TELUS CORP
Form 6-K
August 03, 2007
Form 6-K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Report of Foreign Issuer

Pursuant to Rule 13a - 16 or 15d - 16 of
the Securities Exchange Act of 1934

For the month of ___August___ 2007
(Commission File No. 000-24876)

TELUS Corporation

(Translation of registrant's name into English)

21st Floor, 3777 Kingsway
Burnaby, British Columbia V5H 3Z7
Canada
(Address of principal registered offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F ______ Form 40-F __X__

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ______ No __X__

This Form 6-K consists of the following:

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TELUS Reports Second Quarter Results
August 3, 2007

Earnings impacted by implementation of WNP and new wireline billing system

No intention to submit competing offer to acquire BCE

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VANCOUVER, Aug. 3 /CNW/ - TELUS Corporation today reported its financial results for the second quarter of 2007. Revenue increased four per cent to $2.23 billion from a year ago due to continued wireless and data growth.

Reported earnings before interest, taxes, depreciation and amortization (EBITDA) decreased by $12.5 million in the second quarter when compared to the same period in 2006. EBITDA was negatively impacted by increased wireless expenses in the first full quarter of wireless number portability (WNP) in Canada as well as increased wireline expenses from the implementation of a new billing and client care system in Alberta. Wireless customer acquisition and retention costs increased by an estimated $47 million largely from the introduction of WNP, while the implementation of the new system resulted in a negative revenue adjustment and increased operating costs totaling $29 million.

Excluding tax related adjustments, net income was up $4.5 million and earnings per share (EPS) increased by four cents per share. Including tax related adjustments, net income decreased by $103.5 million in the quarter, while EPS declined 27 cents when compared to the same period a year ago. Second quarter net income and EPS included favourable tax related adjustments of $10 million or 3 cents per share, compared to $118 million or 34 cents a year ago. EPS was also negatively impacted by four cents due to TELUS' venture investment and business with AMP'd Mobile, Inc., which recently entered into bankruptcy proceedings in the U.S. Free cash flow this quarter was $162 million, down 15 per cent due to higher wireless capital expenditures and lower operating profit.

During the second quarter TELUS continued to repurchase shares under its normal course issuer bid (NCIB) program, completing $170 million of share buy backs - shares outstanding are three per cent lower from a year ago. Since the repurchase program began in December 2004, a total of 45.6 million shares have been repurchased for $2.14 billion resulting in a 7.5% reduction in shares outstanding.

FINANCIAL HIGHLIGHTS

| C$ in millions, except per share amounts (unaudited) | 3 months ended June 30 2007 | 2006 | % Change |
|---|---|---|---|
| Operating revenues | 2,228.1 | 2,135.2 | 4.4 |
| EBITDA(1) | 884.6 | 897.1 | (1.4) |
| EBITDA (as adjusted)(2) | 886.4 | 897.1 | (1.2) |
| Income before income taxes and non-controlling interest | 348.1 | 377.9 | (7.9) |
| Net income(3) | 253.1 | 356.6 | (29.0) |
| Earnings per share (EPS), basic(3) | 0.76 | 1.03 | (26.2) |
| Cash provided by operating activities | 1,061.9 | 813.0 | 30.6 |
| Capital expenditures | 481.8 | 458.8 | 5.0 |
| Free cash flow(4) | 161.7 | 191.0 | (15.3) |

Darren Entwistle, TELUS president and CEO, said "I am less than satisfied with these quarterly results. While wireless revenue and subscriber growth of 11 per cent and wireline data revenue growth of eight per cent remained robust, earnings did not meet expectations. This was largely caused by excess costs associated with the implementation of the new wireline billing and client care system as well as from the introduction of wireless number portability and the commercial failure of the launch of AMP'd Mobile. We are dedicated to much better performance in coming quarters, as evidenced by the reiteration of our public guidance for 2007."

"Despite the challenging quarter, there were notable positive developments." Mr. Entwistle added, "In particular, the $200 million Department of National Defence contract awarded to TELUS this quarter illustrates the continued strength of our national growth strategy focused on data services. The DND deal validates our leadership in IP networking and we look forward to yet another major and successful implementation of managed telecommunications services at their national and international locations."

"On a different note, there has been much continued speculation and uncertainty in the market about the potential for TELUS to pursue an offer to acquire BCE," noted Mr. Entwistle. "After a thorough assessment of the opportunity and based on multiple factors, we are confirming today that TELUS does not intend to submit a competing offer to acquire BCE. We believe that TELUS on a stand-alone basis with its strong growth oriented asset mix and investment grade financial strength will continue to create significant future value for investors."

Robert McFarlane, executive vice president and CFO, noted, "TELUS demonstrated our considerable financial strength with the successful launch of an up to $800 million commercial paper program and refinancing of the $1.5 billion 7.5% notes due in June 2007. With the attractive 4.8% blended rate on the $1 billion raised in March and lower cost of commercial paper, we expect to enjoy lower interest costs going forward. Given recent capital market and industry developments, TELUS' considerable investment grade financial strength should provide competitive advantage in the future."

Mr. McFarlane added, "TELUS' commitment to return excess cash to shareholders was again evident this quarter with 2.7 million of share repurchases. Due to the new net-cash settlement feature for options in 2007, we have accelerated the reduction in shares outstanding."

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This news release contains statements about expected future events and financial and operating results of TELUS that are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause actual future results and events to differ materially from that expressed in the forward-looking statements. Accordingly this news release is subject to the disclaimer and qualified by the assumptions (including assumptions for 2007 guidance and share purchases), qualifications and risk factors referred to in the Management's discussion and analysis - August 1, 2007.

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OPERATING HIGHLIGHTS

TELUS wireless

- Net subscriber additions increased by 3.5% to 128,200, a strong second quarter result despite increased competition. Postpaid additions were 99,200 while prepaid loading was 29,000
- Revenues increased by $103 million or 11% to $1.05 billion in the second quarter of 2007, when compared with the same period in 2006
- ARPU (average revenue per subscriber unit per month) improved by 0.7% to $63.65. The data component increased by 48% to $6.58, which more than offset the ongoing decline in voice ARPU
- EBITDA (as adjusted) increased by $12 million over the second quarter of 2006, representing 3% growth
- Cost of acquisition per gross addition increased 8% year over year to $425 due to higher subsidies on certain popular handsets and higher advertising and promotion spending related to the commencement of industry-wide wireless number portability (WNP)
- Two thirds of the $30 million increase in cost of acquisition expense is related to higher gross loading, and cost of retention increased by $27 million, both of which are largely attributable to WNP.

- Blended monthly subscriber churn increased to 1.45% from 1.30% a year ago, reflecting the first full quarter since the implementation of WNP. Postpaid churn remained low at 1.07%
- Cash flow (EBITDA less capital expenditures) based on EBITDA (as adjusted) decreased $14 million or 5% to $279 million in the quarter due to increased capital expenditures, including continued investments in higher speed wireless networks.

TELUS wireline

- Revenues decreased by $10 million or 0.8% to $1.2 billion in the second quarter of 2007, when compared with the same period in 2006, due to data growth partially offsetting declines in local and long distance revenues
- Data revenues increased by $32 million or 8% due to strong year-over-year high-speed Internet growth and enhanced data service growth.
- Long-distance revenue declined $38 million or 19% due to lower average per-minute rates and wholesale minute volumes, partly offset by increased retail minutes. In addition, revenues were impacted by a one-time reduction of $13 million as a result of the billing system implementation
- EBITDA (as adjusted) decreased by $22 million or 5%, due to higher expenses including non-recurring expenses for new billing and client care system support and development. If normalized for the system implementation costs, EBITDA would have increased by 1.5%
- TELUS added 13,900 net high-speed Internet subscribers, taking TELUS' high-speed base to 962,700, a 16% increase from a year ago. High-speed Internet net additions were lower due to provisioning constraints from the new billing and client care system implemented in Alberta.
- Network access lines (NALs) declined by 48,000 in the quarter. Total NALs were down 3.1% from a year ago, reflecting continued residential line losses from ongoing competitive activity and wireless substitution partially mitigated by an increase in business access lines.
- Cash flow (EBITDA less capital expenditures) based on EBITDA (as adjusted) declined 14% to $125 million, due to decreased EBITDA as a result of impact of a new integrated billing system implementation in Alberta.

Canadian telecommunications industry developments

BCE strategic review process - TELUS not making competing offer to acquire BCE

In mid-April 2007, Canada's largest telecommunications service provider BCE announced, under investor pressure, a strategic review process to enhance its shareholder value. Three consortia that included Canadian pension funds and U.S. private equity investors signed non-disclosure and standstill agreements to gain access to a BCE data room allowing them to potentially prepare an offer to BCE shareholders under a competitive auction process. On June 21, 2007, TELUS confirmed that it had entered into a mutual non-disclosure and standstill agreement and was pursuing non-exclusive discussions to acquire BCE based on a financial approach that would retain investment grade credit ratings. On June 26, the three consortia submitted bids to acquire BCE, while TELUS announced that inadequacies of BCE's bid process did not make it possible for TELUS to submit an offer as part of the strategic review process announced by BCE.

On June 30, BCE announced that it had entered into a definitive agreement for BCE to be acquired by a consortium led by Teachers Private Capital, a division of the Ontario Teachers Pension Plan. The BCE Board recommended that their common shareholders accept the offer at an all-cash price of $42.75 per common share. Other consortium members include Providence Equity Partners, Madison Dearborn Partners and the Toronto-Dominion Bank. This offer, if successful, is expected to entail high leverage at BCE with large amounts of non-investment grade debt being issued to finance the transaction.

TELUS in July continued its assessment of whether it should potentially make a competing offer for BCE. TELUS has concluded this assessment and it does not intend to submit a competing offer to acquire BCE.

TELUS a founding member of new independent complaints commission for consumers

On July 23, a new independent telecommunications complaints commission, known as the Commissioner for Complaints for Telecommunications Services (CCTS), was launched to help consumers and small businesses handle un-resolved service concerns. The CCTS was created in response to a request from the Minister of Industry to telecommunications companies to work together to establish and fund this independent agency. Founding members TELUS, Bell Aliant, Bell Canada, SaskTel, MTS Allstream, Rogers, Virgin Mobile, Cogeco, Videotron, and Vonage filed a joint proposal on the structure and mandate of the new organization with the CRTC (Canadian Radio-television and Telecommunications Commission) for its consideration. The CCTS is intended to assist customers where the normal complaint resolution process of member companies do not resolve their concerns.

Fort McMurray among one of first markets where residential phone service deregulated

On July 25, 2007, the CRTC announced that it had accepted TELUS' application for deregulation of local residential phone services in Fort McMurray, Alberta. TELUS has also applied for deregulation of local residential phone services in Greater Vancouver, Victoria, Edmonton, Calgary and Rimouski following the April 4, 2007 announcement by Industry Canada that telecommunications companies can apply for deregulation in communities where significant competition exists. TELUS later applied for deregulation of regulated business phone services in phone exchanges covering 78 per cent of business lines in B.C. and Alberta, and 52 per cent in eastern Quebec.

The new rules allow incumbent telecommunications carriers to apply to the CRTC for deregulation in any community where customers have a choice between service providers and where they meet specific quality of service measures for six months. The new rules state that local business services will be deregulated where there is a choice of at least two phone providers with their own network infrastructure. Deregulation for consumer services will occur where there is a choice of at least three service providers with their own network infrastructure, one of which can be a wireless provider.

Corporate developments

TELUS wins $200 million contract for Department of National Defence

Following a competitive bid process, the Department of Public Works and Government Services Canada selected TELUS to provide and manage telecommunications services for the Department of National Defence (DND). The five-year Global Defence Network Services contract is valued at an estimated $200 million.

TELUS will provide the DND managed telecommunications services including voice, data, video and IP solutions, at national and international locations.

Debt refinancing completed for $1.5 billion

In May 2007, TELUS entered into an unsecured commercial paper program, which is backstopped by a portion of its credit facility, enabling TELUS to issue commercial paper up to a maximum of $800 million (or U.S. dollar equivalent), to be used for general corporate purposes.

Using the proceeds generated by TELUS' $1 billion debt issue in March 2007 with a blended interest cost of approximately 4.8%, the commercial paper program and accounts receivable securitization, TELUS redeemed its publicly issued $1.5 billion (U.S. $1.17 billion) 7.5% Notes on June 1, 2007.

TELUS continues share repurchases

During the second quarter, TELUS continued to purchase shares under its Normal Course Issuer Bid (NCIB). These repurchases totaled approximately 2.7 million shares for a total outlay of $170 million. Since commencement in December 2004, TELUS has repurchased a total of 45.6 million shares for $2.14 billion under three NCIB programs, resulting in a 7.5% reduction in shares outstanding.

Contract with Closing the Gap Healthcare Group

TELUS signed a contract with Ontario's Closing the Gap Healthcare Group to implement the TELUS Community Care Management Solution (CCMS). The CCMS will allow the group's mobile care-givers to access patient records and test results over a secure connection to a laptop or PDA, and to instantly share critical information with other healthcare providers over the same connection.

TELUS has an exclusive partnership agreement with Healthphone, a New Zealand based software company, to implement and host their software solutions in Canada. CCMS is powered by Healthphone, Microsoft's global lead solution partner for long-term condition management.

Through this agreement, TELUS will implement the CCMS solution, host and manage the application, provide network connectivity and security support, provide 24x7 customer service and required hardware such as PDAs and mobile phones, as well as all infrastructure and servers.

TELUS garners award for Emergency Management Operating System

CATAAliance honoured the TELUS Emergency Management Operating System (EMOS) with its award for Outstanding Product Development in July, recognizing the system for excellence in technological engineering, innovation and leadership. EMOS is a secure web-based system that supports the mitigation, preparation for, response and recovery from emergencies. It gives governments and first responders access to real-time information on an online mapping system, allowing them to share critical information instantly. Part of the TELUS SafetyNet suite of products and services, EMOS has been used by the governments of British Columbia, Alberta and Saskatchewan.

TELUS speeds wireless up

TELUS implemented even faster speeds to its EVDO service with upgrades to EVDO Rev A. Now available in regions containing 60 per cent of the Canadian population, the upgrade enables upload speeds up to seven times faster than previous EVDO services, with typical upload speeds of 300 to 400 kilobits per second and maximum upload speeds of 1.8 megabits per second. TELUS has invested more than $100 million to bring customers the latest technology for Canada's fastest coast-to-coast wireless network.

International Blackberry

In June, TELUS introduced the BlackBerry 8830 World Edition smartphone, expanding the suite of TELUS wireless devices for the global traveler. The high speed wireless BlackBerry works on both the CDMA and GSM networks, keeping jet-setting clients connected to email and voice services. The 8830 is also the first BlackBerry from TELUS to support a music and video player as well as TELUS Navigator.

TELUS steps up music focus with sponsorship of Canadian Idol and launch of hot new music device

TELUS is returning as Canadian Idol's wireless sponsor for the second year. Through the sponsorship, TELUS customers get exclusive Idol content including downloads of songs performed by contestants using TELUS Mobile Music, ringtones, and videos of weekly performances.

In the quarter TELUS also made available the Samsung m620 mobile phone and music player. Featuring a slim dual faced form, one side is a mobile phone and the other is a stylish multimedia player with access to TELUS Mobile Music and TELUS Mobile Radio. To help Canadian Idol contestants communicate with friends and family and satisfy their craving for music, a Samsung m620 was given to each of the top 10 finalists.

