SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No)*
Liberate Technologies
(Name of Issuer)
Common Stock,
\$.01 par value
(Title of Class of Securities)
530129105
(CUSIP Number)
Arthur R. Block, Esq.
Comcast Corporation 1500 Market Street
Philadelphia , PA 19102-1700
215-665-1700
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
January 14, 2005
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(g), check the following box0.

Note . Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for other parties to whom copies are to be sent.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

Page 1 of 20

CUSIP No. 530129105 13D Page 2 of 20 Pages

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Comcast Corporation	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o

^{*} The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

	<u> </u>				
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
	Not applicable.				
5	CHECK BOX IF DISCLOSURE	OF LEC	GAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		
6	CITIZENSHIP OR PLACE OF O	RGANI			
	Pennsylvania				
		7	SOLE VOTING POWER		
			0		
		8	SHARED VOTING POWER		
BENI	UMBER OF SHARES EFICIALLY OWNED BY		12,566,233 (including shares issuable upon exercise of warrants)		
EACI	EACH REPORTING PERSON WITH		SOLE DISPOSITIVE POWER		
			0		
		10	SHARED DISPOSITIVE POWER		
			533,332 (including shares issuable upon exercise of warrants)		
11	AGGREGATE AMOUNT BENEF	FICIAL	LY OWNED BY EACH REPORTING PERSON*		
	12,566,233 (including shares issua	ble upo	on exercise of warrants)		
12	CHECK BOX IF THE AGGREGA	ATE AN	MOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
11.8%					
14	TYPE OF REPORTING PERSON	ſ			
	CO				

^{*} See responses to Items 5(a), 5(b) and 6.

CUSIP No. 530129105 13D Page 3 of 20 Pages

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Comcast Holdings Corporation
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) >
3	SEC USE ONLY
4	SOURCE OF FUNDS Not applicable.
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION Pennsylvania

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON		7	SOLE VOTING POWER 0	
	WITH	8	SHARED VOTING POWER	
			12,566,233 (including shares issuable upon exercise of warrants)	
		9	SOLE DISPOSITIVE POWER	
			o	
		10	SHARED DISPOSITIVE POWER	
			533,332 (including shares issuable upon exercise of warrants)	
11	AGGREGATE AMOUNT BENEF	ICIAL	LY OWNED BY EACH REPORTING PERSON*	
	12,566,233 (including shares issual	ole upo	on exercise of warrants)	
12	12 CHECK BOX IF THE AGGREGA 13 PERCENT OF CLASS REPRESE		MOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0
13			BY AMOUNT IN ROW (11)	
	11.8%			
14	TYPE OF REPORTING PERSON			
	СО			

^{*} See responses to Items 5(a), 5(b) and 6.

CUSIP No. 530129105 13D Page 4 of 20 Pages

1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
Comcast Technology, Inc.				
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			(a) o	
			(a) 0 (b) x	
SEC USE ONLY				
SOURCE OF FUNDS				
Not applicable.				
CHECK BOX IF DISCLOSURE	BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(ϵ			
CITIZENSHIP OR PLACE OF C	ORGANI	ZATION		
Delaware				
	7	SOLE VOTING POWER		
		0		
	8	SHARED VOTING POWER*		
NUMBER OF SHARES BENEFICIALLY OWNED BY		12,566,233 (including shares issuable upon exercise of warrants)		
CH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER		
		0		
		SHARED DISPOSITIVE POWER		
		533,332 (including shares issuable upon exercise of warrants)		
	I.R.S. IDENTIFICATION NO. O Comcast Technology, Inc. CHECK THE APPROPRIATE B SEC USE ONLY SOURCE OF FUNDS Not applicable. CHECK BOX IF DISCLOSURE CITIZENSHIP OR PLACE OF O Delaware NUMBER OF SHARES IEFICIALLY OWNED BY CH REPORTING PERSON	I.R.S. IDENTIFICATION NO. OF ABOVE Comcast Technology, Inc. CHECK THE APPROPRIATE BOX IF A SEC USE ONLY SOURCE OF FUNDS Not applicable. CHECK BOX IF DISCLOSURE OF LECTOR OF COMPANY OF PLACE OF ORGANY Delaware 7 8 NUMBER OF SHARES SEFICIALLY OWNED BY CH REPORTING PERSON 9	LR.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Comcast Technology, Inc. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY SOURCE OF FUNDS Not applicable. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER 0 8 SHARED VOTING POWER* 12,566,233 (including shares issuable upon exercise of warrants) 9 SOLE DISPOSITIVE POWER 0 10 SHARED DISPOSITIVE POWER	

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*
	12,566,233 (including shares issuable upon exercise of warrants)
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
	0
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	11.8%
14	TYPE OF REPORTING PERSON
	со

^{*} See responses to Items 5(a), 5(b) and 6.

