

Edgar Filing: ELEC COMMUNICATIONS CORP - Form SC 13G/A

ELEC COMMUNICATIONS CORP  
Form SC 13G/A  
February 19, 2008

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)  
INFORMATION TO BE INCLUDED IN STATEMENTS  
FILED PURSUANT TO RULE 13d-1(b), (c) AND (d)  
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(b)

(Amendment No. 1)\*

ELEC COMMUNICATIONS, CORP.

-----  
(Name of Issuer)

Common Stock, par value \$0.001 per share

-----  
(Title of Class of Securities)

284739109

-----  
(CUSIP Number)

December 31, 2007

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 45320R108  
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(1) Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only):

Laurus Master Fund, Ltd.  
98-0337673

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [ ]  
(b) [X]

(3) SEC Use Only

(4) Citizenship or Place of Organization: Cayman Islands

Number of Shares Beneficially Owned  
by Each Reporting Person With

(5) Sole Voting Power:	0*
(6) Shared Voting Power:	2,565,422*
(7) Sole Dispositive Power:	0*
(8) Shared Dispositive Power:	2,565,422*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person:

2,565,422

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): [X]

(11) Percent of Class Represented by Amount in Row (9): 9.99%\*

(12) Type of Reporting Person (See Instructions): CO

\* Based on 25,679,904 shares of the common stock, par value \$0.10 per share (the "Shares") outstanding of ELEC Communications Corp., a New York corporation (the "Company") as of October 15, 2007, as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended August 31, 2007. As of December 31, 2007, Laurus Master Fund, Ltd. ("Laurus"), Valens U.S. SPV I, LLC ("Valens U.S.") Calliope Capital Corporation ("Calliope"), Erato Corporation ("Erato"), PSource Structured Debt Limited ("PSource") and Valens Offshore SPV II, Corp. ("Valens Offshore" and together with Laurus, Valens U.S., PSource, Calliope and Erato, the "Investors") held (i) a warrant (the "February 2005 Warrant") to acquire 793,650 Shares, at an exercise price of \$0.72 per Share for the first 264,550 Shares acquired thereunder, \$0.79 per Share for the next 264,550 Shares acquired thereunder, and \$0.95 per Share for the remaining Shares acquired thereunder, subject to certain adjustments, (ii) a warrant (the "November 2005 Warrant") to acquire 1,202,976 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (iii) a warrant (the "May 2006 Warrant") to acquire 3,359,856 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (iv) a warrant (the "April 2007 Warrant" and together with the November 2005 Warrant, and the May 2006 Warrant, the "Earlier Warrants") to acquire 1,200,000 Shares, at an exercise price of \$0.25 per Share,

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subject to certain adjustments, (v) a warrant (the "A-1 September 2007 Warrant") to acquire 80,513,758 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (vi) a warrant (the "A-2 September 2007 Warrant") to acquire 6,709,480 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (vii) a warrant (the "A-3 September 2007 Warrant") to acquire 20,128,439 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (viii) a warrant (the "B-1 September 2007 Warrant") to acquire 14,208,310 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (ix) a warrant (the "B-2 September 2007 Warrant") to acquire 1,184,026 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (x) a warrant (the "B-3 September 2007 Warrant" and together with the A-1 September 2007 Warrant, A-2 September 2007 Warrant, A-3 September 2007 Warrant, B-1 September 2007 Warrant, and B-2 September 2007 Warrant, the "Later Warrants") to acquire 3,352,078 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments and (xi) 480,952 Shares. The February 2005 Warrant and the Earlier Warrants contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Fund of more than 4.99% of the Shares then issued and outstanding (the "4.99% Issuance Limitation"). The Later Warrants contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Fund of more than 9.99% of the Shares then issued and outstanding (the "9.99% Issuance Limitation"). The 4.99% Issuance Limitation in the February 2005 Warrant may be revoked upon 75 days notice and is automatically null and void upon an event of default (as defined in and pursuant to the terms of the applicable instrument). The 4.99% Issuance Limitation in the Earlier Warrants may be waived by the Investors upon at least 61 days prior notice to the Company and shall automatically become null and void following notice to the Issuer of the occurrence and during the continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument). Calliope and Erato are wholly owned subsidiaries of Laurus Master Fund, Ltd. (the "Fund"). The Fund and PSource are managed by Laurus Capital Management, LLC. Valens Offshore and Valens U.S. are both managed by Valens Capital Management, LLC. Eugene Grin and David Grin, through other entities, are the controlling principals of Laurus Capital Management, LLC and Valens Capital Management, LLC and share sole voting and investment power over the securities owned by the Investors reported in this Schedule 13G, as amended.

CUSIP No. 284739109

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(1) Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only):

PSource Structured Debt Limited

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(2) Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
  - (b)
- 

(3) SEC Use Only

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(4) Citizenship or Place of Organization: Guernsey

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Number of Shares Beneficially Owned

by Each Reporting Person With	(5) Sole Voting Power:	0*
	-----	
	(6) Shared Voting Power:	2,565,422*
	-----	
	(7) Sole Dispositive Power:	0*
	-----	
	(8) Shared Dispositive Power:	2,565,422*
	-----	

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 (9) Aggregate Amount Beneficially Owned by Each Reporting Person:

2,565,422

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 (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):  [X]

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 (11) Percent of Class Represented by Amount in Row (9): 9.99%\*

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 (12) Type of Reporting Person (See Instructions): CO

