Magical Cruise Company Limited
(Registered number: 3157553)

Directors' Report and Financial Statements
For the year ended 29 September 2012

Magicial Cruise Company, Limited

Directors' report and financial statements
For the year ended 29 September 2012

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Directors' report for the year ended 29 September 2012

The directors present their annual report and the audited financial statements of the Magical Cruise Company, Limited (the "Company") for the year ended 29 September 2012 (prior year the 52 weeks ended 1 October 2011)

Review of activities and future developments

The Company's principal activity is the operation of luxury cruise vessels The directors consider the results for the year and the financial condition of the Company at the end of the year to be satisfactory and look forward to the future with optimism During the year, the Company purchased a new cruise vessel, Disney Dream, which began operations January 2011 as well as the Disney Fantasy, which began operations in March 2012

The Company received a capital contribution of $203,000,000 from the Company's immediate parent, Wedco Holdings (Netherlands) BV during the year, two shares were issued in exchange

It is considered that the Company's activities will remain unchanged for the foreseeable future

Results and dividends

The Company's profit for the financial year is $366,000 (2011 $51,990,000 loss) The directors do not recommend the payment of a dividend (2011 $Nil)

Principal risks and uncertainties and future outlook

From the perspective of the Company, its principal risks and uncertainties and future outlook are integrated with those of the group and are not managed separately Accordingly, The Walt Disney Company's annual report should be referred to in order to gain a more detailed understanding of business performance and related risks and uncertainties

Key performance indicators ("KPI's")

Given the straightforward nature of the business, the Company's directors are of the opinion that analysis using KPI's is not necessary for an understanding of the development, performance or position of the business

Financial risk management

The Company's operations expose it to financial risks, the most significant are described below

(1) Credit risk The Company has implemented policies that require appropriate credit checks on potential customers before sales are made The amount of exposure to any individual counterparty is subject to a limit, which is assessed continually by the Company's credit control function

(2) Foreign exchange risk The Company may hold assets and liabilities denominated in foreign currencies No derivative financial instruments are used to manage the risk of fluctuating exchange rates, so no hedge accounting is applied The Company has in place a foreign exchange policy, driven by the ultimate parent company, The Walt Disney Company, and will reconsider the appropriateness of this policy should operations change in nature

(3) Interest rate risk The Company can have interest bearing assets and liabilities The Company monitors its portfolio of interest bearing assets and liabilities and their financial impact The Company will reconsider the appropriate structure of its portfolio should operations change in size or nature

(4) Fuel hedge risk The Company hedges pricing risk in relation to forecasted future fuel purchases by entering into cash flow hedge relationships

Directors' report for the year ended 29 September 2012 (continued)

Directors

The directors who held office during the period and up to the date of approval of the financial statements are given below

B Swets
T Wolber
K Holz
I Lahoud (resigned 23 May 2012)
J James (resigned 23 May 2012)
G Stock (resigned 21 September 2012)
S Daya (appointed 1 November 2012)
J Stockton (appointed 23 May 2012)
J Swindell (appointed 1 Dec 2011)
V Taggart (appointed 23 May 2012)

Disabled persons

Applications for employment by disabled persons are always fully considered, bearing in mind the respective aptitudes and abilities of the applicant concerned In the event of members of staff becoming disabled every effort is made to ensure that their employment with the Company continues and the appropriate training is arranged It is the policy of the Company that the training, career development and promotion of a disabled person should, as far as possible, be identical to that of a person who does not suffer from a disability

Employee involvement

Consultation with employees has continued at all levels, with the aim of ensuring that views are taken into account when decisions are made which are likely to affect their interests, and that all employees are aware of the financial and economic performance of their business units, and of the Company as a whole Communication with all employees continues through newsletters, briefing groups and the availability of the annual report

Going concern

The intermediate parent company, Disney Enterprises Inc provides sufficient support to enable the Company to continue its operations throughout the year This support shall continue to be provided, which has been confirmed in writing to the Directors, and therefore the Directors consider the financial statements should be prepared on a going concern basis to give a true and fair view

Charitable donations

During the period the Company made charitable contributions totalling $632,100 (2011 $943,688), to charities The main beneficiaries of the Company's charitable contributions were the Make a Wish Foundation, Disney Worldwide Conservation Fund and Boys & Girls Club of America Inc in the United States

