

BRANDYWINE REALTY TRUST
Form 10-Q
November 09, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended September 30, 2006**

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 001-9106

Brandywine Realty Trust

(Exact name of registrant as specified in its charter)

Maryland

State or other jurisdiction of
incorporation or organization

23-2413352

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

**555 East Lancaster Avenue,
Radnor, Pennsylvania**
(Address of principal executive
offices)

19087
(Zip Code)

(610) 325-5600

Registrant's telephone number

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, accelerated filer, or a non-accelerated filer. See definitions of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

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Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

A total of 88,249,748 Common Shares of Beneficial Interest, par value \$0.01 per share, were outstanding as of November 7, 2006.

BRANDYWINE REALTY TRUST

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[Back to Contents](#)**PART I - FINANCIAL INFORMATION****Item 1. - Financial Statements****BRANDYWINE REALTY TRUST****CONSOLIDATED BALANCE SHEETS****(unaudited, in thousands, except share and per share information)**

| | September 30, 2006 | December 31, 2005 |
|---|-----------------------------------|----------------------------------|
| | <hr/> | <hr/> |
| ASSETS | | |
| Real estate investments: | | |
| Operating properties | \$4,871,978 | \$2,560,061 |
| Accumulated depreciation | (499,141) | (390,333) |
| | <hr/> | <hr/> |
| Operating real estate investments, net | 4,372,837 | 2,169,728 |
| Construction-in-progress | 309,783 | 273,240 |
| Land held for development | 118,181 | 98,518 |
| | <hr/> | <hr/> |
| Total real estate investments, net | 4,800,801 | 2,541,486 |
| Cash and cash equivalents | 16,538 | 7,174 |
| Escrowed cash | 20,153 | 18,498 |
| Accounts receivable, net | 23,400 | 12,874 |
| Accrued rent receivable, net | 67,283 | 47,034 |
| Marketable securities | 187,162 | |
| Investment in unconsolidated ventures | 78,288 | 13,331 |
| Deferred costs, net | 65,378 | 37,602 |
| Intangible assets, net | 325,119 | 78,097 |
| Other assets | 67,500 | 49,649 |
| | <hr/> | <hr/> |
| Total assets | \$5,651,622 | \$2,805,745 |
| | <hr/> | <hr/> |
| LIABILITIES AND BENEFICIARIES EQUITY | | |
| Mortgage notes payable | \$892,935 | \$494,777 |
| Secured note payable | 181,759 | |
| Unsecured notes | 1,863,188 | 936,607 |
| Unsecured credit facility | 249,998 | 90,000 |
| Accounts payable and accrued expenses | 124,814 | 52,635 |
| Distributions payable | 43,752 | 28,880 |
| Tenant security deposits and deferred rents | 57,799 | 20,953 |
| Acquired below market leases, net of accumulated amortization of \$22,030 and \$6,931 | 107,122 | 34,704 |
| Other liabilities | 14,927 | 4,466 |

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| | | |
|---|--------------------|--------------------|
| Total liabilities | 3,536,294 | 1,663,022 |
| Minority interest - partners' share of consolidated real estate ventures | 109,074 | 37,861 |
| Minority interest attributable to continuing operations - LP units | 36,758 | (2) |
| Commitments and contingencies (Note 16) | | |
| Beneficiaries' equity: | | |
| Preferred Shares (shares authorized-20,000,000): | | |
| 7.50% Series C Preferred Shares, \$0.01 par value; issued and outstanding-2,000,000 in 2006 and 2005 | 20 | 20 |
| 7.375% Series D Preferred Shares, \$0.01 par value; issued and outstanding-2,300,000 in 2006 and 2005 | 23 | 23 |
| Common Shares of beneficial interest, \$0.01 par value; shares authorized 200,000,000; issued and outstanding-90,058,533 in 2006 and 56,179,075 in 2005 | 901 | 562 |
| Additional paid-in capital | 2,368,460 | 1,369,913 |
| Cumulative earnings | 399,647 | 413,282 |
| Accumulated other comprehensive income (loss) | 1,038 | (3,169) |
| Cumulative distributions | (800,593) | (675,767) |
| | <u>1,969,496</u> | <u>1,104,864</u> |
| Total beneficiaries' equity | 1,969,496 | 1,104,864 |
| | <u>\$5,651,622</u> | <u>\$2,805,745</u> |
| Total liabilities, minority interest, and beneficiaries' equity | \$5,651,622 | \$2,805,745 |

The accompanying notes are an integral part of these consolidated financial statements.

