

Knobloch Carl W Jr  
Form SC 13G/A  
February 01, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**SCHEDULE 13G/A**

Under the Securities Exchange Act of 1934

(Amendment No. 2)

Trex Company, Inc.

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(Name of Issuer)

Common Stock

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(Title of Class of Securities)

89531P-10-5

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(CUSIP Number)

December 31, 2011

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which the Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

CUSIP No. 89531P-10-5

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NAMES OF REPORTING PERSONS

Carl W. Knobloch, Jr.

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)    
 (b)  S

SEC USE ONLY

3.   
 4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America  
SOLE VOTING POWER

5.

66,009  
SHARED VOTING POWER

NUMBER OF  
SHARES

6.

1,143,920  
BENEFICIALLY SOLE DISPOSITIVE POWER

OWNED BY 7.

EACH 66,009  
REPORTING SHARED DISPOSITIVE POWER

PERSON 8.

WITH 1,143,920  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9.

1,209,929  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES\*

10.

£

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9

11.

7.76%

TYPE OF REPORTING PERSON\*

12.

IN



CUSIP No. 89531P-10-5

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NAMES OF REPORTING PERSONS

Emily C. Knobloch

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)    
 (b)

SEC USE ONLY

- 3.

CITIZENSHIP OR PLACE OF ORGANIZATION

- 4.

United States of America

SOLE VOTING POWER

5.

0

SHARED VOTING POWER

NUMBER OF

6.

SHARES

788,210

BENEFICIALLY

SOLE DISPOSITIVE POWER

7.

OWNED BY

0

EACH

SHARED DISPOSITIVE POWER

REPORTING

8.

PERSON WITH

788,210

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9.

788,210

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES\*

10.

£

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9

11.

5.05%

TYPE OF REPORTING PERSON\*

12.

IN

CUSIP No. 89531P-10-5

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NAMES OF REPORTING PERSONS

William R. Knobloch

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)    
 (b)  S

SEC USE ONLY

- 3.

CITIZENSHIP OR PLACE OF ORGANIZATION

- 4.

United States of America

5. SOLE VOTING POWER



539,949  
SHARED VOTING POWER  
NUMBER OF 6.  
SHARES  
355,710  
BENEFICIALLY SOLE DISPOSITIVE POWER  
7.  
OWNED  
BY EACH 539,949  
8. SHARED DISPOSITIVE POWER  
REPORTING

PERSON WITH  
355,710  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9.

895,659  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES\*

10.

£

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9

11.

5.74%

TYPE OF REPORTING PERSON\*

12.

IN

**CUSIP No. 89531P-10-5**

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Item 1(a). Name of Issuer:

Trex Company, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

160 Exeter Drive  
Winchester, Virginia 22603-8605

Item 2(a). Name of Person Filing:

This Schedule 13G/A is filed on behalf of the following persons (the "Reporting Persons"):

Carl W. Knobloch, Jr.  
Emily C. Knobloch  
William R. Knobloch

Item 2(b). Address of Principal Business Office:

The address of each of the Reporting Persons is:

P.O. Box 1530  
Wilson, WY 83014

Item 2(c). Citizenship:

Carl W. Knobloch, Jr. is a citizen of the United States of America.  
Emily C. Knobloch is a citizen of the United States of America.  
William R. Knobloch is a citizen of the United States of America.

Item 2(d). Title of Class of Securities

Common Stock, par value \$0.01 per share

Item 2(e). CUSIP Number:

89531P-10-5

CUSIP No. 89531P-10-5

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**Item 3.** If this statement is filed pursuant to rule 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) \_\_\_ Broker or dealer registered under Section 15 of the Act.
- (b) \_\_\_ Bank as defined in Section 3(a)(6) of the Act.
- (c) \_\_\_ Insurance company as defined in Section 3(a)(19) of the Act.
- (d) \_\_\_ Investment company registered under Section 8 of the Investment Company Act of 1940.
  
- (e) \_\_\_ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E).
- (f) \_\_\_ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F).
  
- (g) \_\_\_ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G).
  
- (h) \_\_\_ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
  
- (i) \_\_\_ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.
  
- (j) \_\_\_ A non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J).
- (k) \_\_\_ Group, in accordance with Section 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

#### **Item 4. Ownership**

The Reporting Persons may be deemed to beneficially own shares of the common stock, par value \$0.01 per share (the "Common Stock") of Trex Company, Inc. (the "Issuer") which are held in certain family trusts, with the Reporting Persons being the trustees or co-trustees thereof. Where the Reporting Person is the sole trustee of a trust, the Reporting Person may be deemed to have sole voting and dispositive power of the Common Stock held in such trust. Where the Reporting Person is a co-trustee of a trust, the Reporting Person may be deemed to have shared voting and dispositive power of the Common Stock held in such trust.

During the period on or about March 18, 2011 through April 5, 2011, the Reporting Persons sold 273,000 shares of the Common Stock of the Issuer on the open market (the "Sale Transaction").

Number of shares as to which Carl W. Knobloch, Jr. may be deemed to own after the Sale Transaction:

Sole Voting Power:	66,009
Shared Voting Power:	1,143,920
Sole Dispositive Power:	66,009
Shared Dispositive Power:	1,143,920
Aggregate Amount Beneficially Owned:	1,209,929
Percent of Class*:	7.76%

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Number of shares as to which Emily C. Knobloch may be deemed to own after the Sale Transaction:

Sole Voting Power:	0
Shared Voting Power:	788,210
Sole Dispositive Power:	0
Shared Dispositive Power:	788,210
Aggregate Amount Beneficially Owned:	788,210
Percent of Class*:	5.05%

Number of shares as to which William R. Knobloch may be deemed to own after the Sale Transaction:

Sole Voting Power:	539,949
Shared Voting Power:	355,710
Sole Dispositive Power:	539,949
Shared Dispositive Power:	355,710
Aggregate Amount Beneficially Owned:	895,659
Percent of Class*:	5.74%

\*Based upon 15,594,825 shares of Common Stock outstanding as of October 26, 2011, as reported in the Issuer's quarterly report on Form 10-Q for the period ended September 30, 2011.

Each of the Reporting Persons disclaim beneficial ownership of shares held in a trust for which such Reporting Person is not a trustee.

**Item 5. Ownership of Five Percent or Less of Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

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Item 6. Ownership of More Than 5 Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

## **SIGNATURE**

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



Dated: February 1, 2012

CARL W. KNOBLOCH, JR.

/s/ Carl W. Knobloch, Jr.

EMILY C. KNOBLOCH

/s/ Carl W. Knobloch, Jr.

By: Carl W. Knobloch, Jr.

Title: Attorney-in-Fact

WILLIAM R. KNOBLOCH

/s/ Carl W. Knobloch, Jr.

By: Carl W. Knobloch, Jr.

Title: Attorney-in-Fact

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**EXHIBIT INDEX**

Exhibits Description

- |   |  |
|---|--|
| A | Joint Filing Agreement among the Reporting Persons dated February 1, 2012.   |
| B | Power of Attorney for Emily C. Knobloch dated May 14, 2007, incorporated by reference to Exhibit B to the Schedule 13G/A filed by the Reporting Persons with the Securities and Exchange Commission on January 25, 2008.   |
| C | Power of Attorney for William R. Knobloch dated May 14, 2007, incorporated by reference to Exhibit C to the Schedule 13G/A filed by the Reporting Persons with the Securities and Exchange Commission on January 25, 2008. |

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**EXHIBIT A**

**AGREEMENT OF JOINT FILING**

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned acknowledge and agree that this Schedule 13G/A is filed on behalf of each of the them and that all subsequent amendments to this Schedule 13G/A may be filed on behalf of each of them without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he, she or it knows that such information is inaccurate.

Dated: February 1, 2012

CARL W. KNOBLOCH, JR.

/s/ Carl W. Knobloch, Jr.

EMILY C. KNOBLOCH

/s/ Carl W. Knobloch, Jr.  
By: Carl W. Knobloch, Jr.  
Title: Attorney-in-Fact

WILLIAM R. KNOBLOCH

/s/ Carl W. Knobloch, Jr.

By: Carl W. Knobloch, Jr.  
Title: Attorney-in-Fact

certain national securities exchanges or quoted on the OTC Bulletin Board system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system).

The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from those rules, deliver a standardized risk disclosure document prepared by the Securities and Exchange Commission, which:

- contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading;
- contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation to such duties or other requirements;
- contains a brief, clear, narrative description of a dealer market, including "bid" and "ask" prices for penny stocks and the significance of the spread between the bid and ask price;
- contains a toll-free telephone number for inquiries on disciplinary actions;
- defines significant terms in the disclosure document or in the conduct of trading penny stocks; and
- contains such other information and is in such form (including language, type, size, and format) as the Securities and Exchange Commission shall require by rule or regulation.

The broker-dealer also must provide, prior to effecting any transaction in a penny stock, the customer:

- with bid and offer quotations for the penny stock;
- the compensation of the broker-dealer and its salesperson in the transaction;
- the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock; and
- monthly account statements showing the market value of each penny stock held in the customer's account.

In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from those rules; the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written acknowledgment of the receipt of a risk disclosure statement, a written agreement to transactions involving penny stocks, and a signed and dated copy of a written suitability statement. These disclosure requirements will have the effect of reducing the trading activity in the secondary market for our securities because it will be subject to these penny stock rules. Therefore, security holders may have difficulty selling those securities.

### **Regulation M**

Our sole officer and director, who will promote the shares, is aware that she is required to comply with the provisions of Regulation M, promulgated under the Securities and Exchange Act of 1934, as amended. With certain exceptions, Regulation M precludes officers and/or directors, sales agents, any broker-dealers or other person who participate in the distribution of shares in this offering from bidding for or purchasing, or attempting to induce any person to bid for or purchase any security which is the subject of the distribution until the entire distribution is complete.

### **Offering Period and Expiration Date**

This offering will start on the date that this registration statement is declared effective by the Securities and Exchange Commission and continue for a period of 270 days, or sooner if the offering is completed or otherwise terminated by us.

We will not accept any money until this registration statement is declared effective by the Securities and Exchange Commission.