CUSIP No. 530129105	13D	Page 5 of 20 Pages
---------------------	-----	--------------------

1	NAME OF REPORTING PERSO	_	AT DEDGONG (ENTERFEE ONLY)	
	/E PERSONS (ENTITIES ONLY)			
	s, Inc.			
2	CHECK THE APPROPRIATE E	BOX IF A	A MEMBER OF A GROUP	(a) o
				(b) x
3	3 SEC USE ONLY			
4	SOURCE OF FUNDS			
	Not applicable.			
5	CHECK BOX IF DISCLOSURE	E OF LEC	GAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	
				0
6	CITIZENSHIP OR PLACE OF	ORGANI	IZATION	
	Delaware			
	•	7	SOLE VOTING POWER	
			0	
		8	SHARED VOTING POWER*	
	JMBER OF SHARES FICIALLY OWNED BY		12,566,233 (including shares issuable upon exercise of warrants)	
	I REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER*	
	WIIII		0	
		10	SHARED DISPOSITIVE POWER	
			533,332 (including shares issuable upon exercise of warrants)	
11	AGGREGATE AMOUNT BENI	EFICIAL	LY OWNED BY EACH REPORTING PERSON*	
	12,566,233 (including shares issu	uable upo	on exercise of warrants)	
12	CHECK BOX IF THE AGGREG	GATE AN	MOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
				0
13	PERCENT OF CLASS REPRES	SENTED	BY AMOUNT IN ROW (11)	
	11.8%			
14	TYPE OF REPORTING PERSO)N		
	CO			

CUSIP No. 530129105 13D Page 6 of 20 Pages

1	NAME OF REPORTING PERSO I.R.S. IDENTIFICATION NO. O		/E PERSONS (ENTITIES ONLY)		
	Comcast of Michigan, LLC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
				(a) o (b) x	
3	3 SEC USE ONLY				
4	SOURCE OF FUNDS				
	Not applicable.				
5	CHECK BOX IF DISCLOSURE	OF LEG	GAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		
				0	
6	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware	ı	T		
		7	SOLE VOTING POWER		
			0		
		8	SHARED VOTING POWER*		
	UMBER OF SHARES EFICIALLY OWNED BY		12,566,233 (including shares issuable upon exercise of warrants)		
EAC	H REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER		
			0		
		10	SHARED DISPOSITIVE POWER*		
			533,332 (including shares issuable upon exercise of warrants)		
11	AGGREGATE AMOUNT BENE	EFICIAL	LY OWNED BY EACH REPORTING PERSON*		
	12,566,233 (including shares issu	able upo	on exercise of warrants)		
12	CHECK BOX IF THE AGGREC	SATE AN	MOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0	
13	PERCENT OF CLASS REPRES	ENTED	BY AMOUNT IN ROW (11)		
	11.8%				
14 TYPE OF REPORTING PERSON					
	00				

^{*} See responses to Items 5(a), 5(b) and 6.

CUSIP No. 530129105 13D Page 7 of 20 Pages

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Comcast MO of Delaware, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

				(a) o (b) x
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	Not applicable.			
5	CHECK BOX IF DISCLOSURE	OF LEG	GAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	0
6	CITIZENSHIP OR PLACE OF C	RGAN	IZATION	
	Delaware			
		7	SOLE VOTING POWER	
			0	
		8	SHARED VOTING POWER*	
BENI	UMBER OF SHARES EFICIALLY OWNED BY		12,566,233 (including shares issuable upon exercise of warrants)	
EACI	H REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER	
			0	
		10	SHARED DISPOSITIVE POWER*	
	_		533,332 (including shares issuable upon exercise of warrants)	
11	AGGREGATE AMOUNT BENE	FICIAL	LY OWNED BY EACH REPORTING PERSON*	
	12,566,233 (including shares issu			
12	CHECK BOX IF THE AGGREG	ATE A	MOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0
13	PERCENT OF CLASS REPRESE	ENTED	BY AMOUNT IN ROW (11)	
	11.8%			
14	TYPE OF REPORTING PERSOI	N		
	00			

^{*} See responses to Items 5(a), 5(b) and 6.

CUSIP No. 530129105 13D Page 8 of 20 Pages

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Comcast MO Group, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS Not applicable.	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	0
6	CITIZENSHIP OR PLACE OF ORGANIZATION	

	Delaware		
		7	SOLE VOTING POWER
			0
			SHARED VOTING POWER*
	MBER OF SHARES FICIALLY OWNED BY		12,566,233 (including shares issuable upon exercise of warrants)
EACH	REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
			0
			SHARED DISPOSITIVE POWER*
			533,332 (including shares issuable upon exercise of warrants)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*		
	12,566,233 (including shares issuable upon exercise of warrants)		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		` ´
	0		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	11.8%		
14	TYPE OF REPORTING PERSON		
	со		

^{*} See responses to Items 5(a), 5(b) and 6.