[Back to Contents](#)**BRANDYWINE REALTY TRUST****CONSOLIDATED STATEMENTS OF OPERATIONS**

(unaudited, in thousands, except share and per share information)

| | For the three-month periods ended September 30, | | For the nine-month periods ended September 30, | |
|--|--|-----------|--|------------|
| | 2006 | 2005 | 2006 | 2005 |
| Revenue: | | | | |
| Rents | \$ 149,374 | \$ 80,288 | \$ 437,913 | \$ 241,207 |
| Tenant reimbursements | 23,802 | 11,710 | 58,203 | 34,716 |
| Other | 8,418 | 3,029 | 17,456 | 11,813 |
| Total revenue | 181,594 | 95,027 | 513,572 | 287,736 |
| Operating Expenses: | | | | |
| Property operating expenses | 53,465 | 26,664 | 149,828 | 83,679 |
| Real estate taxes | 18,220 | 9,744 | 51,203 | 28,763 |
| Depreciation and amortization | 68,277 | 28,230 | 199,275 | 83,983 |
| Administrative expenses | 6,490 | 4,486 | 22,704 | 13,616 |
| Total operating expenses | 146,452 | 69,124 | 423,010 | 210,041 |
| Operating income | 35,142 | 25,903 | 90,562 | 77,695 |
| Other Income (Expense): | | | | |
| Interest income | 2,479 | 304 | 7,702 | 966 |
| Interest expense | (45,402) | (17,762) | (128,869) | (53,366) |
| Equity in income of real estate ventures | 370 | 745 | 1,798 | 2,296 |
| Net gain on sale of interests in real estate | | 4,640 | 2,608 | 4,640 |
| Gain on termination of purchase contract | 3,147 | | 3,147 | |
| Income (loss) before minority interest | (4,264) | 13,830 | (23,052) | 32,231 |
| Minority interest - partners' share of consolidated real estate ventures | 279 | (41) | 560 | (213) |
| Minority interest attributable to continuing operations - LP units | 276 | (401) | 1,267 | (908) |
| Income (loss) from continuing operations | (3,709) | 13,388 | (21,225) | 31,110 |
| Discontinued operations: | | | | |

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| | | | | |
|--|----------|-----------------|----------|----------|
| Income (loss) from discontinued operations | 1,150 | 294 | 5,018 | 941 |
| Net gain on disposition of discontinued operations | 5,188 | 2,196 | 5,188 | 2,196 |
| Minority interest - partners' share of consolidated real estate ventures | (1,857) | | (2,239) | |
| Minority interest attributable to discontinued operations - LP units | (208) | (84) | (376) | (108) |
| | | - related party | (15,254) | (13,563) |
| Net cash used in financing activities | (15,254) | (13,563) | | |
| NET INCREASE (DECREASE) IN CASH | 651 | (25,676) | | |
| Cash at beginning of period | 14,614 | 30,072 | | |
| | \$ | \$ | | |
| Cash at end of period | 15,265 | 4,396 | | |
| SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION | | | | |
| | \$ | \$ | | |
| Cash paid for interest | 8,152 | 8,091 | | |
| NON-CASH INVESTING AND FINANCING ACTIVITIES | | | | |
| | \$ | \$ | | |
| Property and equipment purchased on accounts | - | 38,532 | | |
| | \$ | \$ | | |
| Amortization of increasing dividend rate preferred stock discount | 26,899 | 30,262 | | |

See accompanying notes to the unaudited condensed consolidated financial statements.

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FullNet Communications, Inc. and Subsidiaries

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. UNAUDITED INTERIM FINANCIAL STATEMENTS

The unaudited condensed consolidated financial statements and related notes have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted pursuant to such rules and regulations. The accompanying unaudited condensed consolidated financial statements and related notes should be read in conjunction with the audited consolidated financial statements of the Company and notes thereto for the year ended December 31, 2014.

The information furnished reflects, in the opinion of management, all adjustments, consisting of normal recurring accruals, necessary for a fair presentation of the results of the interim periods presented. Operating results of the interim period are not necessarily indicative of the amounts that will be reported for the year ending December 31, 2015.

