

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-QSB/A
(Amendment No. 1)
(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.

(Exact name of registrant as specified in its charter)

Utah 04-3648721

(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) 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 March 31, 2005, No
Par Value. Authorized -50,000,000 common voting shares.

1

INDEX

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

Part I. Financial Information

Item 1. Financial Statements

Consolidated Balance Sheet -March 31, 2005 (Unaudited) .

Consolidated Statements of Operations (Unaudited) -For
the three months ended March 31, 2005, and for the three
months ended March 31, 2004; .

Consolidated Statements of Shareholders' Equity
(Unaudited) as of March 31, 2005 and December 31, 2004.

Consolidated Statements of Cash Flows (Unaudited) -For
the three months ended March 31, 2005, and for the three
months ended March 31, 2004.

Notes to Condensed Financial Statements (Unaudited) -March 31, 2005

Item 2. Management's Discussion and Analysis of Financial Condition or Plan of
Operation.

Item 3. Controls and Procedures

Part II. Other Information

Item 5. Other Matters

Item 6. Exhibits and Reports on Form 8-K

Signatures

Certifications

2

Part I -Financial Information

Item 1. Financial Statements

Prime Resource, Inc. and Subsidiaries
Consolidated Balance Sheet (Unaudited)
March 31, 2005
(Restated - note 4)

ASSETS

<TABLE>

<CAPTION>

Current assets:

<S>	<C>	
Cash	\$	841,524
Accounts receivable		472,147
Interest receivable		12,333
Deferred tax assets		9,205
Investments in trading securities		19,160

Total current assets		1,354,369
----------------------	--	-----------

Property and equipment, net		165,977
Notes receivable		40,000
Deferred tax assets		37,233
Investments in non-trading securities		60,000
Other assets		9,001

Total assets	\$	1,666,580
		=====

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

Total current liabilities		562,773
---------------------------	--	---------

Notes payable, net of current portion		39,382
---------------------------------------	--	--------

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		(79,013)
Retained earnings		236,011

Total stockholders' equity		1,064,425

Total liabilities and stockholders' equity	\$	1,666,580
		=====

</TABLE>

See notes to financial statements.

3

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

<TABLE>
<CAPTION>

	For the Three Months Ended March 31,	
	2005	2004
	----- (Restated - note 4)	
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 gain/loss on trading securities	(3,135)	2,802
	-----	-----
Net gains and (losses)	(2,084)	2,802
	-----	-----
Net income before income taxes (benefits)	15,070	82,718
Income tax expense (benefit)	4,322	17,332
	-----	-----
NET INCOME	\$ 10,748	\$ 65,386
	=====	=====
Weighted average shares outstanding	2,934,000	2,934,000
Basic and fully diluted net income per share	\$0.00	\$0.02

See notes to financial statements.

4

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

<TABLE>
<CAPTION>

	Common Shares	Common Amount	Treasury Stock	Retained Earnings	Total
	-----	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>	<C>
Balance at December 31, 2003	2,934,000	\$ 907,427	\$ (77,755)	\$ 94,151	\$ 923,823
Net income	-	-	-	131,112	131,112
	-----	-----	-----	-----	-----
Balance at December 31, 2004	2,934,000	907,427	(77,755)	225,263	1,054,935
Treasury stock	-	-	(1,258)	-	-

(1,258)						
	Net income	-	-	-	10,748	10,748
-		-----	-----	-----	-----	-----
	Balance at March 31, 2005 (Restated - note 4)	2,934,000	\$ 907,427	\$ (79,013)	\$ 236,011	\$ 1,064,425
		=====	=====	=====	=====	=====

</TABLE>

See notes to financial statements.
5

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

<TABLE>
<CAPTION>

	Three Months Ended	
	March 31, 2005	March 31, 2004
	-----	-----
	(Restated - note 4)	
Cash Flows From Operating Activities:		
<S>	<C>	<C>
Net income	\$ 10,748	\$ 65,386
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	37,138	11,990
Unrealized gains/losses on trading securities	3,135	(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	(9,205)	24,814
Accounts payable	8,649	49,463
Income taxes payable	17,827	-
Accrued compensation	74,705	35,533
Deferred tax liabilities	(9,018)	(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>

See notes to financial statements.
6

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

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, 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 report 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.

