

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, 2004

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)

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: 2,934,000 shares issued and outstanding as of November 1, 2004, No
Par Value. Authorized - 50,000,000 common voting shares.

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For The Quarter Ending September 30, 2004

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Part I - Financial Information

Item 1. Financial Statements

Financial statements are the following "F-1 through F-5" as follows.

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Prime Resources, Inc. and Subsidiaries
Consolidated Balance Sheet (Unaudited)

<TABLE>
<CAPTION>

	September 30, 2004
ASSETS	
Current assets:	
<S>	<C>
Cash	\$ 597,596
Accounts receivable	440,198
Accrued interest receivable	10,333
Trading securities	384,383
Other current assets	1,000

Total current assets	1,433,510

Leasehold improvements and equipment, net of accumulated depreciation and amortization of \$137,104	156,967
Notes receivable	40,000
Deferred tax assets	37,034
Other assets	13,104

Total assets	\$ 1,680,615
	=====
LIABILITIES AND STOCKHOLDERS' EQUITY	
Current Liabilities:	
Accounts payable	\$ 44,490
Accrued compensation, commissions and benefits	337,748
Notes payable, current portion	48,111
Income taxes payable	49,273
Deferred tax liabilities	35,387

Total Current Liabilities	515,009
Notes payable, net of current portion	34,182
Commitments and contingencies	-
STOCKHOLDERS' EQUITY	
Common stock, no par value, 50,000,000 authorized	

shares; 2,934,000 shares issued and outstanding	907,427
Treasury Stock	(77,755)
Retained earnings	301,752

Total stockholders' equity	1,131,424
----------------------------	-----------

Total liabilities and stockholders' equity	\$ 1,680,615
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</TABLE>

See Accompanying Notes to Financial Statements.
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Prime Resources, Inc. and Subsidiaries
Consolidated Statements of Operations (Unaudited)

September 30,	Nine Months Ended September 30,	September 30,	Three Months Ended	
2003	2004	2003	2004	
-----	-----	-----	-----	---
Revenues				
<S>	<C>	<C>	<C>	<C>
Commissions	\$ 3,557,284	\$ 2,383,759	\$ 1,212,050	\$
736,527				
Investment and business advisory fees	480,249	235,816	155,314	
76,617				
Interest and dividends	11,687	6,065	3,951	
4,997				
-----	-----	-----	-----	---
818,141	4,049,220	2,625,640	1,371,315	
Expenses				
Commissions	2,299,183	1,196,759	788,398	
506,285				
Compensation and benefits	951,358	826,636	317,692	
255,624				
General and administrative	305,836	399,278	101,354	
133,750				
Occupancy expense	98,970	85,616	34,855	
27,757				
Depreciation expense	36,711	50,311	12,768	
26,594				
Interest expense	2,719	4,617	961	
2,290				
-----	-----	-----	-----	---
952,300	3,694,777	2,563,217	1,256,028	
-----	-----	-----	-----	---
Net operating income	354,443	62,423	115,287	
(134,159)				
-----	-----	-----	-----	---
Gains and losses				
Unrealized gains on trading securities	1,368	-	505	
-				
Other gains (losses)	3,402	27,359	3,402	
42,383				
-----	-----	-----	-----	---
Net gains(losses)	4,770	27,359	3,907	
42,383				
-----	-----	-----	-----	---
Net income (loss) before income tax expense (benefit)	359,213	89,782	119,194	
(91,776)				
Income tax expense (benefit)	151,612	62,140	69,564	
(40,512)				

NET INCOME (LOSS) (51,264)	\$ 207,601	\$ 27,642	\$ 49,630	\$
Weighted average shares outstanding 2,950,000	2,934,000	2,891,758	2,934,000	
Basic and fully diluted net income (loss) per share (0.02)	\$ 0.07	0.01	0.02	

See Accompanying Notes to Financial Statements.
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Prime Resources, Inc. and Subsidiaries
Consolidated Statements of Stockholders' Equity (Unaudited)

<TABLE>
<CAPTION>

Total	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Treasury Stock	Retained Earnings (Deficit)	
Balance at December 31, 2002 190,063	2,800,000	\$ -	\$ 197,763	\$ -	\$ (7,700)	\$
Proceeds from common stock offering 709,664	150,000	-	709,664	-	-	-
Treasury stock (77,755)	(16,000)	-	-	(77,755)	-	-
Net income 101,851	-	-	-	-	101,851	-
Balance at December 31, 2003 923,823	2,934,000	-	907,427	(77,755)	94,151	-
Net income 207,601	-	-	-	-	207,601	-
Balance at September 30, 2004 1,131,424	2,934,000	\$ -	\$ 907,427	\$ (77,755)	\$ 301,752	\$

