

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

In the Matter of the Joint Application of)	
)	
Aristotle Unified Communications Inc,)	
<i>Assignor</i>)	
)	
and)	WC Docket No. 24-_____
)	
Wisper ISP, LLC,)	
<i>Assignee</i>)	
)	
For Assignment of Domestic Section 214 Authorization)	
Pursuant to the Communications Act of 1934, as Amended)	
)	

To: Chief, Wireline Competition Bureau

**JOINT APPLICATION FOR CONSENT TO ASSIGN
DOMESTIC SECTION 214 AUTHORIZATION**

Aristotle Unified Communications Inc (“Aristotle”) and Wisper ISP, LLC (“Wisper”) (jointly, “Applicants”) hereby respectfully request authorization, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the “Act”), and Sections 63.03 and 63.04 of the Commission’s Rules, 47 C.F.R. §§ 63.03, 63.04, to 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.

On three occasions, Wisper has been authorized by the Commission to receive CAF and Rural Digital Opportunity Fund Phase I (“RDOF”) support to provide voice and broadband service to unserved locations in Missouri.¹ Accordingly, its qualifications to hold a domestic Section 214 authorization are a matter of public record. In addition to this application, Wisper will be submitting an application with the Missouri Public Service Commission (“PSC”) to expand its eligible telecommunications carrier (“ETC”) designation to include the Assigned Census Blocks, and Aristotle will be seeking relinquishment of its Missouri ETC designation. Aristotle does not hold an international Section 214 authorization, and thus no international Section 214 authorization is being transferred in connection with the Transaction. Likewise, Aristotle is not assigning any wireless licenses to Wisper as part of this Transaction. Aristotle will be retaining its CAF obligations in other states where it is authorized to receive CAF support.

As discussed in more detail below, the Applicants have entered into an agreement whereby Wisper will acquire the Assigned Census Blocks, including the assets Aristotle has acquired with CAF support and unexpended support, and will assume the CAF obligations associated therewith. The Transaction will not result in any loss or impairment of service for any of Aristotle’s customers and will have no adverse effects upon competition anywhere in the United States. The proposed transaction will convey Aristotle’s CAF obligations to Wisper, a company managed by individuals with extensive experience in the telecommunications industry generally and in deploying facilities and services for the CAF and RDOF programs specifically. Because

¹ See Connect America Fund Phase II Auction Support Authorized for 1060 Winning Bids, Public Notice, AU Docket No. 17-182, WC Docket No. 10-90, DA 20-153 (rel. Feb. 13, 2020) (authorizing Wisper to receive CAF support); See Rural Digital Opportunity Fund Support Authorized for 513 Winning Bids; Bid Defaults Announced, Public Notice, AU Docket No. 20-34, WC Docket Nos. 19-126 and 10-20, DA 22-634 (rel. June 14, 2022) (authorizing Wisper to receive RDOF support); Public Notice, “Domestic Section 214 Application Granted for the Transfer of Control of Wisper ISP, LLC to Nathan T. Stooke,” WC Docket No. 22-367, DA 23-106 (rel. Feb. 6, 2023) (authorizing transfer of control of Wisper).

of the proximity of Wisper's extensive Missouri CAF and RDOF locations and the Assigned Census Blocks, Wisper will realize economies of scale and will be able to leverage its work force and materials, thereby lowering deployment costs and accelerating buildout of supported services. Wisper also plans to deploy facilities capable of offering at least 400/30 Mbps service using equipment manufactured by Tarana Wireless. The Transaction will benefit customers by providing additional resources and support to improve existing infrastructure and deploy additional services. The Transaction will also not result in any harm to existing customers, so the Commission should find that the Transaction will serve the public interest.

The Applicants provide below the information required by Section 63.04(a) of the Commission's Rules, 47 C.F.R. § 63.04(a). The Applicants also respectfully request streamlined treatment of the Application pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. § 63.03. This Application is eligible for streamlined treatment pursuant to Section 63.03(b)(2)(i) of the Rules because (1) following consummation of the proposed Transaction, Assignee and its affiliates will have less than a 10 percent share of the interstate, interexchange market; (2) Assignee and its affiliates would provide competitive telephone exchange services or exchange access services (if at all) exclusively in areas served by a dominant local carrier not a party to the Transaction; and (3) neither of the Applicants are dominant carriers with respect to any service.

