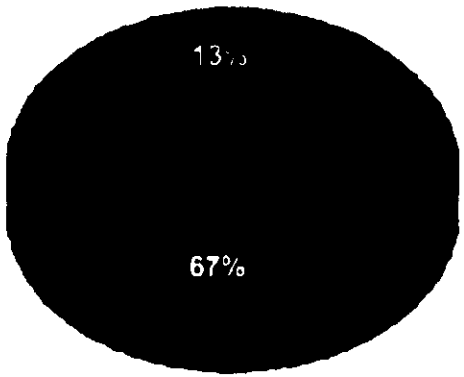
Leading Broadband Platform

Bill Schleyer
President and CEO
AT&T Broadband

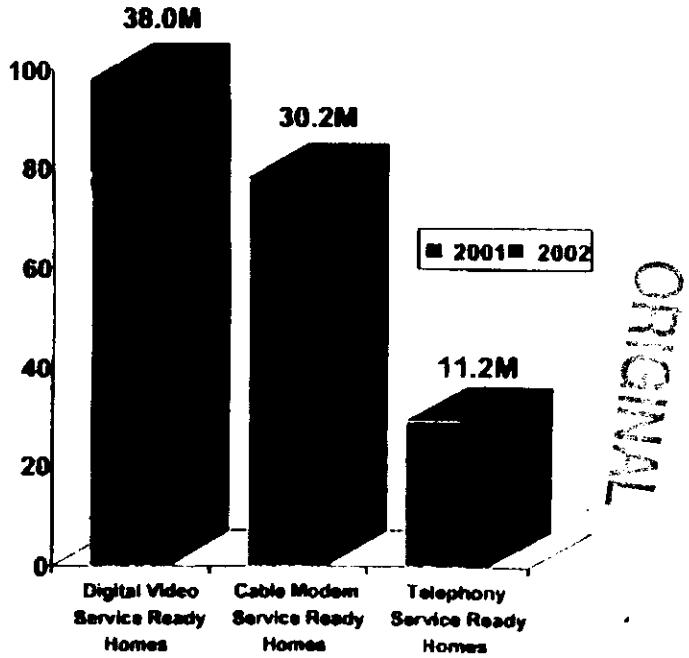
Powerful Platform for Growth

Pro Forma Plant Status(1)



750+ MHz
550-750 MHz
<550 MHz

Upgraded Homes as % of Homes Passed (2)



Upgraded plant positioned for growth in advanced services

Note: (1) Based on 13.8MM and 24.6MM homes passed for Comcast and AT&T Broadband, respectively
(2) Upgraded Service ready homes

AT&T Comcast. CORPORATION

ORIGINAL

AT&T BROADBAND-FCC-H3-0037

High Speed Data Network Migration

- Migration to self reliant high-speed data network
  - Improves control and cost
  - Increases overall network reliability, including redundant RDCs
  - Designed to support multiple ISPs
  - Enables ability to offer tiered packages
  - Enhanced product features (e.g. remote email)
- Long-term results
  - Increased customer satisfaction
  - Improved operating and long term financial results

AT&T Comcast. CORPORATION

AT&T BROADBAND-FCC-H3-0038

High Speed Data Network Migration

- Migration to self reliant high-speed data network
  - Improves control and cost
  - Increases overall network reliability, including redundant RDCs
  - Designed to support multiple ISPs
  - Enables ability to offer tiered packages
  - Enhanced product features (e.g. remote email)
- Long-term results
  - Increased customer satisfaction
  - Improved operating and long term financial results