\* Based on 25,679,904 shares of the common stock, par value \$0.10 per share (the "Shares") outstanding of ELEC Communications Corp., a New York corporation (the "Company") as of October 15, 2007, as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended August 31, 2007. As of December 31, 2007, Laurus Master Fund, Ltd. ("Laurus"), Valens U.S. SPV I, LLC ("Valens U.S.") Calliope Capital Corporation ("Calliope"), Erato Corporation ("Erato"), PSource Structured Debt Limited ("PSource") and Valens Offshore SPV II, Corp. ("Valens Offshore" and together with Laurus, Valens U.S., PSource, Calliope and Erato, the "Investors") held (i) a warrant (the "February 2005 Warrant") to acquire 793,650 Shares, at an exercise price of \$0.72 per Share for the first 264,550 Shares acquired thereunder, \$0.79 per Share for the next 264,550 Shares acquired thereunder, and \$0.95 per Share for the remaining Shares acquired thereunder, subject to certain adjustments, (ii) a warrant (the "November 2005 Warrant") to acquire 1,202,976 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (iii) a warrant (the "May 2006 Warrant") to acquire 3,359,856 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (iv) a warrant (the "April 2007 Warrant" and together with the November 2005 Warrant, and the May 2006 Warrant, the "Earlier Warrants") to acquire 1,200,000 Shares, at an exercise price of \$0.25 per Share, subject to certain adjustments, (v) a warrant (the "A-1 September 2007 Warrant") to acquire 80,513,758 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (vi) a warrant (the "A-2 September 2007 Warrant") to acquire 6,709,480 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (vii) a warrant (the "A-3 September 2007 Warrant") to acquire 20,128,439 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (viii) a warrant (the "B-1 September 2007 Warrant") to acquire 14,208,310 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (ix) a warrant (the "B-2 September 2007 Warrant") to acquire 1,184,026 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (x) a warrant (the "B-3 September 2007 Warrant" and together with the A-1 September 2007 Warrant, A-2 September 2007 Warrant, A-3 September 2007 Warrant, B-1 September 2007 Warrant, and B-2 September 2007 Warrant, the "Later Warrants") to acquire 3,352,078 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments and (xi) 480,952 Shares. The February 2005 Warrant and the Earlier Warrants contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Fund of

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more than 4.99% of the Shares then issued and outstanding (the "4.99% Issuance Limitation"). The Later Warrants contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Fund of more than 9.99% of the Shares then issued and outstanding (the "9.99% Issuance Limitation"). The 4.99% Issuance Limitation in the February 2005 Warrant may be revoked upon 75 days notice and is automatically null and void upon an event of default (as defined in and pursuant to the terms of the applicable instrument). The 4.99% Issuance Limitation in the Earlier Warrants may be waived by the Investors upon at least 61 days prior notice to the Company and shall automatically become null and void following notice to the Issuer of the occurrence and during the continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument). Calliope and Erato are wholly owned subsidiaries of Laurus Master Fund, Ltd. (the "Fund"). The Fund and PSource are managed by Laurus Capital Management, LLC. Valens Offshore and Valens U.S. are both managed by Valens Capital Management, LLC. Eugene Grin and David Grin, through other entities, are the controlling principals of Laurus Capital Management, LLC and Valens Capital Management, LLC and share sole voting and investment power over the securities owned by the Investors reported in this Schedule 13G, as amended.

CUSIP No. 284739109

(1) Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only):

Calliope Capital Corporation  
57-1237865

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

- (a) [ ]
- (b) [X]

(3) SEC Use Only

(4) Citizenship or Place of Organization: Delaware

Number of Shares Beneficially Owned  
by Each Reporting Person With

(5) Sole Voting Power:	0*
(6) Shared Voting Power:	2,565,422*
(7) Sole Dispositive Power:	0*
(8) Shared Dispositive Power:	2,565,422*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person:

2,565,422

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): [X]

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(11) Percent of Class Represented by Amount in Row (9): 9.99%

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(12) Type of Reporting Person (See Instructions): CO

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\* Based on 25,679,904 shares of the common stock, par value \$0.10 per share (the "Shares") outstanding of ELEC Communications Corp., a New York corporation (the "Company") as of October 15, 2007, as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended August 31, 2007. As of December 31, 2007, Laurus Master Fund, Ltd. ("Laurus"), Valens U.S. SPV I, LLC ("Valens U.S.") Calliope Capital Corporation ("Calliope"), Erato Corporation ("Erato"), PSource Structured Debt Limited ("PSource") and Valens Offshore SPV II, Corp. ("Valens Offshore" and together with Laurus, Valens U.S., PSource, Calliope and Erato, the "Investors") held (i) a warrant (the "February 2005 Warrant") to acquire 793,650 Shares, at an exercise price of \$0.72 per Share for the first 264,550 Shares acquired thereunder, \$0.79 per Share for the next 264,550 Shares acquired thereunder, and \$0.95 per Share for the remaining Shares acquired thereunder, subject to certain adjustments, (ii) a warrant (the "November 2005 Warrant") to acquire 1,202,976 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (iii) a warrant (the "May 2006 Warrant") to acquire 3,359,856 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (iv) a warrant (the "April 2007 Warrant" and together with the November 2005 Warrant, and the May 2006 Warrant, the "Earlier Warrants") to acquire 1,200,000 Shares, at an exercise price of \$0.25 per Share, subject to certain adjustments, (v) a warrant (the "A-1 September 2007 Warrant") to acquire 80,513,758 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (vi) a warrant (the "A-2 September 2007 Warrant") to acquire 6,709,480 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (vii) a warrant (the "A-3 September 2007 Warrant") to acquire 20,128,439 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (viii) a warrant (the "B-1 September 2007 Warrant") to acquire 14,208,310 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (ix) a warrant (the "B-2 September 2007 Warrant") to acquire 1,184,026 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (x) a warrant (the "B-3 September 2007 Warrant" and together with the A-1 September 2007 Warrant, A-2 September 2007 Warrant, A-3 September 2007 Warrant, B-1 September 2007 Warrant, and B-2 September 2007 Warrant, the "Later Warrants") to acquire 3,352,078 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments and (xi) 480,952 Shares. The February 2005 Warrant and the Earlier Warrants contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Fund of more than 4.99% of the Shares then issued and outstanding (the "4.99% Issuance Limitation"). The Later Warrants contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Fund of more than 9.99% of the Shares then issued and outstanding (the "9.99% Issuance Limitation"). The 4.99% Issuance Limitation in the February 2005 Warrant may be revoked upon 75 days notice and is automatically null and void upon an event of default (as defined in and pursuant to the terms of the applicable instrument). The 4.99% Issuance Limitation in the Earlier Warrants may be waived by the Investors upon at least 61 days prior notice to the Company and shall automatically become null and void following notice to the Issuer of the occurrence and during the continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument). Calliope and Erato are wholly owned subsidiaries of Laurus Master Fund, Ltd. (the "Fund"). The Fund and PSource are managed by Laurus Capital Management, LLC. Valens Offshore and Valens U.S. are both managed by Valens Capital Management, LLC. Eugene Grin and David Grin, through other entities, are the controlling principals of Laurus Capital Management, LLC and Valens Capital Management, LLC and share sole voting and investment power over the securities owned by the Investors reported in this Schedule 13G, as amended.