### **Procedures for Subscribing**

We will not accept any money until this registration statement is declared effective by the Securities and Exchange Commission and we have provided you with a proper copy of the prospectus as required by Section 10 of the Securities Act of 1933, as amended. Once the registration statement is declared effective by the Securities and Exchange Commission, and after we have provided you with a proper copy of the prospectus as required by Section 10, if you decide to subscribe for any shares in this offering, you must:

1. Execute and deliver a subscription agreement, a copy of which is included with the prospectus; and
2. Deliver a check, wire transfer, bank draft or money order to the Company for acceptance or rejection.

All checks for subscriptions must be made payable to "GOLDEN FORK CORPORATION".

### **Right to Reject Subscriptions**

We have the right to accept or reject subscriptions in whole or in part, for any reason or for no reason. All monies from rejected subscriptions will be returned immediately to the subscriber, without interest or deductions. Subscriptions for securities will be accepted or rejected within 48 hours after we receive them.

## **DESCRIPTION OF CAPITAL STOCK**

### **Common Stock**

Our authorized capital stock consists of 75,000,000 shares of common stock, par value \$0.00001 per share. The rights of holders of our common stock are as follow:

- have equal ratable rights to dividends from funds legally available if and when declared by our board of directors;
- are entitled to share ratably in all of our assets available for distribution to holders of common stock upon liquidation, dissolution or winding up of our affairs;
- do not have preemptive, subscription or conversion rights and there are no redemption or sinking fund provisions or rights; and
- are entitled to one non-cumulative vote per share on all matters on which stockholders may vote.

We refer you to our Articles of Incorporation, Bylaws and the applicable statutes of the State of Nevada for a more complete description of the rights and liabilities of holders of our securities.

### **Non-cumulative voting**

Holders of shares of our common stock do not have cumulative voting rights, which means that the holders of more than 50% of the outstanding shares, voting for the election of directors, can elect all of the directors to be elected, if they so choose, and, in that event, the holders of the remaining shares will not be able to elect any of our directors. After this offering is completed, assuming the sale of all of our shares of common stock, present stockholders will own approximately 50% of our outstanding shares.

### **Cash dividends**

As of the date of this prospectus, we have not paid any cash dividends to stockholders. The declaration of any future cash dividend will be at the discretion of our board of directors and will depend upon our earnings, if any, our capital requirements and financial position and our general economic condition. It is our intention not to pay any cash dividends in the foreseeable future, but rather to reinvest earnings, if any, in our business operations.

**Preferred stock**

We do not have a class of preferred stock.

**Anti-takeover provisions**

There are no Nevada anti-takeover provisions that may have the affect of delaying or preventing a change in control.



## **INTERESTS OF NAMED EXPERTS AND COUNSEL**

Our financial statements for the period from inception to May 31, 2010, included in this prospectus have been audited by M&K CPAS, PLLC, of 13831 Northwest Freeway, Suite 575 Houston, TX 77040, telephone number 832-242-9950. Their report is given upon their authority as experts in accounting and auditing. M&K CPAS, PLLC does not own any interest in us.

JPF Securities, LLC passed upon the validity of the issuance of the common shares to be sold under this prospectus. JPF Securities, LLC does not own any interest in us.

## **DESCRIPTION OF BUSINESS**

### **General**

On December 22, 2009, we incorporated the Company in the State of Nevada and established a fiscal year end of May 31. The objective of this corporation is to enter into the catering services industry and to become a recognized leader in our targeted market for onsite food preparation and catering services.

The primary focus of the Golden Fork's operations will be onsite food preparation and catering services for large events, corporate parties, conferences, schools or colleges, churches, synagogues, weddings, bar/bat mitzvahs, and other life milestone parties; our target market would also include in house catering and wealthy residents who entertain large parties at their homes. We also intend to provide personal chef services and gourmet catering. Ms. Heyer will serve as the executive chef of the business, and she will provide all recipes for catered products. The focus of catered products will feature a South African/European theme. We are a development stage company and currently have no employees other than our sole officer and director. Based on the size of catering event we would book, we may need to hire additional employees.

We have yet to generate any revenues and our operations to date include development of a business plan and creation of our website, [www.goldenforkcorporation.com](http://www.goldenforkcorporation.com). Our business office is located at 8 Hermitage Way, Meadowridge, Constantia, 7806 Western Cape, RSA. Our telephone number is +27820605069. This office is owned by our sole

director and officer, Ms. Heyer. We have paid rent of \$3,750 to Ms. Heyer since Inception.

We have no plans to change our business operations or to combine with another business, and we are not aware of any events or circumstances that might cause these plans to change. We have yet to begin full operations and plan to fully implement our business plan once this offering is complete. Our plan of operation is forward looking and there is no assurance that we will ever begin operations.

We have conducted a brief market research into the likelihood of success of our operations or the acceptance of our product or services by the public. Our research has shown that personal chef and catering services are in a great demand within our target market. According to *Entrepreneur Magazine*, the personal chef business is among the fastest-growing businesses. The annual revenues from the personal chef business are expected to reach \$1.2 billion by 2010 as cited in *Entrepreneur Magazine* (The revenues cited in the *Entrepreneur Magazine* are not an estimate for the specific geographic market we intend to target). Our strategy is to balance our catering business between both corporate and private customers. By serving both corporate clients and private customers we would effectively hedge against trends which impact the catering needs of either market. While businesses are attractive customers because of their potential loyalty, reducing the cost associated with bringing in each additional sale, the business catering market is very susceptible to market cycles. When there is a recession, our target market would be private customers

for personal events and parties. Although expenditures on food at weddings, bar mitzvahs, and graduations may decrease a bit during recession, they will not disappear and can therefore be assured of some steady work by balancing these target markets.

South Africa represents the largest retail industry in the Sub Saharan region and ranked as the 20th largest retail market worldwide. The country has recently hosted the 2010 FIFA World Cup that gave impetus to the retail industry by attracting a large number of foreign tourists. Besides, the retail industry has gained momentum in the backdrop of economic recovery from the global recession and fast pace infrastructure development. As per market research report “South African Retail Industry Forecast to 2013”

(<http://www.marketresearch.com/product/display.asp?productid=2828680&xs=r>) the South African retail market was valued at US\$ 82.7 Billion in 2009. The retail market has benefitted from the strong consumer confidence and high public spending on both food and non-food items.

According to the S.A. Department of Labor one of the fastest growing segments of the food service business is providing professional personal chef services. Personal chefs can expect to make up to \$400 a day every day. Until recently having a chef prepare food for you and your family was considered a luxury for only the wealthy. Today, many individuals and families have discovered that a personal chef service is an affordable, timesaving, and healthy alternative to the stress and time constraints of working to put a wholesome, economical, and tasty meal on the table every night. A personal chef offers a professional service of meal preparation. A client's individual tastes drive the creation of their customized menu. These personalized meals are prepared either in the client's home or a catering kitchen and then packaged, labeled, possibly delivered, and stored in the refrigerator or freezer. Most services include complete grocery shopping, customized menu planning, and storage in oven/microwavable containers. Our target market would be families in which both spouses work, singles and couples who work long, hard hours, seniors who would rather not or cannot cook anymore, gourmets who love to cook but who do not always have the time, and individuals that have medical conditions, such as wheat/gluten intolerance, milk or other sensitivities, diabetes, or high blood pressure, who require specialized meals will seek our services.

### **Our Strategy**

Golden Fork Corporation is located in South Africa. We will provide catering services to customers in our target market. The Company was founded in 2009 by Ms. Heyer. The primary focus of the Golden Fork's operations will be onsite food preparation and catering services for large events, corporate parties, weddings, bar/bat mitzvahs, and other life milestone parties. We also intend to provide personal chef services. Ms. Heyer will serve as the executive chef of the business, and she will provide all recipes for catered products. The focus of catered products will feature a South African/European theme.

We intend to keep the start-up costs for our catering business down by working from our own kitchen or renting a professional kitchen if needed. We will do the cooking on-site, either using our own facilities or equipment provided by the clients.

### **Golden Fork's Material Steps Towards Execution of Our Business Plan**

## **1. Website**

Golden Fork's marketing strategy will be based on developing visibility among our potential customers. We have developed, and continue to refine our website: [www.goldenforkcorporation.com](http://www.goldenforkcorporation.com) and our Facebook page for Golden Fork Corporation. Our website, [www.goldenforkcorporation.com](http://www.goldenforkcorporation.com) is 80% complete and will be fully completed to use in our operations within approximately 90 days from the completion of our offering and it will cost between \$1,000 and \$2,000 to complete. After our website is fully developed, it will include additional aspects such as a sample menu and cost and we will begin to market our business to potential customers or investors. Additionally, we will advertise in Synagogue newsletters and various Jewish publications. We will register with online web portals so that potential customers can contact the business with ease. We will maintain a print and traditional advertising methods within local markets and join wedding expos to promote our services. We estimate that participating in wedding expos will cost us

approximately \$100 for the booth space and approximately \$300 for promotional material, and other expenses. We expect that these advertisements should yield adequate service inquiries. Our advertising budget is approximately \$1,000 to \$3,000 USD (depending on whether we successfully sell 500,000 common shares or 2,000,000 common shares in this offering.)

We also hope to partner with event planners and build business based on referrals. At this time we have not taken any additional steps to partner with event planners; in the future we intend to develop relationships with local event planners as caterers are one of many services hired by event planners. While social networking might not cost quite as large of a net as traditional print advertisements, it costs far less and it is our belief that the relationships built are arguably stronger because of the relationship that is established over time.

## 2. Established Home Office

We have established a home office that is currently located at 8 Hermitage Way, Meadowridge Constantia, 7806 Western Cape, RSA. We have an oral agreement to pay rent at a rate of \$250 per month. We intend to run the administrative business of our catering company such as marketing, appointment keeping and book keeping, from our office. We intend to rent kitchen space from either a community center, restaurant or similar establishment.

