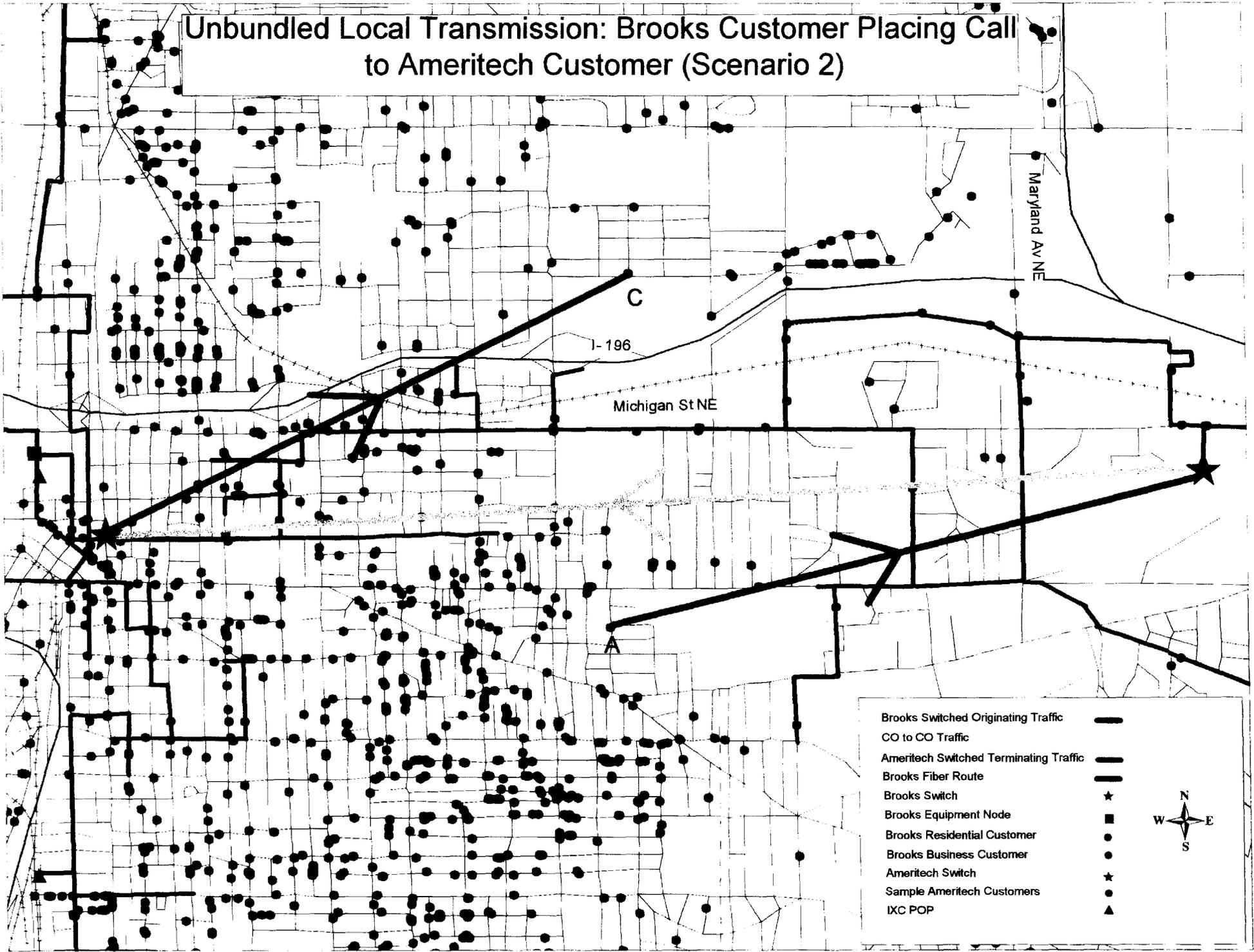


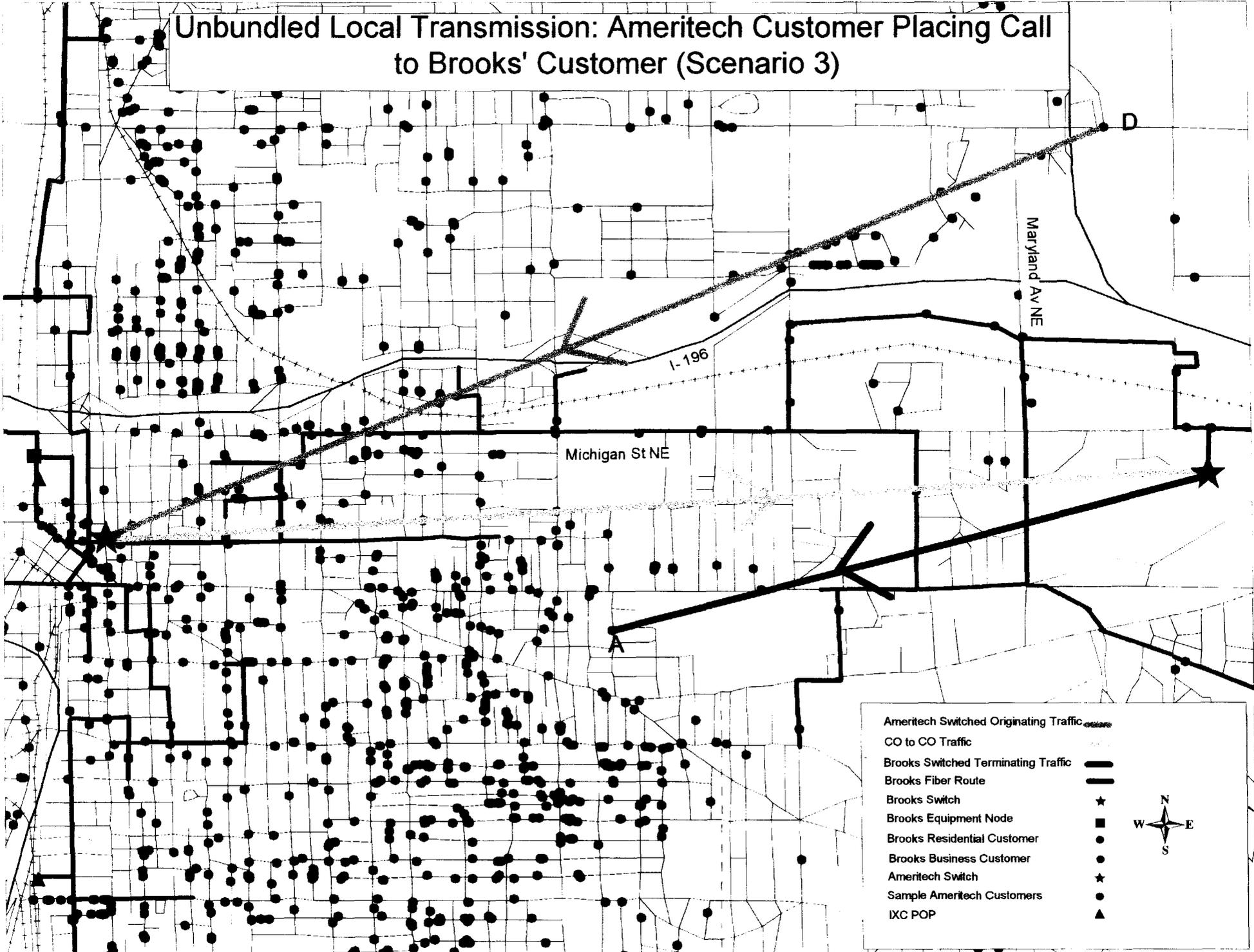
Unbundled Local Transmission: Brooks Customer Placing Call to Ameritech Customer (Scenario 2)



- Brooks Switched Originating Traffic ———
- CO to CO Traffic ———
- Ameritech Switched Terminating Traffic ———
- Brooks Fiber Route ———
- Brooks Switch ★
- Brooks Equipment Node ■
- Brooks Residential Customer ●
- Brooks Business Customer ●
- Ameritech Switch ★
- Sample Ameritech Customers ●
- IXC POP ▲

