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Headnote

Issuer deemed to cease to be a reporting issuer – Issuer's securities are publicly traded, but not on any market in Canada – Canadian shareholders hold less than 10% of the issued and outstanding shares and will continue to receive foreign jurisdiction continuous disclosure documents

Exemption Order

Caring Products International, Inc.

Section 88 of the *Securities Act*, R.S.B.C. 1996, c. 418

Background

- ¶ 1 Caring Products applied for an order under section 88 of the Act to be deemed to have ceased to be a reporting issuer.

Representations

- ¶ 2 Caring Products represents that:
1. it was incorporated under the laws of the State of Delaware, is subject to the reporting requirements of the *Securities Exchange Act of 1934* of the United States (the 1934 Act) and is not in default of any requirements of the 1934 Act;
 2. it is a reporting issuer under the Act, is in default of the requirements to file financial statements and other continuous disclosure documents, and is the subject of a cease trade order issued by the Executive Director on October 12, 1999;
 3. its authorized capital consists of 100,000,000 common shares with a par value of \$0.001 per share, of which 25,120,719 common shares are issued and outstanding;
 4. it has no other securities, including debt securities, outstanding;
 5. its common shares were voluntarily delisted from the Vancouver Stock Exchange in January 1998 and now trade only on the NASD OTC Bulletin Board in the United States;
 6. there is no market for its common shares in Canada;

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7. it does not intend to list its securities on any exchange or market in Canada;
8. as of June 20, 2002, 123,315 of its common shares, representing 0.49% of the total outstanding, are held by 39 Canadian resident shareholders, 26 of whom have addresses in British Columbia;
9. its management, assets and business are located in the United States;
10. all of its shareholders resident in Canada, whether registered or unregistered, will continue to be provided with the same continuous disclosure documents that are provided to its shareholders resident in the United States, including audited financial statements; and
11. it does not intend to seek public financing by way of an offering of its securities in Canada.

Order

¶ 3 Because it is not prejudicial to the public interest, the Executive Director orders, under section 88 of the Act, that Caring Products is deemed to cease to be a reporting issuer.

¶ 4 June 17, 2002

Derek E. Patterson
Acting Director