

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A (7)
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of
1934.

Date of report (Date of earliest event reported) December 28, 1995

Commission File Number 1-16914

THE E.W. SCRIPPS COMPANY
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

51-0304972
(I.R.S. Employer
Identification Number)

1105 N. Market Street
Wilmington, Delaware
(Address of principal executive offices)

19801
(Zip Code)

Registrant's telephone number, including area code: (302) 478-4141

Not Applicable
(Former name, former address and former fiscal year, if changed since
last report.)

INDEX TO THE E. W. SCRIPPS COMPANY

AMENDMENT TO CURRENT REPORT ON FORM 8-K DATED DECEMBER 28, 1995

This amendment to The E.W. Scripps Company Current Report on Form 8-K
filed on December 29, 1995 provides financial information for Scripps
Cable for the quarterly and year-to-date periods ended September 30,
1996 under Item 7. Financial Statements and Exhibits.

Item No.		Page
7	Financial Statements and Exhibits	
	(A) Index to Financial Statements and Financial Information	F - 1
	(B) Index to Pro Forma Financial Information	P - 1

SIGNATURES

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

THE E.W. SCRIPPS COMPANY

Dated : November 1, 1996

By: /s/ D. J. Castellini

D. J. Castellini
Senior Vice President,
Finance & Administration

SCRIPPS CABLE

Index to Financial Statements and Financial Information

Item No.		Page
1.	Combined Balance Sheets	F-2
2.	Combined Statements of Income and Retained Earnings (Deficit)	F-4
3.	Combined Statements of Cash Flows	F-5
4.	Notes to Combined Financial Statements	F-6
5.	Management's Discussion and Analysis of Financial Condition and Results of Operations of Scripps Cable	F-8

SCRIPPS CABLE
COMBINED BALANCE SHEETS

(in thousands)

	September 30, 1996 (Unaudited)	As of December 31, 1995	September 30, 1995 (Unaudited)
ASSETS			
CURRENT ASSETS :			
Cash and cash equivalents	\$ 1,596	\$ 3,085	\$ 970
Accounts receivable (less allowances - \$1,270, \$1,288, and \$1,355)	11,496	12,107	11,532
Inventories	10,670	12,822	15,314
Deferred income taxes	5,421	5,421	5,421
Miscellaneous	6,954	446	1,855
Total current assets	36,137	33,881	35,092
PROPERTY, PLANT, AND EQUIPMENT :			
Land and improvements	3,804	3,691	3,700
Buildings and improvements	9,731	9,529	9,577
Equipment	631,964	587,052	570,544
Total property, plant, and equipment	645,499	600,272	583,821
Less accumulated depreciation	326,801	305,715	295,410
Net property, plant, and equipment	318,698	294,557	288,411
GOODWILL AND OTHER INTANGIBLE ASSETS :			
Goodwill	41,201	40,965	40,885
Non-competition agreements	5,495	5,800	5,800
Franchise costs	209,119	158,541	159,273
Customer lists	1,719	1,719	1,719
Other intangible assets	7,071	7,100	7,100
Total goodwill and other intangible assets	264,605	214,125	214,777
Less accumulated amortization	128,141	120,629	119,502
Net goodwill and other intangible assets	136,464	93,496	95,275
OTHER ASSETS	590	639	623
TOTAL	\$ 491,889	\$ 422,573	\$ 419,401

See notes to combined financial statements.

SCRIPPS CABLE
COMBINED BALANCE SHEETS

(in thousands)

	September 30, 1996 (Unaudited)	As of December 31, 1995	September 30, 1995 (Unaudited)
LIABILITIES AND STOCKHOLDER'S EQUITY (DEFICIENCY)			
CURRENT LIABILITIES :			
Accounts payable	\$ 10,179	\$ 12,244	\$ 13,607
Customer deposits and unearned revenue	2,979	2,475	2,401
Accrued liabilities :			
Employee compensation and benefits	1,778	1,174	1,398
Copyright and programming costs	7,783	7,164	7,302
Lawsuits and related settlements	2,157	3,784	6,100
Property taxes	2,720	1,038	3,159
Interest on advances from parent company	1,599	1,599	1,618
Income taxes	514	(22)	(187)
Miscellaneous	5,018	5,818	6,088
Total current liabilities	34,727	35,274	41,486
DEFERRED INCOME TAXES	103,576	80,193	79,737
ADVANCES FROM PARENT COMPANY	340,982	312,737	308,877
OTHER LONG-TERM OBLIGATIONS	8,775	9,325	9,490
COMMITMENTS AND CONTINGENCIES (Note 3)			
STOCKHOLDER'S EQUITY (DEFICIENCY) :			
Capital stock	1,801	1,801	1,801
Additional paid-in capital	35,144	35,144	35,144
Retained earnings (deficit)	(33,116)	(51,901)	(57,134)
Total stockholder's equity (deficiency)	3,829	(14,956)	(20,189)
TOTAL	\$ 491,889	\$ 422,573	\$ 419,401

