

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 June 30, 2003

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.

(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

(Address of principal executive officers)
(801) 433-2000 (Registrant's
telephone number, including area code)

None

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

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant has filed all documents and reports required to be
filed by Sections 12, 13, or 15(d) of the Securities Exchange Act of 1934
subsequent to the distribution of securities under a plan confirmed by the
court. Yes No Not Applicable

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: 2,950,000 shares issued as of August 13, 2003, No Par Value.
Authorized 50,000,000 common voting shares.

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Prime Resource, Inc.
For The Quarter Ending June 30, 2003

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Part I - Financial Information

Item 1. Financial Statements

PRIME RESOURCE, INC. AND SUBSIDIARIES
(Formerly Prime Resource, LLC and Subsidiaries)

CONSOLIDATED BALANCE SHEET (Unaudited)
June 30, 2003

<TABLE>
<CAPTION>

Assets

Current Assets:

<S>	<C>
Cash and cash equivalents	\$ 698,399
Accounts receivable	436,121

Total current assets	1,134,520

Fixed Assets:

Furniture and fixtures	123,963
Office equipment	33,365
Computer equipment	44,025
Software	18,914
Vehicles	110,591

Total fixed assets	330,858

Less accumulated depreciation	(161,824)

Net fixed assets	169,034
------------------	---------

Advances and notes receivable from related parties	117,368
Other assets	35,503

Total assets	\$ 1,456,425
	=====

Liabilities and Stockholders' Equity

Current Liabilities:

Accounts payable	\$ 17,533
Accrued expenses	273,134
Current portion of notes payable, related parties	87,149

Total current liabilities	377,816

Deferred income taxes	25,138
Notes payable to related party, less current portion	34,502

Common stock, no par value; authorized 50,000,000 shares; issued and outstanding 2,950,000 shares	750,000
Additional paid-in capital	197,763

Retained earnings	71,206

	1,018,969

Total liabilities and stockholders' equity	\$ 1,456,425
	=====

</TABLE>

See notes to consolidated financial statements.

PRIME RESOURCE, INC. AND SUBSIDIARIES
(Formerly Prime Resource, LLC and Subsidiaries)

CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

<TABLE>
<CAPTION>

	Six months ended June 30,		Three months ended June	
	2003	2002	2003	
30,				
2002				
	-----	-----	-----	----
Net Revenues				
<S>	<C>	<C>	<C>	<C>
Commissions	\$ 1,647,232	\$ 864,225	\$ 827,286	\$
429,373				
Investment and business advisory fees	159,199	252,742	72,814	
162,096				
	-----	-----	-----	----
Total net revenues	1,806,431	1,116,967	900,100	
591,469				
Operating Expenses				
Commissions	690,474	283,839	443,011	
152,787				
Compensation and benefits	571,012	688,069	292,248	
304,629				
General and administrative	265,528	163,028	147,426	
48,228				
Occupancy and equipment	57,859	52,205	28,489	
26,480				
Depreciation and amortization	23,717	23,172	12,329	
11,007				
	-----	-----	-----	----
Total operating expenses	1,608,590	1,210,313	923,503	
543,131				
	-----	-----	-----	----
Income (loss) from operations	197,841	(93,346)	(23,403)	
48,338				
Interest and dividend income	1,068	7,398	808	
5,453				
Interest expense	(2,327)	(1,746)	(1,305)	
(1,746)				
Other income (expense)	(15,024)	-	(4,696)	
-				
	-----	-----	-----	----
Total other income (expense)	(16,283)	5,652	(5,193)	
3,707				
Net income (loss) before income taxes	181,558	(87,694)	(28,596)	
52,045				
	-----	-----	-----	----
Income tax expense (benefit)	102,652	19,801	18,957	
19,801				
	-----	-----	-----	----
Net income (loss)	\$ 78,906	\$ (107,495)	\$ (47,553)	\$
32,244				
	=====	=====	=====	
	=====	=====	=====	

Earnings per weighted average shares outstanding 0.01	\$ 0.03	\$ (0.08)	\$ (0.02)	\$
=====	=====	=====	=====	
Weighted shares outstanding to calculate earnings per share 2,676,923	2,862,155	1,345,856	2,923,626	

See notes to consolidated financial statements.

