

FULLNET COMMUNICATIONS INC

Form 10QSB

May 15, 2007

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**U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-QSB**

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2007

TRANSITION REPORT UNDER 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 small business issuer 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

(Issuer's telephone number)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). **Yes No**

o No

The number of shares outstanding of the Issuer's Common Stock, \$.00001 par value, as of May 11, 2007 was 6,741,135.

Transitional Small Business Disclosure Format (Check one): **Yes No**

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| <u>Certification Pursuant to 18 U.S.C. Section 1350 by Timothy J. Kilkenny</u> | |
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FullNet Communications, Inc. and Subsidiaries
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

| | MARCH 31, | DECEMBER |
|---|------------------|-----------------|
| | 2007 | 31, |
| | | 2006 |
| ASSETS | | |
| CURRENT ASSETS | | |
| Cash | \$ 16,172 | \$ 16,007 |
| Accounts receivable, net | 12,930 | 24,407 |
| Prepaid expenses and other current assets | 124,548 | 95,452 |
| | | |
| Total current assets | 153,650 | 135,866 |
| | | |
| PROPERTY AND EQUIPMENT, net | 650,649 | 699,128 |
| | | |
| INTANGIBLE ASSETS, net | 42,325 | 47,725 |
| | | |
| OTHER ASSETS | 18,282 | 18,282 |
| | | |
| TOTAL | \$ 864,906 | \$ 901,001 |
| | | |
| LIABILITIES AND STOCKHOLDERS DEFICIT | | |
| CURRENT LIABILITIES | | |
| Accounts payable trade | \$ 176,088 | \$ 185,949 |
| Accounts payable related party | 288,406 | 270,142 |
| Accrued and other current liabilities | 923,545 | 848,783 |
| Accrued interest related party | 192,088 | 184,197 |
| Notes payable, current portion | 568,479 | 592,933 |
| Notes payable related party | 320,000 | 320,000 |
| Deferred revenue | 120,301 | 108,437 |
| | | |
| Total current liabilities | 2,588,907 | 2,510,441 |
| | | |
| OTHER LIABILITIES | 63,690 | 67,927 |
| | | |
| STOCKHOLDERS DEFICIT | | |
| Common stock \$.00001 par value; authorized, 10,000,000 shares; issued and outstanding, 6,670,878 shares in 2007 and 2006 | 68 | 68 |
| Common stock issuable, 70,257 shares in 2007 and 2006 | 57,596 | 57,596 |
| Additional paid-in capital | 8,350,107 | 8,350,107 |
| Accumulated deficit | (10,195,462) | (10,085,138) |

| | | |
|----------------------------|-------------|-------------|
| Total stockholders deficit | (1,787,691) | (1,677,367) |
| TOTAL | \$ 864,906 | \$ 901,001 |

See accompanying notes to the condensed consolidate financial statements.

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FullNet Communications, Inc. and Subsidiaries
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

| | Three Months Ended | |
|--|---------------------------|------------------|
| | March 31, | March 31, |
| | 2007 | 2006 |
| REVENUES | | |
| Access service revenues | \$ 161,853 | \$ 194,732 |
| Co-location and other revenues | 300,118 | 235,456 |
| | | |
| Total revenues | 461,971 | 430,188 |
| | | |
| OPERATING COSTS AND EXPENSES | | |
| Cost of access service revenues | 71,420 | 57,551 |
| Cost of co-location and other revenues | 60,573 | 56,656 |
| Selling, general and administrative expenses | 341,048 | 355,859 |
| Depreciation and amortization | 74,592 | 85,007 |
| | | |
| Total operating costs and expenses | 547,633 | 555,073 |
| | | |
| LOSS FROM OPERATIONS | (85,662) | (124,885) |
| | | |
| INTEREST EXPENSE | (24,662) | (26,978) |
| | | |
| NET LOSS | \$ (110,324) | \$ (151,863) |
| | | |
| Net loss per share basic | \$ (.02) | \$ (.02) |
| Net loss per share assuming dilution | \$ (.02) | \$ (.02) |
| | | |
| Weighted average shares outstanding | | |
| Basic | 6,741,135 | 6,741,135 |
| | | |
| Assuming dilution | 6,741,135 | 6,741,135 |

See accompanying notes to the 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, 2007

| | Common stock | | Common Stock | Additional paid-in capital | Accumulated | Total |
|-------------------------------|--------------|--------|-----------------|----------------------------------|-----------------|----------------|
| | Shares | Amount | Issuable | | Deficit | |
| Balance at January 1, 2007 | 6,670,878 | \$ 68 | \$ 57,596 | \$ 8,350,107 | \$ (10,085,138) | \$ (1,677,367) |
| Net loss | | | | | (110,324) | (110,324) |
| Balance at March 31, 2007 | 6,670,878 | \$ 68 | \$ 57,596 | \$ 8,350,107 | \$ (10,195,462) | \$ (1,787,691) |

