

## ATTACHMENT 1

### NOTIFICATION OF *PRO FORMA* TRANSFER OF CONTROL

Pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 64.24(f) of the Commission's rules,<sup>1</sup> Combined Public Communications, LLC ("Combined Public") notifies the Commission of an internal reorganization for estate planning purposes that resulted in the *pro forma* transfer of control of Combined Public and its international Section 214 authorization. Because the estate planning transaction did not result in a change in the ultimate control or beneficial ownership of Combined Public or its international Section 214 authorization, it was *pro forma*.

#### Answer to Question 10 (Section 63.18(c)-(d))

All communications in connection with this notification should be directed to the following:

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

Phillip R. Marchesiello  
Jennifer L. Kostyu  
Wilkinson Barker Knauer, LLP  
1800 M Street, N.W., Suite 800N  
Washington, D.C. 20036  
Phone: (202) 783-4141  
Fax: (202) 783- 5851  
pmarchesiello@wbklaw.com  
jkostyu@wbklaw.com

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).

#### Answer to Question 11 (Section 63.18(h))

The following entities hold a direct or indirect ten percent or greater ownership interest in Combined Public:

Name:	Client 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

---

<sup>1</sup> 47 U.S.C. § 214; 47 C.F.R. § 64.24(f).

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: CPC Engle Holdings, Inc. (“CPC Engle”)  
Address: 100 Aqua Drive  
Cold Spring, Kentucky 41076  
Citizenship: Delaware  
Principal Business: Holding company  
Ownership interest: 95.5 percent direct voting and 88.3 percent direct equity interest in CPC Holding

Name: Engle Family 2021 Dynasty Trust (“Engle Trust”)  
Address: 100 Aqua Drive  
Cold Spring, Kentucky 41076  
Citizenship: Kentucky  
Principal Business: Trust  
Ownership interest: 98 percent direct equity interest in CPC Engle

Name: Cathleen Engle  
Address: 100 Aqua Drive  
Cold Spring, Kentucky 41076  
Citizenship: United States  
Ownership interest: 100 percent direct voting and 2 percent direct equity interest in CPC Engle; 100 percent direct voting and equity interest in the Engle Trust as trustee and beneficiary of the Engle Trust

An ownership diagram depicting the ownership of Combined Public prior to and following the consummation of the estate planning transaction is attached as Exhibit A. No other entity or individual directly or indirectly holds a 10 percent or greater ownership interest in Combined Public.

**Answer to Question 13**

On September 10, 2021, CPC Engle Holdings, Inc. (“CPC Engle”) and the Combined Public Communications Employee Stock Ownership Trust (the “CPC ESOP Trust”) filed a joint application (“Joint Application”) requesting Commission consent to transfer control of Combined Public from CPC Engle to the CPC ESOP Trust (the “Transaction”).<sup>2</sup> The Joint

---

<sup>2</sup> See Joint Application for Consent to Transfer Control of Combined Public Communications, LLC Pursuant to Section 214 of the Communications Act of 1934, As Amended, WC Docket No. 21-360, File No. ITC-T/C-20210910-00134 (filed Sept. 10, 2021). A supplement to the Joint

Application is currently pending before the Commission.<sup>3</sup> As explained in the Joint Application, Combined Public currently is indirectly owned and controlled by CPC Engle, which in turn is owned and controlled by Cathleen Engle, founder of Combined Public.

On October 7, 2021, as part of her estate planning in connection with the Transaction, Ms. Engle transferred 98 percent of her non-voting equity interest in CPC Engle to the Engle Family 2021 Dynasty Trust (the “Engle Trust”), a trust established under the laws of Kentucky. Ms. Engle continues to hold directly two percent of the equity interests and 100 percent of the voting interests in CPC Engle. Ms. Engle is the sole trustee and beneficiary of the Engle Trust and therefore holds 100 percent of the voting and equity interests in the Engle Trust. Accordingly, Ms. Engle continues to indirectly own and control Combined Public. An ownership diagram depicting the ownership of Combined Public prior to and following this estate planning transaction is attached as Exhibit A.

