

FULLNET COMMUNICATIONS INC
Form 10-Q
May 16, 2011

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, 2011

- 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
(State or other jurisdiction of
incorporation or organization)

73-1473361
(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

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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

As of May 12, 2011, 7,852,464 shares of the registrant's common stock, \$0.00001 par value, were outstanding.

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FORM 10-Q

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Exhibit 10.46 Employment Agreement with Jason Ayers dated January 1, 2011

Exhibit 31.1

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Item 1. Financial Statements

FullNet Communications, Inc. and Subsidiaries

CONDENSED CONSOLIDATED BALANCE SHEETS

| | MARCH 31, 2011 (Unaudited) | DECEMBER 31, 2010 (Derived from Audited Statements) |
|--|--------------------------------------|--|
| ASSETS | | |
| CURRENT ASSETS | | |
| Cash | \$ 10,317 | \$ 10,856 |
| Accounts receivable, net | 12,893 | 16,119 |
| Prepaid expenses and other current assets | 21,088 | 6,092 |
| Total current assets | 44,298 | 33,067 |
| PROPERTY AND EQUIPMENT, net | 79,225 | 86,065 |
| OTHER ASSETS | 5,262 | 5,288 |
| TOTAL | \$ 128,785 | \$ 124,420 |
| LIABILITIES AND STOCKHOLDERS' DEFICIT | | |
| CURRENT LIABILITIES | | |
| Accounts payable | \$ 366,927 | \$ 399,882 |
| Accrued and other current liabilities | 1,065,968 | 1,038,311 |
| Notes payable, current portion | 77,760 | 77,452 |
| Deferred revenue | 162,610 | 133,864 |
| Total current liabilities | 1,673,265 | 1,649,509 |
| ACCRUED AND OTHER LIABILITIES, less current portion | 19,569 | 18,265 |
| NOTES PAYABLE, less current portion | 268,345 | 274,848 |
| Total liabilities | 1,961,179 | 1,942,622 |
| STOCKHOLDERS' DEFICIT | | |
| Common stock — \$.00001 par value; authorized, 10,000,000 shares; issued and outstanding, 7,852,464 shares in 2011 and 2010 | 79 | 79 |
| Additional paid-in capital | 8,398,345 | 8,397,829 |
| Accumulated deficit | (10,230,818) | (10,216,110) |
| Total stockholders' deficit | (1,832,394) | (1,818,202) |

| | | |
|-------|-----------|-----------|
| TOTAL | \$128,785 | \$124,420 |
|-------|-----------|-----------|

See accompanying notes to condensed consolidated financial statements.

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FullNet Communications, Inc. and Subsidiaries

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

| | Three Months Ended | |
|--|--------------------|---------------------|
| | March 31, 2011 | March 31, 2010 |
| REVENUES | | |
| Access service revenues | \$ 63,766 | \$ 88,468 |
| Co-location and other revenues | 384,261 | 333,528 |
| Total revenues | 448,027 | 421,996 |
| OPERATING COSTS AND EXPENSES | | |
| Cost of access service revenues | 42,599 | 48,933 |
| Cost of co-location and other revenues | 91,463 | 92,930 |
| Selling, general and administrative expenses | 311,748 | 359,983 |
| Depreciation and amortization | 10,719 | 18,071 |
| Total operating costs and expenses | 456,529 | 519,917 |
| LOSS FROM OPERATIONS | (8,502) | (97,921) |
| INTEREST EXPENSE | (6,206) | (20,188) |
| NET LOSS | \$ (14,708) | \$ (118,109) |
| Net loss per common share | | |
| Basic | \$ NIL | \$ (.01) |
| Assuming dilution | \$ NIL | \$ (.01) |
| Weighted average common shares outstanding | | |
| Basic | 7,852,464 | 7,922,721 |
| Assuming dilution | 7,852,464 | 7,922,721 |

See accompanying notes to condensed consolidated financial statements.

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FullNet Communications, Inc. and Subsidiaries

CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT (UNAUDITED)

Three Months Ended March 31, 2011

| | Common stock | | Additional | Accumulated | Total |
|----------------------------|--------------|--------|-----------------|-----------------|----------------|
| | Shares | Amount | paid-in capital | deficit | |
| Balance at January 1, 2011 | 7,922,721 | \$ 79 | \$ 8,378,829 | \$ (10,216,110) | \$ (1,818,202) |
| Stock compensation expense | — | — | 516 | — | 516 |
| Net loss | — | — | — | (14,708) | (14,708) |
| Balance at March 31, 2011 | 7,922,721 | \$ 79 | \$ 8,398,345 | \$ (10,230,818) | \$ (1,832,394) |

See accompanying notes to the condensed consolidated financial statements.