See notes to combined financial statements.

SCRIPPS CABLE
 COMBINED STATEMENTS OF INCOME AND RETAINED EARNINGS (DEFICIT)

(in thousands)

	(Unaudited) Three months ended September 30,		(Unaudited) Nine months ended September 30,	
	1996	1995	1996	1995
OPERATING REVENUES	\$ 77,976	\$ 71,110	\$ 231,408	\$ 207,855
OPERATING EXPENSES :				
Employee compensation and benefits	11,246	10,349	33,536	32,359
Programming and copyright costs	20,230	18,394	62,329	54,385
Other operating expenses	13,245	13,888	37,189	36,427
Depreciation and amortization	12,887	13,243	40,810	41,105
Total operating expenses	57,608	55,874	173,864	164,276
OPERATING INCOME	20,368	15,236	57,544	43,579
OTHER CREDITS (CHARGES) :				
Interest on advances from parent company	(8,666)	(8,334)	(26,045)	(25,571)
Other interest expense		(34)	(27)	(252)
Gain on sale of cable television system		1,502		1,502
Miscellaneous, net	(28)	(14)	(79)	812
Net other credits (charges)	(8,694)	(6,880)	(26,151)	(23,509)
INCOME BEFORE INCOME TAXES	11,674	8,356	31,393	20,070
PROVISION FOR INCOME TAXES	4,683	3,360	12,608	7,613
NET INCOME	6,991	4,996	18,785	12,457
RETAINED EARNINGS (DEFICIT) :				
Beginning of period	(40,107)	(62,130)	(51,901)	(69,591)
End of period	\$ (33,116)	\$ (57,134)	\$ (33,116)	\$ (57,134)

See notes to combined financial statements.

SCRIPPS CABLE
COMBINED STATEMENTS OF CASH FLOWS

(in thousands)

(Unaudited)
Nine months ended
September 30,
1996 1995

Cash Flows From Operating Activities:				
Net income	\$	18,785	\$	12,457
Adjustments to reconcile net income to net cash flows from operating activities:				
Depreciation and amortization		40,810		41,105
Gain on sale of cable television system				(1,502)
Deferred income taxes		(216)		(905)
Prepaid franchise fees				1,932
Refundable property taxes				10,400
Changes in certain working capital accounts		(4,195)		(7,547)
Miscellaneous, net		181		154
Net operating activities		55,365		56,094
Cash Flows From Investing Activities:				
Additions to property, plant, and equipment		(46,901)		(30,119)
Acquisition of cable television systems		(62,099)		(259)
Miscellaneous, net		927		2,752
Net investing activities		(108,073)		(27,626)
Cash Flows From Financing Activities:				
Increase (decrease) in advances from parent company		53,738		(25,384)
Payments on advances from parent company		(1,894)		(1,717)
Miscellaneous, net		(625)		(2,500)
Net financing activities		51,219		(29,601)
Increase (Decrease) in Cash and Cash Equivalents		(1,489)		(1,133)
Cash and Cash Equivalents:				
Beginning of year		3,085		2,103
End of period	\$	1,596	\$	970
Supplemental Cash Flow Disclosures:				
Interest paid	\$	26,072	\$	25,722
Income taxes paid		12,213		9,222

See notes to combined financial statements.

NOTES TO COMBINED FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The combined financial statements of Scripps Cable include EWS Cable Company ("EWS") - 100 shares of no-par capital stock authorized, 50 shares issued and outstanding; L-R Cable Company ("LRCC") - 100 shares of no-par capital stock authorized, 50 shares issued and outstanding; Scripps Howard Cable Company ("SHCC") - 100 shares of no-par capital stock authorized, 80 shares issued and outstanding; Scripps Howard Cable Company of Sacramento ("SHCCS") - 2,000 shares of no-par capital stock authorized, 100 shares issued and outstanding, and cable television operations owned and operated by Scripps Howard Broadcasting Company ("SHB").

