

FACT CORP  
Form NT 10-K  
March 31, 2011

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

FORM 12b-25

NOTIFICATION OF LATE FILING

SEC FILE NUMBER:000-17232  
CUSIP NUMBER:303039 200

(Check One):       Form 10-K    Form 20-F    Form 11-K    Form 10-Q    Form 10-D    Form  
N-SAR    Form N-CSR

For Period Ended:                      December 31, 2010

- Transition Report on Form  
10-K
- Transition Report on Form  
20-F
- Transition Report on Form  
11-K
- Transition Report on Form  
10-Q
- Transition Report on Form  
N-SAR

For the Transition Period  
Ended:

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

PART I - REGISTRANT INFORMATION

FACT CORPORATION  
Full Name of Registrant

Former Name if Applicable

5614E Burbank Rd. SE  
Address of Principal Executive Office (Street and Number)

Calgary, Alberta, T2H 1Z4  
City, State and Zip Code

PART II – RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense.
  - (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report of transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
  - (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.
- [X]

PART III – NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Form 10-K for the period ended December 31, 2010 will not be submitted by the deadline due to a situation where the workload exceeds available personnel. Certain events and activities during and subsequent to the end of the reporting period required the reallocation of time normally used for the preparation of the report. The Registrant's independent auditors will also not be able to complete their review of the financial statements prior to March 31, 2011.

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PART IV – OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

JACQUELINE DANFORTH (Name)	403  (Area Code)	693-8004  (Telephone Number)
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(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Yes  No  As a result of its ongoing operations, it is expected that the Company will report earned gross revenues from sales of functional bakery premises and natural supplement products during the twelve months ended December 31, 2010 of approximately \$1,158,000 (net of revenues of approximately \$47,000 in rental income) compared to \$1,189,109 in gross revenues (net of \$78,382 reported as rental income) from sales across the functional bakery premise category in the same period in the previous year. Gross profit for the period ended December 31, 2010 is expected to total approximately \$297,000 as compared to gross profit of \$300,273 in the prior fiscal year.

It is expected that the Company's total operating expenses will be approximately \$1,185,000 for this current twelve month period compared to \$997,881 in the same period last year. The increase in operating expenses can be largely attributed to an increase in marketing expenses and other associated administrative expenses, as the Company launched a new branded product offering during fiscal 2010 with no comparative costs during fiscal 2009.

It is expected that the Company will incur a net loss of approximately \$1,055,000 for this twelve month period compared to a net loss of \$843,761 in the same period last year.

FACT CORPORATION  
Name of Registrant as Specified in Charter

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date:	March 31, 2011	By:	/s/ Jacqueline Danforth
		Name:	Jacqueline Danforth
		Title:	President

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).

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