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December 13, 2017

VIA FEDERAL EXPRESS

Irene Kim Asbury, Secretary
Board of Public Utilities
44 South Clinton Avenue, 3rd Floor
Post Office Box 350
Trenton, New Jersey 08625-0350



TMP1121283

Re: Verified Joint Petition of magicJack VocalTel Ltd. and B. Riley Financial, Inc.
Docket No.

Dear Secretary Asbury:

Enclosed for filing on behalf of magicJack VocalTel Ltd. and B. Riley Financial, Inc. please find an original and 11 copies of a Verified Petition for Board approval of the indirect transfer of control of YMax Communications Corp.

Please return a copy of the filed petition with the assigned docket number in the enclosed self-addressed, stamped envelope.

Very truly yours,

NORRIS, McLAUGHLIN & MARCUS, P.A.

James H. Laskey

Cms
Antals
DAG
RPH
L. Gilbert
Tzlec (2)

M. Beyer
R. Della Serra
H. Brand

JHL/ls

Enclosures

cc:

Mark Beyer
Rocco Della Serra
Stefanie A. Brand, Esq.



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BOARD OF PUBLIC UTILITIES
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**BEFORE THE NEW JERSEY
BOARD OF PUBLIC UTILITIES**

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| _____ |) | |
| In the Matter of the Verified Petition of |) | |
| |) | |
| magicJack VocalTec Ltd. |) | |
| Transferor |) | BPU Docket No. _____ |
| |) | |
| and |) | |
| |) | |
| B. Riley Financial, Inc. |) | |
| Transferee |) | |
| |) | |
| For Approval of the Indirect Transfer of |) | |
| Control of |) | |
| |) | |
| YMax Communications Corp. |) | |
| _____ |) | |

**VERIFIED JOINT PETITION FOR APPROVAL
OF INDIRECT TRANSFER OF CONTROL**

Pursuant to N.J.S.A. §§ 48:2-51.1, 48:3-7, and 48:3-10, magicJack VocalTec Ltd. (“MJVT” or “Transferor”) and B. Riley Financial, Inc. (“B. Riley” or “Transferee” and collectively with MJVT, the “Petitioners”), hereby respectfully request the approval of the New Jersey Board of Public Utilities (“Board”) to consummate a merger transaction whereby B. Riley will acquire ultimate control of MJVT and its indirect wholly-owned subsidiary YMax Communications Corp. (“YMax”) (the “Transaction”). Consummation of the proposed Transaction will serve the public interest by providing additional managerial expertise and access to financial resources to YMax, which will in turn enhance its ability to offer its services and to better compete in the telecommunications marketplace. The proposed Transaction will occur at the parent level and will only result in a change in the indirect ownership of YMax. No assignment of licenses, assets, or customers will occur as a consequence of the proposed

Transaction. The proposed Transaction will not trigger a change in the rates, terms, and conditions under which YMax provides services to its existing customers. Accordingly, this Transaction will be, for all practical purposes, imperceptible to customers. The proposed Transaction also will not adversely affect competition in New Jersey because it will not result in a reduction of competitors and customers will continue to have access to the same competitive alternatives they have today.

I. DESCRIPTION OF THE PETITIONERS

A. MJVT and YMax

MJVT is a publicly traded (NASDAQ: CALL) company that is incorporated under the laws of Israel. It is headquartered at 12 Haomanut Street, 2nd Floor, Poleg Industrial Zone, Netanya, Israel 4250445. MJVT and its subsidiaries are a vertically integrated group of companies that offers Voice-over-Internet-Protocol (“VoIP”) services and related equipment. MJVT is the inventor of the magicJack device, which plugs into the USB port on a computer or into a power adapter and high speed Internet source, providing users with calling services for home, business and travel. Also available are magicJack mobile apps, which are applications that allow users to make and receive telephone calls through their smartphones or devices.

YMax is a wholly-owned direct subsidiary of YMax Corporation (“YMax Corp.”), a Delaware corporation and wholly-owned direct subsidiary of MJVT. YMax is a Delaware corporation located at 560 Village Blvd., Suite 120, West Palm Beach, Florida 33409. YMax gives owners of the magicJack device the option of getting a phone number for the device to receive calls or porting their existing number and thereby enjoy related features of the service. YMax also offers customers the option to purchase international minutes on a prepaid platform. YMax was authorized by the Board to provide competitive local exchange, exchange access, and long distance services in New Jersey on March 31, 2006 in Docket No. TE05121045. YMax

provides regulated telecommunications services to approximately 59,000 customers in New Jersey. YMax's certificate of incorporation is attached as Exhibit A.

B. B. Riley

B. Riley is a publicly traded (NASDAQ: RILY) diversified financial services company that takes a collaborative approach to the capital raising and financial advisory needs of public and private companies and high net worth individuals.¹ A Delaware corporation, B. Riley's headquarters are at 21255 Burbank Boulevard, Suite 400, Woodland Hills, California 91367. The firm has offices in major U.S. financial markets and consists of over 900 employees whose cross-platform expertise is mobilized to provide a myriad of financial solutions. B. Riley operates through several wholly-owned subsidiaries, including B. Riley Principal Investments, LLC ("BRPI"), which engages in proprietary investments in other businesses. BRPI is a Delaware limited liability company. B. Riley's certificate of incorporation is attached as Exhibit B.

B. Riley is well-qualified managerially, technically, and financially to own and control MJVT and YMax. B. Riley and its subsidiaries are experienced investors. Through BRPI, B. Riley owns United Online, which offers Internet access services to consumers under the NetZero and Juno brands, as well as email, Internet security, web hosting services, and other communications-related services. B. Riley and its subsidiaries also are managed by top professionals with decades of expertise in the financial, technology, research, and communications sectors.

¹ Bryant Riley, Chairman and Chief Executive Officer of B. Riley, holds an approximate 16 percent ownership interest in the company. No other individuals or entities hold a 10 percent or greater ownership interest in B. Riley.