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Approved by OMB
3060-0686

**INTERNATIONAL SECTION 214 AUTHORIZATIONS
FOR ASSIGNMENT OR
TRANSFER OF CONTROL
FCC FORM 214TC
FOR OFFICIAL USE ONLY**

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

YMax Communications Corp. Transfer of Control Application

1. Legal Name of Applicant

Name:	B. Riley Financial, Inc.	Phone Number:	212-409-2420
DBA Name:		Fax Number:	
Street:	299 Park Ave. 7th Floor	E-Mail:	aforman@brileyfin.com
City:	New York	State:	NY
Country:	USA	Zipcode:	10171 -
Attention:	Alan N. Forman		

2. Name of Contact Representative

Name:	William F. Maher	Phone Number:	202-783-4141
Company:	Wilkinson Barker Knauer, LLP	Fax Number:	202-783-5851
Street:	1800 M St., NW Suite 800N	E-Mail:	wmaher@wbklaw.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20036-
Attention:		Relationship:	Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

☐ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☒ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☐ c. Notification of Pro Forma Assignment of Section 214 Authority (**No fee required**)

☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority (**No fee required**)

Date of Consummation: **Must be completed if you select c or d.**

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.

Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must

specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number:ITC2142005061400222	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:
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5. Name of Section 214 Authorization Holder

Name: YMax Communications Corp. Phone Number: 561-459-5224
 DBA Name: Fax Number:
 Street: 560 Village Blvd. E-Mail: thomas.fuller@magicJack.com
 Suite 120
 City: West Palm Beach State: FL
 Country: USA Zipcode: 33409 -
 Attention: Thomas Fuller

6. Name of Assignor / Transferor

Name: magicJack VocalTec Ltd. Phone Number: 561-459-5224
 DBA Name: Fax Number:
 Street: 560 Village Blvd. E-Mail: thomas.fuller@magicJack.com
 Suite 120
 City: West Palm Beach State: FL
 Country: USA Zipcode: 33409 -
 Attention: Thomas Fuller

7. Name of Assignee / Transferee

Name: B. Riley Financial, Inc. Phone Number: 212-409-2420
 DBA Name: Fax Number:
 Street: 299 Park Ave. E-Mail: aforman@brileyfin.com
 7th Floor
 City: New York State: NY
 Country: USA Zipcode: 10171 -
 Attention: Alan N. Forman

8a. Is a fee submitted with this application?

☒ If Yes, complete and attach FCC Form 159.

If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).

☐ Governmental Entity ☐ Noncommercial educational licensee ☐ Notification of Pro Forma (No fee required.)
☐ Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT - Section 214 Authority

9. Description (Summarize the nature of the application.)

Joint Application for Consent to Transfer Control of Domestic and International Section 214 Authorizations

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? ☒ Yes ☐ No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier? ☐ Yes ☒ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a *pro forma* assignment or *pro forma* transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. ☐ Yes ☒ No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true? ☐ Yes ☒ No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and *any or all* countries listed in response to Question 14? See Section 63.10 of the rules. ☐ Yes ☒ No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☐ Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

☒ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. *If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.*

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

☐ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. ☒ Yes ☐ No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission ☒ Yes ☐ No

consent is not required because the transaction is subject to the notification procedures for *pro forma* transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).)

23. If this filing is a notification of a *pro forma* assignment or transfer of control, the undersigned certify that the assignment or transfer of control was *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party. ☐ Yes ☐ No ☒ Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith. ☒ Yes ☐ No

25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification. ☒ Yes ☐ No

CERTIFICATION

26. Printed Name of Assignor / Transferor magicJack VocalTec Ltd.	29. Printed Name of Assignee / Transferee B. Riley Financial, Inc.
27. Title (Office Held by Person Signing) Executive Vice President & Chief Financial Officer	30. Title (Office Held by Person Signing) Executive Vice President & General Counsel
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Thomas Fuller	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Alan N. Forman
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).	