CUSIP No. 530129105 13D Page 9 of 20 Pages

1		NAME OF REPORTING PERSON			
	Comcast of Georgia, Inc.	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Comcast of Georgia, Inc.			
2	CHECK THE APPROPRIATE	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) 0			
				(b) x	
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
	Not applicable.				
5	CHECK BOX IF DISCLOSUR	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)			
				0	
6	CITIZENSHIP OR PLACE OF	CITIZENSHIP OR PLACE OF ORGANIZATION			
	Colorado				
	NUMBER OF SHARES NEFICIALLY OWNED BY	7	SOLE VOTING POWER		
	CH REPORTING PERSON		0		
	WITH	8	SHARED VOTING POWER*		
			12,566,233 (including shares issuable upon exercise of warrants)		
			SOLE DISPOSITIVE POWER		
			0		
			SHARED DISPOSITIVE POWER*		
			I		

	533,332 (including shares issuable upon exercise of warrants)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*
	12,566,233 (including shares issuable upon exercise of warrants)
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
	0
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	11.8%
14	TYPE OF REPORTING PERSON
	СО

^{*} See responses to Items 5(a), 5(b) and 6.

CUSIP No. 530129105	13D	Page 10 of 20 Pages	
---------------------	-----	---------------------	--

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Comcast STB Software LIB, LLC			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
				(a) o (b) x
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	Not applicable.			
5	CHECK BOX IF DISCLOSUR	E OF LEG	GAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	
				0
6	CITIZENSHIP OR PLACE OF	ORGAN	IZATION	
	Delaware			
	•	7	SOLE VOTING POWER	
			0	
		8	SHARED VOTING POWER*	
	IUMBER OF SHARES EFICIALLY OWNED BY		12,566,233 (including shares issuable upon exercise of warrants)	
EAC	H REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER	
			0	
		10	SHARED DISPOSITIVE POWER*	
			533,332 (including shares issuable upon exercise of warrants)	
11	AGGREGATE AMOUNT BEN	EFICIAL	LY OWNED BY EACH REPORTING PERSON*	
	12,566,233 (including shares iss	uable upo	on exercise of warrants)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0			
13	PERCENT OF CLASS REPRES	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	11.8%			
14	TYPE OF REPORTING PERSON			

00

* See responses to Items 5(a), 5(b) and 6.

CUSIP No. 530129105 13D Page 11 of 20 Pages

	т				
1	NAME OF REPORTING PERSO I.R.S. IDENTIFICATION NO. O	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
	Double C Technologies, LLC				
2	CHECK THE APPROPRIATE B	OX IF A	A MEMBER OF A GROUP		
				(a) o (b) x	
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
	Not applicable.				
5	CHECK BOX IF DISCLOSURE	OF LEC	GAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		
				0	
6	CITIZENSHIP OR PLACE OF C	RGANI	IZATION		
	Delaware				
			SOLE VOTING POWER		
			0		
			SHARED VOTING POWER*		
BEN	UMBER OF SHARES EFICIALLY OWNED BY		12,566,233 (including shares issuable upon exercise of warrants)		
EAC	H REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER		
			0		
		10	SHARED DISPOSITIVE POWER*		
			533,332 (including shares issuable upon exercise of warrants)		
11	AGGREGATE AMOUNT BENE	FICIAL	LLY OWNED BY EACH REPORTING PERSON*		
	12,566,233 (including shares issuable upon exercise of warrants)				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			0	
13	PERCENT OF CLASS REPRES.	ENTED	BY AMOUNT IN ROW (11)		
	11.8%				
14	TYPE OF REPORTING PERSON				
	00	00			

^{*} See responses to Items 5(a), 5(b) and 6.

Item 1. Security and Issuer.

The class of equity securities to which this statement relates is the common stock, \$0.01 par value per share (the "Shares"), of Liberate Technologies, a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at 2655 Campus Drive, Suite 250, San Mateo, California 94403.

Item 2. Identity and Background.

This statement is being filed jointly by the following persons (collectively, the "Reporting Persons"):

Double C Technologies, LLC, a Delaware limited liability company ("Double C");

- (2) Comcast STB Software LIB, LLC, a Delaware limited liability company ("Comcast STB");
 (3) Comcast of Georgia, Inc., a Colorado corporation ("Comcast Georgia");
 (4) Comcast MO Group, Inc., a Delaware corporation ("Comcast MO Group");
 (5) Comcast MO of Delaware LLC, a Delaware limited liability company ("Comcast MO LLC");
- (6) Comcast of Michigan, LLC, a Delaware limited liability company ("Comcast Michigan");
- (7) Comcast Cable Communications Holdings, Inc., a Delaware corporation ("CCHI");
- (8) Comcast Technology, Inc., a Delaware corporation ("Comcast Technology");
- (9) Comcast Holdings Corporation, a Pennsylvania corporation ("Comcast Holdings"); and
- (10) Comcast Corporation, a Pennsylvania corporation ("Comcast").

