

LIBERATE TECHNOLOGIES
Form SC 13D/A
April 14, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

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

(Amendment No. 1)*

Liberate Technologies
(Name of Issuer)

Common Stock,
\$0.01 par value
(Title of Class of Securities)

530129105
(CUSIP Number)

Arthur R. Block, Esq.
Comcast Corporation
1500 Market Street
Philadelphia, PA 19102-1700
(215) 665-1700
(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

Copies to:
Dennis S. Hersch
Davis Polk & Wardwell
450 Lexington Avenue
New York, NY 10017
(212) 450-4000

April 7, 2005
(Date of Event which Requires Filing of this Statement)

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

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

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

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

CUSIP No. 530129105

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Comcast Corporation	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input type="radio"/> (a) <input checked="" type="radio"/> (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS Not applicable.	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Pennsylvania	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER* 533,332 (shares issuable upon exercise of warrants)
	9	SOLE DISPOSITIVE POWER

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		0
	10	SHARED DISPOSITIVE POWER* 533,332 (shares issuable upon exercise of warrants)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON* 533,332 (shares issuable upon exercise of warrants)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.5%	
14	TYPE OF REPORTING PERSON CO	

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

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Comcast Holdings Corporation
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) x
3	SEC USE ONLY
4	SOURCE OF FUNDS Not applicable.
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) o
6	CITIZENSHIP OR PLACE OF ORGANIZATION Pennsylvania

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER* 533,332 (shares issuable upon exercise of warrants)
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER* 533,332 (shares issuable upon exercise of warrants)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON* 533,332 (shares issuable upon exercise of warrants)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.5%	
14	TYPE OF REPORTING PERSON CO	

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

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Comcast Technology, Inc.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input type="radio"/> (a) <input checked="" type="radio"/> (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS

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	Not applicable.	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER* 533,332 (shares issuable upon exercise of warrants)
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER* 533,332 (shares issuable upon exercise of warrants)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON* 533,332 (shares issuable upon exercise of warrants)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.5%	
14	TYPE OF REPORTING PERSON CO	

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

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Comcast Cable Communications Holdings, Inc.
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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <div style="text-align: right;">(a) <input type="radio"/> (b) <input checked="" type="radio"/></div>
3	SEC USE ONLY
4	SOURCE OF FUNDS Not applicable.
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <div style="text-align: right;"><input type="radio"/></div>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 0
	8 SHARED VOTING POWER* 533,332 (shares issuable upon exercise of warrants)
	9 SOLE DISPOSITIVE POWER 0
	10 SHARED DISPOSITIVE POWER 533,332 (shares issuable upon exercise of warrants)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON* 533,332 (shares issuable upon exercise of warrants)
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <div style="text-align: right;"><input type="radio"/></div>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.5%
14	TYPE OF REPORTING PERSON CO

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

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Comcast of Michigan, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	Not applicable.	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	
	<input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		0
	8	SHARED VOTING POWER*
		533,332 (shares issuable upon exercise of warrants)
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER*
		533,332 (shares issuable upon exercise of warrants)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*	
	533,332 (shares issuable upon exercise of warrants)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
	<input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	0.5%	
14	TYPE OF REPORTING PERSON	

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

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Comcast MO of Delaware, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	Not applicable.	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	
	<input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		0
	8	SHARED VOTING POWER*
		533,332 (shares issuable upon exercise of warrants)
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER*
		533,332 (shares issuable upon exercise of warrants)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*	
	533,332 (shares issuable upon exercise of warrants)	
12		

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	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	o
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.5%	
14	TYPE OF REPORTING PERSON OO	

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

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Comcast MO Group, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) x	
3	SEC USE ONLY	
4	SOURCE OF FUNDS Not applicable.	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER* 533,332 (shares issuable upon exercise of warrants)
	9	SOLE DISPOSITIVE POWER

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		0
	10	SHARED DISPOSITIVE POWER* 533,332 (shares issuable upon exercise of warrants)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON* 533,332 (shares issuable upon exercise of warrants)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.5%	
14	TYPE OF REPORTING PERSON CO	