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 | March 31, |
| | 31, | 2006 |
| | 2007 | 2006 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net loss | \$ (110,324) | \$ (151,863) |
| Adjustments to reconcile net loss to net cash provided by operating activities | | |
| Depreciation and amortization | 74,592 | 85,007 |
| Provision for uncollectible accounts receivable | (771) | 6,515 |
| Net (increase) decrease in | | |
| Accounts receivable | 12,248 | 33,710 |
| Prepaid expenses and other current assets | (29,096) | 21,978 |
| Net increase (decrease) in | | |
| Accounts payable trade | (9,861) | 14,736 |
| Accounts payable related party | 18,264 | 305 |
| Accrued and other liabilities | 70,525 | 25,902 |
| Accrued interest related party | 7,891 | 7,891 |
| Deferred revenue | 11,864 | (5,243) |
| | | |
| Net cash provided by operating activities | 45,332 | 38,938 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Purchases of property and equipment | (19,803) | (4,096) |
| Acquisition of assets | (910) | (6,286) |
| | | |
| Net cash used in investing activities | (20,713) | (10,382) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Principal payments on borrowings under notes payable | (24,454) | (31,559) |
| Proceeds from exercise of warrants | | 180 |
| | | |
| Net cash used in financing activities | (24,454) | (31,379) |
| | | |
| NET INCREASE (DECREASE) IN CASH | 165 | (2,823) |
| | | |
| Cash at beginning of period | 16,007 | 14,974 |
| | | |
| Cash at end of period | \$ 16,172 | \$ 12,151 |

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

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| | | |
|--|----------|----------|
| Cash paid for interest | \$ 3,583 | \$ 5,246 |
| Warrant extension granted in settlement of liabilities | | 17,960 |

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, 2006.

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, 2007. Certain reclassifications have been made to prior period balances to conform with the presentation for the current period.

2. MANAGEMENT S PLANS

At March 31, 2007, current liabilities exceed current assets by \$2,435,257. 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 various loans and lease agreements (see Note 9. Notes Payable and Note 12. Related Party Transactions). 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 raise additional capital on satisfactory terms or at all.

Table of Contents**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. 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, 2007 | March 31, 2006 |
| Numerator: | | |
| Net loss | \$ (110,324) | \$ (151,863) |
| Denominator: | | |
| Weighted average shares outstanding basic | 6,741,135 | 6,741,135 |
| Effect of dilutive stock options | | |
| Effect of dilutive warrants | | |
| Weighted average shares outstanding assuming dilution | 6,741,135 | 6,741,135 |
| Net income (loss) per share basic | \$ (.02) | \$ (.02) |
| Net income (loss) per share assuming dilution | \$ (.02) | \$ (.02) |

Basic and diluted loss per share were the same for the three months ended March 31, 2007 and 2006 because there was a net loss for each period.

5. ACCOUNTS RECEIVABLE

Accounts receivable consist of the following:

| | March 31, 2007 | December 31, 2006 |
|--------------------------------------|-------------------|----------------------|
| Accounts receivable | \$ 199,813 | \$ 212,061 |
| Less allowance for doubtful accounts | (186,883) | (187,654) |
| | \$ 12,930 | \$ 24,407 |

6. PROPERTY AND EQUIPMENT

Property and equipment consist of the following:

| | March 31, | December 31, |
|--|-----------|--------------|
|--|-----------|--------------|

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| | 2007 | 2006 |
|-------------------------------|--------------|--------------|
| Computers and equipment | \$ 1,360,049 | \$ 1,340,246 |
| Leasehold improvements | 962,861 | 962,861 |
| Software | 57,337 | 57,337 |
| Furniture and fixtures | 28,521 | 28,521 |
| | 2,408,768 | 2,388,965 |
| Less accumulated depreciation | (1,758,119) | (1,689,837) |
| | \$ 650,649 | \$ 699,128 |

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Depreciation expense for the three months ended March 31, 2007 and 2006 was \$68,282 and \$66,381, respectively.

7. INTANGIBLE ASSETS

Intangible assets consist primarily of acquired customer bases and covenants not to compete and are carried net of accumulated amortization. Upon initial application of Statement of Financial Accounting Standards No. 142, *Goodwill and Intangible Assets*, as of January 1, 2002, the Company reassessed useful lives and began amortizing these intangible assets over their estimated useful lives and in direct relation to any decreases in the acquired customer bases to which they relate. Management believes that such amortization reflects the pattern in which the economic benefits of the intangible asset are consumed or otherwise used.

Amortization expense for the three months ended March 31, 2007 and 2006 relating to intangible assets was \$6,310 and \$18,626, respectively.

8. ACCRUED AND OTHER CURRENT LIABILITIES

Accrued and other current liabilities consist of the following:

| | March 31, 2007 | December 31, 2006 |
|-------------------------------|-------------------|----------------------|
| Accrued interest | \$ 309,085 | \$ 294,995 |
| Accrued deferred compensation | 461,336 | 435,669 |
| Accrued other liabilities | 153,124 | 118,119 |
| | \$ 923,545 | \$ 848,783 |

9. NOTES PAYABLE

Notes payable consist of the following:

| | March 31, 2007 | December 31, 2006 |
|--|-------------------|-------------------------|
| Note payable to a bank, payable in monthly installments of \$8,768, including interest of 9.5%, maturing September 2008; collateralized by property and equipment, accounts receivable and Company common stock owned by the founder and CEO of the Company; guaranteed by the founder and CEO of the Company; partially guaranteed by the Small Business Administration | \$ 52,843 | \$ 77,297 |
| Interim loan from a related party, interest at 10%, requires payments equal to 50% of the net proceeds received by the Company from its private placement of convertible promissory notes, matured December 2001; unsecured (1) | 320,000 | 320,000 |