(1)

Upon the closing of the Transaction (as defined below), Comcast STB will own 66.67% of the membership interests of and control Double C. The remaining minority membership interests of Double C will be owned by Cox Communications Technology, L.L.C. ("Cox"), an indirect wholly-owned subsidiary of Cox Communications, Inc. Comcast STB is a wholly-owned subsidiary of Comcast.

Comcast Michigan is a wholly-owned subsidiary of Comcast MO LLC. Comcast MO LLC is a wholly-owned subsidiary of Comcast Georgia. Comcast Georgia is a wholly-owned subsidiary of CCHI. CCHI is a wholly-owned subsidiary of Comcast.

Comcast Technology is a wholly-owned subsidiary of Comcast Holdings. Comcast owns, directly and indirectly, all of the outstanding capital stock of Comcast Holdings.

The principal business of Double C is to consummate the Transaction and, thereafter, to own the North American business of the Issuer acquired in the Transaction. The principal business of Comcast STB is to hold membership interests in Double C and conduct other activities related to the Transaction. The principal business of each of Comcast Michigan, Comcast MO LLC, Comcast Georgia, Comcast MO Group and CCHI is the development, management and operation of broadband cable networks. Comcast Technology is a holding company. Comcast and Comcast Holdings are principally involved in the development, management and operation of broadband cable networks, and in the provision of programming content.

The principal business office of Comcast Technology is located at 1201 North Market Street, Suite 1000, Wilmington, Delaware 19801. The principal business office of each of the other Reporting Persons is located at 1500 Market Street, Philadelphia, Pennsylvania 19102.

The name, residence or business address, present principal occupation or employment and citizenship of each director and executive officer of the Reporting Persons is set forth on Schedule A to this Statement. None of the Reporting Persons, nor, to the best knowledge of the Reporting Persons, any person named in Schedule A to this Statement has, during the last five years, been convicted of a criminal proceeding (excluding traffic violations or

Page 12 of 20

similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

The Warrants (as defined below) were acquired by Comcast Technology, Comcast Georgia and Comcast Michigan as described in response to Item 6.

Double C has entered into the Voting Agreement (as defined below) described in response to Item 4. None of the Reporting Persons has expended any funds in connection with the Voting Agreement.

Item 4. Purpose of Transaction.

The Warrants were acquired by Comcast Technology, Comcast Georgia and Comcast Michigan as described in response to Item 6.

On January 9, 2005, the Issuer reached agreement to sell substantially all of the assets of its North American business to Double C. Under the terms of the agreement, Double C will receive substantially all of the assets, including patents and other intellectual property, and will assume certain liabilities related to the Issuer's North American business (the "Transaction"). The Issuer will receive cash consideration of approximately \$82 million. The parties will cross-license technology and intellectual property to one another following the closing for purposes of the continued conduct of their respective business. The asset purchase agreement (the "Asset Purchase Agreement") and certain other agreements relating to the Transaction, including the Voting Agreement, became effective on January 14, 2005, following the dismissal of the Issuer's appeal from the United States Bankruptcy Court for the Northern District of California (docketed as Case No. 04-31394-TEC). The Transaction is subject to approval by the Issuer's shareholders, Hart-Scott-Rodino antitrust approval, and other customary closing conditions.

In connection with the Transaction, David Lockwood, chairman and chief executive officer of the Issuer, and Lockwood Fund LLC (the "Principal Stockholders") entered into a Stockholder Voting Agreement with Double C, dated as of January 14, 2005 (the "Voting Agreement"), with respect to all Shares over which the Principal Stockholders exercise voting or investment power (as determined pursuant to Rule 13d-3(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) (the "Owned Shares"). The Owned Shares do not include those Shares which either Principal Stockholder has the right to acquire within 60 days but do include any Shares as to which a Principal Stockholder acquires Beneficial Ownership (as defined in the Voting Agreement) after execution of the Voting Agreement.

Pursuant to the Voting Agreement, each of the Principal Stockholders has appointed Double C and any designee of Double C as such Principal Stockholder's proxy and attorney-in-fact pursuant to the provisions of Section 212 of the Delaware General Corporation Law, as amended, to vote and act on each such Principal Stockholder's behalf and in each such Principal Stockholder's name, place and stead with respect to such Principal Stockholder's Owned Shares, at any annual, special or other meeting of the stockholders of the Issuer and at any adjournment or postponement of any such meeting and to act by written consent with respect to each such Principal Stockholder's Owned Shares. Each Principal Stockholder affirmed that the proxy is coupled with an interest and is irrevocable and agreed not to grant any subsequent proxy with respect to such Principal Stockholder's Owned Shares (except as provided below).

