

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **March 31, 2006**

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from _____ to _____

333-62786

(Commission file number)

CANADIAN ROCKPORT HOMES INTERNATIONAL, INC.

(Exact name of small business issuer as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

98-0354610

(IRS Employer
Identification No.)

2317 Wall Street

Vancouver, BC Canada V5L 1B8

(Address of principal executive offices)

(604) 669-1081

(Issuer's telephone number)

700 W. Pender Street, Suite 507

Vancouver, BC Canada V6C 1G8

(Former name, former address and former fiscal year, if changed since last report)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS

The number of shares outstanding of each of the issuer's classes of common equity. As of May 19, 2006 there were 16,741,148 shares of Common Stock issued and outstanding.



CANADIAN ROCKPORT HOMES INTERNATIONAL, INC.
(A Development Stage Company)
CONSOLIDATED BALANCE SHEETS

	<u>December 31,</u> <u>2005</u>	<u>March 31,</u> <u>2006</u> (Unaudited)
Assets		
Current Assets		
Cash and cash equivalents	\$ 81,390	\$ 1,074,507
Receivable - other	-	1,352
Prepaid expenses	566	495
Deposits	-	3,039
Total current assets	<u>81,956</u>	<u>1,079,393</u>
Property and Equipment		
Land	945,628	918,093
Trucks	32,164	51,038
Furniture & equipment	535,563	540,666
Property held under capital leases	13,433	13,415
Leasehold improvements	1,744	1,742
	<u>1,528,532</u>	<u>1,524,954</u>
Less accumulated depreciation	<u>(267,011)</u>	<u>(278,616)</u>
	1,261,521	1,246,338
Construction in progress	<u>1,882,221</u>	<u>2,064,029</u>
Total property and equipment - net	<u>3,143,742</u>	<u>3,310,367</u>
Other Assets		
Intangible assets subject to amortization		
Patents	<u>8,455</u>	<u>8,285</u>
Total other assets	<u>8,455</u>	<u>8,285</u>
Total assets	<u>\$ 3,234,153</u>	<u>\$ 4,398,045</u>

The accompanying notes are an integral part of the consolidated financial statements.

CANADIAN ROCKPORT HOMES INTERNATIONAL, INC.
(A Development Stage Company)
CONSOLIDATED BALANCE SHEETS

	<u>December 31,</u> <u>2005</u>	<u>March 31,</u> <u>2006</u> <u>(Unaudited)</u>
Liabilities and Stockholders' Equity		
Current Liabilities		
Legal fees payable	\$ 178,597	\$ 169,781
Trade payables	64,412	42,801
Accrued compensation	981,014	1,046,623
Payroll taxes payable	25,256	25,438
Loans payable - officer	149,760	118,180
Notes payable - shareholders	193,302	196,672
Loans payable - other	15,612	15,612
Current maturities of obligations under capital leases	2,976	2,891
Total current liabilities	<u>1,610,929</u>	<u>1,617,998</u>
Long-Term Note Payable - Shareholder	537,464	546,928
Obligations Under Capital Lease	<u>2,097</u>	<u>1,309</u>
Total liabilities	<u>2,150,490</u>	<u>2,166,235</u>
Stockholders' Equity		
Common Stock, \$.001 par value ; authorized 100,000,000 shares; issued and outstanding 16,293,195 shares as of December 31, 2005 and 16,659,965 shares as of March 31, 2006	16,293	16,660
Additional paid-in capital	12,467,092	14,344,514
Deficit accumulated during the development stage	(11,572,892)	(12,188,025)
Other comprehensive income	<u>173,170</u>	<u>58,661</u>
Total stockholders' equity	<u>1,083,663</u>	<u>2,231,810</u>
Total liabilities and stockholders' equity	<u>\$ 3,234,153</u>	<u>\$ 4,398,045</u>

The accompanying notes are an integral part of the consolidated financial statements.

CANADIAN ROCKPORT HOMES INTERNATIONAL, INC.
(A Development Stage Company)
CONSOLIDATED STATEMENTS OF OPERATIONS AND ACCUMULATED DEFICIT

	For the Three Months Ended March 31,		From Inception (March 27, 1997) Through March 31, 2006
	<u>2005</u>	<u>2006</u>	<u>(Unaudited)</u>
	<u>(Unaudited)</u>	<u>(Unaudited)</u>	<u>(Unaudited)</u>
Income	\$ -	\$ -	\$ -
Operating Expenses			
General and administrative expenses	(313,165)	(403,377)	(7,195,888)
Compensation and consulting expense incurred on option grants	(190,071)	(190,071)	(4,720,418)
Gain (loss) on disposition of assets	-	56	(356,668)