AMP'd Mobile

In March 2007, AMP'd Mobile Canada Inc. launched its interactive and customized mobile entertainment, information and messaging services targeting the high value, young adult market segment in Canada. In early June, the U.S. based parent company AMP'd Mobile, Inc. entered bankruptcy proceedings. Certain costs related to the Canadian launch impacted our operating results. In addition a write down of our venture investment in the U.S. parent and other adjustments were incurred in the second quarter which are detailed in Section 4.2 of management's discussion and analysis. AMP'd Mobile sales have been discontinued in Canada. However, TELUS is reaffirming our commitment to AMP'd clients by ensuring that all voice and basic messaging services continue to function until we are able to contact subscribers to offer them a comparable or better package of voice and Spark multimedia services.

TELUS World Skins Game caddie auction

TELUS raised $220,000 for the Juvenile Diabetes Research Foundation with a charity caddie auction, long drive challenge, par 3 challenge and other activities at the June TELUS World Skins Game at Ontario's Raven Golf Club at Lora Bay. Five Canadian golf fans won the golfer's dream of caddying for a PGA star playing in the Skins game through the TELUS World Skins Game Charity Auction on eBay. Canadian fan favourite Stephen Ames upped the value of his charity caddie package by adding two practice round passes for the 2008 Masters golf tournament in Augusta, Georgia.

TELUS Victoria Community Board

TELUS launched an eighth community board in Victoria during the quarter. Part of a national program, the boards consist of community leaders and TELUS team members who are charged with building relationships with grassroots charities in their community and inviting them to apply for donations up to $20,000 in support of projects giving children a boost in life. The TELUS Victoria Community Board is chaired by Mel Cooper - a long-time B.C. broadcasting executive and recipient of the Order of Canada, Order of British Columbia, Lifetime Achievement Award and Entrepreneur of the Year honour.

TELUS recognized for corporate citizenry

This quarter, TELUS was recognized as a respected corporate citizen by two groups.

Nationally, TELUS was named one of the Best 50 Corporate Citizens in Canada by Corporate Knights, a Canadian-based organization specializing in corporate social responsibility. Corporate Knights compiles this list based on environment, social and governance indicators.

TELUS was also honoured as one of Alberta's Most Respected Corporations by Alberta Venture magazine as readers voted TELUS first in the 'Business

Services' category. They were asked to rate organizations in Alberta they deemed most respectable based on the following criteria: corporate performance, culture of innovation, corporate brand, human resources practices, environmental stewardship and community involvement.

Dividend Declaration

The Board of Directors declared a quarterly dividend of thirty-seven and a half cents ($0.375) per share on outstanding Common and Non-Voting Shares payable on October 1, 2007 to shareholders of record on the close of business on September 10, 2007. This represents a 36% increase from the twenty-seven and a half cent quarterly dividend paid in 2006.

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About TELUS

TELUS (TSX: T, T.A; NYSE: TU) is a leading national telecommunications company in Canada, with $8.9 billion of annual revenue and 10.9 million customer connections including 5.3 million wireless subscribers, 4.5 million wireline network access lines and 1.1 million Internet subscribers. TELUS provides a wide range of communications products and services including data, Internet protocol (IP), voice, entertainment and video. Committed to being Canada's premier corporate citizen, we give where we live. Since 2000, TELUS and our team members have contributed more than $91 million to charitable and non-profit organizations and volunteered more than 1.7 million hours of service to local communities. Eight TELUS Community Boards across Canada lead our local philanthropic initiatives. For more information about TELUS, please visit telus.com.

TELUS Corporation

interim consolidated statements of income (unaudited)

| Periods ended June 30 (millions except per share amounts) | Three months 2007 | Three months 2006 | Six months 2007 | Six months 2006 |
|---|---|---|---|---|
| | | (restated) | | (restated) |
| OPERATING REVENUES | $ 2,228.1 | $ 2,135.2 | $ 4,433.7 | $ 4,215.7 |
| OPERATING EXPENSES | | | | |
| Operations | 1,340.3 | 1,207.4 | 2,776.9 | 2,408.5 |
| Restructuring costs | 3.2 | 30.7 | 7.9 | 47.4 |
| Depreciation | 318.3 | 335.2 | 636.0 | 674.4 |
| Amortization of | | | | |

| | | | | |
|---|---|---|---|---|
| intangible assets | 72.5 | 46.9 | 122.1 | 110.8 |
| | 1,734.3 | 1,620.2 | 3,542.9 | 3,241.1 |
| OPERATING INCOME | 493.8 | 515.0 | 890.8 | 974.6 |
| Other expense, net | 18.5 | 9.6 | 22.3 | 13.9 |
| Financing costs | 127.2 | 127.5 | 244.8 | 254.5 |
| INCOME BEFORE INCOME TAXES AND NON-CONTROLLING INTEREST | 348.1 | 377.9 | 623.7 | 706.2 |
| Income taxes | 93.7 | 18.7 | 173.0 | 134.8 |
| Non-controlling interests | 1.3 | 2.6 | 2.8 | 4.7 |
| NET INCOME AND COMMON SHARE AND NON-VOTING SHARE INCOME | 253.1 | 356.6 | 447.9 | 566.7 |
| OTHER COMPREHENSIVE INCOME | | | | |
| Change in unrealized fair value of derivatives designated as cash flow hedges | 27.9 | - | 55.8 | - |
| Foreign currency translation adjustment arising from translating financial statements of self-sustaining foreign operations | (6.2) | 0.1 | (3.8) | 0.8 |
| Change in unrealized fair value of available-for-sale financial assets | (0.1) | - | (0.1) | - |
| | 21.6 | 0.1 | 51.9 | 0.8 |
| COMPREHENSIVE INCOME | $ 274.7 | $ 356.7 | $ 499.8 | $ 567.5 |
| NET INCOME PER COMMON SHARE AND NON-VOTING SHARE | | | | |
| - Basic | $ 0.76 | $ 1.03 | $ 1.34 | $ 1.63 |
| - Diluted | $ 0.75 | $ 1.02 | $ 1.32 | $ 1.62 |
| DIVIDENDS DECLARED PER COMMON SHARE AND NON-VOTING SHARE | $ 0.375 | $ 0.275 | $ 0.75 | $ 0.55 |
| TOTAL WEIGHTED AVERAGE COMMON SHARES AND NON-VOTING SHARES OUTSTANDING | | | | |
| - Basic | 333.5 | 344.9 | 335.3 | 347.1 |
| - Diluted | 336.9 | 348.5 | 338.3 | 350.6 |

TELUS Corporation

interim consolidated balance sheets (unaudited)

| As at (millions) | June 30, 2007 | December 31, 2006 |
|---|---|---|
| | | (adjusted) |

| | | |
|---|---|---|
| ASSETS | | |
| Current Assets | | |
| Cash and temporary investments, net | $ 2.2 | $ - |
| Short-term investments | 54.8 | 110.2 |
| Accounts receivable | 571.8 | 707.2 |
| Income and other taxes receivable | 99.2 | 95.4 |
| Inventories | 158.8 | 196.4 |
| Prepaid expenses and other | 291.7 | 195.3 |
| Current portion of derivative assets | 48.7 | 40.4 |
| | 1,227.2 | 1,344.9 |
| Capital Assets, Net | | |
| Property, plant, equipment and other | 7,296.7 | 7,466.5 |
| Intangible assets subject to amortization | 813.4 | 549.2 |
| Intangible assets with indefinite lives | 2,966.5 | 2,966.4 |
| | 11,076.6 | 10,982.1 |
| Other Assets | | |
| Deferred charges | 1,064.6 | 956.6 |
| Investments | 30.6 | 35.2 |
| Goodwill | 3,168.8 | 3,169.5 |
| | 4,264.0 | 4,161.3 |
| | $ 16,567.8 | $ 16,488.3 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current Liabilities | | |
| Cash and temporary investments, net | $ - | $ 11.5 |
| Accounts payable and accrued liabilities | 1,547.9 | 1,363.6 |
| Income and other taxes payable | 6.7 | 10.3 |
| Restructuring accounts payable and accrued liabilities | 28.8 | 53.1 |
| Advance billings and customer deposits | 609.4 | 606.3 |
| Current maturities of long-term debt | 6.4 | 1,433.5 |
| Current portion of derivative liabilities | 10.1 | 165.8 |
| Current portion of future income taxes | 258.1 | 137.2 |
| | 2,467.4 | 3,781.3 |
| Long-Term Debt | 4,800.5 | 3,474.7 |
| Other Long-Term Liabilities | 1,644.4 | 1,257.3 |
| Future Income Taxes | 1,018.6 | 1,023.3 |
| Non-Controlling Interests | 22.1 | 23.6 |
| Shareholders' Equity | 6,614.8 | 6,928.1 |
| | $ 16,567.8 | $ 16,488.3 |

TELUS Corporation

interim consolidated statements of cash flows

(unaudited)

| Periods ended June 30 (millions) | Three months 2007 | Three months 2006 | Six months 2007 | Six months 2006 |
|---|---|---|---|---|
| OPERATING ACTIVITIES | | | | |
| Net income | $ 253.1 | $ 356.6 | $ 447.9 | $ 566.7 |
| Adjustments to reconcile net income to cash provided by operating activities: | | | | |
| Depreciation and amortization | 390.8 | 382.1 | 758.1 | 785.2 |
| Future income taxes | 92.5 | 25.4 | 170.7 | 138.5 |
| Share-based compensation | (8.9) | 12.7 | 129.7 | 21.1 |
| Net employee defined benefit plans expense | (21.0) | (1.3) | (45.0) | (2.9) |
| Employer contributions to employee defined benefit plans | (14.7) | (45.0) | (48.6) | (75.5) |
| Restructuring costs, net of cash payments | (7.3) | 19.0 | (24.3) | 3.4 |
| Amortization of deferred gains on sale-leaseback of buildings, amortization of deferred charges and other, net | 4.3 | (7.3) | (4.8) | 8.6 |
| Net change in non-cash working capital | 373.1 | 70.8 | 138.8 | 41.0 |
| Cash provided by operating activities | 1,061.9 | 813.0 | 1,522.5 | 1,486.1 |
| INVESTING ACTIVITIES | | | | |
| Capital expenditures | (481.8) | (458.8) | (863.7) | (779.3) |
| Acquisitions | - | (19.5) | - | (19.5) |
| Proceeds from the sale of property and other assets | 1.3 | 0.6 | 1.3 | 8.0 |
| Change in non-current materials and supplies, purchase of investments and other | 2.7 | (8.4) | (7.7) | (11.4) |
| Cash used by investing activities | (477.8) | (486.1) | (870.1) | (802.2) |
| FINANCING ACTIVITIES | | | | |
| Common Shares and Non-Voting Shares issued | 0.2 | 12.5 | 0.6 | 45.7 |
| Dividends to shareholders | (125.0) | (94.8) | (250.9) | (190.7) |
| Purchase of Common Shares and Non-Voting Shares for cancellation | (169.5) | (249.4) | (370.2) | (481.0) |
| Long-term debt issued | 993.8 | 662.2 | 2,091.6 | 842.8 |
| Redemptions and repayment of long-term debt | (1,811.1) | (362.5) | (2,104.6) | (615.5) |
| Partial repayment of deferred hedging liability | - | (309.4) | - | (309.4) |

| | | | | |
|---|---|---|---|---|
| Dividends paid by a subsidiary to non-controlling interests | (4.3) | (3.0) | (4.3) | (3.0) |
| Other | - | - | (0.9) | - |
| Cash provided (used) by financing activities | (1,115.9) | (344.4) | (638.7) | (711.1) |
| CASH POSITION | | | | |
| Increase (decrease) in cash and temporary investments, net | (531.8) | (17.5) | 13.7 | (27.2) |
| Cash and temporary investments, net, beginning of period | 534.0 | (1.1) | (11.5) | 8.6 |
| Cash and temporary investments, net, end of period | $ 2.2 | $ (18.6) | $ 2.2 | $ (18.6) |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOWS | | | | |
| Interest (paid) | $ (218.5) | $ (271.5) | $ (242.1) | $ (284.6) |
| Interest received | $ 5.6 | $ 0.8 | $ 7.5 | $ 23.3 |
| Income taxes (inclusive of Investment Tax Credits) (paid) received, net | $ (3.6) | $ (0.7) | $ 2.6 | $ 95.0 |

TELUS Corporation

segmented information (unaudited)

| Three-month periods ended June 30 (millions) | Wireline | | Wireless | |
|---|---|---|---|---|
| | 2007 | 2006 | 2007 | 2006 |
| Operating revenues | | | | |
| External revenue | $ 1,180.1 | $ 1,189.9 | $ 1,048.0 | $ 945.3 |
| Intersegment revenue | 28.7 | 24.8 | 6.7 | 5.2 |
| | 1,208.8 | 1,214.7 | 1,054.7 | 950.5 |
| Operating expenses | | | | |
| Operations expense | 772.1 | 728.6 | 603.6 | 508.8 |
| Restructuring costs | 2.8 | 29.8 | 0.4 | 0.9 |
| | 774.9 | 758.4 | 604.0 | 509.7 |
| EBITDA(1) | $ 433.9 | $ 456.3 | $ 450.7 | $ 440.8 |
| CAPEX(2) | $ 308.7 | $ 311.4 | $ 173.1 | $ 147.4 |
| EBITDA less CAPEX | $ 125.2 | $ 144.9 | $ 277.6 | $ 293.4 |

| | | | | |
|---|---|---|---|---|
| Operating expenses (as adjusted)(3) | | | | |
| Operations expense (as adjusted)(3) | 772.1 | 728.6 | 601.8 | 508.8 |
| Restructuring costs | 2.8 | 29.8 | 0.4 | 0.9 |
| | 774.9 | 758.4 | 602.2 | 509.7 |
| EBITDA (as adjusted)(3) | $ 433.9 | $ 456.3 | $ 452.5 | $ 440.8 |
| CAPEX(2) | $ 308.7 | $ 311.4 | $ 173.1 | $ 147.4 |
| EBITDA (as adjusted) less CAPEX | $ 125.2 | $ 144.9 | $ 279.4 | $ 293.4 |

| Three-month periods ended June 30 (millions) | Eliminations 2007 | Eliminations 2006 | Consolidated 2007 | Consolidated 2006 |
|---|---|---|---|---|
| Operating revenues | | | | |
| External revenue | $ - | $ - | $ 2,228.1 | $ 2,135.2 |
| Intersegment revenue | (35.4) | (30.0) | - | - |
| | (35.4) | (30.0) | 2,228.1 | 2,135.2 |
| Operating expenses | | | | |
| Operations expense | (35.4) | (30.0) | 1,340.3 | 1,207.4 |
| Restructuring costs | - | - | 3.2 | 30.7 |
| | (35.4) | (30.0) | 1,343.5 | 1,238.1 |
| EBITDA(1) | $ - | $ - | $ 884.6 | $ 897.1 |
| CAPEX(2) | $ - | $ - | $ 481.8 | $ 458.8 |
| EBITDA less CAPEX | $ - | $ - | $ 402.8 | $ 438.3 |
| Operating expenses (as adjusted)(3) | | | | |
| Operations expense (as adjusted)(3) | (35.4) | (30.0) | 1,338.5 | 1,207.4 |
| Restructuring costs | - | - | 3.2 | 30.7 |
| | (35.4) | (30.0) | 1,341.7 | 1,238.1 |
| EBITDA (as adjusted)(3) | $ - | $ - | $ 886.4 | $ 897.1 |
| CAPEX(2) | $ - | $ - | $ 481.8 | $ 458.8 |
| EBITDA (as adjusted) less CAPEX | $ - | $ - | $ 404.6 | $ 438.3 |

| | 2007 | 2006 |
|---|---|---|
| EBITDA (as adjusted) (from above) | $ 886.4 | $ 897.1 |
| Incremental charge(3) | 1.8 | - |
| EBITDA (from above) | 884.6 | 897.1 |
| Depreciation | 318.3 | 335.2 |

| | | |
|---|---|---|
| Amortization | 72.5 | 46.9 |
| Operating income | 493.8 | 515.0 |
| Other expense, net | 18.5 | 9.6 |
| Financing costs | 127.2 | 127.5 |
| Income before income taxes and non-controlling interests | 348.1 | 377.9 |
| Income taxes | 93.7 | 18.7 |
| Non-controlling interests | 1.3 | 2.6 |
| Net income | $ 253.1 | $ 356.6 |