Disabled persons

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Directors' report for the year ended 29 September 2012 (continued)

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Creditor payment policy

The Company aims to pay all of its creditors in accordance with contractual and other legal obligations Majority of the creditors are intercompany and therefore disclosure of creditor days is meaningless

Directors' Responsibilities Statement

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial period Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006 They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

Disclosure of information to auditors

So far as each director is aware, there is no relevant audit information of which the Company's auditors are unaware Each director has taken all steps that he/she ought to have taken in his duty as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

On behalf of the Board on 29 May 2013

B Swets
Director

Registered Office
3 Queen Caroline St
Hammersmith
London
W6 9PE

Independent auditors' report to the members of Magical Cruise Company, Limited

We have audited the financial statements of Magical Cruise Company Limited (the "company") for the year ended 29 September 2012 which comprise the Profit and Loss Account, the Balance Sheet, and the related notes The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 5 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements In addition, we read all the financial and non-financial information in the directors' report and financial statements to identify material inconsistencies with the audited financial statements If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 29 September 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Independent auditors' report to the members of Magical Cruise Company, Limited (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Tony Nicol (Senior Statutory Auditor)

For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
~~28~~ May 2013
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Profit and Loss Account for the year ended 29 September 2012

	Note	2012 $'000	2011 $'000
Turnover	2	924,679	646 366
Cost of sales		(744,695)	(548 591)
Gross profit		179,984	97,775
Distribution costs		(51,280)	(48 468)
Administrative expenses		(102,308)	(72 351)
Operating profit/(loss)	3	26,396	(23,044)
Interest payable and similar charges	16	(24,219)	(27,544)
Profit/(loss) on ordinary activities before taxation		2,177	(50,588)
Tax on profit/(loss) on ordinary activities	4	(1,811)	(1 402)
Profit/(loss) for the financial period	11	366	(51 990)

The Company has no other gains or losses for the year other than those reported in the profit and loss account and consequently no statement of total recognised gains and losses has been presented

There is no material difference between the profit/(loss) on ordinary activities before taxation and the profit/(loss) for the year and their historical cost equivalents

The results shown above are derived from continuing operations

Balance Sheet as at 29 September 2012

(Registered number 3157553)

	Note	As at 29 September 2012 $'000	As at 1 October 2011 $'000
Fixed assets			
Tangible assets	5	1,551,184	838,757
		1,551,184	838,757
Current assets			
Stocks	6	13,780	9,201
Debtors	7	27,159	35,644
Cash at bank and in hand		36,112	39,608
		77,051	84 453
Creditors amounts falling due within one year	8	(562,352)	(488,817)
Net current assets		(485,301)	(404,364)
Total assets less current liabilities		1,065,883	434,393
Creditors amounts due after more than one year	9	(606,798)	(179 120)
Net assets		459,085	255,273
Capital and reserves			
Called up share capital	10	-	-
Share premium account	11	424,063	221,063
Other reserves	11	97,383	96,937
Profit and loss account	11	(62,361)	(62,727)
Total shareholders' funds	12	459,085	255,273

The financial statements on pages 8 to 19 were approved by the Board on 29 May 2013 and were signed on its behalf by

B Swets
Director

29 May 2013

Notes to the Financial Statements for the year ended 29 September 2012

1 Accounting policies

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom on a basis consistent with the prior period The principal accounting policies are set out below

a) Going concern

The intermediate parent company, Disney Enterprises Inc provides sufficient support to enable the Company to continue its operations throughout the year This support shall continue to be provided, which has been confirmed in writing to the Directors, and therefore the Directors consider the financial statements should be prepared on a going concern basis to give a true and fair view

b) Accounting reference date

The Company has taken advantage of flexibility under the Companies Act 2006 to end the accounting year on the closest Saturday to 30 September each year An accounting reference date of 29 September 2012 has been adopted for the current period

