Condensed Consolidated Balance Sheets

(unaudited)

		June 30, 2019	December 31, 2018
		amounts in	n millions
Assets			
Current assets:			
Cash and cash equivalents	\$	519	653
Trade and other receivables, net of allowance for doubtful accounts of \$120 million and \$117 million, respectively		1,295	1,
\$117 minion, respectively		1,295	1,
	_		

Condensed Consolidated Balance Sheets (Continued)

(unaudited)

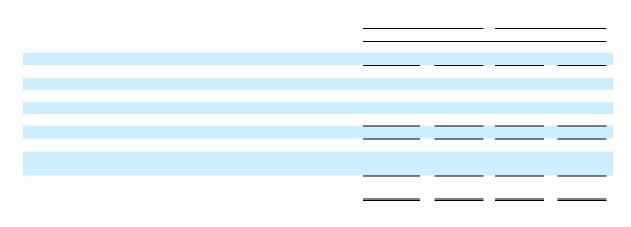
amounts in millions, except share amountsLiabilities and EquityCurrent liabilities:Accounts payable\$ 861Accounts payable\$ 8611,1751,100Other current liabilities11,75Total current liabilities1871,1751,410Other current liabilities1871,1751,410Other current liabilities1871,1753,951Long-term deth, including \$115 million and \$344 million measured at fair value (note 7)0,62835,963Deferred income tax liabilities12,08012,08012,097Equity12,080Stockholders' equity:-Preferred stock, \$01 par value. Authorized 50,000,000 shares; no shares issued-Series A Qurate Retail common stock, \$01 par value. Authorized 150,000,000 shares; issued and outstanding 394,049,417 shares at June 30, 2019 and409,901,058 shares at December 31, 20184A Series B Qurate Retail common stock, \$01 par value. Authorized 400,000,000 shares; issued and outstanding 29,338,790 shares at June 30, 2019 and29,248,343 shares at December 31, 2018-Series C Qurate Retail common stock, \$01 par value. Authorized 400,000,000 shares; no shares issuedAdditional paid-in capitalAdditional paid-in capitalAdditional paid-in capitalTotal stockholders' equity5,5235,624			June 30, 2019	December 31, 2018
Current liabilities:\$8611,204Accrued liabilities9491,182Current portion of debt, including \$1,175 million and \$990 million measured at fair value (note 7)1,1751,410Other current liabilities187155Total current liabilities3,1723,951Long-term debt, including \$415 million and \$344 million measured at fair value (note 7)6,2835,963Deferred income tax liabilities12,08012,097Equity12,08012,097Stockholders' equity:Preferred stock, \$.01 par value. Authorized 50,000,000 shares; no shares issuedStockholders' equity:Stockholders' equity:				
Accounts payable\$8611,204Accrued liabilities9491,182Current portion of debt, including \$1,175 million and \$990 million measured at fair9491,182Current liabilities187155Total current liabilities3,1723,951Long-term debt, including \$415 million and \$344 million measured at fair value (note 7)6,2835,963Deferred income tax liabilities725258Total liabilities725258Total liabilities72012,08012,090EquityStockholders' equity:9200Preferred stock, \$01 par value. Authorized 50,000,000 shares; no shares issuedSeries A Qurate Retail common stock, \$01 par value. Authorized 4,000,000,000 shares; issued and outstanding 394,049,417 shares at June 30, 2019 and499,901,058 shares at December 31, 201844Series B Qurate Retail common stock, \$01 par value. Authorized 150,000,000 shares; in shares issuedSeries C Qurate Retail common stock, \$01 par value. Authorized 400,000,000 shares; in shares issuedSeries C Qurate Retail common stock, \$01 par value. Authorized 400,000,000 shares; no shares issuedAdditional paid-in capitalAdditional paid-in capitalAdditional paid-in capitalAccumbla@505,5835,6755,5835,675Total stockholders' equity5,5235,624Noncontrolling interests in equity of subsidiaries118120 <t< td=""><td>Liabilities and Equity</td><td></td><td></td><td></td></t<>	Liabilities and Equity			
Accrued liabilities9491,182Current portion of debt, including \$1,175 million and \$990 million measured at fair value (note 7)1,1751,410Other current liabilities3,1723,951Long-term debt, including \$415 million and \$344 million measured at fair value (note 7)6,2835,963Deferred income tax liabilities19,0001,925Other liabilities725258Total liabilities725258Total liabilities12,08012,097EquityStockholders' equity:Preferred stock, \$.01 par value. Authorized 50,000,000 shares; no shares issued——Stockholders' equity:———Preferred stock, \$.01 par value. Authorized 50,000,000 shares; no shares issued——Stockholders' equity:———Preferred stock, \$.01 par value. Authorized 50,000,000 shares; issued and outstanding 394,049,417 shares at June 30, 2019 and409,901,058 shares at December 31, 2018——December 31, 2018————Series B Qurate Retail common stock, \$.01 par value. Authorized 400,000,000 shares; issued and outstanding 394,049,417 shares at June 30, 2019 and29,248,343 shares at 	Current liabilities:			
