

Excaliber Enterprises, Ltd.
Form 10-K
March 31, 2011

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

FORM 10-K

(Mark One)

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Fiscal Year Ended December 31, 2010

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Transition Period from _____ to _____

Commission File Number: 000-54014

EXCALIBER ENTERPRISES, LTD.
(Name of small business issuer in its charter)

Nevada
(State or other jurisdiction of incorporation or organization) 20-5093315
(I.R.S. employer identification number)

13834 W. Hoyt Road
Rathdrum, Idaho
(Address of principal executive offices) 83858
(Zip code)

Issuer's telephone number: (208) 640-9633

Securities Registered Pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
None	None

Securities Registered Pursuant to Section 12(g) of the Act:

Common
(Title of class)

(Title of class)

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.:

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the most recent price at which the common equity was sold: \$37,435 as of June 30, 2010.

The number of shares outstanding of each of the issuer's classes of common equity, as of March 31, 2011 was 5,848,707.

DOCUMENTS INCORPORATED BY REFERENCE

If the following documents are incorporated by reference, briefly describe them and identify the part of the Form 10-KSB (e.g., Part I, Part II, etc.) into which the document is incorporated: (1) any annual report to security holders; (2) any proxy or information statement; and (3) any prospectus filed pursuant to Rule 424(b) or (c) of the Securities Act of 1933 ("Securities Act"). The listed documents should be clearly described for identification purposes (e.g., annual report to security holders for fiscal year ended December 24, 1990).

None.

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

EXCALIBER ENTERPRISES, LTD.
 FORM 10-K
 For the year ended December 31, 2010

TABLE OF CONTENTS

<u>PART I</u>	<u>4</u>
<u>DESCRIPTION OF BUSINESS</u>	<u>4</u>
<u>RISK FACTORS</u>	<u>6</u>
<u>UNRESOLVED STAFF COMMENTS</u>	<u>9</u>
<u>PROPERTIES</u>	<u>9</u>
<u>LEGAL PROCEEDINGS</u>	<u>9</u>
<u>SUBMISSION OF MATTERS TO A VOTE OF SECURITY</u>	<u>9</u>
<u>HOLDERS</u>	
<u>PART II</u>	<u>10</u>
<u>MARKET FOR REGISTRANT’S COMMON EQUITY AND</u>	<u>10</u>
<u>RELATED STOCKHOLDER MATTERS MARKET INFORMATION</u>	
<u>FOR COMMON STOCK</u>	
<u>MANAGEMENT’S DISCUSSION AND PLAN OF OPERATIONS</u>	<u>11</u>
<u>FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA</u>	<u>13</u>
<u>CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS</u>	<u>26</u>
<u>CONTROLS AND PROCEDURES</u>	<u>26</u>
<u>OTHER INFORMATION</u>	<u>27</u>
<u>PART III</u>	<u>28</u>
<u>DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE</u>	<u>28</u>
<u>GOVERNANCE</u>	
<u>EXECUTIVE COMPENSATION</u>	<u>30</u>
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS</u>	<u>31</u>
<u>AND MANAGEMENT</u>	
<u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS,</u>	<u>31</u>
<u>AND DIRECTOR INDEPENDENCE</u>	
<u>PRINCIPAL ACCOUNTING FEES AND SERVICES</u>	<u>32</u>
<u>EXHIBITS</u>	<u>32</u>
<u>SIGNATURES</u>	<u>33</u>

FORWARD LOOKING STATEMENTS

This Annual Report contains forward-looking statements about our business, financial condition and prospects that reflect our management's assumptions and beliefs based on information currently available. We can give no assurance that the expectations indicated by such forward-looking statements will be realized. If any of our assumptions should prove incorrect, or if any of the risks and uncertainties underlying such expectations should materialize, our actual results may differ materially from those indicated by the forward-looking statements.

The key factors that are not within our control and that may have a direct bearing on operating results include, but are not limited to, acceptance of our services, our ability to expand its customer base, managements' ability to raise capital in the future, the retention of key employees and changes in the regulation of our industry.

There may be other risks and circumstances that management may be unable to predict. When used in this Report, words such as, "believes," "expects," "intends," "plans," "anticipates," "estimates" and similar expressions are intended to identify and qualify forward-looking statements, although there may be certain forward-looking statements not accompanied by such expressions.

PART I

DESCRIPTION OF BUSINESS

Business Development and Summary

Excaliber Enterprises, Ltd. was incorporated in the State of Nevada on October 6, 2005.

Our administrative office is located at 13834 W. Hoyt Road, Rathdrum, ID 83858.

Our fiscal year end is December 31.

Business of Issuer

Principal Products and Principal Markets

Our business purpose is to market specialty gift baskets to real estate and health care professionals and organizations through the Internet. We plan to offer potential customers the ability to choose from a variety of gift baskets that will be pre-designed by Stephanie Jones, our President. Our proposed gift baskets can be given as thank yous, gifts or rewards to clients, patients, employees or associates. For example, a realtor, whose client just purchased a new home, can order either a home essentials basket containing household cleaners and supplies or a housewarming basket with gourmet foods. In targeting the medical community, a sample get-well basket could include activity books and aspirin. We have not yet designed any gift basket ideas and thus do not currently have any catalog of items to sell.

We are developing a website at www.ExcaliberStore.com, which serves as our base of operations and the sole method through which we will generate sales. The site is our singular storefront, through which we will market, sell, and distribute gift baskets. To date, we have not identified or contacted any manufacturers or suppliers.

The baskets and products we plan to place in the baskets will purchased from outside sources. We are in the process of identifying suppliers and manufacturers, and have not made any determination which, if any we will contact. We will not manufacture or produce any item. Instead, we will seek to purchase these items from outside sources and assemble them in the pre-designed format. Assembly of baskets is intended to be done in-house by our

management. In the event we are unable to handle assembly and fulfillment in-house, we may seek to outsource these functions to independent third parties. We will not manufacture or produce any item ourselves. We are still in the development stage, and we do not have any saleable inventory and have not yet identified any specific products, suppliers or fulfillment companies.

Additionally, our management believes that we may be able to acquire good and services from existing third-party specialty gift companies. We are in the process of identifying companies with merchandising programs that will allow us to either list and sell their existing inventory of baskets or earn commissions based upon sales affected by us. We have not identified any such third-party companies from which to purchase pre-manufactured baskets and cannot guarantee that we will be able to obtain such baskets at a preferred or reasonable price.

Distribution Methods of the Products and Services

We expect to use general parcel and postal services as our distribution methods to fulfill customer orders. Such services include, without limitation, United Parcel Service, DHL, Federal Express and the United States Postal Service.

Industry Background and Competition

The market for gift baskets is very competitive and highly fragmented. There are numerous existing and potential competitors selling gift baskets. Our management believes that national chains that offer a large selection of merchandise compete directly, yet co-exist, with smaller companies that have either a regional presence, single locations or are strictly Internet-based. We expect to compete with many online and physical gift basket retailers, which we believe can be divided into several groups:

1. National chains and franchises, such as Harry & David and Hickory Farms;
2. Catalog retailers and Internet-based companies, such as Red Envelope and Blue Nile; and
3. Local and regional companies that cater to a limited geographic area and/or a niche market; and

Our management believes there exists a significant number of competitors selling relatively similar and competitively priced merchandise. In addition, convenience and reliability, as well as quality of customer service and the breadth and depth of product selection characterize the market for gift baskets. We are a start-up company without a base of operations and lacking an ability to generate sales. As such, our competitive position is unfavorable in the general marketplace. Unless we implement our planned operations and begin to generate revenues, we will not be able to maintain our operations.

