

**R-THREE TECHNOLOGIES, INC.**

1101 Pennsylvania Ave NW

Suite 300

Washington, DC 20004

Tel. 877 927-2816

<http://www.r3tgroup.com.com>

Email: [info@liveYING.com](mailto:info@liveYING.com)

**SUPPLEMENTAL FILING DISCLOSURE RE SHELL STATUS**

**R-Three Technologies Inc.’s request to Remove the “shell status” on OTC Markets.**

Dear OTC,

While this company has never in fact ticked the “shell” box, and has always identified as a non-shell company, given the deminimis cash flow over time, it is natural to assume from the outside that perhaps the company is in fact bereft of operations. Such is not the case. While until recently though a normative cash flow was indeed paltry at best, it is not the amount of money in cash flow or profits per se which define a “shell company”, rather a lack of operations, which this company historically does not lack.

To better understand the working definition of “shell company”, I begin with the SEC itself, which in Release No. 33-8869, defines a Rule 12-b-2 “shell company” to mean a registrant, other than an asset-backed issuer, that has:

1. no or nominal operations; and
2. either:
  - no or nominal assets;
  - assets consisting solely of cash and cash equivalents; or
  - assets consisting of any amount of cash and cash equivalents and nominal other assets.

The SEC has never defined the term “nominal operations” in the Release or elsewhere, and, therefore, the issue is properly interpreted on a case-by-case basis. The company until recently did have bookable assets. However, because of the “and” after (1) above, a company must have “no or nominal operations” before the analysis even gets to “no or nominal assets” and the other items in (2). In other words, if a company can prove it has more than nominal operations, it should not be considered a shell company as defined in the Release.

Specific to R3Technologies, the company historically was in the energy drink beverage business, and to this effect it has created six different flavors, labels etc. Moreover, as is public information, one can see that the two Langer brothers (from Langer’s Juice) are on the Board of Advisors as they have the connections to distribution. While there have been several attempts to really begin production, the lack of cash has hampered rolling out of the product, as approximately \$250,000 would be needed simply to begin production in its most basic phase, and not taking into account the costs of distribution.

However, beyond the energy drink component, which is still within the company; the main business of the company at this point after the Acquisition of YING Inc., is definitely YING, an advanced fintech group skillsharing platform powered by AI and designed to unlock community and financial capital. YING has been under development for the past *seven years*, and brings with it some 15 various employees and/or consultants. YING is a cutting-edge group skillsharing

platform with “intentional technology” to unlock community, financial and social capital. This is possible via the in-app currency, the “BalanceToken” as well as fiat currency, all of which is kept accurate by usage of the blockchain for all transactions.

YING is chaired by our (public company) CEO Karla Ballard, who ran as vice president in the 2020 elections on the Independent Party ticket. Prior to that, Ms. Ballard was Senior VP of Ogilvy & Mather as SVP for Impact Studios, previously she was tapped as an appointee to the Federal Communications Committee (FCC) under Chairman Genakowski here in Washington, DC. Ms. Ballard is also an advisory board member of Blue Star Families, Next Gen Council for the SHOAH Foundation and has been a visiting speaker at Harvard and Georgetown Universities. She has commanded the highest level executive positions and has now brought YING Inc. into the public company RRRT as the main business moving forward. It is our plan to file a Form 10 with the SEC and become a fully reporting SEC company as soon as we are complete with the 2 year Audit, which is maybe 90-120 days from now. As an aside, this is *also* the reason why this company still has the “Yield sign” as our newly engaged CPA firm is now reviewing all FY 2022’s financials in order to insure the accuracy of the revised 10-Q for 3<sup>rd</sup> Quarter, and we plan on filing the same as soon as they are finished, likely this week.

The new group of professionals and consultants which YING brings with them into the public company, greatly strengthening operations. YING is FREE for users, with YING taking a small percentage of the agreed upon consideration between the two bilateral parties (a job seeker & employer, for instance). Due to its noted exceptional improvement in intra-company communications, for larger corporations, (b2b enterprises) and NGOs there is a monthly fee, which is expected to be a significant component of revenue stream. In addition, being able to have “paid gigs” available on the platform, YING will be the first community gig platform which is needed especially in this . In fact, there is now a large corporation which is looking to sign contracts for this service by the end of the month.

YING is a P2P (peer to peer) *and* B2B (Business to Business) app for the “gig economy” allowing users to post both their skills and tasks which they need done. The system will be looking at Web3 technology integration, and uses both YING “Balance Tokens” as well as credit/debit cards. The “BalanceToken” is worth 1 hour of skillsharing, and as such is a functional token, and *not* “cryptocurrency”, which this company will not touch. This token in many ways tracks the social capital support that takes place within our marketplace.

A group skillsharing platform like YING fits into the gig economy by providing individuals, neighbors, friends and small businesses with an additional way to monetize their skills and services. By connecting people within the community, the platform enables them to exchange skills and services on a gig basis, which can be seen as a form of micro-entrepreneurship. It allows people to earn money by doing what they are good at and what they love, and it also helps to build stronger and more resilient communities.

The gig economy has grown in recent years as a way for people to earn money and gain flexibility in their work. By providing a platform for skillsharing and gig exchange, YING can help to empower people to take advantage of this trend and to find new ways to earn money and balance their lives. The platform can help to increase access to gig work and at the same time, it can also help to build stronger and more resilient communities by connecting people and fostering a sense of belonging and togetherness.

While the lion’s share of funds in YING thus far have gone to the technology development, there have been some smaller captured revenues to date, which in fact have already inured to the public company RRRT, meaning that RRRT now has revenue earned during December 2022, which of course will show up in our Q1 report in March.

Given the demonstrable evidence of the Company's operations and activities pre-merger with YING, it would be my assertion that this company *was never* a "shell company" per the SEC's definition. In fact, attached hereto are several pages showing the various energy drink flavors and cans already designed. The fact that by the end of 2022, the company acquired YING Inc., with all its assets, IP, and incoming cash absolutely creates a threshold whereby even if one were to argue about the company's status in the past, pre-merger; the same would not hold true today. YING brings with it a full *seven year history* which I've inspected as part of my due diligence of the company.

In closing, it is my objective legal opinion that this issuer is not, and has not been a "shell company" to date, and, given the information *supra*, we would ask you to remove the "Shell Company" sign at this time.

Thank you for your time in this matter, Sincerely

- Karla Ballard  
Dir., CEO