

The **WALT DISNEY** Company

# NEWS FROM INVESTOR RELATIONS

SUMMER 2011

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## Company News

### Disney Reports Q2 FY11 Earnings Results

The Walt Disney Company recently reported earnings for its second fiscal quarter and six months ended April 2, 2011. Diluted earnings per share (EPS) for the second quarter increased 2% to \$0.49, compared to \$0.48 in the prior-year quarter. Diluted EPS for the six-months ended April 2, 2011, was \$1.16 compared to \$0.93 in the prior-year period.

"We are pleased with the underlying quality of our second quarter earnings," said Robert A. Iger, President and CEO of The Walt Disney Company. "There is great creative momentum throughout the Company which gives us continued confidence in our ability to grow our businesses."



For more information, visit [www.disney.com/investors](http://www.disney.com/investors).

## News from Studio Entertainment



### *On Stranger Tides* Opens Globally

*Pirates of the Caribbean: On Stranger Tides* opened in over 70 territories in Disney Digital 3D and IMAX 3D in its opening weekend, sailing to a whopping \$346.4 million at the global box office to become the biggest international opening of all time, as well as the biggest global opening of 2011.



The fourth *Pirates of the Caribbean* installment earned an estimated \$90.1 million in its domestic bow May 20 and had a banner debut in territories around the world. In Russia, for example, *On Stranger Tides* set records for biggest opening day and biggest opening weekend, grossing more than the entire Russian run of *Pirates of the Caribbean: At World's End*.

*Pirates of the Caribbean: On Stranger Tides* now ranks as the No. 10 film of all time based on global box office gross. With a total tally of \$956.8 million, *On Stranger Tides* joins *Dead Man's Chest* and *At World's End* to become the third film in the series to make the top 10. Between *Pirates* and *Alice in Wonderland*, star Johnny Depp now has four films on this exclusive list—all for Disney. In the increasingly important international arena, the \$735.2 million earned by *On Stranger Tides* has made it only the fourth film in history to cross the \$700 million threshold overseas—and Disney's biggest international release ever.

**For the Q3 FY11 Walt Disney Studios and Walt Disney Studios Home Entertainment Release Slates, please turn to Page 12**





### ABC Unveils 2011-12 Primetime Schedule

Paul Lee, president, ABC Entertainment Group, recently discussed ABC's plans for next season and presented the network's 2011-12 fall schedule before the advertising and media communities at Lincoln Center's Avery Fisher Hall.

New series for the 2011-12 season are *Apartment 23*, *Charlie's Angels*, *Good Christian Belles*, *Last Man Standing*, *Man Up*, *Missing*, *Once Upon a Time*, *Pan Am*, *Revenge*, *The River*, *Scandal*, *Suburgatory* and *Work It*.

America's Funniest Home Videos, *The Bachelor*, *Body of Proof*, *Dancing with the Stars*, *Desperate Housewives*, *Extreme Makeover: Home Edition*, *Happy Endings*, *Secret Millionaire*, *Shark Tank* and *20/20* join previously announced returning series *Castle*, *Cougar Town*, *Grey's Anatomy*, *The Middle*, *Modern Family* and *Private Practice*. *Saturday Night College Football* also returns.

For the 2010-11 TV season, ABC Television Network claimed five of the Top 20 highest-rated TV series in Adults 18-49 with *Dancing with the Stars*, *Modern Family*, *Grey's Anatomy*, *Dancing with the Stars the Results Show* and *Desperate Housewives*, including the No. 1 comedy and the No. 1 drama. In addition, the network delivered the most-watched freshman series overall with *Body of Proof*. For the sixth straight season, the ABC Television Network remained a key destination for upscale viewers, airing seven of the Top 20 highest-rated television series (the most for any network) among Adults 18-49 in homes w/\$100k+ annual income.

New series for the 2011-2012 season that will debut in the fall are *Charlie's Angels*, *Last Man Standing*, *Man Up*, *Once Upon a Time*, *Pan Am*, *Revenge* and *Suburgatory*.

New series for the 2011-2012 season that will debut in midseason are *Apartment 23*, *Good Christian Belles*, *Missing*, *The River*, *Scandal* and *Work It*.

### NEW FALL AND MIDSEASON SERIES DRAMA



#### "CHARLIE'S ANGELS"

Set in Miami, this fun, glamorous, action-packed take on the 1970s hit series introduces us to three new angels, all fearless detectives, head-turning beauties and close friends.

