

FULLNET COMMUNICATIONS INC  
Form 10-Q  
May 15, 2013  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

**(Mark One)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended March 31, 2013**

**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: 000-27031**

**FULLNET COMMUNICATIONS, INC.**

**(Exact name of registrant as specified in its charter)**

**OKLAHOMA**

**73-1473361**

**(State or other jurisdiction of  
incorporation or organization)**

**(I.R.S. Employer Identification No.)**

**201 Robert S. Kerr Avenue, Suite 210**

**Oklahoma City, Oklahoma 73102**

**(Address of principal executive offices)**

**(405) 236-8200**

**(Registrant's telephone number)**

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 was 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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting  
company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

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As of May 13, 2013, 9,118,161 shares of the registrant's common stock, \$0.00001 par value, were outstanding.

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Table of Contents**FullNet Communications, Inc. and Subsidiaries****CONDENSED CONSOLIDATED BALANCE SHEETS**

	MARCH 31, 2013 (Unaudited)	DECEMBER 31, 2012 (Derived from Audited Statements)
ASSETS		
CURRENT ASSETS		
Cash	\$ 15,068	\$ 10,847
Accounts receivable, net	44,626	44,311
Prepaid expenses and other current assets	8,784	6,403
Total current assets	68,478	61,561
PROPERTY AND EQUIPMENT, net	57,141	61,299
OTHER ASSETS	5,250	5,250
TOTAL	\$ 130,869	\$ 128,110
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable	\$ 487,872	\$ 482,286
Accrued and other liabilities, current portion	278,693	223,128
Notes payable, current portion	298,011	304,206
Deferred revenue	206,984	198,837
Total current liabilities	1,271,560	1,208,457
ACCRUED AND OTHER LIABILITIES, less current portion	849,226	842,905
Total liabilities	2,120,786	2,051,362
STOCKHOLDERS' DEFICIT		
Common stock — \$.00001 par value; authorized, 10,000,000 shares; issued and outstanding, 9,118,161 shares in 2013 and 2012	91	91

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Additional paid-in capital	8,417,986	8,417,050
Accumulated deficit	(10,407,994)	(10,340,393)
Total stockholders' deficit	(1,989,917)	(1,923,252)
TOTAL	\$ 130,869	\$ 128,110

See accompanying notes to condensed consolidated financial statements.

Table of Contents**FullNet Communications, Inc. and Subsidiaries****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)**

	<b>Three Months Ended</b>	
	<b>March 31, 2013</b>	<b>March 31, 2012</b>
<b>REVENUES</b>		
Access service revenues	\$ 34,406	\$ 49,282
Co-location and other revenues	358,539	381,828
Total revenues	392,945	431,110
 <b>OPERATING COSTS AND EXPENSES</b>		
Cost of access service revenues	32,935	39,010
Cost of co-location and other revenues	86,644	87,873
Selling, general and administrative expenses	328,974	326,097
Depreciation and amortization	6,606	8,931
Total operating costs and expenses	455,159	461,911
LOSS FROM OPERATIONS	(62,214)	(30,801)
INTEREST EXPENSE	(5,387)	(5,801)
LOSS before income taxes	(67,601)	(36,602)
Income tax benefit	-	-
NET LOSS	\$ (67,601)	\$ (36,602)
Net loss per common share		
Basic	\$ (.01)	\$ NIL
Assuming dilution	\$ (.01)	\$ NIL
Weighted average common shares outstanding		
Basic	9,118,161	8,996,828
Assuming dilution	9,797,278	8,996,828



See accompanying notes to the condensed consolidated financial statements.

Table of Contents**FullNet Communications, Inc. and Subsidiaries****CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT (UNAUDITED)****Three Months Ended March 31, 2013**

	<b>Common stock</b>			<b>Additional</b>		<b>Accumulated</b>		<b>Total</b>
	<b>Shares</b>	<b>Amount</b>		<b>paid-in capital</b>		<b>deficit</b>		
Balance at January 1, 2013	9,118,161	\$ 91	\$	8,417,050	\$	(10,340,393)	\$	(1,923,252)
Stock compensation expense	—	—	—	936	—	—	—	936
Net loss	—	—	—	—	—	(67,601)	—	(67,601)
Balance at March 31, 2013	9,118,161	\$ 91	\$	8,417,986	\$	(10,407,994)	\$	(1,989,917)

See accompanying notes to the condensed consolidated financial statements.

Table of Contents**FullNet Communications, Inc. and Subsidiaries****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

	<b>Three Months Ended</b>	
	<b>March 31, 2013</b>	<b>March 31, 2012</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$ (67,601)	\$ (36,602)
Adjustments to reconcile net loss to net cash provided by operating activities		
Depreciation and amortization	6,606	8,931
Stock compensation	936	798
Provision for uncollectible accounts receivable	5,120	4,314
Net (increase) decrease in		
Accounts receivable	(5,435)	28,872
Prepaid expenses and other current assets	(2,381)	(6,669)
Net increase (decrease) in		
Accounts payable	5,586	(21,674)
Accrued and other liabilities	61,886	33,505
Deferred revenue	8,147	(6,264)
Net cash provided by operating activities	12,864	5,211
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchases of property and equipment	(2,448)	(1,907)
Net cash used in investing activities	(2,448)	(1,907)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Principal payments on borrowings under notes payable	(6,195)	(5,835)
Proceeds from exercise of stock options	-	420
Net cash used in financing activities	(6,195)	(5,415)
<b>NET INCREASE (DECREASE) IN CASH</b>	<b>4,221</b>	<b>(2,111)</b>
Cash at beginning of period	10,847	10,987
Cash at end of period	\$ 15,068	\$ 8,876
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION</b>		
Cash paid for interest	\$ 5,441	\$ 5,801

See accompanying notes to the condensed consolidated financial statements.



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**FullNet Communications, Inc. and Subsidiaries**

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

**1. UNAUDITED INTERIM FINANCIAL STATEMENTS**

The unaudited condensed consolidated financial statements and related notes have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted pursuant to such rules and regulations. The accompanying unaudited condensed consolidated financial statements and related notes should be read in conjunction with the audited consolidated financial statements of the Company and notes thereto for the year ended December 31, 2012.

The information furnished reflects, in the opinion of management, all adjustments, consisting of normal recurring accruals, necessary for a fair presentation of the results of the interim periods presented. Operating results of the interim period are not necessarily indicative of the amounts that will be reported for the year ending December 31, 2013. Certain reclassifications have been made to prior period balances to conform with the presentation for the current period.

**2. MANAGEMENT'S PLANS**

At March 31, 2013, current liabilities exceed current assets by \$1,203,082. The Company does not have a line of credit or credit facility to serve as an additional source of liquidity. Historically the Company has relied on shareholder loans as an additional source of funds. The Company is in default on a secured promissory note and a convertible promissory note (see Note 8 — Notes Payable). These factors raise substantial doubts about the Company's ability to continue as a going concern.

