

FULLNET COMMUNICATIONS INC

Form 10-K

March 30, 2017

**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, 2016**

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

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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, 2016) of registrant's completed second quarter was \$172,582.

As of March 30, 2017, 11,882,009 shares of the registrant's common stock, \$0.00001 par value, were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE: None

Table of Contents

**FULLNET COMMUNICATIONS, INC.**

**FORM 10-K**

For the Fiscal Year Ended December 31, 2016

**TABLE OF CONTENTS**

PART I.

<u>Item 1. Business</u>	5
<u>Item 1A. Risk Factors</u>	11
<u>Item 1B. Unresolved Staff Comments</u>	13
<u>Item 2. Properties</u>	13
<u>Item 3. Legal Proceedings</u>	13

PART II.

<u>Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	15
<u>Item 6. Selected Financial Data</u>	16
<u>Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	16
<u>Item 7A. Quantitative and Qualitative Disclosures About Market Risk</u>	19
<u>Item 8. Financial Statements and Supplemental Data</u>	19
<u>Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</u>	19
<u>Item 9A. Controls and Procedures</u>	19

PART III.

<u>Item 10. Directors, Executive Officers and Corporate Governance</u>	20
<u>Item 11. Executive Compensation</u>	22
<u>Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	25
<u>Item 13. Certain Relationships and Related Transactions, and Director Independence</u>	26
<u>Item 14. Principal Accounting Fees and Services</u>	26
<u>Item 15. Exhibits, Financial Statement Schedules</u>	27

<u>SIGNATURES</u>	29
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Exhibit 31.1 Certification Pursuant to Rules 13a-14(a) and 15d-14(a)

Exhibit 31.2 Certification Pursuant to Rules 13a-14(a) and 15d-14(a)

Exhibit 32.1 Certification Pursuant to Section 906

Exhibit 32.2 Certification Pursuant to Section 906

Table of Contents

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 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, there is no assurance that our expectations will prove to be correct. Our actual results could be materially different from our expectations, including the following:

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We may lose customers or fail to grow our customer base;

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We may not successfully integrate new customers or assets obtained through acquisitions, if any;

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We may fail to compete with existing and new competitors;

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We may not adequately respond to technological developments impacting the Internet;

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We may experience a major system failure; and

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We may not be able to obtain 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.



Table of Contents

**PART I**

**Item 1. Business**

General

We are an integrated communications provider. Through our subsidiaries, we provide high quality, reliable and scalable Internet access, web hosting, equipment co-location, traditional telephone services as well as advanced voice and data solutions.

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](http://www.fullnet.net), [www.fulltel.com](http://www.fulltel.com) and [www.callmultiplier.com](http://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 an integrated communications provider.

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 data 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 as well as advanced voice and data solutions. At December 31, 2016 FullTel provided us with local telephone access in approximately 232 cities.

Through CallMultiplier, our wholly owned subsidiary, we offer a comprehensive cloud-based solution to consumers and businesses for automated calling, texting and voice message delivery.

Our common stock trades on the OTC “Pink Sheets” under the symbol FULO. While our common stock trades on the OTC “Pink Sheets”, 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 advanced voice and data solutions 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 described below.



Table of Contents

Target Strategic Acquisitions

The goal of our acquisition strategy is to accelerate market penetration by acquiring smaller competitors in the advanced voice and data solutions market. Additionally, we will continue to build upon our core competencies and expand our technical, customer service staff and Internet based marketing efforts. We evaluate acquisition candidates based on their compatibility with our overall business plan. When assessing an acquisition candidate, we focus on the following criteria:

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Potential revenue and customer growth;

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Low customer turnover or churn rates;

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Favorable competitive environment; and

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Favorable consolidation savings.

Generate Internal Sales Growth

We intend to expand our customer base by increasing our marketing efforts. At December 31, 2016, our sales efforts are carried out by technical engineers and our senior management. We are exploring other strategies to increase our sales, including other marketing partners and Internet based advertising programs.

Internet Access Services

We provide Internet access services to individual and small business customers 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:

- o Private label retail and business direct dial-up connectivity to the Internet and
  
- o 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 customers 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 140 and 200 customers at December 31, 2015 and 2014, 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.

#### 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.

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, 2016, 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.

#### Advanced Voice and Data Solutions

Our primary advanced voice and data solution is marketed under our CallMultiplier brand name. CallMultiplier is a comprehensive cloud-based solution to consumers and businesses for automated calling, texting and voice message delivery. CallMultiplier streamlines and automates call tree management to provide efficient delivery of time sensitive voice and text messages to groups. Satisfied customers include sports teams, businesses, religious groups, schools, staffing companies, clubs and civic groups throughout the United States and Canada.

Table of Contents

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. We are now focusing the majority of our efforts on Internet based advertising and marketing.

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 communication

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").



## Table of Contents

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 Cox Communications, 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.

We believe that our ability to attract business customers and to market value-added services is a key to our future success and profitability. 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 is 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.

Table of Contents

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 are subject to regulation. 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.

Table of Contents

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 U.S. 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.

## Employees

As of December 31, 2016, we had 14 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 1A. Risk Factors.**

Table of Contents

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 Successfully Overcoming Numerous Financial and Operational Challenges in Order to Continue as a Going Concern.**

At December 31, 2016, our current liabilities exceeded our current assets by \$1,102,927, our total liabilities exceeded our total assets by \$1,131,350, and we had an accumulated deficit of \$10,378,254. In addition, as set forth below, we face a number of operational challenges which we must successfully meet. Our ability to continue as a going concern is dependent upon our continued operations that in turn are dependent upon our ability to meet our financing requirements on a continuing basis, to maintain present financing, to achieve the objectives of our business plan and to succeed in our future operations. Our business plan includes, among other things, expansion of our services through mergers and acquisitions and the development of our co-location and advanced voice and data solutions. Execution of our 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 our current business plan beyond the next 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. There can be 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. Consequently we might be unsuccessful in overcoming the numerous financial and operational challenges required to continue as a going concern.

***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 it. 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. Consequently we might be unsuccessful in obtaining an acceptable successor interconnection agreement which would have a material adverse effect on our business prospects, financial condition and results of operation.

***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 obtaining additional financing which would have a material adverse effect on our business prospects, financial condition and results of operation.

***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. Consequently our limited marketing experience could have a material adverse effect on our business prospects, financial condition and results of operation.



Table of Contents

***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 commencement of commercial use. Remedying these errors could delay our plans and cause us to incur substantial additional costs. Consequently the uncertainty of our products/services development could have a material adverse effect on our business prospects, financial condition and results of operation.

***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 is 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. Consequently our failure to successfully respond to the demands of competition and technological obsolescence could have a material adverse effect on our business prospects, financial condition and results of operation.

***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 or CLEC 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 regulatory and judicial bodies or the legal outcomes of other contested interconnection agreements that are similar to agreements to which we are a party. Consequently potential government regulations and judicial rulings could have a material adverse effect on our business, prospects, financial condition and results of operations.

***Dependence on Key Personnel.***

Table of Contents

Our success depends in large part upon the continued successful performance of our current executive officers and key employees, 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. Consequently our dependence on these key personnel could have a material adverse effect on our business prospects, financial condition and results of operation.

***Limited Public Market.***

During February 2000, our common stock began trading on the OTC Bulletin Board under the symbol FULO. While our common stock currently trades on the OTC "Pink Sheets", 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. Consequently the limited public market for our common stock could have a material adverse effect on our business prospects, financial condition and results of operation.

***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. Consequently the Penny Stock regulations could have a material adverse effect on our business prospects, financial condition and results of

operation.

**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 \$16.50 per square foot. These premises are occupied pursuant to a lease that expires December 31, 2019.

**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.

Table of Contents**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 “Pink Sheets” 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 “Pink Sheets”.