*Charlie's Angels* stars Annie Ilonzeh (*General Hospital*) as Kate Prince, Minka Kelly (*Parenthood*, *Friday Night Lights*) as Eve French, Rachael Taylor (*Grey's Anatomy*) as Abby Sampson and Ramon Rodriguez (*The Wire*, *Daybreak*) as Bosley.

Written and executive-produced by Alfred Gough and Miles Millar (*Smallville*), *Charlie's Angels* is also executive-produced by Drew Barrymore (*Charlie's Angels* movies), Leonard Goldberg (the original *Charlie's Angels*) and Nancy Juvonen (*Charlie's Angels* movies). It's directed and executive-produced by Marcos Siega (*Vampire Diaries*, *Dexter*). *Charlie's Angels* is produced by Millar/Gough Ink, Flower Films and Panda Productions in association with Sony Pictures Television.



#### "GOOD CHRISTIAN BELLES"

The soap returns to Dallas in this wicked new drama that shows that you can go home again . . . but only if you're ready to face the sins of your past.

*Good Christian Belles* stars Leslie Bibb (*Iron Man*) as Amanda Vaughn, Kristin Chenoweth (*Pushing Daisies*) as Carlene Cockburn, Annie Potts (*Law and Order: Special Victims Unit*, *Joan of Arcadia*) as Gigi Stopper, Jennifer Aspen (*Rodney*) as Sharon Peacham, Miriam Shor (*Swingtown*, *Damages*) as Cricket Caruth-Reilly, Marisol Nichols (*24*) as Heather Cruz, Brad Beyer (*Jericho*) as Zack Peacham, Mark Deklin (*Lone Star*) as Blake Reilly and David James Elliott (*JAG*) as Ripp Cockburn.

Based on Kim Gatlin's hit book, *Good Christian Belles* is executive-produced by Darren Star (*Sex and the City*), Robert Harling (*Steel Magnolias*) and Aaron Kaplan. The pilot is written by Robert Harling and executive-produced and directed by Alan Poul. *Good Christian Belles* is produced by ABC Studios.





### **“MISSING”**

Becca Winstone learns that her son, Michael, disappears while studying abroad, and it's a race against time when she travels to Europe to track him down. A surprising turn of events reveals just how far one mother will go to protect her family.

*Missing* stars Ashley Judd (*Double Jeopardy*, *Kiss the Girls*) as Becca Winstone, Sean Bean (*Game of Thrones*) as Paul Winstone, Cliff Curtis (*Trauma*) as Dax, Adriano Giannini (*Oceans Twelve*) as Giancarlo, Nick Eversman (*Cinema Verite*) as Michael Winstone and Tereza Voriskova (*Borgia*) as Oksana.

*Missing* comes from writer Gregory Poirier (*National Treasure: Book of Secrets*) and executive producers Gina Matthews, Grant Scharbo (*The Gates*), Steve Shill (Emmy® winner for directing *Dexter* and who will direct episodes of *Missing*) and James Parriott (*Sons of Anarchy*). *Missing* is produced by Stilling Films.



### **“ONCE UPON A TIME”**

From the inventive minds of *Lost* executive producers Adam Horowitz and Edward Kitsis comes a bold new imagining of the world, where fairy tales and the modern-day are about to collide.

*Once Upon a Time* stars Ginnifer Goodwin (*Big Love*) as Snow White/Sister Mary Margaret, Jennifer Morrison (*House MD*) as Emma Swan, Robert Carlyle (*The Full Monty*, *Trainspotting*, *SGU Stargate Universe*) as Rumplestiltskin/Mr. Gold, Lana Parrilla as Evil Queen/Regina, Jamie Dornan as Sheriff Graham, Jared Gilmore (*Mad Men*) as Henry, Josh Dallas as Prince Charming/John Doe and Raphael Sbarge as Jiminy Cricket/Archie.

*Once Upon a Time* is written by Edward Kitsis and Adam Horowitz, who are also executive producers, along with Steve Pearlman (ABC's *V*). The pilot is directed and executive-produced by Mark Mylod (*Entourage*). *Once Upon a Time* is from ABC Studios.



### **“PAN AM”**

Passion, jealousy and espionage . . . They do it all – and they do it at 30,000 feet. The style of the 1960s, the energy and excitement of the Jet Age and a drama full of sexy entanglements deliciously mesh in this thrilling and highly original new series.

*Pan Am* stars Christina Ricci (*Penelope*) as Maggie, Kelli Garner (*Going the Distance*) as Kate, Karine Vanasse (*Polytechnique*) as Colette, Margot Robbie (*Neighbours*) as Laura, Jonah Lotan (*24*) as Dean and Michael Mosley (*Justified*) as Ted.

