

BEFORE THE
MISSOURI PUBLIC SERVICE COMMISSION

Wisper ISP, LLC)	
)	
)	Docket No.
Application for Designation as an Eligible)	
Telecommunications Carrier in an Expanded)	
Service area)	
)	

**APPLICATION OF WISPER ISP, LLC FOR EXPANSION OF ITS
DESIGNATED SERVICE AREA AS AN ELIGIBLE TELECOMMUNICATIONS
CARRIER AND REQUEST FOR WAIVER OF 20 CSR 4240-4.017**

Now comes Wisper ISP, LLC¹ (“Wisper”) and pursuant to the Telecommunications Act of 1996, 47 U.S.C. §214(e)(2) (the “Act”) and the rules of the Federal Communications Commission (“FCC”) including 47 C.F.R. §54.201, and rules of the Missouri Public Service Commission (“Commission”) including 20 CSR 4240-31.015 and 31.016 hereby requests that the Commission expand Wisper’s designated service area as a telecommunications carrier eligible under the provisions of Section 54.201(d) to receive federal universal service support.²

1. Wisper seeks expanded ETC designation in order to serve an additional census block service area comprising the Service Area Aristotle Unified Communications Inc. (“Aristotle”) was awarded by the FCC in its Connect America Fund – Phase II.³

¹ Wisper provided notice to the Commission on July 9, 2020 detailing its name change from Wisper ISP, Inc. to Wisper ISP, LLC (CN-2021-0007).
² Related to this transaction, Wisper anticipates that Aristotle Unified Communications Inc will file a letter with this Commission relinquishing its designation as an ETC in Missouri for the census blocks in which Wisper ISP, LLC seeks to expand upon FCC approval of the Transaction described herein.
³ See *In the Matter of the Application of Aristotle Unified Communications LLC for Designation as an Eligible Telecommunications Carrier for Purposes of Receiving Support from the FCC Connect America Fund – Phase II*, File No. TA 2019-0147, Order (Jan. 3, 2019). Aristotle Unified Communications Inc was formerly known as Aristotle Unified Communications LLC. This Commission issued an Order recognizing the name change on January 24, 2024 in File No. RN-2024-0211.

Wisper – Aristotle Transaction

2. On July 17, 2024, Aristotle Unified Communications Inc (Assignor) and Wisper ISP, LLC (Assignee) filed a Joint Application with the FCC for Assignment of Domestic Section 214 Authorization Pursuant to the Communications Act of 1934, as Amended.⁴

3. In the Joint Application before the FCC, the Parties requested that the FCC assign Aristotle’s domestic Section 214 authorization for its State of Missouri Connect America Fund Phase II (Auction 903) (“CAF”) locations (Study Area Code 429044) to Wisper (“Transaction”). Upon consummation of the Transaction, Wisper will acquire assets Aristotle obtained as a CAF recipient for all of the census blocks in Missouri for which it is authorized to receive CAF support (“Assigned Census Blocks”), and Wisper will assume the deployment, performance and other obligations for the Assigned Census Blocks.

4. Wisper will obtain the accumulated and future receipts of Aristotle’s CAF II support in the census blocks less any amounts that Aristotle has already expended for the purposes for which such support is intended.

5. Pursuant to the transaction, Wisper will acquire all engineering plans, facilities, agreements, and other assets owned by Aristotle for use in connection with deployment of voice and broadband facilities, as well as the associated obligations that come with the receipt of CAF II support for the associated census blocks.

Wisper ISP, LLC

6. Wisper is certificated to provide telecommunications services and interconnected Voice over Internet Protocol (“VoIP”) pursuant to Docket Nos. CN-2019-0205 and DN-

⁴ *In the Matter of the Joint Application of Aristotle Unified Communications Inc, Assignor and Wisper ISP, LLC, Assignee for Assignment of Domestic Section 214 Authorization Pursuant to the Communications Act of 1934, as Amended, WC Docket No. 24-219 (July 17, 2024).*

2019-0194. The Commission also designated Wisper as an Eligible Telecommunications Carrier in Docket No. CA-2019-0196 and it is currently (and will remain) a provider of Lifeline services. In Docket DA-2021-0373, Wisper was granted an expanded designation as an Eligible Telecommunications Carrier in order to receive support from the FCC's Rural Digital Opportunity Fund ("RDOF").⁵ Wisper does not participate in the Missouri disabled program now and does not seek to at this time.

