

**Reconciliation of Non-GAAP Financial Measures
To Corresponding GAAP Financial Measures
Quarter Ended June 27, 2009**

Q309 and Q308

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):

	Q309	Q308	Change	
Parks and Resorts Revenue as reported	\$ 2,751	\$ 3,038	\$ (287)	-9%
Less: Euro Disney and Hong Kong Disneyland Revenue	(480)	(584)	104	
Parks and Resorts Revenue excluding Euro Disney and Hong Kong Disneyland Revenue and royalties and management fees	2,271	2,454	(183)	-7%
Add: Royalties and management fees	-	4	(4)	
Parks and Resorts Revenue excluding Euro Disney and Hong Kong Disneyland Revenue and including royalties and management fees	<u>\$ 2,271</u>	<u>\$ 2,458</u>	<u>\$ (187)</u>	
Parks and Resorts Operating Income as reported	\$ 521	\$ 641	\$ (120)	-19%
Less: Euro Disney and Hong Kong Disneyland Operating Income / (Loss)	(2)	20	(22)	
Parks and Resorts Operating Income excluding Euro Disney and Hong Kong Disneyland Operating Income and excluding royalties and management fees	523	621	(98)	-16%
Add: Royalties and management fees	-	4	(4)	
Parks and Resorts Operating Income excluding Euro Disney and Hong Kong Disneyland Operating Income / (Loss) and including royalties and management fees	523	625	(102)	
Add: Equity in the Income (Loss) of Euro Disney and Hong Kong Disneyland	(13)	(9)	(4)	
Parks and Resorts Operating Income including Euro Disney and Hong Kong Disneyland under the equity method of accounting	<u>510</u>	<u>616</u>	<u>(106)</u>	
Margins including Euro Disney and Hong Kong Disneyland as reported	18.9%	21.1%	-2.2%	
Margins excluding Euro Disney and Hong Kong Disneyland and excluding royalties and management fees	23.0%	25.3%	-2.3%	
Margins excluding Euro Disney and Hong Kong Disneyland and including royalties and management fees	23.0%	25.4%	-2.4%	
Margins including Euro Disney and Hong Kong Disneyland under the equity method of accounting	22.5%	25.1%	-2.6%	

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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		Change
	6/27/2009	6/28/2008	
Cash provided by operations	\$ 1,259	\$ 936	\$ 323
Less: Investments in parks, resorts and other property	(378)	(353)	(25)
Free cash flow	<u>\$ 881</u>	<u>\$ 583</u>	<u>\$ 298</u>
			51%

	Nine Months ended		Change
	6/27/2009	6/28/2008	
Cash provided by operations	\$ 3,326	\$ 4,201	\$ (875)
Less: Investments in parks, resorts and other property	(1,127)	(949)	(178)
Free cash flow	<u>\$ 2,199</u>	<u>\$ 3,252</u>	<u>\$ (1,053)</u>
			-32%

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

	Quarter ended		Nine Months ended	
	6/27/2009	6/28/2008	6/27/2009	6/28/2008
Cash provided by operations	\$ 1,259	\$ 936	\$ 3,326	\$ 4,201
Cash used in investing activities	(397)	(574)	(1,451)	(1,381)
Cash used in financing activities	(1,103)	(1,633)	(1,748)	(3,901)
(Decrease) / Increase in cash and cash equivalents	(241)	(1,271)	127	(1,081)
Cash and cash equivalents, beginning of period	<u>3,369</u>	<u>3,860</u>	<u>3,001</u>	<u>3,670</u>
Cash and cash equivalents, end of period	<u>\$ 3,128</u>	<u>\$ 2,589</u>	<u>\$ 3,128</u>	<u>\$ 2,589</u>

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Net borrowings

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

	<u>6/27/2009</u>	<u>9/27/2008</u>	<u>Change</u>
Current portion of borrowings	\$ 1,142	\$ 3,529	\$ (2,387)
Long-term borrowings	<u>12,552</u>	<u>11,110</u>	<u>1,442</u>
Total borrowings	13,694	14,639	(945)
Less: cash and cash equivalents	(3,128)	(3,001)	(127)
Net borrowings	<u>\$ 10,566</u>	<u>\$ 11,638</u>	<u>\$ (1,072)</u>

Aggregate segment operating income

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

	<u>Quarter ended</u>		<u>Nine Months ended</u>	
	<u>6/27/2009</u>	<u>6/28/2008</u>	<u>6/27/2009</u>	<u>6/28/2008</u>
Segment operating income	\$ 1,849	\$ 2,320	\$ 4,819	\$ 6,707
Corporate and unallocated shared expenses	(96)	(124)	(268)	(313)
Restructuring and impairment charges	(21)	-	(326)	-
Other income	-	32	114	32
Net interest expense	<u>(75)</u>	<u>(141)</u>	<u>(342)</u>	<u>(411)</u>
Income before income taxes and minority interests	1,657	2,087	3,997	6,015
Income taxes	(626)	(712)	(1,462)	(2,183)
Minority interests	(77)	(91)	(123)	(165)
Net income	<u>\$ 954</u>	<u>\$ 1,284</u>	<u>\$ 2,412</u>	<u>\$ 3,667</u>

Earnings per share excluding certain items

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

	<u>Quarter ended</u>		<u>Nine Months ended</u>	
	<u>6/27/2009</u>	<u>6/28/2008</u>	<u>6/27/2009</u>	<u>6/28/2008</u>
Diluted EPS as reported	\$ 0.51	\$ 0.66	\$ 1.29	\$ 1.87
Exclude:				
Restructuring and impairment charges	0.01	-	0.11	-
Other income ⁽¹⁾	-	(0.01)	(0.04)	(0.01)
Favorable resolution of certain prior-year income tax matters	-	(0.03)	-	(0.03)
Diluted EPS excluding certain items	<u>\$ 0.52</u>	<u>\$ 0.62</u>	<u>\$ 1.36</u>	<u>\$ 1.83</u>

⁽¹⁾ Other income for the current nine-month period consists of a gain on the sale of our investment in two pay television services in Latin America. Other income for the prior-year quarter and nine months 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).