The financial year represents the 52 weeks ended Saturday 29 September 2012 (2011 52 weeks ended 1 October 2011)

c) Reporting currency and presentation

The Financial Statements are presented in US dollars as that is the currency in which the Company generates its net cash flows Monetary assets and liabilities expressed in foreign currencies are translated into sterling at rates of exchange ruling at the date of the balance sheet Transactions in foreign currency are converted to sterling at the rate ruling at the date of the transaction All differences on exchange are taken to the profit and loss account Currency translation adjustments are taken to reserves The USD GBP exchange rate at year end was $1 56 (2011 $1 56)

d) Turnover

Revenue related to the provision of cruise berths is recognised using the accruals method All other cruise revenue, including the sale of merchandise, beverage, amenities, and recreational activities provided during the cruises as well as other operating income, is recognised when the goods are delivered or service is provided

e) Fixed assets and depreciation

Tangible fixed assets are stated at historic purchase cost less accumulated depreciation When brought into service, tangible fixed assets are depreciated on a straight-line basis over their estimated useful economic life or the life of the lease, whichever is shorter Depreciation is provided to write off cost or valuation Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use The useful economic life of the assets is estimated to be as follows

Stage show and other on-board entertainment and programming costs	3 to 5 years
Furniture, fixtures, leasehold improvements and equipment (including cruise ships)	2 to 40 years
Assets under the course of construction	Depreciation commences when assets are placed in service

f) Drydock costs

Drydock costs are broken into two categories

Overhaul Costs – costs which are typically more repair and maintenance in nature and do not generally add economic value to the vessel These costs are expensed as incurred

Additions/Improvements – costs are typical capital costs and add economic value to the vessel When these assets can be identified and quantified separately, they are depreciated over the shorter of the normal useful life of the asset or the length of the vessel lease

Notes to the Financial Statements for the year ended 29 September 2012 (continued)

1 Accounting policies (continued)

g) Stocks

Stocks are stated at the lower of cost or market value

h) Pension costs

Contributions are made on behalf of the Company by the parent undertaking into defined benefit and defined contribution plans and are charged to the profit and loss account when they fall due Pension costs were allocated to the Company based on its share of the costs of contributions for the group as a whole

In respect of the defined benefit plan, liabilities are measured using the projected unit method for reporting in these financial statements under FRS 17 Annual valuations are prepared by independent professionally qualified actuaries Actuarial gains and losses are recognised by the parent undertaking

The plan is a multi-employer, group defined benefit scheme Although the scheme is a defined benefit arrangement, it is a multi-employer scheme for which it has not been possible to identify the underlying assets and liabilities attributable to each participating company and therefore has been accounted for as a defined contribution scheme Therefore, the pension cost recognised in the profit and loss account for this scheme represents contributions payable by the Company to the scheme for the period

i) Cruise deposits

Cruise deposits are recorded upon receipt by the Company's agents

j) Operating leases

Rental costs under operating leases are charged to operating profit on a straight-line basis over the lease term

k) Taxation

Corporation tax payable is provided on taxable profits at the current rate

The Company entered the UK tonnage tax regime on 29 June 2008 In 2007 and the year prior to 29 June 2008 the Company did not qualify for the UK tonnage tax regime The company's trading profits are now subject to the Tonnage Tax regime for the full year and that only non-trading income remains subject to corporation tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date Deferred tax is measured on a non-discounted basis

l) Cash flow statement

The Company is a wholly owned subsidiary of The Walt Disney Company, incorporated in the United States of America, and is included in its consolidated financial statements, which are publicly available Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (Revised 1996)

Notes to the Financial Statements for the year ended 29 September 2012 (continued)

1 Accounting policies (continued)

m) Financial instruments

The Company hedges pricing risk in relation to forecasted future fuel purchases by entering into cash flow hedge relationships

Derivatives are initially accounted for and measured at fair value on the date a derivative contract is entered into and subsequently measured at fair value The gain or loss on remeasurement is taken to the profit or loss account except where the derivative is a designated cash flow hedging instrument Gains or losses on cash flow hedges that are regarded as highly effective are recognised in equity

Gains or losses deferred in equity are transferred to the profit and loss account in the same year as the underlying fuel purchase The ineffective portions of the gain or loss on the hedging instrument are recognised in profit or loss For the portion of hedges deemed ineffective or transactions that do not qualify for hedge accounting under FRS 26, any change in assets or liabilities is recognised immediately in the profit and loss account