Current portion of debt, including \$1,175 million and \$990 million measured at fair value (note 7)1,1751,410Other current liabilities187155Total current liabilities3,1723,951Long-term debt, including \$415 million and \$344 million measured at fair value (note 7)6,2835,963Deferred income tax liabilities7252258Other liabilities7252258Total liabilities12,08012,097EquityStockholders' equity:-Preferred stock, \$.01 par value. Authorized 50,000,000 shares; no shares issued-Series A Qurate Retail common stock, \$01 par value. Authorized 4,000,000,000 shares; issued and outstanding 394,049,417 shares at June 30, 2019 and409,901,058 shares at December 31, 20184Series B Qurate Retail common stock, \$.01 par value. Authorized 150,000,000 shares; issued and outstanding 29,338,790 shares at June 30, 2019 and29,248,343 shares at December 31, 2018-Curmblafc2foother comprehensive earnings (loss), net of taxes(64)(55)Retained earnings5,5835,675Total stockholders' equity5,5235,624Noncontrolling interests in equity of subsidiaries118120Total equity5,6415,744Commbined equity5,6415,744	Accounts payable	\$	861	1,204
value (note 7)1,1751,410Other current liabilities187155Total current liabilities3,1723,951Long-term debt, including \$415 million and \$344 million measured at fair value (note 7)6,2835,963Deferred income tax liabilities1,9001,925Other liabilities725258Total liabilities12,09712,097Equity22Stockholders' equity:Preferred stock, \$.01 par value. Authorized 50,000,000 shares; no shares issuedSeries A Qurate Retail common stock, \$01 par value. Authorized 4,000,000,000 shares; issued and outstanding 394,049,417 shares at June 30, 2019 and409,901,058 shares at December 31, 201844Series B Qurate Retail common stock, \$.01 par value. Authorized 150,000,000 shares; issued and outstanding 29,338,790 shares at June 30, 2019 and29,248,343 shares at December 31, 2018Series C Qurate Retail common stock, \$.01 par value. Authorized 400,000,000 shares; issued and outstanding 29,338,790 shares at June 30, 2019 and29,248,343 shares at December 31, 2018Additional paid-in capitalAdditional paid-in capitalAdditional paid-in capitalAdditional paid-in capitalAdditional paid-in capitalAccumble@3bother comprehensive earnings (loss), net of taxes(64)(55)Retained earnings5,5235,675Total stockholders' equity5,5235,624Non	Accrued liabilities		949	1,182
Other current liabilities187155Total current liabilities3,1723,951Long-term debt, including \$415 million and \$344 million measured at fair value (note 7)6,2835,963Deferred income tax liabilities1,9001,925Other liabilities725258Total liabilities12,08012,097EquityStockholders' equity:-Preferred stock, \$.01 par value. Authorized 50,000,000 shares; no shares issuedSeries A Qurate Retail common stock, \$01 par value. Authorized 4,000,000,000 shares; issued and outstanding 394,049,417 shares at June 30, 2019 and409,901,058 shares at December 31, 201844Series B Qurate Retail common stock, \$.01 par value. Authorized 150,000,000 shares; issued and outstanding 29,338,790 shares at June 30, 2019 and29,248,343 shares at December 31, 2018Series C Qurate Retail common stock, \$.01 par value. Authorized 400,000,000 shares; issued and outstanding 29,338,790 shares at June 30, 2019 and29,248,343 shares at December 31, 2018Additional paid-in capitalAdditional paid-in capitalAccumbila@30 other comprehensive earnings (loss), net of taxes(64)(55)Retained earnings5,5835,675Total stockholders' equity5,5235,624Noncontrolling interests in equity of subsidiaries118120Total equity5,6415,744Commitments and contingencies (note 9)	Current portion of debt, including \$1,175 million and \$990 million measured at fair			
Total current liabilities3,1723,951Long-term debt, including \$415 million and \$344 million measured at fair value (note 7)6,2835,963Deferred income tax liabilities1,9001,925Other liabilities725258Total liabilities12,08012,097EquityEquity1Stockholders' equity:Preferred stock, \$.01 par value. Authorized 50,000,000 shares; no shares issuedSeries A Qurate Retail common stock, \$.01 par value. Authorized 4,000,000,000 shares; issued and outstanding 394,049,417 shares at June 30, 2019 and409,901,058 shares at December 31, 201844Series B Qurate Retail common stock, \$.01 par value. Authorized 150,000,000 shares; issued and outstanding 29,338,790 shares at June 30, 2019 and29,248,343 shares at December 31, 2018Series C Qurate Retail common stock, \$.01 par value. Authorized 400,000,000 shares; no shares issuedAdditional paid-in capitalAdditional paid-in capitalAccumbla6356 other comprehensive earnings (loss), net of taxes(64)(55)(55)Total stockholders' equity5,5235,6755,5835,675Total stockholders' equity of subsidiaries118120Total equity5,6415,744-Commitments and contingencies (note 9)	value (note 7)		1,175	1,410
