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AT&T COMCAST CORP  
Form S-4/A  
May 14, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 14, 2002

REGISTRATION NO. 333-82460

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

AMENDMENT NO. 3

TO  
FORM S-4  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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AT&T COMCAST CORPORATION  
(Exact name of registrant as specified in its charter)

PENNSYLVANIA	4841	27-0000798
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

1500 MARKET STREET  
PHILADELPHIA, PENNSYLVANIA 19102  
TEL: (215) 665-1700  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

ARTHUR R. BLOCK, ESQ.  
SENIOR VICE PRESIDENT,  
ASSISTANT SECRETARY AND ASSISTANT TREASURER  
AT&T COMCAST CORPORATION  
1500 MARKET STREET  
PHILADELPHIA, PENNSYLVANIA 19102  
TEL: (215) 665-1700  
FAX: (215) 981-7790  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

-----  
COPIES TO:

DENNIS S. HERSCH, ESQ.  
WILLIAM L. TAYLOR, ESQ.  
DAVIS POLK & WARDWELL  
450 LEXINGTON AVENUE  
NEW YORK, NEW YORK 10017  
TEL: (212) 450-4000  
FAX: (212) 450-3800

MARILYN J. WASSER, ESQ.  
VICE PRESIDENT -- LAW AND  
SECRETARY  
AT&T CORP.  
295 NORTH MAPLE AVENUE  
BASKING RIDGE, NEW JERSEY 07920  
TEL: (908) 221-2000

RICHARD D. KATCHER, ESQ.  
STEVEN A. ROSENBLUM, ESQ.  
STEPHANIE J. SELIGMAN, ESQ.  
WACHTELL, LIPTON, ROSEN & KATZ  
51 WEST 52ND STREET  
NEW YORK, NEW YORK 10019  
TEL: (212) 403-1000

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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: as soon as practicable after this registration statement is declared effective and all conditions to the proposed transaction have been satisfied or waived.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box: [ ]

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

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[COMCAST LOGO]

[AT&

A MERGER PROPOSAL -- YOUR VOTE IS VERY IMPORTANT

Comcast and AT&T have agreed to combine Comcast and AT&T's broadband business. As a result, AT&T shareholders will have shares of both AT&T and the new corporation -- AT&T Comcast. We are proposing the transaction because we believe the combination of Comcast and AT&T Broadband will create the world's premier broadband communications company. The new corporation will be named AT&T Comcast Corporation and will be headquartered in Philadelphia.

When the transaction is completed,

- Comcast shareholders will receive one share of a corresponding class of AT&T Comcast common stock in exchange for each Comcast share they own; and
- AT&T shareholders will receive a number of shares of AT&T Comcast common stock determined pursuant to a formula described in this joint proxy statement/prospectus for each AT&T share they own. If the AT&T exchange ratio were determined as of the date of this joint proxy statement/prospectus, each AT&T shareholder would receive approximately 0.35 of a share of AT&T Comcast common stock for each of their AT&T shares, although the actual exchange ratio may differ. AT&T shareholders will also continue to hold their shares of AT&T common stock.

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THE BOARDS OF DIRECTORS OF BOTH COMCAST AND AT&T HAVE UNANIMOUSLY APPROVED THE TRANSACTION AND RECOMMEND THAT THEIR RESPECTIVE SHAREHOLDERS VOTE FOR THE PROPOSAL TO APPROVE AND ADOPT THE MERGER AGREEMENT AND THE TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT. THE BOARDS OF DIRECTORS OF BOTH COMCAST AND AT&T ALSO RECOMMEND THAT THEIR RESPECTIVE SHAREHOLDERS APPROVE THE AT&T COMCAST CHARTER PROPOSAL, INCLUDING THE CORPORATE GOVERNANCE PROVISIONS OF THE AT&T COMCAST CHARTER DESCRIBED IN THIS JOINT PROXY STATEMENT/PROSPECTUS. APPROVAL OF THE AT&T COMCAST CHARTER PROPOSAL IS A CONDITION TO COMPLETION OF THE AT&T COMCAST TRANSACTION. SURAL LLC HAS AGREED TO VOTE IN FAVOR OF THE TRANSACTION AND AT&T COMCAST CHARTER PROPOSALS, THEREBY ASSURING APPROVAL OF THE TRANSACTION AND AT&T COMCAST CHARTER PROPOSALS BY THE COMCAST SHAREHOLDERS.

In addition to the transaction and AT&T Comcast charter proposals, holders of Comcast common stock are also being asked to consider a proposal that is referred to in this joint proxy statement/prospectus as the preferred structure proposal. The outcome of the vote on this proposal will determine which of the two alternative capital structures described in this joint proxy statement/prospectus is implemented upon completion of the transaction.

THE COMCAST BOARD OF DIRECTORS RECOMMENDS THAT THE COMCAST SHAREHOLDERS VOTE FOR THE PREFERRED STRUCTURE PROPOSAL.

In addition to the transaction and AT&T Comcast charter proposals, the election of directors and other matters to be considered at the AT&T annual meeting, AT&T shareholders are also being asked to consider a proposal to create a tracking stock that is intended to reflect the financial performance and economic value of the AT&T Consumer Services business and related benefit plan proposals and to consider a reverse stock split of AT&T common stock.

THE AT&T BOARD OF DIRECTORS RECOMMENDS THAT THE AT&T SHAREHOLDERS VOTE FOR THE PROPOSAL TO CREATE AN AT&T CONSUMER SERVICES GROUP TRACKING STOCK.

Information about all the proposals is contained in this joint proxy statement/prospectus. We urge you to read this joint proxy statement/prospectus, including the section describing risk factors that begins on page I-30.

/s/ BRIAN L. ROBERTS  
Brian L. Roberts  
President  
Comcast Corporation

/s/ MICHAEL ARMSTRONG  
C. Michael Armstrong  
Chairman and Chief Executive Officer  
AT&T Corp.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE SECURITIES TO BE ISSUED IN CONNECTION WITH THE TRANSACTION OR DETERMINED IF THIS JOINT PROXY STATEMENT/PROSPECTUS IS ACCURATE OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This joint proxy statement/prospectus is dated May 14, 2002, and is first being mailed to shareholders of Comcast and AT&T on or about May 14, 2002.

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COMCAST CORPORATION  
1500 MARKET STREET  
PHILADELPHIA, PENNSYLVANIA 19102-2148  
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NOTICE OF SPECIAL MEETING OF COMCAST SHAREHOLDERS

TO BE HELD ON JULY 10, 2002  
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A special meeting of shareholders of Comcast Corporation will be held on Wednesday, July 10, 2002 at 10:00 a.m. local time at The Doubletree Hotel Philadelphia, Broad and Locust Streets, Philadelphia, Pennsylvania, for the following purposes:

- to approve and adopt the merger agreement among Comcast Corporation, AT&T Corp. and the other parties thereto, whereby our company and a newly formed corporation containing AT&T's broadband business will each merge with separate wholly owned subsidiaries of a newly formed corporation called AT&T Comcast Corporation, and the transactions contemplated by the merger agreement,
- to approve the AT&T Comcast charter, including the corporate governance provisions of the AT&T Comcast charter described in this joint proxy statement/prospectus,
- to approve and adopt an amendment to our articles of incorporation to permit the above-described transaction to be completed on the terms and conditions described as the "preferred structure" in the accompanying joint proxy statement/prospectus, and
- to transact such other business as may properly come before the special meeting or any adjournment or postponement thereof.

We describe these items of business more fully in the accompanying joint proxy statement/prospectus. We will also be holding our annual meeting of shareholders of Comcast Corporation at 9:00 a.m. local time on the same day at the same location as the special meeting. A separate proxy statement for the annual meeting describing the matters to be acted upon at that meeting will be forwarded to our shareholders.

The close of business on Thursday, April 25, 2002 has been fixed as the record date for the special meeting. All shareholders of record at that time are entitled to notice of, and all holders of our Class A common stock and Class B common stock are entitled to vote at, the special meeting and any adjournment or postponement thereof.

Because holders of our Class A Special common stock are not generally entitled to vote and no resolution is proposed for the special meeting for which a vote of the Class A Special common stock is required by law, holders of Class A Special common stock are not entitled to vote at the special meeting. The enclosed joint proxy statement/prospectus is being sent to holders of Class A

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Special common stock for informational purposes and as required by law.

ALL SHAREHOLDERS ARE CORDIALLY INVITED TO ATTEND THE SPECIAL MEETING. OUR BOARD OF DIRECTORS URGES YOU TO VOTE BY TELEPHONE OR VIA THE INTERNET, OR TO COMPLETE, DATE AND SIGN THE ENCLOSED PROXY WITH RESPECT TO YOUR SHARES OF CLASS A COMMON STOCK AND MAIL IT PROMPTLY IN THE POSTAGE-PAID ENVELOPE PROVIDED, WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING IN PERSON. YOU CAN WITHDRAW YOUR PROXY, OR CHANGE YOUR VOTE AT ANY TIME BEFORE IT IS VOTED. YOU CAN DO THIS BY EXECUTING A LATER-DATED PROXY, BY VOTING BY BALLOT AT THE SPECIAL MEETING, BY TELEPHONE OR VIA THE INTERNET, OR BY FILING AN INSTRUMENT OF REVOCATION WITH THE INSPECTORS OF ELECTION IN CARE OF OUR SECRETARY AT THE ABOVE ADDRESS.

IMPORTANT NOTICE: ALL SPECIAL MEETING ATTENDEES MAY BE ASKED TO PRESENT A VALID GOVERNMENT-ISSUED PHOTO IDENTIFICATION (FEDERAL, STATE OR LOCAL), SUCH AS A DRIVER'S LICENSE OR PASSPORT, BEFORE ENTERING THE SPECIAL MEETING. IN ADDITION, VIDEO AND AUDIO RECORDING DEVICES AND OTHER ELECTRONIC DEVICES WILL NOT BE PERMITTED AT THE SPECIAL MEETING, AND ATTENDEES WILL BE SUBJECT TO SECURITY INSPECTIONS.

STANLEY WANG  
Secretary

May 14, 2002

AT&T CORP.  
295 NORTH MAPLE AVENUE  
BASKING RIDGE, NJ 07920-1002  
-----

NOTICE OF ANNUAL MEETING OF AT&T SHAREHOLDERS

TO BE HELD ON JULY 10, 2002  
-----

The 117th annual meeting of shareholders of AT&T Corp. will be held at 9:30 a.m., local time, on Wednesday, July 10, 2002, at the Charleston Area Convention Center Complex, 5001 Coliseum Drive, N. Charleston, South Carolina 29418, for the following purposes:

- to elect directors for the ensuing year;
- to ratify the appointment of auditors to examine AT&T's accounts for the year 2002;
- to approve and adopt the merger agreement by and among AT&T Corp., AT&T Broadband Corp., Comcast Corporation, and the other parties thereto, whereby AT&T Broadband, a newly formed company that will contain our broadband businesses, will be spun off and combined with Comcast in a new Pennsylvania corporation called "AT&T Comcast Corporation," and the transactions contemplated by the merger agreement, including the AT&T Broadband spin-off;

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- to approve the AT&T Comcast charter, including the corporate governance provisions of the AT&T Comcast charter described in the joint proxy statement/prospectus;
- to approve and adopt an amendment to AT&T's charter to authorize the creation of AT&T Consumer Services Group tracking stock;
- to approve a new incentive plan to enable AT&T to grant incentive awards based on shares of AT&T Consumer Services Group tracking stock to officers and employees of AT&T and its subsidiaries;
- to approve an amendment to AT&T's employee stock purchase plan to permit the issuance of AT&T Consumer Services Group tracking stock under the plan;
- to approve an amendment to AT&T's charter to effect a one-for-five reverse stock split of AT&T common stock at the discretion of our board of directors; and
- to act upon such other matters, including the shareholder proposals set forth in Chapter XIV of the joint proxy statement/prospectus, as may properly come before the AT&T annual meeting or any adjournment or postponement thereof.

We describe these items of business more fully in the joint proxy statement/prospectus.

Only holders of record of AT&T common stock at the close of business on May 14, 2002 are entitled to notice of, and to vote at, the annual meeting or any adjournment or postponement thereof.

BY ORDER OF THE BOARD OF DIRECTORS

MARILYN J. WASSER  
Vice President -- Law and Secretary

Basking Ridge, NJ

May 14, 2002

If you attend the meeting you may be asked to present valid government-issued identification, such as a driver's license or passport, before being admitted. Cameras, recording devices, and other electronic devices will not be permitted, and attendees will be subject to security inspections.

WE URGE YOU TO VOTE BY TELEPHONE OR VIA THE INTERNET, OR TO COMPLETE, DATE AND SIGN THE ENCLOSED PROXY AND MAIL IT PROMPTLY IN THE POSTAGE-PAID ENVELOPE PROVIDED, WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING IN PERSON. YOU CAN WITHDRAW YOUR PROXY, OR CHANGE YOUR VOTE AT ANY TIME BEFORE IT IS VOTED. YOU CAN DO THIS BY EXECUTING A LATER-DATED PROXY, BY VOTING BY BALLOT AT THE ANNUAL MEETING, BY TELEPHONE OR VIA THE INTERNET, OR BY FILING AN INSTRUMENT OF REVOCATION WITH THE INSPECTORS OF ELECTION IN CARE OF OUR VICE PRESIDENT -- LAW AND SECRETARY AT THE ABOVE ADDRESS.

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### CHAPTER ONE SUMMARY AND OVERVIEW OF THE TRANSACTIONS

#### QUESTIONS AND ANSWERS ABOUT THE TRANSACTIONS

Q: When and where will the meetings of shareholders take place?

A: The Comcast special meeting will take place on Wednesday, July 10, 2002 in Philadelphia, Pennsylvania. The AT&T annual meeting will take place on July 10, 2002 in Charleston, South Carolina. The address of your meeting is specified in the notice for your meeting.

Q: What proposals am I being asked to vote upon and what vote is required to approve each proposal?

A: If you are a Comcast shareholder, you are being asked to vote upon the following proposals:

- Approval and adoption of the merger agreement and the transactions contemplated by the merger agreement. The Comcast transaction proposal requires the affirmative vote of a majority of the votes cast by holders of shares of Comcast Class A common stock and Comcast Class B common stock, voting together as a single class. Approval of this proposal is assured because Sural LLC, which holds approximately 86.7% of the combined voting power of the Comcast stock, has agreed to vote its shares in favor of the Comcast transaction proposal. Any shares of Comcast Class A common stock not voted, whether by abstention, broker non-vote or otherwise, have no impact on the vote.
- Approval of the AT&T Comcast charter. The AT&T Comcast charter proposal requires the affirmative vote of a majority of the votes cast by holders

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of shares of Comcast Class A common stock and Comcast Class B common stock, voting together as a single class. Approval of this proposal is assured because Sural LLC has agreed to vote its shares in favor of it. Any shares of Comcast Class A common stock not voted, whether by abstention, broker non-vote or otherwise, have no impact on the vote.

- Approval and adoption of an amendment to the Comcast charter to allow the implementation of the Preferred Structure. The preferred structure proposal requires the affirmative vote of a majority of the votes cast by (1) holders of shares of Comcast Class A common stock, voting as a single class, and (2) holders of shares of Comcast Class A common stock and Comcast Class B common stock, voting together as a single class. Sural LLC has agreed to vote its shares in favor of the preferred structure proposal, thereby assuring approval by holders of Comcast Class A common stock and Comcast Class B common stock, voting together as a single class. Any shares of Comcast Class A common stock not voted, whether by abstention, broker non-vote or otherwise, have no impact on the vote.

APPROVAL OF THE AT&T COMCAST CHARTER PROPOSAL, INCLUDING THE CORPORATE GOVERNANCE PROVISIONS CONTAINED IN THE AT&T COMCAST CHARTER, IS A CONDITION TO COMPLETION OF THE AT&T COMCAST TRANSACTION. THEREFORE, IF COMCAST SHAREHOLDERS WISH TO APPROVE THE AT&T COMCAST TRANSACTION, THEY MUST ALSO APPROVE THE AT&T COMCAST CHARTER PROPOSAL.

APPROVAL OF THE COMCAST TRANSACTION PROPOSAL AND THE AT&T COMCAST CHARTER PROPOSAL IS NOT CONDITIONED ON APPROVAL OF THE PREFERRED STRUCTURE PROPOSAL.

If you are an AT&T shareholder, you are being asked to vote upon the following proposals:

- Approval and adoption of the merger agreement and the transactions contemplated by the merger agreement, including the AT&T Broadband spin-off. The AT&T transaction proposal requires the affirmative vote of a majority of outstanding shares of AT&T common stock. Any shares of AT&T common stock not voted, whether by abstention, broker non-vote or otherwise, have the effect of a vote against the AT&T transaction proposal.

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- Approval of the AT&T Comcast charter. The AT&T Comcast charter proposal requires the affirmative vote of a majority of the votes cast by holders of shares of AT&T common stock. Any shares of AT&T common stock not voted, whether by abstention, broker non-vote or otherwise, have no impact on the vote. Approval of the AT&T Comcast charter proposal, including the corporate governance provisions contained in the AT&T Comcast charter, is a condition to completion of the AT&T Comcast transaction. THEREFORE, IF AT&T SHAREHOLDERS WISH TO APPROVE THE AT&T COMCAST TRANSACTION, THEY MUST ALSO APPROVE THE AT&T COMCAST CHARTER PROPOSAL.

- Approval and adoption of an amendment to AT&T's charter to authorize the creation of AT&T Consumer Services Group tracking stock. The Consumer Services charter amendment proposal requires the affirmative vote of a majority of outstanding shares of AT&T common stock. Any shares of AT&T

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common stock not voted, whether by abstention, broker non-vote or otherwise, have the effect of a vote against the Consumer Services charter amendment proposal.

- Approval and adoption of an amendment to AT&T's charter to authorize a reverse stock split on AT&T common stock. The reverse stock split proposal requires the affirmative vote of a majority of outstanding shares of AT&T common stock. Any shares of AT&T common stock not voted, whether by abstention or otherwise, have the effect of a vote against the reverse stock split proposal.
- Approval of other matters related to the creation of AT&T Consumer Services Group tracking stock and various annual meeting matters, in each case as described more fully in this document.

APPROVAL OF THE AT&T COMCAST CHARTER PROPOSAL, INCLUDING THE CORPORATE GOVERNANCE PROVISIONS CONTAINED IN THE AT&T COMCAST CHARTER, IS A CONDITION TO COMPLETION OF THE AT&T COMCAST TRANSACTION. THEREFORE, IF AT&T SHAREHOLDERS WISH TO APPROVE THE AT&T COMCAST TRANSACTION, THEY MUST ALSO APPROVE THE AT&T COMCAST CHARTER PROPOSAL.

APPROVAL OF THE AT&T TRANSACTION PROPOSAL AND THE AT&T COMCAST CHARTER PROPOSAL IS NOT CONDITIONED ON APPROVAL OF ANY OF THE OTHER AT&T PROPOSALS. APPROVAL OF THE OTHER AT&T PROPOSALS IS NOT CONDITIONED ON APPROVAL OF THE AT&T TRANSACTION PROPOSAL OR THE AT&T COMCAST CHARTER PROPOSAL.

Q: What if I return my proxy but do not mark it to show how I am voting?

A: If you sign and return your proxy card without marking a box with respect to one or more of your proposals, the shares will be voted with respect to such proposal or proposals as recommended by your board of directors.

Q: What do I need to do now?

A: After carefully reading and considering the information contained in this document, please respond by completing, signing and dating your proxy card or voting instructions and returning it in the enclosed postage-paid envelope or, if available, by submitting your proxy or voting instructions by telephone or through the Internet as soon as possible so that your shares may be represented at your meeting.

Registered shareholders and most beneficial holders that hold shares through a bank or broker may vote by telephone or via the Internet. If one of these options is available to you, we strongly encourage you to use it because it is faster and less costly.

Registered shareholders of Comcast can vote by telephone by calling 1-877-779-8683 or via the Internet at <http://www.eproxyvote.com/cmcsal>.

Registered shareholders of AT&T can vote by telephone by calling 1-800-273-1174 or via the Internet at <http://att.proxyvoting.com>.

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If you are a beneficial holder of Comcast common stock or AT&T common stock and you hold shares through a bank or broker, you will receive separate voting instructions on the form you receive from the bank or broker.

I-2

Q: What percentage of AT&T Comcast's economic interest and voting power will AT&T shareholders hold upon completion of the AT&T Comcast transaction?

A: AT&T shareholders will own approximately 54.8% of AT&T Comcast's economic interest upon completion of the AT&T Comcast transaction. If the preferred capital structure is implemented, AT&T shareholders will own approximately 60.6% of AT&T Comcast's voting power upon completion of the AT&T Comcast transaction. If the alternative capital structure is implemented, AT&T shareholders will own approximately 56.6% of AT&T Comcast's voting power upon completion of the AT&T Comcast transaction.

Q: What percentage of AT&T Comcast's economic interest and voting power will Comcast shareholders hold upon completion of the AT&T Comcast transaction?

A: Comcast Class A shareholders, Comcast Class B shareholders and Comcast Class A Special shareholders, who presently own approximately 2.3%, 1.0% and 96.7%, respectively, of Comcast's economic interest, will own approximately 1.0%, 0.4% and 38.6%, respectively, of AT&T Comcast's economic interest upon completion of the AT&T Comcast transaction.

If the preferred capital structure is implemented, Comcast Class A shareholders, who presently own approximately 13.4% of Comcast's voting power, will own approximately 1.1% of AT&T Comcast's voting power upon completion of the AT&T Comcast transaction. If the alternative capital structure is implemented, Comcast Class A shareholders will own approximately 5.14% of AT&T Comcast's voting power upon completion of the AT&T Comcast transaction.

Under either of these capital structures, Comcast Class B shareholders, who presently own approximately 86.6% of Comcast's voting power, will own 33 1/3% of AT&T Comcast's voting power upon completion of the AT&T Comcast transaction.

Under either of the capital structures, Comcast Class A Special shareholders, who presently have no voting rights, will own AT&T Comcast Class A Special stock, which also will have no voting rights.

The percentages described in this answer and the preceding answer assume that the transaction with Microsoft Corporation described in this document is completed and that AT&T Comcast is not required to make any of the potential additional payments of AT&T Comcast common stock described in this document. If the Microsoft transaction is not completed, Comcast Class A shareholders, Comcast Class B shareholders, Comcast Class A Special shareholders and AT&T shareholders will own approximately 1%, 0.4%, 40.6% and 57.7%, respectively, of AT&T Comcast's economic interest upon completion of the AT&T Comcast transaction. In addition, if the Microsoft transaction is not completed, AT&T Comcast Class A shareholders, under the preferred capital structure, or AT&T Comcast Class C shareholders, under the alternative capital structure, will own an additional 4.95% of AT&T Comcast's voting power upon completion of the AT&T Comcast transaction.

Q: Who will hold the remaining percentage of AT&T Comcast's economic interest and voting power upon completion of the AT&T Comcast transaction?

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A: If the transaction with Microsoft Corporation described in this document is completed, Microsoft will hold AT&T Comcast's remaining approximately 5.3% economic interest and 4.95% voting power upon completion of the AT&T Comcast transaction.

Q: If I am a holder of Comcast Class A Special common stock, do I have the right to vote on the AT&T Comcast transaction?

A: No. Except as required by applicable law, holders of Comcast Class A Special common stock do not have any voting rights. As required by applicable law, Comcast has forwarded this document to you to notify you of the AT&T Comcast transaction.

Q: Can I change my vote after I have delivered my proxy?

A: Yes. You can change your vote at any time before your proxy is voted at your meeting. You can do this in one of three ways.

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- First, you can revoke your proxy.

- Second, you can submit a new proxy with a later date.

- Third, you can attend your meeting and vote in person.

If you choose either of the methods set forth in the first two bullet points above, you must submit your notice of revocation or your new proxy to the secretary of Comcast or AT&T, as appropriate, before your meeting. If your shares are held in an account at a brokerage firm or bank, you should contact your brokerage firm or bank to change your vote.

You may change your vote by submitting a new vote by telephone or via the Internet regardless of whether you submitted your earlier proxy by mail, telephone or via the Internet.

Q: If my shares are held in an account in a brokerage firm or bank, will my broker vote my shares for me?

A: If you are a Comcast shareholder and you do not provide your broker with instructions on how to vote your shares, your broker will not be permitted to vote them with respect to any of the Comcast proposals. You should therefore be sure to provide your broker with instructions on how to vote your shares.

If you are an AT&T shareholder and you do not provide your broker with instructions on how to vote your shares, your broker will not be permitted to vote them with respect to the AT&T transaction proposal, the AT&T Comcast charter proposal, the Consumer Services charter amendment proposal, the incentive plan proposal or the employee stock purchase plan proposal but will be permitted to vote them with respect to the reverse stock split

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proposal, the election of directors, the ratification of auditors and each of the shareholder proposals.

If you are an AT&T shareholder and you do not give voting instructions to your broker, you will, in effect, be voting against the AT&T transaction proposal and the Consumer Services charter amendment proposal.

PLEASE CHECK THE VOTING FORM USED BY YOUR BROKER TO SEE IF IT OFFERS TELEPHONE OR INTERNET VOTING.

Q: Will I receive dividends on my AT&T Comcast shares?

A: AT&T Comcast does not currently intend to pay dividends on its common stock.

Q: Should I send in my stock certificates now?

A: No. If you are a Comcast shareholder and you currently hold your Comcast shares in certificated form, after the AT&T Comcast transaction is completed you will receive written instructions from the exchange agent on how to exchange your Comcast stock certificates for your AT&T Comcast shares.

If you are a Comcast shareholder and you currently hold your shares in uncertificated form, after the AT&T Comcast transaction is completed your AT&T Comcast shares will be delivered to you without your having to take any action.

If you are an AT&T shareholder, after the AT&T Comcast transaction is completed you will not need to exchange any stock certificates in order to receive your AT&T Comcast shares.

PLEASE DO NOT SEND IN YOUR STOCK CERTIFICATES WITH YOUR PROXY.

Q: When do you expect to complete the AT&T Comcast transaction?

A: We expect to complete the AT&T Comcast transaction by the end of 2002.

Q: Who can help answer my questions?

A: If you have any questions about the AT&T Comcast transaction or how to submit your proxy, or if you need additional copies of this

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document, the enclosed proxy card or voting instructions, you should contact:

- if you are a Comcast shareholder:

D.F. King & Co., Inc.

77 Water Street

New York, NY 10005

Shareholders: 1-866-880-6503

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Innisfree M&A Incorporated

501 Madison Avenue

20th Floor

New York, NY 10022

Shareholders: 1-877-750-9499

Banks and Brokers: 1-212-750-5833

For additional copies of this document, you should contact D.F. King & Co., Inc. or Innisfree M&A Incorporated as described above or send email to comcastinfo@dfking.com or info@innisfreema.com.

- if you are an AT&T shareholder:

Georgeson Shareholder Communications  
Attn: AT&T Inquiries  
17 State Street, 10th Floor  
New York, NY 10004

Telephone:1-866-777-9124 (shareholders)

1-212-440-9800 (bank and broker inquiries)

e-mail: attinfo@georgesonshareholder.com

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QUESTIONS AND ANSWERS ABOUT  
AT&T CONSUMER SERVICES GROUP TRACKING STOCK

Q: What is the purpose of AT&T Consumer Services Group tracking stock?

A: Approval and issuance of AT&T Consumer Services Group tracking stock will allow AT&T to offer two separate classes of stock of AT&T -- existing AT&T common stock plus a new tracking stock intended to track the performance of AT&T's Consumer Services business. Following the issuance of AT&T Consumer Services Group tracking stock, if the AT&T Comcast transaction is completed, AT&T common stock will effectively act as tracking stock for AT&T Business Services Group plus any retained portion of AT&T Consumer Services Group.

Q: What is a tracking stock and how does it work?



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A: A tracking stock is a separate class or series of a company's common stock that is intended to reflect the financial performance and economic value of a group of assets or a specific business unit, division, subsidiary or equity investment of the company. You should note that:

- Holders of a tracking stock of AT&T are shareholders of AT&T and not of the underlying business or subsidiary. Thus, holders of AT&T Consumer Services Group tracking stock will have no direct interest in the assets, subsidiaries or businesses whose performance AT&T Consumer Services Group tracking stock is intended to reflect.

- AT&T intends the terms of its tracking stock to link the economic value of the tracking stock to the performance of the tracked business rather than to the performance of AT&T as a whole. However, there may not always be a linkage between the market value of the tracking stock and the financial performance and economic value of the tracked business.

- The market value of the tracking stock may be adversely affected not only by factors that adversely affect the tracked business, but also by factors that adversely affect AT&T generally.

Q: Will AT&T Consumer Services Group tracking stock be intended to reflect 100% of the value and performance of AT&T's Consumer Services business?

A: AT&T expects that, when it distributes AT&T Consumer Services Group tracking stock, it will distribute shares intended to reflect all of the financial performance and economic value of AT&T Consumer Services Group. However, if AT&T determines to distribute less than all these shares, AT&T would retain the remaining portion of the value and performance of AT&T Consumer Services Group. While AT&T intends that this retained portion would be reflected in AT&T common stock, there is no assurance that it will be. We refer to any portion that AT&T does not distribute as AT&T's "retained portion" of the value of AT&T Consumer Services Group.

Q: If I continue to hold all my shares of AT&T common stock, what will I receive as a result of all the transactions?

A: If you continue to hold your shares of AT&T common stock and shares of AT&T securities that you receive as dividends on your AT&T common stock, and if AT&T completes the AT&T Comcast transaction and the distribution of AT&T Consumer Services Group tracking stock, you will end up with shares of:

- Common stock of AT&T Corp. These will be your existing shares of AT&T common stock, which will primarily be intended to track the financial performance and economic value of AT&T Business Services Group plus any retained portion of the value of AT&T Consumer Services Group.

- AT&T Consumer Services Group tracking stock of AT&T Corp. You would receive shares of AT&T Consumer Services Group tracking stock as a dividend on your existing shares of AT&T common stock.

- Common stock of AT&T Comcast Corporation. In the AT&T Comcast

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transaction, you will receive a number of shares of AT&T Comcast common stock based on the number of shares of AT&T common stock, NYSE symbol "T," that you own.

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Q: Why is AT&T proposing a tracking stock rather than splitting off AT&T's Consumer Services business into a separate company?

A: AT&T is proposing a tracking stock to allow AT&T to offer a more specific, targeted class of stock for investors while at the same time maintaining the benefits of keeping both AT&T Business Services Group and AT&T Consumer Services Group together in a larger, integrated company.

Q: Will AT&T issue fractional shares of AT&T Consumer Services Group tracking stock?

A: No. AT&T expects that it will issue cash in lieu of any fractional shares of AT&T Consumer Services Group tracking stock, including with respect to shares held in AT&T's Dividend Reinvestment Plan.

Q: Is approval or completion of any AT&T proposal a condition to the Consumer Services charter amendment proposal?

A: No. However, AT&T will not implement the Incentive Plan proposal or the Employee Stock Purchase Plan proposal if AT&T Consumer Services Group tracking stock is not issued.

Q: When does AT&T expect to distribute the AT&T Consumer Services Group tracking stock?

A: If the AT&T Consumer Services Group tracking stock proposal is approved, AT&T plans to distribute these shares as a dividend to holders of AT&T common stock at such time as AT&T determines that there is sufficient market receptivity and support for such a distribution. AT&T has not yet determined the timing of the distribution, which may be made within a year of shareholder approval or may be made thereafter, depending on market conditions.

Q: If AT&T shareholders approve all the AT&T proposals, will AT&T definitely implement them all?

A: No. There are a number of conditions to the AT&T Comcast transaction other than AT&T shareholder approvals, including regulatory approvals. Similarly, there are a number of factors that could cause the AT&T Board to decide not to proceed with the distribution of AT&T Consumer Services Group tracking stock as well, such as future market conditions and receptivity, financial performance or superior alternatives that may arise. Other events or circumstances, including litigation, could occur that affect the timing or terms of the proposed transactions or AT&T's ability to complete the proposed transactions.

The Consumer Services charter amendment proposal gives the AT&T Board the authority to amend AT&T's charter to create AT&T Consumer Services Group tracking stock. The proposed Consumer Services charter amendment, however, does not mandate that the AT&T Board use this power or specify the manner in which AT&T may issue AT&T Consumer Services Group tracking stock. Rather, AT&T Consumer Services Group tracking stock will be a new class of AT&T common stock that the AT&T Board may issue from time to time as it

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determines appropriate, up to the total number of authorized shares and subject to stock exchange rules with respect to shareholder approval of share issuances.

AT&T does not plan to seek new shareholder approval for any change that the AT&T Board may approve in the timing or manner of issuing AT&T Consumer Services Group tracking stock.

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### SUMMARY

This summary highlights selected information from this document and may not contain all of the information that is important to you. To better understand the AT&T Comcast transaction, you should read this entire document carefully, as well as those additional documents to which we refer you. See "Additional Information for Shareholders -- Where You Can Find More Information."

#### THE COMPANIES

COMCAST CORPORATION  
1500 Market Street  
Philadelphia, Pennsylvania 19102-2148  
(215) 665-1700  
<http://www.comcast.com>

Comcast is a Pennsylvania corporation incorporated in 1969. Comcast is involved in three principal lines of business:

- Cable -- through the development, management and operation of broadband communications networks;
- Commerce -- through QVC, its electronic retailing subsidiary; and
- Content -- through its consolidated subsidiaries Comcast Spectacor, Comcast SportsNet, Comcast SportsNet Mid-Atlantic, Comcast Sports Southeast, E! Entertainment Television, The Golf Channel and Outdoor Life Network, and through its other programming investments.

AT&T CORP.  
295 North Maple Avenue  
Basking Ridge, NJ 07920-1002  
(908) 221-2000  
<http://www.att.com>

AT&T is a New York corporation incorporated in 1885. AT&T currently consists primarily of AT&T Broadband Group, AT&T Consumer Services Group and AT&T Business Services Group. These AT&T groups are not separate companies, but, rather, are parts of AT&T. The transactions proposed in this document would:

- separate and spin off AT&T Broadband into a separate company that immediately would be combined with and become a part of AT&T Comcast, and
- establish a tracking stock for AT&T Consumer Services Group.

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### AT&T BROADBAND GROUP

AT&T Broadband Group is one of the nation's largest broadband communications businesses, providing cable television, high-speed cable Internet services and communications services over one of the most extensive broadband networks in the country. At or for the year ended December 31, 2001, AT&T Broadband Group:

- owned and operated cable systems aggregating approximately 13.56 million analog video subscribers;
- had approximately \$10.1 billion in combined revenue;
- had approximately \$3.9 billion in net loss;
- had debt of approximately \$23.3 billion; and
- had investments in companies, joint ventures and partnerships, including Time Warner Entertainment Company, L.P., Insight Midwest, L.P. and Texas Cable Partners, L.P.

### AT&T CONSUMER SERVICES GROUP

AT&T Consumer Services Group is the leading provider of domestic and international long distance service to residential consumers in the United States. AT&T Consumer Services Group provides a broad range of communications services to consumers, including:

- inbound and outbound domestic and international long distance;
- transaction-based long distance services, such as operator-assisted calling services and prepaid phone cards;
- local calling offers; and
- dial-up Internet service through AT&T WorldNet Service.

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### AT&T BUSINESS SERVICES GROUP

AT&T Business Services Group is one of the nation's largest business services communications providers, providing a variety of global communications services to over 4 million customers, including large domestic and multinational businesses, small- and medium-sized businesses, and government agencies. AT&T Business Services Group operates one of the largest telecommunications networks in the United States.

AT&T Business Services Group provides a broad range of communications services and customized solutions, including:

- long distance, international and toll-free voice services;
- local services, including private line, local data and special access services;
- data and internet protocol, or IP, services, including frame relay and asynchronous transfer mode, or ATM;
- managed networking services and outsourcing solutions; and

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- wholesale transport services.

The table below sets forth the approximate percentage of consolidated revenue, operating income, net loss, assets and indebtedness of AT&T, giving prior effect to the split-off of the AT&T Wireless Services Group, that were attributable to each of AT&T Broadband Group, AT&T Consumer Services Group and AT&T excluding AT&T Broadband Group at or for the year ended December 31, 2001. In the future, these percentages will vary with the relative performance of the different AT&T groups. In addition, the actual debt levels of each of the AT&T groups in the future will depend on a variety of other factors, including the progress AT&T makes on its various debt reduction activities. The table also should be read in the context of the financial and other information set forth in this document.

	AT OR FOR YEAR ENDED DECEMBER 31, 2001			
	% OF AT&T REVENUE	% OF AT&T OPERATING INCOME	% OF AT&T NET LOSS*	% OF AT&T ASSETS
AT&T Broadband Group.....	19.3%	(111.4)%	61.0%	62.4%
AT&T Consumer Services Group.....	28.7%	123.1%	(42.0)%	1.4%
AT&T Corp. (excluding AT&T Broadband Group)**.....	81.2%	211.4%	(1.9)%	37.7%

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\* Based on net loss from continuing operations before cumulative effect of accounting change.

\*\* Includes AT&T Business Services Group and AT&T Consumer Services Group and excludes Liberty Media Group and AT&T Wireless Services Group.

AT&T COMCAST CORPORATION  
1500 Market Street  
Philadelphia, Pennsylvania 19102-2148  
(215) 665-1700

AT&T Comcast is a newly formed Pennsylvania corporation that has not, to date, conducted any activities other than those incident to its formation, the financing and other matters contemplated by the merger agreement and the preparation of this document. Upon completion of the AT&T Comcast transaction, Comcast and AT&T Broadband will each become a wholly owned subsidiary of AT&T Comcast. The business of AT&T Comcast will be the combined businesses currently conducted by Comcast and AT&T Broadband Group.

### THE AT&T COMCAST TRANSACTION

#### REASONS FOR THE AT&T COMCAST TRANSACTION (SEE PAGE II-8)

Comcast and AT&T believe that the combined strengths of Comcast and AT&T's broadband business will enable them to create the world's premier broadband communications company. The AT&T Comcast transaction will combine the companies' extensive broadband communications networks, technologically

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advanced broadband delivery systems and managerial expertise to build a business that Comcast and AT&T expect will create substantial long-term value for shareholders of both companies. Comcast and AT&T believe that AT&T Comcast will grow the broadband business with more efficiency to create stronger operating and financial results than either company could achieve on its own.

RECOMMENDATIONS OF THE BOARDS OF DIRECTORS (SEE PAGE II-8)

To Comcast Shareholders: The Comcast Board believes that the AT&T Comcast transaction, including the Comcast merger and the AT&T Comcast charter, is fair to you and in your best interest, and unanimously voted to approve the merger agreement and the transactions contemplated by the merger agreement. The Comcast Board unanimously recommends that you vote FOR the approval and adoption of the merger agreement and the transactions contemplated by the merger agreement and recommends that you vote FOR the AT&T Comcast charter proposal.

The Comcast Board believes that the preferred structure proposal is in your best interest and unanimously recommends that you vote FOR the preferred structure proposal.

To AT&T Shareholders: The AT&T Board believes that the AT&T Comcast transaction, including the separation, the AT&T Broadband spin-off, the AT&T Broadband merger and the AT&T Comcast charter, is fair to you and in your best interest and unanimously voted to approve the merger agreement and the transactions contemplated by the merger agreement. The AT&T Board unanimously recommends that you vote FOR the approval and adoption of the merger agreement and the transactions contemplated by the merger agreement and FOR the AT&T Comcast charter proposal.

OPINIONS OF FINANCIAL ADVISORS (SEE PAGE IV-1)

Opinions of Comcast's Financial Advisors. In deciding to approve the AT&T Comcast transaction, the Comcast Board considered opinions of three of its financial advisors, Morgan Stanley & Co. Incorporated, J.P. Morgan Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith, Incorporated, each dated December 19, 2001, to the Comcast Board to the effect that as of that date, the conversion ratios in the Comcast merger applicable to holders of Comcast common stock, in the aggregate, were fair, from a financial point of view, to Comcast shareholders, taken together. The full text of these opinions are attached as Annexes G, H and I to this document. Comcast urges its shareholders to read each of these opinions in its entirety for a description of the procedures followed, assumptions made, matters considered and limitations on the review undertaken. THESE OPINIONS DO NOT CONSTITUTE A RECOMMENDATION TO ANY SHAREHOLDER AS TO ANY MATTER RELATING TO THE MERGERS OR ANY RELATED TRANSACTIONS.

Opinions of AT&T's Financial Advisors. In connection with the proposed mergers, AT&T's financial advisors, Credit Suisse First Boston Corporation and

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Goldman, Sachs & Co., each has delivered a written opinion to the AT&T Board as to the fairness as of the date of the opinion, from a financial point of view, of the AT&T Broadband exchange ratio provided for in the AT&T Broadband merger to holders of AT&T Broadband common stock immediately prior to the mergers, other than Comcast and its affiliates. The full text of the separate written opinions of Credit Suisse First Boston Corporation and Goldman, Sachs & Co., each dated December 19, 2001, to the AT&T Board are attached to this document as Annexes J and K, respectively. AT&T urges its shareholders to read each opinion carefully in its entirety for a description of the procedures followed, assumptions made, matters considered and limitations on the review undertaken. THESE OPINIONS DO NOT CONSTITUTE A RECOMMENDATION TO ANY SHAREHOLDER AS TO ANY MATTER RELATING TO THE MERGERS OR ANY RELATED TRANSACTIONS.

### THE STRUCTURE OF THE AT&T COMCAST TRANSACTION

The AT&T Comcast transaction will occur in several steps. First, AT&T will transfer the assets and liabilities of AT&T's broadband business to AT&T Broadband, a holding company formed for the purpose of effectuating the AT&T Comcast transaction. Second, AT&T will spin off AT&T Broadband to its shareholders. Third, Comcast and AT&T Broadband will each merge with a different, wholly owned subsidiary of AT&T Comcast. In the AT&T Comcast transaction, Comcast and AT&T shareholders will receive the consideration described below.

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The merger agreement provides for all of the steps described above to occur on the closing date for the mergers.

### CAPITAL STRUCTURE (SEE PAGE V-1)

AT&T Comcast will have one of two capital structures upon completion of the AT&T Comcast transaction, the Preferred Structure or the Alternative Structure. These capital structures are described in the following paragraphs.

#### PREFERRED STRUCTURE

If holders of Comcast Class A common stock, voting as a single class, approve the preferred structure proposal, AT&T Comcast's capital structure upon completion of the AT&T Comcast transaction will be as follows:

- Class B common stock -- each share will have 15 votes and all shares in the aggregate will have 33 1/3% of the voting power of AT&T Comcast stock,
- Class A common stock -- each share will have a number of votes determined pursuant to a formula and all shares in the aggregate will initially have 66 2/3% of the voting power of AT&T Comcast stock, and
- Class A Special common stock -- will be non-voting.

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The 33 1/3% aggregate voting power of AT&T Comcast Class B common stock will not be diluted by additional issuances of any other class of AT&T Comcast stock and will be reduced only in limited circumstances. For a more complete description of the voting rights of the various classes of AT&T Comcast stock that will be outstanding upon completion of the AT&T Comcast transaction if the Preferred Structure is implemented, see "Certain Legal Information -- Description of AT&T Comcast Capital Stock."

### ALTERNATIVE STRUCTURE

If holders of Comcast Class A common stock, voting as a single class, do not approve the preferred structure proposal, AT&T Comcast's capital structure upon completion of the AT&T Comcast transaction will be as follows:

- Class B common stock -- each share will have 15 votes and all shares in the aggregate will have 33 1/3% of the voting power of AT&T Comcast stock,
- Class A common stock -- each share will have 1 vote and all shares in the aggregate will have approximately 5.14% of the voting power of AT&T Comcast stock,
- Class A Special common stock -- will be non-voting, and
- Class C common stock -- each share will have a number of votes determined pursuant to a formula and all shares in the aggregate will initially have approximately 61 53/100% of the voting power of AT&T Comcast stock.

The 33 1/3% aggregate voting power of AT&T Comcast Class B common stock and approximately 5.14% aggregate voting power of AT&T Comcast Class A common stock will not be diluted by additional issuances of any other class of AT&T Comcast stock and will be reduced only in limited circumstances. For a more complete description of the voting rights of the various classes of AT&T Comcast stock that will be outstanding upon completion of the AT&T Comcast transaction if the Alternative Structure is implemented, see "Certain Legal Information -- Description of AT&T Comcast Capital Stock."

### WHY THE COMCAST BOARD RECOMMENDS THE PREFERRED STRUCTURE OVER THE ALTERNATIVE STRUCTURE

The Comcast Board has recommended that holders of Comcast Class A common stock approve the preferred structure proposal because the Comcast Board believes that the Preferred Structure is in the best interests of the holders of Comcast Class A common stock.

Under the Preferred Structure:

- holders of Comcast Class A common stock will receive shares of AT&T Comcast Class A common stock (approximately 22 million shares in the aggregate) and
- holders of AT&T common stock will also receive shares of AT&T Comcast Class A common stock (up to 1.235 billion shares in the aggregate).

Upon completion of the AT&T Comcast transaction under the Preferred Structure, there will be outstanding approximately 1.37 billion shares of AT&T Comcast Class A common stock, assuming that the transaction with Microsoft described



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below is completed and that AT&T Comcast is not required to make any of the

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additional payments of AT&T Comcast common stock described below.

By contrast, under the Alternative Structure:

- holders of Comcast Class A common stock will receive shares of AT&T Comcast Class A common stock (approximately 22 million shares in the aggregate) and
- holders of AT&T common stock will receive shares of a different class of AT&T Comcast common stock, AT&T Comcast Class C common stock.

Upon completion of the AT&T Comcast transaction under the Alternative Structure, there will be outstanding only approximately 22 million shares of AT&T Comcast Class A common stock.

The Comcast Board believes that holders of Comcast Class A common stock would benefit from the increased liquidity of the AT&T Comcast shares they receive under the Preferred Structure and that this benefit outweighs the potential benefits of the greater per share voting rights of the AT&T Comcast Class A common stock under the Alternative Structure.

### WHAT COMCAST SHAREHOLDERS WILL RECEIVE IN THE COMCAST MERGER (SEE PAGE V-1)

Comcast shareholders will receive one share of the corresponding class of AT&T Comcast common stock in exchange for each of their shares of Comcast common stock.

Upon completion of the AT&T Comcast transaction, assuming that the Microsoft transaction described below is completed and AT&T Comcast is not required to make any of the additional payments of AT&T Comcast common stock described below, Comcast shareholders will own approximately

- 40.0% of AT&T Comcast's economic interest and
- if the Preferred Structure is implemented, 34.4% of AT&T Comcast's voting power or, if the Alternative Structure is implemented, 38.5% of AT&T Comcast's voting power.

Upon completion of the AT&T Comcast transaction, regardless of which capital structure is implemented and whether or not the Microsoft transaction described below is completed or AT&T Comcast is required to make any of the potential additional payments of AT&T Comcast common stock described below, Sural LLC, which is controlled by Brian L. Roberts, President of Comcast, and currently holds approximately 86.7% of Comcast's voting power, will hold approximately 33 1/3% of AT&T Comcast's voting power, including all of the outstanding AT&T Comcast Class B common stock.

### WHAT AT&T SHAREHOLDERS WILL RECEIVE IN THE AT&T COMCAST TRANSACTION (SEE PAGE V-1)

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The precise number of shares of AT&T Comcast common stock that each holder of AT&T common stock will receive in the AT&T Comcast transaction will depend upon the number of shares of AT&T common stock outstanding and the value of the employee stock options and stock appreciation rights held by current AT&T Broadband employees and former AT&T and AT&T Broadband employees, in each case at the time the AT&T Comcast transaction is completed, and the number of shares, if any, of AT&T common stock held by Comcast immediately prior to the record date for the AT&T Broadband spin-off.

If the exchange ratio were determined as of the date of this document, assuming AT&T Comcast is not required to make any of the additional payments of AT&T Comcast common stock described below, AT&T shareholders will receive with respect to each of their shares of AT&T common stock:

- if the Preferred Structure is implemented, approximately 0.35 of a share of AT&T Comcast Class A common stock or
- if the Alternative Structure is implemented, approximately 0.35 of a share of AT&T Comcast Class C common stock.

Upon completion of the AT&T Comcast transaction, assuming the Microsoft transaction described below is completed and AT&T Comcast is not required to make any of the additional payments of AT&T Comcast common stock described below, AT&T shareholders will own approximately

- 54.8% of AT&T Comcast's economic interest and
- if the Preferred Structure is implemented, 60.6% of AT&T Comcast's voting power or, if the Alternative Structure is

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implemented, 56.6% of AT&T Comcast's voting power.

The actual exchange ratio may vary from the 0.35 estimate calculated as of the date of this document. For example, if Comcast were to sell all of its shares of AT&T common stock prior to the record date for the AT&T Broadband spin-off and if AT&T were to issue the maximum number of shares it is permitted to issue under the merger agreement, the exchange ratio, determined as of the date of this document and otherwise using then current information but giving effect to such sales and issuances, would be approximately 0.32 shares of AT&T Comcast common stock for each share of AT&T common stock.

AT&T Comcast will not issue any fractional shares in the AT&T Comcast transaction. AT&T shareholders will receive a check in the amount of the net proceeds from the sale of their fractional shares in the market.

AT&T Consumer Services Group tracking stock will not entitle holders thereof to receive any shares of AT&T Comcast common stock.

POTENTIAL ADDITIONAL PAYMENTS (SEE PAGE V-2)

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Subject to the limitations described in the next paragraph, AT&T Comcast may be required to issue additional shares of AT&T Comcast common stock to AT&T securityholders who receive shares in connection with the AT&T Comcast transaction

- if prior to the completion of the AT&T Comcast transaction Standard & Poor's does not commit to include the class of AT&T Comcast common stock that the AT&T shareholders receive in the AT&T Comcast transaction in the Standard & Poor's 500 Index and
- the average trading price for that class of AT&T Comcast common stock during 10 trading days randomly selected from a specified post-closing pricing period is less than the average trading price for the AT&T Comcast Class A Special common stock on the same trading days.

The post-closing pricing period from which the 10 days will be selected will be a 20-trading day period that commences no later than 45 days after the closing date of the AT&T Comcast transaction.

However, the obligation of AT&T Comcast to issue additional shares of AT&T Comcast common stock as described in the preceding paragraph will be subject to the following limitations:

- AT&T Comcast will not be obligated to compensate AT&T securityholders who receive shares in connection with the AT&T Comcast transaction to the extent the price differential exceeds 3%,
- the number of shares that would otherwise be issued will be reduced by the number of shares, if any, issued as described in the next paragraph and
- if the class of AT&T Comcast common stock to be issued to AT&T shareholders in connection with the AT&T Comcast transaction is included in the Standard & Poor's 500 Index prior to the close of the pricing period referred to in the preceding paragraph, no additional shares will be issued.

AT&T Comcast may also be required to issue additional shares of AT&T Comcast common stock to AT&T securityholders who receive shares in connection with the AT&T Comcast transaction to ensure that they receive shares of AT&T Comcast common stock with a value in excess of 50% of the value of all shares of AT&T Comcast common stock issued in connection with the AT&T Comcast transaction. Unless AT&T receives a ruling from the Internal Revenue Service that permits AT&T and Comcast to use the valuation methodology described in the second preceding paragraph, the value of the shares of AT&T Comcast common stock will be determined as of the closing date of the AT&T Comcast transaction. It is not expected that any additional shares will be issued as a result of the requirement described in this paragraph.

Any additional payments of AT&T Comcast common stock that are owed will be made promptly after the amount of such payment can be determined.

The potential additional payments described in this subsection are sometimes referred to in this document as "additional payments."

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Sural LLC, which is controlled by Brian L. Roberts, President of Comcast, has entered into a support agreement with, among others, AT&T pursuant to which it has agreed to vote its shares of Comcast common stock in favor of the Comcast transaction proposal, the AT&T Comcast charter proposal and the preferred structure proposal. Because Sural held approximately 86.7% of the aggregate voting power of Comcast stock as of the record date for the Comcast special meeting, Sural's vote in favor of the Comcast transaction proposal and the AT&T Comcast charter proposal will be sufficient to approve the Comcast transaction proposal and the AT&T Comcast charter proposal without the vote of any other Comcast shareholder. Approval of the preferred structure proposal will still require the affirmative vote of a majority of the votes cast by holders of shares of Comcast Class A common stock, voting as a single class.

Sural has also agreed in the support agreement to vote its shares of AT&T Comcast Class B common stock in favor of the nominees selected by AT&T Comcast's directors nominating committee or otherwise nominated by AT&T Comcast for election as directors at the 2004 annual meeting of AT&T Comcast shareholders, subject to certain exceptions. Sural has further agreed in the support agreement to restrictions on its ability to transfer its shares of AT&T Comcast Class B common stock. Those restrictions survive until the tenth anniversary of the completion of the AT&T Comcast transaction.

AT&T COMCAST BOARD AND MANAGEMENT FOLLOWING THE AT&T COMCAST TRANSACTION (SEE PAGE VIII-1)

Upon completion of the AT&T Comcast transaction, the AT&T Comcast Board will consist of 12 members, at least seven of whom will be independent directors. Comcast and AT&T will each designate five of the initial members of the AT&T Comcast Board from among its then-existing Board members and will jointly designate the two remaining initial members of the AT&T Comcast Board, each of whom will be an independent director. Except for certain pre-approved designees, the individuals designated by Comcast and AT&T will be mutually agreed by Comcast and AT&T. If the AT&T Comcast Board decides to establish an executive committee, Ralph J. Roberts, Chairman of the Board of Comcast, will be its chairman.

Upon completion of the AT&T Comcast transaction, C. Michael Armstrong, Chairman of the Board and Chief Executive Officer of AT&T, will become Chairman of the Board of AT&T Comcast and Brian L. Roberts, President of Comcast, will become Chief Executive Officer and President of AT&T Comcast. The other members of senior management of AT&T Comcast upon completion of the AT&T Comcast transaction will be selected by Brian L. Roberts in consultation with C. Michael Armstrong.

INTERESTS OF DIRECTORS AND OFFICERS IN THE AT&T COMCAST TRANSACTION (SEE PAGE IX-1)

When considering our Board's recommendations that you vote in favor of the AT&T Comcast transaction, you should be aware that a number of our directors and officers have interests in the AT&T Comcast transaction that are different from,

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or in addition to, yours. These interests include the following:

- C. Michael Armstrong, Chairman of the Board and Chief Executive Officer of AT&T, will become Chairman of the Board of AT&T Comcast upon completion of the AT&T Comcast transaction and will be able to be removed from his position only with the approval of at least 75% of the entire AT&T Comcast Board;
- Brian L. Roberts, President of Comcast, will become Chief Executive Officer and President of AT&T Comcast upon completion of the AT&T Comcast transaction and will be able to be removed from his position only with the approval of at least 75% of the entire AT&T Comcast Board; and
- five of the then-existing members of each of the Comcast Board and the AT&T Board will become members of the AT&T Comcast Board upon completion of the AT&T Comcast transaction for a term that does not expire until the 2004 annual meeting of AT&T Comcast shareholders.

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Furthermore, a number of our directors and officers will receive:

- funding of benefits in trust;
- employment agreements with AT&T Comcast;
- accelerated vesting of stock options and other equity-based awards;  
and
- the right to continued indemnification and insurance coverage by AT&T Comcast for acts or omissions occurring prior to the AT&T Comcast transaction.

CONDITIONS TO THE COMPLETION OF THE AT&T COMCAST TRANSACTION (SEE PAGE V-12 AND PAGE V-18)

The completion of the AT&T Comcast transaction is subject to the satisfaction or waiver of several conditions, including:

- approval by AT&T shareholders of the AT&T transaction proposal and the AT&T Comcast charter proposal;
- approval by Comcast shareholders of the Comcast transaction proposal and the AT&T Comcast charter proposal;

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- expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended;
- the absence of any law, regulation or order prohibiting the completion of the AT&T Comcast transaction;
- receipt of all required regulatory approvals other than those the failure of which to be obtained would not reasonably be expected to have a material adverse effect on either Comcast or AT&T Broadband Group;
- accuracy of the representations and warranties of the other party, including with respect to the absence of a material adverse effect;
- receipt and continuing effectiveness of an Internal Revenue Service ruling or rulings, or an opinion from tax counsel acceptable to Comcast and AT&T, to the effect that, for U.S. federal income tax purposes, the AT&T Broadband spin-off will be tax-free to AT&T and its shareholders, the mergers will not cause the AT&T Broadband spin-off to fail to be qualified as a tax-free transaction, and the AT&T Broadband spin-off will not cause the distributions by AT&T of the common stock of AT&T Wireless Services, Inc. or of Liberty Media Corporation to fail to qualify as tax-free transactions;
- receipt by each party of an opinion of its counsel to the effect that the combination of AT&T Broadband and Comcast will qualify as a tax-free transaction for U.S. federal income tax purposes;
- performance by Sural LLC in all material respects of its obligations under the support agreement; and
- receipt of appropriate note consents, or the defeasance, purchase or acquisition of indebtedness, in respect of at least 90% in aggregate principal amount of the securities issued under the AT&T indenture, dated as of September 7, 1990, and outstanding as of December 19, 2001.

### TERMINATION RIGHTS (SEE PAGE V-13)

The merger agreement may be terminated by mutual agreement of Comcast and AT&T.

The merger agreement may be terminated by Comcast or AT&T if:

- the AT&T shareholders fail to approve either the AT&T transaction proposal or the AT&T Comcast charter proposal;
- the Comcast shareholders fail to approve either the Comcast transaction proposal or the AT&T Comcast charter proposal;
- the AT&T Comcast transaction is not completed by March 1, 2003;
- the other party breaches the merger agreement such that the related closing conditions cannot be satisfied by March 1, 2003; or

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- any material law or regulation makes completion of the AT&T Comcast transaction illegal or a permanent injunction prohibiting completion of the AT&T Comcast transaction is entered.

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In addition, AT&T may terminate the merger agreement if, as permitted by the merger agreement, the closing date for the AT&T Comcast transaction is delayed because the Microsoft transaction described below does not occur; provided that AT&T may terminate the merger agreement pursuant to this provision only (1) on two business days' notice delivered to Comcast between 30 and 45 days after the commencement of the delay; and (2) if prior to the effectiveness of the termination Comcast does not agree to close the AT&T Comcast transaction within 60 days of the commencement of the delay.

In addition, Comcast may terminate the merger agreement if:

- the AT&T Board withdraws or modifies, in a manner adverse to Comcast, its recommendation of either the AT&T transaction proposal or the AT&T Comcast charter proposal; or
- AT&T willfully and materially breaches its obligations described below in this summary under "Duty to Recommend the AT&T Comcast Transaction" or "No Solicitation of Competing Transactions."

### TERMINATION FEES (SEE PAGE V-14)

AT&T will pay a wholly owned subsidiary of Comcast a termination fee in the amount of \$1.5 billion in cash if the merger agreement is terminated because:

- the AT&T Board withdraws or modifies, in a manner adverse to Comcast, its recommendation of either the AT&T transaction proposal or the AT&T Comcast charter proposal; or
- AT&T willfully and materially breaches its obligations described below under "Duty to Recommend the AT&T Comcast Transaction" or "No Solicitation of Competing Transactions."

In addition, if (1) a competing acquisition proposal made by a third party is pending at the time of the AT&T meeting, (2) the merger agreement is terminated because the AT&T shareholders fail to approve the AT&T transaction proposal or the AT&T Comcast charter proposal at the AT&T meeting, and (3) within one year of the AT&T meeting, AT&T enters into an agreement relating to an alternative material transaction, AT&T will pay a wholly owned subsidiary of Comcast a \$1.5 billion termination fee in cash.

Comcast will pay AT&T a \$1.5 billion termination fee in cash if the merger

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agreement is terminated because the Comcast Board withdraws or modifies, in a manner adverse to AT&T, its recommendation of either the Comcast transaction proposal or the AT&T Comcast charter proposal or if Comcast shareholders fail to approve either the Comcast transaction proposal or the AT&T Comcast charter proposal. See "Support Agreement" above.

### DUTY TO RECOMMEND THE AT&T COMCAST TRANSACTION (SEE PAGE V-8)

The AT&T Board has recommended that the AT&T shareholders approve the AT&T transaction proposal and the AT&T Comcast charter proposal. The AT&T Board is permitted to withdraw or modify, in a manner adverse to Comcast, its recommendation of the AT&T transaction proposal or the AT&T Comcast charter proposal if the AT&T Board determines in good faith that it must take such action to comply with its fiduciary duties under applicable law and provides Comcast with two business days' prior written notice. AT&T does not have the right to terminate the merger agreement to accept a superior acquisition proposal for its broadband business and subject to applicable law must submit the AT&T Comcast transaction to AT&T shareholders at the AT&T annual meeting.

### NO SOLICITATION OF COMPETING TRANSACTIONS (SEE PAGE V-9)

AT&T is generally prohibited from soliciting or encouraging, among other specific acquisition proposals, acquisition proposals from third parties that would reasonably be expected to be inconsistent in any material respect with the AT&T Comcast transaction or materially delay, impede or adversely affect the AT&T Comcast transaction. AT&T is also prohibited from providing nonpublic information to or engaging in negotiations with any third party that has made or is known by AT&T to be considering making an acquisition proposal of the type described in the previous sentence.

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However, AT&T may furnish nonpublic information and engage in negotiations with a third party that has made an unsolicited acquisition proposal if the AT&T Board determines in good faith that such acquisition proposal would reasonably be expected to lead to a proposal that would be more favorable to AT&T shareholders than the AT&T Comcast transaction and that it must take such action to comply with its fiduciary duties under applicable law.

### MICROSOFT ARRANGEMENT (SEE PAGE V-24)

Comcast, AT&T and AT&T Comcast have entered into an exchange agreement with Microsoft Corporation pursuant to which at the time of the AT&T Broadband spin-off Microsoft will exchange \$5 billion of quarterly income preferred securities, or QUIPS, issued by AT&T Finance Trust I, an AT&T subsidiary, for a number of shares of AT&T Broadband common stock that, subject to the limitation described in the next sentence, will be converted in the AT&T Broadband merger into 115 million shares of AT&T Comcast Class A common stock under the Preferred Structure or AT&T Comcast Class C common stock under the Alternative Structure. To the extent necessary so that Microsoft will not hold more than 4.95% of AT&T Comcast's voting power as a result of the AT&T Comcast transaction, Microsoft has agreed to accept shares of the non-voting AT&T Comcast Class A Special



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common stock in the AT&T Broadband merger, on a one-for-one basis, instead of shares of voting AT&T Comcast common stock.

If the Microsoft transaction is completed, AT&T Comcast has agreed in the exchange agreement that it will not discriminate against Microsoft with respect to the provision of high-speed Internet services over AT&T Comcast cable systems.

### REGULATORY MATTERS (SEE PAGE II-20)

Under U.S. antitrust laws, Comcast and AT&T may not complete the AT&T Comcast transaction until Comcast and AT&T have notified the Antitrust Division of the United States Department of Justice and the Federal Trade Commission of the AT&T Comcast transaction by filing the necessary report forms and until a required waiting period has ended. Comcast and AT&T have filed the required information and materials to notify the U.S. Department of Justice and the Federal Trade Commission of the AT&T Comcast transaction. On February 21, 2002, Comcast and AT&T received a request from the United States Department of Justice, the reviewing agency, for additional information regarding the AT&T Comcast transaction. Comcast and AT&T are in the process of responding to this request.

Under federal communications law and local franchise requirements, Comcast and AT&T must also obtain the approval of the Federal Communications Commission, or FCC, and a number of state and local authorities in connection with the AT&T Comcast transaction. Comcast and AT&T have filed the required applications with the FCC and these state and local authorities. The FCC and most of these state and local authorities have not completed their reviews of the AT&T Comcast transaction.

Comcast and AT&T have agreed to use their best efforts to obtain all regulatory approvals that are necessary or advisable in connection with the AT&T Comcast transaction. In addition, Comcast and AT&T have also agreed to take all actions necessary to obtain termination of the applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 relating to the AT&T Comcast transaction and to obtain all consents of the FCC required to complete the AT&T Comcast transaction.

There can be no assurances that Comcast and AT&T will obtain all regulatory approvals necessary to complete the AT&T Comcast transaction or that the granting of these approvals will not involve the imposition of conditions on the completion of the AT&T Comcast transaction or require changes to the terms of the AT&T Comcast transaction.

### MATERIAL FEDERAL INCOME TAX CONSEQUENCES (SEE PAGE II-16)

It is a condition to the AT&T Broadband spin-off and to the mergers that AT&T receive a private letter ruling from the Internal Revenue Service, or an opinion of counsel, to the effect that AT&T, AT&T Broadband and holders of AT&T common stock who receive shares of AT&T Broadband common stock in the AT&T Broadband spin-off will not recognize gain or loss for U.S. federal income tax purposes in connection

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with the AT&T Broadband spin-off. AT&T has filed a private letter ruling request in respect of this matter with the IRS. It is a condition to the mergers that AT&T and Comcast each receive an opinion of counsel to the effect that AT&T Broadband, Comcast and their respective shareholders who exchange their shares for shares of AT&T Comcast common stock in the mergers will not recognize gain or loss for U.S. federal income tax purposes in connection with the mergers, except for gain or loss with respect to cash received instead of fractional shares. The receipt of this opinion by AT&T is also a condition to the AT&T Broadband spin-off.

Subject to the limitations and qualifications described in "The AT&T Comcast Transaction -- Material Federal Income Tax Consequences," it is the opinion of Wachtell, Lipton, Rosen & Katz, counsel to AT&T, that the AT&T Broadband spin-off will qualify as a tax-free reorganization. As a result, (1) no gain or loss will be recognized by AT&T or AT&T Broadband upon the separation and the AT&T Broadband spin-off (other than gains related to certain intercompany transactions that will be triggered by the AT&T Broadband spin-off) and (2) no gain or loss will be recognized by U.S. holders of AT&T common stock upon their receipt of shares of AT&T Broadband common stock in the AT&T Broadband spin-off.

Subject to the limitations and qualifications described in "The AT&T Comcast Transaction -- Material Federal Income Tax Consequences," it is the opinion of Wachtell, Lipton, Rosen & Katz, counsel to AT&T, and Davis Polk & Wardwell, counsel to Comcast, that the mergers will constitute an exchange to which Section 351 of the Internal Revenue Code applies. As a result, (1) no gain or loss will be recognized by Comcast, AT&T Broadband, the AT&T Broadband merger subsidiary, or the Comcast merger subsidiary upon the mergers and (2) except for gain or loss with respect to cash received instead of fractional shares, no gain or loss will be recognized by U.S. holders of AT&T Broadband common stock or Comcast common stock on the exchange of such stock for AT&T Comcast common stock.

### MARKET PRICE INFORMATION (SEE PAGE I-29)

Comcast Class A common stock and Comcast Class A Special common stock are listed on The Nasdaq Stock Market under the symbols "CMCSA" and "CMCSK," respectively. AT&T common stock is primarily listed on the New York Stock Exchange under the symbol "T."

On July 6, 2001, the last full trading day before Comcast publicly announced its proposal to AT&T to acquire AT&T's broadband business, Comcast Class A common stock and Comcast Class A Special common stock closed at \$41.85 and \$42.08, respectively, and AT&T common stock closed at \$16.65, as adjusted to reflect the AT&T Wireless Services split-off. On December 19, 2001, the last full trading day before the public announcement of the AT&T Comcast transaction, Comcast Class A common stock and Comcast Class A Special common stock closed at \$38.09 and \$38.07, respectively, and AT&T common stock closed at \$16.80. On May 13, 2002, the last full trading day before the date of this document, Comcast Class A common stock and Comcast Class A Special common stock closed at \$31.03 and \$29.09, respectively, and AT&T common stock closed at \$13.70.

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STOCK EXCHANGE LISTINGS (SEE PAGE XV-15)

The shares of AT&T Comcast Class A common stock, AT&T Comcast Class A Special common stock and, if the Alternative Structure is implemented, AT&T Comcast Class C common stock issued in connection with the AT&T Comcast transaction will be quoted on The Nasdaq Stock Market under the ticker symbols "CMCSA," "CMCSK" and, if applicable, "CMCSJ," respectively.

APPRAISAL RIGHTS (SEE PAGE II-23)

Holders of Comcast Class A common stock, Comcast Class A Special common stock and AT&T common stock are not entitled to appraisal rights in connection with the AT&T Comcast transaction.

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### AT&T CONSUMER SERVICES GROUP TRACKING STOCK

THE CONSUMER SERVICES CHARTER AMENDMENT PROPOSAL

AT&T shareholders are being asked to approve an amendment to the AT&T charter to authorize AT&T to create a new class of AT&T common stock -- AT&T Consumer Services Group tracking stock -- and certain related benefit plan proposals. The Consumer Services charter amendment proposal requires the affirmative vote of holders of a majority of the outstanding shares of AT&T common stock.

AT&T Consumer Services Group tracking stock is intended to reflect the separate performance of AT&T Consumer Services Group, which includes the assets and liabilities shown in the combined balance sheets of AT&T Consumer Services Group. AT&T will include within AT&T Consumer Services Group all net income or net losses generated by the assets that comprise AT&T Consumer Services Group and all net proceeds from any disposition of these assets.

If AT&T Consumer Services Group tracking stock is issued and if the AT&T Comcast transaction is completed, AT&T common stock will effectively act as tracking stock for AT&T Business Services Group plus any retained portion of AT&T Consumer Services Group.

TERMS OF AT&T CONSUMER SERVICES GROUP TRACKING STOCK

The proposed Consumer Services charter amendment would authorize AT&T to issue up to 500 million shares of AT&T Consumer Services Group tracking stock. We describe some of the most significant terms of AT&T Consumer Services Group tracking stock below, but we include a more detailed description of AT&T Consumer Services Group tracking stock later in this document.

**Voting Rights.** Each share of AT&T Consumer Services Group tracking stock will initially have one vote per share. If AT&T completes the AT&T Broadband spin-off or otherwise distributes one or more entities holding all or substantially all of the assets of its broadband business to its securityholders, each share of AT&T Consumer Services Group tracking stock will

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initially have 2.5 votes per share. If the reverse stock split proposal is approved and implemented, AT&T Consumer Services Group tracking stock would have .2 of a vote per share if the AT&T Broadband separation is not completed or .5 of a vote per share if the AT&T Broadband separation is completed. Except as required by law or by any special voting rights of any other class or series of AT&T stock, holders of shares of AT&T Consumer Services Group tracking stock will vote together with all other AT&T shareholders on matters presented to AT&T shareholders.

**Dividends.** Holders of AT&T Consumer Services Group tracking stock will be entitled to dividends only to the extent declared by the AT&T Board. AT&T's charter will define an available dividend amount with respect to AT&T Consumer Services Group tracking stock. The available dividend amount is designed to be equivalent to an allocable portion of the amount that would legally be available for the payment of dividends by AT&T Consumer Services Group plus an amount equal to its net income available to common shareowners for the year in which the dividend is declared and/or the prior year, determined in each case as if it were a separate legal entity.

Dividends on AT&T Consumer Services Group tracking stock may only be paid up to the applicable amounts described above and also will be subject to the legal capacity of AT&T as a whole to pay dividends. Subject to these limitations and to the discretion of the AT&T Board, AT&T currently expects to pay dividends on AT&T Consumer Services Group tracking stock equal in the aggregate to two-thirds of the aggregate annual dividend AT&T currently pays on AT&T common stock, and to pay dividends on AT&T common stock equal to one-third of the aggregate annual current dividend. The aggregate annual current dividend paid on AT&T common stock is \$0.15 per share.

**Redemption.** AT&T may, or, in some cases, is required to, redeem shares of AT&T Consumer Services Group tracking stock under a number of circumstances, in each case without the approval of holders of AT&T Consumer Services Group tracking stock:

- At any time, AT&T may redeem shares of AT&T Consumer Services Group tracking

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stock for a comparable tracking stock of any company that owns substantially all the assets and liabilities allocated to AT&T Consumer Services Group at that time without the payment of any premium.

- At any time, AT&T may redeem the shares of AT&T Consumer Services Group tracking stock for shares of AT&T common stock having a market value equal to 110% of the market value of AT&T Consumer Services Group tracking stock.
- At any time, AT&T may redeem shares of AT&T Consumer Services Group tracking stock for shares of one or more subsidiaries that hold all material assets and liabilities allocated to AT&T Consumer Services Group, as long as the redemption is tax free to shareholders. This would result in a split-off of AT&T Consumer Services Group.
- With some exceptions, in the event of certain dispositions of all or substantially all the assets of AT&T Consumer Services Group, AT&T is

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generally required to redeem shares of AT&T Consumer Services Group tracking stock for (1) shares of AT&T common stock or (2) cash and/or property in an amount equal to the net proceeds of the disposition that are allocable to AT&T Consumer Services Group tracking stock.

Liquidation. In the event of a liquidation of AT&T, holders of AT&T Consumer Services Group tracking stock and AT&T common stock will be entitled to share in the funds available for distribution to AT&T common shareholders in proportion to the relative market capitalization of the outstanding shares of each class of AT&T stock.

### ISSUANCE OF AT&T CONSUMER SERVICES GROUP TRACKING STOCK

If the AT&T Consumer Services Group tracking stock proposal is approved, AT&T plans to distribute these shares as a dividend to holders of AT&T common stock at such time as AT&T determines that there is sufficient market receptivity and support for such a distribution. AT&T has not yet determined the timing of the distribution, which may be made within a year of shareholder approval or may be made thereafter, depending on market conditions. AT&T expects that, when it distributes AT&T Consumer Services Group tracking stock, it will distribute shares intended to reflect all of the financial performance and economic value of AT&T Consumer Services Group.

NOTWITHSTANDING AT&T'S CURRENT PLANS, THE AT&T BOARD COULD DECIDE NOT TO PROCEED WITH THE PROPOSAL, COULD ISSUE SHARES REPRESENTING LESS THAN ALL OF THE FINANCIAL PERFORMANCE AND ECONOMIC VALUE OF AT&T CONSUMER SERVICES GROUP, OR COULD PROCEED AT A TIME OR IN A MANNER DIFFERENT FROM ITS CURRENT INTENTIONS. AT&T's plans may change, for example, if the AT&T Board decides that market conditions and receptivity warrant such a change or do not support a distribution of shares of AT&T Consumer Services Group tracking stock. If the AT&T Consumer Services Group tracking stock proposal is approved, the AT&T Board will have the ability to issue shares of AT&T Consumer Services Group tracking stock at such time, in such amount and in such manner as it determines appropriate.

Approval of the Consumer Services charter amendment proposal will give the AT&T Board wide discretion on how to implement the Consumer Services charter amendment proposal. If you do not want to give the AT&T Board this authority with respect to implementing the Consumer Services charter amendment proposal, you should not vote for the proposal.

If AT&T Consumer Services Group tracking stock is issued and if the AT&T Comcast transaction is completed, AT&T intends the AT&T common stock to reflect only the financial performance and economic value of AT&T Business Services Group, together with AT&T's retained portion, if any, of the value of AT&T Consumer Services Group, although there is no assurance that it will.

AT&T expects to list AT&T Consumer Services Group tracking stock on a national securities exchange or quotation system.

### REASONS FOR AT&T CONSUMER SERVICES GROUP TRACKING STOCK

AT&T believes that issuance of AT&T Consumer Services Group tracking stock will improve shareholder value by creating separate

classes of stock, AT&T believes that AT&T Consumer Services Group tracking stock will:

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- allow AT&T shareholders to view more clearly the performance of each of AT&T Consumer Services Group and AT&T Business Services Group, and to evaluate each of AT&T Consumer Services Group's and AT&T Business Services Group's results against those of its competitors; and
  
- enable AT&T shareholders and other investors to invest in the securities that fit their needs and investment profiles without the requirement of simultaneously investing in other businesses, and permit the creation of more effective management incentive and retention programs.

For additional reasons for, and more detail on the reasons for, AT&T Consumer Services Group tracking stock, see "AT&T Consumer Services Group Tracking Stock -- Reasons for AT&T Consumer Services Group Tracking Stock."

U.S. FEDERAL INCOME TAX CONSIDERATIONS

AT&T expects the distribution of AT&T Consumer Services Group tracking stock to holders of AT&T common stock to be tax free to AT&T and to holders of AT&T common stock.

RECENT FINANCIAL RESULTS

For information on Comcast's earnings for the quarter ended March 31, 2002, please see the Current Report on Form 8-K filed by Comcast with the SEC on May 3, 2002, which is incorporated by reference into this document.

For information on AT&T's earnings for the quarter ended March 31, 2002, please see the Current Report on Form 8-K filed by AT&T with the SEC on April 25, 2002, which is incorporated by reference into this document.

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SELECTED FINANCIAL DATA OF COMCAST CORPORATION

The following summary consolidated financial data is derived from Comcast's audited consolidated financial statements. You should read the financial data presented below in conjunction with the consolidated financial statements, accompanying notes and management's discussion and analysis of results of operations and financial condition of Comcast, which are incorporated by reference into this document.

	YEAR ENDED DECEMBER 31,			
	2001	2000	1999	1998
	(UNAUDITED)			
	(DOLLARS IN MILLIONS, EXCEPT PER SHARE D			
STATEMENT OF OPERATIONS DATA:				
Revenues.....	\$ 9,674.2	\$ 8,218.6	\$ 6,529.2	\$ 5,419.0

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Operating income (loss).....	(746.2)	(161.0)	664.0	557.1
Income (loss) from continuing operations before extraordinary items and cumulative effect of accounting change.....	225.6	2,045.1	780.9	1,007.7
Gain (loss) from discontinued operations(1).....			335.8	(31.4)
Cumulative effect of accounting change.....	384.5			
Extraordinary items.....	(1.5)	(23.6)	(51.0)	(4.2)
Net income (loss).....	608.6	2,021.5	1,065.7	972.1

BASIC EARNINGS (LOSS) FOR COMMON STOCKHOLDERS  
PER COMMON SHARE(2):

Income (loss) from continuing operations before extraordinary items and cumulative effect of accounting change.....	\$ .24	\$ 2.27	\$ 1.00	\$ 1.34
Gain (loss) from discontinued operations(1).....			.45	(.04)
Cumulative effect of accounting change.....	.40			
Extraordinary items.....		(.03)	(.07)	(.01)
Net income (loss).....	=====	=====	=====	=====
	\$ .64	\$ 2.24	\$ 1.38	\$ 1.29

DILUTED EARNINGS (LOSS) FOR COMMON STOCKHOLDERS  
PER COMMON SHARE(2):

Income (loss) from continuing operations before extraordinary items and cumulative effect of accounting change.....	\$ .23	\$ 2.16	\$ .95	\$ 1.25
Gain (loss) from discontinued operations(1).....			.41	(.03)
Cumulative effect of accounting change.....	.40			
Extraordinary items.....		(.03)	(.06)	(.01)
Net income (loss).....	=====	=====	=====	=====
	\$ .63	\$ 2.13	\$ 1.30	\$ 1.21

Cash dividends declared per common share(2)..... \$ .0467

BALANCE SHEET DATA (AT END OF PERIOD):

Total assets.....	\$38,131.8	\$35,744.5	\$28,685.6	\$14,710.5
Working capital.....	1,419.5	1,670.9	4,771.6	2,497.0
Long-term debt(3).....	11,741.6	10,517.4	8,707.2	5,464.2
Total debt(3).....	12,201.8	10,811.3	9,224.7	5,577.7
Stockholders' equity.....	14,473.0	14,086.4	10,341.3	3,815.3

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YEAR ENDED DECEMBER 31,

-----  
2001                      2000                      1999                      1998  
-----

(UNAUDITED)

(DOLLARS IN MILLIONS, EXCEPT PER SHARE D

Debt ratio(4)..... 45.7%                      43.4%                      47.1%                      59.4%

SUPPLEMENTARY FINANCIAL DATA:

Operating income before depreciation and amortization(5).....	2,701.8	\$ 2,470.3	\$ 1,880.0	\$ 1,496.7
Net cash provided by (used in)(6)				
Operating activities.....	1,229.5	1,219.3	1,249.4	1,067.7
Financing activities.....	1,476.3	(271.4)	1,341.4	809.2
Investing activities.....	(3,007.3)	(1,218.6)	(2,539.3)	(1,415.3)

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Capital expenditures.....	2,181.7	1,636.8	893.8	898.9
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- (1) In July 1999, Comcast sold Comcast Cellular Corporation to SBC Communications, Inc. Comcast Cellular is presented as a discontinued operation for all periods presented.
- (2) Adjusted for Comcast's two-for-one stock split in the form of a 100% stock dividend in May 1999.
- (3) Includes a \$666.0 million adjustment to carrying value at December 31, 1999.
- (4) Debt ratio reflects debt from continuing operations as a percent of capital (debt plus stockholders' equity).
- (5) Operating income before depreciation and amortization is commonly referred to in Comcast's businesses as "operating cash flow." Operating cash flow is a measure of a company's ability to generate cash to service its obligations, including debt service obligations, and to finance capital and other expenditures. In part due to the capital intensive nature of Comcast's businesses and the resulting significant level of non-cash depreciation and amortization expense, operating cash flow is frequently used as one of the bases for comparing businesses in Comcast's industries, although Comcast's measure of operating cash flow may not be comparable to similarly titled measures of other companies. Operating cash flow is the primary basis used by Comcast's management to measure the operating performance of its businesses. Operating cash flow does not purport to represent net income or net cash provided by operating activities, as those terms are defined under generally accepted accounting principles, and should not be considered as an alternative to those measurements as an indicator of Comcast's performance.
- (6) This represents net cash provided by (used in) operating activities, financing activities and investing activities as presented in Comcast's consolidated statement of cash flows.

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SELECTED FINANCIAL DATA OF AT&T CORP. AND SUBSIDIARIES

The consolidated income statement data below for the three years ended December 31, 2001, and the consolidated balance sheet data at December 31, 2001 and 2000, were derived from audited consolidated financial statements. The remaining data was derived from AT&T's unaudited consolidated financial statements.

	FOR THE YEARS ENDED DECEMBER 31			
	2001	2000 (1)	1999 (2)	1998
	(UNAUDITED)			
	(DOLLARS IN MILLIONS, EXCEPT PER SHARE)			
RESULTS OF OPERATIONS AND EARNINGS PER SHARE:				
Revenue.....	\$ 52,550	\$ 55,533	\$ 54,973	\$ 47,817



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Operating income.....	3,754	4,228	11,458	7,632
(Loss) income from continuing operations before cumulative effect of accounting change.....	(6,842)	4,133	3,861	5,052
(LOSS) INCOME FROM CONTINUING OPERATIONS BEFORE CUMULATIVE EFFECT OF ACCOUNTING CHANGE:				
AT&T Common Stock Group:				
(Loss) income.....	(4,131)	2,645	5,883	5,052
(Loss) earnings per basic share.....	(1.33)	0.76	1.91	1.89
(Loss) earnings per diluted share.....	(1.33)	0.75	1.87	1.87
Dividends declared per share.....	0.15	0.6975	0.88	0.88
Liberty Media Group(3):				
(Loss) income.....	(2,711)	1,488	(2,022)	--
(Loss) earnings per basic and diluted share.....	(1.05)	0.58	(0.80)	--
ASSETS AND CAPITAL:				
Property, plant and equipment, net.....	\$ 41,322	\$ 41,269	\$ 33,366	\$ 21,780
Total assets -- continuing operations.....	165,282	207,136	146,094	40,134
Total assets.....	165,282	234,360	163,457	54,185
Long-term debt.....	40,527	33,089	23,214	5,555
Total debt.....	53,485	64,927	35,694	6,638
Mandatorily redeemable preferred securities.....	2,400	2,380	1,626	--
Shareowners' equity.....	51,680	103,198	78,927	25,522
Debt ratio(4).....	47.7%	57.2%	54.3%	36.7%
Gross capital expenditures.....	8,388	10,462	11,194	6,871

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- (1) AT&T Common Stock Group continuing operations results exclude Liberty Media Group (LMG). In addition, on June 15, 2000, AT&T completed the acquisition of MediaOne Group, Inc.
  - (2) In connection with the March 9, 1999 merger with Tele-Communications, Inc., AT&T issued separate tracking stock for LMG. LMG was accounted for as an equity investment prior to its split-off from AT&T on August 10, 2001.
  - (3) No dividends have been declared for LMG tracking stocks.
  - (4) Debt ratio reflects debt from continuing operations as a percent of total capital (debt plus equity, excluding LMG and AT&T Wireless Group). For purposes of this calculation, equity includes convertible quarterly trust preferred securities as well as redeemable preferred stock of subsidiary.

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SELECTED FINANCIAL DATA OF AT&T BROADBAND GROUP

Presented in the table below is selected historical financial data of AT&T Broadband Group. AT&T Broadband Group is an integrated business of AT&T and not a stand-alone entity. AT&T Broadband Group represents the assets, liabilities and businesses that AT&T will assign and transfer to AT&T Broadband Corp., a newly formed holding company for AT&T's broadband business, in connection with the AT&T Comcast transaction. AT&T Broadband Group consists primarily of the assets, liabilities and business of AT&T Broadband, LLC (formerly TCI), acquired by AT&T on March 9, 1999, and MediaOne Group, Inc., acquired by AT&T on June 15, 2000.

The combined income statement data for the years ended December 31, 2001 and 2000 and the ten months ended December 31, 1999 and the combined balance sheet data at December 31, 2001 and 2000 were derived from the audited combined

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financial statements of AT&T Broadband Group. The remaining data was derived from unaudited combined financial statements.

The financial data presented below is not necessarily comparable from period to period as a result of several transactions, including the acquisition and dispositions of cable systems, primarily the TCI and MediaOne acquisitions. For this and other reasons, you should read the selected historical financial data provided below in conjunction with the combined financial statements and accompanying notes beginning on page XII-78 and the discussion under "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page VI-1.

	YEAR ENDED DECEMBER 31,		TEN EN DECEM
	2001	2000 (1)	199
	(UNAUDITED)		
	(DOLLARS IN MILLIONS)		
<b>INCOME STATEMENT DATA:</b>			
Revenue.....	\$ 10,132	\$ 8,445	\$ 5
Operating loss.....	(4,183)	(8,656)	(1
Loss before cumulative effect of accounting change.....	(4,171)	(5,370)	(2
<b>BALANCE SHEET DATA:</b>			
Total assets.....	\$103,187	\$117,534	\$58
Total debt.....	\$ 23,285	\$ 28,420	\$14
Minority interest.....	\$ 3,302	\$ 4,421	\$ 2
Company-Obligated Convertible Quarterly Income Preferred Securities.....	\$ 4,720	\$ 4,710	\$ 4

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- (1) Effective June 15, 2000, AT&T acquired MediaOne Group, Inc. which is attributed to AT&T Broadband Group. The acquisition was accounted for under the purchase method of accounting.
- (2) Effective March 1, 1999, AT&T acquired TCI which is attributed to AT&T Broadband Group. The acquisition was accounted for under the purchase method of accounting.

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### SELECTED PRO FORMA FINANCIAL DATA

This information is only a summary and you should read it together with the financial information we included elsewhere in this document.

#### AT&T COMCAST

The following unaudited pro forma combined condensed financial data set forth below for AT&T Comcast gives effect to the AT&T Comcast transaction, as if such transaction had been completed on January 1, 2001 for income statement

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purposes and at December 31, 2001 for balance sheet purposes. The unaudited selected pro forma financial data does not necessarily represent what AT&T Comcast's financial position or results of operations would have been had the AT&T Comcast transaction occurred on such dates.

We have included detailed unaudited pro forma combined condensed financial statements in Chapter 3 of this document.

SUMMARY PRO FORMA COMBINED CONDENSED FINANCIAL INFORMATION  
(Unaudited)  
(Dollars in Millions, Except Per Share Amounts)

	AT OR FOR THE YEAR ENDED DECEMBER 31, ----- 2001 -----
INCOME STATEMENT DATA:	
Revenues.....	\$ 19,697.3
Operating loss.....	\$ (3,069.8)
Loss before extraordinary items and cumulative effect of accounting change.....	\$ (3,026.4)
Weighted average AT&T Comcast common shares outstanding-basic.....	2,248.4
Loss per AT&T Comcast common share.....	\$ (1.35)
BALANCE SHEET DATA:	
Total assets.....	\$140,774.9
Long-term debt, less current portion.....	\$ 31,528.6
Total stockholders' equity.....	\$ 61,741.8

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SELECTED PRO FORMA FINANCIAL DATA

AT&T

The unaudited pro forma combined condensed financial data set forth below for AT&T give effect to:

- the Liberty Media Group distribution
- the AT&T Broadband Group distribution

as if such events had been completed on January 1, 1999 for income statement purposes, and at December 31, 2001 for balance sheet purposes. Since Liberty Media Group was split-off from AT&T on August 10, 2001, no balance sheet pro forma adjustments were made for Liberty Media Group. The unaudited selected pro forma financial information does not necessarily represent what AT&T's financial position or results of operations would have been had the AT&T Broadband distribution or the Liberty Media Group distribution occurred on such dates.

We have included detailed unaudited pro forma financial statements in Chapter 12 of this document.

SUMMARY PRO FORMA COMBINED CONDENSED FINANCIAL INFORMATION  
(Unaudited)

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(Dollars in Millions, Except Per Share Amounts)

	AT AND FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
<b>INCOME STATEMENT DATA:</b>			
Revenue.....	\$42,665	\$47,204	\$49,925
Operating income.....	7,937	12,884	12,635
(Loss) income from continuing operations -- attributable to AT&T common stock group.....	(3,475)	3,903	3,450
Weighted average AT&T common shares -- basic.....	3,695	3,526	3,115
(Loss) earnings per AT&T common share -- basic(1).....	(0.94)	1.11	1.11
Weighted average AT&T common shares -- diluted.....	3,695	3,545	3,152
(Loss) earnings per AT&T common share -- diluted(1).....	(0.94)	1.10	1.09
Cash dividends declared per AT&T common share.....	\$ 0.15	\$0.6975	\$ 0.88
<b>BALANCE SHEET DATA:</b>			
Total assets.....	\$62,257		
Long-term debt.....	24,025		
Total shareowners' equity.....	9,242		

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(1) Adjusted for the proposed one-for-five reverse stock split of AT&T common stock, (loss) earnings per basic share would have been \$(4.70), \$5.53 and \$5.54 for the years ended December 31, 2001, 2000 and 1999, respectively. (Loss) earnings per diluted share on the same basis would have been \$(4.70), \$5.50 and \$5.47 for the years ended December 31, 2001, 2000 and 1999, respectively.

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## UNAUDITED COMPARATIVE PER SHARE DATA

In the table below, we provide you with historical per share information for Comcast, pro forma per share information for AT&T Comcast and historical and pro forma equivalent per share information for AT&T Broadband Group as of and for the year ended December 31, 2001. We have assumed, for purposes of the AT&T Comcast pro forma financial information, that the AT&T Comcast transaction had been completed on January 1, 2001 for income statement purposes, and that the AT&T Comcast transaction had been completed on December 31, 2001 for balance sheet purposes. Comcast did not pay dividends during the year ended December 31, 2001; therefore no historical or pro forma equivalent per share information is presented.

At December 31, 2001, AT&T Broadband Group did not have any shares outstanding as it represents an integrated business of AT&T. As a step in the AT&T Comcast transaction, AT&T will spin off AT&T Broadband to its shareholders by distributing one share of AT&T Broadband common stock for each share of AT&T common stock, NYSE symbol "T," outstanding. The following comparative per share information assumes that 3,542 million shares of AT&T Broadband common stock were outstanding in 2001, which represents the number of shares of AT&T common stock, NYSE symbol "T," outstanding on December 31, 2001.

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Assuming Comcast retains its AT&T shares and converts them into exchangeable preferred stock of AT&T as contemplated by the merger agreement, the exchange ratio would be approximately 0.35 as of the date of this document. The AT&T Broadband Group pro forma equivalent per share data presents AT&T Comcast pro forma per share data multiplied by an exchange ratio of 0.35.

It is important that when you read this information, you read it along with the financial statements and accompanying notes of Comcast, AT&T and AT&T Broadband Group incorporated by reference into this document or included elsewhere in this document. You should not rely on the unaudited pro forma financial information as an indication of the results of operations or financial position that would have been achieved if the AT&T Comcast transaction had taken place on the dates indicated or of the results of operations or financial position of AT&T Comcast after the completion of the AT&T Comcast transaction.

	COMCAST HISTORICAL -----	AT&T COMCAST PRO FORMA -----	AT&T BROADBAND GROUP HISTORICAL -----	AT&T BROAD GROUP PRO EQUIVALE -----
Book Value per common share:				
December 31, 2001.....	\$ 15.31	\$ 27.52	\$11.90	\$ 9.63
Income (loss) before extraordinary items and cumulative effect of accounting change per share -- basic for the year ended December 31, 2001.....	\$ 0.24	\$ (1.35)	\$ (1.18)	\$ (0.47)
Income (loss) before extraordinary items and cumulative effect of accounting change per share -- diluted for the year ended December 31, 2001.....	\$ 0.23	\$ (1.35)	\$ (1.18)	\$ (0.47)

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COMPARATIVE MARKET PRICE INFORMATION

Shares of Comcast Class A Special common stock are listed on The Nasdaq Stock Market under the symbol "CMCSK" and shares of Comcast Class A common stock are listed on The Nasdaq Stock Market under the symbol "CMCSA." The Comcast Class B common stock is not publicly traded. AT&T Broadband Group has been an integrated business of AT&T and its common stock is not publicly traded. The following table sets forth, for the periods indicated, the high and low sales prices paid per share of Comcast Class A Special common stock and Comcast Class A common stock, as furnished by The Nasdaq Stock Market, and dividends paid on such classes of common stock, as adjusted for Comcast's two-for-one stock split in the form of a 100% stock dividend in May 1999. For current price information, you should consult publicly available sources.

COMCAST CLASS A SPECIAL  
COMMON STOCK

COMCAST CLASS A  
COMMON STOCK

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CALENDAR PERIOD	DIVIDENDS			DIVIDENDS		
	HIGH	LOW	PAID	HIGH	LOW	PAID
1999						
First Quarter.....	\$38.56	\$29.63	\$.0117	\$37.34	\$28.94	\$.0117
Second Quarter.....	42.00	29.44		39.69	28.38	
Third Quarter.....	41.56	32.63		38.56	29.44	
Fourth Quarter.....	56.50	35.69		53.13	32.06	
2000						
First Quarter.....	\$54.56	\$38.31		\$51.44	\$36.25	
Second Quarter.....	44.19	29.75		41.75	29.75	
Third Quarter.....	41.06	31.06		40.69	30.75	
Fourth Quarter.....	43.94	34.00		43.94	33.88	
2001						
First Quarter.....	\$45.88	\$38.69		\$45.25	\$38.06	
Second Quarter.....	45.50	39.50		44.75	38.88	
Third Quarter.....	43.30	32.51		42.70	32.79	
Fourth Quarter.....	40.18	35.19		40.06	34.95	
2002						
First Quarter.....	\$37.33	\$29.65		\$37.13	\$30.10	
Second Quarter (Through May 13).....	32.36	25.65		33.75	27.14	

The following table sets forth the high and low sales prices per share of Comcast Class A Special common stock and Comcast Class A common stock, as furnished by The Nasdaq Stock Market, on July 6, 2001, the last full trading day before Comcast publicly announced its proposal to AT&T to acquire AT&T's broadband business, on December 19, 2001, the last full trading day prior to the public announcement of the AT&T Comcast transaction, and on May 13, 2002, the last full trading day for which this information could be calculated prior to the date of this document:

	COMCAST CLASS A SPECIAL COMMON STOCK		COMCAST CLASS A COMMON STOCK	
	HIGH	LOW	HIGH	LOW
July 6, 2000.....	\$42.79	\$42.08	\$42.09	\$41.46
December 19, 2001.....	39.15	37.75	39.13	37.80
May 13, 2002.....	29.29	28.49	31.06	30.30

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RISK FACTORS

RISK FACTORS RELATING TO THE AT&T COMCAST TRANSACTION

In addition to the other information contained in or incorporated by

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reference in this document, you should carefully consider the following risk factors in deciding whether to vote for your transaction proposal and the AT&T Comcast charter proposal.

Merger Consideration Subject to Adjustment Only in Limited Circumstances. Upon completion of the mergers, all shares of Comcast common stock and AT&T Broadband common stock will be converted into shares of AT&T Comcast common stock. Except as described in the next paragraph, the exchange ratios applicable to the mergers are fixed, and the per share number of shares of AT&T Comcast common stock to be issued to Comcast shareholders in the Comcast merger and to AT&T Broadband shareholders in the AT&T Broadband merger will not be adjusted to reflect the economic performance of either Comcast or AT&T Broadband between the date of the execution of the merger agreement and the completion of the mergers. Accordingly, a Comcast shareholder or AT&T Broadband shareholder will not receive any additional shares of AT&T Comcast common stock in the mergers if the economic performance of its company improves relative to the economic performance of the other company between the date of the execution of the merger agreement and the completion of the mergers.

AT&T Comcast will issue up to 1.235 billion shares of AT&T Comcast common stock to holders of AT&T Broadband common stock in the AT&T Broadband merger, excluding 115 million shares to be issued to an affiliate of Microsoft in the Microsoft transaction described in this document and assuming that AT&T Comcast is not required to make any additional payments of AT&T Comcast common stock in connection with the AT&T Comcast transaction. The number of shares of AT&T Comcast common stock that AT&T Comcast will issue in the AT&T Broadband merger to each holder of AT&T Broadband common stock in exchange for each of such holder's shares of AT&T Broadband common stock (the "AT&T Broadband exchange ratio") will be calculated pursuant to the formula included in "Description of the AT&T Comcast Transaction Agreements -- The Merger Agreement -- Calculation of the AT&T Broadband Exchange Ratio." Assuming that AT&T Comcast is not required to make any of the additional payments of AT&T Comcast common stock described herein, if the AT&T Broadband exchange ratio were determined as of the date of this document, the AT&T Broadband exchange ratio would be approximately 0.35. However, since the AT&T Broadband exchange ratio is calculated by reference to the number of shares of AT&T Broadband common stock outstanding at the completion of the AT&T Comcast transaction, the value of the employee stock options and stock appreciation rights held by current employees of AT&T Broadband and former employees of AT&T and AT&T Broadband at the completion of the AT&T Comcast transaction and the number of shares of AT&T common stock held by Comcast immediately prior to the record date for the AT&T Broadband spin-off, the exchange ratio will change if any of these variables change after the date of this document. Accordingly, holders of AT&T Broadband common stock may receive less than approximately 0.35 of a share of AT&T Comcast common stock in exchange for each of their shares of AT&T Broadband common stock in the AT&T Broadband merger. The actual exchange ratio may vary from the 0.35 estimate calculated as of the date of this document. For example, if Comcast were to sell all of its shares of AT&T common stock prior to the record date for the AT&T Broadband spin-off and if AT&T were to issue the maximum number of shares it is permitted to issue under the merger agreement, the exchange ratio, determined as of the date of this document and otherwise using then current information but giving effect to such sales and issuances, would be approximately 0.32 shares of AT&T Comcast common stock for each share of AT&T Broadband common stock.

AT&T Comcast May Fail to Realize the Anticipated Benefits of the AT&T Comcast Transaction. The AT&T Comcast transaction will combine two companies that have previously operated separately. Comcast and AT&T Broadband expect to realize cost savings and other financial and operating benefits as a result of the AT&T Comcast transaction. However, Comcast and AT&T Broadband cannot predict

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with certainty when these cost savings and benefits will occur, or the extent to which they actually will be achieved. There are a large number of systems that must be integrated, including management

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information, purchasing, accounting and finance, sales, billing, payroll and benefits and regulatory compliance. The integration of Comcast and AT&T Broadband will also require substantial attention from management. The diversion of management attention and any difficulties associated with integrating Comcast and AT&T Broadband could have a material adverse effect on AT&T Comcast's operating results and on the value of AT&T Comcast common stock.

Regulatory Agencies May Impose Conditions on Approvals Relating to the Mergers. Before the AT&T Comcast transaction may be completed, various approvals must be obtained from, or notifications submitted to, among others, the Antitrust Division of the U.S. Department of Justice, the Federal Trade Commission, the FCC, the Internal Revenue Service and numerous state and local authorities. These governmental entities may attempt to condition their approval of the AT&T Comcast transaction, or of the transfer to AT&T Comcast of licenses and other entitlements, on the imposition of certain conditions that could have a material adverse effect on AT&T Comcast's operating results and on the value of AT&T Comcast common stock.

Comcast and AT&T have agreed to use their best efforts to obtain all regulatory approvals that are necessary or advisable in connection with the AT&T Comcast transaction. In addition, Comcast and AT&T have also agreed to take all actions necessary to obtain termination of the applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 relating to the AT&T Comcast transaction and to obtain all consents of the FCC required to complete the AT&T Comcast transaction.

AT&T Comcast Will Have to Abide by Restrictions to Preserve the Tax Treatment of the AT&T Comcast Transaction. Because of the limitations imposed by Section 355(e) of the Internal Revenue Code of 1986, as amended, or the "Code," and by the separation and distribution agreement, the ability of AT&T Comcast and AT&T Broadband to engage in certain acquisitions, redeem stock or issue equity securities will be limited for a period of 25 months following the AT&T Broadband spin-off. See "Description of the AT&T Comcast Transaction Agreements -- The Separation and Distribution Agreement -- Post-Spin-off Transactions." These restrictions may prevent AT&T Comcast from entering into transactions which might be advantageous to its shareholders, such as issuing equity securities to satisfy its financing needs or acquiring businesses or assets by issuing equity securities.

AT&T Comcast and its Subsidiaries May Not Be Able to Obtain the Necessary Financing At All or on Terms Acceptable to it. To complete the AT&T Comcast transaction, Comcast estimates it will require financing of \$11 billion to \$14 billion, assuming that the Microsoft transaction is completed. This financing is expected to include (1) approximately \$9 billion to \$10 billion to retire the intercompany debt balance which AT&T Broadband is expected to owe AT&T upon completion of the AT&T Comcast transaction, (2) approximately \$1 billion to \$2 billion to refinance certain AT&T Broadband debt that may be put for redemption by investors or that will mature on or soon after the completion of the AT&T Comcast transaction and (3) approximately \$1 billion to \$2 billion to provide appropriate cash reserves to fund the operations and capital expenditures of AT&T Broadband after completion of the AT&T Comcast transaction.

On May 3, 2002, AT&T Broadband and AT&T Comcast entered into definitive credit agreements with a syndicate of lenders, including JPMorgan Chase Bank,



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Citibank, N.A., Bank of America, N.A., Merrill Lynch Capital Corporation and Morgan Stanley Senior Funding, Inc. for an aggregate of approximately \$12.8 billion in new indebtedness in order to satisfy these financing requirements. See "-- Description of New Credit Facilities." Comcast may also use other available sources of financing to fund its requirements, including existing cash, cash equivalents and short term investments, amounts available under Comcast subsidiaries' lines of credit, and the proceeds of sales of Comcast's and AT&T Broadband's investments.

Under the terms of the new credit agreements referred to above, the obligations of the lenders to provide the financing upon completion of the AT&T Comcast transaction are subject to a number of conditions, including the condition that AT&T Comcast obtain an investment-grade credit rating. It is possible that AT&T Comcast will not obtain an investment-grade credit rating or that other of the conditions to borrowing may not be satisfied. If the conditions to borrowing are not satisfied, and if other

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sources of financing are not sufficient or available, Comcast may not be able to obtain the necessary financing. If Comcast fails to obtain the necessary financing or fails to obtain it on acceptable terms, such failure could have a material adverse effect on the business and financial condition of AT&T Comcast and its subsidiaries. If Comcast is unable to obtain the necessary financing, it may be forced to consider other alternatives to raise the necessary funds, including sales of assets. There can be no assurance that Comcast will be able to obtain the necessary financing at all or on terms acceptable to it.

AT&T Comcast and its Subsidiaries Will Have Significant Debt and Debt-like Obligations and May Not Obtain Investment-Grade Credit Ratings. After completion of the AT&T Comcast transaction, AT&T Comcast and its subsidiaries will have a significant amount of debt and debt-like obligations. Although this amount will be reduced by \$5 billion if the Microsoft transaction described in this document is completed, the credit ratings of AT&T Comcast and its subsidiaries after completion of the AT&T Comcast transaction may be lower than the existing credit ratings of Comcast, AT&T's principal broadband subsidiaries and their respective subsidiaries. In addition, it is possible that neither AT&T Comcast nor any of its subsidiaries that issue debt may obtain an investment-grade credit rating. The likelihood of lower or non-investment-grade credit ratings for AT&T Comcast and its subsidiaries after completion of the AT&T Comcast transaction will be increased if the Microsoft transaction described in this document, which is not a condition to the completion of the AT&T Comcast transaction, is not completed. Differences in credit ratings would affect the interest rates charged on financings, as well as the amounts of indebtedness, types of financing structures and debt markets that may be available to AT&T Comcast and its subsidiaries. In addition, the failure of certain subsidiaries of AT&T Comcast to maintain certain credit ratings during the period that is 90 days before and after the completion of the AT&T Comcast transaction could trigger put rights on the part of holders of up to approximately \$4.8 billion of debt as of the date of this document, which would require AT&T Comcast to obtain additional financing. Accordingly, a downgrade in the existing credit ratings of Comcast, AT&T's principal broadband subsidiaries and their respective subsidiaries or the failure of AT&T Comcast and its subsidiaries to obtain investment-grade credit ratings, in each case upon completion of the AT&T Comcast transaction, could have a material adverse effect on AT&T Comcast's operating results and on the value of AT&T Comcast common stock.

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The Voting Power of AT&T Comcast's Principal Shareholder May Discourage Third Party Acquisitions of AT&T Comcast at a Premium. After completion of the AT&T Comcast transaction, Brian L. Roberts will have significant control over the operations of AT&T Comcast through his control of Sural LLC, which as a result of its ownership of all outstanding shares of AT&T Comcast Class B common stock will hold a nondilutable 33 1/3% of the combined voting power of AT&T Comcast stock and will also have separate approval rights over certain material transactions involving AT&T Comcast. See "Certain Legal Information -- Description of AT&T Comcast Capital Stock -- AT&T Comcast Class B Common Stock." In addition, upon completion of the AT&T Comcast transaction, Brian L. Roberts will be the CEO and President of AT&T Comcast and will, together with the Chairman of the Board of AT&T Comcast, comprise the Office of the Chairman, AT&T Comcast's principal executive deliberative body. The extent of Brian L. Roberts's control over AT&T Comcast may have the effect of discouraging offers to acquire control of AT&T Comcast and may preclude holders of AT&T Comcast common stock from receiving any premium above market price for their shares that may be offered in connection with any attempt to acquire control of AT&T Comcast.

The Historical Financial Information of AT&T Broadband Group After the AT&T Broadband Spin-off May Not Be Representative of its Results Without the Other AT&T Businesses and Therefore Is Not a Reliable Indicator of Its Historical or Future Results. AT&T Broadband Group is currently a fully integrated business unit of ATT consequently, the financial information of AT&T Broadband Group included in this document has been derived from the consolidated financial statements and accounting records of AT&T and reflects certain assumptions and allocations. The financial position, results of operations and cash flows of AT&T Broadband Group without the other AT&T businesses could differ from those that would have resulted had AT&T Broadband Group operated with the other AT&T businesses.

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Shares of AT&T Comcast Issued in the AT&T Broadband Merger May Not Be Included in the Standard & Poor's 500 Index. In the merger agreement, each of AT&T, Comcast and AT&T Comcast agreed to use its reasonable best efforts to have the shares issued to holders of AT&T Broadband common stock in the AT&T Broadband merger included in the Standard & Poor's 500 Index. However, the decision as to whether or not these securities are included in the index will be made by Standard & Poor's, Inc. and they may decide not to include them. If these securities are not included in that index, there could be downward pressure on the trading prices of those securities. Although in some cases AT&T Comcast will issue additional shares to former shareholders of AT&T Broadband if there is a trading disparity between the shares of AT&T Comcast Class A Special common stock issued in the Comcast merger and the shares of AT&T Comcast common stock issued in the AT&T Broadband merger, the number of shares AT&T Comcast is required to issue is limited and is calculated as of a set time and as a result may not adequately compensate shareholders for any downward price pressure resulting from the failure of these securities to be included in that index. For more information, see "Description of the AT&T Comcast Transaction Agreements -- The Merger Agreement -- Merger Consideration -- Potential Additional Payments."

If The Transaction With Microsoft Corporation Is Not Completed, AT&T Comcast May Have Significant Additional Debt and More Stringent Limitations On Its Ability To Issue Equity. The AT&T Comcast transaction is not conditioned on completion of the transaction with Microsoft Corporation described in this

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document. If the Microsoft transaction is not completed, as described under "Description of the AT&T Comcast Transaction Agreements -- The Merger Agreement -- Covenants -- QUIPS Failure," AT&T Broadband will either assume AT&T's obligations to Microsoft under the trust preferred securities, or QUIPS, issued by AT&T Finance Trust I or pay AT&T an amount in cash equal to the fair market value of the QUIPS and indemnify AT&T for certain possible related liabilities. Absent selling assets or stock to pay down debt and depending on which outcome occurs, AT&T Comcast and its subsidiaries would have up to an additional \$5 billion of debt upon completion of the AT&T Comcast transaction and the risks detailed in two of the preceding risk factors -- that AT&T Comcast and its subsidiaries may not be able to obtain the necessary financing at all or on terms acceptable to it and that AT&T Comcast and its subsidiaries will have significant debt and debt-like obligations and may not obtain investment-grade credit ratings -- would be significantly heightened. In addition, if the Microsoft transaction is not completed, the limitations imposed by Section 355(e) of the Code on AT&T Comcast's and AT&T Broadband's ability to issue equity that are described above would be expected to be more stringent.

Atypical Governance Arrangements May Make It More Difficult for Shareholders to Act. In connection with the AT&T Comcast transaction, AT&T Comcast will implement a number of governance arrangements that are atypical for a large, publicly held corporation. A number of these arrangements relate to the election of the AT&T Comcast Board. The term of the AT&T Comcast Board upon completion of the AT&T Comcast transaction will not expire until the 2004 annual meeting of AT&T Comcast shareholders. Since AT&T Comcast shareholders will not have the right to call special meetings of shareholders or act by written consent and AT&T Comcast directors will be able to be removed only for cause, AT&T Comcast shareholders will not be able to replace the initial AT&T Comcast Board members prior to that meeting. After the 2004 annual meeting of AT&T Comcast shareholders, AT&T Comcast directors will be elected annually. Even then, however, it will be difficult for an AT&T Comcast shareholder, other than Sural LLC or a successor entity controlled by Brian L. Roberts, to elect a slate of directors of its own choosing to the AT&T Comcast Board. Brian L. Roberts, through his control of Sural LLC or a successor entity, will hold a 33 1/3% nondilutable voting interest in AT&T Comcast stock. In addition, AT&T Comcast will adopt a shareholder rights plan upon completion of the AT&T Comcast transaction that will prevent any holder of AT&T Comcast stock, other than any holder of AT&T Comcast Class B common stock or any of such holder's affiliates, from acquiring AT&T Comcast stock representing more than 10% of AT&T Comcast's voting power without the approval of the AT&T Comcast Board.

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In addition to the governance arrangements relating to the AT&T Comcast Board, Comcast and AT&T have agreed to a number of governance arrangements which will make it difficult to replace the senior management of AT&T Comcast. Upon completion of the AT&T Comcast transaction, C. Michael Armstrong, Chairman of the Board and CEO of AT&T, will be the Chairman of the Board of AT&T Comcast and Brian L. Roberts, President of Comcast, will be the CEO and President of AT&T Comcast. After the 2005 annual meeting of AT&T Comcast shareholders, Brian L. Roberts will also be the Chairman of the Board of AT&T Comcast. Prior to the sixth anniversary of the 2004 annual meeting of AT&T Comcast shareholders, unless Brian L. Roberts ceases to be Chairman of the Board or CEO of AT&T Comcast prior to such time, the Chairman of the Board and CEO of AT&T Comcast will be able to be removed only with the approval of at least 75% of the entire AT&T Comcast Board. This supermajority removal requirement will make it unlikely that C. Michael Armstrong or Brian L. Roberts will be removed from their management positions.

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For a more detailed description of these and other AT&T Comcast governance arrangements that will be in effect upon completion of the AT&T Comcast transaction, see "Description of Governance Arrangements Following the AT&T Comcast Transaction."

If AT&T Shareholders and Comcast Shareholders Do Not Approve the AT&T Comcast Charter Proposal, the AT&T Comcast Transaction Will Not Be Completed. AT&T and Comcast are asking their respective shareholders to approve separately the AT&T Comcast charter proposal, including the corporate governance arrangements contained in the AT&T Comcast charter. Approval of the AT&T Comcast charter proposal is a condition to completion of the AT&T Comcast transaction. Therefore, if AT&T shareholders or Comcast shareholders do not approve the AT&T Comcast charter proposal, the AT&T Comcast transaction will not be completed. If AT&T shareholders and Comcast shareholders wish to approve the AT&T Comcast transaction, they must also approve the AT&T Comcast charter proposal.

Directors of Comcast and AT&T Have Potential Conflicts of Interest that May Have Influenced Their Recommendations. A number of directors of Comcast and AT&T who recommend that you vote in favor of the AT&T Comcast transaction have interests in the AT&T Comcast transaction that are different from, or in addition to, yours. Upon completion of the AT&T Comcast transaction, C. Michael Armstrong, Chairman of the Board and Chief Executive Officer of AT&T, will become Chairman of the Board of AT&T Comcast and Brian L. Roberts, President of Comcast, will become Chief Executive Officer and President of AT&T Comcast. As noted above, removal of these officers from their positions will require the approval of at least 75% of the entire AT&T Comcast Board. Also upon completion of the AT&T Comcast transaction, five of the existing members of each of the Comcast Board and AT&T Board will become members of the AT&T Comcast Board. Their term as directors will not expire until the 2004 annual meeting of AT&T Comcast shareholders. Furthermore, in connection with the AT&T Comcast transaction, a number of Comcast and AT&T directors will receive funding of benefits in trust, employment agreements with AT&T Comcast, acceleration of vesting of AT&T Broadband stock options and other equity-based awards and the right to continued indemnification and insurance coverage by AT&T Comcast for acts or omissions occurring prior to the AT&T Comcast transaction. These interests may have influenced these directors in making their recommendation that you vote in favor of the AT&T Comcast transaction. For a description of these interests, see "Employee Benefits Matters -- Interests of Directors and Officers in the AT&T Comcast Transaction."

AT&T Comcast Does Not Currently Intend to Pay Dividends. AT&T shareholders have historically received quarterly dividends from AT&T. AT&T Comcast does not currently intend to pay dividends after completion of the AT&T Comcast transaction.

The Absence of an Historical Trading Market Creates Uncertainty about Future Trading Prices. As AT&T and Comcast complete the AT&T Comcast transaction, shares of AT&T Comcast common stock will begin trading publicly for the first time. Until an orderly trading market for AT&T Comcast common stock develops, and after that time as well, there may be significant fluctuations in price.

Future Sales of Shares of AT&T Common Stock and AT&T Comcast Common Stock May Materially Adversely Affect Trading Prices. There are a variety of potential future transactions that could result in

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sales of shares of AT&T common stock before or after the completion of the AT&T Comcast transaction or of shares of AT&T Comcast common stock after the completion of the AT&T Comcast transaction. Depending on the timing and size of these sales, the trading prices of these securities could be materially adversely affected. The trading prices could also be affected by the perception that those sales might occur. Potential transactions include the following:

- Shares of substantially all the AT&T Comcast common stock issued in the AT&T Comcast transaction (including shares issued upon the exercise of any options or other equity based awards) will be freely tradeable after the completion of the AT&T Comcast transaction. See also "-- Shares of AT&T Comcast Issued in the AT&T Broadband Merger May Not Be Included in the Standard & Poor's 500 Index."
- As described under "Description of AT&T Business Services Group -- International -- AT&T Canada," AT&T currently intends to raise cash to settle a substantial portion of its AT&T Canada back end purchase requirement through the issuance of equity or equity-like securities. It is likely that AT&T will take steps to raise such funds through the issuance of these equity or equity-like securities and AT&T currently is evaluating commencing such issuance in the near future. Subject to the limitations on the number of shares that can be issued that are set forth in the merger agreement, AT&T could issue these securities at any time by use of a currently effective shelf registration statement. The maximum aggregate number of shares of AT&T common stock AT&T is permitted to issue under the merger agreement prior to the completion of the AT&T Comcast transaction pursuant to the transactions described in this bullet point and in the last bullet point is 275 million.
- Comcast currently has approximately 83.5 million shares of AT&T common stock. The merger agreement provides that these shares will not participate in the AT&T Broadband spin-off but will instead be effectively concentrated into shares of AT&T common stock after the completion of the AT&T Comcast transaction. However, as permitted by the merger agreement, Comcast may dispose of some or all of its shares of AT&T common stock before or after the shareholder meetings or before or after completion of the AT&T Comcast transaction. In addition, as described under "Description of the AT&T Comcast Transaction Agreements -- The Merger Agreement -- Covenants -- Covenant Regarding Comcast's AT&T Stock," AT&T Comcast will be required to dispose of shares of AT&T common stock within one year of the completion of the AT&T Comcast transaction to the extent necessary so that its ownership of AT&T common stock will not exceed 5% of the outstanding shares of AT&T common stock.
- AT&T made an offer to certain active and former employees, as well as active and former non-employee directors, to relinquish certain deferred compensation benefits in exchange for a single payment to be made in shares of AT&T common stock with a value equal to 90% of the present value of such individual's future benefits. The election period has expired. As a result of this offer, AT&T is required to issue AT&T common stock with a value of approximately \$220 million, subject to certain contingencies. The actual number of shares of AT&T common stock, if any, to be issued would depend on the trading prices of AT&T common stock over a specified trading period. Virtually all shares issued in connection with this offer will be freely tradeable.

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Additional Risk Factors. For a description of additional risk factors, see "The AT&T Comcast Transaction -- Comcast's Reasons for the AT&T Comcast Transaction" and "The AT&T Comcast Transaction -- AT&T's Reasons for the AT&T Comcast Transaction."

### RISK FACTORS FOR AT&T RELATING TO THE AT&T COMCAST TRANSACTION, INCLUDING THE PROPOSED AT&T BROADBAND SPIN-OFF

Holdings of shares of AT&T common stock should also consider the following risk factors in deciding whether to vote for approval and adoption of the merger agreement and the transactions contemplated by the merger agreement, including the AT&T Broadband spin-off.

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The AT&T Broadband Spin-off May Materially Adversely Impact AT&T's Competitive Position. If the AT&T Comcast transaction is completed, AT&T and AT&T Comcast will compete in some markets. Competition between AT&T's and AT&T Comcast's business units in overlapping markets, including consumer markets where cable, telephone and digital subscriber lines, or DSL, solutions may be available at the same time, could result in material downward price pressure on product or service offerings which could materially adversely impact the companies. In addition, any incremental costs associated with operating as separate entities may materially adversely affect the different businesses and companies and their competitive positions. Synergies resulting from cooperation and joint ownership among AT&T's businesses may be lost due to the proposed transactions.

AT&T Will Have to Abide By Potentially Significant Restrictions to Preserve the Tax Treatment of the AT&T Comcast Transaction. Because of the restrictions imposed by Section 355(e) of the Code and by the separation and distribution agreement, the ability of AT&T to engage in certain acquisitions, redeem stock or issue equity securities will be limited for a period of 25 months following the AT&T Broadband spin-off. These restrictions may prevent AT&T from entering into transactions which might be advantageous to its shareholders, such as issuing equity securities to satisfy its financing needs or acquiring businesses or assets by issuing equity securities.

The AT&T Comcast Transaction is Conditioned on AT&T Obtaining Consents Under a Substantial Amount of Indebtedness, Which May Involve Material Costs and May Be Difficult to Complete. The AT&T Comcast transaction is conditioned on AT&T's obtaining Note Consents, as described below, or having defeased, purchased, retired or acquired debt, in respect of series representing at least 90% in aggregate principal amount of the securities issued under the AT&T indenture, dated September 7, 1990, and outstanding as of December 19, 2001. At December 19, 2001, there was approximately \$12.7 billion in aggregate principal amount of debt issued under that indenture. "Note Consent" means, with respect to any series of securities issued under the indenture, the consent to the transactions contemplated by the separation and distribution agreement of holders of at least a majority in aggregate principal amount of such series to the AT&T Broadband spin-off. AT&T may seek to obtain these consents through a variety of measures. Although AT&T Comcast has agreed to bear a portion of the related costs, the consent process and any related transaction may result in increased costs for, and additional covenants imposed upon, AT&T. In addition, the consent process itself involves a number of uncertainties and AT&T may not be able to complete it on a timely basis on commercially reasonable terms. AT&T and Comcast are exploring a variety of alternatives to satisfy this condition, including the possibility of offering to exchange new bonds of AT&T Broadband for one or more series of AT&T's existing long-term debt. To the extent any bonds were so exchanged, there would be an appropriate reduction in the amount

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of intercompany indebtedness AT&T Broadband would be required to repay to AT&T at the closing.

AT&T and Comcast could mutually agree to waive this condition with respect to all or any portion of any indebtedness for which consents are not obtained. In the event that AT&T and Comcast elect to waive the condition with respect to any portion of this indebtedness, if bondholders were to assert successfully that completing the AT&T Broadband spin-off requires their consent, AT&T would be required to refinance the indebtedness. Depending on the amount of such indebtedness, market conditions and other factors, this could have a material adverse effect on AT&T and its financial condition.

If the AT&T Comcast Transaction is Completed, AT&T Will Need to Obtain Financing on a Stand-Alone Basis Which May Involve Costs. Following the AT&T Comcast transaction, AT&T will have to raise financing with the support of a reduced pool of less diversified assets, and AT&T may not be able to secure adequate debt or equity financing on desirable terms. The cost to AT&T of financing without AT&T Broadband Group may be materially higher than the cost of financing with AT&T Broadband Group as part of AT&T.

AT&T's current long-term/short-term debt ratings are A-3/P-2 by Moody's, BBB+/A-2 by Standard & Poor's, and A-/F-2 by Fitch. All long-term ratings are under further review for further downgrade. The short-term ratings are not under review. The credit rating of AT&T following the AT&T Comcast transaction may be different than the historical ratings of AT&T and different from what it

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would be without the AT&T Comcast transaction. Differences in credit ratings affect the interest rate charged on financings, as well as the amounts of indebtedness, types of financing structures and debt markets that may be available to AT&T following the AT&T Comcast transaction. AT&T may not be able to raise the capital it requires on favorable terms following the AT&T Comcast transaction.

The Historical Financial Information of AT&T Excluding AT&T Broadband Group May Not Be Representative of its Results Without AT&T Broadband Group and therefore is Not a Reliable Indicator of its Historical or Future Results. AT&T currently includes AT&T Broadband Group as a fully integrated business unit of ATT consequently the financial information of AT&T without AT&T Broadband Group included in this document has been derived from the consolidated financial statements and accounting records of AT&T and reflects certain assumptions and allocations. The financial position, results of operations and cash flows of AT&T without AT&T Broadband Group could differ from those that would have resulted had AT&T operated without AT&T Broadband Group or as an entity independent of AT&T Broadband Group.

AT&T Could Incur Material U.S. Federal Income Tax Liabilities in Connection with the AT&T Comcast Transaction. AT&T may incur material U.S. federal income tax liabilities as a result of certain issuances of shares or change of control transactions with respect to AT&T Comcast, Liberty Media Corporation or AT&T Wireless Services, Inc. Under Section 355(e) of the Code, a split-off/spin-off that is otherwise tax free may be taxable to the distributing company (i.e., AT&T) if, as a result of certain transactions occurring generally within a two-year period after the split-off/spin-off, non-historic shareholders acquire 50% or more of the distributing company or the spun-off company. It is possible that transactions with respect to AT&T could cause all three split-offs or spin-offs to be taxable to AT&T.

Under separate intercompany agreements between AT&T and each of Liberty Media Corporation, AT&T Wireless and AT&T Broadband Corp., AT&T generally will

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be entitled to indemnification from the spun-off company for any tax liability that results from the split-off or spin-off failing to qualify as a tax-free transaction, unless, in the case of AT&T Wireless and AT&T Comcast, the tax liability was caused by post split-off or spin-off transactions with respect to the stock or assets of AT&T. AT&T Comcast's indemnification obligation is generally limited to 50% of any tax liability that results from the split-off or spin-off failing to qualify as tax free, unless such liability was caused by a post split-off or spin-off transaction with respect to the stock or assets of AT&T Comcast.

If one or more of the split-offs or spin-offs were taxable to AT&T and AT&T were not indemnified for this tax liability, the liability could have a material adverse effect on AT&T. To the extent AT&T is entitled to an indemnity with respect to the tax liability, AT&T would be required to collect the claim on an unsecured basis. In addition, there may be other tax costs incurred as a result of the AT&T Broadband spin-off. If incurred, these costs could be significant to AT&T and AT&T Broadband.

The Total Value of the Securities Following the AT&T Comcast Transaction Might be Less Than the Value of AT&T Common Stock Without the AT&T Comcast Transaction. If AT&T completes the AT&T Comcast transaction, holders of AT&T common stock that do not dispose of those shares of AT&T common stock eventually will own a new security -- shares of AT&T Comcast -- in addition to their shares of AT&T common stock. The aggregate value of the shares of AT&T Comcast and of the shares of AT&T common stock securities could be less than what the value of AT&T common stock would have been if the AT&T Comcast transaction were not completed. The trading price of AT&T common stock may decline as a result of the AT&T Comcast transaction or as a result of other factors.

As AT&T completes the AT&T Comcast transaction, shares of AT&T Comcast will begin trading publicly for the first time. Until orderly trading markets develop for each of these new securities, and after that time as well, there may be significant fluctuations in price.

### RISK FACTORS RELATING TO THE BUSINESS OF AT&T COMCAST

Actual Financial Position and Results of Operations of AT&T Comcast May Differ Significantly and Adversely From the Pro Forma Amounts Reflected in this Document. Assuming completion of the AT&T

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Comcast transaction, the actual financial position and results of operations of AT&T Comcast may differ, perhaps significantly and adversely, from the pro forma amounts reflected in the AT&T Comcast Corporation Unaudited Pro Forma Combined Condensed Financial Statements included in this document due to a variety of factors, including access to additional information, changes in value not currently identified and changes in operating results between the date of the pro forma financial data and the date on which the AT&T Comcast transaction is completed.

In addition, in many cases each of Comcast and AT&T Broadband Group has long-term agreements, in some cases with the same counterparties, for the same services and products, such as programming, billing services and interactive programming guides. Comcast and AT&T Broadband Group cannot disclose the terms of many of these contracts to each other because of confidentiality provisions included in these contracts or other legal restrictions. For this and other



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reasons, it is not clear, in the case of certain services and products, whether after completion of the AT&T Comcast transaction each of the existing agreements will continue to apply only to the operations to which they have historically applied or whether instead one of the two contracts will apply to the operations of both companies and the other contract will be terminated. Since these contracts often differ significantly in their terms, resolution of these contractual issues could cause the actual financial position and results of operations of AT&T Comcast to differ significantly and adversely from the pro forma amounts reflected in the AT&T Comcast Corporation Unaudited Pro Forma Combined Condensed Financial Statements included in this document.

Programming Costs Are Increasing and AT&T Comcast May Not Have the Ability to Pass These Increases on to Its Customers, Which Would Materially Adversely Affect Its Cash Flow and Operating Margins. Programming costs are expected to be AT&T Comcast's largest single expense item. In recent years, the cable and satellite video industries have experienced a rapid increase in the cost of programming, particularly sports programming. This increase is expected to continue, and AT&T Comcast may not be able to pass programming cost increases on to its customers. The inability to pass these programming cost increases on to its customers would have a material adverse impact on its cash flow and operating margins. In addition, as AT&T Comcast upgrades the channel capacity of its systems and adds programming to its basic, expanded basic and digital programming tiers, AT&T Comcast may face increased programming costs, which, in conjunction with the additional market constraints on its ability to pass programming costs on to its customers, may reduce operating margins.

AT&T Comcast also will be subject to increasing financial and other demands by broadcasters to obtain the required consent for the transmission of broadcast programming to its subscribers. Comcast and AT&T cannot predict the financial impact of these negotiations or the effect on AT&T Comcast's subscribers should AT&T Comcast be required to stop offering this programming.

AT&T Comcast Will Face a Wide Range of Competition in Areas Served by its Cable Systems, Which Could Adversely Affect its Future Results of Operations. AT&T Comcast's cable communications systems will compete with a number of different sources which provide news, information and entertainment programming to consumers. AT&T Comcast will compete directly with program distributors and other companies that use satellites, build competing cable systems in the same communities AT&T Comcast will serve or otherwise provide programming and other communications services to AT&T Comcast's subscribers and potential subscribers. In addition, federal law now allows local telephone companies to provide directly to subscribers a wide variety of services that are competitive with cable communications services. Some local telephone companies provide, or have announced plans to provide, video services within and outside their telephone service areas through a variety of methods, including broadband cable networks.

Additionally, AT&T Comcast will be subject to competition from telecommunications providers and ISPs in connection with offerings of new and advanced services, including telecommunications and Internet services. This competition may materially adversely affect AT&T Comcast's business and operations in the future.

AT&T Comcast Will Have Substantial Capital Requirements Which May Require it to Obtain Additional Financing that May Be Difficult to Obtain. AT&T Comcast Expects that its Capital

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Expenditures Will Exceed, Perhaps Significantly, its Net Cash Provided by Operations, Which May Require it to Obtain Additional Financing. Failure to Obtain Necessary Financing Could Have a Material Adverse Effect on AT&T Comcast. Comcast and AT&T anticipate that AT&T Comcast will upgrade a significant portion of its broadband systems over the coming years and make other capital investments, including with respect to its advanced services. In 2002, Comcast and AT&T anticipate that AT&T Broadband and Comcast's cable division will incur capital expenditures of approximately \$4.3 billion and \$1.3 billion, respectively. AT&T Comcast is expected to incur substantial capital expenditures in the years following completion of the AT&T Comcast transaction. However, the actual amount of the funds required for capital expenditures cannot be determined with precision at this time. Capital expenditures are expected to be used to acquire equipment, such as set-top boxes, cable modems and telephone equipment, and to pay for installation costs for additional video and advanced services customers. In addition, capital is expected to be used to upgrade and rebuild network systems to expand bandwidth capacity and add two-way capability so that it may offer advanced services. There can be no assurance that these amounts will be sufficient to accomplish the planned system upgrades, equipment acquisitions and expansion.

Comcast and AT&T Broadband Group also have commitments under certain of their franchise agreements with local franchising authorities to upgrade and rebuild certain network systems. These commitments may require capital expenditures in order to avoid default and/or penalties.

Historically, AT&T Broadband Group's capital expenditures have significantly exceeded its net cash provided by operations. For the year ended December 31, 2001, AT&T Broadband Group's capital expenditures exceeded its net cash provided by operations by \$3.5 billion. In addition, for the year ended December 31, 2001, Comcast's capital expenditures exceeded its net cash provided by operating activities by \$952 million.

After completion of the AT&T Comcast transaction, AT&T and Comcast expect that for some period of time AT&T Comcast's capital expenditures will exceed, perhaps significantly, its net cash provided by operating activities. This may require AT&T Comcast to obtain additional financing. AT&T Comcast may not be able to obtain or to obtain on favorable terms the capital necessary to fund the substantial capital expenditures described above that are required by its strategy and business plan. A failure to obtain necessary capital or to obtain necessary capital on favorable terms could have a material adverse effect on AT&T Comcast and result in the delay, change or abandonment of AT&T Comcast's development or expansion plans.

Entities that Will Be Included in AT&T Comcast Are Subject to Long-Term Exclusive Agreements that May Limit Their Future Operating Flexibility and Materially Adversely Affect AT&T Comcast's Financial Results. Entities currently attributed to AT&T Broadband Group, and which will be subsidiaries of AT&T Comcast, may be subject to long-term agreements relating to significant aspects of AT&T Broadband Group's operations, including long-term agreements for video programming, audio programming, electronic program guides, billing and other services. For example, AT&T Broadband Group's predecessor, TCI, and AT&T Broadband Group's subsidiary, Satellite Services, Inc., are parties to an affiliation term sheet with Starz Encore Group, an affiliate of Liberty Media, which extends to 2022 and provides for a fixed price payment, subject to adjustment for various factors including inflation, and may require AT&T Broadband to pay two-thirds of Starz Encore Group's programming costs above levels designated in the term sheet. Satellite Services, Inc. also entered into a ten-year agreement with TV Guide in January 1999 for interactive program guide services, which designates TV Guide Interactive as the interactive programming guide for AT&T Broadband systems. Furthermore, a subsidiary of AT&T Broadband is party to an agreement that does not expire until December 31, 2012 under which

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it purchases certain billing services from an unaffiliated third party. The price, terms and conditions of the Starz Encore term sheet, the TV Guide agreement and the billing agreement may not reflect the current market and if one or more of these arrangements continue to apply to AT&T Broadband after completion of the AT&T Comcast transaction, they may materially adversely impact the financial performance of AT&T Comcast.

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By letter dated May 29, 2001, AT&T Broadband Group disputed the enforceability of the excess programming pass through provisions of the Starz Encore term sheet and questioned the validity of the term sheet as a whole. AT&T Broadband Group also has raised certain issues concerning the uncertainty of the provisions of the term sheet and the contractual interpretation and application of certain of its provisions to, among other things, the acquisition and disposition of cable systems. In July 2001, Starz Encore Group filed suit seeking payment of the 2001 excess programming costs and a declaration that the term sheet is a binding and enforceable contract. In October 2001, AT&T Broadband Group and Starz Encore Group agreed to stay the litigation until August 31, 2002 to allow the parties time to continue negotiations toward a potential business resolution of this dispute. The Court granted the stay on October 30, 2001. The terms of the stay order allow either party to petition the Court to lift the stay after April 30, 2002 and to proceed with the litigation.

On March 13, 2002, AT&T Broadband Group informed CSG Systems, Inc. that AT&T Broadband Group was considering the initiation of an arbitration against CSG relating to a Master Subscriber Management System Agreement that the two companies entered into in 1997. Pursuant to the Master Agreement, CSG provides billing support to AT&T Broadband Group. On May 10, 2002, AT&T Broadband Group filed a demand for arbitration against CSG before the American Arbitration Association. In the event that this process results in the termination of the Master Agreement, AT&T Broadband Group may incur significant costs in connection with its replacement of these billing services and may experience temporary disruptions to its operations.

AT&T Comcast Will Be Subject to Regulation by Federal, State and Local Governments Which May Impose Costs and Restrictions. The federal, state and local governments extensively regulate the cable communications industry. Comcast and AT&T expect that court actions and regulatory proceedings will refine the rights and obligations of various parties, including the government, under the Communications Act of 1934, as amended. The results of these judicial and administrative proceedings may materially affect AT&T Comcast's business operations. Local authorities grant Comcast and AT&T Broadband franchises that permit them to operate their cable systems. AT&T Comcast will have to renew or renegotiate these franchises from time to time. Local franchising authorities often demand concessions or other commitments as a condition to renewal or transfer, which concessions or other commitments could be costly to obtain.

AT&T Comcast Will Be Subject to Additional Regulatory Burdens in Connection With the Provision of Telecommunications Services, Which Could Cause It to Incur Additional Costs. AT&T Comcast will be subject to risks associated with the regulation of its telecommunications services by the FCC and state public utilities commissions, or PUCs. Telecommunications companies, including companies that have the ability to offer telephone services over the Internet, generally are subject to significant regulation. This regulation could materially adversely affect AT&T Comcast's business operations.

AT&T Comcast's Competition May Increase Because of Technological Advances and New Regulatory Requirements, Which Could Adversely Affect its Future Results

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of Operations. Numerous companies, including telephone companies, have introduced Digital Subscriber Line technology, known as DSL, which provides Internet access to subscribers at data transmission speeds equal to or greater than that of modems over conventional telephone lines. Comcast and AT&T expect other advances in communications technology, as well as changes in the marketplace, to occur in the future. Other new technologies and services may develop and may compete with services that cable communications systems offer. The success of these ongoing and future developments could have a negative impact on AT&T Comcast's business operations.

In addition, over the past several years, a number of companies, including telephone companies and Internet Service Providers, known as ISPs, have asked local, state, and federal governmental authorities to mandate that cable communications operators provide capacity on their broadband infrastructure so that these and others may deliver Internet and other interactive television services directly to customers over these cable facilities. Some cable operators have initiated litigation challenging municipal efforts to unilaterally impose so-called "open access" requirements. The few court decisions dealing with this issue

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have been inconsistent. Moreover, in connection with their review of the AOL-Time Warner merger, the FCC and the Federal Trade Commission imposed "open access", technical performance and other requirements related to the merged company's Internet and Instant Messaging platforms. The FCC recently concluded in a regulatory proceeding initiated by it to consider "open access" and related regulatory issues that cable modem service, as it is currently offered, is properly classified as an interstate information service that is not subject to common carrier regulation but remains subject to the FCC's jurisdiction. The FCC is seeking public comment regarding the regulatory implications of this conclusion, including, among other things, whether it is appropriate to impose "open access" requirements on these services or whether consumers will be able to obtain a choice of ISPs without government intervention. A number of cable operators have reached agreements to provide unaffiliated ISPs access to their cable systems in the absence of regulatory requirements. Recently, Comcast reached an "access" agreement with United Online and AT&T Broadband reached an "access" agreement with each of EarthLink, Internet Central and Connected Data Systems. In addition, under the terms of the exchange agreement that Comcast and AT&T have executed with Microsoft, upon completion of the Microsoft transaction described in this document and the AT&T Comcast transaction, AT&T Comcast will be required, with respect to each such agreement with another ISP, to offer Microsoft an "access" agreement on terms no less favorable than those provided to the other ISP with respect to the specific cable systems covered under the agreement with the other ISP. Notwithstanding the foregoing, there can be no assurance that regulatory authorities will not impose "open access" or similar requirements on AT&T Comcast as part of the regulatory review of the AT&T Comcast transaction or as part of an industry-wide requirement. Such requirements could have a negative impact on AT&T Comcast's business operations.

AT&T Comcast, Through AT&T Broadband, Will Have Substantial Economic Interests in Joint Ventures in Which It Will Have Limited Management Rights. AT&T Broadband Group is a partner in several large joint ventures, such as Time Warner Entertainment, Texas Cable Partners and Kansas City Cable Partners, in which it has a substantial economic interest but does not have substantial control with regard to management policies or the selection of management. These joint ventures may be managed in a manner contrary to the best interests of AT&T Comcast, and the value of AT&T Comcast's investment, through AT&T Broadband, in these joint ventures may be affected by management policies that are determined without input from AT&T Comcast or over the objections of

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AT&T Comcast. AT&T Broadband Group has cable partnerships with each of AOL Time Warner, Insight Communications, Adelphia Communications, Midcontinent and US Cable. Materially adverse financial or other developments with respect to a partner could adversely impact the applicable partnership.

AT&T Broadband Faces Risks Arising from its and AT&T's Relationship with At Home Corporation. Through a subsidiary, AT&T owns approximately 23% of the outstanding common stock and 74% of the voting power of the outstanding common stock of At Home Corporation, which filed for bankruptcy protection on September 28, 2001. Until October 1, 2001, AT&T appointed a majority of At Home's directors and it now appoints none.