2. GOING CONCERN AND MANAGEMENT'S PLANS

At June 30, 2015, current liabilities exceed current assets by \$1,125,980. The Company does not have a line of credit or credit facility to serve as an additional source of liquidity. Historically the Company has relied on shareholder loans as an additional source of funds. These factors raise substantial doubts about the Company's ability to continue as a going concern.

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

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.

3. CONVERTIBLE NOTES PAYABLE RELATED PARTY

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At December 31, 2014 the Company had a secured convertible promissory note from a shareholder with a balance of \$198,363. The interest rate of this note was 6% through December 31, 2014 and is 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 and matures May 31, 2018, at which time the remaining balance of principal and all accrued interest shall be due and payable. This convertible promissory note is secured by all tangible and intangible assets of the Company. 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 six months ended June 30, 2015, the Company made principal and interest payments totaling \$19,804. The secured convertible promissory note had a balance of \$185,313 at June 30, 2015 of which \$39,611 is short-term and \$145,702 is long-term.

At December 31, 2014 the Company had a secured convertible promissory note from a shareholder with a balance of \$47,511. The interest rate of this note is 6%, required monthly installments of interest only through May 31, 2014, then requires monthly installments of \$600 including principal and interest and matures May 31, 2023. This convertible promissory note is secured by certain equipment of the Company. 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 six months ended June 30, 2015, the Company made principal and interest payments totaling \$3,602. The secured convertible promissory note had a balance of \$45,307 at June 30, 2015 of which \$7,200 is short-term and \$38,107 is long-term.

STOCK BASED COMPENSATION

4.

The following table summarizes the Company's employee stock option activity for the six months ended June 30, 2015:

| | Options | Weighted average exercise price | Weighted average remaining contractual life (yrs) | Aggregate intrinsic value |
|--|------------|---------------------------------|---|---------------------------|
| Options outstanding, December 31, 2014 | 3,295,382 | \$ | 8.20 | |
| Options exercisable, December 31, 2014 | 1,933,549 | \$ | 7.84 | \$ |
| Options granted during the period | 177,000 | \$ | 0.025 | 50,788 |
| Options expired during the period | _(3,000) | \$ | 0.043 | |
| Options forfeited during the period | _(155,500) | \$ | 0.080 | |
| | | | 0.040 | |

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| | | | | | |
|------------------------------------|-----------|----|-------|------|--------|
| Options outstanding, June 30, 2015 | 3,313,882 | \$ | | 7.73 | |
| | | | 0.030 | | |
| Options exercisable, June 30, 2015 | 2,051,215 | \$ | | 7.39 | \$ |
| | | | 0.025 | | 54,328 |

During the six months ended June 30, 2015, 177,000 nonqualified employee stock options were granted with exercise prices ranging from \$0.040 to \$0.065 and 149,000 of those options were forfeited. The options were valued using Black-Scholes option pricing model on the respective date of issuance and the fair value of the shares was determined to be \$7,524 of which \$239 was recognized as stock-based compensation expense for the six months ended June 30, 2015. The remaining 28,000 stock options will vest one-third on each annual anniversary date of the grant and will expire ten years from the date of the grant. During the six months ended June 30, 2015, 6,500 employee stock options were forfeited that were related to options granted in prior years.

Stock-based compensation expense for the three and six months ended June 30, 2015 was \$5,719 and \$11,850, respectively.

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 Black-Scholes option pricing model was used with the following weighted-average assumptions for options granted during the six months ended June 30, 2015:

Risk-free interest rate 1.38% - 1.61%

Expected option life 5years

Expected volatility 215% - 218%

Expected dividend yield 0%

5. SERIES A CONVERTIBLE PREFERRED STOCK

On March 31, 2015 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, 2014. As a result, pursuant to the Certificate of Designations, Preferences, and Rights of the Series A Convertible Preferred Stock, each share of the Series A Convertible Preferred Stock shall hereafter be entitled to two votes upon any matter that the holders of the Company's common stock are entitled to vote.

The amortization of the increasing dividend rate preferred stock discount for the three and six months ended June 30, 2015 was \$13,450 and \$26,899, respectively. The amortization of the increasing dividend rate preferred stock discount for the three and six months ended June 30, 2014 was \$15,131 and \$30,262, respectively.

