

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of )  
)  
**CPC Engle Holdings, Inc.,** )  
Transferor, )  
)  
and ) WC Docket No. \_\_\_\_\_  
)  
**Combined Public Communications** ) IB File No. \_\_\_\_\_  
**Employee Stock Ownership Trust,** )  
Transferee, )  
)  
Joint Application for Consent to Transfer )  
Control of **Combined Public** )  
**Communications, LLC** Pursuant to Section )  
214 of the Communications Act of 1934, As )  
Amended )

**JOINT APPLICATION FOR CONSENT TO TRANSFER CONTROL OF  
DOMESTIC AND INTERNATIONAL SECTION 214 AUTHORIZATIONS**

Pursuant to Section 214 of the Communications Act of 1934, as amended (“Communications Act”)<sup>1</sup> and Sections 63.04, 63.18, and 63.24 of the Commission’s rules,<sup>2</sup> CPC Engle Holdings, Inc. (“CPC Engle” or the “Transferor”) and the Combined Public Communications Employee Stock Ownership Trust (the “CPC ESOP Trust” or “Transferee,” and together with the Transferor, the “Applicants”) file this application (“Joint Application”) to request Commission consent to transfer control of Combined Public Communications, LLC (“Combined Public” or “Licensee”) from CPC Engle to the CPC ESOP Trust (the “Transaction”). The CPC ESOP Trust is the legal entity through which the Combined Public

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<sup>1</sup> 47 U.S.C. § 214.

<sup>2</sup> 47 C.F.R. §§ 63.04, 63.18, and 63.24.

Communications Employee Stock Ownership Plan (“CPC ESOP Plan,” and, collectively with the CPC ESOP Trust, “CPC ESOP”) will implement the indirect transfer of ownership of Combined Public from CPC Engle to the CPC ESOP Trust. The CPC ESOP Trust is beneficially owned by the eligible employees of Combined Public as participants in the CPC ESOP, and it is controlled by Michael S. Miller, who serves as trustee of the CPC ESOP Trust (“Trustee”) pursuant to the terms of the CPC ESOP Plan. Combined Public holds blanket domestic Section 214 authority and an international Section 214 authorization issued by the Commission.

As further described below, the Transaction will serve the public interest by ensuring that Combined Public is able to continue to provide high-quality inmate calling services (“ICS”) to its current correctional facility customers, inmates, and their friends and families, and to expand the reach of its business to enhance competition in the ICS marketplace. Moreover, by providing Combined Public’s employees with beneficial ownership of the company, the Transaction will increase their financial stake in the success of Combined Public and thereby provide an incentive for the employees to ensure that the company becomes an even stronger competitor. Because Combined Public ultimately is being acquired by its employees, the Transaction will not reduce the number of competitors that participate in the ICS market nationally or in any region, or have any other adverse impact on ICS competition. In addition, the Transaction will be transparent to Combined Public’s customers and vendors.

Pursuant to Section 63.04(b), this Joint Application is being filed concurrently with the Wireline Competition Bureau and International Bureau. The Applicants also request streamlined processing of the Joint Application pursuant to Sections 63.03(b) and 63.12 of the Commission’s rules.<sup>3</sup>

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<sup>3</sup> 47 C.F.R. §§ 63.03(b), 63.12.

## **I. DESCRIPTION OF THE PARTIES**

### **A. Combined Public Communications, LLC**

Combined Public is a Delaware limited liability company with its principal place of business located at 100 Aqua Drive, Cold Spring, Kentucky 41076.<sup>4</sup> Since 2000, Combined Public has partnered with corrections professionals to provide reliable and cost-effective ICS and other communications technologies, as well as certain non-communications services such as commissary services, in over 250 state, county, and municipal correctional institutions. Combined Public is committed to providing industry-leading customer service to inmates and their friends and family members using innovative technologies and personalized solutions. Combined Public currently provides ICS in the following states: Alabama, Arizona, Colorado, Florida, Georgia,<sup>5</sup> Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Missouri, Nebraska, Nevada, New Mexico, North Carolina, Ohio, Oregon, South Carolina, Tennessee, and Washington state. Combined Public holds state telecommunications authorizations in each of these states, as well as in Arkansas, California,<sup>6</sup> Florida, Illinois, Louisiana, Mississippi, Montana, New York, Ohio, Oklahoma, Pennsylvania, Rhode Island, South Dakota, Utah, Virginia, West Virginia, Wisconsin, and Wyoming. Combined Public is not affiliated with any other ICS or telecommunications service provider.<sup>7</sup>

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<sup>4</sup> See Leading Communication Tools That Speak for Themselves, Combined Public Communications, at <https://cpcjail.com/>.