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| | March 31, 2007 | December 31, 2006 |
|--|-------------------|-------------------------|
| Convertible promissory notes; interest at 12.5% of face amount, payable quarterly; these notes are unsecured and matured at March 31, 2007 (convertible into approximately 1,003,659 shares at March 31, 2007 and December 31, 2006) (2) | 510,636 | 510,636 |
| Other notes payable | 5,000 | 5,000 |
| | 888,479 | 912,933 |
| Less current portion | 888,479 | 912,933 |
| | \$ | \$ |

(1) This loan and accrued interest of \$192,088 was past due on March 31, 2007; the Company has not made payment or negotiated an extension of the loan and the lender has not made any demands.

(2) During 2000 and 2001, the Company issued 11% convertible promissory notes or converted other notes payable or accounts payable to convertible promissory notes in an amount totaling \$2,257,624. The terms of the

Notes are 36 months with limited prepayment provisions. Each of the Notes may be converted by the holder at any time at \$1.00 per common stock share and by the Company upon registration and when the closing price of the Company's common stock has been at or above \$3.00 per share for three consecutive trading days. Additionally, the Notes are accompanied by warrants exercisable for the purchase of the number of shares of Company common stock equal to the number obtained by dividing 25% of the face amount of the Notes purchased by \$1.00. These warrants are exercisable at any time during the five years following issuance at an exercise price of \$.01 per share. Under the terms

of the Notes, the Company was required to register the common stock underlying both the Notes and the detached warrants by filing a registration statement with the Securities and Exchange Commission within 45 days following the Final Expiration Date of the Offering (March 31, 2001). On May 31, 2001, the Company exchanged 2,064,528 shares of its common stock and warrants (exercisable for the purchase of 436,748 shares of common stock at \$2.00 per share) for convertible promissory notes in the principal amount of \$1,746,988 (recorded at \$1,283,893) plus accrued interest of \$123,414. The warrants expired on May 31, 2006. This exchange was accounted for as

an induced debt conversion and a debt conversion expense of \$370,308 was recorded.

Pursuant to the provisions of the convertible promissory notes, the conversion price was reduced from \$1.00 per share on January 15, 2001 to \$.49 per share on December 31, 2003 for failure to register under the Securities Act of 1933, as amended, the common stock underlying the convertible promissory notes and underlying warrants on February 15, 2001.

Reductions in conversion price are recognized at the date of reduction by an increase to additional paid-in capital and an increase in the discount on the convertible promissory notes.

Furthermore, the interest rate

was increased to 12.5% per annum from 11% per annum because the registration statement was not filed before March 1, 2001. At March 31, 2007, the outstanding principal and interest of the convertible promissory notes was \$817,286.

On January 1, 2002, the Company recorded 11,815 shares of common stock issuable in payment of \$11,815 accrued interest on a portion of the Company's convertible promissory notes.

In November and December 2003 and March 2004, \$455,000, \$50,000 and \$5,636, respectively, of these convertible promissory notes matured. The Company has not made payment or

negotiated an extension of these notes, and the lenders have not made any demands. The Company is currently developing a plan to satisfy these notes subject to the approval of each individual note holder.

10. COMMON STOCK OPTIONS AND WARRANTS

The following table summarizes the Company's employee stock option activity for the three months ended March 31, 2007:

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| | Three Months Ended March 31, 2007 | Weighted Average Exercise Price |
|--|---|---------------------------------------|
| Options outstanding, beginning and end of the period | 3,083,034 | \$.43 |

In December 2004, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 123(R), *Share-Based Payment*. SFAS 123(R) replaces SFAS No. 123, *Accounting for Stock-Based Compensation*, and supersedes Accounting Principles Board (APB) Opinion No. 25, *Accounting for Stock Issued to Employees*. The Company adopted SFAS 123(R) on January 1, 2006 using the modified prospective method as described in the standard. Under the modified prospective method, the Company is required to record compensation cost for new and modified awards over the related vesting period of such awards prospectively and record compensation cost prospectively for the unvested portion at time of adoption, of previously issued and outstanding awards over the remaining vesting period of such awards. As of January 1, 2006, the Company had no unvested outstanding awards and as a result, the adoption of SFAS123(R) had no impact on the Company's consolidated financial statements or consolidated results of operations.

The following table summarizes the Company's common stock purchase warrant and non-employee stock option activity for the three months ended March 31, 2007:

| | Three Months Ended March 31, 2007 | Weighted Average Exercise Price |
|--|---|---------------------------------------|
| Warrants and non-employee stock options outstanding, beginning and end of the period | 677,000 | \$.44 |

11. RECENTLY ISSUED ACCOUNTING STANDARDS

SFAS No. 151, *Inventory Costs* - an amendment of ARB No. 4 and SFAS No. 152, *Accounting for Real Estate Time-Sharing Transactions* - an amendment of FASB Statements No. 66 and 67, SFAS No. 153, *Exchange of Non-monetary Assets* - an amendment of APB Opinion No. 29, SFAS No. 154, *Accounting Changes and Error Corrections* - a replacement of APB No. 20 and SFAS 3, SFAS No. 155, *Accounting for Certain Hybrid Financial Instruments* - an amendment of FASB Statements No. 133 and No. 140, and SFAS No. 156, *Accounting for Servicing of Financial Assets* - an amendment of FASB Statement No. 140 were recently issued. SFAS No. 151, 152, 153, 154, 155, and 156 have no current applicability to the Company and have no effect on the consolidated financial statements.