7

3. Segment Information

FBA Analysts:

1st Quarter 2005 Gross Revenues	\$ 1,450,591
Net Profits	\$ 131,911

1st Quarter 2004 Gross Revenues	\$ 1,124,560
Net Profits	\$ 194,764

Belsen Getty:

1st Quarter 2005 Gross Revenues	\$ 149,178
Net Loss	\$ (35,217)
1st Quarter 2004 Gross Revenues	\$ 151,186
Net Loss	\$ (124,967)

Prime and Other:

1st Quarter 2005 Gross Revenues	\$ 5,306
Net Loss	\$ (85,946)
1st Quarter 2004 Gross Revenues	\$ 3,804
Net Loss	\$ (4,411)

4. Restatement

Subsequent to the issuance of its previous interim financial statements as of and for the period(s) ended March 31, 2005, the Company reevaluated its portfolio of investments and concluded that certain securities previously classified as trading securities did not qualify as such, and accordingly, restated its statements of operations to adjust unrealized gain or loss on trading securities. The restatement resulted in a year to date reduction in unrealized gains on trading securities from \$84,710 to losses of \$3,135 and a corresponding decrease in income tax expense from \$39,460 to \$4,322, resulting in after tax decrease in net income of \$52,707 from \$63,455 to \$10,748. The restatement also resulted in a reduction in trading securities (at fair value) on the balance sheet from \$424,817 to \$19,160, an increase in Investments in non-trading securities (recorded at cost) of \$60,000, and a reduction of deferred tax liabilities of \$139,025 from \$129,820 to a deferred tax asset of \$9,205, and a reduction in retained earnings of \$206,623. The restatement resulted in a decrease of basic and fully diluted earnings per share of \$.02 per share. The financial statements for the calendar year ended December 31, 2004 were also restated for the same adjustment. Corresponding adjustments for the fiscal year to date ending March 31, 2004 were immaterial to the March 31, 2004 interim financial statements.

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:

Item 2. Management's Discussion and Analysis of Financial Condition or Plan of Operation (continued)

FBA Analysts:

1st Quarter 2005 Gross Revenues	\$ 1,450,591
Net Profits	\$ 131,911
1st Quarter 2004 Gross Revenues	\$ 1,124,560
Net Profits	\$ 194,764

Belsen Getty:

1st Quarter 2005 Gross Revenues	\$ 149,178
Net Loss	\$ (35,217)
1st Quarter 2004 Gross Revenues	\$ 151,186
Net Loss	\$ (124,967)

Prime and Other:

1st Quarter 2005 Gross Revenues	\$ 5,306
Net Loss	\$ (85,946)
1st Quarter 2004 Gross Revenues	\$ 3,804
Net Loss	\$ (4,411)

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.

The company's large revenue accrual estimates tend to be fairly accurate due to their short term nature. The actual payment is received before the end of the reporting period thus removing questions regarding the accuracy of the estimates.

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.

As may be noted from the foregoing financial statements, the company experienced a profit of \$ 131,112 in calendar year 2004. For the first quarter of 2005 the company realized an after-tax net profit of \$ 10,748 compared to \$ 65,386 in the comparable period of 2004.

10

Item 2. Management's Discussion and Analysis of Financial Condition or Plan of Operation (continued)

In the current quarter we had net profits of \$ 10,748 on gross revenues of \$1,605,075. The comparable revenues for the first quarter of 2004 were \$1,279,550 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. We will continue to attempt to partner with insurance agencies that may enhance our product mix or revenue potential and offer a symbiotic relationship. The size of the agencies that affiliate with FBA will have an impact on profit margins. Larger agencies receive a larger percentage of gross commissions they produce, thus lowering FBA's margins as a percentage of gross revenues. Expenses for the period increased in part due to the hiring of additional staff and increased payments to staff members and affiliated agents whose compensation is somewhat tied to revenue. 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 \$562,773, which is an increase of \$ 80,820 over the year end of 2004.

Liabilities increased due to greater agent commissions payable, 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 \$236,011.

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.

