

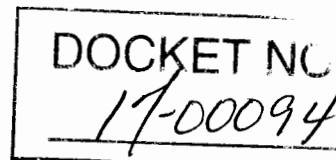


2017 SEP -6 AM 7:41  
T.M.I. TECHNOLOGIES MANAGEMENT INC.

August 29, 2017

Via Overnight Delivery

Ms. Darlene K. Standley, Asst. Chief - Telecommunications  
Tennessee Public Utilities Commission  
502 Deaderick Street  
4th Floor  
Nashville, TN 37243



RE: Combined Public Communications, Inc.  
Notice of Ownership and Name Change from Combined Public Communications, Inc. to  
Combined Public Communications, LLC

Dear Ms. Standley:

Please accept the original and four (4) copies of this letter and Notice of Ownership and Name Change, notifying the Commission of a *pro forma* transfer of ownership of Combined Public Communications, Inc. ("Combined" or "Company") to CPC Engle Holdings, Inc., and of Combined's simultaneous conversion to an LLC.

The transfer of ownership and conversion is transparent to customers, who will continue to receive telecommunications services provided by Combined at the same rates and pursuant to the same terms and conditions they currently offer.

Also enclosed is the Company's updated Bond No. 3985011, which amends the Company's name to Combined Public Communications, LLC.

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for that purpose. Any questions you may have regarding this filing should be directed to my attention at 407-740-3005 or via email to [swarren@tminc.com](mailto:swarren@tminc.com). Thank you for your assistance in this matter.

Sincerely,

Sharon R. Warren  
Consultant to Combined Public Communications, Inc.

cc: Cathie Engle - CPC  
tms: TNx1702

Enclosures  
SW/mp



## STIPULATION

To be attached to and form part of Bond No. 3985011 issued by THE OHIO CASUALTY INSURANCE COMPANY on behalf of **Combined Public Communications Inc.** in favor of **TN Commissioner of Insurance** in the amount of **Twenty-thousand and no/100 (\$20,000.00)** Dollars, and dated **March 21, 2008**.

WHEREAS, is the desire of all parties that this bond be amended as hereinafter provided,

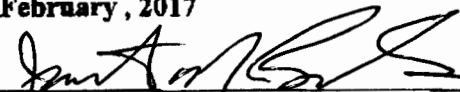
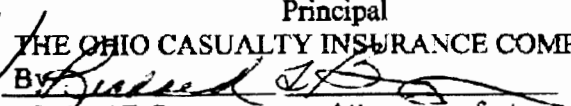
NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED that said bond hereinbefore described is hereby amended as follows:

The principal's name is amended to read:

**Combined Public Communications LLC**

IT IS FURTHER STIPULATED AND AGREED that nothing herein contained shall vary, alter or modify any of the conditions of said bond except as herein expressly modified.

SIGNED, SEALED and DATED this 10th day of February, 2017

By   
Jonathan N. Brooks  
Principal  
THE OHIO CASUALTY INSURANCE COMPANY  
By   
Richard T. Berger, Attorney-in-fact

Agreed to and accepted by:

waived

**THIS POWER OF ATTORNEY IS NOT VALID UNLESS IT IS PRINTED ON RED BACKGROUND.**

This Power of Attorney limits the acts of those named herein, and they have no authority to bind the Company except in the manner and to the extent herein stated.

Certificate No. 7259487

American Fire and Casualty Company  
The Ohio Casualty Insurance Company

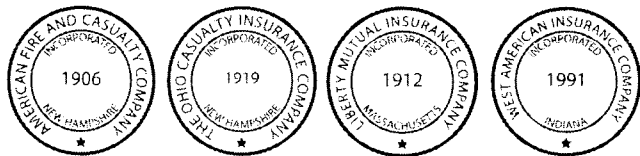
Liberty Mutual Insurance Company  
West American Insurance Company

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS: That American Fire & Casualty Company and The Ohio Casualty Insurance Company are corporations duly organized under the laws of the State of New Hampshire, that Liberty Mutual Insurance Company is a corporation duly organized under the laws of the State of Massachusetts, and West American Insurance Company is a corporation duly organized under the laws of the State of Indiana (herein collectively called the "Companies"), pursuant to and by authority herein set forth, does hereby name, constitute and appoint, Charles M. Berger; James A. Berger; John P. Lonneman; Karen K. Toll; Richard T. Berger; Thomas O. Youtsey, III; Trisha R. Norton; William C. Beuttel

all of the city of Covington, state of KY each individually if there be more than one named, its true and lawful attorney-in-fact to make, execute, seal, acknowledge and deliver, for and on its behalf as surety and as its act and deed, any and all undertakings, bonds, recognizances and other surety obligations, in pursuance of these presents and shall be as binding upon the Companies as if they have been duly signed by the president and attested by the secretary of the Companies in their own proper persons.

