



# Seeking to Give New Happiness & Hospitality

# Seeking to Give New Happiness & Hospitality

We are seeking out new paradigms of happiness and hospitality.

The happiness we give our Guests, this is  
The excitement of our attractions,  
The joy of our entertainment shows, and  
The heartwarming experience of interacting  
with our Cast Members.

We have continued to provide this brand  
of happiness every day for 30 years.

## Seeking to Give New Happiness & Hospitality

As times and society change, we evolve ourselves.  
Born out of new discoveries and inspiration,  
happiness comes in countless forms.  
We strive to achieve unrivaled levels of hospitality,  
the means through which we connect with our Guests.

With our team of 30,000 devoted dreamers,  
we are seeking out **new paradigms** of happiness and hospitality  
to bring dreams, moving experiences, happiness,  
and contentment 50 and even 100 years into the future.

### Editorial Policy

This report has been designed as a communication tool to facilitate understanding with regard to the Company's management policies and business strategies among a wide range of readers, including both private and institutional investors.

The entire report is centered on the theme of "Seeking to Give New Happiness & Hospitality," and the Feature section contains specific examples of initiatives being implemented to this end.

Photographs, charts, and tables have been used to illustrate the Company's operations in a visual manner in the report.

### Forward-looking statements

Forecasts and other forward-looking statements are based on the judgments of management in consideration of information available as of the publishing date of this report. However, the Company's business is easily influenced by the preferences of customers as well as by social and economic trends. For this reason, the estimates and forecasts contained in this report may be impacted by unforeseen circumstances.



# Contents



- 2 The 30-Year History of Tokyo Disney Resort
- 6 Snapshot  
—To continue bringing happiness and hospitality—
- 12 Eleven-Year Financial Highlights



- 14 Message from the Chairman /  
Interview with the President
  - 14 Message from the Chairman
  - 16 Interview with the President
  - 22 2013 Medium-Term Plan  
(From the fiscal year ended March 31, 2012,  
to the fiscal year ending March 31, 2014)



## 24 Feature: Seeking to Give New Happiness & Hospitality

Along with its Guests, Tokyo Disney Resort has pursued and created new paradigms of happiness and hospitality. This Feature section focuses on four aspects of these new paradigms, which will underpin OLC's growth going forward.



- 34 Review of Consolidated Operations
  - 34 Annual Topics
  - 36 The OLC Group at a Glance
  - 37 Review of Consolidated Operations
    - 37 Theme Park Segment
    - 39 Hotel Business Segment
    - 41 Other Business Segment



- 42 Corporate Governance /  
Corporate Social Responsibility (CSR)
  - 42 Business Mission
  - 43 Corporate Governance
  - 50 Interview with an External Auditor
  - 51 Corporate Social Responsibility (CSR)
  - 56 Board of Directors, Corporate Auditors, and Corporate Officers

### FACT BOOK 2013

OLC's *Fact Book 2013* provides a wide range of long-term, historical data, including financial indicators and quantitative management data.

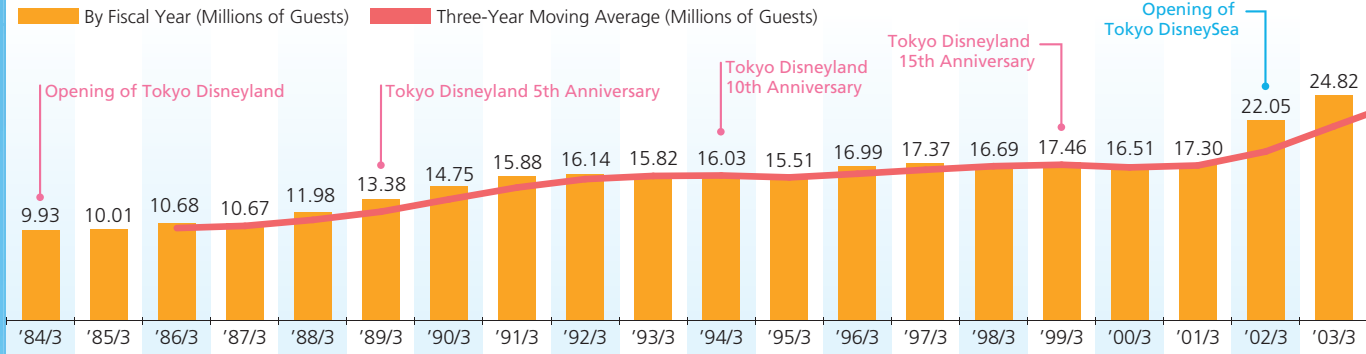


- 58 Financial Section / Corporate Data / Stock Information
  - 58 Six-Year Summary
  - 59 Message from the Officer in Charge of the Finance / Accounting Department
  - 60 Management's Discussion and Analysis of Operations
  - 66 Consolidated Financial Statements
  - 89 Corporate Data / Stock Information

[www.olc.co.jp/ir/pdf/factbook2013.pdf](http://www.olc.co.jp/ir/pdf/factbook2013.pdf)

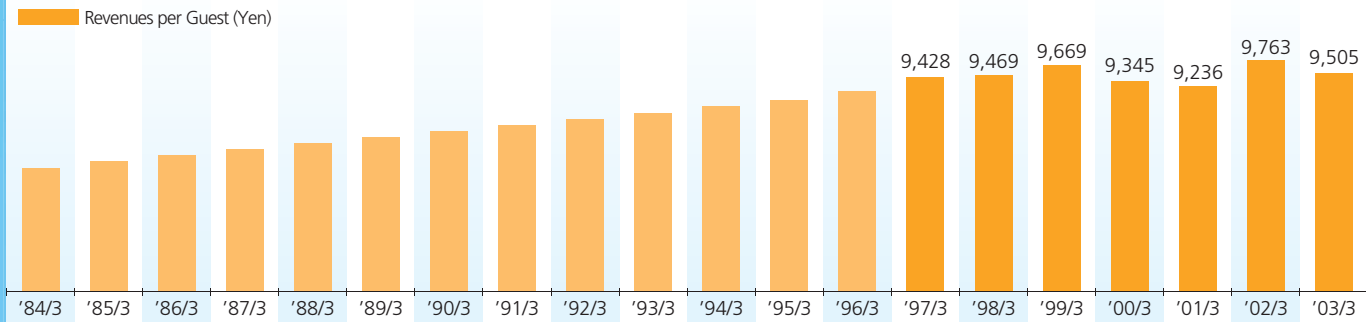
# The 30-Year History of Tokyo Disney Resort



## Changes in Annual Theme Park Attendance



## Revenues per Guest

Note: Figures for revenues per Guest are formally disclosed only for the years ended March 31, 1997, and onward, since this was the year when OLC listed. Figures for the year ended March 31, 1996, and previous years are for reference only. Figures for years up to and including the year ended March 31, 1996, are for reference only.



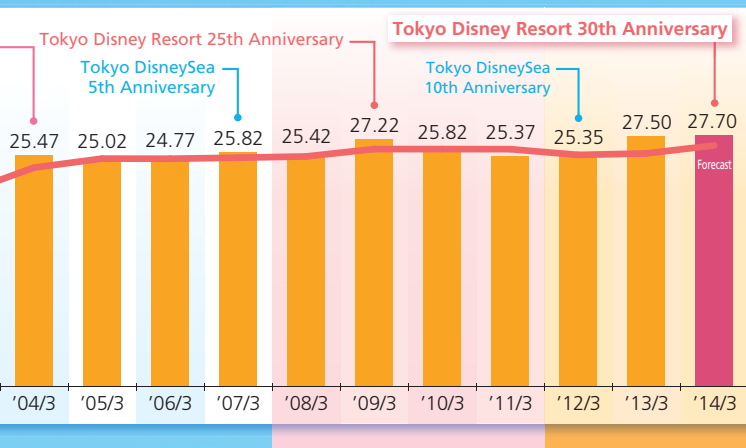
1981	1982	1983	1984	1985	1986	1987	1988	1989
								
1981 Construction of Tokyo Disneyland® began								
								
		1983 Tokyo Disneyland opened						



1985 "Tokyo Disneyland Electrical Parade Dreamlights" premiered (ended in June 1995)



1987 Opening of "Big Thunder Mountain"

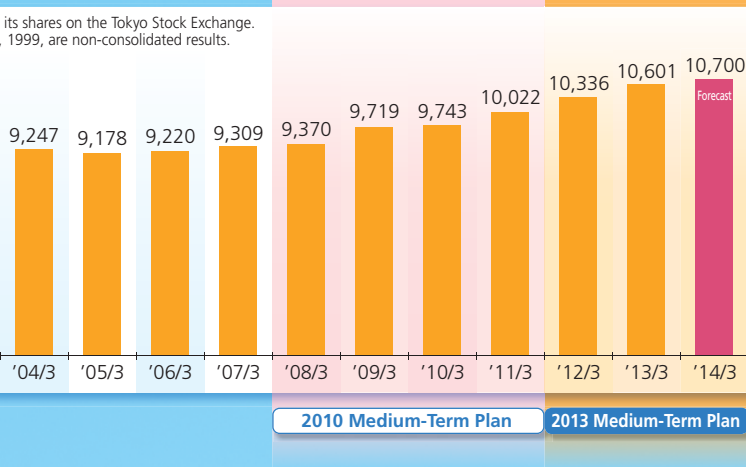


Comparison with full-year operation at both theme parks 10 years ago

### Annual Theme Park Attendance

'03/3	'13/3
24.82 million Guests	27.50 million Guests

Approx. +11%



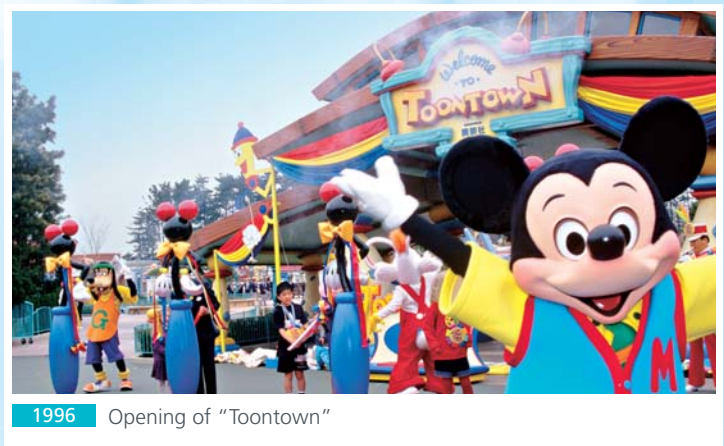
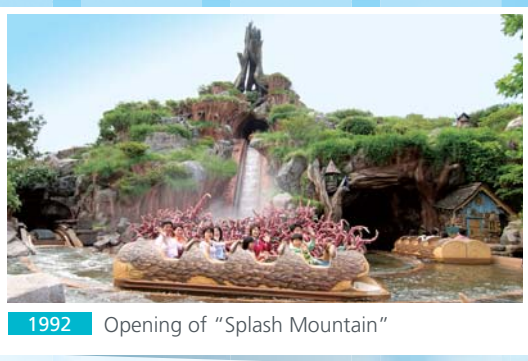
Comparison with full-year operation at both theme parks 10 years ago

### Revenues per Guest

'03/3	'13/3
¥9,505	¥10,601

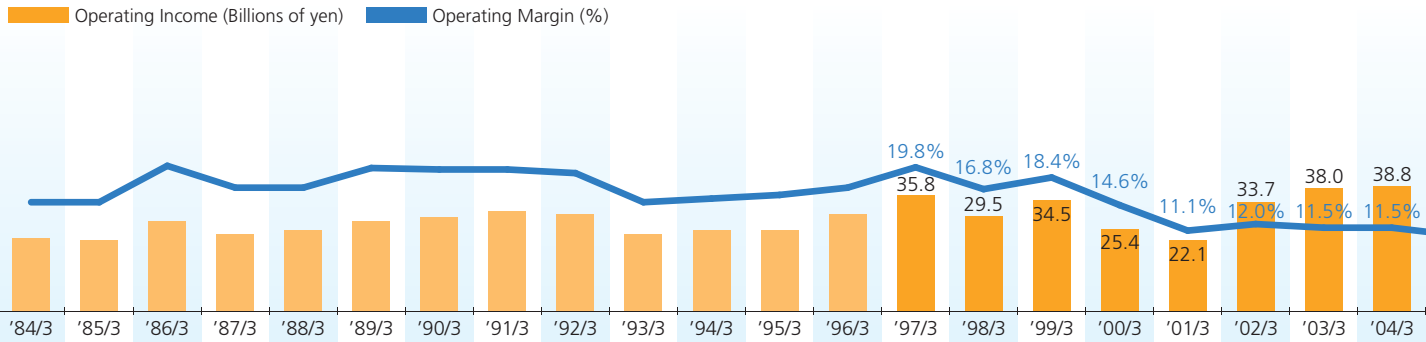
Approx. +12%

1990      1991      1992      1993      1994      1995      1996      1997      1998      1999



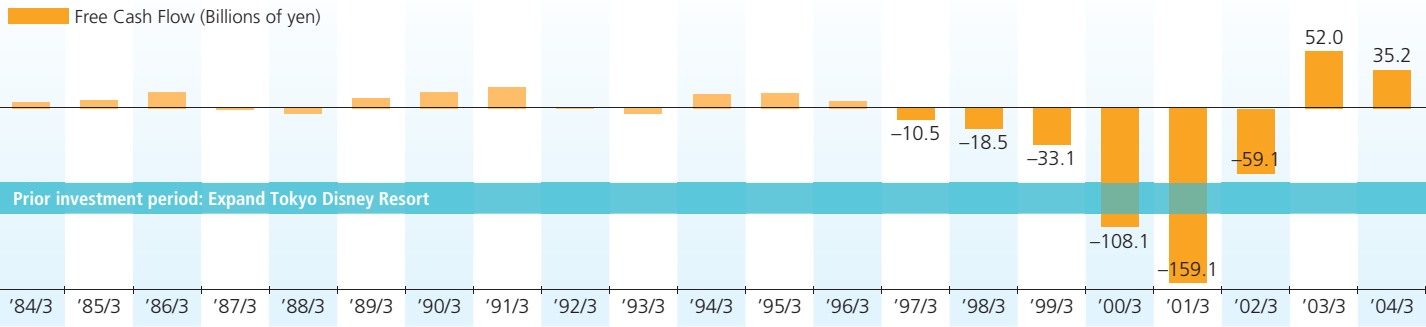
## Operating Income / Operating Margin

Note: Figures for operating income and operating margin are formally disclosed only for the years ended March 31, 1997, and onward, since this was the year when the company began its operations. Figures for the year ended March 31, 1996, and previous years are for reference only. Figures for years up to and including the year ended March 31, 1996, are for reference only.



## Changes in Free Cash Flow

Note: Figures for free cash flow are formally disclosed only for the years ended March 31, 1997, and onward, since this was the year when the company began its operations. Figures for the year ended March 31, 1996, and previous years are for reference only. Figures for years up to and including the year ended March 31, 1996, are for reference only.



2000

2001

2002

2003

2004

2005

2006



2001 Tokyo DisneySea® opened



2006 Opening of "Tower of Terror"



2000 Opening of Ikspiari and Disney Ambassador Hotel

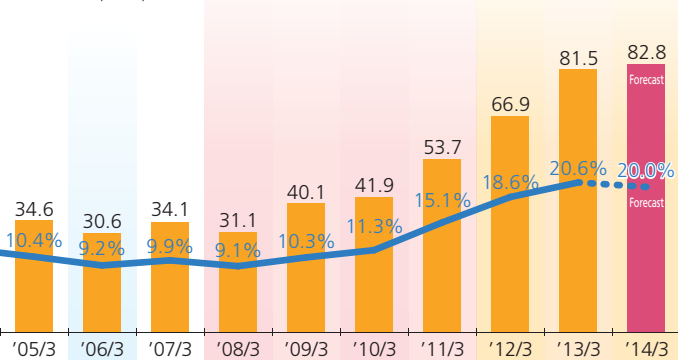


2004 Opening of "Buzz Lightyear's Astro Blasters"

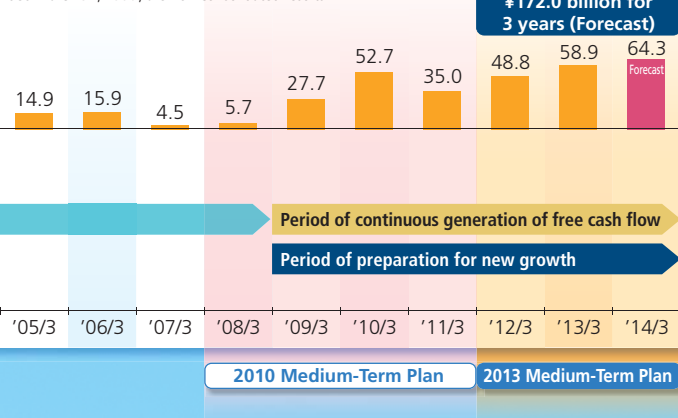


2008 Opening of Tokyo Disneyland Hotel

Since this was the year when OLC listed its shares on the Tokyo Stock Exchange. Ended March 31, 1999, are non-consolidated results.

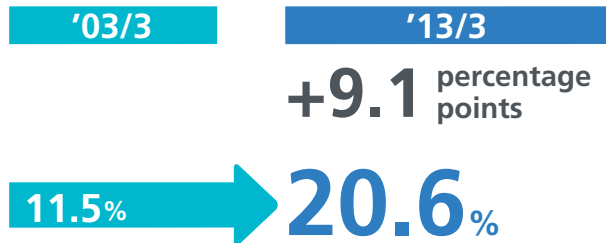


Since OLC listed its shares on the Tokyo Stock Exchange. Ended March 31, 1999, are non-consolidated results.



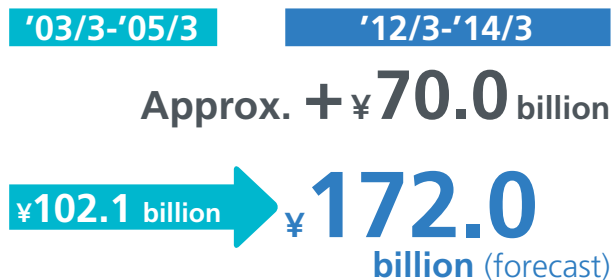
Comparison with full-year operation at both theme parks 10 years ago

### Operating Margin



Comparison with full-year operation at both theme parks 10 years ago

### Free Cash Flow



2007

2008

2009

2010

2011

2012

2013



2012 Opening of "Toy Story Mania!"



2011 "Fantasmic!" started



2013 Tokyo Disney Resort® 30th Anniversary

# Snapshot

—To continue bringing happiness and hospitality—

## UNIQUE COMPETITIVE ADVANTAGES

### PREMIUM LOCATION

Own vast land in a superb location

**1. Extensive Land**

Approx. 2 million square meters of contiguous land  
10 kilometers (6 miles) from the city center

**2. Immense Market**

Population of approx. 30 million with substantial disposable income living within a 50-kilometer (30-mile) radius

**3. Convenient Access**

About 15 minutes by train from Tokyo Station,  
about 30 minutes by shuttle bus from Haneda Airport,  
and about 60 minutes by shuttle bus from Narita International Airport

### PROVEN PARTNERSHIP

Only OLC operates Disney theme parks in Japan\*

**License agreement with Disney Enterprises, Inc.**

Operation of Disney-branded facilities in Tokyo Disney Resort

**Royalties**

Proportionate to revenues (yen-denominated)



\* As of July 2013, OLC has no capital or personnel relationship with Disney Enterprises, Inc.

## HISTORY

### Reclaiming land and partnering with Disney

1960	The establishment of Oriental Land Co., Ltd.
1962	Concluded the Urayasu District Land Reclamation Agreement with Chiba Prefecture
1964	Commenced reclamation work (completed in 1975)
1979	Concluded an agreement with Walt Disney Productions (currently Disney Enterprises, Inc.), of the United States, concerning the operation of Tokyo Disneyland

### Enhancing Tokyo Disney Resort

1983	Tokyo Disneyland opened
1996	Listed stock in the First Section of the Tokyo Stock Exchange
2000	Ikspiari opened Disney Ambassador Hotel opened
2001	Disney Resort Line opened Tokyo DisneySea opened Tokyo DisneySea Hotel MiraCosta opened
2005	Palm & Fountain Terrace Hotel opened
2008	Tokyo Disneyland Hotel opened

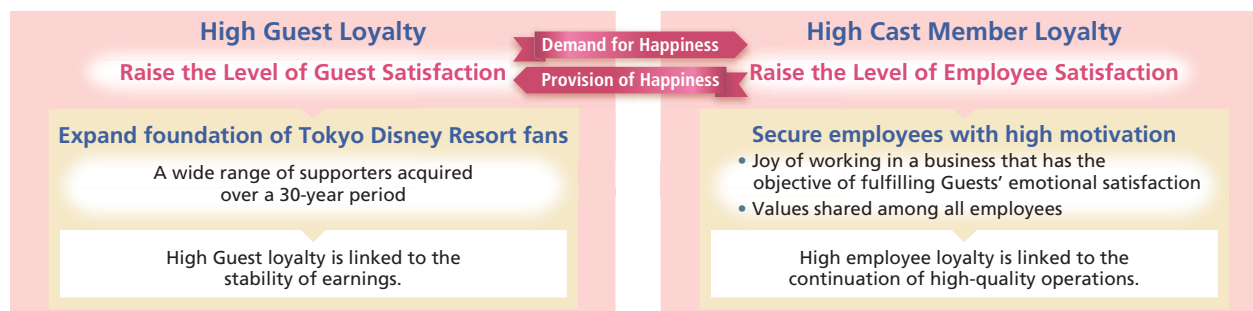


## TRADITIONAL HOSPITALITY

The source of our strength is human resources; our Cast Members provide magnificent hospitality.

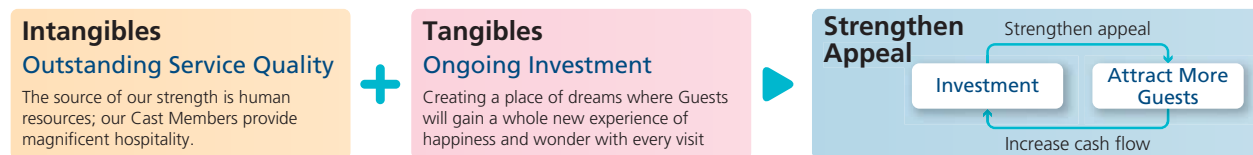
## SUSTAINING INTEREST

Creating a place of dreams where Guests will gain a whole new experience of happiness and wonder with every visit



## STRONG FINANCES

Implement ongoing additional investment based on generating stable cash flow



## Theme Park Segment

### Tokyo Disneyland

The first Disney Theme Park outside of the U.S.

### Tokyo DisneySea

The only sea-themed Disney Theme Park in the world

## Hotel Business Segment

### Disney Hotels

Hotels under direct management with approx. 1,700 rooms

- Tokyo Disneyland Hotel
- Tokyo DisneySea Hotel MiraCosta
- Disney Ambassador Hotel

## Other Business Segment

### Ikspiari

A shopping complex composed of shops and restaurants as well as a cinema complex

### Disney Resort Line

A monorail service provided around Tokyo Disney Resort

## Investment Amount for the Main Attractions

(Billions of yen)

Attraction	Opening date	Investment amount*
Big Thunder Mountain	July 4, 1987	8.0
Star Tours	July 12, 1989	10.1
Splash Mountain (Crittter Country)	October 1, 1992	28.5
Toontown	April 15, 1996	11.2
MicroAdventure	April 15, 1997	2.8
Pooh's Hunny Hunt	September 1, 2000	11.0
Buzz Lightyear's Astro Blasters	April 15, 2004	5.0
Raging Spirits	July 21, 2005	8.0
Tower of Terror	September 4, 2006	21.0
Monsters, Inc. Ride & Go Seek!	April 15, 2009	10.0
Mickey's PhilharMagic	January 24, 2011	6.0
Toy Story Mania!	July 9, 2012	11.5
Star Tours: The Adventures Continue	May 7, 2013	7.0

■ Tokyo Disneyland ■ Tokyo DisneySea

\* Investment amounts are approximations.

Cumulative Total  
Attendance

→ 500 million

Tokyo Disney Resort welcomes more than 27.0 million Guests each year.

The majority of these Guests are not visiting for the first time. The total cumulative attendance over our 30-year history has surpassed 500 million.



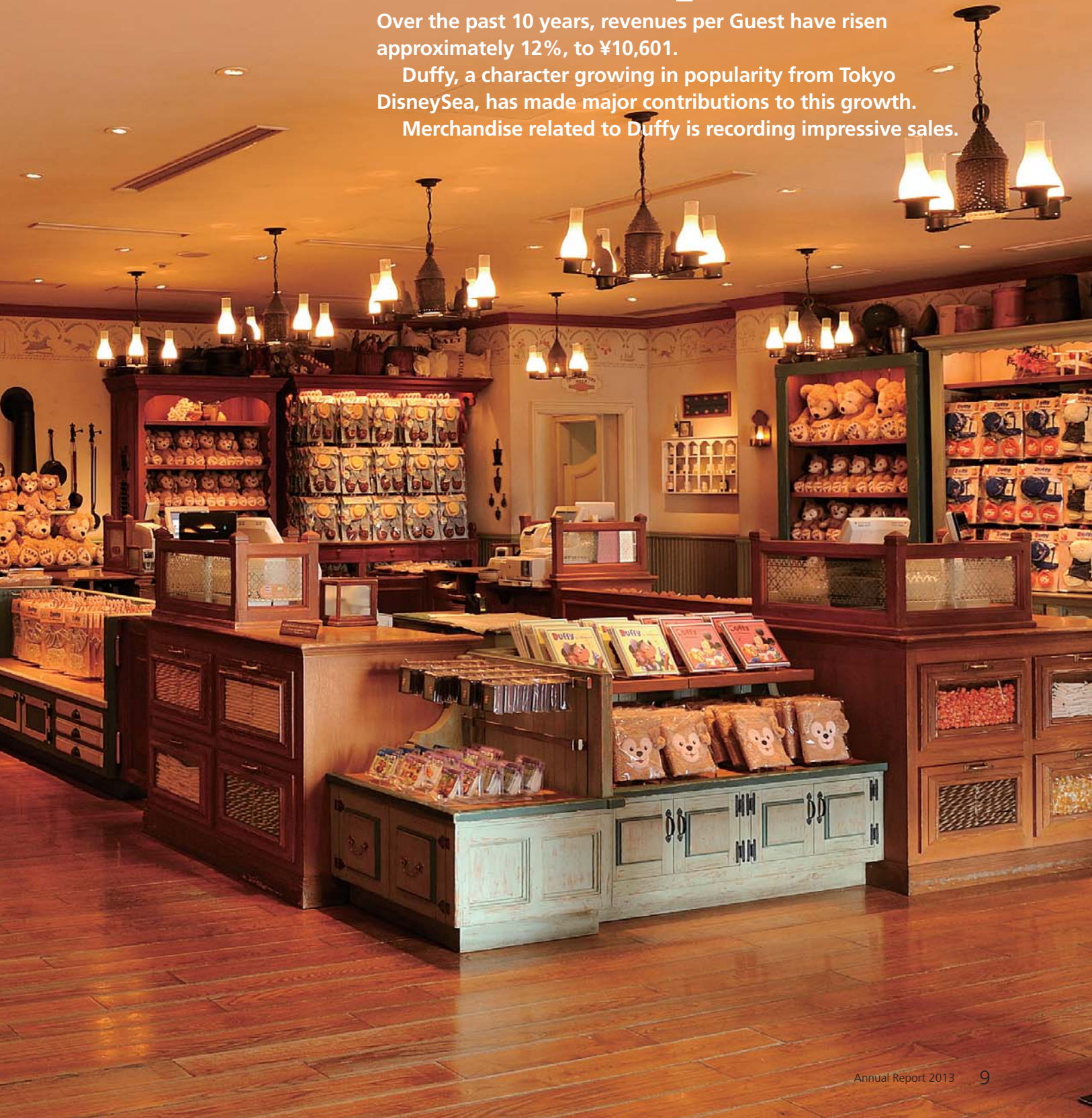
Revenues  
per Guest

→ ¥10,601

Over the past 10 years, revenues per Guest have risen approximately 12%, to ¥10,601.

Duffy, a character growing in popularity from Tokyo DisneySea, has made major contributions to this growth.

Merchandise related to Duffy is recording impressive sales.



## Occupancy Rates of Disney Hotels

→ 90%

Tokyo Disney Resort has continued to improve its value as a destination resort.

The OLC Group operates three Disney Hotels to make the resort experience all the more memorable for Guests.

The occupancy rates of these hotels exceed 90%, and the average price for a room is approximately ¥50,000 per night.



Number of Cast Members

→ 30,000

We provide our Guests with happiness and hospitality, and "People" are an integral factor in doing it.

Our 30,000 Cast Members, most of whom welcome Guests inside of the theme parks, are seeking out new paradigms of happiness and hospitality.



# Eleven-Year Financial Highlights

Oriental Land Co., Ltd. and Consolidated Subsidiaries  
Fiscal Years Ended March 31

	'03/3	'04/3	'05/3	'06/3	'07/3
<b>FOR THE YEAR:</b>					
Revenues	¥ 331,753	¥ 336,517	¥ 331,094	¥ 332,885	¥ 344,083
Operating income	38,029	38,765	34,562	30,605	34,111
Net income	18,932	18,530	17,224	15,704	16,309
Capital expenditures* <sup>2</sup>	14,848	29,277	46,855	43,129	54,807
Depreciation and amortization	47,935	45,982	44,555	43,374	42,951
EBITDA* <sup>3</sup>	85,964	84,747	79,117	73,979	77,062
Free cash flow* <sup>4</sup>	52,019	35,235	14,924	15,949	4,453
<b>AT YEAR-END:</b>					
Total assets	¥ 691,883	¥ 654,425	¥ 660,225	¥ 718,866	¥ 699,772
Total net assets* <sup>5</sup>	355,002	373,866	389,714	375,947	385,001
Interest-bearing debt	265,922	209,286	202,449	266,945	235,626

<b>PER SHARE DATA:</b>					
Net income (EPS)	¥ 188.24	¥ 184.23	¥ 171.19	¥ 162.73	¥ 171.46
Net assets (BPS)	3,543.92	3,732.22	3,890.51	3,950.49	4,046.03
Cash dividends	24.00	29.00	35.00	45.00	55.00

<b>SELECTED FINANCIAL DATA:</b>					
Operating margin	11.5%	11.5%	10.4%	9.2%	9.9%
Return on assets (ROA)	2.7	2.8	2.6	2.3	2.3
Return on equity (ROE)	5.5	5.1	4.5	4.1	4.3
Equity ratio	51.3	57.1	59.0	52.3	55.0
Payout ratio	12.7	15.7	20.4	27.7	32.1

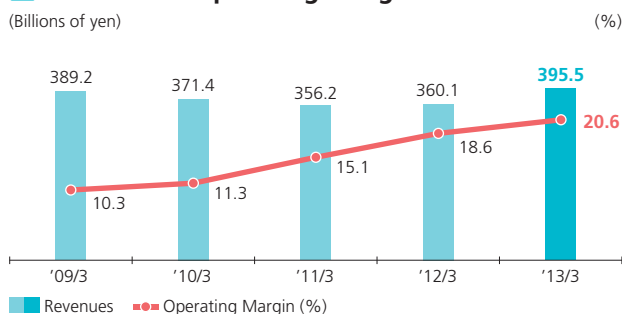
Annual theme park attendance (Thousands of Guests)	24,820	25,473	25,021	24,766	25,816
Revenues per Guest (Yen)	9,505	9,247	9,178	9,220	9,309

\*1. The U.S. dollar amounts are provided for convenience only and have been converted at the rate of ¥94.05 to US\$1, the prevailing exchange rate at March 31, 2013.

\*2. Capital expenditures includes tangible and intangible assets and long-term prepaid expenses.

\*3. EBITDA = Operating income + Depreciation and amortization, aggregated

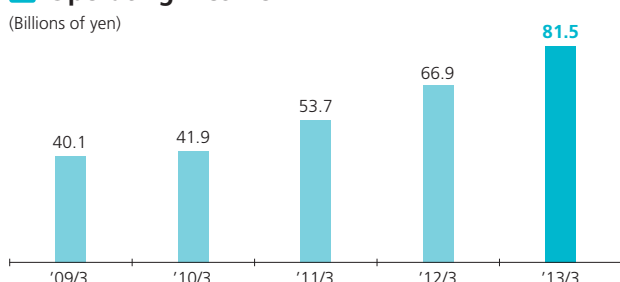
## Revenues / Operating Margin



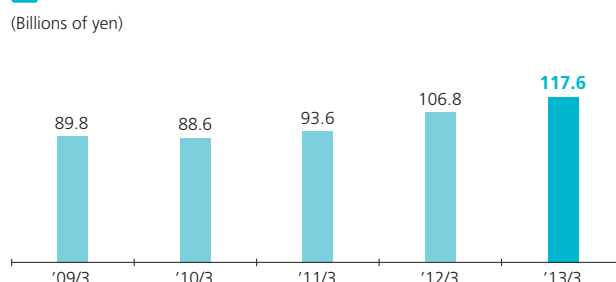
Revenues increased year on year to ¥395.5 billion as theme park attendance reached 27,503 thousand and revenues per Guest increased to ¥10,601, both record highs.

Meanwhile, operating income rose for the fifth consecutive year, to ¥81.5 billion, as higher revenues offset increases in personnel expenses and fixed and miscellaneous costs, such as facility renovation costs and sales promotion costs, following the return to normal operations after the period of reduced operation following the Great East Japan Earthquake. As a result, the operating margin improved to 20.6%.

