



Investor Presentation
December 20, 2001

Safe Harbor

Caution Concerning Forward-Looking Statements

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In some cases, you can identify those so-called “forward-looking statements” by words such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “potential,” or “continue,” or the negative of those words and other comparable words. AT&T Corp (“AT&T”) and Comcast Corporation (“Comcast”) wish to take advantage of the “safe harbor” provided for by the Private Securities Litigation Reform Act of 1995 and you are cautioned that actual events or results may differ materially from the expectations expressed in such forward-looking statements as a result of various factors, including risks and uncertainties, many of which are beyond the control of AT&T and Comcast. Factors that could cause actual results to differ materially include, but are not limited to (1) the businesses of Comcast and AT&T Broadband (“AT&T Broadband”) may not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected; (2) expected combination benefits from the transaction may not be fully realized or realized within the expected time frame; (3) revenues following the transaction may be lower than expected; (4) operating costs, customer loss and business disruption, including, without limitation, difficulties in maintaining relationships with employees, customers, clients or suppliers, may be greater than expected following the transaction; (5) the regulatory approvals required for the transaction may not be obtained on the proposed terms or on the anticipated schedule; (6) the effects of legislative and regulatory changes; (7) the potential for increased competition; (8) technological changes; (9) the need to generate substantial growth in the subscriber base by successfully launching, marketing and providing services in identified markets; (10) pricing pressures which could affect demand for Comcast’s services; (11) AT&T and Comcast’s ability to expand its distribution; (12) changes in labor, programming, equipment and capital costs; (13) AT&T and Comcast’s continued ability to create or acquire programming and products that customers will find attractive; (14) future acquisitions, strategic partnerships and divestitures; (15) general business and economic conditions; and (16) other risks described from time to time in AT&T and Comcast’s periodic reports filed with the Securities and Exchange Commission.

Safe Harbor

Additional Information and Where to Find it

In connection with the proposed merger, AT&T and Comcast will file a joint proxy statement/prospectus with the Securities and Exchange Commission. INVESTORS AND SECURITY HOLDERS ARE ADVISED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS WHEN IT BECOMES AVAILABLE, BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders may obtain a free copy of the joint proxy statement/prospectus (when available) and other documents filed by AT&T and Comcast with the Commission at the Commission's web site at <http://www.sec.gov>. Free copies of the joint proxy statement/prospectus, once available, and each company's other filings with the Commission may also be obtained from the respective companies. Free copies of AT&T's filings may be obtained by directing a request to AT&T Corp., 295 North Maple Avenue, Basking Ridge NJ 07920. Free copies of Comcast's filings may be obtained by directing a request to Comcast, 1500 Market Street, Philadelphia PA 19102.

Participants in the Solicitation

AT&T, Comcast and their respective directors, executive officers and other members of their management and employees may be soliciting proxies from their respective stockholders in favor of the merger. Information concerning persons who may be considered participants in the solicitation of AT&T's and Comcast's stockholders under the rules of the Commission is set forth in public filings filed by AT&T and Comcast with the Commission and will be set forth in the Joint Proxy Statement/Prospectus when it is filed with the Commission.

Realization of the Broadband Vision

Mike Armstrong
Chairman and CEO
AT&T

Realization of the Broadband Vision



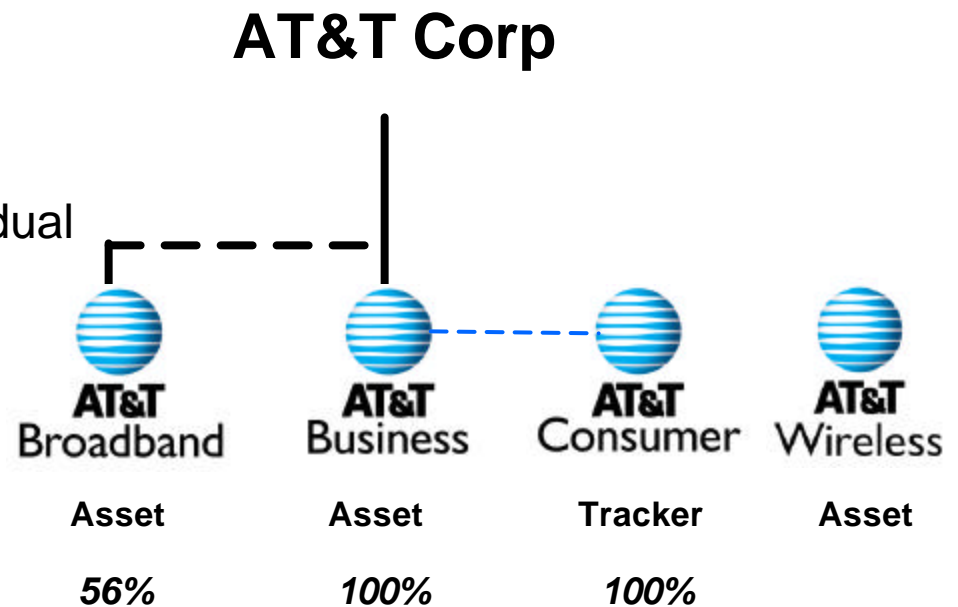
- More services to more people, more quickly
- Maximizes shareholder value

