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The interest rate per annum payable on the Notes for each of the periods set forth below shall be the interest rate set forth opposite such period below.

<u>Period</u>	<u>Interest Rate Per Annum</u>
From and including May 31, 2002 to but excluding May 15, 2005	5.60%
From and including May 15, 2005 to but excluding May 15, 2011	6.25%

Interest Payment Dates:

- Third Wednesday of each month
- Third Wednesday of each March, June, September and December
- Third Wednesday of each \_\_\_\_\_ and \_\_\_\_\_
- Third Wednesday of each \_\_\_\_\_
- Other (specify) The first Interest Payment Date shall be November 15, 2002 and thereafter the Interest Payment Dates shall be the 15<sup>th</sup> day of each May and November during the term of the Notes.

Regular Record Dates:

- Fifteenth day (whether or not a Business Day) immediately preceding the related Interest Payment Date
- Other (specify) \_\_\_\_\_

Interest Payment Period:

- Monthly
- Quarterly
- Semiannually
- Annually

Interest Reset Period: N/A

- Daily
- Weekly
- Monthly
- Quarterly
- Semiannually
- Annually

Interest Reset Dates: N/A

- As specified in Prospectus Supplement
- Other (specify) \_\_\_\_\_

Interest Determination Date: N/A

- As specified in Prospectus Supplement
- Other (specify) \_\_\_\_\_

Purchase of Notes at Option of Holder: N/A

Purchase \_\_\_\_\_ Purchase \_\_\_\_\_  
Date(s): \_\_\_\_\_ Price(s): \_\_\_\_\_

Calculation Agent: N/A

Plan of Distribution: Merrill Lynch, Pierce, Fenner & Smith Incorporated has acted as principal with respect to the purchase of the Notes.

THE WALT DISNEY COMPANY Medium-Term Notes, Series B