I. DESCRIPTION OF THE APPLICANTS

A. Aristotle Unified Communications Inc (FRN: 0024056673) (Assignor)

Aristotle is an Arkansas corporation with its headquarters located in Little Rock, AR. The company was initially formed in 2010 with a plan to provide rural areas with high-quality, high-speed Internet access, delivered at a reasonable price. Aristotle currently provides voice

and broadband service to approximately 1,800 residential and business subscribers in rural communities in Arkansas using fixed wireless and fiber-to-the-home technologies.

Aristotle is authorized to receive high-cost support through the Commission's CAF program. On February 2, 2019, the Missouri PSC designated Aristotle as an ETC for the Assigned Census Blocks.² On July 15, 2019, the Wireline Competition Bureau ("Bureau") announced that Aristotle was authorized to receive \$3,001,544.70 in CAF support for the Assigned Census Blocks to deploy voice and 25/3 Mbps broadband service to 788 locations in Missouri (SAC 429044).³ Aristotle has expended CAF support funds in connection with deployment in its CAF-supported area and expects to meet the 80 percent buildout milestone well ahead of the year-end deadline.

B. Wisper ISP, LLC (FRN: 0029595170) (Assignee)

Wisper ISP, Inc. ("Wisper Inc"), the predecessor-in-interest to Wisper, was formed as an Illinois corporation in 2003 to provide broadband services to residences and businesses in rural America from its base in southern Illinois near St. Louis, Missouri. Wisper currently has approximately 20,000 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.

² *In the Matter of the Application of Aristotle Unified Communications LLC for Designation as an Eligible Telecommunications*, Order Granting Application for Designation as an Eligible Telecommunications Carrier, File No. TA-2019-0147 (Jan. 3, 2019).

³ Public Notice, *Connect America Fund Phase II Auction Support Authorized for 2,413 Winning Bids*, AU Docket No. 17-182 and WC Docket No. 10-90, DA 19-657 (rel. July 15, 20-19). Aristotle also was authorized to receive CAF support in Arkansas, Illinois, Mississippi and Oklahoma. Aristotle is not proposing to assign those obligations in this Application.

In 2018, Wisper Inc participated in the CAF reverse auction. Wisper Inc was the winning bidder for approximately \$220 million to deploy service to 80,149 locations in Arkansas, Indiana, Illinois, Kansas, Missouri, and Oklahoma. Wisper Inc thereafter applied to be designated as an ETC in each of those states, and each state issued an order so designating.⁴ On February 13, 2020, the Bureau authorized Wisper Inc to receive CAF support.⁵ Wisper is exceeding its deployment milestones and complying with the Commission’s performance measurement and reporting obligations. Wisper has deployed voice and broadband service to more than 73 percent of its CAF locations to date and has satisfied its requirements to reduce its irrevocable letters of credit by 50 percent.

On July 10, 2020, Wisper Inc converted to Wisper, a Delaware limited liability company, which resulted in the reduction in ownership of Nathan Stooke from 100 percent to 40.80 percent and the addition of two new members through a sale of minority interests in the company: (1) Cable One, Inc. (“CABO”) with a 40.40 percent ownership interest, and (2) Stephens Wisper, LLC (“Stephens”), with a 18.80 percent ownership interest. The Commission approved the transfer of control with respect to the Wisper Inc wireless licenses and appropriate approvals were obtained

⁴ See *Application of Wisper ISP Inc. for Designation as an Eligible Telecommunications Carrier*, Docket No. 18-078-U, Order No. 4 (Arkansas Public Service Commission, granted Feb. 20, 2019); *Application of Wisper ISP Inc. for Designation as an Eligible Telecommunications Carrier*, Cause No. 41052 ETC 80 (Indiana Utility Regulatory Commission, granted Feb. 20, 2019); *Wisper ISP, Inc. Application for Designation as an Eligible Telecommunications Carrier*, Order, Docket No. 18-1771 (Illinois Commerce Commission, granted Feb. 21, 2019); *Application for Wisper ISP Inc. For Designation as an Eligible Telecommunications Carrier*, Order Granting Eligible Telecommunications Carrier Status, Docket No. 19-WIIZ-225-ETC (Kansas Corporation Commission, granted Feb. 14, 2019); *Application for Designation as an Eligible Telecommunications Carrier*, Order Granting Designation as an Eligible Telecommunications Carrier, File No. CA-2019-0196 (Missouri Public Service Commission, effective Feb. 24, 2019); *Application for Designation as an Eligible Telecommunications Carrier*, Final Order, Cause No. PUD 201800154, Order No. 703336 (Oklahoma Corporation Commission, granted Oct. 8, 2019).

