HAYNE RICHARD A
Form 4
September 14, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HAYNE RICHARD A

(Last) (First) (Middle)

5000 SOUTH BROAD STREET

(Street)

PHILADELPHIA, PA 19112

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
URBAN OUTFITTERS INC [URBN]

3. Date of Earliest Transaction (Month/Day/Year)
09/10/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock	09/10/2009		S		610,574	D	$ 30.0986 (1)	18,530,191	D (4)	
Common stock	09/11/2009		S		200,997	D	$ 30.1233 (2)	18,329,194	D (4)	
Common stock	09/14/2009		S		848,429	D	$ 30.1912 (3)	17,480,765	D (4)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAYNE RICHARD A 5000 SOUTH BROAD STREET PHILADELPHIA, PA 19112	X	X	President	
Hayne Margaret 5000 S. BROAD STREET PHILADELPHIA, PA 19112			President, Free People	

Signatures

/s/ Richard A. Hayne	09/14/2009
**Signature of Reporting Person	Date
/s/ Margaret Hayne	09/14/2009
**Signature of Reporting Person	Date

Explanation of Responses:

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

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

The price in Column 4 is a weighted average price. The prices actually received ranged from $30.00 to $30.74. The reporting person undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.

(2) The price in Column 4 is a weighted average price. The prices actually received ranged from $30.00 to $30.22. The reporting person undertakes to provide upon reqeust by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.

(3) The price in Column 4 is a weighted average price. The prices actually received ranged from $30.00 to $30.62. The reporting person undertakes to provide upon reqeust by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.

(4) These shares or derivative securities are owned directly by Richard A. Hayne and indirectly by his spouse, Margaret Hayne. Margaret Hayne disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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Distributions and other

(5) (324) (329) 2 (253) (251)

Ending Balance

$37,959 **$1,642** **$39,601** **$34,296** **$1,102** **$35,398**

See Notes to Condensed Consolidated Financial Statements

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THE WALT DISNEY COMPANY

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited; tabular dollars in millions, except for per share data)

1. *Principles of Consolidation*

These Condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial information and the instructions to Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. We believe that we have included all normal recurring adjustments necessary for a fair statement of the results for the interim period. Operating results for the quarter and nine months ended July 3, 2010 are not necessarily indicative of the results that may be expected for the year ending October 2, 2010. Certain reclassifications have been made in the prior year financial statements to conform to the current year presentation.

These financial statements should be read in conjunction with the Company s 2009 Annual Report on Form 10-K as amended on Form 8-K dated February 18, 2010.

In December 1999, DVD Financing, Inc. (DFI), a subsidiary of Disney Vacation Development, Inc. and an indirect subsidiary of the Company, completed a receivables sale transaction that established a facility that permitted DFI to sell receivables arising from the sale of vacation club memberships on a periodic basis. In connection with this facility, DFI prepares separate financial statements, although its separate assets and liabilities are also consolidated in these financial statements. DFI s ability to sell new receivables under this facility ended on December 4, 2008. (See Note 13 for further discussion of this facility)

The terms Company, we, us, and our are used in this report to refer collectively to the parent company and the subsidiaries through which our various businesses are actually conducted.

2. *Segment Information*

The operating segments reported below are the segments of the Company for which separate financial information is available and for which segment results are evaluated regularly by the Chief Executive Officer in deciding how to allocate resources and in assessing performance. The Company reports the performance of its operating segments including equity in the income of investees, which consists primarily of cable businesses included in the Media Networks segment.

	Quarter Ended		Nine Months Ended	
	July 3, 2010	June 27, 2009	**July 3, 2010**	June 27, 2009
Revenues[1] :				
Media Networks	**$ 4,729**	$ 3,961	**$ 12,748**	$ 11,484
Parks and Resorts	**2,831**	2,751	**7,942**	7,823
Studio Entertainment	**1,639**	1,261	**5,110**	4,641
Consumer Products	**606**	510	**1,948**	1,779
Interactive Media	**197**	113	**573**	555
	$ 10,002	$ 8,596	**$ 28,321**	$ 26,282
Segment operating income (loss) [1]:				
Media Networks	**$ 1,885**	$ 1,319	**$ 3,915**	$ 3,280
Parks and Resorts	**477**	521	**1,002**	1,074
Studio Entertainment	**123**	(12)	**589**	188

Consumer Products	**117**	96	**493**	458
Interactive Media	**(65)**	(75)	**(130)**	(181)
	$ 2,537	$ 1,849	**$ 5,869**	$ 4,819

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited; tabular dollars in millions, except for per share data)

(1) Studio Entertainment segment revenues and operating income include an allocation of Consumer Products and Interactive Media revenues which is meant to reflect royalties on sales of merchandise based on certain Studio film properties. The increases/(decreases) related to these allocations on segment revenues and operating income as reported in the above table are as follows:

	Quarter Ended		**Nine Months Ended**	
	July 3, 2010	June 27, 2009	**July 3, 2010**	June 27, 2009
Studio Entertainment	**$ 51**	$ 21	**$ 136**	$ 98
Consumer Products	**(50)**	(20)	**(129)**	(85)
Interactive Media	**(1)**	(1)	**(7)**	(13)
	$	$		$

A reconciliation of segment operating income to income before income taxes is as follows:

	Quarter Ended		**Nine Months Ended**	
	July 3, 2010	June 27, 2009	**July 3, 2010**	June 27, 2009
Segment operating income	**$ 2,537**	$ 1,849	**$ 5,869**	$ 4,819
Corporate and unallocated shared expenses	**(119)**	(96)	**(282)**	(268)
Restructuring and impairment charges	**(36)**	(21)	**(212)**	(326)
Other income	**43**		**140**	114
Net interest expense	**(89)**	(75)	**(322)**	(342)
Income before income taxes	**$ 2,336**	$ 1,657	**$ 5,193**	$ 3,997

3. *Acquisitions*

The Disney Store Japan

On March 31, 2010, the Company acquired all of the outstanding shares of Retail Networks Company Limited (The Disney Store Japan) in exchange for a $17 million note. At the time of the acquisition, The Disney Store Japan had a cash balance of $13 million. In connection with the acquisition, the Company recognized a $22 million non-cash gain from the deemed termination of the existing licensing arrangement. The gain is reported in Other income in the fiscal 2010 Condensed Consolidated Statement of Income.

Marvel

On December 31, 2009, the Company completed a cash and stock acquisition for the outstanding capital stock of Marvel Entertainment, Inc. (Marvel), a character-based entertainment company. Disney believes that this acquisition is consistent with the Company s strategic value creation through utilization of intellectual properties across Disney s multiple platforms and territories.

The acquisition purchase price totaled $4.2 billion. In accordance with the terms of the acquisition, Marvel shareholders received $30 per share in cash and 0.7452 Disney shares for each Marvel share they owned. In total, the Company paid $2.4 billion in cash and distributed shares valued at $1.9 billion (approximately 59 million shares of Disney common stock at a price of $32.25).

The Company is required to allocate the purchase price to tangible and identifiable intangible assets acquired and liabilities assumed based on their fair values. The excess of the purchase price over those fair values is recorded as goodwill. The Company is in the process of finalizing the valuation of the assets acquired and liabilities assumed and therefore, the fair values set forth below are subject to adjustment once the valuations are completed.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited; tabular dollars in millions, except for per share data)

The following table summarizes our preliminary allocation of the purchase price:

	Estimated Fair Value
Cash and cash equivalents	$ 105
Accounts receivable and other assets	137
Film costs	304
Intangible assets	2,870
Goodwill	2,269
Total assets acquired	5,685
Accounts payable and other liabilities	(320)
Deferred income taxes	(1,033)
Total liabilities assumed	(1,353)
Noncontrolling interests	(90)
	$ 4,242

Intangible assets primarily consist of character-based intellectual property with an estimated useful life of approximately 40 years.

The goodwill reflects the value to Disney from leveraging Marvel intellectual property across our distribution channels, taking advantage of Disney s established global reach. The goodwill recorded as part of this acquisition is not amortizable for tax purposes.

Jetix Europe

In December 2008, the Company acquired an additional 26% interest in Jetix Europe N.V., a publicly traded pan-European kids entertainment company, for approximately $354 million (bringing our total ownership interest to over 99%). The Company currently intends to acquire the remaining outstanding shares through statutory buy-out proceedings.

UTV

On May 9, 2008, the Company acquired a 24% interest (bringing its undiluted interest to 37%) in UTV Software Communications Limited (UTV), a media company headquartered and publicly traded in India, for approximately $197 million. In accordance with Indian securities regulations, the Company was required to make an open tender offer to purchase up to an additional 23% of UTV s publicly traded voting shares for a price equivalent to the May 9th, 2008 Indian rupee purchase price. In November 2008, the Company completed the open offer and acquired an incremental 23% of UTV s voting shares for approximately $138 million bringing its undiluted interest to 60%. Due to the change in the exchange rate between the US dollar and the Indian rupee from May to November, the US dollar price per share was lower in November than in May. UTV s founder has a four-year option which expires in November 2012 to buy all or a portion of the shares acquired by the Company during the open-offer period at a price no less than the Company s open-offer price. If the trading price upon exercise of the option exceeds the price paid by the Company, then the option price is capped at the Company s open-offer price plus a 10% annual return. The Company does not have the right to vote the shares subject to the option until the expiration of the option and accordingly the Company s ownership interest in voting shares is 48%. In addition to the acquisition of UTV, on August 5, 2008, the Company invested $28 million in a UTV subsidiary, UTV Global Broadcasting Limited (along with UTV, the UTV Group). The Company s investment in the UTV Group is accounted for under the equity method.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited; tabular dollars in millions, except for per share data)

In fiscal 2009, the Company recorded non-cash impairment charges totaling $65 million, based on the Company s internal valuation of the UTV business, which was estimated using a discounted cash flow model. The trading value of UTV stock has experienced considerable fluctuation, and the Company s carrying value of its investment in the UTV Group, which is $252 million as of July 3, 2010, has exceeded the trading value by a significant amount at times. The Company will continue to monitor the recoverability of its investment in the UTV Group.

In January 2010, UTV issued additional stock in exchange for the outstanding noncontrolling interest of one of its subsidiaries diluting the Company s direct interest in UTV to 50% (39% voting interest) while increasing the indirect interest in the subsidiary.

Goodwill

The changes in the carrying amount of goodwill for the nine months ended July 3, 2010, are as follows:

	Media Networks	Parks and Resorts	Studio Entertainment	Consumer Products	Interactive Media	Total
Goodwill	$ 15,744	$ 172	$ 4,737	$ 422	$ 637	$ 21,712
Accumulated Impairments					(29)	(29)
Balance at Oct. 3, 2009	15,744	172	4,737	422	608	21,683
Acquisitions [(1)]			528	1,499	271	2,298
Disposition	(3)			(9)		(12)
Other, net [(2)]	(8)	(1)	(250)	(1)		(260)
Balance at Jul. 3, 2010	**$ 15,733**	**$ 171**	**$ 5,015**	**$ 1,911**	**$ 879**	**$ 23,709**

(1) During the nine months ended July 3, 2010, the Company completed the acquisition of Marvel and recorded $2,269 million of goodwill. See discussion above on the Marvel acquisition.

(2) On July 29, 2010, the Company entered into an agreement to sell the majority of the assets of the Miramax business. The Miramax assets along with $232 million of allocable goodwill have been classified as held for sale and reported in Other Assets in the fiscal 2010 Condensed Consolidated Balance Sheet. See Note 16 for further details.

Intangibles

The Company s intangible assets are as follows:

	July 3, 2010	October 3, 2009
Copyrights and other character intangibles	**$ 3,115**	$ 358
Other amortizable intangible assets	**301**	296
Accumulated amortization	**(325)**	(249)
Net amortizable intangible assets	**3,091**	405
FCC licenses	**736**	713
Trademarks	**1,218**	1,109

Other indefinite lived intangible assets	**20**	20
Total intangible assets	**$ 5,065**	$ 2,247

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited; tabular dollars in millions, except for per share data)

Amortization expense was $75 million and $40 million for the nine months ended July 3, 2010 and June 27, 2009, respectively. As a result of the acquisition of Marvel, intangible assets increased by $2.9 billion. The Company expects its aggregate annual amortization expense for existing amortizable intangible assets for fiscal years 2010 through 2014 to be as follows:

2010	$ 106
2011	121
2012	117
2013	109
2014	106

Amortizable intangible assets are generally amortized on a straight-line basis over periods up to 40 years. The costs to periodically renew our intangible assets are expensed as incurred. The Company has determined that there are currently no legal, competitive, economic or other factors that materially limit the useful life of our FCC licenses and trademarks.

4. *Dispositions*

On May 12, 2010, the Company sold the rights and assets related to the Power Rangers property for $65 million, resulting in a pre-tax gain of $43 million reported in Other income in the Fiscal 2010 Condensed Consolidated Statements of Income.