Jack Orman (*ER*, *Men of a Certain Age*), Tommy Schlamme (*The West Wing*, *Parenthood*, *Mr. Sunshine*) and Nancy Hult Ganis (*Akeelah and the Bee*) are the executive producers of *Pan Am*. Orman is also the writer, with Schlamme directing. *Pan Am* is produced by Jack Orman Productions, Out of the Blue Entertainment and Shoe Money Productions in association with Sony Pictures Television.



### **“REVENGE”**

Wealth, beauty and status define the people in this town, but one woman is willing to destroy everyone for the sake of revenge.

*Revenge* stars Madeleine Stowe (*We Were Soldiers*, *The Last of the Mohicans*) as Victoria Grayson, Emily Van Camp (*Brothers & Sisters*, *Everwood*) as Emily Thorne, Gabriel Mann (*The Bourne Identity*) as Nolan Ross, Henry Czerny (*Mission: Impossible*, *Clear and Present Danger*) as Conrad Grayson, Ashley Madekwe (*Secret Diary of a Call Girl*) as Ashley Davenport, Nick Wechsler (*Roswell*) as Jack Porter, Josh Bowman (*Prowl*) as Daniel Grayson, Christa B. Allen (*13 Going on 30*) as Charlotte Grayson and Connor Paolo (*Gossip Girl*) as Declan Porter.

*Revenge* is written and executive-produced by Mike Kelley (*Swingtown*), along with executive producers Marty Bowen and Wyck Godfrey (*Twilight*). The pilot is directed and executive-produced by Phillip Noyce (*Salt*). *Revenge* is produced by ABC Studios.



### “THE RIVER”

*The River* follows the story of wildlife expert and TV personality Emmet Cole. Emmet set course around the world with his wife, Tess, and son, Lincoln, while filming what would become one of the most popular shows in television. After he goes missing deep in the Amazon, his family, friends and crew set out on a mysterious and deadly journey to find him.

*The River* stars Bruce Greenwood (*Star Trek*) as Emmet Cole, Joe Anderson (*The Twilight Saga: Breaking Dawn Parts 1 and 2*) as Lincoln Cole, Paul Blackthorne (*Lipstick Jungle*) as Clark, Paulina Gaitan as Jahel, Leslie Hope (*24*) as Tess Cole, Eloise Mumford (*Lone Star*) as Lena, Shaun Parkes (*The Mummy Returns*) as Adjay, Thomas Kretschmann (*King Kong*) as Captain Kurt Brynildson and Daniel Zacapa (*Resurrection Blvd.*) as Emilio.

*The River*, from Amblin’s Steven Spielberg, Daryl Frank and Justin Falvey, showrunner/executive producer Michael Green (*Heroes*, *Kings*), is also executive-produced by Oren Peli (creator of *Paranormal Activity*), Zack Estrin, Jason Blum and Steven Schneider. Teleplay by Michael R. Perry and Michael Green, story by Oren Peli and Michael R. Perry and Michael Green. The pilot is directed by Jaume Collet-Serra and produced by ABC Studios.



### “SCANDAL”

From the creator and executive producers of *Grey’s Anatomy* and *Private Practice* comes a drama revolving around the life and work of a professional crisis manager and her dysfunctional staff.

*Scandal* stars Kerry Washington (*Ray*) as Olivia Pope, Henry Ian Cusick (*Lost*) as Stephen Finch, Columbus Short (*Stomp the Yard*) as Harrison Wright, Guillermo Diaz (*Half Baked*) as Huck, Darby Stanchfield as Abby Whelan, Katie Lowes as Quinn Perkins, Tony Goldwyn (*Ghost*) as President Fitzgerald Grant and Jeff Perry (*Grey’s Anatomy*) as Cyrus.

*Scandal* is written by Shonda Rhimes (*Grey’s Anatomy*, *Private Practice*). Rhimes and Betsy Beers (*Grey’s Anatomy*, *Private Practice*) are executive producers. Paul McGuigan is the director. *Scandal* is produced by ABC Studios.

## COMEDY



### “APARTMENT 23”

After a naïve Midwestern girl’s big city dreams are dashed her first week in New York, she finds herself living with her worst nightmare in this hilarious, contemporary comedy about a female odd couple surrounded by an outrageous cast of characters.

*Apartment 23* stars Krysten Ritter (*Breaking Bad*, *Gilmore Girls*) as Chloe, Dreama Walker (*The Good Wife*, *Gossip Girl*) as June, Eric André as Mark, Michael Blaiklock as Eli and James Van Der Beek (*Varsity Blues*, *Dawson’s Creek*) as James Van Der Beek.