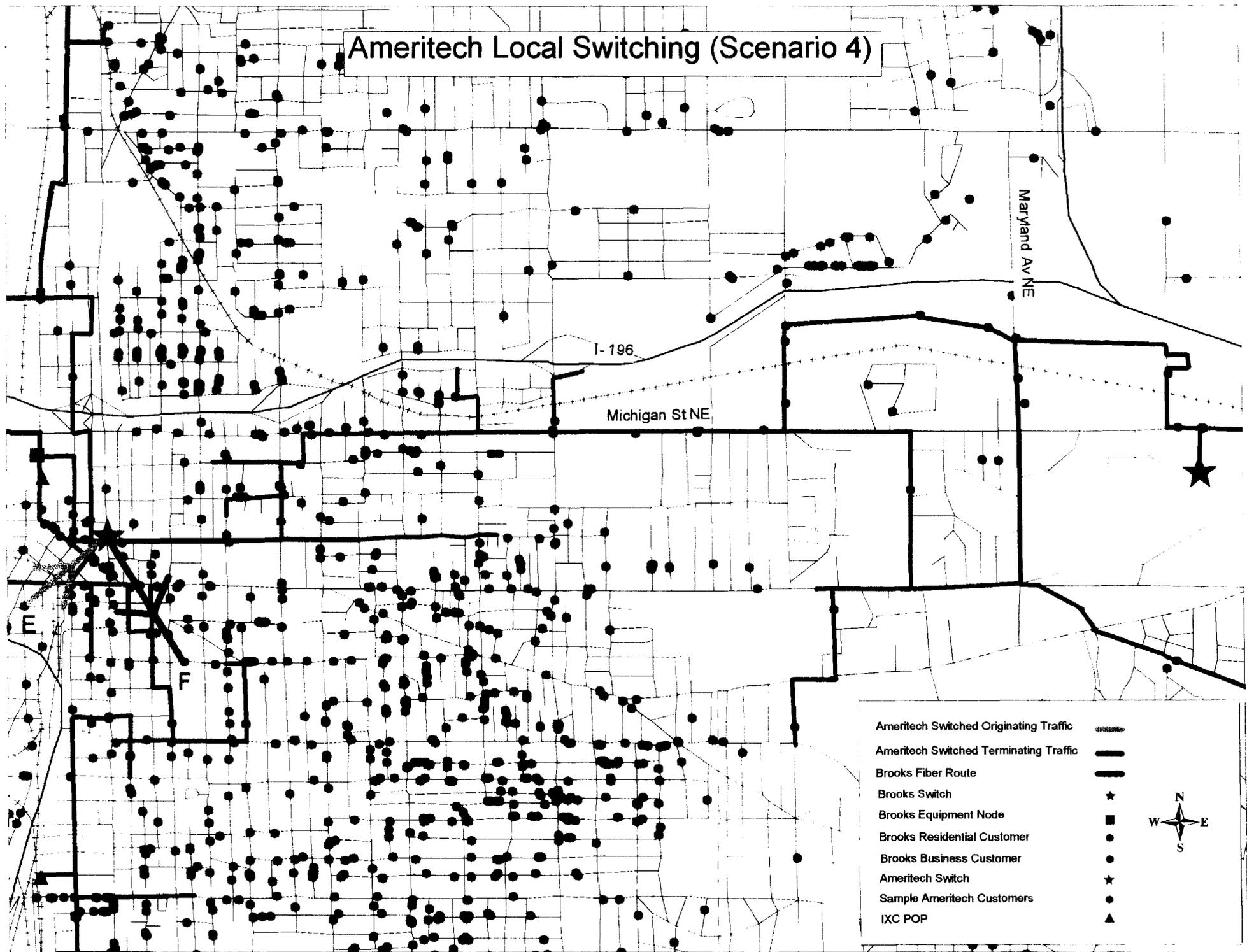


Unbundled Local Transmission: Ameritech Customer Placing Call to Brooks' Customer (Scenario 3)



Ameritech Switched Originating Traffic	
CO to CO Traffic	
Brooks Switched Terminating Traffic	
Brooks Fiber Route	
Brooks Switch	
Brooks Equipment Node	
Brooks Residential Customer	
Brooks Business Customer	
Ameritech Switch	
Sample Ameritech Customers	
IXC POP	

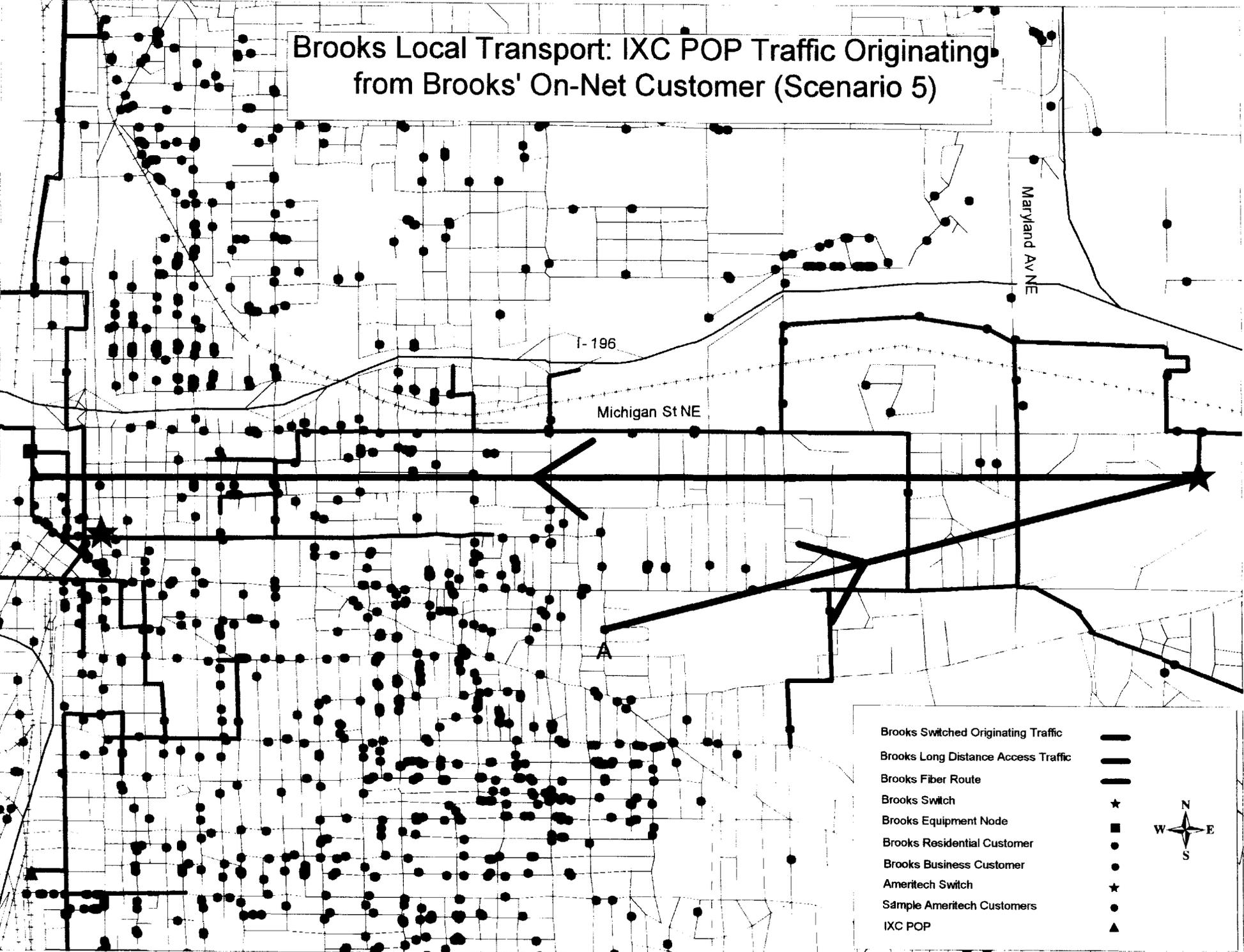
Ameritech Local Switching (Scenario 4)