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

In the Matter of)
)
magicJack VocalTec Ltd.)
<i>Transferor</i>)
)
and)
)
B. Riley Financial, Inc.)
<i>Transferee</i>)
)
Joint Application for Consent to Transfer)
Control of Domestic and International)
Authorizations Pursuant to Section 214 of the)
Communications Act of 1934, As Amended)

**JOINT APPLICATION TO TRANSFER CONTROL OF DOMESTIC AND
INTERNATIONAL SECTION 214 AUTHORIZATIONS**

Pursuant to Section 214 of the Communications Act of 1934, as amended (“the Act”),¹ and Sections 63.04, 63.18, and 63.24 of the Commission’s rules,² magicJack VocalTec Ltd. (“MJVT” or “Transferor”) and B. Riley Financial, Inc. (“B. Riley” or “Transferee”) (the “Applicants”) request the Commission’s consent to transfer control of certain of MJVT’s indirect wholly-owned subsidiaries – namely, YMax Communications Corp. (“YMax”), magicJack SMB, Inc. (“MJSMB”), and Broadsmart Global, Inc. (“Broadsmart”) (collectively, the “Licensees”) – from MJVT to B. Riley. YMax holds international and domestic Section 214 authority, and MJSMB and Broadsmart hold international Section 214 authority. As further

¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 63.04, 63.18, and 63.24.

described below, the proposed transfer of control will serve the public interest by providing additional managerial expertise and access to capital to the Licensees, which will in turn enhance their ability to offer their services and better compete in the communications marketplace.

Pursuant to Section 63.04(b), this Joint Application is being filed concurrently with the International Bureau and the Wireline Competition Bureau. The Applicants also request streamlined processing of the Joint Application pursuant to Sections 63.03(b) and 63.12 of the Commission's rules.³

I. DESCRIPTION OF THE PARTIES

A. MJVT and the Licensees

MJVT (FRN: 0027030683) is a publicly traded (NASDAQ: CALL) company that is incorporated under the laws of Israel. 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 (FRN: 0013563077), a Delaware corporation, is a wholly-owned direct subsidiary of YMax Corporation ("YMax Corp."), a Delaware corporation that in turn is a wholly-owned direct subsidiary of MJVT. 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 holds an international Section 214 authorization and is

³ 47 C.F.R. §§ 63.03(b), 63.12.

authorized to operate as a competitive local exchange carrier and long distance carrier in all states except New Hampshire in addition to the District of Columbia.

Broadsmart (FRN: 0025715012) and MJSMB (FRN: 0025239153), both Florida corporations, are wholly-owned direct subsidiaries of YMax Corp. Broadsmart, an interconnected VoIP provider, makes available hosted Unified Communication as a Service (“UCaaS”) offerings and hardware and network equipment focusing on medium-to-large, multi-location enterprise customers. MJSMB offers interconnected VoIP services to small business customers. Although Broadsmart and MJSMB hold international Section 214 authorizations, they currently do not provide any domestic or international telecommunications services.

B. B. Riley

B. Riley (FRN: 0027041722) is a publicly traded (NASDAQ: RILY), diversified financial services company which takes a collaborative approach to the capital raising and financial advisory needs of public and private companies and high net worth individuals. Headquartered in Los Angeles with offices in major U.S. financial markets, B. Riley 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. B. Riley executives have substantial experience in the communications industry. 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.

II. DESCRIPTION OF THE TRANSACTION

On November 9, 2017, MJVT, B. Riley, and B. Riley’s wholly-owned indirect subsidiary B. R. Acquisition Ltd. (“Merger Sub”) entered into an Agreement and Plan of Merger

(“Agreement”). Pursuant to the Agreement, Merger Sub will merge with and into MJVT, with MJVT as the surviving corporation. At the time of the transaction, the currently issued and outstanding shares of MJVT will be cancelled and converted into the right of each shareholder to receive a cash payment. As a result of the transaction, MJVT will become a wholly-owned, direct subsidiary of BRPI, and MJVT and the Licensees will become wholly-owned, indirect subsidiaries of B. Riley through YMax Corp., MJVT, and BRPI.⁴ For the Commission’s reference, organization charts illustrating the current and post-closing corporate structure of the Licensees as described herein are provided as Exhibit A.

