

Consolidated Statements of Operations (Unaudited) - For the three months ended June 30, 2005, and for the three months ended June 30, 2004; and for the comparable six month periods ending June 30, 2005 and June 30, 2004.

Consolidated Statements of Shareholders' Equity for Jan 1, 2003 through June 30, 2005 .

Consolidated Statements of Cash Flows (Unaudited) - For the six months ended June 30, 2005, and for the six months ended June 30, 2004.

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Part I - Financial Information

Item 1. Financial Statements

Prime Resource, Inc. and Subsidiaries
Consolidated Balance Sheet (Unaudited), June 30, 2005

<TABLE>
<CAPTION>

	June 30, 2005

ASSETS	
Current Assets:	
<S>	<C>
Cash	\$ 628,870
Accounts receivable	557,264
Interest receivable	23,333
Trading securities	307,663
Note receivable	250,000

Total Current Assets	1,767,130

Leasehold improvements and equipment, net of accumulated depreciation and amortization of \$225,464	172,138
Notes receivable	40,000
Deferred tax assets	37,233
Other assets	13,093

Total Assets	\$ 2,029,594
	=====
LIABILITIES AND STOCKHOLDERS' EQUITY	
Current Liabilities:	
Accounts payable	\$ 47,208
Accrued compensation, commissions and benefits	540,900
Notes payable, current portion	42,476
Income taxes payable	9,898
Deferred tax liabilities	97,940

Total Current Liabilities	738,422

Notes payable, net of current portion	26,468
Commitments and contingencies	-

STOCKHOLDERS' EQUITY	
Common stock, no par value, 50,000,000 authorized shares; 2,960,900 shares issued and 2,944,200 shares outstanding	934,677
Treasury stock	(82,058)
Retained earnings	412,085

Total stockholders' equity	1,264,704

Total Liabilities and Stockholders' Equity	\$ 2,029,594
	=====

</TABLE>

See accompanying notes.

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

<TABLE>
<CAPTION>

June 30,	Six Months Ended June 30,		Three Months Ended	
	2005	2004	2005	
2004				
	-----	-----	-----	-----
Revenues				
<S>	<C>	<C>	<C>	
<C>				
Commissions	\$ 3,172,566	\$ 2,345,234	\$ 1,721,975	\$
1,220,674				
Investment and business advisory fees	337,973	324,935	188,794	
173,750				
Interest and dividends	21,026	7,737	15,720	
3,933				
	-----	-----	-----	-----
	3,531,565	2,677,906	1,926,489	
1,398,357				
Expenses				
Commissions	2,311,061	1,510,789	1,243,724	
794,173				
Compensation and benefits	806,034	633,667	456,931	
313,214				
General and administrative	242,927	212,314	119,927	
91,984				
Occupancy expense	20,432	56,285	10,409	
26,967				
Depreciation expense	75,142	23,943	38,005	
11,953				
Interest expense	1,913	1,758	595	
830				
	-----	-----	-----	-----
	3,457,509	2,438,756	1,869,591	
1,239,121				
	-----	-----	-----	-----
Net operating income	74,056	239,150	56,898	
159,236				
	-----	-----	-----	-----
Gains and losses				
Unrealized (loss) gains on trading securities	(17,395)	862	(102,105)	
(1,940)				
Other gains (losses)	(111)	-	(1,162)	
-				
	-----	-----	-----	-----
Net gains (losses)	(17,506)	862	(103,267)	
(1,940)				
	-----	-----	-----	-----
Net income (loss) before income taxes (benefits)	56,550	240,012	(46,369)	
157,296				

Income tax expense (benefit) 64,716	23,644	82,048	(15,816)	
-----	-----	-----	-----	-----
NET INCOME (LOSS) (92,580)	\$ 32,906	\$ 157,964	\$ (30,553)	\$
=====	=====	=====	=====	
Weighted average shares outstanding 2,934,000	2,933,906	2,934,000	2,934,511	
Basic and fully diluted net income (loss) per share (0.03)	\$ 0.01	\$ 0.05	\$ (0.01)	\$

</TABLE>

See accompanying notes.