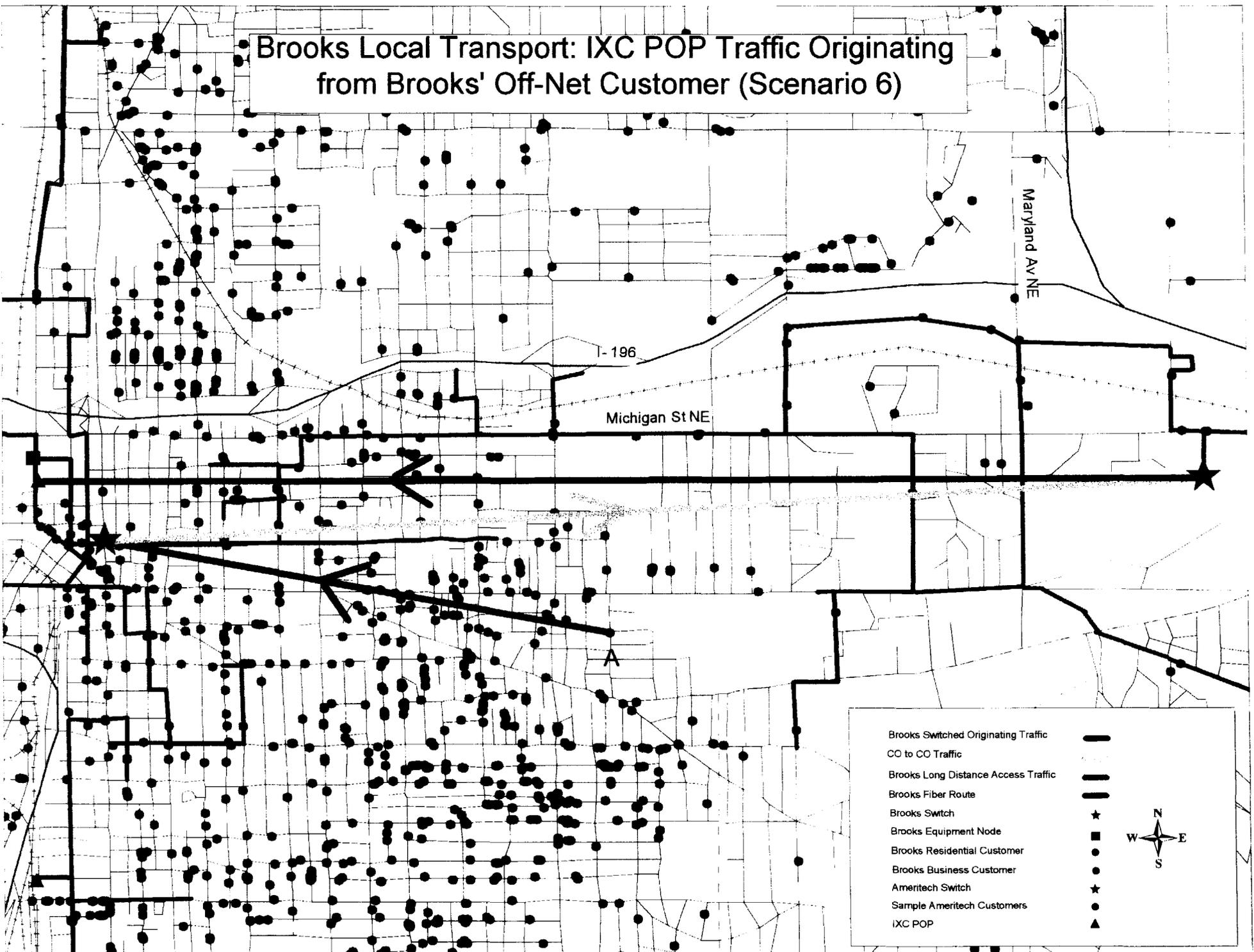
- Ameritech Switched Originating Traffic
- Ameritech Switched Terminating Traffic
- Brooks Fiber Route
- Brooks Switch
- Brooks Equipment Node
- Brooks Residential Customer
- Brooks Business Customer
- Ameritech Switch
- Sample Ameritech Customers
- IXC POP



Brooks Local Transport: IXC POP Traffic Originating from Brooks' On-Net Customer (Scenario 5)



Brooks Local Transport: IXC POP Traffic Originating from Brooks' Off-Net Customer (Scenario 6)



Brooks Switched Originating Traffic	—
CO to CO Traffic	---
Brooks Long Distance Access Traffic	—
Brooks Fiber Route	—
Brooks Switch	★
Brooks Equipment Node	■
Brooks Residential Customer	●
Brooks Business Customer	●
Ameritech Switch	★
Sample Ameritech Customers	●
IXC POP	▲

SECTION IV - LOCAL LOOP TRANSMISSION

To meet the conditions set forth in the competitive checklist, AMERITECH's customers and competitors must be able to obtain, on a stand-alone basis, local loop transmission from the customer's premises to the nearest telephone switching office unbundled from local switching or other local services. Brooks utilizes its own 250 route mile, fiber optic network to provide on-net local business dial-tone. Brooks currently purchases and resells elements of AMERITECH's local loop in order to provide local dial-tone to its residential and off-net business customers.