IN WITNESS WHEREOF, this Power of Attorney has been subscribed by an authorized officer or official of the Companies and the corporate seals of the Companies have been affixed thereto this 2nd day of February, 2016.



American Fire and Casualty Company  
The Ohio Casualty Insurance Company  
Liberty Mutual Insurance Company  
West American Insurance Company

By: David M. Carey  
David M. Carey, Assistant Secretary

STATE OF PENNSYLVANIA ss  
COUNTY OF MONTGOMERY

On this 2nd day of February, 2016, before me personally appeared David M. Carey, who acknowledged himself to be the Assistant Secretary of American Fire and Casualty Company, Liberty Mutual Insurance Company, The Ohio Casualty Insurance Company, and West American Insurance Company, and that he, as such, being authorized so to do, execute the foregoing instrument for the purposes therein contained by signing on behalf of the corporations by himself as a duly authorized officer.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal at Plymouth Meeting, Pennsylvania, on the day and year first above written.



COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Teresa Pastella, Notary Public  
Plymouth Twp., Montgomery County  
My Commission Expires March 28, 2017  
Member, Pennsylvania Association of Notaries

By: Teresa Pastella  
Teresa Pastella, Notary Public

This Power of Attorney is made and executed pursuant to and by authority of the following By-laws and Authorizations of American Fire and Casualty Company, The Ohio Casualty Insurance Company, Liberty Mutual Insurance Company, and West American Insurance Company which resolutions are now in full force and effect reading as follows:

**ARTICLE IV – OFFICERS** – Section 12. Power of Attorney. Any officer or other official of the Corporation authorized for that purpose in writing by the Chairman or the President, and subject to such limitation as the Chairman or the President may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the Corporation to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact, subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Corporation by their signature and execution of any such instruments and to attach thereto the seal of the Corporation. When so executed, such instruments shall be as binding as if signed by the President and attested to by the Secretary. Any power or authority granted to any representative or attorney-in-fact under the provisions of this article may be revoked at any time by the Board, the Chairman, the President or by the officer or officers granting such power or authority.

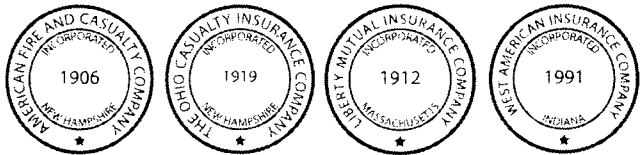
**ARTICLE XIII – Execution of Contracts – SECTION 5. Surety Bonds and Undertakings.** Any officer of the Company authorized for that purpose in writing by the chairman or the president, and subject to such limitations as the chairman or the president may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Company by their signature and execution of any such instruments and to attach thereto the seal of the Company. When so executed such instruments shall be as binding as if signed by the president and attested by the secretary.

**Certificate of Designation** – The President of the Company, acting pursuant to the Bylaws of the Company, authorizes David M. Carey, Assistant Secretary to appoint such attorneys-in-fact as may be necessary to act on behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations.

**Authorization** – By unanimous consent of the Company's Board of Directors, the Company consents that facsimile or mechanically reproduced signature of any assistant secretary of the Company, wherever appearing upon a certified copy of any power of attorney issued by the Company in connection with surety bonds, shall be valid and binding upon the Company with the same force and effect as though manually affixed.

I, Gregory W. Davenport, the undersigned, Assistant Secretary, of American Fire and Casualty Company, The Ohio Casualty Insurance Company, Liberty Mutual Insurance Company, and West American Insurance Company do hereby certify that the original power of attorney of which the foregoing is a full, true and correct copy of the Power of Attorney executed by said Companies, is in full force and effect and has not been revoked.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seals of said Companies this 24th day of August, 2017.



By: Gregory W. Davenport  
Gregory W. Davenport, Assistant Secretary

Not valid for mortgage, note, loan, letter of credit, currency rate, interest rate or residual value guarantees.