TELUS Corporation

segmented information (unaudited)

| Six-month periods ended June 30 (millions) | Wireline 2007 | Wireline 2006 | Wireless 2007 | Wireless 2006 |
|---|---|---|---|---|
| Operating revenues | | | | |
| External revenue | $ 2,385.7 | $ 2,388.5 | $ 2,048.0 | $ 1,827.2 |
| Intersegment revenue | 53.8 | 48.3 | 13.0 | 11.1 |
| | 2,439.5 | 2,436.8 | 2,061.0 | 1,838.3 |
| Operating expenses | | | | |
| Operations expense | 1,677.5 | 1,469.0 | 1,166.2 | 998.9 |
| Restructuring costs | 7.2 | 44.7 | 0.7 | 2.7 |
| | 1,684.7 | 1,513.7 | 1,166.9 | 1,001.6 |
| EBITDA(1) | $ 754.8 | $ 923.1 | $ 894.1 | $ 836.7 |
| CAPEX(2) | $ 579.4 | $ 570.4 | $ 284.3 | $ 208.9 |
| EBITDA less CAPEX | $ 175.4 | $ 352.7 | $ 609.8 | $ 627.8 |
| Operating expenses (as adjusted)(3) | | | | |
| Operations expense (as adjusted)(3) | 1,524.4 | 1,469.0 | 1,144.0 | 998.9 |
| Restructuring costs | 7.2 | 44.7 | 0.7 | 2.7 |
| | 1,531.6 | 1,513.7 | 1,144.7 | 1,001.6 |
| EBITDA (as adjusted)(3) | $ 907.9 | $ 923.1 | $ 916.3 | $ 836.7 |
| CAPEX(2) | $ 579.4 | $ 570.4 | $ 284.3 | $ 208.9 |
| EBITDA (as adjusted) less CAPEX | $ 328.5 | $ 352.7 | $ 632.0 | $ 627.8 |

| Six-month periods ended June 30 (millions) | Eliminations 2007 | Eliminations 2006 | Consolidated 2007 | Consolidated 2006 |
|---|---|---|---|---|
| Operating revenues | | | | |
| External revenue | $ - | $ - | $ 4,433.7 | $ 4,215.7 |
| Intersegment revenue | (66.8) | (59.4) | - | - |
| | (66.8) | (59.4) | 4,433.7 | 4,215.7 |
| Operating expenses | | | | |
| Operations expense | (66.8) | (59.4) | 2,776.9 | 2,408.5 |
| Restructuring costs | - | - | 7.9 | 47.4 |
| | (66.8) | (59.4) | 2,784.8 | 2,455.9 |
| EBITDA(1) | $ - | $ - | $ 1,648.9 | $ 1,759.8 |
| CAPEX(2) | $ - | $ - | $ 863.7 | $ 779.3 |
| EBITDA less CAPEX | $ - | $ - | $ 785.2 | $ 980.5 |
| Operating expenses (as adjusted)(3) | | | | |
| Operations expense (as adjusted)(3) | (66.8) | (59.4) | 2,601.6 | 2,408.5 |
| Restructuring costs | - | - | 7.9 | 47.4 |
| | (66.8) | (59.4) | 2,609.5 | 2,455.9 |
| EBITDA (as adjusted)(3) | $ - | $ - | $ 1,824.2 | $ 1,759.8 |
| CAPEX(2) | $ - | $ - | $ 863.7 | $ 779.3 |
| EBITDA (as adjusted) less CAPEX | $ - | $ - | $ 960.5 | $ 980.5 |

| | 2007 | 2006 |
|---|---|---|
| EBITDA (as adjusted) (from above) | $ 1,824.2 | $ 1,759.8 |
| Incremental charge(3) | 175.3 | - |
| EBITDA (from above) | 1,648.9 | 1,759.8 |
| Depreciation | 636.0 | 674.4 |
| Amortization | 122.1 | 110.8 |
| Operating income | 890.8 | 974.6 |
| Other expense, net | 22.3 | 13.9 |
| Financing costs | 244.8 | 254.5 |
| Income before income taxes and non-controlling interests | 623.7 | 706.2 |
| Income taxes | 173.0 | 134.8 |
| Non-controlling interests | 2.8 | 4.7 |
| Net income | $ 447.9 | $ 566.7 |

Caution regarding forward-looking statements

================================================================================

This report and Management's discussion and analysis contain statements about expected future events and financial and operating results of TELUS Corporation (TELUS or the Company) that are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that predictions, assumptions (see below) and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause actual future results, conditions, actions or events to differ materially from financial and operating targets, expectations, estimates or intentions expressed in the forward-looking statements.

Assumptions for 2007 guidance purposes include: economic growth consistent with recent provincial and national estimates by the Conference Board of Canada, including 2007 real GDP (gross domestic product) growth of approximately 2.5% in Canada; increased wireline competition in both business and consumer markets, particularly from cable-TV and voice over Internet Protocol (VoIP) companies; forbearance for local retail wireline services in major urban incumbent markets by the second half of 2007; no further price cap mandated consumer price reductions; a wireless industry market penetration gain of 4.5 to five percentage points; restructuring expenses not to exceed $35 million; statutory tax rate of 33 to 34%; a discount rate of 5.0% and an expected long-term average return of 7.25% for pension accounting, unchanged from 2006; average shares outstanding of 330 to 335 million; and no prospective significant acquisitions or divestitures. Earnings per share (EPS), cash balances, net debt and common equity may be affected by the potential purchases of up to 24 million TELUS shares over a 12-month period under the normal course issuer bid that commenced December 20, 2006.

Factors that could cause actual results to differ materially include but are not limited to: competition; economic growth and fluctuations (including pension performance, funding and expenses); capital expenditure levels (including possible spectrum asset purchases); financing and debt requirements (including share repurchases); tax matters (including acceleration or deferral of required payments of significant amounts of cash taxes); human resource developments (including possible labour disruptions); technology (including reliance on systems and information technology); regulatory developments (including local forbearance, wireless number portability, the timing, rules, process and cost of future spectrum auctions, and possible changes to foreign ownership restrictions); process risks (including internal reorganizations, conversion of legacy systems and billing system integrations); health, safety and environmental developments; litigation and legal matters; business continuity events (including manmade and natural threats); any prospective acquisitions or divestitures; and other risk factors discussed herein and listed from time to time in TELUS' public disclosure documents including its annual report, annual information form, and other filings with securities commissions in Canada (at www.sedar.com) and filings in the United States including Form 40-F (on EDGAR at www.sec.gov).

For further information, see Section 10: Risks and risk management of TELUS' 2006 annual and 2007 first quarter Management's discussion and analyses, as well as updates reported in Section 10 of this document.

Management's discussion and analysis

August 1, 2007

The following is a discussion of the consolidated financial condition and results of operations of TELUS Corporation for the three-month and six-month periods ended June 30, 2007 and 2006, and should be read together with TELUS' interim Consolidated financial statements. This discussion contains forward-looking information that is qualified by reference to, and should be read together with, the discussion regarding forward-looking statements above.

TELUS' interim Consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles (GAAP), which differ in certain respects from U.S. GAAP. See Note 19 to the interim Consolidated financial statements for a summary of the principal differences between Canadian and U.S. GAAP as they relate to TELUS. The interim Consolidated financial statements and Management's discussion and analysis were reviewed by TELUS' Audit Committee and approved by TELUS' Board of Directors. All amounts are in Canadian dollars unless otherwise specified.

TELUS has issued guidance on and reports on certain non-GAAP measures that are used by management to evaluate performance of business units, segments and the Company. In addition, non-GAAP measures are used in measuring compliance with debt covenants and are used to manage the capital structure. Because non-GAAP measures do not have a standardized meaning, securities regulations require that non-GAAP measures be clearly defined and qualified, and reconciled with their nearest GAAP measure. For the readers' reference, the definition, calculation and reconciliation of consolidated non-GAAP measures is provided in Section 11: Reconciliation of non-GAAP measures and definition of key operating indicators.

Management's discussion and analysis contents

| | |
|---|---|
| 9. Annual guidance for 2007 | TELUS' revised annual guidance for 2007 |
| 10. Risks and risk management | An update of risks and uncertainties facing TELUS and how it manages these risks |
| 11. Reconciliation of non-GAAP measures and definition of key operating indicators | A description, calculation and reconciliation of certain measures used by management |

## 1. Introduction and performance summary

### 1.1 Materiality for disclosures

Management determines whether or not information is material based on whether it believes a reasonable investor's decision to buy, sell or hold securities in the Company would likely be influenced or changed if the information were omitted or misstated.

### 1.2 Canadian telecommunications industry developments

In mid-April 2007, Canada's largest telecommunications service provider BCE Inc. announced a strategic review process. Three consortia that included Canadian pension funds and U.S. private equity investors signed non-disclosure and standstill agreements to gain access to a BCE data room in order to enable them to potentially prepare an offer to BCE shareholders under a competitive auction process. On June 21, 2007, TELUS confirmed that it had entered into a mutual non-disclosure and standstill agreement and was pursuing non-exclusive discussions to acquire BCE. On June 26, the three consortia submitted bids to acquire BCE, while TELUS announced that inadequacies in BCE's bid process did not make it possible for TELUS to submit an offer as part of the strategic review process announced by BCE. On June 30, BCE announced that it had entered into a definitive agreement for BCE to be acquired by a consortium led by Teachers Private Capital, a division of the Ontario Teachers Pension Plan. The BCE Board recommended that their common shareholders accept the offer at an all-cash price of $42.75 per common share. Other consortium members include Providence Equity Partners Inc. and Madison Dearborn Partners, LLC. TELUS in July continued its assessment of whether it should potentially make a competing offer for BCE. TELUS has concluded this assessment and it does not intend to submit a competing offer to acquire BCE. See Caution regarding forward-looking statements.

In July 2007, the Minister of Industry and the Minister of Finance announced the creation of a Competition Review Panel to review Canadian competition and investment legislation: the Competition Act and the Investment Canada Act. The Panel will report to the Minister of Industry by June 30, 2008. Implications for the telecommunications industry include possible change to, or removal of, the effective 47% restriction on foreign ownership for the telecom sector. See Section 10.1 Regulatory - Foreign ownership restrictions.

On July 23, a new independent telecommunications complaints commission, known as the Commissioner for Complaints for Telecommunications Services (CCTS), was launched to help consumers and small businesses handle un-resolved service concerns. The CCTS was created in response to a request from the Minister of Industry to telecommunications companies to work together to establish and fund this independent agency. Founding members TELUS, Bell Aliant, Bell Canada, SaskTel, MTS Allstream, Rogers, Virgin Mobile, Cogeco, Videotron, and Vonage filed a joint proposal for the structure and mandate of the new organization with the CRTC (Canadian Radio-television and Telecommunications Commission) for its consideration. The CCTS is intended to assist where the normal complaint resolution process of member companies do not resolve concerns.

1.3 Consolidated highlights

| ($ millions, except shares, per share amounts, subscribers and ratios) | Quarters ended June 30 2007 | 2006 | Change | Six-month periods ended June 30 2007 | 2006 | Change |
|---|---|---|---|---|---|---|
| Consolidated statements of income | | | | | | |
| Operating revenues | 2,228.1 | 2,135.2 | 4.4 % | 4,433.7 | 4,215.7 | 5.2 % |
| Operating income | 493.8 | 515.0 | (4.1)% | 890.8 | 974.6 | (8.6)% |
| Net-cash settlement feature expense(1) | 1.8 | - | - | 175.3 | - | - |
| Operating income (as adjusted) | 495.6 | 515.0 | (3.8)% | 1,066.1 | 974.6 | 9.4 % |
| Income before income taxes | 348.1 | 377.9 | (7.9)% | 623.7 | 706.2 | (11.7)% |
| Net-cash settlement feature expense | 1.8 | - | - | 175.3 | - | - |
| Income before income taxes (as adjusted) | 349.9 | 377.9 | (7.4)% | 799.0 | 706.2 | 13.1 % |
| Net income | 253.1 | 356.6 | (29.0)% | 447.9 | 566.7 | (21.0)% |
| Net-cash settlement feature expense, after tax | 1.3 | - | - | 109.0 | - | - |
| Net income (as adjusted) | 254.4 | 356.6 | (28.7)% | 556.9 | 566.7 | (1.7)% |
| Earnings per share, basic ($) | 0.76 | 1.03 | (26.2)% | 1.34 | 1.63 | (17.8)% |
| Net-cash settlement feature per share | - | - | - | 0.33 | - | - |
| Earnings per share, basic (as adjusted) (2) ($) | 0.76 | 1.03 | (26.2)% | 1.67 | 1.63 | 2.5 % |
| Earnings per share, diluted ($) | 0.75 | 1.02 | (26.5)% | 1.32 | 1.62 | (18.5)% |
| Cash dividends declared per share ($) | 0.375 | 0.275 | 36.4 % | 0.75 | 0.55 | 36.4 % |
| Consolidated statements of cash flows | | | | | | |
| Cash provided by operating activities | 1,061.9 | 813.0 | 30.6 % | 1,522.5 | 1,486.1 | 2.4 % |

| | | | | | | |
|---|---|---|---|---|---|---|
| Cash used by investing activities | 477.8 | 486.1 | (1.7)% | 870.1 | 802.2 | 8.5 % |
| Capital expenditures | 481.8 | 458.8 | 5.0 % | 863.7 | 779.3 | 10.8 % |
| Cash used by financing activities | 1,115.9 | 344.4 | n.m. | 638.7 | 711.1 | (10.2)% |
| Subscribers and other measures | | | | | | |
| Subscriber connections(3) (thousands) at June 30 | 10,885 | 10,404 | 4.6 % | | | |
| EBITDA(4) | 884.6 | 897.1 | (1.4)% | 1,648.9 | 1,759.8 | (6.3)% |
| Net-cash settlement feature expense | 1.8 | - | - | 175.3 | - | - |
| EBITDA (as adjusted)(4) | 886.4 | 897.1 | (1.2)% | 1,824.2 | 1,759.8 | 3.7 % |
| Free cash flow(5) | 161.7 | 191.0 | (15.3)% | 642.5 | 826.6 | (22.3)% |
| Debt and payout ratios | | | | | | |
| Net debt to total capitalization ratio (%)(6) | 48.0 | 47.8 | 0.2 pts | | | |
| Net debt to EBITDA - excluding restructuring(6) | 1.8 | 1.8 | - | | | |
| Dividend payout ratio (%)(7) | 50 | 46 | 4 pts | | | |

TELUS' annual guidance for 2007, described in Section 9 of its 2007 first quarter Management's discussion and analysis included the expectation that a non-cash charge of approximately $180 million would be recorded in Operations expense as a result of introducing a net-cash settlement feature for share option awards granted prior to 2005. For the six-month period ended June 30, 2007, $175.3 million in respect of this charge was recorded in Operations expense ($109.0 million after-tax impact in Net income or 33 cents per share).