III. PUBLIC INTEREST STATEMENT

The proposed transaction will serve the public interest. The change in ultimate control of the Licensees will occur at the parent level and will not involve the assignment of operating authority, assets, or customers. MJVT and YMax will be able to draw upon the managerial and communications experience of B. Riley’s management team, with decades of financial and managerial experience, including in the communications field. The operational and customer-facing teams of the Licensees will continue to manage their day-to-day operations and businesses following completion of the transaction. The Licensees thus will continue to be operated by highly experienced, well-qualified personnel. MJVT and the Licensees also will benefit from improved access to capital, enhancing their competitive position in the communications services space.

⁴ Immediately upon closing, B. Riley may undertake an internal corporate reorganization pursuant to which YMax Corp. would become a wholly-owned direct subsidiary of BRPI (instead of remaining a wholly-owned direct subsidiary of MJVT). The Licensees would continue to be wholly-owned, indirect subsidiaries of B. Riley and BRPI through YMax Corp., without any intervening ownership by MJVT. MJVT would continue as a separate, wholly-owned subsidiary of BRPI. This reorganization is illustrated in Exhibit A.

Immediately after closing, the Licensees will continue to provide competitive and innovative services to existing customers at the same rates, terms, and conditions and in the same geographic areas as currently provided. Any future changes in the rates, terms, or conditions of service will be undertaken in response to market conditions and consistent with any applicable federal and state requirements. The transaction will be transparent to customers and is not expected to result in the discontinuance, reduction, loss or impairment of service to any customer.

The proposed transaction also will not harm competition. B. Riley and the Licensees do not currently compete in the provision of any telecommunications offerings. The transaction thus will not reduce the number of service providers in any market.

IV. INFORMATION REQUIRED BY 47 C.F.R. § 63.18 AND THE IBFS SECTION 214 MAIN FORM

The Applicants submit the following information, pursuant to 47 C.F.R. § 63.18 and the IBFS Section 214 Main Form, in support of their request for consent to transfer control of the Licensees, which hold international Section 214 authority, to B. Riley:

A. Contact Information – Answer to Question 10 (Section 63.18(c)-(d))

Correspondence concerning this Joint Application should be directed to:

For Transferor and the Licensees:

Thomas Fuller
EVP & Chief Financial Officer
magicJack VocalTec Ltd.
560 Village Blvd., Suite 120
West Palm Beach, FL 33409
561.459.5224 (tel.)
thomas.fuller@magicJack.com

with copies to:

Bennett L. Ross
Daniel Brooks

For Transferee:

Alan N. Forman
Executive Vice President & General Counsel
B. Riley Financial, Inc.
299 Park Avenue, 7th Floor
New York, NY 10171
212.409.2420 (tel.)
aforman@brileyfin.com

with copies to:

William F. Maher
Jennifer L. Kostyu

Wiley Rein LLP
1776 K Street, N.W.
Washington, D.C. 20006
202.719.7524 (tel.)
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BRoss@wileyrein.com
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Wilkinson Barker Knauer, LLP
1800 M Street, N.W., Suite 800N
Washington, D.C. 20036
202.783.4141 (tel.)
202.783.5851 (fax)
WMaher@wbklaw.com
JKostyu@wbklaw.com

Neither B. Riley nor any of its affiliates holds international Section 214 authorizations.

YMax holds an international Section 214 authorization to provide global facilities-based and resold telecommunications services (File No. ITC-214-20050614-00222). Broadsmart holds an international Section 214 authorization to provide global resale telecommunications services (File No. ITC-214-20160901-00264). MJSMB holds an international Section 214 authorization to provide global resale telecommunications services (File No. ITC-214-20160901-00265). However, neither Broadsmart nor MJSMB currently provides international telecommunications services.

