COMCAST

December 3, 2018

Mr. Brent J. Fields, Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Re: File No. S7-19-18
Financial Disclosures about Guarantors and Issuers of Guaranteed Securities and Affiliates Whose Securities Collateralize a Registrant's Securities (Release No. 33-10526; 34-83701)

Submitted via email to rule-comments@sec.gov

Comcast is a global media and technology company with three primary businesses, Comcast Cable, NBCUniversal and, since October 2018, Sky plc. Comcast Cable is one of the nation's largest providers of video, high-speed internet and voice services to residential customers under the XFINITY brand, and also provides these and other services to business customers. NBCUniversal is one of the world's leading media and entertainment companies that develops, produces and distributes entertainment, news and information, sports, and other content for global audiences, and owns and operates theme parks worldwide. Sky is one of Europe's leading media and entertainment companies. Comcast's revenue for the year ended December 31, 2017 were $85 billion and total assets were $187 billion as of December 31, 2017. We are a domestic issuer and our common stock is listed on the NASDAQ Global Select Market.

We are committed to providing high-quality financial reporting and improving investor understanding of financial information about our guarantors and issuers of guaranteed securities. We fully support the Securities and Exchange Commission's ("SEC") proposed changes included in the Release (the "Release"). We had previously responded to the SEC's Request for Comment on the Effectiveness of Financial Disclosures about Entities other than the Registrant ("Request for Comment"). We acknowledge that many of the comments from our letter have been incorporated in this proposal.

Background on Comcast Cross-Guarantee Structure

Since 2002, Comcast and the entities comprising Comcast's cable operations ("Comcast Cable") have fully and unconditionally cross-guaranteed each other's outstanding publicly traded debt securities. Following Comcast's acquisition of the remaining non-controlling interest in NBCUniversal Media, LLC ("NBCUniversal") in 2013, NBCUniversal was included within the cross-guarantee structure. We believe the cross-guarantee structure

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simplified our corporate capital structure and reduced investor confusion over potential differences in creditworthiness among debt securities issued by Comcast and its subsidiaries included in the cross guarantee structure.

As of September 30, 2018, Comcast, Comcast Cable and NBCUniversal had approximately $66.5 billion of public debt outstanding included in the cross-guarantee structure. In October 2018, Comcast issued an additional $27 billion of public debt to finance its acquisition of Sky plc.

Comcast's periodic reports on Forms 10-K and 10-Q provide condensed consolidating financial information that complies with Regulation S-X, Rule 3-10 ("Rule 3-10"). Comcast Cable is "100% owned," as defined in Rule 3-10(h)(1), and as a result is exempt from the reporting requirements under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), pursuant to Rule 12h-5. However, due to preferred stock issued by an intermediate wholly-owned holding company above NBCUniversal that has a $725 million fixed liquidation preference, NBCUniversal is not "100% owned." As a result, NBCUniversal remains subject to the reporting requirements of the Exchange Act and Comcast and NBCUniversal file combined periodic reports that include separate financial statements of Comcast and NBCUniversal.

We do not believe that the aforementioned preferred stock has any impact to a holder of our debt securities. Likewise, we do not believe this incremental information provided about NBCUniversal benefits the holders of our debt securities. We believe that the consolidated financial information provided by Comcast is adequate for holders of the public debt included in the cross-guarantee structure. Further, we incur significant costs to prepare this incremental information including incremental audit fees.

Further, as discussed below, the entities that are currently included in our cross-guarantee structure are holding companies with minimal operations. We do not believe that investors in our debt securities find the incremental condensed consolidating financial information provided to comply with Rule 3-10 useful in evaluating the credit worthiness of our debt securities.

While we do not have comments on all of the amendments proposed in the Release, below are comments on a few specific proposed amendments.

Proposed -Rule 3-10 / New Rule 13-01

- Replace the condition that a subsidiary issuer or guarantor be 100% owned by the parent company with a condition that it be consolidated in the parent company's consolidated financial statements.

We fully support this proposal. We believe consolidation is the appropriate condition versus the current 100% owned requirement. We believe the current 100% owned requirement is overly restrictive since, as long as a registrant controls the subsidiary, a third party non-controlling equity interest in the subsidiary's assets and earnings would not affect the subsidiary's creditworthiness from a debt holder's perspective.

As noted above, NBCUniversal is currently not deemed to be 100% owned because of its small amount of preferred stock outstanding. We do not believe that continuing to subject NBCUniversal to the Exchange Act reporting requirements would provide any material incremental information for holders of its guaranteed securities.

- Replace condensed consolidating financial information with summarized financial information, as defined in 17 CFR 210.1-02[1], ("Summarized Financial Information") of the issuers and guarantors (together, "Obligor Group"), which may be presented on a combined basis, and reduce the number of periods presented.

