

FULLNET COMMUNICATIONS INC  
Form 10-Q  
August 14, 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 June 30, 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

As of August 12, 2013, 9,118,161 shares of the registrant's common stock, \$0.00001 par value, were outstanding.

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Exhibit 31.1

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Exhibit 32.1

Exhibit 32.2

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

	<b>JUNE 30, 2013 (Unaudited)</b>	<b>DECEMBER 31, 2012 (Derived from Audited Statements)</b>
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	14,125	10,847
Accounts receivable, net	54,524	44,311
Prepaid expenses and other current assets	14,070	6,403
Total current assets	82,719	61,561
PROPERTY AND EQUIPMENT, net	54,485	61,299
OTHER ASSETS	5,250	5,250
TOTAL	142,454	128,110
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable	137,441	482,286
Accrued and other current liabilities, current portion	207,162	281,808
Notes payable current	26,035	304,206
Deferred revenue	218,033	198,837
Total current liabilities	588,671	1,267,137
ACCRUED AND OTHER LIABILITIES, less current portion	244,269	784,225
NOTES PAYABLE, less current portion	261,977	-
Total liabilities	1,094,917	2,051,362
<b>STOCKHOLDERS' DEFICIT</b>		
Preferred stock — \$.001 par value; authorized, 10,000,000 shares; Series A convertible issued and outstanding, 987,102 and no shares in 2013 and 2012, respectively	987	-

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Common stock — \$.00001 par value; authorized, 40,000,000 and 10,000,000 shares in 2013 and 2012, respectively; issued and outstanding, 9,118,161 shares in 2013 and 2012	91	91
Additional paid-in capital	9,116,838	8,417,050
Accumulated deficit	(10,070,379)	(10,340,393)
Total stockholders' deficit	(952,463)	(1,923,252)
TOTAL	142,454	128,110

See accompanying notes to condensed consolidated financial statements.

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

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30, 2013</b>	<b>June 30, 2012</b>	<b>June 30, 2013</b>	<b>June 30, 2012</b>
<b>REVENUES</b>				
Access service revenues	31,889	42,039	66,295	91,321
Co-location and other revenues	378,472	330,699	737,011	712,527
<b>Total revenues</b>	<b>410,361</b>	<b>372,738</b>	<b>803,306</b>	<b>803,848</b>
<b>OPERATING COSTS AND EXPENSES</b>				
Cost of access service revenues	23,073	29,604	56,008	68,614
Cost of co-location and other revenues	90,234	89,267	176,878	177,140
Selling, general and administrative expenses	342,700	297,411	671,673	623,509
Depreciation and amortization	5,841	8,716	12,448	17,646
<b>Total operating costs and expenses</b>	<b>461,848</b>	<b>424,998</b>	<b>917,007</b>	<b>886,909</b>
<b>LOSS FROM OPERATIONS</b>	<b>(51,487)</b>	<b>(52,260)</b>	<b>(113,701)</b>	<b>(83,061)</b>
<b>GAIN ON TROUBLED DEBT RESTRUCTURING</b>	<b>394,822</b>	<b>-</b>	<b>394,822</b>	<b>-</b>
<b>INTEREST EXPENSE</b>	<b>(5,720)</b>	<b>(5,605)</b>	<b>(11,107)</b>	<b>(11,406)</b>
<b>INCOME (LOSS) before income taxes</b>	<b>337,615</b>	<b>(57,865)</b>	<b>270,014</b>	<b>(94,467)</b>
Income tax expense (benefit)	-	-	-	-
<b>NET INCOME (LOSS)</b>	<b>337,615</b>	<b>(57,865)</b>	<b>270,014</b>	<b>(94,467)</b>
Preferred stock dividends	-	-	-	-

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Net income (loss) available to common stockholders	337,615	(57,865)	270,014	(94,467)
Net income (loss) per share — basic	.04	(.01)	.03	(.01)
Net income (loss) per share — assuming dilution	.03	(.01)	.02	(.01)
Weighted average shares outstanding — basic	9,118,161	8,978,161	9,118,161	9,057,155
Weighted average shares outstanding — assuming dilution	10,288,031	8,978,161	10,011,511	9,057,461



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See accompanying notes to condensed consolidated financial statements.