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CUSIP No. 284739109

(1) Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only):

Erato Corporation  
57-1237862

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [ ]

(b) [X]

(3) SEC Use Only

(4) Citizenship or Place of Organization: Delaware

Number of Shares Beneficially Owned  
by Each Reporting Person With

(5) Sole Voting Power: 0\*

(6) Shared Voting Power: 2,565,422\*

(7) Sole Dispositive Power: 0\*

(8) Shared Dispositive Power: 2,565,422\*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person:

2,565,422

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): [X]

(11) Percent of Class Represented by Amount in Row (9): 9.99%\*

(12) Type of Reporting Person (See Instructions): CO

\* Based on 25,679,904 shares of the common stock, par value \$0.10 per share (the "Shares") outstanding of ELEC Communications Corp., a New York corporation (the "Company") as of October 15, 2007, as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended August 31, 2007. As of December 31, 2007, Laurus Master Fund, Ltd. ("Laurus"), Valens U.S. SPV I, LLC ("Valens U.S.") Calliope Capital Corporation ("Calliope"), Erato Corporation ("Erato"), PSource Structured Debt Limited ("PSource") and Valens Offshore SPV II, Corp. ("Valens Offshore" and together with Laurus, Valens U.S., PSource, Calliope and Erato, the "Investors") held (i) a warrant (the "February 2005 Warrant") to acquire 793,650 Shares, at an exercise price of \$0.72 per Share for the first 264,550 Shares acquired thereunder, \$0.79 per Share for the next 264,550 Shares acquired thereunder, and \$0.95 per Share for the remaining Shares

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acquired thereunder, subject to certain adjustments, (ii) a warrant (the "November 2005 Warrant") to acquire 1,202,976 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (iii) a warrant (the "May 2006 Warrant") to acquire 3,359,856 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (iv) a warrant (the "April 2007 Warrant" and together with the November 2005 Warrant, and the May 2006 Warrant, the "Earlier Warrants") to acquire 1,200,000 Shares, at an exercise price of \$0.25 per Share, subject to certain adjustments, (v) a warrant (the "A-1 September 2007 Warrant") to acquire 80,513,758 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (vi) a warrant (the "A-2 September 2007 Warrant") to acquire 6,709,480 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (vii) a warrant (the "A-3 September 2007 Warrant") to acquire 20,128,439 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (viii) a warrant (the "B-1 September 2007 Warrant") to acquire 14,208,310 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (ix) a warrant (the "B-2 September 2007 Warrant") to acquire 1,184,026 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (x) a warrant (the "B-3 September 2007 Warrant" and together with the A-1 September 2007 Warrant, A-2 September 2007 Warrant, A-3 September 2007 Warrant, B-1 September 2007 Warrant, and B-2 September 2007 Warrant, the "Later Warrants") to acquire 3,352,078 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments and (xi) 480,952 Shares. The February 2005 Warrant and the Earlier Warrants contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Fund of more than 4.99% of the Shares then issued and outstanding (the "4.99% Issuance Limitation"). The Later Warrants contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Fund of more than 9.99% of the Shares then issued and outstanding (the "9.99% Issuance Limitation"). The 4.99% Issuance Limitation in the February 2005 Warrant may be revoked upon 75 days notice and is automatically null and void upon an event of default (as defined in and pursuant to the terms of the applicable instrument). The 4.99% Issuance Limitation in the Earlier Warrants may be waived by the Investors upon at least 61 days prior notice to the Company and shall automatically become null and void following notice to the Issuer of the occurrence and during the continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument). Calliope and Erato are wholly owned subsidiaries of Laurus Master Fund, Ltd. (the "Fund"). The Fund and PSource are managed by Laurus Capital Management, LLC. Valens Offshore and Valens U.S. are both managed by Valens Capital Management, LLC. Eugene Grin and David Grin, through other entities, are the controlling principals of Laurus Capital Management, LLC and Valens Capital Management, LLC and share sole voting and investment power over the securities owned by the Investors reported in this Schedule 13G, as amended.

CUSIP No. 284739109

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(1) Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only):

Laurus Capital Management, LLC  
13-4150669

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(2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)



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(b) [X]

(3) SEC Use Only

(4) Citizenship or Place of Organization: Delaware

Number of Shares Beneficially Owned  
by Each Reporting Person With

(5) Sole Voting Power: 0\*

(6) Shared Voting Power: 2,565,422\*

(7) Sole Dispositive Power: 0\*

(8) Shared Dispositive Power: 2,565,422\*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person:

2,565,422

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See  
Instructions): [X]

(11) Percent of Class Represented by Amount in Row (9): 9.99%\*

(12) Type of Reporting Person (See Instructions): OO

\* Based on 25,679,904 shares of the common stock, par value \$0.10 per share (the "Shares") outstanding of ELEC Communications Corp., a New York corporation (the "Company") as of October 15, 2007, as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended August 31, 2007. As of December 31, 2007, Laurus Master Fund, Ltd. ("Laurus"), Valens U.S. SPV I, LLC ("Valens U.S.") Calliope Capital Corporation ("Calliope"), Erato Corporation ("Erato"), PSource Structured Debt Limited ("PSource") and Valens Offshore SPV II, Corp. ("Valens Offshore" and together with Laurus, Valens U.S., PSource, Calliope and Erato, the "Investors") held (i) a warrant (the "February 2005 Warrant") to acquire 793,650 Shares, at an exercise price of \$0.72 per Share for the first 264,550 Shares acquired thereunder, \$0.79 per Share for the next 264,550 Shares acquired thereunder, and \$0.95 per Share for the remaining Shares acquired thereunder, subject to certain adjustments, (ii) a warrant (the "November 2005 Warrant") to acquire 1,202,976 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (iii) a warrant (the "May 2006 Warrant") to acquire 3,359,856 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (iv) a warrant (the "April 2007 Warrant" and together with the November 2005 Warrant, and the May 2006 Warrant, the "Earlier Warrants") to acquire 1,200,000 Shares, at an exercise price of \$0.25 per Share, subject to certain adjustments, (v) a warrant (the "A-1 September 2007 Warrant") to acquire 80,513,758 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (vi) a warrant (the "A-2 September 2007 Warrant") to acquire 6,709,480 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (vii) a warrant (the "A-3 September 2007 Warrant") to acquire 20,128,439 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (viii) a warrant (the "B-1 September 2007 Warrant") to acquire 14,208,310 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (ix) a warrant (the "B-2 September 2007 Warrant") to acquire 1,184,026 Shares, at an exercise price of \$0.10 per Share, subject to

