

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of

Application for Approval Pursuant to Section 214)	
of the Communications Act of 1934, as Amended,)	
of the Merger of Newco, a Wholly Owned)	File No. _____
Subsidiary of Eureka Broadband Corporation d/b/a)	
EurekaGGN ("EurekaGGN"), with and)	
into eLink Telecommunications, Inc. ("eLink"),)	
Establishing eLink as a Wholly Owned Subsidiary)	
of EurekaGGN)	

APPLICATION

Eureka Broadband Corporation d/b/a EurekaGGN ("EurekaGGN") and eLink Telecommunications, Inc. ("eLink") (collectively, the "Applicants") hereby request *nunc pro tunc* approval, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.24 of the Commission's rules, 47 C.F.R. § 63.24, for a transaction merging EurekaGGN's affiliate, Newco, a wholly owned subsidiary of EurekaGGN, with and into eLink, thereby establishing eLink as a wholly owned subsidiary of EurekaGGN.

Under the Agreement and Plan of Merger between EurekaGGN, Newco, and eLink ("Agreement"), EurekaGGN's affiliate, Newco, will be merged with and into eLink, thereby establishing eLink as a wholly owned subsidiary of EurekaGGN. In order to carry out the proposed merger, all of Newco's issued and outstanding capital stock will be converted into and exchanged for eLink Series C Preferred Stock. Upon such conversion and exchange, Newco will cease to exist as a separate corporate entity

As consideration for the merger, all of eLink's issued and outstanding common and preferred stock will be exchanged for EurekaGGN's preferred stock, or cancelled. **All** issued and

outstanding options and warrants to purchase eLink common stock will be cancelled as specified in the Agreement. Upon completion of the merger, eLink will become a wholly owned subsidiary of EurekaGGN. eLink's bylaws will be the same as the bylaws of EurekaGGN, and the directors and officers of eLink will be comprised of directors and officers of EurekaGGN. The merger must be approved by eLink's stockholders pursuant to the Agreement.

As the transaction was consummated on September 19, 2002, Applicants request *nunc pro tunc* approval of the transaction effective September 19, 2002. The Applicants note that the Commission has previously approved such transactions subsequent to closing and respectfully request similar treatment with regard to this transaction." This restructuring was essential to ensure Applicants' continued viability as telecommunications providers, and was accomplished without sufficient time to assemble and file a request for approval prior to the closing. Applicants regret this delay, but submit that the Commission's retroactive approval will permit them to continue to provide and expand their high quality international long distance services to customers.

Approval of the transfer of control will promote competition in the international telecommunications marketplace. eLink will have access to EurekaGGN's capital and a larger pool of technical and business expertise and contacts. eLink will be able to achieve significant economic and marketing efficiencies and thereby will be better equipped to provide advanced, high quality, low cost telecommunications services to subscribers.

Following the transfer of control, eLink will provide service under the same name and authority. The transfer of control will have no adverse consequences, and the same public

^{1/} See, e.g., *Call America Business Communications Corporation Application for Authority, Pursuant to Section 214 of the Communications Act of 1934, as amended, To Transfer Control of*

interest findings that led the Commission initially to grant eLink's original application for international facilities-based and resale authority support approval ~~of~~ the instant petition. Accordingly, approval of the merger will serve the public interest.

Section 63.24 Information

The following information regarding the transferor and transferee is submitted, as required by Section 63.24 of the Commission's rules:

(a) Name, Address and Telephone Number

Eureka Broadband Corporation d/b/a EurekaGGN
39 Broadway, 19th Floor
New York, NY 10006
(212) 404-5000

eLink Telecommunications, Inc.
708 Wisconsin Avenue
Bethesda, MD 20815
(240) 744-1341

(b) State of Formation

EurekaGGN is organized under Delaware law. Newco, also a Delaware corporation, is a transitory entity established solely for the purposes of effectuating the merger and is a wholly owned subsidiary of EurekaGGN. eLink is a corporation organized under the laws of the Delaware and is a wholly owned subsidiary ~~of~~ eLink Communications, Inc., also a Delaware corporation

(c) Correspondence

Correspondence concerning this application should be sent to:

an International Resale Carrier, 12 FCC Rcd 14117 (1996).

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(d) Existing Section 214 Authority

On August 17, 2001, eLink was granted Section 214 authority to offer facilities-based or resale international telecommunications services between the United States and various international points.” Neither EurekaGGN nor Newco possess Section 214 international authority to provide any telecommunications services, and they do not seek such authority.

²⁷

See Public Notice Report No. TEL-00433, DA 01-1984, File No. ITC-214-20010719-00385 (rel. Aug. 23, 2001).

The following information regarding the transferee is submitted, as required by Section 63.24 of the Commission's rules:

(h) Ownership Interests

After consummation of the entire transaction, including the transfer of shares held in escrow, which is subject to certain post-closing conditions, the entities holding more than a ten percent interest in EurekaGGN are listed below. EurekaGGN does not have any interlocking directorates with a foreign carrier.

1. Spectrum Equity Investors III, L.P. and Spectrum Equity Investors III, L.P., 333 Middlefield Road, Suite 200, Menlo Park, California 94025. United States citizen. 20.7% equity.
2. Trimaran Fund II, L.L.C., Trimaran Capital L.L.C., Trimaran Parallel Fund II, L.P., and CIBC Employee Private Equity Fund Partners, 425 Lexington Avenue, Third Floor, New York, N.Y. 10017. United States citizen. 16.8% equity.

(i) Foreign Carrier Certification

EurekaGGN certifies that it is not a foreign carrier and is not affiliated with any foreign carrier.

(j) Destination Country Certification

EurekaGGN certifies that it does not intend to provide international telecommunications services to any destination market for which the conditions of Section 63.186) of the Commission's Rules are applicable.

(k) Destination Country

Not applicable.

(l) Resale of Unaffiliated U.S. Camer

Not applicable because EurekaGGN is not a foreign camer and is not affiliated with any foreign camer.

(m) Foreign Carriers or Affiliation with Certain Foreign Camers

Not applicable because EurekaGGN is not a foreign carrier and is not affiliated with a foreign carrier. EurekaGGN is presumptively considered non-dominant on all authorized routes

(n) Special Concessions from Foreign Carriers

EurekaGGN certifies that it has not agreed to accept at present or in the future any direct or indirect special concessions from a foreign camer or administration with respect to traffic or revenue flows between the United States and any foreign country that it may be authorized to serve.

(o) Certification Regarding Section 5301 of the Anti-Drug Abuse Act of 1988

EurekaGGN certifies that it has not been denied any federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) Streamlined Processing

EurekaGGN seeks streamlined processing of the instant Application pursuant to Section 63.12(a) of the Commission's rules.

CONCLUSION

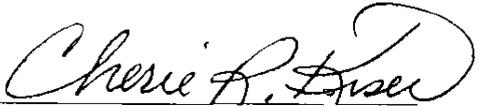
For the reasons stated herein, EurekaGGN and eLink respectfully submit that the public interest, convenience and necessity would be furthered by approval of this application

Respectfully submitted,

**EUREKA BROADBAND
CORPORATION D/B/A EUREKAGGN**

AND

ELINK COMMUNICATIONS, INC.

By: 

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Dated: October 21.2002