## Operating Income



## EBITDA



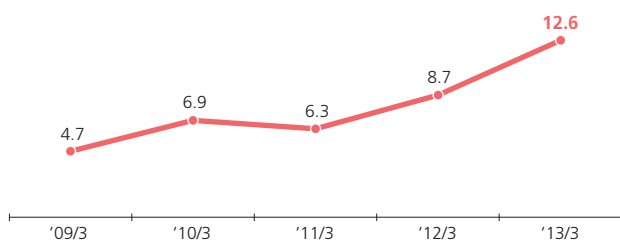
					Millions of yen	Percent change	Thousands of U.S. dollars*1
'08/3	'09/3	'10/3	'11/3	'12/3	'13/3	'13/3 / '12/3	'13/3
¥ 342,422	¥ 389,243	¥ 371,415	¥ 356,181	¥ 360,061	<b>¥ 395,527</b>	<b>9.9%</b>	<b>\$4,205,497</b>
31,144	40,096	41,924	53,664	66,923	<b>81,467</b>	<b>21.7</b>	<b>866,209</b>
14,731	18,089	25,427	22,908	32,114	<b>51,484</b>	<b>60.3</b>	<b>547,411</b>
52,691	40,140	19,419	27,904	23,210	<b>28,730</b>	<b>23.8</b>	<b>305,476</b>
43,623	49,733	46,695	39,985	39,850	<b>36,132</b>	<b>(9.3)</b>	<b>384,179</b>
74,767	89,829	88,619	93,649	106,773	<b>117,599</b>	<b>10.1</b>	<b>1,250,388</b>
5,663	27,682	52,703	34,989	48,754	<b>58,886</b>	<b>20.8</b>	<b>626,114</b>
					Yen	Percent change	U.S. dollars*1
¥ 757,542	¥ 644,992	¥ 615,090	¥ 574,635	¥ 619,494	<b>¥ 655,544</b>	<b>5.8%</b>	<b>\$6,970,165</b>
388,181	373,660	366,473	357,779	383,085	<b>432,262</b>	<b>12.8</b>	<b>4,596,087</b>
294,320	193,019	173,289	142,937	149,580	<b>124,020</b>	<b>(17.1)</b>	<b>1,318,660</b>
					Yen	Percent change	U.S. dollars*1
¥ 154.86	¥ 196.84	¥ 280.17	¥ 265.26	¥ 384.98	<b>¥ 616.96</b>	<b>60.3%</b>	<b>\$ 6.56</b>
4,079.44	4,109.59	4,240.59	4,288.99	4,592.03	<b>5,178.67</b>	<b>12.8</b>	<b>55.06</b>
60.00	70.00	100.00	100.00	100.00	<b>120.00</b>	<b>20.0</b>	<b>1.28</b>
					%	Amount change	
9.1%	10.3%	11.3%	15.1%	18.6%	<b>20.6%</b>	<b>2.0 points</b>	
2.0	2.6	4.0	3.9	5.4	<b>8.1</b>	<b>2.7</b>	
3.8	4.7	6.9	6.3	8.7	<b>12.6</b>	<b>3.9</b>	
51.2	57.9	59.6	62.3	61.8	<b>65.9</b>	<b>4.1</b>	
38.7	35.6	35.7	37.7	26.0	<b>19.5</b>	<b>(6.5)</b>	
					Percent change		
25,424	27,221	25,818	25,366	25,347	<b>27,503</b>	<b>8.5%</b>	
9,370	9,719	9,743	10,022	10,336	<b>10,601</b>	<b>2.6</b>	

\*4. Free cash flow = Net income + Depreciation and amortization, aggregated – Capital expenditures

\*5. Total net assets as of March 31, 2006, and previous fiscal years has been restated in accordance with a change in accounting standards.

## ROE

(%)

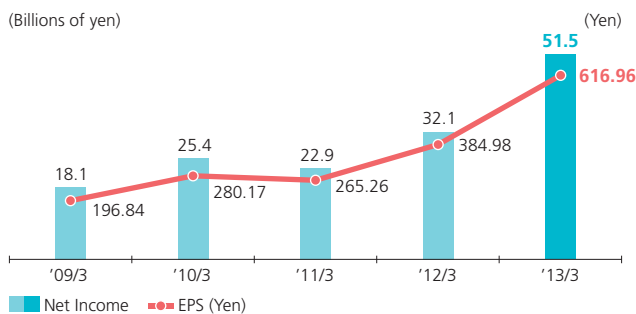


Net income rose 60.3% year on year, to ¥51.5 billion, due to large increases in operating income in both the Theme Park Segment and the Hotel Business Segment as well as the absence of the loss on disaster recorded during the previous fiscal year.

As a result, the OLC Group achieved ROE of 12.6%, notably higher than the target of 8.0% or above.

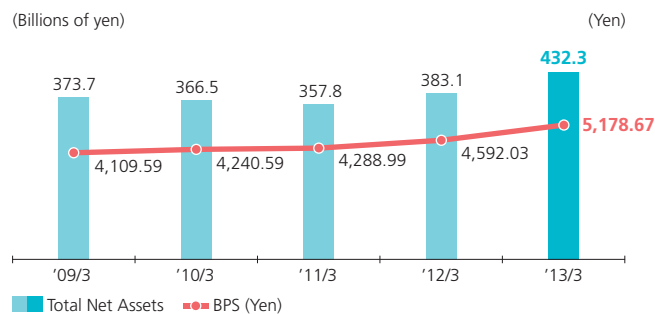
## Net Income / EPS

(Billions of yen)

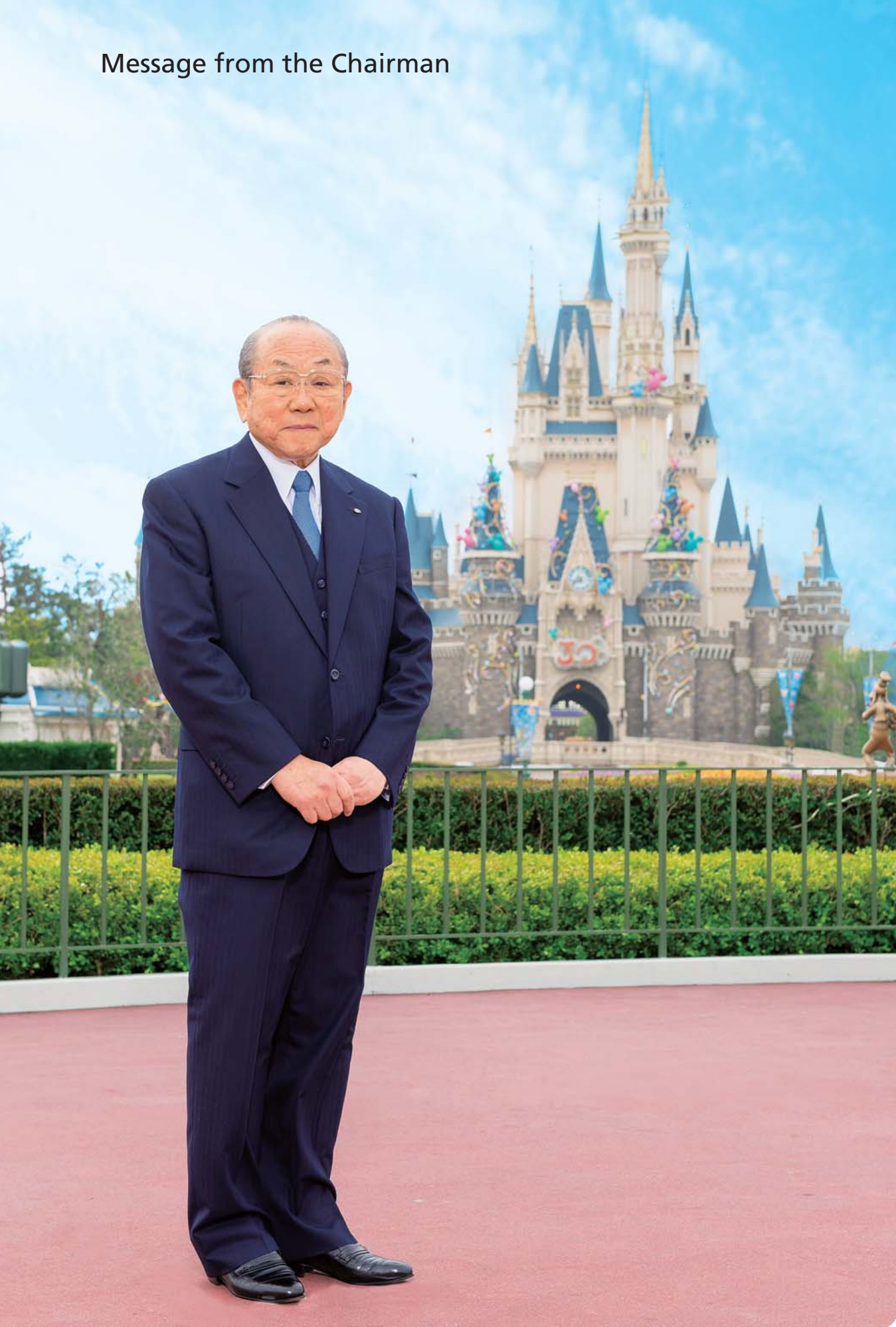


## Total Net Assets / BPS

(Billions of yen)



## Message from the Chairman



# Transformation into a New OLC Group

Thanks to the support of all our stakeholders, we were able to celebrate the Tokyo Disney Resort 30th Anniversary this year. I would like to take this opportunity to extend my sincere gratitude for their unwavering support over the years.

## Creation of New Value from Income

Tokyo Disneyland first opened its doors on April 15, 1983. The start of this adventure came from one manager's simple wish: to bring the magical world of the United States' Disneyland to the children of Japan. Over the years, we have continued to develop the Resort out of our passion to make the venture succeed in Japan no matter what. This passion remains strong even today.

Driven by this passion, we have maintained a policy of practicing management from a long-term perspective. Over our 30 years of operation, we have constantly invested in Tokyo Disney Resort to further its evolution, thereby enabling it to continue providing Guests with new discoveries that appeal to their curiosity, no matter when they may visit. This approach has allowed us to gradually improve the income and corporate value of the OLC Group. In this manner, we have continued to create new value with the income we generate. This is one of the most fundamental principles of the OLC Group's operations, and we will remain true to this principle into the future.

## The Quest to Provide Happiness

We have gained a treasure through the process of welcoming countless Guests to our parks. This treasure is our "People." As the Cast Members that staff Tokyo Disney Resort interact with our various Guests, they come to learn the joy of bringing happiness to these Guests. Through this process, our Cast Members have evolved into a state in which they are overflowing with the spirit of hospitality. Our business is to provide Guests with happiness. Our Cast Members stand at the front lines of these operations as the main providers of this happiness, and they are responsible for breathing life into our ever-evolving theme parks. No matter how much our parks may evolve, they cannot breed happiness without the hospitality of our Cast Members. Both our parks and our Cast Members are indispensable elements of our operations.

I hold great pride in our Cast Members. They are comrades who work alongside us, and I have the utmost confidence that they will continue to evolve the hospitality they provide so that we may continue to provide our Guests with happiness going forward.

## To Continue Growing over the Next 50 or Even 100 Years

Over the past 30 years, we have continued to grow with the aim of creating a foundation for Tokyo Disney Resort. However, I believe that even bolder ideas will be required if the OLC Group is to continue growing into the future. This year marks an important turning point for the Group, and we are in the process of deciding the direction we will take in the future. We hope to keep growing for 50 or even 100 years more, and we aim to evolve into a new OLC Group to accomplish this. In closing, I ask our stockholders and other investors for even greater understanding and support over the medium-to-long term of OLC.

July 2013

Representative Director,  
Chairman and CEO  
**Toshio Kagami**



Representative Director, President and COO  
**Kyoichiro Uenishi**

## OLC will continue bringing happiness to Guests.

**Q** Please provide a recap of the fiscal year ended March 31, 2013.

**Revenues, operating income, and net income all reached record highs.**

In the fiscal year ended March 31, 2013, we set new records for both theme park attendance and revenues per Guest, and revenues, operating income, and net income all reached record highs as a result.

I believe that there were two major factors that contributed to this impressive performance.

The first was our ability to attract greater numbers of young Guests between 4 and 11 years of age as well as Guests aged over 40, a result of our efforts to expand the range of Tokyo Disney Resort fans. One example of such initiatives is the July 2012 introduction of “Toy Story Mania!” in Tokyo DisneySea. This attraction is designed to be enjoyed by both adults and children alike. These efforts enabled us to welcome a wider range of Guests to our theme parks, with a particularly large number of families visiting. Also contributing to higher attendance was increased recognition of the “45 PLUS Passport,” which we offer to Guests aged 45 or older. We have been advertising this passport through television commercials and other means, and we have seen a gradual increase in recognition with usage growing every year.

The second factor was higher attendance during the first and fourth quarters of the fiscal year, periods in which there was significant room for us to step up efforts to attract Guests. In the first quarter, we held special events at both Tokyo Disneyland and

Tokyo DisneySea, while the fourth quarter benefited from the marketing initiatives targeting students that we have been implementing recently. As a result, higher attendance was seen in both quarters, which was a major factor contributing to the record-breaking revenues achieved in the Theme Park Segment during the fiscal year ended March 31, 2013.

Next, I would like to talk about the progress of the 2013 medium-term plan. Under this plan, we worked to grow our core business while also advancing preparations for future growth in new areas. Such preparations included the acquisition of all shares of Brighton Corporation, a company that operates a hotel business, in March 2013.

Urayasu Brighton Hotel, one of the four hotels operated by Brighton, neighbors Tokyo Disney Resort, representing significant potential for synergies. Meanwhile, Kyoto Brighton Hotel presents an opportunity for us to undertake the new challenge of growing operations outside the Maihama area. This hotel stands in the Kyoto area, which is visited by large numbers of tourists, and has a strong, established brand image. I believe it is entirely possible for us to further improve the profitability of this prestigious hotel by introducing services that call upon the unique OLC brand of hospitality and reforming its operations through improved operational efficiency and other means.

**Q Please explain OLC's initiatives to expand Tokyo Disney Resort's fan base.**

**Our efforts to encourage visits at a young age and provide Guests over 40 with new opportunities for visits bore results.**

In the fiscal year ended March 31, 2013, theme park attendance reached a record high of 27.5 million, regardless of the fact that we held events celebrating Tokyo DisneySea 10th anniversary in the previous fiscal year. This figure is approximately 11% higher than the theme park attendance figure accomplished 10 years ago in the fiscal year ended March 31, 2003, the first year Tokyo DisneySea operated on a full-year basis.

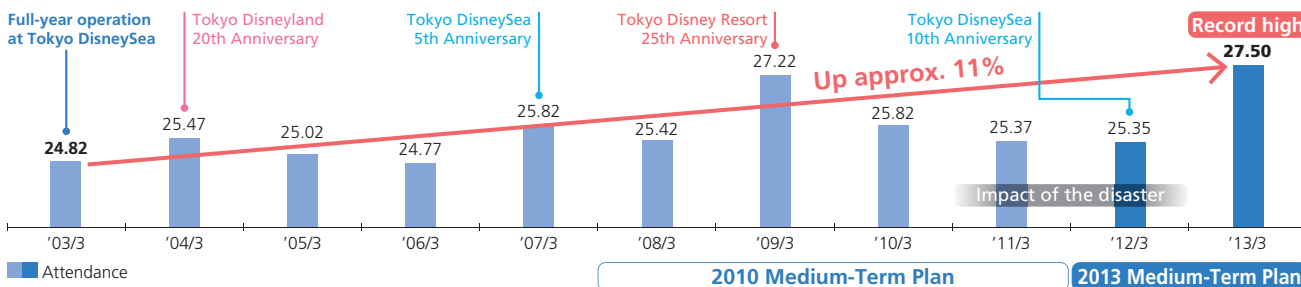
The high levels of theme park attendance are due in part to our ability to attract greater numbers of young Guests between 4 and 11 years of age as well as Guests aged over 40.

In regard to young Guests between the ages of 4 and 11,

approximately 4.9 million such Guests visited our theme parks during the fiscal year ended March 31, 2013. This represents 56.0% of the total population of people in this age group in Japan and is the highest level of attendance we have seen from this demographic. I believe that this increase can be attributed to our efforts to evolve Tokyo DisneySea by enhancing the shared value among all Disney theme parks. Specifically, over the past several years, we have been introducing products that can be enjoyed by entire families and encouraging Guests to experience both theme parks at a young age, thereby expanding the fan base for Tokyo Disney Resort. Encouraging Guests to visit our

**Changes in Annual Theme Park Attendance (since the start of full-year operation at both theme parks)**

(Millions of Guests)



**Expanding Tokyo Disney Resort's Fan Base**

**Expand the Family Segment (families with children)**

**Policy**

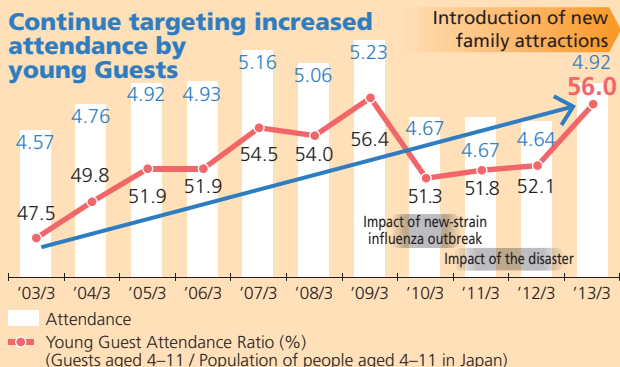
**Evolve Tokyo DisneySea**  
Enhance shared value among all Disney theme parks

**Measures**

- Introduce products that can be enjoyed by entire families**
- Fantasmic! (April 2011)
  - Jasmine's Flying Carpets (July 2011)
  - Toy Story Mania! (July 2012)
  - Character greeting venues

**Attendance Trends for Young Guests (aged 4-11)**

(Millions of Guests) (%)



**Expand the "Post-Family" Segment (primarily Guests aged over 40)**

**Policy**

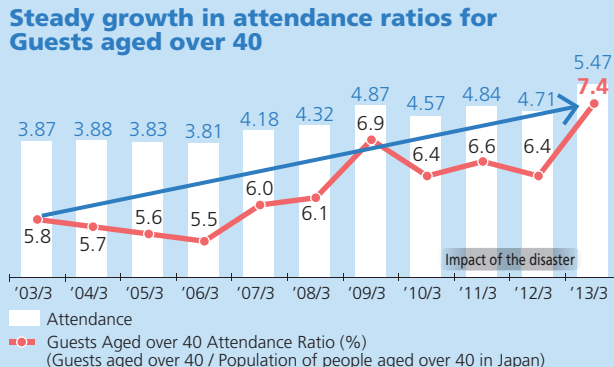
**Utilize cultivated customer loyalty**  
Visitation opportunities reduced due to separation from children

**Measures**

- Propose new opportunities for visits**
- Sell vacation packages
  - Sell the "45 PLUS Passport"
  - Construct advertisements depicting visits with friends, daughters, spouses, or children and grandchildren

**Attendance Trends for Guests Aged over 40**

(Millions of Guests) (%)



parks at a young age is an incredibly important strategy from a long-term perspective. The magical experience these Guests had visiting our theme parks as children will help compel them to return to the parks when they are older or when they have families of their own.

Similarly, theme park attendance by Guests aged over 40 has also been rising gradually, and in the fiscal year ended March 31, 2013, 5.47 million such Guests visited our parks, representing 7.4% of the total population for this demographic in Japan. We have defined the “post-family” segment as including those members of the population whose children have reached adulthood and achieved independence and, therefore, have fewer opportunities to visit our theme parks. These Guests are primarily aged over 40, and we are actively working to provide such Guests with opportunities to visit our parks. As a result, we have seen a rise in attendance by Guests in the “post-family” segment, sometimes coming with friends of a similar age, sometimes coming as mother and daughter or with spouses, and sometimes even with their children and grandchildren.

In addition, I believe that the history of 30 years since Tokyo Disneyland was opened also played an important role in this rise in attendance by Guests aged over 40. There are certain similarities between this and the trend I just discussed. The number of Guests in this age group that have a close connection with Tokyo Disney Resort has risen over this period of 30 years, whether this connection consists of the fond memories of a visit during their student years or of a family visit with their young children. The rise in this type of Guest has made this demographic more responsive to the new visitation opportunities we are working to provide.

Going forward, it can be expected that the birthrate will continue to decline in Japan and the average age of the population will increase. Regardless, we will continue working to expand the fan base of Tokyo Disney Resort by encouraging Guests to visit at a young age and providing them with new visitation opportunities.

**Q Please tell us about the potential for profit growth in the Theme Park Segment.**

**We will focus on expanding sales in the first and fourth quarters.**

In the fiscal year ended March 31, 2013, we achieved record-breaking operating income in the first quarter, and income levels were also up in comparison to historic figures from the second quarter onward. Compared with the fiscal year ended March 31, 2009, when we recorded our highest figure for revenues in the

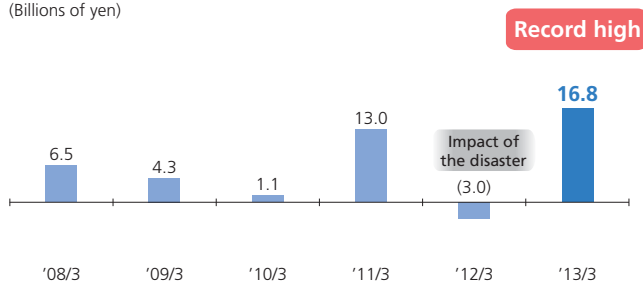
Theme Park Segment, revenues were up in all four quarters. The increase in revenues was particularly impressive in the first and fourth quarters, with each quarter seeing revenue increases of more than 10% in comparison to the fiscal year ended March 31, 2009.

**Changes in Consolidated Quarterly Operating Income (Loss)**

At high level of profit for each quarter

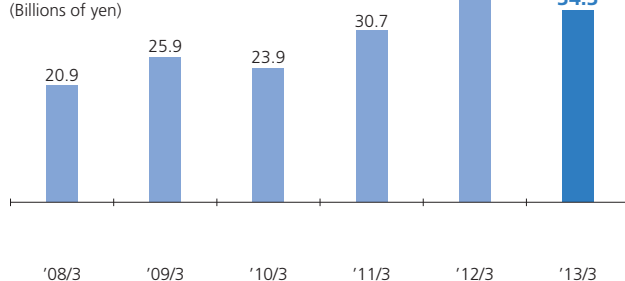
**First Quarter**

(Billions of yen)



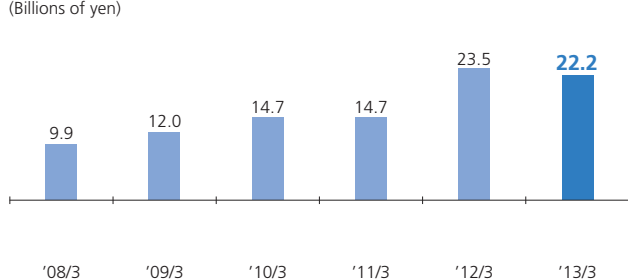
**Third Quarter**

(Billions of yen)



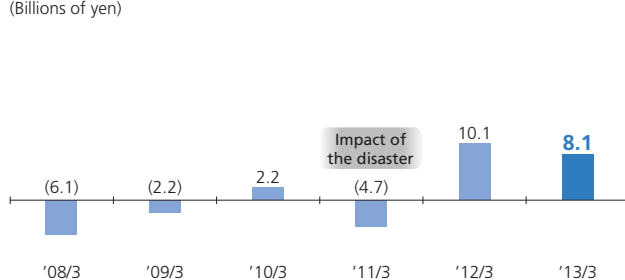
**Second Quarter**

(Billions of yen)



**Fourth Quarter**

(Billions of yen)



In the first quarter, we held special events in both theme parks with the aim of attracting Guests. At Tokyo Disneyland, we introduced an Easter-themed special event, and we continue to develop this event as a regular addition to our event calendar. At Tokyo DisneySea, we introduced the new special event “Mickey & Duffy’s Spring Voyage” in which Duffy was featured, for the first time, in a lead role with Mickey Mouse. These special events succeeded, and theme park attendance was up in the first quarter as a result.

Meanwhile, in the fourth quarter, we placed an emphasis on marketing initiatives targeting students. For students, the fourth quarter, from January to March, leads up to their graduation or the start of a new school year in April. To take advantage of this timing, we stepped up advertising efforts for the “Campus Day Passport,” a discount ticket available only for students. We also introduced the “Tower of Terror: Level 13” limited-time program. This enhanced version of “Tower of Terror” provides an even higher degree of thrills. These initiatives resulted in increased visitation from students during this period.

These measures helped drive revenue increases in the first and fourth quarters and also contributed to an improved level of



income. However, in comparison with the second and third quarters in which the level of theme park attendance is high, I believe there is still room for us to attract even larger numbers of Guests to our theme parks in the first and fourth quarters, and this will be an area of focus going forward.

## Revenue Increases by Quarter (Theme Park Segment)

### Achieved Record-Breaking Revenues

#### Improved Income

- Revenues up in each quarter in comparison to fiscal year ended March 31, 2009, when previous records were set
- Revenue growth particularly strong in first and fourth quarters

#### Change in Revenues by Quarter

	'09/3		'13/3	Change from '09/3 (%)
First Quarter	¥64.9 billion	➔	<b>¥72.7 billion</b>	<b>Up approx. 12 %</b>
Second Quarter	¥77.6 billion		¥83.8 billion	Up approx. 8 %
Third Quarter	¥93.5 billion		¥98.4 billion	Up approx. 5 %
Fourth Quarter	¥66.4 billion		<b>¥74.9 billion</b>	<b>Up approx. 13 %</b>
Total revenues	¥302.4 billion		<b>¥329.8 billion</b>	<b>Up approx. 9 %</b>

#### Reasons for Strong Growth in First and Fourth Quarters

#### First Quarter

#### Success of special events

- Disney’s Easter Wonderland
- Mickey & Duffy’s Spring Voyage

Mickey & Duffy’s Spring Voyage

#### Fourth Quarter

#### Strengthened marketing targeting students

- Advertisement of the “Campus Day Passport”
- Introduction of “Tower of Terror: Level 13”

Advertisement stickers placed in trains on lines frequently used by students to encourage theme park visits

**Q Please provide your outlook for the fiscal year ending March 31, 2014.**

**The entire company will unite to make the Tokyo Disney Resort 30th Anniversary events a success.**

In the fiscal year ending March 31, 2014, we are projecting record highs for revenues, operating income, and net income. This strong performance will be driven by the anniversary celebration “Tokyo Disney Resort 30th: The Happiness Year,” which will be conducted throughout the Resort.

This anniversary celebration will be held over a period of almost one year, and we hope that by celebrating our anniversary in this manner, we will be able to encourage Guests that have

been away from the theme parks for more than a year to visit the Resort and become fans. In past years in which we have held anniversary events, we have seen particularly strong increases in Guests who live some distance away and who tend to stay overnight at the Resort, and each such year has set a new record for theme park attendance. As part of this year’s anniversary event, Mickey Mouse and the other Disney friends will participate in festivals in 30 cities located throughout Japan, and we will implement other nationwide advertising and marketing initiatives in conjunction with the anniversary events to attract Guests from all corners of the country.

Aiming to unite the Company toward making the Tokyo Disney Resort 30th Anniversary events a success, we held a pep rally before opening Tokyo Disneyland on the first day of the events to reinforce our shared commitment. Further, in light of the turning point represented by our 30th anniversary, we created a slogan to explain how we intend to develop and evolve the hospitality offered by our Cast Members into the future. This slogan is “Providing all Guests with unrivaled hospitality!” In order to continue providing happiness for our Guests, we will continue to evolve and grow not only our theme parks but also our Cast Members. As a result, we bring Guests unrivaled levels of hospitality.



Disney friends participating in city festivals across Japan



Pep rally kicking off Tokyo Disney Resort 30th Anniversary events

## Q How is the 2013 medium-term plan progressing in its final year?

**We plan to achieve performance greatly exceeding our numerical targets.**

The revised numerical target for total free cash flow over the medium-term plan's three-year period is "the ¥130.0 billion level." However, our core theme park and hotel businesses have been growing smoothly, and at the moment we are projecting total free cash flow for the three-year period of ¥172.0 billion, much higher than the target.

Also, we achieved ROE of 12.6% in the fiscal year ended March 31, 2013, and are expecting ROE of 11.5% in the fiscal year ending March 31, 2014.

Further, we have been evaluating possible investments for future growth in areas that will enable us to leverage our strengths and at the same time promise a certain level of returns. Specifically, we are advancing research and development efforts categorized based on the two operating areas of Maihama and other areas. In the Maihama area, we intend to conduct development projects that utilize idle land and enhance existing facilities in order to drive the growth of the entire resort. In other areas, we are formulating policies and examining potential projects. As one facet of these efforts, we acquired all shares of Brighton Corporation in March 2013.

For 30 years, we have continued to explore new fields and pursue improved corporate value based on a mindset of working to provide new surprises and discoveries to our Guests.



More concrete plans for investment in future growth are scheduled to be released with the next medium-term plan, which should be announced at the same time as our financial results for the fiscal year ending March 31, 2014. I hope you will look forward to the future development of the OLC Group from a long-term perspective.

### ■ Acquisition of All Shares of Brighton Corporation

In the OLC Group's Hotel Business Segment, we currently manage and operate three Disney Hotels located in the Maihama area and one resort hotel in the Shin-Urayasu area. Meanwhile, the acquired Brighton Corporation operates luxury hotels that offer high-quality service in the Shin-Urayasu and Kyoto areas.

The acquisition of all shares of this company will enable us to utilize the OLC Group's wealth of experience and impressive track record in the hotel business to improve the value of Brighton-brand hotels through such means as enhancing service quality.



Urayasu Brighton Hotel



Kyoto Brighton Hotel



# 2013 Medium-Term Plan

(From the fiscal year ended March 31, 2012, to the fiscal year ending March 31, 2014)

Under the 2013 medium-term plan, we aim to achieve sustainable growth in our core business, to utilize the stable free cash flow generated to lay the groundwork for new growth, to enhance stockholder returns, and to reinforce the Group's foundation for long-term sustainable growth.

MANAGEMENT OBJECTIVE	Generate corporate value that will enable sustainable growth over the long term		
TARGET	¥130.0 billion level of aggregated free cash flow* to be generated during three years		
<b>1</b>	Sustainable growth of the core business (Tokyo Disney Resort)	→ <b>1-1</b> Creation of new value	Growth
		<b>1-2</b> Market development	
		<b>1-3</b> Investment and cost efficiency	Efficiency
↓ Continue to generate a high level of free cash flow			
<b>2</b>	Reinforcement of the foundation for long-term sustainable growth	→ <b>2-1</b> Preparation for new growth	Sustainability
		<b>2-2</b> Stockholder returns	→ ROE improvement

\* Free cash flow = Net income + Depreciation and amortization expenses – Capital expenditures

## 1-1 Creation of New Value

We will increase the value of our theme parks by skillfully combining the introduction of new products with anniversary events.

Tokyo DisneySea 10th Anniversary		Tokyo Disney Resort 30th Anniversary
'12/3	'13/3	'14/3
<b>Cinderella's Fairy Tale Hall</b>		
Opened on April 15, 2011 (Walk-through attraction inside Cinderella Castle)		
<b>Fantasmic!</b>		
Started on April 28, 2011 (New nighttime entertainment replacing "BraviSEAmo!")		
<b>Mickey &amp; Friends' Greeting Trails</b>		
Opened on April 28, 2011 (Character greeting venue)		
<b>Village Greeting Place</b>		
Opened on July 8, 2011 (Character greeting venue (Duffy))		
<b>Jasmine's Flying Carpets</b>		
Opened on July 18, 2011 (Ride attraction based on Disney film Aladdin)		
<b>Toy Story Mania!</b>		
Opened on July 9, 2012 (3-D ride attraction based on Disney/Pixar films Toy Story)		
<b>Goofy's Paint 'n' Play House</b>		
Opened on August 24, 2012 (Experience-based attraction opened in Toontown)		
<b>Happiness Is Here</b>		
Started on April 15, 2013 (New daytime parade replacing "Jubilation!")		
<b>Star Tours: The Adventures Continue</b>		
Opened on May 7, 2013 (Revamped as a 3-D ride attraction)		

New at Tokyo Disneyland

New at Tokyo DisneySea

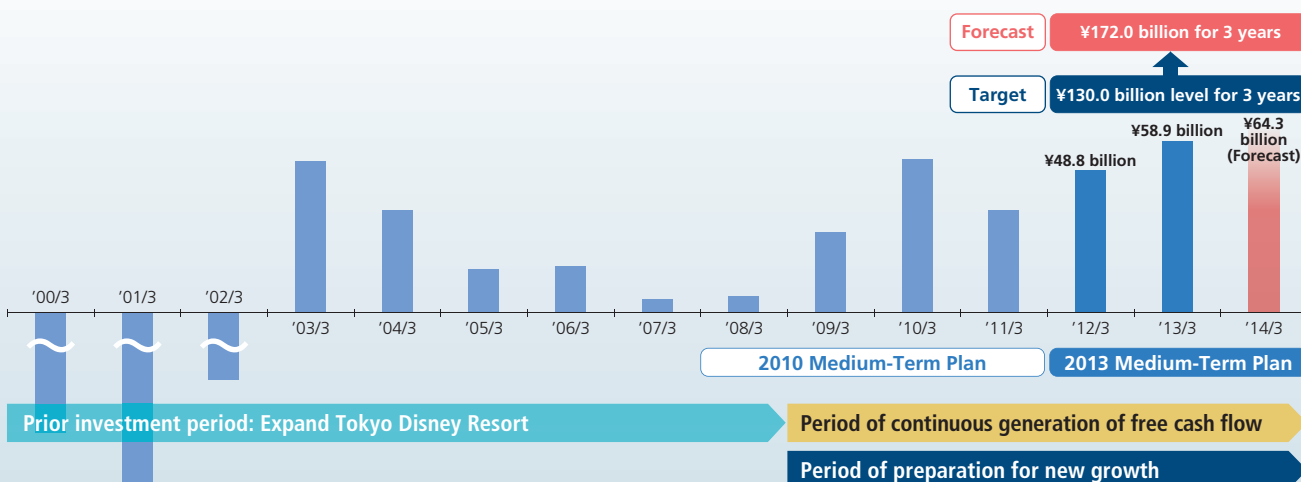
## 1-2 Market Development: Promotions to Attract Guests to Both Theme Parks

We aim to achieve an optimal balance between expanding the base of Tokyo Disney Resort fans and enhancing our ability to attract repeat Guests.