Significantly, all of our current and potential traditional competitors have longer operating histories, larger customer or user bases, greater brand recognition and significantly greater financial, marketing and other resources than we do. Our competitors may be able to secure products from vendors on terms that are more favorable, fulfill customer orders more efficiently and adopt more aggressive pricing or inventory availability policies than we can. Traditional store-based retailers also enable customers to see and feel products in a manner that is not possible over the Internet. Many of these current and potential competitors can devote substantially more resources to Web site and systems development than we can. In addition, larger, more well-established and financed entities may acquire, invest in or form joint ventures with online competitors or gift basket companies as the use of the Internet and other online services increases.

Need for Government Approval of Principal Products

While we believe we are and will be in substantial compliance with the laws and regulations which regulate our business, and that we possess all the licenses required in the conduct of our business, the failure to comply with any of those laws or regulations, or the imposition of new laws or regulations could negatively impact our proposed business.

Number of total employees and number of full time employees

We are currently in the development stage. During the development stage, we plan to rely exclusively on the services of Stephanie Jones, President and director, and Matthew Jones, our Secretary, Treasurer and director, to set up our business operations. Both Mr. and Mrs. Jones currently work for us on a part-time basis and each expect to devote approximately 10-20 hours per week to our business, or as needed. There are no other full- or part-time

employees. We believe that our operations are currently on a small scale that is manageable by these individuals.

Reports to Security Holders

1. We will furnish shareholders with annual financial reports certified by our independent registered public accountants.
2. We are a reporting issuer with the Securities and Exchange Commission. We file periodic reports, which are required in accordance with Section 15(d) of the Securities Act of 1933, with the Securities and Exchange Commission to maintain the fully reporting status.

3. The public may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Our SEC filings will be available on the SEC Internet site, located at <http://www.sec.gov>.

RISK FACTORS

Our officers and directors work for us on a part-time basis. As a result, we may be unable to develop our business and manage our public reporting requirements.

Our operations depend on the efforts of Stephanie Jones, our President and director, and Matthew Jones, our Secretary, Treasurer and director. Neither Mr. nor Mrs. Jones has experience related to public company management, nor as a principal accounting officer. Because of this, we may be unable to offer and sell the shares in this offering and develop and manage our business. We cannot guarantee you that we will overcome any such obstacle.

Both Mr. and Mrs. Jones are involved in other business opportunities and may face a conflict in selecting between Excaliber and their other business interests. We have not formulated a policy for the resolution of such conflicts. If we lose either or both Mr. and Mrs. Jones to other pursuits without a sufficient warning we may, consequently, go out of business.

Investors may lose their entire investment if we fail to implement our business plan.

Excaliber Enterprises, Ltd. was formed in October 2005. We have no demonstrable operations record, on which you can evaluate our business and prospects. Our prospects must be considered in light of the risks, uncertainties, expenses and difficulties frequently encountered by companies in their early stages of development. These risks include, without limitation, competition, the absence of ongoing revenue streams, inexperienced management and lack of brand recognition. Excaliber Enterprises cannot guarantee that we will be successful in executing our proposed gift basket business and accomplishing our objectives. To date, we have not generated any revenues and may incur losses in the foreseeable future. If we fail to implement and create a base of operations for our proposed business, we may be forced to cease operations, in which case investors may lose their entire investment.

If we are unable to continue as a going concern, investors may face a complete loss of their investment.

We have yet to commence our planned merchandising operations. As of the date of this annual report, we have had only limited start-up operations and generated no revenues. Taking these facts into account, our independent registered public accounting firm has expressed substantial doubt about our ability to continue as a going concern in the independent registered public accounting firm's report to the financial statements included in this report. If our business fails, the investors in this offering may face a complete loss of their investment.

Investors will have limited control over decision-making because principal stockholders, officers and directors of Excaliber Enterprises control the majority of our issued and outstanding common stock.

Stephanie Jones, an executive officer, employee and director, beneficially owns 85% of our issued and outstanding common stock. As a result of such ownership, investors will have limited control over matters requiring approval by our security holders, including the election of directors. Such concentrated control may also make it difficult for our stockholders to receive a premium for their shares of our common stock in the event we enter into transactions which require stockholder approval. In addition, certain provisions of Nevada law could have the effect of making it more difficult or more expensive for a third party to acquire, or of discouraging a third party from attempting to acquire, control of us. For example, Nevada law provides that not less than two-thirds vote of the stockholders is required to

remove a director, which could make it more difficult for a third party to gain control of our Board of Directors. This concentration of ownership limits the power to exercise control by the minority shareholders.

Excaliber Enterprises may not be able to attain profitability without additional funding, which may be unavailable.

We have limited capital resources. To date, we have not generated cash from our operations. Unless we begin to generate sufficient revenues from our proposed business objective of selling gift baskets to finance operations as a going concern, we may experience liquidity and solvency problems. Such liquidity and solvency problems may force us to go out of business if additional financing is not available. We have no intention of liquidating. In the event our cash resources are insufficient to continue operations, we intend to raise additional capital through offerings and sales of equity or debt securities. In the event we are unable to raise sufficient funds, we will be forced to go out of business and will be forced to liquidate. A possibility of such outcome presents a risk of complete loss of investment in our common stock.

Because of competitive pressures from competitors with more resources, Excaliber Enterprises may fail to implement its business model profitably.

The market for customers is intensely competitive and such competition is expected to continue to increase. We expect to compete with many online and physical companies specialized in selling gift products, such as Harry and David and Wine Country Gifts. Generally, our actual and potential competitors have longer operating histories, greater financial and marketing resources, greater name recognition and an entrenched client base. Therefore, many of these competitors may be able to devote greater resources to attracting customers and preferred vendor pricing. There can be no assurance that our current or potential competitors will not stock comparable or superior products to those to we expect to offer. Increased competition could result in lower than expected operating margins or loss of market share, any of which would materially and adversely affect our business, results of operation and financial condition.

We may be unable to generate sales without sales, marketing or distribution capabilities.

We have not commenced our planned business of selling pre-designed specialty gift baskets via the Internet and do not have any sales, marketing or distribution capabilities. We cannot guarantee that we will be able to develop a sales and marketing plan or to develop an effective chain of distribution. In the event we are unable to successfully implement these objectives, we may be unable to generate sales and operate as a going concern.

We may not be able to generate sales because consumers may choose not to shop online.

We may not be able to attract potential customers who shop in traditional retail stores to shop on our proposed web site. Furthermore, we may incur significantly higher and more sustained advertising and promotional expenditures than anticipated to attract online shoppers and to convert those shoppers into purchasing customers. As a result, we may not be able to achieve profitability, and even if we are successful at attracting online customers, we expect it could take several years to build a substantial customer base.

Failure by us to respond to changes in consumer preferences could result in lack of sales revenues and may force us out of business.

Any change in the preferences of our potential customers, or in the gift products industry in general, that we fail to anticipate and adapt to could reduce the demand for our proposed specialty gift baskets that we intend to sell. Decisions about our focus and the specific products we plan to offer will often be made in advance of entering the marketplace. Failure to anticipate and respond to changes in consumer preferences and demands could lead to, among other things, customer dissatisfaction, failure to attract demand for our proposed products and lower profit margins.

We may be unable to obtain sufficient quantities of quality merchandise on acceptable commercial terms because we do not have long-term distribution and manufacturing agreements.

We have not yet commenced our planned business of selling pre-designed specialty gift baskets via the Internet and do not have any sales, marketing or distribution capabilities. We cannot guarantee that we will be able to develop a sales and marketing plan or to develop an effective chain of distribution. In the event we are unable to successfully implement these objectives, we may be unable to generate sales and operate as a going concern.

Our revenue and gross margin could suffer if we fail to manage our inventory properly.

Our business depends on our ability to anticipate our needs for our as yet unidentified products and suppliers' ability to deliver sufficient quantities of products at reasonable prices on a timely basis. Given that we are in the development stage, we may be unable to accurately anticipate demand and manage inventory levels that could seriously harm us. If predicted demand is substantially greater than consumer purchases, there will be excess inventory. In order to secure inventory, we may make advance payments to suppliers, or we may enter into non-cancelable commitments with vendors. If we fail to anticipate customer demand properly, a temporary oversupply could result in excess or obsolete inventory, which could adversely affect our gross margin.