Loss on impairment of goodwill	-	-	(30,000)
Loss from operations	(503,236)	(593,392)	(12,302,974)
Other Income (Expenses)			
Gain (loss) on lease extinguishment	283,985	-	283,985
Interest income	87	471	5,292
Interest expense	(20,832)	(22,212)	(174,328)
Total other income (expenses)	263,240	(21,741)	114,949
Net Loss Before Income Taxes	(239,996)	(615,133)	(12,188,025)
Income Taxes	-	-	-
Net Loss	<u>\$ (239,996)</u>	<u>\$ (615,133)</u>	<u>\$ (12,188,025)</u>
Basic and Diluted Loss Per Share	<u>\$ (0.02)</u>	<u>\$ (0.04)</u>	
Weighted Average Common Shares Outstanding	<u>15,969,267</u>	<u>16,473,691</u>	

The accompanying notes are an integral part of the consolidated financial statements.

CANADIAN ROCKPORT HOMES INTERNATIONAL, INC.
(A Development Stage Company)
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Three Months Ended March 31,		From Inception March 27, 1997 Through March 31, 2006
	2005 (Unaudited)	2006 (Unaudited)	(Unaudited)
Cash Flows from Operating Activities			
Net loss	\$ (239,996)	\$ (615,133)	\$ (12,188,025)
Adjustments to reconcile net loss to net cash used in operating activities:			
Issuance of common stock for services	-	-	22,375
Issuance of common stock in Company's organization	-	-	1,000
Compensation recognized on stock option grants	190,071	190,071	4,720,418
(Gain) loss on disposition of assets	-	(56)	357,056
(Gain) loss on lease extinguishment	(283,985)	-	(283,985)
Loss on impairment of goodwill	-	-	30,000
Depreciation and amortization	12,973	13,174	254,027
(Increase) decrease in assets			
(Increase) decrease in prepaid expenses	898	69	(363)
(Increase) in other assets	(3,159)	(3,413)	(3,251)
Increase (decrease) in liabilities			
Increase (decrease) in trade and other payables	813	(29,883)	447,862
Increase in accrued compensation	86,167	65,685	1,046,699
Increase in notes payable	13,827	14,039	148,204
Net cash used in operating activities	<u>(222,391)</u>	<u>(365,447)</u>	<u>(5,447,983)</u>
Cash Flows from Investing Activities			
Net proceeds on sale of timber and truss plant	-	-	211,639
Net proceeds on disposition of equipment	-	2,496	3,277
Acquisition of equipment and other property	(307,429)	(257,200)	(2,814,223)

Net cash used in investing activities	(307,429)	(254,704)	(2,599,307)
Cash Flows from Financing Activities			
Gross proceeds from private offerings	616,748	1,693,753	8,816,400
Costs incurred in stock offerings	(9,142)	(6,035)	(414,881)
Proceeds from related party loans	24,895	-	813,607
Proceeds from other loans	-	-	194,668
Repayments on related party loans	(4,862)	(32,361)	(216,139)
Principal reduction on obligations under capital leases	(776)	(847)	(8,500)
Purchase of treasury stock	-	-	(35,000)
Net cash provided by financing activities	626,863	1,654,510	9,150,155
Effect of exchange rates on cash	4,474	(41,242)	(28,358)
Net increase (decrease) in cash and cash equivalents	101,517	993,117	1,074,507
Beginning balance - cash and cash equivalents	31,358	81,390	-
Ending balance - cash and cash equivalents	\$ 132,875	\$ 1,074,507	\$ 1,074,507

The accompanying notes are an integral part of the consolidated financial statements.

CANADIAN ROCKPORT HOMES INTERNATIONAL, INC.
(A Development Stage Company)
CONSOLIDATED STATEMENTS OF CASH FLOWS

Supplemental Information:

Non-Cash Investing and Financing Activities:

During the first quarter of 2005, the Company issued 3,460 shares of its common stock for services rendered in connection with its private offerings. The services were valued at \$17,300, the estimated value of the shares issued.

During the first quarter of 2006, the Company issued 26,570 shares of its common stock for services rendered in connection with its private offerings. The services were valued at \$132,850, the estimated value of the shares issued.

Cash Paid For:

	For the Three Months Ended		From Inception (March 27, 1997) Through March 31, 2006
	March 31, 2005	March 31, 2006	
	(Unaudited)	(Unaudited)	(Unaudited)
Interest Expense	\$ 5,869	\$ 8,324	\$ 30,942
Income Taxes	\$ -	\$ -	\$ -

The accompanying notes are an integral part of the consolidated financial statements.

Note 1 – Summary of Significant Accounting Policies

Basis of Presentation

The Company's consolidated financial statements are prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America and have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities in the normal course of business. However, the Company has not generated any income and continues to have recurring operating losses. This matter raises substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Realization of a major portion of the assets in the accompanying consolidated balance sheet is dependent upon the Company's ability to meet its financing requirements, and the success of its future operations. Management continues to raise funds through private offerings and has made a purchase of land on which it plans to construct modular homes for the retail market. Management believes that these sources of funds and current liquid assets will allow the Company to continue as a going concern. However, no assurances can be made that current or anticipated sources of funds will enable the Company to finance future periods' operations.