2 Turnover

	2012	2011
	$'000	$'000
Cruise revenue	888,936	615 870
Other revenue	35,743	30,496
Total	924,679	646 366

Cruise income consists of amounts earned for the provision of cruise berths as well as amounts earned from the sale of merchandise, beverage, amenities, and recreational activities provided during the cruises Other operating income, all of which was earned from group undertakings, represents fees charged for the provision of labor related costs, general accounting, human resources, and other administrative services

3 Operating profit/(loss)

	2012	2011
	$'000	$'000
Operating loss is stated after charging		
Wages and salaries	140,450	109,964
Social security costs	1,493	1 427
Other pension costs	1,945	1,910
Staff costs	143,888	113,301
Depreciation of tangible fixed assets	93,960	37,723
Loss on disposal of assets – tangible fixed assets	135	441
Operating lease charges – cruise vessel	48,403	55,539
Auditors' remuneration		
Fees payable to Company's auditors and its associates		
Audit services	152	297

The average monthly number of persons (including executive directors) employed by the Company during the year was 5,300 consisting of 4,630 shipboard personnel and 670 administrative personnel (2011 4,630 shipboard personnel and 670 administrative personnel)

Notes to the Financial Statements for the year ended 29 September 2012 (continued)

4 Tax on profit/(loss) on ordinary activities

The charge for taxation is based upon the taxable loss for the year and comprises

	2012 $'000	2011 $'000
Tax on profit/(loss) on ordinary activities		
Analysis of charge in period		
Current tax		
UK corporation tax on losses for the period	1,766	1,201
Tonnage tax	94	70
Adjustments relating to prior periods	(49)	131
Total current tax	1,811	1,402
Tax charge on profit/(loss) on ordinary activities	1,811	1,402

(b) Factors affecting tax charge for the year

The tax assessed for the yearis higher (2011 lower) than the standard rate of corporation tax in the UK (2012 25%, 2011 27%) The differences are explained below

	2012 $'000	2011 $'000
Profit/(loss) on ordinary activities before taxation	2,177	(50,588)
Profit/loss on ordinary activities multiplied by the standard rate in the UK (2012 25%) (2011 27%)	545	(13,659)
Effects of		
Adjustments in respect of prior periods	(49)	131
Income taxed	1,766	1,201
Losses not deductible under UK corporation tax	(545)	13,659
Tonnage tax profit	94	70
Current charge for the year	1,811	1,402

Factors affecting the future tax charges

In addition to the changes in rates of Corporation tax disclosed [above/within the note on taxation] a number of further changes to the UK Corporation tax system have been announced Legislation to reduce the main rate of corporation tax from 24% to 23% from 1 April 2013 was included in the Finance Act 2012 Further reductions to the main rate were announced in the 2012 Autumn Statement and the March 2013 Budget Statement to reduce the rate to 21% from 1 April 2014 and to 20% from 1 April 2015 These further changes had not been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements These changes are not expected to materially impact the financial statements

Notes to the Financial Statements for the year ended 29 September 2012 (continued)

5 Tangible assets

	Assets under course of construction $'000	Stage Shows & other on board entertainment & programming costs $'000	Furniture, fixtures, leasehold improvements and equipment $'000	Total $'000
Cost				
At 1 October 2011	3,969	55,742	923 126	982,837
Additions	12,646	17,536	776,941	807,123
Transfers	(15,860)	(285)	14,852	(1,293)
Disposals	-	-	(3,443)	(3,443)
At 29 September 2012	755	72,993	1,711,476	1,785,224
Accumulated depreciation				
At 1 October 2011	-	41,400	102,680	144 080
Charge for the period	-	7,092	86,868	93,960
Disposals	-	-	(4,000)	(4,000)
At 29 September 2012	-	48,492	185,548	234,040
Net book amount				
At 29 September 2012	755	24,501	1,525,928	1,551,184
At 1 October 2011	3 969	14,342	820,444	838 757

6 Stocks

	2012 $'000	2011 $ 000
Food and beverage	4,064	2 994
Merchandise goods for resale	3,317	2 427
Consumables	6,399	3,780
Total	13,780	9 201

Notes to the Financial Statements for the year ended 29 September 2012 (continued)