In order to gain access to the necessary elements of AMERITECH's unbundled local loop, Brooks has physically collocated some of its own equipment at various AMERITECH equipment sites throughout the Grand Rapids area, including AMERITECH's four switching facilities.

MAPPING SCENARIOS

- Scenario 1 (refer to page 21) presents Brooks' ability to provide facilities-based local exchange services. In Scenario 1, Customer A places a local call (switched originating traffic) to Customer B (switched terminating traffic).
- Scenarios 2 and 3 presents Brooks' ability to obtain Local Loop Transmission from the customer's premises to the nearest telephone switching office, unbundled from local switching or other local services.
 - Scenario 2 (refer to page 22), Customer A places a local call (switched originating traffic) to Customer C (switched terminating traffic).
 - Scenario 3 (refer to page 23), Customer D (switched originating traffic) places a local call to Customer B (switched terminating traffic).

SECTION V - LOCAL TRANSPORT

To meet conditions set forth in the competitive checklist, AMERITECH's customers and competitors must be able to obtain, on a stand-alone basis, trunk lines running between telephone company offices, unbundled from switching or other services. Brooks utilizes its own facilities-based network to provide services to its on-net local business customers. Brooks currently purchases and resells elements of AMERITECH's unbundled local loop in order to provide local exchange services to its residential and off-net business customers.

Mapping Scenarios

- Scenario 5 (refer to page 25) presents Brooks' ability to provide facilities-based local exchange services.
 - Scenario 5, Customer A places a long-distance call (switched originating traffic) that flows through Brooks' central office to an IXC POP.
- Scenario 6 (refer to page 26) presents Brooks' ability to provide local transport from the trunk-side of an AMERITECH switch (unbundled from switching or other services) to Brooks' central office.

SECTION VI - LOCAL SWITCHING

To meet conditions set forth in the competitive checklist, AMERITECH's customers and competitors must be able to obtain, on a stand-alone basis, local switching unbundled from transport, local loop transmission, or other services. Brooks does not currently utilize AMERITECH's unbundled switching services to provide local exchange services to its residential and off-net business customers. Brooks utilizes its own 250 route mile fiber optic network and switching facilities to provide switched local exchange services to its residential and business customers. Brooks utilizes its own Nortel DMS-500 switch for local switched services. Brooks' Nortel switch, in combination with the leasing of unbundled AMERITECH local loop elements, allows Brooks to extend its facilities-based network all the way to the customer, regardless if the customer is on its local network or not. The switch became operational during the second quarter of 1995. Brooks began offering switched services in the third quarter of 1995.

Mapping Scenarios

- Scenario 1 (refer to page 21) presents Brooks' ability to provide local switching (unbundled from local loop transmission, local transport or other services) at Brooks' switching office.
 - Scenario 1, Customer A places a local call (switched originating traffic) to Customer B (switched terminating traffic).

SECTION VII - NONDISCRIMINATORY ACCESS TO ESSENTIAL SERVICES

To meet conditions set forth in the competitive checklist, AMERITECH must also provide nondiscriminatory access to emergency services and other operator call completion services. Brooks currently offers 911 and E911 services, directory assistance, and operator call completion service throughout its local (business and residential) service area. Brooks currently uses elements of AMERITECH's unbundled local loop in providing emergency and operator services to residential and off-net business customers.

Evidence of Brooks' ability to provide emergency services and other operator call completion services is provided in Brooks' Promotional Material (refer to "Local Exchange Service Desk Reference Guide, pgs. 7-8" in Appendix A).

MOU RESULTS**SWITCHED MOU LOSSES (ORIGINATING)**

QUALITY STRATEGIES estimates that Brooks has approximately 6,259,000 originating switched MOUs within the Grand Rapids Zone for the month ending June 30, 1996. All Brooks' MOUs, whether originating from an AMERITECH switching facility or originating on Brooks' network, flow through Brooks' switching facilities.

SWITCHED MOU LOSSES (TERMINATING)

QUALITY STRATEGIES estimates that Brooks has approximately 14,473,000 terminating switched access MOUs within the Grand Rapids Zone for the month ending June 30, 1996.

SWITCHED MOU LOSSES (ORIGINATING AND TERMINATING)

QUALITY STRATEGIES estimates that Brooks' total originating plus total terminating MOUs to be 18,518,000 within the Grand Rapids zone for the month ending June 30, 1996. This total amount avoids double counting by only counting Brooks to Brooks switched MOUs once. Brooks to Brooks MOUs are included in each of the two previous scenarios.