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

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Comcast of Georgia, Inc.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input type="radio"/> (a) <input checked="" type="radio"/> (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS Not applicable.
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="radio"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION

	Colorado	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER* 533,332 (shares issuable upon exercise of warrants)
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER* 533,332 (shares issuable upon exercise of warrants)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON* 533,332 (shares issuable upon exercise of warrants)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.5%	
14	TYPE OF REPORTING PERSON CO	

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

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Comcast STB Software LIB, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input type="radio"/> (a) <input checked="" type="radio"/> (b)
3	SEC USE ONLY

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	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Double C Technologies, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS Not applicable.	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER* 533,332 (shares issuable upon exercise of warrants)
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER* 533,332 (shares issuable upon exercise of warrants)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON* 533,332 (shares issuable upon exercise of warrants)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.5%	
14	TYPE OF REPORTING PERSON OO	

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

The Reporting Persons (defined herein below) hereby amend and supplement their Report on Schedule 13D, originally filed on January 14, 2005 (the "Schedule 13D") with respect to the shares of common stock, \$0.01 par value (the "Shares") of Liberate Technologies, a Delaware corporation (the "Issuer").

The Schedule 13D was filed jointly by the following persons (collectively, the "Reporting Persons"):

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

The name, residence or business address, present principal occupation or employment and citizenship of each director and executive officer of the Reporting Persons is set forth on the amended and restated Schedule A to this Statement.

Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D.

Item 4. Purpose of Transaction.

On April 7, 2005, the Transaction was consummated pursuant to the Asset Purchase Agreement. The Issuer received cash consideration of approximately \$82 million in connection with the Transaction.

Upon the closing of the Transaction, the Voting Agreement entered into among David Lockwood, Lockwood Fund LLC and Double C, dated as of January 14, 2005, terminated in accordance with its terms.

Item 5. Interest in Securities of the Issuer.

(a) As a result of the closing of the Transaction and termination of the Voting Agreement, Double C no longer has the right to vote or direct the voting of, and may no longer be deemed to be the beneficial owner of, the Shares that were subject to the Voting Agreement.

(b) As a result of the closing of the Transaction and termination of the Voting Agreement, Double C no longer has the power to vote or to direct the voting of the Shares that were subject to the Voting Agreement.

(e) As a result of the closing of the Transaction and termination of the Voting Agreement, as of April 7, 2005, the Reporting Persons may no longer be deemed to be the beneficial owners of more than five percent of the Shares of the Issuer.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Upon the closing of the Transaction, the Voting Agreement terminated in accordance with its terms.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 14, 2005

COMCAST CORPORATION

By: /s/ Arthur R. Block

Name: Arthur R. Block

Title: Senior Vice President

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SCHEDULE A

DIRECTORS AND EXECUTIVE OFFICERS OF REPORTING PERSONS

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

Directors and Executive Officers of Comcast Corporation:

<u>Name</u>	<u>Residence or Business Address</u>	<u>Present Principal Occupation</u>
Ralph J. Roberts*	Comcast Corporation 1500 Market Street Philadelphia, PA 19102	Chairman of the Executive and Finance Committee of the Board of Directors

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Brian L. Roberts*	Comcast Corporation 1500 Market Street Philadelphia, PA 19102	President, Chief Executive Officer and Chairman of the Board of Directors
Stephen B. Burke	Comcast Corporation 1500 Market Street Philadelphia, PA 19102	Executive Vice President and Chief Operating Officer of Comcast Corporation President of Comcast Cable Communications
John R. Alchin (Citizen of Australia)	Comcast Corporation 1500 Market Street Philadelphia, PA 19102	Executive Vice President, Co-Chief Financial Officer and Treasurer
Lawrence S. Smith	Comcast Corporation 1500 Market Street Philadelphia, PA 19102	Executive Vice President and Co-Chief Financial Officer
David L. Cohen	Comcast Corporation 1500 Market Street Philadelphia, PA 19102	Executive Vice President and Assistant Secretary
Arthur R. Block	Comcast Corporation 1500 Market Street Philadelphia, PA 19102	Senior Vice President, General Counsel, Secretary and Assistant Treasurer
Lawrence J. Salva	Comcast Corporation 1500 Market Street Philadelphia, PA 19102	Senior Vice President, Chief Accounting Officer and Controller
S. Decker Anstrom*	Landmark Communications, Inc. 150 W. Brambleton Avenue Norfolk, VA 23510	President and Chief Executive Officer of Landmark Communications, Inc.
C. Michael Armstrong*	699 Hollow Tree Ridge Road Darien, CT 06820	Retired Chairman and Chief Executive Officer of AT&T Corp. Retired Chairman of Comcast Corporation
Kenneth J. Bacon*	Fannie Mae 3900 Wisconsin Avenue, NW Washington, DC 20016	Interim Executive Vice President of Housing and Community Development of Fannie Mae