7. Wisper is a Delaware limited liability company having a principal place of business and mailing address of 9711 Fuesser Road, Mascoutah, IL 62258. A certificate of good standing confirming authority to do business granted by the Missouri Secretary of State is attached as Exhibit A. Additional contact information is set forth below.

8. Wisper does not have any pending action or final unsatisfied judgements or decisions against it from any state or federal agency or court which involve customer service, rates, which action, judgment, or decision has occurred within three years of the date of this application.

9. Wisper does not have any annual reports or assessment fees that are overdue to the Missouri Commission. Wisper is compliant in all reporting and assessments requirements. Wisper is compliant with contribution obligations to federal and state USF.

10. No matter has been brought in the last ten years by any state or federal regulatory or law enforcements agency against any of the individuals, entities, managers, or directors associated with Wisper or any company sharing common ownership or

⁵ *In the Matter of Wisper ISP, LLC's Application to Expand ETC Service Area Designation for the Purpose of Participating in the FCC Rural Digital Opportunity Fund*, File No. DA-2021-0373, Order (June 2, 2021)

management with Wisper, involving fraud, deceit, perjury, stealing or the omission or misstatement of material fact in connection with a commercial transaction.

11. Wisper will comply with the ETC requirements established by the Missouri Public Service Commission, including but not limited to 20 CSR 4240-31.015, and the FCC. Further, Wisper commits to maintaining current company contact information on the Commission Electronic Filing and Information System and to advising the Commission of any changes in its contact information. Wisper has checked its contacts in EFIS and confirmed such information is correct.

12. All correspondence, communications, pleadings, notices, orders, and decisions relating to this Application should be addressed to:

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and

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Introduction / Description of Company

13. Wisper is a broadband Internet Service and Voice-over-IP Phone systems provider with headquarters in Mascoutah, Illinois. Wisper was designated as an ETC in Docket No. CA-2019-0196 for purposes of receiving federal support under the Connect America Fund Phase II, and in docket DA-2021-0373 for purposes of participating in the RDOF. An Organizational Chart for the Company identifying its officers and directors is attached as Exhibit B.

14. Wisper was formed on September 18, 2003 in order to provide fixed wireless broadband to underserved communities and rural areas in Illinois. In 2010, Wisper began offering VoIP telephone service to residents and businesses. Wisper has provided service in Missouri since 2012. Wisper also maintains five offices in Missouri with current and additional planned service in Arkansas, Missouri, Kansas, Illinois, Indiana and Oklahoma.⁸ It has been designated an ETC in such states since 2019. Wisper is owned by Nathan Stooke (60%) and E8 Topco Partnership LP (40%).

A copy of the resumes of key Company personnel is included as Exhibit C. Wisper is not under common ownership or management with any recipient of federal or state USF funds.

Fixed Wireless Voice & Broadband Information

15. Wisper's VOIP services are hosted and managed by a 3rd party on their High-availability cloud environment. The system allows Wisper to deploy full-featured end-user services in a scalable, multi-tenant, fault-tolerant, and resilient approach. The Wisper Voice service is highly scalable. The Company's services include NOC tool and

monitoring systems that support monitoring, statistics, and reports that provide real-time data on performance, traffic statistics, usage, and more.