	Measures	Effects
Expanding fan base of Tokyo Disney Resort	Hold anniversary events Introduce new products with strong family entertainment value Focus on vacation packages Respond to external environment (increase in inbound Guests)	Increase scale of ability to attract Guests Expand family segment (families with children) Expand "post-family" segment* Attract overseas Guests
Enhancing the ability to attract repeat Guests	Hold seasonal events (Christmas, Halloween, Easter events, etc.) Enhance Guest satisfaction	Attract repeat Guests

\* Post-family segment: Guests primarily in their 40s and over whose children have already grown up

## Changes in Free Cash Flow



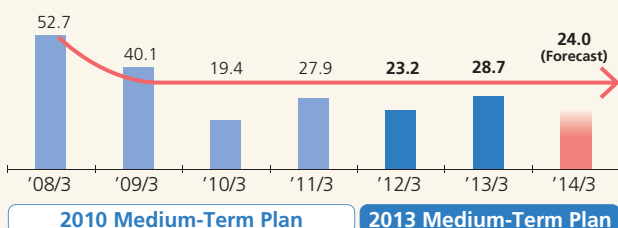
### 1-3 Investment and Cost Efficiency

Control investment to help generate stable free cash flow  
Control costs in line with sales, and control running costs that do not affect Guest experience value to improve cost efficiency

#### Capital Expenditures

(Billions of yen)

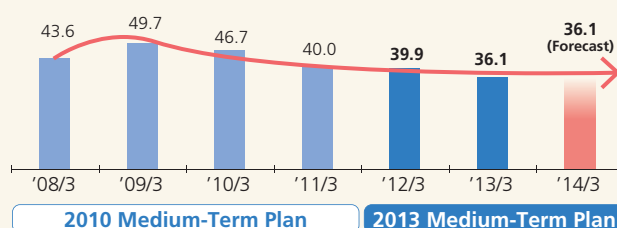
Controlled at an average of ¥30.0 billion per year



#### Depreciation and Amortization Expenses

(Billions of yen)

Expected to decrease with improvement of investment efficiency



### 2-1 Preparation for New Growth

We will allocate the consistently generated high stream of free cash flow to reinforce the Group's foundation for long-term sustainable growth.

- Investment in new growth **Next Medium-Term Plan to Be Announced in April 2014**
- Stockholder returns
- Reduction of interest-bearing debt (To secure reserves to invest in new growth)

### 2-2 Stockholder Returns

#### Changes in Annual Cash Dividends per Share

(Yen)

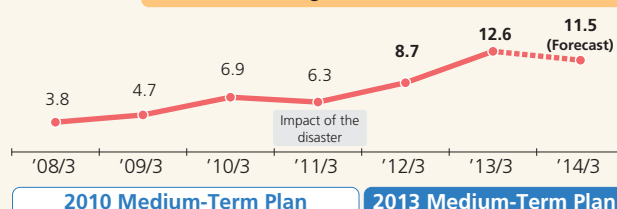
[Policy] Aim for a steady payout of cash dividends



#### Changes in ROE

(%)

Continue aiming to achieve ROE of 8% or more



Feature

# Seeking to Give New Happiness & Hospitality

We are seeking out new paradigms  
of happiness and hospitality.





Location is one factor supporting Tokyo Disney Resort's growth. Being situated in a huge market where it has earned widespread recognition as a readily accessible but "out of the ordinary space" has contributed to Tokyo Disney Resort's growth.

Tokyo Disney Resort's history began on April 15, 1983, with the opening of Tokyo Disneyland. Since then, it has added new facilities, such as Tokyo DisneySea and three Disney Hotels, and created much happiness that will remain in the memories of each Guest as a place Where Dreams Come True.

Along with its Guests, Tokyo Disney Resort is seeking out new paradigms of happiness and hospitality.

This feature focuses on four aspects of these new paradigms, which will underpin OLC's growth going forward.



**1** A place always creating new discoveries and excitement

→ P26



**2** An array of concepts to choose from according to purpose or mood

→ P28



**3** A chain of happiness interwoven with memories transcending generations

→ P30



**4** Happiness and hospitality Guests and Cast Members create together

→ P32



## A place always creating new discoveries and excitement

More than 27.0 million Guests visit Tokyo Disney Resort each year.

More than 90% of Guests visiting Tokyo Disney Resort are repeat visitors. Guests' way of enjoying theme parks and expectations differ depending on visit frequency.

To ensure we always deliver new discoveries and excitement, we are continuously investing to **expand and improve attractions** and **enhance the appeal of shows and parades**.

**Special events each season** increase Guests' motivation to visit a number of times each year.

### Expanding and improving attractions

The first thing that captivates Guests visiting our theme parks is the wide variety of attractions. The 32 attractions that Tokyo Disneyland had originally have increased to 44 over the past 30 years. Similarly, Tokyo DisneySea opened with 23 attractions 11 years ago but now has 35. Since building Tokyo Disneyland, we have invested ¥1.3 trillion. (Initial investment to establish Tokyo Disney Resort's various facilities accounted for ¥0.7 trillion, with additional investment amounting to ¥0.6 trillion.)

By constantly investing in attractions and other facilities, we ensure even Guests who visit frequently can enjoy a sense of novelty at our theme parks.



A map of Tokyo Disneyland in 1983, when the theme park opened

### Appealing shows and attractions

→ INTERVIEW

We hold shows and parades on special stages or throughout the theme parks. Enchanting performances that Guests want to see more than once and that provide new excitement no matter how many times Guests watch them encourage return visits to the theme parks. Our theme parks are not just about attractions. So, Guests are able to discover new ways to enjoy them each time they visit. Shows and parades play an important role in maintaining the freshness and vitality of the theme parks because renewing them requires short lead times and small investments when compared to that required to renew attractions. Even during performance periods, we continue changing and evolving shows and parades in response to what Guests applaud and cheer.



Nighttime spectacular "Fantasmic!" (Tokyo DisneySea)



Disney's Easter Wonderland (Tokyo Disneyland)



## Enhancing special events for each season

To provide new discoveries and excitement to Guests who visit many times a year, we hold special seasonal events for limited periods. Each year these events are held with the same themes. Nevertheless, we innovate these events to create new happiness by incorporating a host of changes to decorations and shows every year. In recent years, we have incorporated interactive elements and participatory shows, where Guests play roles in performances.

From the viewpoint of business management, special events are a pillar of earnings.

Those for Halloween and Christmas have grown into flagship events for the theme parks, and such events motivate Guests mainly from the Tokyo metropolitan area to make multiple visits per year. Currently, we are taking on the challenge of fostering our Easter event from April to June.

### History of Establishing Seasonal Events

	Introducing seasonal events	Extending period and holding regularly	Developing and establishing at both theme parks	
<b>Christmas events</b> (November to December)	Tokyo Disneyland (1983/12/8—25)	Tokyo Disneyland (1995/11/18—12/25)	Tokyo Disneyland / Tokyo DisneySea (2001/11/4—12/25)	
<b>Halloween events</b> Disney's Halloween (September to October)	A day event Tokyo Disneyland (1997/10/31)	Tokyo Disneyland (2000/10/1—31)	Tokyo Disneyland (2003/9/20—10/31)	Tokyo Disneyland / Tokyo DisneySea (2009/9/10—11/3)
<b>Easter events</b> Disney's Easter Wonderland (April to June)			Tokyo Disneyland (2010/4/1—6/30)	Advancing preparations for developing into flagship events at both theme parks



Mickey & Duffy's Spring Voyage  
(Tokyo DisneySea)



Disney Natsu Matsuri  
(Tokyo Disneyland)



Disney's Halloween  
(Tokyo Disneyland)



Christmas Wishes  
(Tokyo DisneySea)

## INTERVIEW

### How do show developers view Guests?

#### Guests are a source of ideas about how to develop new shows and parades.

Developing a show or parade is like creating a present for someone important to you, whether it be a girlfriend, a boyfriend, a parent, a spouse, or a friend. We consider how to create a show, or present, that will meet with the most favorable reception.

While this might be a slightly cold way to express it, for me Guests are the key to creating the next present. At attractions and shows, we used to avoid getting water on Guests at all costs. One summer, however, after seeing how delighted one Guest was at being slightly splashed with water, I realized some Guests love getting wet. This led to our development of a show where Guests get completely soaked. Now, the water show has become a summer fixture. The response has been so good that we are increasing the amount of water every year.

Director,  
Show Development Department  
**Kei Okuno**



Similarly, our Guest participatory shows incorporate ideas audience reactions suggest to us. By participating, Guests get a greater sense of connection with shows than they would from simply being part of a passive audience. As well as the added enjoyment of those who take part in shows, Guest participation gives those who are only watching an additional level of enjoyment. Watching a nearby child dance creates an atmosphere of cuteness, and a Guest dancing skillfully will naturally draw attention. In this way, the participation of Guests who want to feel included in shows adds another element that the rest of the audience can enjoy. In other words, Guests heighten the appeal of shows for us.



## An array of concepts to choose from according to purpose or mood

Each theme park's concepts generate happiness in many different forms.

For Tokyo DisneySea, the world's only Disney theme park themed on the sea, we sought to expand our market by establishing an "adult-oriented" concept that differs from Tokyo Disneyland. Guests now appreciate the uniqueness of Tokyo DisneySea, which we have been emphasizing since the theme park opened. Our goal is to have children and a wide range of other age groups experience both theme parks and use one or the other according to their purpose or mood. Therefore, at Tokyo DisneySea, we are expanding the values common to all Disney theme parks.

### The world's only Disney theme park themed on the sea

Tokyo DisneySea is the world's only Disney theme park themed on the sea. Given that adventures and romances based on stories and legends involving the sea rouse people's sense of adventure, Tokyo DisneySea enables Guests to enjoy a different kind of

excitement from Tokyo Disneyland. When Tokyo DisneySea opened, only one of its attractions existed in the United States. We developed the others for this theme park, making it very distinctive among Disney theme parks around the world.



Journey to the Center of the Earth



Aquatopia



StormRider



20,000 Leagues Under the Sea

### An adult-oriented concept

→ INTERVIEW

Targeting a wide range of age groups centered on adults in their 40s and above, Tokyo DisneySea has developed a concept in which the key words are "adult," "romantic," and "cool." Adult-oriented elements, such as the high-end ambience throughout the theme park and the availability of alcoholic beverages, accentuate the appeal of Tokyo DisneySea. Our development of Tokyo DisneySea as a unique brand succeeded because, in addition to the existing features of the theme park, we enhanced entertainment for adults through shows and events and introduced new attractions effectively.



The Teddy Roosevelt Lounge



Venetian Gondolas

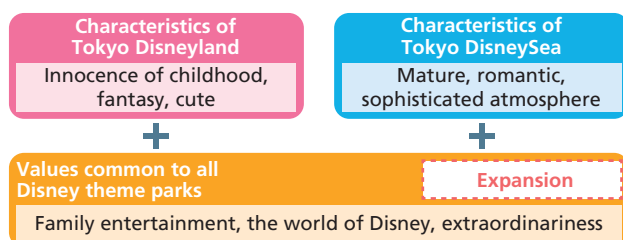
## Expanding the values common to all Disney theme parks

By establishing the uniqueness of Tokyo DisneySea, we gained recognition for the two theme parks as having distinctive value rather than as alternatives to one another. As a result, we have been able to heighten the potential value of Tokyo Disney Resort.

The next stage in our evolution will see us expand and improve the values common to all Disney theme parks: family entertainment, the world of Disney, and extraordinariness. Specifically, we have introduced attractions, character greeting venues, and shows that not only adults but also small children

can enjoy. Consequently, regardless of age group, Guests now separate their use of the two theme parks depending on their purpose or mood. In this way, by having small children experience both theme parks, we are creating the next generation of fans.

### Evolution of Tokyo DisneySea



Turtle Talk (2009)



Village Greeting Place (2011)



Jasmine's Flying Carpets (2011)



Toy Story Mania! (2012)

## INTERVIEW

### What have been the benefits of opening Tokyo DisneySea?

**By differentiating the theme parks from each other, we have been able to expand our market.**

We sought to enlarge our market by differentiating Tokyo DisneySea from Tokyo Disneyland and its themes of dreams and magic. To this end, we characterized Tokyo Disneyland as a theme park focused on “children,” “femininity,” and “effusiveness” while styling Tokyo DisneySea as a theme park focused on “adults,” “masculinity,” and “restfulness.” Further, in contrast to Tokyo Disneyland, where Guests enjoy convenient dining, Tokyo DisneySea aims to offer dining experiences that satisfy discerning adults by featuring sophisticated flavors and alcoholic beverages. When we opened Tokyo DisneySea, we intentionally curbed the appearances of Disney characters.

Thanks to such efforts to differentiate the theme parks, Tokyo DisneySea has firmly established itself as a “romantic place for adults.” In fact, since opening Tokyo DisneySea, Guests aged 40 or older have been accounting for a growing proportion of total visitors. On the other hand, Tokyo DisneySea experienced a period when visitor numbers stagnated because some Guests felt it was not really a Disney theme park and that if they were bringing children they would prefer to go to Tokyo Disneyland. After completing a detailed survey and analysis focusing on how to attract more visitors, we concluded that emphasizing the common values of Disney theme parks more strongly was

the best strategy. The values common to all Disney theme parks are “family entertainment,” “the world of Disney,” and “extraordinariness.”

In recent years, we have been embodying these values common to all Disney theme parks by rolling out attractions with an emphasis on families. For example, we have added attractions that do not have height restrictions and which small children through to seniors can enjoy, such as “Turtle Talk,” “Jasmine's Flying Carpets,” and “Toy Story Mania!” At the same time, we have increased the opportunities for encountering the Disney friends within Tokyo DisneySea and introduced character greeting venues. Through such additional investment, we have evolved Tokyo DisneySea into a place families can enjoy in the same way as Tokyo Disneyland while encouraging understanding of different ways of enjoying the two theme parks. Moreover, attracting more families to the theme parks not only helps grow Guest numbers by increasing the number of members in parties but also helps foster future markets by bringing children to the theme parks.

Executive Director,  
Deputy General Manager,  
Theme Park Business Unit

**Yasushi Tamaru**

# 3

## A chain of happiness interwoven with memories transcending generations

Tokyo Disney Resort is creating memories for each Guest and a wide array of happiness.

Because we now have a 30-year history, Guests who previously came to Tokyo Disneyland in their youth are returning as parents or grandparents with their children or grandchildren. Initiatives to preserve Guests' bond with Tokyo Disney Resort as they move through different life stages underpin OLC's medium-to-long-term growth strategy. **Our television commercials showing Tokyo Disney Resort as a place Where Dreams Come True** emphasize a bond that remains constant throughout many different scenes of life and have struck a chord with many Guests.

Examples of our initiatives to maintain bonds with Guests include **photo locations**, which provide a backdrop to the smiling faces that make happy memories, and the **"Campus Day Passport,"** which helps create good memories.

### Photo locations

Each area of Tokyo Disney Resort has a backdrop in keeping with its theme, enabling Guests to capture the world of Disney no matter where they take a photograph. By having many photo locations in our theme parks, we help Guests create great memories.

Photographs taken that include theme parks' symbols or the Disney friends become enjoyable memories that families treasure. After Guests return home, the photographs will bring happiness each time they look at them.

Particularly popular are photo locations where Guests can greet characters and have their photographs taken with the Disney

friends. Guests' natural smiles when they meet the Disney friends enhance family memories.



Mickey's House and Meet Mickey (Tokyo Disneyland)



Saludos Amigos! Greeting Dock (Tokyo DisneySea)

### The "Campus Day Passport"

Even a visit to our theme parks only once every several years can lead to future family visits. Busy with extracurricular activities and studying, junior high and high school students are less likely to go on family outings. This is also partially due to their tendency to distance themselves from their parents at this age. We sell the "Campus Day Passport" at a special price during the graduation season, from January to March, to help these students create memories with their school friends.

As a result, our theme parks see many groups of good friends

wearing the same type of character headbands or fan hats or having fun wearing school uniform. Even though it is the coldest time of year, our theme parks are filled with happiness thanks to the energy of student Guests.



The "Campus Day Passport" for school students

## Showing Where Dreams Come True\* animated television commercial ➔ INTERVIEW

In March 2012, we began broadcasting an animated television commercial featuring a variety of scenes from Tokyo Disney Resort during the course of one woman's life. The structure of the commercial caused a sensation among viewers.

Showing Tokyo Disney Resort as a place with exhilarating parades and thrill-packed attractions that bring a smile to everyone's face regardless of age, the commercial resonated with Guests who associate memories of Tokyo Disney Resort with important junctures in their lives or Guests who would like to have such memories.

Thus, we are making steady progress in forging bonds between Guests and Tokyo Disney Resort.

\* Where Dreams Come True is a brand positioning statement advanced by Disney globally to communicate the universal value of Disney theme parks. Viewing Where Dreams Come True as a way of broadening the scope of its market, Tokyo Disney Resort has been promoting this campaign since 2010.

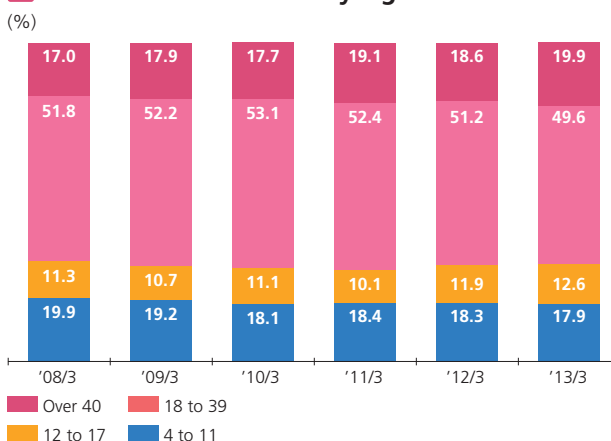


Our television commercials showing Tokyo Disney Resort as a place Where Dreams Come True



"Three-Generation Disney," a package the whole family can enjoy

### Breakdown of Guests by Age



## ➔ INTERVIEW

**What was the aim of the Where Dreams Come True animated television commercial?**

**We tried to come up with an idea that would give Guests with little interest in Tokyo Disney Resort a sense of the theme parks' appeal.**

We began airing the animated television commercial, starring the character Yumeno Maihama, in March 2012 as part of the Where Dreams Come True campaign, which began in 2010.

Through the television commercial, we aimed to encourage visits to our theme parks by emphasizing to those who have little interest in Tokyo Disney Resort and do not visit it often that the Resort is a one-of-a-kind place where anyone at any point in their life can come and have fun. Such Guests do not respond as much to special events or new attractions. Therefore, we considered what type of promotional strategy and content would grab this target group's attention.

Animation was the communication method that we finally settled on. By depicting the life of one woman against the backdrop of Tokyo Disney Resort, we sought to get the attention of those without a strong interest in Disney characters or attractions by creating a fictional main character they would

Director,  
Sales Department 1  
**Koichi Kasahara**



empathize with. We designed the television commercial so it would draw viewers in without them realizing it was a Tokyo Disney Resort commercial. For example, we used original music at the beginning rather than music associated with Disney.

Soon after the television commercial began airing, social media activity reflected viewers' favorable response to it, with many viewers commenting that they found it interesting or moving. On video-sharing websites, the television commercial had been played more than 2.5 million times by the end of April 2013. This testifies to an extraordinary reaction, given that one million plays is the benchmark for a major hit television commercial. Even though we only broadcast the television commercial in Japan, the response overseas was huge. Moreover, survey results confirm that we have successfully heightened the target group's desire to visit our theme parks.



## Happiness and hospitality Guests and Cast Members create together

Developing communication between Guests and Cast Members is the wellspring of hospitality.

All facilities in our theme parks, such as attractions, are stage settings creating a world in accordance with defined themes, and we call the personnel that perform shows on stage **Cast Members**. Feeling that Guests' happiness is their happiness, **Cast Members provide hospitality that is a constant source of joy. Contact between Cast Members and Guests fosters hospitality.** Accordingly, we have many innovations in our theme parks designed to promote such contact.

Also, the mutual support Cast Members give each other creates happy workplaces, which further enhances the hospitality Cast Members provide.

### Creating happiness through hospitality

→ INTERVIEW

At our theme parks, we give Cast Members roles and repeatedly explain and promote understanding of the SCSE (Safety, Courtesy, Show, and Efficiency) conduct guidelines common to Disney theme parks the world over. On the other hand, we do not depend on manuals when dealing with and providing services to Guests. Instead, at morning meetings and other gatherings,



Custodial art originated at Tokyo Disney Resort; Disney theme parks in the United States have imported this innovation.

Cast Members share experiences and ideas arising from day-to-day contact with Guests. For example, custodial Cast Members, who clean and provide information in our theme parks, use rainwater on rainy days to draw pictures. This is not in any manual. These performances began with Cast Members' desire to entertain Guests who have come despite the rain.

In realizing hospitality, the most important thing is for Cast Members to take the initiative. As long as Guests respond happily, Cast Members provide hospitality and continue creating the magic that inspires happiness.

### Promoting contact between Guests and Cast Members

Constant natural communication between Guests and Cast Members makes Tokyo Disney Resort overflow with happiness. For example, when greeting Guests, Cast Members use "hi" or "bye" as if addressing friends, and Guests respond in the same familiar style.

Also, if we know Guests are coming to a theme park to celebrate their birthdays, we give them a birthday sticker with their name on it. Cast Members spotting the stickers wish the Guests a happy birthday, giving each Guest a sense of being the main character in a birthday narrative.

The pleasure of Guests when they receive congratulations is a source of happiness for Cast Members. Our theme parks feature many such innovations designed to generate mutual happiness among Guests and Cast Members.



Birthday sticker that Cast Members give Guests at our theme parks

## Passing on hospitality

Highly motivated Cast Members, who we select from a variety of workplaces, train new Cast Members by teaching them about the SCSE guidelines through examples from their own experience or workplaces. Appointed for one year, these trainers, known as university leaders, hold discussions with other university leaders about issues in each of their workplaces, putting good ideas into practice. This enables beneficial initiatives to spread throughout the theme parks.

Meanwhile, a Cast Member's election as a university leader can be a little burden on coworkers at their workplaces, as other Cast Members have to fill in for the university leader when he or she is unable to work. At these times, Cast Members who have previously been university leaders support current university leaders. Receiving such support from coworkers strengthens university leaders' motivation to make a contribution. This kind of team spirit in workplaces helps pass on our tradition of hospitality.



Cast Members' hospitality continues to create magic that inspires happiness

### → INTERVIEW

**What kind of hospitality does Tokyo Disney Resort aim for?**

**We aim to go beyond hospitality by enabling Guests and Cast Members to relate to each other.**

At Tokyo Disney Resort, the happy experiences Guests and Cast Members create together is an important product. With this in mind, we aim to go beyond hospitality and have Guests and Cast Members understand each other's feelings. This is only possible if Cast Members themselves feel happy. If new Cast Members act in accordance with the SCSE guidelines and senior Cast Members' instruction, they will receive Guests' gratitude. Having Guests thank them gives Cast Members happiness. And, this motivates them to make more Guests happy. At workplaces, senior Cast Members and management provide support so that new Cast Members find happiness through their work.

**How has hospitality evolved?**

**Feedback from Guests has honed Tokyo Disney Resort's hospitality.**

When it opened 30 years ago, Tokyo Disneyland was Japan's first theme park. Consequently, people thought it was an amusement park and came to Tokyo Disneyland to ride on as many attractions as possible. At this time, to preserve the atmosphere of a Disney theme park, Cast Members continually issued such

Officer,  
CS Enhancement Department &  
Cast Development Department

**Etsuko Nagashima**



requests as "Please have your packed lunch in the picnic area!" In response, we repeatedly emphasized to Cast Members that one of their roles was to communicate with Guests and we provided them with support accordingly. This guidance and support allowed Cast Members more opportunities to please Guests, fostering a feeling among Cast Members that their happiness and Guests' happiness were one and the same thing. I think this feeling is what we mean by hospitality.

After opening Tokyo Disney Resort Guest Relations Center in 2003, the feedback we began receiving from Guests included compliments. Receiving compliments reminded us that our business can move people. Feedback from Guests has honed Tokyo Disney Resort.

At present, we are implementing various initiatives under the slogan "Providing all Guests with unrivaled hospitality!" As part of these activities, we pass on positive feedback by posting Guests' compliments where Cast Members can readily see them.

# Annual Topics

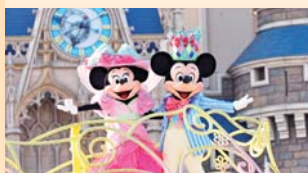
## Fiscal year ended March 31, 2013

Apr.	May	Jun.	Jul.	Aug.	Sep.	Oct.	Nov.	Dec.	Jan.	Feb.	Mar.
------	-----	------	------	------	------	------	------	------	------	------	------

### Tokyo Disneyland

**4/3~6/30** Special Event

Disney's Easter Wonderland



**7/9~8/31** Special Event  
Disney Natsu Matsuri

**7/9~8/31** Summer Program  
DisneyKids Summer Adventure

**8/24 OPEN** Attraction  
Goofy's Paint 'n' Play House



**9/7~10/31** Special Event  
Disney's Halloween

**11/7~12/25** Special Event

Christmas Fantasy



### Tokyo DisneySea

**4/3~6/30** Special Event

Mickey & Duffy's Spring Voyage

**7/9 OPEN** Attraction  
Toy Story Mania!



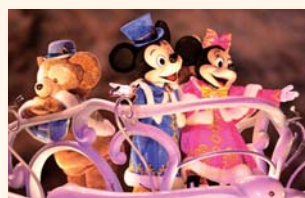
**7/9~8/31** Summer Program  
DisneyKids Summer Adventure

**7/9~8/31** Water Program  
Summer Oasis Splash

**9/7~10/31** Special Event  
Disney's Halloween

**11/7~12/25** Special Event

Christmas Wishes



**1/4~3/15** Limited-Period Program  
Tower of Terror: Level 13

Special Event **3/18~6/30**  
Mickey & Duffy's Spring Voyage

### Other

**4/2** IR

Announcement of annual attendance for the fiscal year ended March 31, 2012



**9/1 OPEN** Other Business Segment

MAIHAMA Amphitheater

**1/30** IR

Announcement of third-quarter financial results

**4/26** IR

Announcement of financial results for the fiscal year ended March 31, 2012

**10/1** IR

Announcement of first-half year attendance

**10/19** IR

Revision of earnings forecast and dividend forecast

**6/28** General Meeting of Shareholders

Change of corporate auditors

**10/30** IR

Announcement of second-quarter financial results



**7/30** IR

Announcement of first-quarter financial results

Hotel Business Segment **2/6 OPEN**

Reopening of Disney Ambassador Hotel

Introduction of Mickey Mouse Rooms and Minnie Mouse Rooms

# Fiscal year ending March 31, 2014

Apr. | May | Jun. | Jul. | Aug. | Sep. | Oct. | Nov. | Dec. | Jan. | Feb. | Mar.

**4/15 START** New daytime parade  
Happiness Is Here



**11/7~12/25** Special Event  
Christmas Fantasy



**5/7 OPEN** Attraction  
Star Tours: The Adventures Continue

**7/8~9/2** Special Event  
Disney Natsu Matsuri

**4/15~3/20** Anniversary Event  
Tokyo Disney Resort 30th:  
**The Happiness Year**

**9/9~10/31** Special Event  
Disney's Halloween



**11/7~12/25** Special Event  
Christmas Wishes



**7/8~9/2** Special Event  
Disney Summer Festival

**4/15~3/20** Anniversary Event  
Tokyo Disney Resort 30th:  
**The Happiness Year**



**9/9~10/31** Special Event  
Disney's Halloween



**3/18~6/30** Special Event  
Mickey & Duffy's Spring Voyage

**4/1** IR  
Announcement of annual attendance for  
the fiscal year ended March 31, 2013

**10/1** IR  
Announcement of first-half year attendance

**4/26** IR  
Announcement of financial results for  
the fiscal year ended March 31, 2013

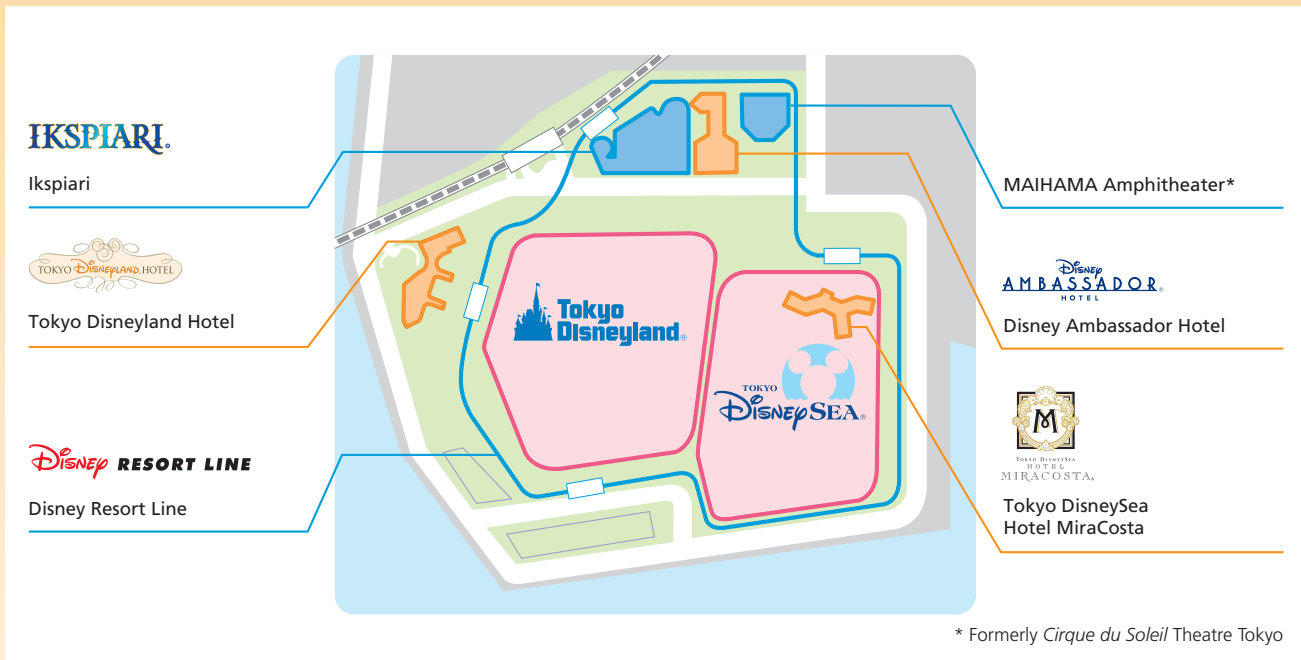
**In late October** IR  
Announcement of second-quarter  
financial results


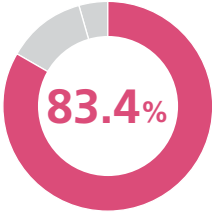
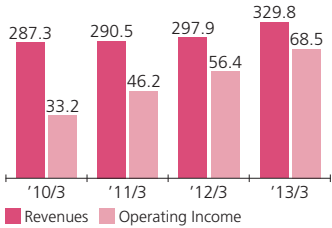
**6/27** General Meeting of Shareholders  
Change of corporate officers


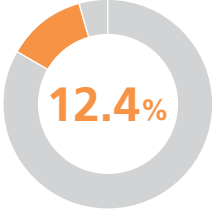
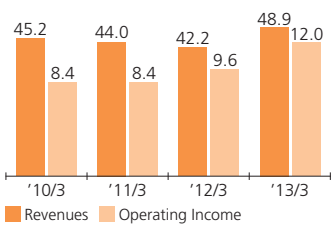
**In late July** IR  
Announcement of first-quarter  
financial results


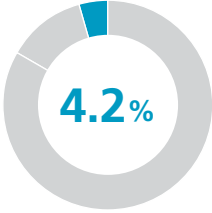
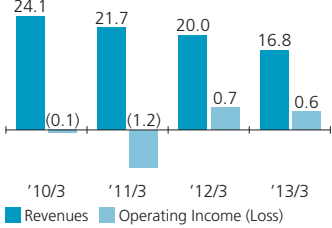
**In late January** IR  
Announcement of third-quarter  
financial results

# The OLC Group at a Glance



Theme Park Segment	Percentage of Total Revenues (Fiscal year ended March 31, 2013)	Segment Revenues / Operating Income (Billions of yen)	Segment Highlights															
	 <b>83.4%</b>	 <table border="1"> <tr> <th>Year</th> <th>Revenues</th> <th>Operating Income</th> </tr> <tr> <td>'10/3</td> <td>287.3</td> <td>33.2</td> </tr> <tr> <td>'11/3</td> <td>290.5</td> <td>46.2</td> </tr> <tr> <td>'12/3</td> <td>297.9</td> <td>56.4</td> </tr> <tr> <td>'13/3</td> <td>329.8</td> <td>68.5</td> </tr> </table>	Year	Revenues	Operating Income	'10/3	287.3	33.2	'11/3	290.5	46.2	'12/3	297.9	56.4	'13/3	329.8	68.5	Personnel expenses and fixed and miscellaneous costs rose due to the return to normal operations. However, this was offset by higher theme park attendance and revenues per Guest, and revenues and operating income increased accordingly.
Year	Revenues	Operating Income																
'10/3	287.3	33.2																
'11/3	290.5	46.2																
'12/3	297.9	56.4																
'13/3	329.8	68.5																

Hotel Business Segment	Percentage of Total Revenues (Fiscal year ended March 31, 2013)	Segment Revenues / Operating Income (Billions of yen)	Segment Highlights															
	 <b>12.4%</b>	 <table border="1"> <tr> <th>Year</th> <th>Revenues</th> <th>Operating Income</th> </tr> <tr> <td>'10/3</td> <td>45.2</td> <td>8.4</td> </tr> <tr> <td>'11/3</td> <td>44.0</td> <td>8.4</td> </tr> <tr> <td>'12/3</td> <td>42.2</td> <td>9.6</td> </tr> <tr> <td>'13/3</td> <td>48.9</td> <td>12.0</td> </tr> </table>	Year	Revenues	Operating Income	'10/3	45.2	8.4	'11/3	44.0	8.4	'12/3	42.2	9.6	'13/3	48.9	12.0	Revenues were up due to higher occupancy rates, leading to a rise in operating income.
Year	Revenues	Operating Income																
'10/3	45.2	8.4																
'11/3	44.0	8.4																
'12/3	42.2	9.6																
'13/3	48.9	12.0																

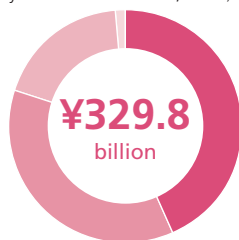
Other Business Segment	Percentage of Total Revenues (Fiscal year ended March 31, 2013)	Segment Revenues / Operating Income (Loss) (Billions of yen)	Segment Highlights															
	 <b>4.2%</b>	 <table border="1"> <tr> <th>Year</th> <th>Revenues</th> <th>Operating Income (Loss)</th> </tr> <tr> <td>'10/3</td> <td>24.1</td> <td>(0.1)</td> </tr> <tr> <td>'11/3</td> <td>21.7</td> <td>(1.2)</td> </tr> <tr> <td>'12/3</td> <td>20.0</td> <td>0.7</td> </tr> <tr> <td>'13/3</td> <td>16.8</td> <td>0.6</td> </tr> </table>	Year	Revenues	Operating Income (Loss)	'10/3	24.1	(0.1)	'11/3	21.7	(1.2)	'12/3	20.0	0.7	'13/3	16.8	0.6	Higher facility renovation costs associated with the Ikspiari commercial facility resulted in lower operating income.
Year	Revenues	Operating Income (Loss)																
'10/3	24.1	(0.1)																
'11/3	21.7	(1.2)																
'12/3	20.0	0.7																
'13/3	16.8	0.6																



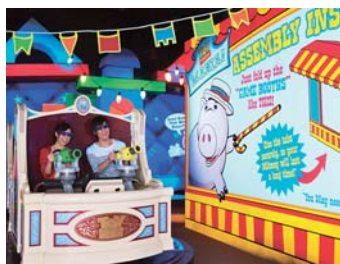
## Theme Park Segment

### Segment Revenues

(Fiscal year ended March 31, 2013)



- 43.6% ● Attractions and Shows
- 36.4% ● Merchandise
- 18.8% ● Food and Beverages
- 1.2% ● Others



Toy Story Mania!  
(Tokyo DisneySea)

# Review of Consolidated Operations

## Segment Overview

- The main facilities of the Theme Park Segment are Tokyo Disneyland and Tokyo DisneySea.
  - Tokyo Disneyland opened in April 1983 and Tokyo DisneySea in September 2001. In the fiscal year ended March 31, 2013, total annual attendance at the two theme parks exceeded 27 million, for a cumulative attendance to date of more than 500 million.
  - Tokyo Disneyland and Tokyo DisneySea have an approximately 50%\* share of the Japanese amusement and leisure park market.
  - Revenues of the Theme Park Segment are broadly divided into attractions and shows, merchandise, and food and beverages.
    - Attractions and shows revenues include ticket receipts and parking receipts.
    - Merchandise revenues include sales of merchandise at Bon Voyage and commercial facilities within affiliated hotels, in addition to commercial facilities within the theme parks.
    - Food and beverages revenues include sales of food and beverages at commercial facilities within the theme parks.
- \* Source: *White Paper on Leisure 2012* (October 2012, Japan Productivity Center)

## Summary of the Fiscal Year Ended March 31, 2013

Revenues	¥329.8 billion (up 10.7%)
Operating Income	¥68.5 billion (up 21.4%)

New attractions were opened in our theme parks and special events were held as well, bringing much joy to our Guests. As always, the fiscal year ended March 31, 2013, was filled with a robust program of exciting events. From April 2012, we held “Disney’s Easter Wonderland” at Tokyo Disneyland and a new special event, “Mickey & Duffy’s Spring Voyage,” in which Duffy was featured, for the first time, in a lead role with Mickey Mouse at Tokyo DisneySea. From July 2012, a new special event, “Disney Natsu Matsuri,” started at Tokyo Disneyland. Further, a new attraction, “Toy Story Mania!,” was launched at Tokyo DisneySea on July 9, 2012. At both theme parks, Halloween-themed events were held, beginning in September 2012, and Christmas-themed events were carried out from November 2012. From January until March 2013, the limited-period program “Tower of Terror: Level 13” was held at Tokyo DisneySea.