The historical basis in assets and liabilities of the cable television systems has been carried over. The historical combined financial statements do not necessarily reflect the results of operations or financial position that would have existed if Scripps Cable were an independent company. Scripps Howard, Inc. ("SHI" a wholly-owned subsidiary of Scripps) provides certain legal, treasury, accounting, tax, risk management and other corporate services to Scripps Cable.

On October 28, 1995, Scripps and Comcast Corporation ("Comcast") reached an agreement pursuant to which Scripps will contribute all of its non-cable television assets to SHI and Scripps Cable will be transferred to and held directly by Scripps. Scripps Cable will be acquired by Comcast through a tax-free merger (the "Merger") of Scripps into Comcast. The remaining SHI business will continue as "New Scripps", which will be distributed in a tax-free "spin-off" to Scripps shareholders (the "Spin-Off") prior to the Merger and thereafter renamed The E.W. Scripps Company. The Merger and Spin-off are collectively referred to as the "Transactions."

The closing date of the Transactions is expected to occur prior to the end of 1996, subject to certain conditions and rights, including termination and "top-up" rights described fully in the Joint Proxy Statement - Prospectus included in Comcast's registration statement on Form S-4 filed with the Securities and Exchange Commission and declared effective on September 30, 1996. The accompanying financial statements and the notes thereto have been prepared assuming consummation of the Transactions.

The financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. The information disclosed in the notes to combined financial statements for the year ended December 31, 1995 included in the fifth amendment to The E.W. Scripps Company's Current Report on Form 8-K dated December 28, 1995 has not changed materially unless otherwise disclosed herein. Financial information as of December 31, 1995 included in these financial statements has been derived from the audited combined financial statements included in that report. In management's opinion all adjustments (consisting of normal recurring accruals) necessary for a fair presentation of the interim periods have been made.

Results of operations are not necessarily indicative of the results that may be expected for future interim periods or for the full year.

Certain liabilities included in these combined financial statements (primarily income taxes payable, accruals for lawsuits and related settlements, and amounts due Scripps) will not be assumed by Comcast. At September 30, 1996 those liabilities totaled approximately \$351,900,000.

2. ACQUISITIONS AND DIVESTITURES

Acquisitions

1996 - In 1995 SHB reached an agreement to acquire cable television systems adjacent to the Knoxville and Chattanooga systems for \$62,500,000 (the "Mid-Tenn Purchase"). The acquisitions were completed in January 1996.

1995 - SHCC acquired a cable television system.

The following table presents additional information about the acquisitions:

(in thousands)

	Nine months ended September 30,	
	1996	1995
Goodwill and other intangible assets acquired	\$ 50,606	\$ 167
Other assets acquired	11,681	92
Total	62,287	259
Liabilities assumed	(188)	
Cash paid	\$ 62,099	\$ 259

The acquisitions have been accounted for as purchases. The acquired operations have been included in the Combined Statements of Income from the acquisition date. Pro forma results are not presented because the combined results of operations would not be significantly different from the reported amounts.

Divestitures

Scripps Cable sold its cable television system in Barbourville, Kentucky. The sale resulted in a pre-tax gain of \$1,502,000.

3. COMMITMENTS AND CONTINGENCIES

In 1994 Scripps Cable accrued an estimate of the ultimate costs, including attorneys' fees and settlements, of certain lawsuits against the Sacramento cable television system related primarily to employment issues and to the timing and amount of late-payment fees assessed to subscribers. In the third quarter of 1995 Scripps Cable accrued an additional \$1,400,000 based upon a reassessment of the probable cost of these and additional employment related lawsuits. In May 1996 Scripps Cable agreed to settle the late-payment fee lawsuits. The settlement did not result in an additional charge. Management believes the possibility of incurring a loss greater than the amount accrued for the employment issues lawsuits is remote. Pursuant to the terms of the Merger, New Scripps will indemnify Comcast against losses related to these lawsuits.

