

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
REGAL ENTERTAINMENT GROUP		02-0556934	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
CHRIS FRYE	865-922-1123	CHRIS.FRYE@REGALCINEMAS.COM	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and Zip code of contact	
7132 REGAL LANE		KNOXVILLE, TN 37918	
<b>8</b> Date of action		<b>9</b> Classification and description	
JUNE 15, 2012		CLASS A AND CLASS B COMMON SHARES	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
758766109		RGC	

**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 JUNE 15, 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 JUNE 15, 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.

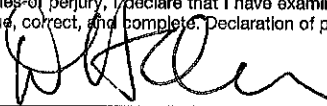
**Part II Organizational Action** (continued)

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**

<b>Paid Preparer Use Only</b>	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.	