**Creates one of the most powerful communications
media and entertainment companies in the world**

Rationale for AT&T Restructuring

Combination of AT&T Broadband and Comcast furthers the AT&T restructuring plan

- Financial strength to realize growth opportunities
- Greater transparency of results
- Separate currencies that track individual businesses
- Direct stock-based reward system for employees
- Appeals to distinct sets of investors



Accelerates execution of the multi-product broadband strategy

Strength of AT&T Communications Services

AT&T Business

- 4M+ customers
- \$14B growth businesses base (Data/IP, Local)
- Leader in enterprise customer relationships

AT&T Consumer

- ~60M customers
- Leader in long distance voice
- Developing integrated service offerings



AT&T Communications Services

Revenues: \$44.2B

EBITDA: \$14.7B

AT&T Communications Services is an industry leader

Note: LTM data as of September 30, 2001. EBITDA excludes other income, pretax equity earnings (losses), and asset impairment charges.

Realization of the Broadband Vision



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.

Transaction Summary

- Merger between Comcast and AT&T Broadband
- Tax-free spin-off to shareholders
- Values AT&T Broadband at \$72 billion, implying \$4,500 per sub
- Microsoft converting \$5 billion of QUIPS for up to 115 million AT&T Comcast Corp shares
- AT&T shareholders will receive approximately 0.34 of AT&T Comcast Corp Class A shares for each share of AT&T (subject to adjustment)
- AT&T shareholders will own 56% of the economics and 66% of the vote of the new company

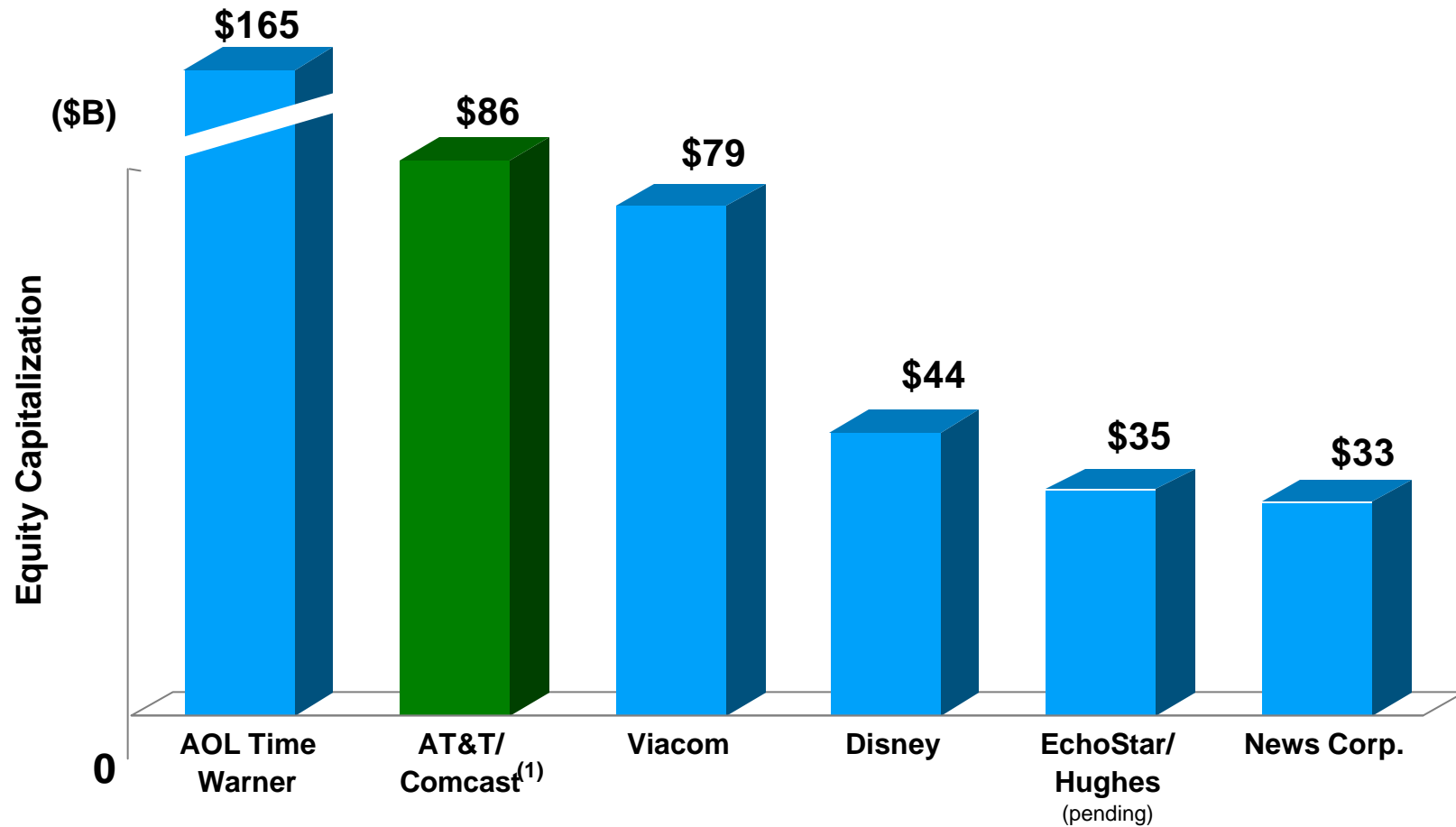
(1) Value includes TWE and other non core cable assets.