## 3. Kitchen

We initially intend to keep the start-up costs for our catering business down by working from our own kitchen. Cooking prep-work (e.g. pre-cutting vegetables, etc.) is done at our kitchen and we intend to rent a professional kitchen for planned and catered events. The estimated cost of renting a professional kitchen is \$25/hour including use of any of their commercial grade equipment such as a 20 quart mixer, proofer, 10 burner gas range, and meat slicer, etc. We will do our cooking on-site by renting under-utilized church, school or community center commercial kitchens and then transporting the food by vehicle to the event location, or using equipment provided by the clients. We estimate that our expenses for car and equipment rental for transporting the food from the kitchen to catering sites will be between \$1,000 and \$20,000 depending if maximum or minimum is raised in our offering.

Within 100 days after we complete our public offering, we will position ourselves to begin our catering services immediately. We forecast that there will be no sales activity during the first month. The second month should yield isolated catering jobs, but it is unlikely that these isolated catering jobs will provide any significant source of income. In months three and four we hope to see a steady increase in sales as a result of the continued execution of our marketing plan including print ads and social networking. Throughout the year we forecast that sales will incrementally grow until profitability is reached towards the end of year one.

Assuming we raise the minimum amount in this offering, we believe we can satisfy our cash requirements during the

next 12 months. We will not be conducting any product research or development. We do not expect to purchase any significant equipment and we do not expect any significant changes in the number of employees.

**Estimate fees to charge for catering services:**

Catering charge per head min 5-50 people R350( \$50 USD) for the set menu 3 courses excluding alcohol.

Parties exceeding 50 people would have lower the per-person pricing. This is because it is more cost-efficient to produce food in bulk for a bigger event. For example, the per-person cost of fried chicken for an event of 50 people or less might be R137 (\$20 USD), while the cost for an event of 200 is only R116 (\$17USD) per guest.

Price for barmen- R80 per hour( \$11USD) of which Golden Fork takes \$4 USD and pays staff \$7USD per hour

Price for Waiter-R80 per hour( \$11USD) of which Golden Fork takes \$4USD and pays staff \$7USD per hour.

Our estimated hourly rate for labor cost would depend on the size and type of the event and would be \$18USD-\$40USD per hour. This fee would depend on the type of the event catered depending on whether the event catered is more casual or upscale, whether we would need to rent certain equipment as necessary for certain events. Items such as chafing dishes, chairs, tables, silverware, linens, dishes and serving dishes etc. Rental cost of such items would be charged as an additional fee to our clients if they request these items, because it will mean more money and work for us. The labor on a plated dinner is generally much higher than the labor on a buffet, because a plated dinner involves double the china, and usually a minimum of three served courses, plus served coffee. This catering fee offsets labor and administration costs such as dishwashing, packing for the event, shopping for food, clean up, site visits, working with rental companies, etc. We would charge for our staff by the hour, based on a five hour minimum per staff person. We would estimate the amount of time that our staff will be needed for the event; however, since many variables exist, the final cost is based on the actual time worked.

Price for Chef- R150( \$21 per hour) of which Golden Fork takes \$7 dollars per hour

**Estimate fee for personal chef services:** catering for small party under 10

Cost of hiring a personal chef R2500 (\$360) for 4 hours

**General contracts terms included for agreement with clients:**

Menu will be agreed upon once client is happy with choice and the costing of dishes and price per head is agreed.

25% deposit will be paid 1 week in advance prior to event

**Geographic reach:**

Cape Town and surrounding wine lands and venues in the Western Cape.

**Anticipated mark up over expenses**

Most caterers use the following equation offers a good “rule-of-thumb” markup on menu items:

Food Costs x 3 = Final Menu Price

With this markup, we anticipate to make about a 67% margin on our food.

**Steps taken to compare expenses and rates to competitors.**

- 1: Mystery shopping (calling competitors and discussing prices and options posing as a potential client)
- 2: Word of mouth and experience in industry

**Catering Competition**

The competitive environment for catering is highly fragmented with hundreds of catering establishments available in Cape Town itself. These companies represent a variety of catering services, from banquet halls to corner delis. While proximity is an important factor, strong recommendations from friends is the deciding factor in caterer selection. One central goal of Golden Fork is the development of a unique corporate identity. We believe that such identity will create customer loyalty and help us gain a competitive advantage. We anticipate that most catering clients tend to contract for repeat business with a handful of “recommended” caterers. Customers evaluate the quality of the food first and foremost. Then they weight factors such as price, convenience, flexibility, and reliability.



We believe that Golden Fork stands out among the competition because we will coordinate full services not available through local restaurants and gourmet shops. It is our belief that our customized menu options, flexible customer service and convenience are priorities for social catering customers as these events reflect highly on the host. We also offer a full range of “front of the house” services at reasonable rates that would provide catering for individuals hosting a special event such as a cocktail hour, holiday dinner or other party typically in their home. Business customers are looking for ease of use, the convenience of delivery and set-up, and more upscale options than deli fare. After food quality, price and reliability are the primary factors for these customers. The Company coordinates full services not available through local restaurants and gourmet shops, and we can therefore offer our customers added convenience and reduced time in coordinating services. We believe that Golden Fork’s key competitive advantages include: quality of food and customer service competitive prices, full service affordable catering; flexibility and customization of menu.

We intend to purchase our raw materials at local markets, including fresh fruits and vegetables, meat, fish, herbs, etc. Dry stock, food and beverages will be bought in bulk per job to avoid unnecessary overages. We also intend to open a commercial food account through a distributor or wholesale club. We intend to purchase our wine selections from the local winemakers. Western Cape Province is the largest wine producing region in South Africa and it is home to a variety of cellars producing some of the country's most acclaimed wines.

### **Target Market**

As stated above, Golden Fork will primarily be engaged in preparing food for large events at banquet halls and other venues. We intend to develop relationships with several event planners, banquet halls, and other venues in hopes that our company can become their preferred provider of catering services.

Golden Fork will also offer personal chef services that would provide catering for individuals hosting a special event such as a cocktail hour, holiday dinner or other party typically in their home. We would also be offering cooking lessons at \$125 USD per person including all ingredients and recipes at our customers’ home kitchen. Our estimated annual revenues will be derived from our target market which would include customers personal chefs cooking in four or five homes per week, leaving behind multiple customized meals that meet the taste and nutritional profiles of our clients. We plan to specialize in preparing menu items for dinner parties, catering events, or even teaching culinary classes.

Food and catering industries are one of the most saturated markets in the world. We intend to achieve success in the catering business by making our business known. We would promote our business by participating in expositions on our specialization, market ourselves online via social media sites (Golden Fork has a facebook page), through our website [www.goldenforkcorp.com](http://www.goldenforkcorp.com), join wedding expos, word of mouth, etc. Our plan is to make ourselves visible in the market and set ourselves apart. This means being professional and providing excellent quality food at every engagement, since attendees will share their opinion of the business.

In order to achieve success in the competitive business conditions, our strategy is to diversify our services between both corporate and private customers and to make our services affordable.

**Regulatory Requirements**

We are unaware of and do not anticipate having to expend significant resources to comply with any governmental regulations of the catering industry. We are subject to the laws and regulations of those jurisdictions in which we plan to sell our services, which are generally applicable to business operations, such as business licensing and permits requirements complied with the local Health Department, income taxes and payroll taxes. In general, the development and operation of our business is not subject to special regulatory and/or supervisory requirements.

## **Marketing**

Below is an overview of our marketing strategies and objectives.

### **Marketing Objectives**

- Establish relationships with event planners within our target market
- Develop an online presence by developing our website and placing the Company's name and contact information in online directories.
- Implement a local marketing campaign within our target market via the use of flyers, local newspaper advertisements, and word of mouth.

### **Marketing Strategies**

We intend on using a number of marketing strategies that will allow the catering business to target potential customer who are hosting events. These strategies include traditional print advertisements and ads placed on search engines on the Internet. We will also use an internet based marketing strategy. We feel that potential customers will seek local services, such as caterers, using the Internet. We will register with online portals so that potential customers can contact the business. We will maintain a print and traditional advertising methods within local markets and join wedding expos to promote our services. We estimate that participating in wedding expos will cost us approximately \$100 for the booth space and approximately \$300 for promotional material, and other expenses. Our advertising budget is between \$1,000 to \$3,000 USD (depending if 500,000 common shares or 2,000,000 common shares of the offering are sold.) We also hope to partner with event planners and build business based on referrals.

## **Revenue**

We intend to generate revenues by charging a fee for our catering services. Initially our fee structure will be as follows:

- 1.

Fixed Fee - we will charge a fixed fee for the set menu catering services\*

2. Hourly Fee – we will charge a set hourly fee for the catering of bigger events\*\* 3. The Company will hold a 25% deposit for food purchases

\* With fixed pricing, each menu item has a fixed cost. We would price items on a per-person basis, and charge our customer according to the number of people at the event. Or we would price items on a platter basis. For example, we could charge \$16 for a platter of 15 hors d'oeuvres, or \$200 for a smoked ham carving station that serves 50.

\*\* We would only quote customers on the cost of food for an event after they have given us all the details about the function. This would allow us to customize a menu for the customer and more accurately determine the true costs of the ingredients and food preparation and labor before we give a quote.

Here is an example of our pricing menu:

Menu Item	Less than 50 people	50-150 people	150+ people
Filet mignon on a bed of spinach	\$23.95 per guest	\$22.45 per guest	\$20.95 per guest
Stuffed Portobello with mushroom gravy	\$22.95 per guest	\$21.25 per guest	\$19.95 per guest
Poached salmon fillet	\$27.95 per guest	\$25.95 per guest	\$24.25 per guest
Sesame-crusted chicken breast	\$22.45 per guest	\$21.15 per guest	\$19.75 per guest

Usually, the larger the event the lower the per-person pricing. This is because it is more cost-effective to produce food in bulk for a big event than to produce food for a ten-person dinner party. For example, the per-person cost of fried chicken for an event of 50 people or less might be \$20, while the cost for an event of 200 is only \$17 per guest.

Once we begin full operations and are able to attract clients, Ms. Heyer plans to devote more time to our operations. She is not being paid at present.