Excaliber Enterprises may lose its top management without employment agreements.

Our operations depend substantially on the skills and experience of Stephanie Jones, our President and director, and Matthew Jones, our Secretary, Treasurer and director. We have no other full- or part-time employees besides these individuals. Furthermore, we do not maintain key man life insurance on either of these two individuals. Without employment contracts, we may lose either or both of our officers and directors to other pursuits without a sufficient warning and, consequently, go out of business.

Both of our officers and directors are involved in other business opportunities and may face a conflict in selecting between our company and their other business interests. In the future, either Mr. or Mrs. Jones may also become involved in other business opportunities. We have not formulated a policy for the resolution of such conflicts. If we lose either or both of Mr. or Mrs. Jones to other pursuits without a sufficient warning we may, consequently, go out of business.

Our internal controls may be inadequate, which could cause our financial reporting to be unreliable and lead to misinformation being disseminated to the public.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. As defined in Exchange Act Rule 13a-15(f), internal control over financial reporting is a process designed by, or under the supervision of, the principal executive and principal financial officer and effected by the board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that: (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements. Our internal controls may be inadequate or ineffective, which could cause our financial reporting to be unreliable and lead to misinformation being disseminated to the public. Investors relying upon this misinformation may make an uninformed investment decision.

The costs and expenses of SEC reporting and compliance may inhibit our operations.

We are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended. The costs of complying with such requirements may be substantial. In the event we are unable to establish a base of operations that generates sufficient cash flows or cannot obtain additional equity or debt financing, the costs of maintaining our status as a reporting entity may inhibit our ability to continue our operations.

Because our common stock is deemed a low-priced “Penny” stock, an investment in our common stock should be considered high risk and subject to marketability restrictions.

Since our common stock is a penny stock, as defined in Rule 3a51-1 under the Securities Exchange Act, it will be more difficult for investors to liquidate their investment even if and when a market develops for the common stock. Until the trading price of the common stock rises above \$5.00 per share, if ever, trading in the common stock is subject to the penny stock rules of the Securities Exchange Act specified in rules 15g-1 through 15g-10. Those rules require broker-dealers, before effecting transactions in any penny stock, to:

1. Deliver to the customer, and obtain a written receipt for, a disclosure document;
2. Disclose certain price information about the stock;

3. Disclose the amount of compensation received by the broker-dealer or any associated person of the broker-dealer;
4. Send monthly statements to customers with market and price information about the penny stock; and
5. In some circumstances, approve the purchaser's account under certain standards and deliver written statements to the customer with information specified in the rules.

Consequently, the penny stock rules may restrict the ability or willingness of broker-dealers to sell the common stock and may affect the ability of holders to sell their common stock in the secondary market and the price at which such holders can sell any such securities. These additional procedures could also limit our ability to raise additional capital in the future.

FINRA sales practice requirements may also limit a stockholder's ability to buy and sell our stock.

In addition to the "penny stock" rules described above, the Financial Industry Regulatory Authority (FINRA) has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, the FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. The FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock and have an adverse effect on the market for our shares.

UNRESOLVED STAFF COMMENTS

None.

PROPERTIES

Excaliber Enterprises, Ltd. uses office space at 13834 W. Hoyt Road, Rathdrum, ID 83858. Mr. and Mrs. Jones, the directors and officers, are providing the office space, located their primary residence, at no charge to us. We believe that this arrangement is suitable given that our current operations are primarily administrative. We also believe that we will not need to lease additional administrative offices for at least the next 12 months. There are currently no proposed programs for the renovation, improvement or development of the facilities we currently use.

Our management does not currently have policies regarding the acquisition or sale of real estate assets primarily for possible capital gain or primarily for income. We do not presently hold any investments or interests in real estate, investments in real estate mortgages or securities of or interests in persons primarily engaged in real estate activities.

LEGAL PROCEEDINGS

No Director, officer, significant employee, or consultant of Excaliber Enterprises, Ltd. has been convicted in a criminal proceeding, exclusive of traffic violations.

No Director, officer, significant employee, or consultant of Excaliber Enterprises, Ltd. has been permanently or temporarily enjoined, barred, suspended, or otherwise limited from involvement in any type of business, securities or banking activities.

No Director, officer, significant employee, or consultant of Excaliber Enterprises, Ltd. has been convicted of violating a federal or state securities or commodities law.

Excaliber Enterprises, Ltd. is not a party to any pending legal proceedings.

No director, officer, significant employee or consultant of Excaliber Enterprises, Ltd. has had any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time.

SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

9

PART II

MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS MARKET INFORMATION FOR COMMON STOCK

Market information

There is no established public trading market for our securities and a regular trading market may not develop, or if developed, may not be sustained. A shareholder in all likelihood, therefore, will not be able to resell his or her securities should he or she desire to do so when eligible for public resale. Furthermore, it is unlikely that a lending institution will accept our securities as pledged collateral for loans unless a regular trading market develops. We have no plans, proposals, arrangements or understandings with any person with regard to the development of a trading market in any of our securities.

Holders

As of the date of this prospectus, Excaliber Enterprises, Ltd. has 5,848,707 shares of \$0.001 par value common stock issued and outstanding held by 24 shareholders of record. Our Transfer Agent is Holliday Stock Transfer, Inc., 2939 N. 67th Place, Suite C, Scottsdale, Arizona 85251, phone (480) 481-3940.

Dividends

Excaliber Enterprises, Ltd. has never declared or paid any cash dividends on its common stock. For the foreseeable future, Excaliber Enterprises intends to retain any earnings to finance the development and expansion of its business, and it does not anticipate paying any cash dividends on its common stock. Any future determination to pay dividends will be at the discretion of the Board of Directors and will be dependent upon then existing conditions, including Excaliber Enterprises' financial condition and results of operations, capital requirements, contractual restrictions, business prospects and other factors that the board of directors considers relevant.

Recent Sales of Unregistered Securities

In June 2006, we issued 5,000,000 shares of our common stock to Stephanie Jones, our founding shareholder and an officer and director. This sale of stock did not involve any public offering, general advertising or solicitation. The shares were issued in exchange for services performed by the founding shareholder on our behalf in the amount of \$5,000. Mrs. Jones received compensation in the form of common stock for performing services related to the formation and organization of our Company, including, but not limited to, designing and implementing a business plan and providing administrative office space for use by the Company; thus, these shares are considered to have been provided as founder's shares. Additionally, the services are considered to have been donated, and have resultantly been expensed and recorded as a contribution to capital. At the time of the issuance, Mrs. Jones had fair access to and was in possession of all available material information about our company, as she is an officer and director of Excaliber Enterprises, Ltd. The shares bear a restrictive transfer legend. Based on these facts, we claim that the issuance of stock to our founding shareholder qualifies for the exemption from registration contained in Section 4(2) of the Securities Act of 1933.

On September 25, 2006, we sold 100,000 shares of our common stock to Nicole Jones, sister of Matthew Jones and sister-in-law of Stephanie Jones, officers and directors of the company. The shares were issued at a price of \$0.05 per share for total cash in the amount of \$5,000. This September 2006 transaction involved no general solicitation and the shares bear a restrictive transfer legend. Ms. Nicole Jones was provided fair access to our corporate books and records

and was given the opportunity to ask questions of us. Based on these facts, we claim that the issuance of stock to Ms. Nicole Jones qualifies for the exemption from registration contained in Section 4(2) of the Securities Act of 1933.