(2) Approximately 1.235B Comcast shares based on current shares outstanding.

Transaction Summary

- Company Name: AT&T Comcast Corp
- "Best of both teams" management approach
- Five Board members from each company plus 2 independent
- Executive transition team led by proven experts selected from both companies
- Headquarters: Philadelphia, with executive offices in New York area
- Well positioned for regulatory approvals
- Closing expected by year-end 2002

Transaction Summary



AT&T Comcast Corp: A “must own” large-cap growth stock

Note: (1) Equity values based on 20 day trading average ending 12/18/2001. AT&T Comcast Corp based on pro forma value implied by Comcast price. Value reflects conversion of Microsoft QUIPS for up to 115 million AT&T Comcast Corp shares.

Powerful Platform for Growth

Brian Roberts
President
Comcast Corporation

Powerful Platform for Growth

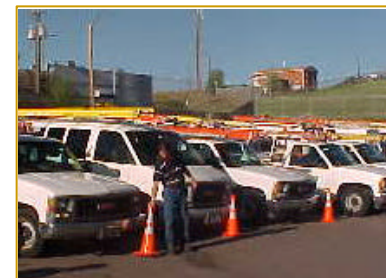
Creates one of the most powerful communications media and entertainment companies in the world

- Unparalleled scale and scope
- The leader in advanced services
- Realizing the telephony opportunity
- Creating value through content
- Maximizing cost synergies and revenue enhancement

Powerful Platform for Growth

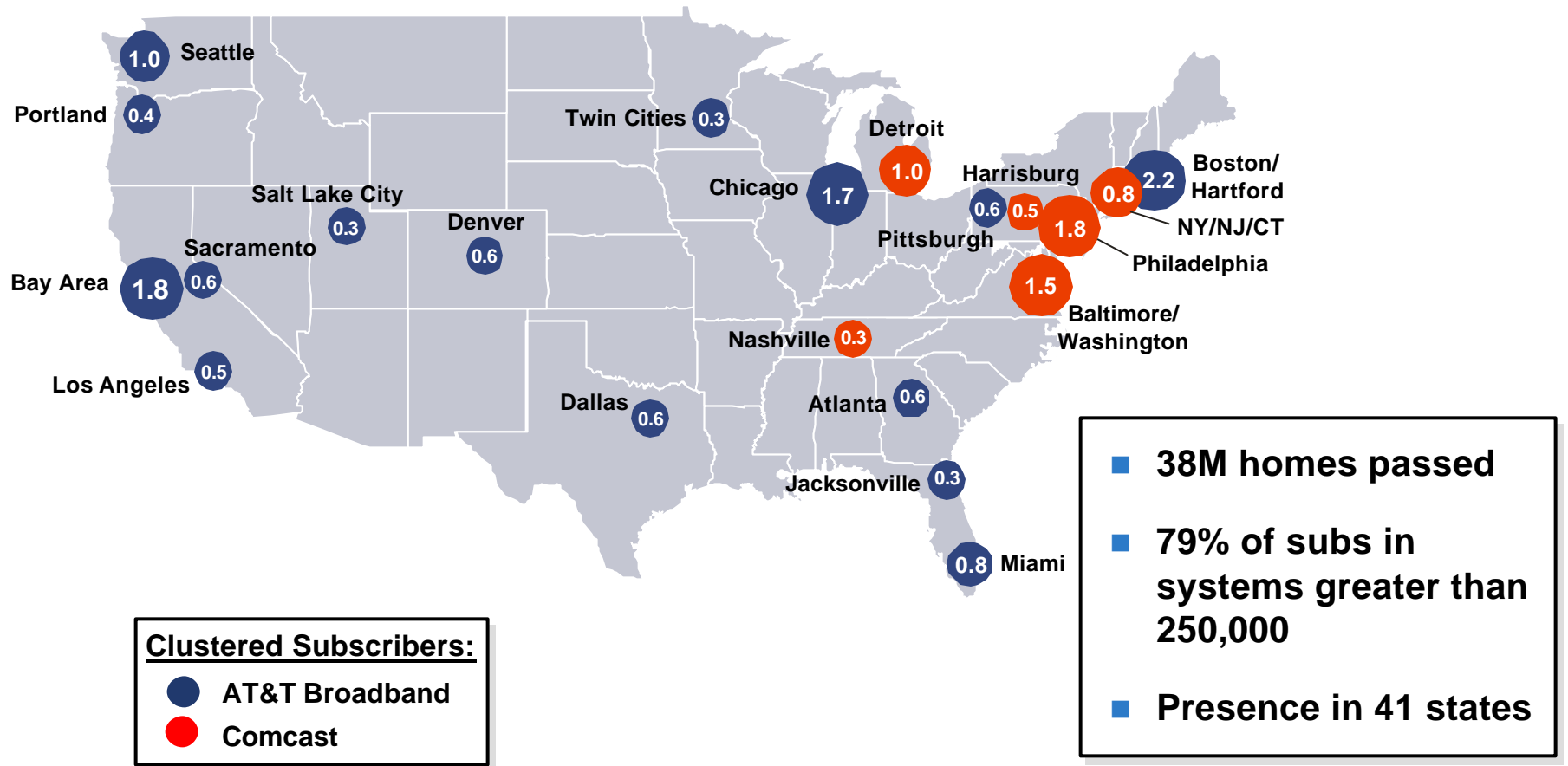
Diligence Assessment – What Did We Find?