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Prime Resource, Inc. and Subsidiaries
Consolidated Statements of Stockholders' Equity (Unaudited)

<TABLE>
<CAPTION>

Total	Common Stock Shares	Common Stock Amount	Treasury Stock	Retained Earnings (Deficit)
-----	-----	-----	-----	-----
<S> <C>	<C>	<C>	<C>	<C>
Balance at January 1, 2003 \$ 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 285,028	-	-	-	285,028
-----	-----	-----	-----	-----
Balance at December 31, 2004 \$ 1,208,851	2,934,000	907,427	\$ (77,755)	\$ 379,179
Common stock issued for services 27,250	10,900	27,250	-	-
Treasury stock (4,303)	(700)	-	(4,303)	-
Net income - period ended June 30, 2004 32,906	-	-	-	32,906
-----	-----	-----	-----	-----
Balance at June 30, 2005 \$ 1,264,704	2,944,200	\$ 934,677	\$ (82,058)	\$ 412,085
=====	=====	=====	=====	=====

</TABLE>

See accompanying notes.

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

<TABLE>
<CAPTION>

	Six Months Ended June 30, 2005	2004
	-----	-----
Cash Flows From Operating Activities:		
<S>	<C>	<C>
Net income	\$ 32,906	\$ 157,964
Adjustments to reconcile net income to net cash provided (used) by operating activities:		
Depreciation and amortization	75,142	23,943
Write-off of notes receivable from related parties	-	-
Change in deferred taxes	(14,974)	31,880
Realized loss on trading securities	111	-
Unrealised (losses) on trading securities	(17,395)	(862)
Issuance of shares for services	27,250	-
Changes in assets and liabilities:		
Accounts receivable	(123,050)	(50,829)
Interest receivable	(12,000)	(2,000)
Income tax receivable	9,770	33,354
Other assets	11	9,000
Accounts payable	6,517	25,277
Income tax payable	9,898	(15,373)
Accrued expenses	154,571	53,080
	-----	-----
Net cash provided by operating activities	183,547	265,434
Cash Flows From Investing Activities:		
Purchase of trading securities	(53,876)	(29,914)
Purchases of equipment	(84,377)	(20,121)
Treasury stock	(4,303)	-
Notes receivable	(250,000)	-
Proceeds from sales of trading securities	19,723	3,376
	-----	-----
Net cash used in investing activities	(372,833)	(46,659)
Cash Flows From Financing Activities:		
Payments on notes payable	(9,248)	(5,519)
	-----	-----
Net cash used in financing activities	(9,248)	(5,519)
	-----	-----
Net increase (decrease in cash and cash equivalents)	(198,534)	213,256
Cash and cash equivalents at beginning of period	827,404	399,403
	-----	-----
Cash and cash equivalents at end of period	\$ 628,870	\$ 612,659
	=====	=====
Supplemental Cash Flow Information:		
Cash paid for interest	\$ 1,913	\$ 928
Cash paid for taxes	\$ 24,000	\$ 58,100

</TABLE>

See accompanying notes.

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Prime Resource, Inc. and Subsidiaries
Notes to Financial Statements (unaudited)
June 30, 2005

1. Presentation

The financial statements as of June 30, 2005 and 2004 and for the three and six months ended June 30, 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 annual reports on Form 10-KSB which included audited financial statements for the two years previously ending 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 income per common share is the amount of net income for the period available to each share of common stock outstanding during the reporting period. Diluted net income per common share is the amount of net income 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 no potentially dilutive securities have been granted or issued.

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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. The statements are based on current expectations, are inherently uncertain, are subject to risks, and should be viewed with caution. Actual results from experience may differ materially from the forward-looking statements as a result of many factors, including changes in economic conditions in the markets served by the company, increasing competition, fluctuations in prices and demand, and other unanticipated events and conditions. It is not possible to foresee or identify all such factors. The company makes no commitment to update any forward-looking statement or to disclose any facts, events, or circumstances after the date hereof that may affect the accuracy of any forward-looking statement.