In the opinion of the Company's management, the accompanying unaudited consolidated financial statements contain all adjustments (consisting of normal recurring accruals) necessary to present fairly the financial position of the Company as of March 31, 2006 and the results of its operations and cash flows for the three-months ended March 31, 2006 and 2005. The operating results of the Company on a quarterly basis may not be indicative of operating results for the full year. Reference should be made to Canadian Rockport Homes International, Inc.'s (the "Company") Form 10-K for the year ended December 31, 2005, for additional disclosures including a summary of the Company's accounting policies, which have not significantly changed.

Business Activities and Related Risks

Canadian Rockport Homes International, Inc was incorporated in Delaware on January 10, 1996 under the name, Lenz Products, Inc. The Company changed its name to Canadian Rockport Homes International, Inc. in early 2001.

The Company is in the development stage as defined in FASB Statement 7 and currently has plans to manufacture and erect low cost concrete modular buildings. The Company has not paid any dividends and any dividends which may be paid in the future will depend on the financial requirements of the Company and other relevant factors.

In February 2001, the Company acquired all of the outstanding shares of Canadian Rockport Homes, Ltd., ("CRH"), a company incorporated in the Province of British Columbia on March 26, 1997, in exchange for issuing 11,300,000 shares of its common stock. For financial reporting purposes, the acquisition was treated as a reverse acquisition whereby CRH's operations continue to be reported as if it had actually been the acquirer. Assets and liabilities continue to be reported at the acquiree's historical cost because before the reverse acquisition, the Company had nominal assets, liabilities and operations.

The Company also formed a subsidiary in 2001 in Chile under the name Rockport Homes Chile Limitada ("RHCL"). The Company and CRH are the sole shareholders of this Chilean company.

In 2002, the Company acquired certain assets of 598546 BC Ltd., which included 100% of the outstanding shares of Canadian Rockport Trading Limitada, a Chilean corporation, formerly Maderas Doradas Canadienses, S.A. ("RT"). At the time of its acquisition, RT had no operations. During the year, the Company sold all of the assets of RT except for the acquired building and land on which the Company is building its Chilean plant and offices.

For ease in administration and to reduce costs, the Company in 2003 decided to dissolve RHCL and operate its Chilean operations solely through RT, which currently owns significantly all of the Company's Chilean assets. The dissolution of RHCL was finalized on January 15, 2005 (see Note 7).

On March 24, 2004 the Company formed CRH of Nevada, Inc., a Nevada corporation ("CRHN"). CRHN was formed for the purpose of undergoing a migratory merger by which the Company would move from the State of Delaware to the State of Nevada. As a result of the merger, CRHN would assume all of the assets and liabilities of the Company and be renamed as "Canadian Rockport Homes International, Inc." The purpose of the merger is to take advantage of

Nevada state tax treatment for the Company which Management believes is more favorable to the Company than Delaware state tax treatment. It is not anticipated that there will be any other material difference due to the migratory merger. The Company anticipates that the migratory merger will be completed in 2006.

Certain bank accounts of the company are not insured.

Principles of Consolidation

The accompanying financial statements include the accounts and transactions of Canadian Rockport Homes International, Inc. and its wholly owned subsidiaries, Canadian Rockport Homes Ltd., and Canadian Rockport Trading Limitada. Intercompany transactions and balances have been eliminated in consolidation.

Foreign Currency Translations

For foreign operations whose functional currency is the local foreign currency, balance sheet accounts are translated at exchange rates in effect at the end of the year and income statement accounts are translated at average exchange rates for the year. Translation gains and losses are included as a separate component of stockholders' equity.

Property and Equipment

The cost of property and equipment is depreciated over the estimated useful lives of the related assets that range from 3 to 7 years. Depreciation is computed on the straight-line method for financial reporting purposes and for income tax reporting purposes. Depreciation expense for the three-months ended March 31, 2005 and 2006 was \$12,804 and \$13,005, respectively.

Intangible Assets

Patents are being amortized over their respective remaining lives of 18 years. Amortization expense for the three-months ended March 31, 2005 and 2006 was \$169 and \$169, respectively.