- Strong foundation in place to drive future growth
- Best and most highly clustered industry footprint
- Consolidation and integration of operating activities and facilities largely complete
- Telephony and data infrastructure investments were behind them -- just beginning to realize scale benefits
- Highly committed workforce: “Best of Both”



Powerful Platform for Growth

Best and most highly clustered industry footprint

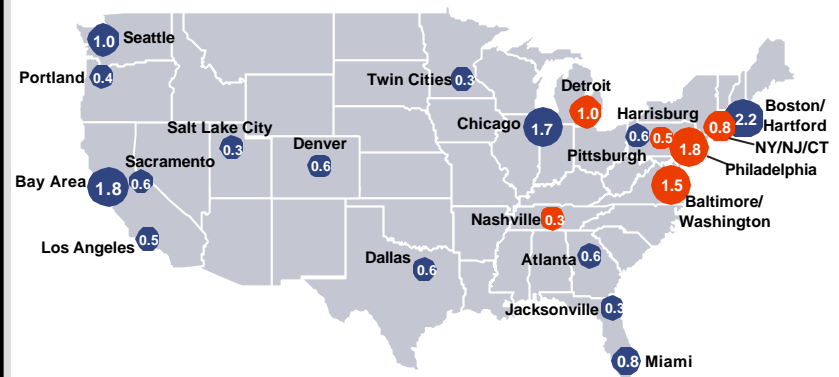


Powerful Platform for Growth

A national market presence

Top 20 DMAs	Subs in 000s
1. New York, NY	670
2. Los Angeles, CA	530
3. Chicago, IL	1,750
4. Philadelphia, PA	1,790
5. San Francisco-Oakland-San Jose, CA	1,830
6. Boston, MA	1,680
7. Dallas-Fort Worth, TX	560
8. Washington, DC	860
9. Detroit, MI	830
10. Atlanta, GA	680
11. Houston, TX	--
12. Seattle-Tacoma, WA	960
13. Tampa/St. Petersburg-Sarasota, FL	210
14. Minneapolis-St. Paul, MN	340
15. Cleveland, OH	90
16. Miami/Ft Lauderdale, FL	780
17. Phoenix, AZ	--
18. Denver, CO	620
19. Sacramento-Stockton-Modesto, CA	550
20. Pittsburgh, PA	620

- Leader in 8 of top 10 DMAs
- 70% of subscribers in top 20 DMAs
- Major presence in 17 of the top 20 DMAs