Plan of Operation

Prime Resource, Inc. ("Prime") is a Utah Corporation which was organized and filed of record on March 29, 2002 as a successor entity to Prime, LLC, (a Utah limited liability company). Prime is an integrated business entity that conducts all of its actual business activities through its wholly owned subsidiaries: Belsen Getty, LLC ("Belsen Getty") and Fringe Benefit Analysts, LLC ("FBA"). Prime Retirement Services, LLC, ("Prime Retirement") has previously 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 broker. Belsen Getty supplies collateral services related primarily to formation and funding of pension and investment management programs, as well as retirement planning and general business and financial consulting. Belsen Getty is a licensed investment advisory firm. Prime Retirement is a potential start-up consulting entity which has not commenced operations and has been closed as a business entity during the 2nd quarter of 2005.

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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:

2nd Quarter 2005 Gross Revenues	\$ 1,721,975
Net Profits	\$ 150,058
2nd Quarter 2004 Gross Revenues	\$ 1,220,674
Net Profits	\$ 203,253

Belsen Getty:

2nd Quarter 2005 Gross Revenues	\$ 85,564
Net Profits	\$ (104,572)
2nd Quarter 2004 Gross Revenues	\$ 177,683
Net Profits	\$ (733)

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.

During the first and second quarters of 2005, it became increasingly clear to management that there were a paucity of suitable insurance company 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. Further, FBA is allowing access to the Advantage Program for competitors for a negotiated percentage of their gross revenues.

The company completed an initial public offering of its shares on June 16, 2003 in which it raised \$750,000 in gross proceeds and \$709,664 in net proceeds. Its stated intention was to employ the majority of these funds for acquisitions to grow its core insurance services and products as generally discussed above. During the second 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 \$ 379,072 of offering proceeds and has approximately \$330,591 remaining which is more particularly reported under Item 5 of this report pursuant to SEC Rule 463. The balance of the offering proceeds are yet to be employed and are being reserved for reviewing and potentially acquiring other businesses or 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.

The company experienced a profit of \$285,028 in calendar year 2004. For the second quarter of 2005 the company realized an after tax net loss of \$(30,553) compared to \$(92,580) in the comparable period of 2004.

In the current quarter we had net losses of \$(30,553) on gross revenues of \$1,926,489. The comparable revenues for the second quarter of 2004 were \$1,398,357 and \$(92,580) in net losses. 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. After tax losses for the quarter were a result of Prime 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 18 full-time employees, 1 part-time employee and 49 affiliated commission based insurance or other agents.

As of June 30, 2005, the outstanding current liabilities of the company were \$695,946 which is an increase from \$585,849 for the year end 2004. Liabilities increased due to greater agent commissions. The company has an accumulated retained earnings from its inception as a corporate entity to June 30, 2005 of \$412,085.

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

FBA currently has, as of June 30, 2005, approximately 514 customers who are receiving ongoing insurance coverage and related services from FBA. FBA also has what it believes to be a unique program related to its insurance activities in which it acts as a plan developer and facilitator for various insurance programs such as COBRA, HIPAA and State continuation plans and other insurance related plans that require ongoing filing and consulting/management services. These services have previously been described as the "Advantage Program". FBA believes it has been successful in growing its business through supplying the advantage services at no additional cost to the insurance client. The company also believes it has been successful in maintaining a profit, while providing these services without additional cost to the client, by obtaining discounts from service providers who provide these ongoing management services.