16. For broadband, Wisper utilizes a wireless ring network with fixed base stations (access nodes) running at the 1+0 and/or 4+0 on the licensed 11 GHz or 5 GHz spectrum. This network will have 99.99% uptime and availability due to its ring structure. The technologies include fiber and/or fixed wireless (11 GHz or 5 GHz) for interconnection (backhaul) and fixed wireless— either 3.5 (CBRS), 2.4 GHz, 5 GHz, 900 MHz, TVWS, or 60 GHz—for last-mile service. Wisper will provide voice services through a hosted VoIP solution.

17. The high-availability cluster that hosts the VOIP switch and facilities provides for 99.999% uptime due to the cluster's topology which mitigates risk by using multiple carriers and servers across multiple physical locations. Wisper offers 24 hour technical support Monday to Friday, 9:00 AM to 7:00 PM CT on Saturdays and 10:00 AM to 6:30 PM CT on Sunday. End users can use third-party VOIP-enabled phones, mobile phones, and/or computers to send and receive calls. The service includes E911, an online interface for account management, and voicemail-to-email functionality.

18. Wisper will provide broadband Internet access service through fiber to the premise, or an antenna installed on the customer premise that will connect through a radio at a central tower. The tower will either connect directly to the internet via a fiber or will connect to another fiber-fed tower via fixed wireless.

Federal Act

19. Pursuant to Section 214(e)(2) of the Act, a state commission may, upon its own motion, or upon request, designate a common carrier to be an “eligible

telecommunications carrier” for purposes of receiving universal service support under the Act. Section 214(e)(2) also requires that the carrier designated meet the requirements of Section 214(e)(1). Section 214(e)(1) states:

A common carrier designated as an eligible telecommunications carrier... shall be eligible to receive universal service support in accordance with section 254 and shall, throughout the service area for which the designation is received -

(A) offer the services that are supported by the Federal universal service support mechanism under section 254(c), either using its own facilities or a combination of its own facilities and resale of another carrier’s services (including the service offered by another eligible telecommunications carrier); and

(B) advertise the availability of such services and the charges therefore using a media of general distribution.

20 . Section 54.201(b) of the FCC’s Rules states that the Commission shall, on its own motion or upon request, designate a common carrier an ETC so long as the carrier meets the requirements of Section 54.201(d), which restates the requirements found in Section 214(e)(1) of the Act. Section 214(e)(2) of the Act and Section 54.201(c) of the FCC’s Rules state that the Commission may, in the case of an area serviced by a rural telephone company, and shall, in the case of all other areas, designate more than one common carrier as an ETC for a service area the Commission designates, provided each additional requesting carrier satisfies Section 214(e)(1) of the Act and Section 54.201(d) of the FCC’s Rules. Before designating an additional ETC for an area serviced by a rural telephone company, the Commission shall find that such designation is in the public interest.

Designated Service Area

21. Section 214(e)(2) of the Act states that an ETC shall be designated for a “service area” by the state commission. Wisper’s proposed expansion service area includes each census block in Missouri for which Aristotle has been authorized to receive CAF support. Those census blocks are attached as Exhibit D. Maps of the proposed service area are included as Exhibit E.

22. Wisper has tower partnerships with a streamlined deployment model that can be replicated in the Aristotle CAF II area. Wisper will construct towers as necessary. Wisper has identified preliminary tower locations, but the exact number of structures and the technologies to be used are in the process of being determined.

23. Wisper has been deploying towers for its own CAF II obligations at a rate in excess of ten (10) towers per month. As exact towers are finalized to expand coverage in its expanded area, deployment of any new towers is expected to be within the milestone timeframes.

24. Wisper has deployed 18 towers that utilize CBRS PAL Equipment capable of delivering speeds of over 400/30mb in the Aristotle CAF II area to fulfill other commitments. These towers will support 250 locations within Aristotle's CAF II area that provide Above Baseline coverage.

I. Requirements for ETC Designation

A. Wisper will offer services that are supported by federal universal service support mechanisms throughout the service area for which ETC designation is received.

