

**Reconciliation of Non-GAAP Financial Measures
To Corresponding GAAP Financial Measures
Quarter Ended October 3, 2009**

Q409 and Q408

Parks and Resorts Margins

Parks and Resorts margins excluding Euro Disney and Hong Kong Disneyland and excluding royalties and management fees, Parks and Resorts margins excluding Euro Disney and Hong Kong Disneyland and including royalties and management fees, and Parks and Resorts margins including Euro Disney and Hong Kong Disneyland under the equity method of accounting are not measures of performance defined by, or calculated in accordance with generally accepted accounting principles (GAAP). These measures are based on revenue and operating income excluding Euro Disney and Hong Kong Disneyland's revenues and operating income and either including or excluding the impact of royalties and management fees, and including Euro Disney and Hong Kong Disneyland under the equity method of accounting, which are also non-GAAP financial measures, and should not be considered in isolation, or as a substitute for the corresponding GAAP financial measures. These measures, as calculated by the Company, may not be comparable to similarly titled measures employed by other companies.

The following table presents reconciliations of Parks and Resorts revenue, operating income and margins as described above (unaudited, in millions except margin percentages):

| | Q409 | Q408 | Change | |
|---|-----------------|-----------------|----------------|------|
| Parks and Resorts Revenue as reported | \$ 2,844 | \$ 2,969 | \$ (125) | -4% |
| Less: Euro Disney and Hong Kong Disneyland Revenue | (609) | (688) | 79 | |
| Parks and Resorts Revenue excluding Euro Disney and Hong Kong Disneyland Revenue and royalties and management fees | 2,235 | 2,281 | (46) | -2% |
| Add: Royalties and management fees | 31 | 71 | (40) | |
| Parks and Resorts Revenue excluding Euro Disney and Hong Kong Disneyland Revenue and including royalties and management fees | <u>\$ 2,266</u> | <u>\$ 2,352</u> | <u>\$ (86)</u> | |
| Parks and Resorts Operating Income as reported | \$ 344 | \$ 412 | \$ (68) | -17% |
| Less: Euro Disney and Hong Kong Disneyland Operating Income / (Loss) | 87 | 104 | (17) | |
| Parks and Resorts Operating Income excluding Euro Disney and Hong Kong Disneyland Operating Income and excluding royalties and management fees | 257 | 308 | (51) | -17% |
| Add: Royalties and management fees | 31 | 71 | (40) | |
| Parks and Resorts Operating Income excluding Euro Disney and Hong Kong Disneyland Operating Income / (Loss) and including royalties and management fees | 288 | 379 | (91) | |
| Add: Equity in the Income (Loss) of Euro Disney and Hong Kong Disneyland | 14 | - | 14 | |
| Parks and Resorts Operating Income including Euro Disney and Hong Kong Disneyland under the equity method of accounting | <u>302</u> | <u>379</u> | <u>(77)</u> | |
| Margins including Euro Disney and Hong Kong Disneyland as reported | 12.1% | 13.9% | -1.8% | |
| Margins excluding Euro Disney and Hong Kong Disneyland and excluding royalties and management fees | 11.5% | 13.5% | -2.0% | |
| Margins excluding Euro Disney and Hong Kong Disneyland and including royalties and management fees | 12.7% | 16.1% | -3.4% | |
| Margins including Euro Disney and Hong Kong Disneyland under the equity method of accounting | 13.3% | 16.1% | -2.8% | |

**Reconciliation of Non-GAAP Financial Measures
To Corresponding GAAP Financial Measures
Twelve Months Ended October 3, 2009**

FY09 and FY08

Parks and Resorts Margins

Parks and Resorts margins excluding Euro Disney and Hong Kong Disneyland and excluding royalties and management fees, Parks and Resorts margins excluding Euro Disney and Hong Kong Disneyland and including royalties and management fees, and Parks and Resorts margins including Euro Disney and Hong Kong Disneyland under the equity method of accounting are not measures of performance defined by, or calculated in accordance with generally accepted accounting principles (GAAP). These measures are based on revenue and operating income excluding Euro Disney and Hong Kong Disneyland's revenues and operating income and either including or excluding the impact of royalties and management fees, and including Euro Disney and Hong Kong Disneyland under the equity method of accounting, which are also non-GAAP financial measures, and should not be considered in isolation, or as a substitute for the corresponding GAAP financial measures. These measures, as calculated by the Company, may not be comparable to similarly titled measures employed by other companies.