Long-term debt, including \$415 million and \$344 million measured at fair value (note 7)6,2835,963Deferred income tax liabilities1,9001,925Other liabilities725258Total liabilities725258Stockholders' equity:12,08012,097Preferred stock, \$.01 par value. Authorized 50,000,000 shares; no shares issued——Series A Qurate Retail common stock, \$01 par value. Authorized 4,000,000,000 shares; issued and outstanding 394,049,417 shares at June 30, 2019 and409,901,058 shares at December 31, 201844Series B Qurate Retail common stock, \$.01 par value. Authorized 150,000,000 shares; issued and outstanding 29,338,790 shares at June 30, 2019 and29,248,343 shares at December 31, 2018——Series C Qurate Retail common stock, \$.01 par value. Authorized 400,000,000 shares; no shares issued———Additional paid-in capital————Additional paid-in capital————Accumbla60550ther comprehensive earnings (loss), net of taxes(64)(55)(55)Total stockholders' equity5,5235,624Noncontrolling interests in equity of subsidiaries118120Total equity5,6415,744Commitments and contingencies (note 9)———	Other current liabilities		187	155
Deferred income tax liabilities1,9001,925Other liabilities725258Total liabilities12,08012,097EquityStockholders' equity:-Preferred stock, \$.01 par value. Authorized 50,000,000 shares; no shares issuedSeries A Qurate Retail common stock, \$.01 par value. Authorized 4,000,000,000 shares; issued and outstanding 394,049,417 shares at June 30, 2019 and409,901,058 shares at December 31, 201844Series B Qurate Retail common stock, \$.01 par value. Authorized 150,000,000 shares; issued and outstanding 29,338,790 shares at June 30, 2019 and29,248,343 shares at December 31, 2018Series C Qurate Retail common stock, \$.01 par value. Authorized 400,000,000 shares; no shares issuedAdditional paid-in capitalAccumbla6250ther comprehensive earnings (loss), net of taxes(64)(55)(55)Total stockholders' equity5,5235,6245,624Noncontrolling interests in equity of subsidiaries118120-Total equity5,6415,744Commitments and contingencies (note 9)	Total current liabilities		3,172	3,951
Other liabilities725258Total liabilities12,08012,097EquityStockholders' equity:Preferred stock, \$.01 par value. Authorized 50,000,000 shares; no shares issuedSeries A Qurate Retail common stock, \$.01 par value. Authorized 4,000,000,000 shares; issued and outstanding 394,049,417 shares at June 30, 2019 and409,901,058 shares at December 31, 201844Series B Qurate Retail common stock, \$.01 par value. Authorized 150,000,000 shares; issued and outstanding 29,338,790 shares at June 30, 2019 and29,248,343 shares at December 31, 2018Series C Qurate Retail common stock, \$.01 par value. Authorized 400,000,000 shares; no shares issuedAdditional paid-in capitalAccumbla@3bother comprehensive earnings (loss), net of taxes(64)(55)(55)Retained earnings5,5835,6735,6735,673Total stockholders' equity5,5235,624Noncontrolling interests in equity of subsidiaries118120Total equity5,6415,744Commitments and contingencies (note 9)	Long-term debt, including \$415 million and \$344 million measured at fair value (note 7)		6,283	5,963
Total liabilities12,08012,097EquityStockholders' equity:Preferred stock, \$.01 par value. Authorized 50,000,000 shares; no shares issued——Series A Qurate Retail common stock, \$.01 par value. Authorized 4,000,000,000 shares; issued and outstanding 394,049,417 shares at June 30, 2019 and409,901,058 shares at December 31, 201844Series B Qurate Retail common stock, \$.01 par value. Authorized 150,000,000 shares; issued and outstanding 29,338,790 shares at June 30, 2019 and29,248,343 shares at December 31, 2018——Series C Qurate Retail common stock, \$.01 par value. Authorized 400,000,000 shares; no shares issued———Additional paid-in capital————Accumbla@Bother comprehensive earnings (loss), net of taxes(64)(55)(55)Retained earnings5,5835,6755,624Noncontrolling interests in equity of subsidiaries118120120Total equity5,6415,74420	Deferred income tax liabilities		1,900	1,925
Equity Stockholders' equity: Preferred stock, \$.01 par value. Authorized 50,000,000 shares; no shares issued — — Series A Qurate Retail common stock, \$.01 par value. Authorized 4,000,000,000 shares; issued and outstanding 394,049,417 shares at June 30, 2019 and409,901,058 shares at December 31, 2018 4 4 Series B Qurate Retail common stock, \$.01 par value. Authorized 150,000,000 shares; issued and outstanding 29,338,790 shares at June 30, 2019 and29,248,343 shares at December 31, 2018 — — Series C Qurate Retail common stock, \$.01 par value. Authorized 400,000,000 shares; no shares issued — — — Additional paid-in capital — — — — Accumbla@Ebother comprehensive earnings (loss), net of taxes (64) (55) … … Total stockholders' equity 5,523 5,675 … … … … Noncontrolling interests in equity of subsidiaries 118 120 … … … Total equity 5,641 5,744 … … … … …	Other liabilities		725	258
Stockholders' equity: — …	Total liabilities	-	12,080	12,097
Stockholders' equity: — …	Equity			
