

U.S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT

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

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED) January 2, 2006, \_\_\_\_\_

Prime Resource, Inc.

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(Name of small business issuer as specified in its charter)

Utah                                333-88480                                04-3648721  
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(State or other jurisdiction            (Commission                                (I.R.S. Employer  
of incorporation)                                File Number)                                Identification No.)

1245 East Brickyard Road, Suite 590, Salt Lake City, UT 84106  
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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (801) 433-2000

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(FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

Section 4 - Matters Related to Accountants and Financial Statements

Item 4.01 Changes in Registrant's Certifying Accountant.

a) On or about January 1, 2006, Child, Sullivan & Company, the principal accountant for Prime Resources (the "Company") changed its accounting practice from a corporation to a professional limited liability company named Child, Van Wagoner & Bradshaw, PLLC. As this is viewed as a separate successor legal entity, the Company transferred its accounting arrangement with Child, Sullivan & Company as principal accountant to Child, Van Wagoner & Bradshaw, PLLC, as the Company's principal accountants for the Company's fiscal year ending December 31, 2005 and the interim periods for 2005 and 2006. The decision to change principal accountants was approved by the Company's Board of Directors. Since Prime regards this change as primarily an internal reorganization and name change by its principal auditors, it does not intend to seek any special shareholder ratification of this change.

None of the reports of Child, Sullivan & Company, on the Company's financial statements for either of the past two years or subsequent interim period contained an adverse opinion or disclaimer of opinion, or was qualified or modified as to uncertainty, audit scope or accounting principles.

There were no disagreements between the Company and Child, Sullivan & Company, on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to the satisfaction of Child, Sullivan & Company, would have caused them to make reference to the subject matter of the disagreement in connection with its report. Further, Child, Sullivan & Company has not advised the Registrant that:

- 1) internal controls necessary to develop reliable financial statements did not exist; or
- 2) information has come to the attention of Child, Sullivan & Company which made it unwilling to rely upon management's representations, or made it unwilling to be associated with the financial statements prepared by management; or
- 3) the scope of the audit should be expanded significantly, or information has come to the attention of Child, Sullivan & Company that they have concluded will, or if further investigated might, materially impact the fairness or

reliability of a previously issued audit report or the underlying financial statements, or the financial statements issued or to be issued covering the

fiscal year ended December 31, 2005.

(b) On or about January 2, 2006 the Registrant engaged Child, Van Wagoner & Bradshaw, PLLC as its principal accountant to audit the Registrant's financial statements as the successor to Child, Sullivan & Company. During the Registrant's two most recent fiscal years, or subsequent interim period, the Registrant has not consulted with the entity of Child, Van Wagoner & Bradshaw, PLLC regarding the application of accounting principles to a specific transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Registrant's financial statements, nor did the entity of Child, Van Wagoner & Bradshaw, PLLC provide advice to the Registrant, either written or oral, that was an important factor considered by the Registrant in reaching a decision as to the accounting, auditing or financial reporting issue. Further, during the Registrant's two most recent fiscal years or subsequent interim period, the Registrant has not consulted the entity of Child, Van Wagoner & Bradshaw, PLLC on any matter that was the subject of a disagreement or a reportable event.

The company has recently reported a restatement of certain accounting information involving the review and audit by Child, Sullivan & Company.

Section 9 - Financial Statements and Exhibits  
Item 9.01 Financial Statements and Exhibits.

Exhibit

Number Descriptions

16.1 Letter from Child, Sullivan & Company dated January 2, 2006 regarding change in certifying accountant

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 hereunto duly authorized.

Prime Resource, Inc.

Date: January 2, 2006 By: /s/ Terry M. Deru  
Terry M. Deru, President

Exhibit 16.1 Letter on change of certifying accountant:

Child, Sullivan & Company  
A Professional Corporation Of Certified Public Accountants  
1284 W. Flint Meadow Dr. Suite D  
Kaysville, Utah 84037 (801) 927-1337

January 2, 2006

Securities and Exchange Commission  
450 5th Street, Northwest  
Washington, D.C. 20549

Ladies and Gentlemen:

The firm of Child, Sullivan & Company was previously principal accountant for Prime Resources (the "Company") and reported on the financial statements of the Company for the years ended December 31, 2004 and 2003. On or about January 1, 2006, we changed our accounting practice from a corporation to a professional limited liability company; Child, Van Wagoner & Bradshaw, PLLC. We have read the Company's statements included under Item 4.01 of its Form 8-K dated January 2, 2006, and agree with such statements.

Very truly yours,

/s/ Child, Sullivan & Company

Child, Sullivan & Company