In June 2006, the FASB issued Interpretation 48, *Accounting for Uncertainty in Income Taxes* (FIN 48), an interpretation of FASB Statement No. 109, *Accounting for Income Taxes*. FIN 48 clarifies the accounting and reporting for income taxes where interpretation of the law is uncertain. FIN 48 prescribes a comprehensive model for the financial statement recognition, measurement, presentation and disclosure of income tax uncertainties with respect to positions taken or expected to be taken in income tax returns. FIN 48 is effective for fiscal years beginning after December 15, 2006. This Statement has no current applicability to the Company's financial statements. The Company adopted this Statement on January 1, 2007 and the initial adoption of FIN 48 did not have a material impact on the Company's financial position, results of operations, or cash flows.

In September 2006, the FASB issued Statement No. 157, *Fair Value Measurements* (SFAS No. 157). SFAS No. 157 addresses how companies should measure fair value when they are required to use a fair value measure for recognition or disclosure purposes under GAAP. SFAS No. 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about

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fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007, with earlier adoption permitted. Management is assessing the impact of the adoption of this Statement.

In September 2006, the FASB issued Statement No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans* (SFAS No. 158), an amendment of FASB Statements No. 87, 88, 106 and 132(R). SFAS No. 158 requires (a) recognition of the funded status (measured as the difference between the fair value of the plan assets and the benefit obligation) of a benefit plan as an asset or liability in the employer's statement of financial position, (b) measurement of the funded status as of the employer's fiscal year-end with limited exceptions, and (c) recognition of changes in the funded status in the year in which the changes occur through comprehensive income. The requirement to recognize the funded status of a benefit plan and the disclosure requirements are effective as of the end of the fiscal year ending after December 15, 2006. The requirement to measure the plan assets and benefit obligations as of the date of the employer's fiscal year-end statement of financial position is effective for fiscal years ending after December 15, 2008. This Statement has no current applicability to the Company's financial statements. The Company adopted this Statement on January 1, 2007 and the initial adoption of this Statement did not have a material impact on the Company's financial position, results of operations, or cash flows.

In September 2006, the Securities Exchange Commission issued Staff Accounting Bulletin No. 108 (SAB No. 108). SAB No. 108 addresses how the effects of prior year uncorrected misstatements should be considered when quantifying misstatements in current year financial statements. SAB No. 108 requires companies to quantify misstatements using a balance sheet and income statement approach and to evaluate whether either approach results in quantifying an error that is material in light of relevant quantitative and qualitative factors. When the effect of initial adoption is material, companies will record the effect as a cumulative effect adjustment to beginning of year retained earnings and disclose the nature and amount of each individual error being corrected in the cumulative adjustment. SAB No. 108 was effective beginning January 1, 2007 and the initial adoption of SAB No.108 did not have a material impact on the Company's financial position, results of operations, or cash flows.

In February 2007, the FASB issued Statement No. 159 *The Fair Value Option for Financial Assets and Financial Liabilities* (SFAS 159). This statement permits companies to choose to measure many financial assets and liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. SFAS 159 is effective for fiscal years beginning after November 15, 2007. The Company is currently assessing the impact of SFAS 159 on its consolidated financial statements.

12. RELATED PARTY TRANSACTIONS

The Company is in default on an operating lease for certain equipment which is leased from one of its significant shareholders who also holds a \$320,000 interim loan that is also in default (see the Note 9. Notes Payable, above). The original lease was dated November 21, 2001 and required 12 monthly rental payments of \$6,088 with a fair market purchase option at the end of the 12-month lease. Upon default on the lease, the Company has continued 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 of common stock purchase warrants exercisable for the purchase of 425,000 and 140,000 common stock shares, respectively, held by the lessor in return for a credit of \$17,960 and

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\$3,940, respectively, on the operating lease. At March 31, 2007 the Company had recorded \$288,407 in unpaid lease payments. The lessor has not made any demands for payment or threatened to terminate the month-to-month lease arrangement.

13. CONTINGENCIES

During September 2005, the Company received a back billing from AT&T (formerly SBC) of approximately \$230,000. Since then, the Company has received a number of additional back billings from AT&T that total in excess of \$7,900,000. The Company believes AT&T has no basis for these charges, is currently reviewing these billings with its attorneys and plans to vigorously dispute the charges. Therefore, the Company has not recorded any expense or liability related to these billings.

As a telecommunications company, 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.

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Item 2. Management's Discussion and Analysis or Plan of Operation

The following discussion is qualified in its entirety by the more detailed information in our Form 10-KSB 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, 2006 (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 the dominant 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 and www.fulltel.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, and shifted our focus from offering dial-up services to providing wholesale and private label network connectivity and related services to other Internet service providers. During 1995 and 1996, we furnished wholesale and private label network connectivity services to Internet service providers.