7 Debtors

	2012 $'000	2011 $'000
Trade debtors	2,052	1,517
Amounts owed by group undertakings	14,070	28 378
Derivative financial instrument asset	446	(809)
Prepayments	10,591	6,558
Total	27,159	35,644

Amounts owed by group undertakings, representing called up share capital not paid and amounts owed under management service agreements, are unsecured, interest free, and have no fixed date of repayment

The derivative financial instrument asset at 29 September 2012 arose on unmatured fuel hedges that hedge the pricing risk of anticipated future purchases is $446,000 (2011 $809,000) These have been designated in a cash flow relationship and there was no ineffectiveness to be recorded in the profit and loss for the period These amounts have been recognised in equity and will be transferred to the profit and loss account when the forecasted fuel purchases occur

8 Creditors – amounts falling due within one year

	2012 $'000	2011 $'000
Trade creditors	32,543	32,520
Amounts owed to group undertakings	245,944	240,424
Taxation and social security	12,464	10,019
Tax creditors / (debtors)	1,861	(334)
Deposits received on future cruises	236,165	197,483
Other accrued expenses	33,375	8,705
Total	562,352	488,817

$44M of amounts owed to group undertakings are subject to interest and are repayable semi-annually, of this amount total accrued interest payable is $21M Refer to Note 9 for further details The remaining amounts owed to group undertakings are trade payables that are unsecured and bear no rate of interest The amounts have no set repayment date and, therefore, have been classified as due on demand

9 Creditors – amounts falling due after more than one year

	2012 $'000	2011 $'000
Amounts owed to group undertakings	593,440	168,070
Deposits received on future cruises	11,857	8 904
Other accrued expenses	1,501	2,146
Total	606,798	179,120

Amounts owed to group consists of outstanding loans and interest of $637 5M, of which $44m is included in amounts falling due within one year Total outstanding loans of $637 5m consists of $540M at a rate of interest of 4 16% (2011 nil) repayable semi-annually by 2016 $2 5M at a rate of interest of 2 05% (2011 $106M, 6 85%) repayable semi-annually by 2017 and $93M at a rate of interest of 3 63% (2011 $93m, 3 63%) repayable semi-annually by 2019 Total accrued Interest payable is $21M

Notes to the Financial Statements for the year ended 29 September 2012 (continued)

10 Called up share capital

	2012 $	2011 $
Authorised 100 (2011 100) Ordinary shares of £1 each converted at an exchange rate of $1 56 (2011 $1 56)	162	156
Allotted and not paid 6 (2011 4) ordinary shares of £1 each (2 converted at $1 56, 1 converted at an exchange rate of $1 70, 1 converted at $1 54 and 2 shares converted at 1 63)	10	6

11 Reserves

	Share Premium Account $'000	Profit and Loss Account $'000	Other Reserves $'000	Total Reserves $'000
At 1 October 2011	221,063	(62,727)	96,937	255,273
Net movement on pricing	-	-	446	446
Capital Contribution	203,000	-	-	203 000
Profit for the financial year	-	366	-	366
At 29 September 2012	424,063	(62,361)	97,383	459,085

On September 21, 2012, MCCL received a capital contribution from Wedco One of $203 million, which was used along with operating cash to pay down $30 million on the promissory note obtained as part of finacing of the Disney Dream and $208 million on the promissory note obtained as part of the Disney Fantasy

12 Reconciliation of movements in shareholders' funds

	2012 $'000	2011 $'000
Profit/ (Loss) for the financial year	366	(51 990)
Net movement on pricing cash flow hedge	446	(809)
Capital Contribution	203,000	220 000
Shareholders' funds as at beginning of year	255,273	88,072
Shareholders' funds as at end of year	459,085	255,273

Notes to the Financial Statements for the year ended 29 September 2012 (continued)

13 Operating lease commitments and other contractual obligations

The Company has operating leases to operate two luxury cruise vessels through September 2023 and September 2024, respectively The leases were renegotiated in fiscal 2011 and the Company makes semi-annual payments of $12,500,000 beginning in fiscal 2011

Additionally, the Company has an operating lease for a warehouse facility located in Orlando, Florida through December 31, 2015

The Company has annual commitments under non-cancellable operating leases expiring as follows