There are no employment agreements in existence. The Company presently does not have a pension plan, health insurance, stock options, a profit sharing or similar benefit plans; however, the Company may adopt plans in the future. Our sole officer and director will be responsible for the initial servicing. Once the Company begins its operations, we may hire addition help if needed.

#### **Sources and Availability of Raw Materials**

We intend to purchase our raw materials at local markets, including fresh fruits and vegetables, meat, fish, herbs, etc. We intend to purchase our wine selections from the local winemakers.

#### **Dependence on One or A Few Customers**

As of this filing, we do not have any clients.

#### **Employees; Identification of Certain Significant Employees**

We are a development stage company and currently have no employees other than our sole officer and director. We hope to hire an additional employee, if applicable.

## **DESCRIPTION OF PROPERTY**

Our sole office is currently located at 8 Hermitage Way, Meadowridge Constantia, 7806 Western Cape, RSA. Our telephone number is +27820605069. We have an oral agreement to pay rent of \$250 per month. We intend to run the business of our catering company the marketing, appointment keeping and books, from our office , and to rent kitchen space from either a community center or a restaurant , etc.

We intend to keep the start-up costs for our catering business down by working from our own kitchen to do some prep-work in our kitchen facilities (e.g. pre-cutting vegetables, etc.) and renting a professional kitchen for planned events. The estimated cost of renting a professional kitchen is \$25/hour including use of any of their commercial grade equipment such as a 20 quart mixer, proofer, 10 burner gas range, and meat slicer. We will do our cooking on-site at under-utilized commercial kitchens located at churches, schools or community centers and then transport the food by vehicle to the event location, or use equipment provided by the clients.

Upon the completion of our offering, we intend to establish an office elsewhere. As of the date of this prospectus, we have not sought or selected a location for a new office. We do not own or lease any other property.

## **LEGAL PROCEEDINGS**

We are not a party to any pending litigation and none is contemplated or threatened.

## **MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS**

Our common shares are not currently quoted on any exchange.

### ***Holder***

We have 1 record holder of our common stock as of January 12, 2011. None of the securities held by our record holder have been registered for sale under the Securities Act of 1933, as amended.

### ***Dividend Policy***

We have never paid any cash dividends on our common shares, and we do not anticipate that we will pay any dividends with respect to those securities in the foreseeable future. Our current business plan is to retain any future earnings to finance the expansion development of our business.

### ***Equity Compensation Plan and Stock Option Plan Information***

The Company, at the current time, has no stock option plan or any equity compensation plans

## **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION OR PLAN OF OPERATION**

This section of the prospectus includes a number of forward-looking statements that reflect our current views with respect to future events and financial performance. Forward-looking statements are often identified by words like: believe, expect, estimate, anticipate, intend, project and similar expressions, or words which, by their nature, refer to future events. You should not place undue certainty on these forward-looking statements, which apply only as of the date of this prospectus. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or our predictions.

We are a development stage corporation and have not started operations and have not yet generated or realized any revenues.

Our auditors have issued a going concern opinion. This means that our auditors believe there is substantial doubt that we can continue as an on-going business for the next twelve months unless we obtain additional capital to pay our bills. This is because we have not generated any revenues and no revenues are anticipated until we complete the development of our website and begin implementing and marketing our catering services to our target markets. Our website, [www.goldenforkcorporation.com](http://www.goldenforkcorporation.com) is 80% developed, and believe it will be fully completed within approximately 90 days from the completion of our offering. Accordingly, we must raise cash from sources other than operations. Our only other source for cash at this time is investments by others in our Company. We must raise cash to implement our project and begin our operations. Whether we raise the minimum or maximum amount of money in this offering, it will last



twelve months. The difference between the minimum and maximum amount relates to the website development, marketing and advertising, equipment and office furniture, and hiring one employee. In each case, if we raise the maximum amount, we will devote more funds to the same operations in order to enhance the quality of the website and promote our business plan to potential customers. We will not begin operations until we raise money from this offering.

We have only one officer and director. She is responsible for our managerial and organizational structure which will include preparation of disclosure and accounting controls under the Sarbanes Oxley Act of 2002. When these controls are implemented, she will be responsible for the administration of the controls. Should she not have sufficient experience, she may be incapable of creating and implementing the controls which may cause us to be subject to sanctions and fines by the Securities and Exchange Commission which ultimately could cause you to lose your investment.

### **Plan of Operation**

Assuming we raise the minimum amount in this offering, we believe we can satisfy our cash requirements during the next 12 months. We will not be conducting any product research or development. We do not expect to purchase any significant equipment. Further we do not expect significant changes in the number of employees.

Upon completion of our public offering, our goal is to commence our operations. We intend to accomplish the foregoing through the following milestones:

1. Complete our public offering. We believe that we will raise sufficient capital to begin our operations, and we believe that this could take up to 270 days from the date the Securities and Exchange Commission declares our offering effective. We will not begin operations until we have closed this offering. We intend to concentrate all of our efforts on raising as much capital as we can during this period.
2. We are developing our website by registering a domain name: [www.goldenforkcorporation.com](http://www.goldenforkcorporation.com). After completion of the offering, we will immediately complete developing our website. Completion will include menus and other offers to our potential customers. We believe that our website will be fully operational within approximately 90 days from the completion of our offering and that it will cost between \$1,000 and \$2,000 to complete developing our website.

3. After our website is fully developed, we intend to begin to market our business to potential customers or investors through our website and by personal contacts through Ms. Heyer. We have started marketing our services by building our website and plan to promote Golden Fork on Facebook. We hope to develop an online presence by placing the Company's name and contact information through online directories.

Within 100 days after we complete our public offering, we will position ourselves to begin our catering services immediately.

If we cannot generate sufficient revenues to continue operations, we will suspend or cease operations. If we cease operations, our business plan will be reevaluated.

**Limited operating history; need for additional capital.**

There is no historical financial information to base an evaluation of our performance. We are in development stage operations and have yet to generate revenues. We cannot guarantee we will be successful in our business operations. Our business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources and possible cost overruns.

In addition to this offering, we may be seeking equity financing in the future in order to obtain the capital required to implement our business plan. We have no assurance that future financing will be available to us on acceptable terms. If financing is not available to us on satisfactory terms, we may be unable to continue, develop or expand our operations. Equity financing could result in additional dilution to our existing shareholders.

## **Results of operations**

### ***From Inception on December 22, 2009 to February 28, 2011***

Since inception, we have been proactive by hiring an attorney and an auditor for the preparation of our registration statement on Form S-1. We have also prepared and implemented an internal business plan. In addition, we reserved the domain name "www.goldenforkcorporation.com." Our loss since inception is \$16,979 of which \$3,750 is for rent, \$3,750 is for consulting services, \$2,529 is for general and administrative, and \$6,950 is for legal and accounting. Once we have completed this offering, we will begin to implement our business plan fully. We expect to begin operations within 100 days after we complete this offering.

Since inception, we have issued 2,000,000 founder shares of common stock to our sole officer and director, Ms. Heyer.

## **Liquidity and capital resources**

To meet our need for cash we are attempting to raise money from this offering. We believe that we will be able to raise enough money through this offering to begin operations. If we are unable to successfully attract customers and we deplete the proceeds of this offering, then we will need to find alternative sources of income, for instance, a second public offering, a private placement of securities, or loans from our officers or third parties in order for us to continue our operations. At present, we have not made any arrangements to raise additional capital, other than through this offering.

Our sole officer and director is willing to loan us money for our operations until this offering has been completed or until the offering period has expired. If we need additional capital and cannot raise it, then we will either suspend operations until additional capital is raised or cease operations entirely.

As of the date of this prospectus, we have yet to generate any revenues from our business operations.

We issued 2,000,000 shares of common stock (founder shares to Ms. Heyer) pursuant to an exemption from registration contained in Regulation S of the General Rules and Regulations promulgated under the Securities Act of 1933. This was accounted for as a sale of common stock.

As of February 28, 2011, our total assets were \$0 and our total liabilities were \$9,479.

#### **CHANGES IN AND DISAGREEMENTS**

#### **WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

We have had no disagreements on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures with any of our accountants for the Quarter ended February 28, 2011.

## MANAGEMENT

### Officers and Directors

Our sole officer is elected by the board of directors to a term of one year and serves until a successor is duly elected and qualified, or until she is removed from office. Our board of directors has no nominating, auditing or compensation committees.

The name, address, age and position of our sole officer and director is set forth below:

Name and Address	Age	Positions
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Alida Heyer		
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8 Hermitage Way, Meadowridge		
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Constantia, 7806 Western Cape, RSA		
------------------------------------	--	--

55 President, Chief Executive Officer, Secretary, Treasurer, Chief Financial Officer, Principal Accounting Officer, and the sole member of the Board of Directors		
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Ms. Heyer has held her offices/positions since the inception of our Company and is expected to hold her offices/positions until the next annual meeting of our stockholders.

### Biography of Alida Heyer

*Alida Heyer - President, Chief Executive Officer, Secretary, Treasurer, Chief Financial Officer, Principal Accounting Officer and our sole director.*

Since December 22, 2009, Ms. Heyer has been our President, Chief Executive Officer, Secretary, Treasurer, Chief Financial Officer, Principal Accounting Officer and sole member of our Board of Directors. Our President, Ms. Heyer has over 10 years of working knowledge of cooking, food preparation, food cost, food storage, and sanitary working

conditions; cooking is Ms. Heyer's passion and a long time hobby but she has no experience as a professional chef. She has excellent people skills and is well trained in creating contracts, and marketing business. Ms. Heyer has more than 9 years of experience working as a Corporate Sales and Marketing Executive. We believe that through her expertise, she will be able to contribute to the operations and marketing of the business.

From 2007 to 2010, Ms. Heyer was a Corporate Sales and Marketing Executive at Market Group – Lexus, in Cape Town City, at 73 Hertzog Boulevard, Cape Town 8001 RSA. From 2001 to 2007, Ms. Heyer was a Corporate Sales and Marketing Executive at Helderberg Toyota, located on Main Road, Strand Western Cape, RSA. Ms. Heyer has over 10 years of working knowledge of cooking, food preparation, food cost, food storage, and sanitary working conditions; cooking is Ms. Heyer's passion and a long time hobby but she has no experience as a professional chef. She has excellent people skills and is well trained in creating contracts, and marketing business. Through her expertise, she will be able to contribute to the operations of the business. Ms. Heyer is not an officer or director of any other reporting company.