Series A Qurate Retail common stock, \$01 par value. Authorized 4,000,000,000 shares; issued and outstanding 394,049,417 shares at June 30, 2019 and409,901,058 shares at December 31, 2018 4 Series B Qurate Retail common stock, \$.01 par value. Authorized 150,000,000 shares; issued and outstanding 29,338,790 shares at June 30, 2019 and29,248,343 shares at December 31, 2018 — Series C Qurate Retail common stock, \$.01 par value. Authorized 400,000,000 shares; no shares issued — Additional paid-in capital — Accumbla@2050ther comprehensive earnings (loss), net of taxes (64) Retained earnings 5,583 5,675 Total stockholders' equity 5,523 5,624 Noncontrolling interests in equity of subsidiaries 118 120 Total equity 5,641 5,744 Commitments and contingencies (note 9) — —				
Series A Qurate Retail common stock, \$01 par value. Authorized 4,000,000,000 shares; issued and outstanding 394,049,417 shares at June 30, 2019 and409,901,058 shares at December 31, 2018 4 Series B Qurate Retail common stock, \$.01 par value. Authorized 150,000,000 shares; issued and outstanding 29,338,790 shares at June 30, 2019 and29,248,343 shares at December 31, 2018 — Series C Qurate Retail common stock, \$.01 par value. Authorized 400,000,000 shares; no shares issued — Additional paid-in capital — Accumbla@2050ther comprehensive earnings (loss), net of taxes (64) Retained earnings 5,583 5,675 Total stockholders' equity 5,523 5,624 Noncontrolling interests in equity of subsidiaries 118 120 Total equity 5,641 5,744 Commitments and contingencies (note 9) — —	Preferred stock, \$.01 par value. Authorized 50,000,000 shares; no shares issued		_	_
December 31, 201844Series B Qurate Retail common stock, \$.01 par value. Authorized 150,000,000 shares; issued and outstanding 29,338,790 shares at June 30, 2019 and 29,248,343 shares at December 31, 2018——Series C Qurate Retail common stock, \$.01 par value. Authorized 400,000,000 shares; no shares issued———Additional paid-in capital———Accumbla@2050ther comprehensive earnings (loss), net of taxes(64)(55)Retained earnings5,5835,675Total stockholders' equity5,5235,624Noncontrolling interests in equity of subsidiaries118120Total equity5,6415,744Commitments and contingencies (note 9)——				
Series B Qurate Retail common stock, \$.01 par value. Authorized 150,000,000 shares; issued and outstanding 29,338,790 shares at June 30, 2019 and29,248,343 shares at December 31, 2018 — … <	issued and outstanding 394,049,417 shares at June 30, 2019 and 409,901,058 shares at			
issued and outstanding 29,338,790 shares at June 30, 2019 and29,248,343 shares at December 31, 2018 — — — — Series C Qurate Retail common stock, \$.01 par value. Authorized 400,000,000 shares; no shares issued — — — — Additional paid-in capital — — — — Accumbla6625 other comprehensive earnings (loss), net of taxes (64) (55) Retained earnings 5,583 5,675 Total stockholders' equity 5,523 5,624 Noncontrolling interests in equity of subsidiaries 118 120 Total equity 5,641 5,744 Commitments and contingencies (note 9)	December 31, 2018		4	4
December 31, 2018 — …	Series B Qurate Retail common stock, \$.01 par value. Authorized 150,000,000 shares;			
Series C Qurate Retail common stock, \$.01 par value. Authorized 400,000,000 shares;	issued and outstanding 29,338,790 shares at June 30, 2019 and 29,248,343 shares at			
no shares issued	December 31, 2018		—	_
Additional paid-in capital	Series C Qurate Retail common stock, \$.01 par value. Authorized 400,000,000 shares;			
Accumbla@205 other comprehensive earnings (loss), net of taxes(64)(55)Retained earnings5,5835,675Total stockholders' equity5,5235,624Noncontrolling interests in equity of subsidiaries118120Total equity5,6415,744Commitments and contingencies (note 9)	no shares issued			
Accumbla@205 other comprehensive earnings (loss), net of taxes(64)(55)Retained earnings5,5835,675Total stockholders' equity5,5235,624Noncontrolling interests in equity of subsidiaries118120Total equity5,6415,744Commitments and contingencies (note 9)			—	
Retained earnings5,5835,675Total stockholders' equity5,5235,624Noncontrolling interests in equity of subsidiaries118120Total equity5,6415,744Commitments and contingencies (note 9)				(55)
Total stockholders' equity5,5235,624Noncontrolling interests in equity of subsidiaries118120Total equity5,6415,744Commitments and contingencies (note 9)			· · · ·	()
Noncontrolling interests in equity of subsidiaries118120Total equity5,6415,744Commitments and contingencies (note 9)	5		· ·	
Total equity 5,641 5,744 Commitments and contingencies (note 9)				,
Commitments and contingencies (note 9)	0 1 2			
5 ()	1 2		5,641	5,744
Total liabilities and equity \$ 17,721 17,841	0 ()	<u>_</u>		1
	Total liabilities and equity	\$	17,721	17,841

