



The WALT DISNEY Company, Inc.

December 12, 1996

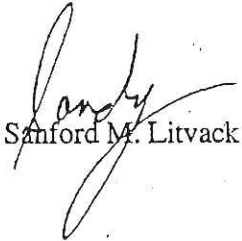
Mr. Michael S. Ovitz  
Metropolitan Towers  
146 West 57th  
Apartment 66A  
New York, New York 10019

Dear Michael:

This will confirm the terms of our mutual agreement as follows:

1. The Term of your employment under your existing Employment Agreement with Disney will end on January 31, 1997.
2. This letter will for all purposes of the Employment Agreement be given the same effect as though there had been a "Non-Fault Termination," and the Company will pay you, on or before February 5, 1997, all amounts due you under the Employment Agreement, including those under Section 11 (c) thereof. In addition, the stock options granted pursuant to Option A, will vest as of January 31, 1997 and will expire in accordance with their terms on September 30, 2002.

Sincerely,

  
Sanford M. Litvack

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SML/ms

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