	<b>Common Stock Closing Sale Prices</b>	
	<b>High</b>	<b>Low</b>
2015 –Calendar Quarter Ended:	\$	\$
March 31	.023	.023
June 30	.025	.025
September 30	.025	.025
December 31	.025	.025
2015 –Calendar Quarter Ended:	\$	\$
March 31	.040	.040
June 30	.050	.050
September 30	.030	.030
December 31	.023	.023

## Number of stockholders

The number of beneficial holders of record of our common stock as of the close of business on March 30, 2017 was approximately 119.

## 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, 2016, 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.

<b>Plan Category</b>	<b>Number of Shares Underlying Unexercised Options and Warrants</b>	<b>Weighted-Average Exercise Price of Outstanding Options and Warrants</b>	<b>Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans</b>
<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	514,934	\$.005	-
Warrants and certain stock options issued to non-employees	250,000	\$.003	-
<b>Total</b>	<b>764,934</b>	<b>\$.004</b>	<b>-</b>



Table of Contents

Recent Sales of Unregistered Securities

Employee stock options for 2,752,848 shares of our common stock were exercised in December 2016 for \$8,259.

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. Through our subsidiaries, we provide high quality, reliable and scalable Internet access, web hosting, equipment co-location, and traditional telephone services as well as advanced voice and data solutions.



All of the markets that we are active in are extremely competitive. We anticipate that competition will continue to intensify. The tremendous growth and potential market size of these markets has attracted many new start-ups as well as existing businesses from a variety of industries. We believe that a reliable network, knowledgeable customer service and technical support personnel combined with live 24/7 support are the primary competitive factors in our targeted markets 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.

#### Results of Operations

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

Table of Contents

2016 and 2015:

	<b>For the Years Ended December 31,</b>			
	<b>2016</b>	<b>Percentage of revenues</b>	<b>Restated Amount</b>	<b>2015</b>
	<b>Amount</b>		<b>Amount</b>	<b>Percentage of revenues</b>
Revenues:	\$		\$	
Access service revenues	60,134	3.1%	72,271	3.8%
Co-location and other revenues	1,887,317	96.9	1,806,166	96.2
Total revenues	1,947,451	100.0	1,878,437	100.0
Operating costs and expenses:				
Cost of access service revenues	78,003	4.0	87,930	4.7
Cost of co-location and other revenues	274,160	14.1	303,488	16.2
Selling, general and administrative expenses	1,557,489	80.0	1,492,413	79.4
Depreciation and amortization	28,530	1.4	32,876	1.7
Total operating costs and expenses	1,938,182	99.5	1,916,707	102.0
Income (loss) from operations	9,269	0.5	(38,270)	(2.0)
Interest expense	(15,227)	(0.8)	(15,771)	(0.9)
	\$		\$	
Net loss	(5,958)	(0.3)%	(54,041)	(2.9)%

## Year Ended December 31, 2016 Compared to Year Ended December 31, 2015

## Revenues

Access service revenues decreased \$12,137 or 16.8% to \$60,134 for the year 2016 from \$72,271 for the year 2015 primarily due to a decline in the number of customers.

Co-location and other revenues increased \$81,151 or 4.5% to \$1,887,317 for the year 2016 from \$1,806,166 for the year 2015. 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 \$9,927 or 11.3% to \$78,003 for the year 2016 from \$87,930 for the year 2015. This decrease was primarily due to reductions in costs of servicing access customers due to a reduction in the number of customers. Cost of access service revenues as a percentage of access service revenues increased to 129.7% for the year 2016 from 121.7% for the year 2015.

Cost of co-location and other revenues decreased \$29,328 or 9.7% to \$274,160 for the year 2016 from \$303,488 for the year 2015. This decrease was primarily related to reductions in costs of servicing traditional phone service customers due to a reduction in the number of customers utilizing that service. The decrease was offset by increases in costs of servicing advanced voice and data solutions customers due to an increase in the number of customers utilizing those services. Cost of co-location and other revenues as a percentage of co-location and other revenues decreased to 14.5% for the year 2016 from 16.8% for the year 2015.

Selling, general and administrative expenses increased \$65,076 or 4.4% to \$1,557,489 for the year 2016 from \$1,492,413 for the year 2015. This increase was primarily a result of increases in employee costs, advertising and property tax consultant fees of \$89,161, \$29,278 and \$4,783, respectively. Included in the employee costs increase was \$51,085 of stock-based compensation expense due to the reduction of the exercise price to \$.003 on 2,968,782 employee stock options with exercise prices ranging from \$.01 to \$.065. These increases were offset by a decreases of \$11,915 in agent commissions and a decrease of \$13,665 in property taxes due to a refund of 2011 property taxes.

Also, as a result of a change in management's estimation of a contingent liability arising from the acquisition of certain business assets in 2012, we recorded an additional expense in the amount of \$32,749 during the 2015 Period.

Selling, general and administrative expenses as a percentage of total revenues increased to 80.0% for the year 2016 from 79.4% for the year 2015.

Table of Contents

Depreciation and amortization expense decreased \$4,346 or 13.2% to \$28,530 for the year 2016 from \$32,876 for the year 2015 primarily related to assets reaching full depreciation and amortization.

Interest Expense

Interest expense remained relatively the same at \$15,227 for the year 2016 compared to \$15,771 for the year 2015.

Liquidity and Capital Resources

As of December 31, 2016, we had \$20,389 in cash and \$1,132,991 in current liabilities, including \$369,248 of deferred revenues that will not require settlement in cash.

At December 31, 2016 and 2015, we had working capital deficits of \$1,102,927, and \$1,122,387, respectively. We do not have a line of credit or credit facility to serve as an additional source of liquidity. Historically we have relied on shareholder loans as an additional source of funds.

At December 31, 2016, of the \$149,289 we owed to our trade creditors \$130,687 was past due. We have no formal agreements regarding payment of these amounts.

Cash flow for the years ending December 31, 2016 and 2015 consist of the following:

	<b>For the Years Ended</b>	
	<b>December 31,</b>	
	<b>2016</b>	<b>2015</b>
	\$	\$
Net cash flows provided by operations	53,057	50,815
Net cash flows used in investing activities	(17,096)	(18,379)

Net cash flows used in financing activities	(31,584)	(31,038)
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Cash used for the purchases of equipment was \$6,596 and \$18,379, respectively, for the years ended December 31, 2016 and 2015.

During the year ended December 31, 2016 an intangible asset was purchased for \$26,500 of which \$10,500 was purchased with cash and \$16,000 was purchased on account. No intangible assets were purchased in 2015.

Cash used for principal payments on notes payable was \$31,584 and \$31,038, respectively, for the years ended December 31, 2016 and 2015.

During the year ended December 31, 2016 employee stock options for 2,752,848 shares of the Company's common stock were exercised by reducing deferred compensation payable by \$8,259. None were exercised in 2015.

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:

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mergers and acquisitions and

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further development of operations support systems and other automated back office systems.

Because our cost of developing new networks and services, funding other strategic initiatives, and operating our business depend on a variety of factors (including, among other things, the number of customers and the service for which they subscribe, the nature and penetration of services that may be offered by us, regulatory changes, and actions taken by competitors in response to our strategic initiatives), it is almost certain that actual costs and revenues will materially vary from expected amounts and these

variations are likely to increase our future capital requirements. Our current cash balances will not be sufficient to fund our current business operations beyond a few months. As a consequence, we are currently focusing on revenue enhancement and cost cutting opportunities as well as working to sell non-core assets and to extend vendor payment terms. We continue to seek additional convertible debt or equity financing as well as the placement of a credit facility to fund our liquidity needs. 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.