PRIME RESOURCE, INC. AND SUBSIDIARIES
(Formerly Prime Resource, LLC and Subsidiaries)

CONSOLIDATED STATEMENTS OF MEMBERS' AND STOCKHOLDERS' EQUITY
(Unaudited)
January 1, 2002 to June 30, 2003

Retained Deficit	Members'	Common Stock		Paid-in	
	Equity	Shares	Amount	Capital	
-----	-----	-----	-----	-----	----
<S>	<C>	<C>	<C>	<C>	<C>
Balance, January 1, 2002	\$ 220,338	-	\$ -	\$ -	\$
-					
Net loss through date of incorporation (April 4, 2002)	(135,575)	-	-	-	
-					
Member contribution	113,000	-	-	-	
-					
Reorganization from LLC to corporation (April 4, 2002)	(197,763)	2,800,000	-	197,763	
-					
Net loss from April 4, 2002 through December 31, 2002 (7,700)	-	-	-	-	
-----	-----	-----	-----	-----	----
Balance, December 31, 2002 (7,700)	-	2,800,000	-	197,763	
Shares issued in IPO	-	150,000	750,000	-	
-					
Net income 78,906	-	-	-	-	
-----	-----	-----	-----	-----	----
Balance, June 30, 2003 71,206	\$ -	2,950,000	\$ 750,000	\$ 197,763	\$
=====	=====	=====	=====	=====	

</TABLE>

See notes to consolidated financial statements.

PRIME RESOURCE, INC. AND SUBSIDIARIES
(Formerly Prime Resource, LLC and Subsidiaries)

CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
Six Months Ended June 30, 2003 and 2002

<TABLE>
<CAPTION>

	2003	2002
	-----	-----
OPERATING ACTIVITIES		
<S>	<C>	<C>
Net Income (loss)	\$ 78,906	\$ (107,495)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation	23,717	23,172
Write-off of notes receivable from related parties	5,768	194,181
Change in deferred taxes	51,644	15,774
Changes in operating assets and liabilities		
Accounts receivable	(295,494)	(26,818)
Other assets	(22,399)	(67,687)
Accounts payable	(54,819)	34,586
Accrued expenses	105,229	(176,553)
	-----	-----
NET CASH USED IN OPERATING ACTIVITIES	(107,448)	(110,840)
INVESTING ACTIVITIES		
Purchase of property and equipment	(28,888)	(11,381)
Proceeds from sale of investment	-	50,125
	-----	-----
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	(28,888)	38,744
FINANCING ACTIVITIES		
Proceeds from notes payable to related parties	-	52,349
Stock issuance	750,000	-
Member investments	-	113,000
	-----	-----
NET CASH PROVIDED BY FINANCING ACTIVITIES	750,000	165,349
INCREASE (DECREASE) IN CASH	613,664	93,253
Cash and cash equivalents, beginning of period	84,735	32,102
	-----	-----
Cash and cash equivalents, end of period	\$ 698,399	\$ 125,355
	=====	=====
Additional required disclosures:		
Interest paid in cash	\$ 2,327	\$ -

</TABLE>

See notes to consolidated financial statements.

PRIME RESOURCE, INC. AND SUBSIDIARIES
(Formerly Prime Resource, LLC and Subsidiaries)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2003

(1) INTERIM FINANCIAL STATEMENT POLICIES AND DISCLOSURES

The unaudited, consolidated, condensed financial statements of Prime Resource, Inc. and Subsidiaries (the Company) included herein have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally required in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading.

These consolidated, condensed financial statements reflect all adjustments that, in the opinion of management, are necessary to present a fair statement of the results of operations for the interim periods presented. All of the adjustments that have been made in these consolidated, condensed financial statements are of a normal recurring nature.

