

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q

(Mark One)

Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2010

OR

Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the Transition Period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 001-32871



**COMCAST CORPORATION**

(Exact name of registrant as specified in its charter)

**PENNSYLVANIA**

(State or other jurisdiction of  
incorporation or organization)

**27-0000798**

(I.R.S. Employer  
Identification No.)

**One Comcast Center, Philadelphia, PA**

(Address of principal executive offices)

**19103-2838**

(Zip Code)

Registrant's telephone number, including area code: (215) 286-1700

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes  No

As of June 30, 2010, there were 2,068,508,990 shares of our Class A common stock, 728,618,986 shares of our Class A Special common stock and 9,444,375 shares of our Class B common stock outstanding.

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This Quarterly Report on Form 10-Q is for the three and six months ended June 30, 2010. This Quarterly Report modifies and supersedes documents filed prior to this Quarterly Report. The Securities and Exchange Commission (“SEC”) allows us to “incorporate by reference” information that we file with it, which means that we can disclose important information to you by referring you directly to those documents. Information incorporated by reference is considered to be part of this Quarterly Report. In addition, information that we file with the SEC in the future will automatically update and supersede information contained in this Quarterly Report. Throughout this Quarterly Report, we refer to Comcast Corporation as “Comcast;” Comcast and its consolidated subsidiaries as “we,” “us” and “our;” and Comcast Holdings Corporation as “Comcast Holdings.”

You should carefully review the information contained in this Quarterly Report and particularly consider any risk factors that we set forth in this Quarterly Report and in other reports or documents that we file from time to time with the SEC. In this Quarterly Report, we state our beliefs of future events and of our future financial performance. In some cases, you can identify these so-called “forward-looking statements” by words such as “may,” “will,” “should,” “expects,” “believes,” “estimates,” “potential,” or “continue,” or the negative of those words, and other comparable words. You should be aware that those statements are only our predictions. In evaluating those statements, you should specifically consider various factors, including the risks outlined below and in other reports we file with the SEC. Actual events or our actual results may differ materially from any of our forward-looking statements. We undertake no obligation to update any forward-looking statements.

Our businesses may be affected by, among other things, the following:

- our cable services face a wide range of competition that could adversely affect our future results of operations
- technological advances have increased and will likely continue to increase competition for our cable services, which could adversely affect our future results of operations
- programming expenses are increasing, which could adversely affect our future results of operations
- we are subject to regulation by federal, state and local governments, which may impose additional costs and restrictions
- weak economic conditions may have a negative impact on our results of operations and financial condition
- we rely on network and information systems and other technology, and a disruption or failure of such networks, systems or technology may disrupt our business
- we may be unable to obtain necessary hardware, software and operational support
- our business depends on certain intellectual property rights and on not infringing the intellectual property rights of others
- we face risks arising from the outcome of various litigation matters
- acquisitions and other strategic transactions present many risks, and we may not realize the financial and strategic goals that were contemplated at the time of any transaction
- the loss of key management personnel could have a negative impact on our business
- our Class B common stock has substantial voting rights and separate approval rights over several potentially material transactions, and our Chairman and CEO has considerable influence over our operations through his beneficial ownership of our Class B common stock

**PART I: FINANCIAL INFORMATION****ITEM 1: FINANCIAL STATEMENTS****Condensed Consolidated Balance Sheet  
(Unaudited)**

| (in millions, except share data)   | June 30,<br>2010 | December 31,<br>2009 |
|--|------------------|----------------------|
| <b>ASSETS</b>  |                  |                      |
| Current Assets:  |                  |                      |
| Cash and cash equivalents  | \$ 4,028         | \$ 671               |
| Investments  | 53               | 50                   |
| Accounts receivable, less allowance for doubtful accounts of \$185 and \$175   | 1,845            | 1,711                |
| Other current assets   | 665              | 791                  |
| <b>Total current assets</b>  | <b>6,591</b>     | <b>3,223</b>         |
| Investments  | 6,098            | 5,947                |
| Property and equipment, net of accumulated depreciation of \$30,188 and \$27,810   | 23,217           | 23,855               |
| Franchise rights   | 59,452           | 59,452               |
| Goodwill   | 15,028           | 14,933               |
| Other intangible assets, net of accumulated amortization of \$9,222 and \$8,711  | 3,873            | 4,105                |
| Other noncurrent assets, net   | 1,368            | 1,218                |
| <b>Total assets</b>  | <b>\$115,627</b> | <b>\$ 112,733</b>    |
| <b>LIABILITIES AND EQUITY</b>  |                  |                      |
| Current Liabilities:   |                  |                      |
| Accounts payable and accrued expenses related to trade creditors   | \$ 3,126         | \$ 3,094             |
| Accrued expenses and other current liabilities   | 3,256            | 2,999                |
| Current portion of long-term debt  | 2,308            | 1,156                |
| <b>Total current liabilities</b>   | <b>8,690</b>     | <b>7,249</b>         |
| Long-term debt, less current portion   | 28,684           | 27,940               |
| Deferred income taxes  | 27,575           | 27,800               |
| Other noncurrent liabilities   | 7,009            | 6,767                |
| Commitments and contingencies (Note 12)  |                  |                      |
| Redeemable noncontrolling interests  | 145              | 166                  |
| Equity:  |                  |                      |
| Preferred stock—authorized, 20,000,000 shares; issued, zero  | —                | —                    |
| Class A common stock, \$0.01 par value—authorized, 7,500,000,000 shares; issued, 2,433,969,740 and 2,428,533,911; outstanding, 2,068,508,990 and 2,063,073,161 | 24               | 24                   |
| Class A Special common stock, \$0.01 par value—authorized, 7,500,000,000 shares; issued, 799,553,750 and 835,991,034; outstanding, 728,618,986 and 765,056,270 | 8                | 8                    |
| Class B common stock, \$0.01 par value—authorized, 75,000,000 shares; issued and outstanding, 9,444,375  | —                | —                    |
| Additional paid-in capital   | 39,982           | 40,247               |
| Retained earnings  | 11,026           | 10,005               |
| Treasury stock, 365,460,750 Class A common shares and 70,934,764 Class A Special common shares   | (7,517)          | (7,517)              |
| Accumulated other comprehensive income (loss)  | (86)             | (46)                 |
| <b>Total Comcast Corporation shareholders' equity</b>  | <b>43,437</b>    | <b>42,721</b>        |
| Noncontrolling interests   | 87               | 90                   |
| <b>Total equity</b>  | <b>43,524</b>    | <b>42,811</b>        |
| <b>Total liabilities and equity</b>  | <b>\$115,627</b> | <b>\$ 112,733</b>    |

See notes to condensed consolidated financial statements.

[Table of Contents](#)**Condensed Consolidated Statement of Operations  
(Unaudited)**

| (in millions, except per share data)  | Three Months Ended |                 | Six Months Ended |                 |      |
|---|--------------------|-----------------|------------------|-----------------|------|
|   | June 30            | 2009            | 2010             | June 30         | 2009 |
| Revenue   | \$ 9,525           | \$ 8,978        | \$18,727         | \$17,844        |      |
| Costs and Expenses:   |                    |                 |                  |                 |      |
| Operating (excluding depreciation and amortization)   | 3,827              | 3,581           | 7,559            | 7,173           |      |
| Selling, general and administrative   | 1,961              | 1,862           | 3,866            | 3,692           |      |
| Depreciation  | 1,411              | 1,406           | 2,790            | 2,786           |      |
| Amortization  | 248                | 254             | 499              | 507             |      |
|   | 7,447              | 7,103           | 14,714           | 14,158          |      |
| Operating income  | 2,078              | 1,875           | 4,013            | 3,686           |      |
| Other Income (Expense):   |                    |                 |                  |                 |      |
| Interest expense  | (543)              | (551)           | (1,067)          | (1,121)         |      |
| Investment income (loss), net   | —                  | 57              | 101              | 70              |      |
| Equity in net income (losses) of affiliates, net  | (26)               | (13)            | (58)             | (27)            |      |
| Other income (expense)  | (35)               | 12              | (45)             | 11              |      |
|   | (604)              | (495)           | (1,069)          | (1,067)         |      |
| Income before income taxes  | 1,474              | 1,380           | 2,944            | 2,619           |      |
| Income tax expense  | (588)              | (424)           | (1,179)          | (885)           |      |
| Net income from consolidated operations   | 886                | 956             | 1,765            | 1,734           |      |
| Net (income) loss attributable to noncontrolling interests                                  | (2)                | 11              | (15)             | 5               |      |
| <b>Net income attributable to Comcast Corporation</b>                                       | <b>\$ 884</b>      | <b>\$ 967</b>   | <b>\$ 1,750</b>  | <b>\$ 1,739</b> |      |
| <b>Basic earnings per common share attributable to Comcast Corporation shareholders</b>     | <b>\$ 0.31</b>     | <b>\$ 0.33</b>  | <b>\$ 0.62</b>   | <b>\$ 0.60</b>  |      |
| <b>Diluted earnings per common share attributable to Comcast Corporation shareholders</b>   | <b>\$ 0.31</b>     | <b>\$ 0.33</b>  | <b>\$ 0.62</b>   | <b>\$ 0.60</b>  |      |
| <b>Dividends declared per common share attributable to Comcast Corporation shareholders</b> | <b>\$0.0945</b>    | <b>\$0.0675</b> | <b>\$0.1890</b>  | <b>\$0.1350</b> |      |

See notes to condensed consolidated financial statements.

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**Condensed Consolidated Statement of Cash Flows  
(Unaudited)**

| (in millions)  | Six Months Ended |                 |
|--|------------------|-----------------|
|  | June 30          |                 |
|  | 2010             | 2009            |
| <b>Net cash provided by operating activities</b>           | <b>\$ 5,332</b>  | <b>\$ 5,113</b> |
| <b>Investing Activities</b>                                |                  |                 |
| Capital expenditures                                       | (2,063)          | (2,281)         |
| Cash paid for intangible assets                            | (237)            | (241)           |
| Acquisitions, net of cash acquired                         | (183)            | (27)            |
| Proceeds from sales of investments                         | 15               | 16              |
| Purchases of investments                                   | (32)             | (67)            |
| Other  | (55)             | 30              |
| <b>Net cash provided by (used in) investing activities</b> | <b>(2,555)</b>   | <b>(2,570)</b>  |
| <b>Financing Activities</b>                                |                  |                 |
| Proceeds from borrowings                                   | 2,421            | 2,522           |
| Repurchases and repayments of debt                         | (638)            | (1,767)         |
| Repurchases of common stock                                | (600)            | (108)           |
| Dividends paid   | (535)            | (375)           |
| Other  | (68)             | (21)            |
| <b>Net cash provided by (used in) financing activities</b> | <b>580</b>       | <b>251</b>      |
| Increase (decrease) in cash and cash equivalents           | 3,357            | 2,794           |
| Cash and cash equivalents, beginning of period             | 671              | 1,195           |
| <b>Cash and cash equivalents, end of period</b>            | <b>\$ 4,028</b>  | <b>\$ 3,989</b> |

See notes to condensed consolidated financial statements.

**Condensed Consolidated Statement of Changes in Equity  
(Unaudited)**

| (in millions)   | Redeemable<br>Non-<br>controlling<br>Interests | Common Stock |              |             | Additional<br>Paid-In<br>Capital | Retained<br>Earnings | Treasury<br>Stock at<br>Cost | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Noncontrolling<br>Interests | Total<br>Equity |
|---|--|--------------|--------------|-------------|----------------------------------|----------------------|------------------------------|--|-----------------------------|-----------------|
|   |  | A            | A<br>Special | B           |                                  |                      |                              |  |                             |                 |
| Balance, January 1, 2009  | \$ 171   | \$24         | \$ 9         | \$ —        | \$40,620                         | \$ 7,427             | \$(7,517)                    | \$ (113)   | \$ 126                      | \$40,576        |
| Stock compensation plans  |  |              |              |             | 51                               | 1                    |                              |  |                             | 52              |
| Repurchase and retirement of common stock                                       |  |              |              |             | (173)                            | (42)                 |                              |  |                             | (215)           |
| Employee stock purchase plan  |  |              |              |             | 33                               |                      |                              |  |                             | 33              |
| Dividends declared  |  |              |              |             |                                  | (389)                |                              |  |                             | (389)           |
| Other comprehensive income (loss)   |  |              |              |             |                                  |                      | 33                           |  |                             | 33              |
| Sale (purchase) of subsidiary shares to (from)<br>noncontrolling interests, net |  |              |              |             | 30                               |                      |                              |  | (35)                        | (5)             |
| Contributions from (distributions to)<br>noncontrolling interests               | 3  |              |              |             |                                  |                      |                              |  | (12)                        | (12)            |
| Net income (loss)   | (7)  |              |              |             |                                  | 1,739                |                              |  | 2                           | 1,741           |
| <b>Balance, June 30, 2009</b>   | <b>\$ 167</b>                                  | <b>\$24</b>  | <b>\$ 9</b>  | <b>\$ —</b> | <b>\$40,561</b>                  | <b>\$ 8,736</b>      | <b>\$(7,517)</b>             | <b>\$ (80)</b>   | <b>\$ 81</b>                | <b>\$41,814</b> |
| Balance, January 1, 2010  | \$ 166   | \$24         | \$ 8         | \$ —        | \$40,247                         | \$10,005             | \$(7,517)                    | \$ (46)  | \$ 90                       | \$42,811        |
| Stock compensation plans  |  |              |              |             | 100                              | (4)                  |                              |  |                             | 96              |
| Repurchase and retirement of common stock                                       |  |              |              |             | (407)                            | (193)                |                              |  |                             | (600)           |
| Employee stock purchase plan  |  |              |              |             | 31                               |                      |                              |  |                             | 31              |
| Dividends declared  |  |              |              |             |                                  | (532)                |                              |  |                             | (532)           |
| Other comprehensive income (loss)   |  |              |              |             |                                  |                      | (40)                         |  |                             | (40)            |
| Sale (purchase) of subsidiary shares to (from)<br>noncontrolling interests, net | (20)   |              |              |             | 11                               |                      |                              |  |                             | 11              |
| Contributions from (distributions to)<br>noncontrolling interests               |  |              |              |             |                                  |                      |                              |  | (19)                        | (19)            |
| Net income (loss)   | (1)  |              |              |             |                                  | 1,750                |                              |  | 16                          | 1,766           |
| <b>Balance, June 30, 2010</b>   | <b>\$ 145</b>                                  | <b>\$24</b>  | <b>\$ 8</b>  | <b>\$ —</b> | <b>\$39,982</b>                  | <b>\$11,026</b>      | <b>\$(7,517)</b>             | <b>\$ (86)</b>   | <b>\$ 87</b>                | <b>\$43,524</b> |

See notes to condensed consolidated financial statements.

**Condensed Consolidated Statement of Comprehensive Income  
(Unaudited)**

| (in millions)   | Three Months Ended |               | Six Months Ended |                |
|---|--------------------|---------------|------------------|----------------|
|   | 2010               | 2009          | 2010             | 2009           |
| Net income from consolidated operations   | \$ 886             | \$ 956        | \$1,765          | \$1,734        |
| Holding gains (losses) during the period, net of deferred taxes of \$24, \$(2), \$24 and \$(1)  | (42)               | 5             | (41)             | 4              |
| Reclassification adjustments for losses (gains) included in net income attributable to Comcast Corporation, net of deferred taxes of \$(2), \$(2), \$(3) and \$(14) | 3                  | 3             | 5                | 25             |
| Cumulative translation adjustments  | —                  | 5             | (4)              | 4              |
| Comprehensive income  | 847                | 969           | 1,725            | 1,767          |
| Net (income) loss attributable to noncontrolling interests  | (2)                | 11            | (15)             | 5              |
| <b>Comprehensive income attributable to Comcast Corporation</b>   | <b>\$ 845</b>      | <b>\$ 980</b> | <b>\$1,710</b>   | <b>\$1,772</b> |

See notes to condensed consolidated financial statements.

## **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

### **Note 1: Condensed Consolidated Financial Statements**

#### **Basis of Presentation**

We have prepared these unaudited condensed consolidated financial statements based on Securities and Exchange Commission (“SEC”) rules that permit reduced disclosure for interim periods. These financial statements include all adjustments that are necessary for a fair presentation of our results of operations and financial condition for the periods shown, including normal, recurring accruals and other items. We also evaluated events or transactions that occurred after the balance sheet date through the issuance date of these financial statements to determine if financial statement recognition or additional disclosure is required. The results of operations for the interim periods presented are not necessarily indicative of results for the full year.

