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PACIFIC SPIRIT INC  
Form 8-A12B  
February 27, 2003

FORM 8-A

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
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Pacific Spirit, Inc.  
(Name of small business issuer in its charter)

Nevada	1081	98-0349685
(State or jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Number)	(I.R.S. Employer ID Number)

11640-96 A Avenue  
Vancouver, B.C., Canada V3V2A1  
(604) 760-1400

(Address and telephone number of principal  
executive offices and place of business)

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If this Form relates to the registration of a class of debt securities  
and is effective upon filing pursuant to General Instruction A.(c), please check  
the following box. [ ]

If this Form relates to the registration of a class of debt securities  
and is to become effective simultaneously with the effectiveness of a concurrent  
registration statement under the Securities Act of 1933 pursuant to General  
Instruction A.(d), please check the following box. [ ]

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so Registered	Name of each exchange on which each class is to be Registered
----- Common Stock, par value \$0.01 per share	----- Over-The-Counter Bulletin Board

Securities to be registered pursuant to Section 12(g) of the Act:

None  
(Title of Class)

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The Commission is respectfully requested to send copies of all notices,  
orders and communications to:

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Kennan E. Kaeder  
Attorney at Law  
110 West C Street, Suite 1904  
San Diego, Ca 92101  
Phone: (619)232-6545  
Fax: (619) 236-8182  
Email: kennan@kklawoffice.com

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The Common Stock to be registered hereunder is described under the heading "Description of Pacific Spirit, Inc. Capital Stock" prospectus, dated June 28, 2002 (the "Prospectus") as filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 424(b)(3) under the Securities Act of 1933, as amended (the "Securities Act"). The Prospectus forms a part of registration statement No. 333-56200 (the "Registration Statement"). The Registration Statement was filed with the Commission pursuant to the Securities Act and was declared effective by the Commission on October 9, 2001. The aforementioned description in the Prospectus is hereby incorporated by reference into this Item 1.

Item 2. EXHIBITS.

1. Specimen of the Common Stock (filed as Exhibit 4.1 to the registrant's Form SB-2 registration statement and incorporated herein by reference).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: January 17, 2002

Foothills Resources, Inc.

/s/ Peter Sotola

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Name: Peter Sotola  
Title: President and Chief Financial Officer  
(Principal Financial Officer)