Since September 28, 2001, some creditors of At Home have threatened to commence litigation against AT&T relating to the conduct of AT&T or its designees on the At Home Board in connection with At Home's declaration of bankruptcy and At Home's subsequent aborted efforts to dispose of some of its businesses or assets in a bankruptcy court-supervised auction, as well as in connection with other aspects of AT&T's relationship with At Home. The liability for any such lawsuits would be shared equally between AT&T and AT&T Broadband. No such lawsuits have been filed to date. However, on April 26, 2002, At Home and its creditor committees filed a motion seeking to appoint At Home's bondholders as representatives of At Home to pursue its claims against AT&T. On May 1, 2002, At Home filed a draft proposed plan of liquidation pursuant to Chapter 11 of the U.S. Bankruptcy Code, which, among other things, implements the creditor's settlement and provides that all claims and causes of action of the bankrupt estate of At Home against AT&T and other shareholders will be transferred to a liquidating trust owned ratably by the bondholders of At Home and funded with at least \$12 million, and as much as \$17 million, to finance the litigation of those claims. The creditor settlement calls for confirmation of the plan by July 31, 2002, and for the plan to be effective by August 30, 2002.

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In addition, purported class action lawsuits have been filed in California state court on behalf of At Home shareholders against AT&T, At Home, Comcast and former directors of At Home. The lawsuits claim that the defendants breached fiduciary obligations of care, candor and loyalty in connection with a transaction announced in March 2000 in which, among other things, AT&T, Cox and Comcast agreed to extend existing distribution agreements, the At Home Board was reorganized, and AT&T agreed to give Cox and Comcast rights to sell their At Home shares to AT&T. These actions have been consolidated by the court and are subject to a stay, which the plaintiffs are seeking to have lifted. The liability for any such lawsuits would be shared equally between AT&T and AT&T Broadband.

In March 2002 a purported class action was filed in the United States District Court for the Southern District of New York against, among others, AT&T and certain of its senior officers alleging violations of the federal securities laws in connection with the disclosures made by At Home in the period from April 17, 2001 through August 28, 2001. Any liabilities resulting from this lawsuit would be shared equally between AT&T and AT&T Broadband.

RISK FACTORS RELATING TO AT&T'S CREDIT RATING

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The AT&T Comcast transaction, if implemented as proposed, would result in a substantial reduction in AT&T's overall debt level. Nevertheless, the AT&T Comcast transaction may not be completed and, even if it is completed, AT&T will continue to have substantial indebtedness. As a result, AT&T shareholders should consider the following additional risk.

The Financial Condition and Prospects of AT&T and the AT&T Groups May be Materially Adversely Affected by Further Ratings Downgrades. In the fall of 2001, all of AT&T's long-term debt ratings were reduced and remain under review for further downgrade. AT&T's current long-term ratings are A3 by Moody's, BBB+ by Standard & Poor's, and A- by Fitch. In addition, all three of AT&T's short-term debt ratings were reduced in the fall of 2001, but are not under further review. These ratings are currently P-2 by Moody's, A-2 by Standard and Poor's, and F-2 by Fitch. Discussions with rating agencies are ongoing and further ratings actions could occur at any time. As a result, the cost of any new financings may be higher. Ratings downgrades by Moody's and Standard & Poor's on the \$10 billion AT&T global notes issued November 2001 would also trigger an increase in the interest rate, by 25 basis points for each rating notch downgraded, on these notes. Furthermore, with additional ratings downgrades, AT&T may not have access to the commercial paper market sufficient to satisfy its short-term borrowing needs. If necessary, AT&T could access its short-term credit facilities which currently expire in December 2002 or increase its borrowings under its securitization program.

In addition, AT&T's \$10 billion global offering includes provisions that would allow investors to require AT&T to repurchase the notes under certain conditions as determined at the time of notification to bondholders. These conditions include a maximum adjusted debt to EBITDA ratio (adjusted) for pro forma AT&T excluding AT&T Broadband Group of no more than 2.75 times at specified times and a minimum rating of these notes of no lower than Baa3 from Moody's and BBB- from Standard and Poor's. If the ratings are Baa3 or BBB-, the minimum rating requirement will be satisfied if the ratings are not under review for downgrade or on CreditWatch with negative implications, respectively. If AT&T is required to repurchase the notes, it may not be able to obtain sufficient financing in the timeframe required. In addition, such replacement financing may be more costly or have additional covenants than current debt.

To the extent that the combined outstanding short-term borrowings under the bank credit facilities and AT&T's commercial paper program were to exceed the market capacity for such borrowings at the expiration of the bank credit facilities, AT&T's continued liquidity would depend upon its ability to reduce such short-term debt through a combination of capital market borrowings, asset sales, operational cash generation, capital expenditure reduction and other means. AT&T's ability to achieve such objectives is subject to a risk of execution and such execution could materially impact AT&T's operational results. In addition, the cost of any capital market financing could be significantly in excess of AT&T's historical financing costs. Also, AT&T could suffer negative banking, investor, and public relations repercussions if

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AT&T were to draw upon the bank facilities, which are intended to serve as a back-up source of liquidity only. Such impacts could cause further deterioration in AT&T's cost of and access to capital.

If AT&T's long term credit ratings were to be downgraded one notch by each of Moody's and Standard and Poor's, AT&T's interest expense would increase by \$50 million annually on the \$10 billion global offering. In addition, AT&T could incur increased costs versus those expected at current rating levels in the

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renewal of its credit facility and refinancings of approximately \$5 billion of debt over the next year. Assuming current market conditions and assumptions regarding the type of financing available, the additional annualized cost increases could approximate \$100 million. Therefore, in total, a one notch downgrade in AT&T's long term credit ratings could increase the annualized interest expense by approximately \$150 million. In addition, interest expense could be higher in subsequent periods than it otherwise would have been as additional maturing debt is replaced by debt with higher interest rate spreads due to the lower credit ratings.

AT&T currently has an \$8 billion 364-day term bank facility that expires December 2002. This facility provides that AT&T will not spin off AT&T Broadband unless after giving effect thereto AT&T's public debt rating for its long-term senior debt is at least BBB+ by Standard & Poor's and Baal by Moody's and certain other financial conditions are met. At this time, AT&T has not utilized this facility. If AT&T does not satisfy these tests at the time, AT&T would be required to replace or renegotiate the facility.

### RISK FACTORS RELATING TO AT&T CONSUMER SERVICES GROUP TRACKING STOCK

Holders of shares of AT&T common stock should consider the following risk factors in deciding whether to vote for approval of the AT&T Consumer Services Group tracking stock proposal, which factors would arise if the AT&T Board elected to issue AT&T Consumer Services Group tracking stock.

The Market Price of AT&T Consumer Services Group Tracking Stock May Not Reflect the Financial Performance and Economic Value of AT&T Consumer Services Group as Intended and May Not Effectively Track the Separate Performance of AT&T Consumer Services Group. The market price of AT&T Consumer Services Group tracking stock may not in fact reflect the financial performance and economic value of AT&T Consumer Services Group as intended. Holders of AT&T Consumer Services Group tracking stock will continue to be common shareholders of AT&T, and, as such, will be subject to all risks associated with an investment in AT&T and all of its businesses, assets and liabilities. The performance of AT&T as a whole may affect the market price of AT&T Consumer Services Group tracking stock or the market price could more independently reflect the performance of the business of AT&T Consumer Services Group. Investors may discount the value of AT&T Consumer Services Group tracking stock because it is part of a common enterprise with the rest of the operations of AT&T rather than a stand-alone entity.

The Combined Market Prices of AT&T Common Stock and AT&T Consumer Services Group Tracking Stock May Not Equal or Exceed the Market Price of AT&T Common Stock Before the Distribution of AT&T Consumer Services Group Tracking Stock; No Market Currently Exists for AT&T Consumer Services Group Tracking Stock. Investors may not assign values to AT&T common stock or AT&T Consumer Services Group tracking stock based on the reported financial results and prospects of the AT&T groups or the dividend policies established by the AT&T Board with respect to that class of AT&T common stock.

Because there has been no prior market for AT&T Consumer Services Group tracking stock, there can be no assurances as to how AT&T Consumer Services Group tracking stock will trade or if an active market for AT&T Consumer Services Group tracking stock will be maintained. In addition, AT&T does not expect that shares of AT&T Consumer Services Group tracking stock will be included in the Standard & Poor's 500 Index. The failure to be included in that index could have an adverse effect on the market

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price of the shares. In addition, AT&T cannot predict the market impact of some of the terms of AT&T Consumer Services Group tracking stock, such as:

- the relative voting rights of AT&T common stock and AT&T Consumer Services Group tracking stock, and
- the discretion of the AT&T Board to make determinations affecting AT&T Consumer Services Group tracking stock.

The AT&T Board Has the Flexibility to Treat AT&T Consumer Services Group Tracking Stock a Number of Different Ways in the Event of a Future Merger or Other Transaction Involving ATT the AT&T Board is Under No Obligation to Select the Alternative that will Treat Holders Most Favorably.

The terms of AT&T Consumer Services Group tracking stock provide the AT&T Board considerable flexibility in the event of a future merger or other transaction involving AT&T. For example, depending on the circumstances, the AT&T Board could, without the approval of holders of AT&T Consumer Services Group tracking stock:

- exercise its right to redeem the shares of AT&T Consumer Services Group tracking stock for shares of AT&T common stock at a 10% premium;
- roll over the shares of AT&T Consumer Services Group tracking stock into a comparable tracking stock of a new entity;
- redeem the shares of AT&T Consumer Services Group tracking stock in connection with a tax-free spin-off of AT&T Consumer Services Group; or
- redeem all or a portion of the shares of AT&T Consumer Services Group tracking stock in exchange for the net after-tax proceeds of a disposition of AT&T Consumer Services Group.

Holders of the shares of AT&T Consumer Services Group tracking stock could receive consideration with very different values under each of the alternatives. It is also possible that a particular alternative may not be available in connection with a specific transaction. For example, AT&T may not be able to structure a spin-off of AT&T Consumer Services Group on a tax-free basis at a particular time.

In selecting an alternative, the AT&T Board will make its determination based on what is in the best interests of all shareholders of AT&T as a whole. The AT&T Board has no duty to select the alternative that will result in the best economic treatment for holders of the shares of AT&T Consumer Services Group tracking stock. For example, the selection of an alternative may depend on whether it is advisable for AT&T to dispose of AT&T Consumer Services Group in connection with a particular transaction. The terms of AT&T Consumer Services Group tracking stock provide that to the extent permitted by law neither holders of the shares of AT&T Consumer Services Group tracking stock nor holders of any other class of common stock of AT&T will have any claim based on which alternative the AT&T Board selects.

The Complex Nature of the Terms of AT&T Consumer Services Group Tracking Stock, or Confusion in the Marketplace About What a Tracking Stock is, Could Materially Adversely Affect the Market Prices of AT&T Consumer Services Group Tracking Stock. Tracking stocks, like AT&T Consumer Services Group tracking stock, are more complex than traditional common stock, and are not directly or entirely comparable to common stock of companies that have been spun off by their parent companies. The complex nature of the terms of AT&T Consumer Services Group tracking stock, and the potential difficulties investors may have in understanding these terms, may materially adversely affect the market price



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of AT&T Consumer Services Group tracking stock. Examples of these terms include:

- the discretion of the AT&T Board to make determinations affecting AT&T Consumer Services Group tracking stock,
- AT&T's rights in the event of a proposed spin-off or disposition of substantially all the assets of AT&T Consumer Services Group,

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- the ability of AT&T to roll AT&T Consumer Services Group tracking stock over into a tracking stock of a new entity in the event of a merger or other business combination, or
- the ability of AT&T to convert shares of AT&T Consumer Services Group tracking stock into shares of AT&T common stock.

Confusion in the marketplace about what a tracking stock is and what it is intended to represent, and/or investors' reluctance to invest in tracking stocks, also could materially adversely affect the market price of AT&T Consumer Services Group tracking stock.

Holder of AT&T Common Stock and AT&T Consumer Services Group Tracking Stock Will Be Shareholders of One Company and, Therefore, Financial Impacts on One AT&T Group Could Adversely Affect the Other AT&T Group. Holders of AT&T common stock and AT&T Consumer Services Group tracking stock all will be common shareholders of AT&T. As such, they will be subject to various risks associated with an investment in a single company and all of AT&T's businesses, assets and liabilities. Financial effects arising from one AT&T group that affect AT&T's consolidated results of operations or financial condition could, if significant, affect the combined results of operations or financial position of the other AT&T group or the market price of the class of common shares relating to the other AT&T group.

In addition, if AT&T or any of its subsidiaries were to incur significant indebtedness on behalf of an AT&T group, including indebtedness incurred or assumed in connection with an acquisition or investment, it could affect the credit rating of AT&T and its subsidiaries. This, in turn, could increase the borrowing costs of the other AT&T group and AT&T as a whole. Net losses of either AT&T group and dividends or distributions on shares of any class of common or preferred stock will reduce the funds of AT&T legally available for payment of future dividends on each of AT&T common stock and AT&T Consumer Services Group tracking stock. For these reasons, you should read AT&T's consolidated financial information together with the financial information of AT&T Consumer Services Group.

Holder of AT&T Consumer Services Group Tracking Stock will have Limited Shareholder Rights, and Will Have No Additional Rights Specific to AT&T Consumer Services Group, Including Direct Voting Rights. These Shareholders Will Have Very Limited, if Any, Control Rights. Holders of AT&T Consumer Services Group tracking stock will not have any direct voting rights in AT&T Consumer Services Group, except to the extent required under AT&T's charter or by New York law. AT&T will not hold separate meetings for holders of AT&T Consumer Services Group tracking stock. When a vote is taken on any matter as to which all of AT&T's common shares are voting together as one class, any class or series of AT&T's common shares that is entitled to more than the number of votes required to approve the matter being voted upon will be in a position to control the outcome of the vote on that matter.

Each share of AT&T common stock has one vote per share. Each share of AT&T Consumer Services Group tracking stock will initially have one vote per share.

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If AT&T completes the AT&T Broadband spin-off or otherwise distributes one or more entities holding all or substantially all of the assets of its Broadband business to its securityholders, each share of AT&T Consumer Services Group tracking stock will initially have 2.5 votes per share. If the reverse stock split proposal is approved and implemented, the AT&T Consumer Services Group tracking stock would have .2 of a vote per share if the Broadband separation is not completed or .5 of a vote per share if the Broadband separation is completed.

Holders of AT&T Consumer Services Group Tracking Stock May Have Potentially Diverging Interests from Holders of Other Classes of AT&T Capital Stock, and AT&T Board Decisions Could Affect These Holders Disparately and Adversely. The existence of separate classes of AT&T common stock could give rise to occasions when the interests of holders of AT&T common stock and holders of AT&T Consumer Services Group tracking stock diverge, conflict or appear to diverge or conflict. Examples include determinations by the AT&T Board to:

- set priorities for use of capital and debt capacity, including by loaning the cash flow of AT&T Consumer Services Group to AT&T Business Services Group, making it currently unavailable to support the growth and operations of AT&T Consumer Services Group,

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- pay or omit the payments of dividends on AT&T common stock or AT&T Consumer Services Group tracking stock,
- approve dispositions of assets attributed to either AT&T group,
- formulate public policy positions for AT&T,
- establish material commercial relationships between the AT&T groups,
- make operational, financial and purchasing decisions with respect to one AT&T group that could be considered to be detrimental to the other AT&T group, and
- take positions on public policy or regulatory matters that benefit one AT&T group more than the other AT&T group or that have disproportionate impacts on the individual groups.

In addition, a percentage of AT&T's contingent liabilities that do not primarily relate to the business, assets and liabilities of either AT&T Consumer Services Group or AT&T's other businesses will be allocated to AT&T Consumer Services Group. The AT&T Board will establish that percentage in its sole discretion prior to the initial issuance of any shares of AT&T Consumer Services Group tracking stock. This percentage may differ in the case of different categories of contingent liabilities.

A Decision by the AT&T Board to Dispose of Assets Attributed to AT&T Consumer Services Group Could have a Material Adverse Impact on the Trading Price of AT&T Consumer Services Group Tracking Stock. Assuming AT&T Consumer Services Group's assets at the applicable time continue to represent less than substantially all of the assets of AT&T as a whole, the AT&T Board could, in its sole discretion and without shareholder approval, approve sales and other dispositions of all or any portion of the assets of AT&T Consumer Services Group.

In the event of a disposition of all or substantially all of the properties

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and assets attributed to AT&T Consumer Services Group, generally defined as 80% or more of the fair value of AT&T Consumer Services Group, with several exceptions, AT&T will be required under AT&T's charter to:

- convert each outstanding share of the affected tracking stock into shares of AT&T common stock at a 10% premium, or
- distribute cash and/or securities, other than AT&T common stock, or other property equal to the fair value of the net after-tax proceeds from that disposition allocable to AT&T Consumer Services Group tracking stock, or
- take a combination of the actions described in the preceding bullet points.

If a disposition of this type occurs, since holders may only receive an amount determined by reference to net after-tax proceeds, the disposition could have a material adverse impact on AT&T Consumer Services Group tracking stock.

The AT&T Board is not required to select the option that would result in the distribution with the highest value to holders of AT&T Consumer Services Group tracking stock.

In addition, under New York law, the AT&T Board could decline to dispose of AT&T Consumer Services Group assets, even if a majority of holders of AT&T Consumer Services Group tracking stock request this disposition.

AT&T May Make Operational and Financial Decisions that Benefit One AT&T Group More than the Other AT&T Group. The AT&T Board could, in its sole discretion, from time to time, make operational and financial decisions or implement policies that affect disproportionately the businesses of either AT&T group. These decisions could include:

- allocation of financing opportunities in the public markets or the refinancing of existing indebtedness,
- allocation of business opportunities, resources and personnel,

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- loans or other transfers of funds from one group to the other,
- transfers of services or assets between the AT&T groups and other inter-group transactions, and
- purchasing decisions

that, in each case, may be suitable for one or both of the AT&T groups. Any of these decisions may benefit one AT&T group more than the other AT&T group. For example, the decision to obtain funds for one AT&T group may materially adversely affect the ability of the other AT&T group to obtain funds sufficient to implement its growth strategies or may increase the cost of those funds.

In addition, AT&T Consumer Services Group is subject to AT&T's existing agreements or arrangements with third parties. These agreements or arrangements currently may benefit both AT&T groups, as in the case of purchasing arrangements, or may have the effect of limiting or impairing the AT&T groups' respective business opportunities.

All of these decisions will be made by the AT&T Board in its good faith business judgment, and in accordance with procedures and policies adopted by the AT&T Board from time to time, including the AT&T Groups policy statement

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described under "AT&T Consumer Services Group Tracking Stock -- Relationship between the AT&T Groups -- The AT&T Groups Policy Statement."

The AT&T Board Will Have the Ability to Control Loans and Asset Transfers between the AT&T Groups, and These Transactions May Have an Adverse Impact on the Holders of AT&T Consumer Services Group Tracking Stock. The AT&T Board may decide to transfer funds or other assets between AT&T groups. Transfers of assets among the AT&T groups that the AT&T Board designates as an equity contribution or repayment will result in a change in AT&T's retained portion of the value of AT&T Consumer Services Group. Any change in the retained portion of the value of AT&T Consumer Services Group would be determined by reference to the then-current market value of AT&T Consumer Services Group tracking stock as determined by the AT&T Board. This increase or decrease, however, could occur at a time when AT&T Consumer Services Group tracking stock is considered undervalued or overvalued.

Under the AT&T Groups policy statement, the AT&T groups may make loans to each other at interest rates and on terms and conditions substantially equivalent to the interest rates and terms and conditions that the AT&T groups would be able to obtain from third parties without the benefit of support or guarantee by AT&T. The actual rates of interest charged or paid by either of the AT&T groups in the future is uncertain and will depend on a variety of factors, including the credit profile of the AT&T group and market conditions. As a result, future interest rates charged or paid by either of the AT&T groups may materially exceed those reflected in the financial statements included elsewhere in this document.

The AT&T Board May Change the AT&T Groups Policy Statement or Bylaw Amendment Related to the AT&T Groups without Shareholder Approval. The AT&T Board intends to adopt the AT&T Groups policy statement described in this document to govern the relationship between AT&T groups and to amend AT&T's bylaws to create the AT&T Groups capital stock committee that will oversee the interaction between the AT&T groups. The AT&T Board may supplement, modify, suspend or rescind the policies set forth in the AT&T Groups policy statement or related bylaw amendment, or make additions or exceptions to them, in the sole discretion of the AT&T Board, without approval of AT&T shareholders, although there is no present intention to do so. The AT&T Board would make any of these determinations, including any decision that would have disparate impacts upon holders of AT&T common stock and AT&T Consumer Services Group tracking stock, in a manner consistent with its fiduciary duties to AT&T and all of its common shareholders as a whole. See "-- The fiduciary duties of the AT&T Board to more than one class of common stock are not clear under New York law" for more information regarding the AT&T Board's fiduciary duties to AT&T shareholders. See "AT&T Consumer Services Group Tracking Stock -- Relationship between the AT&T Groups" for a description of the AT&T Groups policy statement and bylaw amendment.

It Will Likely Not Be Possible for a Third Party to Acquire AT&T Consumer Services Group without AT&T's Consent Even if the Holders of the AT&T Consumer Services Group Tracking Stock Desired to

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Sell. If AT&T Consumer Services Group were an independent entity, any person interested in acquiring that entity without negotiation with AT&T Consumer Services Group's management could seek control of the outstanding stock of that entity by means of a tender offer or proxy contest. Although the Consumer Services charter amendment will create a new class of AT&T common stock that is intended to reflect the separate financial performance and economic value of AT&T Consumer Services Group, a person interested in acquiring only AT&T

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Consumer Services Group without negotiation with AT&T's management still would be required to seek control of the voting power represented by all of the outstanding capital stock of AT&T entitled to vote on that acquisition, including shares of AT&T common stock. As a result, this may discourage potential interested bidders from seeking to acquire AT&T Consumer Services Group. See "-- Holders of AT&T Consumer Services Group Tracking Stock Will Have Limited Shareholder Rights, and Will Have No Additional Rights Specific to AT&T Consumer Services Group, including Direct Voting Rights. These Shareholders Will Have Very Limited, if Any, Control Rights" for more information on the rights of holders of AT&T Consumer Services tracking stock. This inability of third parties directly to acquire control of AT&T Consumer Services Group may materially adversely affect the market price of AT&T Consumer Services Group tracking stock.

There Will Be No Board of Directors or Committee that Owes any Separate Fiduciary Duties to Holders of AT&T Consumer Services Group Tracking Stock, Apart from Those Owed to AT&T Shareholders Generally, and Actions of the AT&T Board May Be More Adverse to Holders of the AT&T Consumer Services Group Trading Stock than Would Be the Case if AT&T Consumer Services Group Were a Standalone Entity. Each of the AT&T Board and the AT&T Groups capital stock committee owes fiduciary duties to AT&T and AT&T shareholders as a whole. AT&T Consumer Services Group will not have a separate board of directors to represent solely the interests of holders of AT&T Consumer Services Group tracking stock. Consequently, there is no separate board of directors or committee that owes any separate duties to holders of AT&T Consumer Services Group tracking stock.

The Fiduciary Duties of the AT&T Board to More Than One Class of Common Stock Are Not Clear Under New York Law. Although AT&T is not aware of any legal precedent under New York law involving the fiduciary duties of directors of corporations having two or more classes of common stock, or separate classes or series of capital stock, principles of Delaware law established in cases involving differing treatment of two classes of capital stock or two groups of holders of the same class of capital stock provide that a board of directors owes its duty to all shareholders, regardless of class or series, and does not have separate or additional duties to either group of shareholders. Under these principles of Delaware law and the related principle known as the "business judgment rule," absent abuse of discretion, a good faith business decision made by a disinterested and adequately informed board of directors, or a committee of the board of directors, with respect to any matter having disparate impacts upon holders of AT&T common stock or AT&T Consumer Services Group tracking stock would be a defense to any challenge to a determination made by or on behalf of holders of any class of AT&T common shares. Nevertheless, a New York court hearing a case involving this type of a challenge may decide to apply principles of New York law different from the principles of Delaware law discussed above, or may develop new principles of law, in order to decide that case. Any future shareholder litigation over the meaning or application of the terms of AT&T Consumer Services Group tracking stock or the AT&T Board's policies may be costly and time consuming to AT&T and AT&T Consumer Services Group.

Changes in the Tax Law or in the Interpretation of Current Tax Law May Result in Redemption of AT&T Consumer Services Group Tracking Stock or May Prevent AT&T From Issuing Further Shares of AT&T Consumer Services Group Tracking Stock. From time to time, there have been legislative and administrative proposals that, if effective, would have resulted in the imposition of corporate level or shareholder level tax upon the issuance of tracking stock. As of the date of this document, no proposals of this type are outstanding.

If there are adverse tax consequences associated with the issuance of AT&T Consumer Services Group tracking stock, it is possible that AT&T would cease issuing additional shares of AT&T Consumer Services Group tracking stock. This

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could affect the value of shares of AT&T Consumer Services Group tracking stock then outstanding.

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AT&T May Optionally Redeem AT&T Consumer Services Group Tracking Stock even if Holders Desire to Continue to Hold These Shares. The AT&T Board may, at any time, redeem all outstanding shares of AT&T Consumer Services Group tracking stock for shares of AT&T common stock at a 10% premium. AT&T could decide to redeem AT&T Consumer Services Group tracking stock at a time when any or all AT&T common stock and AT&T Consumer Services Group tracking stock may be considered to be overvalued or undervalued. In addition, a redemption at any premium would preclude holders of both AT&T common stock and the redeemed AT&T Consumer Services Group tracking stock from retaining their investment in a security intended to reflect separately the financial performance and economic value of the relevant AT&T group. It also would give holders of the redeemed AT&T Consumer Services Group tracking stock an amount of consideration that may differ from the amount of consideration a third-party buyer pays or would pay for all or substantially all of the assets of the respective AT&T group. For further details, see "AT&T Consumer Services Group Tracking Stock -- The Consumer Services Charter Amendment Proposal -- Consumer Services Group Tracking Stock Amendment."

AT&T Has the Right to Require the Exchange of AT&T Consumer Services Group Tracking Stock for Tracking Stock of Another Entity, which Could Materially Change the Nature of Their Investment. In the event of a disposition or other transfer by AT&T of all of the properties and assets of AT&T Consumer Services Group, whether or not involving a merger or other business combination involving AT&T as a whole, the Consumer Services charter amendment generally allows AT&T to redeem all outstanding shares of AT&T Consumer Services Group tracking stock, without paying a premium, in exchange for a new tracking stock of the entity that owns substantially all of the assets and liabilities of AT&T Consumer Services Group.

If the AT&T Board elected to roll the tracking stock over in connection with a merger or other business combination, holders of AT&T Consumer Services Group tracking stock would not share in any premium received by holders of AT&T common stock and holders of AT&T common stock would not share in any premium received by holders of AT&T Consumer Services Group tracking stock.

In the event of this redemption, the voting rights of the new tracking stock will be set based on the ratio, over a fixed measurement period, of the initial trading prices of the new tracking stock to the trading prices of the common stock of the entity of which the new tracking stock is a part.

This new entity may have different businesses and a different capital structure and be subject to different risks than AT&T generally. Holders of the new tracking stock will become equity holders of this new entity and become subject to risks affecting this new entity generally. Additionally, adverse fluctuations in market valuations at and after the time of issuance of the new tracking stock could materially adversely affect the relative voting power of the new tracking stock with respect to the voting power of this new entity as a whole.

The AT&T Board May Redeem AT&T Consumer Services Group Tracking Stock in Exchange for Stock of One or More Qualifying Subsidiaries of AT&T. AT&T's charter amendment proposal provides that AT&T may, at any time, redeem all outstanding shares of AT&T Consumer Services Group tracking stock in exchange for shares of common stock of a subsidiary of AT&T that holds all of the assets and liabilities of AT&T Consumer Services Group. This type of redemption must be tax free to holders of AT&T Consumer Services Group tracking stock, except with respect to any cash in lieu of fractional shares. This redemption feature

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differs from a traditional spin-off, in which a shareholder retains its interest in the parent corporation and receives shares of the spun-off subsidiary via a pro rata distribution of the subsidiary's shares to the parent shareholders. By comparison, if the AT&T Consumer Services Group tracking stock is redeemed in exchange for stock in a qualifying subsidiary, the holder of AT&T Consumer Services Group tracking stock will no longer have an interest in AT&T. For more information, see "AT&T Consumer Services Group Tracking Stock -- The Consumer Services Charter Amendment Proposal -- Terms of the Consumer Services Group Tracking Stock Amendment -- Redemption."

Future Sales of AT&T Consumer Services Group Tracking Stock and AT&T Common Stock Could Materially Adversely Affect Their Respective Market Prices and the Ability to Raise Capital in the Future. Sales of substantial amounts of AT&T Consumer Services Group tracking stock and AT&T common stock

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in the public market could hurt the market price of each of those securities. These sales also could hurt AT&T's ability to raise capital in the future. Any shares of AT&T Consumer Services tracking stock that AT&T distributes to holders of AT&T common stock will be freely tradable without restriction under the Securities Act of 1933, as amended, by persons other than "affiliates" of AT&T, as defined under the Securities Act. Any sales of substantial amounts of AT&T Consumer Services Group tracking stock or AT&T common stock in the public market, or the perception that those sales might occur, could materially adversely affect the respective market prices of AT&T Consumer Services tracking stock or AT&T common stock, as applicable.

Shareholder approval will not be solicited by AT&T for the issuance of authorized but unissued shares of AT&T Consumer Services Group tracking stock or AT&T common stock, unless these approvals are deemed advisable by the AT&T Board or are required by applicable law, regulation or stock exchange listing requirements. The issuance of those shares could dilute the value of shares of AT&T Consumer Services Group tracking stock or AT&T common stock, as the case may be.

AT&T Expects to Split Its Current Dividend among AT&T Common Stock and AT&T Consumer Services Group Tracking Stock, although There Is No Assurance as to Future Dividend Levels. Following any issuance of AT&T Consumer Services Group tracking stock, AT&T currently expects that one-third of the current dividend payable on AT&T common stock will be allocated to AT&T common stock and that two-thirds will be allocated to AT&T Consumer Services Group tracking stock. The declaration of dividends by AT&T and the amount of those dividends will, however, be in the discretion of the AT&T Board, and will depend upon each of the AT&T group's financial performance, the dividend policies and capital structures of comparable companies, each of the AT&T group's ongoing capital needs, and AT&T's results of operations, financial condition, cash requirements and future prospects, and other factors deemed relevant by the AT&T Board. Payment of dividends also may be restricted by loan agreements, indentures and other transactions that AT&T enters into from time to time.

In addition, the dividend amount that AT&T Consumer Services Group tracking stock may pay to shareowners depends on, among other factors, the cash generation ability and earnings power of AT&T Consumer Services Group. Based on the risks of a decline in the long distance industry and successful entry into growth opportunities such as local services and high speed data, there is a possibility that AT&T Consumer Services Group would not generate sufficient cash flow or earnings in the future to pay the expected dividend. This could have an adverse affect on the AT&T Consumer Services Group tracking stock market price and debt levels.

If AT&T Is Liquidated, Amounts Distributed to Holders of Each Class of AT&T

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Common Stock May Not Reflect the Value of the Assets Attributed to the AT&T Groups. Under AT&T's charter, AT&T would determine the liquidation rights of holders of the respective classes of AT&T common stock in accordance with each AT&T group's respective market capitalization at the time of liquidation. However, the relative market capitalization of each AT&T group may not correctly reflect the value of the net assets remaining and attributed to the AT&T groups after satisfaction of outstanding liabilities.

AT&T Consumer Services Group Tracking Stock May Not Be Issued as Planned or at All. The Consumer Services charter amendment proposal gives AT&T the authority to create AT&T Consumer Services Group tracking stock. The proposed Consumer Services Charter amendment, however, does not mandate the manner in which AT&T may issue AT&T Consumer Services Group tracking stock or require that AT&T issue any of these shares at all. Rather, AT&T Consumer Services Group tracking stock will be a new class of AT&T common stock that the AT&T Board may issue from time to time as it determines appropriate, up to the total number of authorized shares and subject to stock exchange rules with respect to shareholder approval of share issuances. AT&T does not plan to seek new shareholder approval for any change that the AT&T Board may approve in the timing or manner of issuing shares of AT&T Consumer Services Group tracking stock. If you do not want to give the AT&T Board this broad authority with respect to the Consumer Services charter amendment proposal, you should not vote for the Consumer Services charter amendment proposal.

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If the Consumer Services charter amendment proposal is approved the AT&T Board may issue shares of AT&T Consumer Services Group tracking stock regardless of whether the AT&T Comcast transaction is approved or completed.

### RISK FACTORS RELATING TO AT&T CONSUMER SERVICES GROUP AND AT&T BUSINESS SERVICES GROUP

AT&T Consumer Services Group and AT&T Business Services Group Expect There to Be a Continued Decline in the Long Distance Industry. Historically, prices for voice communications have fallen because of competition, the introduction of more efficient networks and advanced technology, product substitution, excess capacity and deregulation. AT&T Consumer Services Group and AT&T Business Services Group expect these trends to continue, and each of AT&T Consumer Services Group and AT&T Business Services Group may need to reduce its prices in the future to remain competitive. In addition, AT&T Consumer Services Group and AT&T Business Services Group do not expect that they will be able to achieve increased traffic volumes in the near future to sustain their current revenue levels. The extent to which each of AT&T Consumer Services Group's and AT&T Business Services Group's business, financial condition, results of operations and cash flow could be materially adversely affected will depend on the pace at which these industry-wide changes continue and its ability to create new and innovative services to differentiate its offerings, enhance customer retention, and retain or grow market share.

AT&T Consumer Services Group and AT&T Business Services Group Face Substantial Competition that May Materially Adversely Impact Both Market Share and Margins. Each of AT&T Consumer Services Group and AT&T Business Services Group currently faces significant competition, and AT&T expects the level of competition to continue to increase. Some of the potential materially adverse consequences of this competition include the following:

- market share loss and loss of key customers;
- possibility that customers shift to less profitable, lower margin services;



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- need to initiate or respond to price cuts in order to retain market share;
- difficulties in AT&T Consumer Services Group's and AT&T Business Services Group's ability to grow new businesses, introduce new services successfully or execute on their business plan; and
- inability to purchase fairly priced access services or fairly priced elements of local carriers' networks.

As a result of competitive factors, AT&T Consumer Services Group and AT&T Business Services Group believe it is unlikely that they will sustain existing price or margin levels.

AT&T Consumer Services Group and AT&T Business Services Group Face Competition from a Variety of Sources.

- Competition from new entrants into long distance, including regional phone companies. AT&T Consumer Services Group and AT&T Business Services Group traditionally have competed with other long distance carriers. In recent years, AT&T Consumer Services Group and AT&T Business Services Group have begun to compete with incumbent local exchange carriers, which historically have dominated local telecommunications, and with other competitive local exchange carriers for the provision of long distance services. In addition, other long distance companies are beginning to offer local residential services bundled with long distance in portions of over 30 states.

Some regional phone companies, such as Verizon Communications Inc. and SBC Communications Inc., already have been permitted to offer long distance services in some states within their regions. AT&T expects that the regional phone companies will seek to enter all states in their regions and eventually will be given permission to offer long distance services within their regions.

The incumbent local exchange carriers presently have numerous advantages as a result of their historic monopoly control over local exchanges.

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- Competition from facilities-based companies, including regional phone companies. AT&T Consumer Services Group and AT&T Business Services Group also face the risk of increasing competition from entities that own their own access facilities, particularly the regional phone companies, which have access facilities across vast regions of the United States with the ability to control cost, cycle time and functionality for most end-to-end services in their regions. These entities can preserve large market share and high margins on access services as they enter new markets, including long distance and end-to-end services. This places them in superior position vis-a-vis AT&T Consumer Services Group and AT&T Business Services Group and other competitors that must purchase such high-margin access services.
- Competition from lower-cost or less-leveraged providers. The cost structure of AT&T Consumer Services Group and AT&T Business Services Group also affects their competitiveness. Each faces the risk that it will not be able to maintain a competitive cost structure if newer technologies favor newer competitors that do not have legacy infrastructure and as technology substitution continues. The ability of each of AT&T Consumer Services Group and AT&T Business Services Group to

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make critical investments to improve cost structure also may be impaired by its current debt obligations.

- Competition as a result of technological change. AT&T Consumer Services Group and AT&T Business Services Group also may be subject to additional competitive pressures from the development of new technologies and the increased availability of domestic and international transmission capacity. The telecommunications industry is in a period of rapid technological evolution, marked by the introduction of new product and service offerings and increasing satellite, wireless, fiber optic and coaxial cable transmission capacity for services similar to those provided by AT&T Consumer Services Group and AT&T Business Services Group. AT&T cannot predict which of many possible future product and service offerings will be important to maintain its competitive position, or what expenditures will be required to develop and provide these products and services. Many of these new products and services are substitutes for traditional telephone service. In particular, the rapid expansion of usage of wireless and email services has led and is expected to lead to an overall decline in telephone voice traffic volume on traditional wireline networks.
- Competition as a result of excess capacity. Each of AT&T Consumer Services Group and AT&T Business Services Group faces competition as a result of excess capacity resulting from substantial network build out by competitors that had access to inexpensive capital.
- Strength of competitors. Some of AT&T Consumer Services Group's and AT&T Business Services Group's existing and potential competitors have financial, personnel and other resources significantly greater than those of AT&T Consumer Services Group and AT&T Business Services Group.

The Prices Charged to AT&T Consumer Services Group for Network Utilization May Increase Over Time and May Be Adversely Impacted by the Volume of the Business of AT&T Business Services Group. During the next few years, AT&T's voice traffic volumes may decline at a rate faster than the rate at which AT&T is able to reduce the cost of operating its circuit switched network, resulting in higher unit costs for both AT&T Consumer Services Group and AT&T Business Services Group. As described under "AT&T Consumer Services Group Tracking Stock -- Relationship Between the AT&T Groups," under the terms of the proposed Master Carrier Agreement, AT&T Consumer Services Group will be required to procure all of its telecommunications needs from Network Services within the AT&T Business Group. The pricing of these services will be based on the costs to Network Services of providing those services, unless otherwise agreed. Also, the agreement will contain provisions intended to assure that the AT&T Consumer Services Group is treated no less favorably than the AT&T Business Services Group with respect to the allocation of costs between the units, including a fair allocation of any low cost capacity Network Services provides or obtains.

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The overall level of network utilization by AT&T Consumer Services Group and AT&T Business Services Group together will impact the per minute cost of providing telecommunications services. There are substantial fixed costs associated with providing telecommunications services and it is possible that overall levels of usage (including usage by AT&T Business Services Group) may decrease faster than the related decrease in variable costs. As a result, although it will depend upon a variety of factors that are difficult to predict, it is possible that costs per minute may increase over time. Since the terms of this arrangement by which AT&T Consumer Services Group purchases telecommunications services are essentially cost based, any such cost increase would increase the charges to the AT&T Consumer Services Group and could

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materially adversely impact the results of operations and financial condition of the Group.

Since per minute costs are affected by both the level of usage of the AT&T Consumer Services Group and AT&T Business Services Group, adverse business conditions of either Group could increase per minute costs. As a result, the costs charged to AT&T Consumer Services Group may increase as a result of a decrease in the volume of usage by AT&T Business Services, and vice versa.

AT&T Consumer Services Group, however, may be more adversely affected by a downturn in telecommunications traffic than its competitors since it is required to obtain all of its telecommunications services from AT&T, even if more favorable pricing is available elsewhere.

AT&T Consumer Services Will Not Be Able to Utilize the AT&T Brand if the AT&T Consumer Services Group Tracking Stock Is No Longer Outstanding; AT&T Consumer Services Group Is Allowed to Use the AT&T Brand only for Specified Products and Services. As long as the AT&T Consumer Services Group tracking stock is outstanding, AT&T Consumer Services Group will be entitled to use the AT&T brand and related marks and logos on the terms described under "AT&T Consumer Services Group Tracking Stock -- Relationship Between the AT&T Groups." However, if AT&T Consumer Services Group tracking stock is no longer outstanding, whether as a result of the split-off of that Group, a disposition of that Group or otherwise, it will not be able to utilize the AT&T brand and related marks and logos unless the parties agree on a mutually acceptable arrangement at the time. The failure to be able to use this brand and related marks and logos could have a material adverse affect on AT&T Consumer Services Group.

In addition, under the terms of the brand license, AT&T Consumer Services Group is only permitted to use the AT&T brand and related marks in connection with the provision of specified products and services as set forth in this section described under "AT&T Consumer Services Group Tracking Stock -- Relationship Between the AT&T Groups." If AT&T Consumer Services Group desires to use the brand to provide additional products or services it must first obtain AT&T's approval, which approval will not unreasonably be withheld.

AT&T Faces Risks in Connection with AT&T Canada. AT&T has an approximately 31% equity ownership in AT&T Canada. In the event foreign ownership restrictions in Canada are lifted, in whole or in part, prior to June 30, 2003, AT&T is required to purchase the outstanding shares, to the extent permitted by any remaining foreign ownership restrictions, at the greater of the floor price (Cdn \$47.45 as of December 31, 2001) and the fair market value (we refer to the greater price as the Back-end Price). The floor price accretes at 4% each quarter, commencing on June 30, 2000. AT&T has the right to trigger the purchase of the remaining equity of AT&T Canada for the Back-end Price at any time prior to the earlier of a change in foreign ownership rules in Canada or June 30, 2003. If foreign ownership restrictions in Canada are not lifted and AT&T does not exercise the call right by June 30, 2003, the shares may be put up for auction, and AT&T would have to make shareholders whole for the amount, if any, by which the Back-end Price exceeds the proceeds received in auction.

In 2001, AT&T recorded \$1.8 billion of after tax charges (\$3.0 billion of pretax charges) reflecting the estimated loss on AT&T's commitment to purchase the publicly owned shares of AT&T Canada. Included in these charges was approximately \$0.6 billion related to the assumption of British Telecommunications plc's obligation to purchase the publicly owned shares of AT&T Canada. These charges reflect the difference between the underlying value of AT&T Canada shares and the price AT&T has committed to pay for them, and are

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included in "Net losses related to other equity investments" in the

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Consolidated Statement of Income and "Other long-term liabilities and deferred credits" in the Consolidated Balance Sheet.

AT&T no longer records equity earnings or losses related to AT&T Canada since AT&T's investment balance was written down to zero, largely through losses generated by AT&T Canada. In the event AT&T acquires more than 50% of the voting equity of AT&T Canada, AT&T Canada's results will be consolidated into AT&T's results. At April 26, 2002, AT&T Canada had outstanding debt of approximately \$2.9 billion.

On March 14, 2002, AT&T Canada announced that it has formed a board committee to help management address what AT&T Canada described as "complex issues" facing the company. It also said one of the committee's first steps had been to hire Greenhill & Co. LLC as its financial adviser to work with the committee and management to evaluate various scenarios regarding what it described as "the issues, opportunities and alternatives for the company."

On March 15, 2002, a group of more than 20 investors holding almost \$1 billion of AT&T Canada public notes announced that they have organized as an ad hoc committee to express their concerns about the company's business operations and financial prospects. They stated that the group was formed in response to several recent "troubling financial releases" from AT&T Canada and the rating agency downgrades of AT&T Canada's public notes, including the notes issued by MetroNet Communications.

On April 18, 2002, the counsel to the ad hoc group of bondholders issued a press release stating that this group was concerned about AT&T's and AT&T Canada's failure to engage in a dialogue concerning the commitment to bondholders. The committee said it was troubled that AT&T would not commit to stand behind the AT&T Canada bonds, alleging that senior executives of AT&T participated in the road shows for placement of the AT&T Canada notes and made certain statements to rating agencies. Further, the release stated that, in the absence of AT&T committing to support AT&T Canada, the committee will have no choice but to explore any and all available remedies. As stated above, approximately Canadian \$4.5 billion (approximately U.S. \$2.9 billion) in aggregate amount of indebtedness of AT&T Canada was outstanding as of April 26, 2002. AT&T expressly disclaims any obligation with respect to the bonds.

On May 9, 2002, a group of institutional investors holding approximately \$458 million of AT&T Canada's public notes announced that it had filed an oppression application with the Ontario Superior Court of Justice asserting that the conduct of AT&T Canada and its directors has been oppressive and unfairly prejudicial to, and has unfairly disregarded, the interests of AT&T Canada's noteholders. The investors also stated that the Application is supported by other AT&T Canada noteholders holding an additional \$250 million of AT&T Canada's notes. Among other things, the Application seeks the following relief:

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replacement of all current directors of AT&T Canada or orders regulating the conduct of current directors; an order restraining AT&T Canada from collapsing any "in the money" foreign currency swaps; and an order requiring AT&T Canada and its directors to preserve assets and liquidity pending a restructuring.

As of December 31, 2001, the aggregate amount that AT&T would need to pay to complete its obligation related to AT&T Canada was approximately \$3.2 billion (accreting at 4% per quarter). AT&T has the right to fund this acquisition through cash or, subject to the limitations set forth in the merger agreement, through the issuance of shares of AT&T common stock, or any combination thereof. AT&T is currently exploring a variety of structures to satisfy its obligation related to AT&T Canada.

AT&T currently intends to raise cash to settle a substantial portion of the back end purchase requirement through the issuance of equity or equity-like securities. It is likely that AT&T will take steps to raise such funds through the issuance of these equity or equity-like securities and AT&T currently is evaluating commencing such issuance in the near future. Subject to the limitations on the number of shares that can be issued set forth in the merger agreement, AT&T could issue these securities at any time by use of a currently effective shelf registration statement. The issuance of equity or equity-like securities to settle the back end purchase requirement may have a material adverse impact on the market

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price of AT&T common stock. AT&T's ability to settle its back end purchase requirement in this manner will depend on market conditions and other factors and there is no assurance that it will be able to do so.

If AT&T does not raise funds to complete this acquisition prior to the completion of the AT&T Comcast transaction, to the extent AT&T directly or indirectly uses equity to do so, the percentage of shares of AT&T that would be required to be issued would be substantially increased.

In addition, adverse business developments involving AT&T Canada could affect AT&T in a variety of ways. For example, in the event AT&T no longer obtains telecommunications services from AT&T Canada, there are a variety of other carriers that could provide AT&T with the telecommunications services necessary to service its customers. However, there may be some difficulty in obtaining services with comparable features and functions and prices from these carriers which could adversely impact AT&T's ability to provide products and services to its customers. In addition, AT&T may incur significant costs as a result.

The Regulatory and Legislative Environment Creates Challenges for AT&T Consumer Services Group and AT&T Business Services Group. Each of AT&T Consumer Services Group and AT&T Business Services Group faces risks relating to regulations and legislation. These risks include:

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- difficulty of effective entry into local markets due to noncompetitive pricing and to regional phone company operational issues that do not permit rapid large-scale customer changes from regional phone companies to new service providers,
- new head-on competition as regional phone companies begin to enter the long distance business, and
- emergence of few facilities-based competitors to regional phone companies, and the absence of any significant alternate source of supply for most access and local services.

This dependency on supply materially adversely impacts each of AT&T Consumer Services Group's and AT&T Business Services Group's cost structure, and ability to create and market desirable and competitive end-to-end products for customers.

In addition, regional phone companies will be entering the long distance business while they still control substantially all the access facilities in their regions. This will likely result in an increased level of competition for long distance or end-to-end services as the services offered by regional phone companies expand.

Each of AT&T Consumer Services Group and AT&T Business Services Group May Substantially Increase its Debt Level in the Future, Which Could Subject it to Various Restrictions and Higher Interest Costs and Decrease its Cash Flow and Earnings. Each of AT&T Consumer Services Group and AT&T Business Services Group may substantially increase its debt level in the future, which could subject it to various restrictions and higher interest costs and decrease its cash flow and earnings. It also may be difficult for AT&T Consumer Services Group and AT&T Business Services Group to obtain all the financing they need to fund their businesses and growth strategies on desirable terms. The amount of debt required in the future will depend upon the performance revenue and margin of each of AT&T Consumer Services Group and AT&T Business Services Group, which, in turn, may be materially adversely affected by competitive and other pressures. Any agreements governing indebtedness obtained by AT&T Consumer Services Group or AT&T Business Services Group may contain financial and other covenants that could impair AT&T Consumer Services Group's or AT&T Business Services Group's flexibility and restrict its ability to pursue growth opportunities.

AT&T expects to explore and evaluate the relative advantages and disadvantages of various funding mechanisms for AT&T. These alternatives may include a bank credit line, commercial paper and other forms of public and private debt financing. The decision on debt composition is dependent on, among other things, the business and financial plans of AT&T and the market conditions at the time of financing.

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The Actual Amount of Funds Necessary to Implement Each of AT&T Consumer Services Group's and AT&T Business Services Group's Strategy and Business Plan May Materially Exceed Current Estimates, which Could have a Material Adverse Effect on its Financial Condition and Results of Operations. The actual amount of funds necessary to implement each of AT&T Consumer Services Group's and AT&T Business Services Group's strategy and business plan may materially exceed AT&T Consumer Services Group's and AT&T Business Services Group's current estimates in the event of various factors, including:

- competitive downward pressures on revenues and margins,
- departures from AT&T Consumer Services Group's and AT&T Business Services

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Group's respective current business plans,

- regulatory developments,
- unforeseen competitive developments,
- technological and other risks,
- unanticipated expenses,
- unforeseen delays and cost overruns, and
- engineering design changes.

If actual costs do materially exceed AT&T Consumer Services Group's and/or AT&T Business Services Group's current estimates for these or other reasons, this would have a material adverse effect on AT&T Consumer Services Group's and/or AT&T Business Services Group's financial condition and results of operations.

AT&T Consumer Services Group's Potential Growth in its AT&T DSL Service Combining Voice and Data Services Utilizing DSL Technology, Involves Technological, Marketing and Regulatory Hurdles and Requires Substantial Capital Expenditures. AT&T Consumer Services Group's business plan will require substantial capital expenditures in connection with its expansion into providing voice and data services through DSL technology. The development of voice and data services through DSL technology involves uncertainty relating to potential technological hurdles, marketing success, regulatory and legislative requirements and unforeseen costs. AT&T Consumer Services Group historically has not had to incur these capital expenditures, and it may not be able to obtain sufficient capital on favorable terms or at all. A failure to obtain capital could have a material adverse effect on AT&T Consumer Services Group, and result in the delay, change or abandonment of its development or expansion plans.

Substantially All of the Telephone Calls Made by Each of AT&T Consumer Services Group's and AT&T Business Services Group's Customers are Connected Using Other Companies' Networks, Including Those of Competitors, which Makes Competition More Difficult for AT&T. AT&T Consumer Services Group principally is a long distance voice telecommunications company. AT&T Consumer Services Group does not own or operate any primary transmission facilities. Accordingly, it must route domestic and international calls made by its customers over transmission facilities that it obtains from network services within AT&T Business Services Group under a Master Carrier Agreement described under "AT&T Consumer Services Group Tracking Stock -- Relationship Between the AT&T Groups." AT&T Business Services Group provides long distance and, to a limited extent, local telecommunications over its own transmission facilities. Because AT&T Business Services Group's network does not extend to homes, both AT&T Consumer Services Group and AT&T Business Services Group must route calls through a local telephone company to reach AT&T Business Services Group's transmission facilities and, ultimately, to reach their final destinations.

In the United States, the providers of local telephone service generally are the incumbent local exchange carriers, including the regional phone companies. The permitted pricing of local transmission facilities that AT&T Consumer Services Group and AT&T Business Services Group lease in the United States is subject to legal uncertainties. In view of the proceedings pending before the courts and regulatory authorities, there can be no assurance that the prices and other conditions established in each state will

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provide for effective local service entry and competition or provide AT&T

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Consumer Services Group with new market opportunities. The effect of the most recent court decisions is to increase the risks, costs, difficulties and uncertainty of entering local markets through using the incumbent local exchange carriers' facilities and services.

AT&T Consumer Services Group Must Rely on AT&T Business Services Group's Ability to Maintain, Upgrade and Reduce Costs Associated with the Core Network, Which May Lead to Additional Costs. AT&T Consumer Services Group currently is dependent upon AT&T Business Services Group for leased line capacity, data communications facilities, traffic termination services and physical space for offices and equipment. Although AT&T Consumer Services Group expects to enter into a service agreement with AT&T Business Services Group for it to provide these services, if AT&T Business Services Group becomes unable to provide its current level of services to AT&T Consumer Services Group during the term of the service agreement or thereafter, AT&T Consumer Services Group may not be able to find replacement service providers on a timely basis.

Failure to Develop Future Business Opportunities May have a Material Adverse Effect on AT&T Consumer Services Group's Growth Potential. AT&T Consumer Services Group intends to actively evaluate pursuing growth opportunities in providing services through DSL technology, which involve new services for which there are only limited proven markets. In addition, the ability to deploy and deliver these services relies, in many instances, on new and unproven technology. AT&T Consumer Services Group's DSL technology may not perform as expected and AT&T Consumer Services Group may not be able to successfully develop new enabling systems to effectively and economically deliver these services. In addition, these opportunities require substantial capital outlays to be incurred by AT&T Business Services and charged to AT&T Consumer Services Group as part of its network usage under the transport agreement. These outlays are currently estimated to be approximately \$1 billion over a three-year planning period, to deploy on the planned scale, but are subject to adjustment for change in competitive conditions and market uncertainties. This capital may not be available to support these services. Furthermore, each of these opportunities entails additional operational risks. For example, the delivery of these services requires AT&T Consumer Services Group to provide installation and maintenance services, which services AT&T Consumer Services Group has never provided previously. This will require AT&T Consumer Services Group to hire, employ, train and equip technicians to provide installation and repair in each market served, or rely on subcontractors to perform these services. AT&T Consumer Services Group may not be able to hire and train sufficient numbers of qualified employees or subcontract these services, or do so on economically attractive terms. These services may not be successful when they are in place and customers may not purchase the services offered. AT&T Consumer Services Group's existing marketing channels may not be an effective way to market these services. If these services are not successful or costs associated with implementation and completion of the rollout of these services materially exceed those currently estimated by AT&T Consumer Services Group, AT&T Consumer Services Group's financial condition and prospects could be materially adversely affected.

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### CHAPTER TWO THE AT&T COMCAST TRANSACTION

#### GENERAL

The Comcast Board is using this document to solicit proxies from holders of Comcast common stock for use at the Comcast special meeting. The AT&T Board is also using this document to solicit proxies from holders of AT&T common stock for use at the AT&T annual meeting.



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### COMCAST PROPOSALS

At the Comcast special meeting, holders of Comcast Class A common stock and Comcast Class B common stock will be asked to vote upon a proposal to approve and adopt the merger agreement and the transactions contemplated by the merger agreement. This proposal is referred to in this document as the "Comcast transaction proposal." In addition, holders of Comcast Class A common stock and Comcast Class B common stock will be asked to vote upon a separate proposal to approve the AT&T Comcast charter, including the corporate governance provisions of the AT&T Comcast charter described in this document. This proposal is referred to in this document as the "AT&T Comcast charter proposal."

At the Comcast special meeting, holders of Comcast Class A common stock, voting as a single class, and holders of Comcast Class A common stock and Comcast Class B common stock, voting together as a single class, will also be asked to vote upon a proposal to adopt an amendment to the Comcast charter that will allow implementation of the Preferred Structure. See "Description of the AT&T Comcast Transaction Agreements -- The Merger Agreement -- Merger Consideration -- The Preferred Structure." This proposal is referred to in this document as the "preferred structure proposal."

APPROVAL OF THE AT&T COMCAST CHARTER PROPOSAL, INCLUDING THE CORPORATE GOVERNANCE PROVISIONS CONTAINED IN THE AT&T COMCAST CHARTER, IS A CONDITION TO COMPLETION OF THE AT&T COMCAST TRANSACTION. THEREFORE, IF COMCAST SHAREHOLDERS WISH TO APPROVE THE AT&T COMCAST TRANSACTION, THEY MUST ALSO APPROVE THE AT&T COMCAST CHARTER PROPOSAL. APPROVAL OF THE COMCAST TRANSACTION PROPOSAL AND THE AT&T COMCAST CHARTER PROPOSAL IS NOT CONDITIONED ON APPROVAL OF THE PREFERRED STRUCTURE PROPOSAL.

### AT&T PROPOSALS

At the AT&T annual meeting, holders of AT&T common stock will be asked to vote upon a proposal to approve and adopt the merger agreement and the transactions contemplated by the merger agreement. This proposal is referred to in this document as the "AT&T transaction proposal." In addition, holders of AT&T common stock will be asked to vote upon a separate proposal to approve the AT&T Comcast charter, including the corporate governance provisions of the AT&T Comcast charter described in this document. This proposal is referred to in this document as the "AT&T Comcast charter proposal." References in this document to the AT&T Comcast charter proposal mean either the proposal to AT&T shareholders to approve the AT&T Comcast charter or the proposal to Comcast shareholders to approve the AT&T Comcast charter, or both of those proposals, as the context may require.

At the AT&T annual meeting, holders of AT&T common stock will also be asked to vote separately on a proposal to approve and adopt an amendment to the AT&T charter creating a tracking stock that is intended to reflect the financial performance and economic value of the AT&T Consumer Services business. See "AT&T Consumer Services Group Tracking Stock -- The Consumer Services Charter Amendment Proposal." This proposal is referred to in this document as the "Consumer Services charter amendment proposal." AT&T shareholders will also be asked to vote on benefit proposals related to the Consumer Services charter amendment proposal. These proposals are referred to in this document as the

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"incentive plan proposal" and the "employee stock purchase plan proposal." AT&T shareholders will also be asked to vote separately on a proposal to approve and adopt an amendment to the AT&T charter authorizing a reverse stock split. This proposal is referred to in this document as the "reverse stock split proposal." Finally, AT&T shareholders will be asked to vote upon the election of directors and other

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matters that properly come before the AT&T annual meeting. See "Information about the AT&T Annual Meeting and Voting."

APPROVAL OF THE AT&T COMCAST CHARTER PROPOSAL, INCLUDING THE CORPORATE GOVERNANCE PROVISIONS CONTAINED IN THE AT&T COMCAST CHARTER, IS A CONDITION TO COMPLETION OF THE AT&T COMCAST TRANSACTION. THEREFORE, IF AT&T SHAREHOLDERS WISH TO APPROVE THE AT&T COMCAST TRANSACTION, THEY MUST ALSO APPROVE THE AT&T COMCAST CHARTER PROPOSAL.

APPROVAL OF THE AT&T TRANSACTION PROPOSAL AND THE AT&T COMCAST CHARTER PROPOSAL IS NOT CONDITIONED ON APPROVAL OF ANY OF THE OTHER AT&T PROPOSALS. APPROVAL OF THE OTHER AT&T PROPOSALS IS NOT CONDITIONED ON APPROVAL OF THE AT&T TRANSACTION PROPOSAL OR THE AT&T COMCAST CHARTER PROPOSAL.

### BACKGROUND OF THE AT&T COMCAST TRANSACTION

On October 25, 2000, AT&T announced, among other things, that it intended to create and issue a tracking stock intended to reflect the financial performance and economic value of AT&T Broadband and, thereafter, to separate AT&T Broadband from AT&T so that, ultimately, AT&T Broadband would be a standalone, publicly traded company. AT&T also announced that it intended to create and issue a tracking stock intended to reflect the financial performance and economic value of AT&T Consumer Services Group. In addition, AT&T announced that it intended to separate AT&T's wireless services business from AT&T.

In December 2000 and in early 2001, C. Michael Armstrong, Chairman and Chief Executive Officer of AT&T, and Charles H. Noski, Chief Financial Officer of AT&T, received telephone calls from Ralph J. Roberts, Chairman of the Board of Comcast, and from Brian L. Roberts, President of Comcast, in which the Roberts expressed interest in initiating discussions with respect to the possible combination of Comcast and AT&T Broadband. In January 2001, Messrs. Armstrong and Noski met with the Roberts at the Roberts' request. At this meeting, Mr. Armstrong told the Roberts that AT&T was concentrating on key restructuring and operating matters at that time and was not interested in engaging in discussions with respect to a combination.

On May 11, 2001, AT&T publicly filed preliminary proxy materials with respect to a proposed special shareholders meeting at which AT&T planned to ask shareholders to vote on (1) the creation of tracking stocks intended to reflect the financial performance and economic value of AT&T Broadband and AT&T Consumer Services Group, respectively, and (2) the separation of AT&T Broadband from the rest of AT&T. In late May 2001, Brian L. Roberts again made inquiries regarding AT&T's willingness to explore the possibility of a combination of Comcast and AT&T Broadband. At Mr. Roberts' request, on June 6, 2001, Mr. Noski had dinner with Mr. Roberts to discuss the potential for such a transaction. Mr. Roberts

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and Mr. Noski discussed, among other things, how such a combination might be structured, governed and valued. On June 17, 2001, Mr. Roberts and Mr. Noski had another dinner meeting at which they had further discussions regarding the possibility of a combination.

At a meeting on June 20, 2001, Mr. Noski reported to the AT&T Board on these discussions with Mr. Roberts. At that meeting, the AT&T Board decided that the discussions should not continue unless Comcast signed a confidentiality letter containing customary standstill provisions. The AT&T Board also believed that, if discussions were to continue, they should be with the understanding that voting power in the combined company should follow economic interest more closely than in the case of Comcast. Following the meeting, Charles Noski conveyed the AT&T Board's views to Brian L. Roberts in a telephone call.

At a special meeting of the Comcast Board held on June 25, 2001, Comcast management updated the directors on the status of the discussions with AT&T concerning a potential AT&T Broadband transaction. The Comcast Board and management discussed at length possible strategies to effect an AT&T Broadband transaction, including the possibility of making an unsolicited offer for AT&T Broadband. At the conclusion of this discussion, the Comcast Board determined that it was not prepared to proceed with discussions on the terms outlined by AT&T.

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On July 3, 2001, AT&T filed revised preliminary proxy material indicating that it intended to hold its special meeting of shareholders in September 2001 to vote on the creation of the AT&T Broadband tracking stock and the subsequent separation of AT&T and AT&T Broadband.

On July 6, 2001, at a special meeting of the Comcast Board, Comcast management informed the Comcast directors of AT&T's timetable for the creation of the AT&T Broadband tracking stock and the separation of AT&T Broadband from AT&T. Comcast management noted that mailing of the proxy materials to AT&T shareholders for the September meeting could commence as early as late July. Comcast management also reviewed with the Comcast Board the terms of an offer it proposed to make to AT&T. After a lengthy discussion of the terms of the offer and related matters, including the timeframe in which an outcome would be determined and possible responses from AT&T, the Comcast Board unanimously authorized Comcast management to proceed with the offer.

On July 8, 2001, Ralph J. Roberts and Brian L. Roberts sent the following letter to Mr. Armstrong:

July 8, 2001

Mr. C. Michael Armstrong  
Chairman and CEO  
AT&T Corp.  
32 Avenue of the Americas  
New York, NY 10013

Dear Mike:

Over many months of discussions we have shared a vision that AT&T Broadband and Comcast should be combined to create the world's leader in broadband communications. We believed those discussions were progressing towards a tax-free transaction that would dramatically accelerate your own plan to

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separate the broadband company. It is unfortunate that we were not able to agree on a basis for continuing our dialogue. Accordingly, we submit this offer to you for consideration by your Board before a proxy statement relating to your broadband tracking stock proposal is sent to your shareholders later this month.

Under our proposal Comcast would issue 1.0525 billion shares with a value of \$44.5 billion based on Friday's closing price and assume \$13.5 billion in debt for your core broadband business, which is composed of your 13.5 million cable subscribers as well as your joint venture interests. In addition, we are prepared to acquire your interests in TWE, Cablevision and Rainbow by assuming more debt and issuing more equity to reflect their values. Under our proposal your shareholders would own a majority of the economic and voting interests of the combined company in a transaction that would be tax-free to AT&T and all shareholders.

Our proposal values your core broadband business at \$58 billion, which represents 30x both 2000 EBITDA and annualized first quarter 2001 EBITDA. AT&T shareholders would receive Comcast shares valued at \$12.60 per AT&T share based on Friday's closing price, while retaining complete ownership of AT&T's historical communications business that according to published reports has a value approaching \$70 billion on a standalone basis. This combined value is dramatically higher than your current market value per share of \$16.80 after giving effect to the spin-off of AT&T Wireless.

Your shareholders would receive significantly more value through a combination with Comcast than through your planned restructuring. Not only does our proposal avoid the market risks, costs and uncertainties inherent in the planned broadband IPO, it values your business at a significant premium to your potential public market valuation. At 30x AT&T Broadband's annualized first quarter 2001 EBITDA, our offer far exceeds the trading multiple of any publicly traded broadband company. Put another way, our proposal delivers a very substantial premium over published reports of the estimated value of your broadband business.

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After combining our broadband businesses, your shareholders will retain a majority of the future appreciation resulting from substantial combination benefits. Upon full integration of our broadband businesses, we expect the combination benefits will amount to at least \$1.25 billion annually. This benefit could eventually increase to between \$2.6 and \$2.8 billion annually as we work together to raise the level of your margins. None of these figures take account of any new content, internet or other value creating opportunities. As a result of these combination benefits, merging our broadband companies will clearly be value accretive to both groups of shareholders.

Given the strength of Comcast's balance sheet we are confident that the new company would have an investment grade debt rating, a view which is shared by our financial advisors, Morgan Stanley, JP Morgan and Merrill Lynch.

We understand that there were concerns within AT&T about Comcast's voting structure. As you know, multi-class structures are common in our industry and have not affected stock trading values. Our Class A Special shares have outperformed the cable composite index, the S&P 500 and The Nasdaq Stock Market in each of the last one, three, five, seven and ten year periods. We are confident that your shareholders would welcome our currency. In fact, 38 of your 50 largest institutional shareholders also have significant investments in Comcast.

Our proposal is subject to the negotiation of a definitive merger

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agreement. We are prepared to deliver a draft merger agreement as soon as you wish. We are confident that the combination does not present any significant regulatory issues.

In light of the significance of this proposal to both your shareholders and ours, we are publicly releasing the text of this letter.

We hope that you will work with us to make this vision a reality.

Respectfully submitted,

Ralph J. Roberts  
Chairman of the Board

Brian L. Roberts  
President

On July 10, 2001, the AT&T Board met by telephone and was briefed by AT&T's management and advisors with respect to the letter from Comcast and reviewed with AT&T's legal advisors the AT&T Board's legal duties. On July 18, 2001, the AT&T Board voted unanimously to reject Comcast's proposal to acquire AT&T Broadband. After careful review, and based in part on the advice of its financial advisors, Credit Suisse First Boston Corporation and Goldman, Sachs & Co., the AT&T Board determined that Comcast's proposal did not reflect the full value of AT&T Broadband. The AT&T Board also continued to be concerned by the corporate governance issues arising from Comcast's multi-tier voting structure. The AT&T Board directed AT&T management to explore financial and strategic alternatives relating to AT&T Broadband, including the previously announced restructuring plans, with the goal of providing the greatest long-term value to shareholders. In addition, the AT&T Board decided to delay finalizing and mailing to shareholders the proxy materials that AT&T had previously filed.

Thereafter, representatives of AT&T had preliminary discussions with representatives of a number of third parties who had expressed interest in a transaction with or an investment in AT&T or AT&T Broadband. AT&T informed each of the parties that it would not be willing to discuss valuation or commence due diligence activities until the other party entered into a customary confidentiality agreement. AT&T's proposed confidentiality agreement included provisions prohibiting interested parties from holding discussions with each other with respect to a combination with AT&T Broadband without AT&T's consent.

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AT&T's discussions with third parties included discussions with representatives of Comcast. Because Comcast objected to signing AT&T's proposed confidentiality agreement, however, these discussions initially did not include any valuation discussions nor did the parties commence due diligence.

On September 17, 2001, Charles Noski and Brian L. Roberts and certain representatives of their respective financial and legal advisors met in Philadelphia. At this meeting, Mr. Roberts indicated that Comcast would be willing to negotiate certain aspects of its proposed governance structure for a combined Comcast-AT&T Broadband. He also indicated that Comcast would be willing to enter into a confidentiality agreement containing restrictions on Comcast's ability to talk to other parties regarding a potential combination with AT&T Broadband, so long as AT&T was willing to indicate that Comcast's governance position would not preclude a transaction with Comcast.

At meetings held on September 20 and 22, 2001, AT&T's management and financial and legal advisors reviewed with the AT&T Board the status of discussions with various parties and the strategic alternatives available to

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AT&T with respect to AT&T Broadband. Following this review, the AT&T Board instructed AT&T's management and advisors to continue to explore and develop financial and strategic alternatives relating to AT&T Broadband. The AT&T Board authorized management to indicate to Comcast that governance would not preclude a transaction with Comcast if the terms of the transaction as a whole were sufficiently attractive. The AT&T Board also authorized AT&T's management and advisors to seek formal proposals from interested parties.

From August through October 2001, the Comcast Board met several times to receive reports from its management on the status of Comcast's proposal to acquire AT&T Broadband. After one of these briefings at a special meeting of the Comcast Board held on September 26, 2001, Comcast's legal advisors reviewed the terms of the confidentiality agreement that Comcast and AT&T had negotiated and explained the restrictions imposed by the agreement on Comcast's ability to talk to third parties. After a lengthy discussion of the terms of the confidentiality agreement and related matters, the Comcast Board unanimously authorized management to enter into the confidentiality agreement, to commence due diligence on AT&T Broadband and to continue negotiations with AT&T regarding an AT&T Broadband transaction.

On September 28, 2001, AT&T and Comcast entered into a confidentiality agreement with respect to a possible transaction involving AT&T Broadband. Thereafter, AT&T and Comcast commenced the exchange of confidential information and other due diligence activities. Representatives of AT&T also continued discussions and due diligence activities with other interested parties, including parties interested in making an investment in AT&T Broadband. In addition, AT&T's legal advisors sent first drafts of a proposed merger agreement and separation and distribution agreement to parties that had executed a confidentiality agreement.

On October 23 and 24, 2001, letters seeking formal proposals were sent on AT&T's behalf to three parties, one of which was Comcast, that had expressed interest in a possible combination with AT&T Broadband and had executed confidentiality agreements. Each letter stated that the party should submit its proposal to the attention of AT&T's legal advisor no later than November 30, 2001 and set forth procedures for submitting the proposal and for conducting due diligence. The letter also stated that the proposal should include a copy of the merger agreement marked to show any proposed changes and that the proposal should have full board approval. In addition, the letter encouraged parties to discuss any financial or legal issues with AT&T's financial and legal advisors prior to submitting a proposal. Also on October 23, 2001, AT&T appointed William T. Schleyer president and chief executive officer of AT&T Broadband and appointed two other new senior executives of AT&T Broadband. AT&T stated that the appointments were part of an effort to strengthen and enhance AT&T Broadband's senior management team as AT&T continued to evaluate strategic and financial alternatives for AT&T Broadband.

During the ensuing period, AT&T and its advisors conducted further discussions and due diligence activities with each of the parties. These included discussions relating to potential synergies and strategies, including telephony strategy, for a combined company, as well as discussions with respect to the draft merger agreement and other draft transaction documents, particularly the separation and distribution

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agreement and the other intercompany agreements. AT&T and its advisors also discussed with each of the parties the governance structure proposed for the combined company. In addition, during this period, AT&T continued to have discussions with other parties interested in making only an investment in AT&T

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Broadband.

Over the course of the discussions between Comcast and AT&T Broadband, Comcast agreed that the voting power of the Class B shares held by the Roberts family would be limited to one-third of the voting power of the combined company and that the initial board of the combined company would be comprised of five members of the current Comcast board, five members of the current AT&T Board to be mutually agreed, including Mr. Armstrong as Chairman, and two new independent directors to be selected mutually. The Roberts family agreed that, for five years, it would not sell its Class B shares except to certain permitted transferees or in a transaction that offered the same per share consideration to all shareholders and that was approved or accepted by holders of a majority of the shares held by shareholders other than the Roberts family.

From September through November 2001, Comcast held talks from time to time with Microsoft Corporation concerning an arrangement whereby Microsoft would exchange AT&T preferred securities held by it that are referred to in this document as "QUIPS" in an aggregate principal amount of \$5 billion for equity in AT&T Comcast. The purpose of these discussions was to negotiate what is referred to in this document as the "Microsoft transaction," in order to reduce the amount of fixed obligations AT&T Comcast would have upon completion of an AT&T Broadband transaction. Also, during October and November 2001 Brian L. Roberts and C. Michael Armstrong had a series of meetings to discuss matters relating to the strategy and management of the combined company.

On November 26, 2001, at a special meeting of the Comcast Board, management updated the Board on the status of negotiations concerning an AT&T Broadband transaction and on the extensive due diligence that Comcast and its financial and legal advisors had conducted. At that meeting, management also described its efforts to prepare a revised offer for AT&T Broadband for submission to AT&T on November 30, 2001. The Comcast Board heard a presentation from Comcast's legal advisor concerning the auction process initiated by AT&T and the fiduciary duties of the Comcast directors and a presentation from Comcast's financial advisors concerning the terms of Comcast's revised proposal. Thereafter, the Comcast Board unanimously authorized management to continue negotiations with AT&T concerning an AT&T Broadband transaction.

On November 27, 2001, a letter was sent on AT&T's behalf to each of the three parties informing them that the deadline for submission of proposals had been extended to December 3, 2001.

On the morning of December 3, 2001, at a special meeting of the Comcast Board, management reviewed with the directors the terms of its revised offer to acquire AT&T Broadband, including the amount of equity to be issued to AT&T shareholders, the amount of debt to be assumed by AT&T Broadband and the governance arrangements to be implemented for the combined company upon completion of an AT&T Broadband transaction. Management also reviewed with the directors the final terms of the Microsoft transaction. After discussion, the Comcast Board unanimously authorized management to submit the revised offer on the terms and conditions described at that meeting and to enter into the exchange agreement with Microsoft relating to the Microsoft transaction. Shortly after that meeting, Comcast and Microsoft executed the exchange agreement.

Later on December 3, 2001, each of the three parties submitted a proposal, including proposed agreements, with respect to a combination with AT&T Broadband. Over the course of the next several days, AT&T's management and its financial and legal advisors reviewed the proposals and had discussions with representatives of each of the parties. At the AT&T Board's direction, AT&T's

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management and its advisors sought to clarify aspects of the proposals, as well as to negotiate various provisions of the proposed agreements.

At meetings held on December 7 and 8, 2001, AT&T's management and financial and legal advisors reviewed and discussed with the AT&T Board each of the proposals, as well as other alternatives available

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to AT&T. These alternatives included proceeding with the separation of AT&T Broadband without any combination with another party, or retaining AT&T Broadband as part of AT&T, possibly in connection with an investment by a third party. AT&T's legal advisors also reviewed again with the AT&T Board the legal standards applicable to their consideration of the proposals. The AT&T Board concluded that none of the proposals as presented was sufficiently attractive to accept, nor were the proposed agreements with any of the parties at a stage to be executed immediately. The AT&T Board also concluded, however, that each of the three proposals and sets of agreements might be capable of being improved sufficiently to be acceptable to the AT&T Board. In light of these conclusions, the AT&T Board directed AT&T's management and advisors to seek to improve the terms of the proposals, and reach agreements that were ready to be executed, in advance of the AT&T Board's regularly scheduled meeting to be held on December 19, 2001.

On December 8 and 9, 2001, representatives of AT&T informed each of the three parties of the AT&T Board's decisions. The AT&T representatives proposed meetings and discussions with representatives of each of the parties over the next week with the goal of reaching revised proposals and final agreements no later than December 16, 2001. In these meetings and discussions, in accordance with the AT&T Board's instructions, AT&T's representatives requested that each of the parties increase the amount of equity in the combined company that AT&T shareholders would receive and agree on an allocation of assets and liabilities between AT&T and AT&T Broadband consistent with the allocations proposed by AT&T.

On December 15, 2001, the Comcast Board met to consider a recommendation by management that Comcast increase its offer for AT&T Broadband. At that meeting, management updated the Comcast directors on the status of the negotiations with AT&T concerning the AT&T Broadband transaction. Comcast's legal advisor then reviewed with the Comcast Board in detail the terms of the merger agreement and the other transaction agreements that had been negotiated with AT&T as well as the fiduciary duties of the Comcast directors. Also at that meeting, Comcast's financial advisors made a presentation concerning certain financial aspects of Comcast's proposal for AT&T Broadband. Thereafter, the Comcast Board unanimously authorized management to increase Comcast's bid for AT&T Broadband.

On December 16, 2001, each of the three parties submitted revised proposals, in each case increasing the equity amount offered to AT&T shareholders and the amount of liabilities that the combined company would assume. Over the next three days, representatives of AT&T had further discussions with representatives of each of the three parties in an effort to finalize the proposed agreements and to encourage each of the parties to make sure that it had presented its best and final proposal. In the course of these discussions with representatives of AT&T, all three parties made final improvements to their proposals.

On the morning of December 19, 2001, the Comcast Board met to consider a



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recommendation by management that Comcast increase the equity component of its offer for AT&T Broadband. At that meeting, Comcast's legal advisor provided the Board with an update on the status of the negotiations with AT&T. Comcast's financial advisors indicated that they would be in a position to provide the Board with opinions to the effect that the price proposed to be paid in the AT&T Broadband transaction would be fair to Comcast's shareholders. After discussion, the Comcast Board unanimously authorized Comcast management to increase its bid for AT&T Broadband and to enter into an AT&T Broadband transaction on the terms previously described to the Comcast Board.

At the AT&T Board meeting on December 19, 2001, AT&T's management and financial and legal advisors reviewed and discussed with the AT&T Board the final proposals from each of the parties and again reviewed the other alternatives available to AT&T, and AT&T's legal advisors again reviewed the legal standards applicable to the AT&T Board's decisions. AT&T's management and advisors also reviewed with the AT&T Board the risks, including regulatory risks, execution risks and certainty of completion, of each of the proposals and alternatives.

Based on this review, the AT&T Board concluded that the Comcast proposal offered greater value and certainty than the other two proposals, as well as greater value and certainty than the other available

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alternatives. With respect to the three combination proposals, the aggregate value of the equity and debt assumption offered by Comcast (in the case of the equity portion, based on then current public trading prices and pro forma trading prices based on comparable multiples) was greater than that offered by the other two proposals. The AT&T Board also believed, based on the presentations of its legal advisors, that the Comcast proposal presented the least regulatory risk of the three proposals. With respect to the alternative of not accepting any combination proposal, and either continuing with the separation of AT&T Broadband or retaining AT&T Broadband as part of AT&T, the AT&T Board believed that the value that could be derived from a combination of the operations of Comcast and AT&T Broadband was greater than the value that could be expected from the continued operation of AT&T Broadband on its own. In addition, the AT&T Board believed that the risks arising from AT&T's debt levels would be substantially reduced by the proposed assumption of debt by AT&T Comcast.

The AT&T Board noted favorably that the Roberts family had agreed to limit the voting power of the Class B shares to 33 1/3%. The AT&T Board recognized that this voting power would still give the Roberts family the ability to exercise significant influence over the combined company and that this level of voting power would be disproportionate to the Roberts family's economic interest of less than 1.5% of AT&T Comcast. However, in comparison to the Roberts family's approximately 86.7% voting interest in Comcast, or Comcast's original combination proposal that would have given the Roberts family a voting interest of approximately 43% in AT&T Comcast, the AT&T Board believed that the agreement by the Roberts family to limit its voting power to 33 1/3% would increase the influence of the public shareholders of AT&T Comcast and eliminate the majority control that the Roberts family now exercises over Comcast.

However, in reviewing the agreement of the Roberts family not to sell its Class B shares except to certain permitted transferees or in a transaction that offered the same per share consideration to all shareholders and that was

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approved or accepted by holders of a majority of the shares held by shareholders other than the Roberts family, the AT&T Board determined that this protection should be extended from five years to ten years. The AT&T Board directed management to request that the Roberts family agree to this extension. Messrs. Armstrong and Noski telephoned Brian L. Roberts to ask that the Roberts family agree to the extension. After considering the issue, Mr. Roberts called Mr. Armstrong back to inform him that the family would agree. The AT&T Board voted unanimously to approve the Comcast proposal and the agreements reflecting that proposal. Following the meeting, AT&T and Comcast executed the merger agreement, AT&T and AT&T Broadband executed the separation and distribution agreement, and AT&T, Comcast and Mr. Roberts executed the support agreement.

In April 2002, the merger agreement was amended to modify certain governance arrangements. On May 14, 2002, the merger agreement and the separation and distribution agreement were amended.

### COMCAST'S REASONS FOR THE AT&T COMCAST TRANSACTION

The Comcast Board unanimously determined that the AT&T Comcast transaction, including the Comcast merger, is fair to and in the best interests of Comcast shareholders. The Comcast Board recommends that holders of Comcast common stock vote FOR approval and adoption of the merger agreement and the transactions contemplated by the merger agreement. In the course of determining that the AT&T Comcast transaction, including the Comcast merger, is fair to and in the best interests of Comcast shareholders, the Comcast Board consulted with management, as well as its legal and financial advisors, and considered the following primary factors:

- Creating an Unrivaled Broadband Network. Comcast believes that the combination of Comcast with AT&T Broadband will create a network of unrivaled scale and scope, uniquely situated to realize the vision of broadband. On a pro forma basis, the combined network will have approximately 22 million subscribers and will pass approximately 38 million homes. A network is considered to pass a home if the home can be connected to the network without a further extension of transmission lines. In comparison, Comcast's and AT&T Broadband's major cable competitors, AOL Time Warner Inc., Charter Communications and Cox Communications, have networks with approximately 11.2 million, 7.0 million and 6.2 million subscribers, respectively, that pass

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approximately 18.3 million, 11.5 million and 10.0 million homes, respectively, and Comcast's and AT&T Broadband's satellite-based competitors, DirecTV and Echostar, have networks with approximately 10.7 million and 6.8 million subscribers, respectively. The combined company will have a physical plant that is 80% upgraded to 550 MHz and 67% upgraded to 750 MHz. Comcast expects these strengths will permit the combined company to lead the industry in the development of new broadband services, such as video-on-demand, interactive television and telephony.

- Synergies. Comcast estimates that the combined company could achieve synergies and efficiencies worth approximately \$1.25 billion to \$1.95 billion annually in increased earnings before interest, tax, depreciation and amortization, or EBITDA, and approximately \$200 million to \$300 million a year in capital expenditure savings. A combined AT&T Comcast believes it can achieve the EBITDA synergies and efficiencies in the following areas:

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- ability to utilize AT&T Broadband's experience to introduce cable telephony in Comcast's service areas (\$600 to \$800 million annually);
- increased ability to develop new products and services (\$100 to \$200 million annually);
- programming cost savings (\$250 to \$400 million annually);
- increased operating efficiencies (\$200 to \$300 million annually); and
- ability to sell national advertising (\$100 to \$200 million annually).

Some of these synergies and efficiencies should be realized immediately or soon after completion of the AT&T Comcast transaction and more than half of them should be realized within 3 years after completion of the AT&T Comcast transaction. These estimates are forward-looking statements subject to the risks described under "Certain Legal Information -- Information Regarding Forward-Looking Statements."

- Potential for Earnings Growth. Comcast believes the combined company will offer an opportunity for earnings growth as the AT&T Broadband systems are brought up to industry-standard margins. Comcast has a track record of maintaining EBITDA margins even as lower margin systems are integrated. By combining the best management of Comcast and AT&T Broadband, Comcast expects to accelerate the growth in EBITDA margins that AT&T Broadband has begun.
- Fairness Opinions. Morgan Stanley & Co. Incorporated, J.P. Morgan Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, financial advisors to Comcast, each rendered an opinion dated December 19, 2001 to the effect that as of that date and based upon and subject to the assumptions, qualifications and limitations set forth therein, the conversion ratios in the Comcast merger applicable to holders of Comcast common stock, in the aggregate, were fair, from a financial point of view, to Comcast shareholders, taken together. Comcast did not ask for and accordingly did not receive from its financial advisors an opinion as to the fairness of the conversion ratio in the Comcast merger applicable to holders of any particular class of Comcast stock to holders of such class of Comcast stock. The fairness opinions of Morgan Stanley & Co. Incorporated, J.P. Morgan Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated are included as Annexes G, H and I, respectively, to this document and should be read in their entirety. The Comcast Board believes that these opinions support the Comcast Board's conclusion that the AT&T Comcast transaction, including the Comcast merger, is fair to and in the best interests of Comcast shareholders.
- Tax-Free Transaction. Comcast expects that the Comcast merger will be tax-free for U.S. federal income tax purposes to Comcast shareholders.
- Terms of the AT&T Comcast Transaction Agreements. The Comcast Board considered the terms and conditions of the merger agreement, including the conditions to closing, the termination fees payable under certain circumstances and the restrictions imposed on the conduct of business of AT&T Broadband and Comcast in the period prior to closing. The Comcast Board took particular

note of the provisions of the merger agreement which do not permit AT&T to terminate the merger agreement to accept a superior acquisition proposal or if the AT&T Board changes its recommendation of the AT&T transaction proposal or the AT&T Comcast charter proposal in a manner adverse to Comcast, and which, subject to applicable law, require AT&T to submit the AT&T transaction proposal and the AT&T Comcast charter proposal for a vote of the AT&T shareholders at the AT&T meeting. The Comcast Board also considered the terms and conditions of the other transaction agreements described or referred to in this document.

- Governance. The Comcast Board considered the fact that Brian L. Roberts will initially be the Chief Executive Officer and President of AT&T Comcast and will, along with C. Michael Armstrong, comprise the Office of the Chairman, AT&T Comcast's principal executive deliberative body. The Comcast Board also considered the fact that Brian L. Roberts will, in consultation with C. Michael Armstrong, select the initial executive officers of the combined company.
  
- Structure of the AT&T Comcast Transaction. The Comcast Board considered that the AT&T Comcast transaction is structured as a spin-off and merger of AT&T Broadband with a subsidiary of AT&T Comcast instead of a spin-off of AT&T's communications business and merger of AT&T (which would under such a structure consist primarily of AT&T's broadband business) with a subsidiary of AT&T Comcast. Comcast believes that the structure of the AT&T Comcast transaction reduces the potential exposure of the combined company to historic AT&T liabilities that are not attributable to AT&T's broadband business. In addition, Comcast believes that the structure of the AT&T Comcast transaction reduces the potential exposure of the combined company to contractual liabilities of AT&T's communications business.

The Comcast Board also considered potential adverse consequences and negative factors, primarily consisting of the following, but concluded that the positive factors outweighed these negative factors:

- Risk Factors. The Comcast Board considered the risks described under "Summary and Overview of the Transactions -- Risk Factors Relating to the AT&T Comcast Transaction" and "Summary and Overview of the Transactions -- Risk Factors Relating to the Business of AT&T Comcast."
  
- Increased Debt Level. AT&T has allocated a significant portion of AT&T's consolidated debt to AT&T Broadband. As a result of this allocation, AT&T Comcast will be more leveraged than Comcast has historically been. The Comcast Board believes that the financial strength of the combined company and the deleveraging opportunities that will be available following completion of the AT&T Comcast transaction will enable AT&T Comcast to support and reduce this debt level.
  
- AT&T Broadband Operating Losses. The AT&T Broadband financial statements for the year ended December 31, 2001 reflect significant operating losses. The Comcast Board believes that the magnitude of the operating losses reflected in the pro forma financial statements included in this document is largely the result of amortization and non-recurring charges

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and will not affect the ability of AT&T Comcast to generate cash in an amount sufficient to fund its operations.

- Potential Additional Payments. The Comcast Board considered provisions of the merger agreement that may require Comcast to increase the amount of AT&T Comcast common stock to be issued to AT&T Broadband shareholders in the AT&T Broadband merger. In particular, the Comcast Board noted that the aggregate number of shares of AT&T Comcast common stock to be issued to holders of AT&T Broadband common stock may be increased by up to 3% if the AT&T Comcast common stock issued to holders of AT&T Broadband common stock is not included in the Standard & Poor's 500 Index and there is a per share disparity between the average trading price of such class of stock and AT&T Comcast Class A Special common stock, in each case shortly after completion of the AT&T Comcast transaction.

In addition, the Comcast Board was aware of the interests of certain of its directors and officers described under "Employee Benefits Matters -- Interests of Directors and Officers in the AT&T Comcast Transaction."

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Due to the variety of factors and the quality and amount of information considered, the Comcast Board did not find it practicable to and did not make specific assessments of, quantify or assign relative weights to the specific factors considered in reaching its determination to approve the merger agreement and the transactions contemplated by the merger agreement. Instead, the Comcast Board made its determination after consideration of all factors taken together. In addition, individual members of the Comcast Board may have given different weight to different factors.

### COMCAST'S PREFERRED STRUCTURE PROPOSAL

Background. The Comcast charter provides that if in a transaction like the Comcast merger holders of the Comcast Class A common stock, the Comcast Class B common stock and the Comcast Class A Special common stock do not receive the same consideration for each of their shares of Comcast common stock (i.e., the same amount of cash or the same number of shares of each class of stock issued in the transaction in proportion to the number of shares of Comcast common stock held by them, respectively, without regard to class), holders of each class of Comcast common stock must receive "mirror" securities (i.e., shares of a class of stock having substantially equivalent rights as the applicable class of Comcast stock). It is unclear that the shares of AT&T Comcast Class A common stock to be issued to holders of the Comcast Class A common stock in the Comcast merger under the Preferred Structure qualify as "mirror" securities because the per share voting rights of the Class B common stock relative to the per share voting rights of the Class A common stock will increase from 15:1 to approximately 15:0.2094 (based on the number of shares of AT&T Comcast Class A common stock and AT&T Comcast Class B common stock anticipated to be outstanding upon completion of the AT&T Comcast transaction if the Preferred Structure is implemented and assuming that the Microsoft transaction is completed and that AT&T Comcast is not required to make any additional payments of AT&T Comcast common stock in connection with the AT&T Comcast transaction). Consequently, Comcast has decided to seek approval for the adoption of an amendment to the Comcast charter that expressly permits implementation of the Preferred Structure. If approved, the Comcast charter amendment would be effected immediately prior to the Comcast merger. A copy of the Comcast charter amendment that would be filed is attached as Annex E to this document. If the AT&T Comcast transaction does not occur, the Comcast charter amendment will not be effected,

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even if the preferred structure proposal is approved.

Recommendation. The Comcast Board has unanimously determined that the Preferred Structure is in the best interests of holders of the Comcast Class A common stock. The Comcast Board recommends that holders of Comcast common stock vote FOR the adoption of the Comcast charter amendment described above. If the preferred structure proposal is approved, the Preferred Structure will be implemented upon completion of the AT&T Comcast transaction. See "Description of the AT&T Comcast Transaction Agreements -- The Merger Agreement -- Merger Consideration -- The Preferred Structure." If the preferred structure proposal is not approved, the Alternative Structure will be implemented upon completion of the AT&T Comcast transaction. See "Description of the AT&T Comcast Transaction Agreements -- The Merger Agreement -- Merger Consideration -- The Alternative Structure."

Reason. In the course of determining that the Preferred Structure is in the best interests of holders of Comcast Class A common stock, the Comcast Board consulted with management, as well as its financial and legal advisors. After taking into account their advice, the Comcast Board decided to recommend approval of the preferred structure proposal based on its belief that holders of Comcast Class A common stock will benefit from owning shares in an extremely liquid class of stock. If the Preferred Structure is implemented, assuming the Microsoft transaction is completed and AT&T Comcast is not required to make any additional payments of AT&T Comcast common stock in connection with the AT&T Comcast transaction, upon completion of the AT&T Comcast transaction, there will be approximately 1.372 billion outstanding shares of AT&T Comcast Class A common stock. By contrast, if the Alternative Structure is implemented and regardless of whether or not the Microsoft transaction is completed or AT&T Comcast is required to make any additional payments of AT&T Comcast common stock in connection with the AT&T Comcast transaction, upon completion of the AT&T Comcast transaction, there will only be approximately 22 million outstanding shares of AT&T Comcast Class A

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common stock. Although it is not possible to predict how the AT&T Comcast Class A common stock would trade relative to the AT&T Comcast Class C common stock under the Alternative Structure, the Comcast Board was aware that the Comcast Class A common stock (with approximately 22 million shares presently outstanding) has typically traded at prices below those of the much more liquid Comcast Class A Special common stock (with approximately 915 million shares presently outstanding) notwithstanding the voting rights of the Comcast Class A common stock and believed that the even greater difference in liquidity between the AT&T Comcast Class A common stock (with approximately 22 million shares outstanding) and the AT&T Comcast Class C common stock (with approximately 1.35 billion shares outstanding assuming that the Microsoft transaction is completed and that AT&T Comcast is not required to make any additional payments of AT&T Comcast common stock in connection with the AT&T Comcast transaction) under the Alternative Structure could lead to an even greater trading disparity. While holders of AT&T Comcast Class A common stock, together with holders of AT&T Comcast Class B common stock, will have specific approval rights over numerous corporate actions under the Alternative Structure that they will not have under the Preferred Structure, holders of AT&T Comcast Class B common stock will control these approval rights because holders of AT&T Comcast Class B common stock will hold approximately 86.7% of the votes entitled to be cast on such

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matters. In addition, Comcast does not believe that either the increased per share voting power of AT&T Comcast Class A common stock under the Alternative Structure relative to the per share voting power of the AT&T Comcast Class A common stock under the Preferred Structure or the greater aggregate voting power of the former holders of Comcast Class A common stock under the Alternative Structure (5.14% as compared to approximately 1.1% under the Preferred Structure assuming that the Microsoft transaction is completed and that AT&T Comcast is not required to make any additional payments of AT&T Comcast common stock in connection with the AT&T Comcast transaction) outweighs the advantage of the greater liquidity that the AT&T Comcast Class A common stock will have under the Preferred Structure relative to the Alternative Structure.

Holders of AT&T Comcast Class B common stock will have the same rights under the Preferred Structure and the Alternative Structure in all material respects. Accordingly, the Comcast Board did not separately consider the interests of holders of Comcast Class B common stock in its decision to recommend that holders of Comcast Class A common stock vote in favor of the preferred structure proposal.

### AT&T'S REASONS FOR THE AT&T COMCAST TRANSACTION

At a meeting held on December 19, 2001, the AT&T Board unanimously determined that the AT&T Comcast transaction, including the separation, the AT&T Broadband spin-off and the AT&T Broadband merger, is fair to and in the best interests of AT&T shareholders. The AT&T Board recommends that holders of AT&T common stock vote FOR approval and adoption of the merger agreement and the transactions contemplated by the merger agreement. In the course of determining that the AT&T Comcast transaction, including the separation, the AT&T Broadband spin-off and the AT&T Broadband merger, is fair to and in the best interests of AT&T shareholders, the AT&T Board consulted with management, as well as its legal and financial advisors, and considered the following primary factors:

- Valuation. The AT&T Board believes that the AT&T Broadband exchange ratio provides AT&T shareholders with an attractive valuation for their interest in AT&T Broadband and offers superior and more certain value than the alternatives that were available to AT&T. These alternatives included other combination proposals with respect to AT&T Broadband, continuing with the separation of AT&T Broadband without any combination and retaining AT&T Broadband as part of AT&T.
- Strength of Combined Company. AT&T believes that the combination of AT&T Broadband with Comcast will create a leading entertainment, communications and information company, passing more than 38 million homes with more than 22 million subscribers. The combined company will have a presence in 41 states and will be the leader in eight of the ten largest U.S. cable marketing areas and a major presence in 17 of the 20 largest cable marketing areas. AT&T believes that the

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combined company will be a leader in advanced services, well positioned for developing and bringing to market new and innovative products and services for consumers. The scale of the combined company is expected to accelerate broadband deployment in areas such as telephony, video on demand, home networking and interactive television. AT&T Comcast is also expected to be able to take advantage of significant cost savings through elimination of duplicative operations, reduced operating costs and adoption of best practices from both AT&T Broadband and Comcast, as well as the development of new revenue-producing products and services. By virtue of their large economic interest in AT&T Comcast, approximately

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54.8% in the aggregate, AT&T shareholders will have a significant opportunity to participate in the future performance of the combined company.

- Telephony Strategy. AT&T Comcast is expected to be able to take advantage of AT&T Broadband's cable telephony expertise in order to develop telephony opportunities and increase revenues from telephony service offerings. The AT&T Board believes that the opportunity to utilize AT&T Comcast's extensive facilities should enhance the growth opportunities of the combined company.
- Benefits of Separating AT&T Broadband. The AT&T Board continues to believe that the separation of AT&T Broadband from the communications services businesses of AT&T provides benefits to both businesses. The separation is expected to give the broadband and communications services businesses greater financial and operating strength to help realize growth opportunities, reduce the complexity inherent in managing an integrated enterprise of broadband and communications businesses, allow the businesses to create more effective management incentive and retention programs and allow for more focused investment opportunities than those presented by a diversified AT&T. The AT&T Board believes that the AT&T Comcast transaction will only enhance these benefits by creating a better and stronger broadband business.
- Improvement of Financial Position of AT&T. AT&T has been pursuing a course of activities designed to reduce its debt levels. The AT&T Board believes that the allocation of a significant portion of AT&T's consolidated debt to AT&T Broadband, followed by the combination of AT&T Broadband with Comcast, will improve AT&T's financial position. AT&T believes that the combined AT&T Comcast, with \$19.7 billion in combined pro forma revenue for the year ended December 31, 2001, will have greater financial strength and ability to support the debt allocated to AT&T Broadband and to engage in further debt reduction activities than an independent AT&T Broadband, with \$10.1 billion in revenue for the year ended December 31, 2001, and that the communications services business will have a strong capital position following the separation of AT&T Broadband, putting it in a better position to take advantage of opportunities in the future.
- Opinions of Financial Advisors. Credit Suisse First Boston and Goldman Sachs, financial advisors to AT&T, rendered to the AT&T Board separate written opinions, each dated December 19, 2001, to the effect that, as of that date and based on and subject to the matters described in its opinion, the AT&T Broadband exchange ratio was fair, from a financial point of view, to holders of AT&T Broadband common stock immediately prior to the mergers, other than Comcast and its affiliates. The opinions of Credit Suisse First Boston and Goldman Sachs are attached as Annexes J and K, respectively, to this document and should be carefully read in their entirety.
- Tax-Free Transaction. AT&T expects the AT&T Comcast transaction, including the separation, the AT&T Broadband spin-off and the AT&T Broadband merger, to be tax-free for U.S. federal income tax purposes to AT&T's shareholders.
- Other Agreement Terms. The AT&T Board considered the other terms and conditions of the merger agreement, the separation and distribution agreement and the related agreements, which are summarized in this document. The AT&T Board took particular note of the provision that AT&T and Comcast will seek to have the class of AT&T Comcast common stock which the shareholders of AT&T will receive in the AT&T Broadband merger



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included in the Standard & Poor's 500 Index. If the class is not included, the shareholders of AT&T will receive in the AT&T Broadband

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merger additional shares of the same class of AT&T Comcast common stock, up to an additional 3%, if the shares they receive in the AT&T Broadband merger trade below the AT&T Comcast Class A Special shares during 10 randomly selected trading days during a measurement period consisting of 20 consecutive trading days commencing no later than 45 days after the closing date of the AT&T Comcast transaction.

The AT&T Board also considered potential adverse consequences and negative factors, primarily consisting of the following, but concluded that the positive factors outweighed these negative factors:

- Risk Factors. The AT&T Board considered the risks described under "Summary and Overview of the Transactions -- Risk Factors."
- Governance of AT&T Comcast. The AT&T Board considered many elements of the proposed governance arrangements as negative factors in evaluating the proposed transaction, including those described below. See "Summary and Overview of the Transactions -- Risk Factors -- Risk Factors Relating to the AT&T Comcast Transaction -- Atypical Governance Arrangements May Make It More Difficult for Shareholders to Act" and "Description of Governance Arrangements Following the AT&T Comcast Transaction." In determining that the benefits of the AT&T Comcast transaction offset these negative factors, the AT&T Board considered the substantial and extensive record of negotiations with Comcast on these governance provisions, the fact that these negotiations had materially improved the rights of the public shareholders over the rights available in the transaction originally presented, the favorable economic terms of the proposed transaction, the likelihood of completion of the proposed transaction and the overall advantages of the transaction as compared with the other strategic alternatives available to AT&T after an extensive exploration process.
- Roberts Family Voting Power. The AT&T Board considered that the Roberts family and its transferees will hold approximately 33.3% of the voting power of AT&T Comcast through their ownership of shares of AT&T Comcast Class B common stock representing approximately 1.0% of the economic interest in the combined company and that this voting interest will generally not be diluted by future issuances of shares of any other class of AT&T Comcast stock.

However, the AT&T Board compared these elements of the governance structure to the existing governance structure of Comcast whereby the Roberts family has approximately 86.7% of the voting power and approximately 3% of the economic interest. The AT&T Board also considered as an offsetting factor that the charter of AT&T Comcast provided that a majority of the AT&T Comcast Board would consist of independent directors at all times. The AT&T Board considered as a further offsetting factor that the Roberts family agreed that for a period of 10 years after completion of the AT&T Comcast transaction they would not receive a premium for their high-vote stock without making the same premium available for the shares held by the public.

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- Term of the AT&T Comcast Directors. As originally negotiated, the term of the AT&T Comcast Board upon completion of the AT&T Comcast transaction would not expire until the 2005 annual meeting of AT&T Comcast shareholders. AT&T and Comcast have now agreed that AT&T Comcast will hold an annual meeting at which directors will be elected in April 2004.
  
- Composition of Directors Nominating Committee. The AT&T Board considered the structure of the Directors Nominating Committee of the AT&T Comcast Board, including that Brian L. Roberts would be Chairman of the Directors Nominating Committee, would have a vote in the selection of additional members to the Directors Nominating Committee and would thereby have influence over the selection of nominees for election to the AT&T Comcast Board. The AT&T Board did not believe this factor materially increases Mr. Roberts' influence over that available by virtue of his voting power.
  
- Supermajority Removal Provisions. The AT&T Board considered the 75% removal provisions that are applicable to Brian L. Roberts and C. Michael Armstrong, which make it unlikely that they will be removed from their management positions.
  
- Shareholder Rights Plan. The AT&T Board considered that AT&T Comcast would adopt a shareholder rights plan after completion of the AT&T Comcast transaction that will prevent any holder of AT&T Comcast stock, other than any holder of AT&T Comcast Class B common stock or any of such holder's affiliates, from acquiring AT&T Comcast stock representing more than 10% of AT&T Comcast's voting power without the approval of the AT&T Comcast Board. The AT&T Board considered that in making future decisions as to whether or not to redeem the shareholder rights plan the AT&T Comcast Board would be bound by its fiduciary duties to all shareholders.
  
- Difficulty in Execution. A significant degree of difficulty and management distraction is inherent in the process of separating AT&T Broadband from AT&T and integrating AT&T Broadband and Comcast. In addition, there is a risk that cost efficiencies and benefits sought in the AT&T Comcast transaction might not be fully achieved or that achieving these benefits may take longer than expected.
  
- Share Trading Prices. There is no assurance as to the trading prices of the shares of AT&T Comcast or AT&T following completion of the AT&T Comcast transaction. In addition, while AT&T and Comcast will seek to have the class of AT&T Comcast common stock which shareholders of AT&T will receive in the AT&T Broadband merger included in the Standard & Poor's 500 Index, there is no assurance that the companies will be successful in achieving this inclusion. If the class of AT&T Comcast common stock issuable in the AT&T Broadband merger is not included in the index, this may adversely affect its trading price. In this event, while AT&T shareholders will receive additional shares of the same class of AT&T Comcast common stock to the extent the shares they receive in the AT&T Broadband merger trade below the AT&T Comcast Class A Special shares during a specified measurement period following the completion of the

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AT&T Comcast transaction, this protection is limited to 3%.

- Alternative Transactions Not Permitted. The provisions of the merger agreement do not permit AT&T to terminate the merger agreement for an alternative transaction involving AT&T Broadband, although AT&T is permitted to conduct negotiations with third parties under limited circumstances, and the merger agreement requires AT&T to pay a \$1.5 billion fee to a wholly owned subsidiary of Comcast in the event the merger agreement is terminated under specified circumstances.
- AT&T's Lack of Diversification and Reduced Size. The lack of diversification and reduced size of AT&T following the separation of AT&T Broadband could affect its ability to achieve economies of scale, could create capital and size constraints that did not previously exist, could create increased costs due to decreasing purchasing power and could limit its ability to obtain financing.
- Potential Volatility of Earnings and Stock Prices. As more focused companies, the earnings of each of AT&T and AT&T Comcast will be more closely tied to its particular performance and as a result their securities could be subject to greater volatility.

In addition, the AT&T Board was aware of the interests of certain of its directors and officers described under "Employee Benefits Matters -- Interests of Directors and Officers in the AT&T Comcast Transaction."

Due to the variety of factors and the quality and amount of information considered, the AT&T Board did not find it practicable to and did not make specific assessments of, quantify or assign relative weights to the specific factors considered in reaching its determination to approve the merger agreement and the transactions contemplated by the merger agreement. Instead, the AT&T Board made its determination after consideration of all factors taken together. In addition, individual members of the AT&T Board may have given different weight to different factors.

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### AT&T COMCAST CHARTER PROPOSAL

AT&T and Comcast are asking their respective shareholders to approve separately the AT&T Comcast charter proposal, including the corporate governance arrangements contained in the AT&T Comcast charter. These corporate governance arrangements are described under "Description of Governance Arrangements Following the AT&T Comcast Transaction." Approval of the AT&T Comcast charter proposal is a condition to completion of the AT&T Comcast transaction. Therefore, if AT&T shareholders and Comcast shareholders wish to approve the AT&T Comcast transaction, they must also approve the AT&T Comcast charter proposal.

Recommendation of the AT&T Board. The AT&T Board recommends that AT&T shareholders vote FOR the AT&T Comcast charter proposal. AT&T negotiated vigorously to obtain corporate governance protections as part of the AT&T Comcast transaction, and the AT&T Board believes that the corporate governance provisions set forth in the AT&T Comcast charter are a significant improvement

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compared to Comcast's current governance provisions. For example, the final negotiated AT&T Comcast charter limits the voting power of the AT&T Comcast Class B common stock to 33 1/3%, as compared to the current 86.6% voting power of the Comcast Class B common stock in Comcast. The AT&T Comcast charter also requires that the AT&T Comcast Board have a majority of independent directors, which is not required by the Comcast charter. In addition, the holders of the AT&T Comcast Class B common stock have agreed that they will not sell their shares of AT&T Comcast Class B common stock at a premium for 10 years without offering the same premium to all shareholders in a transaction approved or accepted by a majority of the publicly held shares.

As set forth above under "AT&T's Reasons for the AT&T Comcast Transaction," despite these improvements and protections, the AT&T Board still viewed the AT&T Comcast corporate governance provisions as a "negative factor" in their consideration of the AT&T Comcast transaction. Nevertheless, the AT&T Board concluded that the positive factors with respect to the AT&T Comcast transaction outweighed the negative factors. Therefore, the AT&T Board approved and recommends the AT&T Comcast transaction, including the corporate governance arrangements that were vigorously negotiated as part of that transaction. As noted above, approval of the AT&T Comcast charter proposal, including the corporate governance provisions contained in the AT&T Comcast charter, is a condition to completion of the AT&T Comcast transaction. The AT&T Board believes that the AT&T Comcast transaction is in the best interests of AT&T shareholders and, therefore, urges AT&T shareholders to vote FOR the AT&T Comcast charter proposal.

Recommendation of the Comcast Board. The Comcast Board recommends that Comcast shareholders vote FOR the AT&T Comcast charter proposal. The Comcast Board believes that the corporate governance provisions set forth in the AT&T Comcast charter represent an integral element of the AT&T Comcast transaction, all the terms of which were agreed upon after lengthy negotiations between Comcast and AT&T. The Comcast Board approved and recommends the AT&T Comcast transaction. As noted above, approval of the AT&T Comcast charter proposal is a condition to completion of the AT&T Comcast transaction. The Comcast Board believes that the AT&T Comcast transaction is in the best interests of Comcast shareholders and, therefore, urges Comcast shareholders to vote FOR the AT&T Comcast charter proposal.

### MATERIAL FEDERAL INCOME TAX CONSEQUENCES

Subject to the limitations and qualifications described herein, the following discussion constitutes the opinion of Wachtell, Lipton, Rosen & Katz, counsel to AT&T, as to the material U.S. federal income tax consequences of the AT&T Broadband spin-off and the mergers to United States Holders of AT&T common stock and AT&T Broadband common stock and the opinion of Davis Polk & Wardwell, counsel to Comcast, as to the material U.S. federal income tax consequences of the mergers to United States Holders of Comcast common stock. This discussion is based on the Code, the Treasury Regulations promulgated thereunder, judicial opinions, published positions of the Internal Revenue Service, and all

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other applicable authorities as of the date of this document, all of which are subject to change (possibly with retroactive effect).

As used in this document, the term "United States Holder" means:

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- a citizen or resident of the United States;
- a corporation, or other entity taxable as a corporation for U.S. federal income tax purposes, created or organized in or under the laws of the United States or of any political subdivision thereof; or
- an estate or trust the income of which is subject to United States federal income taxation regardless of its source.

The term United States Holder also includes certain former citizens and residents of the United States.

This discussion does not describe all of the tax consequences that may be relevant to a holder in light of his particular circumstances or to holders subject to special rules, such as:

- certain financial institutions;
- insurance companies;
- tax-exempt organizations;
- dealers in securities or foreign currencies;
- persons holding AT&T common stock, AT&T Broadband common stock or Comcast common stock as part of a hedge;
- United States Holders whose functional currency is not the U.S. dollar;
- partnerships or other entities classified as partnerships for U.S. federal income tax purposes;
- persons subject to the alternative minimum tax;
- shareholders who acquired their AT&T common stock, AT&T Broadband common stock or Comcast common stock through the exercise of options or otherwise as compensation or through a tax-qualified retirement plan; or
- holders of options granted under any AT&T or Comcast benefit plan.

In addition, this summary is limited to shareholders that hold their AT&T common stock, AT&T Broadband common stock or Comcast common stock as capital assets. This discussion also does not address any tax consequences arising under the laws of any state, local or foreign jurisdiction.

Accordingly, each AT&T, AT&T Broadband and Comcast shareholder is strongly urged to consult with a tax adviser to determine the particular federal, state, local or foreign income or other tax consequences to him of the AT&T Broadband spin-off and the mergers.

It is assumed for purposes of the following discussion that the private letter ruling (or an opinion of counsel) on the AT&T Broadband spin-off and the opinions of counsel on the mergers which are discussed below under "-- Conditions to Closing" have been received.

### MATERIAL FEDERAL INCOME TAX CONSEQUENCES OF THE SEPARATION AND THE AT&T BROADBAND SPIN-OFF

The tax consequences of the separation and the AT&T Broadband spin-off are as follows:

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- no gain or loss will be recognized by, and no amount will be included in the income of, AT&T or AT&T Broadband upon the separation and the AT&T Broadband spin-off other than gains related to certain intercompany transactions that will be triggered by the AT&T Broadband spin-off;

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- no gain or loss will be recognized by, and no amount will be included in the income of, United States Holders of AT&T common stock upon their receipt of shares of AT&T Broadband common stock in the AT&T Broadband spin-off;
- a United States Holder of AT&T common stock will apportion the tax basis of such holder's AT&T common stock on which AT&T Broadband common stock is distributed between AT&T common stock and the AT&T Broadband common stock received in the AT&T Broadband spin-off in proportion to the fair market values of such AT&T common stock and AT&T Broadband common stock on the date of the AT&T Broadband spin-off; and
- the holding period of the shares of AT&T Broadband common stock received by a United States Holder of AT&T common stock in the AT&T Broadband spin-off will include the period during which such holder held the AT&T common stock on which the AT&T Broadband common stock is distributed.

Current Treasury Regulations require each holder of AT&T common stock who receives AT&T Broadband common stock pursuant to the AT&T Broadband spin-off to attach to his or her federal income tax return for the year in which the AT&T Broadband spin-off occurs, a detailed statement setting forth such data as may be appropriate in order to show the applicability of Section 355 of the Code to the AT&T Broadband spin-off. AT&T will provide the appropriate information to each of its shareholders of record.

### MATERIAL FEDERAL INCOME TAX CONSEQUENCES OF THE MERGERS

Subject to the discussion below relating to the receipt of cash instead of fractional shares, for U.S. federal income tax purposes, the tax consequences of the mergers will be as follows:

- the mergers will constitute an exchange to which Section 351 of the Code applies;
- no gain or loss will be recognized by Comcast, AT&T Broadband, the AT&T Broadband merger subsidiary, or the Comcast merger subsidiary as a result of the mergers;
- no gain or loss will be recognized by:
  - United States Holders of AT&T Broadband common stock on the exchange of their AT&T Broadband common stock for AT&T Comcast common stock; or
  - United States Holders of Comcast common stock on the exchange of their Comcast common stock for AT&T Comcast common stock;
- the aggregate adjusted basis of the AT&T Comcast common stock received in the mergers by:
  - a United States Holder of AT&T Broadband common stock will be equal to the aggregate adjusted basis of the United States Holder's AT&T Broadband common stock exchanged for that AT&T Comcast common stock, reduced by any tax basis allocable to the fractional share interests in AT&T Comcast common stock for which cash is received; and

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- a United States Holder of Comcast common stock will be equal to the aggregate adjusted basis of the United States Holder's Comcast common stock exchanged for that AT&T Comcast common stock; and
- the holding period of the AT&T Comcast common stock received in the mergers by:
  - a United States Holder of AT&T Broadband common stock will include the holding period of the United States Holder's AT&T Broadband common stock exchanged for that AT&T Comcast common stock; and
  - a United States Holder of Comcast common stock will include the holding period of the United States Holder's Comcast common stock exchanged for that AT&T Comcast common stock.

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Cash Instead of Fractional Shares. AT&T Comcast will not issue any fractional shares in the AT&T Broadband merger. Instead, any fractional interests AT&T Broadband shareholders otherwise would have been entitled to receive will be sold and the proceeds will be paid to those shareholders. The receipt of cash instead of a fractional share of AT&T Comcast common stock by a United States Holder of AT&T Broadband common stock will result in taxable gain or loss to such United States Holder for U.S. federal income tax purposes based upon the difference between the amount of cash received by such United States Holder and the United States Holder's adjusted tax basis in the fractional share as set forth above. The gain or loss will constitute capital gain or loss and will constitute long-term capital gain or loss if the United States Holder's holding period is greater than one year as of the date of the mergers. The deductibility of capital losses is subject to limitations.

Backup Withholding. Under the Code, if you are a non-corporate AT&T Broadband shareholder and you receive cash instead of fractional shares of AT&T Comcast common stock, you may be subject, under certain circumstances, to backup withholding at the rates provided for in the Code with respect to such cash unless you provide proof of an applicable exemption or a correct taxpayer identification number, and otherwise comply with applicable requirements of the backup withholding rules. Amounts withheld under the backup withholding rules are not additional taxes and may be refunded or credited against your U.S. federal income tax liability; provided that you furnish the required information to the Internal Revenue Service.

Reporting Requirements. A United States Holder of Comcast common stock or AT&T Broadband common stock receiving AT&T Comcast common stock as a result of the mergers may be required to retain records related to such United States Holder's Comcast common stock or AT&T Broadband common stock, as the case may be, and file with its federal income tax return a statement setting forth facts relating to the mergers.

### CONDITIONS TO CLOSING

It is a condition to both the AT&T Broadband spin-off and the mergers that AT&T has obtained one or more private letter rulings from the Internal Revenue Service, which will continue in effect at the time of the AT&T Broadband spin-off and mergers, to the effect that:

- the separation and the AT&T Broadband spin-off will be tax-free to AT&T and its shareholders under Sections 355 and 368(a) of the Code,
- the mergers will not cause the separation and the AT&T Broadband spin-off

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to fail to be qualified as a tax-free transaction pursuant to Section 355 of the Code, and

- the separation and the AT&T Broadband spin-off will not cause the distribution by AT&T of all of the common stock of AT&T Wireless or of Liberty Media to fail to qualify as tax-free transactions pursuant to Sections 355 and 368(a) of the Code.

AT&T has filed a private letter ruling request in respect of the matters described in the immediately preceding bullet points with the Internal Revenue Service. The private letter ruling condition may be waived if AT&T and Comcast mutually agree to obtain an opinion to the same effect from tax counsel of a nationally recognized reputation mutually acceptable to AT&T and Comcast. The receipt of such private letter ruling or opinion of counsel and its continuing validity are subject to factual representations and assumptions. Neither AT&T nor AT&T Broadband nor Comcast is aware of any facts or circumstances that would cause such representations and assumptions to be untrue. An opinion of counsel represents counsel's best legal judgment and is not binding on the Internal Revenue Service or any court.

It is a condition to the Comcast merger that Comcast receive an opinion from Davis Polk & Wardwell, dated the date of the mergers, and it is a condition to the AT&T Broadband merger that AT&T receive an opinion from Wachtell, Lipton, Rosen & Katz, dated the date of the mergers, each to the effect that, on the basis of the facts, representations and assumptions set forth in such opinion, the mergers will constitute an exchange to which Section 351 of the Code applies. Any change in currently applicable law, which may or may not be retroactive, or the failure of any factual representations or

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assumptions to be true, correct and complete in all material respects, could affect the validity of the Davis Polk & Wardwell and Wachtell, Lipton, Rosen & Katz tax opinions.

An opinion of counsel represents counsel's best legal judgment and is not binding on the Internal Revenue Service or any court. No ruling has been or will be sought from the Internal Revenue Service as to the U.S. federal income tax consequences of the mergers and, as a result, there can be no assurance that the Internal Revenue Service will not disagree with, or challenge, any of the conclusions described below.

AT&T does not intend to waive the receipt of a private letter ruling (or an opinion of counsel) on the AT&T Broadband spin-off and its counsel's opinion on the mergers as a condition to its obligation to complete the AT&T Broadband spin-off and the AT&T Broadband merger, and will not waive the receipt of such ruling and opinion(s) as a condition to its obligation to complete the AT&T Broadband spin-off and AT&T Broadband merger without recirculating this document in order to resolicit shareholder approval. Comcast does not intend to waive the receipt of a private letter ruling (or an opinion of counsel) on the AT&T Broadband spin-off and its counsel's opinion on the mergers as a condition to its obligation to complete the Comcast merger, and will not waive the receipt of such ruling and opinion(s) as a condition to its obligation to complete the Comcast merger without recirculating this document in order to resolicit shareholder approval.

Both counsel intend to deliver, at the date of the mergers, an opinion on the mergers that satisfies the requirements described above.

REGULATORY MATTERS



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It is a condition to Comcast's and AT&T's obligations to complete the AT&T Comcast transaction that all regulatory approvals required to complete the AT&T Comcast transaction be obtained, except where the failure to obtain any such approvals would not reasonably be expected to have a material adverse effect on Comcast, AT&T's broadband business or AT&T's communications business. See "Description of the AT&T Comcast Transaction Agreements -- The Merger Agreement -- Conditions to the Completion of the Mergers" and "Description of the AT&T Comcast Transaction Agreements -- The Separation and Distribution Agreement -- Conditions to the Completion of the Separation and the AT&T Broadband Spin-off." Comcast and AT&T have agreed to use their best efforts to obtain all regulatory approvals that are necessary or advisable in connection with the AT&T Comcast transaction. In addition, Comcast and AT&T have also agreed to take all actions necessary to obtain termination of the applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 relating to the AT&T Comcast transaction and to obtain all consents of the FCC required to complete the AT&T Comcast transaction. See "Description of the AT&T Comcast Transaction Agreements -- The Merger Agreement -- Covenants -- Covenant to Obtain Regulatory Approvals."

The material regulatory requirements affecting the AT&T Comcast transaction are summarized below. Although Comcast and AT&T have not yet received the regulatory approvals discussed below, Comcast and AT&T anticipate that they will obtain regulatory approvals sufficient to complete the AT&T Comcast transaction by the end of 2002.

**Antitrust Considerations.** The mergers are subject to the requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, which prevents specified transactions from being completed until required information and materials are furnished to the U.S. Department of Justice, or DOJ, and the Federal Trade Commission, or FTC, and specified waiting periods are terminated or expire. On January 22, 2002, Comcast and AT&T filed the required information and materials to notify the DOJ and the FTC of the mergers. On February 21, 2002, Comcast and AT&T received a request from the DOJ, the reviewing agency, for additional information and documentary material regarding the mergers. Comcast and AT&T intend to cooperate with DOJ staff in producing the requested documents and other information. Unless extended by agreement of the parties, the Hart-Scott-Rodino Antitrust Improvements Act of 1976 waiting period will expire thirty calendar days after Comcast and AT&T certify to the DOJ that they have substantially complied with the DOJ's request for additional information.

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The DOJ, the FTC and, under certain circumstances, states or private parties may challenge the mergers on antitrust grounds, either before or after expiration of the waiting period. Accordingly, at any time before or after the completion of the mergers, either the DOJ or the FTC could take action under the antitrust laws as it deems necessary or desirable in the public interest, or states or other persons could take action under the antitrust laws, including seeking to enjoin the mergers. There can be no assurance that a challenge to the mergers will not be made or that, if a challenge is made, that Comcast and AT&T will prevail.

**Federal Communications Commission.** Pursuant to the Communications Act of 1934, as amended, the transfer of control of licenses issued by the FCC typically requires prior FCC approval. Comcast and AT&T each directly or indirectly hold FCC licenses. On February 28, 2002, Comcast and AT&T filed applications with the FCC seeking approval for the transfer of control to AT&T Comcast of the applicable FCC licenses. The FCC is conducting a proceeding to

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review the information and materials filed by Comcast and AT&T in support of their applications. Interested members of the public are entitled to participate in this proceeding, and a number of parties that oppose the mergers have filed formal comments or petitions to deny. Comcast and AT&T will file with the FCC a response to these comments and petitions. There can be no assurance that Comcast and AT&T will prevail in the FCC's proceeding and receive the FCC's approval to the transfer of control of the applicable licenses.

**State and Local Governmental Authorities.** The mergers will also require Comcast and AT&T to obtain the approval of a number of state and local governmental authorities. Comcast and AT&T have filed the required applications with these state and local authorities. These filings seek the level of review and consent appropriate under the laws and regulations of each state and local franchising authority's franchise agreement. Where approval or consent is required for transfer of control of cable television franchises, the governing legal standard addresses the legal, technical and financial and, in Massachusetts, managerial qualifications of the company acquiring control. For transfers of control of regulated telephony service providers, the governing legal standard is typically whether the transaction is "in the public interest." Most of these state and local authorities have not completed their reviews of the mergers.

States and local franchising authorities may, in connection with the approval process, seek to impose conditions or limitations upon the companies. As a result, depending on the nature of any conditions imposed by state authorities or local franchise authorities, these conditions could jeopardize or delay completion of the mergers. Additionally, if Comcast and AT&T decide to complete the mergers notwithstanding any conditions imposed by state authorities or local franchise authorities, the expected benefits of the mergers may be reduced.

**Other Regulatory Filings.** Comcast and AT&T conduct operations in a number of jurisdictions where other regulatory filings or approvals may be required or advisable in connection with the completion of the AT&T Comcast transaction. Comcast and AT&T are currently in the process of reviewing whether other filings or approvals may be required or desirable in these other jurisdictions. If Comcast and AT&T conclude other filings or approvals are required or desirable, it is anticipated that such filings will be completed and such approvals will be sought. However, the failure to complete such filings or to obtain such approvals is not expected to have a material effect on the combined company.

There can be no assurances that Comcast and AT&T will obtain all of the regulatory approvals described above that are necessary to complete the AT&T Comcast transaction or that the granting of these approvals will not involve the imposition of conditions on the completion of the AT&T Comcast transaction or require changes to the terms of the AT&T Comcast transaction.

### DESCRIPTION OF NEW CREDIT FACILITIES

On May 3, 2002, AT&T Broadband and AT&T Comcast, as co-borrowers, entered into definitive credit agreements with a syndicate of lenders led by JPMorgan Chase Bank, as administrative agent, for an aggregate of approximately \$12.8

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billion in order to obtain the financing necessary to complete the AT&T Comcast transaction. The following summary of the new credit facilities is qualified in its entirety

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by reference to the complete texts of the new credit facilities, which are incorporated by reference and attached as exhibits to the registration statement in which this document is included.

The new credit facilities include (1) a term loan facility of approximately \$3.18 billion, (2) a revolving loan facility of approximately \$2.645 billion which provides for revolving credit loans and swing line loans and under which letters of credit may be issued and (3) a bridge loan facility of \$7.0 billion. Availability of borrowings and letters of credit under the new credit facilities will be subject to satisfaction of conditions precedent on or before March 31, 2003, including, among other customary conditions, (1) the AT&T Comcast transaction shall occur substantially simultaneously and (2) AT&T Comcast shall have an investment-grade credit rating. The term loan will mature two years after the effective date of the new credit facilities, the revolving loan will mature five years after the effective date of the new credit facilities and the bridge loan will mature one year after the effective date of the new credit facilities.

Loans under the new credit facilities will bear interest per year, at the option of AT&T Comcast, at:

- the base rate plus a margin ranging from 0% to 0.875% based upon AT&T Comcast's credit rating or the alternate eurodollar rate plus a margin ranging from 0.475% to 1.875% based upon AT&T Comcast's credit rating, in either case for borrowings under the term loan;
- the base rate plus a margin ranging from 0% to 0.625% based upon AT&T Comcast's credit rating or the alternate eurodollar rate plus a margin ranging from 0.225% to 1.625% based upon AT&T Comcast's credit rating, in either case for borrowings under the revolving loan; and
- the base rate plus a margin ranging from 0% to 0.875% based upon AT&T Comcast's credit rating or the alternate eurodollar rate plus a margin ranging from 0.475% to 1.875% based upon AT&T Comcast's credit rating, in either case for borrowings under the bridge loan.

Prior to the effective date of the new credit facilities (or the date of termination of the commitments under the facilities, if earlier), AT&T Comcast will pay commitment fees at a rate equal to 0.125% per year on each lender's commitments under each facility. The fees will accrue from April 26, 2002 and will be payable on the effective date of the new credit facilities (or the date

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of termination of the commitments under the facilities, if earlier).

After the effective date of the new credit facilities, AT&T Comcast will pay commitment fees at a rate per year ranging from 0.085% to 0.25% based upon AT&T Comcast's credit rating on the daily average unused portion of the revolving credit facility. These fees are payable quarterly in arrears.

AT&T Comcast will pay utilization fees at a rate equal to (1) for each day that the outstanding revolving loans exceed 33% of the combined revolving commitments on such day, 0.125% or (2) for each day that the outstanding revolving loans exceed 66% of the combined revolving commitments on such day, 0.25%. These fees are payable quarterly in arrears.

The term loan is repayable during the second year after the effective date of the new credit facilities in four consecutive quarterly installments of \$500 million, \$750 million, \$750 million and approximately \$1.18 billion.

Each of Comcast Cable Communications, Inc., MediaOne Group, Inc., AT&T Broadband, LLC, AT&T Comcast, AT&T Broadband and each restricted subsidiary that becomes a party to the guarantee agreement will be a guarantor of the new credit facilities.

The new credit facilities contain customary covenants and restrictions on AT&T Comcast and its restricted subsidiaries' ability to engage in specified activities, including, but not limited to (1) limitations on subsidiary indebtedness, (2) limitations on liens, (3) limitations on fundamental changes, (4) limitations on upstreaming and (5) so long as the bridge facility remains in effect, limitations on prepayments of other material long-term indebtedness. After the effective date of the new credit facilities, availability of borrowings and letters of credit under the revolving loan facility will be subject to satisfaction of customary conditions.

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The new credit facilities also contain financial covenants requiring AT&T Comcast to maintain (1) a minimum coverage of interest expense and (2) a maximum leverage ratio.

As noted above, under the terms of the new credit facilities, the obligations of the lenders to provide the financing upon completion of the AT&T Comcast transaction are subject to a number of conditions, including the condition that AT&T Comcast obtain an investment-grade credit rating. Accordingly, there can be no assurance that AT&T Broadband and AT&T Comcast will be able to obtain the financing necessary to complete the AT&T Comcast transaction. See "Summary and Overview of the Transactions -- Risk Factors -- Risk Factors Relating to the AT&T Comcast Transaction -- AT&T Comcast and its Subsidiaries May Not Be Able to Obtain the Necessary Financing At All or

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on Terms Acceptable to it."

### APPRAISAL RIGHTS

Holders of Comcast Class A common stock, Comcast Class A Special common stock and AT&T common stock are not entitled to appraisal rights in connection with the AT&T Comcast transaction.

### FEDERAL SECURITIES LAWS CONSEQUENCES; STOCK TRANSFER RESTRICTION AGREEMENTS

The shares of AT&T Comcast common stock to be issued in connection with the mergers will be registered under the Securities Act and will be freely transferable under the Securities Act, except for shares of AT&T Comcast common stock issued to any person who is deemed to be an "affiliate" of Comcast at the time of the Comcast special meeting or AT&T Broadband at the time of the AT&T annual meeting. Persons who may be deemed to be affiliates of Comcast or AT&T Broadband include individuals or entities that control, are controlled by or are under the common control of Comcast or AT&T Broadband, as applicable, and may include executive officers and directors of Comcast or AT&T Broadband, as applicable, as well as significant shareholders of Comcast or AT&T Broadband, as applicable. Affiliates may not sell their shares of AT&T Comcast common stock acquired in connection with the mergers except pursuant to:

- an effective registration statement under the Securities Act covering the resale of those shares;
- an exemption under paragraph(d) of Rule 145 under the Securities Act; or
- any other applicable exemption under the Securities Act.

AT&T Comcast's registration statement on Form S-4, of which this document forms a part, does not cover the resale of shares of AT&T Comcast common stock to be received by affiliates of Comcast or AT&T Broadband in the mergers.

### ACCOUNTING TREATMENT

The mergers will be accounted for as an acquisition by Comcast under the purchase method of accounting. Under this method of accounting, the assets and liabilities of AT&T Broadband not previously owned by Comcast or its affiliates will be recorded at their fair value, and any excess of Comcast's purchase price over the fair value of AT&T Broadband's tangible net assets not previously owned by Comcast or its affiliates will be recorded as intangible assets, including goodwill.

The identification of Comcast as the acquiring entity was made after careful consideration of all facts and circumstances, including the following:

Voting Rights in the New Combined Company. Sural LLC, which is controlled by Brian L. Roberts, President of Comcast, will own approximately 33.34% of AT&T Comcast's voting power (including a 33 1/3% non-dilutable interest in AT&T Comcast Class B common stock) and approximately 0.8% of AT&T Comcast's economic interest. In addition, as the holder of the AT&T Comcast Class B common stock, Sural will have an approval right over (1) any merger of AT&T Comcast with another company or any other transaction, in each case that requires AT&T Comcast shareholder approval under applicable law, or any other transaction that would result in any person or group owning shares representing in excess of 10%

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of the combined voting power of the resulting or surviving corporation, or any issuance of securities (other than pursuant to director or officer stock option or purchase plans) requiring AT&T Comcast shareholder approval under the rules and regulations of any stock exchange or quotation system; (2) any issuance of AT&T Comcast Class B common stock or any securities exercisable or exchangeable for or convertible into AT&T Comcast Class B common stock; and (3) charter amendments (such as a charter amendment to opt in to any of the Pennsylvania antitakeover statutes) and other actions (such as the adoption, amendment or redemption of a shareholder rights plan) that limit the rights of holders of AT&T Comcast Class B common stock or any subsequent transferee of AT&T Comcast Class B common stock to transfer, vote or otherwise exercise rights with respect to AT&T Comcast capital stock. After Sural's voting interest, the next largest voting interest held by a single shareholder will be 4.95% held by Microsoft. No single former AT&T shareholder will have any significant ownership or voting interest following the completion of the AT&T Comcast transaction. AT&T shareholders will own approximately 54.8% of AT&T Comcast's economic interest upon completion of the AT&T Comcast transaction. If the Preferred Structure is implemented, AT&T shareholders will own approximately 60.6% of AT&T Comcast's voting power upon completion of the AT&T Comcast transaction. If the Alternative Structure is implemented, AT&T shareholders will own approximately 56.6% of AT&T Comcast's voting power upon completion of the AT&T Comcast transaction. The percentages included in this paragraph assume that the Microsoft transaction described in this document is completed and that AT&T Comcast is not required to make any of the potential additional payments of AT&T Comcast stock described in this document.

Governance Arrangement Relating to the Board of Directors. Upon completion of the AT&T Comcast transaction, the initial AT&T Comcast Board will have twelve members, five of whom will be designated by Comcast from the existing Comcast Board, five of whom will be designated by AT&T from the existing AT&T Board and two of whom will be jointly designated by Comcast and AT&T and will be independent persons. Except for pre-approved designees, the individuals designated by each of Comcast and AT&T will be mutually agreed upon by Comcast and AT&T. Ralph J. Roberts, Brian L. Roberts, Sheldon M. Bonovitz, Julian A. Brodsky and Decker Anstrom are pre-approved Comcast director designees and C. Michael Armstrong is the sole pre-approved AT&T director designee. All of the initial director designees will hold office until the 2004 annual meeting of AT&T Comcast shareholders, or the "Initial Term," which will be held in April 2004. After the Initial Term, the entire AT&T Comcast Board will be elected annually. See "Description of Governance Arrangements Following the AT&T Comcast Transaction -- AT&T Comcast Board of Directors."

Upon completion of the AT&T Comcast transaction, AT&T Comcast will have a Directors Nominating Committee that will have the power to nominate individuals for election as AT&T Comcast directors at the 2004 annual meeting of shareholders and thereafter. The composition of the Directors Nominating Committee will depend on whether Brian L. Roberts is the Chairman of the Board or CEO of AT&T Comcast. At any time that Brian L. Roberts is a member of the Directors Nominating Committee, he will be Chairman of that committee. Nominations of the Directors Nominating Committee will be submitted directly to the AT&T Comcast shareholders without any requirement of AT&T Comcast Board approval or ratification.

During the Initial Term, if Brian L. Roberts is the Chairman of the Board or the CEO, the Directors Nominating Committee will consist of Brian L. Roberts, one Comcast director designee who is an independent person selected by the Comcast director designees and two independent persons who are selected from the AT&T director designees by the AT&T director designees who are independent persons and the Comcast/AT&T joint director designees after consultation with Brian L. Roberts. During the Initial Term, if Brian L. Roberts is not the

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Chairman of the Board or the CEO, the Directors Nominating Committee will consist of two Comcast director designees, one of whom shall be an independent person, who are selected by the Comcast director designees and two independent persons who are selected from the AT&T director designees by the AT&T director designees who are independent persons and the Comcast/AT&T joint director designees after consultation with a Comcast director designee selected by the two Comcast director designees selected to serve on the Directors Nominating Committee. If the Directors Nominating Committee is able to reach agreement on a full slate of nominations for the 2004

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annual meeting of AT&T Comcast shareholders, each of the individuals selected as a nominee who is an AT&T Comcast director then in office will maintain the status of a "Comcast director designee," "AT&T director designee" or "Comcast/AT&T joint director designee," as the case may be, and each of the other individuals, if any, selected as a nominee will have the status determined by the Directors Nominating Committee; provided that five (5) of the nominees have the status of a "Comcast director designee," five (5) of the nominees have the status of a "AT&T director designee" and two (2) of the nominees have the status of a "Comcast/AT&T joint director designee." If the Directors Nominating Committee is unable to reach agreement on a full slate of nominations for the 2004 annual meeting of AT&T Comcast shareholders, each of the AT&T Comcast directors then in office will be nominated for election as a director at the 2004 annual meeting of AT&T Comcast shareholders and will maintain the status of a "Comcast director designee," "AT&T director designee" or "Comcast/AT&T joint director designee," as the case may be. In the event that any of such directors declines to stand for election as a director at the 2004 annual meeting of AT&T Comcast shareholders, a replacement nominee will be selected by (i) if the director declining to stand for election is a Comcast director designee, a majority of the Comcast director designees then in office (other than the Comcast director designee declining to stand for election), (ii) if the director declining to stand for election is an AT&T director designee, a majority of the AT&T director designees then in office (other than the AT&T director designee declining to stand for election) and (iii) if the director declining to stand for election is a Comcast/AT&T joint director designee, the other Comcast/AT&T joint director designee then in office, subject to the prior approval of the AT&T Comcast Board (other than the Comcast/AT&T joint director designee declining to stand for election); provided that if each of the Comcast/AT&T joint director designees declines to stand for election as a director at the 2004 annual meeting of AT&T Comcast shareholders, replacement nominees will be selected by the AT&T Comcast Board (other than the Comcast/AT&T joint director designees). If a replacement nominee is selected to replace a declining director pursuant to the preceding sentence, such replacement nominee shall be deemed to have the status of the declining director as a "Comcast director designee," "AT&T director designee" or "Comcast/AT&T joint director designee," as the case may be. If a person is elected as a director at the 2004 annual meeting of AT&T Comcast shareholders who was not nominated pursuant to the above provisions, such person will be deemed to have the status of the former director he or she was elected in lieu of. If multiple persons are elected as directors at the 2004 annual meeting of AT&T Comcast shareholders who were not nominated pursuant to the above provisions and it is not possible to determine whom they were elected in lieu of, their status as "Comcast director designees," "AT&T director designees," or "Comcast/AT&T joint director designees" will be determined by the entire AT&T Comcast Board; provided that there will be five (5) Comcast director designees, five (5) AT&T director designees and two (2) Comcast/AT&T joint director designees and the status of the other directors will not be affected as a result of such determination.

During the period beginning at the 2004 annual meeting of AT&T Comcast shareholders and ending at the 2005 annual meeting of AT&T Comcast shareholders,

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or the "2004 Term," which will be held in April 2005, if Brian L. Roberts is the Chairman of the Board or the CEO, the Directors Nominating Committee will consist of Brian L. Roberts, one Comcast director designee who is an independent person selected by the Comcast director designees and three independent persons who are selected by the Comcast director designees from the AT&T director designees and the Comcast/AT&T joint director designees. During the 2004 Term, if Brian L. Roberts is not the Chairman of the Board or the CEO, the Directors Nominating Committee will consist of two Comcast director designees, one of whom shall be an independent person, who are selected by the Comcast director designees and three independent persons who are selected by the Comcast director designees from the AT&T director designees and the Comcast/AT&T joint director designees.

After the 2004 Term, if Brian L. Roberts is the Chairman of the Board or the CEO, the Directors Nominating Committee will consist of Brian L. Roberts and four other directors who are independent persons selected by Brian L. Roberts; provided that no more than one Comcast director designee may be selected by Brian L. Roberts as a member of the Directors Nominating Committee prior to the seventh anniversary of the date that such director was initially elected to the AT&T Comcast Board. After the 2004 Term, if Brian L. Roberts is not the Chairman of the Board or the CEO, the AT&T Comcast Board

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will determine the composition of the Directors Nominating Committee. See "Description of Governance Arrangements Following the AT&T Comcast Transaction -- Directors Nominating Committee."

Governance Arrangements Relating to Management. Upon completion of the AT&T Comcast transaction, AT&T Comcast will have an Office of the Chairman comprised of the Chairman of the Board and the CEO from the completion of the AT&T Comcast transaction until the earlier to occur of (1) the 2005 annual meeting of AT&T Comcast shareholders and (2) the date on which C. Michael Armstrong ceases to be the Chairman of the Board. The Office of the Chairman will be AT&T Comcast's principal executive deliberative body with responsibility for corporate strategy, policy and direction, governmental affairs and other significant matters. While the Office of the Chairman is in effect, the Chairman of the Board and the CEO will advise and consult with each other with respect to those matters. See "Description of Governance Arrangements Following the AT&T Comcast Transaction -- Office of the Chairman."