6. PROPERTY AND EQUIPMENT

During the six months ended June 30, 2015, \$13,325 was paid for property and equipment. During the three and six months ended June 30, 2015, \$10,590 and \$18,390 was recorded as depreciation expense.

7. 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 three months ended June 30, 2015.

8. SUBSEQUENT EVENTS

In July 2015, the Company granted 3,000 employee stock options to one employee with an exercise price of \$.050. The stock options shall vest one-third each year starting from July 6, 2016, and shall expire on July 6, 2025.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion is qualified in its entirety by the more detailed information in our 2014 Annual Report on Form 10-K and the financial statements contained therein, including the notes thereto, and our other periodic reports filed with the Securities and Exchange Commission since December 31, 2014 (collectively referred to as the "Disclosure Documents"). Certain forward-looking statements contained in this Report and in the Disclosure Documents regarding our business and prospects are based upon numerous assumptions about future conditions which may ultimately prove to be inaccurate and actual events and results may materially differ from anticipated results described in such statements. Our ability to achieve these results is subject to certain risks and uncertainties, including those inherent risks and uncertainties generally in the Internet service provider and competitive local exchange carrier industries, the impact of competition and pricing, changing market conditions, and other risks. Any forward-looking statements contained in this Report represent our judgment as of the date of this Report. We disclaim, however, any intent or obligation to update these forward-looking statements. As a result, the reader is cautioned not to place undue reliance on these forward-looking statements. References to us in this report include our subsidiaries: FullNet, Inc. ("FullNet"), FullTel, Inc. ("FullTel"), FullWeb, Inc. ("FullWeb") and CallMultiplier, Inc. ("CallMultiplier").

Overview

We are an integrated communications provider offering integrated communications and Internet connectivity to individuals, businesses, organizations, educational institutions and government agencies. Through our subsidiaries, we provide high quality, reliable and scalable Internet access, web hosting, equipment co-location, traditional telephone services as well as advanced voice and data solutions.

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

Company History

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

Our current business strategy is to become a successful integrated communications provider in Oklahoma. We expect to grow through the acquisition of additional customers for our carrier-neutral co-location space and advanced voice and data solutions.

We market our carrier neutral co-location solutions in our network operations center to other competitive local exchange carriers, Internet service providers and web-hosting companies. Our co-location facility is carrier neutral, allowing customers to choose among competitive offerings rather than being restricted to one carrier. Our facility 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 June 30, 2015 FullTel provided us with local telephone access in approximately 232 cities.

Our common stock trades on the OTC QB marketplace under the symbol FULO. While our common stock trades on the OTC QB marketplace, 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.

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Results of Operations

The following table sets forth certain statement of operations data as a percentage of revenues for the three and six months ended June 30, 2015 and 2014:

| | Three Months Ended | | | | Six Months Ended | | | |
|--|---------------------------|----------------|----------------------|----------------|-------------------------|----------------|----------------------|----------------|
| | June 30, 2015 | | June 30, 2014 | | June 30, 2015 | | June 30, 2014 | |
| | Amount | Percent | Amount | Percent | Amount | Percent | Amount | Percent |
| Revenues: | | | | | | | | |
| | \$ | | \$ | | \$ | | \$ | |
| Access service revenues | 19,082 | 4.1% | 19,279 | 4.2% | 39,365 | 4.3% | 43,068 | 4.9% |
| Co-location and other revenues | 449,279 | 95.9 | 438,454 | 95.8 | 878,152 | 95.7 | 838,442 | 95.1 |
| Total revenues | 468,361 | 100.0 | 457,733 | 100.0 | 917,517 | 100.0 | 881,510 | 100.0 |
| Cost of access service revenues | 21,401 | 4.6 | 22,503 | 4.9 | 42,894 | 4.7 | 49,717 | 5.7 |
| Cost of co-location and other revenues | 76,216 | 16.3 | 88,978 | 19.4 | 148,998 | 16.2 | 174,395 | 19.8 |
| Selling, general and administrative expenses | 397,256 | 84.8 | 356,300 | 77.9 | 759,448 | 82.8 | 701,994 | 79.6 |
| Depreciation and amortization | 10,990 | 2.3 | 10,915 | 2.4 | 19,189 | 2.1 | 18,830 | 2.1 |
| Total operating costs and expenses | 505,863 | 108.0 | 478,696 | 104.6 | 970,529 | 105.8 | 944,936 | 107.2 |
| Loss from operations | (37,502) | (8.0) | (20,963) | (4.6) | (53,012) | (5.8) | (63,426) | (7.2) |
| Interest expense | (4,011) | (0.9) | (3,996) | (0.9) | (8,152) | (0.9) | (8,091) | (0.9) |
| | \$ | | \$ | | \$ | | \$ | |
| Net loss | (41,513) | (8.9)% | (24,959) | (5.5)% | (61,164) | (6.7)% | (71,517) | (8.1)% |
| Preferred stock dividends | (13,450) | (2.9) | (15,131) | (3.3) | (26,899) | (2.9) | (30,262) | (3.4) |
| | \$ | | \$ | | \$ | | \$ | |
| Net loss available to common stockholders | (54,963) | (11.7)% | (40,090) | (8.8)% | (88,063) | (9.6)% | (101,779) | (11.5)% |