<sup>5</sup> Combined Public has a wholly owned subsidiary, Bealls Communications Group, LLC, which is authorized to provide ICS and payphone services in Georgia but is not currently providing intrastate or interstate telecommunications services in any state.

<sup>6</sup> Concurrently with filing the instant application with the Commission, Combined Public is filing an application with the California Public Utility Commission seeking approval for Combined Public to relinquish its California telecommunications authorization.

<sup>7</sup> Combined Public does not receive support from the federal or any state Universal Service Fund, including the federal High Cost Program.

Combined Public holds blanket domestic Section 214 authority and international Section 214 authority to provide global resold telecommunications services between the United States and international points (FCC File No. ITC-214-20101119-00450).

**B. CPC Engle Holdings, Inc.**

CPC Engle is a Delaware corporation with its principal place of business located at 100 Aqua Drive, Cold Spring, Kentucky 41076. Cathleen Engle, a U.S. citizen and a founder of Combined Public, holds 100 percent of the voting and equity ownership interests in CPC Engle. Her address is 100 Aqua Drive, Cold Spring, Kentucky 41076. CPC Engle holds 95.5 percent of CPC Holding's common voting shares and 88.3 percent of the company's equity.<sup>8</sup> CPC Holding is a Delaware corporation with its principal place of business located at 100 Aqua Drive, Cold Spring, Kentucky 41076. CPC Holding, in turn, holds 100% of the voting and equity ownership interest in Client Telephone Solutions, LLC ("CTS"), a Delaware limited liability company with its principal place of business located at 100 Aqua Drive, Cold Spring, Kentucky 41076. CTS holds 100 percent of the voting and equity ownership interests in Combined Public. CPC Engle, CPC Holding, and CTS are holding companies. No other entity or individual holds a direct or indirect voting or equity interest in CPC Engle, CPC Holding, CTS, or Combined Public of 10 percent or more.

A diagram depicting the current, pre-closing ownership of Combined Public is provided in Exhibit A.

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<sup>8</sup> In addition to common voting shares, CPC Holding also issued a limited amount of non-voting preferred stock to third-party investors, none of which hold a 10 percent or greater direct or indirect equity or voting interest in CPC Holding, CTS, or Combined Public. Relative to CPC Engle's voting interest in CPC Holding held through CPC Engle's voting common stock in CPC Holding, CPC Holding's issuance of preferred stock slightly dilutes the aggregate equity interest in CPC Holding held by CPC Engle.

### **C. Combined Public Communications Employee Stock Ownership Trust and Plan**

The CPC ESOP Trust was established under Kentucky law effective January 1, 2021 as legal entity through which the eligible employees<sup>9</sup> of Combined Public will obtain beneficial ownership of the company through the CPC ESOP. The address for the CPC ESOP Trust and the CPC ESOP is P.O. Box 88208, Atlanta, Georgia 30356. The CPC ESOP is a qualified employee benefit plan under Section 401(a) of the Internal Revenue Code (“Code”)<sup>10</sup> and an employee stock ownership plan within the meaning of Section 4975(e)(7) of the Code and Section 407(d)(6) of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).<sup>11</sup> The CPC ESOP will be operated in compliance with the applicable provisions of the Code and ERISA.<sup>12</sup> These statutes require the CPC ESOP to acquire Combined Public on terms that are no less favorable than those that would apply in an arm’s-length transaction. Specifically, under the Code and ERISA, the CPC ESOP may not pay a purchase price for Combined Public that is greater than Combined Public’s fair market value as determined by the Trustee in reliance upon an updated and recent valuation report prepared by an independent appraiser.<sup>13</sup>

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<sup>9</sup> To be eligible to participate in the CPC ESOP, a Combined Public employee is required to have completed one year of employment and have attained age 21.

<sup>10</sup> 26 U.S.C. § 401.

<sup>11</sup> 26 U.S.C. § 4975(e)(7).

<sup>12</sup> 29 U.S.C. Chapter 18.