In 1997 we continued our focus on serving as a backbone provider by upgrading and acquiring more equipment. We also started offering our own Internet service provider brand access and services to our wholesale customers. As of March 31, 2007, there was one Internet service provider in Oklahoma that used the FullNet brand name for whom we provide the backbone to the Internet. There was one Internet service provider that used a private label brand name, for whom we are its access backbone and provide on an outsource basis technical support, systems management and operations. Additionally, we provide high-speed broadband connectivity, website hosting, network management and consulting solutions to over 100 businesses in Oklahoma.

In 1998 our gross revenues exceeded \$1,000,000 and we made the Metro Oklahoma City Top 50 Fastest Growing Companies list. In 1998 we commenced the process of organizing a competitive local

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exchange carrier (CLEC) through FullTel, and acquired Animus Communications, Inc. (Animus), a wholesale Web-service company, which enabled us to become a total solutions provider to individuals and companies seeking a one-stop shop in Oklahoma. Animus was renamed FullWeb in January 2000.

With the incorporation of FullTel and the acquisition of FullWeb, our current business strategy is to become the dominant integrated communications provider in Oklahoma, focusing on rural areas. We expect to grow through the acquisition of additional customers for our carrier-neutral co-location space and traditional telephone services, the acquisition of Internet service providers, as well as through a FullNet brand marketing campaign.

During February 2000, our common stock began trading 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.

We completed our network operations center during the first quarter of 2001. 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, 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. The FullTel data center telephone switching equipment was installed in March 2003. At which time, FullTel began the process of activating local access telephone numbers for the cities in which we will 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, 2007 FullTel provided us with local telephone access in approximately 232 cities.

Table of Contents**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, 2007 and 2006:

| | Three Months Ended | | | |
|--|---------------------------|----------------|-----------------------|----------------|
| | March 31, 2007 | | March 31, 2006 | |
| | Amount | Percent | Amount | Percent |
| Revenues: | | | | |
| Access service revenues | \$ 161,853 | 35.0% | \$ 194,732 | 45.3% |
| Co-location and other revenues | 300,118 | 65.0 | 235,456 | 54.7 |
| Total revenues | 461,971 | 100.0 | 430,188 | 100.0 |
| Cost of access service revenues | 71,420 | 15.5 | 57,551 | 13.4 |
| Cost of co-location and other revenues | 60,573 | 13.1 | 56,656 | 13.2 |
| Selling, general and administrative expenses | 341,048 | 73.8 | 355,859 | 82.7 |
| Depreciation and amortization | 74,592 | 16.1 | 85,007 | 19.7 |
| Total operating costs and expenses | 547,633 | 118.5 | 555,073 | 129.0 |
| Loss from operations | (85,662) | (18.5) | (124,885) | (29.0) |
| Interest expense | (24,662) | (5.4) | (26,978) | (6.3) |
| Net loss | \$ (110,324) | (23.9)% | \$ (151,863) | (35.3)% |

Three Months Ended March 31, 2007 Compared to Three Months Ended March 31, 2006*Revenues*

Access service revenues decreased \$32,879 or 20.3% to \$161,853 for the 2007 1st Quarter from \$194,732 for the same period in 2006 primarily due to a decline in the number of customers.

Co-location and other revenues increased \$64,662 or 27.5% to \$300,118 for the 2007 1st Quarter from \$235,456 for the same period in 2006. This increase was primarily attributable to the addition of new customers and the sale of additional services to existing customers. During the 2007 1st Quarter we did not record reciprocal compensation revenue (fees for terminating AT&T (formerly SBC) customers' local calls onto our network). During the same period in 2006 we recorded approximately \$7,800 of reciprocal compensation revenue. We began billing AT&T during 2004, and have billed for the periods of March 2003 through June 2006. AT&T failed to pay and is disputing approximately \$166,700. 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. On a going-forward basis it is uncertain at what rate or if any reciprocal compensation will be allowed in our successor interconnection agreement with AT&T.

Operating Costs and Expenses

Cost of access service revenues increased \$13,869 or 24.1% to \$71,420 for the 2007 1st Quarter from \$57,551 for the same period in 2006. This increase was primarily due to recurring costs associated with expansion and support of our network. Cost of access service revenues as a percentage of access service revenues increased to 44.1% during the 2007 1st Quarter, compared to 29.6% during the same period in 2006.

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Cost of co-location and other revenues increased \$3,917 or 0.1% to \$60,573 for the 2007 1st Quarter compared to \$56,656 for the same period in 2006. This increase was primarily due to increases in recurring costs related to increased customers on traditional phone services. Cost of co-location and other revenues as a percentage of co-location and other revenues increased to 20.0% during the 2007 1st Quarter compared to 24.1% during the same period in 2006.

Selling, general and administrative expenses decreased \$14,811 or 0.04% to \$341,048 for the 2007 1st Quarter compared to \$355,859 for the same period in 2006 primarily attributable to decreases in employee costs, professional fees and advertising expense of \$11,913, \$10,455 and \$4,863, respectively. The decrease in employee costs was primarily related to a reduction in the number of employees during the 2007 1st Quarter compared to the same period in 2006. Professional fees decreased primarily due to non-recurring legal fees related to our interconnection agreement rights in the state of Missouri during the 2006 1st Quarter. Advertising expenses decreased primarily attributable to timing differences. These decreases were offset primarily by increases in agent commissions related to sales of traditional phone service, supplies, rent and repair and maintenance of \$4,195, \$3,335, \$1,736 and \$1,176, respectively. Selling, general and administrative expenses as a percentage of total revenues decreased to 73.8% during the 2007 1st Quarter from 82.7% during the same period in 2006.