The year-end condensed consolidated balance sheet was derived from audited financial statements but does not include all disclosures required by generally accepted accounting principles in the United States (“GAAP”). For a more complete discussion of our accounting policies and certain other information, refer to our annual financial statements for the preceding fiscal year as filed with the SEC.

Reclassifications have been made to the prior year’s condensed consolidated financial statements between revenue and operating expenses to conform to classifications used in 2010.

### **Note 2: Recent Accounting Guidance**

#### **Consolidation of Variable Interest Entities**

In June 2009, the Financial Accounting Standards Board (“FASB”) updated the accounting guidance related to the consolidation of variable interest entities (“VIEs”). The updated guidance (i) requires ongoing reassessments of whether an enterprise is the primary beneficiary of a VIE, (ii) changes the quantitative approach previously required for determining the primary beneficiary of a VIE and replaces it with a qualitative approach, and (iii) requires additional disclosure about an enterprise’s involvement in VIEs. We adopted the updated guidance on January 1, 2010 and it did not impact our consolidated financial statements.

### **Note 3: Earnings Per Share**

Basic earnings per common share attributable to Comcast Corporation shareholders (“basic EPS”) is computed by dividing net income attributable to Comcast Corporation by the weighted-average number of common shares outstanding during the period.

Our potentially dilutive securities include potential common shares related to our stock options and our restricted share units (“RSUs”). Diluted earnings per common share attributable to Comcast Corporation shareholders (“diluted EPS”) considers the impact of potentially dilutive securities using the treasury stock method, except in periods in which there is a loss, because the inclusion of the potential common shares would have an antidilutive effect. Diluted EPS excludes the impact of potential common shares related to our stock options in periods in which the option exercise price is greater than the average market price of our Class A common stock or our Class A Special common stock, as applicable.

Diluted EPS for the three and six months ended June 30, 2010 excludes approximately 195 million and 194 million, respectively, of potential common shares related to our share-based compensation plans, because the inclusion of the potential common shares would have had an antidilutive effect. For the three and six months ended June 30, 2009, diluted EPS excludes approximately 204 million and 196 million, respectively, of potential common shares.



**Computation of Diluted EPS**

|   | Three Months Ended June 30                              |              |                        |   |              |                        |
|---|---|--------------|------------------------|---|--------------|------------------------|
|   | 2010  |              |                        | 2009  |              |                        |
|   | Net Income<br>Attributable<br>to Comcast<br>Corporation | Shares       | Per<br>Share<br>Amount | Net Income<br>Attributable<br>to Comcast<br>Corporation | Shares       | Per<br>Share<br>Amount |
| (in millions, except per share data)                                |   |              |                        |   |              |                        |
| Basic EPS attributable to Comcast Corporation shareholders          | \$ 884  | 2,816        | \$ 0.31                | \$ 967  | 2,887        | \$ 0.33                |
| Effect of dilutive securities:                                      |   |              |                        |   |              |                        |
| Assumed exercise or issuance of shares relating to stock plans      |   | 6            |                        |   | 4            |                        |
| <b>Diluted EPS attributable to Comcast Corporation shareholders</b> | <b>\$ 884</b>   | <b>2,822</b> | <b>\$ 0.31</b>         | <b>\$ 967</b>   | <b>2,891</b> | <b>\$ 0.33</b>         |

|   | Six Months Ended June 30                                |              |                        |   |              |                        |
|---|---|--------------|------------------------|---|--------------|------------------------|
|   | 2010  |              |                        | 2009  |              |                        |
|   | Net Income<br>Attributable<br>to Comcast<br>Corporation | Shares       | Per<br>Share<br>Amount | Net Income<br>Attributable<br>to Comcast<br>Corporation | Shares       | Per<br>Share<br>Amount |
| (in millions, except per share data)                                |   |              |                        |   |              |                        |
| Basic EPS attributable to Comcast Corporation shareholders          | \$ 1,750  | 2,823        | \$ 0.62                | \$ 1,739  | 2,886        | \$ 0.60                |
| Effect of dilutive securities:                                      |   |              |                        |   |              |                        |
| Assumed exercise or issuance of shares relating to stock plans      |   | 7            |                        |   | 7            |                        |
| <b>Diluted EPS attributable to Comcast Corporation shareholders</b> | <b>\$ 1,750</b>   | <b>2,830</b> | <b>\$ 0.62</b>         | <b>\$ 1,739</b>   | <b>2,893</b> | <b>\$ 0.60</b>         |

**Note 4: Acquisitions and Other Significant Events**

***NBC Universal Transaction***

We entered into agreements with General Electric Company (“GE”) in December 2009 to form a new company of which we will own 51% and control, with the remaining 49% to be owned by GE. Under the terms of the transaction, GE will contribute NBC Universal’s businesses, including its cable and broadcast networks, filmed entertainment, televised entertainment, theme parks and unconsolidated investments, as well as other GE assets used primarily in NBC Universal’s business. NBC Universal borrowed \$4 billion in April 2010 from third party lenders and plans to borrow an additional \$5.1 billion from third party lenders prior to closing. We will contribute our national programming networks, our regional sports networks and certain of our Internet businesses, as well as other assets used primarily in those businesses, collectively valued at approximately \$7.25 billion. We will also make a cash payment to GE of \$7.1 billion less certain adjustments primarily based on the free cash flow generated by NBC Universal between December 4, 2009 and the closing. The transaction is subject to various regulatory approvals and is expected to close by the end of 2010.

GE will be entitled to cause the new company to redeem half of GE’s interest 3.5 years after the closing and its remaining interest 7 years after the closing. If GE exercises its first redemption right, we have the right to purchase the remainder of GE’s interest. If GE does not exercise its first redemption right, we have the right to purchase half of GE’s interest 5 years after the closing. We also will have the right to purchase GE’s remaining interest, if any, 8 years after the closing. The redemption and purchase price will equal the ownership percentage being acquired multiplied by 120% of the fully distributed public market trading value of the new company, less half of the excess of 120% of that value over \$28.15 billion. Subject to various limitations, we are committed to fund up to \$2.875 billion in cash or common stock for each of the two redemptions (for an aggregate of up to \$5.75 billion), with amounts not used in the first redemption to be available for the second redemption.

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The results of operations for the new company will be consolidated with our results of operations, as we will control the new company. When the transaction is completed, the NBC Universal businesses will be recorded at their fair value and the businesses we contribute will be recorded at their historical or carry-over basis. GE's interest will be recorded as a redeemable noncontrolling interest in our consolidated financial statements.

### Other

During the six months ended June 30, 2010, we acquired CIMCO Communications, Inc. ("CIMCO"), a phone and high-speed Internet service provider for businesses, Paciolan, Inc. ("Paciolan"), a developer of automated ticketing software, New Global Telecom, Inc. ("NGT"), a phone service provider for small to medium-sized businesses, and made other smaller acquisitions. The aggregate purchase price of all of these acquisitions was approximately \$195 million. The results of operations for CIMCO and NGT are reported in our Cable segment. The results of operations for Paciolan are reported in Corporate and Other. The results of operations for these acquisitions have been included in our consolidated results of operations since their respective acquisition dates and were not material to our consolidated financial statements.

## Note 5: Investments

| (in millions)   | June 30,<br>2010 | December 31,<br>2009 |
|---|------------------|----------------------|
| Fair value method   | \$2,168          | \$ 1,933             |
| Equity method, primarily SpectrumCo and Clearwire           | 2,265            | 2,341                |
| Cost method, primarily AirTouch redeemable preferred shares | 1,718            | 1,723                |
| Total investments   | 6,151            | 5,997                |
| Less: Current investments                                   | 53               | 50                   |
| <b>Noncurrent investments</b>                               | <b>\$6,098</b>   | <b>\$ 5,947</b>      |

As of June 30, 2010 and December 31, 2009, the estimated fair value of the AirTouch redeemable preferred stock was \$1.590 billion and \$1.524 billion, respectively, which exceeded our carrying basis as of each date.

## Components of Investment Income (Loss), Net

| (in millions)   | Three Months Ended<br>June 30 |              | Six Months Ended<br>June 30 |              |
|---|-------------------------------|--------------|-----------------------------|--------------|
|   | 2010                          | 2009         | 2010                        | 2009         |
| Gains on sales and exchanges of investments, net                                      | \$ 9                          | \$ 1         | \$ 11                       | \$ 4         |
| Investment impairment losses  | (6)                           | (3)          | (14)                        | (19)         |
| Unrealized gains (losses) on securities underlying prepaid forward sale agreements    | (129)                         | 342          | 231                         | 380          |
| Mark to market adjustments on derivative component of prepaid forward sale agreements | 131                           | (311)        | (146)                       | (340)        |
| Mark to market adjustments on derivative component of ZONES                           | 1                             | (5)          | 2                           | 4            |
| Interest and dividend income  | 23                            | 27           | 45                          | 54           |
| Other, net  | (29)                          | 6            | (28)                        | (13)         |
| <b>Investment income (loss), net</b>  | <b>\$ —</b>                   | <b>\$ 57</b> | <b>\$ 101</b>               | <b>\$ 70</b> |

## Note 6: Goodwill

| (in millions)                             | Cable           | Programming     | Corporate<br>and Other | Total           |
|---|-----------------|-----------------|------------------------|-----------------|
| Balance, December 31, 2009 <sup>(a)</sup> | \$12,828        | \$ 1,630        | \$ 475                 | \$14,933        |
| Acquisitions                              | 74              | 12              | 10                     | 96              |
| Settlements and adjustments               | (1)             | —               | —                      | (1)             |
| <b>Balance, June 30, 2010</b>             | <b>\$12,901</b> | <b>\$ 1,642</b> | <b>\$ 485</b>          | <b>\$15,028</b> |

(a) The December 31, 2009 Cable segment and Corporate and Other amounts have been adjusted for segment reclassifications to be consistent with our 2010 management reporting presentation.

## **Note 7: Long-Term Debt**

In March 2010, we issued \$1.4 billion principal amount of 5.15% notes due 2020 and \$1.0 billion principal amount of 6.4% notes due 2040. The net proceeds of these issuances will be used for working capital and general corporate purposes, which may include the repayment of debt at its maturity and funding a portion of our payment to GE due upon closing of the NBC Universal transaction.

## **Note 8: Fair Value Measurements and Derivative Financial Instruments**

We use derivative financial instruments to manage our exposure to the risks associated with fluctuations in interest rates and equity prices. Our objective is to manage the financial and operational exposure arising from these risks by offsetting gains and losses on the underlying exposures with gains and losses on the derivatives used to economically hedge them. Derivative financial instruments that receive designated hedge accounting treatment are evaluated for effectiveness at the time they are designated, as well as throughout the hedging period. We do not engage in any speculative or leveraged derivative transactions. All derivative transactions must comply with a derivatives policy authorized by our Board of Directors.

We manage the credit risks associated with our derivative financial instruments through the evaluation and monitoring of the creditworthiness of the counterparties. Although we may be exposed to losses in the event of nonperformance by the counterparties, we do not expect such losses, if any, to be significant.

We manage our exposure to and benefits from price fluctuations in the common stock of some of our investments by using equity derivative financial instruments embedded in other contracts, such as prepaid forward sale agreements, whose values, in part, are derived from the market value of certain publicly traded common stock.

We periodically examine the instruments we use to hedge exposure to interest rate and equity price risks to ensure that the instruments are matched with underlying assets or liabilities, to reduce our risks relating to changes in interest rates or equity prices and, through market value and sensitivity analysis, to maintain a high correlation to the risk inherent in the hedged item. For those instruments that do not meet the above conditions, and for those derivative financial instruments that are not designated as a hedge, changes in fair value are recognized on a current basis in earnings.

As of June 30, 2010, our derivative financial instruments designated as hedges included (i) the derivative component of one of our prepaid forward sale agreements, which is recorded to other noncurrent liabilities, (ii) our interest rate swap agreements, which are recorded to other current or noncurrent assets or liabilities, and (iii) our interest rate collars, which are recorded to other current liabilities. Changes in the fair value of the derivative component of our prepaid forward sale agreements are recorded to investment income (loss), net. Changes in the fair value of our interest rate swap agreements are recorded to interest expense. These amounts are completely offset by changes in the fair value of the related debt because the swaps are deemed to be 100% effective. The difference between variable and fixed rates to be paid or received under the terms of the interest rate swap agreements is accrued as interest rates change and recognized as an adjustment to interest expense for the related debt. The effective portion of changes in the fair value of our interest rate collars is recorded to accumulated other comprehensive income (loss). The ineffective portion, if any, of changes in the fair value of our interest rate collars is recorded to investment income (loss), net.

As of June 30, 2010, our derivative financial instruments not designated as hedges included (i) the derivative component of our indexed debt instruments (our ZONES debt), which is recorded to long-term debt, and (ii) the derivative component of certain of our prepaid forward sale agreements, which is recorded to other noncurrent liabilities.

As of June 30, 2010, our debt had an estimated fair value of \$34.029 billion. The estimated fair value of our publicly traded debt is based on quoted market values for the debt. To estimate the fair value of debt for which there are no quoted market prices, we use interest rates available to us for debt with similar terms and remaining maturities.

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**Recurring Fair Value Measures**

| (in millions)   | Fair value as of June 30, 2010 |               |             |                 | December 31, 2009 |
|---|--------------------------------|---------------|-------------|-----------------|-------------------|
|   | Level 1                        | Level 2       | Level 3     | Total           | Total             |
| <b>Assets</b>   |                                |               |             |                 |                   |
| Trading securities                                      | \$ 2,078                       | \$ —          | \$ —        | \$ 2,078        | \$ 1,855          |
| Available-for-sale securities                           | 90                             | —             | —           | 90              | 76                |
| Equity warrants   | —                              | —             | 2           | 2               | 2                 |
| Interest rate swap agreements                           | —                              | 261           | —           | 261             | 143               |
|   | <b>\$ 2,168</b>                | <b>\$ 261</b> | <b>\$ 2</b> | <b>\$ 2,431</b> | <b>\$ 2,076</b>   |
| <b>Liabilities</b>                                      |                                |               |             |                 |                   |
| Derivative component of ZONES                           | \$ —                           | \$ 13         | \$ —        | \$ 13           | \$ 15             |
| Derivative component of prepaid forward sale agreements | —                              | 495           | —           | 495             | 349               |
| Interest rate swap agreements                           | —                              | 1             | —           | 1               | 1                 |
| Interest rate collars                                   | —                              | 67            | —           | 67              | —                 |
|   | <b>\$ —</b>                    | <b>\$ 576</b> | <b>\$ —</b> | <b>\$ 576</b>   | <b>\$ 365</b>     |

**Amount of Gain (Loss) Recognized in Income on Derivative Financial Instruments**

| (in millions)   | Three Months Ended<br>June 30 |              | Six Months Ended<br>June 30 |              |
|---|-------------------------------|--------------|-----------------------------|--------------|
|   | 2010                          | 2009         | 2010                        | 2009         |
| <b>Designated Fair Value Hedging Relationships</b>                                    |                               |              |                             |              |
| Interest Income (Expense):  |                               |              |                             |              |
| Interest rate swap agreements (fixed to variable)                                     | \$ 90                         | \$ (113)     | \$ 118                      | \$ (151)     |
| Long-term debt — interest rate swap agreements (fixed to variable)                    | (90)                          | 113          | (118)                       | 151          |
| Investment Income (Expense):  |                               |              |                             |              |
| Unrealized gains (losses) on securities underlying prepaid forward sale agreement     | (3)                           | 33           | 16                          | 13           |
| Mark to market adjustments on derivative component of prepaid forward sale agreement  | 4                             | (30)         | (7)                         | (13)         |
| Gain (loss) on fair value hedging relationships                                       | 1                             | 3            | 9                           | —            |
| <b>Nondesignated</b>  |                               |              |                             |              |
| Investment Income (Expense):  |                               |              |                             |              |
| Unrealized gains (losses) on securities underlying prepaid forward sale agreements    | (126)                         | 309          | 215                         | 367          |
| Mark to market adjustments on derivative component of prepaid forward sale agreements | 127                           | (281)        | (139)                       | (327)        |
| Mark to market adjustments on derivative component of ZONES                           | 1                             | (5)          | 2                           | 4            |
| <b>Total gain (loss)</b>  | <b>\$ 3</b>                   | <b>\$ 26</b> | <b>\$ 87</b>                | <b>\$ 44</b> |

The difference between variable and fixed rates received under the terms of our interest rate swap agreements reduced interest expense by approximately \$33 million and \$65 million during the three and six months ended June 30, 2010, respectively. These amounts during the three and six months ended June 30, 2009 were approximately \$25 million and \$48 million, respectively.