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certain adjustments, (x) a warrant (the "B-3 September 2007 Warrant" and together with the A-1 September 2007 Warrant, A-2 September 2007 Warrant, A-3 September 2007 Warrant, B-1 September 2007 Warrant, and B-2 September 2007 Warrant, the "Later Warrants") to acquire 3,352,078 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments and (xi) 480,952 Shares. The February 2005 Warrant and the Earlier Warrants contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Fund of more than 4.99% of the Shares then issued and outstanding (the "4.99% Issuance Limitation"). The Later Warrants contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Fund of more than 9.99% of the Shares then issued and outstanding (the "9.99% Issuance Limitation"). The 4.99% Issuance Limitation in the February 2005 Warrant may be revoked upon 75 days notice and is automatically null and void upon an event of default (as defined in and pursuant to the terms of the applicable instrument). The 4.99% Issuance Limitation in the Earlier Warrants may be waived by the Investors upon at least 61 days prior notice to the Company and shall automatically become null and void following notice to the Issuer of the occurrence and during the continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument). Calliope and Erato are wholly owned subsidiaries of Laurus Master Fund, Ltd. (the "Fund"). The Fund and PSource are managed by Laurus Capital Management, LLC. Valens Offshore and Valens U.S. are both managed by Valens Capital Management, LLC. Eugene Grin and David Grin, through other entities, are the controlling principals of Laurus Capital Management, LLC and Valens Capital Management, LLC and share sole voting and investment power over the securities owned by the Investors reported in this Schedule 13G, as amended.

CUSIP No. 284739109

(1) Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only):

Valens Offshore SPV II, Corp.  
26-0811267

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

- (a) [ ]
- (b) [X]

(3) SEC Use Only

(4) Citizenship or Place of Organization: Delaware

Number of Shares Beneficially Owned  
by Each Reporting Person With

- (5) Sole Voting Power: 0\*
- (6) Shared Voting Power: 2,565,422\*
- (7) Sole Dispositive Power: 0\*
- (8) Shared Dispositive Power: 2,565,422\*

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(9) Aggregate Amount Beneficially Owned by Each Reporting Person:

2,565,422

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):  [X]

(11) Percent of Class Represented by Amount in Row (9): 9.99%\*

(12) Type of Reporting Person (See Instructions): CO

\* Based on 25,679,904 shares of the common stock, par value \$0.10 per share (the "Shares") outstanding of ELEC Communications Corp., a New York corporation (the "Company") as of October 15, 2007, as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended August 31, 2007. As of December 31, 2007, Laurus Master Fund, Ltd. ("Laurus"), Valens U.S. SPV I, LLC ("Valens U.S.") Calliope Capital Corporation ("Calliope"), Erato Corporation ("Erato"), PSource Structured Debt Limited ("PSource") and Valens Offshore SPV II, Corp. ("Valens Offshore" and together with Laurus, Valens U.S., PSource, Calliope and Erato, the "Investors") held (i) a warrant (the "February 2005 Warrant") to acquire 793,650 Shares, at an exercise price of \$0.72 per Share for the first 264,550 Shares acquired thereunder, \$0.79 per Share for the next 264,550 Shares acquired thereunder, and \$0.95 per Share for the remaining Shares acquired thereunder, subject to certain adjustments, (ii) a warrant (the "November 2005 Warrant") to acquire 1,202,976 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (iii) a warrant (the "May 2006 Warrant") to acquire 3,359,856 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (iv) a warrant (the "April 2007 Warrant" and together with the November 2005 Warrant, and the May 2006 Warrant, the "Earlier Warrants") to acquire 1,200,000 Shares, at an exercise price of \$0.25 per Share, subject to certain adjustments, (v) a warrant (the "A-1 September 2007 Warrant") to acquire 80,513,758 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (vi) a warrant (the "A-2 September 2007 Warrant") to acquire 6,709,480 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (vii) a warrant (the "A-3 September 2007 Warrant") to acquire 20,128,439 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (viii) a warrant (the "B-1 September 2007 Warrant") to acquire 14,208,310 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (ix) a warrant (the "B-2 September 2007 Warrant") to acquire 1,184,026 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (x) a warrant (the "B-3 September 2007 Warrant" and together with the A-1 September 2007 Warrant, A-2 September 2007 Warrant, A-3 September 2007 Warrant, B-1 September 2007 Warrant, and B-2 September 2007 Warrant, the "Later Warrants") to acquire 3,352,078 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments and (xi) 480,952 Shares. The February 2005 Warrant and the Earlier Warrants contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Fund of more than 4.99% of the Shares then issued and outstanding (the "4.99% Issuance Limitation"). The Later Warrants contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Fund of more than 9.99% of the Shares then issued and outstanding (the "9.99% Issuance Limitation"). The 4.99% Issuance Limitation in the February 2005 Warrant may be revoked upon 75 days notice and is automatically null and void upon an event of default (as defined in and pursuant to the terms of the applicable instrument). The 4.99% Issuance Limitation in the Earlier Warrants may be waived by the Investors upon at least 61 days prior notice to the Company and shall automatically become null

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and void following notice to the Issuer of the occurrence and during the continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument). Calliope and Erato are wholly owned subsidiaries of Laurus Master Fund, Ltd. (the "Fund"). The Fund and PSource are managed by Laurus Capital Management, LLC. Valens Offshore and Valens U.S. are both managed by Valens Capital Management, LLC. Eugene Grin and David Grin, through other entities, are the controlling principals of Laurus Capital Management, LLC and Valens Capital Management, LLC and share sole voting and investment power over the securities owned by the Investors reported in this Schedule 13G, as amended.