TRUNK-SIDE SWITCHED MOUS (ORIGINATING) FROM BROOKS

QUALITY STRATEGIES estimates AMERITECH lost approximately 1,134,000 switched MOUs to Brooks within the Grand Rapids Zone for the month ending June 30, 1996.

BROOKS' MARKETING STRATEGIES AND EXPANSION PLANS

Listed below is a summary of Brooks' marketing strategy and expansion plans for local exchange services in Grand Rapids.

Overall Corporate Strategy	One stop provider for business and residential local services
Acquisition of City Signal	Brooks acquired City Signal, a CAP, on January 17, 1996. City Signal has been in operation in Grand Rapids since 1990.
Date Local Service Offered	Third Quarter, 1995
Geographic Focus for Local Service	Continued expansion in the Grand Rapids MSA and future expansion to Greenville (to the Northeast) and Holland (to the Southwest)
Sales Strategy	Direct relationship with business customer; stress price and quality. Direct mail and mass media promotions.
Local Exchange Product Offerings	Local dial tone, IntraLATA toll, Centrex, Digital Business Lines, Digital and Analog PBX, trunks, Directory and Operator Assistance, ISDN PRI Service, Voice Mail, DID, DOD
Local Exchange Pricing (Month to Month)	5% below incumbent for standard business line; 13% for trunk-side interface

MARKETING STRATEGIES

Brooks' strategy is to provide "one-stop" shopping to its customer targets, including bundling of local lines, local usage, and dedicated (HICAP) services. Brooks has focused its marketing campaign on the benefits of switching local providers including cost-savings, bundling of customer traffic, bundling of all calls for increased volume and term discounts, productivity enhancements, and consolidated billing.

Brooks began providing local (business and residential) dial tone and other local exchange services during the third quarter of 1995. Brooks began providing switched services during the first quarter of 1996, upon completion of the City Signal, Inc. acquisition proceedings. Brooks' sales representatives initially contacted existing dedicated (HICAP) customers to further promote its local switched services. Brooks then launched a promotional campaign during the latter stages of the first quarter 1996 to generate consumer (residential and business) awareness of its initial offering of local exchange services in the Grand Rapids area. Brooks blanketed the entire Grand Rapids area during its initial promotional blitz. Brooks' promotional campaign was designed to capture replacement customers by using comparative advertising to stimulate selective demand. Brooks implemented its mass market penetration strategy through the use of mass media marketing (television and radio ads), direct mail promotions, and billboard advertisements. Brooks' various marketing tactics were intended to maximize the number of local service "switchers". Brooks has invested heavily (in marketing and direct mail) with hopes of building future volume and share.

Brooks tailored its promotional campaigns around discounted services, term discounts, one-stop shopping, and superior product features. Brooks' intentions were to entice customers to try their products and services with substantial up-front cost-savings. In its ongoing promotion Brooks will waive all installation charges and offer 20% recurring discounts on local phone features such as voice mail, caller ID, call forwarding, call waiting, and three-way conference calling.

Business Promotions

Brooks targeted all business customers in the Grand Rapids metropolitan area even though its facilities-based local network is currently only available to limited geographic regions of the Grand Rapids local calling area. However, with the ability to resell AMERITECH's unbundled local

loop elements, Brooks has begun to offer switched services to off-net business customers. Brooks followed up its mass media marketing and direct mail promotional efforts with a limited direct sales telemarketing campaign to medium and large businesses. Through its business promotional campaign, Brooks intended to reduce its targeted customers' perception of risk by offering term and volume discounts, cost-savings and reliability comparisons (vs. AMERITECH), expanded product line offerings, and productivity enhancements.

Residential Promotions

Brooks targeted business and residential customers concurrently in its mass marketing advertising campaign. Brooks residential market strategy was similar to its business strategy, but was not nearly as aggressive. Brooks did not place personal sales calls to potential residential customers as it had done with its existing dedicated circuit (HICAP) and potential business customers. Brooks focused primarily on introductory sales promotions, such as discounting and free installation, to generate consumer awareness and encourage new adopters ("switchers") to its residential services. Promotional material for Brooks' business and residential products and services are provided in Appendix A.

BROOKS EXPANSION PLANS

Brooks is expanding its existing facilities-based network in East Grand Rapids, Kentwood, and Wyoming. Brooks is also laying new fiber in Cascade, Greenville, and Holland. Earlier this year, Brooks had been approved by the Michigan PSC to provide local service to the Holland area. Construction is expected to be completed by the end of the fourth quarter of 1996. Although Brooks is aggressively expanding its own facilities-based network, Brooks will continue to resell elements of AMERITECH's unbundled local loop to support business customers that are not on its current network. Brooks plans to expand its service offerings to

residential customers by continuing to resell additional elements of AMERITECH's unbundled local loop.