B. Post-Closing Ownership (Answer to Question 11 – Section 63.18(h))

The following entities will hold a direct or indirect 10 percent or greater ownership interest in MJVT and the Licensees post-closing:

Name:	YMax Corp.
Address:	560 Village Blvd., Suite 120 West Palm Beach, FL 33409
Citizenship:	Delaware
Principal Business:	holding company
Ownership interest:	100 percent interest in YMax, Broadsmart, and MJSMB

Name:	magicJack VocalTec Ltd. (“MJVT”)
Address:	12 Haomanut Street, 2nd Floor Poleg Industrial Zone Netanya, Israel 4250445
Citizenship:	Israel
Principal Business:	holding company

Ownership interest: 100 percent interest in YMax Corp.⁵

Name: B. Riley Principal Investments, LLC (“BRPI”)
Address: 21255 Burbank Blvd, Suite 400
Woodland Hills, CA 91367
Citizenship: Delaware
Principal Business: investment/holding company
Ownership interest: 100 percent interest in MJVT

Name: B. Riley Financial, Inc. (“B. Riley”)
Address: 21255 Burbank Blvd, Suite 400
Woodland Hills, CA 91367
Citizenship: Delaware
Principal Business: financial services/holding company
Ownership interest: 100 percent interest in BRPI

Name: Bryant Riley
Address: c/o B. Riley Financial, Inc.
21255 Burbank Blvd, Suite 400
Woodland Hills, CA 91367
Citizenship: USA
Ownership interest: approximately 16 percent interest in B. Riley

No other person or entity will hold a direct or indirect 10 percent or greater equity interest in MJVT or the Licensees post-closing. Exhibit A provides charts depicting the pre- and post-closing ownership structure of MJVT and the Licensees.

C. Narrative of Transfer of Control and Public Interest Statement (Answer to Question 13)

A description of the proposed transaction and demonstration of how it will serve the public interest are set forth in Sections II and III above.

D. Streamlined Processing (Answer to Question 20 – Section 63.12)

This Joint Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission’s rules. The Applicants and the Licensees have no foreign carrier affiliates and

⁵ As discussed above, immediately upon closing, B. Riley may undertake an internal reorganization in which MJVT would no longer be in the Licensees’ ownership chain. *See id.*

will have no such affiliates upon closing of the transaction. They therefore qualify for a presumption of non-dominance under Section 63.10 of the Commission's rules on all U.S.-international routes.

V. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES IN RELATION TO THE TRANSFER OF BLANKET DOMESTIC 214 AUTHORITY

In support of their request for consent to transfer control of YMax to B. Riley, the Applicants submit the following information pursuant to Section 63.04(a)(6) through (a)(12) of the Commission's rules.⁶

Section 63.04(a)(6) – Description of the transaction:

A description of the proposed transaction is set forth in Section II above.

Section 63.04(a)(7) – Description of the geographic area in which the transferor and transferee offer domestic telecommunications services, and what services are provided in each area:

YMax operates as a competitive local exchange carrier and long distance carrier in all states except New Hampshire in addition to the District of Columbia. For further information regarding YMax's services, please see Section I(A) above.

Section 63.04(a)(8) – Statement as to how the application qualifies for streamlined treatment:

The domestic Section 214 component of this application qualifies for presumptive streamlined processing pursuant to Section 63.03(b) because B. Riley is not a telecommunications provider in the United States and does not hold a ten percent or greater

⁶ 47 C.F.R. § 63.04. Neither MJSMB nor Broadsmart provide domestic telecommunications services in the United States.

interest in a wireline telecommunications provider in the United States.⁷ None of the Applicants or their affiliates is a facilities-based telecommunications provider. Moreover, YMax holds a market share in the interstate, interexchange market of less than ten percent, and it will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction. Neither YMax nor B. Riley is dominant with respect to any telecommunications services.

Section 63.04(a)(9) – Identification of all other Commission applications related to this transaction:

No other FCC applications related to this transaction are being filed.