**Note 9: Noncontrolling Interests**

Certain of our subsidiaries that we consolidate are not wholly owned. Some of the agreements with the minority partners of these subsidiaries contain redemption features whereby interests held by the minority partners are redeemable either (i) at the option of the holder or (ii) upon the occurrence of an event that is not solely within our control. If interests were to be redeemed under these agreements, we would generally be required to purchase the interest at fair value on the date of redemption. These interests are presented on the balance sheet outside of

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equity under the caption "Redeemable noncontrolling interests." Noncontrolling interests that do not contain such redemption features are presented in equity.

During the six months ended June 30, 2010, we acquired all of the noncontrolling interest of one of our technology ventures, which had a carrying value of approximately \$20 million, for approximately \$9 million. The difference between the amount paid and the carrying value of the noncontrolling interest resulted in an increase of approximately \$11 million to additional paid-in capital of Comcast Corporation.

The table below presents the changes in equity resulting from net income attributable to Comcast Corporation and transfers to or from noncontrolling interests.

| (in millions)   | Six Months Ended<br>June 30, 2010 | Six Months Ended<br>June 30, 2009 |
|---|-----------------------------------|-----------------------------------|
| Net income attributable to Comcast Corporation  | \$ 1,750                          | \$ 1,739                          |
| Transfers from (to) noncontrolling interests:   |                                   |                                   |
| Increase in Comcast Corporation additional paid-in capital resulting from the purchase of noncontrolling interest | 11                                | 30                                |
| Changes from net income attributable to Comcast Corporation and transfers from (to) noncontrolling interests      | <b>\$ 1,761</b>                   | <b>\$ 1,769</b>                   |

## Note 10: Equity

### Share-Based Compensation

Our Board of Directors may grant share-based awards, in the form of stock options and RSUs, to certain employees and directors. Additionally, through our employee stock purchase plan, employees are able to purchase shares of Comcast Class A common stock at a discount through payroll deductions.

In March 2010, we granted 30.9 million stock options and 8.4 million RSUs related to our annual management grant program. The fair values associated with these grants were \$5.11 per stock option and \$16.87 per RSU.

### Recognized Share-Based Compensation Expense

| (in millions)                | Three Months Ended<br>June 30 |              | Six Months Ended<br>June 30 |              |
|------------------------------|-------------------------------|--------------|-----------------------------|--------------|
|                              | 2010                          | 2009         | 2010                        | 2009         |
| Stock options                | \$ 25                         | \$ 28        | \$ 53                       | \$ 47        |
| Restricted share units       | 33                            | 27           | 68                          | 40           |
| Employee stock purchase plan | 2                             | 2            | 6                           | 7            |
| <b>Total</b>                 | <b>\$ 60</b>                  | <b>\$ 57</b> | <b>\$ 127</b>               | <b>\$ 94</b> |

As of June 30, 2010, there was \$396 million and \$387 million of unrecognized pretax compensation cost related to nonvested stock options and nonvested RSUs, respectively.

The employee cost associated with participation in the employee stock purchase plan was satisfied with payroll deductions of approximately \$11 million and \$26 million for the three and six months ended June 30, 2010, respectively. For the three and six months ended June 30, 2009, the employee cost was \$10 million and \$27 million, respectively.

### Accumulated Other Comprehensive Income (Loss)

| (in millions)   | June 30,       |                |
|---|----------------|----------------|
|   | 2010           | 2009           |
| Unrealized gains (losses) on marketable securities                          | \$ 22          | \$ 27          |
| Deferred gains (losses) on cash flow hedges                                 | (99)           | (76)           |
| Unrealized gains (losses) on employee benefit obligations                   | (5)            | (31)           |
| Cumulative translation adjustments  | (4)            | —              |
| <b>Accumulated other comprehensive income (loss), net of deferred taxes</b> | <b>\$ (86)</b> | <b>\$ (80)</b> |

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Deferred losses on cash flow hedges in the table above relate primarily to interest rate lock agreements and interest rate collars. As of June 30, 2010, we expect \$16 million of unrealized losses, \$10 million net of deferred taxes, to be reclassified as an adjustment to interest expense over the next 12 months.

### Note 11: Statement of Cash Flows—Supplemental Information

The table below presents our adjustments to reconcile net income from consolidated operations to net cash provided by operating activities.

| (in millions)  | Six Months Ended<br>June 30 |                 |
|--|-----------------------------|-----------------|
|  | 2010                        | 2009            |
| Net income from consolidated operations  | \$ 1,765                    | \$ 1,734        |
| Adjustments to reconcile net income from consolidated operations to net cash provided by operating activities: |                             |                 |
| Depreciation   | 2,790                       | 2,786           |
| Amortization   | 499                         | 507             |
| Share-based compensation   | 153                         | 121             |
| Noncash interest expense (income), net   | 69                          | 81              |
| Equity in net (income) losses of affiliates, net   | 58                          | 27              |
| (Gains) losses on investments and noncash other (income) expense, net  | (11)                        | (23)            |
| Deferred income taxes  | (25)                        | 394             |
| Changes in operating assets and liabilities, net of effects of acquisitions and divestitures:                  |                             |                 |
| Change in accounts receivable, net   | (121)                       | (49)            |
| Change in accounts payable and accrued expenses related to trade creditors                                     | 2                           | (112)           |
| Change in other operating assets and liabilities   | 153                         | (353)           |
| <b>Net cash provided by operating activities</b>   | <b>\$ 5,332</b>             | <b>\$ 5,113</b> |

### Cash Payments for Interest and Income Taxes

| (in millions) | Three Months Ended<br>June 30 |        | Six Months Ended<br>June 30 |          |
|---------------|-------------------------------|--------|-----------------------------|----------|
|               | 2010                          | 2009   | 2010                        | 2009     |
| Interest      | \$ 354                        | \$ 399 | \$ 969                      | \$ 1,063 |
| Income taxes  | \$ 1,080                      | \$ 585 | \$ 1,126                    | \$ 746   |

### Noncash Financing and Investing Activities

During the six months ended June 30, 2010, we:

- recorded a liability of approximately \$265 million for a quarterly cash dividend of \$0.0945 per common share paid in July 2010, which is a noncash financing activity
- acquired approximately \$421 million of property and equipment and software that was accrued but unpaid, which is a noncash investing activity

### Note 12: Commitments and Contingencies

#### Commitments

One of our subsidiaries supports debt compliance with respect to obligations of a cable system in which we hold an ownership interest, which expires March 2011. Although there can be no assurance, we believe that this cable system will be able to support its debt compliance requirements on its own and that we will not be required to fund our obligation under this commitment. The total notional amount of our commitment was \$410 million as of June 30, 2010, at which time there were no quoted market prices for similar agreements.

## **Contingencies**

### ***Antitrust Cases***

We are defendants in two purported class actions originally filed in December 2003 in the United States District Courts for the District of Massachusetts and the Eastern District of Pennsylvania. The potential class in the Massachusetts case, which has been transferred to the Eastern District of Pennsylvania, is our customer base in the “Boston Cluster” area, and the potential class in the Pennsylvania case is our customer base in the “Philadelphia and Chicago Clusters,” as those terms are defined in the complaints. In each case, the plaintiffs allege that certain customer exchange transactions with other cable providers resulted in unlawful horizontal market restraints in those areas and seek damages under antitrust statutes, including treble damages.

Classes of Philadelphia Cluster and Chicago Cluster customers were certified in May 2007 and October 2007, respectively. In March 2009, as a result of a Third Circuit Court of Appeals decision clarifying the standards for class certification, the order certifying the Philadelphia Cluster class was vacated without prejudice to the plaintiffs filing a new motion. In January 2010, in its decision on the plaintiffs’ new motion, the Eastern District of Pennsylvania certified a class subject to certain limitations. In June 2010, the Third Circuit Court of Appeals granted our petition for an interlocutory appeal from the class certification decision. In March 2010, we moved for summary judgment dismissing all of the plaintiffs’ claims in the Philadelphia Cluster; the summary judgment motion is stayed pending the class certification appeal. The plaintiffs’ claims concerning the other two clusters are stayed pending determination of the Philadelphia Cluster claims.

We also are among the defendants in a purported class action filed in the United States District Court for the Central District of California in September 2007. The potential class is comprised of all persons residing in the United States who have subscribed to an expanded basic level of video service provided by one of the defendants. The plaintiffs allege that the defendants who produce video programming have entered into agreements with the defendants who distribute video programming via cable and satellite (including us), which preclude the distributor defendants from reselling channels to customers on an “unbundled” basis in violation of federal antitrust laws. The plaintiffs seek treble damages and injunctive relief requiring each distributor defendant to resell certain channels to its customers on an “unbundled” basis. In October 2009, the Central District of California issued an order dismissing the plaintiffs’ complaint with prejudice. The plaintiffs have appealed that order to the Ninth Circuit Court of Appeals.

In addition, we are the defendant in twenty-two purported class actions filed in federal district courts throughout the country. All of these actions have been consolidated by the Judicial Panel on Multidistrict Litigation in the United States District Court for the Eastern District of Pennsylvania for pre-trial proceedings. In a consolidated complaint filed in November 2009 on behalf of all plaintiffs in the multi-district litigation, the plaintiffs allege that we improperly “tie” the rental of set-top boxes to the provision of premium cable services in violation of Section 1 of the Sherman Antitrust Act, various state antitrust laws and unfair/deceptive trade practices acts in California, Illinois and Alabama. The plaintiffs also allege a claim for unjust enrichment and seek relief on behalf of a nationwide class of our premium cable customers and on behalf of subclasses consisting of premium cable customers from California, Alabama, Illinois, Pennsylvania and Washington. In January 2010, we moved to compel arbitration of the plaintiffs’ claims for unjust enrichment and violations of the unfair/deceptive trade practices acts of Illinois and Alabama.

The West Virginia Attorney General also filed a complaint in West Virginia state court in July 2009 alleging that we improperly “tie” the rental of set-top boxes to the provision of premium cable services in violation of the West Virginia Antitrust Act and the West Virginia Consumer Credit and Protection Act. The Attorney General also alleges a claim for unjust enrichment/restitution. We removed the case to the United States District Court for West Virginia, and it was subsequently transferred to the United States District Court for the Eastern District of Pennsylvania and consolidated with the multi-district litigation described above. In March 2010, the Eastern District of Pennsylvania denied the Attorney General’s motion to remand the case back to West Virginia state court. In June 2010, the Attorney General moved to sever and remand the portion of his claims seeking civil penalties and injunctive relief back to West Virginia state court. We filed a brief in opposition to the motion in July 2010.

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***ERISA Litigation***

We and several of our current officers have been named as defendants in a purported class action lawsuit filed in the United States District Court for the Eastern District of Pennsylvania in February 2008. The potential class comprises participants in our retirement investment (401(k)) plan that invested in the plan's company stock account. The plaintiffs assert that the defendants breached their fiduciary duties under the Employee Retirement Income Security Act of 1974 (ERISA) in managing the plan by allowing participants to continue to invest in the company stock account during a time in 2007 when we allegedly knew (but had not disclosed) that we would not meet our forecasted results. In July 2010, the parties agreed to settle this action with a payment by us of \$5 million and our agreement to take certain action with respect to the administration of the plans.

***Other***

We are a defendant in several unrelated lawsuits claiming infringement of various patents relating to various aspects of our businesses. In certain of these cases other industry participants are also defendants, and also in certain of these cases we expect that any potential liability would be in part or in whole the responsibility of our equipment and technology vendors under applicable contractual indemnification provisions. We are also subject to other legal proceedings and claims that arise in the ordinary course of our business. While the amount of ultimate liability with respect to such actions is not expected to materially affect our financial position, results of operations or cash flows, any litigation resulting from any such legal proceedings or claims could be time consuming, costly and injure our reputation.

\* \* \*

We believe the claims in each of the actions described above in this item are without merit and intend to defend the actions vigorously. Although we cannot predict the outcome of any of the actions described above or how the final resolution of any such actions would impact our results of operations or cash flows for any one period or our consolidated financial condition, the final disposition of any of the above actions is not expected to have a material adverse effect on our consolidated financial position, but could possibly be material to our consolidated results of operations or cash flows for any one period.



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**Note 13: Financial Data by Business Segment**

Our reportable segments consist of our Cable and Programming businesses. In evaluating the profitability of our segments, the components of net income (loss) below operating income (loss) before depreciation and amortization are not separately evaluated by our management. Assets are not allocated to segments for management reporting, although over 95% of our assets relate to the Cable segment. Our financial data by business segment is presented in the table below.

| (in millions)  | Cable <sup>(a)(b)</sup> | Programming <sup>(c)</sup> | Corporate and Other <sup>(d)(e)</sup> | Eliminations <sup>(f)</sup> | Total    |
|--|-------------------------|----------------------------|---------------------------------------|-----------------------------|----------|
| <b>Three months ended June 30, 2010</b>  |                         |                            |                                       |                             |          |
| Revenue <sup>(g)</sup>   | \$ 8,949                | \$ 454                     | \$ 211                                | \$ (89)                     | \$ 9,525 |
| Operating income (loss) before depreciation and amortization <sup>(h)</sup>    | 3,698                   | 152                        | (112)                                 | (1)                         | 3,737    |
| Depreciation and amortization  | 1,589                   | 49                         | 28                                    | (7)                         | 1,659    |
| Operating income (loss)  | 2,109                   | 103                        | (140)                                 | 6                           | 2,078    |
| Capital expenditures   | 1,120                   | 7                          | 11                                    | —                           | 1,138    |
| <b>Three months ended June 30, 2009</b>  |                         |                            |                                       |                             |          |
| Revenue <sup>(g)(i)(j)</sup>   | \$ 8,518                | \$ 384                     | \$ 150                                | \$ (74)                     | \$ 8,978 |
| Operating income (loss) before depreciation and amortization <sup>(h)(i)</sup> | 3,499                   | 113                        | (78)                                  | 1                           | 3,535    |
| Depreciation and amortization <sup>(i)</sup>                                   | 1,598                   | 48                         | 23                                    | (9)                         | 1,660    |
| Operating income (loss) <sup>(i)</sup>   | 1,901                   | 65                         | (101)                                 | 10                          | 1,875    |
| Capital expenditures   | 1,108                   | 6                          | 7                                     | —                           | 1,121    |
| <b>Six months ended June 30, 2010</b>  |                         |                            |                                       |                             |          |
| Revenue <sup>(g)</sup>   | \$17,626                | \$ 839                     | \$ 456                                | \$ (194)                    | \$18,727 |
| Operating income (loss) before depreciation and amortization <sup>(h)</sup>    | 7,240                   | 273                        | (211)                                 | —                           | 7,302    |
| Depreciation and amortization  | 3,144                   | 103                        | 55                                    | (13)                        | 3,289    |
| Operating income (loss)  | 4,096                   | 170                        | (266)                                 | 13                          | 4,013    |
| Capital expenditures   | 2,033                   | 12                         | 18                                    | —                           | 2,063    |
| <b>Six months ended June 30, 2009</b>  |                         |                            |                                       |                             |          |
| Revenue <sup>(g)(i)(j)</sup>   | \$16,901                | \$ 745                     | \$ 356                                | \$ (158)                    | \$17,844 |
| Operating income (loss) before depreciation and amortization <sup>(h)(i)</sup> | 6,903                   | 225                        | (148)                                 | (1)                         | 6,979    |
| Depreciation and amortization <sup>(i)</sup>                                   | 3,163                   | 97                         | 50                                    | (17)                        | 3,293    |
| Operating income (loss) <sup>(i)</sup>   | 3,740                   | 128                        | (198)                                 | 16                          | 3,686    |
| Capital expenditures   | 2,238                   | 14                         | 29                                    | —                           | 2,281    |

(a) Cable segment revenue was derived from the following services:

|                            | Three Months Ended<br>June 30 |               | Six Months Ended<br>June 30 |               |
|----------------------------|-------------------------------|---------------|-----------------------------|---------------|
|                            | 2010                          | 2009          | 2010                        | 2009          |
| Video <sup>(j)</sup>       | 54.9%                         | 57.3%         | 55.4%                       | 58.1%         |
| High-speed Internet        | 23.8%                         | 22.7%         | 23.8%                       | 22.7%         |
| Phone                      | 10.2%                         | 9.4%          | 10.2%                       | 9.3%          |
| Advertising <sup>(j)</sup> | 5.0%                          | 4.3%          | 4.6%                        | 3.9%          |
| Franchise fees             | 2.8%                          | 2.8%          | 2.8%                        | 2.8%          |
| Other <sup>(j)</sup>       | 3.3%                          | 3.5%          | 3.2%                        | 3.2%          |
| <b>Total</b>               | <b>100.0%</b>                 | <b>100.0%</b> | <b>100.0%</b>               | <b>100.0%</b> |

Subscription revenue received from customers who purchase bundled services at a discounted rate is allocated proportionally to each service based on the individual service's price on a stand-alone basis.