See Accompanying Notes to Financial Statements.
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Prime Resources, Inc. and Subsidiaries
Consolidated Statements of Cash Flows (Unaudited)

<TABLE>
<CAPTION>

	Nine Months Ended September 30,	
	2004	2003
Cash Flows From Operating Activities:		
Net income	\$ 207,601	\$ 27,642
Adjustments to reconcile net income to net cash provided (used) by operating activities:		
Depreciation	36,711	50,311
Write-off of notes receivable from related parties	-	5,768

Change in deferred taxes	36,386	51,644
Unrealized gains on trading securities	(1,368)	-
Offering Costs	-	40,336
Changes in assets and liabilities:		
Accounts receivable	(98,255)	(152,156)
Interest receivable	(3,000)	-
Income tax receivable	33,354	-
Other assets	9,000	(25,050)
Accounts payable	36,166	(47,662)
Income tax payable	24,745	-
Accrued expenses	56,191	(18,664)
	-----	-----
Net cash provided (used) by operating activities	337,531	(67,831)
Cash Flows From Investing Activities:		
Purchase of trading securities	(105,215)	-
Purchases of equipment	(27,889)	(17,438)
Proceeds from sales of trading securities	3,376	-
	-----	-----
Net cash used in investing activities	(129,728)	(17,438)
Cash Flows From Financing Activities:		
Net proceeds from issuance of common stock	-	709,664
Payments on notes payable	(9,610)	(2,931)
	-----	-----
Net cash provided (used) by financing activities	(9,610)	706,733
	-----	-----
Net increase in cash and cash equivalents	198,193	621,464
Cash and cash equivalents at beginning of period	399,403	84,735
	-----	-----
Cash and cash equivalents at end of period	\$ 597,596	\$ 706,199
	=====	=====
Supplemental Cash Flow Information:		
Cash paid for interest	\$ 2,719	\$ 2,327
Cash paid for taxes	\$ 83,000	\$ -
Non Cash Activities:		
Purchase of fixed assets with long term note payable	\$ 30,822	\$ -

</TABLE>

See Accompanying Notes to Financial Statements.

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Prime Resources, Inc. and Subsidiaries
Notes to Financial Statements (unaudited)
September 30, 2004 and 2003

1. Presentation

The financial statements as of September 30, 2004 and 2003 and for the three and nine months ended September 30, 2004 and 2003, were prepared by the Company without audit pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, all necessary adjustments, which consist primarily of normal recurring adjustments, to the financial statements have been made to present fairly the financial position and results of operations and cash flows. The results of operations for the respective periods presented are not necessarily indicative of the results for the respective complete years. The Company has previously filed with the SEC an annual reports on Form 10-KSB which included audited financial statements for the two years ended December 31, 2003. It is suggested that the financial statements contained in this filing be read in conjunction with the statements and notes thereto contained in the Company's 10KSB filing.

2. Net income per common share

Net income (loss) per common share is computed based on the weighted-average number of common shares and, as appropriate, dilutive common stock equivalents outstanding during the period. Stock options and warrants are considered to be common stock equivalents.

Basic net income per common share is the amount of net income (loss) for the

period available to each share of common stock outstanding during the reporting period. Diluted net income (loss) per common stock outstanding during the reporting period and to each share that would have been outstanding assuming the issuance of common shares for all dilutive common stock equivalents outstanding during the period.

No changes in the computation of diluted earnings per share amounts are presented since the Company currently has no dilutive common stock equivalents.

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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. Forward looking 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 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") has been organized to potentially assume some of the core businesses or similar services of Prime, but is not operational or integrated to date. Unless otherwise specifically described in this report, the reference to Prime shall collectively mean both Prime and its two operating subsidiaries.

The principal business activity of Prime has been, and will continue to be for the foreseeable 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.

The insurance activities of Prime are primarily conducted through FBA. 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 licensed investment advisory firm. Prime Retirement is a potential start-up consulting entity, which has not commenced operations.

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

FBA Analysts:

3rd Quarter 2004 Gross Revenues	\$1,210,000
Net Profits	\$ 174,785
3rd Quarter 2003 Gross Revenues	\$ 723,845
Net Profits	\$ 17,168

Belsen Getty:

3rd Quarter 2004 Gross Revenues	\$ 155,879
Net Loss	\$ (10,276)
3rd Quarter 2003 Gross Revenues	\$ 107,284
Net Loss	\$ (61,919)

Management intends to attempt to grow the company through the acquisition of other insurance providers into the FBA entity, as well as developing new client relationships. 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. FBA is also currently negotiating potential marketing plans to expand its "Advantage Program" whereby it provides plan administration services along with selling insurance products. Additionally, 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. It intends to employ the majority of these funds for acquisitions to grow its core insurance services and products as generally discussed above. A more detailed description of the anticipated 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") public 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.

