

November 18, 2014

Patricia Van Gerpen  
South Dakota Public Utilities Commission  
500 East Capitol Avenue  
Pierre, SD 57501

Re: Notification by Venture Communications Cooperative, Regarding Merger of its Telephone Subsidiary, Western Telephone Company into the Parent 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 merger of its telephone subsidiary, Western Telephone Company (“Western”) into the parent cooperative. Venture believes that such a merger will add increased efficiency to the operation of both of the entities in the areas of advertising, management, operation, purchasing and distribution of services. In addition, Venture is well established in the region and the merger will allow the wholly-owned subsidiary to participate in and experience the good will developed by Venture.

The Transaction: The effective date of the merger is January 1, 2015. Upon the effective date of the merger, Venture’s wholly owned subsidiary, Western Telephone Company, shall be merged with and into Venture Communications Cooperative, as follows:

The separate existence of Western will cease.<sup>1</sup> Venture (the Surviving Cooperative) shall continue its existence under and shall be governed by the laws of the State of South Dakota. Venture will continue to provide the same services, and the transaction will not affect the rates, terms or conditions under which Venture provides services. There will be no change in the Commission’s regulatory authority over Venture. There will be no change in the tariffs associated with this merger, other than name changes in the LECA tariff where appropriate. Venture’s certificate of authority (“COA”) will be amended to include the Western exchanges.<sup>2</sup> No transfer of assets will occur as part of the transaction, nor will there be any sale or transfer of any telecommunications exchanges as a result of the merger. Other than the increased efficiencies in operations noted above, the transaction is not expected to affect the day-to-day operations of Venture. In sum, this transaction will be transparent to and have no impact on Venture customers.

<sup>1</sup> The separate existence of Western will cease after the effective date of the merger, but Venture Communications Cooperative (the Surviving Cooperative) will maintain the same pre-merger separate study areas, to-wit: Venture Communications Cooperative #391680 and Western Telephone Company #391688.

<sup>2</sup> Venture will file dockets with the Commission to amend the tariff and the COA.

Robert C. Riter, Jr  
Margo D. Northrup

Darla Pollman Rogers  
Lindsey Riter-Rapp

Jerry L. Wattier  
Robert D. Hofer, Of Counsel



Venture shall maintain its name, and its headquarters shall continue to be at 218 Commercial Ave. SE, Highmore, South Dakota. At its annual meeting in September of 2014, Venture's membership approved amendments to its bylaws to add the Western exchanges (Cresbard, Faulkton, and Orient) to Venture's existing director districts. The Articles of Incorporation and Bylaws of Venture will continue to be in effect and govern the Cooperative after the merger. The Board of Directors, in accordance with the Bylaws of Venture, shall be the Board of Directors of the Surviving Cooperative.

Report of Transaction: Based upon the structure of this merger, which is between a wholly owned subsidiary and its parent cooperative and does not involve the actual sale of any exchanges, Venture respectfully submits this letter to provide notice to the Commission of the pending transaction pursuant to SDCL § 49-31-20 and to ensure the continuing accuracy of the Commission's records. Should the Commission have any questions, please contact me at (605) 224-7889.

Very truly,

RITER, ROGERS, WATTIER &  
NORTHROP, LLP

By:

A handwritten signature in black ink that reads "Darla Pollman Rogers". The signature is written in a cursive, flowing style.

Darla Pollman Rogers

DPR-cd

Cc: Randy Houdek