The ability of the Company to continue as a going concern is dependent upon continued operations of the Company that in turn is dependent upon the Company's ability to meet its financing requirements on a continuing basis, to maintain present financing, to achieve the objectives of its business plan and to succeed in its future operations. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.



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The Company's business plan includes, among other things, expansion through mergers and acquisitions and the development of its web hosting, co-location, traditional telephone services and advanced voice and data solutions. Execution of the Company's business plan will require significant capital to fund capital expenditures, working capital needs and debt service. Current cash balances will not be sufficient to fund the Company's current business plan beyond the next few months. As a consequence, the Company is currently focusing on revenue enhancement and cost cutting opportunities as well as working to sell non-core assets and to extend vendor payment terms. The Company continues to seek additional convertible debt or equity financing as well as the placement of a credit facility to fund the Company's liquidity. In addition, the Company has entered into discussions with certain creditors pursuant to which the Company will seek to exchange between \$900,000 and \$1.0 million of liabilities for preferred stock. There can be no assurance that the Company will be able to exchange any liabilities for preferred stock or obtain additional capital on satisfactory terms, or at all, or on terms that will not dilute the shareholders' interests.

**3. USE OF ESTIMATES**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures; accordingly, actual results could differ from those estimates.

**4. INCOME PER SHARE**

Income per share — basic is calculated by dividing net income by the weighted average number of shares of stock outstanding during the period, including shares issuable without additional consideration. Income per share — assuming dilution is calculated by dividing net income by the weighted average number of shares outstanding during the period adjusted for the effect of dilutive potential shares calculated using the treasury stock method.

	Three Months Ended	
	March 31, 2013	March 31, 2012
Numerator:		
Net loss	\$ (67,601)	\$ (36,602)
Denominator:		
Weighted average common shares and share equivalents outstanding — basic	9,118,161	8,996,828
Weighted average common shares and share equivalents outstanding — assuming dilution	9,797,278	8,996,828
Net loss per common share — basic	\$ (.01)	\$ NIL
Net loss per common share — assuming dilution	\$ (.01)	\$ NIL

Basic and diluted loss per share were the same for the three months ended March 31, 2013 and 2012 because there was a net loss for the period.

Stock options exercisable for the purchase of 1,446,550 and 1,292,116 common stock shares, respectively, at exercise prices ranging from \$.003 to \$.09 per share were outstanding for the three months ended March 31, 2013 and 2012, but were not included in the calculation of net loss per share – assuming dilution because there was a net loss for the period.

Warrants exercisable for the purchase of 565,000 common stock shares at exercise prices ranging from \$.003 to \$.01 per share were outstanding for the three months ended March 31, 2013 and warrants exercisable for the purchase of 591,000 common stock shares at exercise prices ranging from \$.003 to \$.13 per share were outstanding for the three months ended March 31, 2012, but were not included in the calculation of net loss per share – assuming dilution because there was a net loss for the period.

A convertible promissory note convertible into 107,843 common stock shares at a conversion price of \$.51 per share (see Note 8 – Notes Payable) was outstanding for the three months ended March 31, 2013 and 2012, but was not included in the calculation of net loss per share – assuming dilution because there was a net loss for the period.

## **5. ACCOUNTS RECEIVABLE**



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Accounts receivable consist of the following:

	March 31, 2013	December 31, 2012
Accounts receivable	\$ 266,708	\$ 261,273
Less allowance for doubtful accounts	(222,082)	(216,962)
	\$ 44,626	\$ 44,311

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**6. PROPERTY AND EQUIPMENT**

Property and equipment consist of the following:

	March 31, 2013	December 31, 2012
Computers and equipment	\$ 1,529,618	\$ 1,527,170
Leasehold improvements	991,749	991,749
Software	57,337	57,337
Furniture and fixtures	31,821	31,821
	2,610,525	2,608,077
Less accumulated depreciation	(2,553,384)	(2,546,778)
	\$ 57,141	\$ 61,299

Depreciation expense for the three months ended March 31, 2013 and 2012 was \$6,606 and \$8,931, respectively.

**7. ACCRUED AND OTHER CURRENT LIABILITIES**

Accrued and other current liabilities consist of the following:

	March 31, 2013		December 31, 2012
Accrued interest	\$ 4,067	\$	4,121
Accrued deferred compensation	854,878		846,718
Accrued unused vacation and sick leave	119,222		117,359
Accrued other liabilities	149,752		97,835
	1,127,919		1,066,033
Less current portion	278,693		223,128
	\$ 849,226	\$	842,905

All of the Company's executive officers have voluntarily agreed to defer a portion of their compensation. This compensation is vested. The Company's top three executive officers have employment agreements which contain a "Change in Control" provision which provides for the immediate lump sum payment of their accrued deferred compensation in the event of a qualifying event. Accrued deferred compensation subject to this provision totaled approximately \$628,037 and \$620,406 at March 31, 2013 and December 31, 2012, respectively.

**8. NOTES PAYABLE**

Notes payable consist of the following:

	March 31, 2013		December 31, 2012
Convertible promissory note; interest at 12.5% of face amount, payable quarterly; this note is unsecured and matured in November 2003 (convertible into approximately 107,843 shares at March 31, 2013 and December 31, 2012) (1)	\$ 55,000	\$	55,000
Secured promissory note from a shareholder; interest at 6%, required monthly installments of interest only through December 30, 2010, then required monthly installments of \$3,301 including principal and interest; matured at December 30, 2011; secured by all tangible and intangible assets of the Company (2)	243,011		249,206
	298,011		304,206
Less current portion	298,011		304,206

\$ - \$ -

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- (1) This convertible promissory note matured in November 2003. The Company has been unable to pay this note and has been making quarterly interest payments. The Company has not negotiated an extension of this note and the lender has not made any demands for payment of the outstanding balance of this note. The Company is currently developing a plan to satisfy this note. At March 31, 2013, the outstanding principal and accrued interest of the convertible promissory note was \$58,428.
- (2) The Company agreed to issue additional shares of stock to this note holder in the event that any additional shares are issued at less than \$.50 per share, excluding employee stock options, prior to the payment in full of the secured promissory note.

In December 2011, the Company agreed to extend the expiration date on 150,000 and 275,000 common stock purchase warrants with exercise prices of \$.01 and \$1.00, respectively, from January 2, 2012 to January 2, 2015 and adjusted the exercise prices to \$.003 in return for a credit of \$1,113 on the outstanding principal balance of the secured promissory note.

This secured promissory note matured on December 30, 2011. The Company continues to make monthly principal and interest payments. The note holder has not made any demands for payment of the outstanding balance of this note. At March 31, 2013, the outstanding principal and accrued interest of the secured promissory note was \$243,650.