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**Table of Contents****FullNet Communications, Inc. and Subsidiaries****CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT (UNAUDITED)****Six Months Ended June 30, 2013**

	<b>Preferred stock</b>		<b>Common stock</b>		<b>Additional</b>	<b>Accumulated</b>	
	<b>Shares</b>	<b>Amount</b>	<b>Shares</b>	<b>Amount</b>	<b>Paid In</b>	<b>Deficit</b>	<b>Total</b>
					<b>Capital</b>		
Balance at January 1, 2013	—	—	9,118,161	91	8,417,050	(10,340,393)	(1,923,252)
Stock compensation expense	—	—	—	—	22,121	—	22,121
Troubled debt restructuring	987,102	987	—	—	677,667	—	678,654
Net income	—	—	—	—	—	270,014	270,014
Balance at June 30, 2013	987,102	987	9,118,161	91	9,116,838	(10,070,379)	(952,463)

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>Six Months Ended</b>	
	<b>June 30, 2013</b>	<b>June 30, 2012</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income (loss)	270,014	(94,467)
Adjustments to reconcile net income (loss) to net cash provided by operating activities		
Depreciation and amortization	12,448	17,646
Stock compensation	22,121	1,592
Provision for uncollectible accounts receivable	10,281	4,821
Gain on troubled debt restructuring	(394,822)	-
Net (increase) decrease in		
Accounts receivable	(20,494)	48,824
Prepaid expenses and other current assets	(7,667)	4,273
Net increase (decrease) in		
Accounts payable	45,496	29,185
Accrued and other liabilities	63,533	17,587
Deferred revenue	19,196	(13,038)
Net cash provided by operating activities	20,106	16,423
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchases of property and equipment	(5,634)	(8,669)
Net cash used in investing activities	(5,634)	(8,669)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Principal payments on borrowings under notes payable	(11,194)	(11,758)
Proceeds from exercise of stock options	-	420
Net cash used in financing activities	(11,194)	(11,338)
Net increase (decrease) in cash	3,278	(3,584)
Cash at beginning of period	10,847	10,987
Cash at end of period	14,125	7,403

SUPPLEMENTAL DISCLOSURES OF CASH FLOW  
INFORMATION

Cash paid for interest	9,848	11,513
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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 to the presentation for the current period.

**2.**

**MANAGEMENT'S PLANS**

At June 30, 2013 current liabilities exceed current assets by \$505,952. 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. 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. 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.

4.

**INCOME (LOSS) PER SHARE**

Income (loss) per share — basic is calculated by dividing net income (loss) available to common stockholders by the weighted average number of shares of stock outstanding during the period. Income per share — assuming dilution is calculated by dividing net income available to common stockholders 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.

## Schedule of Income (Loss) Per Share

	Three Months Ended		Six Months Ended	
	June 30, 2013	June 30, 2012	June 30, 2013	June 30, 2012
Numerator:				



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Net income (loss)	\$	337,615	\$	(57,865)	\$	270,014	\$	(94,467)
Denominator:								
Weighted average shares outstanding - basic		9,118,161		8,978,161		9,118,161		9,057,155
Effect of dilutive stock options		530,264		-		346,464		306
Effect of dilutive warrants		639,606		-		546,886		-
Effect of dilutive convertible preferred stock		-		-		-		-
Weighted average shares outstanding - assuming dilution		10,288,031		8,978,161		10,011,511		9,057,461
Net income (loss) per share - basic	\$	.04	\$	(.01)	\$	.03	\$	(.01)
Net income (loss) per share - assuming dilution	\$	.03	\$	(.01)	\$	.02	\$	(.01)

Basic and diluted income (loss) per share were the same for the three and six months ended June 30, 2012 because there was a net loss for each period.

Potentially dilutive securities not included in the calculation of diluted net income (loss) per share because to do so would be anti-dilutive for the periods are as follows:

## Schedule of Antidilutive Securities Excluded from Computation of Income (Loss) Per Share

	Three Months Ended		Six Months Ended	
	June 30, 2013	June 30, 2012	June 30, 2013	June 30, 2012
Stock options	219,368	1,187,116	219,368	1,187,116
Warrants and non-employee stock options	-	154,000	-	154,000
Convertible promissory note	-	107,843	-	107,843
Convertible preferred stock	987,102	-	987,102	-

1,201,836	1,448,959	1,201,836	1,448,959
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5.

**ACCOUNTS RECEIVABLE**

## Schedule of Accounts Receivable

	June 30, 2013		December 31, 2012
Accounts receivable	\$ 281,767	\$	261,273
Less allowance for doubtful accounts	(227,243)		(216,962)
	\$ 54,524	\$	44,311

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6.