Sheldon M. Bonovitz*	Duane Morris LLP 4200 One Liberty Place Philadelphia, PA 19103	Chairman and Chief Executive Officer of Duane Morris LLP
Julian A. Brodsky*	Comcast Corporation 1500 Market Street Philadelphia, PA 19102	Non-Executive Vice Chairman of the Board of Directors
Joseph L. Castle, II*	Castle Energy Corporation One Radnor Corporate Center Suite 250 100 Matsonford Road Radnor, PA 19087	Chairman and Chief Executive Officer of Castle Energy Corporation
Joseph J. Collins*	155 Long Neck Point Road Darien, CT 06820	Retired Chairman and Chief Executive Officer of Time Warner Cable
J. Michael Cook*	980 Lake Avenue Greenwich, CT 06831	Retired Chairman and Chief Executive Officer of Deloitte & Touche LLP
Dr. Judith Rodin*	3101 Walnut Street Philadelphia, PA 19014	President of The Rockefeller Foundation
Michael I. Sovern*	Sotheby's Holdings, Inc. 1334 York Avenue New York, NY 10021	Chairman of Sotheby's Holdings, Inc.

* Director

Directors and Executive Officers of Comcast Holdings Corporation:

<u>Name</u>	<u>Position</u>	<u>Present Principal Occupation</u>
Brian L. Roberts	President, Chief Executive Officer and Director	President, Chief Executive Officer and Chairman of the Board of Directors
John R. Alchin (Citizen of Australia)	Executive Vice President, Co-Chief Financial Officer and Treasurer	Executive Vice President, Co-Chief Financial Officer and Treasurer

Lawrence S. Smith	Executive Vice President, Co-Chief Financial Officer and Director	Executive Vice President and Co-Chief Financial Officer
Lawrence J. Salva	Senior Vice President, Chief Accounting Officer and Controller	Senior Vice President, Chief Accounting Officer and Controller
David L. Cohen	Executive Vice President, Assistant Secretary and Director	Executive Vice President and Assistant Secretary
Arthur R. Block	Senior Vice President, General Counsel, Secretary, Assistant Treasurer and Director	Senior Vice President, General Counsel, Secretary and Assistant Treasurer

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Directors and Executive Officers of Comcast Technology, Inc.:

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

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Treasurer, Assistant Secretary
and
Director

1201 N. Market Street, Suite 1000
Wilmington, DE 19801

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

Name	Position	Present Principal Occupation
Brian L. Roberts	Chairman	President, Chief Executive Officer and Chairman of the Board of Directors
Stephen B. Burke	President	Executive Vice President and Chief Operating Officer of Comcast Corporation President of Comcast Cable Communications
John R. Alchin (Citizen of Australia)	Executive Vice President, Co- Chief Financial Officer and Treasurer	Executive Vice President, Co-Chief Financial Officer and Treasurer
Lawrence S. Smith	Executive Vice President, Co- Chief Financial Officer and Director	Executive Vice President and Co-Chief Financial Officer
David M. Fellows	Executive Vice President and Chief Technology Officer	Executive Vice President and Chief Technology Officer of Comcast Cable Communications
Bradley P. Dusto	President □ West Division	President □ West Division of Comcast Cable Communications
Stephen A. Burch	President □ Atlantic Division	President □ Atlantic Division of Comcast Cable Communications
David A. Scott	President □ Midwest Division	President □ Midwest Division of Comcast Cable Communications
John Ridall	President □ Southern Division	President □ Southern Division of Comcast Cable Communications