Table of Contents

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

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

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

As of December 31, 2016, our material contractual obligations and commitments were:

	<b>Payments Due By Period</b>				
	<b>Total</b>	<b>Less than 1 Year</b>	<b>1 – 3 Years</b>	<b>3 – 5 Years</b>	<b>More than 5 Years</b>
	\$	\$	\$	\$	\$
Long-term debt and accrued expenses	211,683	46,811	140,260	14,407	10,205
Operating leases	665,346	221,782	443,564	-	-
<b>Total contractual cash obligations</b>	<b>\$ 1,145,622</b>	<b>\$ 268,593</b>	<b>\$ 623,432</b>	<b>\$ 236,188</b>	<b>\$ 17,409</b>

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 these 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.

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.



Table of Contents

**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 30.

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

During 2016 and 2015, we did not have disagreements with our principal independent accountants.

**Item 9A. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act that are designed to ensure that information required to be disclosed in our reports filed or submitted to the SEC under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms, and that information is accumulated and communicated to our management, including our principal executive and financial officer as appropriate, to allow timely decisions regarding required disclosures.

Our principal executive officer, who is also our principal financial officer, evaluated the effectiveness of disclosure controls and procedures as of December 31, 2016, pursuant to Rule 13a-15(b) under the Exchange Act. Based upon that evaluation, our CEO/CFO concluded that our disclosure controls and procedures are not effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act, is recorded,

processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our CEO/CFO, as appropriate, to allow timely decisions regarding required disclosure, due to the material weaknesses identified below.

A system of controls, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the system of controls are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

### **Report of Management on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over our financial reporting. Our internal control system was designed to, in general, provide reasonable assurance to our management and board regarding the preparation and fair presentation of published financial statements, but because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2016. The framework used by our management in making that assessment was the criteria set forth in the document entitled "Internal Control – Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our assessment using those criteria, our management concluded that our internal control over financial reporting as of December 31, 2016, was not effective due to the following material weakness:

a.

We did not identify the proper accounting treatment for Common Stock Purchase Option Re-Pricing.

As of the date of this filing, the item noted above was adjusted in the accompanying financial statements.

This annual report does not include an attestation report of our public accounting firm regarding internal control over financial reporting. Our management's report was not subject to attestation by our registered public accounting firm pursuant to rules of the Securities and Exchange Commission adopted as of September 21, 2010, that permit us to provide only our management's report in this annual report.

### **Changes in Internal Control over Financial Reporting**



Table of Contents

No change in our system of internal control over financial reporting occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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

The following information is furnished as of March 30, 2016 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 three 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.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Timothy J. Kilkenny	58	Chairman of the Board of Directors Chief Executive Officer, Chief Financial Officer and Secretary and
Roger P. Baresel	61	Director
Jason C. Ayers	42	President and Director
Patricia R. Shurley	60	Vice President of Finance

Timothy J. Kilkenny has served as our Chairman of the Board of Directors since our inception in May 1995. He served as our Chief Executive Officer from May 1995 until June 6, 2016. 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 our Chief Executive Officer on June 6, 2016. He has been one of our directors and our Chief Financial Officer since November 2000, and our President from October 2003 until June 2016. Mr. Baresel is an experienced senior executive and consultant who has served at a variety of companies in a number of different industries. Mr. Baresel has the following degrees from the University of Central Oklahoma 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 became our President on June 6, 2016. He has been one of our directors since May 2013 and served as our Vice President of Operations from December 2000 until June 2016. Prior to that he served as President of Animus, a privately-held web hosting company which we acquired in April 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. She graduated from the University of Central Oklahoma in Edmond, Oklahoma with a BS degree in Accounting and is a certified public accountant.

#### Audit Committee Financial Expert

Because our board of directors only consists of three 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 Chief Executive Officer 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.

Table of Contents

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 2013 all filing requirements applicable to our officers, directors and greater than 10% beneficial owners were met.

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](http://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.





Table of Contents**Item 11. Executive Compensation**

The following table sets forth, for the last three fiscal years, the cash compensation paid by us to our Chairman, Chief Executive Officer and Chief Financial Officer and President (the “Named Executive Officers”). None of our executive officers other than the named executive officers earned annual compensation in excess of \$100,000 during 2016.

Name and Principal Position	Fiscal Year	Annual Compensation		Long-Term Compensation Securities Underlying Options and Warrants		
		Salary \$	Other Compensation \$	(#)	(1)	
Timothy J. Kilkenny	2016	78,720 \$	(2)	35,536 \$	(3)	-
Chairman and CEO	2015	74,964 \$	(4)	35,580 \$	(5)	-
	2014	71,388 \$	(6)	31,045 \$	(7)	-
Roger P. Baresel	2015	69,480 \$	(8)	44,773 \$	(9)	-
President and CFO	2015	69,732 \$	(10)	44,662 \$	(11)	-
	2014	61,116 \$	(12)	38,530 \$	(13)	-
Jason C. Ayers	2015	89,730 \$	(14)	32,212 \$	(15)	-
Vice President of Operations	2015	86,231	(16)	20,853	(17)	-

	\$		\$		
2014	76,537	(18)	24,947	(19)	-

---

(1) Options are granted with an exercise price equal to the fair market value of our common stock on the date of the grant and are valued based on the Black-Scholes option pricing model.

(2) Includes \$23,230 of deferred compensation.

Represents \$12,623 of expense reimbursement for business use of Mr. Kilkenny's automobile and parking, \$1,799 of expense reimbursement for Mr. Kilkenny's Internet connection and cell phone, \$19,413 of insurance premiums, \$1,701 of post-retirement benefits paid by us for the benefit of Mr. Kilkenny.

(4) Includes \$19,474 of deferred compensation.

Represents \$13,213 of expense reimbursement for business use of Mr. Kilkenny's automobile and parking, \$1,800 of expense reimbursement for Mr. Kilkenny's Internet connection and cell phone, \$18,868 of insurance premiums, \$1,699 of post-retirement benefits paid by us for the benefit of Mr. Kilkenny.

(6) Includes \$15,898 of deferred compensation.

Represents \$10,893 of expense reimbursement for business use of Mr. Kilkenny's automobile and parking, \$1,800 of expense reimbursement for Mr. Kilkenny's Internet connection and cell phone, \$16,666 of insurance premiums, \$1,687 of post-retirement benefits paid by us for the benefit of Mr. Kilkenny.

(8) Includes \$16,969 of deferred compensation.

(9) Represents \$9,600 of expense reimbursement for business use of Mr. Baresel's automobile and parking, \$5,364 of expense reimbursement for Mr. Baresel's home office and cell phone, \$28,151 of insurance premiums, \$1,658 of post-retirement benefits paid by us for the benefit of Mr. Baresel.

(10) Includes \$14,221 of deferred compensation.

(11) Represents \$9,120 of expense reimbursement for business use of Mr. Baresel's automobile and parking, \$5,316 of expense reimbursement for Mr. Baresel's home office and cell phone, \$28,480 of insurance premiums, \$1,746 of post-retirement benefits paid by us for the benefit of Mr. Baresel.

(12) Includes \$11,605 of deferred compensation.

Represents \$9,120 of expense reimbursement for business use of Mr. Baresel's automobile and parking, \$5,270 of expense reimbursement for Mr. Baresel's home office and cell phone, \$22,590 of insurance premiums, \$1,550 of post-retirement benefits paid by us for the benefit of Mr. Baresel.

(14) Includes \$18,941 of deferred compensation.

- (15) Represents \$2,276 of expense reimbursement for Mr. Ayer's parking, \$1,500 of expense reimbursement for Mr. Ayer's Internet connection and cell phone, \$26,136 of insurance premiums, \$2,300 of post-retirement benefits paid by us for the benefit of Mr. Ayers.
- (16) Includes \$20,285 of deferred compensation.
- (17) Represents \$2,276 of expense reimbursement for Mr. Ayer's parking, \$1,500 of expense reimbursement for Mr. Ayer's Internet connection and cell phone, \$14,922 of insurance premiums, \$2,155 of post-retirement benefits paid by us for the benefit of Mr. Ayers.
- (18) Includes \$17,105 of deferred compensation.
- (19) Represents \$2,493 of expense reimbursement for Mr. Ayer's parking, \$1,500 of expense reimbursement for Mr. Ayer's Internet connection and cell phone, \$18,975 of insurance premiums, \$1,980 of post-retirement benefits paid by us for the benefit of Mr. Ayers.