**9. COMMON STOCK OPTIONS AND WARRANTS**

The following table summarizes the Company's employee stock option activity for the three months ended March 31, 2013:

	Three Months Ended March 31, 2013	Weighted Average Exercise Price
Options outstanding, beginning of the period	1,404,550	\$ .034
Options granted during the period	42,000	.030
Options outstanding, end of the period	1,446,550	\$ .034

The Company records compensation cost for new and modified awards over the related vesting period of such awards prospectively.

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The following table summarizes the Company's common stock purchase warrant and non-employee stock option activity for the three months ended March 31, 2013:

	Three Months Ended March 31, 2013	Weighted Average Exercise Price
Warrants and non-employee stock options outstanding, beginning and end of the period	565,000	\$ .005

**10. COMMON STOCK**

Employee stock options for 140,000 shares of the Company's common stock were exercised in March 2012 for \$420.

The Company is obligated to issue additional shares of stock to the holder of a secured promissory note in the event that any additional shares are issued at less than \$.50 per share, excluding employee stock options, prior to the payment in full of the secured promissory note (see Note 8 — Notes Payable). During the three months ended March 31, 2013, no shares were issued by the Company at less than \$.50 per share.

**11. FAIR VALUE OF FINANCIAL INSTRUMENTS**

ASC 820-10 requires that an entity disclose the fair value of financial instruments for which it is practicable to estimate the value. The Company considers the carrying value of certain financial instruments on the balance sheets, including cash, accounts receivable, and other assets to be reasonable estimates of fair value. At March 31, 2013 and December 31, 2012, the carrying amount of the Company's liabilities for corporate borrowings and other obligations was \$2,120,786 and \$2,051,362, respectively, and the fair value was estimated to be approximately \$131,000 and \$128,000, respectively. These amounts are based on the present value of estimated future cash outflows which is discounted based on the risk of nonperformance due to the uncertainty of the Company's ability to continue as a going concern.

## **12. CERTAIN RELATIONSHIPS**

The Company has an operating lease for certain equipment which is leased from one of its shareholders whose parent company holds a \$243,011 secured promissory note (see Note D — Notes Payable). The original lease was dated November 21, 2001 and the terms were \$6,088 per month for 12 months with a fair market purchase option at the end of the lease. Upon default on the lease, the Company was allowed to continue leasing the equipment on a month-to-month basis at the same monthly rate as the original lease. The Company has been unable to make the month-to-month payments. In January and November 2006, the Company agreed to extend the expiration date on common stock purchase warrants exercisable for the purchase of 425,000 and 140,000 common stock shares, respectively, for the lessor in return for a credit of \$17,960 and \$3,940, respectively, on the operating lease. In September 2007, the lessor agreed to cease the monthly lease payments effective January 1, 2007 which generated a total of \$54,795 of forgiveness of debt income. The lessor also agreed to accept payments of \$499 per month on the balance owed. In January 2009, December 2009 and December 2012, the Company agreed to extend the expiration date on common stock purchase warrants exercisable for the purchase of 425,000, 140,000 and 140,000 common stock shares, respectively, for the lessor in return for a credit of \$3,445, \$773 and \$3,274, respectively, on the operating lease. At March 31, 2013 and December 31, 2012 the Company had recorded \$253,169 in unpaid lease payments. The loss of this equipment would have a material adverse effect on the Company's business, financial condition and results of operations. The Company has been unable to make all of the required payments pursuant to the terms of the September 2007 agreement. The lessor has not made any formal demands for payment or instituted collection action; however the Company is in discussions with the lessor to restructure this liability.

## **13. CONCENTRATIONS**

During the three months ended March 31, 2013, the Company had two customers that each comprised approximately 10% and 8% of total revenues, respectively. During the three months ended March 31, 2012, these two customers each comprised approximately 9% and 11% of total revenues, respectively.

## **14. EMPLOYEE BENEFIT PLANS**

The Company offers a SIMPLE IRA plan for all eligible employees. Employees meeting certain eligibility requirements can participate in the plan. Under the plan, the Company matches employee contributions to the plan up to 3% of the employee's salary. The Company made matching contributions of \$761 and \$854, respectively, during the quarters ended March 31, 2013 and 2012.

## **15. CONTINGENCIES**



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As a provider of telecommunications, the Company is affected by regulatory proceedings in the ordinary course of its business at the state and federal levels. These include proceedings before both the Federal Communications Commission and the Oklahoma Corporation Commission (“OCC”). In addition, in its operations the Company relies on obtaining many of its underlying telecommunications services and/or facilities from incumbent local exchange carriers or other carriers pursuant to interconnection or other agreements or arrangements. In January 2007, the Company concluded a regulatory proceeding pursuant to the Federal Telecommunications Act of 1996 before the OCC relating to the terms of its interconnection agreement with Southwestern Bell Telephone, L.P. d/b/a AT&T, which succeeded a prior interconnection agreement. The OCC approved this agreement in May 2007. This agreement may be affected by regulatory proceedings at the federal and state levels, with possible adverse impacts on the Company. The Company is unable to accurately predict the outcomes of such regulatory proceedings at this time, but an unfavorable outcome could have a material adverse effect on the Company’s business, financial condition or results of operations.

**16. SUBSEQUENT EVENTS**

The Company has evaluated subsequent events through the time of filing these financial statements with the Securities and Exchange Commission and concluded that no subsequent events have occurred that require adjustment to or disclosure in this Form 10-Q.



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**Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

*The following discussion is qualified in its entirety by the more detailed information in our 2012 Annual Report on Form 10-K and the financial statements contained therein, including the notes thereto, and our other periodic reports filed with the Securities and Exchange Commission since December 31, 2012 (collectively referred to as the “Disclosure Documents”). Certain forward-looking statements contained in this Report and in the Disclosure Documents regarding our business and prospects are based upon numerous assumptions about future conditions which may ultimately prove to be inaccurate and actual events and results may materially differ from anticipated results described in such statements. Our ability to achieve these results is subject to certain risks and uncertainties, including those inherent risks and uncertainties generally in the Internet service provider and competitive local exchange carrier industries, the impact of competition and pricing, changing market conditions, and other risks. Any forward-looking statements contained in this Report represent our judgment as of the date of this Report. We disclaim, however, any intent or obligation to update these forward-looking statements. As a result, the reader is cautioned not to place undue reliance on these forward-looking statements. References to us in this report include our subsidiaries: FullNet, Inc. (“FullNet”), FullTel, Inc. (“FullTel”) and FullWeb, Inc. (“FullWeb”).*

**Overview**

We are an integrated communications provider offering integrated communications and Internet connectivity to individuals, businesses, organizations, educational institutions and government agencies. Through our subsidiaries, we provide high quality, reliable and scalable Internet access, web hosting, equipment co-location, traditional telephone services as well as advanced voice and data solutions.

