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May 28, 2008

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Federal Communications Commission
Bureau / Office

VIA HAND

Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

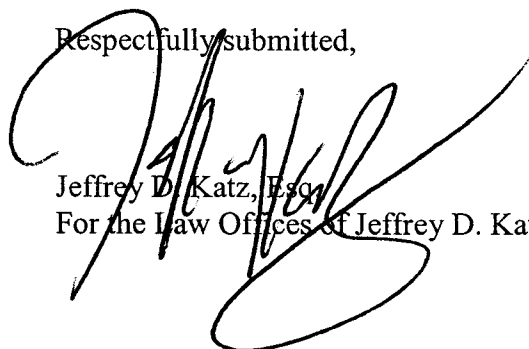
**Re: Amendment to Special Temporary Authority Application for
Symphony Telecommunications, LLC.**

To Whom It May Concern:

On behalf of Phonetime, Inc. ("Phonetime") and Symphony Telecommunications, LLC ("Symphony"), enclosed please find an original and six (6) copies of an Amendment to a previously filed application for Special Temporary Authority regarding the transfer of control of international Section 214 authorization held by Symphony to Phonetime.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Jeffrey D. Katz, Esq.
For the Law Offices of Jeffrey D. Katz, P.C.

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

In the Matter of)
Phonetime, Inc.)
Transferee)
)
Symphony Holdings, Inc.)
Transferor)
)
Symphony Telecommunications, LLC)
Licensee)
)
Application for authority pursuant to)
Section 214 of the Communications Act)
of 1934, as amended, for Special)
Temporary Authority to operate as an)
international facilities-based and resale)
carrier.)

File No. ITC-STA-20080401-00797/

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AMENDMENT TO SPECIAL TEMPORARY AUTHORITY APPLICATION

Phonetime, Inc. (“Phonetime”), Symphony Holdings, Inc. (“SHI”) and Symphony Telecommunications, LLC (“Telecom”) hereby request to amend their previously filed application for Special Temporary Authority, File No. ITC-STA-20080401-00797, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the “Act”), to continue operating under the authority granted by the Commission under Section 214 of the Act in File No. ITC-214-20041201-00472 E. The Applicants have previously submitted a Section 214 Application pursuant to Section 63.24(e) of the Commission’s Rules, 47 C.F.R. § 63.24(e) in File No. ITC-T/C-20080206-00088.

Clarification with Regard to Application for Special Temporary Authority

In accordance with Section 63.25, 47 C.F.R. § 63.25, the applicants request Special Temporary Authority for a period not to exceed six (6) months in order to continue providing service to customers while the Commission processes the underlying

transfer application for the international Section 214 authority. The public interest would be served by grant of the STA in order to avoid a discontinuance of service to customers while the Commission considers whether the public interest would be served by granting the underlying Section 214 Transfer of Control application.

This request for Special Temporary Authority is required because the underlying transfer described in the Section 214 Transfer of Control Application has closed, prior to receipt of permission from the Commission. Special Temporary Authority should be granted because such a transfer will not occur again without prior Commission authority.

Explanation of the Circumstances Leading to the Need for STA

The Applicants did not request prior consent from the Commission due to a misinterpretation of the rules. The Canadian Party, Phonetime, had no experience with the FCC or its rules and procedures. The U.S. Parties, Telecom and SHI, while having had prior dealings with the FCC, were not aware of their obligations to notify and await consent from the Commission. Both parties were operating under the assumption that they were entitled to automatic streamlined procedures under 47 C.F.R. § 63.01 because both before and after the transaction, none of the parties were dominant or held more than 10% market share in the interstate, interexchange services market. The U.S. parties are very small and handle a tiny fraction of the international resale telecommunications market. The Canadian party is not a dominant player, as described in the Streamlining Order, 47 C.F.R. 63.12 and 63.18. As such, they believed that following the transaction the Commission merely needed to be notified within thirty-one (31) days of closing. It is for this reason that the Applicants did not request and receive consent from the Commission prior to closing the transfer of control.

Steps and Measures Taken to Ensure Further Compliance with Commission Rules and Regulations

The Applicants are now informed of their responsibilities and commit themselves to seeking prior consent before any future transfer of the 214 Authorization. Executives and Counsel for Phonetime have been fully advised of the Commission's rules and procedures regarding the Section 214 Authorization, and will seek advice from their contact at the Commission's International Policy Division, Sumita Mukovy, before any future actions are taken.

Clarification With Regards to 10% Owners Under 47 C.F.R. 63.18(h) of The Commission's Rules

Creslin Limited, a Gibraltar company, owns 37.4% of PhoneTime, Inc. Creslin is owned by a Gibraltar Trust created by the Yesil family for the benefit of Engin and Emil Yesil. The Yesils are Turkish citizens. The Trust and Creslin are managed by directors in Gibraltar. Information, as requested by 47 C.F.R. 63.18(h), is as follows for the directors of Creslin Limited:

Name: Robert Guest;
Citizenship: British;
Address: Residencial Panorama Bloque 3-3A, Avda. Principe de Asturias 41, 11300 La Linea, Cadiz, Spain;
Principal Business: Chartered Certified Accountant

Name: Christopher Pitaluga;
Citizenship: British;
Address: Loquat House, 4 South Pavilion Road, Gibraltar;
Principal Business: Professional Trustee

Information, as requested by 47 C.F.R. 63.18(h), is as follows for the Trustees of the Yesil Family Trust:

Name: Abacus Trustees (Gibraltar) Limited;
Citizenship: N/A;

Address: 10/8 International Commercial Centre, Casemates Square, Gibraltar
Principal Business: Limited Company

There are no other 10% or greater owners of PhoneTime, Inc. For PhoneTime, Inc., equity tracks voting rights. There are no special voting arrangements, preferred stock, super voting stock, etc.

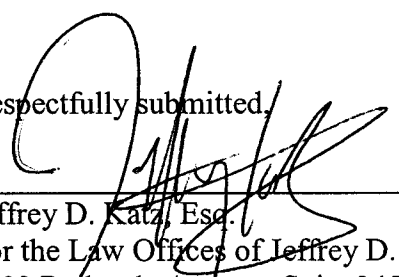
Acknowledgement of the Commission's STA Requirements

The parties acknowledge that the grant of this STA will not prejudice any action the Commission may take on the underlying application seeking Commission consent to the transfer/assignment. The parties further acknowledge that this STA can be revoked by the Commission upon its own motion without a hearing.

CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Amendment to the underlying Special Temporary Authority application. This request for Special Temporary Authority should be taken into consideration in conjunction with the previously submitted 214 Transfer of Control Application, File No. ITC-T/C-20080206-00088.

Respectfully submitted,



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Dated: May 28, 2008

Counsel to **Phonetime, Inc.,
Symphony Holdings, Inc., and
Symphony Telecommunications, Inc.**