#### **Audit Committee Financial Expert**

The functions of the Audit Committee are currently carried out by our Board of Directors. We do not have an audit committee financial expert on our Board of Directors. The Board of Directors has determined that the cost of hiring a financial expert to act as a director and to be a member of the Audit Committee or otherwise perform Audit Committee functions outweighs the benefits of having a financial expert on the Audit Committee.

## Conflicts of Interest

Ms. Heyer devotes approximately 30 hours per week to our business operations. Ms. Heyer's devotion to other personal projects could curtail our business operations. We have no provisions for handling conflicts of interest should they arise in the future; however, Ms. Heyer has agreed not to engage in any business operation which conflicts with our operations. Ms. Heyer also paid rent for the Company's office space located at 8 Hermitage Way, Meadowridge, Constantia, 7806 Western Cape, RSA. Since Inception, she has paid \$3,750 in rent.

## Compliance With Section 16 (a) of the Exchange Act

Not applicable.

## EXECUTIVE COMPENSATION

The following table sets forth the compensation since inception on December 22, 2009 through December 24, 2010, to our sole officer and director. This information includes the dollar value of base salaries, bonus awards and number of stock options granted, and certain other compensation, if any.

### Summary Compensation Table

Name and Principal Position Year Salary  
(\$)  
Bonus  
(\$)  
Stock  
Awards  
(\$)  
Option  
Awards  
(\$)  
NonEquity  
Incentive  
Plan  
Compensation  
(\$)  
Nonqualified  
Deferred  
Compensation  
Earnings  
(\$)  
All  
Other

Compensation  
(\$ Total  
(\$

Alida Heyer

President

Secretary

Treasurer

Director

2009 0 0 20 0 0 0 0 20 2010 0 0 0 0 0 0 3000 3000

We do not have any employment agreements with any of our officers. We do not contemplate entering into any employment agreements until such time as we begin to attain profitable operations. The compensation discussed herein addresses all compensation awarded to, earned by, or paid to our named executive officer. There are no other stock option plans, retirement, pension, or profit sharing plans for the benefit of our sole officer and director other than as described herein.

### **Long-Term Incentive Plan Awards**

We do not have any long-term incentive plans that provide compensation intended to serve as incentive for performance.

### **Compensation of Directors**

Our sole director does not receive any compensation for serving as a member of our board of directors.



## **Indemnification**

Under our Articles of Incorporation and Bylaws, we may indemnify an officer or director who is made a party to any proceeding, including a lawsuit, because of their position, if they acted in good faith and in a manner reasonably believed to be in the Company's best interest. We may advance expenses incurred in defending a proceeding. To the extent that the officer or director is successful on the merits in a proceeding as to which they are to be indemnified, we must indemnify them against all expenses incurred, including attorney's fees. With respect to a derivative action, indemnity may be made only for expenses actually and reasonably incurred in defending the proceeding, and if the officer or director is judged liable, only by a court order. The indemnification is intended to be to the fullest extent permitted by the laws of the State of Nevada.

Regarding indemnification for liabilities arising under the Securities Act of 1933, which may be permitted to directors or officers under Nevada law, we are informed that, in the opinion of the Securities and Exchange Commission, indemnification is against public policy, as expressed in the Securities Act of 1933 and is, therefore, unenforceable.

## **SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth, as of the date of this prospectus, the total number of shares owned beneficially by our directors, officers and key employees, individually and as a group, and the present owners of 5% or more of our total outstanding shares. The table also reflects their ownership assuming the sale of all of the shares in this offering. The stockholders listed below have direct ownership of their shares and possesses sole voting and dispositive power with respect to the shares.

### **Name and Address**

### **Beneficial Owner [1]**

### **Number of**

### **Shares**

### **Before the**

### **Offering**

**Percentage of**

**Ownership**

**Before the**

**Offering**

AlAlida Heyer 2,000,000 100.00 %

8 Hermitage Way, Meadowridge

Constantia, 7806 Western Cape, RSA

[1] The person named above may be deemed to be a “parent” and “promoter” of our company, within the meaning of such terms under the Securities Act of 1933, as amended, by virtue of her direct stock holdings. Ms. Heyer is the only “promoter” of our company.

**Future sales by existing stockholders**

A total of 2,000,000 shares of common stock were issued to our sole officer and director, all of which are restricted securities, as defined in Rule 144 of the General Rules and Regulations promulgated under the Securities Act of 1933. Under Rule 144, since Ms. Heyer is an affiliate as defined in that rule, the shares can be publicly sold, subject to volume restrictions and restrictions on the manner of sale, commencing one year after their acquisition. Please note however that Rule 144 is never available to a “Shell Company” as defined in Rule 405 promulgated under the Securities Act of 1933, as amended. Given the high likelihood that we would be deemed to be a “Shell Company” until we have made significant progress on our business plan and acquired significant assets, Rule 144 would not be available until one year after we have ceased to be a “Shell Company” if we are subject to the reporting requirements of section 13 or 15(d) of the Exchange Act and we have filed all reports and other materials required to be filed by section 13 or 15(d) of the Exchange Act.

Shares purchased in this offering, which will be immediately resalable, and sales of all of our other shares after applicable restrictions expire, could have a depressive effect on the market price, if any, of our common stock and the shares we are offering.

There is no public trading market for our common stock. There are no outstanding options or warrants to purchase, or securities convertible into, our common stock. There is one holder of record of our common stock.

### **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

In December 2009, we issued a total of 2,000,000 shares of restricted common stock to Alida Heyer, our sole officer and director, as founder's shares. These shares represent 100% of our issued and outstanding shares. Further, Ms. Heyer has advanced funds to us for our legal, audit, filing fees, general office administration and cash needs. As of February 28, 2011, Ms. Heyer has advanced a total of \$6,479. Ms. Heyer will be repaid from the proceeds of this offering. There are no due dates for the repayment of the funds advanced by Ms. Heyer. The obligation to Ms. Heyer does not bear any interest. There are no written agreements evidencing the advancement of funds by Ms. Heyer or the repayment of the funds. The entire transaction was an oral agreement.

Ms. Heyer also paid rent for the Company's office space located at 8 Hermitage Way, Meadowridge, Constantia, 7806 Western Cape, RSA. This office is owned by our sole director and officer, Ms. Heyer. We have paid rent in the amount of \$3,750 to Ms. Heyer since Inception pursuant to an oral agreement to rent the offices for \$250 per month. We do not have any written agreements with Ms. Heyer with regards to repaying rent expenses but we intend to reimburse Ms. Heyer for rent expenses once the Company starts generating revenues.

At inception, we issued 2,000,000 shares of common stock to Ms. Heyer, our sole officer and director. The stock was issued as founders shares in consideration of Ms. Heyer's service to the company pursuant to an exemption from registration contained in Regulation S of the General Rules and Regulations promulgated under the Securities Act of 1933.

### **DISCLOSURE OF COMMISSION POSITION OF INDEMNIFICATION FOR SECURITIES ACT LIABILITIES**

No pending material litigation or proceeding involving our directors, executive officers, employees or other agents as to which indemnification is being sought exists, and we are not aware of any pending or threatened material litigation that may result in claims for indemnification by any of our directors or executive officers.

The Company will indemnify to the fullest extent permitted by Chapter 78 of the Nevada Revised Statutes, as in effect at the time of the determination, any current or former director or officer of the Company who was or is a party or is threatened to be made a party to any proceeding (other than a proceeding by or in the right of the Company to procure a judgment in its favor) by reason of the fact that the person is or was a director, officer, employee, or agent of the Company, or any of its subsidiaries, against all expenses, judgments, fines and amounts paid in settlement, actually and reasonably incurred by the director or officer in connection with such proceeding if the director or officer acted in good faith and in a manner the director or officer reasonably believed was in or not opposed to the best interests of the Company, and with respect to any criminal action or proceeding, the director or officer, in addition, had no reasonable cause to believe that the director's or officer's conduct was unlawful; provided, however, that the Company will not be

required to indemnify any director or officer in connection with any proceeding (or part thereof): (i) initiated by such person or any proceeding by such person against the Company or its directors, officers, employees or other agents, or (ii) charging improper personal benefit to the director or officer in which the director or officer is adjudged liable on the basis that personal benefit was improperly received by the director or officer unless and only to the extent that the court conducting such proceeding or any other court of competent jurisdiction determines upon application that, despite the adjudication of liability, the director or officer is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, unless: (A) such indemnification is expressly required to be made by law; (B) the proceeding was authorized by the Board of Directors of the Company; or (C) such indemnification is provided by the Corporation, in its sole discretion, pursuant to the powers vested in the Company under Title 7 of the Nevada Revised Statutes pertaining to Chapter 78 of the Nevada Revised Statutes. The rights of indemnification provided in this paragraph will be in addition to any rights to which any such person may otherwise be entitled under any certificate or articles of incorporation, bylaw, agreement, statute, policy of insurance, vote of stockholders or Board of Directors, or otherwise, which exists at or subsequent to the time such person incurs or becomes subject to such liability and expense.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, we have been informed that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, we will, unless in the opinion of our counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by us is against public policy as expressed hereby in the Securities Act and we will be governed by the final adjudication of such issue.

## **WHERE YOU CAN FIND MORE INFORMATION**

We have filed with the Commission a registration statement on Form S-1 under the 1933 Act with respect to the securities offered by this prospectus. This prospectus, which forms a part of the registration statement, does not contain all the information set forth in the registration statement, as permitted by the rules and regulations of the Commission. For further information with respect to us and the securities offered by this prospectus, reference is made to the registration statement. Statements contained in this prospectus as to the contents of any contract or other document that we have filed as an exhibit to the registration statement are qualified in their entirety by reference to the exhibits for a complete statement of their terms and conditions. The registration statement and other information may be read and copied at the Commission'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 Commission at 1-800-SEC-0330. The Commission maintains a web site at <http://www.sec.gov> that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the Commission.