(b) Our Cable segment includes our regional sports networks.

(c) Our Programming segment consists primarily of our consolidated national programming networks, E!, Golf Channel, VERSUS, G4 and Style.

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- (d) Corporate and Other activities include Comcast Interactive Media, Comcast Spectacor, a portion of operating results of our less than wholly owned technology development ventures (see “(e)” below), corporate activities and all other businesses not presented in our Cable or Programming segments.
- (e) We consolidate our less than wholly owned technology development ventures that we control or of which we are considered the primary beneficiary. These ventures are with Motorola. The ventures have been created to share the costs of development of new technologies for set-top boxes and other devices. The results of these entities are included within Corporate and Other except for cost allocations, which are made to the Cable segment based on our percentage ownership in each entity.
- (f) Included in the Eliminations column are transactions that our segments enter into with one another. The most common types of transactions are the following:
- our Programming segment generates revenue by selling cable network programming to our Cable segment, which represents a substantial majority of the revenue elimination amount
  - our Cable segment receives incentives offered by our Programming segment when negotiating programming contracts that are recorded as a reduction to programming expenses
  - our Cable segment generates revenue by selling advertising and by selling the use of satellite feeds to our Programming segment
  - our Cable segment generates revenue by providing network services to Comcast Interactive Media
- (g) Non-U.S. revenue was not significant in any period. No single customer accounted for a significant amount of our revenue in any period.
- (h) To measure the performance of our operating segments, we use operating income (loss) before depreciation and amortization, excluding impairments related to fixed and intangible assets, and gains or losses from the sale of assets, if any. This measure eliminates the significant level of noncash depreciation and amortization expense that results from the capital-intensive nature of our businesses and from intangible assets recognized in business combinations. It is also unaffected by our capital structure or investment activities. We use this measure to evaluate our consolidated operating performance, the operating performance of our operating segments, and to allocate resources and capital to our operating segments. It is also a significant performance measure in our annual incentive compensation programs. We believe that this measure is useful to investors because it is one of the bases for comparing our operating performance with other companies in our industries, although our measure may not be directly comparable to similar measures used by other companies. This measure should not be considered a substitute for operating income (loss), net income (loss) attributable to Comcast Corporation, net cash provided by operating activities, or other measures of performance or liquidity reported in accordance with GAAP.
- (i) The 2009 Cable segment and Corporate and Other amounts have been adjusted for segment reclassifications to be consistent with our 2010 management reporting presentation. The adjustments resulted in the reclassification of revenue, operating income (loss) before depreciation and amortization, depreciation and amortization, and operating income from Corporate and Other to our Cable segment for the amounts presented below.

| (in millions)  | Three Months Ended<br>June 30, 2009 | Six Months Ended<br>June 30, 2009 |
|--|-------------------------------------|-----------------------------------|
| Revenue  | \$ 2                                | \$ 5                              |
| Operating income (loss) before depreciation and amortization | \$ (2)                              | \$ (4)                            |
| Depreciation and amortization                                | \$ 3                                | \$ 6                              |
| Operating income (loss)                                      | \$ (5)                              | \$ (10)                           |

- (j) Reclassifications have been made to prior year amounts between revenue and operating expenses to conform to classifications used in 2010.

## Note 14: Condensed Consolidating Financial Information

Comcast Corporation and four of our wholly owned cable holding company subsidiaries, Comcast Cable Communications, LLC (“CCCL”), Comcast MO Group, Inc. (“Comcast MO Group”), Comcast Cable Holdings, LLC (“CCH”) and Comcast MO of Delaware, LLC (“Comcast MO of Delaware”), have fully and unconditionally guaranteed each other’s debt securities. Comcast MO Group, CCH and Comcast MO of Delaware are collectively referred to as the “Combined CCHMO Parents.”

Comcast Corporation provides an unconditional subordinated guarantee of the \$185 million principal amount currently outstanding of Comcast Holdings’ ZONES due October 2029 and the \$202 million principal amount currently outstanding of Comcast Holdings’ 10 <sup>5</sup>/<sub>8</sub>% senior subordinated debentures due 2012. Comcast Corporation does not guarantee the \$61 million principal amount outstanding of Comcast Holdings’ ZONES due November 2029. We have included Comcast Holdings’ condensed consolidated financial information for all periods presented. Our condensed consolidating financial information is presented in the tables below.

### Condensed Consolidating Balance Sheet June 30, 2010

| (in millions)   | Comcast<br>Parent | CCCL<br>Parent   | Combined<br>CCHMO<br>Parents | Comcast<br>Holdings | Non-<br>Guarantor<br>Subsidiaries | Elimination<br>and<br>Consolidation<br>Adjustments | Consolidated<br>Comcast<br>Corporation |
|---|-------------------|------------------|------------------------------|---------------------|-----------------------------------|--|--|
| <b>ASSETS</b>   |                   |                  |                              |                     |                                   |  |  |
| Cash and cash equivalents   | \$ —              | \$ —             | \$ —                         | \$ —                | \$ 4,028                          | \$ —   | \$ 4,028                               |
| Investments   | —                 | —                | —                            | —                   | 53                                | —  | 53                                     |
| Accounts receivable, net  | —                 | —                | —                            | —                   | 1,845                             | —  | 1,845                                  |
| Other current assets  | 180               | 2                | —                            | —                   | 483                               | —  | 665                                    |
| <b>Total current assets</b>   | <b>180</b>        | <b>2</b>         | <b>—</b>                     | <b>—</b>            | <b>6,409</b>                      | <b>—</b>   | <b>6,591</b>                           |
| Investments   | —                 | —                | —                            | —                   | 6,098                             | —  | 6,098                                  |
| Investments in and amounts due from subsidiaries eliminated<br>upon consolidation | 67,599            | 83,748           | 48,377                       | 70,254              | 8,235                             | (278,213)  | —                                      |
| Property and equipment, net   | 286               | —                | —                            | —                   | 22,931                            | —  | 23,217                                 |
| Franchise rights  | —                 | —                | —                            | —                   | 59,452                            | —  | 59,452                                 |
| Goodwill  | —                 | —                | —                            | —                   | 15,028                            | —  | 15,028                                 |
| Other intangible assets, net  | 10                | —                | —                            | —                   | 3,863                             | —  | 3,873                                  |
| Other noncurrent assets, net  | 1,118             | 44               | —                            | 148                 | 853                               | (795)  | 1,368                                  |
| <b>Total assets</b>   | <b>\$ 69,193</b>  | <b>\$ 83,794</b> | <b>\$ 48,377</b>             | <b>\$ 70,402</b>    | <b>\$ 122,869</b>                 | <b>\$ (279,008)</b>                                | <b>\$ 115,627</b>                      |
| <b>LIABILITIES AND EQUITY</b>   |                   |                  |                              |                     |                                   |  |  |
| Accounts payable and accrued expenses related<br>to trade creditors               | \$ 10             | \$ —             | \$ —                         | \$ —                | \$ 3,116                          | \$ —   | \$ 3,126                               |
| Accrued expenses and other current liabilities                                    | 1,084             | 345              | 75                           | 268                 | 1,484                             | —  | 3,256                                  |
| Current portion of long-term debt   | 1,265             | 1,000            | —                            | —                   | 43                                | —  | 2,308                                  |
| <b>Total current liabilities</b>  | <b>2,359</b>      | <b>1,345</b>     | <b>75</b>                    | <b>268</b>          | <b>4,643</b>                      | <b>—</b>   | <b>8,690</b>                           |
| Long-term debt, less current portion  | 21,800            | 3,960            | 2,347                        | 313                 | 264                               | —  | 28,684                                 |
| Deferred income taxes   | —                 | —                | —                            | 685                 | 27,542                            | (652)  | 27,575                                 |
| Other noncurrent liabilities  | 1,597             | —                | —                            | —                   | 5,555                             | (143)  | 7,009                                  |
| Redeemable noncontrolling interests   | —                 | —                | —                            | —                   | 145                               | —  | 145                                    |
| Equity:   |                   |                  |                              |                     |                                   |  |  |
| Common stock  | 32                | —                | —                            | —                   | —                                 | —  | 32                                     |
| Other shareholders’ equity  | 43,405            | 78,489           | 45,955                       | 69,136              | 84,633                            | (278,213)  | 43,405                                 |
| <b>Total Comcast Corporation shareholders’ equity</b>                             | <b>43,437</b>     | <b>78,489</b>    | <b>45,955</b>                | <b>69,136</b>       | <b>84,633</b>                     | <b>(278,213)</b>                                   | <b>43,437</b>                          |
| Noncontrolling interests  | —                 | —                | —                            | —                   | 87                                | —  | 87                                     |
| <b>Total equity</b>   | <b>43,437</b>     | <b>78,489</b>    | <b>45,955</b>                | <b>69,136</b>       | <b>84,720</b>                     | <b>(278,213)</b>                                   | <b>43,524</b>                          |
| <b>Total liabilities and equity</b>   | <b>\$ 69,193</b>  | <b>\$ 83,794</b> | <b>\$ 48,377</b>             | <b>\$ 70,402</b>    | <b>\$ 122,869</b>                 | <b>\$ (279,008)</b>                                | <b>\$ 115,627</b>                      |

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**Condensed Consolidating Balance Sheet**  
**December 31, 2009**

| (in millions)  | Comcast<br>Parent | CCCL<br>Parent  | Combined<br>CCHMO<br>Parents | Comcast<br>Holdings | Non-<br>Guarantor<br>Subsidiaries | Elimination<br>and<br>Consolidation<br>Adjustments | Consolidated<br>Comcast<br>Corporation |
|--|-------------------|-----------------|------------------------------|---------------------|-----------------------------------|--|--|
| <b>ASSETS</b>  |                   |                 |                              |                     |                                   |  |  |
| Cash and cash equivalents  | \$ —              | \$ —            | \$ —                         | \$ —                | \$ 671                            | \$ —   | \$ 671                                 |
| Investments  | —                 | —               | —                            | —                   | 50                                | —  | 50                                     |
| Accounts receivable, net   | —                 | —               | —                            | —                   | 1,711                             | —  | 1,711                                  |
| Other current assets   | 169               | 2               | —                            | —                   | 620                               | —  | 791                                    |
| <b>Total current assets</b>  | <b>169</b>        | <b>2</b>        | <b>—</b>                     | <b>—</b>            | <b>3,052</b>                      | <b>—</b>   | <b>3,223</b>                           |
| Investments  | —                 | —               | —                            | —                   | 5,947                             | —  | 5,947                                  |
| Investments in and amounts due from subsidiaries eliminated upon consolidation | 73,943            | 80,766          | 47,141                       | 69,959              | 5,721                             | (277,530)  | —                                      |
| Property and equipment, net  | 299               | —               | —                            | —                   | 23,556                            | —  | 23,855                                 |
| Franchise rights   | —                 | —               | —                            | —                   | 59,452                            | —  | 59,452                                 |
| Goodwill   | —                 | —               | —                            | —                   | 14,933                            | —  | 14,933                                 |
| Other intangible assets, net   | 11                | —               | —                            | —                   | 4,094                             | —  | 4,105                                  |
| Other noncurrent assets, net   | 419               | 13              | —                            | 6                   | 780                               | —  | 1,218                                  |
| <b>Total assets</b>  | <b>\$74,841</b>   | <b>\$80,781</b> | <b>\$47,141</b>              | <b>\$69,965</b>     | <b>\$117,535</b>                  | <b>\$(277,530)</b>                                 | <b>\$112,733</b>                       |
| <b>LIABILITIES AND EQUITY</b>  |                   |                 |                              |                     |                                   |  |  |
| Accounts payable and accrued expenses related to trade creditors               | \$ 14             | \$ —            | \$ —                         | \$ —                | \$ 3,080                          | \$ —   | \$ 3,094                               |
| Accrued expenses and other current liabilities                                 | 1,009             | 176             | 75                           | 131                 | 1,608                             | —  | 2,999                                  |
| Current portion of long-term debt  | 1,100             | —               | —                            | —                   | 56                                | —  | 1,156                                  |
| <b>Total current liabilities</b>   | <b>2,123</b>      | <b>176</b>      | <b>75</b>                    | <b>131</b>          | <b>4,744</b>                      | <b>—</b>   | <b>7,249</b>                           |
| Long-term debt, less current portion   | 20,089            | 4,925           | 2,352                        | 326                 | 248                               | —  | 27,940                                 |
| Deferred income taxes  | 8,068             | —               | —                            | 697                 | 19,035                            | —  | 27,800                                 |
| Other noncurrent liabilities   | 1,840             | —               | —                            | 171                 | 4,756                             | —  | 6,767                                  |
| Redeemable noncontrolling interests  | —                 | —               | —                            | —                   | 166                               | —  | 166                                    |
| Equity:  |                   |                 |                              |                     |                                   |  |  |
| Common stock   | 32                | —               | —                            | —                   | —                                 | —  | 32                                     |
| Other shareholders' equity   | 42,689            | 75,680          | 44,714                       | 68,640              | 88,496                            | (277,530)  | 42,689                                 |
| <b>Total Comcast Corporation shareholders' equity</b>                          | <b>42,721</b>     | <b>75,680</b>   | <b>44,714</b>                | <b>68,640</b>       | <b>88,496</b>                     | <b>(277,530)</b>                                   | <b>42,721</b>                          |
| Noncontrolling interests   | —                 | —               | —                            | —                   | 90                                | —  | 90                                     |
| <b>Total equity</b>  | <b>42,721</b>     | <b>75,680</b>   | <b>44,714</b>                | <b>68,640</b>       | <b>88,586</b>                     | <b>(277,530)</b>                                   | <b>42,811</b>                          |
| <b>Total liabilities and equity</b>  | <b>\$74,841</b>   | <b>\$80,781</b> | <b>\$47,141</b>              | <b>\$69,965</b>     | <b>\$117,535</b>                  | <b>\$(277,530)</b>                                 | <b>\$112,733</b>                       |

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**Condensed Consolidating Statement of Operations  
For the Three Months Ended June 30, 2010**

| (in millions)  | Comcast<br>Parent | CCCL<br>Parent | Combined<br>CCHMO<br>Parents | Comcast<br>Holdings | Non-<br>Guarantor<br>Subsidiaries | Elimination<br>and<br>Consolidation<br>Adjustments | Consolidated<br>Comcast<br>Corporation |
|--|-------------------|----------------|------------------------------|---------------------|-----------------------------------|--|--|
| <b>Revenue:</b>  |                   |                |                              |                     |                                   |  |  |
| Service revenue  | \$ —              | \$ —           | \$ —                         | \$ —                | \$ 9,525                          | \$ —   | \$ 9,525                               |
| Management fee revenue                                       | 202               | 120            | 112                          | —                   | —                                 | (434)  | —                                      |
|  | 202               | 120            | 112                          | —                   | 9,525                             | (434)  | 9,525                                  |
| <b>Costs and Expenses:</b>                                   |                   |                |                              |                     |                                   |  |  |
| Operating (excluding depreciation and amortization)          | —                 | —              | —                            | —                   | 3,827                             | —  | 3,827                                  |
| Selling, general and administrative                          | 119               | 120            | 112                          | 15                  | 2,029                             | (434)  | 1,961                                  |
| Depreciation   | 7                 | —              | —                            | —                   | 1,404                             | —  | 1,411                                  |
| Amortization   | —                 | —              | —                            | —                   | 248                               | —  | 248                                    |
|  | 126               | 120            | 112                          | 15                  | 7,508                             | (434)  | 7,447                                  |
| Operating income (loss)                                      | 76                | —              | —                            | (15)                | 2,017                             | —  | 2,078                                  |
| <b>Other Income (Expense):</b>                               |                   |                |                              |                     |                                   |  |  |
| Interest expense   | (357)             | (100)          | (43)                         | (9)                 | (34)                              | —  | (543)                                  |
| Investment income (loss), net                                | 1                 | —              | —                            | 1                   | (2)                               | —  | —                                      |
| Equity in net income (losses) of affiliates, net             | 1,089             | 1,114          | 748                          | 1,147               | (26)                              | (4,098)  | (26)                                   |
| Other income (expense)                                       | (35)              | —              | —                            | —                   | —                                 | —  | (35)                                   |
|  | 698               | 1,014          | 705                          | 1,139               | (62)                              | (4,098)  | (604)                                  |
| Income (loss) before income taxes                            | 774               | 1,014          | 705                          | 1,124               | 1,955                             | (4,098)  | 1,474                                  |
| Income tax (expense) benefit                                 | 110               | 35             | 15                           | 8                   | (756)                             | —  | (588)                                  |
| Net income (loss) from consolidated operations               | 884               | 1,049          | 720                          | 1,132               | 1,199                             | (4,098)  | 886                                    |
| Net (income) loss attributable to noncontrolling interests   | —                 | —              | —                            | —                   | (2)                               | —  | (2)                                    |
| <b>Net income (loss) attributable to Comcast Corporation</b> | <b>\$ 884</b>     | <b>\$1,049</b> | <b>\$ 720</b>                | <b>\$1,132</b>      | <b>\$ 1,197</b>                   | <b>\$ (4,098)</b>                                  | <b>\$ 884</b>                          |