Created and written by Nahnatchka Kahn (*American Dad*), *Apartment 23* is executive-produced by Kahn, Jason Winer (*Modern Family*), Dave Hemingson (*American Dad*, *How I Met Your Mother*) and Jeff Morton (*Modern Family*). Winer is also the director. *Apartment 23* is a production of 20th Century Fox Television.



### “LAST MAN STANDING”

Today it’s a woman’s world, and this man’s man is on a mission to get men back to their rightful place in society.

The show stars Tim Allen (*Home Improvement*) as Mike, Nancy Travis (*So I Married an Axe Murderer*, *Three Men and a Baby*) as Vanessa, Molly Ephraim as Mandy, Alexandra Krosney as Kristin, Kaitlyn Dever as Eve and Hector Elizondo (*Chicago Hope*) as Ed.

*Last Man Standing* is written by Jack Burditt (*30 Rock*), who also serves as executive producer with Tim Allen, Becky Clements, Marty Adelstein (*Prison Break*), Shawn Levy (*Night at the Museum*), Richard Baker (*The Santa Clause*, *The Santa Clause 2*) and Rick Messina (*The Santa Clause*, *The Santa Clause 2*). John Pasquin (*Home Improvement*, *The Santa Clause*) directs. *Last Man Standing* is from Twentieth Century Fox Television.





### “MAN UP”

Three modern men try to get in touch with their inner tough guys and redefine what it means to be a “real man” in this funny and relatable comedy.

The show stars Christopher Moynihan as Craig, Mather Zickel (*The Cape*) as Will, Dan Fogler (*Balls of Fury*) as Kenny, Teri Polo (*Meet the Fockers*) as Theresa, Amanda Detmer (*What About Brian*) as Brenda and Henry Simmons (*Shark*) as Grant.

*Man Up* comes from writer/executive producer/actor Christopher Moynihan (*100 Questions*), executive producer Victor Fresco (*Better Off Ted*), Ron West and Kelly Kulchak of Tagline Television (*Psych*) and director Beth McCarthy-Miller (*Saturday Night Live*, *30 Rock*). *Man Up* is produced by ABC Studios.



### “SUBURGATORY”

Single father George only wants the best for his 16-year-old daughter, Tessa. So when he finds a box of condoms on her nightstand, he moves them both out of their apartment in New York City to a house in the suburbs. But all Tessa sees is the horror of over-manicured lawns and plastic Franken-moms. Being in the ‘burbs can be hell, but it also may just bring Tessa and George closer than they’ve ever been.

The show stars Jeremy Sisto (*Law & Order*) as George Altman, Jane Levy (*Shameless*) as Tessa Altman, Carly Chaikin (*The Last Song*) as Dalia Royce, Allie Grant (*Weeds*) as Lisa, Alan Tudyk (*V*) as Noah Lerner and Cheryl Hines (*Curb Your Enthusiasm*) as Dallas Royce. Ana Gasteyer (*Saturday Night Live*) guest stars.

Emily Kapnek (*Hung*) writes and executive-produces this biting ironic single-camera comedy. *Suburgatory* is directed by Michael Fresco (*Raising Hope*), who also executive-produced the pilot. It is produced by Warner Bros. Television.




### “WORK IT”

This high-concept comedy centers on two unrepentant guy’s guys who, unable to find work, dress as women to get jobs as pharmaceutical reps. Not only do they pull it off, but they might just learn to be better men in the process.

The show stars Ben Koldyke (*How I Met Your Mother*) as Lee, Amaury Nolasco (*Prison Break*) as Angel, Beth Lacke (*Happy Hour*) as Connie, John Caparulo (*Chelsea Lately*) as Brian, Rebecca Mader (*Last*) as Grace, Rochelle Aytes (*Detroit 1-8-7*) as Vanessa, Kate Reinders (*Sherrie*) as Kelly, Kirstin Eggars (*Aussie and Ted’s Great Adventure*) as Kristin and Kacie Lynch (*Barney and Friends*) as Kat.

*Work It* is written by Andrew Reich and Ted Cohen (*Friends*, *Rules of Engagement*). Reich and Cohen are the executive producers. Beth McCarthy Miller (*Saturday Night Live*, *30 Rock*) is the director. *Work It* is produced by Bonanza Productions, Inc. in association with Summer School Productions and Warner Bros. Television.

 Clips, full episodes and photos of the new pilots are available to download at [www.abcmmedianet.com](http://www.abcmmedianet.com).