MANAGEMENT'S DISCUSSION AND PLAN OF OPERATIONS

Forward-Looking Statements

The statements contained in all parts of this document that are not historical facts are, or may be deemed to be, "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements include, but are not limited to, those relating to the following: the Company's ability to secure necessary financing; expected growth; future operating expenses; future margins; fluctuations in interest rates; ability to continue to grow and implement growth, and regarding future growth, cash needs, operations, business plans and financial results and any other statements that are not historical facts.

When used in this document, the words "anticipate," "estimate," "expect," "may," "plans," "project," and similar expressions are intended to be among the statements that identify forward-looking statements. Excaliber Enterprises, Ltd.'s results may differ significantly from the results discussed in the forward-looking statements. Such statements involve risks and uncertainties, including, but not limited to, those relating to costs, delays and difficulties related to the Company's dependence on its ability to attract and retain skilled managers and other personnel; intense competition; the uncertainty of the Company's ability to manage and continue its growth and implement its business strategy; its vulnerability to general economic conditions; accuracy of accounting and other estimates; the Company's future financial and operating results, cash needs and demand for services; and the Company's ability to maintain and comply with permits and licenses; as well as other risk factors described in this Annual Report. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual outcomes may vary materially from those projected.

Management's Discussion and Results of Operations

We were incorporated in the State of Nevada on October 6, 2005. Since our inception on October 6, 2005 to December 31, 2009, we did not generate any revenues and have incurred various general and administrative costs related to the costs of start-up operations and the execution of our business. In prior periods, the state of the economy has impeded our ability to develop our operations. However, during the third quarter of 2009, our officers and directors received informal interest in our gift baskets from prior personal contacts. As a result, we have attempted to restructure our operational approach, infrastructure and financing requirements, as discussed herein.

Operating Expenses

During the year ended December 31, 2010, total expenses were \$8,946, consisting of depreciation expense of \$428, related specifically to our computer equipment, executive compensation of \$128 and general and administrative costs in the amount of \$8,390. General and administrative expense was comprised primarily of \$1,389 in professional fees and \$6,825 in accounting fees. In the comparable year ended December 31, 2009, expenses were \$21,968, of which \$428 was attributable to depreciation expense and \$21,540 in general and administrative expenses. During this period, general and administrative expenses included \$16,345 in professional fees and \$5,000 in accounting fees.

Since our inception, we have incurred aggregate operating expenses in the amount of \$57,515, of which \$892 is due to depreciation expense, \$5,128 in executive compensation and general and administrative expenses in the amount of \$51,495. No development related expenses have been or will be paid to our affiliates. We expect to continue to incur general and administrative expenses for the foreseeable future.

Provision of Income Taxes

Although we are incorporated in the State of Nevada, we do business in the State of Idaho, which charges a minimum tax payable for \$30. In the years ended December 31, 2010 and 2009, we recorded a provision for income taxes of \$30 and \$30, respectively. Since our inception to December 31, 2010, we recorded total provisions for income taxes of \$120.

Net Loss

As a result of our lack of revenues and incurring ongoing expenses related to the implementation of our business, we have experienced net losses in all periods since our inception. In the year ended December 31, 2010, our net loss totaled \$8,976, compared to a net loss of \$21,998 in the year ended December 31, 2009. Since our inception, we have accumulated a deficit in the amount of \$57,635.

Liquidity

Our management believes that our cash on hand as of December 31, 2010 in the amount of \$1,808 is not sufficient to maintain our current minimal level of operations and to execute our planned objectives for the next approximately 12 months. As of December 31, 2010, we owed \$2,670 in accounts payable to vendors and service providers. Additionally, we have notes payable of \$530, of which \$500 is owed to a related party and \$30 to a non-related third party entity. Both notes bear no interest and are due on demand. We may be unable to satisfy any of our financial obligations. Our ability to fund our operating expenses are in doubt, and we cannot guarantee that we will be able to satisfy such. As a result, our independent auditors have expressed substantial doubt about our ability to continue as a going concern in the independent auditors' report to the financial statements included in our 10-K. If our business fails, our investors may face a complete loss of their investment.

Plan of Operation

Our officers and directors have received inquiries about our products and services. Our management believes that, while inquiries do not directly equal sales, these are signs of a resurgent market for corporate and personal gifts and could potentially lead to sales. Our management attributes this resurrected interest to the recovery of the stock market and various segments of the economy stabilizing. For instance, the real estate activity has shown a pickup in activity and an easing of price declines. Our management believes this turn around in the general business climate has led to a slight recovery in discretionary spending, as well as an availability of investment capital and business credit.

We are currently evaluating our options to raise capital to finance our business strategy. We estimate that we require at least \$30,000 in funds to execute the following steps:

Improve our website: We have a website located at www.ExcaliberStore.com to serve as our primary method of attracting customers and generating sales. The website is merely functional without e-commerce capability at this time. We are in the process of improving our website through adding e-commerce functionality and improving the user interface. There are options we are evaluating in terms of software for and outsourcing the processing of payments. We have budgeted up to \$10,000 to the redesign of our site and for the purchase of software.

We are also contemplating creating accounts with websites that already have e-commerce functionality enabled, whereby we would pay either a nominal fee or commission for sales and payment processing. This option would allow us to conserve capital in that: (a) we would not have to hire a web developer to redesign the site; (b) we would not have to purchase special software; and (c) we would not have to set-up a merchant account.

Implement marketing and advertising: Once we determine our approach to e-commerce, we will implement a web advertising campaign using services provided by Google, Bing and Yahoo. The amount we budget to undertake web advertising activities will depend substantially upon whether we invest in developing an e-commerce website or enter into partnerships with other websites. At this time, we anticipate requiring up to \$20,000 pursuing a web advertising program.

In addition to web marketing, we also plan to take a direct sales approach, whereby our officers will attempt to generate interest and awareness of our brand. Direct sales is not expected to require a material outlay of funds, other than for business cards, brochures and other print materials. As such, we have allotted up to \$2,000 to use for direct sales materials.

Our management does not anticipate the need to hire additional full- or part- time employees over the next 12 months, as the services provided by our current officers and directors appear sufficient at this time. Our officers and directors work for us on a part-time basis, and are prepared to devote additional time, as necessary. We do not expect to hire

any additional employees over the next 12 months.

Our management does not expect to incur research and development costs.

We do not have any off-balance sheet arrangements.

We currently do not own any significant plant or equipment that we would seek to sell in the near future.

We have not paid for expenses on behalf of our directors. Additionally, we believe that this fact shall not materially change.

We currently do not have any material contracts and or affiliations with third parties.

There are no known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on our revenues from continuing operations.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The following documents (pages F-1 to F-10) form part of the report on the Financial Statements

	PAGE
<u>Report of Independent Registered Public Accounting Firm</u>	<u>F-1</u>
<u>Balance Sheets</u>	<u>F-2</u>
<u>Statements of Operations</u>	<u>F-3</u>
<u>Statements of Stockholders' Equity</u>	<u>F-4</u>
<u>Statements of Cash Flows</u>	<u>F-5</u>
<u>Footnotes</u>	<u>F-6</u>

Excaliber Enterprises, Ltd.
(A Development Stage Company)
Audited Financial Statements

TABLE OF CONTENTS

	PAGE
<u>Report of Independent Registered Public Accounting Firm – Weaver & Martin, LLC, CPAs</u>	<u>1</u>
<u>Balance Sheets</u>	<u>2</u>
<u>Statements of Operations</u>	<u>3</u>
<u>Statement of Changes in Stockholders' Deficit</u>	<u>4</u>
<u>Statements of Cash Flows</u>	<u>5</u>
<u>Footnotes</u>	<u>6</u>

To the Board of Directors and Stockholders
Excaliber Enterprises, Ltd.
Rathdrum, ID