Intangible assets consist of the following:

	March 31, 2006			Weighted Average Life (Years)
	Gross Intangible Assets	Accumulated Amortization	Net Intangible Assets	
Patents	\$ 11,625	\$ 3,340	\$ 8,285	18

	March 31, 2005			Weighted Average Life (Years)
	Gross Intangible Assets	Accumulated Amortization	Net Intangible Assets	
Patents	\$ 11,601	\$ 2,657	\$ 8,944	18

Estimated amortization expense for each of the next five years ended March 31, is as follows:

2007	\$	676
2008		676
2009		676
2010		676
2011		676
Total	\$	<u>3,380</u>

Net Loss Per Share

The Company adopted Statement of Financial Accounting Standards No. 128 that requires the reporting of both basic and diluted earnings (loss) per share. Basic earnings (loss) per share is computed by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings (loss) per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. In accordance with SFAS 128, any anti-dilutive effects on net earnings (loss) per share are excluded. If such

shares were included in diluted EPS, they would have resulted in weighted-average common shares of 19,135,530 and 20,136,757 for the three-months ended March 31, 2005 and 2006, respectively. Such amounts include shares potentially issuable under outstanding options and warrants.

Issuances Involving Non-cash Consideration

All issuances of the Company's stock for non-cash consideration have been assigned a dollar amount equaling either the market value of the shares issued or the value of consideration received, whichever is more readily determinable. The majority of the non-cash consideration received pertains to services rendered by consultants and others.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers cash and cash equivalents to include all stable, highly liquid investments with maturities of three months or less.

Use of Estimates

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

Income Taxes

Provisions for income taxes are based on taxes payable or refundable for the current year and deferred taxes on temporary differences between the amount of taxable income and pretax financial income and between the tax bases of assets and liabilities and their reported amounts in the financial statements. Deferred tax assets and liabilities are included in the financial statements at currently enacted income tax rates applicable to the period in which the deferred tax assets and liabilities are expected to be realized or settled as prescribed in FASB Statement No. 109, "Accounting for Income Taxes." As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes.

Fair Value of Financial Instruments

Pursuant to SFAS No. 107, "Disclosures About Fair Value of Financial Instruments", the Company is required to estimate the fair value of all financial instruments included on its balance sheet as of March 31, 2006. The Company considers the carrying value of such amounts in the financial statements to approximate their fair value.

Note 2 – Recent Accounting Pronouncements

The FASB recently issued the following statements:

In February 2006, the FASB issued Statement No. 155, *Accounting for Certain Hybrid Financial Instruments*—an amendment of FASB Statements No. 133 and 140. This Statement amends FASB Statements No. 133, *Accounting for Derivative Instruments and Hedging Activities*, and No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities*. This Statement resolves issues addressed in Statement 133 Implementation Issue No. D1, "Application of Statement 133 to Beneficial Interests in Securitized Financial Assets." This Statement (a) permits fair value re-measurement for any hybrid financial instrument that contains an embedded derivative that otherwise would require bifurcation, (b) clarifies which interest-only strips and principal-only strips are not subject to the requirements of Statement 133, (c) establishes a requirement to evaluate interests in securitized financial assets to identify interests that are freestanding derivatives or that are hybrid financial instruments that contain an embedded derivative requiring bifurcation, (d) clarifies that concentrations of credit risk in the form of subordination are not embedded derivatives, and (e) amends Statement 140 to eliminate the prohibition on a qualifying special-purpose entity from holding a derivative financial instrument that pertains to a beneficial interest other than another derivative financial instrument. This Statement is effective for all financial instruments acquired or issued after the beginning of an entity's first fiscal year that begins after September 15, 2006. Earlier adoption is permitted as of the beginning of an entity's fiscal year, provided the entity has not yet issued financial statements, including financial statements for any interim period for that fiscal year. Provisions of this Statement may be applied to instruments that an entity holds at the date of adoption on an instrument-by-instrument basis.

In May 2005, the FASB issued FASB Statement 154, *Accounting Changes and Error Corrections*. This Statement replaces APB Opinion No. 20, *Accounting Changes*, and FASB Statement No. 3, *Reporting Accounting Changes in Interim Financial Statements*, and changes the requirements for the accounting for and reporting of a change in accounting principle. Opinion 20

previously required that most voluntary changes in accounting principle be recognized by including in net income of the period of the change the cumulative effect of changing to the new accounting principle. This Statement requires retrospective application to prior periods' financial statements of changes in accounting principle, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. The provisions in Statement 154 are effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. The Company plans on adopting this statement on January 1, 2006, and does not believe that it will have a significant impact on its operations.