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FullNet Communications, Inc. and Subsidiaries

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

| | Three Months Ended | |
|--|--------------------|-------------------|
| | March 31, 2011 | March 31, 2010 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net loss | \$ (14,708) | \$ (118,109) |
| Adjustments to reconcile net loss to net cash provided by operating activities | | |
| Depreciation and amortization | 10,718 | 18,071 |
| Stock compensation | 516 | 29 |
| Provision for uncollectible accounts receivable | (2,851) | 869 |
| Net (increase) decrease in | | |
| Accounts receivable | 6,077 | (13,943) |
| Prepaid expenses and other current assets | (14,996) | 3,010 |
| Net increase (decrease) in | | |
| Accounts payable | (32,955) | 7,466 |
| Accrued and other liabilities | 28,961 | 74,376 |
| Deferred revenue | 28,746 | 24,448 |
| Net cash provided by (used in) operating activities | 9,508 | (3,783) |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Purchases of property and equipment | (3,852) | - |
| Net cash used in investing activities | (3,852) | - |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Principal payments on borrowings under notes payable | (6,195) | - |
| Net cash used in financing activities | (6,195) | - |
| NET DECREASE IN CASH | (539) | (3,783) |
| Cash at beginning of period | 10,856 | 11,905 |
| Cash at end of period | \$ 10,317 | \$ 8,122 |
| SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION | | |
| Cash paid for interest | \$ 5,441 | \$ 4,459 |

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, 2010.

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, 2011.

2. MANAGEMENT'S PLANS

At March 31, 2011, current liabilities exceed current assets by \$1,628,967. 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 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.

The Company's business plan includes, among other things, expansion of its Internet access services through mergers and acquisitions and the development of its web hosting, co-location, and traditional telephone services. 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. There can be no assurance that the Company will be able to obtain additional capital on satisfactory terms, or at all, or on terms that will not dilute the shareholder's 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.

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4. LOSS PER SHARE

Loss per share — basic is calculated by dividing net loss by the weighted average number of shares of stock outstanding during the period, including shares issuable without additional consideration. Loss per share — assuming dilution is calculated by dividing net loss 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, 2011 | March 31, 2010 |
| Numerator: | | |
| Net loss | \$ (14,708) | \$ (118,109) |
| Denominator: | | |
| Weighted average common shares outstanding — basic | 7,852,464 | 7,922,721 |
| Weighted average common shares and share equivalents outstanding — assuming dilution | 7,852,464 | 7,922,721 |
| Net loss per common share — basic | \$ NIL | \$ (.01) |
| Net loss per common share — assuming dilution | \$ NIL | \$ (.01) |

Basic and diluted loss per share was the same for the three months ended March 31, 2011 and 2010 because there was a net loss for each period.

5. ACCOUNTS RECEIVABLE

Accounts receivable consist of the following:

| | March 31, 2011 | December 31, 2010 |
|--------------------------------------|-------------------|----------------------|
| Accounts receivable | \$ 208,520 | \$ 214,596 |
| Less allowance for doubtful accounts | (195,627) | (198,477) |
| | \$ 12,893 | \$ 16,119 |

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6. PROPERTY AND EQUIPMENT

Property and equipment consist of the following:

| | March 31, 2011 | December 31, 2010 |
|-------------------------------|----------------|----------------------|
| Computers and equipment | \$ 1,504,081 | \$ 1,500,229 |
| Leasehold improvements | 970,890 | 970,890 |
| Software | 57,337 | 57,337 |
| Furniture and fixtures | 28,521 | 28,521 |
| | 2,560,829 | 2,556,977 |
| Less accumulated depreciation | (2,481,604) | (2,470,912) |
| | \$ 79,225 | \$ 86,065 |

Depreciation expense for the three months ended March 31, 2011 and 2010 was \$10,692 and \$17,681, respectively.

