

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 MARCH 31, 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  
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04-3648721  
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(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  
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(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 March 31, 2005, No  
Par Value. Authorized - 50,000,000 common voting shares.

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Prime Resource, Inc.  
For The Quarter Ending March 31, 2005

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## Part I - Financial Information

Item 1. Financial Statements

### Prime Resource, Inc. and Subsidiaries Consolidated Balance Sheet (Unaudited) March 31, 2005

<TABLE>  
<CAPTION>

#### ASSETS

Current assets:

<S>	<C>
Cash	\$ 841,524
Accounts receivable	472,147
Interest receivable	12,333
Investments in marketable securities	424,817
Total current assets	1,750,821

Property and equipment, net	165,977
Notes receivable	40,000
Deferred tax assets	37,233
Other assets	9,001

Total assets	\$ 2,003,032
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#### LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:

Accounts payable	\$ 49,340
Income taxes payable	17,827
Accrued compensation, commissions and benefits	461,034
Notes payable, current portion	34,572
Deferred tax liabilities	129,829

Total current liabilities	692,602
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Notes payable, net of current portion	39,382
---------------------------------------	--------

Commitments and contingencies	-
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#### STOCKHOLDERS' EQUITY

Common stock, no par value, 50,000,000 authorized shares; 2,934,000 shares issued and outstanding	907,427
Treasury Stock	(79,013)

Retained earnings	442,634
Total stockholders' equity	1,271,048
Total liabilities and stockholders' equity	\$ 2,003,032

</TABLE>

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Prime Resource, Inc. and Subsidiaries  
Consolidated Statements of Operations (Unaudited)

<TABLE>  
<CAPTION>

	For the Three Months Ended March 31,	
	2005	2004
Revenues		
	-----	-----
<S>	<C>	<C>
Commissions	\$ 1,450,591	\$ 1,124,560
Investment and business advisory fees	149,178	151,186
Interest and dividends	5,306	3,804
	-----	-----
	1,605,075	1,279,550
Expenses		
Commissions	1,067,339	716,616
Compensation and benefits	349,103	320,453
General and administrative	122,999	120,329
Occupancy expense	10,023	29,318
Depreciation expense	37,138	11,990
Interest expense	1,319	928
	-----	-----
	1,587,921	1,199,634
Net operating income	17,154	79,916
Gains and (losses)		
Realized gains on trading securities	1,051	-
Unrealized gains on trading securities	84,710	2,802
	-----	-----
Net gains and (losses)	85,761	2,802
Net income before income taxes (benefits)	102,915	82,718
Income tax expense (benefit)	39,460	17,332
	-----	-----
NET INCOME	\$ 63,455	\$ 65,386
	=====	=====
Weighted average shares outstanding	2,934,000	2,934,000
Basic and fully diluted net income per share	\$0.02	\$0.02

</TABLE>

Prime Resource, Inc. and Subsidiaries

Consolidated Statements of Stockholders' Equity (Unaudited)

<TABLE> <CAPTION>					
	Common Shares	Amount	Treasury Stock	Retained Earnings	
Total	-----	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>	<C>
Balance at December 31, 2003 923,823	2,934,000	\$ 907,427	\$ (77,755)	\$ 94,151	\$
Net income 285,028	-	-	-	285,028	
-----	-----	-----	-----	-----	-----
Balance at December 31, 2004 1,208,851	2,934,000	907,427	(77,755)	379,179	
(1,258)		Treasury stock	-	(1,258)	-
63,455		Net income	-	-	63,455
-----	-----	-----	-----	-----	-----
1,271,048	Balance at March 31, 2005	2,934,000	\$ 907,427	\$ (79,013)	\$ 442,634
=====	=====	=====	=====	=====	=====
</TABLE>					

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Prime Resource, Inc. and Subsidiaries

Consolidated Statements of Cash Flows (Unaudited)

<TABLE> <CAPTION>			
	Three Months Ended		
	March 31, 2005	March 31, 2004	
	-----	-----	
Cash Flows From Operating Activities:			
<S>	<C>	<C>	
Net income	\$ 63,455	\$ 65,386	
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	37,138	11,990	
Unrealized gains on trading securities	(84,710)	(2,802)	
Realized gains on trading securities	(1,051)	-	
Changes in assets and liabilities:			
Accounts receivable	(37,933)	(28,814)	
Income taxes receivable	9,770	-	
Interest receivable	(1,000)	(1,000)	
Other assets	4,103	(2,794)	
Deferred tax assets	-	24,814	
Accounts payable	8,649	49,463	
Income taxes payable	17,827	-	