**PROPERTY AND EQUIPMENT**

## Schedule of Property and Equipment

	June 30, 2013		December 31, 2012
Computers and equipment	\$ 1,532,804	\$	1,527,170
Leasehold improvements	991,749		991,749
Software	57,337		57,337
Furniture and fixtures	31,821		31,821
	2,613,711		2,608,077
Less accumulated depreciation	(2,559,226)		(2,546,778)
	\$ 54,485	\$	61,299

Depreciation expense for the three months ended June 30, 2013 and 2012 was \$5,841 and \$8,376, respectively.

Depreciation expense for the six months ended June 30, 2013 and 2012 was \$12,448 and \$17,307, respectively.

7.

**ACCRUED AND OTHER CURRENT LIABILITIES**

## Schedule of Accrued and Other Current Liabilities

	June 30, 2013		December 31, 2012
Accrued deferred compensation	\$ 183,728	\$	846,718
Accrued unused vacation and sick leave	121,299		117,359
Accrued other liabilities	146,404		101,956
	451,431		1,066,033
Less current portion	207,162		281,808
	\$ 244,269	\$	784,225

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 \$140,547 and \$620,406 at June 30, 2013 and December 31, 2012, respectively.

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**NOTES PAYABLE**

## Schedule of Notes Payable

	June 30, 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 December 31, 2012) (1)	\$ -	\$ 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)	-	249,206
Secured exchange promissory note from a shareholder; interest rate of 6% through December 31, 2014, 7% through December 31, 2015, 8% through December 31, 2016, 8.5% through December 31, 2017, and 9% through May 31, 2018, with fixed monthly payments of \$3,300.64 through the Maturity Date, at which time the remaining balance of principal and all accrued interest shall be due and payable; matures May 31, 2018; secured by all tangible and intangible assets of the Company (2)(3)	238,012	-
Secured exchange promissory note; interest at 6%, requires monthly installments of interest only through May 31, 2014, then requires monthly installments of \$600 including principal and interest; matures May 31, 2023; secured by certain equipment of the Company (4)	50,000	-
	288,012	304,206
Less current portion	26,035	304,206
	\$ 261,977	\$ -

- (1) This convertible promissory note matured in November 2003. On June 3, 2013, the Company issued 59,634 shares of its Series A Convertible Preferred Stock, in complete satisfaction of the outstanding principal and accrued interest due on this note of \$59,634.
- (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 continued to make monthly principal and interest payments. At May 31, 2013, the outstanding principal and accrued interest of the secured promissory note was \$239,504.

- (3) On May 31, 2013, the Company issued this secured exchange promissory note in exchange for the existing secured convertible promissory note with a balance due, including accrued interest, of \$239,504, which had matured on December 30, 2011.
- (4) On May 31, 2013, the Company issued this secured exchange promissory note and on June 3, 2013, issued 203,169 shares of its Series A Convertible Preferred Stock, in complete satisfaction of the balance due in the amount of \$253,169 on an operating lease for certain equipment which was leased from one of its shareholders whose parent company holds a \$238,012 secured exchange promissory note. 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 was 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 May 30, 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 had been unable to make all of the required payments pursuant to the terms of the September 2007 agreement. This secured exchange promissory note is secured by the equipment leased by the Company pursuant to the aforementioned operating lease. Upon payment of the balance due on this secured exchange promissory note title of the equipment will be transferred to the Company free and clear of all liens and encumbrances.

## 9.

### COMMON STOCK OPTIONS AND WARRANTS

#### Schedule of Employee Stock Option Activity

	Three Months Ended June 30, 2013	Weighted Average Exercise Price	Six Months Ended June 30, 2013	Weighted Average Exercise Price
Options outstanding, beginning of the period	1,446,550	\$ .034	1,404,550	\$ .034
Options granted during the period	1,248,348	.020	1,290,348	.020
Options canceled, expired and forfeited during the period	(876,848)	.039	(876,848)	.039
Options outstanding, end of the period	1,818,050	\$ .021	1,818,050	\$ .021





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

## Schedule of Common Stock Purchase Warrant and Non-employee Stock Option Activity

	Three Months Ended	Weighted Average	Six Months Ended	Weighted Average
	June 30, 2013	Exercise Price	June 30, 2013	Exercise Price
Warrants and non-employee stock options outstanding, beginning of the period	565,000	\$ .005	565,000	\$ .005
Warrants and non-employee stock options granted during the period	250,000	.003	250,000	.003
Warrants and non-employee stock options outstanding, end of the period	815,000	.004	815,000	.004

**10.****COMMON STOCK**

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

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**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 June 30, 2013 and December 31, 2012, the carrying amount of the Company's liabilities for corporate borrowings and other obligations was \$1,094,917 and \$2,051,362, respectively, and the fair value was estimated to be approximately \$142,000 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.