On January 27, 2010, the Company sold its investment in a pay television service in Europe for $78 million, resulting in a pre-tax gain of $48 million reported in Other income in the Fiscal 2010 Condensed Consolidated Statement of Income.

On November 25, 2009, the Company sold its investment in a television service in Europe for $37 million, resulting in a pre-tax gain of $27 million reported in Other income in the Fiscal 2010 Condensed Consolidated Statement of Income.

On December 22, 2008, the Company sold its investment in two pay television services in Latin America, for approximately $185 million, resulting in a pre-tax gain of $114 million reported in Other income in the Fiscal 2009 Condensed Consolidated Statement of Income.

5. *Borrowings*

During the nine months ended July 3, 2010, the Company s borrowing activity was as follows:

	October 3, 2009	Additions	Payments	Other Activity	**July 3, 2010**
Commercial paper borrowings	$	$ 794	$	$	**$ 794**
U.S. medium-term notes	7,618		(50)	3	**7,571**
European medium-term notes	347		(88)	5	**264**
Other foreign currency denominated debt	904			22	**926**
Film financing	350		(350)		
Other	614			15	**629**
Euro Disney borrowings[1]	2,344		(91)	(307)	**1,946**

Hong Kong Disneyland borrowings	524			(27)	**497**
Total	$ 12,701	$ 794	$ (579)	$ (289)	**$ 12,627**

[1] The other activity is primarily the impact of foreign currency translation as a result of the strengthening of the U.S. dollar against the Euro.

THE WALT DISNEY COMPANY

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited; tabular dollars in millions, except for per share data)

6. *Euro Disney and Hong Kong Disneyland*

The Company has a 51% effective ownership interest in the operations of Euro Disney and a 47% ownership interest in the operations of Hong Kong Disneyland, both of which are consolidated in the Company s financial statements.

The following table presents summarized balance sheet information for the Company as of July 3, 2010, reflecting the impact of consolidating the balance sheets of Euro Disney and Hong Kong Disneyland.

	Before Euro Disney and Hong Kong Disneyland Consolidation	Euro Disney, Hong Kong Disneyland and Adjustments	Total
Cash and cash equivalents	$ 2,425	$ 526	$ 2,951
Other current assets	9,442	208	9,650
Total current assets	11,867	734	12,601
Investments	3,506	(919)	2,587
Fixed assets	13,196	3,958	17,154
Other assets	35,933	30	35,963
Total assets	$ 64,502	$ 3,803	$ 68,305
Current portion of borrowings	$ 1,675	$ 148	$ 1,823
Other current liabilities	7,164	502	7,666
Total current liabilities	8,839	650	9,489
Borrowings	8,509	2,295	10,804
Deferred income taxes and other long-term liabilities	8,277	134	8,411
Equity	38,877	724	39,601
Total liabilities and equity	$ 64,502	$ 3,803	$ 68,305

The following table presents summarized income statement information of the Company for the nine months ended July 3, 2010, reflecting the impact of consolidating the income statements of Euro Disney and Hong Kong Disneyland.

	Before Euro Disney and Hong Kong Disneyland Consolidation	Euro Disney, Hong Kong Disneyland and Adjustments	Total
Revenues	$ 26,853	$ 1,468	$ 28,321
Cost and expenses	(21,610)	(1,506)	(23,116)
Restructuring and impairment charges	(212)		(212)

Other income	140		140
Net interest expense	(238)	(84)	(322)
Equity in the income of investees	320	62	382
Income before income taxes	5,253	(60)	5,193
Income taxes	(1,837)	(9)	(1,846)
Net income	$ 3,416	$ (69)	$ 3,347

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited; tabular dollars in millions, except for per share data)

The following table presents summarized cash flow statement information of the Company for the nine months ended July 3, 2010, reflecting the impact of consolidating the cash flow statements of Euro Disney and Hong Kong Disneyland.

	Before Euro Disney and Hong Kong Disneyland Consolidation	Euro Disney, Hong Kong Disneyland and Adjustments	Total
Cash provided by operations	$ 4,179	$ 193	$ 4,372
Investments in parks, resorts and other property	(1,165)	(148)	(1,313)
Other investing activities	(2,194)	44	(2,150)
Cash used by financing activities	(1,206)	(169)	(1,375)
Decrease in cash and cash equivalents	(386)	(80)	(466)
Cash and cash equivalents, beginning of period	2,811	606	3,417
Cash and cash equivalents, end of period	$ 2,425	$ 526	$ 2,951

7. *Pension and Other Benefit Programs*

The components of net periodic benefit cost are as follows:

	Pension Plans				Postretirement Medical Plans			
	Quarter Ended		Nine Months Ended		Quarter Ended		Nine Months Ended	
	July 3, 2010	June 27, 2009	**July 3, 2010**	June 27, 2009	**July 3, 2010**	June 27, 2009	**July 3, 2010**	June 27, 2009
Service cost	**$ 66**	$ 42	**$ 198**	$ 125	**$ 5**	$ 5	**$ 16**	$ 13
Interest cost	**99**	91	**297**	272	**17**	17	**52**	53
Expected return on plan assets	**(104)**	(93)	**(311)**	(279)	**(6)**	(6)	**(19)**	(19)
Amortization of prior year service costs	**3**	4	**10**	11		(1)	**(1)**	(2)
Recognized net actuarial loss	**39**	(3)	**116**	(7)	**2**	(2)	**5**	(6)
Net periodic benefit cost	**$ 103**	$ 41	**$ 310**	$ 122	**$ 18**	$ 13	**$ 53**	$ 39

During the nine months ended July 3, 2010, the Company made contributions to its pension and postretirement medical plans totaling $409 million, which included discretionary contributions above the minimum requirements for our pension plans. The Company does not anticipate making any material contributions to its pension and postretirement medical plans during the remainder of fiscal 2010.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited; tabular dollars in millions, except for per share data)

8. *Earnings Per Share*

Diluted earnings per share amounts are based upon the weighted average number of common and common equivalent shares outstanding during the period and are calculated using the treasury stock method for equity-based compensation awards (Awards). A reconciliation of the weighted average number of common and common equivalent shares outstanding and Awards excluded from the diluted earnings per share calculation, as they were anti-dilutive, are as follows:

	Quarter Ended		**Nine Months Ended**	
	July 3, 2010	June 27, 2009	**July 3, 2010**	June 27, 2009
Shares (in millions):				
Weighted average number of common shares outstanding (basic)	**1,945**	1,857	**1,917**	1,855
Weighted average dilutive impact of equity-based compensation awards	**33**	17	**34**	16
Weighted average number of common and common equivalent shares outstanding (diluted)	**1,978**	1,874	**1,951**	1,871
Awards excluded from diluted earnings per share	**14**	149	**39**	155

9. *Equity*

The Company declared a $653 million dividend ($0.35 per share) on December 2, 2009 related to fiscal 2009 for shareholders of record on December 14, 2009, which was paid on January 19, 2010. The Company paid a $648 million dividend ($0.35 per share) during the third quarter of fiscal 2009 related to fiscal 2008.

During the nine months ended July 3, 2010, the Company repurchased 45 million shares of its common stock for approximately $1.5 billion. As of July 3, 2010, the Company had remaining authorization in place to repurchase approximately 134 million additional shares. The repurchase program does not have an expiration date.

The Company received proceeds of $1.1 billion from the exercise of 43 million employee stock options during the nine months ended July 3, 2010.

Accumulated other comprehensive income (loss), net of tax, is as follows:

	July 3, 2010	October 3, 2009
Market value adjustments for investments and hedges	**$ 16**	$ 18
Foreign currency translation and other	**37**	105
Unrecognized pension and postretirement medical expense	**(1,646)**	(1,767)
Accumulated other comprehensive income (loss) [(1)]	**$ (1,593)**	$ (1,644)

(1) Accumulated other comprehensive income (loss) and components of other comprehensive income (loss) are net of 37% estimated tax

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THE WALT DISNEY COMPANY

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited; tabular dollars in millions, except for per share data)

10. *Equity-Based Compensation*

The amount of compensation expense related to stock options and restricted stock units (RSUs) is as follows:

	Quarter Ended		**Nine Months Ended**	
	July 3, 2010	June 27, 2009	**July 3, 2010**	June 27, 2009
Stock options	**$ 49**	$ 53	**$ 171**	$ 166
RSUs	**70**	58	**220**	170
Total equity-based compensation expense	**$ 119**	$ 111	**$ 391**	$ 336

Unrecognized compensation cost related to unvested stock options and RSUs totaled approximately $265 million and $586 million, respectively, as of July 3, 2010.

In January 2010, the Company made stock compensation grants, which included its regular annual grant, consisting of 11.5 million stock options and 13.4 million RSUs, of which 0.4 million RSUs included market and/or performance conditions.

The weighted average grant date fair values of options issued during the nine months ended July 3, 2010, and June 27, 2009, were $9.42 and $7.43, respectively.

11. *Commitments and Contingencies*

Legal Matters

Celador International Ltd. v. The Walt Disney Company. On May 19, 2004, an affiliate of the creator and licensor of the television program, *Who Wants to be a Millionaire*, filed an action against the Company and certain of its subsidiaries, including American Broadcasting Companies, Inc. and Buena Vista Television, LLC, alleging it was damaged by defendants improperly engaging in certain intra-company transactions and charging merchandise distribution expenses, resulting in an underpayment to the plaintiff. On July 7, 2010, the jury returned a verdict for breach of contract against certain subsidiaries of the Company, awarding plaintiff damages of $269.4 million. The plaintiff has advised the Company that it intends to seek an award of prejudgment interest on the verdict amount. Although we cannot predict the ultimate outcome of this lawsuit, the Company believes the jury s verdict is in error and intends to vigorously pursue its position in post-trial motions and, if those motions are unsuccessful, on appeal.

The Company, together with, in some instances, certain of its directors and officers is a defendant or codefendant in various other legal actions involving copyright, breach of contract and various other claims incident to the conduct of its businesses. Management does not expect the Company to suffer material liability by reason of these actions.

Contractual Guarantees

The Company has guaranteed bond issuances by the Anaheim Public Authority that were used by the City of Anaheim to finance construction of infrastructure and a public parking facility adjacent to the Disneyland Resort. Revenues from sales, occupancy and property taxes from the Disneyland Resort and non-Disney hotels are used by the City of Anaheim to repay the bonds. In the event of a debt service shortfall, the Company will be responsible to fund the shortfall. As of July 3, 2010, the remaining debt service obligation guaranteed by the Company was

$370 million, of which $94 million was principal. To the extent that tax revenues exceed the debt service payments in subsequent periods, the Company would be reimbursed for any previously funded shortfalls. To date, tax revenues have exceeded the debt service payments for the Anaheim bonds.

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ESPN STAR Sports, a joint venture in which ESPN owns a 50% equity interest, has an agreement for global programming rights to International Cricket Council events from 2007 through 2015. Under the terms of the agreement, ESPN and the other joint-venture partner have jointly guaranteed the programming rights obligation of approximately $0.9 billion over the remaining term of the agreement.

Accounts Receivable Risk

In light of the recent turmoil in the domestic and global economy, our estimates and judgments with respect to the collectibility of our receivables have become subject to greater uncertainty than in more stable periods.

Income Taxes

During the nine months, the Company settled certain tax matters with various jurisdictions. As a result of these settlements, the Company reduced its unrecognized tax benefits by $164 million.

During the nine months, the Company recorded a $72 million charge related to the health care reform legislation enacted in March 2010. Under this legislation the Company s deductions for retiree prescription drug benefits will be reduced by the amount of Medicare Part D drug subsidies received beginning in fiscal year 2014. Under applicable accounting rules, the Company is required in the period of enactment to reduce its existing deferred tax asset, which was established for the future deductibility of retiree prescription drug benefit costs, to reflect the lost deductions.

In the next twelve months, it is reasonably possible that our unrecognized tax benefits could change due to payments for or resolution of open tax matters for post-2004 years. These resolutions and payments would reduce our unrecognized tax benefits by $43 million.

12. *New Accounting Pronouncements*

Revenue Arrangements with Multiple Deliverables

In October 2009, the Financial Accounting Standards Board (FASB) issued guidance on revenue arrangements with multiple deliverables effective for the Company s 2011 fiscal year. The guidance revises the criteria for separating, measuring, and allocating arrangement consideration to each deliverable in a multiple element arrangement. The guidance requires companies to allocate revenue using the relative selling price of each deliverable, which must be estimated if the Company does not have a history of selling the deliverable on a stand-alone basis or third-party evidence of selling price. The Company does not expect the adoption of this guidance to have a material impact on its financial statements.

Variable Interest Entities

In June 2009, the FASB issued guidance to revise the approach to determine when a variable interest entity (VIE) should be consolidated. The new consolidation model for VIEs considers whether an entity has the power to direct the activities that most significantly impact the VIE s economic performance and shares in the significant risks and rewards of the entity. The guidance on VIE s requires companies to continually reassess VIEs to determine if consolidation is appropriate and provide additional disclosures. The guidance is effective for the Company s 2011 fiscal year. The Company is assessing the potential effect this guidance will have on its financial statements.

