

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)(1)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares (1)				
Option to Purchase Class A Special Common Stock	\$23.8400	11/18/02		D			37,746	(2)	7/01/2012	Class A Special Common Stock	37,746	(1)	0	D	
Option to Purchase Class A Special Common Stock	\$23.8400	11/18/02		D			462,254	(3)	7/01/2012	Class A Special Common Stock	462,254	(1)	0	D	
Option to Purchase Class A Special Common Stock	\$23.8400	11/18/02		D			110,000	(4)	10/28/2012	Class A Special Common Stock	110,000	(1)	0	D	

Explanation of Responses:

- (1) Pursuant to the merger agreement among the Issuer, AT&T Comcast Corporation (to be named Comcast Corporation, "Parent") and others, the Issuer will become a wholly-owned subsidiary of Parent (the "Merger") and will cease to have registered securities. See the Form 4 to be filed by the Reporting Person with respect to securities of Parent acquired by such Reporting Person as a result of the Merger.
- (2) 4,194 shares are exercisable on each of 7/01/2004, 7/01/2005, 7/01/2006, 7/01/2007, 7/1/2008, 7/01/2009, 7/01/2010, 7/01/2011 and 1/01/2012.
- (3) 145,806 shares are exercisable on 7/01/2004; 70,806 shares are exercisable on each of 7/01/2005, 7/01/2006 and 7/01/2007; and 20,806 shares are exercisable on each of 7/01/2008, 7/01/2009, 7/01/2010, 7/01/2011 and 1/01/2012.
- (4) 35,500 shares are exercisable on 10/28/2004; 17,750 shares are exercisable on each of 10/28/2005, 10/28/2006 and 10/28/2007; and 4,250 shares are exercisable on each of 10/28/2008, 10/28/2009, 10/28/2010, 10/28/2011 and 4/28/2012.

/s/ David L. Cohen

November 18, 2002

**** Signature of Reporting Person**
David L. Cohen

Date

****** 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.