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**12.**

**CONCENTRATIONS**

During the three months ended June 30, 2013, the Company had two customers that each comprised approximately 9% and 8% of total revenues, respectively. During the three months ended June 30, 2012, these two customers each comprised approximately 11% and 9% of total revenues, respectively. During the six months ended June 30, 2013, the Company had two customers that each comprised approximately 9% and 8% of total revenues, respectively. During the three months ended June 30, 2012, these two customers each comprised approximately 10% and 10% of total revenues, respectively.

**13.**

**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 1% of the employee's salary. The Company made matching contributions of \$851 and \$910, respectively, during the quarters ended June 30, 2013 and 2012. The Company made matching contributions of \$1,613 and \$1,746, respectively, during the six months ended June 30, 2013 and 2012.

**14.**

**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 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 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.

15.

**GAIN ON TROUBLED DEBT RESTRUCTURING**

On June 3, 2013, pursuant to shareholder authorization, the Company issued 987,102 shares of its Series A Convertible Preferred Stock in exchange for \$987,102 of the Company's indebtedness, pursuant to which the Company recognized a gain on troubled debt restructuring of \$394,822. Members of the Company's management and board of directors accounted for 609,507 shares of the shares issued and \$609,507 of the Company's indebtedness exchanged.

Participation of the Company's management and board of directors in this exchange was approved by a majority of the Company's shareholders.

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**16.**

**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 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, 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, 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.com](http://www.fulltel.com) 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 June 30, 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 and six months ended June 30, 2013 and 2012:

	<b>Three Months Ended</b>				<b>Six Months Ended</b>			
	<b>June 30, 2013</b>		<b>June 30, 2012</b>		<b>June 30, 2013</b>		<b>June 30, 2012</b>	
	<b>Amount</b>	<b>Percent</b>	<b>Amount</b>	<b>Percent</b>	<b>Amount</b>	<b>Percent</b>	<b>Amount</b>	<b>Percent</b>
Revenues:								
Access service revenues	\$ 31,889	7.8	\$ 42,039	11.3	\$ 66,295	8.3 %	\$ 91,321	11.4 %
Co-location and other revenues	378,472	92.2	330,699	88.7	737,011	91.7	712,527	88.6
Total revenues	410,361	100.0	372,738	100.0	803,306	100.0	803,848	100.0
Cost of access service revenues	23,073	5.6	29,604	7.9	56,008	7.0	68,614	8.5
Cost of co-location and other revenues	90,234	22.0	89,267	23.9	176,878	22.0	177,140	22.0
Selling, general and administrative expenses	342,700	83.5	297,411	79.8	671,673	83.6	623,509	77.6
Depreciation and amortization	5,841	1.4	8,716	2.3	12,448	1.6	17,646	2.2
Total operating costs and expenses	461,848	112.5	424,998	114.0	917,007	114.2	886,909	110.3



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Loss from operations	(51,487)	(12.5)	(52,260)	(14.0)	(113,701)	(14.2)	(83,061)	(10.3)
Gain on troubled debt restructuring	394,822	96.2	-		394,822	49.2	-	
Interest expense	(5,720)	(1.4)	(5,605)	(1.5)	(11,107)	(1.4)	(11,406)	(1.4)
Income (loss) before income taxes	337,615	82.3	(57,865)	(15.5)	270,014	33.6	(94,467)	(11.7)
Income tax (benefit)	-	-	-	-	-	-	-	-
Net income (loss)	\$ 337,615	82.3 %	\$ (57,865)	(15.5)%	\$ 270,014	33.6 %	\$ (94,467)	(11.7)%
Preferred stock dividends	-		-		-		-	
Net income (loss) available to common stockholders	\$ 337,615	82.3 %	\$ (57,865)	(15.5)%	\$ 270,014	33.6 %	\$ (94,467)	(11.7)%

**Three Months Ended June 30, 2013 (the “2013 2nd Quarter”) Compared to Three Months Ended June 30, 2012 (the “2012 2nd Quarter”)**

*Revenues*

Access service revenues decreased \$10,150 or 24.1% to \$31,889 for the 2013 2nd Quarter from \$42,039 for the same period in 2012 primarily due to a decline in number of customers.