APPENDIX A

BROOKS PROMOTIONAL MATERIAL

PROMOTIONAL MATERIAL

The following promotional materials are included in Appendix A:

- Brooks Fiber Communications - Now You Can Benefit From Local Phone Service Competition** (Fold-out)
- Local Phone Service Rates - Optional Features**
- Local Phone Service Rates - Standard Business Line Service*
- Local Phone Service Rates - Direct Dial Services*
- Local Phone Service Rates - ISDN PRI Service*
- Local Phone Service Rates - Digital Business Line Service*
- Local Phone Service Rates - Feature Packages*
- Local Phone Service Rates - Local Phone Service Features**
- Local Phone Service Rates - IntraLATA Toll Services: IntraLATA Toll Rates - Optional Toll Plan #1*
- Local Phone Service Rates - IntraLATA Toll Services: IntraLATA Toll Rates - Optional Toll Plan #2*
- Local Phone Service Rates - IntraLATA Toll Services: IntraLATA Toll Rates - Optional Toll Plan #3*
- Local Phone Service Rates - IntraLATA Toll Plan*
- Local Phone Service Rates - Special Holland/Grand Rapids IntraLATA Toll Plan*

*Business only

**Business and Residential

***Residential only

PROMOTIONAL MATERIAL (CONTINUED)

- Local Phone Service Rates - Special Holland/Grand Rapids IntraLATA Toll Plan PROMOTION*
- Local Phone Service Rates - Local Region Toll Plan*
- Local Phone Service Rates - Interzone Toll Plan*
- Local Phone Service Advantage - Standard Business Line Service*
- Customer Satisfaction Guarantee*
- Residential Phone Service Rates***
- Local Exchange Service Desk Reference Guide** (Pamphlet)

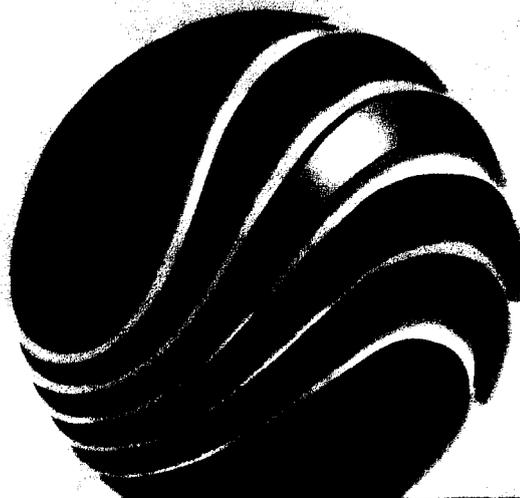
*Business only

**Business and Residential

***Residential only

NOW YOU CAN
BENEFIT FROM

**LOCAL PHONE
SERVICE
COMPETITION**



BROOKS FIBER COMMUNICATIONS

HERE'S WHY:

BETTER CUSTOMER CARE

- 24 hours a day, 7 days a week, we're here.
- Whatever it takes to keep you satisfied, we'll do it.
- Because if you're not satisfied, we know Ameritech is only a phone call away.

LOWER YOUR COMMUNICATIONS COST

- Save up to 20% on monthly line charges.
- Save up to 50% on enhanced features.
- Savings on local, zone, and toll calling.

IMPROVE YOUR PRODUCTIVITY

- Increase your business' productivity and improve your existing phone service with new enhanced features like Voice Mail, Call Forwarding, and Conference Calling.
- Other innovative approaches like combining voice, data & video can make improvements where it counts... on the bottom line.

SIMPLICITY

- One point of contact.
- One stop shopping.
- Easy-to-read invoices.
- You'll have more time, and after all, time is money.

WE KNOW YOUR MARKET

- Founded in West Michigan and operated here for over twelve years.
- As one of Michigan's fastest growing and most respected telecommunications companies, we understand this market and can provide your business with the communications solutions that will help you succeed.

NEW IDEAS

- Creative solutions.
- The first local telephone service competition Ameritech has ever faced.

SERVICES

- Standard Business Line Service
- Digital Business Line Service
- Centrex
- ISDN-Primary Rate Interface (PRI)
- ISDN-Basic Rate Interface (BRI)
- Direct Inward Dialing Service (DID)

ADVANCED FEATURES

- Voice Mail
- Call Forwarding
- Call Waiting
- 3-Way Conference Calling
- Caller ID

INTEGRATED SERVICES

- Local Calling
- Long Distance Calling
- Dedicated Voice/Data Lines
- Directory Assistance Service
- White Pages Directory Listings

RISK FREE

- Keep Your Present Number
- Free Installation (limited time only)
- Transparent Conversions
- We Work Directly With Your Equipment Vendor
- Self-Healing Fiber Optic Network

**If you're not satisfied with our quality
or level of Customer Care,
we'll pay your way back to Ameritech
anytime in your first year of service.**

A WELCOME CHOICE

Until now, you've never been able to choose your own local phone service. Now, for the first time in history you have a choice! The first local phone service in the country to compete with Ameritech.

WE'RE KNOWN BY THE COMPANY WE HELP

*"We have confidence in them because they are not only good at what they do, but also know our needs." – Calvin Murdock
SF Electronics*

Thousands of businesses trust us. They rely on our ability to provide them, day in and day out, with the highest quality technology and service. We bring that same high quality and customer care. We value the trust our customers have in us. We'll earn yours.