Belsen Getty supplies investment advisory and pension management services to various clients of Prime. Some, but not all, of these clients are referred by FBA incident to completion of insurance funded products sold to various individuals and entities which then require pension fund management. The compensation for these valuable services are derived on a fee basis. The fees range from 25 basis points to 125 basis points per year depending upon the size of the portfolio or program managed. There are no commissions paid on investment products and the assets are held by third party custodians, such as various brokerage firms. It is anticipated that the Belsen Getty portion of the business will grow concurrently with the growth of the FBA business, but for the foreseeable future will generate revenues substantially less than the FBA component of the business. As of June 30, 2005, FBA has approximately 514 customers and Belsen Getty has 481 clients.

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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 June 30, 2005 there remained \$330,591 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 June 30, 2005, of approximately \$68,944, while maintaining a net worth of approximately \$1,264,704.

Recent Developments

During the second quarter, Prime has been involved in potential merger, acquisition or share exchange discussions with several companies for the purposes of obtaining a new business purpose as previously described. All of these negotiations have been preliminary and none of them have resulted to the date of this Report in any definitive agreement. All interested parties and each shareholder are advised that should Prime reach a definitive reorganization acquisition, or other similar type of agreement, it will promptly file an 8-K report with the Securities and Exchange Commission (SEC) generally outlining the terms of that agreement. The company would also intend to post the general terms of such agreement on its company website and may issue a corresponding press release. It is also anticipated that most types of reorganization proposals in a definitive state would require shareholder approval for which your vote, as a shareholder, would be solicited through a normal proxy solicitation process.

The form of most of these negotiations, to date, has generally revolved around Prime discussing acquiring a new unrelated business purpose for the issuance of additional stock with the concurrent reduction of the principal shareholders

presently issued stock in consideration for the spin-off to those principals of the existing insurance and investment advisory related services of Prime. It should be noted, however, that no assurance or warranty that any type of reorganization can be completed is made or implied by this general discussion; nor, should one assume that the final form of any definitive agreement would follow the general outline of prior discussions described by this paragraph.

At present the company remains in continuing negotiations with one potential acquisition candidate and should a definitive agreement be reached with this potential candidate, the disclosures and filings described above would be promptly made available to shareholders and other interested parties in public filings as described above. The company is committed to continue actively pursuing some type of acquisition or reorganization candidate to advance its business purposes as a public company through a form of business enterprise which it believes would be more profitable and more compatible with the public nature of the company.

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 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

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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 6/16/2003	\$750,000 Gross Proceeds	\$709,664 Net Proceeds
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

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

(i) Software/computer upgrades	\$ 4,315.70
(ii) Database work & website costs	\$ 2,907.92
(iii) Legal-primarily NASD listing	\$
(iv) Working Capital	\$ 5,212.25
(v) Office equipment	\$ 5,355.84

(vi) Marketing	\$ 2,505.12
(vii) New Employees	\$
(viii) New Marketing Coordinator	\$
(ix) Client gifts and costs	\$ 3,967.81

	\$ 24,264.81
	=====
Prior Offering Proceeds Expenditures (Previously Reported)	\$ 354,808.30
Remaining Net Proceeds	\$ 330,591

(2) Auditors. Child, Sullivan and Company 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 second quarter of 2005 the trading range of the company's stock was as follows:

High	Low
\$5.5	\$2.5

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(4) Annual Meeting. The company held its annual meeting of shareholders on the 5th of June 2004, wherein the nominated directors were re-elected and the choice of independent auditors was ratified by majority shareholder vote. No meeting date in 2005 has presently been set.

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: August 15, 2005 By: /s/ Terry M. Deru

Mr. Terry M. Deru
President, Director

Date: August 15, 2005 By: /s/ Andrew W. Limpert

Mr. Andrew W. Limpert

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: August 15, 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: August 15, 2005

/s/ Andrew W. Limpert

Mr. Andrew W. Limpert
Chief Financial Officer

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

In connection with the Quarterly Report of Prime Resource, Inc. (the "Company") on Form 10-QSB for the period ending 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, 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: August 15, 2005 /s/ Terry M. Deru
Mr. Terry M. Deru
President, Director

Date: August 15, 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.