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FORM 10-K

FULLNET COMMUNICATIONS INC - FULO

Filed: March 31, 2010 (period: December 31, 2009)

Annual report which provides a comprehensive overview of the company for the past year

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2009

or

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

For the transition period from _____ to _____

Commission File Number: 000-27031

FULLNET COMMUNICATIONS, INC.

(Exact name of registrant as specified in its charter)

OKLAHOMA

(State or other jurisdiction of
incorporation or organization)

73-1473361

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

201 Robert S. Kerr Avenue, Suite 210
Oklahoma City, Oklahoma 73102
(Address of principal executive offices)

(405) 236-8200
(Registrant's telephone number)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Title of class

Common Stock, \$0.00001 Par Value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15 (d) of the Exchange Act.
Yes No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small 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

The aggregate market value of the Common Stock held by non-affiliates computed by reference to the price at which the Common Stock was last sold, or the average bid and asked price of the Common Stock, as of the last business day (June 30, 2009) of registrant's completed second quarter was \$56,844.

As of March 26, 2010, 7,922,721 shares of the registrant's common stock, \$0.00001 par value, were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE: None

FULLNET COMMUNICATIONS, INC.
FORM 10-K

For the Fiscal Year Ended December 31, 2009

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<u>Exhibit 10.42 Secured Promissory Note and Security Agreement dated December 30, 2009, issued to High Capital Funding, LLC</u>	
<u>Certification Pursuant to Rules 13a-14(a) and 15d-14(a)</u>	
<u>Certification Pursuant to Rules 13a-14(a) and 15d-14(a)</u>	
<u>Certification Pursuant to Section 906</u>	
<u>Certification Pursuant to Section 906</u>	

Throughout this report the first personal plural pronoun in the nominative case form “we” and its objective case form “us”, its possessive and the intensive case forms “our” and “ourselves” and its reflexive form “ourselves” refer collectively to Fullnet Communications, Inc. and its subsidiaries, and its and their executive officers and directors.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Annual Report on Form 10-K and the information incorporated by reference may include “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In particular, we direct your attention to Item 1. Business, Item 1A. Risk Factors, Item 2. Properties, Item 3. Legal Proceedings, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations, and Item 8. Financial Statements and Supplementary Data. We intend the forward-looking statements to be covered by the safe harbor provisions for forward-looking statements in these sections. All statements regarding our expected financial position and operating results, our business strategy, our financing plans and the outcome of any contingencies are forward-looking statements. These statements can sometimes be identified by our use of forward-looking words such as “may,” “believe,” “plan,” “will,” “anticipate,” “estimate,” “expect,” “intend” and other phrases of similar meaning. Known and unknown risks, uncertainties and other factors could cause the actual results to differ materially from those contemplated by the statements. The forward-looking information is based on various factors and was derived using numerous assumptions.

Although we believe that our expectations that are expressed in these forward-looking statements are reasonable, we cannot promise that our expectations will prove to be correct. Our actual results could be materially different from our expectations, including the following:

- We may fail to prevail against AT&T on various disputed billings that total approximately \$7,970,000;
- We may lose subscribers or fail to grow our subscriber base;
- We may not successfully integrate new subscribers or assets obtained through acquisitions;
- We may fail to compete with existing and new competitors;
- We may not be able to sustain our current growth;
- We may not adequately respond to technological developments impacting the Internet;
- We may experience a major system failure;
- We may not be able to find needed capital resources.

This list is intended to identify some of the principal factors that could cause actual results to differ materially from those described in the forward-looking statements included elsewhere in this report. These factors are not intended to represent a complete list of all risks and uncertainties inherent in our business, and should be read in conjunction with the more detailed cautionary statements included in this Report under the caption “Item 1A. Risk Factors,” our other Securities and Exchange Commission filings and our press releases.

PART I

Item 1. Business

General

We are an integrated communications provider offering integrated communications and Internet connectivity to individuals, businesses, organizations, educational institutions and government agencies. Through our subsidiaries, we provide high quality, reliable and scalable Internet access, web hosting, equipment co-location and traditional telephone services. Our overall strategy is to become a successful integrated communications provider for residents and small to medium-sized businesses in Oklahoma.

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

Company History

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

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

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

Through FullTel, our wholly owned subsidiary, we are a fully licensed competitive local exchange carrier or CLEC in Oklahoma. FullTel activates local access telephone numbers for the cities in which we market, sell and operate our retail FullNet Internet service provider brand, wholesale dial-up Internet service; our business-to-business network design, connectivity, domain and Web hosting businesses; and traditional telephone services. At December 31, 2009 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.

Mergers and Acquisitions

Our acquisition strategy is designed to leverage our existing network backbone and internal operations to enable us to enter new markets in Oklahoma, as well as to expand our presence in existing markets, and to benefit from economies of scale.

Our Business Strategy

As an integrated communications provider, we intend to increase shareholder value by continuing to build scale through both acquisitions and internal growth and then leveraging increased revenues over our fixed-costs base. Our strategy is to meet the customer service requirements of retail, business, educational and government Internet users in our target markets, while benefiting from the scale advantages obtained through being a fully integrated backbone and broadband provider. The key elements of our overall strategy with respect to our principal business operations are as follows:

Target Strategic Acquisitions

The goal of our acquisition strategy is to accelerate market penetration by acquiring Internet service providers in Oklahoma communities and to acquire strategic Internet service providers in Oklahoma City and Tulsa. Additionally, we will continue to build upon our core competencies and expand our technical, customer service staff and sales force in Oklahoma communities. We evaluate acquisition candidates based on their compatibility with our overall business plan of penetrating rural and outlying markets as well as Oklahoma City and Tulsa. When a candidate is acquired, we will integrate our existing Internet, network connectivity and value-added services with the services offered by the acquired company and use either the local sales force or install our own dealer sales force to continue to increase market share. The types of acquisitions targeted by us include Internet service providers located in markets into which we want to expand or to which we may already provide “private-label” Internet connectivity. Other types of targeted acquisitions include local business-only Internet service providers in markets where we have established points of presence and would benefit from the acquired company’s local sale and network solutions sales and technical staff and installed customer base through the potential increase in our network utilization. When assessing an acquisition candidate, we focus on the following criteria:

- Potential revenue and subscriber growth;
- Low subscriber turnover or churn rates;
- Density in the market as defined by a high ratio of subscribers to points of presence (“POPs”);
- Favorable competitive environment;
- Low density network platforms that can be integrated readily into our backbone network; and
- Favorable consolidation savings.

Generate Internal Sales Growth

We intend to expand our customer base by increasing our marketing efforts. At December 31, 2009, our direct sales force consisted of one individual in our Oklahoma City office coordinating all our business-to-business solutions sales. We currently have independent re-sellers responsible for their individual markets. Our sales force is supported in its efforts by technical engineers and our senior management. In addition, we are exploring other strategies to increase our sales, including other marketing partners such as electric cooperatives. We currently have one of the 20 local Oklahoma electric cooperatives as a marketing partner.

Grow Subscriber Base

We intend to grow our subscriber base through a combination of internal and acquisition driven growth. We anticipate that this growth will increase the density of our subscriber base within a service area utilizing our available network operations, customer support, back office functions and management overhead without further cost increase or with minimal cost increase. We expect our local markets to generate internal subscriber growth primarily by enhancing subscribers’ online experience, providing a sense of a national presence while maintaining local community content and developing a consumer recognized regional FullNet brand.

Increase Rural Area Market Share

We believe that the rural areas of Oklahoma are underserved by Internet service providers, and that significant profitable growth can be achieved in serving these markets by providing reliable Internet connectivity at a reasonable cost to the residents and businesses located in these areas. We believe we can obtain a significant Internet service provider and business-to-business market share in Oklahoma. To that end, through our wholly-owned subsidiary, FullTel, we became a licensed competitive local exchange carrier in Oklahoma. Since March 2003 when we installed our telephone switch, FullTel, as a competitive local exchange carrier, has provided local telephone numbers for Internet access.

Enhance Subscribers' Online Experience

We intend to maximize our subscriber retention and add new subscribers by enhancing our services in the following ways:

- Ease of Use — During the first quarter of 2001, we implemented a common, easy to use CD-ROM based software package that automatically configures all of the individual Internet access programs after a one-time entry by the user of a few required fields of information such as, name, user name and password.

Internet Access Services

We provide Internet access services to individual and small business subscribers located in Oklahoma on both a retail and wholesale basis. Through FullNet, we provide our customers with a variety of dial-up and dedicated connectivity, as well as direct access to a wide range of Internet applications and resources, including electronic mail. FullNet's full range of services includes:

- Private label retail and business direct dial-up connectivity to the Internet and
- Secure private networks through our backbone network

Our branded and private label Internet access services are provided through a statewide network with points-of-presence in 232 communities throughout Oklahoma. Points-of-presence are local telephone numbers through which subscribers can access the Internet. Our business services consist of high-speed Internet access services and other services that enable wholesale customers to outsource their Internet and electronic commerce activities. We had approximately 1,200 and 1,700 subscribers at December 31, 2009 and 2008, respectively. Additionally, FullNet sells Internet access to other Internet service providers, who then resell Internet access to their own customers under their private label or under the "FullNet" brand name.

We intend to expand our subscriber base through a marketing campaign and through acquisitions. We are focusing our acquisition efforts on companies with forward-looking sales and marketing, high-quality customer service and solid local market dominance. See "Item 1. Business — Company History."

Currently, we offer the following two types of Internet connections:

- Dial-Up Connections

The simplest connection to the Internet is the dial-up account. This method of service connects the user to the Internet through the use of a modem and standard telephone line. Currently, FullNet users can connect via dial-up at speeds up to 56 Kbps. We support these users through the use of sophisticated modem banks located in our facility in Oklahoma City that send data through a router and out to the Internet. We support the higher speed 56K, V.92 MOH and Integrated Services Digital Network connections with state-of-the-art digital modems. With a dial-up connection, a user can gain access to the Internet for e-mail, the World Wide Web, file transfer protocol, news groups, and a variety of other useful applications.

- Leased Line Connections

Many businesses and some individuals have a need for more bandwidth to the Internet to support a network of users or a busy Website. We have the capacity to sell a leased line connection to users. This method of connection gives the user a full-time high-speed (up to 1.5 mbps) connection to the Internet. The leased line solution comes at greater expense to the user. These lines are leased through the telephone companies at a high installation and monthly fee.

We believe that our Internet access services provide customers with the following benefits:

Fast and Reliable Internet Access-We have implemented a network architecture providing exceptional quality and consistency in Internet services, making us one of the recognized backbone leaders in the Oklahoma Internet service provider industry. We offer unlimited, unrestricted and reliable Internet access at a low monthly price. We have designed our network such that our users never have to worry about busy signals due to a lack of available modems. Dial-up access is available for the following modem speeds: 14.4K, 28.8K, 33.6K, K56Flex, 56K V.90, v.92 MOH, ISDN 64K and ISDN 128K. Our dial-up access supports all major platforms and operating systems, including MS Windows, UNIX(R), Mac OS, OS/2 and LINUX. This allows simplified access to all Internet applications, including the World Wide Web, email, and news and file transfer protocol.

Cost-Effective Access-We offer high quality Internet connectivity and enhanced business services at price points that are generally lower than those charged by other Internet service providers with national coverage. Additionally, we offer pre-bundled access services packages under monthly or prepaid plans.

Superior Customer Support-We provide superior customer service and support, with customer care and technical personnel available by telephone and on-line 24 hours per day, 365 days per year.

CLEC Operations

Through FullTel, our wholly owned subsidiary, we are a fully licensed competitive local exchange carrier or CLEC in Oklahoma. CLECs are new phone companies evolved from the Telecommunications Act of 1996 (Telecommunications Act) that requires the incumbent local exchange carriers or ILECs, generally the regional Bell companies including AT&T, to provide CLECs access to their local facilities, and to compensate CLECs for traffic originated by ILECs and terminated on the CLECs network. By adding our own telephone switch and infrastructure to the existing telephone network in March 2003, we offer certain local Internet access for dial-up services in most of Oklahoma. As a CLEC, we may subscribe to and resell all forms of local telephone service in Oklahoma.

While Internet access is the core focus of growth for us, we plan to also provide traditional telephone service throughout Oklahoma.

A core piece of our marketing strategy is the “cross pollination” between our Internet activities and FullTel’s local dial-up service. By organizing and funding FullTel, we gained local dial-up Internet access to approximately 80% of Oklahoma. In return, FullTel gained access to our entire Internet service provider customer base.

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 every city in Oklahoma within the AT&T service area. At December 31, 2009, FullTel provided us with local telephone access in approximately 232 cities. However, our ability to fully take advantage of these opportunities will be dependent upon the availability of additional capital.

Sales and Marketing

We focus on marketing our services to two distinct market segments: enterprises (primarily small and medium size businesses) and consumers. By attracting enterprise customers who use the network primarily during the daytime, and consumer customers who use the network primarily at night, we are able to utilize our network infrastructure more cost effectively.

Competition

The market for Internet connectivity and related services is extremely competitive. We anticipate that competition will continue to intensify as the use of the Internet continues to expand and grow. The tremendous growth and potential market size of the Internet access market has attracted many new start-ups as well as existing businesses from a variety of industries. We believe a reliable network, knowledgeable salespeople and the quality of technical support currently are the primary competitive factors in our targeted market and that price is usually secondary to these factors.

Our current and prospective competitors include, in addition to other national, regional and local Internet service providers, long distance and local exchange telecommunications companies, cable television, direct broadcast satellite, wireless communications providers and online service providers. While we believe that our network, products and customer service distinguish us from these competitors, most of these competitors have significantly greater market presence, brand recognition, financial, technical and personnel resources than us.

Internet Service Providers

Our current primary competitors include other Internet service providers with a significant national presence that focuses on business customers, including Cox Communications and AT&T. These competitors have greater market share, brand recognition, financial, technical and personnel resources than us. We also compete with regional and local Internet service providers in our targeted markets.

Telecommunications Carriers

The major long distance companies, also known as inter-exchange carriers, including AT&T, Verizon, and Sprint, offer Internet access services and compete with us. Reforms in the federal regulation of the telecommunications industry have created greater opportunities for ILECs, including the Regional Bell Operating Companies or RBOCs, and other competitive local exchange carriers, to enter the Internet connectivity market. In order to address the Internet connectivity requirements of the business customers of long distance and local carriers, we believe that there is a move toward horizontal integration by ILECs and CLECs through acquisitions or joint ventures with, and the wholesale purchase of, connectivity from Internet service providers. The MCI/WorldCom merger (and the prior WorldCom/MFS/UUNet consolidation), GTE's acquisition of BBN, the acquisition by ICG Communications, Inc. of Netcom, Global Crossing's acquisition of Frontier Corp. (and Frontier's prior acquisition of Global Center) and AT&T's purchase of IBM's global communications network are indicative of this trend. Accordingly, we expect that we will experience increased competition from the traditional telecommunications carriers. These telecommunication carriers, in addition to their greater network coverage, market presence, financial, technical and personnel resources also have large existing commercial customer bases.

Cable Companies, Direct Broadcast Satellite and Wireless Communications Companies

Many of the major cable companies are offering Internet connectivity, relying on the viability of cable modems and economical upgrades to their networks, including Media One and Time Warner Cablevision, Inc., Cox Communications and Tele-Communications, Inc. ("TCI").

The companies that own these broadband networks could prevent us from delivering Internet access through the wire and cable connections that they own. Our ability to compete with telephone and cable television companies that are able to support broadband transmissions, and to provide better Internet services and products, may depend on future regulation to guarantee open access to the broadband networks. However, in January 1999, the Federal Communications Commission declined to take any action to mandate or otherwise regulate access by Internet service providers to broadband cable facilities at this time. It is unclear whether and to what extent local and state regulatory agencies will take any initiatives to implement this type of regulation, and whether they will be successful in establishing their authority to do so. Similarly, the Federal Communications Commission is considering proposals that could limit the right of Internet service providers to connect with their customers over broadband local telephone lines. In addition to competing directly in the Internet service provider market, both cable and television facilities operators are also aligning themselves with certain Internet service providers who would receive preferential or exclusive use of broadband local connections to end users. As high-speed broadband facilities increasingly become the preferred mode by which customers access the Internet, if we are unable to gain access to these facilities on reasonable terms, our business, financial condition and results of operations could be materially adversely affected.

Online Service Providers

The dominant online service providers, including America Online, Incorporated, Comcast, AT&T, Road Runner, Verizon and Earthlink, have all entered the Internet access business by engineering their current proprietary networks to include Internet access capabilities. We compete to a lesser extent with these service providers, which currently are primarily focused on the consumer marketplace and offer their own content, including chat rooms, news updates, searchable reference databases, special interest groups and shopping.

However, America Online's merger with Time-Warner, its acquisition of Netscape Communications Corporation and related strategic alliance with Sun Microsystems enable it to offer a broader array of Internet -based services and products that could significantly enhance its ability to appeal to the business marketplace and, as a result, compete more directly with Internet service providers like us. CompuServe has also announced that it will target Internet connectivity for the small to medium sized business market.

We believe that our ability to attract business customers and to market value-added services is a key to our future success. However, there can be no assurance that our competitors will not introduce comparable services or products at similar or more attractive prices in the future or that we will not be required to reduce our prices to match competition. Recently, many competitive ISPs have shifted their focus from individual customers to business customers.

Moreover, there can be no assurance that more of our competitors will not shift their focus to attracting business customers, resulting in even more competition for us. There can be no assurance that we will be able to offset the effects of any such competition or resulting price reductions. Increased competition could result in erosion of our market share and could have a material adverse effect on our business, financial condition and results of operations.

Government Regulations

The following summary of regulatory developments and legislation is not complete. It does not describe all present and proposed federal, state, and local regulation and legislation affecting the Internet service provider and telecommunications industries. Existing federal and state regulations are currently subject to judicial proceedings, legislative hearings, and administrative proposals that could change, in varying degrees, the manner in which our businesses operate. We cannot predict the outcome of these proceedings or their impact upon the Internet service provider and telecommunications industries or upon our business.