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**Condensed Consolidating Statement of Operations  
For the Three Months Ended June 30, 2009**

| (in millions)  | Comcast<br>Parent | CCCL<br>Parent | Combined<br>CCHMO<br>Parents | Comcast<br>Holdings | Non-<br>Guarantor<br>Subsidiaries | Elimination<br>and<br>Consolidation<br>Adjustments | Consolidated<br>Comcast<br>Corporation |
|--|-------------------|----------------|------------------------------|---------------------|-----------------------------------|--|--|
| <b>Revenue:</b>  |                   |                |                              |                     |                                   |  |  |
| Service revenue  | \$ —              | \$ —           | \$ —                         | \$ —                | \$ 8,978                          | \$ —   | \$ 8,978                               |
| Management fee revenue                                       | 193               | 169            | 108                          | —                   | —                                 | (470)  | —                                      |
|  | 193               | 169            | 108                          | —                   | 8,978                             | (470)  | 8,978                                  |
| <b>Costs and Expenses:</b>                                   |                   |                |                              |                     |                                   |  |  |
| Operating (excluding depreciation and amortization)          | —                 | —              | —                            | —                   | 3,581                             | —  | 3,581                                  |
| Selling, general and administrative                          | 82                | 169            | 108                          | 14                  | 1,959                             | (470)  | 1,862                                  |
| Depreciation   | 7                 | —              | —                            | —                   | 1,399                             | —  | 1,406                                  |
| Amortization   | —                 | —              | —                            | —                   | 254                               | —  | 254                                    |
|  | 89                | 169            | 108                          | 14                  | 7,193                             | (470)  | 7,103                                  |
| Operating income (loss)                                      | 104               | —              | —                            | (14)                | 1,785                             | —  | 1,875                                  |
| <b>Other Income (Expense):</b>                               |                   |                |                              |                     |                                   |  |  |
| Interest expense   | (315)             | (140)          | (50)                         | (8)                 | (38)                              | —  | (551)                                  |
| Investment income (loss), net                                | —                 | —              | —                            | (4)                 | 61                                | —  | 57                                     |
| Equity in net income (losses) of affiliates, net             | 1,104             | 1,246          | 839                          | 1,201               | (59)                              | (4,344)  | (13)                                   |
| Other income (expense)                                       | —                 | —              | —                            | —                   | 12                                | —  | 12                                     |
|  | 789               | 1,106          | 789                          | 1,189               | (24)                              | (4,344)  | (495)                                  |
| Income (loss) before income taxes                            | 893               | 1,106          | 789                          | 1,175               | 1,761                             | (4,344)  | 1,380                                  |
| Income tax (expense) benefit                                 | 74                | 49             | 17                           | 10                  | (574)                             | —  | (424)                                  |
| Net income (loss) from consolidated operations               | 967               | 1,155          | 806                          | 1,185               | 1,187                             | (4,344)  | 956                                    |
| Net (income) loss attributable to noncontrolling interests   | —                 | —              | —                            | —                   | 11                                | —  | 11                                     |
| <b>Net income (loss) attributable to Comcast Corporation</b> | <b>\$ 967</b>     | <b>\$1,155</b> | <b>\$ 806</b>                | <b>\$1,185</b>      | <b>\$ 1,198</b>                   | <b>\$ (4,344)</b>                                  | <b>\$ 967</b>                          |

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**Condensed Consolidating Statement of Operations**  
**For the Six Months Ended June 30, 2010**

| (in millions)  | Comcast<br>Parent | CCCL<br>Parent | Combined<br>CCHMO<br>Parents | Comcast<br>Holdings | Non-<br>Guarantor<br>Subsidiaries | Elimination<br>and<br>Consolidation<br>Adjustments | Consolidated<br>Comcast<br>Corporation |
|--|-------------------|----------------|------------------------------|---------------------|-----------------------------------|--|--|
| <b>Revenue:</b>  |                   |                |                              |                     |                                   |  |  |
| Service revenue  | \$ —              | \$ —           | \$ —                         | \$ —                | \$ 18,727                         | \$ —   | \$ 18,727                              |
| Management fee revenue                                       | 398               | 357            | 222                          | —                   | —                                 | (977)  | —                                      |
|  | 398               | 357            | 222                          | —                   | 18,727                            | (977)  | 18,727                                 |
| <b>Costs and Expenses:</b>                                   |                   |                |                              |                     |                                   |  |  |
| Operating (excluding depreciation and amortization)          | —                 | —              | —                            | —                   | 7,559                             | —  | 7,559                                  |
| Selling, general and administrative                          | 231               | 357            | 222                          | 29                  | 4,004                             | (977)  | 3,866                                  |
| Depreciation   | 14                | —              | —                            | —                   | 2,776                             | —  | 2,790                                  |
| Amortization   | —                 | —              | —                            | —                   | 499                               | —  | 499                                    |
|  | 245               | 357            | 222                          | 29                  | 14,838                            | (977)  | 14,714                                 |
| Operating income (loss)                                      | 153               | —              | —                            | (29)                | 3,889                             | —  | 4,013                                  |
| <b>Other Income (Expense):</b>                               |                   |                |                              |                     |                                   |  |  |
| Interest expense   | (692)             | (202)          | (86)                         | (17)                | (70)                              | —  | (1,067)                                |
| Investment income (loss), net                                | 3                 | —              | —                            | 2                   | 96                                | —  | 101                                    |
| Equity in net income (losses) of affiliates, net             | 2,130             | 2,284          | 1,430                        | 2,302               | (58)                              | (8,146)  | (58)                                   |
| Other income (expense)                                       | (48)              | —              | —                            | —                   | 3                                 | —  | (45)                                   |
|  | 1,393             | 2,082          | 1,344                        | 2,287               | (29)                              | (8,146)  | (1,069)                                |
| Income (loss) before income taxes                            | 1,546             | 2,082          | 1,344                        | 2,258               | 3,860                             | (8,146)  | 2,944                                  |
| Income tax (expense) benefit                                 | 204               | 70             | 30                           | 15                  | (1,498)                           | —  | (1,179)                                |
| Net income (loss) from consolidated operations               | 1,750             | 2,152          | 1,374                        | 2,273               | 2,362                             | (8,146)  | 1,765                                  |
| Net (income) loss attributable to noncontrolling interests   | —                 | —              | —                            | —                   | (15)                              | —  | (15)                                   |
| <b>Net income (loss) attributable to Comcast Corporation</b> | <b>\$1,750</b>    | <b>\$2,152</b> | <b>\$ 1,374</b>              | <b>\$2,273</b>      | <b>\$ 2,347</b>                   | <b>\$ (8,146)</b>                                  | <b>\$ 1,750</b>                        |

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**Condensed Consolidating Statement of Operations**  
**For the Six Months Ended June 30, 2009**

| (in millions)  | Comcast<br>Parent | CCCL<br>Parent | Combined<br>CCHMO<br>Parents | Comcast<br>Holdings | Non-<br>Guarantor<br>Subsidiaries | Elimination<br>and<br>Consolidation<br>Adjustments | Consolidated<br>Comcast<br>Corporation |
|--|-------------------|----------------|------------------------------|---------------------|-----------------------------------|--|--|
| <b>Revenue:</b>  |                   |                |                              |                     |                                   |  |  |
| Service revenue  | \$ —              | \$ —           | \$ —                         | \$ —                | \$ 17,844                         | \$ —   | \$ 17,844                              |
| Management fee revenue                                       | 384               | 336            | 215                          | —                   | —                                 | (935)  | —                                      |
|  | 384               | 336            | 215                          | —                   | 17,844                            | (935)  | 17,844                                 |
| <b>Costs and Expenses:</b>                                   |                   |                |                              |                     |                                   |  |  |
| Operating (excluding depreciation and amortization)          | —                 | —              | —                            | —                   | 7,173                             | —  | 7,173                                  |
| Selling, general and administrative                          | 160               | 336            | 215                          | 28                  | 3,888                             | (935)  | 3,692                                  |
| Depreciation   | 14                | —              | —                            | —                   | 2,772                             | —  | 2,786                                  |
| Amortization   | —                 | —              | —                            | —                   | 507                               | —  | 507                                    |
|  | 174               | 336            | 215                          | 28                  | 14,340                            | (935)  | 14,158                                 |
| Operating income (loss)                                      | 210               | —              | —                            | (28)                | 3,504                             | —  | 3,686                                  |
| <b>Other Income (Expense):</b>                               |                   |                |                              |                     |                                   |  |  |
| Interest expense   | (634)             | (308)          | (100)                        | (10)                | (69)                              | —  | (1,121)                                |
| Investment income (loss), net                                | (7)               | —              | —                            | 5                   | 72                                | —  | 70                                     |
| Equity in net income (losses) of affiliates, net             | 2,019             | 2,325          | 1,583                        | 2,193               | (95)                              | (8,052)  | (27)                                   |
| Other income (expense)                                       | —                 | —              | —                            | —                   | 11                                | —  | 11                                     |
|  | 1,378             | 2,017          | 1,483                        | 2,188               | (81)                              | (8,052)  | (1,067)                                |
| Income (loss) before income taxes                            | 1,588             | 2,017          | 1,483                        | 2,160               | 3,423                             | (8,052)  | 2,619                                  |
| Income tax (expense) benefit                                 | 151               | 108            | 35                           | 12                  | (1,191)                           | —  | (885)                                  |
| Net income (loss) from consolidated operations               | 1,739             | 2,125          | 1,518                        | 2,172               | 2,232                             | (8,052)  | 1,734                                  |
| Net (income) loss attributable to noncontrolling interests   | —                 | —              | —                            | —                   | 5                                 | —  | 5                                      |
| <b>Net income (loss) attributable to Comcast Corporation</b> | <b>\$1,739</b>    | <b>\$2,125</b> | <b>\$ 1,518</b>              | <b>\$2,172</b>      | <b>\$ 2,237</b>                   | <b>\$ (8,052)</b>                                  | <b>\$ 1,739</b>                        |



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**Condensed Consolidating Statement of Cash Flows  
For the Six Months Ended June 30, 2010**

| (in millions)  | Comcast<br>Parent | CCCL<br>Parent | Combined<br>CCHMO<br>Parents | Comcast<br>Holdings | Non-<br>Guarantor<br>Subsidiaries | Elimination<br>and<br>Consolidation<br>Adjustments | Consolidated<br>Comcast<br>Corporation |
|--|-------------------|----------------|------------------------------|---------------------|-----------------------------------|--|--|
| <b>Net cash provided by (used in) operating activities</b> | \$(1,153)         | \$ 16          | \$ (66)                      | \$ (204)            | \$ 6,739                          | \$ —   | \$ 5,332                               |
| <b>Investing Activities:</b>                               |                   |                |                              |                     |                                   |  |  |
| Net transactions with affiliates                           | 545               | (16)           | 66                           | 217                 | (812)                             | —  | —                                      |
| Capital expenditures                                       | (1)               | —              | —                            | —                   | (2,062)                           | —  | (2,063)                                |
| Cash paid for intangible assets                            | —                 | —              | —                            | —                   | (237)                             | —  | (237)                                  |
| Acquisitions, net of cash acquired                         | —                 | —              | —                            | —                   | (183)                             | —  | (183)                                  |
| Proceeds from sales of investments                         | —                 | —              | —                            | —                   | 15                                | —  | 15                                     |
| Purchases of investments                                   | —                 | —              | —                            | —                   | (32)                              | —  | (32)                                   |
| Other  | —                 | —              | —                            | —                   | (55)                              | —  | (55)                                   |
| <b>Net cash provided by (used in) investing activities</b> | 544               | (16)           | 66                           | 217                 | (3,366)                           | —  | (2,555)                                |
| <b>Financing Activities:</b>                               |                   |                |                              |                     |                                   |  |  |
| Proceeds from borrowings                                   | 2,394             | —              | —                            | —                   | 27                                | —  | 2,421                                  |
| Repurchases and repayments of debt                         | (600)             | —              | —                            | (13)                | (25)                              | —  | (638)                                  |
| Repurchases of common stock                                | (600)             | —              | —                            | —                   | —                                 | —  | (600)                                  |
| Dividends paid   | (535)             | —              | —                            | —                   | —                                 | —  | (535)                                  |
| Other  | (50)              | —              | —                            | —                   | (18)                              | —  | (68)                                   |
| <b>Net cash provided by (used in) financing activities</b> | 609               | —              | —                            | (13)                | (16)                              | —  | 580                                    |
| Increase (decrease) in cash and cash equivalents           | —                 | —              | —                            | —                   | 3,357                             | —  | 3,357                                  |
| Cash and cash equivalents, beginning of period             | —                 | —              | —                            | —                   | 671                               | —  | 671                                    |
| <b>Cash and cash equivalents, end of period</b>            | <b>\$ —</b>       | <b>\$ —</b>    | <b>\$ —</b>                  | <b>\$ —</b>         | <b>\$ 4,028</b>                   | <b>\$ —</b>  | <b>\$ 4,028</b>                        |

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**Condensed Consolidating Statement of Cash Flows  
For the Six Months Ended June 30, 2009**

| (in millions)                                       | Comcast<br>Parent | CCCL<br>Parent | Combined<br>CCHMO<br>Parents | Comcast<br>Holdings | Non-<br>Guarantor<br>Subsidiaries | Elimination<br>and<br>Consolidation<br>Adjustments | Consolidated<br>Comcast<br>Corporation |
|---|-------------------|----------------|------------------------------|---------------------|-----------------------------------|--|--|
| Net cash provided by (used in) operating activities | \$ 155            | \$ (85)        | \$ (72)                      | \$ 28               | \$ 5,087                          | \$ —   | \$ 5,113                               |
| <b>Investing Activities:</b>                        |                   |                |                              |                     |                                   |  |  |
| Net transactions with affiliates                    | (2,100)           | 1,537          | 72                           | 234                 | 257                               | —  | —                                      |
| Capital expenditures                                | (22)              | —              | —                            | —                   | (2,259)                           | —  | (2,281)                                |
| Cash paid for intangible assets                     | —                 | —              | —                            | —                   | (241)                             | —  | (241)                                  |
| Acquisitions, net of cash acquired                  | —                 | —              | —                            | —                   | (27)                              | —  | (27)                                   |
| Proceeds from sales of investments                  | —                 | —              | —                            | —                   | 16                                | —  | 16                                     |
| Purchases of investments                            | —                 | —              | —                            | —                   | (67)                              | —  | (67)                                   |
| Other   | —                 | —              | —                            | —                   | 30                                | —  | 30                                     |
| Net cash provided by (used in) investing activities | (2,122)           | 1,537          | 72                           | 234                 | (2,291)                           | —  | (2,570)                                |
| <b>Financing Activities:</b>                        |                   |                |                              |                     |                                   |  |  |
| Proceeds from borrowings                            | 2,492             | —              | —                            | —                   | 30                                | —  | 2,522                                  |
| Repurchases and repayments of debt                  | (33)              | (1,448)        | —                            | (262)               | (24)                              | —  | (1,767)                                |
| Repurchases of common stock                         | (108)             | —              | —                            | —                   | —                                 | —  | (108)                                  |
| Dividends paid                                      | (375)             | —              | —                            | —                   | —                                 | —  | (375)                                  |
| Other   | (9)               | (4)            | —                            | —                   | (8)                               | —  | (21)                                   |
| Net cash provided by (used in) financing activities | 1,967             | (1,452)        | —                            | (262)               | (2)                               | —  | 251                                    |
| Increase (decrease) in cash and cash equivalents    | —                 | —              | —                            | —                   | 2,794                             | —  | 2,794                                  |
| Cash and cash equivalents, beginning of period      | —                 | —              | —                            | —                   | 1,195                             | —  | 1,195                                  |
| <b>Cash and cash equivalents, end of period</b>     | <b>\$ —</b>       | <b>\$ —</b>    | <b>\$ —</b>                  | <b>\$ —</b>         | <b>\$ 3,989</b>                   | <b>\$ —</b>  | <b>\$ 3,989</b>                        |

## ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Overview

We are a leading provider of video, high-speed Internet and phone services ("cable services"), offering a variety of entertainment, information and communications services to residential and commercial customers. As of June 30, 2010, our cable systems served approximately 23.2 million video customers, 16.4 million high-speed Internet customers and 8.1 million phone customers and passed over 51 million homes and businesses in 39 states and the District of Columbia. We report the results of these operations as our Cable segment, which generates approximately 94% of our consolidated revenue. Our Cable segment also includes the operations of our regional sports networks. Our Programming segment consists primarily of our consolidated national programming networks, E!, Golf Channel, VERSUS, G4 and Style. Revenue from our Programming segment is generated primarily from monthly per subscriber license fees paid by multichannel video providers, the sale of advertising and the licensing of our programming internationally.