Each Principal Stockholder further irrevocably and unconditionally agreed (i) to appear, or otherwise cause the Owned Shares to be counted as present, at any shareholders' meeting held to vote upon the transactions contemplated by the Asset Purchase Agreement for purposes of establishing a quorum and to vote or consent, or cause to be voted or consented, the Owned Shares in favor of the Asset Purchase Agreement, the sale of assets provided for therein and the consummation of the transactions contemplated thereby; provided that such Principal Stockholder has received written notice within a reasonable period of time prior to any such meeting that Double C is unable to vote the Owned Shares at such meeting; (ii) to execute and deliver or cause to be executed and delivered any written consent in favor of the Transaction with respect to all of the Owned Shares; and (iii) with respect to any Owned Shares, not to vote, execute any written consent, enter into any other voting agreement or cause any of the

Page 13 of 20

foregoing actions in favor of any Alternative Proposal (as defined in the Asset Purchase Agreement and set forth below) or where such action would be inconsistent with or frustrate the purposes of the Asset Purchase Agreement or the Voting Agreement.

"Alternative Proposal" means (A) any proposal (whether or not in writing and whether or not delivered to the Issuer's stockholders generally), other than (x) as contemplated by the Asset Purchase Agreement, (y) as otherwise proposed by Double C or its affiliates or (z) solely with respect to the sale of all or part of the non-North America Business (as defined in the Asset Purchase Agreement), each regarding (i) a merger, consolidation, tender offer, share exchange or other business combination or similar transaction involving the Issuer, (ii) the issuance by the Issuer of any equity interest in or any voting securities of the Issuer which constitutes 20% or more of the total of such equity interests or voting securities, (iii) the acquisition in any manner, directly or indirectly, of 20% or more of the consolidated assets of the Issuer or the Canadian Subsidiary or any equity interest of the Issuer's subsidiaries, (iv) the acquisition by any person of beneficial ownership or a right to acquire beneficial ownership of, or the formation of any "group" (as defined under Section 13(d) of the Exchange Act) which beneficially owns, or has the right to acquire beneficial ownership of, 20% or more of the then outstanding shares of capital stock of the Issuer or (v) any transaction for any material portion of the Transferred Assets (as defined in the Asset Purchase Agreement) or the North America Business or any transaction the effect of which would be reasonably likely to prohibit, restrict or delay the consummation of the transactions contemplated by the Asset Purchase Agreement; or (B) the occurrence of any of the transactions described in clauses (i) – (v) of (A) above or any public announcement of a proposal, plan or intention to do any of the foregoing or any agreement to engage in any of the foregoing.

Each Principal Stockholder also agreed that he or it will not, without the prior written consent of Double C, (a) directly or indirectly, sell, transfer, pledge, assign or otherwise dispose of, or enter into any contract, option, commitment or other arrangement or understanding with respect to the disposition of, any of the Owned Shares or any securities convertible into or exchangeable for Shares, or (b) take any action that would prohibit, prevent or preclude such Principal Stockholder from performing his or its obligations under the Voting Agreement, including, without limitation, granting a power of attorney with respect to the Owned Shares, depositing the Owned Shares in a voting trust or entering into any other stockholder voting agreements with respect to the Owned Shares. Each Principal Stockholder further agrees that the Voting Agreement and each Principal Stockholder's obligations thereunder shall attach to the Owned Shares and shall be binding upon any person or entity to which legal or beneficial ownership of such Owned Shares may pass.

The Voting Agreement shall terminate on the earlier of (i) the closing of the transactions contemplated by the Asset Purchase Agreement and (ii) the termination of the Asset Purchase Agreement in accordance with its terms.

Except as set forth in this Statement and in connection with the Transaction described above, none of the Reporting Persons has any plan or proposals that relate to or would result in any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) Double C, pursuant to the Voting Agreement, has acquired the right to vote in favor of the Transaction (as described in Item 4) and, for the purposes of Rule 13d-3 promulgated under the Exchange Act, Double C and the other Reporting Persons may be deemed to beneficially own, 12,032,901 Shares, representing 11.3% of the outstanding Shares. Double C and each of the other Reporting Persons disclaims beneficial ownership of such Shares.

In addition, Comcast Technology has the right to acquire 266,666 Shares, representing approximately 0.3% of the outstanding Shares, pursuant to the Warrants, and Comcast Georgia and Comcast Michigan together have the right to acquire 266,666 Shares, representing approximately 0.3% of the outstanding Shares, pursuant to the Warrants.

Each of the Reporting Persons may be deemed to beneficially own the Shares described in this Item 5(a). Except as set forth in this Item 5(a), none of the Reporting Persons, nor, to the best knowledge of the Reporting Persons, any persons named in Schedule A hereto beneficially owns any Shares.