<sup>13</sup> As part of his fiduciary obligations to ensure that the CPC ESOP pays no more than adequate consideration or fair market value for Combined Public, the Trustee has retained the McLean, Virginia office of Stout Risius Ross, LLC (“SRR”), a global investment bank and advisory firm specializing in corporate finance, valuation, financial disputes, and investigations, to provide an opinion on behalf of the CPC ESOP. Specifically, SRR has provided an opinion concluding, *inter alia*, that the purchase price to be paid by the CPC ESOP represents “adequate consideration” or “fair market value” for such shares and that the terms and conditions of the

As the Trustee of the CPC ESOP Trust, Mr. Miller exercises independent discretionary judgment consistent with the requirements of ERISA in connection with the proposed acquisition and, thereafter, with respect to the custody and disposition of CPC ESOP Trust assets post-consummation. Mr. Miller is a U.S. citizen and his address is P.O. Box 88208, Atlanta, Georgia 30356. Under the Code and ERISA, the Transaction must be approved by the Trustee, which has occurred.<sup>14</sup> Following consummation of the Transaction, the Trustee maintains a fiduciary obligation to hold and vote the stock held by the CPC ESOP Trust solely in accordance with the interest of the employee-participants of the CPC ESOP.<sup>15</sup> The Trustee's fiduciary responsibility to the participants in the CPC ESOP is to protect the assets of the CPC ESOP Trust (i.e., its ownership interests in Combined Public) for the sole and exclusive purpose of providing retirement benefits to the beneficiaries of the CPC ESOP (i.e., the Combined Public employee-participants in the CPC ESOP) in strict accordance with the governing documents of the CPC ESOP. The Trustee's fiduciary responsibilities are defined by ERISA, and he is personally liable for breaches of those fiduciary responsibilities.

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Transaction, taken as a whole, are fair to participants in the CPC ESOP from a financial standpoint.

<sup>14</sup> Mr. Miller has reviewed the terms of the Transaction and, partially in reliance upon the valuation report prepared by SRR, has concluded that the purchase price for the acquisition by the CPC ESOP of Combined Public (through CPC Holding) is not in excess of fair market value and is in the best interests of the CPC ESOP's participant beneficiaries as required by ERISA. *See supra* note 13.

<sup>15</sup> The Trustee generally will not be involved in the day-to-day operations and strategic direction of Combined Public, which will remain with the company's board of directors and management team. However, the Trustee directs the voting of the CPC ESOP's shares to select the board of directors, and the board of directors exercises oversight of the company's management. The Trustee also is responsible to monitor the board and management team to ensure they use a duty of care and act in the interests of the CPC ESOP.

No employee-participant of the CPC ESOP, or any other entity or individual (other than the CPC ESOP) will hold a 10 percent or greater direct or indirect voting or equity interest in CPC Holding, CTS, or Combined Public. In addition, the CPC ESOP, CPC Holding, CTS, and the Trustee do not hold a 10 percent or greater direct or indirect ownership interest in any other ICS provider or other telecommunications service provider.

A diagram depicting the post-closing ownership of Combined Public, including the CPC ESOP Trust, is provided in Exhibit A.

## **II. DESCRIPTION OF THE TRANSACTION**

On September 2, 2021, the CPC ESOP Trust, on the one hand, and, on the other hand, CPC Engle and the other, minority indirect interest holders of Combined Public entered into an Agreement to Purchase Shares pursuant to which the CPC ESOP Trust agreed to purchase all of the shares of the common stock of CPC Holding and thereby acquire indirect control of Combined Public. Following consummation of the Transaction, CPC Holding will be directly and wholly owned by the CPC ESOP Trust. Consummation of the Transaction is conditioned on, among other things, prior approval by the Commission and by each state public utility commission for which prior approval is required under applicable state law.<sup>16</sup>

## **III. PUBLIC INTEREST STATEMENT**

The Transaction will serve the public interest. The change in ultimate control of Combined Public from the Transferor to the Transferee will occur at the parent level. It will not

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<sup>16</sup> Specifically, the Applicants are filing transfer of control applications with the state public utility commissions in the following states in which Combined Public holds state telecommunications authorizations: Georgia, Mississippi, New York, and West Virginia. The applicants also will file pre-closing or post-closing notices regarding the Transaction in each other state in which Combined Public holds a state telecommunications authorization.

involve the assignment of operating authority, assets, or customers. Upon consummation of the Transaction, Combined Public will continue to provide in the normal course the same high-quality ICS and other communications and non-communications services to incarceration facilities and inmates (and their friends and family members) that it provides today.