The following table presents reconciliations of Parks and Resorts revenue, operating income and margins as described above (unaudited, in millions except margin percentages):

| | FY09 | FY08 | Change | |
|---|-----------------|-----------------|-----------------|------|
| Parks and Resorts Revenue as reported | \$ 10,667 | \$ 11,504 | \$ (837) | -7% |
| Less: Euro Disney and Hong Kong Disneyland Revenue | (2,006) | (2,332) | 326 | |
| Parks and Resorts Revenue excluding Euro Disney and Hong Kong Disneyland Revenue and royalties and management fees | 8,661 | 9,172 | (511) | -6% |
| Add: Royalties and management fees | 31 | 82 | (51) | |
| Parks and Resorts Revenue excluding Euro Disney and Hong Kong Disneyland Revenue and including royalties and management fees | <u>\$ 8,692</u> | <u>\$ 9,254</u> | <u>\$ (562)</u> | |
| | | | | |
| Parks and Resorts Operating Income as reported | \$ 1,418 | \$ 1,897 | \$ (479) | -25% |
| Less: Euro Disney and Hong Kong Disneyland Operating Income / (Loss) | 40 | 144 | (104) | |
| Parks and Resorts Operating Income excluding Euro Disney and Hong Kong Disneyland Operating Income and excluding royalties and management fees | 1,378 | 1,753 | (375) | -21% |
| Add: Royalties and management fees | 31 | 82 | (51) | |
| Parks and Resorts Operating Income excluding Euro Disney and Hong Kong Disneyland Operating Income / (Loss) and including royalties and management fees | 1,409 | 1,835 | (426) | |
| Add: Equity in the Income (Loss) of Euro Disney and Hong Kong Disneyland | (54) | (36) | (18) | |
| Parks and Resorts Operating Income including Euro Disney and Hong Kong Disneyland under the equity method of accounting | <u>1,355</u> | <u>1,799</u> | <u>(444)</u> | |
| | | | | |
| Margins including Euro Disney and Hong Kong Disneyland as reported | 13.3% | 16.5% | -3.2% | |
| Margins excluding Euro Disney and Hong Kong Disneyland and excluding royalties and management fees | 15.9% | 19.1% | -3.2% | |
| Margins excluding Euro Disney and Hong Kong Disneyland and including royalties and management fees | 16.2% | 19.8% | -3.6% | |
| Margins including Euro Disney and Hong Kong Disneyland under the equity method of accounting | 15.6% | 19.4% | -3.8% | |

**Reconciliation of Non-GAAP Financial Measures
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October 3, 2009**

Free cash flow, net borrowings, aggregate segment operating income and earnings per share excluding certain items 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):

| | Year Ended | | Change |
|--|-----------------|-----------------|-----------------|
| | 10/3/2009 | 9/27/2008 | |
| Cash provided by operations | \$ 5,064 | \$ 5,446 | \$ (382) |
| Less: Investments in parks, resorts and other property | (1,753) | (1,578) | (175) |
| Free cash flow | <u>\$ 3,311</u> | <u>\$ 3,868</u> | <u>\$ (557)</u> |
| | | | -14% |

