

# BEFORE THE PUBLIC SERVICE COMMISSION OF THE STATE OF MISSOURI

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

## ORDER DIRECTING NOTICE, SETTING INTERVENTION DEADLINE, AND DIRECTING STAFF TO FILE A RECOMMENDATION

Issue Date: April 26, 2021

Effective Date: April 26, 2021

On April 26, 2021, Wisper ISP, LLC filed its application for designation as an Eligible Telecommunications Carrier. The Commission will direct its Data Center to issue notice of the application, set a deadline for requests to intervene, and direct the Staff of the Commission to file a recommendation.

### THE COMMISSION ORDERS THAT:

1. The Commission's Data Center shall send notice of this application to all local exchange carriers certificated to provide service in Missouri.
2. Requests to intervene shall be filed with the Commission no later than May 10, 2021.
3. The Staff of the Commission shall file a recommendation no later than May 26, 2021.
4. This order shall be effective when issued.



BY THE COMMISSION

A handwritten signature in cursive script that reads "Morris L. Woodruff".

Morris L. Woodruff  
Secretary

Ronald D. Pridgin, Regulatory Law Judge,  
by delegation of authority pursuant  
to Section 386.240, RSMo 2016.

Dated at Jefferson City, Missouri,  
on this 26<sup>th</sup> day of April, 2021.

BEFORE THE  
MISSOURI PUBLIC SERVICE COMMISSION

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Wisper ISP, LLC	)	
	)	
	)	Docket No.
Application to Expand Designation as an Eligible	)	
Telecommunications Carrier for Purposes of	)	
Receiving Federal Universal Service Support	)	
from the FCC Rural Digital Opportunity Fund	)	
	)	

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**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, LLC (“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”) 47 C.F.R. §54.201, and 20 CSR 4240-31.015 and 31.016 hereby requests that the Missouri Public Service Commission (“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.<sup>1</sup>

1. Wisper seeks expanded ETC designation in order to receive support from the FCC’s Rural Digital Opportunity Fund (“RDOF”). 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.

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

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<sup>1</sup> 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](#)).

0205 and DN-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. Wisper does not participate in the Missouri disabled program now and does not seek to at this time.

3. 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.

4. 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.

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

6. 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.

7. By *Public Notice* dated December 7, 2020, the FCC provisionally selected the Wisper-CABO 904 Consortium for RDOF support in thirteen states, including Missouri.<sup>2</sup> Pursuant to the rules of the RDOF program, the award for certain portions of Missouri was assigned to Wisper. Wisper respectfully requests that the Commission expeditiously grant this Application. Pursuant to the Public Notice, “by June 7, 2021, the long-form applicant must obtain from all the relevant states or the Commission a high-cost ETC designation(s) that cover its winning bid areas.”<sup>3</sup> Thus, in order to ensure the Company is eligible to obtain federal universal service fund (“USF”) support necessary to expand its high-speed broadband and voice services to the residents of rural Missouri, the Company respectfully requests designation on an expeditious basis. For the reasons stated below, expanding Wisper’s designated service area as an ETC is consistent with statutory and regulatory requirements and the public interest.

### **Rural Digital Opportunity Fund**

8. The Rural Digital Opportunity Fund is the FCC’s next step in bridging the digital divide. On August 1, 2019, the FCC adopted a Notice of Proposed Rulemaking (NPRM) proposing to establish the \$20.4 billion Rural Digital Opportunity Fund to bring high speed fixed broadband service to rural homes and small businesses that lack it. On January 30, 2020, the Commission adopted the Rural Digital Opportunity Fund Report

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<sup>2</sup> *Rural Digital Opportunity Fund Phase I Auction (Auction 904) Closes, Winning Bidders Announced*, AU Docket No. 20-34, WC Docket 19-126, WC Docket No. 10-90, DA 20-1422 (Dec. 7, 2020) (“*Winning Bidder Announcement*”).

<sup>3</sup> *Winning Bidder Announcement* at fn. 15.

and Order, which establishes the framework for the Rural Digital Opportunity Fund, building on the success of the CAF Phase II auction by using reverse auctions in two phases. The Phase I auction selected one hundred and eighty (180) winning bidders in forty-nine (49) states and one (1) territory in order to target over six million homes and businesses in census blocks that are entirely unserved by voice and broadband with download speeds of at least 25 Mbps. A subsequent Phase II will cover locations in census blocks that are partially served, as well as locations not funded in Phase I.