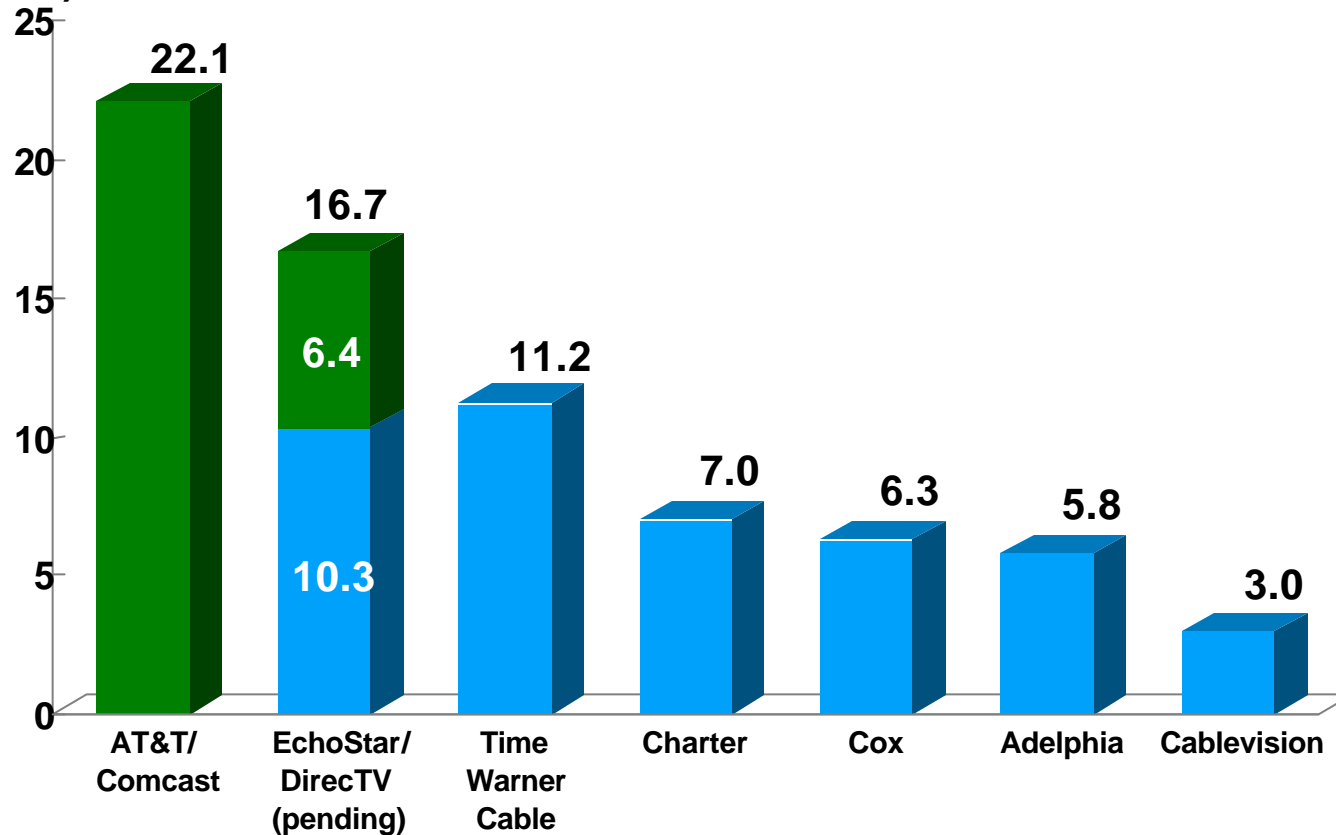
Source: Wall Street equity research.

Powerful Platform for Growth

Scale drives accelerated broadband deployment

2001E Subscribers

(MM)



Source: Wall Street equity research.

Powerful Platform for Growth

Scale drives accelerated broadband deployment

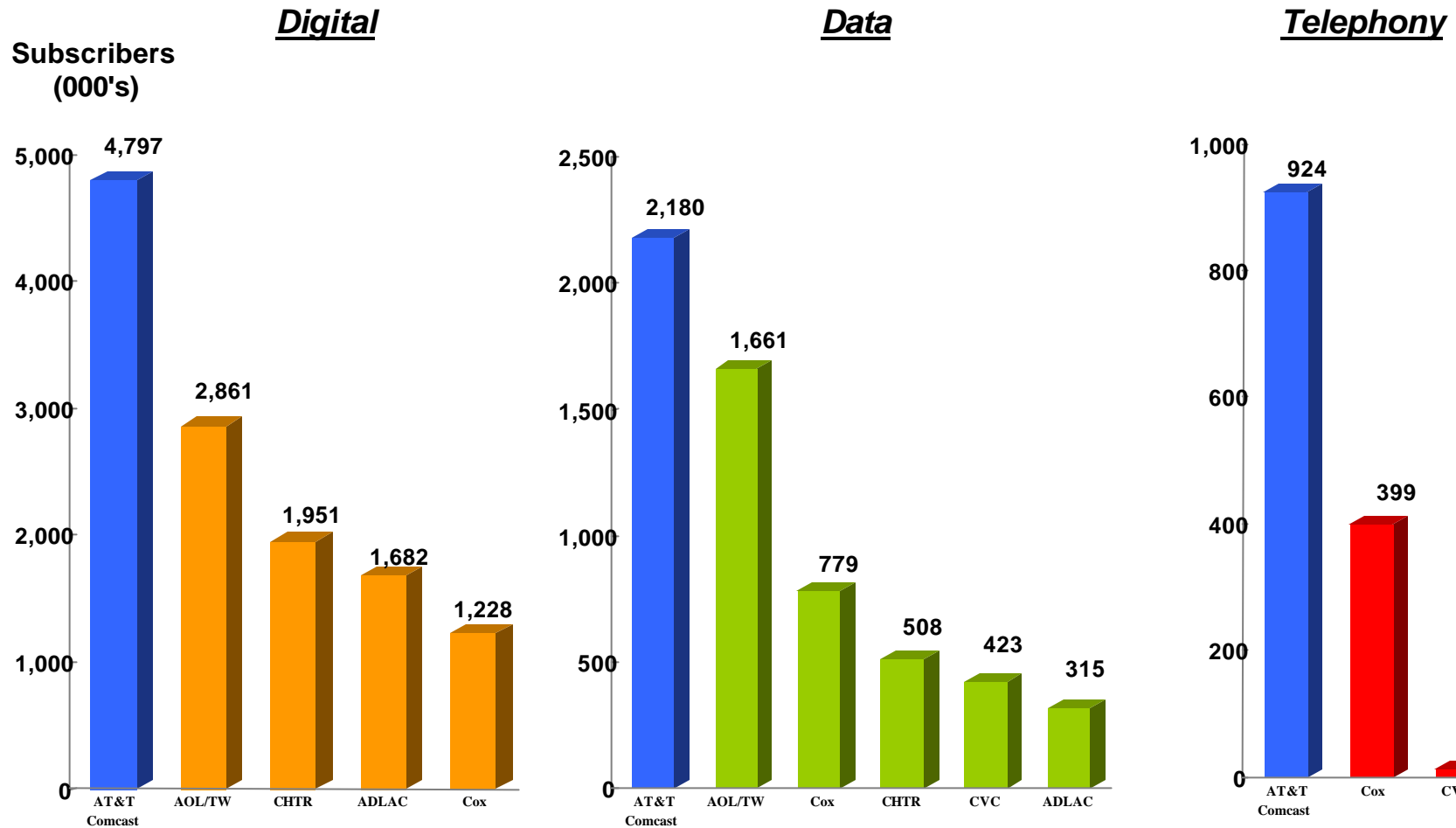
- Deploy new products and services
 - Telephony
 - VOD
 - SVOD
 - Home networking
 - Interactive TV