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have audited the accompanying balance sheet of Excaliber Enterprises, Ltd. (A Development Stage Company) as of December 31, 2010 and 2009 and the related statements of operations, stockholders' deficit, and cash flows for the years then ended, and the period of October 6, 2005 (Inception) to December 31, 2010. Excaliber Enterprises, Ltd.'s management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. Our audit of the financial statements includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Excaliber Enterprises, Ltd. as of December 31, 2010 and 2009 and the results of its operations, stockholders' deficit, and cash flows for the years then ended and the period of October 6, 2005 (Inception) to December 31, 2010 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has suffered recurring losses from operations and is dependent upon the continued sale of its securities or obtaining debt financing for funds to meet its cash requirements. These factors raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Weaver & Martin, LLC
Kansas City, Missouri
March 31, 2011

Excaliber Enterprises, Ltd.
(a Development Stage Company)
Balance Sheets

	December 31,	
	2010	2009
Assets		
Current assets:		
Cash	\$1,808	\$556
Total current assets	1,808	556
Fixed assets, net of accumulated depreciation of \$892 and \$464 as of 12/31/10 and 12/31/09, respectively		
	392	820
Total assets	\$2,200	\$1,376
Liabilities and Stockholders' Deficit		
Current liabilities:		
Accounts payable	\$2,670	\$1,000
Notes payable	30	-
Notes payable – related party	500	500
Total current liabilities	3,200	1,500
Stockholders' deficit		
Common stock, \$0.001 par value, 200,000,000 shares authorized, 5,848,707 and 5,848,707 shares issued and outstanding as of 12/31/10 and 12/31/09	5,849	5,849
Additional paid-in capital	50,786	42,686
Deficit accumulated during development stage	(57,635)	(48,659)
Total stockholders' deficit	(1,000)	(124)
Total liabilities and stockholders' deficit	\$2,200	\$1,376

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

Excaliber Enterprises, Ltd.
(a Development Stage Company)
Statements of Operations

	For the years ended		October 6, 2005
	December 31,		(Inception) to
	2010	2009	December 31, 2010
Revenue	\$-	\$-	\$-
Expenses:			
Depreciation expense	428	428	892
Executive compensation	128	-	5,128
General and administrative expenses	8,390	21,540	51,495
Total expenses	8,946	21,968	57,515
(Loss) before provision for income taxes	(8,946)	(21,968)	(57,515)
Provision for income taxes	(30)	(30)	(120)
Net (loss)	\$(8,976)	\$(21,998)	\$(57,635)
Weighted average number of			
common shares outstanding - basic and fully diluted	5,848,707	5,848,707	
Net (loss) per share-basic and fully diluted	\$(0.00)	\$(0.00)	

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

Excaliber Enterprises, Ltd.
(a Development Stage Company)
Statement of Stockholders' Deficit

	Common Stock		Additional Paid-in Capital	(Deficit) Accumulated During Development Stage	Total Stockholders' Equity
	Shares	Amount			
Balance, December 31, 2006	5,100,000	5,100	5,000	(5,431)	4,669
Net (loss)					
For the year ended					
December 31, 2007	-	-	-	(4,814)	(4,814)
Balance, December 31, 2007	5,100,000	5,100	5,000	(10,245)	(145)
November 2008					
Issued for cash	748,707	749	36,686	-	37,435
November 2008					
Offering costs	-	-	(500)	-	(500)
Net (loss)					
For the year ended					
December 31, 2008	-	-	-	(16,416)	(16,416)
Balance, December 31, 2008	5,848,707	5,849	41,186	(26,661)	20,374
September 2009					
Donated capital	-	-	1,500	-	1,500
Net (loss)					
For the year ended					
December 31, 2009	-	-	-	(21,998)	(21,998)
Balance, December 31, 2009	5,848,707	5,849	42,686	(48,659)	(124)
March 2010					
Donated capital	-	-	3,000	-	3,000
April 2010					
Donated capital	-	-	3,000	-	3,000
July 2010					
Donated capital	-	-	500	-	500
November 2010					

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Donated capital	-	-	1,600	-	1,600
Net (loss)					
For the year ended					
December 31, 2010	-	-	-	(8,976)	(8,976)
Balance, December 31, 2010	5,848,707	\$5,849	\$50,786	\$ (57,635)	\$ (1,000)

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

F4

Excaliber Enterprises, Ltd.
(a Development Stage Company)
Statements of Cash Flows

	For the year ended		October 6, 2005
	December 31,		(Inception) to December
	2010	2009	31, 2010
Cash flows from operating activities			
Net (loss)	\$(8,976)	\$(21,998)	\$(57,635)
Adjustments to reconcile net (loss) to net cash (used) by operating activities:			
Shares issued for services	-	-	5,000
Depreciation	428	428	892
Changes in operating assets and liabilities:			
(Increase) Decrease in accounts payable	1,670	(1,186)	2,760
Net cash (used) by operating activities	(6,878)	(22,756)	(49,073)
Cash flows from investing activities			
Purchase of fixed assets	-	-	(1,284)
Net cash (used) by investing activities	-	-	(1,284)
Financing activities			
Proceeds from note payable – related party	-	-	500
Proceeds from note payable	30	-	30
Donated capital	8,100	1,500	9,700
Issuances of common stock	-	-	41,935
Net cash provided by financing activities	8,130	1,500	52,165
Net increase (decrease) in cash	1,252	(21,256)	1,808
Cash at beginning of year	556	21,812	-
Cash at end of year	\$1,808	\$556	\$1,808
Supplemental disclosures:			
Interest paid	\$-	\$-	\$-
Income taxes paid	\$30	\$30	\$120
Non-cash transactions:			
Shares issued for services	\$-	\$-	\$5,000
Number of shares issued for services	-	-	5,000,000

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

F5

20

Excaliber Enterprises, Ltd.
(a Development Stage Company)
Notes to Financial Statements

Note 1 – History and organization of the company

The Company was organized October 6, 2005 (Date of Inception) under the laws of the State of Nevada, as Excalibur Enterprises, Ltd. The Company is authorized to issue up to 200,000,000 shares of its common stock with a par value of \$0.001 per share.

The business of the Company is to sell specialty gift baskets to health care professionals, organizations and patients, and real estate agents and firms. The Company has limited operations and in accordance with FASB ASC 915-10, “Development Stage Entities,” the Company is considered a development stage company.

Note 2 – Accounting policies and procedures

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Cash and cash equivalents

The Company maintains a cash balance in a non-interest-bearing account that currently does not exceed federally insured limits. For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents. There were no cash equivalents as of December 31, 2010 and 2009.

Property and equipment

Property and equipment is recorded at cost. Expenditures for major additions and improvements are capitalized and minor replacements, maintenance, and repairs are charged to expense as incurred. When property and equipment is retired or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is included in the results of operations for the respective period. Depreciation is provided over the estimated useful lives of the related assets using the straight-line method for financial statement purposes. The Company uses other depreciation methods (generally accelerated) for tax purposes where appropriate. The estimated useful lives for significant property and equipment categories are as follows:

Computer equipment	5 years
--------------------	---------

The Company reviews the carrying value of property and equipment for impairment whenever events and circumstances indicate that the carrying value of an asset may not be recoverable from the estimated future cash flows expected to result from its use and eventual disposition. In cases where undiscounted expected future cash flows are less than the carrying value, an impairment loss is recognized equal to an amount by which the carrying value exceeds the fair value of assets. The factors considered by management in performing this assessment include current operating results, trends and prospects, the manner in which the property is used, and the effects of obsolescence, demand, competition and other economic factors. Based on this assessment there was no impairment as December 31, 2010. Depreciation expense for the years ended December 31, 2010 and 2009 totaled \$428 and \$428, respectively.

Revenue recognition

The Company recognizes revenue and gains when earned and related costs of sales and expenses when incurred.

Fair value of financial instruments

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of December 31, 2010 and 2009. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values. Fair values were assumed to approximate carrying values for cash and payables because they are short term in nature and their carrying amounts approximate fair values or they are payable on demand. See note 9 for further details.