AT&T Comcast. CORPORATION

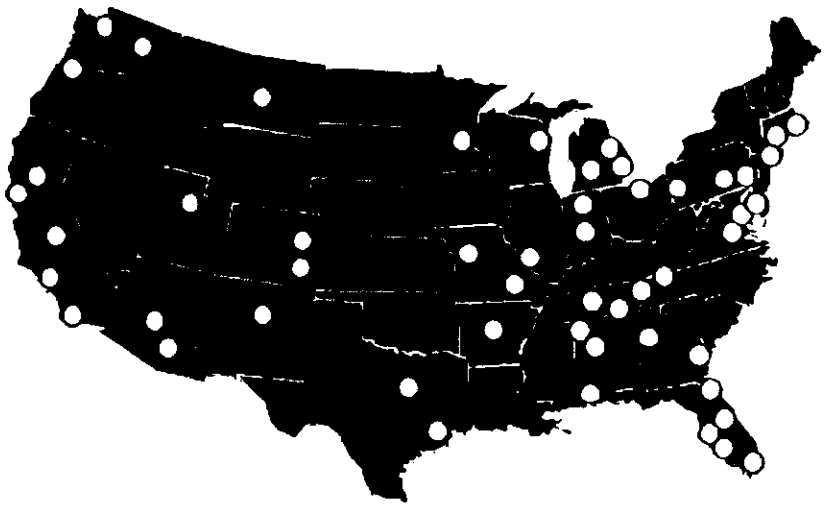
AT&T BROADBAND-FCC-H3-0038

Powerful Telephony Footprint

Telephony Footprint Comparable to RBOCs...

... with National Reach

	Homes Passed (M)	*Homes Connected (M)*
AT&T Comcast Corp	**38**	**1.0**
SBC	36	36
Verizon	33	33
BellSouth	15	15
Qwest	10	10
Cox	10	0.4



SBC
Qwest
Bell South
Verizon

Source: Wall Street equity estimates research and company reports

AT&T Comcast. CORPORATION

AT&T BROADBAND-FCC-H3-0039

Telephony Infrastructure in Place to Support Growth

- Infrastructure is in place to support telephony
  - Centralized infrastructure
  - Roll-out knowledge and process
  - AT&T Infrastructure
- Strong financial returns
  - Incremental EBITDA/Sub by 2003 - $300 annually
  - Incremental per sub capital cost $700 and declining
  - AT&T Broadband breakeven by Q102

AT&T Comcast Corp has the experience and infrastructure to rapidly deploy telephony more efficiently and quickly

AT&T Comcast. CORPORATION

AT&T BROADBAND-FCC-H3-0040

Value Creation Through Synergies

Steve Burke
President
Comcast Cable

Value Creation Through Synergies

Annual synergies approaching $2B

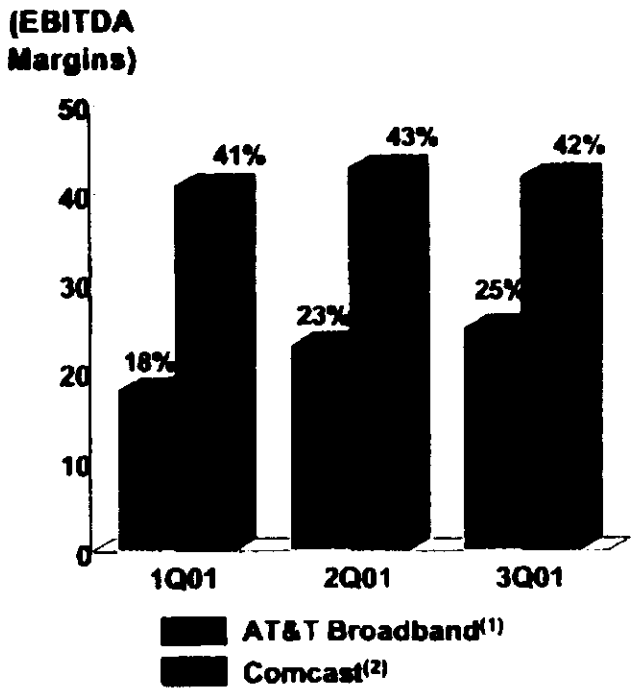
	Annual EBITDA Impact ($M)	Timing
Programming Cost Savings	$250-450	1-3 years
Continued Operating Efficiencies	$200-300	1-3 years
National Advertising Platform	$100-200	1-3 years
New Products	$100-200	3 years
Comcast Telephony	$600-800	5 years
Total	**$1,250-1,950**	
Net Present Value	$13,500	

AT&T Comcast. CORPORATION

AT&T BROADBAND-FCC-H3-0042

Value Creation Through Synergies

Substantial EBITDA margin improvement opportunity in addition to synergies



Comcast Margin	42%
AT&T Broadband Margin	25%
Difference	**17%**
AT&T Broadband '01 Revenue(3) x	$9.6B
Potential Margin Improvement	**$1.6B**

Projected EBITDA growth approaching 20%

Source: Company Reports
Notes: (1) AT&T Broadband margins exclude restructuring and other changes.
(2) Margins include 75% corporate overhead allocation.
(3) Annualized 3Q01 AT&T Broadband revenues.