Three Months Ended June 30, 2015 (the "2015 2nd Quarter") Compared to Three Months Ended June 30, 2014 (the "2014 2nd Quarter")

Revenues

Access service revenues remained relatively the same at \$19,082 for the 2015 2nd Quarter compared to \$19,279 for the same period in 2014.

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Co-location and other revenues increased \$10,825 or 2.5% to \$449,279 for the 2015 2nd Quarter from \$438,454 for the same period in 2014. This increase was primarily attributable to the net addition of new customers and the sale of additional services to existing customers.

Operating Costs and Expenses

Cost of access service decreased \$1,102 or 4.9% to \$21,401 for the 2015 2nd Quarter from \$22,503 for the same period in 2014. This decrease was primarily due to reductions in costs of servicing access customers. Cost of access service revenues as a percentage of access service revenues decreased to 112.2% during the 2015 2nd Quarter, compared to 116.7% during the same period in 2014.

Cost of co-location and other revenues decreased \$12,762 or 14.3% to \$76,216 for the 2015 2nd Quarter from \$88,978 for the same period in 2014. This decrease was primarily related to reductions in costs of servicing our traditional phone service

customers due to a reduction in the number of customers utilizing that service. Cost of co-location and other revenues as a percentage of co-location and other revenues decreased to 17.0% during the 2015 2nd Quarter, compared to 20.3% during the same period in 2014.

Selling, general and administrative expenses increased \$40,956 or 11.5% to \$397,256 for the 2015 2nd Quarter compared to \$356,300 for the same period in 2014. 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 2nd Quarter. There were increases in agent commissions, advertising, bank fees, property tax and bad debt expense of \$10,482, \$6,798, \$1,684, \$1,797 and \$3,976, respectively. These increases were offset by decreases in employee costs and professional services of \$6,228 and \$11,040, respectively. Selling, general and administrative expenses as a percentage of total revenues increased to 84.8% during the 2015 2nd Quarter from 77.9% during the same period in 2014.

Depreciation and amortization expense remained relatively the same at \$10,990 for the 2015 2nd Quarter compared to \$10,915 for the same period in 2014.

Interest Expense

Interest expense remained relatively the same at \$4,011 for the 2015 2nd Quarter compared to \$3,996 for the same period in 2014.

Six Months Ended June 30, 2015 (the "2015 Period") Compared to Six Months Ended June 30, 2014 (the "2014 Period")

Revenues

Access service revenues decreased \$3,703 or 8.6% to \$39,365 for the 2015 Period from \$43,068 for the 2014 Period primarily due to a decline in the number of customers.

Co-location and other revenues increased \$39,710 or 4.7% to \$878,152 for the 2015 Period from \$838,442 for the 2014 Period. This increase was primarily attributable to the net addition of new customers and the sale of additional services to existing customers.

Operating Costs and Expenses

Cost of access service revenues decreased \$6,823 or 13.7% to \$42,894 for the 2015 Period from \$49,717 for the 2014 Period. 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 decreased to 109.0% during the 2015 Period, compared to 115.4% during the 2014 Period.

Cost of co-location and other revenues decreased \$25,397 or 14.6% to \$148,998 for the 2015 Period from \$174,395 for the 2014 Period. This decrease was primarily related to reductions in costs of servicing our 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 our advanced voice and data solutions customers due to an increase in the number of customers utilizing those services.

of co-location and other revenues as a percentage of co-location and other revenues decreased to 17.0% during the 2015 Period compared to 20.8% during the 2014 Period.