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Collaborative Arrangements

In December 2007, the FASB issued guidance that defines collaborative arrangements and establishes accounting and reporting requirements for such arrangements. A collaborative arrangement is a contractual arrangement that involves a joint operating activity, for example an agreement to co-produce and distribute a motion picture with another studio. The Company adopted the provisions of this collaborative arrangement guidance at the beginning of fiscal year 2010. The adoption did not have a material impact on the Company s financial statements.

Business Combinations

In December 2007, the FASB issued guidance that establishes principles and requirements for determining how a company recognizes and measures the fair value of certain assets and liabilities acquired in a business combination, including noncontrolling interests, contingent consideration, and certain acquired contingencies. The guidance on business combinations also requires acquisition-related transaction expenses and restructuring costs be expensed as incurred rather than capitalized. The Company adopted the provisions of this business combination guidance and applied the guidance prospectively beginning fiscal year 2010.

Noncontrolling Interests

In December 2007, the FASB issued guidance on the accounting and reporting for a noncontrolling interest in a subsidiary which requires that noncontrolling interests be reported as a separate component of shareholders equity and that net income attributable to the noncontrolling interests and net income attributable to the shareholders of the Company be presented separately in the consolidated statement of income. The Company adopted the provisions of this noncontrolling interest guidance at the beginning of fiscal year 2010.

13. *Fair Value Measurements*

Fair value is defined as the amount that would be received for selling an asset or paid to transfer a liability in an orderly transaction between market participants. Assets and liabilities carried at fair value are classified in the following categories:

Level 1 Quoted prices for identical instruments in active markets

Level 2 Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets

Level 3 Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable

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The Company s assets and liabilities measured at fair value on a recurring basis as of July 3, 2010 are summarized in the following table:

	Level 1	Level 2	Level 3	Total
Assets				
Investments	$ 39	$ 43	$ 2	$ 84
Derivatives [1]				
Interest rate		199		199
Foreign exchange		594		594
Residual Interests			54	54
Liabilities				
Derivatives [1]				
Interest rate		(19)		(19)
Foreign exchange		(445)		(445)
Other derivatives		(1)		(1)
Other			(1)	(1)
Total	$ 39	$ 371	$ 55	$ 465

[1] The Company has a master netting arrangement by counterparty with respect to certain derivative contracts. Contracts in a liability position totaling $257 million have been netted against contracts in an asset position in the July 3, 2010 Condensed Consolidated Balance Sheet

The fair value of Level 2 investments is primarily determined by reference to market prices based on recent trading activity and other relevant information including pricing for similar securities as determined by third-party pricing services.

The fair values of Level 2 derivatives, which consist of interest rate and foreign currency hedges, are primarily determined based on the present value of future cash flows using internal models that use observable inputs, such as interest rates, yield curves and foreign currency exchange rates. Counterparty credit risk, which is mitigated by master netting agreements and collateral posting arrangements with certain counterparties, did not have a material impact on derivative fair value estimates.

Level 3 residual interests consist of our residual interests in securitized vacation ownership mortgage receivables and are valued using a discounted cash flow model that considers estimated interest rates, discount rates, prepayment, and defaults. There were no material changes in the residual interests in the first nine months of fiscal 2010.

Transfers of Financial Assets

Through December 4, 2008, the Company sold mortgage receivables arising from sales of its vacation ownership units under a facility that expired on December 4, 2008 and was not renewed. The Company sold $17 million of mortgage receivables during the three months ended December 27, 2008 which resulted in immaterial gains.

The Company continues to service the sold receivables and has a residual interest in those receivables. As of July 3, 2010, the outstanding principal amount for sold mortgage receivables was $331 million, and the carrying value of the Company s residual interest, which is recorded in other long-term assets, was $54 million.

The Company repurchases defaulted and certain delinquent mortgage receivables at their outstanding balance. The Company did not make material repurchases in the nine months ended July 3, 2010 or June 27, 2009. The Company generally has been able to sell the repurchased vacation ownership units for amounts that exceed the amounts at which they were repurchased.

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The Company also provides credit support for up to 70% of the outstanding balance of the sold mortgage receivables which the mortgage receivable acquirer may draw on in the event of losses under the facility. The Company maintains a reserve for estimated credit losses related to these receivables.

Fair Value of Financial Instruments

In addition to the financial instruments listed above, the Company s financial instruments also include cash, cash equivalents, receivables, accounts payable and borrowings.

The fair values of cash and cash equivalents, receivables and accounts payable approximated the carrying values. The estimated fair values of other financial instruments subject to fair value disclosures, determined based on broker quotes or quoted market prices or interest rates for the same or similar instruments, and the related carrying amounts are as follows:

	July 3, 2010		October 3, 2009	
Asset/(Liability)	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Investments	$ 84	$ 84	$ 78	$ 78
Borrowings	(12,627)	(13,693)	(12,701)	(12,643)
Derivatives	328	328	252	252

14. *Derivative Instruments*

The Company manages its exposure to various risks relating to its ongoing business operations according to a risk management policy. The primary risks managed with derivative instruments are interest rate risk and foreign exchange risk.

The following table summarizes the fair value of the Company s derivative positions as of July 3, 2010:

	Current Assets	**Other Assets**	**Other Accrued Liabilities**	**Other Long-Term Liabilities**
Derivatives designated as hedges				
Foreign exchange	$ 287	$ 92	$ (261)	$ (92)
Interest rate	3	196		
Derivatives not designated as hedges				
Foreign exchange	84	131	(62)	(30)
Interest rate				(19)
Other			(1)	
Gross fair value of derivatives	374	419	(324)	(141)
Counterparty netting	(178)	(79)	179	78
Total Derivatives [(1)]	$ 196	$ 340	$ (145)	$ (63)

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Explanation of Responses:

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The following table summarizes the fair value of the Company s derivative positions as of October 3, 2009:

	Current Assets	Other Assets	Other Accrued Liabilities	Other Long-Term Liabilities
Derivatives designated as hedges				
Foreign exchange	$ 84	$ 111	$ (115)	$ (55)
Interest rate	4	186		
Derivatives not designated as hedges				
Foreign exchange	37	127	(70)	(37)
Interest rate				(18)
Other			(2)	
Gross fair value of derivatives	125	424	(187)	(110)
Counterparty netting	(98)	(72)	103	67
Total Derivatives [(1)]	$ 27	$ 352	$ (84)	$ (43)

(1) Refer to Note 13 for further information on derivative fair values and counterparty netting.

Interest Rate Risk Management

The Company is exposed to the impact of interest rate changes primarily through its borrowing activities. The Company s objective is to mitigate the impact of interest rate changes on earnings and cash flows and on the market value of its investments and borrowings. In accordance with its policy, the Company targets its fixed-rate debt as a percentage of its net debt between a minimum and maximum percentage. The Company typically uses pay-floating and pay-fixed interest rate swaps to facilitate its interest rate management activities.

The Company designates pay-floating interest rate swaps as fair value hedges of fixed-rate borrowings effectively converting fixed-rate borrowings to variable rate borrowings indexed to LIBOR. As of July 3, 2010 and October 3, 2009, the total notional amount of the Company s pay-floating interest rate swaps was $1.5 billion and $1.6 billion, respectively. The following table summarizes adjustments related to fair value hedges included in net interest expense in the Consolidated Statements of Income.

	Quarter Ended		**Nine Months Ended**	
	July 3, 2010	June 27, 2009	**July 3, 2010**	June 27, 2009
Gain (loss) on interest rate swaps	**$ 49**	$ (64)	**$ 9**	$ 80
Gain (loss) on hedged borrowings	**(49)**	64	**(9)**	(80)

The Company may designate pay-fixed interest rate swaps as cash flow hedges of interest payments on floating-rate borrowings. Pay-fixed swaps effectively convert floating-rate borrowings to fixed-rate borrowings. The unrealized gain or losses from these cash flow hedges are deferred in accumulated other comprehensive income (AOCI) and recognized in interest expense as the interest payments occur. The Company did not have pay-fixed interest rate swaps that were designated as cash flow hedges of interest payments at July 3, 2010 nor at October 3, 2009.

Foreign Exchange Risk Management

The Company transacts business globally and is subject to risks associated with changing foreign currency exchange rates. The Company s objective is to reduce earnings and cash flow fluctuations associated with foreign currency exchange rate changes, enabling management to focus on core business issues and challenges.

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(unaudited; tabular dollars in millions, except for per share data)

The Company enters into option and forward contracts that change in value as foreign currency exchange rates change to protect the value of its existing foreign currency assets, liabilities, firm commitments and forecasted but not firmly committed foreign currency transactions. In accordance with policy, the Company hedges its forecasted foreign currency transactions for periods generally not to exceed five years within an established minimum and maximum range of annual exposure. The gains and losses on these contracts offset changes in the U.S. dollar equivalent value of the related forecasted transaction, asset, liability or firm commitment. The principal currencies hedged are the Euro, British pound, Japanese yen and Canadian dollar. Cross-currency swaps are used to effectively convert foreign currency-denominated borrowings into U.S. dollar denominated borrowings.

The Company designates foreign exchange forward and option contracts as cash flow hedges of firmly committed and forecasted foreign currency transactions. As of July 3, 2010 and October 3, 2009, the notional amount of the Company s net foreign exchange cash flow hedges was $2.7 billion and $2.8 billion, respectively. Mark to market gains and losses on these contracts are deferred in AOCI and are recognized in earnings when the hedged transactions occur, offsetting changes in the value of the foreign currency transactions. Gains and losses recognized related to ineffectiveness for the nine months ended July 3, 2010 and June 27, 2009 were not material. The following table summarizes adjustments to AOCI for foreign exchange cash flow hedges.

	Quarter Ended		**Nine Months Ended**	
	July 3, 2010	June 27, 2009	**July 3, 2010**	June 27, 2009
Gain (loss) recorded in AOCI	**$ (20)**	$ (118)	**$ (27)**	$ 230
Reclassification of (gains) losses from AOCI into revenues and costs and expenses	**(22)**	(59)	**12**	(195)
Net change in AOCI	**$ (42)**	$ (177)	**$ (15)**	$ 35

Foreign exchange risk management contracts with respect to foreign currency assets and liabilities are not designated as hedges and do not qualify for hedge accounting. The notional amount of these foreign exchange contracts at July 3, 2010 and October 3, 2009 was $2.5 billion and $2.1 billion, respectively. For the nine months ended July 3, 2010, the impact to net income from these foreign exchange contracts, net of the related exposure, was not material.

Commodity Price Risk Management

The Company is subject to the volatility of commodities prices and designates certain commodity forward contracts as cash flow hedges of forecasted commodity purchases. Mark to market gains and losses on these contracts are deferred in AOCI and are recognized in earnings when the hedged transactions occur, offsetting changes in the value of commodity purchases. The fair value of the commodity hedging contracts was not material at July 3, 2010.

Risk Management Derivatives Not Designated as Hedges

The Company enters into certain other risk management contracts that are not designated as hedges and do not quality for hedge accounting. These contracts, which include pay fixed interest rate swaps and certain commodity swap contracts, are intended to offset economic exposures of the Company and are carried at market value with any changes in value recorded in earnings.

The notional amount of these contracts at July 3, 2010 and October 3, 2009 was $226 million and $253 million, respectively. For the nine months ended July 3, 2010, the impact to net income from these risk management contracts was not material.

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Contingent Features

The Company s derivative financial instruments may require the Company to post collateral in the event that a net liability position with a counterparty exceeds limits defined by contract and varying with Disney s credit rating. If the Company s credit ratings were to fall below investment grade, certain counterparties would have the right to terminate our derivative contracts, which could lead to a net payment to or from the Company for the aggregate net value by counterparty of our derivative contracts. The aggregate fair value of all derivative instruments with credit-risk-related contingent features that are in a net liability position by counterparty on July 3, 2010 and October 3, 2009 were $208 million and $125 million, respectively.

15. *Restructuring and Impairment Charges*

The Company recorded $212 million of restructuring and impairment charges in the current nine months related to organizational and cost structure initiatives primarily at our Studio Entertainment and Media Networks segments. Impairment charges of $126 million, of which $30 million were recorded in the current quarter, consisted of write-offs of capitalized costs primarily related to abandoned film projects, the closure of a studio production facility and the closure of five ESPN Zone locations. Restructuring charges of $86 million, of which $6 million were recorded in the current quarter, were primarily severance and other costs.

In the prior-year nine months, the Company recorded $326 million of restructuring and impairment charges which included non-cash impairment charges of $206 million and restructuring costs of $120 million, of which $21 million was recorded in the prior-year third quarter. The most significant of the impairment charges were $108 million related to radio FCC licenses and $49 million related to our investment in UTV Group. The restructuring charges consisted of severance and other costs as a result of various organizational and cost structure initiatives across our businesses, primarily at the Parks and Resorts and Media Networks segments.