Upon the completion of the AT&T Comcast transaction, C. Michael Armstrong, AT&T's Chairman of the Board, will be Chairman of the Board of AT&T Comcast. C. Michael Armstrong will serve as Chairman of the Board until the 2005 annual meeting of AT&T Comcast shareholders, but he will serve as non-executive Chairman of the Board after April 1, 2004 and until the 2005 annual meeting of AT&T Comcast shareholders. After the 2005 annual meeting of AT&T Comcast shareholders, or if C. Michael Armstrong ceases to serve as Chairman of the Board prior to that date, Brian L. Roberts will be Chairman of the Board. Removal of the Chairman of the Board will require the vote of at least 75% of the entire AT&T Comcast Board until the earlier to occur of (1) the date on which neither C. Michael Armstrong nor Brian L. Roberts is Chairman of the Board and (2) the sixth anniversary of the 2004 annual meeting of AT&T Comcast shareholders.

Upon completion of the AT&T Comcast transaction, Brian L. Roberts will be the CEO of AT&T Comcast. Brian L. Roberts will also be President for as long as he is the CEO. The powers and responsibilities of the CEO and President will include:



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- the supervision and management of AT&T Comcast's business and operations,
- all matters related to officers and employees, including hiring and termination,
- all rights and powers typically exercised by a corporation's chief executive officer and president, and
- the authority to call special meetings of the AT&T Comcast Board.

The powers and responsibilities of the CEO will also include the right to select the initial senior management of AT&T Comcast in consultation with the Chairman of the Board. Removal of the CEO will require the vote of at least 75% of the entire AT&T Comcast Board until the earlier to occur of (1) the date on which Brian L. Roberts ceases to be the CEO and (2) the sixth anniversary of the 2004 annual meeting of AT&T Comcast shareholders. See "Description of Governance Arrangements Following the AT&T Comcast Transaction -- Management."

Other Factors. Comcast made an unsolicited offer to purchase all of AT&T Broadband on July 8, 2001. Subsequent to Comcast's offer, AT&T solicited bids from other potential purchasers. See "The AT&T Comcast Transaction -- Background of the AT&T Comcast Transaction."

The headquarters of AT&T Comcast will be at Comcast's current headquarters in Philadelphia, Pennsylvania. An executive office will be maintained in the New York metropolitan area until at least April 2005.

Comcast's current investment in shares of AT&T common stock, to the extent still held by Comcast at the time of the record date for the AT&T Broadband spin-off, will be exchanged into a number of shares of AT&T common stock after completion of the AT&T Comcast transaction that will provide Comcast with an interest in the communications business of AT&T that, subject to the limitations described under "Description of the AT&T Comcast Transaction Agreements -- The Merger Agreement -- Covenants -- Covenant Regarding Comcast's AT&T Stock," is equal in value to the interest

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Comcast held in the combined communications and broadband business of AT&T prior to the AT&T Comcast transaction. Therefore, Comcast will continue to have an investment in the "selling company." Conversely, AT&T Broadband's current investment in Comcast will either be retired to treasury after the completion of the AT&T Comcast transaction or used to settle related debt.

Notwithstanding that the former AT&T Broadband shareholders will, in the aggregate, receive 60.6% of AT&T Comcast's voting power, AT&T Comcast believes that this fact is outweighed by the totality of the other facts and circumstances referred to above, with the most significance being given to the non-dilutable voting power of the AT&T Comcast Class B common stock, which will be owned by Sural LLC, which is controlled by Brian L. Roberts, Brian L. Roberts' role on the Directors Nominating Committee, Brian L. Roberts' position as President and CEO and Brian L. Roberts' ability to select senior management in consultation with the Chairman of the AT&T Comcast Board.

### LITIGATION

In February 2002, certain shareholders of Comcast and AT&T initiated two

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purported class actions in the Supreme Court of the State of New York, County of New York, against Comcast, AT&T, and AT&T Comcast, alleging that the initial term of office of the directors of AT&T Comcast violates section 1724 of the Pennsylvania Business Corporation Law regarding the term of office of directors of non-classified boards. The plaintiffs seek, among other relief, compensatory damages, fees and expenses, and an order enjoining completion of the mergers. On February 28, 2002, the two actions were consolidated under the caption Norman Salsitz, Michael Grening, IRA, Samuel Mayer and Sam Weitschner v. Comcast Corporation, AT&T Corp., and AT&T Comcast Corporation, Index No. 2002-600659, before Justice Helen E. Freedman. On March 14, 2002, the defendants moved to dismiss the consolidated action for failure to state a cause of action. On April 17, 2002, the court granted the defendants' motion to dismiss finding that AT&T Comcast's proposed governance plan did not violate Pennsylvania law. On April 22, 2002, the plaintiffs appealed the decision of the court. The companies intend to defend vigorously the lower court's decision.

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### CHAPTER THREE FINANCIAL INFORMATION RELATING TO THE AT&T COMCAST TRANSACTION

#### AT&T COMCAST CORPORATION

##### UNAUDITED PRO FORMA COMBINED CONDENSED FINANCIAL STATEMENTS

The following Unaudited Pro Forma Combined Condensed Balance Sheet of AT&T Comcast as of December 31, 2001 and Unaudited Pro Forma Combined Condensed Statement of Operations of AT&T Comcast for the year ended December 31, 2001 give effect to the AT&T Comcast transaction. The pro forma financial statements reflect the fact that the AT&T Comcast transaction is accounted for under the purchase method of accounting.

The Unaudited Pro Forma Combined Condensed Balance Sheet assumes the AT&T Comcast transaction occurred on December 31, 2001. The Unaudited Pro Forma Combined Condensed Statement of Operations assumes the AT&T Comcast transaction occurred on January 1, 2001. The unaudited pro forma financial data is based on the historical consolidated financial statements of Comcast and the historical combined financial statements of AT&T Broadband Group under the assumptions and adjustments set forth in the accompanying explanatory notes.

AT&T and Comcast have determined that the AT&T Comcast transaction will be accounted for as an acquisition by Comcast of AT&T Broadband Group. See "The AT&T Comcast Transaction -- Accounting Treatment." As Comcast is considered the accounting acquiror, the historical basis of Comcast's assets and liabilities will not be affected by the AT&T Comcast transaction. For purposes of developing the Unaudited Pro Forma Combined Condensed Balance Sheet as of December 31, 2001, AT&T Broadband Group's assets, including identifiable intangible assets, and liabilities have been recorded at their estimated fair values and the excess purchase price has been assigned to goodwill. The fair values assigned in these pro forma financial statements are preliminary and represent management's best estimates of current fair value which are subject to revision upon completion of the AT&T Comcast transaction. Management of both companies currently knows of no events or circumstances other than those disclosed in these pro forma notes that would require a material change to the preliminary purchase price allocation. However, a final determination of required purchase accounting adjustments will be made upon the completion of a study to be undertaken by AT&T Comcast in conjunction with independent appraisers to determine the fair value of certain of AT&T Broadband Group's assets, including identifiable intangible assets, and liabilities. Assuming completion of the AT&T Comcast transaction, the actual financial position and results of operations will differ, perhaps significantly,

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from the pro forma amounts reflected herein due to a variety of factors, including access to additional information, changes in value not currently identified and changes in operating results between the dates of the pro forma financial data and the date on which the AT&T Comcast transaction takes place. See Note (b) to Unaudited Pro Forma Combined Condensed Balance Sheet.

Comcast shareholders will receive shares of AT&T Comcast Class A common stock, AT&T Comcast Class B common stock and AT&T Comcast Class A Special common stock in exchange for shares of Comcast Class A common stock, Comcast Class B common stock and Comcast Class A Special common stock, respectively, based on an exchange ratio of 1 to 1. AT&T Comcast will issue stock options to purchase shares of AT&T Comcast common stock in exchange for all outstanding stock options of Comcast, based on an exchange ratio of 1 to 1. See "Certain Legal Information -- Comparison of AT&T, Comcast and AT&T Comcast Shareholder Rights" for a description and comparison of the rights of each class of common stock.

The estimated aggregate consideration and Comcast's transaction costs directly related to the AT&T Comcast transaction total \$49,384.8 million. This includes the fair value of the issuance of approximately 1,231.0 million shares of AT&T Comcast common stock to AT&T shareholders in exchange for all of AT&T's interests in AT&T Broadband Group, the fair value of the issuance of 115.0 million shares of AT&T Comcast common stock to Microsoft in exchange for AT&T Broadband shares that Microsoft will

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receive immediately prior to the completion of the AT&T Comcast transaction in settlement of their \$5 billion aggregate principal amount in quarterly income preferred securities (QUIPS), the fair value of AT&T Comcast stock options and stock appreciation rights issued in exchange for AT&T Broadband stock options and stock appreciation rights and Comcast's estimated transaction costs directly related to the AT&T Comcast transaction. The fair value of the AT&T Comcast shares to be issued in the AT&T Broadband merger is based on a price per share of \$35.97 which reflects the weighted-average market price of Comcast Class A Special common stock during the period beginning two days before and ending two days after the AT&T Comcast transaction was announced. In the limited circumstances described under "Description of the AT&T Comcast Transaction Agreements -- The Merger Agreement -- Merger Consideration -- Potential Additional Payments," the number of shares of AT&T Comcast common stock to be issued to certain AT&T securityholders in connection with the AT&T Comcast transaction is subject to adjustment. In the event this occurs, the fair value of all of the shares to be issued would be based on the market price of Comcast Class A Special common stock on the closing date. In addition to the consideration paid, the consolidated debt of AT&T Comcast will include the debt of AT&T Broadband Group.

AT&T Comcast intends to review the synergies of the combined business, which may result in a plan to realign or reorganize certain of AT&T Broadband Group's existing operations. The costs of implementing such a plan, if it were to occur, have not been reflected in the accompanying pro forma financial statements. The impact of a potential realignment, assuming such a plan were in place at the consummation date of the AT&T Comcast transaction, could increase or decrease the amount of goodwill and intangible assets recognized by AT&T Comcast in accordance with Emerging Issues Task Force No. 95-3, "Recognition of

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Liabilities in Connection with a Purchase Business Combination." The Unaudited Combined Condensed Statement of Operations excludes any benefits that may result from synergies that may be derived, or the elimination of duplicative efforts.

Among the provisions of Statement of Financial Accounting Standards No. 141, "Business Combinations," new criteria have been established for determining whether intangible assets should be recognized separately from goodwill. Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets" ("SFAS 142"), provides, among other guidelines, that goodwill and intangible assets with indefinite lives will not be amortized, but rather will be tested for impairment on at least an annual basis. Management of both companies believes that cable franchise operating rights have indefinite lives based upon an analysis utilizing the criteria in paragraph 11 of SFAS 142. The pro forma adjustments to the Unaudited Pro Forma Combined Condensed Statement of Operations reflect the elimination of AT&T Broadband Group's amortization expense related to goodwill and cable franchise operating rights since this acquisition will be accounted for under the provisions of SFAS 142.

Comcast incurred goodwill and cable franchise operating rights amortization expense of approximately \$2,007.7 million for the year ended December 31, 2001. The historical consolidated financial statements of Comcast included in the Unaudited Pro Forma Combined Condensed Statement of Operations include the amortization expense related to Comcast's goodwill and cable franchise operating rights, which has not been eliminated in the pro forma adjustments. Effective January 1, 2002, Comcast will, in accordance with the provisions of SFAS 142, no longer amortize goodwill and cable franchise operating rights.

The pro forma financial data presented assumes the AT&T Comcast transaction is completed under the Preferred Structure (see "Description of the AT&T Comcast Transaction Agreements -- The Merger Agreement -- Merger Consideration -- The Preferred Structure"). However, if the AT&T Comcast transaction were completed under the Alternative Structure (see "Description of the AT&T Comcast Transaction Agreements -- The Merger Agreement -- Merger Consideration -- The Alternative Structure"), this would have no impact on the pro forma financial statements as presented. Management of both companies believes that the assumptions used provide a reasonable basis on which to present the unaudited pro forma financial data. Both companies have completed acquisitions and dispositions that are not significant, individually or in the aggregate, and, accordingly, have not been included in the

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accompanying unaudited pro forma financial data. The unaudited pro forma financial data may not be indicative of the financial position or results that would have occurred if the AT&T Comcast transaction had been in effect on the dates indicated or which may be obtained in the future.

The unaudited pro forma financial data should be read in conjunction with the historical consolidated financial statements and accompanying notes thereto for Comcast, and the historical combined financial statements and accompanying notes thereto for AT&T Broadband Group, which have been incorporated by reference or included herein.

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AT&T COMCAST CORPORATION

UNAUDITED PRO FORMA COMBINED CONDENSED BALANCE SHEET  
AS OF DECEMBER 31, 2001

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	HISTORICAL COMCAST (A)	HISTORICAL AT&T BROADBAND (A)	PRO FORMA ADJUSTMENTS	PR AT&
	(DOLLARS IN MILLIONS)			
<b>ASSETS</b>				
<b>CURRENT ASSETS</b>				
Cash and cash equivalents.....	\$ 350.0	\$	\$	\$
Investments.....	2,623.2	668.0		
Accounts receivable, net.....	967.4	584.0		
Inventories, net.....	454.5			
Other current assets.....	153.7	398.0	57.5 (b1)	
<b>Total current assets.....</b>	<b>4,548.8</b>	<b>1,650.0</b>	<b>57.5</b>	
			1,801.6 (b2)	
INVESTMENTS.....	1,679.2	21,913.0	(1,701.0) (d)	
PROPERTY AND EQUIPMENT, net.....	7,011.1	14,519.0		
<b>INTANGIBLE ASSETS</b>				
Goodwill.....	7,507.3	20,102.0	(1,500.5) (b3)	
Cable franchise operating rights.....	20,167.8	45,320.0	(2,501.0) (b4)	
Other intangible assets.....	2,833.4			
	30,508.5	65,422.0	(4,001.5)	
Accumulated amortization.....	(5,999.2)	(3,242.0)	3,242.0 (b5)	
	24,509.3	62,180.0	(759.5)	
OTHER NON-CURRENT ASSETS, net.....	383.4	2,925.0	57.5 (b6)	
	\$38,131.8	\$103,187.0	\$ (543.9)	\$1
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Accounts payable.....	\$ 698.2	\$ 678.0	\$	\$
Accrued expenses and other current liabilities.....	1,695.5	2,169.0	1,024.6 (b7)	
Deferred income taxes.....	275.4		57.5 (b8)	
Short-term debt.....		3,959.0	(924.8) (c)	
Current portion of long-term debt.....	460.2	2,824.0	(2,109.4) (c)	
<b>Total current liabilities.....</b>	<b>3,129.3</b>	<b>9,630.0</b>	<b>(1,952.1)</b>	
			357.5 (b8)	
			(106.7) (b9)	
LONG-TERM DEBT, less current portion.....	11,741.6	16,502.0	3,034.2 (c)	
DEFERRED INCOME TAXES.....	6,375.7	25,810.0	291.5 (b10)	
			(179.0) (b11)	
OTHER NON-CURRENT LIABILITIES.....	1,532.0	1,059.0	(274.1) (b12)	
MINORITY INTEREST.....	880.2	3,302.0	(2,100.0) (b13)	
Company-Obligated Convertible Quarterly Income Preferred Securities of Subsidiary				

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Trust Holding Solely Subordinated Debt Securities of AT&T.....		4,720.0	(4,720.0) (b14)	
STOCKHOLDERS' EQUITY				
Common stock.....	945.1		1,346.0 (b15)	
			(47.3) (d)	
			(1,653.7) (d)	
Additional capital.....	11,752.0		47,623.8 (b15)	
Retained earnings.....	1,631.5			
Accumulated other comprehensive income.....	144.4			
Combined attributed net assets.....		42,164.0	(42,164.0) (b16)	
Total stockholders' equity.....	14,473.0	42,164.0	5,104.8	
	\$38,131.8	\$103,187.0	\$ (543.9)	\$1
	=====	=====	=====	=====

See notes to Unaudited Pro Forma Combined Condensed Balance Sheet  
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AT&T COMCAST CORPORATION  
NOTES TO UNAUDITED PRO FORMA COMBINED CONDENSED BALANCE SHEET  
(DOLLARS IN MILLIONS, EXCEPT PER SHARE DATA)

- (a) These columns reflect the historical balance sheets of the respective companies. Certain reclassifications have been made to the combined historical financial statements of AT&T Broadband Group to conform to the presentation expected to be used by AT&T Comcast.
- (b) This entry reflects the preliminary allocation of the purchase price to identifiable net assets acquired and the excess purchase price to goodwill.

CALCULATION OF CONSIDERATION		COMMON STOCK	ADDITIONAL CAPITAL
-----		-----	-----
	Issuance of common stock to AT&T shareholders (1,231.0 million shares* \$35.97).....	\$1,231.0 (i)	\$43,048.1
	Issuance of common stock to Microsoft Corporation (115.0 million shares* \$35.97).....	115.0	4,021.6
	Fair value of AT&T Comcast stock options resulting from the conversion of AT&T Broadband stock options in the AT&T Broadband merger based on Black-Scholes option pricing model.....		554.1
(b15)	Comcast common stock equity consideration.....	1,346.0	47,623.8
(b8)	Transaction costs (assumed to be funded -- \$57.5 short-term debt and \$357.5 long-term debt).....		
	Total consideration.....		
	Preliminary estimate of fair value of identifiable net assets acquired		
(b16)	Book value of AT&T Broadband Group.....		
	Elimination of gross AT&T Broadband Group goodwill.....		
(b1)	Current portion of deferred financing fees.....		
(b2)	Preliminary estimate of adjustment to fair value of investments.....		

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(b4)	Preliminary estimate of adjustment to fair value of cable franchise operating rights.....	
(b5)	Elimination of AT&T Broadband Group accumulated amortization.....	
(b6)	Long-term portion of deferred financing fees.....	
(b7)	Preliminary estimate of current tax liability arising from the transaction.....	
(b9)	Preliminary estimate of adjustment to fair value of AT&T Broadband Group assumed long-term debt.....	
(b10)	Preliminary estimate of adjustment to deferred tax liability on adjustments at combined federal and state statutory rate.....	
(b11)	Certain liabilities retained by AT&T related to Excite@Home.....	
(b12)	Preliminary estimate of adjustment to fair value of other non-current liabilities.....	
(b13)	Liabilities retained by AT&T related to TCI Pacific Preferred shares.....	
(b14)	Redemption of Microsoft Corporation QUIPS.....	
	Preliminary estimate of fair value of identifiable net assets acquired.....	
	Acquisition goodwill.....	
	Calculation of goodwill acquisition adjustment	
	Acquisition goodwill.....	
	Gross value of AT&T Broadband Group goodwill.....	
(b3)	Goodwill acquisition adjustment.....	
	(i) Maximum number of shares of common stock that could be issued in the AT&T Broadband merger.....	1,235.0
	Share equivalent of intrinsic value of AT&T Broadband stock options and stock appreciation rights.....	(4.0)
		-----
	Common stock to be issued to AT&T shareholders.....	1,231.0
		=====

Certain programming and other contracts of AT&T Broadband Group and Comcast may, by their terms, be assumed, altered or terminated as a result of the completion of the AT&T Comcast transaction. However, due to confidentiality provisions in those contracts as well as legal restrictions, those terms cannot be shared between the two parties as of the date of this document. Therefore, management cannot currently estimate the impact, if any, of favorable or unfavorable contracts that

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may result from the ultimate allocation of purchase price. See note (1) to the Unaudited Pro Forma Combined Condensed Statement of Operations for a sensitivity analysis of purchase price allocation.

(c) Represents the refinancing of existing short-term debt due to AT&T (\$3,959.0) and certain components of the current portion of

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long-term debt (\$2,109.4) with new debt of AT&T Comcast. The refinancing is assumed to be funded half with short-term debt and half with long-term debt.

- (d) Represents the reclassification of AT&T Broadband Group's investment in Comcast as follows:

Elimination of Comcast stock held by AT&T Broadband Group.....	\$ (1,701.0)
Reclassification of Comcast stock held by AT&T Broadband Group to equity (par value common stock \$47.3 and additional capital \$1,653.7).....	1,701.0
	-----
	\$ --
	=====

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AT&T COMCAST CORPORATION

UNAUDITED PRO FORMA COMBINED CONDENSED STATEMENT OF OPERATIONS  
FOR THE YEAR ENDED DECEMBER 31, 2001

	HISTORICAL COMCAST (A)	HISTORICAL AT&T BROADBAND (A)	INTERCOMPANY ADJUSTMENTS
	-----	-----	-----
	(DOLLARS IN MILLIONS, EXCEPT PER		
<b>REVENUES</b>			
Service revenues(m).....	\$ 5,756.9	\$10,132.0	\$ (108.9) (b)
Net sales from electronic retailing.....	3,917.3		
	-----	-----	-----
	9,674.2	10,132.0	(108.9)
	-----	-----	-----
<b>COSTS AND EXPENSES</b>			
Operating (excluding depreciation).....	2,905.8	5,459.0	(62.8) (b)
Cost of goods sold from electronic retailing (excluding depreciation).....	2,514.0		
Selling, general and administrative(m).....	1,552.6	2,582.0	(22.6) (b)
Depreciation.....	1,141.8	2,626.0	
Amortization.....	2,306.2	2,154.0	
Asset impairment, restructuring and other charges.....		1,494.0	
	-----	-----	-----
	10,420.4	14,315.0	(85.4)
	-----	-----	-----
OPERATING LOSS.....	(746.2)	(4,183.0)	(23.5)
<b>OTHER INCOME (EXPENSE)</b>			
Interest expense.....	(731.8)	(1,735.0)	
Investment income (expense).....	1,061.7	(1,947.0)	(18.7) (b)
Equity in net income (losses) of affiliates.....	(28.5)		
Other income (expense).....	1,301.0	(927.0)	
	-----	-----	-----
	1,602.4	(4,609.0)	(18.7)



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INCOME (LOSS) BEFORE INCOME TAXES, MINORITY INTEREST, EXTRAORDINARY ITEMS AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE.....	856.2	(8,792.0)	(42.2)
INCOME TAX (EXPENSE) BENEFIT.....	(470.2)	3,857.0	(750.3) (c)
INCOME (LOSS) BEFORE MINORITY INTEREST, EXTRAORDINARY ITEMS AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE.....	386.0	(4,935.0)	(792.5)
Net loss from equity investments.....		(69.0)	
MINORITY INTEREST INCOME (EXPENSE).....	(160.4)	833.0	(24.0) (b)
INCOME (LOSS) BEFORE EXTRAORDINARY ITEMS AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE.....	\$ 225.6	\$ (4,171.0)	\$ (816.5)
Earnings (loss) per share from continuing operations -- basic.....	\$ 0.24		
Earnings (loss) per share from continuing operations -- assuming dilution.....	\$ 0.23		
Weighted average number of common shares outstanding -- basic.....	949.7		
Weighted average number of common shares outstanding -- assuming dilution.....	964.5		

See Notes to Unaudited Pro Forma Combined Condensed Statement of Operations  
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AT&T COMCAST CORPORATION

NOTES TO UNAUDITED PRO FORMA COMBINED CONDENSED  
STATEMENT OF OPERATIONS  
(DOLLARS IN MILLIONS, EXCEPT PER SHARE DATA)

- (a) These columns reflect the historical statement of operations of the respective companies.
- (b) Adjustment reflects the elimination of historical intercompany transactions between Comcast and AT&T Broadband Group as follows: amounts charged by Comcast to AT&T Broadband Group for programming, the gains and losses resulting from the sales of certain cable systems by AT&T Broadband Group to Comcast, and Excite@Home transactions.
- (c) Represents the elimination of the aggregate historical federal and state income tax effects recorded by Comcast and AT&T Broadband Group on Note (b) adjustments above.
- (d) AT&T Broadband Group has certain intercompany agreements with AT&T Corp. which will be terminated as of the date of the AT&T Comcast transaction. The costs of replacing these services is uncertain. However, the impact of the termination of these arrangements is not expected to be material.

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- (e) Represents the elimination of AT&T Broadband Group's historical goodwill and cable franchise operating rights amortization expense for consolidated subsidiaries and equity method investments. Under the accounting rules set forth in SFAS 142 issued by the Financial Accounting Standards Board in June 2001, goodwill and intangibles with indefinite lives are not amortized against earnings other than in connection with an impairment.
- (f) Represents the net effect on interest expense resulting from the financings described in Note (c) to the Unaudited Pro Forma Combined Condensed Balance Sheet. Pro forma interest expense was calculated based on the interest rates of the historical debt outstanding plus the interest rates in the planned credit facilities. The pro forma financial information assumes the financings occurred on January 1, 2001. Amortization of deferred financing costs was calculated based on the expected amounts and terms of the new facilities. Short-term rates are assumed to be 4% and long term rates are assumed to be 7%. Assuming interest rates changed by 0.125%, the related interest expense and pre-tax impact on earnings would be \$7.5 million for the year ended December 31, 2001.
- (g) Represents the decrease in interest expense as a result of the adjustment of AT&T Broadband Group's long-term debt to its fair value as described in Note (b9) to the Unaudited Pro Forma Combined Condensed Balance Sheet. The difference between the fair value and the face amount of each borrowing is amortized as reduction to interest expense over the remaining term of the borrowing.
- (h) Represents the reclassification of losses in equity investments to conform with the presentation currently used by Comcast.
- (i) Represents the aggregate pro forma income tax effect of Notes (e) through (g) above at the combined federal and state statutory rate.
- (j) Represents the elimination of the historical impact of the QUIPS exchanged for AT&T Broadband common stock.
- (k) For basic earnings per share, this adjustment represents the issuance of AT&T Comcast shares to AT&T shareholders and Microsoft Corporation offset by shares of Comcast owned by AT&T Broadband Group which are classified as treasury shares (see Note (d) to the Unaudited Pro Forma Combined Condensed Balance Sheet). In addition, earnings per share assuming dilution has been adjusted to include the dilutive effects of AT&T Comcast stock options issued in exchange for the AT&T Broadband stock options.

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- (l) The pro forma combined condensed financial statements reflect a preliminary allocation to tangible assets, liabilities, goodwill and other intangible assets. The final purchase price allocation may result in different allocations for tangible and intangible assets than that presented in these pro forma combined condensed financial statements. The following table shows the absolute dollar effect on pro forma net income (loss) applicable to common shares and net income (loss) per share assuming dilution for every \$500 of purchase price allocated to amortizable assets or certain liabilities over assumed weighted-average useful lives. An increase in the purchase amount allocated to amortizable assets or a decrease in the amount allocated to certain liabilities will result in a decrease to net income. A decrease in the amount allocated to amortizable assets or an increase in

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the amount allocated to certain liabilities will result in an increase to net income.

WEIGHTED AVERAGE LIFE -----	YEAR ENDED DECEMBER 31, 2001 -----
Five years.....	
Net income.....	\$61.5
Per share.....	\$0.03
Ten years.....	
Net income.....	\$30.8
Per share.....	\$0.01
Twenty years.....	
Net income.....	\$15.4
Per share.....	\$0.01

(m) Comcast's historical consolidated statement of operations reflects franchise fees collected from cable subscribers as a reduction of the related franchise fee expense included within selling, general and administrative expenses. Upon the adoption of EITF 01-14, "Income Statement Characterization of Reimbursements Received for 'Out-of-Pocket' Expenses Incurred," on January 1, 2002, Comcast will reclassify such amounts to service revenues. The change in classification will have no impact on the unaudited pro forma operating loss. The effect of the reclassification on the Unaudited Pro Forma Combined Condensed Statement of Operations for the year ended December 31, 2001 would be to increase service revenues and selling, general and administrative expenses by \$192.3 million. See Note 3 to Comcast's consolidated financial statements incorporated herein by reference.

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CHAPTER FOUR  
OPINIONS OF FINANCIAL ADVISORS

OPINIONS OF COMCAST'S FINANCIAL ADVISORS

At the meeting of the Comcast Board on December 19, 2001, each of Morgan Stanley, JPMorgan and Merrill Lynch rendered its opinion to the Comcast Board that, as of that date and based upon and subject to the assumptions, qualifications and limitations set forth therein, the conversion ratios in the Comcast merger applicable to holders of Comcast common stock, in the aggregate, were fair from a financial point of view to holders of Comcast common stock, taken together. Each of Morgan Stanley, JPMorgan and Merrill Lynch has consented to the inclusion of their respective opinions as Annexes G, H and I, respectively, to this document.

THE FULL TEXT OF THE OPINIONS OF MORGAN STANLEY, JPMORGAN AND MERRILL LYNCH, EACH DATED DECEMBER 19, 2001, WHICH SET FORTH, AMONG OTHER THINGS, THE ASSUMPTIONS MADE, THE PROCEDURES FOLLOWED, MATTERS CONSIDERED, AND QUALIFICATIONS AND LIMITATIONS OF THE REVIEWS UNDERTAKEN BY EACH OF MORGAN STANLEY, JPMORGAN AND MERRILL LYNCH IN RENDERING THEIR RESPECTIVE OPINIONS ARE ATTACHED AS ANNEXES G, H AND I, RESPECTIVELY, TO THIS DOCUMENT AND ARE INCORPORATED INTO THIS DOCUMENT BY REFERENCE. THE SUMMARY OF THE MORGAN STANLEY, JPMORGAN AND MERRILL LYNCH FAIRNESS OPINIONS SET FORTH IN THIS DOCUMENT IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO THE FULL TEXT OF EACH OF THE OPINIONS. COMCAST SHAREHOLDERS SHOULD READ THESE OPINIONS CAREFULLY AND IN THEIR ENTIRETY.

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EACH OF MORGAN STANLEY, JPMORGAN AND MERRILL LYNCH PROVIDED ITS OPINION FOR THE INFORMATION AND ASSISTANCE OF THE COMCAST BOARD IN CONNECTION WITH ITS CONSIDERATION OF THE PROPOSED AT&T COMCAST TRANSACTION. NONE OF THE MORGAN STANLEY, JPMORGAN OR MERRILL LYNCH OPINIONS IS A RECOMMENDATION TO ANY COMCAST SHAREHOLDER AS TO HOW ANY SHAREHOLDER SHOULD VOTE WITH RESPECT TO THE PROPOSED AT&T COMCAST TRANSACTION OR ANY OTHER MATTER AND SHOULD NOT BE RELIED UPON BY ANY COMCAST SHAREHOLDER AS SUCH.

### OPINION OF MORGAN STANLEY

In connection with rendering its opinion, Morgan Stanley, among other things:

- reviewed certain publicly available financial statements and other business and financial information of or relating to Comcast, AT&T and AT&T Broadband;
- reviewed certain internal financial statements and other financial and operating data concerning Comcast prepared by the management of Comcast;
- reviewed certain financial forecasts, including information relating to certain strategic, financial and operational benefits anticipated from the proposed AT&T Comcast transaction, prepared by the management of Comcast;
- discussed the past and current operations and financial condition and the prospects of Comcast, including the strategic, financial and operational benefits anticipated from the proposed AT&T Comcast transaction, with the management of Comcast;
- reviewed certain internal financial statements and other financial operating data concerning AT&T and AT&T Broadband (including, without limitation, the structure, composition, operations, assets, liabilities and pro forma historical balance sheets and income statements of AT&T Broadband) prepared by the managements of AT&T and AT&T Broadband and Comcast;
- reviewed certain financial forecasts (including, without limitation, as to the pro forma forecasted balance sheets and income statements of AT&T Broadband), and including information relating to certain strategic, financial and operational benefits anticipated from the proposed AT&T Comcast transaction, prepared by the managements of AT&T and AT&T Broadband and of Comcast;
- discussed the past and current operations and financial condition and the prospects of AT&T Broadband, including the strategic, financial and operational benefits anticipated from the proposed AT&T Comcast transaction, with the managements of AT&T, AT&T Broadband and Comcast;

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- reviewed the reported market prices and trading activity for Comcast common stock and AT&T common stock;
- compared the financial performance of Comcast and the prices and trading activity of Comcast common stock with that of certain other comparable publicly traded companies and their securities;
- compared the financial performance of AT&T Broadband and the prices and trading activity of the AT&T common stock with that of certain other comparable publicly traded companies and their equity securities;

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- reviewed the financial terms, to the extent publicly available, of certain comparable transactions;
- participated in discussions and negotiations among representatives of Comcast, AT&T, AT&T Broadband and their financial and legal advisors;
- reviewed final drafts of each of the merger agreement and the separation and distribution agreement; and
- considered such other factors and performed such other analyses as it deemed appropriate.

In connection with its review, Morgan Stanley assumed and relied upon, without any responsibility for independent verification or liability therefor, the accuracy and completeness of all information that was publicly available or supplied or otherwise made available to it by Comcast, AT&T or AT&T Broadband or otherwise reviewed by or for it for the purposes of the Morgan Stanley opinion. With respect to the financial forecasts, including information relating to certain strategic, financial and operational benefits anticipated from the proposed AT&T Comcast transaction, prepared and furnished to or discussed with it by Comcast, AT&T or AT&T Broadband, Morgan Stanley assumed that they had been reasonably prepared on bases reflecting the best currently available estimates and good faith judgments of Comcast's, AT&T's and AT&T Broadband's managements as to the expected future financial performance of Comcast, AT&T Broadband or AT&T Comcast, as the case may be, and the strategic, financial and operational benefits anticipated from the proposed AT&T Comcast transaction. Morgan Stanley expressed no view as to such financial forecast information, including the strategic, financial and operational benefits anticipated from the proposed AT&T Comcast transaction, or the assumptions on which they were based. In addition, Morgan Stanley assumed that the mergers are intended as tax-free exchanges under Section 351 of the Code and that the separation and the AT&T Broadband spin-off will qualify as tax-free transactions under Sections 355 and 368(a) of the Code, in each case for United States federal income tax purposes, and that the Section 355(e) top-up described under "Description of the AT&T Comcast Transaction Agreements -- The Merger Agreement -- Merger Consideration -- Potential Additional Payments" will not occur. Furthermore, Morgan Stanley assumed no responsibility for conducting a physical inspection of the properties or facilities of Comcast, AT&T or AT&T Broadband or for making or obtaining any independent valuation or appraisal of the assets or liabilities of Comcast, AT&T or AT&T Broadband, nor was Morgan Stanley furnished with any such valuations or appraisals. The Morgan Stanley opinion is necessarily based on financial, economic, market and other conditions as in effect on, and the information made available to it as of, the date of its opinion. Subsequent developments may affect its opinion and Morgan Stanley does not have any obligation to update, revise, or reaffirm its opinion.

For purposes of rendering its opinion, Morgan Stanley assumed, in all respects material to its analysis, that the proposed AT&T Comcast transaction will be consummated as described in the merger agreement and the separation and distribution agreement, that all the representations and warranties of each party contained in the merger agreement and the separation and distribution agreement were true and correct, that each party to the merger agreement and the separation and distribution agreement will perform all of the covenants and agreements required to be performed by it thereunder without any consents or waivers of the other parties thereto, that all conditions to the consummation of the proposed AT&T Comcast transaction will be satisfied without waiver thereof, and that if the parties elect to consummate the proposed AT&T Comcast transaction by means of an alternative structure of the type described under "Description of the AT&T Comcast Transaction Agreements -- The Merger Agreement -- Covenants -- Alternative Structure," such alternative structure will not differ from the structure reflected in the merger

agreement and the separation and distribution agreement in any respect material to its analysis. Morgan Stanley noted that it is not a legal, tax or regulatory expert and relied upon, without assuming any responsibility for independent verification or liability therefor, the assessment of Comcast's legal, tax and regulatory advisors with respect to the legal, tax and regulatory matters related to the proposed transaction. Morgan Stanley also assumed that the definitive merger agreement and the definitive separation and distribution agreement will not differ in any material respects from the drafts thereof furnished to and reviewed by it. Morgan Stanley further assumed that all governmental, regulatory or other consents and approvals (contractual or otherwise) necessary for or in connection with the consummation of the proposed AT&T Comcast transaction will be obtained without any adverse effect on Comcast, AT&T Broadband or AT&T Comcast, or on the contemplated benefits of the proposed AT&T Comcast transaction, in any respect material to its analysis. In arriving at its opinion, Morgan Stanley was not authorized to solicit, and did not solicit, interest from any party with respect to a business combination or other extraordinary transaction involving Comcast.

The Morgan Stanley opinion does not address the underlying decision by Comcast to engage in the proposed AT&T Comcast transaction or the prices at which Comcast common stock or AT&T Comcast common stock will trade after the announcement or consummation of the proposed AT&T Comcast transaction, and Morgan Stanley does not express any opinion or recommendation as to how shareholders of Comcast should vote at shareholders' meetings held in connection with the proposed AT&T Comcast transaction or any other matter.

OPINION OF JPMORGAN

In connection with rendering its opinion, JPMorgan, among other things:

- reviewed the final drafts of each of the merger agreement and the separation and distribution agreement provided to it by Comcast;
- reviewed certain publicly available business and financial information concerning Comcast, AT&T and AT&T Broadband and the industries in which they operate;
- reviewed certain internal, non-public financial and operating data, analyses and forecasts prepared by the managements of Comcast, AT&T and AT&T Broadband relating to the businesses of Comcast, on the one hand, and AT&T Broadband, on the other (including, without limitation, the structure, composition, operations, assets, liabilities and pro forma historical and forecasted balance sheets and income statements of AT&T Broadband), as well as the estimated amount and timing of the cost savings and related expenses and synergies expected to result from the proposed AT&T Comcast transaction furnished to it by Comcast, AT&T and AT&T Broadband;
- compared the proposed financial terms of the proposed AT&T Comcast transaction with the publicly available financial terms of certain transactions involving companies it deemed relevant;
- compared the financial and operating performance of Comcast and AT&T Broadband with publicly available information concerning certain other companies it deemed relevant and reviewed the current and historical market prices of Comcast common stock and AT&T common stock and certain publicly traded securities of such other companies;
- participated in certain discussions and negotiations among

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representatives of Comcast, AT&T and AT&T Broadband and their financial and legal advisors; and

- performed such other financial studies and analyses and considered such other information as it deemed appropriate for the purposes of this opinion.

In addition, JPMorgan held discussions with certain members of the management of Comcast, AT&T and AT&T Broadband with respect to certain aspects of the proposed AT&T Comcast transaction and the foregoing matters, including the past and current business operations of Comcast, AT&T and AT&T Broadband, the financial condition and future prospects and operations of Comcast and AT&T Broadband, the effects of the proposed AT&T Comcast transaction, including the estimated synergies, on the financial

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condition and future prospects of Comcast, AT&T Broadband and AT&T Comcast, and certain other matters JPMorgan believed necessary or appropriate to its inquiry.

In giving its opinion, JPMorgan relied upon and assumed, without any responsibility for independent verification or liability therefor, the accuracy and completeness of all information that was publicly available or furnished to it by Comcast, AT&T or AT&T Broadband or otherwise reviewed by or for it. JPMorgan did not conduct any valuation or appraisal of any assets or liabilities of Comcast, AT&T or AT&T Broadband, nor were any such valuations or appraisals provided to it. In addition, JPMorgan did not assume any obligation to conduct any inspection of the properties or facilities of Comcast, AT&T or AT&T Broadband. In relying on financial analyses and forecasts provided to it, including the estimated synergies, JPMorgan assumed that they had been reasonably prepared based on assumptions reflecting the best currently available estimates and judgments by the managements of Comcast, AT&T and AT&T Broadband as to the expected future results of operations and financial condition of Comcast, AT&T Broadband and AT&T Comcast and as to such other matters, including the estimated synergies, to which such analyses or forecasts relate. JPMorgan expressed no view as to such analyses or forecasts, including the estimated synergies, or the assumptions on which they were based. JPMorgan also assumed that the mergers will qualify as tax-free exchanges under Section 351 of the Code and that the separation and the AT&T Broadband spin-off will qualify as tax-free transactions under Sections 355 and 368(a) of the Code, in each case for United States federal income tax purposes, and that the Section 355(e) top-up described under "Description of the AT&T Comcast Transaction Agreements -- The Merger Agreement -- Merger Consideration -- Potential Additional Payments" will not occur.

For purposes of rendering its opinion, JPMorgan assumed, in all respects material to its analysis, that the proposed AT&T Comcast transaction will be consummated as described in the merger agreement and the separation and distribution agreement, that all the representations and warranties of each party contained in the merger agreement and the separation and distribution agreement were true and correct, that each party to the merger agreement and the separation and distribution agreement will perform all of the covenants and agreements required to be performed by it thereunder without any consents or waivers of the other parties thereto, that all conditions to the consummation of the proposed AT&T Comcast transaction will be satisfied without waiver thereof, and that if the parties elect to consummate the proposed AT&T Comcast transaction by means of an alternative structure of the type described under "Description of the AT&T Comcast Transaction Agreements -- The Merger Agreement -- Covenants -- Alternative Structure," such alternative structure will not differ from the structure reflected in the merger agreement and the separation and distribution agreement in any respect material to its analysis. JPMorgan noted that it is not a legal, tax or regulatory expert and relied upon,

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without assuming any responsibility for independent verification or liability therefor, the assessment of Comcast's legal, tax and regulatory advisors with respect to the legal, tax and regulatory matters related to the proposed transaction. JPMorgan also assumed that the definitive merger agreement and the definitive separation and distribution agreement will not differ in any material respects from the drafts thereof furnished to and reviewed by it. JPMorgan further assumed that all governmental, regulatory or other consents and approvals (contractual or otherwise) necessary for or in connection with the consummation of the proposed AT&T Comcast transaction will be obtained without any adverse effect on Comcast, AT&T Broadband or AT&T Comcast, or on the contemplated benefits of the proposed transaction, in any respect material to its analysis.

The JPMorgan opinion is necessarily based on economic, market and other conditions as in effect on, and the information made available to it as of, the date of its opinion. Subsequent developments may affect its opinion and JPMorgan does not have any obligation to update, revise, or reaffirm its opinion. The JPMorgan opinion is limited to the fairness, from a financial point of view, to holders of Comcast common stock, taken together, of the Comcast conversion ratios in the Comcast merger, in the aggregate, and JPMorgan does not express any opinion as to the underlying decision by Comcast to engage in the proposed AT&T Comcast transaction. JPMorgan does not express any opinion as to the price at which Comcast common stock or AT&T Comcast common stock will trade at any future time and JPMorgan is not expressing any opinion or recommendation as to how shareholders of Comcast should vote at shareholders' meetings held in connection with the proposed AT&T Comcast transaction or any other

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matter. In arriving at its opinion, JPMorgan was not authorized to solicit, and did not solicit, interest from any party with respect to a business combination or other extraordinary transaction involving Comcast.

### OPINION OF MERRILL LYNCH

In connection with rendering its opinion, Merrill Lynch, among other things:

- reviewed certain publicly available business and financial information relating to Comcast, AT&T and AT&T Broadband that it deemed to be relevant;
- reviewed certain information, including financial forecasts, relating to the business, earnings, cash flow, assets, liabilities and prospects of Comcast, AT&T and AT&T Broadband (including, without limitation, the structure, composition, operations, assets, liabilities and pro forma historical and forecasted balance sheets and income statements of AT&T Broadband), as well as the amount and timing of the cost savings and related expenses and synergies expected to result from the proposed AT&T Comcast transaction furnished to it by Comcast, AT&T and AT&T Broadband;
- conducted discussions with members of management and representatives of Comcast, AT&T and AT&T Broadband concerning the matters described above, as well as their businesses and prospects before and after giving effect to the proposed AT&T Comcast transaction and the expected synergies;
- reviewed the market prices and valuation multiples for Comcast common stock and AT&T common stock and compared them with those of certain publicly traded companies that it deemed to be relevant;
- reviewed the results of operations of Comcast and AT&T Broadband and



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compared them with those of certain publicly traded companies that it deemed to be relevant;

- compared the proposed financial terms of the AT&T Comcast transaction with the financial terms of certain other transactions that it deemed to be relevant;
- participated in certain discussions and negotiations among representatives of Comcast, AT&T and AT&T Broadband and their financial and legal advisors;
- reviewed the potential pro forma impact of the proposed AT&T Comcast transaction;
- reviewed the final drafts of each of the merger agreement and the separation and distribution agreement, respectively; and
- reviewed such other financial studies and analyses and took into account such other matters as it deemed necessary, including Merrill Lynch's assessment of general economic, market and monetary conditions.

In preparing its opinion, Merrill Lynch assumed and relied on the accuracy and completeness of all information supplied or otherwise made available to it, discussed with or reviewed by or for it, or publicly available, and Merrill Lynch did not assume any responsibility for independently verifying such information or liability therefor, or undertake an independent evaluation or appraisal of any of the assets or liabilities of Comcast, AT&T or AT&T Broadband and was not furnished with any such evaluation or appraisal. In addition, Merrill Lynch did not assume any obligation to conduct any physical inspection of the properties or facilities of Comcast, AT&T or AT&T Broadband. With respect to the financial forecast information and the expected synergies furnished to or discussed with it by Comcast, AT&T or AT&T Broadband, Merrill Lynch assumed that they have been reasonably prepared and reflect the best currently available estimates and judgment of Comcast's, AT&T's or AT&T Broadband's managements as to the expected future financial performance of Comcast, AT&T Broadband or AT&T Comcast, as the case may be, and the expected synergies. Merrill Lynch expressed no view as to such financial forecast information, including the expected synergies, or the assumptions on which they were based. Merrill Lynch further assumed that the mergers will qualify as tax-free exchanges under Section 351 of the Code and that the separation and the AT&T Broadband spin-off will qualify as tax-free transactions under Sections 355 and

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368(a) of the Code, in each case for United States federal income tax purposes, and that the Section 355(e) top-up described under "Description of the AT&T Comcast Transaction Agreements -- The Merger Agreement -- Merger Consideration -- Potential Additional Payments" will not occur. Merrill Lynch also assumed that the final form of the merger agreement and the separation and distribution agreement will be substantially similar to the last draft reviewed by it.

The Merrill Lynch opinion is necessarily based upon market, economic and other conditions as they existed and could be evaluated on, and on the information made available to it as of, the date of its opinion. Subsequent developments may affect its opinion and Merrill Lynch does not have any obligation to update, revise, or reaffirm its opinion. Merrill Lynch assumed that all governmental, regulatory or other consents and approvals (contractual or otherwise) necessary for or in connection with the consummation of the proposed AT&T Comcast transaction will be obtained without any adverse effect on Comcast, AT&T Broadband or AT&T Comcast or on the contemplated benefits of the proposed AT&T Comcast transaction, in any respect material to its analysis. For

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purposes of rendering its opinion, Merrill Lynch assumed, in all respects material to its analysis, that the proposed AT&T Comcast transaction will be consummated as described in the merger agreement and the separation and distribution agreement, that all the representations and warranties of each party contained in the merger agreement and the separation and distribution agreement are true and correct, that each party to the merger agreement and the separation and distribution agreement will perform all of the covenants and agreements required to be performed by it thereunder without any consents or waivers of the other parties thereto, that all conditions to the consummation of the proposed AT&T Comcast transaction will be satisfied without waiver thereof, and that if the parties elect to consummate the proposed AT&T Comcast transaction by means of an alternative structure of the type described under "Description of the AT&T Comcast Transaction Agreements -- The Merger Agreement -- Covenants -- Alternative Structure," such alternative structure will not differ from the structure reflected in the merger agreement and the separation and distribution agreement in any respect material to its analysis. Merrill Lynch noted that they are not legal, tax or regulatory experts and relied upon, without assuming any responsibility for independent verification or liability therefor, the assessment of Comcast's legal, tax and regulatory advisors with respect to the legal, tax and regulatory matters related to the proposed AT&T Comcast transaction. In arriving at its opinion, Merrill Lynch was not authorized to solicit, and did not solicit, interest from any party with respect to a business combination or other extraordinary proposed transaction involving Comcast.

The Merrill Lynch opinion does not address the merits of the underlying decision by Comcast to engage in the proposed AT&T Comcast transaction and Merrill Lynch does not express any opinion as to the prices at which the shares of Comcast common stock or AT&T Comcast common stock will trade following the announcement or consummation of the proposed AT&T Comcast transaction, as the case may be. Furthermore, Merrill Lynch does not express any opinion or recommendation as to how shareholders of Comcast should vote at shareholders' meetings held in connection with the proposed AT&T Comcast transaction or any other matter.

### JOINT FINANCIAL ANALYSES OF COMCAST'S FINANCIAL ADVISORS

At the December 19, 2001 meeting of the Comcast Board, Morgan Stanley, JPMorgan and Merrill Lynch reviewed with the members of the Comcast Board the updated financial terms of the proposed AT&T Comcast transaction and the application of those terms to the financial analyses prepared by Morgan Stanley, JPMorgan and Merrill Lynch previously presented to the Comcast Board. Such terms and analyses were summarized in a written presentation prepared for the meeting by Morgan Stanley, JPMorgan and Merrill Lynch and delivered along with their respective opinions to Comcast.

The following is a summary of the material analyses contained in the presentation that was delivered to Comcast. Some of the summaries of the financial analyses include information presented in tabular format. The tables are not intended to stand alone, and in order to more fully understand the financial analyses used by Morgan Stanley, JPMorgan and Merrill Lynch, the tables must be read together with the full text of each summary.

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### PUBLIC MARKET BROADBAND VALUATION

Morgan Stanley, JPMorgan and Merrill Lynch reviewed and analyzed certain public market trading multiples for five publicly traded broadband companies (Comcast, Cox Communications, Inc., Charter Communications, Inc., Adelphia Communications Corporation and Cablevision Systems Corporation). The multiples

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analyzed were derived by dividing the adjusted aggregate market value of each of the companies (based on closing stock prices on December 18, 2001) by (i) estimated year-end 2001 number of subscribers, (ii) estimated 2002 cable revenues and (iii) estimated 2002 cable EBITDA. Morgan Stanley, JP Morgan and Merrill Lynch also calculated the estimated 2002 cable EBITDA multiple divided by estimated 2002-2005 cable EBITDA compound annual growth rates (hereinafter referred to as EBITDA Multiple to Growth Ratio). For purposes of calculating these multiples, Morgan Stanley, JPMorgan and Merrill Lynch adjusted the aggregate market value of each of the companies to exclude the value of certain of such company's non-cable or non-operating assets, based on Morgan Stanley equity research (except as set forth below). Morgan Stanley, JPMorgan and Merrill Lynch calculated the financial multiples and ratios based on publicly available financial data as of December 18, 2001, Morgan Stanley equity research estimates and, as to the value to be attributed to Comcast's non-cable assets, Comcast management estimates, which were consistent with Wall Street research estimates. Morgan Stanley, JPMorgan and Merrill Lynch then derived reference ranges of such multiples from this analysis. A summary of the principal public market trading multiples and the reference ranges of multiples that Morgan Stanley, JPMorgan and Merrill Lynch derived are set forth below:

### MULTIPLE OF ADJUSTED MARKET VALUE TO

	COMCAST -----	COX -----	CHARTER -----	ADELPHIA -----	CABLEVISION -----	REFERENCE RANGE OF MULTIPLES -----
2001 Subscribers.....	\$4,139	\$3,977	\$3,707	\$3,673	\$4,397	\$3,500 - \$4,400
2002E Cable Revenue....	5.9x	5.3x	5.5x	5.2x	5.2x	5x - 6x
2002E Cable EBITDA.....	14.0x	13.8x	12.0x	13.2x	14.1x	13x - 15x
EBITDA Multiple to Growth Ratio.....	0.91x	1.06x	0.80x	0.71x	0.82x	0.8x - 1.1x

Using these derived reference ranges of multiples, Morgan Stanley, JPMorgan and Merrill Lynch calculated implied valuation ranges for AT&T Broadband by applying the reference ranges of multiples to the (i) year-end expected 2001 number of subscribers for AT&T Broadband (based on information provided by AT&T and AT&T Broadband's management), (ii) estimated 2002 AT&T Broadband revenues (based on Comcast management's estimates), (iii) estimated 2002 AT&T Broadband EBITDA (based on Comcast management's estimates) and (iv) estimated 2002 AT&T Broadband EBITDA based on applying an EBITDA margin of 35% to Comcast management's estimate of 2002 AT&T Broadband revenues. Morgan Stanley, JPMorgan and Merrill Lynch also calculated the estimated AT&T Broadband EBITDA Multiple to Growth Ratio using Comcast management's estimate of AT&T Broadband's 2002 to 2005 EBITDA growth rate. Based on such analysis, Morgan Stanley, JPMorgan and Merrill Lynch derived ranges of implied value for AT&T Broadband of \$58 billion to \$70 billion on a 2001 subscriber multiples basis, \$62 billion to \$72 billion on a 2002 estimated cable revenue multiples basis, \$46 billion to \$52 billion on a 2002 estimated cable EBITDA multiples basis, \$57 billion to \$64 billion on a 2002 estimated cable EBITDA (adjusted for 35% margin) multiples basis, and \$59 billion to \$77 billion on an EBITDA Multiple to Growth Ratio basis, each as compared to the implied value for AT&T Broadband in the proposed AT&T Comcast transaction of approximately \$73.2 billion (based on the closing price of Comcast Common Stock on December 18, 2001). Morgan Stanley, JPMorgan and Merrill Lynch noted that the derived ranges of implied public market values were strictly public market ranges and that no control premium had been attributed in this analysis.

The foregoing companies, in the judgment of each of Morgan Stanley, JPMorgan and Merrill Lynch and based in part on conversations with the

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managements of Comcast, AT&T and AT&T Broadband,

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were comparable to AT&T Broadband for purposes of this analysis. Morgan Stanley, JPMorgan and Merrill Lynch noted that because of the differences between the business mix, operations and other characteristics of AT&T Broadband and the comparable companies, Morgan Stanley, JPMorgan and Merrill Lynch did not believe that a purely quantitative comparable company analysis would be particularly meaningful in this context. Rather, Morgan Stanley, JPMorgan and Merrill Lynch believed an appropriate use of the comparable company analysis would also involve qualitative judgments concerning differences between the financial and operating characteristics of AT&T Broadband and the comparable companies, which would affect the public trading values of the common stock of the comparable companies, which judgments were applied in rendering the respective opinions of Morgan Stanley, JPMorgan and Merrill Lynch.

### PRIVATE MARKET VALUATION

Precedent Transactions. Morgan Stanley, JPMorgan and Merrill Lynch reviewed and analyzed selected precedent transactions involving other companies in the broadband industry that they deemed relevant and calculated the per subscriber multiples paid in the selected transactions based on the transaction values and the subscriber numbers from publicly available company press releases and reports and/or public analyst research. The following table sets forth the transactions that were reviewed in connection with this analysis:

#### SELECTED PRECEDENT TRANSACTIONS

TRANSACTION ANNOUNCEMENT DATE	ACQUIROR	TARGET
-----	-----	-----
Apr-99	AT&T	MediaOne
May-99	Charter	Falcon
May-99	Cox	TCA
May-99	Charter	Fanch
May-99	Comcast	AT&T (select markets)
Jun-99	Charter	Bresnan
Jul-99	Cox	Gannett
Jul-99	Cox	AT&T (select markets)
Nov-99	Comcast	Lenfest
Dec-99	Adelphia	Cablevision (Ohio)
Apr-00	AT&T	Cablevision (Boston)
Jan-01	Comcast	AT&T (select markets)
Jan-01	Insight Midwest	AT&T/Insight

The high, mean, median and low per subscriber multiples calculated in these selected transactions were \$5,378, \$4,491, \$4,500 and \$3,500, respectively.

Morgan Stanley, JPMorgan and Merrill Lynch then derived from these selected transactions a reference range of per subscriber multiples of \$4,200 to \$5,000, and applying this range of multiples to the expected year-end 2001 number of subscribers for AT&T Broadband based on information provided by AT&T and AT&T Broadband's management, Morgan Stanley, JPMorgan and Merrill Lynch calculated an implied valuation range for AT&T Broadband of \$67 billion to \$78 billion, as compared to the implied value for AT&T Broadband in the proposed AT&T Comcast transaction of \$73.2 billion (based on the closing price of Comcast common stock on December 18, 2001).

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Among other factors, Morgan Stanley, JPMorgan and Merrill Lynch indicated that the merger and acquisition transaction environment varies over time because of macroeconomic factors such as interest rate and equity market fluctuations and microeconomic factors such as industry results and growth expectations. Morgan Stanley, JPMorgan and Merrill Lynch noted that no transaction reviewed was

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identical to the proposed AT&T Comcast transaction and that, accordingly, these analyses involve complex considerations and judgments concerning differences in financial and operating characteristics of AT&T Broadband and other factors that would affect the acquisition values in the comparable transactions, including the size and demographic and economic characteristics of the markets of each company and the competitive environment in which it operates.

AT&T Broadband DCF Valuation. Morgan Stanley, JPMorgan and Merrill Lynch performed a five-year discounted cash flow analysis on AT&T Broadband as of December 31, 2001 based on financial forecasts and estimates provided by Comcast's management, excluding the effect of certain strategic, financial and operational benefits anticipated in the proposed transaction according to Comcast management. In conducting this discounted cash flow analysis, Morgan Stanley, JPMorgan and Merrill Lynch utilized discount rates of between 9% and 11%, and last twelve months ("LTM") terminal EBITDA multiples of between 15x and 17x. The discount rates utilized in this analysis were chosen based upon an analysis of the weighted average cost of capital of Comcast and other comparable companies as well as Wall Street equity research.

Morgan Stanley, JPMorgan and Merrill Lynch also performed a separate discounted cash flow analysis of the effect of certain strategic, financial and operational benefits anticipated in the proposed transaction (or synergies) based on information provided by the managements of Comcast, AT&T and AT&T Broadband. In conducting this second discounted cash flow analysis, Morgan Stanley, JPMorgan and Merrill Lynch utilized discount rates between 9% and 11% and perpetual growth rates of between 3% and 4%. The discount rates utilized in this analysis were chosen based upon an analysis of the weighted average cost of capital of Comcast and other comparable companies as well as Wall Street equity research.

Based on the aforementioned projections and assumptions, the discounted cash flow analysis of AT&T Broadband yielded a range of implied values for AT&T Broadband of \$62 billion to \$74 billion excluding synergies and \$73 billion to \$92 billion including synergies, as compared to the implied value for AT&T Broadband in the proposed AT&T Comcast transaction of \$73.2 billion (based on the closing price of Comcast common stock on December 18, 2001).

### CONTRIBUTION ANALYSIS

Morgan Stanley, JPMorgan and Merrill Lynch calculated the implied relative equity contributions of AT&T Broadband and Comcast to the combined company based on their respective contributions of estimated 2001 year-end subscribers, estimated 2002 to 2005 cable revenue and estimated 2002 to 2005 cable EBITDA, in each case adjusted for the relative contribution of AT&T Broadband and Comcast, respectively, to the leverage of the combined company. Such analysis was done both with and without taking into account the transaction synergies estimated by the managements of AT&T, AT&T Broadband and Comcast. Morgan Stanley, JPMorgan and Merrill Lynch then compared the results of this analysis to the pro forma equity ownership implied by the proposed AT&T Comcast transaction prior to the conversion of the QUIPS. Based on the foregoing analysis, AT&T Broadband's implied equity contribution ranged from 43.0% to 54.9% excluding synergies, and

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50.7% to 61.0% including synergies, as compared to the pro forma AT&T Broadband shareholder ownership of 55.8% in the proposed transaction (or 56.6% assuming the issuance by AT&T Comcast of the maximum potential number of additional shares of AT&T Comcast stock to AT&T Broadband shareholders provided in the merger agreement under certain circumstances if the stock issued to AT&T Broadband shareholders in the proposed AT&T Comcast transaction is not included in the S&P 500 Index).

### DCF CONTRIBUTION ANALYSIS

Morgan Stanley, JPMorgan and Merrill Lynch also derived an implied AT&T Broadband ownership in the combined entity based on an analysis of the respective discounted cash flow contributions of AT&T Broadband and Comcast to the combined company both with and without taking into account the synergies estimated by the managements of AT&T, AT&T Broadband and Comcast.

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Morgan Stanley, JPMorgan and Merrill Lynch conducted a five-year discounted cash flow analysis of each of Comcast and AT&T Broadband as of December 31, 2001. For AT&T Broadband, the analysis was based on the same assumptions as in the AT&T Broadband DCF Valuation described above, including utilizing the same discount rates and LTM terminal EBITDA multiples as in that analysis. For Comcast, the analysis was based on financial information and projections from Morgan Stanley equity research dated November 1, 2001, and utilized discount rates of 9% to 11% and LTM terminal EBITDA multiples of 14x to 16x. The assumed discount rates were chosen based on an analysis of the weighted average cost of capital of Comcast and other comparable companies as well as Wall Street equity research.

Morgan Stanley, JPMorgan and Merrill Lynch then compared the low and high discounted cash flow values of each of AT&T Broadband and Comcast to derive a range of implied discounted cash flow equity contribution for AT&T Broadband. Based on the foregoing analysis, AT&T Broadband's implied discounted cash flow equity contribution ranged from 41% to 53% excluding synergies, and 47.5% to 60.5% including synergies.

### GENERAL

In connection with the review of the proposed AT&T Comcast transaction by the Comcast Board, Morgan Stanley, JPMorgan and Merrill Lynch performed a variety of financial and comparable analyses for purposes of rendering their respective opinions. The preparation of a fairness opinion is a complex process and is not susceptible to partial analysis or summary description. In arriving at their respective opinions, Morgan Stanley, JPMorgan and Merrill Lynch considered the results of all of their analyses as a whole and did not attribute any particular weight to any analysis or factor considered by them. Furthermore, Morgan Stanley, JPMorgan and Merrill Lynch believe that the summary provided and the analyses described above must be considered as a whole and that selecting any portion of their analyses, without considering all of them, would create an incomplete view of the process underlying their analyses and opinions. As a result, the ranges of valuations resulting from any particular analysis or combination of analyses described above were merely utilized to create points of reference for analytical purposes and should not be taken to be the view of Morgan Stanley, JPMorgan or Merrill Lynch with respect to the actual value of Comcast, AT&T Broadband or AT&T Comcast.

In performing their analyses, Morgan Stanley, JPMorgan and Merrill Lynch made numerous assumptions with respect to industry performance, general business and economic conditions and other matters, many of which are beyond the control of Morgan Stanley, JPMorgan, Merrill Lynch, Comcast, AT&T or AT&T Broadband. Any

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estimates contained in the analyses of Morgan Stanley, JPMorgan and Merrill Lynch are not necessarily indicative of future results or actual values, which may be significantly more or less favorable than those suggested by such estimates. The analyses performed were prepared solely as part of the analyses of Morgan Stanley, JPMorgan and Merrill Lynch of the fairness of the Comcast conversion ratios in the Comcast merger, in the aggregate, from a financial point of view to the Comcast shareholders, taken together, and were prepared in connection with the delivery by Morgan Stanley, JPMorgan and Merrill Lynch of their respective opinions, each dated December 19, 2001, to the Comcast Board. The analyses do not purport to be appraisals or to reflect the prices at which Comcast common stock or AT&T Comcast common stock will trade following the announcement or consummation of the proposed transaction. The Comcast conversion ratios and other terms of the proposed AT&T Comcast transaction were determined through arms' length negotiations among Comcast, AT&T and AT&T Broadband and were approved by the Comcast Board. Morgan Stanley, JPMorgan and Merrill Lynch provided advice to Comcast during such negotiations. However, Morgan Stanley, JPMorgan and Merrill Lynch did not recommend any specific conversion ratios or other form of consideration to Comcast or that any specific conversion ratios or other form of consideration constituted the only appropriate consideration for the proposed AT&T Comcast transaction.

The opinions of Morgan Stanley, JPMorgan and Merrill Lynch were one of many factors taken into consideration by the Comcast Board in making its determination to approve the proposed AT&T Comcast transaction. The analyses of Morgan Stanley, JPMorgan and Merrill Lynch summarized above should not be viewed as determinative of the opinion of the Comcast Board with respect to the value of Comcast,

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AT&T Broadband or AT&T Comcast or of whether the Comcast Board would have been willing to agree to different conversion ratios or other forms of consideration. The foregoing summary does not purport to be a complete description of the analyses performed by Morgan Stanley, JPMorgan and Merrill Lynch.

The Comcast Board selected Morgan Stanley, JPMorgan and Merrill Lynch as its financial advisors because of their reputations as internationally recognized investment banking and advisory firms with substantial experience in transactions similar to this proposed transaction and because Morgan Stanley, JPMorgan and Merrill Lynch are familiar with Comcast and its business. As part of its investment banking and financial advisory business, each of Morgan Stanley, JPMorgan and Merrill Lynch is continually engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, negotiated underwritings, competitive biddings, secondary distributions of listed and unlisted securities, private placements and valuations for corporate and other purposes.

Each of Morgan Stanley, JPMorgan and Merrill Lynch provides a full range of financial advisory and securities services and in the past, each of Morgan Stanley, JPMorgan and Merrill Lynch and their respective affiliates have provided financial advisory and financing services for Comcast and AT&T and their affiliates and have received fees for the rendering of such services and also may provide such services to Comcast, AT&T or AT&T Comcast and their affiliates in the future for which it would expect to receive fees. In addition, in the course of its business, each of Morgan Stanley, JPMorgan and Merrill Lynch may (or its affiliates may) actively trade the debt and equity securities of Comcast or AT&T or, after the proposed AT&T Comcast transaction, AT&T Comcast for its own accounts or for the accounts of its customers and, accordingly, may at any time hold long or short positions in such securities.

Under the terms of separate letter agreements, each dated July 8, 2001, Comcast engaged each of Morgan Stanley, JPMorgan and Merrill Lynch to act as its

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financial advisor in connection with the contemplated AT&T Comcast transaction. Pursuant to the terms of these letters, Comcast has agreed to pay Morgan Stanley a financial advisory fee of (a) \$6 million upon the execution of its letter agreement and (b) \$34 million upon completion of the AT&T Comcast transaction and to pay each of JPMorgan and Merrill Lynch a financial advisory fee of (a) \$5.25 million upon the execution of its letter agreement and (b) \$29.75 million upon completion of the AT&T Comcast transaction. Comcast has also agreed to reimburse each of Morgan Stanley, JPMorgan and Merrill Lynch for its reasonable out-of-pocket expenses incurred in connection with the engagement, including attorney's fees, and to indemnify each of Morgan Stanley, JPMorgan and Merrill Lynch and their related parties from and against certain liabilities, including liabilities under the federal securities laws.

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### OPINIONS OF AT&T'S FINANCIAL ADVISORS

#### CREDIT SUISSE FIRST BOSTON'S OPINION

Credit Suisse First Boston has acted as a financial advisor to AT&T in connection with the mergers. AT&T selected Credit Suisse First Boston based on Credit Suisse First Boston's experience, expertise and reputation. Credit Suisse First Boston is an internationally recognized investment banking firm and is regularly engaged in the valuation of businesses and securities in connection with mergers and acquisitions, leveraged buyouts, negotiated underwritings, competitive biddings, secondary distributions of listed and unlisted securities, private placements and valuations for corporate and other purposes.

In connection with Credit Suisse First Boston's engagement, AT&T requested that Credit Suisse First Boston consider the fairness, from a financial point of view, of the AT&T Broadband exchange ratio provided for in the AT&T Broadband merger to holders of AT&T Broadband common stock immediately prior to the mergers, other than Comcast and its affiliates. On December 19, 2001, at a meeting of the AT&T Board held to consider the mergers, Credit Suisse First Boston rendered to the AT&T Board an oral opinion, which opinion was confirmed by delivery of a written opinion dated December 19, 2001, to the effect that, as of that date and based on and subject to the matters described in its opinion, the AT&T Broadband exchange ratio was fair, from a financial point of view, to holders of AT&T Broadband common stock immediately prior to the mergers, other than Comcast and its affiliates.

THE FULL TEXT OF CREDIT SUISSE FIRST BOSTON'S WRITTEN OPINION, DATED DECEMBER 19, 2001, TO THE AT&T BOARD, WHICH DESCRIBES THE PROCEDURES FOLLOWED, ASSUMPTIONS MADE, MATTERS CONSIDERED AND LIMITATIONS ON THE REVIEW UNDERTAKEN, IS ATTACHED AS ANNEX J AND IS INCORPORATED INTO THIS DOCUMENT BY REFERENCE. HOLDERS OF AT&T COMMON STOCK ARE ENCOURAGED TO READ THIS OPINION CAREFULLY IN ITS ENTIRETY. CREDIT SUISSE FIRST BOSTON'S OPINION IS ADDRESSED TO THE AT&T BOARD AND RELATES ONLY TO THE FAIRNESS, FROM A FINANCIAL POINT OF VIEW, OF THE AT&T BROADBAND EXCHANGE RATIO, AND DOES NOT ADDRESS ANY OTHER ASPECT OF THE PROPOSED MERGERS OR ANY RELATED TRANSACTIONS, INCLUDING THE AT&T BROADBAND SPIN-OFF, AND DOES NOT CONSTITUTE A RECOMMENDATION TO ANY SHAREHOLDER AS TO ANY MATTER RELATING TO THE MERGERS OR ANY RELATED TRANSACTIONS. THE SUMMARY OF CREDIT SUISSE FIRST BOSTON'S OPINION IN THIS DOCUMENT IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO THE FULL TEXT OF THE OPINION.

In arriving at its opinion, Credit Suisse First Boston reviewed:

- the merger agreement;
- the separation and distribution agreement;



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- other related documents;
- publicly available business and financial information relating to AT&T Broadband and Comcast; and
- other information relating to AT&T Broadband and Comcast, including financial forecasts, in the case of Comcast, as adjusted by the management of AT&T Broadband and reviewed by AT&T and, in the case of potential cost savings and synergies, as adjusted by the managements of AT&T and AT&T Broadband, provided to or discussed with Credit Suisse First Boston by AT&T, AT&T Broadband and Comcast.

Credit Suisse First Boston also met with the managements of AT&T, AT&T Broadband and Comcast to discuss the businesses and prospects of AT&T Broadband and Comcast. Credit Suisse First Boston also considered:

- financial data of AT&T Broadband and financial and stock market data of Comcast, and compared those data with similar data for other publicly held companies in businesses similar to AT&T Broadband and Comcast;
- to the extent publicly available, the financial terms of other business combinations and other transactions announced or effected; and

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- other information, financial studies, analyses and investigations and financial, economic and market criteria that it deemed relevant.

In connection with its review, Credit Suisse First Boston did not assume any responsibility for independent verification of any of the information that it reviewed or considered and relied on that information being complete and accurate in all material respects. Credit Suisse First Boston was advised, and assumed:

- with respect to the financial forecasts, including adjustments to the forecasts, and other information and data, that the forecasts were reasonably prepared on bases reflecting the best currently available estimates and judgments of the managements of AT&T, AT&T Broadband and Comcast as to the future financial performance of AT&T Broadband and Comcast, the potential cost savings and synergies, including the amount, timing and achievability of the cost savings and synergies, and strategic benefits anticipated by the managements of AT&T, AT&T Broadband and Comcast to result from the mergers and related transactions and the other matters covered by the forecasts.

Credit Suisse First Boston also assumed, with AT&T's consent, that:

- in the course of obtaining the necessary regulatory and third party approvals and consents for the proposed mergers and related transactions, no modification, delay, limitation, restriction or condition will be imposed that would have an adverse effect on AT&T, AT&T Broadband or Comcast or the contemplated benefits of the proposed mergers or related transactions in any respect meaningful to its analyses;
- the mergers and related transactions, including the AT&T Broadband spin-off, will be consummated in accordance with the terms of the merger agreement, the separation and distribution agreement and related documents, without waiver, modification or amendment of any material terms, conditions or agreements, and in compliance with all applicable laws, including, in the case of the AT&T Broadband spin-off, laws relating to insolvency and fraudulent conveyance and to the payments of

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dividends; and

- the mergers would be treated as a tax-free exchange, and that the AT&T Broadband spin-off would qualify as a tax-free distribution, for federal income tax purposes.

Credit Suisse First Boston was not requested to make, and did not make, an independent evaluation or appraisal of the assets or liabilities, contingent or otherwise, of AT&T, AT&T Broadband or Comcast, and Credit Suisse First Boston was not furnished with any evaluations or appraisals. Credit Suisse First Boston's opinion was necessarily based on information available to it, and financial, economic, market and other conditions as they existed and could be evaluated, on the date of Credit Suisse First Boston's opinion.

Credit Suisse First Boston did not express any opinion as to:

- what the value of the securities of AT&T Broadband or AT&T Comcast actually will be when issued; or
- the prices at which the securities of AT&T Broadband or AT&T Comcast would trade at any time.

Credit Suisse First Boston's opinion did not address:

- any aspect of the mergers other than the AT&T Broadband exchange ratio to the extent specified in its opinion;
- any related transactions, including the AT&T Broadband spin-off;
- the relative merits of the mergers or any related transactions as compared to other business strategies that might have been available to AT&T or AT&T Broadband; or
- the underlying business decision of AT&T to proceed with the mergers or any related transactions.

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In connection with its engagement, Credit Suisse First Boston was requested to approach, and held preliminary discussions with, third parties to solicit indications of interest in the possible acquisition of all or a part of AT&T Broadband. Although Credit Suisse First Boston evaluated the AT&T Broadband exchange ratio from a financial point of view, Credit Suisse First Boston was not requested to, and did not, recommend the specific consideration payable in the AT&T Broadband merger, which consideration was determined between AT&T and Comcast. Except as described above, AT&T imposed no other limitations on Credit Suisse First Boston with respect to the investigations made or procedures followed in rendering its opinion.

### GOLDMAN SACHS' OPINION

On December 19, 2001, Goldman Sachs delivered its oral opinion, which it subsequently confirmed in writing as of the same date, to the AT&T Board that, based upon and subject to the matters described in the Goldman Sachs opinion and based upon such other matters as Goldman Sachs considered relevant, as of that date and based on the market conditions of that date, the AT&T Broadband exchange ratio, as defined in the opinion, pursuant to the merger agreement was fair from a financial point of view to holders, other than Comcast and its affiliates, of AT&T Broadband common stock immediately prior to the mergers.

THE FULL TEXT OF GOLDMAN SACHS' WRITTEN OPINION, WHICH SETS FORTH THE

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ASSUMPTIONS MADE, MATTERS CONSIDERED AND LIMITATIONS ON THE REVIEW UNDERTAKEN IN CONNECTION WITH ITS OPINION, IS ATTACHED HERETO AS ANNEX K AND IS INCORPORATED HEREIN BY REFERENCE. GOLDMAN SACHS PROVIDED ITS OPINION AND ITS ADVISORY SERVICES FOR THE INFORMATION AND ASSISTANCE OF THE AT&T BOARD IN CONNECTION WITH ITS CONSIDERATION OF THE AT&T BROADBAND MERGER. GOLDMAN SACHS EXPRESSED NO OPINION AS TO, AMONG OTHER THINGS, ANY RELATED TRANSACTION, INCLUDING THE AT&T BROADBAND SPIN-OFF, AND ITS OPINION DOES NOT CONSTITUTE A RECOMMENDATION TO ANY SHAREHOLDER AS TO ANY MATTER RELATING TO THE MERGERS OR ANY RELATED TRANSACTIONS. THE GOLDMAN SACHS OPINION IS NECESSARILY BASED UPON INFORMATION AVAILABLE TO GOLDMAN SACHS AND FINANCIAL, ECONOMIC, MARKET AND OTHER CONDITIONS AS THEY EXIST AND CAN BE EVALUATED AS OF THE DATE OF ITS OPINION, AND GOLDMAN SACHS ASSUMES NO DUTY TO UPDATE OR REVISE ITS OPINION BASED ON CIRCUMSTANCES OR EVENTS AFTER THE DATE OF THE OPINION. WE URGE YOU TO READ THE GOLDMAN SACHS OPINION IN ITS ENTIRETY.

In connection with its opinion, Goldman Sachs reviewed, among other things:

- the merger agreement;
- the separation and distribution agreement;
- annual reports to shareholders and annual reports on Form 10-K of AT&T and Comcast for the five years ended December 31, 2000;
- the preliminary proxy statement of AT&T dated July 3, 2001;
- other communications from AT&T and Comcast to their respective shareholders;
- internal financial analyses and forecasts for Comcast prepared by its management, as adjusted by AT&T Broadband management and reviewed by AT&T management;
- internal financial analyses and forecasts for AT&T Broadband prepared by AT&T Broadband management and reviewed and/or adjusted by AT&T management; and
- cost savings and operating synergies projected to result from the transactions contemplated by the merger agreement as prepared by the managements of Comcast and AT&T Broadband and as further adjusted by the managements of AT&T Broadband and AT&T.

Goldman Sachs also held discussions with members of the senior management of AT&T, AT&T Broadband and Comcast regarding their assessment of the strategic rationale for, and the potential benefits

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of, the transaction contemplated by the merger agreement and the past and current business operations, financial condition and future prospects of their respective companies. In addition, Goldman Sachs:

- reviewed the reported price and trading activity for the shares of AT&T common stock, Comcast Class A common stock and Comcast Class A Special common stock;
- compared financial information for AT&T Broadband and financial and stock market information for Comcast with similar information for various other companies the securities of which are publicly traded; and
- reviewed the financial terms of various recent business combinations in

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the cable industry specifically and in other industries generally and performed other studies and analyses as it considered appropriate.

Goldman Sachs relied upon the accuracy and completeness of all of the financial, accounting and other information and data discussed with or reviewed by it and assumed the accuracy and completeness thereof for purposes of its opinion. In that regard, Goldman Sachs assumed, with the consent of the AT&T Board, that the forecasts and the synergies had been reasonably prepared on a basis reflecting the best currently available judgments and estimates of the managements of AT&T and AT&T Broadband. In addition, Goldman Sachs did not make an independent evaluation or appraisal of the assets and liabilities of AT&T, AT&T Broadband or Comcast or any of their subsidiaries and was not furnished with any evaluation or appraisal.

For purposes of its analyses, Goldman Sachs was advised and assumed, with the consent of the AT&T Board, that:

- all governmental, regulatory or other consents and approvals necessary for the consummation of the transactions contemplated by the merger agreement and the separation and distribution agreement will be obtained without any adverse effect on AT&T, AT&T Broadband and Comcast or AT&T Comcast following the mergers or the contemplated benefits of the transactions in any respect meaningful to its analyses;
- the mergers and the other transactions contemplated by the merger agreement and the separation and distribution agreement will be consummated in accordance with the terms of these agreements, and without waiver, modification or amendment of any material terms, conditions or agreements and in compliance with all applicable laws including, in the case of the AT&T Broadband spin-off, laws relating to insolvency and fraudulent conveyance and to the payment of dividends; and
- for federal income tax purposes, the AT&T Broadband spin-off will qualify as a tax-free distribution and the mergers will be treated as a tax-free reorganization.

Goldman Sachs expressed no opinion as to:

- any aspect of the mergers other than the AT&T Broadband exchange ratio to the extent specified in its opinion;
- any related transaction, including the AT&T Broadband spin-off;
- AT&T's underlying business decision to effect the mergers or any related transactions;
- the prices at which the shares of AT&T Broadband common stock or of AT&T Comcast Class A common stock, AT&T Comcast Class A Special common stock or AT&T Comcast Class C common stock may trade at any time if and when they are issued and trade publicly; or
- the relative merits of the transactions contemplated by the merger agreement and the separation and distribution agreement as compared to any alternative business transaction that might be available to AT&T or to AT&T Broadband.

Goldman Sachs, as part of its investment banking business, is continually engaged in performing financial analyses with respect to the valuation of businesses and their securities in connection with

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mergers and acquisitions, negotiated underwritings, competitive biddings, secondary distributions of listed and unlisted securities and private placements as well as for estate, corporate and other purposes.

AT&T selected Goldman Sachs as its financial advisor because it is an internationally recognized investment banking firm that has substantial experience in transactions similar to the mergers.

### FINANCIAL ANALYSES

In preparing their respective opinions to the AT&T Board, Credit Suisse First Boston and Goldman Sachs performed a variety of financial and comparative analyses, including those described below. The summary of the analyses of Credit Suisse First Boston and Goldman Sachs described below is not a complete description of the analyses underlying their opinions. The preparation of a fairness opinion is a complex process involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances and, therefore, a fairness opinion is not readily susceptible to partial analysis or summary description. In arriving at their respective opinions, Credit Suisse First Boston and Goldman Sachs made qualitative judgments as to the significance and relevance of each analysis and factor that it considered. Accordingly, Credit Suisse First Boston and Goldman Sachs believe that their analyses must be considered as a whole and that selecting portions of their analyses and factors or focusing on information presented in tabular format, without considering all analyses and factors or the narrative description of the analyses, could create a misleading or incomplete view of the processes underlying their analyses and opinions.

In their analyses, Credit Suisse First Boston and Goldman Sachs considered industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond the control of AT&T, AT&T Broadband and Comcast. No company, transaction or business used in Credit Suisse First Boston's and Goldman Sachs' analyses as a comparison is identical to AT&T, AT&T Broadband, Comcast or the proposed mergers, and an evaluation of the results of those analyses is not entirely mathematical. Rather, the analyses involve complex considerations and judgments concerning financial and operating characteristics and other factors that could affect the acquisition, public trading or other values of the companies, business segments or transactions analyzed. The estimates contained in the analyses of Credit Suisse First Boston and Goldman Sachs and the ranges of valuations resulting from any particular analysis are not necessarily indicative of actual values or predictive of future results or values, which may be significantly more or less favorable than those suggested by the analyses. In addition, analyses relating to the value of businesses or securities do not purport to be appraisals or to reflect the prices at which businesses or securities actually may be sold. Accordingly, the analyses and estimates of Credit Suisse First Boston and Goldman Sachs are inherently subject to substantial uncertainty.

The opinions of Credit Suisse First Boston and Goldman Sachs were only one of many factors considered by the AT&T Board in its evaluation of the proposed mergers and should not be viewed as determinative of the views of the AT&T Board or management with respect to the mergers or the AT&T Broadband exchange ratio.

The following is a summary of the material financial analyses underlying the opinions of Credit Suisse First Boston and Goldman Sachs delivered to the AT&T Board. THE FINANCIAL ANALYSES SUMMARIZED BELOW INCLUDE INFORMATION PRESENTED IN TABULAR FORMAT. IN ORDER TO FULLY UNDERSTAND CREDIT SUISSE FIRST BOSTON'S AND GOLDMAN SACHS' FINANCIAL ANALYSES, THE TABLES MUST BE READ TOGETHER WITH THE TEXT OF EACH SUMMARY. THE TABLES ALONE DO NOT CONSTITUTE A COMPLETE DESCRIPTION OF THE FINANCIAL ANALYSES. CONSIDERING THE DATA IN THE TABLES BELOW WITHOUT CONSIDERING THE FULL NARRATIVE DESCRIPTION OF THE FINANCIAL ANALYSES,

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INCLUDING THE METHODOLOGIES AND ASSUMPTIONS UNDERLYING THE ANALYSES, COULD CREATE A MISLEADING OR INCOMPLETE VIEW OF CREDIT SUISSE FIRST BOSTON'S AND GOLDMAN SACHS' FINANCIAL ANALYSES.

### SELECTED COMPANIES ANALYSIS

Credit Suisse First Boston and Goldman Sachs compared financial and operating data of AT&T Broadband's core cable business, which excludes assets relating to Time Warner Entertainment and various

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other cable joint ventures, referred to as AT&T Broadband Cable, to corresponding data for the following five publicly traded companies in the cable industry:

- Adelphia Communications Corporation
- Cablevision Systems Corporation
- Charter Communications, Inc.
- Comcast Corporation
- Cox Communications, Inc.

Credit Suisse First Boston and Goldman Sachs reviewed enterprise values, calculated as equity value plus net debt, as a multiple of calendar years 2002 and 2003 estimated earnings before interest, taxes, depreciation and amortization, commonly referred to as EBITDA. All multiples were based on closing stock prices on December 18, 2001. Credit Suisse First Boston and Goldman Sachs then applied a range of selected multiples derived from the selected companies of calendar years 2002 and 2003 estimated EBITDA to corresponding financial data of AT&T Broadband Cable, both with and without giving effect to, in the case of calendar year 2003, a \$7.5 billion potential initial public offering of 19.0% of AT&T Broadband occurring at year-end 2002, referred to as the IPO. Credit Suisse First Boston and Goldman Sachs also applied a range of selected multiples derived from the selected companies to AT&T Broadband Cable's calendar year 2004 estimated EBITDA, after giving effect to the IPO, the result of which was then discounted to 2001 year-end present value using a discount rate of 15%. Estimated financial data for AT&T Broadband Cable were based on internal estimates of AT&T Broadband's management and estimated financial data for the selected companies were based on publicly available research analysts' estimates. This analysis indicated an implied enterprise reference range for AT&T Broadband Cable of approximately \$31.0 billion to \$60.0 billion. Using this enterprise reference range, Credit Suisse First Boston and Goldman Sachs then derived an implied reference range per 2001 AT&T Broadband Cable subscriber. This analysis indicated the following implied reference range per 2001 AT&T Broadband Cable subscriber, as compared to the per 2001 AT&T Broadband Cable subscriber value implied by the AT&T Broadband merger consideration attributable to AT&T Broadband Cable.

	IMPLIED REFERENCE RANGE PER 2001 AT&T BROADBAND CABLE SUBSCRIBER	PER 2001 AT&T BROADBAND CABLE SUBSCRIBER VALUE IMPLIED BY THE AT&T BROADBAND MERGER CONSIDERATION ATTRIBUTABLE TO AT&T BROADBAND CABLE
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AT&T Broadband Cable.....	\$2,301 - \$4,380	\$4,604

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Credit Suisse First Boston and Goldman Sachs also reviewed the per subscriber values for the selected companies for the first three fiscal quarters of 2001 and estimated fiscal fourth quarter of 2001. Credit Suisse First Boston and Goldman Sachs then derived an implied reference range per 2001 subscriber for the selected companies. This analysis indicated the following implied reference range per 2001 subscriber for the selected companies, as compared to the per 2001 AT&T Broadband Cable subscriber value implied by the AT&T Broadband merger consideration attributable to AT&T Broadband Cable:

IMPLIED REFERENCE RANGE PER 2001 SUBSCRIBER FOR SELECTED COMPANIES	PER 2001 AT&T BROADBAND CABLE SUBSCRIBER VALUE IMPLIED BY THE AT&T BROADBAND MERGER CONSIDERATION ATTRIBUTABLE TO AT&T BROADBAND CABLE
\$3,250 - \$4,000	\$4,604

### DISCOUNTED CASH FLOW ANALYSIS

Credit Suisse First Boston and Goldman Sachs calculated the present value of the stand-alone, unlevered, after-tax free cash flows that AT&T Broadband Cable could generate for the fiscal years 2002 to 2005. Credit Suisse First Boston and Goldman Sachs performed this analysis based on four scenarios, AT&T Broadband management case I, AT&T Broadband management case II, AT&T Broadband alternate case I, and AT&T Broadband alternate case II. AT&T Broadband management case I was based

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on internal estimates of AT&T Broadband's management. AT&T Broadband management case II included adjustments to AT&T Broadband management case I based on discussions with AT&T's management to reflect, among other things, the dilutive effect of various financing alternatives. AT&T Broadband alternate case I included adjustments to AT&T Broadband management case I based on discussions with AT&T's management to reflect, among other things, the potential for decreased revenue and profitability of AT&T Broadband Cable. AT&T Broadband alternate case II included adjustments to AT&T Broadband alternate case I based on discussions with AT&T's management to reflect, among other things, the dilutive effect of various financing alternatives.

Credit Suisse First Boston and Goldman Sachs calculated a range of estimated terminal values for AT&T Broadband Cable by applying selected EBITDA multiples ranging from 12.0x to 14.0x to AT&T Broadband Cable's calendar year 2005 estimated EBITDA. The estimated free cash flows and calculated terminal values were then discounted to present value using a discount rate of 11.0%.

This analysis indicated an implied enterprise reference range for AT&T Broadband Cable of approximately \$49.0 billion to \$68.0 billion, based on the four scenarios described above. Using this enterprise reference range, Credit Suisse First Boston and Goldman Sachs then derived an implied reference range per 2001 AT&T Broadband Cable subscriber. This analysis indicated the following implied reference range per 2001 AT&T Broadband Cable subscriber, as compared to the per 2001 AT&T Broadband Cable subscriber value implied by the AT&T Broadband merger consideration attributable to AT&T Broadband Cable:

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	IMPLIED REFERENCE RANGE PER 2001 AT&T BROADBAND CABLE SUBSCRIBER	PER 2001 AT&T BROADBAND CABLE SUBSCRIBER VALUE IMPLIED BY THE AT&T BROADBAND MERGER CONSIDERATION ATTRIBUTABLE TO AT&T BROADBAND CABLE
AT&T Broadband Cable.....	\$3,619 - \$4,978	\$4,604

Credit Suisse First Boston and Goldman Sachs also calculated the present value of the unlevered, after-tax free cash flows that AT&T Broadband could generate for fiscal years 2002 to 2005, on a stand-alone basis, based on AT&T Broadband management case I, and the present value of the unlevered, after-tax free cash flows that AT&T Comcast, pro forma for the mergers, could generate for fiscal years 2002 to 2005. Estimated financial data for AT&T Broadband were based on AT&T Broadband management case I. Estimated financial data for Comcast were based on internal estimates of Comcast's management, as adjusted by AT&T Broadband's management and reviewed by AT&T's management, to reflect, among other things, the potential for decreased revenue and profitability of Comcast, referred to as Comcast adjusted management case.

Credit Suisse First Boston and Goldman Sachs calculated a range of estimated terminal values for AT&T Broadband, on a stand-alone basis, and AT&T Comcast, after giving effect to the mergers, by applying an EBITDA multiple of 13.0x, the midpoint of the 12.0x to 14.0x range used in calculating the terminal values, to AT&T Broadband's and AT&T Comcast's calendar year 2005 estimated EBITDA. The estimated free cash flows and calculated terminal values were then discounted to present value using a discount rate of 11.0%.

This analysis indicated the following approximate implied per share equity values for AT&T Broadband common stock on a stand-alone basis, before and after giving effect to the dilutive effect of various financing alternatives which were based on discussions with AT&T's management, and the following implied per share equity value reference range for AT&T Comcast, before and after taking into account various levels of potential cost savings and other synergies anticipated by the managements of AT&T, AT&T Broadband and Comcast to result from the mergers:

	STAND-ALONE (WITHOUT FINANCING) IMPLIED PER SHARE EQUITY VALUE	STAND-ALONE (WITH FINANCING) IMPLIED PER SHARE EQUITY VALUE	AT&T COMCAST IMPLIED PER SHARE EQUITY VALUE REFERENCE RANGE
AT&T Broadband common stock.....	\$13.78	\$12.09	\$14.06 - \$16.17

CONTRIBUTION ANALYSIS

Credit Suisse First Boston and Goldman Sachs reviewed the relative contributions of AT&T Broadband and of Comcast to AT&T Comcast's unlevered, after-tax free cash flows for calendar years 2002 through 2005. Estimated financial data for AT&T Broadband were based on AT&T Broadband management case I, described above under the caption "Discounted Cash Flow Analysis." Estimated financial data for Comcast were based on the Comcast adjusted management case, described above under the caption "Discounted Cash Flow Analysis."



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Credit Suisse First Boston and Goldman Sachs then computed the relative contribution of AT&T Broadband and of Comcast to the discounted cash flow equity reference range of AT&T Comcast. This analysis indicated the following range of contribution percentages by AT&T Broadband to AT&T Comcast's discounted cash flow equity reference range, as compared to the approximate fully diluted equity ownership percentage of AT&T Broadband's shareholders:

AT&T BROADBAND PERCENTAGE CONTRIBUTION TO DISCOUNTED CASH FLOW EQUITY REFERENCE RANGE	IMPLIED AT&T BROADBAND SHAREHOLDER OWNERSHIP PERCENTAGE FOLLOWING CONSUMMATION OF THE MERGERS
50.2%-58.1%	56.0%

If the Microsoft transaction described under "Description of the AT&T Comcast Transaction Agreements -- The Exchange Agreement and Instrument of Admission -- QUIPS Exchange" is completed, the ownership percentage of AT&T Comcast attributable to the AT&T Broadband shareholders immediately following the mergers would increase due to the number of AT&T Broadband shares issued to Microsoft as a result of the Microsoft transaction, and the ownership attributable to AT&T Broadband shareholders implied by the contribution analysis would increase accordingly.

Credit Suisse First Boston and Goldman Sachs also reviewed the relative contributions of AT&T Broadband Cable and of Comcast to AT&T Comcast's first three fiscal quarters of 2001 EBITDA and estimated fiscal fourth quarter of 2001 EBITDA and estimated calendar years 2002 through 2004 EBITDA and to AT&T Comcast's estimated calendar year 2001 cable subscribers and number of homes capable of cable subscription, based on AT&T Broadband management case I and Comcast adjusted management case, both described above under the caption "Discounted Cash Flow Analysis." Credit Suisse First Boston and Goldman Sachs noted that this analysis indicated a range of contribution percentages by AT&T Broadband to AT&T Comcast of 37.9% to 57.0%.

### OTHER FACTORS

In the course of preparing its opinion, Credit Suisse First Boston and Goldman Sachs also reviewed and considered other information and data, including:

- the enterprise reference range and reference range per 2001 AT&T Broadband Cable subscriber of AT&T Comcast, after giving effect to the mergers, implied by a range of selected EBITDA multiples for calendar years 2003 and 2004, after taking into account potential synergies anticipated by the managements of AT&T, AT&T Broadband and Comcast to result from the mergers and discounting the 2004 calendar year results to 2001 year-end present values using a discount rate of 15%;
- the estimated percentage changes in the current per share price of Comcast common stock after giving effect to the mergers, assuming a range of selected EBITDA multiples for calendar year 2003, before and after taking into account potential synergies anticipated by the managements of AT&T, AT&T Broadband and Comcast to result from the mergers; and
- the possible credit rating of AT&T Comcast, taking into account, among other things, AT&T Comcast's estimated debt to EBITDA multiple for

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calendar years 2002, 2003 and 2004, after taking into account potential synergies anticipated by the managements of AT&T, AT&T Broadband and Comcast to result from the mergers.

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### MISCELLANEOUS

AT&T has agreed to pay each of Credit Suisse First Boston and Goldman Sachs customary fees for their financial advisory services in connection with the proposed mergers, which fees currently are estimated to be approximately \$55.8 million in the aggregate for each of Credit Suisse First Boston and Goldman Sachs. AT&T also has agreed to reimburse Credit Suisse First Boston and Goldman Sachs for their reasonable out-of-pocket expenses, including fees and expenses of legal counsel, and to indemnify Credit Suisse First Boston and Goldman Sachs and related parties against liabilities, including liabilities under the federal securities laws, arising out of their respective engagements.

Credit Suisse First Boston and its affiliates in the past have provided, and currently are providing, financial and investment banking services to AT&T and some of its affiliates, and in the past have provided financial and investment banking services to Comcast and some of its affiliates unrelated to the proposed mergers, for which services Credit Suisse First Boston and its affiliates have received, and expect to receive, compensation.

Goldman Sachs is familiar with AT&T having provided investment banking services to AT&T from time to time, including:

- having acted as financial advisor to AT&T in connection with (i) its acquisition of Teleport Communications Group Inc. in July 1998, (ii) its acquisition of Tele-Communications Inc. in March 1999, (iii) its divestiture of a 50% interest in Lenfest Communications Inc. in January 2000, (iv) its divestiture of cable assets to Cox Communications, Inc. in March 2000, (v) its acquisition of MediaOne Group in June 2000, (vi) its acquisition of assets from Cablevision Systems Corporation in January 2001, (vii) its analysis, consideration and negotiation of revisions to AT&T's put arrangements with Cox Communications, Inc. and Comcast involving At Home Corporation in May 2001, (viii) its distribution of the outstanding shares of common stock of AT&T Wireless Inc. held by AT&T to holders of AT&T common stock in July 2001, (ix) its debt-for-equity exchange offer involving AT&T's remaining stake in AT&T Wireless in July 2001, and (x) its transaction with BT Group plc relating to the unwinding of the Concert joint venture announced in October 2001;
- having acted as joint lead arranger in connection with the loan syndication of AT&T's senior credit facility in April 1999, aggregate principal amount \$30 billion, and joint lead arranger of its corporate revolving credit facility in December 2000, aggregate principal amount \$25 billion, and in December 2001, aggregate principal amount \$8 billion;
- having acted as joint bookrunner in connection with (i) the public offering of AT&T Wireless Group tracking stock of AT&T in April 2000, (ii) the public offering pursuant to Rule 144A of \$1.65 billion aggregate principal amount of Notes of AT&T due August 2002 in August 2001, and (iii) the public offering pursuant to Rule 144A of \$10.1 billion aggregate principal amount of Notes of AT&T in multiple tranches and currencies in November 2001;
- having acted as sole bookrunner in connection with the public offerings pursuant to Rule 144A of (i) \$3.0 billion of aggregate principal amount of Notes of AT&T due July 2000 in July 1999 and (ii) \$6.0 billion of

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aggregate principal amount of Notes of AT&T in multiple tranches due July 2001 in July 2000;

- having acted as dealer with respect to AT&T's commercial paper program;
- having acted as financial advisor to AT&T in connection with the restructuring announced by AT&T in 2000; and
- having acted as a financial advisor to AT&T in connection with, and having participated in some of the negotiations leading up to, the merger agreement, the separation and distribution agreement and the agreements referred to therein.

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Goldman Sachs has also provided investment banking services to Comcast and its affiliates from time to time, including:

- having acted as co-manager with respect to the public offering of PHONES in March 1999, aggregate principal amount \$870 million;
- having acted as joint lead agent on the \$4.45 billion aggregate principal amount consent solicitation for various Comcast debt securities in July 2000; and
- having acted as co-manager with respect to the public offerings of (i) \$0.5 billion aggregate principal amount of Comcast's 6.375% Senior Unsecured Notes due 2006 and \$1.0 billion aggregate principal amount of Comcast's 3.75% Senior Notes due 2011 in January 2001, (ii) \$0.75 billion aggregate principal amount of Comcast's 6.875% Senior Notes due 2009 in May 2001, and (iii) \$0.75 billion aggregate principal amount of Comcast's 7.125% Senior Notes due 2013 in June 2001. Goldman Sachs may provide investment banking and advisory services to AT&T, Comcast and their respective affiliates in the future.

Pursuant to prepaid variable forward contracts between AT&T, a subsidiary of AT&T Broadband and affiliates of Credit Suisse First Boston, the subsidiary of AT&T Broadband is obligated to deliver to an affiliate of Credit Suisse First Boston either shares of Comcast Class A Special common stock or, following the mergers, AT&T Comcast Class A Special common stock or cash in an amount derived from the value of the shares that would otherwise be delivered. The prepaid variable forward contracts were entered into in the normal course of Credit Suisse First Boston's equity trading business which regularly provides hedging and monetization services to Credit Suisse First Boston's clients. In the ordinary course of business, each of Credit Suisse First Boston and Goldman Sachs and their affiliates may actively trade securities, including derivative securities, of AT&T and Comcast and their respective affiliates and in the future may actively trade securities, including derivative securities, of AT&T Comcast and its affiliates for their own accounts and for the accounts of customers and, accordingly, may at any time hold long or short positions in those securities.

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### CHAPTER FIVE DESCRIPTION OF THE AT&T COMCAST TRANSACTION AGREEMENTS

Except for the employee benefits agreement, this chapter describes the material terms of each of the AT&T Comcast transaction agreements. For a description of the material terms of the employee benefits agreement, see

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"Employee Benefits Matters -- Other Benefits Matters -- Employee Benefits Agreement."

### THE MERGER AGREEMENT

The following summary of the merger agreement, as amended, is qualified in its entirety by reference to the complete text of the merger agreement, as amended, which is incorporated by reference and attached as Annex A to this document.

### STRUCTURE OF THE MERGERS

AT&T Broadband Acquisition Corp., a wholly owned subsidiary of AT&T Comcast, will merge with and into AT&T Broadband, with AT&T Broadband continuing as the surviving corporation and a wholly owned subsidiary of AT&T Comcast. This merger is referred to in this document as the "AT&T Broadband merger." At approximately the same time, Comcast Acquisition Corp., a wholly owned subsidiary of AT&T Comcast, will merge with and into Comcast, with Comcast continuing as the surviving corporation and a wholly owned subsidiary of AT&T Comcast. This merger is referred to in this document as the "Comcast merger." After completion of the mergers, the shareholders of Comcast and AT&T Broadband will be shareholders of AT&T Comcast.

### TIMING OF CLOSING

The closing date for the AT&T Comcast transaction will occur as soon as practicable, and, in any event, within five business days, after satisfaction or waiver of all conditions to the mergers set forth in the merger agreement. The mergers will become effective after the separation and the AT&T Broadband spin-off on the closing date for the transaction at a time that is mutually agreeable to Comcast and AT&T.

### MERGER CONSIDERATION

The Preferred Structure. If holders of Comcast Class A common stock, voting as a single class, approve the preferred structure proposal:

- each share of AT&T Broadband common stock that is outstanding immediately prior to the completion of the mergers will be converted in the AT&T Broadband merger into the right to receive a number of shares of AT&T Comcast Class A common stock determined by a formula described under "-- Calculation of the AT&T Broadband Exchange Ratio" (if the AT&T Broadband exchange ratio were determined as of the date of this document, it would be approximately 0.35); and
- each share of Comcast Class A common stock, Comcast Class B common stock and Comcast Class A Special common stock that is outstanding immediately prior to the completion of the mergers will be converted in the Comcast merger into the right to receive one share of AT&T Comcast Class A common stock, AT&T Comcast Class B common stock and AT&T Comcast Class A Special common stock, respectively.

The AT&T Comcast capital structure described above is referred to in this document as the "Preferred Structure." The rights of the classes of AT&T Comcast common stock under the Preferred Structure are described under "Certain Legal Information -- Description of AT&T Comcast Capital Stock."

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The Alternative Structure. If holders of Comcast Class A common stock, voting as a single class, do not approve the preferred structure proposal:

- each share of AT&T Broadband common stock that is outstanding immediately prior to the completion of the mergers will be converted in the AT&T Broadband merger into the right to receive a number of shares of AT&T Comcast Class C common stock determined by a formula described under "-- Calculation of the AT&T Broadband Exchange Ratio" (if the AT&T Broadband exchange ratio were determined as of the date of this document, it would be approximately 0.35); and
- each share of Comcast Class A common stock, Comcast Class B common stock and Comcast Class A Special common stock that is outstanding immediately prior to the completion of the mergers will be converted in the Comcast merger into the right to receive one share of AT&T Comcast Class A common stock, AT&T Comcast Class B common stock and AT&T Comcast Class A Special common stock, respectively.

The AT&T Comcast capital structure described above is referred to in this document as the "Alternative Structure." The rights of the classes of AT&T Comcast common stock under the Alternative Structure are described in "Certain Legal Information -- Description of AT&T Comcast Capital Stock."

The consideration each shareholder will receive under the Preferred Structure and the Alternative Structure is summarized in the following table:

SHARE HELD -----	PREFERRED STRUCTURE -----	ALTERNATIVE STRUCTURE -----
AT&T Broadband common stock	The AT&T Broadband exchange ratio of a share of AT&T Comcast Class A common stock	The AT&T Broadband exchange ratio of a share of AT&T Comcast Class C common stock
Comcast Class A common stock	1 share of AT&T Comcast Class A common stock	1 share of AT&T Comcast Class A common stock
Comcast Class A Special common stock	1 share of AT&T Comcast Class A Special common stock	1 share of AT&T Comcast Class A Special common stock
Comcast Class B common stock	1 share of AT&T Comcast Class B common stock	1 share of AT&T Comcast Class B common stock

Potential Additional Payments. If, prior to the completion of the mergers, Standard & Poor's has not committed that the class of AT&T Comcast common stock to be issued in the AT&T Broadband merger will be included in the Standard & Poor's 500 Index immediately after completion of the mergers and during 10 trading days randomly selected from a post-closing pricing period the average trading price for such class of AT&T Comcast common stock is less than that of the AT&T Comcast Class A Special common stock, AT&T Comcast will issue additional shares of such class of AT&T Comcast common stock to the same AT&T Broadband shareholders to offset such price differential; provided that (1) AT&T Comcast will not be obligated pursuant to this provision to compensate AT&T

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Broadband shareholders to the extent the price differential exceeds 3% and (2) the number of shares of AT&T Comcast common stock that would otherwise be issued pursuant to this provision will be reduced by the number of shares (if any) issued by AT&T Comcast as described in the next paragraph. Notwithstanding the foregoing, if the class of AT&T Comcast common stock issued in the AT&T Broadband merger is included in the Standard & Poor's 500 Index prior to the close of the pricing period, AT&T Comcast will have no obligation to issue additional shares of AT&T Comcast common stock pursuant to this provision. The post-closing pricing period used to determine whether any additional payment will be made will be 10 trading days randomly selected by AT&T and Comcast from the 20 trading days commencing on the later of (i) the fifth trading day after the first date Standard & Poor's reweights the Standard & Poor's

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500 Index after completion of the AT&T Comcast transaction and (ii) the 30th day after the completion of the AT&T Comcast transaction; provided that the pricing period will commence no later than the 45th calendar day after the completion of the AT&T Comcast transaction.

If there is a disparity in the per share value of the class of AT&T Comcast common stock issued in the AT&T Broadband merger and the AT&T Comcast Class A Special common stock such that the shares of AT&T Comcast common stock issued to the AT&T Broadband shareholders in the AT&T Broadband merger do not have a value in excess of 50% of the total value of the shares of AT&T Comcast stock issued in the mergers, AT&T Comcast will issue a number of additional shares of AT&T Comcast stock to the same AT&T Broadband shareholders sufficient to ensure that the AT&T Broadband shareholders will hold shares of AT&T Comcast stock representing more than 50% of the value of all shares of AT&T Comcast stock issued in the mergers. Unless AT&T receives a ruling from the Internal Revenue Service that permits AT&T and Comcast to use the valuation methodology described in the preceding paragraph, the value of the AT&T Comcast common stock will be determined as of the closing date of the AT&T Comcast transaction. It is not expected that any additional shares of AT&T Comcast common stock will be issued as a result of the requirement described in this paragraph.

### CALCULATION OF THE AT&T BROADBAND EXCHANGE RATIO

In connection with the AT&T Comcast transaction, AT&T Comcast will issue up to 1.235 billion shares of AT&T Comcast common stock to the AT&T shareholders who receive shares of AT&T Broadband common stock in the AT&T Broadband spin-off. This number of shares does not include 115 million shares of AT&T Comcast common stock that will be issued to Microsoft if the Microsoft transaction occurs and assumes that AT&T Comcast is not required to make any additional payments of AT&T Comcast common stock in connection with the AT&T Comcast transaction. The portion of this number of shares of AT&T Comcast common stock that each holder of AT&T Broadband common stock will receive in the AT&T Broadband merger in exchange for each of such holder's shares of AT&T Broadband common stock will be determined by the following formula:

$$X = \frac{1,235,000,000 -- (I+F)/C}{0}$$

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The exchange ratio (identified as "X" above) is calculated by reference to the number of shares of AT&T Broadband common stock that is outstanding at the completion of the AT&T Comcast transaction (identified as "O" above). The merger agreement provides that this number "O" will include any outstanding restricted shares of AT&T Broadband common stock that are not forfeited upon completion of the AT&T Comcast transaction but will exclude any shares of AT&T Broadband common stock issued in the Microsoft transaction or held by a wholly owned subsidiary of AT&T Broadband and any shares of AT&T Broadband common stock that were not issued on account of the purported exercise by an AT&T shareholder of appraisal rights in connection with the AT&T Comcast transaction, unless such purported exercise has been withdrawn or such rights have been invalidated.

The exchange ratio is also calculated by reference to the cost to AT&T Comcast of assuming certain stock options and stock appreciation rights that are held by employees of AT&T Broadband and former employees of AT&T and AT&T Broadband. This latter cost is taken into account in the formula by subtracting the quantity  $(I+F)/C$  from 1.235 billion in the numerator where "I" is the value of stock options and stock appreciation rights outstanding on the day the merger agreement was signed and held by employees of AT&T Broadband immediately prior to the closing date, "F" is the value of stock options and stock appreciation rights held by former employees of AT&T and AT&T Broadband that are being assumed by AT&T Comcast and "C" is the market price of a share of Comcast Class A common stock immediately prior to completion of the AT&T Comcast transaction.

If the exchange ratio were determined as of the date of this document, it would be approximately 0.35.

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As described above, the exchange ratio is dependent on a number of factors that may change between the date of this document and the date of completion of the AT&T Comcast transaction, including the number of outstanding shares of AT&T common stock, the value of options and stock appreciation rights and the price of Comcast Class A common stock. The following is solely for purposes of illustrating the effects that certain actions taken in this interim period may have on the exchange ratio. Each paragraph of the following assumes that the only variable of the exchange ratio that changes is the one listed in that paragraph:

- If AT&T issues additional shares of AT&T common stock before the record date for the AT&T Broadband spin-off, the number of shares of AT&T Broadband common stock distributed in the AT&T Broadband spin-off will increase and the exchange ratio will therefore decrease. Holders of AT&T common stock should note that the merger agreement permits AT&T to issue up to 275 million shares of AT&T common stock in connection with the acquisition of shares of AT&T Canada and to satisfy obligations relating to deferred compensation plans. Further, the merger agreement contemplates that shares of AT&T common stock held by Comcast will not participate in the AT&T Broadband spin-off but will instead be effectively concentrated into shares of AT&T common stock after the AT&T Broadband spin-off. See "-- Covenants -- Covenant Regarding Comcast's AT&T Stock." To the extent Comcast disposes of its shares of AT&T common stock prior to the record date for the AT&T Broadband spin-off, these

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shares would participate in the AT&T Broadband spin-off and the exchange ratio would be reduced. Comcast is permitted under the merger agreement to sell its shares of AT&T common stock at any time and may do so prior to or after the shareholder meetings. If AT&T issues all 275 million shares of AT&T common stock discussed in this paragraph prior to completion of the AT&T Comcast transaction, Comcast disposes of all its shares of AT&T common stock prior to the record date for the AT&T Broadband spin-off and the exchange ratio were determined as of the date of this document adjusted for such issuances and dispositions, the exchange ratio would be approximately 0.32.

- If the stock price of AT&T immediately prior to the AT&T Broadband spin-off is less than the stock price of AT&T as of the date of this document, it will cost less for AT&T Comcast to assume certain stock options and stock appreciation rights and the exchange ratio will increase.
  
- If the stock price of Comcast Class A common stock prior to the AT&T Broadband spin-off is less than the stock price of Comcast Class A common stock as of the date of this document, the cost to AT&T Comcast of assuming certain stock options and stock appreciation rights, as expressed in terms of shares of Comcast Class A common stock, will increase and the exchange ratio will decrease.

### EXCHANGE OF SHARES

AT&T and Comcast will jointly designate an exchange agent to coordinate (1) the exchange of Comcast common stock in the Comcast merger for AT&T Comcast common stock, (2) the distribution of AT&T Comcast common stock in respect of the AT&T Broadband common stock converted in the AT&T Broadband merger and (3) the payment of cash to the former holders of AT&T Broadband common stock instead of fractional shares of AT&T Comcast common stock.

As soon as reasonably practicable after completion of the mergers, the exchange agent will mail to each holder of record of a certificate that immediately prior to the completion of the mergers represented outstanding shares of Comcast common stock (1) a letter of transmittal and (2) instructions for effecting the surrender of the Comcast certificates in exchange for shares of AT&T Comcast common stock. Holders of certificates formerly representing shares of Comcast common stock that surrender their certificates for cancellation to the exchange agent, together with a properly completed letter of transmittal and such other documents as may reasonably be required by the exchange agent will receive the appropriate merger consideration. Holders of certificates formerly representing shares of Comcast common stock will not be entitled to receive any dividends or other distributions payable by AT&T Comcast after the completion of the mergers until their certificates are surrendered. Holders of Comcast common stock

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that hold their shares in uncertificated form will have the appropriate merger consideration delivered to them without having to take any action.



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AT&T will declare to holders of AT&T common stock, NYSE symbol "T," a dividend of one share of AT&T Broadband common stock for each such share of AT&T common stock immediately prior to the completion of the mergers. Certificates representing these shares of AT&T Broadband common stock will not be delivered. Instead, as soon as reasonably practicable after the completion of the mergers, the exchange agent will deliver to holders entitled to the dividend of AT&T Broadband common stock the appropriate merger consideration payable to those holders in respect of the AT&T Broadband common stock. Those holders will not be required to deliver to the exchange agent certificates representing shares of AT&T common stock or AT&T Broadband common stock prior to receipt of the shares of AT&T Comcast common stock into which their shares of AT&T Broadband common stock are converted in the AT&T Broadband merger. Holders of AT&T common stock, NYSE symbol "T," will continue to hold their certificates or uncertificated shares which, after completion of the AT&T Broadband spin-off, will represent an interest in AT&T's communications services business or, if AT&T Consumer Services Group tracking stock has been issued, AT&T Business Services Group and AT&T's retained portion of the value of AT&T Consumer Services Group, if any. No distribution of AT&T Broadband common stock will be made on shares of AT&T Consumer Services Group tracking stock.

AT&T Comcast will not issue any fractional shares in the AT&T Broadband merger. Instead, as promptly as practicable after the Fractional Shares Payment Date (as defined below), the exchange agent will sell the Excess Shares (as defined below) of AT&T Comcast common stock at then prevailing prices on The Nasdaq Stock Market. "Fractional Shares Payment Date" means the closing date of the AT&T Comcast transaction, if Standard & Poor's has then committed that the AT&T Comcast Class A common stock (if the preferred structure proposal has been approved) or the AT&T Comcast Class C common stock (if the preferred structure proposal has not been approved) will be included in the Standard & Poor's 500 Index immediately after the completion of the AT&T Comcast transaction; provided that if as of the completion of the AT&T Comcast transaction, Standard & Poor's has not then committed that the AT&T Comcast Class A common stock (if the preferred structure proposal has been approved) or the AT&T Comcast Class C common stock (if the preferred structure proposal has not been approved) will be included in the Standard & Poor's 500 Index immediately after the completion of the AT&T Comcast transaction, then the "Fractional Shares Payment Date" will be the earlier of (1) the date on which either the AT&T Comcast Class A common stock (if the preferred structure proposal has been approved) or the AT&T Comcast Class C common stock (if the preferred structure proposal has not been approved) is included in the Standard & Poor's 500 Index and (2) the end of the pricing period referred to in the first paragraph under "-- Merger Consideration -- Potential Additional Payments." "Excess Shares" means (1) the number of shares of AT&T Comcast common stock delivered to the exchange agent by AT&T Comcast in respect of the AT&T Broadband merger less (2) the aggregate number of whole shares of AT&T Comcast common stock to be distributed to holders of AT&T Broadband common stock in the AT&T Broadband merger. As soon as practicable after the determination of the amount of cash to be paid to holders of AT&T Broadband common stock in lieu of any fractional share interests, the exchange agent will deliver such amounts to the applicable holders of AT&T Broadband common stock.

No fractional shares will be issuable in the Comcast merger because the Comcast exchange ratio is 1:1.

In the event that any additional shares of AT&T Comcast common stock will be issued as described under "-- Merger Consideration -- Potential Additional Payments," AT&T Comcast will enter into appropriate arrangements with the exchange agent providing for the delivery of such additional shares.

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### TREATMENT OF STOCK OPTIONS AND EQUITY-BASED AWARDS

AT&T Stock Options. Immediately prior to the AT&T Comcast transaction, as a part of the AT&T Broadband spin-off, AT&T stock options will be converted as described below pursuant to the employee benefits agreement (see "Employee Benefits Matters -- Other Benefits Matters"). In connection with the

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conversions, adjustments will be made to maintain the intrinsic value of the original AT&T options immediately before and after the AT&T Broadband spin-off.

- AT&T stock options held by current employees of AT&T Broadband and current employees of AT&T who become employees of AT&T Broadband in connection with the AT&T Broadband spin-off will be converted into AT&T Broadband stock options;
- AT&T stock options held by current employees of AT&T (other than current employees of AT&T Broadband and current employees of AT&T who become employees of AT&T Broadband in connection with the AT&T Broadband spin-off) will be converted into adjusted AT&T stock options; and
- AT&T stock options held by non-employee directors of AT&T and former employees of AT&T and AT&T Broadband will be converted into (1) adjusted AT&T stock options and (2) AT&T Broadband stock options (an employee's status as a current or former employee will be determined as of a specific time on the date of the AT&T Broadband spin-off).

AT&T Broadband Stock Options. As of completion of the AT&T Comcast transaction, each outstanding AT&T Broadband stock option will be converted, on the same terms and conditions, into an option to acquire that number of shares of AT&T Comcast Indexed Stock (as defined below) that has the same fair market value immediately after the completion of the AT&T Comcast transaction as the aggregate fair market value of shares of AT&T common stock subject to the original AT&T Broadband stock option immediately prior to the AT&T Broadband spin-off less, in the case of former employees of AT&T or AT&T Broadband, the aggregate fair market value of the AT&T common stock subject to the adjusted AT&T stock option granted pursuant to the employee benefits agreement. The per share exercise price for each newly converted option will be equal to the aggregate exercise price of the applicable AT&T Broadband stock option prior to the AT&T Broadband spin-off (less, in the case of a former employee of AT&T or AT&T Broadband, the aggregate exercise price of the adjusted AT&T stock option referred to above) divided by the number of shares of AT&T Comcast Indexed Stock underlying such option. As of completion of the AT&T Comcast transaction, each AT&T Broadband stock option held by a current AT&T Broadband employee or a current AT&T employee who becomes an AT&T Broadband employee in connection with the AT&T Broadband spin-off will have vested and will remain exercisable for the remainder of its original term (except for options granted after the date the merger agreement was signed). As used in this document, "AT&T Comcast Indexed Stock" means the class of AT&T Comcast common stock that is included in the Standard & Poors' 500 Index on the first trading day after the completion of the AT&T Comcast transaction; provided that (A) if the preferred structure proposal

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has been approved and the AT&T Comcast Class A common stock and the AT&T Comcast Class A Special common stock are both included in the Standard & Poors' 500 Index on the first trading day after the completion of the AT&T Comcast transaction, "AT&T Comcast Indexed Stock" will mean the AT&T Comcast Class A common stock or (B) if the preferred structure proposal has not been approved and the AT&T Comcast Class C common stock and the AT&T Comcast Class A Special common stock are both included in the Standard & Poors' 500 Index on the first trading day after the completion of the AT&T Comcast transaction, "AT&T Comcast Indexed Stock" will mean the AT&T Comcast Class C common stock.

EXAMPLE: Assumptions: (i) the current or former employee holds an option to purchase 100 shares of AT&T common stock at an exercise price of \$13 per share; (ii) the closing price for a share of AT&T common stock on the date of the AT&T Broadband spin-off is \$15; (iii) immediately prior to the AT&T Broadband spin-off, AT&T common stock trades "ex-distribution" at \$5 per share; (iv) AT&T common stock trades at \$5 per share on the day following the AT&T Broadband spin-off; and (v) as of completion of the AT&T Comcast transaction, AT&T Comcast Indexed Stock trades at \$30 per share.

If the AT&T stock option in question is held by a current AT&T Broadband employee, as a result of the AT&T Comcast transaction, the AT&T stock option will be converted into an option to purchase 50 shares of AT&T Comcast Indexed Stock with an exercise price per share of \$26.

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If the AT&T stock option in question is held by a former employee of AT&T or AT&T Broadband, as a result of the AT&T Comcast transaction, the AT&T stock option will be converted into an option to purchase 33 shares of AT&T Comcast Indexed Stock with an exercise price per share of \$26 and an adjusted option to purchase 100 shares of AT&T common stock with an exercise price of \$4.33 per share.

The hypothetical prices of AT&T common stock and AT&T Comcast Indexed Stock used above have been assumed for purposes of this example only. Actual results will vary depending on the price of AT&T common stock as of and immediately after the AT&T Broadband spin-off and the price of AT&T Comcast Indexed Stock after the AT&T Comcast transaction. In addition, results for individual optionholders will vary depending on the number of shares underlying options held by such individuals and the exercise price per share of these stock options. Customary rounding adjustments were used in generating the numbers for this example. For additional information on the method of conversion of AT&T stock options pursuant to the AT&T Comcast transaction, see "-- AT&T Broadband Stock Options" above and "Employee Benefits Matters -- Other Benefits Matters -- Employee Benefits Agreement."

AT&T Restricted Stock and other AT&T Equity-Based Awards. Immediately prior to the AT&T Comcast transaction, as a part of the AT&T Broadband spin-off, AT&T restricted stock and other equity-based awards will be converted pursuant to the employee benefits agreement as described below (see "Employee Benefits

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Matters -- Other Benefits Matters"). In connection with the conversions, adjustments will be made to maintain the fair market value of the original AT&T restricted stock or other equity-based award immediately before and after the AT&T Broadband spin-off.

- AT&T restricted shares held by current employees of AT&T (other than current employees of AT&T Broadband and current employees of AT&T who become employees of AT&T Broadband in connection with the AT&T Broadband spin-off) will be converted into (1) adjusted AT&T restricted shares and (2) equity-based awards based on AT&T Broadband common stock;
  
- AT&T restricted shares held by current employees of AT&T Broadband and current employees of AT&T who become employees of AT&T Broadband in connection with the AT&T Broadband spin-off will be converted into (1) adjusted AT&T restricted shares and (2) AT&T Broadband restricted shares; and
  
- Other equity-based awards based on AT&T common stock, regardless of by whom held, will be converted into (1) adjusted equity-based awards based on AT&T common stock and (2) equity-based awards based on AT&T Broadband common stock.

AT&T Broadband Restricted Stock and other AT&T Broadband Equity-Based Awards. As of the completion of the AT&T Comcast transaction, shares of AT&T Broadband restricted stock will be converted into the right to receive AT&T Comcast common stock on the terms and conditions applicable to AT&T Broadband shareholders described above under "-- Merger Consideration." As of the completion of the AT&T Comcast transaction, all other awards based on shares of AT&T Broadband common stock will be converted, on the same terms and conditions, into equivalent awards based on that number of shares of AT&T Comcast Indexed Stock having the same fair market value immediately after the completion of the AT&T Comcast transaction as the aggregate fair market value of shares of AT&T common stock subject to the original AT&T equity awards immediately prior to the completion of the AT&T Broadband spin-off. As of completion of the AT&T Comcast transaction, all restricted shares and other equity-based awards based on either AT&T or AT&T Broadband common stock held by current and former AT&T Broadband employees and current AT&T employees who become AT&T Broadband employees in connection with the AT&T Broadband spin-off will have vested (except for awards granted after the date the merger agreement was signed).

Comcast Stock Options. As of the completion of the AT&T Comcast transaction, each outstanding Comcast stock option will be converted into an option to acquire, on the same terms and conditions, that number of shares of AT&T Comcast Indexed Stock that has the same fair market value immediately after the completion of the AT&T Comcast transaction as the aggregate fair market value of shares of Comcast

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Class A Special common stock subject to the original Comcast stock option immediately prior to the completion of the AT&T Comcast transaction. The per

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share exercise price for each newly converted option will be equal to the aggregate exercise price of the applicable Comcast stock option divided by the number of shares of AT&T Comcast Indexed Stock underlying such option.

Comcast Restricted Stock and the Comcast Equity-Based Awards. As of the completion of the AT&T Comcast transaction, Comcast restricted stock awards will be converted, on the same terms and conditions, into, if the preferred structure proposal has been approved, equivalent awards based upon shares of AT&T Comcast Class A common stock or, if the preferred structure proposal has not been approved, equivalent awards based upon shares of AT&T Comcast Class C common stock. The number of shares of AT&T Comcast Class A common stock or AT&T Comcast Class C common stock will be that number of shares of AT&T Comcast Class A common stock or AT&T Comcast Class C common stock having the same fair market value immediately after the completion of the AT&T Comcast transaction as the aggregate fair market value of the shares of Comcast Class A Special common stock subject to the original Comcast restricted stock awards immediately prior to the completion of the AT&T Comcast transaction. As of the completion of the AT&T Comcast transaction, other awards based on shares of Comcast Class A Special common stock will be converted, on the same terms and conditions, into equivalent awards based on that number of shares of AT&T Comcast Indexed Stock having the same fair market value immediately after the completion of the transaction as the aggregate fair market value of shares of Comcast Class A Special common stock subject to the original Comcast equity awards immediately prior to the completion of the AT&T Comcast transaction.

### COVENANTS

Each of Comcast and AT&T has undertaken certain covenants in the merger agreement. The following summarizes the more significant of these covenants.

Interim Operations. Comcast and AT&T (with respect to its broadband business) have agreed to conduct their business in the ordinary course consistent with past practice and to not engage in specified material transactions, in each case prior to the completion of the AT&T Comcast transaction, without the prior written consent of the other party (which consent will not be unreasonably withheld). AT&T has also agreed not to enter into any material agreement or arrangement relating to its interest in or amend or modify in any material respect any of its existing material contracts relating to Time Warner Entertainment, acquire, other than pursuant to a cashless exercise of an option currently held by AT&T, additional interests in Time Warner Entertainment or sell any part of its interest in Time Warner Entertainment, except solely for cash or pursuant to the registration provisions of the Time Warner Entertainment partnership agreement, in each case prior to the completion of the AT&T Comcast transaction, without the prior written consent of Comcast, which consent will not be unreasonably withheld. AT&T has further agreed to run its broadband business for the benefit of the broadband business prior to the completion of the AT&T Comcast transaction. Each party has also agreed to restrictions on its ability to issue equity securities with some exceptions, including in the case of AT&T the issuance of up to 275 million shares of AT&T common stock in connection with the acquisition of shares of AT&T Canada and to satisfy obligations relating to deferred compensation plans and in the case of Comcast the issuance of shares of Comcast common stock having a value of up to \$3 billion.

Covenant to Obtain Regulatory Approvals. AT&T and Comcast have agreed to use their best efforts to promptly take all actions and to do all things necessary, proper or advisable under applicable laws and regulations to complete

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the AT&T Comcast transaction as soon as practicable. In addition, AT&T and Comcast have agreed to take all actions necessary to obtain all required FCC approvals and the expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976.

AT&T Board's Covenant to Recommend and Hold Meeting. The AT&T Board has agreed to recommend approval of the AT&T transaction proposal and the AT&T Comcast charter proposal.

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However, the AT&T Board is permitted to withdraw or modify, in a manner adverse to Comcast, either of these recommendations if:

- AT&T is in compliance with its obligations to notify Comcast promptly after its receipt of an Acquisition Proposal, as described below, and to keep Comcast fully informed of the status and details of any such Acquisition Proposal;
- the AT&T Board determines, after consulting with AT&T's outside legal counsel, that it must take such action to comply with its fiduciary duties under applicable law; and
- AT&T has delivered to Comcast a prior written notice advising Comcast that it intends to take such action and describing its reasons for taking such action, with the notice to be delivered not less than two business days prior to the time such action is taken.

An "Acquisition Proposal" is defined in the merger agreement generally as any offer or proposal by any third party for, or any indication of interest in, certain transactions, including any transaction (1) the entering into or consummation of which would reasonably be expected to be inconsistent in any material respect with the AT&T Comcast transaction or (2) that would reasonably be expected to prevent or materially delay, impede or adversely affect the AT&T Comcast transaction; provided that certain transactions involving AT&T's communications business that might delay completion of the AT&T Comcast transaction will not be considered "Acquisition Proposals".

Subject to applicable law, AT&T is required to submit the merger agreement to AT&T shareholders at the AT&T meeting even if the AT&T Board determines at any time after the date of this document and prior to the AT&T meeting that the AT&T transaction proposal or the AT&T Comcast charter proposal is no longer advisable or recommends that AT&T shareholders reject the AT&T transaction proposal or the AT&T Comcast charter proposal.

No Solicitation. AT&T is prohibited from soliciting or encouraging Acquisition Proposals from third parties or from providing nonpublic information to or engaging in negotiations with any third party that has made or is known by AT&T to be considering making an Acquisition Proposal. However, AT&T may furnish nonpublic information and engage in negotiations with a third party that has made an unsolicited Acquisition Proposal if the AT&T Board determines, after consultation with its financial advisors and outside legal counsel, that such Acquisition Proposal would reasonably be expected to lead to a proposal that

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would be more favorable to the AT&T shareholders than the AT&T Comcast transaction; provided that prior to taking any of such actions:

- AT&T is in compliance with its obligations to notify Comcast promptly after its receipt of an Acquisition Proposal and to keep Comcast fully informed of the status and details of any such Acquisition Proposal;
- the AT&T Board determines, after consulting with AT&T's outside legal counsel, that it must take such action to comply with its fiduciary duties under applicable law; and
- such third party executes a confidentiality agreement with terms no less favorable in the aggregate to AT&T than those contained in the confidentiality agreement between AT&T and Comcast.

Comcast Board's Covenant to Recommend. The Comcast Board has agreed to recommend approval and adoption of the merger agreement and the transactions contemplated by the merger agreement to Comcast shareholders.

Interim Finance Committee. Comcast and AT&T have agreed to establish an Interim Finance Committee composed of Lawrence S. Smith, Executive Vice President of Comcast, and Charles H. Noski, Senior Executive Vice President and Chief Financial Officer of AT&T, for the purpose of engaging in financial planning for AT&T Broadband. The Interim Finance Committee will seek to arrange financing in an amount sufficient to:

- pay to AT&T at the closing of the AT&T Comcast transaction all debt owed to it by AT&T Broadband;

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- refinance certain AT&T Broadband debt that will be called for redemption on the closing date for the AT&T Comcast transaction or shortly thereafter (see "-- TOPrS Covenant"); and
- provide appropriate cash reserves to fund the operations of AT&T Broadband after the completion of the AT&T Comcast transaction.

If Comcast is unable to obtain the financing described above on the terms agreed upon by the Interim Finance Committee or the Interim Finance Committee is unable to agree on the terms of such financing, Comcast will arrange for a senior credit facility with a term not exceeding five years to provide such financing.

On May 3, 2002, with the approval of the Interim Finance Committee, AT&T Broadband and AT&T Comcast entered into definitive credit agreements with a syndicate of lenders providing for an aggregate of approximately \$12.8 billion in financing. For a description of these credit facilities, see "The AT&T Comcast Transaction -- Description of New Credit Facilities."

TOPrS Covenant. AT&T Comcast has agreed that on the closing date for the AT&T Comcast transaction, it will either call for redemption the AT&T Broadband debt known by the acronym TOPrS that is then redeemable, and which has not been

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redeemed prior to that date, and as to which AT&T has guaranteed certain obligations, cause AT&T to be released from any such guarantee or post a letter of credit in respect of such debt. With respect to any series of TOPrS that is not redeemable on the closing date for the AT&T Comcast transaction and as to which AT&T has guaranteed certain obligations, AT&T Comcast has agreed on the earliest date on which such series of TOPrS may be redeemed to either redeem such series of TOPrS, cause AT&T to be released from any such guarantee or post a letter of credit in respect of such debt. As of the date of this filing, AT&T has redeemed approximately \$1.5 billion of the outstanding TOPrS and approximately \$500 million of the outstanding TOPrS remains subject to this obligation.

**QUIPS Failure.** Comcast and AT&T have agreed that if on the date that would otherwise be the closing date for the AT&T Comcast transaction the Microsoft transaction does not occur (the "QUIPS Failure Date"), the closing date for the AT&T Comcast transaction may be delayed for up to 180 days after the QUIPS Failure Date. During this period, AT&T and Comcast will use commercially reasonable efforts to complete the Microsoft transaction or, if it appears reasonably likely that the Microsoft transaction will not occur, the transfer of the obligations under the QUIPS (the "QUIPS Transfer") from AT&T to AT&T Broadband, in either case on the closing date for the AT&T Comcast transaction. If neither the Microsoft transaction nor the QUIPS Transfer occurs on the closing date for the AT&T Comcast transaction during such period, AT&T Broadband will pay AT&T an additional amount at closing equal to the fair market value of the QUIPS, as determined pursuant to an appraisal process specified in the merger agreement, and will indemnify AT&T for certain possible related liabilities. In such event, Comcast will be permitted to sell assets and take any other actions that are necessary or reasonably designed to enable it to provide AT&T Broadband with sufficient funds to pay AT&T the QUIPS fair market value.

**Covenant Regarding Standard & Poor's 500 Index.** AT&T Comcast, Comcast and AT&T have each agreed to use their reasonable best efforts to cause the AT&T Comcast common stock to be issued in the AT&T Broadband merger (i.e., AT&T Comcast Class A common stock under the Preferred Structure and AT&T Comcast Class C common stock under the Alternative Structure) to be included in the Standard & Poor's 500 Index upon completion of the AT&T Comcast transaction or as promptly thereafter as possible.

**Covenant Permitting Certain AT&T Transactions.** Comcast and AT&T have agreed that AT&T may enter into an agreement relating to a transaction providing for the sale or disposition of more than 50% of AT&T's communications businesses that would delay completion of the mergers (a "Significant Excepted Transaction") if such Significant Excepted Transaction would not reasonably be expected to result in a delay in the completion of the mergers past March 1, 2003, the date on or after which Comcast or AT&T may elect to terminate the merger agreement if the mergers have not closed (the "End Date"); provided

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that, in such event, at the request of Comcast, the End Date will be extended by the reasonably expected period of delay in the completion of the mergers caused by such Significant Excepted Transaction up to sixty days.

Comcast and AT&T have also agreed that AT&T may enter into an agreement relating to a Significant Excepted Transaction that would reasonably be expected to result in a delay in the completion of the mergers past the End Date but which would not reasonably be expected to result in a delay in the completion of the mergers to a date that is more than sixty days after the End Date; provided that (1) Microsoft consents to extend the "end" date for the Microsoft



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transaction to the date after the End Date (which date will be no later than sixty days after the End Date) on which it is reasonably anticipated that the mergers would be completed if the Significant Excepted Transaction were to occur, (2) the End Date is extended to the new "end" date for the Microsoft transaction and (3) AT&T, and not AT&T Broadband, agrees to pay any costs, expenses or fees payable in connection with obtaining Microsoft's consent to the extension of the "end" date for the Microsoft transaction.

AT&T has agreed that it will not enter into any agreement relating to a Significant Excepted Transaction that would reasonably be expected to result in a delay in the completion of the mergers to a date that is more than sixty days after the End Date.

Headquarters. Upon completion of the transaction, Comcast and AT&T have agreed that AT&T Comcast's headquarters will be in Philadelphia, Pennsylvania. Until the 2005 annual meeting of AT&T Comcast shareholders, AT&T Comcast will maintain an executive office in the New York City metropolitan area.

Alternative Structure. Comcast and AT&T have agreed that, at the request of the other party, it will consider amending the terms of the merger agreement to the extent necessary to provide for a structure or a sequencing of the mergers that is more tax efficient or otherwise more advantageous than the structure and sequencing of the mergers described in this document and is not adverse to the other party.

Shareholder Rights Plan. Comcast and AT&T have agreed to cause AT&T Comcast to adopt a shareholder rights plan upon completion of the AT&T Comcast transaction. For a description of the terms of the shareholder rights plan that AT&T Comcast will adopt, see "Certain Legal Information -- Description of AT&T Comcast Shareholder Rights Plan."

Post-Transaction Governance Arrangements. Comcast and AT&T have agreed to various governance arrangements for AT&T Comcast after the completion of the AT&T Comcast transaction. For a description of these arrangements, see "Description of Governance Arrangements Following the AT&T Comcast Transaction."

Indemnification and Insurance. Comcast and AT&T have agreed to various indemnification and insurance arrangements for officers and directors of AT&T, Comcast and their respective subsidiaries after the completion of the AT&T Comcast transaction. For a description of these arrangements, see "Employee Benefits Matters -- Interests of Directors and Officers in the AT&T Comcast Transaction -- Indemnification and Insurance."

Employee Benefits Matters. Comcast and AT&T have agreed to various employee benefits matters. For a description of these matters, see "Employee Benefits Matters."

Agreement to Vote. Comcast has agreed to vote its shares of AT&T common stock in favor of the AT&T Comcast transaction.

Covenant Regarding Comcast's AT&T Stock. Comcast and AT&T have agreed that, prior to the AT&T Broadband spin-off, Comcast will exchange all of its shares of AT&T common stock for shares of a newly created series of AT&T exchangeable preferred stock. The AT&T exchangeable preferred stock will be mandatorily exchangeable after the completion of the AT&T Comcast transaction into shares of AT&T common stock. The exchange formula included in the merger agreement will provide Comcast with an interest in the communications business of AT&T that, subject to the cap described below, is equal in value to the interest Comcast held in the combined communications and broadband business of AT&T

prior to the AT&T Comcast transaction. Based on the closing price of AT&T common stock of \$13.70 per share on May 13, 2002, the most recent practicable date prior to the printing and mailing of this document, Comcast's AT&T interest had a value of approximately \$1.144 billion. Comcast has agreed to cap the shares of AT&T common stock, or shares of any class of AT&T stock issued as a dividend on shares of AT&T common stock, it is eligible to receive pursuant to the exchange formula included in the merger agreement at 10% of the outstanding shares of AT&T common stock, or any class of stock issued as a dividend on AT&T common stock. Comcast has also agreed that if as a result of the mandatory exchange it holds in excess of 5% of the outstanding shares of AT&T common stock, or any class of stock issued as a dividend on AT&T common stock, then (1) it will sell the excess shares within a year of the exchange and (2) prior to the sale of the excess shares it will vote them on any matter submitted to shareholders in the same proportion as all other shareholders.

Redemption of TCI Pacific Preferred Stock. In accordance with the merger agreement, on March 18, 2002, TCI Pacific called for redemption all outstanding shares of TCI Pacific preferred stock and on April 26, 2002, TCI Pacific redeemed all outstanding shares of TCI Pacific preferred stock not previously exchanged for shares of AT&T common stock.

Sural. Comcast and AT&T have agreed that Sural LLC, which is controlled by Brian L. Roberts, President of Comcast, may elect to merge with AT&T Comcast or one of its subsidiaries immediately prior to the mergers. If such election is made, the members of Sural LLC, in exchange for their outstanding interests in Sural LLC, would receive in the aggregate the same number of shares of each class of AT&T Comcast common stock that Sural LLC would have received in the Comcast merger had it not made such election.

#### REPRESENTATIONS AND WARRANTIES

The merger agreement includes substantially reciprocal representations and warranties made by Comcast and AT&T customary for a transaction similar to the AT&T Comcast transaction. The representations and warranties contained in the merger agreement will not survive the completion of the AT&T Comcast transaction or a termination of the merger agreement.