To confirm the validity of this Power of Attorney call 1-610-832-8240 between 9:00 am and 4:30 pm EST on any business day.

## **COMBINED PUBLIC COMMUNICATIONS, INC.**

### **NOTICE OF OWNERSHIP AND NAME CHANGE**

Combined Public Communications, Inc. ("Combined"), Client Telephone Solutions, LLC ("CTS"), and CPC Engle Holdings, Inc. ("CPC") (collectively, the "Parties"), through their consultant hereby notify the Commission of a *pro forma* transfer of ownership of Combined to CPC, and of Combined's simultaneous conversion to an LLC. Following the consummation of the Transaction (as defined below), Combined Public Communications, LLC will operate as wholly-owned subsidiary of CTS, which is in turn ultimately controlled by Combined's previous majority owner, Cathleen Engle. Please refer to *Exhibit A* for Pre- and Post-Transaction Chart.

The Transaction has no effect on the operations of Combined Public Communications, Inc., which remains the holder of its Certificate of Authority (as defined below) and continues to offer the same services under the same rates, terms and conditions as currently offered. Consequently, the Transaction will have no impact on Tennessee customers and no customer notice is required.

The Parties provide the following additional notice information:

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

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

Combined Public Communications, Inc. is organized under the laws of the state of Ohio with principal offices located at 100 Aqua Drive, Cold Spring, KY 41076. Combined Public Communications, Inc. was granted authority in 2001 to provide operator assisted services to inmates of confinement institutions throughout the state of Tennessee. Prior to the Transaction, it was controlled by Cathleen Engle, who owned 51% of its stock.

##### **B. Client Telephone Solutions, LLC**

Client Telephone Solutions, LLC is a Delaware limited liability company, with its principal business office at 100 Aqua Drive, Cold Spring, KY 41076. It is 91.1452% owned and controlled by CPC Engle Holdings, Inc.

##### **C. CPC Engle Holdings, Inc.**

CPC Engle Holdings, Inc., is incorporated as a Delaware corporation with its principal business office at 100 Aqua Drive, Cold Spring, KY 41076. It is wholly owned by Cathleen Engle, the previous controlling owner of Combined.

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

Combined Public Communications, LLC is a Delaware limited liability company, with its principal business office at 100 Aqua Drive, Cold Spring, KY 41076. Prior to the Transaction it was owned 51% by Cathleen Engle and 49% by Melody Weil. After the Transaction, it is a wholly owned subsidiary of Client Telephone Solutions, LLC.

## **II. CONTACT INFORMATION**

For the purposes of this Notice, contacts for the Parties are as follows:

For All Parties:

Cathleen K. Engle  
100 Aqua Drive  
Cold Spring, KY 41076  
Tel. 859-547-5441  
Fax 859-441-1790  
[cengle@combinedpublic.com](mailto:cengle@combinedpublic.com)

*With a copy to:*

Sharon R. Warren  
Consultant  
Technologies Management, Inc.  
151 Southhall Lane, Suite 450  
Maitland, Florida 32751  
(407) 740-3005 (voice)  
(407) 740-0613 (facsimile)  
[swarren@tminc.com](mailto:swarren@tminc.com)

## **III. DESCRIPTION OF THE TRANSACTION**

This *pro forma* transfer of control took place in connection with the retirement of the 49% owner of Combined Public Communications, Inc. Through a multi-staged reorganization, Combined Public Communications, Inc. was first converted from an Ohio corporation to a Delaware limited liability company named Combined Public Communications, LLC. Then Client Telephone Solutions, LLC (“CTS”), a Delaware limited liability company, was made the direct 100% parent of Combined Public Communications, LLC. CTS is 91.1452% owned and controlled by CPC Engle Holdings, Inc, which is wholly-owned by Cathleen K. Engle. Ms. Engle held a 51% controlling interest in Combined Public Communications before the Transaction and holds a 91.1452% controlling interest after the Transaction. Please see *Exhibit A* for a Pre-/ Post Organization Chart showing the ownership structure of CPC Engle Holdings, Inc. and its operating subsidiaries.

This change in ultimate control did not involve a transfer of operating authority, assets or customers in Tennessee or elsewhere. Except as stated here, Combined Public Communications, Inc.’s corporate identity, name and operations, and the rates, terms and conditions of its service offerings will remain intact after the Transaction. Accordingly, the Transaction was seamless to customers. The Transaction was consummated on November 22, 2016.