CUSIP No. 284739109

(1) Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only):

Valens U.S. SPV I, LLC  
20-8903266

(2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

(3) SEC Use Only

(4) Citizenship or Place of Organization: Delaware

Number of Shares Beneficially Owned  
by Each Reporting Person With

(5) Sole Voting Power:	0*
(6) Shared Voting Power:	2,565,422*
(7) Sole Dispositive Power:	0*
(8) Shared Dispositive Power:	2,565,422*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person:

2,565,422

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):

(11) Percent of Class Represented by Amount in Row (9): 9.99%\*

(12) Type of Reporting Person (See Instructions): 00

\* Based on 25,679,904 shares of the common stock, par value \$0.10 per share (the "Shares") outstanding of ELEC Communications Corp., a New York corporation (the "Company") as of October 15, 2007, as disclosed in the Company's Quarterly

## Edgar Filing: ELEC COMMUNICATIONS CORP - Form SC 13G/A

Report on Form 10-Q for the quarterly period ended August 31, 2007. As of December 31, 2007, Laurus Master Fund, Ltd. ("Laurus"), Valens U.S. SPV I, LLC ("Valens U.S.") Calliope Capital Corporation ("Calliope"), Erato Corporation ("Erato"), PSource Structured Debt Limited ("PSource") and Valens Offshore SPV II, Corp. ("Valens Offshore" and together with Laurus, Valens U.S., PSource, Calliope and Erato, the "Investors") held (i) a warrant (the "February 2005 Warrant") to acquire 793,650 Shares, at an exercise price of \$0.72 per Share for the first 264,550 Shares acquired thereunder, \$0.79 per Share for the next 264,550 Shares acquired thereunder, and \$0.95 per Share for the remaining Shares acquired thereunder, subject to certain adjustments, (ii) a warrant (the "November 2005 Warrant") to acquire 1,202,976 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (iii) a warrant (the "May 2006 Warrant") to acquire 3,359,856 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (iv) a warrant (the "April 2007 Warrant" and together with the November 2005 Warrant, and the May 2006 Warrant, the "Earlier Warrants") to acquire 1,200,000 Shares, at an exercise price of \$0.25 per Share, subject to certain adjustments, (v) a warrant (the "A-1 September 2007 Warrant") to acquire 80,513,758 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (vi) a warrant (the "A-2 September 2007 Warrant") to acquire 6,709,480 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (vii) a warrant (the "A-3 September 2007 Warrant") to acquire 20,128,439 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (viii) a warrant (the "B-1 September 2007 Warrant") to acquire 14,208,310 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (ix) a warrant (the "B-2 September 2007 Warrant") to acquire 1,184,026 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (x) a warrant (the "B-3 September 2007 Warrant" and together with the A-1 September 2007 Warrant, A-2 September 2007 Warrant, A-3 September 2007 Warrant, B-1 September 2007 Warrant, and B-2 September 2007 Warrant, the "Later Warrants") to acquire 3,352,078 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments and (xi) 480,952 Shares. The February 2005 Warrant and the Earlier Warrants contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Fund of more than 4.99% of the Shares then issued and outstanding (the "4.99% Issuance Limitation"). The Later Warrants contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Fund of more than 9.99% of the Shares then issued and outstanding (the "9.99% Issuance Limitation"). The 4.99% Issuance Limitation in the February 2005 Warrant may be revoked upon 75 days notice and is automatically null and void upon an event of default (as defined in and pursuant to the terms of the applicable instrument). The 4.99% Issuance Limitation in the Earlier Warrants may be waived by the Investors upon at least 61 days prior notice to the Company and shall automatically become null and void following notice to the Issuer of the occurrence and during the continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument). Calliope and Erato are wholly owned subsidiaries of Laurus Master Fund, Ltd. (the "Fund"). The Fund and PSource are managed by Laurus Capital Management, LLC. Valens Offshore and Valens U.S. are both managed by Valens Capital Management, LLC. Eugene Grin and David Grin, through other entities, are the controlling principals of Laurus Capital Management, LLC and Valens Capital Management, LLC and share sole voting and investment power over the securities owned by the Investors reported in this Schedule 13G, as amended.

CUSIP No. 284739109

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(1) Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only):

Valens Capital Management, LLC  
20-8903345

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [ ]  
(b) [X]

(3) SEC Use Only

(4) Citizenship or Place of Organization: Delaware

Number of Shares Beneficially Owned  
by Each Reporting Person With

(5) Sole Voting Power:	0*
(6) Shared Voting Power:	2,565,422*
(7) Sole Dispositive Power:	0*
(8) Shared Dispositive Power:	2,565,422*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person:

2,565,422

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): [X]

(11) Percent of Class Represented by Amount in Row (9): 9.99%\*

(12) Type of Reporting Person (See Instructions): 00

\* Based on 25,679,904 shares of the common stock, par value \$0.10 per share (the "Shares") outstanding of ELEC Communications Corp., a New York corporation (the "Company") as of October 15, 2007, as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended August 31, 2007. As of December 31, 2007, Laurus Master Fund, Ltd. ("Laurus"), Valens U.S. SPV I, LLC ("Valens U.S.") Calliope Capital Corporation ("Calliope"), Erato Corporation ("Erato"), PSource Structured Debt Limited ("PSource") and Valens Offshore SPV II, Corp. ("Valens Offshore" and together with Laurus, Valens U.S., PSource, Calliope and Erato, the "Investors") held (i) a warrant (the "February 2005 Warrant") to acquire 793,650 Shares, at an exercise price of \$0.72 per Share for the first 264,550 Shares acquired thereunder, \$0.79 per Share for the next 264,550 Shares acquired thereunder, and \$0.95 per Share for the remaining Shares acquired thereunder, subject to certain adjustments, (ii) a warrant (the "November 2005 Warrant") to acquire 1,202,976 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (iii) a warrant (the "May 2006 Warrant") to acquire 3,359,856 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (iv) a warrant (the "April 2007 Warrant" and together with the November 2005 Warrant, and the May 2006 Warrant, the "Earlier Warrants") to acquire 1,200,000 Shares, at an exercise price of \$0.25 per Share, subject to certain adjustments, (v) a warrant (the "A-1 September 2007 Warrant")

