F3 Technologies, Inc.

Part A General Company Information

Item I The exact name of the issuer and the address of its principal executive offices.

F3 Technologies, Inc.
Formerly American Uranium Mining, Inc. until April 2008
Formerly Ithaca Industries, Inc. until July 2007
Formerly New Ithaca Corporation

1111 Alderman Drive, Suite 210
Alpharetta, GA 30005
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Item 2 Shares Outstanding

For Fiscal Year Ending December 31, 2010

	# of Shares Authorized	# of Shares Outstanding	Public Float	Total # of Shareholders	Total # of Beneficial Shareholders
Common Stock	200,000,000	99,978,218	54,586,993	52	Unknown
Preferred Stock	200,000,000	2,000,000	0	1	1

For Fiscal Year Ending December 31, 2011

	# of Shares Authorized	# of Shares Outstanding	Public Float	Total # of Shareholders	Total # of Beneficial Shareholders
Common Stock	1,000,000,000	350,844,882	240,753,657	63	Unknown
Preferred Stock	200,000,000	2,000,000	0	1	1

For Fiscal Quarter Ending June 30, 2012

	# of Shares Authorized	# of Shares Outstanding	Public Float	Total # of Shareholders	Total # of Beneficial Shareholders
Common Stock	1,000,000,000	591,271,105	590,179,880	66	Unknown
Preferred Stock	200,000,000	2,000,000	0	1	1

Item 3 Interim financial statements

Interim financials are attached in Appendix A.

1) Balance Sheet - Appendix A
2) Statement of Income – Appendix A
3) Statement of Cash Flows – Appendix A
4) Statement of changes in stockholders' equity – Appendix A
5) Financial Notes – Appendix A.
6) Audit Letter – unaudited

Item 4 Management's Discussion and Analysis or Plan of Operation

Plan of Operation

1. Describe the issuer's plan of operation for the next 12 months -

   i. Summary of any Product Initiatives

   - Interaction Community Systems™ is currently being deployed and installed in more than 80 communities and churches through direct sales, internet marketing, word of mouth, referrals and reseller agreements.

During the 1st Qtr 2010, the Company focused attention on:

- Responding to customer behavior, reducing operating costs and optimizing our resources. We launched the ICS Support News to keep customers abreast of changes and future plans for the application and designed an automated registration process. This registration initiative will allow member associations the opportunity to purchase and build their community without the involvement from the Company.
- The development and nurturing of strategic reseller relationships that expand our sales reach in different geographic markets, compliment our service offerings and enhance our revenue opportunity. The effort is now bearing fruit as we received the first revenue from our advertising partner in Georgia and reseller in Illinois.
- The expansion of key service offerings, such as Virtual Management and Website Management services, and the creation of new service offerings that solve key unmet needs of our customers.

- FargoTube™ - R&D work continued throughout the quarter as we refined the functionality to ensure we deliver a user friendly solution, added new capabilities to address some unmet needs and expanded our quality assurance efforts. We also conducted major work on our Fargotube Apps platform.

- Defense System™ (IDS) - R&D work continued throughout the quarter as we refined the functionality to ensure we deliver a user friendly solution, added new capabilities to address some unmet needs and expanded our quality assurance efforts. We also conducted major work on our Home Watch application.

- The Company anticipates that all product lines will continue significant development work over the next 6 months as each product is in the early stages of their product lifecycle. In addition, customer demand for new enhancements and features is increasing as customers seek opportunities reduce costs and increase revenue.

ii. Discuss how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next 12 months.

Historically the company has issued convertible notes to accredited investors. The company also relies on revenues from customers and the sale of stock received for services rendered. The company will continue to seek investors to purchase its stock.