Co-location and other revenues increased \$47,773 or 14.5% to \$378,472 for the 2013 2nd Quarter from \$330,699 for the same period in 2012. 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 decreased \$6,531 or 22.1% to \$23,073 for the 2013 2nd Quarter from \$29,604 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 72.4% during the 2013 2nd Quarter, compared to 70.4% during the same period in 2012.



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Cost of co-location and other revenues remained relatively the same at \$90,234 for the 2013 2nd Quarter from \$89,267 for the same period in 2012. Cost of co-location and other revenues as a percentage of co-location and other revenues decreased to 23.8% during the 2013 2nd Quarter, compared to 27.0% during the same period in 2012.

Selling, general and administrative expenses increased \$45,289 or 15.2% to \$342,700 for the 2013 2nd Quarter compared to \$297,411 for the same period in 2012 primarily related to increases in employee costs of \$40,231 and bad debt expense of \$5,830. Selling, general and administrative expenses as a percentage of total revenues increased to 83.5% during the 2013 2nd Quarter from 79.8% during the same period in 2012.

Depreciation and amortization expense decreased \$2,875 or 33.0% to \$5,841 for the 2013 2nd Quarter compared to \$8,716 for the same period in 2012 primarily related to several assets reaching full depreciation.

### *Gain on Troubled Debt Restructuring*

On June 3, 2013, pursuant to shareholder authorization, we issued 987,102 shares of our Series A Convertible Preferred Stock in exchange for \$987,102 of our indebtedness, pursuant to which we recognized a gain on troubled debt restructuring of \$394,822. Members of our management and board of directors accounted for 609,507 shares of the shares issued and \$609,507 of our indebtedness exchanged. Participation of our management and board of directors in this exchange was approved by a majority of our shareholders.

### *Interest Expense*

Interest expense remained relatively the same at \$5,720 for the 2013 2nd Quarter compared to \$5,605 for the same period in 2012.

## **Six Months Ended June 30, 2013 (the “2013 Period”) Compared to Six Months Ended June 30, 2012 (the “2012 Period”)**

### *Revenues*

Access service revenues decreased \$11,824 or 13.0% to \$66,295 for the 2013 Period from \$91,321 for the 2012 Period primarily due to a decline in our number of customers.

Co-location and other revenues increased \$24,484 or 3.4% to \$737,011 for the 2013 Period from \$712,527 for the 2012 Period. 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 \$12,606 or 18.4% to \$56,008 for the 2013 Period from \$68,614 for the 2012 Period. 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 84.5% during the 2013 Period, compared to 75.1% during the 2012 Period.

Cost of co-location and other revenues remained relatively stable at \$176,878 for the 2013 Period from \$177,140 for the 2012 Period. Cost of co-location and other revenues as a percentage of co-location and other revenues decreased to 24.0% during the 2013 Period compared to 24.9% during the 2012 Period.

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Selling, general and administrative expenses increased \$48,164 or 7.7% to \$671,673 for the 2013 Period compared to \$623,509 for the 2012 Period. This increase was primarily related to increases in employee costs, advertising expense and bad debt expense of \$35,140, \$8,222 and \$7,259, respectively. Selling, general and administrative expenses as a percentage of total revenues increased to 83.6% during the 2013 Period from 77.6% during the 2012 Period.

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Depreciation and amortization expense decreased \$5,198 or 29.5% to \$12,448 for the 2013 Period compared to \$17,646 for the 2012 Period primarily related to several assets reaching full depreciation.

### *Gain on Troubled Debt Restructuring*

On June 3, 2013, pursuant to shareholder authorization, we issued 987,102 shares of our Series A Convertible Preferred Stock in exchange for \$987,102 of our indebtedness, pursuant to which we recognized a gain on troubled debt restructuring of \$394,822. Members of our management and board of directors accounted for 609,507 shares of the shares issued and \$609,507 of our indebtedness exchanged. Participation of our management and board of directors in this exchange was approved by a majority of our shareholders.

### *Interest Expense*

Interest expense remained relatively the same at \$11,107 for the 2013 Period compared to \$11,107 for the 2012 Period.

## **Liquidity and Capital Resources**

As of June 30, 2013, we had \$14,125 in cash and \$588,671 in current liabilities, including \$218,033 of deferred revenues that will not require settlement in cash.

At June 30, 2013 and December 31, 2012, we had a working capital deficit of \$505,952 and \$1,205,576, 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 June 30, 2013, of the \$137,441 we owed to our trade creditors \$109,452 was past due. We have no formal agreements regarding payment of these amounts.