	Land and buildings		Other	
	2012	2011	**2012**	2011
	$'000	$'000	**$'000**	$'000
Within one year	**-**	-	**-**	-
Between two and five years	**200**	200		
After 5 years	**-**	-	**50,000**	50,000
	200	200	**50,000**	50,000

The Company does not have any contractual obligations for maintenance and other services at September 29, 2012

14 Pension commitments

The shore side employees of the Company participate in the Group defined benefit pension plan The defined benefit pension plan is provided under the Disney Associated Companies' Retirement Plan and the Disney Salaried Pension Plan D The cost of contributions to the group scheme is based on pension costs across the Group as a whole Pension costs incurred by the Company for the year amounted to $2,692,000 (2011 $2,364,978)

Details of the Group defined benefit plan are given in the financial statements of The Walt Disney Company and Subsidiaries Details of the more significant points of the scheme are discussed below

The cost is assessed in accordance with the advice of Mercer Human Resources & Investor Solutions, consulting actuaries The latest actuarial valuation of the scheme was performed as at 30 September 2010 using the Project Unit Credit method The measurement date was changed from June 30 to September 30, effective September 30, 2010 The principal assumptions adopted in the valuation were that, over the long term, the investment return would be 7 75% (2011 7 75%) per annum, the rate of salary increase would be 4 0% (2011 4 0%), and the discount rate 3 85% (2011 4 75%)

At the date of the latest actuarial valuation at 30 September 2011, the market value of the assets of the scheme was $ 5 150 million (2011 $3 949 million), and the actuarial value of the assets was sufficient to cover 74 7% (2011 75 3%) of the benefits that had accrued to members, after allowing for expected future increases in earnings

The Company also participates in a Group defined contribution plan The defined contribution plan is provided under the Disney Salaried Savings and Investment Plan The Plan calls for contributions being made by its members and the Company on a matching basis Pension costs incurred by the Company for fiscal 2012 and 2011 were not material

Notes to the Financial Statements for the year ended 29 September 2012 (continued)

15 Directors' emoluments

	2012 $'000	2011 $'000
Aggregate emoluments	3,874	5 300
Company contributions paid to pension schemes	86	236

Highest paid director

	2012 $'000	2011 $'000
Total amount of emoluments and amounts (excluding shares) receivable under long-term incentive schemes	2,098	2 407
Defined contribution pension scheme	8	5
Defined benefit amount accrued	42	13

Retirement benefits are accruing to 5 Directors (2011 5) under a defined benefit scheme and 5 Directors (2011 5) under a defined contribution plan in respect of their qualifying services No directors exercised share options in the ultimate parent Company in the year (2011 Nil) and 5 Directors received shares under long term incentive schemes (2011 5)

The above details of Directors' emoluments do not include the emoluments 6 directors who are paid by the parent company (fellow subsidiary) and recharged to the Company as part of a management charge This management charge, which in 2012 amounted to $5 6M, also includes a recharge of administration costs borne by the parent company (fellow subsidiary) on behalf of the Company and it is not possible to identify separately the amount relating to these directors

16 Interest payable and other similar charges

	2012 $'000	2011 $'000
Interest payable to other group companies	(24,219)	(27 544)

Notes to the Financial Statements for the year ended 29 September 2012 (continued)

17 Ultimate parent undertaking and financial support

Ultimate Parent

The ultimate parent undertaking and controlling party, The Walt Disney Company, incorporated in the United States of America The directors regard The Walt Disney Company to be the ultimate controlling party

Immediate Parent
The immediate parent company is Wedco Holdings (Netherlands) BV, incorporated in the Netherlands

Parent undertaking
The largest and smallest group for which financial statements are prepared and of which the Company is a member are as follows

Name	The Walt Disney Company
Country of incorporation	United States of America
Address from which copies of the group financial statements can be obtained	500 South Buena Vista Street Burbank California 91521 USA

18 Related party transactions

The Company's ultimate parent undertaking and controlling party is The Walt Disney Company and utilises the exemption contained in paragraph 3(c) of FRS 8, Related Party Disclosures, not to disclose any transactions with entities that are included in the consolidated financial statements of The Walt Disney Company The address at which the consolidated financial statements of the ultimate parent company are publicly available is included in Note 17