stock awards reported in the above table, which were determined to be at the low end of executive compensation for equivalent positions for companies of similar size and status.

**Employment Agreements**

In April 20, 2007, we entered into an employment agreement with each of Mr. Hilliou, Mr. Miller, and Mr. Elam. On July 17, 2007, the Company and Mr. Hilliou and Mr. Miller amended their agreements. The term of each of these agreements is two years (one year in the case of Mr. Elam), with automatic successive renewals unless either we or the relevant executive provides notice of termination at least 90 days prior to the end of the then current term. The agreements set an initial annual base salary of \$250,000 for Mr. Hilliou, \$250,000 for Mr. Miller, and \$200,000 for Mr. Elam, in each case subject to increase by our board of directors at the beginning of each calendar year. In addition, Mr. Miller and Mr. Elam each are eligible to receive an annual incentive bonus equal to up to 100% (200% for Mr. Hilliou) of his base salary subject to the achievement of annual objectives established by our compensation committee. In addition to the shares of restricted stock previously granted to each executive, each executive may receive additional grants as determined by our compensation committee. The agreement further provides that we will maintain a policy of term life insurance on each executive for the benefit of beneficiaries designated by the executive, although this requirement was waived by all the contract holders during 2011. In the event of termination of any of these employment agreements upon the death of the executive or by us because of illness or incapacity of the executive that continues for 90 days, in addition to all amounts owed through the date of termination, we shall pay to the executive an amount equal to his prior year's annual bonus pro-rated through the date of termination. In the event the agreement is terminated by us for cause, or by the executive without good reason, we shall only be obligated to pay the executive all base salary and benefits accrued through the date of termination and the executive shall forfeit any unvested shares of restricted stock. In the event the agreement is terminated by us without cause or by the executive for good reason, in addition to amounts owed through the date of termination, we shall:

Continue to pay the executive's base salary for a period of six months plus an additional one month of base salary for each year of employment (up to a maximum of 12 months base salary),

Pay an annual bonus for the year of termination equal to the average annual bonus for the executive for the previous two years, pro-rated through the date of termination (subject to a minimum of 50%), and



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Continue, at our expense, all of the executive's health, dental and other insurance benefits until the earlier of the end of the term or the date the executive becomes subsequently employed.

For purposes of the employment agreements, "cause" means (1) the executive's material fraud, dishonesty, willful misconduct, or willful and continuing failure in the performance of his duties under the employment agreement; (2) the executive's breach of any material provision of the employment agreement which has not been cured within 30 days following the notice thereof, or (3) the commission by the executive of any felony criminal act or the commission of any crime involving fraud, dishonesty or moral corruptness, including denial or removal of the executive's licensing from any governmental gaming agency or licensing authority. For purposes of the employment agreements "good reason" means (1) our failure to comply with any material provision of the employment agreement which has not been cured within 30 days following the notice thereof, or (2) our direction to the executive to do, perform, or omit to perform any act, or the executive's knowledge of such acts or omissions performed by our other employees without appropriate redress, which acts or omissions are known to be fraudulent, illegal or could otherwise materially impact negatively upon the executive's personal and professional reputation.

### **Change of Control Provisions**

Each of the employment agreements provides that upon a change of control, the executive may terminate his employment agreement only if the change of control materially affects his position and compensation under the agreement. To the extent any executive so terminates his agreement, or in the event the executive is not retained under contract following a change of control:

We will pay to the executive a cash payment equal to the greater of (a) one year's base salary or in the case of Mr. Hilliou two year's base salary and (b) the remaining base salary due under the agreement;

We will pay to the executive a cash payment equal to his average annual bonuses paid under his employment agreement for the three prior years (or the average of the annual bonuses paid to date, if the term of employment is less than three years); and

All unvested shares or other stock-based grants awarded pursuant to our 2006 Incentive Compensation Plan or other benefit plan will accelerate and vest upon the date of the change of control.

