



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

August 6, 2007

Mail Stop 7010

Via U.S. mail and facsimile to (413)723-2141

Mr. J. Holt Smith, President
NNRF, Inc.
1574 Gulf Road, #242
Point Roberts, WA 98281

Re: NNRF, Inc.
Amendment No. 3 to Registration Statement on Form 10-SB
Filed on July 24, 2007
File No.: 0-49876

Dear Mr. Smith:

We have reviewed your filing and have the following additional 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.

Item 1. Description of Business

Rosenergoatom, page 6

1. You state in the fourth paragraph on page 7 that "Four of the companies in the Consortium have working relationships or agreements with NNRF." Since, to date, there are no such agreements, delete the phrase "or agreements", or explain what agreements or understandings are in place, including their material terms. If material, please file these agreements as exhibits. Explain how these agreements

and the agreements with the remaining companies that you are pursuing will be impacted when you enter into the definitive agreement with Rosenergoatom.

Government Approval and Government Regulations, page 16

2. We note your response to prior comment 11. Please elaborate on how your business is affected by the existing governmental regulations you cite and any probable governmental regulations.

Item 4. Recent Sales of Unregistered Securities: Use of Proceeds from Registered Securities, page 32

3. As previously requested, in the first paragraph, describe the type of services provided to the company by the two individuals who received 3,000,000 shares of the company common stock in May, 2006. Also disclose the per share price of the 3,000,000 shares issued by the company.
4. In the sixth and tenth paragraphs, respectively, disclose the aggregate value assigned to the 50,000 and 400,000 shares of common stock issued and the per share price of the shares.

Financial Statements

March 31, 2007 and December 31, 2006 Financial Statements

Note 1 – Organization and Summary of Significant Accounting Policies, page F-8

5. We have read your response to comment 21 in our letter dated June 28, 2007. As previously requested, please tell us the nature of any relationships/commonalities between ownership and management of Nucon and Stafford prior to the transaction, and explain the business purpose of the transaction from the perspective of each party.
6. We note you have included the historical pre-merger financial statements of Stafford Energy for the years ending December 31, 2005 and 2004. We also note Stafford Energy was an operating company prior to the merger, while Nucon was a shell company with no operations. Please clarify whether you are including the financial statements of Stafford as predecessor company financial statements pursuant to Note 1 to Item 310 of Regulation S-B. If so, please revise to provide pre-merger audited financial statements of operations and cash flows of Stafford for the period from January 1, 2006, through May 22, 2006. Otherwise, please

explain the rule pursuant to which you are including the financial statements of Stafford and your basis for the periods presented.

Note 4 – Investment in Zao Electro Machinery Building Plant ATOLL, page F-12

7. We have read your response to prior comments 22 and 23. Paragraph 17 of APB 18 states an investment of 20% or more of the voting stock of an investee should lead to the presumption that in absence of evidence to the contrary an investor has the ability to exercise significant influence over an investee. FIN 35 states the presumption stands “until overcome by predominant evidence to the contrary.” You have ownership of 50% of the voting stock of ATOLL. However, you have accounted for this investment at cost, suggesting substantial, predominant evidence overcoming the presumption that your 50% ownership interest provides you with significant influence over ATOLL. In your responses to our comments on this matter, you have cited paragraphs 4(a), (c), and (d) of FIN 35 to support your conclusion and have provided the example of your difficulty arranging for audits. While we recognize management is often in the best position to evaluate the facts and circumstances, the discussion of ATOLL in the business section does not appear to reflect the substantial, predominant evidence of your lack of ability to exercise significant influence. Please revise your discussion of ATOLL in the business section beginning on page 4 to clearly disclose you cannot exercise significant influence over this investee due to opposition by ATOLL challenging such ability. Clearly disclose that the group of shareholders owning the remaining 50% of the investee operates ATOLL without regard to your views. Provide a comprehensive discussion of the impact this unusual situation will have on your various plans regarding ATOLL that are documented in this section. Revise the discussion of the potential agreement with Lutch on page 13 to clarify the impact of your lack of ability to exercise significant influence over ATOLL on your ability to conclude such an agreement and to subsequently market your products to the various countries mentioned. Consider including appropriate risk factor disclosure concerning this matter. Please continue to evaluate all facts and circumstances relating to this investment in consideration of your ability to exercise significant influence over ATOLL in the future.

Consolidated Statements of Operations, page F-4

8. We have read your response to comment 25 in our letter dated June 28, 2007. We note that, on page 18 in your management’s discussion and analysis, you disclose that \$3,492,566 of your general and administrative expenses for the three months ended March 31, 2007 relate to stock based compensation. In your discussion of the results of operations for the year ended December 31, 2006, you state that general and administrative expenses also principally relate to shares of common

stock as payment for services. However, you have not disclosed this amount. Therefore, as previously requested, please revise your document accordingly.

Note 8 – Stockholders' Equity, page F-14

9. We have read your response to comment 28 in our letter dated June 28, 2007. You have responded that you adopted SFAS 123R effective January 1, 2006. However, both the second and third amendments to this document state that SFAS 123R was adopted January 1, 2007. Please clarify and revise your filing accordingly. Additionally, you state in your modified disclosure that due to you having no stock options prior to July 1, 2006, the implementation of SFAS 123R had no effect on your operations or financial position. We note that stock was issued for services during May, July, September, and December 2006. As such, we do not understand how the implementation had no effect if SFAS 123R was adopted as of January 1, 2006. Please clarify. We also do not understand your reference to the date of July 1, 2006 in your aforementioned statement. Lastly, please be advised that SFAS 123R does not apply solely to stock options, as you have stated. In this regard, we assume you have not issued any instruments of stock based compensation prior to the date of the adoption of SFAS 123R.

Closing Comments

Please respond to these comments within 10 business days, or tell us when you will provide us with a response. Please provide us with a response letter that keys your responses to our comments and provides any requested information. Detailed letters greatly facilitate our review. Please file your response on EDGAR as a correspondence file. Please understand that we may have additional comments after reviewing your responses to our comments.

You can contact Patricia Do, Accountant at (202)551-3743 or Terence O'Brien, Accounting Branch Chief at (202)551-3355 if you have questions regarding the comments on the financial statements and related matters. Please contact Dorine H. Miller, Financial Analyst at (202) 551-3711, or in her absence, contact me at (202) 551-3766 with any other questions.

Sincerely,

Pamela A. Long
Assistant Director