#### Stock Options Granted

All options granted during 2016 are nonqualified stock options. During 2016, an aggregate of 48,000 options were granted outside of a formal plan to employees. No stock options were granted to Mr. Kilkenny, Mr. Baresel and Mr. Ayers during 2016.

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.

#### 2016 Year End Option Values

None of our executive officers (Timothy J. Kilkenny, Chairman of the Board, Roger P. Baresel, Chief Executive Officer and Chief Financial Officer and Jason C. Ayers, President) held any outstanding options at December 31, 2016. During, 2016, the exercise price of 452,000, 1,100,848 and 800,000 employee stock options held by Mr. Kilkenny, Mr. Baresel and Mr Ayers, respectively with exercise prices ranging from \$.02 to \$.04 was reduced to \$.003. During 2016, Mr. Kilkenny, Mr. Baresel and Mr. Ayers exercised 482,000, 1,130,848 and 830,000 stock options, respectively.

#### Director Compensation

During the fiscal year ended December 31, 2016, our directors did not receive any compensation for serving in such capacities.

#### Employment Agreements and Lack of Keyman Insurance

On July 6, 2011, we entered into employment agreements with Timothy J. Kilkenny, Roger P. Baresel and Jason Ayers. Each agreement is effective July 1, 2011 and continues through December 31, 2016; however, the term is automatically extended for additional three-year terms, unless we or the employee gives a six-month advance notice of termination. These agreements provide, among other things, (i) an annual base salary of at least \$61,656 for Mr. Kilkenny, \$45,012 for Mr. Baresel and \$68,436 for Mr. Ayers, (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. At December 31, 2016 we owed, including deferred compensation, \$145,340, \$96,005 and \$122,897 to Mr. Kilkenny, Mr. Baresel and Mr. Ayers, respectively.

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

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

The following table sets forth information as of March 30, 2017, 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, as well as each person who is known by us to own more than 5% of the outstanding shares of our Common Stock. The non-employee beneficial owner 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. Unless otherwise indicated, the beneficial owner has sole voting and investment power with respect to such stock.

<b>Beneficial Owner (1)</b>	<b>Common Stock Beneficially Owned</b>	
	<b>Number of Shares</b>	<b>Percent of Class (1)</b>
Timothy J. Kilkenny* (2)(3)	2,919,350	24.6%
Roger P. Baresel* (2)(4)	1,805,384	15.2%
Jason C. Ayers (2)(5)	1,413,424	11.9%
Patricia R. Shurley (2)(6)	517,239	4.4%
All executive officers and directors as a group (4 individuals)	6,655,397	56.1%
High Capital Funding, LLC (7)	1,198,933	9.9%

\* 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 11,882,009 shares being outstanding at March 30, 2017.

- (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 2,604,350 and 315,000 shares of our common stock, respectively. The number of shares includes 240,628 shares of our Series A convertible preferred stock held by Mr. Kilkenny that are currently convertible into common stock at the rate of one share of common stock per one share of Series A convertible preferred stock. Amounts shown do not include options, held by Mr. Kilkenny, to purchase 250,000 shares of our common stock exercisable at \$.01 per share beginning January 9, 2018.
- (4) Roger P. Baresel and Judith A. Baresel, husband and wife, hold 5,600 and 1,799,784 shares of our common stock, respectively. The number of shares includes 137,622 shares of our Series A convertible preferred stock held by Mrs. Baresel that are currently convertible into common stock at the rate of one share of common stock per one share of Series A convertible preferred stock. Amounts shown do not include options, held by Mrs. Baresel, to purchase 300,000 shares of our common stock exercisable at \$.01 per share beginning January 9, 2018.
- (5) Jason C. Ayers holds 1,413,424 shares of our common stock. The number of shares includes 77,629 shares of our Series A convertible preferred stock that are currently convertible into common stock at the rate of one share of common stock per one share of Series A convertible preferred stock. Amounts shown do not include options to purchase 300,000 shares of our common stock exercisable at \$.01 per share beginning January 9, 2018.

Table of Contents

- (6) Patricia R. Shurley holds 517,239 shares of our common stock. The number of shares includes 70,239 shares of our Series A convertible preferred stock that are currently convertible into common stock at the rate of one share of common stock per one share of Series A convertible preferred stock. Amounts shown do not include options to purchase 150,000 shares of our common stock exercisable at \$.003 per share beginning January 9, 2018.
- (7) High Capital Funding, LLC, 333 Sandy Springs Circle, Suite 230, Atlanta, Georgia 30328, the parent company of Generation Capital Associates, holds 700,325 shares of our common stock. Generation Capital Associates holds 498,608 shares of our common stock. The number of shares includes 203,169 shares of our Series A convertible preferred stock held by High Capital Funding, LLC that are currently convertible into common stock at the rate of one share of common stock per one share of Series A convertible preferred stock. Amounts shown do not include 19,000 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 two secured convertible promissory notes with High Capital Funding, LLC. At December 31, 2016 the outstanding principal and interest of the secured convertible promissory notes were \$144,966 and \$38,286.

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

At December 31, 2016 we had a secured convertible promissory note from a shareholder with a balance of \$144,966. This secured convertible promissory note is secured by all of our tangible and intangible assets (see Note C - Convertible Notes Payable Related Party of the financial statements appearing elsewhere in this Report).

The note holder has the right to convert the note, in its entirety or in part, into our common stock at the rate of \$1.00 per share.

At December 31, 2016 we had a secured convertible promissory note from a shareholder with a balance of \$38,286. This secured convertible promissory note is secured by certain equipment (see Note C – Convertible Notes Payable Related Party of the financial statements appearing elsewhere in this Report).

The note holder has the right to convert the note, in its entirety or in part, into our common stock at the rate of \$1.00 per share.

#### **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, 2016 and 2015 by our principal accountant.

	<b>2016</b>	<b>2015</b>
Audit Fees – Malone Bailey LLP	\$30,000	\$30,000

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 three 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.



Table of Contents**Item 15. Exhibits, Financial Statement Schedules.**

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

<i>Exhibit Number</i>	<i>Exhibit</i>	
3.1	Certificate of Incorporation, as amended (filed as Exhibit 2.1 to Registrant's Registration Statement on Form 10-SB, file number 000-27031 and incorporated herein by reference).	#
3.2	Bylaws (filed as Exhibit 2.2 to Registrant's Registration Statement on Form 10-SB, file number 000-27031 and incorporated herein by reference)	#
3.3	Amended and Restated Certificate of Incorporation of FullNet Communications, Inc.	#
4.1	Specimen Certificate of Registrant's Common Stock (filed as Exhibit 4.1 to the Company's Form 10-KSB for the fiscal year ended December 31, 1999, and incorporated herein by reference).	#
4.2	Certificate of Correction to the Amended Certificate of Incorporation and the Ninth Section of the Certificate of Incorporation (filed as Exhibit 2.1 to Registrant's Registration Statement on form 10-SB, file number 000-27031 and incorporated by reference).	#
4.3	Certificate of Correction to Articles II and V of Registrant's Bylaws (filed as Exhibit 2.1 to Registrant's Registration Statement on Form 10-SB, file number 000-27031 and incorporated herein by reference).	#
4.4	Certificate of Designation, Preferences, and Rights of Series A Convertible Preferred Stock of FullNet Communications, Inc.	#
10.1	Financial Advisory Services Agreement between the Company and National Securities Corporation, dated September 17, 1999 (filed as Exhibit 10.1 to Registrant's Form 10-KSB for the fiscal year ended December 31, 1999, and incorporated herein by reference).	#
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		#

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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).