In March 2005, the FASB issued FASB Interpretation No. 47, *Accounting for Conditional Asset Retirement Obligations* (FIN 47). This Interpretation clarifies that the term *conditional asset retirement obligation* as used in FASB Statement No. 143, *Accounting for Asset Retirement Obligations*, refers to a legal obligation to perform an asset retirement activity in which the timing and (or) method of settlement are conditional on a future event that may or may not be within the control of the entity. The obligation to perform the asset retirement activity is unconditional even though uncertainty exists about the timing and (or) method of settlement. Thus, the timing and (or) method of settlement may be conditional on a future event. Accordingly, an entity is required to recognize a liability for the fair value of a conditional asset retirement obligation if the fair value of the liability can be reasonably estimated. The fair value of a liability for the conditional asset retirement obligation should be recognized when incurred—generally upon acquisition, construction, or development and (or) through the normal operation of the asset. Uncertainty about the timing and (or) method of settlement of a conditional asset retirement obligation should be factored into the measurement of the liability when sufficient information exists. Statement 143 acknowledges that in some cases, sufficient information may not be available to reasonably estimate the fair value of an asset retirement obligation. This Interpretation also clarifies when an entity would have sufficient information to reasonably estimate the fair value of an asset retirement obligation. FIN 47 is effective no later than the end of fiscal years ending after December 15, 2005. Retrospective application for interim financial information is permitted but is not required. The Company has evaluated the impact of the adoption of FIN 47, and does not believe the impact will be significant to the Company's overall results of operations or financial position.

Note 3 – Construction In-Progress

During the three-months ended March 31, 2006, the Company incurred costs totaling \$181,808 for the construction of its Chilean plant and certain display homes. Construction costs associated with the building of the Chilean plant and display homes include salaries and related benefits of those employees involved in the actual construction. Construction in-progress consists of the following:

Construction in-progress at December 31, 2005	\$	1,882,221
Direct costs of constructing the Chilean plant		25,262
Allocated salaries and related benefits of employees involved in plant construction		138,372
Capitalized work-in-process costs of constructing display homes		54,448
Effect of exchange rates on asset balance		(36,274)
Net increase in construction in-progress account		<u>181,808</u>
Construction in-progress at March 31, 2006	\$	<u><u>2,064,029</u></u>

Note 4 - Accrued Compensation

The Company has entered into employment, consulting, and other related contracts with its management and personnel. Under the terms of these various agreements, the Company is obligated to pay approximately \$181,000 in compensation for the three-months ended March 31, 2006. Due to the Company's current cash flow requirements, the compensation on these agreements that was actually paid totaled approximately \$116,000 for the three-months ended March 31, 2006. The difference of approximately \$65,000 was accrued and will be paid when the Company has sufficient funds available. The terms of the contracts are for two years. Total compensation accrued as of March 31, 2006 under these contracts amounted to \$1,046,623.

Note 5 - Issuances of Common Stock

During the three-months ended March 31, 2006, the Company issued 340,200 shares of its common stock through a private offering in exchange for \$1,693,753. In addition, during the three-month period, the Company issued 26,570 shares for consulting services in connection with the private offering valued at \$132,850. The \$132,850 was charged to equity against the related proceeds received.

In connection with the above private offerings during the three-months ended March 31, 2006, the Company issued warrants to purchase 366,770 shares of the Company's common stock at a price of \$7.00 per share. The warrants expire two years after the

first date the Company's stock is publicly traded. At March 31, 2006, there were cumulative warrants outstanding to purchase 1,499,341 shares of the Company's common stock at a price of \$7.00 per share.

Note 6 - Payable to Related Parties

In April 2002, two shareholders advanced \$65,657 to the Company evidenced by two promissory notes that are assessed interest at an annual rate of 10%. The notes are due on the earlier of June 5, 2006 or upon the Company's receipt of proceeds from its next private offering. Under the terms of the notes, the Company issued 5,000 shares of its common stock to each lender at the time of repayment. The Company is imputing interest on the shares to be issued at a price of \$5.00 per share. The imputed interest was charged to operations ratably over a one-year period, which Management believed to be the length of time that the loans will be outstanding. The balance of this obligation on March 31, 2006 was \$144,769. Interest charged to operations for the three-months ended March 31, 2005 and 2006 was \$1,410 and \$1,782, respectively.

In December 2005, the above two shareholders advanced a total of \$50,000 to the Company, with interest at an annual rate of 14%. These loans are to be repaid upon the receipt of proceeds from the Company's next private offering, which is anticipated to occur in 2006. The balance of this obligation on March 31, 2006 was \$51,903. Interest charged to operations for the three-months ended March 31, 2005 and 2006 was \$0 and \$1,750, respectively.

The Company's President has advanced funds to the Company. The advances commencing on January 1, 2005 are assessed interest at a rate of 2% per month. The advances are unsecured and are due on demand. The total balance due the President by the Company at March 31, 2006 was \$118,180. Interest charged to operations for the three-months ended March 31, 2005 and 2006 was \$5,517 and \$7,864, respectively. On April 5, 2006, the Company repaid this loan in full, including all accrued interest.

In connection with the purchase of the land to be utilized in the Valle Grande Housing Project, the Company borrowed \$515,000 from a shareholder. Interest is assessed at 7% per annum. The principal loan balance of \$546,928 includes \$31,928 of accrued interest and is scheduled to be repaid in June 2007. Interest charged to operations for the three-months ended March 31, 2005 and 2006 was \$0 and \$9,461, respectively.