Our principal executive offices are located at 201 Robert S. Kerr Avenue, Suite 210, Oklahoma City, Oklahoma 73102, and our telephone number is (405) 236-8200. We also maintain Internet sites on the World Wide Web (“WWW”) at [www.fullnet.net](http://www.fullnet.net), [www.fulltel.net](http://www.fulltel.net) and [www.callmultiplier.com](http://www.callmultiplier.com). Information contained on our Web sites is not and should not be deemed to be a part of this Report.

**Company History**

We were founded in 1995 as CEN-COM of Oklahoma, Inc., an Oklahoma corporation, to bring dial-up Internet access and education to rural locations in Oklahoma that did not have dial-up Internet access. We changed our name to FullNet Communications, Inc. in December 1995. Today we are a total solutions provider to individuals and companies seeking a “one-stop shop” in Oklahoma.

Our current business strategy is to become a successful integrated communications provider in Oklahoma. We expect to grow through the acquisition of additional customers for our carrier-neutral co-location space, traditional telephone services and advanced voice and data solutions.

We market our carrier neutral co-location solutions in our network operations center to other competitive local exchange carriers, Internet service providers and web-hosting companies. Our co-location facility is carrier neutral, allowing customers to choose among competitive offerings rather than being restricted to one carrier. Our network operations center is Telco-grade and provides customers a high level of operative reliability and security. We offer flexible space arrangements for customers and 24-hour onsite support with both battery and generator backup.



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Through FullTel, our wholly owned subsidiary, we are a fully licensed competitive local exchange carrier or CLEC in Oklahoma. FullTel activates local access telephone numbers for the cities in which we market, sell and operate our retail FullNet Internet service provider brand, wholesale dial-up Internet service; our business-to-business network design, connectivity, domain and Web hosting businesses; and traditional telephone services as well as advanced voice and data solutions. At March 31, 2013 FullTel provided us with local telephone access in approximately 232 cities.

Our common stock trades on the OTC Bulletin Board under the symbol FULO. While our common stock trades on the OTC Bulletin Board, it is very thinly traded, and there can be no assurance that our stockholders will be able to sell their shares should they so desire. Any market for the common stock that may develop, in all likelihood, will be a limited one, and if such a market does develop, the market price may be volatile.

**Results of Operations**

The following table sets forth certain statement of operations data as a percentage of revenues for the three months ended March 31, 2013 and 2012:

	<b>Three Months Ended</b>			
	<b>March 31, 2013</b>		<b>March 31, 2012</b>	
	<b>Amount</b>	<b>Percent</b>	<b>Amount</b>	<b>Percent</b>
Revenues:				
Access service revenues	\$ 34,406	8.8%	\$ 49,282	11.4%
Co-location and other revenues	358,539	91.2	381,828	88.6
Total revenues	392,945	100.0	431,110	100.0
Cost of access service revenues	32,935	8.4	39,010	9.0
Cost of co-location and other revenues	86,644	22.0	87,873	20.4
Selling, general and administrative expenses	328,974	83.7	326,097	75.6
Depreciation and amortization	6,606	1.7	8,931	2.1
Total operating costs and expenses	455,159	115.8	461,911	107.1
Loss from operations	(62,214)	(15.8)	(30,801)	(7.1)
Interest expense	(5,387)	(1.4)	(5,801)	(1.4)
Net loss	\$ (67,601)	(17.2)%	\$ (36,602)	(8.5)%

**Three Months Ended March 31, 2013 Compared to Three Months Ended March 31, 2012**

*Revenues*

Access service revenues decreased \$14,876 or 30.2% to \$34,406 for the 2013 1st Quarter from \$49,282 for the same period in 2012 primarily due to a decline in the number of customers.

Co-location and other revenues decreased \$23,289 or 6.1% to \$358,539 for the 2013 1st Quarter from \$381,828 for the same period in 2012. This decrease was primarily attributable to a reduction in services to one customer of approximately \$20,000 in addition to a decline in the number of traditional phone service customers resulting in a decrease of approximately \$14,299. These decreases were offset by the net addition of new customers and the sale of additional services to existing customers.

*Operating Costs and Expenses*

Cost of access service revenues decreased \$6,075 or 15.6% to \$32,935 for the 2013 1st Quarter from \$39,010 for the same period in 2012. This decrease was primarily due to reductions in recurring costs associated with our network.

Cost of access service revenues as a percentage of access service revenues increased to 95.7% during the 2013 1st Quarter, compared to 79.2%

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during the same period in 2012.

Cost of co-location and other revenues decreased \$1,229 or 1.4% to \$86,644 for the 2013 1st Quarter from \$87,873 for the same period in 2012 primarily related to reductions in costs of servicing our traditional phone service customers due to a reduction in the number of customers utilizing that service. Cost of co-location and other revenues as a percentage of co-location and other revenues increased to 24.2% during the 2013 1st Quarter, compared to 20.4% during the same period in 2012.

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Selling, general and administrative expenses increased \$2,877 or .9% to \$328,974 for the 2013 1<sup>st</sup> Quarter compared to \$326,097 for the same period in 2012. This increase was primarily related to increases in advertising expenses.

Selling, general and administrative expenses as a percentage of total revenues increased to 83.7% during the 2013 1<sup>st</sup> Quarter from 75.6% during the same period in 2012.

Depreciation and amortization expense decreased \$2,325 or 26.0% to \$6,606 for the 2013 1<sup>st</sup> Quarter compared to \$8,931 for the same period in 2012 primarily related to several assets reaching full depreciation.

### *Interest Expense*

Interest expense remained relatively the same at \$5,387 for the 2013 1<sup>st</sup> Quarter compared to \$5,801 for the same period in 2012.

### **Liquidity and Capital Resources**

As of March 31, 2013, we had \$15,068 in cash and \$1,271,560 in current liabilities, including \$206,984 of deferred revenues that will not require settlement in cash.

At March 31, 2013 and December 31, 2012, we had working capital deficits of \$1,203,082 and \$1,146,896, respectively. We do not have a line of credit or credit facility to serve as an additional source of liquidity. Historically we have relied on shareholder loans as an additional source of funds.

As of March 31, 2013, of the \$234,704 we owed to our trade creditors \$129,754 was past due. We have no formal agreements regarding payment of these amounts. At March 31, 2013, a temporary rent deferral totaling \$76,722 was payable to our landlord. The terms of the temporary rent deferral require it to be repaid over a period of 36 months beginning February 1, 2013, at the rate of \$2,315.78 per month. At March 31, 2013, \$253,169 payable under a matured lease obligation was outstanding. The lessor has not made any formal demands for payment or instituted collection action; however we are in discussions with the lessor to restructure this liability. At March 31, 2013, we had outstanding principal and accrued interest owed on a matured convertible promissory note totaling \$58,428. We have been making quarterly interest payments on this note and the lender has not made any demands for payment of the principal amount of this note. At March 31, 2013 we had outstanding principal and accrued interest owed on a matured secured promissory note totaling \$243,650. We have been making monthly principal and interest payments on this note and the lender has not made any demands for payment of the outstanding balance of this note.

