

OCT 20 2006

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C.

Federal Communications Commission
Office of the Secretary

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.

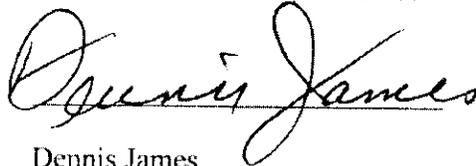
First, the Applicants amend the application to request Commission consent without *nunc pro tunc* authority. *Second*, for the reasons set forth in part I.B of the application, the Applicants also

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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.

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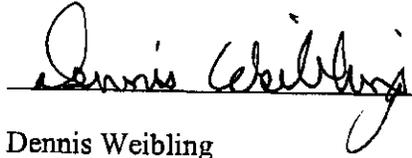
Dennis James
Chief Operating Officer

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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