

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

\_\_\_\_\_ )  
In the Matter of the Application of )  
 )  
**Marcus McEwen, Transferor** )  
and ) File No. ITC-T/C-2014 \_\_\_\_\_  
**Scott Grau and Richard Pierce, Transferees** )  
 )  
For Authority pursuant to Section )  
Section 214 of the Communications Act of 1934, )  
as amended, to Transfer Control of )  
**Equivoice Holdings, Inc.** )

**JOINT APPLICATION FOR AUTHORIZATION TO TRANSFER**  
**CONTROL OF EQUIVOICE HOLDINGS, INC.**

**I. INTRODUCTION**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act") and Sections 62.04 and 63.24 of the Commission's rules, 47 C.F.R. §63.04 and §63.24, Marcus McEwen ("Transferor") together with Scott Grau and Richard Pierce ("Transferees") (collectively the "Applicants") hereby seek authority to transfer control of Equivoice Holdings, Inc., ("Holdings").<sup>1</sup> Equivoice Holdings, Inc. is the sole owner of two subsidiaries: (1) Equivoice, Inc., which provides domestic and international telecommunications and VoIP services; and (2) Equivoice Cruise, LLC, which provides non-interconnected VoIP services.

The proposed transfer of control will occur through a purchase agreement under which the Transferees will purchase 100% of Marcus McEwen's 33.3% ownership interest in Equivoice

<sup>1</sup> Equivoice Holdings, Inc. is the 214 Authorization Holder, issued under File No. ITC-214-20051102-00446.

Holdings, Inc. Following the transfer, Scott Grau and Richard Pierce will each own and control a 50% share of Equivoice Holdings, Inc. and Marcus McEwen will no longer have any ownership interest in Holdings. Holdings will retain its existing international 214 license. As part of the purchase agreement, ownership and control of Equivoice, Inc., one of the wholly-owned subsidiaries of Holdings, will be transferred to Marcus McEwen. After the transfer, Holdings will no longer have an ownership interest in Equivoice, Inc., which will be 100% owned by Mr. McEwen. Holdings will continue to own 100% of Equivoice Cruise, LLC following the transaction.

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 62.12 of the Commission's Rules, 47 C.F.R. §63.03 and 47 C.F.R. §63.12, as demonstrated in Sections V and VI below.

In support of this Application, Applicants provide the following information:

## **II. DESCRIPTION OF THE APPLICANTS**

### **A. Licensee**

The Licensee is Equivoice Holdings, Inc. It is authorized pursuant to ITC-214-20051102-00446 to provide International Global or Limited Global Facilities-Based and Resale Service. It is currently owned and controlled equally by three individuals, Marcus McEwen (33.3%), Scott Grau (33.3%) and Richard Pierce (33.3%). Holdings holds 100% ownership interest in two subsidiaries: Equivoice, Inc. and Equivoice Cruise, Inc., both of which provide international services pursuant to its 214 license. Equivoice, Inc. provides domestic and international telecommunications and VoIP services; and Equivoice Cruise, LLC provides non-interconnected VoIP services.

**B. Transferor**

The Transferor is Marcus McEwen, a private U.S. Citizen whose business address is 115 N. Main Street, Algonquin, Illinois. Mr. McEwen currently holds a 33.3% ownership and voting interest in Equivoice Holdings, Inc.

**C. Transferees**

The Transferees are Scott Grau and Richard Pierce, both private U.S. Citizens whose current business address is 115 N. Main Street, Algonquin, Illinois. Mr. Grau and Mr. Pierce each hold a 33.3% ownership and voting interest in Equivoice Holdings, Inc., for a combined interest of 66.6%. Through their ownership interest in Holdings, Mr. Grau and Mr. Pierce also currently hold a combined 66.6% ownership and voting interest in Equivoice, Inc. and Equivoice Cruise, LLC, the wholly-owned subsidiaries of Holdings.

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

Pursuant to a Purchase Agreement between the Applicants, Mr. McEwen will sell his 33.3% ownership interest in Equivoice Holdings, Inc. and one of its wholly-owned subsidiaries, Equivoice Cruise, LLC, to Mr. Grau and Mr. Pierce in exchange for cash and a 100% ownership interest in Equivoice, Inc. After the transaction, Mr. McEwen will no longer have an ownership interest in Holdings, but will own 100% of Equivoice, Inc. Mr. Grau and Mr. Pierce will each own 50% of Holdings, which will in turn own 100% of Equivoice Cruise, LLC. Mr. Grau and Mr. Pierce will have equal voting interests in Holdings and Equivoice Cruise. Exhibit A to this application depicts the pre and post-transaction organizational structures. The Transaction is expected to close as soon as possible, subject to regulatory approval.

The proposed transfer of control will have no adverse impact on customers. Currently, only Equivoice, Inc. has customers. It operates as a Competitive Local Exchange Carrier ("CLEC") and interexchange carrier ("IXC") in Illinois and provides interconnected VoIP services nationwide. It also currently provides non-interconnected VoIP services. Its Illinois CLEC and IXC customers and nationwide interconnected VoIP customer base will continue to be served by Equivoice, Inc. following the transaction, with no changes to the rates, terms or conditions of their services.

