

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

FORM 10-QSB

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE  
ACT OF 1934 FOR THE PERIOD ENDED September 30, 2005

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES  
EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD From \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 333-88480

PRIME RESOURCE, INC.  
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(Exact name of registrant as specified in its charter)

Utah  
-----

04-3648721  
-----

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

1245 East Brickyard Road, Suite 590  
Salt Lake City, Utah 84106  
-----

(801) 433-2000  
-----

(Address of principal executive officers)

(Registrant's telephone number,  
including area code)

None

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

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

None

Indicate by check mark whether the Registrant (1) has filed all reports required  
to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during  
the preceding 12 months (or for such shorter period that the Registrant has  
required to file such reports), and (2) has been subject to such filing  
requirements for the past 90 days.  Yes  No

Indicate by check mark whether the Registrant is an accelerated filer (as  
defined in Rule 126-2 of the Exchange Act).  Yes  No

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer's classes of  
common stock, as of the latest practical date.

Common Stock: 2,955,990 shares issued and outstanding as of September 30, 2005,  
No Par Value. Authorized - 50,000,000 common voting shares.

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Prime Resource, Inc.  
For The Quarter Ending September 30, 2005

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September 30, 2005 and September 30, 2004.

Consolidated Statements of Shareholders' Equity as of December 31,  
2004 through September 30, 2005

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Part I - Financial Information

Item 1. Financial Statements

Prime Resource, Inc.  
Consolidated Balance Sheet (Unaudited)

ASSETS	September 30, 2005
Current Assets:	
Cash	\$ 570,795
Accounts receivable	545,498
Interest receivable	62,333
Investments in marketable securities	330,854
Notes receivable, current	350,000
	-----
Total Current Assets	1,859,480
	-----
PROPERTY AND EQUIPMENT, NET	158,826
	-----
Notes receivable	40,000
Deferred tax assets	37,233
Other assets	15,298
	-----
Total assets	\$ 2,110,837
	=====
LIABILITIES AND STOCKHOLDERS' EQUITY	
Current Liabilities:	
Accounts payable	\$ 33,868
Accrued compensation, commissions and benefits	513,796
Income taxes payable	2,559
Deferred taxes payable	119,315
Notes payable, current portion	29,820
	-----
Total Current Liabilities	699,358
	-----
Long-term Liabilities:	
Notes payable, net of current portion	34,661
	-----
Total Long-Term Liabilities	34,661
	-----
Total Liabilities	734,019
	-----

Common stock, no par value, 50,000,000 shares authorized, 2,983,850 shares issued and 2,955,290 outstanding	0
Additional Paid-In Capital	964,802
Treasury Stock	(83,553)
Retained earnings	495,569
	-----
Stockholders' Equity	1,376,818
	-----
Total Liabilities and Stockholders' Equity	\$ 2,110,837
	=====

Prime Resource, Inc.  
Consolidated Statements of Income (Unaudited)

<TABLE>  
<CAPTION>

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2005	2004	2005	
-----				
2004				
-----				
REVENUES				
<S>	<C>	<C>	<C>	
<C>				
Commissions	\$ 1,690,409	\$ 1,212,050	\$ 4,862,975	\$
3,557,284				
Investment and business advisory fees	164,942	155,314	502,915	
480,249				
Interest and dividends	43,552	3,951	64,578	
11,687				
Other income	0	0	0	
0				
-----				
Total Revenues	1,898,903	1,371,315	5,430,468	
4,049,220				
-----				
EXPENSES				
Commissions	1,267,202	788,398	3,577,322	
2,299,183				
Compensation and benefits	381,312	317,692	1,163,811	
951,358				
General and administrative	115,496	101,354	382,840	
305,836				
Occupancy expense	32,022	34,855	97,596	
98,970				
Depreciation expense	15,888	12,768	45,897	
36,711				
Interest expense	1,206	961	3,120	
2,719				
-----				
Total Expenses	1,813,126	1,256,028	5,270,586	
3,694,777				
-----				
Net operating income	85,777	115,287	159,882	
354,443				
-----				