In addition, during the three months ended March 31, 2013, we had two customers that each comprised approximately 10% and 8% of total revenues, respectively. During the three months ended March 31, 2012, these two customer each comprised approximately 9% and 11% of total revenues, respectively.



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Cash flow for the periods ending March 31, 2013 and 2012 consist of the following.

	For the Periods Ended March 31,	
	2013	2012
Net cash flows provided by operations	\$ 12,864	\$ 5,211
Net cash flows used in investing activities	(2,448)	(1,907)
Net cash flows used in financing activities	(6,195)	(5,415)

Cash used for the purchase of equipment was \$2,448 and \$1,907, respectively for the three months ended March 31, 2013 and 2012.

Cash used for principal payments on notes payable was \$6,195 and \$5,835, respectively for the three months ended March 31, 2013 and 2012. Cash provided by the exercise of stock options was \$420 for the three months ended March 31, 2012.

The planned expansion of our business will require significant capital to fund capital expenditures, working capital needs, and debt service. Our principal capital expenditure requirements will include:

- mergers and acquisitions and
- further development of operations support systems and other automated back office systems

Because our cost of developing new networks and services, funding other strategic initiatives, and operating our business depend on a variety of factors (including, among other things, the number of customers and the service for which they subscribe, the nature and penetration of services that may be offered by us, regulatory changes, and actions taken by competitors in response to our strategic initiatives), it is almost certain that actual costs and revenues will materially vary from expected amounts and these variations are likely to increase our future capital requirements. Our current cash balances will not be sufficient to fund our current business operations beyond a few months. As a consequence, we are currently focusing on revenue enhancement and cost cutting opportunities as well as working to sell non-core assets and to extend vendor payment terms. We continue to seek additional convertible debt or equity financing as well as the placement of a credit facility to fund our liquidity needs. In addition, we have entered into discussions with certain creditors pursuant to which we will seek to exchange between \$900,000 and \$1.0 million of liabilities for preferred stock. There is no assurance that we will be able to exchange any liabilities for preferred stock or obtain additional capital on satisfactory terms or at all or on terms that will not dilute our shareholders' interests.

Until we obtain sufficient additional capital, the further development of our network will be delayed or we will be required to take other actions. Our inability to obtain additional capital resources has had and will continue to have a material adverse effect on our business, operating results and financial condition.

Our ability to fund the capital expenditures and other costs contemplated by our business plan and to make scheduled payments with respect to borrowings will depend upon, among other things, our ability to seek and obtain additional financing in the near term. Capital will be needed in order to implement our business plan, deploy our network, expand our operations and obtain and retain a significant number of customers in our target markets. Each of these factors is, to a large extent, subject to economic, financial, competitive, political, regulatory, and other factors, many of which are beyond our control.



There is no assurance that we will be successful in developing and maintaining a level of cash flows from operations sufficient to permit payment of our outstanding indebtedness. If we are unable to generate sufficient cash flows from operations to service our indebtedness, we will be required to modify or abandon our growth plans, limit our capital expenditures, restructure or refinance our indebtedness or seek additional capital or liquidate our assets. There is no assurance that (i) any of these strategies could be effectuated on satisfactory terms, if at all, or on a timely basis or (ii) any of these strategies will yield sufficient proceeds to service our debt or otherwise adequately fund operations.

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**Financing Activities**

We have a secured promissory note from a shareholder which required monthly installments of interest only through December 30, 2010 then monthly installments of \$3,301 including principal and interest which matured December 30, 2011 and is secured by all of our tangible and intangible assets (see Note 8 — Notes Payable to our financial statements, above). We agreed to issue additional shares of stock to the note holder in the event that any additional shares are issued at less than \$.50 per share, excluding employee stock options, prior to the payment in full of the secured promissory note. We have been unable to pay this note and have been making monthly principal and interest payments. At March 31, 2013, the outstanding principal and accrued interest of the secured promissory note was \$243,650.

We have an operating lease for certain equipment which is leased from one of our shareholders whose parent company holds a \$243,011 secured promissory note (see Note 8 — Notes Payable to our financial statements, above). The original lease was dated November 21, 2001 and the terms were \$6,088 per month for 12 months with a fair market purchase option at the end of the lease. Upon default on the lease, we were allowed to continue leasing the equipment on a month-to-month basis at the same monthly rate as the original lease. We have been unable to make the month-to-month payments. In January and November 2006, we agreed to extend the expiration date on common stock purchase warrants exercisable for the purchase of 425,000 and 140,000 common stock shares, respectively, for the lessor in return for a credit of \$17,960 and \$3,940, respectively, on the operating lease. In September 2007, the lessor agreed to cease the monthly lease payments effective January 1, 2007 which generated a total of \$54,795 of forgiveness of debt income. The lessor also agreed to accept payments of \$499 per month on the balance owed. In January 2009, December 2009 and December 2012, we agreed to extend the expiration date on common stock purchase warrants exercisable for the purchase of 425,000, 140,000 and 140,000 common stock shares, respectively, for the lessor in return for a credit of \$3,445, \$773 and \$3,274, respectively, on the operating lease. At March 31, 2013 and December 31, 2012 we had recorded \$253,169 in unpaid lease payments. The loss of this equipment would have a material adverse effect on our business, financial condition and results of operations. We have been unable to make all of the required payments pursuant to the terms of the September 2007 agreement. The lessor has not made any formal demands for payment or instituted collection action; however we are in discussions with the lessor to restructure this liability.

We have a convertible promissory note that matured in November 2003. We have been unable to pay this note and have been making quarterly interest payments. The lender has not made any demands for payment of the outstanding balance of this note. At March 31, 2013, the outstanding principal and accrued interest of the convertible promissory note was \$58,428.



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**Critical Accounting Policies and Estimates**

The preparation of our financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions that affect certain reported amounts and disclosures. In applying our accounting principles, we must often make individual estimates and assumptions regarding expected outcomes or uncertainties. As might be expected, the actual results or outcomes are generally different than the estimated or assumed amounts. These differences are usually minor and are included in our consolidated financial statements as soon as they are known. Our estimates, judgments and assumptions are continually evaluated based on available information and experience. Because of the use of estimates inherent in the financial reporting process, actual results could differ from those estimates.

We periodically review the carrying value of our property and equipment whenever business conditions or events indicate that those assets may be impaired. If the estimated future undiscounted cash flows to be generated by the property and equipment are less than the carrying value of the assets, the assets are written down to fair market value and a charge is recorded to current operations. Significant and unanticipated changes in circumstances, including significant adverse changes in business climate, adverse actions by regulators, unanticipated competition, loss of key customers and/or changes in technology or markets, could require a provision for impairment in a future period.