Section 63.04(a)(10) – Statement of whether the applicants request special consideration because either party is facing imminent business failure:

The Applicants do not request special consideration because no party to the proposed transaction is facing imminent business failure.

Section 63.04(a)(11) – Identification of any separately filed waiver requests being sought in conjunction with this application:

No separately filed waiver requests are being sought in conjunction with this Joint Application.

Section 63.04(a)(12) – Statement showing how grant of the application will serve the public interest, convenience and necessity:

A demonstration of how the proposed transaction will serve the public interest is set forth in Section III above.

⁷ B. Riley's subsidiary, NetZero Wireless, Inc. which provides mobile broadband services, holds registrations or authorizations to provide wireless services in California, Colorado, Hawaii, Illinois, Indiana, Iowa, Kentucky, Louisiana, Michigan, Montana, Nebraska, Nevada, North Dakota, Vermont, and West Virginia.

VII. CONCLUSION

For the reasons stated above, the Applicants respectfully request that the Commission promptly grant this Joint Application.

Respectfully submitted,

By: magicJack VocalTec Ltd.

Bennett L. Ross
Daniel Brooks
Wiley Rein LLP
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Counsel to magicJack VocalTec Ltd.

/s/ Thomas Fuller
Thomas Fuller
Executive Vice President & Chief Financial
Officer
magicJack VocalTec Ltd.
560 Village Blvd., Suite 120
West Palm Beach, FL 33409
561.459.5224 (tel.)
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By: B. Riley Financial, Inc.

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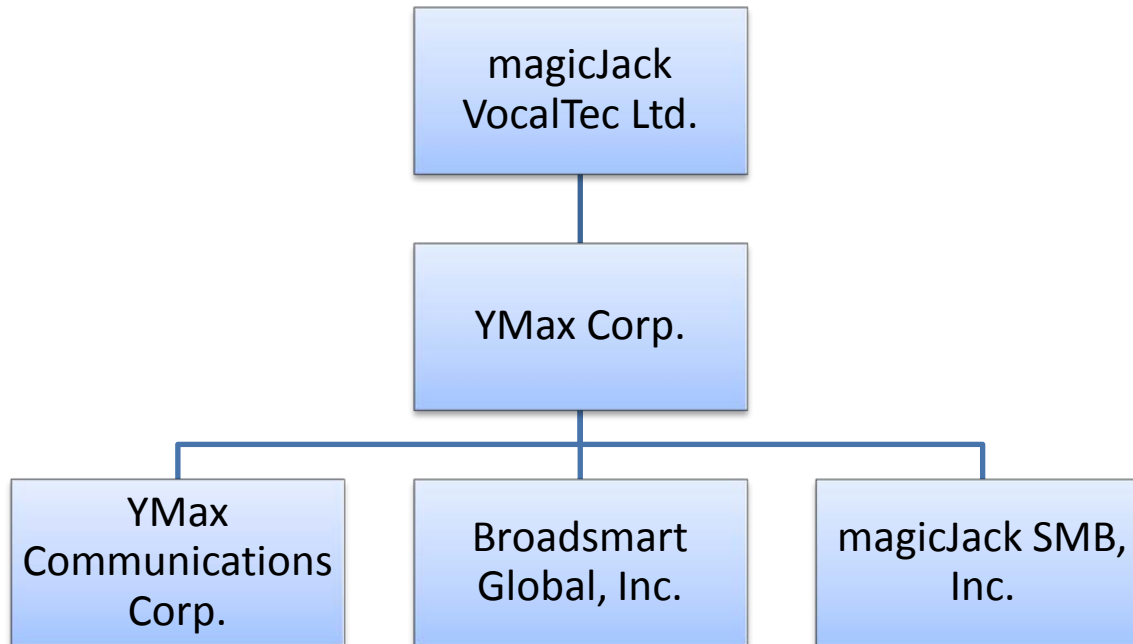
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December 13, 2017

