



State of New Jersey
DIVISION OF RATE COUNSEL
140 EAST FRONT STREET, 4TH FL
P.O. BOX 003
TRENTON, NEW JERSEY 08625

PHIL MURPHY
Governor

SHEILA OLIVER
Lt. Governor

STEFANIE A. BRAND
Director

Via Electronic and Regular Mail

January 30, 2018

Board Secretary
New Jersey Board of Public Utilities
44 South Clinton Avenue, 3rd Fl., Ste. 314
P.O. Box 350
Trenton, New Jersey 08625-0350

Re: I/M/O the Verified Joint Petition of MagicJack VocalTee, Ltd., Transferor and B. Riley Financial, Inc., Transferee for Approval of the Indirect Transfer of Control of YMax Communications Corp. **BPU Docket No.: TM17121283**

Dear Board Secretary:

The New Jersey Division of Rate Counsel ("Rate Counsel") has reviewed the above referenced Verified Joint Petition of MagicJack VocalTee, Ltd., ("MJVT" or "Transferor") and B. Riley Financial, Inc., ("B. Riley" or "Transferee") collectively ("Petitioners") for approval by the New Jersey Board of Public Utilities ("Board") of a transfer of indirect control of MJVT's indirect wholly owned subsidiary YMax Communications Corp. ("YMax" the "Transaction"). Rate Counsel submits the within comments on this matter for the Board's consideration. Enclosed with this original please find ten copies. Kindly return a date/stamped "Received" and/or "Filed" copy to Rate Counsel. For the reasons that follow, Rate Counsel does not object to Board approval of the Petitioners' requests in this matter.

Petitioners and Transaction

MJVT is a publicly traded (NASDAQ:CALL) Israeli company headquartered in Netanya, Israel and provides Voice-over-Internet-Protocol ("VoIP") telecommunications services including local exchange, exchange access and long distance services to approximately 59,000 customers in New Jersey through its wholly-owned indirect subsidiary YMax, a Delaware corporation headquartered in West Palm Beach, Florida.¹ B. Riley is a publicly traded (NASDAQ:RILY) financial services Delaware corporation headquartered in Woodland Hill, California and its wholly-owned subsidiaries including B. Riley Principal Investments, LLC ("BRPI") a Delaware limited liability company engages in proprietary investments in other businesses.²

Under the Agreement and Plan of Merger dated November 9, 2017, MJVT will become a wholly-owned direct subsidiary of BRPI and YMax will become a wholly-owned indirect subsidiary of B. Riley.³ The transaction will occur at the Parent level and thus will be transparent to all YMax customers, who

¹/ Verified Petition at p. 2, citing to TE05121045 (Order dated March 31, 2006). See Petition Exhibit A for Certificate of Incorporation.

²/ Id., at p. 3. See Petition Exhibit B for Certificate of Incorporation.

³/ Id., at p. 5-6. See Petition Attachment C, Corporate Organizational Chart.

will continue to receive the same services at the same rates and conditions as prior to the transfer/acquisition.⁴

Public Interest Considerations

Board approval must be based on its satisfaction that the transaction is in the public interest and provide all of the information required by *N.J.S.A. 48:2-51.1 et seq.* Petitioners assert and have provided information in support that the purpose of the Transaction will increase the YMax footprint and enable their ability to continue to grow and compete in the telecommunications marketplace in New Jersey with enhanced service offerings to current and future customers and businesses and consumers in general and will not harm or reduce competition in the state. The Transaction will not negatively affect Petitioners' customers who will continue to receive the same services under the same terms, rates and conditions by Petitioners. In addition, the Transaction does not implicate nor will have a negative impact employment or pension obligations under *N.J.S.A. 48:2-51.1*, *N.J.S.A. 48:3-7*, and *3-10*.⁵

Therefore, Rate Counsel supports the contemplated continued provision of innovative, high quality telecommunications services to the public for the benefit of both residential and business customers in this state. Accordingly, Rate Counsel would not oppose Board approval of the proposed acquisition.

Thank you for your attention to this matter.