We review loss contingencies and evaluate the events and circumstances related to these contingencies. We disclose material loss contingencies that are possible or probable, but cannot be estimated. For loss contingencies that are both estimable and probable the loss contingency is accrued and expense is recognized in the financial statements.

Access service revenues are recognized on a monthly basis over the life of each contract as services are provided. Contract periods range from monthly to yearly. Carrier-neutral telecommunications co-location revenues, traditional telephone services and advanced voice and data services are recognized on a monthly basis over the life of the contract as services are provided. Revenue that is received in advance of the services provided is deferred until the services are provided by us. Revenue related to set up charges is also deferred and amortized over the life of the contract. We classify certain taxes and fees billed to customers and remitted to governmental authorities on a net basis in revenue.

We began billing AT&T (formerly SBC) reciprocal compensation (fees for terminating AT&T customer's local calls onto our network) during 2004, and have billed for the periods of March 2003 through June 2006. AT&T failed to pay and is disputing approximately \$183,700. We are pursuing AT&T for all balances due, however there is significant uncertainty as to whether or not we will be successful. Upon the ultimate resolution of AT&T's challenge, we will recognize the associated revenue, if any. We do not expect reciprocal compensation to be a significant or a long-term revenue source.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

As a smaller reporting company, we are not required and have not elected to report any information under this item.



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**Item 4. Controls and Procedures**

Our Chief Executive Officer and Chief Financial Officer are responsible primarily for establishing and maintaining disclosure controls and procedures designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the U.S. Securities and Exchange Commission. These controls and procedures are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Furthermore, our Chief Executive Officer and Chief Financial Officer are responsible for the design and supervision of our internal controls over financial reporting that are then effected by and through our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. These policies and procedures.

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Our Executive Officer and Chief Financial Officer conducted their evaluation using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control — Integrated Framework. Based upon their evaluation of the effectiveness of our disclosure controls and procedures and the internal controls over financial reporting as of the last day of the period covered by this Report, they concluded that our disclosure controls and procedures and internal controls over financial reporting were fully effective during and as of the last day of the period covered by this Report and reported to our auditors and the audit committee of our board of directors that no change in our disclosure controls and procedures and internal control over financial reporting occurred during the period covered by this Report that would have materially affected or is reasonably likely to materially affect our disclosure controls and procedures or internal control over financial reporting. In conducting their evaluation of our disclosure controls and procedures and internal controls over financial reporting, these executive officers did not discover any fraud that involved management or other employees who have a significant role in our disclosure controls and procedures and internal controls over financial reporting. Furthermore, there were no significant changes in our disclosure controls and procedures, internal controls over financial reporting, or other factors that could significantly affect our disclosure controls and procedures or internal controls over financial reporting subsequent to the date of their evaluation. Because no significant deficiencies or material weaknesses were discovered, no corrective actions were necessary or taken to correct significant deficiencies and material weaknesses in our internal controls and disclosure controls and procedures.



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**PART II—OTHER INFORMATION**

**Item 1. Legal Proceedings**

As a provider of telecommunications, we are affected by regulatory proceedings in the ordinary course of our business at the state and federal levels. These include proceedings before both the Federal Communications Commission and the Oklahoma Corporation Commission (“OCC”). In addition, in our operations we rely on obtaining many of our underlying telecommunications services and/or facilities from incumbent local exchange carriers or other carriers pursuant to interconnection or other agreements or arrangements. In January 2007, we concluded a regulatory proceeding pursuant to the Federal Telecommunications Act of 1996 before the OCC relating to the terms of our interconnection agreement with Southwestern Bell Telephone, L.P. d/b/a AT&T, which succeeds a prior interconnection agreement. The OCC approved this agreement in May 2007. This agreement may be affected by regulatory proceedings at the federal and state levels, with possible adverse impacts on us. We are unable to accurately predict the outcomes of such regulatory proceedings at this time, but an unfavorable outcome could have a material adverse effect on our business, financial condition or results of operations.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

**Item 3. Defaults Upon Senior Securities**

We are in default on a secured promissory note that matured in December 2011. This note bears interest at 6% and is secured by all of our tangible and intangible assets. We have been unable to pay this note and have been making monthly principal and interest payments. The lender has not made any demands for payment of the outstanding balance of this note. At March 31, 2013, the outstanding principal and accrued interest of the secured promissory note was \$243,650.

We are in default on a convertible promissory note that matured in November 2003. This note bears interest at 12.5% per annum and is convertible into approximately 107,843 shares of our common stock. We have been unable to pay this note and have been making quarterly interest payments. The lender has not made any demands for payment of the outstanding balance of this note. At March 31, 2013, the outstanding principal and accrued interest of the convertible promissory note was \$58,428.

**Item 5. Other Information**

During the three months ended March 31, 2013 all events reportable on Form 8-K were reported.

**Item 6. Exhibits**

- (a) The following exhibits are either filed as part of or are incorporated by reference in this Report:

*Exhibit*



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<i>Number</i>	<i>Exhibit</i>	
3.1	Certificate of Incorporation, as amended (filed as Exhibit 2.1 to Registrant's Registration Statement on Form 10-SB, file number 000-27031 and incorporated herein by reference).	#
3.2	Bylaws (filed as Exhibit 2.2 to Registrant's Registration Statement on Form 10-SB, file number 000-27031 and incorporated herein by reference)	#
4.1	Specimen Certificate of Registrant's Common Stock (filed as Exhibit 4.1 to the Company's Form 10-KSB for the fiscal year ended December 31, 1999, and incorporated herein by reference).	#

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<i>Exhibit Number</i>	<i>Exhibit</i>	
4.2	Certificate of Correction to the Amended Certificate of Incorporation and the Ninth Section of the Certificate of Incorporation (filed as Exhibit 2.1 to Registrant's Registration Statement on form 10-SB, file number 000-27031 and incorporated by reference).	#
4.3	Certificate of Correction to Articles II and V of Registrant's Bylaws (filed as Exhibit 2.1 to Registrant's Registration Statement on Form 10-SB, file number 000-27031 and incorporated herein by reference).	#
4.4	Form of Warrant Agreement for Interim Financing in the amount of \$505,000 (filed as Exhibit 4.1 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended March 31, 2000 and incorporated herein by reference).	#