25. Wisper is a common carrier for purposes of obtaining ETC designation under 47 U.S.C. § 214(e)(1). Wisper commits to provide (i) voice grade access to the public

switched telephone network (“PSTN”) or its functional equivalent; (ii) minutes of use for local service provided at no additional charge to end users; (iii) access to emergency services; and (iv) toll limitation services to qualifying low-income consumers as provided in accordance with 47 C.F.R. §§54.400 *et seq.* Terms and rates for services are available on the company website at wisperisp.com. Wisper’s rates will comply with the most recent reasonably comparable benchmark rates so that its rates for the supported services will be reasonably comparable to rates offered in urban areas. It commits to meeting all applicable consumer protection and service quality standards.

i. Voice grade access to the public switched telephone network

26. In its *USF/ICC Transformation Order*, the FCC modified the definition of a supported service to a technologically-neutral approach, allowing companies to provision voice service over any platform, including the PSTN and IP networks.⁶ Thus, the FCC amended Section 54.101 to specify that the functionalities of eligible voice telephony services include voice grade access to the public switched network or its functional equivalent.⁷ The FCC further explained that increasingly “consumers are obtaining voice services not through traditional means but instead through interconnected VoIP providers offering service over broadband networks.”⁸ Interconnected VoIP services “allow customers to make real-time voice calls to, and receive calls from, the PSTN, and increasingly appear to be viewed by consumers as substitutes for

⁶ *In the Matter of Connect America Fund; A National Broadband Plan for Our Future; Establishing Just and Reasonable Rates for Local Exchange Carriers; High-Cost Universal Service Support; Developing an Unified Intercarrier Compensation Regime; Federal State Joint Board on Universal Service; Lifeline and Link-Up; Universal Service Reform – Mobility Fund*, 26 FCC Rcd 17663, 17692-93 (2011) (“*USF/ICC Transformation Order*”).

⁷ *Id.*; See also 47 C.F.R. §54.101(a).

⁸ *USF/ICC Transformation Order* at ¶63.

traditional voice telephone services.”⁹ Thus, the FCC concluded that its authority to promote universal services in this context “does not depend on whether interconnected VoIP services are telecommunications services or information services under the Communications Act.”¹⁰ Wisper will therefore provide voice-grade access to the PSTN by providing interconnected VoIP service throughout the designated service area.

ii. Minutes of Use

27. “Local usage” means a number of minutes of use of exchange services, prescribed by the FCC, provided free of charge to end users.”¹¹ The FCC has not specified a minimum amount of local usage that an ETC must offer. Wisper will meet the local usage requirement by including local usage in its rate plans. The Company will comply with any minimum local usage requirements adopted by the FCC or this Commission.

iii. Access to emergency services

28. ETCs are required to provide access to the emergency services provided by local government or other public safety organizations, such as 911 and enhanced 911 (“E 911”), to the extent the local government in an ETC's service area has implemented 911 or enhanced 911 systems. Wisper will provide access to emergency services by providing 911 and E911 for all of its customers to the extent that the local governments in its designated service areas have implemented 911 and E911.

⁹ Id.

¹⁰ Id.

¹¹ 47 C.F.R. § 54.101(a)(2).

iv. Toll limitation for Qualifying Low-Income Consumers

29. Wisper does not distinguish between toll and non-toll for its voice offering. To the extent Wisper offers a service that distinguishes between toll and non-toll calls, it will offer toll limitation to qualifying low-income consumers at no additional charge.

B. Broadband Internet Access Service

30. Pursuant to 47 C.F.R. 54.101(a)(2), Wisper will provide broadband services with the capability to transmit data to and receive data by wire or radio from all or substantially all Internet endpoints, including any capabilities that are incidental to and enable the operation of the communications service, but excluding dial-up service.

C. Wisper will comply with the requirements of 47 USC 214(e)(1).

31. Consistent with its service in its existing ETC service area, Wisper commits to, throughout the Assigned Census Blocks: (A) offer supported services “either using its own facilities or a combination of its own facilities and resale of another carrier's services (including the services offered by another eligible telecommunications carrier)” and (B) advertise the availability of such services and the charges therefor using media of general distribution.

i. Wisper will use its own facilities to provide the supported services.

