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**North Carolina Security Breach Reporting Form
Pursuant to the Identity Theft Protection Act of 2005**

Name of Business Owning or Licensing Information Affected by the
Breach: BNY Shareowner Services, on behalf of The Walt Disney
Company
Address: c/o William Harris
480 Washington Boulevard
Jersey City, NJ 07310
Telephone: 201.680.2152
Fax: 201.680.4610
Email: william.a.harris@bnymellon.com

PLEASE SUBMIT FORM TO:
Consumer Protection Division
NC Attorney General's Office
9001 Mail Service Center
Raleigh, NC 27699-9001
Telephone: (919) 716-6000
Toll Free in NC: (877) 566-7226
FAX: (919) 716-6050

Date Security Breach Reporting form submitted: July 24, 2008
Date the Security Breach was discovered: February 27, 2008
Estimated number of affected individuals: ~ 1 Million Disney shareowners
Estimated number of NC residents affected: ~ 19,189 Disney shareowners

Name of business maintaining or possessing information that was the subject of the Security Breach, if the business that experienced the Security Breach is not the same entity as the business reporting the Security Breach (pursuant to N.C.G.S. § 75-65(b)): Archive Systems, Inc., vendor for BNY Mellon Shareowner Services ("BNY Mellon")

Describe the circumstances surrounding the Security Breach and state whether the information breached was in electronic or paper format: Please note that this notification is provided in addition to notices regarding this incident you already received from BNY Mellon on March 26, 2008 and May 29, 2008. On February 27, 2008, BNY Mellon's archive services vendor notified BNY Mellon that the vendor could not account for one of several boxes of data back-up tapes being transported for BNY Mellon to an off-site storage facility. After investigating this event, BNY Mellon has been unable to locate the missing box. Due to the way the information was stored on the tapes in the missing box, it took BNY Mellon some time to determine whose information was contained on those tapes. BNY Mellon has now determined that one or more tapes in the missing box contained personal information about shareowners of The Walt Disney Company, including their names, postal addresses, Social Security numbers and share ownership information. As a precaution, BNY Mellon is notifying all such affected individuals of the information security breach via written letter to each through first class mail. For your convenience, a copy of the form of notice is enclosed.

Regarding electronic information breached, state whether the information breached or potentially breached was password protected or encrypted in some manner. No. If so, please describe the security measures protecting the information: The boxes containing the tapes were locked in metal boxes with tamper evident tape.

Describe any measures taken to prevent a similar Security Breach from occurring in the future: Data stored on back-up tapes from BNY Mellon Shareowner Services' New Jersey location is now being encrypted. BNY Mellon BNY Mellon has replaced the vendor that handles our off-site back-up tape storage, Archive Systems, Inc. BNY Mellon is researching alternative data back-up options that may eliminate or minimize the need to transport tapes.

Date affected NC residents were/will be notified: Mailings began on or about June 16, 2008

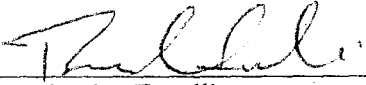
If there has been any delay in notifying affected NC residents, describe the circumstances surrounding the delay pursuant to N.C.G.S. § 75-65(a) and (c): BNY Mellon engaged in a forensic review of the data to identify affected individuals. Due to the way the information was stored on the tapes in the missing box, it took BNY Mellon some time to determine whose information was contained on those tapes. BNY Mellon has now determined that one or more tapes in the missing box contained personal information about shareowners of The Walt Disney Company.

If the delay was pursuant to a request from law enforcement pursuant to N.C.G.S. § 75-65(c), please include the written request or the contemporaneous memorandum.

How NC residents were/will be notified?
(pursuant to N.C.G.S. § 75-65(e))

- written notice
 electronic notice (email)
 telephone notice
 substitute notice

Please attach copy of the notice if in written form or a copy of any scripted notice if in telephonic form.

Signature: 
Contact: Brendon M. Tavelli
Title: Associate
Proskauer Rose LLP
Address: 1001 Pennsylvania Ave, NW
Suite 400 South
Telephone: 202.416.6896
Fax: 202.416.6899
Email: btavelli@proskauer.com

Date: July 24, 2008

BNY MELLON SHAREOWNER SERVICES
ATTN: SHAREOWNER SERVICES
PO BOX 1570
Manchester, CT 06045



BNY MELLON
SHAREOWNER SERVICES

Line 1XXXZ
Line 3XXXZ
Line 4XXXZ
Line 5XXXZ
Line 6XXXZ
Line 7XXXZ
Line 8XXXZ

June 13, 2008

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Dear Sir or Madam:

BNY Mellon Shareowner Services provides stock transfer agency, employee plan administration, proxy tabulation, and related services for issuers of securities, such as publicly traded corporations. We maintain data regarding the shareholders of the issuers to whom we provide these services.

