

EXHIBIT A

APPLICANT'S CERTIFICATE OF FORMATION



State of Missouri
Robin Carnahan, Secretary of State

Corporations Division
P.O. Box 778 / 600 W. Main Street, Rm 322
Jefferson City, MO 65102

File Number:
LC0860478
Date Filed: 12/10/2007
Robin Carnahan
Secretary of State

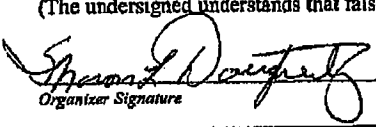
Articles of Organization

(Submit with filing fee of \$103)

1. The name of the limited liability company is:
Comcast IP Phone of Missouri, LLC
(Must include "Limited Liability Company," "Limited Company," "LC," "L.C.," "L.L.C.," or "LLC")
2. The purpose(s) for which the limited liability company is organized: _____
To provide certain voice and enhanced communication services.
3. The name and address of the limited liability company's registered agent in Missouri is:

CT Corporation System	120 South Central Avenue	Clayton, MO 63105
<i>Name</i>	<i>Street Address: May not use P.O. Box unless street address also provided</i>	<i>City/State/Zip</i>
4. The management of the limited liability company is vested in: ☐ managers ☒ members *(check one)*
5. The events, if any, on which the limited liability company is to dissolve or the number of years the limited liability company is to continue, which may be any number or perpetual: Perpetual
(The answer to this question could cause possible tax consequences, you may wish to consult with your attorney or accountant)
6. The name(s) and street address(es) of each organizer *(P.O. Box may only be used in addition to a physical street address):*
Sharon L. Dougherty, Organizer 1500 Market Street, Philadelphia, PA 19102
7. The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows: _____
(Date may not be more than 90 days after the filing date in this office)

In Affirmation thereof, the facts stated above are true and correct:
(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

 <i>Organizer Signature</i>	Sharon L. Dougherty, Organizer <i>Printed Name</i>	12/5/2007 <i>Date</i>
Organizer Signature	Printed Name	Date
Organizer Signature	Printed Name	Date

Name and address to return filed document:

Name: _____
Address: _____
City, State, and Zip Code: _____

State of Missouri
Creation - LLC/LP 1 Page(s)



T0734408662

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CERTIFICATE OF ORGANIZATION

WHEREAS,

Comcast IP Phone of Missouri, LLC
LC0860478

filed its Articles of Organization with this office on the 10th day of December, 2007, and that filing was found to conform to the Missouri Limited Liability Company Act.

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, do by virtue of the authority vested in me by law, do certify and declare that on the 10th day of December, 2007, the above entity is a Limited Liability Company, organized in this state and entitled to any rights granted to Limited Liability Companies.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 10th day of December, 2007.

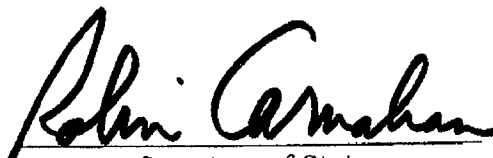

Secretary of State



EXHIBIT B

APPLICANT'S CERTIFICATE OF GOOD STANDING

STATE OF MISSOURI



Robin Carnahan
Secretary of State

**CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING**

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

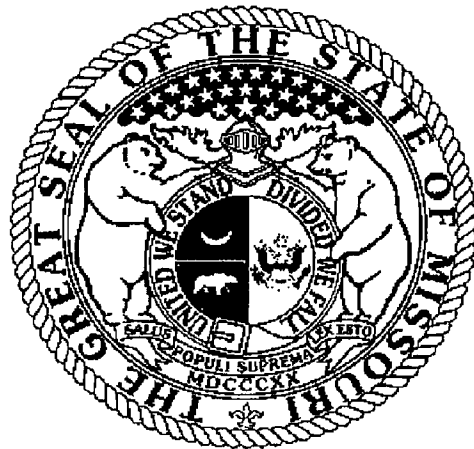
**COMCAST IP PHONE OF MISSOURI, LLC
LC0860478**

was created under the laws of this State on the 10th day of December, 2007, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 12th day of December, 2007

A handwritten signature in cursive script that reads "Robin Carnahan".

Secretary of State



Certification Number: 10287493-1 Reference:
Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>

EXHIBIT C

APPLICANT'S REGISTRATION OF FICTITIOUS NAME



State of Missouri
Robin Carnahan, Secretary of State

Corporations Division
P.O. Box 778 / 600 W. Main Street, Rm 322
Jefferson City, MO 65102

File Number:

X00860489

Date Filed: 12/10/2007

Expiration Date: 12/10/2012

Robin Carnahan

Secretary of State

Registration of Fictitious Name

(Submit with filing fee of \$7)
(Must be typed or printed)

This information is for the use of the public and gives no protection to the name being registered. There is no provision in this Chapter to keep another person or business entity from adopting and using the same name. The fictitious name registration expires 5 years from the filing date. (Chapter 417, RSMo)

The undersigned is doing business under the following name, and at the following address:

Business name to be registered: Comcast Digital Voice
Business Address: 1500 Market Street
(P.O. Box may only be used in addition to a physical street address)
City, State and Zip Code: Philadelphia, PA 19102

The parties having an interest in the business, and the percentage they own are (If a business entity is owner, indicate business name and percentage owned. If all parties are jointly and severally liable, percentage of ownership need not be listed.):

Name of Owners,
Individual or

Business Entity
Comcast IP Phone

Street and Number
1500 Market Street

City and State
Philadelphia, PA

Zip Code
19102

If listed,
Percentage of
ownership
must equal
100%

of Missouri, LLC

In Affirmation thereof, the facts stated above are true and correct :

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.060 RSMo)

Comcast IP Phone of Missouri, LLC

By: Comcast FRePhone, LLC, sole member

Authorized Signature

Printed Name

Arthur R. Block, Senior Vice President

Date

12/5/07

Authorized Signature

Printed Name

Date

Authorized Signature

Printed Name

Date

Name and address to return filed document:

Name: _____

Address: _____

City, State, and Zip Code: _____

State of Missouri
Fictitious Creation 1 Page(s)



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EXHIBIT D

ORGANIZATIONAL CHART

Comcast IP Phone of Missouri, LLC
Organizational flow chart as of 12/21/07

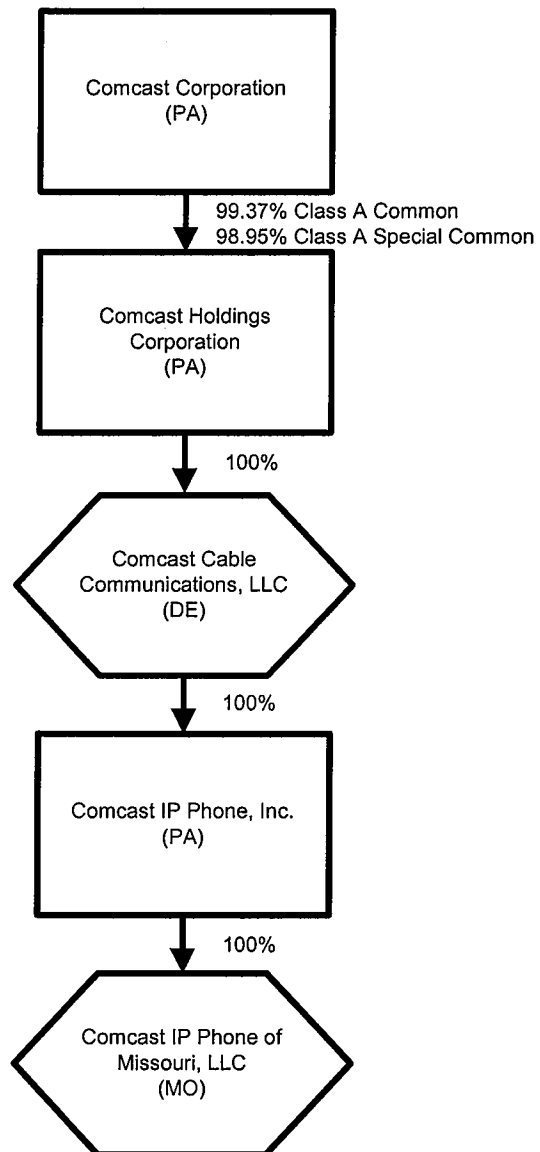


EXHIBIT E

DESCRIPTIONS OF APPLICANT'S MANAGEMENT

CATHERINE AVGIRIS

SENIOR VICE PRESIDENT OF FINANCE, COMCAST ONLINE AND VOICE SERVICES

GENERAL MANAGER, COMCAST VOICE SERVICES

Ms. Avgiris is responsible for the financial and business operations of Comcast's voice services, which includes overseeing the launch of the Company's IP-based phone service, Comcast Digital Voice. In her role as Senior Vice President of Finance of Comcast Voice Services since 2002, Ms. Avgiris implemented cost control and operating efficiency measures, which have improved the financial performance of the telephone business unit.

A 13-year veteran of the communications industry, Ms. Avgiris has served in various leadership roles at Comcast including Vice President of Finance for Comcast Online, the Company's high-speed Internet services unit, where she was responsible for financial and operational management. Prior to that, she served in various senior management positions in the Company's operating divisions.

A graduate of Baruch College in New York, Ms. Avgiris holds a B.A. in Accounting and is a Certified Public Accountant in New York and Pennsylvania. She serves in leadership roles with Women in Cable and Telecommunications (WICT) and is on the steering committee of the Accenture Executive Women's Forum.

BILL SOLIS

VICE PRESIDENT OF SERVICE DELIVERY OPERATION

Mr. Solis has over 13 years' experience in the telephony business, managing and implementing cutting-edge technology. His career dossier includes executive and operations leadership roles for Comcast, AT&T Broadband, AT&T, and TCG. In his current capacity he is focused on the delivery of Voice Services within Comcast's National footprint for both circuit-switched (Comcast Digital Phone) and IP digital voice (Comcast Digital Voice) services, leading a team providing Professional Network Planning, Engineering, Switch Routing and Translations, Number Administration, and Legal Demand services, in addition to overseeing Comcast's customer facing Telephony Provisioning activities, within Comcast's National Communications Engineering & Operations Organization. Mr. Solis currently manages a team of over 150 industry experts and professionals and provides solutions, direction, and leadership for over twenty regional telephony markets.

Prior to Comcast's acquisition of AT&T Broadband, Mr. Solis was Vice President of National Service Activation, overseeing customer telephony provisioning centers located in Denver and Pittsburgh, as AT&T entered the residential voice business with a circuit-switched residential service delivered over a Hybrid-Fiber/Coax network.

A graduate of Michigan Technological University with a B.S. in Civil Engineering, Mr. Solis is a Licensed Professional Engineer in the state of Colorado. An active member and contributor in the professional community, Mr. Solis is a member of Women in Cable and Telecommunications (WICT) and Society of Cable Telecommunications Engineers (SCTE).

TIM COLLINS

Vice President of Engineering and Advanced Services, Midwest Division

Tim Collins is the Vice President of Engineering and Advanced Services for Comcast Cable's Midwest Division. In this capacity, he is responsible for engineering and technical operations supporting all Comcast services, including its voice services, and serves as the General Manager of voice services and of business services for the Midwest Division.

Tim has over 12 years' experience in the deployment and operation of advanced services over cable infrastructure, including telecommunications services. In addition to his current position with Comcast, he held similar senior leadership positions with predecessor companies AT&T Broadband, MediaOne, and Continental Cable.

A graduate of the University of Michigan with a Bachelor's of Business Administration, Tim also received a Juris Doctorate degree from Wayne State University Law School. Before joining the cable industry, he was an attorney and partner with the Hill Lewis law firm in Detroit, Michigan (now Clark Hill, PLC), where his practice included telecommunications law.

Michael Dwyer

Background

Twenty plus years of management experience in the telecommunications industry involving technical operations, engineering, construction, project management and internal auditing in both Regional Bell and Cable TV Operating companies.

Employment History

Senior Director, Operations

Comcast

Denver, Colorado

June 2001 to present:

Responsibilities and Accomplishments:

- Oversight of technical operations group responsible for provisioning of circuit switched and VoIP residential telephony service in support of several markets across the country.
- Worked closely with software development teams to implement automated provisioning systems that reduced operating costs by 65% in over a two year period
- Serve as the company's Subject Matter Expert for E911 customer record and data process management.
- Maintain relationship with local PUC/PSC regulatory agencies as it relates to processing and maintaining E911 customer information.
- Lead the implementation of a E911 data processing techniques that reduce the company's E911 error rates below 2% nationally.
- Manage outsource vendors supporting various voice provisioning related activities
- Manage interconnect ILEC/CLEC carrier relations team that provides support to network engineering and operations teams

Director, Internal Audit

AT&T Broadband

Denver, Colorado

January 2000 to June 2001:

Accomplishments:

- Partnered with corporate and regional leadership teams to identify key business risks associated with technical operations and support processes used in the delivery of telecommunications services, including video, data and telephony.
- Consulted with operating units and assisted in the implementation of operational process improvements and financial controls that were identified as significant to meeting key business metrics.