The provision of Internet access service and the underlying telecommunications services are affected by federal, state, local and foreign regulation. The Federal Communications Commission or FCC exercises jurisdiction over all facilities of, and services offered by, telecommunications carriers to the extent that they involve the provision, origination or termination of jurisdictionally interstate or international communications. The state regulatory commissions retain jurisdiction over the same facilities and services to the extent they involve origination or termination of jurisdictionally intrastate communications. In addition, as a result of the passage of the Telecommunications Act, state and federal regulators share responsibility for implementing and enforcing the domestic pro-competitive policies of the Telecommunications Act. In particular, state regulatory commissions have substantial oversight over the provision of interconnection and non-discriminatory network access by ILECs. Municipal authorities generally have some jurisdiction over access to rights of way, franchises, zoning and other matters of local concern.

Our Internet operations are not currently subject to direct regulation by the FCC or any other U.S. governmental agency, other than regulations applicable to businesses generally. However, the FCC continues to review its regulatory position on the usage of the basic network and communications facilities by Internet service providers. Although in an April 1998 Report, the FCC determined that Internet service providers should not be treated as telecommunications carriers and therefore should not be regulated, it is expected that future Internet service provider regulatory status will continue to be uncertain. Indeed, in that report, the FCC concluded that certain services offered over the Internet, including phone-to-phone Internet telephony, may be functionally indistinguishable from traditional telecommunications service offerings, and their non-regulated status may require reexamination.

Changes in the regulatory structure and environment affecting the Internet access market, including regulatory changes that directly or indirectly affect telecommunications costs or increase the likelihood of competition from RBOCs or other telecommunications companies, could have an adverse effect on our business. Although the FCC has decided not to allow local telephone companies to impose per-minute access charges on Internet service providers, and the reviewing court has upheld that decision, further regulatory and legislative consideration of this issue is likely. In addition, some telephone companies are seeking relief through state regulatory agencies. The imposition of access charges would affect our costs of serving dial-up customers and could have a material adverse effect on our business, financial condition and results of operations.

In addition to our Internet service provider operations, we have focused attention on acquiring telecommunications assets and facilities, which is a regulated activity. Fulltel, our subsidiary, has received competitive local exchange carrier or CLEC certification in Oklahoma. The Telecommunications Act requires CLECs not to prohibit or unduly restrict resale of their services; to provide dialing parity, number portability, and nondiscriminatory access to telephone numbers, operator services, directory assistance, and directory listings; to afford access to poles, ducts, conduits, and rights-of-way; and to establish reciprocal compensation arrangements for the transport and termination of telecommunications traffic. In addition to federal regulation of CLECs, the states also impose regulatory obligations on CLECs. While these obligations vary from state to state, most states require CLECs to file a tariff for their services and charges; require CLECs to charge just and reasonable rates for their services, and not to discriminate among similarly-situated customers; to file periodic reports and pay certain fees; and to comply with certain services standards and consumer protection laws. As a provider of domestic basic telecommunications services, particularly competitive local exchange services, we could become subject to further regulation by the FCC or another regulatory agency, including state and local entities.

The Telecommunications Act has caused fundamental changes in the markets for local exchange services. In particular, the Telecommunications Act and the related FCC promulgated rules mandate competition in local markets and require that ILECs interconnect with CLECs. Under the provisions of the Telecommunications Act, the FCC and state public utility commissions share jurisdiction over the implementation of local competition: the FCC was required to promulgate general rules and the state commissions were required to arbitrate and approve individual interconnection agreements. The courts have generally upheld the FCC in its promulgation of rules, including a January 25, 1999 U.S. Supreme Court ruling which determined that the FCC has jurisdiction to promulgate national rules in pricing for interconnection.

In July 2000, the Eighth Circuit Court issued a decision on the earlier remand from the Supreme Court and rejected, as contrary to the Telecommunications Act, the use of hypothetical network costs, including total element long-run incremental costs methodology (“TELRIC”), which the FCC had used in developing certain of its pricing rules. The Eighth Circuit Court also vacated the FCC’s pricing rules related to unbundled network elements (UNEs), termination and transport, but upheld its prior decision that ILECs’ universal service subsidies should not be included in the costs of providing network elements. Finally, the Eighth Circuit Court also vacated the FCC’s rules requiring that: (1) ILECs recombine unbundled network elements for competitors in any technically feasible combination; (2) all preexisting interconnection agreements be submitted to the states for review; and (3) the burden of proof for retention of a rural exemption be shifted to the ILEC. The FCC sought review of the Eighth Circuit Court’s invalidation of TELRIC and was granted certiorari. On May 13, 2002, the Supreme Court reversed certain of the Eighth Circuit Court’s findings and affirmed that the FCC’s rules concerning forward looking economic costs, including TELRIC, were proper under the Telecommunications Act. The Supreme Court also restored the FCC’s requirement that the ILEC’s combine UNEs for competitors when they are unable to do so themselves.

In November 1999, the FCC released an order making unbundling requirements applicable to all ILEC network elements uniformly. UNE-P is created when a competing carrier obtains all the network elements needed to provide service from the ILEC. In December 1999, the FCC released an order requiring the provision of unbundled local copper loops enabling CLECs to offer competitive Digital Subscriber Loop Internet access. The FCC reconsidered both orders in its first triennial review of its policies on UNEs completed in early 2003, as further discussed below.

On August 21, 2003, the FCC released the text of its Triennial Review Order. In response to the remand of the United States Court of Appeals for the District of Columbia circuit, the FCC adopted new rules governing the obligations of ILECs to unbundle the elements of their local networks for use by competitors. The FCC made national findings of impairment or non-impairment for loops, transport and, most significantly, switching. The FCC delegated to the states the authority to engage in additional fact finding and make alternative impairment findings based on a more granular impairment analysis including evaluation of applicability of FCC-established “triggers.” The FCC created “mass market” and “enterprise market” customer classifications that generally correspond to the residential and business markets, respectively. The FCC found that CLECs were not impaired without access to local circuit switching when serving “enterprise market” customers on a national level. CLECs, however, were found to be impaired on a national level without access to local switching when serving “mass market” customers. State commissions had 90 days to ask the FCC to waive the finding of no impairment without switching for “enterprise market” customers. The FCC presumption that CLECs are impaired without access to transport, high capacity loops and “mass market” switching is subject to a more granular nine-month review by state commissions pursuant to FCC-established triggers and other economic and operational criteria.

The FCC also opened a further notice of proposed rulemaking to consider the “pick and choose” rules under which a competing carrier may select from among the various terms of interconnection offered by an ILEC in its various interconnection agreements. Comments have been filed, but the FCC has not issued a decision.

The Triennial Review Order also provided that:

- ILECs are not required to unbundle packet switching as a stand-alone network element.
- Two key components of the FCC’s TELRIC pricing rules were clarified. First, the FCC clarified that the risk-adjusted cost of capital used in calculating UNE prices should reflect the risks associated with a competitive market. Second, the FCC declined to mandate the use of any particular set of asset lives for depreciation, but clarified that the use of an accelerated depreciation mechanism may present a more accurate method of calculating economic depreciation.
- CLECs continue to be prohibited from avoiding any liability under contractual early termination clauses in the event a CLEC converts a special access circuit to an UNE.

We are monitoring the Oklahoma state commission proceedings and participating where necessary as the commission undertakes the 90 day and nine-month analyses to establish rules or make determinations as directed by the Triennial Review Order. In addition, numerous petitions and appeals have been filed in the courts and with the FCC challenging many of the findings in the Triennial Review Order and seeking a stay on certain portions of the order. The appeals have been consolidated in the D.C. Circuit Court of Appeals. Oral arguments were heard on January 28, 2004. On March 2, 2004, a three-judge panel in the D.C. Circuit Court of Appeals overturned the FCC's Triennial Review Order with regard to network unbundling rules. A majority of the FCC Commissioners is seeking a court-ordered stay and plan to appeal the ruling to the Supreme Court. Until all of these proceedings are concluded, the impact of this order, if any, on our CLEC operations cannot be determined.

An important issue for CLECs is the right to receive reciprocal compensation for the transport and termination of Internet traffic. We believe that, under the Telecommunications Act, CLECs are entitled to receive reciprocal compensation from ILECs. However, some ILECs have disputed payment of reciprocal compensation for Internet traffic, arguing that Internet service provider traffic is not local traffic. Most states have required ILECs to pay CLECs reciprocal compensation. However, in October 1998, the FCC determined that dedicated digital subscriber line service is an interstate service and properly tariffed at the interstate level. In February 1999, the FCC concluded that at least a substantial portion of dial-up Internet service provider traffic is jurisdictionally interstate. The FCC also concluded that its jurisdictional decision does not alter the exemption from access charges currently enjoyed by Internet service providers. The FCC established a proceeding to consider an appropriate compensation mechanism for interstate Internet traffic. Pending the adoption of that mechanism, the FCC saw no reason to interfere with existing interconnection agreements and reciprocal compensation arrangements. The FCC order has been appealed. In addition, there is a risk that state public utility commissions that have previously considered this issue and ordered the payment of reciprocal compensation by the ILECs to the CLECs may be asked by the ILECs to revisit their determinations, or may revisit their determinations on their own motion. To date, at least one ILEC has filed suit seeking a refund from a carrier of reciprocal compensation that the ILEC had paid to that carrier. There can be no assurance that any future court, state regulatory or FCC decision on this matter will favor our position. An unfavorable result may have an adverse impact on our potential future revenues as a CLEC. Reciprocal compensation is unlikely to be a significant or a long-term revenue source for us.

As we become a competitor in local exchange markets, we will become subject to state requirements regarding provision of intrastate services. This may include the filing of tariffs containing rates and conditions. As a new entrant, without market power, we expect to face a relatively flexible regulatory environment. Nevertheless, it is possible that some states could require us to obtain the approval of the public utilities commission for the issuance of debt or equity or other transactions that would result in a lien on our property used to provide intrastate services.

Item 1A. Risk Factors.

This Report includes "forward looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Although we believe that our plans, intentions and expectations reflected in such forward looking statements are reasonable, we can give no assurance that such plans, intentions or expectations will be achieved. Important factors that could cause actual results to differ materially from our forward looking statements are set forth below and elsewhere in this Report. All forward looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements set forth below.

Necessity of Obtaining an Acceptable Successor Interconnection Agreement. We are dependent upon obtaining certain services from AT&T (formerly SBC) pursuant to our interconnection agreement with them. We along with many other telecommunications companies in Oklahoma are currently a party to one or more proceedings before the Oklahoma Corporation Commission (the "OCC") relating to the terms of our interconnection agreements with AT&T and an anticipated successor to these interconnection agreements. Failure to obtain an acceptable successor interconnection agreement would have a material adverse effect on our business prospects, financial condition and results of operation.

Necessity of Prevailing Against AT&T on Disputed Invoices. AT&T (formerly SBC) has invoiced us for various amounts that total approximately \$7,970,000. AT&T stopped invoicing us for these monthly services and simply sent monthly Inter Company Billing Statements reflecting the balance of approximately \$7,970,000 with no further additions. The last Inter Company Billing Statement we received was dated December 15, 2007 and reflected a balance of approximately \$7,970,000. We believe that AT&T has no basis for these charges, are reviewing them with our attorneys and plan to vigorously dispute them. However, failure to prevail in the dispute of these invoices would have a material adverse effect on our business prospects, financial condition and results of operation.

Limited Operating History. We have a relatively limited operating history upon which an evaluation of our prospects can be made. Consequently, the likelihood of our success must be considered in view of all of the risks, expenses and delays inherent in the establishment and growth of a new business including, but not limited to, expenses, complications and delays which cannot be foreseen when a business is commenced, initiation of marketing activities, the uncertainty of market acceptance of new services, intense competition from larger more established competitors and other factors. Our ability to achieve profitability and growth will depend on successful development and commercialization of our current and proposed services. No assurance can be given that we will be able to introduce our proposed services or market our services on a commercially successful basis.

Necessity of Additional Financing. In order for us to have any opportunity for significant commercial success and profitability, we must successfully obtain additional financing, either through borrowings, additional private placements or a public offering, or some combination thereof. Although we are actively pursuing a variety of funding sources, there can be no assurance that we will be successful in such pursuit.

Limited Marketing Experience. We have limited experience in developing and commercializing new services based on innovative technologies, and there is limited information available concerning the potential performance of our hardware or market acceptance of our proposed services. There can be no assurance that unanticipated expenses, problems or technical difficulties will not occur which would result in material delays in product commercialization or that our efforts will result in successful product commercialization.

Uncertainty of Products/Services Development. Although considerable time and financial resources were expended in the development of our services and products, there can be absolutely no assurance that problems will not develop which would have a material adverse effect on us. We will be required to commit considerable time, effort and resources to finalize our product/service development and adapt our products and services to satisfy specific requirements of potential customers. Continued system refinement, enhancement and development efforts are subject to all of the risks inherent in the development of new products/services and technologies, including unanticipated delays, expenses, technical problems or difficulties, as well as the possible insufficiency of funds to satisfactorily complete development, which could result in abandonment or substantial change in commercialization. There can be no assurance that development efforts will be successfully completed on a timely basis, or at all, that we will be able to successfully adapt our hardware or software to satisfy specific requirements of potential customers, or that unanticipated events will not occur which would result in increased costs or material delays in development or commercialization. In addition, the complex technologies planned to be incorporated into our products and services may contain errors that become apparent subsequent to commercial use. Remedying these errors could delay our plans and cause us to incur substantial additional costs.

New Concept; Uncertainty of Market Acceptance and Commercialization Strategy. As is typical in the case of a new business concept, demand and market acceptance for a newly introduced product or service is subject to a high level of uncertainty. Achieving market acceptance for this new concept will require significant efforts and expenditures by us to create awareness and demand by consumers. Our marketing strategy and preliminary and future marketing plans may be unsuccessful and are subject to change as a result of a number of factors, including progress or delays in our marketing efforts, changes in market conditions (including the emergence of potentially significant related market segments for applications of our technology), the nature of possible license and distribution arrangements which may or may not become available to us in the future and economic, regulatory and competitive factors. There can be no assurance that our strategy will result in successful product commercialization or that our efforts will result in initial or continued market acceptance for our proposed products.

Competition; Technological Obsolescence. The markets for our products and services are characterized by intense competition and an increasing number of potential new market entrants who have developed or are developing potentially competitive products and services. We will face competition from numerous sources, certain of which may have substantially greater financial, technical, marketing, distribution, personnel and other resources than us, permitting such companies to implement extensive marketing campaigns, both generally and in response to efforts by additional competitors to enter into new markets and market new products and services. In addition, our product and service markets are characterized by rapidly changing technology and evolving industry standards that could result in product obsolescence and short product life cycles. Accordingly, our ability to compete will be dependent upon our ability to complete the development of our products and to introduce our products and/or services into the marketplace in a timely manner, to continually enhance and improve our software and to successfully develop and market new products. There can be no assurance that we will be able to compete successfully, that competitors will not develop technologies or products that render our products and/or services obsolete or less marketable or that we will be able to successfully enhance our products or develop new products and/or services.

Risks Relating to the Internet. Businesses reliant on the Internet may be at risk due to inadequate development of the necessary infrastructure, including reliable network backbones or complementary services, high-speed modems and security procedures. The Internet has experienced, and is expected to continue to experience, significant growth in the number of users and amount of traffic. There can be no assurance that the Internet infrastructure will continue to be able to support the demands placed on it by sustained growth. In addition, there may be delays in the development and adoption of new standards and protocols, the inability to handle increased levels of Internet activity or due to increased government regulation. If the necessary Internet infrastructure or complementary services are not developed to effectively support growth that may occur, our business, results of operations and financial condition would be materially adversely affected.

Potential Government Regulations. We are subject to state commission, Federal Communications Commission and court decisions as they relate to the interpretation and implementation of the Telecommunications Act, the interpretation of Competitive Local Exchange Carrier interconnection agreements in general and our interconnection agreements in particular. In some cases, we may become bound by the results of ongoing proceedings of these bodies or the legal outcomes of other contested interconnection agreements that are similar to agreements to which we are a party. The results of any of these proceedings could have a material adverse effect on our business, prospects, financial condition and results of operations.

Dependence on Key Personnel. Our success depends in large part upon the continued successful performance of our current executive officers and key employees, Messrs. Timothy J. Kilkenny, Roger P. Baresel and Jason C. Ayers, for our continued research, development, marketing and operation. Although we have employed, and will employ in the future, additional qualified employees as well as retaining consultants having significant experience, if Messrs. Kilkenny, Baresel or Ayers fail to perform any of their duties for any reason whatsoever, our ability to market, operate and support our products/services will be adversely affected. While we are located in areas where the available pool of people is substantial, there is also significant competition for qualified personnel.

Limited Public Market. During February 2000, our common stock began trading on the OTC Bulletin Board under the symbol FULO. While our common stock continues to trade on the OTC Bulletin Board, 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.

No Payment of Dividends on Common Stock. We have not paid any dividends on our common stock. For the foreseeable future, we anticipate that all earnings, if any, which may be generated from our operations, will be used to finance our growth and that cash dividends will not be paid to holders of the common stock.

Penny Stock Regulation. Broker-dealer practices in connection with transactions in “penny stocks” are regulated by certain penny stock rules adopted by the SEC. Penny stocks generally are equity securities with a price of less than \$5.00 (other than securities registered on certain national securities exchanges or quoted on the NASDAQ system). The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document that provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, and, if the broker dealer is the sole market-maker, the broker-dealer must disclose this fact and the broker-dealer’s presumed control over the market, and monthly account statements showing the market value of each penny stock held in the customer’s account. In addition, broker-dealers who sell these securities to persons other than established customers and accredited investors (generally, those persons with assets in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 together with their spouse), must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser’s written agreement to the transaction. Consequently, these requirements may have the effect of reducing the level of trading activity, if any, in the secondary market for a security that is or becomes subject to the penny stock rules. Our common stock is subject to the penny stock rules at the present time, and consequently our stockholders will find it more difficult to sell their shares.

Employees

As of December 31, 2009, we had 13 employees employed in engineering, sales, marketing, customer support and related activities and general and administrative functions. None of our employees are represented by a labor union, and we consider our relations with our employees to be good. We also engage consultants from time to time with respect to various aspects of our business.