Although ultimate ownership of Combined Public will change as a result of the Transaction, Combined Public's well-qualified and highly experienced management team will continue to manage its day-to-day operations following consummation. Indeed, the management team's extensive knowledge of the industry and the ICS marketplace will ensure that Combined Public maintains the technical, operational, and managerial expertise to continue to successfully provide competitive service. Further, by providing Combined Public's employees with ownership of the company, the Transaction will increase their financial stake in the success of Combined Public and thereby provide an incentive for the employees to ensure that the company becomes an even stronger competitor. In addition, Combined Public will have enhanced access to capital as a result of the Transaction, allowing it to continue to expand its customer base, geographic footprint, and scope of services.

The Transaction also will have no adverse impact on, and will be transparent to, Combined Public's customers and vendors, as well as to the public. The Transaction will not result in any interruption, reduction, loss, impairment, or disruption of services. The ICS that Combined Public currently provides will continue to be provided under existing contracts at the same rates and on the same terms and conditions as are currently in effect.

Moreover, the Transaction will not result in any adverse effects within the ICS industry or pose any public interest harms. As an entity established for the purpose of this Transaction, the CPC ESOP Trust does not hold an interest in any other ICS provider or other



telecommunications provider. The Trustee also does not hold an interest in any other ICS provider or an interest of 10 percent or more in any other telecommunications provider. Consequently, the Transaction will not reduce the number of service providers or competition in any market.

**IV. INFORMATION REQUIRED BY 47 C.F.R. § 63.18 AND THE IBFS SECTION 214 MAIN FORM**

The Applicants submit the following information, pursuant to 47 C.F.R. § 63.18 and the IBFS Section 214 Main Form, in support of their request for consent to transfer control of Combined Public, which holds international Section 214 authority, from CTS to the CPC ESOP Trust:

**A. Name, Address, and Telephone Number of Each Applicant (Section 63.18(a))**

Licensee:

Combined Public Communications, LLC (FRN: 0004327656)  
100 Aqua Drive  
Cold Spring, Kentucky 41076  
877-998-5678

Transferor:

CPC Engle Holdings, Inc. (FRN: 0026140285)  
100 Aqua Drive  
Cold Spring, Kentucky 41076  
877-998-5678

Transferee:

Combined Public Communications Employee Stock Ownership Trust  
(FRN: 0031350978)  
c/o Michael S. Miller, Trustee  
Apex Fiduciary Services, LLC  
Post Office Box 88208  
Atlanta, Georgia 30356  
877-998-5678

**B. Jurisdiction of Organizations (Section 63.18(b))**

Combined Public is a limited liability company organized under the laws of Delaware, and CPC Engle is a stock corporation organized under the laws of Delaware. The CPC ESOP Trust is a trust formed under the laws of Kentucky.

**C. Contact Information (Answer to Question 10 – Section 63.18(c)-(d))**

Correspondence concerning this Joint Application should be directed to:

*For Transferor and Licensee:*

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*With copies to:*

*For Transferor and Licensee:*

Combined Public Communications, LLC  
Zachary R. Castle, Chief Financial Officer  
100 Aqua Drive  
Cold Spring, Kentucky 41076  
859-547-0350  
zcastle@combinedpublic.com

*For Transferee:*

Client Telephone Solutions, Inc. Employee  
Stock Ownership Plan  
c/o Michael S. Miller, Trustee  
Apex Fiduciary Services, LLC  
Post Office Box 88208  
Atlanta, Georgia 30356  
877-998-5678

Combined Public holds international Section 214 authority to provide global resold telecommunications services between the United States and international points (FCC File No. ITC-214-20101119-00450). The CPC ESOP Trust does not hold international Section 214 authority.