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Michael A. Doyle	President □ Eastern Division	President □ Eastern Division of Comcast Cable Communications
Charles W. Thurston	President □ Ad Sales	President □ Ad Sales of Comcast Cable Communications
David A. Juliano	President □ Online and Voice Services	President □ Online and Voice Services of Comcast Cable Communications
David L. Cohen	Executive Vice President, Assistant Secretary and Director	Executive Vice President and Assistant Secretary
Michael S. Tallent	Executive Vice President □ Administration and Finance	Executive Vice President □ Administration and Finance of Comcast Cable Communications
Stephen E. Silva	Executive Vice President □ Business Development	Executive Vice President □ Business Development of Comcast Cable Communications
David N. Watson	Executive Vice President □ Operations	Executive Vice President □ Operations of Comcast Cable Communications
Madison E. Bond	Executive Vice President □ Cable Programming	Executive Vice President □ Cable Programming of Comcast Cable Communications
Amy L. Banse	Executive Vice President □ Content Development	Executive Vice President □ Content Development of Comcast Cable Communications
Arthur R. Block	Senior Vice President, Assistant Treasurer, Secretary and Director	Senior Vice President, General Counsel, Secretary and Assistant Treasurer
D. Douglas Gaston	Senior Vice President, General Counsel and Assistant Secretary	Senior Vice President, General Counsel and Assistant Secretary of Comcast Cable Communications
Ernest A. Pighini	Senior Vice President and Controller	Senior Vice President and Controller of Comcast Cable Communications

Executive Officers of Comcast of Michigan, LLC:

<u>Name</u>	<u>Position</u>	<u>Present Principal Occupation</u>
Brian L. Roberts	Chairman	President, Chief Executive Officer and

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		Chairman of the Board of Directors
Stephen B. Burke	President	Executive Vice President and Chief Operating Officer of Comcast Corporation President of Comcast Cable Communications
John R. Alchin (Citizen of Australia)	Executive Vice President, Co-Chief Financial Officer and Treasurer	Executive Vice President, Co-Chief Financial Officer and Treasurer
Lawrence S. Smith	Executive Vice President and Co-Chief Financial Officer	Executive Vice President and Co-Chief Financial Officer

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David M. Fellows	Executive Vice President and Chief Technology Officer	Executive Vice President and Chief Technology Officer of Comcast Cable Communications
David A. Scott	President □ Midwest Division	President □ Midwest Division of Comcast Cable Communications
David L. Cohen	Executive Vice President and Assistant Secretary	Executive Vice President and Assistant Secretary
Michael S. Tallent	Executive Vice President □ Administration and Finance	Executive Vice President □ Administration and Finance of Comcast Cable Communications
Stephen E. Silva	Executive Vice President □ Business Development	Executive Vice President □ Business Development of Comcast Cable Communications
David N. Watson	Executive Vice President □ Operations	Executive Vice President □ Operations of Comcast Cable Communications
Madison E. Bond	Executive Vice President □ Cable Programming	Executive Vice President □ Cable Programming of Comcast Cable Communications
Amy L. Banse	Executive Vice President □	Executive Vice President □ Content

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	Content Development	Development of Comcast Cable Communications
Arthur R. Block	Senior Vice President, Assistant Treasurer and Secretary	Senior Vice President, General Counsel, Secretary and Assistant Treasurer
D. Douglas Gaston	Senior Vice President, General Counsel and Assistant Secretary	Senior Vice President, General Counsel and Assistant Secretary of Comcast Cable Communications
Ernest A. Pighini	Senior Vice President and Controller	Senior Vice President and Controller of Comcast Cable Communications
Executive Officers of Comcast MO of Delaware, LLC and Comcast STB Software LIB, LLC:		