Theme park attendance amounted to 27.5 million (up 8.5%), due to favorable weather during the summer vacation period and the fourth quarter as well as the success of special events and new attractions at both theme parks.

Revenues per Guest reached a new record high of ¥10,601 (up 2.6%). Ticket receipts per Guest were ¥4,483 (up 3.4%), due to ticket price revisions conducted in the previous fiscal year; merchandise revenues per Guest were ¥3,860 (up 1.7%), due to strong sales of products related to special events and “Toy Story Mania!”; and food and beverages revenues per Guest were ¥2,259 (up 2.4%), due to favorable sales of one-hand menu items.

As a result of the above, overall revenues in the Theme Park Segment were ¥329.8 billion (up 10.7%). Such costs as personnel expenses, including the work hours of part-time employees, and fixed and miscellaneous costs, such as facility renovation costs and sales promotion costs, climbed following the return to normal operations. However, the increase in revenues drove improvements in the operating margin, which climbed 1.9 percentage points, to 20.8%, and operating income was ¥68.5 billion (up 21.4%) in accordance.

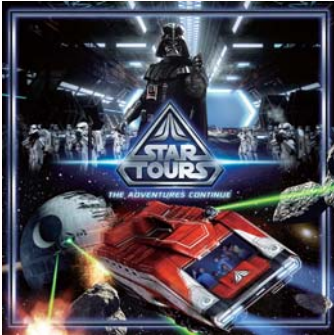
## Forecast of Results for the Fiscal Year Ending March 31, 2014

Revenues	¥336.7 billion (up 2.1%)
Operating Income	¥69.6 billion (up 1.6%)

In the fiscal year ending March 31, 2014, the special event “Tokyo Disney Resort 30th: The Happiness Year,” a 340-day spectacular, will be held at both theme parks. Marking an important milestone in the Resort’s history, this event will, of course, be focused on the theme of happiness. We want to make this year into one in which our Guests will find new discoveries and



Happiness Is Here  
(Tokyo Disneyland)



©Disney ©2013 Lucasfilm Ltd. & TM. All rights reserved.  
Star Tours: The Adventures Continue  
(Tokyo Disneyland)

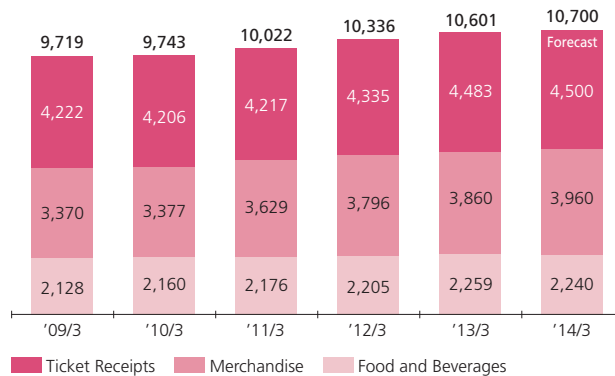
surprises and be inspired to share happiness with their family and friends as well as with all of the Disney friends and Cast Members. We are therefore dedicated to making this year the happiest year in the history of Tokyo Disney Resort.

At Tokyo Disneyland, a new daytime parade, “Happiness Is Here,” has been launched to commemorate the start of the 30th anniversary events. Also at Tokyo Disneyland, the new attraction “Star Tours: The Adventures Continue” was opened on May 7, 2013. Further, we have planned a full-year program of exciting seasonal events at both theme parks. As a result, we are expecting a new record high for theme park attendance at 27.7 million (up 0.7%). Revenues per Guest are projected to rise to ¥10,700 (up 0.9%). Likewise, ticket receipts per Guest are forecast to rise to ¥4,500 (up 0.4%), and merchandise revenues per Guest are expected to rise to ¥3,960 (up 2.6%), as a result of sales of merchandise related to the 30th anniversary events. Food and beverages revenues per Guest are projected to decline to ¥2,240 (down 0.8%).

Accordingly, we are forecasting revenues of ¥336.7 billion (up 2.1%) in the Theme Park Segment for the fiscal year ending March 31, 2014. We are expecting increases in the cost of merchandise ratio and the cost of food/beverages ratio as well as higher costs associated with entertainment and show production for Tokyo Disney Resort 30th Anniversary events. However, these increases will be offset by the higher revenues, and operating income will rise to ¥69.6 billion (up 1.6%).

### Revenues per Guest

(Yen)



### Web Market Initiatives



Menu screen of the HAPPINESS CAM smartphone application

We are devoted to supporting our Guests by actively providing them with information. For this purpose, we have created websites for Tokyo Disney Resort that are specialized for access from PCs, feature phones, or smartphones. These sites allow Guests to view a wide variety of information, including attraction waiting times and other items.

In addition, we have established official accounts on a variety of social networking sites, such as Twitter and Facebook, as well as on YouTube. These accounts can be viewed to access information whether one is in the theme park or not, expanding the number of contact points we have with Guests and helping promote park visits and increase the overall value of the park experience. Among these, Tokyo Disney Resort’s official Twitter account—TDR\_PR—has achieved an impressive following of more than 400,000 followers in the period of approximately one year since it was established. This is the largest following of any official company Twitter account in Japan.

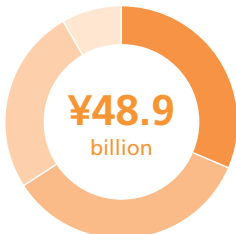
Further, to commemorate the Tokyo Disney Resort 30th Anniversary, we released the Resort’s first smartphone application. Entitled HAPPINESS CAM, this application allows users to add a new element of happiness to photos they have taken by adorning them with original decorations, giving them a way to share happiness both inside and outside the theme parks.



# Hotel Business Segment

## Segment Revenues

(Fiscal year ended March 31, 2013)



31.5%	● Tokyo Disneyland Hotel
34.4%	● Tokyo DisneySea Hotel MiraCosta
26.0%	● Disney Ambassador Hotel
8.1%	● Palm & Fountain Terrace Hotel

## Segment Overview

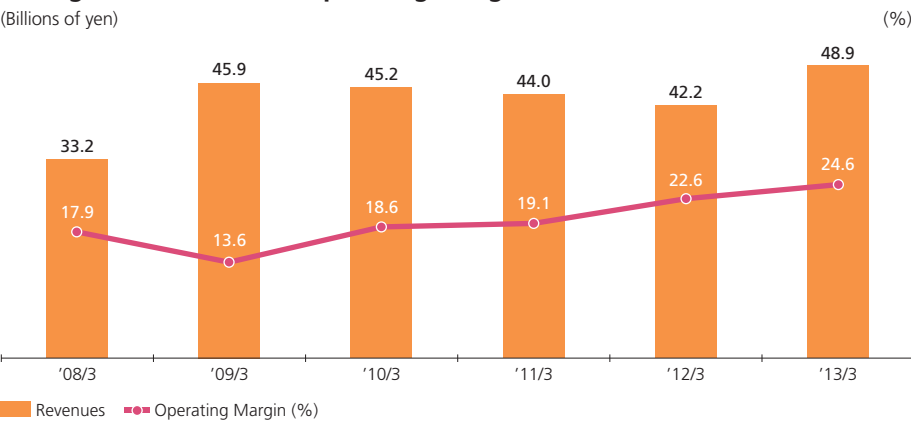
- The facilities of the Hotel Business Segment are the three Disney Hotels of Tokyo Disneyland Hotel (opened July 2008), Tokyo DisneySea Hotel MiraCosta (opened September 2001), and Disney Ambassador Hotel (opened July 2000) as well as the non-Disney branded Palm & Fountain Terrace Hotel (opened February 2005), which is located in the Shin-Urayasu area.
- In March 2013, OLC acquired all shares of Brighton Corporation, a company that manages a total of four hotels mainly in the Urayasu and Kyoto areas.

<b>Summary of the Fiscal Year Ended March 31, 2013</b>	Revenues	¥48.9 billion (up 15.9%)
	Operating Income	¥12.0 billion (up 25.8%)

During the fiscal year ended March 31, 2013, we offered the “Tokyo Disney Resort Multi-Day Passport Special” at the three Disney Hotels as a standard practice for all hotel Guests, continuing from the previous fiscal year. We also continued implementing the “Tokyo Disneyland ‘Happy 15’ Entry” program, under which hotel Guests are allowed to enter Tokyo Disneyland 15 minutes earlier. In addition, we renovated Guest rooms at Disney Ambassador Hotel.

Revenues in the Hotel Business Segment were ¥48.9 billion (up 15.9%). This increase was due to a rise in occupancy rates owing to normal operations as well as higher theme park attendance. While facility renovation costs increased in association with the renovation of Disney Ambassador Hotel, operating income was ¥12.0 billion (up 25.8%) due to higher revenues.

## Segment Revenues / Operating Margin



## Renovation of Disney Ambassador Hotel



Mickey Mouse Room

Disney Ambassador Hotel, originally opened in July 2000, underwent partial renovations in preparation for the Tokyo Disney Resort 30th Anniversary and was successfully reopened on February 6, 2013. One area renovated was the lobby. The atrium ceiling of the lobby is now adorned with images of the Disney friends piloting airplanes, and a statue of Mickey Mouse has been placed in the center of the lobby, depicting him taping these friends in the guise of a movie director. Further, the entire lobby now exudes an atmosphere reminiscent of 1930s America. In addition, to complement the 42 intensely popular Donald Duck Rooms, we constructed 28 Mickey Mouse Rooms and 32 Minnie Mouse Rooms, making for a total of 102 exciting character-themed rooms. These rooms let Guests continue to make fond memories with their favorite Disney friends even after they have left the theme parks.



Special room amenities featuring Tokyo Disney Resort 30th Anniversary (Tokyo Disneyland Hotel)



Special room key featuring Tokyo Disney Resort 30th Anniversary (Tokyo Disneyland Hotel)



Special Kid's Birthday Plan (Disney Ambassador Hotel)

### Forecast of Results for the Fiscal Year Ending March 31, 2014

Revenues	¥60.7 billion (up 24.1%)
Operating Income	¥12.9 billion (up 7.5%)

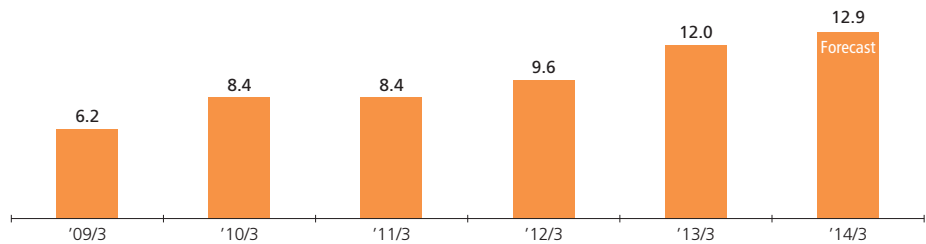
During the year-long "Tokyo Disney Resort 30th: The Happiness Year" event, a number of special programs will be held at all three Disney Hotels, including special plans for lodging and restaurant facilities as well as for holding parties and weddings. Special merchandise will also be made available for sale. Through these initiatives, we aim to provide the kind of happiness that can only be offered by Disney Hotels. At Tokyo Disneyland Hotel, we will provide special room amenities and keys featuring 30th anniversary designs throughout the year.

At the same time, the shared benefits for hotel Guests offered during the fiscal year ended March 31, 2013, will continue to be provided. Also, we will introduce new stay plans for celebrating special events at Disney Ambassador Hotel, including the "Special Kid's Birthday Plan" and the "My Anniversary Story" plan.

In the fiscal year ending March 31, 2014, revenues are forecast to increase to ¥60.7 billion (up 24.1%), due to a rise in occupancy rates and the benefits from acquiring all shares of Brighton Corporation in March 2013. Operating income will also be up, rising to ¥12.9 billion (up 7.5%).

### Operating Income

(Billions of yen)



### Occupancy Rates and Average Revenues per Guest Room

	Tokyo Disneyland Hotel		Tokyo DisneySea Hotel MiraCosta		Disney Ambassador Hotel		Palm & Fountain Terrace Hotel	
	'13/3 (Results)	'14/3 (Forecast)	'13/3 (Results)	'14/3 (Forecast)	'13/3 (Results)	'14/3 (Forecast)	'13/3 (Results)	'14/3 (Forecast)
Occupancy rates	Low 90% range	Approx. 95%	High 90% range	High 90% range	Approx. 80%	Approx. 85%	High 70% range	Approx. 80%
Average revenues per Guest room	Approx. ¥50,000	Approx. ¥55,000	Approx. ¥50,000	Approx. ¥55,000	Approx. ¥45,000	Approx. ¥45,000	Approx. ¥20,000	Approx. ¥20,000

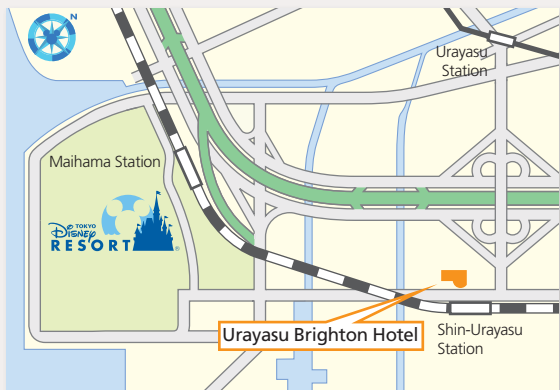
### Prime Location near Tokyo Disney Resort



Urayasu Brighton Hotel

Urayasu Brighton Hotel, one of the four hotels operated by Brighton, is a Tokyo Disney Resort Partner Hotel located nearby both Shin-Urayasu Station and Tokyo Disney Resort, and therefore we have high expectations for the synergies that will be created between this hotel and the Resort.

Free shuttle buses connect Urayasu Brighton Hotel to Tokyo Disney Resort

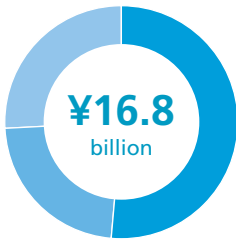




## Other Business Segment

### Segment Revenues

(Fiscal year ended March 31, 2013)



- 51.4% ● Ikspiari
- 22.8% ● Monorail
- 25.8% ● Others

### Segment Overview

- The main facilities of the Other Business Segment are Ikspiari (opened July 2000), MAIHAMA Amphitheater\* (opened September 2012), and Disney Resort Line (opened July 2001).
- Ikspiari is a commercial complex based on the concept of “a town full of stories and entertainment.” It includes approximately 140 shops and restaurants and a 16-screen cinema complex.
- Disney Resort Line is a monorail connecting four stations within Tokyo Disney Resort.  
\* Formerly, *Cirque du Soleil* Theatre Tokyo  
 The “ZED™” production that played at *Cirque du Soleil* Theatre Tokyo was terminated as of December 31, 2011.

Summary of the Fiscal Year Ended March 31, 2013	Revenues	¥16.8 billion (down 15.9%)
	Operating Income	¥0.6 billion (down 17.3%)

Ikspiari held seasonal events in celebration of Halloween and Christmas while at the same time renovating stores and welcoming new tenants. On December 31, 2011, the “ZED™” production was terminated, and *Cirque du Soleil* Theatre Tokyo changed its name to MAIHAMA Amphitheater thereafter. Later, on September 1, 2012, this facility resumed operation as a multipurpose hall capable of housing a wide range of events, including company or school ceremonies and lectures as well as concerts.

Regardless, the termination of the “ZED™” production resulted in the Other Business Segment recording revenues of ¥16.8 billion (down 15.9%). Operating income was ¥0.6 billion (down 17.3%), as a result of lower revenues and a rise in facility renovation costs in the Ikspiari business.

Forecast of Results for the Fiscal Year Ending March 31, 2014	Revenues	¥16.3 billion (down 2.8%)
	Operating Income	¥0.2 billion (down 63.7%)

In the fiscal year ending March 31, 2014, revenues in the Other Business Segment are expected to decrease to ¥16.3 billion (down 2.8%) and result in the recording of operating income of ¥0.2 billion (down 63.7%), due to revenue declines resulting from the impacts of periods of closure at Ikspiari associated with renovations and tenant changes.

### Start of Operations at MAIHAMA Amphitheater



MAIHAMA Amphitheater

In September 2012, we began renting MAIHAMA Amphitheater as a multipurpose hall. As an amphitheater, this facility features a semicircle stage with seats positioned on an ascending slope moving away from the stage. A total of 2,170 seats surround the open stage with a distance of merely 28 meters between the back row and the stage. This allows for performances to be conducted in a manner that truly creates a sense of unity with the audience.



Hall of MAIHAMA Amphitheater

This impressive facility can be used for a wide range of purposes, including company or school ceremonies and lectures, recitals, and music concerts for domestic and overseas artists.

# Our mission is to create happiness and contentment by offering wonderful dreams and moving experiences created with original, imaginative ideas.

We aim to constantly maintain a perspective at the forefront of each era as we strive for emotion as a company.

As we move ever closer to our ideal, we have a firm conviction in its realization.

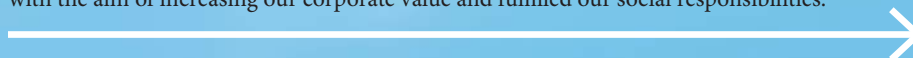
Our asset is our imagination. It may be said that imagination is the Earth's only inexhaustible resource.

Utilizing this asset, we pursue our business of bringing abundant humanity and happiness.

In the lives of people today, emotions that we tend to cast aside, dreams that we harbor deep in our hearts, moving experiences that uplift our souls, joy that makes life worth living, a true sense of peace that provides us with rejuvenation...

It is the mission of Oriental Land to bring all of these to each and every person.

Acting in accordance with this business mission, we have strengthened corporate governance with the aim of increasing our corporate value and fulfilled our social responsibilities.



# Corporate Governance

We will continue working to strengthen corporate governance, based on our understanding of the importance of raising management transparency and fairness, achieving sustainable growth and development, and fulfilling our social responsibilities.

Specifically, we aim to strengthen corporate governance by reinforcing internal controls, promoting the reinforcement of management oversight functions, and increasing management transparency.

By conducting honest management that emphasizes corporate ethics through these measures, we aim to increase our corporate value.

## Basic Systems

### Business Execution

In response to changes in the operating environment, OLC has introduced the Corporate Officer System in order to strengthen overall control of Group management and enhance corporate governance. The purpose of the Corporate Officer System is to more clearly define supervisory and executive responsibilities in each of the OLC Group's businesses; to strengthen the management supervisory functions of directors by shifting the focus of their roles to supervision; and to accelerate decision making by promoting the delegation of authority to corporate officers.

(As of July 1, 2013)

Corporate governance system	Company with Board of Auditors	
Management system	Directors	
Corporate Officer System	Number of directors	11* <sup>1</sup>
	Term of directors defined in articles of incorporation	2 years
	Chairman of Board of Directors	Chairman* <sup>2</sup>
Auditors	Board of Corporate Auditors established	Yes
	Number of corporate auditors	4* <sup>3</sup>
External directors and auditors	Number of external directors (independent officers)	1 (1)
	Number of external auditors (independent officers)	3 (1)

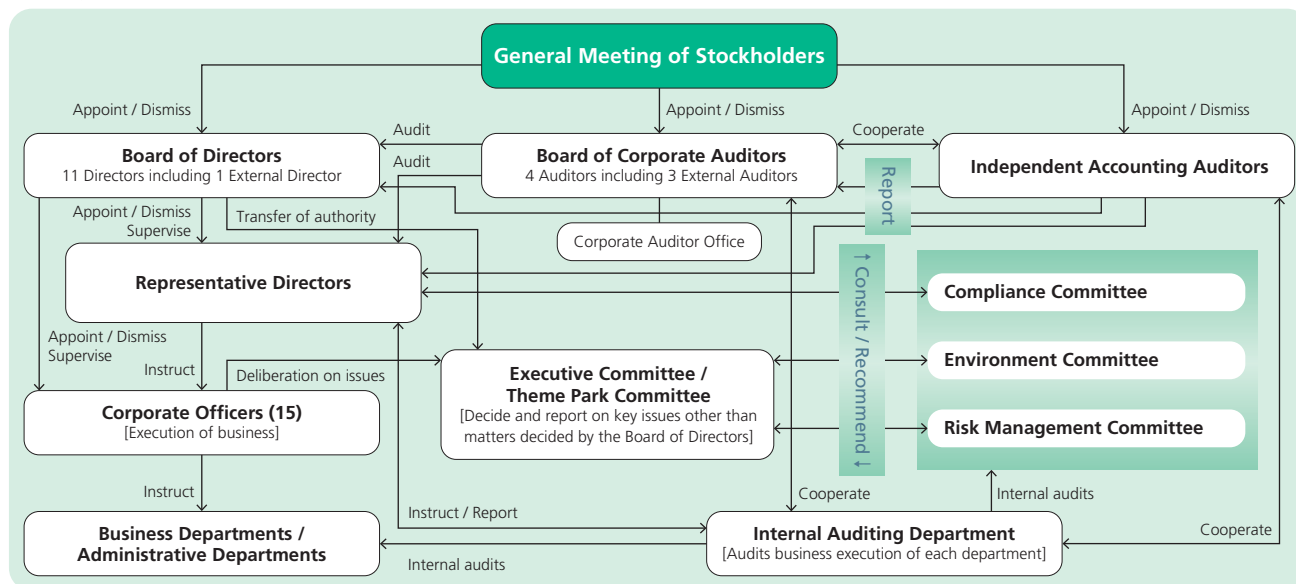
\*1. The maximum number of directors defined in the articles of incorporation is 15.

\*2. Except when chairman serves concurrently as president

\*3. The maximum number of corporate auditors defined in the articles of incorporation is 6.

### Corporate Governance Structure

(As of July 1, 2013)



**Number of Committee Meetings in Fiscal Year Ended March 31, 2013**

Board of Directors	12
Board of Corporate Auditors	9
Executive Committee	17
Theme Park Committee	19

## Appointment of Directors

As described in the Company's articles of incorporation, the appointment of directors must be approved by a majority vote at a General Meeting of Stockholders at which stockholders whose voting rights exceed one-third of the total voting rights are present. Furthermore, the appointment of directors may not be approved by cumulative voting.

## Board of Directors

The Board of Directors consists of 11 directors, including one external director. Board of Directors' meetings are held once a month in principle. All corporate auditors attend the meetings, whether or not they hold standing positions. All directors and corporate auditors, who have different duties, monitor management from their own unique perspectives. Additionally, directors conduct extensive deliberation in accordance with the Company's management policies to ensure that the Company's operations are not in violation of laws, regulations, or the articles of incorporation in any manner.

## Executive Committee

The Executive Committee makes decisions and files reports regarding important matters, excluding items to be resolved by the Board of Directors, pertaining to the management of the Company.

## Theme Park Committee

The Theme Park Committee makes decisions and files reports relating to the operation and business execution of the theme park business.

## Corporate Auditors

In accordance with the Corporate Auditor System adopted by the Company, the two standing corporate auditors attend meetings of the Board of Directors, the Executive Committee, and the Theme Park Committee as well as meetings of other committees the corporate auditors deem important, where they state their opinions. Three of the four corporate auditors are external auditors, a structure that actively incorporates opinions from an objective and independent standpoint to enable effective audits. Furthermore, to assist the corporate auditors in their duties, a specialized staff has been assembled within the Corporate Auditor Office, which is a body that is independent from the executive arm of the Company.

## Board of Corporate Auditors

In accordance with auditing policy and basic audit plans, the Board of Corporate Auditors carries out such activities as listening to reports from directors, officers, and employees and viewing important documents while working to ensure the effectiveness of its audits by discussing the status of deliberation at important meetings, audit results, and other matters.

As a means of establishing and maintaining good corporate governance, the Company has clarified the corporate auditors' role and work responsibilities by setting the Regulations for the Board of Corporate Auditors and the Audit Standards for Corporate Auditors.

## Internal Control

The Company has enhanced internal control with the establishment of the Internal Auditing Department to conduct internal audits on compliance with laws and internal rules as well as efficient business execution. This department is separate from the other executive departments of the Company to ensure that it can conduct unbiased audits.

Internal audits are conducted with the goal of improving managerial efficiency and profitability. Furthermore, the Internal Auditing Department objectively investigates and evaluates whether or not business operations are in compliance with management policies, plans, and internal regulations and are conducted in an efficient manner. The department offers advice as it deems necessary.

## Independent Accounting Auditors

To ensure accurate accounting, we receive audits by KPMG AZSA LLC. Our designated unlimited liability and engagement partners from KPMG AZSA LLC are certified public accountants Eiji Mizutani and Hiroaki Komatsu. Additionally, a total of 12 accountants and assistants engage in other accounting and auditing activities.

## Initiatives to Strengthen Corporate Governance Systems

1983	April	Established the Emergency Control Center (ECC)
2000	June	Established the Compliance Committee
		Formulated the Business Guideline
2005	March	Established the Information Security Management Committee
		Formulated the OLC Group Information Security Policy
	May	Clarified division between management supervisory functions and execution <ul style="list-style-type: none"> <li>Introduced the Corporate Officer System</li> <li>Strengthened management supervisory functions by defining the Board of Directors' primary duty as supervision</li> <li>Reduced number of directors from 23 to 13</li> </ul>
	October	Established the Risk Assessment Committee
2006	April	Established the OLC Group Code of Compliance
	November	Established the Internal Control Promotion Committee (Abolished in June 2010 after its purpose had been fulfilled)
2007	March	Formulated the OLC Group Risk Management Guidelines
2010	February	Approved the CSR Policies at a meeting of the Executive Committee
	April	Strengthened overall risk management functions <ul style="list-style-type: none"> <li>Converted the Risk Assessment Committee into the Risk Management Committee</li> <li>Converted the Information Security Management Committee into the Information Security Management Subcommittee in the Risk Management Committee</li> </ul>

## Practice of the OLC-WAY

### OLC-WAY

- Honesty** Focus not only on your own good and the good of the organization but also on the good of everyone else.
- Proactive Execution** There is no need for excuses or criticism. Act without fear of mistakes.
- Healthy Conflict** The precedent is not necessarily the best. Discuss matters starting from zero and heading toward the goal.

Even with our thorough governance systems in place, ultimately the awareness of the people who use these systems will decide if they will function or not. In recognition of this fact, the OLC Group is working to spread and provide education about the OLC-WAY, a set of shared promises among all officers and employees. By having all officers and employees fulfill the promises of "Honesty," "Proactive Execution," and "Healthy Conflict" contained in the OLC-WAY, we will foster a highly compliance-aware corporate culture and corporate climate.

## Reinforcing the Internal Control System

### Compliance

We have established the OLC Group Code of Compliance, which outlines the rules for officers' and employees' compliance with ethics and laws, and the Business Guideline, which outlines specific standards for the practice of compliance.

#### OLC Group Code of Compliance

The OLC Group's officers and employees have a strong ethical commitment to compliance with external laws and regulations and internal rules.

1. Prioritize safety above all else.
2. Respect human rights and prevent discrimination and harassment.
3. Engage in fair and transparent transactions.
4. Strictly control confidential information, including personal information.
5. Take a firm stance toward antisocial organizations.



Business Guideline

#### Examples of Group Discussions That Use Case Studies

Appropriate Labor Control

Prevention of Harassment

Management of Information

### Strengthening Operations to Ensure Compliance

We set up the Compliance Committee, which is chaired by a designee of the president, to ensure the legality of the Company's management and to promote a spirit of compliance. If the committee discovers misconduct by an officer or employee or a serious violation of law or the Company's articles of incorporation, it conducts the necessary investigations and reports its findings to management or to the Executive Committee and the Board of Corporate Auditors. Also, we set up the Employee Consultation Office as a channel for internal reporting within the OLC Group.

Furthermore, we institute education programs related to compliance. All employees participate in these programs, which consist of e-learning courses and group discussions and serve as an opportunity for the sharing of information and awareness related to compliance issues. We also implement strict monitoring to ensure the effectiveness of measures related to compliance.

#### Specific Risks Handled by the ECC

Earthquakes, fires, typhoons, snow, oxidase smog, lightning, power outages, accidents, food poisoning, infectious diseases, terrorism, and unscheduled park closures, among other risks

### Risk Management System

In order to entrench a risk management system, the Company established the OLC Group Risk Management Guidelines, which outline basic rules of conduct. In addition, the Risk Management Committee, chaired by the president, identifies, analyzes, evaluates, and prioritizes risks that the OLC Group faces and manages the overall risk management cycle to formulate individual preventative and response measures, evaluate these measures, and constantly pursue their improvement. Furthermore, we are bolstering our responsiveness toward unforeseen risks through the Emergency Control Center (ECC), a response unit consisting of the president and other related personnel that works to manage response systems in the event that risks materialize. For emergencies with a scale great enough to affect Tokyo Disney Resort as a whole, a response coordination task force will be established, under the direct supervision of the Company's president.

### Information Security Management System

The OLC Group's fundamental policies regarding information security are outlined in the OLC Group Fundamental Information Security Policy, while specific rules of conduct are defined in the OLC Group Information Security Policy. Acting in accordance with the OLC Group Information Security Policy, we are enhancing our information security management systems by defining regulations regarding the handling of information, documents, and information security systems. Additionally, we have been working to improve the level of information security management through the creation of the Information Security Management Subcommittee in the Risk Management Committee. These two organizations oversee the management of information.

### Reinforcing Decision Making, Authority, and Responsibilities

We have defined the administrative duties of each department and the Company's ranking system in the Organizational Rules as well as the authority of each position and the chain of command in the Rules of Administrative Authority, in order to ensure directors' efficient execution of duties.

## Group Management System

By principle, corporate governance systems of the Company also apply to its subsidiaries. Representatives from subsidiaries are present among the various committees we have established to strengthen our corporate governance systems, and subsidiaries are expected to adhere to all Company regulations. Additionally, we have established Management Regulations for Associated Companies to serve as a guideline for the appropriate management of subsidiaries.

## Reinforcing Management Oversight Functions

### Utilizing External Directors and External Auditors

External directors give advice or make suggestions to the Board of Directors as necessary, mainly speaking from the perspective of business managers with abundant experience, to ensure the validity and appropriateness of the decisions made by the Board of Directors. The expression of outside perspectives helps guarantee the justness of management. Also, the external directors offer prudent advice based on their wealth of experience and wide-ranging insights, further enhancing management's ability to make appropriate decisions.

The external auditors (excluding the standing external corporate auditors) conduct auditing duties in accordance with auditing policies, duties of different positions, and the Audit Standards for Corporate Auditors established by the Board of Corporate Auditors. These auditors also participate in meetings of the Board of Directors. Further, they receive reports from directors, officers, and employees and work to maintain an understanding of the duties and actions of these individuals on a daily basis. Through these efforts, the external auditors are devoted to creating an environment conducive to information exchanges and audits. Moreover, these auditors participate in meetings of the Board of Corporate Auditors, where they receive reports from the standing corporate auditors with regard to proceedings at meetings of the Executive Committee and other important committees, auditing procedures and results at subsidiaries, and the auditing plans and results of audits conducted by the Internal Auditing Department.

The external auditors receive reports on the results of the independent accounting auditors' year-end reviews and audits of the Company's financial statements for the second quarter. They also exchange opinions regarding the Company's operations as necessary throughout the fiscal year while remaining well versed in a variety of Company-related information.