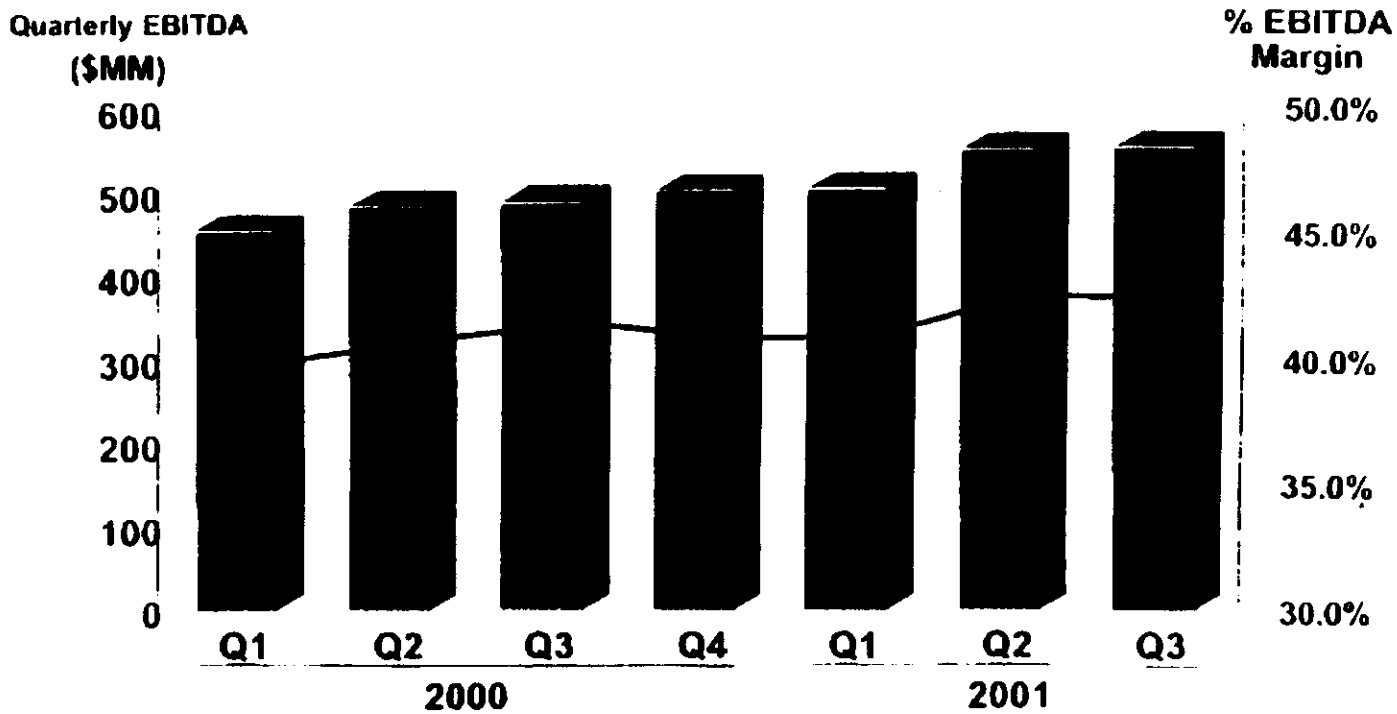
AT&T Comcast. CORPORATION

AT&T BROADBAND-FCC-H3-0043

Value Creation Through Synergies

Comcast's strong EBITDA margins maintained even as lower margin systems are integrated

- Comcast integrated 1.7 million subscribers in 2000 and 1.9 million subscribers in the first two quarters of 2001



Note: Margins include 75% corporate overhead allocation. Includes all system sales and swaps.

