Moody's INVESTORS SERVICE

Instrument Information

CUSIP: 254687AW6

Issuer: WALT DISNEY COMPANY (THE)*

*WALT DISNEY COMPANY (THE) was previously known as WALT DISNEY PRODUCTIONS.

This section details the Moody's ratings for CUSIP 254687AW6.

A2 Senior Unsecured Rating as of 12/19/2008

Investment Grade	Non-Investment Grade

Instrument Long-Term Rating as of 12/19/2008

Obligations rated A are considered uppermedium grade and are subject to low credit risk.

Upgrade	Downgrade	Uncertain	Not on Watch

Instrument Watch Status

Moody's uses Watch Status to indicate that a rating is under review for possible change in the short-term.

Corporate Bond Information

Class	REG
Coupon	4.500
Maturity	15 Dec 2013
Rating Date	19 Dec 2008
Sale Date	17 Dec 2008
Original Face Value (in millions)	$1,000.000
Currency	USD
Debt has Support	N

WALT DISNEY COMPANY (THE) DIS

A2	Stable	Not on Watch
Long Term Rating as of 20-Aug-2008	Moody's Rating Outlook as of 23-May-2007	Company Watch Status

Company Profile

The Walt Disney Company ("Disney"), with its headquarters in Burbank, California, is a diversified worldwide media and entertainment company operating under five main business segments (as a percentage of 2012 fiscal year end revenues): Media Networks (46%), Parks and Resorts (31%), Studio Entertainment (14%), Consumer Products (8%), and Interactive Media (2%). Consolidated revenues for the twelve months ended December 31, 2012 were $42.8 billion.

Moody's Opinion as of 8-Mar-2013

Rating Drivers

- Significant scale and one of the world's most recognized entertainment brands which can be leveraged across various media and entertainment platforms
- Substantial free cash flow generation, robust credit metrics and strong liquidity
- Significant exposure to economic cycles and inherent volatility in film business, partially mitigated by geographic and business-line diversification
- Management's commitment to maintaining conservative financial policies and solid financial flexibility

Summary Rating Rationale

The Walt Disney Company's ("Disney") A2 senior unsecured debt ratings and Prime - 1 commercial paper rating reflect the company's strong global brands, its diversity of businesses within the media industry, its significant scale and ability to generate revenues across multiple platforms, and strong credit metrics, operating performance and liquidity. The ratings also capture the company's exposure to cyclical consumer spending pressures and the volatility of its film businesses.

The A2 rating reflects Moody's confidence in the strength of management with regard to consistent organic creation of new major profitable franchises, platforms and strategic initiatives which are nearly unrivaled, as well as management's commitment to a strong balance sheet and its current ratings. The company's credit profile derives considerable support from Disney's content production capabilities and its leadership in utilizing existing and new technological distribution platforms.

Detailed Rating Considerations

Significant scale, strong market position and long-term organic growth prospects

With consolidated revenues of approximately $42.8 billion for LTM 12/31/2012, Disney is one of the largest companies in our diversified media peer group. It is also among the most internationally diverse of the large integrated media conglomerates, deriving about 25% of its revenues from outside the U.S. and Canada. Disney's geographic and line-of-business diversity reduces the risk of weaker regional trends and/or business downturns. The company continues to grow its international revenues through joint ventures and licensing agreements, which limit its direct capital investment, include entrenched local partners (which often help ease political and cultural challenges and increase likely success), and increase its reach and distribution channels. While the company may make some small strategic acquisitions, we believe that its long term organic growth prospects, especially in overseas markets, are

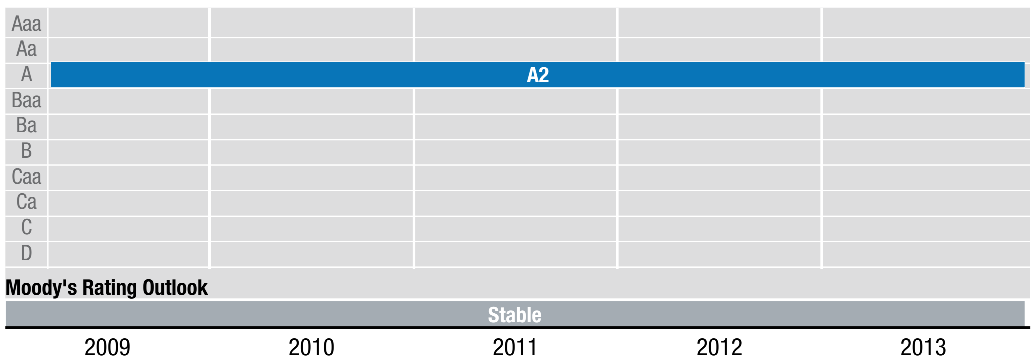
WALT DISNEY COMPANY (THE) DIS

Rating History

WALT DISNEY COMPANY (THE) has a long term rating of A2 that reflects the Senior Unsecured rating description.