Director, Program Management

MediaOne Inc.

Atlanta, Georgia

February 1998 to January 2000:

Accomplishments:

- Successfully coordinated all phases of engineering and construction activities for the upgrade of 17,000 miles of coaxial plant from a traditional 450 MHz system to an advanced 2-way 750 MHz HFC network for the delivery of Analog Video, Digital Video, High Speed Data and Telephony Services.
- Implemented an integrated, project cost tracking, production reporting and forecasting system for use in engineering capital upgrade projects.
- Developed processes, which ensure appropriate cost and business process controls, are in place during the project life cycle.
- Managed contract administration staff and coordinated municipal construction permits.

Manager, Internal Audit

MediaOne Inc.

Denver, Colorado

December 1996 to February 1998:

Accomplishments:

- Successfully conducted capital controls audits for the company's newly acquired cable TV systems. Provided recommendations to senior management and officers which led to improved business controls for:
 - Construction Contractor production reporting
 - Capital projects, program management methods
 - Operational process improvement programs for the delivery of HFC telephony
 - Capital expenditures
 - Financial project tracking
 - Capital Inventory management

Program Manager, Network Interconnect

US WEST Communications

Denver, Colorado

March 1996 to December 1996:

Accomplishments:

- Created project plans for developing and implementing operational processes, that ensured US WEST's compliance with the Telecommunications Act of 1996.

- Led project teams which developed and implemented procedures for the following:
 - Ordering and provisioning of unbundled loop elements from CLEC's
 - Physical and Virtual central office collocation engineering templates
 - Development of physical collocation central office engineering cost estimates

Manager, Division Operations

Time Warner Communications

Denver, Colorado

October 1994 to March 1996

Accomplishments:

- Documented and conducted training courses for field supervisors and technicians responsible for installing and maintaining residential HFC telephony services.
- Implemented operational practices for a National Operations Center, responsible for the surveillance and maintenance of SONET based alternative access services.
- Implemented practices for field operations support personnel such as dispatch and call center for the management of HFC telephony provisioning and maintenance.
- Established and managed a central office engineering support staff responsible for the inventory and documentation of common systems and SONET equipment using an integrated CAD system.

Manager, Network Services

US WEST Communications

Denver, Colorado

May 1985 to October 1994

Accomplishments:

- Supervised a team of Special Services Test Technicians responsible for network trouble isolation and reducing overall clearing times for dedicated access services in Colorado and Wyoming
- Supervised a team of microwave radio technicians responsible for maintaining microwave network across the state of Colorado.
- Supervised a team of field technicians responsible for the installation and maintenance of DS1 private line and switched business services throughout metro Denver.

Education & Associations

Bachelor of Science, Electrical Engineering

University of Colorado

Denver, Colorado

Master of Business Administration

Regis University
Denver, Colorado

EIT

Colorado State Board of Registration, 1985

SCTE, Society of Cable and Telecommunications Engineers

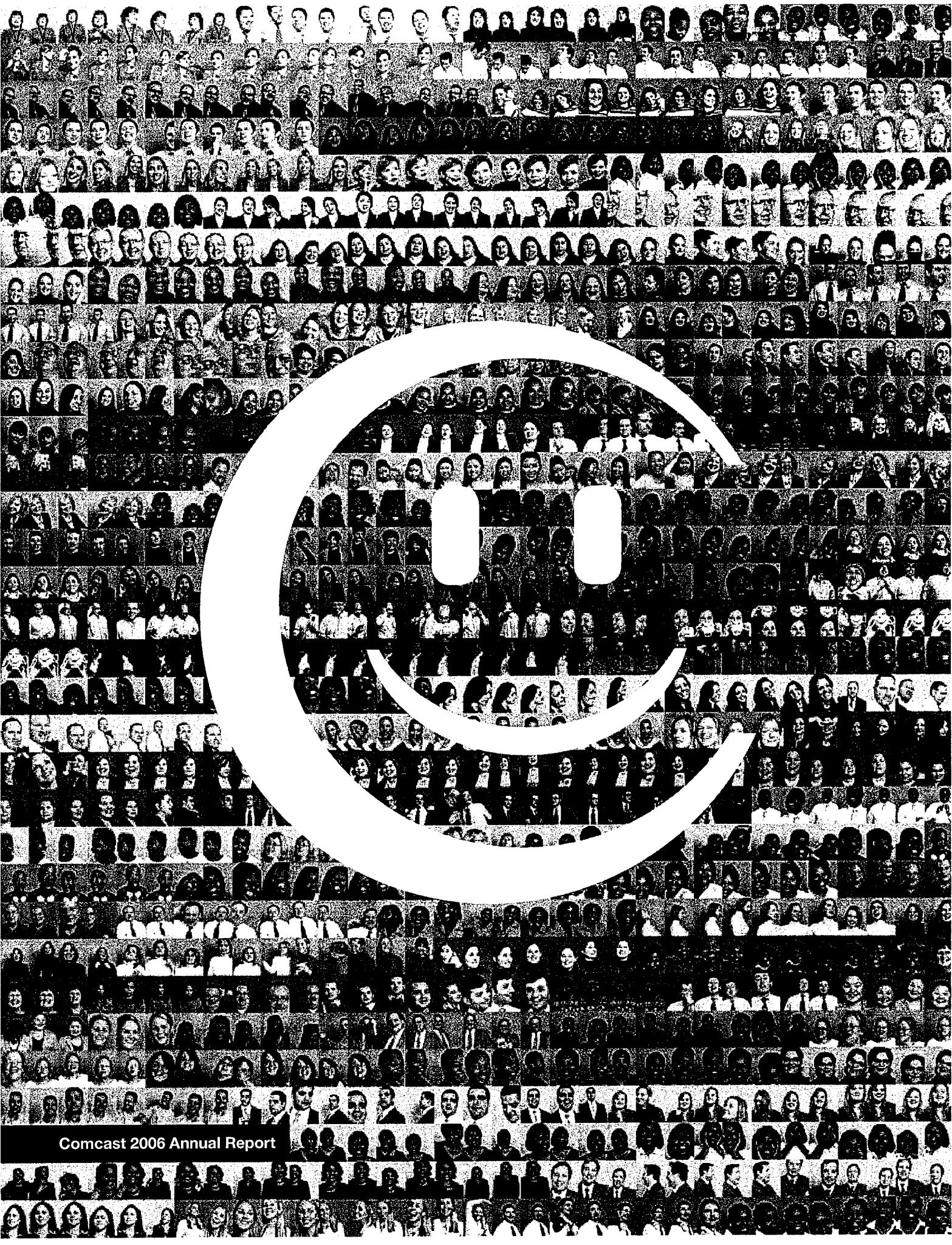
Member since 1999

WICT, Women in Cable & Telecommunications

Member since 2004

EXHIBIT F

COMCAST CORPORATION ANNUAL REPORT





Comcast!

It's about record-breaking results from innovative products with constantly improving features and functions. It means getting there first, and sustaining our advantage by increasing and extending the business while revving up our next growth engine.

It's making phone, computer and television faster, better and more interactive. It's adding choice, control and simplicity to the mix in one neat package.

Of course, it also describes the power of 90,000 exceptional employees — all committed to realizing the entertainment and communications dreams of our customers. Put it all together, and it's a superior experience.

And that's simply Comcast!

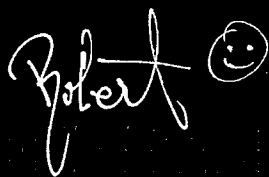
On the cover:

Comcast employees are all smiles these days. Why? Their hard work, dedication and enthusiasm is really paying off. That's why we've decided to feature them in this Annual Report — they make Comcast a great place to work.

Comcast is...

turning a triple play into a grand slam.

"You've heard of a 'win-win.' Well, think of Triple Play as a 'win-win-win.' Subscribers get video, high-speed Internet and phone service in one convenient package — and all at a great value. No wonder our phones just keep ringing."



Robert Negrete Manager, Call Center Operations
Morgan Hill, CA

Triple Play has been a phenomenal growth engine for Comcast in 2006. With one call and a single installation, customers get digital cable, high-speed Internet and digital voice for \$99 a month. Plus, it's great for business because:

- Triple Play results in higher average monthly revenue per customer.

$$\begin{array}{ccccccc} \text{TV icon} & + & \text{Mouse icon} & + & \text{Phone icon} & = & \$99 + \text{other products} = \$120 - \$130 \\ \$33 & & \$33 & & \$33 & & \text{per month} \end{array}$$



- Triple Play is lifting sign-up rates for our three products — they all grew faster than ever in 2006.
- Triple Play is accelerating revenue and operating cash flow growth.

Comcast is...

meeting every demand with ON DEMAND.

ON DEMAND viewership has grown exponentially, building customer satisfaction and loyalty with every view.

- 12.7 million, or 52%, of our video customers take digital services — all of them with access to ON DEMAND. Some 36% also take HD/DVR.
- ON DEMAND movie purchases increased pay-per-view revenue 27%, to \$633 million, in 2006, the third consecutive year of growth greater than 20%.

More than 3.7 Billion ON DEMAND Views Since 2004:

(in millions)





"People want what they want, when they want it.
Nothing beats our ON DEMAND service. It gives
our customers more than 8,000 viewing options
today, most at no additional charge."

Denise ©

Denise Higgins VOD Content Supervisor
New Castle, DE

Comcast is...

**building strong brands
that deliver must-have
content across multiple
platforms.**



"Our brands are laser-focused on individual interests and passions. Whether it's fashion on the red carpet, or horror films, or the stars of golf on the course, we're delivering great content on television, on demand and online."

Suzanne ☺

Suzanne Kolb EVP, Marketing and Communications
E! and Style Networks
Los Angeles, CA

With first-rate content, Comcast appeals to sports fans, kids and even horror flick fans. Our networks include:



THE GOLF CHANNEL
Golf's Home.



WELCOME TO
PRESENTS
ON DEMAND
FROM COMCAST



TELEVISION



Comcast is...

turning up the volume on a whole new business.

"So many new customers have discovered what a great value Comcast Digital Voice® is. And as impressive as the sign-up rates for phone are, they're just gaining speed. It's going to be a growth engine for years to come."

Since the introduction of Comcast Digital Voice, subscriptions have surged as customers take advantage of the unlimited local and nationwide phone service, low international rates and full set of features. Growth continues to accelerate.

- Comcast Digital Voice is now marketed to 32 million homes, or 70% of our footprint, and we will expand our coverage to 40 million homes by year-end 2007.
- Over 80% of voice customers take all three products.

Five times more Comcast Digital Voice additions in 2006 than in 2005:

(subscribers in thousands)

290



2005

1,549



2006



Mohammed ©

Mohammed, Director, Telephony Operations
Twin Cities Region
St. Paul, MN

Comcast is...

taking high-speed Internet to a higher level.

Comcast High-Speed Internet delivers the speed and tools customers need to get the most from their Internet experience.

- We increased the speed of our service four times in the last 18 months as an extra boost for consumers.

- In 2006, we introduced PowerBoost, which can burst speeds to 12 or 16 Mbps for large downloads, and we plan to roll out an upstream version in 2007.

- We launched 65 new features in the last three years, including McAfee Security, Video Mail, PhotoShow and many others.

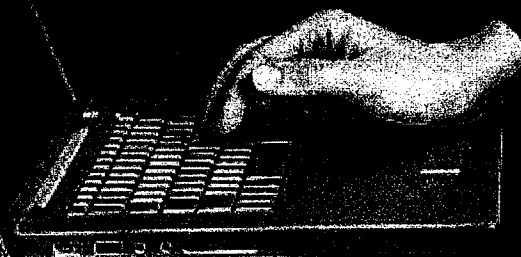
- Through The Family Video player, we delivered 30 million video downloads in 2006 and ranked in the top 15 providers for video on the Internet.

- Comcast.net also ranked among the top 10 in Internet search traffic.

"Our high-speed Internet service is simply a better broadband experience. With a steady stream of new features and faster speeds, it makes video downloads and interactive media a snap."