Item 1B. Unresolved Staff Comments.

We do not have any unresolved staff comments to report.

Item 2. Properties

We maintain our executive office in approximately 13,000 square feet at 201 Robert S. Kerr Avenue, Suite 210 in Oklahoma City, at an effective annual rental rate of \$14.40 per square foot. These premises are occupied pursuant to a five-year lease that expires December 31, 2014.

Item 3. 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.

PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Our common stock is traded in the over-the-counter market and is quoted on the OTC Bulletin Board under the symbol FULO. The closing sale prices reflect inter-dealer prices without adjustment for retail markups, markdowns or commissions and may not reflect actual transactions. The following table sets forth the high and low closing sale prices of our common stock during the calendar quarters presented as reported by the OTC Bulletin Board.

	Common Stock Closing Sale Prices	
	High	Low
2009 —Calendar Quarter Ended:		
March 31	\$.02	\$.01
June 30	.01	.01
September 30	.01	.01
December 31	.03	.01
2008 —Calendar Quarter Ended:		
March 31	\$.04	\$.04
June 30	.04	.04
September 30	.02	.01
December 31	.03	.02

Number of stockholders

The number of beneficial holders of record of our common stock as of the close of business on March 26, 2010 was approximately 109.

Dividend Policy

To date, we have declared no cash dividends on our common stock, and do not expect to pay cash dividends in the near term. We intend to retain future earnings, if any, to provide funds for operations and the continued expansion of our business.

Securities Authorized for Issuance under Equity Compensation Plans

The following table sets forth as of December 31, 2009, information related to each category of equity compensation plan approved or not approved by our shareholders, including individual compensation arrangements with our non-employee directors. We do not have any equity compensation plans that have been approved by our shareholders. All of our outstanding stock option grants and warrants were pursuant to individual compensation arrangements and exercisable for the purchase of our common stock shares.

Plan Category	Number of Shares Underlying Unexercised Options and Warrants	Weighted- Average Exercise Price of Outstanding Options and Warrants	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans
<i>Equity compensation plans approved by our shareholders:</i>			
None	Not Applicable	Not Applicable	Not Applicable
<i>Equity compensation plans not approved by our shareholders:</i>			
Stock option grants to non-employee directors	—	\$ —	—
Stock options granted to employees	2,368,384	\$.50	—
Warrants and certain stock options issued to non-employees	326,000	\$.47	—
Total	2,694,384	\$.50	—

Recent Sales of Unregistered Securities

On December 29, 2009 we converted \$248,578 of accrued interest on an interim loan from a shareholder into 497,156 restricted shares of our common stock valued at \$.50 per share. These shares were issuable at December 31, 2009 and were equal to approximately 6.8% of the total number of shares outstanding. This transaction was accounted for as a troubled debt restructuring and a gain on debt forgiveness of \$235,663 was recorded. In connection with the conversion, we also agreed to issue additional shares of stock to the holder of a secured promissory note in the event that any additional shares are issued at less than \$.50 per share, excluding employee stock options, prior to the payment in full of the secured promissory note (see Note E — Notes Payable).

Stock options exercisable for the purchase of 684,430 shares of our common stock were exercised in March 2008 for \$28,049.

These common stock shares were offered and sold pursuant to Rule 506 of Regulation D of the Securities Act, and no commissions and fees were paid. With respect to the foregoing common stock transactions, we relied on Sections 4(2) and 3(b) of the Securities Act of 1933 and applicable registration exemptions of Rules 504 and 506 of Regulation D and applicable state securities laws.

Item 6. Selected Financial Data.

As a smaller reporting company, we are not required and have not elected to report any information under this item (see “Item 8. Financial Statements and Supplementary Data.”).

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion should be read in conjunction with our Consolidated Financial Statements and notes thereto included in Part II, Item 8 of this Report. The results shown herein are not necessarily indicative of the results to be expected in any future periods. This discussion contains forward-looking statements based on current expectations that involve risks and uncertainties. Actual results and the timing of events could differ materially from the forward-looking statements as a result of a number of factors. For a discussion of the factors that could cause actual results to differ materially from the forward-looking statements, see “Item 1A. Risk Factors” and our other periodic reports and documents filed with the Securities and Exchange Commission.

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 service.

Our overall strategy is to become a successful integrated communications provider for residents and small to medium-sized businesses in Oklahoma. We believe that the rural areas of Oklahoma are underserved by Internet service providers, and that significant profitable growth can be achieved in serving these markets by providing reliable Internet connectivity and value-added services at a reasonable cost to the residents and businesses located in these areas. We believe we can obtain a significant Internet service provider and business-to-business market share in Oklahoma. Our wholly-owned subsidiary, FullTel, is a licensed competitive local exchange carrier or CLEC and provides local telephone numbers for Internet access.

The market for Internet connectivity and related services is extremely competitive. We anticipate that competition will continue to intensify. The tremendous growth and potential market size of the Internet access market has attracted many new start-ups as well as existing businesses from a variety of industries. We believe that a reliable network, knowledgeable sales people and the quality of technical support currently are the primary competitive factors in our targeted market and that price is usually secondary to these factors.

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 these regulatory proceedings at this time, but an unfavorable outcome could have a material adverse effect on our business, financial condition or results of operations.

During September 2005, we received an invoice from AT&T (formerly SBC) of approximately \$230,000 for services alleged to have been rendered to us between June 1, 2004 and June 30, 2005. Since then, we have received a number of

additional invoices from AT&T which cover services through February 2007 and total approximately \$7,970,000. AT&T stopped invoicing us for these monthly services and simply sent monthly Inter Company Billing Statements reflecting the balance of approximately \$7,970,000 with no further additions. The last Inter Company Billing Statement we received was dated December 15, 2007 and reflected a balance of approximately \$7,970,000. The alleged services were eventually identified by AT&T as Switched Access services. We formally notified AT&T in writing that we dispute these invoices and requested that AT&T withdraw and/or credit all of these invoices in full. AT&T has not responded to our written dispute. We believe AT&T has no basis for these charges. Therefore, we have not recorded any expense or liability related to these billings. However, failure to prevail in the dispute of these invoices would have a material adverse effect on our business prospects, financial condition and results of operation.

Results of Operations

The following table sets forth certain statement of operations data as a percentage of revenues for the years ended December 31, 2009 and 2008:

	For the Years Ended December 31,			
	2009		2008	
	Amount	Percentage of revenues	Amount	Percentage of revenues
Revenues:				
Access service revenues	\$ 413,689	22.9%	\$ 532,661	28.2%
Co-location and other revenues	1,390,669	77.1	1,353,890	71.8
Total revenues	1,804,358	100.0	1,886,551	100.0
Operating costs and expenses:				
Cost of access service revenues	196,494	10.9	235,638	12.5
Cost of co-location and other revenues	393,593	21.8	321,196	17.0
Selling, general and administrative expenses	1,321,857	73.3	1,371,259	72.7
Depreciation and amortization	217,842	12.1	252,338	13.4
Impairment expense	—	—	—	—
Total operating costs and expenses	2,129,786	118.0	2,180,431	115.6
Loss from operations	(325,428)	(18.0)	(293,880)	(15.6)
Gain on debt forgiveness	235,663	13.1	—	—
Interest expense	(89,888)	(5.0)	(97,668)	(5.1)
Net loss	\$ (179,653)	(9.9)%	\$ (391,548)	(20.8)%

Year Ended December 31, 2009 Compared to Year Ended December 31, 2008

Revenues

Access service revenues decreased \$118,972 or 22.3% to \$413,689 for the year 2009 from \$532,661 for the year 2008 primarily due to a decline in the number of customers.

Co-location and other revenues increased \$36,779 or 2.7% to \$1,390,669 for the year 2009 from \$1,353,890 for the year 2008. 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 \$39,144 or 16.6% to \$196,494 for the year 2009 from \$235,638 for the year 2008. 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 47.5% for the year 2009 from 44.2% for the year 2008 primarily due to the decrease in revenues.

Cost of co-location and other revenues increased \$72,397 or 22.5% to \$393,593 for the year 2009 from \$321,196 for the year 2008 primarily attributable to 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 28.3% for the year 2009 from 23.7% for the year 2008.

Selling, general and administrative expenses decreased \$49,402 or 3.6% to \$1,321,857 for the year 2009 from \$1,371,259 for the year 2008 primarily attributable to decreases in employee related costs, advertising, rent, supplies, and bad debt expenses of \$33,703, \$21,180, \$7,932, \$3,096, and \$3,508, respectively. These decreases were offset primarily by increases in property taxes and utilities of \$16,651 and \$4,343, respectively. Selling, general and administrative expenses as a percentage of total revenues increased to 73.3% during the nine-month period from 72.7% during the same period in 2008.

Depreciation and amortization expense decreased \$34,496 or 13.7% to \$217,842 for the year 2009 from \$252,338 for the year 2008 primarily related to several assets reaching full depreciation.

Gain on Debt Forgiveness

On December 29, 2009 we converted \$248,578 of accrued interest on an interim loan from a shareholder into 497,156 restricted shares of our common stock valued at \$.50 per share. This transaction was accounted for as a troubled debt restructuring and a gain on debt forgiveness of \$235,663 was recorded. The basic and diluted per share amount of the gain on debt forgiveness was \$.03. We recorded no gain on debt forgiveness in 2008.

Interest Expense

Interest expense decreased \$7,780 or 8.0% to \$89,888 for the year 2009 from \$97,668 for the year 2008. This decrease was primarily attributable to the lower note balances from the payment of principal on the notes.

Liquidity and Capital Resources

As of December 31, 2009, we had \$11,905 in cash and \$2,417,127 in current liabilities, including \$96,066 of deferred revenues that will not require settlement in cash.

At December 31, 2009, we had a working capital deficit of \$2,378,474, while at December 31, 2008 we had a deficit working capital of \$2,027,430. 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 December 31, 2009, \$169,217 of the \$236,090 we owed to our trade creditors was past due. We have no formal agreements regarding payment of these amounts. At December 31, 2009, \$256,443 payable under a matured lease obligation was outstanding and we had outstanding principal and interest owed on matured notes totaling \$974,263. We have not made payment or negotiated an extension of the notes and the lenders have not made any payment demands. We are currently developing a plan to satisfy these notes on terms acceptable to the note holders.

In addition, during the years ended December 31, 2009 and 2008, we had one customer that comprised approximately 13% and 12%, respectively, of total revenues.

During September 2005, we received an invoice from AT&T (formerly SBC) of approximately \$230,000 for services alleged to have been rendered to us between June 1, 2004 and June 30, 2005. Since then, we have received a number of additional invoices from AT&T which cover services through February 2007 and total approximately \$7,970,000. AT&T stopped invoicing us for these monthly services and simply sent monthly Inter Company Billing Statements reflecting the balance of approximately \$7,970,000 with no further additions. The last Inter Company Billing Statement we received was dated December 15, 2007 and reflected a balance of approximately \$7,970,000. The alleged services were eventually identified by AT&T as Switched Access services. We formally notified AT&T in writing that we dispute these invoices and requested that AT&T withdraw and/or credit all of these invoices in full. AT&T has not responded to our written dispute. We believe AT&T has no basis for these charges. Therefore, we have not recorded any expense or liability related to these billings.

During February 2009, the Enforcement Bureau of the Federal Communications Commission issued an Omnibus Notice of Apparent Liability for Forfeiture (“NAL”) to us in the amount of \$20,000 for failure to timely file a certification report concerning so-called Customer Proprietary Network Information (“CPNI”). There were approximately 690 other telecommunications companies included in the NAL. Each company has the opportunity to submit further evidence and arguments in response to the NAL to show that no forfeiture should be imposed or that some lesser amount should be assessed. We have filed a formal response to the NAL pursuant to which we requested waiver of the Forfeiture. The FCC has not yet responded to our request. We have not recorded any expense or liability related to this NAL.

Cash flow for the years ending December 31, 2009 and 2008 consist of the following:

	For the Years Ended December 31,	
	2009	2008
Net cash flows provided by operations	\$ 1,527	\$ 46,261
Net cash flows used in investing activities	(6,775)	(51,826)
Net cash flows provided by financing activities	5,400	1,949

Cash used for the purchases of equipment was \$6,775 and \$51,826, respectively, for the years ended December 31, 2009 and 2008.

Cash provided by a secured promissory note was \$297,300 for the year ended December 31, 2009. Cash used for principal payments on notes payable was \$291,900 and \$26,100, respectively, for the years ended December 31, 2009 and 2008.

Cash provided by the exercise of stock options was \$28,049 for the year ended December 31, 2008.

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

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

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

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

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

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

As of December 31, 2009, our material contractual obligations and commitments were:

	Payments Due By Period				
	Total	Less than 1 Year	1 – 3 Years	3 – 5 Years	More than 5 Years
Long-term debt (a)	\$ 807,936	\$ 510,636	\$ 46,289	\$ 52,176	\$ 198,835
Interest on fixed rate debt (a)	580,056	481,543	33,070	27,183	38,260
Operating leases	939,312	169,598	371,811	397,903	—
Other agreements (b)	256,443	256,443	—	—	—
Total contractual cash obligations	\$ 2,583,747	\$ 1,418,220	\$ 451,170	\$ 477,262	\$ 237,095

- (a) Included in this item are required payments under a \$297,300 secured promissory note payable. Also included are payments under convertible promissory notes totaling \$510,636 that were matured at December 31, 2009. The convertible promissory notes are included in the Less than One Year total. We have not made payment or negotiated an extension of the convertible promissory notes, and the lenders have not made any demands. We are currently developing a plan to satisfy these notes subject to the approval of each individual note holder.
- (b) This item represents a matured lease obligation. The lessor has not made any formal demands for payment or instituted collection action; however we are in discussions with the lessor to restructure this liability.

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 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 these cash flows and fair value, however, could affect the calculation and result in additional impairment charges in future periods.

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.

During September 2005, we received an invoice from AT&T (formerly SBC) of approximately \$230,000 for services alleged to have been rendered to us between June 1, 2004 and June 30, 2005. Since then, we have received a number of additional invoices from AT&T which cover services through February 2007 and total approximately \$7,970,000. AT&T stopped invoicing us for these monthly services and simply sent monthly Inter Company Billing Statements reflecting the balance of approximately \$7,970,000 with no further additions. The last Inter Company Billing Statement we received was dated December 15, 2007 and reflected a balance of approximately \$7,970,000. The alleged services were eventually identified by AT&T as Switched Access services. We formally notified AT&T in writing that we dispute these invoices and requested that AT&T withdraw and/or credit all of these invoices in full. AT&T has not responded to our written dispute. We believe AT&T has no basis for these charges. Therefore, we have not recorded any expense or liability related to these billings.

During February 2009, the Enforcement Bureau of the Federal Communications Commission issued an Omnibus Notice of Apparent Liability for Forfeiture ("NAL") to us in the amount of \$20,000 for failure to timely file a certification report concerning so-called Customer Proprietary Network Information ("CPNI"). There were approximately 690 other telecommunications companies included in the NAL. Each company has the opportunity to submit further evidence and arguments in response to the NAL to show that no forfeiture should be imposed or that some lesser amount should be assessed. We filed a formal response to the NAL pursuant to which we requested waiver of the Forfeiture. The FCC has not yet responded to our request. We have not recorded any expense or liability related to these billings.

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

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

Certain Accounting Matters

Measuring Liabilities at Fair Value (Financial Accounting Standards Board (“FASB”) Accounting Standards Update (“ASU”) 2009-05 to FASB Accounting Standards Codification (“ASC”) 820)

In August 2009, the FASB issued an amendment to its previously released guidance on measuring the fair value of liabilities; this guidance became effective for us on October 1, 2009. The pronouncement provides clarification that in circumstances in which a quoted price in an active market for the identical liability is not available, a reporting entity is required to measure fair value using one or more of the following methods: (i) a valuation technique that uses a) the quoted price of the identical liability when traded as an asset; or b) quoted prices for similar liabilities or similar liabilities when traded as assets; and/or (ii) a valuation technique that is consistent with the principles of an income or market approach. The pronouncement also clarifies that when estimating the fair value of a liability, a reporting entity is not required to include inputs relating to the existence of transfer restrictions on that liability. The adoption of this standard did not have a significant effect on our consolidated financial statements.

Accounting Standards Codification (ASC 105-10)

In June 2009, the FASB issued the FASB Accounting Standards Codification (“Codification”). The Codification is the new source of authoritative U.S. generally accepted accounting principles (“GAAP”) for Securities and Exchange Commission (“SEC”) registrants and is effective for financial statements issued for periods ending after September 15, 2009. The Codification reorganizes current GAAP into a topical format that eliminates the previous GAAP hierarchy and establishes two levels of GAAP — authoritative and non-authoritative. The Codification superseded all existing non-SEC accounting and reporting standards upon its effective date and carries the same level of authority as pronouncements issued under the previous hierarchy of GAAP. We adopted this new standard effective September 15, 2009 and it did not have a significant impact on our consolidated financial statements.

Subsequent Events (ASC 855-10)

In May 2009, the FASB issued guidance related to the accounting and disclosure of subsequent events. This guidance establishes general standards for the accounting and disclosure of events that occur after the balance sheet date but before financial statements are available to be issued. Specifically, the guidance sets forth the period after the balance sheet date during which management should evaluate events or transactions that may occur for potential recognition in the financial statements, identifies the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements and the disclosures that should be made about events or transactions that occur after the balance sheet date. This guidance was effective for periods ending after June 15, 2009, and accordingly, we adopted this guidance during the second quarter of 2009. The adoption of this pronouncement did not have a significant effect on our consolidated financial statements. See Note O — Subsequent Events of the notes to our financial statement appearing elsewhere in this Report for further information.

Interim Disclosure Fair Value of Financial Instruments (ASC 825-10)

In April 2009, the FASB issued a new accounting guidance that requires disclosure about the fair value of financial instruments in interim financial statements as well as in annual financial statements. The provisions of this guidance are effective for interim periods ending after June 15, 2009 and we adopted them in the second quarter 2009. The adoption of this guidance did not have a significant effect on our consolidated financial statements. See Note I — Fair Value of Financial Instruments of the notes to our financial statement appearing elsewhere in this Report for further information.