The foregoing estate planning transaction had no effect on the ultimate indirect control or ownership of Combined Public and therefore was *pro forma* in nature. As the Commission has stated, in situations “where no substantial change of control will result from the transfer or assignment, grant of the application is deemed presumptively in the public interest.”<sup>4</sup>

---

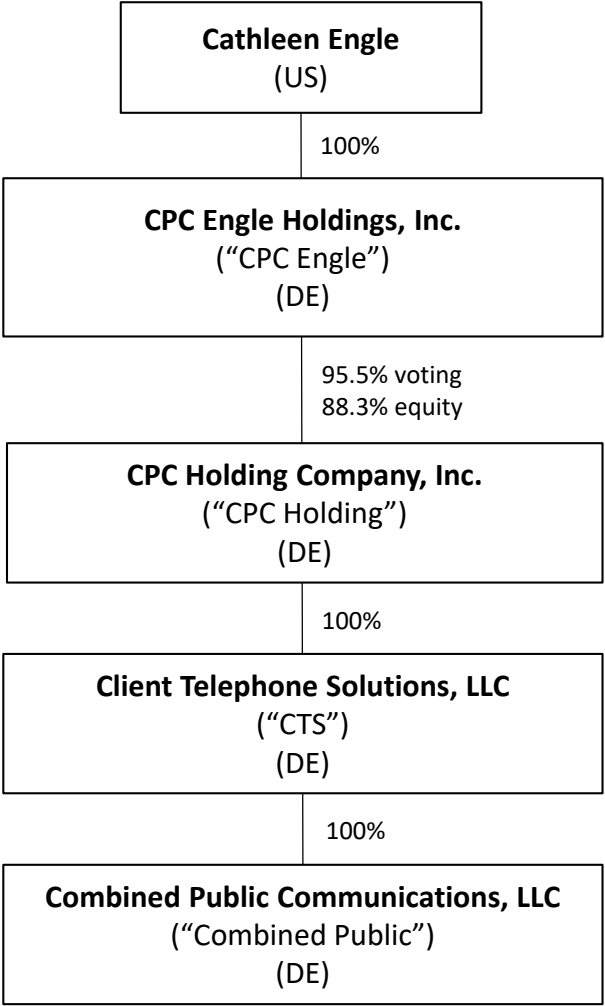
Application providing updated ownership information for Combined Public is being filed concurrently with this notification.

<sup>3</sup> See *Domestic Section 214 Application Filed for the Transfer of Control of Combined Public Communications, LLC to Employee Stock Ownership Trust*, Public Notice, WC Docket No. 21-360, DA 21-1202 (Sept. 24, 2021); *Streamlined International Applications Accepted for Filing*, Public Notice, File No. ITC-T/C-20210910-00134, Report No. TEL-02131S (Oct. 8, 2021). No comments or petitions to deny have been filed in connection with these pending domestic and international transfer of control applications.