- Develop new, and leverage existing, programming content

The logo for QVC, featuring the letters 'QVC' in a stylized, red, serif font.The logo for The Golf Channel, featuring a teal 'G' with a white outline, and the text 'THE GOLF CHANNEL' in a black, sans-serif font below it.The logo for Comcast SportsNet, featuring the word 'comcast' in a black, sans-serif font with a red circle around the 'c', and 'SportsNet' in a red, sans-serif font below it.

Powerful Platform for Growth

Leading Provider of Advanced Services



Source: Data as of Company reports on 9/30/01.

Powerful Platform for Growth

Value creation by leveraging AT&T's telephony expertise

- Telephony footprint with national reach
- AT&T telephony infrastructure leverageable and scaleable into Comcast footprint
- Initial rollout to 1 million Comcast homes
 - Initial Comcast markets - Philadelphia and Detroit
- Strong focus on building long term economic value
- Enhances growth profile of combined company

Powerful Platform for Growth

Comcast record of content value creation benefits all shareholders

		<u>Value Today</u>
	<ul style="list-style-type: none"> • More than Tripled OCF in 7 years • \$209M in 1994 to \$700M in 2001 	\$13 - \$15B
	<ul style="list-style-type: none"> • 60% subscriber growth in 4 years • 46M in 1997 to 75M at YE01 	\$1.5 - \$2.5B
	<ul style="list-style-type: none"> • 15M subscribers today growing to 40M by YE04 	\$300 - \$500M
	<ul style="list-style-type: none"> • 200% subscriber growth in 4 years • 14M in 1997 to 46M at YE01 	\$1.0 - \$1.5B
	<ul style="list-style-type: none"> • 120% subscriber growth since 1998 • 17M in 1998 to 37M at YE01 	\$500 - \$700M
	<ul style="list-style-type: none"> • Regional sports network covers 8.2M subscribers and entire Mid-Atlantic customer base 	\$300 - \$500M
		\$16.6 - \$20.7B

Source: Wall Street equity research estimates.
Value represents 100% of the equity for each entity.

Powerful Platform for Growth

Comcast's superior currency has outperformed its peers and the market⁽¹⁾

	<u>1 Year</u>	<u>3 Years</u>	<u>5 Years</u>	<u>10 Years</u>
Comcast	(0.3%)	11%	34%	22%
Cable Composite ⁽²⁾	(21%)	4%	32%	13%
Nasdaq	(21%)	(2%)	9%	14%
S&P 500	(12%)	(1%)	9%	11%

Notes: (1) All performance measurements calculated through 12/19/01.

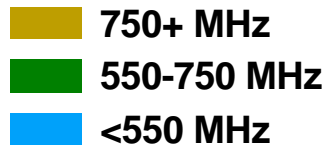
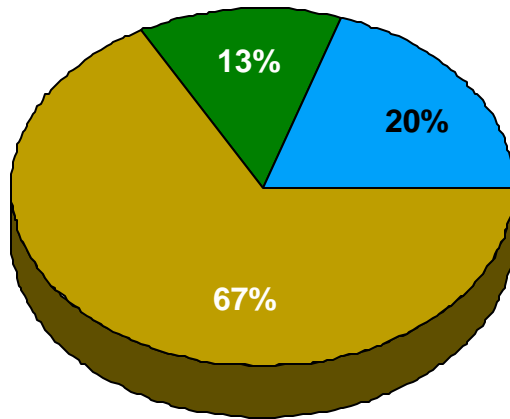
(2) Consists of Adelphia, Cablevision, Charter and Cox.