This rating was most recently upgraded from A3 to A2 on 05/23/2007.

5 Year Long Term Rating History



Detailed Rating Considerations *Continued from Page 1*

one of its greatest strengths.

The ratings are supported by Disney's strong branding and leadership position in multiple media channels, including cable networks, television broadcasting, filmed entertainment and distribution, consumer products licensing, and destination theme parks. Driving the company's strong brand is its high quality children's and sports programming content which is organically developed or exclusive, and can be leveraged over multiple distribution platforms including new technology channels.

We believe the company needs to maintain a steady level of investment in order to stay fresh in the eyes of its core customer constituents, young people and parents. As technology advances, and it allows for greater fragmentation and opportunity for disintermediation of the traditional media and entertainment business that drives Disney, it is important that the company stay relevant with a digital presence in all of its businesses. Lack of ongoing innovation, investment, and relevance could allow competitors to cause the company's brands to decline over the long-term, although we believe it is unlikely the management would permit this to occur. Moody's believes that matching strong content with advances in technology and new digital platforms is expected to become an even larger priority for the media industry and may require increased capital investment for media companies such as Disney to remain competitive.

Robust financial metrics and substantial free cash flow generation

Disney's scale and financial flexibility decrease volatility in its credit metrics, as seen in 2009 when leverage weakened moderately to 2.1x as a result of the economic slowdown, and rapidly improved to under 2.0x by 2010 when consumer spending began to recover. The stable financial metrics, as well as management's commitment to sustain leverage of under 2.0x, continue to provide support of the ratings. We note that Disney's leverage of 2.1x at LTM 12/31/2012 (including Moody's standard adjustments and tax-effected underfunded pension liabilities) was at the higher end of our expected range for the company. However, we believe the higher leverage was partially driven by Disney's acquisition of Lucasfilm Ltd. (producer of the Star Wars Franchise) for $2.2 billion in November 2012, as well as the full consolidation of Disney's joint-venture operations in Europe, Hong Kong and Shanghai into our metrics following the company's refinancing of third party Euro Disney debt with intercompany debt in September 2012. We expect that leverage will decline back to under 2.0x as a result of EBITDA growth and upcoming debt maturities in 2013.

Disney continued to have a significant under-funded pension liability of $3.5 billion at fiscal year-end 2012 (approximately $2.1 billion tax affected), despite pension contributions of over $900 million in 2012, primarily a result of a lowering of the company's discount rate from 7% in 2008 to 3.85% in 2012. We expect that Disney will continue making contributions to its pension fund in 2013 to address this increasing liability.

We expect Disney to continue investing heavily in expanding its parks and resorts, particularly for its Shanghai joint venture prior to its expected opening in late 2015, though we expect it to moderate this phase of heavy capital spending in the intermediate term. The company has also instituted significant dividend increases in recent years, exceeding $1 billion in dividend payments in fiscal 2012. While higher dividends and high capital spending will pressure free cash flow metrics like debt-to-free cash flow and free cash flow conversion of EBITDA, the company's consistent generation of over $3 billion in pre-dividend free cash flow (which it maintained even through the recession in 2009) affords it solid financial flexibility. We believe that Disney's investments in improving its consumer experience and remaining on the leading edge of the most popular media and entertainment for its core audiences are vital to maintain its brand strength and defend its position among other large diversified global media companies.

Cyclical nature of Disney's operating segments

Disney's businesses rely heavily on both cyclical advertising (approximately 19% of fiscal year 2012 revenues) and vacation travel (approximately 31% of fiscal year 2012 revenues). The effect of the macro-economic environment on Disney's businesses could be seen in the recent downturn which impacted spending in its parks and resorts, demand for advertising on its cable and broadcast networks, DVD sales of its motion picture releases and purchases of company branded consumer products, which together led to a revenue decline of 4.5% in 2009. The company has since recovered across all its segments, and we expect it to experience high single digit revenue growth in fiscal 2013, driven by its media networks and parks and resorts segments.

We anticipate that the company's media networks segment will experience mid-single digit growth in fiscal 2013, with its strong cable networks offsetting modest

WALT DISNEY COMPANY (THE) DIS

Key Indicators WALT DISNEY COMPANY (THE)[1,2]

	FY2005	FY2006	FY2007	LTM 12/31/2007
Debt / EBITDA	2.3x	1.8x	1.9x	1.9x
FCF / Debt	14.6%	30.0%	20.8%	21.0%
EBITDA / Interest Expense	7.0x	10.1x	10.6x	10.7x
EBITDA / Revenue	21.2%	25.3%	25.9%	26.1%
FCF / EBITDA	33.9%	54.6%	38.5%	39.0%

[1] Ratios for all periods reflect "Moody's standard adjustments (see Moody's Approach to Global Standard Adjustments in the Analysis of Financial Statements for Non-Financial Companies - Part I", February 2006)
[2] Metrics consolidate 50% of Hong Kong and Euro Disney operations.