Melinda 😊

Melinda Lindsley Director,
Business Requirements/Cross-Product Systems
Philadelphia, PA





Comcast is...

knowing how to deliver a great customer experience.

As we roll out new products we continue to improve our service and field support, which builds the foundation for our future growth.

- In 2006, we hired and trained 6,500 field technicians and customer service representatives to keep pace with the accelerating growth of new products. We expect the pace of new hiring to continue in 2007.
- We're investing in automated tools to increase our operating efficiency.
- We're building new training programs at Comcast University and creating new career paths to provide better service and a better experience for our customers.

"We begin technical training with 'Think Customer First,' emphasizing the skills our people need to make customers comfortable, like avoiding tech jargon, and making things simple."



Carl Hansen South Jersey Area Technical Learning
and Development Manager
Turnersville, NJ

and staying true to who we are.

“Since my first day with Comcast 25 years ago, the company has totally supported my volunteer activities — from backing my involvement in a special-needs camp, to giving me time off to help out in New York City after 9/11.”

Comcast is deeply rooted in local communities. We focus our civic efforts in three areas: youth leadership, literacy and volunteerism.

- Comcast is a national partner of City Year, which recruits young people to give a year to full-time community service and leadership development. In 2006, the company provided City Year with \$1.4 million in grants and in-kind support.
- Comcast's Leaders and Achievers® Scholarship Program recognized 1,728 high school seniors nationwide. Based on their community involvement and academic achievement, each earned a \$1,000 college scholarship.
- Comcast recruited a diverse group of students to participate as summer interns through our ongoing partnership with the Emma Bowen Foundation. Last year, we hosted 25 interns who received funds for college in addition to their intern stipend.

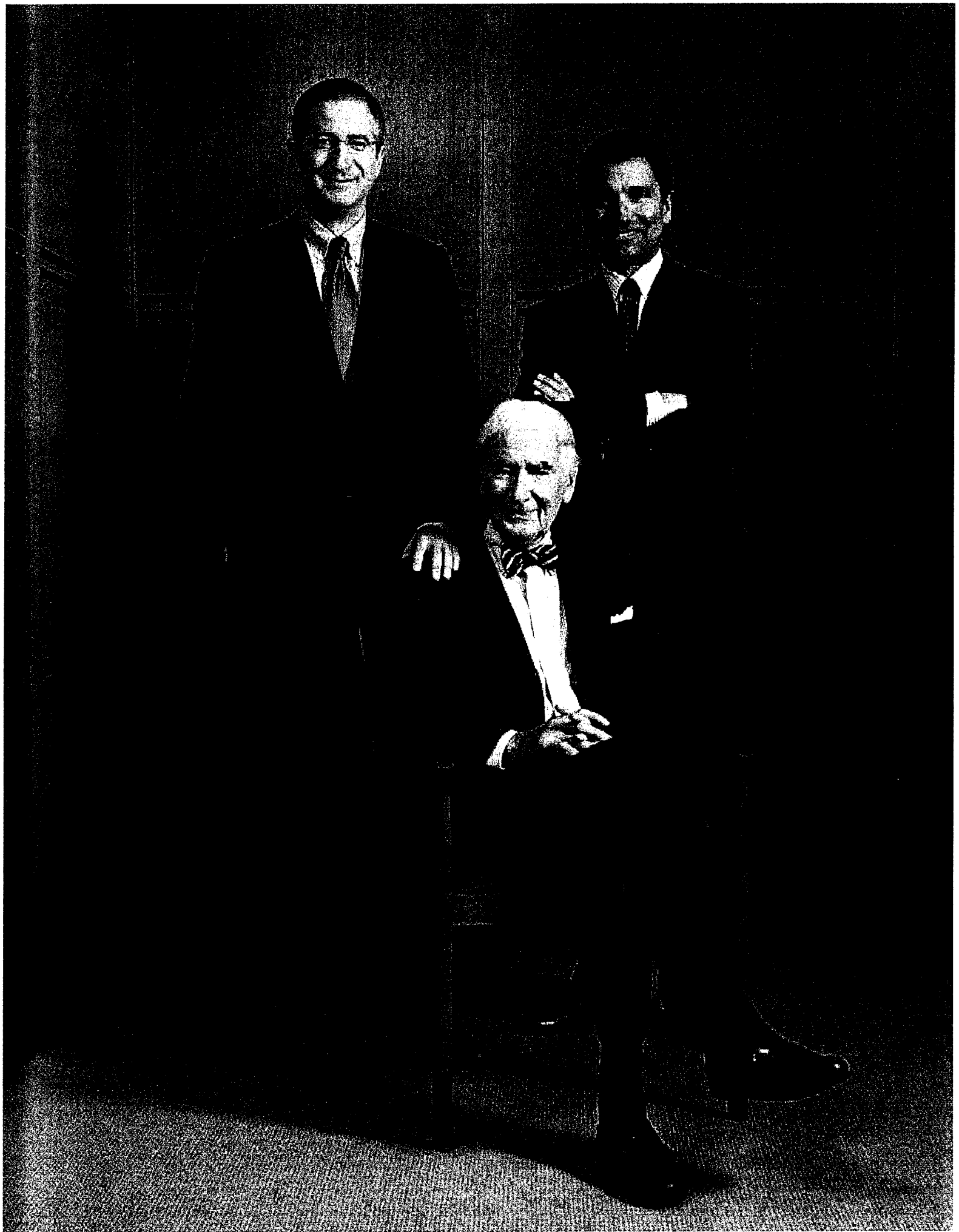


Billy ☺

William "Billy" Malone Dispatch Manager
Union, NJ

Comcast! is...





Dear Comcast Shareholders, Employees and Friends:

About 18 months ago, we decided that it was time to launch Comcast's very first nationwide advertising campaign. Surveys showed that customers loved our new products — such as ON DEMAND, high-speed Internet and more. This led us to look for a smart way to express our customers' enthusiasm for Comcast's new and improved experience — and that's how "Comcastic!" was born.

I'm glad our team came up with that word, because I can't think of a better way to describe 2006. It was our best year ever. It was truly Comcastic!

clockwise from left:

Brian L. Roberts
Chairman and
Chief Executive Officer

Stephen B. Burke
Chief Operating Officer
President
Comcast Cable

Ralph J. Roberts
Founder
Chairman, Executive and
Finance Committee

We broke all records in 2006, driven by our cable business.^(a) Cable revenues increased 12%, to \$26.3 billion. Operating cash flow^(b) rose 15%, to \$10.5 billion, making 2006 our sixth straight year — capping 26 consecutive quarters — of double-digit operating cash flow growth. During the year, our customers bought five million new products — or what we call “revenue-generating units” (RGUs)^(c) — an increase of 69% from 2005. And each of our services — basic cable, digital cable, high-speed Internet and digital voice — added more new customers than ever before. We have real momentum. The past year was sensational, but 2007 and the future have the potential to be even better.

The big story behind these wonderful results is the rollout of Comcast’s Triple Play.

Triple Play: It’s a Whole New Ball Game

Our Triple Play offering of video, high-speed Internet and digital voice is just what consumers want. We can deliver our superior products in a compelling value package, providing a simple, convenient and attractive option for everyone. With one phone call and one installation visit, we become the primary provider of communications and entertainment services to the home — and at an introductory price of \$99 a month, our biggest challenge has been to keep up with demand. With the widespread introduction of Triple Play to 70%, or 32 million, of the homes in our markets in 2006, consumers are embracing our Comcast Digital Voice® service, loaded with attractive features and with more to come. It’s clear that Triple Play is boosting our overall take rates for video and high-speed Internet as well. As customers see the great value they’re getting, they take additional digital and premium video services, too. As a result, revenue per Triple Play customer averages \$120–\$130 per month.

**Our Triple Play offer of video,
high-speed Internet and
voice has proven to be a powerful
formula for growth.**

We were determined to be first to market on a wide scale with these three services, and we have succeeded in getting the jump on the competition. As we expand the availability of Triple Play to 85% of our customer base by the end of 2007, we expect it will continue to power our growth.

See notes and definitions on page 23.

Innovate. Differentiate. Win.

That's been our mantra for the past several years. We're absolutely focused on delivering superior products and services, and doing it better than our competitors. We added 1.9 million digital customers in 2006, an increase of 59% from 2005. Today, more than 12.7 million, or 52%, of our video customers take our digital cable services. Digital growth has been steady as consumers see and want ON DEMAND, our industry-leading video-on-demand platform, digital video recorders (DVRs) and high-definition television (HDTV) as part of their lives.

ON DEMAND gives our digital cable customers unmatched choice and control. It's truly the personalization of TV.

With more than 8,000 programming choices available today — and growing every year — ON DEMAND gives our digital cable customers unmatched choice and control. It's truly the personalization of TV. And as the penetration of HDTV sets accelerates, we're expanding our high-definition ON DEMAND offerings, too. We now offer more than 150 hours of high-definition programming ON DEMAND, primarily movies in high definition. We plan to double that number in 2007 and again in 2008, and continue to expand our linear HDTV channels, so that we remain the HDTV market leader with the most sports and movies in high definition.

With our high-speed Internet service, we deliver a better experience by continually increasing the speed of our service and adding a wealth of new features. We added 1.9 million high-speed Internet subscribers in 2006, the highest level of annual high-speed Internet additions in our history, and ended the year with 11.5 million high-speed Internet customers, representing 25% penetration of homes in our markets. We believe we will keep growing not only by continuing to attract new customers, but also by capitalizing on the capabilities of our service to power innovation and develop new online services. We created Comcast Interactive Media to focus on those opportunities. In 2006, we launched several new digital media platforms, including Ziddio, TV Planner and Game Invasion, and in 2007 we plan to launch other new online services.

With the dramatic ramp-up of Comcast Digital Voice in 2006, we have built a fantastic new engine for continued growth. We added 1.5 million Comcast Digital Voice customers last year, more than five times the number added in 2005. By year's end, we were marketing this service to 32 million homes, or 70% of our footprint, yet we are only at 6% penetration. We intend to increase that dramatically in 2007. Our goal is to reach at least 20% penetration, or nine million customers, by 2009. Given the power of Triple Play, we are on pace to achieve that goal.

We are also excited about our latest initiative: expanding into commercial business services — providing phone, Internet and video services to small and medium-sized businesses (SMBs). In 2007, we are beginning to target an estimated five million SMBs in our markets. We estimate that those businesses generated \$12–\$15 billion in revenue for other providers in 2006, and our goal is to capture 20% or more of this market over the next five years. Buoyed by our success in the high-speed Internet and residential digital voice markets, and riding on much of the same network and infrastructure, we enter this new field with great confidence.

Our programming division continues to be a major value creator for the company and helps us to partner and work with new platforms to help differentiate and grow our cable business. In 2006, we acquired the remaining interest in E! Entertainment Television and now own 100% of it. We brought in new on-air talent, like Ryan Seacrest, and invested in programming that increased revenues and ratings at E!. We made similar investments at The Golf Channel and VERSUS, drawing higher distribution and ratings as the result of our expanded relationships with the PGA TOUR and the National Hockey League.

Investing in a Future of Opportunity

Consumers want the best services at a great price. They want things to be simple and convenient. They want to feel in control. The next great frontier for Comcast is to integrate our products in ways never before imaginable — like providing a single access point for customers to manage all their communications, or to plan and schedule their TV experience no matter where they are.

Our product teams and Comcast Interactive Media are focused on developing integrated services that offer entertainment and communications to consumers across multiple platforms. Our programming networks are also working on that strategy. PBS KIDS Sprout is available on a linear channel, on demand and online. In October 2006, we launched FEARnet, a new advertising-supported, multiplatform network delivering the best of modern horror films, streaming video and original content — on demand, online and to mobile devices.

With our cable partners and Sprint Nextel, we are testing consumer demand and applications to integrate and extend the Comcast experience outside the home, bringing mobility to our products. We also invested in wireless spectrum with a nationwide reach as part of the SpectrumCo consortium. This spectrum gives us strategic flexibility and many options to capitalize on new wireless functionalities as they evolve.

Our strong balance sheet and free cash flow^(d) give us significant financial flexibility to innovate, invest and grow. In 2006, we focused our investments in cable and programming to drive new product RGUs, to enhance our services and to launch new businesses. We generated over \$2.6 billion in free cash flow and used \$2.3 billion to repurchase our stock. In fact, over the past three years, we have invested virtually all of our free cash flow in our stock and securities exchangeable into our stock, reducing our shares outstanding by more than 10%.