AT&T Comcast Corporation

AT&T BROADBAND-FCC-H3-0044

Value Creation Through Synergies

$5B + value content creation opportunity

- Scale enables cost-effective and profitable content creation
  - 22 million subscribers
  - Reduced risk in start-up phase
  - Access to quality programming
  - More attractive to advertising sponsors
- Leverages Comcast's success in content development to date
- Launch of additional channels will create significant value

AT&T Comcast. CORPORATION

AT&T BROADBAND-FCC-H3-0045

Financial Review

Chuck Noski
Chief Financial Officer
AT&T

Financially Powerful Combination with Strong Credit Position

- Estimated pro forma EBITDA of $4.6B
- Retains maximum financial and strategic flexibility
- Accelerating free cash flow provides additional debt capacity
- Focus on continued deleveraging activities
- Anticipate investment grade credit ratings

AT&T Comcast Corp will be financially strong and positioned for growth

Note: Financial data for AT&T Broadband based on 9 months annualized as of September 30, 2001. Financial data for Comcast represents 2001 estimate. EBITDA excludes other income, pretax equity earnings (losses), and asset impairment charges.

AT&T Comcast CORPORATION

AT&T BROADBAND-FCC-H3-0047

Pro Forma Financial Results

($ in Billions)	AT&T Broadband	Comcast	AT&T Comcast Corp
Revenue[1]	$9.0B	$9.0B	$18.0B
EBITDA[1]	$1.9B	$2.7B	$4.6B
EBITDA Margin	20.8%	30.3%	25.6%
Net Debt[2]	$17.3B	$9.7B	$27B

Target debt rating of strong BBB

(1) Financial data for AT&T Broadband based on 9 months annualized as of September 30, 2001. Financial data for Comcast represents LTM as of September 30, 2001. EBITDA excludes other income, pretax equity earnings (losses), and asset impairment charges.

(2) Net debt excluding QUIPS (Face amount $5 billion) and other liabilities.

AT&T Comcast. CORPORATION

AT&T BROADBAND-FCC-H3-0048

AT&T Communications Services: Deleveraging Progress

AT&T Consolidated Net Debt [1]
(Dollars in Billions)

YE00[2]	**$56.2B**
Today	**$35.6B**
Debt Assumed by AT&T Comcast Corp	**($17.3B)**

Key Drivers

- NTT DoCoMo ($9.8B)
- Japan Telecom ($1.3B)
- Non-core Cable Assets ($5.0B)
- AWE Split ($0.7B)
- AWE Debt-Equity Swap ($1.6B)
- AWE Residual Interest ($1.2B)
- Cablevision / RMG ($2.0B)
- Global Bond Offering / Refinance

+ $5B of Microsoft QUIPS Exchanged

AT&T Communications Services will remain in a strong capital position as the result of this transaction

(1) Net of monetizations and cash
(2) Includes debt from discontinued operations

AT&T Comcast Corporation

AT&T BROADBAND-FCC-H3-0049

Strength of AT&T Communications Services

AT&T Business

Revenue: $28.3B

EBITDA: $9.1B

AT&T Consumer

Revenue: $15.9B

EBITDA: $5.6B

AT&T Communications Services

Revenue: $44.2B

EBITDA: $14.7B

Net Debt: ~$18B

Note: Revenue and EBITDA shows LTM data as of September 30, 2001. EBITDA excludes other income, pretax equity earnings (losses), and asset impairment charges. Net debt expected for year-end 2001.

AT&T Comcast Corporation

AT&T BROADBAND-FCC-H3-0050

AT&T's Restructuring - Future

Activity	Estimated Timing
Deleveraging	On-going
Proxy Filing	First Quarter 2002
Shareholder Vote	Mid 2002
Consumer Tracker Distribution	2nd Half 2002
AT&T Comcast Corp Closing	Approximately 1 Year

AT&T Comcast. CORPORATION

AT&T BROADBAND-FCC-H3-0051

Realization of the Broadband Vision

AT&T Comcast CORPORATION

Revenues: $18.0B

EBITDA: $4.6B

- 38M homes passed, with 22M subscribers
- Potential for scaling new and innovative products and services to consumers
- Best value proposition to the consumer
- Experienced management and employees
- Projected EBITDA growth approaching 20%
- Financial strength and flexibility

Merger creates the leading entertainment, communications and information company

Note: Financial data for AT&T Broadband based on 9 months annualized as of September 30, 2001. Financial data for Comcast represents LTM as of September 30, 2001. EBITDA excludes other income, pretax equity earnings (losses), and asset impairment charges.

AT&T Comcast CORPORATION

AT&T BROADBAND-FCC-H3-0052