Highlights for the second quarter and first six months of 2007, as discussed in Section 5: Results from operations, include the following:

- Subscriber connections increased by 481,000 during the 12-month period ended June 30, 2007. The number of wireless subscribers grew by 11.3% to 5.27 million, the number of Internet subscribers grew by 8.3% to 1.135 million and the number of network access lines decreased by 3.1% to 4.48 million.

- Operating revenues increased by $92.9 million and $218.0 million, respectively, in the second quarter and first six months of 2007, when compared to the same periods in 2006 due primarily to growth in wireless network revenues and wireline data revenues, which more than offset declines in long distance revenue.

- Operating income decreased by $21.2 million and $83.8 million, respectively, in the second quarter and first six months of 2007 when compared with the same periods in 2006. When adjusted to exclude the net-cash settlement feature expense recorded in 2007, Operating income decreased by $19.4 million in the second quarter and increased by $91.5 million in the first six months. In the second quarter, growth in wireless EBITDA (as adjusted) and a lower depreciation expense were more than offset by lower wireline EBITDA (as adjusted) and higher amortization expense for a wireline billing and client care system put into service in March. For the six-month period, increased wireless EBITDA (as adjusted) and lower net depreciation and amortization expense exceeded erosion in wireline EBITDA (as adjusted).

- Income before income taxes decreased by $29.8 million and $82.5 million, respectively, in the second quarter and first six months of 2007 when compared with the same periods in 2006. Excluding the effect of the net-cash settlement feature, Income before income taxes decreased by $28.0 million and increased by $92.8 million, respectively, as a result of changes in adjusted operating income and a second quarter 2007 equity investment write-off, partly offset in the six-month period by lower financing costs.

- Net income included favourable tax-related adjustments of approximately $10 million or three cents per share in the second quarter of 2007 and approximately $14 million or four cents per share in the first six months of 2007. This compares with favourable tax adjustments of approximately $118 million or 34 cents per share in the second quarter of 2006 and $115 million or 33 cents per share in the first six months of 2006.

- Net income and EPS for the second quarter of 2007 decreased by $103.5 million and 27 cents, respectively, when compared to the same period in 2006. Similarly, Net income and EPS for the first six months of 2007 decreased by $118.8 million and 29 cents, respectively, when compared to the same period in 2006. Excluding the effect of the net-cash settlement feature for first six months of 2007, Net income (as adjusted) decreased by $9.8 million while EPS - basic (as adjusted) increased by four cents.

- The average number of shares outstanding during second quarter and first half of 2007 were approximately 3% lower than in 2006 due to share repurchase programs and a lower number of shares issued because of the net-cash settlement feature for options.

Highlights for the second quarter and first half of 2007, as discussed in Section 7: Liquidity and capital resources, include the following:

- Cash provided by operating activities increased by $248.9 million and $36.4 million, respectively, in the second quarter and first six months of 2007, when compared to the same periods in 2006. Contributing to the increase was reduced interest paid. Proceeds from securitized accounts receivable increased by a net $350 million during the second quarter of 2007, compared with an increase of $135 million during the second quarter of 2006 for a comparative increase in operating cash flow of $215 million.

- Cash used by investing activities decreased by $8.3 million in the second quarter of 2007 and increased by $67.9 million in the first six months of 2007, when compared to the same periods in 2006. The decrease in the second quarter was due mainly to an acquisition in 2006. Otherwise, investing activities increased because of higher capital expenditures to support new enterprise customers in Central

Canada as well as network sustainment, continued enhancement of digital wireless capacity and coverage, and strategic investments in high-speed EVDO (evolution data optimized) wireless network technology.

- On May 15, 2007, TELUS' entered into an unsecured commercial paper program, which is backstopped by a portion of its credit facility, enabling it to issue commercial paper up to a maximum aggregate of $800 million (or U.S. dollar equivalent), to be used for general corporate purposes.

- Cash used by financing activities increased by $771.5 million in the second quarter of 2007 and decreased by $72.4 million in the first six months of 2007, when compared to the same periods in 2006. The increase in the second quarter included the June 1, 2007 repayment of $1,483.3 million (U.S. $1,166.5 million) for 7.50% Notes that matured, partly offset by the net issue of $663.5 million of commercial paper. The decrease for the six-month period included a lower amount used to repurchase shares under the normal course issuer bid (NCIB), net of increased dividend payments.

- Free cash flow decreased by $29.3 million and $184.1 million, respectively, in the second quarter and first six months of 2007, when compared to the same periods in 2006. The decrease for the second quarter was caused by lower EBITDA net of restructuring and share-based compensation payments, and higher capital expenditures partly offset by lower interest payments. The decrease for the first six months of 2007 was caused by lower EBITDA net of restructuring payments, higher capital expenditures, and lower recoveries of cash taxes, partly offset by shared-based compensation expense in excess of payments and lower interest payments.

- Net debt to total capitalization of 48% at June 30, 2007 continued to be in the long-term target range of 45 to 50%.

- Net debt to EBITDA of 1.8 continued to be in the long-term target range of 1.5 to 2.0 times.

- The dividend payout ratio of 50%, measured as the annualized dividend declared in the second quarter divided by earnings per share for the 12-month trailing period, was at the guideline midpoint of 45 to 55% of net sustainable earnings; favourable tax-related adjustments for the trailing 12 months nearly offset the unfavourable impact of introducing the net cash settlement feature in 2007.

## 2. Core business, vision and strategy

The following discussion is qualified in its entirety by the Caution regarding forward-looking statements at the beginning of Management's discussion and analysis. It is also qualified by Section 10: Risks and risk management of TELUS' 2006 annual and 2007 first quarter Management's discussions and analyses, as well as updates reported in Section 10 of this document.

TELUS' core business, vision and strategy were detailed in its 2006 Management's discussion and analysis. Recent activities supporting, and events affecting, the Company's six strategic imperatives include the following:

### Building national capabilities across data, IP, voice and wireless

In May, TELUS announced in that it expects to invest $23 million in Quebec by the fall of 2007 to expand and upgrade wireless 1X digital network coverage in up to 30 additional communities, as well as enhance existing digital coverage in the greater Montreal and Quebec City areas where TELUS network traffic continues to increase. Through the expansion, 30 new communities will have access to the full suite of TELUS Spark(TM) mobile services that includes entertainment, information, messaging, downloadable music, ringtones and games.

In July, TELUS announced the availability of faster speeds on its wireless high-speed EVDO network in B.C., Alberta and Quebec. The EVDO network was upgraded to the next generation, Rev A, which has typical download speeds of 450 to 800 kilobits per second (with a maximum possible speed of 3.1 megabits per second) and typical upload speeds of 300 to 400 kilobits per second (with a maximum possible speed of 1.8 megabits per second). The speed increase helps improve the experience of streaming services and sharing of large data files such as pictures. TELUS wireless high speed services are available in areas of British Columbia, Alberta, Winnipeg, Ontario and Quebec, reaching more than 60 per cent of Canadians. When traveling in the United States, TELUS customers can roam onto EVDO Rev A networks in 242 major metropolitan areas. TELUS has a variety of EVDO Rev A-capable devices available now and more are expected. These products operate throughout the full EVDO coverage area and are backward compatible with the 1X data network, which offers coverage to 94 per cent of Canadians, when outside the EVDO coverage area.

The Company enhanced wireless international roaming for its business and consumer customers with the June launch of the BlackBerry 8830 World Edition smartphone. TELUS also expanded its global roaming services so that users of the new BlackBerry can access voice and data services internationally using GSM-based networks. In North America, coverage is provided on CDMA-based 1X and high-speed EVDO networks.

In July, TELUS launched its first Ethernet to the suite (ETTS) building - the Melville - a 42-story multi-dwelling unit tower in Vancouver. ETTS leverages the latest technology to deliver greater bandwidth and higher speeds to customers. Melville residents will have access to high-speed Internet at up to 25 Mbps (five to seven faster than average) and the opportunity to leverage the full suite of Future Friendly(R) Home products and services.

Focusing relentlessly on the growth markets of data, IP and wireless

TELUS was selected this quarter by the Department of Public Works and Government Services Canada through a competitive bid process to provide and manage the telecommunications services for the Department of National Defence (DND), including national and international locations. TELUS will provide managed telecommunications services including voice, data, video and IP solutions. The advanced telecommunications framework supports DND's goals of accessing a cost-effective infrastructure that supports their current requirements and, at the same time, provides a secure IP backbone for new services and solutions.This contract value is estimated at $200 million over five years.

In addition, TELUS is providing the Government of Alberta with the latest multimedia technology for some 73 courtrooms in the new Calgary Courts Centre. TELUS will design, supply, install and maintain technology to provide digital recording, video-conferencing, remote witness facilitation, electronic annotation, and remote management, which is expected to improve safety and efficiency in the justice system.

The Company was also selected to provide the TELUS Community Care Management Solution (CCMS) to Ontario-based Closing the Gap Healthcare Group. CCMS is an electronic health record and patient management system that makes patient data available to community, home care and long-term care providers, wherever their jobs take them. TELUS will implement, host and manage application software from New Zealand-based Healthphone, as well as provide network connectivity and security support, "24x7" customer service and required hardware such as personal digital assistants, mobile phones, infrastructure and servers.

Building integrated solutions that differentiate TELUS from its competitors

TELUS has introduced a number of new services in 2007. One new solution is TELUS Fleet Tracking Bundle for small businesses, which allows companies to efficiently track their mobile assets in real-time using global positioning system (GPS) technology. The bundle includes a TELUS wireless data plan, Fleet Complete GPS software from Complete Innovations and a GPS modem professionally installed by TELUS dealers or retailer Best Buy.

Another new service is a new wireless tool for Canadian financial institutions, TELUS Mobile Customer Self Service(TM). The service provides two- way interaction between financial institutions and their customers, enabling secure banking transactions that include actionable alerts (such as questionable account activity or transaction approvals), on-demand access to account information and no-hold customer service via text messaging.

Partnering, acquiring and divesting to accelerate the implementation of TELUS' strategy and focus TELUS' resources on core business

In March 2007, AMP'D Mobile Canada Inc. launched its interactive and customized mobile entertainment, information and messaging services targeting the high value, young adult (ages 18 to 35) market segment in Canada. In early June, the U.S. based parent company AMP'D Mobile, Inc. entered bankruptcy proceedings in the U.S. As a result, AMP'D Mobile sales have been discontinued in Canada. See Section 4.2 for financial impacts on TELUS results.

## 3. Key performance drivers

The following discussion is qualified in its entirety by the Caution regarding forward-looking statements at the beginning of Management's discussion and analysis. It is also qualified by Section 10: Risks and risk management of TELUS' 2006 annual and 2007 first quarter Management's discussions and analyses, as well as updates reported in Section 10 of this document.

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2007 corporate priorities across wireline and wireless

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Advancing TELUS' leadership position in the consumer market

- Combining TELUS' suite of data applications with deregulated heritage services
- Attaining best-in-class customer loyalty and growth through unparalleled customer experiences
- Achieving customer addition targets by expanding distribution channels and addressing key market segments with new service offerings.

Advancing TELUS' leadership position in the business market

- Progressing further in key industry verticals with specific applications that provide non-price-based differentiation
- Leveraging wireless number portability to expand TELUS' business market share in Central Canada
- Focusing on small business customer loyalty and growth with innovative solutions.

Advancing TELUS' leadership position in the wholesale market

- Growing in domestic and international markets through recognition that TELUS is Canada's IP leader

- Achieving excellence in customer service to support local forbearance in key incumbent markets
- Expanding the Company's markets, channels and products by focusing on strategic relationships with TELUS' partners.

Driving TELUS' technology evolution and improvements in productivity and service excellence

- Implementing technology roadmaps for Future Friendly Home and wireless service offerings that simplify TELUS' product portfolio and improve service development and execution
- Rolling out consolidated customer care systems to replace multiple legacy systems in Alberta and B.C.
- Accelerating customer service delivery dates.

Strengthening the spirit of the TELUS team and brand, and developing the best talent in the global communications industry

- Growing TELUS' business ownership culture with a team philosophy of "our business, our customers, our team, my responsibility" thereby attracting, developing and retaining great talent
- Leading the way in corporate social responsibility as TELUS strives to be Canada's premier corporate citizen.

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## 4. Capability to deliver results

The following discussion is qualified in its entirety by the Caution regarding forward-looking statements at the beginning of Management's discussion and analysis.

### 4.1 Principal markets addressed and competitors

The principal markets addressed and competitors have not changed significantly from those described in TELUS' annual 2006 Management's discussion and analysis. Early indications are that implementing wireless number portability (WNP) in March 2007 has been a net contributing factor to increased subscriber loading (inbound porting exceeded outbound porting), but has also contributed to increased wireless customer retention costs (8.2% of network revenue in the second quarter of 2007 compared to 6.2% of network revenue in the same period in 2006) and increased subscriber churn (1.45% in the second quarter of 2007 compared to 1.30% in the same period in 2006).

### 4.2 Operational capabilities

#### Regulation

Following the April 2007, Federal Government Order-in-Council that varied the conditions for forbearance from regulation of local services, TELUS filed forbearance applications for residential local services in Victoria, Vancouver, Calgary, Edmonton and Rimouski. TELUS later applied for deregulation of regulated business phone services in phone exchanges covering 78 per cent of business lines in B.C. and Alberta, and 52 per cent in eastern Quebec. The CRTC granted forbearance for residential services in Fort McMurray on July 25, with additional rulings expected for Victoria, Vancouver, Calgary and Edmonton by early August. Forbearance was previously received for Fort McMurray, contingent on meeting competitor quality-of-service measures, which are now met. For further discussion, see Section 10.1 Regulatory.

#### Development of a new billing and client care system in the wireline segment

In late-March 2007, the Company converted more than one million wireline customers in Alberta to a new billing and client care system. The expected customer service and cost benefits of this project include streamlined and standardized processes and the elimination over time of multiple legacy information systems. During the second quarter of 2007, the transition from pilot to full scale implementation resulted in initial system difficulties that reduced order processing capability, which caused increased installation backlogs and higher than expected costs such as extra call centre resources in order to maintain service levels. The critical billing function performed as expected and at this time the backlogs have been significantly reduced and call centre operations are expected to return to normal levels. See Section 10.3 Process risks.

Transition to the new system reduced Wireline EBITDA by approximately $29 million in the second quarter of 2007, including $16 million of costs primarily related to additional temporary labour to perform system fixes and maintain service levels, as well as a one-time reduction of $13 million in long distance revenue. The one-time revenue reduction resulted from system enhancements, which provided management with better data for estimating earned, but unbilled revenue.