It is suggested that these condensed financial statements be read in conjunction with the financial statements and the notes thereto included in the Company's latest Annual Report.

(2) INITIAL PUBLIC OFFERING

The Company commenced an initial public offering of its shares on April 16, 2003, when its registration became effective. The Company raised \$750,000 through the sale of 150,000 shares and closed the offering on July 16, 2003.

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. Such statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. 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 raw materials and energy prices, 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. 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 ("Fringe"). Unless otherwise specifically described in this offering, the reference to Prime shall collectively mean both Prime and its two operating subsidiaries. Prime has recently created a new subsidiary, described under Item 5, but which limited liability company has not yet commenced business operations.

The principal business activity of Prime has been, and will continue to be, 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. The insurance activities of Prime are primarily conducted through Fringe. Belsen Getty supplies collateral services related primarily to pension and investment management programs, as well as retirement planning and general business consulting.

Management intends to attempt to grow the company primarily through the acquisition of other insurance providers into the Fringe Benefit entity. Concurrently, Belsen Getty is attempting to expand its financial and business consulting and pension planning services principally by creating a more extensive investment advisory role and aggressive marketing.

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. It intends to employ these funds for acquisitions to grow its core insurance services and products as generally discussed above. A more detailed description of the use of proceeds is contained in the prospectus for the completed public offering. Any person wishing to obtain a copy of that prospectus material, including the use of proceeds outline, may obtain a copy online at the Securities and Exchange Commission ("SEC") website at www.sec.gov/edgar. Alternatively, a copy of the prospectus will be made available to any shareholder, or other interested party, upon request to the company at its principal address at 1245 East Brickyard Road, Suite 590, Salt Lake City, UT 84106.

To date, the company has expended only a minimal portion of offering proceeds which is reported under Item 5 of this report pursuant to SEC Rule 463. It is intended that most of the offering proceeds will be used for acquiring other insurance providers in an effort to grow our business.

The company's long term growth and potential to realize profits is substantially dependent upon the ability of management of the company to successfully employ the proceeds of the recent 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 can be made or implied at this time. The proceeds of the offering have just recently been received and have not been significantly employed in any manner. This section is not included in this 10-QSB because none of the proceeds, as of the date of this report, have been expended, except for costs of the offering which totaled approximately \$40,336.00 of the gross proceeds.

As may be noted from the foregoing financial statements, the company experienced a net loss of \$107,495 for the six months ended June 30, 2002. In the first six months of 2003 the company realized a small net profit of \$ 78,906 primarily due to increased insurance revenues. In the current quarter we had net loss of \$ 47,553 on gross revenues of \$ 900,100. We attribute this growth in revenue primarily to aggressive marketing of our services and products to new clients. Each person reviewing this report should understand that the company has not had historical profits and that the first six months of 2003 evidences the first profit realized by the company since inception. The failure of the company to have historical profits should be considered as a potential risk factor to any person acquiring securities of the company in that it does not have a proven or sustained profit history.

At present, the outstanding current liabilities of the company are presently \$ 377,816 as of June 30, 2003. The company has accumulated retained earnings from its inception as a corporate entity to June 30, 2003 of \$ 71,206 .

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 Fringe with a primary emphasis on group health, disability and life policies. The insurance activities of Prime are primarily offered within twelve western states. Prime acts as a general agent through Fringe for various companies in supplying the insurance policies and services. However, four companies account, collectively, for almost all of the policies provided. 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 March 31, 2003, approximately 829 customers who are receiving ongoing insurance coverage and related services from Fringe. Fringe also has what it believes to be a unique program related to its insurance activities in which it provides at little or no cost to the client the administration 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. Fringe believes it has been successful in growing its business through supplying these services to the insurance policy client. The company believes it has been successful in maintaining a profit while providing these services without additional cost by obtaining discounts from its insurance providers on insurance products in partial consideration for providing these ongoing management services. This program is generally called the "Advantage Program".

