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February 26, 2018

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**VIA ELECTRONIC FILING AND OVERNIGHT  
DELIVERY**

The Honorable David Jones  
Chairman  
Tennessee Public Utility Commission  
c/o Sharla Dillon, Dockets and Records Manager  
502 Deaderick Street, 4th Floor  
Nashville, TN 37243

**Re: Notice of the Indirect Transfer of Control of YMax Communications  
Corp., Docket No. 17-00142**

Dear Chairman Jones:

On December 14, 2017, B. Riley Financial, Inc. ("B. Riley") and magicJack VocalTec Ltd. ("MJVT," and collectively with B. Riley, the "Parties") notified the Tennessee Public Utility Commission ("Commission") of their intent 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"). Because YMax has elected market regulation in Tennessee,<sup>1</sup> the Transaction does not require Commission approval.<sup>2</sup> The Parties notified the Commission of the Transaction only for informational purposes to ensure the continuing accuracy of the Commission's records.

On February 9, 2018, the Consumer Protection and Advocate Division of the Office of the Attorney General ("CPAD") filed a Petition to Intervene ("Petition") in this proceeding. In its Petition, the CPAD expressed concern about possible effects of the Transaction on a settlement agreement into which YMax and its affiliate magicJack LP entered with the State of Tennessee in 2015 (the "Settlement

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<sup>1</sup> See *YMax Communications Corp. Notification of Intent to Operate Pursuant to Market Regulation*, Docket No. 09-00181 (Nov. 6, 2009); Tennessee Public Utility Commission List of Approved CLECs, available at <https://www.tn.gov/content/dam/tn/publicutility/documents/utilitydivdocs/listofapprovedclecs.pdf>.

<sup>2</sup> See Tenn. Code § 65-5-109(m) (providing that, with certain exceptions not relevant here, "[u]pon election of market regulation by a certificated provider, the provider shall be exempt from all commission jurisdiction").



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Agreement”) regarding the payment of 911 fees to the Tennessee Emergency Communications Board.<sup>3</sup>

To address the CPAD’s concerns, the Parties commit that the Transaction will not have any effect on the Settlement Agreement. Both YMax and magicJack LP have at all times complied with their obligations under the terms of the Settlement Agreement and will continue to do so once the Transaction has been consummated.

With the filing of this letter committing to the continued compliance of both YMax and magicJack LP to the terms of the Settlement Agreement, the CPAD has agreed to withdraw its Petition.

An original and four (4) copies of this letter are enclosed for filing. An electronic copy of this letter has also been filed via email to [tpuc.docketroom@tn.gov](mailto:tpuc.docketroom@tn.gov). Please date-stamp the extra copy of this letter and return it in the envelope provided. Should you have any questions regarding this letter, please do not hesitate to contact the undersigned.

A handwritten signature in blue ink, appearing to read "B. Ross", written over a horizontal line.

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*Counsel for magicJack VocalTec Ltd.  
and YMax Communications Corp.*

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "William F. Maher / By BR", written over a horizontal line.

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*Counsel for B. Riley Financial, Inc.*

<sup>3</sup> Consumer Advocate Petition to Intervene ¶ 12, Docket No. 17-00142 (Feb. 9, 2018).

### **CERTIFICATE OF SERVICE**

I hereby certify that on this 26th day of February 2018, a true and correct copy of the foregoing was served via U.S. mail upon the following:

Karen H. Stachowski  
Assistant Attorney General  
Office of the Tennessee Attorney General  
Public Protection Section  
Consumer Protection and Advocate Division  
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Daniel P. Brooks