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|------|---|---|
| 4.5  | Form of Warrant Certificate for Florida Investors for Interim Financing in the amount of \$505,000 (filed as Exhibit 4.2 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended March 31, 2000 and incorporated herein by reference).  | # |
| 4.6  | Form of Promissory Note for Florida Investors for Interim Financing in the amount of \$505,000 (filed as Exhibit 4.3 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended March 31, 2000 and incorporated herein by reference).      | # |
| 4.7  | Form of Warrant Certificate for Georgia Investors for Interim Financing in the amount of \$505,000 (filed as Exhibit 4.4 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended March 31, 2000 and incorporated herein by reference).  | # |
| 4.8  | Form of Promissory Note for Georgia Investors for Interim Financing in the amount of \$505,000 (filed as Exhibit 4.5 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended March 31, 2000 and incorporated herein by reference).      | # |
| 4.9  | Form of Warrant Certificate for Illinois Investors for Interim Financing in the amount of \$505,000 (filed as Exhibit 4.6 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended March 31, 2000 and incorporated herein by reference). | # |
| 4.10 | Form of Promissory Note for Illinois Investors for Interim Financing in the amount of \$505,000 (filed as Exhibit 4.7 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended March 31, 2000 and incorporated herein by reference).     | # |
| 4.11 | Form of Warrant Agreement for Interim Financing in the amount of \$500,000 (filed as Exhibit 4.8 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended March 31, 2000 and incorporated herein by reference).                          | # |
| 4.12 | Form of Warrant Certificate for Interim Financing in the amount of \$500,000 (filed as Exhibit 4.9 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended March 31, 2000 and incorporated herein by reference).                        | # |
| 4.13 | Form of Promissory Note for Interim Financing in the amount of \$500,000 (filed as Exhibit 4.10 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended March 31, 2000 and incorporated herein by reference).                           | # |
| 4.14 | Form of Convertible Promissory Note for September 29, 2000, private placement (filed as Exhibit 4.13 to Registrant's Form 10-KSB for the fiscal year ended December 31, 2000 and incorporated herein by reference).                                   | # |

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4.15	Form of Warrant Agreement for September 29, 2000, private placement (filed as Exhibit 4.13 to Registrant's Form 10-KSB for the fiscal year ended December 31, 2000 and incorporated herein by reference).	#
4.16	Form of 2001 Exchange Warrant Agreement (filed as Exhibit 4.16 to Registrant's Form 10-QSB for the quarter ended June 30, 2001 and incorporated herein by reference)	#
4.17	Form of 2001 Exchange Warrant Certificate (filed as Exhibit 4.17 to Registrant's Form 10-QSB for the quarter ended June 30, 2001 and incorporated herein by reference)	#

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<i>Exhibit Number</i>	<i>Exhibit</i>	
10.1	Financial Advisory Services Agreement between the Company and National Securities Corporation, dated September 17, 1999 (filed as Exhibit 10.1 to Registrant's Form 10-KSB for the fiscal year ended December 31, 1999, and incorporated herein by reference).	#
10.2	Lease Agreement between the Company and BOK Plaza Associates, LLC, dated December 2, 1999 (filed as Exhibit 10.2 to Registrant's Form 10-KSB for the fiscal year ended December 31, 1999, and incorporated herein by reference).	#
10.3	Interconnection agreement between Registrant and Southwestern Bell dated March 19, 1999 (filed as Exhibit 6.1 to Registrant's Registration Statement on Form 10-SB, file number 000-27031 and incorporated herein by reference).	#

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|-------|---|---|
| 10.4  | Stock Purchase Agreement between the Company and Animus Communications, Inc. (filed as Exhibit 6.2 to Registrant's Registration Statement on Form 10-SB, file number 000-27031 and incorporated herein by reference).   | # |
| 10.5  | Registrar Accreditation Agreement effective February 8, 2000, by and between Internet Corporation for Assigned Names and Numbers and FullWeb, Inc. d/b/a FullNic f/k/a Animus Communications, Inc. (filed as Exhibit 10.1 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended March 31, 2000 and incorporated herein by reference). | # |
| 10.6  | Master License Agreement For KMC Telecom V, Inc., dated June 20, 2000, by and between FullNet Communications, Inc. and KMC Telecom V, Inc. (filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-QSB for the Quarter ended June 30, 2000 and incorporated herein by reference).  | # |
| 10.7  | Domain Registrar Project Completion Agreement, dated May 10, 2000, by and between FullNet Communications, Inc., FullWeb, Inc. d/b/a FullNic and Think Capital (filed as Exhibit 10.2 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended June 30, 2000 and incorporated herein by reference).                                       | # |
| 10.8  | Amendment to Financial Advisory Services Agreement between Registrant and National Securities Corporation, dated April 21, 2000 (filed as Exhibit 10.3 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended June 30, 2000 and incorporated herein by reference).   | # |
| 10.9  | Asset Purchase Agreement dated June 2, 2000, by and between FullNet of Nowata and FullNet Communications, Inc. (filed as Exhibit 99.1 to Registrant's Form 8-K filed on June 20, 2000 and incorporated herein by reference).  | # |
| 10.10 | Asset Purchase Agreement dated February 4, 2000, by and between FullNet of Bartlesville and FullNet Communications, Inc. (filed as Exhibit 2.1 to Registrant's Form 8-K filed on February 18, 2000 and incorporated herein by reference).   | # |
| 10.11 | Agreement and Plan of Merger Among FullNet Communications, Inc., FullNet, Inc. and Harvest Communications, Inc. dated February 29, 2000 (filed as Exhibit 2.1 to Registrant's Form 8-K filed on March 10, 2000 and incorporated herein by reference).   | # |
| 10.12 | Asset Purchase Agreement dated January 25, 2000, by and between FullNet of Tahlequah, and FullNet Communications, Inc. (filed as Exhibit 2.1 to Registrant's Form 8-K filed on February 9, 2000 and incorporated herein by reference).  | # |

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10.13	Promissory Note dated August 2, 2000, issued to Timothy J. Kilkenny (filed as Exhibit 10.13 to Registrant's Form 10-KSB for the fiscal year ended December 31, 2000).	#
10.14	Warrant Agreement dated August 2, 2000, issued to Timothy J. Kilkenny (filed as Exhibit 10.14 to Registrant's Form 10-KSB for the fiscal year ended December 31, 2000).	#
10.15	Warrant Certificate dated August 2, 2000 issued to Timothy J. Kilkenny (filed as Exhibit 10.15 to Registrant's Form 10-KSB for the fiscal year ended December 31, 2000).	#

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<i>Exhibit Number</i>	<i>Exhibit</i>	
10.16	Stock Option Agreement dated December 8, 2000, issued to Timothy J. Kilkenny (filed as Exhibit 10.16 to Registrant's Form 10-KSB for the fiscal year ended December 31, 2000).	#
10.17	Warrant Agreement dated November 9, 2000, issued to Roger P. Baresel (filed as Exhibit 10.17 to Registrant's Form 10-KSB for the fiscal year ended December 31, 2000).	#
10.18	Warrant Agreement dated December 29, 2000, issued to Roger P. Baresel (filed as Exhibit 10.18 to Registrant's Form 10-KSB for the fiscal year ended December 31, 2000).	#
10.19	Stock Option Agreement dated February 29, 2000, issued to Wallace L Walcher (filed as Exhibit 10.19 to Registrant's Form 10-KSB for the fiscal year ended December 31, 2000).	#