Leading Broadband Platform

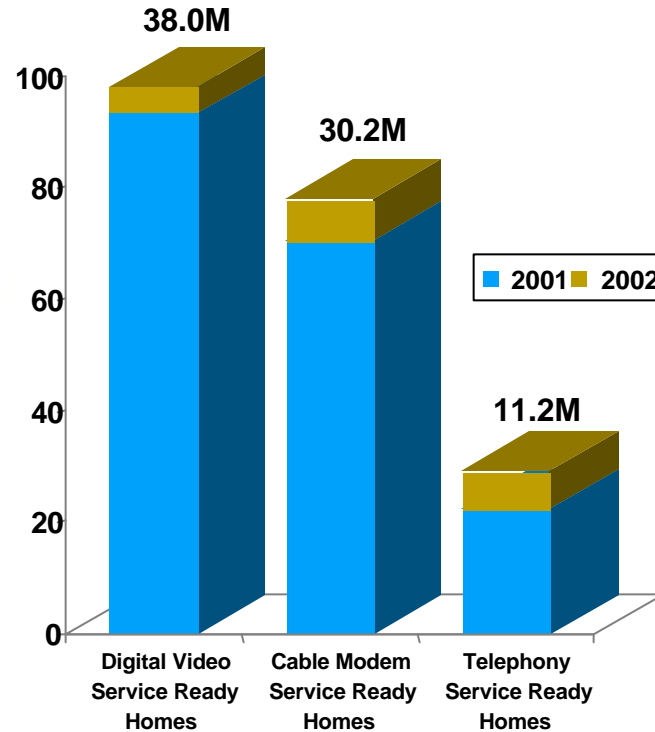
Bill Schleyer
President and CEO
AT&T Broadband

Powerful Platform for Growth

Pro Forma Plant Status⁽¹⁾



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

High Speed Data Network Migration

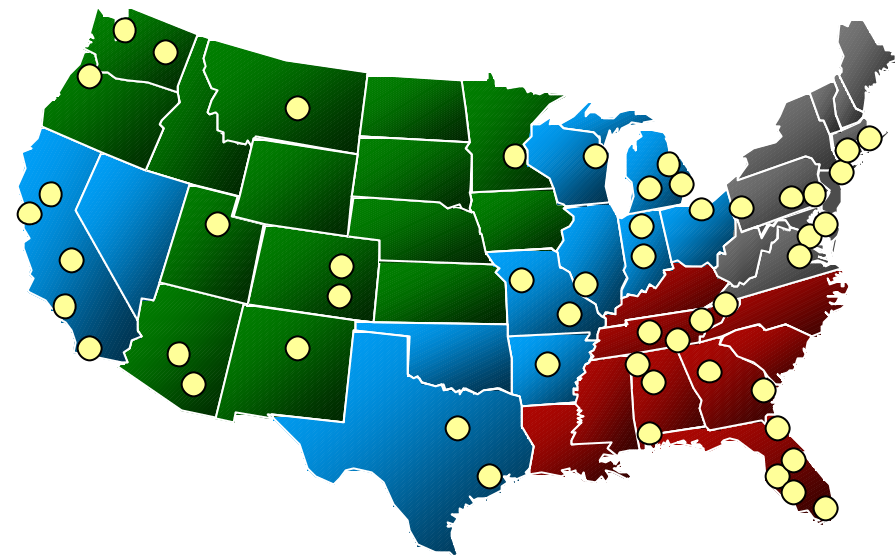
- Migration to self reliant high-speed data network
 - Improves control and cost
 - Increases overall network reliability, including redundant RDCs
 - Designed to support multiple ISPs
 - Enables ability to offer tiered packages
 - Enhanced product features (e.g. remote email)
- Long-term results
 -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

Powerful Telephony Footprint

Telephony Footprint
Comparable to RBOCs...

... with National Reach

	<u>Homes Passed (M)</u>	<u>Homes Connected (M)</u>
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

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

Value Creation Through Synergies

Steve Burke
President
Comcast Cable

Value Creation Through Synergies

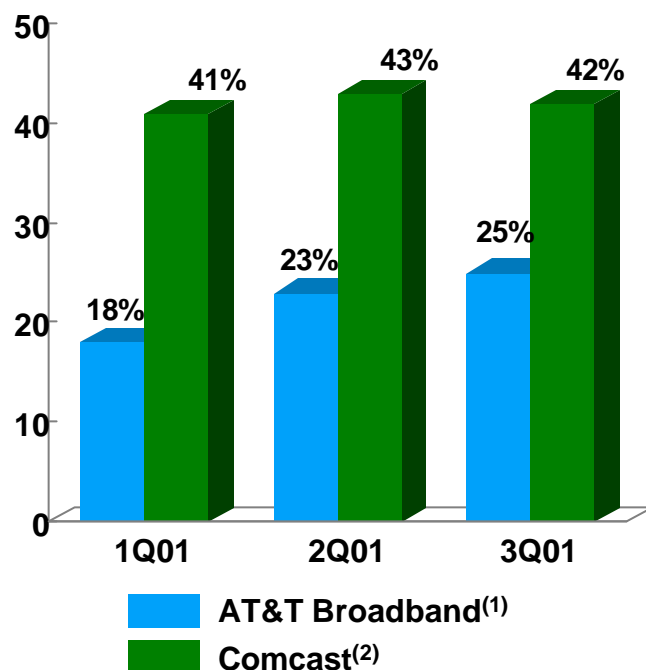
Annual synergies approaching \$2B

	<u>Annual EBITDA Impact (\$M)</u>	<u>Timing</u>
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	<u>\$600-800</u>	5 years
Total	\$1,250-1,950	
Net Present Value	\$13,500	

Value Creation Through Synergies

**Substantial EBITDA margin improvement opportunity
in addition to synergies**

(EBITDA
Margins)



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.