## **IV. PUBLIC INTEREST STATEMENT**

The Parties submit that the Transaction described herein is in the public interest. As noted previously, the Transaction will be seamless from the perspective of Combined Public Communications’ Tennessee customers because there will be no change in Combined Public Communications’ rates, terms and conditions of service. Consummation of the Transaction has enhanced Combined Public Communications’ financial and managerial capabilities to continue to provide high-quality, competitive telecommunications services to Tennessee customers. Combined Public Communications, LLC’s operations should benefit from an improved balance sheet that will result from a capital infusion from CPC Engle Holdings, Inc., as well as the operational and managerial resources of CPC Engle Holdings, Inc.

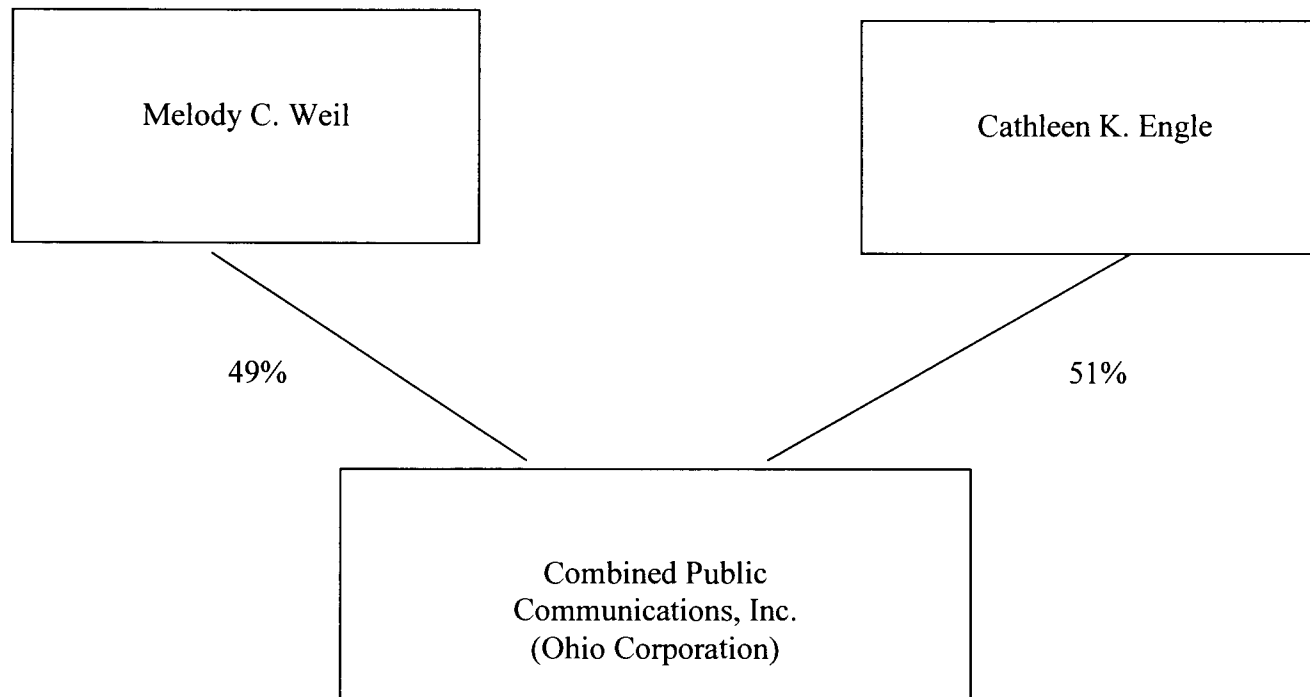
#### IV. NAME CHANGE

Simultaneous with the change in ownership, Combined Public Communications, Inc., an Ohio corporation, underwent a statutory conversion to become Combined Public Communications, LLC, a Delaware limited liability company. The conversion of the Company to a limited liability company was merely a change in its corporate form accomplished through the filing of a Certificate of Conversion in Tennessee and did not entail any other transactions that would interrupt the existence of the Company. Please refer to ***Exhibit B*** for a copy of evidence of registration of the conversion with the Tennessee Secretary of State. Please accept this as official notification that Combined Public Communications, Inc. has changed the Company name and requests that all Commission records, including Company Certificates, be updated to reflect the Company's conversion to a limited liability company and the resulting change in Company name to Combined Public Communications, LLC.