We believe that the proposal is a significant improvement to the current requirements and acknowledge that the proposal provides a more principles-based disclosure approach. However, the proposal states that the Summarized Financial Information is required unless such information would not be material to holders of the guaranteed security. As a result, we fear issuers could read the proposed language so as to create an implicit presumption that the Summarized Financial Information is material in all cases. We believe a more qualitative requirement based on materiality would be more useful, particularly given the multitude of capital and corporate structures.

For example, the proposed Summarized Financial Information requirements appear appropriate for a traditional guarantee structure, which would have an operating-company subsidiary with public debt and a downstream guarantee from the parent or a parent with public debt and an upstream guarantee from an operating-company subsidiary. This structure might be used either to enhance the creditworthiness of the subsidiary or, as is often the case, to ensure that the publicly issued debt is not structurally subordinated to existing bank debt. However, there are other guarantee structures, such as the cross-guarantee structure that exists at Comcast. This structure includes upstream,

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[1] Summarized financial information shall include the following disclosures: **(i)** Current assets, noncurrent assets, current liabilities, noncurrent liabilities, and, when applicable, redeemable preferred stocks and non-controlling interests; **(ii)** Net sales or gross revenues, gross profit (or, alternatively, costs and expenses applicable to net sales or gross revenues), income or loss from continuing operations, net income or loss, and net income or loss attributable to the entity

downstream and inter-subsidiary guarantees that are full and unconditional, and joint and several, such that all of the cross-guaranteed debt of Comcast, Comcast Cable and NBCUniversal effectively rank *pari passu*. Therefore, each tranche of the cross-guaranteed debt is as likely to be repaid as any other tranche, regardless of which entity actually issued the debt. The cross-guarantee structure makes investors in the guaranteed debt indifferent to the potential differences in creditworthiness of any individual members of the cross-guarantee structure.

In fact, the various bonds across the cross-guarantee have the same credit ratings from each of the three nationally recognized statistical rating organizations. In addition, only minor differences exist among the current public trading value bond yields of the various bonds across the cross-guarantee structure, which likely reflects the different maturity dates and stated interest rates of the bonds, rather than differences in creditworthiness. We believe that this alignment in fair value indicates the risks associated with the bonds included in the cross-guarantee structure are virtually identical. Accordingly, we do not believe that a footnote containing Summarized Financial Information provides investors with any additional meaningful disclosure since investors are assessing the creditworthiness of Comcast on a consolidated basis.

Further, the proposal allows for Summarized Financial Information about parent and subsidiary guarantors on a combined basis, with investments in non-guarantor subsidiaries reflected under the equity method or some other reasonable basis. While this might provide some useful information when the guarantors are single-tiered operating companies with no subsidiaries, where the guarantors are themselves holdings companies, the accounting presentation becomes less meaningful. In Comcast's situation, because the subsidiary guarantors are for the most part holding companies with little operating activities, all the income statement activity is essentially recognized in the equity income line of the income statement. Accordingly, we do not believe the Summarized Financial Information provides meaningful information to the holders of the guaranteed security or enhances a reader's understanding. As a result, we may conclude that such Summarized Financial Information is not material and not include it in our footnotes if the proposal were adopted as proposed.

While we believe in certain situations the Summarized Financial Information would be appropriate, we believe it would be more helpful to a reader of the financial statements, for the SEC to provide examples of other financial metrics and/or abbreviated disclosures a registrant could provide in lieu of the

Summarized Financial Information. For example, disclosing balance sheet only information or disclosing the existence of financial covenants and how close the company is to tripping the covenants.

To the extent the Summarized Financial Information is retained, we do not believe it should be required in interim periods, absent a material change since the annual period.

- Expand the qualitative disclosures about the guarantees and the issuers and guarantors.

We agree that qualitative disclosures are important to the debt holders understanding of the overall picture of credit quality. In certain cases, we believe that qualitative disclosure alone may be sufficient. We believe this would be the case with our cross-guarantee structure.

- Eliminate quantitative thresholds for disclosure and require disclosure of additional information that would be material to holders of the guaranteed securities.

We are supportive of eliminating the quantitative thresholds. However, as it relates to the proposed materiality "catch all" disclosure in item 5 of Section 210.13-01, we believe this to be too broad and not necessary as it is captured in the other overall disclosure requirements.

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We appreciate the opportunity to express our views on the Release and would be interested in continuing to assist as the Staff analyzes the recommendations received in this process.

Sincerely,

Leonard J. Gatti
Senior Advisor,
on behalf of Comcast Corporation

cc: Daniel Murdock, Senior Vice President Controller and Chief Accounting Officer