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Selling, general and administrative expenses increased \$57,454 or 8.2% to \$759,448 for the 2015 Period compared to \$701,994 for the 2014 Period. 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. There were increases in agent commissions, advertising, property tax and bad debt expense of \$11,903, \$17,362, \$5,224 and \$5,556, respectively. These increases were offset by decreases in employee costs of \$14,447. Selling, general and administrative expenses as a percentage of total revenues increased to 82.8% during the 2015 Period from 79.6% during the 2014 Period.

Depreciation and amortization expense remained relatively the same at \$19,189 for the 2015 Period compared to \$18,830 for the same period in 2014.

Interest Expense

Interest expense remained relatively the same at \$8,152 for the 2015 Period compared to \$8,091 for the 2014 Period.

Liquidity and Capital Resources

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As of June 30, 2015, we had \$15,265 in cash and \$1,171,329 in current liabilities, including \$353,223 of deferred revenues that will not require settlement in cash.

At June 30, 2015 and December 31, 2014, we had working capital deficits of \$1,125,980 and \$1,067,276, respectively. We do not have a line of credit or credit facility to serve as an additional source of liquidity. Historically we have relied on shareholder loans as an additional source of funds.

As of June 30, 2015, of the \$232,245 we owed to our trade creditors \$194,806 was past due. We have no formal agreements regarding payment of these amounts.

Cash flow for the six-month periods ended June 30, 2015 and 2014 consist of the following.

| | For the Six-Month Periods Ended | |
|---|---------------------------------|----------|
| | June 30, | |
| | 2015 | 2014 |
| | \$ | \$ |
| Net cash flows provided by operations | 29,230 | 44,153 |
| Net cash flows used in investing activities | (13,325) | (56,266) |
| Net cash flows used in financing activities | (15,254) | (13,563) |

Cash used for the purchase of property and equipment was \$13,325 and \$56,266, respectively, for the six months ended June 30, 2015 and 2014.

Cash used for principal payments on notes payable was \$15,254 and \$13,563, respectively, for the six months ended June 30, 2015 and 2014.

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

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

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

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

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

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

On March 31, 2015 our board of directors made the determination that it was in the best interest of the Company and its stockholders to conserve our working capital at this time and not make the annual dividend payment for the year ending December

31, 2014. As a result, pursuant to the Certificate of Designations, Preferences, and Rights of the Series A Convertible Preferred Stock, each share of the Series A Convertible Preferred Stock shall hereafter be entitled to two votes upon any matter that the holders of our common stock are entitled to vote.

Financing Activities

We have a secured convertible promissory note from a shareholder which requires monthly installments of \$3,301 including principal and interest and is secured by all of our tangible and intangible assets. At June 30, 2015, the outstanding principal and accrued interest of the secured convertible promissory note was \$185,313.

We have a secured convertible promissory note from a shareholder which requires monthly installments of interest only through May 31, 2014 then monthly installments of \$600 including principal and interest. This note is secured by certain equipment. At June 30, 2015, the outstanding principal and accrued interest of the secured convertible promissory note was \$45,307.

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Critical Accounting Policies and Estimates

The preparation of our financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions that affect certain reported amounts and disclosures. In applying our accounting principles, we must often make individual estimates and assumptions regarding expected outcomes or uncertainties. As might be expected, the actual results or outcomes are generally different than the estimated or assumed amounts. These differences are usually minor and are included in our consolidated financial statements as soon as they are known. Our estimates, judgments and assumptions are continually evaluated based on available information and experience. Because of the use of estimates inherent in the financial reporting process, actual results could differ from those estimates.

We periodically review the carrying value of our property and equipment whenever business conditions or events indicate that those assets may be impaired. If the estimated future undiscounted cash flows to be generated by the property and equipment are less than the carrying value of the assets, the assets are written down to fair market value and a charge is recorded to current operations. Significant and unanticipated changes in circumstances, including significant adverse changes in business climate, adverse actions by regulators, unanticipated competition, loss of key customers and/or changes in technology or markets, could require a provision for impairment in a future period.

We review loss contingencies and evaluate the events and circumstances related to these contingencies. We disclose material loss contingencies that are possible or probable, but cannot be estimated. For loss contingencies that are both estimable and probable the loss contingency is accrued and expense is recognized in the financial statements.