In addition, during the six months ended June 30, 2013, we had two customers that each comprised approximately 9% and 8% of total revenues, respectively. During the three months ended June 30, 2013, these two customers each comprised approximately 9% and 8% of total revenues, respectively. During the six months ended June 30, 2012, we had two customers that each comprised approximately 10% and 10% of total revenues, respectively. During the three months ended June 30, 2012, these two customers each comprised approximately 11% and 9% of total revenues, respectively.



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Cash flow for the six-month periods ending June 30, 2013 and 2012 consist of the following.

	For the Six-Month Periods Ended	
	June 30,	
	2013	2012
Net cash flows provided by operations	\$ 20,106	\$ 16,423
Net cash flows used in investing activities	(5,634)	(8,669)
Net cash flows used in financing activities	(11,194)	(11,338)

Cash used for the purchase of equipment was \$5,634 and \$8,669, respectively, for the six months ended June 30, 2013 and 2012.

Cash used for principal payments on notes payable was \$11,194 and \$11,758, respectively, for the six months ended June 30, 2013 and 2012. Cash provided by the exercise of options was \$420 for the six months ended June 30, 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 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 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.

### **Financing Activities**

We have a secured exchange promissory note from a shareholder which requires monthly installments of \$3,301 including principal and interest and is secured by all of our tangible and intangible assets (see Note 8 — Notes Payable to our financial statements, above). At June 30, 2013, the outstanding principal and accrued interest of the secured exchange promissory note was \$238,012.



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We have a secured exchange promissory note from a shareholder which requires monthly installments of interest only through May 31, 2014 then monthly installments of \$600 including principal and interest and is secured by certain equipment (see Note 8 — Notes Payable to our financial statements, above). At June 30,2013, the outstanding principal and accrued interest of the secured exchange promissory note was \$50,000.

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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.

**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.

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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.



**Table of Contents****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 5. Other Information**

During the three months ended June 30, 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:

<i>Exhibit 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)	#
3.3	Amended and Restated Certificate of Incorporation of FullNet Communications, Inc.	#
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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<i>Exhibit Number</i>	<i>Exhibit</i>	<i>#</i>
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).	#



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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)	#
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)	#
4.18	Certificate of Designations, Preferences, and Rights of Series A Convertible Preferred Stock of FullNet Communications, Inc.	#
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).	#



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<i>Exhibit Number</i>	<i>Exhibit</i>	
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).	#

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|-------|---|---|
| 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).                | # |
| 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).  | # |



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<i>Exhibit Number</i>	<i>Exhibit</i>	
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).	#
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	#





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<i>Exhibit Number</i>	<i>Exhibit</i>	
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	Employment Agreement with Jason Ayers dated January 1, 2011	#
10.47	Form 8-K dated May 9, 2013 reporting expansion of the Board of Directors and the election of Jason C. Ayers to the Board of Directors	#
10.48	Schedule 14C Definitive Information Statement dated May 15, 2013 reporting Notice of Action by Written Consent of Shareholders	#
10.49	Form 8-K dated June 3, 2013 reporting the Shareholder Consent to Action in Lieu of a Meeting approving the Amendment and Restatement of the Company's Certificate of Incorporation, the re-election of the Board of Directors, the authorization of Series A Convertible Preferred Stock, the authorization of the Exchange Offer and the issuance of Series A Convertible Preferred Stock	#
10.50	Form of Exchange Offer Acceptance Agreement	#
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	*

101.INS	XBRL Instance Document	**
101.SCH	XBRL Taxonomy Extension Schema Document	**
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	**
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	**
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	**
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	**

# Incorporated by reference.

\* Filed herewith.

\*\* In accordance with Rule 406T of Regulation S-T, the XBRL (Extensible Business Reporting Language) related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be part of any registration statement or other document filed under the Securities Act or the Exchange Act, except to the extent expressly set forth by specific reference in such filing.



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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: August 14, 2013                      By:            /s/ TIMOTHY J. KILKENNY  
   Timothy J. Kilkenny  
   Chief Executive Officer

Date: August 14, 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 June 30, 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: August 14, 2013

/s/ Timothy J. Kilkenny

Chief Executive Officer

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 June 30, 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: August 14, 2013

/s/ Roger P. Baresel,

President and Chief Financial Officer

**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 June 30, 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: August 14, 2013

/s/ Timothy J. Kilkenny,  
Chief Executive Officer



**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 June 30, 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: August 14, 2013

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