#### CONDITIONS TO THE COMPLETION OF THE MERGERS

Conditions to the Obligations of Comcast and AT&T. The obligations of each party to the merger agreement to complete the mergers are subject to the satisfaction or waiver, to the extent permissible, of the following conditions:

- approval of the AT&T transaction proposal and the AT&T Comcast charter proposal by AT&T shareholders and the Comcast transaction proposal and the AT&T Comcast charter proposal by Comcast shareholders;
- expiration or termination of any applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976;
- absence of a material legal prohibition on the AT&T Comcast transaction;

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- approval for the listing on The Nasdaq Stock Market of the shares of AT&T Comcast common stock to be issued in the mergers, other than the shares of AT&T Comcast Class B common stock, or to be reserved for issuance in connection with the mergers;
- receipt of all required regulatory approvals other than those the failure of which to be obtained would not reasonably be expected to have a Material Adverse Effect, as described below, on Comcast or AT&T's broadband business;
- absence of any order or statute, rule or regulation restraining or prohibiting the effective operation of the business of AT&T Comcast, AT&T Broadband or Comcast after the completion of the mergers that would reasonably be expected to have a Material Adverse Effect on Comcast or AT&T's broadband business;

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- completion of the separation and the AT&T Broadband spin-off;
- execution of all of the transaction agreements described or referred to in this document;
- receipt and continuing effectiveness of an Internal Revenue Service ruling or rulings (or, if Comcast and AT&T mutually agree, an opinion from tax counsel acceptable to AT&T and Comcast) to the effect that, for U.S. federal income tax purposes, the separation and the AT&T Broadband spin-off will be tax-free, the mergers will not cause the separation and the AT&T Broadband spin-off to fail to qualify as tax-free, and the separation and the AT&T Broadband spin-off will not cause the distribution by AT&T of all of the common stock of AT&T Wireless or of Liberty Media to fail to qualify as tax-free transactions; and
- AT&T shall have obtained Note Consents, or defeased, purchased or acquired debt, in respect of series representing at least 90% in aggregate principal amount of the securities issued under the AT&T indenture, dated September 7, 1990, and outstanding as of December 19, 2001. At December 19, 2001, there was approximately \$12.7 billion in aggregate principal amount outstanding under the AT&T indenture.

Additional Conditions to the Obligations of AT&T. The obligations of AT&T to consummate the AT&T Broadband merger are also subject to the satisfaction or waiver, to the extent permissible, of the following conditions:

- material accuracy of the representations and warranties of Comcast, including with respect to the absence of a Material Adverse Effect on Comcast;
- performance by Comcast in all material respects of its obligations under the merger agreement;
- receipt by AT&T of an opinion of Wachtell, Lipton, Rosen & Katz to the effect that the combination of AT&T Broadband and Comcast will qualify as a tax-free transaction; and
- performance by Sural in all material respects of its obligations under the support agreement.

Additional Conditions to the Obligations of Comcast. The obligations of

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Comcast to consummate the Comcast merger are also subject to the satisfaction or waiver, to the extent permissible, of the following conditions:

- material accuracy of the representations and warranties of AT&T, including with respect to the absence of a Material Adverse Effect on AT&T Broadband;
- performance by AT&T in all material respects of its obligations under the merger agreement; and
- receipt by Comcast of an opinion of Davis Polk & Wardwell to the effect that the combination of AT&T Broadband and Comcast will qualify as a tax-free transaction.

"Material Adverse Effect" with respect to Comcast or AT&T's broadband business means a material adverse effect on the financial condition, assets or results of operations of Comcast or AT&T's broadband business, as applicable, taken as a whole, excluding any effect resulting from or arising in connection with (1) changes or conditions generally affecting the industries in which Comcast or AT&T's broadband business, as applicable, operate, (2) changes in general economic, regulatory or political conditions or (3) the announcement of the merger agreement or of the transactions contemplated by the merger agreement.

### TERMINATION OF THE MERGER AGREEMENT

The merger agreement may be terminated in any of the following circumstances:

- The merger agreement may be terminated by mutual written agreement of Comcast and AT&T.
- The merger agreement may be terminated by either Comcast or AT&T if:

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- either the Comcast transaction proposal or the AT&T Comcast charter proposal is not approved by Comcast shareholders or either the AT&T transaction proposal or the AT&T Comcast charter proposal is not approved by AT&T shareholders;
  - the mergers have not been completed by March 1, 2003; provided that the party seeking to terminate the merger agreement pursuant to this provision has not breached any provision of the merger agreement resulting in the failure of the mergers to be completed by such date;
  - the other party breaches the merger agreement such that the related closing conditions cannot be satisfied by March 1, 2003; or
  - any material law or regulation makes completion of the AT&T Comcast transaction illegal or a permanent injunction prohibiting completion of the AT&T Comcast transaction is entered.
- AT&T may terminate the merger agreement if the closing date for the AT&T Comcast transaction has not occurred within 30 days of the QUIPS Failure Date; provided that AT&T may terminate the merger agreement pursuant to

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this provision only (1) on two business days' notice delivered to Comcast prior to the 45th day after the QUIPS Failure Date and (2) if prior to the effectiveness of the termination Comcast does not agree to close the AT&T Comcast transaction by the 60th day after the QUIPS Failure Date.

- Comcast may terminate the merger agreement if:
  - the AT&T Board withdraws or modifies, in a manner adverse to Comcast, its recommendation of either the AT&T transaction proposal or the AT&T Comcast charter proposal; or
  - AT&T willfully and materially breaches its obligations set forth under "-- Covenants -- AT&T Board's Covenant to Recommend and Hold Meeting" or "-- Covenants -- No Solicitation."

If the merger agreement is terminated as provided above, the merger agreement will become void without liability on the part of any party unless such party has intentionally breached a covenant or other agreement included in the merger agreement or knowingly breached a representation or warranty included in the merger agreement. However, the provisions of the merger agreement described below relating to termination fees and expenses will continue in effect after any termination of the merger agreement.

### TERMINATION FEES

AT&T will pay a wholly owned subsidiary of Comcast a termination fee in the amount of \$1.5 billion in cash if the merger agreement is terminated because:

- the AT&T Board withdraws or modifies, in a manner adverse to Comcast, its recommendation of either the AT&T transaction proposal or the AT&T Comcast charter proposal; or
- AT&T willfully and materially breaches its obligations set forth under "-- Covenants -- AT&T Board's Covenant to Recommend and Hold Meeting" or "-- Covenants -- No Solicitation."

In addition, AT&T will pay a wholly owned subsidiary of Comcast the termination fee specified above if the merger agreement is terminated as a result of AT&T shareholders having failed to approve either the AT&T transaction proposal or the AT&T Comcast charter proposal at the AT&T shareholders meeting, an Acquisition Proposal was pending at the time of the AT&T shareholders meeting and, within one year of the AT&T shareholders meeting, AT&T enters into an agreement relating to an alternative material transaction.

Comcast will pay AT&T a termination fee in the amount of \$1.5 billion in cash if the merger agreement is terminated because the Comcast Board withdraws or modifies, in a manner adverse to AT&T, its recommendation of either the Comcast transaction proposal or the AT&T Comcast charter proposal or if Comcast shareholders fail to approve either the Comcast transaction proposal or the AT&T Comcast charter proposal.

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### EXPENSES

All costs and expenses incurred in connection with the AT&T Comcast transaction will be paid by the party incurring the cost or expense; provided that (1) AT&T will pay any costs and expenses incurred by AT&T Broadband that are in excess of \$120 million (exclusive of any costs and expenses incurred by AT&T Broadband as described in clauses (2), (3), (4) and (5) of this sentence), (2) AT&T Broadband will pay any costs and expenses incurred in connection with any financing arrangement entered into by AT&T Broadband as described under "-- Covenants -- Interim Finance Committee," except that Comcast will pay any costs and expenses incurred in connection with the credit facilities referred to in the first sentence of the second paragraph under "Summary and Overview of the Transactions -- Risk Factors -- Risk Factors Relating to the AT&T Comcast Transaction -- AT&T Comcast and its Subsidiaries May Not Be Able to Obtain the Necessary Financing At All or on Terms Acceptable to it," (3) AT&T Broadband will pay any costs and expenses, to the extent not paid by AT&T Comcast, incurred in connection with redeeming or refinancing the TOPrS, releasing AT&T from any obligations in respect of the TOPrS or posting a letter of credit in support of such AT&T obligations, in each case as described under "-- Covenants -- TOPrS Covenant," (4) AT&T Broadband will pay 50% of any costs and expenses in excess of \$50 million incurred by AT&T or any of its subsidiaries in connection with obtaining the Note Consents (through either a one-time cash payment of a consent fee or through a coupon increase or a combination thereof), and (5) AT&T and Comcast each will pay 50% of any fees and expenses, other than attorneys' and accounting fees and expenses, incurred in relation to the printing, filing and mailing of this document and the registration statement in which this document is included.

### AMENDMENTS AND WAIVERS

Any provision of the merger agreement may be amended or waived prior to the completion of the mergers if, but only if, such amendment or waiver is in writing and is signed, in the case of an amendment, by each of the parties to the merger agreement or, in the case of a waiver, by each of the parties to the merger agreement against whom the waiver is to be effective. After the adoption of the merger agreement by shareholders of Comcast or AT&T, no amendment or waiver of any provision of the merger agreement may be made or given that requires the approval of shareholders of Comcast or AT&T, respectively, unless such required approval is obtained.

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### THE SEPARATION AND DISTRIBUTION AGREEMENT

The following summary of the separation and distribution agreement, as amended, is qualified in its entirety by reference to the complete text of the separation and distribution agreement, as amended, which is incorporated by reference and attached as Annex B to this document.

#### THE SEPARATION

Assignment. AT&T will assign and transfer to AT&T Broadband all of AT&T's and its subsidiaries' right, title and interest in all of the assets of AT&T's broadband business which are not already held by AT&T Broadband or an AT&T Broadband subsidiary. The assets comprising AT&T's broadband business are generally determined in the following manner:

- Assets reflected in the AT&T Broadband Group balance sheet dated as of December 31, 2000 are assets of AT&T's broadband business, except as

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described below.

- Assets reflected in the AT&T Communications balance sheet dated as of December 31, 2000 are assets of AT&T's communications business, except as described below.
- Certain assets are specifically assigned to AT&T's broadband business regardless of whether or not they are reflected in the AT&T Broadband Group balance sheet dated as of December 31, 2000.
- Certain assets are specifically assigned to AT&T's communications business regardless of whether or not they are reflected in the AT&T Communications balance sheet dated as of December 31, 2000.
- Assets that are not reflected in the AT&T Broadband Group balance sheet or the AT&T Communications balance sheet, in each case dated as of December 31, 2000, or specifically assigned to AT&T's broadband business or AT&T's communications business are assigned to the business to which they primarily relate.

Assumption. At the same time as the assignment, AT&T Broadband will assume all of the liabilities of AT&T's broadband business that are not already liabilities of AT&T Broadband or an AT&T Broadband subsidiary. The liabilities of AT&T's broadband business are generally determined in the following manner:

- Liabilities reflected in the AT&T Broadband Group balance sheet dated as of December 31, 2000 are liabilities of AT&T's broadband business, except as described below.
- Liabilities reflected in the AT&T Communications balance sheet dated as of December 31, 2000 are liabilities of AT&T's communications business, except as described below.
- Certain liabilities are specifically assigned to AT&T's broadband business regardless of whether or not they are reflected in the AT&T Broadband Group balance sheet dated as of December 31, 2000.
- Certain liabilities are specifically assigned to AT&T's communications business regardless of whether or not they are reflected in the AT&T Communications balance sheet dated as of December 31, 2000.
- Certain liabilities such as liabilities arising out of the AT&T Comcast transaction or involving At Home or AT&T Wireless (to the extent AT&T is not indemnified by AT&T Wireless for such liabilities) are divided evenly between AT&T's broadband business and AT&T's communications business regardless of whether or not they are reflected in the AT&T Broadband Group balance sheet or the AT&T Communications balance sheet, in each case dated as of December 31, 2000.
- Liabilities that are not reflected in the AT&T Broadband Group balance sheet or the AT&T Communications balance sheet, in each case dated as of December 31, 2000, or specifically assigned to AT&T's broadband business or AT&T's communications business are assigned to the business to which they primarily relate.

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THE AT&T BROADBAND SPIN-OFF

After the separation, AT&T will spin off AT&T Broadband by distributing to each holder of record of a share of AT&T common stock, NYSE symbol "T," on the

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record date for the AT&T Broadband spin-off, except for those holders that have purported to exercise appraisal rights under New York law, one share of AT&T Broadband common stock for each share of AT&T common stock held. The record date for the AT&T Broadband spin-off will be the close of business on the date of completion of the mergers unless otherwise agreed by AT&T and Comcast. No distribution of AT&T Broadband common stock will be made upon AT&T Consumer Services Group tracking stock.

Since the AT&T Broadband merger will occur shortly after the AT&T Broadband spin-off, AT&T shareholders will not be sent stock certificates representing the shares of AT&T Broadband common stock distributed to them in the AT&T Broadband spin-off. Instead, AT&T will cause the distribution agent for AT&T Broadband common stock issued in the AT&T Broadband spin-off to hold AT&T Broadband common stock in trust for AT&T shareholders as of the record date pending conversion of AT&T Broadband common stock into shares of AT&T Comcast common stock pursuant to the AT&T Broadband merger. After the AT&T Broadband merger, the applicable AT&T shareholders will receive in uncertificated form the shares of AT&T Comcast common stock into which their shares of AT&T Broadband common stock were converted, and cash in lieu of fractional shares, as described under "-- The Merger Agreement -- Exchange of Shares."

### TIMING OF THE SEPARATION AND THE AT&T BROADBAND SPIN-OFF

The separation and the AT&T Broadband spin-off are scheduled to occur on the closing date for the mergers. See "-- The Merger Agreement -- Timing of Closing." On the closing date, the separation will occur prior to the AT&T Broadband spin-off which will occur prior to the mergers.

### REPAYMENT OF INTRACOMPANY DEBT

AT&T Broadband has agreed to pay to AT&T at the completion of the AT&T Comcast transaction an amount equal to the amount of debt that it or any AT&T Broadband subsidiary owes to AT&T or any AT&T subsidiary, other than AT&T Broadband or any AT&T Broadband subsidiary, in exchange for a contribution of such debt to AT&T Broadband's capital and for the contribution of the AT&T Broadband business. As described under "-- The Merger Agreement -- Covenants -- Interim Finance Committee," Comcast has agreed to arrange for the financing necessary to permit AT&T Broadband to repay debt owed by AT&T Broadband and its subsidiaries to AT&T and its subsidiaries, other than AT&T Broadband and its subsidiaries. On May 3, 2002, AT&T Broadband and AT&T Comcast entered into definitive credit agreements arranged by Comcast with a syndicate of lenders providing for the financing that is anticipated to be necessary to repay this intracompany debt, which as of December 31, 2001, was \$3.96 billion. Absent additional deleveraging activities, it is expected that this figure will grow to fund capital expenditures, operations and third party debt maturities and redemptions through the completion of the AT&T Comcast transaction. See "Summary and Overview of the Transactions -- Risk Factors -- Risk Factors Relating to the AT&T Comcast Transaction -- AT&T Comcast and its Subsidiaries May Have Difficulty Obtaining Necessary Financing At All or on Terms Acceptable to it."

AT&T has agreed to repay at the completion of the AT&T Comcast transaction any debt that it or any of its subsidiaries, other than AT&T Broadband or any AT&T Broadband subsidiary, owes to AT&T Broadband or any AT&T Broadband subsidiary.



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### POST-SPIN-OFF TRANSACTIONS

The ability of AT&T and AT&T Broadband to engage in certain acquisitions, redeem stock, issue equity securities or take any other action or actions that in the aggregate would be reasonably likely to have the effect of causing or permitting one or more persons to acquire directly or indirectly stock representing a 50% or greater interest, within the meaning of Section 355(e) of the Code, in AT&T or AT&T Broadband or otherwise jeopardize the non-recognition of taxable gain or loss for U.S. federal

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income tax purposes to AT&T, AT&T affiliates and AT&T shareholders in connection with the separation and the AT&T Broadband spin-off may be limited for a period of 25 months following the AT&T Broadband spin-off.

### DISPOSITION OF TIME WARNER ENTERTAINMENT INTEREST

Upon any disposition of all or any portion of its interest in Time Warner Entertainment after the signing of the merger agreement, AT&T Broadband has agreed to pay AT&T 50% of the proceeds received from such disposition in excess of the threshold amount described in the next sentence reduced by taxes on 50% of such excess. The threshold amount is equal to the balance, plus 7% simple interest per annum on the balance, of \$10.2 billion reduced by the aggregate proceeds of any previous dispositions of any portion of the Time Warner Entertainment interest.

If the Time Warner Entertainment interest has not been fully disposed of within 54 months of the completion of the AT&T Comcast transaction, the remaining Time Warner Entertainment interest will be appraised at fair market value. To the extent that the amount of such appraisal exceeds the threshold amount specified above, AT&T Broadband has agreed to pay AT&T 50% of such excess, on a tax-adjusted basis.

### CONDITIONS TO THE COMPLETION OF THE SEPARATION AND THE AT&T BROADBAND SPIN-OFF

The obligations of AT&T to complete the separation and the AT&T Broadband spin-off are subject to the satisfaction or waiver, to the extent permissible, of certain conditions, including:

- receipt of all required regulatory approvals other than those the failure of which to be obtained would not reasonably be expected to have a Material Adverse Effect with respect to AT&T's broadband business or AT&T's communications business (as defined under "-- The Merger Agreement -- Conditions to the Completion of the Mergers" but with respect to AT&T's communications business);
- satisfaction of all conditions necessary to permit the AT&T Broadband spin-off to qualify as a tax-free distribution to AT&T, AT&T Broadband and the AT&T shareholders and absence of any condition likely to prevent the AT&T Broadband spin-off from qualifying as a tax-free distribution to AT&T, AT&T Broadband and the AT&T shareholders;
- absence of a legal prohibition on the separation or the AT&T Broadband spin-off;
- approval of the AT&T Broadband spin-off by AT&T shareholders; and

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- satisfaction of all of the other conditions to the mergers specified under "-- The Merger Agreement -- Conditions to the Completion of the Mergers" other than the condition that the separation and the AT&T Broadband spin-off have been completed and other than the additional conditions to Comcast's obligations to effect the mergers.

### MUTUAL RELEASE; INDEMNIFICATION

Mutual Release of Pre-Closing Claims. AT&T and AT&T Broadband have each agreed to release the other from any and all claims that it may have against the other party arising from any acts or events occurring or failing to occur prior to the completion of the AT&T Broadband spin-off, subject to certain exceptions specified in the separation and distribution agreement.

Indemnification by AT&T. After completion of the AT&T Broadband spin-off, AT&T will indemnify AT&T Broadband from any and all liabilities relating to, arising out of or resulting from any of the following:

- the failure of AT&T or any of its subsidiaries or any other person to pay any liabilities, or perform under any contracts, of AT&T's communications business;
- the assets or contracts of AT&T's communications business; and

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- any breach of the separation and distribution agreement or any of the ancillary agreements by AT&T.

Indemnification by AT&T Broadband. After completion of the AT&T Broadband spin-off, AT&T Broadband will indemnify AT&T from any and all liabilities relating to, arising out of or resulting from any of the following:

- the failure of AT&T Broadband or any of its subsidiaries or any other person to pay any liabilities, or perform under any contracts, of AT&T's broadband business;
- the assets or contracts of AT&T's broadband business;
- any breach of the separation and distribution agreement or any of the ancillary agreements by AT&T Broadband; and
- if neither the Microsoft transaction nor the QUIPS Transfer occurs, any liabilities relating to, arising out of or resulting from any action commenced by Microsoft claiming that the transaction violates the terms of the QUIPS; however, in the event that AT&T is required to repay the QUIPS as a result of such action, the indemnified liability in respect of the repayment will be reduced by the amount of the QUIPS fair market value plus any accrued interest on the QUIPS since the date of determination of the QUIPS fair market value. See "-- The Merger Agreement -- Covenants -- QUIPS Failure."

Tax Indemnification. Subject to the exceptions described below, AT&T Broadband will indemnify AT&T against 50% of the taxes and related costs

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assessed against AT&T resulting from the disqualification of the separation and the AT&T Broadband spin-off as tax-free transactions under Section 355 of the Code.

If such disqualification results from a transaction involving the stock or assets of AT&T Broadband occurring after the AT&T Broadband spin-off, from AT&T Broadband's failure to remain actively engaged in a trade or business or from the failure of any representation made with respect to AT&T Broadband in connection with certain tax opinions and Internal Revenue Service rulings, then AT&T Broadband will be required to indemnify AT&T against all such taxes and related costs.

If such disqualification results from a transaction involving the stock or assets of AT&T occurring after the AT&T Broadband spin-off, from AT&T's failure to remain actively engaged in a trade or business or from the failure of any representation made with respect to AT&T in connection with certain tax opinions and Internal Revenue Service rulings, then AT&T Broadband is not required to indemnify AT&T against any such taxes or related costs.

AT&T Broadband will also indemnify AT&T against 50% of the taxes and related costs resulting from the Liberty Media or AT&T Wireless spin-offs failing to be tax-free, unless either spin-off becomes taxable as a result of an action taken by AT&T or AT&T Broadband, in which case the acting party bears full responsibility for any resulting AT&T liabilities. AT&T Broadband's obligation described in the preceding sentence is reduced by AT&T Broadband's share of any indemnification that AT&T receives from Liberty Media or AT&T Wireless as a result of the relevant spin-off failing to qualify as tax-free.

Other Indemnification. Subject to the next sentence, AT&T and AT&T Broadband will indemnify each other for 50% of any liability resulting from any untrue statement or omission of a material fact in any registration statement relating to the AT&T Broadband spin-off or in any other filing made by AT&T or AT&T Broadband with the Securities and Exchange Commission in connection with the separation, the AT&T Broadband spin-off, the AT&T Broadband merger or any related agreements. AT&T will indemnify AT&T Broadband and AT&T Comcast for any liability resulting from any untrue statement or omission of a material fact in any registration statement relating to the Consumer Services charter amendment proposal, any other proposal related to the creation of AT&T Consumer Services Group tracking stock, the

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reverse stock split proposal or any AT&T 2002 annual meeting proposal other than the AT&T transaction proposal or the AT&T Comcast charter proposal.

### TERMINATION

The separation and distribution agreement may be terminated by AT&T if the merger agreement has terminated.

### AMENDMENTS AND WAIVERS

Any provision of the separation and distribution agreement may be amended or waived prior to the completion of the AT&T Comcast transaction if, but only if, such amendment or waiver is in writing and is signed, in the case of an amendment, by AT&T, AT&T Broadband and Comcast or, in the case of a waiver, by the party to the separation and distribution agreement against whom the waiver is to be effective and Comcast.

THE SUPPORT AGREEMENT

In connection with the merger agreement, AT&T, Comcast, AT&T Comcast, Sural LLC and Brian L. Roberts have entered into a support agreement relating to the shares of Comcast voting stock held by Sural prior to the completion of the AT&T Comcast transaction and the shares of AT&T Comcast voting stock that will be held by Sural after completion of the AT&T Comcast transaction. All of such shares are referred to in this section as the "Comcast Shares". As of the date of this document, Sural held shares of Comcast voting stock representing approximately 86.7% of Comcast's voting power. The following summary of the support agreement, as amended, is qualified in its entirety by reference to the complete text of the support agreement, as amended, which is incorporated by reference and attached as an exhibit to the registration statement in which this document is included.

VOTING AGREEMENT

Sural has agreed to vote the Comcast Shares:

- in favor of the Comcast transaction proposal, the AT&T Comcast charter proposal and the preferred structure proposal;
- against any action or agreement that would reasonably be expected to result in a breach of any covenant, representation or warranty or any other obligation or agreement of Comcast under the merger agreement or that would reasonably be expected to result in any of the conditions to the obligations of the parties under the merger agreement not being fulfilled;
- in favor of any other matter relating to the consummation of the transactions contemplated by the merger agreement with respect to which Sural may be entitled to vote; and
- against any other matter that would reasonably be expected to prevent, interfere with or delay consummation of the transactions contemplated by the merger agreement.

COVENANTS

No Inconsistent Agreements. Sural has agreed that it will not enter into any voting agreement or grant a proxy or power of attorney or take any other action with respect to the Comcast Shares which is inconsistent with the terms of the support agreement. Brian L. Roberts has agreed that he will not enter into any voting agreement or grant a proxy or power of attorney or take any other action with respect to any units of membership interests in Sural which is inconsistent with the terms of the support agreement.

Dispositions Prior to Completion of the AT&T Comcast Transaction. Sural has agreed that prior to the completion of the AT&T Comcast transaction it will not transfer ownership of any of the Comcast Shares, except to certain permitted transferees who agree to be bound by the same transfer restrictions.

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Dispositions After Completion of the AT&T Comcast Transaction. Sural has agreed that from and after the completion of the AT&T Comcast transaction until the tenth anniversary of the completion of the AT&T Comcast transaction it will not transfer ownership of any of its shares of AT&T Comcast Class B common stock, except to certain permitted transferees who agree to be bound by the same transfer restrictions or in a transaction that (1) permits AT&T Comcast's other shareholders to dispose of all of their shares of AT&T Comcast stock for the same per share consideration as Sural receives for its shares of AT&T Comcast Class B common stock (or, if higher, any of its shares of any other class of AT&T Comcast common stock) and (2) is approved by the disinterested holders of AT&T Comcast's voting stock. Brian L. Roberts has also agreed that from and after the completion of the AT&T Comcast transaction until the tenth anniversary of the completion of the AT&T Comcast transaction he will not transfer ownership of any of his securities or other equity interests in Sural, except to certain permitted transferees who agree to be bound by the same transfer restrictions or in a transaction that (1) permits AT&T Comcast's other shareholders to dispose of all of their shares of AT&T Comcast stock for the same per share consideration as the effective per share consideration that Brian L. Roberts receives, as a result of his ownership interest in Sural, for each of the shares of AT&T Comcast Class B common stock held

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by Sural, or, if higher, any of the shares of any other class of AT&T Comcast common stock and (2) is approved by the disinterested holders of AT&T Comcast's voting stock. Following the tenth anniversary of the completion of the AT&T Comcast transaction, subject to applicable law, holders of AT&T Comcast Class B common stock will be permitted to transfer their shares of AT&T Comcast Class B common stock in a transaction in which they receive a premium that is disproportionate to the premium, if any, received by the other holders of AT&T Comcast stock for their shares of AT&T Comcast stock.

Interested Party Transactions. AT&T Comcast has agreed that, except as described in the next sentence, after the completion of the AT&T Comcast transaction neither it nor any of its subsidiaries will enter into any material transaction with Brian L. Roberts or any of his associates or any permitted transferee unless such transaction is approved by AT&T Comcast's disinterested directors. Compensation arrangements between Brian L. Roberts or any of his associates on the one hand and AT&T Comcast or any of its subsidiaries on the other hand will require the approval of the disinterested directors of the compensation committee of the AT&T Comcast Board.

Additional Voting Agreements. Sural has agreed that from and after the completion of the AT&T Comcast transaction until the 2005 annual meeting of AT&T Comcast shareholders, it will vote its shares of AT&T Comcast Class B common stock against any proposed amendment to the governance arrangements set forth in the AT&T Comcast charter. See "Description of Governance Arrangements Following the AT&T Comcast Transaction."

Sural has also agreed to vote its shares of AT&T Comcast Class B common stock in favor of the nominees selected by the Directors Nominating Committee, or otherwise nominated by AT&T Comcast, for election as directors at the 2004 annual meeting of AT&T Comcast shareholders; provided that if a shareholder (other than Brian L. Roberts or a shareholder associated with or otherwise acting on behalf of or in concert with Brian L. Roberts) nominates individuals who are independent persons for election as directors at such annual meeting, Sural may instead elect to vote its shares of AT&T Comcast Class B common stock in such election of directors in the same proportion as holders of shares of

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AT&T Comcast common stock, other than AT&T Comcast Class B common stock and any other voting shares of AT&T Comcast owned by Brian L. Roberts or Sural or any permitted transferee, vote in such election of directors.

Sural has further agreed that if Brian L. Roberts dies or becomes incapable of performing his duties prior to the fifth anniversary of the completion of the AT&T Comcast transaction, then, unless Ralph J. Roberts has sole voting power in respect of the election of directors with respect to all outstanding shares of AT&T Comcast Class B common stock, from the date of Brian L. Roberts's death or inability to perform his duties until the fifth anniversary of the completion of the AT&T Comcast transaction, Sural will vote its shares of AT&T Comcast Class B common stock in any election of AT&T Comcast directors in the same proportion as holders of shares of AT&T Comcast common stock, other than AT&T Comcast Class B common stock and any other voting shares of AT&T Comcast owned by Brian L. Roberts or Sural or any permitted transferee, vote in such election of directors.

Each permitted transferee of any of the shares of AT&T Comcast Class B common stock will also be required to agree, as a condition to such transfer, to the voting obligations described in the three preceding paragraphs.

### ENFORCEMENT

The support agreement provides that any determination with respect to Sural's, Brian L. Roberts's or AT&T Comcast's compliance with the support agreement or otherwise with respect to the items described in "-- Covenants," in each case after the completion of the AT&T Comcast transaction, including any determination as to the enforcement action to be taken by AT&T Comcast in connection with such determination, will be made for AT&T Comcast by the disinterested, independent persons on the AT&T Comcast Board; provided that any Comcast director designee, including any replacement Comcast director designee, or any director who was a Comcast director designee or any spouse, parent, sibling, lineal

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descendant, aunt, uncle, cousin, other close relative of Brian L. Roberts or their respective spouses will not be considered a disinterested, independent person.

### AMENDMENTS

Any provision of the support agreement may be amended if such amendment is in writing and is signed by each of the parties to the support agreement. However, no amendment of any provision described under "-- Covenants" or "-- Enforcement" will be effective without the approval of:

- a majority of the disinterested, independent persons on the AT&T Comcast Board; provided that any Comcast director designee, including any replacement Comcast director designee, or any director who was a Comcast director designee or any spouse, parent, sibling, lineal descendant, aunt, uncle, cousin, other close relative of Brian L. Roberts or their respective spouses will not be considered disinterested, independent persons; and
- holders of a majority of the votes cast by holders of all of the classes of AT&T Comcast capital stock entitled to vote, other than the AT&T Comcast Class B common stock and any other voting shares of AT&T Comcast owned by Brian L. Roberts, Sural or any permitted transferee.

### TERMINATION

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The support agreement terminates on the earlier to occur of (1) one day after the tenth anniversary of the completion of the AT&T Comcast transaction and (2) any termination of the merger agreement.

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### THE EXCHANGE AGREEMENT AND INSTRUMENT OF ADMISSION

In connection with the AT&T Comcast transaction, Comcast and Microsoft entered into an exchange agreement dated December 7, 2001. On December 19, 2001, following execution of the merger agreement, AT&T and AT&T Comcast each became a party to the exchange agreement by executing the instrument of admission. On March 11, 2002, Comcast, AT&T, AT&T Comcast and Microsoft amended the exchange agreement and instrument of admission. The following summary of the exchange agreement and the instrument of admission, in each case as amended, is qualified in its entirety by reference to the complete texts of the exchange agreement and the instrument of admission, in each case as amended, which are incorporated by reference and attached as exhibits to the registration statement in which this document is included.

#### QUIPS EXCHANGE

QUIPS. Microsoft (through a wholly owned subsidiary) holds \$5 billion in aggregate liquidation preference amount of 5% Convertible Quarterly Income Preferred Securities (referred to in this document by their acronym "QUIPS") of AT&T Finance Trust I, a Delaware business trust. The QUIPS are convertible into \$5 billion aggregate face amount of 5% Junior Convertible Subordinated Debentures due 2029 of AT&T, which are in turn convertible into AT&T common stock.

The Exchange. In connection with the AT&T Broadband spin-off, Microsoft has agreed to exchange the QUIPS for a number of shares of AT&T Broadband common stock that, subject to the limitation described in the next sentence, will be converted in the AT&T Broadband merger into 115 million shares of AT&T Comcast Class A common stock under the Preferred Structure (or AT&T Comcast Class C common stock under the Alternative Structure). To the extent necessary so that Microsoft and its affiliates will not hold more than 4.95% of AT&T Comcast's voting power as a result of the AT&T Comcast transaction, Microsoft has agreed to accept shares of the non-voting AT&T Comcast Class A Special common stock in the AT&T Broadband merger instead of an equivalent number of shares of voting AT&T Comcast common stock. If Microsoft transfers shares of voting AT&T Comcast common stock or its voting interest in AT&T Comcast is diluted below 4.95%, subject to certain conditions, Microsoft will have the right to cause AT&T Comcast to exchange the shares of non-voting AT&T Comcast Class A Special common stock received in the AT&T Broadband merger for shares of voting AT&T Comcast common stock provided that its voting interest in AT&T Comcast does not exceed 4.95% after the exchange.

#### INTERNET ACCESS

Until the fifth anniversary of the Microsoft transaction, subject to the completion of the Microsoft transaction and the AT&T Comcast transaction, AT&T Comcast has agreed that if AT&T Comcast offers a high-speed Internet access agreement to any third party, then it will be obligated to offer an agreement on nondiscriminatory terms with respect to the same cable systems to Microsoft for its Internet service provider, The Microsoft Network. Because Comcast has entered into an access agreement with United Online and AT&T Broadband has entered into an access agreement with each of Earthlink, Internet Central and

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Connected Data Systems, upon completion of the Microsoft transaction and the AT&T Comcast transaction AT&T Comcast will be required, with respect to each such agreement with another ISP, to offer an access agreement to Microsoft on terms no less favorable than those provided to the other ISP with respect to the specific cable systems covered under the agreement with the other ISP.

### COVENANTS

Each of Comcast, Microsoft, AT&T and AT&T Comcast has undertaken certain covenants in the exchange agreement. The following summarizes the more significant of these covenants.

**Merger Documentation.** Comcast has agreed that, without the prior written consent of Microsoft, which consent will not be unreasonably withheld, Comcast will not agree to any amendment or waiver of any provision of any of the AT&T Comcast transaction agreements that would reasonably be expected to (1) conflict with any provision of the exchange agreement, the agreements relating to the set-top box

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commitment described below or any access agreement entered into between Microsoft and AT&T Comcast pursuant to the most favored nation provision described above or (2) be materially adverse to Microsoft's rights under the exchange agreement or the benefits that Microsoft reasonably expects to realize from the exchange agreement, in the case of (2), to the extent that any such amendment or waiver would have an effect on Microsoft that is materially disproportionate to the effect it would have on other AT&T Broadband or AT&T Comcast shareholders.

**Lockup.** Prior to six months after completion of the Microsoft transaction, subject to certain exceptions, Microsoft has agreed that neither Microsoft nor any of its wholly owned subsidiaries will sell, or enter into any agreement, arrangement or negotiations relating to the sale of, any of the shares of AT&T Comcast common stock that it receives in connection with the Microsoft transaction.

**Indemnity.** Comcast has agreed to indemnify Microsoft against any claim by Comcast, AT&T or any shareholder of Comcast, AT&T or AT&T Comcast for any loss arising as a result of the AT&T Broadband spin-off or the mergers failing to be tax-free, except to the extent such a failure results directly from a breach by Microsoft of its covenant described under "-- Lockup" or of the failure of a related representation and warranty made by Microsoft in the exchange agreement.

### CONDITIONS TO THE COMPLETION OF THE MICROSOFT TRANSACTION

Conditions to the Obligations of Microsoft. The obligations of Microsoft to complete the Microsoft transaction are subject to the satisfaction or waiver, to the extent permissible, of the following conditions:

- absence of a material legal prohibition on the Microsoft transaction or the mergers;
- except as provided in the next bullet point, satisfaction or waiver of all conditions to the mergers and the reasonable satisfaction of Microsoft that the mergers will occur immediately following the Microsoft transaction;
- satisfaction, but not waiver, of the condition to the mergers that there has been no Material Adverse Effect with respect to AT&T's broadband business;



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- material accuracy of the representations and warranties of Comcast, AT&T and AT&T Comcast contained in the exchange agreement or made pursuant to the exchange agreement;
- performance by Comcast, AT&T and AT&T Comcast of all of their respective obligations under the exchange agreement;
- approval for the listing on The Nasdaq Stock Market of the shares of AT&T Comcast common stock to be issued in the mergers, other than the shares of AT&T Comcast Class B common stock;
- delivery by AT&T and Comcast of opinions of counsel relating to various corporate matters; and
- after completion of the AT&T Broadband spin-off, AT&T Broadband holds substantially all of the assets and liabilities of AT&T's broadband business.

Conditions to the Obligations of Comcast and AT&T. The obligations of Comcast and AT&T to complete the Microsoft transaction are subject to the satisfaction or waiver, to the extent permissible, of the following conditions:

- satisfaction or waiver of all conditions to the mergers and the reasonable satisfaction of Comcast that the mergers will occur;
- material accuracy of the representations and warranties of Microsoft contained in the exchange agreement;
- performance by Microsoft of all of its obligations under the exchange agreement; and
- delivery by Microsoft of an opinion of counsel relating to various corporate matters.

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### TERMINATION

The exchange agreement may be terminated by either Comcast or Microsoft in any of the following circumstances:

- the merger agreement has been terminated;
- any law or regulation makes completion of the Microsoft transaction illegal or a permanent injunction prohibiting completion of the Microsoft transaction is entered; or
- the mergers have not been completed by March 1, 2003.

### INTERACTIVE TECHNOLOGY AGREEMENT

In connection with the exchange agreement, Microsoft and Comcast Cable Communications, Inc. have entered into a three-year agreement pursuant to which the parties will conduct a trial during 2002 of an interactive television platform, including set-top box middleware. If the trial results meet agreed technical standards, the platform meets defined competitive requirements and a launch would meet Comcast Cable's reasonable business objectives, Comcast Cable has agreed that it will commercially launch the Microsoft platform to at least 25% of its newly installed middleware customer base.

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### THE TAX SHARING AGREEMENT

The following summary of the tax sharing agreement is qualified in its entirety by reference to the complete text of the tax sharing agreement, which is incorporated by reference into this document and attached as an exhibit to the registration statement in which this document is included.

#### IN GENERAL

AT&T Broadband is currently included in AT&T's federal consolidated income tax group and AT&T Broadband's tax liability will be included in the consolidated federal income tax liability of AT&T for 2002 until the time of the AT&T Broadband spin-off. The tax sharing agreement provides for tax sharing payments between AT&T Broadband and AT&T for periods prior to the AT&T Broadband spin-off, based on the taxes or tax benefits of hypothetical affiliated groups consisting of the businesses, assets and liabilities that make up AT&T Broadband, on the one hand, and all other businesses, assets and liabilities of AT&T, on the other hand. Each group is generally responsible for the taxes attributable to its lines of business and entities comprising its group.

AT&T and AT&T Broadband have agreed that the consolidated tax liability (before credits) of the hypothetical group will be allocated to each group based on such group's contribution to consolidated taxable income. This allocation will take into account losses, deductions and other tax attributes that are utilized by the hypothetical group even if these attributes could not be utilized on a stand-alone basis. Tax sharing payments in respect of the consolidated tax liability of the hypothetical group, after allocation of consolidated tax credits, will be made between AT&T and AT&T Broadband consistent with the allocations under the tax sharing agreement. As between AT&T and AT&T Broadband, certain tax items are specially allocated to the AT&T group and AT&T Broadband group under the tax sharing agreement.

#### AT&T BROADBAND SPIN-OFF

AT&T and AT&T Broadband have agreed that taxes related to intercompany transactions that are triggered by the AT&T Broadband spin-off will be generally allocated to AT&T Broadband.

#### NON-INCOME TAX LIABILITIES

AT&T and AT&T Broadband have agreed that joint non-income tax liabilities will generally be allocated between AT&T and AT&T Broadband based on the amount of such taxes attributable to each group's line of business. If the line of business with respect to which the liability is appropriately associated cannot be readily determined, the tax liability will be allocated to the AT&T group.

#### AUDIT ADJUSTMENTS

AT&T and AT&T Broadband have agreed that taxes resulting from audit adjustments will generally be allocated between the two groups based on line of business. In general, AT&T controls audits and administrative matters related to pre-spin-off periods.

#### POST-SPIN-OFF TAX ATTRIBUTES

Generally, AT&T Broadband may not carry back a loss, credit or other tax attribute from a post-spin-off period to a pre-spin-off period, unless AT&T Broadband obtains AT&T's consent (which, in the case of significant net operating or capital loss carrybacks, may not be unreasonably withheld) and then only to the extent permitted by applicable law.

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### AMENDMENTS AND WAIVERS

Any provision of the tax sharing agreement may be amended or waived prior to the completion of the transaction if, but only if, such amendment or waiver is in writing and is signed, in the case of an amendment, by AT&T, AT&T Broadband and Comcast or, in the case of a waiver, by the party to the tax sharing agreement against whom the waiver is to be effective and Comcast.

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### THE ANCILLARY AGREEMENTS

In addition to the other agreements described in this section, AT&T and AT&T Broadband have entered into various other commercial agreements in connection with the AT&T Comcast transaction. A brief summary of these agreements follows:

#### NETWORK SERVICE AGREEMENTS.

AT&T and AT&T Broadband have entered into four principal network service agreements as follows.

- Master Carrier Agreement. This agreement reflects the rates, terms and conditions on which AT&T Business Services Group will provide voice, data and Internet services to AT&T Broadband, including both wholesale services (those used as a component in AT&T Broadband's services to its customers) and "administrative" services (for internal AT&T Broadband usage). Pricing is market based, with provisions defining an ongoing process to ensure that the prices remain competitive.
  
- First Amended and Restated Local Network Connectivity Services Agreement. This agreement reflects the rates, terms and conditions on which AT&T Business Services Group will provide certain local network connectivity services to AT&T Broadband for use in providing local telephone services to AT&T Broadband's subscribers. This agreement consists of two parts:
  - a capital lease from AT&T Business Services Group to AT&T Broadband of certain network switching and transport assets to be used exclusively by AT&T Broadband for a term of up to ten years, commencing January 1, 2001 for initial assets leased under the agreement; and
  - an operating agreement for the provision of local network connectivity, management and operational services in support of AT&T Broadband's local cable telephone services, with a minimum term of five years commencing January 1, 2001.
  
- Master Facilities Agreement. This agreement permits AT&T or any of its subsidiaries to use existing fiber facilities owned or leased by AT&T Broadband or its controlled affiliates, together with related services. In addition, AT&T Broadband will construct and lease to AT&T new fiber facilities in the areas served by AT&T Broadband's cable systems for use

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in providing telecommunications services. The term of the build-out period will expire on January 8, 2012. Subject to certain termination rights specified in this agreement, the term of AT&T's right to use facilities leased under this agreement will expire on January 8, 2028, renewable at AT&T's option for successive 20-year terms in perpetuity.

- Interconnection and Intercarrier Compensation Term Sheet. This agreement, which has a five-year initial term commencing January 1, 2001, specifies the terms of interconnection of the parties' networks, and compensation for:
  - the origination or termination of interexchange traffic for the other party; and
  - the exchange of local traffic between the parties' local customers.

High Speed Internet Services Binding Term Sheet. This agreement reflects the rates, terms and conditions on which AT&T will provide specified processes, procedures and services to support AT&T Broadband in its provision of broadband Internet services to AT&T Broadband subscribers. This agreement has a four-year initial term commencing December 4, 2001.

Intellectual Property Agreement. This agreement specifies the ownership and license rights granted by each party to the other in specified patents, software, copyrights and trade secrets. Among other rights granted, the effect of this agreement is to allow AT&T Broadband and AT&T to continue to have the same rights to use the intellectual property that they had at the time of the separation and AT&T Broadband spin-off.

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Other Agreements to be Executed. AT&T and AT&T Comcast will enter into a corporate name agreement immediately prior to the completion of the AT&T Comcast transaction pursuant to which AT&T will grant to AT&T Comcast the right to use the term "AT&T" as part of its full corporate name, but prohibit any use of "AT&T" as a trade name, trademark, or service mark, or in a domain name other than specified domain names permitted for certain purposes. Such grant of rights will be perpetual unless terminated as a result of the Roberts family's voting power falling below 33% or pursuant to any other terms of the agreement.

Subject to the terms of the separation and distribution agreement, prior to the completion of the AT&T Comcast transaction, AT&T and AT&T Broadband may also enter into other agreements in connection with the AT&T Comcast transaction.

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### CHAPTER SIX AT&T CORP. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The AT&T Corp. Management's Discussion and Analysis of Financial Condition and Results of Operations set forth below was included in AT&T's Annual Report on Form 10-K for the year ended December 31, 2001 (as amended on May 3, 2002). The AT&T groups referred to in this joint proxy statement/prospectus differ in various financial and other respects from the segments described in this

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section. For financial and other information on the AT&T groups, see the information set forth elsewhere in this joint proxy statement/prospectus.

### OVERVIEW

AT&T is among the world's communications leaders, providing voice, data and video communications services to large and small businesses, consumers and government agencies. AT&T provides domestic and international long distance, regional and local communications services, cable (broadband) television and Internet communication services.

### RESTRUCTURING OF AT&T

On October 25, 2000, AT&T announced a restructuring plan designed to fully separate or issue separately tracked stocks intended to reflect the financial performance and economic value of each of AT&T's four major operating units.

On December 19, 2001, AT&T and Comcast Corporation (Comcast) announced an agreement to combine AT&T Broadband with Comcast. Under the terms of the agreement, AT&T will spin-off AT&T Broadband and simultaneously merge it with Comcast, forming a new company to be called AT&T Comcast Corporation (AT&T Comcast). AT&T shareowners will receive a number of shares of AT&T Comcast common stock based on an exchange ratio calculated pursuant to a formula specified in the merger agreement. If determined as of the date of the merger agreement, the exchange ratio would have been approximately 0.34, assuming the AT&T shares held by Comcast are included in the number of shares of AT&T common stock outstanding. Assuming Comcast retains its AT&T shares and converts them into exchangeable preferred stock of AT&T as contemplated by the merger agreement, the exchange ratio would be approximately 0.35. Assuming certain conditions, AT&T shareowners will own an approximate 55% economic stake and an approximate 61% voting interest in the new company, calculated as of the date of the merger agreement. The merger of AT&T Broadband and Comcast is subject to regulatory review, approval by both companies' shareowners and certain other conditions, and is expected to close by the end of 2002. AT&T also intends to proceed with the creation of a tracking stock for its AT&T Consumer Services business, which is expected to be distributed to AT&T shareowners following shareowner approval. AT&T has not yet determined the timing of the distribution, which may be made within a year of shareowner approval or may be made thereafter, depending on market conditions. Additionally, the AT&T board of directors could decide not to proceed with the distribution of the tracking stock, or could proceed at a time or in a manner different from its current intentions.

These restructuring activities are complicated and involve a substantial number of steps and transactions, including obtaining various approvals, such as Internal Revenue Service (IRS) rulings. AT&T anticipates, however, that the transactions associated with AT&T's restructuring plan will be tax-free to U.S. shareowners. Future financial conditions, superior alternatives or other factors may arise or occur that make it inadvisable to proceed with part or all of AT&T's restructuring plans. Any or all of the elements of AT&T's restructuring plan may not occur as AT&T currently expects or in the time frames that it currently contemplates, or at all. Alternative forms of restructuring, including sales of interests in these businesses, would reduce what is available for distribution to AT&T shareowners in the restructuring.

On May 25, 2001, AT&T completed an exchange offer of AT&T common stock for AT&T Wireless stock. Under the terms of the exchange offer, AT&T issued 1.176 shares of AT&T Wireless Group tracking stock in exchange for each share of AT&T common stock validly tendered. A total of

372.2 million shares of AT&T common stock were tendered in exchange for 437.7 million shares of AT&T Wireless Group tracking stock. In conjunction with the exchange offer, AT&T recorded an \$80 premium as a reduction to net income available to common shareowners. The premium represents the excess of the fair value of the AT&T Wireless Group tracking stock issued over the fair value of the AT&T common stock exchanged.

On July 9, 2001, AT&T completed the split-off of AT&T Wireless as a separate, independently traded company. All AT&T Wireless Group tracking stock was converted into AT&T Wireless common stock on a one-for-one basis and 1,136 million shares of AT&T Wireless common stock held by AT&T were distributed to AT&T common shareowners on a basis of 0.3218 of a share of AT&T Wireless for each AT&T share outstanding. AT&T common shareowners received whole shares of AT&T Wireless and cash payments for fractional shares. The IRS ruled that the transaction qualified as tax-free for AT&T and its shareowners for U.S. federal income tax purposes, with the exception of cash received for fractional shares. For accounting purposes, the deemed effective split-off date was June 30, 2001. At the time of split-off, AT&T retained approximately \$3 billion, or 7.3%, of AT&T Wireless common stock, about half of which was used in a debt-for-equity exchange in July in 2001. The remaining portion of these holdings was monetized in October and December through the issuance of debt that is exchangeable into Wireless shares (or their cash equivalents) at maturity. The split-off of AT&T Wireless resulted in a noncash tax-free gain of \$13.5 billion, which represented the difference between the fair value of the AT&T Wireless tracking stock at the date of the split-off and AT&T's book value in AT&T Wireless Services. This gain was recorded in the third quarter of 2001 as a "Gain on disposition of discontinued operations" in the Consolidated Statement of Income.

On August 10, 2001, AT&T completed the split-off of Liberty Media Corporation as an independent, publicly traded company (since AT&T did not exit the line of business that Liberty Media Group (LMG) operated in, LMG was not accounted for as a discontinued operation). AT&T redeemed each outstanding share of Class A and Class B LMG tracking stock for one share of Liberty Media Corporation's Series A and Series B common stock, respectively. The IRS ruled that the split-off of Liberty Media Corporation qualified as a tax-free transaction for AT&T, Liberty Media and their shareowners. For accounting purposes, the deemed effective split-off date was July 31, 2001.

#### TRACKING STOCKS

During the periods 1999 through 2001, AT&T had one or more tracking stocks outstanding. In 1999, in connection with the acquisition of Tele-Communications, Inc. (TCI), AT&T issued a separate tracking stock to reflect 100% of the performance of LMG. In 2000, AT&T issued a tracking stock to track the financial performance of AT&T Wireless Group. The shares initially issued tracked approximately 16% of the performance of AT&T Wireless Group.

A tracking stock is designed to provide financial returns to its holders based on the financial performance and economic value of the assets it tracks. Ownership of shares of AT&T common stock, AT&T Wireless Group tracking stock or Liberty Media Class A or B tracking stock did not represent a direct legal interest in the assets and liabilities of any of the groups, but an ownership of AT&T in total. The specific shares represented an interest in the economic performance of the net assets of each of the groups.

The earnings attributable to AT&T Wireless Group are excluded from the earnings available to AT&T Common Stock Group and are reflected as "Income (loss) from discontinued operations," net of applicable taxes of AT&T Wireless Group in the Consolidated Statements of Income. Similarly, the earnings and

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losses related to LMG are excluded from the earnings available to AT&T Common Stock Group. The remaining results of operations of AT&T, including the financial performance of AT&T Wireless Group not represented by the tracking stock, are referred to as the AT&T Common Stock Group and are represented by AT&T common stock.

AT&T did not have a controlling financial interest in LMG for financial accounting purposes; therefore, its ownership in LMG was reflected as an investment accounted for under the equity method in

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AT&T's consolidated financial statements. The amounts attributable to LMG are reflected in the accompanying consolidated financial statements as "Equity (losses) earnings from Liberty Media Group" and "Investment in Liberty Media Group and related receivables, net" prior to its split-off from AT&T.

AT&T Wireless Group was an integrated business of AT&T, and LMG was a combination of certain assets and businesses of ATT neither was a stand-alone entity prior to its split-off from AT&T.

### MERGER WITH MEDIAONE GROUP, INC.

AT&T completed the merger with MediaOne Group, Inc. (MediaOne) on June 15, 2000, in a cash and stock transaction valued at approximately \$45 billion. AT&T issued approximately 603 million shares of AT&T common stock, of which 60 million were treasury shares, and made cash payments of approximately \$24 billion.

The merger was recorded under the purchase method of accounting, whereby the assets and liabilities of MediaOne Group were recorded at fair value on the date of the acquisition. Accordingly, the results of MediaOne have been included with the financial results of AT&T, within AT&T Broadband, since the date of acquisition. In accordance with the purchase method of accounting, periods prior to the merger were not restated to include the results of MediaOne.

### FORWARD-LOOKING STATEMENTS

This document may contain forward-looking statements with respect to AT&T's restructuring plan, financial condition, results of operations, cash flows, dividends, financing plans, business strategies, operating efficiencies or synergies, budgets, capital and other expenditures, network build out and upgrade, competitive positions, availability of capital, growth opportunities for existing products, benefits from new technologies, availability and deployment of new technologies, plans and objectives of management, and other matters.

These forward-looking statements, including, without limitation, those relating to the future business prospects, revenue, working capital, liquidity, capital needs, network build out, interest costs and income, are necessarily estimates reflecting the best judgment of senior management and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. These forward-looking statements should, therefore, be considered in light of various important factors that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements including, without limitation:

- the risks associated with the implementation of AT&T's restructuring plan, which is complicated and involves a substantial number of different transactions each with separate conditions, any or all of which may not occur as AT&T currently intends, or which may not occur in the timeframe

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it currently expects,

- the risks associated with each of AT&T's main business units, operating as independent entities as opposed to as part of an integrated telecommunications provider following completion of AT&T's restructuring plan, including the inability of these groups to rely on the financial and operational resources of the combined company and these groups having to provide services that were previously provided by a different part of the combined company,
- the impact of existing and new competitors in the markets in which these groups compete, including competitors that may offer less expensive products and services, desirable or innovative products, technological substitutes, or have extensive resources or better financing,
- the impact of oversupply of capacity resulting from excessive deployment of network capacity,
- the ongoing global and domestic trend toward consolidation in the telecommunications industry, which may have the effect of making the competitors of these entities larger and better financed and afford these competitors with extensive resources and greater geographic reach, allowing them to compete more effectively,

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- the effects of vigorous competition in the markets in which the company operates, which may decrease prices charged, increase churn and change customer mix, profitability and average revenue per user,
- the ability to enter into agreements to provide services, and the cost of entering new markets necessary to provide services,
- the ability to establish a significant market presence in new geographic and service markets,
- the availability and cost of capital and the consequences of increased leverage,
- the impact of any unusual items resulting from ongoing evaluations of the business strategies of the company,
- the requirements imposed on AT&T or latitude allowed to competitors by the Federal Communications Commission (FCC) or state regulatory commissions under the Telecommunications Act of 1996 or other applicable laws and regulations,
- the risks associated with technological requirements, technology substitution and changes and other technological developments,
- the results of litigation filed or to be filed against the company,
- the possibility of one or more of the markets in which the company competes being impacted by changes in political, economic or other factors, such as monetary policy, legal and regulatory changes or other external factors over which these groups have no control, and
- the risks related to AT&T's investments and joint ventures.

The words "estimate," "project," "intend," "expect," "believe," "plan" and similar expressions are intended to identify forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements,



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which speak only as of the date of this document. Moreover, in the future, AT&T, through its senior management, may make forward-looking statements about the matters described in this document or other matters concerning AT&T.

The discussion and analysis that follows provides information management believes is relevant to an assessment and understanding of AT&T's consolidated results of operations for the years ended December 31, 2001, 2000 and 1999, and financial condition as of December 31, 2001 and 2000.

### CRITICAL ACCOUNTING POLICIES, ESTIMATES AND JUDGMENTS

AT&T's financial statements are prepared in accordance with accounting principles that are generally accepted in the United States. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses as well as the disclosure of contingent assets and liabilities. Management continually evaluates its estimates and judgments including those related to revenue recognition, allowances for doubtful accounts, useful lives of property, plant and equipment, internal use software and intangible assets, investments, derivative contracts, pension and other postretirement benefits and income taxes. Management bases its estimates and judgments on historical experience and other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. AT&T believes that of its significant accounting policies, the following may involve a higher degree of judgment or complexity:

Revenue recognition -- AT&T only records revenue for transactions which are considered to be part of our central, ongoing operations. AT&T recognizes long distance and local voice and data services revenue based upon minutes of traffic processed or contracted fee schedules including sales of prepaid calling cards. Cable video and nonvideo installation revenue is recognized in the period the installation services are provided to the extent of direct selling costs. Any remaining amount is deferred and recognized over the estimated average period that customers are expected to remain connected to the cable distribution

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systems. Customer activation fees, along with the related costs up to but not exceeding the revenues, are deferred and amortized over the customer relationship period. AT&T recognizes other products and services revenue when the products are delivered and accepted by customers and when services are provided in accordance with contract terms. For contracts where we provide customers with an indefeasible right to use network capacity, we recognize revenue ratably over the stated life of the agreement. Any sales of installed fiber are not recognized as revenue. AT&T considers these transactions to be sales of property, plant and equipment and record any gain or loss in "Other income (expense)" in the Consolidated Statements of Income.

Allowances for doubtful accounts -- AT&T maintains allowances for doubtful accounts for estimated losses which result from the inability of our customers to make required payments. AT&T bases its allowances on the likelihood of recoverability of accounts receivable based on past experience and taking into account current collection trends that are expected to continue. If economic or specific industry trends worsen beyond AT&T's estimates, it would increase its allowances for doubtful accounts by recording additional expense. Accounts receivable are fully reserved for when past due 180 days or more.

Estimated useful lives of property, plant and equipment, internal use software and intangible assets -- AT&T estimates the useful lives of property, plant and equipment, internal use software and intangible assets in order to determine the amount of depreciation and amortization expense to be recorded

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during any reporting period. The useful lives are estimated at the time the asset is acquired and are based on historical experience with similar assets as well as taking into account anticipated technological or other changes. If technological changes were to occur more rapidly than anticipated or in a different form than anticipated, the useful lives assigned to these assets may need to be shortened, resulting in the recognition of increased depreciation and amortization expense in future periods. Alternatively, these types of technological changes could result in the recognition of an impairment charge to reflect the write-down in value of the asset. AT&T reviews these types of assets for impairment annually, or when events or circumstances indicate that the carrying amount may be not be recoverable over the remaining lives of the assets. In assessing impairments, AT&T uses cash flows which take into account management's estimates of future operations. Beginning January 1, 2002, in accordance with the provisions of Statement of Financial Accounting Standards (SFAS) No. 142, "Goodwill and Other Intangible Assets," AT&T will no longer amortize goodwill, excess basis related to equity-method investments and franchise costs, but will test these assets at least annually for impairment.

Investments -- AT&T holds investments in other companies which it accounts for under either the cost method or equity method of accounting. Many of these companies are publicly traded and have volatile share prices however, some of these companies are not publicly traded and therefore the value may be difficult to determine. For investments that are not publicly traded we estimate fair value using market-based (comparable sales) and income-based (discounted cash flow) methods. In addition, AT&T has monetized some of these investments by issuing debt that is tied to the trading price of the security, and which can be settled in shares or cash. Some of AT&T's cost-method investments are classified as "trading" securities under SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities," and are marked-to-market through the income statement. However, other cost method investments are classified as "available-for-sale" under SFAS No. 115 and are marked-to-market through other comprehensive income on the balance sheet. AT&T records an investment impairment charge on its "available-for-sale" and equity-method investments when we believe the decline in the investment value is other than temporary. When determining an other than temporary decline, AT&T considers, among other items, the length of time the trading price has been below its carrying value, the financial condition of the investee company, including the industry in which they operate, and AT&T's ability or intent to retain the investment. If the financial condition of the investee company or the industry in which it operates were to be materially different than AT&T's expectation, AT&T would record an expense to reflect the other than temporary decline in value of the investment. At December 31, 2001, unrealized losses on "available-for-sale" securities included in "Other comprehensive income" as a component of shareowners' equity were approximately \$0.3 billion (pretax).

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Derivative contracts -- AT&T enters into derivative contracts to mitigate market risk from changes in interest rates, foreign currency exchange rates and equity prices. Certain exchangeable debt (debt exchangeable into or tied to the value of securities AT&T owns) contain embedded derivatives that require accounting separate from the debt instrument, while other exchangeable debt has derivatives issued in conjunction with net purchased options. The fair value of option based derivatives is determined using the Black-Scholes option pricing model, which is based on a set of inputs, including the price of the underlying stock, volatility of the underlying stock and interest rates. These inputs are based on prevailing market indications that are either directly observable in the market, received from qualified investment banking firms or are internally calculated. Changes in these inputs would result in a change in the fair value of the option contracts. Changes in the fair value of option contracts accounted for as cash flow hedges would be recorded, net of income taxes, within Other

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Comprehensive Income on the balance sheet. Changes in the fair value of option contracts undesignated for accounting purposes would be recorded within other income (expense) on the income statement. Generally, fair value calculations of other derivative contracts (e.g., interest rate swaps and foreign exchange forwards) require less judgment and are valued based on market interest rates and foreign exchange rates.

Pension and postretirement benefits -- The amounts recognized in the financial statements related to pension and postretirement benefits are determined on an actuarial basis, which utilizes many assumptions in the calculation of such amounts. A significant assumption used in determining AT&T's net pension credit (income) and postretirement expense is the expected long-term rate of return on plan assets. In 2001, AT&T assumed an expected long-term rate of return on plan assets of 9.5%. On average, AT&T's actual return on plan assets over the long-term has substantially exceeded 9.5%; however, in the past two years, the plan's assets have experienced rates of return substantially lower than 9.5%. For 2002, AT&T will lower its expected long-term rate of return assumption from 9.50% to 9.0%, reflecting the generally expected moderation of long-term rates of return in the financial markets. AT&T expects this decrease in the expected long-term rate of return to decrease operating income by approximately \$0.1 billion.

Another estimate that affects AT&T's net pension credit and postretirement expense is the discount rate used in the annual actuarial valuations of pension and postretirement benefit plan obligations. At the end of each year, AT&T determines the appropriate discount rate, which represents the interest rate that should be used to determine the present value of future cash flows currently expected to be required to settle the pension and postretirement benefit obligations. The discount rate is generally based on the yield on high-quality corporate fixed-income investments. At December 31, 2001, AT&T lowered its discount rate to 7.25% from 7.5% at December 31, 2000. Changes in the discount rate do not have a material impact on AT&T's results of operations.

Income taxes -- AT&T records deferred tax assets and liabilities using enacted tax rates for the effect of temporary differences between the book and tax bases of assets and liabilities. If enacted tax rates changed, AT&T would adjust its deferred tax assets and liabilities, through the provision for income taxes in the period of change, to reflect the enacted tax rate expected to be in effect when the deferred tax items reverse. A one percentage point change in the enacted tax rates would increase or decrease net income by approximately \$0.7 billion. AT&T records a valuation allowance on deferred tax assets to reflect the expected future tax benefits to be realized. In determining the appropriate valuation allowance, AT&T takes into account the level of expected future taxable income and available tax planning strategies. If future taxable income was lower than expected or if expected tax planning strategies were not available as anticipated, AT&T may record additional valuation allowance through income tax expense in the period such determination was made. At December 31, 2001, AT&T had long-term deferred tax assets (included within long-term deferred tax liabilities) of \$5.4 billion, which included a valuation allowance of \$57 million.

### CONSOLIDATED RESULTS OF OPERATIONS

The comparison of 2001 results with 2000 results was affected by events such as acquisitions and dispositions that occurred in these two years. For example, included in 2001 was a full year of MediaOne results; however, 2000 included MediaOne's results only since the June 15, 2000, date of acquisition. In

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addition, AT&T had dispositions of certain cable systems during each year and

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disposed of international businesses during 2000. Cable systems and businesses disposed of in 2000 were included in 2000 results for part of the year and not in 2001 results. Likewise, cable systems disposed of in 2001 were included in 2000 results for the full year and in 2001 results for part of the year. Also, At Home Corp. (Excite@Home) affected the comparison of annual results.

For the period January 1, 2000, through August 31, 2000, Excite@Home was accounted for as an equity method investment. For the period September 1, 2000, through December 31, 2000, Excite@Home was fully consolidated as a result of corporate governance changes, which gave AT&T the right to designate six of the 11 Excite@Home board members, and therefore, a controlling interest. In 2001, Excite@Home was fully consolidated for the period January 1, 2001, through September 28, 2001, the date Excite@Home filed for Chapter 11 bankruptcy protection. As a result of the bankruptcy and AT&T removing four of its six members from the Excite@Home board of directors, AT&T no longer consolidated Excite@Home as of September 30, 2001. The consolidation of Excite@Home (effective September 1, 2000) resulted in the inclusion of 100% of its results in each line item of AT&T's Consolidated Balance Sheets and Consolidated Statements of Income. The approximate 77% of Excite@Home not owned by AT&T is shown in the 2000 Consolidated Balance Sheet within "Minority Interest" and as a component of "Minority interest income (expense)" in the 2001 and 2000 Consolidated Statements of Income. As a result of the significant losses incurred by Excite@Home, the minority interest balance was fully utilized (in September); therefore, in September 2001 AT&T recognized more than its 23% share of losses of Excite@Home. Under the equity method of accounting, any earnings or losses are included as a component of "Net losses related to other equity investments" in the Consolidated Statement of Income. Beginning October 1, 2001, AT&T no longer records equity earnings or losses related to Excite@Home since AT&T recognized losses in excess of its investment in Excite@Home.

Effective July 1, 2000, the FCC eliminated Primary Interexchange Carrier Charges (PICC or per-line charges) that AT&T pays for residential and single-line business customers. The elimination of these per-line charges resulted in lower access expense as well as lower revenue, since AT&T has historically billed its customers for these charges.

The comparison of 2000 results with 1999 results was also affected by the acquisition of MediaOne and the elimination PICC. In addition, AT&T acquired TCI and the IBM Global Network (now AT&T Global Network Services or AGNS) during 1999. Therefore, twelve months of their results are included in 2000's results, but are included for only a part of 1999 (since their respective dates of acquisition). Dispositions of certain cable systems and international businesses occurred during 1999 and 2000, affecting comparability. The consolidation of Excite@Home, effective September 1, 2000, also affected comparability. Prior to September 1, 2000, Excite@Home was accounted for as an equity method investment.

Finally, the comparison of 2000 results with 1999 results was impacted by the launch of Concert on January 5, 2000, AT&T's global joint venture with British Telecommunications plc (BT). AT&T contributed all of its international gateway-to-gateway assets and the economic value of approximately 270 multinational customers specifically targeted for direct sales by Concert. As a result, 2000 results do not include the revenue and expenses associated with these customers and businesses, while 1999 does, and 2000 results include our proportionate share of Concert's earnings in "Net losses related to other equity investments" in the Consolidated Statements of Income. On October 16, 2001, AT&T and BT announced that they had reached binding agreements to unwind Concert. Under the Concert dissolution agreement with BT, AT&T will reclaim customer contracts and assets that were initially contributed to the venture, including international transport facilities and gateway assets. In addition, AT&T Business Services will obtain ownership of certain frame relay assets located in the Asia Pacific region that BT initially contributed to the venture. AT&T Business Services expects to combine these assets with its existing

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international networking and other assets. The unwind of Concert is expected to close by the end of the first half of 2002.

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### REVENUE

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
DOLLARS IN MILLIONS			
AT&T Business Services.....	\$28,024	\$28,900	\$28,692
AT&T Consumer Services.....	15,079	18,894	21,753
AT&T Broadband.....	9,799	8,226	5,070
Corporate and other.....	(352)	(487)	(542)
	-----	-----	-----
Total Revenue.....	\$52,550	\$55,533	\$54,973
	=====	=====	=====

Total revenue decreased 5.4%, or \$3.0 billion, in 2001 compared with 2000. The decline was largely driven by accelerating declines in long distance voice revenue of approximately \$5.7 billion. Partially offsetting the decline was revenue of approximately \$2.2 billion, primarily attributable to growth in data and Internet protocol (IP), local and outsourcing services within AT&T Business Services, and increased revenue from AT&T Broadband, primarily telephony, high-speed data, expanded basic cable and digital video. Also offsetting the decline was revenue of approximately \$0.3 billion largely due to net acquisitions (primarily MediaOne), and the consolidation of Excite@Home, partially offset by the elimination of PICC. AT&T expects long distance revenue to continue to be negatively impacted by ongoing competition and product substitution and while we expect data and IP revenue to continue to grow, AT&T expects the growth rate to slow. Revenue in 2002 will be positively impacted by the inclusion of revenue resulting from the unwind of Concert, including revenue from multinational customers and foreign-billed revenue previously contributed to Concert. In addition, AT&T expects revenue from AT&T Broadband to increase.

Total revenue increased 1.0%, or \$0.6 billion, in 2000 compared with 1999 primarily driven by a growing demand for AT&T's IP, outsourcing within AT&T Business Services and growth in AT&T Broadband of approximately \$2.2 billion, as well as the impact of acquisitions and the consolidation of Excite@Home, partially offset by the impact of Concert, dispositions and the elimination of PICC of approximately \$1.5 billion. These revenue increases were partially offset by continued declines in long distance voice revenue of approximately \$2.9 billion.

Revenue by segment is discussed in greater detail in the segment results section.

FOR THE YEARS ENDED DECEMBER 31,		
2001	2000	1999
DOLLARS IN MILLIONS		

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Access and other connection..... \$12,136 \$13,140 \$14,439

Access and other connection expenses decreased 7.6%, or \$1.0 billion, in 2001 compared with 2000. Included within access and other connection expenses are costs that AT&T pays to connect calls on the facilities of other service providers, as well as the Universal Service Fund contributions and per-line charges mandated by the FCC. Approximately \$1.6 billion of the decrease was due to mandated reductions in per-minute access-rates, lower per-line charges and lower international connection rates. In July 2000, per-line charges that AT&T paid for residential and single-line business customers were eliminated by the FCC. These reductions were partially offset by a \$0.6 billion increase due to overall volume growth primarily related to local and international services and higher Universal Service Fund contributions. Since most of these charges are passed through to the customer, the per-minute access-rate and per-line charge reductions and the increased Universal Service Fund contributions have generally resulted in a corresponding impact on revenue.

In 2002, access and other connection expenses will continue to decline as a result of mandated reductions in per minute access rates, lower universal service fund contributions and lower long distance call volumes. These reductions will be partially offset by an increase in local connectivity expenses primarily due to growth in local services. In addition, the unwind of Concert will also result in lower access and other connections expenses, since in 2001 the charge from Concert was recorded as access and

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other connection expenses and in 2002 as AT&T takes back assets, it will record the expenses in each line item based on how the assets and customers are served and managed.

Access and other connection expenses decreased 9.0% to \$13.1 billion in 2000, compared with \$14.4 billion in 1999. Mandated reductions in per-minute access costs and decreased per-line charges resulted in lower costs of approximately \$1.5 billion. Also contributing to the decrease was more efficient network usage. These decreases were partially offset by approximately \$0.6 billion of higher costs due to volume increases, and \$0.5 billion as a result of higher Universal Service Fund contributions.

Costs paid to telephone companies outside of the United States to connect calls made to countries outside of the United States (international settlements) are also included within access and other connection expenses. International interconnection charges decreased approximately \$0.5 billion in 2000, as a result of the commencement of operations of Concert. Concert incurred most of AT&T's international settlements and earned most of its foreign-billed revenue, previously incurred and earned directly by AT&T. In 2000, Concert billed AT&T a net expense composed of international settlement (interconnection) expense and foreign-billed revenue. The amount charged by Concert in 2000 was lower than interconnection expense incurred in 1999, since AT&T recorded these transactions as revenue and expense, as applicable. Partially offsetting the decline were costs incurred related to Concert products that AT&T now sells to its customers.

FOR THE YEARS ENDED DECEMBER 31,		
-----	-----	-----
2001	2000	1999
-----	-----	-----
DOLLARS IN MILLIONS		

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Costs of services and products.....	\$13,960	\$12,795	\$11,013
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Costs of services and products include the costs of operating and maintaining our networks, costs to support our outsourcing contracts (including cost of equipment sold), programming for cable services, the provision for uncollectible receivables and other service-related costs.

These costs increased \$1.2 billion, or 9.1%, in 2001 compared with 2000. Approximately \$0.6 billion of the increase was driven by net acquisitions, primarily MediaOne, and the consolidation of Excite@Home. Also contributing to the increase was approximately \$0.8 billion of higher costs associated with our growth businesses, primarily at AT&T Business Services, including the cost of equipment sold within our outsourcing solutions business, and higher cable television programming costs. In addition, costs increased approximately \$0.3 billion due to estimated losses on certain long-term contracts at AT&T Business Services and a lower pension credit (income) and higher postretirement expense in 2001 resulting from a decreased return on plan assets. These increases were partially offset by approximately \$0.4 billion of lower costs associated with lower revenue, primarily lower volumes at AT&T Business Services, including AT&T's international operations and lower payphone compensation costs.

In 2002, costs of services and products are expected to increase slightly as a result of the unwind of Concert, significantly offset by the deconsolidation of Excite@Home.

Costs of services and products increased \$1.8 billion, or 16.2%, in 2000 compared with 1999. Nearly \$1.9 billion of the increase was due to acquisitions and the impact of consolidating Excite@Home, net of the impact of Concert and divestments of international businesses. The expense also increased due to higher costs associated with new outsourcing contracts of approximately \$0.5 billion and approximately \$0.3 billion of higher cable television programming costs principally due to rate increases and higher costs associated with new broadband services. These increases were partially offset by approximately \$0.9 billion of cost savings from continued cost control initiatives and a higher pension credit in 2000, primarily driven by a higher pension trust asset base, resulting from increased investment returns.

FOR THE YEARS ENDED DECEMBER 31,

2001	2000	1999
------	------	------

DOLLARS IN MILLIONS

Selling, general and administrative.....	\$10,832	\$9,752	\$10,894
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Selling, general and administrative (SG&A) expenses increased \$1.1 billion, or 11.1%, in 2001 compared with 2000. Approximately \$0.2 billion of the increase was due to expenses associated with acquisitions, primarily MediaOne, net of the impact of dispositions. Increased expenses in support of growth businesses, primarily data and IP, broadband, and local voice services, drove approximately \$0.8 billion of the increase. These expenses included customer care, facilities and other related expenses, advertising, research and development and other general and administrative expenses. Also included in the increased SG&A

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expenses were transaction costs of approximately \$0.2 billion associated with AT&T's restructuring announced in October 2000. A lower pension credit (income) and higher postretirement expense resulting from decreased return on plan assets, combined with higher compensation accruals contributed approximately \$0.3 billion to the increase. Partially offsetting these increases were lower costs associated with the impact of cost control efforts and decreased customer care and billing expenses of approximately \$0.8 billion primarily from AT&T Consumer Services.

As a result of the unwind of Concert as well as lower pension credit (income), selling, general and administrative expenses are expected to increase slightly in 2002.

Selling, general and administrative expenses decreased \$1.1 billion, or 10.5%, in 2000 compared with 1999. Approximately \$2.0 billion of the decrease was due to savings from continued cost-control initiatives and a higher pension credit in 2000, primarily driven by a higher pension trust asset base, resulting from increased historical investment returns. Partially offsetting this decrease was approximately \$0.5 billion of higher expenses associated with our growing broadband business, and nearly \$0.5 billion of expenses associated with acquisitions and the consolidation of Excite@Home, net of the impact of Concert and dispositions.

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	DOLLARS IN MILLIONS		
Depreciation and other amortization.....	\$6,865	\$5,924	\$5,137

Depreciation and other amortization expenses increased \$0.9 billion, or 15.9%, in 2001 compared with 2000. Approximately \$0.4 billion of the increase was attributable to the acquisition of MediaOne and the consolidation of Excite@Home, partially offset by net dispositions, primarily cable systems. The remaining increase was primarily due to a higher asset base resulting from continued infrastructure investments.

Depreciation and other amortization expenses are expected to increase in 2002 reflecting the infrastructure investments made in 2001 as well as the impact of the unwind of Concert.

In 2000, depreciation and other amortization expenses rose \$0.8 billion, or 15.3%, compared with 1999. Approximately \$0.5 billion of the increase was due to acquisitions and the consolidation of Excite@Home, net of dispositions and the impact of Concert. The remaining increase was primarily due to a higher asset base resulting from continued infrastructure investment.

Total capital expenditures for 2001, 2000 and 1999 were \$8.4 billion, \$10.5 billion and \$11.2 billion, respectively. AT&T continues to focus the vast majority of its capital spending on its growth businesses of broadband, data and IP, and local.

FOR THE YEARS ENDED  
DECEMBER 31,  
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	2001	2000	1999
	-----	-----	-----
	DOLLARS IN MILLIONS		
Amortization of goodwill, franchise costs and other purchased intangibles.....	\$2,473	\$2,665	\$1,057

Amortization of goodwill, franchise costs and other purchased intangibles decreased \$0.2 billion, or 7.2%, in 2001 compared with 2000. The decrease was primarily due to a lower goodwill balance relating to Excite@Home as a result of the impairment charges recorded in the fourth quarter of 2000 and the first quarter of 2001, partially offset by the acquisition of MediaOne. Franchise costs represent the value

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attributable to agreements with local authorities that allow access to homes in AT&T Broadband's service areas. Other purchased intangibles arising from business combinations primarily included customer relationships.

In 2002, AT&T will no longer amortize goodwill or franchise costs in accordance with the provisions of SFAS No. 142. Accordingly, amortization of goodwill, franchise costs and other purchased intangibles will be significantly lower in 2002. A further discussion of the impacts of SFAS No. 142 is included in "New Accounting Pronouncements" in this document.

In 2000, amortization of goodwill, franchise costs and other purchased intangibles increased \$1.6 billion, or 152.3%, compared with the prior year. This increase was largely attributable to the consolidation of Excite@Home, as well as acquisitions, primarily MediaOne and TCI.

	FOR THE YEARS ENDED DECEMBER 31,		
	-----	-----	-----
	2001	2000	1999
	-----	-----	-----
	DOLLARS IN MILLIONS		
Net restructuring and other charges.....	\$2,530	\$7,029	\$975

During 2001, AT&T recorded \$2,530 million of net restructuring and other charges including approximately \$1,330 million of restructuring and exit costs associated with AT&T's continued cost reduction initiatives and \$1,200 million of asset impairment charges which were primarily related to Excite@Home.

The \$1,330 million of charges for restructuring and exit plans were comprised of \$1,014 million for employee separations and benefit plan curtailment costs, \$322 million for facility closings and \$27 million related to termination of contractual obligations. The restructuring and exit plans support AT&T's cost reduction efforts through headcount reductions across all segments of the business, primarily network support and customer care functions in AT&T Business Services, continued cost reduction efforts by Excite@Home (which was still consolidated into AT&T's results until September 2001), in addition to impacts of the MediaOne merger. These charges were slightly offset by the reversal in December 2001 of \$33 million related to the business restructuring plans for fourth quarter 1999 and first quarter 2000.

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Included in the \$1,014 million of employee separations were \$200 million of benefit plan curtailment costs associated with employee separations as part of these exit plans. Approximately 18 thousand employees will be separated in conjunction with these exit plans, approximately one-half of which are management and one-half are nonmanagement employees. Nearly 17 thousand employee separations related to involuntary terminations and more than one thousand related to voluntary terminations. Approximately 50% of the employees affected by the 2001 restructuring charges left their positions as of December 31, 2001, and the remaining will leave the company throughout 2002. Termination benefits of approximately \$341 million were paid throughout 2001.

The \$1,200 million of asset impairments consisted of \$1,032 million associated with the write-down of goodwill and other intangibles, warrants granted in connection with distributing the @Home service and fixed assets. These charges were due to continued deterioration in the business climate of, and reduced levels of venture capital funding activity for, Internet advertising and other Internet-related companies, continued significant declines in the market values of Excite@Home's competitors in the Internet advertising industry, and changes in its operating and cash flow forecasts for the remainder of 2001. These charges were also impacted by Excite@Home's decision to sell or shut down narrowband operations. As a result of the foregoing, and other factors, Excite@Home entered into bankruptcy proceedings in September 2001. In addition, AT&T recorded a related goodwill impairment charge of \$139 million associated with its acquisition goodwill of Excite@Home. Since AT&T consolidated, but only owned approximately 23% of Excite@Home, a portion of the charges recorded by Excite@Home was not included as a reduction to AT&T's net income, but rather was eliminated in AT&T's 2001 Consolidated Statement of Income as a component of "Minority interest income (expense)." Additionally, AT&T recorded asset impairment charges of \$29 million related to the write-down of unrecoverable support assets where the carrying value was no longer supported by estimated future cash flows.

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The restructuring and exit plans did not yield cash savings (net of severance benefit payouts) in 2001. In subsequent years, the net cash savings will increase, due to the timing of actual separations and associated payments, until the completion of the exit plan at which time AT&T expects to yield approximately \$1.1 billion of cash savings per year. Accordingly, there was no benefit to operating income (net of the restructuring charges recorded) in 2001. In subsequent years, the operating income benefit will continue to increase, due to timing of actual separations, until the completion of the exit plan, at which time AT&T expects a benefit to operating income of approximately \$1.2 billion per year.

As a result of continuing realignment within AT&T Broadband, AT&T expects to record a restructuring charge in the first quarter of 2002 in the range of \$50 million to \$100 million.

During 2000, AT&T recorded \$7,029 million of net restructuring and other charges including \$6,179 million of asset impairment charges related to Excite@Home, \$759 million for restructuring and exit costs associated with AT&T's initiative to reduce costs, and \$91 million related to the government-mandated disposition of AT&T Communications (U.K.) Ltd., which would have competed directly with Concert.

The asset impairment charges related to Excite@Home resulted from the deterioration of the market conditions and market valuations of Internet-related companies during the fourth quarter of 2000, which caused Excite@Home to conclude that intangible assets related to their acquisitions of Internet-related companies may not be recoverable. Accordingly, Excite@Home

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conducted a detailed assessment of the recoverability of the carrying amounts of acquired intangible assets. This assessment resulted in a determination that certain acquired intangible assets, including goodwill, related to these acquisitions, including Excite, were impaired as of December 31, 2000. As a result, Excite@Home recorded impairment charges of \$4,609 million in December 2000, representing the excess of the carrying amount of the impaired assets over their fair value.

The impairment was allocated to each asset group based on a comparison of carrying values and fair values. The impairment write-down within each asset group was allocated first to goodwill, and if goodwill was reduced to zero, to identifiable intangible assets in proportion to carrying values.

Since AT&T consolidated but only owned approximately 23% of Excite@Home, 77% of the charge recorded by Excite@Home was not included as a reduction to AT&T's net income, but rather was eliminated in AT&T's 2000 Consolidated Statement of Income as "Minority interest income (expense)."

Also as a result of the foregoing, AT&T recorded a goodwill and acquisition-related impairment charge of \$1,570 million associated with the acquisition of our investment in Excite@Home. The write-down of AT&T's investment to fair value was determined utilizing discounted expected future cash flows.

The \$759 million charge for restructuring and exit plans was primarily due to headcount reductions, mainly in AT&T Business Services, including network operations, primarily for the consolidation of customer-care and call centers, as well as synergies created by the MediaOne merger.

Included in exit costs was \$503 million of cash termination benefits associated with the separation of approximately 7,300 employees as part of voluntary and involuntary termination plans. Approximately one-half of the separations were management employees and one-half were non-management employees. Approximately 6,700 employee separations were related to involuntary terminations and approximately 600 to voluntary terminations.

AT&T also recorded \$62 million of network lease and other contract termination costs associated with penalties incurred as part of notifying vendors of the termination of these contracts during the year, and net losses of \$32 million related to the disposition of facilities primarily due to synergies created by the MediaOne merger.

Also included in restructuring and exit costs in 2000 was \$144 million of benefit plan curtailment costs associated with employee separations as part of these exit plans. Further, AT&T recorded an asset impairment charge of \$18 million related to the write-down of unrecoverable assets in certain businesses where the carrying value was no longer supported by estimated future cash flows.

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During 1999, AT&T recorded \$975 million of net restructuring and other charges. A \$594 million in-process research and development charge was recorded reflecting the estimated fair value of research and development projects at TCI, as of the date of the acquisition, which had not yet reached technological feasibility or had no alternative future use. The projects identified related to efforts to offer voice over IP, product-integration efforts for advanced set-top devices, cost-savings efforts for broadband-telephony implementation, and in-process research and development related to Excite@Home. AT&T estimated the fair value of in-process research and development for each project using an income approach, which was adjusted to allocate fair value based on the project's percentage of completion. Under this approach, the present value of the anticipated future benefits of the projects was determined using a discount

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rate of 17%. For each project, the resulting net present value was multiplied by a percentage of completion based on effort expended to date versus projected costs to complete.

Also in 1999, a \$145 million charge for restructuring and exit costs was recorded as part of AT&T's initiative to reduce costs. The restructuring and exit plans primarily focused on the maximization of synergies through headcount reductions in AT&T Business Services, including network operations, primarily for the consolidation of customer-care and call centers.

Included in exit costs was \$142 million of cash termination benefits associated with the separation of approximately 2,800 employees as part of voluntary and involuntary termination plans. Approximately one-half of the separations were management employees and one-half were non-management employees. Approximately 1,700 employee separations were related to involuntary terminations and approximately 1,100 to voluntary terminations.

AT&T also recorded net losses of \$307 million related to the government-mandated disposition of certain international businesses that would have competed directly with Concert, and \$50 million related to a contribution agreement AT&T Broadband entered into with Phoenixstar, Inc. That agreement requires AT&T Broadband to satisfy certain liabilities owed by Phoenixstar and its subsidiaries. The remaining obligation under this contribution agreement and an agreement that MediaOne had is \$35 million, which was fully accrued for at December 31, 2001. In addition, AT&T recorded benefits of \$121 million related to the settlement of pension obligations for former employees who accepted AT&T's 1998 voluntary retirement incentive program (VRIP) offer.

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	DOLLARS IN MILLIONS		
Operating income.....	\$3,754	\$4,228	\$11,458

In 2001, operating income decreased \$0.5 billion, or 11.2%. The decline was primarily attributable to accelerating declines in the long distance business. In addition, the acquisition of MediaOne and net dispositions negatively impacted operating income by \$0.7 billion. Significantly offsetting these decreases was the net impact of Excite@Home (including the effect of lower asset impairments).

Operating income decreased \$7.2 billion, or 63.1%, in 2000 compared with 1999. The decrease was primarily due to higher net restructuring and other charges of \$6.1 billion. Also contributing to the decrease was the impact of the acquisition of MediaOne and the consolidation of Excite@Home, which lowered operating income by \$1.5 billion. A majority of the impact of operating losses and the restructuring charge generated by Excite@Home was offset in "Minority interest income (expense)" in the Consolidated Statement of Income, reflecting the approximate 77% of Excite@Home AT&T does not own. Partially offsetting these decreases were cost-control initiatives and a larger pension credit associated with AT&T's mature long distance businesses and related support groups, partially offset by lower long distance revenue.

FOR THE YEARS ENDED

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	DECEMBER 31,		
	2001	2000	1999
	DOLLARS IN MILLIONS		
Other (expense) income.....	\$(1,547)	\$1,150	\$826

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Other (expense) income in 2001 was an expense of \$1.5 billion compared with income of \$1.2 billion in 2000. The unfavorable variance of \$2.7 billion was driven primarily by higher investment impairment charges of \$0.8 billion, mostly consisting of impairments of Vodafone plc and Time Warner Telecom. Also contributing to the higher expense was an expense of \$0.8 billion reflecting mark-to-market charges in conjunction with the adoption of SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities" and \$0.8 billion of lower net gains on the sales of businesses and investments.

Other (expense) income improved \$0.3 billion, or 39.3%, in 2000 compared with 1999. This improvement was primarily due to greater net gains on sales of businesses and investments of approximately \$0.7 billion, and higher investment-related income of approximately \$0.3 billion. The higher gains on sales were driven by significant gains associated with the swap of cable properties with Comcast and Cox, the sale of AT&T's investment in Lenfest and related transactions, which gains aggregated approximately \$0.5 billion. In 1999, AT&T recorded significant gains associated with the sale of its Language Line Services business and a portion of our ownership interest in AT&T Canada, which aggregated approximately \$0.3 billion. Offsetting the improvements to other (expense) income in 2000 was an approximate \$0.5 billion charge reflecting the increase in the fair value of put options held by Comcast and Cox related to Excite@Home stock, and approximately \$0.2 billion of higher investment impairment charges.

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	DOLLARS IN MILLIONS		
Interest expense.....	\$3,242	\$2,964	\$1,503

In 2001, interest expense increased \$0.3 billion, or 9.4%. The increase was due primarily to a higher average debt balance in 2001, compared with 2000. The higher average debt balance was primarily a result of AT&T's June 2000 acquisition of MediaOne, including outstanding debt of MediaOne and debt issued to fund the MediaOne acquisition. The impact of MediaOne was partially offset by AT&T's debt reduction efforts in 2001.

Interest expense increased 97.2%, or \$1.5 billion, in 2000 compared with 1999. The increase was primarily due to a higher average debt balance as a result of our June 2000 acquisition of MediaOne, including outstanding debt of MediaOne and debt issued to fund the MediaOne acquisition, and AT&T's March 1999 acquisition of TCI.

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FOR THE YEARS ENDED  
DECEMBER 31,  
-----  
2001      2000      1999  
-----  
DOLLARS IN MILLIONS

(Benefit) provision for income taxes.....	\$(791)	\$3,284	\$4,016
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The effective income tax rate is the (benefit) provision for income taxes as a percent of (loss) income from continuing operations before income taxes. The effective income tax rate was 76.4% in 2001, 136.1% in 2000 and 37.3% in 1999. In 2001, the effective tax rate was positively impacted by a significant net tax benefit related to Excite@Home, including a benefit from the deconsolidation and the put obligation settlement with Cox and Comcast, partially offset by the prior consolidation of its operating losses (which included asset impairment charges) for which AT&T was unable to record tax benefits. Also positively impacting the effective tax rate was the net impact of a tax-free exchange with Comcast of AT&T stock held by Comcast for an entity owning certain cable systems and the resulting reduction of a previously established deferred tax liability. In addition, a benefit was recognized associated with the tax-free gain from the disposal of a portion of AT&T's retained interest in AT&T Wireless in a debt-for-equity exchange.

In 2000, the effective tax rate was negatively impacted by Excite@Home, for which AT&T was unable to record tax benefits associated with its pretax losses. Therefore, the \$4.6 billion restructuring charges taken by Excite@Home in 2000 had no associated tax benefit. AT&T also recorded a related

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nondeductible asset impairment charge of \$1.6 billion associated with its acquisition of Excite@Home and a nondeductible charge to reflect the increase in the fair value of the put options related to Excite@Home held by Comcast and Cox, both of which negatively impacted the effective tax rate. The 2000 effective tax rate was positively impacted by a tax-free gain resulting from an exchange of AT&T stock for an entity owning certain cable systems and other assets with Cox and the benefit of the write-off of the related deferred tax liability.

The 1999 effective tax rate was negatively impacted by a non-tax-deductible research and development charge, but positively impacted by a change in the net operating loss utilization tax rules that resulted in a reduction in the valuation allowance and the income tax provision.

FOR THE YEARS ENDED  
DECEMBER 31,  
-----  
2001      2000      1999  
-----  
DOLLARS IN MILLIONS

Minority interest income (expense).....	\$963	\$4,103	\$(126)
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Minority interest income (expense), which is recorded net of income taxes, represents an adjustment to AT&T's income to reflect the less than 100%

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ownership of consolidated subsidiaries as well as dividends on preferred stock issued by subsidiaries of AT&T. Minority interest income (expense) decreased \$3.1 billion in 2001 compared with 2000 primarily due to lower losses generated by Excite@Home, mainly as a result of lower goodwill impairment charges recorded by Excite@Home in 2001 compared with 2000. As a result of significant losses incurred by Excite@Home, AT&T fully utilized the minority interest balance during the third quarter of 2001; therefore, AT&T no longer recorded minority interest income related to Excite@Home.

The \$4.2 billion increase in minority interest income (expense) in 2000 resulted from the consolidation of Excite@Home effective September 1, 2000. The minority interest income in 2000 primarily reflects losses generated by Excite@Home, including the goodwill impairment charge, that were attributable to the approximate 77% of Excite@Home not owned by AT&T.

The income tax benefit within minority interest income (expense) was \$100 million in both 2001 and 2000, and a benefit of \$54 million in 1999.

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	DOLLARS IN MILLIONS		
Equity (losses) earnings from Liberty Media Group.....	\$(2,711)	\$1,488	\$(2,022)

Equity (losses) earnings from LMG, which are recorded net of income taxes, were a loss of \$2.7 billion in 2001, compared with earnings of \$1.5 billion in 2000. The decline of \$4.2 billion was largely driven by gains on dispositions recorded in 2000, including gains associated with the mergers of various companies that LMG had investments in, as well as higher stock compensation expense in 2001 compared with 2000. Partially offsetting these declines were lower impairment charges recorded on LMG's investments to reflect other than temporary declines in value. Equity losses for 2001 reflect results through July 31, 2001, the deemed effective date of the split-off.

Equity (losses) earnings from LMG were earnings of \$1.5 billion in 2000, compared with losses of \$2.0 billion in 1999. The improvement was primarily due to gains on dispositions, including gains associated with the mergers of various companies that LMG had investments in. Gains were recorded for the difference between the carrying value of LMG's interest in the acquired company and the fair value of securities received in the merger. In addition, lower stock compensation expense in 2000 compared with 1999 contributed to the improvement. These were partially offset by impairment charges recorded on

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LMG's investments to reflect other than temporary declines in value and higher losses relating to LMG's equity affiliates.

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	-----	-----	-----

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DOLLARS IN MILLIONS

Net losses related to other equity investments..... \$4,850 \$588 \$756

Net losses related to other equity investments were \$4.9 billion in 2001 compared with \$0.6 billion in 2000, an increase of approximately \$4.3 billion. The increase was driven primarily by higher net equity investment impairment charges of \$4.3 billion. The pretax impairment charges were \$7.0 billion and consisted primarily of \$3.0 billion in charges related to the estimated loss on AT&T's commitment to purchase the shares of AT&T Canada AT&T does not own, a \$2.9 billion impairment charge related to the unwind of Concert and an impairment of AT&T's investment in Net2Phone of \$1.1 billion. In addition, AT&T recorded higher equity losses of \$0.7 billion from Concert and Net2Phone. These losses were partially offset by \$0.6 billion in losses recorded for Excite@Home in the first eight months of 2000 when AT&T recorded the investment as an equity method investment. Excite@Home was fully consolidated beginning in September 2000.

In 2000, net losses related to other equity investments were \$0.6 billion, a 22.2% improvement compared with 1999. This improvement was primarily a result of higher earnings from AT&T's investment in Cablevision Systems Corp. (Cablevision) of approximately \$0.2 billion due to gains from cable-system sales. Partially offsetting this improvement were losses from AT&T's stake in TWE, which AT&T acquired in connection with the MediaOne merger, and greater equity losses from Excite@Home, which aggregated approximately \$0.1 billion.

The income tax benefit recorded on net losses related to other equity investments was \$0.4 billion in both 2001 and 2000, and a benefit of \$0.5 billion in 1999. The amortization of excess basis associated with nonconsolidated investments, recorded as a reduction of income, totaled \$0.2 billion in 2001, and \$0.5 billion in both 2000 and 1999. Effective January 1, 2002, in accordance with the provisions of SFAS No. 142, AT&T will no longer amortize excess basis related to nonconsolidated investments.

FOR THE YEARS ENDED  
DECEMBER 31,

2001	2000	1999
-----	----	----

DOLLARS IN MILLIONS

Gain on disposition of discontinued operations..... \$13,503 \$-- \$--

In 2001, AT&T realized a gain on the disposition of discontinued operations of \$13.5 billion, representing the difference between the fair value of the AT&T Wireless tracking stock on July 9, 2001, the date of the split-off, and AT&T's book value in AT&T Wireless Services.

FOR THE YEARS ENDED  
DECEMBER 31,

2001	2000	1999
-----	----	----

DOLLARS IN MILLIONS

Cumulative effect of accounting change..... \$904 \$-- \$--



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Cumulative effect of accounting change, net of applicable income taxes, is comprised of \$0.4 billion for AT&T Group (other than LMG) and \$0.5 billion for LMG in 2001. The \$0.4 billion recorded by AT&T, excluding LMG, was attributable primarily to fair value adjustments of equity derivative instruments embedded in indexed debt instruments and warrants held in public and private companies due to the adoption of SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities."

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The \$0.5 billion recorded by LMG represents the impact of separately recording the embedded call option obligations associated with LMG's senior exchangeable debentures due to the adoption of SFAS No. 133.

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	DOLLARS IN MILLIONS		
Dividend requirements of preferred stock.....	\$652	\$--	\$--

Dividend requirements of preferred stock were \$0.7 billion in 2001. The preferred stock dividend represented interest in connection with convertible preferred stock issued to NTT DoCoMo in January of 2001 as well as accretion of the beneficial conversion feature associated with this preferred stock. The beneficial conversion feature was recorded upon the issuance of the NTT DoCoMo preferred stock and represented the excess of the fair value of the preferred shares issued over the proceeds received. On July 9, 2001, in conjunction with the split-off of AT&T Wireless Group, these preferred shares were converted into AT&T Wireless common stock. As a result, AT&T fully amortized the remaining beneficial conversion feature balance.

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	DOLLARS IN MILLIONS		
Premium on exchange of AT&T Wireless tracking stock.....	\$80	\$--	\$--

The premium on exchange of AT&T Wireless tracking stock was \$80 million in 2001. The premium, which is a reduction of net income available to common shareowners, represents the excess of the fair value of the AT&T Wireless tracking stock issued over the fair value of the AT&T common stock exchanged and was calculated based on the closing share prices of AT&T common stock and AT&T Wireless tracking stock on May 25, 2001.

FOR THE YEARS ENDED

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	DECEMBER 31,		
	2001	2000	1999
	(DOLLARS IN MILLIONS, EXCEPT PER SHARE AMOUNTS)		
AT&T Common Stock Group -- per basic share:			
(Loss) earnings from continuing operations.....	(1.33)	0.76	1.91
AT&T Common Stock Group earnings.....	2.50	0.89	1.77
AT&T Common Stock Group -- per diluted share:			
(Loss) earnings from continuing operations.....	(1.33)	0.75	1.87
AT&T Common Stock Group earnings.....	2.50	0.88	1.74

In 2001, AT&T had a loss from continuing operations before cumulative effect of accounting change per diluted share of \$1.33, compared with earnings of \$0.75 per diluted share in 2000. The decline of \$2.08 per diluted share was primarily attributable to an unfavorable variance in net losses related to other equity investments, other (expense) income and lower operating income, excluding net restructuring and other charges, in 2001 compared with 2000, partially offset by lower net restructuring and other charges in 2001.

Earnings per diluted share (EPS) attributable to continuing operations of the AT&T Common Stock Group were \$0.75 in 2000 compared with \$1.87 in 1999, a decrease of 59.9%. The decrease was primarily due to higher restructuring and asset impairment charges and the MediaOne acquisition, including the impact of shares issued, operating losses of MediaOne and additional interest expense. Also contributing to the decrease was the impact of Excite@Home, including the mark-to-market adjustment related to the put options held by Comcast and Cox. These decreases were partially offset by improvements in other (expense) income, primarily associated with higher net gains on sales of businesses and investments, and higher investment-related income, and lower losses from equity investments. Also impacting EPS was higher operating income associated with our mature long distance businesses.

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In 2001, diluted EPS of AT&T Common Stock Group of \$2.50 included a loss from continuing operations as discussed above of \$1.33, income from discontinued operations of \$0.03, a gain on the disposition of discontinued operations of \$3.70 and income related to the cumulative effect of accounting change of \$0.10. In 2000, diluted EPS of AT&T Common Stock Group of \$0.88 included earnings from continuing operations as discussed above of \$0.75 and income from discontinued operations of \$0.13. In 1999, diluted EPS of AT&T Common Stock Group of \$1.74 included earnings from continuing operations as discussed above of \$1.87 and a loss from discontinued operations of \$0.13.

LMG reported a loss per share, excluding the cumulative effect of an accounting change, of \$0.84 in 2001 through its split-off from AT&T on August 10, 2001. In 2000, LMG reported earnings per basic and diluted share of \$0.58. The decline of \$1.42 per share was primarily due to gains on dispositions reported in 2000, including gains associated with the mergers of various companies that LMG had investments in. Partially offsetting the decline were charges recorded on LMG's investments in 2000.

EPS for LMG was \$0.58 in 2000, compared with a loss of \$0.80 per share in 1999. The increase in EPS was primarily due to gains on dispositions, including gains associated with the mergers of various companies that LMG had investments in. In addition, lower stock compensation expense in 2000 compared with 1999 contributed to the increase. These increases were partially offset by impairment charges recorded on LMG's investments to reflect other than temporary declines

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in value and higher losses relating to LMG's equity affiliates.

In 2001, EPS for the AT&T Wireless Group, through its split-off date from AT&T on July 9, 2001, was \$0.08 per basic and diluted share. EPS for AT&T Wireless Group for the period from April 27, 2000, the stock offering date, through December 31, 2000, was \$0.21 per basic and diluted share.

### DISCONTINUED OPERATIONS

Pursuant to Accounting Principles Board Opinion No. 30 "Reporting the Results of Operations -- Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions," the consolidated financial statements of AT&T reflect the disposition of AT&T Wireless, which was split-off from AT&T on July 9, 2001, as discontinued operations. Accordingly, the revenue, costs and expenses, and cash flows of AT&T Wireless through June 30, 2001, the effective split-off date for accounting purposes, have been excluded from the respective captions in the 2001, 2000 and 1999 Consolidated Statements of Income and Consolidated Statements of Cash Flows and have been reported as "Income (loss) from discontinued operations," net of applicable income taxes; and as "Net cash provided by (used in) discontinued operations." The assets and liabilities of AT&T Wireless have been excluded from the respective captions in the December 31, 2000 Consolidated Balance Sheet, and are reported as "Net assets of discontinued operations." The gain associated with the disposition of AT&T Wireless is recorded as "Gain on disposition of discontinued operations," in the Consolidated Statement of Income.

### SEGMENT RESULTS

In support of the services AT&T provided in 2001, AT&T segments its results by the operating units that support its primary lines of business: AT&T Business Services, AT&T Consumer Services and AT&T Broadband. The balance of AT&T's operations, excluding LMG, is included in a corporate and other category. Although not a segment, AT&T also discusses the results of LMG prior to its split-off as an independent company.

EBIT and EBITDA are the primary measures used by AT&T's chief operating decision makers to measure AT&T's operating results and to measure segment profitability and performance. AT&T calculates EBIT as operating income (loss) plus other income (expense), pretax minority interest income (expense) and net pretax losses related to other equity investments. EBITDA is defined as EBIT, excluding minority interest income (expense) other than Excite@Home's minority interest income (expense), plus depreciation and amortization. Interest and income taxes are not factored into the segment profitability measure used by the chief operating decision makers; therefore, trends for these items are

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discussed on a consolidated basis. Management believes EBIT and EBITDA are meaningful to investors because they provide analyses of operating results using the same measures used by AT&T's chief operating decision makers. In addition, AT&T believes that both EBIT and EBITDA allow investors a means to evaluate the financial results of each segment in relation to total AT&T. EBIT for AT&T was a deficit of \$4.8 billion and earnings of \$8.4 billion and \$10.9 billion for the years ended December 31, 2001, 2000 and 1999, respectively. EBITDA for AT&T was \$4.7 billion, \$17.1 billion and \$17.7 billion for the years ended December 31, 2001, 2000 and 1999, respectively. AT&T's calculations of EBIT and EBITDA may or may not be consistent with the calculation of these measures by other public companies. EBIT and EBITDA should not be viewed by investors as an alternative to generally accepted accounting principles (GAAP) measures of income as a measure of performance or to cash flows from operating, investing and financing

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activities as a measure of liquidity. In addition, EBITDA does not take into account changes in certain assets and liabilities as well as interest and income taxes which can affect cash flow.

The discussion of segment results includes revenue, EBIT, EBITDA, capital additions and total assets. The discussion of EBITDA for AT&T Broadband is modified to exclude other income (expense) and net pretax losses related to equity investments. Total assets for each segment generally include all assets, except intercompany receivables. Prepaid pension assets and corporate-owned or leased real estate are generally held at the corporate level, and therefore are included in the corporate and other group. In addition, all impacts of the adoption of SFAS No. 133, as well as the ongoing investment and derivative revaluation, are reflected in the corporate and other group. The net assets of discontinued operations and the related income (loss) and gain on disposition are not reflected in the corporate and other group. Capital additions for each segment include capital expenditures for property, plant and equipment, acquisitions of licenses, additions to nonconsolidated investments, increases in franchise costs and additions to internal-use software.

In connection with AT&T's corporate restructuring program set forth in late 2000, AT&T's existing segments reflect certain managerial changes that were implemented during 2001. The changes are as follows: AT&T Business Services was expanded to include the results of international operations and ventures. In addition, certain corporate costs that were previously recorded within the corporate and other group have been allocated to the respective segments in an effort to ultimately have the results of these businesses reflect all direct corporate costs as well as overhead for shared services. All prior period results have been restated to reflect these changes.

Reflecting the dynamics of its business, AT&T continuously reviews its management model and structure, which may result in additional adjustments to our operating segments in the future.

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### AT&T BUSINESS SERVICES

AT&T Business Services offers a variety of global communications services to small and medium-sized businesses, large domestic and multinational businesses and government agencies. AT&T Business' services include long distance, international, toll-free and local voice; data and IP networking; managed networking services and outsourcing solutions; and wholesale transport services (sales of services to service resellers).

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	DOLLARS IN MILLIONS		
External revenue			
Services revenue.....	\$27,056	\$27,972	\$28,070
Equipment and product sales revenue.....	228	185	17
Total external revenue.....	\$27,284	\$28,157	\$28,087
Internal revenue.....	740	743	605
Total revenue.....	28,024	28,900	28,692
EBIT.....	(2,154)	5,990	5,248
EBITDA.....	1,949	10,200	9,468
Capital additions.....	5,456	6,839	9,091

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	AT DECEMBER 31,	
	2001	2000
Total assets.....	\$40,339	\$42,747

REVENUE

In 2001, AT&T Business Services revenue decreased \$0.9 billion, or 3.0%, to \$28.0 billion. A decline in long distance voice revenue of approximately \$2.1 billion drove the revenue decline. Significantly offsetting the decline was approximately \$1.4 billion of growth in data and IP services, local voice services and outsourcing solutions, including equipment sales.

In 2000, AT&T Business Services revenue grew \$0.2 billion, or 0.7%, compared with 1999. Strength in data and IP services as well as growth in outsourcing solutions contributed \$1.8 billion to the increase. This growth was largely offset by an approximate \$0.9 billion decline in long distance voice services as a result of continued pricing pressures in the industry and approximately \$0.5 billion due to the net impacts of Concert, international dispositions and acquisitions.

In 2001, long distance voice revenue declined at a low-teen percentage rate reflecting the continuing impact of pricing pressures, mitigated somewhat by volume growth. While volumes grew at a low single-digit percentage rate, the rate of growth declined from a high single-digit percentage growth rate in 2000, reflecting the economic weakness impacting many key industry sectors, including travel, financial services, technology and retail, as well as the impact of wireless and e-mail substitution. These factors, along with pricing pressures, are expected to continue to negatively impact revenue in 2002. In 2000, long distance voice services revenue declined at a mid single-digit percentage rate after excluding the impact of Concert. The decline was primarily due to a declining average price per minute reflecting the competitive forces within the industry. Partially offsetting this decline was the high single-digit percentage growth rate in volumes.

Data and IP services (including related product sales) grew at a low double-digit percentage rate in 2001 compared with 2000. The growth was led by packet services, which include frame relay, IP and Asynchronous Transfer Mode (ATM). Packet services grew at a rate in the mid-20 percent range. Total IP services (a component of packet services), which include IP connectivity services, Virtual Private Network (VPN) services and hosting services, also grew in the mid-20 percent rate range. The rate of growth of data services revenue declined in 2001 due primarily to a slow-down in the rate of growth of

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high-speed private line services and frame relay services as well as a decline in international private line services. In 2002, AT&T expect data and IP revenue to grow; however, AT&T expects the growth rate to decline from the 2001 growth rate.

The 2000 data and IP services growth rate (including related product sales), as compared with 1999, was impacted by acquisitions and the formation of Concert. Excluding these impacts, data services grew at a high-teens percentage

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rate. Growth was led by the continued strength of frame relay services; IP services, which include IP-connectivity services and VPN services; and high-speed private-line services.

Local voice services revenue grew more than 20% in 2001 compared with 2000, and grew nearly 20% in 2000 compared with 1999. In 2001, AT&T added more than 670 thousand access lines and added more than 867 thousand lines in 2000. Access lines at the end of 2001 and 2000 were more than 2.9 million and nearly 2.3 million, respectively. Access lines enable AT&T to provide local service to customers by allowing direct connection from customer equipment to the AT&T network. At the end of 2001, AT&T served more than 6,300 buildings on-network (buildings where AT&T owns the connection that runs into the building), representing an increase of approximately 3.2% over 2000. At the end of 2000, AT&T served more than 6,100 buildings on-network, compared with slightly more than 5,800 buildings at the end of 1999. In 2002, AT&T expects local voice services revenue to grow; however, AT&T expects the growth rate to decline from the 2001 growth rate.

AT&T Business Services internal revenue was essentially flat in 2001 compared with 2000, and increased \$138 million, or 22.7%, in 2000 compared with 1999. The impact of internal revenue is included in the revenue by product discussions, above. In 2001, AT&T Business Services had lower internal revenue due to the split-off of AT&T Wireless on July 9, 2001, as these sales are now reported as external revenue. This decrease was almost entirely offset by greater sales of services to other AT&T units, primarily AT&T Broadband. The increase in 2000 was the result of greater sales of business long distance services to other AT&T units that resell such services to their external customers, primarily AT&T Broadband and AT&T Wireless.

### EBIT/EBITDA

In 2001, EBIT decreased \$8.1 billion, or 136.0%, compared with 2000. EBITDA declined \$8.3 billion, or 80.9%, in 2001 compared with 2000. The declines in EBIT and EBITDA were primarily due to charges of \$3.0 billion in 2001, related to the estimated loss on AT&T's commitment to purchase the remaining public shares of AT&T Canada, and charges of \$2.9 billion in 2001 related to the unwind of Concert. Also reflected in the declines was the impact of pricing pressure within the long distance voice business, as well as a shift from higher margin long distance services to lower margin growth services. In 2002, EBIT and EBITDA are expected to improve, primarily due to the 2001 charges AT&T recorded related to AT&T Canada and the unwind of Concert, partially offset by lower net gains recorded in other (expense) income and lower operating income, reflecting continued softness in the long distance market.

EBIT improved \$0.7 billion, or 14.2%, and EBITDA improved \$0.7 billion, or 7.7%, in 2000 compared with 1999. The improvements reflect an increase in revenue and lower costs as a result of AT&T's continued cost-control efforts, partially offset by the formation of Concert and the acquisition of AGNS.

### OTHER ITEMS

Capital additions decreased \$1.4 billion in 2001, and decreased \$2.3 billion in 2000. In 2001, the decrease was a result of lower capital expenditures for the AT&T world-wide intelligent network, as well as a reduced investment in Concert. In 2000 the decrease was a result of lower spending for AT&T's network and lower infusions into nonconsolidated international investments.

Total assets decreased \$2.4 billion, or 5.6%, at December 31, 2001, compared with December 31, 2000. The decrease was primarily due to a decline in AT&T's investments in nonconsolidated subsidiaries, primarily due to the write-down of AT&T's investment in Concert and equity losses from Concert, and

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reduced receivables resulting from lower revenue and increased collection efforts. These declines were partially offset by an increase in property, plant and equipment.

AT&T CONSUMER SERVICES

AT&T Consumer Services provides a variety of communications services to residential customers including domestic and international long distance; transaction based long distance, such as operator assisted service and prepaid phone cards; local and local toll (intrastate calls outside the immediate local area); and dial-up Internet.

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	DOLLARS IN MILLIONS		
Revenue.....	\$15,079	\$18,894	\$21,753
EBIT.....	4,875	6,893	7,619
EBITDA.....	5,075	7,060	7,803
Capital additions.....	140	148	299

	AT DECEMBER 31,	
	2001	2000
Total assets.....	\$ 2,141	\$ 3,150

REVENUE

AT&T Consumer Services revenue declined \$3.8 billion, or 20.2%, in 2001 compared with 2000. The decline was primarily due to a \$3.7 billion decline in traditional voice services, such as domestic and international dial services (long distance calls where the number "1" is dialed before the call), and domestic calling card services. The traditional voice services were negatively impacted by an acceleration of wireless and e-mail product substitution, and the impact of ongoing competition, which has led to a loss of market share. In addition, the continued migration of customers to lower-priced products and optional calling plans has also negatively impacted revenue. As a result of the acceleration of substitution and competition, calling volumes declined at a low double-digit percentage rate in 2001. The revenue decline also reflects a \$0.5 billion impact due to the elimination of per-line charges in July 2000. Partially offsetting these revenue declines was revenue growth of \$0.6 billion for prepaid card and local services. AT&T expects product substitution, competition (including the continued entry of the Regional Bell Operating Companies into the long distance market) and customer migration to lower-priced calling plans and products to continue to negatively impact AT&T Consumer Services revenue in 2002.

In 2000, AT&T Consumer Services revenue decreased 13.1%, or \$2.9 billion,

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compared with 1999. Approximately \$0.9 billion of the decline was due to the elimination of per-line charges in 2000 and the impact of Concert. The remainder of the decline was primarily due to a decline in traditional voice services, reflecting the ongoing competitive nature of the consumer long distance industry, which has resulted in pricing pressures and a loss of market share. Also negatively impacting revenue was product substitution and market migration away from direct-dial wireline and higher-priced calling-card services to the rapidly growing wireless services and lower-priced prepaid-card services. As a result, calling volumes declined at a mid single-digit percentage rate in 2000.

### EBIT/EBITDA

EBIT declined \$2.0 billion, or 29.3%, and EBITDA declined \$2.0 billion, or 28.1%, in 2001 compared with 2000. In 2001, EBIT and EBITDA margins declined to 32.3% and 33.7%, from 36.5% and 37.4% in 2000, respectively. As customers substitute long distance calling with wireless and e-mail services and migrate to lower priced calling plans and lower margin products, they tend to remain AT&T Consumer Services customers. These customers generate less revenue, however, the billing, customer care and fixed costs remain, resulting in lower EBIT margins. The margin decline was also impacted by a slight increase

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in marketing spending targeted at high value customers, partially offset by a \$0.2 billion settlement of disputes relating to obligations resulting from the sale of AT&T Universal Card Services to Citigroup in 1998, as well as cost control initiatives. In 2002, AT&T expects the impacts of revenue decline to continue to negatively impact EBIT and EBITDA.

EBIT and EBITDA both declined \$0.7 billion, or 9.5%, in 2000 compared with 1999. The declines primarily reflect the decline in the long distance business, offset somewhat by cost-control initiatives. In addition, the declines reflect \$0.2 billion of lower gains on sales of businesses, due primarily to the 1999 sale of Language Line Services, and higher restructuring charges. Reflecting AT&T's cost-control initiatives, EBIT and EBITDA margins in 2000 improved to 36.5% and 37.4%, respectively, compared with 35.0% and 35.9%, respectively, in 1999.

### OTHER ITEMS

In 2001, capital additions decreased \$8 million, or 5.2%, compared with 2000. Capital additions decreased \$0.2 billion, or 50.6%, in 2000 compared with 1999 as a result of reduced spending on internal-use software, as most of the functionality upgrades were completed in 1999.

Total assets declined \$1.0 billion, or 32.0%, in 2001. The decline was primarily due to lower accounts receivable, reflecting lower revenue.

### AT&T BROADBAND

AT&T Broadband offers a variety of services through its cable (broadband) network, including traditional analog video and advanced services, such as digital video, high-speed data and broadband telephony.

FOR THE YEARS ENDED DECEMBER 31,

-----  
2001                      2000                      1999  
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DOLLARS IN MILLIONS



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External revenue.....	\$ 9,785	\$ 8,212	\$ 5,069
Internal revenue.....	14	14	1
Total revenue.....	9,799	8,226	5,070
EBIT.....	(3,215)	(1,240)	(1,545)
EBITDA*.....	2,040	1,639	733
Capital additions.....	3,607	4,968	4,759

	AT DECEMBER 31,	
	2001	2000
Total assets.....	\$103,060	\$114,848

\* EBITDA for AT&T Broadband excludes net losses related to equity investments and other income (expense).

Results of operations for the year ended December 31, 2001, include a full twelve months of MediaOne operations, while the year ended December 31, 2000, includes the results of MediaOne since its acquisition on June 15, 2000, and the year ended December 31, 1999, does not include any results of MediaOne. Additionally, the results of operations for the year ended December 31, 1999, include 10 months of TCI's results, reflecting its acquisition in March 1999, while 2000 and 2001 include a full 12 months of TCI's results.

REVENUE

AT&T Broadband revenue grew \$1.6 billion in 2001, or 19.1%, compared with 2000. Approximately \$0.6 billion of the increase was due to the acquisition of MediaOne, partially offset by the net dispositions of cable systems. In addition, the increase was attributable to revenue growth from advanced services

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(broadband telephony and high-speed data) of approximately \$0.6 billion and growth in other video services, primarily expanded basic cable and digital video, of approximately \$0.4 billion. AT&T expects 2002 revenue to increase as demand for advanced services continues to grow.

AT&T Broadband revenue grew \$3.2 billion in 2000, or 62.3%, compared with 1999. Approximately \$2.8 billion of the increase in revenue was due to the acquisition of MediaOne in 2000 and TCI in 1999. In addition, revenue from advanced services and a basic-cable rate increase contributed approximately \$0.4 billion to the revenue increase.

At December 31, 2001, AT&T Broadband serviced approximately 13.6 million basic cable customers, passing approximately 24.6 million homes, compared with 16.0 million basic cable customers, passing approximately 28.3 million homes at December 31, 2000. The decrease in the number of homes passed and basic cable customers primarily reflect the net disposition of cable systems in 2001. In addition, the number of basic cable customers declined due to the impacts of competition. At December 31, 2001, AT&T provided digital video service to approximately 3.5 million customers, high-speed data service to approximately 1.5 million customers and broadband telephony service to approximately 1.0

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million customers. This compares with approximately 2.8 million digital-video customers, approximately 1.1 million high-speed data customers, and approximately 547 thousand broadband telephony customers at December 31, 2000. These amounts reflect the acquisition of MediaOne. At December 31, 1999, AT&T Broadband serviced approximately 11.4 million basic cable customers, passing approximately 19.7 million homes. At December 31, 1999, AT&T provided digital video service to approximately 1.8 million customers, high-speed data service to approximately 207 thousand customers and broadband telephony service to nearly 8,300 customers.

### EBIT/EBITDA

The EBIT deficit in 2001 increased \$2.0 billion to \$3.2 billion from the 2000 deficit of \$1.2 billion. The increased deficit was largely due to the impacts of the acquisition of MediaOne and the net dispositions of cable systems of approximately \$0.8 billion, as well as a \$0.9 billion impact of net losses on the sales of businesses and investments recorded in 2001 compared with net gains recorded in 2000. In 2001, AT&T recorded net losses from the sale of cable properties to Comcast, as well as a loss on the sale of part of AT&T's ownership interest in Cablevision. In 2000, AT&T recorded a gain on the sale of Lenfest and gains on the sales of properties to Cox and Comcast. Also contributing to the increased deficit were higher depreciation and amortization, programming and advertising expenses and higher restructuring and other charges of approximately \$0.8 billion, as well as greater investment impairment charges of \$0.4 billion. These increases to the deficit were partially offset by \$0.3 billion of lower pretax equity losses, improved EBIT of approximately \$0.4 billion in other video services, primarily expanded basic cable and digital video, and improved EBIT in advanced services of approximately \$0.2 billion.

EBITDA, which excludes net losses related to equity investments and other income (expense), was \$2.0 billion in 2001, an improvement of \$0.4 billion compared with \$1.6 billion in 2000. This improvement was primarily due to the acquisition of MediaOne of \$0.4 billion and improved EBITDA in other video services, primarily expanded basic cable and digital video, of approximately \$0.4 billion and improved EBITDA in advanced services of approximately \$0.2 billion. Partially offsetting this improvement was the impact of net dispositions of cable systems of \$0.4 billion, increased programming and advertising expenses of \$0.2 billion, and higher restructuring and other charges of \$0.1 billion.

In 2002, AT&T expects EBITDA, which excludes net losses related to equity investments and other income (expense), to increase as a result of expense reductions generated from previous years' restructuring charges as well as continued growth from advanced services (broadband telephony and high-speed data).

EBIT in 2000 was a deficit of \$1.2 billion, an improvement of \$0.3 billion, or 19.7% compared with 1999. This improvement was due to approximately \$0.5 billion of higher gains on sales of businesses and investments, primarily gains on the swap of cable properties with Cox and Comcast and the sale of AT&T's investment in Lenfest, and \$0.4 billion lower restructuring charges primarily associated with an

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in-process research and development charge recorded in connection with the 1999 acquisition of TCI. Also contributing to the improvement were lower pretax losses from equity investments of \$0.5 billion, due in part to a \$0.3 billion improvement from AT&T's investment in Cablevision due to gains from cable-system sales. These improvements were largely offset by the impact of the acquisition

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of MediaOne and TCI of approximately \$0.5 billion and higher expenses associated with high-speed data and broadband telephony services of approximately \$0.4 billion.

EBITDA, which excludes net losses related to equity investments and other income, was \$1.6 billion in 2000, an improvement of \$0.9 billion compared with 1999. This improvement was due to the impact of the MediaOne and TCI acquisitions of \$0.7 billion and lower restructuring charges of \$0.4 billion. Higher expenses associated with high-speed data and broadband telephony of approximately \$0.2 billion partially offset these increases.

### OTHER ITEMS

Capital additions decreased \$1.4 billion, or 27.4%, to \$3.6 billion in 2001, from \$5.0 billion in 2000. This decrease was primarily driven by a \$0.9 billion decrease in capital expenditures combined with a \$0.5 billion decrease in infusions into nonconsolidated investments. The 2001 spending was primarily related to the growth and support of advanced services and plant upgrade expenditures.

Capital additions increased 4.4% to \$5.0 billion in 2000, from \$4.8 billion in 1999. The increase was due to higher capital expenditures of \$0.8 billion, primarily due to MediaOne, which was almost entirely offset by decreased contributions to various nonconsolidated investments of \$0.7 billion. The 2000 spending was primarily related to the growth and support of advanced services and plant upgrade expenditures. In 1999, spending was largely directed toward cable-distribution systems, focusing on the upgrade of cable plant assets, as well as equity infusions into various investments.

Total assets at December 31, 2001, decreased \$11.8 billion, or 10.3%, to \$103.1 billion compared with \$114.8 billion at December 31, 2000. The decrease in total assets was primarily due to lower franchise costs as a result of the net disposition of cable systems and the current year amortization; lower investments, primarily related to the impairment of and settlement of exchangeable notes with Vodafone ADRs, the sale of certain investments, including shares of Cablevision and Rainbow Media and unfavorable mark-to-market adjustments on certain investments; and lower other assets primarily due to unfavorable mark-to-market adjustments on certain derivative instruments, and the amortization of purchased intangibles.

### CORPORATE AND OTHER

This group reflects the results of corporate staff functions, the elimination of transactions between segments, as well as the impacts of Excite@Home.

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	-----	-----	-----
	DOLLARS IN MILLIONS		
Revenue.....	\$ (352)	\$ (487)	\$ (542)
EBIT.....	(4,324)	(3,279)	(441)
EBITDA.....	(3,737)	(2,382)	37
Capital additions.....	327	1,683	271

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	AT DECEMBER 31,	
	2001	2000
Total assets.....	\$19,742	\$12,101

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REVENUE

Revenue for corporate and other primarily includes negative revenue of \$0.8 billion in both 2001 and 2000, representing the elimination of intercompany revenue, and revenue of Excite@Home of \$0.4 billion in 2001 and \$0.2 billion in 2000. The increase in revenue of Excite@Home is primarily due to nine months of revenue included in AT&T's 2001 results compared with four months of revenue included in AT&T's 2000 results. The elimination of intercompany revenue was essentially flat in 2001 compared with 2000, however, AT&T had a higher elimination of intercompany revenue in 2001 resulting from increased sales from AT&T Business Services and Excite@Home to AT&T Broadband, offset by lower intercompany revenue from AT&T Wireless due to its split-off on July 9, 2001.

Corporate and other revenue was negative \$0.5 billion in both 2000 and 1999. Revenue in 2000 primarily included \$0.8 billion of negative revenue, representing the elimination of intercompany revenue, and revenue of Excite@Home of \$0.2 billion. Revenue in 1999 primarily included \$0.6 billion of negative revenue representing the elimination of intercompany revenue.

EBIT/EBITDA

EBIT and EBITDA deficits in 2001 increased \$1.0 billion and \$1.4 billion to deficits of \$4.3 billion and \$3.7 billion, respectively. The deficit increases were largely due to \$1.5 billion of greater investment impairment charges, which included a \$1.1 billion impairment charge for Net2Phone and a \$0.3 billion impairment charge for Time Warner Telecom recorded in 2001; and \$0.8 billion of expense due to the adoption, in 2001, of SFAS No. 133. Also contributing to the deficit increases were higher restructuring and other charges (other than Excite@Home) and higher transaction costs associated with AT&T's restructuring announced in October 2000, totaling \$0.4 billion; lower net gains on sales of investments and lower interest income, totaling \$0.4 billion; and a lower pension credit (income) and higher postretirement expense of \$0.3 billion. These increases to the deficits were largely offset by the improved EBIT and EBITDA of Excite@Home of \$2.6 billion primarily due to the goodwill impairment charges recorded in 2000 by Excite@Home and AT&T related to Excite@Home, partially offset by a \$0.3 billion greater loss in 2001 on the Excite@Home put obligation with Cox and Comcast.

In 2000, EBIT and EBITDA deficits increased \$2.8 billion and \$2.4 billion to \$3.3 billion and \$2.4 billion, respectively. The increases in the deficits were largely related to Excite@Home. In 2000, restructuring and other charges, net of minority interest, were \$2.9 billion higher primarily due to goodwill impairment charges recorded by Excite@Home and AT&T related to Excite@Home. Other impacts included a charge of approximately \$0.5 billion for the fair market value increase of put options held by Comcast and Cox related to Excite@Home, and operating losses from Excite@Home. Partially offsetting these declines was an increase in the pension credit due to a higher pension trust asset base resulting from increased investment returns, and lower expenses associated with AT&T's continued efforts to reduce costs, which aggregated approximately \$0.6 billion. In addition, higher net gains on sales of investments and an increase in interest income increased EBIT and EBITDA by

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approximately \$0.6 billion.

### OTHER ITEMS

Capital additions decreased \$1.4 billion in 2001 and increased \$1.4 billion in 2000. The spike in capital additions in 2000 was driven by AT&T's investment in Net2Phone.

Total assets increased \$7.6 billion, to \$19.7 billion in 2001. The increase was primarily driven by a higher cash balance at December 31, 2001, mainly a result of proceeds received from AT&T's \$10 billion bond offering in November 2001, and an investment in AT&T Wireless (which was monetized in the fourth quarter of 2001). These increases were partially offset by the impact of Excite@Home, the write-down of AT&T's investment in Net2Phone and the transfer of a loan to Concert to the AT&T Business Services segment, which was written off in the third quarter of 2001.

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### LIBERTY MEDIA GROUP

LMG produces, acquires and distributes entertainment, educational and informational programming services through all available formats and media. LMG is also engaged in electronic-retailing services, direct-marketing services, advertising sales relating to programming services, infomercials and transaction processing. LMG was split-off from AT&T on August 10, 2001. The operating results of LMG were reflected as "Equity (losses) earnings from Liberty Media Group" in the Consolidated Statements of Income prior to its split-off from AT&T. AT&T's investment in LMG was included in the Consolidated Balance Sheet at December 31, 2000. Losses from LMG were \$2.7 billion in 2001 through July 31, 2001, the deemed effective split-off date for accounting purposes, compared with earnings of \$1.5 billion in 2000. The decline was primarily due to gains on dispositions reported in 2000, including gains associated with the mergers of various companies that LMG had investments in. Gains were recorded for the difference between the carrying value of LMG's interest in the acquired company and the fair value of securities received in the merger. Partially offsetting the decline were charges recorded on LMG's investments in 2000, to reflect other than temporary declines in value. In 2001, LMG also recorded income of \$0.5 billion for the cumulative effect of accounting change representing the impact of separately recording the embedded call option obligations associated with LMG's senior exchangeable debentures due to the adoption of SFAS No. 133.

In 2000, earnings from LMG were \$1.5 billion, compared with losses of \$2.0 billion from the date of acquisition through December 31, 1999. The improvement was primarily due to gains on dispositions, including gains associated with the mergers of various companies that LMG had investments in. In addition, lower stock compensation expense in 2000 compared with 1999 contributed to the improvement, partially offset by impairment charges recorded on LMG's investments to reflect other than temporary declines in value and higher losses relating to LMG's equity affiliates.

### LIQUIDITY

FOR THE YEARS ENDED DECEMBER 31,

2001	2000	1999
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DOLLARS IN MILLIONS

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### CASH FLOWS:

Provided by operating activities of continuing operations.....	\$10,558	\$11,665	\$10,509
Used in investing activities of continuing operations... (Used in) provided by financing activities of continuing operations.....	(1,860)	(30,045)	(23,884)
Provided by (used in) discontinued operations.....	(3,030)	25,732	13,854
	4,860	(8,306)	(2,594)

Net cash provided by operating activities of \$10.6 billion for the year ended December 31, 2001, primarily included the \$12.8 billion of income from continuing operations, adjusted to exclude noncash income items and net gains on sales of businesses and investments, and a decrease in accounts receivable of \$0.7 billion, partially offset by net changes in other operating assets and liabilities of \$2.2 billion and a decrease in accounts payable of \$0.8 billion. Net cash provided by operating activities of \$11.7 billion for the year ended December 31, 2000, primarily included income from continuing operations, excluding noncash income items and the adjustment for net gains on sales of businesses and investments of \$15.1 billion, partially offset by an increase in accounts receivable of \$2.5 billion and a decrease in accounts payable of \$0.6 billion. Net cash provided by operating activities of \$10.5 billion for the year ended December 31, 1999, primarily included income from continuing operations excluding noncash income items and the adjustment for net gains on sales of businesses and investments of \$14.9 billion, partially offset by an increase in accounts receivable of \$2.4 billion and net changes in other operating assets and liabilities of \$1.8 billion.

AT&T's investing activities resulted in a net use of cash of \$1.9 billion in 2001, compared with \$30.0 billion in 2000. During 2001, AT&T spent \$9.3 billion on capital expenditures and \$0.4 billion on nonconsolidated investments and received approximately \$4.9 billion, primarily from the net dispositions of

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cable systems, and approximately \$3.0 billion from the sales of investments. During 2000, AT&T used approximately \$16.7 billion for acquisitions of businesses, primarily MediaOne, and spent \$11.5 billion on capital expenditures. During 1999, AT&T spent approximately \$11.9 billion on capital expenditures, approximately \$6.0 billion on acquisitions of businesses, primarily AGNS, and contributed \$5.5 billion of cash to LMG.

During 2001, net cash used in financing activities was \$3.0 billion, compared with net cash provided by financing activities of \$25.7 billion in 2000. During 2001, AT&T made net debt payments of \$6.4 billion, paid AT&T Wireless \$5.8 billion to settle an intercompany loan in conjunction with its split-off from AT&T, and paid dividends of \$0.5 billion. Partially offsetting these outflows was the receipt of \$9.8 billion from the issuance of convertible preferred stock to NTT DoCoMo. During 2000, AT&T received \$10.3 billion from the AT&T Wireless Group tracking stock offering and had net borrowings of debt of \$19.5 billion. These were partially offset by the payment of \$3.0 billion in dividends. In 1999, AT&T had net borrowings of debt of \$16.3 billion and received \$4.6 billion from the issuance of redeemable preferred securities. These sources of cash were partially offset by the acquisition of treasury shares of \$4.6 billion and the payment of dividends of \$2.7 billion.

Since the announced restructuring plans to create four new businesses, AT&T's credit ratings have been under review by the applicable rating agencies. As a result of this review, in 2001, AT&T's short-term and the long-term ratings were downgraded as outlined below. These actions have resulted in an increased cost of borrowings and decreased AT&T's access to the capital markets. AT&T's current credit ratings are as follows:

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CREDIT RATING AGENCY	SHORT-TERM CREDIT RATING	LONG-TERM CREDIT RATING	CHARACTERIZATION OF LONG-TERM CREDIT RATING
Standard & Poor's.....	A-2	BBB+	On credit watch with negative implications
Moody's.....	P-2	A3	Under review with possibility of downgrade
Fitch Ratings.....	F-2	A-	Rating watch negative

There are provisions in several of AT&T's debt instruments that require AT&T to pay up to the \$0.9 billion present value of future interest payments if its credit ratings are downgraded below investment grade. AT&T does not believe downgrades below investment grade are likely to occur.

In November 2001, AT&T completed a \$10 billion private bond offering which includes provisions that would allow bondholders to require AT&T to repurchase the notes if certain conditions are not met in conjunction with the spin-off or other separation of AT&T Broadband from AT&T at the time of notification to bondholders of the intention to separate AT&T Broadband. These conditions include a maximum debt to EBITDA ratio (adjusted) for pro forma AT&T, excluding AT&T Broadband, of no more than 2.75 times. In addition, the Moody's and Standard & Poor's credit ratings for pro forma AT&T, excluding AT&T Broadband, are required to be at least Baa3 and BBB-, respectively, with such ratings having at least a stable outlook.

On December 14, 2001, AT&T amended and restated a pre-existing revolving-credit facility. The amended facility, which is syndicated to 30 banks, makes \$8 billion available to AT&T for a 364-day term. At December 31, 2001, AT&T had not utilized this facility, and AT&T currently has the entire \$8 billion facility available to it. The credit facility agreement contains a financial covenant that requires AT&T to maintain a net debt-to-EBITDA ratio (as defined in the credit agreement) not exceeding 3.00 to 1.00 for four consecutive quarters ending on the last day of each fiscal quarter. At December 31, 2001, AT&T was in compliance with this covenant. If AT&T were to become noncompliant it could result in the cancellation of the credit facility with any amounts outstanding under the credit facility becoming payable immediately.

The holder of certain private debt has an annual right to cause AT&T to repay up to the \$0.7 billion face value of the debt upon payment of an exercise fee. In exchange for the elimination of this put right

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for 2002, AT&T will obtain a letter of credit collateralized by \$0.4 billion of cash which will be restricted in its use. The creditor could also accelerate repayment of the debt if unfavorable local law changes were to occur in its country of operation.

If AT&T's debt ratings are further downgraded or any of the risks or covenants noted above are triggered, AT&T may not be able to obtain sufficient financing in the timeframe required, and/or such replacement financing may be more costly or have additional covenants than it had in connection with AT&T's debt at December 31, 2001. In addition, if the financial markets become more cautious regarding the industry/ratings category that AT&T operates in, AT&T's ability to issue commercial paper would be further reduced. This could negatively impact our ability to pursue acquisitions, make capital expenditures

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to expand AT&T's network and cable plant or to pay dividends.

At December 31, 2001, AT&T had current assets of \$22.5 billion and current liabilities of \$25.4 billion. Included in current assets was \$10.6 billion of cash and cash equivalents. Included in current liabilities was \$13.0 billion of debt maturing within one year, including \$9.2 billion of commercial paper and debt with an original maturity of one year or less. AT&T expects to fund its operations primarily with cash from operations, cash on hand, commercial paper and AT&T's securitization program. If economic conditions worsen or do not improve and/or competition and product substitution accelerate beyond current expectations, AT&T's cash flow from operations would decrease, negatively impacting our liquidity.

In addition, potential sources of funds include the sale of AT&T's ownership interest in TWE. On February 28, 2001, AT&T exercised its registration rights in TWE and formally requested TWE to begin the process of converting the limited partnership into a corporation with registered equity securities. On May 14, 2001, AT&T named Credit Suisse First Boston as its investment banker for the registration process under the TWE partnership agreement. If the proposed spin-off of AT&T Broadband occurs as currently structured, AT&T's investment in TWE will be included in the net assets spun-off.

In the event AT&T's cash flow from operations or access to the commercial paper markets are negatively impacted, AT&T has alternative funding available through the utilization of its \$8 billion credit facility, as long as AT&T is in compliance with certain covenants discussed above and its \$2.7 billion receivables securitization program, which is limited by eligible receivables that change from month to month.

Subsequent to December 31, 2001, AT&T notified holders of certain Trust Originated Preferred Securities, originally issued by TCI and MediaOne, that it will call these securities for early redemption on February 28, 2002, March 4, 2002 and April 1, 2002. These debt redemptions total approximately \$1.4 billion and will be funded with cash on hand. Such amounts are included within "Short-term debt" on the Consolidated Balance Sheet at December 31, 2001.

On February 27, 2002, AT&T signed an agreement with AT&T Latin America (ALA) that restructured approximately \$725 million of ALA's short-term and long-term debt and preferred stock held by AT&T, plus accrued interest and dividends. At December 31, 2001, \$72 million of the \$725 million financing was not drawn. ALA's senior secured vendor financing of \$298 million became effective on March 27, 2002. The AT&T provided debt and preferred facilities are subordinated to the ALA senior secured vendor financing. The agreement between AT&T and ALA, which also took effect on March 27, 2002, extends the maturity and redemption dates of all ALA debt and preferred stock payable to AT&T to October 2008. In addition, while the vendor financing is outstanding, the agreement defers interest payments on all AT&T debt and dividend payments on AT&T preferred stock until October 2008.

If the proposed spin-off of AT&T Broadband occurs as currently structured, the debt of TCI and MediaOne will be included in the net assets spun-off and will be included in AT&T Comcast. The amount of this third-party debt at December 31, 2001, was \$19.3 billion. The intercompany debt of AT&T Broadband payable to AT&T that is outstanding at the time of the spin-off will be repaid immediately prior to the spin-off. At December 31, 2001 such intercompany debt amounted to approximately \$4.0 billion. In addition, AT&T's quarterly convertible income preferred securities, which had a book value

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of \$4.7 billion at December 31, 2001, will be included in the net assets



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spun-off and will be included in AT&T Comcast.

The following summarizes AT&T's contractual cash obligations and commercial commitments at December 31, 2001, and the effect such obligations are expected to have on liquidity and cash flow in future periods.

CONTRACTUAL OBLIGATIONS	PAYMENTS DUE BY PERIOD				
	TOTAL	LESS THAN 1 YEAR	2-3 YEARS	4-5 YEARS	AFTER 5 YEARS
	(DOLLARS IN MILLIONS)				
Long-term debt, including current maturities(a).....	\$35,008	\$2,975	\$5,850	\$6,958	\$19,225
Operating leases(b).....	2,996	550	924	648	874
Unconditional purchase Obligations(c) (d) (e) (f) (g).....	8,532	810	894	910	5,918
<b>Total Contractual Cash Obligations.....</b>	<b>\$46,536</b>	<b>\$4,335</b>	<b>\$7,668</b>	<b>\$8,516</b>	<b>\$26,017</b>

(a) Long-term debt excludes debt that is exchangeable or collateralized by securities (monetized debt) since AT&T has the option to settle this debt in shares or cash. Amounts due less than one year were \$679 million; two to three years \$4,918 million; and four to five years \$3,312 million at December 31, 2001. In addition, debt excludes discounts and excess of fair value over the recorded value of debt in connection with the TCI and MediaOne mergers.

(b) Under certain real estate operating leases, AT&T could be required to make payments to the lessor up to \$586 million at the end of the lease term (lease terms range from 2002 through 2011). The actual amount paid, if any, would be reduced by amounts received by the lessor upon remarketing of the property.

(c) AT&T has contractual obligations to utilize network facilities from local exchange carriers with terms greater than one year. These contracts are based on volumes and have penalty fees if certain volume levels are not met. AT&T assessed its minimum exposure based on penalties to exit the contracts. At December 31, 2001, penalties to exit these contracts in any given year totaled approximately \$1.5 billion.