### Lemonade Mouth a Sweet Success

*Lemonade Mouth* debuted on the Disney Channel April 15, 2011, ranking as cable’s No.1 original movie of 2011.

Additionally, the *Lemonade Mouth* soundtrack, released by Walt Disney Records on April 12, debuted as the No. 4 album on the Billboard 200 Chart and No. 1 on the iTunes Soundtrack chart.

# ABC's Fall Prime Time Schedule

(all times listed are Eastern; new shows in **bold**)

TIME	SERIES	PRODUCTION COMPANY
<b>MONDAY</b>		
8:00 PM 10:00 PM	<i>Dancing with the Stars</i> <i>Castle</i>	BBC Worldwide ABC Studios
<b>TUESDAY</b>		
<b>8:00 PM</b> <b>8:30 PM</b> 9:00 PM 10:00 PM	<b><i>Last Man Standing</i></b> <b><i>Man Up</i></b> <i>Dancing with the Stars</i> <i>the Results Show</i> <i>Body of Proof</i>	<b>20th Century Fox Television</b> <b>ABC Studios</b> BBC Worldwide Gross Entertainment/ABC Studios
<b>WEDNESDAY</b>		
8:00 PM <b>8:30 PM</b> 9:00 PM 9:30 PM <b>10:00 PM</b>	<i>The Middle</i> <b><i>Suburgatory</i></b> <i>Modern Family</i> <i>Happy Endings</i> <b><i>Revenge</i></b>	Warner Bros. Television <b>Warner Bros. Television</b> 20th Century Fox TV in association with Levitan Lloyd Productions Sony Pictures Television/ABC Studios <b>ABC Studios</b>
<b>THURSDAY</b>		
<b>8:00 PM</b> 9:00 PM 10:00 PM	<b><i>Charlie's Angels</i></b> <i>Grey's Anatomy</i> <i>Private Practice</i>	<b>Millar/Gough Ink, Flower Films and Panda Prod. in assoc. with Sony Pictures TV</b> ABC Studios ABC Studios
<b>FRIDAY</b>		
8:00 PM 9:00 PM 10:00 PM	<i>Extreme Makeover: Home Edition</i> <i>Shark Tank</i> <i>20/20</i>	Endemol USA Mark Burnett/Sony Pictures Television ABC News
<b>SATURDAY</b>		
8:00 PM	<i>Saturday Night</i> <i>College Football</i>	ABC/ESPN Sports
<b>SUNDAY</b>		
7:00 PM <b>8:00 PM</b> 9:00 PM <b>10:00 PM</b>	<i>America's Funniest Home Videos</i> <b><i>Once Upon a Time</i></b> <i>Desperate Housewives</i> <b><i>Pan Am</i></b>	Vin Di Bona Productions <b>ABC Studios</b> ABC Studios <b>Jack Orman Prod., Out of the Blue Ent. and Shoe Money Prod. in assoc. with Sony Pictures TV</b>



## ESPN X Games Expand With Six Global Events

ESPN recently announced a significant milestone in its long-term plans to expand the X Games on a global basis. Beginning in 2013, ESPN will produce six world-class X Games events around the world – two in the U.S. and four outside the U.S. ESPN is putting significant resources and focus behind this push for international expansion and will bring the most prestigious action sports competition to cities and fans around the world.

ESPN will conduct a formal bid process to determine the three new X Games host cities, which will join the current events in Los Angeles, Aspen and Tignes, France (where ESPN is partnered with Canal+). Cities will be selected in 2012 for a three-year agreement and will work with ESPN to produce the events.

A total of 130 hours of live TV coverage across the six X Games events on ESPN networks in the U.S. and around the world will be supplemented by coverage on digital platforms, including a year-round action sports website. The top priority of the X Games will continue to be to spotlight the world's best action sports athletes in BMX, Skateboard, Moto X and Rally Car Racing at the X Games; and Skiing, Snowboard and Snowmobile at the Winter X Games. Each X Games event will take on its own distinguishing character that will set it apart from the others, including the introduction of new sports and cultural elements based on the locations themselves. In addition, the X Games will continue to showcase and celebrate action sports competition while also highlighting the artistic and social elements inherent in the action sports lifestyle.

Since the X Games began in 1995, the franchise has evolved into a recognized, global brand as the event has grown and expanded its reach into consumer products, theatrical releases and ESPN.com/action. The most recent X Games and Winter X Games each set attendance records, pushing all-time attendance to more than two million spectators.