Intangible Assets (ASC 350-30)

In April 2008, the FASB issued guidance regarding the useful life of intangible assets. This guidance requires entities to disclose information for recognized intangible assets that enables users of financial statements to understand the extent to which expected future cash flows associated with intangible assets are affected by the entity’s intent or ability to renew or extend the arrangement associated with the intangible asset. The guidance also amends the factors an entity should consider in developing the renewal or extension assumptions used in determining the useful life of recognized intangible assets. This guidance was applied prospectively to intangible assets acquired after the effective date; the disclosure requirements are being applied to all intangible assets recognized as of, and after, the effective date. This guidance became effective for us on January 1, 2009. The adoption of this guidance did not have a significant effect on our consolidated financial statements.

Business Combinations (ASC 805-10)

In December 2007, the FASB issued guidance that established accounting and reporting standards to improve the relevance, comparability and transparency of financial information that an acquirer would provide in its consolidated financial statements from a business combination. This guidance also requires that any changes to tax positions for acquisitions made prior to January 1, 2009, be recorded as an adjustment to income tax expense in the period of change. The provisions of this guidance were effective for us for all business combinations with an acquisition date on or after January 1, 2009. The adoption of this

guidance did not have a significant effect on our consolidated financial statements.

Noncontrolling Interests in Consolidated Financial Statements (ASC 810-10)

We adopted the FASB's accounting and disclosure guidance for noncontrolling interests at the beginning of our 2009 fiscal year. This guidance changed the accounting and reporting for minority interests, reporting them as equity separate from the parent entity's equity, as well as requiring expanded disclosures. The adoption of this guidance did not have a significant effect on our consolidated financial statements.

Fair Value Measurements (ASC 820-10)

At the beginning of our 2008 fiscal year, we adopted the FASB's guidance related to fair value measurements. In February 2008 the FASB issued additional guidance that provided a one year deferral of the effective date for non-financial assets and non-financial liabilities, except those that are recognized or disclosed in the financial statements at fair value at least annually. In October 2008 the FASB issued additional guidance that clarified the application of fair value when the market for a financial asset is not active. These pronouncements define fair value, establish a framework for measuring fair value in accordance with generally accepted accounting principles, expand disclosures about fair value measurements and establish a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority ("Level 1") to unadjusted quoted prices in active markets for identical assets and liabilities, and gives the lowest priority ("Level 3") to unobservable inputs. The adoption of this guidance did not have a significant effect on our consolidated financial statements. See Note I — Fair Value of Financial Instruments for further information.

Item 7A. 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 8. Financial Statements and Supplemental Data.

Our financial statements, prepared in accordance with Regulation S-K, are set forth in this Report beginning on page F-1.

Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure.

During 2009 and 2008, we did not have disagreements with our principal independent accountants.

Item 9A. 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.

On December 29, 2009 a reportable event occurred which should have been reported on Form 8-K (see “Item 5. Recent Sales of Unregistered Securities”) no later than January 5, 2010. This event was not reported until the filing of this Report on March 31, 2010. The oversight of the reporting of this event caused the design and operations of our disclosure controls and procedures (as defined in Rule 13a-15(f) and 15d — 15(f) of the Exchange Act) to be ineffective. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. This oversight only pertained to the timing of the reporting of the event per the SEC’s specified rules. We have made no significant changes in our disclosure controls and procedures as a result of this oversight.

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.

Item 9A(T). Controls and Procedures.

Prior to December 31, 2009, management completed its assessment and documentation of the design and operation of our internal controls and procedures for financial reporting based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). There were no significant changes in our disclosure controls and procedures and internal controls over financial reporting as a result of management’s assessment. Additionally, our Chief Executive Officer and Chief Financial Officer issued their assessment report and concluded that the design and operation of our internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) of the Exchange Act) were effective as of December 31, 2009 and were documented and fairly stated, in all material respects, based on the criteria established in Internal Control—Integrated Framework issued by the COSO.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit us to provide only management’s report in this annual

report.

Item 9B. Other Information

On December 29, 2009 a reportable event occurred which should have been reported on Form 8-K (see “Item 5. Recent Sales of Unregistered Securities”) no later than January 5, 2010. This event was not reported until the filing of this Report on March 31, 2010. The oversight of the reporting of this event caused the design and operations of our disclosure controls and procedures (as defined in Rule 13a-15(f) and 15d — 15(f) of the Exchange Act) to be ineffective. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. This oversight only pertained to the timing of the reporting of the event per the SEC’s specified rules. We have made no significant changes in our disclosure controls and procedures as a result of this oversight.

PART III.**Item 10. Directors, Executive Officers, and Corporate Governance.**

The following information is furnished as of March 26, 2010 for each person who serves on our Board of Directors or serves as one of our executive officers. Our Board of Directors currently consists of two members, although we intend to increase the size of the Board in the future. The directors serve one-year terms until their successors are elected. Our executive officers are elected annually by our Board. The executive officers serve terms of one year or until their death, resignation or removal by our Board. There are no family relationships between our directors and executive officers. In addition, there was no arrangement or understanding between any executive officer and any other person pursuant to which any person was selected as an executive officer.

Name	Age	Position
Timothy J. Kilkenny	51	Chairman of the Board of Directors and Chief Executive Officer
Roger P. Baresel	54	Director, President, Chief Financial Officer and Secretary
Jason C. Ayers	35	Vice President of Operations
Patricia R. Shurley	53	Vice President of Finance
Michael D. Tomas	37	Vice President of Technology

Timothy J. Kilkenny has served as our Chief Executive Officer and Chairman of the Board of Directors since our inception in May 1995. Prior to that time, he spent 14 years in the financial planning business as a manager for both MetLife and Prudential. Mr. Kilkenny is a graduate of Central Bible College in Springfield, Missouri.

Roger P. Baresel became one of our directors and our Chief Financial Officer on November 9, 2000, and our President on October 13, 2003. In addition, Mr. Baresel served as the Chief Financial Officer of Labock Technologies, Inc., an unrelated privately held corporation active in the defense contracting sector, from January 2007 to March 2008 and as their Chief Operating Officer from Mar 2007 to March 2008. He also served as the Chief Financial Officer of Advanced Blast Protection, Inc. ("ABP"), an unrelated privately held corporation active in the defense contracting sector, from January 2008 to November 30, 2009. ABP filed for protection under Chapter 11 of the U.S. Bankruptcy code on November 2, 2009. Mr. Baresel is an accomplished senior executive and consultant who has served at a variety of companies. While serving as President and CFO of Advantage Marketing Systems, Inc., a publicly-held company engaged in the multi-level marketing of healthcare and dietary supplements, from June 1995 to May 2000, annual sales increased from \$2.5 million to in excess of \$22.4 million and annual earnings increased from \$80,000 to more than \$1.2 million. Also, during this period Advantage successfully completed two public offerings, four major acquisitions and its stock moved from the over the counter bulletin board to the American Stock Exchange. Mr. Baresel has the following degrees from Central State University in Edmond, Oklahoma: BA Psychology, BS Accounting and MBA Finance, in which he graduated Summa Cum Laude. Mr. Baresel is also a certified public accountant.

Jason C. Ayers has been our Vice President of Operations since December 8, 2000 and prior to that served as President of Animus, a privately-held web hosting company which we acquired on April 1, 1998. Mr. Ayers received a BS degree from Southern Nazarene University in Bethany, Oklahoma in May 1996 with a triple major in Computer Science, Math and Physics. Upon graduating, he was a co-founder of Animus.

Patricia R. Shurley has been our Vice President of Finance since May 2001. Prior to that, she served for three years as the Controller for Advantage Marketing Systems, Inc., a publicly-held company engaged in the multi-level marketing of healthcare and dietary supplements. Prior to that she was self-employed and owned an accounting practice. She graduated from the University of Central Oklahoma in Edmond, Oklahoma with a BS degree in Accounting and is a certified public accountant.

Michael D. Tomas has been our Vice President of Technology since September 2003. Prior to that, he was our Information Systems Manager since June 1999 and our employee since July 1996. Mr. Tomas has formal training with Cisco, Win 3.1, Win95/98, and Windows NT 4.0 as well as LAN/WAN setup, including experience with wireless networking and is Lucent certified.

Audit Committee Financial Expert

Because our board of directors only consists of two directors, each of whom does not qualify as an independent director; our board performs the functions of an audit committee. Our board of directors has determined that Roger P. Baresel, our President and Chief Financial Officer qualifies as a "financial expert." This determination was based upon Mr. Baresel's

- understanding of generally accepted accounting principles and financial statements;
- ability to assess the general application of generally accepted accounting principles in connection with the accounting for estimates, accruals and reserves;

- experience preparing, auditing, analyzing or evaluating financial statements that present the breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by our financial statements, or experience actively supervising one or more persons engaged in such activities;
- understanding of internal controls and procedures for financial reporting; and
- understanding of audit committee functions.

Mr. Baresel’s experience and qualification as a financial expert were acquired through the active supervision of a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions and overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements.

Mr. Baresel is not an independent director. We have been unable to attract a person to serve as one of our directors and that would qualify both as an independent director and as a financial expert because of inability to compensate our directors and provide liability insurance protection.

Compliance with Section 16(a) of the Exchange Act, Beneficial Ownership Reporting Requirements

Section 16(a) of the Securities and Exchange Act of 1934, as amended, requires our directors and executive officers and any persons who own more than 10% of a registered class of our equity securities to file with the Securities and Exchange Commission (“SEC”) and each exchange on which our securities are listed, reports of ownership and subsequent changes in ownership of our common stock and our other securities. Officers, directors and greater than 10% stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file. Based solely on review of the copies of such reports furnished to us or written representations that no other reports were required, we believe that during 2009 all filing requirements applicable to our officers, directors and greater than 10% beneficial owners were met, except for the late filing of one Form 4 by Roger P. Baresel.

Code of Ethics

On March 25, 2003, our board of directors adopted our code of ethics that applies to all of our employees and directors, including our principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions. Our code of ethics may be found on our website at www.fullnet.net. We will describe the nature of amendments to the code on our website, except that we may not describe amendments that are purely a technical, administrative, or otherwise non-substantive. We will also disclose on our website any waivers from any provision of the code that we may grant. We will also disclose on our website any violation of the code by our principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions. Information about amendments and waivers to the code will be available on our website for at least 12 months, and thereafter, the information will be available upon request for five years.

Item 11. Executive Compensation

The following table sets forth, for the last three fiscal years, the cash compensation paid by us to our Chairman and Chief Executive Officer and Chief Financial Officer (the “Named Executive Officers”). None of our other executive officers earned annual compensation in excess of \$100,000 during 2009.

Name and Principal Position	Fiscal Year	Annual Compensation		Long-Term Compensation Securities Underlying Options and Warrants (#) (1)
		Salary	Other Compensation	
Timothy J. Kilkenny Chairman and CEO	2009	\$ 108,902(2)	\$ 28,936(3)	—
	2008	\$ 115,187(2)	\$ 28,930(4)	—
	2007	\$ 115,877(2)	\$ 27,539(5)	—
Roger P. Baresel President and CFO	2009	\$ 81,504(6)	\$ 32,053(9)	—
	2008	\$ 47,468(7)	\$ 31,366(10)	—
	2007	\$ 60,536(8)	\$ 30,088(11)	—

(1) Options are granted with an exercise price equal to the fair market value of our common stock on the date of the grant.
 (2) Includes \$40,121 of deferred compensation.

- (3) Represents \$8,400 of expense reimbursement for business use of Mr. Kilkenny's automobile, \$1,800 of expense reimbursement for Mr. Kilkenny's Internet connection and cell phone, \$16,614 of insurance premiums, and \$2,122 of post retirement benefits paid by us for the benefit of Mr. Kilkenny.

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- (4) Represents \$8,400 of expense reimbursement for business use of Mr. Kilkenny's automobile, \$1,800 of expense reimbursement for Mr. Kilkenny's Internet connection and cell phone, \$16,433 of insurance premiums, and \$2,297 of post retirement benefits paid by us for the benefit of Mr. Kilkenny.
- (5) Represents \$8,400 of expense reimbursement for business use of Mr. Kilkenny's automobile, \$1,800 of expense reimbursement for Mr. Kilkenny's Internet connection and cell phone, \$14,796 of insurance premiums, and \$2,543 of post retirement benefits paid by us for the benefit of Mr. Kilkenny.
- (6) Includes \$32,254 of deferred compensation.
- (7) Includes \$8,051 of deferred compensation.
- (8) Includes \$6,051 of deferred compensation.
- (9) Represents \$8,400 of expense reimbursement for business use of Mr. Baresel's automobile, \$4,560 of expense reimbursement for Mr. Baresel's home office and cell phone, \$17,422 of insurance premiums, and \$1,671 of post retirement benefits paid by us for the benefit of Mr. Baresel.
- (10) Represents \$8,400 of expense reimbursement for business use of Mr. Baresel's automobile, \$4,560 of expense reimbursement for Mr. Baresel's home office and cell phone, \$16,551 of insurance premiums, and \$1,855 of post retirement benefits paid by us for the benefit of Mr. Baresel.
- (11) Represents \$8,400 of expense reimbursement for business use of Mr. Baresel's automobile, \$5,040 of expense reimbursement for Mr. Baresel's home office and cell phone, \$14,797 of insurance premiums, and \$1,851 of post retirement benefits paid by us for the benefit of Mr. Baresel.

Stock Options Granted

We do not have a written stock option plan. However, the Board of Directors granted to our employees stock options exercisable for the purchase of 3,000 shares of our common stock during 2009. No stock options were granted to Mr. Kilkenny during 2009.

All options granted during 2009 are nonqualified stock options. During 2009, an aggregate of 3,000 options were granted outside of a formal plan to employees. Options granted generally become exercisable in part after one year from the date of grant and generally have a term of ten years following the date of grant, unless sooner terminated in accordance with the terms of the stock option agreement.

2009 Year End Option Values

The following table sets forth information related to the exercise of stock options during 2009 and the number and value of options held by the following Named Executive Officers at December 31, 2009. During 2009, the Named Executive Officers did not exercise any options, nor did we reprice any outstanding options. For the purposes of this table, the “value” of an option is the difference between the estimated fair market value at December 31, 2009 of the shares of common stock subject to the option and the aggregate exercise price of such option.

Name	Number of Unexercised Options at December 31, 2009		Value of Unexercised In-the-Money Options at December 31, 2009 (1)	
	Exercisable	Unexercisable	Exercisable	Unexercisable
Timothy J. Kilkenny Chairman and CEO	714,000	—	\$ —	\$ —
Roger P. Baresel President and CFO	417,045	—	\$ —	\$ —

(1) Based on the December 31, 2009 estimated fair value of our common stock of \$.03 per share.

Aggregate Stock Option Exercise

The following table sets forth information related to the number of stock options held by the named executive officers at December 31, 2009. During 2009, no options to purchase our common stock were exercised by the named executive officers.

Name	Outstanding Equity Awards at December 31, 2009			
	Stock Option Awards		Option Exercise Price(1)	Option Expiration Date
	Number of Common Stock Underlying Options			
	Exercisable	Unexercisable		
Timothy J. Kilkenny Chairman and CEO	452,000	—	\$.04	10/09/13
	80,000	—	\$.05	03/18/12
	32,000	—	\$.11	11/16/11
	50,000	—	\$.70	07/18/11
	100,000	—	\$ 1.00	12/08/10
Roger P. Baresel President and CFO	200,848	—	\$.04	10/09/13
	40,000	—	\$.05	03/18/12
	23,745	—	\$.11	11/16/11
	52,452	—	\$.50	10/16/11
	100,000	—	\$ 1.00	10/13/10

(1) The closing sale price of our common stock as reported on the OTC Bulletin Board on December 31, 2009 was \$0.03.

Director Compensation

During the fiscal year ended December 31, 2009, our directors did not receive any compensation for serving in such capacities.

Employment Agreements and Lack of Keyman Insurance

On July 31, 2002, we entered into employment agreements with Timothy J. Kilkenny and Roger P. Baresel. Each agreement is effective January 1, 2002, and has a term of two years; however, the term is automatically extended for additional one-year terms, unless we or the employee gives six-month advance notice of termination. These agreements provide, among other things, (i) an annual base salary of at least \$75,000 for Mr. Kilkenny (of which he has voluntarily agreed to defer \$25,000) and \$65,000 for Mr. Baresel (of which he has voluntarily agreed to defer \$15,000), (ii) bonuses at the discretion of the Board of Directors, (iii) entitlement to fringe benefits including medical and insurance benefits as may be provided to our other senior officers; and (iv) eligibility to participate in our incentive, bonus, benefit or similar plans. These agreements require the employee to devote the required time and attention to our business and affairs necessary to carry out his responsibilities and duties. These agreements may be terminated under certain circumstances and upon termination provide for (i) the employee to be released from personal liability for our debts and obligations, and (ii) the payment of any amounts we owe the employee.

We do not maintain any keyman insurance covering the death or disability of our executive officers.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table sets forth information as of March 26, 2010, concerning the beneficial ownership of our Common Stock by each person (other than our directors and executive officers) who is known by us to own more than 5% of the outstanding shares of our Common Stock. The information is based on Schedules 13D or 13G filed by the applicable beneficial owner with the Securities and Exchange Commission or other information provided to us by the beneficial owner or our stock transfer agent.