Under the terms of the above loan, the shareholder received (a) an approximate 36.7857% interest in a General Security Agreement that encompasses the Company's plant located in Lampa, Chile, (b) the Chilean land, (c) three module display homes located on the land (once built), and (d) building material used in the building of the houses on the subject land. In order for the Company to sell individual lots to homebuyers free of any encumbrances, the shareholder has agreed to release his security interest in phases of 40 lot increments. In consideration for the loan, the Company has agreed to pay the shareholder interest on the loan assessed at 7% per annum plus a profit sharing interest equal to 36.7857% of \$3,277 per house on the first 229 houses that the Company sells, totaling approximately \$276,052. Profit sharing payments will be made in 11 installments; the first 10 in 20 house increments of approximately \$24,109, and then a final payment of approximately \$34,962. The shareholder has a right to receive his profit sharing payments in cash or in shares of the Company's common stock at a conversion price of \$5 per share.

Note 7 – Leases and Other Commitments

Leases

The Company is a lessee of computer equipment under three capital leases expiring through August 28, 2007. The equipment and respective liabilities under these leases have been recorded at the fair value of the equipment and are being amortized over the estimated five-year useful life of the equipment. Amortization of equipment under the capital leases is included in depreciation expense for the three-months ended March 31, 2006.

Following is a summary of the property held under the capital leases at March 31, 2006:

Computer equipment	\$	13,415
Less: accumulated depreciation		(9,752)
	\$	<u>3,663</u>

Minimum future lease payments under the capital lease over its remaining life are as follows for the years ended March 31:

2007	\$	3,816
2008		2,277
		<u>6,093</u>
Less imputed interest		<u>(1,893)</u>

Present value of net minimum lease payments	\$	4,200
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On March 7, 2001, the Company entered into an agreement for the lease of certain real property in Chile where the Company planned to build its plant. The lease was for twenty-four months commencing April 7, 2001. The monthly rent was \$31,297. At the maturity of the lease, the Company had the option to acquire the property for \$4,580,000. The Company paid \$95,151 in commission and legal fees pertaining to the lease that were capitalized were amortized over life of the lease.

The balance due on this lease as of December 31, 2004 amounted to \$283,985. The Company's RCHL subsidiary has not made any payments towards this obligation since April 2002 and was in default under the terms of the lease agreement. As discussed in Note 1 the dissolution of RCHL was finalized on January 15, 2005. Pursuant to guidance from legal counsel, it is management's belief that the related liabilities associated with this lease were extinguished in this dissolution. The total lease liability of \$283,985 was discharged in the dissolution of RCHL in January 2005, and the resulting gain is reflected as other income in the statement of operations for the quarter ended March 31, 2005.

In March 2006, the Company negotiated a settlement agreement with regards to its Vancouver BC office lease, which effectively changed the expiration date of the lease from December 31, 2006 to March 31, 2006.

Land Purchase Agreement

In connection with the land purchase as discussed in Note 6, the Company is obligated to pay for the infrastructure to the property. The Company paid for this infrastructure in April 2006 at a total cost of approximately \$584,000. The Company has the option to acquire additional land.

Note 8 - Contingencies

The Company is being sued for past due legal fees. The Company is disputing the amounts being charged and the lawsuit is ongoing. In addition, the Company is also being sued for alleged fees due a brokerage firm for duty paid in the transportation of Company assets into Chile. The Company disputes the claim and this lawsuit is also ongoing. Management has accrued in its liabilities what it believes to be a sufficient amount to pay the two claims upon their eventual resolution.

In issuing certificates evidencing the number of shares held by the respective shareholders, the Company's former transfer agent issued certificates for more shares than were actually outstanding. The Company did not catch this error and these certificates were mailed to the respective shareholders. The Company is in the process of retrieving and canceling the excess issued shares.

Note 9 – Subsequent Events

From April 1, 2006 through May 19, 2006 the Company received \$377,480 through the issuance of 75,496 shares of its common stock and issued an additional 5,687 shares to various consultants for services, which were valued at \$28,435.

On April 7, 2006, the Company granted certain employees options to acquire 290,000 shares of its common stock at \$5 per share. The options are exercisable eight months after the Company begins trading its shares publicly and must be exercised within two years once vested.

As discussed in Note 6, the total balance due the President by the Company at March 31, 2006 was \$118,180. On April 5, 2006, the Company repaid this loan in full, including all accrued interest.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Results of Operations for the Three-Months Ended March 31, 2006 and 2005

From the Company's inception, it has been in the development stage and has not commenced principal operations. During the three-month ended March 31, 2006, the Company is continuing the construction of its plant in Chile.

General and administration costs were \$403,377 and \$313,165, respectively, for the three-month periods ended March 31, 2006 and 2005.

