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RECEIVED
September 8, 2023
Data Center
Missouri Public
Service Commission

E-MAIL: TOM@TELECOMREG.COM

VOICE: (312) 803-1000

September 6, 2023

VIA FEDERAL EXPRESS

Morris L. Woodruff
Secretary
Missouri Public Service Commission
200 Madison Street
Jefferson City, MO 65102

Re: NOTICE OF CHANGE IN CONTROL

Dear Secretary Woodruff:

By this letter, Wisper ISP, LLC ("Wisper"), respectfully provides notice of a transaction in which Mr. Stooke, the current member of Wisper, will assign and transfer a portion of his ownership interests to E8 Topco Partnership LP ("E8 Topco). Following the assignment and transfer, Wisper Topco will hold the ownership interests of Mr. Stooke and E8 Topco. The Transaction will not impact Wisper's customers. After consummating the Transaction, Wisper will continue to exist and operate under the same name and management, and will continue to provide services pursuant to its existing authorizations and then-existing rates, terms, and conditions. Any future changes to the rates, terms, and conditions of service will be undertaken pursuant to customers' contracts, tariffs, and applicable law. The Transaction is scheduled to close after receipt of all necessary regulatory approvals. It is the Parties' understanding that Commission approval is not required to complete the Transaction. Accordingly, the Parties submit this letter for informational purposes.

Wisper currently holds authority to provide telecommunications services and interconnected Voice over Internet Protocol ("VoIP") services pursuant to Docket Nos. CN-2019-0205 and DN-2019-0194. The Commission also designated Wisper as an Eligible Telecommunications Carrier in Docket No. CA-2019-0196.¹

¹ *In the Matter of the Application for Designation as an Eligible Telecommunications Carrier for Purposes of Receiving Federal Universal Service Support from the FCC Connect America Fund – Phase II*, File No. CA-2019-0196, Order Granting Designation as an Eligible Telecommunications Carrier (Feb. 14, 2019).

DESCRIPTION OF THE PARTIES

Wisper ISP, LLC

Wisper ISP, LLC (“Wisper”) is a Delaware limited liability company based in Mascoutah, Illinois near St. Louis, Missouri. Its predecessor-in-interest, Wisper ISP, Inc. (“Wisper Inc.”), was formed by Nathan T. Stooke (“Stooke”) as an Illinois corporation in 2003 to provide broadband services to residences and businesses in rural America. Wisper currently has approximately 19,800 subscribers in Arkansas, Illinois, Indiana, Kansas, Missouri and Oklahoma who receive fixed wireless or fiber-based broadband and voice services. Wisper’s customers include residential, commercial, and enterprise customers, including schools, manufacturing facilities and other commercial locations. Wisper offers expanded broadband coverage in previously underserved and unserved rural areas, delivers high-speed Internet at speeds comparable to or exceeding DSL and cable, and provides a competitive alternative to phone, satellite and cable providers. Mr. Stooke has at all times served as Wisper’s President, in charge of day-to-day operations and the strategic vision of the company.

Wisper previously provided notice to the Commission of the transfer of control of Wisper to enable Mr. Stooke to increase his ownership percentage from 40.40% to 100%. Accordingly, prior to the Transaction that is the subject of this Notice, Mr. Stooke owns 100% of Wisper.

Mr. Stooke

Mr. Stooke is an owner of Wisper. Prior to the Transaction, Mr. Stooke owned 100% of Wisper. Post Transaction, Mr. Stooke will own 60% of Wisper.

E8 Topco Partnership LP

E8 Topco Partnership LP (“E8 Topco”) is an entity that provided debt capital to Wisper that has been converted into a 40% ownership interest in Wisper.

Wisper Topco

Wisper Topco is a parent entity through which E8 Topco and Mr. Stooke will hold their interests in Wisper.

Designated Contacts

The designated contacts for all correspondence, notices, inquiries, and orders in relation to this Notice should be sent to:

Counsel:

Thomas H. Rowland
Kevin D. Rhoda
Rowland & Moore LLP
1000 Orrington Ave, Suite 600
Evanston, Illinois 60201

(312) 803-1000
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krhoda@telecomreg.com

For Wisper ISP, LLC:

Mark Albertyn
Chief Financial Officer
Wisper ISP, LLC
9711 Fuesser Road
Mascoutah, IL 62258

DESCRIPTION OF TRANSACTION

Pursuant to a Purchase agreement between the parties dated June 2, 2023, and a subsequently dated Convertible Promissory Note dated July 13, 2023, E8 Topco provided debt capital to Wisper and the parties agreed that E8 Topco would convert that debt into a 40% ownership interest. Therefore, Mr. Stooke's ownership of Wisper will be decreased from 100% to 60%.

The transaction also involves a corporate reorganization that involves no substantial change in the beneficial ownership of Wisper. As part of this reorganization, Wisper will transfer all of its voting and equity interests to a parent entity, Wisper Topco, through which E8 Topco and Mr. Stooke will hold their interests in Wisper. Mr. Stooke will retain *de jure* and *de facto* control of Wisper Topco's board of directors and its subsidiary, Wisper.

Diagrams depicting the current and proposed ownership of Wisper are attached hereto as Attachment 1.

Conclusion

Please date-stamp the extra copy of this Notice and return it to our office in the enclosed postage-prepaid envelope. Please do not hesitate to contact me at (312) 803-1000 should you have any questions concerning this Notice.

Sincerely,

Thomas H. Rowland

s/ Thomas H. Rowland

Counsel for Wisper ISP, LLC

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