## Parks and Resorts



## Disney and Partners Break Ground On Shanghai Disney Resort

The Walt Disney Company and Shanghai Shendi Group, its joint venture partner in China, have broken ground on the Shanghai Disney Resort following approval from the Chinese central government in Beijing. Both companies marked the start of construction on the first Disney resort in mainland China at a groundbreaking ceremony held in April.

The new Shanghai Disney Resort is slated to open in approximately five years.

The Shanghai Disney Resort will be home to Shanghai Disneyland, a Magic Kingdom-style park that will blend classic Disney storytelling and characters with all-new attractions and experiences tailored specifically for the people of China. The park will feature several themed lands complete with exciting, iconic Disney attractions and experiences.

On Opening Day, the Shanghai Disney Resort will be located on a 963 acre (3.9 square kilometer) site in Pudong, Shanghai, with additional room to expand in the future. At opening, the resort will include Shanghai Disneyland; two themed hotels; a large retail, dining and entertainment venue; recreational facilities; a lake and associated parking and transportation hubs.

There will be an initial investment in the project of approximately 24.5 billion yuan (US\$3.7 billion) to build the theme park and an additional 4.5 billion yuan (US\$0.7 billion) to build the other aspects of the resort, including the hotels and the retail, dining and entertainment area. The investment amounts will be split between Disney and the Shanghai Shendi Group with Disney holding 43% of the shares of the owner companies and the Shanghai Shendi Group holding the remaining 57%. Financing will be proportional to ownership. In addition, a joint venture management company will be formed with Disney having a 70% stake and Shanghai Shendi Group having a 30% stake. The management company will be responsible for creating, developing and operating the resort.




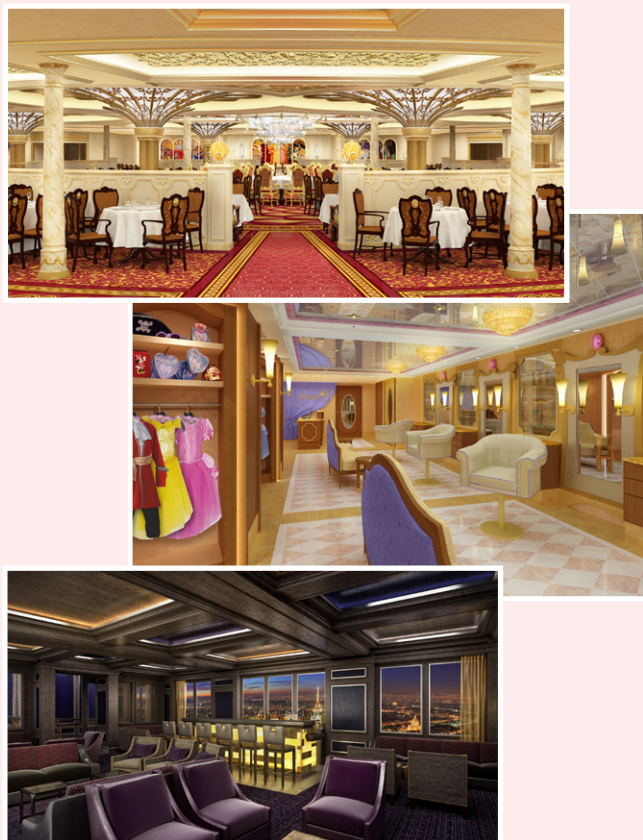


## Disney Cruise Line Unveils New Disney Fantasy Guest Experiences

The *Disney Fantasy*, the new Disney Cruise Line ship set to debut next spring, will bring to life many of the innovative features guests love on the recently launched *Disney Dream*, including AquaDuck – the world's first shipboard water coaster. But new design elements and guest experiences will give the *Fantasy* an identity all its own.

The *Disney Fantasy* is the second of two newly designed Disney Cruise Line ships that take the family cruise experience to new heights. Sister ship to the *Disney Dream*, which entered service in January 2011, the 4,000-passenger *Disney Fantasy* will sail week-long Caribbean cruises from Port Canaveral, Fla., with its maiden voyage scheduled for March 31, 2012.

 To learn more about the *Disney Fantasy*, visit [www.disneycruise.com](http://www.disneycruise.com).




## Disney Consumer Products



## Disney Store Accelerates Opening Schedule

Disney Store plans to open its interactive concept stores in more than 40 locations in 2011, it was recently announced. Building on the successful launch of the innovative design in 2010 and fueled by demand from retail property owners eager to bring the one-of-a-kind shopping destination to their centers, Disney Store will continue to expand its presence across the world. By the end of 2011, the specialty retailer will have 60 new concept stores in 16 major markets in North America and eight countries. In spring 2012, the original Disney Store location at the Glendale Galleria in Glendale, Calif., will be remodeled to celebrate the retail chain's 25th anniversary. First built in 1987, the store pioneered the entertainment retail concept. The Glendale store will be just one of many planned remodels in 2012 delivering "the best 30 minutes of a child's day."