AMP'D Mobile Canada

In early June, the U.S. based parent company AMP'D Mobile, Inc. entered bankruptcy proceedings in the U.S. As a result, AMP'D Mobile sales have been discontinued in Canada. TELUS' interim Consolidated financial statements for June 30, 2007 include a pre-tax write-off of its $11.8 million equity investment in AMP'D Mobile, Inc. (reflected in Other expense, net) as well as pre-tax adjustments of approximately $5 million for accelerated depreciation and approximately $2 million in Operations expense.

## 4.3 Liquidity and capital resources

### Capital structure financial policies (Note 3 of the interim Consolidated financial statements)

The Company monitors capital on a number of bases, including: net debt to total capitalization; net debt to EBITDA - excluding restructuring costs; and dividend payout ratio of sustainable net earnings. For further discussion and specific guidelines, see Section 7.4 Liquidity and capital resource measures. TELUS' 2007 financing plan was described in Section 9.3 of its 2006 Management's discussion and analysis. Progress against the financing plan is outlined below.

| TELUS' 2007 financing plan and results |
| --- |
| Repurchase TELUS Common Shares and TELUS Non-Voting Shares under the normal course issuer bid (NCIB) |
| During the second quarter of 2007, a total of 2.7 million Common and Non-Voting Shares were repurchased for cancellation for an outlay of $169.5 million. From December 20, 2004 to June 30, 2007, TELUS repurchased a total of 45.6 million Common and Non-Voting Shares for $2.14 billion under three NCIB programs. See Section 7.3 Cash used by financing activities. |
| Pay dividends |
| The dividend declared in the second quarter of 2007, payable on July 1, was 37.5 cents per share, an increase of 36.4% from the dividend declared in the second quarter of 2006. |

Use proceeds from securitized receivables and bank facilities, as needed, to supplement free cash flow and meet other cash requirements

During the second quarter of 2007, the balance of proceeds from securitized accounts receivable increased from $150 million to $550 million on May 31, and was later reduced to $500 million at June 30. The proceeds were used for general corporate purposes including repayment of U.S. $1,166.5 million 7.50% Notes that matured June 1.

Maintain a minimum $1 billion in unutilized liquidity

TELUS had approximately $1.3 billion of available liquidity from unutilized credit facilities at June 30, 2007. See Section 7.5 Credit facilities.

Maintain position of fully hedging foreign exchange exposure for indebtedness

Maintained for the 8.00% U.S. dollar Notes due 2011, the one remaining foreign currency-denominated debt issue.

Give consideration to refinancing all or a portion of U.S. dollar Notes in advance of its June 1, 2007 scheduled maturity

In March 2007, the Company publicly issued $300 million 4.50%, Series CC, 2012 Canadian dollar Notes and $700 million 4.95%, Series CD, 2017 Canadian dollar Notes. Proceeds from these debt issues, combined with a second quarter commercial paper issue of $663.5 million and the second quarter increase in proceeds from securitized accounts receivable, were used for general corporate purposes and repayment of $1,483.3 million for the June 1 maturity of U.S. $1,166.5 million, 7.50% Notes.

Preserve access to the capital markets at a reasonable cost by maintaining investment grade credit ratings and targeting improved credit ratings in the range of BBB+ to A-, or the equivalent, in the future

At June 30, 2007, investment grade credit ratings from the four rating agencies that cover TELUS were in the desired range. Three of four credit rating agencies placed their outlooks under review on June 21, 2007, when TELUS announced that it was in non-exclusive discussions to acquire BCE. See Section 7.7 Credit Ratings.

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## 4.4 Changes in internal control over financial reporting

There were no changes in internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## 5. Results from operations

### 5.1 General

The Company has two reportable segments: wireline and wireless. Segmentation is based on similarities in technology, the technical expertise required to deliver the products and services, the distribution channels used and regulatory treatment. Intersegment sales are recorded at the exchange value. Segmented information is regularly reported to the Company's Chief Executive Officer (the chief operating decision-maker). See Note 5 of the interim Consolidated financial statements.

5.2 Quarterly results summary

| ($ in millions, except per share amounts) | 2007 Q2 | 2007 Q1 | 2006 Q4 | 2006 Q3 |
|---|---|---|---|---|
| Segmented revenue (external) | | | | |
| Wireline segment | 1,180.1 | 1,205.6 | 1,234.3 | 1,200.3 |
| Wireless segment | 1,048.0 | 1,000.0 | 1,020.3 | 1,010.4 |
| Operating revenues (consolidated) | 2,228.1 | 2,205.6 | 2,254.6 | 2,210.7 |
| Operations expense | 1,340.3 | 1,436.6 | 1,368.6 | 1,245.8 |
| Restructuring costs | 3.2 | 4.7 | 7.9 | 12.5 |
| EBITDA(1) | 884.6 | 764.3 | 878.1 | 952.4 |
| Depreciation | 318.3 | 317.7 | 353.2 | 325.8 |
| Amortization of intangible assets | 72.5 | 49.6 | 53.9 | 57.5 |
| Operating income | 493.8 | 397.0 | 471.0 | 569.1 |
| Other expense (income) | 18.5 | 3.8 | 10.1 | 4.0 |
| Financing costs | 127.2 | 117.6 | 133.6 | 116.6 |
| Income before income taxes and non-controlling interest | 348.1 | 275.6 | 327.3 | 448.5 |
| Income taxes | 93.7 | 79.3 | 89.7 | 126.5 |
| Non-controlling interests | 1.3 | 1.5 | 1.4 | 2.4 |
| Net income | 253.1 | 194.8 | 236.2 | 319.6 |
| Net income per Common Share and Non-Voting Share | | | | |
| - basic | 0.76 | 0.58 | 0.70 | 0.94 |
| - diluted | 0.75 | 0.57 | 0.69 | 0.92 |
| Dividends declared per Common Share and Non-Voting Share | 0.375 | 0.375 | 0.375 | 0.275 |

| ($ in millions, except per share amounts) | 2006 Q2 | 2006 Q1 | 2005 Q4 | 2005 Q3 |
|---|---|---|---|---|
| Segmented revenue (external) | | | | |
| Wireline segment | 1,189.9 | 1,198.6 | 1,209.9 | 1,198.6 |
| Wireless segment | 945.3 | 881.9 | 876.8 | 864.2 |
| Operating revenues (consolidated) | 2,135.2 | 2,080.5 | 2,086.7 | 2,062.8 |
| Operations expense | 1,207.4 | 1,201.1 | 1,316.8 | 1,221.5 |
| Restructuring costs | 30.7 | 16.7 | 35.5 | 1.6 |
| EBITDA(1) | 897.1 | 862.7 | 734.4 | 839.7 |
| Depreciation | 335.2 | 339.2 | 346.2 | 335.6 |
| Amortization of intangible assets | 46.9 | 63.9 | 67.0 | 73.6 |
| Operating income | 515.0 | 459.6 | 321.2 | 430.5 |
| Other expense (income) | 9.6 | 4.3 | 9.3 | 7.1 |
| Financing costs | 127.5 | 127.0 | 171.7 | 144.8 |

| | | | | |
|---|---|---|---|---|
| Income before income taxes and non-controlling interest | 377.9 | 328.3 | 140.2 | 278.6 |
| Income taxes | 18.7 | 116.1 | 58.8 | 86.9 |
| Non-controlling interests | 2.6 | 2.1 | 2.9 | 1.6 |
| Net income | 356.6 | 210.1 | 78.5 | 190.1 |
| Net income per Common Share and Non-Voting Share | | | | |
| - basic | 1.03 | 0.60 | 0.22 | 0.53 |
| - diluted | 1.02 | 0.60 | 0.22 | 0.53 |
| Dividends declared per Common Share and Non-Voting Share | 0.275 | 0.275 | 0.275 | 0.20 |

The consolidated revenue trend continues to reflect strong growth in wireless revenues generated from an increasing subscriber base and increasing average revenue per subscriber unit (ARPU). ARPU growth was due to increasing provision and adoption of wireless data services, which more than offset the declining voice component of ARPU. The consolidated revenue trend also reflected growth in wireline segment data revenue, while wireline voice local and long distance revenues continue to decrease due to substitution by wireless and Internet services, as well as competition from VoIP competitors and resellers.

Historically, there is significant fourth quarter seasonality with higher wireless subscriber additions and related acquisition costs and equipment sales, resulting in lower wireless EBITDA. The seasonality affects, to a lesser extent, the wireline high-speed Internet subscriber additions and related costs.

Operations expenses in the first and second quarter of 2007 included non-cash charges of $173.5 million and $1.8 million, respectively, for introducing a net-cash settlement feature for share option awards, as described earlier. Operations expenses in third and fourth quarter of 2005 were affected by temporary net labour disruption expenses of approximately $65 million and $52 million, respectively. Restructuring costs varied by quarter, depending on the progress of ongoing initiatives underway.

The downward trend in depreciation expense was interrupted by a fourth quarter 2006 provision of approximately $17 million to align estimated useful lives for TELUS Quebec assets, resulting from integration of financial systems. The downward trend in Amortization of intangible assets was reversed in the second quarter 2007 with approximately $18 million of additional amortization for a major new wireline billing and client care system being put into service in March. Amortization expenses in the second and fourth quarters of 2006 and the first quarter of 2007 were reduced by approximately $12 million, $5 million and $5 million, respectively, for investment tax credits relating to assets capitalized in prior years that are now fully amortized, following a determination of eligibility by a government tax authority.

Within Financing costs shown in the table above, interest expenses trended lower except for the following items: (i) interest expense in respect of a court decision in a lawsuit related to a 1997 BC TEL bond redemption matter (including $7.8 million in the fourth quarter of 2006); and (ii) a charge of $33.5 million in the fourth quarter of 2005 for early redemption of $1.578 billion of Notes. The early redemption of Notes on December 1, 2005, contributed to lower financing costs in the first half of 2006. Financing costs are net of varying amounts of interest income.

The generally upward trend in Net income and earnings per share reflect the items noted above as well as adjustments arising from legislated income tax changes and tax reassessments for prior years, including any related interest on reassessments.

| Tax-related adjustments ($ in millions, except EPS amounts) | 2007 Q2 | 2007 Q1 | 2006 Q4 | 2006 Q3 |
|---|---|---|---|---|
| Approximate Net income impact | 10 | 4 | 20 | 30 |
| Approximate EPS impact | 0.03 | 0.01 | 0.06 | 0.09 |
| Approximate basic EPS excluding tax-related impacts | 0.73 | 0.57 | 0.64 | 0.85 |

| Tax-related adjustments ($ in millions, except EPS amounts) | 2006 Q2 | 2006 Q1 | 2005 Q4 | 2005 Q3 |
|---|---|---|---|---|
| Approximate Net income impact | 118 | (3) | (3) | 17 |
| Approximate EPS impact | 0.34 | (0.01) | (0.01) | 0.05 |
| Approximate basic EPS excluding tax-related impacts | 0.69 | 0.61 | 0.23 | 0.48 |

5.3 Consolidated results from operations

| ($ in millions except EBITDA margin in % and Employees) | Quarters ended June 30 | | | Six-month periods ended June 30 | | |
|---|---|---|---|---|---|---|
| | 2007 | 2006 | Change | 2007 | 2006 | Change |
| Operating revenues | 2,228.1 | 2,135.2 | 4.4 % | 4,433.7 | 4,215.7 | 5.2 % |
| Operations expense | 1,340.3 | 1,207.4 | 11.0 % | 2,776.9 | 2,408.5 | 15.3 % |
| Restructuring costs | 3.2 | 30.7 | (89.6)% | 7.9 | 47.4 | (83.3)% |
| EBITDA(1) | 884.6 | 897.1 | (1.4)% | 1,648.9 | 1,759.8 | (6.3)% |
| Depreciation | 318.3 | 335.2 | (5.0)% | 636.0 | 674.4 | (5.7)% |
| Amortization of intangible assets | 72.5 | 46.9 | 54.6 % | 122.1 | 110.8 | 10.2 % |
| Operating income | 493.8 | 515.0 | (4.1)% | 890.8 | 974.6 | (8.6)% |
| Operations expense (as adjusted)(2) | 1,338.5 | 1,207.4 | 10.9 % | 2,601.6 | 2,408.5 | 8.0 % |
| EBITDA (as adjusted)(2) | 886.4 | 897.1 | (1.2)% | 1,824.2 | 1,759.8 | 3.7 % |
| Operating income (as adjusted)(2) | 495.6 | 515.0 | (3.8)% | 1,066.1 | 974.6 | 9.4 % |
| EBITDA margin(3) | 39.7 | 42.0 | (2.3)pts | 37.2 | 41.7 | (4.5)pts |
| EBITDA margin (as adjusted)(4) | 39.8 | 42.0 | (2.2)pts | 41.1 | 41.7 | (0.6)pts |

| | | | |
|---|---|---|---|
| Full-time equivalent employees at end of period | 32,362 | 29,157 | 11.0 % |

The following discussion is for the consolidated results of TELUS. Further detail by segment is provided for Operating revenues, Operations expense, Restructuring costs, EBITDA and Capital expenditures in Section 5.4 Wireline segment results, Section 5.5 Wireless segment results and Section 7.2 Cash used by investing activities - capital expenditures.

Operating revenues

Consolidated Operating revenues increased by $92.9 million and $218.0 million, respectively, in the second quarter and first six months of 2007 when compared to the same periods in 2006. Wireless revenue and wireline data revenues continue to exceed erosion in wireline voice local and long distance revenues. In the second quarter of 2007, a one-time reduction of about $13 million in long distance revenues resulted from billing system enhancements, which provided management with better data for estimating earned, but unbilled revenue.

Operations expense

Consolidated Operations expense increased by $132.9 million and $368.4 million, respectively, in the second quarter and first six months of 2007 when compared to the same periods in 2006. The increases include non-cash charges for introducing a net-cash settlement feature for share option awards granted before 2005. Operations expense adjusted to exclude these non-cash charges increased by $131.1 million and $193.1 million, respectively, primarily to support the 11.3% year-over-year growth in the wireless subscriber base and growth in wireless network revenue. In addition, expenses in the wireline segment increased primarily due to billing system conversion costs and external labour costs to improve service levels. TELUS' net defined benefit pension plan expense decreased by approximately $22 million and $44 million, respectively, due primarily to favourable returns on plan assets in 2006.

The number of employees increased to support the wireline segment's provision of outsourcing services to TELUS' customers, including human resources outsourcing services and international call centre services, and to support the growing wireless segment subscriber base. The number of full-time equivalent employees providing outsourcing services to the Company's customers increased by about 1,049 at June 30, 2007 when compared to one year earlier, while elsewhere in the wireline segment the increase was 1,185 including temporary call centre staff to support billing system conversion. In the wireless segment, the number of full-time equivalent employees increased by 971 over the same period.

Restructuring costs

Restructuring costs decreased by $27.5 million and $39.5 million in the second quarter and first six months of 2007, respectively, when compared to the same periods in 2006. Restructuring expenses in 2007 were in respect of several smaller efficiency initiatives. The Company's estimate of restructuring costs for the full year of 2007, which arises from its competitive efficiency program, are not expected to exceed $35 million.

EBITDA

EBITDA decreased by $12.5 million and $110.9 million in the second quarter and first six months of 2007, respectively, when compared to the same periods in 2006. EBITDA adjusted to exclude the net-cash settlement feature expenses decreased by $10.7 million in the second quarter and increased by $64.4 million in the first six months. Wireline EBITDA (as adjusted) decreased by $22.4 million and $15.2 million, respectively, due to second quarter implementation impacts of a new wireline billing and client care system, including about $13 million in reduced long distance revenues and $16 million in conversion costs. Wireless segment EBITDA (as adjusted) increased by $11.7 million and $79.6 million, respectively, due to strong revenue growth partially offset by the increased cost of acquisition (COA) related to the higher gross subscriber additions, higher retention spend related to the implementation of wireless number portability, and to a lesser extent, higher operations costs to support subscriber growth.