**TRANSFER AGENT**

We have not engaged the services of a transfer agent at this time. However, within the next twelve months we anticipate doing so. Until such a time a transfer agent is retained, Golden Fork will act as their own transfer agent.

**FINANCIAL STATEMENTS**

Our fiscal year end is May 31. We will provide audited financial statements to our stockholders on an annual basis; the statements will be audited by M&K CPAS, PLLC of 13831 Northwest Freeway, Suite 575 Houston, TX 77040, telephone number 832-242-9950.

**FINANCIAL STATEMENTS**

Golden Fork Corporation

(A Development Stage Company)

(Unaudited)

February 28, 2011

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Golden Fork Corporation

(A Development Stage Company)

Balance Sheets

February 28, 2011 and May 31, 2010

(Unaudited)

February 28, 2011	May 31, 2010	ASSETS	Current Assets	Cash	\$-	\$-	Total Assets	\$-
\$-		LIABILITIES AND STOCKHOLDERS' DEFICIT		Current Liabilities				
Accounts Payable and Accrued Liabilities	\$3,000	\$3,000	Due to Directors	6,479	1,129	Total Current Liabilities		
9,479	4,129	Stockholders' Deficit	Common Stock (75,000,000 shares authorized, par value \$0.00001, 2,000,000 shares issued and outstanding)	20	20	Additional paid-in capital	7,480	2,980
accumulated during the development stage	(16,979)	(7,129)	Total Stockholders' Deficit	(9,479)	(4,129)	Deficit		
Total Liabilities and Stockholders' Deficit	\$—	\$—						

(The Accompanying Notes are an Integral Part of These Financial Statements)



Golden Fork Corporation

(A Development Stage Company)

Statement of Operations

For the Three and Nine Months Periods Ended February 28, 2011

and Inception (December 22, 2009) to February 28, 2011

(Unaudited)

Three Months  
Period Ended  
February 28, 2011

Nine Months  
Period Ended  
February 28, 2011

Inception December 22, 2009, to February 28, 2010

Inception December 22, 2009, to February 28, 2011

	Operating Expenses			
Consulting services	\$750	\$2,250	\$750	\$3,750
General and administrative	700	1,400	—	2,529
Rent	750	2,250	750	3,750
Legal and accounting	1,600	3,950	—	6,950
Total Expenses	3,800	9,850	1,500	16,979
Net Loss	\$(3,800)	\$(9,850)	\$(1,500)	\$(16,979)
Net Loss Per Common Share – Basic and Diluted	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)
Weighted Average Number of Common Shares Outstanding	2,000,000	2,000,000	2,000,000	2,000,000

(The Accompanying Notes are an Integral Part of These Financial Statements)

Golden Fork Corporation

Statements of Cash Flows

(A Development Stage Company)

For the Nine Months Period Ended February 28, 2011

and Inception December 22, 2009 to February 28, 2011

(Unaudited)

Nine Months  
Period Ended  
February 28, 2011

Inception December  
22, 2009 to  
February 28, 2010

Inception December  
22, 2009 to  
February 28, 2011

	Operating Activities				Net loss			\$(9,850)	\$(1,500)	\$(16,979)	
Adjustments to reconcile net loss to cash used in operating activities:								Donated services and rent expenses			
4,500	1,500	7,500	Changes in operating assets and liabilities:					Accounts payable and accrued liabilities			
—	—	3,000	Due to Directors	5,350	—	6,479		Net Cash Provided by Operating Activities			
—	—	—	Increase (Decrease) in Cash	—	—	—		Cash - Beginning of Period			
Cash - End of Period	\$—	\$—	\$—					Supplemental Disclosure of Cash Flow Information			
Cash paid during the period for :				Interest	\$—	\$—	\$—	Income taxes	\$—	\$—	\$—

(The Accompanying Notes are an Integral Part of These Financial Statements)

Golden Fork Corporation

Statement of Changes in Stockholders' Deficit

(A Development Stage Company)

From Inception, December 22, 2009, to February 28, 2011

(Unaudited)

	Additional	Common Stock	Paid-in	Deficit	Shares	Amount	Capital		
Accumulated Total		Balance at December 22, 2009	—	\$—	\$—	\$—	\$—		Issua
of common stock to founders	2,000,000	20 (20)	—	—	Donated services	—	—	3,000	—
	—	(7,129)	(7,129)	Balances at May 31, 2010	2,000,000	20	2,980	(7,129)	(4,129)
	—	4,500	—	4,500	Net loss	—	—	—	3,000
	—	—	—	—	(9,850)	(9,850)	Balances at February 28, 2011	2,000,000	\$20
	\$7,480	\$(16,979)	\$(9,479)						

(The Accompanying Notes are an Integral Part of These Financial Statements)

Golden Fork Corporation

(A Development Stage Company)

Notes to the Financial Statements

(Unaudited)

## NOTE 1 – NATURE OF OPERATIONS

### DESCRIPTION OF BUSINESS AND HISTORY

#### NATURE OF OPERATIONS

GOING CONCERN - These financial statements have been prepared on a going concern basis, which implies Golden Fork Corporation will continue to meet its obligations and continue its operations for the next fiscal year. Realization value may be substantially different from carrying values as shown and these financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should Golden Fork Corporation be unable to continue as a going concern. As at February 28, 2011 Golden Fork Corporation has a working capital deficiency, has not generated revenues and has accumulated losses of \$16,979 since inception. The continuation of Golden Fork Corporation as a going concern is dependent upon the continued financial support from its shareholders, the ability of Golden Fork Corporation to obtain necessary equity financing to continue operations, and the attainment of profitable operations. These factors raise substantial doubt regarding the Golden Fork Corporation' ability to continue as a going concern.

## NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION -These financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States, and are expressed in U.S. dollars. The Company's fiscal year-end is May 31.

USE OF ESTIMATES - The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of net revenue and expenses in the reporting period. We regularly evaluate our estimates and assumptions related to the useful life and recoverability of long-lived assets, stock-based compensation and deferred income tax asset valuation allowances. We base our estimates and assumptions on current facts, historical experience and various other factors that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying

values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by us may differ materially and adversely from our estimates. To the extent there are material differences between our estimates and the actual results, our future results of operations will be affected.

**INTERIM FINANCIAL STATEMENTS** - These interim unaudited financial statements have been prepared on the same basis as the annual financial statements and in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary to present fairly the Company's financial position, results of operations and cash flows for the periods shown. The results of operations for such periods are not necessarily indicative of the results expected for a full year or for any future period.

**CASH AND CASH EQUIVALENTS** - The Company considers all highly liquid instruments with original maturities of three months or less when acquired, to be cash equivalents. We had no cash equivalents at February 28, 2011 or May 31, 2010.

**DEVELOPMENT STAGE ENTITY** – The Company complies with FASB guidelines for its description as a development stage company.

Golden Fork Corporation

(A Development Stage Company)

Notes to the Financial Statements

(Unaudited)

**INCOME TAXES** - The Company accounts for income taxes under the provisions issued by the FASB which requires recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the consolidated financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The Company computes tax asset benefits for net operating losses carried forward. The potential benefit of net operating losses has not been recognized in these financial statements because the Company cannot be assured it is more likely than not it will utilize the net operating losses carried forward in future years.

**LOSS PER COMMON SHARE** - The Company reports net loss per share in accordance with provisions of the FASB. The provisions require dual presentation of basic and diluted loss per share. Basic net loss per share excludes the impact of common stock equivalents. Diluted net loss per share utilizes the average market price per share when applying the treasury stock method in determining common stock equivalents. As of February 28, 2011, there were no common stock equivalents outstanding.

**FAIR VALUE OF FINANCIAL INSTRUMENTS** - Pursuant to ASC No. 820, "Fair Value Measurements and Disclosures", the Company is required to estimate the fair value of all financial instruments included on its balance sheet as of February 28, 2011. The Company's financial instruments consist of cash. The Company considers the carrying value of such amounts in the financial statements to approximate their fair value due to the short-term nature of these financial instruments.

**RECENTLY ADOPTED ACCOUNTING PRONOUNCEMENTS** - Effective June 30, 2009, the Company adopted a new accounting standard issued by the FASB related to the disclosure requirements of the fair value of the financial instruments. This standard expands the disclosure requirements of fair value (including the methods and significant assumptions used to estimate fair value) of certain financial instruments to interim period financial statements that were previously only required to be disclosed in financial statements for annual periods. In accordance with this standard, the disclosure requirements have been applied on a prospective basis and did not have a material impact on the Company's financial statements.

On September 30, 2009, the Company adopted changes issued by the Financial Accounting Standards Board (FASB) to the authoritative hierarchy of GAAP. These changes establish the FASB Accounting Standards Codification (Codification) as the source of authoritative accounting principles recognized by the FASB to be applied by

nongovernmental entities in the preparation of financial statements in conformity with GAAP. Rules and interpretive releases of the Securities and Exchange Commission (SEC) under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. The FASB will no longer issue new standards in the form of Statements, FASB Staff Positions, or Emerging Issues Task Force Abstracts; instead the FASB will issue Accounting Standards Updates. Accounting Standards Updates will not be authoritative in their own right as they will only serve to update the Codification. These changes and the Codification itself do not change GAAP. Other than the manner in which new accounting guidance is referenced, the adoption of these changes had no impact on the Financial Statements.

**RECENTLY ISSUED ACCOUNTING STANDARDS** - In January 2010, the FASB issued Accounting Standards Update 2010-02, Consolidation (Topic 810): Accounting and Reporting for Decreases in

Golden Fork Corporation

(A Development Stage Company)

Notes to the Financial Statements

(Unaudited)

Ownership of a Subsidiary. This amendment to Topic 810 clarifies, but does not change, the scope of current US GAAP. It clarifies the decrease in ownership provisions of Subtopic 810-10 and removes the potential conflict between guidance in that Subtopic and asset derecognition and gain or loss recognition guidance that may exist in other US GAAP. An entity will be required to follow the amended guidance beginning in the period that it first adopts FAS 160 (now included in Subtopic 810-10). For those entities that have already adopted FAS 160, the amendments are effective at the beginning of the first interim or annual reporting period ending on or after December 15, 2009. The amendments should be applied retrospectively to the first period that an entity adopted FAS 160. The Company does not expect the provisions of ASU 2010-02 to have a material effect on the financial position, results of operations or cash flows of the Company.