16. *Subsequent Events*

On July 27, 2010, the Company entered into an agreement to acquire all the outstanding shares of Playdom, Inc. (Playdom), a company that develops online social games. Playdom shareholders will receive total consideration of approximately $563 million, subject to certain conditions, and additional consideration of up to $200 million that may be paid if Playdom achieves predefined revenues and earnings targets for the calendar year ended 2012. The transaction is subject to customary closing conditions and is expected to close in fiscal 2010. A portion of the acquisition cost will be recognized as post-close compensation expense.

On July 29, 2010, the Company entered into an agreement to sell the majority of the assets of the Miramax business (Miramax) for $663 million, subject to closing conditions and adjustments. The Miramax assets along with $232 million of allocable goodwill have been classified as held for sale and reported in Other Assets in the fiscal 2010 Condensed Consolidated Balance Sheet. The transaction is expected to close by the end of calendar 2010.

MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Item 2: Management s Discussion and Analysis of Financial Condition and Results of Operations

ORGANIZATION OF INFORMATION

Management s Discussion and Analysis provides a narrative of the Company s financial performance and condition that should be read in conjunction with the accompanying financial statements. It includes the following sections:

Overview

Seasonality

Business Segment Results

Quarter Results

Nine-month Results

Other Financial Information

Financial Condition

Commitments and Contingencies

Other Matters

Market Risk

OVERVIEW

Our summary consolidated results are presented below:

	Quarter Ended			**Nine months Ended**		
(in millions, except per share data)	**July 3, 2010**	June 27, 2009	% Change Better/ (Worse)	**July 3, 2010**	June 27, 2009	% Change Better/ (Worse)
Revenues	**$ 10,002**	$ 8,596	16 %	**$ 28,321**	$ 26,282	8 %
Costs and expenses	**(7,723)**	(6,998)	(10) %	**(23,116)**	(22,180)	(4) %
Restructuring and impairment charges	**(36)**	(21)	(71) %	**(212)**	(326)	35 %
Other income	**43**		nm	**140**	114	23 %
Net interest expense	**(89)**	(75)	(19) %	**(322)**	(342)	6 %
Equity in the income of investees	**139**	155	(10) %	**382**	449	(15) %
Income before income taxes	**2,336**	1,657	41 %	**5,193**	3,997	30 %
Income taxes	**(831)**	(626)	(33) %	**(1,846)**	(1,462)	(26) %
Net income	**1,505**	1,031	46 %	**3,347**	2,535	32 %
Less: Net income attributable to noncontrolling interests	**(174)**	(77)	nm	**(219)**	(123)	(78) %
Net income attributable to Disney	**$ 1,331**	$ 954	40 %	**$ 3,128**	$ 2,412	30 %

Diluted earnings per share	**$ 0.67**	$ 0.51	31 %	**$ 1.60**	$ 1.29	24 %

Quarter Results

Diluted earnings per share (EPS) increased 31% for the quarter driven by improved operating results. Improved operating results reflected increased fees (Affiliate Fees) from Multi-channel Video Service Providers (MVSP), including a benefit from earlier recognition of previously deferred revenue, and higher advertising revenues at ESPN, the strong worldwide theatrical performance of *Toy Story 3*, *Alice in Wonderland* and *Iron Man 2*, increased guest spending at our domestic and international parks and resorts and cost improvements in our home entertainment business. These increases were partially offset by higher costs, decreased attendance and lower hotel occupancy at our domestic parks and resorts, higher programming and production costs for the World Cup and a new UK channel at ESPN, and higher film cost write-downs.

MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

Nine-month Results

Diluted earnings per share (EPS) increased 24% for the nine months driven by improved operating results and an aggregate $0.05 per share net year-over-year favorable impact from lower restructuring and impairment charges and other income as discussed in the following paragraph. Improved operating results reflected higher Affiliate Fees, including a benefit from earlier recognition of previously deferred revenue, and higher advertising revenues at ESPN, the strong worldwide theatrical performance of *Alice in Wonderland, Toy Story 3* and *Iron Man 2*, cost improvements in our home entertainment business and increased guest spending at our domestic and international parks. These increases were partially offset by higher programming and production costs at ESPN, including costs for our new UK channel, and higher costs at our domestic parks.

The current nine months included restructuring and impairment charges, gains on the sales of investments in two television services in Europe, a gain on the sale of the rights and assets related to the *Power Rangers* property and an accounting gain related to the acquisition of The Disney Store Japan, which together had a $0.02 negative impact on EPS. The prior year nine months included restructuring and impairment charges and a gain on the sale of an investment in two pay television services in Latin America which together had a $0.07 negative impact on EPS.

SEASONALITY

The Company s businesses are subject to the effects of seasonality. Consequently, the operating results for the quarter and nine months ended July 3, 2010 for each business segment, and for the Company as a whole, are not necessarily indicative of results to be expected for the full year.

Media Networks revenues are subject to seasonal advertising patterns and changes in viewership levels. In general, advertising revenues are somewhat higher during the fall and somewhat lower during the summer months. Affiliate revenues are typically collected ratably throughout the year. Certain affiliate revenues at ESPN are deferred until annual programming commitments are met, and these commitments are typically satisfied during the second half of the Company s fiscal year which generally results in higher revenue recognition during that period.

Parks and Resorts revenues fluctuate with changes in theme park attendance and resort occupancy resulting from the seasonal nature of vacation travel and leisure activities. Peak attendance and resort occupancy generally occur during the summer months when school vacations occur and during early-winter and spring-holiday periods.

Studio Entertainment revenues fluctuate due to the timing and performance of releases in the theatrical, home entertainment, and television markets. Release dates are determined by several factors, including competition and the timing of vacation and holiday periods.

Consumer Products revenues are influenced by seasonal consumer purchasing behavior, which generally results in increased revenues during the Company s first fiscal quarter, and by the timing and performance of theatrical releases and cable programming broadcasts.

Interactive Media revenues fluctuate due to the timing and performance of video game releases which are determined by several factors, including theatrical releases and cable programming broadcasts, competition and the timing of holiday periods. Revenues from certain of our internet and mobile operations are subject to similar seasonal trends.

MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

BUSINESS SEGMENT RESULTS

The Company evaluates the performance of its operating segments based on segment operating income, which is shown below along with segment revenues:

	Quarter Ended			**Nine months Ended**		
(in millions)	**July 3, 2010**	June 27, 2009	%Change Better/ (Worse)	**July 3, 2010**	June 27, 2009	%Change Better/ (Worse)
Revenues:						
Media Networks	**$ 4,729**	$ 3,961	19 %	**$ 12,748**	$ 11,484	11 %
Parks and Resorts	**2,831**	2,751	3 %	**7,942**	7,823	2 %
Studio Entertainment	**1,639**	1,261	30 %	**5,110**	4,641	10 %
Consumer Products	**606**	510	19 %	**1,948**	1,779	9 %
Interactive Media	**197**	113	74 %	**573**	555	3 %
	$ 10,002	$ 8,596	16 %	**$ 28,321**	$ 26,282	8 %
Segment operating income (loss):						
Media Networks	**$ 1,885**	$ 1,319	43 %	**$ 3,915**	$ 3,280	19 %
Parks and Resorts	**477**	521	(8) %	**1,002**	1,074	(7) %
Studio Entertainment	**123**	(12)	nm	**589**	188	nm
Consumer Products	**117**	96	22 %	**493**	458	8 %
Interactive Media	**(65)**	(75)	13 %	**(130)**	(181)	28 %
	$ 2,537	$ 1,849	37 %	**$ 5,869**	$ 4,819	22 %

The following table reconciles segment operating income to income before income taxes:

	Quarter Ended			**Nine months Ended**		
(in millions)	**July 3, 2010**	June 27, 2009	%Change Better/ (Worse)	**July 3, 2010**	June 27, 2009	%Change Better/ (Worse)
Segment operating income	**$ 2,537**	$ 1,849	37 %	**$ 5,869**	$ 4,819	22 %
Corporate and unallocated shared expenses	**(119)**	(96)	(24) %	**(282)**	(268)	(5) %
Restructuring and impairment charges	**(36)**	(21)	(71) %	**(212)**	(326)	35 %
Other income	**43**		nm	**140**	114	23 %
Net interest expense	**(89)**	(75)	(19) %	**(322)**	(342)	6 %
Income before income taxes	**$ 2,336**	$ 1,657	41 %	**$ 5,193**	$ 3,997	30 %

MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

Depreciation expense is as follows:

	Quarter Ended		% Change	Nine months Ended		% Change
(in millions)	**July 3, 2010**	June 27, 2009	Better/ (Worse)	**July 3, 2010**	June 27, 2009	Better/ (Worse)
Media Networks						
Cable Networks	**$ 29**	$ 26	(12) %	**$ 87**	$ 82	(6) %
Broadcasting	**23**	22	(5) %	**71**	66	(8) %
Total Media Networks	**52**	48	(8) %	**158**	148	(7) %
Parks and Resorts						
Domestic	**205**	200	(3) %	**614**	606	(1) %
International	**78**	83	6 %	**249**	239	(4) %
Total Parks and Resorts	**283**	283	%	**863**	845	(2) %
Studio Entertainment	**14**	12	(17) %	**42**	36	(17) %
Consumer Products	**8**	8	%	**22**	21	(5) %
Interactive Media	**3**	7	57 %	**16**	20	20 %
Corporate	**39**	32	(22) %	**103**	96	(7) %
Total depreciation expense	**$ 399**	$ 390	(2) %	**$ 1,204**	$ 1,166	(3) %

Media Networks

The following table provides supplemental revenue and segment operating income detail for the Media Networks segment:

	Quarter Ended		% Change	Nine months Ended		% Change
(in millions)	**July 3, 2010**	June 27, 2009	Better/ (Worse)	**July 3, 2010**	June 27, 2009	Better/ (Worse)
Revenues:						
Cable Networks	**$ 3,280**	$ 2,563	28 %	**$ 8,346**	$ 7,219	16 %
Broadcasting	**1,449**	1,398	4 %	**4,402**	4,265	3 %
	$ 4,729	$ 3,961	19 %	**$ 12,748**	$ 11,484	11 %
Segment operating income:						
Cable Networks	**$ 1,676**	$ 1,115	50 %	**$ 3,403**	$ 2,776	23 %
Broadcasting	**209**	204	2 %	**512**	504	2 %
	$ 1,885	$ 1,319	43 %	**$ 3,915**	$ 3,280	19 %

Revenues

Media Networks revenues increased 19%, or $768 million, to $4.7 billion, consisting of a 28% increase, or $717 million, at the Cable Networks and a 4% increase, or $51 million, at Broadcasting.

Cable Networks revenues reflected increases of $573 million from Affiliate Fees and $180 million from advertising revenues. The increase in Affiliate Fees was primarily due to an increase at ESPN and, to a lesser extent, at the worldwide Disney Channels. The increase at ESPN was primarily due to earlier recognition of previously deferred revenues related to annual programming commitments. During the quarter, ESPN recognized a net $344 million of previously deferred revenue compared to a net deferral of $37 million in the prior-year quarter. In addition to the timing of deferred revenue recognition, higher Affiliate Fees at ESPN reflected contractual rate increases and subscriber growth, which was driven by the launch of a new network in the United Kingdom. The increase at the worldwide Disney Channels reflected higher contractual rates and subscriber growth. Higher advertising revenue was primarily due to higher sold inventory and higher rates at ESPN and to a lesser extent, an increase at the international Disney Channel.

MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

Increased Broadcasting revenues were primarily due to higher advertising revenues at the owned television stations and higher revenues from ABC Studios Productions driven by international sales of *Castle*, *Lost* and *Ghost Whisperer* and increased third party network license fees for *Criminal Minds*. Advertising revenues at the ABC Television Network were comparable to the prior-year quarter as a decrease in sold inventory and lower ratings were offset by higher rates.

Costs and Expenses

Costs and expenses, which consist primarily of programming rights costs, production costs, participation costs, distribution and marketing expenses and general and administrative costs, increased 7%, or $186 million, to $3.0 billion, consisting of a 9% increase, or $139 million, at the Cable Networks and a 4% increase, or $47 million, at Broadcasting. The increase at Cable Networks was driven by higher programming and production costs at ESPN reflecting coverage of the World Cup and ESPN s new network in the United Kingdom. The increase at Broadcasting reflected higher programming costs at the ABC Television Network driven by programming write offs, unfavorable foreign currency impacts at our television distribution business, higher production cost amortization related to international sales of ABC Studios productions and higher pension and post-retirement medical expense.

Segment Operating Income

Segment operating income increased 43%, or $566 million, to $1.9 billion, consisting of a 50% increase, or $561 million, at the Cable Networks and a 2% increase, or $5 million, at Broadcasting. The increase at the Cable Networks was primarily due to an increase at ESPN and to a lesser extent, at the worldwide Disney Channels. The increase at Broadcasting was primarily due to growth at the owned television stations and higher revenues from ABC Studios productions, largely offset by higher costs.