Page 14 of 20

together have	power to dispose of and direct the disposition of Warrants exercisable for 266,666 Shares. Other Reporting Persons may be deemed to share the ose of or direct the disposition of such Warrants.
(c)	Inapplicable.
(d)	Inapplicable.
(e)	Inapplicable.
Item 6. Co	ntracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.
See respo	nse to Item 4.
January 18, 2	the Asset Purchase Agreement and the Voting Agreement are filed as Exhibit 2.6 and Exhibit 99.2, respectively, to the Issuer's Form 8-K/A filed on 005 and are incorporated herein by reference. The summaries of such agreements contained in this Statement are qualified in their entirety by uch agreements.
connection w exercisable for by Comcast T exercise price upon exercise	Technology, Comcast Georgia and Comcast Michigan from time to time acquired warrants of the Issuer exercisable for Shares (the "Warrants") in ith licensing and other commercial arrangements between such Reporting Persons and the Issuer. Comcast Technology currently holds Warrants or 266,666 Shares, and Comcast Georgia and Comcast Michigan currently jointly hold Warrants exercisable for 266,666 Shares. The Warrants held technology have an exercise price of \$6.90 per Share with respect to 166,666 Shares and \$4.80 per Share with respect to 100,000 Shares. The for the Warrants jointly held by Comcast Georgia and Comcast Michigan is \$6.90 per Share. The exercise price and number of Shares issuable of a Warrant are subject to customary anti-dilution adjustments. Each Warrant is exercisable at any time until May 31, 2005, upon which day the omatically terminate and are of no further force and effect.
relationships arrangements and any other	r the agreements described above, to the best knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or (legal or otherwise), including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, between the persons enumerated in Item 2, person, with respect to any securities of the Issuer, including any securities pledged or otherwise subject to a contingency the occurrence of which nother person voting power or investment power over such securities other than standard default and similar provisions contained in loan
Item 7. Ma	terial to be Filed as Exhibits.
Comcast Cab	9.1: Joint Filing Agreement, dated as of January 24, 2005, among Comcast Corporation, Comcast Holdings Corporation, Comcast Technology, Inc., le Communications Holdings, Inc., Comcast MO Group, Inc., Comcast MO of Delaware, LLC, Comcast of Michigan, LLC, Comcast of Georgia, s STB Software LIB, LLC and Double C Technologies, LLC.
	9.2: Asset Purchase Agreement, dated as of January 14, 2005, by and among Double C Technologies, LLC, Liberate Technologies and Liberate Canada, Ltd. (incorporated by reference to Exhibit 2.6 to the Current Report on Form 8-K/A of the Issuer filed on January 18, 2005).
	9.3: Stockholder Voting Agreement, dated as of January 14, 2005, by and among Double C Technologies, LLC, David Lockwood and Lockwood accorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K/A of the Issuer filed on January 18, 2005).
	Page 15 of 20
	SIGNATURE
After reas	sonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.
Dated: Januar	y 24, 2005
	COMCAST CORPORATION
	By: <u>/s/ Arthur R. Block</u> Name: Arthur R. Block
	Title: Senior Vice President
	SCHEDULE A
	DIRECTORS AND EXECUTIVE OFFICERS OF REPORTING PERSONS

Directors and Executive Officers of Comcast Corporation:

Name Residence or Business Address Present Principal Occupation

Following is a list of the directors and executive officers of the Reporting Persons, setting forth the residence or business address and present principal occupation or employment for each such person. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to Comcast Corporation, each individual's business address is 1500 Market Street, Philadelphia, Pennsylvania 19102 and each individual is a citizen of the United States of America.