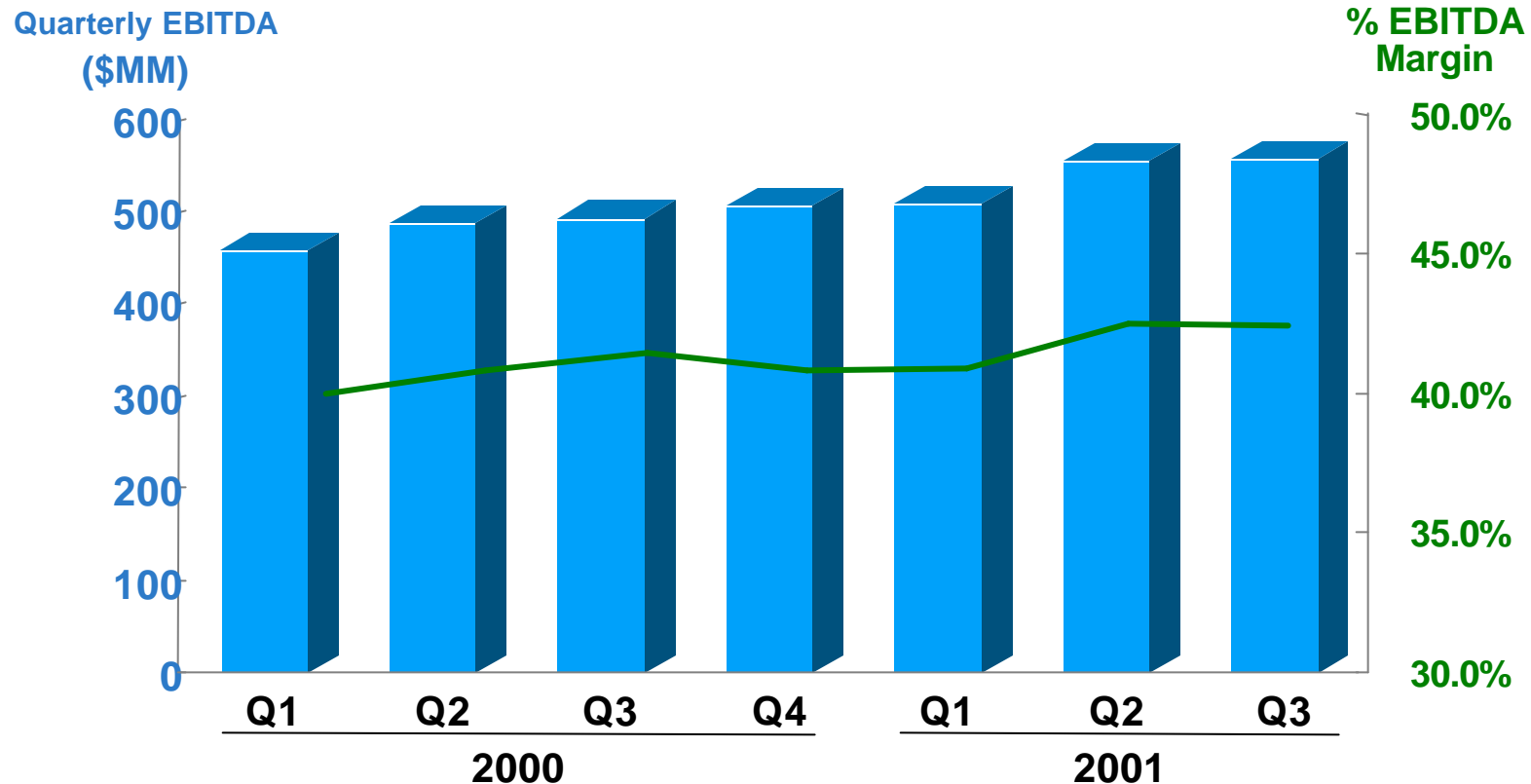
(2) Margins include 75% corporate overhead allocation.

(3) Annualized 3Q01 AT&T Broadband revenues.

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.

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

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.

Pro Forma Financial Results

(\$ in Billions)	<u>AT&T Broadband</u>	<u>Comcast</u>	<u>AT&T Comcast Corp</u>
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 Communications Services: Deleveraging Progress

AT&T Consolidated Net Debt ⁽¹⁾

(Dollars in Billions)

YE00⁽²⁾

\$56.2B

Today

\$35.6B

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

**Debt Assumed by
AT&T Comcast Corp**

(\$17.3B)

+ \$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.

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's Restructuring - Future

Activity

- Deleveraging
- Proxy Filing
- Shareholder Vote
- Consumer Tracker Distribution
- AT&T Comcast Corp Closing

Estimated Timing

- On-going
- First Quarter 2002
- Mid 2002
- 2nd Half 2002
- Approximately 1 Year

Realization of the Broadband Vision



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