**D. Post-Closing Ownership (Answer to Question 11 – Section 63.18(h))**

The following entities will hold a direct or indirect 10 percent or greater ownership interest in Combined Public post-closing:

Name: Combined Telephone Solutions, LLC (“CTS”)  
Address: 100 Aqua Drive  
Cold Spring, Kentucky 41076  
Citizenship: Delaware  
Principal Business: Holding company  
Ownership interest: 100 percent direct voting and equity interest in Combined Public

Name: CPC Holding Company Inc. (“CPC Holding”)  
Address: 100 Aqua Drive  
Cold Spring, Kentucky 41076  
Citizenship: Delaware  
Principal Business: Holding company  
Ownership interest: 100 percent direct voting and equity interest in CTS

Name: Combined Public Communications Employee Stock Ownership Trust (“CPC ESOP Trust”)<sup>17</sup>  
Address: c/o Michael S. Miller, Trustee  
Apex Fiduciary Services, LLC  
Post Office Box 88208  
Atlanta, Georgia 30356  
Citizenship: Kentucky  
Principal Business: Employee Stock Ownership Plan Trust  
Ownership interest: 100 percent beneficial, equity ownership of CPC Holding

Name: Michael S. Miller, Trustee  
Address: Apex Fiduciary Services, LLC  
Post Office Box 88208  
Atlanta, Georgia 30356  
Citizenship: United States citizen  
Principal Business: Financial Management  
Ownership interest: 100 percent dispositive voting control of CPC Holding

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<sup>17</sup> The CPC ESOP Trust is the legal entity through which the CPC ESOP Plan is implemented.

No other person or entity will hold a direct or indirect 10 percent or greater equity or voting interest in Combined Public post-closing. Exhibit A provides charts depicting the pre- and post-closing ownership structure of Combined Public.

**E. Narrative of Transfer of Control and Public Interest Statement (Answer to Question 13)**

A description of the Transaction and demonstration of how it will serve the public interest are set forth in Sections II and III above.

**F. Streamlined Processing (Answer to Question 20 – Section 63.12)**

This Joint Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission’s rules. Neither Combined Public nor the CPC ESOP Trust has any foreign carrier affiliates and neither will have such affiliates upon closing of the Transaction. In addition, neither has an affiliation with any dominant (or non-dominant) U.S. carrier. They therefore qualify for a presumption of non-dominance under Section 63.10 of the Commission’s rules on all U.S.-international routes.

Furthermore, removal of the Joint Application from streamlined processing by the Commission of its own discretion under Section 63.12(c)(3) is not warranted. The Transaction will not decrease the number of competitors in the ICS market or any other market, and therefore cannot raise competitive concerns. In addition, the Transaction will not affect the day-to-day management of, or the ICS rates, terms, and conditions offered by, Combined Public. Instead, the Transaction will be wholly transparent to the customers (i.e., facilities, inmates, and inmates’ friends and family members) and vendors of Combined Public.

In addition, as a legal matter, the Commission has held that the “purpose of specifying presumptive streamlined categories is not to limit the types of applications that may obtain streamlined processing, but merely to provide greater assurance to potential applicants about the

likely manner in which their applications will be processed by the Commission.”<sup>18</sup> The Commission has explicitly rejected “rigid eligibility thresholds” for streamlined treatment precisely because such thresholds can “prevent[] applications that merit streamlining from receiving appropriate streamlined treatment.”<sup>19</sup> Applicants therefore respectfully submit based on the facts and circumstances described herein that streamlined treatment is appropriate under the Commission’s established case-by-case processing approach.<sup>20</sup>

**V. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION’S RULES IN RELATION TO THE TRANSFER OF BLANKET DOMESTIC 214 AUTHORITY**

In support of their request for consent to transfer control of Combined Public from CPC Engle to the CPC ESOP Trust, the Applicants submit the following information pursuant to Section 63.04(a)(6) through (a)(12) of the Commission’s rules.<sup>21</sup>

**Section 63.04(a)(6) – Description of the transaction:**

A description of the Transaction is set forth in Section II above.

**Section 63.04(a)(7) – Description of the geographic area in which the transferor and transferee offer domestic telecommunications services, and what services are provided in each area:**

Combined Public provides ICS and other communications and non-communications services primarily to state, county, and municipal correctional institutions, inmates thereof, and the friends and family members of the inmates in Alabama, Arizona, Colorado, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Missouri, Nebraska, Nevada, New

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<sup>18</sup> *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, Report and Order, 17 FCC Rcd 5517, 5535 ¶ 34 (2002).

<sup>19</sup> *Id.* at 5532 n.59.

<sup>20</sup> *Id.* at 5535 ¶ 34.

<sup>21</sup> 47 C.F.R. § 63.04.