On a Mission to Grow

In 2007, we will focus even more intently on growing RGUs to capture market share and extend our leadership in the market. In the last five years, we have transformed Comcast into a company that develops and delivers multiple services with diverse revenue streams. Over the next few years, it is easy to imagine that our company could be serving as many high-speed Internet and digital voice customers as we have video customers today.

In 2007, we will focus even more intently on growing RGUs to capture market share and extend our leadership in the market.

The first quarter of 2007 marks a bittersweet milestone with the retirement of Larry Smith, our Co-Chief Financial Officer. Over the years, I have called Larry the company's "chief money-making officer." He has made phenomenal contributions to Comcast's growth and success — his deal-making prowess, wise counsel and steady leadership are a huge part of Comcast's culture. His friendship and guidance will continue as he remains a part-time advisor in the future. We are thrilled to have recruited Michael Angelakis, a managing director in the extremely successful Providence Equity Partners, to succeed Larry. Michael will partner with John Alchin in 2007 as Co-CFO and will succeed John when he retires at the end of 2007.

See notes and definitions on page 23.

Finally, since we're talking about a year of record results, I want to highlight two other records set by Comcasters in 2006. Our nationwide employee United Way campaign reached \$4.2 million, a new record that places us in the top tier of United Way corporate campaigns in America. And on October 7, more than 32,000 employees and their families participated in Comcast Cares Day, our national day of volunteerism, delivering over 192,000 hours of community service to 300 projects in 34 states in a single day. This extraordinary effort represents one of the largest single corporate days of service in America.

**2006 represents a turning point in
our history, as we have once again
positioned ourselves for growth
and success.**

As you read this year's report in print or online, you'll see many great Comcasters who exemplify the commitment, confidence, diversity and enthusiasm that made 2006 possible and make the future look so wonderful. Each of them, and every one of our 90,000 employees, gives so much to the company every day. They are our greatest asset, and we're really proud to highlight them this year.

I will never forget what this company achieved in 2006. In many ways, it represents a turning point in our history, as we have once again positioned ourselves for growth and success. It was a phenomenal effort, led by Steve Burke and his fabulous team. My father, Ralph, and I believe we're poised for even more great achievements in 2007.

It is an honor to help lead this company. Thank you for your continued support.

Sincerely,

A handwritten signature in black ink, appearing to read "Brian L. Roberts". The signature is fluid and cursive, with the first name "Brian" being more prominent.

Brian L. Roberts
Chairman and Chief Executive Officer
Comcast Corporation
February 23, 2007

Financial Highlights

(in millions, except number of employees)	2006	2005
Comcast Cable^(a)		
Revenues	\$ 26,339	\$ 23,556
Operating Cash Flow ^(b)	\$ 10,511	\$ 9,132
Total Revenue Generating Units ^(c)	50.8	45.8
Subscribers		
Basic Cable	24.2	24.1
Digital Cable	12.7	10.8
High-Speed Internet	11.5	9.6
Phone	2.5	1.3
Consolidated Comcast Corporation		
Revenues	\$ 24,966	\$ 21,075
Operating Cash Flow ^(b)	9,442	8,072
Depreciation and Amortization	4,823	4,551
Operating Income	4,619	3,521
Income from Continuing Operations	2,235	828
Discontinued Operations ^(e)	298	100
Net Income	\$ 2,533	\$ 928
Shares Outstanding ^(f)	3,119	3,208
Cash and Short-Term Investments	\$ 2,974	\$ 1,095
Total Assets	110,405	103,400
Total Debt	\$ 28,975	\$ 23,371
Number of Employees	90,000	80,000

Minor differences may exist due to rounding.

Notes and definitions used in the Letter to Shareholders and Financial Highlights:

(a) All Comcast Cable results in the Letter to Shareholders and in these highlights are presented on a pro forma, as adjusted basis. See reconciliation on page 76.

(b) Operating Cash Flow is defined as operating income before depreciation and amortization, excluding impairment charges related to fixed and intangible assets and gains or losses on sale of assets, if any. See reconciliation on page 76.

(c) RGUs represent the sum of basic and digital cable, high-speed Internet and phone subscribers, excluding additional outlets. Subscriptions to DVR and/or HDTV services by existing Comcast Digital Cable customers do not result in additional RGUs.

(d) Free Cash Flow is defined as "Net Cash Provided by Operating Activities From Continuing Operations" (as stated in our Consolidated Statement of Cash Flows) reduced by capital expenditures and cash paid for intangible assets; and increased by any payments related to certain non-operating items, net of estimated tax benefits (such as income taxes on investment sales, and non-recurring payments related to income tax and litigation contingencies of acquired companies). Reconciliation of this item appears on page 76.

(e) In July 2006, in connection with the transactions with Adelphia and Time Warner, we transferred our previously owned cable systems located in Los Angeles, Cleveland and Dallas to Time Warner Cable. These cable systems are presented as discontinued operations for the years ended on or before December 31, 2006 (see Note 5 to our consolidated financial statements).

(f) Adjusted to reflect the Stock Split.

Additional information about Comcast is also contained in our Annual Report on Form 10-K and in our Proxy Statement. We invite you to refer to those documents.

This report may contain forward-looking statements. Readers are cautioned that such forward-looking statements involve risks and uncertainties that could significantly affect actual results from those expressed in any such forward-looking statements. Readers are directed to Comcast's Annual Report on Form 10-K for a description of such risks and uncertainties.

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Management's Discussion and Analysis of Financial Condition and Results of Operations

Introduction and Overview

We are the largest cable operator in the United States and offer a variety of consumer entertainment and communication products and services. As of December 31, 2006, our cable systems served approximately 23.4 million video subscribers, 11 million high-speed Internet subscribers and 2.4 million phone subscribers and passed approximately 45.7 million homes in 39 states and the District of Columbia.

We classify our operations in two reportable segments: Cable and Programming. Our Cable segment, which generates approximately 95% of our consolidated revenues, manages and operates our cable systems. Our Programming segment consists of our six national programming networks. During 2006, our operations generated consolidated revenues of approximately \$25 billion.

Our Cable segment earns revenues primarily through subscriptions to our video, high-speed Internet and phone services ("cable services"). Our video revenues continue to increase as a result of digital subscriber growth and demand for our other digital cable services, including video on demand, which we refer to as ON DEMAND, Digital Video Recorder ("DVR") and High Definition Television ("HDTV"), as well as higher pricing on our basic video service. As of December 31, 2006, approximately 51% of the homes in the areas we serve subscribed to our video service and approximately 52% of those video subscribers subscribed to at least one of our digital cable services. Our high-speed Internet service with Internet access at downstream speeds from 6Mbps to 16Mbps, depending on the level of service selected, has been one of our fastest growing services over the past several years. As of December 31, 2006, approximately 25% of the homes in the areas we serve subscribed to our high-speed Internet service. Comcast Digital Voice, our phone service that provides unlimited local and domestic long-distance calling and other features, is our most recent cable service offering. As of December 31, 2006, approximately 6% of the homes in the areas we serve subscribed to Comcast Digital Voice. In 2006, we began offering our video, high-speed Internet and Comcast Digital Voice services in a package that we refer to as the "triple play." In addition to cable services, other Cable segment revenue sources include advertising and the operation of our regional sports and news networks.

Our Programming segment consists of our consolidated national programming networks: E!, Style, The Golf Channel, VERSUS (formerly known as OLN), G4 and AZN Television. Revenue from our Programming segment is earned primarily from advertising revenues and from monthly per subscriber license fees paid by cable and satellite distributors.

Our other business interests include Comcast Spectacor, which owns the Philadelphia Flyers, the Philadelphia 76ers and two large multipurpose arenas in Philadelphia, and manages other facilities for sporting events, concerts and other events. Comcast Spectacor and all other consolidated businesses not included in our Cable or Programming segments are included in "Corporate and Other" activities.

On January 31, 2007, our Board of Directors approved a three-for-two stock split in the form of a 50% stock dividend (the "Stock Split") payable on February 21, 2007, to shareholders of record on February 14, 2007. The number of shares outstanding and related amounts have been adjusted to reflect the Stock Split for all periods presented.

2006 Financial and Operational Highlights

- consolidated revenue growth of 18.5% and consolidated operating income growth of 31.2%, both driven by results in our Cable segment
- Cable segment revenue growth of 20.6% and growth in operating income before depreciation and amortization of 22.1%, both driven by revenue generating units ("RGUs") growth and the success of our triple play offering, as well as growth from acquisitions

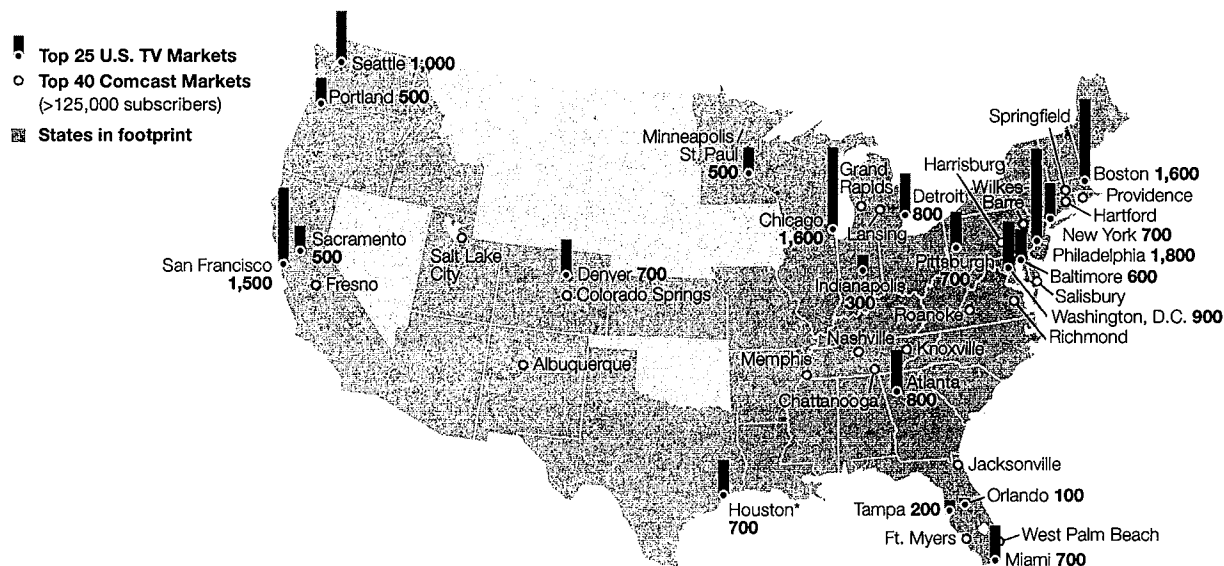
2006 Business Developments

- completed transactions with Adelphia and Time Warner that resulted in a net increase of 1.7 million video subscribers, a net cash payment by us of approximately \$1.5 billion and the disposition of our ownership interest in Time Warner Cable Inc. ("TWC") and Time Warner Entertainment Company, L.P. ("TWE"), the assets of two cable system partnerships and the transfer of our previously owned cable systems in Los Angeles, Cleveland and Dallas. We collectively refer to these transactions as the "Adelphia and Time Warner transactions."
- initiated the dissolution of the Texas and Kansas City Cable Partnership ("TKCCP") that resulted in our acquisition of cable systems serving Houston, Texas (approximately 700,000 video subscribers) in January 2007
- acquired the cable systems of Susquehanna Communications serving approximately 200,000 video subscribers for approximately \$775 million
- acquired the 39.5% interest in E! Entertainment Television (which operates the E! and Style programming networks) that we did not already own for approximately \$1.2 billion
- participated in a consortium of investors ("SpectrumCo") that acquired wireless spectrum licenses covering approximately 91% of the population in the United States for approximately \$2.4 billion (our portion was \$1.3 billion)
- repurchased approximately 113 million shares (adjusted to reflect the Stock Split) of our Class A Special common stock pursuant to our Board-authorized share repurchase program for approximately \$2.3 billion

Refer to Note 5 to our consolidated financial statements for information about acquisitions and other significant events.

The Areas We Serve

The map below highlights our 40 major markets with emphasis on our operations in the top 25 U.S. TV markets. Approximately 90% of our video subscribers are in the markets listed (subscribers in thousands).



*As of January 1, 2007

The following provides further details of our highlights and insights into our consolidated financial statements, including discussion of our results of operations and our liquidity and capital resources. As a result of transferring our previously owned cable systems located in Los Angeles, Cleveland and Dallas ("Comcast Exchange Systems"), the operating results of the Comcast Exchange Systems are reported as discontinued operations for all periods presented.

