Reconciliation of Non-GAAP Financial Measures
To Corresponding GAAP Financial Measures
September 29, 2012

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):

	Quarter ended		
	9/29/2012	10/1/2011	Change
Cash provided by operations	$ 1,535	$ 2,104	$ (569)
Less: Investments in parks, resorts and other property	(933)	(998)	65
Free cash flow	$ 602	$ 1,106	$ (504)
			-46%

	Year ended		
	9/29/2012	10/1/2011	Change
Cash provided by operations	$ 7,966	$ 6,994	$ 972
Less: Investments in parks, resorts and other property	(3,784)	(3,559)	(225)
Free cash flow	$ 4,182	$ 3,435	$ 747
			22%

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

	Quarter ended		Year ended	
	9/29/2012	10/1/2011	9/29/2012	10/1/2011
Cash provided by operations	$ 1,535	$ 2,104	$ 7,966	$ 6,994
Cash used in investing activities	(1,289)	(1,119)	(4,759)	(3,286)
Cash used in financing activities	(1,305)	(1,201)	(2,985)	(3,233)
Impact of exchange rates on cash and cash equivalents	72	(118)	(20)	(12)
(Decrease) / Increase in cash and cash equivalents	(987)	(334)	202	463
Cash and cash equivalents, beginning of period	4,374	3,519	3,185	2,722
Cash and cash equivalents, end of period	$ 3,387	$ 3,185	$ 3,387	$ 3,185

Net borrowings

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

	9/29/2012	10/1/2011	Change
Current portion of borrowings	$ 3,614	$ 3,055	$ 559
Long-term borrowings	10,697	10,922	(225)
Total borrowings	14,311	13,977	334
Less: cash and cash equivalents	(3,387)	(3,185)	(202)
Net borrowings	$ 10,924	$ 10,792	$ 132

Aggregate segment operating income

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

	Quarter ended		Year ended	
	9/29/2012	10/1/2011	9/29/2012	10/1/2011
Segment operating income	$ 2,339	$ 2,113	$ 9,964	$ 8,825
Corporate and unallocated shared expenses	(140)	(124)	(474)	(459)
Restructuring and impairment charges	(49)	(9)	(100)	(55)
Other income (expense), net	55	-	239	75
Net interest expense	(91)	(77)	(369)	(343)
Income before income taxes	2,114	1,903	9,260	8,043
Income taxes	(724)	(652)	(3,087)	(2,785)
Net income	$ 1,390	$ 1,251	$ 6,173	$ 5,258

Earnings per share excluding certain items

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

	Quarter ended		Year ended	
	9/29/2012	10/1/2011	9/29/2012	10/1/2011
Diluted EPS as reported	$ 0.68	$ 0.58	$ 3.13	$ 2.52
Exclude:				
Restructuring and impairment charges (1)	0.02	-	0.03	-
Other income (expense), net (2)	(0.03)	-	(0.09)	0.02
Diluted EPS excluding certain items (3)	$ 0.68	$ 0.59	$ 3.07	$ 2.54

(1) Restructuring and impairment charges for the current year totaled $100 million and consisted of $78 million of severance and facilities costs, of which $35 million was recorded in the current quarter, and $14 million for an intellectual property impairment recorded in the current quarter. Restructuring and impairment charges for the prior year totaled $55 million and consisted of severance and facilities costs totaling $39 million, a $10 million impairment charge related to the sale of assets and $6 million for radio FCC license impairment. The assets that were sold had tax basis significantly in excess of the book value, resulting in a $44 million tax benefit on the restructuring and impairment charges.

(2) Other income (expense), net for the current year consists of the UTV Gain ($184 million) and the Lehman recovery ($79 million), partially offset by the DLP debt charge ($24 million). The Lehman recovery and the DLP debt charge were recorded in the current quarter. Other income for the prior year consists of gains on the sales of Miramax and BASS ($75 million). The tax effect on these gains exceeded the pretax benefit resulting in a $32 million net loss.

(3) Diluted EPS excluding certain items may not equal the sum of the column due to rounding.