The company received a term sheet for a $2 million dollar investment on February 17th, 2012. The company no longer believes this investment will occur.

iii. summary of any product research and development that the issuer will perform for the term of the plan

The company will perform ongoing development for upgrades and enhancements of its three core product offerings.

iv. any expected purchase or sale of plant and significant equipment

None.

v. any expected significant changes in the number of employees

During 2011 the company has reduced its staff to the minimum level that allows continued operations. As noted above, without additional capital, the company will cease operations.

vi. Summary of the Sales and Marketing activities

The Company sells their products and services primarily through their product websites, direct sales force, located in

Alpharetta, GA, and reseller relationships located in Georgia, New York, and Australia.

The Companies marketing efforts include a variety of activities that promote our products including direct response marketing programs, web-based lead generation and lead nurturing, and industry trade shows, conferences and regional reseller relationships. In addition, we receive inquiries about our products directly through our corporate and product websites.

Item 4 Management's Discussion and Analysis of Financial Condition and Results of Operations

Financial results

For the six months ended June 30, 2012 total revenue decreased by $23,306 when compared to the same period in 2011. This decrease was due to the completion of software development contracts with clients that have not been replaced.

Total net expenses decreased for the same period by $114,129, from $436,227 in 2011 to $322,099 in 2012.

Basic and fully diluted earnings or loss per share remained at $0.00 per share for both periods. Weighted average primary shares outstanding increased to 462,822,183 in 2012 from 103,541,938 in 2011 due primarily to the conversion of notes payable to common stock.

Also, for the quarters ended June 30, fully diluted shares increased to 722,497,384 in 2012 from 191,548,252 in 2011.

Payroll expense decreased from $216,045 during the quarter in 2011 to $76,483 in 2012. As previously discussed, substantial staff cuts were completed in 2011 resulting in this reduction.

Depreciation and amortization expense increased by $4,737 due to additional investment in developed software.

Professional service expense decreased by $11,734 due to reductions in spending on public relations, shareholder services, and legal fees.

Our marketing expense for the period also decreased by $14,698 when compared to the same six month period in the prior year. This savings was primarily the result of a reduction in advertising.

Travel and entertainment dereased from $10,676 in 2011 to $3,288 in 2012. This was due to minimal travel for purposes of sales calls.

Information processing expense decreased from $16,892 in 2011 to $15,762 in 2012 due to a decrease in activity for our Fargo Tube product.

Our cost to operate a development office in Romania decreased from $6,115 in 2011 to $4,814 in 2012 due to staff cuts.

Our interest expense increased from $73,086 in 2011 to $132,689 in 2012. This account reflects the derivative cost of our convertible notes which has been our primary source of capital. Fluctuations in the trading price of our stock significantly impact the expenses recorded in this category, although these fluctuations have no impact on our cashflow.

All other expense categories combined decreased by $2,657 on a quarter to quarter comparison.

As previously reported a client company experienced a processing error while using our software. This resulted in the client paying an excessive royalty to a third party. In time, the client will recover these funds from the third party but the timeframe for this recovery is unknown. The client believes that this error was the fault of the software. The Company believes that the client was negligent in entering data into the software, and, if the correct information was entered properly, the error would not have taken place. The client and the company have agreed to settle this matter and the company has recorded a non-recurring expense of $6,650.

Complete financial statements are attached as Appendix A to this filing.

Item 5 **Legal proceedings.**

The Company has no legal proceeding.

Item 6 **Defaults upon senior securities.**

The Company has no defaults on securities.

Item 7 **Other information**

None.

Item 8 **Exhibits**

None.

Item 9 Issuer's Certifications

August 13, 2012

I, Frank Connor, certify that:

1. I have reviewed this quarterly disclosure statement of F3 Technologies, Inc.;

2. Based on my knowledge, this disclosure statement 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 disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operation and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

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Frank Connor
Chief Executive Officer

Appendix A

Statement of Financial Position – March31, 2012 and 2011.

Statement of Operations - for three month period ended June 30, 2012 and 2011.

Statement of Cashflows – for three month period ended June 30, 2012 and 2011.