(d) AT&T has contractual obligations that extend through 2006 for services that include computer application design, development and testing as well as the operation of a data center that hosts many of the computer applications operated throughout AT&T. These contracts are based on the level of services AT&T requires and include termination fees if the level of services required is reduced in excess of limits outlined in the agreements. These contracts also include termination fee clauses if AT&T exits the contracts. Since these contracts are based on the level of services AT&T requires, AT&T assesses its minimum exposure based on the termination fees to exit the contracts which decline each year throughout the term of the contracts. If AT&T elects to exit these contracts, the maximum termination fees it would be obligated to pay in the year of termination would be approximately \$475 million in 2002, \$360 million in 2003, \$310 million in 2004, \$240 million in

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2005 or \$165 million in 2006.

- (e) In connection with the decision to unwind Concert, AT&T has agreed to acquire the 9% interest of AT&T Canada owned by British Telecommunications plc (BT) and assume BT's portion of the obligation to purchase the AT&T Canada shares not already owned by AT&T and BT. AT&T does not know the timing or amounts it will have to pay in connection with this obligation but, in 2001, AT&T recorded a liability of \$3.0 billion reflecting the estimated loss on AT&T's commitment to purchase the publicly owned shares of AT&T Canada.
- (f) AT&T Broadband is party to an agreement under which it purchases certain billing services from CSG Systems, Inc. ("CSG"). Unless terminated by either party pursuant to terms of the agreement,

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the agreement expires on December 31, 2012. The agreement calls for monthly payments which are subject to adjustments and conditions pursuant to the terms of the underlying agreements.

- (g) In 1997, AT&T Broadband's predecessor, TCI, entered into a 25-year affiliation term sheet with Starz Encore Group pursuant to which AT&T may be obligated to pay fixed monthly amounts in exchange for unlimited access to all of the existing Encore and STARZ! programming. The future commitment, which is calculated based on a fixed number of subscribers, increases annually from \$306 million in 2002 to \$315 million in 2003 and will increase annually through 2022 with inflation, subject to certain adjustments, including increases in the number of subscribers. The amounts in the above table do not take into account any increase in subscribers or expected inflation. The affiliation term sheet further provides that to the extent Starz Encore Group's programming costs increase above certain levels, AT&T's payments under the term sheet will be increased in proportion to the excess. Excess programming costs that may be payable by AT&T in future years are not presently estimable and could be significant.

OTHER COMMERCIAL COMMITMENTS	COMMITMENTS BY PERIOD				
	TOTAL AMOUNTS COMMITTED	LESS THAN 1 YEAR	2-3 YEARS	4-5 YEARS	AFTER 5 YEARS
	(DOLLARS IN MILLIONS)				
Guarantees.....	\$1,522	\$55	\$--	\$--	\$1,467

### RISK MANAGEMENT

AT&T is exposed to market risk from changes in interest and foreign exchange rates, as well as changes in equity prices associated with previously affiliated companies. In addition, AT&T is exposed to market risk from fluctuations in the prices of securities, some of which it has monetized through the issuance of debt. On a limited basis, AT&T uses certain derivative financial instruments, including interest rate swaps, options, forwards, equity hedges and other derivative contracts, to manage these risks. AT&T does not use financial instruments for trading or speculative purposes. All financial instruments are used in accordance with board-approved policies.

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AT&T enters into foreign currency contracts to minimize its exposure to risk of adverse changes in currency exchange rates. AT&T is subject to foreign exchange risk for foreign-currency-denominated transactions, such as debt issued, recognized payables and receivables and forecasted transactions. As of December 31, 2001, AT&T's foreign currency market exposures were principally Canadian dollars, Euros, Japanese yen, Swiss francs and Brazilian reais.

The fair value of foreign exchange contracts is subject to the changes in foreign currency exchange rates. For the purpose of assessing specific risks, AT&T uses a sensitivity analysis to determine the effects that market risk exposures may have on the fair value of AT&T's financial instruments and results of operations. To perform the sensitivity analysis, AT&T assesses the risk of loss in fair values from the effect of a hypothetical 10% change in the value of foreign currencies, assuming no change in interest rates. For contracts outstanding at December 31, 2001 and 2000, a 10% appreciation of the US dollar against foreign currencies from the prevailing rates would have resulted in an incremental pretax net unrealized loss of approximately \$492 million and \$6 million, respectively. The increase of the change from last year is primarily due to approximately \$5.3 billion of foreign exchange contracts entered into relating to the commencement of a Euro Commercial Paper Program and AT&T's obligation to purchase the outstanding AT&T Canada shares it does not own. Because AT&T's foreign exchange contracts are entered into for hedging purposes, AT&T believes that these losses would be largely offset by gains on the underlying transactions.

The model to determine sensitivity assumes a parallel shift in all foreign currency exchange rates, although exchange rates rarely move in the same direction. Additionally, the amounts above do not necessarily represent the actual changes in fair value AT&T would incur under normal market conditions, because all variables other than the exchange rates are held constant in the calculations.

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AT&T uses interest rate swaps to manage the impact of interest rate changes on earnings and cash flows. AT&T monitors its interest rate risk on the basis of changes in fair value. The fair value of AT&T's fixed-rate long-term debt is sensitive to changes in interest rates. Interest rate changes would result in gains or losses in the market value of the debt due to differences between the market interest rates and rates at the inception of the obligation. AT&T performs a sensitivity analysis on its fixed-rate long-term debt to assess the risk of changes in fair value. The model to determine sensitivity assumes a hypothetical 10% parallel shift in all interest rates. At December 31, 2001 and 2000, assuming a 10% increase in interest rates, the fair value of interest rate swaps and the underlying hedged debt would have decreased by \$22 million and \$11 million, respectively.

In both 2001 and 2000, AT&T entered into combined interest rate forward contracts to hedge foreign-currency-denominated debt. Assuming a 10% downward shift in interest rates, the fair value of the contracts and the underlying hedged debt would have changed by \$112 million and \$88 million, respectively.

Assuming a 10% downward shift in interest rates at December 31, 2001 and 2000, the fair value of unhedged debt would have increased by \$1.4 billion and \$1.2 billion, respectively.

AT&T has certain notes which are indexed to the market price of equity securities it owns. Certain of these notes contain embedded derivatives, while other debt is issued in conjunction with net purchased options. Changes in the market prices of these securities result in changes in the fair value of the derivatives. Assuming a 10% downward change in the market price of these

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securities, the fair value of the combined collars and underlying debt would decrease by \$661 million and \$534 million at December 31, 2001, and 2000 respectively. Because these collars hedge the underlying equity securities monetized, AT&T believes that the increase in the fair value of the collars would be largely offset by decreases in the fair value of the underlying equity securities. The changes in fair values referenced above do not represent the actual changes in fair value AT&T would incur under normal market conditions because all variables other than the equity prices were held constant in the calculations.

AT&T uses equity hedges to manage its exposure to changes in equity prices associated with stock appreciation rights (SARs) of previously affiliated companies. Assuming a 10% decrease in equity prices of these companies, the fair value of the equity hedges (net liability) would have increased by \$27 million and \$29 million at December 31, 2001 and 2000, respectively. Because these contracts are entered into for hedging purposes, AT&T believes that the decrease in fair value would be largely offset by decreases in the underlying SAR liabilities.

In order to determine the changes in fair value of AT&T's various financial instruments, including options, equity collars and SARs, AT&T uses certain financial modeling techniques, including Black-Scholes. AT&T applies rate sensitivity changes directly to its interest rate swap transactions and forward rate sensitivity to its foreign currency forward contracts.

The changes in fair value, as discussed above, assume the occurrence of certain market conditions, which could have an adverse financial impact on the Company. They do not consider the potential effect of changes in market factors that would result in favorable impacts to AT&T, and do not represent projected losses in fair value that AT&T expects to incur. Future impacts would be based on actual developments in global financial markets. AT&T does not foresee any significant changes in the strategies used to manage interest rate risk, foreign currency rate risk or equity price risk in the near future.

### FINANCIAL CONDITION

	AT DECEMBER 31,	
	2001	2000
	DOLLARS IN MILLIONS	
Total assets.....	\$165,282	\$234,360
Total liabilities.....	105,322	121,611
Total shareowners' equity.....	51,680	103,198

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Total assets decreased \$69.1 billion, or 29.5%, to \$165.3 billion at December 31, 2001, from \$234.4 billion at December 31, 2000. This decrease was primarily due to the split-off of LMG in August 2001 and AT&T Wireless in July 2001. In addition, the decrease was due to lower investments and related advances resulting from the write-down of Concert and Net2Phone, and unfavorable mark-to-market adjustments on certain investments as well as the sale of other investments; lower franchise costs as a result of the net disposition of cable systems and amortization; and lower goodwill, primarily driven by the impairments associated with Excite@Home, as well as amortization. Partially offsetting these decreases was a higher cash balance, primarily reflecting

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proceeds from AT&T's \$10.0 billion bond offering in November 2001.

Total liabilities decreased \$16.3 billion, or 13.4%, to \$105.3 billion at December 31, 2001, from \$121.6 billion at December 31, 2000. This decrease was primarily a result of lower debt, due to repayments, partially offset by AT&T's bond offering. In addition, deferred income taxes were lower, primarily resulting from deferred tax assets recorded as a result of the write-down of Concert, AT&T's obligation to purchase all of the outstanding shares of AT&T Canada and cable systems sales, partially offset by a higher deferred tax liability associated with greater tax depreciation. Also contributing to the total liability decrease was the settlement with AT&T common stock of the Excite@Home put obligation with Cox and Comcast. Partially offsetting these decreases was an increase in other long-term liabilities and deferred credits recorded in the third quarter of 2001 for AT&T's obligation to purchase all of the outstanding shares of AT&T Canada.

Minority interest decreased \$1.3 billion, or 26.5%, to \$3.6 billion at December 31, 2001, from \$4.8 billion at December 31, 2000. This decrease was primarily due to Excite@Home. Due to the significant losses of Excite@Home, AT&T fully utilized the minority interest balance during the third quarter of 2001, and therefore no longer have a minority interest balance related to Excite@Home.

Total shareowners' equity decreased \$51.5 billion, or 49.9%, to \$51.7 billion at December 31, 2001, from \$103.2 billion at December 31, 2000. This decrease was primarily due to the split-off of LMG, the net impacts of the split-off of AT&T Wireless and net losses from continuing operations. The decrease was partially offset by the issuance of stock to settle the Excite@Home put obligation with Cox and Comcast.

In September and December 2001, when AT&T declared its quarterly dividends to the AT&T Common Stock Group shareowners, the company was in an accumulated deficit position primarily as a result of the split-off of AT&T Wireless. As a result, the company reduced additional paid-in capital by \$0.3 billion, the entire amount of the dividends declared.

The ratio of total debt to total capital for AT&T's continuing operations, excluding LMG (debt of continuing operations divided by total debt of continuing operations and equity excluding discontinued operations and LMG) was 47.7% at December 31, 2001, compared with 57.2% at December 31, 2000. For purposes of this calculation, equity includes the convertible trust preferred securities, as well as subsidiary redeemable preferred stock and excludes the equity of discontinued operations and LMG at December 31, 2000. In addition, included in debt of continuing operations was approximately \$8.6 billion and \$8.7 billion of notes at December 31, 2001 and 2000, respectively, which are exchangeable into or collateralized by securities that AT&T owns. Excluding this debt, the debt ratio for AT&T's continuing operations at December 31, 2001, was 43.4%, compared with 53.6% at December 31, 2000. The lower debt, as well as increased equity drove the decreases in the debt ratios.

### NEW ACCOUNTING PRONOUNCEMENTS

In June 2001, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 141, "Business Combinations" which supersedes Accounting Principles Board (APB) Opinion No. 16. SFAS No. 141 requires all business combinations initiated after June 30, 2001, to be accounted for under the purchase method. In addition, SFAS No. 141 establishes criteria for the recognition of intangible assets separately from goodwill. The adoption of SFAS No. 141 will not have a material effect on AT&T's results of operations, financial position or cash flows.

Also in June 2001, the FASB issued SFAS No. 142, "Goodwill and Other Intangible Assets" which supersedes APB Opinion No. 17. Under SFAS No. 142,

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goodwill and indefinite-lived intangible assets will

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no longer be amortized, but rather will be tested for impairment upon adoption and at least annually thereafter. In addition, the amortization period of intangible assets with finite lives will no longer be limited to 40 years. SFAS No. 142 is effective for AT&T as of January 1, 2002. In connection with the adoption of this standard, AT&T's unamortized goodwill balance and excess basis related to equity method investments will no longer be amortized, but will continue to be tested for impairment. The goodwill balance as of December 31, 2001, was \$24.7 billion, and the related amortization in 2001 was \$0.9 billion. The excess basis balance at December 31, 2001, was \$8.8 billion, with related amortization in 2001 of \$207 million. In addition, AT&T has determined that its franchise costs are indefinite-lived assets, as defined in SFAS No. 142, and therefore will not be subject to amortization beginning in 2002. The balance of AT&T's franchise costs as of December 31, 2001, was \$42.8 billion and the related amortization for 2001 was \$1.2 billion. The adoption of SFAS No. 142 will have a significant impact on AT&T's future operating results due to the cessation of goodwill and franchise cost amortization. For 2001, the amortization of goodwill, excess basis and franchise costs had an approximate impact of \$0.45 per share. In accordance with SFAS No. 142, goodwill was tested for impairment by comparing the fair value of AT&T's reporting units to their carrying values. As of January 1, 2002, the fair value of the reporting units' goodwill exceeded their carrying value, and therefore no impairment loss will be recognized upon adoption. In accordance with SFAS No. 142, the franchise costs were tested for impairment as of January 1, 2002, by comparing the fair value to the carrying value (at market level). An impairment loss of \$0.9 billion, net of taxes of \$0.5 billion will be recognized as a change in accounting principle in the first quarter of 2002.

In August 2001, the FASB issued SFAS No. 143, "Accounting for Asset Retirement Obligations". This standard requires that obligations associated with the retirement of tangible long-lived assets be recorded as liabilities when those obligations are incurred, with the amount of the liability initially measured at fair value. Upon initially recognizing a liability for an asset retirement obligation, an entity must capitalize the cost by recognizing an increase in the carrying amount of the related long-lived asset. Over time, this liability is accreted to its present value, and the capitalized cost is depreciated over the useful life of the related asset. Upon settlement of the liability, an entity either settles the obligation for its recorded amount or incurs a gain or loss upon settlement. SFAS No. 143 is effective for financial statements issued for fiscal years beginning after June 15, 2002. For AT&T, this means that the standard will be adopted on January 1, 2003. AT&T does not expect that the adoption of this statement will have a material impact on AT&T's results of operations, financial position or cash flows.

In October 2001, the FASB issued SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" which supersedes SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of". SFAS No. 144 applies to all long-lived assets, including discontinued operations, and consequently amends APB opinion No. 30, "Reporting the Results of Operations—Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions." Based on SFAS No. 121, SFAS No. 144 develops one accounting model for long-lived assets that are to be disposed of by sale, as well as addresses the principal implementation issues. SFAS No. 144 requires that long-lived assets that are to be disposed of by sale be measured at the lower of book value or fair value less cost to sell. Additionally, SFAS No. 144 expands the scope of discontinued operations to include all components of an entity with operations that (1) can be distinguished from the rest of the entity and (2) will be

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eliminated from the ongoing operations of the entity in a disposal transaction. SFAS No. 144 also amends Accounting Research Bulletin (ARB) No. 51, "Consolidated Financial Statements" to eliminate the exception to consolidation for a subsidiary for which control is likely to be temporary. SFAS No. 144 is effective for AT&T as of January 1, 2002. The adoption of SFAS No. 144 will not have a material impact on AT&T's results of operations, financial position or cash flows.

### SUBSEQUENT EVENTS

In March 2002, AT&T Canada announced the formation of a committee of the board of directors to help AT&T Canada with issues they are facing in the foreseeable future. Such issues include a significant regulatory decision expected in the next month which could have a significant impact on the future of

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sustainable competition in Canada; the effect of AT&T satisfying its obligation to purchase the shares of AT&T Canada it does not own; and the impact of these events on operating and financial results of AT&T Canada. In addition, the committee appointed financial advisors to evaluate various scenarios regarding issues, opportunities and alternatives for AT&T Canada. It is expected that the outcome of these evaluations will have a negative effect on the underlying value of AT&T Canada shares, which will result in AT&T recording up to \$250 million of additional losses on its commitment to purchase the publicly owned shares of AT&T Canada, excluding any impact of the floor price accretion.

Effective April 1, 2002, Concert was unwound. Pursuant to the partnership termination agreement, each of the partners generally reclaimed the customer contracts and assets that were initially contributed to the joint venture.

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## CHAPTER SEVEN AT&T BROADBAND GROUP

### DESCRIPTION OF AT&T BROADBAND GROUP

#### OVERVIEW

AT&T Broadband Group is one of the nation's largest broadband communications businesses based on customers served as of December 31, 2001, providing cable television, high-speed cable Internet services and telephone services. AT&T Broadband Group's business consists primarily of the combined assets and business of TCI, acquired by AT&T on March 9, 1999, and MediaOne, acquired by AT&T on June 15, 2000. As of December 31, 2001, AT&T Broadband Group owned and operated cable systems in 13 of the 20 largest Designated Marketing Areas, which represented 82% of AT&T Broadband Group's total subscribers. AT&T Broadband Group's wholly owned and consolidated broadband networks passed approximately 24.6 million homes and served approximately 13.56 million video customers as of December 31, 2001. AT&T Broadband Group continues to upgrade its systems, 76% of which were upgraded to a capacity equal to or greater than 550 MHz and 77% of which were two-way capable as of December 31, 2001.

AT&T Broadband Group's broadband networks enable it to deliver a suite of advanced entertainment, information and communications services, including its digital cable, high-speed cable Internet and broadband telephone services. As of

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December 31, 2001, AT&T Broadband Group provided a variety of advanced services, including:

- digital cable, with over 3.47 million digital cable subscribers or 25.6% of AT&T Broadband Group's basic subscribers,
- high-speed cable Internet service, with approximately 1.51 million high-speed cable Internet service subscribers or 10.1% of marketable homes, and
- broadband telephone service, with approximately 1.01 million local telephone subscribers or 14.8% of marketable homes.

In addition to fees from residential customers for the services AT&T Broadband Group offers, AT&T Broadband Group also derives revenues from the sale of advertising time on satellite-delivered program services, such as ESPN, MTV and CNN, and on local cable channels, as well as the payment of license and/or launch fees by certain program services.

As of December 31, 2001:

- AT&T Broadband Group had 13.56 million basic subscribers, 94% of whom were concentrated in AT&T Broadband Group's 20 largest markets,
- 40% of AT&T Broadband Group's subscribers were located in its three largest markets: Boston, San Francisco and Chicago, and
- 10.67 million, or 78.7% of AT&T Broadband's subscribers, were in markets where AT&T Broadband Group had more than 500,000 customers.

In addition to AT&T Broadband Group's wholly owned and consolidated cable systems, AT&T Broadband Group also owns a number of investments in companies, joint ventures and partnerships, the most significant of which are:

- Time Warner Entertainment, which owns and operates the business of Warner Bros., Inc. and HBO and cable systems serving approximately 11 million subscribers, and manages cable systems owned by AOL Time Warner serving approximately 1.8 million subscribers;
- Insight Midwest, which owns and operates cable systems that serve approximately 1.2 million subscribers in Indiana, Kentucky, Illinois, Georgia and Ohio; and

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- Texas Cable Partners, which owns and operates cable systems that serve approximately 1.1 million subscribers in Texas.

AT&T Broadband Corp. is a Delaware corporation that was organized in 2001, with its principal executive offices at 188 Inverness Drive West, Englewood, CO 80112. Its telephone number is (303) 858-3000.

For financial information about AT&T Broadband Group, see "Selected Financial Information -- AT&T Broadband Group" and the combined financial statements of AT&T Broadband Group, which are included in Chapter 12 of this document.

### INDUSTRY OVERVIEW

AT&T Broadband Group operates in the communications industry, offering cable television services (both analog and digital), high-speed cable Internet



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services and telephone service, in each case primarily to residential and small business customers. AT&T Broadband Group also is pursuing additional services, including video-on-demand and interactive television that take advantage of its broadband network.

Cable television is a service that delivers multiple channels of video and audio programming to subscribers that pay a monthly fee for the services they receive. Cable television systems receive video, audio and data signals transmitted by nearby television broadcast stations, terrestrial microwave relay services and communications satellites. These signals then are amplified and distributed by coaxial cable and optical fiber to the premises of customers that pay a fee for the service. In many cases, cable television systems also originate and distribute local programming. Cable television systems typically are constructed and operated pursuant to nonexclusive franchises awarded by local franchising authorities for specified periods of time.

Cable television revenues principally are derived from monthly fees paid by subscribers, sales of pay-per-view movies and events, sale of advertising time on advertiser supported programming, payment of license and/or launch fees by certain program services and installation charges.

High-speed cable Internet services deliver typical Internet service provider, or ISP, services, such as e-mail, instant messaging, personal webspace management and personalized home pages, and content. In some cases, AT&T Broadband Group provides distinct localized content in addition to national content. Subscribers pay a monthly fee for the services they receive, including access to public areas on the Internet. Other revenue streams may be derived from sales of premium content and services, advertising spots, premium placement of media/service providers within the service, and installation service.

Cable telephone service is a technology that allows cable operators to offer telephone service over the same hybrid fiber/coaxial network that supplies television service. Cable telephone service systems have three basic components -- a headend unit, which contains a master telephone switching system; a customer premise unit, which is a connection box located on the outside of the customer's home; and a management interface, which is a computer server that resides at the headend and controls the telephony switching systems. Cable operators connect to the public switched telephone network through an interface in the headend unit that conforms to one of several standards. At the customer premise unit, voice transmission is separated from the coaxial cable that goes from the neighborhood splitter to the customer's home and routed to a twisted copper pair connected to the customer's existing inside telephone wiring.

AT&T Broadband Group is in the process of developing, testing or offering on a limited basis a variety of new or expanded services, including video on demand, interactive television, targeted advertising, multiple service tiers of high-speed cable Internet service, home networking, multiple ISP offerings and a set of communications services that are designed to work seamlessly over all television, computer and telephone platforms.

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### TECHNICAL OVERVIEW

As of December 31, 2001, AT&T Broadband Group's systems were comprised of approximately 250,000 miles of network passing approximately 24.6 million homes, resulting in a density of slightly less than 100 homes per mile. As of that date, AT&T Broadband Group's systems were made up of an aggregate of 41 headends in its top 20 markets. As of December 31, 2001, approximately 59% of AT&T Broadband Group's network was equal to or greater than 750 MHz, approximately

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17% of its network was greater than or equal to 550 MHz and less than 750 MHz, and approximately 24% of its network was less than 550 MHz.

AT&T Broadband Group's network design calls for a digital two-way active network with a fiber optic trunk system carrying signals via fiber optic cable to nodes, or main points of contact that typically hang from telephone utility poles, within its customers' neighborhoods. The signals are transferred to a coaxial network at the node for delivery to its customers. AT&T Broadband Group has designed the fiber system to be capable of subdividing the nodes if traffic on the network requires additional capacity. This design allows its systems to have the capability to run multiple separate channel lineups from a single headend and to insert targeted advertisements into specific neighborhoods based on node location.

The following chart outlines the status of the capacities of AT&T Broadband Group's cable systems, historically and as of December 31, 2001:

	PERCENT OF HOMES PASSED			PERCENT OF NETWORK TWO-WAY CAPABLE
	LESS THAN 550 MHZ	GREATER THAN OR EQUAL TO 550 MHZ AND LESS THAN 750 MHZ	750 OR GREATER MHZ	
As of December 31, 1999.....	28%	22%	50%	55%
As of December 31, 2000.....	21%	16%	63%	75%
As of December 31, 2001.....	24%	17%	59%	77%

SERVICES

Cable Television Service. AT&T Broadband Group offers its customers a wide array of traditional cable television services and programming offerings. AT&T Broadband Group offers a basic level of service which typically includes from 15 to 25 channels of television programming. As of December 31, 2001, approximately 89% of AT&T Broadband Group's customers elected to pay an additional amount to receive additional channels under its expanded basic service, which AT&T Broadband Group calls its Standard Cable package. Premium channels, which AT&T Broadband Group offers individually or in packages of several channels, are optional add-ons to its basic service.

AT&T Broadband's cable television services include the following:

- Basic Service. All of AT&T Broadband Group's customers receive its basic level of service, which generally consists of local broadcast television and local community programming, including public, educational or governmental, or PEG, programming, and may include a limited number of satellite-delivered channels.
- Standard Cable. AT&T Broadband Group's Standard Cable package includes basic service, plus expanded basic. This level of service includes a group of satellite-delivered and non-broadcast channels such as ESPN, CNN, Discovery Channel and Lifetime.
- Premium Channels. These channels provide unedited, commercial-free movies, sports and other special event entertainment programming. AT&T Broadband Group offers subscriptions to numerous premium channels, including HBO, Cinemax, Starz!, Showtime and The Movie Channel,

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individually or in packages.

- Pay-Per-View. These channels allow customers with addressable set-top boxes to pay to view a single showing of a recently released movie or a one-time special sporting event or music concert on an unedited, commercial-free basis.

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Through AT&T Digital Cable, AT&T Broadband Group also offers additional special interest networks, premium channels, pay-per-view, digital music and an interactive on-screen guide, as described under "-- Advanced Services."

AT&T Broadband Group's basic subscribers, including its digital cable customers, are served as follows:

	DECEMBER 31,			
	1998	1999	2000	2001
	(IN MILLIONS)			
Managed through AT&T Broadband Group's operating divisions.....	11.4	11.3	15.9	13.5
Other non-managed subsidiaries of AT&T Broadband Group.....	0.5	0.1	0.1	0.1
Total.....	11.9	11.4	16.0	13.6

In addition to the above, the FCC currently attributes AT&T Broadband Group with the subscribers of various other entities as a consequence of AT&T Broadband Group's investments in those entities.

The following table sets forth selected statistical data regarding AT&T Broadband Group's cable television operations:

	DECEMBER 31,			
	1998	1999	2000	2001
Homes passed by cable(1) (3).....	19,889,000	19,668,000	28,303,000	24,614,000
Basic service subscribers(3).....	11,948,000	11,408,000	16,041,000	13,560,000
Basic service subscribers as a percentage of homes passed.....	60%	58%	57%	55%
Average monthly revenue per basic service subscriber(2) (3).....	\$ 32.24	\$ 42.97	\$ 47.63	\$ 47.69

(1) Homes passed is based on homes actually marketed and does not include multiple dwelling units passed by the cable plant that are not connected to it.

(2) Based on video service revenues for the last month of the period, including

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installation charges and certain other nonrecurring revenues, such as pay-per-view, advertising and home shopping revenues.

- (3) Year-end statistics regarding AT&T Broadband Group's subscribers and homes passed by cable are materially affected by AT&T Broadband Group's acquisition and divestiture program discussed under "-- Acquisitions and Divestitures." Notable variations arose during 1998, when AT&T Broadband Group contributed cable systems serving approximately 2,700,000 customers to other persons, and during 2000, when AT&T Broadband Group acquired approximately 5,000,000 customers from MediaOne.

Advanced Services. As network upgrades are activated, AT&T Broadband Group offers new and advanced services, including interactive digital cable and high-speed cable Internet service. In addition, AT&T Broadband Group offers all-distance telephone services in selected markets.

Digital Cable. AT&T Broadband Group offers digital cable service, which includes additional channels on its existing service tiers, the creation of new service tiers and the introduction of multiple packages of premium services. AT&T Broadband Group's digital cable service also includes an electronic program guide, on demand pay-per-view and up to 30 channels of digital music. In addition, AT&T Broadband Group offers more premium and special interest networks. AT&T Broadband Group's interactive digital cable service also allows it to offer TV-formatted information to its customers that has local content and is targeted to a specific system or community. For example, through this service AT&T Broadband Group offers local weather, sports, news and dining information.

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Below is a summary of operating statistics for digital cable services:

	DECEMBER 31,		
	1999	2000	2001
Digital cable customers.....	1,800,000	2,815,000	3,475,000
Digital penetration as a percentage of basic service subscribers.....	15.8%	17.5%	25.6%

AT&T Broadband Group offers its customers four digital packages -- Bronze, Silver, Gold and Platinum. These packages allow viewers to select the level of services they receive to fit their individual interests.

High-Speed Cable Internet. AT&T Broadband Group offers high-speed cable Internet service for personal computers over its networks in all of its upgraded two-way systems.

Below is a summary of AT&T Broadband Group's high-speed cable Internet service operating statistics:

	DECEMBER 31,		
	1999	2000	2001

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Data marketable homes passed.....	4,974,000	14,523,000	14,937,000
Customers.....	207,000	1,060,000	1,512,000
Penetration.....	4.2%	7.3%	10.1%

AT&T Broadband Group's high-speed cable Internet service enables data to be transmitted substantially faster than through conventional telephone modem technologies, and the cable connection does not interfere with normal telephone activity or usage. AT&T Broadband Group's high-speed cable Internet service offers unlimited access to public areas on the Internet.

Until recently, AT&T Broadband Group and At Home Corporation were parties to a master distribution agreement pursuant to which At Home provided AT&T Broadband Group with broadband network services and content aggregation necessary for the delivery of high-speed cable Internet services to AT&T Broadband Group's customers. On September 28, 2001, At Home and its U.S. subsidiaries filed for protection under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Northern District of California. On November 30, 2001, the bankruptcy court granted a motion made by At Home for authority to reject the master distribution agreement and other similar agreements with other customers of At Home, thereby giving At Home the authority to terminate service to AT&T Broadband Group and other customers at any time. As a result, on December 1, 2001, At Home terminated service to AT&T Broadband Group and, in response, AT&T Broadband Group converted its customers to a new AT&T-managed network during December. AT&T Broadband Group currently provides "AT&T Broadband Internet" branded high-speed cable Internet service to its customers pursuant to an agreement with AT&T to provide certain network and backbone support services to AT&T Broadband Group. In March 2002, AT&T Broadband Group entered into an agreement with EarthLink pursuant to which EarthLink will initially launch its high-speed Internet service in greater Boston and the Seattle service areas.

Broadband Telephone Service. AT&T Broadband Group currently offers broadband telephone services to customers in 15 markets using AT&T Broadband Group's systems' direct, two-way connections to homes. AT&T Broadband Group utilizes its broadband network to provide local telephone services and resell AT&T long distance services. AT&T Broadband Group also provides broadband telephone services for the systems operated by Insight Midwest which are located in Kentucky, Indiana and Ohio.

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Below is a summary of AT&T Broadband Group's operating statistics for broadband telephone services:

	DECEMBER 31,		
	1999	2000	2001
Telephone-ready homes passed.....	721,000	6,103,000	6,833,000
Customers.....	8,000	547,000	1,011,000
Penetration.....	1.1%	9.0%	14.8%

AT&T Broadband Group's broadband telephone service initiatives progressed substantially in 2000 and 2001. During 2000, AT&T Broadband Group increased the number of markets in which it offers telephone service from ten to 16, and increased its customer base from 8,000 to 547,000. As of December 31, 2001, AT&T

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Broadband Group offered broadband telephone services in: Atlanta, Boston, the San Francisco Bay Area, Chicago, Dallas, Denver, Hartford, Jacksonville, Twin Cities, Pittsburgh, Richmond, Seattle, Salt Lake City, Southern California and Portland, Oregon. AT&T Broadband Group offers a variety of options and calling plans with various price points. These options and calling plans range from basic one line service to multiple lines with full feature functionality.

Advertising. AT&T Broadband Group sells advertising time on satellite-delivered program services such as CNN, Discovery, ESPN and Lifetime, and on local channels. In addition to the sale of advertising time to local and regional advertisers, AT&T Broadband Group participates in the national spot advertising marketplace through its sales representation arrangement with and investment in National Cable Communications, LLC, a partnership that represents cable systems in the sale of time to national spot advertisers.

### STRATEGY

AT&T Broadband Group's strategy is to utilize the technological capabilities of its broadband cable systems to be a full-service provider of entertainment, information and communications services in the markets it serves. To implement this strategy, AT&T Broadband Group continues to upgrade its cable systems to allow it to deliver more information and entertainment services and to provide for two-way communications capability. Continuing the upgrade of its cable systems is expected to enhance AT&T Broadband Group's ability to increase penetration of advanced services, including digital cable, high-speed cable Internet service and all-distance telephone service. Providing quality customer service also is a key element of AT&T Broadband Group's strategy. Throughout its operations, AT&T Broadband Group focuses on achieving reliable customer service with financial results comparable to the overall cable industry.

### ACQUISITIONS AND DIVESTITURES

AT&T Broadband Group has sought to improve the geographic footprint of its cable systems by selectively exchanging its cable systems for systems of other cable operators or acquiring systems in close proximity to its systems. In this regard, AT&T Broadband Group completed a significant number of transactions in 2000 and 2001 that substantially changed the size and profile of its cable system network. The principal transactions are described below:

- In January 2000, a subsidiary of AT&T Broadband Group sold its entire 50% interest in Lenfest to a subsidiary of Comcast. In consideration for its 50% interest, AT&T Broadband Group received 47,289,843 shares of Comcast Special Class A common stock.
- In February 2000, AT&T Broadband Group redeemed a portion of its interest in Bresnan Communications Group LLC for \$285 million in cash. AT&T Broadband Group then contributed its remaining interest in Bresnan to CC VIII, LLC, in exchange for a preferred ownership interest.
- In March 2000, AT&T Broadband Group redeemed approximately 50.3 million shares of AT&T common stock held by Cox in exchange for stock of a subsidiary of AT&T Broadband Group

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owning cable television systems serving approximately 312,000 customers, AT&T Broadband Group's interest of \$1,088 million in certain investments, \$878 million of franchise costs and \$503 million of other net assets.

- In April 2000, AT&T Broadband Group contributed 103,000 subscribers into a joint venture with Midcontinent Media, Inc. in exchange for a 50%

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interest in Midcontinent Communications, a general partnership.

- In June 2000, MediaOne merged into a subsidiary of AT&T, whereby AT&T Broadband Group acquired approximately 5 million basic cable subscribers, 0.2 million digital video subscribers, 0.3 million high-speed cable Internet service subscribers and 0.1 million broadband telephone service subscribers.
- Effective December 31, 2000, AT&T Broadband Group transferred systems serving approximately 770,000 subscribers primarily located in Washington D.C., Florida, Georgia, Michigan, New Jersey and Pennsylvania to Comcast in exchange for systems serving approximately 700,000 subscribers primarily located in Sacramento, California, Longmont, Colorado, Florida, Georgia and Chicago, Illinois.
- In January 2001, AT&T Broadband Group transferred 98,400 subscribers to Insight Communications Company, Inc. In a subsequent transaction, AT&T Broadband Group contributed 247,500 additional subscribers in the Illinois markets to Insight Midwest, a partnership owned 50% by AT&T Broadband Group and 50% by Insight Communications, and Insight Communications also contributed additional subscribers to the partnership. The expanded joint venture continues to be managed by Insight Communications.
- In January 2001, AT&T Broadband Group acquired 358,000 subscribers in the Boston metropolitan area from Cablevision and transferred 130,000 New York subscribers, 44 million shares of AT&T common stock valued at approximately \$871 million and approximately \$204 million in cash to Cablevision.
- On January 5, 2001, AT&T Broadband Group completed an exchange whereby AT&T Broadband Group contributed approximately 82,000 subscribers in the Corpus Christi, Texas area to Texas Cable Partners, L.P., a partnership in which AT&T Broadband Group holds a 50% partnership interest, and AT&T Broadband received from Texas Cable Partners, L.P. approximately 97,000 subscribers in areas surrounding the Dallas, Texas metropolitan area.
- On March 1, 2001, AT&T Broadband Group completed an exchange with CableOne, Inc. whereby AT&T Broadband received approximately 105,000 subscribers in the Santa Rosa/Modesta, California area from CableOne, Inc.; and AT&T Broadband Group transferred approximately 149,000 subscribers in Idaho, Oregon, and Washington to CableOne, Inc.
- On April 30, 2001, a subsidiary of AT&T sold to Comcast certain cable systems attributed to AT&T Broadband Group serving approximately 590,000 subscribers in Delaware, New Mexico, Maryland, New Jersey, Pennsylvania and Tennessee in exchange for 63.9 million shares of AT&T common stock valued at \$1,423 million.
- On June 29, 2001, a subsidiary of AT&T sold to MediaCom Communications Corporation cable systems attributed to AT&T Broadband Group serving approximately 94,000 customers in Missouri for approximately \$295 million in net cash.
- Effective June 30, 2001, a subsidiary of AT&T transferred to Charter cable systems attributed to AT&T Broadband Group serving approximately 563,000 customers in Alabama, California, Illinois, Missouri and Nevada. AT&T Broadband Group, through its attributed entities, received \$1,497 million in net cash, \$222 million in cash restricted for future acquisitions of cable systems, and a cable system in Florida serving 9,000 customers.

- Effective June 30, 2001, AT&T, together with certain subsidiaries attributed to AT&T Broadband Group transferred its 99.75% interest in an entity owning the Baltimore, Maryland cable television system, serving approximately 115,000 customers, to Comcast for approximately \$510 million.
- On July 18, 2001, a subsidiary of AT&T sold to MediaCom cable systems attributed to AT&T Broadband Group serving approximately 710,000 customers in Georgia, Iowa and Illinois for approximately \$1,724 million in net cash.
- On December 17, 2001, a subsidiary of AT&T and Adelphia closed a transaction in which certain cable systems attributable to AT&T Broadband Group serving approximately 128,000 customers in central Pennsylvania and Ohio were sold to Adelphia for approximately \$245 million in cash and Adelphia Class A Common stock valued at approximately \$73 million.
- On April 5, 2002, various subsidiaries of AT&T and Bresnan Broadband Holdings, LLC ("Bresnan") entered into a definitive agreement pursuant to which AT&T Broadband will sell to Bresnan cable systems serving approximately 320,000 customers in Montana, Wyoming, Colorado, and Utah for \$735 million in cash, subject to customary adjustments.

#### SALES AND MARKETING

AT&T Broadband Group's marketing programs and campaigns offer a variety of services packaged and tailored to its markets. AT&T Broadband Group markets its services through promotional campaigns and local media and newspaper advertising, through telemarketing, direct mail advertising, online selling and in person selling. In addition, AT&T Broadband Group reserves a portion of its inventory of locally inserted cable television advertising to market its services.

#### PROGRAMMING SUPPLIERS

AT&T Broadband Group has various contracts to obtain basic and premium programming from program suppliers whose compensation is typically based on a fixed fee per customer or a percentage of its gross receipts for the particular service. AT&T Broadband Group has entered into long-term agreements with several programming suppliers, including ABC/Disney, AOL Time Warner, CBS/Viacom, NBC, News Corp. and Starz! Encore. Certain of these agreements provide for a flat fee or guaranteed payment obligation regardless of subscriber levels. AT&T Broadband Group's programming contracts are generally for a fixed period of time and are subject to negotiated renewal. Some program suppliers provide volume discount pricing structures or offer marketing support to AT&T Broadband Group.

AT&T Broadband Group's programming costs have increased substantially in recent years due to additional programming being provided to its customers, increased costs to produce or purchase programming, inflationary increases and other factors affecting the cable television industry.

AT&T Broadband Group also has various retransmission consent arrangements with commercial broadcast stations, which expire at various times over the next ten years, with a significant portion expiring prior to December 31, 2002. None of these consent arrangements requires payment of fees for carriage. However, AT&T Broadband Group does provide non-cash consideration, including entering into agreements with certain broadcast networks to carry satellite-delivered cable programming that is affiliated with the broadcast network.



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### AGREEMENTS WITH LIBERTY MEDIA

AT&T Broadband Group is a party to various arrangements with Liberty Media. Effective August 2001, Liberty Media was split off from AT&T and is no longer an affiliate of AT&T Broadband Group.

Preferred Vendor Status. AT&T Broadband Group has granted Liberty Media preferred vendor status with respect to access, timing and placement of new programming services. This means that AT&T Broadband Group must use its reasonable efforts to provide digital basic distribution of new services created by Liberty Media and its affiliates, on mutual "most favored nation" terms and conditions, and

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otherwise consistent with industry practices, subject to the programming meeting standards that are consistent with the type, quality and character of AT&T Broadband Group's cable services as they may evolve over time.

Extension of Term of Affiliation Agreements. AT&T Broadband Group has agreed to extend any existing affiliation agreement of Liberty Media and its affiliates that expires on or before March 9, 2004, to a date not before March 9, 2009, if most favored nation terms are offered and the arrangements are consistent with industry practice.

Interactive Video Services. AT&T Broadband Group has agreed to enter into arrangements with Liberty Media for interactive video services under one of the following two arrangements, which will be at the election of AT&T Broadband Group:

- Pursuant to a five-year arrangement, renewable for an additional four-year period on then-current most favored nation terms, AT&T Broadband Group will make available to Liberty Media capacity equal to one 6 MHz channel, in digital form and including interactive enablement, first screen access and hot links to relevant web sites -- all to the extent implemented by AT&T Broadband Group cable systems, to be used for interactive, category-specific video channels that will provide entertainment, information and merchandising programming. The foregoing, however, will not compel AT&T Broadband Group to disrupt other programming or other channel arrangements. The interactive video services are to be accessible through advanced set-top boxes deployed by AT&T Broadband Group, except that, unless specifically addressed in a mutually acceptable manner, AT&T Broadband Group will have no obligation to deploy set-top boxes of a type, design or cost materially different from that it would otherwise have deployed. The content categories may include, among others, music, travel, health, sports, books, personal finance, automotive, home video sales and games.
- AT&T Broadband Group may enter into one or more mutually agreeable ventures with Liberty Media for interactive, category-specific video channels that will provide entertainment, information and merchandising programming. Each venture will be structured as a 50/50 venture for a reasonable commercial term, and will provide that, for the duration of such term, Liberty Media and AT&T Broadband Group will not provide interactive services in the category(s) of interactive video services provided through the venture(s) other than the joint venture services in the applicable categories. When the distribution of interactive video services occurs through a venture arrangement, AT&T Broadband will share in the revenue and expense of the provision of the interactive services pro rata to its ownership interest in lieu of the commercial arrangements described in the preceding paragraph. At the third anniversary of the

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formulation of any such venture, AT&T Broadband Group may elect to purchase Liberty Media's ownership interest in the venture at fair market value. Liberty Media and AT&T Broadband Group have agreed to endeavor to make any such transaction tax efficient to Liberty Media.

At the date of this document, AT&T Broadband Group has not entered into any further agreements with Liberty Media regarding the distribution of specific interactive television channels. As a result, the exact terms under which AT&T Broadband Group may provide carriage of these channels has not been determined, and AT&T Broadband Group has not made any election between the alternative carriage arrangements described above. Although AT&T Broadband Group will continue to endeavor to negotiate agreements with Liberty Media concerning distribution of interactive channels within the framework of the above arrangement, there can be no assurance that AT&T Broadband Group will be able to conclude any such agreement on acceptable terms.

**Affiliation Agreements.** AT&T Broadband Group is party to affiliation agreements pursuant to which it purchases programming from Liberty Media's subsidiaries and affiliates. Some of these agreements provide for penalties and charges in the event the supplier's programming is not carried on AT&T Broadband Group's cable systems or not delivered to a contractually specified number of customers. Charges to AT&T Broadband Group for such programming are generally based upon customary rates and

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often provide for payments to AT&T Broadband Group by Liberty Media's subsidiaries and business affiliates for marketing support.

In July 1997, TCI, whose successor is a member entity of AT&T Broadband Group, and AT&T Broadband Group's subsidiary, Satellite Services, Inc., entered into a 25 year affiliation term sheet with Starz Encore Group, formerly Encore Media Group, pursuant to which AT&T Broadband may be obligated to make fixed monthly payments in exchange for unlimited access to Encore and Starz! programming. The commitment increases annually from \$306 million in 2002 to \$315 million in 2003, and will increase annually through 2022 with inflation. The affiliation term sheet further provides that to the extent Starz Encore Group's programming costs increase above certain levels, AT&T Broadband Group's payments under the term sheet will be increased in proportion to the excess. Excess programming costs that may be payable by AT&T Broadband in future years are not presently estimable, and could be significant. By letter dated May 29, 2001, AT&T Broadband Group disputed the enforceability of the excess programming pass through provisions of the term sheet and questioned the validity of the term sheet as a whole. AT&T Broadband Group also raised certain issues concerning the uncertainty of the provisions of the term sheet and the contractual interpretation and application of certain of its provisions to, among other things, the acquisition and disposition of cable systems. In July 2001, Starz Encore Group filed suit seeking payment of the 2001 excess programming costs and a declaration that the term sheet is a binding and enforceable contract. In October 2001, AT&T Broadband Group and Starz Encore Group agreed to stay the litigation until August 31, 2002 to allow the parties time to continue negotiations toward a potential business resolution of this dispute. The Court granted the stay on October 30, 2001. The terms of the stay order allow either party to petition the Court to lift the stay after April 30, 2002 and to proceed with the litigation.

### OTHER ASSETS

**Joint Ventures.** AT&T Broadband Group possesses a number of investments in companies, joint ventures and partnerships, the most significant of which are Time Warner Entertainment, Insight Midwest and Texas Cable Partners.

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Time Warner Entertainment. Time Warner Entertainment is a Delaware limited partnership that was formed in 1992 to own and/or operate substantially all of the business of Warner Bros., HBO and the cable television businesses owned and operated by Time Warner at that time. AT&T Broadband Group's current interest in Time Warner Entertainment was acquired by AT&T Broadband Group in connection with the MediaOne acquisition. Currently, AT&T Broadband Group, through its wholly owned subsidiaries, owns limited partnership interests representing 25.51% of the pro rata senior priority (Series A) capital and residual equity capital of Time Warner Entertainment. The remaining 74.49% limited partnership interests in the Series A capital and residual capital of Time Warner Entertainment, as well as 100% of the junior priority (Series B) capital of Time Warner Entertainment, are held by subsidiaries of AOL Time Warner. Subsidiaries of AOL Time Warner act as the general partners of Time Warner Entertainment, and AT&T is not involved in the management or operation of the partnership or its business but has certain protective governance rights pertaining to certain limited significant matters relating to Time Warner Entertainment, such as the dissolution or merger or voluntary bankruptcy of Time Warner Entertainment.

On February 28, 2001, AT&T submitted a request to Time Warner Entertainment, pursuant to the Time Warner Entertainment partnership agreement, that Time Warner Entertainment reconstitute itself as a corporation and register for sale in an initial public offering an amount of partnership interests held by AT&T Broadband Group (up to the full amount held by AT&T Broadband Group) determined by an independent investment banking firm so as to provide sufficient trading liquidity and minimize any initial public offering discount. Under the Time Warner Entertainment partnership agreement, upon this request, AT&T Broadband Group and Time Warner are to cause an independent investment banker to determine both such registrable amount of partnership interests and the price at which the registrable amount could be sold in a public offering. The partnership agreement provides that, upon determination of the registrable amount and the appraised value of the registrable amount, Time Warner Entertainment may elect not to

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register these interests, but instead to allow AT&T Broadband Group the option to require that Time Warner Entertainment purchase the registrable amount at the appraised value, subject to certain adjustments. If AT&T Broadband Group does put the registrable amount to Time Warner Entertainment under such circumstances, Time Warner Entertainment may call the remainder of AT&T Broadband Group's interest in Time Warner Entertainment at a price described in the Time Warner Entertainment partnership agreement. If Time Warner Entertainment elects to register the interests, then Time Warner Entertainment must promptly use its best efforts to cause the partnership to be in a position to be reconstituted as a corporation and to effect an initial public offering. However, Time Warner Entertainment may have an option to purchase these interests immediately prior to the time the public offering would otherwise have been declared effective by the SEC at the proposed public offering price less underwriting fees and discounts if the proposed public offering price (as determined by the managing underwriter) is less than 92.5% of the appraised value. If, at the conclusion of this process, AT&T Broadband Group has any remaining interests in Time Warner Entertainment, AT&T Broadband Group will have the right to request registration of those interests for public sale after July 1, 2002 (if no public offering of Time Warner Entertainment shall have taken place), or 18 months after a public offering pursuant to AT&T Broadband's request.

Since February 28, 2001, AT&T Broadband Group and AOL Time Warner have been engaged in discussions regarding the retention of a mutually satisfactory

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investment banker to perform the appraisals of Time Warner Entertainment under the Time Warner Entertainment partnership agreement.

If the procedures described above do not result in the disposition by AT&T Broadband Group of its entire interest in Time Warner Entertainment, then under the terms of the Time Warner Entertainment partnership agreement, AT&T may be required, before the AT&T Comcast transaction may be completed in its current form, to offer Time Warner Entertainment the opportunity to repurchase the remaining interest in the partnership.

AT&T has an option to increase its Series A priority capital and residual capital interests in Time Warner Entertainment by an amount determined by reference to a formula in the option agreement following an appraisal by an independent appraiser. On March 25, 2002, the appraisal of Time Warner Entertainment under the option agreement was completed by an independent appraiser jointly engaged by AT&T Broadband Group and AOL Time Warner and on April 19, 2002, AT&T Broadband Group provided the requisite notice to AOL Time Warner to exercise the option in full on a cashless basis. Based on this appraisal and the exercise of the option on a cashless basis, AT&T Broadband Group's interest in Time Warner Entertainment will increase at the end of May 2002 by 2.07 percentage points to 27.58% of the Series A priority capital and residual equity capital.

Insight Midwest, L.P. Insight Midwest is a Delaware limited partnership formed in 1999, which currently owns and operates certain cable systems in Indiana, Kentucky, Illinois, Georgia and Ohio. AT&T Broadband Group holds a 50% limited partnership interest and Insight Communications holds a 50% general partnership interest in Insight Midwest. The business of the partnership is managed by Insight Communications, as the general partner, although certain matters also require the approval of AT&T Broadband Group. Insight Midwest currently has approximately 1.2 million cable video subscribers.

Texas Cable Partners, L.P. Texas Cable Partners is a Delaware limited partnership formed in December 1998 to own and operate certain cable systems in Texas. The partnership is owned 50% by AT&T Broadband Group and 50% by the Time Warner Entertainment-Advance/Newhouse Partnership, approximately two-thirds of which is owned by Time Warner Entertainment. The general manager of Texas Cable Partners is Time Warner Cable, a division of Time Warner Entertainment, although certain governance matters require the approval of the management committee on which the Time Warner Entertainment-Advance/Newhouse Partnership and AT&T Broadband Group have equal representation. Texas Cable Partners currently has approximately 1.1 million cable video subscribers.

Other Investments. AT&T Broadband Group has interests in a number of different joint ventures and companies.

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### COMPETITION

Cable television competes for customers in local markets with other providers of entertainment, news and information. The competitors in these markets include direct broadcast satellite service, broadcast television and radio, satellite master antenna television systems, wireless cable providers, newspapers, magazines and other printed material, motion picture theatres, video cassettes, DVDs and other sources of information and entertainment, including directly competitive cable television operations and ISPs. The Cable Television Consumer Protection and Competition Act of 1992, or the 1992 Cable Act, and the Telecommunications Act are designed to increase competition in the cable

television industry.

Additionally, AT&T Broadband Group faces significant competition from both local telephone companies and new providers of services such as Internet service and telephone services. Providers of competitive high-speed data offerings include fixed wireless companies, direct broadcast satellite companies and DSL providers.

There are alternative methods of distributing the same or similar services offered by cable television systems. Further, these technologies have been encouraged by the U.S. Congress and the FCC to offer services in direct competition with existing cable systems.

Direct Broadcast Satellite. Direct broadcast satellite has emerged as significant competition to cable systems. The direct broadcast satellite industry has grown rapidly over the last several years, far exceeding the growth rate of the cable television industry, and now serves approximately 17.6 million subscribers nationwide. Direct broadcast satellite service allows a subscriber to receive video (as well as non-video) services directly via satellite using a relatively small dish antenna. Moreover, video compression technology allows direct broadcast satellite providers to offer more than 400 digital channels, thereby surpassing the typical analog or hybrid analog-digital cable system. Direct broadcast satellite companies historically were prohibited from retransmitting popular local broadcast programming, but a change to the existing copyright laws in November 1999 eliminated this legal impediment. Direct broadcast satellite companies now need to secure retransmission consent from the popular broadcast stations they wish to carry, and now face mandatory carriage obligations of less popular broadcast stations as of January 2002. These new "must carry" rules require satellite companies to carry all local broadcast stations in a local market where they carry any such station pursuant to a new compulsory copyright license. In response to the legislation, DirecTV, Inc. and EchoStar Communications Corporation already have begun carrying the major network stations in the nation's top television markets. The direct broadcast satellite industry initiated a judicial challenge to the statutory requirement mandating carriage of less popular broadcast stations. This lawsuit alleges that the must-carry requirement (similar to the requirement already applicable to cable systems, and discussed under "-- Cable Regulation and Legislation -- Must Carry/Retransmission Consent") is unconstitutional. The Court of Appeals for the Fourth Circuit recently upheld the constitutionality of these rules, but EchoStar and the Satellite Broadcasting and Communications Association have sought review in the U.S. Supreme Court. Direct broadcast satellite companies also have begun offering high-speed Internet services. EchoStar began providing high-speed Internet service in late 2000, and DirecTV, which has partnered with AOL Time Warner, reports that it will begin providing its own version of high-speed Internet service shortly. Further, in October 2001 EchoStar entered into an agreement to acquire DirecTV. EchoStar's applications for approval of the proposed acquisition are still pending before various governmental bodies. These developments will provide significant new competition to AT&T Broadband Group's offering of video programming and high-speed cable Internet service.

Broadcast Television. Cable television has long competed with broadcast television, which consists of television signals that the viewer is able to receive without charge using an "off-air" antenna. The extent of this competition, which is for both the acquisition and delivery of programming, as well as for advertising, is dependent upon the quality and quantity of broadcast signals available through off-air reception compared to the services provided by the local cable system. The recent licensing of digital spectrum by the FCC will provide incumbent television licensees with the ability to deliver high definition television pictures and multiple digital-quality program streams, as well as advanced digital services, such as subscription video.

DSL. The deployment of DSL technology allows the provision of Internet services to subscribers at data transmission speeds greater than available over conventional telephone lines. In addition, DSL providers offer voice services, including offerings that divide up a phone line into several voice channels and an always-on data line. All significant local telephone companies and certain other telecommunications companies have launched DSL service. The FCC has a policy of encouraging the deployment of DSL and similar technologies, both by incumbent telephone companies and new, competing telephone companies. The FCC's regulations in this area are subject to change. The development and deployment of DSL technology by local telephone companies provides substantial competition to AT&T Broadband Group's high-speed cable Internet services and cable telephone services.

Private Cable. AT&T Broadband Group also competes with Satellite Master Antenna Television systems, which provide multichannel program services and high-speed Internet services directly to hotel, motel, apartment, condominium and similar multi-unit complexes within a cable television system's franchise area, generally free of any regulation by federal, state and local government authorities and sometimes on an exclusive basis. FCC rules restrict the ability of cable operators to maintain ownership of cable wiring inside multi-unit buildings, thereby making it less expensive for Satellite Master Antenna Television competitors, as well as other competitors that are increasingly targeting multi-unit building subscribers, such as direct broadcast satellite, to reach those customers. The FCC also has ruled that private cable operators can lease video distribution capacity from local telephone companies and, thereby, distribute cable programming services over the public rights-of-way without obtaining a franchise. In 1999, both the Fifth and Seventh Circuit Courts of Appeal upheld this FCC policy. This could provide a significant regulatory advantage for private cable operators in the future. The 1992 Cable Act ensures that Satellite Master Antenna Television Systems, as well as other providers of multichannel video programming to end users, will have access to most of the significant cable television programming services at nondiscriminatory rates.

Cable System Overbuilds. Cable operators may compete with other cable operators or new entities seeking franchises for competing cable television systems at any time during the terms of existing franchises. The 1992 Cable Act promotes the granting of competitive franchises, and AT&T Broadband Group systems operate under nonexclusive franchises. Several years ago, there was a significant increase in the number of cities that constructed their own cable television systems in a manner similar to city-provided utility services. These systems typically compete directly with the existing cable operator without the burdens of franchise fees or other local regulation. The total number of municipal overbuild cable systems remains relatively small. Additionally, several years ago there was a significant increase in investments in private company overbuilders of cable systems. If this trend were to resume, AT&T Broadband Group cable systems could face an increasing number of markets in which a second cable system will be competing directly with an AT&T Broadband Group system, providing video, audio, interactive television, high-speed Internet and telephone services. To date, overbuilds have not had a material impact on AT&T Broadband Group's results.

Telephone Company Entry. The Telecommunications Act eliminated the statutory and regulatory restrictions that prevented local telephone companies from competing with cable operators in the provision of video services. The Telecommunications Act allows local telephone companies, including regional phone companies, to compete with cable television operators both inside and outside their telephone service areas. AT&T Broadband Group expects that it could face competition from telephone companies for the provision of video services, whether it is through wireless cable or through upgraded telephone

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networks. AT&T Broadband Group assumes that all major telephone companies already have entered or may enter the business of providing video services. Although enthusiasm on the part of local exchange carriers is not clear, AT&T Broadband Group is aware that telephone companies have already built, or are in the process of building, competing cable system facilities in a number of AT&T Broadband Group's franchise areas. As AT&T Broadband Group continues to expand its offerings to include Internet and telecommunications services, it will be subject to competition from the local telephone companies and telecommunications providers. The telecommunications industry is highly competitive, and includes competitors with

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substantial financial and personnel resources, brand name recognition and long-standing relationships with regulatory authorities.

**Utility Company Entry.** The Telecommunications Act eliminated certain U.S. federal restrictions on utility holding companies and thus frees all utility companies to provide cable television services. AT&T Broadband Group expects this could result in another source of competition in the delivery of video, telephone and high-speed Internet services.

**MMDS.** Another alternative method of distribution is multichannel, multi-point distribution systems, or MMDS, which deliver programming services over microwave channels to customers equipped with special antennas. MMDSs are less capital intensive, are not required to obtain local franchises or pay franchise fees, and are subject to fewer regulatory requirements than cable television systems.

**Local Voice.** AT&T Broadband Group's cable telephone service competes against incumbent local exchange carriers and competitive local exchange carriers in the provision of local voice services. Moreover, many of these carriers are expanding their offerings to include high-speed Internet service. The incumbent local exchange carriers have very substantial capital and other resources, longstanding customer relationships and extensive existing facilities and network rights-of-way. A few competitive local exchange carriers also have existing local networks and significant financial resources.

**Fixed Wireless.** Fixed wireless technologies compete with AT&T Broadband Group in the provision of Internet and voice services. Fixed wireless providers serve the same functions as a wireline provider, by interconnecting private networks, bypassing a local exchange carrier or connecting to the Internet. The technology involved in point-to-point microwave connections has advanced, allowing the use of higher frequencies, and thus smaller antennas, resulting in lower costs and easier-to-deploy systems for private use and encouraging the use of such technology by carriers. Fixed wireless systems are designed to emulate cable connections, and they use the same interfaces and protocols, such as T1, frame relay, Ethernet and ATM. Fixed wireless systems also match the service parameters of cable systems, and consequently any application that operates over a cable should be able to operate over a fixed wireless system.

**Resellers.** Among AT&T Broadband Group's competitors in the areas of voice and Internet services are resellers. Resellers typically are low-cost aggregators that serve price-conscious market segments and value-added resellers that target customers with special needs.

**IP Telephone.** IP telephone providers compete directly against AT&T Broadband Group's cable telephone service. IP telephone providers derive most of their revenues from per-minute charges, but they also offer other services including voicemail and IP telephone equipment. Although the offerings of IP telephone providers are limited mostly to voice services, these companies seek

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to expand to other areas of the telecommunications industry, and may succeed in doing so in the future.

General. In addition to competition for customers, the cable television industry competes with broadcast television, radio, print media and other sources of information and entertainment for advertising revenue. As the cable television industry has developed additional programming, its advertising revenue has increased. Cable operators sell advertising spots primarily to local and regional advertisers.

AT&T Broadband Group has no basis upon which to estimate the number of cable television companies and other entities with which it competes or may potentially compete. The full extent to which other media or home delivery services will compete with cable television systems may not be known for some time, and there can be no assurance that existing, proposed or as yet undeveloped technologies will not become dominant in the future.

### EMPLOYEES

At December 31, 2001, AT&T Broadband Group employed approximately 40,150 individuals in its operations, virtually all of whom are located in the United States. Approximately 2,900 of these employees are represented by the Communications Workers of America or the International Brotherhood of Electrical Workers, both of which are affiliated with the AFL-CIO.

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### LEGAL PROCEEDINGS

In the normal course of business, AT&T Broadband Group is subject to proceedings, lawsuits and other claims, including proceedings under government laws and regulations related to environmental and other matters. Such matters are subject to many uncertainties and outcomes are not predictable with assurance. Consequently, AT&T Broadband Group is unable to ascertain the ultimate aggregate amount of monetary liability or financial impact with respect to these matters at December 31, 2001. While these matters could affect operating results of any one quarter when resolved in future periods, it is management's opinion that after final disposition, any monetary liability or financial impact to AT&T Broadband Group beyond that provided for at year-end would not be material to AT&T Broadband Group's annual consolidated financial position or results of operations.

Through a subsidiary, AT&T owns approximately 23% of the outstanding common stock and 74% of the voting power of the outstanding common stock of At Home Corporation, which filed for bankruptcy protection on September 28, 2001. Until October 1, 2001, AT&T appointed a majority of At Home's directors and it now appoints none.

Since September 28, 2001 some creditors of At Home have threatened to commence litigation against AT&T relating to the conduct of AT&T or its designees on the At Home Board in connection with At Home's declaration of bankruptcy and At Home's subsequent aborted efforts to dispose of some of its businesses or assets in a bankruptcy court-supervised auction, as well as in connection with other aspects of AT&T's relationship with At Home. The liability for any such lawsuits would be shared equally between AT&T and AT&T Broadband. No such lawsuits have been filed to date. However, on April 26, 2002, At Home and its creditor committees filed a motion seeking to appoint At Home's bondholders as representatives of At Home to pursue its claims against AT&T. On May 1, 2002, At Home filed a draft proposed plan of liquidation pursuant to Chapter 11 of the U.S. Bankruptcy Code, which, among other things, implements



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the creditor's settlement and provides that all claims and causes of action of the bankrupt estate of At Home against AT&T and other shareholders will be transferred to a liquidating trust owned ratably by the bondholders of At Home and funded with at least \$12 million, and as much as \$17 million, to finance the litigation of those claims. The creditor settlement calls for confirmation of the plan by July 31, 2002, and for the plan to be effective by August 30, 2002.

In addition, purported class action lawsuits have been filed in California state court on behalf of At Home shareholders against AT&T, At Home, Comcast and former directors of At Home. The lawsuits claim that the defendants breached fiduciary obligations of care, candor and loyalty in connection with a transaction announced in March 2000 in which, among other things, AT&T, Cox and Comcast agreed to extend existing distribution agreements, the At Home Board was reorganized, and AT&T agreed to give Cox and Comcast rights to sell their At Home shares to AT&T. These actions have been consolidated by the court and are subject to a stay, which the plaintiffs are seeking to have lifted. The liability for any such lawsuits would be shared equally between AT&T and AT&T Broadband.

In March 2002 a purported class action was filed in the United States District Court for the Southern District of New York against, among others, AT&T and certain of its senior officers alleging violations of the federal securities laws in connection with the disclosures made by At Home in the period from April 17, 2001 through August 28, 2001. Any liabilities resulting from this lawsuit would be shared equally between AT&T and AT&T Broadband.

In 1997, TCI, whose successor is a member entity of AT&T Broadband Group, and AT&T Broadband Group's subsidiary, Satellite Services, Inc., entered into a 25 year affiliation term sheet with Starz Encore Group (formerly Encore Media Group) pursuant to which AT&T Broadband Group may be obligated to make fixed monthly payments in exchange for unlimited access to Encore and STARZ! programming. The commitment increases annually from \$306 million in 2002 to \$315 million in 2003, and will increase annually through 2022 with inflation. The affiliation term sheet further provides that to the extent Starz Encore Group's programming costs increase above certain levels, AT&T Broadband Group's payments under the term sheet will be increased in proportion to the excess. Excess programming costs that may be payable by AT&T Broadband Group in future years are not presently estimable, and could be

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significant. By letter dated May 29, 2001, AT&T Broadband Group disputed the enforceability of the excess programming pass through provisions of the term sheet and questioned the validity of the term sheet as a whole. AT&T Broadband Group also raised certain issues concerning the uncertainty of the provisions of the term sheet and contractual interpretation and application of certain of its provisions to, among other things, the acquisition and disposition of cable systems. In July 2001, Starz Encore Group filed suit seeking payment of the 2001 excess programming costs and a declaration that the term sheet is a binding and enforceable contract. In October 2001, AT&T Broadband Group and Starz Encore Group agreed to stay the litigation until August 31, 2002 to allow the parties time to continue negotiations toward a potential business resolution of this dispute. The Court granted the stay on October 30, 2001. The terms of the stay order allow each party to petition the Court to lift the stay after April 30, 2002 and to proceed with the litigation.

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On March 13, 2002, AT&T Broadband Group informed CSG Systems, Inc. that AT&T Broadband Group was considering the initiation of an arbitration against CSG relating to a Master Subscriber Management System Agreement that the two companies entered into in 1997. Pursuant to the Master Agreement, CSG provides billing support to AT&T Broadband Group. On May 10, 2002, AT&T Broadband Group filed a demand for arbitration against CSG before the American Arbitration Association. In the event that this process results in the termination of the Master Agreement, AT&T Broadband Group may incur significant costs in connection with its replacement of these billing services and may experience temporary disruptions to its operations.

### CABLE REGULATION AND LEGISLATION

The operation of cable television systems is extensively regulated by the FCC, some state governments and most local governments. The Telecommunications Act altered the regulatory structure governing the nation's telecommunications providers. It removed barriers to competition in both the cable television market and the local telephone market. Among other things, it reduced the scope of cable rate regulation.

The Telecommunications Act required the FCC to implement numerous rulemakings, some of which are still subject to court challenges. Moreover, Congress and the FCC have frequently revisited the subject of cable television regulation and may do so again. Future legislative and regulatory changes could adversely affect AT&T Broadband Group's operations. This section briefly summarizes key laws and regulations currently affecting the growth and operation of AT&T Broadband Group's cable systems.

**Cable Rate Regulation.** The 1992 Cable Act imposed an extensive rate regulation regime on the cable television industry, which regulation limited the ability of cable companies to increase subscriber fees. Under that regime, all cable systems were subjected to rate regulation, unless they faced effective competition in their local franchise area. U.S. federal law now defines "effective competition" on a community-specific basis as requiring satisfaction of various conditions, such as the penetration of competitive video services to 15% of the households in a cable system's franchise area.

Although the FCC establishes all cable rate rules, local government units, commonly referred to as local franchising authorities, are primarily responsible for administering the regulation of the lowest level of cable service -- the basic service tier, which typically contains local broadcast stations and PEG access channels. Before a local franchising authority begins basic service tier rate regulation, it must certify to the FCC that it will follow applicable U.S. federal rules, and many local franchising authorities have voluntarily declined to exercise this authority. Local franchising authorities also have primary responsibility for regulating cable equipment rates. Under U.S. federal law, charges for various types of cable equipment must be unbundled from each other and from monthly charges for programming services, and priced no higher than the operator's actual cost, plus an 11.25% rate of return.

The FCC historically administered rate regulation of any cable programming service tiers (i.e., all tiers other than the basic service tier), which typically contain satellite-delivered programming. Under the Telecommunications Act, however, the FCC's authority to regulate cable programming service tier rates ended on March 31, 1999.

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Cable Entry into Telecommunications. The Telecommunications Act provides

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that no state or local laws or regulations may prohibit or have the effect of prohibiting any entity from providing any interstate or intrastate telecommunications service. States are authorized, however, to impose "competitively neutral" requirements regarding universal service, public safety and welfare, service quality and consumer protection. State and local governments also retain their authority to manage the public rights-of-way. The Telecommunications Act clarifies that traditional cable franchise fees may be based only on revenues related to the provision of cable television services. The Telecommunications Act prohibits local franchising authorities from requiring cable operators to provide telecommunications service or facilities as a condition of a franchise grant, renewal or transfer, except that local franchising authorities argue they can seek "institutional networks" as part of these franchise negotiations.

In particular, cable operators that provide telecommunications services and cannot reach agreement with local utilities over pole attachment rates in states that do not regulate pole attachment rates will be subject to a methodology prescribed by the FCC for determining the rates. These rates may be higher than those paid by cable operators that do not provide telecommunications services.

The pole attachment rates afforded cable operators under U.S. federal law can be increased by utility companies owning the poles during a five-year phase-in period beginning in 2001 if the cable operator provides telecommunications service as well as cable service over its plant. The FCC clarified that a cable operator's provision of cable Internet service does not affect the favorable pole rates, but a recent decision by the Eleventh Circuit Court of Appeals disagreed. In January 2002, the U.S. Supreme Court overturned the Eleventh Circuit decision and upheld the applicability of the more favorable FCC -- prescribed pole rates regardless of the delivery of Internet services.

Cable entry into telecommunications will be affected by the regulatory landscape now being fashioned by the FCC and state regulators, as well as the courts. One critical component of the Telecommunications Act intended to facilitate the entry of new telecommunications providers, including cable operators, is the interconnection obligation imposed on all telecommunications carriers. This requires, for example, that the incumbent local exchange carrier must allow new competing telecommunications providers to connect to the local telephone distribution system. A number of implementation details are subject to ongoing regulatory and judicial review, but the basic requirement is now well established. At the same time, incumbent local exchange carriers continue to make it difficult for competitors to lease and use parts of their network in order to provide competing services. Although local exchange carriers and cable operators can now expand their offerings across traditional service boundaries, the general prohibitions remain on local exchange carrier buyouts (i.e., any ownership interest exceeding 10%) of co-located cable systems, cable operator buyouts of co-located local exchange carrier systems, and joint ventures among cable operators and local exchange carriers in the same market. The Telecommunications Act provides a few limited exceptions to this buyout prohibition.

Cable Systems Providing Internet Service. Although there is at present no significant U.S. federal regulation of cable system delivery of Internet services, and the FCC recently issued several reports and a declaratory ruling finding no immediate need to impose this regulation, this situation may change as cable systems expand their broadband delivery of Internet services. In particular, proposals have been advanced at the FCC and in the Congress that would require cable operators to provide "open access" to unaffiliated ISPs and on-line service providers. The Federal Trade Commission and the FCC recently imposed certain open access requirements on Time Warner and AOL in connection with their merger, but those requirements are not applicable to other cable operators. Some states and local franchising authorities may seek to impose franchise conditions related to Internet access as part of cable franchise

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renewals or transfers. AT&T Broadband Group has completed a technical and operational trial to test how multiple ISPs can offer high-speed, always-on cable Internet service over a hybrid fiber/coaxial network. In March 2002, AT&T Broadband Group entered into an agreement with EarthLink pursuant to which EarthLink will initially launch its high-speed Internet service in greater Boston and the Seattle service areas.

On March 15, 2002, the FCC released a ruling declaring that cable Internet services (called "cable modem services" in the FCC's decision) are properly classified as an interstate "information service," not a

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"cable service," and that there is no separate offering of "telecommunications service." The FCC simultaneously initiated a further rulemaking proceeding to determine the scope of the FCC's jurisdiction to regulate cable modem service, as well as the regulatory implications of the FCC's classification of cable modem service as an interstate information service, including the extent to which state and local authorities may regulate the service. The FCC's classification of cable modem service as an interstate information service is important. Most advocates of immediate regulation (such as those endorsing "open access" for unaffiliated ISPs) had argued that cable modem service is, at least in part, a "telecommunications service," and if the FCC had agreed with them, it would have made it more likely that such burdensome regulations would have been imposed on the service. At the same time, while the pending rulemaking proceeding reiterates the FCC's view that broadband services should continue to exist in a minimal regulatory environment, there are currently no assurances that regulation of cable modem service will not arise at the federal and/or state/local level. In addition, the FCC's classification of cable modem service as an information service, but not a cable service, creates some new uncertainties. For example, AT&T Broadband Group had been paying franchise fees to local franchising authorities on its cable modem service revenues, based on the good faith belief that cable modem service qualified as a cable service. However, the FCC's classification decision now precludes the inclusion of cable modem service revenues in the franchise fee calculation. While the FCC has asked whether it should exercise its jurisdiction to resolve any uncertainty regarding potential refund liability in connection with previously collected cable modem service franchise fee payments from cable subscribers, there are currently no assurances that AT&T Broadband Group will not face a litigation risk on this issue.

Cable Television Ownership Restrictions. Pursuant to the 1992 Cable Act, the FCC adopted regulations establishing a 30% limit on the number of multichannel video subscribers (including cable, direct broadcast satellite, Satellite Master Antenna Television, MMDS and other subscribers) that a cable operator may reach nationwide through cable systems in which it holds an attributable interest. The FCC stayed the effectiveness of its ownership limits pending judicial review.

The FCC directly addressed the 30% ownership rule, and the applicable ownership attribution standards, in its June 2000 ruling on the MediaOne acquisition. The FCC allowed the MediaOne acquisition to go forward, but required AT&T to elect one of three divestiture options to come into compliance with the 30% ownership cap. Specifically, AT&T was required to either (1) divest its interest in Time Warner Entertainment, (2) terminate its involvement in Time Warner Entertainment's video programming activities, which would require divestiture of substantially all of AT&T's video programming interests, including its interest in Liberty Media, or (3) divest interests in cable systems. Compliance, or arrangements for compliance, was required by May 2001. The FCC order also established safeguards restricting AT&T Broadband Group's communication with Time Warner Entertainment, as well as its communication with,

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and participation in, Board meetings for iN DEMAND and certain other video programming services.

The FCC previously adopted regulations limiting carriage by a cable operator of national programming services in which that operator holds an attributable interest to 40% of the activated channels on each of the cable operator's systems. These "channel occupancy" rules provide for the use of two additional channels or a 45% limit, whichever is greater, provided that the additional channels carry minority controlled programming services. The regulations also grandfather existing carriage arrangements that exceed the channel limits, but require new channel capacity to be devoted to unaffiliated programming services until the system achieves compliance with the regulations. These channel occupancy limits apply only up to 75 activated channels on the cable system, and the rules do not apply to local or regional programming services.

In March 2001, the D.C. Circuit Court of Appeals struck down the rules adopted by the FCC pertaining to ownership and channel occupancy and remanded the issues back to the FCC for further review. Following this decision, the FCC initiated a rulemaking proceeding to determine what cable ownership and channel occupancy limits, if any, can and should be implemented in light of the court's decision. The FCC also suspended the compliance deadlines initially provided in its order related to the MediaOne acquisition pending the outcome of the FCC's new rulemaking proceeding.

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The Telecommunications Act eliminated statutory restrictions on broadcast/cable cross-ownership, including broadcast network/cable restrictions, but left in place existing FCC regulations prohibiting local cross-ownership between television stations and cable systems. In February 2002, the D.C. Circuit Court of Appeals vacated the FCC's regulations so this ban is no longer in effect. The Telecommunications Act leaves in place existing restrictions on cable cross-ownership with Satellite Master Antenna Television and MMDS facilities, but lifts those restrictions where the cable operator is subject to effective competition. In January 1995, however, the FCC adopted regulations that permit cable operators to own and operate Satellite Master Antenna Television systems within their franchise area, provided that this operation is consistent with local cable franchise requirements.

**Must Carry/Retransmission Consent.** The 1992 Cable Act contains broadcast signal carriage requirements that allow local commercial television broadcast stations to elect once every three years between requiring a cable system to carry the station, i.e., must carry, or negotiating for payments for granting permission to the cable operator to carry the station, i.e., retransmission consent. Less popular stations typically elect must carry, and more popular stations typically elect retransmission consent. Must carry requests can dilute the appeal of a cable system's programming offerings, and retransmission consent demands may require substantial payments or other concessions (e.g., a requirement that the cable system also carry the local broadcaster's affiliated cable programming service). Either option has a potentially adverse effect on AT&T Broadband Group's business. The burden associated with must carry obligations could dramatically increase if television broadcast stations proceed with planned conversions to digital transmissions and if the FCC determines that cable systems must carry simultaneously all analog and digital services transmitted by the television stations during the multi-year transition in which a single broadcast licensee is authorized to transmit both an analog and a digital signal, or if the FCC determines that, post-transition, a cable operator is required to carry all of the multicast services in a broadcaster's digital feed, as opposed to just the "primary video" service. The FCC tentatively decided against imposition of dual digital and analog must carry in a January 2001 ruling, and also decided that only the broadcaster's primary video service

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must be carried by the cable operator. At the same time, however, it initiated further fact gathering, which, ultimately, could lead to a reconsideration of these conclusions.

**Access Channels.** Local franchising authorities can include franchise provisions requiring cable operators to set aside certain channels for non-commercial PEG access programming. U.S. federal law also requires a cable system with 36 or more channels to designate a portion of its activated channel capacity, up to 15%, for commercial leased access by unaffiliated third parties. The FCC has adopted rules regulating the terms, conditions and maximum rates a cable operator may charge for use of this designated channel capacity, but use of commercial leased access channels has been relatively limited.

**"Anti-Buy Through" Provisions.** U.S. federal law requires each cable system to permit customers to purchase premium services or pay-per-view video programming offered by the operator on a per-channel or a per-program basis without the necessity of subscribing to any tier of service, other than the basic service tier, unless the system's lack of addressable converter boxes or other technological limitation does not permit it to do so. The statutory exemption for cable systems that do not have the technological capability to comply expires in October 2002, but the FCC may extend that period on a case-by-case basis if deemed necessary pursuant to a specific waiver petition.

**Access to Programming.** To spur the development of independent cable programmers and competition to incumbent cable operators, the 1992 Cable Act imposed restrictions on the dealings between cable operators and cable programmers. Of special significance from a competitive business posture, the 1992 Cable Act precludes satellite video programmers affiliated with cable operators from favoring cable operators over competing multichannel video programming distributors, such as direct broadcast satellite and MMDS distributors. This provision limits the ability of vertically integrated satellite cable programmers to offer exclusive programming arrangements, or preferred pricing or non-price terms, to AT&T Broadband Group. Both Congress and the FCC have considered proposals that would expand the program access rights of cable's competitors, including the possibility of subjecting both terrestrially delivered video programming and video programmers that are not affiliated with cable operators to all program access requirements. The FCC is currently considering whether the exclusivity restrictions of the

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program access rules should be allowed to sunset, on October 5, 2002, or whether an extension of these restrictions is required to continue to assist cable's competitors. Pursuant to the Satellite Home Viewer Improvement Act, the FCC has adopted regulations governing retransmission consent negotiations between broadcasters and all multichannel video programming distributors, including cable and direct broadcast satellite.

**Inside Wiring; Subscriber Access.** FCC rules require an incumbent cable operator, upon expiration of a multiple dwelling unit service contract, to sell, abandon or remove "home run" wiring that was installed by the cable operator in the multiple dwelling unit building. These inside wiring rules are expected to assist building owners in their attempts to replace existing cable operators with new programming providers that are willing to pay the building owner a higher fee, where a higher fee is permissible. The FCC also has proposed abrogating or severely restricting all existing and future exclusive multiple dwelling unit service agreements held by incumbent cable operators, but allowing these contracts when held by new entrants. In another proceeding, the FCC has preempted restrictions on the deployment of private antennae on rental property within the exclusive use of a tenant, such as balconies and patios. This FCC ruling may limit the extent to which multiple dwelling unit owners may enforce certain aspects of multiple dwelling unit agreements that otherwise prohibit,

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for example, placement of digital broadcast satellite receiver antennas in multiple dwelling unit areas under the exclusive occupancy of a renter. These developments may make it more difficult for AT&T Broadband Group to provide service in multiple dwelling unit complexes.

Customer Equipment Regulation. Cable customer equipment is subject to rate regulation unless the cable system is deemed by the FCC to face effective competition. In addition, the FCC ruled that cable customers must be allowed to purchase cable converters and other such navigation device equipment from third parties, such as retailers, and established a multi-year phase-in during which security functions, which would remain in the operator's exclusive control, would be unbundled from non-security functions, which then could be supplied by third-party vendors. The first phase implementation date was July 1, 2000. Compliance was technically and operationally difficult in some locations, so AT&T Broadband Group and several other cable operators filed a request at the FCC that the requirement be waived in those systems. The request resulted in a temporary deferral of the compliance deadline for those systems.

The separate security module requirement applies to all digital and "hybrid" devices (i.e., devices that access both analog and digital services), but not to analog-only devices. So long as multichannel video providers subject to the rules comply with the separate security module requirement, they may continue to provide "integrated devices" (i.e., navigation devices containing both embedded security and non-security functions) to their customers until January 1, 2005, at which time they will be barred from placing these devices in service. AT&T Broadband Group has advocated the elimination of this "integrated box ban."

Other Regulations of the FCC. In addition to the FCC regulations noted above, there are other regulations of the FCC covering such areas as:

- equal employment opportunity (currently suspended as a result of a judicial ruling, although the FCC recently has proposed reimposing a subset of these rules);
- subscriber privacy;
- programming practices, including, among other things,
  - syndicated program exclusivity, which requires a cable system to delete particular programming offered by a distant broadcast signal carried on the system that duplicates the programming for which a local broadcast station has secured exclusive distribution rights,
  - network program nonduplication,
  - local sports blackouts,
  - indecent programming,
  - lottery programming,
  - political programming,
  - sponsorship identification,
  - children's programming advertisements,
  - closed captioning, and

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- video description;
- registration of cable systems and facilities licensing;
- maintenance of various records and public inspection files;
- aeronautical frequency usage;
- lockbox availability;
- antenna structure notification;
- tower marking and lighting;
- consumer protection and customer service standards;
- technical standards;
- consumer electronics equipment compatibility; and
- emergency alert systems.

The FCC recently initiated an inquiry to determine whether the cable industry's future provision of interactive services should be subject to regulations ensuring equal access and competition among service vendors. The inquiry, which grew out of the FCC's review of the AOL/Time Warner merger, is in its earliest stages.

The FCC has the authority to enforce its regulations through the imposition of substantial fines, the issuance of cease and desist orders and/or the imposition of other administrative sanctions, such as the revocation of FCC licenses needed to operate certain transmission facilities used in connection with cable operations.

Copyright. Cable television systems are subject to U.S. federal copyright licensing covering carriage of television and radio broadcast signals. In exchange for filing certain reports and contributing a percentage of their revenue to a U.S. federal copyright royalty pool (this percentage varies depending on the size of the system and the number of distant broadcast television signals carried), cable operators can obtain blanket permission to retransmit copyrighted material on broadcast signals. The possible modification or elimination of this compulsory copyright license is subject to continuing review and could adversely affect AT&T Broadband Group's ability to obtain desired broadcast programming. In addition, the cable industry pays music licensing fees to Broadcast Music, Inc. and the American Society of Composers, Authors and Publishers. Copyright clearances for nonbroadcast programming services are arranged through private negotiations.

State and Local Regulation. Cable television systems generally are operated pursuant to nonexclusive franchises granted by a municipality or other state or local government entity. The Telecommunications Act clarified that the need for an entity providing cable services to obtain a local franchise depends solely on whether the entity crosses public rights-of-way. U.S. federal law now prohibits franchise authorities from granting exclusive franchises or from unreasonably refusing to award additional franchises covering an existing cable system's service area. Cable franchises generally are granted for fixed terms, and in many cases are terminable if the franchisee fails to comply with material provisions. Noncompliance by the cable operator with franchise provisions also may result in monetary penalties.



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The terms and conditions of franchises vary materially from jurisdiction to jurisdiction. Each franchise generally contains provisions governing cable operations, service rates, franchise fees, system construction

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and maintenance obligations, system channel capacity, design and technical performance, customer service standards, and indemnification protections. A number of states subject cable television systems to the jurisdiction of centralized state governmental agencies. Although local franchising authorities have considerable discretion in establishing franchise terms, there are certain U.S. federal limitations. For example, local franchising authorities cannot insist on franchise fees exceeding 5% of the system's gross revenues from the provision of cable services, cannot dictate the particular technology used by the system, and cannot specify video programming other than identifying broad categories of programming.

U.S. federal law contains renewal procedures designed to protect incumbent franchisees against arbitrary denials of renewal. Even if a franchise is renewed, the franchise authority may seek to impose new and more onerous requirements, such as significant upgrades in facilities and services or increased franchise fees and funding for PEG access channels as a condition of renewal. Similarly, if a franchise authority's consent is required for the purchase or sale of a cable system or franchise, this authority may attempt to impose more burdensome or onerous franchise requirements in connection with a request for consent. Historically, franchises have been renewed for cable operators that have provided satisfactory services and have complied with the terms of their franchises. Since the 1992 adoption of the Cable Act, AT&T Broadband Group has never had a final determination of denial of one of its franchises.

Subscriber Privacy Regulation. Customer and subscriber privacy for cable and telecommunications companies are now specifically regulated under the Cable Communications Policy Act of 1984 and the Communications Act of 1934. Various federal and state regulatory and enforcement agencies including the FCC, FTC, and state attorneys general, are examining business practices in the communications sector, as well as other sectors, with regard to privacy of personal or proprietary customer information, data protection and information security. Numerous media reports indicate that these subjects are of increasing concern to businesses and the public, and may result in additional legislation, regulation, enforcement, and litigation concerning the data practices of communications companies. It is not possible to predict with certainty the direction of any such legislative, regulatory or enforcement initiatives, or future litigation, or how and whether they will occur, or what impact they will have on AT&T Comcast.

Proposed Changes in Regulation. The regulation of cable television systems at the U.S. federal, state and local levels is subject to the political process and has been in constant flux over the past decade. Material changes in the law and regulatory requirements must be anticipated, and there can be no assurance that AT&T Broadband Group's business will not be affected adversely by future legislation, new regulations or by deregulation of AT&T Broadband Group's competitors.

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AT&T BROADBAND GROUP  
(AN INTEGRATED BUSINESS OF AT&T)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF

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### FINANCIAL CONDITION AND RESULTS OF OPERATIONS

To understand and place in context AT&T Broadband Group Management's Discussion and Analysis, we urge you to read the AT&T Corp. Management's Discussion and Analysis beginning on page VI-1.

#### OVERVIEW

Currently, AT&T Broadband Group is an integrated business of AT&T Corp. and not a stand-alone entity. AT&T Broadband Group consists primarily of the assets, liabilities and business of AT&T Broadband, LLC (formerly TCI), acquired by AT&T on March 9, 1999 in the TCI merger and MediaOne Group, Inc. ("MediaOne") acquired by AT&T on June 15, 2000 in the MediaOne acquisition. AT&T Broadband Group is one of the nation's largest broadband communications providers, providing cable television, high-speed cable Internet and broadband telephone services. AT&T intends to assign and transfer substantially all of the assets, liabilities and business of AT&T Broadband Group to AT&T Broadband Corp., a newly formed holding company for AT&T's broadband business, which will be subsequently merged with Comcast as discussed below.

Comcast and AT&T have agreed to a combination of Comcast and AT&T Broadband Corp. (the "AT&T Comcast Transaction"). The AT&T Comcast Transaction is pursuant to, and subject to the terms and conditions set forth in the Agreement and Plan of Merger, dated as of December 19, 2001. The AT&T Comcast Transaction will occur in several steps, which are expected to occur on the closing date of the AT&T Comcast Transaction. First, AT&T will assign and transfer to AT&T Broadband Corp., substantially all of the assets and liabilities of AT&T's broadband business. Following the transfer, AT&T will spin off AT&T Broadband Corp. to AT&T shareholders by distributing one share of AT&T Broadband Corp. common stock for each share of AT&T common stock, NYSE symbol "T," as of the close of business on the record date for the AT&T Broadband spin-off. Immediately following the AT&T Broadband spin-off, AT&T Broadband Corp. will merge with AT&T Broadband Acquisition Corp., a newly formed, wholly owned shell subsidiary of AT&T Comcast, with AT&T Broadband Corp. continuing as the surviving corporation. At approximately the same time, Comcast will merge with Comcast Acquisition Corp., a newly formed, wholly owned shell subsidiary of AT&T Comcast, with Comcast continuing as the surviving entity. As a result of these mergers, AT&T Comcast will become the parent company of both AT&T Broadband Corp. and Comcast.

AT&T Comcast will issue shares of AT&T Comcast common stock to the AT&T shareholders who received shares of AT&T Broadband Corp. common stock in the AT&T Broadband spin-off. As of the date of execution of the merger agreement, it was estimated that each holder of AT&T Broadband Corp. common stock would have received approximately 0.34 of a share of AT&T Comcast common stock for each of such holder's shares of AT&T Broadband Corp. common stock. Assuming Comcast retains its AT&T shares and converts them into exchangeable preferred stock of AT&T as contemplated by the merger agreement, the exchange ratio would be approximately 0.35. The exchange ratio is dependent on a number of factors that may change between the date of execution of the merger agreement and the date of completion of the AT&T Comcast Transaction, including the number of outstanding shares of AT&T common stock, the value of options and stock appreciation rights and the price of Comcast Class A common stock.

AT&T will pay Comcast a termination fee in the amount of \$1.5 billion in cash if the merger agreement is terminated because (i) the AT&T Board withdraws or modifies, in a manner adverse to Comcast, its recommendation of the AT&T Comcast Transaction, (ii) AT&T willfully and materially breaches certain terms of the merger agreement and (iii) if the AT&T shareholders fail to approve the AT&T Comcast Transaction because a competing acquisition proposal made by a third party is pending at the time of the AT&T shareholder meeting and within

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one year of the AT&T meeting, AT&T enters into an agreement relating to an alternative material transaction. Comcast will pay to AT&T \$1.5 billion

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termination fee in cash if the merger agreement is terminated because the Comcast shareholders fail to approve the AT&T Comcast Transaction.

Consummation of the AT&T Comcast Transaction is subject to the satisfaction or waiver of several conditions, including but not limited to, approval by the shareholders of AT&T and Comcast and receipt of all necessary governmental consents and approvals. As a result, there can be no assurance that the AT&T Comcast Transaction will be consummated, or if the AT&T Comcast Transaction is consummated, as to the date of such consummation.

AT&T Broadband Group's revenue is derived primarily from the provision of analog and digital video services, high-speed cable Internet services and broadband telephone services. AT&T Broadband Group also charges customers for installation of equipment into their homes. Additionally, AT&T Broadband Group derives revenue from the sale of advertising time via ad avails on certain cable networks. AT&T Broadband Group sells its services on an individual basis as well as through packages or on a bundled basis. AT&T Broadband Group expects revenue will continue to increase in the future as a result of increases in the number of customers for its various services as well as rate increases. AT&T Broadband Group anticipates that the mix of its customers will change over time as the number of customers receiving advanced services increases. Accordingly, AT&T Broadband Group expects revenue from advanced services to increase as a percentage of total revenue over time.

AT&T Broadband Group's operating expenses consist of service costs and selling, general and administrative expenses attributable to the management of its customer base. Service costs include fees paid to programming suppliers, expenses related to copyright fees, wages and salaries of technical personnel, franchise fees, plant operating costs, high-speed data network transport and Internet service costs, access and interconnection costs and local and long-distance wholesale costs. Programming fees have historically increased at rates in excess of inflation. AT&T Broadband Group expects video programming costs will continue to increase. Competitive factors may limit AT&T Broadband Group's ability to recover increases in programming costs through rate increases to video customers. Selling, general and administrative expenses directly attributable to AT&T Broadband Group's cable television systems include wages and salaries for customer service and administrative personnel, and expenses related to billing, marketing, advertising sales and office administration.

AT&T Broadband Group (including its predecessor entities, TCI and MediaOne) has had a history of net losses and expects to continue to report net losses for the next few years. AT&T Broadband Group reported net losses of \$3.9 billion, \$5.4 billion and \$2.2 billion for the years ended December 31, 2001 and 2000, and the ten month period ended December 31, 1999, respectively. The ability of AT&T Broadband Group to report net income in the future is largely dependent upon AT&T Broadband Group's ability to increase future revenue and operating margins. AT&T Broadband Group plans to grow revenue by offering advanced services to more customers. In addition, AT&T Broadband Group plans to increase operating margins through cost cutting efforts and operating efficiencies. AT&T Broadband Group's strategy and business plan requires substantial capital spending in the next few years to upgrade its broadband systems to expand bandwidth capacity and add two-way capability so that it may offer advanced services to more customers. The failure to obtain necessary capital would have a material adverse effect on AT&T Broadband Group's strategy and business plan for future growth.

AT&T Broadband Group's operations have been dependent on cash infusions

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from AT&T in order for AT&T Broadband Group to operate and execute on its business and growth strategies. If, for any reason, AT&T is unwilling or cannot provide the level of financing necessary to fund future operations, AT&T Broadband Group will need to seek additional financing from third parties.

Debt attributed to AT&T Broadband Group includes the third party obligations of AT&T Broadband, LLC and MediaOne and monetization debt backed by assets held by AT&T Broadband Group. Additional intercompany debt has been allocated to AT&T Broadband Group to achieve a total debt level based on several factors, including prospective financing requirements, desired stand-alone credit profile, working capital and capital expenditure requirements, expected sources of future deleveraging, and comparable company profiles. Changes in historical intercompany debt are based on historical cash flows. Such cash

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flows include capital expenditures, operating activities, and investments in cable companies. The historical interest expense on the allocated intercompany debt was calculated based on a rate intended to be equivalent to the rate AT&T Broadband Group would receive if it were a stand-alone entity. AT&T's expected deleveraging activities that relate to AT&T Broadband Group include, but may not be limited to, the following: proceeds that may result from the exercise of AT&T's registration rights in Time Warner Entertainment ("TWE") and continued evaluation and sale of non-strategic cable systems.

### CRITICAL ACCOUNTING POLICIES, ESTIMATES AND JUDGMENTS

AT&T Broadband Group's financial statements are prepared in accordance with accounting principles that are generally accepted in the United States. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses as well as the disclosure of contingent assets and liabilities. Management continually evaluates its estimates and judgments including those related to revenue recognition, allowances for doubtful accounts, useful lives of property, plant and equipment, internal-use software and intangible assets, investments, derivative contracts, pension and other post-retirement benefits and income taxes. Management bases its estimates and judgments on historical experience and other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. AT&T Broadband Group believes that of its significant accounting policies, the following may involve a higher degree of judgment or complexity:

Revenue recognition -- AT&T Broadband Group only records revenue for transactions which are considered to be part of its central, ongoing operations. AT&T Broadband Group recognizes video, voice and data services revenue based upon monthly service fees, fees per event or minutes of traffic processed. Revenue for customer fees, equipment rental, advertising and pay-per-view programming is recognized in the period the services are provided. Video and nonvideo installation revenue is recognized in the period the installation services are provided to the extent of direct selling costs. Any remaining amount is deferred and recognized over the estimated average period that customers are expected to remain connected to the cable distribution systems. For contracts where AT&T Broadband Group provides customers with an indefeasible right to use network capacity, AT&T Broadband Group recognizes revenue ratably over the stated life of the agreement or if the agreement has an indefinite life, over the useful life of the assets being used.

Allowances for doubtful accounts -- AT&T Broadband Group maintains allowances for doubtful accounts for estimated losses which result from the inability of its customers to make required payments. AT&T Broadband Group

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bases its allowances on the likelihood of recoverability of accounts receivable based on past experience and taking into account current collection trends that are expected to continue. If economic or specific industry trends worsen beyond AT&T Broadband Group's estimates, AT&T Broadband Group would increase its allowances for doubtful accounts by recording additional expense. AT&T Broadband Group's accounts receivable are fully reserved for when past due 90 days or more.

Estimated useful lives of property, plant and equipment, internal-use software and intangible assets -- AT&T Broadband Group estimates the useful lives of property, plant and equipment, internal-use software and intangible assets in order to determine the amount of depreciation and amortization expense to be recorded during any reporting period. The useful lives are estimated at the time the asset is acquired and are based on historical experience with similar assets as well as taking into account anticipated technological or other changes. If technological changes were to occur more rapidly than anticipated or in a different form than anticipated, the useful lives assigned to these assets may need to be shortened, resulting in the recognition of increased depreciation and amortization expense in future periods. Alternatively, these types of technological changes could result in the recognition of an impairment charge to reflect the write-down in value of the asset. AT&T Broadband Group reviews these types of assets for impairment annually, or when events or circumstances indicate that the carrying amount may be not be recoverable over the remaining lives of the assets. In assessing impairments, AT&T Broadband Group uses cash flows which take into

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account management's estimates of future operations. Beginning January 1, 2002, in accordance with the provisions of Statement of Financial Accounting Standard ("SFAS") No. 142, "Goodwill and Other Intangible Assets" ("SFAS 142"), AT&T Broadband Group will no longer amortize goodwill, excess basis related to equity-method investments and franchise costs associated with a business combination, but will test these assets at least annually for impairment.

Investments -- AT&T Broadband Group holds investments in other companies which it accounts for under either the cost method or equity method of accounting. Many of these companies are publicly traded and have volatile share prices however, some of these companies are not publicly traded and therefore the value may be difficult to determine. For investments that are not publicly traded AT&T Broadband Group estimates fair value using market-based (comparable sales) and income-based (discounted cash flow) methods. In addition, AT&T Broadband Group has monetized some of its investments by issuing debt that is tied to the trading price of the security, and which can be settled in shares or cash. Some of the cost-method investments are classified as "trading" securities under SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities," and are marked-to-market through the statement of operations. However, other cost method investments are classified as "available-for-sale" under SFAS No. 115 and are marked-to-market through other comprehensive income, as a component of combined attributed net assets, on the balance sheet. AT&T Broadband Group records an investment impairment charge on its "available-for-sale" and equity-method investments when it believes the decline in the investment value is other than temporary. When determining an other than temporary decline, AT&T Broadband Group considers, among other items, the length of time the trading price has been below the carrying value, the financial condition of the investee company, including the industry in which it operates, and AT&T Broadband Group's ability or intent to retain the investment. If the financial condition of the investee company or the industry in which it operates were

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to be materially different than AT&T Broadband Group's expectation, AT&T Broadband Group would record an expense to reflect the other than temporary decline in value of the investment. At December 31, 2001, unrealized losses on "available-for-sale" securities included in other comprehensive income as a component of combined attributed net assets were approximately \$169 million (pretax).

Derivative contracts -- AT&T Broadband Group enters into derivative contracts to mitigate market risk from changes in interest rates and equity prices. Certain exchangeable debt instruments (debt exchangeable into or tied to the value of securities AT&T Broadband Group owns) contain embedded derivatives that require accounting separate from the debt instrument, while other exchangeable debt instruments have derivatives issued in conjunction with net purchased options. The fair value of option based derivatives is determined using the Black-Scholes option pricing model, which is based on a set of inputs, including the price of the underlying stock, volatility of the underlying stock and interest rates. These inputs are based on prevailing market indications that are either directly observable in the market, received from qualified investment banking firms or are internally calculated. Changes in these inputs would result in a change in the fair value of the option contracts. Changes in the fair value of option contracts accounted for as cash flow hedges are recorded, net of income taxes, within other comprehensive income, as a component of combined attributed net assets, on the balance sheet. Changes in the fair value of option contracts undesignated for accounting purposes are recorded within other (expense) income in the statement of operations. Generally, fair value calculations of other derivative contracts (e.g., interest rate swaps) require less judgment and are valued based on market interest rates.

Pension and postretirement benefits -- The amounts recognized in the financial statements related to pension and postretirement benefits are determined on an actuarial basis, which utilizes many assumptions in the calculation of such amounts. A significant assumption used in determining the net pension and postretirement expense is the expected long-term rate of return on plan assets. In 2001, AT&T Broadband Group assumed an expected long-term rate of return on plan assets of 9.5%. On average, the actual return on plan assets over the long-term has substantially exceeded 9.5%; however, in the past two years, the plan's assets have experienced rates of return substantially lower than 9.5%.

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For 2002, AT&T Broadband Group will lower its expected long-term rate of return assumption from 9.50% to 9.0%, reflecting the generally expected moderation of long-term rates of return in the financial markets. AT&T Broadband Group does not expect this decrease in the expected long-term rate of return to have a material impact on AT&T Broadband Group's results of operations.

Another estimate that affects the net pension credit and postretirement expense is the discount rate used in the annual actuarial valuations of pension and postretirement benefit plan obligations. At the end of each year, AT&T Broadband Group determines the appropriate discount rate, which represents the interest rate that should be used to determine the present value of future cash flows currently expected to be required to settle the pension and postretirement benefit obligations. The discount rate is generally based on the yield on high-quality corporate fixed-income investments. At December 31, 2001, AT&T Broadband Group lowered the discount rate to 7.25% from 7.5% at December 31, 2000. Changes in the discount rate do not have a material impact on AT&T Broadband Group's results of operations.

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Income taxes -- Consolidated income tax provisions or benefits related to tax payments or refunds and deferred tax balances of AT&T have been allocated to AT&T Broadband Group based principally on the taxable income and tax credits directly attributable to AT&T Broadband Group, resulting in essentially a stand-alone presentation. AT&T Broadband Group records deferred tax assets and liabilities using enacted tax rates for the effect of temporary differences between the book and tax bases of assets and liabilities. If enacted tax rates changed, AT&T Broadband Group would adjust the deferred tax assets and liabilities, through the provision for income taxes in the period of change, to reflect the enacted tax rate expected to be in effect when the deferred tax items reverse. A one percentage point change in the enacted tax rates would increase or decrease net loss by approximately \$700 million. AT&T Broadband Group records a valuation allowance on deferred tax assets to reflect the expected future tax benefits to be realized. In determining the appropriate valuation allowance, AT&T Broadband Group takes into account the level of expected future taxable income and available tax planning strategies. If future taxable income was lower than expected or if expected tax planning strategies were not available as anticipated, AT&T Broadband Group may record an additional valuation allowance through income tax expense in the period such determination was made. At December 31, 2001, AT&T Broadband Group had long-term deferred tax assets (included within long-term deferred tax liabilities) of \$2.1 billion, which included a valuation allowance of \$23 million.

### OPERATING RESULTS

The results of operations for AT&T Broadband Group begin on March 1, 1999, the effective date of the TCI merger for accounting purposes. Accordingly, AT&T Broadband Group's results of operations for 1999 include 10 months of operations compared to 12 months of operations in 2000 and 2001.

Year-over-year comparisons were significantly impacted by events, such as acquisitions and dispositions, that occurred during 2000 and 2001. Effective June 15, 2000, AT&T completed the acquisition of MediaOne. In addition AT&T Broadband Group completed dispositions and exchanges that in the aggregate affect the comparability of financial results between periods.

Year-over-year comparisons were also impacted by At Home Corporation ("Excite@Home"). For the period January 1, 2000 through August 31, 2000, Excite@Home was accounted for as an equity method investment. On September 1, 2000, Excite@Home was consolidated due to corporate-governance changes, which gave AT&T the right to designate six of the 11 Excite@Home board members, and therefore, a controlling interest. On September 28, 2001, Excite@Home filed for bankruptcy under Chapter 11 in the U.S. Bankruptcy Court, for the Northern District of California. As a result of the bankruptcy filing and the removal by AT&T of four of its six members from Excite@Home's board of directors, AT&T Broadband Group no longer consolidated Excite@Home as of September 30, 2001. The consolidation of Excite@Home resulted in the inclusion of 100% of its results in each line item of AT&T Broadband Group's combined statement of operations from September 1, 2000 to September 30, 2001 at which time Excite@Home was deconsolidated. Losses attributable to the other shareholders of

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Excite@Home have been reflected within minority interest income (expense) in the combined statement of operations and minority interest in the combined balance sheet from September 1, 2000 to September 30, 2001. As a result of the significant losses incurred by Excite@Home, the minority interest balance was fully utilized during 2001, therefore, in September 2001 AT&T Broadband Group

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recognized more than its 23% of the losses of Excite@Home. Under the equity method of accounting, any earnings or losses are included as a component of net losses from equity investments in the combined statement of operations. Beginning October 1, 2001, AT&T Broadband Group no longer recorded equity earnings or losses related to Excite@Home since AT&T Broadband Group recorded losses in excess of its investment in Excite@Home.

YEAR ENDED DECEMBER 31, 2001 COMPARED WITH YEAR ENDED DECEMBER 31, 2000 AND  
YEAR ENDED DECEMBER 31, 2000 COMPARED WITH THE TEN MONTHS ENDED DECEMBER 31,  
1999

### Revenue

Revenue increased \$1,687 million, or 20%, in 2001 compared to 2000. Approximately \$1,500 million of this increase was due to the impact of the MediaOne acquisition. Also contributing to the revenue increase was higher revenue from advanced services (broadband telephone service and high-speed cable Internet service) of \$550 million, an increase in basic-cable and digital video revenue of \$291 million, an increase in other cable related revenue of \$115 million and the impact from the consolidation of Excite@Home of \$110 million. Basic-cable and digital video revenue increased due to an increase in digital video customers and rate increases. Such increases were partially offset by a decrease in revenue of \$883 million due to net dispositions. AT&T Broadband Group expects 2002 revenue to increase as demand for advanced services continues to grow.

Revenue increased \$3,365 million, or 66%, in 2000 compared to 1999. Approximately \$2,765 million of this increase was due to the impacts of the MediaOne acquisition and the TCI merger. The remaining increase was primarily a result of an increase in basic cable and digital video revenue of approximately \$268 million, the impact from the consolidation of Excite@Home of \$248 million and an increase in revenue from advanced services of \$169 million. Cable revenue increased primarily as a result of an increase in digital video customers and rate increases. Such increases were partially offset by a decrease in revenue of \$104 million due to the Cox disposition.

Customers of AT&T Broadband Group consisted of the following (in millions):

	DECEMBER 31,		
	2001	2000	1999
Basic cable service.....	13.6	16.0	11.4
Homes passed.....	24.6	28.3	19.7
Digital video service.....	3.5	2.8	1.8
High-speed cable Internet service.....	1.5	1.1	0.2
Broadband telephone service.....	1.0	0.5	0.0

The decrease in the number of homes and basic cable customers passed primarily reflects the net disposition of cable systems in 2001. In addition, the number of basic cable customers declined due to the impacts of competition. Competition may continue to have a detrimental impact on basic subscriber growth. AT&T Broadband Group acquired systems passing approximately 8.7 million homes with approximately 5.0 million basic cable customers in the MediaOne acquisition. The MediaOne acquisition added 0.2 million digital video service customers, 0.3 million high-speed cable Internet customers and 0.1 million broadband telephone customers.



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### Cost of Services

Cost of services increased \$859 million, or 19%, in 2001 compared with 2000. Approximately \$782 million of this increase was due to the impact of the MediaOne acquisition. The remaining increase

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was primarily a result of an increase of \$184 million in costs associated with growth in broadband telephone and high-speed cable Internet services, an increase of \$146 million in programming costs associated with basic cable and digital video services and a \$140 million impact from the consolidation of Excite@Home. Such increases were partially offset by a decrease in costs of \$428 million due to net dispositions.

Cost of services increased \$1,914 million, or 71%, in 2000 compared with 1999. Approximately \$1,409 million of this increase was primarily due to the impact of the MediaOne acquisition and the TCI merger. The remaining increase primarily was a result of a \$195 million impact from the consolidation of Excite@Home, an increase of \$180 million in programming costs, an increase of \$142 million associated with high-speed cable Internet and broadband telephone services and an increase in salary expense and other basic cable costs of \$138 million due to growth in the business. Such increases were offset by a decrease in costs of \$48 million due to the Cox disposition.

### Selling, General and Administrative

Selling, general and administrative expenses increased \$402 million, or 18%, in 2001 compared with 2000. Approximately \$264 million of this increase was due to the impact of the MediaOne acquisition. The remaining increase was primarily due to growth in high-speed cable Internet and broadband telephone services of \$173 million and an increase in video costs for advertising and customer care of \$62 million. Such increases were partially offset by the impact of net dispositions of \$112 million and cost control efforts.

Selling, general and administrative expenses increased \$927 million, or 74%, in 2000 compared to 1999. Approximately \$668 million of this increase was due to the impact of the MediaOne acquisition and the TCI merger. The remaining increase primarily was a result of an increase in expenses related to high-speed cable Internet and broadband telephone service of \$232 million and the impact from the consolidation of Excite@Home of \$56 million.

### Depreciation and Other Amortization

Depreciation and other amortization expense increased \$952 million, or 57%, in 2001 compared with 2000. Approximately \$417 million of this increase was due to the MediaOne acquisition and \$113 million was due to the consolidation of Excite@Home. The remaining increase was primarily due to a higher asset base resulting from continued infrastructure investment. This increase was partially offset by \$91 million due to net dispositions.

Depreciation and other amortization expense increased \$869 million, or 108%, in 2000 compared to 1999. Approximately \$630 million of this increase was due to the MediaOne acquisition and the TCI merger. The remaining increase was due to a higher asset base resulting from continued infrastructure investment and the impact from the consolidation of Excite@Home of \$80 million.

Total capital expenditures for 2001, 2000 and 1999 were \$3,413 million, \$4,426 million and \$3,161 million, respectively.

### Amortization of Goodwill, Franchise Costs and Other Purchased Intangibles

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Amortization expense decreased \$223 million, or 9%, in 2001 compared with 2000. Such decrease was primarily due to \$700 million from lower goodwill associated with Excite@Home resulting from an impairment of goodwill recorded in late 2000 and early 2001. Such decrease was partially offset by the impact of the MediaOne acquisition of \$470 million.

Amortization expense increased \$1,508 million, or 174%, in 2000 compared to 1999. Approximately \$911 million of this increase was due to the consolidation of Excite@Home. The remaining increase was due to the MediaOne acquisition and the TCI merger.

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Beginning in 2002, AT&T Broadband Group will no longer amortize goodwill or franchise costs in accordance with the provisions of SFAS 142. A further discussion of the impacts of SFAS 142 is included in "Recent Accounting Pronouncements" included herein.

### Asset Impairment, Restructuring and Other Charges

Asset impairment, restructuring and other charges decreased \$4,776 to \$1,494 million in 2001. The 2001 charge included \$1,171 million of asset impairment charges related to Excite@Home and \$323 million for restructuring and exit costs, which consisted of \$151 million for severance costs, \$156 million for facilities closing and \$16 million related to termination costs of contractual obligations.

The \$1,171 million of asset impairment charges recorded during 2001 consisted of \$1,032 million related to Excite@Home associated with the write-down of goodwill and other intangible assets, warrants granted in connection with distributing the @Home service, and fixed assets. These charges were due to continued deterioration in the business climate of, and reduced levels of venture capital funding activity for, Internet advertising and other Internet-related companies, continued significant declines in the market values of Excite@Home's competitors in the Internet advertising industry, and changes in their operating and cash flow forecasts for the remainder of 2001. These charges were also impacted by Excite@Home's decision to sell or shut down narrowband operations. As a result of the foregoing, and other factors, Excite@Home entered into bankruptcy proceedings in September 2001. In addition, AT&T Broadband Group recorded a related goodwill impairment charge of \$139 million associated with its acquisition goodwill of Excite@Home. Since AT&T Broadband Group consolidated Excite@Home but only owned approximately 23% of Excite@Home, a portion of the charges recorded by Excite@Home has been eliminated in the statement of operations as minority interest income (expense).

The severance costs of \$151 million, for the involuntary separation of approximately 7,700 employees, resulted from cost reduction efforts by AT&T Broadband and Excite@Home in addition to the synergies created by the MediaOne acquisition. Approximately 36% of the affected employees are management employees and 64% are non-management employees. Nearly all the affected employees have left their positions as of December 31, 2001.

The restructuring initiative yielded cash savings of approximately \$21 million in 2001 (net of severance payouts). In subsequent years the net cash savings will continue to increase, due to the timing of actual separation and associated payments, until the completion of the exit plan, at which time AT&T Broadband Group expects to yield approximately \$267 million of cash savings per year. The restructuring initiative had no benefit to operating income (net of the restructuring charges recorded) in 2001. In subsequent years, the operating income benefit will continue to increase, due to timing of actual separations,

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until the completion of the exit plan, at which time AT&T Broadband Group expects a benefit to operating income of approximately \$267 million. The cost savings, primarily attributable to reduced personnel-related expenses, will be realized in cost of services and selling, general and administrative expenses.

As a result of continuing realignment, AT&T Broadband Group expects to record a restructuring charge in the first quarter of 2002 in the range of \$50 million to \$100 million.

Asset impairment, restructuring and other charges increased \$5,626 million in 2000 to \$6,270 million. For the year ended 2000, the charge included \$6,179 million of asset impairment charges related to Excite@Home and \$91 million related to restructuring and exit costs.

The impairments resulted from the deterioration of the market conditions and market valuations of Internet-related companies during the fourth quarter of 2000, which caused Excite@Home to conclude that intangible assets related to their acquisitions of Internet-related companies may not be recoverable. In accordance with SFAS 121, Excite@Home conducted a detailed assessment of the recoverability of the carrying amounts of acquired intangible assets. This assessment resulted in a determination that certain acquired intangible assets, including goodwill, related to these acquisitions were impaired as of December 31, 2000. As a result, Excite@Home recorded impairment charges of \$4,609 million in

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December 2000, representing the excess of the carrying amount of the impaired assets over their fair value. The impairment was allocated to each asset group based on a comparison of carrying values and fair values. The impairment write-down within each asset group was allocated first to goodwill, and if goodwill was reduced to zero, to identifiable intangible assets in proportion to carrying values. Since AT&T Broadband Group, through AT&T Broadband, LLC, owned approximately 23% of Excite@Home, 77% of the charge recorded by Excite@Home was not included as an increase of net loss, but rather was eliminated through minority interest income (expense) in the combined statements of operations.

As a result of the foregoing, AT&T Broadband Group recorded a goodwill and acquisition-related impairment charge of \$1,570 million associated with the acquisition of its investment in Excite@Home. The write-down of AT&T Broadband Group's investment to fair value was determined utilizing discounted expected cash flows.

The \$91 million charge for restructuring and exit plans was primarily due to headcount reductions as part of the integration of MediaOne, the centralization of certain functions, and the consolidation of call center facilities. This charge included \$61 million of cash termination benefits associated with the involuntary separation of 1,060 employees. Approximately 25% of the employees were management while 75% were non-management employees. The \$91 million charge also included a loss of \$30 million recognized on the disposition of facilities as a result of synergies created by the MediaOne acquisition.

During 1999, AT&T Broadband Group recorded \$644 million of asset impairment, restructuring and other charges. This included an in-process research and development charge of \$594 million reflecting the estimated fair value of research and development projects, as of the date of the TCI merger, which had not yet reached technological feasibility or had no alternative future use. The projects identified related to efforts to offer voice-over-IP, product integration efforts for advanced set-top devices, cost-savings efforts for broadband telephone implementation, and in-process research and development

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related to Excite@Home.

Also in 1999, the asset impairment, restructuring and other charge included a \$50 million loss related to a contribution agreement TCI entered into with Phoenixstar, Inc. This agreement requires AT&T Broadband Group to satisfy certain liabilities owed by Phoenixstar, Inc. and its subsidiaries. The remaining obligation under this contribution agreement and an agreement that MediaOne has is \$35 million, which was fully accrued for at December 31, 2001.

### Investment (Expense) Income

Investment (expense) income was an expense of \$1,947 million in 2001 compared with an expense of \$84 million in 2000. The change was a result of the net impacts of a \$934 million unfavorable change in losses (gains) on sales of businesses and investments, a \$392 million mark-to-market loss on Vodafone ADRs which were used to settle exchangeable notes that matured during the third quarter of 2001, an increase of \$301 million in the Excite@Home put obligation settlement and mark-to-market charge, an increase in impairment of investments of \$299 million and a \$63 million favorable change in interest and dividend income.

Investment (expense) income was an expense of \$84 million in 2000 compared with income of \$47 million in 1999. Such change resulted primarily from the net impacts of a \$537 million mark-to-market charge on the Excite@Home put obligation, investment impairment charges of \$240 million, an increase in gains on sales of businesses and investments of \$577 million and an increase of \$69 million in interest and dividend income.

### Other (Expense) Income

Other (expense) income in 2001 was an expense of \$927 million compared to income of \$45 million in 2000. Effective January 1, 2001, in conjunction with the adoption of SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," AT&T Broadband Group reclassified certain investment securities, which support debt that is indexed to those securities, from "available-for-sale" to "trading." As

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a result, AT&T Broadband Group recorded a pre-tax loss of \$1,154 million reflecting the initial reclassification impact of the adoption of SFAS 133. The ongoing investment and derivative revaluations under SFAS 133 resulted in gains of \$195 million in 2001.

Other (expense) income remained relatively consistent in 2000 and 1999.

### Interest Expense

Interest expense increased \$412 million to \$1,735 million for 2001 compared with 2000. This increase was a result of an increase in debt due primarily to the MediaOne acquisition and the monetization of investments in Cablevision, Microsoft and Comcast.

Interest expense increased \$618 million in 2000 to \$1,323 million compared to 1999. The increase was a result of an increase in debt of \$13.5 billion due primarily to the MediaOne acquisition and the monetization of investments in Microsoft and Comcast. The remaining increase was due to two additional months of interest in 2000 as a result of the TCI merger in March of 1999 and an increase in the interest rate charged by AT&T for intercompany debt.

### Benefit for Income Taxes

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The benefit for income taxes in 2001 was \$3,857 million, compared with a benefit of \$1,183 million in 2000. The effective income tax rate in 2001 was 43.9% compared to 11.8% in 2000. The 2001 effective tax rate was positively impacted by a significant tax benefit related to Excite@Home, including a benefit from deconsolidation and the put obligation settlement with Cox and Comcast, partially offset by the prior consolidation of its operating losses (which included asset impairment charges) for which the Company was unable to record tax benefits. The effective tax rate was also positively impacted by the net impact of a tax-free gain resulting from an exchange of AT&T stock for an entity owning certain cable systems and other assets with Comcast and the resulting reduction of a previously established deferred tax liability. Such positive impacts were partially offset by the amortization of non tax-deductible goodwill and non tax-deductible losses generated by Excite@Home. The 2000 effective tax rate was positively impacted by a tax-free gain resulting from an exchange of AT&T stock for an entity owning certain cable systems and other assets with Cox. The 2000 effective tax rate was negatively impacted by non tax-deductible goodwill and non tax-deductible losses from Excite@Home.

The benefit for income taxes in 2000 was \$1,183 million, compared with a benefit of \$465 million in 1999. The effective income tax rate for 2000 was 11.8%, compared to 25.3% for 1999. The effective income tax rate for 2000 was impacted by the inclusion of Excite@Home as a consolidated entity, non tax-deductible goodwill and the Cox disposition. The 1999 effective income tax rate was impacted by the non tax-deductible write-off of in-process research and development.

### Net Losses from Equity Investments

Net losses from equity investments, which are recorded net of income taxes, decreased from \$597 million in 2000 to \$69 million in 2001. The improvement was due primarily to equity losses recorded for Excite@Home in the first eight months of 2000 when the investment was recorded as an equity method investment. Excite@Home was fully consolidated beginning in September 2000. Also contributing to the improvement was lower losses related to Cablevision due to a change in the accounting for the investment in Cablevision from an equity method investment to a cost method investment in June 2001 due to AT&T no longer having representation on the board of directors, as well as a gain associated with the sale of cable properties by Cablevision in early 2001. The favorable variance was also impacted by the change in the accounting for the investment in Time Warner Entertainment Company, L.P. ("TWE") from an equity method investment to a cost method investment in the fourth quarter of 2000 since AT&T Broadband Group does not have the right to exercise significant influence.

Net losses from equity investments decreased \$110 million compared to 1999. The decrease was primarily due to \$185 million as a result of an improvement in Cablevision's results. Partially offsetting

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this improvement were losses from AT&T Broadband Group's stake in TWE, which was acquired in the MediaOne acquisition, and greater equity losses in Excite@Home. The improvement in Cablevision's results was primarily due to gains from cable system sales.

The income tax benefit recorded on net losses from equity investments was \$37 million, \$370 million and \$438 million in 2001, 2000 and 1999, respectively. Amortization of goodwill associated with non-consolidated investments totaled \$148 million, \$485 million and \$476 million in 2001, 2000 and 1999, respectively. Effective January 1, 2002, in accordance with the provisions of SFAS 142, AT&T Broadband Group will no longer amortize excess basis related to

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non-consolidated investments.

### Minority Interest Income (Expense)

Minority interest income (expense), which is recorded net of income taxes, represents an adjustment to AT&T Broadband Group's net loss to reflect the less than 100% ownership of entities attributed to AT&T Broadband Group as well as dividends on preferred stock issued by subsidiaries of AT&T which have been attributed to AT&T Broadband Group. AT&T Broadband Group recorded minority interest income of \$833 million in 2001 compared with \$4,062 million in 2000. The changes primarily resulted from lower losses generated by Excite@Home, mainly as a result of lower goodwill impairment charges recorded by Excite@Home in 2001 compared with 2000. As a result of significant losses incurred by Excite@Home, AT&T Broadband Group fully utilized the minority interest balance during the third quarter of 2001, therefore minority interest income related to Excite@Home was no longer recorded.

The increase in minority interest income (expense) of \$4,188 million in 2000 primarily resulted from the consolidation of Excite@Home effective September 1, 2000. The minority interest income in 2000 primarily reflects the losses generated by Excite@Home, including the goodwill impairment charge, that were attributed to the approximate 77% of Excite@Home not owned by AT&T Broadband Group.

The income tax benefit recorded on minority interest income (expense) was \$100 million for both 2001 and 2000 and \$54 million for 1999.

### Cumulative Effect of Accounting Change

Cumulative effect of accounting change, net of applicable income taxes, was \$229 million. Such amount represents fair value adjustments of equity derivative instruments related to indexed debt and warrants.

## LIQUIDITY AND CAPITAL RESOURCES

AT&T Broadband Group has funded its operations through internally generated funds, asset sales, capital contributions from AT&T and intercompany borrowings from AT&T. Capital contributions from AT&T have been treated as non-cash and include acquisitions made by AT&T that have been attributed to AT&T Broadband Group.

Currently, financing activities for AT&T Broadband Group are managed by AT&T on a centralized basis. Sources for AT&T Broadband Group's future financing requirements may include borrowing of funds, including additional debt from AT&T and/or third party debt. Loans from AT&T to any member of the AT&T Broadband Group have been made at interest rates and on other terms and conditions intended to be substantially equivalent to the interest rates and other terms and conditions that AT&T Broadband Group would be able to obtain from third parties, including the public markets, as a non-affiliate of AT&T without the benefit of any guarantee by AT&T.

AT&T performs cash management functions on behalf of AT&T Broadband Group. Substantially all of AT&T Broadband Group's cash balances are swept to AT&T on a daily basis, where they are managed and invested by AT&T. Transfers of cash to and from AT&T, after giving effect to the debt allocation methodology, are reflected as a component of combined attributed net assets.

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Net cash used in operating activities for the year ended December 31, 2001 was \$103 million, compared with net cash provided by operating activities of

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\$802 million for the year ended December 31, 2000. Net cash used in operating activities for the year ended December 31, 2001 was due to net income of \$926 million, exclusive of non-cash items and adjustments for net losses on sales of businesses and investments, offset by a change in other operating assets and liabilities of \$1,029 million. Net cash provided by operating activities for the year ended December 31, 2000 was due to net income of \$1,260 million, exclusive of non-cash items and adjustments for net gains on sales of businesses and investments less the change in other operating assets and liabilities of \$458 million.

Net cash provided by investing activities for the year ended December 31, 2001 was \$2,543 million compared with net cash used in investing activities of \$4,511 million for the year ended December 31, 2000. For the year ended December 31, 2001, AT&T Broadband Group's net cash provided by investing activities resulted primarily from cash received from net acquisitions and dispositions of businesses of \$4,898 million and sales and distributions of investments and marketable securities of \$1,531 million partially offset by capital expended for property and equipment, net of proceeds from disposals, of \$3,413 million, and contributions and purchases of investments and marketable securities of \$294 million. For the year ended December 31, 2000, AT&T Broadband Group's cash used in investing activities resulted from capital expended for property and equipment, net of proceeds from disposals, of \$4,426 million and an \$85 million net use in other investing activities. Capital expenditures in both periods were primarily due to the continued expansion and upgrade of the network to provide advanced services.

Net cash used in financing activities for the year ended December 31, 2001 was \$2,501 million compared with net cash provided by financing activities of \$3,770 million for the year ended December 31, 2000. For the year ended December 31, 2001, AT&T Broadband Group used cash of \$2,252 million to reduce short-term debt to AT&T, \$938 million to retire long-term debt and \$336 million to pay dividends on preferred securities. AT&T Broadband Group received proceeds of \$1,025 million from the issuance of long-term debt, primarily the monetization of shares of Cablevision and Rainbow Media Group. For the year ended December 31, 2000, AT&T Broadband Group received proceeds from the issuance of long-term debt, net of retirement of long-term debt and redeemable securities, of \$2,281 million and net cash from AT&T through transfers and short-term debt borrowings of \$2,298 million. This was offset by \$294 million of dividends paid on redeemable securities and \$515 million of other net financing activities.

The continued expansion and upgrade of AT&T Broadband Group's network to provide advanced services will continue to require substantial capital. AT&T Broadband Group anticipates that it will spend approximately \$4.2 billion in 2002 primarily to expand and upgrade its networks for the provision of advanced services and to add new customers. It is anticipated that AT&T Broadband Group's operating cash flows will not be sufficient to provide for AT&T Broadband Group's capital needs. In this regard, prior to the AT&T Comcast Transaction, it is anticipated that AT&T will continue to provide funding to AT&T Broadband Group in the form of short-term interest-bearing loans for capital expenditures not covered by cash flows from operations and divestments. AT&T Comcast has arranged additional AT&T Broadband financing to enable AT&T Broadband Group to distribute to AT&T an amount equal to the short-term debt due to AT&T at the time of the proposed AT&T Comcast Transaction. Following the proposed AT&T Comcast Transaction, it is anticipated that AT&T Comcast will fund future capital expenditures not covered by cash flows from operations from AT&T Comcast's cash and cash equivalents, amounts available under existing and new lines of credit, and through the sale of investments. A failure to obtain necessary capital would have a material adverse effect on AT&T Broadband Group's/AT&T Comcast's strategy and business plan for future growth.

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At December 31, 2001, AT&T Broadband Group had current assets of \$1,650 million and current liabilities of \$9,630 million. A significant portion of the current liabilities, \$6,783 million, relates to short-term debt of which \$3,959 million was due to AT&T and \$715 million was monetized by an investment, where such investment can be delivered in full satisfaction of the underlying debt.

AT&T Broadband Group expects to fund operations, including contractual obligations, primarily with cash from operations and borrowings from AT&T. If economic conditions worsen or do not improve

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and/or competition and product substitution accelerate beyond current expectations, AT&T Broadband Group's cash flow from operations would decrease, negatively impacting liquidity.

As of December 31, 2001, total debt was \$23,285 million of which \$7,260 million was monetized by investments, where such investments can be delivered in full satisfaction of the underlying debt at the time of maturity. Subsequent to December 31, 2001, AT&T announced that it will redeem \$1,431 million of trust preferred securities with a carrying value of \$1,516 million in February, March and April of 2002. These amounts are classified as short-term debt in the combined balance sheet.

AT&T Broadband Group expects that it will retire a portion of the third-party current debt with other financing arrangements, including the sales of certain non-strategic assets and investments and funding from AT&T.

In addition, AT&T has exercised its registration rights in TWE and formally requested TWE to begin the process of converting the limited partnership into a corporation with registered equity securities. In May 2001, AT&T named Credit Suisse First Boston as its investment banker for the registration process under the TWE partnership agreement.

The following summarizes AT&T Broadband Group's contractual cash obligations and commercial commitments at December 31, 2001, and the effect such obligations are expected to have on liquidity and cash flow in future periods:

CONTRACTUAL OBLIGATIONS	PAYMENTS DUE BY PERIOD				
	TOTAL	LESS THAN YEAR	2 - 3 YEARS	4 - 5 YEARS	AFTER 5 YEARS
(DOLLARS IN MILLIONS)					
Long-term debt, including current					
portion (a).....	\$11,254	\$2,023	\$2,034	\$2,232	\$ 4,965
Short-term debt due to AT&T.....	3,959	3,959	--	--	--
Operating leases (b).....	823	135	246	172	270
Unconditional purchase obligations (c),					
(d).....	8,441	810	894	910	5,827
Total Contractual Cash Obligations....	\$24,477	\$6,927	\$3,174	\$3,314	\$11,062

(a) Long-term debt excludes debt that is exchangeable or collateralized by



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securities (monetized debt) since AT&T Broadband Group has the option to settle this debt in shares or cash. Amounts of monetized debt due less than one year were \$679 million; two to three years \$4,918 million; and four to five years \$1,938 million at December 31, 2001. In addition, debt excludes discounts and excess of fair value over the recorded value of debt in connection with the TCI and MediaOne mergers.

- (b) Under certain real estate operating leases, AT&T Broadband Group could be required to make payments to the lessor of up to \$155 million at the end of the lease term (lease terms range from 2002 through 2006). The actual amount paid, if any, would be reduced by amounts received by the lessor upon remarketing of the property.
- (c) In 1997, AT&T Broadband LLC's predecessor, TCI, and AT&T Broadband LLC's subsidiary, Satellite Services, Inc., entered into a 25 year affiliation term sheet with Starz Encore Group (formerly Encore Media Group) pursuant to which AT&T Broadband Group may be obligated to make fixed monthly payments in exchange for unlimited access to Encore and Starz! programming. The future commitment, which is based on a fixed number of subscribers, increases annually from \$306 million in 2002 to \$315 million in 2003, and will increase annually through 2022 with inflation, subject to certain adjustments, including increases in the number of subscribers. The amounts in the above table do not take into account any increase in subscribers or expected inflation. The affiliation term sheet further provides that to the extent Starz Encore Group's programming costs increase above certain levels, AT&T Broadband Group's payments under the term sheet will be increased in proportion to the excess. Excess programming costs that may be payable by AT&T Broadband Group

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in future years are not presently estimable, but could be significant. AT&T Broadband Group has disputed the enforceability of the excess programming pass through provisions of the term sheet and questioned the validity of the term sheet as a whole. AT&T Broadband Group has also raised certain issues concerning the uncertainty of the provisions of the term sheet and the contractual interpretation and application of certain of its provisions to, among other things, the acquisition and disposition of cable systems.

- (d) AT&T Broadband Group is party to an agreement under which it purchases certain billing services from CSG Systems, Inc. Unless terminated by either party pursuant to terms of the agreement, the agreement expires on December 31, 2012. The agreement calls for monthly payments which are subject to adjustments and conditions pursuant to the terms of the underlying agreements.

	COMMITMENTS BY PERIOD				
	TOTAL AMOUNTS COMMITTED	LESS THAN 1 YEAR	2 - 3 YEARS	4 - 5 YEARS	AFTER 5 YEARS
-----					
(DOLLARS IN MILLIONS)					
Guarantees.....	\$1,463	\$2	\$--	\$--	\$1,461

FINANCIAL CONDITION

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Total assets were \$103,187 million as of December 31, 2001, which represented a decrease of \$14,347 million compared to December 31, 2000. The decrease primarily resulted from the net disposition of cable systems and investments during 2001. Additional decreases resulted from the deconsolidation of Excite@Home; the exchange of an investment in Vodafone Group plc for the settlement of exchangeable notes; the transfer of investments to ATT the unfavorable mark-to-market adjustments on investments and amortization of franchise costs and goodwill. Such decrease was partially offset by capital expenditures, net of depreciation.

Total liabilities were \$53,001 million as of December 31, 2001, representing a decrease of \$12,085 million compared to December 31, 2000. The decrease was primarily due to the settlement of the Excite@Home put options; the deconsolidation of Excite@Home; the reductions of short-term debt due to ATT the dispositions and exchanges of cable systems; the settlement of exchangeable notes and other retirements of long-term debt. Such decreases were partially offset by an increase in debt due to the monetization of shares of Cablevision and Rainbow Media Group.

Minority interest decreased \$1,119 million to \$3,302 million at December 31, 2001 as compared to December 31, 2000. The decrease was primarily due to Excite@Home. Due to the significant losses of Excite@Home, AT&T Broadband Group fully utilized the minority interest balance during the third quarter of 2001, and therefore no longer has a minority interest balance related to Excite@Home.

Combined attributed net assets were \$42,164 million as of December 31, 2001, which represented a decrease of \$1,153 million compared to December 31, 2000. The decrease was primarily due to the net loss of AT&T Broadband Group. Such decrease was partially offset by contributions from AT&T and an increase in accumulated other comprehensive income due to the adoption of SFAS 133.

AT&T, Comcast and AT&T Comcast have entered into an agreement with Microsoft pursuant to which at the time of the AT&T Broadband spin-off, Microsoft will exchange the \$5 billion company-obligated convertible quarterly income preferred securities for shares of AT&T Broadband Corp. common stock that will be converted into, subject to adjustments, 115 million shares of AT&T Comcast common stock in the AT&T Comcast Merger.

### RISK MANAGEMENT

AT&T Broadband Group is exposed to market risk from changes in interest rates, as well as changes in equity prices associated with previously affiliated companies. In addition, AT&T Broadband Group is exposed to market risk from fluctuations in the prices of securities, some of which have been monetized through the issuance of debt. On a limited basis, certain derivative financial instruments, including interest

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rate swaps, equity hedges and options are used to manage these risks. Financial instruments are not used for trading or speculative purposes. All financial instruments are used in accordance with AT&T board-approved policies.

Interest rate swaps are used to manage the impact of interest rate changes on earnings and cash flows. Interest rate risk is monitored on the basis of changes in fair value. The fair value of fixed rate long term debt is sensitive to changes in interest rates. Interest rate changes would result in gains or losses in the market value of debt due to differences between the market interest rates and rates at the inception of the obligation. A sensitivity analysis is performed on fixed-rate long term debt to assess the risk of changes in fair value. The model to determine sensitivity assumes a hypothetical 10%

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parallel shift in interest rates. Assuming a 10% downward shift in interest rates, the fair value of interest rate swaps and the underlying hedged debt would have increased by \$9 million and \$15 million at December 31, 2001 and 2000, respectively. Assuming a 10% downward shift in interest rates at December 31, 2001 and 2000, the fair value of unhedged debt would have increased by \$401 million and \$563 million, respectively.

AT&T Broadband Group has certain debt instruments which are indexed to the market prices of equity securities it owns. Certain of these notes contain embedded derivatives while other debt is issued in conjunction with net purchased options. Changes in the market prices of these securities result in changes in the fair value of the derivatives. Assuming a 10% downward change in the market price of these securities, the fair value of the combined collars and underlying debt would decrease by \$557 million and \$534 million at Decembers 31, 2001, and 2000 respectively. Because these collars hedge the underlying equity securities monetized, AT&T Broadband Group believes that the increase in the fair value of the collars would be largely offset by decreases in the fair value of the underlying equity securities. The changes in fair values referenced above do not represent the actual changes in fair value AT&T Broadband Group would incur under normal market conditions because all variables other than the equity prices were held constant in the calculations.

Equity hedges are used to manage exposure to changes in equity prices associated with stock appreciation rights or SARs. Assuming a 10% decrease in equity prices of affiliated companies, the fair value of equity hedges (net liability) would have increased by \$27 million and \$29 million at December 31, 2001 and 2000, respectively. Because these contracts are entered into for hedging purposes, it's believed that the decrease in fair value would be largely offset by decreases in the underlying SAR liability.

In order to determine the changes in fair value of the various financial instruments, including options, equity collars and SARs, AT&T Broadband Group uses certain modeling techniques, including Black-Scholes. Rate sensitivity changes are directly applied to interest rate swap transactions.

The changes in fair value, as discussed above, assume the occurrence of certain adverse market conditions. They do not consider the potential effect of favorable changes in market factors and do not represent projected losses in fair value expected to be incurred. Future impacts would be based on actual developments in global financial markets. There are no significant foreseen changes in the strategies used to manage interest rate risk or equity price risk in the near future.

### RECENT ACCOUNTING PRONOUNCEMENTS

In June 2001, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standard No. 141, "Business Combinations ("SFAS 141")," which supercedes Accounting Principles Board ("APB") Opinion No. 16. SFAS 141 requires all business combinations initiated after June 30, 2001 be accounted for under the purchase method. In addition, SFAS 141 establishes criteria for the recognition of intangible assets separately from goodwill. These requirements are effective for fiscal years beginning after December 15, 2001, which for AT&T Broadband Group means January 1, 2002. The adoption of SFAS 141 will not have a material effect on AT&T Broadband Group's results of operations, financial position or cash flow.

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Also in June 2001, the FASB issued SFAS No. 142, "Goodwill and Other Intangible Assets ("SFAS 142")," which supercedes APB Opinion No. 17. Under SFAS 142 goodwill and indefinite lived intangible assets will no longer be amortized,

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but rather will be tested for impairment upon adoption and at least annually thereafter. In addition, the amortization period of intangible assets with finite lives will no longer be limited to 40 years. SFAS 142 is effective for fiscal years beginning after December 15, 2001, which for AT&T Broadband Group means the standard will be adopted on January 1, 2002. In connection with the adoption of this standard, AT&T Broadband Group's unamortized goodwill balance and excess basis related to goodwill of equity method investments will no longer be amortized, but will continue to be tested for impairment. In addition, AT&T Broadband Group has determined that franchise costs are indefinite lived assets and therefore, as of January 1, 2002 will no longer be subject to amortization, but will continue to be tested for impairment. The adoption of SFAS 142 will have a significant impact on future operating results due to the cessation of goodwill and franchise cost amortization. The goodwill balance as of December 31, 2001 was \$19.3 billion with related amortization expense for the year ended December 31, 2001 of \$659 million. The excess basis related to AT&T Broadband Group's equity method investments as of December 31, 2001 was \$3.0 billion with related amortization of \$148 million. AT&T Broadband Group performed an impairment test on the goodwill balance as of January 1, 2002. In accordance with SFAS 142, the impairment test was performed by comparing the fair value of the reporting unit to its carrying value. As of January 1, 2002, the fair value of the reporting unit exceeded its carrying value, and therefore no impairment loss will be recognized upon implementation. The franchise cost balance as of December 31, 2001 was \$42.8 billion with related amortization expense for the year ended December 31, 2001 of \$1,224 million. In accordance with SFAS 142, franchise costs were tested for impairment as of January 1, 2002, by comparing the fair values to the carrying values (at a market level). As a result of such tests, an impairment loss of \$856 million, net of taxes of \$530 million, will be recognized as a change in accounting principle in the first quarter of 2002.

In August 2001, the FASB issued SFAS No. 143, "Accounting for Asset Retirement Obligations ("SFAS 143")." This standard requires that obligations associated with the retirement of tangible long-lived assets be recorded as liabilities when those obligations are incurred, with the amount of the liability initially measured at fair value. Upon initially recognizing a liability for an asset retirement obligation, an entity must capitalize the cost by recognizing an increase in the carrying amount of the related long-lived asset. Over time, this liability is accreted to its present value, and the capitalized cost is depreciated over the useful life of the related asset. Upon settlement of the liability, an entity either settles the obligation for its recorded amount or incurs a gain or loss upon settlement. SFAS 143 is effective for financial statements issued for fiscal years beginning after June 15, 2002, which for AT&T Broadband Group means the standard will be adopted on January 1, 2003. AT&T Broadband Group does not expect that the adoption of this statement will have a material impact on AT&T Broadband Group's results of operations, financial position or cash flows.