EXHIBIT A

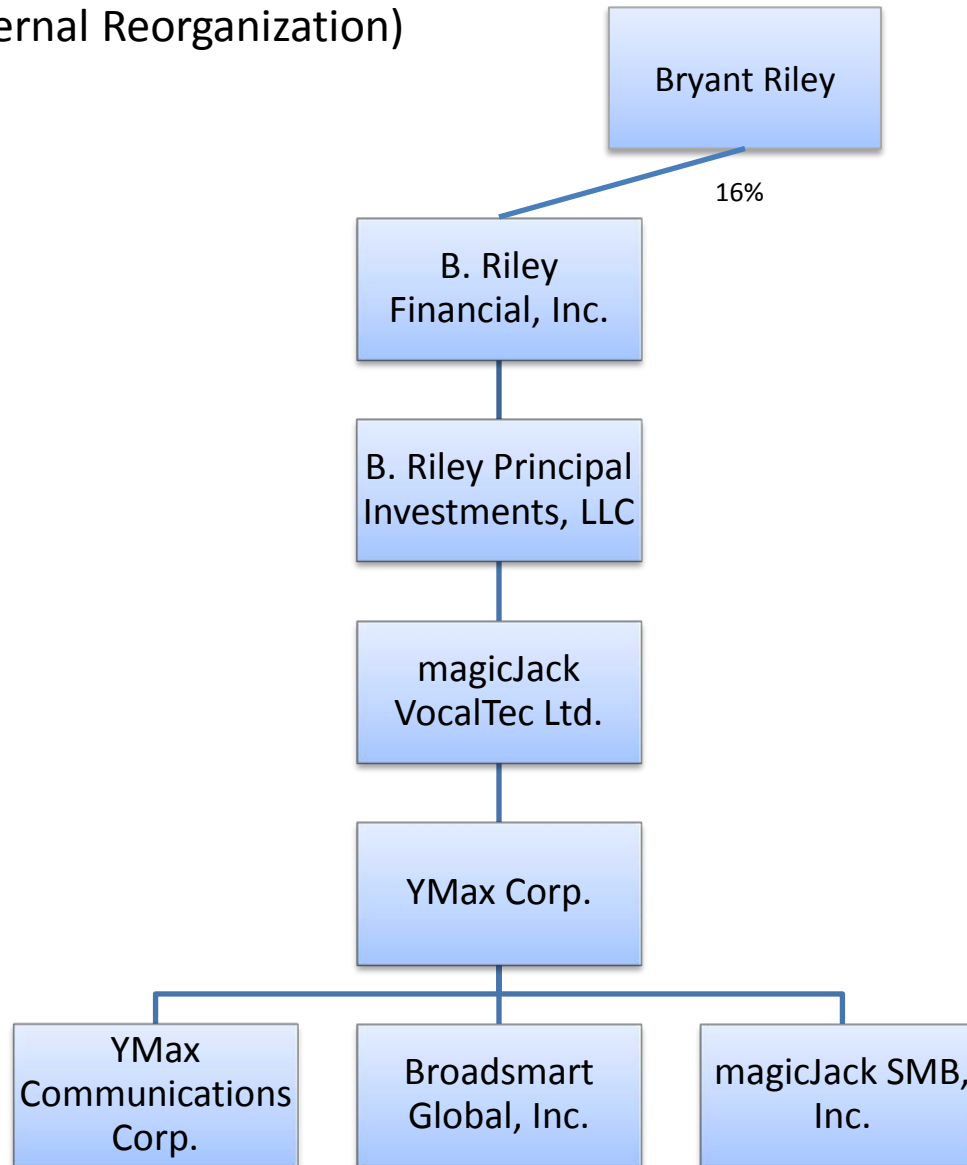
Pre- and Post-Closing Ownership Diagrams