The following are the more significant developments in our businesses during the six months ended June 30, 2010:

- an increase in consolidated revenue of 4.9% to \$18.7 billion and an increase in consolidated operating income of 8.9% to \$4.0 billion
- an increase in Cable segment revenue of 4.3% to \$17.6 billion and an increase in operating income before depreciation and amortization of 4.9% to \$7.2 billion
- an increase in Programming segment revenue of 12.6% to \$839 million and an increase in operating income before depreciation and amortization of 21.5% to \$273 million
- the addition of 517,000 high-speed Internet customers and 503,000 phone customers; a decrease of 347,000 video customers
- a reduction in Cable segment capital expenditures of 9.2% to \$2.0 billion
- the repurchase of 36.4 million shares of our Class A Special common stock under our share repurchase authorization for \$600 million
- the payment of \$535 million in dividends
- the issuance of approximately \$2.4 billion aggregate principal amount of notes

### NBC Universal Transaction

We entered into agreements with General Electric Company ("GE") in December 2009 to form a new company of which we will own 51% and control, with the remaining 49% to be owned by GE. Under the terms of the transaction, GE will contribute NBC Universal's businesses, including its cable and broadcast networks, filmed entertainment, televised entertainment, theme parks and unconsolidated investments, as well as other GE assets used primarily in NBC Universal's business. NBC Universal borrowed \$4 billion in April 2010 from third party lenders ("bond offering") and plans to borrow an additional \$5.1 billion from third party lenders prior to the closing of the transaction. We will contribute our national programming networks, our regional sports networks and certain of our Internet businesses, as well as other assets used primarily in those businesses, collectively valued at approximately \$7.25 billion, and make a cash payment to GE of \$7.1 billion, less certain adjustments primarily based on the free cash flow generated by NBC Universal between December 4, 2009 and the closing. The transaction is subject to various regulatory approvals and is expected to close by the end of 2010.

GE will be entitled to cause the new company to redeem half of GE's interest 3.5 years after the closing and its remaining interest 7 years after the closing. If GE exercises its first redemption right, we have the right to purchase the remainder of GE's interest. If GE does not exercise its first redemption right, we have the right to purchase half of GE's interest 5 years after the closing. We also will have the right to purchase GE's remaining interest, if any, 8 years after the closing. The redemption and purchase price will equal the ownership percentage being acquired multiplied by 120% of the fully distributed public market trading value of the new company, less half of the excess

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of 120% of that value over \$28.15 billion. Subject to various limitations, we are committed to fund up to \$2.875 billion in cash or common stock for each of the two redemptions (for an aggregate of up to \$5.75 billion), with amounts not used in the first redemption to be available for the second redemption.

We have incurred expenses related to legal, accounting and valuation services of \$22 million and \$36 million for the three and six months ended June 30, 2010, respectively, which are reflected in operating, selling, general and administrative expenses. We also incurred certain financing and other shared costs with GE associated with NBC Universal's debt facilities entered into at the December 2009 agreement date and with NBC Universal's April 2010 bond offering of \$37 million and \$52 million for the three and six months ended June 30, 2010, respectively, which are reflected in other income (expense) and interest expense.

## Consolidated Operating Results

| (in millions)   | Three Months Ended<br>June 30 |               | Increase/<br>(Decrease) | Six Months Ended<br>June 30 |                 | Increase/<br>(Decrease) |
|---|-------------------------------|---------------|-------------------------|-----------------------------|-----------------|-------------------------|
|   | 2010                          | 2009          |                         | 2010                        | 2009            |                         |
| <b>Revenue<sup>(a)</sup></b>  | \$ 9,525                      | \$ 8,978      | 6.1 %                   | \$18,727                    | \$17,844        | 4.9%                    |
| Costs and expenses:   |                               |               |                         |                             |                 |                         |
| Operating, selling, general and administrative (excluding depreciation and amortization) <sup>(a)</sup> | 5,788                         | 5,443         | 6.4                     | 11,425                      | 10,865          | 5.2                     |
| Depreciation  | 1,411                         | 1,406         | 0.3                     | 2,790                       | 2,786           | 0.1                     |
| Amortization  | 248                           | 254           | (2.8)                   | 499                         | 507             | (1.8)                   |
| <b>Operating income</b>   | 2,078                         | 1,875         | 10.9                    | 4,013                       | 3,686           | 8.9                     |
| Other income (expense) items, net   | (604)                         | (495)         | 22.5                    | (1,069)                     | (1,067)         | 0.3                     |
| Income before income taxes  | 1,474                         | 1,380         | 6.7                     | 2,944                       | 2,619           | 12.4                    |
| Income tax expense  | (588)                         | (424)         | 38.4                    | (1,179)                     | (885)           | 33.1                    |
| Net income from consolidated operations   | 886                           | 956           | (7.4)                   | 1,765                       | 1,734           | 1.8                     |
| Net (income) loss attributable to noncontrolling interests  | (2)                           | 11            | (117.9)                 | (15)                        | 5               | (403.8)                 |
| <b>Net income attributable to Comcast Corporation</b>   | <b>\$ 884</b>                 | <b>\$ 967</b> | <b>(8.6)%</b>           | <b>\$ 1,750</b>             | <b>\$ 1,739</b> | <b>0.6%</b>             |

All percentages are calculated based on actual amounts. Minor differences may exist due to rounding.

(a) Reclassifications have been made to the prior year's amounts to conform to classifications used in 2010.

### Consolidated Revenue

Our Cable and Programming segments accounted for substantially all of the increases in consolidated revenue for the three and six months ended June 30, 2010 compared to the same periods in 2009. The remaining changes related to our other business activities, primarily Comcast Interactive Media and Comcast Spectacor. Cable segment revenue and Programming segment revenue are discussed separately in "Segment Operating Results."

### Consolidated Operating, Selling, General and Administrative Expenses

Our Cable and Programming segments accounted for substantially all of the increases in consolidated operating, selling, general and administrative expenses for the three and six months ended June 30, 2010 compared to the same periods in 2009. The remaining changes related to our other business activities, primarily Comcast Interactive Media and Comcast Spectacor, and costs associated with the NBC Universal transaction of \$22 million and \$36 million for the three and six months ended June 30, 2010, respectively. Cable segment and Programming segment operating, selling, general and administrative expenses are discussed separately in "Segment Operating Results."

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**Consolidated Depreciation and Amortization**

Depreciation expense and amortization expense remained relatively stable for three and six months ended June 30, 2010 compared to the same periods in 2009.

**Segment Operating Results**

Our segment operating results are presented based on how we assess operating performance and internally report financial information. To measure the performance of our operating segments, we use operating income (loss) before depreciation and amortization, excluding impairments related to fixed and intangible assets, and gains or losses from the sale of assets, if any. This measure eliminates the significant level of noncash depreciation and amortization expense that results from the capital-intensive nature of our businesses and from intangible assets recognized in business combinations. Additionally, it is unaffected by our capital structure or investment activities. We use this measure to evaluate our consolidated operating performance and the operating performance of our operating segments and to allocate resources and capital to our operating segments. It is also a significant performance measure in our annual incentive compensation programs. We believe that this measure is useful to investors because it is one of the bases for comparing our operating performance with that of other companies in our industries, although our measure may not be directly comparable to similar measures used by other companies. Because we use this metric to measure our segment profit or loss, we reconcile it to operating income (loss), the most directly comparable financial measure calculated and presented in accordance with generally accepted accounting principles in the United States (“GAAP”) in the business segment footnote to our condensed consolidated financial statements (see Note 13 to our condensed consolidated financial statements). This measure should not be considered a substitute for operating income (loss), net income (loss) attributable to Comcast Corporation, net cash provided by operating activities, or other measures of performance or liquidity we have reported in accordance with GAAP.

**Cable Segment Results of Operations**

| (in millions)  | Three Months Ended<br>June 30 |                 | Increase/<br>(Decrease) |             |
|--|-------------------------------|-----------------|-------------------------|-------------|
|  | 2010                          | 2009            | \$                      | %           |
| Video  | \$ 4,917                      | \$ 4,884        | \$ 33                   | 0.7%        |
| High-speed Internet  | 2,129                         | 1,929           | 200                     | 10.3        |
| Phone  | 916                           | 801             | 115                     | 14.3        |
| Advertising <sup>(a)</sup>                                   | 446                           | 363             | 83                      | 22.6        |
| Other <sup>(a)</sup>   | 290                           | 303             | (13)                    | (3.4)       |
| Franchise fees   | 251                           | 238             | 13                      | 5.3         |
| Revenue <sup>(a)</sup>                                       | 8,949                         | 8,518           | 431                     | 5.1         |
| Operating expenses <sup>(a)</sup>                            | 3,581                         | 3,387           | 194                     | 5.7         |
| Selling, general and administrative expenses <sup>(a)</sup>  | 1,670                         | 1,632           | 38                      | 2.3         |
| <b>Operating income before depreciation and amortization</b> | <b>\$ 3,698</b>               | <b>\$ 3,499</b> | <b>\$ 199</b>           | <b>5.7%</b> |

| (in millions)  | Six Months Ended<br>June 30 |                 | Increase/<br>(Decrease) |             |
|--|-----------------------------|-----------------|-------------------------|-------------|
|  | 2010                        | 2009            | \$                      | %           |
| Video  | \$ 9,759                    | \$ 9,813        | \$ (54)                 | (0.5)%      |
| High-speed Internet  | 4,200                       | 3,838           | 362                     | 9.4         |
| Phone  | 1,793                       | 1,578           | 215                     | 13.6        |
| Advertising <sup>(a)</sup>                                   | 806                         | 655             | 151                     | 23.0        |
| Other <sup>(a)</sup>   | 575                         | 545             | 30                      | 5.6         |
| Franchise fees   | 493                         | 472             | 21                      | 4.4         |
| Revenue <sup>(a)</sup>                                       | 17,626                      | 16,901          | 725                     | 4.3         |
| Operating expenses <sup>(a)</sup>                            | 7,080                       | 6,760           | 320                     | 4.7         |
| Selling, general and administrative expenses <sup>(a)</sup>  | 3,306                       | 3,238           | 68                      | 2.1         |
| <b>Operating income before depreciation and amortization</b> | <b>\$ 7,240</b>             | <b>\$ 6,903</b> | <b>\$ 337</b>           | <b>4.9%</b> |

(a) Reclassifications have been made to the prior year's amounts to conform to classifications used in 2010.

## **Cable Segment Revenue**

### ***Video***

Video revenue remained relatively consistent for the three and six months ended June 30, 2010 compared to the same periods in 2009 primarily due to revenue growth from rate adjustments and customer upgrades to our digital and advanced services which was offset by declines in video customers. During the three and six months ended June 30, 2010, the number of video customers decreased by approximately 265,000 and 347,000, respectively. During the three and six months ended June 30, 2010, we added or upgraded approximately 394,000 and 821,000 customers to our digital video service, respectively, including those customers added or upgraded in connection with the transition from analog to digital transmission of channels we distribute. As of June 30, 2010, approximately 83% of our 23.2 million video customers subscribed to at least one of our digital video services. Our average monthly video revenue per video customer increased to approximately \$70 as of June 30, 2010 from approximately \$68 as of June 30, 2009.

### ***High-Speed Internet***

Our high-speed Internet revenue increased during the three and six months ended June 30, 2010 compared to the same periods in 2009 primarily due to an increase in the number of residential and commercial customers. During the three and six months ended June 30, 2010, we added approximately 118,000 and 517,000 high-speed Internet customers, respectively. Our average monthly revenue per high-speed Internet customer increased to approximately \$43 as of June 30, 2010 from approximately \$42 as of June 30, 2009.

### ***Phone***

Our phone revenue increased during the three and six months ended June 30, 2010 compared to the same periods in 2009 primarily due to an increase in the number of residential and commercial phone customers. During the three and six months ended June 30, 2010, we added approximately 230,000 and 503,000 phone customers, respectively. Average monthly revenue per phone customer declined to approximately \$38 as of June 30, 2010 from approximately \$39 as of June 30, 2009, due to customers receiving service as part of a promotional offer or in a bundled service offering.

As previously disclosed, we expect further declines in the number of video customers during the second half of 2010. In addition, during June and July our video, high-speed Internet and phone customer results were weaker than expected due to the expiration of promotions from the time of the country's digital transition last year and the continuing impact of competition and a weaker economic environment. We are taking steps to address customer results during the remainder of the third quarter and year.

### ***Advertising***

Advertising revenue increased during the three and six months ended June 30, 2010 compared to the same periods in 2009 primarily due to improvements in the overall television advertising market.

### ***Other***

We also generate revenue from our regional sports networks, our digital media center, commissions from electronic retailing networks and fees for other services.

### ***Franchise Fees***

The increases in franchise fees collected from our cable customers during the three and six months ended June 30, 2010 compared to the same periods in 2009 were primarily due to increases in the revenue on which the fees apply.

[Table of Contents](#)**Cable Segment Operating Expenses**

| (in millions)                                 | Three Months Ended<br>June 30 |                 | Increase/<br>(Decrease) |             |
|---|-------------------------------|-----------------|-------------------------|-------------|
|   | 2010                          | 2009            | \$                      | %           |
| Video programming                             | \$ 1,870                      | \$ 1,758        | \$ 112                  | 6.4%        |
| Technical labor                               | 541                           | 586             | (45)                    | (7.6)       |
| High-speed Internet                           | 128                           | 126             | 2                       | 0.9         |
| Phone   | 145                           | 132             | 13                      | 10.6        |
| Other   | 897                           | 785             | 112                     | 14.1        |
| <b>Total operating expenses<sup>(a)</sup></b> | <b>\$ 3,581</b>               | <b>\$ 3,387</b> | <b>\$ 194</b>           | <b>5.7%</b> |

| (in millions)                                 | Six Months Ended<br>June 30 |                 | Increase/<br>(Decrease) |             |
|---|-----------------------------|-----------------|-------------------------|-------------|
|   | 2010                        | 2009            | \$                      | %           |
| Video programming                             | \$ 3,734                    | \$ 3,533        | \$ 201                  | 5.7%        |
| Technical labor                               | 1,102                       | 1,172           | (70)                    | (6.0)       |
| High-speed Internet                           | 253                         | 253             | —                       | (0.2)       |
| Phone   | 286                         | 286             | —                       | 0.2         |
| Other   | 1,705                       | 1,516           | 189                     | 12.4        |
| <b>Total operating expenses<sup>(a)</sup></b> | <b>\$ 7,080</b>             | <b>\$ 6,760</b> | <b>\$ 320</b>           | <b>4.7%</b> |

(a) Reclassifications have been made to the prior year's amounts to conform to classifications used in 2010.

Video programming expenses increased during the three and six months ended June 30, 2010 compared to the same periods in 2009 primarily due to rate increases and additional programming options offered. Technical labor expenses decreased during the three and six months ended June 30, 2010 compared to the same periods in 2009 primarily due to decreases in customer activity levels and operational efficiencies.

High-speed Internet expenses and phone expenses include certain direct costs for providing these services but do not fully reflect the amount of operating expenses that would be necessary to provide these services on a stand-alone basis. Other related costs associated with providing these services are generally shared among all our cable services and are not allocated to these items. Other operating expenses increased during the three and six months ended June 30, 2010 compared to the same periods in 2009 primarily due to an increase in advertising activity, the continued expansion of commercial services and other service enhancement initiatives.

