

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C.

*In the Matter of*

TELESPHERE NETWORKS LTD.,  
*Transferor and Licensee*

*and*

RALLY CAPITAL, LLC,  
*Transferee*

Application for Consent to Transfer Control  
of a Telecommunications Carrier Authorized  
to Provide Global Facilities-Based and  
Global Resale International  
Telecommunications Services and to  
Transfer Control of Domestic Common  
Carrier Transmission Lines, Pursuant to  
Section 214 of the Communications Act of  
1934, as Amended

Request for Special Temporary Authority

File Nos. ITC-T/C-20061012-00465  
ITC-STA-200610\_\_-\_\_\_\_

WC Docket No. 06-192

**AMENDMENT**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”),  
and Sections 63.04 and 63.18(e)(3) of the Commission’s rules, Telesphere Networks Ltd.

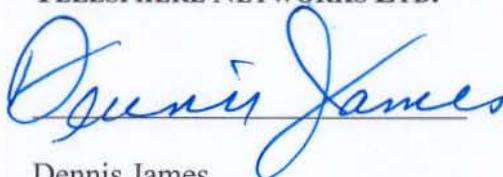
(“Telesphere,” FRN No. 0015328032), and Rally Capital, LLC (“Rally Capital,” FRN No.  
0015577208) (collectively, “Applicants”), hereby amend the above-referenced application.

*First*, the Applicants amend the application to request Commission consent without *nunc pro  
tunc* authority. *Second*, for the reasons set forth in part I.B of the application, the Applicants also

seek special temporary authority for Telesphere to operate as a domestic and international common carrier under the control of Rally Capital during the pendency of the application.

Respectfully submitted,

**TELESPHERE NETWORKS LTD.**



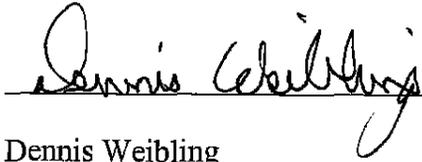
Dennis James  
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**RALLY CAPITAL, LLC**

A handwritten signature in black ink, appearing to read "Dennis Weibling", is written over a horizontal line.

Dennis Weibling  
Managing Director

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20 October 2006