

Arik S. Maimon
Chairman and CEO

December 15, 2014

Mr. James L. Ball
Chief, Policy Division
International Bureau
Federal Communications Commission
Washington, D.C. 20554

Re: Response to Your Letter Dated November 5, 2014 captioned re: ITC-STA-20140922-00269 and ITC-T/C-20120919-00231 (“FCC Letter”)

Dear Mr. Ball:

Next Communications (“Next”) is in receipt of your letter dated, November 5, 2014. I am responding in my capacity as Chief Executive Officer of and on behalf of Next.

FCC REQUEST #1

The now pending STA request, however, shows the ownership of Next as follows: Arik Maimon, 50%; Engin Yesil, 37%; and Ali Guven Kivilcim, 13%. Please explain the basis for the statement in the November 13, 2013 letter that Mr. Yesil had divested his shares, and Ali Guven Kivilcim had 42.5% and Huseyin Kizanlikli had 7.5% of the shares in Next (the “11/13/2013 Ownership Statement”).

NEXT RESPONSE # 1

Next relied on the advice of counsel when Next filed the November 13, 2013 Ownership Statement and it believed such statement to be accurate at the time it was filed. Next made such statement based on the Stock Purchase Agreement dated October 23, 2013 among Mr. Yesil, Mr. Kivilcim, Mr. Kizanlikli and others. A copy of such stock purchase agreement is available upon request. Additionally, Mr. Yesil confirmed the sale by email dated October 26, 2013 (“October 2013 Statement”) to Next’s representative Larry Kolb (a copy of which email is appended to this letter). Mr. Yesil’s email provides: “You just have to let the FCC know that I have sold my shares in Next. I am no longer an owner and, or [sic] on the board.”

The Stock Purchase Agreement was terminated on May 19, 2014 pursuant to a Termination Agreement, a copy of which is available upon request; and thus, presumably, returning Mr. Yesil as a shareholder of Next. Next, however, filed an extension request in June 2014 listing Mr. Kivilcim, Mr. Kizanlikli, and Mr. Meimoun as the shareholders of Next rather than Mr. Meimoun (50%), Mr. Kivilcim (13%) and Mr. Yesil (37%). Next was not certain how to treat the termination due to prior discussions and dealings. This mistake was corrected when

Mr. James L. Ball
Chief, Policy Division, International Bureau
Federal Communications Commission
December 15, 2014
Page 2 of 6

our counsel notified the FCC verbally and then again in the September 2014 request for extension. Please see Next Response #2 for an update.

FCC REQUEST #2

“Please confirm that there is now a buyout agreement for the shares of Engin Yesil and Ali Guven Kivilcim ... Please describe the steps to take place to complete the buyout ...”

NEXT RESPONSE #2

A new Stock Purchase Agreement dated December 15, 2014 by and among Engin Yesil and Huseyin Kizanlikli has been signed and closed. In sum, Mr. Yesil has sold and transferred all of his shares in Next to Mr. Kizanlikli. Additionally, as part of such sale, Mr. Maimon, Mr. Kizanlikli and Mr. Kivilcim have entered into a new shareholders agreement. Pursuant to such new shareholders agreement, both Mr. Kizanlikli and Mr. Kivilcim have agreed to be passive investors except in connection with affiliated transactions approvals and will not be involved in the day to day operations of Next. Only Mr. Maimon will serve on the board of Next and will remain the CEO. The personal information for Mr. Huseyin Kizanlikli has been supplied previously to Team Telecom. Copies of the new stock purchase agreement and the shareholders agreement are available upon request. Please note Next does not want these agreements to be made public.

FCC REQUEST #3

In the second complete paragraph of the second page of the FCC Letter, you state “Please explain the relationship between Mr. Halpern and Mr. Grinman and Mr. Maimon.”

NEXT RESPONSE #3

Messrs. Halpern and Grinman initially proposed to provide funding to Next in exchange for shares of Next. However, they did not deliver such funding, and thus, never became shareholders of Next. Mr. Halpern did, however, serve as chief financial officer of Next until, as I recall, approximately 2003 or 2004, when he left the company. There is no longer any relationship between Next (or its CEO, Arik Meimoun), and Messrs. Halpern or Grinman.

FCC REQUEST #4

In the second page second paragraph of the FCC Letter, you state “Please state the source of financing for Mr. Maimon to acquire 100% of the shares of Next in 1999.”

NEXT RESPONSE #4

Mr. Meimoun initially contributed \$100,000 into Next in exchange for 100% of the stock in Next. Mr. Meimoun borrowed the \$100,000 from his father, Sylvan Maimon. The \$100,000 was used, in part, to acquire telephony switching equipment. Mr. Sylvan Maimon resides in Israel and worked for same company selling phosphates for 40 years, and he is currently retired.

FCC REQUEST #5

In the second paragraph on the second page of the FCC Letter, you provide: “Also please describe in detail each ownership change in Next that occurred between the filing of the original section 214 application in 1999, the filing of the transfer of control application in 2012, and the filing of the pending STA request on September 22, 2014.”

