

**Reconciliation of Non-GAAP Financial Measures
To Corresponding GAAP Financial Measures
March 28, 2015**

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
	March 28, 2015	March 29, 2014	
Cash provided by operations	\$ 2,918	\$ 2,527	\$ 391
Less: Investments in parks, resorts and other property	(907)	(701)	(206)
Free cash flow	\$ 2,011	\$ 1,826	\$ 185
			10%

	Six Months Ended		Change
	March 28, 2015	March 29, 2014	
Cash provided by operations	\$ 4,773	\$ 3,739	\$ 1,034
Less: Investments in parks, resorts and other property	(1,905)	(1,359)	(546)
Free cash flow	\$ 2,868	\$ 2,380	\$ 488
			21%

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

	Quarter Ended		Six Months Ended	
	March 28, 2015	March 29, 2014	March 28, 2015	March 29, 2014
Cash provided by operations	\$ 2,918	\$ 2,527	\$ 4,773	\$ 3,739
Cash used in investing activities	(836)	(484)	(1,827)	(1,011)
Cash used in financing activities	(3,242)	(2,201)	(2,345)	(2,438)
Impact of exchange rates on cash and cash equivalents	(172)	(161)	(277)	(143)
Change in cash and cash equivalents	(1,332)	(319)	324	147
Cash and cash equivalents, beginning of period	5,077	4,397	3,421	3,931
Cash and cash equivalents, end of period	\$ 3,745	\$ 4,078	\$ 3,745	\$ 4,078

Aggregate segment operating income

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

	Quarter Ended		Six Months Ended	
	March 28, 2015	March 29, 2014	March 28, 2015	March 29, 2014
Segment operating income	\$ 3,482	\$ 3,353	\$ 7,027	\$ 6,373
Corporate and unallocated shared expenses	(170)	(155)	(295)	(271)
Restructuring and impairment charges	—	(48)	—	(67)
Other expense, net	—	(37)	—	(31)
Interest income/(expense), net	8	62	(50)	111
Income before income taxes	3,320	3,175	6,682	6,115
Income taxes	(1,092)	(1,119)	(2,210)	(2,155)
Net income	<u>\$ 2,228</u>	<u>\$ 2,056</u>	<u>\$ 4,472</u>	<u>\$ 3,960</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		Six Months Ended	
	March 28, 2015	March 29, 2014	March 28, 2015	March 29, 2014
Diluted EPS as reported	\$ 1.23	\$ 1.08	\$ 2.50	\$ 2.11
Exclude:				
Restructuring and impairment charges ⁽¹⁾	—	0.02	—	0.03
Other expense, net ⁽²⁾	—	0.01	—	0.01
Diluted EPS excluding certain items affecting comparability ⁽³⁾	<u>\$ 1.23</u>	<u>\$ 1.11</u>	<u>\$ 2.50</u>	<u>\$ 2.15</u>

⁽¹⁾ Charges for the prior-year quarter and six-month period totaled \$48 million and \$67 million (pre-tax), respectively, primarily for severance costs.

⁽²⁾ Significant items in the prior-year quarter and six-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).

⁽³⁾ May not equal the sum of the rows due to rounding.