On February 27, 2008, our archive services vendor notified us that they could not account for one of several boxes of data back-up tapes that they were transporting for us to an off-site storage facility. After investigation of this event, we have been unable to locate the missing box. Due to the way the information was stored on the tapes in the missing box, it took us some time to determine whose information was contained on those tapes. We have now determined that one or more tapes in the missing box contained the following personal information about you: your name, postal address, Social Security number and share ownership information. We are writing to you on behalf of The Walt Disney Company and any other issuer of shares held by you for whom we maintained data on the missing tapes.

Based upon the information received to date, we have no indication of any misuse of your data. Nevertheless, as a precaution, to help you detect any such possible misuse, we are offering you free credit monitoring for a 24-month period. We have engaged ConsumerInfo.com, Inc., an Experian® Company, to provide you with their Triple AlertSM Credit Monitoring product, which includes daily monitoring of your credit reports from three national credit reporting companies (Experian, Equifax® and TransUnion®), and email monitoring alerts of key changes to your credit reports. In addition, as part of the Triple AlertSM Credit Monitoring product, you will receive \$25,000 in identity theft insurance* provided by Virginia Surety Company, Inc., with no deductible, as well as access to dedicated fraud resolution representatives if needed. *Due to New York state law restrictions, identity theft insurance coverage cannot be offered to residents of New York.

You have 90 days from the date of this notice to activate the credit monitoring membership by using the activation code Line 9XXZ. This code is unique for your use and should not be shared. To learn more about Triple AlertSM and to enroll, go to <http://partner.consumerinfo.com/monitor> and follow the instructions. To enroll by phone, or if you have any questions, please call us toll-free at 1-877-279-1149. Our customer care representatives are available Monday through Friday, between 8 a.m. and 8 p.m. ET; and Saturday, between 9 a.m. and 4 p.m. ET.

We recommend that you regularly review statements from your accounts and obtain your credit report from one or more of the national credit reporting companies. You may obtain a free copy of your credit report once every 12 months by visiting <http://www.annualcreditreport.com> or by contacting each of the three national credit reporting companies listed on the next page. We recommend you remain vigilant and that you report any suspected identity theft to us and to proper law enforcement authorities, including the Federal Trade Commission.



Equifax
(800) 685-1111
www.equifax.com
P.O. Box 740241
Atlanta, GA 30374-0241

Experian
(888) 397-3742
www.experian.com
P.O. Box 9532
Allen, TX 75013

TransUnion
(800) 916-8800
www.transunion.com
P.O. Box 6790
Fullerton, CA 92834-6790

Please visit the FTC's web site, <http://www.ftc.gov/bcp/edu/microsites/idtheft>, to learn more about protecting yourself from identity theft. To place a free fraud alert on your credit report, please contact one of the national credit reporting companies listed above. A fraud alert notifies potential credit grantors to verify your identification before extending credit in your name. You may also place a security freeze on your credit report by contacting the national credit reporting companies listed above. A security freeze is designed to prevent potential credit grantors from accessing your credit report without your consent. Therefore, using a security freeze may interfere with or delay your ability to obtain credit. The credit reporting company may charge a fee to place a freeze or temporarily or permanently remove a freeze. If you place a security freeze within 90 days of the date of this letter, we will cover the cost of the initial placement and one removal (whether a temporary or permanent removal) of a security freeze, even if you are not the victim of identity theft. Because security freezes can be temporarily removed on more than one occasion, you may incur costs associated with having a security freeze on your credit file that BNY Mellon will not cover. You should contact the three consumer reporting companies for additional details on credit freezes. To learn how to request reimbursement for such fees, please call us toll-free at 1-877-279-1149 or visit our website at <http://www.bnymellon.com/tapequery>.

Please be assured that we take the protection of your information very seriously. We have taken additional measures to protect information regarding you that we maintain and to protect against unauthorized transactions on any account that you may have with us. We have replaced the archiving vendor that handles our off-site back-up tape storage. We are researching alternative data back-up options that may eliminate or minimize the need to transport tapes. For additional information regarding this incident, please visit our website at <http://www.bnymellon.com/tapequery>.

We sincerely regret any inconvenience or concern caused by this incident.

Sincerely,

BNY Mellon Shareowner Services