

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name REGAL ENTERTAINMENT GROUP		2 Issuer's employer identification number (EIN) 02-0556934	
3 Name of contact for additional information CHRIS FRYE	4 Telephone No. of contact 865-922-1123	5 Email address of contact CHRIS.FRYE@REGALCINEMAS.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 7132 REGAL LANE		7 City, town, or post office, state, and Zip code of contact KNOXVILLE, TN 37918	
8 Date of action DECEMBER 14, 2012	9 Classification and description CLASS A AND CLASS B COMMON SHARES		
10 CUSIP number 758766109	11 Serial number(s)	12 Ticker symbol RGC	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **THE ISSUER MADE A DISTRIBUTION TO SHAREHOLDERS IN EXCESS OF EARNINGS AND PROFITS ON DECEMBER 14, 2012.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **36.64% OF THE \$0.21 PER SHARE DISTRIBUTION TO SHAREHOLDERS ON DECEMBER 14, 2012 HAS BEEN DETERMINED TO BE IN EXCESS OF EARNINGS AND PROFITS BASED ON INFORMATION AVAILABLE AS OF JANUARY 15, 2013.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **A CALCULATION OF EARNINGS AND PROFITS WAS COMPLETED USING THE MOST RECENT FINANCIAL INFORMATION AVAILABLE. TOTAL 2012 DISTRIBUTIONS TO SHAREHOLDERS EXCEEDED EARNINGS AND PROFITS ON DECEMBER 27, 2012. AS A RESULT, A PORTION OF EACH 2012 DISTRIBUTION IS IN EXCESS OF EARNINGS AND PROFITS.**

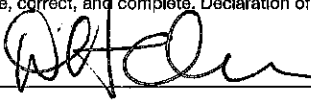
Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► **IRC SECTION 301 - DISTRIBUTIONS OF PROPERTY - IN GENERAL, IRC SECTION 301 DEFINES THE RULES USED TO DETERMINE WHETHER AND TO WHAT EXTENT DISTRIBUTIONS TO SHAREHOLDERS ARE TAXABLE. DISTRIBUTIONS TO SHAREHOLDERS THAT DO NOT EXCEED THE CORPORATION'S EARNINGS AND PROFITS ARE REPORTED AS TAXABLE DIVIDENDS IN ACCORDANCE WITH IRC SECTION 316. IN THE EVENT A DISTRIBUTION TO SHAREHOLDERS EXCEEDS CORPORATE EARNINGS AND PROFITS AS DETERMINED UNDER IRC SECTION 312, SHAREHOLDERS MUST APPLY THE RULES OF IRC SECTION 301 TO DETERMINE IF THE DISTRIBUTION IS A NON-TAXABLE RETURN OF BASIS UNDER IRC SECTION 301(C)(2) OR IF THE DISTRIBUTION IS REPORTED AS CAPITAL GAIN UNDER IRC SECTION 301(C)(3). THE INFORMATION PROVIDED HEREIN IS INTENDED TO ASSIST SHAREHOLDERS AND THEIR TAX ADVISORS IN MAKING THIS DETERMINATION.**

18 Can any resulting loss be recognized? ► **NO**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► **REPORTABLE FOR THE 2012 TAX YEAR.**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
 Signature ►  Date ► 1-14-13

Print your name ► **DAVID OWNBY** Title ► **EVP/CFO/TREASURER**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no.	