

Edgar Filing: COMBINED PROFESSIONAL SERVICES INC - Form SC 13D

COMBINED PROFESSIONAL SERVICES INC  
Form SC 13D  
October 24, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

-----  
Combined Professional Services, Inc.  
-----

(Name of Issuer)

-----  
Shares of Common Stock, \$.001 Par Value  
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(Title of Class of Securities)

200256-10-5  
-----

(CUSIP Number)

Patrick J. Allin  
Patron Systems, Inc.  
212 West Kinzie Street  
Chicago, Illinois 60610  
(312) 493-2171  
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(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications)

October 10, 2002  
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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box .

Check the following box if a fee is being paid with the statement . (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

(Continued on the following pages)

SCHEDULE 13D

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CUSIP No. 855905 10 5

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1. NAME OF REPORTING PERSON  
S.S. OR IRS IDENTIFICATION NO. OF ABOVE PERSON  
  
Thomas Prousalis, P.L.L.C.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP  
  
(a)   
  
(b)
3. SEC USE ONLY
4. SOURCE OF FUNDS  
  
OO
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Washington, D.C.
7. SOLE VOTING POWER  
  
1,500,000
8. SHARED VOTING POWER  
  
-0-
9. SOLE DISPOSITIVE POWER  
  
1,500,000
10. SHARED DISPOSITIVE POWER  
  
-0-
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
1,500,000
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
5.02%
14. TYPE OF REPORTING PERSON  
  
OO

Number of  
Shares  
Beneficially  
Owned By  
Each  
Reporting  
Person With:

Thomas Prousalis, P.L.L.C., a Washington D.C. Professional Limited Liability Corporation (the "Reporting Person") is filing this Statement on Schedule 13D (this "Schedule 13D") in connection with its beneficial ownership of the common stock, par value \$0.001 per share (the "Common Stock"), of Combined Professional Services, Inc., a Nevada corporation ("the Company").

Item 1. Security and Issuer.

The class of equity securities to which this Schedule 13D relates is the common stock, par value \$0.001 per share, of the Company. The principal executive offices of the Company are located at 212 West Kinzie Street, Chicago, Illinois 60610.

Item 2. Identity and Background.

(a) - (c) This statement is being filed on behalf of Thomas Prousalis P.L.L.C., a Washington D.C. Professional Limited Liability Corporation. The business address of the Reporting Person is 1919 Pennsylvania Avenue, N.W., Suite 200, Washington, D.C. 20006. Thomas T. Prousalis, Jr. ("Mr. Prousalis") is presently employed as an attorney for the Reporting Person. The primary business address for the Reporting Person and Mr. Prousalis is 1919 Pennsylvania Avenue, N.W., Suite 200, Washington, D.C. 20006.

(d) - (e) During the last five years, neither the Reporting Person nor Mr. Prousalis has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction which resulted in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

(f) Mr. Prousalis is a citizen of the United States.

Item 3. Source and Amount of Funds or Other Consideration.

Pursuant to the Amended and Restated Share Exchange Agreement, dated as of October 10, 2002, between the Company and the shareholders of Patron named therein (the "Share Exchange Agreement"), a copy of which was attached as Exhibit 2.1 to the Company's filing on Form 8-K on October 10, 2002 and which is incorporated herein by reference, on October 10, 2002, the Reporting Person acquired from the Company 1,500,000 shares of Common Stock in exchange for 1,500,000 shares of Patron common stock.

Item 4. Purpose of Transaction.

The Reporting Person's purpose in acquiring the shares of Common Stock reported in Item 5(a) hereof is for investment. The Reporting Person may purchase additional shares of Common Stock from time to time, either in the open market or in privately negotiated transactions. Any decision of the Reporting Person to increase or decrease its holdings in

Common Stock will depend, however, on numerous factors, including, without limitation, the price per share of the Common Stock, the terms and conditions

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related to the purchase and sale, the prospects and profitability of the Company, other business and investment alternatives of the Reporting Person and general economic and market conditions. At any time, the Reporting Person may determine to dispose of some or all of his holdings of Common Stock depending on those and other considerations.

The Reporting Person is aware that Patron in connection with the share exchange has requested that the Company consider a reincorporation merger, pursuant to which the Company may be merged with and into Patron, with Patron as the surviving corporation. In connection with such a reincorporation merger, there could be changes in the composition of the board of directors of the Company, material changes in the present capitalization of the Company or changes in the Company's charter or bylaws. The Reporting Person is aware that the Company intends to grow through the acquisition of software providers, although there can be no guarantee that such acquisitions will be consummated.

Except as set forth above, the Reporting Person does not have any plans or proposals that relate to or would result in: (i) the acquisition by any person of additional securities of the Company or the disposition of securities of the Company; (ii) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company; (iii) a sale or transfer of a material amount of assets of the Company; (iv) any change in the present board of directors or management of the Company, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; (v) any material change in the present capitalization or dividend policy of the Company; (vi) any other material change in the Company's business or corporate structure; (vii) changes in the Company's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Company by any person; (viii) causing a class of securities of the Company to be delisted from a national securities exchange or cease to be authorized to be quoted in an interdealer quotation system of a registered national securities association; (ix) a class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or (x) any action similar to any of those enumerated above.

### Item 5. Interest in Securities of the Issuer.

(a) The aggregate number of shares of Common Stock to which this Schedule 13D relates is 1,500,000 shares, representing 5.02% of the 29,888,888 outstanding shares of Common Stock. The Reporting Person directly beneficially owns all 1,500,000 of these shares, representing 5.02% of the outstanding shares.

(b) The Reporting Person has the sole power to vote or to direct the vote, and the sole power to dispose or to direct the disposition of, those shares of Common Stock reported as being directly beneficially owned by him in Item 5(a) hereof.

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(c) The Reporting Person's only transaction in shares of Common Stock during the past 60 days was the consummation of the share exchange pursuant to the Share Exchange Agreement described in Item 3 hereof.

(d) Not applicable.

(e) Not applicable.

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Other than the Share Exchange Agreement described in Item 3 hereof, the Reporting Person has not entered into any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to any securities of the Company.

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Item 7. Material to be Filed as Exhibits.

| Exhibit No. | Exhibit   | Page |
|-------------|---|------|
| 2.1         | Amended and Restated Share Exchange Agreement, dated as of October 10, 2002, among Combined Professional Services, Inc., Patron Systems, Inc. and the Patron Stockholders, as defined therein (previously filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 10, 2002 and incorporated herein by reference). |      |

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 18, 2002

THOMAS PROUSALIS, P.L.L.C.

By: /s/ Thomas Prousalis, P.L.L.C.  
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