Depreciation and amortization expense decreased \$10,415 or 12.3% to \$74,592 for the three-month period ended March 31, 2007 from \$85,007 for the same period in 2006 primarily due to several of our intangible assets becoming fully amortized. In January 2002, upon initially applying Statement of Financial Account Standards 142, *Goodwill and Intangible Assets* (SFAS 142), we reassessed the useful lives of our recorded goodwill and other intangible assets and we began amortizing our intangible assets over their estimated useful lives and in direct relation to any decreases in the acquired customer bases to which they relate. Amortization expense for the periods ended March 31, 2007 and 2006 relating to intangible assets was \$6,310 and \$18,626, respectively.

Interest Expense

Interest expense decreased \$2,316 or 8.6% to \$24,662 for the three-month period ended March 31, 2007 from \$26,978 for the same period in 2006. This decrease was primarily attributable to the lower note balances from the payment of principal on the notes.

Liquidity and Capital Resources

As of March 31, 2007, we had \$16,172 in cash and \$2,588,907 in current liabilities, including \$120,301 of deferred revenues that will not require settlement in cash.

At March 31, 2007, we had a working capital deficit of \$2,435,257, while at December 31, 2006 we had a working capital deficit of \$2,374,575. 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, 2007, substantially all of the \$176,088 we owed to our trade creditors and the \$288,406 payable owed to a related party was past due. We have no formal agreements regarding payment of these amounts. At March 31, 2007, we had outstanding principal and interest owed on matured notes totaling \$1,329,374. We have not made payment or negotiated an extension of the notes and the lenders have not made any demands. We are currently developing a plan to satisfy these notes on terms acceptable to the note holders.

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During September 2005, we received a back billing from AT&T (formerly SBC) of approximately \$230,000. Since then, we have received a number of additional back billings from AT&T that total in excess of \$7,900,000. We believe AT&T has no basis for these charges, are currently reviewing these billings with our attorneys and plan to vigorously dispute the charges. Therefore, we have not recorded any expense or liability related to these billings.

| | For the Periods Ended March 31, | |
|---|------------------------------------|-----------|
| | 2007 | 2006 |
| Net cash flows provided by operations | \$ 45,332 | \$ 38,938 |
| Net cash flows used in investing activities | (20,713) | (10,382) |
| Net cash flows used in financing activities | (24,454) | (31,379) |

Cash used for the purchases of equipment was \$19,803 and \$4,096, respectively, for the three months ended March 31, 2007 and 2006. Cash used for the acquisition of assets was \$910 and \$6,286, respectively, for the three months ended March 31, 2007 and 2006.

Cash used for principal payments on notes payable was \$24,454 and \$31,559, respectively, for the three months ended March 31, 2007 and 2006.

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:

- o mergers and acquisitions and
- o 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.

In the event that we are unable to obtain additional capital or to obtain it on acceptable terms or in sufficient amounts, we will be required to delay the further development of our network or take other actions. This could have a material adverse effect on our business, operating results and financial condition and our ability to achieve sufficient cash flows to service debt requirements.

Our ability to fund the capital expenditures and other costs contemplated by our business plan and to make scheduled payments with respect to bank 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.

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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 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

On January 5, 2001, we obtained a \$250,000 interim loan. This loan bears interest at 10% per annum and requires payments equal to 50% of the net proceeds received by us from our private placement of convertible notes payable. Subsequently, the principal balance of the loan was increased to \$320,000 and the due date was extended to December 31, 2001. Through March 31, 2007 we had made aggregate payments of principal and interest of \$35,834 on this loan. Pursuant to the terms of this loan the balance was due on December 31, 2001 and we have not made payment or negotiated an extension of the loan and the lender has not made any demands. At March 31, 2007, the outstanding principal and interest of the loan was \$512,088.

We are in default on an operating lease for certain equipment that is leased from one of our significant shareholders who also holds a \$320,000 interim loan that is also in default (see Note 9. Notes Payable of the financial statements above). The original lease was dated November 21, 2001 and required 12 monthly rental payments of \$6,088 with a fair market purchase option at the end of the 12-month lease term. Upon default on the lease, we have continued to lease the equipment on a month-to-month basis at the same monthly rental rate; however, we have been unable to make these monthly rental payments. In January and November 2006, we agreed to extend the expiration date of common stock purchase warrants held by the lessor exercisable for the purchase of 425,000 and 140,000 shares of our common stock, respectively, in return for credits of \$17,960 and \$3,940 on this lease obligation. At March 31, 2007 the unpaid lease payments totaled \$288,407. The lessor has not made any demands for payment or threatened to terminate the month-to-month lease arrangement. The loss of this equipment would have a material adverse effect on the Company's business, financial condition and results of operations.