⁵ See *Connect America Fund Phase II Auction Support Authorized for 1060 Winning Bids*, Public Notice, AU Docket No. 17-182, WC Docket No. 10-90, DA 20-153 (rel. Feb. 13, 2020).

from and notifications provided to the state commissions.⁶

In 2020, the Wisper-CABO 904 Consortium (“Consortium”) participated in the RDOF reverse auction. The Consortium was the winning bidder in a number of states, and through the Divide Winning Bid option, Wisper filed a long-form application for 1,151 locations in Arkansas, Illinois and Missouri. Wisper thereafter applied to expand its ETC designations in each of those states, and each state issued an order so designating.⁷ On June 14, 2022, the Bureau authorized Wisper to receive RDOF support.⁸ Wisper began receiving monthly RDOF support at the end of June 2022.

Pursuant to the terms of a Membership Redemption Agreement, and subject to prior consent of the Commission and state commissions, CABO and Stephens agreed to sell their minority interests in Wisper to Mr. Stooke. On October 14, 2022, the parties filed an application to transfer

⁶ ULS File Nos. 0009091142, 0009091146, 0009091151 (granted July 6, 2020).

⁷ See *Application of Wisper ISP, LLC to Expand Designation as a Eligible Telecommunications Carrier for Purposes of Receiving Support from the FCC Rural Digital Opportunity Fund*, Docket No. 21-055-U, Order No. 4 (Arkansas Public Service Commission, granted May 26, 2021); *Wisper ISP, Inc. Application to Expand Designation as an Eligible Telecommunications Carrier for the Purposes of Receiving Federal Universal Service Support for the Purpose of Receiving Support from the FCC Rural Digital Opportunity Fund*, Order, Docket No. 21-0369 (Illinois Commerce Commission, granted May 27, 2021); *Wisper ISP, LLC's Application to Expand ETC Service Area Designation for the Purpose of Participating in the FCC Rural Digital Opportunity Fund*, Order Granting Expanded Designation as an Eligible Telecommunications Carrier, File No. DA-2021-0373 (Missouri Public Service Commission, effective June 12, 2021).

⁸ See *Rural Digital Opportunity Fund Support Authorized for 513 Winning Bids; Bid Defaults Announced*, Public Notice, AU Docket No. 20-34, WC Docket Nos. 19-126 and 10-20, DA 22-634 (rel. June 14, 2022).

a controlling interest in Wisper to Mr. Stooke.⁹ The Commission provided its consent to the transfer of control¹⁰ and the parties thereafter provided notice of consummation.¹¹ Pursuant to various agreements dated June 2, 2023, E8 Topco Partnership LP (“E8 Topco”) provided significant debt financing to Wisper and the parties agreed that E8 Topco would convert that debt into a 40 percent ownership interest following Commission consent to a *pro forma* transfer of control of Wisper, with Mr. Stooke retaining a 60 percent ownership interest in Wisper.¹² Because the transaction would not result in any change in *de jure* or *de facto* control, Wisper was not required to obtain Bureau consent with respect to Wisper’s domestic Section 214 authorization.¹³ On January 30, 2024, E8 Topco converted its loan into a 40 percent interest in Wisper.

A diagram showing Wisper’s ownership is attached as Exhibit A.

II. DESCRIPTION OF THE TRANSACTION

On July 16, 2024, Aristotle and Wisper entered into an Assignment and Assumption Agreement (“Agreement”). Pursuant to the Agreement, and subject to all necessary Commission and state approvals, Wisper agreed to acquire the Assigned Census Blocks and related assets from

⁹ Application for Transfer of Control of Domestic Section 214 Authorization, WC Docket No. 22-367 (filed Oct. 14, 2022). In a Request for Confidential Treatment filed June 7, 2023, Wisper provided details on the amount and structure of the debt financing which, as explained below, subsequently converted to equity. The parties also filed an application to transfer control of Wisper’s wireless licenses. See File No. 0010618078.

¹⁰ See Public Notice, *Domestic Section 214 Application Granted for the Transfer of Control of Wisper ISP, LLC to Nathan T. Stooke*, WC Docket No. 22-367, DA 23-106 (rel. Feb. 6, 2023).

¹¹ See Letter from Stephen E. Coran, Counsel to Wisper, to Marlene H. Dortch, FCC Secretary, WC Docket No. 22-367 (filed July 14, 2023).

¹² E8 Topco is supported by a substantial investment from the Digital Alpha family of funds, which focuses on investing in the digital infrastructure required by the rapidly expanding digital economy. Digital Alpha has over \$1.5 billion in total assets under management. See Application for Consent to Transfer Control of Domestic Section 214 Authorization, WC Docket No. 23-268 (filed Aug. 4, 2023) (seeking consent to transfer control of AtLink Services, LLC).