For purposes of the employment agreements, a "change of control" means (1) a person, entity or group acquires beneficial ownership of 50% or more of our then outstanding voting securities, (2) individuals who constitute our board as of April 17, 2007 and directors whose nominations are approved by a majority of such incumbent board members cease to constitute a majority of our board of directors, or (3) approval by our stockholders of (A) a business combination in which our shareholders prior to the transaction do not own at least 50% of the combined voting power of the voting securities of combined business and at least a majority of our incumbent board comprises a majority of the board of the combined business, (B) a liquidation or dissolution of our company, or (C) a sale of all or substantially all of our assets.

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The following describes the amounts payable upon termination of employment of the named executive officers as if such employment terminated on December 31, 2011.

<b>Employee</b>	<b>September 30, Payment</b>	<b>September 30, Continued Medical Benefits (1)</b>	<b>September 30, Accelerated Vesting of Restricted Stock (2)</b>	<b>September 30, Total Payments</b>
<b>Andre M. Hilliou</b>				
Death or Disability	\$ 793,501		\$ 1,164,000	\$ 1,957,501
Without Cause or with Good Reason	\$ 613,967	\$ 10,078	\$ 1,164,000	\$ 1,788,045
Change of control	\$ 915,481		\$ 1,164,000	\$ 2,079,481
<b>Mark J. Miller</b>				
Death or Disability	\$ 471,139		\$ 1,164,000	\$ 1,635,139
Without Cause or with Good Reason	\$ 619,917	\$ 14,416	\$ 1,164,000	\$ 1,798,333
Change of control	\$ 619,917		\$ 1,164,000	\$ 1,783,917
<b>T. Wesley Elam</b>				
Death or Disability	\$ 104,232		\$ 194,000	\$ 298,232
Without Cause or with Good Reason	\$ 403,608	\$ 4,606	\$ 194,000	\$ 602,214
Change of control	\$ 437,586		\$ 194,000	\$ 631,586

(1) Following a termination by us without cause or by the executive with good reason, we have agreed to provide him, his spouse and his dependents medical and dental benefits for the term or until the executive is otherwise employed. The amounts in this column represent the estimated cost to us of those payments over a twelve month period.

(2) Represents the value of the unvested shares owned by the executive as of December 31, 2011, calculated by multiplying the number of shares by the closing price of our stock on the grant date of \$3.88.

**Restricted Stock**

Upon stockholder approval of our 2006 Incentive Compensation Plan in May 2006, we granted 275,000 shares of restricted stock to Andre Hilliou which vested in four equal annual amounts beginning on the grant date of May 31, 2006 and then in January of the succeeding three years. We also granted 35,000 restricted shares to T. Wesley Elam, vesting in three equal annual installments beginning in January 2007. In addition, in March of 2007, we granted 110,000 shares of restricted stock to Mark Miller which vested in three annual amounts beginning on February 19, 2007. On April 26, 2011, our shareholders approved an additional 800,000 shares of common stock to be available for the 2006 Incentive Compensation Plan. On June 1, 2011, we granted 300,000 shares of restricted stock to Andre Hilliou which vest on June 1, 2013 and we granted 300,000 shares of restricted stock to Mark Miller which vest on June 1, 2013. We also granted 50,000 restricted shares to T. Wesley Elam, vesting in equal annual installments beginning on June 1, 2012.

**2006 Incentive Compensation Plan**

On May 29, 2006, our stockholders approved our 2006 Incentive Compensation Plan. The 2006 Incentive Compensation Plan is administered by our compensation committee. In consideration of their services, officers, directors, employees and consultants of us or a related entity are eligible to receive a variety of awards under the plan, including, incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock, deferred stock, dividend equivalents, bonus stock and performance awards. On April 26, 2011, our stockholders approved an amendment to the Plan which increased the shares of common stock available under the Plan by 800,000 to a total of 2,000,000. The total number of shares currently issuable under the plan is 2,000,000. As of December 31, 2011, we had issued 650,000 shares of stock and restricted stock under the plan to our executive officers and directors.