Detailed Rating Considerations *Continued from Page 2*

performance at its broadcast network and television stations. We expect Disney's ABC Network's lower primetime ratings will only be partially offset by political advertising revenues earned in the beginning of fiscal 2013 (the first quarter ended in December) as well as increased retransmission revenue. Cable networks will continue to perform well and benefit from contractual increases in subscriber carriage fees received from pay TV distributors, particularly the company's ESPN network which garners the highest fees among all cable networks. ESPN has been a major contributor to the segment's growth, and remains strongly positioned due to its dominance in sports programming. Its continued large investments in long-term sports programming rights (which are the most expensive programming on television), will protect it from competition in the intermediate term, and match Disney's long-term strategy to use superior content to maintain brand strength. Sports content has become increasingly valuable due to its ability to draw live viewership, which benefits advertisers, and its exclusivity to pay-television, which aids subscriber retention for pay-TV distributors. As a result, despite the steady and significant increases in programming rights fees, we believe that ESPN will succeed in passing along its rising programming costs to distributers and advertisers so as to avoid material pressure on its profit margins. While negotiations with distributors could be contentious, we believe ESPN will be able to match its demand for higher carriage fees with digital rights that are helpful to distributors such as those supporting the "TV everywhere" concept. The cable network business also benefits from less volatile revenue performance due to narrower viewer targeted demographics and lower ad rates as compared to broadcast networks.

Given the highly discretionary nature and consumer dependency of vacation travel, the company's parks and resorts business is the most influenced by macro-economic conditions. However, it has been a strong driver of Disney's growth in recent years and we expect that Disney's heavy investments in the expansion of its parks and new cruise ship launches, as well as improving economic conditions will drive higher guest attendance and spending, and consequently drive strong revenue growth in the intermediate term. Meanwhile, we expect higher EBITDA growth as the company has been focused on pricing discipline, by weaning more consumers off promotional discounts and instituting price increases across all its parks.

Disney's filmed entertainment business is inherently volatile and unpredictable, and will continue to be dependent on the performance of its slate in any given year. This volatility is built into the rating and mitigated by the company's diversity, risk and budget management, and strong global distribution. The segment has also been impacted by steadily declining home DVD sales, which in our opinion, has been driven by both slate performance as well as secular decline. We expect the company to be focused on a smaller but franchise-driven slate, which will contribute to EBITDA growth as large franchise films tend to be more profitable overall, and which will also help prop up home video sales as franchise films generally tend to do well among international audiences.

Disney's successful film franchises, including the recently acquired Star Wars franchise, are expected to support its licensing business. The company also continues to invest in new digital platforms such as online social games. Moody's believes that it is important for large media companies like Disney to build their new media presence to support their iconic brands and franchises, and at the same time manage the risks associated with such investments which may not prove to be profitable in the short term.

Strong commitment to rating by management

Management's commitment to and defense of the rating are important factors in our rating assessment, as it has the discretion to determine the company's rating by making decisions based upon its appetite for financial risk and rewarding equity stakeholders, which ultimately determines the amount of risk borne by bondholders. The A2 rating derives substantial support from the company's long term strategic plans and track record of commitment to its relatively conservative financial policy. Like many of the company's peers and other large-cap companies, Disney competes for the favor of its shareholders, and has recently been increasingly focused on shareholder returns. The company spent over $3 billion for share repurchases and over $1 billion for dividends in fiscal 2012, and we expect it to continue increasing returns as it generates strong free cash flow, though we expect dividends as a percent of pre-dividend free cash flow to remain below 30%, in line with its peers. We therefore place a high degree of weight on management's expressed commitment to govern its share buyback and dividend program within the bounds of its target credit metrics and A2/Prime-1 ratings. We do not anticipate any deviation from the company's plans in the intermediate-term.