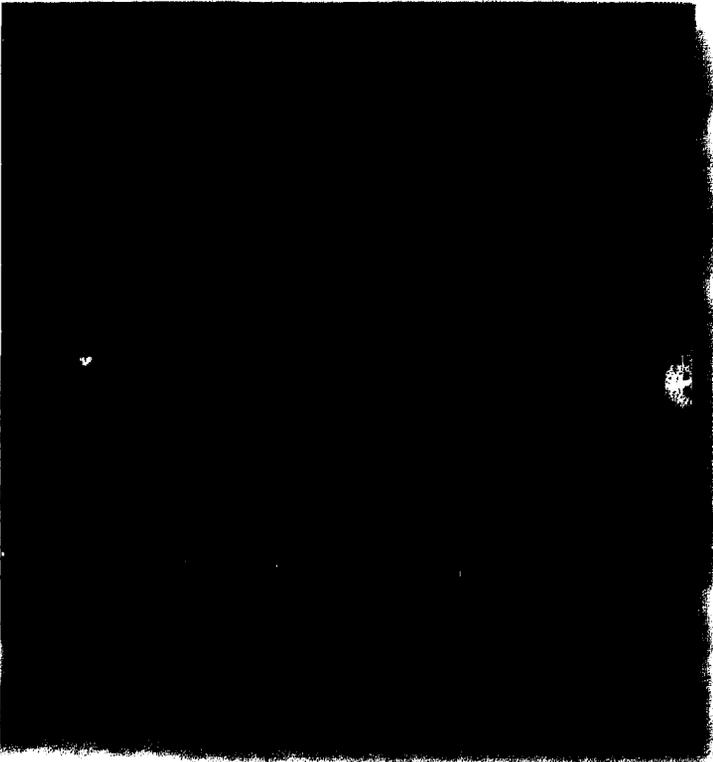
WE EXCEL AT CUSTOMER SERVICE

"Whatever my needs ... they're always there to help me ... 24 hours a day."

John Thompson, Sr.

Main Frame Computer Graphics, Inc.

24 hour a day customer care. Well trained and concerned customer representatives. A local company who considers your satisfaction our highest priority. All of these things and more are why we are so successful at satisfying customers in the highly competitive long distance market. We are used to competition and know that our best weapon is serving our customers better than the alternatives. Our customers are important to us. You can count on the fact that we'll consider you important too.



WE KNOW YOUR MARKET

"They make it a point to work with me to help us be more productive."

*Sandra Wiltzer
Witmark, Inc.*

We are a West Michigan Company with West Michigan roots. We know this market, it's our market too, and we know the factors that affect you every day. We know the business climate. We know the people. And that makes us very good at providing your business with the best advice on local phone services. Our customers depend on our knowledge, so we give them the information they need when they need it. We are ready to make our knowledge your business asset.

QUALITY TECHNOLOGY QUALITY PEOPLE

*"Their technology is state of the art. I know I can depend on them and their people." – Chip McClimans
Kent County Medical Society*

We spare no expense to provide the most advanced communications technology available today. Our engineers work tirelessly to provide our customers with all that telecommunications has to offer. However, quality technology is only useful if quality people are part of the equation. Our people are used to providing creative solutions to your business needs. That's why our customers believe we're different. Our customers know that our people really care about them. We demonstrate it to them every day. We're sure you'll see the difference too.

COMPETITIVE SERVICE COMPETITIVE PRICES

*"We've determined, there's no better cost/benefit provider." – Gary Kuyper
Bethany Christian Services*

Competitive prices and quality of service are our trademark. We offer your business Standard and Digital Business Lines, Direct Inward Dialing, Centrex, ISDN (BRI) and ISDN (PRI). We'll also be bringing you advanced call features like Call Forwarding, Call Waiting, Caller ID, Voice Mail, Conference Calling, and many, many others. With competition finally here you can be sure that we'll give our customers what they want and need. We always accomplish what we set out to do. We think you'll soon agree.



EASY TO SWITCH

"Switching our local phone service was not difficult, in fact, it was Simple."

Bob Julien

Nye Uniform Company

You can retain your present number when you change service. The changeover process has been carefully designed to minimize any impact on your daily schedules. We work closely with your phone equipment vendor to ensure the change over is timely and successful. Our customers will tell you that we consider carefully each and every detail. They know that we don't like having anything disrupt your business. We believe you'll understand this when you make the change.

BROOKS FIBER COMMUNICATIONS

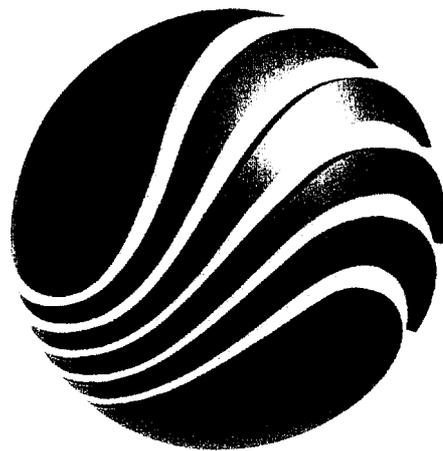
We are the first company in the country to bring to you a true alternative to Ameritech. This finally puts the consumer in the driver's seat. Many of our customers call Grand Rapids home. We care about this community and the businesses that thrive here. We hope that you'll take the time to consider a home town company as your local phone provider.



2855 Oak Industrial Dr. NE
Grand Rapids, MI 49506-1277
616-224-4200

BROOKS FIBER COMMUNICATIONS

**LOCAL
EXCHANGE
SERVICE
DESK
REFERENCE
GUIDE**



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