F6

Excaliber Enterprises, Ltd.
(a Development Stage Company)
Notes to Financial Statements

Advertising and marketing costs

The Company expenses all costs of advertising as incurred. As of December 31, 2010 and 2009, there was \$0 and \$0 in advertising and marketing costs, respectively.

Loss per Common Share

Net loss per share is provided in accordance with ASC Subtopic 260-10. We present basic loss per share ("EPS") and diluted EPS on the face of statements of operations. Basic EPS is computed by dividing reported losses by the weighted average shares outstanding. Except where the result would be anti-dilutive to income from continuing operations, diluted earnings per share has been computed assuming the conversion of the convertible long-term debt and the elimination of the related interest expense, and the exercise of stock warrants. Loss per common share has been computed using the weighted average number of common shares outstanding during the year. For the twelve months ended December 31, 2010 and 2009, the assumed conversion of convertible preferred shares and the exercise of stock warrants have not existed and thus are anti-dilutive due to the Company's net losses and are excluded in determining diluted loss per share.

Income Taxes

The Company follows FASB Codification Topic 740-10-25 (ASC 740-10-25) for recording the provision for income taxes. Deferred tax assets and liabilities are computed based upon the difference between the financial statement and income tax basis of assets and liabilities using the enacted marginal tax rate applicable when the related asset or liability is expected to be realized or settled. Deferred income tax expenses or benefits are based on the changes in the asset or liability each period. If available evidence suggests that it is more likely than not that some portion or all of the deferred tax assets will not be realized, a valuation allowance is required to reduce the deferred tax assets to the amount that is more likely than not to be realized. Future changes in such valuation allowance are included in the provision for deferred income taxes in the period of change.

Deferred income taxes may arise from temporary differences resulting from income and expense items reported for financial accounting and tax purposes in different periods. Deferred taxes are classified as current or non-current, depending on the classification of assets and liabilities to which they relate. Deferred taxes arising from temporary differences that are not related to an asset or liability are classified as current or non-current depending on the periods in which the temporary differences are expected to reverse.

Stock-Based Compensation

The Company records stock based compensation in accordance with the guidance in ASC Topic 718 which requires the Company to recognize expense related to the fair value of its employee stock option awards. This eliminates accounting for share-based compensation transactions using the intrinsic value and requires instead that such transactions be accounted for using a fair-value-based method. The Company recognizes the cost of all share-based awards on a graded vesting basis over the vesting period of the award.

Dividends

The Company has not yet adopted any policy regarding payment of dividends. No dividends have been paid or declared since inception

Recently Issued Accounting Pronouncements

The Company has evaluated the recent accounting pronouncements through ASU 2011-01 and believes that none of them will have a material effect on the company's financial statements.

Year end

The Company has adopted December 31 as its fiscal year end.

F7

22

Excaliber Enterprises, Ltd.
(a Development Stage Company)
Notes to Financial Statements

Note 3 - Going concern

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As shown in the accompanying financial statements, the Company has incurred a net loss of (\$57,635) for the period from October 6, 2005 (inception) to December 31, 2010, and had no sales.

The Company is contemplating conducting an offering of its debt or equity securities to obtain additional operating capital. The Company is dependent upon its ability, and will continue to attempt, to secure equity and/or debt financing. There are no assurances that the Company will be successful and without sufficient financing it would be unlikely for the Company to continue as a going concern.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts of and classification of liabilities that might be necessary in the event the Company cannot continue in existence. These conditions raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might arise from this uncertainty.

Note 4 – Fixed assets

Fixed assets as of December 31, 2010 and 2009 consisted of the following:

	December 31,	
	2010	2009
Computer equipment	\$1,284	\$1,284
Accumulated depreciation	(892)	(464)
	\$392	\$820

During the years ended December 31, 2010 and 2009, the Company recorded depreciation expense of \$428 and \$428, respectively.

Note 5 – Debt and interest expense

On January 22, 2008, the Company issued an aggregate of \$500 in debt securities to a related party. The note bears no interest, is due on demand and contains no prepayment penalty.

On August 19, 2009, the Company entered into a Revolving Line of Credit Promissory Note with a non-related, third party entity for a total of \$20,000. Any principal balance borrowed against the Note accrues interest at a rate of 10% per year. As of September 30, 2010, \$0 has been borrowed on this line of credit. As of September 30, 2010, the Line of Credit has expired and has not been renewed.

On March 12, 2010, a non-related third-party entity loaned the Company \$30. The loan bears no interest and is due upon demand.

Note 6 – Stockholders' equity

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The Company is authorized to issue 200,000,000 shares of its \$0.001 par value common stock.

During the years ended December 31, 2010 and 2009, an officer and director of the Company donated cash in the amount of \$8,100 and \$1,500, respectively. All funds were donated, are not expected to be repaid and are considered to be additional paid-in capital.

As of December 31, 2010, there have been no other issuances of common stock.

F8

23

Excaliber Enterprises, Ltd.
(a Development Stage Company)
Notes to Financial Statements

Note 7 – Warrants and options

As of December 31, 2010, there were no warrants or options outstanding to acquire any additional shares of common stock.

Note 8 – Related party transactions

Through December 31, 2010, an officer and director of the Company donated cash in the amount of \$9,700. All funds were donated, are not expected to be repaid and are considered to be additional paid-in capital.

On August 7, 2010, the Company paid an officer and director \$128 in executive compensation for services rendered.

The Company does not lease or rent any property. Office services are provided without charge by an officer and director of the Company. Such costs are immaterial to the financial statements and, accordingly, have not been reflected therein. The officers and directors of the Company are involved in other business activities and may, in the future, become involved in other business opportunities. If a specific business opportunity becomes available, such persons may face a conflict in selecting between the Company and their other business interests. The Company has not formulated a policy for the resolution of such conflicts.

Note 9 – Fair Value Measurements

The Company adopted ASC Topic 820-10 at the beginning of 2009 to measure the fair value of certain of its financial assets required to be measured on a recurring basis. The adoption of ASC Topic 820-10 did not impact the Company's financial condition or results of operations. ASC Topic 820-10 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). ASC Topic 820-10 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability. The three levels of the fair value hierarchy under ASC Topic 820-10 are described below:

Level 1 – Valuations based on quoted prices in active markets for identical assets or liabilities that an entity has the ability to access.

Level 2 – Valuations based on quoted prices for similar assets and liabilities in active markets, quoted prices for identical assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable data for substantially the full term of the assets or liabilities.

Level 3 – Valuations based on inputs that are supportable by little or no market activity and that are significant to the fair value of the asset or liability.

The Company has no level 3 assets or liabilities.

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The following table presents a reconciliation of all assets and liabilities measured at fair value on a recurring basis as of December 31, 2010:

	Level 1	Level 2	Level 3	Fair Value
Cash	\$1,808	\$-	\$-	\$1,808
Accounts payable	-	2,670	-	2,670
Notes payable	-	530	-	530

F9

Excaliber Enterprises, Ltd.
(a Development Stage Company)
Notes to Financial Statements

Note 9 – Fair Value Measurements (continued)

The following table presents a reconciliation of all assets and liabilities measured at fair value on a recurring basis as of December 31, 2009:

	Level 1	Level 2	Level 3	Fair Value
Cash	\$556	\$-	\$-	\$556
Accounts payable	-	1,000	-	1,000
Notes payable	-	500	-	500

Note 10 – Income Taxes

We are subject to United States income taxes. To date, we have accumulated losses of \$57,635, and therefore have paid no income tax. We expect tax rates in the US to be approximately 34%.

Deferred income taxes arise from temporary timing differences in the recognition of income and expenses for financial reporting and tax purposes. Our deferred tax assets consist entirely of the benefit from net operating loss (“NOL”) carry-forwards. Our deferred tax assets are offset by a valuation allowance due to the uncertainty of the realization of the NOL carry-forwards. NOL carry-forwards may be further limited by a change our ownership and other provisions of the tax laws.