32. Wisper provides high-speed broadband and digital telephone services to residential, commercial, and enterprise customers utilizing a combination of unlicensed and licensed frequencies as well as fiber to the home. Wisper has deployed a next generation fixed wireless network targeting rural markets outside of metropolitan areas that are either unserved or underserved. Wisper will provide supported services using its network infrastructure, consisting of last mile connections and network equipment and

components. It will also utilize its own facilities to provide backhaul for interconnection via a combination of fiber and wireless microwave technologies.

ii. Wisper will advertise the availability of its service throughout its service area.

33. Wisper will advertise the availability of the Supported Services throughout its designated service areas using media of general distribution in a manner that is designed to reach those likely to qualify for such services. Wisper agrees to comply with all form and content requirements, if any, promulgated by the FCC and this Commission in the future and required of all designated ETCs, including by disclosing the Applicant's name, that the service is a Lifeline service, that it is a government assistance program, that the service is non-transferable, and that it is available only to eligible consumers and limited to one discount per economic household.

34. Wisper will continue to utilize a combination of proven marketing tactics for its expanded area just as it has in the rest of its footprint. These tactics include: digital targeted marketing (via Google & Bing) as well as social media, direct mail, and ad space on streaming services & radio, billboards, etc. The Company also employs localized efforts including: door hangers, flyers, signage, sponsorships, and in-person presence at community events.

D. Wisper will comply with the FCC's additional eligibility criteria contained in 47 CFR §54.202.¹²

¹² The FCC waived the requirements of a 5-year Network Improvement Plan and a demonstration of consumer protection and service quality standards. *See Winning Bidder Announcement* at fn. 71; *see also WCB Reminds Connect America Fund Phase II Auction Applicants of the Process for Obtaining a Federal Designation as an Eligible Telecommunications Carrier*, Public Notice, WC Docket No. 09-197 et al., 33 FCC Rcd 6696, 6699-6700 (WCB 2018); 47 CFR 54.202.

- i. Wisper certifies that it will comply with the service requirements applicable to the support that it receives;

35. Wisper certifies that it will comply with the service requirements applicable to the support that it receives. Wisper commits to provide supported services throughout the designated service area by committing to provide service to customers who make a reasonable request for service. Wisper will commence offering service to all qualified consumers after this application is granted and soon after it receives ultimate approval from the FCC for the Transaction.

- ii. Wisper will provision service that is able to remain functional in emergency situations within industry standards for VoIP services;

36. Wisper will provision service with sufficient back-up power to remain functional without an external power source in emergency situations. Wisper is able to re-route traffic around damaged facilities and will be able to manage traffic spikes resulting from emergency situations. Wisper uses battery back-up power in the field and battery backup power at its NOC for wireless internet service.

37. Wisper's VoIP service requires an Internet Protocol (IP) connection to the Company's network or public Internet and 120VAC power to function. In the event of a failure of the IP connection or the local AC power, the service, including the E911 feature, will not function. Upon activation of a customer, Wisper will provide the customer with a notification containing clear instructions on the use of emergency services.

38. Wisper's VoIP service is not specifically used as a nomadic device. Customers can, through mobile applications, move the device to different locations. The end users registered service address is the only location at which the subscriber is authorized to use the service. The service will work if the device is moved to another

location within the US and connected to a public internet connection; however, this is only authorized when the subscriber updates their service address prior to using the service at the new location by calling the Company's customer service toll free telephone number (800) 765-7772.

39. Wisper service includes enhanced 911 services (E911). When service is initially provisioned, and any time the subscriber's service address is updated, the service location is automatically transmitted to a third party E911 provider who geocodes the address, associates it with a local Public Safety Answering Point (PSAP), provides an electronic positive affirmation that the address was properly geocoded, and stores the record on our behalf. When a subscriber dials 911, the call is routed to the third party 911 provider and then from there to the local PSAP. The location information is transmitted in the call signaling to the local PSAP, and is visible to the operator in E911 enabled PSAPs. In jurisdictions where an E911 service fee is imposed on Interconnected VoIP Services by law, the fee is passed through to the end user and remitted to the local authority in accordance with applicable policy.