<u>Name</u>	<u>Position</u>	<u>Present Principal Occupation</u>
Brian L. Roberts	Chairman	President, Chief Executive Officer and Chairman of the Board of Directors
Stephen B. Burke	President	Executive Vice President and Chief Operating Officer of Comcast Corporation President of Comcast Cable Communications
John R. Alchin (Citizen of Australia)	Executive Vice President, Co-Chief Financial Officer and Treasurer	Executive Vice President, Co-Chief Financial Officer and Treasurer
Lawrence S. Smith	Executive Vice President and Co-Chief Financial Officer	Executive Vice President and Co-Chief Financial Officer
David M. Fellows	Executive Vice President and Chief Technology Officer	Executive Vice President and Chief Technology Officer of Comcast Cable Communications

David L. Cohen	Executive Vice President and Assistant Secretary	Executive Vice President and Assistant Secretary
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Michael S. Tallent	Executive Vice President □ Administration and Finance	Executive Vice President □ Administration and Finance of Comcast Cable Communications
Stephen E. Silva	Executive Vice President □ Business Development	Executive Vice President □ Business Development of Comcast Cable Communications
David N. Watson	Executive Vice President □ Operations	Executive Vice President □ Operations of Comcast Cable Communications
Madison E. Bond	Executive Vice President □ Cable Programming	Executive Vice President □ Cable Programming of Comcast Cable Communications
Amy L. Banse	Executive Vice President □ Content Development	Executive Vice President □ Content Development of Comcast Cable Communications
Arthur R. Block	Senior Vice President, Assistant Treasurer and Secretary	Senior Vice President, General Counsel, Secretary and Assistant Treasurer
D. Douglas Gaston	Senior Vice President, General Counsel and Assistant Secretary	Senior Vice President, General Counsel and Assistant Secretary of Comcast Cable Communications
Ernest A. Pighini	Senior Vice President and Controller	Senior Vice President and Controller of Comcast Cable Communications

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

Name	Position	Present Principal Occupation
Brian L. Roberts	Chairman	President, Chief Executive Officer and Chairman of the Board of Directors
Stephen B. Burke	President	Executive Vice President and Chief Operating Officer of Comcast Corporation President of Comcast Cable Communications
John R. Alchin (Citizen of Australia)	Executive Vice President, Co- Chief Financial Officer and Treasurer	Executive Vice President, Co-Chief Financial Officer and Treasurer
Lawrence S. Smith	Executive Vice President, Co-	Executive Vice President and Co-Chief

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	Chief Financial Officer and Director	Financial Officer
David M. Fellows	Executive Vice President and Chief Technology Officer	Executive Vice President and Chief Technology Officer of Comcast Cable Communications
David L. Cohen	Executive Vice President, Assistant Secretary and Director	Executive Vice President and Assistant Secretary
Michael S. Tallent	Executive Vice President □ Administration and Finance	Executive Vice President □ Administration and Finance of Comcast Cable Communications
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Stephen E. Silva	Executive Vice President □ Business Development	Executive Vice President □ Business Development of Comcast Cable Communications
David N. Watson	Executive Vice President □ Operations	Executive Vice President □ Operations of Comcast Cable Communications
Madison E. Bond	Executive Vice President □ Cable Programming	Executive Vice President □ Cable Programming of Comcast Cable Communications
Amy L. Banse	Executive Vice President □ Content Development	Executive Vice President □ Content Development of Comcast Cable Communications
Arthur R. Block	Senior Vice President, Assistant Treasurer, Secretary and Director	Senior Vice President, General Counsel, Secretary and Assistant Treasurer
D. Douglas Gaston	Senior Vice President, General Counsel and Assistant Secretary	Senior Vice President, General Counsel and Assistant Secretary of Comcast Cable Communications
Ernest A. Pighini	Senior Vice President and Controller	Senior Vice President and Controller of Comcast Cable Communications