The provision for refundable Federal income tax, using an effective tax rate of thirty-four percent (34%), consists of the following for the years ended December 31,:

	2010	2009
Refundable Federal income tax attributable to:		
Current operations	\$(3,052)	\$(7,479)
Change in deferred tax valuation allowance	3,052	7,479
Net refundable amount	-	-

The cumulative tax effect at the expected rate of thirty-four percent (34%) of significant items comprising our net deferred tax amount is as follows as of December 31,:

	2010	2009
Deferred tax asset attributable to:		
Net operating loss carryover	\$19,596	\$16,544
Less: Valuation allowance	(19,596)	(16,544)
Net deferred tax asset	-	-

At December 31, 2010, we had an unused NOL carryover of approximating \$57,635 that is available to offset future taxable income.

Note 11 – Subsequent Events

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On February 24, 2011, an officer and director of the Company donated cash in the amount of \$6,000. All funds were donated, are not expected to be repaid and are considered to be additional paid-in capital.

The Company's Management has reviewed all other material events through the date of this report in accordance with ASC 855-10, and believes there are no further material subsequent events to report.

F10

25

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS

None.

CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain a set of disclosure controls and procedures designed to ensure that information we are required to disclose in reports filed under the Securities Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms. Disclosure controls are also designed with the objective of ensuring that this information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Based upon their evaluation as of the end of the period covered by this report, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures are effective to ensure that information required to be included in our periodic SEC filings is recorded, processed, summarized, and reported within the time periods specified in the SEC rules and forms.

Our Board of Directors were advised by management's performance of the evaluation of internal control over financial reporting identified a material weakness as defined in Public Company Accounting Oversight Board Standard No. 5 in the Company's internal control over financial reporting.

This deficiency consisted primarily of inadequate staffing and supervision that could lead to the untimely identification and resolution of accounting and disclosure matters and failure to perform timely and effective reviews. However, the size of the Company prevents us from being able to employ sufficient resources to enable us to have adequate segregation of duties within our internal control system. Management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Management has taken all actions to ensure that the filing includes all required content and the financial statements presented conform to GAAP.

This annual report does not include an attestation report of the company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the company to provide only management's report in this annual report.

Management's Report on Internal Controls over Financial Reporting

To the Board of Directors of Excaliber Enterprises, Ltd.:

Management of Excaliber Enterprises, Ltd. (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U. S. generally accepted accounting principles. The Company's internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Company's assets, (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U. S. generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and, (iii) provide reasonable assurance regarding prevention of timely detection of unauthorized

acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements. Internal control over financial reporting includes the controls themselves, monitoring and internal auditing practices and actions taken to correct deficiencies as identified.

Because of its inherent limitations, internal control over financial reporting, no matter how well designed, may not prevent or detect misstatements. Accordingly, even effective internal control over financial reporting can provide only reasonable assurance with respect to financial statement preparation. Also, the effectiveness of internal control over financial reporting was made as of a specific date. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management conducted an assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2010, based on criteria for effective internal control over financial reporting described in "Internal Control—Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management's assessment included an evaluation of the design of the Company's internal control over financial reporting and testing of the operational effectiveness of its internal control over financial reporting. Management reviewed the results of its assessment with the Company's Board of Directors.

Based on this assessment, management determined that, as of December 31, 2010, the Company maintained ineffective internal control over financial reporting, as well as a material weakness. Currently we do not have sufficient in-house expertise in US GAAP reporting. Although we have not identified any material errors with our financial reporting, no assurances can be given that there are no such material errors existing. We are continuously seeking to recruit experienced professionals to augment and upgrade our financial staff to address issues of timeliness and completeness in US GAAP financial reporting. In addition, we do not believe we have sufficient documentation with our existing financial processes, risk assessment and internal controls. We plan to work closely with external financial advisors to document the existing financial processes, risk assessment and internal controls systematically.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit us to provide only management's report in this annual report.

Excaliber Enterprises, Ltd.

/s/ Stephanie Y. Jones
Stephanie Y. Jones
Chief Executive Officer

/s/ Matthew L. Jones
Matthew L. Jones
Principal Financial Officer
Principal Accounting Officer

Management's Remediation Initiatives

In an effort to remediate the identified material weakness and enhance our internal controls, we plan to establish a formal audit committee of the Board of Directors. We are also seeking an at least one additional person to serve as an outside Director, as well as sit on the audit committee, thereby providing oversight in the establishment and monitoring of required internal controls and procedures such as reviewing and approving estimates and assumptions made by management when funds are available to us.

Changes in internal controls over financial reporting

There was no change in our internal controls over financial reporting that occurred during the period covered by this report, which has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

OTHER INFORMATION

None.

PART III

DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Excaliber Enterprises, Ltd.'s Directors are elected by the stockholders to a term of one (1) year and serve until their successors are elected and qualified. The officers are appointed by the Board of Directors to a term of one (1) year and serves until his/her successor is duly elected and qualified, or until he/she is removed from office. The Board of Directors has no nominating, auditing, or compensation committees.

The names and ages of our directors and executive officers and their positions are as follows:

Name	Age	Position
Stephanie Y Jones	37	President, CEO and Director
Matthew L. Jones	42	Secretary, Treasurer and Director

Stephanie Y. Jones, President, Chief Executive Officer and Director: Stephanie Jones is currently a bookkeeper for Finishing Touch Lawn Maintenance in Rathdrum, Idaho. Her responsibilities include maintaining accounts payable and receivable and managing customer accounts. She has been in her present position since 2001. Mrs. Jones was previously an elementary school teacher for four years, between 1998 and 2002, at Falls Christian Academy, a private school located in Rathdrum, Idaho, where she taught kindergarten. Prior to her teaching position, Mrs. Jones was a stay-at-home mother, where she began creating gift baskets in her spare time. She attended Northern Idaho College from 1991 to 1993.

Matthew L. Jones, Secretary, Treasurer and Director: From October 2005 to the present, Matthew Jones has been employed by Huntwood Industries in Liberty Lake, Washington as a Sales Representative in the custom cabinetry department. Mr. Jones was employed by La Mesa RV in Liberty Lake, Washington from 2004 through 2005, where he was a sales representative for several lines of Recreational Vehicles. From 2001 to 2004, Mr. Jones was a department manager at Lowes Home Improvement Center in Rathdrum, Idaho. From 1995 to 2001, he had an active real estate license and was a broker at Coldwell Banker Real Estate in Rathdrum, Idaho. Mr. Jones attended Northern Idaho College from 1991 to 1993. He is a disabled veteran.

Family Relationships

Stephanie Y. Jones and Matthew L. Jones are husband and wife.

Involvement on Certain Material Legal Proceedings During the Last Five Years

No director, officer, significant employee or consultant has been convicted in a criminal proceeding, exclusive of traffic violations.

No bankruptcy petitions have been filed by or against any business or property of any director, officer, significant employee or consultant of the Company nor has any bankruptcy petition been filed against a partnership or business association where these persons were general partners or executive officers.

No director, officer, significant employee or consultant has been permanently or temporarily enjoined, barred, suspended or otherwise limited from involvement in any type of business, securities or banking activities.

No director, officer or significant employee has been convicted of violating a federal or state securities or commodities law.

Audit Committee and Financial Expert

We do not have an Audit Committee. Our directors perform some of the same functions of an Audit Committee, such as: recommending a firm of independent certified public accountants to audit the annual financial statements; reviewing the independent auditors independence, the financial statements and their audit report; and reviewing management's administration of the system of internal accounting controls. The Company does not currently have a written audit committee charter or similar document.