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To date, the company has expended approximately \$243,667 of the offering proceeds and has approximately \$465,997 remaining, which is reported under Item 5 of this report pursuant to SEC Rule 463. Most of the offering proceeds are yet to be employed for acquiring other insurance providers in an effort to grow our business.

The company's long term growth and potential to continue to realize profits is 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 ultimate success of Prime can be made or implied at this time.

As may be noted from the foregoing financial statements, the company experienced a profit of \$101,851 in calendar year 2003. For the second quarter of 2004 the company realized an after tax net profit of \$92,580 compared to a net loss of \$(47,553) in the comparable period of 2003.

In the current quarter we had net profits of \$49,630 on gross revenues of \$1,371,315. The comparable revenues and net loss for the third quarter of 2003 were \$818,141 and \$(51,264), respectively. We attribute this 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. Profit increases were limited because Prime also had a substantial increase in commission expenses and employee costs. Each person reviewing this report should understand that the company has only since 2003 had historical profits and that the year ending 2003 evidenced the first annual profit realized by the company since inception. The failure of the company to have a long history of 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.

Prime, including all subsidiaries, has twenty (20) full-time employees, two (2) part-time employees and forty-four (44) affiliated insurance or other agents.

As of September 30, 2004, the outstanding liabilities of the company were \$549,191, which is an increase of \$256,540 over the third quarter of 2003. Liabilities increased due mostly to greater agent commissions payable. The company has accumulated retained earnings from its inception as a corporate entity to September 30, 2004 of \$301,752.

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; United Health Care; Intermountain Health Care and Regence Blue Cross. Commissions for the placement of these products range from approximately 2-20%.

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The company currently has, as of September 30, 2004, approximately 637 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 but at different rates with the growth of the FBA business; and for the foreseeable future, will generate revenues substantially less than the FBA component of the business. As of September 30, 2004, FBA has approximately 637 customers and Belsen Getty has 416 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 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 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.

The utilization of these offering proceeds has not occurred as rapidly as initially contemplated due primarily to a paucity of suitable acquisition candidates. Accordingly, the company has expended more proceeds in acquiring capital assets, paying for client services and marketing costs than was initially intended. No warranty or assurance of the success of this proposed plan of operation can be made, but it is believed that there will remain 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.

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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, 2004, of approximately \$82,293, while maintaining a net worth of approximately \$1,131,424. It is not contemplated that any significant offering proceeds will be used to develop Prime Retirement LLC.

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 and 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 1st 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 are not otherwise 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 the following tabular format:

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

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

(i) Software/computer upgrades	\$4,371
(ii) Database work & website costs	\$5,688
(iii) Legal- primarily NASD listing	\$0
(iv) Working Capital	\$10,713
(v) Office equipment	\$3,546
(vi) Marketing	\$13,810
(vii) New Employees	\$4,833
(viii) New Marketing Coordinator	\$8,226
	\$51,187
Prior Offering Proceeds Expenditures (Previously Reported)	\$192,480

(2) Auditors. Child, Sullivan & Co. 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 2004 the trading range of the company's stock was as follows:

High	Low
\$6.90	\$5.50

(4) Annual Meeting. The company held its annual meeting of shareholders on June, 4, 2004. Wherein the nominated directors were re-elected and the choice of independent auditors was ratified by majority shareholder vote. Next year's meeting will be held at approximately the same time of the calendar year.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

99.1 Certification under Section 302 of the Sarbanes-Oxley Act of 2002

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.

(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: November 15, 2004 By: /s/ Terry M. Deru
Mr. Terry M. Deru
President, Director

Date: November 15, 2004 By: /s/ Andrew W. Limpert
Mr. Andrew W. Limpert
Director, Treasurer/CFO

CERTIFICATION-302

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: November 15, 2004

/s/ Terry M. Deru

Mr. Terry M. Deru President

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CERTIFICATION-302

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: November 15, 2004

/s/ Andrew W. Limpert

Mr. Andrew W. Limpert
Chief Financial Officer

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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, 2004, 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: November 15, 2004

/s/ Terry M. Deru
Mr. Terry M. Deru
President, Director

Date: November 15, 2004

/s/ Andrew W. Limpert
Mr. Andrew W. Limpert
CFO, Director

A signed original of this written statement required by Section 906 or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form with the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.