Consolidated Operating Results

Year Ended December 31 (in millions)	2006	2005	2004	% Change 2005 to 2006	% Change 2004 to 2005
Revenues	\$ 24,966	\$ 21,075	\$ 19,221	18.5%	9.6%
Costs and Expenses					
Operating, Selling, General and Administrative (excluding depreciation)	15,524	13,003	12,041	19.4	8.0
Depreciation	3,828	3,413	3,197	12.2	6.8
Amortization	995	1,138	1,154	(12.5)	(1.5)
Operating Income	4,619	3,521	2,829	31.2	24.4
Other Income (Expense) Items, net	(1,025)	(1,801)	(1,086)	(43.1)	65.8
Income from Continuing Operations before Income Taxes and Minority Interest	3,594	1,720	1,743	109.0	(1.4)
Income Tax Expense	(1,347)	(873)	(801)	54.3	9.0
Income from Continuing Operations before Minority Interest	2,247	847	942	165.5	(10.2)
Minority Interest	(12)	(19)	(14)	(36.8)	35.7
Income from Continuing Operations	2,235	828	928	169.9	(10.8)
Discontinued Operations, net of Tax	298	100	42	198.0	138.1
Net Income	\$ 2,533	\$ 928	\$ 970	173.0%	(4.3)%

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

Consolidated Revenues

Our Cable and Programming segments accounted for substantially all of the increases in consolidated revenues for 2006 and 2005. Cable segment and Programming segment revenues are discussed separately below. The remaining changes relate to our other business activities, primarily Comcast Spectacor, whose revenues were negatively affected in 2005 by the National Hockey League ("NHL") lockout.

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 2006 and 2005. Cable segment and Programming segment expenses are discussed separately below. The remaining changes relate to our other business activities, primarily Comcast Spectacor, and the impact of adopting Statement of Financial Accounting Standards ("SFAS") No. 123R, "Share-Based Payment" ("SFAS No. 123R").

Effective January 1, 2006, we adopted SFAS No. 123R using the Modified Prospective Approach. SFAS No. 123R revises SFAS No. 123, "Accounting for Stock-Based Compensation" ("SFAS No. 123") and supersedes Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees" ("APB No. 25"). SFAS No. 123R requires the cost of all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values at grant date, or the date of later modification, over the requisite service period. In addition, SFAS No. 123R requires unrecognized cost (based on the amounts previously disclosed in our pro forma footnote disclosure) related to options vesting after the date of initial adoption to be recognized in the financial statements over the remaining requisite service period.

The incremental pretax share-based compensation expense recognized because of the adoption of SFAS No. 123R for the year ended December 31, 2006, was \$126 million. Total share-based compensation expense recognized under SFAS No. 123R, including the incremental pretax share-based compensation expense, was \$190 million for the year ended December 31, 2006. Share-based compensation expense is reflected in the operating results of each of our business segments. Refer to Note 10 and Note 14 to our consolidated financial statements for further details on our adoption of SFAS No. 123R.

Consolidated Depreciation and Amortization

The increases in depreciation expense for 2006 and 2005 are primarily a result of capital expenditures in our Cable segment and, in 2006, the depreciation associated with acquisitions of cable systems.

The decreases in amortization expense for 2006 and 2005 are primarily a result of decreases in the amortization of our franchise-

related customer relationship intangible assets, partially offset by increased amortization expense related to software-related intangibles acquired in various transactions, and in 2006, the customer relationship intangible assets recorded in connection with the acquisitions of cable systems.

Segment Operating Results

Certain adjustments have been made in our segment presentation to be consistent with our management reporting presentation. These adjustments primarily relate to the adoption of SFAS No. 123R and are further discussed in Note 14 to our consolidated financial statements.

To measure the performance of our operating segments, we use operating income before depreciation and amortization, excluding impairment charges 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. Because we use this metric to measure our segment profit or loss, we reconcile it to operating income, 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 consolidated financial statements. You should not consider this measure a substitute for operating income (loss), net income (loss), net cash provided by operating activities, or other measures of performance or liquidity we have reported in accordance with GAAP.

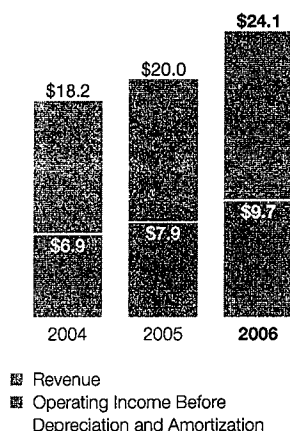
Cable Segment Overview

Our cable systems simultaneously deliver video, high-speed Internet and phone services to our subscribers. The majority of our Cable segment revenue is earned from subscriptions to these cable services. Subscribers typically pay us monthly, based on their chosen level of service, number of services and the type of equipment they use, and generally may discontinue service at any time. We measure our success in selling subscription-based services to customers by a metric referred to as a revenue generating unit ("RGU"). Each individual cable service (basic cable, digital cable, high-speed Internet or phone service) that a subscriber receives represents one RGU. As of December 31, 2006, we had approximately

50.8 million RGUs. As a result of continued and growing demand for our existing and new products and services, including our triple play offering, as well as other factors discussed below, we have increased our revenues and operating income before depreciation and amortization.

REVENUE AND OPERATING INCOME BEFORE DEPRECIATION AND AMORTIZATION

(in billions)



Cable Segment Results of Operations

The comparability of the results of operations and subscriber information of our Cable segment are impacted by the Adelphia and Time Warner transactions (closed July 31, 2006) and the acquisition of the cable systems of Susquehanna Communications (closed

April 30, 2006). Further, consistent with our management reporting presentation, the operating results and subscriber information of the cable systems serving Houston, Texas have been included in the Cable segment beginning August 1, 2006. However, the operating results of the Houston cable systems are eliminated in our consolidated financial statements as TKCCP continued to be accounted for as an equity method investment for external financial reporting purposes until the Houston cable systems were actually acquired on January 1, 2007 (see Note 5). We collectively refer to these cable systems as the "newly acquired cable systems." The newly acquired cable systems accounted for \$1.7 billion of increased revenue in 2006.

Cable Segment Revenues

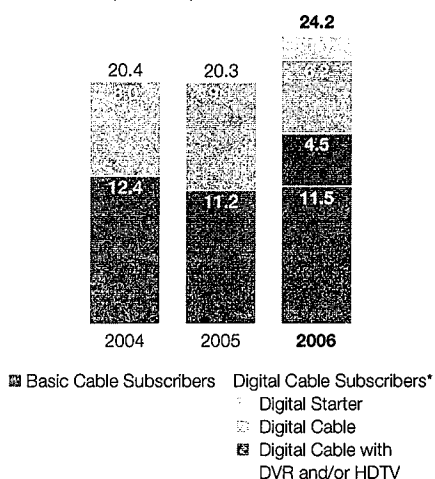
Video. We offer a full range of video services, ranging from a limited basic service and a digital starter service, to our full digital cable service, which provides access to over 250 channels, including premium and pay-per-view channels; ON DEMAND (which allows access to a library of movies, sports and news, starting a selection at any time, and pausing, rewinding and fast-forwarding selections); music channels; and an interactive, on-screen program guide (which allows navigating the channel lineup and ON DEMAND library). Digital cable subscribers may also subscribe to additional digital cable services, including DVR (which allows digital recording of programs, and pausing and rewinding of live television), and HDTV (which provides multiple channels in high definition).

As of December 31, 2006, approximately 52% of our video subscribers subscribed to at least one of our digital cable services, compared to approximately 45% and approximately 39% as of December 31, 2005 and 2004, respectively.

Year Ended December 31 (in millions)	2006	2005	2004	% Change 2005 to 2006	% Change 2004 to 2005
Video	\$15,096	\$12,918	\$12,211	16.9%	5.8%
High-speed Internet	4,986	3,757	2,938	32.7	27.9
Phone	913	617	620	48.0	(0.5)
Advertising	1,537	1,272	1,206	20.8	5.4
Other	851	789	654	7.8	20.7
Franchise fees	717	634	601	13.1	5.3
Revenues	24,100	19,987	18,230	20.6	9.6
Operating expenses	8,600	7,041	6,656	22.1	5.8
Selling, general and administrative expenses	5,796	4,999	4,634	15.9	7.8
Operating income before depreciation and amortization	\$ 9,704	\$ 7,947	\$ 6,940	22.1%	14.5%

VIDEO SUBSCRIBERS

(in millions)

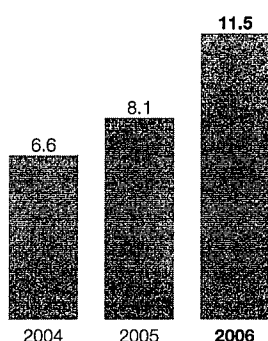


Revenues increased as a result of higher pricing on our basic video service, growth in our digital cable services and, in 2006, the addition of our newly acquired cable systems. Our newly acquired cable systems added approximately 3.7 million video subscribers and contributed \$1.143 billion of our video revenue growth for the year ended December 31, 2006. As a result of these factors, our average monthly video revenue per video subscriber increased from \$50 in 2004 to \$57 in 2006.

High-Speed Internet. We offer high-speed Internet service with Internet access at downstream speeds from 6Mbps to 16Mbps, depending on the level of service selected. This service also includes our interactive portal, Comcast.net, which provides multiple e-mail addresses and online storage, as well as a variety of proprietary content and value-added features and enhancements that are designed to take advantage of the speed of the Internet service we provide.

HIGH-SPEED INTERNET SUBSCRIBERS

(in millions)

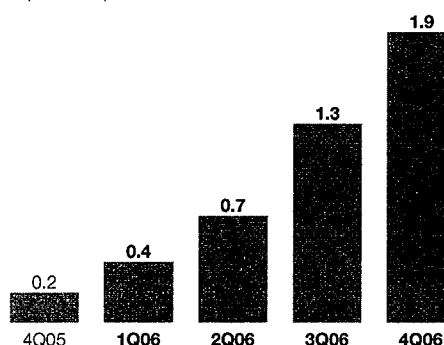


Revenues increased in 2006 and 2005 as a result of subscriber growth and, in 2006, the addition of our newly acquired cable systems. As of December 31, 2006, 24.5% of our homes passed subscribed to our high-speed Internet service, compared to 21.1% and 17.8% as of December 31, 2005 and 2004, respectively. Our newly acquired cable systems added approximately 1.7 million high-speed Internet subscribers and contributed \$379 million of our high-speed Internet revenue growth for the year ended December 31, 2006. Average monthly revenue per high-speed Internet subscriber has remained relatively stable between \$42 and \$43 from 2004 through 2006. The rate of subscriber and revenue growth may slow as the market continues to mature and competition increases.

Phone. We offer Comcast Digital Voice, our IP-enabled phone service that provides unlimited local and domestic long-distance calling and includes such features as Voice Mail, Caller ID and Call Waiting. Comcast Digital Voice was available to 32 million homes as of December 31, 2006. We expect that by the end of 2007 approximately 85% of our homes passed will have access to Comcast Digital Voice. In some areas, we provide our circuit-switched local phone service. Subscribers to this service have access to a full array of calling features and third-party long-distance services.

COMCAST DIGITAL VOICE SUBSCRIBERS

(in millions)



Revenues increased in 2006 as a result of the increase in Comcast Digital Voice subscribers, partially offset by the loss of approximately 300,000 circuit-switched subscribers. Our newly acquired cable systems added approximately 156,000 phone subscribers and contributed \$40 million of our phone revenue growth for the year ended December 31, 2006. The decrease in phone revenues in 2005 from 2004 was primarily the result of a reduction in the number of circuit-switched phone subscribers as we began the deployment of Comcast Digital Voice. We expect the number of phone subscribers will grow as we expand Comcast Digital Voice to new markets in 2007. We expect the number of subscribers to our circuit-switched local phone service to continue to decrease in 2007 as our marketing efforts are now focused on Comcast Digital Voice.

Advertising. As part of our programming license agreements with programming networks, we receive an allocation of scheduled advertising time that we may sell to local, regional and national advertisers. We also coordinate the advertising sales efforts of other cable operators in some markets, and in other markets we have formed and operate advertising interconnects, which establish a physical, direct link between multiple cable systems and provide for the sale of regional and national advertising across larger geographic areas than could be provided by a single cable operator.

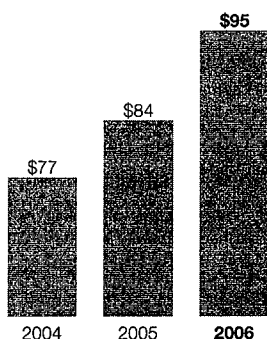
Advertising revenues increased in 2006 as a result of the strong growth in political advertising and the addition of our newly acquired cable systems. We expect slower growth in our advertising revenues in 2007, primarily as a result of lower levels of political advertising.

