

FORM 3 (continued)

Table II -- Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|-----------------|--|-----------------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares (1) | | | |
| | | | | | (1) | | |
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Explanation of Responses:

- (1) Shares and options to purchase shares of Issuer common stock were acquired pursuant to the merger of each of Comcast Holdings Corporation (formerly named Comcast Corporation) and AT&T Broadband Corp. with wholly-owned subsidiaries of the Issuer. These acquisitions will be reported on Form 4 on November 20, 2002.

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/s/ Michael I. Sovern

November 18, 2002

** Signature of Reporting Person
Michael I. Sovern

Date

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Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note:

File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.