¹³ Wisper obtained prior consent of the Wireless Telecommunications Bureau to the *pro forma* transfer of its wireless licenses. See 0010616260.

Aristotle and to assume the CAF obligations thereunder. In connection with the Transaction, Aristotle will convey to Wisper assets it acquired for the CAF-supported deployment in the Assigned Census Blocks, including engineering plans, equipment and facilities, unexpended CAF support and the right to receive future CAF support.

After consummation of the Transaction, Aristotle will continue to exist and operate under the same name and will continue to provide service in both CAF-supported and unsupported areas outside the Assigned Census Blocks. Any customers of Aristotle within the Assigned Census Blocks will become customers of Wisper. In assuming Aristotle's CAF obligations, any changes to the rates, terms, and conditions of service will be undertaken in the future pursuant to customers' contracts, tariffs, and applicable law. No carrier change charges will result from the transaction. Wisper plans to use its Citizens Broadband Radio Service licenses, its own transmission equipment, and owned and leased towers to deploy a robust network with service plans up to 400/30 Mbps, which far exceeds the 25/3 Mbps service Aristotle was authorized to deploy. Because the Assigned Census Blocks comprise about one percent of Wisper's CAF locations, adding the Assigned Census Blocks to Wisper's Missouri CAF SAC will not in any way impair Wisper's ability to meet its CAF deployment obligations. Wisper understands that, in acquiring the Assigned Census Blocks, it will assume the deployment and performance obligations and any compliance gap consequences associated therewith.

III. UNIVERSAL SERVICE FUND CONSIDERATIONS

On April 19, 2022, the Commission issued a public notice requiring all domestic Section 214 applicants to include certain information in their applications for transactions that involve

entities receiving Universal Service Fund (“USF”) high-cost support.¹⁴ In accordance with the public notice, Applicants provide the following information:

- **A listing of all USF high-cost support received:** Aristotle receives CAF and RDOF support. Wisper receives CAF and RDOF support.
- **Confirmation of whether the entity to be transferred is an ETC:** Both Aristotle and Wisper are designated as ETCs in the states where they receive CAF and RDOF support. As noted above, Wisper has been designated as an ETC in Missouri.
- **Summary addressing changes to management, technology, or debt:** The Transaction will result in Wisper acquiring the Assigned Census Blocks and assuming the CAF obligations thereunder. Wisper does not plan to change its management in connection with the Transaction. Wisper plans to upgrade the network Aristotle planned to deploy with faster broadband speeds and more reliable equipment. Wisper will not be assuming any debt in connection with the transaction.
- **A list of Study Area Codes:** The Assigned Census Blocks are in Study Area Code 429044.
- **Confirmation of whether the entity participates in the Lifeline, Emergency Broadband Benefit, or Affordable Connectivity Program:** As a recipient of CAF and RDOF support, Wisper participates in the Lifeline program. Wisper also participates in the Affordable Connectivity Program, and previously participated in the Emergency Broadband Benefit program. The proposed Transaction will not affect Wisper’s participation in these programs.

¹⁴ *Wireline Competition Bureau Lists Best Practices for Addressing Universal Service Fund Information in Section 214 Transfer of Control Applications*, Public Notice, DA 22-436 (WCB Apr. 19, 2022).

IV. PUBLIC INTEREST STATEMENT

Pursuant to Section 214 of the Act, the Commission will approve a proposed transfer of control of an authorization if it concludes that, after considering the record before it, doing so would serve the public interest, convenience, and necessity.¹⁵ The Commission will inquire whether the proposed transaction complies with relevant provisions of the Act, other applicable statutes, and the Commission's Rules, including whether the proposed transferee is qualified to hold the authorizations.

Consistent with these rules and precedents, the Applicants respectfully submit that the Commission should find that the proposed Transaction is in the public interest and approve this Application. Wisper has both the necessary industry experience and requisite financial means to take on the responsibility of timely deploying CAF-supported services in the Assigned Census Blocks. Wisper has a strong track record of successfully executing organic expansion and meeting CAF obligations, including in rural areas of Missouri with similar topography and demography as the Assigned Census Blocks, and has conducted an extensive investigation of the Assigned Census Blocks to determine its capabilities in complying with CAF requirements. Wisper has significant fixed wireless facilities and leased fiber backhaul proximate to the Assigned Census Blocks such that it can readily deploy CAF-supported facilities. Leveraging the capabilities and talented management team of Wisper, Wisper has the expertise to incorporate the Assigned Census Blocks into its deployment plans, execute at scale and capitalize on the tremendous growth opportunities it has developed in underserved and rural markets. Through E8 Topco's recent investment, Wisper has

¹⁵ 47 U.S.C. § 214. *See, e.g., Applications of Level 3 Communications, Inc. and CenturyLink, Inc., Memorandum Opinion and Order, WC Docket No. 16-403, FCC 17-142, paras. 8-11 (rel. Oct. 30, 2017) (describing the Commission's standard of review for proposed transfers of control).*

access to significant capital to ensure that CAF requirements in the Assigned Census Blocks are met and to provide excellent service to new and existing customers.