In January 2010, the FASB issued Accounting Standards Update 2010-01, Equity (Topic 505): Accounting for Distributions to Shareholders with Components of Stock and Cash (A Consensus of the FASB Emerging Issues Task Force). This amendment to Topic 505 clarifies the stock portion of a distribution to shareholders that allows them to elect to receive cash or stock with a limit on the amount of cash that will be distributed is not a stock dividend for purposes of applying Topics 505 and 260. Effective for interim and annual periods ending on or after December 15, 2009, and would be applied on a retrospective basis. The Company does not expect the provisions of ASU 2010-01 to have a material effect on the financial position, results of operations or cash flows of the Company.

In December 2009, the FASB issued Accounting Standards Update 2009-17, Consolidations (Topic 810): Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities. This Accounting Standards Update amends the FASB Accounting Standards Codification for Statement 167. The Company does not expect the provisions of ASU 2009-17 to have a material effect on the financial position, results of operations or cash flows of the Company.

In December 2009, the FASB issued Accounting Standards Update 2009-16, Transfers and Servicing (Topic 860): Accounting for Transfers of Financial Assets. This Accounting Standards Update amends the FASB Accounting Standards Codification for Statement 166. The Company does not expect the provisions of ASU 2009-16 to have a material effect on the financial position, results of operations or cash flows of the Company.

In October 2009, the FASB issued Accounting Standards Update 2009-15, Accounting for Own-Share Lending Arrangements in Contemplation of Convertible Debt Issuance or Other Financing. This Accounting Standards Update amends the FASB Accounting Standard Codification for EITF 09-1. The Company does not expect the provisions of



ASU 2009-15 to have a material effect on the financial position, results of operations or cash flows of the Company.

NOTE 3 -INCOME TAXES

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. The company does not have any uncertain tax positions.

Golden Fork Corporation

(A Development Stage Company)

Notes to the Financial Statements

(Unaudited)

The Company currently has net operating loss carryforwards aggregating \$16,979, which expire through 2030. The deferred tax asset related to the carryforwards has been fully reserved.

The Company has deferred income tax assets, which have been fully reserved, as follows as of February 28, 2011:

Deferred tax assets	\$ 5,773	Valuation allowance for deferred tax assets	(5,773)	Net deferred tax assets	\$ -
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### Fair Value Measurements

On January 1, 2008, the Company adopted ASC No. 820-10 (ASC 820-10), Fair Value Measurements. ASC 820-10 relates to financial assets and financial liabilities.

ASC 820-10 defines fair value, establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (GAAP), and expands disclosures about fair value measurements. The provisions of this standard apply to other accounting pronouncements that require or permit fair value measurements and are to be applied prospectively with limited exceptions.

ASC 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 at the measurement date. This standard is now the single source in GAAP for the definition of fair value, except for the fair value of leased property as defined in SFAS 13. ASC 820-10 establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions, about market participant assumptions, that are developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC 820-10 are described below:

- Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

- Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Golden Fork Corporation

(A Development Stage Company)

Notes to the Financial Statements

(Unaudited)

• Level 3 Inputs that are both significant to the fair value measurement and unobservable. These inputs rely on management's own assumptions about the assumptions that market participants would use in pricing the asset or liability. (The unobservable inputs are developed based on the best information available in the circumstances and may include the Company's own data.)

The following presents the Company's fair value hierarchy for those assets and liabilities measured at fair value on a non-recurring basis as of February 28, 2011:

Level 1: None

Level 2: None

Level 3: None

Total Gain (Losses): None

NOTE 5 - RELATED PARTY TRANSACTIONS

During the three month period ended February 28, 2011 the Company recognized a total of \$1,500 for rent and services from directors for rent at \$250 per month and at \$250 per month for consulting services provided by the President and Director of the Company. Comparatively, during the three month period ended February 28, 2010 the Company recognized a total of \$1,500 for rent and services from directors for rent at \$250 per month and at \$250 per month for consulting services provided by the President and Director of the Company. These transactions are recorded at the exchange amount which is the amount agreed to by the transacting parties.

A director has advanced funds to us for our legal, audit, filing fees, general office administration and cash needs. As of February 28, 2011, the director has advanced a total of \$6,479.

#### NOTE 6 - COMMON STOCK

As of February 28, 2011 the Golden Fork Corporation has issued 2,000,000 common shares as founders shares.

**AUDITED FINANCIAL STATEMENTS**

Golden Fork Corporation

May 31, 2010

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Operations 40 Statements of Cash Flows 41 Statement of Changes in Stockholders' Deficit 42 Notes to the  
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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors

Golden Fork Corporation

(A Development Stage Company)

We have audited the accompanying balance sheet of Golden Fork Corporation (a development stage company) as of May 31, 2010 and the related statements of operations, changes in stockholders' deficit, and cash flows for the period from December 22, 2009 (inception) through May 31, 2010. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits 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. An audit also 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, as well as 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 Golden Fork Corporation as of May 31, 2010, and the results of its operations and cash flows for the periods described above 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 1 to the financial statements, the Company has insufficient working capital, which raises substantial doubt about its ability to continue as a going concern. Management's plans regarding those matters also are described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ M&K CPAS, PLLC

[www.mkacpas.com](http://www.mkacpas.com)

Houston, Texas

August 30, 2010

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Golden Fork Corporation

(A Development Stage Company)

Balance Sheet

May 31, 2010

May 31, 2010	ASSETS	Current Assets	Cash \$ -	Total Assets \$ -
	LIABILITIES AND STOCKHOLDERS' DEFICIT		Current Liabilities	Accounts Payable and
Accrued Liabilities	\$ 3,000	Due to Directors	1,129	Total Current Liabilites 4,129
Deficit				Stockholders'

Common Stock, 75,000,000 shares authorized, par value 0.00001, 2,000,000 shares

issued and outstanding

20	Additional paid-in capital	2,980	Deficit accumulated during the development stage	(7,129 )
Total Stockholders' Deficit	(4,129 )	Total Liabilities and Stockholders' Deficit	\$ -	

(The Accompanying Notes are an Integral Part of These Financial Statements)

Golden Fork Corporation

(A Development Stage Company)

Statement of Operations

For the Period Ended May 31, 2010

December 22, 2009 (inception) to May 31, 2010	Operating Expenses	Consulting services
\$ 1,500 General and administrative 1,129 Rent 1,500 Legal and accounting 3,000		Total Expenses
7,129 Net Loss \$ (7,129 )	Net Loss Per Common Share – Basic and Diluted	\$ (0.00 )
Weighted Average Number of Common Shares Outstanding	2,000,000	

(The Accompanying Notes are an Integral Part of These Financial Statements)

Golden Fork Corporation

(A Development Stage Company)

Statement of Cash Flows

For the Period Ended May 31, 2010

December 22, 2009 (inception) to May 31, 2010	Operating Activities	Net loss	\$ (7,129 )
Adjustments to reconcile net loss to cash used in operating activities:	Donated services and rent expenses		
3,000 Changes in operating assets and liabilities:	Accounts payable and accrued liabilities	4,129	
Net Cash used in Operating Activities	- Increase (Decrease) in Cash	-	Cash - Beginning of Period -
Cash - End of Period	\$ -		

Supplemental Disclosure of Cash Flow Information

Cash paid during the period for :

Interest	\$ -	Income taxes	\$ -	Non-cash activities:	Expenses paid for by Director	\$
1,129		Issuance of founders' shares	\$ 20			

(The Accompanying Notes are an Integral Part of These Financial Statements)

Golden Fork Corporation

(A Development Stage Company)

Statement of Changes in Stockholders' Deficit

For the Period Ended May 31, 2010

Amount	Capital	Accumulated	Additional Total	Common Stock	Paid-in	Deficit	Shares
Balance at December 22, 2009							
-	\$ -	\$ -	\$ -	\$ -			

Issuance of common stock to founders

2,000,000	20	(20)	-	-	Donated services	-	-	3,000	-	3,000	Net loss	-	-	-
(7,129)	(7,129)				Balances at	May 31, 2010	2,000,000	\$ 20	\$ 2,980	\$ (7,129)	\$ (4,129)			

(The Accompanying Notes are an Integral Part of These Financial Statements)

Golden Fork Corporation

(A Development Stage Company)

Notes to the Financial Statements

## NOTE 1 – NATURE OF OPERATIONS

### DESCRIPTION OF BUSINESS AND HISTORY

**GOING CONCERN** - These financial statements have been prepared on a going concern basis, which implies Golden Fork Corporation will continue to meet its obligations and continue its operations for the next fiscal year. Realization value may be substantially different from carrying values as shown and these financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should Golden Fork Corporation be unable to continue as a going concern. As at May 31, 2010 Golden Fork Corporation has a working capital deficiency, has not generated revenues and has accumulated losses of \$7,129 since inception. The continuation of Golden Fork Corporation as a going concern is dependent upon the continued financial support from its shareholders, the ability of Golden Fork Corporation to obtain necessary equity financing to continue operations, and the attainment of profitable operations. These factors raise substantial doubt regarding the Golden Fork Corporation' ability to continue as a going concern.

## NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**BASIS OF PRESENTATION** -These financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States, and are expressed in U.S. dollars. The Company's fiscal year-end is May 31.

**USE OF ESTIMATES** - The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of net revenue and expenses in the reporting period. We regularly evaluate our estimates and assumptions related to the useful life and recoverability of long-lived assets, stock-based compensation and deferred income tax asset valuation allowances. We base our estimates and assumptions on current facts, historical experience and various other factors that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by us may differ materially and adversely from our estimates. To the extent there are material differences between our estimates and the actual results, our future results of operations will be affected.

**CASH AND CASH EQUIVALENTS** - The Company considers all highly liquid instruments with original maturities of three months or less when acquired, to be cash equivalents. We had no cash equivalents at May 31, 2010.