#### **IV. PUBLIC INTEREST STATEMENT**

The proposed Transaction described above will serve the public interest. The Transaction will have no negative impact on the customers served by Equivoice, Inc., which will continue to benefit from the competitive telecommunications and VoIP services offered. Mr. McEwen, who will own and control 100% of Equivoice, Inc. following the transaction, has 30 years of telecommunications experience, and will focus his efforts on expanding and enhancing the competitive services offered by that company, to the benefit of consumers. Holdings and its remaining subsidiary, Equivoice Cruise, LLC, will be owned and controlled by Mr. Grau and Mr. Pierce, who have a combined 60 of telecommunications experience. They will focus their attention on non-traditional offerings, including non-interconnected VoIP services, which will also benefit the public by expanding consumer choice for such products.

V. **INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

**(a) Name, address and telephone number of each Applicant:**

Transferor: Marcus McEwen:

115 N. Main Street  
Algonquin, IL 60102  
Tel: 847-429-1700

Transferees: Scott Grau and Richard Piece:

115 N. Main Street  
Algonquin, IL 60102  
Tel: 847-429-1700

**(b) Jurisdiction of Organizations:**

Transferor: Marcus McEwen is a U.S. Citizen -

Transferees: Scott Grau and Richard Pierce are U.S. Citizens

Equivoice Holdings, Inc.: Illinois Corporation

Equivoice, Inc.: Illinois Corporation

Equivoice Cruise, LLC: Illinois Limited Liability Company

**(c) Correspondence concerning this Application should be sent to:**

Sharon Thomas  
Consultant  
Technologies Management, Inc.  
2600 Maitland Center Parkway  
Suite 300  
Maitland, FL 32751  
Tel: 407-740-3031  
Fax: 407-740-0613  
sthomas@tminc.com

**(d) Section 214 Authorizations**

Equivoice Holdings, Inc. holds international Section 214 authority under File No. ITC-214-20051102-00446

**Information for Transferees**

- (h)** The following information is provided for the transferees, Scott Grau and Richard Pierce, who will each have a 50% voting and ownership interest in Equivoice Holdings, Inc. following the transaction:

Name: Scott Grau  
Address: 115 N. Main Street  
Algonquin, IL  
Citizenship: U.S.  
Principal Business: Telecommunications  
% Interest: 50%

Name: Richard Pierce  
Address: 115 N. Main Street  
Algonquin, IL  
Citizenship: U.S.  
Principal Business: Telecommunications  
% Interest: 50%

There are no interlocking directorates with a foreign carrier.

- (i)** Transferees certify that they have no ownership in any foreign carrier, nor are they affiliated with any foreign carrier, nor will they become affiliated with any foreign carrier as a result of this transaction.

- (j)** Transferees certify that they do not seek to provide international telecommunications services to any destination country where:

- (1) The Transferees are a foreign carrier in that country; or
- (2) The Transferees control a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Transferees, or that controls the Transferees, controls a foreign carrier in that country; or

(4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of the Transferees and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

(n) Transferees certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are or are affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

## **VI. INFORMATION REQUIRED BY SECTION 63.04**

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b) Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):



**(a)(6)** A description of the proposed Transaction is set forth in **Section III** above.

**(a)(7)** Only Equivoice, Inc., currently the wholly-owned subsidiary of Equivoice Holdings, Inc., has customers. It operates as a Competitive Local Exchange Carrier ("CLEC") and interexchange carrier ("IXC") in Illinois and provides interconnected VoIP services nationwide.

**(a)(8)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Transferees will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferees will not competitive telephone exchange services or exchange access services. Further, none of the Applicants are dominant with respect to any service.

**(a)(9)** Equivoice, Inc. will file an application for Partial Assignment under Section 63.24(b), 47 C.F.R. §63.24, to partially assign international 214 authority from Equivoice Holdings, Inc. to Equivoice, Inc.

**(a)(10)** No party is requesting special consideration because it is facing imminent business failure.

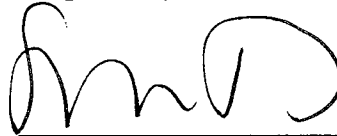
**(a)(11)** Not applicable.

**(a)(12)** A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

**VI. CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants respectfully request that the Commission approve the proposed Transaction as soon as possible.