7. ACCRUED AND OTHER CURRENT LIABILITIES

Accrued and other current liabilities consist of the following:

| | March 31, 2011 | December 31, 2010 |
|-------------------------------|-------------------|----------------------|
| Accrued interest | \$ 2,499 | \$ - |
| Accrued deferred compensation | 861,649 | 867,582 |
| Accrued other liabilities | 221,389 | 188,994 |
| | 1,085,537 | 1,056,576 |
| Less current portion | 1,065,968 | 1,038,311 |
| | \$ 19,569 | \$ 18,265 |

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 \$633,884 and \$639,042 at March 31, 2011 and December 31, 2010, respectively.

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8. NOTES PAYABLE

Notes payable consist of the following:

| | March 31, 2011 | December 31, 2010 |
|--|-------------------|----------------------|
| 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, 2011 and December 31, 2010) (1) | \$ 55,000 | \$ 55,000 |
| Secured promissory note from a shareholder; interest at 6%, requires monthly installments of interest only through December 30, 2010 then monthly installments of \$3,301 including principal and interest; maturing December 30, 2011; secured by all tangible and intangible assets of the Company (2) | 291,105 | 297,300 |
| | 346,105 | 352,300 |
| Less current portion | 77,760 | 77,452 |
| | \$ 268,345 | \$ 274,848 |

(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 lender has not made any demands for payment of the principal. At March 31, 2011, the outstanding principal and accrued interest of the convertible promissory note was \$56,733.

(2) The Company agreed to issue additional shares of stock to the shareholder 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. At March 31, 2011, the outstanding principal and accrued interest of the secured promissory note was \$291,871.

9. COMMON STOCK OPTIONS AND WARRANTS

The following table summarizes the Company's employee stock option activity for the three months ended March 31, 2011:

| | Three Months Ended March 31, 2011 | Weighted Average Exercise Price |
|--|--|---------------------------------------|
| Options outstanding, beginning of the period | 1,804,584 | \$.50 |
| Options granted during the period | 819,697 | .01 |
| Options expired during the period | (42,970) | 1.00 |
| Options outstanding, end of the period | 2,581,311 | \$.14 |

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, 2011:

| | Three Months Ended March 31, 2011 | Weighted Average Exercise Price |
|--|--|---------------------------------------|
| Warrants and non-employee stock options outstanding, beginning and end of the period | 591,000 | \$.49 |

10. RECENTLY ISSUED ACCOUNTING STANDARDS

Fair Value Measurements and Disclosures (Accounting Standards Update ("ASU") No. 2010-06)

In January 2010, previously released guidance on fair value measurements and disclosures was amended. The amendment requires disclosure of transfers into and out of Level 1 and Level 2 fair value measurements, and also requires more detailed disclosure about the activity within Level 3 fair value measurements. The fair value measurements hierarchy gives the highest priority ("Level 1") to unadjusted quoted prices in active markets for identical assets and liabilities and the lowest priority ("Level 3") to unobservable inputs. Fair value measurements primarily based on observable market information are given a "Level 2" priority. A portion of the amendment was effective for the Company on January 1, 2010 and required the disclosure of transfers into and out of Level 1 and Level 2 fair value measurements; the amendment's requirements related to Level 3 disclosures were effective for the Company on January 1, 2011. This guidance affects new disclosures only and had no impact on the Company's consolidated financial statements.

11. COMMON STOCK

On December 29, 2009 the Company converted \$248,578 of accrued interest on an interim loan from a shareholder into 497,156 restricted shares of the Company's common stock valued at \$.50 per share. These shares were issuable at December 31, 2009, were equal to approximately 6.8% of the total number of shares outstanding and were issued on January 20, 2010. During the fourth quarter of 2009 this transaction was accounted for as a troubled debt restructuring and a gain on debt forgiveness of \$235,663 was recorded. In connection with the conversion, the Company also agreed 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, 2011, no shares were issued by the Company at less than \$.50 per share.

12. 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, 2011 and December 31, 2010, the carrying amount of the Company's liabilities for corporate borrowings and other obligations was \$2,011,666 and \$1,942,622, respectively, and the fair value was estimated to be approximately \$129,000 and \$124,000, 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.

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13. CERTAIN RELATIONSHIPS

The Company has an operating lease for certain equipment which is leased from one of its shareholders whose parent company holds a \$291,105 secured promissory note (see Note 8 — 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 of common stock purchase warrants exercisable for the purchase of 425,000 common stock shares and a credit of \$17,960 and for the purchase of 140,000 common stock shares and a credit of \$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 and December 2009, the Company agreed to extend the expiration date on 425,000 and 140,000, respectively, of common stock purchase warrants exercisable for the purchase of 425,000 common stock shares and a credit of \$3,445 and for the purchase of 140,000 common stock shares and a credit of \$773, respectively, on the operating lease. At March 31, 2011 and December 31, 2010 the Company had recorded \$256,443 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.