Beneficial Owner (1)	Common Stock	
	Number of Shares	Percent of Class (1)
High Capital Funding, LLC (2) 333 Sandy Springs Circle, Suite 230, Atlanta, Georgia 30328	784,349	9.9%
Karen Gustafson & Greg Kusnick(3) P.O. Box 22443, Seattle, Washington 98112	410,231	5.1%
Greg Lowney & Maryanne Snyder (4) 15207 N.E. 68 th Street, Redmond, Washington 98052	410,231	5.1%
Laura L. Kilkenny (5) 3160 Long Drive, Newcastle, Oklahoma 73065	465,000	5.9%

- (1) Percent of class for any stockholder listed is calculated without regard to shares of common stock issuable to others upon exercise of outstanding stock options. Any shares a stockholder is deemed to own by having the right to acquire by exercise of an option or warrant are considered to be outstanding solely for the purpose of calculating that stockholder's ownership percentage. We computed the percentage ownership amounts in accordance with the provisions of Rule 13d-3(d), which includes as beneficially owned all shares of common stock which the person or group has the right to acquire within the next 60 days, based upon 7,922,721 outstanding shares of common stock as of March 26, 2010.
- (2) High Capital Funding, LLC, the parent company of Generation Capital Associates, holds 497,156 shares of our common stock which is issuable at December 31, 2009. Generation Capital Associates holds 267,608 shares of our common stock. The number of shares includes 19,585 shares of our common stock that are subject to currently exercisable common stock purchase warrants held by Generation Capital Associates. Amounts shown do not include 545,415 shares of our common stock that are subject to common stock purchase warrants that are not currently exercisable because they contain a provision prohibiting their exercise to the extent that they would increase Generation Capital Associates' percentage ownership beyond 9.9% of our outstanding shares of common stock. We have a secured promissory note with High Capital Funding, LLC and an operating lease with Generation Capital Associates. At December 31, 2009 the outstanding principal and interest of the secured promissory note was \$297,349 and we had recorded \$256,443 in unpaid lease payments.
- (3) Ms. Gustafson & Mr. Kusnick hold 155,129 shares of our common stock. The number of shares includes 255,102 shares of our common stock that are subject to a currently convertible promissory note.
- (4) Mr. Lowney & Ms. Snyder hold 155,129 shares of our common stock. The number of shares includes 255,102 shares of our common stock that are subject to a currently convertible promissory note.
- (5) Ms. Kilkenny is the former-wife of Timothy J. Kilkenny, our Chairman of the Board and Chief Executive Officer. Ms. Kilkenny holds 415,000 shares of our common stock. The number of shares includes 50,000 shares of our common stock that are subject to currently exercisable common stock purchase options.

The following table sets forth information as of March 26, 2010, concerning the beneficial ownership of our Common Stock by each of our directors, each executive officer named in the table under the heading “Item 10. Directors and Executive Officers, and Corporate Governance” and all of our directors and executive officers as a group. There are no family relationships amongst our executive officers and directors. Unless otherwise indicated, the beneficial owner has sole voting and investment power with respect to such stock.

Beneficial Owner (1)	Common Stock Beneficially Owned	
	Number of Shares	Percent of Class (1)
Timothy J. Kilkenny* (2)(3)	2,083,722	24.2%
Roger P. Baresel* (2)(4)	575,362	6.9%
Jason C. Ayers (2)(5)	405,795	5.1%
Patricia R. Shurley (6)	292,000	3.7%
Michael D. Tomas (7)	245,000	3.1%
All executive officers and directors as a group (5 individuals)	3,601,879	43.0%

* Director

- (1) Percent of class for any stockholder listed is calculated without regard to shares of common stock issuable to others upon exercise of outstanding stock options. Any shares a stockholder is deemed to own by having the right to acquire by exercise of an option or warrant are considered to be outstanding solely for the purpose of calculating that stockholder’s ownership percentage. We computed the percentage ownership amounts in accordance with the provisions of Rule 13d-3(d), which includes as beneficially owned all shares of common stock which the person or group has the right to acquire within the next 60 days, based upon 7,922,721 shares being outstanding at March 26, 2010.
- (2) Address is c/o 201 Robert S. Kerr Avenue, Suite 210, Oklahoma City, Oklahoma 73102.
- (3) Timothy J. Kilkenny and Barbara J. Kilkenny, husband and wife, hold 1,269,722 and 100,000 shares of our common stock, respectively. The number of shares includes 714,000 shares of our common stock that are subject to currently exercisable stock options held by Mr. Kilkenny.
- (4) Roger P. Baresel and Judith A. Baresel, husband and wife, hold 5,600 and 152,717 shares of our common stock, respectively. The number of shares includes 100,000 shares of our common stock subject to currently exercisable stock options held by Mr. Baresel, and 317,045 shares of our common stock subject to currently exercisable stock options held by Mrs. Baresel.
- (5) Jason C. Ayers holds 323,295 shares of our common stock. The number of shares includes 82,500 shares of our common stock that are subject to currently exercisable common stock options held by Mr. Ayers.
- (6) Patricia R. Shurley holds 209,500 shares of our common stock. The number of shares includes 82,500 shares of our common stock that are subject to currently exercisable common stock purchase options held by Ms. Shurley.
- (7) Michael D. Tomas holds 177,500 shares of our common stock. The number of shares includes 67,500 shares of our common stock that are subject to currently exercisable common stock purchase options held by Mr. Tomas.

Item 13. Certain Relationships and Related Transactions, and Director Independence

We have an operating lease for certain equipment which is leased from one of our shareholders. The terms of the original lease, dated November 21, 2001, required rental payments of \$6,088 per month for 12 months with a fair market purchase option at the end of the lease. Upon default on the lease, we were allowed to continue leasing the equipment on a month-to-month basis at the same monthly rate as the original lease. We have been unable to make the month-to-month payments. In January and November 2006, we agreed to extend the expiration date on 425,000 and 140,000, respectively, of common stock purchase warrants 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 and December 2009, we agreed to extend the expiration date on 425,000 and 140,000, respectively, of common stock purchase warrants for the lessor in return for a credit of \$3,445 and \$773, respectively, on the operating lease. At December 31, 2009 we had recorded \$256,443 in unpaid lease payments. The loss of this equipment would have a material adverse effect on our business, financial condition and results of operations. We have been unable to make all of the required payments pursuant to the terms of the September 2007 agreement. The lessor has not made any formal demands for payment or instituted collection action; however we are in discussions with the lessor to restructure this liability.

We also had an interim loan with the above shareholder which required payments equal to 50% of the net proceeds received by us from our private placement of convertible promissory notes. This interim loan matured in December 2001. In September 2007, the lender agreed to accept monthly payments of \$5,800 beginning in December 2007 to be allocated 50% to principal and 50% to interest. We were unable to make all of the required payments pursuant to the terms of the September 2007 agreement. Beginning in June 2009, the lender agreed to accept temporary reduced monthly payments of \$1,000 until such time as our financial position significantly improves. We were unable to make all of the reduced monthly payments. In October 2009 the lender assigned the interim loan to its parent company. On December 29, 2009 the parent company agreed to convert \$248,578 of accrued interest on the interim loan into 497,156 restricted shares of our common stock valued at \$.50 per share (the "Conversion"). These shares were issuable at December 31, 2009, were equal to approximately 6.8% of the total number of shares outstanding and were issued on January 20, 2010. This transaction was accounted for as a troubled debt restructuring and a gain on debt forgiveness of \$235,663 was recorded. On December 29, 2009 the parent company further agreed to make a new loan to us in the amount of \$297,300. This loan is secured by all our tangible and intangible assets and matures December 30, 2011. The terms of this secured promissory note requires monthly installments of interest only for the first year then monthly installments of \$3,301 including principal and interest. The proceeds from this secured promissory note were used to repay the remaining principal amount of the interim loan of \$292,300. In connection with the Conversion, we also agreed to issue additional shares of stock to the parent company in the event that any additional shares are issued at less than \$.50 per share, excluding employee stock options, prior to the payment in full of the secured promissory note. At December 31, 2009, the outstanding principal and interest of the secured promissory note was \$297,349.

Item 14. Principal Accounting Fees and Services

The following table sets forth the aggregate fees, including expenses, billed to us for the years ended December 31, 2009 and 2008 by our principal accountant.

	2009	2008
Audit Fees — Eide Bailly LLP	\$ 40,650	\$ —
Audit Fees — Eide Bailly LLP and its predecessor Murrell, Hall, McIntosh & Co., PLLP		36,100
Tax Fees	—	—
All Other Fees	—	—

The audit fees include services rendered by our principal accountant for the audit of our financial statements, review of financial statements included in our quarterly reports and other fees that are normally provided by the accountant in connection with statutory and regulatory filings or engagements. Because our Board of Directors only consists of two directors, each of whom does not qualify as an independent director; our Board of Directors performs the functions of an audit committee. It is our policy that the Board of Directors pre-approve all audit, tax and related services. All of the services described above in this Item 14 were approved in advance by our Board of Directors. No items were approved by the Board of Directors pursuant to paragraph (c)(7)(ii)(C) of Rule 2-01 of Regulation S-X.

Item 15. Exhibits, Financial Statement Schedules.

(a) The following exhibits are filed as part of this Report:

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

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

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<i>Exhibit Number</i>	<i>Exhibit</i>	
4.7	Form of Warrant Certificate for Georgia Investors for Interim Financing in the amount of \$505,000 (filed as Exhibit 4.4 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended March 31, 2000 and incorporated herein by reference).	#
4.8	Form of Promissory Note for Georgia Investors for Interim Financing in the amount of \$505,000 (filed as Exhibit 4.5 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended March 31, 2000 and incorporated herein by reference).	#
4.9	Form of Warrant Certificate for Illinois Investors for Interim Financing in the amount of \$505,000 (filed as Exhibit 4.6 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended March 31, 2000 and incorporated herein by reference).	#
4.10	Form of Promissory Note for Illinois Investors for Interim Financing in the amount of \$505,000 (filed as Exhibit 4.7 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended March 31, 2000 and incorporated herein by reference).	#
4.11	Form of Warrant Agreement for Interim Financing in the amount of \$500,000 (filed as Exhibit 4.8 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended March 31, 2000 and incorporated herein by reference).	#
4.12	Form of Warrant Certificate for Interim Financing in the amount of \$500,000 (filed as Exhibit 4.9 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended March 31, 2000 and incorporated herein by reference).	#
4.13	Form of Promissory Note for Interim Financing in the amount of \$500,000 (filed as Exhibit 4.10 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended March 31, 2000 and incorporated herein by reference).	#
4.14	Form of Convertible Promissory Note for September 29, 2000, private placement (filed as Exhibit 4.13 to Registrant's Form 10-KSB for the fiscal year ended December 31, 2000 and incorporated herein by reference).	#
4.15	Form of Warrant Agreement for September 29, 2000, private placement (filed as Exhibit 4.13 to Registrant's Form 10-KSB for the fiscal year ended December 31, 2000 and incorporated herein by reference).	#
4.16	Form of 2001 Exchange Warrant Agreement (filed as Exhibit 4.16 to Registrant's Form 10-QSB for the quarter ended June 30, 2001 and incorporated herein by reference)	#
4.17	Form of 2001 Exchange Warrant Certificate (filed as Exhibit 4.17 to Registrant's Form 10-QSB for the quarter ended June 30, 2001 and incorporated herein by reference)	#

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<i>Exhibit Number</i>	<i>Exhibit</i>	
10.1	Financial Advisory Services Agreement between the Company and National Securities Corporation, dated September 17, 1999 (filed as Exhibit 10.1 to Registrant's Form 10-KSB for the fiscal year ended December 31, 1999, and incorporated herein by reference).	#
10.2	Lease Agreement between the Company and BOK Plaza Associates, LLC, dated December 2, 1999 (filed as Exhibit 10.2 to Registrant's Form 10-KSB for the fiscal year ended December 31, 1999, and incorporated herein by reference).	#
10.3	Interconnection agreement between Registrant and Southwestern Bell dated March 19, 1999 (filed as Exhibit 6.1 to Registrant's Registration Statement on Form 10-SB, file number 000-27031 and incorporated herein by reference).	#
10.4	Stock Purchase Agreement between the Company and Animus Communications, Inc. (filed as Exhibit 6.2 to Registrant's Registration Statement on Form 10-SB, file number 000-27031 and incorporated herein by reference).	#
10.5	Registrar Accreditation Agreement effective February 8, 2000, by and between Internet Corporation for Assigned Names and Numbers and FullWeb, Inc. d/b/a FullNic f/k/a Animus Communications, Inc. (filed as Exhibit 10.1 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended March 31, 2000 and incorporated herein by reference).	#
10.6	Master License Agreement For KMC Telecom V, Inc., dated June 20, 2000, by and between FullNet Communications, Inc. and KMC Telecom V, Inc. (filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-QSB for the Quarter ended June 30, 2000 and incorporated herein by reference).	#
10.7	Domain Registrar Project Completion Agreement, dated May 10, 2000, by and between FullNet Communications, Inc., FullWeb, Inc. d/b/a FullNic and Think Capital (filed as Exhibit 10.2 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended June 30, 2000 and incorporated herein by reference).	#
10.8	Amendment to Financial Advisory Services Agreement between Registrant and National Securities Corporation, dated April 21, 2000 (filed as Exhibit 10.3 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended June 30, 2000 and incorporated herein by reference).	#
10.9	Asset Purchase Agreement dated June 2, 2000, by and between FullNet of Nowata and FullNet Communications, Inc. (filed as Exhibit 99.1 to Registrant's Form 8-K filed on June 20, 2000 and incorporated herein by reference).	#
10.10	Asset Purchase Agreement dated February 4, 2000, by and between FullNet of Bartlesville and FullNet Communications, Inc. (filed as Exhibit 2.1 to Registrant's Form 8-K filed on February 18, 2000 and incorporated herein by reference).	#
10.11	Agreement and Plan of Merger Among FullNet Communications, Inc., FullNet, Inc. and Harvest Communications, Inc. dated February 29, 2000 (filed as Exhibit 2.1 to Registrant's Form 8-K filed on March 10, 2000 and incorporated herein by reference).	#
10.12	Asset Purchase Agreement dated January 25, 2000, by and between FullNet of Tahlequah, and FullNet Communications, Inc. (filed as Exhibit 2.1 to Registrant's Form 8-K filed on February 9, 2000 and incorporated herein by reference).	#
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).	#
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	Secured Promissory Note and Security Agreement dated December 30, 2009, issued to High Capital Funding, LLC	*
21.1	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.

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: March 31, 2010 By: /s/ TIMOTHY J. KILKENNY
Timothy J. Kilkenny
Chief Executive Officer

Date: March 31, 2010 By: /s/ ROGER P. BARESEL
Roger P. Baresel
President and Chief Financial and Accounting Officer

Pursuant to the requirements of the Exchange Act, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Date: March 31, 2010 By: /s/ TIMOTHY J. KILKENNY
Timothy J. Kilkenny,
Chairman of the Board and Director

Date: March 31, 2010 By: /s/ ROGER P. BARESEL
Roger P. Baresel, Director

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee
Fullnet Communications, Inc.

We have audited the accompanying consolidated balance sheets of FullNet Communications, Inc. and Subsidiaries (the "Company") as of December 31, 2009 and 2008, and the related consolidated statements of operations, stockholders' deficit, and cash flows for each of the years then ended. The Company's management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2009 and 2008, and the results of its operations and its cash flows for each of the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note A to the financial statements, the Company's current liabilities exceed its current assets by \$2,378,474 as of December 31, 2009. The Company also had disputed back billings from one of its access providers. The Company disputes this claim and has not recorded any liability related to this claim as of December 31, 2009. An adverse outcome regarding this claim could have a materially adverse effect on the Company's ability to continue as a going concern. These matters, among others as discussed in Note A to the financial statements, raise substantial doubt about the ability of the Company to continue as a going concern. Management's plans in regard to these matters are described in Note A. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Eide Bailly LLP

March 31, 2010 Sioux Falls, South Dakota

FullNet Communications, Inc. and Subsidiaries

CONSOLIDATED BALANCE SHEETS

	December 31,	
	2009	2008
ASSETS		
CURRENT ASSETS		
Cash	\$ 11,905	\$ 11,753
Accounts receivable, net	15,043	11,318
Prepaid expenses and other current assets	11,705	36,785
Total current assets	38,653	59,856
PROPERTY AND EQUIPMENT, net	120,944	324,227
INTANGIBLE ASSETS, net	998	8,782
OTHER ASSETS	5,250	5,250
TOTAL	\$ 165,845	\$ 398,115
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable, current portion	\$ 492,533	\$ 208,215
Accrued and other liabilities, current portion	1,317,892	1,205,087
Notes payable, current portion	510,636	545,436
Deferred revenue	96,066	128,548
Total current liabilities	2,417,127	2,087,286
ACCOUNTS PAYABLE, less current portion	—	254,174
ACCRUED AND OTHER LIABILITIES, less current portion	—	185,755
NOTES PAYABLE, less current portion	297,300	259,100
Total liabilities	2,714,427	2,786,315
STOCKHOLDERS' DEFICIT		
Common stock — \$.00001 par value; authorized, 10,000,000 shares; issued and outstanding, 7,355,308 in 2009 and 2008	74	74
Common stock issuable, 567,413 and 70,257 shares in 2009 and 2008, respectively	57,601	57,596
Additional paid-in capital	8,397,733	8,378,467
Accumulated deficit	(11,003,990)	(10,824,337)
Total stockholders' deficit	(2,548,582)	(2,388,200)
TOTAL	\$ 165,845	\$ 398,115

See accompanying notes to financial statements.

FullNet Communications, Inc. and Subsidiaries

CONSOLIDATED STATEMENTS OF OPERATIONS

	Years ended December 31,	
	2009	2008
REVENUES		
Access service revenues	\$ 413,689	\$ 532,661
Co-location and other revenues	<u>1,390,669</u>	<u>1,353,890</u>
Total revenues	1,804,358	1,886,551
OPERATING COSTS AND EXPENSES		
Cost of access service revenues	196,494	235,638
Cost of co-location and other revenues	393,593	321,196
Selling, general and administrative expenses	1,321,857	1,371,259
Depreciation and amortization	<u>217,842</u>	<u>252,338</u>
Total operating costs and expenses	<u>2,129,786</u>	<u>2,180,431</u>
LOSS FROM OPERATIONS	(325,428)	(293,880)
GAIN ON DEBT FORGIVENESS	235,663	—
INTEREST EXPENSE	<u>(89,888)</u>	<u>(97,668)</u>
NET LOSS	\$ <u>(179,653)</u>	\$ <u>(391,548)</u>
Net loss per common share		
Basic	\$ <u>(.02)</u>	\$ <u>(.05)</u>
Assuming dilution	\$ <u>(.02)</u>	\$ <u>(.05)</u>
Weighted average number of common shares outstanding		
Basic	<u>7,428,327</u>	<u>7,288,679</u>
Assuming dilution	<u>7,428,327</u>	<u>7,288,679</u>

See accompanying notes to financial statements.

