



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-7010

Mail Stop 3010

March 30, 2010

Spiros Sinnis  
President and CEO  
Prime Estates & Development, Inc.  
4709 West Golf Rd., Suite 425  
Skokie, Illinois 60076

**Re: Prime Estates & Development, Inc.  
Amendment No. 5 to Form S-1 Registration Statement on Form S-11  
Filed March 29, 2010  
File No. 333-162597**

Dear Mr. Sinnis:

We have reviewed your filing and have the following comments. Where indicated, we think you should revise your document in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with supplemental information so we may better understand your disclosure. After reviewing this information, we may or may not raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or on any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

General

1. Please submit your entire response letter dated March 26, 2010 on EDGAR, including exhibits.

Statements of Operations, page F-3

2. Please revise to include in a separate column the audited period referenced in your independent accountants report. This comment also applies to your Statements of Cash Flows on page F-4. Please see ASC 915-205 for reference.

3. Please revise to properly identify unaudited periods as being unaudited. This comment also applies to your Statements of Cash Flows on page F-4.

Note 1 – Organization and Nature of Business

Summary of Significant Accounting Policies, page F-6

4. Please disclose your policy for imputing interest and your basis for determining the appropriate rate of interest, as disclosed in your previous amendment.

Note 3 – Capital Structure, page F-7

5. Your disclosure under this heading indicates that in September 2009, you sold 392,000 shares of common stock to 43 accredited investors. However, we note that your disclosure on page 35 states that these sales took place in October. Please clarify to us when such sales took place and revise your disclosures accordingly.

Exhibit 23.1

6. Please file the consent of your independent accountants with your next amendment.

\* \* \* \* \*

As appropriate, please amend your filing in response to these comments. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested supplemental information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings reviewed by the staff to be certain that they have provided all information investors require for an informed decision. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comments, in the event the company requests acceleration of the effective date of the pending registration statement, it should furnish a letter, at the time of such request, acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking

any action with respect to the filing;

- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in connection with our review of your filing or in response to our comments on your filing.

We will consider a written request for acceleration of the effective date of the registration statement as a confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. We will act on the request and, pursuant to delegated authority, grant acceleration of the effective date.

We direct your attention to Rules 460 and 461 regarding requesting acceleration of a registration statement. Please allow adequate time after the filing of any amendment for further review before submitting a request for acceleration. Please provide this request at least two business days in advance of the requested effective date.

You may contact William Demarest at (202) 551-3432 or Jessica Barberich at (202) 551-3782 if you have questions regarding comments on the financial statements and related matters. Please contact Phil Rothenberg at (202) 551-3466 or me at (202) 551-3401 with any other questions.

Sincerely,

Jennifer Gowetski  
Senior Staff Attorney

cc: Michael T. Williams, Esq.  
Williams Law Group, P.A.  
Via Facsimile: (813) 832-5284