Amounts accrued, less payments for settlements and attorneys fees, are included in accrued lawsuits and related settlements in the Combined Balance Sheets.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND
RESULTS OF OPERATIONS OF SCRIPPS CABLE

Scripps Cable's revenues are primarily earned from subscriber fees for basic, cable programming and premium television services (including pay-per-view programming), and the rental of converters and remote control devices. Historically Scripps Cable's revenue growth has been primarily achieved through internal subscriber growth, additional services offered subscribers, acquisitions, and increases in rates for services provided to cable television subscribers. Regulations adopted by the Federal Communications Commission ("FCC") pursuant to the 1992 Cable Act have affected Scripps Cable's ability to increase rates for certain subscriber services or to restructure its rates for certain services. The Telecommunications Act of 1996 provides some significant relief from the burdens of rate regulation by, among other things, expanding the flexibility of operators to set differing rates for providing services to multiple dwelling units and by modifying the threshold for the filing of a complaint that would trigger review of new non-basic cable programming rates. Most importantly, the new law sets a maximum threshold of three years for the elimination of all rate regulation of non-basic cable programming services.

RESULTS OF OPERATIONS

Earnings before interest, income taxes, corporate management fees, depreciation, and amortization ("EBITDA") is included in the discussion of results of operations because:

Changes in depreciation and amortization are often unrelated to current performance. Management believes the year-over-year change in EBITDA is a more useful measure of year-over-year performance than the change in operating income because, combined with information on capital spending plans, it is a more reliable indicator of results that may be expected in future periods. However, management's belief that EBITDA is a more useful measure of year-over-year performance is not shared by the accounting profession.

Financial analysts use EBITDA to value cable television businesses.

Acquisitions of cable television businesses are based on multiples of EBITDA.

EBITDA should not, however, be construed as an alternative measure of the amount of Scripps Cable's income or cash flow from operating activities as EBITDA excludes significant costs of doing business.

Combined results of operations are as follows:

(in thousands, except per subscriber information)

	Quarterly Period			Year-to-Date		
	1996	Change	1995	1996	Change	1995
Operating revenues:						
Basic and cable programming services	\$ 52,557	11.5 %	\$ 47,144	\$ 156,048	13.0 %	\$ 138,139
Premium and pay-per-view services	14,154	5.0 %	13,485	42,438	9.3 %	38,814
Other monthly services	4,260	11.5 %	3,821	12,515	3.1 %	12,141
Advertising	3,539	3.9 %	3,405	10,218	8.4 %	9,428
Installation and miscellaneous	3,466	6.5 %	3,255	10,189	9.2 %	9,333
Total operating revenues	77,976	9.7 %	71,110	231,408	11.3 %	207,855
Operating expenses:						
Employee compensation and benefits	11,246	8.7 %	10,349	33,536	3.6 %	32,359
Programming and copyright costs	20,230	10.0 %	18,394	62,329	14.6 %	54,385
Other	13,245	6.1 %	12,486	37,189	6.2 %	35,025
Depreciation and amortization	12,887	(2.7)%	13,243	40,810	(0.7)%	41,105
Total operating expenses	57,608	5.8 %	54,472	173,864	6.7 %	162,874
Operating income excluding unusual items	20,368	22.4 %	16,638	57,544	27.9 %	44,981
Unusual items			(1,402)			(1,402)
Operating income	20,368		15,236	57,544		43,579
Interest expense	(8,666)		(8,368)	(26,072)		(25,823)
Gain on sale of cable television system			1,502			1,502
Miscellaneous, net	(28)		(14)	(79)		812
Income taxes	(4,683)		(3,360)	(12,608)		(7,613)
Net income	\$ 6,991		\$ 4,996	\$ 18,785		\$ 12,457
Other Financial and Statistical Data						
EBITDA (excluding unusual items)	\$ 33,255	11.3 %	\$ 29,881	\$ 98,354	14.3 %	\$ 86,086
Percent of operating revenues:						
Operating income	26.1 %		23.4 %	24.9 %		21.6 %
EBITDA	42.6 %		42.0 %	42.5 %		41.4 %
Capital expenditures	\$ 15,523	37.2 %	\$ 11,311	\$ 46,901	55.7 %	\$ 30,119
Average number of basic subscribers	796.8	5.8 %	753.0	801.7	6.9 %	750.0
Average monthly revenue per monthly subscriber	\$32.62	3.6 %	\$31.48	\$32.07	4.2 %	\$30.79
Program costs as a percent of basic and premium revenue				31.40%		30.73%
Homes passed at end of period				1,261.1	6.5 %	1,184.4
Basic subscribers at end of period				809.1	6.7 %	758.5
Penetration at end of period				64.16%		64.04%

In January Scripps Cable acquired cable television systems adjacent to the Knoxville and Chattanooga systems for \$62,500,000 (the "Mid-Tenn Purchase"). The acquired cable systems increased quarterly and year-to-date operating revenues approximately 4%. The remaining increase in operating revenues is due to subscriber growth and higher average monthly revenue per subscriber.