14. CONCENTRATIONS

During the three months ended March 31, 2011 and 2010, the Company had one customer that comprised approximately 13% of total revenues.

15. 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 \$744 and \$2,917, respectively, during the quarters ended March 31, 2011 and 2010.

16. CONTINGENCIES

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.

17. SUBSEQUENT EVENTS

The Company has evaluated subsequent events through the time of filing these financial statements with the Securities and Exchange Commission.

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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 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, 2010 (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 and traditional telephone services. Our overall strategy is to become a successful integrated communications provider for residents and small to medium-sized businesses in Oklahoma.

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, www.fulltel.net and 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 and traditional telephone services, as well as through the acquisition of Internet service providers.

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.

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. At March 31, 2011 FullTel provided us with local telephone access in approximately 232 cities.

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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, 2011 and 2010:

| | Three Months Ended | | | |
|--|--------------------|---------|----------------|---------|
| | March 31, 2011 | | March 31, 2010 | |
| | Amount | Percent | Amount | Percent |
| Revenues: | | | | |
| Access service revenues | \$ 63,766 | 14.2% | \$ 88,468 | 21.0% |
| Co-location and other revenues | 384,261 | 85.8 | 333,528 | 79.0 |
| Total revenues | 448,027 | 100.0 | 421,996 | 100.0 |
| | | | | |
| Cost of access service revenues | 42,599 | 9.5 | 48,933 | 11.6 |
| Cost of co-location and other revenues | 91,463 | 20.4 | 92,930 | 22.0 |
| Selling, general and administrative expenses | 311,748 | 69.6 | 359,983 | 85.3 |
| Depreciation and amortization | 10,719 | 2.4 | 18,071 | 4.3 |
| Total operating costs and expenses | 456,529 | 101.9 | 519,917 | 123.2 |
| | | | | |
| Loss from operations | (8,502) | (1.9) | (97,921) | (23.2) |
| | | | | |
| Interest expense | (6,206) | (1.4) | (20,188) | (4.8) |
| | | | | |
| Net loss | \$ (14,708) | (3.3)% | \$ (118,109) | (28.0)% |

Three Months Ended March 31, 2011 Compared to Three Months Ended March 31, 2010

Revenues

Access service revenues decreased \$24,702 or 27.9% to \$63,766 for the 2011 1st Quarter from \$88,468 for the same period in 2010 primarily due to a decline in the number of customers.

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Co-location and other revenues increased \$50,733 or 15.2% to \$384,261 for the 2011 1st Quarter from \$333,528 for the same period in 2010. This increase was primarily attributable to 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 \$6,334 or 12.9% to \$42,599 for the 2011 1st Quarter from \$48,933 for the same period in 2010. 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 66.8% during the 2011 1st Quarter, compared to 55.3% during the same period in 2010.

Cost of co-location and other revenues decreased \$1,467 or 1.6% to \$91,463 for the 2011 1st Quarter from \$92,930 for the same period in 2010 primarily related to reductions in equipment maintenance costs. Cost of co-location and other revenues as a percentage of co-location and other revenues decreased to 23.8% during the 2011 1st Quarter, compared to 27.9% during the same period in 2010.

Selling, general and administrative expenses decreased \$48,235 or 13.4% to \$311,748 for the 2011 1st Quarter compared to \$359,983 for the same period in 2010. This decrease was primarily related to a voluntary reduction in compensation and the associated payroll tax expense for the top five executive officers in the amount of approximately \$16,787 per month, effective January 1, 2011. Selling, general and administrative expenses as a percentage of total revenues decreased to 69.6% during the 2011 1st Quarter from 85.3% during the same period in 2010.

Depreciation and amortization expense decreased \$7,352 or 40.7% to \$10,719 for the 2011 1st Quarter compared to \$18,071 for the same period in 2010 primarily related to several assets reaching full depreciation.

Interest Expense

Interest expense decreased \$13,982 or 69.3% to \$6,206 for the 2011 1st Quarter from \$20,188 for the same period in 2010 primarily related to a decrease in notes payable.

Liquidity and Capital Resources

As of March 31, 2011, we had \$10,317 in cash and \$1,673,265 in current liabilities, including \$162,610 of deferred revenues that will not require settlement in cash.