Pre-Closing Ownership Diagram



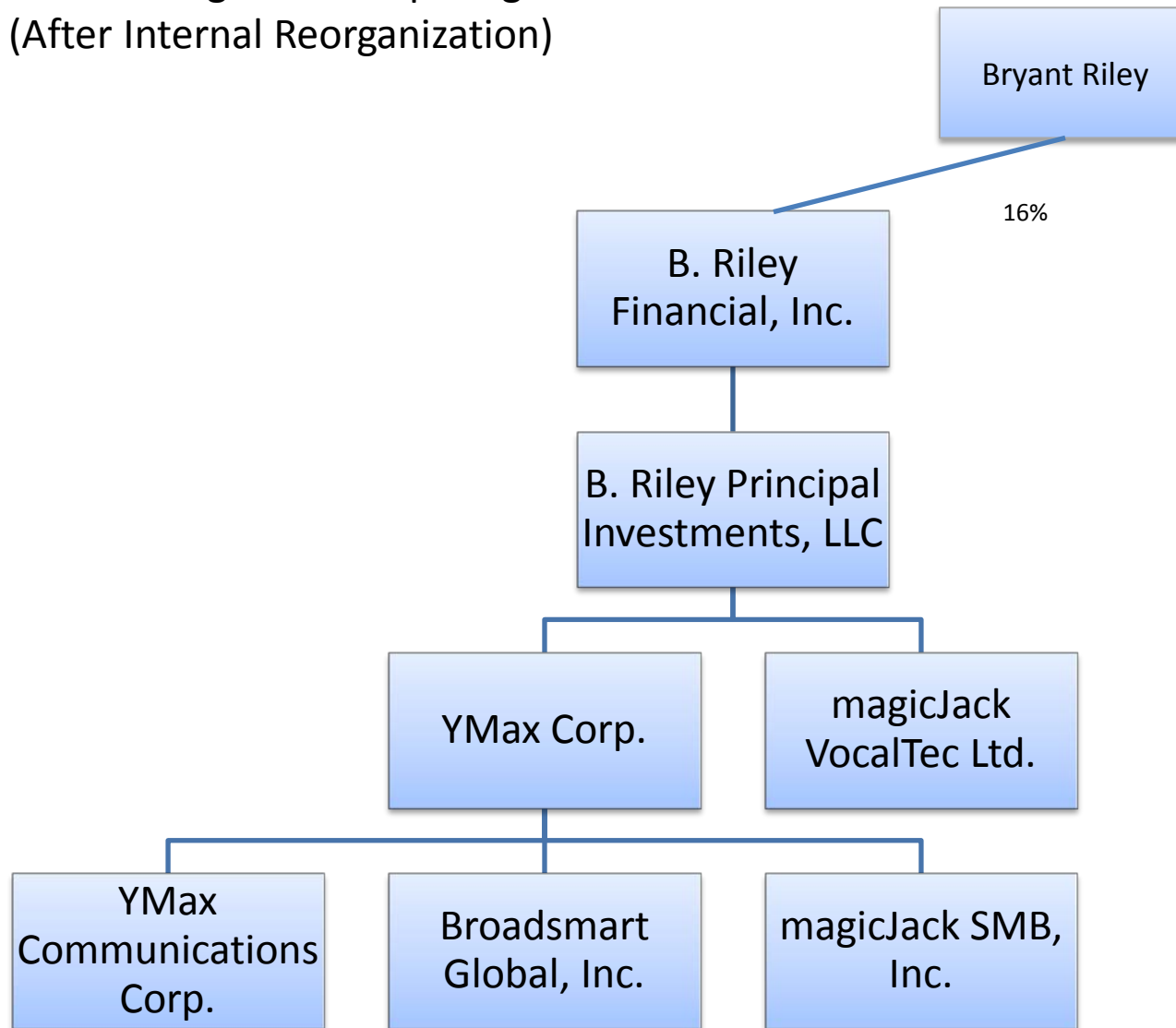
Ownership interests are 100%
unless otherwise indicated

Post-Closing Ownership Diagram (Prior to Internal Reorganization)



Ownership interests are 100%
unless otherwise indicated

Post-Closing Ownership Diagram (After Internal Reorganization)



Ownership interests are 100%
unless otherwise indicated