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**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION**

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July 28, 2008

Ms. Patricia Van Gerpen
South Dakota Public Utilities Commission
State Capitol Building
500 E Capitol Avenue
Pierre SD 57501

Re: Informational Filing Regarding Transfer of Control of Western Telephone Company
to Venture Communications Cooperative

Dear Ms. Van Gerpen:

Pursuant to SDCL § 49-31-20, Venture Communications Cooperative (Venture), by and through its attorney, hereby notifies the South Dakota Public Utilities Commission (Commission) of the transfer of control of Western Telephone Company (Western) as a result of the acquisition of 100% of the issued and outstanding shares of capital stock of Western by Venture.

Western is a South Dakota corporation headquartered in Faulkton, South Dakota. Western presently operates three (3) local telephone exchanges serving approximately 1063 access lines. In addition to telephone services, Western offers various other data, informational, and cable television services in Western's service territory. These additional services include: (i) high-speed DSL internet access service in all exchanges; (ii) dial-up internet access service in all exchanges; and (iii) cable television service in Faulkton and Cresbard.

Venture is a South Dakota cooperative corporation headquartered in Highmore, South Dakota. Venture presently operates twenty-seven (27) local telephone exchanges serving 13,006 access lines in the State of South Dakota. In addition to telephone service, Venture offers various other data, informational, and cable television services in its service territory. These additional services include: (i) high-speed DSL internet access service in every exchange, (ii) dial-up internet access service in every exchange, and (iii) cable television service to subscribers in several of the towns within Venture's service area.

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Venture submits that the transaction described herein does not require prior Commission approval. The change in control transaction did not involve a transfer of operating authority, assets or customers and therefore, has not affected the identity of the company authorized to provide telecommunications service in South Dakota. Western will continue to offer the same services at the same rates, terms and conditions. Accordingly, the transfer of control transaction has been transparent to Western's customers. Thus, Venture is submitting this filing for the Commission's information only and to keep its records current.

The transaction affecting the ownership and control of Western occurred pursuant to the terms and conditions of the Stock Purchase Agreement (Agreement) dated May 2, 2008, entered into by and among Venture, Western and M. Louise Brown, Alden Brown, Mason R. Brown, Carmen Brown, Julie M. Brown, Denise Brown Family Trust and Clareen Johnson. The Agreement provides that at the time of closing, all shares of the outstanding capital stock of Western were transferred and assigned to Venture. Following the transfer, Western will continue to own all of the property and hold all of the contract and regulatory rights and permits used or useful in the operation of the exchanges, and will continue to provide local telephone exchange service within the exchanges, but will do so under common ownership, management, and administration with Venture. The transaction closed on July 18, 2008.

In connection with the proposed transaction, Western also filed and received approval of an application with the Federal Communications Commission for domestic blanket Section 214 authorization for the transfer of control of Western from the Browns to Venture.

As noted above, Venture is submitting this notification for the Commission's information only and requests that it be retained in the appropriate file. Should the Commission have any questions or believe that any further action is required, please contact Darla Pollman Rogers at (605) 224-5825.

Respectfully Submitted,

Venture Communications Cooperative



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cc: Randy Houdek
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