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

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a smaller reporting company, we are not required and have not elected to report any information under this item.

Item 4. Controls and Procedures

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 and principal financial officer evaluated the effectiveness of disclosure controls and procedures as of June 30, 2015 pursuant to Rule 13a-15(b) under the Exchange Act. Based upon that evaluation, our CEO and CFO concluded that our disclosure controls and procedures are 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 and CFO, as appropriate, to allow timely decisions regarding required disclosure.

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.

Changes in Internal Control over Financial Reporting

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 II—OTHER INFORMATION**Item 1. Legal Proceedings**

As a provider of telecommunications, we are affected by regulatory proceedings in the ordinary course of our business at the state and federal levels. These include proceedings before both the Federal Communications Commission and the Oklahoma Corporation Commission (“OCC”). In addition, in our operations we rely on obtaining many of our underlying telecommunications services and/or facilities from incumbent local exchange carriers or other carriers pursuant to interconnection or other agreements or arrangements. In January 2007, we concluded a regulatory proceeding pursuant to the Federal Telecommunications Act of 1996 before the OCC relating to the terms of our interconnection agreement with Southwestern Bell Telephone, L.P. d/b/a AT&T, which succeeds a prior interconnection agreement. The OCC approved this agreement in May 2007. This agreement may be affected by regulatory proceedings at the federal and state levels, with possible adverse impacts on us. We are unable to accurately predict the outcomes of such regulatory proceedings at this time, but an unfavorable outcome could have a material adverse effect on our business, financial condition or results of operations.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

During the six months ended June 30, 2015, we issued 177,000 nonqualified employee stock options with exercise prices ranging from \$.040 to \$.065. Of these options 149,000 were forfeited. The remaining 28,000 stock options will vest one-third on each annual anniversary date of the grant and will expire ten years from the date of the grant. We do not have a written employee stock option plan. In connection with the issuance of these common stock options, no underwriting discounts or commissions were paid or will be paid. The common stock options were issued without registration under the Securities Act of 1933, as amended, in reliance on the registration exemption afforded by Regulation D and more specifically Rule 506 of Regulation D.

Item 5. Other Information

During the three months ended June 30, 2015 all events reportable on Form 8-K were reported.

Item 6. Exhibits

(a) The following exhibits are either filed as part of or are incorporated by reference in this Report:

| <i>Exhibit Number</i> | <i>Exhibit</i> | |
|---------------------------|---|---|
| 3.1 | Certificate of Incorporation, as amended (filed as Exhibit 2.1 to Registrant’s Registration Statement on Form 10-SB, file number 000-27031 and incorporated herein by reference). | # |
| 3.2 | Bylaws (filed as Exhibit 2.2 to Registrant’s Registration Statement on Form 10-SB, file number 000-27031 and incorporated herein by reference) | # |
| 3.3 | Amended and Restated Certificate of Incorporation of FullNet Communications, Inc. | # |

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- 4.1 Specimen Certificate of Registrant's Common Stock (filed as Exhibit 4.1 to the Company's Form 10-KSB for the fiscal year ended December 31, 1999, and incorporated herein by reference). #
- 4.2 Certificate of Correction to the Amended Certificate of Incorporation and the Ninth Section of the Certificate of Incorporation (filed as Exhibit 2.1 to Registrant's Registration Statement on form 10-SB, file number 000-27031 and incorporated by reference). #
- 4.3 Certificate of Correction to Articles II and V of Registrant's Bylaws (filed as Exhibit 2.1 to Registrant's Registration Statement on Form 10-SB, file number 000-27031 and incorporated herein by reference). #