- 10.5 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). #
- 10.6 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). #

*Exhibit  
Number*

*Exhibit*

- 10.7 Employment Agreement with Timothy J. Kilkenny dated July 31, 2002 #
- 10.8 Employment Agreement with Roger P. Baresel dated July 31, 2002 #

- 10.9 Secured Promissory Note and Security Agreement dated December 30, 2009, issued to High Capital Funding, LLC #
- 10.10 Employment Agreement with Jason Ayers dated January 1, 2011 #
- 10.11 Employment Agreement with Timothy J. Kilkenny dated July 6, 2011 #
- 10.12 Employment Agreement with Roger P. Baresel dated July 6, 2011 #
- 10.13 Employment Agreement with Jason Ayers dated July 6, 2011 #
- 10.14 Form of Exchange Offer Acceptance Agreement #
- 10.15 Secured Exchange Promissory Note and Security Agreement dated May 31, 2013, issued to High Capital Funding, LLC #
- 10.16 Secured Exchange Promissory Note and Security Agreement dated May 31, 2013, issued to High Capital Funding, LLC #
- 10.17 Replacement of Timothy J. Kilkenny as Chief Executive Officer by Roger P. Baresel and appointment of Jason C. Ayers as President effective June 6, 2016 #
- 10.18 #

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Unregistered sales of 2,752,848 restricted shares of common stock pursuant to the exercise of previously issued and outstanding common stock purchase options on December 7, 2016 held by various officers and directors of the Company and their family members

21.1	Subsidiaries of the Registrant	#
31.1	Certification pursuant to Rules 13a-14(a) and 15d-14(a) of Roger P. Baresel	*
31.2	Certification pursuant to Rules 13a-14(a) and 15d-14(a) of Jason C. Ayers	*
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 Roger P. Baresel	*
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 Jason C. Ayers	*
101.INS	XBRL Instance Document	**
101.SCH	XBRL Taxonomy Extension Schema Document	**
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	**
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	**
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	**
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	**

# Incorporated by reference.

\* Filed herewith.

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



Table of Contents

**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 30, 2017

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

Date: March 30, 2017

By: /s/ JASON C. AYERS  
Jason C. Ayers  
President

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 30, 2017

By: /s/ TIMOTHY J. KILKENNY  
Timothy J. Kilkenny  
Chairman of the Board and Director

Date: March 30, 2017

By: /s/ ROGER P. BARESEL  
Roger P. Baresel  
Director



Table of Contents

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors and Stockholders

FullNet Communications, Inc. and Subsidiaries

Oklahoma City, Oklahoma

We have audited the accompanying consolidated balance sheets of FullNet Communications, Inc. and its subsidiaries (collectively, the “Company”) as of December 31, 2016 and 2015, and the related consolidated statements of operations, stockholders’ deficit, and cash flows for the years then ended. These consolidated financial statements are the responsibility of the entity’s management. Our responsibility is to express an opinion on these consolidated 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 an 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 FullNet Communications, Inc. and its subsidiaries as of December 31, 2016 and 2015, and the consolidated results of their operations and their cash flows for 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 B to the consolidated financial statements, the Company has suffered recurring losses from operations and has a net capital deficiency that raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note B. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

*/s/ MaloneBailey, LLP*

www.malonebailey.com

Houston, Texas

March 30, 2017



Table of Contents**FullNet Communications, Inc. and Subsidiaries**

## CONSOLIDATED BALANCE SHEETS

	<b>DECEMBER 31,</b>	
	<b>2016</b>	<b>2015</b>
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>	<b>\$</b>	<b>\$</b>
Cash	20,389	16,012
Accounts receivable, net	6,614	6,308
Prepaid expenses and other current assets	3,061	2,505
Total current assets	30,064	24,825
PROPERTY AND EQUIPMENT, net	77,154	96,388
OTHER ASSETS AND INTANGIBLE ASSETS	30,864	7,064
	<b>\$</b>	<b>\$</b>
<b>TOTAL ASSETS</b>	<b>138,082</b>	<b>128,277</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>CURRENT LIABILITIES</b>	<b>\$</b>	<b>\$</b>
Accounts payable	135,354	192,145
Accounts payable, related party	13,935	9,395
Accrued and other liabilities	567,643	543,316
Convertible notes payable, related party - current portion	46,811	46,811
Deferred revenue	369,248	355,545
Total current liabilities	1,132,991	1,147,212
CONVERTIBLE NOTES PAYABLE, related party - less current portion	136,441	168,025
Total liabilities	1,269,432	1,315,237

STOCKHOLDERS' DEFICIT

Preferred stock — \$.001 par value; authorized, 10,000,000 shares; Series A convertible; issued and outstanding, 987,102 shares in 2016 and 2015	591,776	544,703
Common stock — \$.00001 par value; authorized, 40,000,000 shares; issued and outstanding, 11,882,009 and 9,118,161 shares in 2016 and 2015, respectively	119	91
Additional paid-in capital	8,655,009	8,640,542
Accumulated deficit	(10,378,254)	(10,372,296)
Total stockholders' deficit	(1,131,350)	(1,186,960)
	\$	\$
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	138,082	128,277

See accompanying notes to consolidated financial statements.

Table of Contents**FullNet Communications, Inc. and Subsidiaries**

## CONSOLIDATED STATEMENTS OF OPERATIONS

	<b>Years ended December 31,</b>	
	<b>2016</b>	<b>2015</b>
REVENUES	\$	\$
Access service revenues	60,134	72,271
Co-location and other revenues	1,887,317	1,806,166
Total revenues	1,947,451	1,878,437
OPERATING COSTS AND EXPENSES		
Cost of access service revenues	78,003	87,930
Cost of co-location and other revenues	274,160	303,488
Selling, general and administrative expenses	1,557,489	1,492,413
Depreciation and amortization	28,530	32,876
Total operating costs and expenses	1,938,182	1,916,707
INCOME (LOSS) FROM OPERATIONS	9,269	(38,270)
INTEREST EXPENSE	(15,227)	(15,771)
	\$	\$
NET LOSS	(5,958)	(54,041)
Preferred stock dividends	(47,073)	(53,798)
	\$	\$
Net loss available to common stockholders	(53,031)	(107,839)
Net loss per share	\$	\$
Basic and diluted	(.01)	(.01)
Weighted average shares outstanding		
Basic and diluted	9,298,676	9,118,161

See accompanying notes to consolidated financial statements.

Table of Contents**FullNet Communications, Inc. and Subsidiaries**

## CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT

Years ended December 31, 2016 and 2015

	Common stock		Preferred stock		Additional paid-in capital	Accumulated deficit	Total
	Shares	Amount \$	Shares	Amount \$			
Balance at January 1, 2015	9,118,161	91	987,102	490,905	8,678,869	(10,318,255)	(1,148,390)
Stock options compensation	-	-	-	-	15,471	-	15,471
Amortization of increasing dividend rate preferred stock discount	-	-	-	53,798	(53,798)	-	-
Net loss	-	-	-	-	-	(54,041)	(54,041)
Balance at December 31, 2015	9,118,161	91	987,102	544,703	8,640,542	(10,372,296)	(1,186,960)
Stock options compensation	-	-	-	-	53,309	-	53,309
Stock options exercise	2,752,848	28	-	-	8,231	-	8,259
Amortization of increasing dividend rate preferred stock discount	-	-	-	47,073	(47,073)	-	-
Net loss	-	-	-	-	-	(5,958)	(5,958)
	11,871,009	\$	987,102	\$	\$	\$	\$

Balance at December 31, 2016	119	591,776	8,655,009	(10,378,254)	(1,131,350)
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See accompanying notes to consolidated financial statements.