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Condensed Consolidated Statements Of Comprehensive Earnings (Loss)

(unaudited)



Condensed Consolidated Statements Of Cash Flows

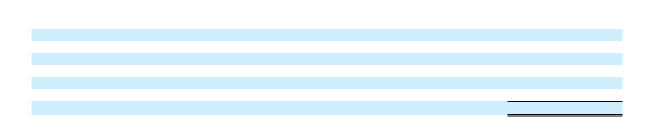
(unaudited)

	Six months ended June 30.		
	 2019	2018	
	 amounts in mill	ions	
Cash flows from operating activities:			
Net earnings (loss)	\$ 196	595	
Adjustments to reconcile net earnings to net cash provided by operating activities:			
(Earnings) loss from discontinued operations	_	(141	
Depreciation and amortization	311	322	
Stock-based compensation	37	40	
Share of (earnings) losses of affiliates, net	68	60	
Realized and unrealized (gains) losses on financial instruments, net	194	(119	
Deferred income tax expense (benefit)	(21)	(1	
Other, net	9	24	
Changes in operating assets and liabilities			
Cfirrent and other assets	568	46	
Payables and other liabilities	(769)	(544	
Net cash provided (used) by operating activities	 593	71	
Cash flows from investing activities:			
Investments in and loans to cost and equity investees	(76)	(50	
Capital expenditures Nuclear	(167)	(98	
Capital expenditures Netbe Other investing activities, net	(124)	(58	
Net cashopieleddeds(upeddiby onvesting activities	 (367)	i (206	
Cash flows from financing activities:	 <u> </u>		
Borrowings of debt	1,909	2,50	
Repayments of debt	(1,912)	(2,38)	
GCI Liberty Split-Off	_	(475	
Repurchases of Qurate Retail common stock	(296)	(493	
Withholding taxes on net settlements of stock-based compensation	(8)	(24	
Indemnification payment from GCI Liberty, IndG			

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

"Transactions") among General Communication, Inc. ("GCI"), an Alaska corporation, and Liberty Interactive LLC, a Delaware limited liability company and a direct wholly-owned subsidiary of Liberty ("LI LLC"). Pursuant to the Reorganization Agreement, GCI amended and restated its articles of incorporation (which resulted in GCI being renamed GCI Liberty, Inc. (Alas



Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

Notes to Condensed Consolidated Financial Statements (Continued)

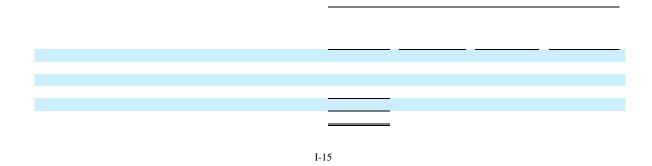
(unaudited)

The following table presents the number and weighted average GDFV of options granted by the Company during the six months ended June 30, 2019:

		nths ended 30, 2019
	Options Granted (000's)	Weighted Average GDFV
Series A Qurate Retail common stock, QVC employees (1)	2,232	\$ 4.08
Series A Qurate Retail common stock, Zulily employees (1)	328	\$ 4.08
Series B Qurate Retail common stock, Qurate Retail Chairman of the Board (2)	26	\$ 5.84

- 1) Grants vest semi-annually over four years.
- 2) Grant cliff vested immediately upon grant.

In addition to the stock option grant to the Qurate Retail Chairman of the Board and in connection with our Chairman's employment agreement, during the six months ended June 30, 2019, Qurate Retail granted 213 thousand RSUs of Series B Qurate Retail common stock of which 194 thousand were performance-based. The Series B RSUs had a GDFV of \$17.90 pb @are atKitzFink"t6cyFN@rp granted. The time-based RSUs cliff vested on March 11, 2019, and the performance-based RSUs cliff vest in one year, subject to the satisfaction of certain performance-based RSUs of Series A Qurate Retail common stock to its CEO. The Series A RSUs had a GDFV of \$17.90 per share at the e p xima h





Series A and Series B Liberty Ventures Common Stock

Excluded from diluted EPS for the six months ended June 30, 2018 were2 million potential common shares, because their inclusion would have been antidilutive. No potential common shares were excluded from diluted EPS for the three months ended June 30, 2018.