CAF funding is an important component of Wisper's plans to provide service to unserved and underserved areas in rural Missouri, and it has taken a careful and comprehensive approach to ensure it meets all applicable public interest obligations tied to receipt of the funding. In connection with the transactions described above, Wisper has provided the Commission with financial, technical and operational information explaining how it plans to meet CAF and RDOF program obligations. The addition of the Assigned Census Blocks and the acquisition of Aristotle's CAF assets in Missouri will not change its qualifications. Moreover, with its access to significant capital and existing CAF and RDOF obligations in Missouri, Wisper is better suited to assume the CAF obligations in the Assigned Census Blocks than Aristotle, a smaller company based in Arkansas, and accelerate deployment. In addition, Wisper is deploying more advanced Tarana Wireless fixed wireless technology that it owns, which will enable it to far exceed the 25/3 Mbps speeds Aristotle committed to provide.

Wisper plans to upgrade the supported network that Aristotle has deployed with its own facilities that include high-performing fixed wireless equipment that will easily achieve 25/3 Mbps service and speeds far in excess of that. Wisper will use a combination of owned and leased towers, and estimates that it will need to gain access to approximately ten additional towers to serve the locations in the Assigned Census Blocks. Because of the proximity of the Assigned Census Blocks to Wisper's service area, Wisper can leverage its existing labor force, network and supply chain to accelerate deployment in the Assigned Census Blocks.¹⁶ It also has access to sufficient funding to

¹⁶ The map attached as Exhibit B shows the geographic proximity of the Assigned Census Blocks to Wisper's network.

complete construction of facilities and deployment without having to raise additional capital. Moreover, given its existing CAF deployment in Missouri, Wisper can easily meet the statewide deployment milestones after adding the Assigned Census Blocks to its own CAF obligations.

In sum, the assignment of Aristotle's Missouri CAF obligations to Wisper will not in any way compromise the CAF service and performance obligations in the Assigned Census Blocks. As noted in this Application, if anything, the Transaction will unlock additional managerial, technical, and financial resources that will accelerate and enhance deployment. Wisper commits to meeting all CAF performance and buildout obligations of Aristotle in the Assigned Census Blocks following consummation of the Transaction. Wisper will be the entity against which the Commission will seek support recovery if it does not meet its buildout and performance requirements.

Moreover, Wisper is not assuming any debt obligations in connection with the Transaction, and the Transaction will not negatively affect Wisper's ability to fund deployment or meet the deployment timetable. Wisper certifies and commits to meet the buildout and other CAF obligations in the Assigned Census Blocks. The Transaction therefore will serve the public interest because it will not result in any harms to Aristotle's existing customers and will accelerate ongoing efforts to expand broadband service to unserved areas.

Given Wisper's extensive experience in the telecommunications industry, its qualifications as a CAF and RDOF recipient, its access to capital, and the efficiencies of deploying service in the Assigned Census Blocks in close proximity to Wisper's existing network and high-cost locations, the Transaction will not result in any harms to customers and will enable increased investment and competition on an accelerated basis for telecommunications and broadband services in. The Transaction poses no threat to competition in Missouri or across the United States, and because Aristotle and Wisper do not currently compete, there will be no physical overlap or reduction in competition

as a result of the transaction. Because there will be no reduction in competitors, and there will be no negative impact on competition in the communications market anywhere in the United States, the Applicants submit that approval of this Transaction would serve the public interest.

IV. INFORMATION REQUIRED BY COMMISSION RULE SECTION 63.04(a)

The Applicants submit the following information pursuant to Section 63.04(a) of the Commission's Rules:

(a)(1) Name, address and telephone number of each Applicant:

Aristotle Unified Communications Inc

2100 Broadway Street
Little Rock, AR 72206
Telephone: 501-374-4638

Wisper ISP, LLC

9711 Fuesser Rd.
Mascoutah, IL 62258-2702
Telephone: 800-765-7772

(a)(2) Government, State, or Territory Under the Laws of Which Each Applicant is Organized.

Aristotle is an Arkansas corporation. Wisper is a Delaware limited liability company.