FullNet Communications, Inc. and Subsidiaries

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT

Years ended December 31, 2009 and 2008

	Common stock		Common stock issuable	Additional paid-in capital	Accumulated deficit	Total
	Shares	Amount				
Balance at January 1, 2008	6,670,878	\$ 67	\$ 57,596	\$ 8,350,255	\$ (10,432,789)	\$ (2,024,871)
Stock options exercise	684,430	7	—	28,042	—	28,049
Stock compensation expense	—	—	—	170	—	170
Net loss	—	—	—	—	(391,548)	(391,548)
Balance at December 31, 2008	7,355,308	\$ 74	\$ 57,596	\$ 8,378,467	\$ (10,824,337)	\$ (2,388,200)
Warrant extension granted in settlement of liabilities	—	—	—	4,218	—	4,218
Stock compensation expense	—	—	—	138	—	138
Common stock issuable in settlement of liabilities	—	—	5	14,910	—	14,915
Net loss	—	—	—	—	(179,653)	(179,653)
Balance at December 31, 2009	7,355,308	\$ 74	\$ 57,601	\$ 8,397,733	\$ (11,003,990)	\$ (2,548,582)

See accompanying notes to financial statements.

FullNet Communications, Inc. and Subsidiaries

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years ended December 31,	
	2009	2008
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (179,653)	\$ (391,548)
Adjustments to reconcile net loss to net cash provided by operating activities		
Depreciation and amortization	217,842	252,338
Gain on debt forgiveness	(235,663)	—
Stock compensation	138	170
Provision for uncollectible accounts receivable	2,939	(108)
Net (increase) decrease in		
Accounts receivable	(6,664)	14,758
Prepaid expenses and other current assets	25,080	25,486
Net increase (decrease) in		
Accounts payable	34,362	16,233
Accrued and other liabilities	175,628	112,970
Deferred revenue	(32,482)	15,962
Net cash provided by operating activities	1,527	46,261
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property and equipment	(6,775)	(51,826)
Net cash used in investing activities	(6,775)	(51,826)
CASH FLOWS FROM FINANCING ACTIVITIES		
Principal payments on borrowings under notes payable	(291,900)	(26,100)
Proceeds from notes payable	297,300	—
Proceeds from exercise of stock options	—	28,049
Net cash provided by financing activities	5,400	1,949
NET INCREASE (DECREASE) IN CASH	152	(3,616)
Cash at beginning of year	11,753	15,369
Cash at end of year	\$ 11,905	\$ 11,753
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash paid for interest	\$ 4,566	\$ 31,299
Warrant extension granted in settlement of liabilities	4,218	—
Common stock issuable in settlement of liabilities	14,915	—

See accompanying notes to financial statements.

FullNet Communications, Inc. and Subsidiaries

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2009 and 2008

NOTE A — ORGANIZATION AND NATURE OF OPERATIONS

FullNet Communications, Inc. and Subsidiaries (the Company) is an integrated communications provider (ICP) offering integrated communications, Internet connectivity and data storage to individuals, businesses, organizations, educational institutions and governmental agencies. Through its subsidiaries, FullNet, Inc., FullTel, Inc. and FullWeb, Inc., the Company provides high quality, reliable and scalable Internet solutions designed to meet customer needs. Services offered include:

- Dial-up and direct high-speed connectivity to the Internet through the FullNet brand name;
- Backbone services to private label Internet services providers (ISPs) and businesses;
- Carrier-neutral telecommunications premise co-location;
- Web page hosting;
- Equipment co-location; and
- Traditional telephone services.

The Company operates and grants credit, on an uncollateralized basis. Concentrations of credit risk with respect to accounts receivable are limited due to the large number of customers comprising the Company's customer base and their dispersion across different industries.

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles, which contemplate continuation of the Company as a going concern. However, the Company has sustained substantial net losses. At December 31, 2009 current liabilities exceeded current assets by \$2,378,474 and total liabilities exceeded total assets by \$2,548,582.

In addition, during September 2005, the Company received an invoice from AT&T (formerly SBC) of approximately \$230,000 for services alleged to have been rendered to it between June 1, 2004 and June 30, 2005. Since then, the Company has received a number of additional invoices from AT&T which cover services through February 2007 and total approximately \$7,970,000. AT&T then stopped invoicing the Company for these monthly services and simply sent monthly Inter Company Billing Statements reflecting the balance of approximately \$7,970,000 with no further additions. The last Inter Company Billing Statement received by the Company was dated December 15, 2007 and reflected a balance of approximately \$7,970,000. The alleged services were eventually identified by AT&T as Switched Access services. The Company formally notified AT&T in writing that it disputes these invoices and requested that AT&T withdraw and/or credit all of these invoices in full. AT&T has not responded to the Company's written dispute. The Company believes AT&T has no basis for these charges. Therefore, the Company has not recorded any expense or liability related to these billings. An adverse outcome regarding this claim could have a materially adverse effect on the Company's ability to continue as a going concern.

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

The Company's business plan includes, among other things, expansion of its Internet access services through mergers and acquisitions and the development of its web hosting, co-location and traditional telephone services. Execution of the Company's business plan will require significant capital to fund capital expenditures, working capital needs and debt service. Current cash balances will not be sufficient to fund the Company's current business plan beyond the next few months. As a consequence, the Company is currently focusing on revenue enhancement and cost cutting opportunities as well as working to sell non-core assets and to extend vendor payment terms. The Company continues to seek additional convertible debt or equity financing as well as the placement of a credit facility to fund the Company's liquidity. There can be no assurance that the Company will be able to obtain additional capital on satisfactory terms, or at all, or on terms that will not dilute the shareholders' interests.

NOTE B — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies consistently applied in the preparation of the accompanying consolidated financial statements follows.

1. Consolidation

The consolidated financial statements include the accounts of FullNet Communications, Inc. and its wholly owned subsidiaries. All material inter-company accounts and transactions have been eliminated.

2. Revenue Recognition

Access service revenues are recognized on a monthly basis over the life of each contract as services are provided. Contract periods range from monthly to yearly. Carrier-neutral telecommunications co-location revenues and traditional telephone services are recognized on a monthly basis over the life of the contract as services are provided. Revenue that is received in advance of the services provided is deferred until the services are provided by the Company. Revenue related to set up charges is also deferred and amortized over the life of the contract.

The Company classifies certain taxes and fees billed to customers and remitted to governmental authorities on a net basis in revenue.

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

3. Accounts Receivable

Accounts receivable consist of the following at December 31:

	<u>2009</u>	<u>2008</u>
Accounts receivable	\$ 205,622	\$ 198,958
Less allowance for doubtful accounts	<u>(190,579)</u>	<u>(187,640)</u>
	<u>\$ 15,043</u>	<u>\$ 11,318</u>

Accounts receivable, other than certain large customer accounts which are evaluated individually, are considered past due for purposes of determining the allowance for doubtful accounts based on past experience of collectibility as follows:

1 – 29 days	1.5%
30 – 59 days	30%
60 – 89 days	50%
> 90 days	100%

In addition, if the Company becomes aware of a specific customer’s inability to meet its financial obligations, a specific reserve is recoded against amounts due to reduce the net recognized receivable to the amount reasonably expected to be collected.

4. Property and Equipment

Property and equipment are stated at cost. Depreciation is computed primarily using the straight-line method over the estimated useful lives of the related assets as follows:

Software	3 years
Computers and equipment	5 years
Furniture and fixtures	7 years
Leasehold improvements	Shorter of estimated life of improvement or the lease term

5. Intangible Assets

Intangible assets consist primarily of acquired customer bases and covenants not to compete and are carried net of accumulated amortization. The Company amortizes 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 utilized.

6. Long-Lived Assets

All long-lived assets held and used by the Company, including intangible assets, are reviewed to determine whether any events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. The Company bases its evaluation on such impairment indicators as the nature of the assets, the future economic benefit of the assets, any historical or future profitability measurements, as well as other external market conditions or factors that may be present. If such impairment indicators are present or other factors exist that indicate that the carrying amount of the asset may not be recoverable the Company determines whether impairment has occurred through the use of an undiscounted cash flows analysis of the asset. If impairment has occurred, the Company recognizes a loss for the difference between the carrying amount and the estimated value of the asset. The Company recorded no impairments during the years ended December 31, 2009 and 2008.

7. Accrued and Other Liabilities

Accrued and other liabilities consist of the following at December 31:

	<u>2009</u>	<u>2008</u>
Accrued interest	\$ 463,676	\$ 630,892
Accrued deferred compensation	700,157	567,305
Accrued other liabilities	<u>154,059</u>	<u>192,645</u>
	1,317,892	1,390,842
Less current portion	<u>1,317,892</u>	<u>1,205,087</u>
	<u>\$ —</u>	<u>\$ 185,755</u>

Accrued net deferred compensation consists of the following as of December 31, 2009:

Accrued in:	
2009	\$ 132,852
2008	60,315
2007	71,321
2000-2006	<u>435,669</u>
	<u>\$ 700,157</u>

All of the Company's executive officers have voluntarily agreed to defer a portion of their compensation. This compensation is vested.

Accrued other liabilities includes \$85,355 and \$83,501 for unused vacation and sick leave at December 31, 2009 and 2008, respectively.

8. Income Taxes

The Company follows the liability method of accounting for income taxes. Under the liability method, deferred income taxes are provided on temporary differences between the tax basis of an asset or liability and its reported amount in the consolidated financial statements and carry forwards that will result in taxable or deductible amounts in future years. Deferred income tax assets or liabilities are determined by applying the presently enacted tax rates and laws. Additionally, the Company provides a valuation allowance on deferred tax assets if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company recognizes interest and penalties related to unrecognized tax benefits in income tax expense and does not believe it has any material unrealized tax benefits at December 31, 2009. The Company files income tax returns in the U.S. federal jurisdiction and various state and local jurisdictions.

9. 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 year, 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 year adjusted for the effect of dilutive potential shares calculated using the treasury stock method.

	<u>2009</u>	<u>2008</u>
Numerator:		
Net loss	\$ (179,653)	\$ (391,548)
Denominator:		
Weighted average shares and share equivalents outstanding — basic	7,428,327	7,288,679
Effect of dilutive stock options	—	—
Effect of dilutive warrants	—	—
Effect of dilutive convertible promissory notes	—	—
Weighted average shares and share equivalents outstanding — assuming dilution	<u>7,428,327</u>	<u>7,288,679</u>
Net loss per share — basic	<u>\$ (.02)</u>	<u>\$ (.05)</u>
Net loss per share — assuming dilution	<u>\$ (.02)</u>	<u>\$ (.05)</u>

Basic and diluted losses per share were the same for the years ended December 31, 2009 and 2008 because there was a net loss for the year.

Stock options exercisable for the purchase of 2,368,384 common stock shares at exercise prices ranging from \$.01 to \$3.00 per share were outstanding for the year ended December 31, 2009 but were not included in the calculation of income per share — assuming dilution because there was a net loss for the year.

Stock options exercisable for the purchase of 2,447,704 common stock shares at exercise prices ranging from \$.04 to \$3.00 per share were outstanding for the year ended December 31, 2008 but were not included in the calculation of income per share — assuming dilution because there was a net loss for the year.

Warrants exercisable for the purchase of 591,000 common stock shares at exercise prices ranging from \$.01 to \$1.00 per share were outstanding for the years ended December 31, 2009 and 2008 but were not included in the calculation of income per share — assuming dilution because there was a net loss for the year.

Convertible promissory notes convertible into 1,003,659 common stock shares at a conversion prices ranging from \$.49 to \$.51 per share (see Note E — Notes Payable) were outstanding for the years ended December 31, 2009 and 2008 but were not included in the calculation of income per share — assuming dilution because there was a net loss for the year.

10. Stock Options and Warrants

The Company does not have a written employee stock option plan. The Company has historically granted only employee stock options with an exercise price equal to the market price of the Company's stock at the date of grant, a contractual term of ten years, and a vesting period of three years ratably on the first, second and third anniversaries of the date of grant (with limited exceptions).

All employee stock options granted during 2009 and 2008 were nonqualified stock options. Stock-based compensation is measured at the grant date, based on the calculated fair value of the option, and is recognized as an expense on a straight-line basis over the requisite employee service period (generally the vesting period of the grant).

The fair values of the granted options are estimated at the date of grant using the Black-Scholes option pricing model. See Note N for further information on stock-based compensation.

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The following table summarizes the Company's employee stock option activity for year ended December 31, 2009:

	2009	Weighted average exercise price	Weighted average remaining contractual life (yrs)	Aggregate intrinsic value
Options outstanding, beginning of year	2,447,704	.53		
Options granted during the year	3,000	.01		
Options cancelled during the year	(82,320)	1.25		
Options outstanding, end of year	2,368,384	\$.50	2.61	\$ 60
Options exercisable at end of year	2,325,384	\$.51	2.51	\$ —

The following table summarizes the Company's non-vested employee stock option activity for year ended December 31, 2009:

	2009	Weighted average grant date fair value
Non-vested options outstanding, beginning of year	44,000	\$ 1,565
Options granted during the year	3,000	30
Options vested during the year	(4,000)	(141)
Non-vested options outstanding, end of year	43,000	\$ 1,454

The weighted-average grant date fair value of stock options granted was \$.01 in 2009 and \$.04 in 2008. The fair value of stock options vested was \$141 in 2009 and \$105 in 2008.

Common Stock Purchase Warrants — A summary of common stock purchase warrant activity for the years ended December 31, 2009 and 2008 follows:

In January 2009 and December 2009, the Company agreed to extend the expiration date on 425,000 and 140,000, respectively, common stock purchase warrants for a lessor in return for a credit of \$3,445 and \$773, respectively, on the operating lease.

Common stock warrants exercisable for 50,000 shares of common stock expired during 2008 (weighted average exercise price \$.01 per share).

Outstanding common stock purchase warrants issued to non-employees outstanding at December 31, 2009 are as follows:

Number of shares	Exercise price	Expiration year
275,000	1.00	2012
70,000	.13	2012
14,000	.10	2012
12,000	.08	2012
220,000	.01	2012
591,000		

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The following table summarizes the Company's common stock purchase warrant activity for the years ended December 31, 2009 and 2008:

	<u>2009</u>	<u>Weighted Average Exercise Price</u>	<u>2008</u>	<u>Weighted Average Exercise Price</u>
Warrants outstanding, beginning of year	591,000	\$.49	641,000	\$.45
Warrants expired during the year	—	—	(50,000)	.01
Warrants outstanding, end of year	<u>591,000</u>	<u>\$.49</u>	<u>591,000</u>	<u>\$.49</u>

11. Advertising

The Company expenses advertising production costs as they are incurred and advertising communication costs the first time the advertising takes place. Advertising expense for the years ended December 31, 2009 and 2008 was \$13,254 and \$34,434, respectively.

12. 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.

13. Recently Issued Accounting Standards

Measuring Liabilities at Fair Value (Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") No. 2009-05 to FASB Accounting Standards Codification ("ASC") 820)

In August 2009, the FASB issued an amendment to its previously released guidance on measuring the fair value of liabilities; this guidance became effective for the Company on October 1, 2009. The pronouncement provides clarification that in circumstances in which a quoted price in an active market for the identical liability is not available, a reporting entity is required to measure fair value using one or more of the following methods: (i) a valuation technique that uses a) the quoted price of the identical liability when traded as an asset; or b) quoted prices for similar liabilities or similar liabilities when traded as assets; and/or (ii) a valuation technique that is consistent with the principles of an income or market approach. The pronouncement also clarifies that when estimating the fair value of a liability, a reporting entity is not required to include inputs relating to the existence of transfer restrictions on that liability. The adoption of this standard did not have a significant effect on the Company's consolidated financial statements.

Accounting Standards Codification (ASC 105-10)

In June 2009, the FASB issued the FASB Accounting Standards Codification ("Codification"). The Codification is the new source of authoritative U.S. generally accepted accounting principles ("GAAP") for Securities and Exchange Commission ("SEC") registrants and is effective for financial statements issued for periods ending after September 15, 2009. The Codification reorganizes current GAAP into a topical format that eliminates the previous GAAP hierarchy and establishes two levels of GAAP — authoritative and non-authoritative. The Codification superseded all existing non-SEC accounting and reporting standards upon its effective date and carries the same level of authority as pronouncements issued under the previous hierarchy of GAAP. The Company adopted this new standard effective September 15, 2009 and it did not have a significant impact on the Company's consolidated financial statements.

Subsequent Events (ASC 855-10)

In May 2009, the FASB issued guidance related to the accounting and disclosure of subsequent events. This guidance establishes general standards for the accounting and disclosure of events that occur after the balance sheet date but before financial statements are available to be issued. Specifically, the guidance sets forth the period after the balance sheet date during which management should evaluate events or transactions that may occur for potential recognition in the financial statements, identifies the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements and the disclosures that should be made about events or transactions that occur after the balance sheet date. This guidance was effective for periods ending after June 15, 2009, and accordingly, the Company adopted this guidance during the second quarter of 2009. The adoption of this pronouncement did not have a significant effect on the Company's consolidated financial statements. See Note O — Subsequent Events for further information.

Interim Disclosure Fair Value of Financial Instruments (ASC 825-10)

In April 2009, the FASB issued a new accounting guidance that requires disclosure about the fair value of financial instruments in interim financial statements as well as in annual financial statements. The provisions of this guidance are effective for interim periods ending after June 15, 2009 and the Company adopted them in the second quarter 2009. The adoption of this guidance did not have a significant effect on the company's consolidated financial statements. See Note I — Fair Value of Financial Instruments for further information.

Intangible Assets (ASC 350-30)

In April 2008, the FASB issued guidance regarding the useful life of intangible assets. This guidance requires entities to disclose information for recognized intangible assets that enables users of financial statements to understand the extent to which expected future cash flows associated with intangible assets are affected by the entity's intent or ability to renew or extend the arrangement associated with the intangible asset. The guidance also amends the factors an entity should consider in developing the renewal or extension assumptions used in determining the useful life of recognized intangible assets. This guidance was applied prospectively to intangible assets acquired after the effective date; the disclosure requirements are being applied to all intangible assets recognized as of, and after, the effective date. This guidance became effective for the Company on January 1, 2009. The adoption of this guidance did not have a significant effect on the Company's consolidated financial statements.