In October 2001, the FASB issued SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets ("SFAS 144")," which supercedes SFAS 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of ("SFAS 121)." SFAS 144 applies to all long-lived assets, including discontinued operations, and consequently amends APB Opinion No. 30, "Reporting the Results of Operations -- Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions." Based on SFAS 121, SFAS 144 develops one accounting model for long-lived assets that are to be disposed of by sale, as well as addresses the principal implementation issues. SFAS 144 requires that long-lived assets that are to be disposed of by sale be measured at the lower of book value or fair value less cost to sell. Additionally, SFAS 144 expands the scope of discontinued operations to include all components of an entity with operations that (i) can be distinguished from the rest of the entity and (ii) will be eliminated from the ongoing operations of the entity in a disposal transaction. SFAS 144 also amends ARB No. 51, "Consolidating Financial

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Statements" to eliminate the exception to consolidation for a subsidiary for which control is likely to be temporary. SFAS 144 is effective for AT&T Broadband Group as of January 1, 2002. The adoption of SFAS 144 will not have a material impact on AT&T Broadband Group's results of operations, financial position or cash flows.

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### CHAPTER EIGHT DESCRIPTION OF GOVERNANCE ARRANGEMENTS FOLLOWING THE AT&T COMCAST TRANSACTION

#### AT&T COMCAST BOARD OF DIRECTORS

Upon completion of the AT&T Comcast transaction, the initial AT&T Comcast Board will have twelve members, five of whom will be designated by Comcast from the then-existing Comcast Board, five of whom will be designated by AT&T from the then-existing AT&T Board and two of whom will be jointly designated by Comcast and AT&T and will be independent persons. At all times, the AT&T Comcast Board will consist of a majority of independent persons. Except for pre-approved designees, the individuals designated by each of Comcast and AT&T will be mutually agreed upon by Comcast and AT&T. Ralph J. Roberts, Brian L. Roberts, Sheldon M. Bonovitz, Julian A. Brodsky and Decker Anstrom are pre-approved Comcast director designees and C. Michael Armstrong is a pre-approved AT&T director designee. All of the initial director designees will hold office until the 2004 annual meeting of AT&T Comcast shareholders, or the "Initial Term," which will be held in April 2004. After the Initial Term, the entire AT&T Comcast Board will be elected annually. The AT&T Board and the Comcast Board are elected annually.

From the completion of the AT&T Comcast transaction until the 2005 annual meeting of AT&T Comcast shareholders, vacancies on the AT&T Comcast Board left by a Comcast director designee will be filled by a majority of the remaining Comcast director designees (provided that, at all times, one of the Comcast director designees must be an independent person), vacancies on the AT&T Comcast Board left by an AT&T director designee will be filled by a majority of the remaining AT&T director designees and, subject to the prior approval of the AT&T Comcast Board, vacancies on the AT&T Comcast Board left by a Comcast/AT&T joint director designee will be filled by the remaining Comcast/AT&T joint director designee; provided that any such replacement joint director designee must be an independent person. After the 2005 annual meeting of shareholders, the AT&T Comcast Board will fill any vacancies on the AT&T Comcast Board that may arise.

For information concerning each of the pre-approved Comcast director designees and the other Comcast directors, see Comcast's proxy statement for its 2002 annual meeting of shareholders. For information concerning the pre-approved AT&T director designee and the other AT&T directors, see "Information about the AT&T Annual Meeting and Voting -- Election of Directors."

#### DIRECTORS NOMINATING COMMITTEE

Upon completion of the AT&T Comcast transaction, AT&T Comcast will have a Directors Nominating Committee that will have the power to nominate individuals for election as AT&T Comcast directors at the 2004 annual meeting of shareholders and thereafter. The composition of the Directors Nominating Committee will depend on whether Brian L. Roberts is the Chairman of the Board or CEO of AT&T Comcast.

During the Initial Term, if Brian L. Roberts is the Chairman of the Board or the CEO, the Directors Nominating Committee will consist of Brian L. Roberts,

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one Comcast director designee who is an independent person selected by the Comcast director designees and two independent persons who are selected from the AT&T director designees by the AT&T director designees who are independent persons and the Comcast/AT&T joint director designees after consultation with Brian L. Roberts. During the Initial Term, if Brian L. Roberts is not the Chairman of the Board or the CEO, the Directors Nominating Committee will consist of two Comcast director designees, one of whom shall be an independent person, who are selected by the Comcast director designees and two independent persons who are selected from the AT&T director designees by the AT&T director designees who are independent persons and the Comcast/AT&T joint director designees after consultation with a Comcast director designee selected by the two Comcast director designees selected to serve on the Directors Nominating Committee. If the Directors Nominating Committee is able to reach agreement on a full slate of nominations for the 2004

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annual meeting of AT&T Comcast shareholders, each of the individuals selected as a nominee who is an AT&T Comcast director then in office will maintain the status of a "Comcast director designee," "AT&T director designee" or "Comcast/AT&T joint director designee," as the case may be, and each of the other individuals, if any, selected as a nominee will have the status determined by the Directors Nominating Committee; provided that five (5) of the nominees have the status of a "Comcast director designee", five (5) of the nominees have the status of a "AT&T director designee" and two (2) of the nominees have the status of a "Comcast/AT&T joint director designee". If the Directors Nominating Committee is unable to reach agreement on a full slate of nominations for the 2004 annual meeting of AT&T Comcast shareholders, each of the AT&T Comcast directors then in office will be nominated for election as a director at the 2004 annual meeting of AT&T Comcast shareholders and will maintain the status of a "Comcast director designee," "AT&T director designee" or "Comcast/AT&T joint director designee," as the case may be. In the event that any of such directors declines to stand for election as a director at the 2004 annual meeting of AT&T Comcast shareholders, a replacement nominee will be selected by (i) if the director declining to stand for election is a Comcast director designee, a majority of the Comcast director designees then in office (other than the Comcast director designee declining to stand for election), (ii) if the director declining to stand for election is an AT&T director designee, a majority of the AT&T director designees then in office (other than the AT&T director designee declining to stand for election) and (iii) if the director declining to stand for election is a Comcast/AT&T joint director designee, the other Comcast/AT&T joint director designee then in office, subject to the prior approval of the AT&T Comcast Board (other than the Comcast/AT&T joint director designee declining to stand for election); provided that if each of the Comcast/AT&T joint director designees declines to stand for election as a director at the 2004 annual meeting of AT&T Comcast shareholders, replacement nominees will be selected by the AT&T Comcast Board (other than the Comcast/AT&T joint director designees). If a replacement nominee is selected to replace a declining director pursuant to the preceding sentence, such replacement nominee shall be deemed to have the status of the declining director as a "Comcast director designee," "AT&T director designee" or "Comcast/AT&T joint director designee," as the case may be. If a person is elected as a director at the 2004 annual meeting of AT&T Comcast shareholders who was not nominated pursuant to the above provisions, such person will be deemed to have the status of the former director he or she was elected in lieu of. If multiple persons are elected as directors at the 2004 annual meeting of AT&T Comcast shareholders who were not nominated pursuant to the above provisions and it is not possible to determine whom they were elected in lieu of, their status as "Comcast director designees," "AT&T director designees," or "Comcast/AT&T joint director designees" will be determined by the entire AT&T Comcast Board; provided that there will be five (5) Comcast director designees, five (5) AT&T director designees and two (2) Comcast/AT&T joint

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director designees and the status of the other directors will not be affected as a result of such determination.

Sural has agreed to vote its shares of AT&T Comcast Class B common stock in favor of the nominees selected by the Directors Nominating Committee or otherwise nominated by AT&T Comcast for election as directors at the 2004 annual meeting of AT&T Comcast shareholders; provided that if a shareholder (other than Brian L. Roberts or a shareholder associated with or otherwise acting on behalf of or in concert with Brian L. Roberts) nominates individuals who are independent persons for election as directors at such annual meeting, Sural may instead elect to vote its shares of AT&T Comcast Class B common stock in such election of directors in the same proportion as holders of shares of AT&T Comcast common stock, other than AT&T Comcast Class B common stock and any other voting shares of AT&T Comcast owned by Brian L. Roberts or Sural or any permitted transferee, vote in such election of directors.

During the period beginning at the 2004 annual meeting of AT&T Comcast shareholders and ending at the 2005 annual meeting of AT&T Comcast shareholders, or the "2004 Term," which will be held in April 2005, if Brian L. Roberts is the Chairman of the Board or the CEO, the Directors Nominating Committee will consist of Brian L. Roberts, one Comcast director designee who is an independent person selected by the Comcast director designees and three independent persons who are selected by the Comcast director designees from the AT&T director designees and the Comcast/AT&T joint director designees. During the 2004 Term, if Brian L. Roberts is not the Chairman of the Board or the CEO, the

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Directors Nominating Committee will consist of two Comcast director designees, one of whom shall be an independent person, who are selected by the Comcast director designees and three independent persons who are selected by the Comcast director designees from the AT&T director designees and the Comcast/AT&T joint director designees.

After the 2004 Term, if Brian L. Roberts is the Chairman of the Board or the CEO, the Directors Nominating Committee will consist of Brian L. Roberts and four other directors who are independent persons selected by Brian L. Roberts; provided that no more than one Comcast director designee may be selected by Brian L. Roberts as a member of the Directors Nominating Committee prior to the seventh anniversary of the date that such director was initially elected to the AT&T Comcast Board. After the 2004 Term, if Brian L. Roberts is not the Chairman of the Board or the CEO, the AT&T Comcast Board will determine the composition of the Directors Nominating Committee. At any time that Brian L. Roberts is a member of the Directors Nominating Committee, he will be the chairman of that committee. Nominations of the Directors Nominating Committee will be submitted directly to the AT&T Comcast shareholders without any requirement of AT&T Comcast Board approval or ratification.

### MANAGEMENT

Chairman of the Board. Upon the completion of the AT&T Comcast transaction, C. Michael Armstrong, AT&T's Chairman of the Board, will be Chairman of the Board of AT&T Comcast. C. Michael Armstrong will serve as Chairman of the Board until the 2005 annual meeting of AT&T Comcast shareholders, but he will serve as non-executive Chairman of the Board after April 1, 2004 and until the 2005 annual meeting of AT&T Comcast shareholders. After the 2005 annual meeting of AT&T Comcast shareholders, or if C. Michael Armstrong ceases to serve as Chairman of the Board prior to that date, Brian L. Roberts will be the Chairman of the Board.

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The Chairman of the Board will preside at all meetings of the AT&T Comcast shareholders and of the AT&T Comcast Board and will have the authority to call special meetings of the AT&T Comcast Board. Removal of the Chairman of the Board will require the vote of at least 75% of the entire AT&T Comcast Board until the earlier to occur of (1) the date on which neither C. Michael Armstrong nor Brian L. Roberts is Chairman of the Board and (2) the sixth anniversary of the 2004 annual meeting of AT&T Comcast shareholders.

Chief Executive Officer and President. Upon completion of the AT&T Comcast transaction, Brian L. Roberts, Comcast's President, will be the CEO of AT&T Comcast. Brian L. Roberts will also be President for as long as he is the CEO. The powers and responsibilities of the CEO and President will include:

- the supervision and management of AT&T Comcast's business and operations,
- all matters related to officers and employees, including hiring and termination,
- all rights and powers typically exercised by a corporation's chief executive officer and president, and
- the authority to call special meetings of the AT&T Comcast Board.

Removal of the CEO will require the vote of at least 75% of the entire AT&T Comcast Board until the earlier to occur of (1) the date on which Brian L. Roberts ceases to be the CEO and (2) the sixth anniversary of the 2004 annual meeting of AT&T Comcast shareholders.

Senior Management. The CEO will select the initial senior management of AT&T Comcast in consultation with the Chairman of the Board.

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### OFFICE OF THE CHAIRMAN

Upon completion of the AT&T Comcast transaction, AT&T Comcast will have an Office of the Chairman comprised of the Chairman of the Board and the CEO from the completion of the AT&T Comcast transaction until the earlier to occur of (1) the 2005 annual meeting of AT&T Comcast shareholders and (2) the date on which C. Michael Armstrong ceases to be the Chairman of the Board. The Office of the Chairman will be AT&T Comcast's principal executive deliberative body with responsibility for corporate strategy, policy and direction, governmental affairs and other significant matters. While the Office of the Chairman is in effect, the Chairman of the Board and the CEO will advise and consult with each other with respect to those matters.

### AMENDMENT AND TERMINATION

The AT&T Comcast charter provisions that implement the foregoing governance arrangements may not be amended or changed except with the approval of at least 75% of the entire AT&T Comcast Board until the earlier to occur of (1) the date on which Brian L. Roberts is no longer serving as Chairman of the Board or CEO and (2) the sixth anniversary of the 2004 annual meeting of AT&T Comcast shareholders. If Brian L. Roberts is no longer serving as either Chairman of the Board or CEO, with the exception of the provisions regarding the Directors Nominating Committee and the requirement that the AT&T Comcast Board be



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comprised of a majority of independent persons, the governance arrangements described above will automatically terminate. Notwithstanding the foregoing, if Brian L. Roberts ceases to serve as Chairman of the Board or CEO prior to the 2005 annual meeting of AT&T Comcast shareholders, the provisions relating to the AT&T Comcast Board, the Office of the Chairman, the Chairman of the Board, other than the requirement that a removal of the Chairman of the Board occur only with the approval of at least 75% of the entire AT&T Comcast Board, and the Directors Nominating Committee will survive through the close of that meeting.

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### CHAPTER NINE EMPLOYEE BENEFITS MATTERS

#### INTERESTS OF DIRECTORS AND OFFICERS IN THE AT&T COMCAST TRANSACTION

##### GENERAL

In considering the respective recommendations of the Comcast Board and the AT&T Board with regard to the AT&T Comcast transaction, you should be aware that, as described below, several members of the respective managements and boards of directors of Comcast and AT&T may have interests in the AT&T Comcast transaction that are different from, or in addition to, your interests. The Comcast Board and the AT&T Board were each aware of such interests and considered them, among other matters, when voting to approve the AT&T Comcast transaction.

##### COMCAST

Governance Structure and Management Positions. Pursuant to the terms of the merger agreement, upon completion of the AT&T Comcast transaction:

- The AT&T Comcast Board will initially be comprised of twelve individuals, five of whom will be existing Comcast directors designated by Comcast, five of whom will be existing AT&T directors designated by AT&T and two of whom will be independent persons jointly designated by Comcast and AT&T. Except for the pre-approved designees identified under "Description of Governance Arrangements Following the AT&T Comcast Transaction -- AT&T Comcast Board of Directors," the director designees will be mutually agreed upon by Comcast and ATT
- Brian L. Roberts, President of Comcast, will serve as CEO and President of AT&T Comcast. Removal of the CEO will require the vote of at least 75% of the entire AT&T Comcast Board until the earlier of the date when Brian L. Roberts is not the CEO and the sixth anniversary of the 2004 annual meeting of shareholders;
- The initial senior officers of AT&T Comcast will be designated by Brian L. Roberts in consultation with C. Michael Armstrong; and
- Sural LLC will hold shares of AT&T Comcast Class B common stock constituting 33 1/3% of the combined voting power of AT&T Comcast common stock. Brian L. Roberts has sole voting power over membership interests representing a majority of the voting power of all Sural LLC equity.

Employment Agreements. Pursuant to the terms of the merger agreement, AT&T Comcast will offer to enter into employment agreements, effective as of the completion of the AT&T Comcast transaction, with Brian L. Roberts (pursuant to

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which he will serve as CEO and President of AT&T Comcast) and with Ralph J. Roberts. Each of these employment agreements will have terms ending no earlier than the date of the 2005 annual meeting of AT&T Comcast shareholders. Each of these employment agreements will be on substantially the same terms as the existing applicable employment agreement with Comcast. If the AT&T Comcast Board establishes an Executive Committee, Ralph J. Roberts, Chairman of the Board of Comcast, will serve as the Chairman of this committee.

Brian L. Roberts's existing employment agreement with Comcast provides for the payment of base salary and an annual bonus of up to 150% of base salary for the applicable year. Upon termination of his employment, Brian L. Roberts is entitled to certain benefits as described in his agreement. Certain benefits resulting from the occurrence of a change in control are described below. Under his current agreement, he has agreed not to compete with Comcast during his employment and for two years after any termination of his employment other than a termination following a change in control.

Ralph J. Roberts's existing employment agreement with Comcast provides for the payment of base salary and an annual bonus of up to 50% of base salary for the applicable year. It also provides for maintenance of split-dollar life insurance and the payment of a supplemental death benefit to the personal representatives of Ralph J. Roberts within six months of his death. Upon termination of his employment, Ralph J. Roberts is entitled to certain benefits as described in his agreement. Certain benefits resulting from the occurrence of a change in control are described below. Under his current agreement, he has

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agreed not to compete with Comcast during his employment and for five years after termination of his employment. The employment agreement also provides that Ralph J. Roberts may at any time, upon 30 days' notice to Comcast, elect to change his position from that of an executive to that of a consultant. In such event, he will continue to receive all of the compensation provided under his employment agreement, other than his annual bonus. If he elects to become a consultant, his entitlement to retirement benefits under Comcast's supplemental executive retirement plan will be adjusted annually to reflect 150% of his base salary as consultant, but his benefits under such plan will not in any event exceed the bonus he could have received under his employment agreement had he continued to work as an executive. If you are interested in further information about either of these agreements, see Comcast's proxy statement used in connection with its 2002 annual meeting of shareholders.

Under each of the existing employment agreements with Brian L. Roberts and Ralph J. Roberts, Comcast must establish and fund a grantor trust for each individual prior to a change in control, as defined in such agreements. It is anticipated that the AT&T Comcast transaction will constitute a change in control under these agreements. With respect to Brian L. Roberts, the trust will be established and funded for purposes of paying all deferred compensation, retirement benefits and term life insurance premiums and bonuses then applicable for Brian L. Roberts. With respect to Ralph J. Roberts, the trust will be established and funded for purposes of paying all deferred compensation, nonqualified retirement benefits and split-dollar term life insurance premiums and bonuses then applicable for Ralph J. Roberts. The initial amount required to fund such trusts is not expected to exceed \$150 million. Upon a change in control, each trust must become irrevocable and Comcast must continue to make payments into each trust to maintain sufficient amounts in the trusts to fund all benefits subject to the trusts.

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Equity Awards. None of the stock-based awards granted under any of the equity-based plans maintained by Comcast will vest as a result of the AT&T Comcast transaction. For the treatment of Comcast stock options and equity awards in the AT&T Comcast transaction, see "Description of the AT&T Comcast Transaction Agreements -- The Merger Agreement -- Treatment of Stock Options and Equity-Based Awards."

Security Ownership of Officers and Directors. For information concerning security ownership of directors and certain officers of Comcast, see Comcast's proxy statement used in connection with its 2002 annual meeting of shareholders, the relevant portions of which are incorporated by reference in this joint document from Comcast's annual report on Form 10-K for the fiscal year ended December 31, 2001.

AT&T

Governance Structure and Management Positions. Pursuant to the terms of the merger agreement, upon completion of the AT&T Comcast transaction:

- The AT&T Comcast Board will initially be comprised of twelve individuals, five of whom will be existing AT&T directors designated by AT&T, five of whom will be existing Comcast directors designated by Comcast and two of whom will be independent persons jointly designated by Comcast and ATT and
  
- C. Michael Armstrong, Chairman of the Board and Chief Executive Officer of AT&T, will serve as the Chairman of the Board of AT&T Comcast. C. Michael Armstrong will serve as Chairman of the Board until the 2005 annual meeting of AT&T Comcast shareholders, but he will serve as non-executive Chairman of the Board after April 1, 2004 and until the 2005 annual meeting of AT&T Comcast shareholders. Removal of the Chairman of the Board will require the approval of at least 75% of the entire AT&T Comcast Board until the earlier of the date that neither C. Michael Armstrong nor Brian L. Roberts is Chairman of the Board and the sixth anniversary of the 2004 annual meeting of shareholders.

Employment Agreements. Pursuant to the employee benefits agreement and in connection with the AT&T Broadband spin-off, AT&T Broadband will assume C. Michael Armstrong's current employment agreement with AT&T and William T. Schleyer's current employment agreement with AT&T.

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Pursuant to the terms of the merger agreement, AT&T Comcast will offer to enter into an employment agreement, effective as of the completion of the AT&T Comcast transaction, with C. Michael Armstrong to serve as Chairman of the Board of AT&T Comcast. The term of this employment agreement will end no earlier than the date of the 2005 annual meeting of AT&T Comcast shareholders. This employment agreement will be on substantially the same terms as C. Michael Armstrong's existing employment agreement with AT&T. Upon execution of the new employment agreement, Mr. Armstrong intends to waive the accelerated vesting of equity awards that would otherwise be accelerated by consummation of the AT&T Comcast transaction.

See "Information About the AT&T Annual Meeting and Voting" for a description of C. Michael Armstrong's current employment agreement with AT&T as

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well as a description of Charles H. Noski's current employment agreement with AT&T (which has been amended in connection with the AT&T Comcast transaction).

William Schleyer's existing employment agreement with AT&T, dated October 25, 2001, provides for an initial base salary of \$925,000 per year and a guaranteed annual incentive award for the 2002 performance year of no less than 100% of his then base salary. William Schleyer is entitled to participate in the benefit programs that are generally made available to other AT&T executives. Under his current agreement, if AT&T separates itself from AT&T Broadband, he will cease to participate in AT&T's benefit plans, will become a participant in the applicable benefit plans of AT&T Broadband, and will have his equity awards treated in accordance with the AT&T Broadband incentive plan approved by the AT&T Board. Upon termination of his employment for cause or without good reason, he will forfeit all unvested stock options and restricted shares as to which restrictions have not lapsed. Upon termination without cause or with good reason, including after a change in control, he will be provided severance benefits under the applicable AT&T Broadband severance plan. In addition, unvested AT&T contributions to its savings and pension plans made on William Schleyer's behalf will be paid to him after termination without cause or with good reason.

Severance Plan. Each AT&T executive officer who becomes employed by AT&T Broadband prior to the completion of the AT&T Comcast transaction will be entitled to receive the greater of the severance under his employment agreement, if any, or the severance benefits under the terms of the applicable AT&T Broadband severance plan if terminated as described below. Upon termination of employment by AT&T Broadband without cause or for good reason within two years following a change in control of AT&T Broadband (as such terms are defined in the applicable plan), members of senior management will be eligible to receive, in a lump sum payment, three times the sum of (1) annual base salary, (2) short-term incentive (payable at 100% of target for the year in which the AT&T Comcast transaction occurs), and (3) in the case of senior officers, the performance share target for the year in which the AT&T Comcast transaction occurs, minus ninety percent of a special pension enhancement payment, plus the amount necessary to compensate for any excise tax due on any amounts payable under the plan. Upon a termination of employment without cause or for good reason within the two years following a change in control of AT&T Broadband, other participants in the plan are eligible to receive benefits ranging from 12 weeks of base salary to 2 years of base salary and 2 years of short term incentives (payable at 100% of target for the year in which the AT&T Comcast transaction occurs), depending on job level and years of service, minus ninety percent of a special pension enhancement payment, plus the amount necessary to compensate for any excise tax due on any amounts payable under the plan. In addition, individuals who terminate employment under the terms of the applicable plan will be entitled to certain other post-termination benefits, including payment of the cost of COBRA benefits for 12 months, subsidized health care coverage for six months, and continuation of life insurance for 12 months post-termination. The AT&T Comcast transaction will constitute a change in control under the applicable AT&T Broadband severance plans.

Based on currently available information, if all executive officers of AT&T expected to become employees of AT&T Broadband prior to completion of the AT&T Comcast transaction were terminated without cause immediately following completion of the AT&T Comcast transaction, such executive officers would receive under their employment agreements, the applicable AT&T Broadband severance plan or

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pursuant to pension enhancements, as applicable, severance payments approximately equal in the aggregate to \$44,700,000.

Equity Awards. Immediately prior to the AT&T Comcast transaction, as a part of the AT&T Broadband spin-off, AT&T stock options, restricted stock and other equity-based awards will be converted as described below. In connection with the conversions, adjustments will be made to maintain the intrinsic value of the original AT&T stock options and the fair market value of the original AT&T restricted stock or other equity-based award immediately before and after the AT&T Broadband spin-off.

- AT&T stock options held by current employees of AT&T (other than current employees of AT&T Broadband and current employees of AT&T who become employees of AT&T Broadband in connection with the AT&T Broadband spin-off) will be converted into adjusted AT&T stock options;
- AT&T restricted shares held by current employees of AT&T (other than current employees of AT&T Broadband and current employees of AT&T who become employees of AT&T Broadband in connection with the AT&T Broadband spin-off) will be converted into (1) adjusted AT&T restricted shares and (2) equity-based awards based on AT&T Broadband common stock;
- AT&T stock options held by current employees of AT&T Broadband and current employees of AT&T who become employees of AT&T Broadband in connection with the AT&T Broadband spin-off will be converted into AT&T Broadband stock options;
- AT&T restricted shares held by current employees of AT&T Broadband and current employees of AT&T who become employees of AT&T Broadband in connection with the AT&T Broadband spin-off will be converted into (1) adjusted AT&T restricted shares and (2) AT&T Broadband restricted shares;
- AT&T stock options held by non-employee directors of AT&T and former employees of AT&T and AT&T Broadband will be converted into (1) adjusted AT&T stock options and (2) AT&T Broadband stock options (an employee's status as a current or former employee will be determined as of a specific time on the date of the AT&T Broadband spin-off); and
- Other equity-based awards based on AT&T common stock, regardless of by whom held, will be converted into (1) adjusted equity-based awards based on AT&T common stock and (2) equity-based awards based on AT&T Broadband common stock.

As of the completion of the AT&T Comcast transaction, all outstanding AT&T Broadband stock options held by current AT&T Broadband employees and current executive officers of AT&T who become employees of AT&T Broadband in connection with the AT&T Broadband spin-off will, by their terms, have vested and become

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fully exercisable through the remainder of the original option period (except for options granted after the date the merger agreement was signed) and will be converted into AT&T Comcast stock options pursuant to the merger agreement. In addition, all restricted shares and other equity-based awards based on either AT&T or AT&T Broadband common stock held by current and former employees of AT&T Broadband and current executive officers of AT&T who become employees of AT&T Broadband in connection with the AT&T Broadband spin-off will, by their terms, have fully vested (except for awards granted after the date the merger agreement was signed). AT&T Broadband stock options, AT&T Broadband restricted shares and other equity-based awards based on AT&T Broadband stock will be converted into AT&T Comcast stock options, AT&T Comcast restricted shares and other equity-based awards based on AT&T Comcast stock pursuant to the merger agreement. For the treatment of AT&T Broadband stock options and equity awards in the AT&T Comcast transaction, see "Description of the AT&T Comcast Transaction Agreements -- The Merger Agreement -- Treatment of Stock Options and Equity-Based Awards."

As of March 31, 2002, the number of shares underlying unvested AT&T stock options and shares of restricted AT&T common stock held by directors and executive officers of AT&T currently expected to become employees of AT&T Broadband in the AT&T Broadband spin-off totaled 4,722,620. AT&T directors and executive officers currently expected to become employees of AT&T Broadband are expected to hold, based on certain assumptions and currently available information, (a) unvested AT&T Broadband

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stock options that will have vested as of the completion of the AT&T Comcast transaction with an aggregate in-the-money value of \$0, (b) shares of AT&T and AT&T Broadband restricted stock that will have become unrestricted as a result of the AT&T Comcast transaction with an aggregate value of \$2,679,205, and (c) other equity-based awards (based on AT&T or AT&T Broadband stock) that will have vested as a result of the AT&T Comcast transaction with an aggregate value of \$17,453,416, in each case, based on an AT&T common stock price of \$15.70 (the closing price of a share of AT&T common stock on March 29, 2002).

In addition, after conversion of their original AT&T equity awards in the AT&T Broadband spin-off, directors and executive officers of AT&T who do not become employed by AT&T Broadband in the AT&T Broadband spin-off will hold in the aggregate equity-based awards denominated with respect to 1,504,168 shares of AT&T Broadband common stock. These awards will not vest as a result of the AT&T Comcast transaction, but will vest according to their original terms.

Security Ownership of Officers and Directors. For information concerning security ownership of directors and certain officers of AT&T, see "Information About the AT&T Annual Meeting and Voting."

Other Executive Benefit Plans. Each executive officer of AT&T who becomes employed by AT&T Broadband prior to the completion of the AT&T Comcast transaction, including C. Michael Armstrong and William T. Schleyer, will participate in benefit plans maintained by AT&T Broadband. These plans contain provisions relating to a change in control, as summarized below:

- AT&T Broadband Pension Plan. Upon completion of the AT&T Comcast

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transaction, the plan cannot be amended to reduce benefits applicable upon a change in control for two years. If a participant's employment is terminated either without cause by AT&T Broadband or for good reason by the participant within two years after completion of the AT&T Comcast transaction, such participant will be fully vested in his or her account, will have his or her service bridged, and will be entitled to a special pension enhancement payment. This service-based special pension enhancement will not exceed the prior year's pension eligible earnings.

- AT&T Broadband Nonqualified Pension Plan. Upon completion of the AT&T Comcast transaction, the plan cannot be amended to reduce benefits applicable upon a change in control for two years, plan participants will become fully vested in their account balances and the present value of the benefits under the plan will be funded in trust.
- AT&T Broadband Deferred Compensation Plan. Upon completion of the AT&T Comcast transaction, the plan cannot be amended to reduce benefits applicable upon a change in control for two years, the present value of the benefits of the plan will be funded in trust, participants in the plan will be completely vested in their accounts, and the interest rate methodology applied to participants' accounts cannot be changed to a methodology that yields a lower interest rate than the methodology in effect immediately prior to the AT&T Comcast transaction.
- AT&T Broadband Long Term Savings Plan. Upon completion of the AT&T Comcast transaction, participants in the plan will be fully vested in their company matching contribution accounts and the plan cannot be amended to reduce benefits applicable upon a change in control for two years.

### INDEMNIFICATION AND INSURANCE

- AT&T Comcast has agreed to indemnify the present and former officers and directors of AT&T, the AT&T subsidiaries, AT&T Broadband, the AT&T Broadband subsidiaries, Comcast and the Comcast subsidiaries, and each individual who prior to the completion of the AT&T Comcast transaction becomes such an officer or director, from their acts or omissions in those capacities occurring at or prior to the completion of the AT&T Comcast transaction to the maximum extent permitted by law; provided that no such indemnification will be required for officers or directors acting in a capacity for AT&T and its subsidiaries other than in connection with either AT&T's broadband business or the merger agreement and the transactions contemplated by the merger agreement.

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- AT&T, and not AT&T Broadband, will indemnify and hold harmless AT&T Comcast for 50% of any losses described in the preceding paragraph arising out of acts or omissions of the AT&T officers and directors in connection with the merger agreement and the transactions contemplated by the merger agreement.
- For six years after completion of the AT&T Comcast transaction, AT&T Comcast will provide, or cause to be provided, officers' and directors' liability insurance in respect of acts or omissions occurring prior to completion of the AT&T Comcast transaction, covering each officer and director identified in the first bullet point above (for officers and

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directors of AT&T and its subsidiaries, only for acts or omissions of such person acting in connection with AT&T's broadband business or the merger agreement and the transactions contemplated by the merger agreement) currently covered by the officers' and directors' liability insurance policy of AT&T or Comcast, as the case may be, on terms no less favorable than those of such policy in effect on December 19, 2001, except that AT&T Comcast will only be obligated to pay up to 300% of the annual premium paid for such insurance by either AT&T or Comcast as of December 19, 2001.

### COMPENSATION OF DIRECTORS

In accordance with the existing practice of Comcast and AT&T, it is expected that directors of AT&T Comcast who are not employees of AT&T Comcast will receive compensation for service on the AT&T Comcast Board.

### COMPENSATION OF EXECUTIVE OFFICERS

AT&T Comcast has not yet paid any compensation to any other person expected to become an executive officer of AT&T Comcast. The form and amount of compensation to be paid to each of AT&T Comcast's executive officers in any future period will be determined by the Chief Executive Officer in consultation with the Chairman of the Board, the AT&T Comcast Board or a committee of the AT&T Comcast Board.

For information concerning the compensation paid to, and the employment agreements with, the President of Comcast and the four most highly compensated executive officers of Comcast (other than the President) for the 2001 fiscal year, see Comcast's proxy statement used in connection with its 2002 annual meeting of shareholders, the relevant portions of which are incorporated by reference in this document from Comcast's annual report on Form 10-K for the fiscal year ended December 31, 2001.

For information concerning the compensation paid to, and the employment agreements with, the CEO of AT&T and the four most highly compensated executive officers of AT&T (other than the CEO) for the 2001 fiscal year, see "Information About the AT&T Annual Meeting and Voting."

### OTHER BENEFITS MATTERS

Maintenance of Benefits for AT&T Broadband Employees. In the merger agreement, AT&T Comcast has agreed to honor the terms of all AT&T Broadband employee benefit plans and arrangements and to pay and provide the benefits required thereunder, recognizing that the AT&T Comcast transaction is a change in control under the plans, and to provide, until December 31, 2003, to employees (other than those subject to collective bargaining obligations or agreements) of AT&T Broadband and its subsidiaries aggregate employee benefits and compensation that are substantially comparable in the aggregate to those provided by AT&T Broadband and its subsidiaries as of the completion of the AT&T Comcast transaction, other than benefits provided under severance or separation plans of AT&T Broadband or its subsidiaries. Until December 31, 2003, AT&T Comcast has agreed to continue certain severance plans of AT&T Broadband and its subsidiaries without adverse change. If employees of AT&T Broadband or its subsidiaries are included in any employee benefit plan sponsored by AT&T Comcast, they will receive credit for past service and for deductible, co-insurance and out-of-pocket expenses incurred prior to the AT&T Comcast transaction, and shall waive all pre-existing condition, limitations or other requirements. As soon as practicable after December 31, 2003, eligible AT&T Broadband employees will be allowed to participate in any retirement medical or life insurance benefit plan sponsored by AT&T Comcast or one of



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its subsidiaries. With respect to AT&T Broadband employees who are subject to collective bargaining obligations or agreements, their benefits will be governed by the terms of such obligations or agreements.

One-Time Stock Option Grant. In the merger agreement, AT&T Comcast has agreed to offer to each of its or any of its subsidiaries' full-time employees (other than any employees of non-wholly owned subsidiaries of Comcast if the applicable subsidiary was a non-wholly owned Comcast subsidiary prior to the completion of the AT&T Comcast transaction) a one-time grant of options to purchase a number of shares of AT&T Comcast common stock equal to 300 multiplied by the AT&T Broadband exchange ratio. This grant will be made as soon as practicable after the completion of the AT&T Comcast transaction.

AT&T Stock Options. In the merger agreement, AT&T has agreed that, with respect to AT&T stock options or other equity awards based on AT&T common stock granted in the period beginning on the date the merger agreement was signed and ending at the completion of the AT&T Comcast transaction, the AT&T Comcast transaction will not constitute a "change in control" for purposes of accelerating the vesting of such awards; provided that upon certain terminations of employment following the completion of the AT&T Comcast transaction awards will become fully vested and will remain exercisable for the full extent of the original term of the award.

Employee Benefits Agreement. In connection with the AT&T Broadband spin-off, AT&T and AT&T Broadband entered into an employee benefits agreement. The following summary of the employee benefits agreement is qualified in its entirety by reference to the complete text of the employee benefits agreement, which is attached as an exhibit to the registration statement in which this document is included and is incorporated by reference in this section. The employee benefits agreement covers a wide range of compensation and benefits issues. In general, after the AT&T Broadband spin-off, AT&T Broadband will be responsible for all obligations and liabilities relating to current and former employees of AT&T Broadband and its subsidiaries and their dependents and beneficiaries and AT&T will be responsible for all obligations and liabilities relating to current and former employees of AT&T and its subsidiaries (other than AT&T Broadband and its subsidiaries) and their dependents and beneficiaries. Employees of AT&T Broadband or any of its subsidiaries are referred to in this section as "AT&T Broadband employees." Employees of AT&T who are transferred to AT&T Broadband prior to the AT&T Broadband spin-off are referred to in this section as "AT&T Broadband transferees." Employees of AT&T or any of its subsidiaries (other than AT&T Broadband employees or AT&T Broadband transferees) are referred to in this section as "AT&T employees."

As of the date of the AT&T Broadband spin-off, all AT&T Broadband employees and AT&T Broadband transferees will continue to be or be, as the case may be, employed by AT&T Broadband or its subsidiaries. If any AT&T Broadband transferee is on an approved leave of absence on the date of the AT&T Broadband spin-off, this employee will become an employee of AT&T Broadband or one of its subsidiaries upon return to active service.

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As of the date of the AT&T Broadband spin-off, AT&T Broadband and its subsidiaries will cease to participate in any benefit plan or trust under any such plan sponsored or maintained by AT&T or its subsidiaries (other than AT&T Broadband and its subsidiaries) and AT&T will cease to participate in any benefit plan or trust under any such plan sponsored or maintained by AT&T Broadband or its subsidiaries. With respect to employees who are transferred to or from AT&T or AT&T Broadband, AT&T and AT&T Broadband will mutually recognize and credit service with the other employer, except for purposes of benefit accruals under defined benefit pension plans. Account balances of AT&T employees (excluding AT&T Broadband transferees) in the 401(k) plan maintained by AT&T Broadband will vest as of the date of the AT&T Broadband spin-off and account balances of AT&T Broadband employees and AT&T Broadband transferees in the 401(k) plans maintained by AT&T will vest as of the date of the AT&T Broadband spin-off. Each AT&T Broadband employee and AT&T Broadband transferee will be allowed to make an election to transfer his or her account to the 401(k) plan maintained by AT&T Broadband and each AT&T employee will be allowed to make an election to transfer his or her account to the 401(k) plans maintained by AT&T. AT&T shall provide AT&T Broadband transferees with lost matching contributions for the year of the AT&T Comcast transaction. Each AT&T Broadband employee and AT&T Broadband transferee will vest in his or her accrued benefit under the AT&T pension plans as of

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the date of the AT&T Broadband spin-off and each AT&T employee will vest in his or her accrued benefit under the AT&T Broadband pension plans as of the date of the AT&T Broadband spin-off, and will respectively be entitled to commence pension under such plans. AT&T Broadband employees and AT&T Broadband transferees will also be entitled to a distribution of their accounts under the AT&T Employee Stock Purchase Plan.

If terminated during the one-year period after the AT&T Broadband spin-off, AT&T Broadband transferees will be entitled to receive the greater of severance under the applicable AT&T severance plan or the applicable AT&T Broadband severance plan. An AT&T Broadband transferee, however, may be entitled to greater severance under the terms of his or her applicable employment agreement.

As a part of the AT&T Broadband spin-off, AT&T stock options, restricted stock and other equity-based awards will be converted as described below. In connection with the conversions, adjustments will be made to maintain the intrinsic value of the original AT&T stock options and the fair market value of the original AT&T restricted stock or other equity-based award immediately before and after the AT&T Broadband spin-off.

- AT&T stock options held by AT&T employees will be converted into adjusted AT&T stock options;
- AT&T restricted shares held by AT&T employees will be converted into (1) adjusted AT&T restricted shares and (2) equity-based awards based on AT&T Broadband common stock;
- AT&T stock options held by AT&T Broadband employees and AT&T Broadband transferees will be converted into AT&T Broadband stock options;
- AT&T restricted shares held by AT&T Broadband employees and AT&T Broadband transferees will be converted into (1) adjusted AT&T restricted

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shares and (2) AT&T Broadband restricted shares;

- AT&T stock options held by non-employee directors of AT&T and former AT&T employees and former AT&T Broadband employees will be converted into (1) adjusted AT&T stock options and (2) AT&T Broadband stock options (an employee's status as a current or former employee will be determined as of a specific time on the date of the AT&T Broadband spin-off); and
- Other equity-based awards based on AT&T common stock, regardless of by whom held, will be converted into (1) adjusted equity-based awards based on AT&T common stock and (2) equity-based awards based on AT&T Broadband common stock.

Each adjusted AT&T stock option and AT&T Broadband stock option will generally be subject to the same terms and conditions as set forth in the original AT&T stock options; provided that AT&T Broadband stock options held by AT&T Broadband employees and AT&T Broadband transferees will have vested as of the completion of the AT&T Comcast transaction and will remain exercisable through the remainder of their original terms (except for options granted after the date the merger agreement was signed). As of completion of the AT&T Comcast transaction, all restricted shares and other equity-based awards based on either AT&T or AT&T Broadband common stock held by current and former AT&T Broadband employees and AT&T Broadband transferees will have vested (except for awards granted after the date the merger agreement was signed).

Other. AT&T made an offer to certain active and former employees, as well as active and former non-employee directors, to relinquish certain deferred compensation benefits in exchange for a single payment to be made in shares of AT&T common stock with a value equal to 90% of the present value of such individual's future benefits. The election period has expired. As a result of this offer, AT&T is required to issue AT&T common stock with a value of approximately \$220 million, although the payment is contingent on AT&T's issuance of a written notification to holders of certain bonds confirming that AT&T has satisfied specified conditions relative to the AT&T Broadband spin-off (including the receipt of preliminary ratings on such bonds). The actual number of shares of AT&T common stock, if any, to be issued will depend on the trading prices of AT&T common stock over a specified trading period. Virtually all shares issued in connection with this offer will be freely tradeable. Sales of a substantial number of these shares over a short period could have an adverse impact on the price of AT&T common stock.

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### CHAPTER TEN AT&T CONSUMER SERVICES GROUP TRACKING STOCK

#### THE CONSUMER SERVICES CHARTER AMENDMENT PROPOSAL

AT&T urges all AT&T shareholders to read the form of proposed charter amendment, a copy of which we have attached as Annex L to this document.

#### GENERAL

AT&T is proposing the following amendment to its charter, which we refer to as the Consumer Services charter amendment proposal:

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Consumer Services Group tracking stock amendment -- an amendment to create a new class of common stock called Consumer Services Group common stock, par value \$1.00 per share, intended to reflect the financial performance and economic value of AT&T's Consumer Services business. We refer to this stock as "AT&T Consumer Services Group tracking stock."

Approval of the Consumer Services charter amendment proposal requires a majority of the voting power of all outstanding shares of AT&T common stock to vote in its favor. THE AT&T BOARD RECOMMENDS THAT AT&T SHAREHOLDERS VOTE FOR APPROVAL. Any shares of AT&T common stock not voted, whether by abstention, broker non-vote or otherwise, have the effect of a vote against the Consumer Services charter amendment proposal.

If the AT&T Consumer Services Group tracking stock proposal is approved, AT&T plans to distribute these shares as a dividend to holders of AT&T common stock at such time as AT&T determines that there is sufficient market receptivity and support for such a distribution. AT&T has not yet determined the timing of the distribution, which may be made within a year of shareholder approval or may be made thereafter, depending on market conditions. AT&T expects that, when it distributes AT&T Consumer Services Group tracking stock, it will distribute shares intended to reflect all of the financial performance and economic value of AT&T Consumer Services Group.

Notwithstanding AT&T's current plans, the AT&T Board could decide not to proceed with the proposal, could issue shares representing less than all of the financial performance and economic value of AT&T Consumer Services Group, or could proceed at a time or in a manner different from its current intentions. AT&T's plans may change, for example, if the AT&T Board decides that market conditions and receptivity warrant such a change or do not support a distribution of shares of AT&T Consumer Services Group tracking stock. If the AT&T Consumer Services Group tracking stock proposal is approved, the AT&T Board will have the ability to issue shares of AT&T Consumer Services Group tracking stock at such time, in such amount and in such manner as it determines appropriate.

### CONSUMER SERVICES GROUP TRACKING STOCK AMENDMENT

The Consumer Services Group tracking stock amendment would, among other things:

- Define "AT&T Consumer Services Group," the financial performance and economic value of which is intended to be reflected in AT&T Consumer Services Group tracking stock. AT&T Consumer Services Group will consist of the assets and liabilities shown in the combined balance sheets of AT&T Consumer Services Group and will include:
  - all Consumer Services long distance customers;
  - all Consumer Services non-network support infrastructure, including ordering, provisioning, billing and care; and
  - all Consumer Services marketing operations.

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- Establish the terms of AT&T Consumer Services Group tracking stock, consisting of 500 million authorized shares. Each share of AT&T Consumer Services Group tracking stock will initially have one vote per share. If

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AT&T completes the AT&T Broadband spin-off or otherwise distributes one or more entities holding all or substantially all of the assets of its Broadband business to its securityholders, each share of AT&T Consumer Services Group tracking stock will initially have 2.5 votes per share. If the reverse stock split proposal is approved and implemented, the AT&T Consumer Services Group tracking stock would have .2 of a vote per share if the Broadband separation is not completed or .5 of a vote per share if the Broadband separation is completed. Holders of AT&T Consumer Services Group tracking stock will vote as one class with all other classes and series of common stock and preferred stock of AT&T with respect to all matters to be voted upon by AT&T shareholders, except as otherwise required by the New York Business Corporation Law or by the terms of any other class or series of AT&T's capital stock.

A more complete description of AT&T Consumer Services Group tracking stock is included under "-- Terms of the Consumer Services Group Tracking Stock Amendment."

Although the AT&T Board of Directors has not yet determined the number of shares of AT&T Consumer Services Group tracking stock that would be distributed to holders of AT&T Common Stock, it is likely that only a small fraction of a share of AT&T Consumer Services Group tracking stock would be distributed with respect to each share of AT&T Common Stock. Accordingly, holders of small odd lots are not likely to receive any shares of AT&T Consumer Services Group tracking stock although they will instead receive cash payments in lieu of such fractional shares. Participants in AT&T's dividend reinvestment plan may receive credits of fractional shares for their interest in such plan in lieu of cash.

### RECOMMENDATION OF THE AT&T BOARD

THE AT&T BOARD HAS APPROVED THE CONSUMER SERVICES CHARTER AMENDMENT PROPOSAL AND RECOMMENDS THAT AT&T SHAREHOLDERS VOTE FOR THE CONSUMER SERVICES CHARTER AMENDMENT PROPOSAL.

### TERMS OF THE CONSUMER SERVICES GROUP TRACKING STOCK AMENDMENT

#### GENERAL

If the Consumer Services Group tracking stock amendment is adopted, AT&T will amend its charter to authorize 500 million shares of AT&T Consumer Services Group tracking stock. Approval of the Consumer Services charter amendment proposal will also allow the AT&T Board to amend AT&T's charter to eliminate all references to AT&T Wireless Group tracking stock, Class A Liberty Media Group common stock, Class B Liberty Media Group common stock, AT&T Wireless Group preferred tracking stock and AT&T Series E convertible preferred stock and to redesignate such series as shares of common stock or preferred stock, as applicable, which would be available for issuance. Currently, 16.5 billion shares of AT&T capital stock are authorized, consisting of 100 million shares of preferred stock and 16.4 billion shares of common stock. If the Consumer Services charter amendment proposal is approved, without giving effect to the reverse stock split proposal, the total number of authorized shares of AT&T common stock will be 6.5 billion, of which 500 million will be designated AT&T Consumer Services Group tracking stock. As of March 31, 2002, AT&T had outstanding 3,566,330,934 shares of AT&T common stock. As of March 31, 2002, 100,000,000 shares of Subsidiary Preferred Stock of AT&T were held by subsidiaries of AT&T.

#### AT&T CONSUMER SERVICES GROUP

AT&T intends AT&T Consumer Services Group tracking stock to reflect the financial performance and economic value of AT&T Consumer Services Group. The Consumer Services Group tracking stock amendment defines "AT&T Consumer Services

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Group" generally as the interest of AT&T or any of its subsidiaries in all of the businesses, assets and liabilities reflected in the unaudited combined financial

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statements of AT&T Consumer Services Group, dated December 31, 2001, as included in this document, including any successor to AT&T Consumer Services Group by merger, consolidation or sale of all or substantially all of its assets. The Consumer Services Group tracking stock amendment contains adjustments to the definition of "AT&T Consumer Services Group" to reflect, among other things, related assets and liabilities (including contingent liabilities), net income and net losses arising after the date of these financial statements, contributions and allocations of assets, liabilities and businesses between the AT&T groups and acquisitions and dispositions. In addition, a percentage of AT&T's contingent liabilities that do not primarily relate to the business, assets and liabilities of either AT&T Consumer Services Group or AT&T's other businesses will be allocated to AT&T Consumer Services Group. The AT&T Board will establish that percentage in its sole discretion prior to the initial issuance of any shares of AT&T Consumer Services Group tracking stock. This percentage may differ in the case of different categories of contingent liabilities.

AT&T Consumer Services Group is not a stand-alone entity, and in considering the Consumer Services charter amendment proposal, AT&T shareholders should keep in mind:

- the AT&T Board will govern AT&T Consumer Services Group and could make operational and financial decisions or implement policies that disproportionately affect the businesses of AT&T Consumer Services Group;
- the AT&T Board may transfer funds or reallocate assets, liabilities, revenue, expenses and cash flows to or from AT&T Consumer Services Group without the consent of shareholders;
- the Consumer Services Group tracking stock amendment provides that AT&T Consumer Services Group allocation fraction may be adjusted by the AT&T Board as it deems appropriate to reflect contributions or allocations from AT&T Consumer Services Group to AT&T Business Services Group, or vice versa;
- all actions by the AT&T Board are subject to the board members' fiduciary duties under New York law to all AT&T shareholders as a whole, not to holders of AT&T Consumer Services Group tracking stock in particular, and to AT&T's charter, policy statements, bylaws and inter-company agreements; and
- the AT&T Board may redeem AT&T Consumer Services Group tracking stock without the consent of any holder.

Any retained portion of the value of AT&T Consumer Services Group represented by AT&T common stock will be included in AT&T Business Services Group. See "-- AT&T Consumer Services Group Allocation Fraction."

### AT&T CONSUMER SERVICES GROUP ALLOCATION FRACTION

Operation of the Allocation Fraction. If AT&T distributes to the public shares of AT&T Consumer Services Group tracking stock intended to represent all of AT&T Consumer Services Group, AT&T will not initially have any retained

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portion of that group and the fraction discussed in this section will initially equal one.

AT&T Consumer Services Group tracking stock issued to the public may not represent all of the interest in the financial performance and economic value of AT&T Consumer Services Group. The Consumer Services Group tracking stock amendment defines the "AT&T Consumer Services Group allocation fraction" to represent the interest in the financial performance and economic value of AT&T Consumer Services Group reflected by AT&T Consumer Services Group tracking stock distributed to the public.

To the extent that AT&T Consumer Services Group tracking stock issued to the public does not represent all of the interest in the financial performance and economic value of AT&T Consumer Services Group, the remaining interest in the financial performance and economic value of AT&T Consumer Services Group will be allocated to AT&T. If AT&T is allocated an interest in the financial performance

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and economic value of AT&T Consumer Services Group, AT&T will have the right to participate in any dividend, distribution or liquidation made to holders of AT&T Consumer Services Group tracking stock. This right to participate is AT&T's retained portion of value of AT&T Consumer Services Group. If all of the interest in the financial performance and economic value of AT&T Consumer Services Group is intended to be fully reflected by AT&T Consumer Services Group tracking stock held by the public, none will be allocated to AT&T and this fraction will equal one.

Adjustments. Because the AT&T Consumer Services Group allocation fraction determines the relative percentage interest in AT&T Consumer Services Group of public holders of AT&T Consumer Services Group tracking stock, on the one hand, and AT&T, on the other hand, the AT&T Consumer Services Group allocation fraction may be adjusted from time to time as the AT&T Board deems appropriate for a number of reasons, including:

- to reflect the fair market value of contributions or allocations by AT&T of cash, property or other assets or liabilities from AT&T or AT&T Business Services Group to AT&T Consumer Services Group (or vice versa);
- to reflect the fair market value of contributions or allocations by AT&T of cash, property or other assets or liabilities of AT&T or AT&T Business Services Group to, or for the benefit of, employees of AT&T Consumer Services Group in connection with employee benefit plans or arrangements of AT&T or any of its subsidiaries (or vice versa);
- to reflect the number of shares of AT&T capital stock contributed to, or for the benefit of, employees of AT&T Consumer Services Group in connection with benefit plans or arrangements of AT&T or any of its subsidiaries;
- to reflect repurchases by AT&T of shares of AT&T Consumer Services Group tracking stock for the account of AT&T Consumer Services Group;
- to reflect issuances of AT&T Consumer Services Group tracking stock for the account of AT&T Consumer Services Group;
- to reflect dividends or other distributions to holders of AT&T Consumer Services Group tracking stock, to the extent no required payment is made to ATT
- to reflect subdivisions and combinations of AT&T Consumer Services Group

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tracking stock and stock dividends payable in shares of AT&T Consumer Services Group tracking stock; and

- under other circumstances as the AT&T Board determines appropriate to reflect the economic substance of any other event or circumstance.

In addition, in determining the percentage interest of holders of AT&T Consumer Services Group tracking stock in any particular dividend or other distribution, AT&T will reduce the economic interest of holders of AT&T Consumer Services Group tracking stock to reflect dilution arising from shares of AT&T Consumer Services Group tracking stock reserved for issuance upon conversion, exercise or exchange of other securities that are entitled to participate in this dividend or other distribution.

The Consumer Services Group tracking stock amendment provides that any adjustment of this kind must be made in a manner that the AT&T Board determines to be fair and equitable to holders of AT&T common stock and AT&T Consumer Services Group tracking stock. In the event that any assets or other property are acquired by AT&T or AT&T Business Services Group and allocated or contributed to AT&T Consumer Services Group, the consideration paid by AT&T or AT&T Business Services Group to acquire these assets or other property will be presumed to be its "fair market value" as of its acquisition. Any adjustment to the AT&T Consumer Services Group allocation fraction made by the AT&T Board in good faith in accordance with these principles will be at the sole discretion of the AT&T Board, without any required consent from AT&T shareholders or holders of AT&T Consumer Services Group tracking stock, and this good faith determination of the AT&T Board will be final and binding on all AT&T shareholders.

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### VOTING RIGHTS

Currently, holders of AT&T common stock have one vote per share. Each share of AT&T Consumer Services Group tracking stock will initially have one vote per share. If AT&T completes the AT&T Broadband spin-off or otherwise distributes one or more entities holding all or substantially all of the assets of its Broadband business to its securityholders, each share of AT&T Consumer Services Group tracking stock will initially have 2.5 votes per share. If the reverse stock split proposal is approved and implemented, the AT&T Consumer Services Group tracking stock would have .2 of a vote per share if the Broadband separation is not completed or .5 of a vote per share if the Broadband separation is completed. The voting rights of AT&T Consumer Services Group tracking stock will be subject to adjustments to reflect other stock splits, reverse stock splits, stock dividends or certain stock distributions with respect to AT&T common stock, AT&T Consumer Services Group tracking stock or any other class of AT&T common shares.

Except as otherwise required by New York law or any special voting rights of any class or series of AT&T preferred stock or any other class of AT&T common shares, holders of shares of AT&T common stock, AT&T Consumer Services Group tracking stock, each other class of AT&T common shares, if any, that is entitled to vote, and holders of shares of each class or series of AT&T preferred stock, if any, that is entitled to vote, will vote as one class with respect to all matters to be voted on by AT&T shareholders. No separate class vote of AT&T Consumer Services Group tracking stock will be required, except as required by the New York Business Corporation Law.

### DIVIDENDS

General. Following any issuance of AT&T Consumer Services Group tracking



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stock, it is currently expected that one-third of the current dividend payable on AT&T common stock will be allocated to AT&T common stock and that two-thirds of the dividend will be allocated to AT&T Consumer Services Group tracking stock. In that event, the aggregate dividend payable to holders of AT&T common stock and holders of AT&T Consumer Services Group tracking stock would be the same as that payable to holders of AT&T common stock before the issuance of AT&T Consumer Services Group tracking stock. The declaration of dividends by AT&T and the amount thereof will, however, be in the discretion of the AT&T Board and will depend upon each AT&T group's financial performance, the dividend policies and capital structures of comparable companies, each AT&T group's ongoing capital needs, and AT&T's results of operations, financial condition, cash requirements and future prospects and other factors deemed relevant by the AT&T Board. Payment of dividends also may be restricted by loan agreements, indentures and other transactions that AT&T enters into from time to time.

Provided that AT&T has sufficient assets to pay a dividend under applicable law, the Consumer Services Group tracking stock amendment provides that dividends on AT&T Consumer Services Group tracking stock are limited to an available dividend amount that is designed to be equivalent to an allocable portion of the amount that would legally be available for dividends on that stock, plus an amount equal to the net income available to common shareowners of AT&T Consumer Services Group for the year in which the dividend is declared and/or the prior year, determined in each case as if AT&T Consumer Services Group were a stand-alone entity. Dividends on AT&T common stock are limited to the amount of legally available funds for all of AT&T less the sum of the available dividend amount for AT&T Consumer Services Group tracking stock (excluding the net income available to common shareowners amount referred to in the prior sentence except to the extent a dividend is paid in reliance on such clause, thereby reducing legally available funds).

Discrimination among classes of common shares. The Consumer Services Group tracking stock amendment does not provide for mandatory dividends. The AT&T Board will have the sole authority and discretion to declare and pay dividends (or to refrain from declaring or paying dividends), in equal or unequal amounts, on AT&T common stock, AT&T Consumer Services Group tracking stock, any other class of AT&T common shares or any two or more of these classes. Subject to not exceeding the

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applicable available dividend amount, the AT&T Board has this power regardless of the relative available dividend amounts, prior dividend amounts declared, liquidation rights or any other factor.

### SHARE DISTRIBUTIONS

AT&T may declare and pay a distribution consisting of shares of AT&T common stock, AT&T Consumer Services Group tracking stock or any other securities of AT&T, any subsidiary of AT&T or any other person to holders of AT&T common stock or AT&T Consumer Services Group tracking stock in accordance with the provisions described below. We refer to this type of distribution as a "share distribution."

Distributions on AT&T common stock or AT&T Consumer Services Group tracking stock. AT&T may declare and pay a share distribution to holders of AT&T common stock, AT&T Consumer Services Group tracking stock or any other class of AT&T common shares consisting of any securities of AT&T, any subsidiary of AT&T, or any other person. However, securities attributable to an AT&T group may be distributed to holders of another AT&T group only for consideration. In the case of shares of AT&T Consumer Services Group tracking stock distributed to holders of AT&T common stock, the consideration may consist, in whole or in part, of a

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decrease in the retained portion of the value, if any, held by AT&T in AT&T Consumer Services Group.

Discrimination among classes of AT&T common shares. The Consumer Services Group tracking stock amendment does not provide for mandatory share distributions. The AT&T Board will have the sole authority and discretion to declare and pay share distributions (or to refrain from declaring or paying share distributions), in equal or unequal amounts, on AT&T common stock, AT&T Consumer Services Group tracking stock, any other class of AT&T common shares or any two or more of these classes. Subject to not exceeding the applicable available dividend amounts, the AT&T Board has this power regardless of the relative available dividend amounts, prior share distributions amounts declared, liquidation rights or any other factor.

### REDEMPTION

As described in this section, there are a number of different redemption alternatives, more than one of which may be available at a given time or in connection with a particular transaction. Holders could receive very different treatment depending on which alternative the AT&T Board selects. The AT&T Board is under no obligation to select the alternative that will treat holders of AT&T Consumer Services Group tracking stock most favorably. The AT&T Board may elect to undertake these redemption options, to the extent permitted by AT&T's charter, as amended by the Consumer Services Group tracking stock amendment, and applicable law, without any required consent from AT&T shareholders or holders of AT&T Consumer Service Group tracking stock.

Redemption in exchange for shares of a new tracking stock of another company. At any time, the AT&T Board may redeem all outstanding shares of AT&T Consumer Services Group tracking stock for a new tracking stock of another entity that owns, holds or is subject to, directly or indirectly, all or substantially all of the assets and liabilities of AT&T Consumer Services Group as of immediately prior to the time of the redemption. In order to effect a redemption of this type, the new tracking stock must have substantially the same terms as those governing AT&T Consumer Services Group tracking stock, except as may result due to different law governing the other entity or as a result of provisions of the other entity's governing documents that are generally applicable to all classes of common stock, including with regard to the definition of "AT&T Consumer Services Group." Also, the number of shares of the new tracking stock issued per share of AT&T Consumer Services Group tracking stock must be intended to represent the same proportionate interest in AT&T Consumer Services Group as a share of AT&T Consumer Services Group tracking stock. In the event of a redemption of this type, the voting rights of the new tracking stock will be set based on the ratio, over a fixed measurement period, of the initial trading prices of the new tracking stock to trading prices of the other common stock of the entity issuing the new tracking stock.

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Redemption in exchange for shares of AT&T common stock. At any time, the AT&T Board, in its sole discretion, may redeem all outstanding shares of AT&T Consumer Services Group tracking stock for shares of AT&T common stock. In this event, each share of AT&T Consumer Services Group tracking stock will be redeemed in exchange for that number of shares of AT&T common stock, calculated to the nearest 1/10,000, equal to 110% of the ratio of the average market price per share of AT&T Consumer Services Group tracking stock to the average market price per share of AT&T common stock. The average market price for this purpose will generally be the average of the trading prices over a 40-trading day period ending 15 trading days prior to the announcement of the intention to redeem. However, if the redemption is conditioned on the occurrence of any other transaction or event and the AT&T Board determines that the other transaction or

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event is not likely to occur within 90 days, then the AT&T Board may determine, at the time of announcement of the intention to redeem, that the average market price will be the average of the trading prices over a 40-trading day period ending 15 trading days prior to mailing the notice of redemption. If the AT&T Board makes this determination, AT&T will announce it at the same time as it announces the intention to redeem.

In general, AT&T will mail the notice of redemption at or shortly after announcement of the intention to redeem, except that, if the redemption is conditioned on the occurrence of any other transaction or event, the company may delay sending the redemption notice until the AT&T Board determines that the condition is likely to be satisfied within the time period set for redemption in the notice.

Redemption in exchange for stock of subsidiaries in connection with a split-off of AT&T Consumer Services Group. The Consumer Services Group tracking stock amendment also provides that AT&T may, at any time, redeem all outstanding shares of AT&T Consumer Services Group tracking stock in exchange for a specified number of outstanding shares of common stock of a subsidiary of AT&T that satisfies certain requirements under the Code and that holds all of the assets and liabilities of AT&T Consumer Services Group. We refer to a subsidiary that satisfies these requirements as a "qualifying subsidiary." This type of redemption only may be made on a pro rata basis, and must be tax free to the holders of AT&T Consumer Services Group tracking stock, except with respect to any cash that holders receive in lieu of fractional shares.

In this case, AT&T would exchange each share of AT&T Consumer Services Group tracking stock, on a pro rata basis, for an aggregate number of shares of common stock of the qualifying subsidiary equal to the number of outstanding shares of common stock of the qualifying subsidiary held by AT&T, or the number of shares of such qualifying subsidiary as is proportionate to the portion of the financial performance and economic value of AT&T Consumer Services Group intended to be represented by AT&T Consumer Services Group tracking stock if the AT&T Consumer Services Group allocation fraction is less than one. This redemption feature differs from a traditional spin-off, in which a shareholder retains its interest in the parent corporation and receives shares of the spun-off subsidiary via a pro rata distribution of the subsidiary's shares to the parent shareholders. By comparison, if the AT&T Consumer Services Group tracking stock is redeemed in exchange for stock in a qualifying subsidiary, the holder of AT&T Consumer Services Group tracking stock will no longer have an interest in AT&T.

Redemption in connection with significant dispositions. In the event of a sale, transfer, assignment or other disposition by AT&T in a transaction or series of related transactions, of all or substantially all of the properties and assets of AT&T Consumer Services Group, AT&T generally is required to take one of the following actions, which action will be selected in the sole discretion of the AT&T Board:

- AT&T may redeem each outstanding share of AT&T Consumer Services Group tracking stock in exchange for a number of shares of AT&T common stock (calculated to the nearest 1/10,000) equal to 110% of the ratio of the average market price per share of AT&T Consumer Services Group tracking stock to the average market price per share of AT&T common stock.
- Subject to limitations, AT&T may declare and pay a dividend in cash and/or in securities (other than AT&T common stock) or other property to holders of the outstanding shares of AT&T Consumer Services Group tracking stock equally on a share-for-share basis in an aggregate amount

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equal to the after-tax net proceeds of the disposition allocable to AT&T Consumer Services Group tracking stock.

- Subject to limitations, if the disposition involves the disposition of all, not merely substantially all, of the properties and assets of AT&T Consumer Services Group, AT&T may redeem all outstanding shares of AT&T Consumer Services Group tracking stock in exchange for cash and/or securities or other property in an aggregate amount equal to the net proceeds of the disposition allocable to AT&T Consumer Services Group tracking stock.
- Subject to limitations, if the disposition involves substantially all, but not all, of the properties and assets of AT&T Consumer Services Group, AT&T may redeem a number of outstanding shares of AT&T Consumer Services Group tracking stock in exchange for a redemption price equal to the net proceeds of that disposition. The number of shares of AT&T Consumer Services Group tracking stock to be redeemed would be equal to the lesser of (1) a number determined by dividing the aggregate amount allocated to the redemption of these shares by the average market value of one share of AT&T Consumer Services Group tracking stock during the ten trading-day period beginning on the 15th trading day following the completion of that disposition and (2) the total number of outstanding shares of AT&T Consumer Services Group tracking stock.
- Subject to limitations, AT&T may take a combination of the actions described in the preceding bullets whereby AT&T may redeem some shares of AT&T Consumer Services Group tracking stock in exchange for shares of AT&T common stock at the exchange rate described in the first bullet above, and use an amount equal to a portion of the net proceeds of the disposition allocable to AT&T Consumer Services Group tracking stock to either (1) declare and pay a dividend as described in the second bullet above, or (2) redeem part or all of the remaining shares of AT&T Consumer Services Group tracking stock as described in the third or fourth bullet above.

For purposes of these provisions, "substantially all of the properties and assets" of AT&T Consumer Services Group as of any date means a portion of these properties and assets that represents at least 80% of the fair value of the properties and assets attributed to AT&T Consumer Services Group as of that date.

Exceptions. The provisions described under "-- Redemption in connection with significant dispositions" will not apply, and AT&T will not be required to redeem any securities or make any dividend or other distribution it would otherwise be required to make, in some circumstances, including the following:

- if, in connection with the underlying transaction, the AT&T Board redeems all outstanding shares of AT&T Consumer Services Group tracking stock for a new tracking stock of another entity that owns all of the material assets and liabilities of AT&T Consumer Services Group pursuant to "-- Redemption in exchange for shares of new tracking stock of new company;"
- if the underlying disposition is conditioned upon the affirmative vote of a majority of holders of AT&T Consumer Services Group tracking stock, voting as a separate class;
- if the disposition is in connection with a liquidation of ATT
- if the disposition is to a person or group of which AT&T is the majority

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owner and AT&T Consumer Services Group receives in exchange primarily equity securities of that person or group as consideration;

- if the disposition results in AT&T or its successor continuing to hold directly or indirectly all or substantially all of the properties and assets of AT&T Consumer Services Group;
- in connection with a spin-off or similar distribution of AT&T's entire interest in AT&T Consumer Services Group to the holders of AT&T Consumer Services Group tracking stock, including a distribution that is made in connection with a mandatory redemption as described under

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"-- Redemption in exchange for stock of subsidiaries in connection with a split-off of AT&T Consumer Services Group"; and

- in connection with a "related business transaction," which generally means a disposition of all or substantially all of the assets attributed to AT&T Consumer Services Group in which AT&T receives equity securities of an entity that engages or proposes to engage primarily in one or more businesses similar or complementary to the businesses conducted by AT&T Consumer Services Group prior to that transaction.

Additionally, the provisions described under "-- Redemption in connection with significant dispositions" will not apply with respect to any merger, consolidation, sale of assets or stock, recapitalization or any other transaction or series of transactions in which all or substantially all of the properties and assets of AT&T are transferred to an entity not directly controlled by AT&T or AT&T shareholders, if in such transaction or series of transactions, each share of AT&T Consumer Services Group tracking stock is entitled to receive the same consideration, both in type and amount, as such share of AT&T Consumer Services Group tracking stock would have been entitled to receive had it been redeemed.

### GENERAL PROCEDURES

Conditions. With regard to any redemption at the discretion of the AT&T Board, the AT&T Board may, in its discretion, condition such redemption on the occurrence or failure to occur of any events set forth in the applicable notice of redemption. The AT&T Board will have the right to waive any of these conditions in its sole discretion.

Public announcements; notices. The Consumer Services Group tracking stock amendment provides that, in the case of specified dispositions or a redemption, AT&T will publicly announce or otherwise provide specified information to holders of AT&T Consumer Services Group tracking stock and, in the case of redemption at the discretion of the AT&T Board, give the notice of redemption no less than 15 days nor more than 90 days prior to the date of redemption. The redemption date may be a specified date or a date determined by reference to the occurrence of events.

Fractional shares. The AT&T Board will not have to issue or deliver any fractional shares to any holder of AT&T Consumer Services Group tracking stock upon any redemption, dividend or other distribution under the provisions described under "-- Redemption." Instead of issuing fractional shares, AT&T will pay cash for the fractional share in an amount equal to the fair market value of the fractional share, without interest.

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No adjustments for dividends or other distributions. No adjustments for dividends will be made upon the exchange of any shares of AT&T Consumer Services Group tracking stock; except that, if a redemption date with respect to AT&T Consumer Services Group tracking stock comes after the record date for the payment of a dividend or other distribution to be paid on AT&T Consumer Services Group tracking stock but before the payment or distribution, the registered holders of those shares of AT&T Consumer Services Group tracking stock at the close of business on that record date will be entitled to receive the dividend or other distribution on the payment date, notwithstanding the redemption of those shares of stock or AT&T's default in payment of the dividend or distribution.

Payment of taxes. If any person exchanging a certificate representing shares of AT&T Consumer Services Group tracking stock wants AT&T to issue a certificate in a different name than the registered name on the old certificate, that person must pay any transfer or other taxes required by reason of the issuance of the certificate in another name, or establish, to the satisfaction of AT&T or its agent, that the tax has been paid or is not applicable.

### LIQUIDATION RIGHTS

In the event of a liquidation, dissolution or winding up of AT&T, whether voluntary or involuntary, AT&T will first pay or provide for payment of debts and other liabilities of AT&T, including the

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liquidation preferences of any class or series of AT&T preferred stock. Thereafter, holders of the shares of AT&T common stock, AT&T Consumer Services Group tracking stock and any other class of AT&T common shares will share in the funds of AT&T remaining for distribution to its common shareholders in proportion to the aggregate market capitalization of the outstanding shares of each class of stock, as applicable, to the aggregate market capitalization of all the classes of AT&T common shares. AT&T will calculate the market capitalizations based on the 20 trading-day period ending on the trading day prior to the date of the public announcement of the liquidation, dissolution or winding up of AT&T.

None of the following, by itself, will constitute a liquidation, dissolution or winding up of AT&T:

- the consolidation or merger of AT&T with or into any other corporation or corporations or the sale, transfer or lease of all or substantially all of the assets of AT&T or
- any transaction or series of related transactions that results in all of the assets and liabilities included in AT&T Consumer Services Group being held by one or more AT&T Consumer Services Group subsidiaries and the distribution of AT&T Consumer Services Group subsidiaries, and no other material assets or liabilities, to holders of the outstanding AT&T Consumer Services Group tracking stock.

### DETERMINATIONS BY THE AT&T BOARD

Any determinations made by the AT&T Board under any provision described in this section "-- Terms of the Consumer Services Group Tracking Stock Amendment" will be final and binding on all AT&T shareholders, except as may otherwise be required by law. AT&T will prepare a statement of any determination by the AT&T Board respecting the fair market value of any properties, assets or securities, and will file the statement with AT&T's Corporate Secretary. To the maximum extent permitted by law:

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- the terms of AT&T Consumer Services Group tracking stock grant to the AT&T Board discretion to select among different exchange, redemption or other options, more than one of which may be available at a particular time or in connection with a particular transaction,
- the selection of an alternative, if any, will be a matter solely within the discretion of the AT&T Board and that the AT&T Board has no duty to select the alternative that will result in the best economic treatment for holders of either AT&T Consumer Services Group tracking stock or the AT&T common stock, and
- no holder of any shares of AT&T Consumer Services Group tracking stock or AT&T common stock will have any claim based on which alternative the AT&T Board may elect, even if holders of the classes of stock are not treated equally.

### NO PREEMPTIVE RIGHTS

Holders of AT&T common stock or AT&T Consumer Services Group tracking stock do not have any preemptive rights to subscribe for any additional shares of capital stock or other obligations convertible into or exercisable for shares of capital stock that may hereafter be issued by AT&T.

### MATERIAL FEDERAL INCOME TAX CONSEQUENCES

Subject to the discussion under this section, neither the adoption of the Consumer Services Group tracking stock amendment nor the distribution of AT&T Consumer Services Group tracking stock to holders of AT&T common stock will be taxable to AT&T or holders of AT&T common stock.

Holders of AT&T common stock who receive AT&T Consumer Services tracking stock in a pro rata distribution will allocate their tax basis in AT&T common stock between AT&T common stock and AT&T Consumer Services Group tracking stock in accordance with the relative fair market values of such stocks on the date on which AT&T Consumer Services Group tracking stock is distributed. A holder's holding period for AT&T Consumer Services Group tracking stock will include such holder's holding

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period of AT&T common stock with respect to which AT&T Consumer Services Group tracking stock is distributed.

The conclusions in the two preceding paragraphs are not free from doubt. These conclusions assume that AT&T Consumer Services Group tracking stock is treated as a class of common stock of AT&T. The filing of consolidated income tax returns by AT&T together with AT&T Consumer Services Group also assumes that AT&T Consumer Services Group tracking stock is treated as a class of common stock of AT&T. While AT&T believes that, under current law, AT&T Consumer Services Group tracking stock will be treated as common stock of AT&T, there are no authorities directly on point nor will AT&T receive an advance ruling from the Internal Revenue Service. There is a risk that the Internal Revenue Service could assert that AT&T Consumer Services Group tracking stock is property other than common stock of AT&T. AT&T believes it is unlikely the Internal Revenue Service would prevail on that view, but no assurance can be given that the views expressed in the two preceding paragraphs, if contested, would be sustained by a court.

The foregoing discussion under this section "-- Material Federal Income Tax Consequences" is only a general summary of the material U.S. federal income tax

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consequences of the issuance and distribution of AT&T Consumer Services Group tracking stock. It is not a complete analysis of all potential tax effects relevant to the issuance or distribution of AT&T Consumer Services Group tracking stock. The discussion does not address consequences that may be relevant to a particular AT&T common stock holder in light of this particular circumstances or to holders subject to special treatment under U.S. federal income tax laws, such as dealers in securities, banks, insurance companies, tax-exempt organizations, non-U.S. persons, holders that acquired their AT&T common stock pursuant to the exercise of options or otherwise as compensation and holders that do not hold such shares as capital assets, nor any consequences arising under the laws of any state, local or foreign jurisdiction. The discussion is based on the Code, Treasury Regulations promulgated thereunder, judicial opinions, published positions of the Internal Revenue Service, and all other applicable authorities as of the date of this document, all of which are subject to change, possibly with retroactive effect.

AT&T URGES AT&T SHAREHOLDERS TO CONSULT THEIR OWN TAX ADVISORS CONCERNING THE U.S. FEDERAL, STATE AND LOCAL, AND FOREIGN TAX CONSEQUENCES OF THE ISSUANCE AND DISTRIBUTION OF AT&T CONSUMER SERVICES GROUP TRACKING STOCK TO THEM.

### REASONS FOR AT&T CONSUMER SERVICES GROUP TRACKING STOCK

The AT&T Board recommends the Consumer Services charter amendment proposal based on its view that the Consumer Services charter amendment proposal will promote greater market recognition of the value of the various AT&T businesses. The AT&T Board considered the following factors among others in approving and recommending that AT&T shareholders approve the Consumer Services charter amendment proposal.

#### GREATER MARKET RECOGNITION OF VALUE

AT&T believes that issuing securities intended to reflect the separate performance of AT&T Consumer Services Group will result in greater market recognition and realization of the value of AT&T and the distinct lines of business represented by each of AT&T Consumer Services Group and AT&T Business Services Group and allow the market to evaluate each of AT&T Consumer Services Group's and AT&T Business Services Group's results against those of its competitors.

#### GREATER FINANCIAL AND STRATEGIC FLEXIBILITY

AT&T believes that the creation of AT&T Consumer Services Group tracking stock will provide AT&T with greater financial flexibility. AT&T expects that AT&T Consumer Services Group tracking stock may assist AT&T in meeting its capital needs by creating an additional publicly traded equity

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security that it can use to raise capital. In addition, the creation of AT&T Consumer Services Group tracking stock prior to the AT&T Comcast transaction will allow AT&T to issue AT&T Consumer Services Group tracking stock in potential group-specific acquisitions and investments. This would allow shareholders of an entity that AT&T Consumer Services Group acquires the opportunity to participate more directly in the success of the business in which that entity engages, rather than participating in the larger and more diversified AT&T enterprise.

#### INCREASED SHAREHOLDER CHOICE

A corporation typically uses tracking stocks in situations where the corporation has two or more businesses that have different investor profiles. In



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this case, AT&T Consumer Services Group offers a particular set of services and targets a particular type of customer, distinct from AT&T Business Services Group. AT&T believes that the creation and issuance of AT&T Consumer Services Group tracking stock will provide investors with greater choice among the different types of investment currently embedded in AT&T.

### MORE FOCUSED AND FLEXIBLE MANAGEMENT TEAMS

AT&T believes that if the Consumer Services charter amendment proposal is approved and implemented, management of each of AT&T Consumer Services Group and AT&T Business Services Group would have a greater ability to focus on the execution of strategic objectives in its particular business and on reacting to changes in its competitive environment. AT&T believes that each of the AT&T groups would be a smaller, but more focused and flexible, business unit, in a better position to implement its respective business strategy and serve its customers more effectively through quicker decision making, more efficient deployment of resources, increased operational agility, and enhanced responsiveness to customers and markets and technological changes.

### MANAGEMENT INCENTIVES

AT&T believes the existence of AT&T Consumer Services Group tracking stock will permit the creation of more effective management incentive and retention programs. In particular, AT&T will be able to grant stock options and other incentive awards to employees of each of AT&T Consumer Services Group and AT&T Business Services Group that are tied more directly to the performance of each respective AT&T group. AT&T will seek to develop compensation plans to incent the delivery of services to benefit both groups.

### TAX CONSIDERATIONS

In addition, the AT&T Board considered that AT&T expects that implementation of the Consumer Services charter amendment will not be taxable for U.S. federal income tax purposes to AT&T or to AT&T shareholders.

### ALTERNATIVE STRUCTURE

The AT&T Board determined that the benefits to the AT&T Consumer Services Group from association with AT&T and the AT&T brand, the substantial overlaps between the AT&T Consumer Services Group and the AT&T Business Services Group, including shared use of AT&T Business Services Group's network, and the relative size of the AT&T Consumer Services Group as a stand-alone entity, among other factors, made a spin-off a less desirable alternative than creation of a tracking stock for the AT&T Consumer Services Group.

### OTHER CONSIDERATIONS

The AT&T Board noted the trading performance of other tracking stocks particularly those in the telecommunications industry. However, as no company is identical to AT&T and no business is identical

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to the AT&T Consumer Services Group, the AT&T Board considered the experiences of other companies to be not determinative.

### POTENTIAL NEGATIVE CONSEQUENCES OF THE PROPOSALS

The AT&T Board also considered the following potential adverse consequences of the creation of AT&T Consumer Services Group tracking stock, including the following:

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- the market price of AT&T Consumer Services Group tracking stock may not reflect the separate performance of AT&T Consumer Services Group,
- holders of AT&T common stock and of AT&T Consumer Services Group tracking stock will continue to bear the risks associated with an investment in a single corporation and all of AT&T's businesses, assets and liabilities, and
- managing relationships between the groups may be more difficult than has historically been the case as a result of potential conflicts between the groups.

The AT&T Board also considered the risk factors related to the creation of AT&T Consumer Services Group tracking stock, described under "Summary and Overview of the Transactions -- Risk Factors Relating to AT&T Consumer Services Group Tracking Stock."

The AT&T Board believes, however, that, on balance, the positive aspects of AT&T Consumer Services Group tracking stock outweigh any potentially adverse consequences.

### RECOMMENDATION OF THE AT&T BOARD

The AT&T Board has approved the Consumer Services charter amendment proposal and recommends that AT&T shareholders vote FOR the Consumer Services charter amendment proposal.

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### DESCRIPTION OF AT&T CONSUMER SERVICES GROUP

#### OVERVIEW

AT&T Consumer Services Group is the leading provider of domestic and international long distance and transaction based services to residential consumers in the United States with approximately 60 million customer relationships. AT&T Consumer Services Group provides interstate and intrastate long distance communications services throughout the continental United States, and provides, or joins in providing with other carriers, communications services to and from Alaska, Hawaii, Puerto Rico and the Virgin Islands and international communications services to and from virtually all nations and territories around the world.

AT&T Consumer Services Group provides a broad range of communications services to consumers individually and in combination with other services, including:

- inbound and outbound domestic and international long distance;
- transaction-based long distance services, such as operator-assisted calling services and prepaid phone cards;
- local calling offers; and
- dial-up Internet service through AT&T WorldNet Service.

In addition, AT&T Consumer Services Group offers combined long distance and local services in selected locations and is developing a multi-service platform,

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the AT&T Worldnet High Speed Service, based upon DSL technology for combined voice, data and other broadband services.

For the year ended December 31, 2001, AT&T Consumer Services Group had combined revenue of approximately \$15.1 billion and combined EBITDA of approximately \$5.0 billion.

### AT&T CONSUMER SERVICES GROUP

AT&T Consumer Services Group tracking stock is intended to reflect, although there is no guarantee that it will do so, the economic performance of AT&T Consumer Services Group, which includes the assets and liabilities shown in the combined balance sheets of AT&T Consumer Services Group. If AT&T acquires interests in other businesses, AT&T intends to attribute those assets and any related liabilities to AT&T Consumer Services Group or to AT&T Business Services Group in accordance with the AT&T Groups policy statement. All net income and cash flows generated by the assets attributed to AT&T Consumer Services Group will be attributed to AT&T Consumer Services Group and all net proceeds from any disposition of these assets also will be attributed to AT&T Consumer Services Group. In addition, a percentage of AT&T's contingent liabilities that do not primarily relate to the business, assets and liabilities of either AT&T Consumer Services Group or AT&T's other businesses will be allocated to AT&T Consumer Services Group. The AT&T Board will establish that percentage in its sole discretion prior to the initial issuance of any shares of AT&T Consumer Services Group tracking stock. This percentage may differ in the case of different categories of contingent liabilities.

Except as described elsewhere in this document AT&T attributes all of AT&T's current Consumer Services operations to AT&T Consumer Services Group, including:

- all Consumer Services wireline long distance and local customers and AT&T WorldNet Service consumer customers;
- all Consumer Services support non-network infrastructure, including ordering, provisioning, billing and care; and
- all Consumer Services marketing operations.

AT&T Consumer Services Group does not include any network plant, nodes, routing, switching or other transport infrastructure.

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### AGREEMENTS BETWEEN AT&T GROUPS

The AT&T Groups policy statement provides that AT&T will seek to manage the AT&T Groups in a manner designed to give due consideration to the operations of both of the AT&T Groups. Following the issuance of AT&T Consumer Services Group tracking stock, AT&T Consumer Services Group will be able to:

- use the AT&T brand name in accordance with a brand agreement with AT&T,
- use AT&T's extensive network assets including its DSL assets in accordance with a master carrier agreement,

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- use AT&T's intellectual property and technology in accordance with an intellectual property agreement, and
- participate in AT&T's purchasing contracts with major suppliers.

The relationship between AT&T Business Services Group and AT&T Consumer Services Group will be governed by the AT&T Groups policy statement, including the process of fair dealing described under "-- Relationship Between the AT&T Groups -- The AT&T Groups Policy Statement -- General Policy." Although the AT&T Board has no present intention to do so, it may modify, suspend or rescind the policies set forth in the AT&T Groups policy statement, adopt additional policies or make exceptions to existing policies, at any time, without the approval of AT&T shareholders, subject to limitations we describe under "Relationship Between the AT&T Groups -- The AT&T Groups Policy Statement" the AT&T Board's fiduciary duties.

If AT&T Consumer Services Group tracking stock is issued prior to the AT&T Broadband spin-off or if the spin-off does not occur, AT&T will include the business and operations of AT&T Broadband Group.

### STRATEGY

AT&T Consumer Services Group's goal is to maintain a leadership position in the long distance market and develop complementary products and services to maximize cash flow. Key strategic elements include:

Attract and retain high value customers. AT&T Consumer Services Group focuses on acquiring and maintaining high value long distance customers with targeted offers and solicitations. AT&T Consumer Services Group believes that high value customers use AT&T's services more frequently and are more likely to use multiple service offerings such as local toll, calling card, international plans, AT&T WorldNet Service, local services and the AT&T Worldnet High Speed Service. Through the greater utilization of services, high value customers generate greater margins and hasten recuperation of marketing, sales and provisioning expenses.

Increase operating efficiencies and reduce operating costs. AT&T Consumer Services Group seeks to maximize the utilization of its assets and reduce operating costs. In the three year period ended December 31, 2001, aggregate selling, general and administrative expenses have been reduced by over \$1 billion and overall costs and expenses have decreased by nearly \$6 billion. AT&T Consumer Services Group expects it will continue to reduce operating costs associated with AT&T's infrastructure through implementation of various business initiatives and by co-sourcing, outsourcing or other types of arrangements with third parties.

Broaden its service lines. AT&T Consumer Services Group believes it can generate additional revenue by bundling AT&T long distance with other communications services including local services, AT&T WorldNet Services and high-speed data services. By bundling value-added services, AT&T Consumer Services Group believes it will substantially enhance its customers' reliance on its services, improve customer satisfaction and retention levels and increase sales of more profitable services.

In addition, AT&T Consumer Services Group continues to evaluate new growth businesses that would provide additional services complementary to its current suite of product offerings. AT&T Consumer

Services Group believes additional high value product offerings better enable it to attract new customers, migrate existing customers to more profitable product offerings and better satisfy the overall needs of its customers. New product and service offerings are evaluated and implemented in a manner designed to be consistent with AT&T Consumer Services Group's overall goal of maximizing cash flow.

Leverage the AT&T brand to attract new customers. AT&T Consumer Services Group believes that the AT&T brand is very influential in consumers' purchasing decisions and positively impacts consumer awareness of, and confidence in, AT&T Consumer Services Group's products and services, as well as providing for an enhanced ability to cross-sell consumer services with other AT&T services. In addition, AT&T Consumer Services Group believes that its efforts to bundle products and services will help to further strengthen the AT&T brand by providing consumers with exposure to a broader range of AT&T Consumer Services Group's services and an improved overall consumer experience.

Enhance customer satisfaction and loyalty. AT&T Consumer Services Group believes that achieving a high level of customer satisfaction is critical to successfully acquiring new customers and increasing retention of its existing customer base. AT&T Consumer Services Group has historically strived to maintain a high level of customer satisfaction through a portfolio of loyalty programs such as its spot loyalty bonus program, its Continental Airlines rewards program and its UPromise college education savings plan. AT&T Consumer Services Group will continue to focus on improving the customer care experience through various service enhancement initiatives including the introduction of convenience features such as e-payment of bills as well as increasing its portfolio of loyalty plans.

#### INDUSTRY OVERVIEW

The communications services industry continues to change competitively and technologically both domestically and internationally, providing significant complexity and risks to the participants in these markets, particularly those not associated with an incumbent local exchange carrier. In the United States, the Telecommunications Act has had a significant impact on AT&T Consumer Services Group's business by establishing a statutory framework for opening the local service markets to competition and by allowing regional phone companies to provide in-region long distance services bundled with their existing local franchise. In addition, prices for long distance minutes and other basic communications services have declined as a result of competitive pressures, excess capacity as a result of substantial network build-out, the introduction of more efficient networks and advanced technologies, product substitution, and deregulation. In particular, consumer long distance voice usage is declining as a result of substitution of wireless services, Internet access and e-mail/instant messaging services. Competition in the provision of basic communications services to consumers is based more on price and less on other differentiating factors that appeal to the larger business market customers, such as the range of services offered, bundling of products, customer service, and communication quality, reliability and availability.

The consumer long distance market is characterized by rapid deregulation and intense competition among long distance providers, and, more recently, incumbent local exchange carriers. Under the Telecommunications Act, a regional phone company may offer long distance services in a state within its region if the FCC finds, first, that the regional phone company's service territory within the state has been sufficiently opened to local competition, and second, that allowing the regional phone company to provide these services is in the public

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interest. As of April 1, 2002, regional phone companies have received approval to offer long distance in ten states and AT&T expects that regional phone companies will be successful in obtaining approval to offer long distance in the majority of the remaining states by the end of 2002. The incumbent local exchange carriers presently have numerous advantages as a result of their historic monopoly control over local exchanges. While these dynamics are creating downward pressure on stand-alone long distance, new opportunities are being created in the consumer industry, including local, data and bundled offers.

The local voice market is currently dominated by the incumbent local exchange carriers. The Telecommunications Act has established a statutory framework for opening the local service markets to

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competition. AT&T Consumer Services Group has already entered the local voice business in selected markets and expects to expand its presence in this area.

The data services market in the consumer segment is comprised primarily of Internet access, utilizing either dial-up or high speed access technologies, such as DSL and cable modems. Currently, AT&T Consumer Services Group offers products in the narrowband data segment and is conducting trials for products in the broadband data segment. Management believes both narrowband and broadband data services represent substantial revenue growth opportunities for AT&T Consumer Services Group.

### SERVICES AND PRODUCTS

#### LONG DISTANCE

AT&T Consumer Services Group provides interstate and intrastate long distance telecommunications services throughout the continental United States and provides, or joins in providing with other carriers, telecommunications services to and from Alaska, Hawaii, Puerto Rico and the Virgin Islands and international telecommunications services to and from virtually all nations and territories around the world. Consumers can use AT&T Consumer Services Group's domestic and international long distance services through traditional "one plus" dialing of the desired call destination, through dial-up access or through use of AT&T calling cards.

In the continental United States, AT&T Consumer Services Group provides long distance telecommunications services over AT&T Business Services' backbone network.

#### CALLING CARD

AT&T Consumer Services Group provides a vehicle for placing all "away from home" calls. The AT&T calling card can be used to place domestic and international calls in the U.S. and Canada by accessing 1-800CALLATT, 10-10-288 or 0+ the number dialed. Features include purchase limits, geographic restrictions, native language preference, voice messaging and sequence dialing. Customers can place calls over the AT&T network by using any of the following options: AT&T calling cards, local exchange carrier cards and commercial credit cards.

#### TRANSACTION-BASED SERVICES

AT&T Consumer Services Group offers a variety of transaction-based services that are designed to provide customers with an alternative to access long distance services as well as to provide assistance in completing long distance

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communications.

Operator Services. Operator-assisted calling services include traditional collect calls, third party billing, person to person and long distance pay phone service.

Directory Assistance. Directory Assistance is provided to customers both domestically and internationally, with an option to complete the call for a nominal extra charge.

AT&T Direct Services. AT&T Consumer Services Group provides customers with the ability to reach the AT&T network from outside the U.S. By dialing the access code associated with the country of origin, customers can receive all the benefits of AT&T Consumer Services Group's calling card and operator-assisted calling services.

AT&T True Messages. AT&T True Messages is a voice store and forward service. Using this service, callers can record a message in their own voice and have it delivered to a telephone number that they called or they can access AT&T True Messages directly and send a message.

Accessible Communication Service. AT&T Consumer Services Group provides Telecommunications Relay Service for the deaf and hearing-impaired and speech-impaired customers to help them communicate with anyone in the world on the phone.

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1-800CALLATT (Collect). 1-800CALLATT for collect calls continues to be AT&T Consumer Services Group's lead discounted collect calling offer in the operator services portfolio. 1-800CALLATT is a domestic, automated, flat-rate collect calling service. The service is targeted at price conscious consumers and advertised nationally through multiple media channels. Optional collect messaging capabilities exist as well.

AT&T PrePaid Card. AT&T PrePaid cards provide local, long distance and international calls charged to an AT&T PrePaid card account maintained on AT&T's PrePaid platform. The AT&T PrePaid card service is available 24 hours a day, 7 days a week. Currently, AT&T PrePaid cards are available in over 60,000 retail locations of various types including grocery, drug, convenience, mass merchandise, wholesale clubs, electronics/office and military/government. More than half of AT&T's prepaid card sales in 2001 were to a single retail account under an agreement with a one-term term.

10-10-345. 10-10-345 is a non-AT&T-branded dial-around service that allows customers an alternative way to make a long distance call. The service is targeted at price-sensitive dial-around and other common carriers' users completing domestic and/or international calls from home. When customers dial 10-10-345, they pay a competitive per-minute rate, 24 hours a day, 7 days a week with a minimal surcharge per call. Charges made for calls using 10-10-345 are billed through the local exchange carrier.

### AT&T DSL SERVICE

AT&T Consumer Services Group is currently developing and market testing an offer that bundles AT&T long distance with local services, using incumbent local exchange carrier network combinations, AT&T Worldnet Services and high-speed Internet access services, which AT&T Consumer Services Group delivers using DSL technology. The DSL Service would broaden AT&T Consumer Services Group's franchise from long distance to a portfolio of voice, Internet, high speed data, e-mail and messaging. In addition, AT&T Consumer Services Group would offer

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competitively priced local and long distance packages to customers with features such as voice mail and call waiting.

The DSL Service is provided over traditional telephone "twisted pair" copper lines leased from local exchange carriers. Using electronics attached to a typical telephone line both at the customer premises (through a modem) and at a point in the AT&T network, the DSL Service provides customers with a continuous connection to the Internet, featuring AT&T Worldnet Service. The typical residential offering would feature connection speeds up to 12 times faster than 56k modem technology.

### COMBINED LOCAL AND LONG DISTANCE

AT&T Consumer Services Group offers, as of April 1, 2002, customers combined local, via unbundled network elements platform, and long distance service in New York, Texas, Michigan and Georgia. AT&T Consumer Services Group handles all aspects of the phone service for the customer, including ordering, customer service, billing and inside wiring. AT&T Consumer Services Group also offers many of the same local calling features as the incumbent local exchange carriers, such as call waiting and caller ID.

### AT&T WORLDNET SERVICE

AT&T offers dial-up Internet access to consumers through its AT&T WorldNet Service, a leading provider of Internet access service in the United States. AT&T WorldNet Service currently has dial-up subscribers that use IP communication services within the AT&T WorldNet Service offer, such as e-mail, calendar and alerting. AT&T Consumer Services Group's objective is to increase usage by the long distance customer base of AT&T Consumer Services Group's IP-based services and then migrate those customers to more advanced IP-based services, such as voice mail.

### MARKETING, SALES AND CUSTOMER CARE

AT&T Consumer Services Group develops customer awareness through its marketing and promotion efforts. AT&T Consumer Services Group markets its products and services to a broad spectrum of

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customers seeking to communicate locally or globally. AT&T Consumer Services Group markets under the AT&T brand, with the exception of its 10-10-345 service and certain prepaid card offerings, and strives to provide superior customer care. AT&T Consumer Services Group extensively utilizes direct marketing channels, including the Internet, direct mail, mass media, probe and transfer, and outbound telemarketing to communicate with its existing customer base as well as to market to prospective customers regarding the breadth of services available to them. AT&T Consumer Services Group's marketing efforts focus on offering its services to its customers based on their needs. These efforts involve the selling of stand-alone services, such as long distance, local and AT&T WorldNet Service, as well as bundled service offerings including long distance/AT&T WorldNet Service, long distance/local, and long distance/calling card.

AT&T Consumer Services Group relies on an integrated sales and service team to solicit and handle customer contact opportunities. The customer care centers consist of a network of internal and external vendors. The breadth of support provided by the centers ranges from universal sales and service to specialized services based on functional area or customer needs. AT&T Consumer Services Group generally pays its vendors based on a contracted hourly rate and some on a pay-for-performance scale methodology. AT&T Consumer Services Group has 22



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service centers, of which ten are operated by AT&T and 12 are outsourced to outside vendors. These service centers handle 9 million calls per month in 12 different languages.

AT&T Consumer Services Group also has begun to implement various initiatives aimed at improving the overall quality of its sales channels as well as lowering its costs of adding new subscribers. Recent initiatives targeted at reducing costs and enhancing channel efficiencies have included the expansion of AT&T Consumer Services Group's on-line capacity and capabilities, including billing, sales and service, and the increased use of interactive voice response technology.

AT&T Consumer Services Group is pursuing an e-enabling strategy designed to create a more convenient, interactive relationship with the consumer, while streamlining its existing processes and reducing the costs of providing services. AT&T Consumer Services Group's electronic consumer strategy embodies the entire business process from advertising and marketing through sales, ordering, billing, fulfillment, customer service, and after-sales support. AT&T Consumer Services Group is supplying a range of product information, bill management utilities and customer care capabilities designed to attract and retain its most valuable customers. AT&T Consumer Services Group's on-line billing infrastructure enables customers to view, sort, adjust, investigate and resolve questions regarding their billing statements. To further the relationship with specific customer segments, AT&T Consumer Services Group provides access to information in five languages other than English. These transactions are designed to increase consumer satisfaction by providing a new level of control and, in many cases, reduce time-consuming contacts with AT&T Consumer Services Group's care and sales channels.

In January 2002, AT&T entered into a five-year agreement with Accenture Ltd., for Accenture to provide management, new technology and training for AT&T Consumer Services Group. Under the terms of the agreement, Accenture will be responsible for providing new technology development and ongoing management direction to improve AT&T Consumer Services Group's customer care operations, with goals of reducing costs, raising productivity, and improving sales and customer service. AT&T Consumer Services Group will continue to develop and implement its overall business and marketing strategies and new product offerings.

### CUSTOMER OFFERS

AT&T Consumer Services Group offers long distance customers a family of calling plans. These calling plans are simple and are consistently offered on the web and over the telephone. Further, these plans offer customers a broad choice of price points designed to meet their needs. Currently, there are two leading long distance offers. The first is the AT&T One Rate 7 cents Plan. For a monthly plan fee of \$3.95, customers pay 7 cents per minute for direct dialed state-to-state long distance calls from home, at all times. The second is AT&T Unlimited, which offers AT&T residential long distance subscribers unlimited intraLATA and interLATA long distance calls from home to all other AT&T residential long distance

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customers served by Consumer Services in the United States for \$19.95 per month. All other domestic direct-dialed calls under this plan are priced at 7 cents per minute.

AT&T Consumer Services Group also offers various reward and partnership programs for higher spending long distance customers. For example, customers enrolled in AT&T rewards receive redemption options every six months based on their long distance spending. AT&T Consumer Services Group relationships with

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companies such as Continental Airlines, Inc., Starwood Hotels & Resorts Worldwide Inc. and Cablevision, among others, provide customers with options ranging from airline miles to hotel nights to premium cable channel upgrades. Recently, market research has indicated consumer interest in college investment funds. Through an agreement announced in January 2001 with UPromise Inc., a customer can receive a contribution equal to 4% of the cost of residential long distance calls made into a UPromise savings account to be used for college education. Consumers can also invite family and friends to participate in collectively building the UPromise savings account.

AT&T WorldNet Service seeks to build brand recognition and customer loyalty and to make it easy for consumers to remain with AT&T WorldNet Service. In addition to direct marketing through brand name mass advertising, direct mail and magazine insert promotions and bundling offers, AT&T WorldNet Service maintains a large indirect channel marketing effort. Through this indirect channel, AT&T WorldNet Service software is bundled in new computers produced by major manufacturers and is included in millions of copies of software titles published by independent software vendors. AT&T WorldNet Service also has a co-branded ISP offer that enables businesses to offer customers their own branded, full-featured Internet access in affiliation with AT&T. AT&T WorldNet Service currently offers AT&T WorldNet Service Plus for \$16.95 per month, which includes 150 hours of monthly usage (with additional hours billed at \$.99/hour), video e-mail, and live technical support.

### RATES AND BILLING

AT&T Consumer Services Group generally continues to charge long distance customers for jurisdictionally intrastate services based on applicable tariffs filed with various individual states. However, effective as of August 1, 2001, the rates for state-to-state and international calls are now generally set by contract rather than by FCC tariffs as a result of an FCC de-tariffing order. Customers select different services and various rate plans, which determine the monthly or per minute price that customers pay on their long distance calls. Per minute rates typically vary based on a variety of factors, particularly the volume of usage and the day and time that calls are made.

AT&T Consumer Services Group long distance charges may include fees per minute for transporting a call, per call or per minute surcharges, monthly recurring charges, minimums and price structures that offer a fixed number of minutes each month for a specific price and price structure that offer unlimited calling to certain numbers for a monthly fee. The fees per minute for transporting a call may vary by time of day or length of call and by whether the call is domestic or international. Within the United States, in-state rates may vary from interstate rates. These rate structures apply to customer dialed calls, calling card calls, directory assistance calls, operator-assisted calls and certain miscellaneous services. Customers also may be assessed a percentage of revenue, or a fixed monthly fee, to satisfy AT&T Consumer Services Group's obligations to recover U.S. federal- and state-mandated assessments and access surcharges.

Customers for combined long distance and local services are charged a flat rate per month for local service and usage fees and/or monthly charges for long distance. AT&T Worldnet Service offers a variety of pricing plan options. Generally, customers are charged a flat rate for a certain number of hours with charges for each additional hour of usage. AT&T Worldnet Service also offers a plan without a usage restriction. The AT&T Worldnet High Speed Service will offer integrated high speed data combined with comprehensive voice services for one flat rate each month, generally billed electronically to a credit card or through electronic funds transfers.

AT&T Consumer Services Group generally provides billing via traditional paper copy or on-line billing. The traditional paper bills provide call details

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for calls that are separately charged and are sent directly by AT&T or indirectly through local exchange carriers. An additional fee is charged for customers

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receiving their bills through local exchange carriers. In the case of on-line billing, the charges are billed to a credit card or directly debited from a checking account; call details for toll charges are available via the AT&T website.

### COMPETITION

Competition in communications services is based on price and pricing plans, types of services offered, customer service, access to customer premises and communications quality, reliability and availability. AT&T Consumer Services Group's principal competitors include the MCI Group of Worldcom, Inc., Sprint Corporation and regional phone companies. AT&T also experiences significant competition in long distance from dial-around resellers. In addition, long distance telecommunications providers have been facing competition from non-traditional sources, including as a result of technological substitutions, such as Internet telephony, high speed cable Internet service, e-mail and wireless services. Providers of competitive high-speed data offerings include cable television companies, direct broadcast satellite companies and DSL resellers.

Incumbent local exchange carriers own the only universal telephone connection to the home, have very substantial capital and other resources, long-standing customer relationships and extensive existing facilities and network rights-of-way, and are AT&T Consumer Services Group's primary competitors in the local services market. In addition, it is anticipated that a number of long distance telecommunication, wireless and cable service providers and others have entered or will enter the local services market in competition with AT&T Consumer Services Group. Some of these potential competitors have substantial financial and other resources. AT&T Consumer Services Group also competes in the local services market with a number of competitive local exchange carriers, a few of which have existing local networks and significant financial resources. See "Summary and Overview of the Transactions -- Risk Factors -- Risk Factors Relating to AT&T Consumer Services Group and AT&T Business Services Group -- AT&T Consumer Services Group and AT&T Business Services Group face substantial competition that may materially adversely impact both market share and margins."

AT&T Consumer Services Group currently faces significant competition and expects that the level of competition will continue to increase. As competitive, regulatory and technological changes occur, including those occasioned by the Telecommunications Act described under "-- Legislative and Regulatory Developments -- Telecommunications Act of 1996," AT&T Consumer Services Group anticipates that new and different competitors will enter and expand their position in the communications services markets. These will include regional phone company competitors in existing states and new states plus entrants from other segments of the communications and information services industry or global competitors seeking to expand their market opportunities. Many of these new competitors are likely to enter with a strong market presence, well-recognized names and pre-existing direct customer relationships.

The Telecommunications Act already has affected the competitive environment. Anticipating changes in the industry, non-regional phone company local exchange carriers, which are not required to implement the Telecommunications Act's competitive checklist prior to offering long distance in their home markets, have integrated their local service offerings with long distance offerings in advance of AT&T Consumer Services Group offering combined

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local and long distance service in these areas, adversely affecting AT&T Consumer Services Group's revenues and earnings in these service regions.

In addition, the Telecommunications Act permits regional phone companies to provide in-region interLATA interexchange services after demonstrating to the FCC that providing these services is in the public interest and satisfying the conditions for developing local competition established by the Telecommunications Act. See "-- Legislative and Regulatory Developments -- Telecommunications Act of 1996." Regional phone companies have petitioned the FCC for permission to provide interLATA interexchange services in one or more states within their home markets. In December 1999, Verizon became the first regional phone company to obtain approval to provide long distance in a state within its home territory, in New York. Petitions have been granted to regional phone companies with respect to ten

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states prior to April 1, 2002. AT&T expects that regional phone companies will be successful in obtaining approval to offer long distance in the majority of the remaining states by the end of 2002.

To the extent that regional phone companies obtain in-region interLATA authority before the Telecommunications Act's checklist of conditions have been fully or satisfactorily implemented and adequate facilities-based local exchange competition exists, or before there is an ability to resell at fair and competitive rates there is a substantial risk that AT&T Consumer Services Group and other interexchange service providers, will be at a disadvantage to regional phone companies in providing both local service and combined service packages. Because it is widely anticipated that substantial numbers of long distance customers will seek to purchase local, interexchange and other services from a single carrier as part of a combined or full service package, any competitive disadvantage, inability to profitably provide local service at competitive rates or delays or limitations in providing local service or combined service packages could materially adversely affect AT&T Consumer Services Group's future revenue and earnings. In any event, the simultaneous entrance of numerous new competitors for interexchange and combined service packages is likely to materially adversely affect AT&T Consumer Services Group's future long distance revenue and could affect materially adversely future earnings.

In addition to the matters referred to above, various other factors, including technological hurdles, market acceptance, start-up and ongoing costs associated with the provision of new services and local conditions and obstacles, could materially adversely affect the timing and success of AT&T Consumer Services Group's entrance into the local exchange services market and AT&T Consumer Services Group's ability to offer combined service packages that include local service.

### EMPLOYEES

At December 31, 2001, AT&T Consumer Services Group employed approximately 13,800 individuals in its operations, virtually all of whom are located in the United States. About 75% of the domestically located employees of AT&T Consumer Services Group are represented by unions. Of those represented by unions, about 96% are represented by the Communications Workers of America and about 4% are represented by the International Brotherhood of Electrical Workers, both of which are affiliated with the AFL-CIO. Labor agreements with most of these unions extend through May 2002.

### LEGAL PROCEEDINGS

In the normal course of business, AT&T Consumer Services Group is subject

to proceedings, lawsuits and other claims, including proceedings under government laws and regulations related to environmental and other matters. Such matters are subject to many uncertainties and outcomes are not predictable with assurance. Consequently, AT&T Consumer Services Group is unable to ascertain the ultimate aggregate amount of monetary liability or financial impact with respect to these matters at December 31, 2001. While these matters could affect operating results of any one quarter when resolved in future periods, it is management's opinion that after final disposition, any monetary liability or financial impact to AT&T Consumer Services Group beyond that provided for at year-end would not be material to AT&T Consumer Services Group's annual combined financial statements.

For additional information on legal proceedings, please see the discussion on legal proceedings under "Legal Proceedings" contained in AT&T's Annual Report on Form 10-K, as amended, for the year ended December 31, 2001, which is incorporated by reference in this document. See "Additional Information for Shareholders -- Where You Can Find More Information."

#### LEGISLATIVE AND REGULATORY DEVELOPMENTS

Telecommunications Act of 1996. In February 1996, the Telecommunications Act became law. The Telecommunications Act, among other things, was designed to foster local exchange competition by establishing a regulatory framework to govern new competitive entry in local and long distance telecommunications services. The Telecommunications Act permits a regional phone company to provide interexchange services originating in any state in its region after it demonstrates to the FCC that this

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provision is in the public interest and it satisfies the conditions for developing local competition established by the Telecommunications Act.

In August 1996, the FCC adopted rules and regulations, including pricing rules, to implement the local competition provisions of the Telecommunications Act, including with respect to the terms and conditions of interconnection with local exchange carrier networks and the standards governing the purchase of unbundled network elements and wholesale services from local exchange carriers. These rules and regulations rely on state public utility commissions, or PUCs, to develop the specific rates and procedures applicable to particular states within the framework prescribed by the FCC.

On July 18, 1997, the Eighth Circuit Court of Appeals issued a decision holding that the FCC lacked authority to establish pricing rules to implement the sections of the local competition provisions of the Telecommunications Act applicable to interconnection with incumbent local exchange carrier networks and the purchase of unbundled network elements and wholesale services from incumbent local exchange carriers. Accordingly, the Eighth Circuit Court of Appeals vacated the rules that the FCC had adopted in August 1996, and that had been stayed by the Court since September 1996. On October 14, 1997, the Eighth Circuit Court of Appeals vacated an FCC rule that prohibited incumbent local exchange carriers from separating network elements that are combined in an incumbent local exchange carrier's network, except at the request of the competitor purchasing the elements. This decision increased the difficulty and cost of providing competitive local service through the use of unbundled network elements purchased from incumbent local exchange carriers.

On January 25, 1999, the Supreme Court issued a decision reversing the Eighth Circuit Court of Appeals' holding that the FCC lacks jurisdiction to establish pricing rules applicable to interconnection and the purchase of unbundled network elements, and the Eighth Circuit Court of Appeals' decision to vacate the FCC's rule prohibiting incumbent local exchange carriers from

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separating network elements that are combined in an incumbent local exchange carrier's network. The effect of the Supreme Court's decision was to reinstate the FCC's rules governing pricing and the separation of unbundled network elements. The pricing issues were then remanded to the Eighth Circuit Court of Appeals to consider the incumbent local exchange carriers' claims that, although the FCC has jurisdiction to adopt pricing rules, the rules it adopted are not consistent with the applicable provisions of the Telecommunications Act. The Supreme Court also vacated the FCC's rule identifying and defining the unbundled network elements that incumbent local exchange carriers are required to make available to new entrants, and directed the FCC to reexamine this issue in light of the standards mandated by the Telecommunications Act.

In response to the Supreme Court's decision, in November 1999, the FCC completed its reexamination of, and released an order identifying and defining, the unbundled network elements that incumbent local exchange carriers are required to make available to new entrants. That order re-adopted the original list of elements, with certain limited exceptions. An association of incumbent local exchange carriers has appealed the FCC's order to the District of Columbia Circuit Court of Appeals, and has asked this Court to hear the appeal on an expedited basis. A number of parties, including AT&T and other incumbent local exchange carriers, have petitioned the FCC to reconsider and/or clarify its order. The FCC has moved to hold the appeal in abeyance pending its disposition of the reconsideration petitions. In addition, in December 2001 the FCC opened a proceeding in which it proposes to review the availability of unbundled network elements based on current market conditions. The FCC has proposed to respond to issues raised in the earlier reconsideration petitions in this new docket.

In July 2000, the Eighth Circuit Court of Appeals issued a decision addressing the incumbent local exchange carriers' claims that the FCC's pricing rules are not consistent with the applicable provisions of the Telecommunications Act. It rejected the incumbent local exchange carriers' claims that the prices for network elements must be based on their "historical costs" rather than, as the FCC had held, their "forward-looking" costs. It also held, however, that the FCC rule providing that forward-looking costs should be calculated on the basis of the cost of the most efficient alternatives was contrary to the Telecommunications Act. The Eighth Circuit Court of Appeals then stayed this ruling to enable the

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parties to seek review before the Supreme Court, so the FCC's rules remain in effect until the Supreme Court decides the case. The Supreme Court agreed to review the Eighth Circuit Court of Appeals' decision, and a decision by the Supreme Court is anticipated by the end of June 2002. The Supreme Court will be considering the claims of AT&T, the FCC and others that the Eighth Circuit Court of Appeals erred by invalidating the FCC rule, and the claim by the incumbent local exchange carriers that the Eighth Circuit Court of Appeals erred by not requiring prices to be based on their historical cost. The Supreme Court is also considering the Eighth Circuit's decision that incumbent local exchange carriers are not required to provide competitors with "new" combinations of unbundled network elements.

The Eighth Circuit Court of Appeals also invalidated the FCC's rules setting the pricing methodology for resold local services. That aspect of its decision was not stayed and will not be reviewed by the Supreme Court. The effect of the most recent decision by the Eighth Circuit Court of Appeals is to increase the risks, costs, difficulties, and uncertainty of entering local markets through using the incumbent local exchange carriers' facilities and services.

In addition, the United States House of Representatives has passed

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legislation that would permit the regional phone companies to provide certain long distance services without satisfying the Telecommunications Act's checklist of conditions and also would substantially reduce the regional phone companies' obligations to provide AT&T Consumer Services Group and other local competitors with the facilities needed to provide competitive local services, particularly high speed data services. The prospects that the United States Senate will pass such legislation remain uncertain. The FCC also opened a proceeding in February 2002 that could limit the obligations of the regional phone companies to provide AT&T Consumer Services Group and other local competitors with access to facilities needed to provide high speed data services. This proceeding, and the other FCC proceedings referenced above could also reduce the regional phone companies obligations to provide facilities to AT&T Consumer Services Group and other local competitors, and could accelerate the regional phone companies' ability to provide long distance services.

In view of the proceedings pending before the Supreme Court, the District of Columbia Circuit Court of Appeals, the FCC and state PUCs and possible legislation, there can be no assurance that the prices and other conditions established in each state will provide for effective local service entry and competition or provide AT&T Consumer Services Group with new market opportunities.

Regulation of Rates. AT&T Consumer Services Group is subject to the jurisdiction of the FCC with respect to interstate and international rates, lines and services, and other matters. From July 1989 to October 1995, the FCC regulated AT&T Consumer Services Group under a system known as "price caps" whereby AT&T Consumer Services Group's prices, rather than its earnings, were limited. On October 12, 1995, recognizing a decade of enormous change in the long distance market and finding that AT&T lacked market power in the interstate long distance market, the FCC reclassified AT&T as a "non-dominant" carrier for its domestic interstate services. Subsequently, the FCC determined that AT&T Consumer Services Group's international services were also non-dominant. As a result, AT&T Consumer Services Group became subject to the same regulations as its long distance competitors for these services. Thus, AT&T Consumer Services Group was no longer subject to price cap regulation for these services, was able to file tariffs that are presumed lawful on one day's notice, and was free of other regulations and reporting requirements that apply only to dominant carriers.

In subsequent orders, the FCC decided to exercise its authority to forbear from requiring non-dominant carriers to file tariffs for their services; first for domestic interstate services and then for international services. As a result, non-dominant carriers, including AT&T Consumer Services Group, have implemented mechanisms other than tariffs to establish the terms and conditions that apply both to domestic, interstate telecommunications services and international services, effective August 1, 2001. Accordingly these mechanisms apply to virtually all of AT&T Consumer Services Group's interstate and international telecommunications services.

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In May 1997, the FCC adopted orders relating to price caps, access reform and universal service that substantially revised the level and structure of access charges that AT&T Consumer Services Group, as a long distance carrier, pays to incumbent local exchange carriers. Under the price cap order, local exchange carriers were required to reduce their price cap indices by 6.5% annually, less an adjustment for inflation, which has resulted in significant reductions in access charges that long distance companies pay to local exchange carriers. The access reform order permitted increased flat-rate assessments to multiline business customers and to residential customers other than for the primary telephone line. AT&T Consumer Services Group has agreed to pass through

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to consumers any savings to AT&T Consumer Services Group as a result of these access charge reforms. Consequently, AT&T Consumer Services Group's results after June 1997 reflect lower revenue per minute of usage and lower access and other interconnection costs per minute of usage.

In May 2000, the FCC adopted the CALLS order for the price cap local exchange carriers, which made additional significant access and price cap changes. The CALLS order reduced by \$3.2 billion during 2000 the interstate access charges that AT&T Consumer Services Group and other long distance carriers paid to these local exchange carriers for access to their networks, and established target access rates for the long distance carriers companies, which, over the next two years, will result in further reductions, albeit of a much smaller magnitude. Once the target rates are reached, the annual price reductions required by the price cap order no longer apply. In addition, the CALLS order removed implicit subsidies from access charges and converted them into an explicit, portable subsidy administered as part of the universal service program described below. Also, under the CALLS order, the caps on certain line-based costs that do not vary with usage have been increased so that these costs increasingly are recovered from end user customers. These restructurings allowed the reduction in access charges assessed on long distance carriers on a usage basis. As part of the CALLS order, AT&T Consumer Services Group agreed to pass through to customers access charge reductions over the five-year life of the CALLS order and made certain other commitments regarding the rate structure of certain residential long distance offerings. The FCC CALLS order was recently reversed and remanded in part, and is the subject of ongoing remand proceedings before the FCC.

Under the August 1999 local exchange carrier pricing flexibility order, which was affirmed by the District of Columbia Circuit Court of Appeals in February 2001, the FCC established certain triggers that enable the price cap local exchange carriers to obtain pricing flexibility for their interstate access services, including Phase II relief that permits them to remove these services from price cap regulation. Although these triggers purportedly indicate a competitive presence, they may allow for premature deregulation that could force access rates upwards.

Finally, in the universal service order, the FCC adopted a new mechanism for funding universal service, which includes programs that defray the costs of telephone service in high-cost areas, for low-income consumers, and for schools, libraries and rural health care providers. Specifically, the FCC expanded the set of carriers that must contribute to support universal service from solely long distance carriers to all carriers, including local exchange carriers, that provide interstate telecommunications services. Similarly, the set of carriers eligible for the universal service support has been expanded from only local exchange carriers to any eligible carrier providing local service to a customer, including AT&T Consumer Services Group as a new entrant in local markets. The universal service order also adopted measures to provide discounts on telecommunications services, Internet access and inside wiring for eligible schools and libraries and on telecommunications services only for rural health care providers. The mechanism used to collect universal service contributions relies on historical revenues, which disproportionately shifts the burden of these programs to carriers that are losing market share, like AT&T in the long distance market, to carriers that are growing market share. The FCC is currently considering reform of this mechanism.

AT&T Consumer Services Group remains subject to the statutory requirements of Title II of the Communications Act of 1934, as amended. AT&T Consumer Services Group must offer service under rates, terms and conditions that are just, reasonable and not unreasonably discriminatory. It also is subject



to the FCC's complaint process, and it must give notice to the FCC and affected customers prior to discontinuance, reduction or impairment of service.

In addition to the matters described above with respect to the Telecommunications Act, PUCs or similar authorities having regulatory power over intrastate rates, lines and services and other matters regulate AT&T Consumer Services Group's local and intrastate communications services. The system of regulation applied to AT&T Consumer Services Group's intrastate and local communications services varies from state to state and generally includes various forms of pricing flexibility rules. AT&T Consumer Services Group's services are not regulated in the states through rate of return regulation.

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AT&T CONSUMER SERVICES GROUP  
(AN INTEGRATED BUSINESS OF AT&T)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

To understand and place in context AT&T Consumer Services Group Management's Discussion and Analysis, we urge you to read the AT&T Corp. Management's Discussion and Analysis on page .

OVERVIEW

AT&T Consumer Services Group is an integrated business of AT&T and is not a stand-alone entity. The combined financial statements included herein reflect the results of the proposed AT&T Consumer Services Group tracking stock. Separate financial statements are not required to be filed for tracking stocks. However, AT&T Consumer Services Group has provided the financial statements as an exhibit to this document to provide additional disclosures to investors to allow them to assess the financial performance of AT&T Consumer Services Group. Presenting separate financial statements for AT&T Consumer Services Group does not indicate that AT&T has changed title to any assets or responsibility for any liabilities, and does not purport to affect the rights of any of AT&T's creditors. Holders of AT&T Consumer Services Group tracking stock do not have claims against the assets of AT&T Consumer Services Group. Instead, AT&T Consumer Services Group shareholders own a separate class of AT&T common stock that is intended to reflect the financial performance and economic value of AT&T's consumer services businesses. Since the tracking stocks are governed by a common board of directors, AT&T's board of directors could make operational and financial decisions or implement policies that affect disproportionately the businesses of any group. For example, AT&T's board of directors may decide to transfer funds or to reallocate assets, liabilities, revenue, expenses and cash flows among groups, without the consent of shareholders. All actions by the board of directors are subject to the board members' fiduciary duties to all shareholders of AT&T as a group, not just to holders of a particular class of tracking stock, and to AT&T's charter, policy statements, by-laws and inter-company agreements.

AT&T's board of directors may change or supplement the policies set forth in the tracking stock policy statements and AT&T's by-laws at the sole discretion of AT&T's board of directors, subject to the provisions of any inter-group agreement but without approval of AT&T's shareholders. In addition, the fact that AT&T has separate classes of common stock could give rise to occasions when the interests of the holders of the various classes of stock

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diverge, conflict or appear to diverge or conflict. AT&T's board of directors would make any change or addition to the policies set forth in the tracking stock policy statements or AT&T's by-laws, and would respond to any actual or apparent divergence of interest among AT&T's groups, in a manner consistent with its fiduciary duties to AT&T and all of AT&T's shareholders after giving consideration to the potentially divergent interests and all other relevant interests of the holders of the separate classes of AT&T shares.

YOU SHOULD CONSIDER THAT AS A RESULT OF THE FLEXIBILITY PROVIDED TO THE AT&T BOARD, IT MAY BE DIFFICULT FOR INVESTORS TO ASSESS THE FUTURE PROSPECTS OF A TRACKING STOCK GROUP BASED ON THAT GROUP'S PAST PERFORMANCE.

AT&T Consumer Services Group is a leading provider of domestic and international long distance and transaction based services to residential consumers in the United States with approximately 60 million customer relationships. AT&T Consumer Services Group provides interstate and intrastate long distance communications services throughout the continental United States and provides, or joins in providing with other carriers, communications services to and from Alaska, Hawaii, Puerto Rico and the Virgin Islands and international communications services to and from virtually all nations and territories around the world.

AT&T Consumer Services Group provides a broad range of communications services to consumers individually and in combination with other services, including: inbound and outbound domestic and international long distance through the traditional "one plus" dialing of the desired call destination; local

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toll calling; transaction-based long distance services such as calling cards and prepaid phone cards; local calling through unbundled network elements platform service offers; and dial-up Internet service through AT&T WorldNet Service.

On October 25, 2000, AT&T announced a restructuring plan designed to fully separate or issue separately tracked stocks intended to reflect the financial performance and economic value of each of AT&T's four major operating units. On December 19, 2001, AT&T reaffirmed its commitment to creating a tracking stock designed to reflect the financial performance and economic value of AT&T Consumer Services Group, which is expected to be distributed to AT&T shareowners following shareowner approval. AT&T has not yet determined the timing of the distribution, which may be made within a year of shareowner approval or may be made thereafter, depending on market conditions. Additionally, the AT&T board of directors could decide not to proceed with the distribution of the tracking stock, or could proceed at a time or in a manner different from its current intentions.

Debt has been allocated to AT&T Consumer Services Group based on AT&T's future view of AT&T's debt position after taking into account the significant deleveraging activities of AT&T Corp. This allocation took into account the following factors: prospective financing requirements, working capital and capital expenditure requirements, equity issuance and comparable company profiles. Changes in historical debt levels are based, in general, on historical cash flows generated by AT&T Consumer Services Group in relation to total AT&T. Such cash flows include acquisitions, dividend payments, capital expenditures and cash flows from operations. For purposes of this allocation, certain "corporate" activities were deemed to be partially funded by this entity by contributing proceeds to the parent for these activities. These activities included the repurchase of common shares by AT&T and cash payments associated with the TCI merger and the MediaOne acquisition. The interest expense on the

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allocated debt was calculated based on a rate intended to be equivalent to the rate AT&T Consumer Services Group would have received if it were a stand-alone entity. Long term debt due to AT&T matures in 2004, however, AT&T Consumer Services Group has the option to repay this debt prior to its stated maturity. Due to the expected positive operating cash flow of AT&T Consumer Services Group, the level of debt of AT&T Consumer Services Group in the future is expected to be significantly lower than the level at December 31, 2001.

### CRITICAL ACCOUNTING POLICIES, ESTIMATES AND JUDGMENTS

AT&T Consumer Services Group's financial statements are prepared in accordance with accounting principles that are generally accepted in the United States. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses as well as the disclosure of contingent assets and liabilities. Management continually evaluates its estimates and judgments including those related to revenue recognition, allowances for doubtful accounts, useful lives of property, plant and equipment, internal-use software and intangible assets, and income taxes. Management bases its estimates and judgments on historical experience and other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. AT&T Consumer Services Group believes that of its significant accounting policies, the following may involve a higher degree of judgment or complexity:

Revenue recognition -- AT&T Consumer Services Group only records revenue for transactions which are considered to be part of its central, ongoing operations. AT&T Consumer Services Group recognizes long distance and local voice services revenue based upon minutes of traffic processed or contracted fee schedules, including sales of prepaid calling cards. Customer activation fees, along with the related costs up to but not exceeding the revenue, are deferred and amortized over the customer relationship period.

Allowances for doubtful accounts -- AT&T Consumer Services Group maintains allowances for doubtful accounts for estimated losses which result from the inability of its customers to make required payments. AT&T Consumer Services Group bases its allowances on the likelihood of recoverability of accounts receivable based on past experience and taking into account current collection trends that are expected to continue. If economic or specific industry trends worsen beyond

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its estimates, AT&T Consumer Services Group would increase its allowances for doubtful accounts by recording additional expense. Accounts receivable are fully reserved for when past due 180 days or more.

Estimated useful lives of property, plant and equipment, internal-use software and intangible assets -- AT&T Consumer Services Group estimates the useful lives of property, plant and equipment, internal-use software and intangible assets in order to determine the amount of depreciation and amortization expense to be recorded during any reporting period. The useful lives are estimated at the time the asset is acquired and are based on historical experience with similar assets as well as taking into account anticipated technological or other changes. If technological changes were to occur more rapidly than anticipated or in a different form than anticipated, the useful lives assigned to these assets may need to be shortened, resulting in the recognition of increased depreciation and amortization expense in future periods. Alternatively, these types of technological changes could result in the recognition of an impairment

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charge to reflect the write-down in value of the asset. AT&T Consumer Services Group reviews these types of assets for impairment annually, or when events or circumstances indicate that the carrying amount may be not be recoverable over the remaining lives of the assets. In assessing impairments, AT&T Consumer Services Group uses cash flows which take into account management's estimates of future operations. Beginning January 1, 2002, in accordance with the provisions of Statement of Financial Accounting Standard (SFAS) No. 142, "Goodwill and Other Intangible Assets," AT&T Consumer Services Group will no longer amortize goodwill, but will test this asset at least annually for impairment.

Income taxes -- Consolidated income tax provision, related tax payments or refunds, and deferred tax balances of AT&T have been allocated to AT&T Consumer Services Group based principally on the taxable income and tax credits directly attributable to AT&T Consumer Services Group, essentially a stand-alone presentation. AT&T Consumer Services Group records deferred tax assets and liabilities using enacted tax rates for the effect of temporary differences between the book and tax bases of assets and liabilities. If enacted tax rates changed AT&T Consumer Services Group would adjust its deferred tax assets and liabilities, through the provision for income taxes in the period of change, to reflect the enacted tax rate expected to be in effect when the deferred tax items reverse. A one percentage point change in the enacted tax rates would increase or decrease net income by approximately \$5 million.

### COMBINED RESULTS OF OPERATIONS

The comparison of 2001 results with 2000 was impacted by events that occurred during these two periods. For example, effective July 1, 2000, the FCC eliminated Primary Interexchange Carrier Charges, or per-line charges, that AT&T Consumer Services Group pays for residential and single-line businesses. The elimination of these per-line charges resulted in lower access expense, as well as lower revenue, since AT&T Consumer Services Group has historically billed its customers for these charges.

The comparison of 2000 results with 1999 was impacted by events that occurred during these two years. For example, on January 5, 2000, AT&T launched Concert, its global joint venture with BT. AT&T contributed all of its international cross-border network facilities, the economic value of approximately 270 AT&T Business Services Group multinational customers specifically targeted for direct sales by Concert and substantially all international traffic of AT&T Consumer Services Group. As a result, AT&T Consumer Services Group's 2000 results do not include the revenue and expenses associated with international traffic contributed to Concert.

On October 16, 2001, AT&T and BT announced that they had reached binding agreements to unwind Concert. Under the Concert dissolution agreement with BT, AT&T will reclaim customer contracts and assets that were initially contributed to the venture, including international transport facilities and gateway assets. The unwind of Concert closed on April 1, 2002.

In addition, comparison of 2000 results with 1999 was impacted by the elimination of Primary Interexchange Carrier Charges.

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	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	(DOLLARS IN MILLIONS)		
Revenue.....	\$15,079	\$18,894	\$21,753

AT&T Consumer Services Group revenue declined 20.2%, or \$3,815 million, in 2001 compared with 2000. The decline was primarily due to an approximate \$3,680 million decline in traditional voice services, such as domestic and international dial services (long distance calls where the number "1" is dialed before the call), and domestic calling card services. The traditional voice services were negatively impacted by an acceleration of wireless and e-mail product substitution, and the impact of ongoing competition which has led to a loss of market share. In addition, the continued migration of customers to lower-priced products and optional calling plans has also negatively impacted revenue. As a result of the acceleration of substitution and competition, calling volumes declined at a low double-digit percentage rate in 2001. The revenue decline also reflects an approximate \$500 million impact due to the elimination of per-line charges in July 2000. Partially offsetting these revenue declines was revenue growth of approximately \$560 million for prepaid card services and local service. AT&T Consumer Services Group expects product substitution, competition, including the continued entry of the Regional Bell Operating Companies into the long distance market, as well as customer migration to lower-priced calling plans and products, to continue to negatively impact AT&T Consumer Services Group revenue in 2002.

In 2000, AT&T Consumer Services Group revenue declined 13.1%, or \$2,859 million, compared with 1999. Approximately \$885 million of the decline was due to the elimination of per-line charges in 2000 and the impact of Concert. The remainder of the decline was primarily due to a decline in traditional voice services, reflecting the ongoing competitive nature of the consumer long distance industry, which has resulted in pricing pressures and a loss of market share. Also negatively impacting revenue was product substitution and market migration away from direct-dial wireline and higher-priced calling card services to the rapidly growing wireless services and lower-priced prepaid card services. As a result, calling volumes declined at a mid single-digit percentage rate in 2000.

OPERATING EXPENSES

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	(DOLLARS IN MILLIONS)		
Access and other connection.....	\$4,040	\$5,204	\$6,223

Access and other connection expenses decreased 22.4%, or \$1,164 million, in 2001 compared with 2000. Included within access and other connection expenses are costs that AT&T Consumer Services Group pays to connect calls on the facilities of other service providers, as well as the Universal Service Fund

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contributions and per-line charges mandated by the FCC. Approximately \$915 million of the decrease was due to lower per-line charges, mandated reductions in per minute access rates and lower international connection rates. In July 2000, per-line charges that AT&T paid for residential customers were eliminated by the FCC. Since most of the per-line and minute access-rate charges are passed through to the customer, these reductions have generally resulted in a corresponding impact on revenue. Also contributing to the decrease was approximately \$465 million due to lower volumes. Partially offsetting these declines was higher local connectivity expense of approximately \$215 million primarily due to the expansion of local service in New York and Texas.

In 2002, access and other connection expenses will continue to decline as a result of lower long distance call volumes, continued mandated reductions in per minute access rates and lower universal service fund contributions. These reductions will be partially offset by an increase in local connectivity expenses primarily due to growth in local services.

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Access and other connection expenses declined \$1,019 million, or 16.4%, in 2000 compared with 1999. Approximately \$930 million of this decline was driven by mandated reductions in per-minute access rates in 2000 and decreased per-line charges. Approximately \$295 million of this decline was driven by volume declines in 2000. These decreases were partially offset by an increase in Universal Service Fund contributions of about \$225 million. In addition, local connectivity charges increased approximately \$175 million, reflecting growth in the local business.

Costs paid to telephone companies outside of the United States to connect calls made to countries outside of the United States (international settlements) also are included within access and other connection expenses. These costs decreased approximately \$195 million in 2000, as a result of the commencement of operations of Concert. Concert incurred most of AT&T's international settlements, as well as earned most of AT&T's foreign-billed revenue, previously incurred and earned directly by AT&T Consumer Services Group. In 2000, Concert billed AT&T Consumer Services Group a net expense composed of international settlement (interconnection) expense, administrative fees, and foreign-billed revenue. The amount charged by Concert in 2000 was lower than interconnection expense incurred in 1999, since AT&T Consumer Services Group recorded these transactions as revenue and expense in 1999 as applicable.

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	(DOLLARS IN MILLIONS)		
Selling, general and administrative.....	\$3,805	\$4,128	\$4,688

Selling, general and administrative (SG&A) expenses decreased 7.8%, or \$323 million, in 2001 compared with 2000, primarily due to lower costs associated with customer care and billing expenses and cost management efforts.

In 2000, SG&A expenses decreased 11.9%, or \$560 million, compared with 1999. This reduction was primarily attributed to cost control efforts such as targeted marketing, consolidation of functions and reduction of support and corporate staff headcount.

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	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	(DOLLARS IN MILLIONS)		
Costs of services and products.....	\$2,382	\$2,557	\$3,316

Costs of services and products expenses include such costs as the transport costs for utilizing AT&T's network, operator services costs, and the provision for uncollectible receivables. Costs of services and products decreased 6.8%, or \$175 million, in 2001 compared with 2000. Approximately \$135 million of the decrease was due to lower costs for utilizing AT&T's network, primarily as a result of lower volumes. An additional \$70 million of the decrease was due to lower operator services costs, also related to lower volumes.

In 2000, costs of services and products decreased 22.9%, or \$759 million, compared with 1999. These declines were due to volume declines and network cost-control initiatives of approximately \$560 million, and the lower provision for uncollectible receivables of \$154 million.

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	(DOLLARS IN MILLIONS)		
Depreciation and amortization.....	\$200	\$167	\$184

Depreciation and amortization expenses increased 19.8%, or \$33 million, compared with 2000. In 2000, depreciation and amortization expenses decreased 9.2%, or \$17 million, compared with 1999. Capital

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expenditures and additions to internal-use software for 2001, 2000 and 1999 were \$140 million, \$148 million and \$299 million, respectively.

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	(DOLLARS IN MILLIONS)		
Net restructuring and other charges.....	\$31	\$97	\$7

During 2001, AT&T Consumer Services Group recorded \$31 million of net restructuring and other charges, which represented restructuring and exit costs

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in conjunction with AT&T's continued cost reduction initiatives, primarily related to headcount reductions, including the consolidation of customer care, fraud investigation centers and call centers. The exit costs represent termination benefits associated with the separation of 666 employees, 91 of which were part of voluntary termination plans, and 575 of which were part of involuntary termination plans. Approximately 25% of the individuals were management employees and 75% were nonmanagement employees. Approximately 12% of the employees affected by the 2001 restructuring charges left their positions as of December 31, 2001, and the remaining will leave the company throughout 2002.

The restructuring and exit plans did not yield cash savings (net of severance benefit payouts) in 2001. In subsequent years, the net cash savings will increase, due to the timing of actual separations and associated payments, until the completion of the exit plan at which time AT&T Consumer Services Group expects to yield approximately \$37 million of cash savings per year. Accordingly, there was no benefit to operating income (net of restructuring charges recorded) in 2001. In subsequent years, the operating income benefit will increase, due to timing of actual separations, until the completion of the exit plan at which time AT&T Consumer Services Group expects a benefit to operating income of approximately \$42 million per year.

During 2000, AT&T Consumer Services Group recorded \$97 million of net restructuring and other charges, which included \$18 million of asset impairment charges related to the write-down of unrecoverable assets in certain businesses where the carrying value was no longer supported by estimated future cash flows and \$79 million for restructuring and exit costs. The restructuring and exit plans primarily focused on headcount reductions, including the consolidation of customer care and call centers. Included in exit costs was \$79 million of cash termination benefits associated with the involuntary separation of about 1,300 employees. Approximately 65% of the individuals were management employees and 35% were nonmanagement employees.

During 1999, AT&T Consumer Services Group recorded \$7 million of net restructuring and other charges. This \$7 million charge for restructuring and exit costs was recorded in conjunction with AT&T's initiative to reduce costs. The restructuring and exit plans primarily focused on the maximization of synergies through headcount reductions, including the consolidation of customer care and call centers. The exit costs represent cash termination benefits associated with the separation of 164 employees as part of involuntary termination plans. All of the terminations were nonmanagement employees.

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	(DOLLARS IN MILLIONS)		
Operating income.....	\$4,621	\$6,741	\$7,335

Operating income decreased 31.4%, or \$2,120 million, in 2001 compared with 2000. In 2000, operating income decreased 8.1%, or \$594 million, compared with 1999. The decrease in both periods was primarily due to revenue declines, partially offset by reductions in operating expenses. Operating income margin (operating income as a percent of revenue) was 30.6%, 35.7% and 33.7% in 2001, 2000 and 1999, respectively. As customers substitute long distance calling with wireless and e-mail services and migrate to lower priced calling plans and lower margin products, they tend to remain AT&T Consumer Services Group customers. However, these customers generate less revenue while the billing, customer care



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and

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fixed costs generally remain, resulting in lower operating income margins. AT&T Consumer Services Group expects the impacts of continued revenue decline to negatively impact operating income and margins in future periods.

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	(DOLLARS IN MILLIONS)		
Other income, net.....	\$189	\$81	\$208

Other income increased 133.3%, or \$108 million, in 2001 compared with 2000. This increase was primarily due to the receipt of \$139 million for the settlement of contract disputes relating to obligations resulting from the sale of AT&T Universal Card Services to Citigroup in 1998.

Other income decreased 61.1%, or \$127 million, in 2000 compared with 1999. This decrease was primarily due to the 1999 sale of AT&T Consumer Services Group's Language Line Service business, which resulted in a gain of \$153 million.

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	(DOLLARS IN MILLIONS)		
Interest expense.....	\$154	\$164	\$41

Interest expense decreased 6.1%, or \$10 million, in 2001 compared with 2000. The decrease was attributable to a decrease in the average long-term debt due to AT&T.

Interest expense increased 300%, or \$123 million, in 2000 compared with 1999. The increase was attributable to an increase in the average long-term debt due to AT&T.

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	(DOLLARS IN MILLIONS)		
Provision for income taxes.....	\$1,783	\$2,546	\$2,869

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The provision for income taxes decreased 30.0%, or \$763 million, in 2001 compared with 2000. The provision for income taxes decreased 11.3%, or \$323 million, in 2000 compared with 1999. The decrease in both periods was primarily due to lower income before income taxes.

The effective income tax rate is the provision for income taxes as a percentage of income before income taxes. The effective income tax rate for AT&T Consumer Services Group was 38.3%, 38.2%, and 38.2%, in 2001, 2000 and 1999, respectively. The effective income tax rate is higher than the 35% statutory federal tax rate principally due to state income taxes, net of federal benefits.

### LIQUIDITY

FOR THE YEARS ENDED  
DECEMBER 31,

	2001	2000	1999
	-----	-----	-----
	(DOLLARS IN MILLIONS)		

#### Cash Flows:

Provided by operating activities.....	\$ 3,766	\$ 4,787	\$ 4,350
(Used in) provided by investing activities.....	(139)	(132)	1,398
Used in financing activities.....	(3,626)	(4,661)	(5,742)

In 2001, net cash provided by operating activities decreased \$1,021 million. This decrease was primarily due to a decrease in net income, excluding the noncash impacts of depreciation and amortization, and a decrease in accounts payable. These decreases were partially offset by a decrease in accounts receivable and changes in other operating assets and liabilities.