(a)(3) Correspondence concerning the Application should be sent to:

Stephen E. Coran
Lerman Senter PLLC
2001 L Street, NW, Suite 400
Washington, DC 20036
202-416-6744
scoran@lermansenter.com

(a)(4) Name, address, citizenship, and principal business of entities that own at least ten percent (10%) of the equity of the applicants.

For Aristotle:

L. Elizabeth Bowles (FRN 0024056673)
Address: 2100 Broadway Street, Little Rock, AR 72206
Citizenship: United States
Principal Business: CEO of Aristotle
Interest held: 62% direct voting and equity interest in Aristotle

No other individual or entity, directly or indirectly, holds 10% or more equity or voting interest in Aristotle.

For Wisper:¹⁷

Wisper Topco Inc. (FRN 0034010371)
Address: 3535 Executive Terminal Drive, Suite 110, Henderson, NV 89502
Citizenship: Delaware corporation
Principal Business: Investment activities
Interest held: 100% direct voting and equity interest in Wisper

Nathan T. Stooke (FRN 0022082259)
Address: 9711 Fuesser Rd., Mascoutah, IL 62258-2702
Citizenship: United States
Principal Business: CEO of Wisper
Interest held: 60% direct voting and equity interest in Wisper Topco; 60% indirect interest in Wisper

E8 Topco Partnership LP (FRN 0034010405)
Address: 3535 Executive Terminal Drive, Suite 110, Henderson, NV 89502
Citizenship: Delaware limited partnership
Principal Business: Investment activities
Interest held: 40% direct voting and equity interest in Wisper Topco Partnership; 40% indirect interest in Wisper

E8 Aggregator, LP (FRN 0034010462)
Address: 3535 Executive Terminal Drive, Suite 110, Henderson, NV 89502
Citizenship: Delaware limited partnership
Principal Business: Investment activities
Interest held: 100% direct equity interest and 0% voting interest in E8 Topco Partnership; 40% indirect interest in Wisper

Digital Alpha Fund II, LP (FRN 0034010488)
Address: 3535 Executive Terminal Drive, Suite 110, Henderson, NV 89502
Citizenship: Delaware limited partnership
Principal Business: Investment activities

¹⁷ Please see Exhibit A for a diagram of Wisper's ownership.

Interest held: 35.94% direct equity interest and 0% voting interest in E8 Aggregator, LP; 14.38% indirect interest in Wisper

Digital Alpha Fund II-A, LP (FRN 0034010512)

Address: 3535 Executive Terminal Drive, Suite 110, Henderson, NV 89502

Citizenship: Delaware limited partnership

Principal Business: Investment activities

Interest held: 64.06% direct equity interest and 0% voting interest in E8 Aggregator, LP; 25.62% indirect equity interest in Wisper

Digital Alpha GP II, LP (FRN 0034010546)

Address: 3535 Executive Terminal Drive, Suite 110, Henderson, NV 89502

Citizenship: Delaware limited partnership

Principal Business: Investment activities

Interest held: 100% voting interest and 0% equity interest in E8 Aggregator, LP; 100 voting interest and 0% equity interest in E8 Topco Partnership LP; 40% indirect interest in Wisper

Digital Alpha UGP II, LLC (FRN 0034010561)

Address: 3535 Executive Terminal Drive, Suite 110, Henderson, NV 89502

Citizenship: Delaware limited partnership

Principal Business: Investment activities

Interest held: 100% voting interest and 0% equity interest in Digital Alpha GP II, LP; 40% indirect interest in Wisper

No other individual or entity, directly or indirectly, holds 10% or more equity or voting interest in Wisper. Neither Wisper nor any of its affiliates currently hold a direct or indirect interest of 10% or more in any other domestic telecommunications provider.

Neither Aristotle nor Wisper has any interlocking directorates with any foreign carrier.

(a)(5) Certification Pursuant to 47 C.F.R. §§ 1.2001 through 1.2003.

Applicants certify pursuant to §§1.2001 through 1.2003 that no party to this Application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. 853.

(a)(6) Description of the Transaction.

The proposed Transaction is described in Section II of this Application.

(a)(7) Description of Geographic Service Area and Services in Each Area.

The geographic service area and services in each area are described in Section I of this Application.

(a)(8) Presumption of Non-Dominance and Qualification for Streamlining.

This Application is eligible for streamlined processing of a domestic transfer of control application pursuant to Section 63.03(b)(2)(ii) of the Commission's Rules because (1) following consummation of the proposed Transaction, Wisper and its affiliates will have less than a 10 percent share of the interstate, interexchange market; (2) Transferee and its affiliates would provide competitive telephone exchange services or exchange access services (if at all) exclusively in areas served by a dominant local carrier not a party to the Transaction; and (3) neither of the Applicants are dominant carriers with respect to any service.