Pursuant to the provisions of the convertible promissory notes, the conversion price was reduced from \$1.00 per share on January 15, 2001 to \$.49 per share on December 31, 2003 for failure to register under the Securities Act of 1933, as amended, the common stock underlying the convertible promissory notes and underlying warrants on February 15, 2001. Reductions in conversion price were recognized at the date of reduction by an increase to additional paid-in capital and an increase in the discount on the notes payable. Furthermore, the interest rate was increased to 12.5% per annum from 11% per annum because the registration statement was not filed before March 1, 2001. In November and December 2003 and March 2004, \$455,000, \$50,000 and \$5,636, respectively, of these convertible promissory notes matured. We have not made payment or negotiated an extension of these notes, and the lenders have not made any demands. At March 31, 2007, the outstanding principal and interest of the convertible promissory notes was \$817,286.

Recently Issued Accounting Standards

In December 2004, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 123(R), *Share-Based Payment*. SFAS 123(R) replaces SFAS No. 123, *Accounting for Stock-Based Compensation*, and supersedes *Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees*. We adopted SFAS 123(R) on January 1, 2006

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using the modified prospective method as described in the standard. Under the modified prospective method, we are required to record compensation cost for new and modified awards over the related vesting period of such awards prospectively and record compensation cost prospectively for the unvested portion at time of adoption, of previously issued and outstanding awards over the remaining vesting period of such awards. As of January 1, 2006, we had no unvested outstanding awards and as a result, the adoption of SFAS123(R) had no impact on our consolidated financial statements or consolidated results of operations.

Recently the FASB issued SFAS No. 151, *Inventory Costs* - an amendment of ARB No. 4 and SFAS No. 152, *Accounting for Real Estate Time-Sharing Transactions* - an amendment of FASB Statements No. 66 and 67, SFAS No. 153, *Exchange of Non-monetary Assets* - an amendment of APB Opinion No. 29, SFAS No. 154, *Accounting Changes and Error Corrections* - a replacement of APB No. 20 and SFAS 3, SFAS No. 155, *Accounting for Certain Hybrid Financial Instruments* - an amendment of FASB Statements No. 133 and No. 140, and SFAS No. 156, *Accounting for Servicing of Financial Assets* - an amendment of FASB Statement No. 140. SFAS No. 151, 152, 153, 154, 155, and 156 have no current applicability to us and have no effect on our consolidated financial statements.

In June 2006, the FASB issued Interpretation 48, *Accounting for Uncertainty in Income Taxes* (FIN 48), an interpretation of FASB Statement No. 109, *Accounting for Income Taxes*. FIN 48 clarifies the accounting and reporting for income taxes where interpretation of the law is uncertain. FIN 48 prescribes a comprehensive model for the financial statement recognition, measurement, presentation and disclosure of income tax uncertainties with respect to positions taken or expected to be taken in income tax returns. FIN 48 is effective for fiscal years beginning after December 15, 2006. This Statement has no current applicability to our financial statements. We adopted this Statement on January 1, 2007 and the initial adoption of FIN 48 did not have a material impact on our financial position, results of operations, or cash flows.

In September 2006, the FASB issued Statement No. 157, *Fair Value Measurements* (SFAS No. 157). SFAS No. 157 addresses how companies should measure fair value when they are required to use a fair value measure for recognition or disclosure purposes under GAAP. SFAS No. 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007, with earlier adoption permitted. We are assessing the impact of the adoption of this Statement.

In September 2006, the FASB issued Statement No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans* (SFAS No. 158), an amendment of FASB Statements No. 87, 88, 106 and 132(R). SFAS No. 158 requires (a) recognition of the funded status (measured as the difference between the fair value of the plan assets and the benefit obligation) of a benefit plan as an asset or liability in the employer's statement of financial position, (b) measurement of the funded status as of the employer's fiscal year-end with limited exceptions, and (c) recognition of changes in the funded status in the year in which the changes occur through comprehensive income. The requirement to recognize the funded status of a benefit plan and the disclosure requirements are effective as of the end of the fiscal year ending after December 15, 2006. The requirement to measure the plan assets and benefit obligations as of the date of the employer's fiscal year-end statement of financial position is effective for fiscal years ending after December 15, 2008. This Statement has no current applicability to our financial statements. We adopted this Statement on January 1, 2007 and the initial adoption of this Statement did not have a material impact on our financial position, results of operations, or cash flows.

In September 2006, the Securities Exchange Commission issued Staff Accounting Bulletin No. 108 (SAB No. 108). SAB No. 108 addresses how the effects of prior year uncorrected misstatements should be considered when quantifying misstatements in current year financial statements. SAB No. 108 requires

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companies to quantify misstatements using a balance sheet and income statement approach and to evaluate whether either approach results in quantifying an error that is material in light of relevant quantitative and qualitative factors. When the effect of initial adoption is material, companies will record the effect as a cumulative effect adjustment to beginning of year retained earnings and disclose the nature and amount of each individual error being corrected in the cumulative adjustment. SAB No. 108 was effective beginning January 1, 2007 and the initial adoption of SAB No. 108 did not have a material impact on our financial position, results of operations, or cash flows.

In February 2007, the FASB issued Statement No. 159 *The Fair Value Option for Financial Assets and Financial Liabilities* (SFAS 159). This statement permits companies to choose to measure many financial assets and liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. SFAS 159 is effective for fiscal years beginning after November 15, 2007. We are currently assessing the impact of SFAS 159 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 you might expect, 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 intangible assets when events and circumstances warrant such a review. One of the methods used for this review is performed using estimates of future cash flows. If the carrying value of our intangible assets is considered impaired, an impairment charge is recorded for the amount by which the carrying value of the intangible assets exceeds its fair value. We believe that the estimates of future cash flows and fair value are reasonable. Changes in estimates of such cash flows and fair value, however, could affect the calculation and result in additional impairment charges in future periods.

