

Pursuant to Section 214 of the Communications Act of 1934, as amended,¹ and Section 63.04 of the Commission's Rules,² Slaphey Telephone, Inc., an Alabama corporation ("Slaphey Telephone") and Slaphey Communications, LLC, a Texas limited liability company ("Slaphey Communications"), together with BMP Slaphey Holdco, LLC, a Texas limited liability company ("BMP Holdco") and Baymark Partners, LP, a Texas limited partnership ("Baymark Partners") and, together with Slaphey Telephone, Slaphey Communications and BMP Holdco (collectively, "Applicants"), respectfully submit this application for the approval of a transaction under which Slaphey Telephone will sell certain of its regulated assets to Slaphey Communications, a wholly-owned subsidiary of BMP Holdco, an affiliate of Baymark Partners.

I. ANSWER TO QUESTION 10

A. Slaphey Telephone (Assignor)

Slaphey Telephone, FCC Registration Number ("FRN") 0011434420, is a corporation organized under the laws of and headquartered in Alabama. Slaphey Telephone holds blanket section 214 authority to provide domestic telecommunications services and an international section 214 authorization for global facilities-based and resold services under File No. ITC-214-20040915-00366.

Slaphey Telephone is certificated as a competitive local exchange carrier by the Alabama Public Utilities Commission. The company offers a range of services throughout the state of Alabama, including voice, data, networking, and Internet services.

Slaphey Telephone may be contacted at the following address and telephone number:

Slaphey Telephone, Inc.
4260 Cahaba Heights Court
Birmingham, Alabama 35343
Phone: (205) 970-4209

¹ 47 U.S.C. § 214.

² 47 C.F.R. § 63.04.

² 47 C.F.R. § 63.04.

B. Slappey Communications (Assignee)

Slappey Communications is a limited liability company organized under the laws of Texas. The company is registered with the FCC under FRN No. 0028495364.

Slappey Communications is a wholly-owned subsidiary of BMP Holdco, which is an affiliate of Baymark Partners.

Slappey Communications may be contacted at the following address and telephone number:

Slappey Communications
4260 Cahaba Heights Court
Suite 100
Birmingham, Alabama 35343
Telephone: (205) 970-4209

C. BMP Holdco / Baymark Partners (Assignees)

BMP Holdco is a limited liability company organized under the state laws of Texas. BMP Holdco is owned by certain owners of Slappey Telephone and investment funds affiliated with Baymark Partners.

Baymark Partners is a Dallas, Texas-based growth-oriented private equity firm that invests in middle market service, distribution, manufacturing and tech-enabled companies. Among other services and expertise, Baymark Partners provides owners with liquidity and companies with resources to accelerate their growth.

D. Point of Contact Information

Correspondence concerning this Application should be sent to:

If to Slappey Telephone, Inc.:

Slappey Communications, LLC
2476 Altadena Road
Vestavia Hills, AL 35243
Attn: William J. Slappey, IV
Email: will.slappey@slappey.com

with a copy to:

Sirote & Permutt, P.C.
2311 Highland Avenue South
Birmingham, AL 35205
Attn: Todd Carlisle
Email: tcarlisle@sirote.com

**If to BMP Slappey, Baymark Partners
and/or Slappey Communications:**

Granite Park II
5700 Granite Parkway, Ste. 435
Plano, TX 75024
Attn: David Hook
Email: dhook@baymarkpartners.com

with a copy to:

Hallett & Perrin, P.C.
1445 Ross Avenue, Suite 2400
Dallas, TX 75202
Attention: Julie Smith
Email: jsmith@hallettperrin.com

II. ANSWER TO QUESTION 11

The following information is provided for any person or entity that owns a 10% or greater equity interest in Slappey Telephone:

Name	Address	Citizenship	Principal Business	% Equity
William J. Slappey, III	2476 Altadena Rd. Vestavia Hills, AL 35243	U.S.A.	Voice, data and Internet services	82%

