



Disney Enterprises, Inc.

December 26, 2001

ABC Enterprises, Inc.  
500 South Buena Vista Street  
Burbank, California 91521

Attention: Griffith W. Foxley  
Senior Vice President

**Contribution Agreement**

Ladies and Gentlemen:

This letter will confirm the agreement between ABC Enterprises, Inc. (formerly named Buena Vista Internet Group), a California corporation ("Recipient") and Disney Enterprises, Inc., a Delaware corporation ("Contributor") and holder of all of the issued and outstanding capital stock of Recipient, with respect to the contribution by Contributor of all of the issued and outstanding capital stock of ABC, Inc. (the "ABC Stock").

Contributor hereby contributes, assigns, transfers and conveys the ABC Stock to Recipient, with effect from the date hereof. Contributor covenants and agrees to execute and deliver or cause to be executed and delivered, all such additional documents, certificates, agreements or consents as may be necessary or appropriate to give effect to the foregoing contribution.

The parties acknowledge and agree that no additional shares of capital stock of Recipient shall be issued in consideration of the foregoing contribution of the ABC Stock.

500 South Buena Vista Street / Burbank, California 91521 / 818-560-1000


Part of the Magic of The  Common to Disney



If the foregoing correctly states our agreement, please countersign the enclosed counterpart of this letter and return it to the undersigned.

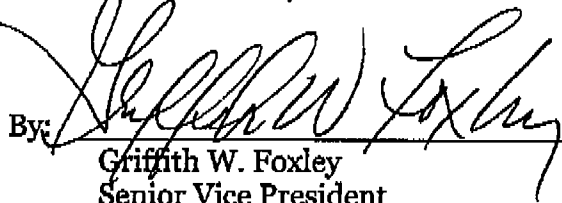
Very truly yours,

DISNEY ENTERPRISES, INC.

By:   
\_\_\_\_\_  
David K. Thompson  
Senior Vice President-Assistant  
General Counsel

Acknowledged and agreed as of the date  
first above written:

ABC ENTERPRISES, INC.

By:   
\_\_\_\_\_  
Griffith W. Foxley  
Senior Vice President