

**TELSTRA CORPORATION LIMITED**  
**(ABN 33 051 775 556)**

**Electronic Promissory Note Program**

**Information Memorandum**

**Effective Date: 15 September 2006**

**Arranger**

**Australia and New Zealand Banking Group Limited**  
**(ABN 11 005 357 522)**

## CONTENTS

IMPORTANT NOTICE.....	3
PROGRAM SUMMARY .....	6
DEALER DIRECTORY .....	8
ISSUER AND ARRANGER .....	9

## IMPORTANT NOTICE

### Purpose of this Information Memorandum

This Information Memorandum has been prepared solely for private circulation to selected institutions or other sophisticated investors who are able to properly assess the risks and benefits of investing in securities, either as principal or agent. This Information Memorandum is not intended to provide the sole basis of any credit or other evaluation and it is not a recommendation, offer or invitation to purchase any EPNs (as described in the “**Program Summary**” below).

Copies of this Information Memorandum may be downloaded from the following internet location:

[http://www.telstra.com.au/abouttelstra/investor/treasury/domestic\\_documentation.cfm](http://www.telstra.com.au/abouttelstra/investor/treasury/domestic_documentation.cfm)

### Source of the information

The Issuer accepts responsibility for the information contained in, and has authorised the distribution of, this Information Memorandum. No representation or warranty, expressed or implied as to the accuracy or completeness of any information in this Information Memorandum, or the Accounts (defined below), is made by Australia and New Zealand Banking Group Limited as Arranger or by any of the Dealers.

### Currency of the information

The information contained in this Information Memorandum, and the information contained in the audited balance sheet and profit and loss accounts of the Issuer in the form most recently published for the time being (the “**Accounts**”), have been prepared and are correct:

- (a) in the case of this Information Memorandum, as at the date of this Information Memorandum; and
- (b) in the case of any Accounts, as at the last date of the period to which those Accounts relate,

(in each case, the “**Effective Date**”).

The delivery of this Information Memorandum and the Accounts at any time after their Effective Date does not imply that the information contained in this Information Memorandum or those Accounts is correct at any time subsequent to its Effective Date. Accordingly, none of the delivery of this Information Memorandum or the Accounts or any invitation or offer for sale or sale of the EPNs is a representation or warranty that:

- (a) there has been no change since the Effective Date of this Information Memorandum or, as the case may be, the Accounts in the affairs or financial condition of the Issuer; or
- (b) the information contained in this Information Memorandum is correct at any time after its Effective Date.

The Issuer has undertaken to the Dealers to withdraw or update this Information Memorandum from time to time as soon as practicable after it becomes aware (among other things) that this Information Memorandum has ceased to be true and accurate in all material respects.

## **Restriction on provision of other information**

No person has been authorised by the Issuer to give any information or to make any representation unless it is:

- (a) contained in or consistent with this Information Memorandum;
- (b) comprised of copies of written confirmations of ratings issued by a rating agency in relation to the EPNs;
- (c) information that the Issuer has approved in writing or that the Issuer has authorised to be released (unless it has been withdrawn by the Issuer or the Issuer has advised the person that it is incorrect or out-of-date); or
- (d) information that is in the public domain (unless it has been withdrawn by the Issuer or the Issuer has advised the person that it is incorrect or out-of-date).

If any other information or representation is given or made, it must not be relied upon as having been authorised by the Issuer, the Arranger or the Dealers.

## **Recipients must make own investigations and decision**

Each recipient of this Information Memorandum is taken to have made its own investigation and appraisal of the condition (financial and otherwise) of the Issuer. Neither the Arranger nor any of the Dealers (nor their respective officers, directors or employees) undertakes to review the business or financial affairs of the Issuer or advise the holders of EPNs of any information coming to its attention with respect to the Issuer.

Each recipient of this Information Memorandum must also determine for itself whether to purchase or otherwise acquire any of the EPNs without reliance on the Arranger or the Dealers and based on such documentation and information as it deems appropriate at the time.

## **Dealer disclosures**

The Dealers disclose that they, their subsidiaries, directors and employees:

- (a) may have pecuniary or other interests in the EPNs and they also have interests pursuant to other arrangements; and
- (b) may receive fees, brokerage and commissions, and may act as principal in any dealing in the EPNs.