Program costs have increased due to the growth in the number of subscribers, additional programming offered subscribers, and increased costs to produce or purchase programming. Other operating expenses and depreciation and amortization increased primarily due to the Mid-Tenn Purchase. The acquired cable systems increased EBITDA approximately 5%.

In 1994 Scripps Cable accrued an estimate of the ultimate costs, including attorneys' fees and settlements, of certain lawsuits against the Sacramento cable television system related primarily to employment issues and to the timing and amount of late-payment fees assessed to subscribers. In the third quarter of 1995 Scripps Cable accrued an additional \$1,400,000 based upon a reassessment of the probable cost of these and additional employment related lawsuits. The additional accrual reduced 1995 third quarter and year-to-date net income \$900,000.

Scripps Cable sold its cable television system in Barbourville, Kentucky in the third quarter of 1995. The sale resulted in a pre-tax gain of \$1,502,000.

LIQUIDITY AND CAPITAL RESOURCES

Cash flow from operating activities was \$55.4 million in 1996 and \$56.1 million in 1995. Cash flow from operating activities in 1995 included an \$11.3 million refund of disputed Sacramento property taxes, including interest.

Scripps Cable invests heavily in its cable plant, continually replacing and modernizing its technology by rebuilding and upgrading its systems with fiber optic cable. Capital expenditures in 1996 increased primarily due to the rebuild of the Sacramento system. Acquisitions of cable television systems and capital expenditures are financed through cash flow from operating activities and, if necessary, additional advances from Scripps. Advances from Scripps increased in 1996 due to the Mid-Tenn Purchase.

THE E.W. SCRIPPS COMPANY

Index to Pro Forma Financial Information

Item No.		Page
1.	Pro Forma Balance Sheet as of September 30, 1996.	P - 2
2.	Pro Forma Statements of Income for the Nine Months Ended September 30, 1996.	P - 3
3.	Notes to Pro Forma Financial Information.	P - 4

THE E.W. SCRIPPS COMPANY
PRO FORMA BALANCE SHEET
AS OF SEPTEMBER 30, 1996

(in thousands)

	REPORTED AMOUNTS	SCRIPPS CABLE	PRO FORMA ADJUSTMENTS	PRO FORMA AMOUNTS
ASSETS				
CURRENT ASSETS:				
Cash and cash equivalents	\$ 16,334		\$ (8,000) (A)	\$ 8,334
Accounts and notes receivable	150,578			150,578
Program rights and production costs	70,805			70,805
Refundable income taxes	17,019			17,019
Inventories	9,932			9,932
Deferred income taxes	21,545			21,545
Miscellaneous	20,856			20,856
Total current assets	307,069		(8,000)	299,069
NET ASSETS OF DISCONTINUED CABLE OPERATIONS	354,951	\$ 354,951		
INVESTMENTS	54,494			54,494
PROPERTY, PLANT, AND EQUIPMENT	433,076			433,076
GOODWILL AND OTHER INTANGIBLE ASSETS	591,746			591,746
OTHER ASSETS:				
Program rights and production costs (less current portion)	27,622			27,622
Miscellaneous	21,386			21,386
Total other assets	49,008			49,008
TOTAL ASSETS	\$ 1,790,344	\$ 354,951	\$ (8,000)	\$ 1,427,393
LIABILITIES AND STOCKHOLDERS' EQUITY				
CURRENT LIABILITIES:				
Current portion of long-term debt	\$ 112,540			\$ 112,540
Accounts payable	76,132			76,132
Customer deposits and unearned revenue	33,298			33,298
Accrued liabilities:				
Employee compensation and benefits	32,855			32,855
Artist and author royalties	10,209			10,209
Interest	3,510			3,510
Income taxes	1,220			1,220
Lawsuits and related settlements	4,387			4,387
Miscellaneous	24,748			24,748
Total current liabilities	298,899			298,899
DEFERRED INCOME TAXES	71,868			71,868
LONG-TERM DEBT (LESS CURRENT PORTION)	31,804			31,804
OTHER LONG-TERM OBLIGATIONS AND MINORITY INTERESTS	106,153			106,153
STOCKHOLDERS' EQUITY	1,281,620	\$ 354,951	\$ (8,000) (A)	918,669
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 1,790,344	\$ 354,951	\$ (8,000)	\$ 1,427,393