### Major Activities of External Director and Auditors (Fiscal year ended March 31, 2013)

		Meetings of Board of Directors (Held 12 times)	Meetings of Board of Corporate Auditors (Held 9 times)	Reason for appointment
Executive Director (External)	Tsutomu Hanada	11* <sup>1</sup>	—	Tsutomu Hanada is an external corporate officer at Shin-Keisei Electric Railway Co., Ltd., among other companies. He was selected as an external director so that he may use his rich background of managerial experience and wealth of managerial expertise to offer appropriate advice to the Company's management.
Corporate Auditors (External)	Akio Nakajima (Standing)	10* <sup>2</sup>	8* <sup>2</sup>	Akio Nakajima was selected as an external auditor so that he may use his rich background of managerial experience and wealth of managerial expertise to supervise all areas of management and offer appropriate advice to the Company's management.
	Hiroshi Otsuka	12	9	Hiroshi Otsuka was selected as an external auditor so that he may use his rich background of managerial experience and wealth of managerial expertise to supervise all areas of management and offer appropriate advice to the Company's management.
	Tatsuo Kainaka	10* <sup>2</sup>	8* <sup>2</sup>	Tatsuo Kainaka is expected to supervise the Company's management from an objective perspective based on the legal expertise he has developed through his experience as a Chief Justice of the Supreme Court and an attorney at law. Further, he has participated in committees and investigatory bodies that conduct third-party audits and investigations of other companies from a neutral position. This rich background of auditing experience was a key consideration behind his selection as an external auditor.

\*1. In cases where an external director is unable to attend a meeting of the Board of Directors, the Company provides the director with a timely report concerning the proceedings of the meeting and requests the director's opinions and advice related to the management of the Company.

\*2. Both corporate auditors have participated in all 10 meetings of the Board of Directors and all 8 meetings of the Board of Corporate Auditors held since their appointment on June 28, 2012.

## Reporting to Corporate Auditors

Directors and corporate officers of the Company quickly report risks that may greatly damage the Company and occurrences that may significantly affect management to corporate auditors. In urgent cases, employees may report such occurrences directly to the corporate auditors. We promote the timely reporting of necessary and pertinent information for audits through the Policy for Reporting to Auditors, which clarifies reporting procedures by stipulating what matters officers and employees must report to the corporate auditors as well as the timing and method of reporting. Additionally, should the corporate auditors discover that a director is acting in violation of laws, regulations, or the articles of incorporation, they will report this fact to the Board of Directors.

## Ensuring the Reliability of Financial Reports

To ensure the reliability of financial reports, we established the Internal Control Promotion Committee, which promotes all areas of our internal control system for financial reporting as set forth in the Financial Instruments and Exchange Law. Additionally, we have prepared systems in order to allow for mutual cooperation between departments responsible for constructing and evaluating the OLC Group's internal control system.

We have judged that our internal controls for consolidated financial reporting were effective as of March 31, 2013, and submitted an internal control report on the results of the evaluation. The contents are being audited by an external auditor. The OLC Group will continue working to reinforce internal controls through ongoing evaluations of the system's condition and application.

---

## Increasing Management Transparency

---

### Compensation Paid to Directors and Corporate Auditors and Audit Compensation

In the fiscal year ended March 31, 2013, compensation paid to directors and corporate auditors and compensation paid to independent accounting auditors (compensation for services prescribed in Article 2, Paragraph 1, of the Certified Public Accountants Law of Japan and compensation for other services) was as follows:

#### Compensation Paid to Directors and Corporate Auditors (Fiscal year ended March 31, 2013)

	(Millions of yen)	
	Recipients	Amount
Compensation paid to directors	12	433
(Compensation paid to external director included in above)	1	6
Compensation paid to corporate auditors	6	67
(Compensation paid to external corporate auditors included in above)	5	39
Total	18	501

\* 1. Compensation amounts above include compensation paid to the two corporate auditors (both external auditors) that resigned following the conclusion of the 52nd Annual General Meeting of Stockholders held on June 28, 2012.

\* 2. Employee wages are not paid to directors who work concurrently as employees of the Company.

\* 3. The Company has abolished bonuses and such bonuses are not included in compensation paid to directors.

#### Audit Compensation (Fiscal year ended March 31, 2013)

	(Millions of yen)
	Amount
Compensation based on audit certification	82
Other compensation	1
Total	84

\* The Company's auditing contract with the independent accounting auditors does not clearly differentiate compensation for auditing as based on the Companies Act or the Financial Instruments and Exchange Law. Because the amounts cannot be practically differentiated, compensation for the period is included in the total.

### Policy for Determining Compensation Paid to Directors and Corporate Auditors

Directors are compensated in the form of set monthly payments only. The amount to be paid is determined in accordance with policies accepted by the Board of Directors and must not exceed a limit decided at the General Meeting of Stockholders. This amount is decided based on the

position, roles, and responsibilities of each director as well as in consideration of how well the directors met management and individual goals and how much they contributed to the management of the Company.

Corporate auditors are compensated in the form of set monthly payments only. The amount to be paid is determined through negotiation with the corporate auditors and must not exceed a limit decided at the General Meeting of Stockholders.

There is no set policy for determining the compensation of independent accounting auditors. When deciding this compensation, the Company takes into account such factors as the number of days used to conduct audits.

## Policy regarding Control of the Company (Outline)

The OLC Group's management policy is to raise corporate value by continuing to be a company that is widely loved and familiar, deepening the trust and understanding of all its stakeholders and maximizing the resulting cash flow.

This management policy is aimed at continued long-term growth and is not meant for pursuing short-term profits. The Company will not categorically reject the reform or vitalization of management through the transfer of rights to control the Company, nor will it obstruct an acquisition with the potential to further enhance corporate value or the common benefit of stockholders. The Company currently has no specific predetermined anti-hostile takeover measures. However, the Company believes it is inappropriate for an individual or financial entity who may work to the detriment of the Company's corporate value (including individuals or financial entities that attempt to manage without regard to the Company's management policies) to control decision making regarding the Company's financial or operational policy. In the event such an individual or financial entity should appear, the Board of Directors will consider appropriate measures with outside experts and implement countermeasures in response to conditions.



Investor Relations Group

## Investor Relations (IR) Activities of OLC

Top management, corporate officers, and general managers are supported by a specialized IR staff consisting of six members. This staff constantly endeavors to improve the transparency and speed of information disclosure.

We aim to disclose information in an easy-to-understand manner through such means as transmitting on-demand video presentations of financial results and voice files of quarterly financial teleconferences as well as by providing materials in Japanese and English that are geared toward investors who are unfamiliar with OLC.

## Conducting Active Information Disclosure and Transmitting Feedback throughout the Company

OLC values opportunities for management to communicate directly with stockholders. The Company holds discussion forums with its stockholders and other investors, participates in conferences throughout Japan and overseas that are organized by securities companies, and conducts Company explanations for private investors and securities companies.

We not only make reports to management, we also hold internal explanatory meetings for individual departments that use our financial results meeting materials over 50 times a year in order to communicate the opinions of stockholders and other investors to employees in detail. In addition, the several thousands of opinions, suggestions, and evaluations received from our approximately 100,000 individual stockholders through questionnaires are sorted by content for regular feedback for appropriate managers and departments so we can work to improve our management and business activities.

## Appraisals of the OLC Group's IR Activities (As of March 31, 2013)

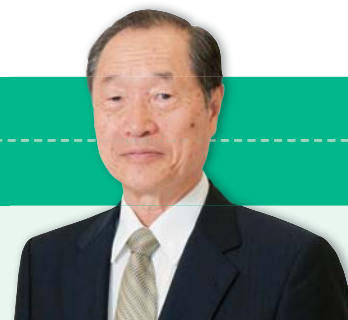
Fiscal year ended March 31, 2013	<ul style="list-style-type: none"> <li>• NIKKEI Annual Report Awards 2012</li> </ul>
Fiscal year ended March 31, 2012	<ul style="list-style-type: none"> <li>• FY2011 Best IR Award</li> <li>• NIKKEI Annual Report Awards 2011</li> </ul>
Fiscal year ended March 31, 2011	<ul style="list-style-type: none"> <li>• FY2010 Best IR Award</li> <li>• 2010 Award for Superior Corporate Disclosure</li> <li>• NIKKEI Annual Report Awards 2010 (Excellence Awards)</li> </ul>

## External Evaluations of the OLC Group's IR Activities

OLC's IR activities, characterized by the active disclosure of information, have been highly evaluated by external organizations and have thus received a number of awards. In the fiscal year ended March 31, 2013, OLC's annual report received an award at the Annual Report Awards 2012, hosted by Nikkei Inc. The report was praised for its clear and unified message and the fact that it enabled the Company's financial and management policies to be understood easily with a single reading.

## Interview with an External Auditor

Corporate Auditor (External) **Tatsuo Kainaka** Attorney at law



### Q One year has passed since your appointment as external auditor. How has your impression of OLC changed?

OLC is filled with young people, even in its management, and I was quite impressed with the strong sense of pride all these people have toward their daily work. I recently had the opportunity to visit Disneyland in the United States, and I can say with confidence that Tokyo Disneyland's Cast Members are every bit as motivated as the staff there.

I believe that for any organization, a structure allowing all members of the organization to exercise creativity as they work toward a common goal will always be superior to a structure in which people simply move in accordance with orders from above. Over this past year, I have been very pleased to see this ideal realized in OLC.

### Q What is the situation regarding OLC-WAY-based discussions among directors?

OLC employs a total of four external directors and auditors with rich backgrounds, having been highly qualified managers or some other type of specialist. Moreover, the in-house directors and corporate auditors also possess a wealth of experience at other companies. This diverse management team engages in lively discussions without being constrained by the opinions of the Company's chairman or president.

In the fiscal year ended March 31, 2013, a number of important events took place. Of these, the meeting leading up to the acquisition of the Brighton Hotel was particularly memorable. In that meeting, a flurry of hard-hitting questions were posed with regard to the appropriate way to expand the Hotel Business Segment, with many of these questions coming from other officers in divisions of other segments. The heated discussions continued past the meeting's scheduled ending time. Representatives from the Hotel Business Segment and even the chairman and president themselves passionately explained their feelings with respect to the acquisition. In the end, all those present reached an understanding about the future course of OLC. It truly was a vigorous exchange of ideas.

### Q How would you evaluate OLC's corporate governance systems?

OLC's corporate governance systems fall under the category of Company with Board of Auditors, as defined by the Companies Act of Japan. The board employs four corporate auditors, of which three, myself included, are external auditors. The Board of Directors likewise includes one external director. OLC has also established systems to ensure that all necessary information is reported to the Board of Corporate Auditors.

It is not enough to simply establish corporate governance systems. The Board of Corporate Auditors and external directors and auditors must be capable of performing their expected duties. To facilitate this, OLC has employed an external director and three external auditors that possess rich backgrounds in specialist fields. These individuals actively debate and raise questions at meetings of the Board of Directors and the Board of Corporate Auditors, and I believe they are more than sufficiently performing their duties.

OLC benefits from the close proximity between its head office and the sites at which it operates. This means that management can quickly be on site when a problem occurs, allowing management to maintain an accurate understanding of the issues faced in the Company's operations. As a result, discussions among management are not primarily theoretical but are rather rooted in an understanding of operating sites.

I was also surprised by the fact that any question is immediately met with an honest response. In this manner, all members of management are seeking to achieve a high level of transparency.

I truly believe that OLC's corporate governance systems are a cut above many others.

### Q Are there any corporate governance issues that OLC should address going forward?

There are many different types of corporate governance systems, but I feel that OLC's systems are superior to those of many other companies. At any company, the feelings of the people working there will determine whether the company succeeds or fails. For this reason, I think it is important that the people who will participate in corporate governance going forward always place the interests of Guests, stockholders, and the Company as a whole before their own interests. From such a standpoint, difficult issues must be addressed head-on and without delay. Further, it is important to always consider how one should act as a person and how OLC should act as a company. I hope that the current stance of OLC's senior management remains the same, no matter how much people or times may change.

# Corporate Social Responsibility (CSR)

The OLC Group will continue to promote various activities involving Guests, communities, employees, and the environment based on sincere corporate activities to create a future filled with dreams that enrich people's lives.

## Providing the Peace of Mind That Comes from Safety

To ensure that all Guests are able to enjoy our theme parks with peace of mind, the OLC Group prioritizes safety and quality control initiatives in the operation of its theme parks.



### Safety-Reinforcing SCSE Conduct Guidelines

Disney theme parks are operated based on the SCSE (Safety, Courtesy, Show, and Efficiency) conduct guidelines. These standards guide the operational decisions and behavior of all of our Cast Members to ensure that we provide the highest levels of service to all of our Guests. The order in which the letters are presented also represents the order of their importance in the theme parks. In addition to learning about the Disney philosophy when they join the Company, all of the Cast Members of the Resort also learn about SCSE as part of the training for their assigned roles.

### Safety Management in the Theme Parks

We practice thorough safety management and have developed standards and guidelines to ensure the safety of attractions, shows, and parades. All attractions have been designed with safety as their highest priority. Also, we regularly inspect all attractions to confirm and manage their safety. In addition to the legal requirements, we also conduct daily and other regular inspections based on our strict internal maintenance standard.

Moreover, for shopping and dining in the theme parks, we have established the Basic Policy for Merchandise Safety and Quality and the OLC Group Food Safety Policy. In line with those policies, we strive to ensure that we provide products that are both safe and high quality through the implementation of thorough product development and food safety management measures in cooperation with partner manufacturing plants and suppliers.



Cast Members positioned along a parade route



Cast Member confirming the safety of an attraction

### Incident Involving Injury Caused by Tokyo DisneySea Attraction "Raging Spirits"

On May 28, 2012, a car of the Tokyo DisneySea attraction "Raging Spirits" departed while the safety bar of one Guest was still raised. Feeling endangered, this Guest attempted to vacate the car while it was in motion and was injured in the process. The Company has determined the direct cause of the incident was the misunderstanding of a Cast Member due to insufficient education with regard to the workings of the safety bars.

To prevent reoccurrences, the Company temporarily ceased operation of the attraction. The period of ceased operation was used to revise operating manuals, develop new operational procedures, and conduct thorough safety training for Cast Members to refresh and reconfirm their understanding of operational procedures. Going forward, all members of the OLC Group will continue to place safety as the top priority for theme park management so that we can ensure that our Guests are able to enjoy our parks with peace of mind.



Bag check at a theme park entrance

## Security and Disaster Response Systems

Security Cast Members at Tokyo Disney Resort routinely patrol the theme parks and their surrounding areas as well as conduct bag checks at the theme park entrances to prevent hazardous and suspicious items from being brought into the theme park premises.

The emergency response operations team monitors the Resort 24 hours a day, 365 days a year, inspects and maintains firefighting equipment, and is responsible for all fire prevention operations within the theme parks. The team also oversees the operation of the Central Disaster Control Monitoring Center, provides guidance and supervision in fire prevention activities, and is responsible for theme park security. In the event of a fire, the Central Disaster Control Monitoring Center will request immediate dispatching of firefighting units via its direct hotline to the fire department, while our own firefighting team will take initial measures to tackle any fire. We will continue to maintain security and disaster preparedness systems as we work to make the Resort even safer for Guests.



Regular implementation of comprehensive emergency drills for the safety of Guests

## Emergency Response Methods

We have developed an emergency response manual that is designed to enable Cast Members to take prompt action in the event of an earthquake or other emergency at our theme parks. We also conduct comprehensive emergency drills in each section of our theme parks four times a year, in addition to a program of more than 180 drills carried out on an individual-building basis each year. In this way, we ensure that our employees fully understand the procedures in the emergency response manual. Moreover, we gather information on disaster prevention from government organizations and specialists with the intent of increasing knowledge and improving skills within the Group.

The manual ensures that we are ready to take prompt action in the event of a natural disaster. Several sites have been identified within the two theme parks that can be used for evacuation, so that appropriate evacuation areas can be designated as the situation demands. We will also set up temporary emergency shelters to facilitate emergency assistance.

In November 2012, we held a Guest-centric disaster response drill, with 1,500 members of employees' families simulating Guests.

We will continue to strive for greater disaster preparedness to ensure our ability to provide the optimal response in any emergency.

---

## Incorporating Social Perspectives and Needs into Our Business

---

**We remain committed to bringing happiness to our Guests and the community through business operations that give due consideration to the diversifying values of our Guests and by addressing concerns and matters related to the community as a whole.**

### Pursuing Normalization

At Tokyo Disney Resort, we are continuing our efforts to establish barrier-free facilities and other support systems for Guests with disabilities. For example, we have installed moving fences that do not obstruct view fields to facilitate visits by Guests who use wheelchairs. Further, scale models have been placed in the theme parks to communicate the shapes of attractions and characters to Guests with visual disabilities. We are committed to making continuous improvements so that even more Guests can enjoy the Resort.

Our efforts go beyond facilities. We are also conducting Cast education and training programs to bolster our ability to offer Guests with disabilities services that better meet their individual needs. To enable communication with a greater number of Guests, many Cast Members have learned sign language, and currently we have approximately 100 employees holding certificates of proficiency in this language.



Wheelchair-safe moving safety fence



Tokyo Disney Resort Guest Relations Center

## Implementing Improvement Measures Based on Guest Feedback

The comments from Guests visiting Tokyo Disney Resort offer myriad clues as to how we can make the Resort even better. These comments are analyzed and shared within the Company, and we use them to implement a wide range of measures aimed at improving the safety and quality of our services and facilities. We will continue to listen carefully to what our Guests tell us and reflect their feedback in our constant efforts to improve Tokyo Disney Resort. Our goal is to provide a wonderful experience for all our Guests.

### Examples of Facilities and Services Improved in Response to Guest Feedback

#### Discomfort while waiting in line for attractions for long periods of time on hot days

Installed parasols to keep Guests from being exposed to direct sunlight and misting water systems to lower temperatures around attractions

#### Separation of smoking areas in theme parks

Planted shrubbery around smoking areas to reduce the spread of second-hand smoke, set up new indoor smoking areas, and clarified smoking areas

## Enhancing the Work Environment and Work-Related Systems

The OLC Group has introduced a variety of education programs matched to each work area and a career advancement program. Additionally, we are implementing a number of measures to help employees develop harmony between their work and private lives while also promoting occupational health and safety.



Award ceremony for the "I Have an Idea" program

## Training and Career Development Systems

As stated in our management credo, we are committed to "respecting individuals and supporting their work" and offer our employees both the opportunity to maximize their potential and a range of programs that give them the support they need to enhance their professional skills. Our employees are encouraged to pursue career development opportunities within the Group, and we have a system that enables part-time employees to apply for theme park employee status and for theme park employees to apply to become corporate employees.

Moving ahead, we will continue to provide support systems for employees to allow them to improve themselves and develop their abilities in line with their individual goals and desires.



Five Star Cards acknowledging Cast Members' superior performance

## Corporate Culture as a Wellspring for the Creation of Moving Experiences

In line with our business mission, which emphasizes the value of original, imaginative ideas, the OLC Group is committed to maintaining a corporate culture in which all employees think about how to achieve this mission.

For example, OLC has a program in which ideas received from employees are utilized at Tokyo Disney Resort. In addition to this proposal system, we also have several programs to recognize the efforts of staff, such as "Spirit of Tokyo Disney Resort," where Cast Members recognize each other's excellent efforts in Guest service; the "Five Star Program," where supervisors recognize Cast Members who have performed outstanding service; and "Thanks Day," where officers, corporate employees, and theme park employees host the part-time employees that generally serve as Cast Members.

These recognition programs\* raise employee satisfaction levels and help to foster a corporate culture where employees feel motivated to make their best effort in their work.

\* Programs that encourage employees to recognize and express gratitude toward the efforts of others.



Officers and corporate employees hosting Cast Members on "Thanks Day"

---

## Undertaking Environmental Protection Activities

---

**Our Environmental Policy defines the OLC Group's intentions to fight global warming, conserve energy, prevent pollution, and recycle waste, among other activities.**

---

### Our Environmental Policy

#### Environmental Philosophy

—To bring magical dreams and moving experiences to future generations—

We seek to work in harmony with the environment in all our business activities so that we may continue to offer magical dreams, moving experiences, delight, and contentment for all time.

#### OLC Group Environmental Action Policy

- 1 The OLC Group will make every effort to fight global warming, conserve energy, prevent pollution, promote green purchasing, consider biodiversity, and reduce and recycle its waste in all aspects of its business operations.
  - 2 The OLC Group will comply with all statutory regulations and internal standards related to the environment.
  - 3 The OLC Group will establish, implement, and review environmental objectives and targets on a regular basis.
  - 4 The OLC Group will offer education and training to all its employees to ensure that they understand and are capable of acting independently on environmental policies.
- 

### Measures against Global Warming

The OLC Group is working to prevent global warming by promoting measures to reduce CO<sub>2</sub> emissions and energy consumption. Initiatives to this end have been implemented since the construction phase of the Resort. To reduce CO<sub>2</sub> emissions, we have taken steps to decrease energy consumption by installing a large-scale heat pump in our central energy plant\*. Furthermore, to reduce energy consumption, we have established the Energy Management System and have been taking a diverse range of measures, such as promoting the visibility of energy consumption levels and changing lights in buildings and those used in night parades to light-emitting diodes (LEDs).

We also installed solar panels on the rooftops of our buildings, and we are installing additional facilities to increase renewable energy generation to equal the energy used in our nighttime parades.

\* Rather than building heat pumps for each of the facilities in our theme parks, such as attractions, restaurants, and shops, we built a central heat pump, which distributes the heat used in the air conditioners in all of these facilities.

### Initiatives to Reduce Waste

We have been working to reduce waste by installing hand dryers\* in restrooms and using tableware made of porcelain, ceramic, and metal in dining facilities. Additionally, we are aggressively promoting recycling through such initiatives as the appropriate disposal of waste and separation of garbage based on highly detailed specifications. As a result of these measures, we have raised the recycling rate for Tokyo Disney Resort as a whole from less than 50% in the fiscal year ended March 31, 2003—the first full year of operation of Tokyo DisneySea—to more than 70% in the fiscal year ended March 31, 2013. Among the various recycling categories, the recycling rate for kitchen garbage at the theme parks is now almost 100%.

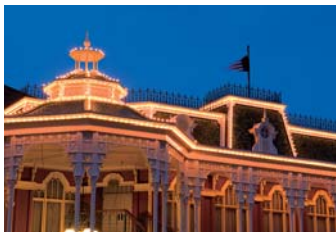
\* According to the power supply/demand situation, hand dryers are sometimes turned off in order to conserve electricity.

### Effective Use of Water Resources

The water used at Tokyo Disney Resort is collected and purified at the Company's own water treatment facilities. Furthermore, approximately 60% of used water is subsequently recycled and used in toilets. Additionally, we have the OLC Group Water Supply and Disposal Guidelines based on relevant regulations, and we are constructing systems to enable optimal management and operation of water supply and wastewater in accordance with these guidelines.



Central energy plant that manages the heat used in air conditioners throughout the theme parks



LEDs used to light the edges of the World Bazaar



Solar panels installed on the roof of a Company building



Some parts of our Cast costumes are sourced from recycled materials



Water is collected and purified at OLC's own water treatment facilities

## Promoting Social Contribution Activities

The social contribution activities of the OLC Group are deeply rooted in its business and OLC places particular emphasis on programs that support positive childhood development.

### OLC Group Policy on Community Action Programs

The OLC Group seeks to engage in community action programs that focus on the positive development of children—our hope for the future—as a means of creating healthy and happy families, regions, and communities.

- **Programs Fostering the Positive Development of Children**

The OLC Group will support programs that “nurture the heart” with a view toward developing intellectual curiosity and consideration for others in children.

- **Programs That Support Children**

The OLC Group will support programs that provide assistance to children who have been placed at a disadvantage for various reasons.



School of Magical Dreams and Moving Experiences

#### Designated Charities

- The Japan Committee for UNICEF
- Save the Children Japan
- The Japan Association for the United Nations World Food Programme
- Japan Committee Vaccines for the World’s Children
- Médecins Sans Frontières



Lessons for junior high school students in Urayasu City



Immensely successful joint concert

### Programs That Foster the Positive Development of Children

The OLC Group has started a new community action program for children, called the “School of Magical Dreams and Moving Experiences.” This program seeks to encourage children to have dreams and aspirations and to help make those dreams a reality.

In addition, in July 2010, the OLC Group established the “Children’s Smile Fund.” Through this fund, we collect charitable contributions that are made by our employees on a voluntary basis either as a fraction of 99 yen or less of their monthly salaries or bonuses or as an optional number of 100-yen units. Twice a year, these funds are sent to one of five designated charities based on employee selection. Moreover, the Company matches employee contributions. Through this program, the Company and its employees are coming together to support children around the world who face various hardships and challenges.

### Contributions to Communities

As part of its efforts to foster the positive development of children in the communities surrounding the Resort, the OLC Group is actively involved in conducting work experience study programs and classes in schools. Since the fiscal year ended March 31, 2008, the Group has taken part in career education programs that foster a positive attitude toward work among junior high school students in Urayasu City. Specifically, we conduct classes to teach children about the meaning and joy of work and to show them how at Tokyo Disney Resort all jobs are connected to the happiness of Guests.

### Delivering the Disney Dream to Children

As an ongoing commitment since Tokyo Disneyland opened to the public in 1983, the OLC Group has been working to deliver the Disney dream to people who are unable to visit Tokyo Disney Resort. In the fiscal year ended March 31, 2013, Tokyo Disney Resort Ambassadors and Disney characters visited a total of 78 pediatric wards, special-needs schools, and other children’s facilities located throughout Japan.

Further, in 2012, OLC began offering support for children suffering from serious diseases in cooperation with NPO Make-A-Wish of Japan, with the aim of granting their wishes related to Tokyo Disney Resort.

### Support for Victims of the Great East Japan Earthquake

The OLC Group is conducting ongoing support programs for victims of the Great East Japan Earthquake in heavily affected regions. As part of these efforts, Tokyo Disney Resort Ambassadors and Disney characters have visited elementary schools, held joint concerts with junior high and high school students, and delivered presents of school supplies to new first graders at elementary schools. We will continue to implement these and other initiatives with the goal of bringing smiles to the faces of these children.

# Board of Directors, Corporate Auditors, and Corporate Officers

(As of July 1, 2013)

## Board of Directors



(Left)

**Representative Director,  
Chairman and CEO**

**Toshio Kagami**

1972 Entered the Company  
2005 Representative Director,  
Chairman and CEO

**<Concurrent office>**

Representative Director and  
Chairman of Milial Resort Hotels Co., Ltd.

Corporate Auditor (External)  
of Keiyo Gas Co., Ltd.

(Right)

**Representative Director,  
President and COO**

**Kyoichiro Uenishi**

1980 Entered the Company  
2009 Representative Director,  
President and COO

**<Concurrent office>**

Corporate Auditor of Keisei Electric  
Railway Co., Ltd.



**Executive Director**

**Norio Irie**

1975 Entered the Company  
2003 Executive Director



**Executive Director**

**Yasushi Tamaru**

1975 Entered the Company  
2009 Executive Director



**Executive Director**

**Shigeru Suzuki**

1980 Entered the Company  
2003 Executive Director



**Executive Director**

**Yumiko Takano**

1980 Entered the Company  
2003 Executive Director

**<Concurrent office>**

Representative Director and President  
of Milial Resort Hotels Co., Ltd.



**Executive Director**

**Akiyoshi Yokota**

1980 Entered the Company  
2009 Executive Director



**Executive Director**

**Yoritoshi Kikuchi**

1980 Entered the Company  
2009 Executive Director



**Executive Director**  
**Hirofumi Kohnobe**  
1981 Entered the Company  
2009 Executive Director



**Executive Director**  
**Yuichi Katayama**  
2013 Entered the Company  
2013 Executive Director



**Executive Director (External)**  
**Tsutomu Hanada**  
1966 Entered Keisei Electric Railway Co., Ltd.  
2005 Executive Director of the Company  
**<Concurrent office>**  
Representative Director and Chairman  
of Keisei Electric Railway Co., Ltd.  
Executive Director (External)  
of Shin-Keisei Electric Railway Co., Ltd.  
Chairman of Chiba Prefecture Economic Council

## Corporate Auditors



**Standing Corporate Auditor**  
**Fumio Tsuchiya**  
1979 Entered the Company  
2005 Corporate Auditor



**Standing Corporate Auditor (External)**  
**Akio Nakajima**  
2012 Corporate Auditor of the Company



**Corporate Auditor (External)**  
**Hiroshi Otsuka**  
1958 Entered Keisei Electric Railway Co., Ltd.  
1996 Corporate Auditor of the Company  
**<Concurrent office>**  
Advisor of Keisei Electric Railway Co., Ltd.  
Executive Director (External)  
of Tokyu Construction Co., Ltd.  
Corporate Auditor (External)  
of The Keiyo Bank Ltd.



**Corporate Auditor (External)**  
**Tatsuo Kainaka**  
2002 Chief Justice of the Supreme Court  
2010 Licensed attorney at law  
Entered Takusyou Sogo Law Office  
2012 Corporate Auditor of the Company  
**<Concurrent office>**  
Executive Director (External)  
of Japan Airlines Co., Ltd.  
President of Life Insurance Policyholders  
Protection Corporation of Japan

Note: Executive Director (External) Tsutomu Hanada and Corporate Auditor (External) Tatsuo Kainaka satisfy the requirements for independent officers as specified in Article 436-2 of the Securities Listing Regulations of Tokyo Stock Exchange, Inc.

## Corporate Officers

**President Officer**  
**Kyoichiro Uenishi**  
Corporate Strategy Planning Division,  
General Manager of  
Theme Park Business Unit,  
Theme Park Business Supervision  
Department

**Executive Vice President Officer**  
**Norio Irie**  
Deputy General Manager of  
Theme Park Business Unit,  
Marketing Division,  
Casting Department

**Executive Officers**  
**Yasushi Tamaru**  
Deputy General Manager of Theme Park  
Business Unit, Entertainment Division,  
Theme Park Facility Development  
Department, Resort Creation Department  
Director of Entertainment Division,  
Entertainment Planning Department

**Shigeru Suzuki**  
Director of Human Resources Division,  
General Affairs Department, Publicity  
Department

**Yumiko Tanako**  
Representative Director and  
President of Milial Resort Hotels Co., Ltd.

**Akiyoshi Yokota**  
Social Activity Promotion Department,  
Food Safety Control Department,  
Business Solution Department,  
Theatrical Business Division,  
Affiliated Business Department,  
Internal Auditing Department

**Yoritoshi Kikuchi**  
Director of Engineering Division

**Yuichi Katayama**  
IT Promotion Department,  
Marketing Alliance Department,  
Finance / Accounting Department

**Officers**  
**Hirofumi Kohnobe**  
Operations Division

**Etsuko Nagashima**  
CS Enhancement Department,  
Cast Development Department

**George Yasuoka**  
Director of Theatrical Business Division  
Representative Director and President  
of IKSPIARI Co., Ltd.

**Wataru Takahashi**  
Finance / Accounting Department

**Masufumi Sumimoto**  
Merchandise Division

**Seiji Kurokawa**  
Food Division

**Tetsuro Sato**  
Director of Theme Park Business,  
Supervision Department

# Six-Year Summary

Oriental Land Co., Ltd. and Consolidated Subsidiaries  
Fiscal Years Ended March 31

		Millions of yen					Thousands of U.S. dollars*1
	'13/3	'12/3	'11/3	'10/3	'09/3	'08/3	'13/3
<b>FOR THE YEAR:</b>							
Revenues	<b>¥395,527</b>	¥360,061	¥356,181	¥371,415	¥389,243	¥342,422	<b>\$4,205,497</b>
Operating income	<b>81,467</b>	66,923	53,664	41,924	40,096	31,144	<b>866,209</b>
Income before income taxes	<b>80,867</b>	55,289	38,086	37,780	34,841	25,475	<b>859,830</b>
Total income taxes	<b>29,383</b>	23,183	15,188	12,354	16,878	10,739	<b>312,419</b>
Net income	<b>51,484</b>	32,114	22,908	25,427	18,089	14,731	<b>547,411</b>
Capital expenditures*2	<b>28,730</b>	23,210	27,904	19,419	40,140	52,691	<b>305,476</b>
Depreciation and amortization	<b>36,132</b>	39,850	39,985	46,695	49,733	43,623	<b>384,179</b>
EBITDA*3	<b>117,599</b>	106,773	93,649	88,619	89,829	74,767	<b>1,250,388</b>
Free cash flow*4	<b>58,886</b>	48,754	34,989	52,703	27,682	5,663	<b>626,114</b>
<b>AT YEAR-END:</b>							
Total assets	<b>¥655,544</b>	¥619,494	¥574,635	¥615,090	¥644,992	¥757,542	<b>\$6,970,165</b>
Theme parks, resorts and other property, at cost	<b>456,900</b>	447,110	472,152	487,871	516,040	531,479	<b>4,858,054</b>
Total net assets	<b>432,262</b>	383,085	357,779	366,473	373,660	388,181	<b>4,596,087</b>
Interest-bearing debt	<b>124,020</b>	149,580	142,937	173,289	193,019	294,320	<b>1,318,660</b>

		Yen					U.S. dollars*1
<b>PER SHARE DATA:</b>							
Net income (EPS)	<b>¥ 616.96</b>	¥ 384.98	¥ 265.26	¥ 280.17	¥ 196.84	¥ 154.86	<b>\$ 6.56</b>
Diluted net income	<b>580.87</b>	372.87	—	—	—	—	<b>6.18</b>
Net assets (BPS)	<b>5,178.67</b>	4,592.03	4,288.99	4,240.59	4,109.59	4,079.44	<b>55.06</b>
Cash dividends	<b>120.00</b>	100.00	100.00	100.00	70.00	60.00	<b>1.28</b>

		%				
<b>SELECTED FINANCIAL DATA:</b>						
Operating margin	<b>20.6%</b>	18.6%	15.1%	11.3%	10.3%	9.1%
Return on revenues	<b>13.0</b>	8.9	6.4	6.8	4.6	4.3
Return on assets (ROA)	<b>8.1</b>	5.4	3.9	4.0	2.6	2.0
Return on equity (ROE)	<b>12.6</b>	8.7	6.3	6.9	4.7	3.8
Equity ratio	<b>65.9</b>	61.8	62.3	59.6	57.9	51.2
Payout ratio	<b>19.5</b>	26.0	37.7	35.7	35.6	38.7
Annual theme park attendance (Thousands of Guests)	<b>27,503</b>	25,347	25,366	25,818	27,221	25,424
Revenues per Guest (Yen)	<b>¥10,601</b>	¥10,336	¥10,022	¥9,743	¥9,719	¥9,370
Number of shares issued (Thousands)	<b>90,923</b>	90,923	90,923	90,923	95,123	95,123
Number of employees	<b>4,273</b>	3,939	3,960	3,954	4,115	3,896

\*1. The U.S. dollar amounts are provided for convenience only and have been converted at the rate of ¥94.05 to U.S.\$1, the prevailing exchange rate at March 31, 2013.

\*2. Capital expenditures includes tangible and intangible assets and long-term prepaid assets.