Liquidity Profile

Disney's robust liquidity profile is supported by a liquid balance sheet, sizeable free cash flows and access to sizeable revolving credit facilities. As of LTM 12/31/2012, Disney had a consolidated cash balance of $3.2 billion and had generated free cash flow of about $3.5 billion (excluding the early dividend payment for fiscal 2013 made in Q1). The company has two committed revolving credit facilities: a $2.25 billion facility maturing in February 2015 and a $2.25 billion bank facility maturing in June 2017. These facilities were undrawn at 12/31/2012 and support its $4.5 billion commercial paper program under which there was approximately $3.0 billion outstanding at 12/31/2012. Moody's believes that the company consistently relies on its commercial paper program as a tool to help manage its short-term liquidity needs, despite its significant cash balance. Access to both credit facilities is restricted by a minimum consolidated EBITDA to interest

WALT DISNEY COMPANY (THE) DIS

Liquidity Profile *Continued from Page 3*

expense covenant of 3 times, and we expect Disney to remain well within financial covenant compliance. The company also manages its debt maturities to remain within the scope of its annual free cash flow generation, and we believe it will have sufficient financial flexibility to meet its upcoming debt maturities of approximately $1.6 billion over the next twelve months.

Structural Considerations

Disney Enterprises, Inc. ("DEI"; A1 senior unsecured rating) is a wholly owned operating subsidiary of The Walt Disney Company ("Disney") and is rated one notch higher than Disney. The one notch differential reflects DEI's bond holders' structurally senior position and priority of claim in the overall capital structure given the lack of any upstream guarantees to Disney which is where the preponderance of the company's debt is located, the financial support provided by DEI's sizeable asset base, and the very low relative debt level as compared to the total family indebtedness.

Rating Outlook

Disney's stable outlook reflects Moody's expectation that Disney will sustain leverage under 2.0x and that the company will manage share repurchases and acquisitions to maintain its credit metrics within the bounds of the A2 rating category.

What Could Change the Rating UP

If the company's debt-to EBITDA leverage is sustained at under 1.5 times, while maintaining conversion of EBITDA to free cash flow at above 35%, upward rating pressure could occur. A strong commitment from the company's management and board of directors to these stronger metrics, taking into account the risk of a cyclical economic downturn, would be necessary for consideration of a higher rating.

What Could Change the Rating DOWN

A downgrade might occur in a recessionary scenario if leverage was sustained at elevated levels over a prolonged period and not mitigated with debt reduction. The rating would also likely be lowered if management does not remain committed to keeping leverage below 2.0x or if substantial debt financed acquisitions or share repurchases result in leverage over 2.25x for a sustained period.

WALT DISNEY COMPANY (THE) DIS

WALT DISNEY COMPANY (THE) DIS

Rating Definitions

Long-Term Obligation Ratings

Moody's long-term obligation ratings are opinions of the relative credit risk of fixed-income obligations with an original maturity of one year or more. They address the possibility that a financial obligation will not be honored as promised. Such ratings reflect both the likelihood of default and any financial loss suffered in the event of default.

Aaa Obligations rated Aaa are judged to be of the highest quality, with minimal credit risk.

Aa Obligations rated Aa are judged to be of high quality and are subject to very low credit risk.

A Obligations rated A are considered upper-medium grade and are subject to low credit risk.

Baa Obligations rated Baa are subject to moderate credit risk. They are considered medium-grade and as such may possess certain speculative characteristics.

Ba Obligations rated Ba are judged to have speculative elements and are subject to substantial credit risk.

B Obligations rated B are considered speculative and are subject to high credit risk.

Caa Obligations rated Caa are judged to be of poor standing and are subject to very high credit risk.

Ca Obligations rated Ca are highly speculative and are likely in, or very near, default, with some prospect of recovery of principal and interest.

C Obligations rated C are the lowest rated class of bonds and are typically in default, with little prospect for recovery of principal or interest.

Note: Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

Rating Outlooks

A Moody's rating outlook is an opinion regarding the likely direction of a rating over the medium term. Where assigned, rating outlooks fall into the following four categories: Positive (POS), Negative (NEG), Stable (STA), and Developing (DEV -- contingent upon an event). In the few instances where an issuer has multiple outlooks of differing directions, an "(m)" modifier (indicating multiple, differing outlooks) will be displayed, and Moody's written research will describe any differences and provide the rationale for these differences. A RUR (Rating(s) Under Review) designation indicates that the issuer has one or more ratings under review for possible change, and thus overrides the outlook designation. When an outlook has not been assigned to an eligible entity, NOO (No Outlook) may be displayed.

Watchlist

Moody's uses the Watchlist to indicate that a rating is under review for possible change in the short-term. A rating can be placed on review for possible upgrade (UPG), on review for possible downgrade (DNG), or more rarely with direction uncertain (UNC). A credit is removed from the Watchlist when the rating is upgraded, downgraded or confirmed.

Provisional Ratings

As a service to the market and typically at the request of an issuer, Moody's will assign a provisional rating when it is highly likely that the rating will become final after all documents are received, or an obligation is issued into the market. A provisional rating is denoted by placing a (P) in front of the rating. Such ratings may also be assigned to shelf registrations under SEC rule 415.