 To find a Disney Store, guests can visit [www.DisneyStore.com/storelocator](http://www.DisneyStore.com/storelocator).





## Disney Interactive Media Group



### LEGO® Pirates of the Caribbean: The Video Game

The recently launched *LEGO Pirates of the Caribbean* video game from Disney Interactive Studios is off to a great start with chart-topping reviews and nearly 2 million units sold. The game is Disney Interactive Media Group's best North America week one sales for a multi-platform video game title to date.

*LEGO Pirates of the Caribbean: The Video Game* is available for the Wii™ console, Xbox 360® video game and entertainment system from Microsoft, PlayStation®3 computer entertainment system, Sony PSP® (PlayStation®Portable) system, Windows-based PC/Mac Hybrid and the Nintendo DS™ family of handheld systems, including the Nintendo 3DS™. Published by Disney Interactive Studios and developed by the renowned team at TT Games, *LEGO Pirates of the Caribbean: The Video Game* is rated E10+ by the Entertainment Software Ratings Board (ESRB).



For more information,

visit <http://Disney.com/LegoPiratesVideoGame>.

### Phineas and Ferb Video Game Announced

Disney Interactive Studios recently announced that *Phineas and Ferb: Across the Second Dimension* is currently in development for the Wii™ system, Nintendo DS™ family of handheld systems and PlayStation®3 computer entertainment systems.



*Phineas and Ferb* has been the No. 1 animated TV series among Tweens 9-14 for the past three years, and this lively new video game is inspired by the upcoming Disney Channel Original Movie inspired by the series. Fans can play as their favorite characters, including Phineas, Ferb and Agent P, as they journey through new dimensions filled with action-packed platforming in a quest to battle the evil Dr. Doofenshmirtz.

Published by Disney Interactive Studios, *Phineas and Ferb: Across the Second Dimension* will be released in summer 2011 and is expected to be rated E10+ by the ESRB.

## Disney Corporate Citizenship



### Disney Releases 2010 Citizenship Report

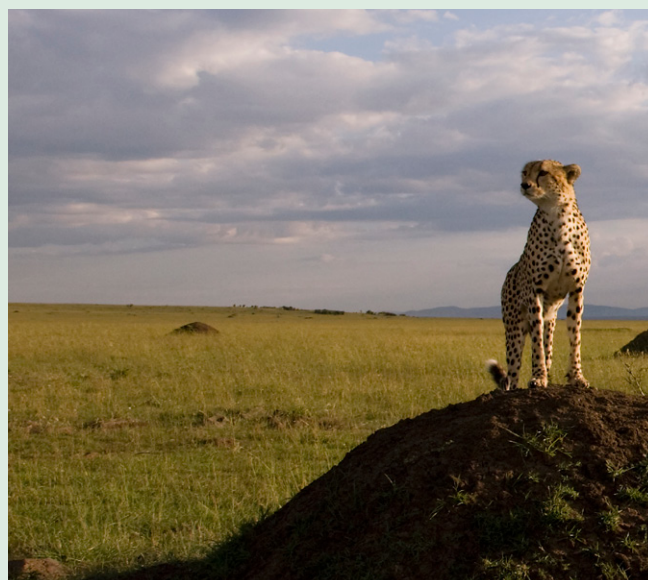
The Walt Disney Company recently released its second Corporate Citizenship report that details Disney's progress on environmental and social impacts, and includes the Company's first set of comprehensive citizenship commitments and goals, aligned around three core principles:

- Act and create in an ethical manner and consider the consequences of our decisions
- Champion the happiness and well-being of kids, parents and families in our endeavors
- Inspire kids, parents, employees and communities to make a lasting, positive change in the world

The interactive multimedia report, now available online at [www.disney.com/citizenship2010](http://www.disney.com/citizenship2010), includes comprehensive coverage of eight key areas: family entertainment, inspiring kids and communities, nature conservation, environment, community, workplaces, supply chain and human rights.



For more information on Disney's Corporate Citizenship activities, visit [www.disneycorporatetcitizenship.com](http://www.disneycorporatetcitizenship.com).