Respectfully submitted,



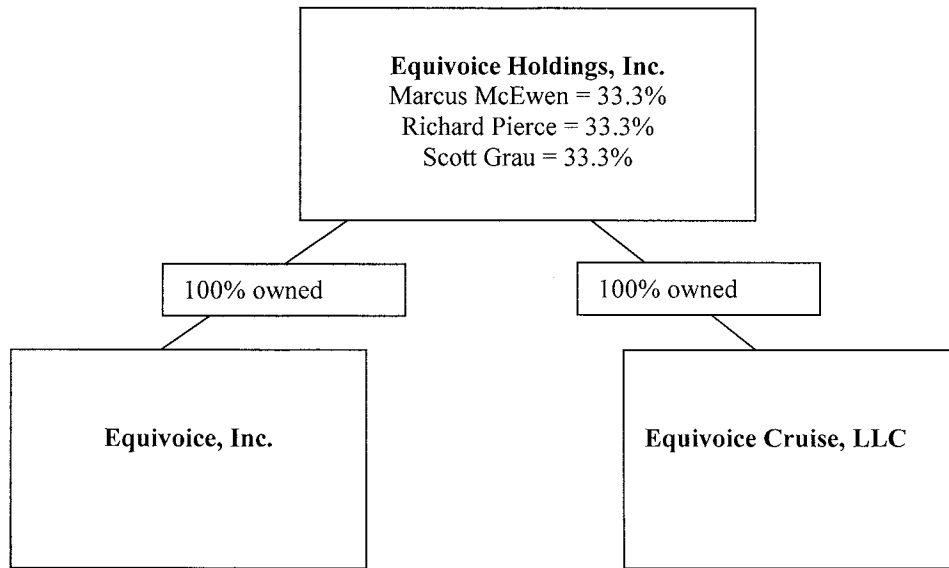
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Sharon Thomas  
Technologies Management, Inc.  
2600 Maitland Center Parkway  
Suite 300  
Maitland, FL 32751  
Tel: 407-740-3031  
Fax: 407-740-0613  
sthomas@tminc.com

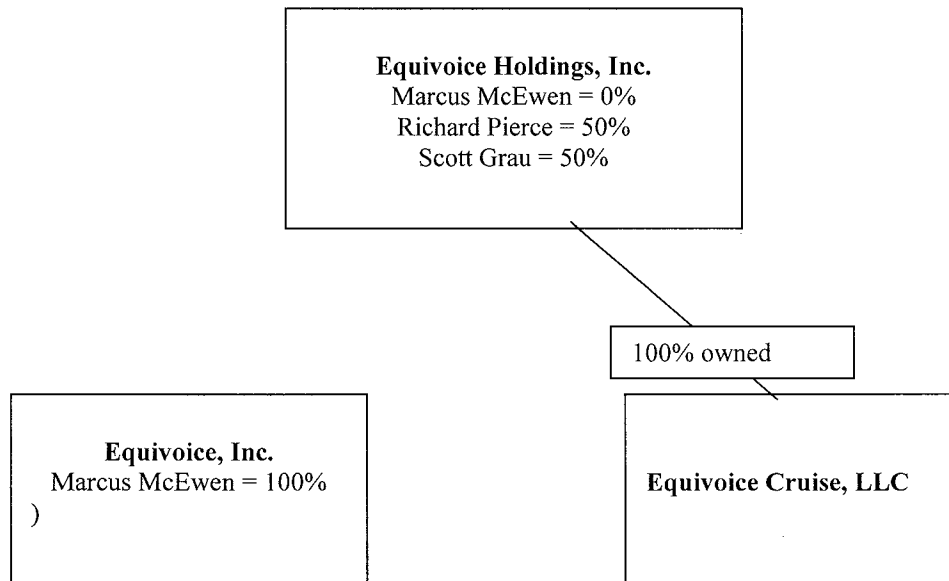
Consultant to Transferor and Transferees

Dated: March 3, 2014

**PRE-TRANSACTION ORGANIZATION**



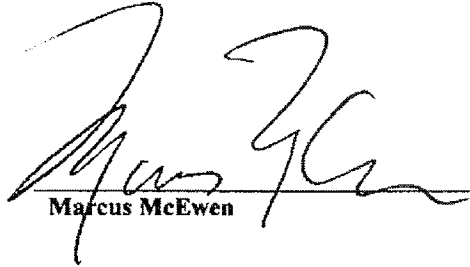
**POST-TRANSACTION ORGANIZATION**



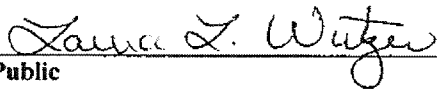
VERIFICATION

STATE OF ILLINOIS  
COUNTY OF MCHENRY

I, Marcus McEwen, being first duly sworn, do hereby certify, depose and state that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

  
\_\_\_\_\_  
Marcus McEwen

Subscribed and sworn to before me, a Notary Public, this 2nd day of March 2014.

  
\_\_\_\_\_  
Notary Public

My Commission expires: 06/11/14



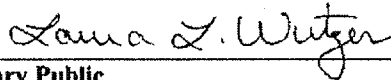
VERIFICATION

STATE OF ILLINOIS  
COUNTY OF COOK

I, Scott Grau, being first duly sworn, do hereby certify, depose and state that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

  
\_\_\_\_\_  
Scott Grau

Subscribed and sworn to before me, a Notary Public, this 2nd day of March 2014.

  
\_\_\_\_\_  
Notary Public

My Commission expires: 06/11/14



VERIFICATION

STATE OF ILLINOIS  
COUNTY OF COOK

I, Richard Pierce, being first duly sworn, do hereby certify, depose and state that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

Richard Pierce  
Richard Pierce

Subscribed and sworn to before me, a Notary Public, this 2nd day of March 2014.

Laura L. Wutzen  
Notary Public

My Commission expires: 06/11/14