* Ralph J. Roberts	Comcast Corporation	Chairman of the Executive and Finance
	1500 Market Street Philadelphia, PA 19102	Committee of the Board of Directors
Brian L. Roberts*	Comcast Corporation 1500 Market Street Philadelphia, PA 19102	President, Chief Executive Officer and Chairman of the Board of Directors
Stephen B. Burke	Comcast Corporation 1500 Market Street Philadelphia, PA 19102	Executive Vice President and Chief Operating Officer
John R. Alchin (Citizen of Australia)	Comcast Corporation 1500 Market Street Philadelphia, PA 19102	Executive Vice President, Co-Chief Financial Officer and Treasurer
Lawrence S. Smith	Comcast Corporation 1500 Market Street Philadelphia, PA 19102	Executive Vice President and Co-Chief Financial Officer
David L. Cohen	Comcast Corporation 1500 Market Street Philadelphia, PA 19102	Executive Vice President and Assistant Secretary
Arthur R. Block	Comcast Corporation 1500 Market Street Philadelphia, PA 19102	Senior Vice President, General Counsel, Secretary and Assistant Treasurer
Lawrence J. Salva	Comcast Corporation 1500 Market Street Philadelphia, PA 19102	Senior Vice President, Chief Accounting Officer and Controller
S. Decker Anstrom*	Landmark Communications, Inc. 150 W. Brambleton Avenue Norfolk, VA 23510	President and Chief Executive Officer of Landmark Communications, Inc.
C. Michael Armstrong*	699 Hollow Tree Ridge Road Darien, CT 06820	Visiting Professor at the Massachusetts Institute of Technology
Kenneth J. Bacon*	Fannie Mae 3900 Wisconsin Avenue, NW Washington, DC 20016	Senior Vice President of Fannie Mae
Sheldon M. Bonovitz*	Duane Morris LLP 4200 One Liberty Place Philadelphia, PA 19103	Chairman and Chief Executive Officer of Duane Morris LLP
Julian A. Brodsky*	Comcast Corporation 1500 Market Street Philadelphia, PA 19102	Non-Executive Vice Chairman of the Board of Directors
	Page 17 of 20	
Joseph L. Castle, II [*]	Castle Energy Corporation One Radnor Corporate Center Suite 250 100 Matsonford Road Radnor, PA 19087	Chairman and Chief Executive Officer of Castle Energy Corporation
Joseph J. Collins*	155 Long Neck Point Road Darien, CT 06820	Retired Chairman and Chief Executive Officer of Time Warner Cable
J. Michael Cook [*]	980 Lake Avenue Greenwich, CT 06831	Retired Chairman and Chief Executive Officer of Deloitte & Touche LLP

Dr. Judith Rodin [*]	3101 Walnut Street Philadelphia, PA 19014	President Emerita and Fox Leadership Professor of the University of Pennsylvania and President-elect of The Rockefeller Foundation		
Michael I. Sovern*	Sotheby's Holdings, Inc. 1334 York Avenue New York, NY 10021	Chairman of Sotheby's Holdings, Inc.		
* Director				
Directors and Executive Officers of Comcast Holdings Corporation:				

Name	Position	Present Principal Occupation
Brian L. Roberts	President, Chief Executive	President, Chief Executive Officer and
	Officer and Director	Chairman of the Board of Directors
John R. Alchin	Executive Vice President, Co-	Executive Vice President, Co-Chief Financial
(Citizen of Australia)	Chief Financial Officer and Treasurer	Officer and Treasurer
Lawrence S. Smith	Executive Vice President, Co- Chief Financial Officer and Director	Executive Vice President and Co-Chief Financial Officer
Lawrence J. Salva	Senior Vice President, Chief Accounting Officer and Controller	Senior Vice President, Chief Accounting Officer and Controller
David L. Cohen	Executive Vice President, Assistant Secretary and Director	Executive Vice President and Assistant Secretary
Arthur R. Block	Senior Vice President, General Counsel, Secretary, Assistant Treasurer and Director	Senior Vice President, General Counsel, Secretary and Assistant Treasurer

Directors and Executive Officers of Comcast Technology, Inc.:

Name	Position	Present Principal Occupation
James P. McCue	President and Director	President of Comcast Capital Corporation
		1201 N. Market Street, Suite 1000
		Wilmington, DE 19801
C. Stephen Backstrom	Vice President, Treasurer and Director	Vice President – Taxation
	Page 18 of 20	
Sandra W. Crowell	Assistant Treasurer, Assistant	Director of Treasury Operations of Comcast
	Secretary and Director	Capital Corporation
		1201 N. Market Street, Suite 1000
		Wilmington, DE 19801
William E. Dordelman	Vice President, Assistant	Vice President – Finance and Assistant
, and a solution	Treasurer and Director	Treasurer
Rosemarie S. Teta	Vice President, Assistant	Vice President of Comcast Capital Corporation
	Treasurer, Assistant Secretary and	1201 N. Market Street, Suite 1000
	Director	Wilmington, DE 19801

Directors and Executive Officers of Comcast Cable Communications Holdings, Inc. and Comcast MO Group, Inc.:

Name	Position	Present Principal Occupation
Brian L. Roberts	Chairman	President, Chief Executive Officer and
		Chairman of the Board of Directors

Stephen B. Burke	President	Executive Vice President and Chief Operating Officer
John R. Alchin (Citizen of Australia)	Executive Vice President, Co- Chief Financial Officer and Treasurer	Executive Vice President, Co-Chief Financial Officer and Treasurer
Lawrence S. Smith	Executive Vice President, Co- Chief Financial Officer and Director	Executive Vice President and Co-Chief Financial Officer
David L. Cohen	Executive Vice President, Assistant Secretary and Director	Executive Vice President and Assistant Secretary
Arthur R. Block	Senior Vice President, Assistant Treasurer, Secretary and Director	Senior Vice President, General Counsel, Secretary and Assistant Treasurer