9. On December 7, 2020, the FCC announced that the Wisper-CABO 904 Consortium was awarded bids for Missouri. Pursuant to the RDOF rules, Wisper was assigned winning bids covering eight hundred and ten (810) assigned locations within forty-eight (48) census blocks for a ten-year support amount of \$1,106,971.<sup>4</sup> Recipients are required to offer voice and broadband service at or above specified performance levels and must offer Lifeline in the designated census blocks. Recipients must deploy service to 40 percent of the locations by year three of the program, 60 percent by year four, 80 percent by year five and 100 percent by year six.<sup>5</sup> Recipients not meeting these milestones will be subject to a reduction in support.<sup>6</sup>

10. Pursuant to the *Winning Bidder Announcement*, winning bidders must be deemed financially qualified, as evidenced by the submission of a letter of credit commitment letter by February 15, 2021, and a letter of credit and opinion letter by June 7, 2021, that ensures and confirms the FCC's ability to recover funds in the event of non-

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<sup>4</sup> See *Winning Bidder Announcement*.

<sup>5</sup> See 47 C.F.R. § 54.310(c).

<sup>6</sup> See 47 C.F.R. § 54.320(d).

compliance with program requirements.<sup>7</sup> Winning bidders also must submit a detailed technology and system design description, including a network diagram that must be certified by a professional engineer.<sup>8</sup> The professional engineer must certify that the network can deliver voice and broadband service that meets the requisite performance requirements to at least 95 percent of the required number of locations in each relevant state.

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

Thomas H. Rowland  
Kevin D. Rhoda  
Rowland & Moore LLP  
200 West Superior Street  
Suite 400  
Chicago, Illinois 60654  
(312) 803-1000  
[tom@telecomreg.com](mailto:tom@telecomreg.com)  
[krhoda@telecomreg.com](mailto:krhoda@telecomreg.com)

and

Carl Lumley  
Curtis, Heinz, Garrett & O’Keefe PC  
130 S. Bemiston, Suite 200,  
Clayton, MO 63105  
(314) 725-8788  
[CLumley@chgolaw.com](mailto:CLumley@chgolaw.com)

and

For Wisper ISP, LLC:

Mark Albertyn  
*Chief Financial Officer*  
Wisper ISP, LLC  
9711 Fuesser Road

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<sup>7</sup> See 47 C.F.R. § 54.315(b)(3).

<sup>8</sup> Id.

Mascoutah, IL 62258  
Telephone: 618-206-4190  
[malbertyn@wisperisp.com](mailto:malbertyn@wisperisp.com)

## **I. Introduction / Description of Company**

### **Company Background**

12. 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. An Organizational Chart for the Company identifying its officers and directors is attached as Exhibit B. 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 four offices in Missouri with current and additional planned service in Arkansas, Missouri, Kansas, Illinois, Indiana and Oklahoma.<sup>8</sup> It has been a designated ETC in such states since 2019. Wisper is owned by Nathan Stooke, Cable One, Inc, and Stephens Wisper LLC. Wisper is not under common ownership or management with any recipient of federal or state USF funds.

13. In 2018, Wisper was the second highest recipient in Phase II Connect America Funds awarded \$220,319,375 to provide broadband to rural areas in six states: Arkansas, Illinois, Indiana, Kansas, Missouri, and Oklahoma. Wisper has always been committed to providing broadband to unserved and underserved rural communities and will use this funding to accelerate its mission. Wisper has a community-based partnership and promotions strategy that uses existing infrastructure (such as water towers) to lower

development costs and donates connections to certain essential community stakeholders such as fire departments.. Additionally, Wisper works with state and local leaders, agencies, and regional associations to deliver broadband to underserved citizens. A census block list of the awarded RDOF areas is included as Exhibit C. A map of the awarded area is attached as Exhibit D. A copy of the resumes of key Company personnel is included as Exhibit E.