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

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Name	Position	Present Principal Occupation
Brian L. Roberts	Chairman	President, Chief Executive Officer and Chairman of the Board of Directors
Stephen B. Burke	President	Executive Vice President and Chief Operating Officer of Comcast Corporation President of Comcast Cable Communications
John R. Alchin (Citizen of Australia)	Executive Vice President , Co- Chief Financial Officer and Treasurer	Executive Vice President, Co-Chief Financial Officer and Treasurer
Lawrence S. Smith	Executive Vice President and Co- Chief Financial Officer	Executive Vice President and Co-Chief Financial Officer
David M. Fellows	Executive Vice President and Chief Technology Officer	Executive Vice President and Chief Technology Officer of Comcast Cable Communications
Stephen A. Burch	President □ Atlantic Division	President □ Atlantic Division of Comcast Cable Communications
John Ridall	President □ Southern Division	President □ Southern Division of Comcast Cable Communications
David L. Cohen	Executive Vice President and Assistant Secretary	Executive Vice President and Assistant Secretary
Michael S. Tallent	Executive Vice President □ Administration and Finance	Executive Vice President □ Administration and Finance of Comcast Cable Communications

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Stephen E. Silva	Executive Vice President □ Business Development	Executive Vice President □ Business Development of Comcast Cable Communications
David N. Watson	Executive Vice President □	

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	Operations	Executive Vice President □ Operations of Comcast Cable Communications
Madison E. Bond	Executive Vice President □ Cable Programming	Executive Vice President □ Cable Programming of Comcast Cable Communications
Amy L. Banse	Executive Vice President □ Content Development	Executive Vice President □ Content Development of Comcast Cable Communications
Arthur R. Block	Senior Vice President, Assistant Treasurer, Secretary and Director	Senior Vice President, General Counsel, Secretary and Assistant Treasurer
D. Douglas Gaston	Senior Vice President, General Counsel and Assistant Secretary	Senior Vice President, General Counsel and Assistant Secretary of Comcast Cable Communications
Ernest A. Pighini	Senior Vice President and Controller	Senior Vice President and Controller of Comcast Cable Communications

Directors and Executive Officers of Double C Technologies, LLC:

<u>Name</u>	<u>Position</u>	<u>Present Principal Occupation</u>
Stephen E. Silva	Chairman and Director	Executive Vice President □ Business Development of Comcast Cable Communications
Robert S. Pick	Director	Senior Vice President □ Corporate Development of Comcast Corporation
David M. Fellows	Director	Executive Vice President and Chief Technology Officer of Comcast Cable Communications
Mark E. Hess	Director	Senior Vice President □ Digital Television of Comcast Cable Communications
Dallas S. Clement	Director	Senior Vice President, Strategy and Development Cox Communications, Inc. 1400 Lake Hearn Drive, N.E. Atlanta, GA 30319
Stephen K. Necessary	Director	Vice President, Video Product Development

Cox Communications, Inc.
1400 Lake Hearn Drive, N.E.
Atlanta, GA 30319

Neil Heller	President	Vice President <input type="checkbox"/> New Business Initiatives and Operations of Comcast Cable Communications
John R. Alchin (Citizen of Australia)	Executive Vice President and Treasurer	Executive Vice President, Co-Chief Financial Officer and Treasurer of Comcast Corporation

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Lawrence S. Smith	Executive Vice President	Executive Vice President and Co-Chief Financial Officer of Comcast Corporation
David M. Fellows	Executive Vice President	Executive Vice President and Chief Technology Officer of Comcast Cable Communications
David L. Cohen	Executive Vice President and Assistant Secretary and Director	Executive Vice President and Assistant Secretary of Comcast Corporation
Michael S. Tallent	Executive Vice President <input type="checkbox"/> Administration and Finance	Executive Vice President <input type="checkbox"/> Administration and Finance of Comcast Cable Communications
David N. Watson	Executive Vice President <input type="checkbox"/> Operations	Executive Vice President <input type="checkbox"/> Operations of Comcast Cable Communications
Arthur R. Block	Senior Vice President, Secretary and Assistant Treasurer	Senior Vice President, General Counsel, Secretary and Assistant Treasurer of Comcast Corporation
D. Douglas Gaston	Senior Vice President, General Counsel and Assistant Secretary	Senior Vice President, General Counsel and Assistant Secretary of Comcast Cable Communications

Ernest A. Pighini

Senior Vice President and
Controller

Senior Vice President and
Controller of
Comcast Cable Communications