GAINS AND LOSSES

Realized gains on trading securities 1,368	0	505	(111)	
Unrealized gains on trading securities 3,402	23,192	3,402	5,797	
-----				
Total Gains (Losses) 4,770	23,192	3,907	5,686	
-----				
Net income before income taxes 359,213	108,969	119,194	165,568	
Income tax expense 151,612	25,536	69,564	49,178	
-----				
Net income 207,601	\$ 83,433	\$ 49,630	\$ 116,390	\$
=====				
BASIC AND FULLY DILUTED NET INCOME PER SHARE 0.07	\$ 0.03	\$ 0.02	\$ 0.04	\$
=====				
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING 2,934,000	2,945,475	2,934,000	2,937,825	
=====				

</TABLE>

Prime Resource, Inc.  
Consolidated Statement of  
Stockholders' Equity (Unaudited)  
For the nine months ended  
September 30, 2005

<TABLE>  
<CAPTION>

Total	Common Stock		Additional Paid-in	Treasury	Retained Earnings
Equity	Shares	Amount	Capital	Stock	(Deficit)
-----					
<S>	<C>	<C>	<C>	<C>	<C>
Balance, December 31, 2004 1,208,851	2,934,000	\$ 0	\$ 907,427	\$ (77,755)	\$ 379,179
Common stock issued for services 57,375	22,950	0	57,375	0	0
Treasury stock (5,798)	(960)	0	0	(5,798)	0
Net income 116,390	0	0	0	0	116,390
-----					
Balance, September 30, 2005 1,376,818	2,955,990	\$ 0	\$ 964,802	\$ (83,553)	\$ 495,569
=====					

</TABLE>

Prime Resource, Inc.  
Consolidated Statements of Cash Flows (Unaudited)

<TABLE>  
<CAPTION>

		For the nine months ended September 30,	
		2005	2004
		-----	-----
Cash Flows From Operating Activities:			
<S>		<C>	<C>
	Net income	\$ 116,390	\$ 207,601
	Adjustments to reconcile net income to net cash provided by operating activities:		
	Depreciation and amortization	45,897	36,711
	Change in deferred taxes	6,401	36,386
	Issuance of shares for services	57,375	0
	Realized loss on trading securities	111	0
	Unrealized gains on trading securities	(5,796)	(1,368)
	Changes in assets and liabilities:		
	Accounts receivable	(111,284)	(98,255)
	Interest receivable	(51,000)	(3,000)
	Income taxes receivable	9,770	33,354
	Other assets	(2,194)	9,000
	Accounts payable	(6,823)	36,166
	Accrued expenses	127,467	56,191
	Income tax payable	2,559	24,745
		-----	-----
	Net Cash Provided By Operating Activities	188,873	337,531
		-----	-----
Cash Flows From Investing Activities:			
	Notes receivable	(350,000)	0
	Treasury stock	(5,798)	0
	Purchase of trading securities	(53,876)	(105,215)
	Proceeds from sales of trading securities	19,723	3,376
	Purchase of equipment	(41,820)	(27,889)
		-----	-----
	Net Cash Used In Investing Activities	(431,771)	(129,728)
		-----	-----
Cash Flows From Financing Activities:			
	Payments on notes payable	(13,711)	(9,610)
		-----	-----
	Net Cash Used In Financing Activities	(13,711)	(9,610)
		-----	-----
	Net Increase (Decrease) In Cash And Cash Equivalents	(256,609)	198,193
	Cash And Cash Equivalents At Beginning Of Year	827,404	399,403
		-----	-----
	Cash And Cash Equivalents At End Of Period	\$ 570,795	\$ 597,596
		=====	=====
Supplemental Cash Flow Information:			
	Cash paid for interest	\$ 3,120	\$ 2,719
	Cash paid for taxes	\$ 35,500	\$ 83,000
NONCASH ACTIVITIES:			
	Purchase of equipment with long term note payable	\$ 0	\$ 30,822

</TABLE>

Item 2. Management's Discussion and Analysis of Financial Condition or Plan of Operation