Table of Contents**FullNet Communications, Inc. and Subsidiaries**

## CONSOLIDATED STATEMENTS OF CASH FLOWS

	<b>Years ended December 31,</b>	
	<b>2016</b>	<b>2015</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
	\$	\$
Net loss	(5,958)	(54,041)
Adjustments to reconcile net loss to net cash provided by operating activities		
Depreciation and amortization	28,530	32,876
Stock options compensation	53,309	15,471
Provision (recovery) for uncollectible accounts receivable	7,635	(657)
Net (increase) decrease in		
Accounts receivable	(7,941)	6,738
Prepaid expenses and other current assets	(556)	6,872
Net increase (decrease) in		
Accounts payable	(68,251)	(13,377)
Accrued and other liabilities	32,586	56,355
Deferred revenue	13,703	578
Net cash provided by operating activities	53,057	50,815
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Cash paid for property and equipment	(6,596)	(18,379)
Cash paid for intangible asset	(10,500)	-
Net cash used in investing activities	(17,096)	(18,379)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Principal payments on borrowings under notes payable – related party	(31,584)	(31,038)
Net cash used in financing activities	(31,584)	(31,038)
<b>NET INCREASE IN CASH</b>	<b>4,377</b>	<b>1,398</b>
Cash at beginning of period	16,012	14,614
	\$	\$
Cash at end of period	20,389	16,012

## SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

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	\$	\$	
Cash paid for interest	15,227		15,771
NON-CASH INVESTING AND FINANCING ACTIVITIES			
	\$	\$	
Intangible asset purchased on account	16,000		-
	\$	\$	
Amortization of increasing dividend rate preferred stock discount	47,073		53,798
	\$	\$	
Exercise of options by reducing deferred compensation payable	8,259		-

See accompanying notes to consolidated financial statements.



Table of Contents

**FullNet Communications, Inc. and Subsidiaries**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2016 and 2015

NOTE A — SUMMARY OF ACCOUNTING POLICIES AND NATURE OF OPERATIONS

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

**Nature of Operations**

FullNet Communications, Inc. and Subsidiaries (the Company) is an integrated communications provider (ICP) offering integrated communications, Internet connectivity, data storage and advanced voice and data solutions to individuals, businesses, organizations, educational institutions and governmental agencies. Through its subsidiaries, FullNet, Inc., FullTel, Inc., FullWeb, Inc. and CallMultiplier, Inc., the Company provides high quality, reliable and scalable Internet based 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;

Advanced voice and data solutions; and

Traditional telephone services.

### **Consolidation**

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

### **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.

### **Cash Equivalents**

Cash equivalents are represented by operating accounts or money market accounts maintained with insured financial institutions which consist of highly liquid investments that mature in three months or less from date of purchase.

### **Accounts Receivable**

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 as well as the Company's emphasis on obtaining deposits and/or payment in advance for services from the majority of its customers. During the years ended December 31, 2016 and 2015, the Company had two customers that each comprised approximately 8% and 7% of total revenues. Due to consolidations resulting from a merger, the customer that comprised approximately 7% of total revenues in 2016 and 2015, ended their relationship with the Company during the first quarter of 2017.

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 collectability 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. Total bad debt expense and direct write-off for the years ended December 31, 2016 and 2015 was \$700 and \$777, respectively. .

Accounts receivable consist of the following at December 31:

	Schedule of Accounts Receivable	
	2015	2015
	\$	\$
Accounts receivable	217,678	209,737
Less allowance for doubtful accounts	(211,064)	(203,429)
	\$	\$
	6,614	6,308

### **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

Property and equipment consist of the following at December 31:

	<b>2016</b>	<b>2015</b>
	\$	\$
Computers and equipment	1,553,855	1,551,962
Leasehold improvements	1,092,569	1,092,569
Software	58,041	58,041
Furniture and fixtures	39,284	34,581
	2,743,749	2,737,153
Less accumulated depreciation	(2,666,595)	(2,640,765)
	\$	\$
	77,154	96,388

Depreciation expense for the years ended December 31, 2016 and 2015 was \$25,830 and \$31,279, respectively.

## Table of Contents

### 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. In accordance with ASC 360-10-35 “Impairment or Disposal of Long-lived Assets”, 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. During the year ended December 31, 2016, \$10,500 was paid for an intangible asset and \$16,000 was purchased on account. None were purchased in 2015. The Company incurred no impairment expense in 2016 or 2015. Amortization expense for the years ended December 31, 2016 and 2015 was \$2,700 and \$1,597, respectively.

### Revenue Recognition

Revenues are reported on a monthly basis as services are provided, price is fixed and determinable, persuasive evidence of an arrangement exists and collectability of the resulting receivable is reasonably assured. 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. Revenues are presented net of taxes and fees billed to customers and remitted to governmental authorities.

### 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, 2016 and 2015 was \$159,310 and \$130,032, respectively.

### Income Taxes

The Company accounts for income taxes utilizing ASC 740, “Income Taxes” (SFAS No. 109). ASC 740 requires the measurement of deferred tax assets for deductible temporary differences and operating loss carry forwards, and of deferred tax liabilities for taxable temporary differences. Measurement of current and deferred tax liabilities and assets is based on provisions of enacted tax law. The effects of future changes in tax laws or rates are not included in

the measurement. The Company recognizes the amount of taxes payable or refundable for the current year and recognizes deferred tax liabilities and assets for the expected future tax consequences of events and transactions that have been recognized in the Company's financial statements or tax returns. The Company currently has substantial net operating loss carry forwards. The Company has recorded a 100% valuation allowance against net deferred tax assets due to uncertainty of their ultimate realization. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to 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, 2016. The Company files income tax returns in the U.S. federal jurisdiction and various state and local jurisdictions.

### **Income (Loss) Per Share**

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

	<b>2016</b>	<b>2015</b>
Numerator:	\$	\$
Net loss available to common shareholders	(53,031)	(107,839)
Denominator:		
Weighted average shares and share equivalents outstanding – basic and diluted	9,298,676	9,118,161
	\$	\$
Net loss per share — basic and diluted	(.01)	(.01)



## Table of Contents

Basic and diluted loss per share were the same for the years ended December 31, 2016 and 2015 because there was a net loss for the year.

## 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 2016 and 2015 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 G – Common Stock and Stock-Based Compensation for further information on stock-based compensation.

## Beneficial Conversion Features

The intrinsic value of a beneficial conversion feature inherent to a convertible note payable, which is not bifurcated and accounted for separately from the convertible note payable and may not be settled in cash upon conversion, is treated as a discount to the convertible note payable. This discount is amortized over the period from the date of issuance to the date the note is due using the effective interest method. If the note payable is retired prior to the end of its contractual term, the unamortized discount is expensed in the period of retirement to interest expense. In general, the beneficial conversion feature is measured by comparing the effective conversion price, after considering the relative fair value of detachable instruments included in the financing transaction, if any, to the fair value of the common shares at the commitment date to be received upon conversion.

## Related Parties

A party is considered to be related to the Company if the party directly or indirectly or through one or more intermediaries, controls, is controlled by, or is under common control with the Company. Related parties also include



principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. A party which can significantly influence the management or operating policies of the transacting parties or if it has an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests is also a related party.

The Company has two secured convertible promissory notes from a shareholder. The note balances at December 31, 2016 were \$144,966 and \$38,286. The note balances at December 31, 2015 were \$171,799 and \$43,037 (see Note C – Convertible Notes Payable Related Party).

### **Fair Value Measurements**

The Company measures its financial assets and liabilities in accordance with the requirements of FASB ASC 820, “Fair Value Measurements and Disclosures”. ASC 820 clarifies the definition of fair value, prescribes methods for measuring fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value as follows:

#### Level 1 –

Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of financial instruments such as exchange-traded derivatives, marketable securities and listed equities.