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**Cable Segment Selling, General and Administrative Expenses**

| (in millions)   | Three Months Ended<br>June 30 |                 | Increase/<br>(Decrease) |             |
|---|-------------------------------|-----------------|-------------------------|-------------|
|   | 2010                          | 2009            | \$                      | %           |
| Customer service  | \$ 446                        | \$ 457          | \$ (11)                 | (2.4)%      |
| Marketing   | 453                           | 403             | 50                      | 12.3        |
| Administrative and other  | 771                           | 772             | (1)                     | (0.1)       |
| <b>Total selling, general and administrative expenses<sup>(a)</sup></b> | <b>\$ 1,670</b>               | <b>\$ 1,632</b> | <b>\$ 38</b>            | <b>2.3%</b> |

| (in millions)   | Six Months Ended<br>June 30 |                 | Increase/<br>(Decrease) |             |
|---|-----------------------------|-----------------|-------------------------|-------------|
|   | 2010                        | 2009            | \$                      | %           |
| Customer service  | \$ 895                      | \$ 931          | \$ (36)                 | (3.8)%      |
| Marketing   | 882                         | 773             | 109                     | 14.2        |
| Administrative and other  | 1,529                       | 1,534           | (5)                     | (0.4)       |
| <b>Total selling, general and administrative expenses<sup>(a)</sup></b> | <b>\$ 3,306</b>             | <b>\$ 3,238</b> | <b>\$ 68</b>            | <b>2.1%</b> |

(a) Reclassifications have been made to the prior year's amounts to conform to classifications used in 2010.

Marketing expenses increased during the three and six months ended June 30, 2010 compared to the same periods in 2009 primarily due to an increase in direct sales efforts and additional marketing costs associated with attracting and retaining customers, including the launch of our XFINITY campaign.

**Programming Segment Results of Operations**

| (in millions)  | Three Months Ended<br>June 30 |               | Increase/<br>(Decrease) |              |
|--|-------------------------------|---------------|-------------------------|--------------|
|  | 2010                          | 2009          | \$                      | %            |
| Revenue  | \$ 454                        | \$ 384        | \$ 70                   | 18.1%        |
| Operating, selling, general and administrative               | 302                           | 271           | 31                      | 11.3         |
| <b>Operating income before depreciation and amortization</b> | <b>\$ 152</b>                 | <b>\$ 113</b> | <b>\$ 39</b>            | <b>34.4%</b> |

| (in millions)  | Six Months Ended<br>June 30 |               | Increase/<br>(Decrease) |              |
|--|-----------------------------|---------------|-------------------------|--------------|
|  | 2010                        | 2009          | \$                      | %            |
| Revenue  | \$ 839                      | \$ 745        | \$ 94                   | 12.6%        |
| Operating, selling, general and administrative               | 566                         | 520           | 46                      | 8.7          |
| <b>Operating income before depreciation and amortization</b> | <b>\$ 273</b>               | <b>\$ 225</b> | <b>\$ 48</b>            | <b>21.5%</b> |

**Programming Segment Revenue**

Programming revenue increased during the three and six months ended June 30, 2010 compared to same periods in 2009 primarily due to growth in advertising revenue and programming license fee revenue. For each of the three and six months ended June 30, 2010 and 2009, advertising accounted for approximately 42% and 41%, respectively, of total Programming revenue. For the three and six months ended June 30, 2010, approximately 11% and 12%, respectively, of our Programming revenue was generated from our Cable segment. For both the three and six months ended June 30, 2009, approximately 12% of our Programming revenue was generated from our Cable segment. These amounts are eliminated in our consolidated financial statements but are included in the amounts presented above.



## Consolidated Other Income (Expense) Items

| (in millions)                                    | Three Months Ended<br>June 30 |                 | Six Months Ended<br>June 30 |                   |
|--|-------------------------------|-----------------|-----------------------------|-------------------|
|  | 2010                          | 2009            | 2010                        | 2009              |
| Interest expense                                 | \$ (543)                      | \$ (551)        | \$ (1,067)                  | \$ (1,121)        |
| Investment income (loss), net                    | —                             | 57              | 101                         | 70                |
| Equity in net (losses) income of affiliates, net | (26)                          | (13)            | (58)                        | (27)              |
| Other income (expense)                           | (35)                          | 12              | (45)                        | 11                |
| <b>Total</b>                                     | <b>\$ (604)</b>               | <b>\$ (495)</b> | <b>\$ (1,069)</b>           | <b>\$ (1,067)</b> |

### Interest Expense

The decrease in interest expense for the six months ended June 30, 2010 compared to the same period in 2009 was due to the decrease in our average debt outstanding and decreases in interest rates on debt subject to variable interest rate swap agreements.

### Investment Income (Loss), Net

The components of investment income (loss), net for the three and six months ended June 30, 2010 and 2009 are presented in a table in Note 5 to our condensed consolidated financial statements.

### Other Income (Expense)

In connection with the NBC Universal transaction, we agreed to share with GE certain financing and other costs associated with NBC Universal's debt facilities entered into at the December 2009 agreement date and with NBC Universal's April 2010 bond offering. Other income (expense) for the three and six months ended June 30, 2010 includes expenses for our share of these costs of \$35 million and \$48 million, respectively.

### Income Tax Expense

Income tax expense for the three and six months ended June 30, 2010 and 2009 reflects an effective income tax rate that differs from the federal statutory rate primarily due to state income taxes and interest on uncertain tax positions. Income tax expense for the three and six months ended June 30, 2009 was reduced by approximately \$137 million and \$185 million, respectively, primarily due to the favorable settlements of uncertain tax positions and related interest. We expect our 2010 annual effective tax rate to be approximately 40%.

### Liquidity and Capital Resources

Our businesses generate significant cash flows from operating activities. We believe that we will be able to meet our current and long-term liquidity and capital requirements, including fixed charges, through our cash flows from operating activities, existing cash, cash equivalents and investments, available borrowings under our existing credit facilities, and our ability to obtain future external financing.

We anticipate that we will continue to use a substantial portion of our cash flows to fund our capital expenditures, to invest in business opportunities, to meet our debt repayment obligations and to return capital to shareholders.

## Operating Activities

### Components of Net Cash Provided by Operating Activities

| (in millions)   | Six Months Ended<br>June 30 |                 |
|---|-----------------------------|-----------------|
|   | 2010                        | 2009            |
| Operating income  | \$ 4,013                    | \$ 3,686        |
| Depreciation and amortization   | 3,289                       | 3,293           |
| Operating income before depreciation and amortization                               | 7,302                       | 6,979           |
| Noncash share-based compensation expense  | 153                         | 121             |
| Changes in operating assets and liabilities   | (70)                        | (236)           |
| Cash basis operating income   | 7,385                       | 6,864           |
| Payments of interest  | (969)                       | (1,063)         |
| Payments of income taxes  | (1,126)                     | (746)           |
| Proceeds from interest, dividends and other nonoperating items                      | 45                          | 58              |
| Excess tax benefit under share-based compensation presented in financing activities | (3)                         | —               |
| <b>Net cash provided by operating activities</b>                                    | <b>\$ 5,332</b>             | <b>\$ 5,113</b> |

The decrease in interest payments during the six months ended June 30, 2010 compared to the same period in 2009 was primarily due to the effects of our debt repayments and decreases in interest rates on debt subject to variable interest rate swap agreements.

The increase in income tax payments during the six months ended June 30, 2010 compared to the same period in 2009 was primarily due to higher 2010 taxable income and the reversal of the benefits from the 2008 and 2009 economic stimulus acts.

### Investing Activities

Net cash used in investing activities for the six months ended June 30, 2010 consisted primarily of capital expenditures of \$2.1 billion, cash paid for intangible assets of \$237 million and acquisitions of \$183 million. Capital expenditures have been our most significant recurring investing activity and we expect that this will continue in the future.

### Financing Activities

Net cash provided by financing activities for the six months ended June 30, 2010 consisted primarily of proceeds from borrowings of \$2.4 billion, partially offset by debt repurchases and repayments of \$638 million, repurchases of our Class A Special common stock of \$600 million and dividend payments of \$535 million.

We have made, and may from time to time in the future make, optional repayments on our debt obligations, which may include repurchases of our outstanding public notes and debentures, depending on various factors, such as market conditions.

### Available Borrowings Under Credit Facilities

We traditionally maintain significant availability under our lines of credit and our commercial paper program to meet our short-term liquidity requirements. As of June 30, 2010, amounts available under all of our credit facilities totaled approximately \$6.4 billion.

### Share Repurchases and Dividends

During the six months ended June 30, 2010, we repurchased 36.4 million shares of our Class A Special common stock under our share repurchase authorization for \$600 million. As of June 30, 2010, we had \$2.7 billion of availability remaining under our share repurchase authorization. We intend to complete repurchases under the current share repurchase authorization by the end of 2012, subject to market conditions.

In February, May and July 2010, our Board of Directors approved a quarterly dividend of \$0.0945 per share as part of our planned annual dividend of \$0.378 per share. We expect to continue to pay quarterly dividends, although each dividend is subject to approval by our Board of Directors.

## Quarterly Dividends Declared

| (in millions)                     | Amount | Month of Payment |
|-----------------------------------|--------|------------------|
| Three months ended March 31, 2010 | \$ 267 | April            |
| Three months ended June 30, 2010  | \$ 265 | July             |

Dividends declared in July 2010 are expected to be paid in October 2010.

### Critical Accounting Judgments and Estimates

The preparation of our condensed consolidated financial statements requires us to make estimates that affect the reported amounts of assets, liabilities, revenue and expenses, and the related disclosure of contingent assets and contingent liabilities. We base our judgments on our historical experience and on various other assumptions that we believe are reasonable under the circumstances, the results of which form the basis for making estimates about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe our judgments and related estimates associated with the valuation and impairment testing of our cable franchise rights and the accounting for income taxes are critical in the preparation of our condensed consolidated financial statements.

For a full discussion of the accounting judgments and estimates that we have identified as critical in the preparation of our consolidated financial statements, please refer to our 2009 Annual Report on Form 10-K.

### ITEM 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We have evaluated the information required under this item that was disclosed in our 2009 Annual Report on Form 10-K and believe there have been no significant changes to this information.

### ITEM 4: CONTROLS AND PROCEDURES

#### Conclusions regarding disclosure controls and procedures

Our principal executive and principal financial officers, after evaluating the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report, have concluded that, based on the evaluation of these controls and procedures required by paragraph (b) of Exchange Act Rules 13a-15 or 15d-15, our disclosure controls and procedures were effective.

#### Changes in internal control over financial reporting

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Exchange Act Rules 13a-15 or 15d-15 that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II: OTHER INFORMATION

### ITEM 1: LEGAL PROCEEDINGS

Refer to Note 12 to our condensed consolidated financial statements of this Quarterly Report on Form 10-Q for a discussion of recent developments related to our legal proceedings.

### ITEM 1A: RISK FACTORS

There have been no significant changes from the risk factors previously disclosed in Item 1A of our 2009 Annual Report on Form 10-K.

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## ITEM 2: UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The table below summarizes our repurchases under our existing share repurchase authorization during the three months ended June 30, 2010.

### Purchases of Equity Securities

| Period           | Total Number of Shares Purchased | Average Price Per Share | Total Number of Shares Purchased as Part of Publicly Announced Authorization | Total Dollar Amount Purchased Under the Authorization | Maximum Dollar Value of Shares That May Yet Be Purchased Under the Authorization (a) |
|------------------|----------------------------------|-------------------------|--|---|--|
| April 1-30, 2010 | —                                | \$ —                    | —  | \$ —  | \$ 3,040,975,279   |
| May 1-31, 2010   | 12,852,703                       | \$ 17.48                | 12,852,703   | \$ 224,723,855  | \$ 2,816,251,424   |
| June 1-30, 2010  | 4,401,900                        | \$ 17.10                | 4,401,900  | \$ 75,276,714   | \$ 2,740,974,710   |
| <b>Total</b>     | <b>17,254,603</b>                | <b>\$ 17.39</b>         | <b>17,254,603</b>  | <b>\$ 300,000,569</b>                                 | <b>\$ 2,740,974,710</b>  |

(a) In 2007, our Board of Directors authorized a \$7 billion addition to the existing share repurchase authorization. Under this authorization, we may repurchase shares in the open market or in private transactions, subject to market conditions. The current share repurchase authorization does not have an expiration date. As of June 30, 2010, we had approximately \$2.7 billion of availability remaining under our share repurchase authorization. We intend to complete repurchases under the current share repurchase authorization by the end of 2012, subject to market conditions.

The total number of shares purchased during the three months ended June 30, 2010 does not include any shares received in the administration of employee share-based compensation plans.

## ITEM 6: EXHIBITS

| Exhibit No. | Description  |
|-------------|--|
| 31          | Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 32          | Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   |
| 10.1*       | Comcast Corporation 2002 Employee Stock Purchase Plan, as amended and restated effective May 19, 2010.   |
| 10.2*       | Amendment No. 3 to Employment Agreement with Brian L. Roberts, dated as of June 30, 2010 (incorporated by reference to Exhibit 99.1 to our Current Report on Form 8-K filed on July 7, 2010).  |
| 101         | The following financial statements from Comcast Corporation's Quarterly Report on Form 10-Q for the three and six months ended June 30, 2010, filed with the Securities and Exchange Commission on July 28, 2010, formatted in XBRL (eXtensible Business Reporting Language): (i) the Condensed Consolidated Balance Sheet; (ii) the Condensed Consolidated Statement of Operations; (iii) the Condensed Consolidated Statement of Cash Flows; (iv) the Condensed Consolidated Statement of Changes in Equity; (v) the Condensed Consolidated Statement of Comprehensive Income and (vi) the Notes to Condensed Consolidated Financial Statements. |

\* Constitutes a management contract or compensatory plan or arrangement.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

COMCAST CORPORATION

/s/ LAWRENCE J. SALVA

Lawrence J. Salva  
Senior Vice President, Chief Accounting Officer  
and Controller  
(Principal Accounting Officer)

Date: July 28, 2010

## COMCAST CORPORATION

## 2002 EMPLOYEE STOCK PURCHASE PLAN

(As Amended and Restated, Effective May 19, 2010)

**1. Purpose.**

COMCAST CORPORATION, a Pennsylvania corporation, hereby amends and restates the Comcast Corporation 2002 Employee Stock Purchase Plan (the "Plan"), effective May 19, 2010, except as specifically provided otherwise in the Plan. The Plan is intended to encourage and facilitate the purchase of shares of common stock of Comcast Corporation by Eligible Employees of the Company and any Participating Companies, thereby providing such Eligible Employees with a personal stake in the Company and a long-range inducement to remain in the employ of the Company and Participating Companies. It is the intention of the Company that the Plan qualify as an "employee stock purchase plan" within the meaning of section 423 of the Code.

**2. Definitions.**

(a) "Account" means a bookkeeping account established by the Committee on behalf of a Participant to hold Payroll Deductions.

(b) "Affiliate" means, with respect to any Person, any other Person that, directly or indirectly, is in control of, is controlled by, or is under common control with, such Person. For purposes of this definition, the term "control," including its correlative terms "controlled by" and "under common control with," mean, with respect to any Person, the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of voting securities, by contract or otherwise.

(c) "Board" means the Board of Directors of the Company.

(d) "Brokerage Account" means the brokerage account established under the Plan by the Company for each Participant, to which Shares purchased under the Plan shall be credited.

(e) "Change of Control" means any transaction or series of transactions as a result of which any Person who was a Third Party immediately before such transaction or series of transactions owns then-outstanding securities of the Company such that such Person has the ability to direct the management of the Company, as determined by the Board in its discretion. The Board may also determine that a Change of Control shall occur upon the completion of one or more proposed transactions. The Board's determination shall be final and binding.

(f) "Code" means the Internal Revenue Code of 1986, as amended.

(g) "Committee" means the Compensation Committee of the Board.

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(h) “Company” means Comcast Corporation, a Pennsylvania corporation, including any successor thereto by merger, consolidation, acquisition of all or substantially all the assets thereof, or otherwise.

(i) “Compensation” means an Eligible Employee’s wages as reported on Form W-2 (i.e., wages as defined in section 3401(a) of the Code and all other payments of compensation for which the Participating Company is required to furnish the employee a written statement under sections 6041(d) and 6051(a) (3) of the Code) from a Participating Company, reduced by reimbursements or other expense allowances, fringe benefits (cash and non-cash), moving expenses, deferred compensation, and welfare benefits, but including salary reduction contributions and elective contributions that are not includible in gross income under sections 125 or 402(a)(8) of the Code.

(j) “Election Form” means the written or electronic form acceptable to the Committee which an Eligible Employee shall use to make an election to purchase Shares through Payroll Deductions pursuant to the Plan.

(k) “Eligible Employee” means an Employee who is not an Ineligible Employee.

(l) “Eligible Employer” means the Company and any subsidiary of the Company, within the meaning of section 424(f) of the Code.

(m) “Employee” means a person who is an employee of a Participating Company.

(n) “Fair Market Value” means the closing price per Share on the principal national securities exchange on which the Shares are listed or admitted to trading or, if not listed or traded on any such exchange, on the National Market System of the National Association of Securities Dealers Automated Quotation System (“NASDAQ”), or if not listed or traded on any such exchange or system, the fair market value as reasonably determined by the Board or the Committee, which determination shall be conclusive.