Business Combinations (ASC 805-10)

In December 2007, the FASB issued guidance that established accounting and reporting standards to improve the relevance, comparability and transparency of financial information that an acquirer would provide in its consolidated financial statements from a business combination. This guidance also requires that any changes to tax positions for acquisitions made prior to January 1, 2009, be recorded as an adjustment to income tax expense in the period of change. The provisions of this guidance were effective for the Company for all business combinations with an acquisition date on or after January 1, 2009. The adoption of this guidance did not have a significant effect on the Company's consolidated financial statements.

Noncontrolling Interests in Consolidated Financial Statements (ASC 810-10)

The Company adopted the FASB's accounting and disclosure guidance for noncontrolling interests at the beginning of its 2009 fiscal year. This guidance changed the accounting and reporting for minority interests, reporting them as equity separate from the parent entity's equity, as well as requiring expanded disclosures. The adoption of this guidance did not have a significant effect on the Company's consolidated financial statements.

Fair Value Measurements (ASC 820-10)

At the beginning of its 2008 fiscal year, the Company adopted the FASB's guidance related to fair value measurements. In February 2008 the FASB issued additional guidance that provided a one year deferral of the effective date for non-financial assets and non-financial liabilities, except those that are recognized or disclosed in the financial statements at fair value at least annually. In October 2008 the FASB issued additional guidance that clarified the application of fair value when the market for a financial asset is not active. These pronouncements define fair value, establish a framework for measuring fair value in accordance with generally accepted accounting principles, expand disclosures about fair value measurements and establish a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority ("Level 1") to unadjusted quoted prices in active markets for identical assets and liabilities, and gives the lowest priority ("Level 3") to unobservable inputs. The adoption of this guidance did not have a significant effect on the Company's consolidated financial statements. See Note I — Fair Value of Financial Instruments for further information.

NOTE C — PROPERTY AND EQUIPMENT

Property and equipment consist of the following at December 31:

	<u>2009</u>	<u>2008</u>
Computers and equipment	\$ 1,477,727	\$ 1,470,952
Leasehold improvements	966,915	966,915
Software	57,337	57,337
Furniture and fixtures	28,521	28,521
	<u>2,530,500</u>	<u>2,523,725</u>
Less accumulated depreciation	<u>(2,409,556)</u>	<u>(2,199,498)</u>
	<u>\$ 120,944</u>	<u>\$ 324,227</u>

Depreciation expense for the years ended December 31, 2009 and 2008 was \$210,058 and \$235,567, respectively.

NOTE D — INTANGIBLE ASSETS

Intangible assets consist primarily of acquired customer bases and covenants not to compete and relate to the purchases of certain business operations as follows:

	<u>December 31,</u>	
	<u>2009</u>	<u>2008</u>
InterCorp acquisition	\$ 4,119	\$ 4,119
Talihina acquisition	21,017	21,017
CWIS acquisition	105,638	105,638
LAWTONNET acquisition	65,000	65,000
SONET acquisition	42,547	42,547
IPDatacom acquisition	137,849	137,849
FOT acquisition	93,649	93,649
FOB acquisition	194,780	194,780
FON acquisition	139,650	139,650
Harvest merger	2,009,858	2,009,858
Animus acquisition	318,597	318,597
Tulsa acquisition	70,000	70,000
	<u>3,202,704</u>	<u>3,202,704</u>
Less accumulated amortization	<u>(3,201,706)</u>	<u>(3,193,922)</u>
	<u>\$ 998</u>	<u>\$ 8,782</u>

The Company's previously recognized intangible assets consist primarily of customer bases and covenants not to compete relating to those customer bases. The Company amortizes 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.

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Amortization expense for the years ended December 31, 2009 and 2008 relating to intangible assets was \$7,784 and \$16,771, respectively.

NOTE E — NOTES PAYABLE

Notes payable consist of the following:

	December 31, 2009	December 31, 2008
Interim loan from a shareholder, 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)(2)	\$ —	\$ 293,900
Convertible promissory notes; interest at 12.5% of face amount, payable quarterly; these notes are unsecured and are matured at December 31, 2009 (convertible into approximately 1,003,659 shares at December 31, 2009 and December 31, 2008) (3)	510,636	510,636
Secured promissory note from a shareholder; interest at 6%, requires monthly installments of interest only for the first year then monthly installments of \$3,301 including principal and interest; maturing December 30, 2011; secured by all tangible and intangible assets of the Company (1)(2)	297,300	—
	<u>807,936</u>	<u>804,536</u>
Less current portion	<u>510,636</u>	<u>545,436</u>
	<u>\$ 297,300</u>	<u>\$ 259,100</u>

(1) INTERIM LOAN — In September 2007, the lender agreed to accept monthly payments of \$5,800 beginning December 1, 2007 to be allocated 50% to principal and 50% to interest. The Company was unable to make all of the required payments pursuant to the terms of the September 2007 agreement. Beginning in June 2009, the lender agreed to accept temporary reduced monthly payments of \$1,000 until such time as the Company's financial position significantly improves. The Company was unable to make all of the reduced monthly payments. In October 2009 the lender assigned the interim loan to its parent company (see INTERIM LOAN INTEREST CONVERSION AND PRINCIPAL PAYMENT WITH NEW SECURED PROMISSORY NOTE and SECURED PROMISSORY NOTE below).

(2) INTERIM LOAN INTEREST CONVERSION AND PRINCIPAL PAYMENT WITH NEW SECURED PROMISSORY NOTE — On December 29, 2009 the parent company agreed to convert \$248,578 of accrued interest on the interim loan into 497,156 restricted shares of the Company's common stock valued at \$.50 per share (the "Conversion"). These shares were issuable at December 31, 2009, were equal to approximately 6.8% of the total number of shares outstanding and were issued on January 20, 2010. This transaction was accounted for as a troubled debt restructuring and a gain on debt forgiveness of \$235,663 was recorded. On December 29, 2009 the Company paid the remaining outstanding principal balance of this interim loan of \$292,300 with the proceeds from a new secured promissory note (see SECURED PROMISSORY NOTE below).

SECURED PROMISSORY NOTE — On December 29, 2009 the parent company further agreed to make a new loan to the Company in the amount of \$297,300. The proceeds from this loan were used to repay the remaining principal amount of the interim loan of \$292,300. In connection with the Conversion, the Company also agreed to issue additional shares of stock to the parent company in the event that any additional shares are issued at less than \$.50 per share, excluding employee stock options, prior to the payment in full of the secured promissory note. At December 31, 2009, the outstanding principal and interest of the secured promissory note was \$297,349.

(3) 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 were 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 were accompanied by warrants exercisable for the purchase of the number of shares of Company's common stock equal to the number obtained by dividing 25% of the face amount of the Notes purchased by \$1.00. These warrants were 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 were 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 December 31, 2009, the outstanding principal and interest of the convertible promissory notes was \$974,263.

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.

Aggregate future maturities of notes payable at December 31, 2009 are as follows:

2010	\$	510,636
2011		297,300
2012		—
2013		—
2014		—
Thereafter		—
	\$	807,936

NOTE F — COMMITMENTS

Operating Leases

The Company leases certain office facilities used in its operations under non-cancelable operating leases. The initial lease term expired in 2009 and the first option was executed which will expire in 2014. Future minimum lease payments required at December 31, 2009 under non-cancelable operating leases that have initial lease terms exceeding one year are presented in the following table:

Year ending December 31	
2010	\$ 169,598
2011	182,644
2012	189,167
2013	195,690
2014	202,213
	<u>\$ 939,312</u>

Rental expense for all operating leases for the years ended December 31, 2009 and 2008 was approximately \$175,359 and \$179,407, respectively.

The Company's long-term non-cancelable operating lease includes scheduled base rental increases over the term of the lease. The total amount of the base rental payments is charged to expense on the straight-line method over the term of the lease. The Company had recorded a deferred credit of \$29,991 at December 31, 2008, which is reflected in Other Long-term Liabilities on the Balance Sheet to reflect the net excess of rental expense over cash payments since inception of the lease. In addition to the base rent payments the Company pays a monthly allocation of the building's operating expenses.

NOTE G — INCOME TAXES

The Company's effective income tax rate on net loss differed from the federal statutory rate of 34% as follows at December 31:

	2009	2008
Income taxes benefit at federal statutory rate	\$ (61,000)	\$ (133,000)
Tax effect of state income taxes benefit	(8,000)	(17,000)
Change in valuation allowance	72,000	225,000
Nondeductible expenses	3,000	3,000
Other	(6,000)	(78,000)
Total tax expense	<u>\$ —</u>	<u>\$ —</u>

The components of deferred income tax assets were as follows at December 31:

	2009	2008
Deferred income tax assets		
Basis difference in property and equipment and intangible assets	\$ 407,000	\$ 422,000
Deferred revenue	37,000	49,000
Net operating loss	1,255,000	1,209,000
Deferred compensation and other	304,000	251,000
Valuation allowance	(2,003,000)	(1,931,000)
Net deferred income tax asset	<u>—</u>	<u>—</u>
Change in valuation allowance	<u>\$ 72,000</u>	<u>\$ 225,000</u>

A valuation allowance is provided for deferred tax assets when it is more likely than not that some portion or all of the deferred tax assets will not be realized. At December 31, 2009, the Company has a net operating loss carry forward of approximately \$1,255,000 that will expire at various dates through 2029. Since this carry forward can only be used to offset future taxable income of the Company, management has provided a valuation allowance until it is more likely than not that taxable income will be generated.

The Company has adopted the provisions of FASB Accounting Standards Codification Topic ASC 740-10 (previously Financial Interpretation No. 48, Accounting for Uncertainty in Income Taxes), on January 1, 2007. The implementation of this standard had no impact on the financial statements. As of the date of adoption and as of December 31, 2009 and 2008, the unrecognized tax benefit accrual was zero.

The Company recognizes interest and penalties related to unrecognized tax benefits in income tax expense and does not believe it has any material unrealized tax benefits at December 31, 2009. The Company files income tax returns in the U.S. federal

jurisdiction and various state and local jurisdictions and is no longer subject to U.S. federal, state and local income tax examinations by tax authorities for years prior to 2005.

NOTE H — COMMON STOCK

On December 29, 2009 the Company converted \$248,578 of accrued interest on an interim loan from a shareholder into 497,156 restricted shares of the Company's common stock valued at \$.50 per share. These shares were issuable at December 31, 2009, were equal to approximately 6.8% of the total number of shares outstanding and were issued on January 20, 2010. This transaction was accounted for as a troubled debt restructuring and a gain on debt forgiveness of \$235,663 was recorded. In connection with the conversion, the Company also agreed to issue additional shares of stock to the holder of a secured promissory note in the event that any additional shares are issued at less than \$.50 per share, excluding employee stock options, prior to the payment in full of the secured promissory note (see Note E — Notes Payable).

Stock options for 684,430 shares of the Company's common stock were exercised in March 2008 for \$28,049.

NOTE I — 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 December 31, 2009 and 2008, the carrying amount of the Company's liabilities for corporate borrowings and other obligations was \$2,714,427 and \$2,786,315, respectively, and the fair value was estimated to be approximately \$165,000 and \$398,000, 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.

NOTE J — CERTAIN RELATIONSHIPS

The Company has an operating lease for certain equipment which is leased from one of its shareholders whose parent company holds a \$297,300 secured promissory note (see Note E — Notes Payable). The original lease was dated November 21, 2001 and the terms were \$6,088 per month for 12 months with a fair market purchase option at the end of the lease. Upon default on the lease, the Company was allowed to continue leasing the equipment on a month-to-month basis at the same monthly rate as the original lease. The Company has been unable to make the month-to-month payments. In January and November 2006, the Company agreed to extend the expiration date on 425,000 and 140,000, respectively, of common stock purchase warrants 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 and December 2009, the Company agreed to extend the expiration date on 425,000 and 140,000, respectively, of common stock purchase warrants for the lessor in return for a credit of \$3,445 and \$773, respectively, on the operating lease. At December 31, 2009 and 2008 we had recorded \$256,443 and \$260,162, respectively, in unpaid lease payments. The loss of this equipment would have a material adverse effect on our business, financial condition and results of operations. The Company has been unable to make all of the required payments pursuant to the terms of the September 2007 agreement. The lessor has not made any formal demands for payment or instituted collection action; however we are in discussions with the lessor to restructure this liability.

NOTE K — CONCENTRATIONS

During the years ended December 31, 2009 and 2008, the Company had one customer that comprised approximately 13% and 12%, respectively, of total revenues.

NOTE L — CREDITOR SETTLEMENTS AND DEBT FORGIVENESS

On December 29, 2009 the Company converted \$248,578 of accrued interest on an interim loan from a shareholder into 497,156 restricted shares of the Company's common stock valued at \$.50 per share. This transaction was accounted for as a troubled debt restructuring and a gain on debt forgiveness of \$235,663 was recorded. The basic and diluted per share amount of the gain on debt forgiveness was \$.03.

NOTE M — EMPLOYEE BENEFIT PLANS

The Company offers a SIMPLE IRA plan for all eligible employees. Employees meeting certain eligibility requirements can participate in the plan. Under the plan, the Company matches employee contributions to the plan up to 3% of the employee's salary. The Company made matching contributions of \$13,327 and \$13,149, respectively, during the years ended December 31, 2009 and 2008.

NOTE N — STOCK BASED COMPENSATION

The Company does not have a written employee stock option plan. The Company has historically granted only employee stock options with an exercise price equal to the market price of the Company's stock at the date of grant, a contractual term of ten years, and a vesting period of three years ratably on the first, second and third anniversaries of the date of grant (with limited exceptions).

All employee stock options granted during 2009 and 2008 were nonqualified stock options. Stock-based compensation is measured at the grant date, based on the calculated fair value of the option, and is recognized as an expense on a straight-line basis over the requisite employee service period (generally the vesting period of the grant).

The fair values of the granted options are estimated at the date of grant using the Black-Scholes option pricing model. In addition to the exercise and grant date prices of the options, certain weighted average assumptions that were used to estimate the fair value of stock option grants in the respective periods are listed in the table below:

	2009	2008
Risk free interest rate	4.4%	4.4%
Expected lives (in years)	5	5
Expected volatility	131%	140%
Dividend yield	0%	0%

The following table shows total stock-based compensation expense included in the Consolidated Statements of Operations and the effect on basic and diluted earnings per share for the years ended December 31:

	2009	2008
Stock-based compensation expense	\$ 138	\$ 170
Impact on income per share:		
Basic	\$ NIL	\$ NIL
Assuming dilution	\$ NIL	\$ NIL

At December 31, 2009 there was \$1,382 of unrecognized stock-based compensation that is expected to be recognized as an expense over a weighted-average period of 1.5 years.

NOTE O — CONTINGENCIES

During September 2005, the Company received an invoice from AT&T (formerly SBC) of approximately \$230,000 for services alleged to have been rendered to the Company between June 1, 2004 and June 30, 2005. Through February 2006, the Company received a number of additional invoices from AT&T making adjustments to these amounts and expanding the service period through September 30, 2005, at which point the balance due was alleged to be approximately \$400,000.

AT&T then began invoicing the Company on a monthly basis (two months in arrears of the alleged service date) for these services and continued invoicing the Company for these monthly services through February 2007, at which point the alleged balance due was approximately \$7,970,000. AT&T then stopped invoicing the Company for these monthly services and simply sent monthly Inter Company Billing Statements reflecting the balance of approximately \$7,970,000 with no further additions.

The last Inter Company Billing Statement received by the Company was dated December 15, 2007 and reflected a balance of approximately \$7,970,000. The alleged services were eventually identified by AT&T as Switched Access services. The Company formally notified AT&T in writing that it disputed these billings and requested that AT&T withdraw and/or credit all of these billings in full. AT&T has not responded to the Company's written dispute, nor has it sent the Company any further Inter Company Billing Statements since December 15, 2007. AT&T has never taken any other steps to attempt to collect these amounts nor has it ever responded to the Company's written dispute of said amounts. The Company believes AT&T has no basis for these charges. Therefore, the Company has not recorded any expense or liability related to these billings.

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.

On February 24, 2009, the Enforcement Bureau of the Federal Communications Commission issued an Omnibus Notice of Apparent Liability for Forfeiture (“NAL”) to the Company in the amount of \$20,000 for failure to timely file a certification report concerning so-called Customer Proprietary Network Information (“CPNI”). There were approximately 690 other telecommunications companies included in the NAL. Each company has the opportunity to submit further evidence and arguments in response to the NAL to show that no forfeiture should be imposed or that some lesser amount should be assessed. The Company filed a formal response to the NAL pursuant to which it requested waiver of the Forfeiture. The FCC has not yet responded to the Company’s request. The Company has not recorded any expense or liability related to the NAL.

NOTE P — SUBSEQUENT EVENTS

The Company has evaluated subsequent events through the time of filing these financial statements with the Securities and Exchange Commission on March 31, 2010.

SECURED PROMISSORY NOTE

\$297,300

Atlanta, GA
December 30, 2009

FOR VALUE RECEIVED, the undersigned Fullnet Communications, Inc. an Oklahoma corporation (Borrower), promises to pay to the order of High Capital Funding, LLC, a Delaware limited liability company and assigns (Lender) at 333 Sandy Springs Circle, Suite 230, Atlanta, GA 30328, or at such other place as might be designated in writing by the Lender, the principal sum of \$297,300 in lawful money of the United States of America, on December 30, 2011. (Maturity Date), together with interest on the unpaid principal balance of said principal sum at the rate of six per cent (6%) per annum (computed on the basis of a 365 day year) payable monthly in arrears from the date hereof until such principal sum is fully paid: *provided, however*, Borrower shall make monthly payments of interest only until it commence making monthly principal and interest payments of \$3,300.64 on January 31, 2011.