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### **Prior Stock Option Plans**

The Company's ability to issue options under its earlier plans expired on June 30, 2002, and all options granted were fully vested prior to 2006.

### **Certain Relationships and Related Transactions**

In September 2006, we entered into a consulting agreement with Mr. Iacocca, one of our directors, under the terms of which Mr. Iacocca would provide consulting services to us related to marketing and advertising for a period of three years. In consideration of these services, we granted to Mr. Iacocca 300,000 restricted shares of our common stock valued at \$1,119,000 based on the closing price on the grant date with no discount, which vested in equal amounts over the three year term of the agreement. The grant to Mr. Iacocca was initially recorded as deferred compensation, reported as a reduction of stockholder's equity and was subsequently amortized into compensation expense on a straight-line basis as services are provided over the three year vesting period.

### **PROPOSAL TWO: RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Piercy Bowler Taylor & Kern was retained as our independent registered public accounting firm for the year ending December 31, 2011.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE RATIFICATION OF PIERCY BOWLER TAYLOR & KERN AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012.

### **INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM MATTERS**

#### **Independent Auditors**

Piercy Bowler Taylor & Kern audited Full House's annual consolidated financial statements for the years ended December 31, 2011 and 2010. Representatives of Piercy Bowler Taylor & Kern are not expected to attend the meeting.

During fiscal years 2011 and 2010, Full House retained Piercy Bowler Taylor & Kern to provide services in the following categories and amounts:

#### *Audit Fees*

Fees in connection with the audit of our financial statements and the reviews of the financial statements included in each of our Quarterly Reports on Form 10-Q was \$175,793 and \$166,642 for 2011 and 2010, respectively.

#### *Audit Related Fees*

Audit related fees were \$20,000 and \$12,000 for 2011 and 2010, respectively. Fees in 2011 and 2010 relate primarily to Nevada Gaming Commission regulatory reporting.

#### *Tax Fees*

We did not engage Piercy Bowler Taylor & Kern for any tax related professional services for the fiscal year ended December 31, 2011 or 2010.

#### *All Other Fees*

Other services fees were \$8,920 for the fiscal year ended December 31, 2011 and \$0 for December 31, 2010.

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### **Pre-Approval Policies and Procedures**

The audit committee's policy is to review and pre-approve any engagement of our independent auditor to provide any audit or permissible non-audit service to us. All of the services provided by our independent auditors were approved by our audit committee and the audit committee believes that the provision of these services is consistent with maintaining the accountants' independence.

### **Audit Committee Report**

*The following report of the Audit Committee does not constitute soliciting material and should not be deemed filed or incorporated by reference into any of Full House's filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that we specifically incorporate such report by reference.*

The Audit Committee oversees Full House's financial reporting process. Management has the primary responsibility for the financial statements and the financial reporting process including the system of internal controls.

In fulfilling our oversight responsibilities, we reviewed and discussed the financial statements with management. In addition, we discussed with the independent auditors matters deemed significant by the independent auditors, including those matters required to be discussed pursuant to Statement on Auditing Standards No. 61 (Communication with Audit Committees), as amended. The audit committee met at the end of each quarter with management and the independent auditors where we reviewed and approved the quarterly and annual filings.

The independent auditors also provided us with the written disclosures and the letter required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees). We discussed with the independent auditors matters relating to their independence and considered whether their provision of non-audit services is compatible with maintaining their independence.

Based on our review with management and the independent auditors of Full House's audited consolidated financial statements and the independent auditors' report on such financial statements, and based on the discussions and written disclosures described above and our business judgment, we recommended that the audited consolidated financial statements be included in Full House's Annual Report on Form 10-K for the year ended December 31, 2011 for filing with the SEC.

