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August 28, 2002

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SEP 5 2002

Policy Division
International Bureau

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W
Washington, D.C. 20554

Re: ClearSource, Inc (File No. ITC-214-19990525-00289):
Pro Forma Transfer of Control, Name Change and d/b/a Notification

Dear Ms. Dortch:

On behalf of Grande Communications ClearSource, Inc., formerly ClearSource, Inc. ("ClearSource"), this letter is submitted in duplicate to provide notifications required by Sections 63.21(j) and 63.24 of the Commission's Rules 47 C.F.R. §§ 63.21(j) and 63.24. ClearSource, a non-dominant international carrier, was authorized in 1999 under Section 214 of the Communications Act of 1934, as amended, to provide global or limited global facilities-based international services (File No. ITC-214-199905025-000289).

In particular, in accordance with Section 63.24(b) of the Rules, notice is hereby provided of the *pro forma* transfer of control of ClearSource. The transfer was effected by the acquisition through merger of ClearSource by Grande Communications Holdings, Inc. ("Grande Holdings"), a company under common majority interest and control with ClearSource. The acquisition was made through a merger of ClearSource into a special purpose acquisition subsidiary of Grande Holdings. ClearSource, the surviving entity of the merger, then became a wholly-owned subsidiary of Grande Holdings. As a result of the merger and acquisition transaction, the same individuals that originally owned or controlled approximately 78 percent of the voting shares and interest of ClearSource now own approximately 53 percent of the voting shares and interest in Grande Holdings. The transaction qualifies as a *pro forma* transfer of control under Section 63.24(a)(1) of the Rules. The company certification of this transaction required by Section 63.24(b) of the Rules is provided as an Attachment to this letter.

Notice is also hereby provided, in accordance with Section 63.21(j) of the Rules, that simultaneously with the consummation of the *pro forma* transfer of control, the name of the

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company was changed to Grande Communications ClearSource, Inc. ClearSource is currently doing business under the name "Grande Communications."

The *pro forma* transfer and name changes notified herein became effective on June 28, 2002. Although Sections 63.21(j) and 63.24(b) of the Rules require that notification to the Commission be made within 30 days of such events, this deadline was inadvertently missed over the course of summer vacation weeks. As the failure to timely file these notifications was unintentional and is being rectified as soon as possible after its discovery, and as no party should be harmed by the delay, a waiver of the 30 day requirements in Sections 63.21(j) and 64.24(b) of the Rules is hereby respectfully requested.

Please direct any questions concerning these notifications to the undersigned.

Respectfully submitted,



Aileen A. Pisciotta
Counsel to Grande Communications
ClearSource, Inc.

cc: Jim Ball
Chief, Policy Division
International Bureau

Attachment

Letter to Ms. Marlene H. Dortch
August 28, 2002

Attachment


CERTIFICATE OF GRANDE COMMUNICATIONS CLEARSOURCE, INC.

The undersigned, an officer of Grande Communications ClearSource, Inc. ("ClearSource"), hereby certifies that:

1. All of the outstanding stock of ClearSource was acquired on June 28, 2002 by Grande Communications Holdings, Inc. ("Grande Holdings") through the merger of ClearSource into a special purpose acquisition subsidiary. ClearSource (renamed as Grande Communications ClearSource, Inc.) is the surviving corporation and is currently operated as a subsidiary of Grande Holdings.

2. The same persons that owned or controlled approximately 78 percent of the voting shares and interest in ClearSource prior to the merger transactions described in paragraph 1 above now own or control approximately 53 percent of the voting shares and interest in Grande Holdings, without any substantial change in their relative interests. Therefore, the instant merger and acquisition transaction, together with any prior transactions, has not changed the ultimate control of ClearSource.

IN WITNESS WHEREOF, the undersigned has set his hand this 27 day of August, 2002.

By: 

Andrew Kever

Senior Vice-President and
General Counsel