Forward-Looking Information

Certain statements in this Section and elsewhere in this report are forward-looking in nature and relate to trends and events that may affect the Company's future financial position and operating results. Forward Looking Statements are defined within the meaning of Section 27-A of the Securities Act of 1933 and Section 21-E of the Securities Act of 1934. The terms "expect," "anticipate," "intend," and "project" and similar words or expressions are intended to identify forward-looking statements. These statements speak only as of the date of this report. The statements are based on current expectations, are inherently uncertain, are subject to risks, and should be viewed with caution. Actual results from experience may differ materially from the forward-looking statements as a result of many factors, including changes in economic conditions in the markets served by the company, increasing competition, fluctuations in prices and demand, and other unanticipated events and conditions. It is not possible to foresee or identify all such factors. The company makes no commitment to update any forward-looking statement or to disclose any facts, events, or circumstances after the date hereof that may affect the accuracy of any forward-looking statement.

Plan of Operation

Prime Resource, Inc. ("Prime") is a Utah Corporation which was organized and filed of record on March 29, 2002 as a successor entity to Prime, LLC, (a Utah limited liability company). Prime is an integrated business entity that conducts all of its actual business activities through its wholly owned subsidiaries: Belsen Getty, LLC ("Belsen Getty") and Fringe Benefit Analysts, LLC ("FBA"). Prime Retirement Services, LLC, ("Prime Retirement") had previously been organized to potentially assume some of the core businesses or similar services of Prime, but it will not be organized or funded. Unless otherwise specifically described in this report, the reference to Prime shall collectively mean both Prime and its two current operating subsidiaries.

The principal business activity of Prime has been, and will continue to be for the immediate future, providing insurance and related insurance products principally in the health, life, dental and disability areas, as well as implementing and managing various employee related benefit programs and plans, such as 401(k) retirement accounts. See description of probable reorganization below.

The insurance activities of Prime are primarily conducted through FBA. FBA is licensed as an insurance broker. Belsen Getty supplies collateral services related primarily to formation and funding of pension and investment management programs, as well as retirement planning and

general business and financial consulting. Belsen Getty is a registered investment advisory firm. Prime Retirement was a potential start-up consulting entity which has not commenced operations.

The sector breakdown of revenues and profits by the two operating entities for comparative quarters is generally summarized below:

FBA Analysts:

3rd Quarter 2005 Gross Revenues	\$1,712,185
Net Profits	\$322,274
3rd Quarter 2004 Gross Revenues	\$1,215,436
Net Profits	\$174,785

Belsen Getty:

3rd Quarter 2005 Gross Revenues	\$186,718
Net Profits	\$(205,884)

3rd Quarter 2004 Gross Revenues	\$155,879
Net Profits	\$(10,276)

Historically, management intended to attempt to grow the company primarily through the acquisition of other insurance agencies into the FBA entity and by developing new client relationships. Concurrently, Belsen Getty attempted to expand its financial and business consulting and pension planning services principally by creating a more extensive investment advisory role. Prime Retirement Services has been abandoned.

During the first and second quarters of 2005, it became increasingly clear to management that there were a paucity of suitable insurance agency acquisition opportunities that would meet the criteria of materially growing the revenue base of the company. As a result, the management has made a conscious decision to shift emphasis to explore potential merger or acquisition possibilities in unrelated areas as more fully discussed below.

FBA continues currently negotiating potential marketing plans to expand its "Advantage Program" whereby it provides plan administration services along with selling insurance products. Further, FBA is allowing access to the Advantage Program for competitors for a

negotiated percentage of their gross revenues.

The company completed an initial public offering of its shares on June 16, 2003 in which it raised \$750,000 in gross proceeds and \$709,664 in net proceeds. Its stated intention was to employ the majority of these funds for acquisitions to grow its core insurance services and products as generally discussed above. During the third quarter of 2005, Prime has determined that these funds may be better employed enhancing current operations by upgrading programs, systems and equipment with the balance reserved for funding a more broad based pursuit of merger or acquisition possibilities. No proceeds of the offering are employed to pay for costs of day-to-day operations.

To the date of this report, the company has expended approximately \$709,664 of offering proceeds and has \$0 remaining which is more particularly reported under Item 5 of this report pursuant to SEC Rule 463.