Item 3. 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

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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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) 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 (iii) 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 Chief Executive Officer and Chief Financial Officer, 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, 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 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 telecommunications company, 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 an interim loan that matured December 31, 2001. This loan bears interest at 10% per annum and requires payments equal to 50% of the net proceeds received by us from our private placement of convertible notes payable. Through March 31, 2007, we had made aggregate payments of principal and interest of \$35,834 on this loan. At March 31, 2007, the outstanding principal and accrued interest of the loan was \$512,088. We have not made payment or negotiated an extension of the loan and the lender has not made any demands.

We are in default on convertible promissory notes that matured in November 2003, December 2003 and March 2004. These notes bear interest at 12.5% per annum and are convertible into approximately 1,003,659 shares of our common stock. We were unable to pay these notes at maturity and are currently developing a plan to satisfy these notes on terms acceptable to the note holders. At March 31, 2007, the aggregate outstanding principal and accrued interest of the notes was \$817,286. We have not made payment or negotiated an extension of these notes, and the lenders have not made any demands.

Item 4. Submission of Matters to a Vote of Security Holders

None.

Item 5. Other Information

None.

Table of Contents**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> | <i>#</i> |
|---------------------------|---|----------|
| 3.1 | Certificate of Incorporation, as amended (filed as Exhibit 2.1 to Registrant's Registration Statement on Form 10-SB, file number 000-27031 and incorporated herein by reference). | # |
| 3.2 | Bylaws (filed as Exhibit 2.2 to Registrant's Registration Statement on Form 10-SB, file number 000-27031 and incorporated herein by reference) | # |
| 4.1 | Specimen Certificate of Registrant's Common Stock (filed as Exhibit 4.1 to the Company's Form 10-KSB for the fiscal year ended December 31, 1999, and incorporated herein by reference). | # |
| 4.2 | Certificate of Correction to the Amended Certificate of Incorporation and the Ninth Section of the Certificate of Incorporation (filed as Exhibit 2.1 to Registrant's Registration Statement on form 10-SB, file number 000-27031 and incorporated by reference). | # |
| 4.3 | Certificate of Correction to Articles II and V of Registrant's Bylaws (filed as Exhibit 2.1 to Registrant's Registration Statement on Form 10-SB, file number 000-27031 and incorporated herein by reference). | # |
| 4.4 | Form of Warrant Agreement for Interim Financing in the amount of \$505,000 (filed as Exhibit 4.1 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended March 31, 2000 and incorporated herein by reference). | # |
| 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 | # |

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Quarter ended March 31, 2000 and incorporated herein by reference).

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

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| <i>Exhibit Number</i> | <i>Exhibit</i> | <i>#</i> |
|---------------------------|---|----------|
| 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) | # |
| 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 | | # |

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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).

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

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

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|-------|---|---|
| 10.25 | Warrant Certificate Dated November 9, 2000, issued to Roger P. Baresel (filed as Exhibit 10.25 to Registrant s Form 10-KSB for the fiscal year ended December 31, 2000). | # |
| 10.26 | Warrant Certificate Dated November 9, 2000, issued to Roger P. Baresel (filed as Exhibit 10.26 to Registrant s Form 10-KSB for the fiscal year ended December 31, 2000). | # |
| 10.27 | Warrant Certificate Dated December 29, 2000, issued to Roger P. Baresel (filed as Exhibit 10.27 to Registrant s Form 10-KSB for the fiscal year ended December 31, 2000). | # |
| 10.28 | Stock Option Agreement dated October 13, 2000, issued to Roger P. Baresel (filed as Exhibit 10.28 to Registrant s Form 10-KSB for the fiscal year ended December 31, 2000). | # |
| 10.29 | Stock Option Agreement dated October 12, 1999, issued to Travis Lane (filed as Exhibit 10.29 to Registrant s Form 10-KSB for the fiscal year ended December 31, 2000). | # |

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| <i>Exhibit Number</i> | <i>Exhibit</i> | |
|---------------------------|--|---|
| 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 | # |
| 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 30, 2005 reporting the change in certifying accountant | # |
| 22.1 | Subsidiaries of the Registrant | # |
| 31.1 | Certification pursuant to Rules 13a-14(a) and 15d-14(a) of Timothy J. Kilkenny | * |
| 31.2 | Certification pursuant to Rules 13a-14(a) and 15d-14(a) of Roger P. Baresel | * |
| 32.1 | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Timothy J. Kilkenny | * |
| 32.2 | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Roger P. Baresel | * |

Incorporated by
reference.

* Filed herewith.

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SIGNATURES

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

**REGISTRANT:
FULLNET COMMUNICATIONS, INC.**

Date: May 15, 2007

By: /s/ TIMOTHY J. KILKENNY

Timothy J. Kilkenny
Chief Executive Officer

Date: May 15, 2007

By: /s/ ROGER P. BARESEL

Roger P. Baresel
President and Chief Financial and Accounting
Officer

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