#### Level 2 –

Pricing inputs are other than quoted prices in active markets included in level 1, which are either directly or indirectly observable as of the reported date and includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. Instruments in this category generally include non-exchange-traded derivatives such as commodity swaps, interest rate swaps, options and collars.



Table of Contents

Level 3 –

Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

Table of Contents

**Recent Accounting Pronouncements**

There have been no recent accounting pronouncements that would impact our financial statements.

**NOTE B — GOING CONCERN**

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, 2016 current liabilities exceeded current assets by \$1,102,927. These factors raise substantial doubt about the Company's ability to continue as a going concern. Certain reclassifications have been made to prior period balances to conform with the presentation for the current period. These reclassifications did not impact the net income.

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

**NOTE C — CONVERTIBLE NOTES PAYABLE RELATED PARTY**

Notes payable consist of the following:

Schedule of Notes Payable Related Party December 31, 2016	December 31, 2015
<p>Secured convertible promissory note from a shareholder; interest rate of 6% through December 31, 2014, 7% through December 31, 2015, 8% through December 31, 2016, 8.5% through December 31, 2017, and 9% through May 31, 2018, with fixed monthly payments of \$3,301 through the Maturity Date, at which time the remaining balance of principal and all accrued interest shall be due and payable; matures May 31, 2018; secured by all tangible and intangible assets of the Company (1)</p>	<p>\$</p> <p>171,799</p>
<p>Secured convertible promissory note from a shareholder; interest at 6%, requires monthly installments of interest only through May 31, 2014, then requires monthly installments of \$600 including principal and interest; matures May 31, 2023; secured by certain equipment of the Company (2)</p>	<p>43,037</p> <p>214,836</p>
<p>Less current portion</p>	<p>46,811</p> <p>46,811</p>
<p style="text-align: right;">\$</p> <p>Convertible notes payable, related party - less current portion</p> <hr style="width: 20%; margin-left: 0;"/>	<p style="text-align: right;">\$</p> <p>168,025</p>
<p>144,966</p>	<p>171,799</p>

(1)

The note holder has the right to convert the note, in its entirety or in part, into common stock of the Company at the rate of \$1.00 per share. During the years 2016 and 2015, the Company made principal payments totaling \$26,833 and \$26,564, respectively. The secured convertible promissory note had a balance of \$144,966 at December 31, 2016 of which \$39,608 is short-term and \$105,358 is long-term.



Table of Contents

The Company analyzed the conversion option for derivative accounting and beneficial conversion features consideration under ASC 815-15 “Derivatives and Hedging” and ASC 470-20 “Convertible Securities with Beneficial Conversion Features” and noted none.

(2)

The note holder has the right to convert the note, in its entirety or in part, into common stock of the Company at the rate of \$1.00 per share. During the years 2016 and 2015, the Company made principal payments of \$4,751 and \$4,474, respectively. The secured convertible promissory note had a balance of \$38,286 at December 31, 2016 of which \$7,203 is short-term and \$31,083 is long-term.

This secured convertible promissory note is secured by certain equipment of the Company. Upon payment of the balance due on this secured convertible promissory note title of the equipment will be transferred to the Company free and clear of all liens and encumbrances.

The Company analyzed the conversion option for derivative accounting and beneficial conversion features consideration under ASC 815-15 “Derivatives and Hedging” and ASC 470-20 “Convertible Securities with Beneficial Conversion Features” and noted none.

Aggregate future maturities of notes payable at December 31, 2016 are as follows:

	\$	
2017		33,418
2018		121,946
2019		5,685
2020		6,036
2021		6,408
Thereafter		9,759
	\$	
		183,252

NOTE D – COMMITMENTS AND CONTINGENCIES

COMMITMENTS

## Operating Leases

The Company leases its executive office space under a non-cancelable operating lease, at an effective annual rental rate of \$16.50 per square foot, which will expire December 31, 2019. Future minimum lease payments required at December 31, 2016 under non-cancelable operating leases that have initial lease terms exceeding one year are presented in the following table:

Year ending December 31	\$
2017	221,782
2018	221,782
2019	221,782
	\$
	665,346

Rental expense for all operating leases for the years ended December 31, 2016 and 2015 was approximately \$313,675 and \$316,148, 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 \$19,569 at December 31, 2016, which is reflected in Accrued and Other 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.





Table of Contents

## CONTINGENCIES

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

## NOTE E — INCOME TAXES

The Company uses the liability method, where deferred tax assets and liabilities are determined based on the expected future tax consequences of temporary differences between the carrying amounts of assets and liabilities for financial and income tax reporting purposes.

The Company has historically incurred losses from operations and therefore had no tax liability. The net deferred asset generated by the loss carry-forward has been fully reserved. The cumulative net operating loss carry-forward is approximately \$2,913,569 and \$2,863,509 for 2016 and 2015, respectively and will begin expiring in 2023.

Deferred tax assets consist of the tax effect of NOL carry-forwards. The Company has provided a full valuation allowance on the deferred tax assets because of the uncertainty regarding its realizability. Deferred tax assets consist of the following:

	<b>December 31, 2016</b>	<b>December 31, 2015</b>
	\$	\$
Net operating loss carry-forwards	990,613	973,593
Valuation allowance	(990,613)	(973,593)
	\$	\$
	-	-

NOTE F — COMMON STOCK AND STOCK-BASED COMPENSATION

COMMON STOCK

In December 2016, employee stock options for 2,752,848 shares of the Company's common stock were exercised by reducing deferred compensation payable by \$8,259. No employee stock options were exercised during the year 2015.

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 2016 and 2015 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).

Table of Contents

The following table summarizes the Company's employee stock option activity for the years ended December 31, 2016 and 2015:

## Schedule of Employee Stock Option Activity

	Options	Weighted average exercise price \$	Weighted average remaining contractual life (yrs)	Aggregate intrinsic value \$
Options outstanding, December 31, 2014	3,295,382	.029	8.20	
Options exercisable, December 31, 2014	1,933,549	.025	7.84	50,788
Options granted during the year	186,000	.043		
Options forfeited during the year	(158,500)	.040		
Options expired during the year	(78,000)	.085		
Options outstanding, December 31, 2015	3,244,882	.028	7.40	
Options exercisable, December 31, 2015	2,477,215	.026	7.26	9,089
Options granted during the year	48,000	.030		
Options exercised during the year	(2,752,848)	.003		
Options forfeited during the year	(21,000)	.031		
Options expired during the year	(4,100)	.026		

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		\$			
Options outstanding, December 31, 2016	514,934		.005	6.26	
		\$			\$
Options exercisable, December 31, 2016	425,934		.003	5.78	9,350

The following table summarizes the Company's non-vested employee stock option activity for years ended December 31, 2016 and 2015:

	<b>2016</b>	<b>2015</b>
Non-vested options outstanding, beginning of year	727,666	1,361,833
Options granted during the year	48,000	186,000
Options vested during the year	(665,666)	(661,667)
Options forfeited during the year	(21,000)	(158,500)
Non-vested options outstanding, end of year	89,000	727,666

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:

	<b>2016</b>	<b>2015</b>
Risk free interest rate	1.25%-1.29 %	1.42%-1.53 %
Expected lives (in years)	5	5
Expected volatility	200%-204 %	209%-218 %
Dividend yield	0 %	0 %

The following table shows total stock options compensation expense included in the Consolidated Statements of Operations and the

Table of Contents

effect on basic and diluted earnings per share for the years ended December 31:

	<b>2016</b>	<b>2015</b>
	\$	\$
Stock options compensation	53,309	15,471
Impact on income per share:		
	\$	\$
Basic	-	-
	\$	\$
Assuming dilution	-	-

During the year 2016, 33,000 employee stock options were granted which will vest one-third on each annual anniversary of the grant date resulting in \$157 of stock options compensation. Stock options compensation of \$2,067 recorded in the year 2016 was related to options that were granted in prior years. During the year 2016, 15,000 employee stock options were granted and forfeited in the same year. Additionally, 6,000 employee stock options were forfeited that related to options granted in prior years. At December 31, 2016 there was \$2,178 of unrecognized stock options compensation that is expected to be recognized as an expense over a weighted-average period of 3.4 years.