To date, the company's long term growth and potential to realize profits was substantially dependent upon the ability of management of the company to successfully employ the proceeds of the public offering in a manner which will generate additional revenues and potential net income to Prime. No assurance or warranty of the success of Prime, in this regard, can be made or implied at this time.

The company experienced a profit of \$285,028 in calendar year 2004. For the third quarter of 2005 the company realized an after tax profit of \$83,433 compared to a profit \$49,630 in the comparable period of 2004.

The current quarter net income of \$ 83,433 on gross revenues of \$ 1,898,903 was primarily attributable to the company's executive efforts to negotiate a reorganization and alternative business direction. The comparable revenues for the third quarter of 2004 were \$1,371,315 and \$49,630 in net income. We attribute the revenue growth primarily to the increased marketing of our services and products to new clients and the expanded operation of our "Advantage Program". Also, Prime has increased its client base and commissions through expanding it's affiliated agent base. Each person reviewing this report should understand that the company has only had periodic profits since 2003. The failure of the company to have a long history of profits and determination to seek other business activities should be considered as potential risk factors to any person acquiring securities of the company in that it does not have a proven or sustained profit history.

Prime, including all subsidiaries, currently has 18 full-time employees, 1 part-time employee and 49 affiliated commission based insurance or other agents.

As of September 30, 2005, the outstanding current liabilities of the company were \$699,358 which is an increase of \$ 113,509 over the year end of 2004. Liabilities increased slightly due to greater agent commissions and substantial costs related to reorganization activities. The

company has an accumulated retained earnings from its inception as a corporate entity to September 30, 2005 of \$495,569.

#### Products and Markets

As generally described above, the revenue sources to Prime are primarily divided into two categories. The first being the sale of a broad line of insurance products and services through FBA with a primary emphasis on group health, disability, dental and life policies. The second being the related investment and planning services of Belsen Getty.

The insurance activities of Prime are primarily offered within the eleven western United States. Prime acts as a general agent through FBA for various companies in supplying the insurance policies and services. However, four companies account, collectively, for almost all of the policies provided by Prime. These four principal suppliers of policies to Prime are Altius Insurance, (previously Pacific Health Care); United Health Care; Intermountain Health Care and Regence Blue Cross. Commissions for the placement of these products range from approximately 2-20%.

The company currently has, as of September 30, 2005, approximately 502 customers who are receiving ongoing insurance coverage and related services from FBA. FBA also has what it believes to be a unique program related to its insurance activities in which it acts as a plan developer and facilitator for various insurance programs such as COBRA, HIPAA and State continuation plans and other insurance related plans that require ongoing filing and consulting/management services. These services have previously been described as the "Advantage Program". FBA believes it has been successful in growing its business through supplying the advantage services at no additional cost to the insurance client. The company also believes it has been successful in maintaining a profit, while providing these services without additional cost to the client, by obtaining discounts from service providers who provide these ongoing management services.

Belsen Getty supplies investment advisory and pension management services to various clients of Prime. Some, but not all, of these clients are referred by FBA incident to completion of insurance funded products sold to various individuals and entities which then require pension fund management. The compensation for these valuable services are derived on a fee basis. The fees range from 25 basis points to 125 basis points per year depending upon the size of the portfolio or program managed. There are no commissions paid on investment products and the assets are held by third party custodians, such as various brokerage firms. It is anticipated that the Belsen Getty portion of the business will grow concurrently with the growth of the FBA business, but for the foreseeable future will generate revenues substantially less than the FBA component of the business. As of September 30, 2005, FBA has approximately 502 customers and Belsen Getty has 490 clients.

#### Liquidity and Sources of Capital

As previously noted, the parent entity, Prime Resource, Inc., completed a public offering as of April 16, 2003 resulting in net proceeds to the company of \$709,664. It was believed and anticipated that these proceeds would be sufficient to implement the general growth plan of the company, as generally described above, and which included acquisition of other insurance brokers, as well as the recruitment and training of insurance agents with existing books of business, clients, and established insurance markets. No warranty or assurance of the success of this proposed plan of operation can be made, but it is believed that there is sufficient existing capital in the company to implement this plan from the proceeds of the offering. Prime is presently in a position where it believes that its general revenues can sustain other business operations, including salaries, rent, utilities and other overhead costs, without the employment of offering proceeds for those general operating purposes.