This Note shall be secured by a lien on all of the tangible and intangible assets of Borrower, as more fully set forth in the Security Agreement attached as Exhibit 1 hereto and made a part hereof.

The Borrower will have the right at any time and from time to time to prepay the unpaid principal balance of this Note in whole or in part without penalty with interest on the unpaid principal balance accrued to the date of prepayment.

This Note shall be governed and construed in accordance with the internal laws of the State of Georgia without regard to the principles of conflict of laws. Borrower consents to the jurisdiction of the Superior Court of the State of Georgia, Fulton County and/or any Federal District court located in the State of Georgia for any suit brought under this Note.

The Borrower agrees that a facsimile of this Note signed on behalf of Borrower shall constitute an enforceable obligation against Borrower. If suit is brought for the collection of this Note, borrower shall not be entitled to raise as a defense that a facsimile of this Note and not an original has been placed in evidence.

The Borrower agrees that if, and as often as, this Note is placed in the hands of an attorney for collection or to defend or enforce any of the Lender's rights under this Note, the Borrower will pay the Lender's reasonable attorneys' fees, all court costs and all other expenses incurred by the Lender in connection therewith.

IN WITNESS WHEREOF, the Borrower has executed this instrument effective the date first above written.

Fullnet Communications, Inc.

By: _____
Timothy J. Kilkenny, CEO

By: _____
Roger Baresel, President & CFO

SECURITY AGREEMENT

THIS SECURITY AGREEMENT, ("Agreement") is made as of this 30th day of December, 2009, by and among, Fullnet Communications, Inc. an Oklahoma corporation (hereinafter "Borrower") and HIGH CAPITAL FUNDING, LLC (the "Lender").

WHEREAS, this Agreement is given to secure performance of the obligations ("Obligations") under the Secured Promissory Note dated December 30, 2009 ("Secured Note"), executed by Borrower, in favor of Lender in the principal amount of \$297,300, together with interest thereon as provided for in the Secured Note.

NOW, THEREFORE, in consideration of the loan made by the Lender to Borrower, and further consideration of the covenants and promises contained in this Agreement, and for other good and valuable consideration, the parties agree as follows:

1. Defined Terms. As used in this Agreement, the following terms shall have the following meanings:

(a) “Collateral” has the meaning set forth in paragraph 3 hereof.

(b) “PTO” means the United States Patent and Trademark Office.

(c) “UCC” means the Uniform Commercial Code as in effect in the State of Oklahoma.

(d) Terms Defined in UCC. Where applicable in the context of this Agreement and except as otherwise defined herein, terms used in this Agreement shall have the meanings assigned to them in the UCC.

(e) Reserved.

(f) Construction. In this Agreement, the following rules of construction and interpretation shall be applicable: (i) no reference to “proceeds” in this Agreement authorizes any sale, transfer, or other disposition of any Collateral by Borrower; (ii) “includes” and “including” are not limiting; (iii) “or” is not exclusive; and (iv) “all” includes “any” and “any” includes “all.”

2. Reserved.

3. Security Interest.

(a) Grant of Security Interest. As security for the payment and performance of the Obligations, Borrower hereby assigns, transfers and conveys to Lender, and grants to Lender, a security interest in and to all of Borrower’s right, title and interest in, to and under the following property, in each case whether now or hereafter existing or arising or in which Borrower now has or hereafter owns, acquires or develops an interest and wherever located (collectively, the “Collateral”):

(i) Accounts;

(ii) Chattel Paper and Electronic Chattel Paper;

(iii) Fixtures;

(iv) Goods;

(v) Inventory;

(vi) Software;

(vii) all patents, trademark, patent applications and trademark applications, domestic or foreign, all licenses relating to any of the foregoing and all income and royalties with respect to any licenses, all rights to sue for past, present or future infringement thereof, all rights arising therefrom and pertaining thereto and all reissues, divisions, continuations, renewals, extensions and continuations-in-part thereof.

(viii) Borrower represents and warrants to Lender that a true and correct list of all of the existing Collateral consisting of U.S. patents, trademark, patent applications and trademark applications or registrations owned by Borrower, in whole or in part, is set forth in Schedule “1”;

(ix) all General Intangibles and all intangible intellectual or other similar property of Borrower of any kind or nature, associated with or arising out of any of the aforementioned properties and assets and not otherwise described above; and

(x) all Proceeds of any and all of the foregoing Collateral (including license royalties, rights to payment, accounts and proceeds of infringement suits) and, to the extent not otherwise included, all payments under insurance (whether or not Lender is the loss payee thereof) or any indemnity, warranty or guaranty payable by reason of loss or damage to or otherwise with respect to the foregoing Collateral.

(b) Continuing Security Interest. Borrower agrees that this Agreement shall create a continuing security interest in the Collateral which shall remain in effect until terminated in accordance herewith.

(c) Termination of Security Interest. Lender hereby agrees that upon the timely payment by Borrower to Lender of the first twelve interest only payments under the Secured Note, this Security Agreement shall terminate and shall be of no further force or effect. Lender does hereby agree to execute and deliver a release of this Security Interest within (5) days after the twelfth interest only payment. If Lender fails to execute and deliver the release required herein within the allowed time period, Borrower is hereby authorized to execute, file and record in Lender’s stead an instrument terminating this security interest.

4. Collateral Free of Other Security Interests. Borrower warrants that no financing statement covering any of the Collateral or its proceeds is on file in any public office at this date or will be on file with respect to the Collateral at the time the Collateral becomes subject to this Agreement (except as set forth on Schedule 2). No other material security affects the Collateral at this date, and no arrangement exists whereby the Collateral will in the future become subject to a security interest senior to the lien of this Security Agreement.

Borrower authorizes Lender at its option and its sole discretion to discharge any taxes, charges, assessments, liens or other security interests or other encumbrances to which the Collateral may become subject. Lender may pay amounts to preserve and maintain the Collateral, if Borrower fails to do so. Borrower agrees to reimburse Lender within 10 days after demand for any payment made or any expense incurred by Lender pursuant to the foregoing authorization, together with interest on the amount expended at the rate of 18% per annum from the date of the payment. Any such amounts shall be secured by and under this Agreement.

5. Fees and Taxes. Borrower will use reasonably commercial efforts to timely pay any and all license fees, taxes, assessments and public charges, general and special, that may at any time be levied or assessed upon or against Collateral.

6. Maintenance of Collateral. Borrower will, at Borrower's expense, maintain and keep the tangible Collateral at its present location (or will provide Lender with reasonable advance written notice if any such Collateral is to be moved) in good order and repair, ordinary wear and tear excepted, and shall not, without the prior written consent of Lender, sell, dispose of or substantially alter the Collateral, except dispositions or alterations in the ordinary course of Borrower's business.

Borrower will not use the Collateral in material violation of any ordinance or state or federal statute or any administrative rules or regulation of law.

Borrower will use reasonably commercial efforts to avoid the Collateral from being attached or seized by any legal process. Borrower will defend and indemnify Lender from all expense and liability of every kind to any person or to the property of any person by reason of or in connection with the delivery, possession or use of the Collateral.

7. Further Acts. On a continuing basis, Borrower shall make, execute, acknowledge and deliver, and file and record in the proper filing and recording places, all such instruments and documents, and take all such action as may be necessary or advisable or may be requested by Lender to carry out the intent and purposes of this Agreement, or for assuring, confirming or protecting the grant or perfection of the security interest granted or purported to be granted hereby, to ensure Borrower's compliance with this Agreement or to enable Lender to exercise and enforce its rights and remedies hereunder with respect to the Collateral, including any documents for filing with the PTO or any applicable state office. Lender may record this Agreement, an abstract thereof, or any other document describing Lender's interest in the Collateral with the PTO, at the expense of Borrower. In addition, Borrower authorizes Lender to file financing statements describing the Collateral in any UCC filing office deemed appropriate by Lender. If the Borrower shall at any time hold or acquire a commercial tort claim arising with respect to the Collateral, the Borrower shall immediately notify Lender in a writing signed by the Borrower of the brief details thereof and grant to the Lender in such writing a security interest therein and in the proceeds thereof, all upon the terms of this Agreement, with such writing to be in form and substance satisfactory to the Lender.

8. Authorization to Supplement. If Borrower shall obtain rights to any new patentable inventions or become entitled to the benefit of any patent application or patent for any reissue, division, or continuation, of any patent or trademark, the provisions of this Agreement shall automatically apply thereto. Borrower shall give prompt notice in writing to Lender with respect to any such new patent or trademark rights. Without limiting Borrower's obligations hereunder, Borrower authorizes Lender unilaterally to modify this Agreement by amending Schedule "1" to include any such new patent or trademark rights. Notwithstanding the foregoing, no failure to so modify this Agreement or amend Schedule "1" shall in any way affect, invalidate or detract from Lender's continuing security interest in all Collateral, whether or not listed on Schedule "1."

9. Additional Parties and Collateral. In the event that the Company forms or acquires an interest in any entity that becomes a subsidiary of the Company prior to payment in full of the Secured Notes, Borrower agrees that it will cause any such subsidiary to become a signatory to this Agreement and further agrees that as a result of such action, the tangible and intangible assets of any such subsidiary shall become Collateral pursuant to this Agreement to the same extent as if any such subsidiary had executed this Agreement as an original signatory and its tangible and intangible assets had been included in Section 3(a) above, *provided, however*, that with respect to any acquired entity, the existence and continuance of security agreements of any such entity in effect at the time of such acquisition shall not constitute a breach of this agreement. Borrower expressly acknowledges that a failure to comply with the provisions of this Section 9 shall constitute a default under this Agreement.

10. Default. The breach or failure of any term, agreement or covenant of this Agreement, the occurrence of an event of default upon any term contained in the Secured Note, or the occurrence of any event of default specified below, shall constitute a default hereunder.

(a) Borrower fails to make any payment hereunder when due, which failure has not been cured within Ten (10) days following such due date.

(b) Any defined event of default occurs under any contract or instrument pursuant to which Borrower has incurred any liability for borrowed money in excess of twenty-five thousand dollars (\$25,000.00), which event of default has not been waived within Five (5) business days following such occurrence, and which event of default is reasonably likely to materially affect the Company's business.

(c) A petition to take advantage of any insolvency act is filed by or against Borrower; Borrower makes an assignment for the benefit of its creditors; a proceeding for the appointment of a receiver, trustee, liquidator or conservator of Borrower or a whole or any substantial part of Borrower's property is filed by or against Borrower; a petition or answer seeking reorganization or arrangement or similar relief under the federal bankruptcy laws or any other applicable law or statute of the United States of America or any state is filed by or against Borrower.

(d) A court of competent jurisdiction enters an order, judgment or decree appointing a custodian, receiver, trustee, liquidator or conservator of Borrower or of the whole or any substantial part of its properties, or approves a petition filed by or against Borrower seeking reorganization or arrangement or similar relief under the federal bankruptcy laws or any other applicable law or statute of the United States of America or any state; or if, under the provision of any other law for the relief or aid of debtors, a court of competent jurisdiction assumes custody or control of Borrower or of the whole or any substantial part of its properties; or there is commenced by or against Borrower any proceeding for any of the foregoing relief and such proceeding or petition remains undismissed for a period of thirty (30) days; or if Borrower by any act indicates its consent to or approval of any such proceeding or petition.

(e) If (i) any judgment remaining unpaid, unstayed or undismissed for a period of Sixty (60) days is rendered against Borrower which by itself or together with all other such judgments rendered against Borrower remaining unpaid, unstayed or undismissed for a period of Sixty (60) days, is in excess of Ten Thousand Dollars (\$10,000.00), or (ii) there is any attachment or execution against Borrower's properties remaining unstayed or undismissed for a period of Sixty (60) days which by itself or together with all other attachments and executions against Borrower's properties remaining unstayed or undismissed for a period of Sixty (60) days is for an amount in excess of Ten Thousand Dollars (\$10,000.00).

11. Remedies. Upon the occurrence of any default as defined above, Lender will have the right at its option to enforce and to exercise any or all of its rights under this Agreement or otherwise. In addition to all other rights and remedies, Lender shall have the remedies of a secured party under the UCC. In exercising these remedies, Lender and Borrower agree as follows:

(a) Lender may at its option require Borrower to assemble the Collateral and make it available to Lender at a place to be designated by Lender which is reasonably convenient to both parties. In the event Borrower fails or refuses to assemble the Collateral, Lender shall have the right, and Borrower hereby authorizes and empowers Lender, to enter the premises upon which the Collateral is located in order to remove the same.

(b) Lender will give Borrower reasonable notice of the time and place of any public sale of the Collateral, or of the time after which any private sale or other intended disposition of the Collateral is to be made, unless the Collateral is perishable, threatens to decline speedily in value, or is of a type customarily sold on a recognized market. The requirement of reasonable notice shall be met if a written notice is mailed to Borrower postage prepaid, to the address of Borrower last known to Lender, at least 10 days prior to the date of the sale or disposition.

(c) Borrower agrees to surrender possession of the Collateral to Lender in the event Lender elects to foreclose this security interest. Borrower waives any notice of the exercise of any and all options reserved to Lender by this Agreement.

(d) Borrower will, upon Lender's request, deliver to Lender all original invoices, bills, charge or credit card receipts, books and records and other documents evidencing or describing any of the account receivable constituting a part of the Collateral. Borrower will also execute and deliver to Lender an assignment of the right to receive payments under all such Accounts. The parties recognize, however, that in the event of default such Accounts shall be deemed assigned to Lender, whether or not the assignments described above are actually delivered.

(e) Lender shall have the right and are hereby authorized to collect all amounts due under the Accounts; sue or take other actions to collect the same in its own name or as assignee of or in the name of Borrower compromise or give acquittance for amounts due; and use such other measures as Lender may in its sole discretion deem appropriate for collection of the Accounts. All such actions shall be taken at the sole expense of Borrower who agrees to reimburse Lender for all reasonable amounts expended (including a reasonable attorney's fee), together with interest thereon from the date of expenditure at the rate then applicable under the Secured Notes.

(f) This Agreement constitutes a direction to and full authority to any Account debtor to pay directly to Lender any such accounts. No proof of default shall be required. Any such debtor is hereby irrevocably and unconditionally authorized to rely upon and comply with any notice from Lender. The debtor shall not be liable to Borrower or any person claiming under Borrower for making any payment or rendering any performance to Lender. The debtor shall have no obligation or right to inquire whether any default has occurred or is then existing. By its execution of this Agreement, Borrower irrevocably and unconditionally joins in, authorizes and consents to the above instructions.

(g) The proceeds of any sale of the Collateral shall be applied to the following items in the following order: (a) the reasonable expenses of repossessing the Collateral and preparing for the holding the sale, including without limitation all reasonable attorney's fees incurred by Lender; (b) interest and principal then due (by acceleration or otherwise) under the Secured Note and any other debts specifically secured by the Agreement; (c) interest and principal then due (by acceleration or otherwise) under any other debts of Borrower to Lender (to be applied in whatever order Lender may in its sole discretion determine); (d) indebtedness of Borrower to other secured parties, provided written notice of demand therefore is received by Lender before the sale (to be applied in the order Lender receives the requires); and (e) the balance, if any, to Borrower.

12. Set-off. Upon default by Borrower under this Agreement, Lender (or the holder or owner of any debt secured by this Agreement) shall immediately have the right without further notice to Borrower to set off against the Secured Note and any other debts secured by this Agreement all debts of Lender (or such holder or owner) to Borrower, whether or not then due.

13. Notice. All notices, requests, certificates or other communications permitted or required hereunder (“notices”) shall be conclusively deemed to have been received and shall be effective (i) on the day on which delivered by hand, email or telecopier to the respective party; (ii) if sent by registered or certified mail, return receipt requested, postage prepaid; (iii) on the third Business Day after the day on which mailed, addressed to the respective party; or (iv) if sent by overnight courier, the next business day after being sent by overnight courier. Notices may be delivered as follows:

To the Company: Fullnet Communications, Inc.
201 Robert S. Kerr Avenue, Suite 210
Oklahoma City, OK 73102

Attn: Roger P. Baresel, Pres & CFO

Tel: 405 232-0958x102
Fax: 405 236-8201
E-mail: rbaresel@fullnet.net

To the Lender: **High Capital Funding, LLC**
333 Sandy Springs Circle, Suite 230
Atlanta, GA 30328

Attn: David A. Rapaport, EVP & GC

Tel: 404 303-8450
Fax: 404 585-4905
Email: drapaport@highcapus.com

14. Miscellaneous. The following provisions are additional terms of this Agreement:

(a) Lender has no duty to maintain, repair or protect the Collateral.

(b) No waiver by Lender of any default shall operate as a waiver of any other default or of the same default on a future occasion.

(c) All rights and remedies of Lender are cumulative and may be exercised successively or concurrently, and shall inure to the benefit of Lender’s assigns.

(d) All obligations of Borrower shall bind his trustees, custodians, general partners, successors and assigns.

(e) The captions of the sections of this Agreement are inserted for convenience only and shall not be used in the interpretation or construction of any provisions hereof.

(f) If any provisions of this Agreement is held invalid or unenforceable, the holding shall affect only the provision in question and all other provisions on this Agreement shall remain in full force and effect.

(g) This Agreement supersedes all prior oral and/or written agreements concerning the subject matter hereof.

IN WITNESS WHEREOF, Borrower has executed this Agreement the day and year first above written.

FULLNET COMMUNICATIONS, INC.
an Oklahoma corporation

By: _____
Timothy J. Kilkenny, CEO

By: _____
Roger P. Baresel, President

HIGH CAPITAL FUNDING, LLC

By: _____

Its: _____

CERTIFICATIONS

I, Timothy J. Kilkenny, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2009 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 year 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 years 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 year 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 year 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: March 31, 2010

/s/ Timothy J. Kilkenny
Chief Executive Officer

CERTIFICATIONS

I, Roger P. Baresel, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2009 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 year 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 years 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 year 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 year 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: March 31, 2010

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

**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 Annual Report on Form 10-K of the Company for the year ended December 31, 2009 (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: March 31, 2010

/s/ Timothy J. Kilkenny,
Chief Executive Officer

**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 Annual Report on Form 10-K of the Company for the year ended December 31, 2009 (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: March 31, 2010

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

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