Mexico, North Carolina, Ohio, Oregon, South Carolina, Tennessee, and Washington state. CPC Holding and CTS do not directly provide any ICS or other telecommunications services and do not hold a 10 percent or greater direct or indirect voting or equity ownership interest in any ICS or telecommunications service provider other than Combined Public. Neither the CPC ESOP Trust nor the Trustee provides any ICS or other telecommunications services and does not hold a 10 percent or greater direct or indirect voting or equity ownership interest in any ICS or telecommunications service provider.

**Section 63.04(a)(8) – Statement as to how the application qualifies for streamlined treatment:**

The domestic Section 214 component of this Joint Application qualifies for presumptive streamlined processing pursuant to Section 63.03(b)(ii). Neither the CPC ESOP Trust nor the Trustee is a telecommunications provider, and post-closing neither the CPC ESOP Trust nor the Trustee will hold a ten percent or greater direct or indirect equity or voting interest in any telecommunications provider other than Combined Public. Furthermore, removal of the Joint Application from streamlined processing by the Commission of its own discretion under Section 63.03(c) is not warranted if no comments raising public interest concerns requiring further Commission review are filed in response to the Joint Application. In addition to the reasons that streamlined processing is appropriate that are stated in Section IV.F. above in connection with Combined Public's international Section 214 authorization, the Joint Application is not associated with a non-routine request for waiver of the Commission's rules, or any other request for waiver; the Joint Application does not, on its face, violate a Commission rule or the Communications Act; and the Applicants will promptly respond to any Commission inquiry.

**Section 63.04(a)(9) – Identification of all other Commission applications related to this transaction:**

No other Commission applications related to the Transaction are being filed.

**Section 63.04(a)(10) – Statement of whether the applicants request special consideration because either party is facing imminent business failure:**

The Applicants do not request special consideration because no party to the Transaction is facing imminent business failure.

**Section 63.04(a)(11) – Identification of any separately filed waiver requests being sought in conjunction with this application:**

No separately filed waiver requests are being sought in conjunction with this Joint Application.

**Section 63.04(a)(12) – Statement showing how grant of the application will serve the public interest, convenience and necessity:**

A demonstration of how the Transaction will serve the public interest is set forth in Section III above.

## VI. CONCLUSION

For the reasons stated above, the Applicants respectfully request that the Commission promptly grant this Joint Application.

Respectfully submitted,

**By: TRANSFEROR,  
CPC Engle Holdings, Inc.**

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**By: TRANSFEREE,  
Combined Public Communications  
Employee Stock Ownership Trust**