Executive Officers of Comcast of Michigan, LLC, Comcast MO of Delaware, LLC and Comcast STB Software LIB, LLC:

Name	Position	Present Principal Occupation
Brian L. Roberts	Chairman	President, Chief Executive Officer and
		Chairman of the Board of Directors
Stephen B. Burke	President	Executive Vice President and Chief Operating Officer
John R. Alchin	Executive Vice President, Co-	Executive Vice President, Co-Chief Financial
(Citizen of Australia)	Chief Financial Officer and	Officer and Treasurer
	Treasurer	
Lawrence S. Smith	Executive Vice President and Co-	Executive Vice President and Co-Chief
	Chief Financial Officer	Financial Officer
David L. Cohen	Executive Vice President and	Executive Vice President and Assistant
	Assistant Secretary	Secretary
	D . 10 (20	
	Page 19 of 20	
Arthur R. Block	Senior Vice President, Assistant	Senior Vice President, General Counsel,
	Treasurer and Secretary	Secretary and Assistant Treasurer

Directors and Executive Officers of Comcast of Georgia, Inc.:

Name	Position	Present Principal Occupation
Brian L. Roberts	Chairman	President, Chief Executive Officer and
		Chairman of the Board of Directors
Stephen B. Burke	President	Executive Vice President and Chief Operating Officer
John R. Alchin	Executive Vice President , Co-	Executive Vice President, Co-Chief Financial
(Citizen of Australia)	Chief Financial Officer and Treasurer	Officer and Treasurer
Lawrence S. Smith	Executive Vice President and Co- Chief Financial Officer	Executive Vice President and Co-Chief Financial Officer
David L. Cohen	Executive Vice President and Assistant Secretary	Executive Vice President and Assistant Secretary
Arthur R. Block	Senior Vice President, Assistant Treasurer, Secretary and Director	Senior Vice President, General Counsel, Secretary and Assistant Treasurer

Directors and Executive Officers of Double C Technologies, LLC:

Name	Position	Present Principal Occupation
Stephen E. Silva	Director	Executive Vice President – New Business
		Development of Comcast Cable
		Communications
Robert S. Pick	Director	Senior Vice President – Corporate Development
		of Comcast Corporation
David M. Fellows	Director	Executive Vice President and Chief Technology
		Officer of Comcast Cable Communications
Mark E. Hess	Director	Senior Vice President – Digital Television of
		Comcast Cable Communications
Dallas Clement	Director	Senior Vice President, Corporate Development
		Cox Communications, Inc.
		1400 Lake Hearn Drive, N.E.
		Atlanta, GA 30319
James O. Robbins	Director	President and Chief Executive Officer
		Cox Communications, Inc.
		1400 Lake Hearn Drive, N.E.
		Atlanta, GA 30319
	Page 20 o	F 20

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the undersigned hereby agree to (i) the joint filing on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the common stock, \$0.01 par value per share, of Liberate Technologies and (ii) that this Joint Filing Agreement be included as an exhibit to such joint filing, provided that, as contemplated by Section 13d-1(k) (ii) of the Exchange Act, no person shall be responsible for the completeness and accuracy of the information concerning the other persons making the filing unless such person knows or has reason to believe such information is inaccurate.

This Joint Filing Agreement may be executed in any number of counterparts all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of this 24th day of January, 2005.

COMCAST CORPORATION

By: /s/ Arthur R. Block

Name: Arthur R. Block
Title: Senior Vice President

COMCAST HOLDINGS CORPORATION

By: /s/ Arthur R. Block

Name: Arthur R. Block
Title: Senior Vice President

COMCAST TECHNOLOGY, INC.

By: /s/ James P. McCue

Name: James P. McCue Title: President

COMCAST CABLE COMMUNICATIONS HOLDINGS, INC.

By: /s/ Arthur R. Block

Name: Arthur R. Block
Title: Senior Vice President

COMCAST MO GROUP, INC.

By: /s/ Arthur R. Block

Name: Arthur R. Block
Title: Senior Vice President

COMCAST MO OF DELAWARE, LLC

By: /s/ Arthur R. Block

Name: Arthur R. Block
Title: Senior Vice President

COMCAST OF MICHIGAN, LLC

By: /s/ Arthur R. Block

Name: Arthur R. Block
Title: Senior Vice President

COMCAST OF GEORGIA, INC.

By: /s/ Arthur R. Block

Name: Arthur R. Block
Title: Senior Vice President

COMCAST STB SOFTWARE LIB, LLC

By: /s/ Arthur R. Block

Name: Arthur R. Block
Title: Senior Vice President

DOUBLE C TECHNOLOGIES, LLC

By: /s/ Arthur R. Block

Name: Arthur R. Block
Title: Authorized Signatory