### **Fixed Wireless Voice & Broadband Information**

14. Wisper runs, manages, and maintains a facilities-based VoIP platform on Company owned server hardware housed at its data center. The Company's platform runs on a Linux Operating System alongside proprietary software. This allows a multi-tenant software solution that Wisper hosts in the network so its customers will not require their own on-premises IP-PBX. The system allows Wisper to deploy full-featured end-user services in a scalable, fault-tolerant, and resilient way. The Wisper system is highly scalable, such that the Company can purchase additional licenses as it grows its customer base. The Wisper system can scale well into the tens of thousands of concurrent calls and higher by adding additional hardware to meet concurrent call requirements. With easy scalability, it is possible to service tens-of-thousands of end-users without deploying substantial additional equipment. 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.

15. 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, 2.5 GHz (EBS), 5 GHz, 900 MHz, TVWS, or 60 GHz—for last-mile service. Wisper will provide voice services through a hosted VoIP on premise server solution.

16. The PBX is hosted by Wisper at its hosting facilities. Wisper's redundant backhaul facilities provide for 99.999% uptime for its backbone. Wisper offers technical support Monday to Friday from 8am to 8pm CT and on Saturdays and Sundays from 10:00 am to 6:30 pm CT. 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.

17. 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.

18. Wisper is proud of its heritage as an innovative wireless internet service provider serving rural customers neglected by large incumbent local exchange carriers and cable companies. To support the wireless internet service provider industry with its rapid growth, Wisper actively passes on its knowledge through its Wisper University program.<sup>9</sup> This program has trained hundreds of people to climb towers, install wireless equipment, and provide wireless internet service in unserved and underserved areas. With the introduction of the provision of Gigabit speeds to the premise, Wisper will expand its fiber to the home offerings across its network to meet this growing demand.

## II. 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.

### **III. 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. Pursuant to the *Winning Bidder Announcement*, the FCC provisionally selected Wisper as a recipient of RDOF funding for eight hundred and ten (810) assigned locations within forty-eight (48) census blocks in Missouri for a ten-year support amount of \$1,106,971. Wisper is required to receive designation as an ETC from this Commission for each of those census blocks by June 7, 2021 in order to receive the RDOF funding. The list of census blocks that comprise its proposed service area is attached as Exhibit C. Maps of the proposed service area are included as Exhibit D.

### **IV. Requirements for ETC Designation**

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

22. 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](http://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 meet all applicable consumer protection and service quality standards.

i. Voice grade access to the public switched telephone network

23. 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.<sup>9</sup> 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.<sup>10</sup> 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.”<sup>11</sup> 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 traditional voice telephone services.”<sup>12</sup> 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.”<sup>13</sup> Wisper will therefore provide voice-grade

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<sup>9</sup> *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*”).

<sup>10</sup> *Id.*; See also 47 C.F.R. §54.101(a).

<sup>11</sup> *USF/ICC Transformation Order* at ¶63.

<sup>12</sup> *Id.*

<sup>13</sup> *Id.*

access to the PSTN by providing interconnected VoIP service throughout the designated service area.

ii. Minutes of Use

24. “Local usage” means a number of minutes of use of exchange services, prescribed by the FCC, provided free of charge to end users.”<sup>14</sup> 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

25. 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.

iv. Toll limitation for Qualifying Low-Income Consumers

26. 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.

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<sup>14</sup> 47 C.F.R. § 54.101(a)(2).

**B. Broadband Internet Access Service**

27. 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.

28. In the RDOF Auction 904, the FCC permitted bidders to select from among four performance tiers (for speed and data usage) and two latency tiers. For its Missouri Census Blocks, Wisper committed to offer a Gigabit Tier level of service at low latency.

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

29. Wisper commits to, throughout its service area: (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.

30. 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. For the expanded service area, the Company will provision service via a fiber to the home network.

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

31. 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.

**D. Wisper will comply with the FCC's additional eligibility criteria contained in 47 CFR §54.202.<sup>15</sup>**

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

32. 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

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<sup>15</sup> 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.

consumers after it is certified as an ETC and soon after it receives ultimate approval from the FCC pursuant to applicable build-out requirements.

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

33. 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. Applicant uses battery back-up power in the field and battery backup power at its NOC for wireless internet service.

34. 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.

35. 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.

36. 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.**

37. Designation of Wisper as an ETC 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.<sup>16</sup> Before such a designation, the Commission shall find that the designation is in the public interest.<sup>17</sup> In its *2005 ETC Order*, the FCC determined that the benefits of increased

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<sup>16</sup> 47 C.F.R. 54.201(c).