Kathleen Marshall

Kenneth R. Adams

Carl G. Braunlich

## **GENERAL INFORMATION**

*Other Matters.* Our Board of Directors does not intend to present any matter for action at the annual meeting other than the matters described in this proxy statement. If any other matters properly come before the annual meeting, it is intended that the holders of the proxies hereby solicited will act in respect to such matters in accordance with their best judgment.

*Information Concerning Shareholder Proposals and Director Nominations.* Any stockholder satisfying the Securities and Exchange Commission requirements and wishing to submit a proposal to be included in the proxy statement for the 2013 Annual Meeting of Stockholders should submit the proposal in writing to the Corporate Secretary, Full House Resorts, Inc., 4670 South Fort Apache Road, Suite 190, Las Vegas Nevada 89147. We must receive a proposal by January 2, 2013 in order to consider it for inclusion in the proxy statement for the 2013 Annual Meeting of Stockholders.

Stockholders who wish to present director nominations or any other business at the 2013 Annual Meeting of Stockholders are required to notify the Corporate Secretary of their intent no later than January 2, 2013. We retain discretion to vote proxies we receive with respect to proposals received after March 18, 2013.

By Order of the Board of Directors,

Andre M. Hilliou

*Chairman*

Las Vegas, Nevada

April 4, 2012

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ANNUAL MEETING OF STOCKHOLDERS OF  
**FULL HOUSE RESORTS, INC.**

May 2, 2012

**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:**

The Notice of Meeting, Proxy Statement, Proxy Card  
are available at -<http://www.fullhouserescorts.com/images/pdf/Proxy%202010.pdf>

Please sign, date and mail  
your proxy card in the  
envelope provided as soon  
as possible.

i Please detach along perforated line and mail in the envelope provided. i

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**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF DIRECTORS AND FOR PROPOSAL 2.  
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK  
INK AS SHOWN HERE x**

**PROPOSAL ONE:** Election of Directors.

FOR AGAINST ABSTAIN

.. **FOR ALL NOMINEES**

**NOMINEES:**

O Kenneth R. Adams

..

O Carl G. Braunlich

O Kathleen Marshall

**WITHHOLD AUTHORITY**

O Lee A. Iacocca

.. **FOR ALL NOMINEES**

O Andre M. Hilliou

O Mark J. Miller

**PROPOSAL TWO:** Ratification of Piercy Bowler Taylor & Kern as the independent registered public accounting firm of Full House Resorts for 2012. .. ..

**OTHER MATTERS:** Granting the proxies discretionary authority to vote upon any other unforeseen matters which are properly brought before the meeting as management may recommend.

The undersigned hereby revokes any and all other proxies heretofore given by the undersigned and hereby ratifies all that the above-named proxies may do at such meeting or any adjournments thereof, by virtue hereof.

**FOR ALL EXCEPT**

(See instructions below)

**PLEASE MARK, SIGN, DATE AND RETURN THE PROXY USING THE ENCLOSED ENVELOPE.**

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee (s), mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here:

1

To change the address on your account, please check the box at right and indicate your new address in the address space above. .. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder

Date:

Signature of Stockholder

Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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**PROXY**

**FULL HOUSE RESORTS, INC.**

**This Proxy is Solicited on behalf of the Board of Directors**

KNOWN ALL MEN BY THESE PRESENTS, that the undersigned, a stockholder in Full House Resorts, Inc., a Delaware corporation ( Full House ), hereby appoints Andre M. Hilliou and Carl G. Braunlich, and each of them acting jointly, if more than one be present, to be the true and lawful attorneys and proxies for the undersigned, to vote all shares of Full House as the undersigned is entitled to vote, with all powers the undersigned would possess if personally present, at the annual meeting of stockholders of Full House to be held on May 2, 2012 or any adjournment thereof, on the following matters and, in their discretion, on such other matters as may properly come before the meeting. This proxy will be voted in the manner directed herein by the undersigned stockholder. If no direction is made, this proxy will be voted FOR the following Proposals.

(Continued and to be signed on the reverse side)