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10.20	Stock Option Agreement dated February 17, 1999, issued to Timothy J. Kilkenny (filed as Exhibit 3.1 to Registrant's Registration Statement on Form 10-SB, file number 000-27031 and incorporated herein by reference).	#
10.21	Stock Option Agreement dated October 19, 1999, issued to Wesdon C. Peacock (filed as Exhibit 10.21 to Registrant's Form 10-KSB for the fiscal year ended December 31, 2000).	#
10.22	Stock Option Agreement dated April 14, 2000, issued to Jason C. Ayers (filed as Exhibit 10.22 to Registrant's Form 10-KSB for the fiscal year ended December 31, 2000).	#
10.23	Stock Option Agreement dated May 1, 2000, issued to B. Don Turner (filed as Exhibit 10.23 to Registrant's Form 10-KSB for the fiscal year ended December 31, 2000).	#
10.24	Form of Stock Option Agreement dated December 8, 2000, issued to Jason C. Ayers, Wesdon C. Peacock, B. Don Turner and Wallace L. Walcher (filed as Exhibit 10.24 to Registrant's Form 10-KSB for the fiscal year ended December 31, 2000).	#
10.25	Warrant Certificate Dated November 9, 2000, issued to Roger P. Baresel (filed as Exhibit 10.25 to Registrant's Form 10-KSB for the fiscal year ended December 31, 2000).	#
10.26	Warrant Certificate Dated November 9, 2000, issued to Roger P. Baresel (filed as Exhibit 10.26 to Registrant's Form 10-KSB for the fiscal year ended December 31, 2000).	#
10.27	Warrant Certificate Dated December 29, 2000, issued to Roger P. Baresel (filed as Exhibit 10.27 to Registrant's Form 10-KSB for the fiscal year ended December 31, 2000).	#
10.28	Stock Option Agreement dated October 13, 2000, issued to Roger P. Baresel (filed as Exhibit 10.28 to Registrant's Form 10-KSB for the fiscal year ended December 31, 2000).	#
10.29	Stock Option Agreement dated October 12, 1999, issued to Travis Lane (filed as Exhibit 10.29 to Registrant's Form 10-KSB for the fiscal year ended December 31, 2000).	#
10.30	Promissory Note dated January 5, 2001, issued to Generation Capital Associates (filed as Exhibit 10.30 to Registrant's Form 10-KSB for the fiscal year ended December 31, 2000).	#
10.31	Placement Agency Agreement dated November 8, 2000 between FullNet Communications, Inc. and National Securities Corporation (filed as Exhibit 10.31 to Registrant's Form 10-KSB for the fiscal year ended December 31, 2000).	#

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10.32	Promissory Note dated January 25, 2000, issued to Fullnet of Tahlequah, Inc.	#
10.33	Promissory Note dated February 7, 2000, issued to David Looper	#

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<i>Exhibit Number</i>	<i>Exhibit</i>	
10.34	Promissory Note dated February 29, 2000, issued to Wallace L. Walcher	#
10.35	Promissory Note dated June 2, 2000, issued to Lary Smith	#
10.36	Promissory Note dated June 15, 2001, issued to higganbotham.com L.L.C.	#
10.37	Promissory Note dated November 19, 2001, issued to Northeast Rural Services	#
10.38	Promissory Note dated November 19, 2001, issued to Northeast Rural Services	#
10.39	Form of Convertible Promissory Note dated September 6, 2002	#
10.40	Employment Agreement with Timothy J. Kilkenny dated July 31, 2002	#
10.41	Employment Agreement with Roger P. Baresel dated July 31, 2002	#
10.42	Letter from Grant Thornton LLP to the Securities and Exchange Commission dated January 30, 2003	#
10.43	Form 8-K dated January 30, 2003 reporting the change in certifying accountant	#

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10.44	Form 8-K dated September 20, 2005 reporting the change in certifying accountant	#
10.45	Secured Promissory Note and Security Agreement dated December 30, 2009, issued to High Capital Funding, LLC	#
10.46	Employment Agreement with Jason Ayers dated January 1, 2011	#
10.47	Employment Agreement with Timothy J. Kilkenny dated July 6, 2011	#
10.48	Employment Agreement with Roger P. Baresel dated July 6, 2011	#
10.49	Employment Agreement with Jason Ayers dated July 6, 2011	#
22.1	Subsidiaries of the Registrant	#
31.1	Certification pursuant to Rules 13a-14(a) and 15d-14(a) of Timothy J. Kilkenny	*
31.2	Certification pursuant to Rules 13a-14(a) and 15d-14(a) of Roger P. Baresel	*
32.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Timothy J. Kilkenny	*
32.2	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Roger P. Baresel	*

# Incorporated by reference.

\* Filed herewith.





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**SIGNATURES**

Pursuant to the requirements of the Exchange Act, the Registrant caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

**REGISTRANT:**

**FULLNET COMMUNICATIONS, INC.**

Date: May 15, 2013

By: /s/ TIMOTHY J. KILKENNY  
Timothy J. Kilkenny  
Chief Executive Officer

Date: May 15, 2013

By: /s/ ROGER P. BARESEL  
Roger P. Baresel  
President and Chief Financial and  
Accounting Officer

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EXHIBIT 31.1

CERTIFICATIONS

I, Timothy J. Kilkenny, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the period ended March 31, 2013 of FullNet Communications, 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 registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant'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
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant'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 registrant'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 registrant's internal control over financial reporting.

Date: May 15, 2013

/s/ Timothy J. Kilkenny,

Chief Executive Officer

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EXHIBIT 31.2

CERTIFICATIONS

I, Roger P. Baresel, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the period ended March 31, 2013 of FullNet Communications, 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 registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant'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
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant'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 registrant'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 registrant's internal control over financial reporting.

Date: May 15, 2013

/s/ Roger P. Baresel,

President and Chief Financial Officer

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**Exhibit 32.1**

**CERTIFICATION PURSUANT TO**

**18 U.S.C. SECTION 1350,**

**AS ADOPTED PURSUANT TO**

**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to 18 U.S.C. §1350 (as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002), I, the undersigned Chief Executive Officer of FullNet Communications, Inc. (the “Company”), hereby certify that, to the best of my knowledge, the Quarterly Report on Form 10-Q of the Company for the period ended March 31, 2013 (the “Report”) fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 15, 2013

/s/ Timothy J. Kilkenny,  
Chief Executive Officer

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**Exhibit 32.2**

**CERTIFICATION PURSUANT TO**

**18 U.S.C. SECTION 1350,**

**AS ADOPTED PURSUANT TO**

**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to 18 U.S.C. §1350 (as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002), I, the undersigned President and Chief Financial and Accounting Officer of FullNet Communications, Inc. (the “Company”), hereby certify that, to the best of my knowledge, the Quarterly Report on Form 10-Q of the Company for the period ended March 31, 2013 (the “Report”) fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 15, 2013

/s/ Roger P. Baresel,  
President and Chief Financial and  
Accounting Officer