Restructuring and impairment charges

The Company recorded charges totaling $34 million and $18 million for the current quarter and prior-year quarter, respectively. The charges in the current quarter were for the closure of five ESPN Zone locations, while the charges in the prior-year quarter were primarily due to severance and related costs. The charges were reported in Restructuring and impairment charges in the Consolidated Statements of Income.

Parks and Resorts

Revenues

Parks and Resorts revenues increased 3%, or $80 million, to $2.8 billion due to an increase of $97 million at our international operations, partially offset by a $17 million decrease at our domestic operations.

MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

The following table presents attendance, per capita theme park guest spending and hotel statistics for our domestic properties:

	East Coast Quarter Ended		West Coast Quarter Ended		Total Domestic Quarter Ended	
	July 3, 2010	June 27, 2009	**July 3, 2010**	June 27, 2009	**July 3, 2010**	June 27, 2009
Parks (Increase/decrease)						
Attendance	**(2) %**		**(4) %**	10 %	**(3) %**	3 %
Per Capita Guest Spending	**3 %**	(4) %	**8 %**	(8) %	**5 %**	(6) %
Hotels [1]						
Occupancy	**83 %**	91 %	**80 %**	83	**82 %**	91 %
Available Room Nights (in thousands)	**2,193**	2,143	**220**	200	**2,413**	2,343
Per Room Guest Spending	**$ 223**	$ 214	**$ 301**	$ 308	**$ 230**	$ 221

(1) Per room guest spending consists of the average daily hotel room rate as well as guest spending on food, beverage and merchandise at the hotels. Hotel statistics include rentals of Disney Vacation Club units.

Increased revenues at our international operations reflected the sale of a real estate property and higher guest spending, hotel occupancy and attendance at Disneyland Paris along with increased attendance, guest spending and hotel occupancy at Hong Kong Disneyland Resort. These increases were partially offset by a decrease at Disneyland Paris reflecting the unfavorable impact of foreign currency translation as a result of the strengthening of the U.S. dollar against the Euro.

At our domestic operations, decreased revenues reflected lower attendance and hotel occupancy at our parks and resorts and fewer passenger cruise days at Disney Cruise Line, partially offset by higher guest spending at our parks and resorts. Decreased attendance in part reflected an unfavorable impact due to a shift in the timing of the Easter holiday period relative to our fiscal periods. Higher guest spending was primarily due to higher average ticket prices.

Costs and Expenses

Costs and expenses, which consist primarily of labor, depreciation, costs of merchandise, food and beverage sold, marketing and sales expense, repairs and maintenance and entertainment, increased 6%, or $124 million, to $2.4 billion. Higher costs were driven by increases at the domestic parks and resorts and Disney Cruise Line. The increase at our domestic parks and resorts reflected labor cost inflation, higher pension and post-retirement medical expenses and costs for new guest offerings, including *World of Color* at Disneyland Resort, partially offset by lower volume-related costs. The increase at Disney Cruise Line was due to increased operating costs to support the fleet expansion and higher fuel costs. Costs and expenses at Disneyland Paris were flat as costs associated with the sale of a real estate property were essentially offset by the favorable impact of foreign currency translation as a result of the strengthening of the U.S. dollar against the Euro.

Segment Operating Income

Segment operating income decreased 8% to $477 million primarily due to decreases at the domestic parks and Disney Cruise Line, partially offset by improvements at the international operations.

MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

Restructuring and impairment charges

The Company recorded charges totaling $2 million in the prior-year quarter for severance and related costs which were reported in Restructuring and impairment charges in the Consolidated Statements of Income.

Studio Entertainment

Revenues

Revenues for the quarter increased 30%, or $378 million, to $1.6 billion primarily due to increases of $362 million in worldwide theatrical distribution, including our participation in *Iron Man 2*, and $47 million in worldwide television distribution.

The revenue growth in worldwide theatrical distribution was primarily due to the strong performance of *Toy Story 3, Alice in Wonderland* and *Iron Man 2*. The prior-year quarter included *Up, Hannah Montana: The Movie* and *The Proposal*. The increase in worldwide television distribution was driven by the timing of titles available in international markets.

Costs and Expenses

Costs and expenses, which consist primarily of production cost amortization, distribution and marketing expenses, product costs and participation costs, increased 19%, or $243 million, primarily due to an increase in worldwide theatrical distribution and higher film cost write-downs, partially offset by a decrease in domestic home entertainment.

The increase in worldwide theatrical distribution was primarily due to higher production cost amortization, driven by *Prince of Persia: The Sands of Time* and *Iron Man 2,* and higher participation costs driven by *Alice in Wonderland*.

Lower costs and expenses in domestic home entertainment were primarily due to a lower production cost amortization rate and lower distribution and marketing expense resulting from cost reduction initiatives. Key releases included *Alice in Wonderland* in the current quarter versus *Bedtime Stories*, *Bolt* and *Confessions of a Shopaholic* in the prior-year quarter.

Segment Operating Income

Segment operating income increased $135 million to $123 million due to the strong worldwide theatrical performance of *Toy Story 3*, *Alice in Wonderland* and *Iron Man 2* and increases at domestic home entertainment and worldwide television distribution, partially offset by higher film cost write-downs.

Restructuring and impairment charges

The Company recorded charges totaling $5 million in the current quarter for severance and related costs which were reported in Restructuring and impairment charges in the Consolidated Statements of Income.

Consumer Products

Revenues

Revenues for the quarter increased 19%, or $96 million, to $606 million, driven by increases of $43 million at Publishing, $32 million at Retail, and $18 million at Merchandise Licensing.

MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

The increase at Publishing was driven by the acquisition of Marvel and the success of *The Red Pyramid* and *Percy Jackson* titles. Higher revenues at Retail were due to the acquisition of The Disney Store Japan (see discussion of The Disney Store Japan acquisition below). Merchandise Licensing revenue growth was driven by the strong performance of *Toy Story* and sales of Marvel merchandise, partially offset by a higher revenue share with the Studio Entertainment segment. The increase in revenue share with the Studio Entertainment segment in the current quarter was primarily due to growth from *Toy Story* merchandise.

Costs and Expenses

Costs and expenses, which consist primarily of cost of sales, salaries and benefits, marketing, and occupancy, increased 18%, or $75 million, primarily due to increases at Publishing, Retail, and Merchandise Licensing. The increase at Publishing was primarily due to cost of sales associated with Marvel products. At Retail, higher operating costs were due to the acquisition of The Disney Store Japan, partially offset by decreased cost of sales at The Disney Store North America reflecting global procurement efficiencies. The increase at Merchandise Licensing was primarily due to operating costs and intangible asset amortization associated with Marvel.

Operating Income

Segment operating income increased 22%, or $21 million, to $117 million, primarily due to improvement at Retail driven by The Disney Store North America and growth at Publishing.

Restructuring and impairment charges

The Company recorded charges totaling $1 million in the prior-year quarter for severance and related costs which were reported in Restructuring and impairment charges in the Consolidated Statements of Income.

The Disney Store Japan Acquisition

On March 31, 2010, the Company acquired all of the outstanding shares of Retail Networks Company Limited (The Disney Store Japan) in exchange for a $17 million note. At the time of the acquisition, The Disney Store Japan had a cash balance of $13 million. In connection with the acquisition in the second quarter of the current year, the Company recognized a $22 million non-cash gain from the deemed termination of the existing licensing arrangement. The gain is reported in Other income in the fiscal 2010 Condensed Consolidated Statement of Income.

Interactive Media

Revenues

Interactive Media revenues for the quarter increased 74%, or $84 million, to $197 million primarily due to increases of $64 million at Disney Interactive Studios and $10 million at Disney Online driven by increased Club Penguin subscription revenues.

At Disney Interactive Studios, the revenue growth was primarily due to higher sales of self-published video games in the current quarter. Significant current quarter releases included *Toy Story 3* and *Split Second* while the prior-year quarter included *Hannah Montana.*

Costs and Expenses

Costs and expenses, which consist primarily of video game and internet product development costs, cost of sales, distribution and marketing expenses, general and administrative costs, and technology infrastructure costs, increased 39%, or $74 million, to $262 million driven by increases at Disney Interactive Studios and Disney Online.

MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

The increase at Disney Interactive Studios was primarily due to higher sales and marketing expenses driven by more new releases in the current quarter primarily *Toy Story 3* and *Split Second*, higher cost of sales driven by increased unit sales, and higher product development costs. These increases were partially offset by lower per unit video game cost of sales for catalog titles that had previously been written down to net realizable value. Higher costs and expenses at Disney Online were primarily due to increased cost of sales at Club Penguin and higher product development costs.

Operating Loss

Segment operating loss decreased 13% to $65 million due to an improvement at Disney Interactive Studios.

BUSINESS SEGMENT RESULTS Nine Month Results

Media Networks

Revenues

Media Networks revenues increased 11%, or $1.3 billion, to $12.7 billion, consisting of a 16% increase, or $1.1 billion, at the Cable Networks and a 3% increase, or $137 million, at Broadcasting.

Increased Cable Networks revenues were primarily due to growth of $915 million from Affiliate Fees and $260 million from advertising revenues. The increase in Affiliate Fees was primarily due to increases at ESPN resulting from earlier recognition of previously deferred revenues related to annual programming commitments, higher contractual rates and subscriber growth, including growth from the launch of a new network in the United Kingdom and, to a lesser extent, at the worldwide Disney Channels due to rate increases domestically and subscriber growth internationally. During the nine months, ESPN deferred a net $166 million of revenue compared to a net $532 million in the prior-year period. Higher advertising revenue was due to an increase at ESPN driven by higher sold inventory.

Increased Broadcasting revenues were primarily due to higher revenues from ABC Studios productions driven by increased international sales led by *Castle*, *Lost* and *Ghost Whisperer*, higher third party network license fees for *Criminal Minds* and increased advertising revenue. Higher advertising revenue reflected an increase at the owned television stations and higher sports advertising revenues due to the college Bowl Championship Series (BCS) national championship game, which was not broadcast by ABC in the prior year, partially offset by lower primetime advertising revenues at the ABC Television Network. The decrease in primetime advertising revenue was driven by lower ratings, partially offset by higher rates.

Costs and Expenses

Costs and expenses increased 7%, or $573 million, to $9.2 billion, consisting of a 9% increase, or $443 million, at the Cable Networks and a 3% increase, or $131 million, at Broadcasting. The increase at Cable Networks was driven by higher rights and production costs at ESPN due to programming costs for the new network in the United Kingdom, increased contractual costs for college basketball, college football and NFL programming, and soccer programming rights for the World Cup. The increase at Broadcasting reflected higher production cost amortization driven by increased sales of ABC Studios productions and an increase in programming costs at the ABC Television Network, including costs for the BCS national championship game. These increases were partially offset by the absence of a bad debt charge which was recorded in the prior year in connection with the bankruptcy of a syndication customer.

MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

Segment Operating Income

Segment operating income increased 19% to $3.9 billion due to increases of $627 million at Cable Networks and $8 million at Broadcasting. The increase at the Cable Networks was primarily due to an increase at ESPN. The increase at Broadcasting was primarily due the absence of a bad debt charge which was recorded in the prior year in connection with the bankruptcy of a syndication customer and higher advertising revenue at the owned television stations, partially offset by decreased primetime advertising revenue at the ABC Television Network.

Restructuring and impairment charges

The Company recorded charges totaling $78 million and $226 million for the current and prior year nine-month periods, respectively. The charges in the current nine-month period were for severance and related costs and the closure of five ESPN Zone locations, while the charges in the prior-year nine-month period were primarily due to $108 million of radio FCC license impairments and $46 million of impairment related to our investment in UTV Group. These charges were reported in Restructuring and impairment charges in the Consolidated Statements of Income.

Parks and Resorts

Revenues

Parks and Resorts revenues increased 2%, or $119 million, to $7.9 billion due to an increase at our international operations. Revenues at our domestic operations were essentially flat.

The following table presents attendance, per capita theme park guest spending, and hotel statistics for our domestic properties:

	East Coast Nine months Ended		West Coast Nine months Ended		Total Domestic Nine months Ended	
	July 3, 2010	June 27, 2009	**July 3, 2010**	June 27, 2009	**July 3, 2010**	June 27, 2009
Parks						
(Increase/decrease)						
Attendance	**(1) %**	(2) %	**4 %**	2 %	**1 %**	(1) %
Per Capita Guest Spending	**1 %**	(3) %	**3 %**	(7) %	**2 %**	(4) %
Hotels [(1)]						
Occupancy	**82 %**	89 %	**75 %**	79%	**81 %**	88 %
Available Room Nights (in thousands)	**6,555**	6,390	**659**	599	**7,214**	6,989
Per Room Guest Spending	**$ 222**	$ 211	**$ 302**	$ 320	**$ 229**	$ 219

(1) Per room guest spending consists of the average daily hotel room rate as well as guest spending on food, beverage and merchandise at the hotels. Hotel statistics include rentals of Disney Vacation Club units.