Other. We also generate revenues from our regional sports and news networks, video installation services, commissions from third-party electronic retailing, and fees for other services, such as providing businesses with data connectivity and networked applications. Our regional sports and news networks include Comcast SportsNet (Philadelphia), Comcast SportsNet Mid-Atlantic (Baltimore/Washington), Cable Sports Southeast, CN8 — The Comcast Network, Comcast SportsNet Chicago, Comcast SportsNet West (Sacramento) and MountainWest Sports Network. These networks earn revenue through the sale of advertising time and receive programming license fees paid by cable and satellite distributors.

Franchise Fees. Our franchise fee revenues represent the pass-through to our subscribers of the fees required to be paid to state and local franchising authorities. Under the terms of our franchise agreements, we are generally required to pay up to 5% of our gross video revenues to the local franchising authority. The increases in franchise fees are primarily a result of the increases in our revenues upon which the fees apply.

Total Cable Segment Revenue. As a result of the growth in revenues from our products and services, we have been able to increase our total average monthly revenue per video subscriber (including all revenue sources) from approximately \$77 in 2004 to approximately \$95 in 2006.

AVERAGE MONTHLY TOTAL REVENUE
PER VIDEO SUBSCRIBER

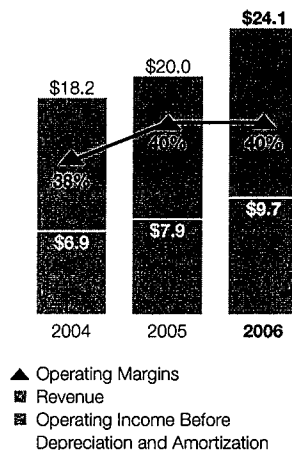


Cable Segment Expenses

We continue to focus on controlling the growth of expenses. Our operating margins (operating income before depreciation and amortization as a percentage of revenue) were 40.2%, 39.8% and 38.1% for the years ended December 31, 2006, 2005 and 2004, respectively.

OPERATING MARGINS

(in billions)



Cable Segment Operating Expenses. Cable programming expenses, our largest expense, are the fees we pay to programming networks to license the programming we package, offer and distribute to our cable subscribers. These expenses are affected by changes in the rates charged by programming networks, the number of subscribers and the programming options we offer to subscribers. Cable programming expenses increased to \$4.9 billion in 2006 as a result of increases in rates and the newly acquired cable systems, from \$4.1 billion in 2005 and \$3.9 billion in 2004. We anticipate our cable programming expenses will increase in the future, as the fees charged by programming networks increase and as we provide additional channels and ON DEMAND programming options to our subscribers. We anticipate that these increases may be mitigated to some extent by volume discounts.

Other operating expenses increased to \$3.7 billion in 2006 from \$2.9 billion in 2005 and \$2.8 billion in 2004. In 2006, our newly acquired cable systems contributed approximately \$650 million of our increases in other operating expenses. The remaining increases in 2006 were primarily a result of growth in the number of subscribers to our cable services, which required additional personnel to handle service calls and provide customer support, and costs associated with the delivery of these services. The increase in 2005 was primarily a result of increases in our technical services group due to the launch of Comcast Digital Voice, the deployment of digital simulcasting, the implementation of a new provisioning system and, to a lesser degree, the repair of our cable systems as a result of weather-related damage.

Cable Segment Selling, General and Administrative Expenses.

Selling, general and administrative expenses increased \$797 million to \$5.8 billion in 2006. In 2006, our newly acquired cable systems contributed approximately \$400 million of our increases in selling, general and administrative expenses. The remaining increases in 2006 were primarily a result of growth in the number of subscrib-

ers to our cable services, which required additional employees to handle customer service, marketing and other administrative costs. The increase in 2005 was primarily a result of the launch of Comcast Digital Voice, the deployment of digital simulcasting and the implementation of a new provisioning system.

Programming Segment Overview

Our Programming segment consists of our consolidated national programming networks:

Programming Network	Approximate U.S. Subscribers (in millions)	Description
E!	81	Pop culture and entertainment-related programming
Style	37	Lifestyle-related programming
The Golf Channel	63	Golf and golf-related programming
VERSUS	61	Sports and leisure programming
G4	53	Gamer lifestyle programming
AZN Television	14	Asian American programming

We also own interests in MGM (20%), IN DEMAND (54%), TV One (33%), PBS KIDS Sprout (40%), FEARnet (33%) and ExerciseTV (55%). The operating results of these entities are not included in our Programming segment's operating results as they are presented in equity in net (losses) income of affiliates, net or Corporate and Other activities.

Programming Segment Results of Operations

Year Ended December 31 (in millions)	2006	2005	2004	% Change 2005 to 2006	% Change 2004 to 2005
Revenues	\$ 1,053	\$ 919	\$ 787	14.6%	16.7%
Operating, selling, general and administrative expenses	812	647	518	25.6	24.7
Operating income before depreciation and amortization	\$ 241	\$ 272	\$ 269	(11.4)%	1.3%

Programming Segment Revenues

Revenues from our Programming segment are earned primarily from the sale of advertising time and from monthly per subscriber license fees paid by cable and satellite distributors. Programming revenues for 2006 and 2005 increased as a result of increases in advertising and license fee revenues. For 2006, 2005 and 2004, approximately 11% to 12% of our Programming segment revenues were generated from our Cable segment and are eliminated in our consolidated financial statements, but are included in the amounts presented above.

Programming Segment Operating, Selling, General and Administrative Expenses

Operating, selling, general and administrative expenses consist mainly of the cost of producing television programs and live events, the purchase of programming rights, marketing and promoting our programming networks, and administrative costs. Programming expenses for 2006 and 2005 increased as a result of an increase in production and programming rights costs for new and live event programming for our programming networks, including the NHL on VERSUS, and a corresponding increase in marketing expenses for this programming. The full-year impact of our 2004 acquisitions of TechTV and AZN Television also contributed to the growth in

2005 expenses. We have and expect to continue to invest in new and live event programming, such as our recent rights agreement with the PGA TOUR, that will cause our Programming segment expenses to increase in the future.

Consolidated Other Income (Expense) Items

Year Ended December 31 (in millions)	2006	2005	2004
Interest expense	\$ (2,064)	\$ (1,795)	\$ (1,874)
Investment income (loss), net	990	89	472
Equity in net (losses) income of affiliates, net	(124)	(42)	(81)
Other income (expense)	173	(53)	397
Total	\$ (1,025)	\$ (1,801)	\$ (1,086)

Interest Expense

The increase in interest expense for 2006 from 2005 was primarily the result of an increase in our average debt outstanding and higher interest rates on our variable-rate debt, as well as \$57 million of gains recognized in 2005 in connection with the early extinguishment of some of our debt facilities. The decrease in interest expense for 2005

from 2004 was primarily the result of \$57 million of gains recognized in 2005 and \$69 million of losses recognized in 2004 in connection with the early extinguishment of some of our debt facilities, partially offset by the effects of higher interest rates on variable-rate debt in 2005.

Investment Income (Loss), Net

The components of investment income (loss), net for 2006, 2005 and 2004 are presented in a table in Note 6 to our consolidated financial statements. In connection with the Adelphia and Time Warner transactions, we recognized gains of approximately \$646 million for the year ended December 31, 2006.

We have entered into derivative financial instruments that we account for at fair value and which economically hedge the market price fluctuations in the common stock of substantially all of our investments accounted for as trading securities. The differences between the unrealized gains (losses) on trading securities and the mark to market adjustments on derivatives related to trading securities, as presented in the table in Note 6, result from one or more of the following:

- we did not maintain an economic hedge for our entire investment in the security during some or all of the period
- there were changes in the derivative valuation assumptions such as interest rates, volatility and dividend policy
- the magnitude of the difference between the market price of the underlying security to which the derivative relates and the strike price of the derivative
- the change in the time value component of the derivative value during the period
- the security to which the derivative relates changed due to a corporate reorganization of the issuing company to a security with a different volatility rate

Equity in Net (Losses) Income of Affiliates, Net

The increase in equity in net losses of affiliates for 2006 from 2005 was primarily a result of other-than-temporary impairment charges recognized in 2006. The decrease in equity in net losses of affiliates for 2005 from 2004 was primarily a result of changes in the net income or loss of our equity investees.

Other Income (Expense)

Other income for 2006 consisted principally of \$170 million of gains on the sales of investment assets. Other expense for 2005 consisted principally of a \$170 million payment representing our share of the settlement amount related to certain of AT&T's litigation with At Home, partially offset by a \$24 million gain on the exchange of one of our equity method investments and \$62 million of gains recognized on the sale or restructuring of investment assets in 2005. Other income for 2004 consisted principally of the \$250

million reduction in the estimated fair value liability associated with the securities litigation of an acquired company and the \$94 million gain recognized on the sale of our investment in DHC Ventures, LLC ("Discovery Health Channel").

Income Tax Expense

Our effective income tax rate was 37.5%, 50.7% and 45.9% for 2006, 2005 and 2004, respectively. Tax expense reflects an effective income tax rate that differs from the federal statutory rate primarily as a result of state income taxes and adjustments to prior year accruals, including related interest. Adjustments to prior year accruals in 2006 are principally related to the favorable resolution of issues and revised estimates of the outcome of unresolved issues with various taxing authorities.

Discontinued Operations

The operating results of our previously owned cable systems located in Los Angeles, Dallas and Cleveland, reported as discontinued operations for 2006, include seven months of operations, as the closing date of the transaction was July 31, 2006. For 2005 and 2004, results include 12 months of operations. As a result of the exchange transaction, we recognized a gain on the sale of these systems of \$195 million, net of tax of \$541 million (see Note 5). The effective tax rate on the gain is higher than the federal statutory rate primarily as a result of the nondeductible amounts attributed to goodwill.

Liquidity and Capital Resources

As we describe further below, our businesses generate significant cash flow from operating activities. The proceeds from monetizing our nonstrategic investments have also provided us with a significant source of cash flow. We believe that we will be able to meet our current and long-term liquidity and capital requirements, including fixed charges, through our cash flow from operating activities, existing cash, cash equivalents and investments; through available borrowings under our existing credit facilities; and through our ability to obtain future external financing. We anticipate continuing to use a substantial portion of our cash flow to fund our capital expenditures, invest in business opportunities and repurchase our stock.

Operating Activities

Net cash provided by operating activities amounted to \$6.618 billion for 2006, primarily as a result of our operating income before depreciation and amortization, the timing of interest and income tax payments, and changes in other operating assets and liabilities.

Financing Activities

Net cash provided by financing activities was \$3.546 billion for 2006, and consisted principally of our proceeds from borrowings of

\$7.497 billion, partially offset by our debt repayments of \$2.039 billion, and our repurchase of approximately 113 million shares of our Class A Special common stock at a weighted-average share price of \$20.76 for \$2.347 billion (recognized on a settlement date or cash basis and adjusted to reflect the Stock Split). 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. See Note 8 to our consolidated financial statements for further discussion of our financing activities, including details of our debt repayments and borrowings.

Available Borrowings Under Credit Facilities

We traditionally maintain significant availability under lines of credit and our commercial paper program to meet our short-term liquidity requirements. As of December 31, 2006, amounts available under these facilities totaled \$4.464 billion.

Debt Covenants

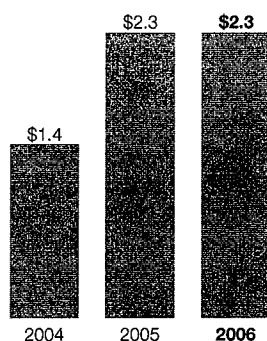
We and our cable subsidiaries that have provided guarantees (see Note 8) are subject to the covenants and restrictions set forth in the indentures governing our public debt securities and in the credit agreement governing our bank credit facilities. We and the guarantors are in compliance with the covenants, and we believe that neither the covenants nor the restrictions in our indentures or loan documents will limit our ability to operate our business or raise additional capital. Our covenants are tested on an ongoing basis. The only financial covenant in our \$5.0 billion revolving credit facility relates to leverage (ratio of debt to operating income before depreciation and amortization), which we met by a significant margin as of December 31, 2006. Our ability to comply with this financial covenant in the future does not depend on further debt reduction or on improved operating results.

Share Repurchase Program

As of December 31, 2006, the maximum dollar value of shares remaining that may be repurchased under our Board-authorized share repurchase program was approximately \$3 billion. We expect such repurchases to continue from time to time in the open market or in private transactions, subject to market conditions.

