

**Reconciliation of Non-GAAP Financial Measures
To Corresponding GAAP Financial Measures
June 28, 2014**

Free cash flow, aggregate segment operating income, and earnings per share excluding certain items affecting comparability are not measures of performance defined by, or calculated in accordance with, generally accepted accounting principles (GAAP). These measures should not be considered in isolation, or as a substitute for the corresponding GAAP financial measure. These measures, as calculated by the Company, may not be comparable to similarly titled measures employed by other companies.

Free cash flow

The following table presents a reconciliation of the Company's consolidated cash provided by operations to free cash flow (unaudited, in millions):

| | Quarter Ended | | Change |
|--|------------------|------------------|----------|
| | June 28, 2014 | June 29, 2013 | |
| Cash provided by operations | \$ 2,936 | \$ 3,413 | \$ (477) |
| Less: Investments in parks, resorts and other property | (889) | (690) | (199) |
| Free cash flow | \$ 2,047 | \$ 2,723 | \$ (676) |
| | | | (25)% |

| | Nine Months Ended | | Change |
|--|-------------------|------------------|----------|
| | June 28, 2014 | June 29, 2013 | |
| Cash provided by operations | \$ 6,675 | \$ 6,717 | \$ (42) |
| Investments in parks, resorts and other property | (2,248) | (1,809) | (439) |
| Free cash flow | \$ 4,427 | \$ 4,908 | \$ (481) |
| | | | (10)% |

The following table presents a summary of the Company's consolidated cash flows (unaudited, in millions):

| | Quarter Ended | | Nine Months Ended | |
|---|------------------|------------------|-------------------|------------------|
| | June 28, 2014 | June 29, 2013 | June 28, 2014 | June 29, 2013 |
| Cash provided by operations | \$ 2,936 | \$ 3,413 | \$ 6,675 | \$ 6,717 |
| Cash used in investing activities | (1,281) | (672) | (2,292) | (3,662) |
| Cash used in financing activities | (1,652) | (2,746) | (4,090) | (2,436) |
| Impact of exchange rates on cash and cash equivalents | 9 | (15) | (134) | (74) |
| Change in cash and cash equivalents | 12 | (20) | 159 | 545 |
| Cash and cash equivalents, beginning of period | 4,078 | 3,952 | 3,931 | 3,387 |
| Cash and cash equivalents, end of period | <u>\$ 4,090</u> | <u>\$ 3,932</u> | <u>\$ 4,090</u> | <u>\$ 3,932</u> |

Aggregate segment operating income

The following table presents a reconciliation of segment operating income to net income (unaudited, in millions):

| | Quarter Ended | | Nine Months Ended | |
|---|------------------|------------------|-------------------|------------------|
| | June 28, 2014 | June 29, 2013 | June 28, 2014 | June 29, 2013 |
| Segment operating income | \$ 3,857 | \$ 3,351 | \$ 10,230 | \$ 8,240 |
| Corporate and unallocated shared expenses | (137) | (115) | (408) | (367) |
| Restructuring and impairment charges | — | (60) | (67) | (121) |
| Other income/(expense), net | — | — | (31) | (92) |
| Interest income/(expense), net | (50) | (83) | 61 | (209) |
| Hulu Equity Redemption charge | — | — | — | (55) |
| Income before income taxes | 3,670 | 3,093 | 9,785 | 7,396 |
| Income taxes | (1,251) | (1,059) | (3,406) | (2,303) |
| Net income | <u>\$ 2,419</u> | <u>\$ 2,034</u> | <u>\$ 6,379</u> | <u>\$ 5,093</u> |

Earnings per share excluding certain items affecting comparability

The following table reconciles reported EPS to EPS excluding certain items affecting comparability (unaudited):

| | Quarter Ended | | Nine Months Ended | |
|---|------------------|------------------|-------------------|------------------|
| | June 28, 2014 | June 29, 2013 | June 28, 2014 | June 29, 2013 |
| Diluted EPS as reported | \$ 1.28 | \$ 1.01 | \$ 3.40 | \$ 2.61 |
| Exclude: | | | | |
| Restructuring and impairment charges ⁽¹⁾ | — | 0.02 | 0.03 | 0.04 |
| Favorable tax adjustments related to pre-tax earnings of prior years | — | — | — | (0.06) |
| Tax benefit from prior-year foreign earnings indefinitely reinvested outside the United States ⁽²⁾ | — | — | — | (0.04) |
| Hulu Equity Redemption charge ⁽³⁾ | — | — | — | 0.02 |
| Other income/(expense), net ⁽⁴⁾ | — | — | 0.01 | 0.04 |
| Diluted EPS excluding certain items affecting comparability ⁽⁵⁾ | <u>\$ 1.28</u> | <u>\$ 1.03</u> | <u>\$ 3.43</u> | <u>\$ 2.62</u> |

(1) Charges for the current quarter and nine-month period totaled \$0 million and \$67 million (pre-tax), respectively, driven by severance costs. Charges for the prior-year quarter and nine-month period totaled \$60 million and \$121 million (pre-tax), driven by severance costs.

(2) The prior-year nine-month period includes a tax benefit due to an increase in prior-year earnings from foreign operations indefinitely reinvested outside the United States and subject to tax rates lower than the federal statutory income tax rate (\$64 million).

(3) Our share of expense associated with an equity redemption at Hulu LLC (\$55 million pre-tax).

(4) Significant items in the nine-month period include a loss from Venezuelan foreign currency translation (\$143 million pre-tax and before noncontrolling interest), a gain on the sale of property (\$77 million pre-tax) and income related to a portion of a settlement of an affiliate contract dispute (\$29 million pre-tax). Significant items in the prior-year nine-month period include the Celador litigation charge (\$321 million pre-tax) and a gain on the sale of our interest in ESPN STAR Sports (\$219 million pre-tax and before noncontrolling interest).

(5) May not equal the sum of the rows due to rounding.