		Liberty Fight Common Stock					
	Three mon	ths ended	Six months ended				
	June	ne 30,					
	2019 (1)	2018 (1) 2019 (1		2018			
		number of shar	res in millions				
Basic WASO	NA	NA	NA	86			
Potentially dilutive shares	NA	NA	NA	1			
Diluted WASO	NA	NA	NA	87			

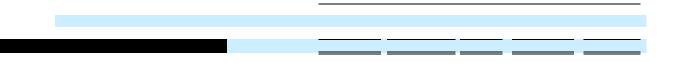
(1) All of the outstanding shares of Liberty Ventures Series A and B common o

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

purchased 1.75% Exchanges	Õ	mf m	Õ	mf m	m





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QURATE RETAIL, INC. AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

Remainder of 2019	\$ 196
2020	\$ 325
2021	\$ 193
2022	\$ 96
2023	\$ 80

Zulily's business model is highly challenged and based on current results it may not be able to realize its long-term forecast. The Company continues to monitor Zulily's current business performance versus the long-term forecast, among other relevant considerations, to determine if any impairments exist. With recent management succession, Zulily initiated a process to evaluate how its current business model and long-term business strategy may respond in this challenging retail environment, and is in the process of updating its long-term forecast, but there are no guarantees that such efforts will result in Zulily recovering the diminished operations. Future outlook declines in revenue, cash flows, or other factors could result in a sustained decrease in fair value that may result in a determination that an impairment adjustment is required, which could be material. Accordingly, the Company believes the reporting unit is at an elevated risk of impairment.

(7) Long-Term Debt

Debt is summarized as follows:

		Outstanding principal at	Carrying	value
	June 30, 2019		June 30, 2019	December 31, 2018
		,	amounts in millions	
Corporate level debentures				
8.5% Senior Debentures due 2029	\$	287	285	286
8.25% Senior Debentures due 2030		504	502	502
4% Exchangeable Senior Debentures due 2029		432	338	304
3.75% Exchangeable Senior Debentures due 2030		434	314	307
3.5% Exchangeable Senior Debentures due 2031		307	522	377
0.75% Exchangeable Senior Debentures due 2043			1	2
1.75% Exchangeable Senior Debentures due 2046		332	415	344
Subsidiary level notes and facilities				
QVC 3.125% Senior Secured Notes due 2019				399
QVC 5.125% Senior Secured Notes due 2022		500	500	500
QVC 4.375% Senior Secured Notes due 2023		750	750	750
QVC 4.85% Senior Secured Notes due 2024		600	600	600
QVC 4.45% Senior Secured Notes due 2025		600	599	599
QVC 5.45% Senior Secured Notes due 2034		400	399	399
QVC 5.95% Senior Secured Notes due 2043		300	300	300
QVC 6.375% Senior Secured Notes due 2067		225	225	225
QVC Bank Credit Facilities		1,733	1,733	1,320
Other subsidiary debt				188
Deferred loan costs			(25)	(29)
Total consolidated Qurate Retail debt	\$	7,404	7,458	7,373
Less current classification			(1,175)	(1,410)
Total long-term debt			\$ 6,283	5,963

QVC Bank Credit Facilities

On December 31, 2018, QVC entered into the Fourth Amended and Restated Credit Agreement with Zulily as co-borrower (collectively, the "Borrowers") which is a multi-currenc($\alpha_c(\alpha_c)$

Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

Our leases have remaining lease terms of less than one year to 15 years, some of which may include theoption to extend for up to 14 years, and some of which include options to terminate the leases within less than one year.

The components of lease cost during the three and six months ended June 30, 2019 were as follows:

	30, 2019	Six months ended June 30, 2019		
	in millions			
Operating lease cost	\$ 18	35		
Finance lease cost				
Depreciation of leased assets	\$ 5	10		
Interest on lease liabilities	2	4		
Total finance lease cost	\$ 7	14		

The remaining weighted-average lease term and the weighted-average discount rate were as follows:

	June 30, 2019
Weighted-average remaining lease term (years):	
Finance leases	9.3
Operating leases	8.9
Weighted-average discount rate:	
Finance leases	5.0%
Operating leases	4.9%

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Notes to Condensed Consolidated Financial Statements (Continued)

(unaudited)

	Three months ended June 30, 2018				
	QxH	QVC Int'l	Zulily	Corp and other	Total
			in millions		
Home	\$ 651	235	107	203	1,196
Apparel	378	116	163	33	690
Beauty	316	158	12	_	486
Accessories	230	72	110	_	412
Electronics	164	22	4	_	190
Jewelry	113	48	11	_	172
Other revenue	48	5	8	26	87
Total Revenue	\$ 1,900	656	415	262	3,233

	Six months ended June 30, 2018					
	 QxH	QVC Int'l	Zulily in millions	Corp and other	Total	
Home	\$ 1,377	495	223	350	2,445	
Apparel	703	235	319	72	1,329	
Beauty	622	302	24	—	948	
Accessories	448	139	224	—	811	
Electronics	338	48	8	—	394	
Jewelry	245	103	23	—	371	
Other revenue	93	10	13	49	165	
Total Revenue	\$ 3,826	1,332	834	471	6,463	