Since the first quarter of 2005 the company has decided to use the net proceeds on an as needed basis only to enhance existing business equipment or procedures and as may become necessary to pursue and analyze subsequent business



opportunities. As of September 30, 2005 there remained \$ 0 of net proceeds.

The company has no present plans for any additional offering of its securities or other capital formation activities for the foreseeable future, other than generally described in the event of the share exchange discussed below.

Further, the company does not significantly rely on lines of credit or other bank loans for its present operations and has total outstanding debt obligations, as of September 30, 2005, of approximately \$64,481, while maintaining a net worth of approximately \$1,376,818.

#### Recent Developments

The Company believes it is in the final negotiation stages of an anticipated reorganization with a private technology company. Prime believes it would be improper and potentially illegal to disclose or discuss any details of this potential reorganization until a final definitive agreement is reached and approved by the board. However, because the negotiation appear to be in a final stage with a high probability of the conclusion of a proposed reorganization to be presented shortly to shareholders, management has elected to outline the probable general terms of any such reorganization with the caveat that the final definitive terms are not presently agreed upon and will be presented to shareholders only through a proxy solicitation and publicly announced 8-K filing when and if a definitive agreement is reached. Within the limitations of this caveat, Prime indicates that it appears shareholders will be presented with a share exchange and resulting reorganization incorporating the following primary terms:

1. Prime would issue and exchange a preponderate majority of its shares to the private company shareholders to acquire the private technology company as a wholly owned subsidiary.
2. The existing Prime Principal shareholders would exchange back a majority of their shares for the existing assets and businesses of Prime;
3. Current shareholders would incur a dilution and decreased percentage of ownership in the reorganized company;
4. There would be a 2.5:1 forward stock split;
5. A private placement offering of its shares and share warrants in the approximate amount of 3 million dollars as part of the share exchange together with the creation of various stock rights.
6. Shareholders would be asked to allow the Company to change its name, business purpose and elect new management as nominated by the private company being acquired.

During the past quarter the company has made bridge loans to the private technology company of approximately \$350,000, which will be converted to equity if the share exchange is closed. If not, the loans will constitute a short term obligation owing to Prime.

#### Risk Factors

There are significant new risk factors to shareholders if the company transitions from attempting to expand its core insurance/consulting services to potential merger and acquisition efforts with unknown entities. Any such future reorganization would most likely result in a change of management, business, and the relative share ownership of current shareholders.

#### Item 3. Controls and Procedures

(a) Prime maintains controls and procedures designed to ensure that information required to be disclosed in the reports that the Company files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms prescribed by the Securities and Exchange Commission. Based upon their evaluation of those controls and procedures performed within 90 days of the filing date of this report, the chief executive officer and the principal financial officer of the Company concluded that the Company's disclosure controls and procedures were adequate for its present activities. The Company knows of no fraudulent activities within the Company or any material accounting irregularities. The Company does not have an independent audit committee and does not believe it is required to have any audit committee at this time.

(b) Changes in internal controls. The Company made no significant changes

in its internal controls since completing its public offering. The company as of the first quarter of 2004 obtained a listing of its stock on the National Association of Securities Dealers ("NASD") sponsored Electronic Bulletin Board, but does not view such listing as requiring a change in its accounting or auditing practices at the present time.

(c) The company is aware of the general standards and requirements of the recent Sarbanes-Oxley Act of 2002 and has implemented procedures and rules to comply, so far as applicable, such as a prohibition on company loans to management and affiliates. The company does not have any audit committee as it does not believe the act requires a separate committee for companies that are reporting companies, but not registered under the Securities and Exchange Act of 1934 [15(d) companies] and whose shares trade only on the Electronic Bulletin Board.