## **Distribution within Australia only**

This Information Memorandum is available for distribution only in, and may not be distributed outside of, the Commonwealth of Australia.

No prospectus in relation to the EPNs has been lodged with, or registered by, the Australian Securities and Investments Commission.

A person may not (directly or indirectly) offer for subscription or purchase, or issue an invitation to subscribe for or buy, the EPNs, nor distribute this Information Memorandum in the Commonwealth of Australia or to any resident of the Commonwealth of Australia except if the offer or invitation:

- (a) does not require disclosure to investors under part 6D.2 of the Corporations Act 2001; and
- (b) complies with any other applicable laws.

## **Australian TFN withholding**

Any person holding an EPN (or an interest in an EPN) that is a resident of Australia, or holding an EPN (or an interest in an EPN) through a permanent establishment in Australia, may be liable for TFN withholding unless it provides its Australian tax file number to the Issuer at the time it acquires the EPN or the interest in the EPN.

Under the Australian TFN withholding rules, the Issuer may be required to withhold an amount from any interest payable in connection with an EPN where the holder of the EPN (or a person holding an interest in the EPN) has not provided its Australian tax file number to the Issuer. Non residents who do not hold an EPN (or an interest in an EPN) through a permanent establishment in Australia will be deemed to have provided a tax file number and should not be liable for TFN withholding.

## **References to credit ratings**

There are references in this Information Memorandum to the corporate credit rating of the Issuer. A credit rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the relevant rating agency.

## **No lodgment with ASIC**

Any issue of EPNs will be an issue that does not require disclosure under Part 6D.2 of the Corporations Act 2001. Accordingly, this Information Memorandum will not be lodged with the Australian Securities and Investments Commission.

## **Documents incorporated by reference**

The Accounts are incorporated by reference in, and form part of, this Information Memorandum.

Copies of the Accounts may be downloaded from the following internet location:

***[http://www.telstra.com.au/abouttelstra/investor/annual\\_reports.cfm](http://www.telstra.com.au/abouttelstra/investor/annual_reports.cfm)***

All announcements provided by the Issuer to the Australian Stock Exchange Limited pursuant to the Issuer's continuous disclosure obligations under the Corporations Act 2001 are incorporated by reference in, and form part of, this Information Memorandum. Copies of these announcements may be downloaded from the following internet location:

***[http://www.telstra.com.au/abouttelstra/investor/asx\\_announcements.cfm](http://www.telstra.com.au/abouttelstra/investor/asx_announcements.cfm)***

To the extent that a statement contained in a subsequent document which is or is deemed to be incorporated in this Information Memorandum by reference modifies or supersedes any earlier statement, that earlier statement is modified or superseded for the purpose of this Information Memorandum.

## **Date of the Information Memorandum**

This Information Memorandum is dated 15 September 2006.

## PROGRAM SUMMARY

<b>Issuer</b>	Telstra Corporation Limited
<b>Arranger</b>	Australia and New Zealand Banking Group Limited
<b>Dealers</b>	The names and contact details of the current Dealers are contained in the Dealer Directory.
<b>Program</b>	A fully revolving non-underwritten domestic program for the issue of EPNs (as defined in the Austraclear System Operating Manual) through the Austraclear System.
<b>Program Amount</b>	There is no limit on the aggregate face value of EPNs which may be issued under the Program.
<b>Purpose</b>	Proceeds from the issue of EPNs will be used for general corporate funding requirements.
<b>Term</b>	The Program continues until terminated by the Issuer giving 10 Business Days notice to the Arranger and the Dealers.
<b>Form of Instrument</b>	<p>EPNs that are created in and traded through the Austraclear System in accordance with the Austraclear Regulations.</p> <p>Each recipient of the Information Memorandum must make its own enquiries regarding the operation of the Austraclear System and the risks associated with owning and dealing in EPNs through the Austraclear System. The Issuer will not be liable for any loss, liability or expense that any purchaser of an EPN may incur as a result of a failure or ineffectiveness of the Austraclear System or the Austraclear Regulations or of any failure by any person (other than the Issuer) to comply with the Austraclear Regulations.</p> <p>EPNs will be created on the basis that an EPN may only be uplifted from the Austraclear System if the Issuer has failed to pay the face amount of the EPN on maturity.</p>
<b>Ratings</b>	<p>The credit ratings of the Issuer can be found at:</p> <p><a href="http://www.telstra.com.au/abouttelstra/investor/treasury/index.cfm">http://www.telstra.com.au/abouttelstra/investor/treasury/index.cfm</a></p>
<b>Tenor of EPNs</b>	The tenor of the EPNs will be between 4 and 365 days, as agreed by the Issuer and the relevant Dealer.
<b>Minimum Issue Size</b>	Minimum EPN issue size is \$500,000.
<b>Denomination of EPNs</b>	EPNs will be denominated in Australian Dollars and be issued in denominations of \$50,000 or an integral multiple of \$50,000, agreed by the Issuer and the relevant Dealer.
<b>Selling restrictions</b>	No prospectus in relation to the EPNs has been lodged with, or registered by, the Australian Securities and Investments Commission. Accordingly, a person may not (directly or indirectly) offer for subscription or purchase, or issue an invitation to