Qurate Retail defines Adjusted OIBDA, a non-GAAP measure, as revenue less cost of sales, operating expenses, and selling, general and administrative expenses excluding all stock-based compensation and transaction related costs. Qurate Retail believes this measure is an important-indicator of the operational strength and performance of its businesses by identifying those items that are not directly a reflection of each business' performance or indicative of ongoing business trends. In addition, this measure allows management to view operating results and perform analytical comparisons and benchmarking between businesses and identify strategies to improve performance. This measure of performance excludes depreciation and amortization, stock-based compensation, certain acquisition accounting adjustments, separately reported litigation settlements, transaction related costs (including restructuring, integpsineify osbrted litipp eported/ulg-gpsinei-s

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Certain statements in this Quarterly Report on Form 10-Q constitute forward-lookin

Ventures co

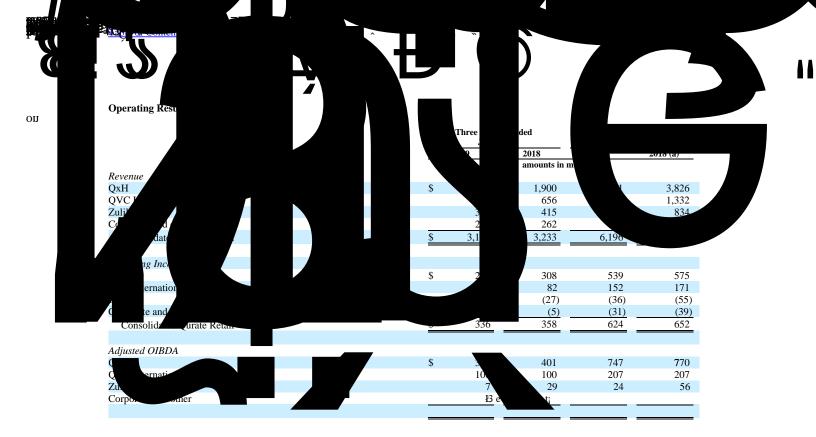
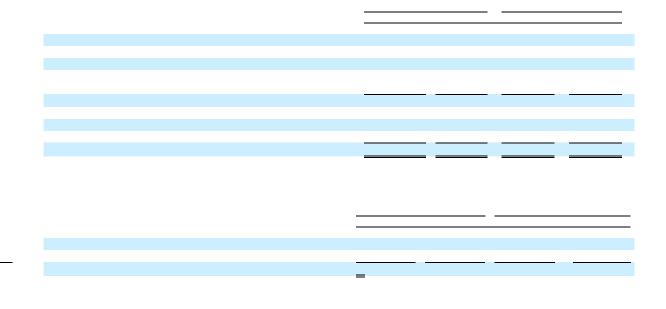


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with any agreement as to the terms of its withdrawal, it is possible that new terms may adversely affect QVC's operations and financial results in a number of ways, not all of which are currently readily apparent. The U.K. is scheduled to withdraw from the E.U. no later than October 31, 2019. The U.K. government's draft agreement on the withdrawal of the U.K. from the E.U. was defeated in the House of Commons on January 15, 2019. As a result, the final terms of the U.K.'s exit from the E.U. are, and will remain for the immediate future, unclear. The U.K. may leave the E.U. without any agreement as to the terms of its withdrawal or the future economic relationship between the U.K. and the E.U. It is also possible that the U.K. will withdraw its notification to leave the E.U. or that there will be a second referendum on Brexit.

QVC's cost of sales as a percentage of net revenue was 62.8% and 63.6% for the three and six months ended June 30, 2019, respectively, compared to 62.2% and 62.9% for the three and six months ended June 30, 2018, respectively. For the three and six months ended June 30, 2019, cost of sales as a percentage of revenue increased primarily due to an increase in product fulfillment costs at QxH.

QVC's operating expenses are principally comprised of commissions, order processing and customer service expenses, credit card processing fees and telecommunications expenses. Operating expenses decreased \$30 million or 14.4% and \$66 million or 15.6% for the three and six months ended June 30, 2019, respectively, compared to the same periods in the prior year. For the three months ended June 30, 2019, operating expenses decreased primarily due to a \$25 million decrease in commissions at QxH, a \$4 million decrease in personnel costs at QxH and a \$2 million decrease due to favorable exchange rates. For the six months ended June 30, 2019, operating expenses decreased primarily due to a \$53 million decrease in commissions at QxH, a \$8 million decrease in personnel costs at QxH and a \$5 million decrease due to favorable exchange rates. The decrease in commissions for both comparable periods is primarily due to new longer term television distribution rights agreements entered into at HSN, which led to increased capitalization of television distribution rights agreements and favorable terms on commissions.