Increased revenues at our international operations reflected the sale of a real estate property, the favorable impact of foreign currency translation as a result of the weakening of the U.S. dollar against the Euro and increased guest spending at Disneyland Paris along with increased guest spending and attendance at Hong Kong Disneyland Resort. These increases were partially offset by decreased attendance and occupied room nights at Disneyland Paris. Increased guest spending at Disneyland Paris and Hong Kong Disneyland Resort was driven by higher average ticket prices.

At our domestic operations, increased revenues from higher guest spending and attendance at our parks and resorts were largely offset by decreased occupied room nights at our resorts, and higher promotional activities and fewer passenger cruise days at Disney Cruise Line. Higher guest spending was primarily due to higher average ticket prices and daily hotel room rates, partially offset by lower merchandise spending.

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Explanation of Responses:

MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

Costs and Expenses

Costs and expenses increased 3%, or $191 million, to $6.9 billion. Higher costs were driven by increases at the domestic parks and resorts, Disneyland Paris and Disney Cruise Line. The increase at our domestic parks and resorts reflected higher pension and post-retirement medical expenses, labor cost inflation, and costs for new guest offerings, including *World of Color* at Disneyland Resort. These increases were partially offset by savings from cost mitigation activities and lower volume-related expenses. The increase at Disney Cruise Line was due to higher marketing costs to support the fleet expansion. The increase at Disneyland Paris reflected the unfavorable impact of foreign currency translation as a result of the weakening of the U.S. dollar against the Euro and costs associated with the sale of a real estate property. The increase at Disney Cruise Line was due to higher operating costs to support the fleet expansion.

Segment Operating Income

Segment operating income decreased 7% to $1.0 billion driven by decreases at the domestic parks and Disney Cruise Line, partially offset by improved results at the international operations.

Restructuring and impairment charges

The Company recorded charges totaling $54 million in the prior-year nine-month period for severance and related costs which were reported in Restructuring and impairment charges in the Consolidated Statements of Income.

Studio Entertainment

Revenues

Revenues increased 10%, or $469 million, to $5.1 billion driven by an increase of $651 million in worldwide theatrical distribution, including our participation in *Iron Man 2*, partially offset by a decrease of $163 million in worldwide home entertainment.

The revenue growth in worldwide theatrical distribution was primarily due to the strong performance of current period titles. Significant current period titles included *Alice in Wonderland* and *Iron Man 2* in domestic and international markets and *Toy Story 3* domestically while the prior-year period included *Up* domestically.

The decrease in worldwide home entertainment was primarily due to lower net effective sales prices and decreased television series DVD unit sales internationally and a decline in unit sales of new releases domestically. Key current period titles included *Up, Snow White* Diamond Release and *Tinker Bell And The Lost Treasure* while the prior-year period included *WALL-E, The Chronicles of Narnia: Prince Caspian* and *High School Musical 3: Senior Year.*

Costs and Expenses

Costs and expenses were essentially flat at $4.5 billion as a decrease in worldwide home entertainment was offset by an increase in worldwide theatrical distribution and higher film cost write-downs.

Lower costs and expenses in worldwide home entertainment were primarily due to decreased distribution and marketing expenses resulting from cost reduction initiatives and lower unit sales. The increase in worldwide theatrical distribution was primarily due to higher production cost amortization driven by stronger performing titles including *Alice in Wonderland* and *Iron Man 2,* and higher participation costs driven by *Alice in Wonderland* in the current period.

MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

Segment Operating Income

Segment operating income increased $401 million to $589 million due to higher results in worldwide theatrical distribution and domestic home entertainment.

Restructuring and impairment charges

The Company recorded charges totaling $127 million for the current nine months and $2 million in the prior year nine-month period. The current-year nine month charges were primarily related to the write-off of capitalized costs related to abandoned film projects, the closure of a production facility and, severance and related costs which are reported in Restructuring and impairment charges in the Consolidated Statements of Income.

Consumer Products

Revenues

Revenues for the nine months increased 9%, or $169 million, to $1.9 billion, primarily due to increases of $79 million at Publishing, $66 million at Retail, and $12 million at Merchandise Licensing.

The increase at Publishing was driven by the acquisition of Marvel and sales of *Percy Jackson* titles. Higher revenues at Retail were driven by the acquisition of the Disney Store Japan and higher comparable store sales at the Disney Store North America. Merchandise Licensing revenue growth was driven by the strong performance of *Toy Story* merchandise and revenues from Marvel properties, partially offset by a higher revenue share with the Studio Entertainment segment and lower performance of *High School Musical* and *Hannah Montana* merchandise.

Costs and Expenses

Costs and expenses increased 10%, or $134 million primarily due to higher cost of sales at Publishing driven by Marvel and an increase at Retail due to the acquisition of the Disney Store Japan and unfavorable foreign currency impacts in Europe.

Segment Operating Income

Segment operating income increased 8%, or $35 million, to $493 million, primarily due to increases at Retail and Publishing.

Restructuring and impairment charges

The Company recorded charges totaling $2 million in the current nine months and $9 million in the prior-year nine-month period for severance and related costs which were reported in Restructuring and impairment charges in the Consolidated Statements of Income.

Interactive Media

Revenues

Interactive Media revenues for the nine months increased 3%, or $18 million, to $573 million reflecting an increase of $41 million at Disney Online, partially offset by a decrease of $34 million at Disney Interactive Studios.

The increase at Disney Online was driven by higher Club Penguin subscription revenues and increased advertising sales. At Disney Interactive Studios, the decrease was primarily due to a sales mix shift from new video game releases to catalog titles which have a lower sales price. Significant releases for the current nine months included *Toy Story 3*, *Split Second* and *Sing It 2*, while the prior year included *High School Musical 3*, *Sing It*, *Bolt* and *Club Penguin*.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

Costs and Expenses

Costs and expenses decreased 5%, or $36 million, to $703 million driven by a decrease at Disney Interactive Studios, partially offset by an increase at Disney Online driven by higher product development costs.

The decrease at Disney Interactive Studios was primarily due to lower cost of sales driven by a higher sales mix of lower cost catalog titles and an overall decrease in sales volume. Additionally, certain prior year titles had higher per unit costs due to bundled accessories.

Operating Loss

Segment operating loss decreased 28% to $130 million due to an improvement at Disney Interactive Studios.

Restructuring and impairment charges

The Company recorded charges totaling $29 million in the prior-year nine-month period primarily for goodwill impairment which was reported in Restructuring and impairment charges in the Consolidated Statements of Income.

OTHER FINANCIAL INFORMATION

Corporate and Unallocated Shared Expenses

Corporate and unallocated shared expenses are as follows:

	Quarter Ended		% Change	**Nine months Ended**		% Change
(in millions)	**July 3, 2010**	June 27, 2009	Better/ (Worse)	**July 3, 2010**	June 27, 2009	Better/ (Worse)
Corporate and unallocated shared expenses	**$ 119**	$ 96	(24) %	**$ 282**	$ 268	(5) %

The increase in corporate and unallocated shared expenses for the quarter was driven by higher compensation related costs.

Net Interest Expense

Net interest expense is as follows:

	Quarter Ended		% Change	**Nine months Ended**		% Change
(in millions)	**July 3, 2010**	June 27, 2009	Better/ (Worse)	**July 3, 2010**	June 27, 2009	Better/ (Worse)
Interest expense	**$ (103)**	$ (134)	23 %	**$ (368)**	$ (452)	19 %
Interest and investment income	**14**	59	(76) %	**46**	110	(58) %
Net interest expense	**$ (89)**	$ (75)	(19) %	**$ (322)**	$ (342)	6 %

The decrease in interest expense for the quarter was primarily due to lower average debt balances. For the nine months, the decrease in interest expense reflected lower average debt balances and lower effective interest rates, partially offset by expense related to the early redemption of a film financing borrowing.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

The decrease in interest and investment income for the quarter and nine months was primarily due to a gain on the sale of an investment in the prior-year third quarter. The nine months also decreased due to lower effective interest rates.

Income Taxes

The effective income tax rate is as follows:

	Quarter Ended		Change	**Nine months Ended**		Change
	July 3, 2010	June 27, 2009	Better/ (Worse)	**July 3, 2010**	June 27, 2009	Better/ (Worse)
Effective Income Tax Rate	**35.6 %**	37.8 %	2.2 ppt	**35.5 %**	36.6 %	1.1 ppt

The decrease in the effective income tax rate for the current-year quarter was driven by favorable adjustments related to certain prior-year income tax matters.

For the nine months, the decrease in the effective income tax rate was primarily due to favorable adjustments related to certain prior-year income tax matters, partially offset by a $72 million charge related to the health care reform legislation enacted in March 2010. Under this legislation the Company s deductions for retiree prescription drug benefits will be reduced by the amount of Medicare Part D drug subsidies received beginning in fiscal year 2014. Under applicable accounting rules, the Company is required to reduce in the period of enactment its existing deferred tax asset, which was established for the future deductibility of retiree prescription drug benefit costs, to reflect the lost deductions.

Noncontrolling Interests

Net income attributable to noncontrolling interests is as follows:

	Quarter Ended		% Change	**Nine months Ended**		% Change
(in millions)	**July 3, 2010**	June 27, 2009	Better/ (Worse)	**July 3, 2010**	June 27, 2009	Better/ (Worse)
Net income attributable to noncontrolling interests	**$ 174**	$ 77	(>100) %	**$ 219**	$ 123	(78) %

The increase in net income attributable to noncontrolling interests for both the quarter and nine months was primarily due to higher operating results at ESPN. The net income attributable to noncontrolling interests is determined based on income after royalties, financing costs and income taxes.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

FINANCIAL CONDITION

The change in cash and cash equivalents is as follows:

	Nine months Ended		
(in millions)	**July 3, 2010**	June 27, 2009	Change Better/(Worse)
Cash provided by operations	**$ 4,372**	$ 3,581	$ 791
Cash used in investing activities	**(3,463)**	(1,110)	(2,353)
Cash used in financing activities	**(1,375)**	(2,344)	969
(Decrease)/increase in cash and cash equivalents	**$ (466)**	$ 127	$ (593)

Operating Activities

The increase in cash provided by operations was driven by higher segment operating results.

Film and Television Costs

The Company s Studio Entertainment and Media Networks segments incur costs to acquire and produce film and television programming. Film and television production costs include all internally produced content such as live action and animated feature films, animated direct-to-video programming, television series, television specials, theatrical stage plays or other similar product. Programming costs include film or television product licensed for a specific period from third parties for airing on the Company s broadcast and cable networks and television stations. Programming assets are generally recorded when the programming becomes available to us with a corresponding increase in programming liabilities. Accordingly, we analyze our programming assets net of the related liability.

The Company s film and television production and programming activity for the nine months ended July 3, 2010 and June 27, 2009 are as follows:

	Nine months Ended	
(in millions)	**July 3, 2010**	June 27, 2009
Beginning balances:		
Production and programming assets	**$ 5,756**	$ 5,935
Programming liabilities	**(1,040)**	(1,108)
	4,716	4,827
Spending:		
Film and television production	**2,518**	2,562
Broadcast programming	**3,375**	2,905
	5,893	5,467
Amortization:		
Film and television production	**(2,710)**	(2,414)

Broadcast programming	**(3,214)**	(2,773)
	(5,924)	(5,187)
Change in film and television production and programming costs	**(31)**	280
Other non-cash activity	**108**	(129)
Ending balances:		
Production and programming assets	**5,556**	5,872
Programming liabilities	**(763)**	(894)
	$ 4,793	$ 4,978

MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

Investing Activities

Cash used by investing activities during the nine months ended July 3, 2010 of $3.5 billion included $2.3 billion for the cash portion of the Marvel Entertainment, Inc. acquisition (see Note 3 to the Condensed Consolidated Financial Statements for further details) and $1.3 billion of investments in parks, resorts and other property, partially offset by proceeds totaling $170 million from the sales of investments in pay television services in Europe and the sale of the rights and assets related to the Power Rangers property.

During the nine months ended July 3, 2010 and June 27, 2009, investments in parks, resorts and other properties were as follows:

	Nine months Ended	
(in millions)	**July 3, 2010**	June 27, 2009
Media Networks		
Cable Networks	**$ 60**	$ 98
Broadcasting	**52**	87
Total Media Networks	**112**	185
Parks and Resorts		
Domestic	**851**	674
International	**148**	75
Total Parks and Resorts	**999**	749
Studio Entertainment	**65**	110
Consumer Products	**41**	22
Interactive Media	**13**	15
Corporate	**83**	46
Total investment in parks, resorts and other property	**$ 1,313**	$ 1,127

The increase in capital expenditures for the nine months reflected higher construction progress payments on two new cruise ships, the expansion at Disney s California Adventure and Hong Kong Disneyland, and the construction of a Disney Vacation Club Resort in Hawaii, partially offset by the construction of broadcast and film production facilities in the prior-year nine month period.

Financing Activities

Cash used by financing activities during the nine months ended July 3, 2010 of $1.4 billion reflected repurchases of common stock and dividend payments, partially offset by proceeds from stock option exercises and net borrowings. The decrease in cash used in financing activities from the prior-year nine-month period was driven by higher proceeds from stock option exercises and net borrowings in the current nine months compared to a net reduction in borrowings and the purchase of additional interests in Jetix Europe N.V. (Jetix) in the prior-year period. These decreases were partially offset by higher repurchases of common stock.

MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

During the nine months ended July 3, 2010, the Company s borrowing activity was as follows:

	October 3, 2009	Additions	Payments	Other Activity	**July 3, 2010**
Commercial paper borrowings	$	$ 794	$	$	**$ 794**
U.S. medium-term notes	7,618		(50)	3	**7,571**
European medium-term notes	347		(88)	5	**264**
Other foreign currency denominated debt	904			22	**926**
Film financing	350		(350)		
Other	614			15	**629**
Euro Disney borrowings[1]	2,344		(91)	(307)	**1,946**
Hong Kong Disneyland borrowings	524			(27)	**497**
Total	$ 12,701	$ 794	$ (579)	$ (289)	**$ 12,627**

[1] The other activity is primarily the impact of foreign currency translation as a result of the strengthening of the U.S. dollar against the Euro.

The Company s bank facilities as of July 3, 2010 were as follows:

(in millions)	Committed Capacity	Capacity Used	Unused Capacity
Bank facilities expiring February 2011	$ 2,225	$ 235	$ 1,990
Bank facilities expiring February 2013	2,250		2,250
Total	$ 4,475	$ 235	$ 4,240

These bank facilities allow for borrowings at LIBOR-based rates plus a spread, which depends on the Company s public debt rating and can range from 0.18% to 4.50%. As of July 3, 2010, the Company had not borrowed under these bank facilities. The Company also has the ability to issue up to $800 million of letters of credit under the facility expiring in February 2011, which if utilized, reduces available borrowings under this facility. As of July 3, 2010, $235 million of letters of credit had been issued under this facility.

The Company may use commercial paper borrowings up to the amount of its unused bank facilities, in conjunction with term debt issuance and operating cash flow, to retire or refinance other borrowings before or as they come due.

On December 2, 2009, the Company declared a $653 million dividend ($0.35 per share) related to fiscal 2009 for shareholders of record on December 14, 2009, which was paid on January 19, 2010. On December 3, 2008, the Company declared a $648 million dividend ($0.35 per share) related to fiscal 2008 for shareholders of record on December 15, 2008, which was paid on January 20, 2009.

During the nine months ended July 3, 2010, the Company repurchased 45 million shares of its common stock for approximately $1.5 billion. As of July 3, 2010, the Company had remaining authorization in place to repurchase approximately 134 million additional shares. The repurchase program does not have an expiration date.

We believe that the Company s financial condition is strong and that its cash balances, other liquid assets, operating cash flows, access to debt and equity capital markets and borrowing capacity, taken together, provide adequate resources to fund ongoing operating requirements and

future capital expenditures related to the expansion of existing businesses and development of new projects. However, the Company s operating cash flow and access to the capital markets can be impacted by

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MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

macroeconomic factors outside of its control. In addition to macroeconomic factors, the Company s borrowing costs can be impacted by short and long-term debt ratings assigned by independent rating agencies, which are based, in significant part, on the Company s performance as measured by certain credit metrics such as interest coverage and leverage ratios. As of July 3, 2010, Moody s Investors Service s long and short-term debt ratings for the Company were A2 and P-1, respectively, with stable outlook; Standard & Poor s long and short-term debt ratings for the Company were A and A-1, respectively, with negative outlook; and Fitch s long and short-term debt ratings for the Company were A and F-1, respectively, with stable outlook. The Company s bank facilities contain only one financial covenant, relating to interest coverage, which the Company met on July 3, 2010, by a significant margin. The Company s bank facilities also specifically exclude certain entities, such as Euro Disney and Hong Kong Disneyland, from any representations, covenants or events of default.

Euro Disney has annual covenants under its debt agreements that limit its investment and financing activities and require it to meet certain financial performance covenants. Euro Disney was in compliance with these covenants for fiscal 2009.

COMMITMENTS AND CONTINGENCIES

Legal Matters

As disclosed in Note 11 to the Condensed Consolidated Financial Statements, the Company has exposure for certain legal matters.

Guarantees

See Note 11 to the Condensed Consolidated Financial Statements for information regarding the Company s guarantees.

Tax Matters

As disclosed in Note 10 to the Consolidated Financial Statements in the 2009 Annual Report on Form 10-K as amended on Form 8-K dated February 18, 2010, the Company has exposure for certain tax matters.

Contractual Commitments

Refer to Note 15 in the Consolidated Financial Statements in the 2009 Annual Report on Form 10-K as amended on Form 8-K dated February 18, 2010 for information regarding the Company s contractual commitments.

OTHER MATTERS

Accounting Policies and Estimates

We believe that the application of the following accounting policies, which are important to our financial position and results of operations, require significant judgments and estimates on the part of management. For a summary of our significant accounting policies, including the accounting policies discussed below, see Note 2 to the Consolidated Financial Statements in the 2009 Annual Report on Form 10-K as amended on Form 8-K dated February 18, 2010.

Film and Television Revenues and Costs

We expense film and television production, participation and residual costs over the applicable product life cycle based upon the ratio of the current period s revenues to the estimated remaining total revenues (Ultimate Revenues) for each production. If our estimate of Ultimate Revenues decreases, amortization of film and television costs may be accelerated. Conversely, if estimates of Ultimate Revenues increase, film and television cost amortization may be slowed. For film productions, Ultimate Revenues include revenues from all sources that will be earned within ten years from the date

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MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

of the initial theatrical release. For television series, we include revenues that will be earned within ten years from delivery of the first episode, or if still in production, five years from delivery of the most recent episode, if later.

With respect to films intended for theatrical release, the most sensitive factor affecting our estimate of Ultimate Revenues (and therefore affecting future film cost amortization and/or impairment) is domestic theatrical performance. Revenues derived from other markets subsequent to the domestic theatrical release (e.g. the home video or international theatrical markets) have historically been highly correlated with domestic theatrical performance. Domestic theatrical performance varies primarily based upon the public interest and demand for a particular film, the popularity of competing films at the time of release and the level of marketing effort. Upon a film s release and determination of domestic theatrical performance, the Company s estimates of revenues from succeeding windows and markets are revised based on historical relationships and an analysis of current market trends. The most sensitive factor affecting our estimate of Ultimate Revenues for released films is the extent of home entertainment sales achieved. Home entertainment sales vary based on the number and quality of competing home video products as well as the manner in which retailers market and price our products.

With respect to television series or other television productions intended for broadcast, the most sensitive factor affecting estimates of Ultimate Revenues is the program s rating and the strength of the advertising market. Program ratings, which are an indication of market acceptance, directly affect the Company s ability to generate advertising revenues during the airing of the program. In addition, television series with greater market acceptance are more likely to generate incremental revenues through the eventual sale of the program rights in the syndication, international and home entertainment markets. Alternatively, poor ratings may result in a television series cancellation, which would require the immediate write-off of any unamortized production costs. A significant decline in the advertising market would also negatively impact our estimates.

We expense the cost of television broadcast rights for acquired movies, series and other programs based on the number of times the program is expected to be aired or on a straight-line basis over the useful life, as appropriate. Amortization of those television programming assets being amortized on a number of airings basis may be accelerated if we reduce the estimated future airings and slowed if we increase the estimated future airings. The number of future airings of a particular program is impacted primarily by the program s ratings in previous airings, expected advertising rates, and availability and quality of alternative programming. Accordingly, planned usage is reviewed periodically and revised if necessary. Rights costs for multi-year sports programming arrangements are amortized during the applicable seasons based on the estimated relative value of each year in the arrangement. The estimated values of each year are based on our projection of revenues over the contract period which include advertising revenue and an allocation of affiliate revenue. If the annual contractual payments related to each season approximate each season s relative value, we expense the related contractual payment during the applicable season. If planned usage patterns or estimated relative values by year were to change significantly, amortization of our sports rights costs may be accelerated or slowed.

Costs of film and television productions are subject to regular recoverability assessments which compare the estimated fair values with the unamortized costs. The net realizable value of the television broadcast program licenses and rights are reviewed using a daypart methodology. A daypart is defined as an aggregation of programs broadcast during a particular time of day or programs of a similar type. The Company s dayparts are: early morning, daytime, late night, primetime, news, children, and sports (includes network and cable). The net realizable values of other cable programming assets are reviewed on an aggregated basis for each cable channel. Individual programs are written-off when there are no plans to air or sublicense the program. Estimated values are based upon assumptions about future demand and market conditions. If actual demand or market conditions are less favorable than our projections, film, television and programming cost write-downs may be required.

MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

Revenue Recognition

The Company has revenue recognition policies for its various operating segments that are appropriate to the circumstances of each business. See Note 2 to the Consolidated Financial Statements in the 2009 Annual Report on Form 10-K as amended on Form 8-K dated February 18, 2010 for a summary of these revenue recognition policies.

We reduce home entertainment and software product revenues for estimated future returns of merchandise and for customer programs and sales incentives. These estimates are based upon historical return experience, current economic trends and projections of customer demand for and acceptance of our products. If we underestimate the level of returns and concessions in a particular period, we may record less revenue in later periods when returns exceed the estimated amount. Conversely, if we overestimate the level of returns and concessions for a period, we may have additional revenue in later periods when returns and concessions are less than estimated.

Revenues from advance theme park ticket sales are recognized when the tickets are used. For non-expiring, multi-day tickets, we recognize revenue over a three-year time period based on estimated usage, which is derived from historical usage patterns. If actual usage is different than our estimated usage, revenues may not be recognized in the periods the related services are rendered. In addition, a change in usage patterns would impact the timing of revenue recognition.

Pension and Postretirement Medical Plan Actuarial Assumptions

The Company s pension and postretirement medical benefit obligations and related costs are calculated using a number of actuarial assumptions. Two critical assumptions, the discount rate and the expected return on plan assets, are important elements of expense and/or liability measurement which we evaluate annually. Refer to the 2009 Annual Report on Form 10-K as amended on Form 8-K dated February 18, 2010 for estimated impacts of changes in these assumptions. Other assumptions include the healthcare cost trend rate and employee demographic factors such as retirement patterns, mortality, turnover and rate of compensation increase.

The discount rate enables us to state expected future cash payments for benefits as a present value on the measurement date. A lower discount rate increases the present value of benefit obligations and increases pension expense. The guideline for setting this rate is high-quality long-term corporate bond rates that are currently available. The Company s discount rate is determined by considering the average of pension yield curves constructed of a large population of high quality corporate bonds. The resulting discount rate reflects the matching of plan liability cash flows to the yield curves.

To determine the expected long-term rate of return on the plan assets, we consider the current and expected asset allocation, as well as historical and expected returns on each plan asset class. A lower expected rate of return on pension plan assets will increase pension expense.

Goodwill, Intangible Assets, Long-Lived Assets and Investments

The Company is required to test goodwill and other indefinite-lived intangible assets for impairment on an annual basis and between annual tests if current events or circumstances require an interim impairment assessment. Goodwill is allocated to various reporting units, which are generally an operating segment or one reporting level below the operating segment. The Company compares the fair value of each reporting unit to its carrying amount to determine if there is potential goodwill impairment. If the fair value of a reporting unit is less than its carrying value, an impairment loss is recorded to the extent that the fair value of the goodwill within the reporting unit is less than the carrying value of its goodwill.

MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

To determine the fair value of our reporting units, we generally use a present value technique (discounted cash flow) corroborated by market multiples when available and as appropriate. We apply what we believe to be the most appropriate valuation methodology for each of our reporting units. The discounted cash flow analyses are sensitive to our estimates of future revenue growth and margins for these businesses. We include in the projected cash flows an estimate of the revenue we believe the reporting unit would receive if the intellectual property developed by the reporting unit that is being used by other reporting units was licensed to an unrelated third party at its fair market value. These amounts are not necessarily the same as those included in segment operating results. We believe our estimates of fair value are consistent with how a marketplace participant would value our reporting units.

In times of adverse economic conditions in the global economy, the Company s long-term cash flow projections are subject to a greater degree of uncertainty than usual. If we had established different reporting units or utilized different valuation methodologies or assumptions, the impairment test results could differ, and we could be required to record impairment charges. Because of the way the accounting rules work, a relatively modest reduction in our estimate of the fair value of our Broadcasting reporting unit could result in a significant goodwill impairment charge.

The Company is required to compare the fair values of other indefinite-lived intangible assets to their carrying amounts. If the carrying amount of an indefinite-lived intangible asset exceeds its fair value, an impairment loss is recognized. Fair values of other indefinite-lived intangible assets are determined based on discounted cash flows or appraised values, as appropriate.

The Company has cost and equity investments. The fair value of these investments is dependent on the performance of the investee companies, as well as volatility inherent in the external markets for these investments. In assessing the potential impairment for these investments, we consider these factors, as well as the forecasted financial performance of our investees and market values, where available. If these forecasts are not met or market values indicate an other-than-temporary decline in value, impairment charges may be required.