Of the \$403,377 incurred during the first quarter of 2006, \$103,743 was incurred in the Company's Chilean operations. The remaining \$299,634 pertains to costs incurred in operating its Canadian offices and general administration.

The major expenses incurred in Chile during the first quarter of 2006 consisted of rent amounting to \$5,791, salaries and related expenses totaling \$56,227, depreciation of \$4,969, taxes and licenses of \$10,702, telephone of \$3,601, automobile expenses of \$5,118, office supplies of \$3,270, and utilities of \$2,335 and travel and related expenses of \$6,541.

Other general expenses incurred during the first quarter of 2006 for operating the Company's Canadian offices consisted of compensation and related costs of \$172,427 (of which \$65,685 has been accrued), professional fees of \$41,205, depreciation expense of \$8,037, rent of \$31,089, telephone of \$5,301, Delaware State franchise fees of \$7,828, and travel and related expenses of \$4,296.

Of the \$313,165 incurred during the first quarter of 2005, \$58,098 was incurred in the Company's Chilean operations. The remaining \$255,067 pertained to costs incurred in operating its Canadian offices and general administration.

The major expenses incurred in Chile during the first quarter of 2005 consisted of rent amounting to \$3,510, salaries and related expenses totaling \$19,465, professional fees of \$2,537, office expense of \$37,278, depreciation expense of \$2,570, telephone and utilities of \$3,169, licenses and permits of \$2,724, travel and related expenses of \$13,729, and bank fees of \$1,347.

Other general expenses incurred in operating the Company's Canadian offices during the first quarter of 2005 consist of compensation and related costs of \$147,635 (of which \$86,166 has been accrued), professional fees of \$37,278, depreciation expense of \$10,235, and rent of \$19,081, telephone of \$5,674, consulting expenses of \$9,979, and travel and related expenses of \$9,153.

Liquidity and Capital Resources

Cash and cash equivalents as of March 31, 2006 and 2005 were \$1,074,507 and \$132,875, respectively.

During the first quarter of 2006, the Company received a total of \$1,693,753 through the sale of 340,200 shares of the Company's common stock. During the same period, the Company paid \$365,447 in its operations, received \$2,496 from the disposal of equipment, purchased equipment for its Chilean plant of \$39,118, paid \$163,634 towards the construction of its Chilean plant, paid \$54,448 towards construction of display homes, paid \$6,035 in costs associated with its private offerings, made loan repayments to its President of \$32,361, and made principal payments on its equipment leases totaling \$847.

Construction costs associated with the building of the Chilean plant include salaries and related benefits of those employees involved in the actual construction.

During the first quarter of 2005, the Company received a total of \$616,748 through the sale of 123,345 shares of the Company's common stock. During the same period, the Company paid \$222,391 in its operations, purchased equipment for its Canadian offices totaling \$6,265, purchased equipment for its Chilean plant of \$148,269, paid \$152,895 towards the construction of its Chilean plant, paid \$9,142 in costs associated with its private offerings, received \$24,895 in loans from its President, made loan repayments to its President of \$4,862, and made principal payments on its equipment leases totaling \$776.

Critical Accounting Policies

The discussion and analysis of the Company's financial condition and results of operations are based upon its consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. In consultation with its Board of Directors, the Company has identified two accounting policies that it believes are key to an understanding of its financial statements. These are important accounting policies that require management's most difficult, subjective judgments.

The first critical accounting policy relates to the accounting for costs incurred in the construction of the Company's molds and related plant. All costs incurred in the construction of molds and plants are capitalized until completion. The molds will be depreciated over their respective lives. The costs incurred in the construction of the plant will be depreciated over the lesser of the useful life of the plant or the term of the lease of the building housing the respective assets (if applicable).

The second critical accounting policy relates to expense recognition. All expenses are recognized at the time the respective expense was incurred.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Canadian Rockport Homes International, Inc. may be subject to market risk in the form of interest rate risk and foreign currency risk. Canadian Rockport Homes International, Inc. is a development stage company with limited operations to date, and neither interest rate nor foreign currency has had a material impact on such operations.

The Company's exposure to interest rate changes primarily relates to long-term debt used to fund future property acquisitions. Management's objective is to limit any impact of interest rate changes and may include any borrowing to be negotiated at fixed rates. Although interest rate changes have had no material effect on operations to date,

management must continually evaluate such rates as manufacturing operations commence, corporate profitability is achieved, and expansion is being considered. The Company may also establish lines of credit through traditional banking venues to insure liquidity during future periods of growth, and may consider fixed or variable rate bank lines consistent with any fluctuation of interest rates at the time of such growth.