We have no financial expert. We believe the cost related to retaining a financial expert at this time is prohibitive. Further, because of our start-up operations, we believe the services of a financial expert are not warranted.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our director and executive officers, and persons who beneficially own more than 10% of a registered class of our equity securities, to file reports of beneficial ownership and changes in beneficial ownership of our securities with the SEC on Forms 3 (Initial Statement of Beneficial Ownership), 4 (Statement of Changes of Beneficial Ownership of Securities) and 5 (Annual Statement of Beneficial Ownership of Securities). Directors, executive officers and beneficial owners of more than 10% of our Common Stock are required by SEC regulations to furnish us with copies of all Section 16(a) forms that they file. As a company with securities registered under Section 15(d) of the Exchange Act, our executive officers and director, and persons who beneficially own more than ten percent of our common stock are not required to file Section 16(a) reports.

Code of Ethics

We have not adopted a Code of Business Conduct and Ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions in that our sole officer and director serves in all the above capacities.

Corporate Governance

Nominating Committee

We do not have a Nominating Committee or Nominating Committee Charter. Our directors perform the functions associated with a Nominating Committee. We have elected not to have a Nominating Committee in that we are a development stage company.

Director Nomination Procedures

Nominees for Directors are identified and suggested by the members of the Board or management using their business networks. The Board has not retained any executive search firms or other third parties to identify or evaluate director candidates and does not intend to in the near future. In selecting a nominee for director, the Board or management considers the following criteria:

1. Whether the nominee has the personal attributes for successful service on the Board, such as demonstrated character and integrity; experience at a strategy/policy setting level; managerial experience dealing with complex problems; an ability to work effectively with others; and sufficient time to devote to our affairs;
2. Whether the nominee has been the chief executive officer or senior executive of a public company or a leader of a similar organization, including industry groups, universities or governmental organizations;
3. Whether the nominee, by virtue of particular experience, technical expertise or specialized skills or contacts relevant to our current or future business, will add specific value as a Board member; and
4. Whether there are any other factors related to the ability and willingness of a new nominee to serve, or an existing Board member to continue his service.

The Board or management has not established any specific minimum qualifications that a candidate for director must meet in order to be recommended for Board membership. Rather, the Board or management will evaluate the mix of skills and experience that the candidate offers, consider how a given candidate meets the Board's current expectations with respect to each such criterion and make a determination regarding whether a candidate should be recommended to the stockholders for election as a Director. During 2008, we received no recommendation for Directors from our stockholders.

We will consider for inclusion in our nominations of new Board of Directors nominees proposed by stockholders who have held at least 1% of our outstanding voting securities for at least one year. Board candidates referred by such stockholders will be considered on the same basis as Board candidates referred from other sources. Any stockholder who wishes to recommend for our consideration a prospective nominee to serve on the Board of Directors may do so by giving the candidate's name and qualifications in writing to our Secretary at the following address: 13834 W. Hoyt Road, Rathdrum, Idaho.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth, for the last completed fiscal years ended December 31, 2009 and 2008 the cash compensation paid by the Company, as well as certain other compensation paid with respect to those years and months, to the Chief Executive Officer and, to the extent applicable, each of the three other most highly compensated executive officers of the Company in all capacities in which they served:

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Non-qualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Stephanie Jones	2010	0	0	0	0	0	0	0	0
President	2009	0	0	0	0	0	0	0	0
Matthew Jones	2010	0	128	0	0	0	0	0	128
Secretary/Treasurer	2009	0	0	0	0	0	0	0	0

Directors' Compensation

Our directors are not entitled to receive compensation for services rendered to us, or for each meeting attended except for reimbursement of out-of-pocket expenses. We have no formal or informal arrangements or agreements to compensate our director for services she provides as a director of our company.

Employment Contracts and Officers' Compensation

Since our incorporation, we have not paid any compensation to our officers, director and employees. We do not have employment agreements. Any future compensation to be paid will be determined by our Board of Directors, and an employment agreement will be executed. We do not currently have plans to pay any compensation until such time as we are cash flow positive.

Stock Option Plan And Other Long-term Incentive Plan

We currently do not have existing or proposed option/SAR grants.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information as of the date of this offering with respect to the beneficial ownership of Excaliber Enterprises, Ltd.'s common stock by all persons known by Excaliber Enterprises to be beneficial owners of more than 5% of any such outstanding classes, and by each director and executive officer, and by all officers and directors as a group. Unless otherwise specified, the named beneficial owner has, to our knowledge, either sole or majority voting and investment power.

Title Of Class	Name, Title and Address of Beneficial Owner of Shares(1)	Amount of Beneficial Ownership(2)	Percent of Class	
Common	Stephanie Y. Jones, President and CEO	5,000,000	85.49	%
	All Directors and Officers as a group (1 person)	5,000,000	85.49	%
Common	Nicole Jones(3)	100,000	1.71	%

Notes:

1. The address for Stephanie Y. Jones is c/o Excaliber Enterprises, Ltd., 13834 W. Hoyt Road, Rathdrum, ID 83858.
2. As used in this table, "beneficial ownership" means the sole or shared power to vote, or to direct the voting of, a security, or the sole or share investment power with respect to a security (i.e., the power to dispose of, or to direct the disposition of a security).
3. Nicole Jones is the sister-in-law of Stephanie Jones and Matthew Jones, our officers and directors.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

In June 2006, we issued 5,000,000 shares of \$0.001 par value common stock to Stephanie Jones, an officer and director, in exchange for services performed valued at \$5,000, related specifically to the formation and organization of our corporation, as well as setting forth a business plan and operational objectives.

In September 2006, we issued 100,000 shares of \$0.001 par value common stock to Nicole Jones, the sister-in-law of our officers and directors, in exchange for cash in the amount of \$5,000.

In January 2008, the Company borrowed \$500 from a relative of the officers and directors of the Company. The note bears no interest, is due on demand and contains no prepayment penalty.

Through December 31, 2010, an officer and director of the Company donated cash in the amount of \$9,700. All funds were donated, are not expected to be repaid and are considered to be additional paid-in capital.

On August 7, 2010, the Company paid an officer and director \$128 in executive compensation for services rendered.

Additionally, we use office space and services provided without charge by Mr. and Mrs. Jones, our directors and officers.

Director Independence

The Board of Directors has concluded that our directors, Stephanie Jones and Matthew Jones, are not independent in accordance with the director independence standards.

PRINCIPAL ACCOUNTING FEES AND SERVICES

The following table sets forth fees billed to us by our independent auditors for the years ended 2010 and 2009 for (i) services rendered for the audit of our annual financial statements and the review of our quarterly financial statements, (ii) services rendered that are reasonably related to the performance of the audit or review of our financial statements that are not reported as Audit Fees, and (iii) services rendered in connection with tax preparation, compliance, advice and assistance.

SERVICES	2010	2009
Audit fees	\$6,500	\$5,000
Audit-related fees	-	-
Tax fees	-	-
All other fees	-	-
Total fees	\$6,500	\$5,000

EXHIBITS

Exhibit

Number Name and/or Identification of Exhibit

3 Articles of Incorporation & By-Laws

(a) Articles of Incorporation (1)

(b) By-Laws (1)

31 Rule 13a-14(a)/15d-14(a) Certifications

32 Certification under Section 906 of the Sarbanes-Oxley Act (18 U.S.C. Section 1350)

(1) Incorporated by reference to the Registration Statement on Form SB-2, previously filed with the SEC on September 11, 2007.

SIGNATURES

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

EXCALIBER ENTERPRISES, LTD.
(Registrant)

By: /s/ Stephanie Y. Jones, President & CEO

In accordance with the requirements of the Securities Act of 1933, this Registration Statement was signed by the following persons in the capacities and on the dates stated:

Signature	Title	Date
/s/ Stephanie Y. Jones Stephanie Y. Jones	President, CEO and Director	March 31, 2011
/s/ Matthew L. Jones Matthew L. Jones	Chief Financial Officer	March 31, 2011
/s/ Matthew L. Jones Matthew L. Jones	Chief Accounting Officer	March 31, 2011