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| <i>Exhibit Number</i> | <i>Exhibit</i> | |
|---------------------------|---|---|
| 4.18 | Certificate of Designations, Preferences, and Rights of Series A Convertible Preferred Stock of FullNet Communications, Inc. | # |
| 10.1 | Financial Advisory Services Agreement between the Company and National Securities Corporation, dated September 17, 1999 (filed as Exhibit 10.1 to Registrant's Form 10-KSB for the fiscal year ended December 31, 1999, and incorporated herein by reference). | # |
| 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). | # |
| 10.5 | Registrar Accreditation Agreement effective February 8, 2000, by and between Internet Corporation for Assigned Names and Numbers and FullWeb, Inc. d/b/a FullNic f/k/a Animus Communications, Inc. (filed as Exhibit 10.1 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended March 31, 2000 and incorporated herein by reference). | # |
| 10.8 | Amendment to Financial Advisory Services Agreement between Registrant and National Securities Corporation, dated April 21, 2000 (filed as Exhibit 10.3 to Registrant's Quarterly Report on Form 10-QSB for the Quarter ended June 30, 2000 and incorporated herein by reference). | # |
| 10.31 | Placement Agency Agreement dated November 8, 2000 between FullNet Communications, Inc. and National Securities Corporation (filed as Exhibit 10.31 to Registrant's Form 10-KSB for the fiscal year ended December 31, 2000). | # |
| 10.40 | Employment Agreement with Timothy J. Kilkenny dated July 31, 2002 | # |
| 10.41 | Employment Agreement with Roger P. Baresel dated July 31, 2002 | # |
| 10.45 | Secured Promissory Note and Security Agreement dated December 30, 2009, issued to High Capital Funding, LLC | # |
| 10.46 | Employment Agreement with Jason Ayers dated January 1, 2011 | # |
| 10.47 | Form 8-K dated May 9, 2013 reporting expansion of the Board of Directors and the election of Jason C. Ayers to the Board of Directors | # |
| 10.48 | | # |

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Schedule 14C Definitive Information Statement dated May 15, 2013 reporting Notice of Action by Written Consent of Shareholders

- | | | |
|-------|--|---|
| 10.49 | Form 8-K dated June 3, 2013 reporting the Shareholder Consent to Action in Lieu of a Meeting approving the Amendment and Restatement of the Company's Certificate of Incorporation, the re-election of the Board of Directors, the authorization of Series A Convertible Preferred Stock, the authorization of the Exchange Offer and the issuance of Series A Convertible Preferred Stock | # |
| 10.50 | Form of Exchange Offer Acceptance Agreement | # |

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| <i>Exhibit Number</i> | <i>Exhibit</i> | |
|---------------------------|---|----|
| 10.51 | Secured Exchange Promissory Note and Security Agreement dated May 31, 2013, issued to High Capital Funding, LLC | # |
| 10.52 | Secured Exchange Promissory Note and Security Agreement dated May 31, 2013, issued to High Capital Funding, LLC | # |
| 22.1 | Subsidiaries of the Registrant | # |
| 31.1 | Certification pursuant to Rules 13a-14(a) and 15d-14(a) of Timothy J. Kilkenny | * |
| 31.2 | Certification pursuant to Rules 13a-14(a) and 15d-14(a) of Roger P. Baresel | * |
| 32.1 | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Timothy J. Kilkenny | * |
| 32.2 | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Roger P. Baresel | * |
| 101.INS | XBRL Instance Document | ** |
| 101.SCH | XBRL Taxonomy Extension Schema Document | ** |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document | ** |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document | ** |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document | ** |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document | ** |

Incorporated by reference.

* Filed herewith.

** In accordance with Rule 406T of Regulation S-T, the XBRL (Extensible Business Reporting Language) related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be part of any

registration statement or other document filed under the Securities Act or the Exchange Act, except to the extent expressly set forth by specific reference in such filing.

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EXHIBIT 31.1

CERTIFICATIONS

I, Timothy J. Kilkenny, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the period ended June 30, 2015 of FullNet Communications, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2015

/s/ Timothy J. Kilkenny

Chief Executive Officer

EXHIBIT 31.2

CERTIFICATIONS

I, Roger P. Baresel, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the period ended June 30, 2015 of FullNet Communications, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2015

/s/ Roger P. Baresel,

President and Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. §1350 (as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002), I, the undersigned Chief Executive Officer of FullNet Communications, Inc. (the “Company”), hereby certify that, to the best of my knowledge, the Quarterly Report on Form 10-Q of the Company for the period ended June 30, 2015 (the “Report”) fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 14, 2015

/s/ Timothy J. Kilkenny,
Chief Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. §1350 (as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002), I, the undersigned President and Chief Financial and Accounting Officer of FullNet Communications, Inc. (the “Company”), hereby certify that, to the best of my knowledge, the Quarterly Report on Form 10-Q of the Company for the period ended June 30, 2015 (the “Report”) fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 14, 2015

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