SHARE REPURCHASES

(in billions)



Investing Activities

Net cash used in investing activities was \$9.872 billion for 2006 and consists principally of cash paid for acquisitions of \$5.110 billion (primarily related to the Adelphia transaction, Susquehanna Communications acquisition and the acquisition of our additional interest in EI Entertainment Television), capital expenditures of \$4.395 billion, and investments of \$2.812 billion (primarily related to our interest in SpectrumCo and the additional funding related to the dissolution of TKCCP). These cash outflows were partially offset by proceeds from sales, settlements and restructuring of investments of \$2.720 billion (primarily related to our disposition of our ownership interest in TWE and TWC).

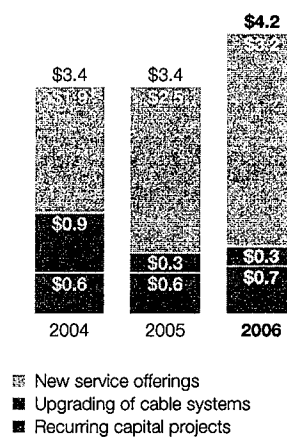
Refer to Notes 5, 6 and 7 to our consolidated financial statements for a discussion of our acquisitions and other significant events, investments, and our intangible assets, respectively.

Capital Expenditures

Our most significant recurring investing activity has been capital expenditures, and we expect that this will continue in the future. The following chart illustrates the capital expenditures we incurred in our Cable segment from 2004 through 2006:

CABLE CAPITAL EXPENDITURES

(in billions)



In 2006, approximately 75% of Cable capital expenditures were variable and directly associated with continued and growing demand for our existing and new products and services, which leads to increases in RGUs. The amounts of capital expenditures in our Programming segment and our other business activities have not been significant and have been relatively stable from 2004 through 2006. The amounts of our capital expenditures for 2007 and for subsequent years will depend on numerous factors, including acquisitions, competition, changes in technology and the timing and rate of deployment of new services.

Interest Rate Risk Management

We maintain a mix of fixed and variable-rate debt. Approximately 94% of our total debt of \$28.975 billion is at fixed rates with the remaining at variable rates. We are exposed to the market risk of adverse changes in interest rates. In order to manage the cost and volatility relating to the interest cost of our outstanding debt, we enter into various interest rate risk management derivative transactions pursuant to our policies.

We monitor our interest rate risk exposures using techniques that include market value and sensitivity analyses. We do not hold or issue any derivative financial instruments for speculative purposes and we are not a party to any leveraged derivative instruments.

The table set forth below summarizes the fair values and contract terms of financial instruments subject to interest rate risk maintained by us as of December 31, 2006:

(in millions)	2007	2008	2009	2010	2011	Thereafter	Total	Fair Value 12/31/06
Debt								
Fixed-Rate	\$ 908	\$ 1,474	\$ 990	\$ 1,109	\$ 1,741	\$ 20,982	\$ 27,204	\$ 28,923
Average Interest Rate	8.3%	7.3%	7.5%	5.7%	6.4%	7.2%	7.2%	
Variable-Rate	\$ 75	\$ 194	\$ 1,259	\$ 211	\$ 26	\$ 6	\$ 1,771	\$ 1,771
Average Interest Rate	5.8%	5.5%	5.3%	5.1%	5.9%	6.8%	5.3%	
Interest Rate Instruments ^(a)								
Fixed to Variable Swaps	\$ —	\$ 600	\$ 750	\$ 200	\$ 750	\$ 900	\$ 3,200	\$ (103)
Average Pay Rate	—%	7.2%	7.0%	6.1%	6.1%	5.4%	6.3%	
Average Receive Rate	—%	6.2%	6.9%	5.9%	5.5%	5.3%	5.9%	

(a) We did not have any variable to fixed swaps as of December 31, 2006.

We use the notional amounts on the instruments to calculate the interest to be paid or received. The notional amounts do not represent the amount of our exposure to credit loss. The estimated fair value approximates the payments necessary to settle the outstanding contracts. We estimate interest rates on variable debt using the average implied forward London Interbank Offered Rate ("LIBOR") rates for the year of maturity based on the yield curve in effect on December 31, 2006, plus the applicable margin in effect on December 31, 2006. We estimate the floating rates on our swaps using the average implied forward LIBOR for the year of maturity based on the yield curve in effect on December 31, 2006.

As a matter of practice, we typically do not structure our financial contracts to include credit-ratings-based triggers that could affect our liquidity. In the ordinary course of business, some of our swaps could be subject to termination provisions if we do not maintain investment grade credit ratings. As of December 31, 2006, and 2005, the estimated fair value of those swaps was a liability of \$60 million and \$69 million, respectively. The amount to be paid or received upon termination, if any, would be based upon the fair value of those outstanding contracts at that time.

We manage the credit risks associated with our derivative financial instruments through the evaluation and monitoring of the credit-worthiness 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.

Our interest rate derivative financial instruments, which can include swaps, rate locks, caps and collars, represent an integral part of our interest rate risk management program. Our interest rate derivative financial instruments reduced the portion of our total debt at fixed-rates from 94% to 83% as of December 31, 2006. The effect of our interest rate derivative financial instruments increased our interest expense by approximately \$39 million in 2006, and decreased our interest expense by approximately \$16 million and \$66 million in 2005 and 2004, respectively. Interest rate risk management instruments may have a significant effect on our interest expense in the future.

Equity Price Risk Management

We are exposed to the market risk of changes in the equity prices of our investments in marketable securities. We enter into various derivative transactions pursuant to our policies to manage the volatility relating to these exposures.

Through market value and sensitivity analyses, we monitor our equity price risk exposures to ensure that the instruments are matched with the underlying assets or liabilities, reduce our risks relating to equity prices and maintain a high correlation to the risk inherent in the hedged item.

To limit our exposure to and benefits from price fluctuations in the common stock of some of our investments, we use equity derivative financial instruments. These derivative financial instruments include equity collar agreements, prepaid forward sales agreements and indexed or exchangeable debt instruments and are accounted for at fair value.

Except as described in "Investment Income (Loss), Net" (see above), the changes in the fair value of our investments that we accounted for as trading securities were substantially offset by the changes in the fair values of the equity derivative financial instruments.

Refer to Note 2 to our consolidated financial statements for a discussion of our accounting policies for derivative financial instruments and to Note 6 and Note 8 to our consolidated financial statements for discussions of our derivative financial instruments.

Contractual Obligations

Our unconditional contractual obligations as of December 31, 2006, which consist primarily of our debt obligations and their amounts in future periods, are summarized in the following table:

(in millions)	Payments Due by Period				
	Total	Year 1	Years 2-3	Years 4-5	More than 5
Debt obligations ^(a)	\$ 28,909	\$ 962	\$ 3,900	\$ 3,079	\$ 20,968
Capital lease obligations	66	21	17	8	20
Operating lease obligations	1,614	292	491	253	578
Purchase obligations ^(b)	12,068	3,809	3,056	2,150	3,053
Other long-term liabilities reflected on the balance sheet:					
Acquisition-related obligations ^(c)	364	271	75	11	7
Other long-term obligations ^(d)	4,361	283	449	207	3,422
Total	\$ 47,382	\$ 5,638	\$ 7,989	\$ 5,707	\$ 28,048

Refer to Note 8 (long-term debt) and Note 13 (commitments) to our consolidated financial statements.

(a) Excludes interest payments.

(b) Purchase obligations consist of agreements to purchase goods and services that are legally binding on us and specify all significant terms, including fixed or minimum quantities to be purchased and price provisions. Our purchase obligations primarily relate to our Cable segment, including contracts with programming networks, customer premise equipment manufacturers, communication vendors, other cable operators for which we provide advertising sales representation, and other contracts entered into in the normal course of business. We also have purchase obligations through Comcast Spectacor for the players and coaches of our professional sports teams. We did not include contracts with immaterial future commitments.

(c) Acquisition-related obligations consist primarily of costs related to terminated employees, costs relating to exiting contractual obligations, and other assumed contractual obligations of the acquired entity.

(d) Other long-term obligations consist primarily of our prepaid forward sales transactions of equity securities we hold, subsidiary preferred shares, deferred compensation obligations, pension, postretirement and postemployment benefit obligations, and programming rights payable under license agreements.

Off-Balance Sheet Arrangements

We do not have any significant off-balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, results of operations, liquidity, capital expenditures or capital resources.

Critical Accounting Judgments and Estimates

The preparation of our financial statements requires us to make estimates that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and contingent liabilities. We base our judgments on 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 and legal contingencies are critical in the preparation of our financial statements. Management has discussed the development and selection of these critical accounting judgments and estimates with the Audit Committee of our Board of Directors, and the Audit Committee has reviewed our disclosures relating to them presented below.

Refer to Note 2 to our consolidated financial statements for a discussion of our accounting policies with respect to these and other items.

Valuation and Impairment Testing of Cable Franchise Rights

Our largest asset, our cable franchise rights, results from agreements we have with state and local governments that allow us to construct and operate a cable business within a specified geographic area. The value of a franchise is derived from the economic

benefits we receive from the right to solicit new subscribers and to market new services such as additional digital cable services, high-speed Internet and phone services in a particular service area. The amounts we record for cable franchise rights are primarily the result of cable system acquisitions. Typically when we acquire a cable system, the most significant asset we record is the value of the franchise intangible. Often these cable system acquisitions include multiple franchise areas. We currently serve approximately 6,000 franchise areas in the United States.

We have concluded that our cable franchise rights have an indefinite useful life since there are no legal, regulatory, contractual, competitive, economic or other factors which limit the period over which these rights will contribute to our cash flows. Accordingly, we do not amortize our cable franchise rights but assess the carrying value of our cable franchise rights annually, or more frequently whenever events or changes in circumstances indicate that the carrying amount may exceed its fair value (the "impairment test") in accordance with SFAS No. 142, "Goodwill and Other Intangible Assets."

If we determine the value of our cable franchise rights is less than the carrying amount, we recognize an impairment charge for the difference between the estimated fair value and the carrying value of the assets. For the purpose of our impairment testing, we have grouped the recorded values of our various cable franchise rights into geographic regions. We evaluate these groups periodically to ensure impairment testing is performed at an appropriate level. We estimate the fair value of our cable franchise rights primarily based on a discounted cash flow analysis that involves significant judgment in developing individual assumptions for each of the geographic regions, including long-term growth rate and discount rate assumptions. We have not recorded any significant impairment charges as a result of our impairment testing.

We could record impairment charges in the future if there are changes in market conditions, operating results, federal or state regulations, or groupings of the geographic regions in which we test for impairment, in any such case that prevent us from recovering the carrying value of these cable franchise rights. At our last impairment test date, the amounts by which the estimated fair value of our cable franchise rights exceeded the carrying value for our geographic regions ranged from zero to in excess of \$2.0 billion. A 10% decline in the estimated fair value of the cable franchise rights for each of these regions would result in an impairment in three of these regions and an impairment charge of approximately \$540 million.

Income Taxes

Our provision for income taxes is based on our current period income, changes in deferred income tax assets and liabilities, income tax rates and tax planning opportunities available in the jurisdictions in which we operate. From time to time, we engage

in transactions in which the tax consequences may be subject to uncertainty. Examples of such transactions include business acquisitions and disposals, including like-kind exchanges of cable systems, issues related to consideration paid or received in connection with acquisitions, and certain financing transactions. Significant judgment is required in assessing and estimating the tax consequences of these transactions. We prepare and file tax returns based on our interpretation of tax laws and regulations, and we record estimates based on these judgments and interpretations.

In the normal course of business, our tax returns are subject to examination by various taxing authorities. Such examinations may result in future tax and interest assessments by these taxing authorities. We adjust our estimates periodically because of ongoing examinations by and settlements with the various taxing authorities, as well as changes in tax laws, regulations and precedent. The effects on our financial statements of income tax uncertainties that arise in connection with business combinations and those associated with entities acquired in business combinations are discussed in Note 2 to our consolidated financial statements. The consolidated tax provision of any given year includes adjustments to prior year income tax accruals that are considered appropriate and any related estimated interest. We believe that adequate accruals have been made for income taxes. Differences between the estimated and actual amounts determined upon ultimate resolution, individually or in the aggregate, are 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 flow of any one period.