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In 2000, net cash provided by operating activities increased \$437 million compared with 1999. This increase was primarily due to a lower increase in accounts receivable and an increase in accounts payable, partially offset by a decrease in net income excluding the noncash impacts of depreciation and amortization and the provision for uncollectibles.

Investing activities resulted in a net use of cash of \$139 million and \$132 million for 2001 and 2000, respectively. The primary use of cash in both years was for capital expenditures and additions to internal-use software. In 1999, net cash provided by investing activities of \$1,398 million was primarily due to the repayment of a short-term loan receivable from AT&T.

In 2001, net cash used in financing activities decreased by \$1,035 million primarily as a result of lower contributions to AT&T as well as lower dividend payments due to the reduction in the AT&T annual dividend rate from \$0.88 per share to \$0.15 per share, two-thirds of which is funded by AT&T Consumer Services Group. These decreases were partially offset by repayments of long-term debt due to AT&T. In 2000, net cash used in financing activities decreased by \$1,081 million over 1999 primarily due to an increase in long-term debt due to AT&T, partially offset by higher contributions to AT&T and higher dividend payments.

Due to the expected positive operating cash flow of AT&T Consumer Services Group, the level of debt of AT&T Consumer Services Group in the future is

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expected to be significantly lower than the level at December 31, 2001. Accordingly, the interest payments on the debt are expected to significantly decline.

In 2002, AT&T Consumer Services Group expects to fund operations primarily with cash from operations. If economic conditions worsen or do not improve and/or competition and product substitution accelerate beyond current expectations, AT&T Consumer Services Group's cash flow from operations would decrease, negatively impacting liquidity.

The following summarizes AT&T Consumer Services Group's contractual obligations at December 31, 2001, and the effect such obligations are expected to have on liquidity and cash flow in future periods.

	TOTAL	LESS THAN 1 YEAR	2-3 YEARS	4-5 YEARS	AFTER 5 YEARS
	DOLLARS		IN MILLIONS		
Long-term debt.....	\$ 978	\$ --	\$ 978	\$ --	\$--
Unconditional purchase obligations(a).....	922	391	428	103	--
Total contractual cash obligations.....	\$1,900	\$391	\$1,406	\$103	\$--

(a) AT&T has contracted obligations to utilize network facilities from local exchange carriers with terms greater than one year that AT&T Consumer Services Group operates under. These contracts are based on volumes and have penalty fees if certain volume levels are not met. AT&T would incur penalties to exit these contracts in any given year in the amount of approximately \$1.5 billion. A portion of any penalties associated with these contracts could be attributed to AT&T Consumer Services Group.

AT&T'S BOARD OF DIRECTORS HAS THE POWER TO MAKE DETERMINATIONS THAT MAY IMPACT THE FINANCIAL AND LIQUIDITY POSITION OF EACH OF ITS TRACKING STOCK GROUPS. THIS POWER INCLUDES THE ABILITY TO SET PRIORITIES FOR USE OF CAPITAL AND DEBT CAPACITY, TO DETERMINE CASH MANAGEMENT AND DIVIDEND POLICIES AND TO MAKE DECISIONS REGARDING WHETHER TO MAKE CAPITAL EXPENDITURES AND AS TO THE TIMING AND AMOUNT OF ANY CAPITAL EXPENDITURES. ALL ACTIONS BY THE BOARD OF DIRECTORS ARE SUBJECT TO THE BOARD MEMBERS FIDUCIARY DUTIES TO ALL SHAREHOLDERS OF AT&T AS A GROUP, NOT JUST TO HOLDERS OF A PARTICULAR CLASS OF TRACKING STOCK, TO AT&T'S POLICY STATEMENTS, BY-LAWS AND INTER-COMPANY AGREEMENTS. AS A RESULT OF

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THIS DISCRETION OF AT&T'S BOARD OF DIRECTORS, IT MAY BE DIFFICULT FOR INVESTORS TO ASSESS EACH GROUP'S LIQUIDITY AND CAPITAL RESOURCE NEEDS AND IN TURN THE FUTURE PROSPECTS OF EACH GROUP BASED ON PAST PERFORMANCE.

FINANCIAL CONDITION

AT DECEMBER 31,  
-----  
2001                      2000

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(DOLLARS IN MILLIONS)

Total assets.....	\$2,344	\$ 3,543
Total liabilities.....	2,627	6,084
Combined attributed net (liabilities) assets.....	(283)	(2,541)

Total assets decreased 33.8%, or \$1,199 million, during 2001. The decrease in total assets was primarily associated with a decrease in accounts receivable, reflecting lower revenue.

Total liabilities decreased 56.8%, or \$3,457 million during 2001. This decrease was primarily due to the repayment of \$3,022 million of long-term debt due to AT&T and a decrease in accounts payable.

Total combined attributed net liabilities decreased \$2,258 million in 2001, reflecting net income of \$2,873 million, partially offset by dividends of \$360 million and contributions to AT&T of \$255 million.

NEW ACCOUNTING PRONOUNCEMENTS

In June 2001, the Financial Accounting Standards Board (FASB) issued SFAS No. 141, "Business Combinations," which superceded Accounting Principles Board (APB) Opinion No. 16. SFAS No. 141 requires all business combinations initiated after June 30, 2001 be accounted for under the purchase method. In addition, SFAS No. 141 establishes criteria for the recognition of intangible assets separately from goodwill. The adoption of SFAS No. 141 will not have a material effect on AT&T Consumer Services Group's results of operations, financial position or cash flows.

Also in June 2001, the FASB issued SFAS No. 142, "Goodwill and Other Intangible Assets," which superceded APB Opinion No. 17. Under SFAS No. 142, goodwill and indefinite-lived intangible assets will no longer be amortized, but rather will be tested for impairment upon adoption and at least annually thereafter. In addition, the amortization period of intangible assets with finite lives will no longer be limited to 40 years. SFAS No. 142 is effective for AT&T Consumer Services Group as of January 1, 2002. In connection with the adoption of this standard, AT&T Consumer Services Group's unamortized goodwill balance will no longer be amortized, but will continue to be tested for impairment. The goodwill balance at December 31, 2001 was \$70 million, and the related amortization in 2001 was \$9 million. In accordance with SFAS No. 142, the goodwill was tested for impairment by comparing the fair value of AT&T Consumer Services Group to its carrying value. As of January 1, 2002, the fair value of AT&T Consumer Services Group exceeded its carrying value, therefore no impairment loss will be recognized upon implementation.

In August 2001, the FASB issued SFAS No. 143, "Accounting for Asset Retirement Obligations." This standard requires that obligations associated with the retirement of tangible long-lived assets be recorded as liabilities when those obligations are incurred, with the amount of the liability initially measured at fair value. Upon initially recognizing a liability for an asset retirement obligation, an entity must capitalize the cost by recognizing an increase in the carrying amount of the related long-lived asset. Over time, this liability is accreted to its present value, and the capitalized cost is depreciated over the useful life of the related asset. Upon settlement of the liability, an entity either settles the obligation for its recorded amount or incurs a gain or loss upon settlement. SFAS No. 143 is effective for financial statements issued for fiscal years beginning after June 15, 2002. For AT&T Consumer Services Group, this means the standard will be adopted on January 1, 2003. AT&T Consumer Services Group does not expect

that the adoption of this statement will have a material impact on AT&T Consumer Services Group's results of operations, financial position or cash flows.

In October 2001, the FASB issued SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," which superceded SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of." SFAS No. 144 applies to all long-lived assets, including discontinued operations, and consequently amends APB Opinion No. 30, "Reporting the Results of Operations—Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions." Based on SFAS No. 121, SFAS No. 144 develops one accounting model for long-lived assets that are to be disposed of by sale, as well as addresses the principal implementation issues. SFAS No. 144 requires that long-lived assets that are to be disposed of by sale be measured at the lower of book value or fair value less cost to sell. Additionally, SFAS No. 144 expands the scope of discontinued operations to include all components of an entity with operations that (1) can be distinguished from the rest of the entity and (2) will be eliminated from the ongoing operations of the entity in a disposal transaction. SFAS No. 144 also amends ARB No. 51, "Consolidated Financial Statements" to eliminate the exception to consolidation for a subsidiary for which control is likely to be temporary. SFAS No. 144 is effective for AT&T Consumer Services Group as of January 1, 2002. The adoption of SFAS No. 144 will not have a material impact on AT&T Consumer Services Group's results of operations, financial position or cash flows.

#### RELATIONSHIP BETWEEN THE AT&T GROUPS

AT&T shareholders should read the by-law amendment relating to the AT&T Groups capital stock committee and the AT&T Groups policy statement, copies of which are attached as Annexes N and O, respectively, to this document.

#### THE AT&T GROUPS CAPITAL STOCK COMMITTEE

Upon creation and issuance of AT&T Consumer Services Group tracking stock, AT&T will amend AT&T's by-laws to establish an AT&T Groups capital stock committee of the AT&T Board to oversee the interaction among the businesses of the AT&T groups. The members of the AT&T Groups capital stock committee will be independent directors selected by the AT&T Board. The by-law amendment provides that the AT&T Board will delegate to the AT&T Groups capital stock committee authority to:

- interpret, make determinations under and oversee the implementation of the policies described in the Policy Statement Regarding AT&T Groups Tracking Stock Matters described under "-- The AT&T Groups Policy Statement;"
- review the policies, programs and practices of AT&T relating to:
  - business and financial relationships of the AT&T groups, and
  - any matters arising in connection with any of the foregoing, all to the extent the AT&T Groups capital stock committee may deem appropriate; and
- recommend changes in the policies, programs and practices that the AT&T Groups capital stock committee may deem appropriate.

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The AT&T Groups capital stock committee will have and may exercise other powers, authority and responsibilities as the AT&T Board may determine from time to time.

However, there will not be a separate board of directors for AT&T Consumer Services Group and the AT&T Groups capital stock committee will not function as a board of directors for AT&T Consumer Services Group tracking stock. Under existing law, neither the AT&T Board nor the AT&T Groups capital stock committee owes a separate fiduciary duty to the holders of AT&T Consumer Services Group tracking stock apart from the general duty that is owed to all AT&T shareholders as a whole.

Although the AT&T Board has no present intention to do so, it may modify, suspend or rescind the by-law amendment or adopt additional by-laws, at any time, without the approval of AT&T shareholders, subject to the AT&T Board's fiduciary duties.

### THE AT&T GROUPS POLICY STATEMENT

In connection with the creation and issuance of AT&T Consumer Services Group tracking stock, AT&T will, effective upon issuance of AT&T Consumer Services Group tracking stock, adopt the AT&T Groups policy statement.

#### GENERAL POLICY

The AT&T Board has determined that all material matters in which holders of AT&T common stock and AT&T Consumer Services Group tracking stock may have divergent interests generally will be resolved in a manner that is in the best interests of AT&T and all AT&T common shareholders as a whole after giving fair consideration to the potentially divergent interests and all other relevant interests of the holders of the separate classes of AT&T common shares. Under the AT&T Groups policy statement, the relationships between AT&T groups and the means by which the terms of any material transactions among them will be determined will be governed by a process of fair dealing.

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#### RELATIONSHIP BETWEEN AT&T GROUPS

The AT&T Groups policy statement provides that AT&T will seek to manage AT&T groups in a manner that maximizes the operational performance and value of all AT&T groups taken as a whole, even though in certain circumstances actions could disproportionately impact an individual group; provided, however, that such disproportionate actions will not, in the aggregate, have an adverse material impact on the results of operations or financial position of either group.

General. Subject to special arrangements or existing commercial arrangements in effect at the time the AT&T Groups policy statement is adopted (and renewals or extensions thereof), the AT&T Groups policy statement provides that, except as otherwise provided in the AT&T Groups policy statement, all material commercial transactions among the AT&T groups will be on commercially reasonable terms taken as a whole, and will be subject to the review and approval of the AT&T Groups capital stock committee.

The AT&T groups may make loans to each other on terms and conditions substantially equivalent to the interest rates and terms and conditions that the AT&T groups would be able to obtain from third parties without the benefit of support or guarantee by AT&T. AT&T expects that AT&T Consumer Services Group will make such loans from time to time to AT&T Business Services Group. For

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example, AT&T Consumer Services Group may loan funds to AT&T Business Services Group to continue to upgrade its network and make new functions and features available on the network.

For shared corporate services that arise as a result of being part of a combined entity, including securities filing and financial reporting services, costs relating to these services will be:

- allocated directly to the AT&T group utilizing those services, and
- if not directly allocable to an AT&T group, allocated between the AT&T groups on a fair and reasonable basis as the AT&T Board determines.

For other support services, the AT&T Groups policy statement provides that the AT&T groups will seek to achieve enterprise efficiencies to reduce the aggregate costs incurred by the AT&T groups on a combined basis.

### CORPORATE OPPORTUNITIES

The AT&T Groups policy statement provides that the AT&T Board will allocate any business opportunities and operations, any acquired assets and businesses and any assumed liabilities between the AT&T groups, in whole or in part, as it considers to be in the best interests of AT&T and AT&T shareholders as a whole and as contemplated by the other provisions of the AT&T Groups policy statement. If a business opportunity or operation, an acquired asset or business, or an assumed liability would be suitable to be undertaken by or allocated to more than one AT&T group, the AT&T Board will allocate it using its business judgment or in accordance with procedures that the AT&T Board adopts from time to time to ensure that decisions will be made in the best interests of AT&T and AT&T shareholders as a whole. Any allocation of this type may involve the consideration of a number of factors that the AT&T Board determines to be relevant, including, without limitation, whether the business opportunity or operation, the acquired asset or business, or the assumed liability is principally within the existing scope of an AT&T group's business and whether an AT&T group is comparatively better positioned to undertake or have allocated to it the business opportunity or operation, acquired asset or business or assumed liability.

Except under the AT&T Groups policy statement and any other policies adopted by the AT&T Board, and except as may arise under branding agreements and arrangements, neither AT&T group will have any duty, responsibility or obligation to refrain from:

- engaging in the same or similar activities or lines of business as any member of the other AT&T group;

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- doing business with any potential or actual supplier, competitor or customer of any member of the other AT&T group; or
- engaging in, or refraining from, any other activities whatsoever relating to any of the potential or actual suppliers or customers of any member of the other AT&T group.

In addition, except under the AT&T Groups policy statement and any other policies adopted by the AT&T Board, neither AT&T group will have any duty, responsibility or obligation:

- to communicate or offer any business or other corporate opportunity to any other person, including any business or other corporate opportunity

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that may arise that more than one AT&T group may be financially able to undertake, and that is, from its nature, in the line of more than one AT&T group's business and is of practical advantage to more than one AT&T group;

- to provide financial support to the other AT&T group, or any member of the other AT&T group, except as described under "-- Relationship with AT&T Business Services Group -- Financing Arrangements;" or
- otherwise to assist the other AT&T group.

Under no circumstances will any members of either AT&T group be prevented from entering into written agreements with the other AT&T group to define or restrict any aspect of the relationship between the AT&T groups.

### DIVIDEND POLICY

The AT&T Groups policy statement provides that, subject to the limitations on dividends set forth in AT&T's charter, including any preferential rights of any series of AT&T preferred stock, and to the limitations of applicable law, holders of shares of any class of AT&T common stock will be entitled to receive dividends on that AT&T stock when, as and if the AT&T Board authorizes and declares dividends on that AT&T stock. The payment of dividends on any class of AT&T common stock will be a business decision that the AT&T Board makes from time to time based on the results of operations, financial condition, cash requirements and future prospects of AT&T and other factors that the AT&T Board considers relevant. Payment of dividends on any class of AT&T common stock also may be restricted by loan agreements, indentures and other transactions that AT&T enters into from time to time.

Following any issuance of AT&T Consumer Services Group tracking stock, it is currently expected that one-third of the current dividend payable on AT&T common stock will be allocated to AT&T common stock and that two-thirds will be allocated to AT&T Consumer Services Group tracking stock in a manner to be determined by the AT&T Board. The available dividend amount for AT&T Consumer Services Group tracking stock will be designed to be equivalent to the amount that would legally be available for the payment of dividends by AT&T Consumer Services Group plus an amount equal to its net income available to common shareowners for the year in which the dividend is declared and/or the prior year, determined in each case as if it were a separate legal entity. The declaration of dividends by AT&T and the amount of that dividend will, however, be in the discretion of the AT&T Board, and will depend upon the AT&T groups' financial performance, the dividend policies and capital structures of comparable companies and each AT&T group's ongoing capital needs. If and when the AT&T Board determines to pay any dividends on shares of AT&T Consumer Services Group tracking stock, the AT&T Groups policy statement provides that this determination also will be subject to factors similar to those described above with respect to the payment of dividends on each class of AT&T common stock.

### AT&T GROUPS CAPITAL STOCK COMMITTEE

AT&T's bylaws will provide for the AT&T Groups capital stock committee of the AT&T Board. In making determinations in connection with the policies set forth in the AT&T Groups policy statement, the members of the AT&T Board and the AT&T Groups capital stock committee will act in a fiduciary capacity and in accordance with legal guidance concerning their respective obligations under applicable



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law. The delegation of responsibilities to the AT&T Groups capital stock committee will be subject to changes the AT&T Board may determine.

### AMENDMENT AND MODIFICATION TO THE AT&T GROUPS POLICY STATEMENT

The AT&T Board may modify, suspend or rescind the policies set forth in the AT&T Groups policy statement, including any resolution implementing the provisions of the AT&T Groups policy statement. The AT&T Board also may adopt additional or other policies or make exceptions with respect to the application of the policies described in the AT&T Groups policy statement in connection with particular facts and circumstances, all as the AT&T Board may determine, consistent with its fiduciary duties to AT&T and AT&T shareholders as a whole.

### RELATIONSHIP WITH AT&T BUSINESS SERVICES GROUP

#### BRANDING

AT&T will continue to own and manage all AT&T brands, and AT&T Consumer Services Group will have the right, on a royalty-free basis, to continue to use certain of the AT&T brands, including the AT&T globe design and the AT&T trade dress, which we collectively refer to as "AT&T Consumer Services brands," in accordance with a brand agreement. Under the brand agreement, AT&T Consumer Services Group will be entitled to use AT&T Consumer Services brands for the provision of stand-alone residential long distance services, prepaid consumer calling card services, consumer calling card services, operator-assisted international telephone services for consumer travelers, certain DSL-based communications services, residential local telephony services, consumer dial-up narrow-band Internet access services and consumer high-speed Internet access services, and certain portals, content, equipment and software, and for bundles of the foregoing offered by AT&T Consumer Services Group. The rights of AT&T Consumer Services Group under the brand agreement will remain in effect while AT&T Consumer Services Group tracking stock remains outstanding. After that time, AT&T Consumer Services Group will no longer be able to use the AT&T Consumer Services brands unless the parties agree on a mutually acceptable arrangement at the time. The "rollover" of the AT&T Consumer Services Group tracking stock into a comparable tracking stock of another company, the redemption of the AT&T Consumer Services Group tracking stock for any reason or the failure of these shares to remain outstanding for any other reason will result in the termination of these rights.

Under the brand agreement, AT&T Consumer Services Group's rights to use the AT&T Consumer Services brands in connection with the foregoing services provided (directly or indirectly) and billed to consumers will be exclusive domestically (subject to preexisting agreements, AT&T's right to use the brand with all customers in Alaska, and any applicable legal requirements) and nonexclusive internationally. The agreement will establish principles to delineate whether particular customers for certain services are within the brand scope of AT&T Business Services Group or AT&T Consumer Services Group.

The territory of the brand agreement generally will be worldwide, with exceptions where AT&T already has granted brand license agreements or where another AT&T unit has exclusive brand rights for competing services. Subject to certain conditions set forth in the brand agreement, AT&T Consumer Services Group also may extend certain rights to use the AT&T Consumer Services brands to authorized dealers of AT&T Consumer Services Group's services. The brand agreement will provide that AT&T Consumer Services Group must comply with specified quality, customer care, graphics and marketing standards and guidelines to avoid confusion in connection with the use of the AT&T Consumer Services brands. It also will provide that, for so long as AT&T Consumer Services Group uses the AT&T Consumer Services brands, it will pay AT&T a brand

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maintenance fee for the administration, protection and promotion of the AT&T Consumer Services brands.

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### INTELLECTUAL PROPERTY

Intellectual property will generally continue to be managed by the AT&T group that has managed it historically. Each AT&T group will have the right to use certain intellectual property managed by the other AT&T group, or with respect to which either AT&T group has the power to grant these rights, in accordance with an intellectual property agreement. Rights under future intellectual property will be governed by sponsored development agreements that may, or may not, be entered into by the AT&T groups. Pursuant to any sponsored development agreement, the AT&T group that performed the work would own the newly developed intellectual property and the funding group would be granted perpetual, paid-up rights necessary to use the development on a worldwide basis as well as certain rights designed to secure a competitive advantage.

The intellectual property agreement to be entered into by AT&T Consumer Services Group will specify the ownership and license rights in existing patents, patents that may result from pending patent applications, software, copyrights and trade secrets. AT&T Consumer Services Group will have a nonexclusive, fully paid-up, worldwide, perpetual license under such patents to make, use and sell all products and services in the conduct of its present and future business. AT&T Consumer Services Group also will have special rights under those patents, for defensive protection, special affiliate licensing and supplier licensing. Each AT&T group will own all of the software, trade secrets and copyrights that it created prior to the effective date of the intellectual property agreement. Each AT&T group will grant to the other AT&T group a nonexclusive, fully paid-up, worldwide, perpetual license to use the AT&T group's software, trade secrets, excluding customer information and other commercial information that relates solely to one of the units, and copyrights that the other AT&T group possesses as of the effective date of the intellectual property agreement. Proprietary information related to an AT&T group's customers will receive special protection under the intellectual property agreement. The provisions with respect to intellectual property were intended to apply so long as AT&T Consumer Services Group remains an affiliate of AT&T and the shares of AT&T Consumer Services Group tracking stock are outstanding. In the event that this relationship were to change, the provisions of those agreements would be renegotiated between AT&T Consumer Services Group and AT&T.

### COMMERCIAL TRANSACTIONS BETWEEN AT&T GROUPS

AT&T intends that, except as otherwise provided in the AT&T Groups policy statement, all commercial transactions between the AT&T groups will be on commercially reasonable terms taken as a whole. AT&T expects the AT&T groups will negotiate and develop their arrangements over time, and that these arrangements will be subject to the review and approval of the AT&T Groups capital stock committee, either at the time of execution or as part of periodic reviews.

There will be two network agreements between AT&T Consumer Services Group and AT&T.

- Master Carrier Agreement. The master carrier agreement will specify the rates, terms and conditions on which Network Services within AT&T Business Services Group will provide voice, data, IP dial-up access and other services to AT&T Consumer Services Group, both for internal corporate purposes and for resale to other customers. AT&T Consumer Services Group will procure all of its telecommunications needs during

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the 3-year term of the agreement directly from Network Services within AT&T Business Services Group. Pricing of such services will be based on the costs to Network Services of providing those services, unless otherwise agreed, and the agreement will contain provisions assuring that AT&T Consumer Services Group is treated no less favorably than AT&T Business Services Group with respect to the allocation of costs between the units, including a fair allocation of any low cost capacity that Network Services provides or obtains. In addition, in those circumstances where substantial new investment is required, the agreements will contain provisions covering the responsibility for deploying assets and the mechanisms for recovering that investment. In addition, after the initial term of the agreement, the parties expect to enter into a comparable cost-based agreement that will provide that AT&T Consumer Services Group will

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procure all of its telecommunications services from Network Services within AT&T Business Services Group as long as AT&T Consumer Services Group tracking stock remains outstanding.

- Intercarrier Compensation Agreement. The intercarrier compensation agreement will specify that, during the 3-year term of the agreement, AT&T Business Services Group and AT&T Consumer Services Group will provide, on a "bill and keep basis" (without any compensation), services concerning:
  - the origination and termination of interexchange traffic, and
  - the exchange of local traffic between each other's local customers.

In addition, there will be a number of other agreements governing the provision of other services between AT&T Consumer Services Group and AT&T Business Services Group.

### REALLOCATION OF ASSETS AND LIABILITIES

AT&T may reallocate assets and liabilities between the AT&T groups in exchange for an increase or decrease in the retained portion of value held by AT&T Business Services Group. Any reallocations of assets and liabilities between the AT&T groups that do not result in this adjustment, other than reallocations made under a contract for the provision of goods or services between the AT&T groups, will be accompanied by:

- the reallocation by one AT&T group to the other AT&T group of other assets, liabilities or consideration,
- the creation of inter-group debt owed by one AT&T group to the other AT&T group, or
- the reduction of inter-group debt owed by one AT&T group to the other AT&T group,

in each case, in an amount having a fair market value, in the judgment of the AT&T Board, equivalent to the fair market value of the assets or liabilities, as applicable, reallocated.

### FINANCING ARRANGEMENTS

Loans between AT&T groups will be made at interest rates and on other terms and conditions designed to be substantially equivalent to the interest rates and

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other terms and conditions that the borrowing AT&T group would be able to obtain from third parties, including the public markets, as a non-affiliate of AT&T without the benefit of any guaranty by AT&T or any member of either AT&T group. This policy contemplates that these loans will be made on the basis set forth above, regardless of the interest rates and other terms and conditions on which AT&T or members of any AT&T group may have acquired the funds. If, however, an AT&T group incurs any fees or charges in order to keep available funds for use by the other AT&T group, those fees or charges will be allocated to the borrowing AT&T group.

In the case of AT&T Consumer Services Group, the financial statements included elsewhere in this document make no distinction between the inter-group rate and the cost at which AT&T historically was able to raise funds in the external market. AT&T believes that the inter-group rate is a reasonable estimate of the rate of borrowing in the external market. However, in the future, AT&T Consumer Services Group may be charged interest at a rate higher or lower than its current rate. The actual rates of interest charged or paid by AT&T Consumer Services Group in the future is uncertain, and will depend on a variety of factors, including the credit profile of AT&T Consumer Services Group and market conditions. As a result, future interest rates charged or paid by AT&T Consumer Services Group may materially exceed those reflected in the financial statements included elsewhere in this document.

Although AT&T may borrow funds and provide the proceeds to AT&T Consumer Services Group on the terms and conditions described above, AT&T expects that AT&T Consumer Services Group will from time to time loan or otherwise make available funds to AT&T Business Services Group, on commercially reasonable terms. AT&T expects that AT&T Business Services Group will use these funds to repay debt

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and for other general corporate purposes, including to continue to upgrade its network and make new features and functions available on the network. To the extent that any of the cash flow of AT&T Consumer Services Group is loaned or otherwise made available to AT&T Business Services Group, fewer funds may be immediately available to support new activities of AT&T Consumer Services Group.

### ACCOUNTING MATTERS

Following the issuance of shares of AT&T Consumer Services Group tracking stock, AT&T will continue to prepare financial statements in accordance with generally accepted accounting principles, consistently applied, for AT&T Consumer Services Group, as well as full consolidated financial statements of AT&T. The financial statements and information for each of the AT&T groups principally will reflect the financial position, results of operations and cash flows of the businesses included in those AT&T groups, respectively. Notwithstanding any allocation of assets or liabilities for dividend purposes or the purpose of preparing AT&T group financial statements, holders of AT&T common stock and holders of AT&T Consumer Services tracking stock will continue to be subject to risks associated with an investment in a single corporation and all of AT&T's businesses, assets and liabilities.

### TAX SHARING AGREEMENT

Prior to issuance of any shares of AT&T Consumer Services Group tracking stock, AT&T Consumer Services Group and AT&T Business Services Group will enter into a tax sharing agreement that will provide for tax sharing payments between AT&T Consumer Services Group and AT&T Business Services Group based on the taxes or tax benefits of a hypothetical affiliated group consisting of AT&T Consumer Services Group and AT&T Business Services Group. Each of AT&T Consumer Services Group and AT&T Business Services Group shall generally be responsible for the

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taxes attributable to its lines of business and entities comprising its group as of such date.

Under the tax sharing agreement between AT&T Consumer Services Group and AT&T Business Services Group, the consolidated tax liability before credits of the hypothetical group will be allocated to each of AT&T Consumer Services Group and AT&T Business Services Group and based on each of AT&T Consumer Services Group's and AT&T Business Services Group's contribution to consolidated taxable income of the hypothetical group. This allocation will take into account losses, deductions and other tax attributes, such as capital losses or charitable deductions, that are utilized by the hypothetical group, even if these attributes could not be utilized on a stand-alone basis. Tax sharing payments in respect of the consolidated tax liability of the hypothetical group, after allocation of consolidated tax credits, will be made between AT&T Consumer Services Group and AT&T Business Services Group consistent with the allocations under the tax sharing agreement. In addition, under the tax sharing agreement, AT&T Consumer Services Group will be responsible for all tax items, and benefits from all tax benefits, resulting from the attribution of assets or interests to AT&T Consumer Services Group, or transfer to a legal entity that is a member of such group of assets, as well as any tax items and benefits resulting from the distribution of the stock of any company the assets of which are tracked by AT&T Consumer Services Group tracking stock. Except as described in the following sentence, tax items or tax benefits arising from or related to assets or interests that are not tracked by AT&T Consumer Services Group tracking stock will be for the account of AT&T Business Services Group. A percentage of AT&T's contingent tax liabilities that do not primarily relate to the business, assets and liabilities of either AT&T Consumer Services Group or AT&T's other businesses will be allocated to AT&T Consumer Services Group. The AT&T Board will establish that percentage in its sole discretion prior to the initial issuance of any shares of AT&T Consumer Services Group Common Stock. This percentage may differ in the case of different categories of contingent tax liabilities.

The tax sharing payments under the tax sharing agreement assume that the members of AT&T Consumer Services Group and AT&T Business Services Group are members of the same affiliated, consolidated, combined or unitary group for the relevant U.S. federal, state or local or foreign income tax purposes with respect to taxable periods ending after the issuance of the shares of AT&T Consumer Services Group tracking stock. It is possible, however, that the Internal Revenue Service may assert that

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AT&T Consumer Services Group tracking stock is not stock of AT&T, in which case each of AT&T Consumer Services Group and AT&T Business Services Group may not be members of the same U.S. federal income tax affiliated group filing consolidated returns. AT&T believes that it is unlikely that the Internal Revenue Service would prevail on that view, but no assurance can be given in that regard. AT&T Consumer Services Group will be responsible, under the tax sharing agreement, for any corporate-level taxes resulting from the treatment of AT&T Consumer Services Group tracking stock as not stock of AT&T, and any corporate-level taxes on the actual or deemed disposition of assets caused by the issuance of AT&T Consumer Services Group tracking stock.

Except as described above with respect to contingent tax liabilities, non-income tax liabilities generally will be allocated based on line of business as of the issue date. As between AT&T Consumer Services Group and AT&T Business Services Group, if the tax liability is associated with a particular line of

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business, but the portion of the tax liability associated with the line of business is not readily determinable, then the tax liability will be shared between the businesses based on an allocation formula.

With respect to taxes resulting from audit adjustments, other than those relating to characterization of tracking stock as not stock of AT&T, except as described above with respect to contingent tax liabilities, tax liabilities generally will be allocated between AT&T Consumer Services Group and AT&T Business Services Group based on line of business.

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### THE INCENTIVE PLAN PROPOSAL

#### GENERAL

AT&T currently issues stock-based awards to its employees and non-employee directors under the AT&T 1997 Long Term Incentive Program. AT&T shareholders approved this plan in 1997 and approved amendments to the plan in 1999 and 2000. As of January 1, 2002, this plan authorized a total of approximately 351.4 million shares of AT&T common stock for stock-based awards consisting of:

- stock options, including incentive stock options, or ISOs, under the Code,
- stock appreciation rights, or SARs, in tandem with stock options or free-standing,
- restricted stock,
- performance shares and performance units conditioned upon meeting performance criteria, and
- other awards of stock or awards valued, in whole or in part, by reference to, or otherwise based on, stock or other property of AT&T, or other stock unit awards.

In connection with any award or any deferred award, payments also may be made representing dividends or their equivalent.

In anticipation of the issuance of AT&T Consumer Services Group tracking stock, the AT&T Board has approved the adoption of the AT&T Consumer Services Group 2002 Long Term Incentive Program, or Consumer Services incentive plan, subject to the approval of AT&T shareholders.

Approval of the Consumer Services incentive plan requires a majority of the votes cast by all outstanding shares of AT&T common stock to vote in its favor. THE AT&T BOARD RECOMMENDS THAT YOU VOTE FOR APPROVAL OF THE CONSUMER SERVICES INCENTIVE PLAN. Any shares not voted, whether by abstention, broker non-vote or otherwise, will have no effect on the approval of the Incentive Plan proposal.

The AT&T Board will not implement the Consumer Services incentive plan unless its shareholders approve the corresponding Consumer Services charter amendment proposal.

The 1997 incentive plan, and a number of additional compensation plans, under which stock-based awards with respect to AT&T common stock are outstanding, are administered by the Compensation and Employee Benefits

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Committee of the AT&T Board, subject to delegations by the Compensation and Employee Benefits Committee to AT&T's Chairman and Chief Executive Officer, committees comprised of other AT&T senior officers or other compensation committees that may be designated in the additional plans. If approved, the Consumer Services incentive plan is expected to be administered in the same manner.

### DESCRIPTION OF THE CONSUMER SERVICES INCENTIVE PLAN

Administration and Eligibility. The Consumer Services incentive plan will be administered by a committee, each of the members of which is a "non-employee director" as defined in the Securities Exchange Act of 1934, as amended, and an "outside director" as defined in the Code. Under the Consumer Services incentive plan, the committee has the authority to select employees to whom awards are granted, to determine the types of awards and the number of shares covered, and to set the terms, conditions, and provisions of these awards and to cancel or suspend awards. In each case, the committee is authorized to interpret the incentive plan and to establish, amend, and rescind any rules and regulations relating to the incentive plan, to determine the terms and provisions of any agreements entered into under the incentive plan, and to make all other determinations which may be necessary or advisable for the administration of the plan. Prospectively, all active employees and non-employee directors and certain former employees and former non-employee directors of AT&T and its subsidiaries and other affiliates are eligible to be participants in the Consumer Services incentive plan.

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Shares Subject to Plan. Subject to adjustment as described below, the following shares will be available for awards granted under the Consumer Services incentive plan during its term:

- 10% of the total number of outstanding shares of AT&T Consumer Services Group tracking stock, provided that the number of shares available for awards other than stock options shall not exceed 50% of the total number of shares available for awards.

As defined in the plan, the term "outstanding" includes:

- the total issued and outstanding shares of AT&T Consumer Services Group tracking stock, plus
- the number of shares of AT&T Consumer Services Group tracking stock represented by the retained portion of the interest held by AT&T on the particular reference date.

If another company is acquired by AT&T, or combines with AT&T, any shares of AT&T Consumer Services Group tracking stock issued or reserved for issuance as a result of the assumption or substitution of outstanding grants of the acquired company would not be deemed issued under the incentive plan and would not be subtracted from the shares of AT&T Consumer Services Group tracking stock available for grant under the incentive plan. If any shares subject to any award under the Consumer Services incentive plan are forfeited, or such award is settled for cash, or expires, or is otherwise terminated without issuance of shares, the shares subject to such award will again be available for grant under that incentive plan. The number of shares available for awards under the Consumer Services incentive plan will also increase by the number of shares AT&T withholds or tenders in connection with the payment of the exercise price of an option or other award under the Consumer Services incentive plan or the satisfaction of tax withholding obligations. The shares of stock deliverable under the Consumer Services incentive plan may consist in whole or in part of

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authorized and unissued shares, treasury shares, or shares purchased in the open market, or otherwise.

**Stock Options.** The price per share of stock purchasable under any stock option will be determined by a committee, but will not be less than 100% of the fair market value of the stock on the date of the grant of such option. Substitute awards or adjustment awards will have a purchase price intended to preserve the economic value of the award that was replaced or adjusted. The term of each option will be fixed by the committee. Options will be exercisable at such time or times as determined by the committee, but no stock option will be exercisable after the expiration of ten years from the date the option is granted.

**Stock Appreciation Rights.** An SAR may be granted free-standing or in tandem with new options or after the grant of a related option that is not an ISO. Upon exercise of an SAR, the holder of that SAR is entitled to receive the excess of the fair market value of the shares for which the right is exercised, calculated as of the exercise date or, if the committee shall so determine in the case of any SAR, not related to an ISO, as of any time during a specified period before the exercise date, over the grant price of the SAR. The grant price, which will not be less than the fair market value of the shares on the date of grant, and other terms of the SAR will be determined by the committee. Payment by AT&T upon exercise of an SAR will be in cash, stock, other property or any combination, as the committee determines. Unless otherwise determined by the committee, any related option will no longer be exercisable to the extent the SAR has been exercised and the exercise of an option will cancel the related SAR to the extent of the exercise.

**Restricted Stock.** Restricted stock may not be disposed of by the recipient until restrictions established by the committee lapse. Any award of restricted stock which become nonforfeitable solely after the passage of time will have a restriction period of no less than three years. Recipients of restricted stock are not required to provide consideration other than the rendering of services or the payment of any minimum amount required by law. The participant will have, with respect to restricted stock, all of the rights of a shareholder of AT&T, including the right to vote the shares, and the right to receive any cash dividends, unless the committee determines otherwise. Upon termination of employment during the restriction period, all restricted stock shall be forfeited, subject to such exceptions, if any, as are authorized by the committee.

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**Performance Awards.** From time to time, the committee may select a period during which performance criteria determined by the committee are measured for the purpose of determining the extent to which a performance award has been earned. Performance awards may be in the form of performance shares, which are units valued by reference to shares of stock, or performance units, which are units valued by reference to cash or property other than stock. Performance awards may be paid in cash, stock, other property, or a combination thereof. Recipients of performance awards are not required to provide consideration other than the rendering of service or the payment of any minimum amount required by law.

**Other Stock Unit Awards.** The committee is authorized to grant other stock unit awards to participants, either alone or in addition to other awards granted under the Consumer Services incentive plan. Other stock unit awards may be paid in tracking stock, cash, or any other form of property as the committee determines.

**Performance Accelerated Restricted Stock Awards.** The committee may grant



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awards that combine the characteristics of restricted stock or other stock unit awards with those of performance awards, for example by providing that the vesting of a restricted stock unit award could be accelerated if specified performance criteria determined by the committee are met.

**Nonassignability of Awards.** Unless the committee determines otherwise at the time of an award, no award granted under the Consumer Services incentive plan may be assigned, transferred, pledged or otherwise encumbered by a participant, other than by will, by designation of a beneficiary after death, or by the laws of descent and distribution. Each award will be exercisable, during the participant's lifetime, only by the participant, or, if permissible under applicable law, by the participant's guardian or legal representative.

**Deferrals of Awards.** The committee may permit participants to defer the distribution of all or part of the specified stock, cash or other consideration in accordance with the terms and conditions as the committee shall establish.

**Adjustments.** In the event of any change affecting the shares of AT&T Consumer Services Group tracking stock subject to the Consumer Services incentive plan by reason of any stock dividend or split, recapitalization, reorganization, merger, consolidation, spin-off, combination, or exchange of shares or other corporate change, or any distributions to common shareholders other than cash dividends, the committee will substitute or adjust the aggregate number or class of shares that may be distributed under the Consumer Services incentive plan, including the substitution of similar options to purchase shares of, or other awards denominated in shares of, another company, and substitute or adjust the number, class, and option price or other price of shares subject to the outstanding awards granted under the Consumer Services incentive plan as the committee deems to be appropriate to maintain the purpose of the original grant.

The committee will be authorized to make adjustments in performance award criteria or in the terms and conditions of other awards in recognition of unusual or nonrecurring events affecting AT&T or AT&T's financial statements or changes in applicable laws, regulations or accounting principles. The committee may correct any defect, supply any omission or reconcile any inconsistency in the Consumer Services incentive plan or any award in the manner and to the extent it shall deem desirable to carry the incentive plan into effect.

**Amendment and Termination.** The AT&T Board may assume responsibilities otherwise assigned to the committee under the Consumer Services incentive plan and may amend, alter, or discontinue the Consumer Services incentive plan or any portion of the Consumer Services incentive plan at any time. The committee may amend the terms of any award granted under the Consumer Services incentive plan, prospectively or retroactively.

**Effective Date.** The Consumer Services incentive plan will become effective on the date shareholder approval is obtained.

**Plan Benefits.** Because the Consumer Services incentive plan is discretionary and based on AT&T's financial performance, it is not possible to determine or to estimate the benefits or amounts that will be

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received in the future by individual employees or groups of employees under the Consumer Services incentive plan.

**Section 162(m) of the Internal Revenue Code Performance-Based Compensation.** If the committee determines at the time restricted stock, a performance award, or other stock unit award is granted under the Consumer Services incentive plan to a participant who is, or is likely to be, as of the

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end of the tax year in which AT&T would claim a tax deduction in connection with such award, a "covered employee" under Section 162(m) of the Code, then the committee may provide as to such award that the lapsing of restrictions thereon and the distribution of cash, shares, or other property pursuant thereto, as applicable, shall be subject to the achievement of one or more objective performance goals established by the committee, which will be based on the achievement of specified levels of one or any combination of the following: net cash provided by operating activities, earnings per share from continuing operations, operating income, revenues, cash flow, return on investment, gross margin, return on operating assets, return on equity, economic value added, stock price appreciation, total shareholder return, or cost control of AT&T or the affiliate or division of AT&T for or within which the participant is primarily employed. Performance goals also may be based on achievement of specified levels of AT&T performance, or performance of the applicable affiliate or division of AT&T, including of AT&T Consumer Services Group, under one or more of the measures described above relative to the performance of other corporations.

The Consumer Services incentive plan provides that, subject to any adjustments described above, no participant may be granted options and/or SARs in any thirty-six month period with respect to more than 4 million shares of AT&T Consumer Services Group tracking stock. Furthermore, no participant may be granted restricted stock, performance awards or other stock unit awards, as to which there is established a performance period of thirty-six months, for more than 1 million shares (or for cash amounts based upon the value of 1 million shares). For performance periods with a duration of more or less than thirty-six months, the maximum award shall be determined by multiplying 1 million shares by a fraction the numerator of which is the number of months in the performance period and the denominator of which is thirty-six.

**Change of Control.** The Consumer Services incentive plan contains provisions requiring or permitting the vesting of awards or the acceleration of options and lapse of restrictions and similar adjustments in the event of a change of control of AT&T.

**Tax Aspects of the Consumer Services Incentive Plan.** AT&T believes that under present law, the following are the federal tax consequences generally arising with respect to awards granted under the Consumer Services incentive plan. The grant of an option or SAR will create no tax consequences for an employee or AT&T. The employee will have no taxable income upon exercising an ISO, except that the alternative minimum tax may apply, and AT&T will receive no deduction when an ISO is exercised. Upon exercising an SAR or an option other than an ISO, the employee must recognize ordinary income equal to the difference between the exercise price and the fair market value of the stock on the date of exercise; AT&T will be entitled to a deduction for the same amount. The treatment to an employee of a disposition of shares acquired through the exercise of an option depends on how long the shares have been held and if such shares were acquired by exercising an ISO or by exercising an option other than an ISO. Generally, there will be no tax consequence to AT&T in connection with a disposition of shares acquired under an option, except that AT&T may be entitled to a deduction in the case of a disposition of shares acquired under an ISO before the applicable ISO holding periods have been satisfied.

With respect to other awards granted under the Consumer Services incentive plan that are settled either in cash or in stock or other property that is either transferable or not subject to substantial risk of forfeiture, the participant must recognize ordinary income equal to the cash or the fair market value of shares or other property received; AT&T will generally be entitled to a deduction for the same amount. With respect to awards that are settled in stock or other property that is restricted as to transferability and subject to substantial risk of forfeiture, the participant must recognize ordinary income equal to the fair market value of the shares or other property received at the

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first time the shares or other property become

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transferable or not subject to substantial risk of forfeiture, whichever occurs earlier; AT&T will generally be entitled to a deduction for the same amount.

### RECOMMENDATION OF THE AT&T BOARD

THE AT&T BOARD HAS APPROVED THE INCENTIVE PLAN PROPOSAL AND RECOMMENDS THAT YOU VOTE FOR THE INCENTIVE PLAN PROPOSAL.

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### THE EMPLOYEE STOCK PURCHASE PLAN PROPOSAL

#### GENERAL

AT&T's 1996 Employee Stock Purchase Plan was initially adopted in 1996 and authorized the issuance of 50,000,000 shares of AT&T common stock, which was later adjusted for AT&T's three-for-two stock split paid on April 15, 1999. The employee stock purchase plan was restated effective July 1, 2001 authorizing an additional 30,000,000 shares for issuance under this plan. The AT&T Board has approved, subject to the approval of the AT&T shareholders, an AT&T Amended 1996 Employee Stock Purchase Plan. If approved by AT&T shareholders this plan will provide eligible employees with an opportunity to purchase AT&T common stock, and effective on the later of January 1, 2003, or the first day of the month following the date on which AT&T Consumer Services Group tracking stock is issued and publicly traded, AT&T Consumer Services Group tracking stock, through payroll deductions. This plan is intended to assist eligible employees in acquiring a stock ownership interest in AT&T pursuant to a plan that is intended to qualify as an "employee stock purchase plan" under Section 423 of the Code. This plan also includes a component not intended to qualify under Section 423 of the Code, or the "Non-423 Component," which will permit participation by certain eligible employees based outside the United States. A description of this plan is outlined below.

#### SHARES RESERVED FOR THIS PLAN

The aggregate number of shares of AT&T common stock, which may be purchased under the plan during the period from July 1, 2001 through June 30, 2006, will not exceed 30 million, subject to adjustment. Additionally, any shares remaining as of June 30, 2001 of the shares previously reserved to the AT&T 1996 Employee Stock Purchase Plan will continue to be available for issuance under this plan through June 30, 2006. On January 1, 2001, 18,474,247 shares remained available for issuance under the AT&T 1996 Employee Stock Purchase Plan. Of the 30 million shares that were newly authorized effective July 1, 2001, one million are reserved for the Non-423 Component.

The aggregate number of shares of AT&T Consumer Services Group tracking stock that may be purchased under the plan during the period of January 1, 2003 through June 30, 2006, will not exceed seven million shares per year. Of the newly authorized shares of AT&T Consumer Services Group tracking stock, 700,000 are reserved for the Non-423 Component.

Shares issued under this plan may consist, in whole or in part, of authorized and unissued shares, treasury shares, or shares bought on the market.

#### ELIGIBLE PARTICIPANTS

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All employees of AT&T, and those of a subsidiary designated by AT&T, are eligible if they meet certain conditions. To be eligible, the employee must have completed one month of continuous employment. Part-time employees are eligible to participate.

Approximately 160,000 employees would have been eligible to participate as of December 31, 2000.

On the first day of each month beginning on the later of July 1, 2002 or the first day of the month following the date on which AT&T Consumer Services Group tracking stock is issued and publicly traded, except as otherwise determined by the committee, AT&T will grant options as permitted under this plan. The term of each option will end on the last day of the month containing the date on which the option was granted.

Each eligible employee on a date of exercise will be entitled to purchase shares of common stock at a purchase price equal to 85% of the average of the reported highest and lowest sale prices of shares of common stock on the NYSE on the applicable date of exercise. Dates of exercise will take place on the last day of each month common stock is traded on the NYSE during the applicable option period. The eligible employee will elect the allocation of AT&T common stock and AT&T Consumer Services Group tracking stock to be purchased.

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Payment for shares of common stock purchased under this plan will be made by authorized payroll deductions from an eligible employee's total regular compensation payable from AT&T or a participating subsidiary of AT&T during an option period or, when authorized by the Committee, an eligible employee may pay an equivalent amount for such shares.

Eligible employees who elect to participate in this plan will designate a stated whole percentage equaling at least 1%, but no more than 10% of their eligible compensation, to be deposited into a periodic deposit account. On each date of exercise, the entire periodic deposit account of each participant in the plan is used to purchase whole and/or fractional shares of common stock. AT&T will maintain a stock purchase account for each participant to reflect the shares of common stock purchased under the plan by each participant. No participant in this plan is permitted to purchase common stock under this plan at a rate that exceeds \$25,000 in fair market value of common stock, determined at the time options are granted, for each calendar year. For purposes of making this determination, all of the AT&T common stock and AT&T Consumer Services Group tracking stock purchased by a participant will be aggregated.

All funds received by AT&T from the sale of common stock under this plan may be used for any corporate purpose.

### NEW PLAN BENEFITS

It is not possible to determine how many eligible employees will participate in this plan in the future. Therefore, it is not possible to determine with certainty the dollar value or number of shares of common stock that will be distributed under this plan. On the average, approximately 5 million shares of AT&T common stock have been distributed annually during the prior five-year term of this plan.

The following table sets forth certain information with respect to shares purchased under the 1996 AT&T Employee Stock Purchase Plan during 2001 by all current executive officers as a group, and all employees as a group, excluding executive officers:

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NAME AND POSITION -----	DOLLAR VALUE (1) -----	NUMBER OF SHARES PURCHASED -----
All current executive officers as a group.....	\$ 63,606.20	3,512.214
All employees as a group (excluding current executive officers).....	\$113,493,316.10	6,266,886.590

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 (1) Based upon \$18.11 per share, the fair value of AT&T common stock on December 31, 2001.

TAX TREATMENT

This plan, other than the Non-423 Component, is intended to qualify as an employee stock purchase plan within the meaning of Section 423 of the Code. Under the Code, an employee who elects to participate in an offering under this plan will not realize income at the time the offering commences or when the shares purchased under this plan are transferred to him or her. If an employee disposes of such shares after two years from the date the offering of such shares commences and after one year from the date of the transfer of such shares to him or her, the employee will be required to include in income, as compensation for the year in which such disposition occurs, an amount equal to the lesser of (1) the excess of the fair market value of such shares at the time of disposition over the purchase price, or (2) 15% of the fair market value of such shares at the time the offering commenced. The employee's basis in the shares disposed of will be increased by an amount equal to the amount so includable in his or her income as compensation, and any gain or loss computed with reference to such adjusted basis which is recognized at the time of the disposition will be a capital gain or loss, either short-term or long-term, depending on the holding period for such shares. In such event, AT&T, or the subsidiary by which the employee is employed, will not be entitled to any tax deduction from income.

If any employee disposed of the shares purchased under this plan within such two-year or one-year period, the employee will be required to include in income, as compensation for the year in which such

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disposition occurs, an amount equal to the excess of the fair market value of such shares on the date of purchase over the purchase price. The employee's basis in such shares disposed of will be increased by an amount equal to the amount includable in his or her income as compensation, and any gain or loss computed with reference to such adjusted basis which is recognized at the time of disposition will be a capital gain or loss, either short-term or long-term, depending on the holding period for such shares. In the event of a disposition within such two-year or one-year period, AT&T, or the subsidiary by which the employee is employed, will be entitled to a tax deduction from income equal to the amount the employee is required to include in income as a result of such disposition.

An AT&T employee who is a non-resident of the United States will generally not be subject to the U.S. federal income tax rules described above with respect to the shares of common stock purchased under this plan.

PLAN ADMINISTRATION AND TERMINATION

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The AT&T Board, or its delegate, will appoint a committee, which will be composed of one or more employees, to administer the plan on behalf of AT&T. This committee may delegate any or all of the administrative functions under the plan to such individuals, subcommittees, or entities, as the committee considers appropriate. The committee may adopt rules and procedures not inconsistent with the provisions of this plan for its administration. The committee's interpretation and construction of this plan is final and conclusive.

The AT&T Board may at any time, or from time to time, alter or amend this plan in any respect, except that, without approval of the AT&T shareholders, no amendment may increase the number of shares reserved for purchase, or reduce the purchase price per share under this plan, other than as described above.

The AT&T Board will have the right to terminate this plan or any offering at any time for any reason. The plan may continue in effect through June 30, 2006.

### RECOMMENDATION OF THE AT&T BOARD

THE AT&T BOARD RECOMMENDS A VOTE FOR THE ADOPTION OF THE AT&T AMENDED 1996 EMPLOYEE STOCK PURCHASE PLAN.

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## CHAPTER ELEVEN DESCRIPTION OF AT&T BUSINESS SERVICES GROUP

### OVERVIEW

AT&T Business Services is one of the nation's largest business services communications providers, offering a variety of global communications services to over 4 million customers, including large domestic and multinational businesses, small and medium-sized businesses and government agencies. AT&T Business Services operates one of the largest telecommunications networks in the United States and, through AT&T's Global Network Services and other investments and affiliates, provides an array of services and customized solutions in 60 countries and 850 cities worldwide.

AT&T Business Services provides a broad range of communications services and customized solutions, including:

- long distance, international and toll-free voice services;
- local services, including private line, local data and special access services;
- data and IP services for a variety of network standards, including frame relay and ATM;
- managed networking services and outsourcing solutions; and
- wholesale transport services.

### STRATEGY

AT&T Business Services intends to leverage its existing leadership position in communications connectivity and substantial customer base to become a leading provider of value-added managed communications services and outsourcing solutions. The following strategic objectives are critical to this transformation:

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Offer comprehensive enterprise networking solutions to large business customers. AT&T Business Services provides integrated communications services to enterprise customers, bundling an array of communications and data services to create customized end-to-end solutions. AT&T Business Services offers large domestic and U.S.-based multinational corporations solutions comprised of local voice and data, long-distance voice and data, IP, virtual private networks, hosting and managed network services. AT&T Business Services believes it has a well-established reputation for reliability, restoration and overall customer satisfaction, and that this provides it with critical competitive advantages in offering enterprise networking solutions.

Increase sales of new services. AT&T Business Services focuses on increasing sales of high-growth communications services, including local voice and data, IP connectivity and managed services. AT&T Business Services is focused on increasing sales on its extensive existing local, long distance and IP networks. With substantial infrastructure already in place, AT&T Business Services believes that future capital expenditures will be focused primarily on meeting specific customer demands for incremental capabilities and capacity. AT&T Business Services believes that increased sales of high-growth services will help increase asset utilization and expand operating margins for these new services.

Lower operating costs and increase efficiencies. AT&T Business Services believes it is imperative to maintain a cost leadership position. AT&T Business Services continuously evaluates its operations on an ongoing basis to streamline core processes and reduce costs, focusing on key operational areas including access, network operations, provisioning, billing, customer care and sales. In particular, AT&T focuses on providing its customers direct access to its network to enhance service quality and to reduce AT&T's access charge cost. AT&T Business Services routinely evaluates its performance relative to competitors through benchmarking studies. AT&T Business Services also reviews best-of-class companies across all industries to identify new process improvements and additional cost reduction opportunities.

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Improve asset utilization. AT&T Business Services plans to continue to improve network asset utilization. AT&T Business Services has invested substantial capital to create an end-to-end network that supports next-generation communication services, such as IP-enabled virtual private networks. AT&T Business Services plans to selectively invest as market demand and asset utilization levels warrant in order to achieve competitive returns on capital.

Develop and offer new, innovative customer solutions. AT&T Business Services believes its market and technological leadership positions enable it to develop and offer new advanced communications services and managed service solutions. AT&T Business Services evaluates and launches new products and services on an ongoing basis to accelerate bundling of transport and connectivity services with other communications products, such as managed network services and outsourcing solutions. AT&T Business Services' goal is to develop and integrate new advanced applications in a manner that ensures effortless customer migration; for example, to transition from voice private networks to IP-enabled virtual private networks that support voice as an application. AT&T Business Services believes its leadership in voice services coupled with the technological leadership of AT&T Labs in developing IP and enterprise networking solutions will help attract new enterprise network customers and generate incremental revenue among AT&T's existing enterprise customers while increasing network utilization and improving margins.

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### INDUSTRY OVERVIEW

The communications services industry continues to evolve, both domestically and internationally, providing significant opportunities and risks to the participants in these markets. Factors that have been driving this change include:

- entry of new competitors and investment of substantial capital in existing and new services, resulting in significant price competition;
- technological advances resulting in a proliferation of new services and products and rapid increases in network capacity;
- the Telecommunications Act; and
- deregulation of communications services markets in selected countries around the world.

One factor affecting the communications services industry is the rapid development of data services. The development of frame relay, ATM and IP networks as modes of transmitting information electronically has dramatically transformed the array and breadth of services offered by telecommunications carriers.

Use of the Internet, including intranets and extranets, has grown rapidly in recent years. This growth has been driven by a number of factors, including the large and growing installed base of personal computers, improvements in network architectures, increasing numbers of network-enabled applications, emergence of compelling content and commerce-enabling technologies, and easier, faster and cheaper Internet access. Consequently, the Internet has become an important new global communications and commerce medium. The Internet represents an opportunity for enterprises to interact in new and different ways with both existing and prospective customers, employees, suppliers and partners. Enterprises are responding to this opportunity by substantially increasing their investment in Internet connectivity and services to enhance internal voice and data networks.

In the United States, the Telecommunications Act has had a significant impact on AT&T Business Services' business by establishing a statutory framework for opening the local service markets to competition and by allowing regional phone companies to provide in-region long distance services. In addition, prices for long distance minutes and other basic communications services have declined as a result of increased competitive pressures, governmental deregulation, introduction of more efficient networks and advanced technologies, and product substitution. Competition in these basic communications services segments has more recently been based more on price and less on other differentiating factors that

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appeal to the larger business market customers, including range of services offered, bundling of products, customer service, and communications quality, reliability and availability.

### SERVICES AND PRODUCTS

#### VOICE SERVICES

Long Distance Voice Services. AT&T Business Services' long distance voice communication offerings include the traditional "one plus" dialing of domestic and international long distance for customers that select AT&T Business Services



as their primary long distance carrier.

AT&T Business Services offers toll-free (for example, 800, 888 or 877) inbound services, where the receiving party pays for the call. These services are used in a wide variety of applications, including sales, reservation centers or customer service centers. AT&T Business Services also offers a variety of value-added features to enhance customers' toll-free services, including call routing by origination point and time-of-day routing. In addition, AT&T Business Services provides virtual private network applications, including dedicated outbound facilities.

AT&T Business Services also offers audio and video teleconferencing services, as well as web-based video conferencing. These services offer customers the ability to establish automated teleconference lines, as well as teleconferences moderated by an AT&T representative. Customers can also establish a dedicated audio conference number that can be used at any time without the necessity of a reservation.

AT&T Business Services also offers a variety of calling cards that allow the user to place calls from virtually anywhere in the world. Additional features include prepaid phone cards, conference calling, international origination, information service access (such as weather or stock quotes), speed dialing and voice messaging.

Business Local Services. AT&T Business Local provides a wide range of local voice and data telecommunications services in major metropolitan markets throughout the United States. Services include basic local exchange service, Centrex, exchange access, private line, high speed data and video services. AT&T Business Local typically offers local service as part of a package of services that can include any combination of other AT&T Business Services offerings.

Integrated Voice/Data/IP Offers. AT&T Business Services provides a variety of integrated service offers targeted at business customers. For small businesses, AT&T's All in One service offering provides both local and long distance services through a single bill, providing discounts based on volume and term commitments. The AT&T Business Network service offers a wide range of voice and data services through a single service package. Among the features of the integrated services offering is the ability to enable customers to electronically order new services, perform maintenance and manage administrative functions.

AT&T also has a number of integrated voice and data services, such as Integrated Network Connections, that provide customers the ability to integrate access for their voice and data services and thereby qualify for lower prices.

#### DATA AND INTERNET SERVICES

Private Line Services. AT&T Business Services' data services include private line and special access services that use high-capacity digital circuits to carry voice, data and video or multimedia transmission from point-to-point in multiple configurations. These services provide high-volume customers with a direct connection to an AT&T Business Services switch instead of switched access shared by many users. These services permit customers to create internal computer networks and to access external computer networks and the Internet, thereby reducing originating access costs.

Packet Services. Packet services consist of data networks utilizing packet switching and transmission technologies. Packet services include frame relay, ATM and IP connectivity services. Packet services enable customers to transmit large volumes of data economically and securely. Packet services are utilized

for local area network interconnection, remote site, point of sale and branch office communications solutions. While frame relay and ATM Services are widely deployed as private data networks, AT&T Business Services offers customers the ability to connect these networks to the Internet through services such as IP-enabled frame relay. High speed packet services, including IP-enabled frame relay service, are utilized extensively by enterprise customers for an expanding range of applications.

AT&T Business Internet Services. AT&T Business Services provides IP connectivity and managed IP services, messaging, and electronic commerce services to businesses. AT&T offers managed Internet services, which give customers dedicated, high-speed access to the Internet for business applications at a variety of speeds and types of access, as well as business dial service, a dial-up version of Internet access designed to meet the needs of small- and medium-sized businesses. AT&T's web services consist of a family of hosting and transactional services and platforms serving the web needs of thousands of businesses; these offers include AT&T Small Business Hosting Services.

#### MANAGED SERVICES AND OUTSOURCING SOLUTIONS

AT&T Business Services provides clients with an array of managed networking services, professional services and outsourcing solutions intended to satisfy clients' complete networking technology needs—ranging from managing individual network components such as routers and frame relay networks to managing entire complex global networks. AT&T Business Services is engaged in: designing, developing and delivering integrated and interoperable global services, allowing enterprises to optimize networking-based mission-critical and electronic commerce applications. AT&T Business Services also works selectively with qualified partners to offer enhanced services to customers.

Enterprise Networking Services. With a global scale and reach in 60 countries and 850 different cities, AT&T Business Services' enterprise networking services strive to provide comprehensive support from network design, implementation and installation to ongoing network operations and lifecycle management of solutions for networks of varying scales, including Local Area Networks, Wide Area Networks, and Virtual Private Networks. These managed enterprise networking services enable customers to accommodate specific business applications, such as e-mail, voice over IP, order entry systems, employee directories, human resource transaction and other database applications; to create secure remote access intranet and extranet solutions with controlled access to employees, business partners and customers; and to use Intelligent Content Distribution Services to accelerate delivery of content to any Internet user.

Web Services. AT&T Business Services' continuum of managed web hosting services supports clients' hosted infrastructure needs from the network layer all the way up through managing the performance of their business applications. With 18 Internet Data Centers located on three continents and with a capacity of more than 1.8 million square feet of web hosting space, AT&T's hosting services provide a fully flexible, managed environment of network, server and security infrastructure as well as built-in data storage. AT&T's full suite of managed hosting services includes application performance management, database management, hardware and operating system management, intelligent content distribution services, high availability data and computing services, storage services, managed security and firewall services. AT&T's web hosting services also include a range of business tools, including client portal services that provide managed hosting customers with personalized, secure access to detailed reporting information about their infrastructure and applications.

High Availability and Security Services. AT&T Business Services' high

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availability and security services deliver enterprise-class, high-end integrated solutions to ensure the continuous operations of clients' critical business processes and availability of critical data by leveraging the core competencies of AT&T's end-to-end professional services; world-class global networks; global management and monitoring; Internet Data Centers and conditioned facilities. In addition, AT&T's high availability and security services include business continuity and disaster recovery services that provide core network disaster recovery, information technology, work center, and risk management/business continuity analysis, planning and operational capabilities.

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**Outsourcing Solutions.** AT&T Business Services provides customers with outsourcing solutions designed to manage customers' highly complex voice and data networks. These services range from consulting to outsourcing and management of highly complex global data networks. AT&T Business Services designs, engineers and implements seamless solutions for clients that are designed to maximize the competitive advantage of networking-based electronic commerce applications.

**Transport.** AT&T Business Services considers itself one of the leaders in providing wholesale networking services to other carriers, providing both network capacity and switched services. AT&T Business Services offers a combination of high-volume transmission capacity, conventional dedicated line services and dedicated switched services on a regional and national basis to ISPs and facility-based and switchless resellers. AT&T Business Services' wholesale customers are primarily large tier-one ISPs, competitive local exchange carriers, regional phone companies, interexchange carriers, cable companies and systems integrators. AT&T Business Services focuses on ensuring optimal network utilization through the sale of off-peak capacity. Further, wholesale switched services are priced to reflect the cost of access incurred. In limited circumstances, AT&T Business Services also has sold network capacity through indefeasible rights-of-use agreements under which capacity is furnished for contract terms as long as 25 years.

### SALES AND MARKETING

AT&T Business Services markets its suite of voice and data communications services through its global sales and marketing organization. The sales and marketing organization is primarily organized by customer type and targets retail, wholesale and government organizations throughout the United States and the rest of the world. AT&T Business Services' direct sales and marketing force consists of approximately 6,800 sales representatives. In addition, the sales and marketing group works in connection with several outside telemarketing firms to target small businesses in a cost efficient manner. For small businesses with more sophisticated service needs, AT&T Business Services uses a direct sales force of approximately over 450 representatives trained to market the full suite of products and services and customized services solutions. In addition, the AT&T Solution Center provides a centralized resource designed to respond rapidly to complex customer requirements. For many large and multinational clients, a senior AT&T officer is responsible for maintaining a continuous relationship with the senior management of the customer, helping to ensure a continuous and effective marketing effort.

### CUSTOMER CARE AND SUPPORT

AT&T Business Services places a high priority on ensuring all customers receive the highest level of customer care, including contracting, ordering, provisioning, maintenance and collections. AT&T's customer care organization places particular emphasis on the ordering, provisioning and maintenance processes. Customer care and support group monitors these functions and responds

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to inbound customer inquiries in a manner intended to ensure customer orders for new services, service changes and maintenance requests are completed on-time and accurately. Customer care and support has approximately 10,000 customer care associates world-wide at 27 customer care centers, of which 24 are company-owned and three are operated by outside customer care firms.

AT&T Business Services determines the appropriate customer care program based on the size and sophistication of the customer and its communications needs. For larger and multinational customers and government agencies, AT&T Business Services provides customer care services and support through dedicated account teams designed to provide support on a rapid and personalized basis.

AT&T Business Services believes that the web has greatly enhanced AT&T Business Services' customer care programs. Through a dedicated customer care website, [www.iadvantage@att.com](http://www.iadvantage@att.com), customers may submit questions or initiate service requests, including ordering new services or submitting maintenance requests. Customer care delivered via the web is often quicker and more convenient for customers and reduces errors.

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### RATES AND BILLING

AT&T Business Services provides the majority of its services through long-term contracts. General descriptions of AT&T Business Services' services, applicable rates, warranties, limitations on liability, user requirements and other material service provisioning information are outlined in service guides that are provided directly to prospective clients or are available on AT&T's website. Clients enter into contracts, based on the service guides, detailing customer-specific terms and information, including volume discounts, service bundling, extended warranties and other customized terms. Through combined offerings, AT&T Business Services also provides customers with such features as single billing, unified services for multi-location companies and customized calling plans. Most intrastate services are provided in accordance with applicable tariffs filed with the states.

Most domestic and international switched voice services originating in the United States are billed in 1 or 6 second increments after a fixed initial period. Switched voice services originating in international markets are also billed in increments, subject to local market conditions and interconnect agreements. Switched long distance and local services are billed in arrears, with monthly billing statements itemizing date, time, duration and charges. Data services are billed generally in advance, based on a fixed circuit charge, with rates that vary according to speed of transmission and service type.

### NETWORK

AT&T Business Services' U.S. network comprises 46,500 route miles of long-haul backbone fiber-optic cable, plus another 17,000 route miles of local metro fiber, capable of carrying OC-192 (10 billion bits, or 10 gigabits per second) traffic. In addition, AT&T Business Services has recently completed installation of over 10,000 new route miles of the latest generation fiber-optic cable capable of carrying OC-768 (40 gigabits per second) when that standard is ready for deployment. This new fiber capacity presently connects 22 of the largest U.S. cities, and provides AT&T substantial capacity for future growth of network traffic with minimal incremental capital expenditure requirements. AT&T Business Services was the first in the industry with a coast-to-coast OC-192 backbone, connecting Boston, New York, Chicago, St. Louis, San Francisco and Los Angeles. In addition to this state-of-the-art 10 gigabits per second backbone, AT&T Business Services also has over 400 Synchronous Optical Network points-of-presence in the continental U.S., offering high-speed data connectivity to the

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majority of U.S. business centers. Currently, 78 of these points-of-presence are tariffed with OC-48 service.

AT&T Business Services' network, which also supports AT&T Consumer Services Group's services, carries over 300 million voice calls every business day and more than 2,175 trillion bytes (terabytes) of data each day. On the voice network, AT&T Business Services employs its patented Real Time Network Routing to automatically complete domestic voice calls through more than 100 possible routes. The reliability of certain portions of the network is maximized by using Synchronous Optical Network rings that can restore service on a severed fiber optic cable within 50 to 60 milliseconds by sending traffic in the other direction on the ring. On other routes, AT&T uses its patented FASTAR technology to route traffic around a cable cut by automatically transferring traffic to alternative spare capacity. AT&T Business Services stands behind its reliability claims with service level agreements. For example, on its IP backbone, AT&T Business Services guarantees business customers no more than 60 milliseconds of latency, or delay in the transmission of a packet of information, and 0.7% packet loss per month.

AT&T Business Services has been a leader in deploying Dense Wavelength Division Multiplexing, or DWDM, technology that divides an optical fiber into multiple channels, each carrying up to 10 gigabits per second of information today. When DWDM was introduced in 1996, the technology could put only eight wavelengths on a fiber strand. Today, AT&T Business Services is deploying 64-and 80-wavelength DWDM systems, as well as systems capable of carrying 160 wavelengths. When installed with OC-192 capabilities, a 160-wavelength DWDM system will enable 1.6 terabits (trillion bits per second) on a single fiber strand.

Since digital switching was introduced in the late 1970s, the heart of the AT&T voice network has been the 4ESS, a circuit switch specifically designed for long distance use, and currently AT&T Business

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Services has 143 of these switches in the network. AT&T Business Services has recently installed nearly 60 standard tandem switches that allow AT&T to accommodate the transition from circuit-switched to packet networks. While AT&T Business Services will continue to have both circuit and packet switching technologies for some time, significant future capital expenditures are not planned for circuit switching.

In addition to its long distance network, AT&T Business Services has an extensive local network serving business customers in 80 U.S. cities. AT&T Business Services has expanded its local network so that it now includes 118 local switches and reaches more than 6,200 buildings. This network provides voice service to business users, as well as data connections up to OC-48 capacity. In order to maximize asset utilization, AT&T's local network also handles consumer traffic, providing most of the dial-in numbers for AT&T WorldNet Service, as well as switching cable telephony calls for customers of AT&T Broadband.

AT&T Business Services also operates one of the largest IP networks in the United States. As a Tier 1 provider, AT&T has direct peering relationships with other Tier 1 providers, providing service to carriers that go through public peering sites. AT&T offers multiple access choices to the IP network, including dial-up, dedicated private line, cable modem and DSL, as well as IP-enabled access through ATM and frame relay networks.

AT&T Business Services is deploying Internet Data Centers across the U.S., offering web hosting services. Currently, AT&T Business Services has 18 Internet

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Data Centers, with an aggregate 1.8 million square feet of space, all directly connected to AT&T Business Services' high-speed IP backbone.

Over the next few years, AT&T Business Services plans to evolve its network to an all-optical facility. The first element of the optical network is AT&T Business Services' existing fiber-optic backbone. The next step is the Intelligent Optical Switch, which was introduced by the end of 2001. The Intelligent Optical Switch switches wavelengths of light, and can communicate and establish a connection with other switches automatically when a customer requests a new service. The third element is the Multi-Service Platform, located in either the AT&T local network or on the customer premise, that aggregates low-speed and high-speed services and sends the information to the Intelligent Optical Switch for routing.

### INTERNATIONAL

AT&T Business Services has entered into a number of agreements and alliances with international communications companies, and has made strategic investments in several countries in order to provide customers end-to-end network management capabilities and highly customized solutions.

Concert. On January 5, 2000 AT&T and British Telecommunications plc, or BT, created a global venture to serve the communications needs of multinational companies and the international calling needs of businesses around the world. On April 1, 2002 AT&T and BT announced that they had completed their unwinding of Concert. Under the Concert dissolution agreement with BT, AT&T reclaimed customer contracts and assets that were initially contributed to the venture, including international transport facilities and gateway assets. In addition, AT&T Business Services obtained ownership of certain frame relay assets located in the Asia Pacific region that BT initially contributed to the venture. AT&T Business Services expects to combine these assets with its existing international networking and other assets. AT&T Business Services will honor all contracts and service level agreements that it assumed from Concert. AT&T Business Services and BT have agreed to enter into transitional commercial agreements enabling them to provide existing Concert services for a period of three years. Under these agreements, AT&T Business Services and BT will pay each other market-based prices.

AT&T Canada. AT&T has an approximately 31% equity ownership in AT&T Canada. In the event foreign ownership restrictions in Canada are lifted, in whole or in part, prior to June 30, 2003, AT&T is required to purchase the outstanding shares, to the extent permitted by any remaining foreign ownership restrictions, at the greater of the floor price (Cdn \$47.45 as of December 31, 2001) and the fair market value (we refer to the greater price as the Back-end Price). The floor price accretes at 4% each quarter, commencing on June 30, 2000. AT&T has the right to trigger the purchase of the remaining equity of AT&T Canada for the Back-end Price at any time prior to the earlier of a change in foreign ownership

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rules in Canada or June 30, 2003. If foreign ownership restrictions in Canada are not lifted and AT&T does not exercise the call right by June 30, 2003, the shares may be put up for auction, and AT&T would have to make shareholders whole for the amount, if any, by which the Back-end Price exceeds the proceeds received in auction.

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In 2001, AT&T recorded \$1.8 billion of after tax charges (\$3.0 billion of pretax charges) reflecting the estimated loss on AT&T's commitment to purchase the publicly owned shares of AT&T Canada. Included in these charges was approximately \$0.6 billion related to the assumption of BT's obligation to purchase the publicly owned shares of AT&T Canada. These charges reflect the difference between the underlying value of AT&T Canada shares and the price AT&T has committed to pay for them, and are included in "Net losses related to other equity investments" in the Consolidated Statement of Income and "Other long-term liabilities and deferred credits" in the Consolidated Balance Sheet.

AT&T no longer records equity earnings or losses related to AT&T Canada since AT&T's investment balance was written down to zero, largely through losses generated by AT&T Canada. In the event AT&T acquires more than 50% of the voting equity of AT&T Canada, AT&T Canada's results will be consolidated into AT&T's results. At April 26, 2002, AT&T Canada had outstanding debt of approximately \$2.9 billion.

On March 14, 2002, AT&T Canada announced that it has formed a board committee to help management address what AT&T Canada described as "complex issues" facing the company. It also said one of the committee's first steps had been to hire Greenhill & Co. LLC as its financial adviser to work with the committee and management to evaluate various scenarios regarding what it described as "the issues, opportunities and alternatives for the company."

On March 15, 2002, a group of more than 20 investors holding almost \$1 billion of AT&T Canada public notes announced that they have organized as an ad hoc committee to express their concerns about the company's business operations and financial prospects. They stated that the group was formed in response to several recent "troubling financial releases" from AT&T Canada and the rating agency downgrades of AT&T Canada's public notes, including the notes issued by MetroNet Communications.

On April 18, 2002, the counsel to the ad hoc group of bondholders issued a press release stating that this group was concerned about AT&T's and AT&T Canada's failure to engage in a dialogue concerning the commitment to bondholders. The committee said it was troubled that AT&T would not commit to stand behind the AT&T Canada bonds, alleging that senior executives of AT&T participated in the road shows for placement of the AT&T Canada notes and made certain statements to rating agencies. Further, the release stated that, in the absence of AT&T committing to support AT&T Canada, the committee will have no choice but to explore any and all available remedies. As stated above, approximately Canadian \$4.5 billion (approximately U.S.\$2.9 billion) in aggregate amount of indebtedness of AT&T Canada was outstanding as of April 26, 2002. AT&T expressly disclaims any obligation with respect to the bonds.

On May 9, 2002, a group of institutional investors holding approximately \$458 million of AT&T Canada's public notes announced that it had filed an oppression application with the Ontario Superior Court of Justice asserting that the conduct of AT&T Canada and its directors has been oppressive and unfairly prejudicial to, and has unfairly disregarded, the interests of AT&T Canada's noteholders. The investors also stated that the Application is supported by

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other AT&T Canada noteholders holding an additional \$250 million of AT&T Canada's notes. Among other things, the Application seeks the following relief: replacement of all current directors of AT&T Canada or orders regulating the conduct of current directors; an order restraining AT&T Canada from collapsing any "in the money" foreign currency swaps; and an order requiring AT&T Canada and its directors to preserve assets and liquidity pending a restructuring.

As of December 31, 2001, the aggregate amount that AT&T would need to pay to complete its obligation related to AT&T Canada was approximately \$3.2 billion (accreting at 4% per quarter). AT&T has the right to fund this acquisition through cash or, subject to the limitations set forth in the merger

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agreement, through the issuance of shares of AT&T common stock, or any combination thereof. AT&T is currently exploring a variety of structures to satisfy its obligation related to AT&T Canada.

AT&T currently intends to raise cash to settle a substantial portion of the back end purchase requirement through the issuance of equity or equity-like securities. It is likely that AT&T will take steps to raise such funds through the issuance of these equity or equity-like securities and AT&T currently is evaluating commencing such issuance in the near future. Subject to the limitations on the number of shares that can be issued set forth in the merger agreement, AT&T could issue these securities at anytime by use of a currently effective shelf registration statement. The issuance of equity or equity-like securities to settle the back end purchase requirement may have a material adverse impact on the market price of AT&T common stock. AT&T's ability to settle its back end purchase requirement in this manner will depend on market conditions and other factors and there is no assurance that it will be able to do so.

If AT&T does not raise funds to complete this acquisition prior to the completion of the AT&T Comcast transaction, to the extent AT&T directly or indirectly uses equity to do so, the percentage of shares of AT&T that would be required to be issued would be substantially increased.

In addition, adverse business developments involving AT&T Canada could affect AT&T in a variety of ways. For example, in the event AT&T no longer obtains telecommunications services from AT&T Canada, there are a variety of other carriers that could provide AT&T with the telecommunications services necessary to service its customers. However, there may be some difficulty in obtaining services with comparable features and functions and prices from these carriers which could adversely impact AT&T's ability to provide products and services to its customers. In addition, AT&T may incur significant costs as a result.

AT&T Latin America Corp. On August 28, 2000, AT&T Business Services established AT&T Latin America in connection with the merger of Netstream, a



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competitive local exchange carrier in Brazil, and FirstCom Corporation. AT&T Latin America provides voice, data and Internet access services in five countries, Argentina, Brazil, Chile, Colombia and Peru. AT&T Business Services owns a 62.5% economic interest (94% voting interest) in AT&T Latin America.

Alestra. S. de R.L. de C.V. AT&T Business Services also owns a 49% economic interest in Alestra S. de R.L. de C.V., a competitive telecommunications company in Mexico. Alestra offers voice, data and Internet services throughout Mexico to residential, small business and enterprise customers. Alestra's state-of-the-art network comprises approximately 3,500 route miles, with four interconnection points to AT&T's network at the U.S.-Mexico border.

### COMPETITION

AT&T Business Services faces the same competition issues applicable generally to the communications services industry that are discussed with respect to AT&T Consumer Services Group. See "AT&T Consumer Services Group Tracking Stock -- Description of AT&T Consumer Services Group -- Competition" and "Summary and Overview of the Transactions -- Risk Factors -- Risk Factors Relating to AT&T Consumer Services Group and AT&T Business Services Group -- AT&T Consumer Services Group and AT&T Business Services Group face substantial competition that may materially adversely impact both market share and margins."

### EMPLOYEES

At December 31, 2001, AT&T Business Services employed approximately 57,500 individuals in its operations. Of those employees, approximately 53,300 are located domestically. About 17,400 of the domestically located employees of AT&T Business Services are represented by unions. Of those so represented, about 94% are represented by the Communications Workers of America and about 5% are represented by the International Brotherhood of Electrical Workers, both of which are affiliated with the AFL-CIO. In addition, there is a very small remainder of domestic employees represented by other unions. Labor agreements with most of these unions extend through May 2002.

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### LEGAL PROCEEDINGS

In the normal course of business, AT&T Business Services is subject to proceedings, lawsuits and other claims, including proceedings under government laws and regulations related to environmental and other matters. Such matters are subject to many uncertainties and outcomes are not predictable with assurance. Consequently, AT&T Business Services is unable to ascertain the ultimate aggregate amount of monetary liability or financial impact with respect to these matters at December 31, 2001. While these matters could affect operating results of any one quarter when resolved in future periods, it is management's opinion that after final disposition, any monetary liability or financial impact to AT&T Business Services beyond that provided for at year-end would not be material to AT&T Business Services' annual consolidated financial position or results of operations.

For additional information on legal proceedings, please see the discussion on legal proceedings under "Legal Proceedings" contained in AT&T's Annual Report on Form 10-K for the year ended December 31, 2001, which is incorporated by reference in this document. See "Additional Information for Shareholders -- Where You Can Find More Information."

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### AT&T LABS

AT&T Labs conducts research and development for AT&T. AT&T Labs' scientists and engineers conduct research in a variety of areas, including IP and future broadband technologies; advanced network design and architecture; network operations systems; data mining technologies and advanced speech technologies. AT&T Labs works with the other business units within AT&T to create new services and invent tools and systems to manage secure and reliable networks for AT&T and its customers. With a heritage that extends from fundamental advances such as the development of the transistor, AT&T Labs has made numerous recent advances in the areas of IP communications infrastructure, data mining and wireless networks.

### PATENTS AND TRADEMARKS

AT&T actively pursues patents and trademarks to protect its intellectual property within the United States and abroad. AT&T has developed a focused law practice to prepare and prosecute its patent and trademark applications. On average, AT&T receives over 300 U.S. patents per year and maintains a portfolio of over 2,500 trademark and service mark registrations.

### LEGISLATIVE AND REGULATORY DEVELOPMENTS

Legislative and regulatory developments discussed with respect to AT&T Consumer Services Group also apply to AT&T Business Services. See "AT&T Consumer Services Group Tracking Stock -- Description of AT&T Consumer Services Group -- Legislative and Regulatory Developments."

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## CHAPTER TWELVE FINANCIAL STATEMENTS

### REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors and  
Shareowners of AT&T Corp.:

In our opinion, based on our audits and the report of other auditors, the accompanying consolidated balance sheets and the related consolidated statements of income, changes in shareowners' equity and of cash flows present fairly, in all material respects, the financial position of AT&T Corp. and its subsidiaries (AT&T) at December 31, 2001 and 2000, and the results of their operations and their cash flows for each of the three years ended December 31, 2001, in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of AT&T's management; our responsibility is to express an opinion on these financial statements based on our audits. We did not audit the financial statements as of and for the years ended December 31, 2000 and 1999 of Liberty Media Group, an equity method investee, which was acquired by AT&T on March 9, 1999. AT&T's financial statements include an investment of \$34,290 million as of December 31, 2000, and equity method earnings (losses) of \$1,488 million and \$(2,022) million, for the years ended December 31, 2000 and 1999, respectively. Those statements were audited by other auditors whose report thereon has been furnished to us, and our opinion expressed herein, insofar as it relates to the amounts included for Liberty Media Group, as of and for the years ended December 31, 2000 and 1999, is based solely on the report of the other auditors. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence

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supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits and the report of other auditors provide a reasonable basis for our opinion.

As discussed in the notes to the financial statements, AT&T was required to adopt Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities, effective January 1, 2001.

PRICEWATERHOUSECOOPERS LLP

New York, New York  
March 25, 2002

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### AT&T CORP. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF INCOME

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	(DOLLARS IN MILLIONS EXCEPT PER SHARE AMOUNTS)		
Revenue.....	\$52,550	\$55,533	\$54,973
Operating Expenses			
Costs of services and products (excluding depreciation of \$4,818, \$4,410 and \$4,215 included below).....	13,960	12,795	11,013
Access and other connection.....	12,136	13,140	14,439
Selling, general and administrative.....	10,832	9,752	10,894
Depreciation and other amortization.....	6,865	5,924	5,137
Amortization of goodwill, franchise costs and other purchased intangibles.....	2,473	2,665	1,057
Net restructuring and other charges.....	2,530	7,029	975
Total operating expenses.....	48,796	51,305	43,515
Operating income.....	3,754	4,228	11,458
Other (expense) income.....	(1,547)	1,150	826
Interest expense.....	3,242	2,964	1,503
(Loss) income from continuing operations before income taxes, minority interest, and (losses) earnings related to equity investments.....	(1,035)	2,414	10,781
(Benefit) provision for income taxes.....	(791)	3,284	4,016
Minority interest income (expense).....	963	4,103	(126)
Equity (losses) earnings from Liberty Media Group.....	(2,711)	1,488	(2,022)
Net losses related to other equity investments.....	4,850	588	756
(Loss) income from continuing operations.....	(6,842)	4,133	3,861
Income (loss) from discontinued operations (net of income taxes of \$158, \$307, and \$(238)).....	150	536	(433)
Gain on disposition of discontinued operations.....	13,503	--	--

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Income before cumulative effect of accounting change.....	6,811	4,669	3,428
Cumulative effect of accounting change (net of income taxes of \$578).....	904	--	--
Net income.....	7,715	4,669	3,428
Dividend requirements of preferred stock.....	652	--	--
Premium on exchange of AT&T Wireless tracking stock.....	80	--	--
Net income available to common shareowners.....	\$ 6,983	\$ 4,669	\$ 3,428
AT&T Common Stock Group -- per basic share:			
(Loss) earnings from continuing operations.....	\$ (1.33)	\$ 0.76	\$ 1.91
Earnings (loss) from discontinued operations.....	0.03	0.13	(0.14)
Gain on disposition of discontinued operations.....	3.70	--	--
Cumulative effect of accounting change.....	0.10	--	--
AT&T Common Stock Group earnings.....	\$ 2.50	\$ 0.89	\$ 1.77
AT&T Common Stock Group -- per diluted share:			
(Loss) earnings from continuing operations.....	\$ (1.33)	\$ 0.75	\$ 1.87
Earnings (loss) from discontinued operations.....	0.03	0.13	(0.13)
Gain on disposition of discontinued operations.....	3.70	--	--
Cumulative effect of accounting change.....	0.10	--	--
AT&T Common Stock Group earnings.....	\$ 2.50	\$ 0.88	\$ 1.74
AT&T Wireless Group -- per basic and diluted share:			
Earnings from discontinued operations.....	\$ 0.08	\$ 0.21	\$ --
Liberty Media Group -- per basic and diluted share:			
(Loss) earnings -- before cumulative effect of accounting change.....	\$ (1.05)	\$ 0.58	\$ (0.80)
Cumulative effect of accounting change.....	0.21	--	--
Liberty Media Group (loss) earnings.....	\$ (0.84)	\$ 0.58	\$ (0.80)

The notes are an integral part of the consolidated financial statements.

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AT&T CORP. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	AT DECEMBER 31,	
	2001	2000
	(DOLLARS IN MILLIONS)	
ASSETS		
Cash and cash equivalents.....	\$ 10,592	\$ 64
Accounts receivable, less allowances of \$827 and \$1,185.....	7,736	9,408
Other receivables.....	1,645	1,645
Investments.....	668	2,102
Deferred income taxes.....	1,230	720
Other current assets.....	657	781

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Total Current Assets.....	22,528	14,720
Property, plant and equipment, net.....	41,322	41,269
Franchise costs, net of accumulated amortization of \$2,501 and \$1,664.....	42,819	48,218
Goodwill, net of accumulated amortization of \$1,307 and \$609.....	24,675	26,782
Investment in Liberty Media Group and related receivables, net.....	--	34,290
Other investments and related advances.....	23,818	30,875
Prepaid pension costs.....	3,337	3,003
Other assets.....	6,783	7,979
Net assets of discontinued operations.....	--	27,224
Total Assets.....	\$165,282	\$234,360
	=====	=====
LIABILITIES		
Accounts payable.....	\$ 4,744	\$ 5,382
Payroll and benefit-related liabilities.....	2,084	1,991
Debt maturing within one year.....	12,958	31,838
Liability under put options.....	--	2,564
Other current liabilities.....	5,641	6,200
Total Current Liabilities.....	25,427	47,975
Long-term debt.....	40,527	33,089
Long-term benefit-related liabilities.....	3,594	3,670
Deferred income taxes.....	28,160	32,054
Other long-term liabilities and deferred credits.....	7,614	4,823
Total Liabilities.....	105,322	121,611
Minority Interest.....	3,560	4,841
Company-Obligated Convertible Quarterly Income Preferred Securities of Subsidiary Trust Holding Solely Subordinated Debt Securities of AT&T.....	4,720	4,710
SHAREOWNERS' EQUITY		
Common Stock:		
AT&T Common Stock, \$1 par value, authorized 6,000,000,000 shares; issued and outstanding 3,542,405,744 shares (net of 851,746,431 treasury shares) at December 31, 2001 and 3,760,151,185 shares (net of 416,887,452 treasury shares) at December 31, 2000.....	3,542	3,760
AT&T Wireless Group Common Stock, \$1 par value, authorized 6,000,000,000 shares, issued and outstanding 361,802,200 shares at December 31, 2000.....	--	362
Liberty Media Group Class A Common Stock, \$1 par value, authorized 4,000,000,000 shares, issued and outstanding 2,363,738,198 shares (net of 59,512,496 treasury shares) at December 31, 2000.....	--	2,364
Liberty Media Group Class B Common Stock, \$1 par value, authorized 400,000,000 shares, issued and outstanding 206,221,288 shares (net of 10,607,776 treasury shares) at December 31, 2000.....	--	206
Additional paid-in capital.....	51,964	90,496
(Accumulated deficit) retained earnings.....	(3,484)	7,408
Accumulated other comprehensive loss.....	(342)	(1,398)
Total Shareowners' Equity.....	51,680	103,198
	-----	-----

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Total Liabilities and Shareowners' Equity..... \$165,282      \$234,360  
=====

The notes are an integral part of the consolidated financial statements.

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AT&T CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREOWNERS' EQUITY

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	(DOLLARS IN MILLIONS)		
AT&T Common Stock			
Balance at beginning of year.....	\$ 3,760	\$ 3,196	\$ 2,630
Shares issued (acquired), net:			
Under employee plans.....	15	3	--
For acquisitions.....	44	607	566
Settlement of put option.....	155	--	--
For Wireless tracking stock exchange.....	(372)	--	--
Other*.....	(60)	(46)	--
	-----	-----	-----
Balance at end of year.....	3,542	3,760	3,196
	-----	-----	-----
AT&T Wireless Group Common Stock			
Balance at beginning of year.....	362	--	--
Shares issued:			
For stock offering.....	--	360	--
Under employee plans.....	2	2	--
For Wireless stock exchange.....	438	--	--
Conversion of preferred stock.....	406	--	--
AT&T Wireless Group split-off.....	(1,208)	--	--
	-----	-----	-----
Balance at end of year.....	--	362	--
	-----	-----	-----
Liberty Media Group Class A Common Stock			
Balance at beginning of year.....	2,364	2,314	--
Shares issued (acquired), net:			
For acquisitions.....	--	62	2,280
Other.....	14	(12)	34
Liberty Media Group split-off.....	(2,378)	--	--
	-----	-----	-----
Balance at end of year.....	--	2,364	2,314
	-----	-----	-----
Liberty Media Group Class B Common Stock			
Balance at beginning of year.....	206	217	--
Shares issued (acquired), net.....	6	(11)	220
Liberty Media Group split-off.....	(212)	--	--
Other.....	--	--	(3)
	-----	-----	-----
Balance at end of year.....	--	206	217
	-----	-----	-----
Additional Paid-In Capital			
Balance at beginning of year.....	90,496	59,526	15,195

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Shares issued (acquired), net:			
Under employee plans.....	279	98	431
For acquisitions.....	827	23,097	42,425
Settlement of put option.....	3,237	--	--
Other*.....	(1,007)	(2,767)	323
Proceeds in excess of par value from issuance of AT&T			
Wireless common stock.....	--	9,915	--
Common stock warrants issued.....	--	--	306
Gain on issuance of common stock by affiliates.....	20	530	667
Conversion of preferred stock.....	9,631	--	--
AT&T Wireless Group split-off.....	(20,955)	--	--

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AT&T CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREOWNERS' EQUITY -- (CONTINUED)

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	(DOLLARS IN MILLIONS)		
Liberty Media Group split-off.....	(30,768)	--	--
Wireless tracking stock exchange.....	14	--	--
Beneficial conversion value of preferred stock.....	295	--	--
Dividends declared -- AT&T Common Stock Group.....	(265)	--	--
Other.....	160	97	179
Balance at end of year.....	51,964	90,496	59,526
Guaranteed ESOP Obligation			
Balance at beginning of year.....	--	(17)	(44)
Amortization.....	--	17	27
Balance at end of year.....	--	--	(17)
(Accumulated Deficit)/Retained Earnings			
Balance at beginning of year.....	7,408	6,712	7,800
Net income.....	7,715	4,669	3,428
Dividends declared -- AT&T Common Stock Group.....	(275)	(2,485)	(2,807)
Dividends accrued -- preferred stock.....	(652)	--	--
Premium on exchange of AT&T Wireless tracking stock.....	(80)	--	--
Treasury shares issued at less than cost.....	(7)	(1,488)	(1,709)
AT&T Wireless Group split-off.....	(17,593)	--	--
Balance at end of year.....	(3,484)	7,408	6,712
Accumulated Comprehensive Income			
Balance at beginning of year.....	(1,398)	6,979	(59)
Other comprehensive income.....	1,742	(8,377)	7,038
AT&T Wireless Group split-off.....	72	--	--
Liberty Media Group split-off.....	(758)	--	--
Balance at end of year.....	(342)	(1,398)	6,979
Total Shareowners' Equity.....	\$ 51,680	\$103,198	\$78,927

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Summary of Total Comprehensive Income (Loss):

Income before cumulative effect of accounting change.....	\$ 6,811	\$ 4,669	\$ 3,428
Cumulative effect of accounting change.....	904	--	--
Net income.....	7,715	4,669	3,428
Other comprehensive income (loss) [net of income taxes of \$1,119, \$(5,348) and \$4,600].....	1,742	(8,377)	7,038
	-----	-----	-----
Comprehensive Income (Loss).....	\$ 9,457	\$ (3,708)	\$10,466
	=====	=====	=====

-----

AT&T accounts for treasury stock as retired stock.

We have 100 million authorized shares of preferred stock at \$1 par value.

\* Other activity in 2001 and 2000 represents AT&T common stock received in exchange for entities owning certain cable systems.

The notes are an integral part of the consolidated financial statements.

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AT&T CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	-----	-----	-----
	(DOLLARS IN MILLIONS)		
OPERATING ACTIVITIES			
Net income.....	\$ 7,715	\$ 4,669	\$ 3,428
Deduct:			
Income (loss) from discontinued operations.....	150	536	(433)
Gain on disposition of discontinued operations.....	13,503	--	--
	-----	-----	-----
(Loss) income from continuing operations.....	(5,938)	4,133	3,861
Adjustments to reconcile (loss) income from continuing operations to net cash provided by operating activities of continuing operations:			
Cumulative effect of accounting change -- net of income taxes.....	(904)	--	--
Net gains on sales of businesses and investments.....	(528)	(1,321)	(585)
Cost investment impairment charges.....	1,083	248	40
Put option settlement loss and mark-to-market charges.....	838	537	--
Net restructuring and other charges.....	2,343	6,793	678
Depreciation and amortization.....	9,338	8,589	6,194
Provision for uncollectible receivables.....	1,130	1,080	1,216
Deferred income taxes.....	(4,818)	341	354
Net revaluation of certain financial instruments.....	809	--	--
Minority interest (income) expense.....	(1,263)	(4,329)	24
Net equity losses (earnings) from Liberty Media Group.....	2,711	(1,488)	2,022
Net losses related to other equity investments.....	7,889	1,017	1,223
Decrease (increase) in receivables.....	716	(2,512)	(2,409)
Decrease in accounts payable.....	(819)	(577)	(165)
Net change in other operating assets and liabilities.....	(2,153)	(376)	(1,785)



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Other adjustments, net.....	124	(470)	(159)
	-----	-----	-----
Net Cash Provided by Operating Activities of Continuing Operations.....	10,558	11,665	10,509
	-----	-----	-----
INVESTING ACTIVITIES			
Capital expenditures and other additions.....	(9,300)	(11,511)	(11,876)
Proceeds from sale or disposal of property, plant and equipment.....	83	600	286
(Increase) decrease in other receivables.....	(114)	(1,052)	17
Sales of marketable securities.....	102	96	--
Purchases of marketable securities.....	(18)	--	--
Investment distributions and sales.....	3,014	992	1,574
Investment contributions and purchases.....	(378)	(2,394)	(7,837)
Net dispositions (acquisitions) of businesses, net of cash disposed/acquired.....	4,913	(16,657)	(5,969)
Other investing activities, net.....	(162)	(119)	(79)
	-----	-----	-----
Net Cash Used in Investing Activities of Continuing Operations.....	(1,860)	(30,045)	(23,884)
	-----	-----	-----
FINANCING ACTIVITIES			
Proceeds from long-term debt issuances, net of issuance costs.....	12,415	4,601	8,396
Retirement of long-term debt.....	(1,661)	(2,118)	(2,255)
(Decrease) increase in short-term borrowings, net.....	(17,168)	16,973	10,173
Repayment of borrowings from AT&T Wireless.....	(5,803)	--	--
Issuance of convertible preferred securities and warrants...	9,811	--	4,638
Redemption of redeemable securities.....	--	(152)	--
Issuance of AT&T common shares.....	224	99	--
Issuance of AT&T Wireless Group common shares.....	54	10,314	--
Net issuance (acquisition) of treasury shares.....	24	(581)	(4,624)
Dividends paid on common stock.....	(549)	(3,047)	(2,712)
Dividends paid on preferred securities.....	(336)	(294)	(135)
Other financing activities, net.....	(41)	(63)	373
	-----	-----	-----
Net Cash (Used in) Provided by Financing Activities of Continuing Operations.....	(3,030)	25,732	13,854
	-----	-----	-----
Net cash provided by (used in) discontinued operations.....	4,860	(8,306)	(2,594)
Net increase (decrease) in cash and cash equivalents.....	10,528	(954)	(2,115)
Cash and cash equivalents at beginning of year.....	64	1,018	3,133
	-----	-----	-----
Cash and cash equivalents at end of year.....	\$ 10,592	\$ 64	\$ 1,018
	=====	=====	=====

The notes are an integral part of the consolidated financial statements.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DOLLARS IN MILLIONS UNLESS OTHERWISE NOTED (EXCEPT PER SHARE AMOUNTS)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

CONSOLIDATION

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The consolidated financial statements include all controlled subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. Investments in majority-owned subsidiaries where control does not exist and investments in which we exercise significant influence but do not control (generally a 20% to 50% ownership interest) are accounted for under the equity method of accounting. Investments in which there is no significant influence (generally less than a 20% ownership interest) are accounted for under the cost method of accounting.

### FOREIGN CURRENCY TRANSLATION

For operations outside the United States that prepare financial statements in currencies other than the U.S. dollar, we translate income statement amounts at average exchange rates for the year, and we translate assets and liabilities at year-end exchange rates. We present these translation adjustments as a component of accumulated other comprehensive income within shareowners' equity. Gains and losses from foreign currency transactions are included in results of operations.

### REVENUE RECOGNITION

We recognize long distance, local voice and data services revenue based upon minutes of traffic processed or contracted fee schedules. Cable video and nonvideo installation revenue is recognized in the period the installation services are provided to the extent of direct selling costs. Any remaining amount is deferred and recognized over the estimated average period that customers are expected to remain connected to the cable distribution systems. Customer activation fees, along with the related costs up to but not exceeding the revenue, are deferred and amortized over the customer relationship period. We recognize other products and services revenue when the products are delivered and accepted by customers and when services are provided in accordance with contract terms. For contracts where we provide customers with an indefeasible right to use network capacity, we recognize revenue ratably over the stated life of the agreement.

### ADVERTISING AND PROMOTIONAL COSTS

We expense costs of advertising and promotions, including cash incentives used to acquire customers, as incurred. Advertising and promotional expenses were \$1,549, \$1,377 and \$1,418 in 2001, 2000 and 1999, respectively. Of these amounts, \$236, \$288 and \$320 were cash incentives to acquire customers in 2001, 2000 and 1999, respectively.

### INCOME TAXES

Under the balance sheet method we recognize deferred tax assets and liabilities at enacted income tax rates for the temporary differences between the financial reporting basis and the tax basis of our assets and liabilities. Any effects of changes in income tax rates or tax laws are included in the provision for income taxes in the period of enactment. When it is more likely than not that a portion or all of a deferred tax asset will not be realized in the future, we provide a corresponding valuation allowance against the deferred tax asset. We amortize investment tax credits as a reduction to the provision for income taxes over the useful lives of the assets that produced the credits.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

CASH EQUIVALENTS

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We consider all highly liquid investments with original maturities of generally three months or less to be cash equivalents.

### PROPERTY, PLANT AND EQUIPMENT

We state property, plant and equipment at cost. Construction costs, labor and applicable overhead related to installations and interest during construction are capitalized. Costs of additions and substantial improvements to property, plant and equipment are capitalized. The costs of maintenance and repairs of property, plant and equipment are charged to operating expense. Depreciation is determined based upon the assets' estimated useful lives using either the group or unit method. The useful lives of communications and network equipment range from three to 15 years. The useful lives of other equipment ranges from three to seven years. The useful lives of buildings and improvements range from 10 to 40 years. The group method is used for most depreciable assets, including the majority of communications and network equipment. The unit method is primarily used for large computer systems, buildings and support assets. Under the group method, a specific asset group has an average life. The depreciation rate is developed based on the average useful life for the specific asset group. This method requires the periodic revision of depreciation rates. Under the unit method, assets are depreciated based on the useful life of the individual asset. When we sell or retire assets depreciated using the group method, the cost is deducted from property, plant and equipment and charged to accumulated depreciation, without recognition of a gain or loss. When we sell assets that were depreciated using the unit method, we include the related gains or losses in "Other income (expense)" in the Consolidated Statements of Income.

We use accelerated depreciation methods primarily for certain high-technology computer-processing equipment and digital equipment used in the telecommunications network, except for switching equipment placed in service before 1989, where a straight-line method is used. All other plant and equipment is depreciated on a straight-line basis.

### FRANCHISE COSTS

Franchise costs include the value assigned to agreements with local authorities that allow access to homes in cable service areas acquired in connection with business combinations. Such amounts are amortized on a straight-line basis over 25 or 40 years. Beginning in 2002, in accordance with the provisions of Statement of Financial Accounting Standards (SFAS) No. 142, "Goodwill and Other Intangible Assets", such franchise costs will no longer be amortized, but will continue to be tested for impairment (see Note 23).

### GOODWILL

Goodwill is the excess of the purchase price over the fair value of net assets acquired in business combinations accounted for under the purchase method. We amortize goodwill on a straight-line basis over the periods benefited, ranging from five to 40 years. Beginning in 2002, in accordance with the provisions of SFAS No. 142 such goodwill will no longer be amortized, but will continue to be tested for impairment (see Note 23).

### SOFTWARE CAPITALIZATION

Certain direct development costs associated with internal-use software are capitalized, including external direct costs of material and services, and payroll costs for employees devoting time to the software projects. These costs are included within other assets and are amortized over a period not to exceed five years beginning when the asset is substantially ready for use. Costs incurred during the preliminary project

AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

stage, as well as maintenance and training costs, are expensed as incurred. AT&T also capitalizes initial operating-system software costs and amortizes them over the life of the associated hardware.

AT&T also capitalizes costs associated with the development of application software incurred from the time technological feasibility is established until the software is ready to provide service to customers. These capitalized costs are included in property, plant and equipment and are amortized over a useful life not to exceed five years.

VALUATION OF LONG-LIVED ASSETS

Long-lived assets, such as property, plant and equipment, franchise costs, goodwill, investments and software, are reviewed for impairment annually or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If the total of the expected future undiscounted cash flows is less than the carrying amount of the asset, a loss is recognized for the difference between the fair value and carrying value of the asset.

DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES

We use derivative financial instruments to mitigate market risk from changes in interest rates, foreign currency exchange rates and equity prices. Derivative financial instruments may be exchange-traded or contracted in the over-the-counter market and include swaps, options, warrants and forward contracts. We do not use derivative financial instruments for speculative purposes.

All derivatives are recognized on the balance sheet at fair value. To qualify for hedge accounting treatment, derivatives, at inception, must be designated as hedges and evaluated for effectiveness throughout the hedge period. We designate certain derivative contracts, at the date entered into, as either (1) a hedge of the fair value of a recognized asset or liability or of an unrecognized firm commitment (fair value hedge), (2) a hedge of a forecasted transaction or of the variability of cash flows to be received or paid related to a recognized asset or liability (cash flow hedge) or (3) a foreign currency fair value or cash flow hedge (foreign currency hedge). Other derivatives (undesignated) are not formally designated for accounting purposes. These derivatives, except for warrants, although undesignated for accounting purposes are entered into to hedge economic risks.

We record changes in the fair value of fair-value hedges (including fair value foreign currency hedges), along with the changes in fair value of the hedged asset or liability that is attributable to the hedged risk (including losses or gains on firm commitments), in "Other income (expense)" in the Consolidated Statement of Income.

We record changes in the fair value of cash-flow hedges (including foreign currency cash flow hedges) that are highly effective in "Other comprehensive income", net of income taxes, as a component of shareowners' equity, until earnings are affected by the variability of cash flows of the hedged transaction.

Changes in the fair value of undesignated derivatives are recorded in "Other income (expense)" in the Consolidated Statement of Income, along with the change in fair value of any related asset or liability.

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We currently do not have any net investment hedges in a foreign operation.

We assess embedded derivatives to determine whether (1) the economic characteristics of the embedded instruments are not clearly and closely related to the economic characteristics of the remaining component of the financial instrument (the host instrument) and (2) whether a separate instrument with the same terms as the embedded instrument would meet the definition of a derivative instrument. When it is determined that both conditions exist, we designate the derivatives as described above, and recognize at fair value.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

We formally document all relationships between hedging instruments and hedged items, as well as its risk-management objective and strategy for undertaking various hedge transactions. This process includes linking all derivatives that are designated as fair value or cash flow hedges to specific assets and liabilities on the balance sheet or to specific firm commitments or forecasted transactions.

We discontinue hedge accounting prospectively when (1) it is determined that the derivative is no longer effective in offsetting changes in the fair value of cash flows of a hedged item (2) the derivative expires or is sold, terminated, or exercised; (3) it is determined that the forecasted hedged transaction will no longer occur; (4) a hedged firm commitment no longer meets the definition of a firm commitment or (5) management determines that the designation of the derivative as a hedge instrument is no longer appropriate.

When hedge accounting is discontinued because it is determined that the derivative no longer qualifies as an effective fair value hedge, the derivative will continue to be adjusted for changes in fair value through "Other income (expense)" in the Consolidated Statement of Income, and the hedged asset or liability will no longer be adjusted for changes in fair value. When hedge accounting is discontinued because the hedged item no longer meets the definition of a firm commitment, the derivative will continue to be adjusted for changes in the fair value through "Other income (expense)" in the Consolidated Statement of Income, and any asset or liability that was recorded pursuant to the recognition of the firm commitment will be removed from the balance sheet and recorded in current period earnings. When hedge accounting is discontinued because it is probable that a forecasted transaction will not occur, the derivative will then be adjusted for changes in the fair value through "Other income (expense)" in the Consolidated Statement of Income, and gains and losses that were accumulated in "Other comprehensive income" as a component of shareowners' equity, will be recognized immediately in "Other income (expense)" in the Consolidated Statement of Income. In all other situations in which hedge accounting is discontinued, the derivative will continue to be carried at fair value on the balance sheet, with changes in its fair value recognized in "Other income (expense)" in the Consolidated Statement of Income.

### USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and revenue and expenses during the period reported. Actual results could differ from those estimates. Estimates are used when accounting for

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certain items such as allowances for doubtful accounts, depreciation and amortization, employee benefit plans, taxes, restructuring reserves and contingencies.

### CONCENTRATIONS

As of December 31, 2001, we do not have any significant concentration of business transacted with a particular customer, supplier or lender that could, if suddenly eliminated, severely impact our operations. We also do not have a concentration of available sources of labor, services, franchises or other rights that could, if suddenly eliminated, severely impact our operations. We invest our cash with several high-quality credit institutions.

### ISSUANCE OF COMMON STOCK BY AFFILIATES

Changes in our proportionate share of the underlying equity of a subsidiary or equity method investee, which result from the issuance of additional equity securities by such entity, are recognized as increases or decreases to additional paid-in capital in the Consolidated Statements of Shareowners' Equity.

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### AT&T CORP. AND SUBSIDIARIES (AT&T)

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

#### RECLASSIFICATIONS AND RESTATEMENTS

We reclassified certain amounts for previous years to conform to the 2001 presentation.

#### 2. RESTRUCTURING OF AT&T

On October 25, 2000, AT&T announced a restructuring plan designed to fully separate or issue separately tracked stocks intended to reflect the financial performance and economic value of each of AT&T's four major operating units.

On December 19, 2001, AT&T and Comcast Corporation (Comcast) announced an agreement to combine AT&T Broadband with Comcast. Under the terms of the agreement, AT&T will spin-off AT&T Broadband and simultaneously merge it with Comcast, forming a new company to be called AT&T Comcast Corporation (AT&T Comcast). AT&T shareowners will receive a number of shares of AT&T Comcast common stock based on an exchange ratio calculated pursuant to a formula specified in the merger agreement. If determined as of the date of the merger agreement, the exchange ratio would have been approximately 0.34, assuming the AT&T shares held by Comcast are included in the number of shares of AT&T common stock outstanding. Assuming Comcast retains its AT&T shares and converts them into exchangeable preferred stock of AT&T as contemplated by the merger agreement, the exchange ratio would have been approximately 0.35. Assuming certain conditions, AT&T shareowners will own an approximate 55% economic stake and an approximate 61% voting interest in the new company, calculated as of the date of the merger agreement. The merger of AT&T Broadband and Comcast is subject to regulatory review, approval by both companies' shareowners and certain other conditions and is expected to close by the end of 2002. AT&T also intends to proceed with the creation of a tracking stock for its AT&T Consumer Services business, which is expected to be distributed to AT&T shareowners following shareowner approval. AT&T has not yet determined the timing of the distribution, which may be made within a year of shareowner approval or may be made thereafter, depending on market conditions. Additionally, the AT&T board of directors could decide not to proceed with the distribution of the tracking

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stock, or could proceed at a time or in a manner different from its current intentions.

These restructuring activities are complicated and involve a substantial number of steps and transactions, including obtaining various approvals, such as Internal Revenue Service (IRS) rulings. AT&T expects, however, that the transactions associated with AT&T's restructuring plan will be tax-free to U.S. shareowners. Future financial conditions, superior alternatives or other factors may arise or occur that make it inadvisable to proceed with part or all of AT&T's restructuring plans. Any or all of the elements of AT&T's restructuring plan may not occur as we currently expect or in the time frames that we currently contemplate, or at all. Alternative forms of restructuring, including sales of interests in these businesses, would reduce what is available for distribution to shareowners in the restructuring.

On May 25, 2001, AT&T completed an exchange offer of AT&T common stock for AT&T Wireless stock. Under the terms of the exchange offer, AT&T issued 1.176 shares of AT&T Wireless Group tracking stock in exchange for each share of AT&T common stock validly tendered. A total of 372.2 million shares of AT&T common stock were tendered in exchange for 437.7 million shares of AT&T Wireless Group tracking stock. In conjunction with the exchange offer, AT&T recorded an \$80 premium as a reduction to net income available to common shareowners. The premium represents the excess of the fair value of the AT&T Wireless Group tracking stock issued over the fair value of the AT&T common stock exchanged.

On July 9, 2001, AT&T completed the split-off of AT&T Wireless as a separate, independently traded company. All AT&T Wireless Group tracking stock was converted into AT&T Wireless common stock on a one-for-one basis, and 1,136 million shares of AT&T Wireless common stock, held by AT&T were distributed to AT&T common shareowners on a basis of 0.3218 of a share of AT&T Wireless for each AT&T share outstanding. AT&T common shareowners received whole shares of AT&T Wireless and cash payments for

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

fractional shares. The IRS ruled that the transaction qualified as tax-free for AT&T and its shareowners for U.S. federal income tax purposes, with the exception of cash received for fractional shares. For accounting purposes, the deemed effective split-off date was June 30, 2001. At the time of split-off, AT&T retained approximately \$3 billion, or 7.3%, of AT&T Wireless common stock, about half of which was used in a debt-for-equity exchange in July 2001. The remaining portion of these holdings was monetized in October and December of 2001 through the issuance of debt that is exchangeable into Wireless shares (or their cash equivalent) at maturity. The split-off of AT&T Wireless resulted in a noncash tax-free gain of \$13.5 billion, which represented the difference between the fair value of the AT&T Wireless tracking stock at the date of the split-off and AT&T's book value in AT&T Wireless. This gain was recorded in the third quarter of 2001 as a "Gain on disposition of discontinued operations."

On August 10, 2001, AT&T completed the split-off of Liberty Media Corporation as an independent, publicly traded company (since AT&T did not exit the line of business that Liberty Media Group (LMG) operated in, LMG was not accounted for as a discontinued operation). AT&T redeemed each outstanding share of Class A and Class B LMG tracking stock for one share of Liberty Media Corporation's Series A and Series B common stock, respectively. The IRS ruled that the split-off of Liberty Media Corporation qualified as a tax-free transaction for AT&T, Liberty Media and their shareowners. For accounting

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purposes, the deemed effective split-off date was July 31, 2001.

### 3. SUPPLEMENTARY FINANCIAL INFORMATION

#### SUPPLEMENTARY INCOME STATEMENT INFORMATION

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
<hr style="border-top: 1px dashed black;"/>			
INCLUDED IN SELLING, GENERAL AND ADMINISTRATIVE EXPENSES			
Research and development expenses.....	\$ 325	\$ 402	\$550
	=====	=====	=====
OTHER (EXPENSE) INCOME			
Cost investment impairment charges.....	\$ (1,083)	\$ (248)	\$ (40)
Settlement loss and mark-to-market charges on Excite@Home put options.....	(838)	(537)	--
Net revaluation of certain financial instruments.....	(809)	--	--
Net gains on sales of businesses and investments.....	528	1,321	585
Investment-related income.....	426	512	203
Miscellaneous, net.....	229	102	78
	-----	-----	-----
Total other (expense) income.....	\$ (1,547)	\$1,150	\$826
	=====	=====	=====

#### SUPPLEMENTARY BALANCE SHEET INFORMATION

	AT DECEMBER 31,	
	2001	2000
<hr style="border-top: 1px dashed black;"/>		
PROPERTY, PLANT AND EQUIPMENT		
Communications, network and other equipment.....	\$ 64,372	\$ 60,232
Buildings and improvements.....	8,512	8,643
Land and improvements.....	484	523
	-----	-----
Total property, plant and equipment.....	73,368	69,398
Accumulated depreciation.....	(32,046)	(28,129)
	-----	-----
Property, plant and equipment, net.....	\$ 41,322	\$ 41,269
	=====	=====

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

#### LEVERAGED LEASES

We lease airplanes, energy-producing facilities and transportation equipment under leveraged leases having original terms of 10 to 30 years, expiring in various years from 2004 through 2020. The investment in leveraged



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leases is primarily included in other assets on the balance sheet. Following is a summary of our investment in leveraged leases:

	AT DECEMBER 31,	
	2001	2000
	-----	-----
Rentals receivable (net of nonrecourse debt*).....	\$1,241	\$1,278
Estimated unguaranteed residual values.....	964	976
Unearned income.....	(953)	(997)
Allowance for credit losses.....	(31)	(33)
	-----	-----
Investment in leveraged leases (included in other assets)...	1,221	1,224
Deferred taxes.....	1,105	1,124
	-----	-----
Net investment.....	\$ 116	\$ 100
	=====	=====

\* The rentals receivable are net of nonrecourse debt of \$3.2 billion and \$3.4 billion at December 31, 2001 and 2000, respectively.

SUPPLEMENTARY SHAREOWNERS' EQUITY INFORMATION

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	-----	-----	-----
OTHER COMPREHENSIVE INCOME (LOSS)			
Net foreign currency translation adjustment [net of income taxes of \$(160), \$(181) and \$87] (1).....	\$ (250)	\$ (309)	\$ 148
Net revaluation of certain financial instruments:			
Unrealized gains (losses) [net of income taxes of \$343, \$ (4,686) and \$4,499] (2).....	475	(7,317)	6,868
Recognition of previously unrealized losses (gains) on available-for-sale securities [net of income taxes of \$950, \$(480) and \$7] (3).....	1,535	(750)	10
Net minimum pension liability adjustment [net of income taxes of \$(14), \$(1) and \$7].....	(18)	(1)	12
	-----	-----	-----
Total other comprehensive income (loss).....	\$1,742	\$ (8,377)	\$7,038
	=====	=====	=====

(1) Includes LMG's foreign currency translation adjustments, net of applicable income taxes, totaling \$(149) in 2001 through July 31, 2001, \$(202) in 2000 and \$60 in 1999, from March 1, 1999, date of acquisition, to December 31, 1999.

(2) Includes LMG's unrealized gains (losses) on available-for-sale securities, net of applicable income taxes, totaling \$1,286 in 2001 through July 31, 2001, \$(6,117) in 2000 and \$6,497 in 1999, from March 1, 1999, date of acquisition, to December 31, 1999.

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(3) See below for a summary of the "Recognition of previously unrealized losses (gains) on available-for-sale securities" and the income statement line items impacted.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

SUMMARY OF RECOGNITION OF PREVIOUSLY UNREALIZED LOSSES (GAINS) ON AVAILABLE-FOR-SALE SECURITIES AND THE INCOME STATEMENT LINE ITEMS IMPACTED

	FOR THE YEARS ENDED DECEMBER 31,					
	2001		2000		1999	
	PRETAX	AFTER-TAX	PRETAX	AFTER-TAX	PRETAX	AFTER-T
<b>AT&amp;T GROUP:</b>						
Other (expense) income:						
Reclassification of securities to "trading" in conjunction with the adoption of SFAS No. 133(4).....	\$1,154	\$ 713	\$ --	\$ --	\$--	\$--
Sales of various securities....	317	196	(476)	(294)	(3)	(2)
Other-than-temporary investment impairments.....	985	608	290	179	--	--
<b>LIBERTY MEDIA GROUP:</b>						
Earnings (losses) from Liberty Media Group:						
Sale of various securities.....	173	105	(1,044)	(635)	20	12
Cumulative effect of accounting change(4).....	(144)	(87)	--	--	--	--
Total recognition of previously unrealized losses (gains) on available-for-sale securities.....	\$2,485	\$1,535	\$(1,230)	\$(750)	\$17	\$10

(4) See Note 14 for detailed discussion.

SUPPLEMENTARY CASH FLOW INFORMATION

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	Interest payments, net of capitalized interest of \$138,		

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\$177 and \$143.....	\$3,396	\$3,059	\$1,292
Income tax payments.....	803	2,369	3,948

4. MERGERS WITH MEDIAONE GROUP, INC., AND TELE-COMMUNICATIONS, INC.

MERGER WITH MEDIAONE GROUP, INC.

On June 15, 2000, AT&T completed a merger with MediaOne Group, Inc. (MediaOne) in a cash and stock transaction valued at approximately \$45 billion. For each share of MediaOne stock, MediaOne shareowners received, in the aggregate 0.95 of a share of AT&T common stock and \$36.27 per share in cash, consisting of \$30.85 per share as stipulated in the merger agreement and \$5.42 per share based on AT&T's stock price preceding the merger, which was below a predetermined amount. AT&T issued approximately 603 million shares of common stock in the transaction, of which approximately 60 million were treasury shares. The AT&T shares had an aggregate market value of approximately \$21 billion, and cash payments totaled approximately \$24 billion.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

The merger was accounted for under the purchase method. Accordingly, the results of MediaOne have been included in the accompanying consolidated financial statements since the date of acquisition as part of our AT&T Broadband segment.

Approximately \$17 billion of the purchase price of \$45 billion has been attributed to agreements with local franchise authorities that allow access to homes in our broadband service areas (franchise costs) and is being amortized on a straight-line basis over 40 years. Also included in the purchase price was approximately \$22 billion related to nonconsolidated investments, including investments in Time Warner Entertainment Company, L.P. (TWE) and Vodafone Group plc (Vodafone), approximately \$5 billion related to property, plant and equipment, and approximately \$5 billion of other net assets. In addition, included was approximately \$13 billion in deferred income tax liabilities, approximately \$10 billion attributable to MediaOne debt, and approximately \$1 billion of minority interest in Centaur Funding Corporation, a subsidiary of MediaOne. The purchase resulted in goodwill of approximately \$20 billion, which is being amortized on a straight-line basis over 40 years.

MERGER WITH TELE-COMMUNICATIONS, INC.

On March 9, 1999, AT&T completed a merger with Tele-Communications, Inc. (TCI), renamed AT&T Broadband, in an all-stock transaction valued at approximately \$52 billion. Each share of TCI Group Series A common stock was converted into 1.16355 shares of AT&T common stock, and each share of TCI Group Series B common stock was converted into 1.27995 shares of AT&T common stock. AT&T issued approximately 664 million shares of common stock in the transaction, of which approximately 149 million were treasury shares. The AT&T shares had an aggregate market value of approximately \$27 billion. Certain subsidiaries of TCI held TCI Group Series A common stock, which was converted into 216 million shares of AT&T common stock. These shares were held by the subsidiaries throughout 1999 and 2000 and were reflected as treasury stock in the balance sheet. In the second quarter of 2001, these shares were converted into AT&T Subsidiary Exchangeable Preferred Stock. Each subsidiary preferred share is exchangeable into 1,000 shares of AT&T Common Stock.

In addition, TCI simultaneously combined its LMG programming business with

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its TCI Ventures Group technology investment business, forming LMG. In connection with the closing, AT&T issued separate tracking stock in exchange for the TCI, LMG and TCI Ventures Group tracking shares previously outstanding. We issued 2,280 million shares of LMG Class A tracking stock (including 120 million shares related to the conversion of convertible notes) and 220 million shares of Liberty Media Group Class B tracking stock. The tracking stock was designed to reflect the separate financial performance and economic value of LMG. These shares had an aggregate market value of approximately \$23 billion. LMG was split-off from AT&T as an independent, publicly-traded company on August 10, 2001 (see Notes 2 and 10).

The TCI merger was accounted for under the purchase method. Accordingly, the results of TCI have been included in the financial results of AT&T since the date of acquisition as part of our AT&T Broadband segment. The operating results of TCI have been included in the accompanying consolidated financial statements at their fair value since March 1, 1999, the deemed effective date of acquisition for accounting purposes. The impact of the results from March 1 through March 9, 1999, were deemed immaterial to our consolidated results.

Approximately \$20 billion of the purchase price of \$52 billion was attributed to franchise costs and is being amortized on a straight-line basis over 40 years. Pursuant to SFAS No. 109, "Accounting for Income Taxes", AT&T recorded an approximate \$13 billion deferred tax liability in connection with this franchise intangible, which is also included in franchise costs. We do not expect that this deferred tax liability will ever be paid. This deferred tax liability is being amortized on a straight-line basis over 40 years and is included in the provision for income taxes. Also included was approximately \$11 billion

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

related to nonconsolidated investments, approximately \$5 billion related to property, plant and equipment, approximately \$11 billion of TCI long-term debt and approximately \$7 billion related to other net liabilities. In addition, our investment in LMG was recorded at approximately \$34 billion, including approximately \$11 billion of goodwill.

In 2002, in accordance with the provisions of SFAS No. 142, "Goodwill and Other Intangible Assets", we will no longer amortize goodwill, franchise costs or the deferred tax liability associated with franchise costs related to the mergers discussed above (see Note 23).

Following is a summary of the pro forma results of AT&T as if the mergers with MediaOne and TCI had closed effective January 1, 1999:

	FOR THE YEARS ENDED DECEMBER 31,	
	----- 2000	1999 -----
	(SHARES IN MILLION) (UNAUDITED)	
Revenue.....	\$56,858	\$58,609
Income from continuing operations.....	5,081	6,885
Weighted-average AT&T common shares.....	3,762	3,784
Weighted-average AT&T common shares and potential common		

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shares.....	3,821	3,906
Weighted-average Liberty Media Group shares.....	2,572	2,519
AT&T Common Stock Group earnings from continuing operations per common share:		
Basic.....	\$ 0.96	\$ 2.41
Diluted.....	0.95	2.34
Liberty Media Group earnings (loss) per common share:		
Basic and diluted.....	\$ 0.58	\$ (0.89)

Pro forma data may not be indicative of the results that would have been obtained had these events actually occurred at the beginning of the periods presented, nor does it intend to be a projection of future results.

### 5. CONCERT AND AT&T CANADA

On October 16, 2001, AT&T announced a decision to unwind Concert, its global venture with British Telecommunications plc (BT), which was launched in January 2000. Under the partnership termination agreement, each of the partners generally will reclaim the customer contracts and assets that were initially contributed to the joint venture, including international transport facilities and gateway assets. In addition, AT&T will assume certain other assets that BT originally contributed to the joint venture. AT&T also will acquire BT's 9% interest in AT&T Canada and assume BT's obligation to purchase a portion of the publicly owned shares of AT&T Canada. The agreement to dissolve the Concert venture impacted AT&T's intent and ability to hold its investment in Concert, therefore, AT&T recorded a \$1.8 billion after-tax investment impairment charge (\$2.9 billion pretax) in 2001 included in "Net losses related to other equity investments" in the Consolidated Statement of Income. This charge primarily relates to the difference between the fair market value of the net assets AT&T will receive in the transaction and the carrying value of AT&T's investment in Concert which included a note receivable from Concert of approximately \$1.1 billion. Our investment in Concert was accounted for as an equity method investment. The remaining carrying value of our investment in Concert was approximately \$0.1 billion at December 31, 2001. The agreement to dissolve Concert remains subject to regulatory approval in the United States, Europe and other jurisdictions and is expected to close by the first-half of 2002.

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### AT&T CORP. AND SUBSIDIARIES (AT&T)

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Through a joint venture, AT&T and BT have an approximate 31% equity ownership of AT&T Canada. In connection with the decision to unwind Concert, AT&T has agreed to acquire BT's 9% interest in AT&T Canada and assume BT's portion of the obligation to purchase the AT&T Canada shares not already owned by AT&T and BT. AT&T has the right to trigger, at any time, the purchase by AT&T or another entity the remaining equity of AT&T Canada for the Back-end Price which is the greater of the floor price (Cdn \$47.45 as of December 31, 2001) and the fair market value. The floor price accretes at 4% each quarter, commencing on June 30, 2000. In the event foreign ownership restrictions in Canada are lifted, in whole or in part, prior to June 30, 2003, AT&T is required to purchase the outstanding shares (to the extent permitted by any remaining foreign ownership restrictions) at the Back-end Price. If foreign ownership restrictions in Canada are not lifted and we do not exercise the call right by June 30, 2003, the shares would be put up for auction, and AT&T would have to make the shareholders whole for the amount, if any, by which the Back-End Price exceeds the proceeds received in auction.

In 2001, AT&T recorded \$1.8 billion after-tax charges (\$3.0 billion pretax)

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reflecting the estimated loss on AT&T's commitment to purchase the publicly owned shares of AT&T Canada. Included in these charges was approximately \$0.6 billion related to the assumption of BT's obligation to purchase the publicly owned shares of AT&T Canada. These charges reflect the difference between the underlying value of AT&T Canada shares and the price AT&T has committed to pay for them, including the 4% accretion of the floor price, and are included in "Net losses related to other equity investments" in the Consolidated Statement of Income and the related liability within "Other long-term liabilities and deferred credits" in the Consolidated Balance Sheet. The purchase commitment will continue to be evaluated against the difference between the contractual floor price and underlying value of AT&T Canada shares, which could result in the recognition of additional future charges in the amount of approximately \$1.1 billion, assuming that the commitment is executed on June 30, 2003. As of December 31, 2001, the aggregate amount that AT&T would need to pay to complete its obligation related to AT&T Canada is approximately \$3.2 billion. This obligation may be settled using cash or AT&T common stock, or any combination thereof.

AT&T no longer records equity earnings or losses related to AT&T Canada since AT&T's investment balance was written down to zero largely through losses generated by AT&T Canada. In the event AT&T acquires more than 50% of the voting equity of AT&T Canada, AT&T Canada's results will be consolidated into AT&T's results. At December 31, 2001, AT&T Canada had outstanding debt of \$2.9 billion and other net assets of \$2.8 billion.

### 6. OTHER ACQUISITIONS, EXCHANGES, STOCK OFFERING, AND DISPOSITIONS

#### CABLEVISION SYSTEMS CORPORATION

On October 23, 2001, AT&T sold approximately 19.2 million shares of Cablevision NY Group Class A common stock and, monetized through a trust, 26.9 million shares of a mandatorily exchangeable trust security that is exchangeable into up to 26.9 million shares of Cablevision NY Group Class A common stock at maturity in three years. The offering price was \$36.05 per share for both the common shares and the exchangeable securities. The offerings generated approximately \$1.4 billion of pretax proceeds, net of underwriting fees. The sale resulted in a pretax loss of approximately \$0.3 billion recorded in "Other (expense) income" in the Consolidated Statement of Income.

On January 8, 2001, AT&T and Cablevision Systems Corporation (Cablevision) completed the transfer of cable systems in which AT&T received cable-systems serving 358 thousand customers in Boston and Eastern Massachusetts. In exchange, Cablevision received cable-systems serving approximately 130 thousand customers in the northern New York suburbs, and 44 million shares of AT&T common stock valued at approximately \$0.9 billion, and approximately \$0.2 billion in cash. Cablevision recorded a gain as a result of the transaction. AT&T did not record any gain or loss on the transaction, however due

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#### AT&T CORP. AND SUBSIDIARIES (AT&T)

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

to its ownership interest in Cablevision, AT&T recorded a proportionate amount of a gain recorded by Cablevision of approximately \$0.1 billion included within "Net losses related to other equity investments" in the Consolidated Statement of Income.

#### AT HOME CORPORATION

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On August 28, 2000, AT&T and At Home Corporation (Excite@Home) announced shareholder approval of a new board of directors and governance structure for Excite@Home. AT&T was given the right to designate six of the 11 Excite@Home board members. In addition, Excite@Home converted approximately 50 million of AT&T's Series A shares into Series B shares, each of which has 10 votes. As a result of these governance changes, AT&T gained a controlling interest and began consolidating Excite@Home's results upon the closing of the transaction on September 1, 2000. As of December 31, 2000, AT&T had, on a fully diluted basis, approximately 23% of the economic interest and 74% of the voting interest in Excite@Home.

The consolidation of Excite@Home resulted in minority interest of approximately \$2.2 billion, goodwill of approximately \$2.4 billion, short-term liabilities of approximately \$2.4 billion (including an initial put option liability), other net assets of approximately \$1.2 billion and the removal of our investment in Excite@Home of approximately \$1.9 billion.

On September 28, 2001, At Home Corporation filed for bankruptcy protection under Chapter 11 in the U.S. Bankruptcy Court, for the Northern District of California. As a result of the bankruptcy and AT&T's removal of four of its six members from the Excite@Home board of directors, AT&T ceased consolidating Excite@Home as of September 30, 2001. Beginning October 1, 2001, AT&T no longer records equity earnings or losses related to Excite@Home since AT&T recognized losses in excess of its investment in Excite@Home.

The noncash impacts of the deconsolidation of At Home Corporation primarily included a reduction to property, plant and equipment of approximately \$0.3 billion, goodwill of approximately \$0.3 billion and debt of approximately \$1.0 billion. This resulted in the recording of a liability of approximately \$0.4 billion. This liability will continue to be evaluated. In addition, other noncash items included a tax benefit of \$0.7 billion reflecting changes to deferred tax liabilities.

### COX COMMUNICATIONS, INC. AND COMCAST -- EXCITE@HOME PUT OPTIONS

In August 2000, in exchange for Cox Communications, Inc. (Cox) and Comcast relinquishing their rights under the shareholder agreement in connection with Excite@Home's governance change, AT&T granted put options to Cox and Comcast. The obligation under these put options was recorded at fair value, with gains or losses resulting from changes in fair value being recorded as a component of "Other (expense) income" in the Consolidated Statement of Income. For 2001 and 2000, changes in fair market value resulted in a pretax expense of \$63 and \$537, respectively. On May 18, 2001, AT&T, Cox and Comcast reached an agreement to revise the terms of the put options. Under the new agreement, Cox and Comcast retained their stakes in Excite@Home and AT&T issued 75 million AT&T common shares to Cox and more than 80 million AT&T common shares to Comcast. We recorded an approximate \$0.8 billion loss in "Other (expense) income" in the Consolidated Statement of Income for this put option settlement in 2001. The new agreement resulted in a tax benefit to AT&T, which essentially offset this loss.

### COMCAST CABLE SYSTEM TRANSACTIONS

On June 30, 2001, AT&T transferred its 99.75% interest in an entity owning the Baltimore Maryland cable-system serving approximately 115 thousand customers to Comcast for approximately \$0.5 billion

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

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cash. The transaction resulted in a pretax gain of \$0.1 billion recorded in "Other (expense) income" in the Consolidated Statement of Income.

On April 30, 2001, AT&T received 63.9 million shares of AT&T common stock held by Comcast in exchange for cable systems that served approximately 590 thousand customers in six states. The transaction resulted in a pretax loss of \$0.3 billion recorded in "Other (expense) income" in the Consolidated Statement of Income.

### JAPAN TELECOM CO. LTD

On April 27, 2001, AT&T completed the sale of our 10% stake in Japan Telecom Co. Ltd to Vodafone for \$1.35 billion in cash. The proceeds from the transaction were split evenly between AT&T and AT&T Wireless Group since AT&T Wireless Group held approximately one-half of AT&T's investment. The transaction resulted in a pretax gain of approximately \$0.5 billion recorded in "Other (expense) income" and a pretax gain of approximately \$0.5 billion recorded in "Income from discontinued operations" in the Consolidated Statement of Income.

### INSIGHT COMMUNICATIONS COMPANY LP

Effective January 1, 2001, AT&T sold to Insight Communications Company LP (Insight) several Illinois cable systems serving approximately 98 thousand customers for \$0.4 billion. Insight subsequently contributed the purchased cable system and additional cable systems serving approximately 177 thousand customers to Insight Midwest L.P. in which AT&T has a 50% interest. AT&T also contributed cable systems serving approximately 248 thousand customers in Illinois to Insight Midwest L.P. The transactions resulted in a pretax gain of \$0.2 billion, which was deferred due to a debt support agreement with Insight Midwest, L.P.

### AT&T WIRELESS GROUP

On April 27, 2000, AT&T created a new class of stock and completed a public stock offering of 360 million shares, which represented 15.6% of AT&T Wireless Group tracking stock at a price of \$29.50 per share. This stock was intended to track the financial performance and economic value of AT&T's wireless services business. The net proceeds to AT&T, after deducting the underwriter's discount and related fees and expenses, were \$10.3 billion. AT&T allocated \$7.0 billion of the net proceeds to AT&T Wireless Group, which were used for acquisitions, network expansion, capital expenditures and general corporate purposes. The remaining net proceeds of \$3.3 billion were utilized by AT&T for general corporate purposes. On July 9, 2001, AT&T completed the split-off of AT&T Wireless (see Notes 2 and 7).

### COX -- CABLE SYSTEM TRANSACTION

On March 15, 2000, AT&T received 50.3 million shares of AT&T common stock held by Cox in exchange for an entity owning cable systems serving approximately 312 thousand customers and certain other net assets. The transaction resulted in a pretax gain of \$0.2 billion recorded in "Other (expense) income" in the Consolidated Statement of Income.

### LENFEST COMMUNICATIONS, INC.

On January 18, 2000, AT&T sold its ownership in Lenfest Communications, Inc. to a subsidiary of Comcast. In connection with the sale, we received 47.3 million shares of Comcast Class A Special common stock. The transaction resulted in a pretax gain of \$0.2 billion recorded in "Other (expense) income" in the Consolidated Statement of Income.



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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

## ACC EUROPE

On November 5, 1999, AT&T sold ACC Corp. (ACC) in Europe, including ACC's principal operations in the United Kingdom as well as ACC's operating companies in France, Germany and Italy, to WORLDxCHANGE Communications. We were required to dispose of this investment pursuant to a government mandate since it would have competed directly with Concert. The transaction resulted in a pretax loss of \$0.2 billion recorded in "Other (expense) income" in the Consolidated Statement of Income.

## IBM GLOBAL NETWORK

On April 30, 1999, AT&T completed its acquisition of the IBM Global Network business (renamed AT&T Global Network Services or AGNS) and its assets in the United States. The non-U.S. acquisitions were completed in phases throughout 1999 and during the first quarter of 2000. Under the terms of the agreement, AT&T acquired the global network of IBM, and the two companies entered into outsourcing agreements with each other. The acquisition was accounted for under the purchase method. Accordingly, the operating results of AGNS have been included in the accompanying consolidated financial statements since the date of acquisition. The pro forma impact of AGNS on historical AT&T results is not material.

## 7. DISCONTINUED OPERATIONS

Pursuant to AT&T's restructuring plan (see Note 2), AT&T completed the split-off of AT&T Wireless as a separate, independently traded company on July 9, 2001. All AT&T Wireless tracking stock was converted into AT&T Wireless common stock on a one-for-one basis and 1,136 million shares of AT&T Wireless common stock, held by AT&T, were distributed to AT&T common shareowners on a basis of 0.3218 of a share of AT&T Wireless for each AT&T share outstanding. AT&T common shareowners received whole shares of AT&T Wireless and cash payments for fractional shares. The IRS ruled that the transaction qualified as tax-free for AT&T and its shareowners for U.S. federal income tax purposes, with the exception of cash received for fractional shares. AT&T retained approximately \$3 billion, or 7.3%, of AT&T Wireless common stock, about half of which was used in a debt-for-equity exchange in July resulting in a \$0.5 billion gain recorded in "Other (expense) income" in the Consolidated Statement of Income. The remaining portion of these holdings was monetized in October and December of 2001 through the issuance of debt that is exchangeable into Wireless shares (or their cash equivalent) at maturity (see Note 12).

In connection with the split-off of AT&T Wireless, AT&T wrote-up the net assets of AT&T Wireless to fair value. This resulted in a tax-free noncash gain of \$13.5 billion, which represented the difference between the fair value of AT&T Wireless at the date of the split-off and AT&T's book value in AT&T Wireless. This gain was recorded as a "Gain on disposition of discontinued operations" in the Consolidated Statement of Income.

The consolidated financial statements of AT&T have been restated to reflect AT&T Wireless as a discontinued operation. Accordingly, the revenue, costs and expenses, assets and liabilities and cash flows of AT&T Wireless have been excluded from the respective captions in the Consolidated Statements of Income, Consolidated Balance Sheets and Consolidated Statements of Cash Flows, and have been reported through June 30, 2001, the deemed effective split-off date for accounting purposes, as "Income from discontinued operations", net of applicable income taxes; as "Net assets of discontinued operations"; and as "Net cash provided by (used in) discontinued operations". The impact of the operating

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results from July 1 through July 9, 2001, were deemed immaterial to our consolidated results.