The Company's exposure to foreign currency exchange risk requires continuing management attention to the stability of the countries in which operations may be planned, as well as trade relations between the selected country(s) and Canada. Both trade relations and stability as pursuant to planned operations in Chile are currently favorable. Canadian Rockport Homes International, Inc. will continue to comprehensively evaluate conditions in countries where operations are in place and where future operations are planned, and will take any measures feasible at the time to minimize foreign currency risk. Such measures may include, but are not limited to a reduction in operations or relocating a portion of operations to a more favorable environment.

Item 4. Controls and Procedures

As of March 31, 2006, an evaluation was carried out under the supervision and with the participation of the Company's management, including our Chief Executive Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Based upon that evaluation, the Chief Executive Officer concluded that the design and operation of these disclosure controls and procedures were effective. No significant changes were made in our internal controls or in other factors that could significantly affect these controls subsequent to March 31, 2006.

- (a) **Evaluation of Disclosure Controls and Procedures.** The Company carried out an evaluation under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer ("CEO") of the effectiveness of the Company's disclosure controls and procedures. Based upon that evaluation, the CEO concluded that as of March 31, 2006, our disclosure controls and procedures were effective in timely alerting them to the material information relating to the Company (or the Company's consolidated subsidiaries) required to be included in the Company's periodic filings with the SEC, subject to the various limitations on effectiveness set forth below under the heading, "LIMITATIONS ON THE EFFECTIVENESS OF INTERNAL CONTROLS," such that the information relating to the Company, required to be disclosed in SEC reports (i) is recorded, processed, summarized and could be reported within the time periods specified in SEC rules and forms, and (ii) is accumulated and communicated to the Company's management, including our CEO, as appropriate to allow timely decisions regarding required disclosure.
- (b) **Changes in internal control over financial reporting** There has been no change in the Company's internal control over financial reporting that occurred during the fiscal quarter ended March 31, 2006 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

LIMITATIONS ON THE EFFECTIVENESS OF INTERNAL CONTROLS

The Company's management, including the CEO, does not expect that our disclosure controls and procedures or our internal control over financial reporting will necessarily prevent all fraud and material error. An internal control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of the control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the internal control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, control may become inadequate because of changes in conditions, and/or the degree of compliance with the policies or procedures may deteriorate.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The Company is being sued for past due legal fees. The Company is disputing the amounts being charged and the lawsuit is ongoing. In addition, the Company is also being sued for alleged fees due a brokerage firm for duty paid in the transportation of Company assets into Chile. The Company disputes the claim and this lawsuit is also on-going. Management has accrued in its liabilities what it believes to be a sufficient amount to pay the two claims upon their eventual resolution.

Item 2. Changes in Securities and Use of Proceeds

During the three-months ended March 31, 2006, the Company issued 340,200 shares of its common stock through a private offering in exchange for \$1,693,753. In addition, during the three-month period, the Company issued 26,570 shares for consulting services in connection with the private offering valued at \$132,850. The \$132,850 was charged to equity against the related proceeds received. All shares issued for non-monetary consideration were valued at \$5.00 per share.

From April 1, 2006 through May 19, 2006 the Company received \$377,480 through the issuance of 75,496 shares of its common stock and issued an additional 5,687 shares to various consultants for services, which were valued at \$28,435.

Item 3. Defaults Upon Senior Securities

None

Item 4. Submission of Matters to a Vote of Security Holders

Not applicable

Item 5. Other Information

None

Item 6. Exhibits and Reports on Form 8-K

Exhibits

Canadian Rockport Homes International, Inc. includes herewith the following:

<u>Number</u>	<u>Description</u>
31.1	Certification of Principal Executive Officer pursuant to Section 302
31.2	Certification of Principal Accounting Officer pursuant to Section 302
32.1	Certification of Principal Executive Officer pursuant to Section 1350
32.2	Certification of Principal Accounting Officer pursuant to Section 1350

The following documents are incorporated by reference, as noted in each description, to this report:

<u>Number</u>	<u>Description</u>
3 (a)	Articles of Incorporation of the registrant (filed as Exhibit 3.1 to the registrant's Registration Statement on Form S-1 (Number 333-62786) as amended, filed October 30, 2001), and incorporated herein by reference.
3 (b)	Bylaws and Amendments of the registrant (filed as Exhibit 3.5 to the registrant's Registration Statement on Form S-1 (Number 333-62786) as amended, filed October 30, 2001), and incorporated herein by reference.

Reports on Form 8-K

None

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Canadian Rockport Homes International, Inc.

Registrant

Date: May 19, 2006

By: /s/ William R. Malone, CEO
William R. Malone, CEO

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: May 19, 2006

By: /s/ William R. Malone, President
William R. Malone, President and Director

Date: May 19, 2006

By: /s/ Donel Belsby, Secretary/Treasurer
Donel Belsby, Secretary/Treasurer and Director

Date: May 19, 2006

By: /s/ Chris Kinch, Director
Chris Kinch, Director