<sup>17</sup> *Id.*

consumer choice, and the unique advantages of the applicant's service offering are components of a public interest analysis.<sup>18</sup>

38. Expedited designation of Wisper 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. 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. 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, the federal funds will not come to Missouri and instead will be reallocated to a later FCC RDOF program.

39. Designation of Wisper as an ETC 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 in order to remain competitive. This will result in greater access to high-speed broadband and voice

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<sup>18</sup> *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").

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 RDOF 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.

40. 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.

#### **V. 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 for the purpose of being eligible to receive federal funding pursuant to the Rural Digital Opportunity Fund; (ii) waiver of 20 CSR 4240-4.017, and (iii) such other relief as this Commission deems to be just and equitable.

Respectfully submitted,

/s/ Carl J. Lumley

Carl J. Lumley MBE 32869  
Curtis, Heinz, Garrett & O'Keefe PC  
130 S. Bemiston, Suite 200,  
Clayton, MO 63105

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s/ Thomas H. Rowland  
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[tom@telecomreg.com](mailto:tom@telecomreg.com)

## 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 26<sup>th</sup> day of April, 2021, to the following parties:

General Counsel  
Missouri Public Service Commission  
PO Box 360  
Jefferson City, MO 65102  
[staffcounsel@psc.mo.gov](mailto:staffcounsel@psc.mo.gov)

Office of Public Counsel  
PO Box 7800  
Jefferson City, MO 65102  
[opcservice@opc.mo.gov](mailto:opcservice@opc.mo.gov)

/s/ Carl J. Lumley

# Exhibit A



**State of Missouri**  
**John R. Ashcroft, Secretary of State**

Corporations Division  
 PO Box 778 / 600 W. Main St., Rm. 322  
 Jefferson City, MO 65102

**Application for Registration of a Foreign  
 Limited Liability Company**

*(Submit with filing fee of \$105.00)*

- The name of the foreign limited liability company is: Wisper ISP, LLC
- The name under which the foreign limited liability company will conduct business in Missouri is (must contain "limited company", "limited liability company", "LC", "LLC", "L.C.", or "L.L.C.") (must be filled out if different from line (1)):  
 \_\_\_\_\_
- The foreign limited liability company was formed under the laws of Delaware on the date of \_\_\_\_\_ on the  
(state or jurisdiction)  
(month/day/year)
- The purpose of the foreign limited liability company or the general character of the business it proposes to transact in this state is:  
 To transact any or all lawful business for which a limited liability company may be organized under the Missouri Limited Liability Company Act, as may be amended from time to time and any LLC act of any other state in which the limited liability company may qualify to do business.
- The name and address of the limited liability company's registered agent in Missouri is (this line must be completed and include a street address):

Capitol Corporate Services, Inc. 222 E DUNKLIN ST STE 102 Jefferson City, MO 65101  
Name Address (PO Box may only be used in conjunction with a physical street address) City/State/Zip

*The Secretary of State is appointed agent for service of process if the foreign limited liability company fails to maintain a registered agent. **Note:** failure to maintain a registered agent constitutes grounds to cancel the registration of the foreign limited liability company.*

- The address of the registered office in the jurisdiction organized. If none required, then the principal office address of the foreign limited liability company is:  
 Capitol Services, Inc. 1675 South State St., Ste. B Dover, DE 19901  
Address (PO Box may only be used in conjunction with a physical street address) City/State/Zip

- This application must include a current certificate of good standing/existence from the secretary of state or other similar official in the state of domicile. Such document should be dated within 60 calendar days from filing.

*(Please see next page)*

Name and address to return filed document: Name: <u>via Barb Cavicchia, Polsinelli Corporate Paralegal</u> Address: _____ City, State, and Zip Code: _____
---

8.  Series LLC (OPTIONAL) Pursuant to Section 347.186, the foreign limited liability company may establish a designated series in its operating agreement. The names of the series must include the full name of the limited liability company under which it has been admitted to transact business in this state and are the following:

New Series:

The limited liability company gives notice that the series has limited liability.

New Series:

The limited liability company gives notice that the series has limited liability.

New Series:

The limited liability company gives notice that the series has limited liability.

(Each separate series must also file an Attachment Form LLC 4A.)

In Affirmation thereof, the facts stated above are true and correct.