11

Item 2. Management's Discussion and Analysis of Financial Condition or Plan of Operation (continued)

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 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 \$ 1,064,425. 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's Board maintains controls and procedures designed to provide reasonable assurance that information required to be disclosed in the reports that the Company files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Based upon their evaluation of those controls and procedures performed as of the end of the period covered by the report in conforming with SEC Item 307 of Regulation S-B, the chief executive officer and the principal financial officer of the Company concluded that the Company's disclosure controls and procedures are not effective at a reasonable assurance level for its present activities under the foregoing rule in consideration of the restatement of certain financial statements by Prime. The Company identified the following material weakness: 1) the lack of sufficient knowledge and experience among the internal accounting personnel regarding the application of US GAAP and SEC requirements; 2) insufficient written policies and procedures for accounting and financial reporting with respect to the current requirements and application of US GAAP and SEC disclosure requirements. The Company knows of no fraudulent activities within the Company or any material accounting irregularities. The Company currently does not have an independent audit committee. The Company is advised that an independent audit committee is not required for Electronic Bulletin Board Listings, but will further review the advisability and feasibility of establishing such a committee in the future.

12

Item 3. Controls and Procedures (Continued)

- (b) Changes in internal controls. The Company made no further significant changes in its internal controls during the quarter ended March 31st, 2005. In October 2005 Prime was made aware of certain accounting irregularities pursuant to an SEC notice and comment pertaining to its earlier filed periodic reports for the year ending in 2004 and the first two quarters of 2005. We now report retroactively and generally that the within report contains changes and restates certain financial information, as well as the included changes in management's discussion and analysis. In particular, this section pertaining to controls and procedures describes action taken to ensure more accurate and effective accounting controls and procedures. In addition to the following general discussion, these matters are more fully discussed in our 10-QSB/A report for the period ending September 30, 2005. During November 2005, the Company has engaged the services of an outside accounting professional which has significant expertise in the application of US GAAP and SEC reporting requirements to advise the Company in the preparation of their financial statements. The Company plans to further implement written policy and procedures for accounting and financial statement preparation in accordance current and future requirements of SEC Item 307 of Regulation S-B and SOX 404. The Company has not currently estimated the cost of implementing these changes in controls and procedures.
- (c) Should the company subsequently seek a listing on an exchange or any full NASD listing, such as the NASDAQ small cap markets, it is aware that other accounting/auditing standards, such as the establishment of an independent audit committee, may be required.
- (d) The company is aware of the general standards and requirements of the Sarbanes-Oxley Act and has implemented procedures and rules to comply, so far as applicable, such as a prohibition on company loans to management and affiliates.

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
3. Costs of offering including legal, accounting, filing fees,	\$40,336	N/A

consulting and miscellaneous
(No commissions were paid)

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:

13

(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	\$
(ix) Client gifts and costs	\$

	\$ 18,615.30
	=====
Prior Offering Proceeds Expenditures (Previously Reported)	\$ 336,193
Remaining Net Proceeds	\$ 354,855

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

Trading Range
High \$6.20 Low \$5.00

(4) Annual Meeting. The company held its annual meeting of shareholders on June 5 th, 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.

14

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

31.1 and 31.2 Certifications under Section 302 of the Sarbanes-Oxley Act of 2002

32.1 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: January 5, 2006

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

Date: January 5, 2006

By: /s/ Andrew W. Limpert
Mr. Andrew W. Limpert
Director, Treasurer/CFO

CERTIFICATION PURSUANT TO
SECURITIES EXCHANGE ACT OF 1934: RULES 13a-14, 13a-15, 15d-14, and 15d-15
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Terry Deru, certify that:

- (1) I have reviewed this report on Form 10-QSB/A (Amendment No.1) of Prime Resource, Inc;
- (2) Based on my knowledge, this 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 report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report fairly present in all material respects the financial condition, results of operations and cash flows of the small business as of, and for, the periods presented in this report.
- (4) The small business issuer's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15e and 15d-15(e) and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure the material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
- (5) The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation, of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

DATE: January 5, 2006

___/s/ Terry M. Deru _____
Signature

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Terry M. Deru, Chief Executive Officer

CERTIFICATION PURSUANT TO
SECURITIES EXCHANGE ACT OF 1934: RULES 13a-14, 13a-15, 15d-14, and 15d-15
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Andrew Limpert, certify that:

- (1) I have reviewed this report on Form 10-QSB/A (Amendment No. 1) of Prime Resource, Inc;
- (2) Based on my knowledge, this 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 report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report fairly present in all material respects the financial condition, results of operations and cash flows of the small business as of, and for, the periods presented in this report.
- (4) The small business issuer's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15e and 15d-15(e) and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure the material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
- (5) The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation, of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

DATE: January 5, 2006

_____/s/ Andrew Limpert_____
Signature

- _____
Andrew Limpert, Chief Financial Officer