Depreciation and amortization expenses

Depreciation decreased by $16.9 million and $38.4 million in the second quarter and first six months of 2007, respectively, when compared to the same periods in 2006 primarily due to adjustments in the 2006 periods, partly offset by write-downs in 2007 for certain network equipment and accelerated depreciation of approximately $5 million for assets related to AMP'D Mobile Canada services. Depreciation expense adjustments in 2006 included a reduction in the estimated useful service lives for computer servers and furniture as well as write-offs of certain other network assets.

Amortization of intangible assets increased by $25.6 million and $11.3 million in the second quarter and first six months of 2007, respectively, when compared to the same periods in 2006. The increase was mainly due to approximately $18 million of additional expense for putting a new wireline billing and client care system into service in March 2007, partly offset by other intangible assets becoming fully amortized. In addition, amortization expenses were reduced by approximately $5 million for the first six-months of 2007 and reduced by approximately $12 million in the second quarter and first six months of 2006 to recognize investment tax credits relating to assets capitalized in prior years that are now fully amortized, following determination of eligibility by a government tax authority.

Operating income

Operating income decreased by $21.2 million and $83.8 million in the second quarter and first six months of 2007, respectively, when compared to the same periods in 2006. When adjusted to exclude the net-cash settlement feature expense recorded in 2007, Operating income decreased by $19.4 million in the second quarter and increased by $91.5 million in the first six months. The decrease in the second quarter was caused mainly by lower wireline adjusted EBITDA and a higher amortization expense. The increase for the six-month period was due mainly to improved wireless adjusted EBITDA and lower net depreciation and amortization expenses.

Other income statement items

| Other expense, net ($ millions) | Quarters ended June 30 2007 | 2006 | Change | Six-month periods ended June 30 2007 | 2006 | Change |
|---|---|---|---|---|---|---|
| | 18.5 | 9.6 | 92.7 % | 22.3 | 13.9 | 60.4 % |

Other expense in the second quarter of 2007 included an equity investment write-off of $11.8 million for AMP'D Mobile Inc. Accounts receivable securitization expenses of $5.0 million and $8.1 million, respectively, in the second quarter and first six months of 2007, did not change significantly from same periods in 2006 (see Section 7.6 Accounts receivable sale).

| Financing costs ($ millions) | Quarters ended June 30 2007 | 2006 | Change | Six-month periods ended June 30 2007 | 2006 | Change |
|---|---|---|---|---|---|---|
| Interest on long-term debt, short-term obligations and other | 126.8 | 125.5 | 1.0 % | 246.1 | 252.5 | (2.5)% |
| Foreign exchange losses (gains) | 5.7 | 3.7 | 54.1 % | 7.6 | 4.8 | 58.3 % |
| Interest income | (5.3) | (1.7) | n.m. | (8.9) | (2.8) | n.m. |
| | 127.2 | 127.5 | (0.2)% | 244.8 | 254.5 | (3.8)% |

Interest expenses increased by $1.3 million in the second quarter when compared with same period in 2006 primarily due to a higher average debt balance from the March bond issue and commercial paper issue ahead of the June 1 repayment of maturing debt. This more than offset the positive impact of a slightly lower effective interest rate. The $6.4 million decrease in interest expenses for the first six months of 2007 when compared with same period in 2006 was mainly due to an adjustment for application of the effective rate method for issue costs as required under CICA Handbook Section 3855 (recognition and measurement of financial instruments). In March 2007, forward starting interest rate swaps were terminated and prepaid interest of approximately $10 million was deferred and is being amortized over 10 years, which is the term of the new debt.

The Company's net debt, as calculated in Section 11.4, was $6,240 million at June 30, 2007, down slightly from $6,275 million one year earlier.

Interest income increased by $3.6 million and $6.1 million, respectively, in the second quarter and first six months of 2007 when compared with the same periods in 2006, due primarily to interest earned on short-term investments in 2007.

| Income taxes ($ millions) | Quarters ended June 30 2007 | 2006 | Change | Six-month periods ended June 30 2007 | 2006 | Change |
|---|---|---|---|---|---|---|
| Blended federal and provincial statutory income tax based on net | | | | | | |

| | | | | | | |
|---|---|---|---|---|---|---|
| income before tax | 116.9 | 125.8 | (7.1)% | 209.2 | 237.3 | (11.8)% |
| Revaluation of future income tax liability | (24.2) | (107.0) | 77.4 % | (27.9) | (107.0) | 73.9 % |
| Share option award compensation | 1.2 | 1.6 | (25.0)% | (6.5) | 3.1 | n.m. |
| Other | (0.2) | (1.7) | 88.2 % | (1.8) | 1.4 | n.m. |
| | 93.7 | 18.7 | n.m. | 173.0 | 134.8 | 28.3 % |
| Blended federal and provincial statutory tax rates (%) | 33.6 | 33.3 | 0.3 pts | 33.5 | 33.6 | (0.1)pts |
| Effective tax rates (%) | 26.9 | 4.9 | 22.0 pts | 27.7 | 19.1 | 8.6 pts |

The decrease in the blended federal and provincial statutory income tax expense in the second quarter and first six months of 2007, when compared with the same periods in 2006, relates primarily to the decreases in income before taxes of 7.9% and 11.7%, respectively. Revaluation of the future income tax liability in the second quarter of 2007 arose from further reductions to future federal income tax rates as well as future tax rates being applied to temporary differences. The effective tax rates in 2006 were lower due to revaluation of future income tax liabilities because of enacted changes in federal tax rates in the second quarter of 2006.

Based on the assumption of the continuation of the rate of TELUS earnings, the existing legal entity structure, and no substantive changes to tax regulations, the Company expects to be able to substantially utilize its non-capital losses before the end of 2007. The Company's assessment is that the risk of expiry of such non-capital losses is remote. Under the existing legal entity structure, TELUS currently expects cash tax payments to be minimal in 2007, increasing in 2008, with substantial cash tax payments in 2009. The blended federal and provincial statutory tax rate for 2007 is expected to be approximately 33 to 34%.

| Non-controlling interests ($ millions) | Quarters ended June 30 | | | Six-month periods ended June 30 | | |
|---|---|---|---|---|---|---|
| | 2007 | 2006 | Change | 2007 | 2006 | Change |
| | 1.3 | 2.6 | (50.0)% | 2.8 | 4.7 | (40.4)% |

Non-controlling interests represents minority shareholders' interests in several small subsidiaries.

Comprehensive income

As discussed in Section 8.2 Accounting policy developments, commencing with the 2007 fiscal year, the Company adopted the recommendations of the Canadian Institute of Chartered Accountants (CICA) for accounting for comprehensive income (CICA Handbook Section 1530). Currently, the concept of comprehensive income for purposes of Canadian GAAP, in the Company's specific instance, is primarily to include changes in shareholders' equity arising from unrealized changes in the fair values of financial instruments (see Section 7.8). The calculation of earnings per share is based on Net income and Common

Share and Non-Voting Share income, as required by GAAP.

5.4 Wireline segment results

| Operating revenues - wireline segment ($ millions) | Quarters ended June 30 2007 | 2006 | Change | Six-month periods ended June 30 2007 | 2006 | Change |
|---|---|---|---|---|---|---|
| Voice local(1) | 515.6 | 523.3 | (1.5)% | 1,047.7 | 1,058.9 | (1.1)% |
| Voice long distance(2) | 167.7 | 205.7 | (18.5)% | 355.3 | 413.5 | (14.1)% |
| Data(3) | 434.6 | 403.1 | 7.8 % | 859.4 | 796.7 | 7.9 % |
| Other | 62.2 | 57.8 | 7.6 % | 123.3 | 119.4 | 3.3 % |
| External operating revenue | 1,180.1 | 1,189.9 | (0.8)% | 2,385.7 | 2,388.5 | (0.1)% |
| Intersegment revenue | 28.7 | 24.8 | 15.7 % | 53.8 | 48.3 | 11.4 % |
| Total operating revenues | 1,208.8 | 1,214.7 | (0.5)% | 2,439.5 | 2,436.8 | 0.1 % |

| Network access lines (000s) | As at June 30 2007 | 2006 | Change |
|---|---|---|---|
| Residential network access lines | 2,685 | 2,848 | (5.7)% |
| Business network access lines | 1,793 | 1,771 | 1.2 % |
| Total network access lines(1) | 4,478 | 4,619 | (3.1)% |

| (000s) | Quarters ended June 30 2007 | 2006 | Change | Six-month periods ended June 30 2007 | 2006 | Change |
|---|---|---|---|---|---|---|
| Change in residential network access lines | (56) | (52) | (7.7)% | (90) | (80) | (12.5)% |
| Change in business network access lines | 8 | 8 | - % | 20 | 8 | 150.0 % |
| Change in total network access lines | (48) | (44) | (9.1)% | (70) | (72) | 2.8 % |

| Internet subscribers (000s) | As at June 30 2007 | 2006 | Change |
|---|---|---|---|
| High-speed Internet subscribers | 962.7 | 830.9 | 15.9 % |
| Dial-up Internet subscribers | 172.2 | 216.8 | (20.6)% |
| Total Internet subscribers(1) | 1,134.9 | 1,047.7 | 8.3 % |

| (000s) | Quarters ended June 30 2007 | 2006 | Change | Six-month periods ended June 30 2007 | 2006 | Change |
|---|---|---|---|---|---|---|
| High-speed Internet net additions | 13.9 | 29.2 | (52.4)% | 46.0 | 67.8 | (32.2)% |
| Dial-up Internet net reductions | (9.4) | (11.0) | 14.5 % | (21.9) | (19.3) | (13.5)% |
| Total Internet subscriber net additions | 4.5 | 18.2 | (75.3)% | 24.1 | 48.5 | (50.3)% |

Revenues in the Wireline segment decreased by $5.9 million in the second quarter and increased by $2.7 million in the first six months of 2007, when compared with the same periods in 2006.

- Voice local revenue decreased by $7.7 million and $11.2 million, respectively, in the second quarter and first six months of 2007, when compared with the same periods in 2006. The decrease was due primarily to lower revenues from basic access and optional enhanced services arising from increased competition for residential subscribers offset in part by growth in business local services and price increases allowed under regulation. For the first six months of 2007, this was partly offset by first quarter recoveries of approximately $14.5 million from the price cap deferral account, which offset unfavourable mandated retroactive rate adjustments for basic data revenue pursuant to two recent CRTC (Canadian Radio-television and Telecommunications Commission) decisions and included recovery of previously incurred amounts associated with mandated local number portability and start-up costs.

  Residential line losses include the effect of increased competition from resellers and VoIP competitors (including cable-TV companies, which have expanded their geographic coverage and introduced lower-priced telephony services), as well as technological substitution to wireless services. To a lesser degree, residential second lines decreased from migration of dial-up Internet subscribers to high-speed Internet service. The net increase in business lines was experienced in the Ontario and Quebec urban non-incumbent areas.

- Voice long distance revenues decreased by $38.0 million and $58.2 million, respectively, in the second quarter and first six months of 2007, when compared with the same periods in 2006 due primarily to lower average per-minute rates (due to industry-wide price competition) and lower business minute volumes, partly offset by increased consumer minute volumes. In addition, a one-time reduction of about $13 million was recorded in the second quarter of 2007 as a result of system enhancements, which provided management with better data for estimating earned, but unbilled revenue.

- Wireline segment data revenues increased by $31.5 million and $62.7 million, respectively, in the second quarter and first six months of 2007, when compared with the same periods in 2006. This growth was primarily due to increased Internet, enhanced data and hosting service revenues from growth in business services and high-speed Internet subscribers. High-speed Internet subscriber net additions were lower than one year earlier, reflecting competitive markets and the impact by the new billing and client care system, which temporarily reduced the Company's order processing capability in the second quarter. Monthly rates for high-speed Internet services were raised by one dollar per month in the second quarter of 2006 for those customers not on rate protection plans, which contributed to an overall increase in average revenue per subscriber. Managed data revenues from the provision of business process outsourcing services to customers also increased.

  Pursuant to CRTC Decision 2007-6 (relating to digital network access link charges) and CRTC Decision 2007-10 (relating to basic service extension feature charges), retroactive rate reductions totalling approximately $11 million in basic data services revenues the first quarter of 2007. Data revenue for the first six months of 2007 grew by approximately $74 million or 9.3% once adjusted to exclude the impact of these two mandated retroactive competitor price reductions.

- Other revenue increased by approximately $4 million for both the second quarter and first six months of 2007 when compared with the same periods in 2006. The increase was due mainly to a reduction in the provision for quality-of-service rate rebates (see Section 10.1 Regulatory - Quality-of-service rebate program), partly offset by lower voice equipment sales.

- Intersegment revenue represents services provided by the wireline segment to the wireless segment. These revenues are eliminated upon consolidation together with the associated expense in the wireless segment.

| Operating expenses - wireline segment ($ millions, except employees) | Quarters ended June 30 | | | Six-month periods ended June 30 | | |
|---|---|---|---|---|---|---|
| | 2007 | 2006 | Change | 2007 | 2006 | Change |
| Salaries, benefits and other employee-related costs, before net-cash settlement feature | 428.0 | 417.0 | 2.6 % | 856.9 | 830.2 | 3.2 % |
| Net-cash settlement | | | | | | |

| | | | | | | |
|---|---|---|---|---|---|---|
| feature expense | - | - | - | 153.1 | - | - |
| Other operations expenses | 344.1 | 311.6 | 10.4 % | 667.5 | 638.8 | 4.5 % |
| Operations expense | 772.1 | 728.6 | 6.0 % | 1,677.5 | 1,469.0 | 14.2 % |
| Restructuring costs | 2.8 | 29.8 | (90.6)% | 7.2 | 44.7 | (83.9)% |
| Total operating expenses | 774.9 | 758.4 | 2.2 % | 1,684.7 | 1,513.7 | 11.3 % |
| Operations expense (as adjusted)(1) | 772.1 | 728.6 | 6.0 % | 1,524.4 | 1,469.0 | 3.8 % |
| Total operating expenses (as adjusted)(1) | 774.9 | 758.4 | 2.2 % | 1,531.6 | 1,513.7 | 1.2 % |
| Full-time equivalent employees, end of period(2) | 24,786 | 22,552 | 9.9 % | | | |

Total Wireline operating expenses increased by $16.5 million and $171.0 million, respectively, in the second quarter and first six months of 2007, when compared with the same periods in 2006. Expenses in the second quarter included approximately $16 million of additional costs related to the March billing and client care system conversion (of which approximately $5 million was recorded in salaries and benefits for customer contact centres and $11 million was recorded in other operations expenses primarily for external labour costs), as well as $2 million in preparation costs for expected flooding in British Columbia.

Operations expense:

- Salaries, benefits and employee-related expenses increased by $11.0 million and $26.7 million, respectively, in the second quarter and first six months of 2007, when compared with the same periods in 2006. The increase was mainly due to scheduled compensation increases and increased staffing, partly offset by a lower defined benefit pension plan expense.