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

Nathan Stooke, Manager

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*Authorized Signature* *Printed Name* *Date*

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*Authorized Signature* *Printed Name* *Date*

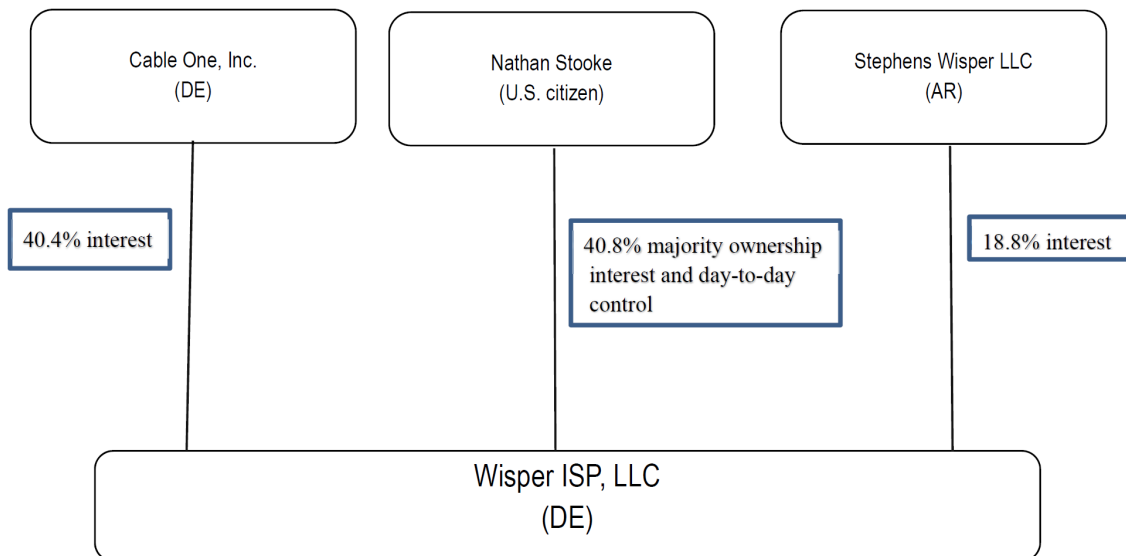
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*Authorized Signature* *Printed Name* *Date*

## Exhibit B

**Ownership Attachment re Applicant Consortium Member Wisper ISP, LLC.**

Wisper-CABO 904 Consortium, FRN 0029745213 submits the following regarding the ownership interests of Applicant’s Member Wisper ISP, LLC. (“Wisper”), FRN 0029595170, set forth on its FCC Form 183.



- Nathan Stooke is a United States citizen.
- Cable One, Inc. (“CABO”) is a publicly traded Delaware corporation (NYSE: CABO). As of March 30, 2020 and as reflected in CABO’s 2020 Proxy Statement, the following stockholders beneficially owned a ten percent (10%) or greater share of CABO’s outstanding common stock: (1) T. Rowe Price Associates, Inc. (“T. Rowe”), a Maryland corporation, beneficially owned 14.6% of CABO’s outstanding common stock. T. Rowe is a subsidiary of T. Rowe Price Group, Inc., a publicly traded Maryland corporation (“TROW”). As of March 11, 2020 and as reflected in TROW’s 2020 Proxy Statement, no person or entity holds ten percent (10%) or greater interest in T. Rowe Price Group, Inc.; and (2) Daniel L. Mosley, a U.S. citizen and trustee of various trusts, beneficially owned 10.8% of CABO’s outstanding common stock.
- Stephens is an Arkansas limited liability company. Stephens is affiliated with Stephens Capital Partners, LLC (“SCP”), an Arkansas limited liability company and investment group based in Arkansas. The interests in SCP are held by various Stephens family trusts each of which is formed under Arkansas law and is based in Arkansas. The trustee for each of the Stephens family trusts also is a United States citizen.



Wisper ISP, LLC. (F/k/a Wisper ISP, Inc.) is the holding company and operating company that is applying for auction 904. Wisper ISP has several wholly owned subsidiaries that will be used to provide service in some CAF areas.