THE E.W. SCRIPPS COMPANY
 PRO FORMA STATEMENT OF INCOME
 FOR THE NINE MONTHS ENDED SEPTEMBER 30, 1996

(in thousands, except per share data)

	REPORTED AMOUNTS	SCRIPPS CABLE	PRO FORMA ADJUSTMENTS	PRO FORMA AMOUNTS
OPERATING REVENUES:				
Advertising	\$ 353,865			\$ 353,865
Circulation	97,459			97,459
Other newspaper revenue	38,204			38,204
Total newspapers	489,528			489,528
Broadcast television	230,250			230,250
Entertainment	77,274			77,274
Total operating revenues	797,052			797,052
OPERATING EXPENSES:				
Employee compensation and benefits	266,294			266,294
Newsprint and ink	96,732			96,732
Program, production and copyright costs	50,824			50,824
Other operating expenses	194,332			194,332
Depreciation	36,697			36,697
Amortization of intangible assets	15,029			15,029
Total operating expenses	659,908			659,908
OPERATING INCOME	137,144			137,144
OTHER CREDITS (CHARGES):				
Interest expense	(6,350)			(6,350)
Miscellaneous, net	614			614
Net other credits (charges)	(5,736)			(5,736)
INCOME BEFORE TAXES AND MINORITY INTERESTS	131,408			131,408
PROVISION FOR INCOME TAXES	56,603			56,603
INCOME BEFORE MINORITY INTERESTS	74,805			74,805
MINORITY INTERESTS	2,326			2,326
INCOME FROM CONTINUING OPERATIONS	72,479			72,479
INCOME FROM DISCONTINUED OPERATIONS	34,645	\$ 34,645		34,645
NET INCOME	\$ 107,124	\$ 34,645		\$ 72,479
AVERAGE WEIGHTED SHARES	80,328	80,328		80,328
PER SHARE OF COMMON STOCK:				
Income from continuing operations	\$.90			\$.90
Income from discontinued operations	.43	\$.43		.43
Net income	\$1.33	\$.43		\$.90

THE E.W. SCRIPPS COMPANY

NOTES TO PRO FORMA FINANCIAL INFORMATION

On October 28, 1995, The E.W. Scripps Company ("Scripps") and Comcast Corporation ("Comcast") reached an agreement pursuant to which Scripps will contribute all of its non-cable television assets to Scripps Howard, Inc. ("SHI" - a wholly-owned subsidiary of Scripps and the direct or indirect parent of all of Scripps' operations) and SHI's cable television subsidiaries ("Scripps Cable") will be transferred to and held directly by Scripps. Scripps Cable will be acquired by Comcast through a tax-free merger (the "Merger") of Scripps into Comcast. The remaining SHI business will continue as "New Scripps", which will be distributed in a tax-free "spin-off" to Scripps shareholders (the "Spin-Off") prior to the Merger and thereafter renamed The E.W. Scripps Company. The Merger and Spin-off are collectively referred to as the "Transactions."

The closing date of the Transactions is expected to occur prior to the end of 1996, subject to certain conditions and rights, including termination and "top-up" rights described fully in the Joint Proxy Statement - Prospectus included in Comcast's registration statement on Form S-4 filed with the Securities and Exchange Commission and declared effective on September 30, 1996. The accompanying financial statements and the notes thereto have been prepared assuming consummation of the Transactions.

The pro forma balance sheet as of September 30, 1996 assumes the Transactions occurred as of that date. The pro forma statement of income assumes the Transactions were completed at the beginning of the period. Pro forma adjustments represent fees on the Transactions. Earnings per share is based on the weighted average shares outstanding for the period.

The pro forma financial information is not necessarily indicative of the results which actually would have occurred had the Transactions been completed as of the dates indicated or which may occur in the future.

Explanation of specific pro forma adjustments are as follows:

- (A) Effect of estimated expenses of \$8.0 million on Stockholders' Equity.