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

| | Year Ended | |
|--|-----------------|-----------------|
| | 10/3/2009 | 9/27/2008 |
| Cash provided by operations | \$ 5,064 | \$ 5,446 |
| Cash used in investing activities | (2,096) | (2,162) |
| Cash used in financing activities | (2,552) | (3,953) |
| Increase / (Decrease) in cash and cash equivalents | 416 | (669) |
| Cash and cash equivalents, beginning of year | <u>3,001</u> | <u>3,670</u> |
| Cash and cash equivalents, end of year | <u>\$ 3,417</u> | <u>\$ 3,001</u> |

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Net borrowings

The following table presents the calculation of total borrowing and net borrowings (unaudited, in millions):

| | 10/3/2009 | 9/27/2008 | Change |
|---------------------------------|-----------------|------------------|-------------------|
| Current portion of borrowings | \$ 1,206 | \$ 3,529 | \$ (2,323) |
| Long-term borrowings | 11,495 | 11,110 | 385 |
| Total borrowings | 12,701 | 14,639 | (1,938) |
| Less: cash and cash equivalents | (3,417) | (3,001) | (416) |
| Net borrowings | <u>\$ 9,284</u> | <u>\$ 11,638</u> | <u>\$ (2,354)</u> |

Aggregate segment operating income

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

| | Year Ended | | Quarter Ended | |
|---|-----------------|-----------------|---------------|---------------|
| | 10/3/2009 | 9/27/2008 | 10/3/2009 | 9/27/2008 |
| Segment operating income | \$ 6,672 | \$ 8,484 | \$ 1,853 | \$ 1,777 |
| Corporate and unallocated shared expenses | (398) | (460) | (130) | (147) |
| Restructuring and impairment charges | (492) | (39) | (166) | (39) |
| Other income (expense) | 342 | (59) | 228 | (91) |
| Net interest expense | (466) | (524) | (124) | (113) |
| Income before income taxes and minority interests | 5,658 | 7,402 | 1,661 | 1,387 |
| Income taxes | (2,049) | (2,673) | (587) | (490) |
| Minority interests | (302) | (302) | (179) | (137) |
| Net income | <u>\$ 3,307</u> | <u>\$ 4,427</u> | <u>\$ 895</u> | <u>\$ 760</u> |

Earnings per share excluding certain items

The following table reconciles reported earnings per share to earnings per share excluding certain items (unaudited):

| | Year Ended | | Quarter Ended | |
|---|----------------|----------------|----------------|----------------|
| | 10/3/2009 | 9/27/2008 | 10/3/2009 | 9/27/2008 |
| Diluted EPS as reported | \$ 1.76 | \$ 2.28 | \$ 0.47 | \$ 0.40 |
| Exclude: | | | | |
| Restructuring and impairment charges ⁽¹⁾ | 0.17 | 0.01 | 0.06 | 0.01 |
| Other (income) / expense ⁽²⁾ | (0.11) | 0.02 | (0.07) | 0.03 |
| Favorable resolution of certain income tax matters | - | (0.03) | - | - |
| Diluted EPS excluding certain items | <u>\$ 1.82</u> | <u>\$ 2.28</u> | <u>\$ 0.46</u> | <u>\$ 0.44</u> |

⁽¹⁾ The amount in the prior year and prior-year quarter consists of an impairment charge for radio FCC licenses which was previously reported in Media Networks operating income in the fiscal 2008 financial statements. For the fiscal 2009 financial statements, this amount has been reclassified to "Restructuring and Impairment Charges" in the consolidated statement of income to conform to the fiscal 2009 presentation.

⁽²⁾ Other (income)/expense for the current year consists of a non-cash gain in connection with the merger of Lifetime and A&E (\$228 million pre-tax) in the fourth quarter and a gain on the sale of our investment in two pay television services in Latin America (\$114 million pre-tax) in the first quarter. Other (income)/expense for the prior year consists of an accounting gain related to the acquisition of the Disney Stores in North America (\$18 million pre-tax) and a gain on the sale of movies.com (\$14 million pre-tax) in the third quarter and a bad debt charge for a receivable from Lehman Brothers (\$91 million pre-tax) in the fourth quarter.