<b>Company</b>	<b>FRN</b>	<b>EFIN</b>	<b>Ownership</b>
<b>Wisper ISP, LLC</b>	<b>0029595170</b>	<b>32-0093643</b>	<b>As set out Above</b>
<b>Wisper Operations, Inc.</b>		<b>26-0411131</b>	<b>Wisper ISP 100%</b>
<b>Wisper Towers, Inc.</b>		<b>36-4535999</b>	<b>Wisper ISP 100%</b>
<b>Wisper Tower Holdings, Inc</b>	<b>0026303982</b>	<b>46-2246404</b>	<b>Wisper ISP 100%</b>

## Exhibit C

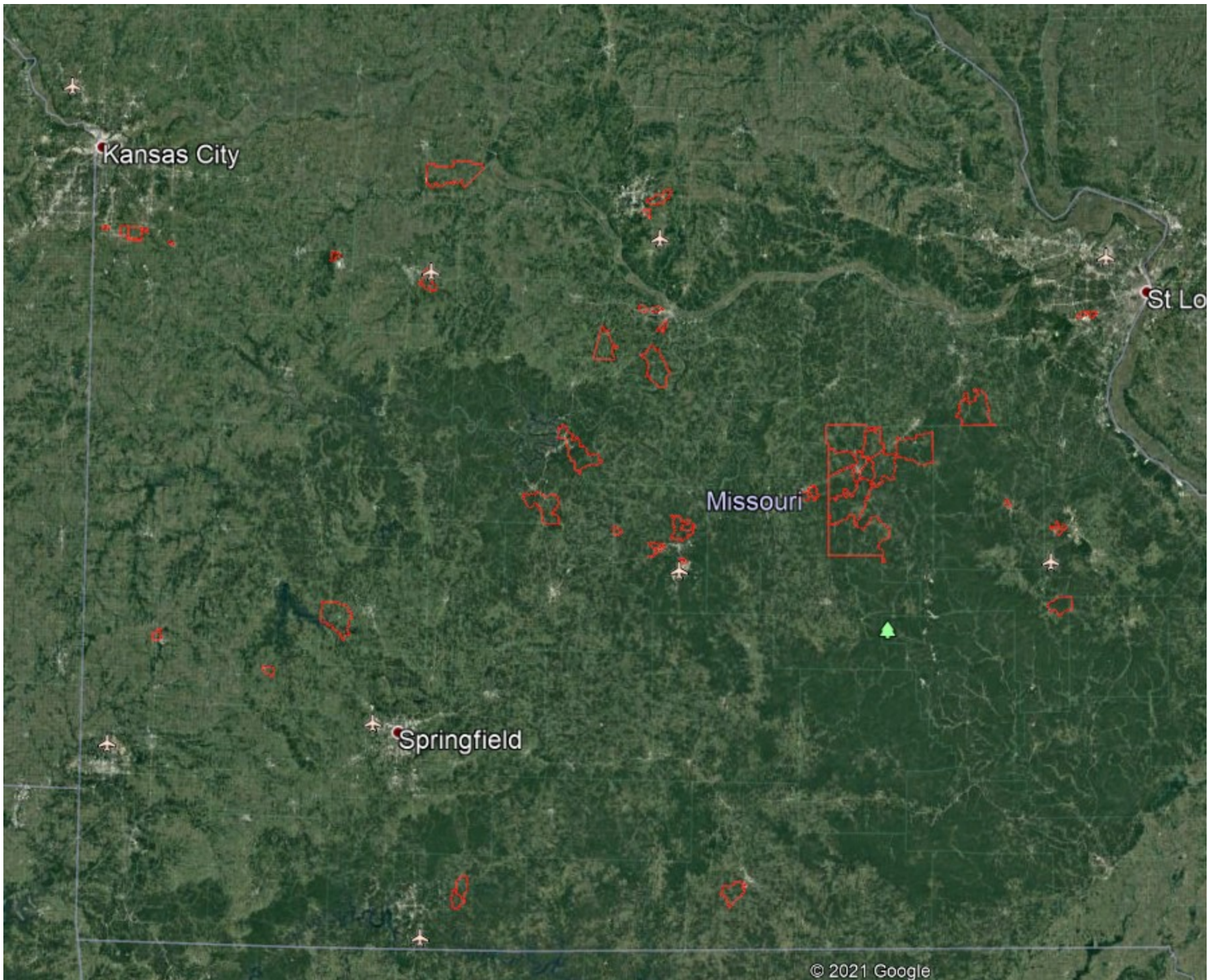
state	county	census_id	tier	locations	assigned_Annual_s	10 year
					upport_amount	support amount
MO	Barton	290119603004	Gigabit	85	2,644.20	\$ 26,442
MO	Boone	290190010023	Gigabit	3	2,381.40	\$ 23,814
MO	Boone	290190016021	Gigabit	10	2,536.20	\$ 25,362
MO	Camden	290299508005	Gigabit	13	1,989.60	\$ 19,896
MO	Cass	290370601001	Gigabit	3	208.80	\$ 2,088
MO	Cass	290370603011	Gigabit	2	87.00	\$ 870
MO	Cass	290370603021	Gigabit	12	880.20	\$ 8,802
MO	Cass	290370603022	Gigabit	1	439.80	\$ 4,398
MO	Cass	290370604003	Gigabit	3	106.80	\$ 1,068
MO	Cass	290370606002	Gigabit	4	252.00	\$ 2,520
MO	Cole	290510104004	Gigabit	2	1,020.50	\$ 10,205
MO	Cole	290510108002	Gigabit	2	796.80	\$ 7,968
MO	Cole	290510108003	Gigabit	10	1,452.00	\$ 14,520
MO	Cole	290510202002	Gigabit	6	497.40	\$ 4,974
MO	Cole	290510205002	Gigabit	13	1,159.20	\$ 11,592
MO	Crawford	290554501011	Gigabit	64	29,100.00	\$ 291,000
MO	Crawford	290554501012	Gigabit	6	1,357.20	\$ 13,572
MO	Crawford	290554501021	Gigabit	10	5,290.20	\$ 52,902
MO	Crawford	290554502004	Gigabit	3	1,138.80	\$ 11,388
MO	Crawford	290554503011	Gigabit	24	6,072.00	\$ 60,720
MO	Crawford	290554503012	Gigabit	23	3,925.20	\$ 39,252