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to acquire 80,513,758 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (vi) a warrant (the "A-2 September 2007 Warrant") to acquire 6,709,480 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (vii) a warrant (the "A-3 September 2007 Warrant") to acquire 20,128,439 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (viii) a warrant (the "B-1 September 2007 Warrant") to acquire 14,208,310 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (ix) a warrant (the "B-2 September 2007 Warrant") to acquire 1,184,026 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (x) a warrant (the "B-3 September 2007 Warrant" and together with the A-1 September 2007 Warrant, A-2 September 2007 Warrant, A-3 September 2007 Warrant, B-1 September 2007 Warrant, and B-2 September 2007 Warrant, the "Later Warrants") to acquire 3,352,078 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments and (xi) 480,952 Shares. The February 2005 Warrant and the Earlier Warrants contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Fund of more than 4.99% of the Shares then issued and outstanding (the "4.99% Issuance Limitation"). The Later Warrants contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Fund of more than 9.99% of the Shares then issued and outstanding (the "9.99% Issuance Limitation"). The 4.99% Issuance Limitation in the February 2005 Warrant may be revoked upon 75 days notice and is automatically null and void upon an event of default (as defined in and pursuant to the terms of the applicable instrument). The 4.99% Issuance Limitation in the Earlier Warrants may be waived by the Investors upon at least 61 days prior notice to the Company and shall automatically become null and void following notice to the Issuer of the occurrence and during the continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument). Calliope and Erato are wholly owned subsidiaries of Laurus Master Fund, Ltd. (the "Fund"). The Fund and PSource are managed by Laurus Capital Management, LLC. Valens Offshore and Valens U.S. are both managed by Valens Capital Management, LLC. Eugene Grin and David Grin, through other entities, are the controlling principals of Laurus Capital Management, LLC and Valens Capital Management, LLC and share sole voting and investment power over the securities owned by the Investors reported in this Schedule 13G, as amended.

CUSIP No. 284739109

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(1) Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only):

David Grin

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(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

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(3) SEC Use Only

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(4) Citizenship or Place of Organization: Israel

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Number of Shares Beneficially Owned

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by Each Reporting Person With	(5) Sole Voting Power:	0*
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	(6) Shared Voting Power:	2,565,422*
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	(7) Sole Dispositive Power:	0*
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	(8) Shared Dispositive Power:	2,565,422*
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 (9) Aggregate Amount Beneficially Owned by Each Reporting Person:

2,565,422

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 (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):  [X]

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 (11) Percent of Class Represented by Amount in Row (9): 9.99%

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 (12) Type of Reporting Person (See Instructions): IN

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 \* Based on 25,679,904 shares of the common stock, par value \$0.10 per share (the "Shares") outstanding of ELEC Communications Corp., a New York corporation (the "Company") as of October 15, 2007, as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended August 31, 2007. As of December 31, 2007, Laurus Master Fund, Ltd. ("Laurus"), Valens U.S. SPV I, LLC ("Valens U.S.") Calliope Capital Corporation ("Calliope"), Erato Corporation ("Erato"), PSource Structured Debt Limited ("PSource") and Valens Offshore SPV II, Corp. ("Valens Offshore" and together with Laurus, Valens U.S., PSource, Calliope and Erato, the "Investors") held (i) a warrant (the "February 2005 Warrant") to acquire 793,650 Shares, at an exercise price of \$0.72 per Share for the first 264,550 Shares acquired thereunder, \$0.79 per Share for the next 264,550 Shares acquired thereunder, and \$0.95 per Share for the remaining Shares acquired thereunder, subject to certain adjustments, (ii) a warrant (the "November 2005 Warrant") to acquire 1,202,976 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (iii) a warrant (the "May 2006 Warrant") to acquire 3,359,856 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (iv) a warrant (the "April 2007 Warrant" and together with the November 2005 Warrant, and the May 2006 Warrant, the "Earlier Warrants") to acquire 1,200,000 Shares, at an exercise price of \$0.25 per Share, subject to certain adjustments, (v) a warrant (the "A-1 September 2007 Warrant") to acquire 80,513,758 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (vi) a warrant (the "A-2 September 2007 Warrant") to acquire 6,709,480 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (vii) a warrant (the "A-3 September 2007 Warrant") to acquire 20,128,439 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (viii) a warrant (the "B-1 September 2007 Warrant") to acquire 14,208,310 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (ix) a warrant (the "B-2 September 2007 Warrant") to acquire 1,184,026 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (x) a warrant (the "B-3 September 2007 Warrant" and together with the A-1 September 2007 Warrant, A-2 September 2007 Warrant, A-3 September 2007 Warrant, B-1 September 2007 Warrant, and B-2 September 2007 Warrant, the "Later Warrants") to acquire 3,352,078 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments and (xi) 480,952 Shares. The February 2005 Warrant and the Earlier Warrants contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Fund of more than 4.99% of the Shares then issued and outstanding (the "4.99% Issuance



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Limitation"). The Later Warrants contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Fund of more than 9.99% of the Shares then issued and outstanding (the "9.99% Issuance Limitation"). The 4.99% Issuance Limitation in the February 2005 Warrant may be revoked upon 75 days notice and is automatically null and void upon an event of default (as defined in and pursuant to the terms of the applicable instrument). The 4.99% Issuance Limitation in the Earlier Warrants may be waived by the Investors upon at least 61 days prior notice to the Company and shall automatically become null and void following notice to the Issuer of the occurrence and during the continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument). Calliope and Erato are wholly owned subsidiaries of Laurus Master Fund, Ltd. (the "Fund"). The Fund and PSource are managed by Laurus Capital Management, LLC. Valens Offshore and Valens U.S. are both managed by Valens Capital Management, LLC. Eugene Grin and David Grin, through other entities, are the controlling principals of Laurus Capital Management, LLC and Valens Capital Management, LLC and share sole voting and investment power over the securities owned by the Investors reported in this Schedule 13G, as amended.

CUSIP No. 284739109

(1) Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only):

Eugene Grin

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

- (a) [ ]
(b) [X]

(3) SEC Use Only

(4) Citizenship or Place of Organization: United States

Number of Shares Beneficially Owned by Each Reporting Person With

Table with 2 columns: Description and Value. Rows include Sole Voting Power (0\*), Shared Voting Power (2,565,422\*), Sole Dispositive Power (0\*), and Shared Dispositive Power (2,565,422\*).

