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May 28, 2008

VIA HAND

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

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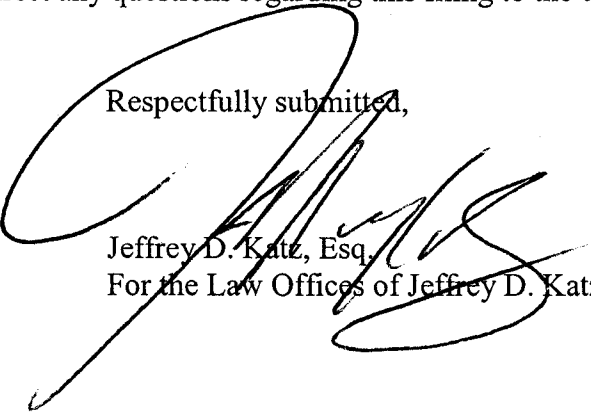
**Re: Amendment to Transfer of Control Application for Symphony
Telecommunications, LLC.**

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 an application for consent to transfer 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)
Amendment to Application for authority)
pursuant to Section 214 of the)
Communications Act of 1934, as)
amended, for authority to operate as an)
international facilities-based and resale)
carrier)

File No. ITC-T/C-20080206-00088

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AMENDMENT TO 214 APPLICATION

Phonetime, Inc. (“Phonetime”), Symphony Holdings, Inc. (“SHI”) and Symphony Telecommunications, LLC (“Telecom”) hereby request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the “Act”), and Section 63.50 of the Commission’s Rules, 47 C.F.R. § 63.50, to Amend their transfer control application, File No. ITC-T/C-20080206-00088. Specifically, the Applicants wish to submit the following as clarifications, as requested by the Commission:

Clarification with regards to Request for Streamlined Procedure

The applicants wish to amend their application for transfer of control with regards to the request for streamlined processing. The applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.12 and 63.18 of the Commission’s Rules, 47 C.F.R. §§ 63.12 and 63.18. This application qualifies for streamlined treatment

under Section 63.12 because post-close (1) Phonetime is not affiliated with any dominant U.S. carrier whose services Phonetime (through Symphony) may resell; (2) Phonetime is not affiliated with a foreign carrier, and as such qualifies for the presumption of non-dominance under Section 63.10(a)(3) of the Commission's Rules, 47 C.F.R. § 63.10(a)(3); (3) none of the other provisions contained in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply; and (4) all of the provisions contained in Section 63.18 have been followed here. The applicants hereby certify under Section 63.18(e)(1)(iii) that the underlying application for global facilities based authority will comply with the terms and conditions contained in 63.21.

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:

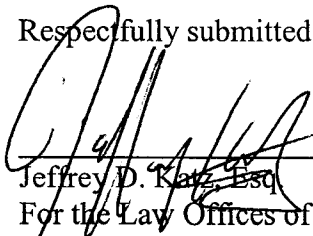
Name: Abacus Trustees (Gibraltar) Limited;
Citizenship: N/A;
Address: 10/8 International Commercial Centre, Casemates Square, Gibraltar
Principal Business: Limited Company

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.

CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of the underlying Application. Applicants request that this Amendment be added to the underlying Application.

Respectfully submitted,



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

Dated: May 28, 2008