MO	Crawford	290554503021	Gigabit	1	354.00	\$ 3,540
MO	Crawford	290554504002	Gigabit	15	7,432.50	\$ 74,325
MO	Crawford	290554504003	Gigabit	12	8,713.20	\$ 87,132
MO	Dade	290574801002	Gigabit	18	1,168.80	\$ 11,688
MO	Franklin	290718010002	Gigabit	4	337.80	\$ 3,378
MO	Howell	290910905001	Gigabit	2	280.20	\$ 2,802
MO	Iron	290939503002	Gigabit	4	856.20	\$ 8,562
MO	Johnson	291019607003	Gigabit	1	1,545.60	\$ 15,456
MO	Miller	291319628002	Gigabit	38	1,830.60	\$ 18,306
MO	Pettis	291594804004	Gigabit	2	102.60	\$ 1,026
MO	Pettis	291594805001	Gigabit	2	202.20	\$ 2,022
MO	Phelps	291618902002	Gigabit	31	1,992.26	\$ 19,923
MO	Phelps	291618902004	Gigabit	11	1,507.42	\$ 15,074
MO	Polk	291679604001	Gigabit	1	697.80	\$ 6,978
MO	Pulaski	291694702862	Gigabit	23	751.80	\$ 7,518
MO	Pulaski	291694703902	Gigabit	1	67.20	\$ 672
MO	Pulaski	291694703903	Gigabit	56	808.80	\$ 8,088
MO	Pulaski	291694704005	Gigabit	64	2,626.20	\$ 26,262
MO	Pulaski	291694704006	Gigabit	117	1,668.00	\$ 16,680
MO	Pulaski	291694705004	Gigabit	40	2,724.00	\$ 27,240
MO	St. Francois	291879504001	Gigabit	9	2,359.80	\$ 23,598
MO	St. Louis	291892181031	Gigabit	43	4,462.80	\$ 44,628
MO	St. Louis	291892211001	Gigabit	2	1,460.40	\$ 14,604

MO	Saline	291950908003	Gigabit	2	677.40	\$	6,774
MO	Taney	292134804013	Gigabit	3	381.00	\$	3,810
MO	Taney	292134804022	Gigabit	5	2,121.00	\$	21,210
MO	Washington	292214603002	Gigabit	4	232.20	\$	2,322

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## Exhibit D

Exhibit D



# Exhibit E

**Visionary** Nathan Stooke

Roles & Responsibilities

- Culture
- Trends/Future
- Big Relationships
- National Associations
- Coach/Mentor