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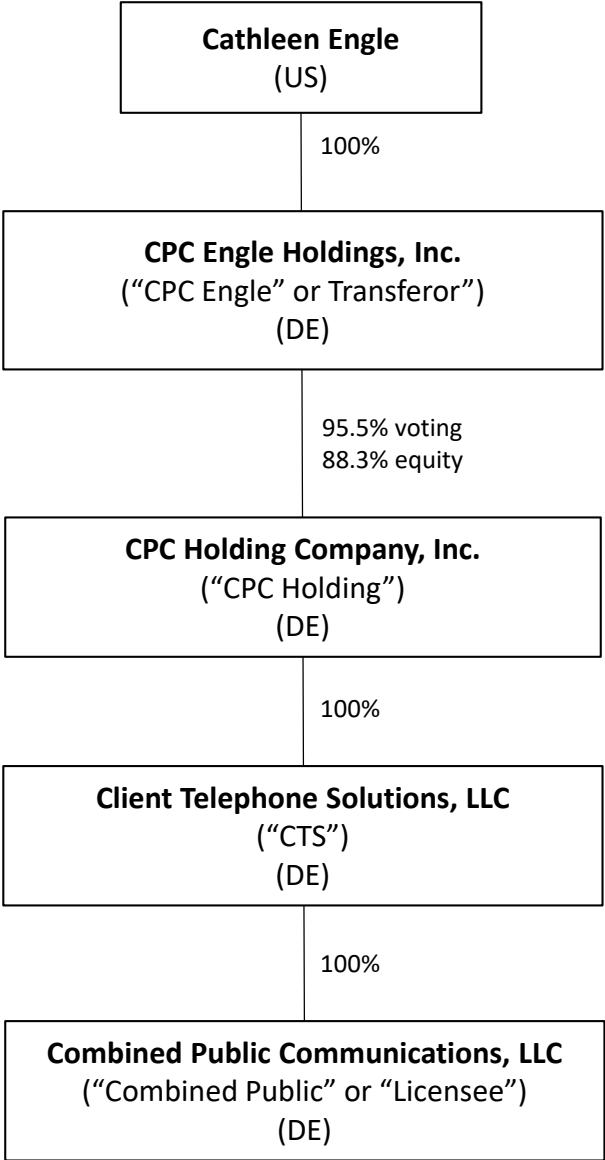
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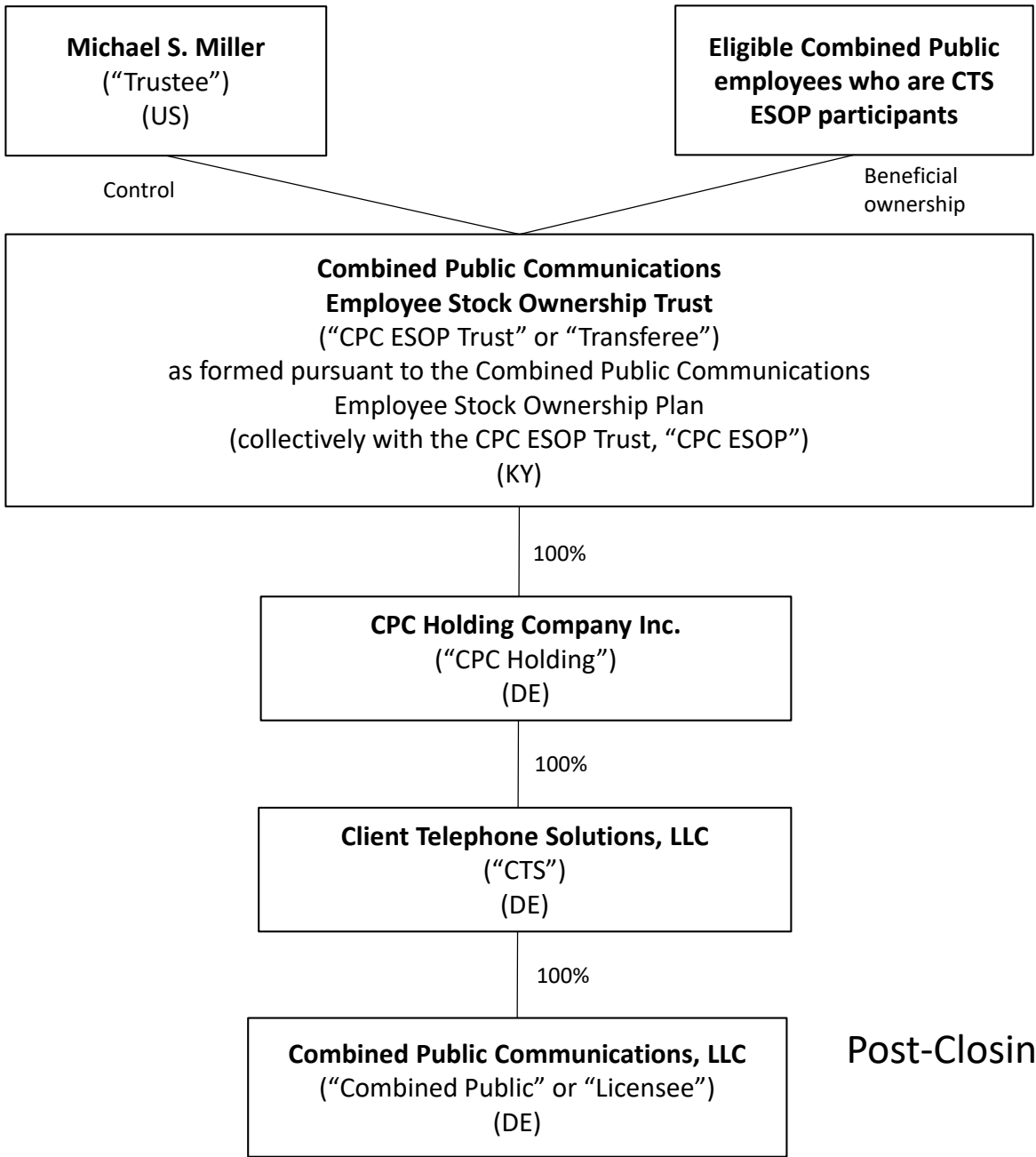


**EXHIBIT A**

**PRE- AND POST-CLOSING OWNERSHIP DIAGRAMS**

Pre-Closing Ownership





Post-Closing Ownership