Accrued compensation	74,705	35,533
Deferred tax liabilities	16,915	(7,482)
	-----	-----
Net cash provided by operating activities	107,868	144,294
Cash Flows From Investing Activities:		
Purchase of trading securities	(50,606)	(27,851)
Purchase of equipment	(40,212)	(16,437)
Proceeds from sales of trading securities	2,566	3,376
	-----	-----
Net cash used in investing activities	(88,252)	(40,912)
Cash Flows From Financing Activities:		
Payments on notes payable	(4,238)	(3,202)
Purchase of treasury stock	(1,258)	-
	-----	-----
Net cash used in financing activities	(5,496)	(3,202)
	-----	-----
Net increase in cash and cash equivalents	14,120	100,180
Cash and cash equivalents at beginning of period	827,404	399,403
	-----	-----
Cash and cash equivalents at end of period	\$ 841,524	\$ 499,583
	=====	=====
Supplemental Cash Flow Information:		
Cash paid for interest	\$ 1,319	\$ 928
Cash paid for taxes	-	-

</TABLE>

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Prime Resource, Inc. and Subsidiaries  
Notes to Financial Statements (Unaudited)  
March 31, 2005  
Financial Statements (Unaudited)

1. Presentation

The financial statements as of March 31, 2005 and 2004 and for the three months ended March 31, 2005 and 2004, 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, 2004. 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 10-KSB filing.

2. Net income per common share

Net income 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 loss per common share is the amount of net loss for the period available to each share of common stock outstanding during the reporting period. Diluted net loss per common share is the amount of net loss for the period available to each share of 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 potential common shares 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.

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 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 recently 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 current 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. FBA is licensed as an insurance agency. 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 is 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:

1st Quarter 2005 Gross Revenues	\$ 1,447,634
Net Profits	\$ 131,911
1st Quarter 2004 Gross Revenues	\$ 1,132,060
Net Profits	\$ 194,764

Belsen Getty:

1st Quarter 2005 Gross Revenues	\$ 235,253
Net Profits	\$ 22,796
1st Quarter 2004 Gross Revenues	\$ 145,530
Net Loss	\$ (56,808)

Historically, management intended to attempt to grow the company primarily through the acquisition of other insurance providers 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 is attempting to research various related business activities, but has not commenced operations.

During the first quarter of 2005 it became increasingly clear to management that there were a paucity of suitable insurance brokerage 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.

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. 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 first 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 \$ 392,086.33 of the offering proceeds and has approximately \$ 354,855.67 remaining which is more particularly reported under Item 5 of this report pursuant to SEC Rule 463. The remaining offering proceeds are yet to be employed and are being reserved for potential acquisitions and other business expansion and marketing concepts.

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 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.

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As may be noted from the foregoing financial statements, the company experienced a profit of \$ 285,028 in calendar year 2004. For the first quarter of 2005 the company realized an after-tax net profit of \$ 63,455 compared to \$ 65,386 in the comparable period of 2004.

In the current quarter we had net profits of \$ 63,455 on gross revenues of \$ 1,605,075. The comparable revenues for the first quarter of 2004 were \$ 1,124,560 revenues and \$ 65,386 profits. We attribute this revenue growth primarily to the increased marketing of our services and products to new clients and the expanded agent recruiting due to our "Advantage Program". Also, Prime has increased its client base and commissions. Profit changes were small 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 had historical 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, has 19 full-time employees, 1 part-time employee and 51 affiliated commission based insurance or other agents.

As of March 31, 2005, the outstanding current liabilities of the company were \$ 692,602 which is an increase of \$ 106,753 over the year end of 2004. Liabilities increased due to greater agent commissions, deferred tax liabilities and the current portion of notes payable. The company has accumulated retained earnings from its inception as a corporate entity to March 31, 2005 of \$ 442,634.

#### Products and Markets

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

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%.

The company currently has, as of March 31, 2005, approximately 505 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 human resource 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

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insurance funded products sold to various individuals and entities which then require pension fund management. The compensation for these valuable services is 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 March 31, 2005, FBA has approximately 505 customers and Belsen Getty has 520 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 March 31, 2005 there remained \$ 354,855.67 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.

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 March 31, 2005, of approximately \$73,954, while maintaining a net worth of approximately \$ 1,271,048. It is not contemplated that any significant offering proceeds will be used to develop Prime Retirement LLC.

#### Risk Factors

There is a significant new risk factor to shareholders as 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

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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	
		N/A	
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	

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

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(i) Software/computer upgrades	\$ 2,196.92
(ii) Database work & website costs	\$ 5,235.78
(iii) Legal-primarily NASD listing	\$
(iv) Working Capital	\$ 7,303.98
(v) Office equipment	\$ 2,562.11
(vi) Marketing	\$ 1,316.51
(vii) New Employees	\$
(viii) New Marketing Coordinator	\$



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: May 16, 2005

/s/ Terry M. Deru  
-----  
Mr. Terry M. Deru President

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: May 16, 2005

/s/ Andrew W. Limpert

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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 March 31, 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: May 16, 2005

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

Date: May 16, 2005

/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.