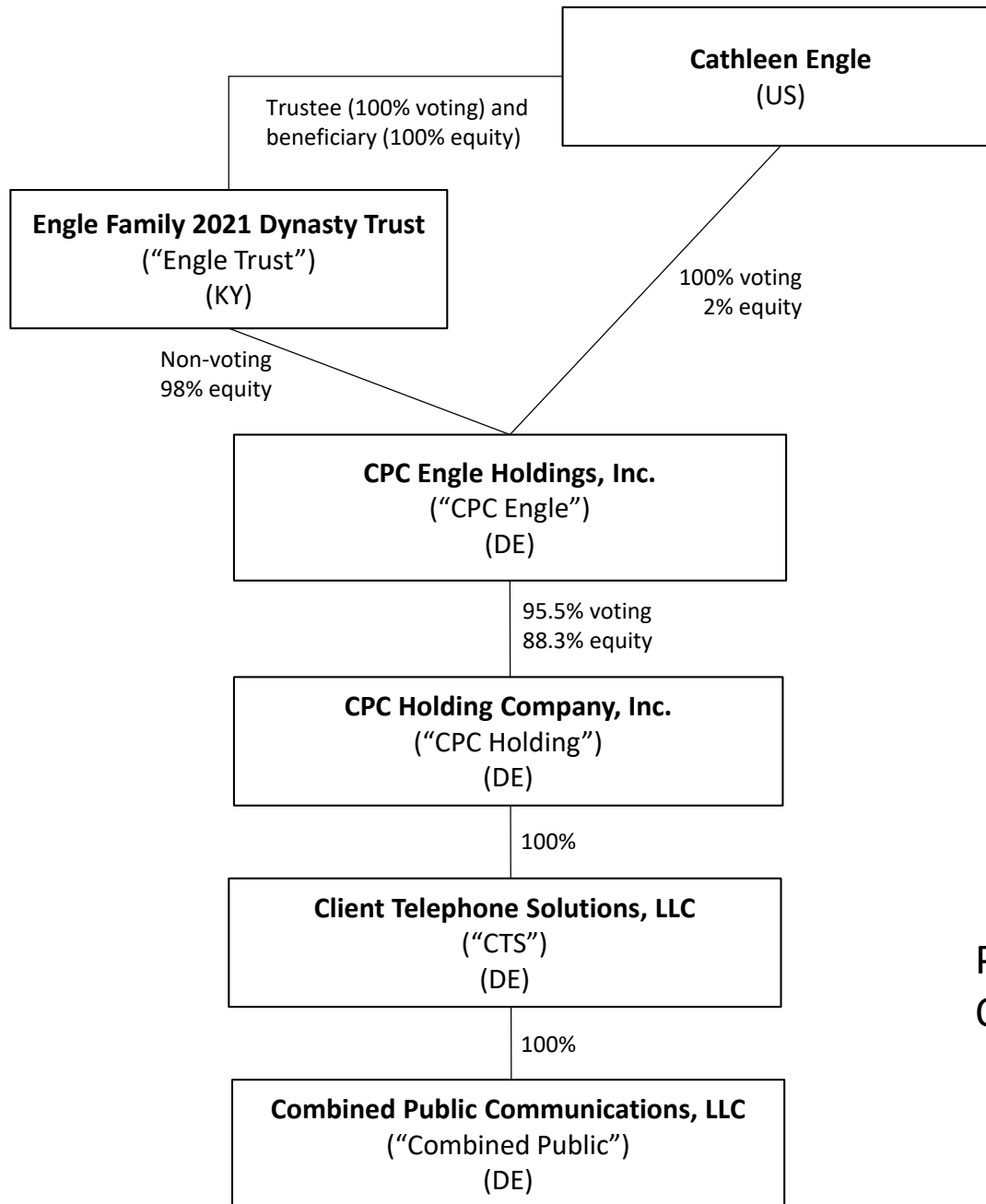
<sup>4</sup> *Communications Bar Ass’n Petition for Forbearance from Section 310(d) of the Communications Act*, Memorandum Opinion and Order, 13 FCC Rcd. 6293, 6299, ¶ 8 (1998) (concluding that a “corporate reorganization which involves no substantial change in the beneficial ownership of the corporation” is *pro forma* in nature); see also *1998 Biennial Review – Review of International Common Carrier Regulations*, Report and Order, 14 FCC Rcd 4909, ¶ 42 (1999) (finding that “[r]egulatory review of [pro forma] transactions yields no significant public interest benefits, but may delay or hinder transactions that could provide substantial financial, operational, or administrative benefits for carriers.”).

**EXHIBIT A**

**PRE- AND POST-REORGANIZATION OWNERSHIP DIAGRAMS**



Pre-Reorganization  
Ownership



Post-Reorganization  
Ownership