NEXT RESPONSE #5

The following are ownership changes involving Next:

- (i) March 1998, Mr. Maimon was issued 1,500 shares of Next in consideration for \$100,000;
- (ii) July 2000, Engin Yesil was issued 1,125 shares of Next in consideration for \$375,000;
- (iii) July 2000, Ali Guven Kivilcim was issued 375 shares of Next in consideration for \$125,000;
- (iv) during 2002, 2003, and 2004, the number of authorized shares of Next was increased to 10,000,000, and shares representing about one third of the issued and outstanding shares of Next were issued to affiliates (Mr. Maimon believes Nextcomm Investors, Inc.) of Richard M. Hirschfeld, Robert M. Sensi, and David Phipps, but all of such share issuances were voided *ab initio* and thus those individuals were not treated as shareholders;
- (v) Next filed a Certificate of Correction with the Delaware Secretary of State to change the authorized number of shares of Next from 10,000,000 to 10,000 shares and, after such correction was granted and after such voiding of shares, in July 2003, the shareholdings of each shareholder was adjusted, so that Mr. Maimon owned 3,500 shares, Engin Yesil owned 2,250 shares, and Ali Guven Kivilcim owned 750 shares, of Next;
- (vi) in approximately August 2003, Ephram Yeoshoua, purchased 500 shares of Next from the company for a capital contribution of \$80,000, and, at the end of such transactions, Mr. Maimon owned 3,500 shares, Engin Yesil owned 2,250 shares, Ali Guven Kivilcim owned 750 shares, and Ephram Yeoshoua owned 500 shares, of Next;
- (vii) December 2005, Mr. Maimon purchased 1,200 shares of Next from the company for \$12.00 in capital, Engin Yesil purchased 1,275 shares of Next from the company for \$12.75 in capital, Ali Guven Kivilcim purchased 425 shares of Next from the company for \$4.25 in capital, Ephram Yeoshoua purchased 100 shares of Next from the Company for \$1.00 in capital, and, after such transactions, Mr. Maimon owned

- 4,700 shares, Engin Yesil owned 3,525 shares, Ali Guven Kivilcim owned 1,175 shares, and Ephram Yeoshoua owned 600 shares of Next;
- (viii) March 2010, Next acquired 600 shares of its stock from Ephram Yeoshoua for a note providing for installment payments totaling \$350,000, after which 4,700 of the 10,000 issued and outstanding shares of Next were owned by Mr. Maimon, 3,525 of the shares were owned by Engin Yesil, and 1,175 of the shares were owned by Ali Guven Kivilcim; and
 - (ix) the transfer of shares per the above described Stock Purchase Agreement, which transaction was subsequently terminated as described above.
 - (x) The transfer of all of Mr. Yesil's shares from Mr. Yesil to Mr. Huseyin Kizanlikli per the stock purchase agreement dated December 15, 2014.

FCC REQUEST #6

In the third complete paragraph of the second page of the FCC Letter, you state "Please explain any and all relationships between or among any of the following: Mr. Maimon, Mr. Yesil, Mr. Kivilcim, and Mr. Kizanlikli, beginning at the time of the filing of the original section 214 application in 1999."

NEXT RESPONSE #6

As of the filing of the original section 214 application in 1999, Mr. Maimon was at most a casual acquaintance of Mr. Yesil and heard of his investment in Radiant. At such time, Mr. Maimon did not know Mr. Kivilcim or Mr. Kizanlikli. Mr. Maimon still does not know Mr. Kizanlikli. To the best of Mr. Maimon's knowledge, he has never met or spoken with Mr. Kizanlikli. Mr. Maimon believes that Messrs. Yesil, Kivilcim, and Kizanlikli may be cousins and business associates. Mr. Maimon's relationship with Messrs. Yesil and Kivilcim are as co-shareholders in Next.

FCC REQUEST #7

In the fourth paragraph of the second page of the FCC Letter, you make various requests regarding Mr. Yesil.

NEXT RESPONSE #7

Next does not have this information. You will need to contact Mr. Yesil directly for the details.

FCC REQUEST #8

In the fourth paragraph on page two of the FCC letter, you request: "Please address the question whether, in light of the Commission's character policy as applied to common carrier authorizations, Next holds and has held character qualifications for such authorization."

NEXT RESPONSE #9

Next never knew nor was ever advised by its prior counsel of any character qualifications. As the FCC may be aware, Mr. Yesil's legal issues occurred over 20 years ago. While Mr. Yesil has been a board member and shareholder of Next, he has never been actively involved in any of the day to day operation of Next.

FCC REQUEST #8

In the last two sentences of paragraph four on page 2 of the FCC letter, you request: "Did Mr. Yesil's conviction include a condition that he is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988?" Please provide complete documentation with respect to Mr. Yesil's conviction, sentencing, and any conditions associated therewith."

NEXT RESPONSE #8

Next forwarded a copy of the FCC's letter to Mr. Yesil. As of the date of this letter, Mr. Yesil has not provided Next with any information that would assist it with answering Request #8. As a result, please feel free to contact Mr. Yesil directly to obtain an answer to this request.

FCC REQUEST #9

You request copies of organization and ownership documents of Next since 1999, and for a description of the services offered by Next.

NEXT RESPONSE #9

Next through counsel Wiley Rein has provided this information in prior filings or responses to requests. Please advise if the FCC needs another copy of such information and we will be happy to request it from Wiley Rein. As to Next's services, in general, it provides wholesale termination/origination services on a carrier to carrier basis. It also provides MVNO services through Sprint.

CONCLUSION

Next would like to finalize this process as soon as possible. Please advise Next of your final decision regarding its request for Special Temporary Authority (ITC-STA-20140922-

Mr. James L. Ball
Chief, Policy Division, International Bureau
Federal Communications Commission
December 15, 2014
Page 6 of 6

00269) and Transfer of Control (ITC-T/C-20120919-00231) applications, and please advise the status of Next's FCC 214 Authority.

You will note that I am signing this letter as Arik S. Maimon, rather than as Arik C. Maimon. I changed my name as reflected in my recently issued U.S. passport from Arik Chalom Maimon to Arik Shalom Maimon. Additionally, by signing below, I am representing to you, under the penalties of perjury, that the information provided herein, to the best of my knowledge, is truthful.

Very truly yours,
NEXT COMMUNICATIONS, INC.

By /s/ Arik S. Maimon
Arik S. Maimon, CEO
Formerly known as Arik C. Meimon