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Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C.

OCT 27 2006
John Polan 5 for 60 days
COMPETITION POLICY DIVISION
WIRELINE COMPETITION BUREAU

In the Matter of

TELESPHERE NETWORKS LTD.,
Transferor and Licensee

WC Docket No. 06-192

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

REQUEST FOR SPECIAL TEMPORARY AUTHORITY

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), and Sections 63.04 of the Commission's rules, Telesphere Networks Ltd. ("Telesphere," FRN No. 0015328032), and Rally Capital, LLC ("Rally Capital," FRN No. 0015577208) (collectively, "Applicants"), request Special Temporary Authority ("STA") that would allow Telesphere to provide service under the ownership of Rally Capital pending approval of the application for

transfer of control filed on October 12, 2006, in the above-captioned proceeding (“Application”).¹

As further described in the Application, Rally Capital acted to reorganize and improve the financial position of Telesphere. It acquired control of Telesphere on September 20, 2006, and now owns 67 percent of Telesphere’s common stock (“Reorganization Transactions”). The Applicants have applied after the fact for Commission consent to transfer control of Telesphere to Rally Capital and request STA for the interim period until the Commission acts on the underlying transfer-of-control application.

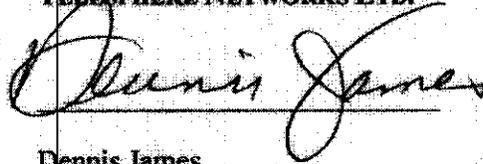
Grant of this STA would serve the public interest by ensuring continuity of service for Telesphere’s customers. The Applicants acknowledge that Commission grant of this STA will not prejudice any action the Commission may take on the underlying transfer-of-control application, and that the Commission may revoke any STA upon its own motion without a hearing.

The Applicants regret that they did not seek prior consent for the Reorganization Transactions. With the assistance of their legal counsel, the Applicants have been thoroughly briefed on the requirements of the Communications Act and the Commission’s regulatory jurisdiction and regulatory processes in order to ensure full compliance going forward with respect to the Commission’s transaction approval, reporting, fee payment, and other requirements.

¹ Pursuant to Section 63.25 of the Commission’s rules, the Applicants have filed a parallel request via the International Bureau Filing System with respect to Telesphere’s international services. See File Nos. ITC-STA-20061024-00 ____, ITC-T/C-20061012-00465.

Respectfully submitted,

TELESPHERE NETWORKS LTD.



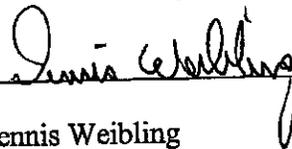
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Counsel for Telesphere Networks Ltd.

RALLY CAPITAL, LLC

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

Dennis Weibling
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24 October 2006