Legal Contingencies

We are subject to legal, regulatory and other proceedings and claims that arise in the ordinary course of our business and, in certain cases, those that we assume from an acquired entity in a business combination. We record an estimated liability for those proceedings and claims arising in the ordinary course of business based upon the probable and reasonably estimable criteria contained in SFAS No. 5, "Accounting for Contingencies." For those litigation contingencies assumed in a business combination, we record a liability based on estimated fair value when we can determine such fair value. We review outstanding claims with internal as well as external counsel to assess the probability and the estimates of loss. We reassess the risk of loss as new information becomes available, and we adjust liabilities as appropriate. The actual cost of resolving a claim may be substantially different from the amount of the liability recorded. Differences between the estimated and actual amounts determined upon ultimate resolution, individually or in the aggregate, are 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 flow of any one period.

Report of Management

Management's Report on Financial Statements

Our management is responsible for the preparation, integrity and fair presentation of information in our consolidated financial statements, including estimates and judgments. The consolidated financial statements presented in this report have been prepared in accordance with accounting principles generally accepted in the United States. Our management believes the consolidated financial statements and other financial information included in this report fairly present, in all material respects, our financial condition, results of operations and cash flows as of and for the periods presented in this report. The consolidated financial statements have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report, which is included herein.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining an adequate system of internal control over financial reporting. Our system of internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States.

Our internal control over financial reporting includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect our transactions and dispositions of our assets.
- Provide reasonable assurance that our transactions are recorded as necessary to permit preparation of our financial statements in accordance with accounting principles generally accepted in the United States, and that our receipts and expenditures are being made only in accordance with authorizations of our management and our directors.
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, a system of internal control over financial reporting can provide only reasonable assurance and may not prevent or detect misstatements. Further, because of changes in conditions, effectiveness of internal controls over financial reporting may vary over time. Our system contains self-monitoring mechanisms, and actions are taken to correct deficiencies as they are identified.

Our management conducted an evaluation of the effectiveness of the system of internal control over financial reporting based on the framework in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our management concluded that our system of internal control over financial reporting was effective as of December 31, 2006. Our management's assessment of the effectiveness of our internal control over financial reporting has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report, which is included herein.

Audit Committee Oversight

The Audit Committee of the Board of Directors, which is comprised solely of independent directors, has oversight responsibility for our financial reporting process and the audits of our consolidated financial statements and internal control over financial reporting. The Audit Committee meets regularly with management and with our internal auditors and independent registered public accounting firm (collectively, the "auditors") to review matters related to the quality and integrity of our financial reporting, internal control over financial reporting (including compliance matters related to our Code of Ethics and Business Conduct), and the nature, extent, and results of internal and external audits. Our auditors have full and free access and report directly to the Audit Committee. The Audit Committee recommended, and the Board of Directors approved, that the audited consolidated financial statements be included in this Annual Report.




Brian L. Roberts
Chairman and CEO



John R. Alchin
Executive Vice President,
Co-Chief Financial Officer
and Treasurer



Lawrence S. Smith
Executive Vice President and
Co-Chief Financial Officer



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

Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders

Comcast Corporation

Philadelphia, Pennsylvania

We have audited the accompanying consolidated balance sheet of Comcast Corporation and subsidiaries (the "Company") as of December 31, 2006 and 2005, and the related consolidated statements of operations, cash flows and stockholders' equity for each of the three years in the period ended December 31, 2006. We also have audited management's assessment, included under the caption *Management's Report on Internal Control Over Financial Reporting*, that the Company maintained effective internal control over financial reporting as of December 31, 2006, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on these financial statements, an opinion on management's assessment, and an opinion on the effectiveness of the Company's internal control over financial reporting based on our audits.

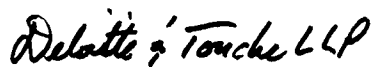
We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Comcast Corporation and subsidiaries as of December 31, 2006 and 2005, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2006, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, management's assessment that the Company maintained effective internal control over financial reporting as of December 31, 2006, is fairly stated, in all material respects, based on the criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Furthermore, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2006, based on the criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

As discussed in Note 10 to the consolidated financial statements, the Company adopted Statement of Financial Accounting Standards No. 123R, "Share Based Payments," effective January 1, 2006.

The logo for Deloitte & Touche LLP, featuring the firm's name in a stylized, handwritten-style script.

Deloitte & Touche LLP

Philadelphia, Pennsylvania

February 23, 2007

Consolidated Balance Sheet

December 31 (in millions, except share data)

2006

2005

Assets

Current Assets

Cash and cash equivalents	\$ 1,239	\$ 947
Investments	1,735	148
Accounts receivable, less allowance for doubtful accounts of \$157 and \$132	1,450	1,008
Other current assets	778	685
Current assets of discontinued operations	—	60
Total current assets	5,202	2,848

Investments	8,847	12,675
Property and equipment, net of accumulated depreciation of \$15,506 and \$12,079	21,248	17,704
Franchise rights	55,927	48,804
Goodwill	13,768	13,498
Other intangible assets, net of accumulated amortization of \$5,543 and \$4,635	4,881	3,118
Other noncurrent assets, net	532	635
Noncurrent assets of discontinued operations, net	—	4,118
Total noncurrent assets	\$ 110,405	\$ 103,400

Liabilities and Stockholders' Equity

Current Liabilities

Accounts payable and accrued expenses related to trade creditors	\$ 2,862	\$ 2,239
Accrued salaries and wages	453	360
Other current liabilities	2,579	2,122
Deferred income taxes	563	2
Current portion of long-term debt	983	1,689
Current liabilities of discontinued operations	—	112
Total current liabilities	7,440	6,524

Long-term debt, less current portion	27,992	21,682
Deferred income taxes	27,089	27,370
Other noncurrent liabilities	6,476	6,920
Noncurrent liabilities of discontinued operations	—	28
Minority interest	241	657

Commitments and contingencies (Note 13)

Stockholders' 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, 2,425,818,710 and 2,410,511,727; outstanding, 2,060,357,960, and 2,045,050,977	24	24
Class A Special common stock, \$0.01 par value — authorized, 7,500,000,000 shares; issued 1,120,659,771 and 1,224,368,823; outstanding, 1,049,725,007 and 1,153,434,059	11	12
Class B common stock, \$0.01 par value — authorized, 75,000,000 shares; issued and outstanding, 9,444,375	—	—
Additional capital	42,401	42,989
Retained earnings	6,214	4,825
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)	34	(114)
Total stockholders' equity	41,167	40,219
Total liabilities and stockholders' equity	\$ 110,405	\$ 103,400

See notes to consolidated financial statements.

Consolidated Statement of Operations

Year Ended December 31 (in millions, except per share data)	2006	2005	2004
Revenues	\$ 24,966	\$ 21,075	\$ 19,221
Costs and Expenses			
Operating (excluding depreciation)	9,010	7,513	7,036
Selling, general and administrative	6,514	5,490	5,005
Depreciation	3,828	3,413	3,197
Amortization	995	1,138	1,154
	20,347	17,554	16,392
Operating income	4,619	3,521	2,829
Other Income (Expense)			
Interest expense	(2,064)	(1,795)	(1,874)
Investment income (loss), net	990	89	472
Equity in net (losses) income of affiliates, net	(124)	(42)	(81)
Other income (expense)	173	(53)	397
	(1,025)	(1,801)	(1,086)
Income from continuing operations before income taxes and minority interest	3,594	1,720	1,743
Income tax expense	(1,347)	(873)	(801)
Income from continuing operations before minority interest	2,247	847	942
Minority interest	(12)	(19)	(14)
Income from continuing operations	2,235	828	928
Income from discontinued operations, net of tax	103	100	42
Gain on discontinued operations, net of tax	195	—	—
Net Income	\$ 2,533	\$ 928	\$ 970
Basic earnings for common stockholders per common share			
Income from continuing operations	\$ 0.71	\$ 0.25	\$ 0.28
Income from discontinued operations	0.03	0.03	0.01
Gain on discontinued operations	0.06	—	—
Net income	\$ 0.80	\$ 0.28	\$ 0.29
Diluted earnings for common stockholders per common share			
Income from continuing operations	\$ 0.70	\$ 0.25	\$ 0.28
Income from discontinued operations	0.03	0.03	0.01
Gain on discontinued operations	0.06	—	—
Net income	\$ 0.79	\$ 0.28	\$ 0.29

See notes to consolidated financial statements.

Consolidated Statement of Cash Flows

Year Ended December 31 (in millions)	2006	2005	2004
Operating Activities			
Net income	\$ 2,533	\$ 928	\$ 970
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	3,828	3,413	3,197
Amortization	995	1,138	1,154
Depreciation and amortization of discontinued operations	139	253	272
Share-based compensation expenses	190	56	33
Noncash interest expense, net	99	8	33
Equity in net losses (income) of affiliates, net	124	42	81
(Gains) losses on investments and noncash other (income) expense, net	(979)	(54)	(703)
Gain on discontinued operations	(736)	—	—
Noncash contribution expense	33	10	25
Minority interest	12	19	14
Deferred income taxes	674	183	531
Proceeds from sales of trading securities	—	—	680
Changes in operating assets and liabilities, net of effects of acquisitions and divestitures:			
Change in accounts receivable, net	(357)	(97)	(54)
Change in accounts payable and accrued expenses related to trade creditors	560	(152)	(163)
Change in other operating assets and liabilities	(497)	(912)	12
Net cash provided by (used in) operating activities	6,618	4,835	6,082
Financing Activities			
Proceeds from borrowings	7,497	3,978	1,030
Retirements and repayments of debt	(2,039)	(2,706)	(2,323)
Repurchases of common stock	(2,347)	(2,313)	(1,361)
Issuances of common stock	410	93	113
Other	25	15	25
Net cash provided by (used in) financing activities	3,546	(933)	(2,516)
Investing Activities			
Capital expenditures	(4,395)	(3,621)	(3,660)
Cash paid for intangible assets	(306)	(281)	(615)
Acquisitions, net of cash acquired	(5,110)	(199)	(296)
Proceeds from sales and restructuring of investments	2,720	861	228
Purchases of investments	(2,812)	(306)	(156)
Proceeds from sales (purchases) of short-term investments, net	33	(86)	(13)
Proceeds from settlement of contract of acquired company	—	—	26
Other	(2)	(116)	(26)
Net cash provided by (used in) investing activities	(9,872)	(3,748)	(4,512)
Increase (decrease) in cash and cash equivalents	292	154	(946)
Cash and cash equivalents, beginning of year	947	793	1,739
Cash and cash equivalents, end of year	\$ 1,239	\$ 947	\$ 793

See notes to consolidated financial statements.

Consolidated Statement of Stockholders' Equity

(in millions)	Common Stock Class			Additional Capital	Retained Earnings	Treasury Stock At Cost	Accumulated Other Comprehensive Income (Loss)			Total
	A	Special	B				Unrealized Gains (Losses)	Cumulative Translation Adjustments	Minimum Pension Liability	
Balance, January 1, 2004	\$24	\$14	\$—	\$44,729	\$4,552	\$(7,517)	\$(112)	\$(28)	\$—	\$41,662
Comprehensive income:										
Net income					970					
Reclassification adjustments for losses included in net income, net of deferred taxes							1			
Cumulative translation adjustments								20		
Total comprehensive income										991
Stock compensation plans				130	(73)					57
Repurchase and retirement of common stock		(1)		(757)	(558)					(1,316)
Employee stock purchase plan				28						28
Balance, December 31, 2004	24	13	—	44,130	4,891	(7,517)	(111)	(8)	—	41,422
Comprehensive income:										
Net income					928					
Unrealized gains on marketable securities, net of deferred taxes of \$11							20			
Reclassification adjustments for income included in net income, net of deferred taxes of \$2							(4)			
Minimum pension liability, net of deferred taxes of \$7									(12)	
Cumulative translation adjustments								1		
Total comprehensive income										933
Stock compensation plans				120						120
Repurchase and retirement of common stock		(1)		(1,294)	(994)					(2,289)
Employee stock purchase plan				33						33
Balance, December 31, 2005	24	12	—	42,989	4,825	(7,517)	(95)	(7)	(12)	40,219
Comprehensive income:										
Net income					2,533					
Unrealized gains on marketable securities, net of deferred taxes of \$69							128			
Reclassification adjustments for income included in net income, net of deferred taxes of \$6							11			
Minimum pension liability, net of deferred taxes of \$4									7	
Cumulative translation adjustments								2		
Total comprehensive income										2,681
Stock compensation plans				604	(33)					571
Repurchase and retirement of common stock		(1)		(1,235)	(1,111)					(2,347)
Employee stock purchase plan				43						43
Balance, December 31, 2006	\$24	\$11	\$—	\$42,401	\$6,214	\$(7,517)	\$ 44	\$ (5)	\$ (5)	\$41,167

See notes to consolidated financial statements.