Belsen Getty supplies investment advisory and pension management services to various clients of Prime. Some, but not all, of these clients are referred by Fringe 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 38 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 Fringe business, but for the foreseeable future will generate revenues substantially less than the Fringe component of the business. At present, Belsen Getty has approximately 437 customers as of June 30, 2003.

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 is believed and anticipated that these proceeds will be sufficient to implement the general growth plan of the company, as generally described above, and which includes primarily acquisition of other insurance companies or insurance lines of business, as well as the recruitment and training of insurance agents with existing books of business and clients. 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.

The company has no present plans for any additional offering of its securities or other capital formation activities for the foreseeable future.

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 June 30, 2003, of approximately \$ 437,456.

Controls and Procedures

- (a) Prime maintains controls and procedure 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 of 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.
- (b) Changes in internal controls. The Company made no significant changes in its internal controls since completing its public offering. The company is presently seeking 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) Should the company subsequently seek a listing on an exchange or any established NASD listing, such as the NASDAQ small cap markets, it is aware that other accounting/auditing standards, such as the establishment of an independent audit committee, would be required.
- (d) 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.

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 6/16/2003	\$ 750,000	\$ 709,664
	Gross Proceeds	Net Proceeds
3. Costs of offering including legal, accounting, filing fees, consulting and miscellaneous (No commissions were paid)	\$ 40,336	
4. No direct payments were made to any officer, director or affiliated person. The offering was a self-underwriting with no commissions.	0	0
5. Of the net proceeds, the following expenditures have been made:		
(i) Marketing Advantage Program	\$ 2,915.00	
(ii) Management Fees to Prime	\$ 10,000.00	

(2) Formation of New Subsidiary. Prime reports, as a subsequent event, the creation of a new wholly owned subsidiary on July 3, 2003 known as Prime Retirement Services, LLC. This entity is a wholly owned Utah Limited Liability Company which intends to license from BenefitStreet, Inc. certain qualified retirement plan software, websites, and related services to offer daily valuation services to pension plans with an open investment platform, which provides potentially over 12,000 mutual funds to plan sponsors at a competitive cost. This subsidiary has not yet actively engaged in its intended business activities.

(3) Appointment of New Auditors. . The company announced that, effective as of August 1, 2003, it has retained Child, Sullivan & Company of Kaysville, Utah as its new independent auditors. This notice is being filed as a substitute notice for an 8-K filing of this contemporary event. The new firm replaces the firm of Carver & Hovey, which resigned

concurrently with the substitution of the new auditors. The company has no differences of opinion with its prior or current auditors.

(4) Trading. The company presently does not have any active trading market and, as of the date of this report, is engaged in attempting to complete, through a Salt Lake City brokerage firm, a filing for NASD listing on the Electronic Bulletin Board. 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, but is essentially an electronic intra-dealer quotation system for small public companies not meeting the requirements for regular NASDAQ listing. The company cannot presently give any warranty or assurance that it will be successful in completing such listing, but is presently actively engaged through a designated broker/dealer in attempting to obtain this listing and will, subsequently, report the completion of any listing requirements as an 8-K filing.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

99.1 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.

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: August 14, 2003

By: /s/ Terry M. Deru

Mr. Terry M. Deru President,
Director

Date: August 14, 2003

By: /s/ Andrew W. Limpert

Mr. Andrew W. Limpert
Director, Treasurer/CFO

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 June 30, 2003, 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 to the best of our knowledge, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(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: August 14, 2003

/s/ Terry M. Deru

Mr. Terry M. Deru President,
Director

Date: August 14, 2003

/s/ Andrew W. Limpert

Mr. Andrew W. Limpert CFO, Director

Attachment A

CERTIFICATION

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 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: August 14, 2003

/s/ Terry M. Deru

Mr. Terry M. Deru President

Attachment A

CERTIFICATION

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 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: August 14, 2003

/s/ Andrew W. Limpert

Mr. Andrew W. Limpert Chief
Financial Officer, Director