***EXHIBIT A***

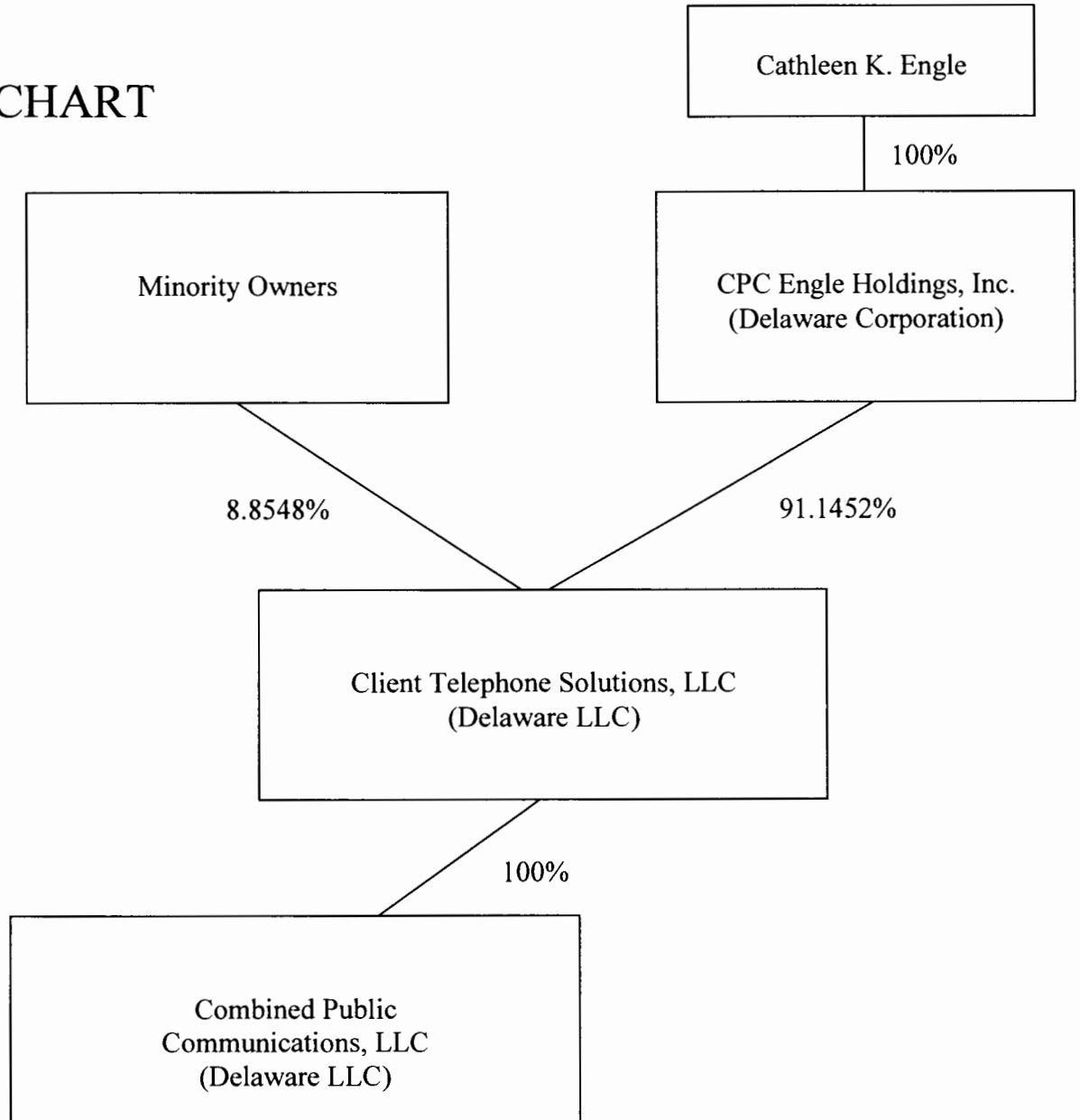
**PRE- AND POST-TRANSACTION CHART**

## PRE- ORGANIZATION CHART





# POST ORGANIZATION CHART



***EXHIBIT B***

PROOF OF CONVERSION FROM CORPORATION TO LLC

**APPLICATION FOR CERTIFICATE OF AUTHORITY  
LIMITED LIABILITY COMPANY** (ss-4233)

Page 1 of 2



Business Services Division  
**Tre Hargett, Secretary of State**  
State of Tennessee  
312 Rosa L. Parks AVE, 6th Fl.  
Nashville, TN 37243-1102  
(615) 741-2286

Filing Fee: \$50.00 per member  
(minimum fee = \$300, maximum fee = \$3,000)

*For Office Use Only*

**To The Secretary of the State of Tennessee:**

Pursuant to the provisions of T.C.A. §48-249-904 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: Combined Public Communications, LLC

If different, the name under which the certificate of authority is to be obtained is: \_\_\_\_\_

**NOTE:** The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of T.C.A. §48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to T.C.A. §48-249-106(d).