\*3. EBITDA = Operating income + Depreciation and amortization, aggregated

\*4. Free cash flow = Net income + Depreciation and amortization, aggregated – Capital expenditures

# Message from the Officer in Charge of the Finance / Accounting Department

## Aiming for sustainable, long-term improvement in corporate value by stably generating abundant free cash flow

The 2013 medium-term plan is framed around two central objectives. The first is to stably generate abundant free cash flow through sustainable growth in our core business, Tokyo Disney Resort. The second is to allocate free cash flow to investing in new growth opportunities and reducing interest-bearing debt for securing investment for those opportunities and to returns to our stockholders. By steadily implementing the medium-term plan and remaining committed to managing from a long-term perspective, the OLC Group is determined to sustainably improve corporate value over the long term.



Officer and Director of Finance / Accounting Department

**Wataru Takahashi**

### Enhancing Risk Responsiveness and the Financial Base

As a financial measure to respond to future risks, in September 2011 we took out a new long-term loan of ¥50.0 billion as earthquake risk countermeasures financing. This step has prepared the OLC Group to deal with a massive seismic event above and beyond any previously imagined. These funds will be held and managed mainly as cash and deposits, then allocated to working capital and other uses should the contingency arise. This level of funds is sufficient to cover our financial needs even if our theme parks were to close, for six months or so.

At the same time, strengthening our financial base by paring down interest-bearing debt is also essential, as this ensures we have the capacity to invest in new growth opportunities. To this end, we repaid debt during the fiscal year ended March 31, 2013 and also took debt assumptions agreements with regard to the tenth issue of unsecured bonds (¥10.0 billion). As a result, interest-bearing debt was ¥124.0 billion and the debt-to-equity ratio was 0.29 times at March 31, 2013.

In this way, by preparing for risks through low-expense borrowings while steadily strengthening our financial base by reducing the level of high-interest debt from the current level, we are simultaneously laying the groundwork for responding swiftly to a range of decisions.

### Continually Improving Cost Efficiency and Achieving an Operating Margin of Approximately 20%

In the fiscal year ended March 31, 2013, theme park attendance greatly exceeded our initial expectations, resulting in record-breaking levels of revenues. Regardless of the rise in attendance though, we managed to keep fixed and miscellaneous costs within the range we had initially planned. As a result, the operating margin improved to 20.6%, up from 18.6% in the previous fiscal year.

In the fiscal year ending March 31, 2014, we are expecting rises in the cost of merchandise ratio and the cost of food/beverages

ratio, and additional costs will be incurred in relation to events celebrating the 30th anniversary of Tokyo Disney Resort. However, we intend to more efficiently control fixed and miscellaneous costs in comparison to past performance.

For the fiscal year ending March 31, 2014, we are projecting theme park attendance of 27.7 million Guests, whereas attendance was 25.8 million in the fiscal year ended March 31, 2010. While we are expecting an increase in theme park attendance of approximately 1.9 million Guests from the fiscal year ended March 31, 2010, fixed and miscellaneous costs in the fiscal year ending March 31, 2014, are forecasted to be at the same level as the fiscal year ended March 31, 2010. Moreover, the level of these costs will be lower than seen in the fiscal year ended March 31, 2009, when we held events celebrating the 25th anniversary of the Resort. I believe this demonstrates how efficiently we are controlling costs.

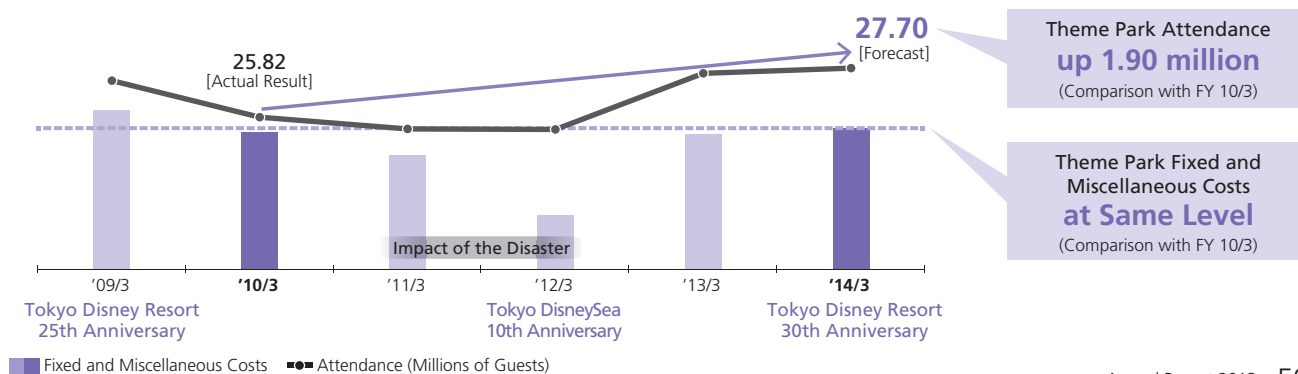
By controlling costs in this manner, we believe we will be able to achieve an operating margin of approximately 20%, the same level achieved in the fiscal year ended March 31, 2013.

### Aiming for Further Improvement in Corporate Value

The total cash dividend for the fiscal year ended March 31, 2013, is set at ¥120.00 per share, an increase of ¥20.00 per share from the previous fiscal year. We are planning the same level in the fiscal year ending March 31, 2014. Going forward, we aim to pay stable dividends while taking external factors into consideration.

ROE was 12.6% in the fiscal year ended March 31, 2013, exceeding our ROE target of at least 8.0%. We intend to continue aiming to keep the level above 8.0% by striving for profit growth and making stockholder returns. Going forward, we will continue to pursue higher corporate value through the stable generation of free cash flow.

## Changes in Theme Park Attendance and Theme Park Fixed and Miscellaneous Costs



# Management's Discussion and Analysis of Operations

## 1. Overview of Consolidated Results (Fiscal Year Ended March 31, 2013)

### (1) Revenues and Income

During the fiscal year ended March 31, 2013, the impacts of the sovereign debt crisis in Europe continued to weigh heavily on the Japanese economy. However, anticipation directed toward the economic stimulus measures implemented in Japan brought about a recovery trend. This upturn offset the weak conditions that still remained in certain areas of the domestic economy.

Throughout the year, special events and new attractions introduced at both theme parks proved to be exceptionally popular. As a result, theme park attendance and revenues per Guest reached record highs.

Due to the above, revenues for the OLC Group increased to ¥395.5 billion (up 9.9%), and operating income and net income set new records at ¥81.5 billion (up 21.7%) and ¥51.5 billion (up 60.3%), respectively.

	(Billions of yen)			
	Fiscal year ended March 31, 2013	Fiscal year ended March 31, 2012	Increase (decrease)	Change from previous period (%)
Revenues	<b>395.5</b>	360.1	35.5	9.9
Theme Park Segment	<b>329.8</b>	297.9	31.9	10.7
Hotel Business Segment	<b>48.9</b>	42.2	6.7	15.9
Other Business Segment	<b>16.8</b>	20.0	(3.2)	(15.9)
Operating Income	<b>81.5</b>	66.9	14.5	21.7
Theme Park Segment	<b>68.5</b>	56.4	12.1	21.4
Hotel Business Segment	<b>12.0</b>	9.6	2.5	25.8
Other Business Segment	<b>0.6</b>	0.7	(0.1)	(17.3)
Net Income	<b>51.5</b>	32.1	19.4	60.3

### Revenues

Revenues for the OLC Group rose to ¥395.5 billion (up 9.9%). The Theme Park Segment and the Hotel Business Segment saw revenues increase, while revenues decreased in the Other Business Segment.

### Theme Park Segment

Theme Park Segment revenues were ¥329.8 billion (up 10.7%). Theme park attendance set a new record, at 27.5 million Guests (up 8.5%), due to favorable weather during the summer vacation period and the fourth quarter as well as the success of special events and new attractions at both theme parks.

Revenues per Guest also reached a new record high, at ¥10,601 (up 2.6%), due to ticket price revisions conducted in the previous fiscal year and strong sales of products related to special events and "Toy Story Mania!"

### Theme Park Information

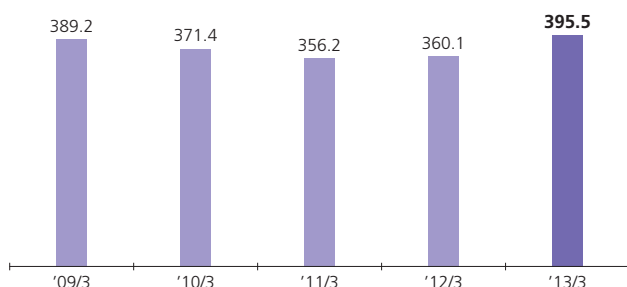
	Fiscal year ended March 31, 2013	Fiscal year ended March 31, 2012	Change from previous period (%)
Theme park attendance (Millions of Guests)	<b>27.50</b>	25.35	8.5
Revenues per Guest	<b>¥10,601</b>	¥10,336	2.6
Ticket receipts	<b>4,483</b>	4,335	3.4
Merchandise	<b>3,860</b>	3,796	1.7
Food and beverages	<b>2,259</b>	2,205	2.4

### Hotel Business Segment

Revenues in the Hotel Business Segment rose to ¥48.9 billion (up 15.9%). This increase was due to a return to normal operations after the period of reduced operations following the Great East Japan Earthquake and the rise in theme park attendance. Occupancy rates were in the lower 90% range at Tokyo Disneyland Hotel; in the upper 90% range at Tokyo DisneySea Hotel MiraCosta; approximately 80% at Disney Ambassador Hotel; and in the upper 70% range at Palm & Fountain Terrace Hotel. All occupancy rates showed improvements from the previous fiscal year.

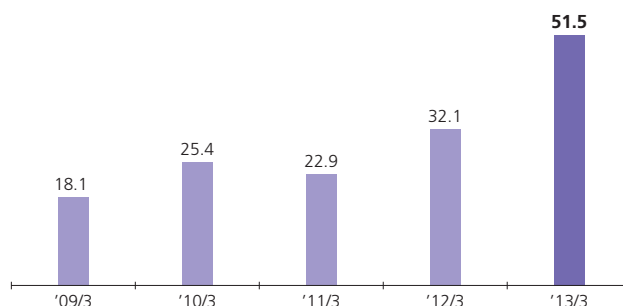
### Revenues

(Billions of yen)



### Net Income

(Billions of yen)



## Other Business Segment

On December 31, 2011, the "ZED™" production was terminated, and the *Cirque du Soleil* Theatre Tokyo changed its name to MAIHAMA Amphitheater thereafter. On September 1, 2012, this facility resumed operation as a multipurpose hall capable of housing a wide range of events, including company or school ceremonies and lectures as well as concerts.

Regardless, the termination of the "ZED™" production resulted in the Other Business Segment recording revenues of ¥16.8 billion (down 15.9%).

### Operating Income

Operating income increased to ¥81.5 billion (up 21.7%), reaching a new record high for a fifth consecutive year. The increase in revenues was driven by the highest-ever figures for theme park attendance and revenues per Guest. The operating margin improved 2.0 percentage points, to 20.6%.

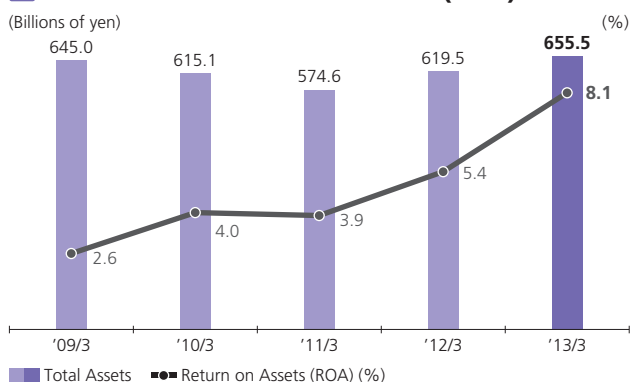
## Theme Park Segment

In the Theme Park Segment, such costs as personnel expenses, including the work hours of part-time employees, and fixed and miscellaneous costs, such as facility renovation costs and sales promotion costs, climbed following the return to normal operations after the period of reduced operations following the Great East Japan Earthquake. However, operating income grew to ¥68.5 billion (up 21.4%) owing to the increase in revenues.

## Hotel Business Segment

In the Hotel Business Segment, the return to normal operations and the increase in facility renovation costs following the renovation of Disney Ambassador Hotel resulted in higher expenses. Regardless of this, operating income rose to ¥12.0 billion (up 25.8%) as a result of higher revenues.

### Total Assets / Return on Assets (ROA)



## Other Business Segment

In the Other Business Segment, lower revenues and a rise in facility renovation costs in the Ikspiari business led to the recording of operating income of ¥0.6 billion (down 17.3%).

\* Please see pages 36 through 41 for detailed segment information.

### Other Income (Expenses) and Income before Income Taxes

Other expenses totaled ¥0.6 billion, compared with other expenses of ¥11.6 billion in the previous fiscal year. This decrease was due to the absence of the impairment loss in the theatrical business of ¥6.3 billion and the loss on disaster of ¥3.6 billion recorded in the previous fiscal year.

As a result of the above, income before income taxes increased to ¥80.9 billion (up 46.3%).

### Income Taxes

Income taxes were ¥29.4 billion (up 26.7%). The effective tax rate, calculated as the ratio of income taxes to income before income taxes, declined 5.6 percentage points, to 36.3%, following a reduction in the effective tax rate in conjunction with tax reforms.

### Net Income

Net income was ¥51.5 billion (up 60.3%). Net income per share increased to ¥616.96. Return on equity (ROE) rose to 12.6%.

## (2) Assets, Liabilities, and Net Assets

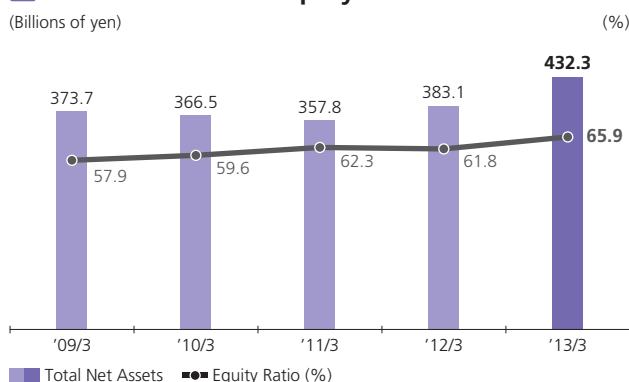
### Assets

Total assets as of March 31, 2013, were ¥655.5 billion (up 5.8%).

Total current assets rose to ¥150.8 billion (up 12.4%) due to an increase in cash and cash equivalents, among other factors.

Total non-current assets increased to ¥504.7 billion (up 4.0%) due to various factors, including a rise in investment securities following changes in the market price of securities held by the Company and an increase in attractions, buildings, and equipment as a result of the acquisition of all shares of Brighton Corporation on March 29, 2013.

### Total Net Assets / Equity Ratio



## Liabilities

Total liabilities as of March 31, 2013, were ¥223.3 billion (down 5.6%).

Current liabilities rose to ¥109.8 billion (up 16.6%), primarily as a result of a rise in the current portion of long-term debt.

Total non-current liabilities declined to ¥113.4 billion (down 20.2%) due to a decrease in long-term debt, among other factors.

As of March 31, 2013, interest-bearing debt totaled ¥124.0 billion (down 17.1%). The debt-to-equity ratio improved to 0.29 times, from 0.39 times in the previous fiscal year.

## Net Assets

Total net assets as of March 31, 2013, amounted to ¥432.3 billion (up 12.8%) due to various factors, including higher retained earnings following the rise in net income. The equity ratio stood at 65.9% (up 4.1 percentage points).

### (3) Cash Flows

#### Cash Flows

Cash and cash equivalents as of March 31, 2013, totaled ¥60.6 billion, up ¥12.1 billion year on year.

#### Cash Flows from Operating Activities

Net cash provided by operating activities increased ¥1.7 billion year on year, to ¥92.0 billion, mainly due to a rise in net cash provided by major operating activities.

#### Cash Flows from Investing Activities

Net cash used in investing activities decreased ¥28.3 billion, to ¥45.4 billion, due to factors that included an increase in proceeds from withdrawal of time deposits.

#### Cash Flows from Financing Activities

Net cash used in financing activities increased ¥31.0 billion, to ¥34.5 billion, mainly due to the absence of the significant proceeds from long-term debt recorded in the previous fiscal year.

#### Capital Expenditures and Depreciation and Amortization

Capital expenditures were ¥28.7 billion (up 23.8%). While capital expenditures in "Toy Story Mania!" and "Fantasmic!" at Tokyo DisneySea were lower, the renewal of "Star Tours" at Tokyo Disneyland and the acquisition of land resulted in higher expenditures.

Depreciation and amortization totaled ¥36.1 billion (down 9.3%).

#### Free Cash Flow

Free cash flow totaled ¥58.9 billion (up 20.8%), primarily the result of higher net income, which offset the rise in capital expenditures.

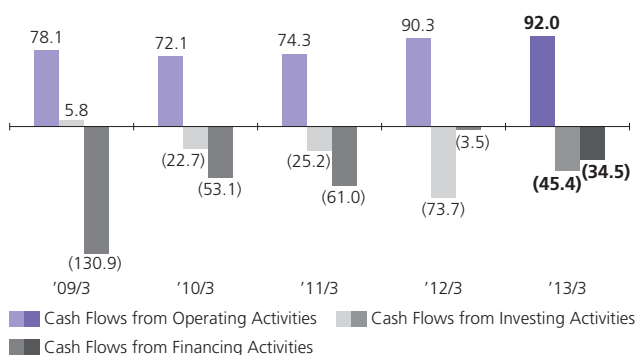
#### Funding and Bond Ratings

The OLC Group's primary source of liquidity is cash generated in day-to-day operating activities. In addition, the OLC Group will work to increase free cash flow under the 2013 medium-term plan. The OLC Group's policy is to allocate free cash flow to direct stockholder returns while reducing interest-bearing debt and enhancing business development to secure surplus capital to fund new growth.

As of March 31, 2013, the OLC Group's long-term debt was rated AA by Japan Credit Rating Agency, Ltd. (JCR), and AA- by Rating and Investment Information Inc. (R&I).

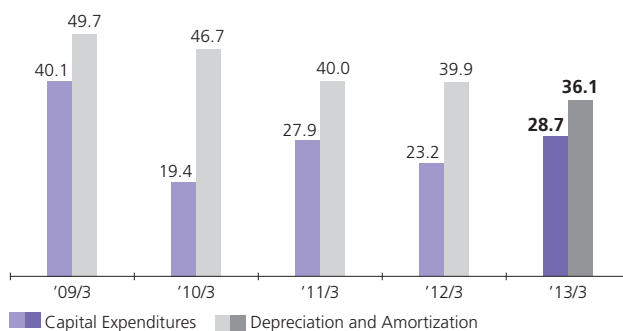
## Cash Flows

(Billions of yen)



## Capital Expenditures / Depreciation and Amortization

(Billions of yen)



## 2. Forecast for Consolidated Results (Fiscal Year Ending March 31, 2014)

### (1) Forecast for Revenues and Operating Income

(Billions of yen)				
	Fiscal year ending March 31, 2014 (Forecast)	Fiscal year ended March 31, 2013	Increase (decrease)	Change from previous period (%)
Revenues	<b>413.7</b>	395.5	18.2	4.6
Theme Park Segment	<b>336.7</b>	329.8	6.9	2.1
Hotel Business Segment	<b>60.7</b>	48.9	11.8	24.1
Other Business Segment	<b>16.3</b>	16.8	(0.5)	(2.8)
Operating Income	<b>82.8</b>	81.5	1.3	1.6
Theme Park Segment	<b>69.6</b>	68.5	1.1	1.6
Hotel Business Segment	<b>12.9</b>	12.0	0.9	7.5
Other Business Segment	<b>0.2</b>	0.6	(0.4)	(63.7)
Net Income	<b>52.3</b>	51.5	0.8	1.5

#### ■ Revenues

Revenues are forecasted to increase to ¥413.7 billion (up 4.6%) as a result of the benefits of the year-long anniversary celebration "Tokyo Disney Resort 30th: The Happiness Year," which will be conducted throughout the Resort, at both theme parks, Disney Hotels, Disney Resort Line, and other facilities.

#### Theme Park Segment

Revenues are forecasted to increase to ¥336.7 billion (up 2.1%). The rise in revenues is expected to result from increased theme park attendance due to the holding of Tokyo Disney Resort 30th Anniversary events and higher revenues per Guest due to sales of merchandise related to these events.

#### Theme Park Information

	Fiscal year ending March 31, 2014 (Forecast)	Fiscal year ended March 31, 2013	Change from previous period (%)
Theme park attendance (Millions of Guests)	<b>27.70</b>	27.50	0.7
Revenues per Guest	<b>¥10,700</b>	¥10,601	0.9
Ticket receipts	<b>4,500</b>	4,483	0.4
Merchandise	<b>3,960</b>	3,860	2.6
Food and beverages	<b>2,240</b>	2,259	(0.8)

#### Hotel Business Segment

Revenues are forecasted to increase to ¥60.7 billion (up 24.1%) due to a rise in occupancy rates in conjunction with Tokyo Disney Resort 30th Anniversary events and the benefits from acquiring all shares of Brighton Corporation on March 29, 2013. Occupancy rates are expected to be in the mid-90% range at Tokyo Disneyland Hotel; in the upper-90% range at Tokyo DisneySea Hotel MiraCosta; in the mid-80% range at Disney Ambassador Hotel; and approximately 80% at Palm & Fountain Terrace Hotel.

#### Other Business Segment

Revenues in the Other Business Segment are expected to decrease to ¥16.3 billion (down 2.8%) due to revenue declines resulting from the impacts of periods of closure at Ikspiari associated with renovations and tenant changes.

#### ■ Operating Income

Operating income is forecasted to increase to ¥82.8 billion (up 1.6%) due to higher revenues.

#### Theme Park Segment

Operating income in the Theme Park Segment is expected to rise to ¥69.6 billion (up 1.6%). This is because improved revenues will offset the impacts of increases in the cost of merchandise ratio and the cost of food/beverages ratio as well as higher costs associated with entertainment and show production for Tokyo Disney Resort 30th Anniversary events.

#### Hotel Business Segment

Operating income in the Hotel Business Segment is expected to increase to ¥12.9 billion (up 7.5%) as a result of higher revenues.

#### Other Business Segment

Operating income in the Other Business Segment is expected to decrease to ¥0.2 billion (down 63.7%) following lower revenues from Ikspiari.

#### ■ Net Income

Net income is forecasted to rise to ¥52.3 billion (up 1.5%), setting a new record. This increase will be the result of higher operating income. Net income per share is also expected to increase, to ¥626.33 (up 1.5%).

### (2) Cash Flows Forecast

#### ■ Capital Expenditures and Depreciation and Amortization

Capital expenditures are expected to decrease to ¥24.0 billion (down 16.5%) due to lower expenditures for the renovation of "Star Tours" at Tokyo Disneyland.

Depreciation and amortization will remain relatively unchanged from the fiscal year ended March 31, 2013, at ¥36.1 billion.

#### ■ Free Cash Flow

Free cash flow for the fiscal year ending March 31, 2014, is expected to increase to ¥64.3 billion (up 9.2%), mainly due to record-breaking net income and the expected decrease in capital expenditures.

### 3. Progress on the 2013 Medium-Term Plan

#### ■ 2013 Medium-Term Plan (From fiscal year ended March 31, 2012, to fiscal year ending March 31, 2014)

In the fiscal year ended March 31, 2012, we launched the 2013 medium-term plan, which covers the period between the fiscal year ended March 31, 2012, and the fiscal year ending March 31, 2014. We will continue to innovate and reinvent ourselves to consistently create new value while at the same time responding to expected future changes in the surrounding environment, such as shifting demographics.

OLC has formulated the following two fundamental policies for the medium-term plan: “Sustainable Growth of the Core Business (Tokyo Disney Resort)” and “Reinforcement of the Foundation for Long-Term Sustainable Growth.” We will allocate a high level of free cash flow, consistently generated from the

sustainable growth of the core business, to preparations for new growth and stockholder returns, among other areas.

Under the 2013 medium-term plan, a numerical target of “generating the ¥120.0 billion level of aggregated free cash flow over three years” was set with a view to generating corporate value that will enable sustainable growth over the long term. This target figure was later raised to “the ¥130.0 billion level” in April 2012. Free cash flow amounted to ¥48.8 billion in the fiscal year ended March 31, 2012, and ¥58.9 billion in the fiscal year ended March 31, 2013, and is projected to be ¥64.3 billion in the fiscal year ending March 31, 2014. We are therefore projecting aggregated free cash flow for the three years of ¥172.0 billion, exceeding our revised target.

\* Please see pages 22 and 23 for more information about the 2013 medium-term plan.

### 4. Basic Policy on Distribution of Profit and Dividends

#### ■ Dividends

The total cash dividend for the fiscal year ended March 31, 2013, is set at ¥120.00 per share, an increase of ¥20.00 per share from the previous fiscal year. This will make for a consolidated dividend payout ratio of 19.5%.

We will remain focused on stockholder returns when allocating the steady stream of free cash flow. Going forward, we aim to pay stable dividends while taking external factors into consideration.

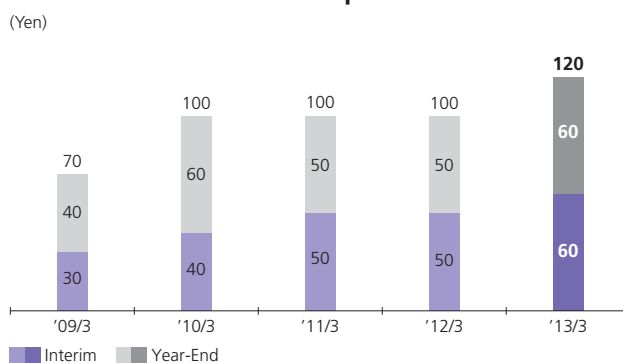
We plan to keep total dividends at ¥120 per share for the fiscal year ending March 31, 2014, the same amount as the fiscal year ended March 31, 2013.

#### ■ ROE

ROE was 8.7% in the fiscal year ended March 31, 2012, and 12.6% in the fiscal year ended March 31, 2013. In both years,

ROE exceeded our target of at least 8.0%. We will continue to aim at an ROE of 8.0% or more through earnings growth and direct stockholder returns.

#### ■ Annual Cash Dividends per Share



### 5. Business Risks

Issues that could exert a material effect on the results, financial position, stock price, and other aspects of the OLC Group include, but are not limited to, the following. Management believes that these are among the issues that could significantly affect the decisions of investors.

Please note that forward-looking statements are based on judgments made by the OLC Group as of June 27, 2013.

#### (1) Risks Related to Weakening of the Tokyo Disney Resort Brand

##### ● Quality of Tangibles (Facilities, Services, etc.)

The OLC Group's principal business, Tokyo Disney Resort, maintains Guest satisfaction at a high level by constantly creating new experience value for Guests through such means as introducing new facilities. The OLC Group will work to raise the overall appeal of Tokyo Disney Resort by raising the quality of its facilities and services. However, lower Guest satisfaction due to factors including an inability to properly time investments as a result of unforeseen circumstances could damage the Group brand.

- Quality of Intangibles (Cast Hospitality, etc.)

The OLC Group's principal business, Tokyo Disney Resort, is supported by numerous Cast Members. The hospitality of Cast Members creates strong feelings of satisfaction among Guests. Going forward, the OLC Group will educate Cast Members and create a work environment that gives Cast Members a sense of pride and joy in their work. However, lower Guest satisfaction due to factors including a shortage of workers as a result of unforeseen circumstances could damage the Group brand.

## (2) Risks Related to Operations

- Product Deficiencies and Problems

Incidents, including attraction incidents, the sale of defective merchandise, or product tampering, involving the products and services of Tokyo Disney Resort, including attractions, products, and foods, could entail serious harm to Guests, who are customers, and could result in material costs from factors including decreased trust in the Group's priority on safety, damage to the Group brand, and lawsuits.

- Regulatory Violations

The OLC Group emphasizes compliance in operating its businesses and conducting related transactions, including the procurement of products and materials. We maintain systems that promote compliance and provide ongoing education to managers. These efforts notwithstanding, failure among managers to prevent major regulatory violations or incidents could result in the cessation of part or all operations due to government actions, reduced trust in the OLC Group, damage to the Group brand, or other negative consequences, including lawsuits involving large expenses.

- Information Security

The OLC Group takes full precautions in its business activities to prevent avoidable leaks of the personal information it maintains on Guests and the proprietary information it maintains concerning business operations. These precautionary measures include strengthening surveillance systems for internal networks and limiting access to information.

However, unforeseeable or unexpected instances, such as the hacking of internal information, the misuse of internal databases, and leaks or falsification, could lead to a decrease in trust in the OLC Group, damage to the Group brand, or other negative consequences, including lawsuits involving large expenses, that could affect the performance of the OLC Group.

## (3) Risks Related to the External Environment

- Weather

In the OLC Group's principal business, Tokyo Disney Resort, the number of Guests that visit the theme parks is easily influenced by weather conditions, such as climate and temperature. Consequently, an extended period of inclement weather could lead to a temporary decrease in the number of Guests.

- Natural Disasters

The OLC Group's business infrastructure is concentrated in the Maihama area, and a major earthquake, fire, flood, or other disaster there could lead to adverse effects. Although the Group has given sufficient consideration to disaster resistance at all Tokyo Disney Resort facilities, there is a possibility that in the event of a disaster the damage caused to facilities, public transportation, and lifelines (electricity, gas, and water) will likely cause a drop in consumer confidence. This could lead to a temporary decrease in the number of Guests.

- Terrorism, Infectious Diseases, or Similar Incidents

The OLC Group has numerous facilities where Guests are present and places the highest priority on ensuring safety at each of them. However, in the event of a terrorist attack or similar incident at a large-scale, consumer-oriented facility in Japan or overseas, or in the event of an outbreak of an infectious disease for which no treatment is available, consumer confidence would presumably decline. This could lead to a temporary decrease in the number of Guests.

- Changes in the Domestic Economy

The results of the OLC Group's principal business, Tokyo Disney Resort, have been stable in the past, even when economic conditions were unfavorable in Japan. We therefore believe that Tokyo Disney Resort is not greatly affected by the state of the domestic economy. However, such factors as an unprecedented recession could lead to a temporary decrease in the number of Guests.

- Regulatory Issues

The OLC Group is subject to various regulatory systems, including safety standards for attractions, quality standards for products and other items provided to Guests, environmental standards, accounting standards, and tax laws. Of note, the OLC Group maintains its own standards for safety and quality that exceed those mandated by law. In the other areas, the OLC Group promotes full compliance. However, the OLC Group would necessarily have to comply with newly introduced or revised laws and regulations as part of its responsibility to society, which could temporarily constrain some or all operations.