## Key Domestic Studio Releases

### Q3 - FY11

Title	Banner	Release Date
African Cats	Disneynature	04/22/11
PROM	Disney	04/29/11
Thor*	Marvel	05/06/11
Pirates of the Caribbean: On Stranger Tides	Disney	05/20/11
Cars 2	Pixar	06/24/11

\*Distributed by Paramount

### Q3 - FY10

Title	Banner	Release Date
Oceans	Disneynature	04/22/10
Iron Man 2*	Marvel	05/07/10
Prince of Persia: The Sands of Time	Disney	05/28/10
Toy Story 3	Pixar	06/18/10

## Key Domestic Home Video Releases

### Q3 - FY11

Title	Street Date
Tron: Legacy	04/05/11
Sharpay's Fabulous Adventure	04/19/11
Gnomeo & Juliet	05/17/11
I Am Number Four	05/24/11

### Q3 - FY10

Title	Street Date
Alice in Wonderland	06/01/10
Starstruck	06/08/10
When in Rome	06/15/10

## Cable Subscribers

### Disney Channel (a)

	4/2/11 # subscribers (in millions)	4/3/10 # subscribers (in millions)
United States	99.5	98.9
Latin America	30.7	25.0
India	7.1	10.5
United Kingdom	9.1	9.0
Italy	5.7	6.2
Taiwan	6.0	5.9
France	4.8	5.5
Japan	5.6	5.1
Scandinavia (d)	4.9	4.8
Poland (e)	6.2	5.5
Romania	5.7	4.9
Hungary/Czech/ Slovakia/Slovenia	4.0	3.6
Asia (b)	3.3	3.2
Australia (g)	2.5	2.5
Germany	2.5	2.1
Korea	1.7	1.8
South Africa	2.0	1.8
Russia (l)	5.2	4.5
Portugal	2.3	2.0
Israel	1.1	1.2
Turkey	1.5	1.1
Benelux	6.4	3.9
Serbia	1.0	0.5
Middle East (e)	0.4	0.4
Angola	0.2	0.2
Malta	0.5	0.3
<b>International Sub-Total</b>	<b>120.3</b>	<b>111.5</b>
<b>Worldwide Total</b>	<b>219.8</b>	<b>210.5</b>

### ESPN (f) (i)

	4/2/11 # Nielsen Households (in millions)	4/3/10 # Nielsen Households (in millions)
ESPN	100.1	99.3
ESPN2	100.0	98.8
ESPNEWS	74.0	72.7
ESPN (h)	72.6	70.5
ESPN Classic	35.9	56.7
ESPN Deportes	5.3	5.2
ESPN3.com (n)	70.0	53.0

### AETN/Lifetime (c) (i)

	4/2/11 # Nielsen Households (in millions)	4/3/10 # Nielsen Households (in millions)
A & E International (j)	157.1	136.1
A & E Channel (k)	100.1	99.0
Lifetime Channel (k)	100.0	99.0
The History Channel (k)	99.6	98.4
Lifetime Movie Channel (k)	81.3	76.6
Biography (k)	63.4	58.4
History Int'l (k)	62.4	57.4
Lifetime Real Women (j)	16.7	15.0

### Other Cable Properties (c)

	4/2/11 # Nielsen Households (in millions)	4/3/10 # Nielsen Households (in millions)
ABC Family (k)	98.9	98.4
Disney XD International (m)	83.7	84.7
Disney XD Domestic	77.9	76.4
SOAPnet (k)	74.7	74.8
Playhouse Disney/Disney Jr. (k)	51.4	42.6
Hungama	7.1	10.9
Disney Cinemagic	11.5	9.9

(a) United States reflects Nielsen households; International Disney Channels reflect reported subscribers

(b) Includes Brunei, Cambodia, Hong Kong, Indonesia, Malaysia, Palau, Papua New Guinea, Singapore, Thailand, Philippines and Vietnam.

(c) A&E International, Lifetime Real Women, Disney Cinemagic, Hungama, and Disney XD International based on reported subscribers.

(d) Includes Sweden, Norway, Denmark, and Finland.

(e) Estimated data.

(f) ESPN includes domestic Nielsen households only.

(g) Numbers include New Zealand.

(h) ESPN based on reported subscribers.

(i) Our ownership interest in ESPN and AETN/Lifetime is 80% and 42%, respectively.

(j) A&E International and Lifetime Real Women based on reported subscribers as of 2/28/11

(k) Reflects Nielsen Households.

(l) Disney Channel Russia includes subscribers previously classified under Jetix Kids Europe.

(m) Disney XD International includes households previously classified under Jetix Play.

(n) Represents estimated broadband subscribers for May 2011 and July 2010 for the current and prior periods, respectively.



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June 24, 2011