Part II - Other Information

Item 5. Other Matters

(1) Public Offering & Use of Proceeds. As generally noted above, Prime completed its initial public offering of 150,000 shares to 17 new shareholders as of June 16, 2003. Pursuant to SEC Rule 463, the use or employment of the proceeds are periodically disclosed as part of this report. We have elected to set-out such information in a tabular format:

1. Offering Effective Date		
4/16/2003		
2. Offering Closed	\$750,000	\$709,664
6/16/2003	Gross Proceeds	Net Proceeds
3. Costs of offering including	\$40,336	N/A
legal, accounting, filing fees,		
consulting and miscellaneous		
(No commissions were paid)		
4. No direct payments were made to any	0	0
officer, director or affiliated person.		
The offering was a self-underwriting		
with no commissions.		

Of the net proceeds, the following principal expenditures have been made during this third Quarter:

(i) Software/computer upgrades	\$
(ii) Database work & website costs	\$
(iii) Legal-primarily NASD listing	\$
(iv) Working Capital	\$330,591
(v) Office equipment	\$
(vi) Marketing	\$
(vii) New Employees	\$
(viii) New Marketing Coordinator	\$
(ix) Client gifts and costs	\$
	-----
	\$330,591
	=====
Prior Offering Proceeds Expenditures	\$379,073.11
(Previously Reported)	
Remaining Net Proceeds	\$0

(2) Auditors. Child, Van Wagoner & Associates, PLLC of Kaysville, Utah will continue, subject to Board discretion, as the Company's new independent auditors. The auditors were appointed in August, 2003. The company has no differences of opinion with its prior or current auditors.

(3) Trading. The company trades on the Electronic Bulletin Board under the symbol "PRRO". The Electronic Bulletin Board is essentially an informal trading mechanism managed by the National Association of Securities Dealers, but does not constitute a regular NASDAQ exchange or listing. It is, essentially, an electronic intra-dealer quotation system for small public companies not meeting the requirements for regular NASDAQ listing. During the third quarter of 2005 the trading range of the company's stock was as follows:

High	Low
\$5.75	\$1.10

(4) Annual Meeting. The company held its last annual meeting of

shareholders on the 5th of June, 2004, wherein the nominated directors were re-elected and the choice of independent auditors was ratified by majority shareholder vote. No meeting date in 2005 has presently been set, but a meeting of shareholders will be required shortly if the company successfully completes the contemplated share exchange.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

- 31.1 Certification under Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification under Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification under Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. SECTION 1350)

(b) Reports on Form 8-K

No reports on Form 8-K were filed during the reporting period.

(c) Other Exhibits-None

SIGNATURES

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

Date: October 20, 2005      By: /s/ Terry M. Deru  
-----  
Mr. Terry M. Deru President,  
Director

Date: October 20, 2005      By: /s/ Andrew W. Limpert  
-----  
Mr. Andrew W. Limpert  
Director, Treasurer/CFO

I, Terry M. Deru, President and Director of Prime Resource, Inc certify that:

(1) I have reviewed this quarterly report on Form 10-QSB of Prime Resource, Inc;

(2) Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

(3) Based on my knowledge, the financial statements, and other financial information included in this quarterly report fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

(4) The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

(a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

(b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

(c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

(5) The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

(a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

(6) The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

DATE: October 20, 2005

/s/ Terry M. Deru

-----  
Mr. Terry M. Deru  
President

I, Andrew W. Limpert, Chief Financial Officer and Director of Prime Resource, Inc certify that:

(1) I have reviewed this quarterly report on Form 10-QSB of Prime Resource, Inc;

(2) Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

(3) Based on my knowledge, the financial statements, and other financial information included in this quarterly report fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

(4) The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

(a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

(b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

(c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

(5) The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

(a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

(6) The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

DATE: October 20, 2005

/s/ Andrew W. Limpert

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Mr. Andrew W. Limpert Chief  
Financial Officer

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Prime Resource, Inc. (the "Company") on Form 10-QSB for the period ending September 30, 2005, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Mr. Terry Deru, President and Chief Executive Officer and Mr. Andrew Limpert, Chief Financial Officer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of our knowledge and belief:

(1) The Report fully complies with the requirements of section 13 (a) or 15 (d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: October 20, 2005

/s/ Terry M. Deru

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Mr. Terry M. Deru  
President, Director

Date: October 20, 2005

/s/ Andrew W. Limpert

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Mr. Andrew W. Limpert  
CFO, Director