# Consolidated Financial Statements

## Consolidated Balance Sheets

As of March 31, 2013 and 2012

		Millions of yen	Thousands of U.S. dollars <small>(Note 1)</small>
	'13/3	'12/3	'13/3
<b>ASSETS</b>			
<b>CURRENT ASSETS:</b>			
Cash and cash equivalents <small>(Notes 2, 5 and 9)</small>	¥ 60,583	¥ 48,511	\$ 644,157
Trade receivables <small>(Notes 5 and 9)</small>	19,461	17,753	206,922
Inventories <small>(Note 3)</small>	14,237	11,531	151,377
Deferred tax assets <small>(Note 7)</small>	5,516	5,027	58,650
Other current assets <small>(Notes 5 and 9)</small>	51,048	51,378	542,775
Total current assets	150,845	134,200	1,603,881
<b>THEME PARKS, RESORTS AND OTHER PROPERTY, AT COST:</b>			
Attractions, buildings and equipment <small>(Note 11)</small>	943,278	897,794	10,029,537
Land	106,682	93,302	1,134,312
Construction in progress	9,493	10,472	100,936
	1,059,453	1,001,568	11,264,785
Less accumulated depreciation	(602,553)	(554,458)	(6,406,731)
Total theme parks, resorts and other property, at cost	456,900	447,110	4,858,054
<b>INVESTMENTS AND OTHER ASSETS:</b>			
Investment securities <small>(Notes 2, 5 and 9)</small>	32,637	21,809	347,018
Goodwill <small>(Notes 14 and 15)</small>	1,240	–	13,184
Other intangible assets	7,270	6,063	77,299
Deferred tax assets <small>(Note 7)</small>	852	4,042	9,059
Other assets <small>(Notes 5 and 9)</small>	5,801	6,270	61,680
Total investments and other assets	47,800	38,184	508,240
Total non-current assets	504,700	485,294	5,366,294
Total assets	¥ 655,545	¥ 619,494	\$ 6,970,175

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

		Millions of yen	Thousands of U.S. dollars <sup>(Note 1)</sup>
	'13/3	'12/3	'13/3
<b>LIABILITIES</b>			
<b>CURRENT LIABILITIES:</b>			
Trade payables <sup>(Note 9)</sup>	¥ 19,641	¥ 15,936	\$ 208,836
Current portion of long-term debt <sup>(Notes 4, 5 and 9)</sup>	19,349	15,606	205,731
Accrued income taxes	20,277	18,548	215,598
Reserve for loss on disaster <sup>(Note 13)</sup>	208	489	2,212
Other current liabilities <sup>(Note 5)</sup>	50,371	43,613	535,576
Total current liabilities	109,846	94,192	1,167,953
<b>NON-CURRENT LIABILITIES:</b>			
Long-term debt <sup>(Notes 4, 5 and 9)</sup>	104,671	133,974	1,112,929
Provision for retirement benefits <sup>(Note 6)</sup>	4,919	4,114	52,302
Other non-current liabilities <sup>(Note 7)</sup>	3,847	4,129	40,904
Total non-current liabilities	113,437	142,217	1,206,135
Total liabilities	223,283	236,409	2,374,088
<b>COMMITMENTS AND CONTINGENT LIABILITIES <sup>(Note 10)</sup></b>			
<b>NET ASSETS</b>			
<b>SHAREHOLDERS' EQUITY: <sup>(Note 8)</sup></b>			
Common stock:			
Authorized—330,000,000 shares;	63,201	63,201	671,994
Issued—90,922,540 shares in 2013, 90,922,540 shares in 2012			
Capital surplus	111,585	111,417	1,186,443
Retained earnings	298,401	256,095	3,172,791
Treasury stock, 7,452,794 shares in 2013 and 7,498,674 shares in 2012	(46,877)	(47,165)	(498,426)
Total shareholders' equity	426,310	383,548	4,532,802
<b>ACCUMULATED OTHER COMPREHENSIVE INCOME</b>			
Valuation difference on available-for-sale securities	5,952	210	63,285
Deferred gains or losses on hedges <sup>(Note 9)</sup>	—	(673)	—
Total accumulated other comprehensive income	5,952	(463)	63,285
Total net assets	432,262	383,085	4,596,087
Total liabilities and net assets	¥655,545	¥619,494	\$6,970,175

## Consolidated Statements of Income

Years Ended March 31, 2013, 2012 and 2011

	Millions of yen			Thousands of U.S. dollars <sup>(Note 1)</sup>
	'13/3	'12/3	'11/3	'13/3
<b>REVENUES</b>	<b>¥395,527</b>	¥360,061	¥356,181	<b>\$4,205,497</b>
<b>COST OF REVENUES</b>	<b>265,946</b>	248,457	255,089	<b>2,827,709</b>
Gross profit	<b>129,581</b>	111,604	101,092	<b>1,377,788</b>
<b>SELLING, GENERAL AND ADMINISTRATIVE EXPENSES</b>	<b>48,114</b>	44,681	47,428	<b>511,579</b>
Operating income	<b>81,467</b>	66,923	53,664	<b>866,209</b>
<b>OTHER INCOME (EXPENSES):</b>				
Interest and dividends income	<b>754</b>	577	439	<b>8,017</b>
Gain on sales of investment securities	–	–	1	–
Interest expenses	<b>(1,673)</b>	(1,858)	(2,010)	<b>(17,788)</b>
Loss on valuation of investment securities	–	–	(1,547)	–
Impairment loss <sup>(Note 11)</sup>	–	(6,332)	(3,367)	–
Loss on adjustment for changes of accounting standard for asset retirement obligations	–	–	(162)	–
Loss on disaster <sup>(Note 13)</sup>	–	(3,618)	(9,727)	–
Equity in earnings of affiliates	<b>103</b>	57	37	<b>1,095</b>
Other, net	<b>216</b>	(460)	758	<b>2,297</b>
	<b>(600)</b>	(11,634)	(15,578)	<b>(6,379)</b>
Income before income taxes	<b>80,867</b>	55,289	38,086	<b>859,830</b>
<b>INCOME TAXES:</b> <sup>(Note 7)</sup>				
Current	<b>30,051</b>	23,218	15,052	<b>319,522</b>
Deferred	<b>(668)</b>	(35)	136	<b>(7,103)</b>
Total income taxes	<b>29,383</b>	23,183	15,188	<b>312,419</b>
Income before minority interests	<b>51,484</b>	32,106	22,898	<b>547,411</b>
<b>MINORITY INTERESTS IN LOSS</b>	–	(8)	(10)	–
Net income	<b>¥ 51,484</b>	¥ 32,114	¥ 22,908	<b>\$ 547,411</b>

	Yen			U.S. dollars <sup>(Note 1)</sup>
<b>AMOUNTS PER SHARE:</b>				
Net income	<b>¥616.96</b>	¥384.98	¥265.26	<b>\$6.56</b>
Diluted net income	<b>580.87</b>	372.87	–	<b>6.18</b>
Cash dividends	<b>120.00</b>	100.00	100.00	<b>1.28</b>

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

## Consolidated Statements of Comprehensive Income

Years Ended March 31, 2013, 2012 and 2011

	Millions of yen			Thousands of U.S. dollars <sup>(Note 1)</sup>
	'13/3	'12/3	'11/3	'13/3
<b>INCOME BEFORE MINORITY INTERESTS</b>	<b>¥51,484</b>	¥32,106	¥22,898	<b>\$547,411</b>
<b>OTHER COMPREHENSIVE INCOME</b>				
Valuation difference on available-for-sale securities	<b>5,742</b>	1,388	(676)	<b>61,052</b>
Deferred gains or losses on hedges	<b>673</b>	90	(289)	<b>7,156</b>
Total other comprehensive income <sup>(Note 12)</sup>	<b>6,415</b>	1,478	(965)	<b>68,208</b>
Comprehensive income <sup>(Note 12)</sup>	<b>¥57,899</b>	¥33,584	¥21,933	<b>\$615,619</b>
(Comprehensive income attributable to)				
Comprehensive income attributable to owners of the parent	<b>¥57,899</b>	¥33,592	¥21,943	<b>\$615,619</b>
Comprehensive income attributable to minority interests	–	(8)	(10)	–

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

## Consolidated Statements of Changes in Net Assets

Years Ended March 31, 2013, 2012 and 2011

'13/3	Number of shares (Thousands)	Shareholders' equity					Total shareholders' equity
		Common stock	Capital surplus	Retained earnings	Treasury stock		
Balance at April 1, 2012	90,923	¥63,201	¥111,417	¥256,095	¥(47,165)	¥383,548	
Changes of items during the period							
Dividends from retained earnings				(9,178)		(9,178)	
Net income				51,484		51,484	
Purchase of treasury stock					(0)	(0)	
Disposal of treasury stock			168		288	456	
Net changes of items other than shareholders' equity							
Total changes of items during the period	–	¥ –	¥ 168	¥ 42,306	¥ 288	¥ 42,762	
Balance at March 31, 2013	90,923	¥63,201	¥111,585	¥298,401	¥(46,877)	¥426,310	

'13/3	Accumulated other comprehensive income			Total net assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Total accumulated other comprehensive income	
Balance at April 1, 2012	¥ 210	¥(673)	¥ (463)	¥383,085
Changes of items during the period				
Dividends from retained earnings				(9,178)
Net income				51,484
Purchase of treasury stock				(0)
Disposal of treasury stock				456
Net changes of items other than shareholders' equity	5,742	673	6,415	6,415
Total changes of items during the period	¥5,742	¥ 673	¥6,415	¥ 49,177
Balance at March 31, 2013	¥5,952	¥ –	¥5,952	¥432,262

'12/3	Number of shares (Thousands)	Shareholders' equity					Total shareholders' equity
		Common stock	Capital surplus	Retained earnings	Treasury stock		
Balance at April 1, 2011	90,923	¥63,201	¥111,403	¥232,323	¥(47,215)	¥359,712	
Changes of items during the period							
Dividends from retained earnings				(8,342)		(8,342)	
Net income				32,114		32,114	
Disposal of treasury stock			14		50	64	
Net changes of items other than shareholders' equity							
Total changes of items during the period	–	¥ –	¥ 14	¥ 23,772	¥ 50	¥ 23,836	
Balance at March 31, 2012	90,923	¥63,201	¥111,417	¥256,095	¥(47,165)	¥383,548	

'12/3	Accumulated other comprehensive income			Minority interests	Total net assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Total accumulated other comprehensive income		
Balance at April 1, 2011	¥(1,178)	¥(763)	¥(1,941)	¥ 8	¥357,779
Changes of items during the period					
Dividends from retained earnings					(8,342)
Net income					32,114
Disposal of treasury stock					64
Net changes of items other than shareholders' equity	1,388	90	1,478	(8)	1,470
Total changes of items during the period	¥ 1,388	¥ 90	¥1,478	¥(8)	¥ 25,306
Balance at March 31, 2012	¥ 210	¥(763)	¥ (463)	¥ –	¥383,085

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

		Shareholders' equity					Millions of yen
'11/3	Number of shares (Thousands)	Common stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity	
<b>Balance at April 1, 2010</b>	90,923	¥63,201	¥111,403	¥218,921	¥(26,094)	¥367,431	
<b>Changes of items during the period</b>							
Dividends from retained earnings				(9,506)		(9,506)	
Net income				22,908		22,908	
Purchase of treasury stock					(21,121)	(21,121)	
Net changes of items other than shareholders' equity							
<b>Total changes of items during the period</b>	–	¥ –	¥ –	¥ 13,402	¥(21,121)	¥ (7,719)	
<b>Balance at March 31, 2011</b>	90,923	¥63,201	¥111,403	¥232,323	¥(47,215)	¥359,712	

		Accumulated other comprehensive income			Minority interests	Total net assets
'11/3		Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Total accumulated other comprehensive income		
<b>Balance at April 1, 2010</b>		¥ (502)	¥(474)	¥ (976)	¥ 18	¥366,473
<b>Changes of items during the period</b>						
Dividends from retained earnings						(9,506)
Net income						22,908
Purchase of treasury stock						(21,121)
Net changes of items other than shareholders' equity		(676)	(289)	(965)	(10)	(975)
<b>Total changes of items during the period</b>		¥ (676)	¥(289)	¥ (965)	¥(10)	¥ (8,694)
<b>Balance at March 31, 2011</b>		¥(1,178)	¥(763)	¥(1,941)	¥ 8	¥357,779

		Shareholders' equity					Thousands of U.S. dollars <sup>(Note 1)</sup>
'13/3	Number of shares (Thousands)	Common stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity	
<b>Balance at April 1, 2012</b>	<b>90,923</b>	<b>\$671,994</b>	<b>\$1,184,657</b>	<b>\$2,722,967</b>	<b>\$(501,489)</b>	<b>\$4,078,129</b>	
<b>Changes of items during the period</b>							
Dividends from retained earnings				(97,587)		(97,587)	
Net income				547,411		547,411	
Purchase of treasury stock					(0)	(0)	
Disposal of treasury stock			1,786		3,063	4,849	
Net changes of items other than shareholders' equity							
<b>Total changes of items during the period</b>	–	\$ –	\$ 1,786	\$ 449,824	\$ 3,063	\$ 454,673	
<b>Balance at March 31, 2013</b>	<b>90,923</b>	<b>\$671,994</b>	<b>\$1,186,443</b>	<b>\$3,172,791</b>	<b>\$(498,426)</b>	<b>\$4,532,802</b>	

		Accumulated other comprehensive income			Total net assets
'13/3		Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Total accumulated other comprehensive income	
<b>Balance at April 1, 2012</b>		\$ 2,233	\$(7,156)	\$(4,923)	\$4,073,206
<b>Changes of items during the period</b>					
Dividends from retained earnings					(97,587)
Net income					547,411
Purchase of treasury stock					(0)
Disposal of treasury stock					4,849
Net changes of items other than shareholders' equity		61,052	7,156	68,208	68,208
<b>Total changes of items during the period</b>		<b>\$61,052</b>	<b>\$ 7,156</b>	<b>\$68,208</b>	<b>\$ 522,881</b>
<b>Balance at March 31, 2013</b>		<b>\$63,285</b>	<b>\$ –</b>	<b>\$63,285</b>	<b>\$4,596,087</b>

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

## Consolidated Statements of Cash Flows

Years Ended March 31, 2013, 2012 and 2011

	Millions of yen			Thousands of U.S. dollars (Note 1)
	'13/3	'12/3	'11/3	'13/3
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Income before income taxes	¥ 80,867	¥ 55,289	¥ 38,086	\$ 859,830
Adjustments to reconcile income before income taxes to net cash provided by operating activities:				
Depreciation and amortization	36,132	41,945	42,287	384,179
Impairment loss	–	6,332	3,367	–
Increase (decrease) in estimated termination and retirement and other allowances	(166)	(2,686)	3,878	(1,765)
Interest and dividends income	(754)	(577)	(439)	(8,017)
Interest expenses	1,673	1,858	2,010	17,788
Exchange loss (gain)	19	4	(12)	202
Gain on sales of investment securities	–	–	(1)	–
Loss on valuation of investment securities	–	–	1,547	–
Equity in earnings of affiliates	(103)	(57)	(37)	(1,095)
Decrease (increase) in trade receivables	(1,270)	(8,363)	7,464	(13,503)
Decrease (increase) in inventories	(2,653)	770	(1,061)	(28,208)
Increase (decrease) in trade payables	3,137	5,044	(4,708)	33,355
Increase (decrease) in accrued consumption taxes	(199)	1,560	(1,937)	(2,116)
Other, net	4,689	4,702	(410)	49,855
Subtotal	121,372	105,821	90,034	1,290,505
Interest and dividends received	755	484	437	8,027
Interest paid	(1,761)	(1,942)	(2,081)	(18,724)
Income taxes paid	(28,383)	(14,035)	(14,062)	(301,786)
Net cash provided by operating activities	91,983	90,328	74,328	978,022
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Payment for purchase of marketable securities	(3,500)	(1,999)	–	(37,214)
Proceeds from maturity of marketable securities	3,500	1,999	10	37,214
Payment for purchase of property	(23,310)	(23,463)	(25,102)	(247,847)
Payment for purchase of investment securities	(2,752)	(2,000)	(3,500)	(29,261)
Proceeds from sales of investment securities	–	–	9	–
Addition of time deposits included in other current assets	(94,500)	(60,500)	(8,000)	(1,004,785)
Proceeds from maturity of time deposits included in other current assets	95,500	11,500	12,000	1,015,417
Payments for loans receivable	(17,502)	(0)	(1)	(186,093)
Collection of loans receivable	197	419	522	2,095
Purchase of investments in subsidiaries resulting in change in scope of consolidation	(367)	–	–	(3,902)
Other, net	(2,643)	330	(1,156)	(28,101)
Net cash used in investing activities	(45,377)	(73,714)	(25,218)	(482,477)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Increase in short-term loans payable	–	20,000	10,000	–
Decrease in short-term loans payable	–	(30,000)	–	–
Proceeds from long-term debt	–	56,137	15,000	–
Repayment of long-term debt	(25,811)	(40,757)	(55,355)	(274,439)
Dividends paid	(9,151)	(8,338)	(9,486)	(97,299)
Purchase of treasury stock	(0)	–	(21,121)	(0)
Other, net	446	(528)	(9)	4,742
Net cash used in financing activities	(34,516)	(3,486)	(60,971)	(366,996)
Effect of exchange rate changes on cash and cash equivalents	(18)	(4)	15	(192)
Net increase (decrease) in cash and cash equivalents	12,072	13,124	(11,846)	128,357
Cash and cash equivalents at beginning of period	48,511	35,387	47,233	515,800
Cash and cash equivalents at end of period	¥ 60,583	¥ 48,511	¥ 35,387	\$ 644,157

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

# Notes to Consolidated Financial Statements

## 1. SIGNIFICANT ACCOUNTING AND REPORTING POLICIES

### A BASIS OF PRESENTING CONSOLIDATED FINANCIAL STATEMENTS

The accompanying consolidated financial statements have been prepared in accordance with the provisions set forth in the Japanese Financial Instruments and Exchange Law and its related accounting regulations, and in conformity with accounting principles generally accepted in Japan (“Japanese GAAP”), which are different in certain aspects as to application and disclosure requirements from the International Financial Reporting Standards.

The accompanying consolidated financial statements have been restructured and translated into English (with some expanded descriptions) from the consolidated financial statements of Oriental Land Co., Ltd. (“the Company”) prepared in accordance with Japanese GAAP and filed with the appropriate Local Finance Bureau of the Ministry of Finance as required by the Financial Instruments and Exchange Law. Some supplementary information included in the statutory Japanese language consolidated financial statements, but not required for fair presentation, is not presented in the accompanying consolidated financial statements.

The translation of the Japanese yen amounts into U.S. dollars is included solely for the convenience of readers outside Japan, using the prevailing exchange rate at March 31, 2013, which was ¥94.05 to U.S. \$1. The convenience translations should not be construed as representations that the Japanese yen amounts have been, could have been, or could in the future be, converted into U.S. dollars at this or any other rate of exchange.

Certain reclassifications have been made to the 2012 and 2011 consolidated financial statements to conform to the classifications used in 2013.

### B PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of the Company and all of its subsidiaries (“the Companies”). Material inter-company balances, transactions and profits have been eliminated in consolidation. In the elimination of investments in subsidiaries, the assets and liabilities of the subsidiaries, including the portion attributable to minority stockholders, are evaluated using the fair value at the time the Company acquired control of the respective subsidiaries. The number of consolidated subsidiaries was 17, 14 and 13 in 2013, 2012 and 2011, respectively.

Investments in 20-50% owned affiliates are accounted for by the equity method and are included in investment securities in the accompanying consolidated balance sheets. The number of companies accounted for under the equity method was 3 in 2013, 2012 and 2011.

### C FOREIGN CURRENCY TRANSLATION

Receivables and payables denominated in foreign currencies are translated into Japanese yen at the exchange rates prevailing on the balance sheet date. Gains and losses resulting from the translation are charged to income.

### D CASH AND CASH EQUIVALENTS

In preparing the consolidated statements of cash flows, cash on hand, readily available deposits and short-term highly liquid investments with negligible risk of changes in value and maturities not exceeding three months at the time of purchase are considered to be cash and cash equivalents.

### E MARKETABLE SECURITIES AND INVESTMENT SECURITIES

Marketable securities and investment securities are classified as (a) securities held for trading purposes (hereafter, “trading securities”), (b) debt securities intended to be held to maturity (hereafter, “held-to-maturity-debt securities”), (c) equity securities issued by subsidiaries and affiliate companies, or (d) all other securities that are not classified in any of the above categories (hereafter, “available-for-sale securities”). The Companies do not have trading securities and held-to-maturity-debt securities.

Available-for-sale securities with available fair market value are stated at fair market value as of the balance sheet date. Unrealized gains or losses on these securities are reported, net of applicable income taxes, as a separate component of net assets. Realized gains and losses on sales of such securities are computed using the moving-average method. Available-for-sale securities without fair market value are stated at the moving-average cost.

If the market value of available-for-sale securities declines significantly, such securities are restated at fair market value and the difference between fair market value and the carrying amount is recognized as loss in the period of the decline. For the available-for-sale securities without fair market value, if the net asset value declines significantly, such securities are restated to net asset value with the corresponding losses recognized in the period of decline. In these cases, such fair market value or the net asset value will be the carrying amount of the securities at the beginning of the next year.

### F INVENTORIES

Consumer products, materials for food, beverages and supplies are primarily stated at the lower of cost or market using the moving-average method.

## **G THEME PARKS, RESORTS AND OTHER PROPERTY**

Depreciation on property of Tokyo Disneyland and others is computed primarily using the declining-balance method. Depreciation on property of Tokyo DisneySea and others and buildings acquired after April 1, 1998 is computed primarily using the straight-line method.

Ordinary maintenance and repairs are charged to income as incurred. Major replacements and betterments are capitalized. When property is retired or otherwise disposed of, the property and accumulated depreciation accounts related to it are relieved of the applicable amounts and any differences are included in maintenance costs for theme parks, resorts and other property, except for the extraordinary nature of disposal of property which is included in other expenses.

## **H AMORTIZATION METHOD AND PERIOD OF GOODWILL**

Amortization of goodwill is computed by the straight-line method over a period of five years.

## **I SOFTWARE**

Amortization of the software for internal use included in other intangible assets is computed by the straight-line method over the estimated useful lives (five years).

## **J DEVELOPMENT EXPENSES**

Expenses relating to development activities are charged to income as incurred.

## **K PROVISION FOR RETIREMENT BENEFITS**

The Companies provide allowances for employees' severance and retirement benefits at the balance sheet date based on the estimated amounts of projected benefit obligation and the fair value of the plan assets at that date.

The net transition obligation incurred effective April 1, 2000 due to the adoption of new accounting standards (¥4,573 million) has been recognized in expenses in equal amounts over 15 years. Unrecognized actuarial net gains or losses are amortized mainly over 12 years on a straight-line basis commencing from the succeeding period, and unrecognized prior service cost is amortized mainly over 15 years on a straight-line basis.

The Company and certain consolidated subsidiaries have defined the cash-balance type of defined benefit pension plans.

## **L INCOME TAXES**

The provision for income taxes is computed based on the income before income taxes included in the Consolidated Statements of Income. The asset and liability approach is used to recognize deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

## **M PER SHARE DATA**

Dividends per share shown in the Consolidated Statements of Income have been presented on an accrual basis and include, in each fiscal period, dividends approved after each balance sheet date, but applicable to the fiscal period then ended. Net income per share is based on the weighted average number of shares of common stock.

The diluted net income per share assumes the dilution that would occur if stock acquisition rights were exercised. The number of shares used in the computations of diluted net income per share was 89,144 thousand shares for the year ended March 31, 2013 and 86,514 shares for the year ended March 31, 2012. The diluted net income per share for the year ended March 31, 2011 is omitted as the Companies had no potential dilutive shares.

## **N USE OF ESTIMATES**

In preparing financial statements, generally accepted accounting principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

## **O ASSET RETIREMENT OBLIGATIONS**

Effective from the year ended March 31, 2011, the Companies adopted the "Accounting Standards for Asset Retirement Obligations" (Statement No. 18, issued by the ASBJ on March 31, 2008) and the "Guidance on Accounting Standards for Asset Retirement Obligations" (Guidance No. 21, issued by the ASBJ on March 31, 2008).

As a result, for the year ended March 31, 2011, operating income decreased by ¥14 million, and income before income taxes decreased by ¥176 million. The changes in asset retirement obligations amount to ¥416 million, effective from the adoption of the accounting standards.

**P CHANGE IN ACCOUNTING POLICY**

(Change in Depreciation Method)

From the year ended March 31, 2013, in accordance with the amendment in corporate tax law, the Companies have changed their depreciation method for theme parks, resorts and other property. Assets acquired on or after April 1, 2012 are depreciated using the method prescribed in amended corporate tax law. The impact of this change on income figures in the year ended March 31, 2013, was immaterial.

**Q ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE**

“Accounting Standard for Retirement Benefits” (ASBJ Statement No. 26, May 17, 2012) and “Guidance on Accounting Standard for Retirement Benefits” (ASBJ Guidance No. 25, May 17, 2012)

(1) Summary

Under the amended rule, actuarial differences and prior service costs that are yet to be recognized in profit or loss would be recognized within the net assets section, after adjusting for tax effects, and the deficit or surplus would be recognized as a liability or asset without any adjustments. For determining the method of attributing expected benefit to periods, the Standard now allows to choose the benefit formula basis, as well as the straight-line basis. The method for determination of the discount rate has also been amended.

(2) Effective dates

Effective for the end of annual periods ending on or after March 31, 2014. Amendments relating to determination of retirement benefit obligations and current service costs are effective from the beginning of annual periods ending on or after March 31, 2015. The Standard and guidance will not be applied retrospectively to financial statements in the prior years in accordance with specific transitional provisions.

(3) Effect of application of the Standard

Effect on the consolidated financial statements by the adoption of this standard and this guidance is expected to be material.

Net assets will increase (or decrease) due to the immediate recognition of actuarial gains and losses on the consolidated balance sheet. The Companies are currently in the process of determining the effects of these new standards on the consolidated financial statements.

**R ADDITIONAL INFORMATION**

(Adoption of Accounting Standards for Accounting Changes and Error Corrections)

The Companies adopted the “Accounting Standard for Accounting Changes and Error Corrections” (Statement No. 24, issued by the ASBJ on December 4, 2009) and the “Guidance on Accounting Standard for Accounting Changes and Error Corrections” (Guidance No. 24, issued by the ASBJ on December 4, 2009) for accounting changes and corrections of past errors made from the fiscal year beginning on April 1, 2011.

(Employee Stock Ownership Plan ESOP)

Effective from the year ended March 31, 2012, the Company has adopted the “Employee Stock Ownership Plan ESOP” in order to further enhance employees’ welfare and grant incentives to improve the corporate value of the Company.

For the purchase and disposal of treasury stocks by the trust under this scheme, the Company has guaranteed the obligations. Therefore, the Company and trust are treated as a single economic unit for the accounting purpose as placing emphasis on economic substance. Assets and liabilities, including the shares of the Company held by the trust and gains and losses therefrom, are therefore included in the Consolidated Balance Sheets, Consolidated Statements of Income, and Consolidated Statements of Comprehensive Income.

The number of shares of treasury stock were as follows as of March 31, 2013 and 2012.

(Year ended March 31, 2013)

Number of shares of treasury stock:	7,452,794 shares
Of which, the number of shares of treasury stock owned by the Company:	7,205,994 shares
Of which, the number of shares of the Company’s stock held by the trust:	246,800 shares

(Year ended March 31, 2012)

Number of shares of treasury stock:	7,498,674 shares
Of which, the number of shares of treasury stock owned by the Company:	7,205,974 shares
Of which, the number of shares of the Company’s stock held by the trust:	292,700 shares

## 2. MARKETABLE SECURITIES AND INVESTMENT SECURITIES

The following tables summarize book values, acquisition costs, and differences of available-for-sale securities with available fair value as of March 31, 2013 and 2012:

### Securities with book value exceeding acquisition cost

Type	Millions of yen						Thousands of U.S. dollars		
	'13/3			'12/3			'13/3		
	Book value	Acquisition cost	Difference	Book value	Acquisition cost	Difference	Book value	Acquisition cost	Difference
Equity securities	<b>¥27,341</b>	<b>¥18,362</b>	<b>¥8,979</b>	¥6,458	¥5,859	¥599	<b>\$290,707</b>	<b>\$195,236</b>	<b>\$95,471</b>
Bonds	<b>2,712</b>	<b>2,710</b>	<b>2</b>	2,722	2,711	11	<b>28,836</b>	<b>28,815</b>	<b>21</b>
Others	–	–	–	–	–	–	–	–	–
Total	<b>¥30,053</b>	<b>¥21,072</b>	<b>¥8,981</b>	¥9,180	¥8,570	¥610	<b>\$319,543</b>	<b>\$224,051</b>	<b>\$95,492</b>

### Securities with book value not exceeding acquisition cost

Type	Millions of yen						Thousands of U.S. dollars		
	'13/3			'12/3			'13/3		
	Book value	Acquisition cost	Difference	Book value	Acquisition cost	Difference	Book value	Acquisition cost	Difference
Equity securities	<b>¥ 1,040</b>	<b>¥ 1,092</b>	<b>¥(52)</b>	¥11,066	¥11,446	¥(380)	<b>\$ 11,058</b>	<b>\$ 11,611</b>	<b>\$(553)</b>
Bonds	<b>7,998</b>	<b>7,998</b>	<b>(0)</b>	9,499	9,499	(0)	<b>85,040</b>	<b>85,040</b>	<b>(0)</b>
Others	<b>10,000</b>	<b>10,000</b>	–	19,500	19,500	–	<b>106,326</b>	<b>106,326</b>	–
Total	<b>¥19,038</b>	<b>¥19,090</b>	<b>¥(52)</b>	¥40,065	¥40,445	¥(380)	<b>\$202,424</b>	<b>\$202,977</b>	<b>\$(553)</b>

Non-listed equity securities and others (total amount of ¥2,369 million (US\$25,189 thousand) and ¥1,767 million at March 31, 2013 and 2012, respectively) are not included in the above table, as they have no market value and their fair value is not readily determinable.

## 3. INVENTORIES

Inventories at March 31, 2013 and 2012 are summarized as follows:

	Millions of yen		Thousands of U.S. dollars
	'13/3	'12/3	'13/3
	Merchandise and finished goods	<b>¥ 9,583</b>	¥ 7,539
Work in process	<b>123</b>	108	<b>1,308</b>
Raw materials and supplies	<b>4,531</b>	3,884	<b>48,176</b>
Total	<b>¥14,237</b>	¥11,531	<b>\$151,377</b>

#### 4. LONG-TERM DEBT

Long-term debt as of March 31, 2013 and 2012 is summarized as follows:

	Millions of yen		Thousands of U.S. dollars
	'13/3	'12/3	'13/3
<b>Bonds</b>			
1.86%, unsecured straight bonds, payable in yen, due March 2016	¥ 29,997	¥ 29,996	\$ 318,947
1.31%, unsecured straight bonds, payable in yen, due January 2015 <sup>(Note 1)</sup>	–	9,998	–
1.70%, unsecured straight bonds, payable in yen, due January 2018	20,000	20,000	212,653
Subtotal	49,997	59,994	531,600
<b>Loans</b>			
Unsecured bank loans due 2013 through 2071 at the average interest rate of 0.92%	57,782	58,338	614,375
Unsecured loans from life insurance companies due 2015 at the average interest rate of 0.78%	1,217	1,217	12,940
Unsecured syndicate loans due 2013 at the average interest rate of 0.21%	15,000	30,000	159,490
Subtotal	73,999	89,555	786,805
<b>Payables</b>			
Unsecured other long-term payable 4.18%, due 2018	24	31	255
Subtotal	24	31	255
<b>Total</b>	<b>124,020</b>	149,580	<b>1,318,660</b>
Less current portion included in current liabilities	(19,349)	(15,606)	(205,731)
Grand total	¥104,671	¥133,974	\$1,112,929

The average interest rates shown above are weighted according to the loan balances at the end of the year ended March 31, 2013.

The aggregate annual maturities of long-term debt subsequent to March 31, 2013, are summarized as follows:

Year ending March 31,	Millions of yen		Thousands of U.S. dollars
2014	¥ 19,349		\$ 205,731
2015		1,790	19,032
2016		30,572	325,061
2017		613	6,518
2018		20,117	213,897
2019 Thereafter		51,579	548,421
Total		¥124,020	\$1,318,660

Note 1: As described in Note 10, "Commitments and contingent liabilities," debt assumption agreements have been arranged, and the debt to be assumed has been transferred. For this reason, this debt is considered repaid.

## 5. PLEDGED ASSETS

The net carrying value of pledged assets at March 31, 2013 and 2012 is as follows:

	Millions of yen		Thousands of U.S. dollars
	'13/3	'12/3	'13/3
Cash and cash equivalents	¥ 907	¥108	\$ 9,644
Trade receivables	22	17	234
Investment securities	10	722	106
Others	119	124	1,265
Total	¥1,058	¥971	\$11,249

In addition to the above, the future receivables of a consolidated subsidiary, trade receivables eliminated internally on consolidation (¥1 million (US\$11 thousand) and ¥1 million in the years ended March 31, 2013 and 2012, respectively) and other current assets (¥1 million (US\$11 thousand) and ¥1 million in the years ended March 31, 2013 and 2012, respectively) were pledged.

Cash and cash equivalents, trade receivables, and future receivables of a subsidiary are pledged to secure current portion of long-term debt and long-term debt (¥2,119 million (US\$22,531 thousand) and ¥2,220 million at March 31, 2013 and 2012, respectively). Investment securities and others are pledged to other current liabilities (¥346 million (US\$3,679 thousand) and ¥343 million at March 31, 2013 and 2012, respectively).

## 6. PROVISION FOR RETIREMENT BENEFITS

Provision for retirement benefits included in the liability section of the Consolidated Balance Sheets as of March 31, 2013 and 2012 consists of the following:

	Millions of yen		Thousands of U.S. dollars
	'13/3	'12/3	'13/3
Projected benefit obligation	¥ 29,002	¥ 27,655	\$ 308,368
Less fair value of pension assets	(22,685)	(19,964)	(241,202)
Funded status	6,317	7,691	67,166
Unrecognized net transition obligation	(610)	(915)	(6,486)
Unrecognized actuarial differences	(578)	(2,421)	(6,145)
Unrecognized prior service cost	(210)	(241)	(2,233)
Liability for severance and retirement benefits, net	4,919	4,114	52,302
Prepaid pension cost	—	—	—
Provision for retirement benefits	¥ 4,919	¥ 4,114	\$ 52,302

Included in the Consolidated Statements of Income for the years ended March 31, 2013, 2012 and 2011 are severance and retirement benefit expenses comprised of the following:

	Millions of yen			Thousands of U.S. dollars
	'13/3	'12/3	'11/3	'13/3
Service costs-benefits earned during the year	¥1,423	¥1,395	¥1,353	\$15,130
Interest cost on projected benefit obligation	536	513	486	5,699
Expected return on plan assets	(499)	(481)	(465)	(5,306)
Amortization of prior service costs	31	31	31	330
Amortization of actuarial differences	273	256	182	2,903
Amortization of net transition obligation	305	305	305	3,243
Special termination benefit	28	5	13	298
Severance and retirement benefit expenses	¥2,097	¥2,024	¥1,905	\$22,297

	'13/3	'12/3	'11/3
Discount rate	mainly 2.0%	mainly 2.0%	mainly 2.0%
Rate of expected return on plan assets	2.5%	2.6%	2.6%

The estimated amount of all retirement benefits to be paid at the future retirement date is allocated equally to each service year using the estimated number of total service years.

## 7. INCOME TAXES

The Companies are subject to corporation, enterprise and inhabitants' taxes, which resulted in a statutory tax rate of approximately 37.8% for the year ended March 31, 2013 and 40.4% for the years ended March 31, 2012 and 2011.

The differences between the statutory tax rate and the Companies' effective tax rate for financial statement purposes for the years ended March 31, 2013, 2012 and 2011 are not shown because they were not significant.

Significant components of the Companies' deferred tax assets and liabilities as of March 31, 2013 and 2012 are as follows:

	'13/3	'12/3	'13/3
	Millions of yen		Thousands of U.S. dollars
Deferred tax assets:			
Excess bonuses accrued	¥ 2,797	¥ 2,713	\$ 29,739
Impairment loss	2,402	2,653	25,540
Accrued business tax	1,623	1,317	17,257
Provision for retirement benefits	1,499	1,455	15,938
Others	2,990	4,062	31,792
Total deferred tax assets	11,311	12,200	120,266
Valuation allowance	(2,021)	(2,873)	(21,489)
Net deferred tax assets	9,290	9,327	98,777
Deferred tax liabilities:			
Valuation difference on available-for-sale securities	(2,908)	(42)	(30,920)
Others	(84)	(290)	(893)
Total deferred tax liabilities	(2,992)	(332)	(31,813)
Net deferred tax assets	¥ 6,298	¥ 8,995	\$ 66,964

## 8. SHAREHOLDERS' EQUITY

Net assets comprise three subsections, which are shareholders' equity, accumulated other comprehensive income, and minority interests.

Under Japanese laws and regulations, the entire amount paid for new shares is required to be designated as common stock. However, a company may, by a resolution of the board of directors, designate an amount not exceeding one-half of the price of the new shares as additional paid-in capital which is included in capital surplus.

In cases where dividend distribution of surplus is made, the lesser of an amount equal to 10% of the dividend or the excess, if any, of 25% of common stock over the total of additional paid-in capital and legal reserve must be set aside as additional paid-in capital or legal reserve. Legal reserve is included in retained earnings in the accompanying Consolidated Balance Sheets.

Both appropriations of legal reserve and additional paid-in capital used to eliminate or reduce a deficit generally require a resolution of the stockholders' meeting. Additional paid-in

capital and legal reserve may not be distributed as dividends. All additional paid-in capital and legal reserve may be transferred to other capital surplus and retained earnings, respectively, which are potentially available for dividends.

The maximum amount that the Company can distribute as dividends is calculated based on the non-consolidated financial statements of the Company in accordance with Japanese laws and regulations.

At the annual stockholders' meeting held on June 27, 2013, the stockholders resolved to pay cash dividends amounting to ¥5,008 million (US\$53,248 thousand). Such appropriations have not been accrued in the consolidated financial statements as of March 31, 2013. Such appropriations were recognized in the period when they were resolved. The total dividend paid does not include dividends of ¥15 million (US\$159 thousand) payable to the trust established by the Employee Stock Ownership Plan ESOP. This is because the Company has recognized the shares of the Company held by the trust as treasury stock.