(o) “Five Percent Owner” means an Employee who, with respect to a Participating Company, is described in section 423(b)(3) of the Code.

(p) “Ineligible Employee” means an Employee who, as of an Offering Commencement Date:

- (1) is a Five Percent Owner;
- (2) has been continuously employed by a Participating Company on a full-time basis for less than 90 days;
- (3) has been continuously employed by a Participating Company on a part-time basis for less than one year; or
- (4) is restricted from participating under Paragraph 3(b).

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For purposes of this Paragraph 2(p), an Employee is employed on a part-time basis if the Employee customarily works less than 20 hours per week. For purposes of this Paragraph 2(p), an Employee is employed on a full-time basis if the Employee customarily works 20 or more hours per week.

(q) “Offering” means an offering of Shares by the Company to Eligible Employees pursuant to the Plan.

(r) “Offering Commencement Date” means the first day of each January 1, April 1, July 1 and October 1 beginning on or after Offerings are authorized by the Board or the Committee, until the Plan Termination Date, provided that the first Offering Commencement Date shall be on the Effective Date.

(s) “Offering Period” means the period extending from an Offering Commencement Date through the following Offering Termination Date.

(t) “Offering Termination Date” means the last day of each March, June, September and December following an Offering Commencement Date, or such other Offering Termination Date established in connection with a Terminating Event.

(u) “Participant” means an Eligible Employee who has timely delivered an Election Form to the Committee in accordance with procedures established by the Committee.

(v) “Participating Company” means the Eligible Employers, if any, that are designated by the Board or the Committee from time to time. Notwithstanding the foregoing, the Board or the Committee may delegate its authority to designate an Eligible Employer as a Participating Company under this Paragraph 2(v) to an officer of the Company or committee of two or more officers of the Company.

(w) “Payroll Deductions” means amounts withheld from a Participant’s Compensation pursuant to the Plan, as described in Paragraph 5.

(x) “Person” means an individual, a corporation, a partnership, an association, a trust or any other entity or organization.

(y) “Plan” means the Comcast Corporation 2002 Employee Stock Purchase Plan, as set forth in this document, and as may be amended from time to time.

(z) “Plan Termination Date” means the earlier of:

(1) the Offering Termination Date for the Offering in which the maximum number of Shares specified in Paragraph 9 have been issued pursuant to the Plan; or

(2) the date as of which the Board or the Committee chooses to terminate the Plan as provided in Paragraph 14.

(aa) “Purchase Price” means 85 percent of the lesser of: (1) the Fair Market Value per Share on the Offering Commencement Date, or if such date is not a trading day, then on the next trading day thereafter or (2) the Fair Market Value per Share on the Offering Termination Date, or if such date is not a trading day, then on the trading day immediately preceding the Offering Termination Date.



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(bb) “Shares” means shares of Comcast Corporation Class A Common Stock, par value \$0.01.

(cc) “Successor-in-Interest” means the Participant’s executor or administrator, or such other person or entity to which the Participant’s rights under the Plan shall have passed by will or the laws of descent and distribution.

(dd) “Terminating Event” means any of the following events:

- (1) the liquidation of the Company; or
- (2) a Change of Control.

(ee) “Third Party” means any Person, together with such Person’s Affiliates, provided that the term “Third Party” shall not include the Company or an Affiliate of the Company.

(ff) “Termination Form” means the written or electronic form acceptable to the Committee which an Employee shall use to discontinue participation during an Offering Period pursuant to Paragraph 7(b).

### **3. Eligibility and Participation.**

(a) Eligibility. Except to the extent participation is restricted under Paragraph 3(b), each Eligible Employee shall be eligible to participate in the Plan.

(b) Restrictions on Participation. Notwithstanding any provisions of the Plan to the contrary, no Employee shall be eligible to purchase Shares in an Offering to the extent that:

(1) immediately after the purchase of Shares, such Employee would be a Five Percent Owner; or

(2) a purchase of Shares would permit such Employee’s rights to purchase stock under all employee stock purchase plans of the Participating Companies which meet the requirements of section 423(b) of the Code to accrue at a rate which exceeds \$25,000 in fair market value (as determined pursuant to section 423(b)(8) of the Code) for each calendar year in which such right to purchase Shares is outstanding.

(c) Commencement of Participation. An Eligible Employee shall become a Participant by completing an Election Form and filing it with the Committee on or before the 15th day of the month immediately preceding the Offering Commencement Date for the first Offering to which such Election Form applies. Payroll Deductions for a Participant shall commence on first payroll period ending after the applicable Offering Commencement Date when his or her authorization for Payroll Deductions becomes effective, and shall end on the Plan Termination Date, unless sooner terminated by the Participant pursuant to Paragraph 7(b).

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#### **4. Shares Per Offering.**

The Plan shall be implemented by a series of Offerings that shall commence after Offerings have been authorized by the Board or the Committee, and terminate on the Plan Termination Date. Offerings shall be made with respect to Compensation accumulated during each Offering Period for the period commencing with the first day of the first Offering Period (when such Offering Period is authorized by the Board or the Committee) and ending with the Plan Termination Date. Shares available for any Offering shall be the difference between the maximum number of Shares that may be issued under the Plan, as determined pursuant to Paragraph 8(a), for all of the Offerings, less the actual number of Shares purchased by Participants pursuant to prior Offerings, provided that notwithstanding any other provisions of the Plan to the contrary, for any Offering Period beginning after December 31, 2009, the maximum number of Shares subject to purchase by any Participant for any Offering Period shall not exceed 1,500. If the total number of Shares subject to purchase under the Plan on any Offering Termination Date exceeds the maximum number of Shares available, the Board or the Committee shall make a pro rata allocation of Shares available for delivery and distribution in as nearly a uniform manner as practicable, and as it shall determine to be fair and equitable, and the unapplied Account balances shall be returned to Participants as soon as practicable following the Offering Termination Date.

#### **5. Payroll Deductions.**

(a) Amount of Payroll Deductions. On the Election Form, an Eligible Employee may elect to have Payroll Deductions of not more than 15 percent of Compensation earned for each payroll period ending within the Offering Period, subject to the limitation that the maximum amount of Payroll Deductions for any Eligible Employee for any calendar year shall not exceed \$10,000. The rules established by the Committee regarding Payroll Deductions, as reflected on the Election Form, shall be consistent with section 423(b)(5) of the Code.

(b) Participants' Accounts. All Payroll Deductions with respect to a Participant pursuant to Paragraph 5(a) shall be credited to the Participant's Account under the Plan.

(c) Changes in Payroll Deductions. A Participant may discontinue Payroll Deductions during an Offering Period by providing a Termination Form to the Committee at any time before the Offering Termination Date applicable to any Offering. No other change can be made during an Offering, including, but not limited to, changes in the amount of Payroll Deductions for such Offering. A Participant may change the amount of Payroll Deductions for subsequent Offerings by giving written notice (or notice in another form pursuant to procedures established by the Committee) of such change to the Committee on or before the 15th day of the month immediately preceding the Offering Commencement Date for the Offering for which such change is effective.

#### **6. Purchase of Shares.**

(a) In General. On each Offering Termination Date, each Participant shall be deemed to have purchased a number of whole Shares equal to the quotient obtained by dividing the balance credited to the Participant's Account as of the Offering Termination Date, by the Purchase Price, rounded to the next lowest whole Share. Shares deemed purchased by a Participant under the Plan shall be credited to the Participant's Brokerage Account as soon as practicable following the Offering Termination Date.

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(b) Terminating Events. The Company shall give Participants at least 30 days' notice (or, if not practicable, such shorter notice as may be reasonably practicable) prior to the anticipated date of the consummation of a Terminating Event. The 20th day following the issuance of such notice by the Company (or such earlier date as the Board or the Committee may reasonably determine) shall constitute the Offering Termination Date for any outstanding Offering.

(c) Fractional Shares and Minimum Number of Shares. Fractional Shares shall not be issued under the Plan. Amounts credited to an Account remaining after the application of such Account to the purchase of Shares under the Plan shall be credited to the Participant's Account for the next succeeding Offering, or, at the Participant's election, returned to the Participant as soon as practicable following the Offering Termination Date, without interest.

(d) Transferability of Rights to Purchase Shares. No right to purchase Shares pursuant to the Plan shall be transferable other than by will or by the laws of descent and distribution, and no such right to purchase Shares pursuant to the Plan shall be exercisable during the Participant's lifetime other than by the Participant.

#### **7. Termination of Participation.**

(a) Account. Except as provided in Paragraph 7(c), no amounts shall be distributed from Participants' Accounts during an Offering Period.

(b) Suspension of Participation. A Participant may discontinue Payroll Deductions during an Offering Period by providing a Termination Form to the Committee at any time before the Offering Termination Date applicable to any Offering. All amounts credited to such Participant's Account shall be applied to the purchase of Shares pursuant to Paragraph 6. A Participant who discontinues Payroll Deductions during an Offering Period shall not be eligible to participate in the Offering next following the date on which the Participant delivers the Termination Form to the Committee.

(c) Termination of Employment. Upon termination of a Participant's employment for any reason, all amounts credited to such Participant's Account shall be returned to the Participant, or, following the Participant's death, to the Participant's Successor-in-Interest.

#### **8. Interest.**

No interest shall be paid or allowed with respect to Payroll Deductions paid into the Plan or credited to any Participant's Account.

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**9. Shares.**

(a) Maximum Number of Shares; Adjustments. Subject to adjustment as provided in this Paragraph 9, not more than 26,500,000 Shares in the aggregate may be issued pursuant to the Plan pursuant to Offerings under the Plan, including Offerings commenced since the Plan first became effective as the Comcast Corporation 2001 Employee Stock Purchase Plan. Shares delivered pursuant to the Plan may, at the Company's option, be either treasury Shares or Shares originally issued for such purpose. In the event that Shares are changed into or exchanged for a different number or kind of shares of stock or other securities of the Company, whether through merger, consolidation, reorganization, recapitalization, stock dividend, stock split-up or other substitution of securities of the Company, the Board or the Committee shall make appropriate equitable anti-dilution adjustments to the number and class of shares of stock available for issuance under the Plan, to the number and class of shares of stock subject to outstanding Offerings and to the Purchase Price. Any reference to the Purchase Price in the Plan and in any related documents shall be a reference to the Purchase Price as so adjusted. Any reference to the term "Shares" in the Plan and in any related documents shall be a reference to the appropriate number and class of shares of stock available for issuance under the Plan, as adjusted pursuant to this Paragraph 9. The Board's or the Committee's adjustment shall be effective and binding for all purposes of this Plan. All Shares issued pursuant to the Plan shall be validly issued, fully paid and nonassessable.

(b) Participant's Interest in Shares. A Participant shall have no interest in Shares offered under the Plan until Shares are credited to the Participant's Brokerage Account.

(c) Crediting of Shares to Brokerage Account. Shares purchased under the Plan shall be credited to the Participant's Brokerage Account as soon as practicable following the Offering Termination Date.

(d) Restrictions on Purchase. The Board or the Committee may, in its discretion, require as conditions to the purchase of any Shares under the Plan such conditions as it may deem necessary to assure that such purchase of Shares is in compliance with applicable securities laws.

**10. Expenses.**

The Participating Companies shall pay all fees and expenses incurred (excluding individual Federal, state, local or other taxes) in connection with the Plan. No charge or deduction for any such expenses will be made to a Participant upon the termination of his or her participation under the Plan or upon the distribution of certificates representing Shares purchased with his or her Payroll Deductions.

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**11. Taxes.**

The Participating Companies shall have the right to withhold from each Participant's Compensation an amount equal to all federal, state, city or other taxes as the Participating Companies shall determine are required to be withheld by them in connection with the purchase of Shares under the Plan and in connection with the sale of Shares acquired under the Plan. In connection with such withholding, the Participating Companies may make any such arrangements as they may deem necessary or appropriate to protect their interests.

**12. Plan and Contributions Not to Affect Employment.**

The Plan shall not confer upon any Eligible Employee any right to continue in the employ of the Participating Companies.

**13. Administration.**

The Plan shall be administered by the Committee. The Board and the Committee shall have authority to interpret the Plan, to prescribe, amend and rescind rules and regulations relating to it, and to make all other determinations deemed necessary or advisable in administering the Plan, with or without the advice of counsel. The Committee may delegate its administrative duties, subject to its review and supervision, to the appropriate officers and employees of the Company. The determinations of the Board and the Committee on the matters referred to in this Paragraph 13 shall be conclusive and binding.

**14. Amendment and Termination.**

The Board or the Committee may terminate the Plan at any time and may amend the Plan from time to time in any respect; provided, however, that upon any termination of the Plan, all Shares or Payroll Deductions (to the extent not yet applied to the purchase of Shares) under the Plan shall be distributed to the Participants, provided further, that no amendment to the Plan shall affect the right of any Participant to receive his or her proportionate interest in the Shares or his or her Payroll Deductions (to the extent not yet applied to the purchase of Shares) under the Plan, and provided further that the Company may seek shareholder approval of an amendment to the Plan if such approval is determined to be required by or advisable under the regulations of the Securities and Exchange Commission or the Internal Revenue Service, the rules of any stock exchange or system on which the Shares are listed or other applicable law or regulation.

**15. Effective Date.**

The original effective date of the Plan was December 20, 2000. This amendment and restatement of the Plan is effective on May 19, 2010, except as otherwise specifically provided in the Plan.

**16. Government and Other Regulations.**

(a) In General. The purchase of Shares under the Plan shall be subject to all applicable laws, rules and regulations, and to such approvals by any governmental agencies as may be required.

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(b) Securities Law. The Committee shall have the power to make each Offering under the Plan subject to such conditions as it deems necessary or appropriate to comply with the then-existing requirements of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, including Rule 16b-3 (or any similar rule) promulgated by the Securities and Exchange Commission thereunder.

**17. Non-Alienation.**

No Participant shall be permitted to assign, alienate, sell, transfer, pledge or otherwise encumber his right to purchase Shares under the Plan prior to time that Shares are credited to the Participant's Brokerage Account. Any attempt at assignment, alienation, sale, transfer, pledge or other encumbrance shall be void and of no effect.

**18. Notices.**

Any notice required or permitted hereunder shall be sufficiently given only if delivered personally, telecopied, or sent by first class mail, postage prepaid, and addressed:

If to the Company:

Comcast Corporation  
One Comcast Center  
1701 JFK Boulevard  
Philadelphia, PA 19103  
Fax: 215-286-7794  
Attention: General Counsel

Or any other address provided pursuant to notice provided by the Committee.

If to the Participant:

At the address on file with the Participating Company from time to time, or to such other address as either party may hereafter designate in writing (or via such other means of communication permitted by the Committee) by notice similarly given by one party to the other.

**19. Successors.**

The Plan shall be binding upon and inure to the benefit of any successors or assigns of the Company.

**20. Severability.**

If any part of this Plan shall be determined to be invalid or void in any respect, such determination shall not affect, impair, invalidate or nullify the remaining provisions of this Plan which shall continue in full force and effect.

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**21. Acceptance.**

The election by any Eligible Employee to participate in this Plan constitutes his or her acceptance of the terms of the Plan and his or her agreement to be bound hereby.

**22. Applicable Law.**

This Plan shall be construed in accordance with the laws of the Commonwealth of Pennsylvania, to the extent not preempted by applicable Federal law.

Executed as of the 19<sup>th</sup> day of May, 2010.

**COMCAST CORPORATION**

**BY:** /s/ David L. Cohen

**ATTEST:** /s/ Arthur R. Block

**CERTIFICATIONS**

I, Brian L. Roberts, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Comcast Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an Annual Report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 28, 2010

/s/ BRIAN L. ROBERTS

Name: Brian L. Roberts

Title: Chief Executive Officer



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I, Michael J. Angelakis, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Comcast Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an Annual Report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 28, 2010

/s/ MICHAEL J. ANGELAKIS

Name: Michael J. Angelakis

Title: Chief Financial Officer

**Certification Pursuant to Section 906 of the Sarbanes-Oxley Act**

July 28, 2010

Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Ladies and Gentlemen:

The certification set forth below is being submitted in connection with the Quarterly Report on Form 10-Q of Comcast Corporation (the "Report") for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code.

Brian L. Roberts, the Chief Executive Officer and Michael J. Angelakis, the Chief Financial Officer of Comcast Corporation, each certifies that, to the best of his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Comcast Corporation.

/s/ BRIAN L. ROBERTS

Name: Brian L. Roberts

Title: Chief Executive Officer

/s/ MICHAEL J. ANGELAKIS

Name: Michael J. Angelakis

Title: Chief Financial Officer