During the year 2016, the exercise price of 2,968,782 employee stock options with exercise prices ranging from \$.01 to \$.065 was reduced to \$.003. The Company performed an analysis under ASC 718-20 “stock compensation” and recorded an incremental expense of \$51,085.

Also during the year 2016, 2,752,848 and 4,100 of employee stock options were exercised and expired, respectively.

During the year 2015, 30,000 employee stock options were granted which will vest one-third on each annual anniversary of the grant date resulting in \$322 of stock options compensation. During the year 2015, 4,000 employee stock options were granted which vested during the year resulting in \$156 of stock options compensation. Stock options compensation of \$14,993 recorded in the year 2015 was related to options that were granted in prior years. During the year 2015, 152,000 employee stock options were granted and forfeited in the same year. Additionally, 6,500 employee stock options were forfeited that related to options granted in prior years. At December 31, 2015 there was \$3,642 of unrecognized stock options compensation that is expected to be recognized as an expense over a weighted-average period of 5.1 years.

Also during the year 2015, 78,000 of employee stock options were expired.

**Common Stock Purchase Warrants** – A summary of common stock purchase warrant activity for the years ended December 31, 2016 and 2015 follows:

Outstanding common stock purchase warrants issued to non-employees outstanding at December 31, 2016 are as follows:

Number of shares	Exercise price	Expiration year
250,000	\$.003	2023

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

	2016	Weighted Average Exercise Price	2015	Weighted Average Exercise Price
		\$		\$
Warrants outstanding, beginning of year	250,000	.003	815,000	.004
Warrants expired during the year	-	-	(565,000)	.005
		\$		\$
Warrants outstanding, end of year	250,000	.003	250,000	.003

The 250,000 warrants outstanding at December 31, 2016 were issued as equity compensation for consulting services.

No warrants were granted during the years ended December 31, 2016 and 2015.





Table of Contents

NOTE G — SERIES A CONVERTIBLE PREFERRED STOCK

On March 30, 2017, the Company's board of directors made the determination that it was in the best interest of the Company and its stockholders to conserve the Company's working capital at this time and not make the annual dividend payment for the year ending December 31, 2016, on its Series A convertible preferred stock. The Company has never made an annual dividend payment on its Series A convertible preferred stock.

The holders of shares of the Series A convertible preferred stock are entitled to receive, when and as declared by the Company's board of directors, dividends in cash in the amount of one cent per share per annum through December 31, 2016, five cents per share per annum through December 31, 2017, six cents per share per annum through December 31, 2018, seven cents per share per annum through December 31, 2019, eight cents per share per annum through December 31, 2020, nine cents per share per annum through December 31, 2021, ten cents per share per annum through December 31, 2022, eleven cents per share per annum through December 31, 2023, and twelve cents per share per annum thereafter, payable within 90 days following the 31st day of December each year on such date as determined by the board of directors. The dividends are cumulative and beginning January 1, 2017, the board of directors of the Company may elect to make any required dividend payment with the Company's unregistered common stock in lieu of cash.

Due to the unstated dividend cost arising from the gradually increasing dividends on the Series A convertible preferred stock, the Company calculated a discount on the Series A convertible preferred stock at the time of issuance as the present value of the difference between (i) the dividends that are payable in the periods preceding commencement of the perpetual twelve cents per share per annum dividend; and (ii) the perpetual twelve cents per share per annum dividend for a corresponding number of periods; discounted at a market rate of 12% totaling \$309,337. The Series A convertible preferred stock was valued at the market price on the respective date of issuance for a total value of \$672,472. The discount will be amortized over the periods preceding commencement of the perpetual dividend, by charging imputed dividend cost against retained earnings and increasing the carrying amount of the Series A convertible preferred stock by a corresponding amount. The discount amortization for the years ended December 31, 2016 and 2015 was \$47,073 and \$53,798, respectively.

The Series A convertible preferred stock was originally issued as non-voting and provided that in the event that the Company failed, for any reason, to make a dividend payment as set forth above, then each share of the Series A convertible preferred stock shall thereafter be entitled to two votes upon any matter that the holders of the common stock of the Company are entitled to vote upon. On March 31, 2014, the Company's board of directors made the determination that it was in the best interest of the Company and its stockholders to conserve the Company's working capital at that time and not make the annual dividend payment for the year ending December 31, 2013. As a result each share of the Series A convertible preferred stock became thereafter entitled to two votes upon any matter that the holders of the common stock of the Company are entitled to vote upon.

The Series A convertible preferred stock may be redeemed at the option of the Company's board of directors for one dollar per share plus all accrued and unpaid dividends thereon at the date of redemption. In addition, at any time after a change of control of the Company, the holders of the Series A convertible preferred stock shall have the right, at the election of a majority of the holders, to require the Company to redeem all of the Series A convertible preferred stock for one dollar per share plus all accrued and unpaid dividends thereon at the date of redemption.

The Series A convertible preferred stock has a liquidation preference of one dollar per share plus all accrued and unpaid dividends thereon in the event of liquidation, dissolution or winding up of the Company.

The Company analyzed the embedded conversion option for derivative accounting consideration under ASC 815-15 "Derivatives and Hedging" and determined that the conversion option should be classified as equity.

The Company analyzed the conversion option for beneficial conversion features consideration under ASC 470-20 "Convertible Securities with Beneficial Conversion Features" and noted none.

Table of Contents

NOTE H – PROPERTY AND EQUIPMENT

During the year ended December 31, 2016, \$6,596 was paid for property and equipment. During the year ended December 31, 2015, \$18,379 was paid for property and equipment. Depreciation expense for the years ended December 31, 2016 and 2015 was \$25,830 and \$31,279, respectively.

NOTE I – CHANGE IN ESTIMATE

As a result of a change in management's estimation of a contingent liability arising from the acquisition of certain business assets in 2012, the Company recorded an additional expense in the amount of \$32,749 during the year ended December 31, 2015. There was no change in estimate in 2016.

NOTE J – SUBSEQUENT EVENT

In January 2017, the Company granted 850,000 employee stock options to three employees with an exercise price of \$.01 and 650,000 to eleven employees with an exercise price of \$.003. The stock options shall vest one-third each year starting from January 9, 2018 and shall expire on January 9, 2027.

In March 2017, the Company granted 3,000 employee stock options to an employee with an exercise price of \$.02. The stock options shall vest one-third each year starting from March 22, 2018, and shall expire on March 22, 2027.



Table of Contents

EXHIBIT 31.1

CERTIFICATIONS

I, Roger P. Baresel, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2016 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 30, 2017

/s/ Roger P. Baresel

Roger P. Baresel

Chief Executive Officer and Chief Financial and Accounting Officer



Table of Contents

EXHIBIT 31.2

CERTIFICATIONS

I, Jason C. Ayers, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2016 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 30, 2017

/s/ Jason C. Ayers

Jason C. Ayers

President



Table of Contents

EXHIBIT 32.1

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. §1350 (as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002), I, the undersigned Chief Executive Officer 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, 2016 (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 30, 2017

/s/ Roger P. Baresel  
Roger P. Baresel  
Chief Executive Officer and Chief  
Financial and Accounting Officer





Table of Contents

EXHIBIT 32.2

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. §1350 (as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002), I, the undersigned President 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, 2016 (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 30, 2017

/s/ Jason C. Ayers  
Jason C. Ayers  
President