(a)(9) Other Pending Applications Concerning the Proposed Transaction.

In addition to the domestic Section 214 application, the Applicants are also filing applications, notices, and documents with the Missouri PSC and the Universal Service Administrative Co. in connection with the CAF program.

(a)(10) Special Considerations.

None.

(a)(11) Waiver Requests.

None.

(a)(12) Public Interest Statement.

The proposed Transaction is consistent with and conducive to the public interest for the reasons detailed in Section III of this Application.

V. **CONCLUSION**

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

Aristotle Unified Communications Inc

and

Wisper ISP, LLC

July 17, 2024

By: /s/ Stephen E. Coran
Stephen E. Coran
Lerman Senter PLLC
2001 L Street, NW, Suite 400
Washington, DC 20036
(202) 416-6744
scoran@lermansenter.com

Exhibit A

Wisper Ownership

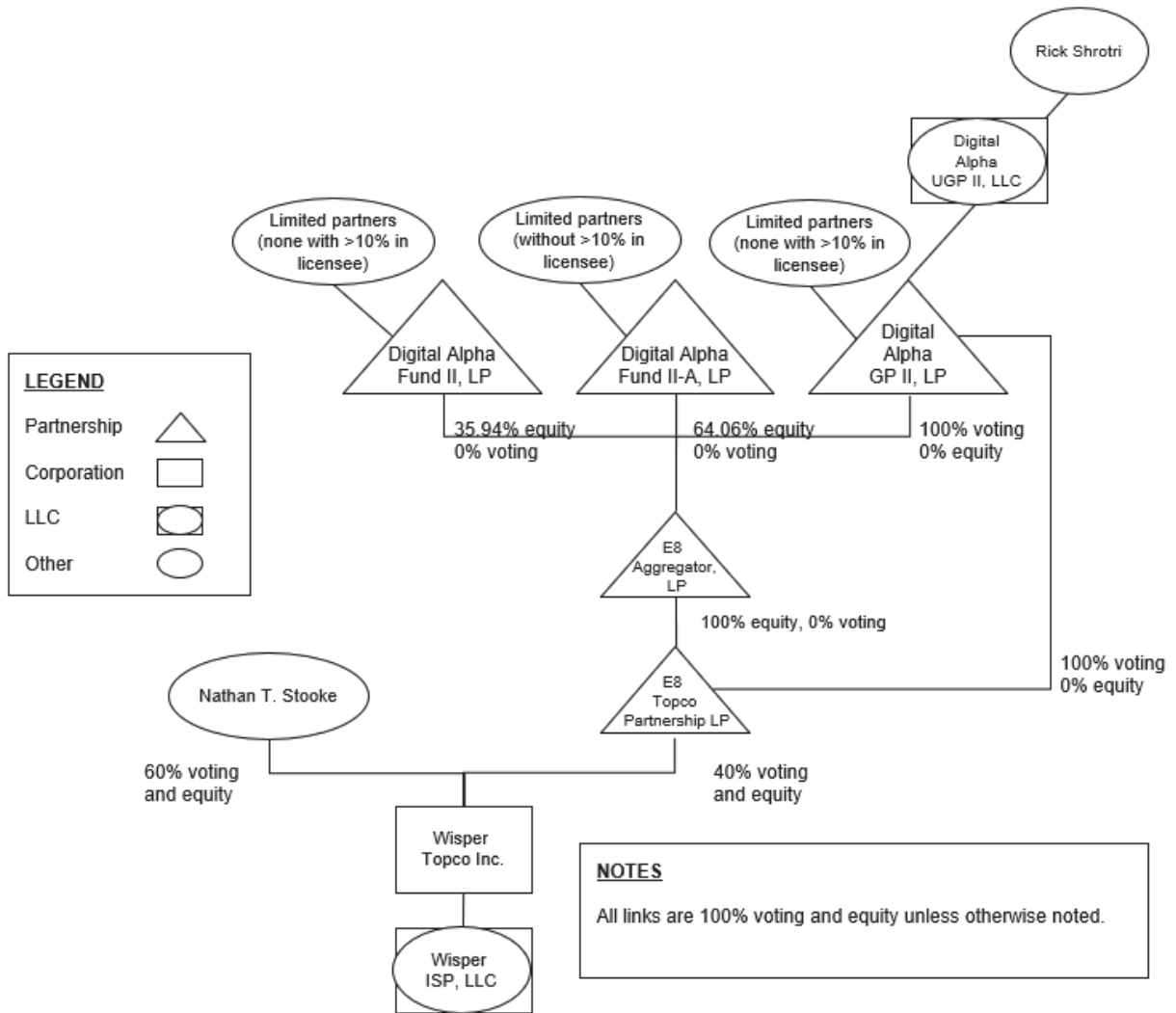
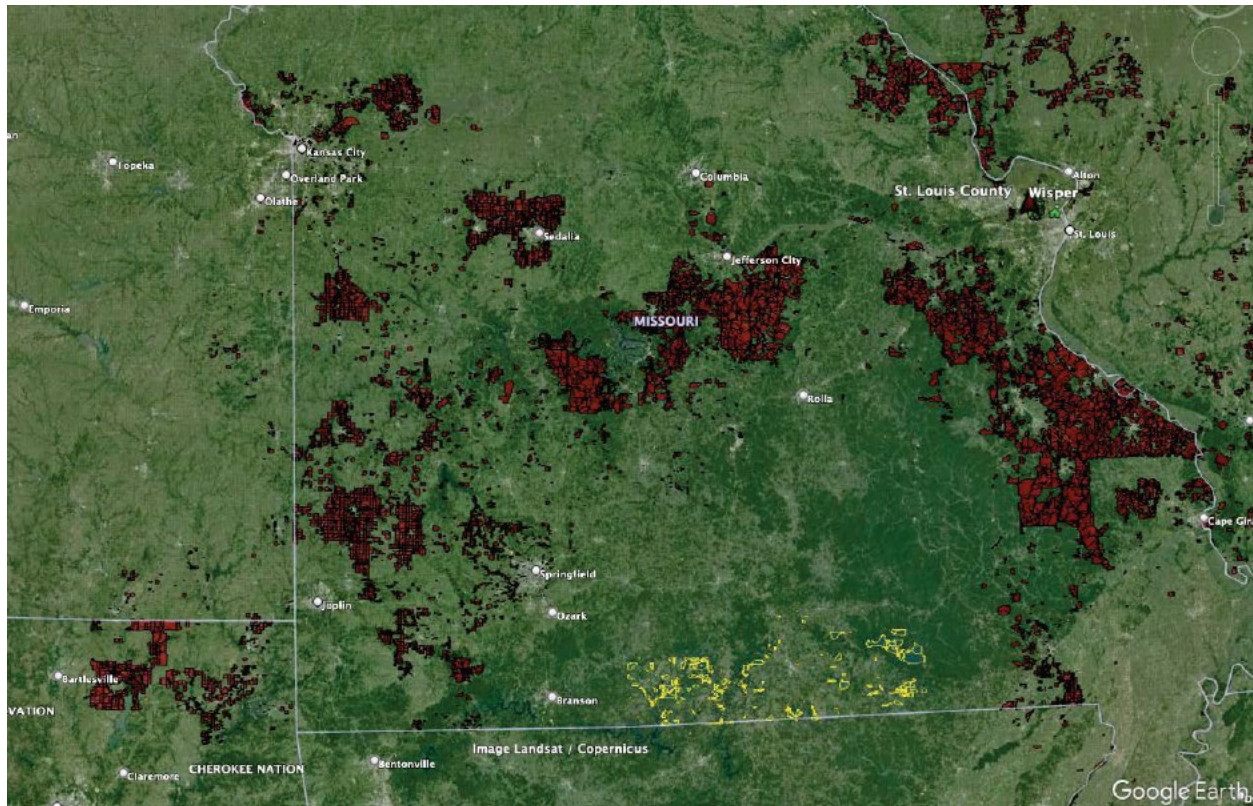


Exhibit B

Map of Assigned Census Blocks



Legend

Yellow = Assigned Census Blocks (Aristotle)
Red = Wisper CAF Census Blocks

VERIFICATION

I, L. Elizabeth Bowles, state that I am the President and CEO of Aristotle Unified Communications Inc (“Aristotle”); that I am authorized to make this Verification on behalf of Aristotle; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding Aristotle and myself are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 16th day of July 2024.

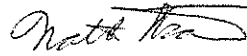


L. Elizabeth Bowles
President and CEO
Aristotle Unified Communications Inc

VERIFICATION

I, Nathan T. Stooke, state that I am the President and CEO of Wisper ISP, LLC (“Wisper”); that I am authorized to make this Verification on behalf of Wisper; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding Wisper and myself are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 17th day of July 2024.



Nathan T. Stooke
President and CEO
Wisper ISP, LLC

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Express Comment

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