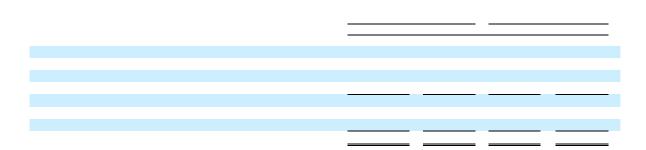
QVC's SG&A expenses (excluding stock-based compensation and transaction related costs) include personnel, information technology, provision for doubtful accounts, production costs, and marketing and advertising expenses. Such expenses decreased \$1 million and increased \$3 million for the three and six months ended June 30, 2019, respectively, as compared to the same periods in the prior year, and as a percentage of net revenue, increased from 10.1% to 10.2% and from 10.0% to 10.3% for the three and six months ended June 30, 2019, respectively, as compared to the three and six months ended June 30, 2018, respectively. For the three months ended June 30, 2019, the decrease was primarily due to a \$7 million decrease in personnel costs primarily at QxH. France and the U.K., offset by increases in Japan, and a \$4 million increase in outside services primarily at QxH. For the six months ended June 30, 2019, the increase was primarily due to a \$5 million increase in outside services primarily at QxH. For the six months ended June 30, 2019, the increase in bad debt expense, and a \$5 million increase in online marketing expenses primarily at QxH, a \$10 million increase in bad debt expense, and a \$9 million increase in outside services primarily at QxH, a \$10 million decrease due to favorable exchange rates. The decrease were partially offset by a \$13 million decrease may primarily at QxH. These increases were partially offset by a \$13 million decrease in personnel costs primarily at QXH, a \$10 million increase in personnel costs primarily in QxH, France and the U.K., offset by increases in Japan and Germany, and a \$9 million decrease due to favorable exchange rates. The increase in bad debt expense for both comparable periods is primarily due to increased Easy Pay usage and the number of installments taken at QxH, and to a lesser extent, Germany.

Stock-based compensation includes compensation related to options and restricted stock units granted to certain officers and employees. QVC recorded \$11 million and \$20 million of stock-based compensation expense for the three and six months ended June 30, 2019, respectively, and recorded \$12 million and \$24 million of stock-based compensation expense for the three and six months ended June 30, 2018, respectively. The decrease in stock compensation expense is primarily due to forfeitures of non-vested options from terminated individuals.

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Depreciation and amortization consisted of the following:

	Thr	Three months ended June 30,		Six months ended June 30,		
	2019		2018	2019	2018	
	amounts in millions					
Affiliate agreements	\$	1	1	2	2	
Customer relationships		12	12	24	24	
Other technology		4	4	8	8	
Acquisition related amortization		17	17	34	34	
Property and equipment		54e grto ti	e tegrp20	are tuo te µ90pn	relatii 800 esi	iptorenspendeum une
Software amortization		22	22	44	46	
Channel placement amortization and related expenses		31	16	64	31	
Total depreciation and amortization	\$	124	98	242	198	



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are effective. Our remediation efforts are underway, and we expect that the remediation of these material weaknesses will be completed prior to the end of 2019.

Additionally, the Company will continue to enhance the ITGC and U.K. revenue risk assessment process, evaluate talent and address identified gaps, deliver training on internal control over financial reporting, and monitor information system access and program changes to determine whether additional adjustments should be made to reduce or eliminate the occurrence of access and program change management issues.

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Item 6. Exhibits

(a) Exhibits

Listed below are the exhibits which are filed as a part of this Quarterly Report (according to the number assigned to them in Item 601 of Regulation S-K):

- 31.1 <u>Rule 13a-14(a)/15d-14(a) Certification*</u>
- 31.2 <u>Rule 13a-14(a)/15d-14(a) Certification*</u>
- 32 <u>Section 1350 Certification**</u>
- 99.1 Reconciliation of Qurate Retail, Inc. Net Assets and Net Earnings to Liberty Interactive LLC Net Assets and Net Earnings**
- 101.INS Inline XBRL Instance Document* The instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document.
- 101.SCH Inline XBRL Taxonomy Extension Schema Document*
- 101.CAL Inline XBRL Taxonomy Calculation Linkbase Document*
- 101.LAB Inline XBBL Taxonomy Label Linkbase Document*
- 101.PRE Inline XBRL Taxonomy Pre otetion Linkbase DocumvDocumeyb

SIGNATURES

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

QURATE RETAIL, INC.

By:

Date: August 8, 2019

By: _____/s/ MICHAEL A.GEORGE

Michael A. George President and Chief Executive Officer

Date: August 8, 2019

/s/ BRIAN J. WENDLING

Brian J. Wendling Senior Vice President, Controller and Principal Financial Officer (Principal Financial Officer and Principal Accounting Officer)

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I, Michael A. George, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Qurate Retail, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and

d) disclosed in this quarterly report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 8, 2019

/s/ MICHAEL A. GEORGE Michael A. George President and Chief Executive Officer

I, Brian J. Wendling, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Qurate Retail, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance $reg(\mathbf{n}a)$

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Certification

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of Qurate Retail, Inc., a Delaware corporation (the "Company"), does hereby certify, to such officer's knowledge, that:

The Quarterly Report on Form 10-Q for the period ended June 30, 2019 (the "Form 10-Q") of the Company fully complies with nii