Revenue for discontinued operations was \$6,592, \$10,448 and \$7,627 for 2001, 2000 and 1999, respectively.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

At December 31, 2000, "Net Assets of Discontinued Operations" included total assets of \$35,087 and total liabilities of \$7,822. Total assets were comprised primarily of licensing costs, property, plant and equipment, goodwill and investments. Total liabilities were comprised primarily of deferred income taxes, accounts payable and other short-term liabilities. Net assets of discontinued operations also included minority interest of \$41 at December 31, 2000.

Interest expense of \$153, \$330 and \$253 was allocated to discontinued operations in 2001, 2000 and 1999, respectively, based on the debt of AT&T that was attributable to AT&T Wireless. This debt was repaid to AT&T in connection with the split-off of AT&T Wireless.

The noncash impacts of the split-off of AT&T Wireless include the reduction of assets of approximately \$39.7 billion and reduced shareowners' equity of approximately \$39.7 billion, including the \$13.5 billion noncash gain on split-off.

### 8. EARNINGS PER COMMON SHARE AND POTENTIAL COMMON SHARE

Income (loss) attributable to the different classes of AT&T common stock is as follows:

	AT&T COMMON STOCK GROUP			AT&T WIRELESS GROUP			LIBE
	FOR THE YEARS ENDED DECEMBER 31,						
	2001	2000	1999	2001	2000	1999	2001
(Loss) income from continuing operations before cumulative effect of accounting change.....	\$(4,131)	\$2,645	\$5,883	\$--	\$--	\$--	\$(2,711)
Dividend requirements of preferred stock.....	652	--	--	--	--	--	--
Premium on Wireless tracking stock exchange.....	80	--	--	--	--	--	--
(Loss) income from continuing operations available to common shareowners.....	(4,863)	2,645	5,883	--	--	--	(2,711)
Income (loss) from discontinued operations.....	115	460	(433)	35	76	--	--
Gain on disposition of discontinued operations.....	13,503	--	--	--	--	--	--
Cumulative effect of accounting change.....	359	--	--	--	--	--	545

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Net income (loss) available to common shareowners.....	\$ 9,114	\$3,105	\$5,450	\$35	\$76	\$--	\$ (2,166)
	=====	=====	=====	===	===	==	=====

Basic earnings (loss) per share for AT&T Common Stock Group for 2001, 2000 and 1999 were computed by dividing AT&T Common Stock Group income (loss) by the weighted-average number of shares outstanding of 3,643 million, 3,486 million and 3,082 million during 2001, 2000 and 1999, respectively.

Since AT&T recorded a loss from continuing operations for 2001, the diluted loss per share is the same as basic, as any potentially dilutive securities would be antidilutive to continuing operations. At December 31, 2001, potentially dilutive securities outstanding, included shares issuable for stock options, convertible quarterly income preferred securities, TCI Pacific Communications, Inc. preferred securities and the settlement of AT&T's commitment to purchase the public shares of AT&T Canada (see Note 5).

Diluted earnings per share (EPS) for AT&T Common Stock Group for 2000 and 1999 were computed by dividing AT&T Common Stock Group income, adjusted for the conversion of securities, by the weighted-average number of shares and dilutive potential shares outstanding during the year, assuming conversion of the potential shares at the beginning of the years presented using the treasury stock method, which assumes any (after-tax) proceeds are used to repurchase shares. Shares issuable upon conversion of

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

preferred stock of subsidiaries, convertible debt securities of a subsidiary and stock options have been included in the diluted calculation of weighted-average shares to the extent that the assumed issuance of such shares would have been dilutive, as illustrated below. The convertible quarterly income preferred securities were antidilutive and were excluded from the computation of diluted EPS.

A reconciliation of the income and share components for basic and diluted EPS calculations with respect to AT&T Common Stock Group continuing operations is as follows:

	FOR THE YEARS ENDED DECEMBER 31,	
	2000	1999
	-----	-----
AT&T Common Stock Group:		
Income from continuing operations.....	\$2,645	\$5,883
Income impact of assumed conversion of preferred stock of subsidiary.....	32	26
Income adjusted for conversion of securities.....	\$2,677	\$5,909
Shares in millions		
Weighted-average common shares.....	3,486	3,082
Stock options.....	19	35
Preferred stock of subsidiary.....	40	33
Convertible debt securities of subsidiary.....	--	2
Weighted-average common shares and potential common		

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shares..... 3,545 3,152

Basic EPS from discontinued operations for AT&T Wireless Group for 2001 through June 30, 2001, the deemed effective split-off date for accounting purposes, and from April 27, 2000, the stock offering date, through December 31, 2000, was computed by dividing income attributable to AT&T Wireless Group by the weighted-average number of shares outstanding of AT&T Wireless Group of 438 million and 361 million, respectively.

Basic (loss) earnings per share for LMG was computed by dividing (loss) income attributable to LMG by the weighted-average number of LMG shares outstanding of 2,582 million in 2001 through July 31, 2001, the deemed effective split-off date for accounting purposes, 2,572 million in 2000 and 2,519 million from March 9, 1999, date of issuance through December 31, 1999. Potentially dilutive securities, including fixed and nonvested performance awards and stock options, have not been factored into the dilutive calculations because past history indicated that these contracts were generally settled in cash.

9. NET RESTRUCTURING AND OTHER CHARGES

During 2001, we recorded \$2,530 of net restructuring and other charges. These charges included approximately \$1,330 of restructuring and exit costs associated with AT&T's continued cost reduction initiatives and \$1,200 of asset impairment charges which were primarily related to Excite@Home.

The \$1,330 of charges for restructuring and exit plans were primarily due to headcount reductions with \$1,014 for employee separations and benefit plan curtailment costs, \$322 for facility closings and \$27 related to termination of contractual obligations. The restructuring and exit plans support our cost reduction efforts through headcount reductions across all segments of the business, primarily network support and customer care functions in AT&T Business Services, continued cost reduction efforts by Excite@Home (which was still consolidated into AT&T's results through September 2001), in addition to impacts of the MediaOne merger. These charges were slightly offset by the reversal in December 2001 of \$33 related to the business restructuring plans for fourth quarter 1999 and first quarter 2000.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Included in the \$1,014 of employee separations were \$200 of benefit plan curtailment costs associated with employee separations as part of these exit plans. Approximately 18 thousand employees will be separated in conjunction with these exit plans, approximately one-half of which are management and one-half are non-management employees. Nearly 17 thousand employee separations related to involuntary terminations and more than 1 thousand related to voluntary terminations. Approximately 50% of the employees affected by the 2001 restructuring charges left their positions as of December 31, 2001, and the remaining will leave the company throughout 2002. Termination benefits of approximately \$341 were paid throughout 2001.

The following table displays the activity and balances of the restructuring reserve account:

TYPE OF COST

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	EMPLOYEE SEPARATIONS	FACILITY CLOSINGS	OTHER	TOTAL
Balance at January 1, 1999.....	\$ 118	\$ 369	\$ 30	\$ 517
Additions.....	142	--	3	145
Deductions.....	(110)	(130)	(12)	(252)
Balance at December 31, 1999.....	150	239	21	410
Additions.....	503	32	62	597
Deductions.....	(394)	(98)	(47)	(539)
Balance at December 31, 2000.....	259	173	36	468
Additions.....	1,014	322	27	1,363
Deductions.....	(765)	(179)	(44)	(988)
Balance at December 31, 2001.....	\$ 508	\$ 316	\$ 19	\$ 843

Deductions reflect cash payments of \$209, \$369, and \$428 for 1999, 2000 and 2001, respectively. These payments included cash termination benefits of \$40, \$257 and \$341, respectively, which were primarily funded through cash from operations. Deductions also reflect noncash utilization of \$43, \$170 and \$560 for 1999, 2000 and 2001, respectively. Noncash utilization in 2001 includes \$200 associated with benefit plan curtailment costs, \$188 associated with management separation benefits in connection with U.S. based managers expected to be funded through AT&T's pension assets, \$121 for the deconsolidation of Excite@Home, reversal of \$33 related to the 1999 and 2000 business restructuring plan (of which \$15 related to employee separations and \$18 related to contract terminations) and \$18 of deferred severance payments primarily related to executives. Noncash utilization in 1999 and 2000 included deferred severance payments primarily related to executives. The business restructuring plans of 1999 and 2000 are substantially complete as of December 31, 2001.

The \$1,200 million of asset impairments consisted of \$1,032 million associated with the write-down of goodwill and other intangibles, warrants granted in connection with distributing the @Home service and fixed assets. These charges were due to continued deterioration in the business climate of, and reduced levels of venture capital funding activity for, Internet advertising and other Internet-related companies, continued significant declines in the market values of Excite@Home's competitors in the Internet advertising industry, and changes in their operating and cash flow forecasts for the remainder of 2001. These charges were also impacted by Excite@Home's decision to sell or shut down narrowband operations. As a result of the foregoing, and other factors, Excite@Home entered into bankruptcy proceedings in September 2001. In addition, AT&T recorded a related goodwill impairment charge of \$139 associated with its acquisition goodwill of Excite@Home. Since we consolidated, but only owned approximately 23% of Excite@Home, a portion of the charges recorded by Excite@Home was not included as a reduction to AT&T's net income, but rather was eliminated in our Consolidated Statement of Operations as a component of "Minority interest income (expense)." Additionally, we recorded asset impairment charges

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

of \$29 related to the write-down of unrecoverable support assets where the carrying value was no longer supported by estimated future cash flows.

During 2000, we recorded \$7,029 of net restructuring and other charges,

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which included \$6,179 of asset impairment charges related to Excite@Home, \$759 for restructuring and exit costs associated with AT&T's initiative to reduce costs, and \$91 related to the government-mandated disposition of AT&T Communications (U.K.) Ltd., which would have competed directly with Concert.

The charges related to Excite@Home included \$4,609 of asset impairment charges recorded by Excite@Home associated with the impairment of goodwill from various acquisitions, including Excite, and a related goodwill impairment charge of \$1,570 recorded by AT&T associated with goodwill from the acquisition of our investment in Excite@Home.

The impairments resulted from the deterioration of the market conditions and market valuations of Internet-related companies during the fourth quarter of 2000, which caused Excite@Home to conclude that intangible assets related to their acquisitions of Internet-related companies may not be recoverable. In accordance with SFAS No. 121, "Accounting For The Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of", Excite@Home conducted a detailed assessment of the recoverability of the carrying amounts of acquired intangible assets. This assessment resulted in a determination that certain acquired intangible assets, including goodwill, related to these acquisitions, including Excite, were impaired as of December 31, 2000. As a result, Excite@Home recorded impairment charges of \$4,609 in December 2000, representing the excess of the carrying amount of the impaired assets over their fair value.

The review for impairment included a review of publicly traded Internet companies that are comparable to the companies that Excite@Home acquired. These companies experienced a substantial decline in stock price and market capitalization during the fourth quarter of 2000.

Excite@Home also reviewed the business climate for Internet advertising and web-based infrastructure companies as of December 31, 2000, and observed the following: (1) investor and consumer enthusiasm for the Internet sector severely deteriorated during the fourth quarter of 2000; (2) many Internet companies, including those acquired by Excite@Home, experienced significant decelerations in their growth both as a result of economic conditions and due to Internet-sector specific issues such as competition and the weakening of the Internet advertising market; and (3) funding sources for Internet-based consumer businesses, which require considerable amounts of capital, had substantially evaporated as of December 31, 2000. As a result, Excite@Home concluded that fundamental, permanent and significant adverse changes had occurred during the fourth quarter of 2000 in the business climate for companies providing Internet advertising and other web-based services.

In addition, Excite@Home reviewed operating and cash flow projections that existed at the time Excite@Home made the acquisitions and that were used as a basis upon which the decisions to complete the acquisitions were made. These operating and cash flow projections indicated that the acquired companies, over their useful lives, would be profitable and generate positive cash flows. The operating and cash flow projections were compared to operating results after the date of the acquisitions through December 31, 2000, as well as to projected operating results for 2001. These comparisons indicated that certain acquisitions generated operating and cash flow losses through the end of 2000, and were projected to continue generating operating and cash flow losses for the foreseeable future.

As a result of these factors, Excite@Home determined that the intangible assets related to the acquisitions might not be recoverable and conducted impairment tests.

Generally, the impairment tests were performed at an asset group level corresponding to the lowest level at which cash flows independent of other assets could be identified. Each asset group consisted of the goodwill and

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acquired identifiable intangible assets related to a specific acquisition.  
Acquired intangible

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

assets were combined for those acquisitions where separately identifiable cash flows that are largely independent of the cash flows of other groups of assets could not be identified.

For each of the asset groups to be tested for impairment, Excite@Home projected undiscounted cash flows over a future projection period of five years, based on Excite@Home's determination of the current remaining useful lives of the asset groups, plus an undiscounted terminal period cash flow to reflect disposition of the entities at the end of their useful lives. Undiscounted future cash flows were estimated using projected net realizable value in a sales transaction (undiscounted cash flows during the expected remaining holding period until disposition were estimated as negligible). The undiscounted future cash flows were compared to the carrying amount of each asset group and for those asset groups where the carrying amount exceeded the undiscounted future cash flows, Excite@Home concluded that the asset group was impaired.

Excite@Home measured the impairment loss related to impaired asset groups based on the amount by which the carrying amount of the asset group exceeded the fair value of the asset group. Measurement of fair value was based on an analysis by Excite@Home utilizing the best information available in the circumstances using reasonable and supportable assumptions and projections, and including the discounted cash flow and market comparison valuation techniques. The discounted cash flow analysis considered the likelihood of possible outcomes and was based on Excite@Home's best estimate of projected future cash flows, including terminal value cash flows expected to result from the disposition of the asset at the end of its useful life, discounted at our weighted average cost of capital. Weighted average cost of capital was based on historical risk premiums required by investors for companies of Excite@Home's size, industry and capital structure and included risk factors specific to Excite@Home. The market comparison model represented Excite@Home's estimate of the prices that a buyer would be willing to pay currently for similar assets, based on comparable products and services, customer base, risks, earnings capabilities and other factors.

Based on the foregoing, Excite@Home recorded an impairment write-down of \$4,609 in the aggregate, which was allocated to each asset group based on a comparison of carrying values and fair values. The impairment write-down within each asset group was allocated first to goodwill, and if goodwill was reduced to zero, to identifiable intangible assets in proportion to carrying values.

Also as a result of the foregoing, AT&T recorded a goodwill and acquisition-related impairment charge of \$1,570 associated with the acquisition of our investment in Excite@Home. The write-down of our investment to fair value was determined utilizing discounted expected future cash flows.

Since we consolidated but owned only approximately 23% of Excite@Home, 77% of the charge recorded by Excite@Home was not included as a reduction to AT&T's net income, but rather was eliminated in the Consolidated Statement of Income as "Minority interest income (expense)."

The \$759 charge for restructuring and exit plans was primarily due to headcount reductions, mainly in AT&T Business Services, including network services, primarily for the consolidation of customer-care and call centers, as

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well as synergies created by the MediaOne merger.

Included in exit costs was \$503 of cash termination benefits associated with the separation of approximately 7,300 employees as part of voluntary and involuntary termination plans. Approximately one-half of the separations were management employees and one-half were non-management employees. Approximately 6,700 employee separations were related to involuntary terminations and approximately 600 to voluntary terminations.

We also recorded \$62 of network lease and other contract termination costs associated with penalties incurred as part of notifying vendors of the termination of these contracts during the year, and net losses of \$32 related to the disposition of facilities primarily due to synergies created by the MediaOne merger.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Also included in restructuring and exit costs in 2000 was \$144 of benefit plan curtailment costs associated with employee separations as part of these exit plans. Further, we recorded an asset impairment charge of \$18 related to the write-down of unrecoverable assets in certain businesses where the carrying value was no longer supported by estimated future cash flows.

During 1999, we recorded \$975 of net restructuring and other charges. A \$594 in-process research and development charge was recorded reflecting the estimated fair value of research and development projects at TCI, as of the date of acquisition, which had not yet reached technological feasibility or had no alternative future use. The projects identified related to efforts to offer voice over Internet protocol (IP), product-integration efforts for advanced set-top devices that would enable the offering of next-generation digital services and cost-savings efforts for broadband-telephony implementation. In addition, Excite@Home had research and development efforts underway, including projects to allow for self-provisioning of devices and the development of next-generation client software, network and back-office infrastructure to enable a variety of network devices beyond personal computers, and improved design for the regional data centers' infrastructure.

Also in 1999, a \$145 charge for restructuring and exit costs was recorded as part of AT&T's initiative to reduce costs. The restructuring and exit plans primarily focused on the maximization of synergies through headcount reductions in AT&T Business Services, including network operations, primarily for the consolidation of customer-care and call centers.

Included in exit costs was \$142 of cash termination benefits associated with the separation of approximately 2,800 employees as part of voluntary and involuntary termination plans. Approximately one-half of the separations were management employees and one-half were non-management employees. Approximately 1,700 employee separations were related to involuntary terminations and approximately 1,100 to voluntary terminations.

We also recorded net losses of \$307 related to the government-mandated disposition of certain international businesses that would have competed directly with Concert, and \$50 related to a contribution agreement AT&T Broadband entered into with Phoenixstar, Inc. That agreement requires AT&T Broadband to satisfy certain liabilities owed by Phoenixstar and its subsidiaries. In addition, we recorded benefits of \$121 related to the settlement of pension obligations for former employees who accepted AT&T's 1998 voluntary retirement incentive program (VRIP) offer.



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10. INVESTMENT IN LIBERTY MEDIA GROUP

As a result of our merger with TCI, we acquired Liberty Media Group (LMG). Although LMG was wholly-owned, we accounted for it as an equity method investment since we did not have a controlling financial interest. On August 10, 2001, AT&T completed the split-off of Liberty Media Corporation (LMC) as an independent, publicly-traded company (see Note 2). The operating results of LMG from March 1, 1999, the date of acquisition through July 31, 2001, the deemed effective split-off date for accounting purposes, were reflected as "Equity (losses) earnings from Liberty Media Group" in the Consolidated Statements of Income. The impact of the operating results from August 1 through August 10, 2001, were deemed immaterial to our consolidated results. Our investment in LMG at December 31, 2000, was reflected as "Investment in Liberty Media Group and related receivables, net" in the accompanying Consolidated Balance Sheet.

Upon split-off, AT&T paid LMG \$0.8 billion pursuant to a tax sharing agreement, related to TCI net operating losses generated prior to AT&T's merger with TCI. In addition, AT&T received approximately \$0.1 billion from LMG related to taxes pursuant to a tax-sharing agreement between LMG and AT&T Broadband which existed prior to the TCI merger. At December 31, 2000, this receivable was included in "Investment in Liberty Media Group and related receivables, net" in the Consolidated Balance Sheet. At

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

December 31, 2001, the remaining receivable from LMG under the tax-sharing agreement was \$0.1 billion and was included in "Accounts receivable" in the Consolidated Balance Sheet.

Summarized results of operations for LMG were as follows:

	FOR THE SEVEN MONTHS ENDED JULY 31, 2001 -----	FOR THE YEAR ENDED DECEMBER 31, 2000 -----	FOR THE TEN MONTHS ENDED DECEMBER 31, 1999 -----
Revenue.....	\$ 1,190	\$1,526	\$ 729
Operating (loss) income.....	(426)	436	(2,214)
(Loss) income from continuing operations before cumulative effect of accounting change.....	(2,711)	1,488	(2,022)
Cumulative effect of accounting change.....	545	--	--
Net (loss) income.....	\$(2,166)	\$1,488	\$(2,022)

AT  
DECEMBER 31,  
2000  
-----

Current assets.....	\$ 2,954
Noncurrent assets.....	51,314

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Current liabilities.....	2,962
Noncurrent liabilities.....	16,668
Minority interest.....	348

During 2000, certain investees of LMG issued common stock. Changes in the equity of the investees, net of the dilution of LMG's ownership interest, resulted in an increase to AT&T's additional paid-in capital of \$355.

11. OTHER INVESTMENTS

We have investments in various companies and partnerships that are accounted for under the equity method of accounting and included within "Other investments and related advances" in the Consolidated Balance Sheets. Under the equity method, investments are stated at initial cost, and are adjusted for subsequent contributions and our share of earnings, losses and distributions. At December 31, 2001 and 2000, we had equity investments (other than LMG) of \$4.6 billion and \$10.5 billion, respectively. The carrying value of these investments exceeded our share of the underlying reported net assets by approximately \$3.1 billion and \$8.3 billion, at December 31, 2001 and 2000, respectively. The excess basis, or goodwill is being amortized over periods ranging from 15 to 40 years. Pretax amortization of excess basis was \$0.2 billion, \$0.5 billion and \$0.5 billion in 2001, 2000 and 1999, respectively. The amortization is shown as a component of "Net losses related to other equity investments" in the Consolidated Statements of Income. Effective January 1, 2002, in accordance with the provisions of SFAS No. 142, this excess basis will no longer be amortized (see Note 23). Distributions from equity investments totaled \$25, \$13, and \$85, for the years ended December 31, 2001, 2000 and 1999, respectively.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Ownership of significant equity investments was as follows:

	AT DECEMBER 31,	
	2001	2000
Cablevision Systems Corporation.....	N/A (a)	27.98% (a)
Concert.....	50.00% (b)	50.00% (b)
AT&T Canada Corporation.....	21.52% (c)	21.52% (c)
Texas Cable Partnerships.....	50.00%	50.00%
Net2Phone, Inc.....	N/A (d)	31.34% (d)
Insight Midwest LP.....	50.00%	50.00%
Century-TCI California, LP.....	25.00%	25.00%
Kansas City Cable Partners.....	50.00%	50.00%
Midcontinent Communications.....	50.00%	50.00%
Parnassos, LP.....	33.33%	33.33%

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(a) In June 2001, as a result of AT&T no longer having representation on the Cablevision board of directors, the accounting of our investment in Cablevision was changed from equity method to cost method of accounting. At December 31, 2001, we owned 29.8 million shares, or a 16.8% ownership interest, of Cablevision NY Group Class A common stock, which had a closing

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market price of \$47.45 per share. At December 31, 2000, we owned 48.9 million shares of Cablevision Systems Corporation Class A common stock, which had a closing market price of \$84.94 per share.

- (b) On October 16, 2001, AT&T announced a decision to unwind Concert, its Global venture with BT formed on January 5, 2000 (see Note 5).
- (c) AT&T no longer records equity earnings or losses related to AT&T Canada because AT&T recognized losses in excess of its investment in AT&T Canada (see Note 5).
- (d) At December 31, 2000, we owned 18.9 million shares of Net2Phone, Inc. Class A common stock, which had a closing market price of \$7.38 per share on that date. In 2001, AT&T recorded a pretax investment impairment charge of \$1.1 billion included in "Net losses related to other equity investments" in the Consolidated Statement of Income. This charge primarily represents the difference between the fair market value and the carrying value of our investment in Net2Phone, resulting from the deterioration of market valuations of Internet-related companies. Also, in October 2001, AT&T contributed its investment of 18.9 million shares in Net2Phone to NTOP Holdings, LLC (NTOP), and received 189 units of NTOP ownership. AT&T then sold 160 units of NTOP to LMC Animal Planet, a subsidiary of Liberty Media Corporation, and IDT Corporation. AT&T retained 29 units of NTOP ownership at December 31, 2001, which was accounted for as a cost method investment.

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### AT&T CORP. AND SUBSIDIARIES (AT&T)

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Summarized combined financial information for investments accounted for under the equity method was as follows:

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
	-----	-----	-----
CONCERT			
Revenue.....	\$ 6,189	\$7,748	--
Operating (loss) income.....	(3,574)	329	--
(Loss) income from continuing operations before extraordinary items and cumulative effect of accounting change.....	(3,609)	103	--
Net (loss) income.....	(3,609)	103	--

	AT DECEMBER 31,	
	2001	2000
	-----	-----
Current assets.....	\$3,744	\$4,652
Non-current assets.....	1,758	4,702

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Current liabilities.....	4,296	4,677
Non-current liabilities.....	76	2,107
Redeemable preferred stock.....	--	--
Minority interest.....	--	--

FOR THE YEARS ENDED DECEMBER  
31,

-----	-----	-----
2001	2000	1999
-----	-----	-----

AT&T CANADA

Revenue.....	\$1,000	\$1,001	\$ 590
Operating (loss).....	(226)	(225)	(248)
(Loss) from continuing operations before extraordinary items and cumulative effect of accounting change.....	(521)	(351)	(4)
Net (loss).....	(518)	(351)	(4)

AT DECEMBER 31,

-----	-----
2001	2000
-----	-----

Current assets.....	\$ 391	\$ 227
Non-current assets.....	2,590	2,661
Current liabilities.....	256	276
Non-current liabilities.....	2,963	2,439
Redeemable preferred stock.....	--	--
Minority interest.....	--	--

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

FOR THE YEARS ENDED DECEMBER 31,

-----	-----	-----
2001	2000	1999
-----	-----	-----

OTHER EQUITY INVESTMENTS

Revenue.....	\$8,150	\$18,686	\$ 8,376
Operating income (loss).....	87	(1,051)	(1,278)
Income (loss) from continuing operations before extraordinary items and cumulative effect of accounting change.....	729	(1,503)	(2,266)
Net income (loss).....	716	(1,550)	(2,373)

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	AT DECEMBER 31,	
	2001	2000
Current assets.....	\$ 654	\$ 4,994
Non-current assets.....	11,183	25,015
Current liabilities.....	1,188	4,042
Non-current liabilities.....	7,010	17,970
Redeemable preferred stock.....	7	1,589
Minority interest.....	151	623

We also have investments accounted for under the cost method of accounting. At December 31, 2001 and 2000, we had cost method investments included in "Other investments and related advances" in the Consolidated Balance Sheets of \$19.2 billion and \$20.4 billion, respectively. At December 31, 2001 and 2000, approximately \$7.9 billion and \$6.5 billion, respectively, of our cost investments are indexed to certain long term debt instruments (see Note 12). In addition, there were approximately \$0.7 billion and \$2.1 billion of investments that were classified as current assets at December 31, 2001 and 2000, respectively, since they are indexed to certain currently maturing debt instruments. Under the cost method, investments are stated at cost, and earnings are recognized to the extent distributions are received from the accumulated earnings of the investee. Distributions received in excess of accumulated earnings are recognized as a reduction of our investment balance. These investments, are covered under the scope of SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities" and are carried at fair value. Some of our cost method investments are classified as "trading" securities, and are marked-to-market through the income statement. Other cost investments are classified as "available-for-sale" securities, and are marked-to-market through other comprehensive income on the balance sheet. We record an investment impairment charge on our "available-for-sale" securities in "Other (expense) income" in the Consolidated Statement of Income when we believe the decline in the investment value is other than temporary. During 2001, we recorded impairment charges on such securities of \$1.1 billion, consisting primarily of charges related to Vodafone plc and Time Warner Telecom of \$0.4 billion and \$0.3 billion, respectively.

In addition, at December 31, 2001 and 2000, our 25.5% interest in TWE is accounted for as a cost method investment since we do not have the right to exercise significant influence. On February 28, 2001, we exercised our registration rights in TWE and formally requested TWE to begin the process of converting the limited partnership into a corporation with registered equity securities. If the proposed spin-off of AT&T Broadband occurs as currently structured, our investment in TWE will be included in the net assets spun-off.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

12. DEBT OBLIGATIONS

DEBT MATURING WITHIN ONE YEAR

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	AT DECEMBER 31,	
	2001	2000
Commercial paper.....	\$ 5,087	\$16,234
Short-term notes.....	3,970	11,505
Currently maturing long-term debt.....	3,779	3,724
Other.....	122	375
Total debt maturing within one year.....	\$12,958	\$31,838
Weighted-average interest rate of short-term debt.....	5.4%	6.5%

SECURITIZATIONS

During 2001, AT&T initiated a 364-day accounts receivable securitization program providing for up to \$2.7 billion of funding, limited by monthly eligible receivables. Under the program, AT&T Business Services and AT&T Consumer Services accounts receivable were sold on a discounted, revolving basis, to a special purpose, wholly-owned subsidiary of AT&T, which assigns interests in such receivables to unrelated third-party financing entities. The securitization proceeds were recorded as a borrowing and included in "Debt maturing within one year" in the Consolidated Balance Sheet. At December 31, 2001, such short-term notes totaled \$2.3 billion. The interest payment for the associated loan was approximately \$54 for the year ending December 31, 2001. Interest is currently paid based on a floating London Interbank Offered Rate (LIBOR) set by the corresponding agreements. At December 31, 2001, the borrowing was collateralized by \$5.4 billion of accounts receivable.

CREDIT FACILITY

On December 14, 2001, we amended and restated a pre-existing revolving-credit facility. The amended facility, which is syndicated to 30 banks, is for commercial paper back-up and makes \$8 billion available to AT&T for a 364-day term. At December 31, 2001, AT&T had not utilized this facility, and currently has the entire \$8 billion facility available to us. The credit facility agreement contains a financial covenant that requires AT&T to maintain a net debt-to-EBITDA ratio (as defined in the credit agreement) not exceeding 3.00 to 1.00 for four consecutive quarters ending on the last day of each fiscal quarter. At December 31, 2001, we were in compliance with this covenant. If AT&T were to become noncompliant it could result in the cancellation of the credit facility and any amounts outstanding under the credit facility becoming payable immediately.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

LONG-TERM DEBT

AT DECEMBER 31,	
2001	2000

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DEBENTURES, NOTES AND TRUST PREFERRED SECURITIES (A)	-----	-----
INTEREST RATES (B)	MATURITIES	
-----	-----	
4.00% -- 6.00%                    2002 -- 2009.....	\$ 7,353	\$ 6,639
6.06% -- 6.50%                    2002 -- 2029.....	7,253	6,660
6.55% -- 7.50%                    2002 -- 2037.....	8,252	6,470
7.53% -- 8.50%                    2002 -- 2097.....	7,788	5,267
8.60% -- 19.95%*                2002 -- 2038.....	6,994	7,317
Variable rate                2002 -- 2054.....	6,744	4,164
	-----	-----
Total debentures, notes and trust preferred securities.....	44,384	36,517
Other.....	382	360
Unamortized discount, net.....	(460)	(64)
	-----	-----
Total long-term debt.....	44,306	36,813
Less: Currently maturing long-term debt.....	3,779	3,724
	-----	-----
Net long-term debt.....	\$40,527	\$33,089
	=====	=====

\* 19.95% interest rate relates to bank loans held by AT&T Latin America in the amount of \$2.7 million

- (a) Included in these balances was \$858 and \$946 representing the remaining excess of the fair value over the recorded value of debt in connection with the TCI and MediaOne mergers at December 31, 2001 and December 31, 2000, respectively. The excess is being amortized to interest expense over the remaining lives of the underlying debt obligations.
- (b) The actual interest paid on our debt obligations may have differed from the stated amount due to our entering into interest rate swap contracts to manage our exposure to interest rate risk and our strategy to reduce finance costs (see Note 14).

The following table shows the maturities at December 31, 2001, of the \$44,306 in total long-term obligations:

2002	2003	2004	2005	2006	LATER YEARS
----	----	----	----	----	-----
\$3,779	\$4,753	\$5,801	\$4,357	\$5,867	\$19,749

On November 21, 2001, AT&T completed a private bond offering which consists of \$1.5 billion in five-year Senior Notes with an interest rate of 6.5%, \$2.75 billion in 10 year Senior Notes with an interest rate of 7.30%, \$2.75 billion in 30 year Senior Notes with an interest rate of 8.00%, 1.5 billion Euros of two-year Senior Notes with a floating interest rate of Euro Interbank Offered Rate (EURIBOR) plus 1.50% and 2.0 billion Euros of five-year Senior Notes with an interest rate of 6.00%. We received net proceeds of approximately \$10.0 billion from the sale of the notes. The proceeds will primarily be utilized to retire short-term indebtedness and for general corporate purposes. The bond offering included provisions that would allow bondholders to require AT&T to repurchase the notes if certain conditions are not met in conjunction with the

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spin-off or the separation of AT&T Broadband from AT&T at the time of notification to bondholders of the intention to separate AT&T Broadband. These conditions include a maximum debt to EBITDA ratio (adjusted) for pro forma AT&T excluding AT&T Broadband of no more than 2.75 times at specified times and if credit ratings of these notes are downgraded below a certain level.

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### AT&T CORP. AND SUBSIDIARIES (AT&T)

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

#### SUBSIDIARY-OBLIGATED MANDATORILY REDEEMABLE PREFERRED SECURITIES OF SUBSIDIARY TRUSTS HOLDING SOLELY SUBORDINATED DEBT SECURITIES

Included in long-term and short-term debt are subsidiary-obligated mandatorily redeemable preferred securities of subsidiary trusts holding solely subordinated debt securities.

Certain subsidiary trusts of TCI (TCI Trusts) had preferred securities outstanding at December 31, 2001 and 2000, as follows:

SUBSIDIARY TRUST -----	INTEREST RATE -----	MATURITY DATE -----	CARRYING AMOUNT -----	
			2001 -----	2000 -----
TCI Communications Financing I.....	8.72%	2045	\$ 527	\$ 528
TCI Communications Financing II.....	10.00%	2045	513	514
TCI Communications Financing III.....	9.65%	2027	380	357
TCI Communications Financing IV.....	9.72%	2036	204	204
Total.....			\$1,624	\$1,603
			=====	=====

The TCI Trusts exist for the purpose of issuing trust preferred securities and investing the proceeds into subordinated deferrable interest notes (subordinated debt securities) of TCI. The subordinated debt securities have interest rates equal to the interest rate of the corresponding trust preferred securities and have maturity dates ranging from 30 to 49 years from the date of issuance. The preferred securities are mandatorily redeemable upon repayment of the subordinated debt securities, and are callable by AT&T. The Financing I and II trust preferred securities were redeemable at face value beginning in January and May 2001, respectively. Financing III trust preferred securities are callable at 104.825% of face value beginning in March 2007. Financing IV trust preferred securities are callable at face value beginning in March 2002.

On February 28, 2002, AT&T called for early redemption Financing I and II preferred securities. On February 26, 2002, AT&T announced that it was notifying holders that it will call Financing IV preferred securities for early redemption on April 1, 2002. At December 31, 2001, the Financing I, II and IV trust preferred securities were reclassified from long-term debt to short-term debt.

TCI effectively provides a full and unconditional guarantee of the TCI Trusts' obligations under the trust preferred securities. During 2000, AT&T provided a full and unconditional guarantee of the trust preferred securities for TCI Communications Financing I, II and IV subsidiary trusts (see Note 21).

AT&T has the right to defer interest payments up to 20 consecutive



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quarters; as a consequence, dividend payments on the trust preferred securities can be deferred by the trusts during any such interest-payment period.

Certain subsidiary trusts of MediaOne (MediaOne Trusts) had preferred securities outstanding at December 31, 2001 and 2000, as follows:

SUBSIDIARY TRUST -----	INTEREST RATE -----	MATURITY DATE -----	CARRYING AMOUNT	
			2001	2000
MediaOne Financing A.....	7.96%	2025	\$ 30	\$ 30
MediaOne Financing B.....	8.25%	2036	28	28
MediaOne Finance II.....	9.50%	2036	214	214
MediaOne Finance III.....	9.04%	2038	504	504
Total.....			\$776	\$776
			====	====

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### AT&T CORP. AND SUBSIDIARIES (AT&T)

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

The MediaOne Trusts exist for the purpose of issuing the trust preferred securities and investing the proceeds into subordinated deferrable interest notes (subordinated deferrable notes) of MediaOne Group Funding, Inc., a wholly owned subsidiary of MediaOne. The subordinated deferrable notes have the same interest rate and maturity date as the trust preferred securities to which they relate. All of the subordinated deferrable notes are redeemable by AT&T at a redemption price of \$25.00 per security, plus accrued and unpaid interest. Upon redemption of the subordinated deferrable notes, the trust preferred securities will be mandatorily redeemable, at a price of \$25.00 per share, plus accrued and unpaid distributions. The 7.96% subordinated deferrable notes became redeemable after September 11, 2000. The 9.50% and 8.25% subordinated deferrable notes became redeemable after October 29, 2001. The 9.04% subordinated deferrable notes are redeemable after October 28, 2003.

On March 4, 2002, AT&T called for early redemption MediaOne Financing A, MediaOne Financing B and MediaOne Financing II preferred securities. At December 31, 2001, the Financing A, B and II preferred securities were reclassified from long-term debt to short-term debt.

MediaOne has effectively provided a full and unconditional guarantee of the MediaOne Trusts' obligations under the trust preferred securities. During 2000, AT&T provided a full and unconditional guarantee of MediaOne's trust preferred securities (see Note 21).

AT&T has the right to defer interest payments up to 20 consecutive quarters; as a consequence, dividend payments on the trust preferred securities can be deferred by the trusts during any such interest-payment period.

#### EXCHANGEABLE NOTES

Included in long-term and short-term debt are exchangeable notes. During 2001, we issued exchangeable notes which are mandatorily redeemable at AT&T's option into shares of AT&T Wireless and Cablevision NY Group Class A

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(Cablevision) common stock and Rainbow Media Group Class A (Rainbow Media Group) tracking stock, as applicable or its cash equivalent. During 2000, we issued exchangeable notes which are mandatorily redeemable at AT&T's option into shares of Comcast and Microsoft Corporation (Microsoft) common stock, as applicable, or its cash equivalent. During 1999 and 1998, MediaOne issued exchangeable notes which are mandatorily redeemable at AT&T's option into (i) Vodafone American Depository Receipts (ADRs) held by MediaOne, (ii) the cash equivalent, or (iii) a combination of cash and Vodafone ADRs. The maturity value of these exchangeable notes varies based upon the fair market value of the security it is indexed to.

Following is a summary of the exchangeable notes outstanding at December 31, 2001, which are indexed to 45.8 million shares of AT&T Wireless common stock:

MATURITIES	FACE VALUE	INTEREST RATE	PUT PRICE PER SHARE	CALL PRICE PER SHARE	CARRYING VALUE
-----	-----	-----	-----	-----	-----
2005.....	\$220	LIBOR + 0.4%	\$14.41	\$18.87	\$220
2006.....	220	LIBOR + 0.4%	14.41	19.31	219
2006.....	220	LIBOR + 0.4%	14.41	19.74	219

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### AT&T CORP. AND SUBSIDIARIES (AT&T)

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Following is a summary of the exchangeable notes outstanding at December 31, 2001, which are indexed to 45 million shares of AT&T Wireless common stock:

MATURITIES	FACE VALUE	INTEREST RATE	PUT PRICE PER SHARE	CALL PRICE PER SHARE	CARRYING VALUE
-----	-----	-----	-----	-----	-----
2006.....	\$204	LIBOR + 0.4%	\$13.57	\$19.03	\$216
2006.....	201	LIBOR + 0.4%	13.37	19.27	216
2006.....	204	LIBOR + 0.4%	13.57	19.90	216

At maturity, the exchangeable notes will be redeemed, at AT&T's option, with (i) a number of shares of AT&T Wireless common stock equal to the underlying shares multiplied by the exchange ratio, or (ii) its equivalent cash value. The exchange ratio will be calculated at maturity in the following manner:

(a) If the fair market value of a share of AT&T Wireless common stock is greater than the call price, the exchange ratio will be a fraction, the numerator of which is equal to the sum of (i) the put price, plus (ii) the excess of the fair market value of a share of AT&T Wireless common stock over the call price, and the denominator of which is equal to the fair market value of a share of AT&T Wireless common stock;

(b) If the fair market value of a share of AT&T Wireless common stock

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is less than or equal to the put price, the exchange ratio will be 1;

(c) If the fair market value of a share of AT&T Wireless common stock is less than or equal to the call price but greater than the put price, the exchange ratio will be a fraction, the numerator of which is equal to the put price, and the denominator of which is equal to the fair market value of a share of AT&T Wireless common stock.

Following is a summary of the exchangeable notes outstanding at December 31, 2001, which are indexed to 26.9 million shares of Cablevision common stock:

MATURITY	FACE VALUE	INTEREST RATE	PUT PRICE PER SHARE	CALL PRICE PER SHARE	CARRYIN VALUE
-----	-----	-----	-----	-----	-----
2004.....	\$970	6.50%	\$36.05	\$43.98	\$1,030

At maturity, the exchangeable notes will be redeemed, at AT&T's option, with (i) a number of shares of Cablevision common stock equal to the underlying shares multiplied by the exchange ratio, or (ii) its equivalent cash value. The exchange ratio will be calculated at maturity in the following manner:

(a) If the fair market value of a share of Cablevision common stock is greater than the call price, the exchange ratio will be 0.8197;

(b) If the fair market value of a share of Cablevision common stock is less than or equal to the put price, the exchange ratio will be 1;

(c) If the fair market value of a share of Cablevision common stock is less than or equal to the call price but greater than the put price, the exchange ratio will be a fraction, the numerator of which is equal to the put price, and the denominator of which is equal to the fair market value of a share of Cablevision common stock.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Following is a summary of the exchangeable notes outstanding at December 31, 2001, which are indexed to 9.8 million shares of Rainbow Media Group tracking stock:

MATURITY	FACE VALUE	INTEREST RATE	PUT PRICE PER SHARE	CALL PRICE PER SHARE	CARRYIN VALUE
-----	-----	-----	-----	-----	-----
2005.....	\$220	6.25%	\$22.50	\$27.45	\$196

At maturity, the exchangeable notes will be redeemed, at AT&T's option, with (i) a number of shares of Rainbow Media Group tracking stock equal to the underlying shares multiplied by the exchange ratio, or (ii) its equivalent cash value. The exchange ratio will be calculated at maturity in the following

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manner:

(a) If the fair market value of a share of Rainbow Media Group tracking stock is greater than the call price, the exchange ratio will be 0.8197;

(b) If the fair market value of a share of Rainbow Media Group tracking stock is less than or equal to the put price, the exchange ratio will be 1;

(c) If the fair market value of a share of Rainbow Media Group tracking stock is less than or equal to the call price but greater than the put price, the exchange ratio will be a fraction, the numerator of which is equal to the put price, and the denominator of which is equal to the fair market value of a share of Rainbow Media Group tracking stock.

Following is a summary of the exchangeable notes outstanding at December 31, 2001 and 2000, which are indexed to 25 million shares of Comcast common stock:

MATURITIES	FACE VALUE	INTEREST RATE	PUT PRICE	CALL PRICE	CARRYING VALUE	
			PER SHARE	PER SHARE	2001	2000
2003.....	\$371	6.75%	\$41.50	\$49.80	\$320	\$371
2004.....	314	5.50%	41.06	49.27	277	314
2005.....	329	4.63%	39.13	46.96	286	329

At maturity, the exchangeable notes will be redeemed, at AT&T's option, with (i) a number of shares of Comcast common stock equal to the underlying shares multiplied by the exchange ratio, or (ii) its equivalent cash value. The exchange ratio will be calculated at maturity in the following manner:

(a) If the fair market value of a share of Comcast common stock is greater than the call price, the exchange ratio will be 0.8333;

(b) If the fair market value of a share of Comcast common stock is less than or equal to the put price, the exchange ratio will be 1;

(c) If the fair market value of a share of Comcast common stock is less than or equal to the call price but greater than the put price, the exchange ratio will be a fraction, the numerator of which is equal to the put price, and the denominator of which is equal to the fair market value of a share of Comcast common stock.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Following is a summary of the exchangeable notes outstanding at December 31, 2001 and 2000, which are indexed to 10 million shares of Microsoft common stock:

PUT PRICE CARRYING VALUE

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MATURITIES	FACE VALUE	INTEREST RATE	PER SHARE	CALL PRICE PER SHARE	2001	2000
2003.....	\$227	6.96%	\$67.87	\$97.39	\$201	\$145
2004.....	226	7.00%	67.87	111.64	198	144
2005.....	226	7.04%	67.87	128.60	196	144

At maturity, the exchangeable notes will be redeemed, at AT&T's option, with (i) a number of shares of Microsoft common stock equal to the underlying shares multiplied by the exchange ratio, or (ii) its equivalent cash value. The exchange ratio will be calculated at maturity in the following manner:

(a) If the fair market value of a share of Microsoft common stock is greater than the call price, the exchange ratio will be a fraction, the numerator of which is equal to the sum of (i) the put price, plus (ii) the excess of the fair market value of a share of Microsoft common stock over the call price, and the denominator of which is equal to the fair market value of a share of Microsoft common stock;

(b) If the fair market value of a share of Microsoft common stock is less than or equal to the put price, the exchange ratio will be 1;

(c) If the fair market value of a share of Microsoft common stock is less than or equal to the call price but greater than the put price, the exchange ratio will be a fraction, the numerator of which is equal to the put price, and the denominator of which is equal to the fair market value of a share of Microsoft common stock.

Following is a summary of the exchangeable notes outstanding at December 31, 2001 and 2000, which are indexed to 22.3 million shares of Comcast common stock:

MATURITIES	FACE VALUE	INTEREST RATE	PUT PRICE PER SHARE	CALL PRICE PER SHARE	2001	2000
2003.....	\$267	6.76%	\$35.89	\$50.64	\$244	\$267
2004.....	267	6.80%	35.89	58.39	244	267
2005.....	267	6.84%	35.89	67.97	245	267

At maturity, the exchangeable notes will be redeemed, at AT&T's option, with (i) a number of shares of Comcast common stock equal to the underlying shares multiplied by the exchange ratio, or (ii) its equivalent cash value. The exchange ratio will be calculated at maturity in the following manner:

(a) If the fair market value of a share of Comcast common stock is greater than or equal to the call price, the exchange ratio will be a fraction, the numerator of which is equal to the sum of (i) the put price, plus (ii) the excess of the fair market value of a share of Comcast common stock over the call price, and the denominator of which is equal to the fair market value of a share of Comcast common stock;

(b) If the fair market value of a share of Comcast common stock is less than or equal to the put price, the exchange ratio will be 1;

(c) If the fair market value of a share of Comcast common stock is

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less than the call price but greater than the put price, the exchange ratio will be a fraction, the numerator of which is equal to the put price, and the denominator of which is equal to the fair market value of a share of Comcast common stock.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Following is a summary of the exchangeable notes outstanding at December 31, 2001 and 2000, which are indexed to Vodafone ADRs:

MATURITIES	FACE VALUE	INTEREST RATE	PUT PRICE	CALL PRICE	CARRYING VALUE	
			PER SHARE	PER SHARE	2001	2000
2001.....	\$1,686	6.25%	\$19.65	\$25.10	\$ --	\$2,337
2002.....	\$1,129	7.00%	43.44	51.26	715	1,012

In the third quarter of 2001, exchangeable notes that were indexed to a portion of holdings of Vodafone ADR securities matured. Prior to the settlement, the carrying value of the notes was \$1,634. These notes were settled with approximately 70 million shares of Vodafone ADR's and \$252 million in cash. Approximately 57 million shares of the Vodafone ADR's used in the settlement were accounted for as "trading" securities and the remaining shares were accounted for as "available-for-sale" securities under SFAS No. 115. The settlement resulted in a pretax loss of approximately \$392, which was reclassified from "Other comprehensive income" to "Other (expense) income" in the Consolidated Statement of Income.

The exchangeable notes that mature in 2002 are indexed to 26 million Vodafone ADRs, and will be exchanged at maturity as follows:

(a) If the fair market value of a Vodafone ADR is greater than or equal to the call price, each exchangeable note is equivalent to 0.8475 of a Vodafone ADR;

(b) If the fair market value of a Vodafone ADR is less than or equal to the put price, each exchangeable note is equivalent to one Vodafone ADR; or

(c) If the fair market value of a Vodafone ADR is less than the call price but greater than the put price, each exchangeable note is equivalent to a fraction of a Vodafone ADR equal to (i) the put price divided by (ii) the fair market value of a Vodafone ADR.

The exchangeable notes indexed to AT&T Wireless, Cablevision, Comcast and Microsoft common stock and Rainbow Media Group that are secured by AT&T's investments in AT&T Wireless, Cablevision, Comcast, Microsoft and Rainbow Media Group. The exchangeable notes indexed to Vodafone ADRs that are unsecured obligations, ranking equally in right of payment with all other unsecured and unsubordinated obligations of AT&T.

These exchangeable notes are being accounted for as indexed debt instruments since the maturity value of the debt is dependent upon the fair market value of the underlying securities. These exchangeable notes contain

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embedded derivatives that require separate accounting as the maturity value of the debt is dependent upon the fair market value of the underlying AT&T Wireless, Cablevision, Rainbow Media Group, Comcast, Microsoft and Vodafone securities, as applicable. The economic characteristics of the embedded derivatives (i.e., equity like features) are not clearly and closely related to that of the host instruments (a debt security). As a result the embedded derivatives are separated from the host debt instrument for valuation purposes and are carried at fair value within the host debt instrument. The embedded derivatives for AT&T Wireless, Cablevision and Rainbow Media Group exchangeable notes are designated as cash flow hedges. These designated options are carried at fair value with changes in fair value recorded, net of income taxes, within "Other comprehensive income" as a component of shareowners' equity. There was no ineffectiveness recognized on the cash flow hedges. The Comcast, Microsoft, Vodafone and certain of the Cablevision and Rainbow Media Group options are undesignated and are carried at fair value with changes in fair value recorded in "Other income (expense)" in the Consolidated Statement of Income.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

The options hedge the market risk of a decline in value of AT&T Wireless, Cablevision, Rainbow Media Group, Comcast, Microsoft and Vodafone securities. The market risk of a decline in these securities, below the respective put prices has been eliminated. In addition, any market gains we may earn have been limited to the call prices, with the exception of certain debt indexed to Comcast stock, the Cablevision stock, Rainbow Media Group and Vodafone ADRs, which provide for our participation in a portion of the market gains above the call price.

Since all the AT&T Wireless, Cablevision and Rainbow Media Group securities and a portion of the Comcast, Microsoft and Vodafone ADR securities are cost method investments being accounted for as "available-for-sale" securities under SFAS No. 115, changes in the maturity value of the options and the underlying securities are being recorded as unrealized gains or losses, net of income taxes, within "Other comprehensive income as a component of shareowners' equity." The remaining portion of the Comcast, Microsoft and Vodafone securities are cost method investments being accounted for as "trading" securities as permitted under SFAS No. 115 and changes in the fair value of the options and the underlying securities are being recorded as net revaluation of certain financial instruments within "Other income (expense)" in the Consolidated Statement of Income.

### OTHER DEBT

Included in long-term debt is other debt. During 2000, we entered into a series of purchased and written options on 21.9 million shares of Microsoft common stock, and issued floating rate debt. The carrying value of the debt at both December 31, 2001 and 2000, was \$1,369, which pays interest at three-month LIBOR plus 0.4%. The debt in conjunction with the options is, repayable at AT&T's option in either Microsoft stock or cash and matures annually with \$458 maturing in 2003 and 2004, and \$453 maturing in 2005 (see Note 14).

In addition, during 1999 two subsidiaries of MediaOne, MediaOne SPC IV and MediaOne SPC VI, entered into a series of purchased and written options on Vodafone ADRs contributed to them by MediaOne, and issued floating rate debt. The carrying value of the debt at both December 31, 2001 and 2000, was \$1,739, which pays interest at three-month LIBOR plus 0.5%. This debt matures in equal quarterly installments beginning in 2003 and ending in 2005. The assets of MediaOne SPC IV, which are primarily 29.1 million Vodafone ADRs, are available

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only to pay the creditors of MediaOne SPC IV. Likewise, the assets of MediaOne SPC VI, which are primarily 18.0 million Vodafone ADRs, are available only to pay the creditors of MediaOne SPC VI. MediaOne SPC IV and VI will generate cash to settle these notes by selling its Vodafone ADRs to the market (or to AT&T, at AT&T's option) and cash settle the option (see Note 14).

### 13. OTHER SECURITIES

#### PREFERRED STOCK OF SUBSIDIARIES

Prior to the TCI merger, TCI Pacific Communications Inc. (Pacific) issued 5% Class A Senior Cumulative Exchangeable preferred stock, which was outstanding as of December 31, 2001. Each share is exchangeable, from and after August 1, 2001, for approximately 8.365 shares of AT&T common stock (as adjusted for the July 2001 split-off of AT&T Wireless Services, Inc. from AT&T), subject to certain antidilution adjustments. Additionally, Pacific may elect to make any dividend, redemption or liquidation payment in cash, shares of AT&T common stock or a combination of the foregoing.

Dividends on the Pacific preferred stock were \$31, \$31 and \$26 for the years ended December 31, 2001, 2000 and 1999, respectively and are reported within "Minority interest income (expense)" in the Consolidated Statements of Income. The Pacific preferred stock is reflected within "Minority Interest" in the Consolidated Balance Sheets, and aggregated \$2.1 billion at both December 31, 2001 and 2000.

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#### AT&T CORP. AND SUBSIDIARIES (AT&T)

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

As of December 31, 2001, 59 thousand shares of the Pacific preferred stock had been exchanged for 495 thousand shares of AT&T common stock. At December 31, 2001 and 2000 there were approximately 6.2 million and 6.3 million shares outstanding, respectively.

Pacific has elected to exercise its right to redeem all outstanding shares of the Pacific preferred stock, that have not been exchanged as of April 26, 2002, at a price of \$102.50 per share plus accrued dividends of \$0.96 per share. The redemption price will be paid in AT&T Common Stock, up to a maximum of 52.3 million shares which were registered with the SEC in February of 2002, with any shortfall paid in cash.

#### COMPANY-OBLIGATED CONVERTIBLE QUARTERLY INCOME PREFERRED SECURITIES OF SUBSIDIARY TRUST HOLDING SOLELY SUBORDINATED DEBT SECURITIES OF AT&T AND RELATED WARRANTS

On June 16, 1999, AT&T Finance Trust I (AT&T Trust), a wholly owned subsidiary of AT&T, completed the private sale of 100 million shares of 5.0% cumulative quarterly income preferred securities (quarterly preferred securities) to Microsoft. Proceeds of the issuance were invested by the AT&T Trust in junior subordinated debentures (debentures) issued by AT&T due 2029, which represent the sole asset of the AT&T Trust.

The quarterly preferred securities pay dividends at an annual rate of 5.0% of the liquidation preference of fifty dollars per security, and are convertible at any time prior to maturity into 88.016 million shares of AT&T common stock (as adjusted for the July 2001 split-off of AT&T Wireless Services, Inc. from AT&T). The quarterly preferred securities are subject to mandatory redemption upon repayment of the debentures at maturity or their earlier redemption. The conversion feature can be terminated, under certain conditions, after three



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years.

The debentures make a quarterly payment in arrears of 62.5 cents per security on the last day of March, June, September and December of each year. AT&T has the right to defer such interest payments up to 20 consecutive quarters. As a consequence, quarterly dividend payments on the quarterly preferred securities can be deferred by the AT&T Trust during any such interest-payment period. If AT&T defers any interest payments, we may not, among other things, pay any dividends on our common stock until all interest in arrears is paid to the AT&T Trust.

Dividends paid on the quarterly preferred securities were \$250, \$250 and \$135 for the years ended December 31, 2001, 2000 and 1999, respectively, and were reported within "Minority interest income (expense)" in the Consolidated Statements of Income.

On June 16, 1999, AT&T also issued to Microsoft 53 million warrants, each to purchase one share of AT&T common stock at a price of fifty-seven dollars per share at the end of three years (as adjusted for the July 2001 split-off of AT&T Wireless Services, Inc. from AT&T). Alternatively, the warrants are exercisable on a cashless basis. If the warrants are not exercised on the three-year anniversary of the closing date, the warrants expire.

A discount on the quarterly preferred securities equal to the value of the warrants of \$306 was recognized and is being amortized over the 30-year life of the quarterly preferred securities as a component of "Minority interest income (expense)" in the Consolidated Statements of Income.

In connection with the merger of Comcast and AT&T Broadband (see Note 2), AT&T Comcast Corporation will assume the quarterly preferred securities. In conjunction with this transaction, Microsoft Corporation has agreed to convert these preferred securities into 115 million shares of AT&T Comcast Corporation common stock.

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### AT&T CORP. AND SUBSIDIARIES (AT&T)

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

##### CENTAUR FUNDING CORPORATION

Centaur Funding Corporation (Centaur), a subsidiary of MediaOne, issued three series of preferred shares prior to AT&T's acquisition of MediaOne. Centaur was created for the principal purpose of raising capital through the issuance of preferred shares and investing those proceeds into notes issued by MediaOne SPC II, a subsidiary of MediaOne. Principal and interest payments from the notes are expected to be Centaur's primary source of funds to make dividend and redemption payments on the preferred shares. In addition, the dividend and certain redemption payments on the preferred shares will be determined by reference to the dividend and redemption activity of the preferred stock of AirTouch Communications, Inc. (ATI Shares) held by MediaOne SPC II. Payments on the preferred shares are neither guaranteed nor secured by MediaOne or AT&T. The assets of MediaOne SPC II, which include the ATI shares, are available only to pay the creditors of MediaOne SPC II. These securities remained outstanding at December 31, 2001 and 2000 as follows:

			CARRYING AMOUNT	
			-----	-----
DIVIDEND RATE	MATURITY DATE		2001	2000

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Series A.....	Variable	None	\$ 100	\$ 100	
Series B.....	9.08%	April, 2020	927	927	
Series C.....	None	April, 2020	127	118	
Total.....			\$1,154	\$1,145	
			=====	=====	

The Auction Market Preference Shares, Series A, have a liquidation value of \$250 thousand per share and dividends are payable quarterly when declared by Centaur's board of directors out of funds legally available. The 9.08% Cumulative Preference Shares, Series B, have a liquidation value of \$1 thousand per share and dividends are payable quarterly in arrears when declared by Centaur's board of directors out of funds legally available. In addition, dividends may be declared and paid only to the extent that dividends have been declared and paid on the ATI shares. The preference shares, Series C, have a liquidation value of \$1 thousand per share at maturity. The value of the Series C will be accreted to reach its liquidation value upon maturity. The Series B shares rank equally with the Series C shares as to redemption payments and upon liquidation, and the Series B and Series C shares rank senior to the Series A shares as to redemption payments and upon liquidation. The preference shares issued by Centaur are reflected within "Minority interest" in the Consolidated Balance Sheets.

Dividends on the preferred shares were \$99 for the year ended December 31, 2001 and \$55 for the period ended December 31, 2000, and were included within "Minority interest income (expense)" in the Consolidated Statements of Income.

CONVERTIBLE PREFERRED STOCK

On January 22, 2001, NTT DoCoMo invested approximately \$9.8 billion for 812,512 shares of a new class of AT&T preferred stock with a par value of \$1 per share; and five-year warrants to purchase the equivalent of an additional 41.7 million shares of AT&T Wireless Group tracking stock at \$35 per share. The \$9.8 billion of proceeds were recorded based on their relative fair values as \$9.2 billion for the preferred shares, \$0.3 billion for the warrants in other current liabilities and \$0.3 billion for the amortizable beneficial conversion feature. The beneficial conversion feature represented the excess of the fair value of the preferred shares issued over the proceeds received and were recorded in "Additional paid-in capital" in the Consolidated Balance Sheet. Prior to the split-off of AT&T Wireless Group, the preferred shares, convertible at NTT DoCoMo's option, were economically equivalent to 406 million shares (a 16 percent interest) of AT&T Wireless Group tracking stock.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

On July 9, 2001, in conjunction with the split-off of AT&T Wireless Group, these preferred shares were converted into AT&T Wireless common stock. Upon conversion, AT&T reduced its portion of the financial performance and economic value in the AT&T Wireless Group by 178 million shares, and the balance of the 406 million shares came from the issuance of 228 million new shares of AT&T Wireless common stock.

In 2001, included in "Dividends requirements of preferred stock" in the Consolidated Statement of Income, was the amortization of the beneficial conversion feature of \$0.3 billion as well as dividends on the preferred shares

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of \$0.3 billion.

### 14. FINANCIAL INSTRUMENTS

#### ADOPTION OF SFAS NO. 133

Effective January 1, 2001, AT&T adopted SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities" and its corresponding amendments under SFAS No. 138. SFAS No. 133 establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts and for hedging activities. All derivatives, whether designated in hedging relationships or not, are required to be recorded on the balance sheet at fair value. The adoption of SFAS No. 133 on January 1, 2001, resulted in a pretax cumulative-effect increase to income of \$1.5 billion (\$0.9 billion net-of-tax). \$0.6 billion (\$0.4 billion net-of-tax) and \$0.9 billion (\$0.5 billion net-of-tax) were attributable to AT&T Group (other than LMG) and LMG, respectively.

#### AT&T GROUP

AT&T Group's cumulative-effect increase to net income of \$0.4 billion was attributable primarily to equity based derivative instruments embedded in indexed debt instruments and warrants held in both public and private companies.

Included in the after-tax cumulative effect benefit of \$0.4 billion, was a \$0.2 billion benefit for the changes in the valuation of the embedded and non-embedded net purchased options related to the indexed debt instruments and \$0.2 billion benefit for changes in the fair value of warrants.

Upon adoption, AT&T Group, as permitted by SFAS No. 133, reclassified \$9.3 billion of securities from "available-for-sale" to "trading." This reclassification resulted in the recognition, in the income statement, of losses previously recorded within accumulated Other Comprehensive Income (OCI). A portion of the loss (\$1.6 billion pretax; \$1.0 billion net-of-tax) was recorded as part of the cumulative effect of adoption. This loss completely offset a gain for amounts also previously recorded within accumulated OCI on the indexed debt obligation that had been considered a hedge of Comcast, Microsoft and Vodafone available-for-sale securities. The reclassification of securities also resulted in a pretax charge of \$1.2 billion (\$0.7 billion net-of-tax) recorded in "Other (expense) income" in the Consolidated Statement of Income.

In addition, the adoption of SFAS No. 133 also resulted in a pretax charge to OCI of \$10 (\$6 net-of-tax) on cash flow hedges. The net derivative loss included in OCI as of January 1, 2001 will be reclassified into earnings over the life of the instruments, of which the last expires in February 2005.

#### LMG

LMG's cumulative-effect increase to income of \$0.5 billion was attributable primarily to separately recording the embedded call option obligations associated with LMG's senior exchangeable debentures. Also included in the cumulative-effect was \$87 previously included in OCI related primarily to changes in the fair value of LMG's warrants and options to purchase certain available-for-sale securities.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

FINANCIAL INSTRUMENTS

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In the normal course of business, we use various financial instruments, including derivative financial instruments, for purposes other than trading. These instruments include letters of credit, guarantees of debt, interest rate swap agreements, foreign currency exchange contracts, option contracts, equity contracts and warrants. Collateral is generally not required for these types of instruments.

By their nature, all such instruments involve risk, including the credit risk of nonperformance by counterparties, and our maximum potential loss may exceed the amount recognized in our balance sheet. However, at December 31, 2001 and 2000, in management's opinion, there was no significant risk of loss in the event of nonperformance of the counterparties to these financial instruments. We control our exposure to credit risk through credit approvals, credit limits and monitoring procedures. We do not have any significant exposure to any individual customer or counterparty, nor do we have any major concentration of credit risk related to any financial instruments.

### LETTERS OF CREDIT

Letters of credit are purchased guarantees that ensure our performance or payment to third parties in accordance with specified terms and conditions. Management has determined that the Company's letters of credit do not create additional risk to AT&T. The notional amounts outstanding at December 31, 2001 and 2000 were \$696 and \$833 respectively. The fair values of the letters of credit, based on the fees paid to obtain the obligations, were immaterial at December 31, 2001 and 2000.

### GUARANTEES OF DEBT

From time to time, we guarantee the debt of our subsidiaries and certain unconsolidated joint ventures. TCI, primarily before the merger, had agreed to take certain steps to support debt compliance with respect to obligations aggregating \$1,461 at both December 31, 2001 and 2000 of certain cable television partnerships in which TCI has a noncontrolling ownership interest. Although there can be no assurance, management believes that it will not be required to meet its obligations under such guarantees. Additionally, in connection with the restructuring of AT&T in 1996, we issued guarantees for certain debt obligations of our former subsidiaries AT&T Capital Corp. and NCR. The amount of guaranteed debt associated with AT&T Capital Corp. and NCR was \$51 at both December 31, 2001 and 2000, respectively. Total notional amounts of guaranteed debt at December 31, 2001 and 2000 were \$1,522 and \$1,557, respectively. At December 31, 2001 and 2000, there were no quoted market prices for similar agreements.

### INTEREST RATE SWAP AGREEMENTS

We enter into interest rate swaps, which are typically designated as either cash flow or fair value hedges, to manage our exposure to changes in interest rates. We enter into swap agreements to manage the fixed/floating mix of our debt portfolio in order to reduce aggregate risk to interest rate movements. Interest rate swaps also allow us to raise funds at floating rates and effectively swap them into fixed rates that are generally lower than those available to us if fixed-rate borrowings were made directly. These agreements involve the exchange of floating-rate for fixed-rate payments or fixed-rate for floating-rate without the exchange of the underlying principal amount. Floating-rate payments are based on rates tied to LIBOR.

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### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

The following table indicates the types of swaps in use at December 31, 2001 and 2000, the respective notional amounts and their weighted-average interest rates. Average variable rates are those in effect at the reporting date, and may change significantly over the lives of the contracts:

	2001 -----	2000 -----
Fixed-rate to variable-rate swaps -- notional amount.....	\$ 500	\$ 750
Average receive rate.....	9.68%	8.16%
Average pay rate.....	4.02%	8.16%
Variable-rate to fixed-rate swaps -- notional amount.....	\$ 218	\$ 218
Average receive rate.....	2.08%	6.81%
Average pay rate.....	7.31%	7.31%

In addition, we also have combined interest rate, foreign currency swap agreements for foreign-currency-denominated debt, which hedge our risk to both interest rate and currency movements. At December 31, 2001 and 2000 the notional amounts related to these contracts were \$3,826 and \$739 respectively. The increase is primarily related to the hedges associated with our Euro bond offering in 2001. The notional amounts of these hedges were approximately \$3,087 at December 31, 2001.

The table below summarizes the fair and carrying values of the interest rate swaps. These swaps are valued using current market quotes which were obtained from dealers.

	2001 -----		2000 -----	
	FAIR/CARRYING VALUE		FAIR/CARRYING VALUE	
	ASSET -----	LIABILITY -----	ASSET -----	LIABILITY -----
Interest rate swap agreements.....	\$26	\$19	\$4	\$5
Combined interest rate foreign currency swap agreements.....	18	26	1	3

#### FOREIGN EXCHANGE

We enter into foreign currency forward contracts to manage our exposure to changes in currency exchange rates related to foreign-currency-denominated transactions. Although we do not designate most of our foreign exchange contracts as accounting hedges, we have certain contracts that are designated as foreign currency cash flow hedges in accordance with SFAS No. 133. In 2001, our foreign exchange contracts consisted principally of Canadian dollars, related to our obligation to purchase the remaining shares of AT&T Canada (the Canadian obligation), Euros, Japanese yen, Swiss francs, and Brazilian reais related to debt. In 2000, our foreign exchange contracts consisted principally of Brazilian reais and Swiss francs related to debt. In addition, we are subject to foreign exchange risk related to other foreign-currency-denominated transactions. The notional amounts under contract at December 31, 2001 and 2000 were \$6,422 and \$71 respectively. The increase in our foreign currency contract activity was

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primarily related to foreign exchange contracts entered into relating to the commencement of a Euro commercial paper program and the Canadian obligation with notional amounts outstanding of \$5.3 billion respectively at December 31, 2001. The following table summarizes the fair and carrying values of the foreign exchange contracts at December 31, 2001 and 2000.

	2001		2000			
	FAIR/CARRYING VALUE		FAIR VALUE		CARRYING VALUE	
	ASSET	LIABILITY	ASSET	LIABILITY	ASSET	LIABILITY
Foreign Exchange Contracts.....	\$72	\$299	\$1	\$2	\$--	\$1

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

EQUITY COLLARS

In 2000, we entered into three series of option agreements (Microsoft collars) with a single bank counterparty (counterparty) to hedge our exposure to 21.9 million shares of Microsoft common stock. These option agreements, combined with the underlying shares, secure a floating-rate borrowing from the counterparty, the face value of which is equal to the product of (i) the underlying shares multiplied by (ii) the put price. (see Note 12)

The option agreements are a series of purchased and written options that hedge a portion of our holdings in Microsoft common stock. The Microsoft collar is undesignated for accounting purposes in accordance with SFAS No. 133 and is carried on our balance sheet at fair value, with unrealized gains or losses being recorded in "Other income (expense)" in the Consolidated Statement of Income. These unrealized gains or losses are largely offset by the changes in the fair value of a certain number of our shares of Microsoft common stock that are classified as "trading in accordance with SFAS No. 115." The carrying value of the Microsoft collar was \$6 and \$419 at December 31, 2001 and 2000, respectively. The fluctuation of the carrying value of the collars is primarily due to the change in the market prices of the underlying shares, which were \$66.25 per share and \$43.375 per share at December 31, 2001 and 2000, respectively and the adoption of SFAS No. 133, which required valuing the instruments at fair value rather than intrinsic value.

The following is a summary of the Microsoft collars outstanding at December 31, 2001:

MATURITY DATE	2003	2004	2005
Put price per share.....	\$62.48	\$ 62.48	\$ 62.48
Call price per share.....	86.26	100.44	118.36

Since the debt and the collar are contracted with the same counterparty,

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the treatment is similar to a debt instrument with an embedded instrument and will be net settled as follows:

At the expiration of the Microsoft collar, we will satisfy the debt and collar net obligations under the floating-rate debt by delivering (i) a number of Microsoft shares equal to the underlying share amount multiplied by the exchange ratio, or (ii) its equivalent cash value. The exchange ratio will be calculated at expiration in the following manner:

(a) If the fair market value of a share of Microsoft common stock is greater than the call price, the exchange ratio will be a fraction, the numerator of which is equal to the sum of (i) the put price, plus (ii) the excess of the fair market value of a share of Microsoft common stock over the call price, and the denominator of which is equal to the fair market value of a share of Microsoft common stock;

(b) If the fair market value of a share of Microsoft common stock is less than or equal to the put price, the exchange ratio will be 1;

(c) If the fair market value of a share of Microsoft common stock is less than or equal to the call price but greater than the put price, the exchange ratio will be a fraction, the numerator of which is equal to the put price, and the denominator of which is equal to the fair market value of a share of Microsoft common stock.

Prior to our merger with MediaOne, two subsidiaries of MediaOne, MediaOne SPC IV and MediaOne SPC VI, each entered into a series of option agreements ("Vodafone collars") with a single bank counterparty ("counterparty") to hedge its exposure to 47.2 million Vodafone ADRs. In conjunction with the Vodafone collars, MediaOne SPC IV and MediaOne SPC VI also issued floating-rate debt in a series of private placements, the face value of which is equal to the product of (i) the underlying shares multiplied by (ii) the put price. Simultaneous with the execution of the Vodafone collars, MediaOne SPC IV and MediaOne SPC VI each entered into floating-to-fixed interest rate swaps in which future

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

fixed payments were prepaid by each of MediaOne SPC IV and MediaOne SPC VI at inception. Therefore, the on-going interest payments on the floating-rate notes are paid by the counterparty. These prepaid interest rate swaps are designated as cash flow hedges in accordance with SFAS No. 133.

The option agreements are a series of purchased and written options that hedge a portion of our holdings in Vodafone ADRs. The Vodafone collars are undesignated for accounting purposes in accordance with SFAS No. 133 and are carried on our balance sheet at fair value, with unrealized gains or losses being recorded to "Other income (expense)" in the Consolidated Statement of Income. These unrealized gains or losses are largely offset by the changes in the fair value of a certain number of our Vodafone ADRs that are classified as "trading". The carrying value of the Vodafone collars was \$462 and \$(453) at December 31, 2001 and 2000, respectively. The fluctuation of the carrying value of the collars is primarily due to the change in the per share market price of the underlying ADRs, which was \$25.68 per share and \$35.81 per share at December 31, 2001 and 2000, respectively, and the adoption of SFAS No. 133, which requires valuing the instruments at fair value rather than intrinsic value.

The following is a summary of the Vodafone collars outstanding at December

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31, 2001:

MEDIAONE SPC IV VODAFONE COLLARS	MATURITY DATE		
	2003	2004	2005
Average put price per share.....	\$34.06	\$33.78	\$33.53
Average call price per share.....	49.13	48.85	48.60

MEDIAONE SPC VI VODAFONE COLLARS	MATURITY DATE		
	2003	2004	2005
Average put price per share.....	\$39.85	\$39.86	\$39.86
Average call price per share.....	57.72	57.72	57.73

Since the debt and the collars are contracted with different counterparties, the instruments will be settled independently. MediaOne SPC IV and MediaOne SPC VI will satisfy its obligations to the floating-rate debt holders by delivering cash equal to the face value (see note 12). At the expiration of the Vodafone collars, MediaOne SPC IV and MediaOne SPC VI will cash settle its collars with the counterparty. Cash settlement of the Vodafone collars will be completed in the following manner:

- a. If the fair market value of a Vodafone ADR is greater than the call price, MediaOne SPC IV or MediaOne SPC VI (as appropriate) will pay a sum of cash equal to the excess of the fair market value of a Vodafone ADR over the call price;
- b. If the fair market value of a Vodafone ADR is less than the put price, the counterparty will pay to MediaOne SPC IV or MediaOne SPC VI (as appropriate) a sum of cash equal to the excess of the put price over the fair market price of a Vodafone ADR;
- c. If the fair market value of a Vodafone ADR is less than or equal to the call price but greater than or equal to the put price, the Vodafone collar will expire worthless and no cash payment will be made or received by MediaOne SPC IV or MediaOne SPC VI (as appropriate).

The net value of (i) the sale of all Vodafone ADRs and (ii) the cash settlement of the Vodafone collars will always be equal to or greater than the face value of the floating-rate notes. Any remaining cash will be retained by MediaOne SPC IV and MediaOne SPC VI and would become available to AT&T for general corporate purposes.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)



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### EQUITY OPTION AND EQUITY SWAP CONTRACTS

We enter into equity option and equity swap contracts, which are undesignated in accordance with SFAS No. 133, to manage our exposure to changes in equity prices associated with stock appreciation rights of previously affiliated companies. The notional amounts outstanding on these contracts at December 31, 2001 and 2000 were \$360 and \$392 million, respectively. The following table summarizes the carrying and fair values of these instruments. Market prices are based on market quotes.

	2001		2000	
	CARRYING/FAIR VALUE		CARRYING/FAIR VALUE	
	ASSET	LIABILITY	ASSET	LIABILITY
Equity hedges.....	\$--	\$85	\$2	\$100

### WARRANTS

We may obtain warrants to purchase equity securities in other private and public companies as a result of certain transactions. Private warrants and public warrants that provide for net share settlement (i.e. allow for cashless exercise) are considered to be derivative instruments and recognized on our balance sheet at fair value (in accordance with SFAS No. 133). Warrants are not eligible to be designated as hedging instruments because there is no underlying exposure. Instead, these are effectively investments in private and public companies. The fair value of these warrants was \$41 at December 31, 2001.

### DEBT AND PREFERRED SECURITIES

The carrying value of debt maturing within one year approximates market value. The table below summarizes the carrying and fair values of long-term debt, excluding capital leases, and certain preferred securities. The market values of long-term debt were obtained based on quotes or rates available to us for debt with similar terms and maturities, and the market value of the preferred securities was based on market quotes. It is not practicable to estimate the fair market value of our quarterly preferred securities that aggregated \$4,720 and \$4,710 at December 31, 2001 and 2000, respectively as there are no current market quotes available on this private placement.

	2001		2000	
	CARRYING VALUE	FAIR VALUE	CARRYING VALUE	FAIR VALUE
Long-term Debt, excluding capital leases.....	\$43,978	\$41,845	\$32,591	\$29,735
Pacific preferred stock.....	2,100	948	2,121	595

### DERIVATIVE IMPACTS

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For the year ended December 31, 2001, "Other comprehensive income", as a component of shareowners' equity, net of tax, included deferred net unrealized losses of \$244 relating to derivatives that are designated as cash flow hedges. This amount included net losses of \$166 related to the ongoing fair value adjustments of equity based derivative instruments embedded in certain debt instruments, net losses of \$78 related to certain swaps and foreign currency transactions.

For the year ended December 31, 2001, "Other (expense) income" in the Consolidated Statement of Income, included net gains of \$1,328, relating to ongoing fair value adjustments of undesignated derivatives and derivatives designated as fair value hedges. The fair value adjustments included net gains of \$1,247 for equity based derivative instruments related to certain debt instruments, net gains of \$81 for changes in the fair value of warrants, swaps and foreign currency transactions. These gains were offset by the ongoing mark-to-market adjustments of the "trading" securities underlying the monetizations of \$(983).

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

15. PENSION, POSTRETIREMENT AND OTHER EMPLOYEE BENEFIT PLANS

We sponsor noncontributory, defined benefit pension plans covering the majority of our employees. Pension benefits for management employees are based principally on career-average pay. Pension benefits for occupational employees are not directly related to pay. Pension trust contributions are made to trust funds held for the sole benefit of plan participants. Our benefit plans for current and certain future retirees include health-care benefits, life insurance coverage and telephone concessions.

The following table shows the components of the net periodic benefit costs included in our Consolidated Statements of Income:

	PENSION BENEFITS			POSTRETIREMENT BENEFITS		
	FOR THE YEARS ENDED DECEMBER 31,					
	2001	2000	1999	2001	2000	1999
Service cost benefits earned during the period.....	\$ 257	\$ 248	\$ 247	\$ 27	\$ 35	\$ 54
Interest cost on benefit obligations.....	951	991	919	346	352	324
Amortization of unrecognized prior service cost.....	172	174	159	4	4	13
Credit for expected return on plan assets.....	(1,660)	(1,821)	(1,458)	(201)	(230)	(200)
Amortization of transition asset.....	(89)	(156)	(158)	--	--	--
Amortization of gains.....	(181)	(332)	(10)	--	(16)	(1)
Charges for special termination benefits*.....	188	--	--	28	16	5
Net curtailment losses (gains)*.....	112	121	--	58	(14)	--

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Net settlement losses (gains)*.....	4	8	(121)	--	--	--
	-----	-----	-----	-----	-----	-----
Net periodic benefit (credit) cost....	\$ (246)	\$ (767)	\$ (422)	\$ 262	\$ 147	\$ 195
	=====	=====	=====	=====	=====	=====

\* Primarily included in "Net restructuring and other charges" in the Consolidated Statements of Income.

In connection with our restructuring plan announced in the fourth quarter of 2001 we recorded a \$188 charge related to management employee separation benefits expected to be funded by assets of the AT&T Management Pension Plan. We also recorded pension and postretirement benefit curtailment charges of \$170 and a \$28 charge related to expanded eligibility for postretirement benefits for certain employees expected to exit under the plan.

In 1998 we offered a voluntary retirement incentive program (VRIP) to employees who were eligible participants in the AT&T Management Pension Plan. Approximately 15,300 management employees accepted the VRIP offer and had terminated employment as of December 31, 1999. The VRIP permitted employees to choose either a total lump-sum distribution of their pension benefits or periodic future annuity payments. Lump-sum pension settlements resulted in settlement gains of \$121 recorded in 1999.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

The following tables provide a reconciliation of the changes in the plans' benefit obligations and fair value of assets, and a statement of the funded status:

	PENSION BENEFITS		POSTRETIREMENT BENEFITS	
	FOR THE YEARS ENDED DECEMBER 31,			
	2001	2000	2001	2000
CHANGE IN BENEFIT OBLIGATIONS:				
Benefit obligation, beginning of year.....	\$13,063	\$12,868	\$ 4,886	\$ 4,642
Service cost.....	257	248	27	35
Interest cost.....	951	991	346	352
Plan amendments.....	62	32	--	(45)
Actuarial losses (gains).....	655	5	376	203
Acquisition.....	--	204	--	38
Benefit payments.....	(1,117)	(1,228)	(407)	(362)
Special termination benefits.....	188	--	28	16
Settlements.....	(17)	(57)	--	--
Curtailment losses.....	(7)	--	60	7
	-----	-----	-----	-----
Benefit obligation, end of year.....	\$14,035	\$13,063	\$ 5,316	\$ 4,886
	=====	=====	=====	=====
CHANGE IN FAIR VALUE OF PLAN ASSETS:				
Fair value of plan assets, beginning of year.....	\$21,203	\$21,854	\$ 2,526	\$ 2,852

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Actual return on plan assets.....	(1,650)	335	(214)	(128)
Employer contributions.....	66	94	255	159
Acquisition.....	--	205	--	5
Benefit payments.....	(1,117)	(1,228)	(407)	(362)
Settlements.....	(17)	(57)	--	--
	-----	-----	-----	-----
Fair value of plan assets, end of year.....	\$18,485	\$21,203	\$ 2,160	\$ 2,526
	=====	=====	=====	=====
At December 31,				
Funded (unfunded) benefit obligation.....	\$ 4,450	\$ 7,992	\$ (3,156)	\$ (2,360)
Unrecognized net (gain) loss.....	(2,506)	(6,493)	605	(188)
Unrecognized transition asset.....	(34)	(123)	--	--
Unrecognized prior service cost.....	883	1,100	(12)	(9)
	-----	-----	-----	-----
Net amount recorded.....	\$ 2,793	\$ 2,476	\$ (2,563)	\$ (2,557)
	=====	=====	=====	=====

At December 31, 2001, our pension plan assets included \$31 of AT&T common stock. At December 31, 2000, our pension plan assets included \$34 of AT&T common stock and \$26 of LMG Series A common stock, and \$2 of AT&T Wireless Group common stock.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

The following table provides the amounts recorded in our Consolidated Balance Sheets:

	PENSION BENEFITS		POSTRETIREMENT BENEFITS	
	-----			
	AT DECEMBER 31,			
	2001	2000	2001	2000
	-----	-----	-----	-----
Prepaid pension cost.....	\$3,337	\$3,003	\$ --	\$ --
Benefit related liabilities.....	(648)	(579)	(2,563)	(2,557)
Intangible asset.....	50	30	--	--
Accumulated other comprehensive income.....	54	22	--	--
	-----	-----	-----	-----
Net amount recorded.....	\$2,793	\$2,476	\$ (2,563)	\$ (2,557)
	=====	=====	=====	=====

Our nonqualified pension plans had an unfunded accumulated benefit obligation of \$132 and \$125 at December 31, 2001 and 2000, respectively. On January 1, 2001 our postretirement health and life benefit plans were merged into one plan. At December 31, 2000, our postretirement health and telephone benefit plans had accumulated postretirement benefit obligations of \$4,282, which were in excess of plan assets of \$1,413.

The assumptions in the following table were used in the measurement of the pension and postretirement benefit obligations and the net periodic benefit costs as applicable.

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	WEIGHTED-AVERAGE ASSUMPTIONS AT DECEMBER 31:		
	2001	2000	1999
Discount rate.....	7.25%	7.5%	7.75%
Expected return on plan assets.....	9.5%	9.5%	9.5%
Rate of compensation increase.....	4.5%	4.5%	4.5%

We assumed a rate of increase in the per capita cost of covered health-care benefits (the health-care cost trend rate) of 9.5%. This rate was assumed to gradually decline after 2001 to 5.0% by 2012 and then remain level. Assumed health-care cost trend rates have a significant effect on the amounts reported for the health-care plans. A one percentage point increase or decrease in the assumed health-care cost trend rate would increase or decrease the total of the service and interest-cost components of net periodic postretirement health-care benefit cost by \$11 and \$10, respectively, and would increase or decrease the health-care component of the accumulated postretirement benefit obligation by \$155 and \$135, respectively.

We also sponsor savings plans for the majority of our employees. The plans allow employees to contribute a portion of their pretax and/or after-tax income in accordance with specified guidelines. We match a percentage of the employee contributions up to certain limits. Our contributions amounted to \$185 in 2001, \$220 in 2000 and \$197 in 1999.

16. STOCK-BASED COMPENSATION PLANS

Under the 1997 Long-term Incentive Program (Program), which was effective June 1, 1997, and amended on May 19, 1999 and March 14, 2000, we grant stock options, performance shares, restricted stock and other awards on AT&T common stock as well as stock options on AT&T Wireless Group tracking stock prior to the split-off of AT&T Wireless.

Under the initial terms of the Program, there were 150 million shares of AT&T common stock available for grant with a maximum of 22.5 million common shares that could be used for awards other than stock options. Subsequent to the 1999 modification, beginning with January 1, 2000, the remaining

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

shares available for grant at December 31 of the prior year, plus 1.75% of the shares of AT&T common stock outstanding on January 1 of each year, become available for grant. Under the amended terms, a maximum of 37.5 million shares can be used for awards other than stock options. As a result of the equity restructuring of stock options and other awards in connection with the AT&T Wireless split-off, the number of shares available for stock option grants and the number of shares available for other stock-based awards increased by 17.7 million and 2.9 million, respectively. The exercise price of any stock option is equal to the stock price when the option is granted. Generally, the options vest over three or four years and are exercisable up to 10 years from the date of grant.

Under the Program, performance share units are awarded to key employees in

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the form of either common stock or cash at the end of a three-year period, based on certain financial-performance targets.

On April 27, 2000, AT&T created a new class of stock and completed an offering of AT&T Wireless Group tracking stock. Under the Program, 5% of the outstanding AT&T Wireless Group shares became available for grant with a maximum of 1.25% of the outstanding shares that could be used for awards other than options. On January 1, 2001, the remaining AT&T Wireless Group shares available for grant at December 31, 2000, plus 2% of the outstanding AT&T Wireless Group shares on January 1 became available for grant. The exercise price of any stock option was equal to the stock price when the option was granted. When granted, the options had a two to three and one-half year vesting period. They are exercisable up to 10 years from the date of grant. In 2001 and 2000, there were no grants of awards other than stock options. On April 27, 2000, substantially all employees were granted AT&T Wireless Group tracking stock options.

On July 9, 2001, AT&T completed the split-off of AT&T Wireless Group as a separate, independently traded company. All AT&T Wireless Group tracking stock was converted into AT&T Wireless common stock on a one-for-one basis, and AT&T Wireless common stock held by AT&T was distributed to AT&T common shareowners on a basis of 0.3218 of a share of AT&T Wireless for each AT&T share outstanding. All outstanding AT&T Wireless Group tracking stock options and all AT&T common stock options granted prior to January 1, 2001 were treated in a similar manner. AT&T modified the terms and conditions of all outstanding stock option grants to allow the AT&T Wireless common stock options held by AT&T employees to immediately vest and become exercisable for their remaining contractual term and to also allow the AT&T common stock options held by AT&T Wireless employees to immediately vest and become exercisable for their remaining contractual term. In 2001, AT&T recognized \$3 of compensation expense related to these modifications.

Under the AT&T 1996 Employee Stock Purchase Plan (Plan), which was effective July 1, 1996, and amended on May 23, 2001, we are authorized to sell up to 105 million shares of AT&T common stock to our eligible employees through June 30, 2006. Under the terms of the Plan, employees may have up to 10% of their earnings withheld to purchase AT&T's common stock. The purchase price of the stock on the date of exercise is 85% of the average high and low sale prices of shares on the New York Stock Exchange for that day. Under the Plan, we sold approximately 6 million shares to employees in both 2001 and 2000 and 3 million shares to employees in 1999.

We apply APB Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations in accounting for our plans. Accordingly, no compensation expense has been recognized for our stock-based compensation plans other than for our performance-based and restricted stock awards and stock appreciation rights (SARs). Stock based-compensation (expense) income was \$(121), \$253 and \$(462) in 2001, 2000 and 1999, respectively. These amounts included (expense) income of \$(3), \$269 and \$(382) in 2001, 2000 and 1999, respectively, related to grants of SARs of affiliated companies held by certain employees subsequent to the TCI merger. We also entered into an equity hedge in 1999 to offset potential future compensation costs associated with these SARs. (Expense) income related to this hedge was \$(16), \$(324) and \$227 in 2001, 2000 and 1999, respectively.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

A summary of the AT&T common stock option transactions is shown below:

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	2001	WEIGHTED- AVERAGE EXERCISE PRICE	2000	WEIGHTED- AVERAGE EXERCISE PRICE	1999	WEIGHTED- AVERAGE EXERCISE PRICE
	SHARES IN THOUSANDS					
Outstanding at January 1.....	249,026	\$35.82	168,763	\$37.42	131,904	\$30.41
Options assumed in mergers.....	--		29,613	\$24.71	11,770	\$14.79
Options granted.....	68,402	\$22.17	74,570	\$36.12	47,927	\$57.13
AT&T Wireless split-off adjustments.....	21,644					
Options and SARs exercised.....	(5,218)	\$11.63	(11,446)	\$22.07	(17,858)	\$22.87
Options canceled or forfeited.....	(16,308)	\$31.07	(12,474)	\$45.61	(4,980)	\$42.44
AT DECEMBER 31:						
Options outstanding.....	317,546	\$24.58	249,026	\$35.82	168,763	\$37.42
Options exercisable.....	171,446	\$26.05	131,450	\$30.44	57,894	\$28.21
Shares available for grant.....	34,718		34,204		41,347	

The weighted average exercise prices for the period prior to the AT&T Wireless split-off in 2001, and for the years ended December 31, 2000 and 1999 have not been adjusted to reflect the impact of the split-off.

At December 31, 2001, there were 4.5 million AT&T stock options with 2.2 million tandem SARs outstanding that were originally assumed in connection with our merger with MediaOne. All of the SARs were exercisable at a price of \$19.33. There were no SARs exercised during 2001 or 2000.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

The following table summarizes information about the AT&T common stock options outstanding at December 31, 2001:

RANGE OF EXERCISE PRICES	OPTIONS OUTSTANDING			OPTIONS EXERCISABLE	
	NUMBER OUTSTANDING AT DECEMBER 31, 2001	WEIGHTED- AVERAGE REMAINING CONTRACTUAL LIFE	WEIGHTED- AVERAGE EXERCISE PRICE	NUMBER EXERCISABLE AT DECEMBER 31, 2001	WEIGHTED AVERAGE EXERCISE PRICE
	(IN THOUSANDS)			(IN THOUSANDS)	
\$2.03 -- \$13.65.....	16,245	4.9	\$ 7.90	15,767	\$ 7.75
\$13.70 -- \$16.77.....	12,968	8.6	\$15.84	3,882	\$15.38
\$16.85 -- \$17.33.....	28,866	9.4	\$16.86	1,319	\$16.95
\$17.39.....	48,088	9.2	\$17.39	2,907	\$17.39

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\$17.44 -- \$18.49.....	11,193	5.3	\$17.88	7,312	\$17.78
\$18.50.....	14,420	5.6	\$18.50	14,420	\$18.50
\$18.53 -- \$19.77.....	9,325	5.7	\$19.12	8,159	\$19.11
\$19.79.....	15,858	5.1	\$19.79	15,858	\$19.79
\$19.88 -- \$24.13.....	19,659	5.8	\$22.88	14,768	\$22.83
\$24.23.....	25,088	8.6	\$24.23	6,287	\$24.23
\$24.30 -- \$31.74.....	24,575	7.4	\$27.98	17,337	\$28.89
\$31.79.....	23,874	6.1	\$31.79	23,874	\$31.79
\$31.85 -- \$34.30.....	19,406	8.1	\$34.16	7,372	\$34.00
\$34.33 -- \$44.98.....	22,925	7.7	\$38.80	16,105	\$38.42
\$45.20 -- \$46.90.....	25,056	7.1	\$45.21	16,079	\$45.21
	-----			-----	
	317,546	7.4	\$24.58	171,446	\$26.05

A summary of the AT&T Wireless Group tracking stock option transactions is shown below:

	2001	WEIGHTED- AVERAGE EXERCISE PRICE	2000	WEIGHTED- AVERAGE EXERCISE PRICE
	SHARES IN THOUSANDS			
OUTSTANDING AT JANUARY 1.....	73,626	\$29.29	--	\$ --
Options granted.....	4,037	\$22.57	76,983	\$29.29
Options exercised.....	(1)	\$22.03	--	\$ --
Options canceled or forfeited.....	(2,711)	\$29.11	(3,357)	\$29.43
Options assumed by AT&T Wireless on July 9th.....	(74,951)			
AT DECEMBER 31:				
Options outstanding.....	--		73,626	\$29.29
Options exercisable.....	--		12,391	\$29.48
Shares available for grant.....	--		41,874	

AT&T has adopted the disclosure-only provisions of SFAS No. 123, "Accounting for Stock-Based Compensation". If AT&T had elected to recognize compensation costs based on the fair value at the date

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

of grant of the awards, consistent with the provisions of SFAS No. 123, net income and earnings per share amounts would have been as follows:

FOR THE YEARS ENDED DECEMBER 31,		
2001	2000	1999
-----	-----	-----

AT&T COMMON STOCK GROUP:



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(Loss) income from continuing operations available to common shareowners.....	\$ (5,423)	\$ 2,342	\$ 5,685
Income (loss) from discontinued operations.....	58	283	(492)
Gain on sale of discontinued operations.....	13,503	--	--
Cumulative effect of accounting change.....	359	--	--
Net income available to common shareowners.....	\$ 8,497	\$ 2,625	\$ 5,193
(LOSS) EARNINGS PER AT&T COMMON STOCK GROUP COMMON SHARE -- BASIC:			
Continuing operations.....	\$ (1.48)	\$ 0.67	\$ 1.84
Discontinued operations.....	0.01	0.08	(0.16)
Gain on sale of discontinued operations.....	3.70	--	--
Cumulative effect of accounting change.....	0.10	--	--
AT&T Common Stock Group earnings.....	2.33	\$ 0.75	\$ 1.68
(LOSS) EARNINGS PER AT&T COMMON STOCK GROUP COMMON SHARE -- DILUTED:			
Continuing operations.....	\$ (1.48)	\$ 0.66	\$ 1.80
Discontinued operations.....	0.01	0.08	(0.15)
Gain on sale of discontinued operations.....	3.70	--	--
Cumulative effect of accounting change.....	0.10	--	--
AT&T Common Stock Group earnings.....	2.33	\$ 0.74	\$ 1.65
AT&T WIRELESS GROUP:			
Income.....	\$ 18	\$ 51	\$ --
EARNINGS PER SHARE:			
Basic and diluted.....	\$ 0.04	\$ 0.14	\$ --

The pro forma effect on net loss from continuing operations available to AT&T common shareowners for 2001 includes an expense of \$50 due to the conversion of AT&T common stock options in connection with the split-off of AT&T Wireless, and also includes an expense of \$175 due to the accelerated vesting of AT&T Wireless stock options held by AT&T employees after the split-off.

The weighted-average fair values at date of grant for AT&T common stock options granted during 2001, 2000 and 1999 were \$7.90, \$12.10 and \$15.64, respectively, and were estimated using the Black-Scholes option-pricing model. The weighted-average risk-free interest rates applied for 2001, 2000 and 1999 were 4.61%, 6.29% and 5.10%, respectively. The following assumptions were applied for 2001, 2000 and 1999, respectively: (i) expected dividend yields of .85%, 1.6% and 1.7%, (ii) expected volatility rates of 36.9%, 33.5% and 28.3% and (iii) expected lives of 4.7 years in 2001 and 2000 and 4.5 years in 1999.

The weighted-average fair values at date of grant for AT&T Wireless Group tracking stock options granted during 2001 and 2000 were \$11.58 and \$14.20, respectively, and were estimated using the Black-Scholes option-pricing model. The following weighted-average assumptions were applied for 2001 and

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

2000, respectively: (i) risk-free rate of 4.92% and 6.53%, (ii) expected volatility rate of 55.0% in 2001 and 2000 and (iii) expected lives of 4.8 years and 3.9 years.

In January 2002, AT&T modified its outstanding stock option agreements for AT&T stock options and other equity awards held by current AT&T Broadband employees to provide that upon the change in control of AT&T Broadband their stock options and other equity awards granted prior to January 1, 2002 will be immediately vested and exercisable through their remaining contractual term. The potential compensation cost associated with this modification for current AT&T

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Broadband employees has been measured as of the modification date and is approximately \$50 pretax. The actual charge will be finalized and recorded by AT&T Broadband at the time of the change in control in connection with the anticipated merger with Comcast.

17. INCOME TAXES

The following table shows the principal reasons for the difference between the effective income (benefit) tax rate and the U.S. federal statutory income tax rate:

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
U.S. federal statutory income tax rate.....	35%	35%	35%
Federal income tax (benefit) provision at statutory rate.....	\$ (362)	\$ 845	\$3,774
Amortization of investment tax credits.....	(18)	(23)	(10)
State and local income tax (benefit) provision, net of federal income tax provision (benefit) effect.....	(92)	176	279
In-process research and development write-off.....	--	--	208
Amortization of intangibles.....	188	91	26
Foreign rate differential.....	209	104	56
Taxes on repatriated and accumulated foreign income, net of tax credits.....	(84)	(84)	(45)
Research and other credits.....	(43)	(37)	(61)
Valuation allowance.....	--	--	(76)
Investment dispositions, acquisitions and legal entity restructurings.....	(176)	(445)	(94)
Operating losses and charges relating to Excite@Home.....	649	2,757	--
Deconsolidation of and put obligation settlement related to Excite@Home.....	(1,045)	--	--
Other differences, net.....	(17)	(100)	(41)
(Benefit) provision for income taxes.....	\$ (791)	\$3,284	\$4,016
Effective income (benefit) tax rate.....	76.4%	136.1%	37.3%

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

The U.S. and foreign components of (loss) income from continuing operations before income taxes and the (benefit) provision for income taxes are presented in this table:

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
(LOSS) INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES			

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United States.....	\$ (1,030)	\$2,823	\$10,449
Foreign.....	(5)	(409)	332
	-----	-----	-----
Total.....	\$ (1,035)	\$2,414	\$10,781
(BENEFIT) PROVISION FOR INCOME TAXES			
CURRENT			
Federal.....	\$ 1,392	\$2,323	\$ 2,896
State and local.....	152	281	417
Foreign.....	102	89	100
	-----	-----	-----
	1,646	2,693	3,413
DEFERRED			
Federal.....	(2,125)	633	593
State and local.....	(293)	(14)	12
Foreign.....	(1)	(5)	8
	-----	-----	-----
	(2,419)	614	613
Deferred investment tax credits.....	(18)	(23)	(10)
	-----	-----	-----
(Benefit) provision for income taxes.....	\$ (791)	\$3,284	\$ 4,016

In addition, we also recorded current and deferred income tax benefits related to minority interest income (expense) and net equity losses related to other equity investments, respectively in the amounts of \$756 and \$2,383 in 2001, \$279 and \$251 in 2000 and \$273 and \$249 in 1999, respectively.

Deferred income tax liabilities are taxes we expect to pay in future periods. Similarly, deferred income tax assets are recorded for expected reductions in taxes payable in future periods. Deferred income taxes arise because of differences in the book and tax basis of certain assets and liabilities.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Deferred income tax liabilities and assets consist of the following:

	AT DECEMBER 31,	
	2001	2000
	-----	-----
LONG-TERM DEFERRED INCOME TAX LIABILITIES		
Property, plant and equipment.....	\$ 6,420	\$ 5,393
Investments.....	7,768	9,558
Franchise costs.....	16,839	18,571
Other.....	2,519	2,694
	-----	-----
Total long-term deferred income tax liabilities.....	33,546	36,216
LONG-TERM DEFERRED INCOME TAX ASSETS		
Business restructuring.....	163	127
Net operating loss/credit carryforwards.....	180	602
Employee pensions and other benefits, net.....	1,027	1,470
Reserves and allowances.....	1,724	99
Other.....	2,349	2,604
Valuation allowance.....	(57)	(740)

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Total net long-term deferred income tax assets.....	5,386	4,162
Net long-term deferred income tax liabilities.....	\$28,160	\$32,054
CURRENT DEFERRED INCOME TAX LIABILITIES		
Investments.....	\$ 11	\$ 670
Other.....	121	310
	-----	-----
Total current deferred income tax liabilities.....	132	980
CURRENT DEFERRED INCOME TAX ASSETS		
Business restructuring.....	216	155
Employee pensions and other benefits.....	182	377
Reserves and allowances.....	493	621
Other.....	471	586
Valuation allowance.....	(0)	(39)
	-----	-----
Total net current deferred income tax assets.....	1,362	1,700
Net current deferred income tax assets.....	\$ 1,230	\$ 720

At December 31, 2001, we had net operating loss carryforwards (tax effected) for federal and state income tax purposes of \$15 and \$116, respectively, expiring through 2020. In addition, we had federal tax credit carryforwards of \$17, of which \$1 has no expiration date and \$16 expire through 2003. We also had state tax credit carryforwards (tax effected) of \$32 expiring through 2003. In connection with the TCI and MediaOne mergers, we acquired certain federal and state net operating loss carryforwards that are subject to a valuation allowance of \$23 at December 31, 2001. If in the future, the realization of these acquired deferred tax assets becomes more likely than not, any reduction of the associated valuation allowance will be allocated to reduce franchise costs and other intangibles.

On September 30, 2001, the assets and liabilities of Excite@Home were deconsolidated from AT&T's consolidated balance sheet. Accordingly, AT&T's deferred income tax assets and liabilities at December 31, 2001, presented above, exclude any amounts related to Excite@Home.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

18. COMMITMENTS AND CONTINGENCIES

In the normal course of business we are subject to proceedings, lawsuits and other claims, including proceedings under laws and regulations related to environmental and other matters. Such matters are subject to many uncertainties, and outcomes are not predictable with assurance. Consequently, we are unable to ascertain the ultimate aggregate amount of monetary liability or financial impact with respect to these matters at December 31, 2001. These matters could affect the operating results of any one quarter when resolved in future periods. However, we believe that after final disposition, any monetary liability or financial impact to us beyond that provided for at year-end would not be material to our annual consolidated financial statements.

We lease land, buildings and equipment through contracts that expire in various years through 2050. Our rental expense under operating leases was \$696 in 2001, \$705 in 2000 and \$622 in 1999. The total of minimum rentals to be received in the future under non-cancelable operating subleases as of December 31, 2001, was \$189.

The following table shows our future minimum commitments due under

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non-cancelable operating and capital leases at December 31, 2001:

	OPERATING LEASES	CAPITAL LEASES
	-----	-----
2002.....	\$ 550	\$ 66
2003.....	492	63
2004.....	432	60
2005.....	350	58
2006.....	298	44
Later years.....	874	131
	-----	-----
Total minimum lease payments.....	\$2,996	\$422
	=====	=====
Less: Amount representing interest.....		95
		-----
Present value of net minimum lease payments.....		\$327
		=====

In addition, under certain real estate operating leases, we could be required to make payments to the lessor up to \$586 at the end of the lease term (lease terms range from 2002 through 2011). The actual amount paid, if any, would be reduced by amounts received by the lessor upon remarketing of the property.

AT&T has an agreement with Motorola, Inc. to purchase a minimum of 1.6 million digital set-top devices at an average price of \$234 per unit in 2002. During 2001, AT&T satisfied its obligation under a previous agreement with Motorola, Inc. to purchase set-top devices.

AT&T has certain commitments relating to AT&T Canada (see Note 5).

In 1997, AT&T Broadband's predecessor, TCI, entered into a 25-year affiliation term sheet with Starz Encore Group pursuant to which AT&T may be obligated to pay fixed monthly amounts in exchange for unlimited access to all of the existing Encore and STARZ! programming. Starz Encore Group is a subsidiary of LMG. The future commitment, which is calculated based on a fixed number of subscribers, increases annually from \$306 in 2002 to \$315 in 2003 and will increase annually through 2022 with inflation, subject to certain adjustments, including increases in the number of subscribers. The affiliation term sheet further provides that to the extent Starz Encore Group's programming costs increase above certain levels, AT&T's payments under the term sheet will be increased in proportion to the excess. Excess

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

programming costs that may be payable by AT&T in future years are not presently estimable and could be significant. By letter dated May 29, 2001, AT&T Broadband indicated that in its view the Starz Encore term sheet as a whole is unenforceable and reserved its right to terminate the term sheet. Starz Encore subsequently initiated a lawsuit against AT&T Broadband seeking a declaration that the term sheet is a binding and enforceable contract.

AT&T has contractual obligations to utilize network facilities from local

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exchange carriers with terms greater than one year. These contracts are based on volumes and have penalty fees if certain volume levels are not met. We assessed our minimum exposure based on penalties to exit the contracts. At December 31, 2001, penalties to exit these contracts in any given year totaled approximately \$1.5 billion.

AT&T Broadband is party to an agreement under which it purchases certain billing services from CSG Systems, Inc. ("CSG"). Unless terminated by either party pursuant to terms of the agreement, the agreement expires on December 31, 2012. The agreement calls for monthly payments which are subject to adjustments and conditions pursuant to the terms of the underlying agreements. The annual commitment under the agreement is \$130 for 2002 and will increase annually with inflation.

### 19. RELATED PARTY TRANSACTIONS

AT&T has various related party transactions with Concert.

Included in "Revenue" in the Consolidated Statements of Income was \$1,080 for services provided to Concert for the years ended December 31, 2001 and 2000.

Included in "Access and other connection" in the Consolidated Statements of Income are charges from Concert representing costs incurred on our behalf to connect calls made to foreign countries (international settlements) and costs paid by AT&T to Concert for distributing Concert products totaling \$2,073 and \$2,364 for the year ended December 31, 2001 and 2000, respectively.

AT&T loaned \$1,000 to Concert; that loan was included within "Other investments and related advances" in the Consolidated Balance Sheet. Interest income of \$67 was recognized for the year ended December 31, 2000. This loan together with the associated accrued interest was written off in connection with the decision to unwind Concert (see Note 5).

At December 31, 2001 and 2000, AT&T had a floating rate loan payable to Concert in the amount of \$80 and \$126, respectively. The loan, which is due on demand, is included in "Debt maturing within one year" in the Consolidated Balance Sheets. Interest expense was \$3 and \$6 for the year ended December 31, 2001 and 2000, respectively.

Included in "Accounts receivable" in the Consolidated Balance Sheets at December 31, 2001 and 2000, was \$438 and \$462, respectively, related to telecommunications transactions with Concert. Included in "Accounts payable" in the Consolidated Balance Sheets at December 31, 2001 and 2000, was \$201 and \$518, respectively, related to transactions with Concert.

Included in "Other receivables" in the Consolidated Balance Sheets at December 31, 2001 and 2000, was \$781 and \$1,106, respectively, related to administrative transactions performed on behalf of Concert. Included in "Other current liabilities" in the Consolidated Balance Sheets at December 31, 2001 and 2000, was \$935 and \$1,032, respectively, related to administrative transactions performed on behalf of Concert.

We had various related party transactions with LMG. Included in costs of services and products were programming expenses related to services from LMG. These expenses amounted to \$199 for the 7 months ended July 31, 2001, the effective split-off date of LMG for accounting purposes, \$239 for the year ended December 31, 2000, and \$184 for the 10 months ended December 31, 1999 (see Note 9).

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

### 20. SEGMENT REPORTING

AT&T's results are segmented according to the way we manage our business: AT&T Business Services, AT&T Consumer Services and AT&T Broadband.

AT&T Business Services includes long distance, international and toll-free voice, local, data and Internet protocol (IP) networking, managed networking services and outsourcing solutions, and wholesale transport services (sales of services to service resellers).

AT&T Consumer Services provides a variety of communications services to residential customers, including domestic and international long distance, transaction based long distance, such as operator-assisted and prepaid phone cards, local and local toll (intrastate calls outside the immediate local area) and dial-up Internet.

AT&T Broadband offers a variety of services through our cable (broadband) network, including traditional analog video and advanced services such as digital video, high-speed data and broadband telephony.

The balance of AT&T's continuing operations (excluding LMG) is included in a "Corporate and Other" group. This group reflects corporate staff functions and the elimination of transactions between segments, as well as the impacts of Excite@Home. In addition, all impacts of the adoption of SFAS No. 133 as well as the ongoing investment and derivative revaluations are reflected in the Corporate and Other group. LMG was not an operating segment of AT&T prior to its split-off from AT&T because AT&T did not have a controlling financial interest in LMG for financial accounting purposes. Therefore, we accounted for this investment under the equity method. Additionally, LMG's results were not reviewed by the chief operating decision-makers for purposes of determining resources to be allocated.

Total assets for our reportable segments generally include all assets, except intercompany receivables. AT&T prepaid pension assets and Corporate-owned or leased real estate are held at the corporate level and therefore, are included in the Corporate and Other group. AT&T Broadband and MediaOne prepaid pension assets and owned or leased real estate is included in the AT&T Broadband segment. In addition, as the "Net Assets of Discontinued Operations" is not considered to be a part of AT&T's ongoing operations, it is included in a category separate from reportable segments and Corporate and Other group for reporting purposes. Capital additions for each segment include capital expenditures for property, plant and equipment, additions to nonconsolidated investments, increases in franchise costs and additions to internal-use software.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies (see Note 1). AT&T evaluates performance based on several factors, of which the primary financial measure is earnings before interest and taxes, including pretax minority interest and net pretax losses from other equity investments (EBIT).

Generally, AT&T accounts for AT&T Business Services' and AT&T Broadband's Inter-segment transactions at market prices.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

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REVENUE

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
AT&T Business Services external revenue.....	\$27,284	\$28,157	\$28,087
AT&T Business Services internal revenue.....	740	743	605
Total AT&T Business Services revenue.....	28,024	28,900	28,692
AT&T Consumer Services external revenue.....	15,079	18,894	21,753
AT&T Broadband external revenue.....	9,785	8,212	5,069
AT&T Broadband internal revenue.....	14	14	1
Total AT&T Broadband revenue.....	9,799	8,226	5,070
Total reportable segments.....	52,902	56,020	55,515
Corporate and Other(1).....	(352)	(487)	(542)
Total revenue.....	\$52,550	\$55,533	\$54,973

(1) Includes \$418, \$248 and \$10 related to Excite@Home in 2001, 2000 and 1999, respectively.

DEPRECIATION AND AMORTIZATION(1)

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
AT&T Business Services.....	\$4,215	\$4,220	\$4,219
AT&T Consumer Services.....	200	167	184
AT&T Broadband.....	4,376	3,063	1,636
Total reportable segments.....	8,791	7,450	6,039
Corporate and Other(2).....	547	1,139	155
Total depreciation and amortization.....	\$9,338	\$8,589	\$6,194

(1) Includes the amortization of goodwill, franchise costs and other purchased intangibles.

(2) Includes \$404, \$991 and \$38 related to Excite@Home in 2001, 2000 and 1999, respectively.



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(LOSSES) EARNINGS RELATED TO OTHER EQUITY INVESTMENTS

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
AT&T Business Services.....	\$ (3,978)	\$ 35	\$ (72)
AT&T Broadband.....	(40)	(215)	(396)
Total reportable segments.....	(4,018)	(180)	(468)
Corporate and Other(1).....	(832)	(408)	(288)
Total net losses related to other equity investments.....	\$ (4,850)	\$ (588)	\$ (756)

(1) Includes \$(29), \$(382) and \$(311) related to Excite@Home in 2001, 2000 and 1999, respectively.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

RECONCILIATION OF EBIT TO INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES, MINORITY INTEREST AND LOSSES RELATED TO OTHER EQUITY INVESTMENTS

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
AT&T Business Services.....	\$ (2,154)	\$ 5,990	\$ 5,248
AT&T Consumer Services.....	4,875	6,893	7,619
AT&T Broadband.....	(3,215)	(1,240)	(1,545)
Total reportable segments.....	(494)	11,643	11,322
Corporate and Other(1).....	(4,324)	(3,279)	(441)
Deduct: Pretax minority interest income (expense).....	864	4,003	(180)
Add: Pretax losses related to other equity investments.....	7,889	1,017	1,223
Interest expense.....	(3,242)	(2,964)	(1,503)
Total income from continuing operations before income taxes, minority interest and losses from other equity investments.....	\$ (1,035)	\$ 2,414	\$10,781

(1) Includes \$(714), \$(3,603) and \$(686) related to Excite@Home in 2001, 2000

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and 1999, respectively.

ASSETS

	AT DECEMBER 31,		
	2001	2000	1999
AT&T Business Services.....	\$ 40,339	\$ 42,747	\$ 37,974
AT&T Consumer Services.....	2,141	3,150	3,781
AT&T Broadband.....	103,060	114,848	53,810
Total reportable segments.....	145,540	160,745	95,565
Corporate and Other Assets:			
Other segments.....	1,145	1,174	1,204
Prepaid pension costs.....	3,329	3,003	2,464
Deferred income taxes.....	960	406	527
Other corporate assets(1) (2).....	14,308	7,518	7,874
Net assets of discontinued operations.....	--	27,224	17,363
Investment in Liberty Media Group and Related receivables, net.....	--	34,290	38,460
Total assets.....	\$165,282	\$234,360	\$163,457

(1) Includes \$2,541 and \$2,726 related to Excite@Home for 2000 and 1999, respectively.

(2) 2001 amount includes cash of \$10,425.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

EQUITY INVESTMENTS (EXCLUDING LMG)

	AT DECEMBER 31,		
	2001	2000	1999
AT&T Business Services.....	\$ 84	\$ 2,355	\$ 582
AT&T Broadband.....	4,287	6,473	10,327
Total reportable segments.....	4,371	8,828	10,909
Corporate and Other(1).....	228	1,666	3,012
Total equity investments.....	\$4,599	\$10,494	\$13,921

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(1) Includes \$35 and \$2,726 related to Excite@Home for 2000 and 1999, respectively.

### CAPITAL ADDITIONS

	FOR THE YEARS ENDED DECEMBER 31,		
	2001	2000	1999
AT&T Business Services.....	\$5,456	\$ 6,839	\$ 9,091
AT&T Consumer Services.....	140	148	299
AT&T Broadband.....	3,607	4,968	4,759
	-----	-----	-----
Total reportable segments.....	9,203	11,955	14,149
Corporate and Other(1).....	327	1,683	271
	-----	-----	-----
Total capital additions.....	\$9,530	\$13,638	\$14,420
	=====	=====	=====

-----  
 (1) Includes \$181 and \$92 related to Excite@Home in 2001 and 2000, respectively.

Geographic information is not presented due to the immateriality of revenue attributable to international customers.

Reflecting the dynamics of our business, we continually review our management model and structure, which may result in additional adjustment to our operating segments in the future.

### 21. GUARANTEE OF PREFERRED SECURITIES

#### TCI SECURITIES:

Prior to the consummation of the TCI merger, TCI issued mandatorily redeemable preferred securities through subsidiary trusts that held subordinated debt securities of TCI. At December 31, 2001, \$1,244 of the guaranteed redeemable preferred securities remained outstanding.

In the first quarter of 2002, AT&T notified holders that it will call the mandatorily redeemable preferred securities issued by TCI Communications Financing I, TCI Communications Financing II and TCI Communications Financing IV for early redemption. (see Note 12)

#### MEDIAONE SECURITIES:

Prior to the consummation of the MediaOne merger, MediaOne issued mandatorily redeemable preferred securities through subsidiary trusts that held subordinated debt securities of MediaOne. At December 31, 2001, \$776 of the guaranteed securities remained outstanding.

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)



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Other long-term liabilities and deferred credits.....	6,850	45	23				
Total Liabilities.....	74,765	11,124	2,445	527	513	204	3
Minority Interest.....							
Company-Obligated Convertible Quarterly Income Preferred Securities of Subsidiary Trust Holding Solely Subordinated Debt Securities of AT&T.....	4,720						
SHAREOWNERS' EQUITY							
AT&T Common Stock.....	3,542						
AT&T Wireless Group common stock..							
Liberty Media Group Class A Common Stock.....							
Liberty Media Group Class B Common Stock.....							
Preferred stock issued to subsidiaries.....	10,559						
Other shareowners' equity.....	73,856	1,940	42,195				2
Total Shareowners' Equity.....	87,957	1,940	42,195				2
Total Liabilities and Shareowners' Equity.....	\$167,442	\$13,064	\$44,640	\$527	\$513	\$204	\$5

	ELIMINATION AND		
	NON-GUARANTOR	CONSOLIDATION	CONSOLIDATED
	SUBSIDIARIES	ADJUSTMENTS	AT&T CORP.
	-----	-----	-----

(DOLLARS IN MILLIONS)

ASSETS			
Cash and cash equivalents.....	\$ 165	\$ --	\$ 10,592
Receivables.....	44,516	(46,817)	9,381
Investments.....	668		668
Deferred income taxes.....	501		1,230
Other current assets.....	(45)	(1,895)	657
Total Current Assets.....	45,805	(48,712)	22,528
Property, plant & equipment, net.....	32,607		41,322
Franchise costs, net.....	42,799		42,819
Goodwill, net.....	22,079		24,675
Investment in Liberty Media Group and related receivables, net.....			--
Other investments and related advances.....	63,996	(224,557)	23,818
Other assets.....	8,835	(4,820)	10,120
Net assets of discontinued operations.....			--
Total Assets.....	\$216,121	\$ (278,089)	\$165,282
LIABILITIES			
Debt maturing within one year.....	\$ 8,985	\$ (33,107)	\$ 12,958
Liability under put options.....			--
Other current liabilities.....	11,419	(8,388)	12,469
Total Current Liabilities.....	20,404	(41,495)	25,427
Long-term debt.....	14,640	(8,969)	40,527
Deferred income taxes.....	26,079		28,160
Other long-term liabilities and deferred credits.....	7,378	(3,088)	11,208

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Total Liabilities.....	68,501	(53,552)	105,322
Minority Interest.....	3,560		3,560
Company-Obligated Convertible Quarterly Income Preferred Securities of Subsidiary Trust Holding Solely Subordinated Debt Securities of AT&T.....			4,720
SHAREOWNERS' EQUITY			
AT&T Common Stock.....			3,542
AT&T Wireless Group common stock..			--
Liberty Media Group Class A Common Stock.....			--
Liberty Media Group Class B Common Stock.....			--
Preferred stock issued to subsidiaries.....		(10,559)	--
Other shareowners' equity.....	144,060	(213,978)	48,138
Total Shareowners' Equity.....	144,060	(224,537)	51,680
Total Liabilities and Shareowners' Equity.....	\$216,121	\$ (278,089)	\$165,282

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

AT&T CORP.

CONSOLIDATING CONDENSED STATEMENTS OF INCOME  
FOR THE YEAR ENDED DECEMBER 31, 2001

	GUARANTOR AT&T PARENT	GUARANTOR SUBSIDIARY TCI	GUARANTOR SUBSIDIARY MEDIAONE	TCI FINANCING			
				I	II	IV	
(DOLLARS IN MILLIONS)							
Revenue.....	\$19,587	\$ --	\$ --	\$--	\$--	\$--	\$
Operating Expenses							
Costs of services and products.....	3,310		1				
Access and other connection.....	6,355						
Selling, general and administrative...	1,600	406	14				
Depreciation and other amortization...	1,470	57					
Amortization of goodwill, franchise costs and other purchased intangibles.....	35	3	71				
Net restructuring and other charges...	693						
Total operating expenses.....	13,463	466	86				
Operating income (loss).....	6,124	(466)	(86)				
Other (expense) income.....	1,245	91	978	43	46	17	
Interest expense (benefit).....	4,214	1,149	180	43	46	17	
(Loss) income from continuing operations before income taxes, minority interest, and (losses) earnings related to other equity investments.....	3,155	(1,524)	712				
(Benefit) provision for income							

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taxes.....	(237)	(569)	299				
Minority interest income (expense)....	(160)						
Equity losses from Liberty Media Group.....		2,711					
Net (losses) earnings related to other equity investments.....	(2,690)	(2,098)	(2,577)				
(Loss) income from continuing operations.....	542	(5,764)	(2,164)				
Income (loss) from discontinued operations (net of income taxes).....							
Gain on disposition of discontinued operations.....	13,503						
Income (loss) before cumulative effect of accounting change.....	14,045	(5,764)	(2,164)				
Cumulative effect of accounting change (net of income taxes).....	508	545	540				
Net income (loss).....	14,553	(5,219)	(1,624)				
Dividend requirements of preferred stock.....	652						
Premium on exchange of AT&T Wireless tracking stock.....	80						
Net income (loss) available to common shareowners.....	\$13,821	\$ (5,219)	\$ (1,624)	\$--	\$--	\$--	\$

	NON-GUARANTOR SUBSIDIARIES	ELIMINATION AND CONSOLIDATION ADJUSTMENTS	CONSOLIDATED AT&T CORP.
	-----	-----	-----
	(DOLLARS IN MILLIONS)		
Revenue.....	\$35,413	\$ (2,450)	\$52,550
Operating Expenses			
Costs of services and products.....	12,871	(2,222)	13,960
Access and other connection.....	5,976	(195)	12,136
Selling, general and administrative...	8,822	(10)	10,832
Depreciation and other amortization...	5,338		6,865
Amortization of goodwill, franchise costs and other purchased intangibles.....	2,364		2,473
Net restructuring and other charges...	1,837		2,530
Total operating expenses.....	37,208	(2,427)	48,796
Operating income (loss).....	(1,795)	(23)	3,754
Other (expense) income.....	(834)	(3,208)	(1,547)
Interest expense (benefit).....	1,263	(3,740)	3,242
(Loss) income from continuing operations before income taxes, minority interest, and (losses) earnings related to other equity investments.....	(3,892)	509	(1,035)
(Benefit) provision for income taxes.....	(284)		(791)
Minority interest income (expense)....	1,123		963
Equity losses from Liberty Media Group.....			2,711
Net (losses) earnings related to other equity investments.....	(4,382)	6,897	(4,850)
(Loss) income from continuing operations.....	(6,867)	7,406	(6,842)
Income (loss) from discontinued operations (net of income taxes).....	178	(28)	150





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Other.....	799						
Net Cash (Used in) Provided by Financing Activities of Continuing Operations.....	(1,723)	(18,583)	(855)				
Net cash provided by (used in) discontinued operations.....							
Net increase (decrease) in cash and cash equivalents.....	10,415		12				
Cash and cash equivalents at beginning of year.....							
Cash and cash equivalents at end of period.....	\$ 10,415	\$ --	\$ 12	\$--	\$--	\$--	\$

	ELIMINATION AND		
	NON-GUARANTOR	CONSOLIDATION	CONSOLIDATED
	SUBSIDIARIES	ADJUSTMENTS	AT&T CORP.
	-----	-----	-----
	(DOLLARS IN MILLIONS)		

Net Cash Provided by (Used in) Operating Activities of Continuing Operations.....	\$ 4,520	\$ (37)	\$ 10,558
INVESTING ACTIVITIES			
Capital expenditures and other additions.....	(7,825)		(9,217)
Investment distributions and sales....	2,201	(19,789)	3,014
Net (acquisitions) dispositions of businesses, net of cash acquired/disposed.....	4,899		4,913
Other.....	2,725	(9,589)	(570)
Net Cash (Used in) Provided by Investing Activities of Continuing Operations.....	2,000	(29,378)	(1,860)
FINANCING ACTIVITIES			
Proceeds from long-term debt issuances, net of issuance costs.....	1,134		12,415
Proceeds from debt from AT&T.....		(3,990)	
Retirement of long-term debt.....	(780)		(1,661)
Retirement of AT&T debt.....		28,434	
Repayment of borrowings from AT&T Wireless.....	(5,803)		(5,803)
Issuance of convertible preferred securities and warrants.....			9,811
(Decrease)increase in short-term borrowings, net.....	2,781		(17,168)
(Decrease)increase in short-term borrowings from AT&T, net.....	(649)	(1,573)	
Other.....	(7,801)	6,383	(624)
Net Cash (Used in) Provided by Financing Activities of Continuing Operations.....	(11,118)	29,254	(3,030)
Net cash provided by (used in) discontinued operations.....	4,699	161	4,860
Net increase (decrease) in cash and cash equivalents.....	101		10,528
Cash and cash equivalents at beginning of year.....	64		64
Cash and cash equivalents at end of period.....	\$ 165	\$ --	\$ 10,592

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

AT&T CORP.

CONSOLIDATING CONDENSED BALANCE SHEET  
AS OF DECEMBER 31, 2000

	GUARANTOR AT&T PARENT	GUARANTOR SUBSIDIARY TCI	GUARANTOR SUBSIDIARY MEDIAONE	TCI FINANCING			MED FIN A
				I	II	IV	
	(DOLLARS IN MILLIONS)						
<b>ASSETS</b>							
Cash and cash equivalents.....	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --
Receivables.....	11,424	2,577	78				
Investments.....							
Deferred income taxes.....	811						
Other current assets.....	1,103	11					
Total Current Assets.....	13,338	2,588	78				
Property, plant & equipment, net.....	9,463	102	22				
Franchise costs, net.....	838	30					
Goodwill, net.....	161		19,786				
Investment in Liberty Media Group and related receivables, net....		34,290					
Other investments and related advances.....	164,844	32,650	27,712				
Other assets.....	5,500	186		528	514	204	51
Net assets of discontinued operations.....							
Total Assets.....	\$194,144	\$69,846	\$47,598	\$528	\$514	\$204	\$51
<b>LIABILITIES</b>							
Debt maturing within one year....	\$ 52,556	\$ 664	\$ 2,337	\$ --	\$ --	\$ --	\$ --
Liability under put options.....							
Other current liabilities.....	9,535	1,129	76				
Total Current Liabilities.....	62,091	1,793	2,413				
Long-term debt.....	21,333	30,096	1,702	528	514	204	30
Deferred income taxes.....	569		230				
Other long-term liabilities and deferred credits.....	7,341	773	129				
Total Liabilities.....	91,334	32,662	4,474	528	514	204	30
Minority Interest.....							
Company-Obligated Convertible Quarterly Income Preferred Securities of Subsidiary Trust Holding Solely Subordinated Debt Securities of AT&T.....	4,710						
<b>SHAREOWNERS' EQUITY</b>							
AT&T Common Stock.....	4,176						
AT&T Wireless Group common stock.....	362						
Liberty Media Group Class A Common Stock.....	2,364						
Liberty Media Group Class B							

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Common Stock.....	206						
Other shareowners' equity.....	90,992	37,184	43,124				21
Total Shareowners' Equity.....	98,100	37,184	43,124				21
Total Liabilities and Shareowners' Equity.....	\$194,144	\$69,846	\$47,598	\$528	\$514	\$204	\$51

	ELIMINATION AND		
	NON-GUARANTOR SUBSIDIARIES	CONSOLIDATION ADJUSTMENTS	CONSOLIDATED AT&T CORP.
	-----	-----	-----

(DOLLARS IN MILLIONS)

ASSETS

Cash and cash equivalents.....	\$ 64	\$ --	\$ 64
Receivables.....	48,896	(51,922)	11,053
Investments.....	2,102		2,102
Deferred income taxes.....	(91)		720
Other current assets.....	(328)	(5)	781
Total Current Assets.....	50,643	(51,927)	14,720
Property, plant & equipment, net.....	31,685	(3)	41,269
Franchise costs, net.....	47,350		48,218
Goodwill, net.....	6,835		26,782
Investment in Liberty Media Group and related receivables, net....			34,290
Other investments and related advances.....	19,673	(214,004)	30,875
Other assets.....	15,714	(12,505)	10,982
Net assets of discontinued operations.....	24,876	2,348	27,224
Total Assets.....	\$196,776	\$ (276,091)	\$234,360

LIABILITIES

Debt maturing within one year....	\$ 5,432	\$ (29,151)	\$ 31,838
Liability under put options.....	2,564		2,564
Other current liabilities.....	11,219	(8,386)	13,573
Total Current Liabilities.....	19,215	(37,537)	47,975
Long-term debt.....	2,558	(24,622)	33,089
Deferred income taxes.....	31,255		32,054
Other long-term liabilities and deferred credits.....	331	(81)	8,493
Total Liabilities.....	53,359	(62,240)	121,611
Minority Interest.....	4,841		4,841

Company-Obligated Convertible  
Quarterly Income Preferred  
Securities of Subsidiary Trust  
Holding Solely Subordinated Debt  
Securities of AT&T.....

4,710

SHAREOWNERS' EQUITY

AT&T Common Stock.....	(416)		3,760
AT&T Wireless Group common stock.....			362
Liberty Media Group Class A Common Stock.....			2,364
Liberty Media Group Class B Common Stock.....			206
Other shareowners' equity.....	138,992	(213,851)	96,506
Total Shareowners' Equity.....	138,576	(213,851)	103,198
Total Liabilities and Shareowners' Equity.....	\$196,776	\$ (276,091)	\$234,360

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

AT&T CORP.

CONSOLIDATING CONDENSED STATEMENTS OF INCOME  
FOR THE YEAR ENDED DECEMBER 31, 2000

	GUARANTOR AT&T PARENT	GUARANTOR SUBSIDIARY TCI	GUARANTOR SUBSIDIARY MEDIAONE	TCI FINANCING			
				I	II		
(DOLLARS IN MILLIONS)							
Revenue.....	\$22,234	\$ --	\$ --	\$ --	\$ --	\$ --	
Operating Expenses							
Costs of services and products.....	2,961						
Access and other connection.....	7,047						
Selling, general and administrative.....	2,071	19	29				
Depreciation and other amortization.....	1,806	52	7				
Amortization of goodwill, franchise costs and other purchased intangibles.....	50	6	226				
Net restructuring and other charges.....	443	60					
Total operating expenses.....	14,378	137	262				
Operating income (loss).....	7,856	(137)	(262)				
Other (expense) income.....	971	30	64	43	46		
Interest expense (benefit).....	4,786	1,793	170	43	46		
(Loss) income from continuing operations before income taxes, minority interest and (losses) earnings from equity investments.....	4,041	(1,900)	(368)				
(Benefit) provision for income taxes....	1,505	(727)	(54)				
Minority interest income (expense).....	(161)						
Equity earnings from Liberty Media Group.....		1,488					
Net (losses) earnings related to other equity investments.....	6,258	(3,765)	(202)				
(Loss) income from continuing operations.....	8,633	(3,450)	(516)				
Income from discontinued operations (net of income taxes).....							
Net income (loss).....	8,633	(3,450)	(516)				
Dividend requirements on preferred stock held by AT&T, net.....							
Net income (loss) after preferred stock dividends.....	\$ 8,633	\$ (3,450)	\$ (516)	\$ --	\$ --	\$ --	
	MEDIAONE FINANCE		NON- GUARANTOR SUBSIDIARIES		ELIMINATION AND CONSOLIDATION ADJUSTMENTS		CONSOLID AT&T CO
	II	III					-----
	(DOLLARS IN MILLIONS)						

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Revenue.....	\$ --	\$ --	\$35,386	\$ (2,087)	\$55,53
Operating Expenses					
Costs of services and products.....			11,536	(1,702)	12,79
Access and other connection.....			6,425	(332)	13,14
Selling, general and administrative.....			7,649	(16)	9,75
Depreciation and other amortization.....			4,059		5,92
Amortization of goodwill, franchise costs and other purchased intangibles.....			2,383		2,66
Net restructuring and other charges.....			6,526		7,02
Total operating expenses.....			38,578	(2,050)	51,30
Operating income (loss).....			(3,192)	(37)	4,22
Other (expense) income.....	11	25	4,242	(4,304)	1,15
Interest expense (benefit).....	11	24	311	(4,240)	2,96
(Loss) income from continuing operations before income taxes, minority interest and (losses) earnings from equity investments.....		1	739	(101)	2,41
(Benefit) provision for income taxes....		1	2,559		3,28
Minority interest income (expense).....			4,264		4,10
Equity earnings from Liberty Media Group.....					1,48
Net (losses) earnings related to other equity investments.....			(586)	(2,293)	(58
(Loss) income from continuing operations.....			1,858	(2,394)	4,13
Income from discontinued operations (net of income taxes).....			546	(10)	53
Net income (loss).....			2,404	(2,404)	4,66
Dividend requirements on preferred stock held by AT&T, net.....			111	(111)	
Net income (loss) after preferred stock dividends.....	\$ --	\$ --	\$ 2,293	\$ (2,293)	\$ 4,66

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

AT&T CORP.

CONSOLIDATING CONDENSED STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED DECEMBER 31, 2000

	GUARANTOR AT&T PARENT	GUARANTOR SUBSIDIARY TCI	GUARANTOR SUBSIDIARY MEDIAONE	TCI FINANCING		
				I	II	IV
	-----	-----	-----	-----	-----	-----
Net Cash Provided by (used in)						
Operating Activities of Continuing Operations.....	\$ 2,735	\$ (374)	\$ (138)	\$ --	\$ --	\$ --
INVESTING ACTIVITIES						
Capital expenditures and other additions.....	(51)	(79)	(21)			
Investment distributions and sales....	363		1,384			
Investment contributions and						

(DOLLARS IN MILLIONS)

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purchases.....	(1,700)	(7,360)				
Net (acquisitions) dispositions of businesses, net of cash acquired/disposed.....	(23,943)					
Other.....	(2,057)	(48)				
Net Cash (used in) Provided by Investing Activities of Continuing Operations.....	(27,388)	(7,487)	1,363			
FINANCING ACTIVITIES						
Proceeds from long-term debt issuances, net of issuance costs.....	739					
Proceeds from debt from AT&T.....	5,867	13,743	275			
Retirement of long-term debt.....	(498)	(1,058)				
Retirement of AT&T debt.....		(4,990)	(1,500)			
Issuance of AT&T Wireless Group common shares.....	10,314					
Dividends paid on common stock.....	(3,047)					
(Decrease) increase in short-term borrowings, net.....	12,108					
Other.....	(830)	166				
Net Cash Provided by (used in) Financing Activities of Continuing Operations.....	24,653	7,861	(1,225)			
Net cash (used in) provided by discontinued operations.....						
Net increase (decrease) in cash and cash equivalents.....						
Cash and cash equivalents at beginning of year.....						
Cash and cash equivalents at end of period.....	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --

	ELIMINATION AND	
NON-GUARANTOR SUBSIDIARIES	CONSOLIDATION ADJUSTMENTS	CONSOLIDATED AT&T CORP.
-----	-----	-----

(DOLLARS IN MILLIONS)

Net Cash Provided by (used in) Operating Activities of Continuing Operations.....	\$ 9,079	\$ 361	\$ 11,665
INVESTING ACTIVITIES			
Capital expenditures and other additions.....	(10,760)		(10,911)
Investment distributions and sales....	629	(1,384)	992
Investment contributions and purchases.....	(694)	7,360	(2,394)
Net (acquisitions) dispositions of businesses, net of cash acquired/disposed.....	7,286		(16,657)
Other.....	(6,186)	7,216	(1,075)
Net Cash (used in) Provided by Investing Activities of Continuing Operations.....	(9,725)	13,192	(30,045)
FINANCING ACTIVITIES			
Proceeds from long-term debt issuances, net of issuance costs.....	3,862		4,601
Proceeds from debt from AT&T.....	4,595	(24,480)	
Retirement of long-term debt.....	(562)		(2,118)
Retirement of AT&T debt.....		6,490	

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Issuance of AT&T Wireless Group common shares.....			10,314
Dividends paid on common stock.....			(3,047)
(Decrease) increase in short-term borrowings, net.....	706	4,159	16,973
Other.....	(1,242)	917	(991)
Net Cash Provided by (used in) Financing Activities of Continuing Operations.....	7,359	(12,914)	25,732
Net cash (used in) provided by discontinued operations.....	(7,667)	(639)	(8,306)
Net increase (decrease) in cash and cash equivalents.....	(954)		(954)
Cash and cash equivalents at beginning of year.....	1,018		1,018
Cash and cash equivalents at end of period.....	\$ 64	\$ --	\$ 64

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

AT&T CORP.

CONSOLIDATING CONDENSED STATEMENTS OF INCOME  
FOR THE YEAR ENDED DECEMBER 31, 1999

	GUARANTOR AT&T PARENT	GUARANTOR SUBSIDIARY TCI	TCI FINANCING		
			I	II	IV
(DOLLARS IN MILLIONS)					
Revenue.....	\$24,755	\$ --	\$--	\$--	\$--
Operating Expenses					
Costs of services and products.....	1,536				
Access and other connection.....	8,403				
Selling, general and administrative.....	4,363	575			
Depreciation and other amortization.....	2,072	49			
Amortization of goodwill, franchise costs and other purchased intangibles.....	34	4			
Net restructuring and other charges.....	18	326			
Total operating expenses.....	16,426	954			
Operating income (loss).....	8,329	(954)			
Other (expense) income.....	539	6	36	40	16
Interest expense (benefit).....	3,186	342	36	40	16
(Loss) income from continuing operations before income taxes, minority interest, and (losses) earnings related to other equity investments.....	5,682	(1,290)			
(Benefit) provision for income taxes.....	2,118	(363)			
Minority interest income					

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(expense).....	(87)				
Equity losses from Liberty Media Group.....		2,022			
Net (losses) earnings related to other equity investments.....	4,171	(1,271)			
(Loss) income from continuing operations.....	7,648	(4,220)			
Income (losses) from discontinued operations (net of income taxes).....					
Net income (loss).....	\$ 7,648	\$ (4,220)	\$--	\$--	\$--

ELIMINATION AND  
CONSOLIDATION  
ADJUSTMENTS

CONSOLIDATED  
AT&T CORP.

(DOLLARS IN MILLIONS)

Revenue.....	\$ (1,661)	\$54,973
Operating Expenses		
Costs of services and products.....	(1,230)	11,013
Access and other connection.....	(196)	14,439
Selling, general and administrative.....	(4)	10,894
Depreciation and other amortization.....		5,137
Amortization of goodwill, franchise costs and other purchased intangibles.....		1,057
Net restructuring and other charges.....		975
Total operating expenses.....	(1,430)	43,515
Operating income (loss).....	(231)	11,458
Other (expense) income.....	(2,545)	826
Interest expense (benefit).....	(2,751)	1,503
(Loss) income from continuing operations before income taxes, minority interest, and (losses) earnings related to other equity investments.....	(25)	10,781
(Benefit) provision for income taxes.....		4,016
Minority interest income (expense).....		(126)
Equity losses from Liberty Media Group.....		2,022
Net (losses) earnings related to other equity investments.....	(2,877)	(756)
(Loss) income from continuing operations.....	(2,902)	3,861
Income (losses) from discontinued operations (net of income taxes).....	25	(433)
Net income (loss).....	\$ (2,877)	\$ 3,428

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)





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Net Cash Provided by (used in)		
Operating Activities of Continuing Operations.....	\$ (198)	\$ 10,509
INVESTING ACTIVITIES		
Capital expenditures and other additions.....		(11,590)
Investment distributions and sales...		1,574
Investment contributions and purchases.....	1,857	(7,837)
Net (acquisitions) dispositions of businesses net of cash acquired/disposed.....		(5,969)
Other.....	15,094	(62)
Net Cash (used in) Provided by Investing Activities of Continuing Operations.....	16,951	(23,884)
FINANCING ACTIVITIES		
Proceeds from long-term debt issuances.....		8,396
Proceeds from debt from AT&T.....	(11,231)	
Retirement of long-term debt.....		(2,255)
Retirement of AT&T debt.....	2,109	
Issuance of AT&T convertible preferred securities and warrants.....		4,638
Net acquisitions of treasury shares.....		(4,624)
Dividends paid on common stock.....		(2,712)
(Decrease) increase in short-term borrowings, net.....	(7,774)	10,173
Other.....	88	238
Net Cash (used in) Provided by Financing Activities of Continuing Operations.....	(16,808)	13,854
Net cash provided by (used in) discontinued operations.....	55	(2,594)
Net increase (decrease) in cash and cash equivalents.....		(2,115)
Cash and cash equivalents at beginning of year.....		3,133
Cash and cash equivalents at end of period.....	\$ --	\$ 1,018

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AT&T CORP. AND SUBSIDIARIES (AT&T)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

22. QUARTERLY INFORMATION (UNAUDITED)

	FIRST	SECOND	THIRD (1)	FOURTH
	-----	-----	-----	-----
2001				
Revenue.....	\$13,551	\$13,326	\$13,087	\$12,58
Operating income (2).....	814	1,364	1,365	21
(Loss) income from continuing operat				