Very truly yours,

STEFANIE A. BRAND, ESQ.
DIRECTOR
NEW JERSEY DIVISION OF RATE COUNSEL



Maria T. Novas-Ruiz, Esq.
Assistant Deputy Rate Counsel

c: Service List
RPAPROD #99716

⁴/ Verified Petition at p. 6.

⁵/ Id., at pp. 6-7.

**I/M/O the Verified Joint Petition
of MagicJack VocalTee, Ltd.,
Transferor and B. Riley Financial,
Inc., Transferee for Approval of
the Indirect Transfer of Control
of YMax Communications Corp.**

BPU Docket No. TM17121283

Service List

Irene K. Asbury, Board Secretary
New Jersey Board of Public Utilities
44 S. Clinton Ave., 3rd Fl., Ste. 314
P.O. Box 350
Trenton, NJ 08625

Stefanie A. Brand, Director
NJ Division of Rate Counsel
140 East Front Street, 4th Floor
P.O. Box 003
Trenton, NJ 08625

Lawanda Gilbert, Esq.
Director, Office of Telco & Cable
New Jersey Board of Public Utilities
44 S. Clinton Ave., 3rd Fl., Ste. 314
P.O. Box 350
Trenton, NJ 08625

Harold Bond, Bureau Chief
Office of Telco & Cable
New Jersey Board of Public Utilities
44 S. Clinton Ave., 3rd Fl., Ste. 314
P.O. Box 350
Trenton, NJ 08625

Carol Artale, Esq.
Legal Specialist
New Jersey Board of Public Utilities
44 S. Clinton Ave., 3rd Fl., Ste. 314
P.O. Box 350
Trenton, NJ 08625

Rocco Della-Serra,
Administrative Analyst, Accounting
New Jersey Board of Public Utilities
44 S. Clinton Ave., 3rd Fl., Ste. 314
P.O. Box 350
Trenton, NJ 08625

Christine Lin
Administrative Analyst, Accounting
New Jersey Board of Public Utilities
44 S. Clinton Ave., 3rd Fl., Ste. 314
P.O. Box 350
Trenton, NJ 08625

Alan C. Molner,
Admin. Analyst 1, Accounting
New Jersey Board of Public Utilities
44 S. Clinton Ave., 3rd Fl., Ste. 314
P.O. Box 350
Trenton, NJ 08625

Timothy R. Oberleiton, DAG
Attorney General's Office
Division of Public Safety
124 Halsey Street, 2nd Floor
POB 45029-5029
Newark, NJ 07101

Richard C. Fipphen, Esq.
Assistant General Counsel
Verizon
140 West Street
New York, NY 1007

Maria Novas-Ruiz
Assistant Deputy Rate Counsel
NJ Division of Rate Counsel
140 East Front Street, 4th Floor
P.O. Box 003
Trenton, NJ 08625

Caroline Vachier, Chief, DAG
NJ Attorney General's Office
Division of Public Safety
124 Halsey Street, 2nd Floor
POB 45029-5029
Newark, NJ 07101

Veronica Beke, DAG
Attorney General's Office
Division of Public Safety
124 Halsey Street, 2nd Floor
POB 45029-5029
Newark, NJ 07101

William F. Maher
Jennifer L. Kostyu
Wilkinson Barker Knauer, LLP
1800 M Street, N.W., Suite 800N
Washington, D.C. 20036

Alan N. Forman
Executive Vice President & General
Counsel B. Riley Financial, Inc.
299. Park Avenue, 7th Floor
New York, NY 10171

James H. Laskey
Norris, McLaughlin & Macus, P.A.
Attorneys at Law
400 Crossing Boulevard 8th Floor
P.O.Box 5933
Bridgewater, NJ 08807

Thomas Fuller
Executive Vice President & Chief
Financial Officer
MagicJack VocalTec Ltd.
560 Village Blvd., Suite 120
West Palm Beach, FL 33409

Bennett L. Ross
Daniel Brooks
Wiley Rein LLP
1776 K Street, N.W.
Washington, D.C. 20006