E. Designation of Wisper as an ETC is within the public interest.

40. Designation of Wisper as an ETC in the Assigned Census Blocks will serve the public interest by facilitating the FCC's goal of developing voice and broadband networks in rural, high-cost areas. Under the 1996 Act, "upon request and consistent with the public interest, convenience and necessity" the Commission shall "designate more than one common carrier as an eligible telecommunications carrier for a service area designated" by the Commission.¹³ Before such a designation, the Commission shall

¹³ 47 C.F.R. 54.201(c).

find that the designation is in the public interest.¹⁴ In its *2005 ETC Order*, the FCC determined that the benefits of increased consumer choice, and the unique advantages of the applicant's service offering are components of a public interest analysis.¹⁵

41. Expedited designation of Wisper in the Assigned Census Blocks will serve the public interest by ensuring that the company is eligible to receive federal USF support, including through the FCC's high-cost programs, for the Assigned Census Blocks. Wisper will use this funding to directly advance the FCC's goal of deploying voice and broadband-capable networks in rural, high-cost areas while ensuring that rural consumers and anchor institutions benefit from innovations in communications technology. In particular, Wisper will use federal USF support to expand access to high-speed, high-quality broadband and voice provided through interconnected VoIP, fiber to the home and fixed wireless for residents of rural Missouri, and specifically in the Assigned Census Blocks. These advanced communications services will provide important connectivity to consumers, businesses, and community anchor institutions, including rural schools, libraries and medical facilities and are a unique alternative to services provided by traditional wireline carriers within the Company's designated service area. Absent designation as an ETC for the Assigned Census Blocks, Wisper will not be able to close on the Transaction.

42. Designation of Wisper as an ETC in the Assigned Census Blocks is also in the public interest because it will promote increased competitive choice, thereby increasing innovation and incenting other carriers to improve their existing networks

¹⁴ Id.

¹⁵ *In the Matter of Federal-State Joint Board on Universal Service*, Report and Order, CC Docket No. 96-45, FCC 05-46, 20 *FCC Rcd* 6371, 6389 (rel. Mar. 15, 2005) ("2005 ETC Order").

in order to remain competitive. This will result in greater access to high-speed broadband and voice services, as well as improved service quality for residents of underserved communities in rural areas of the State. Wisper's services will provide consumers with additional choices in communications service providers, as well as a variety of service offerings at competitive rates. The company will be able to use federal funding to effectively expand the company's broadband and voice-enabled networks for the benefit of the residents, businesses, and community anchor institutions in rural areas of Missouri.

43. Wisper seeks waiver of rule 20 CSR 4240-4.017 for good cause to avoid a delay of 60 days to make this filing and accelerate the introduction of its services in the expanded areas and declares that it has had no communication with the office of the Commission within the prior 150 days regarding any substantive issue likely to be germane to this proceeding.

II. Relief Requested

For the reasons set forth above, Wisper respectfully requests (i) an expeditious Order expanding the Company's service area as an ETC in Missouri; (ii) waiver of 20 CSR 4240-4.017, and (iii) such other relief as this Commission deems to be just and equitable.

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above and foregoing document was delivered by first class mail, electronic mail, or hand delivery, on this 15 day of August, 2024, to the following parties:

General Counsel
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STATE OF ILLINOIS)

COUNTY OF SAINT CLAIR)

Verification

I, Nathan Stooke, being first duly sworn, depose and state that I am Chief Executive Officer for Wisper ISP, LLC and that I have read the foregoing Application and know the contents thereof and the statements therein contained are true, to the best of my knowledge, information and belief.



Wisper ISP, LLC

Subscribed and Sworn
to before me this 15th
day of August 2024.



