

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

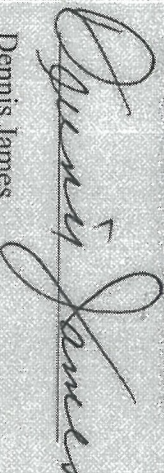
Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"),
and Sections 63.04 and 63.18(e)(3) of the Commission's rules, Telesphere Networks Ltd.
("Telesphere," FRN No. 0015328032), and Rally Capital, LLC ("Rally Capital," FRN No.
0015577208) (collectively, "Applicants"), hereby 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.



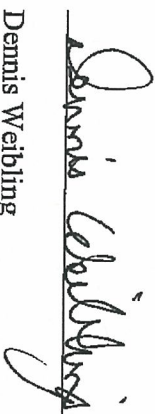
Dennis James
Chief Operating Officer

4150 N. Drinkwater
Suite 500
Scottsdale, Arizona 85241
+1 480 385 7000 tel

Kent D. Bressie
HARRIS, WILTSHIRE & GRANNIS LLP
1200 18th Street, N.W., Suite 1200
Washington, D.C. 20036-2560
+1 202 730 1337 tel

Counsel for Telesphere Networks Ltd

RALLY CAPITAL, LLC


Dennis Weibling
Managing Director

RALLY CAPITAL, LLC
2365 Carillon Point
Kirkland, Washington 98033
+1 425 889 4331 tel

20 October 2006