- A non-cash charge of $153.1 million was recorded in the first quarter of 2007 as a result of introducing a net-cash settlement feature for share option awards granted prior to 2005.

- Other operations expenses increased by $32.5 million and $28.7 million, respectively, in the second quarter and first six months of 2007, when compared with the same periods in 2006. Approximately half of the increase in the second quarter was due to higher external labour costs for billing/client care system support, installation/repair activity to improve service levels, and flood preparation costs. The remaining second quarter increases was due to network facility costs from higher customer demand, increased cost of sales as well as inflationary increases. The increase for the six-month period also included external labour costs to help clear backlogs caused by severe winter weather on the west coast early in 2007, partly offset by: (i) increased capitalization of labour related to the higher capital expenditure activity in 2007; (ii) lower transit and termination charges due to lower per-minute rates partly offset by higher outbound minute volumes; and (iii) lower expenses arising from CRTC decisions on basic service extension features and network access link charges.

Restructuring costs in 2007 were for several small efficiency initiatives and decreased by $27.0 million and $37.5 million, respectively, in the second quarter and first six months of 2007, when compared with the same periods in 2006.

| EBITDA ($ millions) and EBITDA margin (%) wireline segment | Quarters ended June 30 | | | Six-month periods ended June 30 | | |
|---|---|---|---|---|---|---|
| | 2007 | 2006 | Change | 2007 | 2006 | Change |
| EBITDA | 433.9 | 456.3 | (4.9)% | 754.8 | 923.1 | (18.2)% |
| EBITDA (as adjusted)(1) | 433.9 | 456.3 | (4.9)% | 907.9 | 923.1 | (1.6)% |
| EBITDA margin | 35.9 | 37.6 | (1.7)pts | 30.9 | 37.9 | (7.0)pts |
| EBITDA margin (as adjusted) | 35.9 | 37.6 | (1.7)pts | 37.2 | 37.9 | (0.7)pts |

Wireline EBITDA decreased by $22.4 million and $168.3 million, respectively, in the second quarter and first six months of 2007, when compared with the same periods in 2006, while Wireline EBITDA (as adjusted) decreased by $22.4 million and $15.2 million, respectively. The decrease to adjusted EBITDA resulted mainly from second quarter billing system conversion impacts of about $29 million, including increased expenses of $16 million and a one-time long distance revenue reduction of $13 million. In addition, increased labour costs to deal with weather-related backlogs were approximately $2 million in the second quarter of 2007 and approximately $4 million in the first six months of 2007.

## 5.5 Wireless segment results

| Operating revenues - wireless segment ($ millions) | Quarters ended June 30 | | | Six-month periods ended June 30 | | |
|---|---|---|---|---|---|---|
| | 2007 | 2006 | Change | 2007 | 2006 | Change |
| Network revenue | 989.8 | 884.0 | 12.0 % | 1,934.3 | 1,708.7 | 13.2 % |
| Equipment revenue | 58.2 | 61.3 | (5.1)% | 113.7 | 118.5 | (4.1)% |
| External operating revenue | 1,048.0 | 945.3 | 10.9 % | 2,048.0 | 1,827.2 | 12.1 % |
| Intersegment revenue | 6.7 | 5.2 | 28.8 % | 13.0 | 11.1 | 17.1 % |
| Total operating revenues | 1,054.7 | 950.5 | 11.0 % | 2,061.0 | 1,838.3 | 12.1 % |

| Key operating indicators - wireless segment (000s) | As at June 30 2007 | 2006 | Change |
|---|---|---|---|
| Subscribers - postpaid(1) | 4,236.0 | 3,840.5 | 10.3 % |
| Subscribers - prepaid | 1,036.0 | 896.6 | 15.5 % |
| Subscribers - total(2) | 5,272.0 | 4,737.1 | 11.3 % |
| Digital POPs(3) covered including roaming/resale (millions)(4) | 31.5 | 31.0 | 1.6 % |

| | Quarters ended June 30 | | | Six-month periods ended June 30 | | |
|---|---|---|---|---|---|---|
| | 2007 | 2006 | Change | 2007 | 2006 | Change |
| Subscriber gross additions - postpaid | 219.2 | 205.7 | 6.6 % | 392.5 | 385.4 | 1.8 % |
| Subscriber gross additions - prepaid | 134.8 | 100.9 | 33.6 % | 257.5 | 196.0 | 31.4 % |
| Subscriber gross additions - total | 354.0 | 306.6 | 15.5 % | 650.0 | 581.4 | 11.8 % |
| Subscriber net additions - postpaid | 99.2 | 103.3 | (4.0)% | 160.0 | 173.7 | (7.9)% |
| Subscriber net additions - prepaid | 29.0 | 20.6 | 40.8 % | 58.7 | 42.7 | 37.5 % |
| Subscriber net additions - total | 128.2 | 123.9 | 3.5 % | 218.7 | 216.4 | 1.1 % |
| ARPU ($)(5) | 63.65 | 63.18 | 0.7 % | 62.85 | 61.76 | 1.8 % |
| Churn, per month (%)(5) | 1.45 | 1.30 | 0.15 pts | 1.40 | 1.32 | 0.8 pts |
| Lifetime revenue per subscriber ($)(5) | 4,390 | 4,860 | (9.7)% | 4,489 | 4,679 | (4.1)% |
| COA(6) per gross subscriber addition ($)(5) | 425 | 394 | 7.9 % | 431 | 411 | 4.9 % |
| COA per gross subscriber addition to lifetime revenue (%)(5) | 9.7 | 8.1 | 1.6 pts | 9.6 | 8.8 | 0.8 pts |
| Average minutes of use per subscriber per month (MOU) | 411 | 412 | (0.2)% | 397 | 399 | (0.5)% |
| EBITDA ($ millions) | 450.7 | 440.8 | 2.2 % | 894.1 | 836.7 | 6.9 % |
| EBITDA (as adjusted) | | | | | | |

| | | | | | | |
|---|---|---|---|---|---|---|
| (7) ($ millions) | 452.5 | 440.8 | 2.7 % | 916.3 | 836.7 | 9.5 % |
| EBITDA to network revenue (%) | 45.5 | 49.9 | (4.4)pts | 46.2 | 49.0 | (2.8)pts |
| EBITDA (as adjusted) to network revenue (%) | 45.7 | 49.9 | (4.2)pts | 47.4 | 49.0 | (1.6)pts |
| Retention spend to network revenue (5)(%) | 8.2 | 6.2 | 2.0 pts | 7.8 | 6.2 | 1.6 pts |
| EBITDA excluding COA ($ millions)(5) | 601.1 | 561.7 | 7.0 % | 1,174.0 | 1,075.5 | 9.2 % |
| EBITDA (as adjusted) excluding COA ($ millions) | 602.9 | 561.7 | 7.3 % | 1,196.2 | 1,075.5 | 11.2 % |

Wireless segment revenues increased by $104.2 million and $222.7 million, respectively, in the second quarter and first six months of 2007 when compared with the same periods in 2006, due to the following:

- Network revenue increased by $105.8 million and $225.6 million in the second quarter and first six months of 2007, respectively, when compared with the same periods in 2006. The increase was a result of the 11.3% expansion of the subscriber base combined with increased average revenue per subscriber unit per month. ARPU increased by $0.47 in the second quarter of 2007, when compared to the same period in 2006, representing the 18th successive quarter of year-over-year growth, as increased data usage more than offset declining voice ARPU. Voice ARPU was $57.07 in the second quarter of 2007, a decrease of $1.66 or 2.8% from the same period in 2006, caused mainly by a greater mix of included-minute rate plans as voice minutes of use per subscriber per month (MOU) remained relatively steady. Similarly, voice ARPU declined by $1.24 or 2.2% to $56.43 for the first six months of 2007.

  Data revenues increased to 10.4% of Network revenue, or $103.2 million, in the second quarter of 2007 as compared with 7.1% of Network revenues, or $62.8 million, in the second quarter of 2006 - reflecting a growth rate of 64.3%. Similarly, data revenues for the first six months of 2007 increased to 10.3% of Network revenue, or $199.4 million, as compared with 6.7% of Network revenue, or $114.1 million, for the same period in 2006 - reflecting a growth rate of 74.8%. Data ARPU increased by 47.9% to $6.58 for the second quarter and increased by 57.0% to $6.42 for the first six months of 2007 as compared with $4.45 and $4.09, respectively, for the same periods in 2006. This growth, driven by the significant increase in voice to data migrations, was principally related to text messaging, mobile computing, personal digital assistant (PDA) devices, Internet browser activities and pay-per-use downloads such as ringtones, music, games and videos.

  At June 30, 2007, postpaid subscribers represented 80.3% of the total cumulative subscriber base, remaining relatively stable from one year earlier. The 99,200 postpaid subscriber net additions for the second quarter of 2007 represented 77.4% of all net additions as compared with 103,300 or 83.4% of all net additions for the same period in 2006. Moreover, the 160,000 postpaid subscriber net additions for the first six months of 2007 represented 73.2% of all net additions as compared with 173,700 or 80.3% of all net additions for the same period in 2006. Total net subscriber additions increased in the second quarter and first six months of 2007 as compared with the same periods in 2006 as a result of the growth in prepaid net subscriber additions.

The blended churn rate increased in the second quarter and first six months of 2007 when compared with the respective periods in 2006. The postpaid monthly churn rates for the second quarter and first six months of 2007 were approximately one per cent, increasing slightly over the same periods last year. The prepaid churn rates also increased slightly in the second quarter and first six months of 2007 when compared with the same periods in 2006. Total deactivations were 225,800 for the second quarter and 431,300 for the first six months of 2007 as compared with 182,700 and 365,000, respectively, for the same periods last year. Wireless number portability had a full quarter impact on churn and deactivation results for the first time since its implementation in late-March 2007.

- Equipment sales, rental and service revenue decreased by $3.1 million and $4.8 million, respectively, in the second quarter and first six months of 2007 when compared with the same periods in 2006. The decreases, despite continued subscriber growth and higher retention activity, were principally due to a shift in product mix and increased promotional activity related to wireless number portability. Gross subscriber additions were 354,000 for the second quarter of 2007 (a record second quarter loading for TELUS) and 650,000 for the first six months of 2007 as compared with 306,600 and 581,400, respectively, for the same periods in 2006. The increase in gross additions included the impact of increased competitive porting-in as a result of wireless number portability. Handset revenues associated with gross subscriber activations are included in COA per gross subscriber addition.

- Intersegment revenues represent services provided by the wireless segment to the wireline segment and are eliminated upon consolidation along with the associated expense in the wireline segment.

| Operating expenses - wireless segment ($ millions, except employees) | Quarters ended June 30 | | | Six-month periods ended June 30 | | |
|---|---|---|---|---|---|---|
| | 2007 | 2006 | Change | 2007 | 2006 | Change |
| Equipment sales expenses | 166.6 | 136.9 | 21.7 % | 312.0 | 263.1 | 18.6 % |
| Network operating expenses | 126.7 | 111.6 | 13.5 % | 241.3 | 217.5 | 10.9 % |
| Marketing expenses | 114.6 | 92.0 | 24.6 % | 215.4 | 185.8 | 15.9 % |
| General and administration expenses | 195.7 | 168.3 | 16.3 % | 397.5 | 332.5 | 19.5 % |
| Operations expense | 603.6 | 508.8 | 18.6 % | 1,166.2 | 998.9 | 16.7 % |
| Restructuring costs | 0.4 | 0.9 | (55.6)% | 0.7 | 2.7 | (74.1)% |
| Total operating expenses | 604.0 | 509.7 | 18.5 % | 1,166.9 | 1,001.6 | 16.5 % |
| Operations expense (as adjusted)(1) | 601.8 | 508.8 | 18.3 % | 1,144.0 | 998.9 | 14.5 % |

| | | | | | | |
|---|---|---|---|---|---|---|
| Total operating expenses (as adjusted)(1) | 602.2 | 509.7 | 18.1 % | 1,144.7 | 1,001.6 | 14.3 % |
| Full-time equivalent employees at end of period | 7,576 | 6,605 | 14.7 % | | | |

Wireless segment total operating expenses increased by $94.3 million and $165.3 million, respectively, in the second quarter and first six months of 2007 when compared with the same periods in 2006. Total operating expenses as adjusted to exclude the 2007 non-cash charges for share option awards expense increased by $92.5 million and $143.1 million, respectively, to promote, acquire, retain and support 11.3% year-over-year growth in the subscriber base and the significant increase in Network revenue.

- Equipment sales expenses increased by $29.7 million and $48.9 million, respectively, in the second quarter and first six months of 2007 when compared with the same periods in 2006, due principally to an increase in gross subscriber activations and increased retention activity related to wireless number portability combined with a greater mix of data products but, partially offset by favourable exchange rates. Handset costs including data equipment associated with gross subscriber activations are included in COA per gross subscriber addition.

- Network operating expenses increased by $15.1 million and $23.8 million in the second quarter and first six months of 2007, respectively, when compared with the same periods in 2006. The increases were principally due to higher transmission and site-related expenses to support the greater number of cell sites, a larger subscriber base, third party data content providers, and improved network quality and coverage. Moreover, expenses for the first six months of 2007 were net of a reduction arising from CRTC Decision 2007-6 related to retail network access link charges.

- Marketing expenses increased by $22.6 million and $29.6 million in the second quarter and first six months of 2007, respectively, when compared with the same periods in 2006, primarily due to higher advertising and promotions costs driven by wireless number portability and increased dealer compensation costs related to the higher gross subscriber additions and increased retention activity. Despite higher prepaid gross additions, COA per gross subscriber addition increased by $31 or 7.9% in the second quarter as compared with the same period last year. The increase was principally related to higher subsidies on certain popular handsets driven by competitive activity and higher advertising and promotion spending related to wireless number portability and new product launches. Similarly, COA increased by $20 or 4.9% for the first six months of 2007. Wireless number portability also contributed to increased retention costs, which as a percentage of network revenue, were 8.2% and 7.8%, respectively, in the second quarter and first six months of 2007, as compared to 6.2% in the same periods in 2006. Despite higher ARPU, the lifetime revenue per subscriber decreased in the second quarter and first half of 2007 because of the increased churn rates. Consequently, COA as a percentage of lifetime revenue increased in the second quarter and first six months of 2007.

- General and administration expense increased by $27.4 million and

$65.0 million in the second quarter and first six months of 2007, respectively, when compared with the same periods in 2006. Excluding non-cash charges for share option awards granted before 2005, general and administration expenses grew by $25.6 million and $42.8 million for the second quarter and first six months of 2007, respectively. The increases were principally due to the 14.7% increase in employees to support the significant growth in Network revenue, subscriber base, and continued expansion of the client care team and company-owned retail stores.

- Restructuring costs were in respect of the Company's operational efficiency program.

| EBITDA ($ millions) and EBITDA margin (%) wireless segment | Quarters ended June 30 2007 | 2006 | Change | Six-month periods ended June 30 2007 | 2006 | Change |
|---|---|---|---|---|---|---|
| EBITDA | 450.7 | 440.8 | 2.2 % | 894.1 | 836.7 | 6.9 % |
| EBITDA (as adjusted)(1) | 452.5 | 440.8 | 2.7 % | 916.3 | 836.7 | 9.5 % |
| EBITDA margin | 42.7 | 46.4 | (3.7)pts | 43.4 | 45.5 | (2.1)pts |
| EBITDA margin (as adjusted) | 42.9 | 46.4 | (3.5)pts | 44.5 | 45.5 | (1.0)pts |

Wireless segment EBITDA increased by $9.9 million and $57.4 million, respectively, in the second quarter and first six months of 2007 when compared with the same periods in 2006. When adjusted to exclude the non-cash charge for options expense in 2007, EBITDA increased by $11.7 million and $79.6 million, respectively, due to strong revenue growth partially offset by the increased COA related to the improved gross additions, higher retention spend related to the implementation of wireless number portability, and to a lesser extent, higher operations costs to support growth in the total subscriber base.