(9) Aggregate Amount Beneficially Owned by Each Reporting Person:

2,565,422

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): [X]

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(11) Percent of Class Represented by Amount in Row (9): 9.99%

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(12) Type of Reporting Person (See Instructions): IN

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\* Based on 25,679,904 shares of the common stock, par value \$0.10 per share (the "Shares") outstanding of ELEC Communications Corp., a New York corporation (the "Company") as of October 15, 2007, as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended August 31, 2007. As of December 31, 2007, Laurus Master Fund, Ltd. ("Laurus"), Valens U.S. SPV I, LLC ("Valens U.S.") Calliope Capital Corporation ("Calliope"), Erato Corporation ("Erato"), PSource Structured Debt Limited ("PSource") and Valens Offshore SPV II, Corp. ("Valens Offshore" and together with Laurus, Valens U.S., PSource, Calliope and Erato, the "Investors") held (i) a warrant (the "February 2005 Warrant") to acquire 793,650 Shares, at an exercise price of \$0.72 per Share for the first 264,550 Shares acquired thereunder, \$0.79 per Share for the next 264,550 Shares acquired thereunder, and \$0.95 per Share for the remaining Shares acquired thereunder, subject to certain adjustments, (ii) a warrant (the "November 2005 Warrant") to acquire 1,202,976 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (iii) a warrant (the "May 2006 Warrant") to acquire 3,359,856 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (iv) a warrant (the "April 2007 Warrant" and together with the November 2005 Warrant, and the May 2006 Warrant, the "Earlier Warrants") to acquire 1,200,000 Shares, at an exercise price of \$0.25 per Share, subject to certain adjustments, (v) a warrant (the "A-1 September 2007 Warrant") to acquire 80,513,758 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (vi) a warrant (the "A-2 September 2007 Warrant") to acquire 6,709,480 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (vii) a warrant (the "A-3 September 2007 Warrant") to acquire 20,128,439 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (viii) a warrant (the "B-1 September 2007 Warrant") to acquire 14,208,310 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (ix) a warrant (the "B-2 September 2007 Warrant") to acquire 1,184,026 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (x) a warrant (the "B-3 September 2007 Warrant" and together with the A-1 September 2007 Warrant, A-2 September 2007 Warrant, A-3 September 2007 Warrant, B-1 September 2007 Warrant, and B-2 September 2007 Warrant, the "Later Warrants") to acquire 3,352,078 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments and (xi) 480,952 Shares. The February 2005 Warrant and the Earlier Warrants contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Fund of more than 4.99% of the Shares then issued and outstanding (the "4.99% Issuance Limitation"). The Later Warrants contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Fund of more than 9.99% of the Shares then issued and outstanding (the "9.99% Issuance Limitation"). The 4.99% Issuance Limitation in the February 2005 Warrant may be revoked upon 75 days notice and is automatically null and void upon an event of default (as defined in and pursuant to the terms of the applicable instrument). The 4.99% Issuance Limitation in the Earlier Warrants may be waived by the Investors upon at least 61 days prior notice to the Company and shall automatically become null and void following notice to the Issuer of the occurrence and during the continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument). Calliope and Erato are wholly owned subsidiaries of Laurus Master Fund, Ltd. (the "Fund"). The Fund and PSource are managed by Laurus Capital Management, LLC. Valens Offshore and Valens U.S. are both managed by Valens Capital Management, LLC. Eugene Grin and David Grin, through other entities, are the controlling principals of Laurus Capital Management, LLC and Valens Capital Management, LLC and share sole voting and investment power over the securities owned by the Investors reported in this Schedule 13G, as amended.

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CUSIP No. 284739109

Item 1(a). Name Of Issuer: ELEC Communications Corp.

Item 1(b). Address of Issuer's Principal Executive Offices:

75 South Broadway, Suite 302  
White Plains, New York 10601

Item 2(a). Name of Person Filing:

Laurus Master Fund, Ltd.

This Schedule 13G, as amended, is also filed on behalf of Laurus Capital Management, LLC, a Delaware limited liability company, Calliope Capital Corporation, a Delaware Corporation, Erato Corporation, a Delaware corporation, PSource Structured Debt Limited, a closed-ended company incorporated with limited liability in Guernsey, Valens Offshore SPV II, Corp., a Delaware corporation, Valens U.S. SPV I, LLC, a Delaware limited liability company, Valens Capital Management, LLC, a Delaware limited liability company, Eugene Grin and David Grin. Laurus Capital Management, LLC manages Laurus Master Fund, Ltd. and PSource Structured Debt Limited. Calliope Capital Corporation and Erato Corporation are wholly owned subsidiaries of Laurus Master Fund, Ltd. Valens Capital Management, LLC manages Valens Offshore SPV II, Corp. and Valens U.S. SPV I, LLC Eugene Grin and David Grin, through other entities, are the controlling principals of Laurus Capital Management, LLC and Valens Capital Management, LLC and share voting and investment power over the shares owned by Laurus Master Fund, Ltd., Calliope Capital Corporation, Erato Corporation, PSource Structured Debt Limited, Valens U.S. SPV I, LLC and Valens Offshore SPV II, Corp. reported in this Schedule 13G, as amended Information related to each of Laurus Capital Management, LLC, Calliope Capital Corporation, Erato Corporation, Valens Offshore SPV II, Corp., PSource Structured Debt Limited, Valens U.S. SPV I, LLC, Valens Capital Management, LLC, Eugene Grin and David Grin is set forth on Appendix A hereto.

Item 2(b). Address of Principal Business Office or, if None, Residence:

c/o Laurus Capital Management, LLC,  
335 Madison Avenue, 10th Floor  
New York, NY 10017

Item 2(c). Citizenship:

Cayman Islands

Item 2(d). Title of Class of Securities: Common Stock ("Common Stock")

Item 2(e). CUSIP No.: 284739109

Item 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the Person Filing is a:

## Edgar Filing: ELEC COMMUNICATIONS CORP - Form SC 13G/A

Not Applicable.

### Item 4. Ownership

(a) Amount Beneficially Owned: 2,565,422

(b) Percent of Class: 9.99%

(c) Number of Shares as to which the person has:

(i) sole power to vote or to direct the vote	0*
(ii) shared power to vote or to direct the vote	2,565,422*
(iii) sole power to dispose or to direct the disposition of	0*
(iv) shared power to dispose or to direct the disposition of	2,565,422*