**DEVELOPMENT STAGE ENTITY** – The Company complies with FASB guidelines for its description as a development stage company.

**INCOME TAXES** - The Company accounts for income taxes under the provisions issued by the FASB which requires recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the consolidated financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The Company computes tax asset benefits for net operating losses carried forward. The potential benefit of net operating losses has not been recognized in these financial statements because the Company cannot be assured it is more likely than not it will utilize the net operating losses carried forward in future years.

Golden Fork Corporation

(A Development Stage Company)

Notes to the Financial Statements

**LOSS PER COMMON SHARE** - The Company reports net loss per share in accordance with provisions of the FASB. The provisions require dual presentation of basic and diluted loss per share. Basic net loss per share excludes the impact of common stock equivalents. Diluted net loss per share utilizes the average market price per share when applying the treasury stock method in determining common stock equivalents. As of May 31, 2010, there were no common stock equivalents outstanding.

**FAIR VALUE OF FINANCIAL INSTRUMENTS** - Pursuant to ASC No. 820, "Fair Value Measurements and Disclosures", the Company is required to estimate the fair value of all financial instruments included on its balance sheet as of May 31, 2010. The Company's financial instruments consist of cash. The Company considers the carrying value of such amounts in the financial statements to approximate their fair value due to the short-term nature of these financial instruments.

**RECENTLY ADOPTED ACCOUNTING PRONOUNCEMENTS** - Effective June 30, 2009, the Company adopted a new accounting standard issued by the FASB related to the disclosure requirements of the fair value of the financial instruments. This standard expands the disclosure requirements of fair value (including the methods and significant assumptions used to estimate fair value) of certain financial instruments to interim period financial statements that were previously only required to be disclosed in financial statements for annual periods. In accordance with this standard, the disclosure requirements have been applied on a prospective basis and did not have a material impact on the Company's financial statements.

On September 30, 2009, the Company adopted changes issued by the Financial Accounting Standards Board (FASB) to the authoritative hierarchy of GAAP. These changes establish the FASB Accounting Standards Codification (Codification) as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with GAAP. Rules and interpretive releases of the Securities and Exchange Commission (SEC) under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. The FASB will no longer issue new standards in the form of Statements, FASB Staff Positions, or Emerging Issues Task Force Abstracts; instead the FASB will issue Accounting Standards Updates. Accounting Standards Updates will not be authoritative in their own right as they will only serve to update the Codification. These changes and the Codification itself do not change GAAP. Other than the manner in which new accounting guidance is referenced, the adoption of these changes had no impact on the Financial Statements.

**RECENTLY ISSUED ACCOUNTING STANDARDS** - In January 2010, the FASB issued Accounting Standards Update 2010-02, Consolidation (Topic 810): Accounting and Reporting for Decreases in Ownership of a Subsidiary. This amendment to Topic 810 clarifies, but does not change, the scope of current US GAAP. It clarifies the decrease in ownership provisions of Subtopic 810-10 and removes the potential conflict between guidance in that Subtopic and asset derecognition and gain or loss recognition guidance that may exist in other US GAAP. An entity will be required to follow the amended guidance beginning in the period that it first adopts FAS 160 (now included in Subtopic 810-10). For those entities that have already adopted FAS 160, the amendments are effective at the beginning of the first interim or annual reporting period ending on or after December 15, 2009. The amendments should be applied retrospectively to the first period that an entity adopted FAS 160. The Company does not expect the provisions of ASU 2010-02 to have a material effect on the financial position, results of operations or cash flows of the Company.

In January 2010, the FASB issued Accounting Standards Update 2010-01, Equity (Topic 505): Accounting for Distributions to Shareholders with Components of Stock and Cash (A Consensus of the FASB



Golden Fork Corporation

(A Development Stage Company)

Notes to the Financial Statements

Emerging Issues Task Force). This amendment to Topic 505 clarifies the stock portion of a distribution to shareholders that allows them to elect to receive cash or stock with a limit on the amount of cash that will be distributed is not a stock dividend for purposes of applying Topics 505 and 260. Effective for interim

and annual periods ending on or after December 15, 2009, and would be applied on a retrospective basis. The Company does not expect the provisions of ASU 2010-01 to have a material effect on the financial position, results of operations or cash flows of the Company.

In December 2009, the FASB issued Accounting Standards Update 2009-17, Consolidations (Topic 810): Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities. This Accounting Standards Update amends the FASB Accounting Standards Codification for Statement 167. The Company does not expect the provisions of ASU 2009-17 to have a material effect on the financial position, results of operations or cash flows of the Company.

In December 2009, the FASB issued Accounting Standards Update 2009-16, Transfers and Servicing (Topic 860): Accounting for Transfers of Financial Assets. This Accounting Standards Update amends the FASB Accounting Standards Codification for Statement 166. The Company does not expect the provisions of ASU 2009-16 to have a material effect on the financial position, results of operations or cash flows of the Company.

In October 2009, the FASB issued Accounting Standards Update 2009-15, Accounting for Own-Share Lending Arrangements in Contemplation of Convertible Debt Issuance or Other Financing. This Accounting Standards Update amends the FASB Accounting Standard Codification for EITF 09-1. The Company does not expect the provisions of ASU 2009-15 to have a material effect on the financial position, results of operations or cash flows of the Company.

#### NOTE 3 -INCOME TAXES

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. The company does not have any uncertain tax positions.

The Company currently has net operating loss carryforwards aggregating \$7,129, which expire through 2030. The deferred tax asset related to the carryforwards has been fully reserved.

The Company has deferred income tax assets, which have been fully reserved, as follows as of May 31, 2010:

2010	Deferred tax assets	\$ 2,424	Valuation allowance for deferred tax assets	(2,424)	Net deferred tax
assets		\$ -			

Golden Fork Corporation

(A Development Stage Company)

Notes to the Financial Statements

#### NOTE 4 – FAIR VALUE ACCOUNTING

##### Fair Value Measurements

On January 1, 2008, the Company adopted ASC No. 820-10 (ASC 820-10), Fair Value Measurements. ASC 820-10 relates to financial assets and financial liabilities.

ASC 820-10 defines fair value, establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (GAAP), and expands disclosures about fair value measurements. The provisions of this standard apply to other accounting pronouncements that require or permit fair value measurements and are to be applied prospectively with limited exceptions.

ASC 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 at the measurement date. This standard is now the single source in GAAP for the definition of fair value, except for the fair value of leased property as defined in SFAS 13. ASC 820-10 establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions, about market participant assumptions, that are developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC 820-10 are described below:

- Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

- Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are

observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

- Level 3 Inputs that are both significant to the fair value measurement and unobservable. These inputs rely on management's own assumptions about the assumptions that market participants would use in pricing the asset or liability. (The unobservable inputs are developed based on the best information available in the circumstances and may include the Company's own data.)

The following presents the Company's fair value hierarchy for those assets and liabilities measured at fair value on a non-recurring basis as of May 31 2010:

Level 1: None

Level 2: None

Level 3: None

Total Gain (Losses): None

Golden Fork Corporation

(A Development Stage Company)

Notes to the Financial Statements

#### NOTE 5 - RELATED PARTY TRANSACTIONS

During the year ended May 31, 2010 the Company recognized a total of \$3,000 for rent and services from directors for rent at \$250 per month and at \$250 per month for consulting services provided by the President and Director of the Company. These transactions are recorded at the exchange amount which is the amount agreed to by the transacting parties.

A director has advanced funds to us for our legal, audit, filing fees, general office administration and cash needs. As of May 31, 2010, the director has advanced a total of \$1,129.

#### NOTE 6 - COMMON STOCK

As of May 31, 2010 the Golden Fork Corporation has issued 2,000,000 common shares as founders shares.

## **PART II. INFORMATION NOT REQUIRED IN PROSPECTUS**

### **OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION**

The following table sets forth estimated expenses expected to be incurred in connection with the issuance and distribution of the securities being registered. The Company will pay all expenses in connection with this offering.

SECURITIES AND EXCHANGE COMMISSION Registration Fee	\$ 3.93	Printing Expenses	\$ 100
Accounting Fees and Expenses	\$ 4,200	Legal Fees and Expenses	\$ 3,500
Transfer Agent Fees	\$ 1,600	Blue Sky Fees/Expenses	\$ 500
TOTAL	\$ 9,996.07		

### **RECENT SALES OF UNREGISTERED SECURITIES**

During the past three years, the registrant has sold the following securities which were not registered under the Securities Act of 1933, as amended.

Name and Address	Date	Shares	Consideration
Alida Heyer Founders Shares	December 22, 2009	2,000,000	

8 Hermitage Way, Meadowridge

Constantia, 7806 Western Cape, RSA

Tel. 01127820605069

We issued the foregoing restricted shares of common stock to Ms. Heyer pursuant to Regulation S of the General Rules and Regulations as promulgated under the Securities Act of 1933. The sale of our shares to Ms. Heyer took place outside the United States of America and Ms. Heyer is a non-US person as that term is defined in Regulation S. Further, no commissions were paid to anyone in connection with the sale of our shares and no general solicitation was made.

**EXHIBITS**

The following Exhibits are filed as part of this Registration Statement:

Exhibit No.	Document Description
3.1	Articles of Incorporation.
3.2	Bylaws
5.1	Opinion of JPF Securities Law, LLC
23.1	Consent of M&K CPAS, PLLC, Certified Public Accountants
99.1	Subscription Agreement

## UNDERTAKINGS

A. The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) Intentionally omitted.



(5) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) Intentionally omitted.

(ii) If the registrant is subject to Rule 430C, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(6) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities:

The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424.

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

B. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

## **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Western Cape, RSA, on March 24, 2011

GOLDEN FORK CORPORATION “Alida Heyer” BY: /s/ Alida Heyer

President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

/s/ Alida Heyer

Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer, and Director

March 24, 2011

Exhibit Index

3.1 Articles of Incorporation. 3.2 Bylaws 5.1 Opinion of JPF Securities Law, LLC 23.1 Consent of M&K CPAS, PLLC, Certified Public Accountants 99.1 Subscription Agreement