Statement of Changes in Shareholders' Equity – for the period from December 31, 2008 through June 30,2012.

Notes to unaudited financial statements.

Paste financials here.

Notes To Unaudited Financial Statements

Note 1. Significant Accounting Policies

Use of Estimates

Preparation of the Company's financial statements, in accordance with generally accepted accounting principles, requires the use of management's estimates and assumptions that affect the financial statements and related notes. Actual results could differ from those estimates.

Revenue Recognition

The Company earns revenue from the sale and use of its software products. Sales are made on a month-to-month basis for some products and services. Revenue from these products is recognized when received. Other service revenues provided under contracts are recognized when earned. Advertising revenue is recognized when services is provided. The Company also earns revenue through consulting. These fees are recognized when assignments are completed and payment is made.

Financial Instruments

The carrying amounts reported in the balance sheet for cash, accounts receivable, and accounts payable approximate fair value based on the short-term maturity of these accounts.

Equipment

Office equipment, which includes telephones and computers, is carried at cost and depreciated using straight-line methods over their estimated useful lives. Depreciation expense for the quarter ended June 30, 2012 was $1,656.

Liabilities Subordinated To The Claims of General Creditors

At June 30, 2012 the Company had no liabilities subordinated to the claims of general creditors.

Earnings Per Share

The Company has adopted SFAS, No. 128, Earnings per Share. Basic earnings (loss) per share is computed by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share would reflect the per share amount that would result if dilutive common stock equivalents were converted to common stock, as prescribed by SFAS No. 128. The company has convertible notes which, if converted, would be anti-dilutive since the company operates at a loss. However, due to the fluctuation in expense due to the derivative liability associated with the convertible notes, the company may experience period of income and the fully dilutive effect of the convertible notes would be recognized. This has occurred in the third quarter of 2011.

Stock Based Compensation

The Company has adopted Statement of Financial Accounting Standards 123(R), which requires compensation costs related to share-based payment transactions to be recognized in the financial statements. Generally, the compensation expense is based upon the grant date fair value of the stock issued.

Note 2. Furniture, Equipment, and Capitalized Software

At June 30, 2012 furniture, equipment, and software consisted of the following:

	Useful Life	
Telephone Equipment	3 Years	1,578
Computer Equipment	2-3 Years	5,513
		7,091
Accumulated Depreciation		(2,725)
		$4,366

	Useful Life	
Developed Software	3 Years	538,104
Purchased Software	2-3 Years	22,228
		560,332
Accumulated Amortization		(329,724)

$230,608

Note 3. Commitments and Contingencies

The company has no long term leases or contingent liabilities excluding the long term notes payable discussed below.

The Company has issued a series of notes payable to related parties as a source of short term working capital. These notes mature one year from the date of issuance and bear interest at 6 % per year but may be renewed or extended with the consent of the note holder. These notes are convertible at the option of the holder to common stock of the company at various prices.

Note 4. Shareholders' Equity

The Company has not adopted a stock option plan for officers or employees.

During 2011 the Company issued 81,366,664 shares of common stock. This included 54,666,664 in conjunction with the conversion of long term notes payable, 17,000,000 as additional capital, and 9,700,000 to employees or former employees for obligations thereto. For the quarter ended June 30, 2012 the company issued 73,776,223 shares for the conversion of long term notes and 41,000,000 as additional capital.

Note 5. Related Party Transactions

The Company provides and receives support services to related parties under a shared services agreement. These services included accounting and tax services, telephone service, and rent. Also, these companies assist F3 Technologies, Inc. in private placement transactions..

Note 5. Convertible Notes and derivative liabilities.

The Company has historically financed itself through the sale of notes which included a conversion feature allowing the buyer to convert the note to stock at a discount from the current market price at the time of conversion. Effectively this represents the sale of stock by the company at a discount while it allows the company to terminate the payment of interest on the note so converted. And the company is able to sell its equity without the assistance of an investment bankers and the associated fees.