6. Financial condition

The following are changes in the Consolidated balance sheets in the six-month period Notional Carrying Fair June 30, 2007.

| ($ millions) | June 30, 2007 | Dec. 31, 2006 (adjusted) | Changes | | Explanation of the change in balance |
|---|---|---|---|---|---|
| Current Assets | | | | | |
| Cash and temporary investments, net | 2.2 | (11.5) | 13.7 | n.m. | See Section 7. Liquidity and capital resources |

| | | | | | |
|---|---|---|---|---|---|
| Short-term investments | 54.8 | 110.2 | (55.4) | (50.3)% | Liquidation of some investments of surplus cash |
| Accounts receivable | 571.8 | 707.2 | (135.4) | (19.1)% | Lower days outstanding on wireline receivables, a decrease in wireless voice ARPU and receivables from dealers, and receipt of inducements for renegotiated building leases |
| Income and other taxes receivable | 99.2 | 95.4 | 3.8 | 4.0 % | - |
| Inventories | 158.8 | 196.4 | (37.6) | (19.1)% | Primarily a seasonal reduction of wireless handset inventories |
| Prepaid expenses and other | 291.7 | 195.3 | 96.4 | 49.4 % | Primarily prepayment of annual property taxes and wireless licence fees as well as accrued and prepaid employee benefits, all net of amortization |
| Current portion derivative assets | 48.7 | 40.4 | 8.3 | 20.5 % | Primarily new net cash-settled equity swaps offset by the maturity of cross-currency swaps related to the notes maturing June 1 |
| Current Liabilities | | | | | |
| Accounts payable and accrued liabilities | 1,547.9 | 1,363.6 | 184.3 | 13.5 % | Primarily increases in the liability for net-cash settled share options and NCIB purchases awaiting settlement |
| Income and other taxes payable | 6.7 | 10.3 | (3.6) | (35.0)% | - |
| Restructuring accounts payable and accrued liabilities | 28.8 | 53.1 | (24.3) | (45.8)% | Payments under previous and current programs exceeded new obligations |

| | | | | | |
|---|---|---|---|---|---|
| Advance billings and customer deposits | 609.4 | 606.3 | 3.1 | 0.5 % | Primarily increased billings and customer deposits, net of draw-downs from price cap deferred revenue |
| Current maturities of long-term debt | 6.4 | 1,433.5 | (1,427.1) | (99.6)% | Repayment of U.S. dollar notes that matured June 1 and medium-term TCI notes that matured in February |
| Current portion of derivative liabilities | 10.1 | 165.8 | (155.7) | (93.9)% | Maturity of cross-currency swaps related to the note maturing June 1, partly offset by changes to U.S. currency forward contracts |
| Current portion of future income taxes | 258.1 | 137.2 | 120.9 | 88.1 % | An increase in temporary differences for current assets and liabilities as well as partnership taxable income that will be allocated in the next 12 months. The December 31, 2006 balance includes a reclassification of $44 million from long-term future income taxes. See Note 2(c) of the interim Consolidated financial statements |
| Working capital(1) | (1,240.2) | (2,436.4) | 1,196.2 | 49.1 % | Mainly repayment of the current maturities of long-term debt. See Section 7.3 Cash used by financing activities |
| Capital Assets, Net | 11,076.6 | 10,982.1 | 94.5 | 0.9 % | See Sections 5.3 Consolidated results from operations - Depreciation and amortization and 7.2 Cash used by investing activities |
| Other Assets | | | | | |
| Deferred charges | 1,064.6 | 956.6 | 108.0 | 11.3 % | Primarily pension plan contributions |

| | | | | | |
|---|---|---|---|---|---|
| | | | | | and pension recoveries resulting from favourable returns on plan assets |
| Investments | 30.6 | 35.2 | (4.6) | (13.1)% | Includes an $11.8 million write-off of an equity investment in AMP'D Mobile, Inc., net of new investments and fair value adjustments |
| Goodwill | 3,168.8 | 3,169.5 | (0.7) | 0.0 % | - |
| Long-Term Debt | 4,800.5 | 3,474.7 | 1,325.8 | 38.2 % | Includes notes issued in March and commercial paper issued in May, net of the repayment of bank facilities and a reduction in the Canadian dollar value of 2011 U.S. dollar notes |
| Other Long-Term Liabilities | 1,644.4 | 1,257.3 | 387.1 | 30.8 % | Primarily foreign exchange rate changes and a fair value adjustment of the deferred hedging liability associated with 2011 U.S. dollar notes |
| Future Income Taxes | 1,018.6 | 1,023.3 | (4.7) | (0.5)% | A decrease in temporary differences for long-term assets and liabilities |
| Non-Controlling Interests | 22.1 | 23.6 | (1.5) | (6.4)% | - |
| Shareholders' Equity | | | | | |
| Common equity | 6,614.8 | 6,928.1 | (313.3) | (4.5)% | Decreased primarily due to NCIB expenditures of $370.2 million, dividends of $250.9 million and transitional amounts for accumulated other comprehensive income of $176.2 million; partly offset by Net income of |

$447.9 million and
Other comprehensive
income of
$51.9 million.

7. Liquidity and capital resources

7.1 Cash provided by operating activities

| ($ millions) | Quarters ended June 30 | | | Six-month periods ended June 30 | | |
|---|---|---|---|---|---|---|
| | 2007 | 2006 | Change | 2007 | 2006 | Change |
| | 1,061.9 | 813.0 | 30.6 % | 1,522.5 | 1,486.1 | 2.4 % |

Cash provided by operating activities increased by $248.9 million and $36.4 million, respectively, in the second quarter and first six months of 2007, when compared with the same periods in 2006. Changes in cash provided by operating activities included:

- EBITDA decreased by $12.5 million and $110.9 million, respectively, in the second quarter and first six months of 2007, when compared to the same periods in 2006;

- Share-based compensation payments in excess of the expense included in EBITDA increased by $21.6 million in the second quarter of 2007 when compared with the same period in 2006. Share-based compensation expense in excess of payments in the first six months of 2007 increased by $108.6 million when compared with the same period in 2006;

- Employer contributions to employee defined benefit plans decreased by $30.3 million and $26.9 million, respectively, in the second quarter and first six months of 2007, when compared to the same periods in 2006 mainly due to accelerated funding in 2006;

- Interest paid decreased by $53.0 million and $42.5 million, respectively, in the second quarter and first six months of 2007 when compared to the same periods in 2006. The decrease in the second quarter was due to the paid amounts in the second quarter of 2006 including $31.2 million for terminating cross currency interest rate swaps as well as partial payment of interest in respect of a court decision in a lawsuit regarding a 1997 BC TEL bond redemption matter. The decrease for the six-month period was caused by the same reasons, partly offset by repayment of forward starting interest rate swaps in the first quarter of 2007.

- Interest received decreased by $15.8 million in the first six months of 2007 when compared to the same period in 2006, due to the receipt of interest on tax refunds in the first quarter of 2006;

- Income taxes received net of installment payments decreased by $92.4 million in the first six months of 2007 when compared to the same period in 2006, due mainly to collection of income taxes receivable during first quarter of 2006;

- Cash provided by a decrease in Short-term investments was approximately $55 million during the second quarter and first six months of 2007;

- Proceeds from securitized accounts receivable increased by a net $350 million during the second quarter of 2007, compared with an increase of $135 million during the second quarter of 2006 for a comparative increase in operating cash flow of $215 million. Proceeds from securitized accounts receivable were unchanged during the first six months of 2007, compared with a net increase of $35 million during the first six months of 2006 for a comparative decrease of $35 million in operating cash flow for the six-month period; and

- Other changes in non-cash working capital for the respective periods.

7.2 Cash used by investing activities

| ($ millions) | Quarters ended June 30 | | | Six-month periods ended June 30 | | |
|---|---|---|---|---|---|---|
| | 2007 | 2006 | Change | 2007 | 2006 | Change |
| | 477.8 | 486.1 | (1.7)% | 870.1 | 802.2 | 8.5 % |

Cash used by investing activities decreased by $8.3 million in the second quarter of 2007 and increased by $67.9 million in the first six months of 2007, when compared with the same periods in 2006. The decrease in the second quarter was primarily due to $19.5 million for acquisitions in 2006. Capital expenditures increased by $23.3 million and $84.4 million, respectively, in the second quarter and first six months of 2007, when compared to the same periods in 2006 (see below).

Assets under construction were $603.8 million at June 30, 2007, a decrease of $121.6 million from December 31, 2006. The decrease primarily reflects a transfer of $342.1 million to intangible assets subject to amortization in the first quarter of 2007 for activation of certain phases of the new consolidated wireline billing and client care system, net of increases in other assets under construction during 2007.

| Capital expenditures ($ in millions, ratios in %) | Quarters ended June 30 | | | Six-month periods ended June 30 | | |
|---|---|---|---|---|---|---|
| | 2007 | 2006 | Change | 2007 | 2006 | Change |
| Wireline segment | 308.7 | 311.4 | (0.9)% | 579.4 | 570.4 | 1.6 % |
| Wireless segment | 173.1 | 147.4 | 17.4 % | 284.3 | 208.9 | 36.1 % |

| | | | | | | |
|---|---|---|---|---|---|---|
| TELUS consolidated capital expenditures | 481.8 | 458.8 | 5.0 % | 863.7 | 779.3 | 10.8 % |
| Capital expenditure intensity ratio(1) | 21.6 | 21.5 | 0.1 pts | 19.5 | 18.5 | 1.0 pt |
| EBITDA less capital expenditures(2) | 402.8 | 438.3 | (8.1)% | 785.2 | 980.5 | (19.9)% |
| EBITDA (as adjusted) less capital expenditures(2) | 404.6 | 438.3 | (7.7)% | 960.5 | 980.5 | (2.0)% |

TELUS' capital intensity ratio in the second quarter of 2007 was similar to the same period in 2006. For the first six months of 2007, capital expenditures are tracking towards the annual guidance of approximately $1.75 billion, which implies higher capital intensity. See Section 9: Annual guidance for 2007. TELUS' EBITDA (as adjusted) less capital expenditures decreased primarily because of higher capital expenditures levels in 2007, largely offset by higher EBITDA (as adjusted) for the six month period.

- Wireline segment capital expenditures decreased by $2.7 million in second quarter of 2007 and increased by $9.0 million in the first six months of 2007 when compared to the same periods in 2006. Expenditures decreased for billing and client care system development in both the second quarter and first six months of 2007 as a result of putting the system into service in March. Up-front capital investment to support new enterprise customers in Central Canada as well as expenditures for network sustainment increased for both the second quarter and first six months of 2007. Wireline capital expenditure intensity levels in 2007 were 25.5% for the second quarter and 23.8% for the first six months of 2007 - similar to 2006. Wireline cash flow (EBITDA less capital expenditures) was $125.2 million and $175.4 million, respectively, in the second quarter and first six months of 2007, or decreases of 13.6% and 50.3%, respectively, from the same periods in 2006. Wireline cash flow based on EBITDA (as adjusted) for the first six months of was $328.5 million in the first six months of 2007, a decrease of 6.9% from the same period in 2006.

- Wireless segment capital expenditures increased by $25.7 million and $75.4 million, respectively, in the second quarter and first six months of 2007 when compared to the same periods in 2006. The increases were principally related to continued enhancement of digital wireless capacity and coverage, and strategic investments in high-speed EVDO Rev A wireless network technology. Wireless capital expenditure intensity levels in 2007 were 16.4% for the second quarter and 13.8% for the first six months of 2007 as compared to 15.5% and 11.4%, respectively, for the same periods in 2006. Wireless cash flows (EBITDA less capital expenditures) were $277.6 million in the second quarter and $609.8 million for the first six months of 2007 representing declines of 5.4% and 2.9%, respectively. Wireless cash flows based on EBITDA (as adjusted) were $279.4 million in the second quarter, a decrease of 4.8% from the same period in 2006, and was $632.0 million for the first six months of 2007, an increase of 0.7%, from the same period in 2006.

7.3 Cash used by financing activities

| ($ millions) | Quarters ended June 30 | | | Six-month periods ended June 30 | | |
|---|---|---|---|---|---|---|
| | 2007 | 2006 | Change | 2007 | 2006 | Change |
| | 1,115.9 | 344.4 | n.m. | 638.7 | 711.1 | (10.2)% |

Cash used by financing activities increased by $771.5 million in the second quarter of 2007 and decreased by $72.4 million in the first six months of 2007, when compared with the same periods in 2006:

- Proceeds from Common Shares and Non-Voting Shares issued were $0.2 million in the second quarter of 2007 and $0.6 million for the first six months of 2007, as compared to $12.5 million and $45.7 million, respectively, in the same periods in 2006. The decreases were due to implementation of the net-cash settlement feature for share option awards granted prior to 2005 and the introduction of the net equity settlement feature in May 2006.

- Cash dividends paid to shareholders were $125.0 million in the second quarter of 2007 and $250.9 million in the first six months of 2007, representing increases of approximately 32% when compared to the same periods in 2006. The increases were due to the higher quarterly dividend paid per share, partly offset by lower average shares outstanding.

- The Company's renewed NCIB program (Program 3) came into effect on December 20, 2006 and is set to expire on December 19, 2007. At June 30, 2007, the Company has purchased 19% of the maximum 12 million Common shares and 34% of the maximum 12 million Non-Voting Shares under this program. From December 20, 2004 to June 30, 2007, TELUS repurchased approximately 18.7 million Common Shares and 26.9 million Non-Voting Shares for $2.14 billion under three NCIB programs.

The following table shows quarterly purchases under NCIB programs for 2007 and 2006.

Normal course issuer bid programs

| | Shares repurchased | | | Purchase cost ($ millions) | | |
|---|---|---|---|---|---|---|
| By program | Common Shares | Non-Voting Shares | Total | Charged to Share capital (1) | Charged to Retained earnings (2) | Paid |
| 2006 | | | | | | |
| (Program 2) | | | | | | |
| First quarter | 1,783,300 | 3,334,500 | 5,117,800 | 93.3 | 138.3 | 231.6 |
| Second quarter | 2,913,600 | 2,643,300 | 5,556,900 | 93.0 | 156.4 | 249.4 |

| | | | | | | |
|---|---|---|---|---|---|---|
| Six months | 4,696,900 | 5,977,800 | 10,674,700 | 186.3 | 294.7 | 481.0 |
| 2007 | | | | | | |
| (Program 3) | | | | | | |
| First quarter | 1,975,000 | 1,530,000 | 3,505,000 | 57.8 | 142.9 | 200.7 |
| Second quarter | 330,000 | 2,367,300 | 2,697,300 | 55.0 | 114.5 | 169.5 |
| Six months | 2,305,000 | 3,897,300 | 6,202,300 | 112.8 | 257.4 | 370.2 |

(1) Represents the book value of shares repurchased
(2) Represents the cost in excess of the book value of shares repurchased