The following information is provided for any person or entity that owns a 10% or greater equity interest in Slappey Communications:

Name	Address	Citizenship	Principal Business	% Equity
BMP Slappey Holdco, LLC	Granite Park II 5700 Granite Pkwy. Suite 435 Plano, TX 75024	U.S.A	Investing/ Lending	100%

The following information is provided for any person or entity that owns a 10% or greater equity interest in BMP Holdco:

Name	Address	Citizenship	Principal Business	% Equity
BMP Slappey Investment, LP	Granite Park II 5700 Granite Pkwy. Suite 435 Plano, TX 75024	U.S.A	Investing/ Lending	51.4%
BMP Slappey Common, LLC	Granite Park II 5700 Granite Pkwy. Suite 435 Plano, TX 75024	U.S.A.	Investing/ Lending	15%
Novus Method, LLC	3006 Asbury Park Pl. Vestavia Hills, AL 35243	U.S.A.	Investing	13%
Argonian, LLC	2920 Lewis St. Vestavia Hills, AL 35243	U.S.A.	Investing	12%

III. ANSWER TO QUESTION 13

The transaction involves repayment of various items of indebtedness by Slappey Telephone and the sale of assets by Slappey Telephone to Slappey Communications. William J. Slappey, III, William J. Slappey, IV, and Wesley J. Slappey are the sole record and beneficial owners of all issued and outstanding equity interests of Slappey Telephone.

Upon closing the transaction, William J. Slappey, IV and Wesley J. Slappey will become employees of Slappey Communications. It is also anticipated that William J. Slappey, III, will become an independent contractor of Slappey Communications on or shortly after closing of the transaction. All other existing employees of Slappey Telephone will be offered employment with Slappey Communications.

Pursuant to the terms of the transaction, Slappey Communications will acquire certain of the assets of Slappey Telephone. The assets will be held by Slappey Communications, which is a wholly-owned subsidiary of Baymark Partners.

The transaction is expected to close as soon as possible, subject to regulatory approval.

IV. ANSWER TO QUESTION 20

The Applicants request streamlined treatment of this Application pursuant to section 63.03 of the Commission's Rules.³ This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules on the basis that: (1) the proposed transaction will not result in the Applicants (including their affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of greater than ten (10) percent; (2) the Applicants (including their affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.⁴

The proposed transaction will serve the public interest. Under new ownership, Slappey Communications will continue to provide high-quality telecommunications services to its U.S. business and enterprise customers while gaining access to the additional financial resources and the operational expertise of Baymark Partners. With the strong financial backing of Baymark Partners, it is anticipated that the transfer of control will bolster Slappey Communications' ability to provide innovative enterprise services and enable the company to become a stronger competitor.

The improved financial environment resulting from the proposed transaction will help ensure a continued high level of service to existing and new customers. Slappey Communications will continue to be operated by highly experienced, well-qualified management, operating and technical personnel.

In addition, the transaction will not result in a change in services, rates, terms or conditions for customers. The transaction therefore will be seamless and transparent to customers. Future changes in rates, terms and conditions of service, if any, will be undertaken pursuant to applicable law and contract provisions.

³ 47 U.S.C. § 63.03.

⁴ *Id* § 63.03(b)(1)-(3).

V. ADDITIONAL INFORMATION REQUIRED BY SECTION 63.04

Pursuant to 63.04(d), and in accordance with the requirements of 63.18, the Applicants hereby certify that:

- no party to this application is subject to a denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988;⁵
- there are no other Commission applications related to this transaction;⁶
- the Applicants are not requesting special consideration because either party or its subsidiaries and affiliates to the transaction are facing imminent business failure;⁷
- there are no separately filed waiver requests are being sought in conjunction with this transaction.⁸

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⁵ 47 C.F.R. § 63.18(a)(6).

⁶ *Id.* § 63.04(a)(9).

⁷ *Id.* § 63.04(a)(10).

⁸ *Id.* § 63.04(a)(11).