At March 31, 2011, we had a working capital deficit of \$1,628,967, while at December 31, 2010 we had a working capital deficit of \$1,616,442. 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, 2011, of the \$110,484 we owed to our trade creditors \$48,561 was past due. We have no formal agreements regarding payment of these amounts. At March 31, 2011, \$256,443 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, 2011, we had outstanding principal and accrued interest owed on a matured convertible promissory note totaling \$56,733. We have been making quarterly interest payments on this note and the lender has not made any demands for payment of the principal.

In addition, during the three months ended March 31, 2011 and 2010, we had one customer that comprised approximately 13% of total revenues.

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Cash flow for the periods ending March 31, 2011 and 2010 consist of the following.

| | For the Periods Ended March 31, | |
|---|---------------------------------|------------|
| | 2011 | 2010 |
| Net cash flows provided by (used in) operations | \$ 9,508 | \$ (3,783) |
| Net cash flows used in investing activities | (3,852) | — |
| Net cash flows used in financing activities | (6,195) | — |

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 subscribers 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 plan 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. There is no assurance that we will be able to 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 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.

Financing Activities

We have a secured promissory note from a shareholder which requires monthly installments of interest only through December 30, 2010 then monthly installments of \$3,301 including principal and interest which matures 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 shareholder 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. At March 31, 2011, the outstanding principal and accrued interest of the secured promissory note was \$291,871.

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We have an operating lease for certain equipment which is leased from one of our shareholders whose parent company holds a \$291,105 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 of common stock purchase warrants exercisable for the purchase of 425,000 common stock shares and a credit of \$17,960 and for the purchase of 140,000 common stock shares and a credit of \$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 and December 2009, the Company agreed to extend the expiration date on 425,000 and 140,000, respectively, of common stock purchase warrants exercisable for the purchase of 425,000 common stock shares and a credit of \$3,445 and for the purchase of 140,000 common stock shares and a credit of \$773, respectively, on the operating lease. At March 31, 2011 and December 31, 2010 we had recorded \$256,443 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 principal. At March 31, 2011, the outstanding principal and accrued interest of the convertible promissory note was \$56,733.

Recently Issued Accounting Standards

Fair Value Measurements and Disclosures (ASU No. 2010-06)

In January 2010, previously released guidance on fair value measurements and disclosures was amended. The amendment requires disclosure of transfers into and out of Level 1 and Level 2 fair value measurements, and also requires more detailed disclosure about the activity within Level 3 fair value measurements. The fair value measurements hierarchy gives the highest priority (“Level 1”) to unadjusted quoted prices in active markets for identical assets and liabilities and the lowest priority (“Level 3”) to unobservable inputs. Fair value measurements primarily based on observable market information are given a “Level 2” priority. A portion of the amendment was effective for us on January 1, 2010 and required the disclosure of transfers into and out of Level 1 and Level 2 fair value measurements; the amendment’s requirements related to Level 3 disclosures were effective for us on January 1, 2011. This guidance affects new disclosures only and had no impact on our consolidated financial statements.

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.

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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 and traditional telephone 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.

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 officers, 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 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 principal. At March 31, 2011, the outstanding principal and accrued interest of the convertible promissory note was \$56,733.

Item 5. Other Information

During the three months ended March 31, 2011 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 Number | Exhibit | # |
|-------------------|--|---|
| 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). | # |

- 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).

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| Exhibit Number | Exhibit | |
|-------------------|---|---|
| 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). | # |
| 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).

- 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)

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| Exhibit Number | Exhibit | # |
|-------------------|---|---|
| 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) | # |
| 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). | # |
| 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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| Exhibit Number | Exhibit | # |
|-------------------|--|---|
| 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). | # |
| 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). | # |
| 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). | # |

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- 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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| Exhibit Number | Exhibit | |
|-------------------|--|---|
| 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 | # |
| 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 | # |
| 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 | <u>Employment Agreement with Jason Ayers dated January 1, 2011</u> | * |
| 22.1 | Subsidiaries of the Registrant | # |
| 31.1 | <u>Certification pursuant to Rules 13a-14(a) and 15d-14(a) of Timothy J. Kilkenny</u> | * |
| 31.2 | <u>Certification pursuant to Rules 13a-14(a) and 15d-14(a) of Roger P. Baresel</u> | * |
| 32.1 | <u>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</u> | * |
| 32.2 | <u>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</u> | * |

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 16, 2011

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

Date: May 16, 2011

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

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