## 9. FINANCIAL INSTRUMENTS

### A POLICIES ON THE USE OF FINANCIAL INSTRUMENTS

The Companies raise the funds needed to implement capital investment plans through loans from banks and other institutions and by issuing corporate bonds. The Companies limit their investment of temporary surpluses to deposits and highly liquid financial assets such as bank deposits.

The Companies employ derivative financial instruments only as needed to limit the scope of actual settlement and do not undertake speculative transactions for the purpose of generating trading profits.

### B FINANCIAL INSTRUMENT CONTENT AND RISKS

Trade-notes and accounts receivable, involve credit risk on the part of customers and business partners.

Investment securities, which are mainly equity securities, involve market risk.

Currency swap contracts and interest rate swap contracts are used to mitigate risks arising from foreign currency rate fluctuations on transactions denominated in foreign currencies and from interest rate fluctuations on interest payments related to loans and bonds, respectively.

The Companies evaluate hedge effectiveness by comparing the cumulative changes in cash flows from or the changes in fair value of hedged items to the corresponding changes in the hedging derivative instruments.

### C FINANCIAL INSTRUMENT RISK MANAGEMENT

(a) Management of credit risk (the risk that a business partner will default on its transactional obligations)

The Companies employ accounts receivable management regulations to reduce the risks related to trade-notes and accounts receivable, which are collected within one year.

As the Companies' transaction partners on derivative financial instruments are limited to prominent international financial institutions, credit risk related to breach of contract is judged to be immaterial.

(b) Management of market risk (the risk of foreign exchange and interest rate fluctuations)

The Companies have entered into currency swap contracts in order to hedge risks resulting from fluctuations in foreign currency exchange rates on transactions denominated in foreign currencies. The Companies have also entered into interest rate swap contracts in order to mitigate exposure resulting from interest rate fluctuations on interest payments related to loans and bonds.

The fair value of investment securities in listed companies is determined on a quarterly basis.

The Companies have formulated operational handling procedures pertaining to the execution and management of derivative financial transactions. Departments handling such transactions are managed closely, and a system is in place to ensure an effective internal control function.

### D SUPPLEMENTARY EXPLANATION REGARDING THE FAIR VALUE OF FINANCIAL INSTRUMENTS

With regard to the fair value of financial instruments, in addition to basing fair value on market value, the fair value of financial instruments that have no available market value is determined by using a rational method of calculation. However, as variables are inherent in these value calculations, the resulting values may differ if different assumptions are used. Also, market risk related to derivative financial instruments is not included within the contract amounts of derivative financial instruments.

### E MATTERS RELATED TO THE FAIR VALUE OF FINANCIAL INSTRUMENTS

(Year ended March 31, 2013)

The following table summarizes book value, fair value and difference on financial instruments, excluding financial instruments without fair value, as of March 31, 2013:

	Millions of yen			Thousands of U.S. dollars		
	'13/3 Book value	'13/3 Fair value	Difference	'13/3 Book value	'13/3 Fair value	Difference
Cash and cash equivalents						
(1) Cash and deposits (maturing within 3 months)	¥ 40,585	¥ 40,585	¥ –	\$ 431,526	\$ 431,526	\$ –
(2) Marketable securities (maturing within 3 months)	19,998	19,998	–	212,632	212,632	–
Trade receivables						
(3) Notes and accounts receivable	19,461	19,461	–	206,922	206,922	–
Other current assets						
(4) Cash and deposits (maturing after 3 months)	48,000	48,000	–	510,367	510,367	–
(5) Marketable securities (maturing after 3 months)	702	702	–	7,464	7,464	–
Investment securities						
(6) Investment securities	28,391	28,391	–	301,871	301,871	–
Other assets						
(7) Long-term loans receivable	437	437	–	4,646	4,646	–
<b>Total assets</b>	<b>¥157,574</b>	<b>¥157,574</b>	<b>¥ –</b>	<b>\$1,675,428</b>	<b>\$1,675,428</b>	<b>\$ –</b>
Trade payables						
(1) Notes and accounts payable-trade	¥ 19,641	¥ 19,641	¥ –	\$ 208,836	\$ 208,836	\$ –
Current portion of long-term debt						
(2) Current portion of long-term loans payable	19,344	19,344	–	205,678	205,678	–
Long-term debt						
(3) Bonds payable	49,997	52,793	2,796	531,600	561,329	29,729
(4) Long-term loans payable	54,655	54,725	70	581,127	581,871	744
<b>Total liabilities</b>	<b>¥143,637</b>	<b>¥146,503</b>	<b>¥2,866</b>	<b>\$1,527,241</b>	<b>\$1,557,714</b>	<b>\$30,473</b>

## Method of calculating the fair value of financial instruments and matters related to securities

## Assets

- (1) Cash and deposits (maturing within 3 months), (2) marketable securities (maturing within 3 months), (3) notes and accounts receivable, (4) cash and deposits (maturing after 3 months), and (5) marketable securities (maturing after 3 months)  
As these instruments are settled within a short term and their fair values and book values are nearly identical, their book values are assumed as their fair values.
- (6) Investment securities  
The fair values of equity securities are determined by their prices on stock exchanges.
- (7) Long-term loans receivable  
For long-term loans receivable, fair value is determined by discounting the total amount of principal and interest with the assumed interest rate on new borrowings of the same type.

## Liabilities

- (1) Notes and accounts payable-trade and (2) current portion of long-term loans payable  
As these instruments are settled within a short term and their fair values and book values are nearly identical, their book values are assumed as their fair values.
- (3) Bonds payable  
The fair value of corporate bonds is determined based on market prices.
- (4) Long-term loans payable  
For long-term loans payable, fair value is determined by discounting the total amount of principal and interest with the assumed interest rate on new loans of the same type. However, for loans with floating interest rates that do not employ interest rate swaps, as interest rates are revised in set increments as conditions dictate and their fair values and book values are nearly identical, the book values are assumed as their fair values.

## Financial instruments of which fair value is not readily determinable

	Millions of yen	Thousands of U.S. dollars
Non-listed equity securities	¥3,987	\$42,392
Investment	260	2,764

These instruments are not included within "(6) Investment securities," as they have no market value, and their fair value is not readily determinable.

## Monetary assets and liabilities and the expected maturity values of marketable securities with maturities after the balance sheet date

Type	Millions of yen			
	'13/3			
	Within one year	Over one year but within five years	Over five years but within ten years	Over ten years
Cash and deposits	¥ 72,500	¥ –	¥–	¥–
Notes and accounts receivable	19,461	–	–	–
Marketable securities and investment securities				
Maturities of available-for-sale securities				
(1) Government bonds	700	10	–	–
(2) Other	19,998	260	–	–
Long-term loans receivable	31	404	0	0
Total	¥112,690	¥674	¥0	¥0

Type	Thousands of U.S. dollars			
	'13/3			
	Within one year	Over one year but within five years	Over five years but within ten years	Over ten years
Cash and deposits	\$ 770,866	\$ –	\$–	\$–
Notes and accounts receivable	206,922	–	–	–
Marketable securities and investment securities				
Maturities of available-for-sale securities				
(1) Government bonds	7,443	106	–	–
(2) Other	212,631	2,764	–	–
Long-term loans receivable	330	4,296	0	0
Total	\$1,198,192	\$7,166	\$0	\$0

For information on the expected maturity values after the balance sheet date of corporate bonds and long-term loans payable, see Note 4. "Long-term debt."

(Year ended March 31, 2012)

The following table summarizes book value, fair value and difference on financial instruments, excluding financial instruments without fair value, as of March 31, 2012:

	Millions of yen		
	'12/3		
	Book value	Fair value	Difference
Cash and cash equivalents			
(1) Cash and deposits (maturing within 3 months)	¥17,513	¥17,513	¥ –
(2) Marketable securities (maturing within 3 months)	30,999	30,999	–
Trade receivables			
(3) Notes and accounts receivable	17,753	17,753	–
Other current assets			
(4) Cash and deposits (maturing after 3 months)	49,000	49,000	–
Investment securities			
(5) Investment securities	18,247	18,247	–
Other assets			
(6) Long-term loans receivable	630	630	–
<b>Total assets</b>	<b>¥134,142</b>	<b>¥134,142</b>	<b>¥ –</b>
Trade payables			
(1) Notes and accounts payable-trade	¥ 15,936	¥ 15,936	¥ –
Current portion of long-term debt			
(2) Current portion of long-term loans payable	15,601	15,601	–
Long-term debt			
(3) Bonds payable	59,994	63,184	3,190
(4) Long-term loans payable	73,954	73,967	13
<b>Total liabilities</b>	<b>¥165,485</b>	<b>¥168,688</b>	<b>¥3,203</b>
Financial derivative transactions*	¥ (1,082)	¥ (1,082)	¥ –

\* Stated values are the net amounts of receivables and payables arising from derivative financial transactions. Figures in parentheses are negative.

Method of calculating the fair value of financial instruments and matters related to derivatives

Assets

- (1) Cash and deposits (maturing within 3 months), (2) marketable securities (maturing within 3 months), (3) notes and accounts receivable, and (4) cash and deposits (maturing after 3 months)  
As these instruments are settled within a short term and their fair values and book values are nearly identical, their book values are assumed as their fair values.
- (5) Investment securities  
The fair values of equity securities are determined by their prices on stock exchanges.
- (6) Long-term loans receivable  
For long-term loans receivable, fair value is determined by discounting the total amount of principal and interest with the assumed interest rate on new borrowings of the same type.

Liabilities

- (1) Notes and accounts payable-trade and (2) current portion of long-term loans payable  
As these instruments are settled within a short term and their fair values and book values are nearly identical, their book values are assumed as their fair values.
- (3) Bonds payable  
The fair value of corporate bonds is determined based on market prices.
- (4) Long-term loans payable  
For long-term loans payable, fair value is determined by discounting the total amount of principal and interest with the assumed interest rate on new loans of the same type. However, for loans with floating interest rates that do not employ interest rate swaps, as interest rates are revised in set increments as conditions dictate and their fair values and book values are nearly identical, the book values are assumed as their fair values.

Financial derivative transactions

- (1) Transactions on which hedge accounting is not employed  
None applicable
- (2) Derivative financial instruments employing hedge accounting  
Currency related

Hedge accounting method	Transaction type	Main items hedged	Millions of yen		
			Contract amounts	Over one year	Fair value
Exchange forward contracts and other deferral hedge accounting	Currency swap contracts, U.S. dollars	Accounts payable, other payables	¥6,923	¥3,444	¥(1,082)
<b>Total</b>			<b>¥6,923</b>	<b>¥3,444</b>	<b>¥(1,082)</b>

Note: Fair value calculation method

Fair value is calculated at the rates indicated by the financial institutions handling these transactions for the Companies.

**Financial instruments of which fair value is not readily determinable**

	Millions of yen
Non-listed equity securities	¥3,302
Investment	260

These instruments are not included within "(5) Investment securities," as they have no market value, and their fair value is not readily determinable.

**Monetary assets and liabilities and the expected maturity values of marketable securities with maturities after the balance sheet date**

Type	Millions of yen			
	'12/3			
	Within one year	Over one year but within five years	Over five years but within ten years	Over ten years
Cash and deposits	¥ 54,000	¥ –	¥–	¥–
Notes and accounts receivable	17,753	–	–	–
Marketable securities and investment securities				
Maturities of available-for-sale securities				
(1) Government bonds	–	710	–	–
(2) Other	30,999	260	–	–
Long-term loans receivable	188	441	1	0
<b>Total</b>	<b>¥102,940</b>	<b>¥1,411</b>	<b>¥1</b>	<b>¥0</b>

For information on the expected maturity values after the balance sheet date of corporate bonds and long-term loans payable, see Note 4. "Long-term debt."

**10. COMMITMENTS AND CONTINGENT LIABILITIES**

The Companies have non-cancelable lease agreements, principally for vehicles and computer equipment.

Guarantees under debt assumption agreements assumed in the year ended March 31, 2013 are as follows.

Tenth issue of unsecured bonds: ¥10,000 million (US\$106,326 thousand)

**11. IMPAIRMENT LOSS**

Impairment loss for the years ended March 31, 2012 and 2011 is as follows:

Location	Use	Classification	'12/3
			Millions of yen
©Cirque du Soleil Theatre Tokyo (Urayasu City)	Theater	Buildings and machinery, equipment and vehicles	¥6,319
Shops (Hiratsuka City, Kanagawa)	Restaurants and retail stores	Buildings, kitchen facilities and equipment	13
<b>Total</b>			<b>¥6,332</b>

The Company resolved to close the theater and end the performances at the theater in the year ended March 31, 2012. Therefore, the Company expensed the amount of non-current assets related to the theater business and presented it as an impairment loss. For restaurants and retail stores, a certain consolidated subsidiary determined to recognize an impairment loss by reducing the book value to the recoverable amount of the group of assets continuously making a loss. For restaurants and retail stores, the recoverable amount of the property was determined based on the value in use calculated under the 4% discount rate of future cash flows.

Location	Use	Classification	'11/3
			Millions of yen
©Cirque du Soleil Theatre Tokyo (Urayasu City)	Theater	Buildings and machinery, equipment and vehicles	¥3,326
Shops (Chuo district, Tokyo)	Restaurants	Buildings and kitchen facilities	28
Shops (Minato district, Tokyo)	Retail stores	Buildings and equipment	13
Total			¥3,367

The Company and certain consolidated subsidiaries recognized impairment loss to match the carrying amount to the recoverable amount for buildings and others in connection with grouping assets of theaters, restaurants, and retail stores that had consecutive losses from operating activities. For theaters, the recoverable amount is measured at the net realizable value based on appraised value. For theater assets that are difficult to sell or use for other applications, the recoverable amount is estimated as ¥0. For restaurants, the recoverable amount of the property was determined based on the value in use calculated under the 4% discount rate of future cash flows. As the Company has decided to discontinue its retail business by March 31, 2012, it derecognized the full amount of non-current assets related to the retail business and presented it as an impairment loss.

Impairment loss was not recorded in the year ended March 31, 2013.

## 12. CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

The amounts related to the tax effect on other comprehensive income for the years ended March 31, 2013 and 2012 are as follows:

The amounts related to the tax effect on other comprehensive income	Millions of yen		Thousands of U.S. dollars
	'13/3	'12/3	'13/3
Valuation difference on available-for-sale securities			
Current year accrual	<b>¥ 8,698</b>	¥2,208	<b>\$ 92,482</b>
Recycling	—	—	—
Other comprehensive income, before tax	<b>8,698</b>	2,208	<b>92,482</b>
Tax effect	<b>(2,956)</b>	(820)	<b>(31,430)</b>
Net of income tax effect	<b>5,742</b>	1,388	<b>61,052</b>
Deferred gains (losses) on hedges			
Current year accrual	<b>1,082</b>	199	<b>11,505</b>
Recycling	—	—	—
Other comprehensive income, before tax	<b>1,082</b>	199	<b>11,505</b>
Tax effect	<b>(409)</b>	(109)	<b>(4,349)</b>
Net of income tax effect	<b>673</b>	90	<b>7,156</b>
Total	<b>¥ 6,415</b>	¥1,478	<b>\$ 68,208</b>

## 13. LOSS ON DISASTER

Loss on disaster represents the fixed expenses (personnel expenses, depreciation and amortization, etc.) incurred during the period of being closed to business due to the Great East Japan Earthquake, as well as the restoration cost and the disposal loss on merchandise.

Loss on disaster was not recorded in the year ended March 31, 2013.

## 14. CONSOLIDATED STATEMENTS OF CASH FLOWS

### Amounts of assets and liabilities of newly consolidated subsidiaries in the fiscal year ended March 31, 2013

The following are the amounts of assets and liabilities for Brighton Corporation and two other newly consolidated companies at the time of acquisition for the year ended March 31, 2013, and the acquisition cost of those companies' stocks and the amounts of cash and cash equivalents and of net expenditure for acquisition.

Current assets:	¥1,255 million (US\$13,344 thousand)
Non-current assets:	¥18,977 million (US\$201,776 thousand)
Goodwill:	¥1,240 million (US\$13,184 thousand)
Current liabilities:	¥1,832 million (US\$19,479 thousand)
Non-current liabilities:	¥18,589 million (US\$197,650 thousand)
Acquisition cost:	¥1,051 million (US\$11,175 thousand)
Cash and cash equivalents of acquired companies:	¥684 million (US\$7,273 thousand)
Net expenditure:	¥367 million (US\$3,902 thousand)

## 15. BUSINESS COMBINATIONS

### A OVERVIEW OF BUSINESS COMBINATION

(1) Name and business activities of acquired company

Name of acquired company: Brighton Corporation

Business activities: Hotel management, operation, etc.

(2) Primary reason for business combination

The acquisition of hotels in the Shin-Urayasu area is expected to generate synergies with Tokyo Disney Resort, and the business combination also brings the potential of developing hotel operations in the Kyoto area.

(3) Date of business combination

March 29, 2013

(4) Legal form of business combination

Acquisition of shares in cash

(5) Percentage of voting rights after acquisition

100%

### B PERIOD FOR WHICH BUSINESS RESULTS OF ACQUIRED COMPANY ARE INCLUDED IN CONSOLIDATED FINANCIAL STATEMENTS

Not applicable because the acquisition date was considered to be March 31, 2013.

### C ACQUISITION COST AND DETAILS OF ACQUIRED COMPANY

Compensation paid

for acquisition: ¥570 million (US\$6,061 thousand)

Expenses directly

related to acquisition: ¥481 million (US\$5,114 thousand)

Acquisition cost: ¥1,051 million (US\$11,175 thousand)

### D AMOUNT, REASON FOR OCCURRENCE, AMORTIZATION METHOD AND AMORTIZATION PERIOD FOR GOODWILL

(1) Goodwill amount ¥1,240 million (US\$13,184 thousand)

(2) Reason for occurrence

The cost of acquisition exceeded the value of assets acquired and liabilities assumed, and the amount exceeded was recorded as goodwill.

(3) Amortization method and amortization period

Amortization is computed by the straight-line method over a five-year period.

### E DETAILS OF ASSETS ACQUIRED AND LIABILITIES ASSUMED ON THE DATE OF BUSINESS COMBINATION

Current assets: ¥1,255 million (US\$13,344 thousand)

Non-current assets: ¥18,977 million (US\$201,776 thousand)

Total assets: ¥20,232 million (US\$215,120 thousand)

Current liabilities: ¥1,832 million (US\$19,479 thousand)

Non-current liabilities: ¥18,589 million (US\$197,650 thousand)

Total liabilities: ¥20,421 million (US\$217,129 thousand)

### F APPROXIMATE EFFECT ON THE CONSOLIDATED STATEMENTS OF INCOME IF THE BUSINESS COMBINATION HAD BEEN COMPLETED AT THE BEGINNING OF THE FISCAL YEAR AND THE CALCULATION METHOD

Approximate effect and calculation method are not shown as the effect is immaterial.

## 16. SEGMENT INFORMATION

### Segment information for the years ended March 31, 2013, 2012 and 2011

Reportable segments are the segments of the Companies for which financial information can be obtained. The Board of Directors examines such information to determine the allocation of management resources and evaluate the business performance on a regular basis. The Companies conduct the management and operation of hotels and theme parks as their primary business. Taking into consideration the type and nature of services offered and similarity of market, the Company has established two reportable segments: the Theme Park Segment and the Hotel Segment.

The Theme Park Segment manages and operates theme parks. The Hotel Segment manages and operates hotels.

Methods of accounting for reportable segments are generally identical to those described in Note 1. "Significant accounting and reporting policies."

(Year ended March 31, 2013)

	'13/3						Consolidated
	Reportable Segments			Other Business	Total	Adjustment	
	Theme Park	Hotel	Total				
Net sales							
Sales to external customers	¥329,815	¥48,925	¥378,740	¥16,787	¥395,527	¥	¥395,527
Intersegment sales or transfers	5,202	569	5,771	3,752	9,523	(9,523)	—
Total	335,017	49,494	384,511	20,539	405,050	(9,523)	395,527
Segment income	68,485	12,022	80,507	607	81,114	353	81,467
Segment assets	¥384,344	¥97,449	¥481,793	¥51,749	¥533,542	¥122,003	¥655,545
Others							
Depreciation and amortization	¥ 28,909	¥ 4,535	¥ 33,444	¥ 2,722	¥ 36,166	¥ (34)	¥ 36,132
Increase in property, plant and equipment and intangible assets	¥ 26,496	¥20,959	¥ 47,455	¥ 1,195	¥ 48,650	¥ (18)	¥ 48,632

	'13/3						Consolidated
	Reportable Segments			Other Business	Total	Adjustment	
	Theme Park	Hotel	Total				
Net sales							
Sales to external customers	\$3,506,805	\$ 520,202	\$4,027,007	\$178,490	\$4,205,497	\$	\$4,205,497
Intersegment sales or transfers	55,311	6,050	61,361	39,894	101,255	(101,255)	—
Total	3,562,116	526,252	4,088,368	218,384	4,306,752	(101,255)	4,205,497
Segment income	728,176	127,826	856,002	6,454	862,456	3,753	866,209
Segment assets	\$4,086,592	\$1,036,141	\$5,122,733	\$550,228	\$5,672,961	\$1,297,214	\$6,970,175
Others							
Depreciation and amortization	\$ 307,379	\$ 48,219	\$ 355,598	\$ 28,942	\$ 384,540	\$ (361)	\$ 384,179
Increase in property, plant and equipment and intangible assets	\$ 281,722	\$ 222,850	\$ 504,572	\$ 12,706	\$ 517,278	\$ (191)	\$ 517,087

- "Other business" includes business segments that are not part of the Company's reportable segments. These include the management and operation of IKSPIARI and Disney Resort Line; the operation of employee cafeterias; and the management and operation of theme restaurants.
- Segment income has been adjusted by ¥353 million (US\$3,753 thousand) to account for intersegment sales or transfers.
- Segment assets have been adjusted by ¥122,003 million (US\$1,297,214 thousand). This included deducting intersegment sales or transfers totaling ¥4,270 million (US\$45,402 thousand) and adjusting for assets valued at ¥126,273 million (US\$1,342,616 thousand) that are not attributable to any segment. These assets primarily represent the parent company's surplus operating capital (cash and cash equivalents) and long-term invested capital (investment securities).
- Segment income has been adjusted to operating income on the Consolidated Statements of Income.
- Depreciation and amortization and increase in property, plant and equipment and intangible assets include the amortization and addition of long-term prepaid expenses.
- Revenues outside Japan and revenues by sales to foreign customers are less than 10% of the Companies' consolidated net revenues for the year ended March 31, 2013.

(Year ended March 31, 2012)

Millions of yen

	'12/3						Total
	Reportable Segments			Other Business	Adjustment	Consolidated	
	Theme Park	Hotel	Total				
Net sales							
Sales to external customers	¥297,891	¥42,210	¥340,101	¥19,960	¥360,061	¥	¥360,061
Intersegment sales or transfers	4,463	519	4,982	3,608	8,590	(8,590)	–
Total	302,354	42,729	345,083	23,568	368,651	(8,590)	360,061
Segment income	56,433	9,555	65,988	734	66,722	201	66,923
Segment assets	¥383,092	¥81,268	¥464,360	¥52,703	¥517,063	¥102,431	¥619,494
Others							
Depreciation and amortization	¥ 32,122	¥ 4,478	¥ 36,600	¥ 3,289	¥ 39,889	¥ (39)	¥ 39,850
Impairment loss	–	–	–	6,332	6,332	–	6,332
Loss on disaster	2,795	766	3,561	61	3,622	(4)	3,618
Increase in property, plant and equipment and intangible assets	¥ 22,009	¥ 640	¥ 22,649	¥ 564	¥ 23,213	¥ (3)	¥ 23,210

- (a) "Other business" includes business segments that are not part of the Company's reportable segments. These include the management and operation of IKSPIARI, *Cirque du Soleil* Theatre Tokyo, and Disney Resort Line; the operation of employee cafeterias; and the management and operation of theme restaurants.
- (b) Segment income has been adjusted by ¥201 million to account for intersegment sales or transfers.
- (c) Segment assets have been adjusted by ¥102,431 million. This included deducting intersegment sales or transfers totaling ¥3,315 million and adjusting for assets valued at ¥105,746 million that are not attributable to any segment. These assets primarily represent the parent company's surplus operating capital (cash and cash equivalents) and long-term invested capital (investment securities).
- (d) Adjustments to extraordinary losses arising from the one-time accelerated repayment of interest-bearing debt and elimination of inter-segment transactions amounted to ¥579 million.
- (e) Segment income has been adjusted to operating income on the Consolidated Statements of Income.
- (f) Depreciation and amortization, impairment loss, and increase in property, plant and equipment and intangible assets include the amortization, impairment, and addition of long-term prepaid expenses.
- (g) Impairment loss in "Other business" is primarily attributable to the management and operation of *Cirque du Soleil* Theatre Tokyo.
- (h) Revenues outside Japan and revenues by sales to foreign customers are less than 10% of the Companies' consolidated net revenues for the year ended March 31, 2012.

(Year ended March 31, 2011)

	Millions of yen						
	'11/3			Other Business	Total	Adjustment	Consolidated
	Reportable Segments						
	Theme Park	Hotel	Total				
Net sales							
Sales to external customers	¥290,478	¥44,005	¥334,483	¥21,698	¥356,181	¥ –	¥356,181
Intersegment sales or transfers	4,795	587	5,382	3,743	9,125	(9,125)	–
Total	295,273	44,592	339,865	25,441	365,306	(9,125)	356,181
Segment income (loss)	46,207	8,422	54,629	(1,205)	53,424	240	53,664
Segment assets	¥404,231	¥84,056	¥488,287	¥61,714	¥550,001	¥24,634	¥574,635
Others							
Depreciation and amortization	¥ 31,364	¥ 4,999	¥ 36,363	¥ 3,679	¥ 40,042	¥ (57)	¥ 39,985
Impairment loss	–	–	–	3,367	3,367	–	3,367
Loss on disaster	8,493	804	9,297	473	9,770	(43)	9,727
Increase in property, plant and equipment and intangible assets	¥ 26,237	¥ 863	¥ 27,100	¥ 1,101	¥ 28,201	¥ (6)	¥ 28,195

- (a) "Other business" includes business segments that are not part of the Company's reportable segments. These include the management and operation of IKSPIARI, *Cirque du Soleil* Theatre Tokyo, and Disney Resort Line; the operation of employee cafeterias; and the management and operation of theme restaurants.
- (b) Segment income has been adjusted by ¥240 million to account for intersegment sales or transfers.
- (c) Segment assets have been adjusted by ¥24,634 million. This included deducting intersegment sales or transfers totaling ¥1,896 million and adjusting for assets valued at ¥26,530 million that are not attributable to any segment. These assets primarily represent the parent company's surplus operating capital (cash and cash equivalents) and long-term invested capital (investment securities).
- (d) Extraordinary loss has been adjusted by ¥1,504 million in consideration of impairment loss on investment securities not attributable to any segment and intersegment sales or transfers.
- (e) Segment income has been adjusted to operating income on the Consolidated Statements of Income.
- (f) Depreciation and amortization, impairment loss, and increase in property, plant and equipment and intangible assets include the amortization, impairment, and addition of long-term prepaid expenses.
- (g) Impairment loss in "Other business" is primarily attributable to the management and operation of *Cirque du Soleil* Theatre Tokyo.
- (h) Revenues outside Japan and revenues by sales to foreign customers are less than 10% of the Companies' consolidated net revenues for the year ended March 31, 2011.

## 17. SUBSEQUENT EVENT

None applicable.

# Independent Auditors' Report

To the Board of Directors of Oriental Land Co., Ltd.:

We have audited the accompanying consolidated financial statements of Oriental Land Co., Ltd. and its consolidated subsidiaries, which comprise the consolidated balance sheets as at March 31, 2013 and 2012, and the consolidated statements of income, the consolidated statements of comprehensive income, the consolidated statements of changes in net assets and the consolidated statements of cash flows for the years ended March 31, 2013, 2012 and 2011, and a summary of significant accounting policies and other explanatory information.

## Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatements, whether due to fraud or error.

## Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in Japan. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, while the objective of the financial statement audit is not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Oriental Land Co., Ltd. and its consolidated subsidiaries as at March 31, 2013 and 2012, and their financial performance and cash flows for the years ended March 31, 2013, 2012 and 2011 in accordance with accounting principles generally accepted in Japan.

## Convenience Translation

The U.S. dollar amounts in the accompanying consolidated financial statements with respect to the year ended March 31, 2013 are presented solely for convenience. Our audit also included the translation of yen amounts into U.S. dollar amounts and, in our opinion, such translation has been made on the basis described in Note 1 to the consolidated financial statements.

**KPMG AZSA LLC**

June 27, 2013  
Tokyo, Japan

# Corporate Data / Stock Information

As of March 31, 2013

## Corporate Data

<b>Company Name</b>	Oriental Land Co., Ltd.
<b>Address</b>	1-1 Maihama, Urayasu, Chiba 279-8511, Japan
<b>Established</b>	July 11, 1960
<b>Capital Stock</b>	¥63,201 million
<b>Number of Employees</b>	4,273 (Consolidated, OLC Group) 2,186 (Non-consolidated, Oriental Land Co., Ltd.)

## Primary Subsidiaries

Milial Resort Hotels Co., Ltd.	Photo Works Co., Ltd.
Maihama Resort Line Co., Ltd.	Design Factory Co., Ltd.
IKSPIARI Co., Ltd.	Bay Food Services Co., Ltd.
RC Japan Co., Ltd.	Resort Costuming Service Co., Ltd.
Maihama Corporation Co., Ltd.	Maihama Building Maintenance Co., Ltd.
Green and Arts Co., Ltd.	M TECH Co., Ltd.

## Stock Information

<b>Common Stock Outstanding</b>	90,922,540 shares
<b>Stock Listing</b>	Tokyo Stock Exchange, First Section
<b>Code No.</b>	4661
<b>Investment Unit</b>	100 shares
<b>Number of Stockholders</b>	107,424
<b>Bond Ratings</b>	JCR.....AA R&I.....AA-
<b>Share Registrar</b>	Sumitomo Mitsui Trust Bank, Limited 4-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo 100-0005, Japan
<b>Transfer Agent</b>	Stock Transfer Agent Department, Sumitomo Mitsui Trust Bank, Limited 8-4, Izumi 2-chome, Suginami-ku, Tokyo 168-0063, Japan

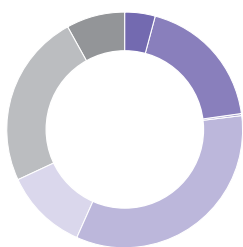
## Principal Stockholders\*1 (Top Ten)

Stockholders	Number of Shares (Thousands)	Percentage Held (%)
Keisei Electric Railway Co., Ltd.	18,157	19.97
Mitsui Fudosan Co., Ltd.	7,689	8.46
Chiba Prefecture	3,300	3.63
The Master Trust Bank of Japan, Ltd. (Trust accounts)	2,165	2.38
Japan Trustee Services Bank, Ltd. (Trust accounts)	1,789	1.97
The Dai-ichi Life Insurance Company, Limited	1,640	1.80
Mizuho Trust & Banking Co., Ltd.*2	1,480	1.63
SSBT OD05 OMNIBUS ACCOUNT-TREATY CLIENTS	1,307	1.44
Japan Trustee Services Bank, Ltd. (Trust accounts 4)	1,057	1.16
Sumitomo Mitsui Trust Bank, Limited	862	0.95

\*1. In addition to the above, 7,205 thousand shares are held in treasury. Treasury stock does not include 246 thousand shares of the Company's stock that are held by the trust.

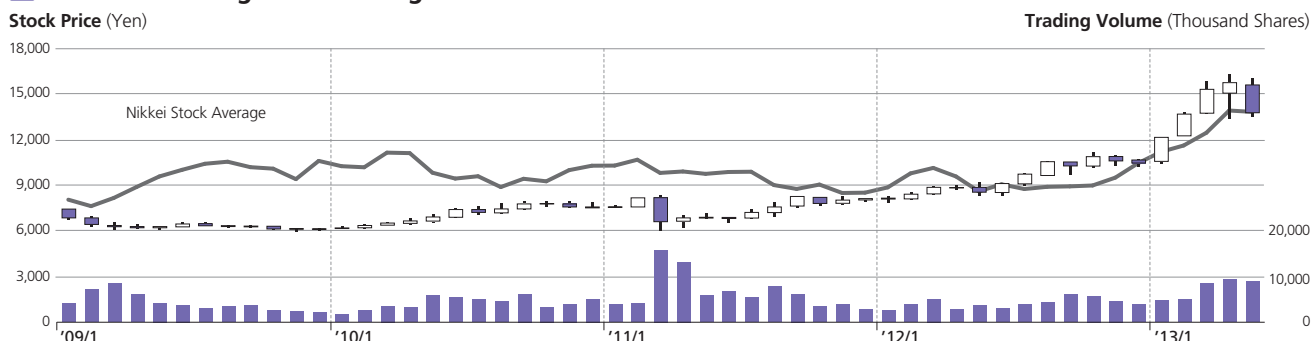
\*2. Shares held in a pension trust account with Mizuho Trust & Banking Co., Ltd., are for the benefit of retirement plans of Mizuho Corporate Bank, Ltd.

## Distribution of Stockholders



4.36%	● National government and local public organizations
18.44%	● Financial institutions
0.44%	● Securities companies
33.62%	● Other corporations
11.24%	● Foreign corporations and individuals
23.97%	● Individuals and others
7.93%	● Treasury stock

## Stock Price Range and Trading Volume



The copyrights to the Disney characters and scenes from Tokyo Disneyland, Tokyo DisneySea, Disney Ambassador Hotel, Tokyo DisneySea Hotel MiraCosta, Tokyo Disneyland Hotel, and Disney Resort Line are owned by Disney Enterprises, Inc. © Disney Enterprises, Inc. © Disney/Pixar.

## Oriental Land Co., Ltd.

1-1 Maihama, Urayasu, Chiba 279-8511, Japan

<http://www.olc.co.jp>

<http://www.tokyodisneyresort.co.jp>

“Oriental Land,” Oriental Land’s equivalent in Japanese, and the Oriental Land logo are registered trademarks or trademarks of Oriental Land Co., Ltd., in Japan and overseas. The names of other companies, other logos, product names, brands, etc., mentioned in this annual report are registered trademarks or trademarks of Oriental Land Co., Ltd., Disney Enterprises, Inc., or the applicable companies.



Printed in Japan