subscribe for or buy, the EPNs, nor distribute this Information Memorandum in the Commonwealth of Australia or to any resident of the Commonwealth of Australia except if the offer or invitation:

- (a) does not require disclosure to investors under part 6D.2 of the Corporations Act 2001; and
- (b) complies with any other applicable laws.

**Status of EPNs**

EPNs will constitute unconditional debt obligations of the Issuer and rank equally with all other unsecured and non-subordinated indebtedness of the Issuer except liabilities mandatorily preferred by law.

**Taxes**

Investors should obtain their own taxation advice regarding the taxation implications of investing in EPNs. EPNs held by an Australian resident or through a permanent establishment in Australia may be liable for Australian TFN withholding (see **Australian TFN withholding in Important Notice** above for more details).

## DEALER DIRECTORY

**Australia and New Zealand Banking  
Group Limited**

(ABN 11 005 357 522)  
Level 2, 20 Martin Place  
Sydney NSW 2000

Contact: Manager, Short Dated Securities  
Distribution-Australia  
Telephone: (02) 9227 6707  
Facsimile: (02) 9227 1113

**Société Générale Australia Branch**

(ABN 71 092 516 286)  
Level 21, 400 George Street  
Sydney NSW 2000

Contact: Associate Director- Debt Capital  
Markets  
Telephone: (02) 9233 1169  
Facsimile: (02) 9233 3396

**Commonwealth Bank of Australia**

(ABN 48 123 123 124)  
Level 4, 120 Pitt Street  
Sydney NSW 2000

Contact: Senior Manager, Primary Markets  
Telephone: (03) 9312 0758  
Facsimile: (03) 9312 0213

**National Australia Bank Limited**

(ABN 12 004 044 937)  
Level 32, 500 Bourke Street  
Melbourne Vic 3000

Contact: Senior Distribution Manager, Debt  
Market Sales  
Telephone: (03) 9277 3344  
Facsimile: (03) 8641 3922

**Westpac Banking Corporation**

(ABN 33 007 457 141)  
Level 9, 360 Collins Street  
Melbourne Vic 3000

Contact: Manager, Capital Markets Sales  
Telephone: (03) 9608 3551  
Facsimile: (03) 9602 1760

**Deutsche Bank AG, Sydney Branch**

(ABN 13 064 165 162)  
Level 16, Deutsche Bank Place, Corner of Hunter  
& Phillip Streets  
Sydney NSW 2000

Contact: Director, Debt Capital Markets  
Telephone: (02) 8258 2688  
Facsimile: (02) 8258 3632



## **ISSUER AND ARRANGER**

### **ISSUER**

#### **Telstra Corporation Limited**

Level 35  
242 Exhibition Street  
Melbourne Vic 3000

Contact: Corporate Treasurer

Telephone: (03) 9634 8643

Facsimile: (03) 9639 1940

Internet: <http://www.telstra.com.au/abouttelstra/contact/index.cfm#treasury>

### **ARRANGER**

#### **Australia and New Zealand Banking Group Limited**

Level 12  
530 Collins Street  
Melbourne Vic 3000

Contact: Senior Manager, Debt Capital Markets

Telephone: (03) 9273 1758

Facsimile: (03) 9273 3539