Allowance for Doubtful Accounts

We evaluate our allowance for doubtful accounts and estimate collectibility of accounts receivable based on our analysis of historical bad debt experience in conjunction with our assessment of the financial condition of individual companies with which we do business. In times of domestic or global economic turmoil, our estimates and judgments with respect to the collectibility of our receivables are subject to greater uncertainty than in more stable periods. If our estimate of uncollectible accounts is too low, costs and expenses may increase in future periods, and if it is too high, cost and expenses may decrease in future periods.

MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

Contingencies and Litigation

We are currently involved in certain legal proceedings and, as required, have accrued estimates of the probable and estimable losses for the resolution of these claims. These estimates have been developed in consultation with outside counsel and are based upon an analysis of potential results, assuming a combination of litigation and settlement strategies. It is possible, however, that future results of operations for any particular quarterly or annual period could be materially affected by changes in our assumptions or the effectiveness of our strategies related to these proceedings. See Note 11 to the Condensed Consolidated Financial Statements for information on litigation exposure.

Income Tax Audits

As a matter of course, the Company is regularly audited by federal, state and foreign tax authorities. From time to time, these audits result in proposed assessments. Our determinations regarding the recognition of income tax liabilities and benefits are made in consultation with outside tax and legal counsel where appropriate and are based upon the technical merits of our tax positions in consideration of applicable tax statutes and related interpretations and precedents and upon the expected outcome of proceedings (or negotiations) with taxing and legal authorities. The tax liabilities or benefits ultimately realized by the Company may differ from those recognized in our financial statements based on a number of factors, including the Company s decision to settle rather than litigate a matter, relevant legal precedents related to similar matters and the Company s success in supporting its filing positions with taxing authorities.

Stock Option Compensation Expense

Compensation expense for stock options is estimated on the date of grant using a binomial valuation model. The weighted average assumptions used in the binomial valuation model during the nine months ended July 3, 2010 were 32% for the expected volatility, 1.4 for the expected exercise multiple (the multiple of exercise price to grant price at which exercises are expected to occur on average) and 3% for the expected termination rate. Although the initial fair value of stock options is not adjusted after the grant date, changes in the Company s assumptions may change the estimated fair value of and therefore, the expense related to future stock option grants. The assumptions that cause the greatest variation in fair value in the binomial valuation model are the assumed volatility and expected exercise multiple. Increases or decreases in either the assumed volatility or expected exercise multiple will cause the binomial option value to increase or decrease, respectively.

The volatility assumption considers both historical and implied volatility and may be impacted by the Company s performance as well as changes in economic and market conditions. The expected exercise multiple may be influenced by the Company s future stock performance, stock price volatility and employee turnover rate. Refer to the 2009 Annual Report on Form 10-K as amended on Form 8-K dated February 18, 2010 for estimated impacts of changes in these assumptions.

New Accounting Pronouncements

See Note 12 to the Condensed Consolidated Financial Statements for information regarding new accounting pronouncements.

MARKET RISK

The Company is exposed to the impact of interest rate changes, foreign currency fluctuations, commodity fluctuations and changes in the market values of its investments.

Policies and Procedures

In the normal course of business, we employ established policies and procedures to manage the Company s exposure to changes in interest rates, foreign currencies, commodities, and the fair market value of certain investments in debt and equity securities using a variety of financial instruments.

MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

Our objectives in managing exposure to interest rate changes are to limit the impact of interest rate volatility on earnings and cash flows and to lower overall borrowing costs. To achieve these objectives, we primarily use interest rate swaps to manage net exposure to interest rate changes related to the Company s portfolio of borrowings. By policy, the Company targets fixed-rate debt as a percentage of its net debt between minimum and maximum percentages.

Our objective in managing exposure to foreign currency fluctuations is to reduce volatility of earnings and cash flow in order to allow management to focus on core business issues and challenges. Accordingly, the Company enters into various contracts that change in value as foreign exchange rates change to protect the U.S. dollar equivalent value of its existing foreign currency assets, liabilities, commitments and forecasted foreign currency revenues. The Company utilizes option strategies and forward contracts that provide for the sale of foreign currencies to hedge probable, but not firmly committed, transactions. The Company also uses forward contracts to hedge foreign currency assets and liabilities. The principal foreign currencies hedged are the Euro, British pound, Japanese yen and Canadian dollar. Cross-currency swaps are used to effectively convert foreign currency denominated borrowings to U.S. dollar denominated borrowings. By policy, the Company maintains hedge coverage between minimum and maximum percentages of its forecasted foreign exchange exposures generally for periods not to exceed five years. The gains and losses on these contracts offset changes in the U.S. dollar equivalent value of the related exposures.

Our objectives in managing exposure to commodity fluctuations are to use commodity derivatives to reduce volatility of earnings and cash flows arising from commodity price changes. The amounts hedged using commodity swap contracts are based on forecasted levels of consumption of certain commodities, such as fuel oil and gasoline.

It is the Company s policy to enter into foreign currency and interest rate derivative transactions and other financial instruments only to the extent considered necessary to meet its objectives as stated above. The Company does not enter into these transactions or any other hedging transactions for speculative purposes.

Item 3. Quantitative and Qualitative Disclosures about Market Risk. See Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures We have established disclosure controls and procedures to ensure that the information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that such information is accumulated and made known to the officers who certify the Company s financial reports and to other members of senior management and the Board of Directors as appropriate to allow timely decisions regarding required disclosure.

Based on their evaluation as of July 3, 2010, the principal executive officer and principal financial officer of the Company have concluded that the Company s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) are effective.

There have been no changes in our internal controls over financial reporting during the third quarter of fiscal 2010 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings

Since our Form 10-Q filing for the quarter ended April 3, 2010, developments identified below occurred in the following legal proceedings.

Milne and Disney Enterprises, Inc. v. Stephen Slesinger, Inc. On November 5, 2002, the granddaughter of the author of the Winnie the Pooh books and Disney Enterprises, Inc. (DEI), a Company subsidiary, filed an action against Stephen Slesinger, Inc. (SSI) in the United States District Court for the Central District of California seeking a declaratory judgment that a notice served upon SSI terminating a prior grant to it of certain Winnie the Pooh rights was proper and that a later grant of those rights to DEI was valid. SSI filed counterclaims seeking, among other relief, a declaration that the attempted termination and grant to DEI were unenforceable, and that DEI remained obligated to pay SSI royalties for certain exploitations of Winnie the Pooh under the terms of a 1983 agreement executed by SSI. SSI s counterclaims for declaratory relief were dismissed as moot by the court s decisions that the termination notice, as well as another termination notice served by the heir of the illustrator of the Winnie the Pooh books, were invalid. SSI filed amended answers and asserted additional counterclaims against the Company for breach of contract, fraud, unfair business practices, and copyright and trademark infringement. On May 19, 2009, the court granted the Company s motion for summary judgment on the breach of contract and fraud counterclaims, and on September 25, 2009, the court granted the Company s motion for summary judgment on SSI s remaining claims. SSI appealed to the United States Court of Appeals for the Ninth Circuit, but on June 28, 2010, voluntarily dismissed the appeal.

Celador International Ltd. v. The Walt Disney Company. On May 19, 2004, an affiliate of the creator and licensor of the television program, *Who Wants to be a Millionaire*, filed an action against the Company and certain of its subsidiaries, including American Broadcasting Companies, Inc. and Buena Vista Television, LLC, alleging it was damaged by defendants improperly engaging in certain intra-company transactions and charging merchandise distribution expenses, resulting in an underpayment to the plaintiff. On July 7, 2010, the jury returned a verdict for breach of contract against certain subsidiaries of the Company, awarding plaintiff damages of $269.4 million. The plaintiff has advised the Company that it intends to seek an award of prejudgment interest on the verdict amount. Although we cannot predict the ultimate outcome of this lawsuit, the Company believes the jury s verdict is in error and intends to vigorously pursue its position in post-trial motions and, if those motions are unsuccessful, on appeal.

The Company, together with, in some instances, certain of its directors and officers is a defendant or codefendant in various other legal actions involving copyright, breach of contract and various other claims incident to the conduct of its businesses. Management does not expect the Company to suffer material liability by reason of these actions.

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ITEM 1A. Risk Factors

The Private Securities Litigation Reform Act of 1995 (the Act) provides a safe harbor for forward-looking statements made by or on behalf of the Company. We may from time to time make written or oral statements that are forward-looking, including statements contained in this report and other filings with the Securities and Exchange Commission and in reports to our shareholders. All forward-looking statements are made on the basis of management s views and assumptions regarding future events and business performance as of the time the statements are made and the Company does not undertake any obligation to update its disclosure relating to forward looking matters. Actual results may differ materially from those expressed or implied. Such differences may result from actions taken by the Company, including restructuring or strategic initiatives (including capital investments or asset acquisitions or dispositions), as well as from developments beyond the Company s control, including: changes in domestic and global economic conditions, competitive conditions and consumer preferences; adverse weather conditions or natural disasters; health concerns; international, political or military developments; and technological developments. Such developments may affect travel and leisure businesses generally and may, among other things, affect the performance of the Company s theatrical and home entertainment releases, the advertising market for broadcast and cable television programming, expenses of providing medical and pension benefits, demand for our products and performance of some or all company businesses either directly or through their impact on those who distribute our products. Additional factors are discussed in the 2009 Annual Report on Form 10-K under the Item 1A, Risk Factors.

Our results may be adversely affected if long-term programming or carriage contracts are not renewed on sufficiently favorable terms.

We enter into long-term contracts for both the acquisition and the distribution of media programming and products, including contracts for the acquisition of programming rights for sporting events and other programs, and contracts for the distribution of our programming to MVSPs. As these contracts expire, we must renew or renegotiate the contracts, and one such contract for the distribution of programming expires prior to the end of the current fiscal year. If we are unable to renew any such contract on acceptable terms, we may lose programming rights or distribution rights. Even if these contracts are renewed, the cost of obtaining programming rights may increase (or increase at faster rates than our historical experience) or the revenue from distribution of programs may be reduced (or increase at slower rates than our historical experience). With respect to the acquisition of programming rights, particularly sports programming rights, the impact of these long-term contracts on our results over the term of the contracts depends on a number of factors, including the strength of advertising markets, effectiveness of marketing efforts and the size of viewer audiences. There can be no assurance that revenues from programming based on these rights will exceed the cost of the rights plus the other costs of producing and distributing the programming.

PART II. OTHER INFORMATION (continued)

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table provides information about Company purchases of equity securities that are registered by the Company pursuant to Section 12 of the Exchange Act during the quarter ended July 3, 2010**:**

Period	Total Number of Shares Purchased [(1)]	Weighted Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs[(2)]
April 4, 2010 May 3, 2010	2,233,076	$ 35.75	2,167,000	171 million
May 4, 2010 June 3, 2010	21,764,872	33.52	21,654,096	169 million
June 4, 2010 July 3, 2010	13,237,946	33.90	13,145,600	147 million
Total	37,235,894	33.79	36,966,696	134 million

(1) 269,198 shares were purchased on the open market to provide shares to participants in the Walt Disney Investment Plan (WDIP) and Employee Stock Purchase Plan (ESPP). These purchases were not made pursuant to a publicly announced repurchase plan or program.

(2) Under a share repurchase program implemented effective June 10, 1998, the Company is authorized to repurchase shares of its common stock. On May 1, 2007, following share repurchases made through May 1, 2007, the Company s Board of Directors increased the repurchase authorization to a total of 400 million shares as of that date. The repurchase program does not have an expiration date.

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ITEM 6. Exhibits

See Index of Exhibits.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE WALT DISNEY COMPANY
(Registrant)

By: /s/ JAMES A. RASULO
James A. Rasulo,

Senior Executive Vice President and

Chief Financial Officer

August 10, 2010

Burbank, California

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INDEX OF EXHIBITS

Number and Description of Exhibit (Numbers Coincide with Item 601 of Regulation S-K)		Document Incorporated by Reference from a Previous Filing or Filed Herewith, as Indicated below
10.1	Disney Savings and Investment Plan As Amended and Restated Effective January 1, 2010	Filed herewith
31(a)	Rule 13a-14(a) Certification of Chief Executive Officer of the Company in accordance with Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
31(b)	Rule 13a-14(a) Certification of Chief Financial Officer of the Company in accordance with Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
32(a)	Section 1350 Certification of Chief Executive Officer of the Company in accordance with Section 906 of the Sarbanes-Oxley Act of 2002*	Furnished
32(b)	Section 1350 Certification of Chief Financial Officer of the Company in accordance with Section 906 of the Sarbanes-Oxley Act of 2002*	Furnished
101	The following materials from the Company s Quarterly Report on Form 10-Q for the quarter ended July 3, 2010 formatted in Extensible Business Reporting Language (XBRL): (i) the Condensed Consolidated Statements of Income, (ii) the Condensed Consolidated Balance Sheets, (iii) the Condensed Consolidated Statements of Cash Flows, (iv) the Condensed Consolidated Statements of Equity and (v) related notes	Furnished

* A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.