

INTERNATIONAL SECTION 214 SPECIAL TEMPORARY AUTHORITY APPLICATION
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APPLICANT INFORMATION Enter a description of this application to identify it on the main menu:

Pursuant to Section 63.25 of the Commission's rules, Telesphere Networks Ltd. ('Telesphere') seeks special temporary authority ('STA') to provide global facilities-based and global resale services (consistent with its existing authorization, File No. ITC-214-20050824-00344) under the control of Rally Capital, LLC ('Rally Capital') (together with Telesphere, 'Applicants'). Acting to reorganize and improve the financial position of Telesphere while ensuring continuity of service for Telesphere's customers, Rally Capital acquired control of Telesphere on September 20, 2006, and now owns 67 percent of Telesphere's common stock. The Applicants have applied after the fact for Commission consent to transfer control of Telesphere to Rally Capital (see File No. ITC-T/C-20061012-00465) and request STA for the interim period until the Commission acts on the underlying transfer-of-control application. 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. With the assistance of their legal counsel, the Applicants and their owners and lenders 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. Applicant

Name:	Telesphere Networks Ltd.	Phone Number:	480-385-7055
DBA Name:		Fax Number:	
Street:	4150 N. Drinkwater Suite 500	E-Mail:	djames@telesphereltd.com
City:	Scottsdale	State:	AZ
Country:	USA	Zipcode:	85251 -
Attention:	Dennis James		

2. Contact

Name:	Kent	Phone Number:	202-730-1337
Company:	Harris, Wiltshire & Grannis LLP	Fax Number:	202-730-1301
Street:	1200 18th Street NW Suite 1200	E-Mail:	kbressie@harriswiltshire.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20036 -2560
Contact Title:		Relationship:	Legal Counsel

3. Place of Incorporation of Applicant Washington

4. Other Company(ies) and Place(s) of Incorporation

5. Service Type(s) (check all that apply)

- Global or Limited Global Facilities-Based Authority (Section 63.18(e)(1))
- Global or Limited Global Resale Authority (Section 63.18(e)(2))
- Individual Facilities-Based Service (Section 63.18(e)(3))
- Individual Switched Resale Service (Section 63.18(e)(3))
- Individual Facilities-Based and Resale Service (Section 63.18(e)(3))
- Switched Services over Private Lines (ISR) (Section 63.16 and/or 63.18 (e)(3))
- Inmarsat and Mobile Satellite Service (Section 63.18(e)(3))
- Overseas Cable Construction (Section 63.18(e)(3))
- Individual Non-Interconnected Private Line Resale Service (Section 63.18(e)(3))
- Other (Section 63.18(e)(3))

TYPE OF REQUEST

6. New Request Extend STA Date Other

7. Date Authorization Needed:09/20/2006

8. Is a fee submitted with this application?

- If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R.Section 1.1114).
- Governmental Entity Noncommercial educational licensee
- Other(please explain):

9. Description of Special Temporary Authority Requested.

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Pursuant to Section 63.25 of the Commission's rules, Telesphere Networks Ltd. ('Telesphere') seeks special temporary authority ('STA') to provide global facilities-based and global resale services (consistent with its existing authorization, File No.

10. In Attachment 1, provide justification of need for special temporary authority requested.

11. If this request for Special Temporary Authority is associated with any pending applications filed with the Commission, enter either the file number [e.g., ITC-214-19930101-23412] or the IB Submission ID of the pending application [e.g., IB200311111] AND go to question 16.)
File Number ITCT/C2006101200465 or Submission ID

Applicant certifies that its responses to questions 11 through 17 are true:

12. If the applicant is a foreign carrier, or is affiliated (as defined in 47 C.F.R. Section 63.09(e)) with a foreign carrier, provide in Attachment 1 the information and certifications required by Section 63.18(i) through (m).

<p>13. Does the applicant seek authority to provide service to any destination described in paragraphs (1) through (4) of Section 63.18(j)? If yes, list those destinations in Attachment 1 as a response to question 12.</p>	<input type="radio"/> Yes	<input checked="" type="radio"/> No
<p>14. Does the applicant seek authority to provide service to any destinations other than those listed in response to question 12 where it has an affiliation with a foreign carrier? If yes, list those destinations in Attachment 1 as a response to question 13.</p>	<input type="radio"/> Yes	<input checked="" type="radio"/> No
<p>15. [Section 63.18(h)] In Attachment 2, provide the name, address, citizenship and principal business of the applicant's ten percent or greater direct and indirect shareholders or other equity holders, and identify any interlocking directorates.</p>		
<p>16. In Attachment 1, respond to paragraphs (d), (e)(3) and (g) of Section 63.18.</p>		
<p>17. By checking Yes, the undersigned certifies that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application"; for these purposes.</p>	<input checked="" type="radio"/> Yes	<input type="radio"/> No
<p>18. By checking Yes, the applicant certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into such agreements in the future.</p>	<input checked="" type="radio"/> Yes	<input type="radio"/> No

CERTIFICATION

19. Typed Name of Person Signing Dennis James	20. Title of Person Signing Chief Operating Officer			
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>				
<table border="1" style="width: 100%;"> <tr> <td data-bbox="283 526 795 578">21. 1: Transfer Application</td> <td data-bbox="802 526 1314 578">2:</td> <td data-bbox="1320 526 1822 578">3:</td> </tr> </table>		21. 1: Transfer Application	2:	3:
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THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104–13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

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