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\* Based on 25,679,904 shares of the common stock, par value \$0.10 per share (the "Shares") outstanding of ELEC Communications Corp., a New York corporation (the "Company") as of October 15, 2007, as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended August 31, 2007. As of December 31, 2007, Laurus Master Fund, Ltd. ("Laurus"), Valens U.S. SPV I, LLC ("Valens U.S.") Calliope Capital Corporation ("Calliope"), Erato Corporation ("Erato"), PSource Structured Debt Limited ("PSource") and Valens Offshore SPV II, Corp. ("Valens Offshore" and together with Laurus, Valens U.S., PSource, Calliope and Erato, the "Investors") held (i) a warrant (the "February 2005 Warrant") to acquire 793,650 Shares, at an exercise price of \$0.72 per Share for the first 264,550 Shares acquired thereunder, \$0.79 per Share for the next 264,550 Shares acquired thereunder, and \$0.95 per Share for the remaining Shares acquired thereunder, subject to certain adjustments, (ii) a warrant (the "November 2005 Warrant") to acquire 1,202,976 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (iii) a warrant (the "May 2006 Warrant") to acquire 3,359,856 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (iv) a warrant (the "April 2007 Warrant" and together with the November 2005 Warrant, and the May 2006 Warrant, the "Earlier Warrants") to acquire 1,200,000 Shares, at an exercise price of \$0.25 per Share, subject to certain adjustments, (v) a warrant (the "A-1 September 2007 Warrant") to acquire 80,513,758 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (vi) a warrant (the "A-2 September 2007 Warrant") to acquire 6,709,480 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (vii) a warrant (the "A-3 September 2007 Warrant") to acquire 20,128,439 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (viii) a warrant (the "B-1 September 2007 Warrant") to acquire 14,208,310 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (ix) a warrant (the "B-2 September 2007 Warrant") to acquire 1,184,026 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments, (x) a warrant (the "B-3 September 2007 Warrant" and together with the A-1 September 2007 Warrant, A-2 September 2007 Warrant, A-3 September 2007 Warrant, B-1 September 2007 Warrant, and B-2 September 2007 Warrant, the "Later Warrants") to acquire 3,352,078 Shares, at an exercise price of \$0.10 per Share, subject to certain adjustments and (xi) 480,952 Shares. The February 2005 Warrant and the Earlier Warrants contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Fund of more than 4.99% of the Shares then issued and outstanding (the "4.99% Issuance

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Limitation"). The Later Warrants contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Fund of more than 9.99% of the Shares then issued and outstanding (the "9.99% Issuance Limitation"). The 4.99% Issuance Limitation in the February 2005 Warrant may be revoked upon 75 days notice and is automatically null and void upon an event of default (as defined in and pursuant to the terms of the applicable instrument). The 4.99% Issuance Limitation in the Earlier Warrants may be waived by the Investors upon at least 61 days prior notice to the Company and shall automatically become null and void following notice to the Issuer of the occurrence and during the continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument). Calliope and Erato are wholly owned subsidiaries of Laurus Master Fund, Ltd. (the "Fund"). The Fund and PSource are managed by Laurus Capital Management, LLC. Valens Offshore and Valens U.S. are both managed by Valens Capital Management, LLC. Eugene Grin and David Grin, through other entities, are the controlling principals of Laurus Capital Management, LLC and Valens Capital Management, LLC and share sole voting and investment power over the securities owned by the Investors reported in this Schedule 13G, as amended.

### Item 5. Ownership of Five Percent or Less of a Class

Not applicable

### Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not Applicable.

### Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not Applicable.

### Item 8. Identification and Classification of Members of the Group

Not Applicable.

### Item 9. Notice of Dissolution of Group

Not Applicable.

### Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2008

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Date

LAURUS MASTER FUND, LTD.

By: /s/ Eugene Grin

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Name: Eugene Grin

Title: Director

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

CUSIP No. 284739109

APPENDIX A

A. Name: Laurus Capital Management, LLC, a Delaware limited liability company

Address: 335 Madison Avenue, 10th Floor  
New York, New York 10017

Place of Organization: Delaware

B. Name: Calliope Capital Corporation, a Delaware corporation

Address: c/o Laurus Capital Management, LLC  
335 Madison Avenue, 10th Floor  
New York, New York 10017

Place of Organization: Delaware

C. Name: PSource Structured Debt Limited, a closed-ended company incorporated with limited liability in Guernsey

Address: c/o Laurus Capital Management, LLC  
335 Madison Avenue, 10th Floor  
New York, New York 10017

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Place of  
Organization: Guernsey

D. Name: Erato Corporation, a Delaware corporation

Address: c/o Laurus Capital Management, LLC  
335 Madison Avenue, 10th Floor  
New York, New York 10017

Place of  
Organization: Delaware

E. Name: Valens Offshore SPV II, Corp., a Delaware corporation

Address: c/o Laurus Capital Management, LLC  
335 Madison Avenue, 10th Floor  
New York, New York 10017

Place of  
Organization: Delaware

F. Name: Valens U.S. SPV I, LLC, a Delaware limited liability  
company

Address: c/o Laurus Capital Management, LLC  
335 Madison Avenue, 10th Floor  
New York, New York 10017

Place of  
Organization: Delaware

G. Name: Valens Capital Management, LLC, a Delaware limited  
liability company

Address: c/o Laurus Capital Management, LLC  
335 Madison Avenue, 10th Floor  
New York, New York 10017

Place of  
Organization: Delaware

H. Name: David Grin  
Business: 335 Madison Avenue, 10th Floor  
Address: New York, New York 10017

Principal  
Occupation: Director of Laurus Master Fund, Ltd.  
Principal of Laurus Capital Management, LLC

Citizenship: Israel

F. Name: Eugene Grin  
Business: 335 Madison Avenue, 10th Floor  
Address: New York, New York 10017

Principal  
Occupation: Director of Laurus Master Fund, Ltd.  
Principal of Laurus Capital Management, LLC

Citizenship: United States

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CUSIP No. 284739109

Each of Laurus Capital Management, LLC, PSource Structured Debt Limited, Calliope Capital Corporation, Erato Corporation, Valens Offshore SPV II, Corp., Valens Capital Management, LLC, David Grin and Eugene Grin hereby agree, by their execution below, that the Schedule 13G to which this Appendix A is attached is filed on behalf of each of them, respectively.

PSource Structured Debt Limited,

Laurus Capital Management, LLC,

Calliope Capital Corporation,

Erato Corporation

By: Laurus Capital Management, LLC, individually and as investment manager

/s/ Eugene Grin

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Eugene Grin  
Principal  
February 14, 2008

Valens U.S. SPV I, LLC

Valens Offshore SPV II, Corp.

By Valens Capital Management, LLC, individually and as investment manager

/s/ David Grin

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David Grin  
Authorized Signatory  
February 14, 2008

/s/ David Grin

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David Grin, on his individual behalf  
February 14, 2008

/s/ Eugene Grin

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Eugene Grin, on his individual behalf  
February 14, 2008