**Integrator** Ginny Wood

Roles & Responsibilities

- Lead, Manage, Accountability
- Profit & Loss
- Business Plan Execution
- EOS
- Special Projects

**Finance** Mark Albertyn

Roles & Responsibilities

- Acquisitions
- Funding Strategy (RDOF etc.)
- Financial Reporting
- Financial Planning
- Regulatory Compliance/Reporting
- Risk
- Legal

**Networking** Chris Sigley

Roles & Responsibilities

- Network Performance
- Network Deployment Strategy
- Leadership and Company Communication on Network Projects/Direction
- Network Project Business Cases over 25k

**HR/Admin** Kylee Brown

Roles & Responsibilities

- LMA
- Hiring
- Engagement
- Compliance & Safety
- Compensation
- Onboarding
- Coaching/Development

**Customer Experience** Marc Gibbs

Roles & Responsibilities

- Customer Journey
- Customer Experience Strategy
- Drive Across Leadership/Departments
- Fanatical (Fan) Customer Experience
- LMA

**Sales and Marketing** Shannon Shores

Roles & Responsibilities

- Sales Strategy
- Marketing Strategy
- New Sales Growth Targets
- Market Expansion
- Brand Strategy
- Product Positioning and Pricing Strategy

**Field Operations** Aaron Roach

Roles & Responsibilities

- Spoke Leadership
- Wisper Way for Spokes
- LMA
- P & L for Spokes
- Support Services

**Information Systems** Peter Juan

Roles & Responsibilities

- Data Center & Sys Operations
- Corporate Data Management
- Business Applications Support
- Business Apps/Solutions Development
- Cyber Security Operations
- Campus Network

STATE OF ILLINOIS                    )  
  ) SS  
COUNTY OF SAINT CLAIR         )

**Affidavit**

I, Nathan Stooke, a natural person, do hereby swear and affirm that I am the Chief Executive Officer of Wisper ISP, LLC, the applicant in the above Application (“Applicant”), and that the information and statements contained in this application are true and correct to the best of my knowledge and belief.

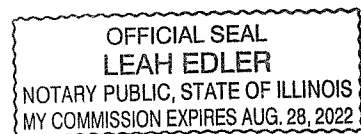
By signing this form, I hereby certify that neither I, nor any other members of this filing party, has had communications with a Commissioner, Commissioner Advisor, Regulatory Law Judge, member of the General Counsel or any member of their support team in the 150 days prior to the filing date of this application regarding any substantive issue included in this filing.

  
\_\_\_\_\_  
Wisper ISP, LLC

Subscribed and sworn to before me this 22 day of April, 2021.

Notary Public

*Leah Edler*      *04/22/2021*




**STATE OF MISSOURI**

**OFFICE OF THE PUBLIC SERVICE COMMISSION**

I have compared the preceding copy with the original on file in this office and I do hereby certify the same to be a true copy therefrom and the whole thereof.

**WITNESS** my hand and seal of the Public Service Commission,  
at Jefferson City, Missouri, this 26<sup>th</sup> day of April, 2021.



  
\_\_\_\_\_  
**Morris L. Woodruff**  
**Secretary**

**MISSOURI PUBLIC SERVICE COMMISSION**

**April 26, 2021**

**File/Case No. DA-2021-0373**

**Missouri Public Service  
Commission**

Staff Counsel Department  
200 Madison Street, Suite 800  
P.O. Box 360  
Jefferson City, MO 65102  
staffcounsel@psc.mo.gov

**Office of the Public Counsel**

Marc Poston  
200 Madison Street, Suite 650  
P.O. Box 2230  
Jefferson City, MO 65102  
opcservice@opc.mo.gov

**Wisper ISP, LLC**

Carl J Lumley  
130 S. Bemiston, Ste. 200  
St. Louis, MO 63105  
clumley@chgolaw.com

**Enclosed find a certified copy of an Order or Notice issued in the above-referenced matter(s).**

**Sincerely,**



**Morris L. Woodruff  
Secretary**

**Distributed to all Local Exchange Carriers Certificated to provide Service in Missouri.**

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Recipients listed above with a valid e-mail address will receive electronic service. Recipients without a valid e-mail address will receive paper service.