2. The state or country under whose law it is formed is: Delaware

and the date of its formation is: 11 / 21 / 2016 and the date it commenced doing business in Tennessee is: 5 / 1 / 2017  
Month Day Year Month Day Year

**NOTE:** Additional filing fees and proof of tax clearance confirming good standing may apply if the Limited Liability Company commenced doing business in Tennessee prior to the approval of this application. See T.C.A. §48-249-913(d) and T.C.A. §48-249-905(c)

3. This company has the additional designation of: \_\_\_\_\_

4. The name and complete address of its registered agent and office located in the state of Tennessee is:

Name: Corporation Service Company

Address: 2908 Poston Avenue

City: Nashville State: TN Zip Code: 37203 County: Davidson

5. Fiscal Year Close Month: December

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is: (Not to exceed 90 days)

Effective Date: \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_ Time: \_\_\_\_\_  
Month Day Year

7. The LLC will be: ☒ Member Managed ☐ Manager Managed ☐ Director Managed ☐ Board Managed ☐ Other

8. Number of Members at the date of filing: 1

9. Period of Duration: ☒ Perpetual ☐ Other \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_  
Month Day Year

10. The complete address of its principal executive office is:

Address: 100 Aqua Drive

City: Cold Spring State: Kentucky Zip Code: 41076

**APPLICATION FOR CERTIFICATE OF AUTHORITY  
LIMITED LIABILITY COMPANY** (ss-4233)

Page 2 of 2



Business Services Division  
**Tre Hargett, Secretary of State**  
State of Tennessee  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102  
(615) 741-2286

Filing Fee: \$50.00 per member  
(minimum fee = \$300, maximum fee = \$3,000)

*For Office Use Only*

The name of the Limited Liability Company is: Combined Public Communications, LLC

11. The complete mailing address of the entity (if different from the principal office) is:

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

12. Non-Profit LLC (required only if the Additional Designation of "Non-Profit LLC" is entered in section 3.)

- ☐ I certify that this entity is a Non-Profit LLC whose sole member is a nonprofit corporation, foreign or domestic, incorporated under or subject to the provisions of the Tennessee Nonprofit Corporation Act and who is exempt from franchise and excise tax as not-for-profit as defined in T.C.A. §67-4-2004. The business is disregarded as an entity for federal income tax purposes.

13. Professional LLC (required only if the Additional Designation of "Professional LLC" is entered in section 3.)

- ☐ I certify that this PLLC has one or more qualified persons as members and no disqualified persons as members or holders.  
☐ I certify that this entity meets the requirement of T.C.A. §48-249-1123(b)(3)

Licensed Profession: \_\_\_\_\_

14. Series LLC (required only if the Additional Designation of "Series LLC" is entered in section 3.)

- ☐ I certify that this entity meets the requirements of T.C.A. §48-249-309(i)

If the provisions of T.C.A. §48-249-309(i) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

15. Obligated Member Entity (list of obligated members and signatures must be attached)

- ☐ This entity will be registered as an Obligated Member Entity (OME) Effective Date: \_\_\_\_\_  
Month / Day / Year

☐ I understand that by statute: THE EXECUTION AND FILING OF THIS DOCUMENT WILL CAUSE THE MEMBER(S) TO BE PERSONALLY LIABLE FOR THE DEBTS, OBLIGATIONS AND LIABILITIES FOR THE LIMITED LIABILITY COMPANY TO THE SAME EXTENT AS A GENERAL PARTNER OF A GENERAL PARTNERSHIP. CONSULT AN ATTORNEY.

16. Other Provisions: \_\_\_\_\_

5/1/17  
Signature Date

President  
Signer's Capacity (if other than individual capacity)

Cathleen K. Engle  
Signature

Cathleen K. Engle  
Name (printed or typed)